

PRE-QUALIFICATION DOCUMENT

1. Background

Alternative Energy Development Board (AEDB) is pursuing promotion and development of Alternative and Renewable Energy (ARE) technologies in Pakistan. The ARE based power generation projects are being pursued through the private sector along with activities for promotion and development of ARE technologies in the country.

AEDB requires legal services for ARE based projects, exert legal opinion on various technical matters, contracts, agreements, disputes and other organizational matters such as service matters, ACT related issues, Public-Private Partnership (PPP) based activates, international contracting etc.

AEDB wishes to pre-qualify appropriate legal firms for services for a period of three (03) years required from time to time on the following;

- (a) Legal Services requited on ARE based projects.
- (b) Legal Services on organizational matters and court matters

2. Scope of Work

- (A) The legal firm to be hired for IPP based ARE Projects shall be required to provide services on the following:
 - (i) Preparation / review / vetting of projects related legal instruments / agreements including Letter of Intent (LOI), Letter of Support (LOS) etc.
 - (ii) Legal review of Term Sheet / NOC for the Term Sheet.
 - (iii) Drafting, Negotiations, Finalization and execution of Energy Purchase Agreement (EPA) and Implementation Agreement (IA).
 - (iv) Drafting, negotiations, finalization and execution of Direct EPA and IA for the project.
 - (v) Advice on any project related agreements / documents.
 - (vi) Advice on any material matter related to the Project till Commercial operation Date (COD).
 - (vii) Assistance and advice on various matters related on-grid and off-grid commercial, captive, spill over, net metering etc. related renewable energy projects / schemes.

(viii) Advice in commercial, financial and technical matters of Power Projects/ Power Sector/ on-grid and off-grid ARE applications.

(B) The legal firm to be hired for organization matters shall be required to provide services on the following:

- (i) Act related issues.
- (ii) Service matters.
- (iii) Aspects of creating subordinate organizations / entities.
- (iv) Public contracts.
- (v) Tax Laws.
- (vi) Constitutional and Policy.
- (vii) Court matters.

3. Documentation Required for Pre-Qualification of Legal Firms for ARE Power Projects.

The proposals from interested legal firms should contain the following information which shall form the basis of pre-qualification of legal firms for ARE projects / technical matters of AEDB;

- I. Number of Power infrastructure projects in which your Firm was formally engaged as Project counsel in the past 5 years.
 - a. Given names of the Projects with description, description of work done, and references with contact details of Clients in a separate attachment marked Tech_Appendix A.
- II. No of projects in which your Firm negotiated and drafted the Project Documents for the power sector.
 - a. Given name of the Projects with description, description of work done, and references with contact details of Clients in a separate attachment marked Tech_Appendix B.
- III. Years of experience of Lead Counsel in the Power Sector to be assigned to AEDB's assignment
 - a. Provide a copy of the CV of lead counsel specifically describing the experience with references to assignments undertaken and any formal training / certification in any field of Renewable Energy in a separate attachment marked Tech_Appendix C.

- IV. Experience in dealing with power sector regulatory framework.
 - a. Given description of work done and references in a separate attachment marked Tech_Appendix D.
- V. Experience in commercial, financial and technical matters of Power Projects/ Power Sector / on-grid and off-grid applications.
 - a. Give description of work done and reference in a separate attachment marked Tech_Appendix E.

4. Documentation Required for Pre-Qualification of Legal Firms for Organizational Matters.

The proposals from interested legal firms should contain the following information which shall form the basis Pre-qualification of legal firms for organizational matters;

- I. Legal Qualifications – include a general description of the firm and its background as it relates to the needed services.
- II. Qualifications of employees/partners/members – include a general description of the firm staffing and their background as it relates to these services.
- III. Experience of working with Government / Semi-government / Autonomous organizations / departments.
- IV. Experience of dealing with constitutional, legislative, regulatory and Policy matters.
- V. Experience of dealing with taxation matters.
- VI. Experience of dealing with Court related matters.
- VII. Experience of dealing with service matters of public sector organizations / entities including employee service regulations.
- VIII. Number of Court Cases relating to service matters dealt in last 2 years

Supporting documents such as CV of Partners and Associates, lists of projects / work executed, names of entities for whom services have been rendered in similar categories shall be provided.

5. Hiring of Services.

AEDB would hire services of legal firms on need basis from time to time. Financial quotations will be called from pre-qualified legal firms at the time of hiring.

6. Evaluation Criteria.

The pre-qualification documents submitted by interested legal firms will be evaluated by AEDB as per PPRA Rules for hiring services. Two stage bid evaluation criteria will be followed. Firms will be technically shortlisted first. Financial bids will be invited from technically shortlisted firms on case to case basis. The firm quoting lowest financial bid will be awarded services contract.

7. Criteria for Eligibility.

Following are the details on the basis of which Firm will be shortlisted:

- a. Registration with the professional body (membership with Supreme Court/ High Court etc.).
- b. Undertaking by the Firm on legal format that it has not been blacklisted by any Government Agency / Authority nor is under any litigation.

The pre-qualified legal firms will be required to submit an undertaking to AEDB that the legal firm is not currently advising and will not advise any project sponsor, their vendors or lenders for the specific sub-sector (wind, solar, biomass, waste-to-energy) any other party and representation on behalf of any other party in different forums including court that is under legislative proceedings against AEDB and its counterparts for their duration of assignment with AEDB so as to avoid conflict of interest.

AEDB does not bind itself to assign supply of provision of legal services but shall endeavor to ensure assignment for specific provision of legal services will be treated equitably and on merit basis. All applicants will be informed of the results of prequalification without assigning any reason for AEDB's decision thereof.