



**South African Heritage Resources Agency**  
 Mrs. Nonofho Ndobochani  
 Manager of the Archaeology, Palaeontology and Meteorites Unit

2nd Floor, 5 Commerce Square,  
 39 Rivonia Road, Sandhurst 2196  
 Private Bag x11, Northlands 2116,  
 South Africa  
 Tel: +27 (0)11 268 4048  
 Fax: +27 (0)86 681 7002  
 Email: info@solafrica.co.za

12 July 2012

Dear Mrs. Ndobochani,

**Re: The Permit (No: 80/11/09/031/51) issued to Mr. Cobus Dreyer (ID: 4401145072084), on behalf of Solafrica Thermal Energy (Pty) Ltd**

Solafrica Thermal Energy (Pty) Ltd ("Solafrica") is developing a 50MW Concentrated Solar Thermal Power Plant ("the Project") near Groblershoop in the Northern Cape Province. A Permit was issued by the South African Heritage Resources Agency for "the destruction of Middle Stone Age scatter that will be affected by the proposed development of a [Concentrated] Solar Thermal Power Plant" on 19 October 2011. The Permit is valid until 19 November 2012. (see **Appendix A**)

A consortium, consisting of Solafrica and the International Company for Water and Power Projects ("ACWA Power") was formed to further the development of the Project. The Project was submitted for consideration to the 2<sup>nd</sup> bidding phase of the Renewable Energy Independent Power Producer Procurement Programme ("REIPPPP") being run by the Department of Energy ("DoE") under Tender No: DOE/001/2011/2012 and was notified of its selection as Preferred Bidder on 21 May 2012 – See **Appendix B**.

A Project Company, **ACWA Power Solafrica Bokpoort CSP Power Plant (Pty) Ltd**, has been registered to own and operate the power plant and all its assets for the 25 year life of the Project.

As the holder of both the Permit, Solafrica hereby requests that the South African Heritage Resources Agency transfer the Permit to ACWA Power Solafrica Bokpoort CSP Power Plant (Pty) Ltd. Details of the new license holder for inclusion in the Approvals are tabled below.

	<b>Existing License Holder</b>	<b>New License Holder</b>
<b>Registered Name</b>	Solafrica Thermal Energy (Pty) Ltd	ACWA Power Solafrica Bokpoort CSP Power Plant (Pty) Ltd
<b>Company Registration Number</b>	2008/029075/07	2011/010375/07
<b>Director / Contact Person</b>	Marc Immerman	Prabashen Govender
<b>Office Address</b>	2 <sup>nd</sup> Floor, 5 Commerce Square, 39 Rivonia Road,	Block 4, Stratford Office Park, Corner Cedar and

A SOLAR THERMAL DEVELOPMENT COMPANY

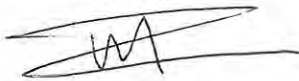
Directors: M Goldblatt, A Hewat, M Immerman, V Moosa  
 Registration Number: 2008/029075/07

	Sandhurst, 2196. Gauteng, South Africa	Valley Road, Broadacres, 0081. Gauteng, South Africa
<b>Postal Address</b>	Private Bag x11, Northlands 2116, South Africa	P.O. Box 3352, Dainfern, Gauteng 2011, South Africa

As a Preferred Bidder to the DoE's REIPPPP, the Project is required to comply with the plant construction and commissioning timeframes stipulated by the DoE. The Project will require 30-36 months to complete construction. In this regard, Solafrica requests that the validity of the Permit be extended to 31 December 2015 in order to accommodate this period.

Please inform me if there are any administrative requirements or payments in respect of the request.

Sincerely



Marc Immerman  
*Director, Solafrica Thermal Energy*

Please address any queries to:

Nasi Rwigema

Tel: +27 (0)11 268 4074

Mobile: +27 (0)83 324 2097

Email: nasi@solafrica.co.za

## APPENDIX A



## SOUTH AFRICAN HERITAGE RESOURCES AGENCY

111 HARRINGTON STREET, CAPE TOWN, 8001  
PO BOX 4637, CAPE TOWN, 8000  
TEL: (021) 462 4502 FAX: (021) 462 4509

9/2/032/0004

### PERMIT

No. 80/11/09/031/51

Issued under Section 35(4) of the National Heritage Resources Act, Act No. 25 of 1999.  
Permission is hereby given:

to: Mr Cobus Dreyer (ID: 4401145072084), on behalf of Solafrica Thermal Energy (Pty) Ltd,  
of: P.O. Box 12910, Brandhof, 9324,  
for: the destruction of a Middle Stone Age scatter that will be affected by the proposed development of a Thermal Solar Power Plant as approved in the SAHRA recommendations (September 2006),  
at: at approximately S28° 43' 57", E21° 59' 52",  
on: the farm Bokpoort 390,  
in: the Groblershoop District, Northern Cape Province.

The following conditions apply:

1. It is the responsibility of the permit holder to obtain permission from the landowner for each visit, and conditions of access imposed by the landowner must be observed.
2. SAHRA shall not be liable for any losses, damages or injuries to persons or properties as a result of any activities in connection with this permit.
3. SAHRA reserves the right to cancel this permit by notice to the permit holder.

This permit is valid until 19 November 2012.  
for CHIEF EXECUTIVE OFFICER . . . . .  
Date: 19 October 2011



Place: Cape Town





**SOUTH AFRICAN HERITAGE  
RESOURCES AGENCY**

111 HARRINGTON STREET, CAPE TOWN, 8000  
PO BOX 4637, CAPE TOWN, 8000  
TEL: (021) 462 4502 FAX: (021) 462 4509

DATE: 20 October 2011  
ENQUIRIES: Mrs Colette Scheermeyer  
OUR REF: 9/2/032/0004

Mr Cobus Dreyer  
P.O. Box 12910  
Brandhof  
9324

Dear Mr Dreyer

**PERMIT: No.80/11/09/031/51**

Thank you for settling your permit application fee with SAHRA. I attach as requested a permit for the destruction of a Middle Stone Age scatter that will be affected by the proposed development of a Thermal Solar Plant on the farm Bokpoort 390, in the Groblershoop District, Northern Cape Province.

Yours sincerely

Mrs Nonofho Ndobochani  
SAHRA: Manager of the Archaeology, Palaeontology and Meteorites Unit  
For CHIEF EXECUTIVE OFFICER

## APPENDIX B



energy

Department:  
Energy  
**REPUBLIC OF SOUTH AFRICA**

To: Bold Moves 384 (Pty) Ltd  
c/o Prabashen Govender  
pgovender@acwapower.com

**PER EMAIL**

Dear Sir/ Madam

**THE REPUBLIC OF SOUTH AFRICA - DEPARTMENT OF ENERGY**

**TENDER NO: DOE/001/2011/2012**

**FOR: NEW POWER GENERATION FACILITIES UNDER THE IPP PROCUREMENT PROGRAMME**

1. We refer to the Request for Qualification and Proposal issued on 3 August 2011, as updated after the First Bid Submission Date ("RFP") under tender number DOE/001/2011/2012 and your Bid Response submitted on 5 March 2012, as well as your response to the clarification request issued on 11 April 2012.
2. Capitalised terms not otherwise defined herein will have the meaning given to them in the RFP.
3. **Appointment**
  - 3.1 We would like to thank you for the time and effort spent in preparing your Bid Response. Following the evaluation of the Bid Responses submitted in respect of the Second Bid Submission Date of the IPP Procurement Programme, we wish to inform you that the Department has selected Bold Moves 384 (Pty) Ltd as a Preferred Bidder for the supply of Concentrated

Solar Power Renewable Energy in respect of the Bokpoort CSP Project (50 MW capacity), located in the Northern Cape Province.

- 3.2 The Department accordingly hereby notifies Bold Moves 384 (Pty) Ltd of its appointment as a Preferred Bidder, in respect of the Second Bid Submission Phase of the IPP Procurement Programme.
- 3.3 In order for Bold Moves 384 (Pty) Ltd's appointment as a Preferred Bidder to take effect, this letter must be returned to the Project Officer, counter-signed by the Lead Member or duly authorised representative of the Project Company, by no later than close of business on 1 June 2012.
- 3.4 We draw your attention to the provisions of the RFP, which will continue to apply to Bold Moves 384 (Pty) Ltd's appointment as a Preferred Bidder, notwithstanding anything that may have been stated in the Bid Response of Bold Moves 384 (Pty) Ltd.
- 3.5 The Department, in particular, wishes to confirm that:
  - 3.5.1 in terms of section 16.3 of Part A of the RFP, the draft PPA, Implementation Agreement, Direct Agreement, the Connection Agreements and the Connection Direct Agreement issued with the RFP ("Transaction Agreements") are, notwithstanding anything stated by any Member, Lender or Contractor of Bold Moves 384 (Pty) Ltd in its Bid Response, not negotiable and Bold Moves 384 (Pty) Ltd, its Members, Lenders and Contractors may not raise any comments in respect of or negotiate any of the terms and conditions contained in the Transaction Agreements, save for the raising of any comments to address errors or provide information in relation to the execution versions of the Transaction Agreements;
  - 3.5.2 the execution versions of the Transaction Agreements will be provided by the Department on the basis of the information provided by Bold Moves 384 (Pty) Ltd in its Bid Response, and shall be the basis upon which Bold Moves 384 (Pty) Ltd shall finalise the Project to Financial Close. In particular, please note that the annexes to the PPA submitted by Bold Moves 384 (Pty) Ltd in its Bid Response (pursuant to section 2.2.3.1.3 of Part B of the RFP), will be used by the Department in order to finalise the PPA to be concluded between Bold Moves 384 (Pty) Ltd



and Eskom Holdings SOC Limited prior to Financial Close. The Department accepts no responsibility, nor assumes any risk, for delays which may be occasioned as a result of incorrect or incomplete information provided by Bold Moves 384 (Pty) Ltd in its Bid Response;

- 3.5.3 the Department's right, in terms of section 24.4 of Part A of the RFP, to call on Bold Moves 384 (Pty) Ltd's Preferred Bidder Guarantee in the event that Bold Moves 384 (Pty) Ltd fails to reach Financial Close by the relevant date, is in no way limited by or subject to any of the conditions contained in the Lenders' letters of support and / or Debt Term Sheets, or in the letters of support submitted by providers of Equity funding or Corporate Finance. Thus, notwithstanding all or any of the conditions to the provision of Debt or Equity finance, imposed by the Lenders, Equity funders or Corporate Finance funders respectively, in the Bid Response; the Department fully reserves its right to call on Bold Moves 384 (Pty) Ltd's Preferred Bidder Guarantee in the event that it fails to reach Financial Close by the relevant date, on account of the non-satisfaction of any such conditions;
- 3.5.4 the last date by which Financial Close is to be achieved, is 13 December 2012;
- 3.5.5 there will be no upward movement in Price at Financial Close, with the sole exception of an adjustment for foreign exchange rate movements, if applicable and subject to the limits provided for in section 2.5.5.3.2.4 of Part B of the RFP, read with Bold Moves 384 (Pty) Ltd's Bid Response;
- 3.5.6 there will be no upward movement in equity IRR as a result of a movement in foreign exchange rates at Financial Close against the benchmark rates set out in the RFP;
- 3.5.7 if the foreign exchange rate at Financial Close is below the benchmark rates set out in Briefing Note 5 (issued pursuant to the RFP) then the Price shall be appropriately reduced to take into account the lower foreign exchange rates;
- 3.5.8 subject to clauses 3.5.5, 3.5.6 and 3.5.7 above, any changes to the Financial Model and or the Price resulting from fluctuation in foreign

exchange rates must be disclosed to, agreed with and effected in conjunction with the Department;

- 3.5.9 in terms of section 24.5 of Part A of the RFP, Bold Moves 384 (Pty) Ltd will pay a Development Fee calculated as 1% of the Total Project Cost;
- 3.5.10 Bold Moves 384 (Pty) Ltd's attention is drawn to the warranties relating to Success Payments in terms of clauses 23.1.14 and 23.1.15 of the Implementation Agreement;
- 3.5.11 any costs relating to interest rate and or foreign exchange hedging are at Bold Moves 384 (Pty) Ltd's risk and there will be no subsequent impact on Price;
- 3.5.12 tax and accounting assumptions are a Preferred Bidder's risk and accordingly, there will be no impact on Price as a result of the adoption of an alternative tax or accounting treatment to that included within the Financial Model submitted as part of the Bid Response;
- 3.5.13 as indicated in section 12.1.5 of Part A of the RFP and section 3.7 of Part C of the RFP, the commitments made in response to Appendix T (*Economic Development Scorecard*), Appendix U (*Economic Development Matrix*) and the inputs into Annex 10 (*Quarterly Obligations*) of the Implementation Agreement will become annexes to Schedule 2 of the Implementation Agreement (*Economic Development Obligations*); and
- 3.5.14 as provided for in section 53.7 of Part A of the RFP, the Department is entitled to seek additional information from any Preferred Bidder in respect of its Bid Response as it may, in its sole discretion, determine, which includes the right to undertake any investigation, due diligence or verification of any statements, information, warranties and representations made by Bold Moves 384 (Pty) Ltd, or any of its Members, Lenders or Contractors in its Bid Response, prior to concluding the Implementation Agreement with Bold Moves 384 (Pty) Ltd.
- 3.6 In addition to the general conditions described at paragraph 3.5 above, the Department hereby imposes the specific conditions listed in Annexure B

hereto, as conditions to the appointment of Bold Moves 384 (Pty) Ltd as Preferred Bidder. These conditions must be met by the relevant dates specified in Annexure B, and their fulfilment should be notified in writing immediately upon completion thereof to the Department, accompanied by documentary proof of the fulfilment thereof. Non-fulfilment of any such conditions by the relevant dates specified in Annexure B entitles the Department to call Bold Moves 384 (Pty) Ltd's Preferred Bidder Guarantee and to terminate its status as Preferred Bidder.

- 3.7 In order to ensure that the requirements of Regulation 9 of the Electricity Regulations on New Generation Capacity of 2011 are satisfied in respect of the Project, the Department reserves the right to negotiate with Bold Moves 384 (Pty) Ltd, and your appointment as a Preferred Bidder, is subject to the Department negotiating with Bold Moves 384 (Pty) Ltd, on whether the Project achieves value for money for the Government and the electricity consumer, as contemplated in section 5.1.5 of Part A of the RFP, read with Briefing Note 8 (issued pursuant to the RFP).
- 3.8 The Department has a discretion to select, for purposes of finalisation and execution of the PPA, either of the Preferred Bidder's fully indexed Price or its partially indexed Price (each as described in section 2.5 of Part B of the RFP), and will communicate with Bold Moves 384 (Pty) Ltd in due course regarding its decision in regard to this selection.
- 3.9 Should Bold Moves 384 (Pty) Ltd fail to act in accordance with the requirements set out in clauses 3.5, 3.6 and 3.7 above at any time, the Department reserves the right to revoke the appointment of Bold Moves 384 (Pty) Ltd as Preferred Bidder and to call the Preferred Bidder Guarantee.

#### **4. Preferred Bidder Guarantee**

In accordance with section 24.2 of Part A of the RFP, in order for Bold Moves 384 (Pty) Ltd to continue in the IPP Procurement Programme as Preferred Bidder, Bold Moves 384 (Pty) Ltd is required to lodge a Preferred Bidder Guarantee (in the form provided in Appendix H of Volume 1, Part 2 of the RFP) with the Department in an amount equal to R 10 000 0,00 (Ten Million Rands and Zero Cents) within 15 Business Days of receipt of this letter. The Bid Guarantee of Bold Moves 384 (Pty) Ltd will be returned by the Department within 15 Business Days of delivery by Bold Moves 384 (Pty) Ltd of its Preferred Bidder Guarantee.

## 5. **Proof of Application for Generation Licence**

In accordance with section 5.1.4.3 of Part A of the RFP, Bold Moves 384 (Pty) Ltd is required to submit evidence to the Department that its generation licence application with all the required supporting documentation has been submitted to and received by NERSA within 14 days of being appointed as Preferred Bidder. The period of 14 days commences on the date on which this letter is returned to the Project Officer, counter-signed by the Lead Member or duly authorised representative of the Project Company, as contemplated in clause 3.3 above.

## 6. **Eskom Confirmation**

In order to obtain Eskom Board approval of the PPA to be concluded between Bold Moves 384 (Pty) Ltd and Eskom Holdings SOC Limited, and as a condition to the obtaining of such approval, Bold Moves 384 (Pty) Ltd is required to complete the letter attached hereto as Annexure A (*Confirmation In respect of Bold Moves 384 (Pty) Ltd Members and Directors regarding interests in Eskom Holdings SOC Limited*), confirming both its and its Members' interests in relation to Eskom Holdings SOC Limited. This letter must be returned to the Project Officer, signed by the Lead Member or duly authorised representative of the Project Company, by no later than close of business on 1 June 2012.

## 7. **Change Requests**

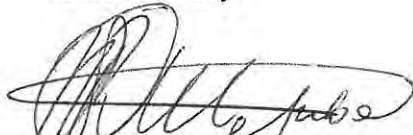
- 7.1 Although the Department strongly discourages any requests or applications for consent to any change in the membership or structure of any Preferred Bidder (as contemplated in section 20 of Part A of the RFP), or any other changes to a Project that would have the effect of rendering inaccurate or outdated any aspect of a Bid Response, in the event that Bold Moves 384 (Pty) Ltd for any reason believes that such a change is justifiable, does not prejudice any other person and results in a benefit to Government or the consumer, an application in writing for the consent of the Department in respect of such change request should be made as soon as possible after appointment as Preferred Bidder and in any event no later than 12 September 2012.
- 7.2 Any application for the Department's consent to such a change request should be motivated and explained in detail (including in respect of any benefit to Government or the consumer, which allegation should be reflected



in the accompanying financial model) and must be accompanied by all relevant documentation including any documentation that would have had to be submitted as part of the Bid Response, if the subject matter of such change had been part of the original Bid Response, and any revisions to Bid Response documentation required as a consequence of such change.

- 7.3 The Department gives no assurance that any such change request will be granted, and reserves the right to grant or reject any such request in its sole discretion, subject to applicable legal principles.
8. We look forward to the successful conclusion of your Project and to those interactions with Bold Moves 384 (Pty) Ltd that are necessary, and contemplated by the RFP, for that purpose.
9. Please confirm the acceptance by Bold Moves 384 (Pty) Ltd of its appointment as Preferred Bidder on the terms and conditions of this letter by having a copy of it signed and returned to the Project Officer in accordance with clause 3.3 above.

Yours faithfully



Nelisiwe Magubane

**Director-General: Department of Energy**

Date: 18/08/2012

Bold Moves 384 (Pty) Ltd hereby accepts its appointment as a Preferred Bidder in respect of the Second Bid Submission Date of the IPP Procurement Programme, and confirms its acceptance of the terms and conditions of this letter.

\_\_\_\_\_  
Signature of duly authorised  
representative of Bold Moves  
384 (Pty) Ltd

\_\_\_\_\_  
Date

\_\_\_\_\_  
Name

\_\_\_\_\_  
Designation

**ANNEXURE A**

**CONFIRMATION IN RESPECT OF BOLD MOVES 384 (PTY) LTD MEMBERS AND DIRECTORS REGARDING INTERESTS IN ESKOM HOLDINGS SOC LIMITED**

Date: [●]

Department of Energy  
75 Meintjies and Schoeman Street  
Travenna Office Campus  
Sunnyside  
Pretoria  
0007  
South Africa

**THE REPUBLIC OF SOUTH AFRICA - DEPARTMENT OF ENERGY**

**TENDER NO: DOE/001/2011/2012**

**FOR: NEW POWER GENERATION FACILITIES UNDER THE IPP PROCUREMENT PROGRAMME**

Dear Sirs

1. Being duly authorised to represent and act on behalf of [insert name of Preferred Bidder] (the "Preferred Bidder"), hereby confirms the following:

1.1 No director of the Preferred Bidder is currently, nor will be at the time of signature of the PPA, a director of Eskom Holdings SOC Limited or any of its subsidiary companies, other than as detailed below:

1.1.1 [insert]

1.2 No director of any Member of the Preferred Bidder is currently, nor will be at the time of signature of the PPA, a director of Eskom Holdings SOC Limited or any of its subsidiary companies, other than as detailed below:

1.2.1 [insert]

1.3 No director of Eskom Holdings SOC Limited nor any of its subsidiary companies currently have, nor will have at the time of signature of the PPA,

a direct or indirect interest in the Preferred Bidder, other than as detailed below:

1.3.1 [insert]

Yours faithfully

Signed: \_\_\_\_\_

Name: \_\_\_\_\_

For and on behalf of [Lead Member of the Bidder or the authorised representative of a Bidder which is a Project Company]