PRE-QUALIFICATION DOCUMENTS (PQD)

INSTRUCTIONS TO PROSPECTIVE BIDDERS

BIOMASS POWER PLANT PROJECT

UNIVERSITY OF AGRICULTURE, FAISALABAD (UAF)

January 07, 2014
NOTE

This Prequalification Document is provided to the recipient solely for use in preparing and submitting applications for prequalification in connection with EPC/Turnkey Contract (Construction, Supply, Installation, Testing & Commissioning, Training, Operation & Maintenance etc. of 15MW Biomass Power Generation Plant) at ChakJumahra, Faisalabad hereinafter referred to as "Project".

This Prequalification Documents do not constitute a solicitation to invest, or otherwise participate, in the Project. UAF reserves its right, in its full discretion, to modify the Prequalification Document and/or the Project at any time to the fullest extent, and shall not be liable to reimburse or compensate the recipient for any costs nor expenses incurred by the recipient in such an event.
INTRODUCTION OF THE UNIVERSITY

The University of Agriculture, Faisalabad (UAF), Islamic Republic of Pakistan spreading over an area of 2224-Acre is a leading University, housing over 8000 students, within its campus and approximately 8000 day scholars. In the recent ranking, the National Taiwan University (NTU) declared the UAF the 98th best university worldwide in the Agriculture Sciences and 20th best in the Asia Pacific comprising New Zealand, Australia, Malaysia, China, Turkey and India etc sequel of UAF meritorious services rendered to strengthen agriculture and livestock sectors. Within one year the UAF moved 60 positions up from its last year standing at 158th position worldwide and 33rd position in the Asia. The QS Ranking also places the UAF 142nd top university in the world. It is also a proud recipient of Islamic Development Bank 2012 Prize for Excellence in Science and Technology.

Being the mother of all agricultural educational institutions in the Sub-Continent and taking revolutionary steps for boosting up agricultural and livestock sectors especially during the last five years, the HEC also recognizes the UAF, the best agricultural institution across the country.

The University is imparting knowledge / training in the fields of Agriculture, Agricultural Engineering & Technology, Food Engineering, Social Sciences, Animal Husbandry, Veterinary Science and Sciences.

The University is also focusing on applied research, technology transfer and social mobilization through outreach programmes to increase Agricultural production and to ensure food security. The outreach programmes provide a platform to farming community, agricultural experts and policymakers to sit together and map out a strategy to address challenges confronting the sector. Since its inception as the University in 1961, it has produced more than 54,000 graduates including 1,080 PhDs. The UAF has maintained good relations at international / national level. Currently, the scientists of the university are working on different international research projects of worth Rs. 2 billion.
1. INVITATION TO PROSPECTIVE BIDDERS


Prospective bidders can obtain a complete set of Prequalification Documents (PQD) from the Office of the Dean, Faculty of Agri. Engineering & Technology, University of Agriculture, Faisalabad on deposit of Rs. 50,000/- (non-refundable) into the Account No. 270-5/NBP, UAF Branch. The same can be downloaded from University website www.uaf.edu.pk. In that case, the prospective bidder is required to submit CDR/Bank draft/Pay order in favor of the Treasurer, UAF worth Rs. 50,000/- (for Faisalabad), Rs. 50,200/- (other than Faisalabad). In case of foreign firms, bank draft amounting US$: 500/- in favor of the Treasurer, UAF, is to be attached with the application.

Prospective bidders shall attach security of Rs. 500,000/- (Rupees Five hundred thousand only) in shape of CDR in case of Pakistan and bank draft of US$: 5000 (US Dollar five thousand only) in case of foreign bidders, in favor of Executive Engineer (ECD-Projects), UAF, Pakistan. The same will be:

a. retained for prequalified bidders;

b. refunded to unqualified bidder(s).

Pre-qualification applications can be submitted by 1500 hours (PST) upto March 13, 2014.
2. PROJECT DESCRIPTION

University of Agriculture, Faisalabad, Punjab, Pakistan EPC/Turnkey Contract for construction, supply, installation, testing & commissioning, training, operation & maintenance etc. of 15MW Biomass Power Generation Plant at Chak Jumahra,Faisalabad.

The objectives of the project:

- Establishment of Biomass Power Generation Plant to help solving current energy crisis issues in Faisalabad, Punjab, Pakistan;
- Development of outreach program for promotion of environment friendly and cheaper Biomass power generation for electric supply to industries and household needs;
- Effective utilization of crop biomass waste for the production of green energy.

3.1 Consortium-Lead Members

A Prospective Bidder shall apply for the complete project. A Prospective Bidder may be a single entity or may take the form of a consortium (a “Consortium”) comprise of companies, firms, corporate bodies or other legal entities. Each Consortium shall appoint and authorize one (1) lead member (“Lead Member”) to represent and irrevocably bind all members of the Consortium in all matters connected with the prequalification and tendering process, including but not limited to the submission of the Prequalification Application on behalf of the Consortium. The shareholders’ Agreement shall contain requirements on the Lead Member to subscribe and maintain a shareholding in the Operating Concern incorporated as a Special Purpose Company.

3.2 Consortium Participation Restrictions

No Prospective Bidder or Consortium member may prequalify if it owns more than five per cent (5%) of the shares (directly or indirectly, in terms of voting rights and/or rights to dividends) of another Prospective Bidder or member of another Consortium.

No Prospective Bidder or Consortium member may prequalify if it has any representative on the Board of Directors of another Prospective Bidder or member of another Consortium.

No Prospective Bidder or Consortium member may prequalify if any of them is a Federal Govt, Provincial Govt, Autonomous Body & University employee or member of statutory body of the University or respective body of the institution.

Notwithstanding the foregoing, a Prospective Bidder or Consortium may prequalify if it can present evidence reasonably satisfactory to the University that arrangements have been established such that any such cross shareholdings do not materially affect the independent investment decisions of the Prospective Bidder or Consortium in which such cross shareholding exists.
3.3 Evaluation and Equity Requirements

If the Prospective Bidder is a Consortium it shall clearly indicate in its responses to the Prequalification Criteria set forth in Section 4.3, which Consortium member(s) are to be evaluated for each such Criterion. Consortium members evaluated for background & experience, technical and financial criteria set forth in QC1-QC3 of Section 4.3 shall be required in the Shareholders’ Agreement to subscribe and maintain a shareholding in the Operating Concern SPC of more than 50% in aggregate for a period of at least two years from the commencement of commercial operations of the Project.

3.4 Ineligibility of a Prospective Bidder

1. If the Prospective Bidder or a Consortium member has been barred by any Federal, Provincial or local government or government instrumentality in Pakistan or in any other jurisdiction to which the Prospective Bidder or a Consortium member belongs or in which the Prospective Bidder or a Consortium member conducts its business, from participating in any project on a private participation basis (whether on a BOT basis or otherwise), and the bar subsists as on the Prequalification Application Submission Deadline, such entity shall not be eligible to submit a Prequalification Application, either individually or as a Consortium member.

2. If the Prospective Bidder submits prequalification application without payment of Prequalification documents Fee and Security.

3. If the Prospective Bidder having faced litigation cases due to default or wrong practices shall be considered 'ineligible'.

4. If the Prospective Bidder is not duly licensed by the Pakistan Engineering Council (PEC) in the category C-1 and above and Foreign bidders from eligible countries with their respective councils / bodies.

5. If the Prospective Bidder has previous experience of installing less than 5 MW power generation plant & its operation.

6. A Prospective Bidder (and in the case of a Consortium, any member) should not have, in the 5 (five) years preceding the Prequalification Application Submission Deadline:
   a. failed to perform any contract, as evidenced by imposition of a penalty by an arbitral or judicial authority or a judicial pronouncement or arbitration award against the Prospective Bidder or Consortium member as the case may be; or
   b. been expelled from any project or contract by any public entity or authority; or
   c. had any contract terminated by any government or government instrumentality for breach by such Prospective Bidder or Consortium member.

3.5 Costs

The Prospective Bidder shall bear all costs associated with the preparation and submission of its Prequalification Application, including, without limitation, all costs and
expenses related to the Prospective Bidder’s preparation of responses to questions or requests for clarification.

4. PREQUALIFICATION: PREPARATION

4.1 Language of Prequalification Application

The Prequalification Application prepared by the Prospective Bidder, and all correspondence and documents related to the Prequalification Application shall be submitted in English, as specified in Annex 1, with the exception that any pre-printed information (e.g. brochures) furnished by the Prospective Bidder may be written in another language, provided that it is accompanied by a certified translation of its pertinent passages in English.

4.2 Documents Comprising the Prequalification Application

The Prequalification Applications submitted by the Prospective Bidder shall comprise the following documents:
(a) Part I - the information required by Section 4.3;
(b) Part II - the documents or information required by Section 4.4;
(c) Part III - where the Prospective Bidder is a Consortium, the documents required by Section 4.5;
(d) Part IV - the power of attorney required by Section 4.6; and
(e) Part V - optional, separately bound pre-printed literature, as specified by Section 4.7.

4.3 Part I – Prequalification Criteria

In Part I of the Prequalification Application, the Prospective Bidder shall submit proof that it meets the prequalification criteria set out below (the "Prequalification Criteria").

<table>
<thead>
<tr>
<th>NO.</th>
<th>DESCRIPTION</th>
<th>SCORING PERCENTAGE</th>
<th>MAX MARKS</th>
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<tbody>
<tr>
<td>QC1</td>
<td>Establishment of the Applicant</td>
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<td></td>
<td>Pakistan</td>
<td>5</td>
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<td></td>
<td>Foreign (eligible countries)</td>
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<td></td>
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<tr>
<td></td>
<td>Applicant is</td>
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<td></td>
<td>Part of a group of companies</td>
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<td>Company</td>
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<td></td>
<td>Partnership concern</td>
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<td></td>
<td>Proprietorship</td>
<td>2</td>
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<tr>
<td>QC2</td>
<td>Projects Experience (during last five years)</td>
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<tr>
<td></td>
<td>Biomass Power Generation (capacity of single unit)</td>
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<td></td>
<td>20 MW and above</td>
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<td>15 MW and above &amp;&gt; 20 MW</td>
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<td>10 MW and above &amp;&gt;15 MW</td>
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<td>5 MW and above &amp;&gt;10 MW</td>
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<td>Power Generation – Biomass</td>
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<td>Power Generation – Other than Biomass</td>
<td>3</td>
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<td>Registered with Chamber of Commerce (Pakistan)</td>
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<td></td>
<td>Registered with Chamber of Commerce (Foreign)</td>
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<td>Primary Industry of the Applicant</td>
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<td>Power Generation – Power Generation (General)</td>
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<td>20 MW and above</td>
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<td>15 MW and above &amp;&gt; 15 MW</td>
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<td>10 MW and above &amp;&gt; 10 MW</td>
<td>6</td>
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<td>5 MW and above &amp;&gt; 5 MW</td>
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<td>QC3</td>
<td>Financial status with supporting documents (during last five years)</td>
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<td>Business Volume (Local):</td>
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<td>Annual Business Turnover of Rs. 3 Billion or more</td>
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<td>Annual Business Turnover of Rs. 2 Billion or more &amp;-&gt; Rs. 3 Billion</td>
<td>16</td>
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<td></td>
<td>Annual Business Turnover of Rs. 1 Billion or more &amp;-&gt; Rs.2 Billion</td>
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<td>Equity Size (Local):</td>
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<td>Rs. 1 Billion or more</td>
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<td>Rs. 500 M or more &amp;-&gt; Rs. 1 Billion</td>
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<td>Rs. 250 M or more &amp;-&gt; Rs. 500 Million</td>
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<td>Business Volume (Foreign):</td>
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<td>Annual Business Turnover of USD 30.0 M or more</td>
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<td>Annual Business Turnover of USD 20.0 M or more &amp;-&gt; USD 30.0 M</td>
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<td>Annual Business Turnover of USD 10.0 M or more &amp;-&gt; USD 20.0 M</td>
<td>8</td>
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<td></td>
<td>Equity Size (Foreign):</td>
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<td>USD 10 M or more</td>
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<td>USD 0.5 M or more &amp;-&gt; USD 10 M</td>
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<td>USD 0.25 M or more &amp;-&gt; USD 0.5 M</td>
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<td>Debt/Equity Ratio</td>
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<td>50:50 or below</td>
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<td>60:40 or below</td>
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<td>70:30 or below</td>
<td>3</td>
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</tbody>
</table>

M = Million,  Eligible Countries = the countries that have commercial relations with Pakistan

The Prospective Bidder, or if the Prospective Bidder is a Consortium, the relevant Consortium members, shall provide supporting documentation duly certified by the Independent Auditor, to satisfy criterion mentioned above.

- Applicants securing more than 50 points will be shortlisted

"Annual Business Turnover": means the value of total gross revenue of the entity concerned.

4.3.1 Technical Criteria - Submission of Evidence from Subsidiaries

The Prospective Bidder, or if the Prospective Bidder is a Consortium, the relevant Consortium member, may include evidence of projects undertaken by one or several Subsidiary Companies (as defined below) to satisfy Technical Criteria.

For purposes of the above, the "Subsidiary Company" means any corporate entity Controlled by the Prospective Bidder, or if the Prospective Bidder is a Consortium, by the relevant Consortium member, and "Control" means having, directly or indirectly, a majority of the voting securities and a majority representation in the Board of Directors (or other similar constituent body) of the given corporate entity. For the avoidance of doubt, projects undertaken by other companies of the same corporate group, which do not comply with the above definition of a Subsidiary Company, such as parent companies or sister companies, shall not be taken into account to satisfy Background &Experience QC1 and Technical Criteria QC2.

In case the Prospective Bidder, or if the Prospective Bidder is a Consortium, the relevant Consortium member, includes evidence of projects undertaken by one or several Subsidiary Companies, it shall submit, in addition to all other documentation required by this
Prequalification Document, the documentation specified in Section 4.4(b) with respect to each relevant Subsidiary Company.

4.3.2 Financial Criteria - Submission of Evidence from Parent Company

The Prospective Bidder, or if the Prospective Bidder is a Consortium, the relevant Consortium member, may choose to present financial statements from a Parent Company to satisfy Financial Criteria QC3.

For purposes of the above, “the Parent Company” means any corporate entity Controlling the Prospective Bidder, or if the Prospective Bidder is a Consortium, the relevant Consortium member, and "Control" means having, directly or indirectly, a majority of the voting securities and a majority representation in the Board of Directors (or other similar constituent body) of the given corporate entity.

In case the Prospective Bidder, or if the Prospective Bidder is a Consortium, the relevant Consortium member, chooses to present financial statements from a Parent Company, it shall submit, in addition to all other documentation required by this Prequalification Document, the documentation specified in Section 4.4(b) with respect to the Parent Company.

In such cases, the Parent Company shall guarantee to the Authority the Prospective Bidder's financial obligations under the Concession Agreement. For purposes of the above, the Parent Company shall provide an executed letter of support in the form attached in Annex 8 (Parent Company Letter of Comfort).

4.4 Part II – Prequalification Form and Other Documents

In Part II of the Prequalification Application, each Prospective Bidder shall provide the following:

(a) A Prequalification Application signed by the Prospective Bidder (or if the Prospective Bidder is a Consortium, the Lead Member) in the form of Annex 2 (Prequalification Form).

(b) The following legal documents and background information:

(i) basic information on the Prospective Bidder (or each member of a Consortium), as detailed in Annex 3 (Basic Information Form), including an up-to-date list of shareholders of the Prospective Bidder (or one list for each Consortium member);

(ii) a certified copy of Memorandum of Association and Articles of Association of the Prospective Bidder (or the Memorandum of Association and Articles of Association of each member of a Consortium) and any amendments and partnership agreement if the prospective bidder is a partnership firm;

(iii) a certified copy of the Prospective Bidder's certificate of incorporation (or, if the Prospective Bidder is a Consortium, each of its members); and
(c) An Affidavit, in the form of Annex 9 (Affidavit), confirming that the Prospective Bidder or each member of the Consortium:

(i) is not in bankruptcy or liquidation proceedings;
(ii) has not been convicted of fraud, corruption, collusion or money laundering;
(iii) is not aware of any conflict of interest or potential conflict of interest arising from prior or existing contracts or relationships which could materially affect its capability to comply with the obligations under the Concession Agreement; and
(iv) does not fall within any of the circumstances for ineligibility listed in Section 3.4 (Ineligibility of a Prospective Bidder).

4.5 Part III – Consortia Documents and Requirements

If the Prospective Bidder is a Consortium, there must be a Lead Member who is duly authorized (through a power of attorney signed in front of a notary, as described in Section 4.6) by all other Consortium members to act on their behalf and provide an undertaking that there will be no change in the constitution of the Consortium without the prior written consent of the Authority.

A Prospective Bidder wishing to qualify as a Consortium shall submit, as Part III of the Prequalification Application, a written commitment, in the form of a letter duly executed by the legal representative of each Consortium member, which:

(a) confirms each member’s commitment to the Consortium; and
(b) identifies the member that will assume the role of Lead Member on behalf of the other members, with the authority to commit all members.

4.6 Part IV – Power of Attorney

Each Prospective Bidder (or if the Prospective Bidder is a Consortium, each Consortium member) shall provide, as Part IV of the Prequalification Application, a written power of attorney in the form attached hereto as Annex 4 (Power of Attorney), duly notarized, indicating that the person(s) signing the Prequalification Application has(ve) the authority to sign.

4.7 Part V – Pre-Printed Literature

If the Prospective Bidder wishes to provide pre-printed literature (e.g. brochures) about the Prospective Bidder or the Consortium members, that pre-printed literature shall be contained in Part V of the Prequalification Application only and shall be separately bound. If such pre-printed literature is not in English language, it shall be accompanied by a certified translation of its pertinent passages in English.

4.8 Clarifications

A Prospective Bidder requiring any clarification on the Instructions to Prospective Bidders, Prequalification Criteria or any of the requirements set out herein, may send an
electronic request for clarification at e-mail addresses indicated in Annex 1 (Data Sheet). Any such request for clarification shall be addressed before 17:00 (Pakistan time) on March 3rd 2014.

Electronic copies of the response, including an explanation of the query but no identification of its source (the "Response to Questions Document"), will be sent to all Prospective Bidders who have requested the Prequalification Document. If similar or repeated queries are made by Prospective Bidders, those queries may be listed as one query and responded to only once.

4.9 Time Schedule

Prequalification applications complete in all respect shall reach University of Agriculture, Faisalabad on or before March 13, 2014 up-to 1500 hrs(PST).

The University may, in its sole discretion and without prior notice to the Prospective Bidders, amend the time schedule for submission of prequalification application. Prospective Bidders shall not rely in any way whatsoever on the time schedule and the University shall not incur any liability whatsoever arising out of amendments to the time schedule.
5. PREQUALIFICATION APPLICATION: SUBMISSION

5.1 Format and Signing of the Prequalification Application

5.1.1 Each Prospective Bidder shall prepare and submit one (1) printed original, two (2) copies and (1) electronic copy (on CD or USB drive) of its relevant Prequalification Application, as specified in Annex 1 (Data Sheet), clearly marking each one as "Original", "Copy No. 1", "Copy No. 2", etc. as appropriate. In the event of any discrepancy between the copies and the original, the original shall govern.

5.1.2 The original and all printed copies of the Prequalification Application, each consisting of the documents listed in Section 4.2, shall be typed or written in indelible ink. The person or persons duly authorized to bind the Prospective Bidder shall sign the Prequalification Application by:

(i) signing the original of the relevant Prequalification Application; and
(ii) initialing all of the pages of the original of the relevant Prequalification Application, except for un-amended pre-printed literature.

5.1.3 The relevant Prequalification Application shall contain no alterations, omissions or additions, unless such corrections are signed by the person or persons signing the Prequalification Application.

5.1.4 Each CD or USB drive requested shall include a table of contents shall be free of any virus and shall contain non compressed and non protected files in printable and reproducible formats.

5.2 Sealing and Marking of Prequalification Applications

5.2.1 The Prospective Bidder shall seal the original Prequalification Application and each copy in separate envelopes, each containing the documents specified in Section 4.2, and shall mark the envelopes as "Prequalification Application - Original" and "Prequalification Application - Copies" (all duly marked as required herein). The envelopes shall be sealed in an outer envelope. The inner and outer envelopes shall be addressed to the University at the following addresses:

Dean, Faculty of Agri. Engineering & Technology
University of Agriculture, Faisalabad, Punjab, Pakistan
Mobile: 0092-3226382441 & 0092-419200194
Email: uaf_miqbal@uaf.edu.pk

and

bear the words "BIOMASS POWER PLANT PROJECT – UNIVERSITY OF AGRICULTURE, FAISALABAD, PAKISTAN. DO NOT OPEN BEFORE 1500 HRS, PAKISTAN TIME, 13TH MARCH 2014".

The inner envelopes shall each indicate the name and address of the Prospective Bidder (in case of a Consortium, the name and address of the Lead Member) to enable the relevant Prequalification Application to be returned unopened in the event that it is declared "late".

If the outer envelope is not sealed and marked as required in this Section 5.2, the University will assume no responsibility for any Prequalification Application's misplacement or premature opening. If the outer envelope discloses the Prospective Bidder's identity, the
University will not guarantee the anonymity of the submission, but this disclosure will not constitute grounds for rejection.

5.2.2 Each CD or USB drive requested shall be submitted together with the printed Prequalification Application as provided in Annex 1 (Data Sheet). For the avoidance of doubt, it is expressly specified that the Prospective Bidders shall not be allowed to submit their Prequalification Applications by e-mail.

5.3 Deadline for Submission of Prequalification Applications

Prequalification Applications shall be submitted to the University at the addresses specified above no later than 1500 PAKISTAN TIME, 13th March 2014 (the "Prequalification Application Submission Deadline").

Any Prequalification Application submitted after the Prequalification Application Submission Deadline shall be rejected and shall be returned unopened to the Prospective Bidder (or in case of a Consortium, to the Lead Member) who sent it.

Such electronic copy shall be for information purposes only, and shall not be considered for conformity or evaluation purposes.

6. PREQUALIFICATION APPLICATION: OPENING AND EVALUATION

6.1 Preliminary Examination of Prequalification Applications

The University will carry out a preliminary examination of each Prequalification Application to determine whether it is complete, whether the documents have been properly signed, and whether it is generally in order.

Where the University deems it convenient or necessary, it may request supplementary information or documentation from a Prospective Bidder (including each member of a Consortium) for determining its eligibility for prequalification. Whenever such request is made, the Prospective Bidder shall provide the same to the University at the addresses specified in Annex 1 (Data Sheet), by such date as may be specified by the University.

Any Prequalification Application found to be non-responsive will be rejected by the University and not included for further consideration of the substance of the application.

6.2 Evaluation of the Prequalification Application

The University will carry out a detailed evaluation of the Prequalification Applications that have not been rejected after the preliminary examination in order to determine whether they are substantively responsive to the Prequalification Criteria. In order to reach such a determination, the University will examine the information supplied by the Prospective Bidders, pursuant to this Section 6.2, and other requirements, taking into account the following factor:

Prequalification Criteria specified in Section 4.3 are based on the score for each such criterion.

A Prospective Bidder whose Prequalification Application is determined by the University to be substantively responsive and as meeting the Prequalification Criteria specified in
Section 4.3 Part I and the other requirements in Section 4 shall be designated as a "Prequalified Bidder".

A Prospective Bidder whose Prequalification Application is determined by the University to be substantively non-responsive or as not meeting the Prequalification Criteria specified in Section 4.3 Part I and the other requirements in Section 4 shall be designated as a "Non-Prequalified Bidder".

7. INVITATION FOR BIDS

At the end of the Prequalification Applications evaluation, the University will either:

(a) notify a Prospective Bidder that it has been designated as being a Non-Prequalified Bidder as its Prequalification Application has been rejected on the grounds of being substantively non-responsive, or that it does not meet the Prequalification Criteria and other requirements set forth in Section 4; or

(b) notify a Prospective Bidder that it has been designated as being a Prequalified Bidder and will receive an invitation for bids. Moreover, prequalified bidder can be invited for submission of bids for other similar projects of the University with his consent.

If the Prequalified Bidder is a Consortium, it shall not change the structure of the Consortium without the prior written consent of the University.

The specific details of the tendering process, including the deadline and content for submission of bids, will be specified in the tender documents to be issued by the University on the date specified in the Time schedule.

7 Partnering

7.1 Partnering between Prequalified Bidders

Any Prequalified Bidder shall be precluded from partnering (directly or indirectly) with another Prequalified Bidder without the express written approval of the University, who shall be free to accept or refuse at its discretion, and in all cases taking into account the likely effects of the proposed partnering on the competitiveness of the tender process. If the Prospective Bidder is a Consortium, the above sentence shall apply to all members of the Consortium.

7.2 Partnering between Prequalified Bidders and Non-Prequalified Bidders

A Non-Prequalified Bidder shall be entitled to partner with a Prequalified Bidder, provided that:

(a) the said Non-Prequalified Bidder shall not be the Lead Member of the Consortium;

(b) the Consortium, including the Non-Prequalified Bidder, continues to fulfill all Prequalification Criteria under Section 4.3; and

(c) there is an express written approval of the University who shall be free to accept or refuse at its discretion, and in all cases taking into account the likely effects of the proposed partnering on the competitiveness of the tender process.
8. Court Jurisdiction

Only the Courts at Faisalabad shall have exclusive Jurisdiction to adjudicate upon any “lis” brought by either of the parties in relation to documents.
ANNEX 1 - DATA SHEET

The following specific data shall supplement the provisions in the Instructions to Prospective Bidders.

<table>
<thead>
<tr>
<th></th>
<th><strong>Project Name</strong></th>
<th><strong>BIOMASS POWER PLANT PROJECT – UNIVERSITY OF AGRICULTURE, FAISALABAD, PAKISTAN</strong></th>
</tr>
</thead>
</table>
| 2 | **Contact Person of the University** | Prof. Dr. Muhammad Iqbal  
Dean, Faculty of Agri. Engineering & Technology  
Mobile: 0092-3226382441  
Ph. 0092-41-9200194  
Email: uaf_miqbal@uaf.edu.pk  
Mr. Shoaib-ur-Rehman  
Executive Engineer (ECD – Projects)  
PABX. 0092-41-9200161-70 (Ext. 2507)  
Email: shoaib072@gmail.com  
Rana Khalid Mahmood  
Director (P&IC)  
Ph. 0092-41-9200898  
PABX. 0092-41-9200161-70 (Ext. 2507)  
Email: directorpaic@uaf.edu.pk |
| 3 | **Address for Submission of Prequalification Applications** | Dean, Faculty of Agri. Engineering & Technology  
University of Agriculture, Faisalabad, Punjab, Pakistan  
Mobile: 0092-3226382441 & 0092-419200194  
Email: uaf_miqbal@uaf.edu.pk |
| 4 | **Prequalification Application Submission Deadline** | 1500 Pakistan Standard Time on 13th March 2014 |
| 5 | **Language of Prequalification Application** | English |
ANNEX 2 - PREQUALIFICATION FORM

To:

Dean, Faculty of Agri. Engineering & Technology
University of Agriculture,
Faisalabad, Punjab, Pakistan
Mobile: 0092-3226382441 & 0092-419200194
Email: uaf_miqbal@uaf.edu.pk

Reference: BIOMASS POWER PLANT PROJECT – UNIVERSITY OF AGRICULTURE, FAISALABAD, PAKISTAN

Dear Sir,

Pursuant to the Invitation for Prequalification dated __________, [Name of Prospective Bidder] hereby submits its Prequalification Application in conformity with the Instructions to Prospective Bidders and requests to be considered for prequalification.

[Name of Prospective Bidder] hereby applies to become a Prequalified Bidder in the invitation for bids for the Project.

[Name of Prospective Bidder] hereby confirms that it:

(a) agrees to comply with all the tender rules, laws and regulations governing the tender as issued by the relevant authorities from time to time.

(b) accepts the right of the University to (i) request additional information reasonably required to assess the application, (ii) amend the procedures and rules or make clarifications thereof, and (iii) extend or amend the schedule of the prequalification and the tender; and

(c) accepts the exclusive application of the Federal laws of Pakistan and Provincial laws of Punjab with respect to these prequalification procedures.

[Name of Prospective Bidder] hereby represents and warrants that as of the date of this letter:

(a) all of the information submitted in this Prequalification Application, including the enclosed forms and documents, is accurate in all respects. In case of false information, the University has the right to forfeit the security and to blacklist the firm;

(b) [Name of Prospective Bidder], [including any of our Consortium members], has(ve) not been subject to any voluntary or involuntary bankruptcy or insolvency or similar proceeding during the last five (5) years; and

(c) [Name of Prospective Bidder], [including any of our Consortium members], has(ve) paid all taxes due, except those which are being contested in good faith by appropriate proceedings and for which adequate reserves have been established.

Attached herewith to this Prequalification Application are the following documents, as appropriate:

(a) Basic Information Form (Annex 3)
(b) Power of Attorney (Annex 4);
(c) Construction Experience Form (Annex 5);
(d) Operational Experience Form (Annex 6);
(e) Financial Data Form (Annex 7); and
(f) Parent Company Letter of Comfort (if relevant) (Annex 8), and (g) Affidavit (Annex 9);
(h) Other documents required in Section 4 of the Instructions to Prospective Bidders.

[Name of Prospective Bidder] hereby designates [ ________________ ] as its representative to receive notices in respect of the prequalification and the tender at the following address, telephone and facsimile numbers:

[Representative’s address, telephone, facsimile numbers & Email.]

[signature]

In the capacity of [position]

Authorized to sign this Prequalification Application for [Name of Prospective Bidder]
ANNEX 3 - BASIC INFORMATION FORM

Prospective Bidder information:

Name:

Type: (Corporation, Limited by shares, Partnership, etc.)

Company incorporation no:

Place of Incorporation:

Address of principal office:

Telephone number:

Fax number:

E-mail address:

Primary areas of business:

Shareholder certificate (attach separately)

Consortium members information: (if applicable, fill in details for all members, identifying the Lead Member and/or the member(s) to be evaluated for each of the Prequalification Criteria set forth in Section 4.3 Part I)

Name:

Type: (Corporation, Limited by shares, Partnership, etc.)

Company incorporation no: Place of Incorporation:

Address of principal office:

Telephone number:

Fax number:

E-mail address:

Primary areas of business:

Shareholder certificate (attach separately)
ANNEX 4 - POWER OF ATTORNEY

On this ………… day of …………………………….
Before me
The Notary in this office
The undersigned Mr./Ms. ____________
In his capacity as _______________
Nationality
Holder of Passport or ID no. ____________
Issued from _______________ Dated _______________
Residing at _________________

Hereby appoints Mr./Ms.___________________ in his capacity as _______________________,
to:

(a) Execute under hand, or under seal, and deliver to the competent authorities all the documents
listed in Schedule 1 attached hereto;

(b) Deliver and receive any document or instrument in relation to the documents listed in
Schedule 1 attached hereto; and

(c) Do all things necessary and incidental in respect of the matters set out herein including to do,
execute and perform any other deed or act ought to be done executed or performed to perfect or
otherwise give effect to the documents listed in Schedule 1.

And is hereby authorized to appoint others for all or part of the powers delegated by the present
Power of Attorney.
SCHEDULE 1

A. DATED: [INSERT DATE OF EXECUTION]

B. THE GRANTOR: [INSERT NAME OF PROSPECTIVE BIDDER/CONSORTIUM MEMBER]

C. THE ATTORNEY: [INSERT NAME OF REPRESENTATIVE LEAD MEMBER]

D. PLACE IN WHICH DOCUMENTS ARE TO BE EXECUTED AND DELIVERED:

   Dean, Faculty of Agri. Engineering & Technology
   University of Agriculture,
   Faisalabad, Punjab, Pakistan
   Mobile: 0092-3226382441 & 0092-419200194
   Email: uaf_miqbal@uaf.edu.pk

E. DOCUMENTS: ALL DOCUMENTS IN RESPECT OF THE UNIVERSITY’S PREQUALIFICATION APPLICATION IN RELATION TO THE PROJECT

IN WITNESS WHEREOF the Grantor has executed this Power of Attorney [under seal] on the date set out above.

[SEAL]

[Name / Title of Grantor representative]
### ANNEX 5 – BACKGROUND AND EXPERIENCE FORM

<table>
<thead>
<tr>
<th>Company Name</th>
<th>Place of registration /establishment</th>
<th>Type of Concern</th>
<th>Relevant Industry</th>
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<td>[add rows if necessary]</td>
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</tbody>
</table>

1. If Company Name is different from your name, please indicate relationship with your company.

2. The Prospective Bidder or the Consortium member that presents evidence of experience shall also provide names and contact details of the companies employed for each project listed in Annex 5. The Prospective Bidder or the Consortium member that participated in a joint venture or consortium for a project should indicate its financial or equity participation in the project as a percentage of the total participation of members.
# ANNEX 6 - TECHNICAL EXPERIENCE FORM

<table>
<thead>
<tr>
<th>Company Name</th>
<th>Location / Site</th>
<th>Project Description &amp; Capacity</th>
<th>Your Company’s Role</th>
<th>Date of Commencement of Operations</th>
<th>Project Value (in PKR)</th>
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</table>

[add rows if necessary]

1. If Company Name is different from your name, please indicate relationship with your company.

2. The Prospective Bidder or the Consortium member that participated in a joint venture or consortium for a project should indicate its financial or equity participation in the project as a percentage of the total participation of members.
ANNEX 7 - FINANCIAL DATA FORM¹

(I) NET WORTH

(i) Financial Year End [insert the date and year]

<table>
<thead>
<tr>
<th>Prospective Bidder</th>
<th>Value of Total Assets</th>
<th>Total Liabilities</th>
<th>Net Worth</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>[insert the amount in PKR]</td>
<td>[insert the amount in PKR]</td>
<td>[insert the amount in PKR]</td>
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</tbody>
</table>

(ii) Financial Year End [insert the date and year]

<table>
<thead>
<tr>
<th>Prospective Bidder</th>
<th>Value of Total Assets</th>
<th>Total Liabilities</th>
<th>Net Worth</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>[insert the amount in PKR]</td>
<td>[insert the amount in PKR]</td>
<td>[insert the amount in PKR]</td>
</tr>
</tbody>
</table>

(II) ANNUAL TURNOVER

(i) Financial Year [insert the year]

| Prospective Bidder  | [insert the value of total gross revenue in PKR] |

¹The financial data shall be expressed in Pakistani Rupees (PKR). An exchange rate of PKR 106 to US$1.00 will be used for conversion into US Dollars. As required in Section 4.3, the Prospective Bidder, or if the Prospective Bidder is a Consortium, the relevant Consortium member, shall support the provided financial data by submitting (i) audited financial statements, duly certified by a certified chartered accountant, for the most recent two (2) full financial years for which such statements are available, including the consolidated balance sheet, income statement, statement of cash flows and the accompanying notes to satisfy the relevant financial criterion.
To: Dean, Faculty of Agri. Engineering & Technology  
University of Agriculture,  
Faisalabad, Punjab, Pakistan  
Mobile: 0092-3226382441 & 0092-419200194  
Email: uaf_miqbal@uaf.edu.pk

Reference: BIOMASS POWER PLANT PROJECT – UNIVERSITY OF AGRICULTURE, FAISALABAD, PAKISTAN

Dear Sir,

We refer to the prequalification document ("Prequalification Document") issued by the University of Agriculture, Faisalabad, Pakistan, ______________, inviting prequalification applications from Prospective Bidders for the Project.

According to the Section 4.3.2 of the Prequalification Document (Financial Criteria - Submission of Evidence from Parent Company), the Prospective Bidder, or if the Prospective Bidder is a Consortium, at least one of the Consortium members, may choose to present financial statements from a Parent Company to satisfy Financial Criteria QC3. For this purpose, the "the Parent Company" means any corporate entity Controlling the Prospective Bidder, or if the Prospective Bidder is a Consortium, the relevant Consortium member, and "Control" means having, directly or indirectly, a majority of the voting securities and a majority representation in the Board of Directors (or other similar constituent body) of the given corporate entity.

In consideration of the above, we hereby confirm and undertake that:

(i) we are the Parent Company of [name of subsidiary], which is seeking to prequalify for the Project as [Prospective Bidder/Consortium Member]; and

(ii) we will make available sufficient funds to [name of subsidiary] to enable it to meet its obligations as the shareholder of the Operator and otherwise act as a prudent and careful Project sponsor.

Except where the context requires otherwise, capitalized terms used in this letter shall have the meaning ascribed in the Prequalification Document.

Yours faithfully,

[Name of Parent Company]

By: __________

Name: __________

Title: __________ (Authorized signatory)
To:

Dean, Faculty of Agri. Engineering & Technology  
University of Agriculture,  
Faisalabad, Punjab, Pakistan  
Mobile: 0092-3226382441 & 0092-419200194  
Email: uaf_miqbal@uaf.edu.pk

Reference: BIOMASS POWER PLANT PROJECT – UNIVERSITY OF AGRICULTURE, FAISALABAD, PAKISTAN

[Name of Prospective Bidder/Lead Member of Consortium] hereby represents and warrants that, as of the date of this letter [Name of Prospective Bidder/Lead Member of Consortium], and each member of our Consortium (if applicable):

(a) is not in bankruptcy or liquidation proceedings;

(b) has not been convicted of, fraud, corruption, collusion or money laundering;

(c) is not aware of any conflict of interest or potential conflict of interest arising from prior or existing contracts or relationships which could materially affect its capability to comply with the obligations under the Concession Agreement; and

(d) does not fall within any of the circumstances for ineligibility listed in Section 3.4 (Ineligibility of a Prospective Bidder) of the Invitation for Prequalification.

Yours Sincerely,

Authorized Signature

Name and Title Signatory Name of Firm

Address