

Republic of the Philippines
Province of _____
Municipality/City of _____

LETTER OF INTENT

**The Chairman/CEO
Greenergy Solutions Inc.
01 Olympus Drive, Serra Monte Villas
Filinvest II, Quezon City
Philippines**

Dear _____,

Based upon earlier communications with the Executives of your company and the information we have gathered about **WASTE-TO –ENERGY** (WTE) Technologies, we are submitting this **LETTER OF INTENT** under which your company shall enter into a Memorandum of Agreement leading to the installation and operation of a proposed WTE Facility and Technology in the City/Province of _____.

This **Letter of Intent** contemplates that *Greenergy Solutions Inc.* (Greenergy) and LGU _____ will discuss the terms and condition of the WTE Project; the general outline of the proposed agreement, the primary considerations, key and initial agreement, but, in all instances shall be subject to and contingent upon the Parties reaching the signing of Memorandum of Agreement and the Definitive Agreement.

Greenergy and LGU-_____ expressly state their intention that this Letter as a whole, do not and shall not constitute a legal and binding obligation, contract or agreement between any of the Parties and not intended to be an extensive summary of all terms and conditions of the installation and operation of the WTE Technology and Facility.

Primary considerations are as follows:

1. **LGU** _____ desires to enter into a Memorandum of Agreement and eventually into a final Agreement for the installation and operation of the W2E Technology and Facility;
2. **Greenergy** is willing to enter into a Memorandum of Agreement and the final definitive Agreement for the same purpose of installing and operating the WTE Technology and facility;

3. Under and in accordance with the proposed terms and conditions provided for in the proposed Memorandum of Agreement and the further Definitive Agreement, LGU commits the following:

1. Allocate site for the WTE facility covering an area of 10,000 square meter (one facility)
2. Commitment to have 100 per cent collection and hauling of all types of waste within its territorial jurisdiction
3. Provide safety, security and access road to the facility
4. Secure the necessary local licenses and permits for the facility;

Procedures:

1. Five (5) days upon signing of both parties of this Letter of Intent, the LGU concerned shall provide Greenergy the facts and profile of the subject LGU for the preparation of the required Initial Environmental Assessment and the preparation of the designated site.

2. Ten (10) days upon the signing of this Letter of Intent by both Parties the LGU Sangguniang shall pass a Resolution giving authority to the Governor/ Mayor to sign the Memorandum of Agreement and the Joint Venture agreement;

3. It is expected that the Memorandum of Agreement be perfected fifteen (15) days or earlier , upon the signing of both parties of this letter of intent.

Agreements of the Parties during the procedures for the negotiation and preparation of the Memorandum of Agreement and Joint Venture Agreement:

(a) Confidentiality- By their signature below, each Party agrees to keep in strict confidence all information regarding the terms of the proposed transaction.

(b) Disclaimer of Liabilities- Except for breach of any confidentiality provisions hereof, no party to this Letter shall have any liability to any party for any liabilities, losses, damages, Each party shall be solely responsible for its own expenses, legal fees and consulting fees related to the negotiations described in this letter, whether or not any of the transactions contemplated in this Letter are consummated.

(c) *This letter reaffirms its intention as a whole, are not intended to constitute and shall not constitute a legal and binding obligation, contract or agreement between any of the Parties and are not intended to be relied upon by any constituting such.*

If the terms of this LOI are agreeable to you, please sign a copy of this Letter of Intent and return a signed copy to the undersigned by not later than _____, either by mail or thru our representatives.

Should you have questions, please contact us at the following contact numbers:

Date : _____

Sincerely,

Governor/Mayor

AGREED:

Chairman/CEO
Greenergy Solutions Inc.

Date: _____