



**THE POWER GENERATION COMPANY OF
TRINIDAD AND TOBAGO LIMITED**

*ANNUAL ADMINISTRATIVE REPORT
FOR THE YEAR JANUARY 01, 2010
TO DECEMBER 31, 2010 REQUESTED BY THE
MINISTRY OF ENERGY AND ENERGY AFFAIRS*

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1. Vision, Mission, Philosophy and Strategic Objectives

Vision Statement

Our vision is to be the leading supplier of quality energy, committed to the needs of our customers and sensitive to the environment.

Mission Statement

Our mission is to exceed our customers' expectations for quality energy in a safe and environmentally responsible manner, creating value for our customers, employees and shareholders.

2. Organisation Structure

a. Organisation Profile

REGISTERED OFFICE: 6A Queen's Park West, Port of Spain

OPERATING LOCATIONS: PORT-OF-SPAIN POWER STATION, PT. LISAS POWER STATION
AND PENAL POWER STATION

INCORPORATION:

(a) Country: Trinidad and Tobago

(b) Formation Date: 22nd December, 1994

(c) Company No.: T-2280(C)

(d) Continuance Date: 22nd March 1999

(e) Fiscal Year End: 31st December

Minute Book and Corporate

Record Location: 6A Queen's Park West, Port of Spain

ANNUAL GENERAL MEETING:

AGM Required: Annually following the financial year which ends on December 31

AGM held on : AGM for 2010 was held on July 28, 2011

Meeting Location: Hyatt Regency Hotel, Trinidad

BUSINESS: Generation of Electricity

QUALIFIED TO DO BUSINESS IN: Trinidad and Tobago

ASSUMED NAMES: PowerGen

CAPITAL STOCK:

Ten percent (10%) – Amoco Trinidad Power Resources Corporation

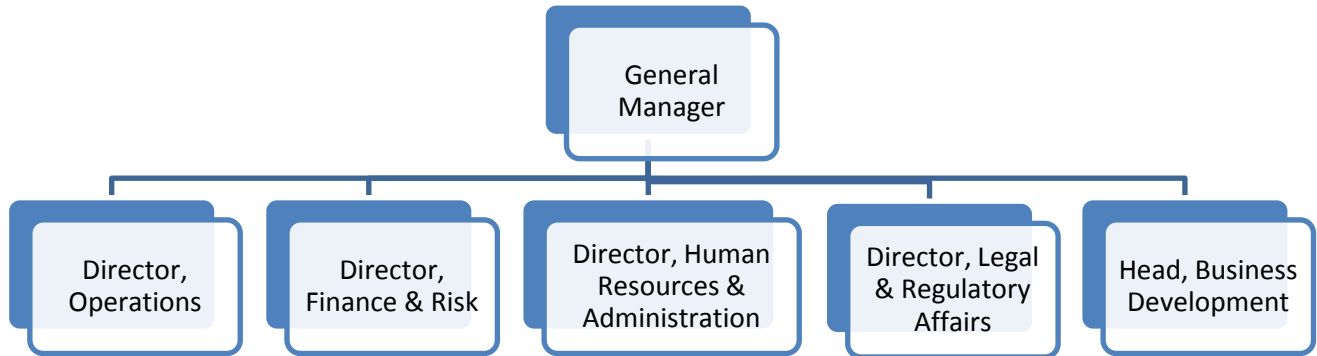
Thirty-nine percent (39%) – Maru Energy Trinidad LLC

Fifty-one percent (51%) – Trinidad and Tobago Electricity Commission

OFFICERS:

Full Name	Address	Date of Appointment
Garth Chatoor – General Manager	6A Queen’s Park West, Port of Spain, Trinidad	2000
Dawn Callendar – Director of Finance	6A Queen’s Park West, Port of Spain, Trinidad	2001
Joy Ramlogan – Director of Legal & Regulatory Affairs	6A Queen’s Park West, Port of Spain, Trinidad	1998
Hyacinth Guy – Director of Human Resources & Administration	6A Queen’s Park West, Port of Spain, Trinidad	1998
Selcrest Husbands– Director of Operations	6A Queen’s Park West, Port of Spain, Trinidad	2010
John Scott – Head, New Business	6A Queen’s Park West, Port of Spain, Trinidad	2006

b. Corporate Structure (2010)



Function of Each Division:

The General Manager is a position established in the original Shareholders Agreement dated December 23, 1994 as amended by the Amended and Restated Shareholders Agreement dated December 19, 2005. The General Manager reports to the Management Committee of the Board and to the Board of Directors. His reports are:

Director, Operations – responsible for the operations and maintenance of the three power stations at Port-of-Spain, Point Lisas and Penal and the dispatch, engineering and reliability functions.

Director, Finance & Risk – responsible for management of finances in the Company, financial reporting, payroll and benefits, treasury, cost and budgets, purchasing and materials and risk management functions.

Director, Human Resources & Administration– responsible for human resources management, training, industrial relations, employee benefits and programs, corporate communications, information technology and security.

Director, Legal & Regulatory – responsible for legal advice, major contract negotiations, property matters, litigation, corporate secretarial function, regulatory affairs and corporate health, safety and the environment management.

Head, New Business – responsible for new business projects.

c. Services Products provided and Special Projects embarked upon

The Company is licensed under the T&TEC Act to produce bulk electrical power under its power purchase agreements.

d. Delegated Levels of Authority

The Company's delegated levels of authority are in accordance with the attached Board Approved Policy – See Attachment 1.

e. Legislative and Regulatory Framework

The Company is an approved generator under the T&TEC Act and it supplies bulk electrical power to T&TEC under two power purchase agreements pursuant to a licence under the T&TEC Act. Its main regulatory agencies are as follows:

- *Regulated Industries Commission-* PowerGen maintains a mutually beneficial relationship with the Regulated Industries Commission (“RIC”) by being a source of reliable industry information, actively participating in any initiatives of the RIC.
- *Environmental Management Authority-* PowerGen adheres to the environmental rules and terms of certificates of environmental compliance as well as monitoring and reporting under the Water Pollution Rules as required by the Environmental Management Authority (EMA).
- *Occupational Safety and Health Act Chap. 88:08-* PowerGen complies with the provisions of the Act and also notifies the OSH Agency of any incidents at our Plants which require medical attention.
- *Ministry of Energy and Energy Industries & Governmental Relationships-*PowerGen continues to keep the Ministry of Energy updated on its activities in light of the Government Implementation Agreement, the Company’s environmental indemnity under the 1994 PPA and the thrust for growth opportunities.
- *Other Government Approvals* – PowerGen also has to obtain, inter alia, the following approvals:
 - Fire Certificates for the three Plants
 - Boiler Inspection Certificates for Port of Spain Plant
 - Water Abstraction Licences for Port of Spain and Penal Plants

f. Reporting Functions

In 2010, PowerGen was owned by T&TEC (51%), MaruEnergy Trinidad LLC (39%) and Amoco Trinidad Power Resources Corporation (10%).

PowerGen is not considered to be a state enterprise as control of the entity is with the overseas shareholders and not T&TEC and the government is not a direct shareholder through the Corporation Sole. As such, its accounts are not reviewed by the Auditor General, and based on advice from senior counsel, it is not subject to the Freedom of Information Act nor the Integrity in Public Life Act.

Accordingly, PowerGen only carries out regulatory reporting functions to the Regulated Industries Commission, Environmental Management Authority and Occupational Safety and Health Agency and other agencies as may be required from time to time.

3. Policies and Development Initiatives

Short, medium and Long term plans, Performance objectives and accomplishments

The Annual Review for 2010 sets out the plans and performance for that year and is attached as Attachment 2. The Company operates under two Power Purchase Agreements, the 1994 Power Purchase Agreement for 819MW from all three power plants and the 2005 Power Purchase Agreement for a contracted availability of 90% of 208MW. By law, the Company is only permitted to generate electrical power from the power plants and sell same to T&TEC. Its performance indicators are therefore based on these two agreements:

	GOAL
INDICATORS	2010
Absenteeism (days per employee)	<10
Days Away from Work Cases	≤2

2005 PPA - Avg. Declared Capacity (MW)	≥187
1994 PPA - Avg. Declared Capacity (MW)	>920
New Plant- System Availability (%)	≥90
Existing Plant- System Availability (%)	≥82
FINANCIAL INDICATORS	2010
Net Income (US\$ million)	32.245
Dividends Declared	22.770
Dividends per share (US cents)	4.71
Debenture Repayments (US\$ million)	5.000
Outstanding Debenture	42.0

4. Financial Operations

The Company's financial operations are conducted in accordance with its Amended and Restated Shareholders' Agreement dated December 19, 2005 and Board Approved Policies. The Company's accounts are audited annually by external audit firms and presented annually at the Annual General Meetings of the Company.

a. Highlights for the Fiscal Year - Financial Performance

➤ Comparison to Budget

Below is a comparative analysis of the 2010 actual income versus the 2010 budget income.

- **Net Income** of US\$33.024 million represented a positive variance of US\$5.225 million over the budgeted US\$27.799 million. The actual Net Income included the reduction of the pension asset by US\$5.621 million, resulting from the improvement of the benefits. If the reduction of the pension asset had been excluded, net income would have been US\$38.645 million or US\$10.846 million over budget.

- **Lease and Service Income** of US\$128.293 million was US\$0.188 million above budget. The components of this variance were:
 - Higher capacity sales associated with the 1994 PPA of US\$1.933 million. This represents additional revenue generated as a result of the trigger clause under the 1994 PPA for providing an incremental 28 MW per month for the period April to December 2010.
 - Energy sales under the 1994 PPA were US\$0.053 million above budget, as sales of 4,713 GWh were 251 GWh above budget.
 - Net electricity sales for Units 13 and 14 were US\$0.910 million below budget due to the extended downtime associated with Unit 13 in the last quarter.

- Penalties were US\$0.749 million above budget as a result of capacity shortfalls under both the 1994 and 2005 PPAs. The major contributors were the lightning strike in Pt. Lisas that affected multiple units, the forced outage on POS 3 and the damaged Pt. Lisas 13 Compressor.
- **Operations and Maintenance** costs were under budget by US\$4.944 million. The major contributor to this variance was a decision to delay the execution of non-critical expense projects and major maintenance activities. A significant factor affecting project activity was the need to minimize unit downtime in order to provide the extra 28 MW capacity associated with the 1994 PPA.
- The above item was partially offset by an obsolescence inventory provision due to the ongoing inventory rationalisation exercise. In addition, higher than budgeted overtime costs were recorded because of the extended and forced outages during the year.
- **Administrative Expenses** showed a negative variance of US\$2.056 million which was as a result of the package of benefit improvements negotiated for its members in the T&TEC Pension Plan which was funded via the Pension Surplus and which the Company ultimately adopted.

Excluding the pension expense, Administrative Expenses were US\$3.565 million below budget. This reflects a deliberate strategy by the Company to better manage its administrative costs, including payroll costs, by not filling vacant positions approved in the budget and reducing the scope of training, contracted services in light of its changing operating environment.

- **Depreciation and Amortization Expenses** were US\$0.641 million below budget as there was a delay in the execution of the capital projects.

- **Other Income** recorded a favourable variance of US\$0.708 million. The major contributor to this was a settlement from T&TEC of a 2007 claim of US\$ 1.250 million related to damage to Pt Lisas 11 for non- conforming gas.
- **Current Taxes** were US\$ 1.739 million above budget as a result of higher income than budgeted. In addition, there was lower tax depreciation resulting from the comparatively reduced 2010 capital expenditure.
- **Deferred Taxes** were US\$2.538 million below budget. The major factors affecting this were the difference between the actual and budgeted capital schedules and the Pension Asset write down that had the effect of reducing deferred taxes.
- **Unadjusted Earnings per Share (EPS)** was 6.84 US cents or 1.08 US cents above the budgeted 5.76 US cents. However, if EPS were adjusted to remove the pension expense, the revised EPS will be 7.97 US cents, an increase of 2.22 US cents above the budget.

In 2010, total returns to shareholders were US\$33.000 million (excluding US\$5.0 million in debenture payments. Due to the absence of a Board of Directors, US\$17.5 million of the payments were disbursed in 2011, although they related to 2010 declared dividends) or US\$8.000 million above the budgeted US\$25.000 million. This performance was generally attributable to income higher than budgeted.

b. Budget Formulation

Budget formulation is an annual exercise incorporating all line functions. The format of the budget is in accordance with the Amended and Restated Shareholders' Agreement dated December 19, 2005. The budget is presented to Management Committee of the Board which then recommends same for approval by the Board. The Annual Budget and Strategic Business

Plan is normally approved in October of the prior year to the fiscal year commencing on January 01.

c. Expenditure vs Budget

The financial performance of the Company is set out in the Annual Review for 2010 (see Attachment 2). The Board Approved Capital Expenditure Policy is set out in Attachment 3.

The Company's financial performance in 2010 was as follows:

	2010 GOAL	2010 ACTUAL
Net Income Unadjusted (US\$ million)	27,799	33,024
Net Income Adjusted for pension assets (US\$ million)	27,799	37,240

d. Debt Policy

The Company's debt policy is a Board Approved Policy which is set out in Attachment 4. A summary of the main provisions are as follows:

- The debt financing policy seeks to establish guidelines in connection with any indebtedness to be incurred by the Company. The Company may obtain debt financing from (i) any reputable lending or financial institution; or (ii) the issuance of privately placed or publicly registered note or security; or (iii) any individual, company or other body, including any Shareholder or Affiliate thereof, which may be approved by Unanimous Board Approval.
- However, such indebtedness so incurred shall:

- (i) be in accordance with the Shareholders Agreement and the relevant Annual Budget;
 - (ii) be obtained on commercially reasonable terms; and
 - (iii) not cause the Company's debt/equity ratio at any time to exceed 1.5
- Such indebtedness must be:
 - (a) necessary for the purposes of enabling the Company to meet its obligations under any applicable laws or regulations;
 - (b) otherwise required in order to enable the Company to manage its Business efficiently; or
 - (c) in furtherance of, or otherwise for the purpose of expanding, the business of the Company as may be approved by the Majority Shareholders from time to time.

e. Investment Policy

The Company's investment policy is a Board Approved Policy which is set out in Attachment 5. A summary of the main provisions are as follows:

- The Company shall invest its liquid assets in the following types of investments only and then in accordance with prudent business practice:
 - (i) investment grade marketable direct obligations issued or guaranteed by the Government of the United States of America or the Government of the Republic of Trinidad and Tobago or issued by an agency of either of the foregoing and backed by the full faith and credit of any of the foregoing;
 - (ii) investment grade marketable direct obligations issued by any state of the United States of America;
 - (iii) investment grade commercial paper and bonds issued by corporations organized under the laws of any state of the United States of America or the Republic of Trinidad and Tobago; or
 - (iv) Eurodollar certificates of deposit or time deposits or bankers acceptances issued by any commercial bank organized under the laws of the United States of America or any state thereof or the Republic of Trinidad and Tobago having combined capital and surplus of not less than US\$50,000,000;

- (v) and, in the case of paragraphs (i) to (iv) above, having a final maturity of one year or less from the date of acquisition by the Company.
- The investments to be made by the Company (other than the temporary investment of its reserves and cash on current account) in any Financial year will be set out in the Annual Budget for such year as approved and amended in accordance with the Shareholders Agreement.
- Save in exceptional circumstances the Company shall not have any single investment or investments of the type described in paragraphs (i) to (iv) above in any one organization which, whether individually or in the aggregate, comprises more than 40% of the cash, reserves and other liquid assets of the Company. If there are such exceptional circumstances, the Management Committee shall in any event ensure that the holding in excess of the 40% limit does not continue for more than 3 months.

f. Internal Audit Function

The Company's internal audit function is outsourced to an auditing firm and reports to a sub-committee of the Board, the Internal Audit Oversight Committee. A copy of the Terms of Reference is set out in Attachment 6. There were no audits of the Company presented during the year 2010 as there was no quorum of the Internal Audit Oversight Committee from June 2010.

5. Human Resource Development Plan

- **Rationalisation of Staff Resources**

In 2010, PowerGen continued the process of restructuring the organisation and rationalising its human resources. At the beginning of 2010, the organisation's employee headcount had been reduced to 466 through the attrition programme implemented in 2009. In March 2010, PowerGen implemented its Voluntary Termination of Employment Programme (VTEP) for professional and senior management staff. By December 2010, 25

persons had left the organisation under this programme. An additional 20 positions became vacant over the period and were not filled through the on-going attrition programme. The head count at the end of 2010 was 421 persons.

The Company continued its training programme to broaden the skills of employees and so promote development. It added Skills Accelerator® to its competency based training programme to more efficiently identify the training needs of employees in the technical disciplines and develop skills in as short a time frame as possible.

During 2010, the Company continued its negotiations with the Oilfields Workers Trade Union and the Senior Staff Association for a new collective agreement period from 1 January 2009 to 31 December 2011. The focus during these negotiations was to identify and revise work rules, such as the implementation of a new 12-hour shift to improve shift continuity, to increase productivity and reduce overtime costs.

a. Organisational Establishment

The organizational establishment for 2010 is attached as Attachment 7.

As at the end of December 31, 2010 the organization establishment comprised the following:

HEAD COUNT AS AT DECEMBER 2010

Department	No. of Staff		Vacant Positions	Total Headcount
	Management	Non-Management		
Head Office				
Office of the GM	1	0	1	2
Human Resources & Administration	5	5	5	15
Business Development	1	1	2	4
Project Management Office	7	5	2	14
Corporate Communications	0	0	4	4
Legal & Regulatory	3	4	1	8
Operations	4	2	4	10
Information Resources	2	5	2	9
Finance	5	7	10	22
Total:	28	29	31	88
Purchasing & Materials	1	21	8	30
Point Lisas	9	110	14	133
Penal	9	84	10	103
Port of Spain	7	123	19	149
Plant Total:	26	338	51	415
Total Head Count	54	367	82	503

	Contract Employees	Trainees		
		Engineers	MIC	Gen./Other
Head Office	1	0	0	1
Purchasing & Materials	0	0	0	0
Penal	0	4	0	4

Point Lisas	1	5	0	15
Port of Spain	2	3	0	3

b. Category of Employees

The Company employs the following categories of employees:

- (1) Management Professionals
- (2) Senior Staff Association Members
- (3) Oilfields Workers Trade Union Members (registered trade union)

c. Career Path Systems

The Company supports the development of its personnel and where applicable has potential for career development. The Company has a Career Planning Policy and Training and Development Policy, both of which are attached in Attachment 8.

Career planning in the technical areas is centered on structured competency assessment. Technical training and refresher training support this progression utilizing the Prior Learning Assessment system. There is also an Engineer in Training and Generator Trainee programme to ensure that new graduates and technical vocational trainees are trained and competent in power plant operations. The formal trainee programmes in 2010 benefitted 38 persons.

The Company recognises that effective management is essential to staff retention. There is a need for managers to create and sustain employee engagement, manage change effectively, and conduct succession planning in a proactive systematic way.

Managers are therefore required to attend training courses aimed at building effective teams and healthy workplace climates conducive to employee commitment, which courses include:

- Developing competence in people skills (soft skills)
- Building cohesive and productive teams
- Developing approaches to effective work teams
- Assessing and developing strategies for organisational problems
- Reviewing change management approaches
- Doing strategic planning
- Developing approaches to enhanced competence in engaging and motivating employees
- Communicating effectively in a variety of situations

To address the issue of current managers retiring or leaving for other opportunities, PowerGen's training and development plans are aligned to meet the needs of employees. To that end, staff development entails the following:

- individual external courses focused on needs of employees; and
- internal department-specific custom training services.

d. Performance Assessment/Management Strategies

Since inception, the Company has implemented performance assessment systems. The applicable policies on Performance Evaluation and Performance Management are attached in Attachment 9.

e. Promotion- selection procedures

The Company's Recruitment and Selection policy is attached as Attachment 10.

f. Employee Support Services

The Company has an active Employee Assistance and Wellness Programme and the policy is attached as Attachment 11. Employee support includes counseling, psychological support for

employees, anti-addiction support and extends to families where persons have encountered traumatic situations including family issues.

The Employee Education Assistance Programme is also a key employee support service. The policy is attached as Attachment 12. This Programme provides employees with financial support for formal education and training. Offering employees continuing education opportunities leads to a well-trained work force. It also allows eligible employees to achieve professional growth and greater job satisfaction by enrolling in undergraduate, graduate or Ph.D. degree or job-related courses.

The Computer Literacy Programme is another avenue for professional development that PowerGen employees can utilise. The policy is attached as Attachment 13. The Programme allows employees to access a computer allowance through various options.

6. Procurement Procedures

- a. Open tender**
- b. Selected tender**
- c. Sole tender**

The Company has a Tenders Procedure and a Board Approved Purchasing Policy which governs the procurement of goods and services, please see Attachment 14. The list of tenders issued for the year 2010 and their values are attached at Attachment 15.

7. Public and Community Relations

a. Client and Public Access to services

The Company has one customer (by law, PowerGen is only allowed to generate bulk electrical power and sell to T&TEC) and therefore there is no client or public access to services.

b. Community and Stakeholder Relations

The Company is one of the largest sponsors of youth cricket in the country through its support of the PowerGen Secondary Schools Cricket League and also sponsors the Annual Special Children's Sports Day for all special schools. It is an active provider of scholarships to primary and tertiary level students as well as its employees are leaders in community based outreach projects.

The Company also sponsors the PowerGen Cricket Club which is a community based club which both plays competitive cricket and provides training and support to young sportsmen and women in the community.

The Company's local partners would include the Trinidad and Tobago Cricket Board (for the youth cricket programmes); and the University of the West Indies, the National Centre for Persons with Disabilities, YTEPP, the National Energy Skills Center (for educational scholarships).

The Company's board approved Philanthropic Policy is attached as Attachment 16.

c. Strategic Partnerships (local, regional, international)

PowerGen has no strategic partnerships with other local, regional and international parties.