

Billerica (M.A296.01) - EQUIPMENT SUPPLY CONTRACT

APPENDIX C - PAYMENT SCHEDULE AND DELIVERY TERMS

C1. INVOICING EVENTS AND PERCENTAGES

No	Milestone Event	Evidence of Completion	% of Contract Price
1	Reservation Fee (paid pursuant to Reservation Agreement executed on 6 August, 2007)	Signed Reservation Agreement	
2	Contract Award	Signed Contract	less reservation fee
3	Initial issue of Major Documentation (GA, Foundation Plan, Low Voltage and High Voltage Single Line Diagrams)	Drawing Transmittal Form	
4a	Placement of AC Generator Purchase Order or Firm LOI, but no sooner than 15 October 2007	Un-priced copy of LOI or PO's	
4b	Placement of SCR Purchase Order or Firm LOI, but no sooner than 15 November 2007	Un-priced copy of LOI or PO's	
5	Receipt of Gas Turbine Package Baseplate on Shop Floor	Photo	
6	Completion of AC Generator Factory Test	Summary Test Report	
7	Completion of Gas Turbine Factory Test	Summary Witness Report	
8	Notification of readiness to ship (RTS) the Gas Turbine Driver Module	Notification of RTS (email, FAX, etc.)	
9	Delivery of Gas Turbine Driver Module FOB Site; however, in the event that Customer delays RR's planned shipment, no later than three months after notification of readiness to ship the Gas Turbine Driver Module	Skid arrives at Site	
10	Delivery of all the following FOB Site: SCR, CEMS AC Generator Module, Trent 60 WLE Gas Turbine, Combustion Air Intake Filter and all remaining Unit Equipment; however, in the event that Customer delays RR's planned shipment, no later than four months after notification of readiness to ship the Gas Turbine Driver Module	All remaining Skids arrive at Site	

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11	Provisional Acceptance of the Gas Turbine Generating Set, but no later than eight months after notification of readiness to ship (RTS) the Gas Turbine Module. Customer's receipt of Operating and Maintenance Manuals.	Signed PA Certificate or copy of RTS at the end of the 8 mo. period. Receipt of Operating and Maintenance Manuals.	
	TOTAL		100

Payments 4-11 apply on a Unit-by-Unit basis.

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C2 DELIVERY TERMS AND DELIVERY DATE(S) FOR EQUIPMENT

Rolls-Royce's Scope of Work, delivery of Equipment to Site, Billerica, MA in accordance with the following schedule.

Item		Delivery Point	Delivery Date
1	One (1) Trent 60 Dual Fuel WLE Power Generation Package (Unit), including all equipment and systems in the Power Generation Package Scope of Supply described in Appendix A. ¹	FOB Site (Billerica, MA)	30 September 2008
2	One (1) Trent 60 Dual Fuel WLE Power Generation Package (Unit), including equipment and systems in the Power Generation Package Scope of Supply described in Appendix A.	FOB Site (Billerica, MA)	31 October 2008
3	One (1) Trent 60 Dual Fuel WLE Power Generation Package (Unit), including equipment and systems in the Power Generation Package Scope of Supply described in Appendix A. ²	FOB Site (Billerica, MA)	30 November 2008
4	One (1) Trent 60 Dual Fuel WLE Power Generation Package (Unit), including equipment and systems in the Power Generation Package Scope of Supply described in Appendix A.	FOB Site (Billerica, MA)	31 December 2008

¹ Includes Water Wash System and Off-Skid Air Water/Glycol Heat Exchanger for Units 1 and 2.

² Includes Water Wash System and Off-Skid Air Water/Glycol Heat Exchanger for Units 3 and 4.

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C3 DRAWING, SPECIFICATION AND CUSTOMER RESPONSE SCHEDULE

See Roll-Royce Standard Document Requirements List (SDRL) attached hereto and made a part hereof. Times shown are in weeks from Contract Award Date unless specified otherwise.

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Rolls-Royce Standard Document Requirements List (SDRL)

TRENT WLE Dual Fuel On-Shore Power Generation - (Left Side Engine Removal, Right Side Exhaust)

Customer: Bilerica Energy Partners LP

P.O. Number: M.A2396.01

P.O. Date

Ship Date

Project CIP - Bilerica Massachusetts

Ex-Works: SEPT.08, OCT.08, NOV.08, DEC.08

Revision 1

Revision Date: August 21, 2007

Category Letter	Sequence Number	Document / Drawing Number	Customer Reference Number	Description	Preliminary	Approval	Certified Final	As Built
A CONTROL DOCUMENTS								
	A100			Supplier Document Requirements List (SDRL)	YES	8	14	N/A
	A200			Progress Report	N/A	MONTHLY	N/A	N/A
B INTERFACE AND ARRANGEMENT								
B100 GENERAL ARRANGEMENT DRAWINGS								
	B107			General Arrangement Drawing - Trent Power Generation, Left Side Engine Removal, Right Side Exhaust (Excluding SCR) (Handed Units)		14	23	54
B200 AUXILIARY EQUIPMENT DETAIL DRAWINGS								
	B206			Fire System Skid Outline Drawing		8	17	54
	B207			Water Wash Cart Outline Drawing		8	17	54
	B208			Water Injection Skid Outline Drawing		8	17	54
	B211			Liquid Fuel Forwarding Skid Outline Drawing		8	17	54
	B294			Fin Fan Cooler Outline Drawing		0	17	54
	B295			Fin Fan Cooler Foundation & Loading Drawing		14	23	54
	B298			SCR - Outline Drawing		8	*17	54
	B297			SCR - Foundation & Loading Drawing		14	*23	54
	B296			CEMS - Outline Drawing		8	*17	54
	B299			CEMS - Foundation & Loading Drawing		14	*23	54
B300 FOUNDATION AND LOADING DRAWINGS								
	B307			Foundation and Loading Plan - Trent Power Generation, Left Side Engine Removal, Right Side Exhaust (Excluding SCR)		14	23	54
B400 SHIPPING DRAWING								
	B407			Shipping Drawing - Trent Power Generation, Left Side Engine Removal, Right Side Exhaust	8	N/A	17	54

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C DESIGN OPERATIONAL DATA									
SYSTEM DIAGRAMS (PAID'S)									
C100									
C104					Engine Ignition and Instrumentation Diagram - WLE / DUAL FUEL	8	N/A	17	54
C105	81-901372AAA				AC Generator Instrumentation Diagram	8	N/A	17	54
C112	82-901421AAD				Hydraulic Control Diagram - WLE / DUAL FUEL	8	N/A	17	54
C115	82-901422AAD				IGV / BOV Control Diagram - WLE / DUAL FUEL	8	N/A	17	54
C122	82-901461AAD				Engine Lube and Hydraulic Start Oil System - WLE / DUAL FUEL	8	N/A	17	54
C124	81-901431AAA				AC Generator Lube Oil Diagram	8	N/A	17	54
C133	82-901483AAD				Instrument Air Diagram - WLE / DUAL FUEL	8	N/A	17	54
C136	82-901482AAD				Combustion Air Diagram - WLE / DUAL FUEL	8	N/A	17	54
C138					Endosure Negative Ventilation Diagram - Power Generation	8	N/A	17	54
C153	82-901511AAD				Gas Fuel System Diagram - WLE / DUAL FUEL	8	N/A	17	54
C155	82-901484AAA				Liquid Fuel Air Purge System Diagram - WLE / DUAL FUEL	8	N/A	17	54
C158	82-901471AAD				Water Injection System Diagram - WLE / DUAL FUEL	8	N/A	17	54
C159	82-901472AAA				Water Flush System Diagram - WLE / DUAL FUEL	8	N/A	17	54
C182	82-901512AAA				Liquid Fuel Metering System Diagram - WLE / DUAL FUEL	8	N/A	17	54
C172					Fire and Gas Diagram	8	N/A	17	54
C181	82-901321AAD				Water Wash Diagram	8	N/A	17	54
D DATA SHEETS									
UTILITY CONSUMPTION LIST									
D200									
D210					Utility Consumption List		8	17	54
E ELECTRICAL DRAWINGS									
SINGLE LINE DIAGRAMS									
E200									
E212					Low Voltage Single Line Diagram (Trent On-Shore Power Generation)		8	17	54
E222					High Voltage Single Line Diagram (Trent On-Shore Power Generation)		14	23	54
ELECTRICAL INTERFACE ROUTING DRAWINGS									
E300									
E310					Electrical Interconnect		8	17	54
HAZARDOUS AREA DRAWING									
E400									
E410					Hazardous Area Drawing (Trent On-Shore Power Generation)		8	17	54

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F CONTROLS									
F100 UNIT CONTROL PANEL (UCP)									
	F110		Unit Control Panel Logic Flow Diagram		N/A	N/A	16	54	
	F120		Unit Control Panel Schematic		N/A	N/A	20	54	
	F150		Topology Drawing		N/A	N/A	20	54	
	F160		Unit Control Panel Assembly Diagram		N/A	N/A	24	54	
	F170		Alarm and Trip Matrix		N/A	8 WKS B4 TEST	2 WKS B4 TEST	54	
	F300		FIRE & GAS SYSTEM CONTROL PANEL						
	F310		F&G Panel Schematic		N/A	20	29	54	
	F320		F&G Panel Assembly		N/A	20	29	54	
	F330		F&G Panel Component Data Sheets (BOM)			20	29	54	
	F340		F&G Panel Cause and Effect Chart			20	29	54	
G CALCULATIONS and PERFORMANCE									
G100 PERFORMANCE DATA									
	G110		Gas Turbine Performance Data		N/A	8	N/A	OPTION	
	G120		Generator Performance Data		N/A	8	N/A	OPTION	
H PROCEDURES and REPORTS									
H100 PROCEDURES									
	H110	GER 0145	Supplier Document Requirements List (SDRL) Master Listing		YES	8	14	N/A	
	H120	GER 0020	Standard Diagram Symbols		YES	8	14	N/A	
	H130	GER 0040	Operation and Maintenance Manual Specification		YES	8	14	N/A	
	H140	GER 0056	Paint Procedures (GER 0056 / GEM 0018 w/ SSOS)		YES	8	14	N/A	
H200 TEST PROCEDURES									
	H210	STP G.7.B	Gas Generator Pass-Off Procedure			N/A	6 WKS B4 TEST	N/A	
	H250	STP G.7.W	Recommended Site Performance Pass-off Test Procedure			N/A	6 WKS B4 TEST	N/A	
H300 TEST REPORTS									
	H310		Gas Generator Pass-Off Report		N/A	N/A	4 WKS AFTER TEST	N/A	
	H340		Electrical Generator Mechanical Test Report		N/A	N/A	4 WKS AFTER TEST	N/A	

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J QUALITY DOCUMENTATION									
QUALITY PLAN									
J100									
J110									
J200									
J210									
K SPARE PARTS LISTS									
START-UP AND COMMISSIONING									
K100									
K110									
K200									
K210									
K300									
K310									
L OPERATIONS MANUALS									
GAS TURBINE MAINTENANCE AND PARTS MANUALS									
L100									
L110									
L200									
L210									
L300									
L310									
L400									
L410									
L500									
L510									
L600									
L810									

NOTES:

- 1.) Lead times shown assume PSP standard documents are submitted. Non-standard documents require an Engineering Change Request and extended lead time.
- 2.) "For Proposal" documents are supplied with the proposal. These documents are for information only. No approval is required.
- 3.) "Approval" documents are submitted when a Customer Approval cycle is required. For the standard PSP product, a shorter lead time is offered without the approval cycle. With the approval cycle, a longer lead time is required because the approval cycle holds up the release to manufacturing.
- 4.) Changes to standard drawings resulting from the approval cycle will require a contract variation before engineering can proceed.
- 5.) It is required that standard drawings be submitted "Final Certified" to take advantage of the short lead times.
- 6.) The submission of "Preliminary" documents is discouraged.
- 7.) "As-Built" documents will only be provided where changes to the "Certified Final" document(s) were made after the submission of said document. Unchanged documents will not be re-issued as "As-Built".
- 8.) "Weeks Subject To Change Dependent On Vendor Selection."

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