

# **POWER PURCHASE AGREEMENT LIST OF PPA CLAUSES**

- 1. POWER PURCHASE AGREEMENT:**
- 2. DEFINITION OF TERMS:**
  - 2.01 List of Terms
  - 2.02 Clause/Schedule Reference
  - 2.03 List of Abbreviations
- 3. THE PROJECT**
  - 3.01 The Power Plant
  - 3.02 The Transmission Line and Switchyard
  - 3.03 The Site
  - 3.04 Mutual Collaboration
  - 3.05 Agreement
- 4. CONDITIONS PRECEDENT:**
  - 4.01 Performance of Conditions Precedent by COMPANY
  - 4.02 Performance of Conditions Precedent by PPL
  - 4.03 Waiver
- 5. OPERATION OF THE POWER PLANT:**
  - 5.01 Generally
  - 5.02 COMPANY Responsible
  - 5.03 COMPANY'S Authority
  - 5.04 COMPANY Performance Guarantee
  - 5.05 Retest of Contract Capacity
  - 5.06 Not Meeting Guaranteed Performance Criteria
  - 5.07 Performance Subject to PPL Meeting Obligations
  - 5.08 Maintenance Scheduling and Availability
- 6. STEERING COMMITTEE:**
  - 6.01 Members
  - 6.02 Meeting Intervals
  - 6.03 Functions
  - 6.04 Authority
- 7. TESTING:**
  - 7.01 Annual Performance Tests
  - 7.02 Test Deferment
  - 7.03 Test Energy Payment
  - 7.04 Payment for Interruptions
  - 7.05 Fuel Used
  - 7.06 Testing Notification
- 8. SUPPLY OF FUEL OIL & LUBRICANTS:**
  - 8.01 Generally
  - 8.02 COMPANY Procedure
  - 8.03 Cost
  - 8.04 Procurement
  - 8.05 Testing

- 8.06 Transportation
  - 8.07 Lubricants
  - 8.08 Measurement
  - 8.09 Advice to PPL
  - 8.10 Environmental Matters
- 9. SUPPLY OF ELECTRICITY:**
- 9.01 Meeting Operating Parameters & Procedures
  - 9.02 Capacity Dispatch Ranges
  - 9.03 Energy Measurement
  - 9.04 COMPANY Supplied O&M Data
  - 9.05 Title Transfer
  - 9.06 Capacity Requirement Projections
- 10. SUPPLY OF EQUIPMENT, MATERIALS AND SPARE PARTS:**
- 10.01 COMPANY Responsibility
  - 10.02 Inventory List
- 11. TRAINING, MONITORING RIGHTS AND TECHNOLOGY TRANSFER:**
- 11.01 PPL Personnel
  - 11.02 Training
  - 11.03 Joint Effort
  - 11.04 Mobilization Participation
  - 11.05 Responsibility for Personnel
- 12. CHARGES AND TERMS OF PAYMENT**
- 12.01 Monthly Invoicing
  - 12.02 Invoice Payment Time
  - 12.03 Payments prior to Commercial Operation Date
  - 12.04 No Set-Off
  - 12.05 Errors
  - 12.06 Payment Time after Dispute Settlement
- 13. PAYMENTS TO BANK ACCOUNT:**
- 14. LOCAL RELATONS:**
- 14.01 COMPANY Responsibility
  - 14.02 Environment Plan
  - 14.03 Permits
  - 14.03 Disposal
- 15. TAXES AND LOCAL FISCAL COSTS**
- 15.01 COMPANY responsibility
- 16. INSURANCE:**
- 16.01 Insurance by COMPANY
  - 16.02 Insurance Claims
  - 16.03 Premiums, etc.
  - 16.04 Cancellation
  - 16.05 No Prejudicial Action
  - 16.06 No Duty on PPL to verify
- 17. INDEMINIFICATION AND LIABILITY:**
- 17.01 COMPANY's Indemnity
  - 17.02 PPL's Indemnity
  - 17.03 COMPANY'S Liability

- 18. **FORCE MAJEURE:**
  - 18.01 Definition
  - 18.02 Not Economic
  - 18.03 Internal Industrial Dispute
  - 18.04 Notification and Obligation to Remedy
  - 18.05 Effect of Force Majeure
  - 18.06 Reduced Plant Capability
  - 18.07 Contract Period Extension
  - 18.08 Extended Period/Termination
  - 18.09 Other Effect of Force Majeure
  - 18.10 Mitigation
  - 18.11 Circumstances not Included
  
- 19. **CONFIDENTIALITY:**
  - 19.01 Each parties Responsible
  - 19.02 Exclusions
  
- 20. **CHANGE IN CIRCUMSTANCES:**
  - 20.01 Change Event and Consultation
  - 20.02 Change Threshold
  - 20.03 Meeting to Discuss Change
  
- 21. **TERMINATION**
  - 21.01 Termination Rights of PPL
  - 21.02 Termination by PPL
  - 21.03 Payments after Termination
  
- 22. **RENEWAL OF CONTRACT PERIOD:**
  
- 23. **DISPUTE RESOLUTION:**
  - 23.01 Definition
  - 23.02 First Referral
  - 23.03 Mediation Defined
  - 23.04 Appointment of Mediator
  - 23.05 Mediators duties
  - 23.06 Mediator Confidentiality
  - 23.07 Location
  - 23.08 Decision of Mediator
  - 23.09 Period for Mediation
  - 23.10 Costs
  
- 24. **LAW:**
  
- 25. **ARBITRATION:**
  
- 26. **ASIGNMENT:**
  
- 27. **LATE PAYMENT:**
  - 27.01 PPL to pay Interest
  - 27.02 COMPANY to Pay Interest
  
- 28. **REPRESENTATIONS AND WARRANTIES OF COMPANY**
  - 28.01 Corporate Existence
  - 28.02 Government Authorizations
  - 28.03 Compliance with Standards
  - 28.04 Compliance with Laws
  - 28.05 Warranty Against Corruption

**29. REPRESENTATIONS AND WARRANTIES OF PPL:**

- 29.01 Corporate Existence
- 29.02 Government Authorizations
- 29.03 Compliance with Laws

**30. PPL REQUIREMENTS:**

- 30.01 Land for the Site
- 30.02 Right of Way for Transmission Line

**31. SEVERAL OBLIGATIONS**

**32. LATE COMPLETION:**

- 32.01 Delay of Commercial Operation Date
- 32.02 Payment of Damages by COMPANY
- 32.03 Payment of Damages by PPL
- 32.04 Liquidated Damages

**33. BACK-UP ELECTRICITY SUPPLY:**

- 33.01 PPL Supplied Electricity
- 33.02 Supply of Associated Facilities
- 33.03 No PPL Guarantee

**34. TITLE TO ELECTRICITY:**

**35. AMENDMENTS:**

**36. NOTICES**

**SCHEDULES**

SCHEDULE A	CHECKING AND MAINTENANCE PROGRAM
SCHEDULE B	FUEL CONSUMPTION CALCULATIONS
SCHEDULE C	CAPACITY AND ENERGY CHARGES
SCHEDULE D	PRICE DETERMINATION AND ESCALATION
SCHEDULE E	SPECIFICATION FOR POWER PLANT
SCHEDULE F	OPERATING PARAMETERS
SCHEDULE G	SPECIFICATION FOR FUEL SUPPLY
SCHEDULE H	SPECIFICATION FOR TRANSMISSION LINE AND SWITCHYARD
SCHEDULE I	PROCEDURES FOR ELECTRICITY DESPATCH
SCHEDULE J	METERING
SCHEDULE K	AGREED PERFORMANCE TEST PROCEDURES
SCHEDULE L	SITE DESCRIPTION

**ATTACHMENT - TECHNICAL SPECIFICATION**

- Diesel Engine
- Generator
- Step-up Transformer
- 11kv and Switchgear Panels
- Power Plant Control System
- Governor & Engine Control System
- Instrumentation