

FORM OF OFFICER'S CERTIFICATE AND AFFIDAVIT

I, *[name of officer]*, certify that I am the *[designation of officer]* of *[name of corporate sponsor]* ("Offeror"), who signed and is submitting the Offer on behalf of Offeror and I further certify, on behalf of Offeror, the following:

1. Offeror has reviewed any and all updates and addenda to the RCEA 2016 Biomass Request for Offers ("RFO") materials distributed to participating bidders via email and posted on the RFO Website located at:
<http://redwoodenergy.org/opportunities/bid-opportunities>
2. Offeror has had the opportunity to seek independent legal and financial advice of its own choosing with respect to the RCEA 2016 Biomass RFO and Offeror's offer submitted to RCEA in response to the RFO ("Offer");
3. Offeror has obtained all necessary authorizations, approvals and waivers, if any, required by Offeror as a condition of submitting its Offer;
4. Offeror is submitting its Offer subject to all applicable laws including, but not limited to, the Federal Power Act and all amendments thereto, and Public Utilities Code sections 383.5, 399.11 et seq., and 454.5;
5. Offeror's proposed Product Price assumes that Offeror will post Delivery Term Security and Performance Assurance equal to the amounts specified in the RCEA 2016 Biomass Power Purchase Agreement ("PPA") attached to the RFO;
6. Offeror has not directly or indirectly colluded, conspired, connived, or agreed with any prospective or potential offeror or anyone else, in any manner, directly or indirectly, by agreement, communication, or conference, to fix the Offer price terms or those of any other offer.
7. All statements contained in the Offer are true.
8. Offeror has provided its Offer in good faith with the intention of reaching agreement with RCEA based on the PPA;
9. Offeror is duly organized and validly existing under the laws of the jurisdiction of its formation, and the execution and delivery of this letter are within Offeror's powers and have been duly authorized by all necessary action;
10. Offeror or its Affiliate has Site Control of the Site, located at *[Insert address of the Site]*, which is the same Site that (i) Offeror described in one or more of its Offers to RCEA,

and (ii) the Generating Facility is located on, or will be located on, if RCEA selects Offeror's Offer in response to the RCEA 2016 Biomass RFO and Offeror and RCEA enter into the PPA;

11. Offeror is the entity that will execute the PPA with RCEA if RCEA selects Offeror in the RFO;
12. Offeror shall promptly notify RCEA in writing of any change in the status of Offeror's Site Control;
13. The Offer provided by Offeror pertains solely to generation of electricity from a Generating Facility that meets all the criteria set forth in Public Utilities Code Section 399.12, Public Resources Code Section 25741, and the California Energy Commission's "Renewables Portfolio Standard (RPS) Eligibility Guidebook," available at: <http://www.energy.ca.gov/portfolio/index.html>.

14. ANY BREACH BY OFFEROR OF THE FOREGOING REPRESENTATIONS AND WARRANTIES IS, IN ADDITION TO ANY OTHER REMEDIES THAT MAY BE AVAILABLE TO RCEA UNDER APPLICABLE LAW, GROUNDS FOR IMMEDIATE DISQUALIFICATION OF SUCH OFFEROR, AND, DEPENDING ON THE NATURE OF THE BREACH, MAY ALSO BE GROUNDS FOR TERMINATING THE RCEA 2016 BIOMASS RFO IN ITS ENTIRETY.

For purposes of this Officer's Certificate, all terms not defined in this Officer's Certificate shall have the meanings ascribed to such terms in the PPA:

"Site Control" means that, with respect to the Site, as identified in Item 10 above, Offeror or its Affiliate (i) owns the Site or is in escrow to purchase the Site, (ii) is the lessee of the Site under a lease agreement, (iii) is the holder of a right-of-way grant or similar instrument with respect to the Site, (iv) is the managing partner or other person or entity authorized to act in all matters relating to the control and operation of the Site, or (v) pursuant to a binding option agreement, has an option to purchase or lease the Site, which option Offeror or its Affiliate will have the right to exercise if RCEA selects Offeror in the RCEA 2016 Biomass RFO and Offeror and RCEA enter into the Final Agreement.

I declare under penalty of perjury under the laws of the State of California that the foregoing is true and correct and that this declaration is executed on [date], at [city], [state].

[Signature of Officer]

[Name of Officer]

[Title]

Click here to enter text.

Dated: *[date of Officer's Certificate]*