**EXHIBIT 1: PROPOSAL LETTER**

Date:

Office of Utilities Regulation

3rd Floor, PCJ Resource Centre

36 Trafalgar Road

Kingston 10

Jamaica, W. I.

Attn: Ambassador Peter Black

**Re: Request for Proposal for the Supply of up to 37 MW (Net) of Electricity Generation from Renewable Energy Resources on a Build, Own and Operate (BOO) Basis dated 31 July 2015 (RFP)**

Dear Sir:

Having examined the captioned RFP, we, the undersigned, offer to design, finance, procure, construct, operate and maintain a [**insert MW**] [**insert Type of Plant**] Power Generation Project specified in the attached proposal (the “Proposal”) and to supply electric power to the Jamaica Public Service Company Limited (JPS) Grid in conformity with the RFP and all Addenda, Appendices and Exhibits attached thereto. The total Project Cost as specified in Exhibit 10 attached hereto is [**$**].

We agree to abide by this Proposal for the period of one (1) year from the deadline for submission of proposals as prescribed in the RFP and this Proposal shall remain binding upon us and may be accepted by the Office of Utilities Regulation (OUR) at any time before the expiration of that period. This Proposal shall constitute a binding offer until it expires or an agreement is executed which supersedes it.

We have provided and included herein a Proposal Security in an amount equal to 1% of the estimated project cost (US$......................). We also enclose the non-refundable processing fee of Eight Thousand United States Dollars (US$8,000.00).

We certify that (i) the information submitted as part of this Proposal to the OUR is complete and accurate and (ii) the Proposal has been submitted in the legal name of the entity which would be bound by any resulting agreements.

We understand that you are not bound to accept any proposal you may receive.

Yours sincerely,

Authorized Signature [*In full and initials*]: ……………………………………….

Name and Title of Signatory: ………………………………………………………

Name of Entity: ……………………………………………………………………….

Address:

Attachments - Proposal Security

- Power of Attorney

*Signature (Applicant shall submit a Power of Attorney for its Duly Authorized Representatives)*

**EXHIBIT 2: AFFIDAVIT**

**Affidavit**

I, ............................................................................, being duly sworn do make oath and say as follows:

1. That I am of legal age and reside at:

........................................................................................................................ *(Address)*

........................................................................................................................ *(Address)*

........................................................................................................................ *(Address)*

1. That I am the ..................................................................................... of the

*(Official Capacity)*

...................................................................., corporation/association/company,

*(Name of Firm)*

duly organized under the laws of .......................................................................

*(Name of Country)*

1. That personally, and as ........................................................................ for and

*(Official Capacity)*

on behalf of the corporation/association/company, I hereby certify that:

a. All statements made in this Applicant's Proposal and in the required attachments are true and correct,

b. This Proposal is made for the express purpose of developing the proposed power generation project,

c. The Applicant will make available to the Office of Utilities Regulation (OUR) or any authorized agent of the OUR any information they may find necessary to verify any item in this Proposal or regarding the competence and general reputation of the Applicant,

d. That I am duly authorized by the corporation/association/company to make these representations and to sign this Proposal.

Signature: ……………............................................................................................

(Secretary/General Partner/ Individual Contractor/Applicant)

SUBSCRIBED AND SWORN TO before me this ................... day of .............................. 201......

at ………………………………………………………………………………. …………………

Notary Public/Justice of the Peace:

.................................................................................................................

**EXHIBIT** **3A: APPLICANT’S ORGANISATION\***

Date: ............................

* 1. Entity’s Name: ....................................................................................................................
  2. Entity’s Country of Incorporation: ……………………………………………………..
  3. Entity’s Address: ........................................................................................................

………………………………………………………………………

* 1. Entity’s email contact: …………………………………………………………………
  2. Entity’s Website: ………………………………………………………………………….
  3. Telephone No: ................................... Fax No: ......................................
  4. Address of Registered Office: .........................................................................................

……………………………………………………………..

* 1. Local Contact and Address (if any): .......................................................................
  2. Year Organized: .....................................
  3. Type of Association: ...........................................................
  4. Type and Scale of Operation: ……………………………………………………...

\* In the event that the Applicant is comprised of more than one entity, separate forms shall be submitted for each such entity.

**EXHIBIT 3B: ASSOCIATED ORGANISATION\***

Date: ............................

* 1. Entity’s Name: ....................................................................................................................
  2. Entity’s Country of Incorporation: ……………………………………………………..
  3. Entity’s Address: ........................................................................................................

………………………………………………………………………

* 1. Entity’s email contact: …………………………………………………………………
  2. Entity’s Website: ………………………………………………………………………….
  3. Telephone No: ................................... Fax No: ......................................
  4. Address of Registered Office: .........................................................................................

……………………………………………………………..

* 1. Local Contact and Address (if any): .......................................................................
  2. Year Organized: .....................................
  3. Type of Association: ...........................................................
  4. Type and Scale of Operation: ……………………………………………………...

\* Individual form shall be submitted for each associated entity.Submit additional sheets as necessary.

**EXHIBIT 4: INFORMATION TO BE FURNISHED BY APPLICANT \***

List below all stockholders and other persons owning 5% or more of stock or other interest in the Applicant, the Associated Entities and/or the Project Company.

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
|  | **NAME** | **TYPES OF INTEREST OR NUMBER OF SHARES OWNED** | **VALUE** | **EXTENT OF CONTROL (%)\*\*** |
| **1.** |  |  |  |  |
| **2.** |  |  |  |  |
| **3.** |  |  |  |  |
| **4.** |  |  |  |  |
| **5.** |  |  |  |  |
| **6.** |  |  |  |  |
| **7.** |  |  |  |  |
| **8.** |  |  |  |  |
| **9.** |  |  |  |  |
| **10.** |  |  |  |  |
| **11.** |  |  |  |  |
| **12.** |  |  |  |  |
| **13.** |  |  |  |  |
| **14.** |  |  |  |  |
| **15.** |  |  |  |  |

**\*** In the event that the Applicant is comprised of more than one entity, separate forms shall be submitted for each such entity.

**\*\*** Equity holdings

**OFFICIALS OF THE APPLICANT**

**MEMBERS OF THE BOARD OF DIRECTORS**

**NAME DESIGNATION**

1. .................................................... ........................................................

2. .................................................... ........................................................

3. .................................................... ........................................................

4. .................................................... ........................................................

5. .................................................... ........................................................

State below the name of the individual who is actively managing the affairs of the Corporation.

NAME: .................................................................................................................

ADDRESS: .................................................................................................................

DESIGNATION: ......................................................................................................

Herewith attached is a certified copy of Resolution authorizing corporation's representative to file the Proposal and sign subsequent agreements.

**\*** In the event that the Applicant is comprised of more than one entity, separate forms shall be submitted for each such entity.

**EXHIBIT 5: INFORMATION TO BE FURNISHED BY UN-INCORPORATED ASSOCIATIONS \***

Date of Registration: .........................................................................................................

Securities and Exchange Commission Registration No: ...........................................................

State whether the Unincorporated Association is:

* General Partnership ...........................................................................................................
* Limited Partnership ...........................................................................................................
* Other ....................................................................................................................................

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
|  | **NAME OF MEMBERS OF UNINCORPORATED ASSOCIATION** | **ADDRESS** | **AGE** | **OCCUPATION** | **VALUE OF CONTRIBUTION** |
| **1.** |  |  |  |  |  |
| **2.** |  |  |  |  |  |
| **3.** |  |  |  |  |  |
| **4.** |  |  |  |  |  |
| **5.** |  |  |  |  |  |
| **6.** |  |  |  |  |  |
| **7.** |  |  |  |  |  |
| **8.** |  |  |  |  |  |
| **9.** |  |  |  |  |  |
| **10.** |  |  |  |  |  |
|  |  |  |  | **TOTAL** |  |

State below the name of the individual who is actively managing the affairs of the Unincorporated Association.

NAME: ..............................................................................................................................................

ADDRESS: ........................................................................................................................................

……………………………………………………………………………………………

DESIGNATION: ..............................................................................................................................

Herewith attached is a certified copy of Appointment of business manager and his Authority.

\* For each associated firm or partner.

**EXHIBIT 9: PROPOSED TARIFF**

Applicant shall submit its proposed Tariff along with supporting calculations, in writing and in a functional electronic copy of its Tariff Model that demonstrates the relationships between the inputs, conversion factors, any other considerations and outputs in a Microsoft Excel spread sheet or compatible format. That is, the components of the fixed and variable tariff should be clearly shown in the working Tariff Model as applicable. The Tariff shall be quoted in United States Dollars only, payable in Jamaican Dollars based on the Conversion Rate.

The Tariff for Firm Capacity Proposals shall be presented by filling in the blank spaces in the following Table 5-1 and the Tariff for Energy Only Proposals in Table 5 -2 accordingly.

Table 5‑1: Firm Capacity Proposed Tariff Components as Applicable

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| **Tariff Component** | **Unit** | **Base Price** | **Basis for Adjustment** | **Frequency of Adjustment** |
| Capacity Price | US$/kW/Month |  | - US$/J$ Exchange Rate | Monthly |
| Fixed O&M Price | US$/kW/Month |  | - US CPI  - US$/J$ Exchange Rate | Annually |
| Variable O&M Price | US$/kWh |  | - US CPI  - US$/J$ Exchange Rate | Annually |
| Renewable Fuel Feed Stock Price | US$/kWh |  | To be based on fuel type | Monthly |

Table 5‑2: Energy Only Proposed Tariff Components as Applicable

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| **Tariff Component** | **Unit** | **Base Price** | **Basis for Adjustment** | **Frequency of Adjustment** |
| Energy Price | US$/kW/Month |  | - US$/J$ Exchange Rate | Monthly |
| Variable O&M Price | US$/kWh |  | - US CPI  - US$/J$ Exchange Rate | Annually |
| Renewable Fuel Feed Stock Price | US$/kWh |  | According to fuel type | Monthly |

**EXHIBIT 10: COST DATA IN SUPPORT OF TARIFF**

Applicant shall submit details of its cost data in support of the Tariff. Costs shall be quoted in United States (US) Dollars.

A functional electronic copy of its tariff model for the Project in a Microsoft Excel spread sheet or compatible format is required with each submission. This model should incorporate the input cost, financing terms and energy assumptions from which the proposed tariffs are derived. The Model should be able to do sensitivities and a user guide should be attached.

The cost items in the table below should be fully broken into their constituent elements.

**Table 5‑2: Proposed Capital Costs**

| **CAPITAL COST ITEM** | **DESCRIPTION** | **PROPOSED COST**  **(US $)** |
| --- | --- | --- |
| Development Costs | Project development costs incurred prior to start of construction, including financial closing costs. |  |
| Construction Costs | All costs related to supply and installation of the Facilities for delivering power to the JPS Grid including all applicable foreign and local taxes. See breakdown in Exhibit 12. |  |
| Project Company Costs During Construction | Management and Insurance Costs  Capitalized interest during construction  Other costs including fees, etc. |  |
| Working Capital | Working capital for initial operation and management. |  |
| Capitalized O&M costs | Costs associated with operation and maintenance activities prior to commissioning. |  |
| Other capitalized costs (if any) | Please give description |  |
| **TOTAL COST OF THE PROJECT** | |  |

“TOTAL COST OF THE PROJECT” is inclusive of contingency costs.

**Table 5‑3: Proposed Annual Operating Costs**

|  |  |  |
| --- | --- | --- |
| **COST ITEM** | **DESCRIPTION** | **PROPOSED**  **ANNUAL COST**  **(US $)** |
| Plant fixed operating and maintenance costs | Plant operating and maintenance costs which do not vary with Plant output including equipment and personnel costs, etc. |  |
| Insurance costs | Cost of insurance during the operating period |  |
| Renewable Fuel Feed Stock costs | Any direct costs related to accessing and/or obtaining the fuel to be used. |  |
| Plant variable operating and maintenance costs | Plant operating and maintenance costs which vary with Plant output. |  |
| Other operating costs | Please state, if any. |  |

**EXHIBIT 11: FINANCIAL DATA IN SUPPORT OF TARIFF**

The Tariff shall be based on a financing plan for the Project and supporting financial data relating to debt and equity. The Applicant shall submit details of the financing including the following:

**Table 5‑4: Project Financing**

|  |  |  |  |
| --- | --- | --- | --- |
| **Financing Type** | **Source** | **Amount in USD** | **% of Total** |
| EQUITY FINANCING | Project Sponsor |  |  |
| Contractor/Supplier |  |  |
| Other Sources (Applicant shall list) |  |  |
| TOTAL EQUITY |  |  |
| DEBT FINANCING | Export Credits |  |  |
| Commercial Sources |  |  |
| Multilateral Sources |  |  |
| Other Sources |  |  |
| TOTAL DEBT |  |  |
| TOTAL FINANCING | |  |  |

**APPENDIX B: NOTICE OF RECEIPT OF REQUEST FOR PROPOSAL**

The undersigned received (or accessed) the “Request for Proposal for Supply of up to 37 MW (Net) of Electricity Generation from Renewable Energy Resources on a Build, Own and Operate (BOO) Basis”.

We have reviewed the documents and we intend to submit a Proposal.

Further, we understand that our duly completed Proposal Document will be due on 27 **January 2016.**

At the present time, we anticipate our Proposal Document will be based upon the following corporate or joint venture arrangements:

Lead Firm : .........................................................................................................

Address : ........................................................................................................

Contact Details : ..........................................................................................................

............................................................................................................

Other Firm/Partner**\*** : ..........................................................................................................

Address : .........................................................................................................

Contact Details : .........................................................................................................

Applicant’s Representative : .....................................................................................

*(Name & Designation) …………………………………………………………*

...........................................................................................................

(*Signature)*

Date : .....................................................

**\*** Details should be provided for each Other Firm/Partner.