



**BRITISH COLUMBIA HYDRO
AND
POWER AUTHORITY**

Distribution, Non-Integrated Area



**Atlin
IPP Generation Displacement Under A
Long Term Energy Purchase Agreement**

Request for Expressions of Interest

Issue Date: Saturday, May 28th, 2005

**Closing Deadline for Submissions:
4:30pm (local time), Monday, July 04th, 2005.**

Commercial in Confidence

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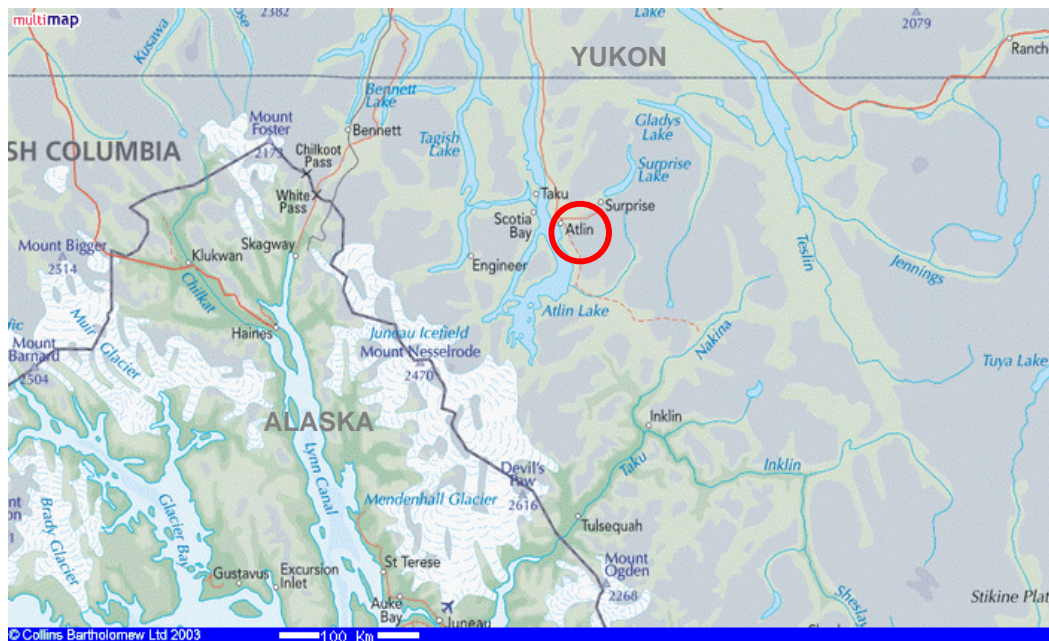
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A. ATLIN RFEI INTRODUCTION

A.1. BACKGROUND

The community of Atlin is designated as one of BC Hydro's off-grid, Non-Integrated Areas. Atlin consists of some 500 persons, and the community is situated in the North-Western part of the Province near both the Yukon and Alaska borders (see map below). Atlin's electricity needs are currently provided exclusively by a BC Hydro diesel-generating station managed under BC Hydro's Non-Integrated Area (NIA). The Atlin Community Energy Plan released in April of 2004 (see: Appendix 1, attached as a separate .PDF file) recommended exploring the potential displacement of the current BC Hydro high unit cost diesel-generation power supply with alternative options, targeting "the most cost effective option".

Map of Atlin Location



The Atlin Community Energy Plan determined that there were two viable alternative power supply options: 1) the development of local small hydro; or, 2) interconnection to existing grid transmission lines. The Community Energy Plan further recommended that BC Hydro undertake a Request for Expressions of Interest (RFEI) to identify Independent Power Producers (IPPs), and other Proponents, capable of developing either of the two viable alternative power supply options identified under the Community Energy Plan; or to propose an alternative viable "most cost effective" power supply option that would supply an immediate 1.3MW capacity, and a projected 2MW long-term capacity, of year-round firm, reliable electricity.

A.2. CURRENT RFEI OPPORTUNITY

In keeping with the Atlin Community Plan recommendations, and with the release of this RFEI, BC Hydro is targeting the identification of qualified Proponents (both in-Province and out-of-Province) with viable and cost-effective projects that could displace the current Atlin BC Hydro diesel-generating station with a preference (but not requirement) for BC Clean Electricity¹ or equivalent forms of supply. BC Hydro requires complete displacement. Furthermore it is essential that the full Atlin load is supplied during planned and unplanned outages of equipment. Back up power supply may be in the form of redundant capacity, standby diesel, ownership and/or operation of the existing BC Hydro diesel generating station, or other means as agreed with BC Hydro (see Appendix 2 for more information on BC Hydro's technical requirements).

To be considered acceptable to BC Hydro, all Proponent projects will be required to meet both the existing and projected future long term year round load requirements (projected to be a long-term capacity of 2MW) of the community of Atlin as well as meet other technical requirements as defined by BC Hydro (please see: Appendix 2 for more information on BC Hydro's technical requirements). Through this request, BC Hydro hopes to establish a short-list of qualified Bidders with viable and cost-effective reliable projects that can then respond to a subsequent Request for Proposals (RFPs) envisioned to be undertaken in the Fall of 2005. Ultimately, it would be BC Hydro's objective to enter into a long term Energy Purchase Agreement (EPA) with the best qualified short-listed Bidder that proposes the most viable and cost-effective reliable project. Should the RFEI determine that there is only one qualified Bidder with a viable, cost-effective and reliable project, then BC Hydro reserves the right at its sole discretion to proceed forward with the single qualified Bidder.

B. ATLIN RFEI REQUIREMENTS

B.1. GENERAL INFORMATION

B.1.1 Purpose

The purpose of this RFEI is to:

1. inform public and private sector organizations/businesses of a possible long-term contractual opportunity being offered by BC Hydro to supply electricity to the community of Atlin, B.C.;
2. solicit preliminary submissions from interested parties ("Proponents"); and

¹ NOTE: the definition of BC Clean Electricity is provided in the BC Energy Plan and can be found at the following website: www.em.gov.bc.ca/alternativeenergy/bc_clean_electricity_guidelines.htm. The selection of a BC Clean Electricity form of supply is not mandatory and the preferred choice of supply will be subject to it being the most cost-effective option.

3. enable BC Hydro to develop a short-list of qualified Bidders that may be invited to submit detailed proposals and binding term sheets associated with the contractual opportunity.

B.1.2 Atlin RFEI Proposed Schedule

Subject to any addenda (see Section B.1.4 below) that may be issued by BC Hydro, the proposed schedule of key milestones for the Atlin RFEI Generation displacement IPP project is as follows:

(a)	Issue RFEI documents	Saturday, May 28th, 2005
(b)	Proponent RFEI Inquiry deadline	Thursday, June 30th, 2005 (4:30pm)
(c)	RFEI Proponent submission deadline	Monday, July 04th, 2005 (4:30pm)
(d)	Notifications to all RFEI Proponents	Wednesday, August 31st, 2005
(f)	Target Request for Proposals (RFPs)	September, 2005

B.1.3 Identification

A list of contents and appendices is provided in this RFEI's Table of Contents. It is the responsibility of Proponents to ensure that they have all the components of the RFEI package, including all appendices and subsequent addenda.

References to the RFEI in the RFEI, in any Part, or in any attachment are references to the RFEI in its entirety.

Bidders are advised to read the RFEI thoroughly and respond appropriately to the entire RFEI. An incomplete submission may be rejected.

B.1.4 Changes to the RFEI

Any changes by BC Hydro to the RFEI will be made in the form of written addenda or of re-issued documents that will be available at least four working days prior to the RFEI closing date. These will be posted to the BC Hydro website at: www.bchydro.com/ipp, as well as sent to those Proponents responding to the Ad Placement for copies of this RFEI document. All addenda will be considered to be integral to the RFEI and have the same effect as if part of the original RFEI.

BC Hydro will make every effort to post addenda to the BC Hydro website in a timely manner and to notify by email or fax all known Proponents. However, it is solely the Proponent's responsibility to be aware of and familiarize themselves with any addenda or supplementary information issued.

Proponents are advised to contact the BC Hydro Atlin RFEI Contact person identified in Section B.2.1 to confirm their receipt of the RFEI, and to ensure that they receive any changes or addenda to the RFEI.

B.1.5 Ownership of Submissions

All RFEI submissions, other than those withdrawn prior to the opening of submissions or any late submissions, become the property of BC Hydro and will not be returned to Proponents.

B.1.6 Confidentiality and Freedom of Information

All RFEI submissions will be treated as confidential by BC Hydro, except that BC Hydro may decide to publish the names of Proponents and project names. BC Hydro may further disclose Proponent submissions and confidential information to BC Hydro employees and consultants who are members of the RFEI evaluation team or who are otherwise participating in the RFEI process, and who are under a duty of confidentiality. BC Hydro is subject to the disclosure provisions of the *Freedom of Information and Protection of Privacy Act*. In the event BC Hydro receives a request for disclosure pursuant to the *Freedom of Information and Protection of Privacy Act* that may require disclosure of the Proponents submissions, BC Hydro will notify Proponents as soon as reasonably possible after receiving the request.

B.1.7 Conflict of Interest

Prospective Proponents are not eligible to make a submission to the RFEI if current or past corporate or other interests of the Proponent, or of any of the Proponent's subcontractors to be engaged in this Project, give rise in the sole opinion of BC Hydro to a conflict of interest in connection with this Project.

B.1.8 Proponent Responsibility

While BC Hydro has made every effort to ensure an accurate representation of information in the RFEI, Proponents must conduct their own investigations and due diligence into the material facts affecting the envisioned commercial framework. Nothing in this RFEI is intended to relieve a Proponent from forming their own opinions and conclusions in respect of this RFEI.

B.1.9 Acceptance of Terms

Submissions are made and accepted on the basis that Proponents have read and agree to all the terms and conditions of this RFEI. Submissions that include any condition or modification to the terms and conditions of this RFEI may be rejected.

B.1.10 Taxation

Bidders are advised that BC Hydro is a British Columbia Crown Corporation subject to the Hydro and Power Authority Act. BC Hydro is exempted from payment of any Canadian provincial or federal income tax, subject to meeting the conditions of Section 149 of the Canadian Income Tax Act. In entering into any long term Energy Purchase agreement with a non-Canadian participant, BC Hydro will require terms and conditions that will not expose BC Hydro to taxation by a foreign jurisdiction. Of interest to BC Hydro will be such matters as:

- whether the Proponent is a foreign corporation;
- whether the Proponent's participation in the Project is supported by a branch or subsidiary in Canada; and
- the actual location of the office and staff supporting the Project activity.

B.2. SUBMISSION PREPARATION

B.2.1 Inquiries

All inquiries must be directed by email to the following principal BC Hydro point of contact:

Attention: Ms. Angee Watanabe, BC Hydro

Email: angee.watanabe@bchydro.com

BC Hydro requires that any questions be submitted in writing to its principal contact person. Proponent questions and BC Hydro's answers will be blinded as to the identity of the entity asking the question, and the question, along with the BC Hydro answer, will be posted to the BC Hydro website: www.bchydro.com/jpp. Questions will not be received after the date and time indicated as the inquiry deadline in Section B.1.2.

B.2.2 Submission Expenses

Bidders are solely responsible for their own expenses in preparing a submission to this RFEI, including expenses related to conducting discussions with BC Hydro, if any.

B.2.3 Cooperating Firms

Where two or more independent firms are cooperating in the submission to this RFEI, the submission will be made in the name of one firm, which will be considered by BC Hydro to be the prime contractor. The submission must identify all of the firms cooperating in the RFEI process, their qualifications, and their respective roles in the Project. All discussions, communications, or correspondence related to the RFEI submission will be between BC Hydro and the prime contractor only.

B.2.4 Submission

Submissions must be delivered by hand, post, or courier, and must be received at the address below, before **4:30pm (local time), on Monday, July 04th, 2005**. They must be delivered to the following address:

**BC Hydro, Distribution, Non-Integrated Area
11th Floor, 6911 Southpoint Drive
Burnaby, B.C,
V3N 4X8**

ATTENTION: "Response to Atlin IPP Generation Displacement RFEI"

Submissions may NOT be faxed.

Submissions will be made in envelopes clearly marked with the name and address of the proponent and the words, "**Response to Atlin IPP Generation Displacement RFEI**" on the envelope. All envelopes should be sealed.

Proponents are solely responsible for timely delivery of their submissions to the BC Hydro location specified. Late submissions will NOT be accepted and will be returned unopened.

B.2.5 Amendments

Amendments to the proposal may be made prior to the closing date and time. Amendments:

- must be submitted in writing;
- must be in accordance with all RFEI Requirements;
- should be submitted in a sealed envelope which clearly identifies the Proponent and the submission being amended; and
- must be signed by an authorized official of the Proponent, preferably by the same person signing the original submission.

The Proponent is solely responsible for the timely delivery of amendments.

B.2.6 Withdrawal

A submission may be withdrawn by submitting a written request to withdraw to the BC Hydro principal contact person identified in Section B.2.1. An authorized official of the submitting firm must sign the request. A submission withdrawn after the closing date and time cannot be resubmitted.

B.3. SUBMISSION EVALUATION

The Atlin RFEI scoring process will consist of scoring Proponents' submissions at two separate levels. First, Proponents must pass a minimum mandatory level of submission completeness. This will be a simple Pass/Fail test. Proponents must "Pass" this minimum mandatory level to qualify for the second level of scoring. Second, Proponents will be scored on the basis of predetermined specific evaluation criteria (as explained below).

SCORING CRITERIA	SCORING CRITERIA DESCRIPTION
(1) Minimum Mandatory Pass / Fail	Are those items that are both minimum and mandatory. Submissions that do not achieve a "Pass" on all the minimum mandatory criteria will be subject to disqualification.
(2) RFEI Evaluation Criteria	RFEI submissions that PASS the minimum mandatory criteria will next be awarded points based on the strength of their submission by BC Hydro's Scoring Team members. Each submission will be scored independently and on the individual scorer's evaluation of the Proponent's relative merit. The top ranking submissions will be short-listed and eligible for any subsequent RFP stage.

B.3.1 Evaluation Criteria Explained

B.3.1.1 Minimum Mandatory Requirements

For Minimum and Mandatory scoring purposes, Proponents must provide the following information in their submissions:

- a) Inclusion of Cover/Declaration Letter and Agreement with BC Hydro's Code of Conduct (the Cover/Declaration Letter is provided in Appendix 3 below; and BC Hydro's Code of Conduct is provided in Appendix 4 below);
- b) Inclusion of a completed BC Hydro Proponent & Project Questionnaire (provided in Appendix 5 below)
- c) Inclusion of Financial Qualification Submissions; and,
- d) Inclusion of Technical Qualification Submissions.

B.3.1.2 RFEI Evaluation Criteria

Proposals meeting the Minimum Mandatory requirements will next be further assessed against the following Evaluation Criteria:

EVALUATION CRITERIA	POINTS ALLOCATED
a) Proponent Organization & Structure	10
b) Relevant Demonstrated Experience	25
c) Project Understanding, Concept Plan and Viability	35
d) Proponent Plan to Address Aboriginal Issues	15
e) Proponent Plan to Address Environmental Issues	15
MAXIMUM TOTAL SCORE	100 POINTS

a) Proponent Organization/Structure

Proponent submissions must demonstrate effective Proponent organization. Key areas that will be evaluated include:

- detailed description and roles of Proponent members;
- overall Proponent project organization and structure;
- defined project management (including the transition strategy through project development phases);
- lines of responsibility and reporting relationships; and,
- completeness of all skill sets required to complete the Atlin project.

Submissions should provide a description of the Proponent, including a description of all Proponent members and the proposed legal relationship among Proponent members (e.g. partners, shareholders, and consultants) with respect to the various Atlin IPP project elements.

Submissions should demonstrate the completeness and appropriateness of the Proponent members organizing to create a team fully capable of successfully completing the Atlin IPP project. The Proponent should include team members who will be collectively and individually responsible for all areas of the Atlin IPP; and, submissions should describe how the Proponent members plan to co-ordinate their efforts. The submissions should specify the various project development stages and the specific roles assigned to each team member in order to complete the Atlin IPP as well as the experience and qualifications of the member.

The Proponent's understanding of the scope and nature of the Atlin IPP project will be evaluated with reference to the organization of the Proponent. Proponent submissions should include, but not be limited to:

- corporate make-up and responsibilities of Proponent members, clearly showing the entity that will ultimately be contractually responsible to BC Hydro;
- management structure showing reporting relationships and control, and demonstrating the changing roles of the key personnel during the various phases of the Atlin IPP project; and,
- key personnel, showing the names of individuals holding key managerial positions, and delineating their responsibilities and authorities.

b) Relevant Demonstrated Experience

Submissions should demonstrate a Proponent's clear record of success in the areas of expertise required for the Atlin IPP, and present their record of success on projects of a similar nature, size, scope and complexity.

Key areas that will be evaluated include:

- experience and expertise of the Proponent members in the design, construction finance and operation of power generating facilities. The experience of each Proponent member in this regard should be explained;
- experience of the Proponent's key project personnel;
- references from clients (names and telephone numbers) who can substantiate the experience of the Proponent and its members and individuals

Descriptions of previous projects provided in the RFEI submission should include (for each project undertaken by the Proponent and their members):

- the name of the project and type of generating technology used
- rated capacity of the facility;
- scheduled and actual Commercial Operation Date (COD) date;
- the prime members involved;
- the Proponent members and/or key individuals involved;
- original budget, final cost, and claims settled and outstanding;
- environmental management practices;
- aboriginal relations;
- adherence to environmental regulations;
- communications management and public relations;
- contract type (e.g. traditional procurement, EPCM, DBO, DBFO, etc.); and,
- an independent client contact person or organization (references) that can verify the information provided, (e.g. name, title, organization, address, phone number and fax number).

c) Project Understanding, Concept Plan and Viability

The primary project challenge (within certain contractually agreed tolerances) is to deliver to the Community of Atlin uninterrupted power supply that meets the current and projected year round load requirements, preferably sourced from a proven BC Clean form of generation technology or equivalent, and at the lowest life cycle cost. Submissions, therefore, must demonstrate a clear and coherent understanding of the challenges to be faced in implementing the Atlin IPP.

Key areas of Project Understanding that should be evaluated include:

- presentation of a clear and coherent understanding of the challenges associated with the Project;
- selection of a viable, cost-effective technology in commercial service, proven to reliably generate the long-term level of load and capacity required (2MW) for Atlin;
- the complete list, and current status of, the Proponent's rights applications or other permitting with the likes of the BC Ministry of Lands, Water, and Air Protection, etc.;
- proposed peak load and year round capacity of the plant; and
- information related to interconnection, and any issues seen with power quality, conditioning, and delivery;
- the planned schedule for design, construction and commissioning of the IPP; the estimated capital cost; the plan to ensure Provincial Government environmental compliance; and the plan to involve both the local community and the First Nation community; and,
- any other relevant project factors that would demonstrate the overall Proponent viability of undertaking the Atlin IPP project.

d) Proponent Plan to Address Aboriginal Issues

The Atlin IPP project is proposed in an area to which an aboriginal group asserts aboriginal rights and title (the Taku River Tlingit First Nation). Proponents will be required to engage with the Taku River Tlingit First Nation regarding their proposed project. Proponents are encouraged to develop business relationships with aboriginal groups in the area.

Key areas that may be evaluated include:

- the proponent should outline a plan to engage with the Taku River Tlingit First Nation, and potentially other aboriginal groups in the proposed development area; and,
- the plan should also provide a description of the Proponent's strategy to deal with First Nations interests.

e) Proponent Plan to Address Environmental Issues

Depending upon the type of generation technology proposed for the Atlin IPP project, there will be different environmental impacts. Before proceeding, the Project may be subject to a variety of permission, permit, and environmental assessment issues. The environment must also be adequately protected during construction and operation. The Proponent should demonstrate that they understand and are capable of meeting these issues.

Key areas that may be evaluated include:

- Proponent self-assessment of project eligibility for EcoLogo certification (Yes or no statement, supported by any back-up information the proponent cares to submit—see Appendix 5);
- Proponent self-assessment of project eligibility for BC Clean certification (Yes or no statement, supported by any back-up information the proponent cares to submit—see Appendix 5);
- evidence of team member past experience with environmental permitting, construction, and operations, or organizational plan showing how this expertise will be acquired, or both (see Appendix 5); and,
- optional project environmental information - e.g. completed studies, construction management plan, environmental operational controls, etc. (see Appendix 5).

B.3.2 BC Hydro Rights

BC Hydro reserves the right, in its sole discretion, to:

- (a) reject any or all submissions and not issue invitations to submit term sheet proposals to any Proponent that may be short-listed;
- (b) accept any submissions it considers qualified; and
- (c) reject any submission which is incomplete, conditional or obscure, or which fails to conform strictly to the requirements of the RFEI.

B.3.3 Opening of Submissions

Envelopes containing the submissions are normally opened on or shortly after the closing time and date. Submission opening and evaluation is not open to the public.

B.3.4 Clarification

At BC Hydro's sole discretion, one or more Proponents may be asked to provide additional clarification respecting their submissions, or to address areas where BC Hydro believes it requires clarifications to be made.

B.3.5 Notification

All RFEI Proponents making submissions will be notified as per the schedule outlined in section B.1.2. Currently, notifications are scheduled for August 31, 2005. Both those Proponents who are qualified and on the short-list of Bidders, and those that did not qualify for the short-list, will be notified by formal written notification at the same time.

B.3.6 Qualifying Bidders

All Proponents that are short-listed qualify as Bidders for the subsequent Request for Proposal phase. BC Hydro may or may not proceed with the subsequent Request for Proposal phase. Should BC Hydro decide to proceed with the Request for Proposal phase, then those short-listed Bidders will be notified of the proposed schedule. Should BC Hydro short-list only one qualified Bidder, then at the discretion of BC Hydro, it may decide to proceed with the sole Bidder. Those Bidders that wish to submit a binding term sheet/proposal will be required to sign a confidentiality agreement prior to BC Hydro issuing to it the full Request for Proposal documents.

APPENDIX 1: ATLIN COMMUNITY ENERGY PLAN

(Note: this document is provided separately as a pdf file)

APPENDIX 2: BC HYDRO TECHNICAL SPECIFICATIONS FOR THE
ATLIN RFEI

BC HYDRO TECHNICAL SPECIFICATIONS FOR THE ATLIN RFEI

1 General

Connection to the BC Hydro Atlin distribution system involves technical and safety issues which are detailed in the BC Hydro document: 35 kV and Below Interconnection Requirements for Power Generators (the Interconnection Requirements). These requirements and those specific to interconnection to the Atlin distribution system are outlined here. This information is not exhaustive however and the proponent may refer to the Interconnection Requirements at http://www.bchydro.com/rx_files/info/info2154.pdf for further detail.

Generally connection facilities are required to:

- a) Provide adequate peak load and year round energy capacity to meet the Atlin load so as to fully displace the diesel generation currently in use.
- b) Protect the safety of the public, workers, and the equipment of the Power Producer and BC Hydro.
- c) Maintain a high standard of reliability and quality of electrical supply.
- d) Provide metering of the amount of electricity supplied to the distribution system

2 Point of Interconnection

The physical point of interconnection to the existing BC Hydro Atlin distribution system will be determined by agreement with BC Hydro. A typical example of an interconnection configuration would be an express feeder (i.e. no customers connected to the feeder) to the BC Hydro substation bus, or a Power Producer owned substation adjacent to the BC Hydro substation and connected to the BC Hydro substation bus.

The interconnection voltage is to be 25kV.

An isolating disconnect switch shall be supplied to visibly isolate the Power Producer from the BC Hydro Atlin distribution system.

3 Capacity

Peak load and energy demand forecasts for the Atlin distribution system are shown in Figure 3-4 of Appendix 1, Atlin Community Energy Plan. This figure shows that the peak demand is expected to rise to 2MW and the annual energy demand to 7000 MWh by the year 2024 from the current values of 1.3 MW and 4400 MWh respectively. It is essential that the full Atlin

load is supplied during planned and unplanned outages of the Power Producer's equipment. Back up power supply may be in the form of redundant capacity, Power Producer owned standby diesel, ownership and operation of the BC Hydro diesel generating station, or other means as agreed with BC Hydro.

4 Black Start Capability

The Power Producer's facility is required to be capable of starting and picking up the Atlin load from a black condition (no external power supply available) with a minimum of delay. Load pick up may be aided by sectionalizing the Atlin distribution system.

5 Electrical Disturbances

The Power Producers equipment should be designed, constructed, operated and maintained so as to minimize abnormal power flows, over voltages during ground faults, audible noise, radio, television and telephone interference and other disturbances that may degrade the reliability of the Atlin distribution system.

6 Power Quality

BC Hydro will require that the Power Producer supplies and installs a Power Parameter Information System (PPIS) to ensure that power quality as described in the Interconnection Requirements is maintained for on line, off line, steady and dynamic states. The information captured will allow BC Hydro and Power Producer staff to assess the condition of the electricity generated at the Power Producers facility.

7 Switchgear

Circuit breakers, disconnect switches, and all other current carrying equipment connected to the BC Hydro Atlin distribution system shall be capable of carrying normal and emergency load currents without damage.

8 Generators

The Power Producer's generators should be designed in accordance with the Interconnection Requirements.

9 Frequency and Voltage Operation During Disturbances

The Atlin distribution system is subject to disturbances to frequency and voltage caused by inrush loads, faults, etc. Generators should be capable of continued operation at 59.5 to 60.5

Hz and limited time operation at larger deviations. Similarly generators should be capable of continuous operation from 0.9 to 1.1 per unit voltage. Nominal frequency is 60 Hz and the power producer will be required to maintain this frequency and to ensure that there are no significant cumulative errors in time keeping over each day.

10 Protection

The Power Producer will be required to provide entrance protection with adequate sensitivity to detect and clear all electrical faults on its premises and coordinate with BC Hydro protection systems. An entrance circuit breaker is required.

11 Commissioning

The Power Producer will have full responsibility for inspection, testing and calibration of its equipment, up to the point of interconnection. BC Hydro may send a representative to witness tests.

12 Maintenance

The Power Producer will have full responsibility for the maintenance of its equipment up to the point of interconnection. Maintenance must be performed by competent personnel.

Equipment used to control, generate, protect, and transmit electricity to BC Hydro shall be maintained such that the reliability of the Atlin distribution system is not affected.

APPENDIX 3: PROPONENT DECLARATION LETTER AND
AGREEMENT TO ABIDE BY BC HYDRO'S CODE OF CONDUCT

DRAFT PROPONENT DECLARATION LETTER & AGREEMENT TO ABIDE BY BC HYDRO'S CODE OF CONDUCT

Date:

BC Hydro, Non-Integrated Area
6911 Southpoint Drive, 11th Floor
Burnaby, B.C, V3N 4X8

Attention: Ms. Angee Watanabe, Atlin RFEI

RE: The Atlin IPP RFEI Project Declaration Letter and Agreement to Abide by BC Hydro's Code of Conduct

The undersigned (the "Proponent"), confirms that it has carefully examined the Atlin RFEI document and, having full knowledge and understanding of the contents of the Atlin RFEI document, including all addenda, confirms, acknowledges and agrees that:

- (a) it has carefully read, examined and understood the entire Atlin RFEI, including any and all addenda issued to it;
- (b) it agrees to all of the terms and conditions of the Atlin RFEI including any and all addenda issued to it;
- (c) it agrees to be bound by all commitments, statements and representations made in its Atlin RFEI submission;
- (d) it waives any further right to amendment or clarification of any aspect of the Atlin RFEI, unless requested by BC Hydro;
- (e) the persons signing on its behalf have full authority to represent the Proponent in any and all matters related to its Atlin RFEI submission;
- (f) it acknowledges that in order to be short listed, it will have to commit to abide by the BC Hydro Code of Conduct (see Appendix 4 in the RFEI Document); and
- (g) it authorizes BC Hydro, its officers, employees, and advisors to make such inquiries as deemed fit regarding the Proponent's creditworthiness and as to its performance on any project or assignment referenced in the Proponent's submission and any reference referred to is, with the signing of this Declaration Letter, authorized by you to divulge to the aforementioned authorized BC Hydro entities any information regarding the Proponent that may be relevant to BC Hydro's assessment of the Proponent in relation to the Atlin IPP project.

INDIVIDUAL CONTACT FOR RFEI

COMPANY

Print Name of Individual

Print Name of Company

Signature of Individual

Authorized Signature of Company

Witness Name (Print)

Witness Name (Print)

Witness Signature

Witness Signature

Individual Contact Email

Company Contact Email

Individual Contact Telephone Number

Company Contact Telephone Number

APPENDIX 4: BC HYDRO CODE OF CONDUCT

CODE OF CONDUCT GUIDELINES APPLICABLE TO BC HYDRO CONTRACTS

In its ongoing efforts to ensure that BC Hydro and its subsidiaries behave and are perceived to behave as ethical corporations, BC Hydro has adopted a Code of Conduct that provides guidelines for the behaviour of its directors, officers and employees and for BC Hydro's expectations of the behaviour of its suppliers, consultants, contractors and business associates.

Unless it is inappropriate to do so, the guidelines set out below are to be included in every tender call, request for submissions and contract with BC Hydro and its subsidiaries.

A supplier, consultant, contractor or business associate may be required to give assurances that it conducts itself in accordance with the standards set in these guidelines before it will be considered qualified to enter into a business relationship with BC Hydro.

A supplier, consultant, contractor or business associate with whom BC Hydro has a contract will be expected to comply with the standards set in these guidelines. Failure to do so, may be treated by BC Hydro as a reason for terminating the contract. In some cases, other terms of a specific contract may impose a higher standard. In these cases, the contract terms with the higher standards apply.

GUIDELINES

In these guidelines:

"BC Hydro" means BC Hydro and Power Authority or any of its subsidiaries that has entered into the Contract described in these guidelines;

"Contractor" means the contractor, consultant, supplier or business associate who has a contract with BC Hydro in which these guidelines are included as a term of the contract.

1. The Contractor shall act at all times with integrity and honesty
 - a) in its dealings with BC Hydro, and
 - b) in its dealings with a third person if, in those circumstances, the Contractor is acting as a representative of or on behalf of BC Hydro.
2. Unless the Contractor has the prior written permission of BC Hydro, the Contractor shall not conduct business with a competitor of BC Hydro during the term of the Contract if the conduct of such business would require the Contractor to act contrary to the best interests of BC Hydro.
3. Before the Contract is entered into and from time to time as circumstances require, the Contractor shall disclose in writing to BC Hydro:
 - a) any business relationship that the Contractor or any of its owners or officers has with a director or employee of BC Hydro,
 - b) the name of any director or employee of BC Hydro who is a relative of the Contractor or any of its owners or officers, and

- c) the name of any director or employee of BC Hydro with whom the Contractor or any of its owners or officers is connected by frequent or close association.
- 4. The Contractor shall read BC Hydro's Code of Conduct that is available from Hydro's contract representative or available at BC Hydro's website at www.bchydro.com (Click "Tell me about BC Hydro", click on "Quick Facts", click on "Code of Conduct") and shall take all reasonable steps to avoid placing a director or employee of BC Hydro in a conflict of interest as contemplated by the Code.
- 5. The Contractor shall keep confidential all information provided to it by BC Hydro or developed during performance of the Contract and shall not use that information for any purpose unrelated to performance of its obligations under the Contract.
- 6. If the Contractor is given access to any BC Hydro property in order to perform the Contract, the Contractor shall use that property solely for purposes of performance of the Contract.
- 7. The Contractor shall not attempt to secure preferential treatment with BC Hydro by offering entertainment, gifts or benefits to BC Hydro directors or employees. Reasonable exchanges common to business relationships are acceptable.
- 8. Unless the Contractor has the express permission of BC Hydro, the Contractor shall not offer employment to a BC Hydro employee during the term of the Contract.
- 9. The Contractor shall provide its employees, including any employees of BC Hydro with whom the Contractor has a close working relationship, with a safe and healthy workplace that is harassment and discrimination free.
- 10. The Contractor shall ensure that when it is participating in any public discussions or taking a position of leadership in other organizations that it does not represent itself as a spokesperson of BC Hydro unless the Contractor has been retained specifically to act in that capacity.

Contractors who wish further information or advice on the application of these guidelines to particular circumstances are encouraged to speak to BC Hydro's contract representative.

APPENDIX 5: BC HYDRO ATLIN RFEI PROPONENT & PROJECT QUESTIONNAIRE

(Note: this document is provided separately as a protected word document in order to allow for use of drop-down boxes)