

# **Boston/NYC Non-Deal Roadshow**

December 2016



# Cautionary Statements Regarding Forward-Looking Information

This presentation contains certain forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, that are subject to risks and uncertainties. The factors that could cause actual results to differ materially from the forward-looking statements made by Exelon Corporation, Exelon Generation Company, LLC, Commonwealth Edison Company, PECO Energy Company, Baltimore Gas and Electric Company, Pepco Holdings LLC (PHI), Potomac Electric Power Company, Delmarva Power & Light Company, and Atlantic City Electric Company (Registrants) include those factors discussed herein, as well as the items discussed in (1) Exelon's 2015 Annual Report on Form 10-K in (a) ITEM 1A. Risk Factors, (b) ITEM 7. Management's Discussion and Analysis of Financial Condition and Results of Operations and (c) ITEM 8. Financial Statements and Supplementary Data: Note 23; (2) PHI's 2015 Annual Report on Form 10-K in (a) ITEM 1A. Risk Factors, (b) ITEM 7. Management's Discussion and Analysis of Financial Condition and Results of Operations and (c) ITEM 8. Financial Statements and Supplementary Data: Note 16; (3) Exelon's Third Quarter 2016 Quarterly Report on Form 10-Q in (a) Part II, Other Information, ITEM 1A. Risk Factors, (b) Part 1, Financial Information, ITEM 2. Management's Discussion and Analysis of Financial Condition and Results of Operations and (c) Part I, Financial Information, ITEM 1. Financial Statements: Note 18; and (4) other factors discussed in filings with the SEC by the Registrants. Readers are cautioned not to place undue reliance on these forward-looking statements, which apply only as of the date of this presentation. None of the Registrants undertakes any obligation to publicly release any revision to its forward-looking statements to reflect events or circumstances after the date of this presentation.

# Non-GAAP Financial Measures

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Exelon reports its financial results in accordance with accounting principles generally accepted in the United States (GAAP). Exelon supplements the reporting of financial information determined in accordance with GAAP with certain non-GAAP financial measures, including adjusted (non-GAAP) operating earnings, adjusted (non-GAAP) operating and maintenance expense, total gross margin, earnings before interest, taxes, depreciation and amortization (EBITDA), and adjusted cash flow from operations (non-GAAP) or free cash flow. Adjusted (non-GAAP) operating earnings exclude certain costs, expenses, gains and losses and other specified items, including mark-to-market adjustments from economic hedging activities, unrealized gains and losses from nuclear decommissioning trust fund investments, merger and integration costs, certain costs incurred associated with the PHI acquisition, merger commitments related to the settlement of the PHI acquisition, the impairment of certain long-lived assets, plant retirements and divestitures, costs related to the cost management program, and the non-controlling interest in CENG. Adjusted (non-GAAP) operating and maintenance expense excludes regulatory operating and maintenance costs for the utility businesses and direct cost of sales for certain Constellation businesses, decommissioning costs that do not affect profit and loss, and the impact from operating and maintenance expense related to variable interest entities at Generation. Total gross margin (non-GAAP) is defined as operating revenues less purchased power and fuel expense, excluding revenue related to decommissioning, gross receipts tax, Exelon Nuclear Partners, the operating services agreement with Fort Calhoun, variable interest entities and net of direct cost of sales for certain Constellation businesses. EBITDA is defined as earnings before interest, taxes, depreciation and amortization, including nuclear fuel amortization expense. Adjusted cash flow from operations (non-GAAP) or free cash flow primarily includes net cash flows from operating activities and net cash flows from investing activities excluding capital expenditures at ownership and nuclear fuel expense. Due to the forward-looking nature of any forecasted non-GAAP measures, information to reconcile the forecast adjusted (non-GAAP) measures to the most directly comparable GAAP measure is not currently available, as management is unable to project all of these items for future periods.

# Non-GAAP Financial Measures Continued

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This information is intended to enhance an investor's overall understanding of period-over-period financial results and provide an indication of Exelon's baseline operating performance by excluding items that are considered by management to be not directly related to the ongoing operations of the business. In addition, this information is among the primary indicators management uses as a basis for evaluating performance, allocating resources, setting incentive compensation targets and planning and forecasting of future periods.

These non-GAAP financial measures are not a presentation defined under GAAP and may not be comparable to other companies' presentation. Exelon has provided these non-GAAP financial measure as supplemental information and in addition to the financial measures that are calculated and presented in accordance with GAAP. These non-GAAP measures should not be deemed more useful than, a substitute for, or an alternative to the most comparable GAAP measures provided in the materials presented. Reconciliations of these non-GAAP measures to the most comparable GAAP measures are provided in the footnotes, appendices and attachments to this presentation.

# Exelon: An Industry Leader

\$25B

Being invested  
in utilities  
through 2020

\$37M

In 2015, Exelon gave  
approx. \$37 million  
to charitable and  
community causes

#1

zero-carbon  
energy  
provider  
in America

195 TWh

Customer load  
served

32,700

Megawatts of  
total power  
generation  
capacity

10M

Six utilities serving  
10M electric and  
gas customers, the  
most in the U.S.

34,000

employees

FORTUNE  
100

Exelon is a  
FORTUNE 100  
company and was  
named to Fortune  
Magazine's list of  
"World's Most  
Admired  
Companies"

2.5M

Exelon's  
Constellation  
business serves  
residential, public  
sector and  
business  
customers

12,042

transmission  
line miles for  
utilities

\$34.5B

Operating  
revenue in 2015

Top 10

in renewable  
energy sales

7.4M

Smart meters  
installed

Note: All numbers reflect year-end 2015 except customer counts and forecasted utility investment; 2015 revenue number is Exelon and PHI combined

# The Exelon Value Proposition

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- **Regulated Value-Added Utility Growth** with utility EPS rising 7-9% annually from 2016-2020 and rate base growth of 6.1%, representing an expanding majority of earnings
- **ExGen's strong free cash generation** will support utility growth while also reducing debt by ~\$3B over the next 5 years
- **Optimizing ExGen value by:**
  - Seeking fair compensation for the zero-carbon attributes of our fleet;
  - Closing uneconomic plants;
  - Monetizing assets; and,
  - Maximizing the value of the fleet through our generation to load matching strategy
- **Strong balance sheet is a priority** with all businesses comfortably meeting investment grade credit metrics through the 2020 planning horizon
- **Capital allocation priorities targeting:**
  - Organic utility growth;
  - Return of capital to shareholders with 2.5% annual dividend growth through 2018<sup>(1)</sup>,
  - Debt reduction; and,
  - Modest contracted generation investments

(1) Quarterly dividends are subject to declaration by the board of directors



# Exelon Utilities Overview



17,400  
Employees

\$29.7B  
2015 Rate Base

\$15.8B  
In Revenue

24.1M mi<sup>2</sup>  
Combined  
Service Territory



10 M  
Customers

7.4 M  
Smart Meters  
Installed

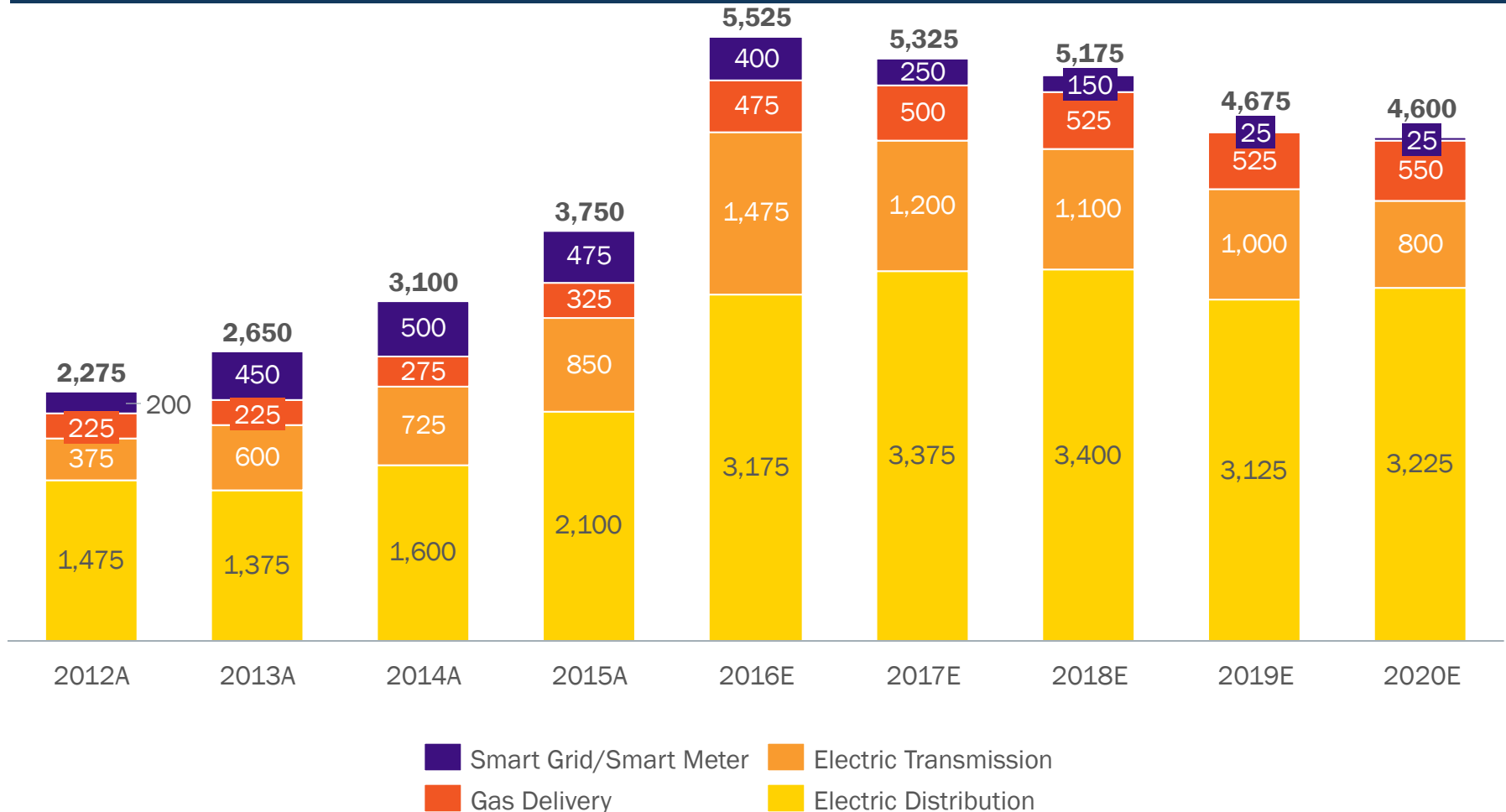


12,042  
Transmission line  
miles (circuit)

Note: Rate base number is Exelon and PHI combined and denotes year-end. All numbers reflect 2015 figures.

# Deploying Significant Capital for Our Customers

## Capital Expenditures 2012-2020 (\$M)



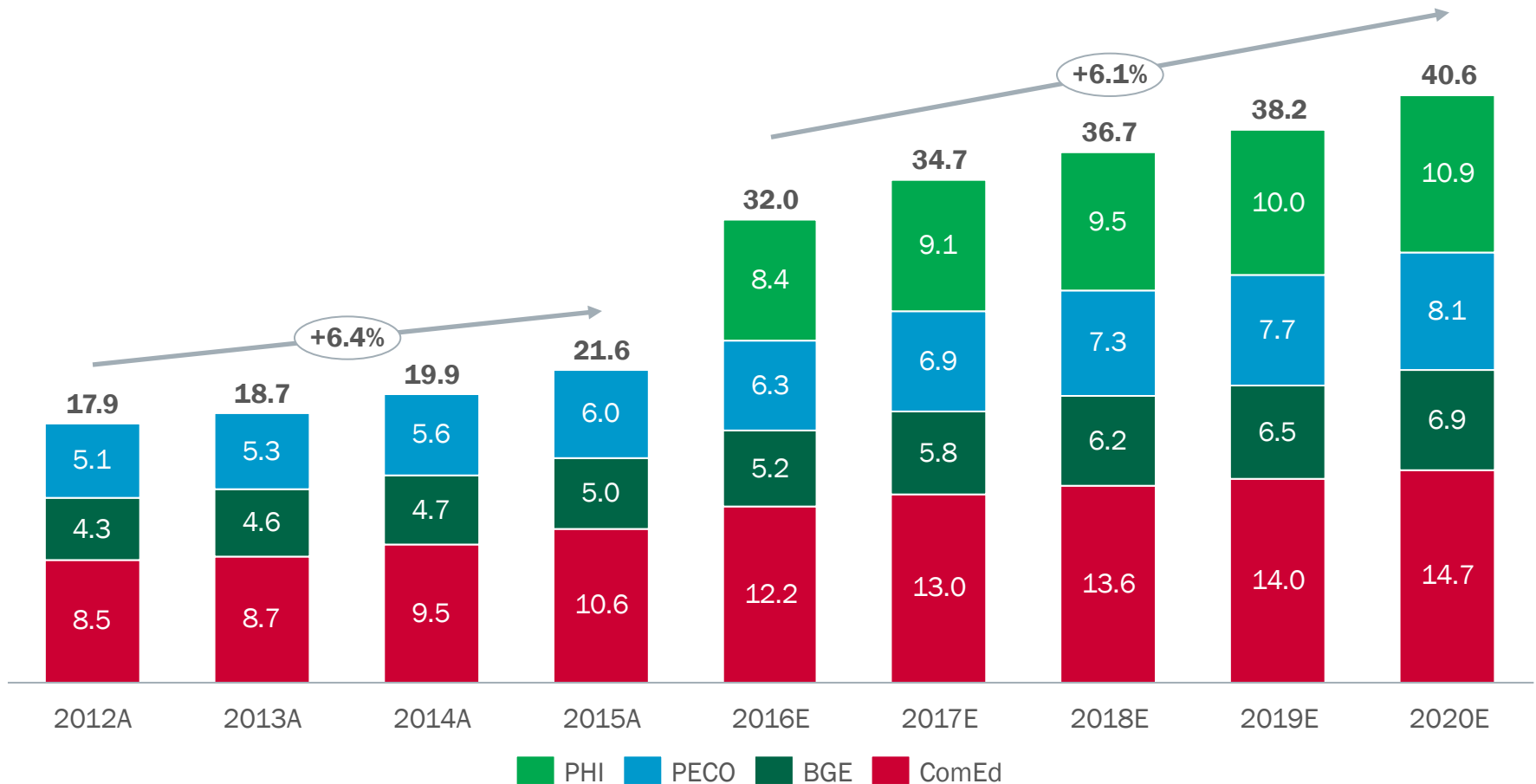
**More than \$25B of capital is being invested in utilities from 2016-2020**

Note: Numbers rounded to nearest \$25M; Numbers may not add due to rounding; 2012 Includes a full year of capital spend for BGE; 2016 includes a full year of capital spend for PHI



# Driving Strong Rate Base Growth

## Exelon Utilities Rate Base 2012-2020 (\$B)

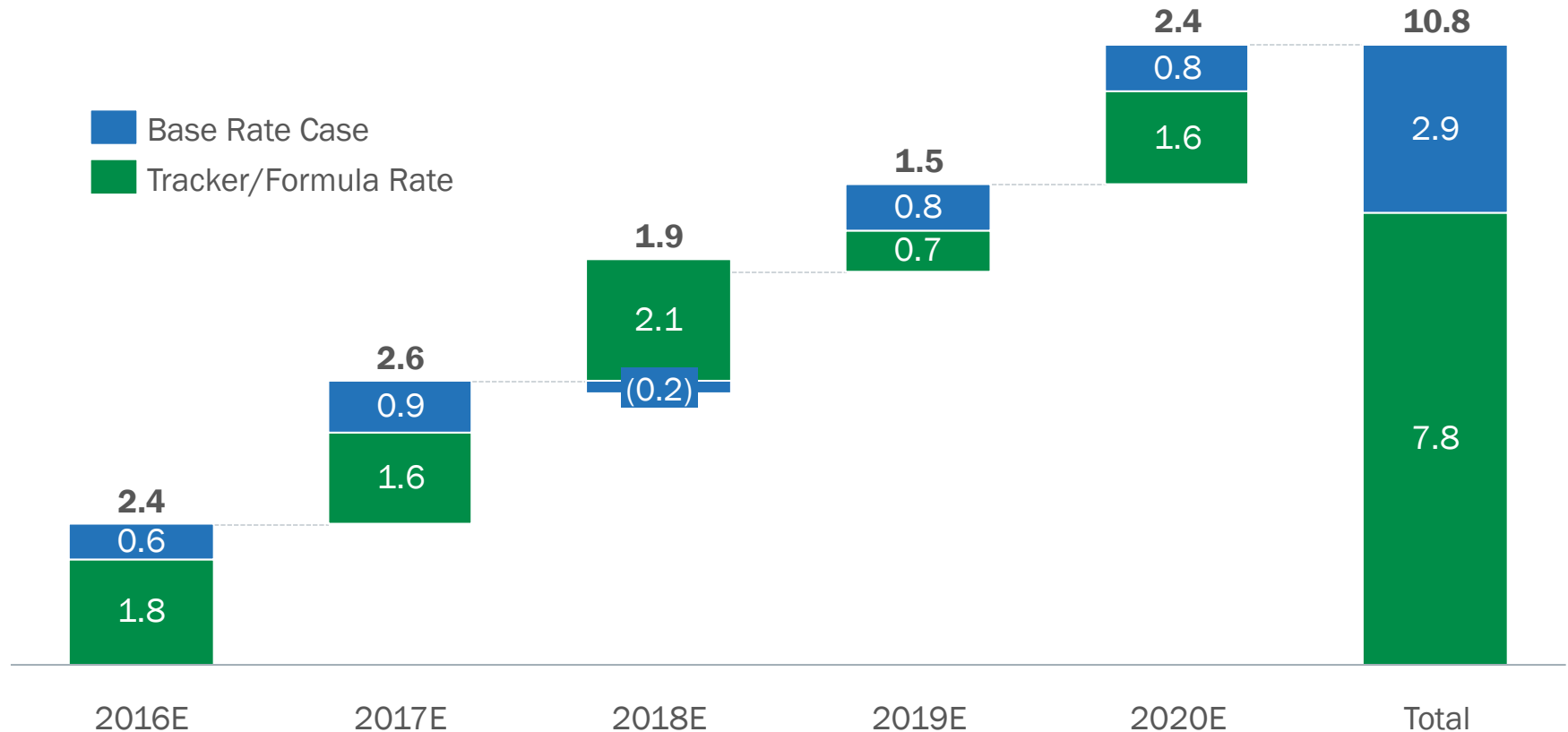


**Exelon Utilities delivering customer value through strong rate base growth of 6.1% annually over planning period**

Note: All numbers denote year-end rate base and may not add due to rounding

# Formulaic Mechanisms Cover Bulk of Rate Base Growth

## Rate Base Growth Breakout 2016-2020 (\$B)



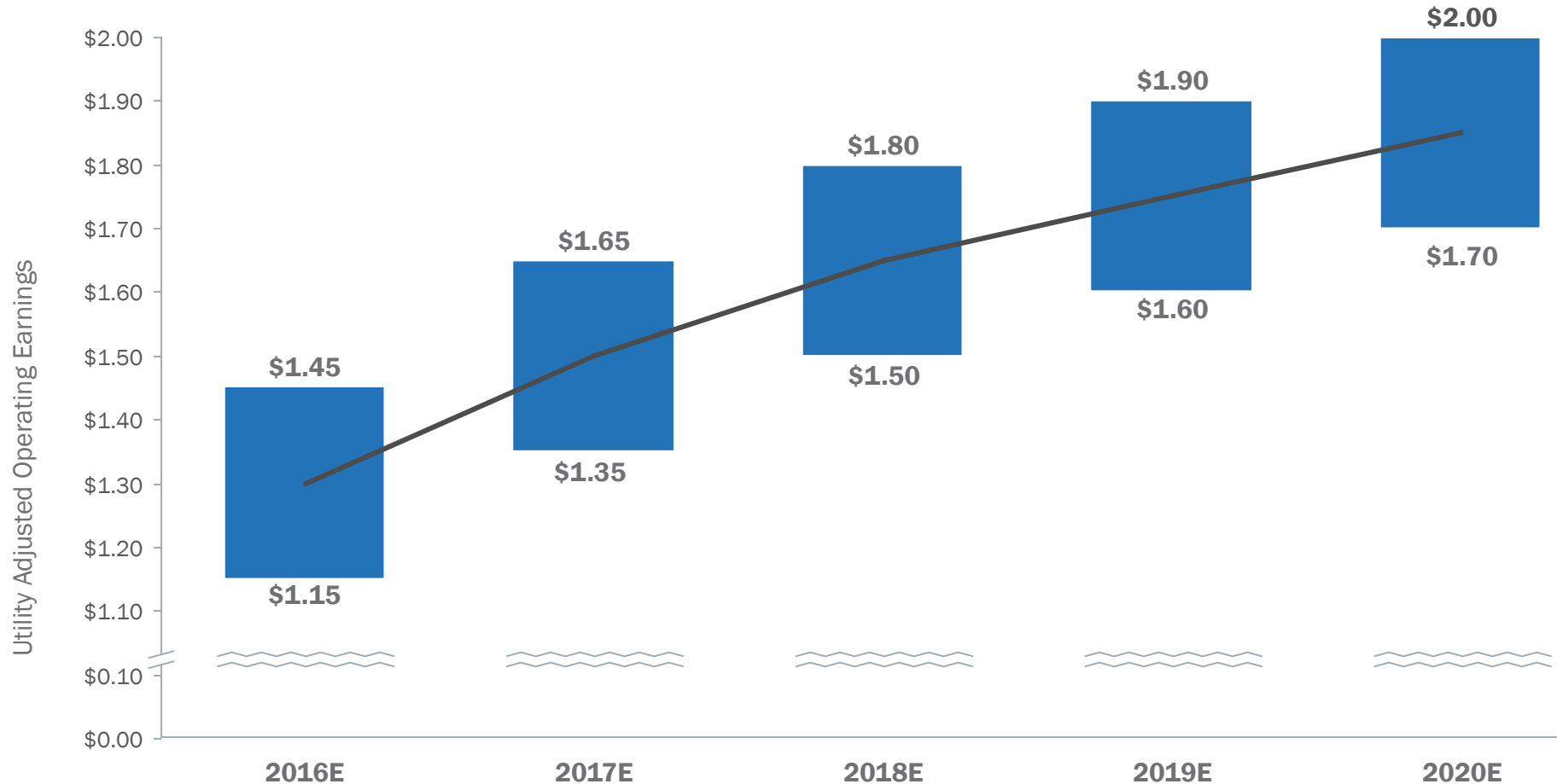
**Of the approximately \$10.8 billion of rate base growth Exelon Utilities forecast over the next 5 years, more than 70% will be recovered through existing formula and tracker mechanisms**

(1) Assumes renewal of ComEd formula rate in 2019; EIMA currently sunsets in 2019

(2) Assumes PECO transmission formula rate beginning in 2018; base rate decrease due to reclassification of transmission rate base growth at PECO

# Exelon Utilities EPS Growth of 7-9% to 2020

## Exelon Utilities Operating Earnings 2016-2020



## Value added rate base growth combined with PHI ROE improvement drives EPS growth

Note: Reflects GAAP operating earnings except for 2016. 2016 GAAP EPS range would be \$0.65 to \$0.95. 2016 adjusted (non-GAAP) operating earnings include adjustments to exclude \$0.40 for merger commitments and \$0.10 of merger integration costs. Includes after-tax interest expense held at Corporate for debt associated with existing utility investment. 2016 estimate normalized to include a full year for PHI.

# Proven Track Record of Improving Operational Performance

Operations	Metric	At CEG Merger (2012)			2015			2015
		BGE	PECO	ComEd	BGE	PECO	ComEd	PHI
Electric Operations	OSHA Recordable Rate							
	2.5 Beta SAIFI (Outage Frequency)							
	2.5 Beta CAIDI (Outage Duration)							
Customer Operations	Customer Satisfaction							N/A
	Service Level % of Calls Answered in <30 sec							
	Abandon Rate							
Gas Operations	Percent of Calls Responded to in <1 Hour			No Gas Operations			No Gas Operations	
	3rd Party Damages per 1000 Gas Locates							
Overall Rank	Electric Utility Panel of 24 Utilities <sup>(1)</sup>	23 <sup>rd</sup>	2 <sup>nd</sup>	2 <sup>nd</sup>	4 <sup>th</sup>	2 <sup>nd</sup>	3 <sup>rd</sup>	18 <sup>th</sup>

Exelon Utilities has identified and transferred best practices at each of its utilities to improve operating performance in areas such as:

- System Performance
- Emergency Preparedness
- Corrective and Preventive Maintenance

Performance  
Quartiles

Q1	Q2
Q3	Q4

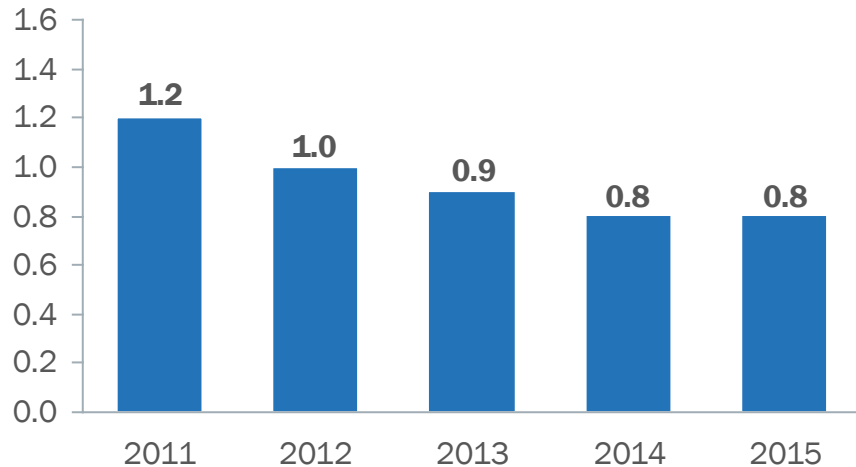
## Significant opportunity for operating performance improvements at PHI

(1) Ranking based on results of five key industry performance indicators – CAIDI, SAIFI, Safety, Customer Satisfaction, and Cost per Customer

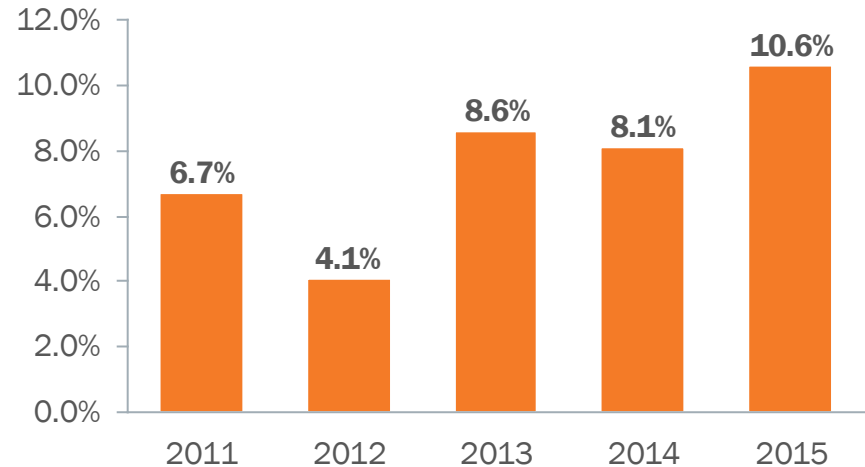
# BGE: A Proven Track Record of Enhancing Utility Value

Leveraging the best practices of the Exelon Utilities platform, BGE has significantly improved operational metrics

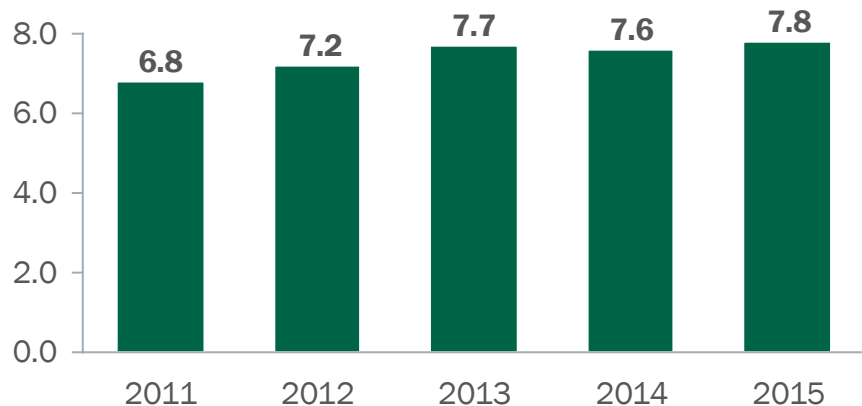
## Outage Frequency (SAIFI)



## Operating ROE (%)



## Customer Satisfaction Index



## Results

- Increased reliability by 10% per year and customer satisfaction by 3% per year
- Increased ROE by more than 350 basis points from 2011 to 2015
- Continued system investments in reliability and safety requires continued rate cases for capital recovery

Note: 2012 ROE normalized by excluding one-time \$112M rate credit as part of EXC-CEG merger. For a reconciliation of operating ROE, which is derived from adjusted operating earnings, which is a non-GAAP measure please refer to slide 39 in the appendix.



# Exelon Utilities Distribution Rate Case Summary

ACE Settlement		Pepco DC Filing	
Authorized Revenue Requirement Increase <sup>(1)</sup>	\$45.0M	Requested Revenue Requirement Increase <sup>(1)</sup>	\$82.1M
Authorized ROE	9.75%	Requested ROE	10.60%
Common Equity Ratio	49.48%	Requested Common Equity Ratio	49.14%
Commission Approved Settlement	8/24/16	Order Expected	7/25/17

Pepco MD Order		Delmarva DE Electric Filing	
Authorized Revenue Requirement Increase <sup>(1)</sup>	\$52.5M	Requested Revenue Requirement Increase <sup>(1)</sup>	\$62.8M
Authorized ROE	9.55%	Requested ROE	10.60%
Requested Common Equity Ratio	49.55%	Requested Common Equity Ratio	49.40%
Commission Approved Settlement	11/15/16	Order Expected	Q3 2017

ComEd Filing		Delmarva DE Gas Filing	
Requested Revenue Requirement Increase <sup>(2)</sup>	\$132.0M	Requested Revenue Requirement Increase <sup>(1)</sup>	\$21.5M
Requested ROE	8.64%	Requested ROE	10.60%
Requested Common Equity Ratio	46%	Requested Common Equity Ratio	49.40%
Order Expected	Dec 2016	Order Expected	Q3 2017

Delmarva MD Filing	
Requested Revenue Requirement Increase <sup>(1)</sup>	\$57.0M
Requested ROE	10.60%
Requested Common Equity Ratio	49.10%
Order Expected	2/17/17

(1) Revenue requirement includes changes in depreciation and amortization expense where applicable, which have no impact on pre-tax earnings

(2) Amounts represent ComEd's position filed in surrebuttal testimony on August 19, 2016

# Exelon Generation Overview

14,500  
Employees



#1

Lowest carbon  
intensity among large  
power generators

#1

Retail electricity  
provider in the  
country

195 TWh

Customer Load  
Served

32,700 MW  
Capacity

93.7%

Nuclear Capacity  
Factor in 2015

98.6%

Gas and Hydro  
Dispatch Match  
in 2015

8th

Largest Gas  
Provider

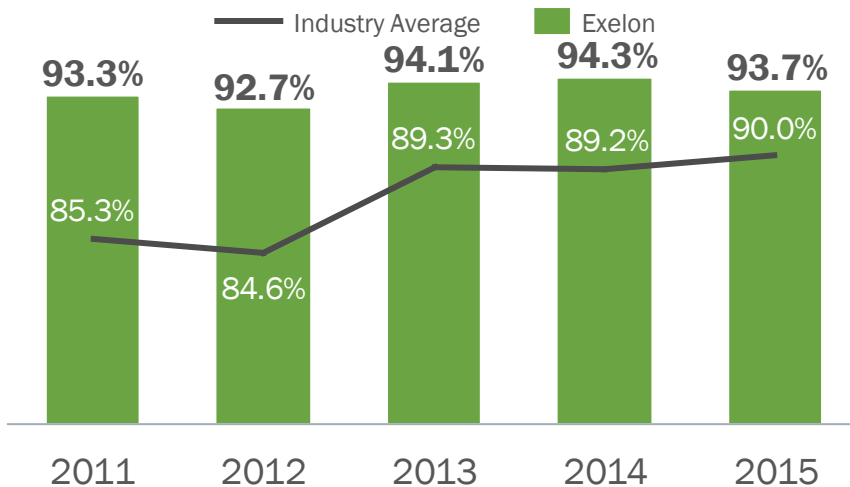
195 TWh

Generation Output

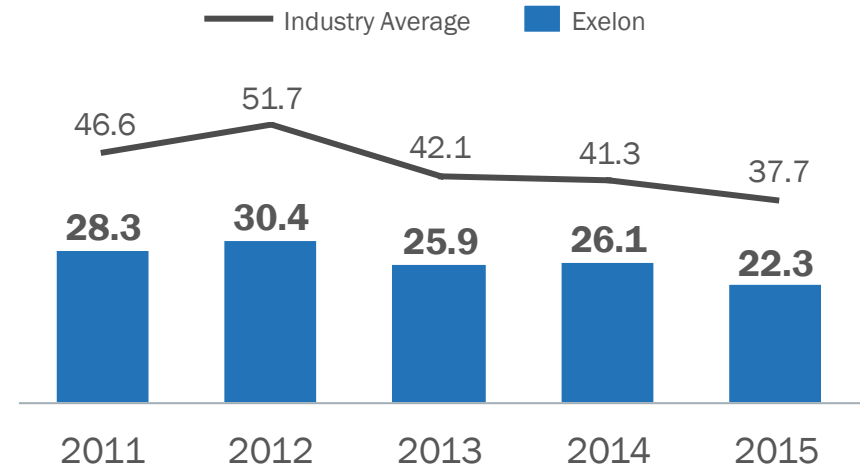
Note: All numbers reflect 2015 figures

# Best in Class Operational Performance

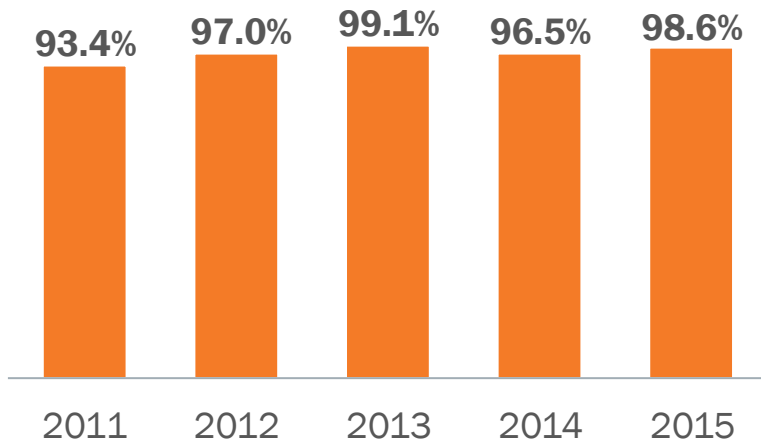
## Nuclear Capacity Factor<sup>(1)</sup>



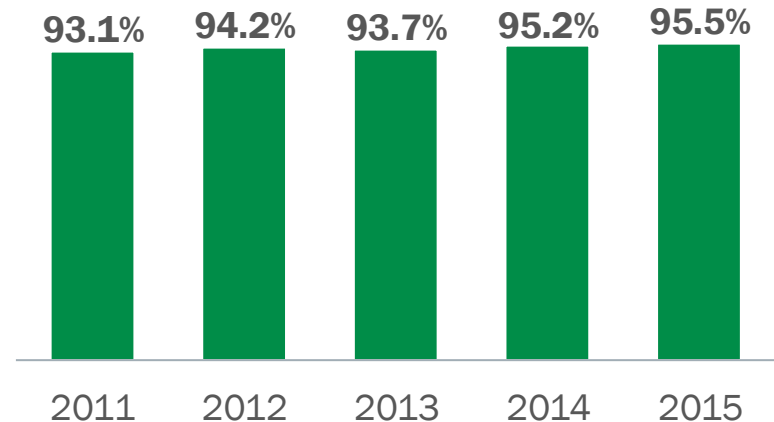
## Average Nuclear Refueling Days<sup>(1)</sup>



## Gas & Hydro Dispatch Match



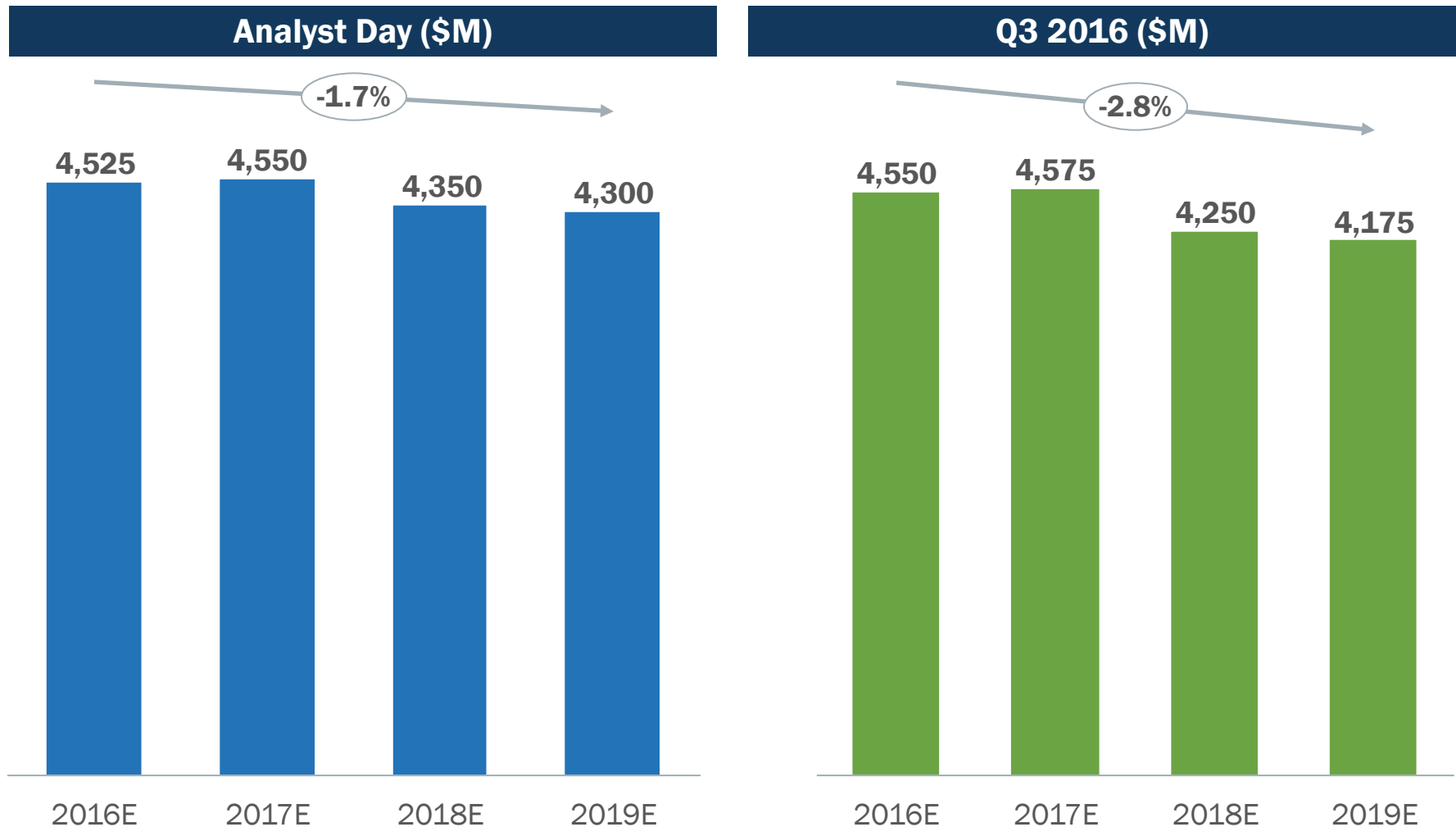
## Wind/Solar Energy Capture



**Our leading nuclear capacity factor produced 6 TWh more power than if at industry average**

(1) Includes CENG beginning in April 2014, excludes Salem and Fort Calhoun; Calculation of industry average capacity factor and refueling days excludes Exelon fleet

# Further Reducing O&M at ExGen<sup>(1,2,3)</sup>



**Finding additional savings at ExGen -- O&M down \$100M in 2018 and \$125M in 2019**

(1) O&M reflects the retirement of Clinton, Quad Cities, and Oyster Creek. In addition, the run rate of D&A and TOTI declines by \$100M with the retirements.

(2) O&M does not include cost of FitzPatrick

(3) Refer to slide 38 in the appendix for a reconciliation of adjusted (Non-GAAP) O&M to GAAP O&M

# Loyalty of Constellation Customers

**Serve 2/3 of  
the Fortune  
100**



**Retail Power**  
**More than 130 TWh**  
retail load under contract in  
2015



**Retail Gas**  
**More than 700 Bcf**  
natural gas under contract  
in 2015



**Solar**  
**275 MW**  
customer sited, completed or  
under construction



**Distributed Generation**  
**165 MW**  
customer sited, completed or  
under construction

**80%** retail power  
customer  
renewal rate

**30%** power new  
customer win  
rate

**90%** natural gas  
customer  
retention rate

**25** month  
average power  
contract term

Average  
customer  
duration of more  
than **5** years

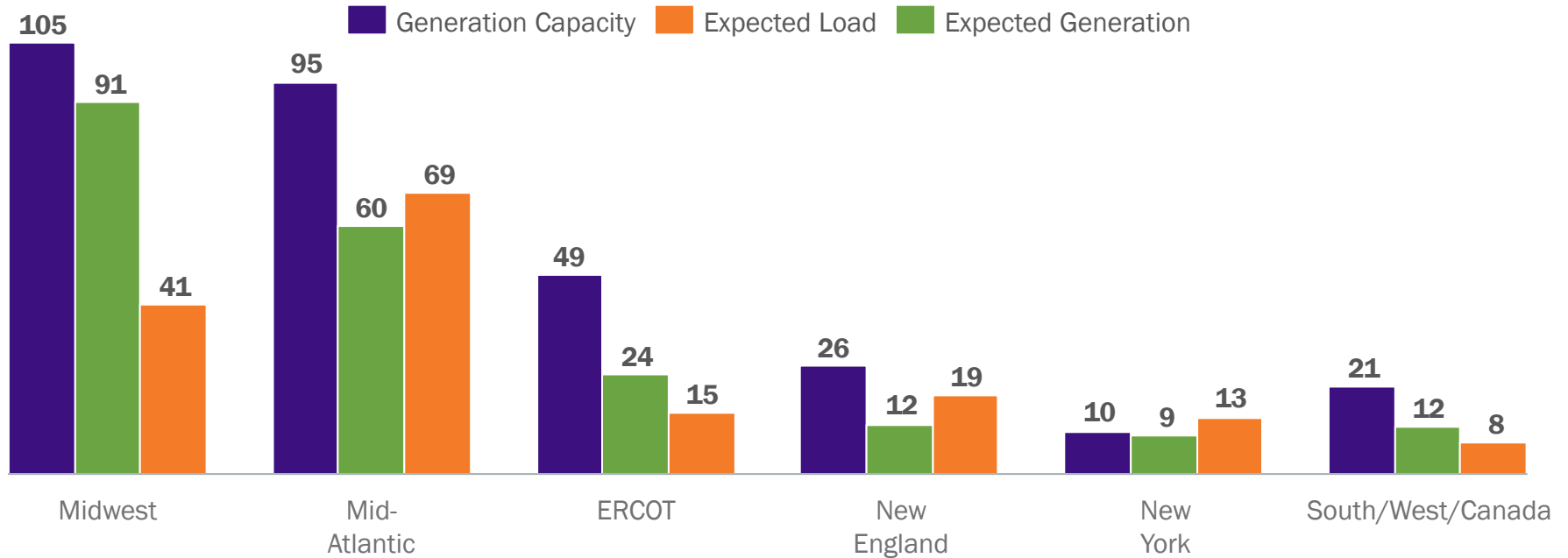
**Stable Retail  
Margins**

**Constellation's retail business has helped drive consistent earnings over the years**



# Our Generation to Load Strategy Delivers Durable Earnings

## 2017 Generation Load Match (TWh)<sup>(1,2)</sup>



- **High volatility:** During periods of high volatility, generation availability is of utmost importance. During the polar vortex of 2014, our 2 GW of peaking capability created significant value in the energy and ancillary markets – providing **~\$100 million in value<sup>(3)</sup>**.
- **Low volatility:** During periods of low volatility, we are able to capture higher margins through lower cost to serve our customers and we optimize the value of our dispatchable fleet. **In 2015, we realized ~\$250 million in value.**

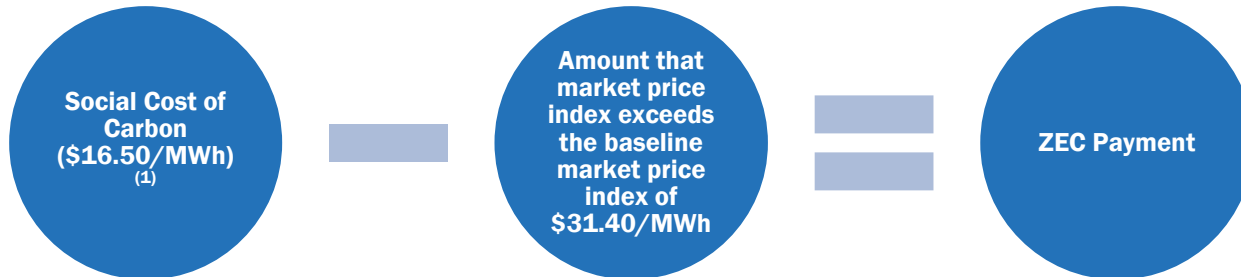
(1) Owned and contracted generation capacity converted from MW to MWh assuming 100% capacity factor (CF) for all technology types, except for renewable capacity which is shown at estimated CF

(2) Expected generation and load shown in the chart above will not tie out with load volume and ExGen disclosures; Load shown above does not include indexed products and generation reflects a net owned and contracted position; Estimates as of September 30, 2016

(3) Excludes the impact of plant outages, primarily at Calvert Cliffs prior to us operating the plant

# Key Provisions of the Future Energy Jobs Bill

- **Zero Emission Standard:** Requires the Illinois Power Authority procure contracts with zero emission facilities for zero emission credits (ZECs) equal to 16% of the actual electricity delivered in 2014. Cost of the program is capped at 1.65% of rates (about \$235 million per year) for 10 year program duration and payments may be reduced by up to 10% if certain customer cost caps are exceeded.
  - ZEC payment calculation (subject to the caps):



- **Energy Efficiency:** ComEd will increase spending to ~\$400M at the peak of the program. This spending will be treated as traditional asset investment and ComEd will be able to earn a return on it.
- **Formula Rate:** Extends the formula rate until 2022
- **Decoupling:** Revenue is decoupled from energy usage by eliminating the +/- 50 basis point collar in the formula rate
- **Renewable Portfolio Standard:** RPS is restructured to generate more renewable development, particularly the law allows ComEd to propose developing a low-income community solar project and also will fund and place in rate base a solar rebate program for commercial and community solar developers.
- **Overall Cost Caps:** Creates separate cost caps for residential, C&I, and large C&I customers that limit potential increases due to investment as a result of the legislation. Sets forth processes and remedies if projected or actual costs exceed the limitations specified in the legislation for the relevant customer class

(1) Social cost of carbon remains flat for first six years and then escalates at \$1/MWh per year thereafter

# Delivering Value Through Capital Allocation Policy

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**Our strong balance sheet underpins our capital allocation policy** and capital decisions are made to maximize value to our customers and shareholders

We are **returning capital to shareholders** by growing our dividend, targeting 2.5% annual increases through 2018<sup>(1)</sup> with upside potential beyond

We are **redeploying free cash flow** from Exelon Generation to support:

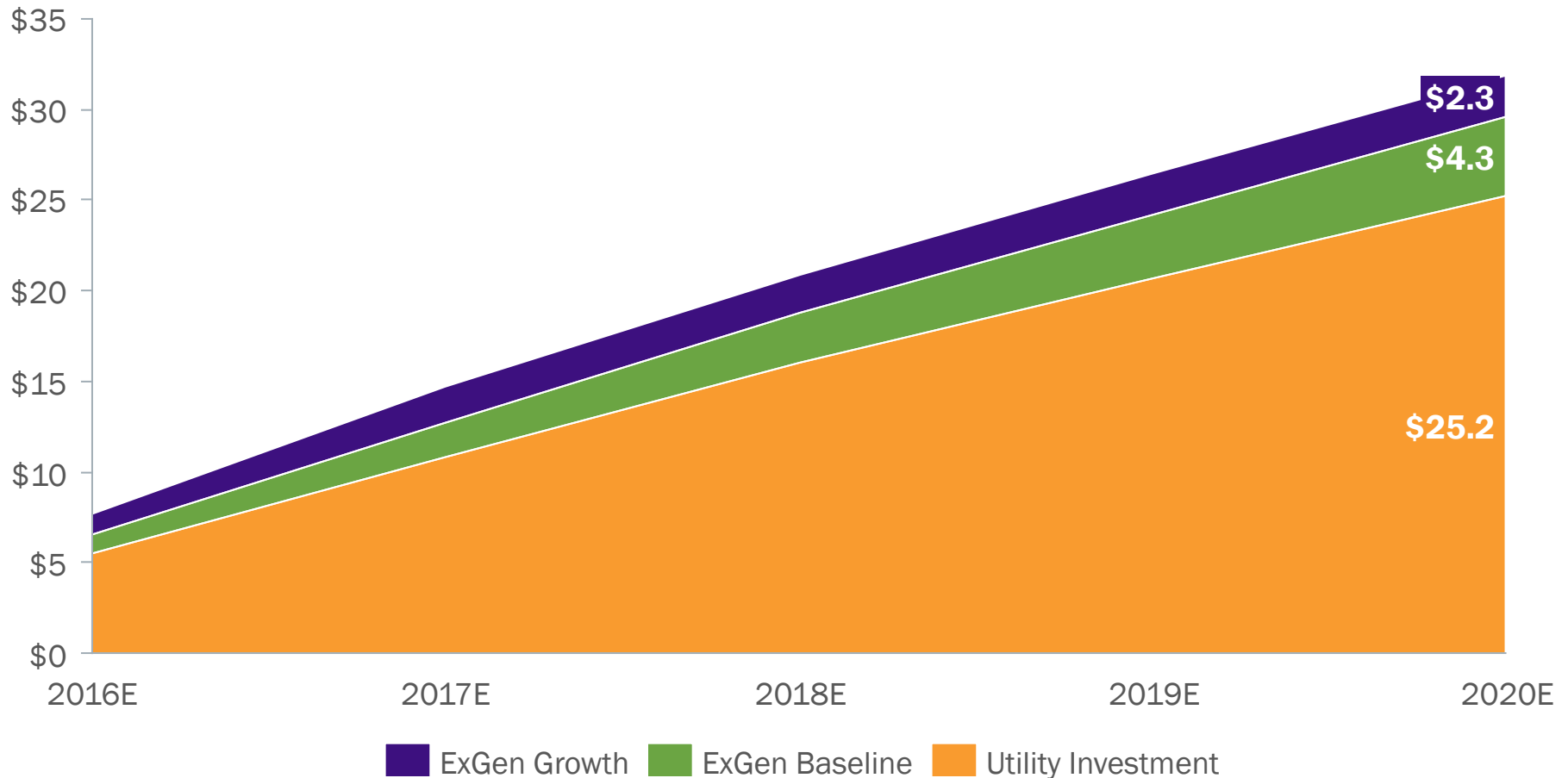
- **Investing in utilities** where we can earn an appropriate return and will deploy \$25B of capital over the next 5 years
- **Retiring debt** with ~\$3B targeted at ExGen over the next 5 years
- **Investing in select contracted assets** where we can meaningfully exceed our return thresholds



(1) Quarterly dividends are subject to declaration by the board of directors

# Capital Investment Concentrated on Exelon Utilities

## Cumulative Capital Expenditures 2016-2020 (\$B)

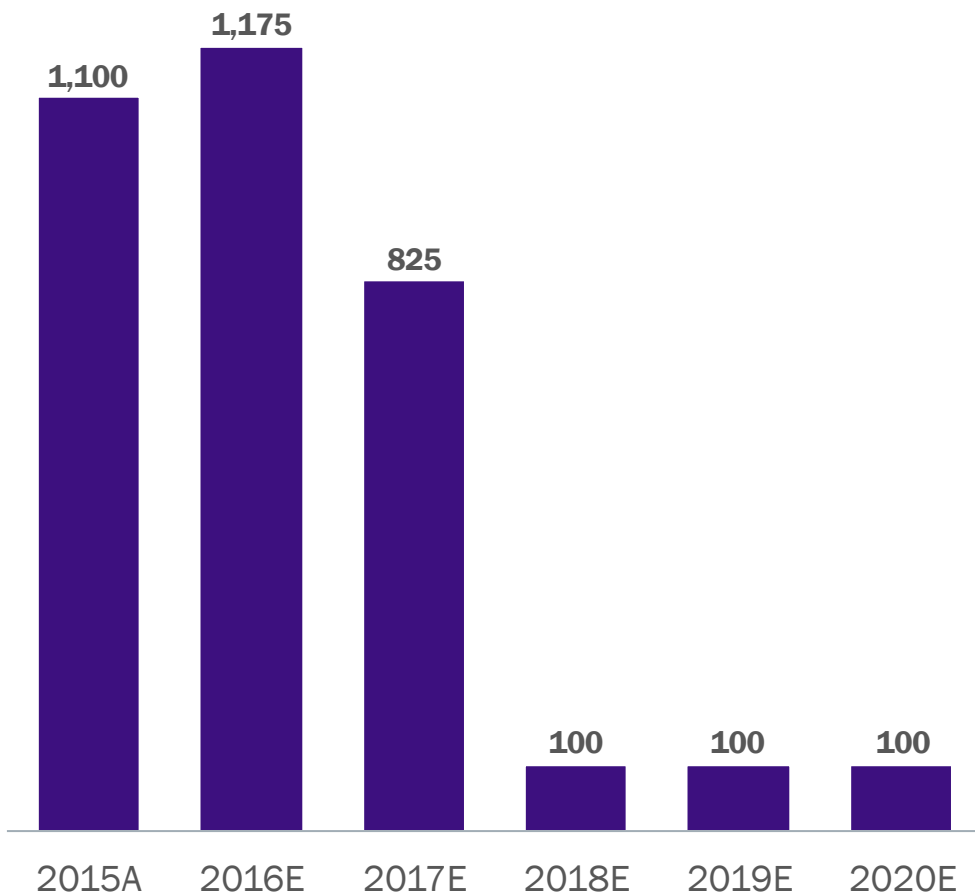


**Utilities make up ~80% of capital investment from 2016-2020**

Note: ExGen reflects cash capital expenditures with CENG at 100% and excludes Nuclear Fuel and merger commitments

# Growth CapEx Slowing

## Exelon Generation Growth Capital Expenditures 2015-2020 (\$B)<sup>(1)</sup>



Growth Project	In-Service Date	Contracted Asset
Blue Stem Wind	2016	Yes
Albany Green Energy	2017	Yes
Texas CCGTs	2017	No
Michigan Wind 3	2017	Yes
West Medway <sup>(2)</sup>	2018	No

**Invest in select contracted assets where we can meaningfully exceed our return thresholds**

(1) Includes cash CapEx and CENG at 100%. Excludes merger commitments. Rounded to the nearest \$25M.

(2) 7-year capacity payments make the project break-even based on a simple payback



# Optimizing the Value of Our Generation Fleet

- Effectively managing O&M and capital expenses across fleet
- Running plants at best in class capacity factor
- Increasing value of plant output through our generation to load matching strategy

## Efficiently Operating Existing Portfolio

## Opportunistically Monetizing Assets

- Raised more than \$5B of cash flow through project financing and asset sales since 2011

- ZEC program in New York recognizes the value of carbon free attributes of our fleet and provides annual EPS benefit of \$0.08-0.10 per share and \$350M of additional after-tax cash through 2020<sup>(1)</sup>
- Pursuing recognition for entire fleet

## Successfully Obtaining Recognition of Carbon Free Attributes of Nuclear

## Prudently Retiring Uneconomic Plants

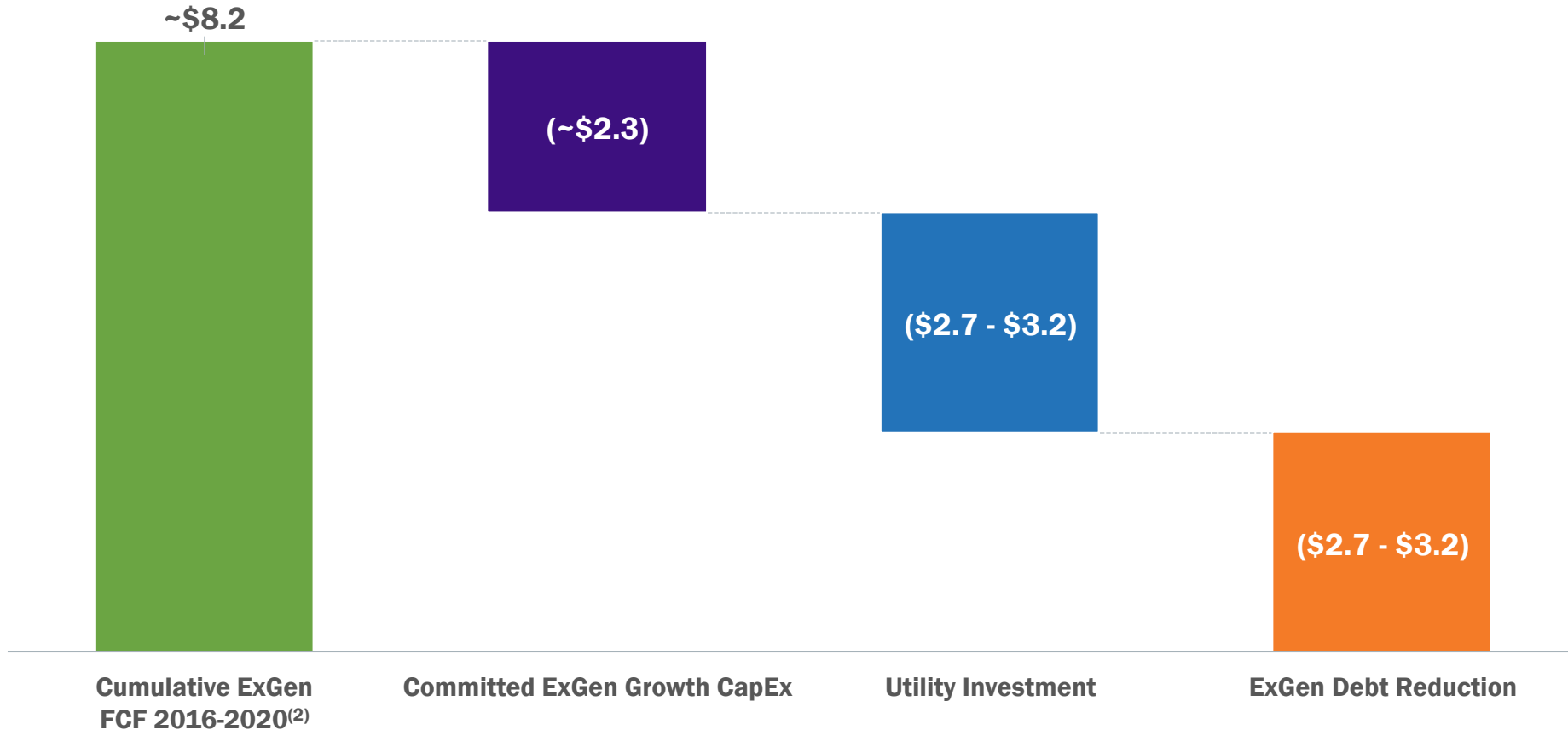
- Retired 1,350 MWs of fossil generation since 2011
- Announced retirement of 3 uneconomic nuclear units from 2017 to 2019. Clinton and Quad Cities retirements result in run-rate savings of up to \$0.07 of EPS and \$75M in pre-tax cash flow<sup>(2)</sup>

(1) \$350M is solely from implementation of CES program and does not include additional cash benefits from CENG loan repayment and special distribution. New York impacts assume ZEC program implementation and that adjusted social cost of carbon is ZEC price for tranche 2

(2) Illinois Impacts based on February 29, 2016 pricing and excludes decommissioning costs

# ExGen's Strong Free Cash Flow Supports Utility Growth and Debt Reduction

## 2016-2020 Exelon Generation Free Cash Flow<sup>(1,2,3)</sup> and Uses of Cash (\$B)



## Redeploying Exelon Generation's free cash flow to maximize shareholder value

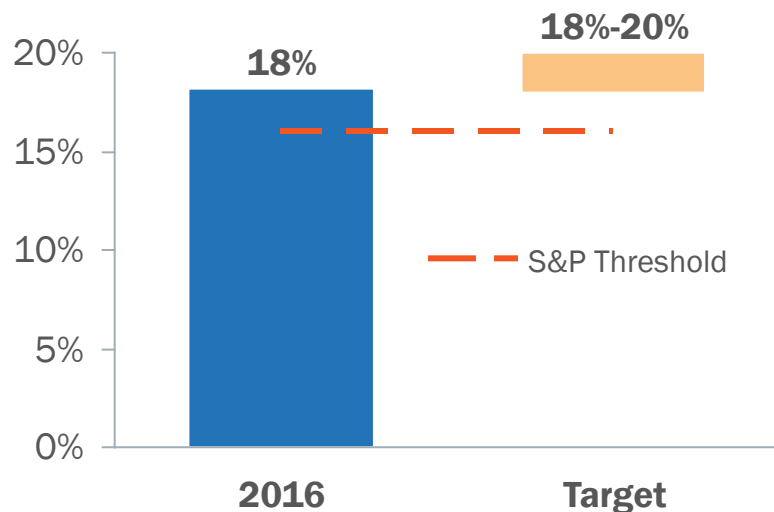
- (1) Free Cash Flow is a non-GAAP Measure. See slide 38 for a reconciliation of free cash flow to the most comparable GAAP measures.
- (2) Cumulative Free Cash Flow is a midpoint of a range based on June 30, 2016 market prices. It includes ~\$700M of other sources including change in margin, tax parent benefit, equity investments, and acquisitions and divestitures.
- (3) Approval of Clean Energy Standard (CES) in NY would add up to ~\$750M of incremental cash (after-tax) through 2020. This incremental cash is comprised of payments from the CES program (\$350M) and additional distributions to Exelon from CENG related to completion of loan repayment and special distribution.

# Maintaining Investment Grade Credit Ratings is a Top Financial Priority

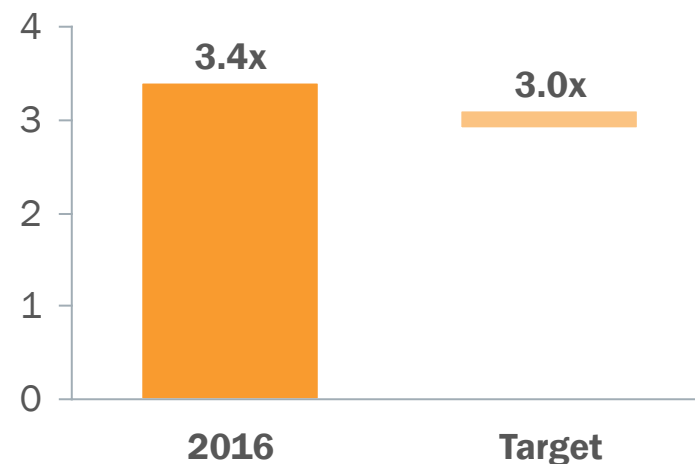
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PUBLIC

## Exelon S&P FFO/Debt %<sup>(1)(4)</sup>



## ExGen Debt/EBITDA Ratio<sup>(5)</sup>



## Credit Ratings by Operating Company

Current Ratings <sup>(2)(3)</sup>	ExCorp	ExGen	ComEd	PECO	BGE	ACE	DPL	Pepco
<b>Moody's</b>	Baa2	Baa2	A2	Aa3	A3	A3	A2	A2
<b>S&amp;P</b>	BBB-	BBB	A-	A-	A-	A	A	A
<b>Fitch</b>	BBB	BBB	A	A	A-	A-	A	A-

(1) Due to ring-fencing, S&P deconsolidates BGE from Exelon and analyzes solely as an equity investment. FFO/Debt is a non-GAAP measure. Please refer to slide 36 in the appendix for a reconciliation of FFO/Debt to the most comparable GAAP measure.

(2) Current senior unsecured ratings as of October 31, 2016 for Exelon, Exelon Generation and BGE and senior secured ratings for ComEd, PECO, ACE, DPL, and Pepco

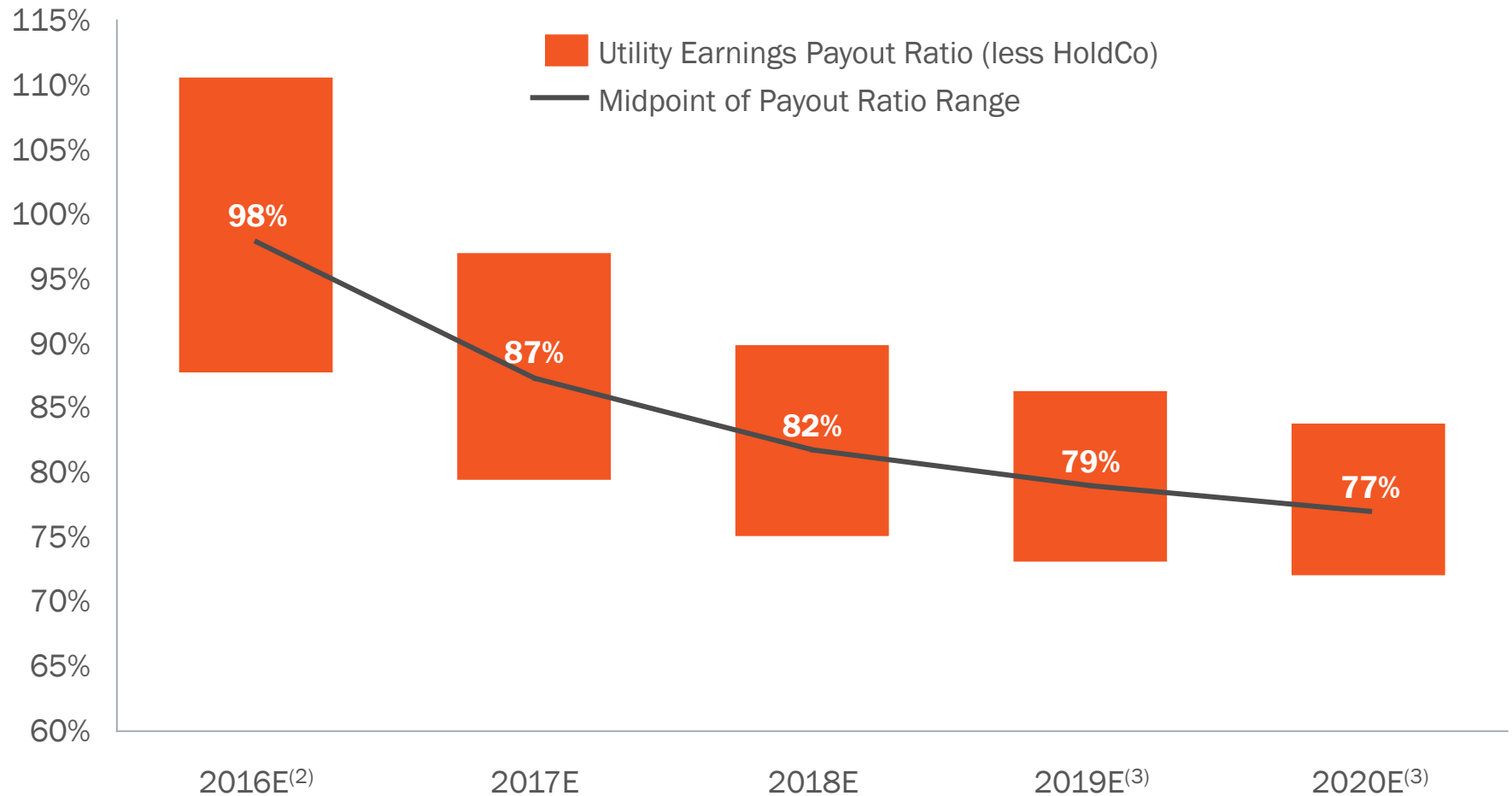
(3) Moody's has ComEd on "Positive" outlook. All other ratings have "Stable" outlook.

(4) Exelon Corp downgrade threshold (red dotted line) is based on the S&P Exelon Corp Summary Report; represents minimum level to maintain current Issuer Credit Rating of BBB at Exelon Corp. Metric updated as of June 30, 2016.

(5) Reflects net book debt (YE debt less cash on hand) / adjusted operating EBITDA. EBITDA, a non-GAAP measure, is defined as earnings before interest, taxes, depreciation and amortization. Includes nuclear fuel amortization expense.

Please refer to slide 37 in the appendix for a reconciliation of Debt/EBITDA to the most comparable GAAP measure. Metric updated as of June 30, 2016.

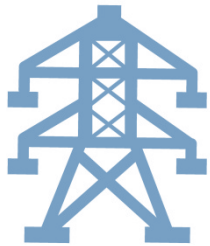
# Theoretical Dividend Affordability from Utility less HoldCo<sup>(1)</sup>



## Utility less HoldCo payout ratio falling consistently even as dividend grows

- (1) Chart is illustrative and shows theoretical payout ratio if utilities supported 100% of the external dividend and interest expense at HoldCo. Currently, the utilities have a payout ratio of 70% which covers the majority of the external dividend and interest expense at HoldCo with ExGen covering the remainder.
- (2) 2016 numbers normalized to include full year for PHI
- (3) Board of directors has approved a policy of 2.5% per year dividend increase through 2018. For illustrative purposes only, the chart assumes the dividend continues to increase 2.5% per year 2019 and 2020; this does not signal a change in Board policy at this time. Quarterly dividends are subject to declaration by the board of directors.

# Exelon Policy Priorities



## Modernize Utility Ratemaking to Ensure Appropriate Recovery

- Invest in infrastructure that provides customer benefit through grid resiliency and efficiency
- Ensure fair rate structures to support new technologies



## Secure Proper Policies to Enable Innovative Technologies

- Providing new technologies to respond to customer needs
- Open adjacent customer facing markets to sales and services



## Recognize the Value of Zero-Carbon Electricity

- Create support for current challenged plants through federal and state initiatives
- Support the ultimate pricing of carbon in the market on a national level

Regulatory and policy structure that supports clean, affordable and reliable options for all customers



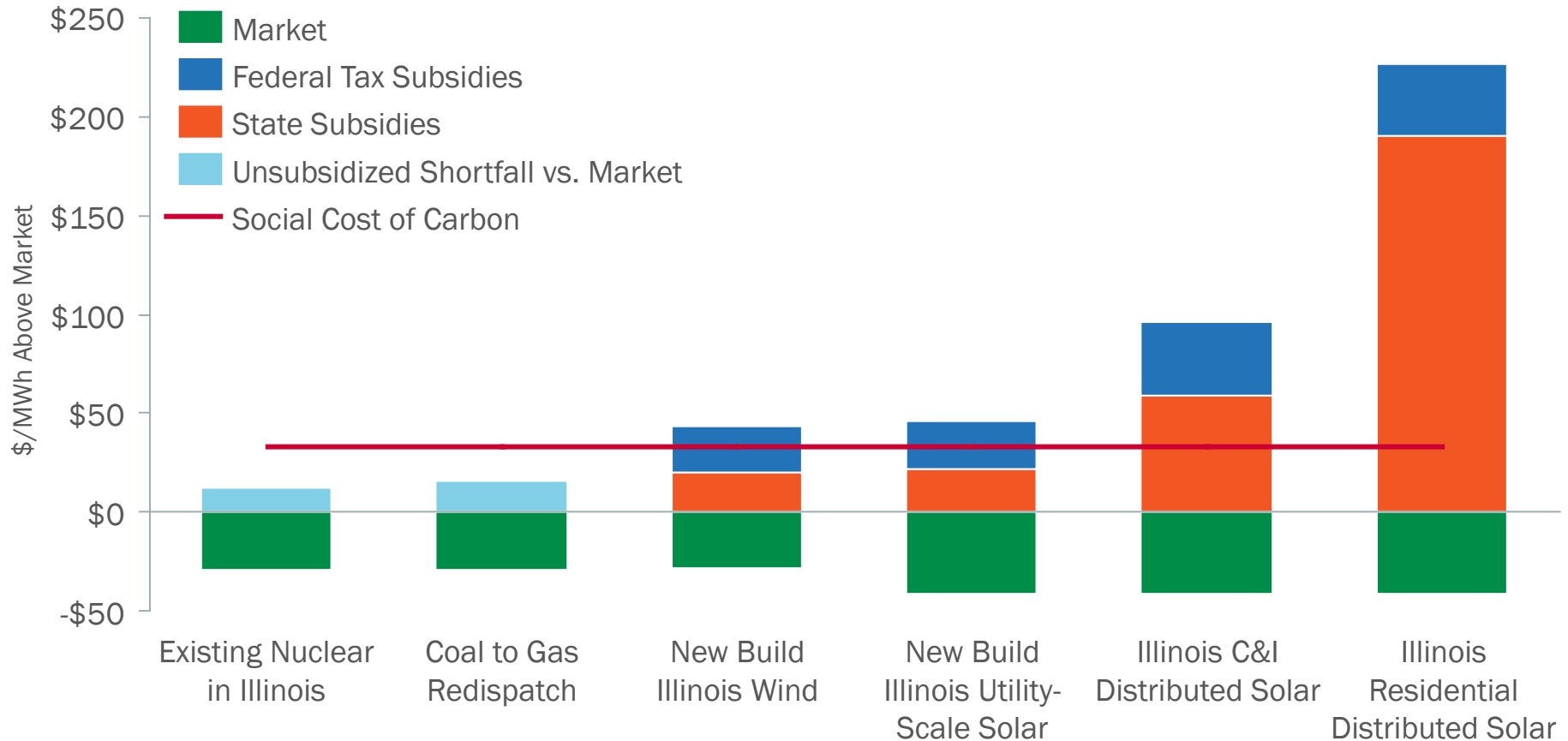
# Our Carbon Policy Principles

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- **Exelon believes in our nation's ability to transition the generation fleet to a zero-carbon future while maintaining affordable and reliable electric service for consumers**
- For the foreseeable future, the most cost-effective carbon solution for our customers will be the continued operation of our nation's nuclear fleet
- Exelon believes competitive markets produce superior results for consumers and drive innovation. However, those markets do not currently incorporate appropriate pricing for environmental attributes.
- **Exelon is pursuing a two-part strategy for moving toward a more competitive treatment of CO<sub>2</sub> emissions:**
  - **First, we must maintain nuclear units that provide a cost effective form of CO<sub>2</sub> abatement.** The New York ZEC program demonstrates that as long as the clean energy payment required to maintain operations at existing nuclear units is lower than the social cost of CO<sub>2</sub> emissions and the cost of CO<sub>2</sub> abatement being paid to other zero carbon resources, maintaining nuclear capacity should be selected as the most competitive source of CO<sub>2</sub> abatement.
  - **Second, we must continue to work toward a technology neutral price of CO<sub>2</sub> abatement.** Exelon is pursuing approaches to reflect a uniform price on CO<sub>2</sub> in wholesale markets as an eventual substitute for technology-specific subsidies. As these approaches are phased in, the ZEC programs have been designed to automatically reduce ZEC payments in response to higher energy prices.

# Existing Nuclear is the Most Cost Effective Zero Carbon Choice

## Estimated Carbon Price Needed to Preserve Existing Nuclear, Coal to Gas Redispatch and Renewable Entry at Near-Term Technology Costs



Carbon Price Needed (1)	\$16	<\$20	\$54	\$58	\$121	\$286
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(1) \$/MWh above-market converted to carbon price needed using PJM marginal emission rate of 1,590 lbs/MWh

# Zero Emission Credits (ZECs) are Like Renewable Energy Credits (RECs)

ZECJ-FIN-21

PUBLIC



Both credits are for environmental attributes to meet a state environmental goal



While legal challenges are likely, we believe that ZECs, like RECs, will withstand legal challenge:

- No affiliate contracts (Ohio)
- No attempt to alter FERC wholesale rate (NJ/MD)
- Payment for ZECs is not “tethered” to action in a FERC jurisdictional market



FERC has never applied the Minimum Offer Price Rule (MOPR) to existing resources; it has always been a tool to address state support for new entry

# Exelon Nuclear Fleet Overview (including CENG and Salem)

	Plant Location	Type/ Containment	Net Generation Capacity (MW) <sup>(1)</sup>	License Extension Status / License Expiration <sup>(1)</sup>	Ownership	Spent Fuel Storage/ Date to lose full core discharge capacity <sup>(2)</sup>
Midwest	Braidwood, IL (Units 1 and 2)	PWR Concrete/Steel Lined	2,389	Renewed / 2046, 2047	100%	Dry Cask
	Byron, IL (Units 1 and 2)	PWR Concrete/Steel Lined	2,347	Renewed / 2044, 2046	100%	Dry Cask
	Clinton, IL (Unit 1)	BWR Concrete/Steel Lined / Mark III	1,069	2026 <sup>(3)</sup>	100%	Dry Cask
	Dresden, IL (Units 2 and 3)	BWR Steel Vessel / Mark I	1,845	Renewed / 2029, 2031	100%	Dry Cask
	LaSalle, IL (Units 1 and 2)	BWR Concrete/Steel Lined / Mark II	2,320	Renewed / 2042, 2043	100%	Dry Cask
	Quad Cities, IL (Units 1 and 2)	BWR Steel Vessel / Mark I	1,403	Renewed / 2032 <sup>(3)</sup>	75% Exelon, 25% Mid-American Holdings	Dry Cask
Mid-Atlantic	Limerick, PA (Units 1 and 2)	BWR Concrete/Steel Lined / Mark II	2,317	Renewed / 2044, 2049	100%	Dry Cask
	Oyster Creek, NJ (Unit 1)	BWR Steel Vessel / Mark I	625	Renewed / 2029 <sup>(4)</sup>	100%	Dry Cask
	Peach Bottom, PA (Units 2 and 3)	BWR Steel Vessel / Mark I	1,299	Renewed / 2033, 2034	50% Exelon, 50% PSEG	Dry Cask
	TMI, PA (Unit 1)	PWR Concrete/Steel Lined	837	Renewed / 2034	100%	2023
	Salem, NJ (Units 1 and 2)	PWR Concrete/Steel Lined	1,005	Renewed / 2036, 2040	42.6% Exelon, 57.4% PSEG	Dry Cask
CENG	Calvert Cliffs, MD (Units 1 and 2)	PWR Concrete/Steel Lined	878	Renewed / 2034, 2036	100% CENG <sup>(5)</sup>	Dry Cask
	R.E. Ginna, NY (Unit 1)	PWR Concrete/Steel Lined	288	Renewed / 2029	100% CENG <sup>(5)</sup>	Dry Cask
	Nine Mile Point, NY (Units 1 and 2)	BWR Steel Vessel / Mark I Concrete/Steel Vessel/ Mark II	838	Renewed / 2029, 2046	100% CENG <sup>(5)</sup> / 82% CENG <sup>(5)</sup> , 18% Long Island Power Authority	Dry Cask

(1) Net generation capacity is stated at proportionate ownership share. As of December 31, 2015. Operating license renewal process takes approximately 4-5 years from commencement until completion of NRC review.

(2) The date for loss of full core reserve identifies when the on-site storage pool will no longer have sufficient space to receive a full complement of fuel from the reactor core; Dry cask storage will be in operation at those sites prior to losing full core discharge capacity in their on-site storage pools

(3) On June 2, 2016, Exelon announced plans to permanently cease generation operations at Clinton on June 1, 2017 and Quad Cities on June 1, 2018

(4) On December 8, 2010, Exelon announced that it will permanently cease generation operations at Oyster Creek by December 31, 2019; Oyster Creek's current NRC license expires in 2029

(5) Exelon Generation has a 50.01% ownership interest in CENG. EDF has a 49.99% ownership interest in CENG.

# Exelon Oil & Gas Generation Fleet Overview

ERCOT	Station	Location	Number of Units	Primary Fuel Type	Percent Owned <sup>(1)</sup>	Net Generation Capacity (MW) <sup>(2)</sup>
	Colorado Bend	Wharton, TX	6	Gas		468
	Handley 3	Fort Worth, TX	1	Gas		395
	Handley 4, 5	Fort Worth, TX	2	Gas		870
	LaPorte	Laporte, TX	4	Gas		152
	Mountain Creek 6, 7	Dallas, TX	2	Gas		240
	Mountain Creek 8	Dallas, TX	1	Gas		568
	Wolf Hollow 1, 2, 3	Granbury, TX	3	Gas		705
	Chester	Chester, PA	3	Oil		39
	Croydon	West Bristol, PA	8	Oil		391
Mid-Atlantic	Delaware	Philadelphia, PA	4	Oil		56
	Eddystone	Eddystone, PA	4	Oil		60
	Eddystone 3, 4	Eddystone, PA	2	Oil/Gas		760
	Falls	Morrisville, PA	3	Oil		51
	Gould Street	Baltimore, MD	1	Gas		97
	Handsome Lake	Kennerdell, PA	5	Gas		268
	Moser	Lower PottsgroveTwp., PA	3	Oil		51

Mid-Atlantic	Station	Location	Number of Units	Primary Fuel Type	Percent Owned <sup>(1)</sup>	Net Generation Capacity (MW) <sup>(2)</sup>
	Notch Cliff	Baltimore, MD	8	Gas		118
	Perryman	Belcamp, MD	5	Oil/Gas		412
	Philadelphia Road	Baltimore, MD	4	Oil		61
	Richmond	Philadelphia, PA	2	Oil		98
	Riverside	Baltimore, MD	2	Oil/Gas		39
	Salem	Lower Alloways Creek Twp, NJ	1	Oil	42.59	16
	Schuylkill	Philadelphia, PA	2	Oil		30
	Southwark	Philadelphia, PA	4	Oil		52
	Westport	Baltimore, MD	1	Gas		116
Midwest	Southeast Chicago	Chicago, IL	8	Gas		296
New England	Framingham	Framingham, MA	3	Oil		31
	Medway	West Medway, MA	3	Oil/Gas		123
	Mystic 7	Charlestown, MA	1	Oil/Gas		575
	Mystic 8, 9	Charlestown, MA	2	Gas		1415
	Mystic Jet	Charlestown, MA	1	Oil		8
Other	Wyman	Yarmouth, ME	1	Oil	5.9	36
	Grand Prairie	Alberta, Canada	1	Gas		105
	Hillabee	Alexander City, AL	1	Gas		753
	Sunnyside	Sunnyside, UT	1	Waste Coal	50	26

(1) 100%, unless otherwise indicated

(2) Oil &amp; Gas Capacity values shown represent summer ratings as of June 2016. Net Generation Capacity (MW) is stated at proportionate ownership share.

# Exelon Renewable Generation Fleet Overview

ERCOT/SPP	Station	Location	Number of Units	Primary Fuel Type	Percent Owned <sup>(1)</sup>	Net Generation Capacity (MW) <sup>(2)</sup>
	EXC Wind 1,2,3,4	Hansford Co., TX	62	Wind		110
	EXC Wind 5,6	Sherman Co., TX	16	Wind		20
	EXC Wind 7,8,9,10,11	Moore Co., TX	40	Wind		50
	High Plains	Moore Co., TX	8	Wind	99.5	10
Mid-Atlantic	Sendero	Hebbronville, TX	39	Wind		78
	Whitetail	Webb, TX	57	Wind		91
	Bethlehem Landfill	Bethlehem, PA	1	Landfill Gas		5
	Conowingo	Harford Co., MD	11	Hydroelectric		572
	Criterion	Oakland, MD	28	Wind		70
West	Eastern Landfill	White Marsh, MD	3	Landfill Gas		3
	Fair Wind	Garrett, MD	12	Wind		30
	Fairless	Falls Twp, PA	2	Landfill Gas		60
	Fourmile	Garrett Co., MD	16	Wind		40
	Muddy Run	Lancaster Co., PA	8	Hydro		1,070
West	Pennsbury	Falls Twp, PA	2	Landfill Gas		6
	Antelope Valley Solar Ranch	LA County, CA	1	Solar		242
	Cassia	Twin Falls Co., ID	14	Wind		29
	Echo I	Umatilla Co., OR	21	Wind	99	35
	Echo II	Morrow Co., OR	10	Wind		20
	Echo III	Morrow Co., OR	6	Wind	99	10
	High Mesa	Twin Fall Co., ID	19	Wind		40
	Mountain Home	Elsmore Co., ID	20	Wind		42
	Threemile Canyon	Morrow Co., OR	6	Wind		10
	Tuana Springs	Twin Fall Co., ID	8	Wind		17
	Wildcat	Lea, NM	13	Wind		27

Midwest	Station	Location	Number of Units	Primary Fuel Type	Percent Owned <sup>(1)</sup>	Net Generation Capacity (MW) <sup>(2)</sup>
	AgriWind	Bureau Co., IL	4	Wind	99	8
	Beebe 1A & 1B	Gratiot, MI	55	Wind		131
	Blue Breezes/Moore	Blue Earth, MN	2	Wind		3
	Cisco	Jackson Co., MN	4	Wind	99	8
Midwest	Clinton Battery Storage	Clinton Co., OH	1	Battery		10
	CP Windfarm	Faribault Co., MN	2	Wind		4
	Ewington	Jackson Co., MN	10	Wind	99	21
	EXC City Solar	Cook Co., IL	1	Solar		8
	Harvest I & II	Huron Co., MI	65	Wind		112
	Marshall	Lyon Co., MN	9	Wind	99	19
	Michigan Wind I	Bingham Township, MI	46	Wind		69
	Michigan Wind II	Minden City, MI	50	Wind		90
	Bluegrass Ridge	Gentry Co., MO	27	Wind		57
	Conception	Nodaway Co., MO	24	Wind		50
	Cow Branch	Atchinson Co., MO	24	Wind		50
	Greensburg	Kiowa Co., KS	10	Wind		13
	Loess Hills	Atchinson Co., MO	4	Wind		5
	Shooting Star	Kiowa Co., KS	65	Wind		104

(1) 100%, unless otherwise indicated

(2) Renewable Capacity values shown represent summer ratings as of June 2016. Net Generation Capacity (MW) is stated at proportionate ownership share.

# GAAP to Operating Earnings Adjustments

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- **Exelon's Adjusted (non-GAAP) operating earnings excludes the earnings effects of the following:**
  - Mark-to-market adjustments from economic hedging activities
  - Unrealized gains and losses from NDT fund investments to the extent not offset by contractual accounting as described in the notes to the consolidated financial statements
  - Non-cash amortization of intangible assets, net, related to commodity contracts recorded at fair value at the date of acquisition of Integrys in 2014 and ConEdison Solutions in 2016
  - Certain costs incurred associated with PHI and FitzPatrick acquisitions
  - Adjustments to merger commitments costs related to settlement of PHI acquisition
  - Impairments of upstream assets
  - Plant retirements and divestitures at Generation
  - Costs incurred related to cost management program
  - Like-kind exchange tax position at Exelon and ComEd
  - Generation's non-controlling interest related to CENG exclusion items
  - Other unusual items



# GAAP to Non-GAAP Reconciliations

YE 2016 Exelon FFO Calculation (\$M) <sup>(1,2)</sup>		YE 2016 Exelon Adjusted Debt Calculation (\$M) <sup>(1)</sup>	
GAAP Operating Income	\$2,100	Long-Term Debt (including current maturities)	\$33,050
Depreciation & Amortization	<u>\$3,650</u>	Short-Term Debt	\$2,150
EBITDA	\$5,750	+ PPA Imputed Debt <sup>(6)</sup>	\$500
+/- Non-operating activities and nonrecurring items <sup>(4)</sup>	\$825	+ Operating Lease Imputed Debt <sup>(7)</sup>	\$750
- Interest Expense	(\$1,400)	+ Pension/OPEB Imputed Debt <sup>(8)</sup>	\$4,625
+ Current Income Tax (Expense)/Benefit	\$125	- Off-Credit Treatment of Debt <sup>(9)</sup>	(\$3,225)
+ Nuclear Fuel Amortization	\$1,175	- Surplus Cash Adjustment <sup>(10)</sup>	(\$625)
+/- Other S&P FFO Adjustments <sup>(5)</sup>	<u>\$325</u>	+/- Other S&P FFO Adjustments <sup>(5)</sup>	<u>\$325</u>
<b>= FFO (a)</b>	<b>\$6,800</b>	<b>= Adjusted Debt (b)</b>	<b>\$37,550</b>

YE 2016 Exelon FFO/Debt <sup>(3)</sup>		
FFO (a)		
	=	18%
Adjusted Debt (b)		

(1) All amounts rounded to the nearest \$25M

(2) 2016 estimate normalized to include a full year for PHI

(3) Calculated using S&P Methodology. Due to ring-fencing, S&P deconsolidates BGE from Exelon and analyzes solely as an equity investment

(4) Reflects impact operating adjustments on GAAP EBITDA. Refer to slide 35 for a list of operating adjustments to GAAP.

(5) Includes other adjustments as prescribed by S&P

(6) Reflects present value of net capacity purchases

(7) Reflects present value of minimum future operating lease payments

(8) Reflects after-tax unfunded pension/opeb

(9) Includes non-recourse project debt and mandatory convertible equity units

(10) Applies 75% of excess cash against balance of LTD

# GAAP to Non-GAAP Reconciliations

## YE 2016 ExGen Net Debt Calculation (\$M)<sup>(1)</sup>

Long-Term Debt (including current maturities)	\$10,150
Short-Term Debt	\$950
- Surplus Cash Adjustment	(\$300)
<b>= Net Debt (a)</b>	<b>\$10,800</b>

## YE 2016 ExGen Operating EBITDA Calculation (\$M)<sup>(1)</sup>

GAAP Operating Income	\$375
Depreciation & Amortization	<u>\$1,975</u>
EBITDA	\$2,350
+/- Non-operating activities and nonrecurring items <sup>(2)</sup>	\$850
<b>= Operating EBITDA (b)</b>	<b>\$3,200</b>

## YE 2016 Debt / EBITDA

Net Debt (a)		
	=	3.4x
Operating EBITDA (b)		

(1) All amounts rounded to the nearest \$25M

(2) Reflects impact operating adjustments on GAAP EBITDA. Refer to slide 35 for a list of operating adjustments to GAAP.

# GAAP to Non-GAAP Reconciliations

ExGen Adjusted O&M Reconciliation – Analyst Day (\$M) <sup>(1)</sup>	2016	2017	2018	2019
<b>GAAP O&amp;M</b>	<b>\$5,625</b>	<b>\$5,225</b>	<b>\$5,050</b>	<b>\$5,100</b>
Decommissioning <sup>(2)</sup>	125	150	100	50
Costs associated with early nuclear plant retirements	(125)	-	-	-
Long-lived asset impairment costs	(150)	-	-	-
Direct cost of sales incurred to generate revenues for certain Constellation and Power businesses <sup>(3)</sup>	(425)	(375)	(375)	(400)
O&M for managed plants that are partially owned	(400)	(425)	(425)	(425)
Other	(125)	(25)	-	(25)
<b>Adjusted O&amp;M (Non-GAAP)</b>	<b>\$4,525</b>	<b>\$4,550</b>	<b>\$4,350</b>	<b>\$4,300</b>

ExGen Adjusted O&M Reconciliation – Q3 2016 (\$M) <sup>(1)</sup>	2016	2017	2018	2019
<b>GAAP O&amp;M</b>	<b>\$5,775</b>	<b>\$5,225</b>	<b>\$5,000</b>	<b>\$4,975</b>
Decommissioning <sup>(2)</sup>	125	200	125	50
Costs associated with early nuclear plant retirements	(150)	-	-	-
Long-lived asset impairment costs	(175)	-	-	-
Direct cost of sales incurred to generate revenues for certain Constellation and Power businesses <sup>(3)</sup>	(450)	(400)	(425)	(425)
O&M for managed plants that are partially owned	(400)	(425)	(425)	(425)
Other	(175)	(25)	(25)	-
<b>Adjusted O&amp;M (Non-GAAP)</b>	<b>\$4,550</b>	<b>\$4,575</b>	<b>\$4,250</b>	<b>\$4,175</b>

2016-2020 ExGen Free Cash Flow Calculation (\$M) <sup>(1)</sup>	
Cash from Operations (GAAP)	\$17,975
Other Cash from Investing Activities	(\$600)
Baseline Capital Expenditures <sup>(4)</sup>	(\$4,625)
Nuclear Fuel Capital Expenditures	(\$4,525)
<b>Free Cash Flow before Growth CapEx and Dividend</b>	<b>\$8,225</b>

- (1) All amounts rounded to the nearest \$25M
- (2) Reflects earnings neutral O&M
- (3) Reflects the direct cost of sales of certain Constellation and Power businesses of Generation, which are included in Total Gross Margin, a non-GAAP measure
- (4) Baseline capital expenditures refer to maintenance and required capital expenditures necessary for day to day plant operations

# GAAP to Non-GAAP Reconciliations

BGE Operating ROE Reconciliation (\$M)	2011	2012	2013	2014	2015
Net Income (GAAP)	\$123	(\$9)	\$197	\$198	\$275
Operating exclusions <sup>(1)</sup>	\$18	\$96	(\$2)	\$1	\$3
Adjusted Operating Earnings	\$141	\$87	\$195	\$199	\$278
Average Equity	\$2,092	\$2,139	\$2,266	\$2,464	\$2,625
<b>Operating ROE (Adjusted Operating Earnings/Average Equity)</b>	<b>6.7%</b>	<b>4.1%</b>	<b>8.6%</b>	<b>8.1%</b>	<b>10.6%</b>

(1) Operating exclusions represent adjustments for merger commitments and costs to achieve