

DECLARATION OF BIDDER

[To be completed by the Bidder Representative (either a Project Company already established, or the Lead Member of a Bidder consortium), on its letterhead, including registration number and contact details]

Date: [●]

Stellenbosch Municipality

1st Floor, Town House Complex

Plein Street

Stellenbosch

South Africa

Dear Sirs

THE STELLENBOSCH MUNICIPALITY

TENDER NO: BSM 89/25

FOR:

APPOINTMENT OF INDEPENDENT POWER PRODUCERS UNDER THE STELLENBOSCH MUNICIPAL INDEPENDENT POWER PRODUCER PIONEERING PROCUREMENT PROGRAMME

1. In this letter, words and expressions which are defined in the Request for Proposals for the appointment of Independent Power Producers under the Stellenbosch Municipal Independent Power Producer Procurement Programme ("**STMIPPPP**"), Tender No: BSM 89/25 ("**RFP**") shall bear the same meaning when used in this letter, unless the context requires otherwise.
2. In submitting this Bid Response, the [**insert name of Bidder**] ("**the Bidder**"):
 - 2.1 confirms it accepts and acknowledges the terms of the RFP;
 - 2.2 confirms, in accordance with clause 5.1 (*Project Structure*) of the RFP, that:
 - 2.2.1 if the Bidder is a Project Company (which becomes a Seller on Commercial Close), the Project Company:
 - 2.2.1.1 is a special purpose Company established with the sole purpose of undertaking the Bidder's Project, including entering into and fulfilling the purposes of the Project Agreements;
 - 2.2.1.2 is a "ring fenced" company in terms of the Companies Act; and

- 2.2.1.3 has all of its Shareholders as Members of the relevant Bidder;
- 2.2.2 if the Bidder is a consortium at the Bid Submission Date, the Project Company, once incorporated by the Bidder consortium to be the Seller, shall have as its Shareholders, in the proportions stated in the Bid Response, the Members of the Bidder consortium, or if any such Member will hold its ownership interest in the Project Company through an intermediary entity which is still to be incorporated, such intermediary entity;
- 2.2.3 the Project ownership, funding and contracting structure set out in the diagram annexed by the Bidder to this completed Declaration of Bidder, accurately reflects the Project ownership, funding and contracting structure, and every person and entity identified in the diagram is aware of and has confirmed its approval of the Project ownership, funding and contracting structure as reflected in the diagram;
- 2.3 confirms, in accordance with clause 13.1 (*Legal Criterion 1 – Project Company*) of the RFP, that by no later than Commercial Close:
 - 2.3.1 the Project Company will have been incorporated, with all the Shareholders holding ownership stakes in the Project Company in the proportions stated in the Bid Response;
 - 2.3.2 the Project Company's memorandum of incorporation will reflect that the Project Company has the sole purpose, object and business of undertaking the Bidder's Project, including entering into and fulfilling the terms and conditions of the Project Agreements;
 - 2.3.3 the Project Company will have the ability to provide Renewable Energy Certificates (RECs) and to include the registration, allocation and delivery of the relevant RECs for each MWh delivered to Stellenbosch Municipality, to ensure the unique right of Stellenbosch Municipality to claim the renewable energy attributes of the Project. The costs associated with the registration of RECs will be for the Project Company's account; and
 - 2.3.4 the Project Company will be registered as a "ring fenced" company in terms of the Companies Act, with "(RF)" in its name;
- 2.4 confirms in accordance with clause 13.2 (*Legal Criterion 2 – Acceptance of Project Agreements*) of the RFP, that it accepts the Project Agreements and all annexes thereto, and each of its Members and/or Shareholders and its Lenders accept the Project Agreements and all annexes thereto;
- 2.5 confirms that the legal practitioner(s) responsible for providing the Legal Opinions contemplated in Stage 1 (*Functionality Criteria Requirements*) of the RFP, whose curricula vitae are included in Appendix 14 (*Key Staff CV*) of the RFP:
 - 2.5.1 are practising attorneys registered with a member association of the Law Society of South Africa;
 - 2.5.2 are external to and independent from the Bidder or any Member;

- 2.5.3 are in good standing with the Legal Practice Council;
- 2.5.4 have at least 5 (five) years' post-admission experience in respect of property law, environmental law, project finance transactions, infrastructure finance transactions or undertaking electricity generation / BESS feasibility studies, as the case may be. Curricula vitae for the legal practitioner(s) responsible for such Legal Opinions must be provided in the form of the template provided in Appendix 14 (*Key Staff CV*) of the RFP; and
- 2.5.5 acceptable to the Stellenbosch Municipality as having the requisite experience, failing which the Stellenbosch Municipality will be entitled in its sole discretion to reject the Legal Opinion concerned.

Yours faithfully

Signed: _____

Name: _____

Designation: _____

For and on behalf of [**name of Bidder Representative, being the Project Company or Lead Member of the Bidder consortium**]

Who warrants his / her authority hereto