

Request for Expression of Interest

**for EPC and O&M services for a 40 MW PV power plant
in Salima, Malawi**



JCM Matswani Solar Corp Limited

02 February 2018

1 Disclaimer

The following Request for Expression of Interest (RfEoI) has been created with the purpose to carry out a prequalification process for a tender of a solar photovoltaic (PV) power plant.

The issuer of this RfEoI reserves the right to terminate further participation in the RfEoI or direct proposal submission process by any party, to change the structure and timing of the prequalification and subsequent tender process, to refuse participation of any party in the subsequent tender process, to amend the information contained in this RfEoI or to terminate the RfEoI process. The bidder will be responsible for all costs, expenses, liquidated damages or other liabilities incurred for the submission. The bidder must also abide by internationally recognized anti-corruption and anti- bribery policies, specifically operating policies and procedures of PIDG and InfraCo Africa.

2 Introduction

2.1 The Project

JCM Matswani Solar Corp Limited (ProjectCo) requests a competitive proposal for EPC and OM services for a large-scale solar photovoltaic (PV) project in Salima, Malawi. ProjectCo is a limited liability corporation in Malawi owned, developed and managed by a consortium composed of InfraCo Africa Limited, JCM Power and Matswani Capital (PTY) Limited. ProjectCo has set out to develop, finance, build, own and operate an up to 40MWAC solar PV plant in Salima, Malawi (the Project) on an 80-hectare site within 4km of the Salima (Nanjoka) substation in Malawi. The estimated coordinates of the center of the site are -13.709444, 34.326576 (Note: the official coordinates of the site boundary are currently being finalized with the local authorities). The coordinates of the center of the Salima (Nanjoka) substation are -13.753804, 34.331411. Revised site coordinates will be made available upon request.

A basic layout of the site is provided in figure below:

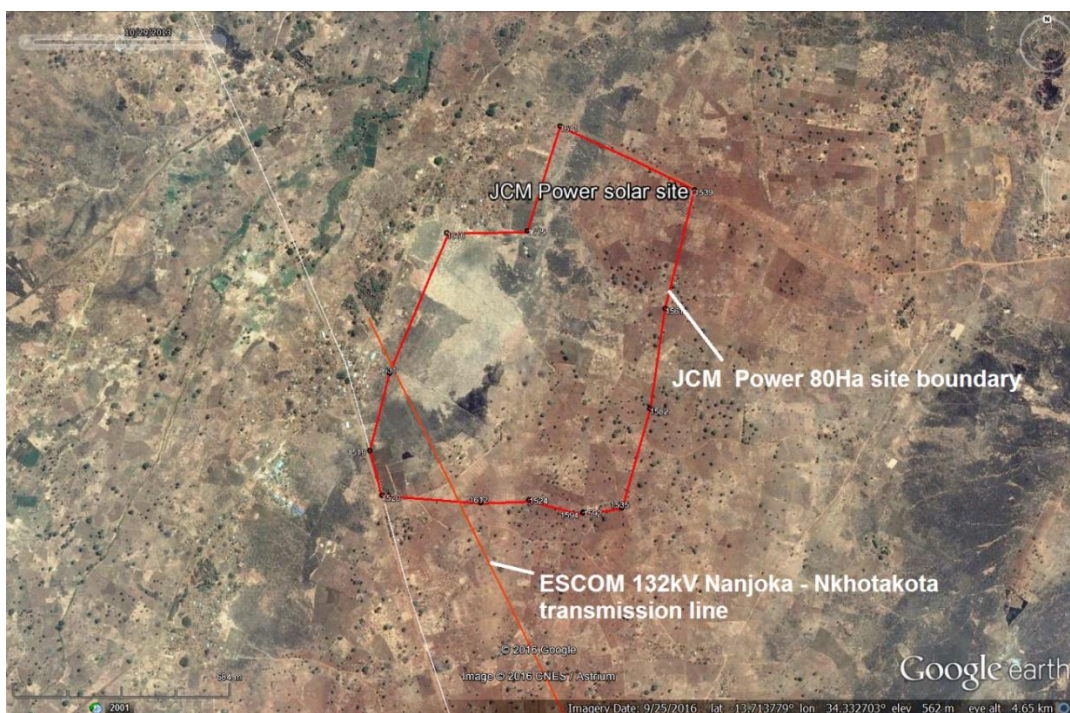


Figure 1: Project Site Boundary in Red

The PV power plant is to be built under a full-wrap turnkey, lump sum fixed price, date-certain engineering, procurement and construction (EPC) contract in combination with a long-term operation and maintenance (O&M) contract. It is to be built as follows:

- Size 40MWac
- Connect to the Salima (Nanjoke) Substation via a 4km 132kV transmission line to be included under the EPC
- Further technical details shall be provided at the next stage of the tender.

The counter party to the Power Purchase Agreement will be the Electric Supply Company of Malawi Limited (ESCOM) as the sole purchaser of the Solar Farms available capacity and power on a 'take or pay' basis.

2.2 The Employer

2.2.1 The Project Company, Sponsor Group and Background

ProjectCo is a Malawi special purpose vehicle (SPV) incorporated to develop, finance, build, own and operate solar energy projects. The SPV shareholders include:

- JCM Power (Project Sponsor – a Canadian company)
- InfraCo Africa Limited (Co-development Funder/Partner – incorporated in England and Wales)
- Matswani Capital (Co-development Partner – incorporated in South Africa)

JCM Power and InfraCo Africa Limited will provide the development capital to bring the project to financial close, while Matswani Capital, through a separate services agreement, provides development services to the ProjectCo in Malawi.

2.2.2 About JCM Power

JCM Power is an experienced Canadian solar power developer transitioning to become an independent power producer, focused on renewables (primarily solar PV) in high growth markets that are critically short of power supply.

With a successful track record of developing solar PV projects and a transmission link in North America, JCM Power's focus is to develop projects in Sub-Saharan Africa, Latin America and Southern Asia.

JCM Power executives have over 160 years of cumulative power, development and emerging markets experience, achieved through senior level positions at Gas Natural Fenosa, IFC/World Bank, OPG, Recurrent Energy and Vestas.

JCM Power currently has 12 projects under development (seven in sub-Saharan Africa, three in Latin America, one in Pakistan, one in Canada/USA) and, to date, has secured over \$115 million to develop and construct its current portfolio of diversified clean power projects, including over \$60 million grant funding, concessionary loans and development co-investment capital from DFIs.

2.2.3 About InfraCo Africa

InfraCo Africa Limited (InfraCo) seeks to alleviate poverty by mobilizing investment into sub-Saharan infrastructure projects. InfraCo does this by funding teams of experienced project developers or by

investing directly into projects which need the financial commitment and leverage that InfraCo can bring.

InfraCo is part of the Private Infrastructure Development Group (PIDG). Established in 2004, InfraCo is managed as a private company although funded by the governments of Austria (ADA), the Netherlands (DGIS), Switzerland (SECO) and the UK (DFID). InfraCo's projects have mobilized over US\$2 billion of investment and provided new infrastructure for approximately 13 million people, improving living standards and powering economic growth in sub-Saharan Africa.

2.2.4 About Matswani

Johannesburg-based Matswani Capital (PTY) Ltd. (Matswani), a company specializing in the development of several types of projects within sub-Saharan Africa, is acting as the project's regional developer. While Matswani is headquartered in South Africa, it also has a full-time presence in Malawi and Mozambique.

3 Tender process

The tender process will be administered by JCM Matswani Solar Corp Limited.

To optimize the tender process, there will be three stages:

1. **Prequalification.** During this stage, all suitable EPC companies are invited to express their interest in the project.
2. **Detailed proposals.** A maximum of five companies will be shortlisted from stage 1 and requested to submit detailed proposals.
3. **Final selection and negotiation.** Full EPC and O&M contract negotiations with one or possibly two of the short listed companies from phase two.

3.1 Prequalification

First stage of the tendering process is a prequalification round. Its purpose is to shortlist a maximum of five companies which are invited to submit detailed tender responses. The selection process is described in the following paragraphs.

3.2 Evaluation

The evaluation of the bids during the prequalification stage is based on the criteria stated in the table below. Please add to your RfEoI the necessary documentation as stated below to prove your capability to successfully implement the project.

Criterion	Supporting documents
Organization	Please provide an organizational chart of your company
Financial strength and stability	Please fill in form 1 and submit the last three annual reports
Management expertise	Please provide CV's of the relevant personnel
Project references	Please fill in form 2
Quality assurance	Please describe the quality management system, you have established

Work plan and time frame	Please fill in form 3
Miscellaneous	Please provide any other supporting document you regard as necessary

4 Schedule

The timeframe for this RfEol process is provided in the table below. The schedule for the further phases shall be circulated to the selected bidders.

Milestone	Date
Announcement of RfEol process	30 January 2018
Deadline for questions about the RfEol process	09 February 2018
Provision of answers to questions	23 February 2018
Deadline for submission of RfEol	2 March 2018
Announcement of Selection of bidders to the tender	09 March 2018

5 General instructions

Bidders are advised that the following mandatory instructions apply to the evaluation of responses:

- Bidders may be individual companies, joint ventures or consortia. Joint ventures and consortia are joint and several and are required to identify their percentage stake and area of expertise in the organisational chart requested. Financial information of all parties is to be provided. CVs of key personnel are to indicate their individual company.
- The RfEol shall be submitted in English language. If supporting documents are in another language, they have to be accompanied by an authorised translation.
- All communication has to be undertaken by email to salima_epc@jcmpower.ca.
- Expressions of Interests which do not conform to the instructions of this request or which contain qualifying conditions may be rejected.
- Questions about the prequalification process may be submitted until 09 February 2018 via email to salima_epc@jcmpower.ca. On 23 February 2015, all participants in the process will be provided with all questions and answers.
- Deadline for the submission of the RfEol and the supporting documents is 2 March 2018. Any RfEol received after this date will be rejected.
- The RfEol process and the subsequent tender process will be governed by the laws of England and Wales and place of jurisdiction will be England and Wales.
- Additional information is available for the pre-qualified bidders.