

**GENERATION PROCUREMENT ENTITY**  
**REQUEST FOR PROPOSALS**  
**for**  
**Supply of up to 100 MW (Net) of Electricity Generation from Renewable Energy Resources**  
**on a Build, Own and Operate (BOO) Basis**

**ADDENDUM N° 5**

**March 15, 2024**

In accordance with the provisions of Section 6.4 “Amendments to RFP” of the Amended and Restated Request for Proposals for the Supply of up to 100 MW Net of Electricity Generation from Renewable Energy Resources on a Build, Own and Operate Basis (BOO) dated December 22, 2023 (“December 22, 2023, Amended and Restated RFP”), the Generation Procurement Entity (“GPE”) hereby issues this addendum (“Addendum N° 5”) dated March 15th, 2024 to the December 22, 2023, Amended and Restated RFP.

Applicants are reminded that:

- This addendum will be published on the GPE website which all Interest Parties are responsible for visiting regularly.
- The receipt of this Addendum N° 5 shall be acknowledged in writing by the Bidders on their respective Bids.
- The late receipt or non-receipt of this Addendum N° 5 shall not relieve any Applicant from being bound by it.

The sections of the RFP to be modified and the modifications being made are indicated below.

	<b>Section</b>	<b>Modification</b>
A.	APPENDIX F: FORM OF LICENCE Whereas, Generation Licence Template	<p><i>In Appendix F: Form of Licence, the Whereas’ of the Generation Licence Template shall be deleted and replaced by the following:</i></p> <p>A. The Generation Procurement Entity launched an Open Call for Tenders and issued a Request for Proposals for the supply of up to Net 100 MW of the Electricity Generation from Renewable Energy Based Power Generation Facilities on a Build, Own and Operate (BOO) Basis on September 18, 2023.</p> <p>B. [Name of Company] (Licensee) was declared to be the preferred bidder in relation to its bid to generate and supply electricity to the National Grid from a Complex of [*] MW of Net Capacity that the Licensee plans to design, finance, construct, own, operate and maintain.</p> <p>C. Consequently, a Generation Licence to generate and supply electricity to the National Grid is granted by the Minister responsible for energy pursuant to section 9 of the Electricity Act, 2015, to the Licensee on terms and conditions set out herein.</p>
B.	APPENDIX F: FORM OF LICENCE Clause 2, Interpretation,	<p><i>In Appendix F: Form of Licence, immediately after the definition of “Acts” the definition of “Business Day” shall be incorporated as follows:</i></p>

	Generation Licence Template	<b>“Business Day”</b> means a Day on which business by and between banks may be carried on in Kingston, Jamaica, but in no event shall it include a Saturday or Sunday or Public Holiday.
C.	APPENDIX F: FORM OF LICENCE Clause 2, Interpretation, Generation Licence Template	<i>In Appendix F: Form of Licence, the definition of “Commercial Operations Date” shall be deleted and replaced by the following:</i>  <b>“Commercial Operations Date”</b> or <b>“COD”</b> shall have the meaning given thereto in the Power Purchase Agreement as defined in this Licence.
D.	APPENDIX F: FORM OF LICENCE Clause 2, Interpretation, Generation Licence Template	<i>In Appendix F: Form of Licence, the definition of “Complex” shall be deleted and replaced by the following:</i>  <b>“Complex”</b> means the combination of plants, buildings, and auxiliary equipment on the Licensee’s side of the Interconnection Point, located at [.....] in the parish of [.....], Jamaica, required to provide the Net Energy Output to the National Grid and necessary for the Licensee to honour its obligations under the PPA and, prior to the date of transfer to JPS, the JPS Interconnection Facilities as defined in the PPA.
E.	APPENDIX F: FORM OF LICENCE Clause 2, Interpretation, Generation Licence Template	<i>After the definition of “Day” the definition of “Decisive Shareholder” shall be incorporated as follows:</i>  <b>“Decisive Shareholder”</b> shall have the meaning ascribed to it by Clause 6.2 of this Licence.
F.	APPENDIX F: FORM OF LICENCE Clause 2, Interpretation, Generation Licence Template	<i>In Appendix F: Form of Licence, immediately after the definition of “EA” the definition of “Generation Procurement Entity” shall be incorporated as follows:</i>  <b>“Generation Procurement Entity”</b> or <b>“GPE”</b> means the entity appointed by Cabinet pursuant to section 20(1) of the EA for the purpose of procuring new generating capacity.
G.	APPENDIX F: FORM OF LICENCE Clause 2, Interpretation, Generation Licence Template	<i>In Appendix F: Form of Licence, the definition of “Interconnection Point” or “IP” shall be deleted and replaced by the following:</i>  <b>“Interconnection Point”</b> or <b>“IP”</b> shall have the meaning given thereto in the PPA.
H.	APPENDIX F: FORM OF LICENCE Clause 2, Interpretation, Generation Licence Template	<i>In Appendix F: Form of Licence, immediately after the definition of “Interconnection Point” the definition of “JPS Interconnection Facilities” shall be incorporated as follows:</i>  <b>“JPS Interconnection Facilities”</b> shall have the meaning given thereto in the PPA.

I.	APPENDIX F: FORM OF LICENCE Clause 2, Interpretation, Generation Licence Template	<i>In Appendix F: Form of Licence, in the definition of “Net Capacity” where it reads “Project” it shall read “Licensee”.</i>
J.	APPENDIX F: FORM OF LICENCE Clause 2, Interpretation, Generation Licence Template	<i>In Appendix F: Form of Licence, immediately after the definition of “Net Capacity”, the definition of “Net Energy Output” shall be incorporated as follows:</i>  <b>“Net Energy Output”</b> shall have the meaning given thereto in the PPA.
K.	APPENDIX F: FORM OF LICENCE Clause 2, Interpretation, Generation Licence Template	<i>In Appendix F: Form of Licence, the definition of “Open Call for Tenders” shall be deleted and replaced by the following:</i>  <b>“Open Call for Tenders”</b> means the competitive procurement process launched by the GPE at September 18th, 2023, pursuant to the EA and its related regulations, for the qualification of, and award to, national and/or foreign legal entities, for the purpose of recommending them for the grant of a licence to supply electricity and execute renewable energy power purchase agreements with the Power Purchaser, with the aim of increasing the share of renewable sources of energy in the country’s energy mix.
L.	APPENDIX F: FORM OF LICENCE Clause 2, Interpretation, Generation Licence Template	<i>In Appendix F: Form of Licence, in the definition of “OUR Act” where it reads “Regulation” it shall read “regulations”.</i>
M.	APPENDIX F: FORM OF LICENCE Clause 2, Interpretation, Generation Licence Template	<i>In Appendix F: Form of Licence, immediately after the definition of “Power Purchaser” the definition of “Pro forma Transaction” shall be incorporated as follows:</i>  <b>“Pro forma Transaction”</b> means: a. an assignment from the Licensee or its shareholders to a body corporate owned or controlled by the Licensee or the same shareholders, without any change in their relative interests; b. an assignment from the Licensee to shareholders without effecting any change in the disposition of their interests;

		<p>c. a reorganisation of the Licensee or its shareholders that involves no change in the beneficial ownership thereof:</p> <p>d. an assignment or transfer –</p> <p style="padding-left: 40px;">i. from a body corporate to its wholly owned subsidiary or vice versa; or</p> <p style="padding-left: 40px;">ii. between wholly owned subsidiaries of the same holding company;</p> <p>e. an assignment from a body corporate to another body corporate owned or controlled by the assignor’s shareholders without a substantial change in their relative interests.</p>
N.	APPENDIX F: FORM OF LICENCE Clause 2, Interpretation, Generation Licence Template	<i>In Appendix F: Form of Licence, the definition of “Request for Proposals” shall be deleted.</i>
O.	APPENDIX F: FORM OF LICENCE Clause 4, Grant of Licence, Generation Licence Template	<p><i>In Appendix F: Form of Licence, paragraph 4.1. of Clause 4 (Grant of Licence) shall be deleted and replaced by the following:</i></p> <p>4.1 The Minister, pursuant to Section 9(1)(a) of the EA hereby grants to the Licensee this non-exclusive Licence authorizing the Licensee to build, operate and maintain the Complex, and to operate and maintain the Licensed Business, in order to generate and sell up to [.....] MW of bulk electricity therefrom to the National Grid, and in accordance with the provisions of this Licence and its schedules, the Acts, the PPA and the Codes.</p>
P.	APPENDIX F: FORM OF LICENCE Clause 5, Duration, extension and operation before Commercial Operations Date, Generation Licence Template	<p><i>In Appendix F: Form of Licence, paragraph 5.2 of Clause 5 (Duration, extension and operation before Commercial Operations Date) shall be deleted and replaced by the following:</i></p> <p>5.2 In the event that the Power Purchaser and the Licensee agree to an extension of the PPA that is approved by the Office, the Minister may extend this Licence on terms and conditions that he considers appropriate. Any such request for extension must be made in writing no earlier than six (6) years and no later than five (5) years prior to the date of expiration of the Licence.</p>
Q.	APPENDIX F: FORM OF LICENCE	<i>In Appendix F: Form of Licence, paragraph 6.1.4 of Clause 6 shall be deleted and replaced by the following:</i>

	Clause 6, Assignment or Transfer, Generation Licence Template	6.1.4. The Licensee shall submit to the Minister such information pertaining to the proposed assignment or transfer as the Minister may require.
R.	APPENDIX F: FORM OF LICENCE Clause 6, Assignment or Transfer, Generation Licence Template	<i>In Appendix F: Form of Licence, paragraph 6.1.5 of Clause 6 shall be deleted and replaced by the following:</i>  The Minister shall not approve a transfer or assignment if the transferee or assignee, or their Controllers, Control other complex(s) pursuant to a power purchase agreement(s) derived from the Open Call for Tenders and the sum of the Net Capacities of the complex(es) already Controlled by the transferee, assignee, or their Controllers, and that of the Complex exceeds fifty (50) MW of Net Capacity. This provision shall apply whether or not the complexes involved have reached commercial operation.
R.	APPENDIX F: FORM OF LICENCE Clause 6, Assignment or Transfer, Generation Licence Template	<i>In Appendix F: Form of Licence, immediately after paragraph 6.1.6, paragraph 6.1.7 shall be incorporated as follows:</i>  6.1.7. Clause 6.1.3 shall not apply to a Pro Forma Transaction and the following provisions shall apply in relation thereto: <ul style="list-style-type: none"> <li>a. At least sixty (60) days prior to entering into the Pro Forma Transaction, the Licensee shall: <ul style="list-style-type: none"> <li>i. Notify the Minister in writing of a Pro Forma Transaction; and</li> <li>ii. Submit to the Minister such information pertaining to the Pro Forma Transaction, as the Minister may require.</li> </ul> </li> <li>b. Such Pro Forma Transaction shall not be recognised and shall be deemed null and void for the purposes of the obligations under this Licence if the provisions of paragraph (i) of Clause 6.1.7 are not adhered to.</li> </ul>
S.	APPENDIX F: FORM OF LICENCE Clause 6, Assignment or Transfer, Generation Licence Template	<i>In Appendix F: Form of Licence, immediately after paragraph 6.1.7, subsection 6.2 shall be incorporated as follows:</i>  <b>6.2. Sale or transfer of shares or participation</b> 6.2.1. Shareholders of the Licensee may sell or transfer their shares or participation without the prior, written consent of the Minister unless they are deemed to be Decisive Shareholders and/or Controllers. Decisive Shareholders and/or Controllers shall not sell or transfer their shares, totally or partially, without the

		<p>prior, written consent of the Minister, such consent not to be unreasonably withheld.</p> <p>6.2.2 For the purpose of Clause 6.2, a Decisive Shareholder is a shareholder whose experience and technical and/or financial qualifications was decisive for the Licensee in meeting the technical and financial capability and qualification and the experience required for the award of preferred bidder and recommendation for the grant of licence pursuant to the Open Call for Tenders.</p> <p>6.2.3. An application for approval of a sale or transfer of shares of the Licensee or the Licensed Business or participation of Decisive Shareholders and/or Controllers under this Clause 6.2 shall be made in writing to the Minister who shall grant such approval, within sixty (60) business days if he is satisfied, that the requirements set forth in sections 6.2.3 and/or 6.2.4, as applicable, are fulfilled.</p> <p>6.2.4. The Decisive Shareholder may only sell or transfer its shares or participation, totally or partially, to a company with at least the minimum experience and technical and financial qualifications set out in Schedule 1, as the Minister may require. The Decisive Shareholder shall submit to the Minister such information pertaining to the proposed sale or transfer as the Minister may require.</p> <p>6.2.5. A shareholder who Controls the Licensee (the “Controller”) shall not sell or transfer its shares or participation if the buyer or transferee, or their Controllers, Control another complex pursuant to a power purchase agreement(s) derived from the Open Call for Tenders and the sum of the Net Capacities of the complex(es) already Controlled by the buyer or transferee, or their Controllers, and that of the Complex exceeds fifty (50) MW of Net Capacity. This provision shall apply whether the complexes involved have reached commercial operation or not.</p> <p>6.2.6 The Licensee shall submit to the Minister such information pertaining to the proposed sale or transfer of shares or participation, as the Minister may require.</p> <p>6.2.7. Any sale or transfer of shares or participation of a Decisive Shareholder or a Controller which is not in accordance with this Clause 6.2 shall not be recognized and shall be deemed null and void for the purposes of the obligations under this Licence.</p>
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T.	APPENDIX F: FORM OF LICENCE Clause 8, Regulatory Service Fee & Licence Fee, Generation Licence Template	<i>In Appendix F: Form of Licence, paragraph 8.3 of Clause 8 (Regulatory Service Fee &amp; Licence Fee) shall be deleted and replaced by the following:</i>  8.3 The Licensee, prior to the issuance of the Licence, shall pay to the Ministry with responsibility for electricity the prescribed non-refundable processing fee and Licence Fee in accordance with section 9(4) of the EA and section 10(5)(a)(i) of the EA respectively.
U.	APPENDIX F: FORM OF LICENCE Clause 9, Obligations of the Licensee	<i>In Appendix F: Form of Licence, paragraph 9.1(a) of Clause 9 (Obligations of the Licensee) shall be deleted and replaced by the following:</i>  a. discharge its obligations and perform the duties imposed or authorized as set out in this Licence, the PPA, the Acts, the Codes and any other applicable codes or standards within the time stipulated or with reasonable promptitude;
V.	APPENDIX F: FORM OF LICENCE Clause 9, Obligations of the Licensee	<i>In Appendix F: Form of Licence, paragraph 9.1(h) of Clause 9 (Obligations of the Licensee) shall be deleted and replaced by the following:</i>  h. ensure that neither the Licensee nor any other person or legal entity Controlling the Licensee, Controls other complex(s) pursuant to a power purchase agreement(s) derived from the Open Call for Tenders, and the sum of the Net Capacities of the complex(es) associated to the PPA(s) that is not subject to this Licence and that of the Complex exceeds fifty (50) MW of the Net Capacity.
W.	APPENDIX F: FORM OF LICENCE Clause 10, Information reporting and audited accounts, Generation Licence Template	<i>In Appendix F: Form of Licence, in paragraph 10.1 where it says "Schedule" it shall read "Schedule 2".</i>
X	APPENDIX F: FORM OF LICENCE Clause 12, Force Majeure, Generation Licence Template	<i>In Appendix F: Form of Licence, in bullet d(i) of Paragraph 12.1 where it says "Facility" it shall read "Complex".</i>
Y.	APPENDIX F: FORM OF LICENCE	<i>In Appendix F: Form of Licence, bullet b(v) of paragraph 13.1 shall be deleted.</i>



	Clause 13, Step-in and acquisition rights, Generation Licence Template	
Z.	APPENDIX F: FORM OF LICENCE Clause 13, Step-in and acquisition rights, Generation Licence Template	<i>In Appendix F: Form of Licence, in paragraph 13.1, immediately after bullet b(iv), bullet c. shall be included as follows:</i>  c. a Step-in Event shall not have occurred and the Minister or his designee shall not be entitled to enter the Complex for the purpose of assumption of operational control to the extent that the Licensee is proceeding with diligence and good faith to overcome or remedy such event and such event is overcome and remedied within forty-eight (48) hours immediately after the Initial Period.
AA.	APPENDIX F: FORM OF LICENCE Clause 13, Step-in and acquisition rights, Generation Licence Template	<i>In Appendix F: Form of Licence, paragraph 13.8 of Clause 13 shall be deleted and replaced by the following:</i>  The Purchase Price referred to in Clauses 13.5 and 13.6 above shall be calculated at the present value of the Licensed Business and Complex, present value being determined by the discounted cash flow methodology. The cash flows to be used in the calculation of the Purchase Price shall be the net cash and cash equivalent from operations of the Licensed Business and Complex as reflected in the audited financial statements from the last financial period prior to the date of the Minister's election to acquire the Licensed Business and Complex and the projected annual cash flow for the subsequent fifteen (15) years at the level of the last audited statement. The applicable interest rate to be used in the calculation of the Purchase Price shall be the United States Department of the Treasury one-year Treasury Bill rates for the relevant financial period.
BB.	APPENDIX F: FORM OF LICENCE Clause 15, Suspension or revocation, Generation Licence Template	<i>In Appendix F: Form of Licence, in paragraph 15.1 where it says "section 13(2)" it shall read "section 13".</i>
CC.	APPENDIX F: FORM OF LICENCE Clause 15, Suspension or revocation, Generation Licence Template	<i>In Appendix F: Form of Licence, in bullet e. of Clause 15.1, where it says "Clause 14.2 of the PPA" it shall read "accordance with the provisions of the PPA".</i>

DD.	APPENDIX F: FORM OF LICENCE Clause 15, Suspension or revocation, Generation Licence Template	<i>In Appendix F: Form of Licence, immediately after bullet f. of Clause 15.1, bullet g. shall be incorporated as follows:</i>  g. If the information on which the Licence was granted was false or misleading or otherwise contrary to law.
EE.	APPENDIX F: FORM OF LICENCE Clause 16, Disputes, Generation Licence Template	<i>In Appendix F: Form of Licence, paragraph 16.1 shall be deleted and replaced by the following:</i>  In the event that the Licensee is aggrieved by a decision of the Office or the Office's failure to act, the Licensee shall appeal to the Electricity Appeal Tribunal established pursuant to Clause 51 of the EA.
FF.	APPENDIX F: FORM OF LICENCE Clause 18, Governing Law, Generation Licence Template	<i>In Appendix F: Form of Licence, paragraph 18.1 shall be deleted and replaced as follows:</i>  This Licence shall be governed and construed in accordance with the laws of Jamaica and the Jamaican Courts shall have exclusive jurisdiction.
GG.	APPENDIX F: FORM OF LICENCE Schedule 1, Generation Licence Template	<i>In Appendix F: Form of Licence, schedule 1 shall be incorporated containing the minimum experience and technical and financial qualifications to facilitate sale or transfer of shares.</i>
HH.	APPENDIX F: FORM OF LICENCE Schedule 2, Generation Licence Template	<i>In Appendix F: Form of Licence, schedule 2 shall be incorporated indicating the submissions by the Licensee to the Generation Procurement Entity.</i>

An updated version of the Form of Licence, with modifications, is attached to this Addendum.