

PRIVILEGED AND CONFIDENTIAL

**P3 Responses to Quanta/ATCO Additional Clarifications (Sixth Submission)**

**Follow-ups from Prior Requests**

Ref. #	Section	Quanta/ATCO Consortium Question	P3 Response
1.	<i>Confirmation of Term Members</i>	Pursuant to our PowerAdvocate submission on November 12, “Qualified Respondent Clarification” please confirm the substitution of Canadian Utilities Limited in place of ATCO Ltd. is acceptable.	The substitution of Canadian Utilities Limited in place of ATCO Ltd. is being reviewed by the Partnership Committee. The Partnership Committee’s decision will be provided to the Quanta/ATCO Consortium as soon as possible.
2.	<i>PREB – Notice of Proposed Regulation on Incentives</i>	In The Authority’s November 15 Response to our Consortium’s Request for Clarification (Fourth Submission), question 4 noted additional follow-up from PREB regarding their performance incentives regulation. Has further feedback been received?	Conversations with PREB are ongoing, but the Authority has not received formal feedback from the PREB regarding the performance incentives regulation. PREB has not received comments from PREPA regarding the performance incentives regulation. PREB expects the performance metrics to be handled during the Front-End Transition Period in order to incorporate the views, comments and recommendations of Operator.
3.	<i>Bid Bond – OMA Clarification Fourth Submission, Question 7</i>	<p>The response to Question 7 of the same response set (November) confirm that, “if a Qualified Respondent submits a proposal that contains a limited number of material comments, and such comments are negotiated between the Qualified Respondent and the Authority but the resolution of such comments is not satisfactory to the Qualified Respondent and the Qualified Respondent withdraws or otherwise does not proceed to execute the OMA, such Qualified Respondent’s Bid Security will be returned forthwith, even if the proposal of another party is not selected”.</p> <p>However, we did not see this further incorporated in the OMA or RFP. Please clarify how this will be incorporated into the relevant documents.</p>	Due to timing limitations, no further changes can be made to the RFP at this time. However, we confirm that the Bid Security will be returned to any Qualified Respondent that withdraws, for whatever reason, their Definitive Proposal before such proposal is accepted by the Partnership Committee. The limited comments included in Qualified Respondent’s Definitive Proposal—if any—must be negotiated and resolved prior to the selection of a Selected Proponent and the acceptance of such Definitive Proposal by the Partnership Committee.

Ref. #	Section	Quanta/ATCO Consortium Question	P3 Response
4.	<i>Letters of Credit</i>	Earlier today, the Consortium submitted its proposed Letters of Credit. Please confirm their acceptability or otherwise advise at your earliest convenience.	We note that Quanta’s proposed Letter of Credit draft provides a final expiration date of November <u>21</u> , 2020, but such date should be changed to November <u>25</u> , 2020 to comply with the requirement that the final expiration date be the one year anniversary from the Proposal Submission Deadline. Otherwise, the proposed drafts of the Letters of Credit shared by the Consortium are acceptable.

**General Clarification Questions re: OMA and RFP**

Ref. #	Section	Quanta/ATCO Consortium Question	P3 Response
5.	<i>The RFP - Definitive Proposal Form 1.1</i>	The Transmittal Letter requires that it be notarized. If the Transmittal Letter (or any other document submitted as part of the RFP) is executed and notarized outside of Puerto Rico, must such notarization be legalized by apostille, county clerk certificate or other applicable method?	Yes, any such notarization must be legalized by apostille, county clerk certificate or other applicable method.
6.	<i>Definitions – Parent Company</i>	In the OMA, the definition of Parent Company is highlighted as a term to be defined in our submission, but it is not clear in what form it should be incorporated into our submission. Can you please provide guidance?	The PowerAdvocate tabs will include a place for Qualified Respondents to fill in the definition of Parent Company via the PowerAdvocate platform.
7.	<i>Back-End Transition Plan</i>	Section 4.2(i) of the OMA and the RFP (Form 1.5 – Item 11) reference a Back-End Transition Plan outline as part of the submission, however the footnote to Annex III of the OMA implies a fulsome plan.  Please confirm our understanding that the Back-End Transition Plan in Annex III refers to an outline, rather than a full plan.	Confirmed. The Back-End Transition Plan in Annex III refers to an outline, rather than a full plan.

Ref. #	Section	Quanta/ATCO Consortium Question	P3 Response
8.	<i>OMA Annexes XV, XVI, XVII</i>	Please confirm our expectation that we are not required to complete the sections for Operator Marks, Owner Marks, and Existing Liens at this time.	The initial draft of the Owner Marks and Existing Liens annexes will be provided by the Authority, together with Owner. The Operator Marks annex is not required to be completed by the Proposal Submission Deadline.