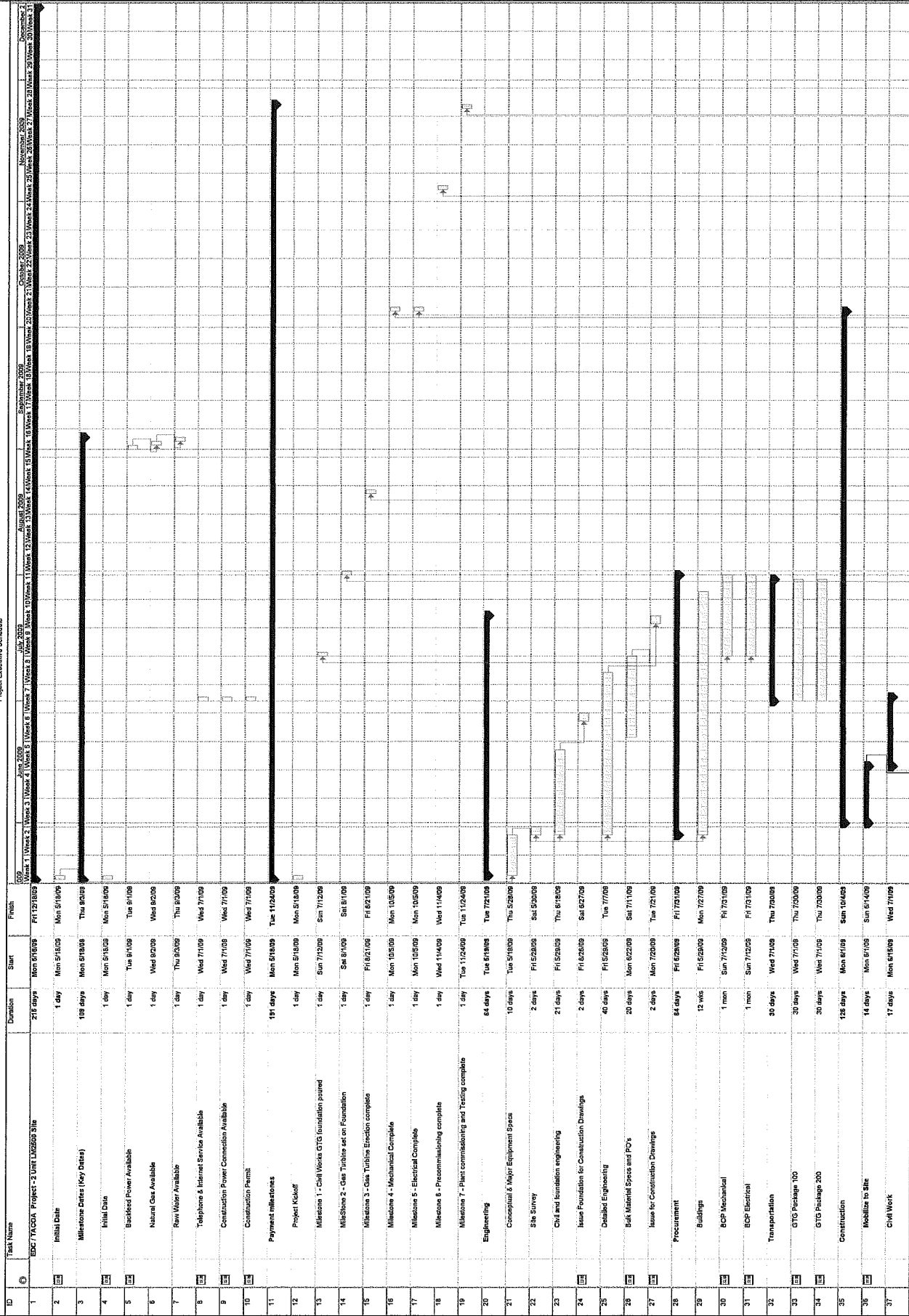
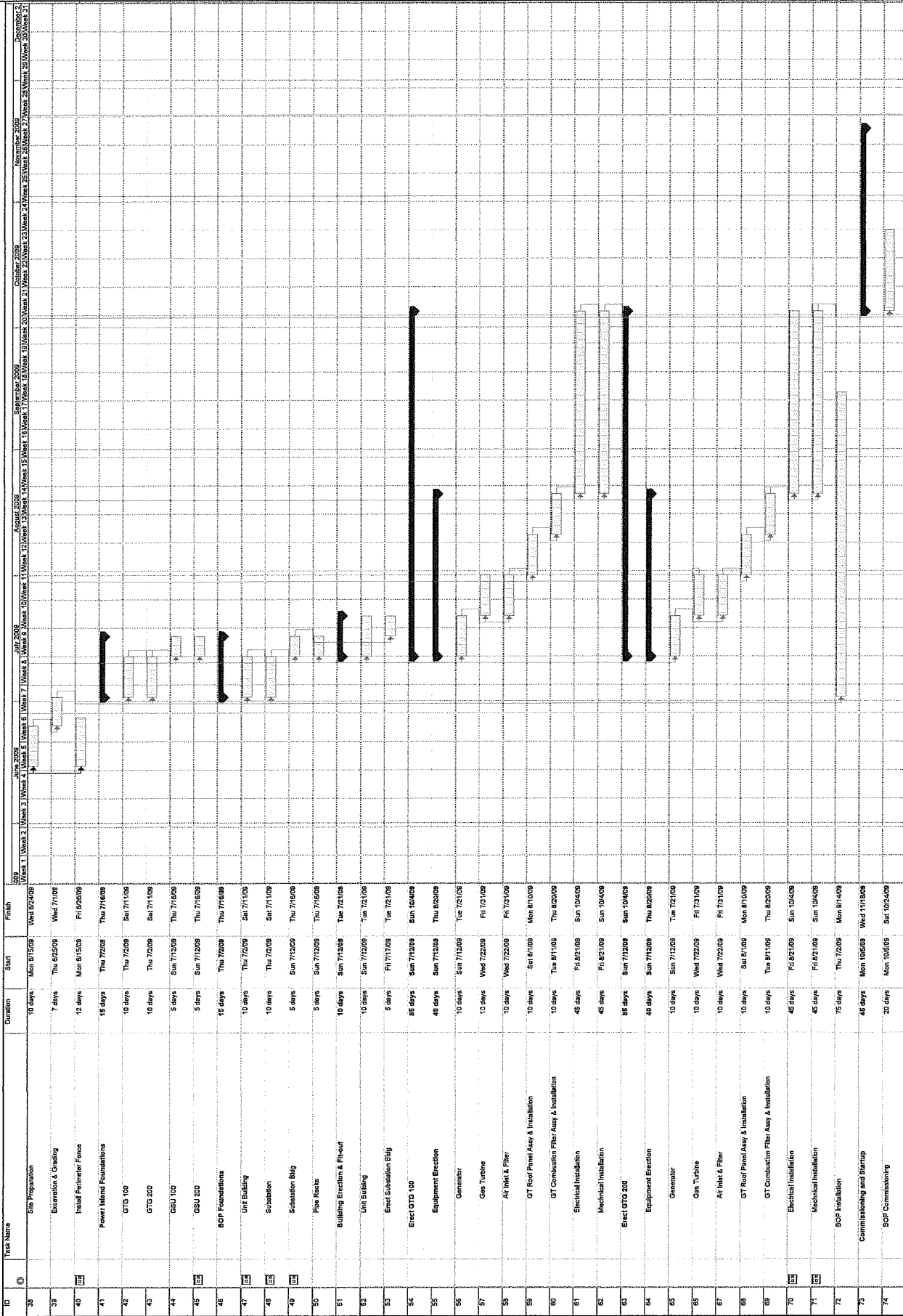


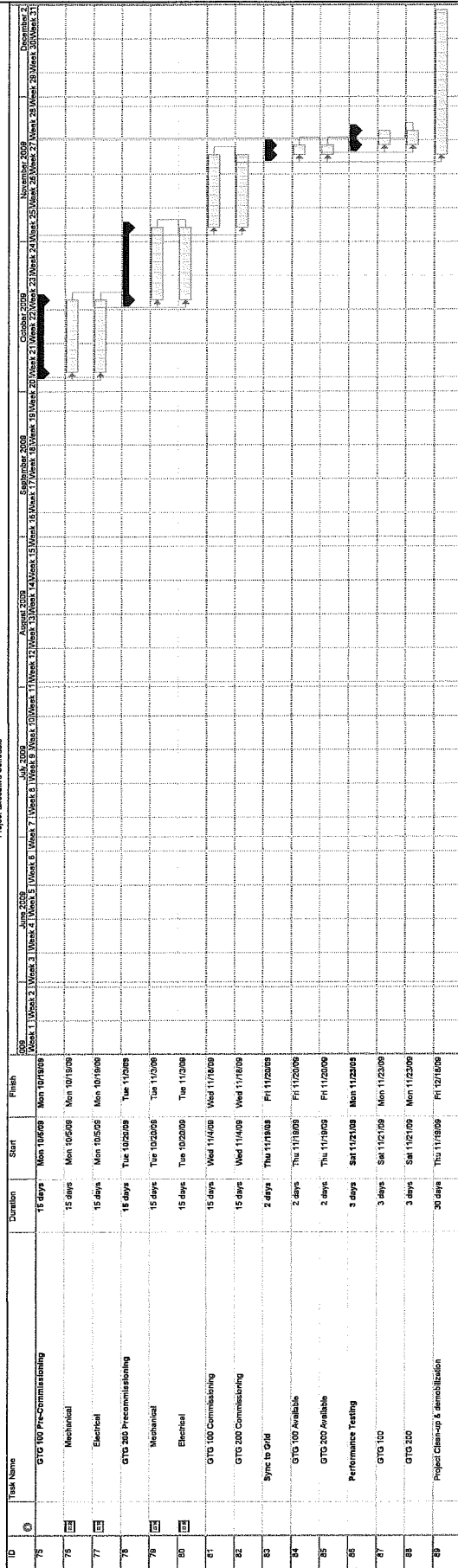
EDC TACOA Project
LM500 Simultaneous Project
Project Executive Schedule



EDC / PACOA Project
 LUG500 Project
 Project Erective Schedule



EDC / TACCA Project
LMS200 Pre-Commissioning
Project Executive Schedule



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Section 9.0 PROJECT QA/QC PLAN

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NOTE: THIS DOCUMENT TO BE UPDATED IMMEDIATELY FOLLOWING PROJECT KICKOFF TO REFLECT SITE & PROJECT SPECIFIC INFORMATION TO BE PROVIDED BY EDC.

Section 10.0 Exceptions and Clarifications

For clarification of the project the following exceptions and assumptions are stated:

10.1 The Scope of Supply of this document does not include the following outlined items:

- Interconnect, integration, and compatibility with EDC's existing SCADA system
- Real estate property on which the Simple Cycle is to be sited.
- Local, state, and/or government taxes associated with the Owner's corporations.
- Local, state, and/or government taxes associated with the Contractor furnished equipment.
- Any existing site environmental cleanup or modifications to site. **Contractor is not responsible for the removal and disposal of any existing hazardous waste on or near the site. This would include but not be limited to PCB's (Polychlorinated biphenyls), Asbestos, or any other hazardous waste either above ground or buried under ground.**
- Environmental permits. (Note: Contractor will assist in obtaining all permits where applicable.)
- Local county or state construction permit. (Contractor will assist in obtaining.)
- Fuel gas or Liquid Fuel for blow down, flushing, commissioning, start-up, and operation.
- Supply of Owner furnished items as outlined in Section 3.0 of this Proposal.
- Operating spares. (Contractor will submit a list of recommended spare parts.)
- Operational spares for equipment furnished by Contractor, but commissioning and start-up are included.
- Waste Water System individual sumps but all drain to underground Oily Water Separator which pumps to Waste Oil Tank and Waste Water Tank.
- Insulation or Heat Tracing on Gas Turbine Generator or associated auxiliary skids

- Refurbishment of existing 5 ea liquid fuel pumps
- Interconnection of the 2 existing liquid fuel pumps
- Fiber optic cable detection system for unauthorized personnel located adjacent to perimeter fencing
- Contractor is not furnishing custody transfer fuel gas metering system. (This will be furnished and installed by the fuel gas supplier)

10.2 This proposal is also based on the following assumptions:

- Owner to supply to Contractor or receive the items outlined in Section 3.0
- Owner will provide complete site for use as described in the TSD and associated drawings.
- Contractor will obtain local county or state construction permit. (Owner will assist in obtaining.)
- Contractor to furnish and install "first fill" lubricants and chemicals for the plant.
- Owner will provide site survey.
- All rights-of-way for roadways, entrances, pipeline(s), and transmission line to the Power Project will be provided by Owner.
- Performance guarantees, administration of warranty conditions will be discussed and agreed upon and inserted into the appropriate sections of this document at contract signing.
- Software licenses will be transferred to the Owner at the completion of the project. This will include the license documentation passwords and keys. It will be the responsibility of the owner to maintain these licensing articles for the time when the software needs to be reinstalled.

The DCS Remote PLC shall allow for system expansion through the addition of controllers, operator stations in the control panels, process I/O systems and /or process controllers while the equipment associated with the controller/computer are in manual mode. Modifications can be performed while the Power Plant is operational and the equipment in question is in manual mode. Proper safety precautions must be adhered to. "Tag out" procedures may be required.

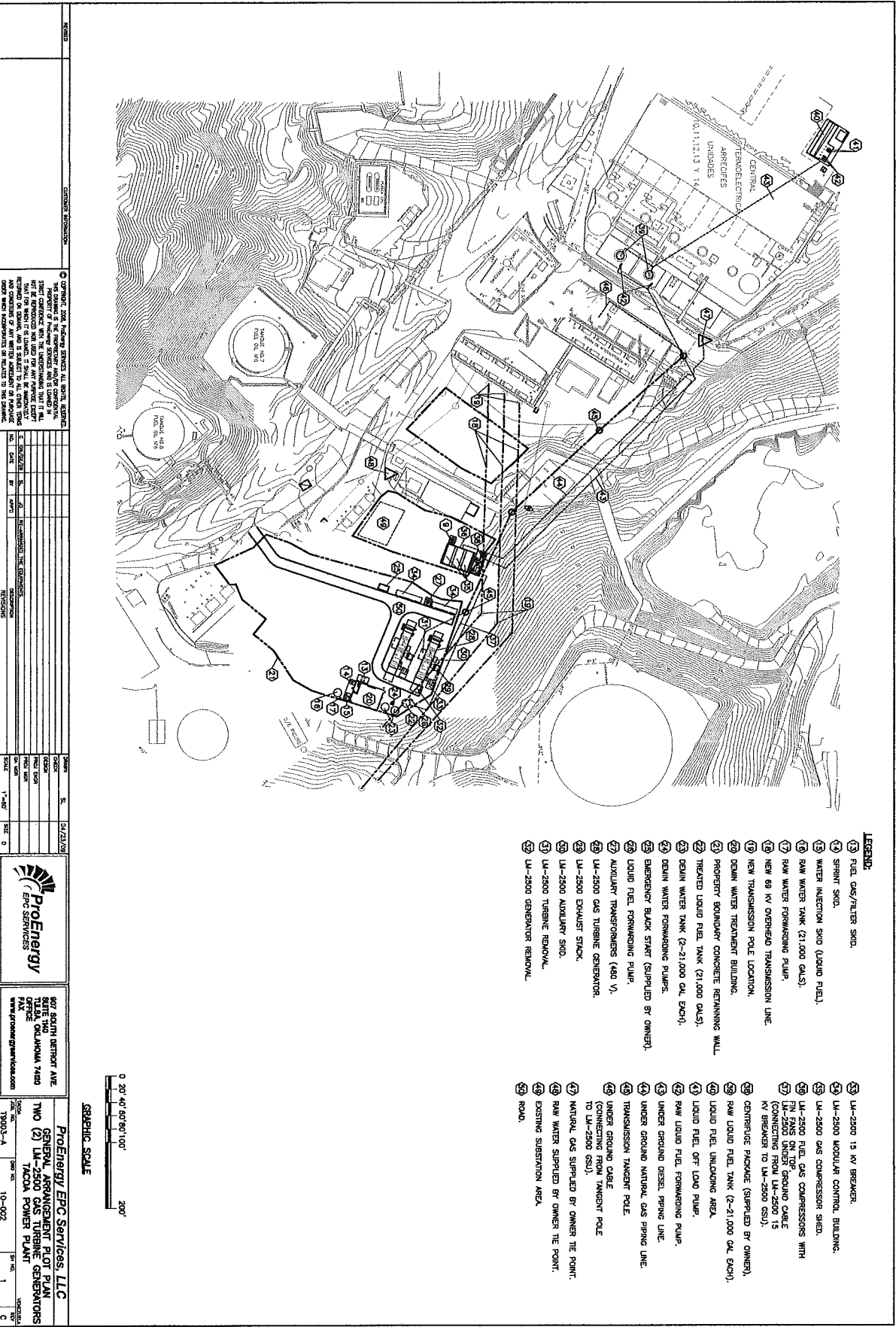


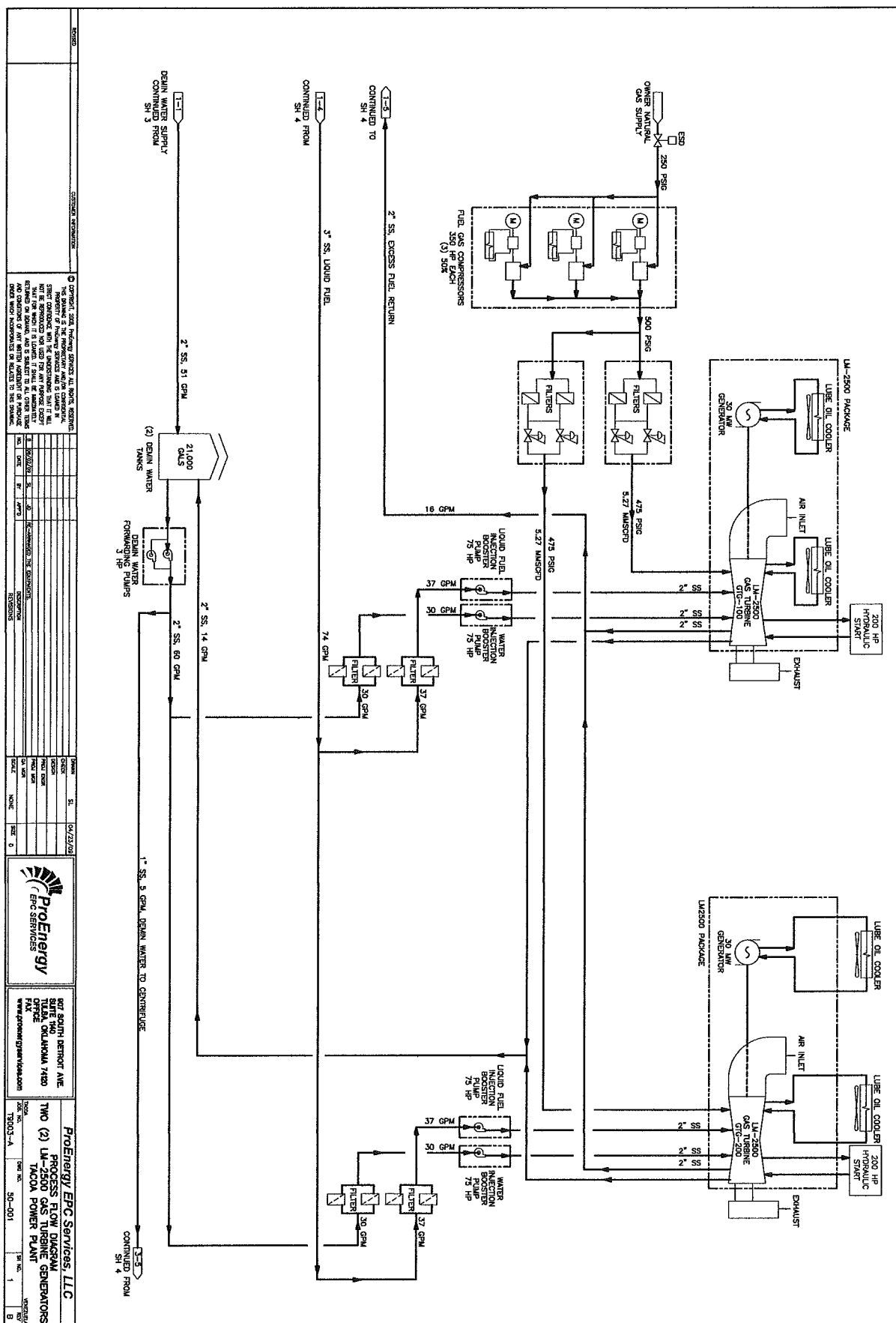
Section 11.0 Drawings

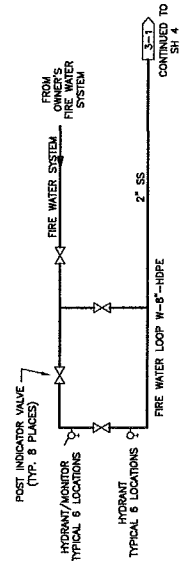
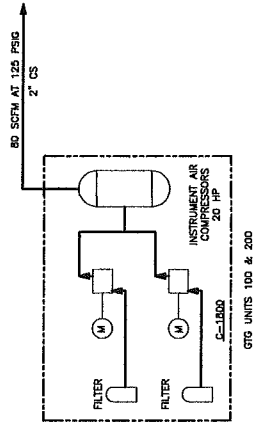
Please find on the following pages the following preliminary project drawings.

Overview Site Plan	10-001 Sh 1
General Arrangement Plot Plan	10-002 Sh 1
Process Flow Diagram	50-001 Sh 1
Process Flow Diagram	50-001 Sh 2
Process Flow Diagram	50-001 Sh 3
Process Flow Diagram	50-001 Sh 4
One Line Diagram	60-001 Sh 1
One Line Diagram	60-001 Sh 2
One Line Diagram	60-002 Sh 1
One Line Diagram	60-003 Sh 1
One Line Diagram	60-004 Sh 1



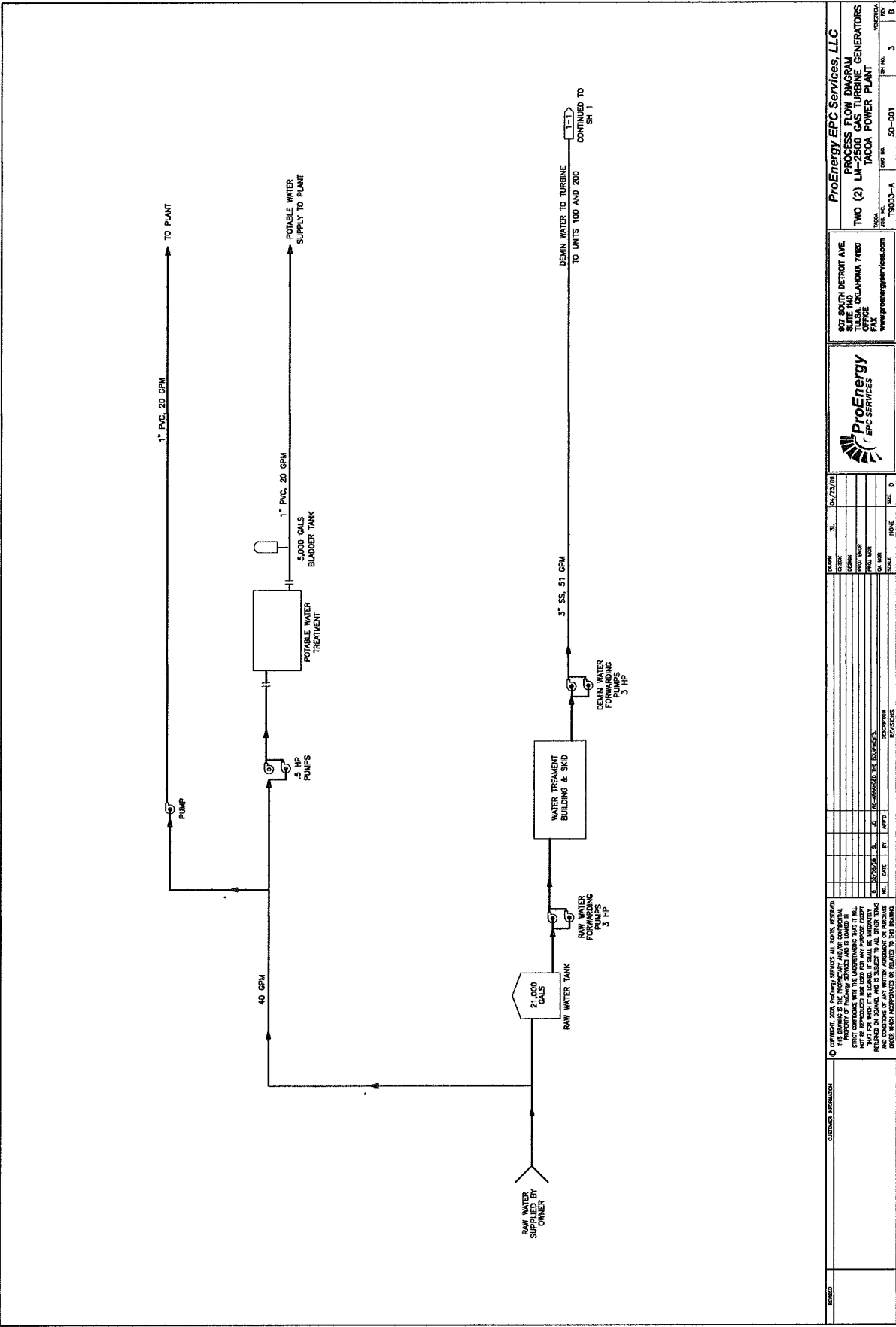






ProEnergy EPC Services, LLC PROCESS FLOW DIAGRAM TWO (2) LIQUID GENERATORS TACCA POWER PLANT		SHEET NO. 50-001 OF NO. 2 VOLUME B
907 SOUTH DETROIT AVE SUITE 140 OKLAHOMA 7480 FAX www.proenergyservices.com		
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THE DRAWING IS THE PROPERTY OF PROENERGY EPC SERVICES, LLC. IT IS TO BE USED ONLY FOR THE PROJECT AND SITE SPECIFIC CONDITIONS. IT IS NOT TO BE REPRODUCED OR COPIED IN ANY MANNER WITHOUT THE WRITTEN PERMISSION OF PROENERGY EPC SERVICES, LLC. IT IS THE RESPONSIBILITY OF THE USER TO OBTAIN ALL NECESSARY PERMITS AND APPROVALS FROM THE APPROPRIATE AGENCIES. IT IS THE USER'S RESPONSIBILITY TO OBTAIN ALL NECESSARY INFORMATION FROM THE CLIENT AND TO PROVIDE IT TO THE DESIGNER. IT IS THE USER'S RESPONSIBILITY TO OBTAIN ALL NECESSARY INFORMATION FROM THE CLIENT AND TO PROVIDE IT TO THE DESIGNER. IT IS THE USER'S RESPONSIBILITY TO OBTAIN ALL NECESSARY INFORMATION FROM THE CLIENT AND TO PROVIDE IT TO THE DESIGNER.		

10



ProEnergy EPC Services, LLC
 PROCESS FLOW DIAGRAM
 TWO (2) TURBINE GENERATORS
 TACA POWER PLANT

907 SOUTH DETROIT AVE
 SUITE 1100
 OKLAHOMA CITY, OK 73102
 OFFICE FAX
 www.proenergyservices.com

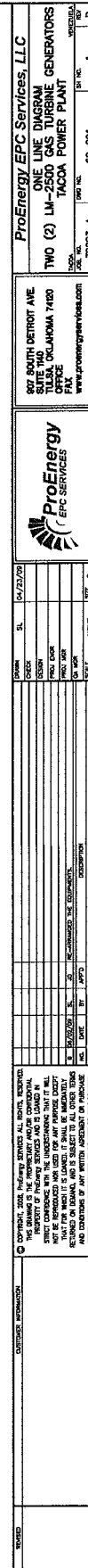


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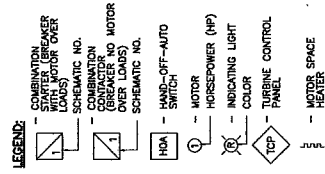
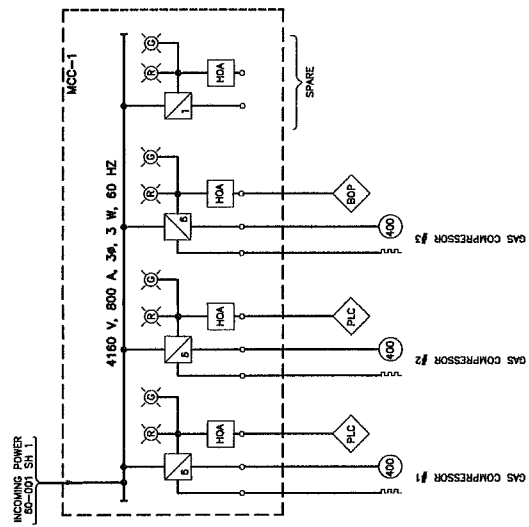
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SCALE	
SHEET	
TOTAL SHEETS	



<p>ProEnergy EPC Services, LLC</p> <p>ONE LINE DIAGRAM 480 V DISTRIBUTION PANEL TACOA POWER PLANT</p> <p>807 SOUTH DETROIT AVE SUITE 400 TULSA OKLAHOMA 74120 TULSA OKLA. 74103 www.proenergyepc.com</p> <p>ProEnergy EPC SERVICES</p>																			
<p>CUSTOMER INFORMATION</p> <p>PROJECT: 2006 ProEnergy Services All Electric Residential</p> <p>THE DRAWING IS THE PROPERTY AND/OR CONFIDENTIAL INFORMATION OF PROENERGY EPC SERVICES, LLC. IT IS TO BE USED ONLY FOR THE PROJECT AND/OR PURPOSE SPECIFICALLY IDENTIFIED HEREON. IT IS NOT TO BE REPRODUCED OR USED FOR ANY PURPOSE, EXCEPT THAT FOR WHICH IT IS ISSUED. IT SHALL BE IMMEDIATELY RETURNED TO PROENERGY EPC SERVICES, LLC UPON COMPLETION OF THE PROJECT AND/OR PURPOSE FOR WHICH IT WAS ISSUED. NO OTHER REUSE OR REPRODUCTION OF THIS DRAWING OR ANY PART THEREOF IS TO BE MADE WITHOUT THE WRITTEN PERMISSION OF PROENERGY EPC SERVICES, LLC.</p>																			
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Section 12.0 Appendix (Later)

- 12.1 Site Meteorological Data (By Owner)**
- 12.2 Site Location Map (By Owner)**
- 12.3 Raw Water Analysis (By Owner)**
- 12.4 Parasitic Loads (Later)**
- 12.5 Fuel Gas Specification (Later)**
- 12.6 Demin Water Specifications (Later)**
- 12.7 Soils Report (BY Owner)**
- 12.8 Major Equipment Specifications (Later)**
 - 12.8.1 LM2500 PE Gas Turbine Generator**
 - 12.8.2 Fuel Gas Compressors**
 - 12.8.3 Water Treatment System**
 - 12.8.4 Liquid Fuel Centrifuge**
 - 12.8.5 Oily Water Separator**
 - 12.8.6 Instrument Air Compressor**
 - 12.8.7 Plant DCS System (By ProEnergy EPC)**



EXHIBIT A-2

TSD FOR LM6000 GAS TURBINES

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TECHNICAL SCOPE DOCUMENT

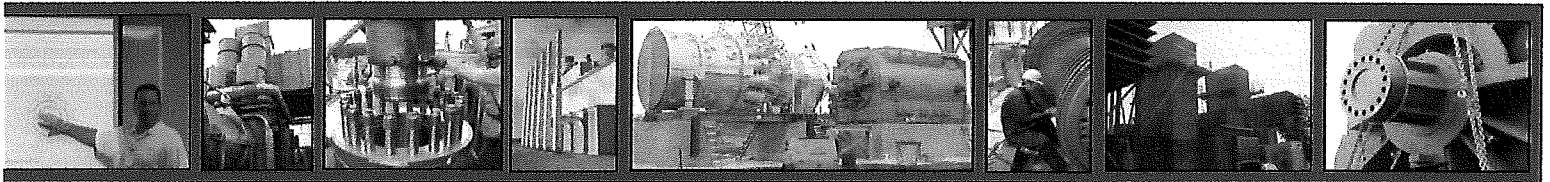
Presented To:

Electricidad de Caracas

For

The Turnkey Installation of Two (2) LM6000 PC GTG's & Balance of Plant at Tacoa

By



Proposal No. T9003B
Rev. June 25, 2009

**This document is privileged and contains confidential information intended for use only by
EDC**

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12.8.7	Plant DCS System (By ProEnergy EPC)



Section 1.0 Introduction

EDC desires to build a 100 MW gas fueled generating facility installed and operational within the schedule agreed upon. ProEnergy EPC Services proposes to install (2) Owner Finished GE LM6000 Sprint Gas Turbine Generators including additional auxiliary and balance of plant equipment as described in Sections 2 & 3.

In addition to installing the Owner furnished equipment, Contractor will also be supplying and installing other balance of plant equipment as described in Sections 2&3.

The LM6000 generator packages will be either New Surplus or Used Refurbished.

Associated with this proposal is **ProEnergy's O&M Services proposal**.

THIS DOCUMENT IS CONFIDENTIAL. IT IS DESIGNED AND INTENDED FOR ELECTRICIDAD DE CARACAS' USE. THIS DOCUMENT IS FOR THE SOLE PURPOSE OF EVALUATING PROENERGY EPC SERVICES' PROPOSAL FOR THE LM6000 POWER PLANT.



Section 2.0 Scope of Work and Supply

The Scope of Work and Supply is comprised of the following outlined items:

Major Generation Equipment

Installation of two (2) Owner Supplied GE LM6000 gas turbine generator packages, (one (1) LM6000 PC and one (1) LM6000 PD), complete with auxiliary skids, inlet filter and the one (1) Modular Control Building which is required with Turbine Control Panels, Generator Control Panels, GTG MCC, 24 VDC Batteries and Chargers and 125VDC Batteries and Charger.

GE Package interface points are as follows:

Equipment System	Limits of GE Package
<ul style="list-style-type: none"> All supply piping, including Fuel Gas, Cooling Water, Demineralized Water, Lube Oil, Compressed Air, Instrument Air, Hydraulic Start Oil 	<ul style="list-style-type: none"> Flanged or threaded connection on GE Package base plates.
<ul style="list-style-type: none"> Inlet Air-to-Filter 	<ul style="list-style-type: none"> Atmosphere
<ul style="list-style-type: none"> Turbine/Generator Ventilation Air 	<ul style="list-style-type: none"> Atmosphere
<ul style="list-style-type: none"> Turbine Exhaust 	<ul style="list-style-type: none"> Flange & Expansion Joint for connection to Exhaust Stack
<ul style="list-style-type: none"> Instruments on GE Package Base plate 	<ul style="list-style-type: none"> Terminal box on base plate
<ul style="list-style-type: none"> Instrument wiring in Turbine Control Panel 	<ul style="list-style-type: none"> Terminal in Turbine Control Panel
<ul style="list-style-type: none"> High Voltage Connections 	<ul style="list-style-type: none"> Bus bar in GE Package generator line side cubicle
<ul style="list-style-type: none"> Generator Ground Connections 	<ul style="list-style-type: none"> GE Package Neutral cubicle
<ul style="list-style-type: none"> Electric Motors 	<ul style="list-style-type: none"> Terminal box on individual motors
<ul style="list-style-type: none"> Ladders and Platforms for Air Filter 	<ul style="list-style-type: none"> Ladders and Platforms for Inlet Air Filter and Vent Fans

AS

2.0 Balance of Plant

The contractor will design and install the facility as described in the following sections of this document. The design will include the necessary Structural, Mechanical, Electrical, Instrumentation, and Control System to install the above Major Equipment.

The Balance of Plant scope of supply will be comprised of the following:

- Contractor will provide complete design of the facility including civil, structural, buildings, mechanical, electrical, instrumentation and control system.
- Contractor will provide concrete foundations, plant gravel, fencing and security gate.
- Owner will provide the existing site at the Arrecife location which Contractor has visited and based its site layout on .
- Owner will provide access roads to the site.
- Contractor will provide Installation of the complete Power Plant with the inter-ties as described later in this document and including:
 - Mechanical installation of the various items of equipment with the associated inter-ties of raw water, demin water, firewater, natural gas and waste oil & water.
 - Electrical installation of the plant including feeds to 2 ea existing GSU Transformers, area lighting, grounding, lightning protection, and cathodic protection.
 - Installation of Instrumentation and Control System including plant instrumentation, metering, and Plant DCS.

2.1 BOP Major Mechanical Systems

2.1.1 Simple Cycle Exhaust Stack

The Contractor will supply and install the exhaust stacks in accordance with the standards set out by GE for each LM6000 machine.

2.1.2 Plant Fuel Gas System

The Contractor will install the plant fuel gas system outlined as follows:

- Interconnect to Owner gas metering station above ground at gas regulating station adjacent to the Arrecife Power House.
- Install two (2) redundant coalescing filter separators on a common skid including redundant pressure regulators.
- Install a fuel gas compression plant to raise the available supply pressure of 230 psi. to the required 700 psi. for the gas turbines including sound attenuation for the (3) three compressors.
- Furnish and Install all plant fuel gas carbon steel piping, valves and fittings from plant inlet fuel gas interconnect to the fuel gas compressors and to each gas turbine fuel gas regulator filter.
- Provide and install stainless steel piping from the fuel gas filter to the gas turbine generator.



- Each supply line to the LM6000 turbines will have a gas meter with totalizer.
- Each LM6000 package is equipped with gas detectors.
- Signals to monitor and control the gas pressure are taken to the LM6000 central control room.

2.1.3 Plant Liquid Fuel System – Not Provided

2.1.4 Water and Demineralized Water System

Contractor will install a final water filtration system including EDI to treat the Owner furnished Demineralized water supply and sized to provide demin water to the LM6000 Plant.

2.1.5 Chiller System (Optional)

Standard Chiller System – Contractor to furnish and install one (1) packaged 4,000 ton electric chiller system to supply chilled water to the two LM6000 GTG's. The design basis for the chiller system is based on ASHRAE 0.4% level for the area of 96°F dry bulb and 78°F wet bulb. The calculated chiller level is 1,896 tons for each turbine for a total of 3,792 tons. Note: This Chiller system would add an approximate 20 MW net power to the output of the plant at high ambient conditions.

- The chiller system will include:
 - 4,000 ton packaged Trane chillers
 - Galvanized Steel Cooling tower with UV resistant PVC
 - Cooling water circulating pumps
 - Chilled water circulating pumps
 - Complete electrical system including MCC's and interconnecting wiring.
 - Complete PLC based control system
 - Chemical injection skid for cooling tower
 - Insulated interconnecting piping between the chiller package and each GTG.

2.1.6 Oily Water Drain System

The Contractor will furnish and install the oily water drain system as follows:

- Furnish and install below ground one (1) oily water separator with associated pumps and ancillaries.
- Furnish and install PVC or HDPE below ground piping and fittings from concrete oil containment units located at:
 - 1) All Transformers
 - 2) Gas Turbine Generator Auxiliary Skids
 - 3) Fuel Gas Compressors



Piping is to be routed to the oily water separator and then to the waste oil storage tank. The waste water is to be routed to the existing Plant Waste Water System. The Contractor will make provisions to pump the waste oil to the existing waste oil tank at the Arrecife Power House.

2.1.7 Plant Fire Water System

The Contractor will furnish and install the Firewater System to be connected to the existing Main Plant Firewater System.

- Headers routed throughout the plant in accordance with NFPA Codes sized as 8" HDPE pipe.
- Monitors and Hydrants installed in accordance with NFPA Codes
- Portable fire extinguishers
- Building Fire Protection in accordance with Local Codes

2.1.8 Instrument and Service Air Systems

The instrument and service air systems will be as follows:

- Contractor will install one (1) set of two (2) instrument and service air screw compressors with associated dryer and air storage tanks.
- Furnish and install stainless steel tubing with Swagelok fittings, valves, and instruments for instrument and service air systems from the air compressors to various required areas throughout plant for instrument air and service air. Furnish the appropriate quick connect connectors.

2.2 BOP Electrical Systems

2.2.1 13.8 KV System

The Contractor will perform the following work on the 13.8 KV system:

- Install two (2) 13.8 KV 3,000 amp generator circuit breakers with PTs and CTs, two (2) 13.8 KV Fused Disconnect switches for Aux. Power.
- Furnish and install all 13.8 KV cabling, bus work, duct bank, or hot dipped galvanized cable tray etc. from the generators to the generator circuit breakers and from generator breakers to the two Owner 69KV GSU Transformers.

2.2.2 13.8/4.16 KV System

The Contractor to provide the following:

- Furnish and install one (1) 13.8KV / 4160V, 2000Kva auxiliary power transformer.
- Furnish and install one (1) 4160 V MCC to supply power to Gas Compressors



2.2.3 480V System

The Contractor will provide the 480V system as follows:

- Install One (1) Owner Furnished 13.8KV / 480 volt 2.3 MVA auxiliary power transformer.
- Supply and install (1) 13.8 KV / 480 volt 2.0 MVA auxiliary power transformer.
- Furnish and install one (1) BOP 480V MCC
- Furnish and install cable tray / conduit with cabling from transformers to MCCs and from MCCs to plant 480V equipment and motors.
- Furnish and install underground conduit, duct banks, or overhead cable tray mounted on the pipe racks.

2.2.4 120/240 System

The Contractor will provide the 120/240 system as follows:

- Furnish and install 480V/120/240V transformers, distribution panels and lighting panels as required with associated conduits, fittings and wire.

2.2.5 Plant Area Lighting

The Contractor will provide the plant area lighting as follows:

- Furnish and install area lighting consisting of four (4) 25 ft galvanized metal poles with two (2) 400 watt metal halide floodlights on each pole sufficient to illuminate both GTG's and common areas.
- The lighting system will be connected to the black start generator
- 120 v power outlets will be furnished

2.2.6 Ground Grid

The Contractor will provide the ground grid for the plant as follows:

- Contractor to tie the new ground grid into the existing utility ground grid.

2.2.7 Plant Electrical Cable Tray

The Contractor will provide the plant electrical cable tray work as follows:

- Furnish and install hot dipped galvanized cable trays throughout plant. Cable trays to be mounted on pipe racks, cable trenches or within buildings for routing plant cabling. A separate cable tray will be installed for each of the 15/5 KV systems, 480V system, and instrumentation system cables.



2.2.8 Underground Conduit and Cable Systems

The Contractor will provide the plant underground conduit and cable system as follows:

- Furnish and install rigid galvanized conduit or PVC encased in concrete for all underground power, control and instrumentation systems.

2.2.9 Lightning Protection

The Contractor will provide lightning protection as follows:

- Furnish and install lightning protection on each gas turbine exhaust stack.

2.2.10 Batteries / Chargers / UPS Systems

The Contractor will perform the following work on the batteries / chargers / UPS systems:

- Furnish and install BOP UPS system for DCS remote PLC associated equipment.

Note: 24 VDC batteries and chargers are to be supplied as part of the GE packaged control house.

2.3 Plant Instrument and Control Systems

2.3.1 BOP Control System

The Contractor will furnish and install a BOP control system to be located in the Central Control Room and consisting of:

- One (1) PLC DCS system sized for LM6000 and LM2500 Plants
- Three (3) PCs for human-machine interface (HMI).
- Two (2) printers.
- One (1) software package for plant DCS.

2.3.2 Plant Instrumentation Devices

- Contractor to furnish and install instrument devices, both pneumatic and electric, consisting of meters, pressure, flow, temperature and level where required.

2.3.3 Electronic Wiring and Pneumatic Piping

- Contractor to furnish and install necessary instrument wiring and pneumatic piping with associated Swagelok fittings, etc.



2.4 69 KV Scope of Work

2.4.1 Generator Step-up Transformers (GSUs) Owner Furnished

- Contractor to install two (2) 13.8KV feeds to Owner's generator step-up transformers.

2.4.2 Protective Relaying

- Contractor to supply and install Differential and overcurrent protection relays for transformers.

2.5 Plant Communication System

- Contractor to provide communication and public address system for the new plant.
- Contractor to furnish temporary telephones and email capability for construction communication purposes.
- The permanent communication system between the new plant and the TACOA plant will be provided by Owner.

2.6 Plant Civil and Structural

Contractor is responsible for the GEO TECH study, soil RESISTIVITY study, and HYDROLOGY to determine the creek levels for proper storm drainage, mud slides.

- Site preparation, rough grading, and finished grading to be furnished by Contractor based on an existing site with the required cut and fill to modify the site to accommodate both the LM6000 and LM2500 gas turbine generators.
- Contractor will furnish retaining walls and shotcrete stabilization of the embankments surrounding the plant site.
- Contractor to furnish and install all plant reinforced concrete foundations designed to IBC 2003. GSU foundation shall have 9" freeboard.
- Contractor to furnish and install concrete containment curbs and equipment foundations.
- Contractor to furnish and install plant gravel and asphalt paving as shown on the Plot Plans.
- Contractor to provide structural steel pipe racks to support overhead piping and cable trays. Pipe racks to be located as shown on Plot Plan drawings.

2.7 Fencing

Contractor to furnish and install perimeter fencing with razor wire 3 meters high. Also to include access gate



2.8 Plant Buildings

- Furnish and install a (30ft. x 40ft.) prefabricated metal insulated building for the Control / DCS/PLC room and offices and also auxiliary mechanical equipment. The Control / DCS/PLC room will be air conditioned and finished out as office space.
- Furnish and install a (30ft x 40ft.) prefabricated metal building for the demin water treatment, forwarding pumps, and instrument air compressors.
- Furnish and install (40ft. x 65ft.) prefabricated metal shed over gas compressors

2.9 Plant Equipment Erection

- Contractor to unload all Plant equipment delivered to site.
- Contractor will provide all cranes and support equipment and manpower as required to erect the gas turbine generators.
- Contractor to provide for erection of all Owner furnished and Contractor furnished BOP equipment.

2.10 Cranes, Equipment and Tools

Contractor to furnish or provide for all plant construction required cranes, fork lifts, back hoes, hydraulic lifts, welding machines, air compressors, generators, temporary lights, trucks, pick-ups, etc. All lifting equipment will be certified. Heavy equipment operators will be certified as trained and qualified for the equipment they are operating.

2.11 Transportation

Clover International will furnish transportation from US port to site all Contractor and Owner furnished equipment. Contractor will coordinate the schedule for delivery and offloading of the equipment at site to minimize delays.

2.12 Lubricants and Chemicals

- Contractor will supply and install all lubricants, lube oils and chemicals for furnished equipment.

2.13 Spares

- Contractor will make provision to supply, receive and store all commissioning spare parts furnished for equipment during start-up and commissioning.
- Contractor to provide Owner with recommended list of spare parts for Gas Turbine Generator and BOP equipment.

2.14 Construction Offices and Storage Facilities

- Contractor to provide construction offices for Contractor, Technical Representatives (3), and Owner (7 persons).
- Contractor to provide fenced storage and a lay down area and around the construction site during construction.
- Contractor to provide sanitation facilities for Contractor, & Owner personnel during construction.
- Contractor to provide communication facilities for construction.

2.15 Engineering and Project Management

- Contractor to provide detailed engineering and specifications for all disciplines involved for the power plant including mechanical, electrical, instrumentation, DCS System, civil and concrete foundations.
- Contractor to provide project management complete with construction management, quality control / quality assurance, scheduling, administration, warehousing, and expediting including regular monthly reporting of all disciplines.
- Contractor to arrange for and provide fully qualified technical representatives during erection, testing, start-up, commissioning for the gas turbine generator units and Chillers.
- Contractor to provide startup, commissioning and testing of BOP associated systems.
- Contractor to provide operator and maintenance training for Power Plant on the Gas Turbine Generator Packages, Chillers, DCS, and Balance of Plant.
- Contractor to provide one (1) electronic and two (3) hard copies in English only for used equipment and in English and Spanish for new equipment of the O&M manuals, training manuals, engineering calculations, commissioning and start-up manuals, test manuals, as-built drawings, design specifications and warranty manuals for plant equipment.

2.16 Cathodic Protection

Cathodic Protection will be provided for all steel underground piping.



Section 3.0 Equipment List - Detailed Division of Responsibility

Material/Responsibility Owner	Qty	Description
Contractor – ProEnergy EPC Responsibility Civil / Structural	1 Lot	Natural Fuel Gas supply and metered at the PDVSA Station
	1 Lot	Fuel Gas and Liquid Fuel for Commissioning / Start-up that meets the PDVSA Specifications supplied to Contractor by EDC.
	1 Lot	Raw Water Supply from the existing tanks located above the site.
	1 Lot	Raw Water for Commissioning and Startup
	1 Lot	Waste Oil Deposal from the existing Arrecefe Power House
	1 Lot	Permits for Environmental, Importation, Transportation, Operations, etc. to allow plant construction and commercial operations
	1 Lot	Construction & Commissioning Water and 480V three phase power
	1 Lot	Access Roads to site
	1 Lot	Import Duties and Taxes
	1 Lot	Construction lay down area
	1	Fuel Gas Compressor with 50% capacity
	1 lot	Right of Way, easements, etc. to allow proposed interconnects as required
		Gas Turbine Generator
	2	Gas Turbine Generator packages: (1) LM6000 PC & (1) LM6000 PD
	1	Modular Control Building with (2) sets of the following:
		-Turbine Control Panel
		- Generator Control Panel and Protection Panel
		- 24 VDC Batteries and Chargers
		- 125 VDC Batteries and Chargers
		- 125 VDC Rundown motor starter
		- 480V MCC
Contractor – ProEnergy EPC Responsibility Civil / Structural	1	13.8 KV Generator Breaker NEMA 3R
	1	13.8 KV / 480V 2.3 MVA Transformer
Building	1 Lot	Site Preparation, Rough Grading, Excavation, final grading, retaining walls, shotcrete stabilization of the embankments surrounding the plant and fencing
	1 Lot	Construction Tools, Rental Equipment & Rental Cranes
	1 Lot	Temporary Power Distribution
	1 Lot	Plant Concrete Foundations
	1 Lot	Plant Paving, Gravel and Pads for the GTG Turbines and Generators
	1 Lot	Structural piping supports, platforms, ladders, and Misc structural steel supports
	1	Control Room and Office Building
	1	Demin Water Treatment, Demin Forwarding Pumps, and Firewater Pumps Building
	1	Compressor Building
Mechanical	2	Exhaust Stacks with Silencers
	1	Fuel Gas Plant ESD Valve



Material/Responsibility Contractor (continued)	Qty	Description
Mechanical	2	Dual fuel gas filter skids
	2	50% capacity Fuel Gas Compressors for LM 6000 Plant
	1	Fire Water System with Loop, Monitors and Controls
	1	Demin Water Treatment System
	2	21,000 fiberglass Demin Water Storage Tanks
	2	GTG Duplex Demin Water Filter Skids
	2	Demin Water forwarding Pumps
	1	Duplex Instrument Air Compressor
	1	Oily Water Separator
	1	Waste Oil Tank 5,000 Gallon
	1	Waste Oil Forward Pump
	1 Lot	Pipe, Valves and Fittings with Insulation as required
	1 Lot	Mechanical Labor
	1	Optional 4,000 Ton Inlet Air Chiller with Cooling Tower, Cooling water pumps, and Circulation Pumps.
Electrical	1	13.8 KV Generator Breaker Nema 3R
	2	13.8 KV Fused Disconnects (Station Service) NEMA 3R
	2 Sets	13.8 KV Cable Bus from Generator breakers to owner furnished GSUs
	1	13.8 KV / 4160 V 2000KVA Transformer for Fuel Gas Compressors
	1	13.8 KV / 480 V 2000KVA Transformer for Auxiliary Equipment
	1	480 V Distribution Switch board
	1	480 V BOP MCC
	1 Lot	BOP 480/220 V Transformers, Lights, Panels, etc.
	1	120 V UPS System for Control Room
	1	Plant Grounding Grid
	1 Lot	Lightning Protection
	1 Lot	Cathodic Protection for underground steel piping
	1 Lot	Area Lighting
	1 Lot	480 V Welding Receptacles
	1 Lot	Electrical Labor
	1 Lot	Local Subcontractor(s) Civil, Electrical & Mechanical Craft Labor
Instrumentation & Control	1 Lot	Plant Instrumentation
	1	PLC based DCS System
	1 Lot	I&C Installation and Construction
Construction	1 Lot	Major Equipment Erection
	1 Lot	Mechanical Installation and Construction
	1 Lot	Construction Tools, Rental Equipment & Rental Cranes
	1 Lot	Lubricants, Chemicals, Filters, etc. for Plant Commissioning and Start up
	1 Lot	Balance of Plant Start up and Commissioning Spare Parts



Material/Responsibility Contractor (continued)	Qty	Description
Construction	1 Lot	Transportation of all BOP Equipment to site
	1 Lot	Plant Commissioning and Performance Testing
Engineering	1 Lot	Overall Plant Training
	1 Lot	Conceptual and Detail Design engineering (Total Plant)
	1 Lot	Project Detail Engineering,
	1 Lot	Project Manuals in Spanish including O&M, Warranty, and Engineering Calculations
	1 Lot	As Built Drawings
	1 Lot	Recommended Vendor Spare Parts List
Project Management	1 Lot	Project Management with QA/QC, Safety, and Training
	1 Lot	Project manuals in Spanish including project procedures, Systems Turnover Manuals, project implementation, QA/QC, safety and training
	1 lot	Training



Section 4.0 Design Basis and Interconnection Points

4.1 Design Conditions

Design Conditions (Assumed)

Site Elevation	100 feet
Air Temperature, High	80° F
Air Temperature, Low	75° F
Maximum Wind Velocity	100 mph
Relative Humidity	78%
Seismic Zone	4
Fuel Gas Supply Pressure	230 psig minimum
Total NOx water Injection	37.5 gpm
Total Sprint water injection	36.2 gpm
High Voltage Interconnect	13.8 KV At Owner GSU
Instrument Air System	185 scfm by Contractor

4.2 Interconnect Points

Interconnect Points with Owner Facilities

Fuel Gas	Downstream Customer Meter Station 230 psig at the Arrecifes Power House
Plant Waste Water	A waste water interconnect to Owner's existing Waste Water System
Plant Waste Oil	At waste oil tank pump to Owner's truck
13.8 KV	Owner's 13.8 / 69KV GSU's
Telephone	None
Fire Water Supply	At existing Main Firewater Header System adjacent to site
Raw Water Supply	At existing Raw Water Tanks above the site



Section 5.0 Expected Performance – Using Natural Gas or Diesel Fuel – With/Without Inlet Chilling (Not Guaranteed)

The expected performance for the plant is presented in the performance calculations included in this section. Calculations were performed for operation on both Natural Gas for the LM6000 PC sprint and LM6000 PD sprint, with and without Chilling. A performance summary is included below with inlet air chilling to 48°F operating at the Design Conditions listed. Additional calculations were performed at higher ambient temperature for 48°F inlet air. A performance summary is attached on the following pages.

TACOA LM6000 PC Sprint & PD Sprint

80°F; 70% RH; 100 ft			
	Natural Gas 951.6 BTU/lb LHV		
	LM 6000 PC spt	LM 6000 PD spt	Total (Both) Units
Gross GT Power ea. (kW)	45687	42401	88088
Net LHV HR (BTU/kWh)	8873	8601	8744
Net Power (kW)	44551	41367	85918
Auxiliaries (kW)	1136	1034	2170
Fuel usage (pph)	19910	17920	37830
Fuel usage (MMSCFD)	9.65	8.69	18.34
Fuel Chemical LHV per GT (kBTU/h)	395319	355802	751121
Fuel Chemical HHV/LHV ratio	1.105	1.105	1.105
Water Injection (pph)	18380	N/A	18380
Water Injection (gpm)	36.76	N/A	36.76
Sprint (pph)	9046	8992	18038
Sprint (gpm)	18.09	17.98	36.07



Inlet chilled to 48°F w/ < 4000 tons total chilling (about 2900 tons for these conditions)			
80°F; 70% RH; 100 ft			
	Natural Gas 951.6 BTU/lb LHV		
	LM 6000 PC spt	LM 6000 PD spt	Total (Both) Units
Gross GT Power ea. (kW)	51143	46977	98120
Net LHV HR (BTU/kWh)	8871	8503	8695
Net Power (kW)	49315	45286	94601
Auxiliaries (kW)	1829	1691	3520
Fuel usage (pph)	22040	19396	41436
Fuel usage (gpm)	10.69	9.41	20.1
Fuel Chemical LHV per GT (kBTU/h)	437476	385076	822552
Fuel Chemical HHV/LHV ratio	1.105	1.105	1.105
Water Injection (pph)	23220	N/A	23220
Water Injection (gpm)	46.44	N/A	46.44
Sprint (pph)	8600	6880	15480
Sprint (gpm)	17.2	13.8	31

12

6.0 Plant and Equipment Warranties

Balance of Plant Warranties – Contractor will obtain from all equipment vendors their warranty on the material and equipment provided. These warranties will be for a term of 12 months from commercial operation (full power) date and if a replacement is required, for a term of 12 months following such replacement. The warranty for each component will include replacement of the item as well as the Contract labor cost to replace and install.

This vendor warranty information will be assembled and packaged into a Warranty Manual. The Warranty Manual will provide vendor name and contact information, component description, and model number. The warranty Manual will be provided to the Owner.

Section 7.0 Project Management and Organization

7.1 Project Management Execution

7.1.1 Project Management Team (Typical)

The Contractor will assemble a well qualified and experienced team of individuals who have worked together on many previous projects.

The team will be comprised of:

- Project Manager
- Administration Manager
- Project Technical Consultants
- Construction Manager
- Purchasing / Expediter
- Scheduling
- QA/QC
- Project Engineering Manager
- Site Erection
- Commissioning / Start up Managers
 - Mechanical
 - Electrical
- Mechanical Construction Superintendent
- Electrical Construction Superintendent
- Training

The team as outlined above has worked together on many gas turbine generator power plants within the US as well as internationally. They have successfully completed a number of "Fast Track" projects internationally.

7.1.2 Project Manuals

One of the first tasks to be initiated is the preparation of the project specific project manuals. These manuals are listed:

- Project Procedures
- Project Implementation
- Project Engineering Calculations
- Project Warranties
- QA/QC
- Safety
- Training
- Operation and Maintenance
- Commissioning, Start Up, and Turnover
- Project Performance Test



7.1.3 Project Schedule

Along with the commencement of preparation of the project manuals, the detailed project schedule will be started. This detailed schedule will be developed utilizing Microsoft Project. The project schedule will be a living document which will be continually updated by a full time assigned scheduler for the life of the project. The proposed project schedule is included in Section 8.0.

7.1.4 Project Engineering

Preliminary conceptual engineering has been developed during the proposal phase which consists of:

- General Arrangement Plot Plan
- Process Flow Diagram
- One Line Diagrams

The conceptual drawings listed above are immediately completed after project Notice to Proceed. This entails updating the various drawings based on final agreed upon items with the Owner and/or Owner's Engineer. The Process Flow Diagram is completed with the latest heat and material balance. The One Line Diagrams are further developed to reflect loads, breaker / fuse sizing, DL power, etc. The Control System Drawing is likewise further completed reflecting agreed upon HMI's, printers, Balance of Plant Equipment PLC's, etc.

The conceptual engineering is completed utilizing the project technical consultants (responsible for proposal preparation) and the detailed engineering team to guarantee a smooth hand over to the detailed engineering phase.

During the conceptual engineering phase, specifications are finalized for all engineered equipment to be purchased. On a "Fast Track" project most of the engineered equipment has been preliminarily specified with only final checks and agreed upon modifications made.

Detailed engineering will be completed utilizing the conceptual drawings previously described and with Owner approval. This detailed engineering will include: engineering protocol for drawings and specification.

As-built drawings will be completed upon completion of the installation phase of the project.

7.1.5 Owner Approval

It is proposed that three approval steps be in place for the engineering phase of the project. These steps would be 30%, 60%, and 90%. The Owner or Owner's Representative could travel to the Contractor or vice versa at the Owner's request.



7.1.6 Project Procurement

Major engineered equipment which has been specified during the proposal and configuration phases of the project are submitted on the agreed upon approval process and when approved will be purchased.

The Balance of Plant Equipment and materials (normally short delivery) will be itemized and listed during detailed engineering. A decision will be made as to who will furnish (Contractor or Subcontractor) based on job conditions, locations, etc.

7.1.7 Construction Phase On Site

The project management team will move to the site for the construction phase of the project. This phase is further described as follows:

1. Mobilization

A mobilization and construction lay down plan will have been prepared as part of the Project Implementation Manual. This would include setting up the normal required items.

- Construction offices
- Site utilities
- Secure and non-secure lay down areas
- Communications
- Project management housing, transportation, food, etc.
- Arrangements for major equipment rental
- Surveys, soil tests, etc.

2. Project Construction

Project construction will be carried out utilizing local subcontractors and materials where feasible. Contractor will furnish construction management and detailed supervision of all disciplines.

3. Commissioning and Turnover

Commissioning and Turnover Manuals will be prepared for each discrete system making up the power plant. An experienced and knowledgeable commissioning and turnover team will be assigned under the supervision of a well qualified start-up manager. This team will commission on a "priority system" basis the various systems to provide for plant start up. It is desired that plant operation and maintenance personnel be involved to provide valuable hands on experience.



4. Training

Operation and maintenance training will be conducted in two phases:

- General Electric LM 6000 GTG equipment classroom at the site subject to plant operator preference.
- On site balance of plant operation and maintenance.

Formal training manuals will be prepared with formal on site training to be conducted.

5. Plant and Performance Testing

Plant and performance test documents will be prepared and submitted for approval. The formal tests will be conducted on an agreed time with the necessary Owner's Representatives attending.



8.0 PROJECT SCHEDULE

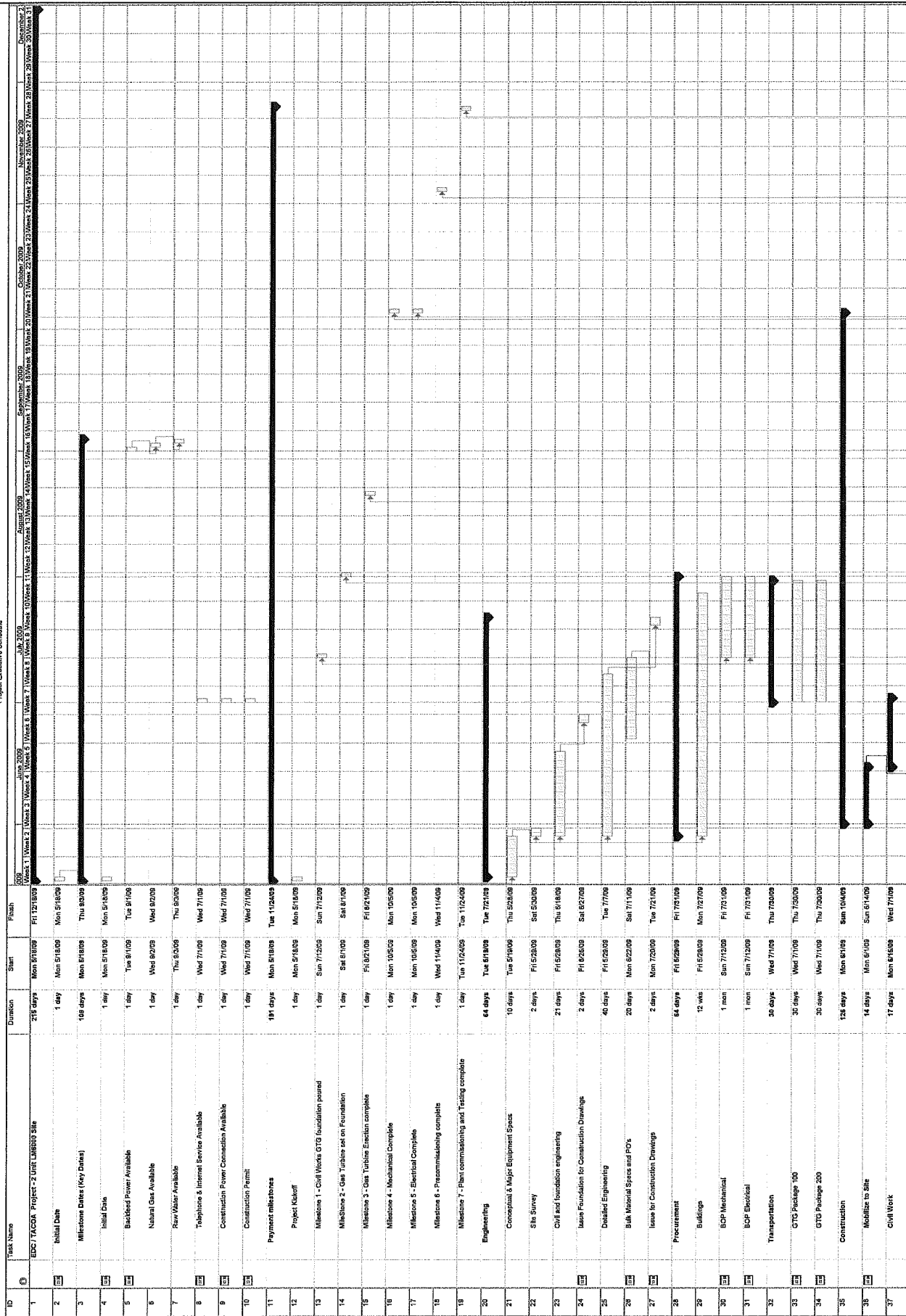
Please find on the following pages ProEnergy EPC Services' Typical Project Schedule for the installation of a (2) unit LM6000 Plant.

NOTE: THIS IS A HIGH LEVEL SCHEDULE BASED ON A PROJECT KICK OFF DATE OF MAY 18, 2009 WHICH WAS PROVIDED BY EDC. SINCE THE ACTUAL PROJECT KICK OFF DATE DID NOT OCCUR ON MAY 18, 2009, THIS SCHEDULE HAS SLIPPED DAY FOR DAY SINCE THAT DATE.

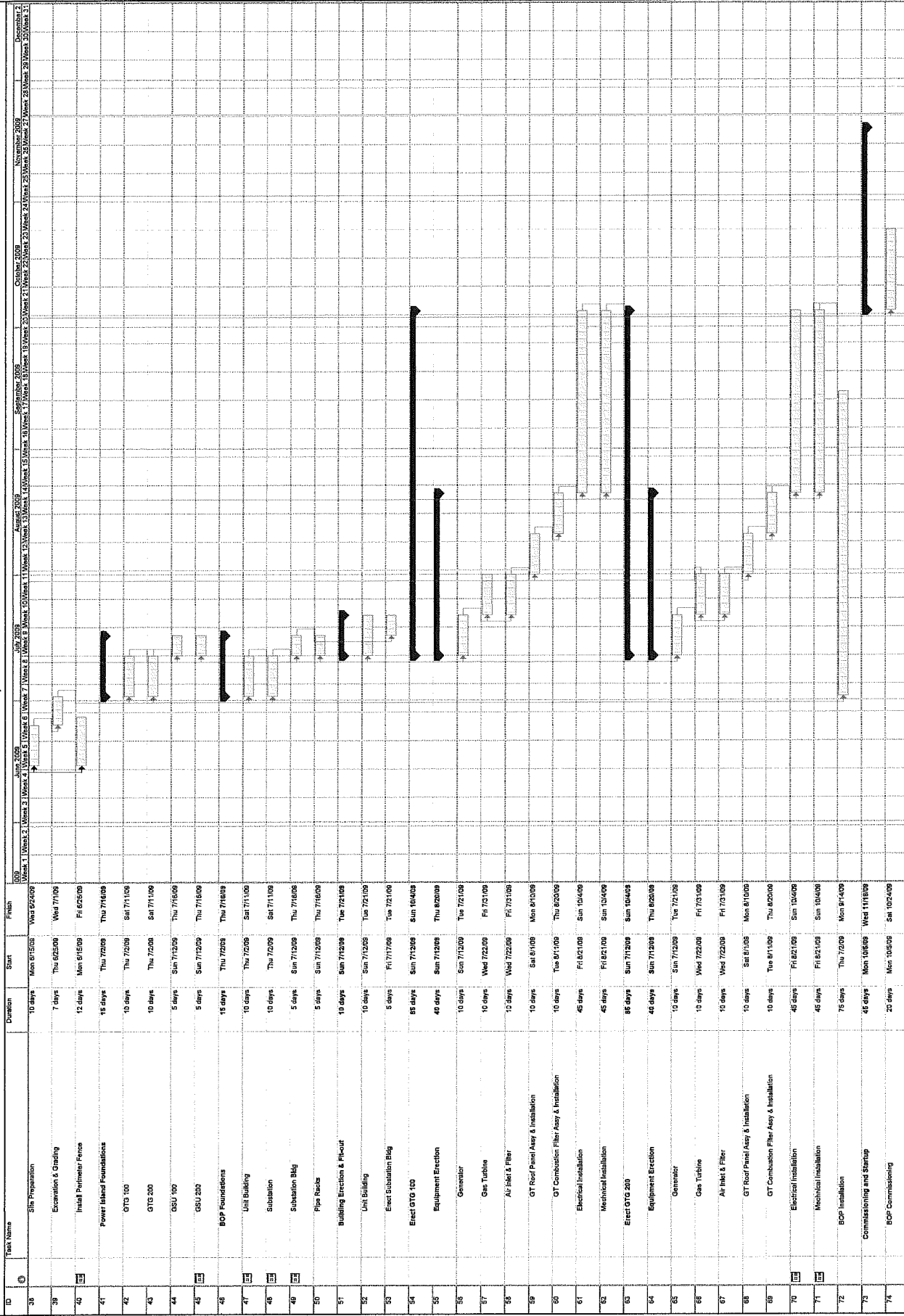
THIS IS A TYPICAL SCHEDULE AND NOT THE GUARANTEED SCHEDULE



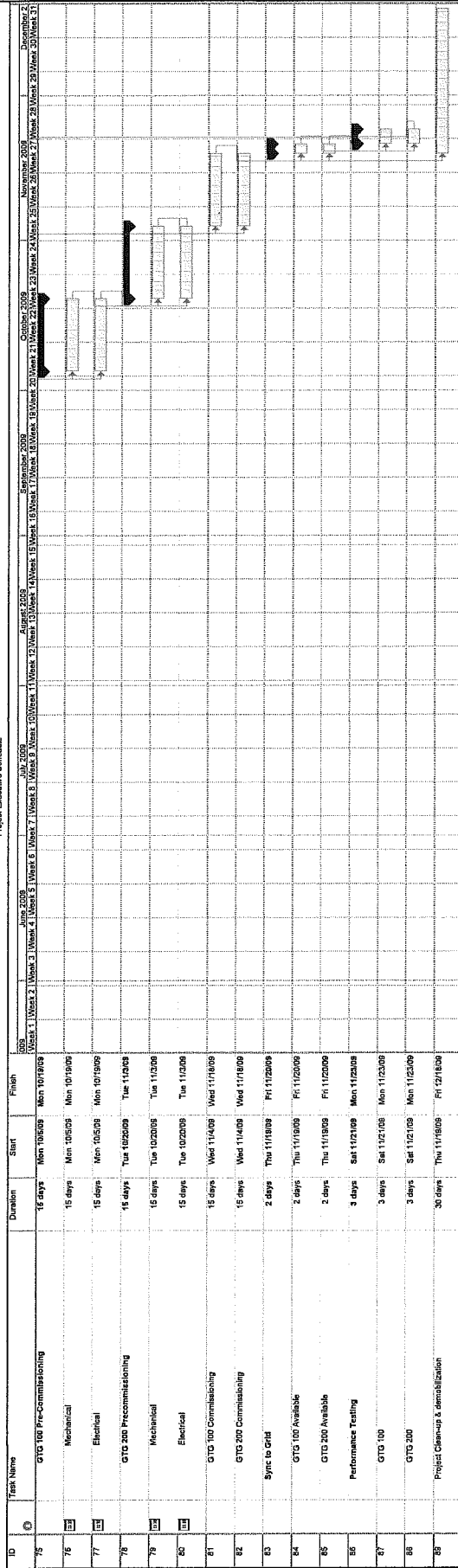
EDC TACO Project
 LUSCO TACO Project
 Project Executive Schedule



ERC 17400A Project
 LUSCO Project
 Project Executive Schedule



EOC 17600A Project
 LMS6000 Project
 Project Executive Schedule



Section 9.0

PROJECT QA/QC PLAN

TABLE OF CONTENTS

- I. INTRODUCTION
- II. ORGANIZATION
- III. PLAN TASKS AND PROCEDURES
 - A. Construction Design
 - 1. Design Documentation Review-Drawings
 - 2. Design Documentation Review-Specifications
 - 3. Drawing Control
 - B. Subcontracted Design
 - C. Material Procurement
 - 1. Procurement Procedures
 - 2. Equipment / Material Specification Preparation
 - D. Test Plans
 - 1. Measurement and Test Equipment
 - 2. Documentation
 - 3. Definition of Test Types
 - E. Corrective Action
- IV. INSPECTION REQUIREMENTS
 - A. Responsibilities
 - B. Classification of Test
 - 1. Factory Testing
 - 2. Operational System Test (OST)
 - 3. Performance Tests
 - C. Test Documentation
- V. PROJECT SPECIFIC INSPECTIONS AND TESTS
 - A. Site Preparation
 - B. Ground Grid
 - C. Concrete Foundations, Walls, and Slabs
 - D. Electrical
 - E. Structural Steel
 - F. Piping and Welding
 - G. Instrumentation
 - H. Documentation
- VI. SHIPPING AND HANDLING

NOTE: THIS SECTION WILL BE COMPLETED IMMEDIATELY FOLLOWING PROJECT KICKOFF UTILIZING SITE & PROJECT SPECIFIC INFORMATION



Section 10.0 Exceptions and Clarifications

For clarification of the project the following exceptions and assumptions are stated:

10.1 The Scope of Supply of this document does not include the following outlined items:

- Real estate property on which the Power Project is to be sited.
- Local, state, and/or government taxes associated with the Owner's corporations.
- Local, state, and/or government taxes associated with the Contractor furnished equipment.
- Any site environmental cleanup or modifications to site. **Contractor is not responsible for the removal and disposal of any existing hazardous waste on or near the site. This would include but not be limited to PCB's (Polychlorinated biphenyls), Asbestos, or any other hazardous waste either above ground or buried under ground.**
- Environmental permits. (Note: Contractor will assist in obtaining all permits where applicable.)
- Fuel gas for blow down, flushing, commissioning, start-up, and operation.
- Supply of Owner furnished items as outlined in Section 2.0 of this Proposal.
- Operating spares. (Contractor will submit a list of recommended spare parts.)
- Interconnect, integration, and compatibility with EDC's existing SCADA system
- Fiber optic cable detection system for unauthorized personnel located adjacent to perimeter fencing
- Contractor is not furnishing custody transfer fuel gas metering system. (This will be furnished and installed by the fuel gas supplier)

10.2 This proposal is also based on the following assumptions:

- Owner to supply to Contractor or receive the items outlined in Section 2.16
- Owner will provide complete site for use as described in the TSD and associated drawings.



- Contractor to apply for local county or state construction permit. (Owner will assist as required.)
- Contractor to furnish and install "first fill" lubricants and chemicals for the plant.
- Contractor will provide soil borings to be utilized for site design.
- Owner to provide site survey as necessary
- Owner to provide fuel for plant commissioning and start-up.
- Owner to provide rights-of-way for roadways, entrances, pipeline, and transmission line to the Power Project.
- Performance guarantees, administration of warranty conditions will be discussed and agreed upon and inserted into the appropriate sections of this document at contract signing.
- Contractor will transfer software licenses to the Owner at the completion of the project. This will include the license documentation passwords and keys. It will be the responsibility of the owner to maintain these licensing articles for the time when the software needs to be reinstalled.
- The Contractor supplied DCS shall allow for system expansion through the addition of controllers, operator stations in the control panels, process I/O systems and / or process controllers while the equipment associated with the controller/computer are in manual mode. Modifications can be preformed while the Power Plant is operational and the equipment in question is in manual mode. Proper safety precautions must be adhered to. "Tag out" procedures may be required.
- Operator stations in the control room can be expanded while in remote mode and the Power Plant is operational.
- Various vendor supplied PLCs for the major equipment will use either function block or ladder logic programming. The Balance of Plant PLC will use ladder logic programming. The Gas Turbines will utilize a GE designed control system.

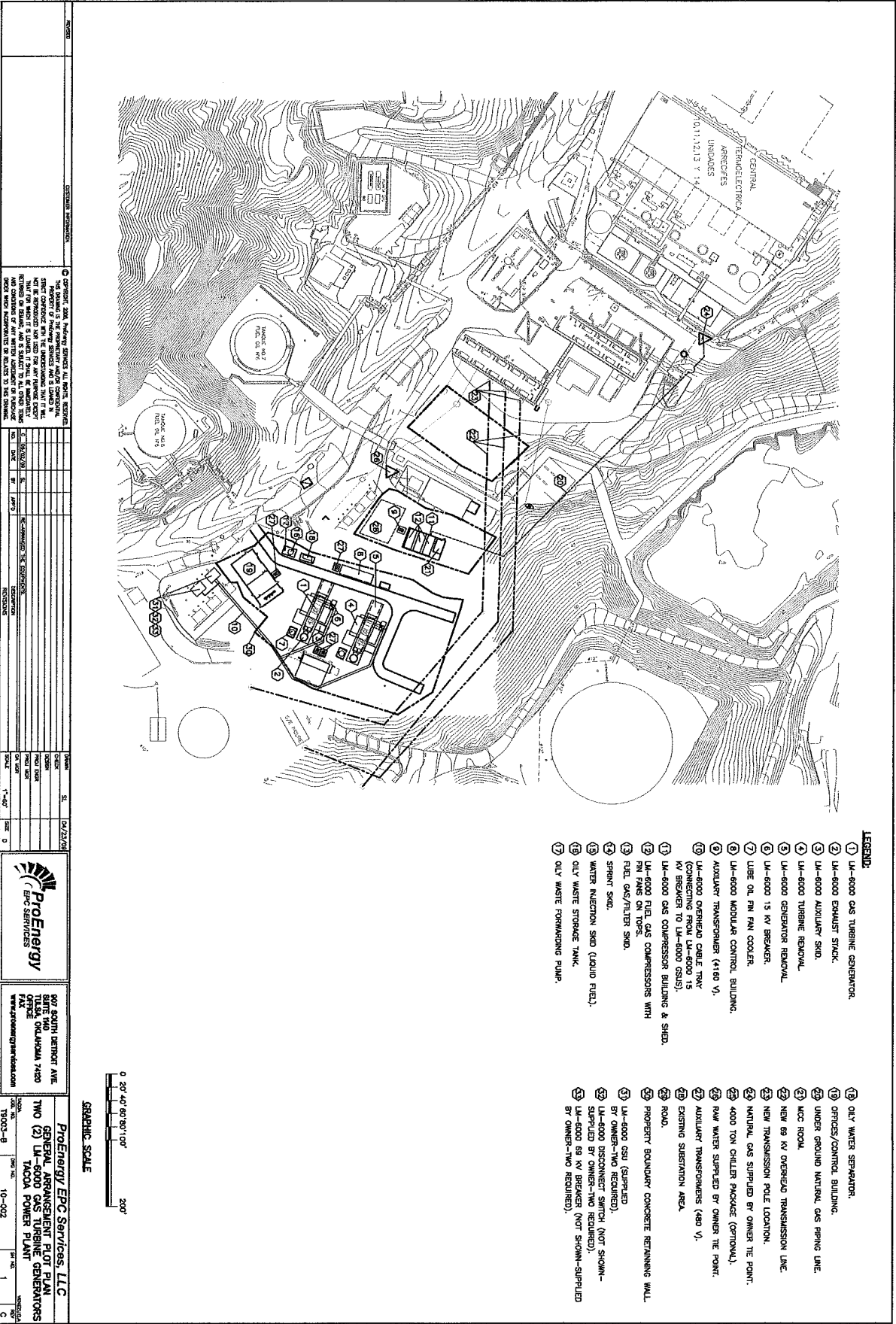


Section 11.0 Drawings

Please find on the following pages the following preliminary project drawings.

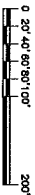
Overview Site Plan	10-001 Sh 1
General Arrangement Plot Plan	10-002 Sh 1
Process Flow Diagram	50-001 Sh 1
Process Flow Diagram	50-001 Sh 2
Process Flow Diagram	50-001 Sh 3
Process Flow Diagram	50-001 Sh 4
Generator One Line Diagram	60-001 Sh 1
Generator One Line Diagram	60-001 Sh 2
One Line Diagram	60-003 Sh 1
One Line Diagram	60-004 Sh 1
One Line Diagram	60-004 Sh 2
One Line Diagram	60-004 Sh 3
One Line Diagram	60-004 Sh 4





LEGEND:

- 1 UA-6000 GAS TURBINE GENERATOR.
- 2 UA-6000 EXHAUST STACK.
- 3 UA-6000 AUXILIARY SMO.
- 4 UA-6000 TURBINE REMOVAL.
- 5 UA-6000 GENERATOR REMOVAL.
- 6 UA-6000 15 kV BREAKER.
- 7 LUBE OIL FAN COOLER.
- 8 UA-6000 MODULAR CONTROL BUILDING.
- 9 AUXILIARY TRANSFORMER (480 V).
- 10 UA-6000 OVERHEAD CABLE TRAY (UNDERGROUND).
- 11 UA-6000 GAS COMPRESSOR BUILDING & SHED.
- 12 UA-6000 FUEL GAS COMPRESSORS WITH FAN FANS ON TOPS.
- 13 FUEL GAS/FILTER SMO.
- 14 SMO SMO.
- 15 WATER INJECTION SMO (LIQUID FUEL).
- 16 ONLY WASTE STORAGE TANK.
- 17 ONLY WASTE FORWARDING PUMP.
- 18 ONLY WATER SEPARATOR.
- 19 OFFICES/CONTROL BUILDING.
- 20 UNDER GROUND NATURAL GAS PIPING LINE.
- 21 MCC ROOM.
- 22 NEW 66 kV OVERHEAD TRANSMISSION LINE.
- 23 NEW TRANSMISSION POLE LOCATION.
- 24 NATURAL GAS SUPPLIED BY OWNER TIE POINT.
- 25 4000 TON CHILLER PACKAGE (OPTIONAL).
- 26 RAW WATER SUPPLIED BY OWNER TIE POINT.
- 27 AUXILIARY TRANSFORMERS (480 V).
- 28 EXISTING SUBSTATION AREA.
- 29 ROAD.
- 30 PROPERTY BOUNDARY CONCRETE RETAINING WALL.
- 31 UA-6000 CSU (SUPPLIED BY OWNER-TWO REQUIRED).
- 32 UA-6000 DISCONNECT SWITCH (NOT SHOWN-SUPPLIED BY OWNER-TWO REQUIRED).
- 33 UA-6000 66 kV BREAKER (NOT SHOWN-SUPPLIED BY OWNER-TWO REQUIRED).



GRAPHIC SCALE

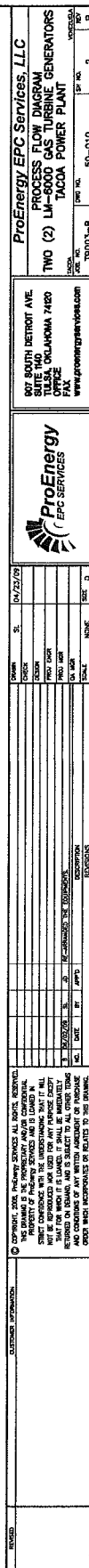
THE DRAWING IS THE PROPERTY OF PROENERGY EPC SERVICES, LLC. IT IS TO BE USED ONLY FOR THE PROJECT AND SITE SPECIFICALLY IDENTIFIED HEREON. IT IS NOT TO BE REPRODUCED, COPIED, OR TRANSMITTED IN ANY FORM OR BY ANY MEANS, ELECTRONIC OR MECHANICAL, INCLUDING PHOTOCOPYING, RECORDING, OR BY ANY INFORMATION STORAGE AND RETRIEVAL SYSTEM, WITHOUT THE WRITTEN PERMISSION OF PROENERGY EPC SERVICES, LLC. ANY VIOLATION OF THIS NOTICE SHALL BE SUBJECT TO ALL OTHER TRADE AND INTELLECTUAL PROPERTY RIGHTS AND IS SUBJECT TO THE TERMS AND CONDITIONS OF THE AGREEMENT BETWEEN THE CLIENT AND PROENERGY EPC SERVICES, LLC.

NO.	DATE	BY	APP'D.	REVISION
1	03/26/2018			ISSUED FOR PERMITTING
2	03/26/2018			REVISED PER COMMENTS
3	03/26/2018			REVISED PER COMMENTS
4	03/26/2018			REVISED PER COMMENTS
5	03/26/2018			REVISED PER COMMENTS
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807 SOUTH DETROIT AVE
SUITE 100
ANN ARBOR, MI 48106
TEL: 734.769.1234
FAX: 734.769.1235
WWW.PROENERGYEPC.COM

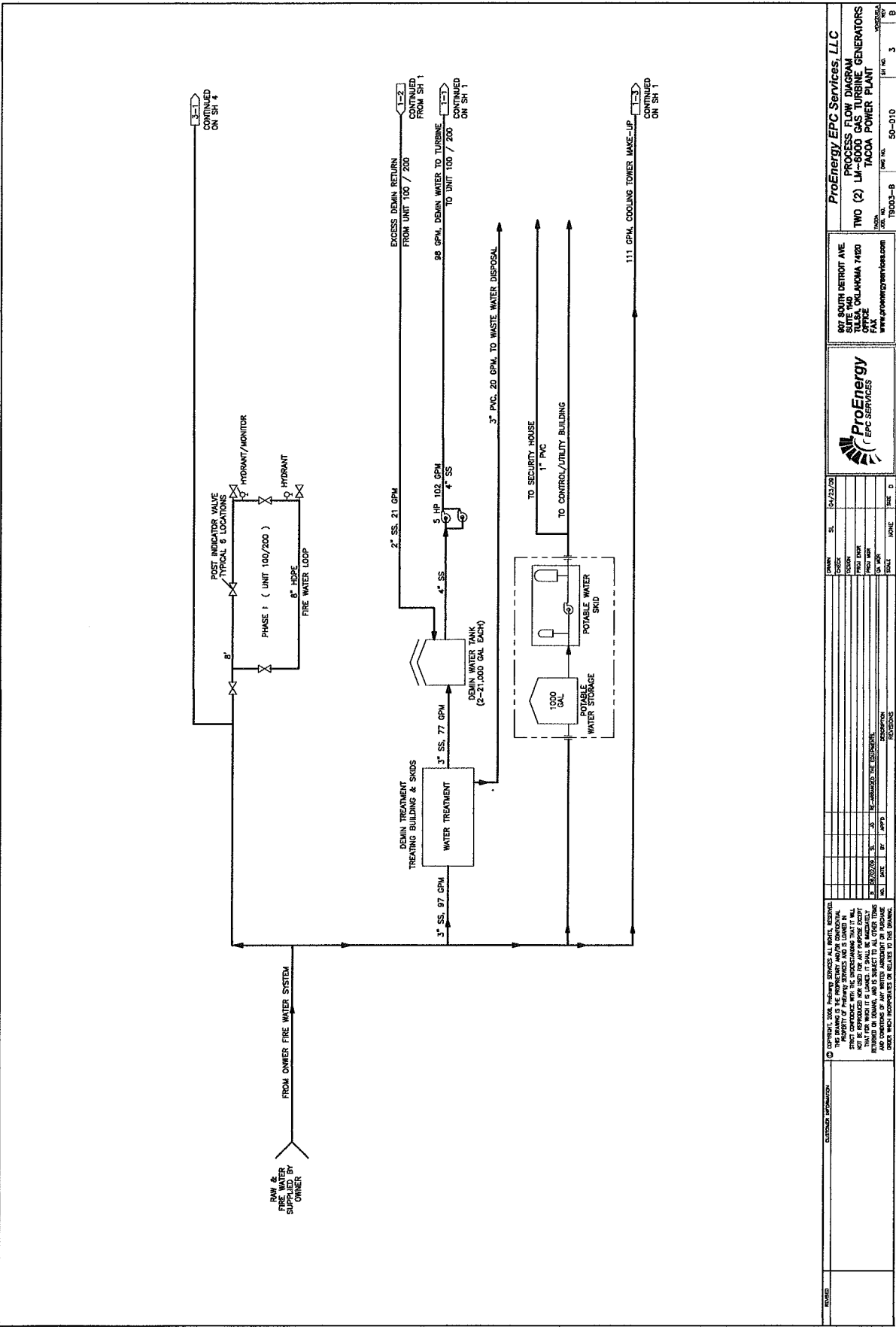
ProEnergy EPC Services, LLC
GENERAL ARRANGEMENT PLOT PLAN
TWO (2) UA-6000 GAS TURBINE GENERATORS
MOCK POWER PLANT
NO. 19003-B
REV. NO. 10-002
SHEET NO. 1
OF NO. 6



TWO (2)	DWG NO.	SF		C
LM-6000 GAS TURBINE GENERATORS TACOA POWER PLANT	VOLZELA	NV		

1607 SOUTH DETROIT AVE
SUITE 1140
TULSA, OKLAHOMA 74120
OFFICE
FAX

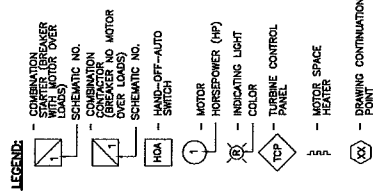




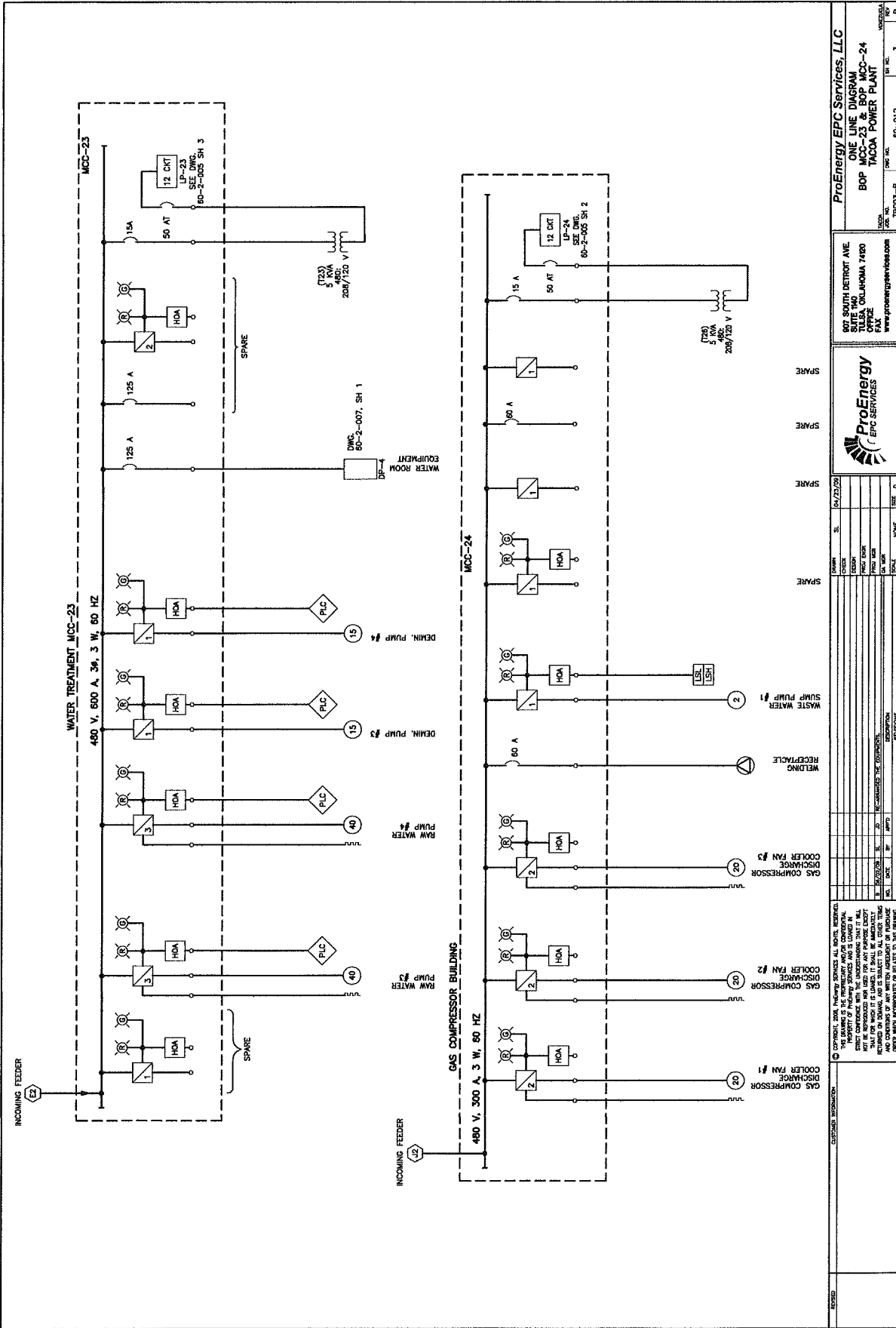
ProEnergy/EPC Services, LLC 607 SOUTH DETROIT AVE SUITE 1400 SEATTLE, WASHINGTON 98108 OFFICE FAX: (206) 461-1000 WWW.PROENERGYEPC.COM		PROCESS FLOW DIAGRAM TWO (2) LUMBER GENERATORS TACOMA POWER PLANT		SHEET NO. 50-210 OF 3
DRAWN: [blank] CHECKED: [blank] DESIGNED: [blank] SCALE: NONE DATE: 04/22/08	REVISIONS NO. 1 DATE 11/01/08 BY JPTS REASON: RE-DESIGNED THE EXISTING POTABLE WATER SKID	REVISIONS NO. 2 DATE 11/01/08 BY JPTS REASON: RE-DESIGNED THE EXISTING POTABLE WATER SKID	REVISIONS NO. 3 DATE 11/01/08 BY JPTS REASON: RE-DESIGNED THE EXISTING POTABLE WATER SKID	REVISIONS NO. 4 DATE 11/01/08 BY JPTS REASON: RE-DESIGNED THE EXISTING POTABLE WATER SKID

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[illegible]

[illegible]



ProEnergy EPC Services, LLC

ONE LINE DIAGRAM

BOP MCC-23 & BOP MCC-24

TACOA POWER PLANT

907 SOUTH DETROIT AVE
SUITE 140
OKLAHOMA CITY, OK 73102
TEL: 405.763.1111
FAX: 405.763.1112
WWW.PROENERGYEPC.COM

ProEnergy EPC SERVICES

DATE: 04/23/2013

BY: [Signature]

REVISIONS

NO. 1. DATE: 04/23/2013 BY: [Signature]

DESCRIPTION: REVISIONS

REVISIONS

REVISIONS

REVISIONS

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REVISIONS

NO.	DATE	BY	DESCRIPTION	REVISIONS
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Section 12.0 Appendix (Later)

- 12.1 Site Meteorological Data (By Owner)**
- 12.2 Site Location Map (By Owner)**
- 12.3 Raw Water Analysis (By Owner)**
- 12.4 Parasitic Loads (Later)**
- 12.5 Fuel Gas Specification (Later)**
- 12.6 Demin Water Specifications (Later)**
- 12.7 Soils Report (BY Owner)**
- 12.8 Major Equipment Specifications (Later)**
 - 12.8.1 LM6000 Gas Turbine Generator**
 - 12.8.2 Fuel Gas Compressors**
 - 12.8.3 Water Treatment System**
 - 12.8.4 Liquid Fuel Centrifuge**
 - 12.8.5 Oily Water Separator**
 - 12.8.6 Instrument Air Compressor**
 - 12.8.7 Plant DCS System (By ProEnergy EPC)**



EXHIBIT B
PAYMENT SCHEDULE

A handwritten signature in black ink, consisting of a stylized 'X' followed by the letters 'se'.

EXHIBIT B-1

PAYMENT SCHEDULE FOR LM2500 GAS TURBINES

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TACOA LM2500 Project Progress Payment Schedule

US Payment Milestones	Invoice Amount		Target Date	Days
	US Dollars	Unit 1	Unit 2	
Down Payment	17.5%	17.5%	7/1/2009	0
Milestone 1 (Civil Works & Conceptual Engineering)				
Conceptual Engineering	2.0%	2.0%		
Project Procedures Manual Issued				
Site Plot Plan				
Process Flow Diagram				
Electrical One Line Drawings				
Major Equipment PO's Issued	3.0%	3.0%		
Total for Milestone 1	5.0%	5.0%	8/15/2009	45
Milestone 2 (Gas Turbines Set on Foundations)				
Engineering 30% Review	2.0%	2.0%		
Mechanical Bulk Material Purchased	1.5%	1.5%		
Electrical Bulk Material Purchased	1.5%	1.5%		
Total for Milestone 2	5.0%	5.0%	9/9/2009	68
Milestone 3 (Gas Turbine Package Erection)				
Engineering 60% Review	0.5%	0.5%		
Engineering 90% Review	0.5%	0.5%		
Shipment of Major BOP Equipment	2.0%	2.0%		
Shipment of BOP Bulk Material	2.0%	2.0%		
Total for Milestone 3	5.0%	5.0%	10/7/2009	99
Milestone 4 (Mechanical Completion)				
Mechanical Engineering Complete	1.0%	1.0%		
Project Manuals Complete	1.5%	1.5%		
Mobilize Tech Representatives from US	2.5%	2.5%		
Total for Milestone 4	5.0%	5.0%	11/9/2009	131
Milestone 5 (Electrical Completion)				
Electrical Engineering	1.0%	1.0%		
Project Manuals	1.5%	1.5%		
Project Management	2.5%	2.5%		
Total for Milestone 5	5.0%	5.0%	11/9/2009	131



US Payment Milestones

Invoice Amount

US Dollars
Unit 1 Unit 2

Target Date

Days

Milestone 6 (Precommissioning Complete)					
	Mobilize Precommissioning Techs from US	2.0%	2.0%		
	Electrical Engineering Complete	1.0%	1.0%		
	Mechanical Engineering Complete	1.0%	1.0%		
	Project Management	1.0%	1.0%		
	Total for Milestone 6	5.0%	5.0%	12/12/2009	164

Milestone 7 (Plant Commissioning & Testing Complete)					
					26
	Mobilize Test Technicians from US	1.5%	1.5%		
	Engineering As Built Drawings Complete	0.5%	0.5%		
	O&M Manuals Complete	0.5%	0.5%		
	Total for Milestone 7	2.5%	2.5%	1/15/2010	180

EXHIBIT B-2

PAYMENT SCHEDULE FOR LM6000 GAS TURBINES

Handwritten signature and initials, possibly "AQ", in the bottom right corner.

TACOA LM6000 Project Progress Payment Schedule

US Payment Milestones	Invoice Amount US Dollars		Target Date	Days
	Unit 1	Unit 2		

Down Payment	17.5%	17.5%	7/1/2009	0
---------------------	--------------	--------------	-----------------	----------

Milestone 1 (Civil Works & Conceptual Engineering)				
Conceptual Engineering	2.0%	2.0%		
Project Procedures Manual Issued				
Site Plot Plan				
Process Flow Diagram				
Electrical One Line Drawings				
Major Equipment PO's Issued	3.0%	3.0%		
Total for Milestone 1	5.0%	5.0%	8/15/2009	45

Milestone 2 (Gas Turbines Set on Foundations)				
Engineering 30% Review	2.0%	2.0%		
Mechanical Bulk Material Purchased	1.5%	1.5%		
Electrical Bulk Material Purchased	1.5%	1.5%		
Total for Milestone 2	5.0%	5.0%	9/9/2009	68

Milestone 3 (Gas Turbine Package Erection)				
Engineering 60% Review	0.5%	0.5%		
Engineering 90% Review	0.5%	0.5%		
Shipment of Major BOP Equipment	2.0%	2.0%		
Shipment of BOP Bulk Material	2.0%	2.0%		
Total for Milestone 3	5.0%	5.0%	10/7/2009	99

Milestone 4 (Mechanical Completion)				
Mechanical Engineering Complete	1.0%	1.0%		
Project Manuals Complete	1.5%	1.5%		
Mobilize Tech Representatives from US	2.5%	2.5%		
Total for Milestone 4	5.0%	5.0%	11/9/2009	131

Milestone 5 (Electrical Completion)				
Electrical Engineering	1.0%	1.0%		
Project Manuals	1.5%	1.5%		
Project Management	2.5%	2.5%		
Total for Milestone 5	5.0%	5.0%	11/9/2009	131



US Payment Milestones	Invoice Amount		Target Date	Days
	US Dollars			
	Unit 1	Unit 2		
Milestone 6 (Precommissioning Complete)				
Mobilize Precommissioning Techs from U	2.0%	2.0%		
Electrical Engineering Complete	1.0%	1.0%		
Mechanical Engineering Complete	1.0%	1.0%		
Project Management	1.0%	1.0%		
Total for Milestone 6	5.0%	5.0%	12/12/2009	164
Milestone 7 (Plant Commissioning & Testing Complete)				
Mobilize Test Technicians from US	1.5%	1.5%		
Engineering As Built Drawings Complete	0.5%	0.5%		
O&M Manuals Complete	0.5%	0.5%		
Total for Milestone 7	2.5%	2.5%	1/18/2010	200
Total US Dollar Payments	50.0%	50.0%		

EXHIBIT C

INSURANCE

1.0. Subcontractor's Insurance

1.1 Workers' Compensation and Employers' Liability Insurance. Subcontractor shall (i) maintain workers' compensation insurance as required by the law of the jurisdiction where the Work is performed, and (ii) maintain employers' liability insurance with a \$1,000,000 minimum limit per accident.

1.2 Commercial General Liability Insurance. Subcontractor shall procure and carry commercial general liability insurance on a claims made or occurrence basis against claims for personal injury (including bodily injury and death) and property damage. Such insurance shall provide coverage for products-completed operations, blanket contractual, premises/operation, explosion, collapse and underground hazard coverage, broad form property damage, broad form contractual liability, personal injury insurance, independent contractors liability, hostile fire liability and include a severability of interests or cross liability clause. The policy shall provide for a \$2,000,000 minimum limit per occurrence and \$2,000,000 minimum limit in the aggregate.

1.3 Automobile Liability Insurance. Subcontractor shall procure and carry liability insurance against claims for personal injury (including bodily injury and death) and property damage covering all vehicles owned, leased or non-owned and hired by the Subcontractor, including loading and unloading, with a \$1,000,000 minimum limit per occurrence.

1.4 Excess Liability Insurance. Subcontractor shall procure and carry excess liability insurance on a claims made or occurrence basis against claims for personal injury (including bodily injury and death) and property damage and applying in excess of the limits of insurance prescribed for the policies required in Sections 1.1 (ii), 1.2, and 1.3. Such insurance shall provide coverage for products-completed operations, blanket contractual, premises/operation, explosion, collapse and underground hazard coverage, broad form property damage, broad form contractual liability, personal injury insurance, independent contractors liability, hostile fire liability and include a severability of interests or cross liability clause. The policy shall provide for a \$5,000,000 minimum limit per occurrence and \$5,000,000 minimum limit in the aggregate.

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