

# ATN HOLDINGS, INC.

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March 2, 2015

DISCLOSURE DEPARTMENT  
PHILIPPINE STOCK EXCHANGE, INC.  
4/F PSE Center, Exchange Road  
Ortigas Center, Pasig City

Attn: JANET A. ENCARNACION  
Head, Disclosure Department

Dear Ms. Encarnacion,

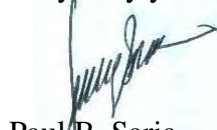
Today, our legal counsel advised us that ATN Philippines Solar Energy Group, Inc. (ATN Solar) has concluded its hearing with the Energy Regulatory Commission (ERC) on its application for authority to develop, own and operate a 34.5kV dedicated point to point line and associated assets for its proposed 30 MW Solar PV Power Plant located at Rodriguez, Rizal under ERC Case No.2014-120 MC. *(Attached herein ATN Solar Formal Offer of Evidence filed today in response to the Notice of Public Hearing by ERC).*

Based on ATN Solar's application with ERC, its 30MW Solar PV Power Plant is designed to contribute to ***“the growing demand for power in the Philippines. For the Luzon Grid, the DOE projects the energy demand to increase at an average annual growth rate (AAGR) of 4.13%, from 7,969 MW in 2012 to 10,693 MW in 2020 and will increase further to 16,477 MW in 2030. Based on the foregoing, the grid still needs 8,100 MW of additional capacities of 6,000 MW base-load plant and 2,100 MW peaking plants to meet the electricity demand and the required reserve margin of the grid.”***

ATN Philippines Solar Energy Group, Inc. is a grantee of a 25-year Solar Energy Service Contract 2011- 002 from the Republic of the Philippines Department of Energy with the right to explore, develop and utilize the solar resource in the 324 hectares Service Contract Area located in Barangay Macabud, Rodriguez, Rizal. The DOE issued earlier a Confirmation of Commerciality to ATN Solar that ***“the 30MW Solar PV Project is legally, technically and financially viable”***.

Thank you and best regards.

Very truly yours,



Paul B. Saria  
Corporate Information Officer

RECEIVED  
MAR 10 2015

Republic of the Philippines  
**ENERGY REGULATORY COMMISSION**  
San Miguel Avenue, Pasig City

MAR -2 A10 :34

RECEIVED BY: \_\_\_\_\_

**IN THE MATTER OF THE APPLICATION FOR AUTHORITY TO DEVELOP, OWN AND OPERATE A 34.5KV DEDICATED POINT TO POINT LINE AND ASSOCIATED ASSETS FROM THE 30 MW SOLAR PV POWER PLANT OF ATN PHILIPPINES SOLAR ENERGY GROUP, INC. IN RODRIGUEZ, RIZAL TO THE NOVALICHES 44YJ, DILIMAN 435VU AND PARANG 412YL DISTRIBUTION LINES OF MANILA ELECTRIC COMPANY, WITH PRAYER FOR PROVISIONAL AUTHORITY,**

**ERC Case No.2014-120 MC**

**ATN PHILIPPINES SOLAR ENERGY GROUP, INC.,**

**Applicant.**

X -----X

**FORMAL OFFER OF EVIDENCE**

Applicant **ATN PHILIPPINES SOLAR ENERGY GROUP, INC.** ("ATN Solar") by its undersigned counsel, and to this Honorable Commission, most respectfully makes a formal offer in evidence of its exhibits, as follows:

Exhibit	Description	Purpose
<b>Compliance with the Jurisdictional Requirements</b>		
"A" Jurisdictional	Affidavit of Publication issued on February 9, 2015 by Ms. Teresita Z. Sorsogon, Advertising Coordinator of The Tribune Publishing Co., Inc.	To prove compliance with the jurisdictional requirements of the application, more particularly that the Notice of Public Hearing issued by the Honorable Commission was published in the February 7, 2015 issue of The Daily Tribune
"A-1" Jurisdictional	The clipping attached to the said Affidavit of Publication	To prove compliance with the jurisdictional requirements of the application, more particularly that the Notice of Public Hearing

		issued by the Honorable Commission was published in the February 7, 2015 issue of The Daily Tribune
“A-2” Jurisdictional	Page 2 of the February 7, 2015 issue of the Daily Tribune	To prove compliance with the jurisdictional requirements of the application, more particularly that the Notice of Public Hearing issued by the Honorable Commission was published in the February 7, 2015 issue of The Daily Tribune;
“B” Jurisdictional	The Affidavit of Service executed by Mr. Renato R. Nieva	To prove compliance with the jurisdictional requirements of the application, more particularly that on February 11, 2015 the OSG, COA, the Committee on Energy of both Houses of Congress were furnished copies of the Application (with Annexes), and the Order and Notice of Public hearing both dated January 20, 2015
“C” Jurisdictional	The Letter dated February 10, 2015 to the Commission on Audit (COA)	To prove compliance with the jurisdictional requirements of the application, more particularly that the COA was furnished with copies of the Application (with Annexes), and the Order and Notice of Public Hearing both dated January 20, 2015
“C-1” Jurisdictional	The Letter dated February 10, 2015 to the Office of the Solicitor General (OSG)	To prove compliance with the jurisdictional requirements of the application, more particularly that the OSG was furnished with copies of the Application (with Annexes), and the Order and Notice of Public Hearing both dated January 20, 2015
“C-2” Jurisdictional	The Letter dated February 10, 2015 to the Committee on Energy of the House of Representative	To prove compliance with the jurisdictional requirements of the application, more particularly that the Committee on Energy of the House of Representatives was furnished with copies of the Application (With Annexes), and the Order and Notice of Public Hearing both dated January 20,

		2015
“C-3” Jurisdictional	The Letter dated February 10, 2015 to the Committee on Energy of the Senate of the Philippines	To prove compliance with the jurisdictional requirements of the application, more particularly that the Committee on Energy of the Senate of the Philippines was furnished with copies of the Application (with Annexes), and the Order and Notice of Public Hearing both dated January 20, 2015
“D”, D-1” and “D-2” Jurisdictional	The Letter dated February 10, 2015 to the Office of the Mayor of Pasig City with stamped received of the Order and Notice of Public Hearing by the said Office	To prove compliance with the jurisdictional requirements of the application, more particularly that: a) the Office of the Mayor of Pasig City was furnished with copies of the Order and Notice of Public Hearing both dated January 20, 2015; b) the Applicant requested the said Office to post on its bulletin board the said Order and Notice of Public Hearing; and c) the Applicant requested the said Office to issue a Certificate of Posting duly signed by the Mayor of Pasig City or her duly authorized representative bearing the seal of her Office
“E”, “E-1” and “E-2” Jurisdictional	The Letter dated February 10, 2015 to the Office of the Mayor of Mandaluyong City with stamped received of the Order and Notice of Public Hearing by the said Office	To prove compliance with the jurisdictional requirements of the application, more particularly that: a) the Office of the Mayor of Mandaluyong City was furnished with copies of the Order and Notice of Public Hearing both dated January 20, 2015; b) the Applicant requested the said Office to post on its bulletin board the said Order and Notice of Public Hearing; and c) the Applicant requested the said Office to issue a Certificate of Posting duly signed by the Mayor of Mandaluyong City or his duly authorized representative bearing the seal of his Office
“F”, “F-1” and “F-2”	The Letter dated February 10, 2015 to the	To prove compliance with the jurisdictional requirements of the

Jurisdictional	Office of the Municipal Mayor of Rodriguez, Rizal with stamped received of the Order and Notice of Public Hearing by the said Office	application, more particularly that: a) the Office of the Mayor of Pasig City was furnished with copies of the Order and Notice of Public Hearing both dated January 20, 2015; b) the Applicant requested the said Office to post on its bulletin board the said Order and Notice of Public Hearing; and c) the Applicant requested the said Office to issue a Certificate of Posting duly signed by the Municipal Mayor of Rodriguez or his duly authorized representative bearing the seal of his Office
“G” Jurisdictional	The “Certification” issued by the Mayor of Pasig City	To prove compliance with the jurisdictional requirements of the application, more particularly that the Order and Notice of Public Hearing was posted on the bulletin board of Pasig City
“H” Jurisdictional	The “Certification” issued by the Mayor of Mandaluyong City	To prove compliance with the jurisdictional requirements of the application, more particularly that the Order and Notice of Public Hearing was posted on the bulletin board of Mandaluyong City
“I” Jurisdictional	The “Certification” issued by the Municipal Mayor of Rodriguez, Rizal	To prove compliance with the jurisdictional requirements of the application, more particularly that the Order and Notice of Public Hearing was posted on the bulletin board of the Municipality of Rodriguez
<b>Documentary and Testimonial Evidence</b>		
“A”	Secretary’s Certificate of Hilario Ng dated December 16, 2014  (Annex “S” of the Application)	To prove that the Board of Directors of ATN Solar adopted a resolution authorizing the corporation to construct, develop, own and operate a 34.5KV Dedicated Point to Point Line and Associated Assets (“Connection Assets”) from the 30MW Solar PV Power Plant of ATN Solar in Rodrigues, Rizal to MERALCO’s Distribution Lines; and that Mr. Paul B. Saria is authorized to commence, apply and carry out the

		completion of the present application with this Honorable Commission
“B”	Certificate of Incorporation  (Annex “B” of the Application)	To prove that ATN Solar is a company duly organized and existing under and by virtue of the laws of the Republic of the Philippines
“C”	By-Laws  (Annex “C” of the Application)	To prove that ATN Solar is a company duly organized and existing under and by virtue of the laws of the Republic of the Philippines
“D”	Latest Audited Financial Statements, with Audited Balance Sheet and Income Statement  (Annex “D” of the Application)	To prove that ATN Solar has the financial capability to develop, construct and fund the Connection Assets
“E”	Detailed Project Description Report  (Annex “E” of the Application)	To prove the detailed description of the Connection Assets, the subject of this Application, which is the construction of a 34.5 km, 3 phase new lines using 1-336.4 MCM ACSR per phase on feeders Novaliches 44YJ, Diliman 435VU and Parang 412YL that will run from the generation plant of the Applicant
“F”	Service Contract  (Annex “F” of the Application)	To prove that ATN SOLAR is a holder of a Solar Energy Service Contract 2011- 002 (Service Contract”) by virtue of which it was granted the right to explore, develop and utilize the solar resource in the Service Contract Area located in Barangay Macabud, Rodriguez, Rizal
“G”	DOE Confirmation of Commerciality  (Annex “G” of the Application)	To prove that on June 27, 2013, the DOE issued a Confirmation of Commerciality to ATN Solar and declared ATN Solar legally, technically and financially viable project of the DOE

“H”	DOE list of Renewable Energy Projects  (Annex “H” of the Application)	To prove that the Project has been included in the DOE’s List of Renewable Energy Power Projects as of September 30, 2014
“I”	DOE 2013 Supply-Demand Outlook	To prove that there is a growing demand for power in the Philippines and for the Luzon Grid, the DOE projects the energy demand to increase at an average annual growth rate (AAGR) of 4.13%, from 7,969 MW in 2012 to 10,693 MW in 2020 and will increase further to 16,477 MW in 2030; that accordingly, the grid still needs 8,100 MW of additional capacities of 6,000 MW base-load plant and 2,100 MW peaking plants to meet the electricity demand and the required reserve margin of the grid
“J”	Environmental Compliance Certificate  (Annex “I” of the Application)	To prove that ATN Solar has obtained an Environmental Compliance Certificate for the Project from the Department of Environment and Natural Resources (DENR)
“K”	NCIP Certificate of Non-Overlap  (Annex “J” of the Application)	To prove that the National Commission on Indigenous People (NCIP) has issued a Certificate of Non-overlap (CNO) RIV-RIZ-2012-12-048 for the project site
“L”	Sangguniang Panlalawigan Resolution No. 041 s.2013  (Annex “K” of the Application)	To prove that ATN Solar has secured the approval of the <i>Sanggunian Panlalawigan</i> of the Province of Rizal for the Project, as well as the Provincial Development Council of Rizal
“M”	Provincial Development Council Resolution No. 01 s. 2013  (Annex “L” of the	To prove that ATN Solar has secured the approval of the Provincial Development Council of Rizal



	Application)	
“N”	Sangguniang Bayan Kapasiyahan Blg. 14-27  (Annex “M” of the Application)	To prove that ATN Solar has secured the approval of the project from the <i>Sanggunian Bayan</i> of the Municipality of Rodriguez, Rizal converting the project site to Industrial Zone under Resolution <i>Kapasiyahan Blg. 14-27</i>
“O”	Meralco Distribution Impact Study of ATN Solar  (Annex “N” of the Application)	To prove that Manila Electric Company (“MERALCO”) has already approved ATN Solar’s Distribution Impact Study (“DIS”) and has determined the technical feasibility of connecting the Generation Plant to the Luzon Grid radially to three (3) feeder lines of MERALCO
“P”	Meralco Distribution Asset Study of ATN Solar  (Annex “O” of the Application)	To prove that MERALCO also performed the Distribution Asset Study (“DAS”) to determine the connection asset and cost required connecting the ATN Solar to the MERALCO distribution system, in accordance with the DSOAR; to prove that the DAS showed that interconnection of ATN Solar radially to three (3) 34.5 kV feeder lines of MERALCO’s Novaliches 44YJ, Diliman 435VU and Parang 412YL distribution lines is feasible, subject to compliance with the requirements indicated in the application
“Q”	Interconnection Agreement  (Annex “P” of the Application)	To prove that MERALCO and ATN Solar have executed Interconnection Agreement for the Generation Plant on December 8, 2014;
“R”	SEC Certificate of Approval of Capital Increase  (Annex “Q” of the Application)	To prove that ATN Solar increased its Capital Stock to accommodate additional subscription for the construction of the Connection Assets
“S”	Affidavit of Paul B. Saria dated December	To prove that the issuance of a Provisional Authority is warranted



	17, 2014  (Annex “R” of the Application)	under the circumstances
“T”	Conceptual Engineering Designs and Drawings  (Annex “T” of the Application)	To prove, among others, the components and technical design of the proposed Connection Assets
“U”	Gantt Chart Construction Schedule  (Annex “U” of the Application)	To prove, among others:  a. The expected date of completion of the Project and the Connection Assets; and b. the connection of the Project to MERALCO's distribution system is urgent and necessary;
“V”	Project Cost Estimates  (Annex “O” of the Application)	To prove that the total estimated cost of the Connection Assets based on the Distribution Asset Study of MERALCO is One Hundred Thirty One Eighty Nine Thousand Six Hundred Eighty Six and 81/100 (PHP 131,089,686.81) and that the estimated costs were derived using MERALCO’s project cost estimating system and are subject to change prior to the implementation of the project;
“W”	Judicial Affidavit of Mr. Paul B. Saria	To prove that:  a. He is the authorized representative of ATN Solar in the matter of this Application;  b. ATN Solar a company duly organized and existing under and by virtue of the laws of the Republic of the Philippines;  c. There is a need for additional capacity in the Luzon Grid;  d. ATN Solar is a holder of a Solar Energy Service Contract 2011- 002 by virtue of which it was granted the right to explore, develop and

		<p>utilize the solar resource in the Service Contract Area located in Barangay Macabud, Rodriguez, Rizal;</p> <p>e. To test, commission and dispatch the Generation Plant soon after the completion of the Project, there is a need for ATN Solar to connect the Project to the Luzon Grid through the Connection Assets and for these Connection Assets to be constructed soonest;</p> <p>f. That the connection of the Project to MERALCO's distribution system is urgent and is the most viable option that will enable ATN Solar to dispatch the plant capacity when the need arises and without such interconnection, the Project may become idle and its capacity put to waste;</p> <p>g. MERALCO's approval of the connection scheme for ATN Solar to connect the Project;</p> <p>h. The conduct of technical studies and grid impact studies on the proposed interconnection finding the said interconnection as technically feasible;</p> <p>I. The construction of the Connection Assets will not have an impact on the distribution rates currently being charged by MERALCO to its customers considering that these facilities will be developed and funded, solely by ATN Solar;</p> <p>J. ATN Solar's financial and technical capability to develop, construct and fund the Connection Assets;</p> <p>K. The issuance of a Provisional Authority is warranted under the circumstances; and</p>
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		L. Other matters relevant to the Application identify documents, material and relevant to the instant Application, in the course of his testimony.
'X'	Printed copy of the Expository Presentation	To prove that applicant made an expository presentation of the project as well as the connection assets describing briefly the particulars thereof.

**PRAYER**

**WHEREFORE**, ATN Solar respectfully prays of this Honorable Commission that the foregoing exhibits be admitted in evidence.

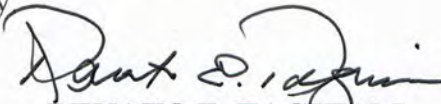
Other reliefs as may be appropriate under the circumstances are likewise prayed for.

San Juan City for Pasig City, February 26, 2015.

**ORBOS CABUSORA & TAGUAM**

Counsel for ATN Philippines Solar Energy Group, Inc.  
Unit 211, Quadstar Building  
Ortigas Avenue, Greenhills  
San Juan City

By:



**RENATO E. TAGUAM**

Attorney's Roll No. 23481

PTR No. 0793809/01.30.15/Q.C.

IBP No. LRN-02102/1.12.01/Q.C.

MCLE Compliance No. IV-0021789/08.30.13

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Pasig City

