



भारत सरकार  
**GOVERNMENT OF INDIA**

**Provision of Transaction Services  
for PPP Infrastructure Projects**

Request for Qualification  
No. 6/2/2010 -PPP

**Department of Economic Affairs, India**

**31<sup>st</sup> May 2010**

## 1 Introduction

Government of India has announced several initiatives to create an enabling environment for private investment in infrastructure through the Public Private Partnership (PPP) mode. . Several initiatives like the Viability Gap Funding Scheme, setting up of India Infrastructure Finance Company, establishment of India Infrastructure Project Development Fund have been taken by the Government to promote PPPs.

2. Further recognising that implementation of this policy would require that the agencies concerned with PPPs at central state and municipal government level have access to appropriate advisory support for the implementation of PPP transactions, the Government had notified a Panel of Transaction Advisor, vide O.M. No. 2/4/2007-Infra. dated August 22, 2007, that had been assessed as suitable for providing quality transaction advisory services. The Panel is available to all Central, State and municipal governments who are undertaking PPP transaction.

3. The Government of India is seeking to renew the Panel of pre-qualified advisers. The Panel will have the following characteristics:

- The Government intends to pre-qualified those firms who it has assessed as having skills and experience for providing both commercial/financial and legal services in support of PPP transactions.
- The Panel will be made available to all Central, State and municipal governments who are undertaking or intending to undertake PPP transactions However, it is advisable to procure financial, legal and technical expertise separately in the case of large projects where the project cost is very high.
- Firms/ Consortia on the Panel will contract directly with the Sponsoring Authorities concerned for provision of transaction management services. DEA should however be kept informed on the use being made of the Panel, and the performance of Panel members.
- The Government of India currently anticipates that transactions may arise in urban waste management, water, public transport, ports, airports, highways, education and health, tourism, social sector, Information technology, Industrial parks, SEZs etc. However, the use of the Panel will not be restricted to these sectors.
- The successful applicants will be required to provide both commercial/financial and legal services in support of the PPP transactions concerned. The services required are described more fully in section 2.
- The Panel will be for a term of three years, from the date of its notification.

Agencies in Central, State and Municipal Government who are implementing eligible PPP projects will be able to retain advisers from the Panel. Firms on the Panel will be appointed to specific assignments on the basis of a financial

proposal, against a defined scope of work. Panel members will contract directly with the agencies implementing the PPP projects and retaining the transaction adviser.

4. Individual firms or consortia (**including those on the extant Panel of Transaction Adviser notified by this Department**) who consider that they are capable of providing high quality transaction management services, and meeting the evaluation criteria set out in this RFQ, are encouraged to submit a response.

## 2 Services sought

The Panel will be used by agencies who have decided to proceed with a PPP transaction and who are seeking transaction advisers to assist with implementation of the desired transaction. The Panel will not be used for retaining advisers prior to the decision to proceed with a PPP transaction.

Advisers who are on the Panel will be approached by the agencies. The services being sought from the consultants will be set out in detail in terms of reference for the specific assignment. It is anticipated that they may include:

- Interaction with the market, or conduct of formal market soundings, to confirm decisions on scope, timing and packaging of the transaction
- Preparation of bid documents including but not limited to the Request for Qualification , Request for Proposal, and the Contract for Services
- Preparation of supporting information to assist bidders in preparation of their bids, and where relevant creation of a data room and management of access to the data room
- Support to communication with the market and interaction with the market, including managing and responding to requests for clarification
- Preparation of an evaluation plan, assistance with evaluation and preparation of evaluation reports
- Monitoring and advice on bidder performance against any conditions precedent to financial close, and
- Management of other advisory inputs, and overall management of the transaction team, to ensure a successful conclusion.

Panel members will not be required to provide technical advice. Where specialist technical advice is required, technical advisers will be separately procured.

Agencies will contract Panel members to provide the services. Panel members should be aware that agencies may have specific requirements, such as for particular levels of professional indemnity insurance, which are not included within this RFQ.

### 3 Information Required

Respondents to this RFQ are required to provide information to enable evaluation of their suitability to provide the services outlined in section 2. Subsequent sections set out the information required.

Where two or more firms are forming a Consortium to respond to this RFQ then, one firm shall become the lead member of the consortium and shall submit an authorization letter for other members of the Consortium. The evaluation will be conducted on the basis of the performance of the Consortium as a whole against the evaluation criteria.

:

- **Threshold requirements:** the Panel will require firms or consortia whose annual turnover from legal and financial advisory services and human resources exceed defined levels. Responses that do not meet these threshold requirements will not be further evaluated.
- **Evaluation criteria:** responses that do meet the threshold requirements will be evaluated against capability and experience in playing a lead role in transactions, and providing commercial/financial and legal advice on transactions. This evaluation will be conducted with respect to the firm (or consortium) as a whole, and with respect to the team proposed. Equal weights will be attached to the assessment of capability and experience of the firm, and of the nominated team.

Respondents should provide summary responses, summarising their performance against the requirements set out in the RFQ. Respondents should also provide:

- Audited accounts for the last two years;
- A statement of company capability, summarising in not more than 10 pages the company's capability and experience; and
- A curriculum vitae of not more than 3 pages for each member of the team nominated for the Panel.

Respondents to this RFQ are asked to indicate the sectors within which they have previous experience in providing services of this kind and required to provide supporting information to enable evaluation of that experience.

#### **4 Submission of Responses**

The bidders should submit their EOs at the address indicated below by 5.00 PM on 1<sup>st</sup> July, 2010. **Responses received after this deadline will not be considered.**

**Shri Abhijit Phukon,  
Deputy Director,  
PPP Cell,  
Department of Economic Affairs  
Room 251-C, North Block  
New Delhi  
Tel: +91 (11) 23095100  
Fax: +91(11) 23095150**

#### **Note-**

- 1. Bidders should provide one original response and two copies.**
- 2. For any queries, please contact the address indicated above and email at [abhijit.phukon@nic.in](mailto:abhijit.phukon@nic.in)**

## 5 Organisational Information

### 5.1 Firm's Profile

Full name:	
Any trading or business name:	
Registered office address:	
Date and Place of incorporation:	
Name of principal point of contact : Email: Telephone:	

### 5.2 Consortium Profile

If a consortium, please complete the following table in addition to profile of each member as above-

Name of the Lead Member		
Names of Consortium Members	Consortium Member's Addresses	Role of each member

### 5.3 Executive Summary and Scope of services

Provide a brief executive summary of the understanding of the firm.

Response: (Respondents are requested to summarise their offer in no more than 2 pages)

**6. Evaluation Criteria:**

**The response shall be evaluated against the following criteria:-**

Criteria	Assessment	Weighting
<b>1.Threshold Requirements</b>		
<b>1.1 Annual turnover</b>	The applicant should provide audited annual financial statements for the last three years, to demonstrate an annual turnover of not less than 20 crore rupees	Threshold requirement
Response: (Respondents should confirm that they meet this criterion. Please provide attachments of annual audited financial statements)		
<b>1.2 Human resources</b>	The applicant should not have less than <b>20</b> full time equivalent professional staff providing transaction advisory services of which at least 5 should be legal	Threshold requirement
Response: (Respondents should quote number of FTE professional staff and provide an organisational structure of the firm indicating staff numbers by division)		
<b>1.3 No conflict</b>	The applicant should face no conflict in provision of advice on PPP contracts at State level	Threshold requirement
Response: (Respondents to provide details of any existing or potential conflict of interest) It should be noted that Respondents will also be required to demonstrate that no conflict of interest exists when providing a financial proposal for specific assignments.		

Criteria	Assessment	Weighting
<b>2. Transaction Advice (Total 35 points)</b>		
<b>2.1 Sector experience</b>	<p><b>Sector:</b></p> <p>Urban waste <input type="checkbox"/></p> <p>Water <input type="checkbox"/></p> <p>Highways <input type="checkbox"/></p> <p>Ports <input type="checkbox"/></p> <p>Airports <input type="checkbox"/></p> <p>Public Transport <input type="checkbox"/></p> <p>Health <input type="checkbox"/></p> <p>Education <input type="checkbox"/></p> <p>Industrial Park <input type="checkbox"/></p> <p>Social Sector <input type="checkbox"/></p> <p>Others <input type="checkbox"/> (Please specify)</p>	
<p>Response: (Respondents to indicate in the table above their sector experience by checking the relevant box. Agencies may at their discretion seek financial proposals only from those firms who have experience in the sector relevant to a specific transaction.)</p>		
<b>2.2 Lead transaction adviser</b>	<p>The applicant should provide details of assignments in the last 5 years to demonstrate experience as lead transaction adviser across a range of transactions in the infrastructure sector, mentioned in section 2.1 above. The assignments described should have been undertaken by members of the team proposed for the Panel.</p> <p>For each assignment, the applicant should provide details of the nature of the services provided, the duration of the assignment and the total fees.</p>	<p>Demonstration of appropriate experience in lead transaction advice by firm and team members – <b>up to 35 points</b></p>
<p>Response: (Respondents to provide details of company experience and team experience separately. Responses should be no more than 2 pages each)</p>		

Criteria	Assessment	Weighting
<b>3. Commercial and Financial Advice</b> (Total 30 points)		
<b>3.1 Financial modelling</b>	<p>The applicant should provide details of 4 assignments in the last 5 years which demonstrate an ability to conduct financial modelling in support of transactions.</p> <p>The applicant should describe the nature of the transaction, the role of the applicant in supporting that transaction, the nature of the financial modelling and its relationship to the transaction, the duration of the assignment, and the total fees related to the financial modelling work.</p>	Up to 10 points
Response: (Respondents to provide details of company experience and that of the nominated personnel separately. Response should be no more than 2 pages)		
<b>3.2 Taxation advice</b>	<p>The applicant should provide details of 3 assignments in the last 5 years which demonstrate an ability to advise on tax issues associated with PPP-type transactions, and on the preferred approach to managing tax impacts in the transaction.</p> <p>The applicant should describe the nature of the transaction, the role of the applicant in supporting that transaction, the nature of the taxation analysis and its relationship to the transaction, the duration of the assignment and the total fees related to the tax advice.</p>	Up to 5 points
Response: (Respondents to provide details of company experience and that of the nominated personnel separately. Response should be no more than 2 pages)		
<b>3.3 Commercial advice on contract design</b>	<p>The applicant should provide details of 3 assignments in the last 5 years which demonstrate an ability to provide commercial advice on the design and documentation of contracts associated with PPP-type transactions.</p> <p>The applicant should describe the nature of the transaction, the role of the applicant in supporting that transaction, the nature of the commercial advice, the duration of the assignment and the total fees related to the tax advice</p>	Up to 10 points
Response: (Respondents to provide details of company experience and that of the nominated personnel separately. Response should be no more than 2 pages)		
<b>3.4 Commercial and financial advice during tender evaluation and contract award</b>	The applicant should provide details of 4 assignments in the last 5 years which demonstrate an ability to provide commercial and financial advice during tender evaluation and contract award.	Up to 5 points

**Request for Qualification [No. No. 6/2/2010 -PPP]**

	The applicant should describe the nature of the transaction, the role of the applicant in supporting that transaction, the nature of the commercial advice, the duration of the assignment and the total fees related to the tax advice.	
Response: (Respondents to provide details of company experience and that of the nominated personnel separately. Response should be limited to no more than 2 pages)		
<b>Criteria</b>	<b>Assessment</b>	<b>Weighting</b>
<b>4. Legal Advice</b> (Total 35 points)		
<b>4.1 Contract design and documentation</b>	<p>The applicant should provide details of 5 assignments in the last 5 years which demonstrate an ability to provide legal advice to a public authority on initial contract design and documentation. The assignment should have been undertaken by nominated personnel who should have at least 15 years of experience in corporate and contract laws.</p> <p>The applicant should describe the nature of the transaction, the role of the applicant in supporting that transaction, the nature of the legal advice on contract design and documentation, the duration of the assignment and the total fees related to contract design and documentation.</p>	Up to 20 points
Response: (Respondents to provide details of company experience and that of the nominated personnel separately. Response should be no more than 2 pages)		
<b>4.2 Legal advice during tender evaluation</b>	<p>The applicant should provide details of 5 assignments in the last 5 years which demonstrate an ability to provide legal advice to a public authority on design and conduct of tender evaluation processes. The assignment should have been undertaken by nominated personnel.</p> <p>The applicant should describe the nature of the transaction, the role of the applicant in supporting the evaluation, the nature of the legal advice during tender evaluation, the duration of the assignment and the total fees related to legal advice during tender evaluation.</p>	Up to 5 points
Response: (Respondents to provide details of company experience and that of the nominated personnel separately. Response should be no more than 2 pages)		
<b>4.3 Legal advice during contract negotiations and execution</b>	The applicant should provide details of 5 assignments in the last 5 years which demonstrate an ability to provide legal advice to a public authority during contract negotiations and execution, and legal support to ensuring any	Up to 10 points

	<p>conditions precedent are satisfied prior to contract execution. The assignment should have been undertaken by nominated personnel who should have at least 15 years of experience in corporate and contract laws.</p> <p>The applicant should describe the nature of the transaction, the role of the applicant in supporting that transaction, the nature of the legal advice during contract negotiations and execution, the duration of the assignment and the total fees related to the tax advice.</p>	
<p>Response: Response: (Respondents to provide details of company experience and that of the nominated personnel separately. Response should be no more than 2 pages)</p>		

**6. References**

Provide five confirmatory letters from the clients regarding your ability to provide services under this RFQ.

Client name and contact details	Description of Services	Period

## 7. Declaration

I acknowledge that I have read this Request for Qualification, and have fully acquainted myself with all matters relating to the Government of India's policy with respect to PPPs and its proposal to retain transaction advisers. I declare that information submitted above is true and authentic to best of my knowledge. In case information provided is found incorrect, the offer submitted by us may be cancelled summarily without any further clarifications.

Name , designation  
and address of authorised signatory

Signature of authorised signatory

Date

Place