



November 20, 2019

Partnership Committee Representative
Request for Proposals –
Puerto Rico Electric Power
Transmission and Distribution System

Dear Partnership Committee Representative:

The consortium of Quanta Services, Inc., Canadian Utilities Limited, and Innovative Emergency Management, Inc. (the "**Consortium**") named Luma Energy (the "**Qualified Respondent**") hereby submits its Definitive Proposal in response to the Request for Proposals for the Puerto Rico Electric Power Transmission and Distribution System (as amended, the "**RFP**") issued in final form by the Puerto Rico Public-Private Partnership Authority on February 1, 2019, as amended and supplemented.

Capitalized terms not defined herein shall have the meaning set forth in the RFP or the final form of the Puerto Rico Transmission and Distribution System Operation and Maintenance Agreement (the "**O&M Agreement**"). If there is a term defined in both, and their definitions conflict, the definition in the O&M Agreement shall prevail.

As a duly authorized representative of the Qualified Respondent, I hereby certify, represent and warrant, on behalf of the Qualified Respondent team, as follows in connection with the Definitive Proposal:

1. The Qualified Respondent acknowledges receipt of the RFP and the following addenda:

<u>No.</u>	<u>Date</u>
Addendum No. 1 to the RFP	issued on April 17, 2019;
Addendum No. 2 to the RFP	issued on May 24, 2019;
Addendum No. 3 to the RFP	issued on June 14, 2019;
Addendum No. 4 to the RFP	issued on August 19, 2019;
Addendum No. 5 to the RFP	issued on September 4, 2019;
Addendum No. 6 to the RFP	issued on November 1, 2019, and
Addendum No. 7 to the RFP	issued on November 17, 2019

1. The submittal of the Definitive Proposal has been duly authorized by, and in all respects is binding upon, the Qualified Respondent. **ATTACHMENT 1** (*Certificate of Authorization*) to this Transmittal Letter is a certificate of authorization that evidences my authority to submit the Definitive Proposal and bind the Qualified Respondent.
2. All information and statements contained in the Definitive Proposal are current, correct and complete and are made with full knowledge that the Partnership Committee will rely on such information and statements in selecting the Selected Proponent and executing the O&M Agreement.

3. The Qualified Respondent certifies under penalties of perjury that the Definitive Proposal has been prepared and is submitted in good faith without collusion, fraud or any other action with any other person taken in restraint of free and open competition for the services contemplated by the RFP. As used in this Transmittal Letter, the word "person" shall mean any natural person, business, partnership, corporation, union, committee, club or other organization, entity or group of individuals.
4. Neither the Qualified Respondent nor any Qualified Respondent team member is currently suspended or debarred from doing business with any entity of the Government of Puerto Rico.
5. The Qualified Respondent has reviewed all of the engagements and pending engagements of the Qualified Respondent, and no potential exists for any conflict of interest or unfair advantage.
6. No person or selling agency has been employed or retained to solicit the award of the O&M Agreement under an arrangement for a commission, percentage, brokerage or contingency fee or on any other success fee basis, except bona fide employees of the Qualified Respondent. The Qualified Respondent has inspected the facilities (i.e., commercial offices, central office, energy center(s), transmission centers, substations, etc.) and carefully examined all documents constituting the RFP and the addenda thereto and, being familiar with the work and the conditions affecting the work contemplated by the RFP and such addenda, offers to furnish all labor, materials, supplies, equipment, facilities and services which are necessary, proper or incidental to carry out such work as required by and in strict accordance with the RFP and the Definitive Proposal.

[Signature page follows]



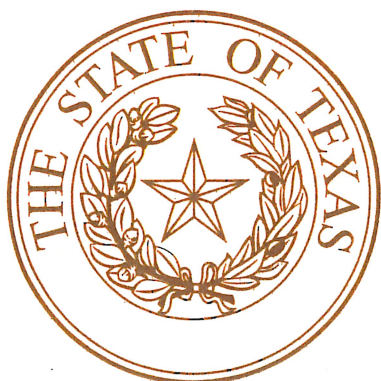
The State of Texas
Secretary of State

I, Ruth R. Hughs, Secretary of State of the State of Texas, DO HEREBY
CERTIFY that according to the records of this office,

RACHEL GALLEGOS

was commissioned as a Notary Public for the State of Texas on November
19, 2017, for a term ending on November 19, 2021.

Issued: November 21, 2019
Certificate Number 11841982



A handwritten signature in black ink, appearing to read "Ruth R. Hughs".

Ruth R. Hughs
Secretary of State
GF/aw

QUALIFIED RESPONDENT

Luma Energy

Gerald Albert Ducey Jr.

Name of Qualified Respondent's Authorized Official

Authorized Representative

Title

[Handwritten Signature]
Signature of Qualified Respondent's Authorized Representative

11/20/2019
Date

(Notary Public)

State of Texas

County of Harris

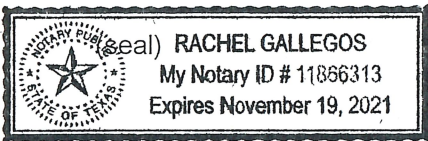
On this *20th* day of *November*, 2019, before me appeared *Gerald Albert Ducey, Jr.* personally known to me to be the person described in and who executed this transmittal letter and acknowledged that he signed the same freely and voluntarily for the uses and purposes therein described.

In witness, thereof, I have hereunto set my hand and affixed my official seal the day and year last written above.

Rachel Gallegos
Notary Public in and for the State of Texas

Rachel Gallegos
(Name printed)

Residing at *2800 Post Oak Dr Suite 2600*
Houston TX 77056
My commission expires *11-19-2021*

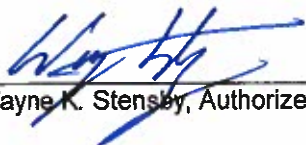


ATTACHMENT 1 TO DEFINITIVE PROPOSAL TRANSMITTAL LETTER

CERTIFICATE OF AUTHORIZATION

I, Wayne K. Stensby, a resident of Calgary in Alberta, Canada, DO HEREBY CERTIFY that I am an Authorized Representative of the consortium of Quanta Services, Inc., a Delaware corporation, Canadian Utilities Limited, a body corporate formed under the laws of the Province of Alberta and Innovative Emergency Management, Inc., a Louisiana corporation (the "Consortium") named Luma Energy, a consortium duly formed and existing under and by virtue of the laws of the State of New York; that I have custody of the records of the consortium; and that as of the date of this certification, Gerald Albert Ducey Jr. holds the title of Authorized Representative of the consortium, and is authorized to execute and deliver in the name and on behalf of the consortium the Definitive Proposal submitted by the consortium in response to the Request for Proposals for the Puerto Rico Electric Power Transmission and Distribution System issued in final form by the Puerto Rico Public-Private Partnership Authority on February 1, 2019, as amended and supplemented; and all documents, letters, certificates and other instruments which have been executed by such officer on behalf of the consortium in connection therewith.

IN WITNESS WHEREOF, I have hereunto set my hand this 20 day of November 2019.



Wayne K. Stensby, Authorized Representative