

KINGDOM OF MOROCCO



OFFICE NATIONAL DE L'ELECTRICITE

INTEGRATED WIND PROGRAM OF 1000 MW

INVITATION FOR SUBMISSION OF EXPRESSION OF INTEREST FOR PREQUALIFICATION
OF COMPANIES AND CONSORTIA
FOR THE DEVELOPMENT OF TAZA 150 MW WIND FARM
IN INDEPENDENT POWER PRODUCTION.
N° SP 40 304



October 2010

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DEFINITIONS

"**Bidder**" means the pre-Qualified Applicant(s) that will be selected to develop the Project(s) according to the RFP of the Invitation to Tender to be launched close to pre qualified companies.

"**Tender**" means Tender documents to deliver the pre-Qualified Applicant(s)

"**Financial Closing**" means the date when required financing documents under the Project should be signed by concerned parties and should be effective after the lifting of conditions precedent to the first draw.

"**Applicant (s)**" means any individual company or consortium responding to this Invitation for Expression of Interest.

"**Project Contracts**" means collectively, the Contract of Purchase and Supply of Electricity (PPA) and any contract or agreement passed directly between the Project Company and ONE.

"**Leader**" means, the Consortium member which individually satisfies the financial criteria set forth in this Invitation for Expression of Interest, which must hold at least 35% of the Project Company capital and which must be able to control the vehicle of the Consortium under the terms to be defined in the Tender RFP.

"**Qualification Statement**" means a statement that the Applicant must submit to be prequalified and which should contain all required information within section B of Chapter VI, in conformity with forms provided in the Appendix attached to this Invitation for Expression of Interest.

"**Invitation for Expression of Interest**" means this document and all schedules, forms and additives.

"**Letter of Expression of Interest**" means the letter containing all information to be submitted by the Applicant in its Qualification Statement in the form attached on the Appendix 2.

"**Short list of prequalified**" means the list of Applicants considered by ONE as meeting qualification criteria for qualification, which is the purpose of this Invitation for Expression of Interest.

"**Commissioning**" means the date on which a project is fully commissioned after having successfully performed reliability tests in accordance to construction contract.

"**Members of the Consortium**" means any group of two (2) or more corporations which present together a single file Declaration of Qualification.

"**MW**" means megawatt.

"**Equity**" means the consolidated total assets minus the total consolidated debt of an entity.

" **FH II** " : means Hassan II Funds

"**ONE**" : means Office National de l'Electricité.

"**Wind Farm**" means wind turbines, the internal MV power grid, the SCADA system, the Meteorological Station, the lift MV/HV station connecting the wind farm to ONE grid, any building or infrastructure allowing access, operation and maintenance of project equipment.

"**Pre-qualification**" means ONEs process selection of the Applicants fulfilling prequalification criteria purpose of this Invitation for Expression of Interest.

"**Project**" means the development, design, financing, construction, operation and maintenance of a wind farm with total capacity of one hundred fifty megawatts (150MW) located near the town of Taza.

"**Integrated Wind Program**" means the development of five wind farm projects with a total capacity of 1000 MW in Private Power Generation scheme.

"**Independent Power Production**" means any power generation facility operated by the private sector and which sells power directly to ONE.

"**PPA**" means the Agreement of Purchase and Supply of Electricity (Power Purchase Agreement).

« **SIE** » : means la Société d'Investissement Energétique

"**Project Company**" means a corporation incorporated under Moroccan law, composed of the Bidder, ONE, SIE, and HASSAN II FUND which be participants of Project agreements, as it should be defined in the Tender RFP.

I. PREAMBLE

Within the national strategy for securing the country's electricity supply and promoting renewable energy, the Moroccan government has set a target of raising the capacity installed of renewable energy to 42% by 2020.

To meet this target, up from the existing wind capacity or under development and which totalize 1000 MW, Morocco decided to launch a program of an additional 1000 MW of Integrated Wind Program (the Program).

The "Program" involves the construction and operation of wind farms to generate electricity with a total capacity of 1000 MW and to be realized on the following five wind farms of unitary capacity of 150 to 300 MW:

- Taza Wind farm (located near to Taza city): 150 MW
- Sendouk Wind farm (located near to Tangier city): 150 MW
- Koudia Baida II wind farm (located near to Tetouan city): 300 MW
- Tiskrad wind farm (located near to Laayoune city): 300 MW
- Boujdour wind farm (located at Boujdour city): 100 MW

Wind farms planned under the "Program" will be structured through public-private partnerships where ONE, SIE and Hassan II Fund will be partner with one or several strategic partners renowned in the electric generation field and in the industry of wind energy, in order to set up, case by case for each project, a "Project Company" structured according to the Moroccan law and take shares in the capital of this company.

This program aims, in addition to power generation, the promotion of wind industry, the establishment of a high level of expertise and strengthening research and development so as to allow Morocco to master the technological process which has great potential for the national economy.

In fact, Project Companies, in charge of the Integrated Wind farm Program's implementation, will be required to produce locally in Morocco a part of the components of the wind turbines, by direct or indirect introduction and development of industrial generation of wind turbine equipments in Morocco.

Taza wind farm Project with 150 MW of total capacity, located near the town of Taza (the "Project"), is the first wind farm to be developed under the Integrated Wind Program of 1000 MW. Its commissioning is scheduled for 2014.

For this project, the Applicant must propose a scheme for the establishment of an industrial counterpart in the Clean Technology Park of Oujda city in the framework of an "offset" agreement. The inclusion of such consideration in the evaluation system will be defined in the tender (RFP).

Through this Invitation for Expression of Interest, ONE intends to select a list of Applicants (short list of prequalified), close to which ONE will launch a tender for the development, design, financing, construction, operation and maintenance of Taza wind farm.

Following the program, at least an output of 1000 MW will be launched on one or two blocks. Pre-qualified Applicants of Taza wind farm project, may submit their applications for pre-qualification for these blocks according to specific procedures to be defined.

The Project will be awarded to Taza prequalified Applicant which will have submitted the most attractive offer on the basis of criteria that will be provided in the tender (RFP).

The Successful bidder will form a company, under Moroccan legal framework, (The Project Company) with ONE, SIE and Hassan II Fund, and will be responsible for the development, financing, construction and operation of the Project.

ONE will purchase all electricity generated by Taza wind farm during 20 years, in accordance to the Contract of Purchase and Supply of Electricity (Power Purchase Agreement) (PPA) to be concluded between ONE and the Project Company.

Hereby, the ONE invites companies and consortia interested to develop the Project of Taza Wind Farm, to submit their Statement of Qualification. Only pre-qualified Applicants can meet the Tender file (RFP).

During different development phases of the Taza wind farm Project, ONE will be assisted by renowned technical, financial and legal advisors.

II. THE SITE OF TAZA WIND FARM

The site of Taza wind farm Project is located around 12 km North West of Taza city. It is bordered at the South by the P.1 road (Fez-Taza) and at East by the secondary road S.328.

The land will be made available by ONE to the Project Company.

III. ROLE OF THE PROJECT COMPANY

The Project Company, a Moroccan company to be formed by the Successful bidder with Hassan II Funds, SIE and ONE as participates in the capital of the Project Company, will be responsible for the development, financing, construction and operation of the Project. The Project will be financed with a minimum equity investment of fifteen percent (15%).

In the case of a consortium, the Leader will be required to hold at least thirty-five percent (35%) of the equity in the project company.

The ownership of the Project will be structured in a manner that complies with the Moroccan legal framework while enabling a security package adequate for a project financing to be put in place. During a 20-year period, ONE will purchase electric energy from the project company pursuant to a power purchase agreement (PPA) to be concluded with the Project Company.

IV. MAJOR CONTRACTS OF PROJECT

The rights and obligations of ONE and the Project Company will be set forth including the following:

- A Power Purchase Agreement (PPA) between ONE and the project company;
- An agreement granting surface rights to the Project Company to be concluded between ONE and the Project Company.

The RFP will include the forms of the foregoing contracts. All produced and delivered energy will be sold by the Project Company to ONE through an energy tariff under the PPA.

V. Implementation Schedule

The planned Project schedule is shown in the table below:

- | | |
|---|------------------------------|
| • Issuance of the tender | - Beginning of April 2011. |
| • Deadline for Bid Submission | - End of July 2011. |
| • Selection of the best Bidder | - Beginning of October 2011. |
| • Finalization of the Project Contacts | - January 2012. |
| • Financial Closing / Notice to Proceed | - July 2012. |
| • Commissioning | - July 2014. |

VI. INSTRUCTIONS TO APPLICANTS

a) Applicants could be submitted their Qualification Statement in French or in English. Any request for information or clarification in relation to this Invitation for Prequalification will be submitted to ONE in French or in English at the address included in chapter IX 'General Conditions'.

b) To be prequalified, Applicants shall provide, in their Qualification Statement, the following information:

- Letter of Expression of Interest (Appendix 2), which must be signed by each Applicant (or, in case an Applicant is a Consortium, by each Consortium member).
- The declaration form of pre-qualification (Appendix-3), to be signed by an authorized signatory of each Applicant or, in case an Applicant is a Consortium, by each Consortium member.
- The authorization form signed (Appendix-4), to be signed by each Applicant (or, in case the Applicant is a Consortium, by each Consortium member), and any document justifying the power of notoriety.
- A memo detailing the steps proposed by the Applicant for the establishment of an industrial counterpart in the Clean Technology Park of Oujda within an offset agreement.
- The following schedules:

Appendix A: Certified copies of Applicant's status or, if an Applicant is a Consortium, the association of each Member of the Consortium, as well as certified translations into English if documents are neither in French nor in English.

Appendix B: For an Applicant which is a Consortium, a certified copy of the terms of reference signed by each Member of the Consortium detailing the conditions under which the Consortium has been or will be established, and which should include following information:

- Identification of the Leader and (the) Member (s) of the Consortium; and
- Preliminary allocation of capital between the different members of the Consortium.

Appendix C: Audited balance sheet of individual Applicants or in case an Applicant is a Consortium, the Leader's one, of the last fiscal year, which will be prepared under IFRS accounting standard or any other similar or recognized in jurisdiction in which the Applicant is listed in / registered / has its headquarters and view the amounts of Equity. In the case of an unlisted company, a certificate of an international audit firm confirming that the amounts of Equity Applicant's or in the case of an Applicant which is a Consortium, the Leader's one.

VII. CRITERIA OF PREQUALIFICATION

the first ranked Applicants which will have obtained a score higher or equal to 70 points, following the evaluation matrix attached in the appendix 1, and which do not verify none of the exclusion criteria, will be retained in the Short List of Prequalified.

The pre-qualification criteria are described as follows:

1.1 The Applicant (or, in case an Applicant is a Consortium, (s) Member (s) consortium jointly) must meet the criteria (A) and (B) defined in the evaluation matrix attached as Appendix 1.

1.2 The individual Applicant or a Leader of the Consortium must fulfill the criteria (C) defined in the evaluation matrix attached as Appendix 1.

Applicants will be eliminated from the Pre-Qualification process in case one of the following exclusion criteria occurs:

1. non-compliance with any of the evaluation criteria and/or the requests and/or the conditions set

up in the Pre-Qualification Document or failure by an Applicant to provide any of the required information or documentation in its Qualification Statement;

2. if any of the information submitted by an Applicant is found at any time during or after the Pre-Qualification process to have been inaccurate or misleading;

3. incomplete presentation of documents or information requested in this Invitation for Expression of Interest as described in Chapter VI;

4. any clarification regarding the Applicant's Qualification Statement requested by ONE from an Applicant are not received under 15 business days;

5. the Applicant (or, in the case an Applicant is a Consortium, its Leader or any Member (s) of the Consortium Member(s) is placed under liquidation, court receivership or similar proceedings at any time during the Prequalification process;

6. A company may not, at the same time, be an Applicant and be a Member of a Consortium, or a member of two or more Applicants Consortia. A company may not be an Applicant or a Member of a Consortium if any other company which it controls, by which it is controlled, or with which it is under common control, is an Applicant or a Member of a Consortium. An Applicant may not, at the same time, submit a bid, whether individually or as part of a Member of a Consortium (i) and be a subcontractor **(with the exception of wind turbines suppliers)** for of one or more bidders (other than the interested Consortium of which it is a member) or (ii) if another Company which it controls, by which it is controlled or with which it is under common control is a subcontractor of one or more other bidders (other than the interested Consortium of which it is a member). If a company participates in the tender (RFP) as a subcontractor, it may participate in more than one bid, but only as subcontractor;

7 An Applicant has a conflict of interest with the ONE;

8 any of the following practices having been undertaken by the Applicant in connection with the Pre-Qualification process:

(i) "corrupt practice", i.e. the offering, giving, receiving or soliciting, directly or indirectly, of anything of value to influence improperly the actions of another party;

(ii) "fraudulent practice", i.e. any act or omission, including a misrepresentation, that knowingly or recklessly misleads, or attempts to mislead, a party to obtain a financial or any other benefit or to avoid an obligation;

(iii) "collusive practice", i.e. an arrangement between two or more parties designed to achieve an improper purpose, including to influence improperly the actions of another party;

(iv) "coercive practice", i.e. impairing or harming, or threatening to impair or harm, directly or indirectly, any party or the property of the party to influence improperly the actions of a party;

(v) "obstructive practice", i.e. deliberately destroying, falsifying, altering or concealing of evidence material to the investigation or making false statements to investigators in order to materially impede an investigation into allegations of a corrupt, fraudulent, coercive or collusive practice; and/or threatening, harassing or intimidating any party to prevent it from disclosing its knowledge of matters relevant to the investigation or from pursuing the investigation;

VIII. SUBMISSIONS OF EXPRESSION OF INTEREST

One original document and three copies of documents of Statement of Qualification with accordance to this Invitation of Expression of Interest and Request for Prequalification n° SP 40 304, as well as a disk containing electronic copies of such documents in PDF format, must be delivered to "Office National de l'Electricité" by Friday 10th, December 2010 at 09:00 AM (Moroccan time), to the following address:

**OFFICE NATIONAL DE L'ELECTRICITE
DIRECTION APPROVISIONNEMENTS et MARCHES
Bureau des dépôts des offres
65, Rue Othman Ben Affan
B.P. no 13 498
20 000 - Casablanca, Maroc.**

Documents of Statement of Qualification, could be, either sent by courier or deposited at the address of the 'Office National de l'Electricité', indicated above.

Original documents should be delivered in a sealed envelope marked "Original". Each copy should be delivered in a sealed envelope marked "Copy". The disk should be delivered in a sealed envelope marked "Disk". Each envelope should have the following on the front:

**INTEGRATED WIND PROGRAM OF 1000 MW
TAZA 150 MW WIND FARM
INVITATION FOR EXPRESSION OF INTEREST AND PREQUALIFICATION
N°SP 40 304
'A n'ouvrir que par le Président de la Commission'**

The opening of submissions will be organized in a public session, on Friday 10th, December 2010 at 09H00 A.M. (Moroccan time).

IX. GENERAL CONDITIONS

ONE may request meetings with submitting companies and consortia to discuss certain aspects of their submissions and to request additional information, if necessary.

ONE reserves the right, in its sole discretion and at any time, to modify any portion of this invitation, to refuse to accept submissions or offers before the issuance of a list of prequalified companies and consortia or to cancel this invitation.

Any changes in the identity of pre-qualified applicants after the publication of a shortlist of prequalified, must first be submitted to ONE, by written request, for review and approval within sixty days (60) days before the date deadline that will be set in the tender.

Neither ONE nor any of their officers, employees, agents or advisors will be liable or responsible to any person for any cost or expense incurred in responding to this invitation.

Nothing herein is or shall be deemed to be a representation or warranty by ONE, or any of their respective officers, employees, agents or advisers as to the accuracy, reliability or completeness of the information contained herein or otherwise provided in connection with this invitation, whether orally or in writing. No contact is being entered into by virtue of anything contained in or provided in connection with this invitation. ONE will attempt to respond to all questions regarding this Invitation for expression of interest N° SP 40 304, without prejudice, and under no obligation to do so or otherwise correct or amend any information contained

herein. The deadline to submit requests for clarification shall not be later than fifteen (15) days before the deadline for submission of the Statement of Qualification.

Please address all questions to:

**OFFICE NATIONAL DE L'ELECTRICITE
DIRECTION PROJETS ET PROGRAMME PRODUCTION
65, Rue Othman Ben Affan - 20 000 - Casablanca Maroc.
Fax +212 5 22 66 80 95
Email : Tazawindproject@one.ma**

Criterion C. Finance Closing Experience	Points
<p>C1. What is the number of infrastructure projects that have reached financial closing in the last ten years and for which at least US \$15,000,000 in limited recourse debt was raised by the Applicant or a Leader in the Interested Consortium?</p> <p>Two points per project (max : 8 points)</p>	
<p>C2. What is the number of infrastructure projects that have reached financial closing in the last ten years and to which the Applicant or a Leader in the Interested Consortium has contributed at least US \$10,000,000 Equity?</p> <p>Two points per project (max : 8 points)</p>	
<p>C3. What is the total limited recourse Debt (D) for electric power plant projects that have reached financial closing in the last ten years and that has been raised by the Applicant or a Leader in the Interested Consortium?</p> <p>- D < US \$100,000,000 0 pt - US \$100,000,000 ≤ D < US \$200,000,000 2 pts - US \$200,000,000 ≤ D < US \$250,000,000 4 pts - D ≥ US \$250,000,00 8 pts</p>	
<p>C4. What is the number of electric power plant projects that have reached financial closing in the last ten years and for which at least US \$30,000,000 in limited recourse debt was raised by the Applicant or a Leader in the Interested Consortium?</p> <p>Two points per project (max : 8 points)</p>	
<p>C5. What is the total equity (E) contribution of the Applicant or a Leader in the Interested Consortium to electric power plant projects that have reached financial closing in the last ten years ?</p> <p>- E < US \$50,000,000 0 pt - US \$50,000,000 ≤ E < US \$100,000,000 2 pts - US \$100,000,000 ≤ E < US \$150,000,000 4 pts - E ≥ US \$150,000,00 8 pts</p>	

APPENDIX 2: LETTER OF EXPRESSION OF INTEREST

[Date]

TO : Mr. Le DIRECTEUR GENERAL
de l'Office National de l'Electricité

From : [Name and Address of Applicant]

The Applicant, [Name of the Applicant], through this letter of Expression of Interest is requesting participation to the pre-qualification process for Taza Wind Farm Project of 150 MW.

The Applicant hereby declares, in accordance with the document of Invitation for Submission of Expression of Interest SP 40 304 that:

(A) Authorizes the ONE to proceed with the due necessary diligence to verify information presented by the Applicant in connection with the Pre-qualification process;

(B) Confirms the accuracy of the information presented by the Applicant in this Qualification Statement and otherwise in connection with the Pre-qualification process;

(C) Has not participated in the Pre-Qualification process through another Applicant either directly or indirectly, in particular through its subsidiaries and/or affiliates;

(D) Has not and will not undertake during neither the Pre-Qualification process nor the RFP process if it is pre-qualified, any of the practices of corruption, and / or fraudulent and / or collusive and / or intimidation of parties to prevent share participation and / or its contribution to the smooth development of the project.

(E) Is not subject to ineligibility, ban or similar exclusion by any international financial institution.

The Applicant confirms to accept the Pre-Qualification criteria as stipulated in the Invitation for Expression of Interest SP 40 304, including any amendments and clarifications to that request, and waives any right to seek and obtain any court injunction or restraining order against ONE to prevent or restrain the Pre-Qualification process, the holding of a tender, the award of any related contract or any proceedings related thereto.

Unless otherwise specified, a capitalized term used in this form has the meaning given to that term in the document of Invitation to Expression of Interest.

Yours Sincerely,

[Name of the Applicant or each member of the Consortium]

Signed: [Authorized Signature]

APPENDIX 3: DECLARATION FORM FOR PRE-QUALIFICATION

Submission date: _____

A: Applicant Information

Name : _____

Type of Organization: Corporation/partnership/limited / Other: _____

Address (*): _____

Telephone number: _____

Fax number: _____

Contact details of representative to whom correspondence should be addressed:

Name : _____

Address : _____

Telephone number : _____

Fax number : _____ : _____

(For an Applicant that is a Consortium)

Leader: _____ Shareholding: _____%

Member (s) of the Consortium: _____ Shareholding: _____%

_____ Shareholding: _____%

_____ Shareholding: _____%

B: Criteria of pre-qualification

Criterion A- Development, Construction and Operation Experience in power plants

1. Experience in developing, constructing and operating wind farms

(A1) .1 Please list the wind farm projects that have been successfully developed and / or constructed in the last ten (10) years.

The wind farm projects developed by the Applicant or, in case the Applicant is a Consortium, by each Member of Consortium :

Project Name	Country	Role of the Applicant or Member of Consortium	Project's Total installed Capacity	Wind turbines capacity and Type	Construction timeschedule	Statement of the project development	Year of the project finalization
			Total				

(A1) .2 Please list the successful wind farm projects operated and maintained by the Applicant or, in case the Applicant is a Consortium, by each Consortium's Members during the last ten years.

Project Name	Country	Role of the Applicant or Member of Consortium	Project's Total installed Capacity	Wind turbines capacity and Type	O&M agreement Contractual period	Annual availability %	Plant Capacity factor (Hour)
						Year 1: Year 2: Year 3: Ect..	
			Total				

2. Experience in the development or construction and operation of power plants (excluding wind farm)

(A2) .1 Please list power plants that have been successfully developed and / or built in the last ten (10) years.

Power plants developed by the Applicant or, in case the Applicant are a Consortium, by each Consortium's Member:

Project Name	Country	Role of the Applicant or Member of Consortium	Project's Total installed Capacity	Year of the project finalization
			Total	

(A2) .2 Please list the successful power plant projects (excluding wind farm) operated and maintained by the Applicant or, in case the Applicant is a Consortium, by each Consortium’s Members during the last ten years.

Project Name	Country	Role of the Applicant or Member of Consortium	Project’s Total installed Capacity	commissioning date of the project	O&M agreement Contractual year
			Total		

Criterion B- Experience in Independent Power Production Development projects

(B1) Please list the successful Independent Power Production wind farm projects developed and operated by the Applicant or, in case where the Applicant is a Consortium, by the Consortium Members during the last ten years.

Project Name	Country	Role of the Applicant or Members of Consortium	Project’s Total installed Capacity	Year of financial closing
			Total	

(B2) Please list the successful Independent Power Production power plants projects (excluding wind farm) developed, built and operated by the Applicant or, in case the Applicant is a Consortium, by each Consortium’s Member during the last ten years..

Project Name	Country	Role of the Applicant or Member of Consortium	Project’s Total installed Capacity	Year of financial closing
			Total	

Criterion C: Finance Closing Experience

1. *Finance Closing Experience* for Infrastructure projects

Please list the Infrastructure projects developed or constructed by the Applicant (or if the Applicant is a Consortium, the Leader) during the last ten years, in the following format:

Infrastructure Project Name	Country	Amount of investment in millions US dollars **	Credit amount raised by the Applicant or the Leader in millions US dollars **	Equity of the Applicant or Leader in millions US dollars **	Year of financial closing
			Total		

(C1). What is the number of infrastructure projects fulfilling the criteria defined in the C1 of the table of prequalification's criteria in Appendix 1 (specify projects names)?

The number of infrastructure projects satisfying criterion C1: _____

(C2). What is the number of infrastructure projects that have reached financial closing in the last ten years and for which the individual Applicant or Leader of the Consortium has participated with a minimum of U.S. \$ 10,000,000 as capital (specify projects' names)?

The number of infrastructure projects satisfying criterion C2: _____

2. *Finance Closing Experience* for power plants:

Please list the power plant projects developed or constructed by the Applicant (or if the Applicant is a Consortium, the Leader) during the last ten years, in the following format:

Infrastructure Project Name	Country	Amount of investment (in millions US dollars **)	Amount of debt (in millions US dollars)	Credit raised by individual Applicant or a Leader (in millions US dollars **)	Equity contribution of the individual Applicant or a Leader (in millions US dollars **)	Ratio: Debt/Equity	Year of financial closing
				Total			

(C3). What is the total amount of debt (D) of power plant projects that have reached financial closing in

recent years that have been developed by the Applicant or the Leader Consortium?

The total debt of power plant projects developed during the last ten years: _____

(C4). What is the number of power plant projects that have reached financial closing in the last ten years and for which the individual Applicant or Leader of the Consortium has used at least U.S. \$ 30,000,000 as a credit?

The names and number of power plant projects satisfying criterion C4: _____

(C5). What is the contribution of the Applicant or Leader of the Consortium in the total equity (EQ) of power plant projects that have reached financial closing during the last ten years?

Total Equity (EQ) of power plant projects that have reached financial closing during the last decade is:

(*) An Applicant, which is a Consortium, will produce an address and contact information for the Leader and will provide the address and contact details for each member of that consortium.

(**) Amounts must be expressed in equivalent U.S. dollars calculated on the basis of the amount in original currency, to be specified in the tender, converted by applying the exchange rate of 1 November 2010.

APPENDIX 4: AUTHORIZATION FOR SIGNATURE

[DATE]

To: : Mr. LE DIRECTEUR GENERAL DE L'OFFICE NATIONAL DE L'ELECTRICITÉ

From: [NAME AND ADDRESS OF APPLICANT*]

Dear Sir,

We refer to our Qualification Statement issued in response to the Invitation for Expression of Interest No. SP 40 304.

We hereby confirm that the following person (s) is/are authorized to sign, and any other document provided to you in connection with the latter, in our name [please attach any evidence of such authorization] on behalf [of the company]

(Name, Passport number, Specimen signature)

We confirm that we will be responsible for any representations and/or statements made in any documents delivered to you in connection with process of prequalification and which are signed by the above persons.

Unless otherwise specified, a capitalized term used in this form has the meaning given to that term in the document Invitation to Expression of Interest.

Yours Sincerely,

[Name of Applicant]**

PS:

*An Applicant that is a Consortium should include the name and address of each member of the Consortium

**An Applicant that is a Consortium should invite each member of the Consortium to sign this letter.

APPENDIX 5: PRELIMINARY LOCALIZATION OF THE SITE

