



भारत सरकार  
GOVERNMENT OF INDIA

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

Request for Qualification  
No. 2/4/2007-Infra

**Department of Economic Affairs, India**

**9<sup>th</sup> April 2007**

## 1 Introduction

Government of India has announced several initiatives to create an enabling environment for private investment in infrastructure. Committee on Infrastructure under the chairmanship of the Prime Minister of India was established to give overall guidance for infrastructure development. **Under the overall guidance of the Committee of Infrastructure Public Private Partnership (PPP) programme to meet the gap in provision of infrastructure services is being implemented.** Several initiatives like the Viability Gap Funding Scheme, setting up of IIFC, establishment of Project Development Facility has been taken by the Government to promote PPPs.

Further implementation of this policy would require that the agencies concerned with PPPs at state and municipal government level have access to appropriate advisory support for the implementation of PPP transactions.

The Government of India is seeking to establish a panel of pre-qualified advisers. The panel will have the following characteristics:

- The Government intends to establish a panel of ten to fifteen firms who it has assessed are the most suitable for providing this advice
- This panel will be made available to all central, state and municipal governments who are undertaking PPP transactions, that is transactions where the successful bidder will finance the capital costs, and recover those costs from service charges over the life of the project or term of the contract
- The panel will be used for transactions where a single transaction adviser will suffice, rather than separate financial and legal advisers
- The Government of India currently anticipates that transactions may arise in urban waste management, water, public transport, ports, airports, highways, education and health.
- 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. Specialist technical advice related to the sector concerned will be separately procured

Agencies in 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.

The panel will last for a term of two years, from June, 2007 to May, 2009.

Individual firms or consortia who consider that they are capable of providing high quality transaction management services, and of 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 consultant 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 and the Contract for Services
- Preparation of supporting information to assist bidders in preparation of their bid, 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
- Monitoring and advice on tenderer 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.

Panel members will contract with agencies 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. Attachment 1 sets out the information required.

Where two or more firms are forming a consortium to respond to this RFQ then the evaluation will be conducted on the basis of the performance of the consortium as a whole against the evaluation criteria.

The evaluation criteria include:

- *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 weight will be attached to the assessment of capability and experience of the firm, and of the nominated team.

Respondents should provide summary responses at the points set out in attachment 1, 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.

Panel members will not be required to provide technical expertise, but should demonstrate familiarity with the sectors concerned. Respondents to this RFQ are asked to indicate the sectors within which they have previous experience in providing services of this kind, and to provide supporting information to enable evaluation of that experience.

#### 4 Submission of Responses

The Tenderer's response should be submitted to:

Ms Anna Roy  
Director  
PPP Cell  
Department of Economic Affairs  
Room 61, North Block  
New Delhi  
Tel: +91 (11) 23094443  
Fax: +91(11) 23092477  
Email: [annaroy@nic.in](mailto:annaroy@nic.in)

Tenderers should provide one original response and four copies.

Tenderer responses must be received at the address indicated above by 5.00 PM on 30<sup>th</sup> April, 2007. Responses which are received after this deadline will not be considered.

#### 5 Organisational Information

**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.**

##### 5.1 Tenderer's Profile

Tenderer's Profile	
Full name:	
Any trading or business name:	
If a company, the registered office address:	
Date and Place of incorporation:	
Name of principal point of contact : Email: Telephone:	

### 5.2 Consortium Tenders

If a consortium, please complete the following table:

Name of the Prime Contractor		
Names of Consortium Members	Consortium Member's Addresses	Nominate the role that will be played by each member

### 5.3 Executive Summary and Scope of services

Provide a brief executive summary of the overview of the tender.

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

## 6 Evaluation Criteria

Tenders will be evaluated against the following criteria.

Criteria	Assessment	Weighting
<b>1. Threshold Requirements</b>		
<i>1.1 Annual turnover</i>	The applicant should provide audited annual financial statements for the last two 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)		
<i>1.2 Human resources</i>	The applicant should not have less than 20 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)		

1.3 No conflict	The applicant should face no conflict in provision of advice on PPP contracts at State level	Threshold requirement
<p>Response: (Respondents to provide details of any existing or potential conflict of interest)</p> <p>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.</p>		

Criteria	Assessment	Weighting
<b>2. Transaction Advice (Total 35 points)</b>		
2.1 Sector experience	<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>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>		
2.2 Lead transaction adviser	<p>The applicant should provide details of assignments in the last 5 years to demonstrate experience in providing the services detailed in section 2.1 above as lead transaction adviser across a range of transactions in the infrastructure sector, including water, highways, ports, airports and rail (public transport). 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</p>	<p>Demonstration of appropriate experience in lead transaction advice by firm and team members – up to 35 points</p>

	duration of the assignment and the total fees.	
Response: (Respondents to provide details of company experience and team experience separately. Responses should be no more than 2 pages each)		

Criteria	Assessment	Weighting
<b>3. Commercial and Financial Advice (Total 20 points)</b>		
<i>3.1 Financial modelling</i>	<p>The applicant should provide details of 3 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 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)		
<i>3.2 Taxation advice</i>	<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)		
<i>3.3 Commercial advice on contract design</i>	<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</p>	Up to 5 points

	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 no more than 2 pages)		
<i>3.4 Commercial and financial advice during tender evaluation and contract negotiations</i>	<p>The applicant should provide details of 3 assignments in the last 5 years which demonstrate an ability to provide commercial and financial advice during tender evaluation and contract negotiations.</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>	5 points
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 (Total 35 points)</b>		
<i>4.1 Contract design and documentation</i>	<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>	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)		
<i>4.2 Legal advice during tender evaluation</i>	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.	5 points

	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.	
Response: (Respondents to provide details of company experience and that of the nominated personnel separately. Response should be no more than 2 pages)		
<i>4.3 Legal advice during contract negotiations and execution</i>	<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 during contract negotiations and execution, and legal support to ensuring any 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>	10 points
Response: Response: (Respondents to provide details of company experience and that of the nominated personnel separately. Response should be no more than 2 pages)		

## 7 References

Provide three references that the DEA could contact regarding your ability to provide services under this RFQ.

<b>Client name and contact details</b>	<b>Description of Services</b>	<b>Period</b>