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GOVERNMENT OF KHYBER PAKHTUNKHWA

PESHAWAR DEVELOPMENT AUTHORITY (PDA)

REQUEST FOR PROPOSALS

FOR

TRANSACTION ADVISORY SERVICES

TRANSACTION ADVISORY SERVICES (TAS) FOR FEASIBILITY STUDY AND DESIGN OFUNDERPASSES AND WIDENING OF RING ROAD PESHAWARIN JV MODE

LETTER OF INVITATION (LOI)

1. **NAME OF PROJECT**: **Appointment of Consultants for:**

TRANSACTION ADVISORY SERVICES (TAS) FOR FEASIBILITY STUDY AND DESIGN OFUNDERPASSES AND WIDENING OF RING ROAD PESHAWARIN JV MODE ODEL TOWN IN JV MODE

2. **AUTHORITIES RESPONSIBLE FOR:**

a) Sponsoring. Peshawar Development Authority.

b) Execution. Peshawar Development Authority.

3. **GENERAL DESCRIPTION:**

4. Peshawar Development Authority is responsible to maintain the Ring Road. Ring Road Peshawar was designed and constructed in early nineties. Ever since, a large number of housing societies, high rise buildings/commercial plazas and markets have emerged all along it on both the sides resulting into increased number of vehicular traffic of all sorts on the ring road. In addition to it, the increased Afghan Transit Trade has also resulted into extensive usage of the road by long and heavy vehicles causing its intensive wear and tear as well as encroachment of ROW and service roads. Several attempts have been made by the PDA to arrest these trends but in the manner of firefighting. There is a need to prepare and execute a comprehensive project for re-alignment, revamping and refurbishment of the ring road as there have emerged certain points where two or more intersecting sections of adjoining roads intermittently get choked and traffic is jammed for long hours. To address these problems, alternatives in the form of underpasses, widening of specific sections and/or slip roads need to be provided. In order to make appropriate decisions as to which alternative suits the specific problematic points and sections of the ring road, a complete survey including traffic flow data at various points of time needs to be conducted. Followed by the survey, designing of the appropriate alternative and preparation of cost estimates would be required. Subsequently, a decision is to be made on mode of financing and financial modeling.

PDA intends to engage a conglomerate of experts on a single plate form which will provide pre planning/pre execution Transaction Advisory Services for the project. Instant document elaborates in detail the need for availing the Transaction Advisory Services (TAS) for feasibility study and design of underpasses and widening of ring road Peshawar in JV mode.

5. SCOPE OF SERVICES:

As elucidated and deliberated extensively above, it is intended to engage Consultants for preparing a feasibility Study for Planning and Design along with Financial and Commercial feasibility of underpasses and widening of ring road Peshawar in JV mode. Preparation of feasibilities, necessary estimates, Tender & Contract documents, Project drawings, Transaction Advisory Services (TAS), Contract negotiation, concession agreement and other works as described in the TORs (**Annexed**).

6. INTRODUCTION

a) You are hereby invited to submit a technical and a financial proposal for consulting services required for the Assignment named in the attached LOI Data sheet (referred to as “Data Sheet” hereafter) annexed with this letter. Your proposal could form the basis for future negotiations and ultimately a contract between your firm and the Client named in the Data sheet /Annexure.

b) A brief description of the Assignment and its objectives are given in the Data Sheet /Annexure. Details are provided in the attached TOR.

c) The Assignment shall be implemented in accordance with the phasing indicated in the Data sheet /Annexure. (When the Assignment includes several phases, continuation of services for the next phase shall be subject to satisfactory performance of the previous phase, as determined and directed by the Client).

d) To obtain first-hand information on the Assignment and on the local conditions, you are encouraged to pay a visit to the Client and the site before submitting a proposal and attend a pre-proposal conference if specified in the Data sheet /Annexure. Your representative shall meet the officials named in the Data sheet /Annexure. Please ensure that these officials are advised of the visit in advance to allow adequate time for them to make appropriate arrangements. You must fully inform yourself of local conditions and take them into account in preparing your proposal.

e) The Client shall provide the inputs specified in the Data sheet /Annexure, assist the Consultant(s) in obtaining licenses and permits needed to carry out the services, and make available relevant project data and reports.

f) Please note that:

   i) The cost of preparing the proposal and of negotiating the contract, including a visit to the Client, are not reimbursable as a direct cost of the Assignment; and

   ii) The Client is not bound to accept any of the proposals submitted.

g) We wish to remind you that in order to avoid conflicts of interest:

   i) Any previous or ongoing participation in relation with the project by your firm, its professional staff, its affiliates or associates under a contract may result in rejection of your proposal. You should clarify your situation in that respect with the Client before preparing the proposal.

7. DOCUMENTS:

a) To prepare a proposal, please use the attached Forms/Documents listed in the Data sheet /Annexure.

b) Consultants requiring a clarification of the Documents must notify the Client, in writing, not later than Seven (07) days before the proposal submission date. Any request for clarification in writing, or by e-mail, fax shall be sent to the Client's address indicated in the Data sheet /Annexure. The Client shall respond by e-mail, fax to such requests.

c) At any time before the submission of proposals, the Client may, for any reason, whether at its own initiative or in response to a clarification requested by an invited consulting firm, modify the Documents by amendment. The amendment shall be sent in writing or by e-mail, fax to all invited consulting firms and will be binding on them. The Client may at its discretion extend the deadline for the submission of proposals.

7. PREPARATION OF PROPOSAL:

You are requested to submit a technical and a financial proposal. Your proposal shall be written in English language.

8.1. TECHNICAL PROPOSAL:

a) In preparing the technical proposal, you are expected to examine all terms and instructions included in the Documents. Failure to provide all requested information shall be at your own risk and may result in rejection of your proposal. Besides other requisite documents as mentioned in the RFP, copies of PEC valid registration and registration with KPPRA should be provided in the technical proposal.

b) During preparation of the technical proposal, you must give particular attention to the following:

   i. If you consider that your firm does not have all the expertise for the Assignment you may obtain a full range of expertise by associating with other firms or entities. You may also utilize the services of expatriate experts but only to the extent for which the requisite expertise is not available in any Pakistani Firm.

   ii. In Case of subcontracting a part of the Assignment to other consultants if considered desirable; the same sub-consultant will be acceptable upto maximum of two proposal.

   iii. The estimated number of key professional staff required for the Assignment is stated in the Annexure below. Your proposal should be based on financial cum commercial F/S and overall detailed engineering design till financial closure. The detailed engineering design shall be carried out only on one feasible design as per prior approval of the client. The Proposal shall deem to cover all the activities mentioned in the TOR / scope of work.

iv. Payment shall be made on the basis of Deliverables as listed in this document under the relevant head.

v. The key professional staff proposed shall be permanent employees of the firm unless otherwise indicated in the Data sheet /Annexure/Annexure.

vi. The minimum required experience of proposed key staff shall be as listed in the Data sheet /Annexure.

vii. No alternative to key professional staff will be allowed, and only one Curriculum Vita (CV) may be submitted for each position.

viii. Study reports must be in the English Language. Working knowledge of the national languages by the firm's personnel is recommended. The knowledge of the regional language where the Assignment is located will be considered additional qualification.

c) Your technical proposal shall provide the following and any additional information,:

i. Technical Proposal Submission Form.

ii. Similar Nature and other projects of same quantum (in hand or completed) in last five (05) years along with proof of work order and completion, whichever is applicable shall provided as per details in Data Sheet/ Annexure.

iii. Certificate in support from the relevant department. The supporting documents should contain all the requisite services failing which no point will be awarded.

iv. A brief description of the Consultant's organization and an outline of similar nature work in hand or completed during five (05) years. For each assignment, the outline should indicate, inter alia, the profiles of the staff provided, duration, contract amount and firm's involvement. (Each work duly supported by work order or LOA from the client).

v. Consultants' understanding of the objectives of the project, their approach towards the assignment and a description of methodology that the consultants propose to perform on the activities and completion of the assignment.

vi. Any comments or suggestions on the TOR; The Consultant's comments, if any, on the data, services and facilities to be provided by the Client and indicated in the TOR.

vii. CVs recently signed by the proposed key professional staff. Key information should include number of years with the firm, and degree of responsibility held in various assignments.

viii. A work plan and time schedule for the key personnel also showing the total number of person-months by each key person.

ix. Any additional information as requested in the Data sheet /Annexure.

d) The technical proposal shall not include any financial information. The Consultant's comments, if any, on the data, services and facilities to be provided by the Client and indicated in the TOR shall be included in the technical proposal.

8.2. **FINANCIAL PROPOSAL:**

a) The financial proposal should list the costs associated with the Assignment. These costs should be broken into foreign (if applicable) and local costs. Your financial proposal shall clearly state the amount; (i) for feasibility study & detailed engineering design (ii) Rate of man-months and time / Overall assignment for conducting financial cum commercial F/S on JV/PPP modalities. The rates offered shall deem to cover all the activities of each land separately mentioned as per the TOR and Scope of work mentioned here in this document.

b) Costs may be expressed in currency (ies) listed in the Data sheet /Annexure or otherwise if not listed in PKR.

8. SUBMISSION OF PROPOSALS

i. The consultant shall submit one original technical proposal and one original financial proposal and the number of copies of each indicated in the Data sheet /Annexure. The proposal shall be in book binding form, having proper table of content and page numbered (Loose, Ring & Spring binding are not acceptable).

ii. Each proposal shall be in a separate envelope indicating original or copy, as appropriate. All technical proposals shall be placed in an envelope clearly marked "Technical Proposal" and the financial proposals in the one marked "Financial Proposal". These two envelops, in turn, shall be sealed in an outer envelope bearing the address and information indicated in the Data sheet /Annexure. The envelope shall be clearly marked, **"DO NOT OPEN, EXCEPT IN PRESENCE OF THE PROCUREMENT WING / EVALUATION COMMITTEE."**

iii. In the event of any discrepancy between the copies of the proposal, the original shall govern. The original and each copy of the technical and financial proposals shall be prepared in indelible ink and shall be signed by the authorized Consultant's representative. All pages of the technical and financial proposals shall be initialed by the person or persons signing the proposal.

iv. The proposal shall contain no interlineations or overwriting except as necessary to correct errors made by the Consultants themselves. Any such corrections shall be initialed by the person or persons signing the proposal.

v. The completed technical and financial proposals shall be delivered on or before the time and date stated in the Data sheet /Annexure.

9. PROPOSAL EVALUATION

i. A two-envelope procedure shall be adopted in ranking of the proposals. The technical evaluation shall be carried out first, followed by the financial evaluation. Firms shall be ranked using a combined technical/financial score based on **Quality Cum Cost Based Selection**.

ii. The evaluation committee appointed by the Client shall carry out its evaluation, applying the evaluation criteria and point system specified in the Data sheet /Annexure. Each responsive proposal shall be attributed a Technical score (St).

iii. The financial proposals of the consulting firms scoring **more than 70%**, on the basis of evaluation of technical proposals shall be opened in the presence of the representatives of these firms, who shall be invited for the occasion and who care to attend. The Client shall inform the date, time and address for opening of financial proposals as indicated in the data sheet /Annexure. The total cost and major components of each proposal shall be publicly announced to the attending representatives of the firms.

iv. The evaluation committee shall determine whether the financial proposals are complete and without computational errors. The lowest financial proposal (Fm) among these shall be given a financial score (S_f) of 100 points. The financial scores of the proposals shall be computed as follows:

$$S_f = \frac{100 \times Fm}{F}$$

(F = amount of specific financial proposal)

v. Proposals, in the quality cum cost based selection shall finally be ranked according to their combined technical (S_t) and financial (S_f) scores using the weights (T- the weight given to the technical proposal, P = the weight given to the financial proposal; and T+P=1) indicated in the Data sheet /Annexure:

$$S = S_t \times T\,\% + S_f \times P\,\%$$

10. NEGOTIATION

a) Prior to the expiration of proposal validity, the Client shall notify the successful Consultant that submitted the highest ranking proposal in writing, by registered letter and invite it to negotiate the Contract (if required).

b) Negotiations normally take from two to five days. The aim is to reach agreement on all points and initial a draft contract by the conclusion of negotiations.

c) Negotiations shall commence with a discussion of your technical proposal. The proposed methodology, work plan, staffing and any suggestions you may have made to improve the TOR. Agreement shall then be reached on the final TOR, the staffing, and the bar charts, which shall indicate activities, staff, and periods in the field and in the home office, staff months, logistics and reporting.

d) Changes agreed upon shall then be reflected in the financial proposal, using proposed unit rates (no negotiation of the staff month rates).

e) The negotiations shall be concluded with a review of the draft form of the contract. The Client and the Consultants shall finalize the contract to conclude negotiations. If negotiations fail, the Client shall invite the Consultants that received the second highest score in ranking to Contract negotiations. The procedure will continue with the third in case the negotiation process is not successful with the second ranked consultants.

11. AWARD OF CONTRACT

The contract shall be awarded after successful negotiations with the selected Consultants and approved by the competent authority. Upon successful completion of negotiations/initialing of the draft contract, the Client shall promptly inform the other Consultants that their proposals have not been selected.

Format of Cover Letter

To

Director Projects
Peshawar Development Authority (PDA)
Block-B, PDA Commercial Complex
Phase-V, Hayatabad, Peshawar.

Subject: **SUBMISSION OF PROPOSAL "TRANSACTION ADVISORY SERVICES (TAS) FOR FEASIBILITY STUDY AND DESIGN OF UNDERPASSES AND WIDENING OF RING ROAD PESHAWARIN JV MODE "**

Dear Sir,

Being duly authorized to represent and act on behalf of __________ ________________________, and having reviewed and fully understood all of the terms and condition set forth in the EOI document and attached annexes. We hereby expresses our interest and apply for the Project with Peshawar Development Authority for the scheme/project.

Authorized Signature: ________________________________

Name : ________________________________

Designation : ________________________________

Applicant's Official Seal: ________________________________

LETTER OF INVITATION (LOI)

DATA SHEET /ANNEXURE

S.No	Description	Explanation
1	Name of Assignment	TRANSACTION ADVISORY SERVICES (TAS) FOR FEASIBILITY STUDY AND DESIGN OFUNDERPASSES AND WIDENING OF RING ROAD PESHAWARIN JV MODE
2	Address for seeking Clarification	**DIRECTOR PROJECTS** Peshawar Development Authority (PDA) Block-B, PDA Commercial Complex Phase-V, Hayatabad, Peshawar.
3	Authorize personnel for seeking clarification	i. **Director Projects** Peshawar Development Authority. ii. **Deputy Director Projects** Peshawar Development Authority.
4	Proposal Submission	The Date and time of proposal submission are **08/08/2024 till 1130 Hrs.**
5	Proposal validity	Validity period of the proposal is (days) **120 days** from date of opening of Technical Proposal.
6	Weightage of Proposal	The weights given to the Technical and Financial Proposals are:- Technical: 80% (0.8) Financial: 20% (0.2)

EVALUATION CRITERIA

1. MANDATORY CHECKLIST:

The applicant shall meet the following mandatory requirement in order to be considered for the evaluation purpose, failing to meet the below mentioned mandatory requirement will lead to disqualification and that applicant will not be considered for evaluation purpose:

S.No	Check List	Status		Document Provided	
		Yes	No	Yes	No
1	Registration with Taxation Authorities (FBR, KPRA and other Agency)				
2	Registration with PEC (For Engineering Firm)				
3	Registration status of applicant (Partnership Firm/JV, Sole Proprietor ship, etc.) (If Applicable)				
4	Non-Black Listing and Staff required Certificate / Affidavit on judicial Stamp Paper.				

2. EVALUATION CRITERIA

All applicants fulfilling the mandatory requirement will be eligible for evaluation purpose. The applicant will be shortlisted on the basis of the following criteria mentioned in the table below:

TRANSACTION ADVISORY SERVICES (100 Marks)			
S#	**Criteria**	**Requirement**	**Marks**
1	**Experience and Standing of firm**		
	i) General Nature Projects (Includes but not limited to Buildings, Canals and Dams etc.)	The applicant must have, Two (02) General / Other Nature assignments (either company or JV) in hand or completed in last Five **(05)** years along with proof of work order and completion certificate whichever is applicable in support from the relevant department. • 05 Marks will be awarded to each project either completed or in hand having Construction Cost of Rs. 2000M • 2.5 Marks will be awarded to each project either completed or in hand having Construction Cost of less than	**10 Marks**

		Rs. 2000M and greater than or equal to 1500M • No Marks For project less than 1500M	
	ii) Similar nature work: i. Experience of firm in similar nature project.	The applicant must have, Three (03) similar nature assignments (either company or JV) in hand or completed in last Five **(05)** years along with proof of work order and completion certificate whichever is applicable in support from the relevant department. • **05 Marks** will be awarded to each project either completed or in hand having Construction Cost of Rs. 2000M • **2.5 Marks** will be awarded to each project either completed or in hand having Construction Cost of less than Rs. 2000M and greater than or equal to 1500M • No Marks For project less than 1500M	**15 Marks**
	ii. Experience of Firm in successful Transaction Advisory Services (TAS) of JV/PPP projects	ii. Experience of Firm in successful Transaction Advisory Services (TAS) of JV/PPP projects. Marks will be awards base on worth of the Services as per criteria stated below: • **15 Marks** will be awarded for Transaction Advisory Service (TAS) provided as a lead firm having worth of services amounting to Rs. 40M • **7.5 Marks** will be awarded for Transaction Advisory Service (TAS) provided as a lead firm having worth of services of less than Rs. 40M and greater than or equal to 25M • No Marks for project less than 25M	**15 Marks**
2	**Personnel Qualification and Experience**	Personnel With Relevant Experience as per details given in (Annexure.) <u>Documents Required:</u> • Detail CV's (with Picture of candidate) duly signed by proposed candidates. • Attested Photocopy of highest qualification degree. • Photocopy of PEC card (for Engr. Only). • Photocopy of CNIC. • Photocopy of employment status issued by PEC as available on PEC web site (for	**25 Marks**

		Engr. Only) • Photocopy of Contract Agreement on Stamp Paper between the key personal and firm for the current year. Besides their latest pay slip should also be attached.	
3	**Financial Capacity**	Last three years Audited Financial Statements Last three years Income Tax Returns and Tax Payment Challans.	**7.5 Marks** **7.5 Marks**
4	**Proposed Methodology & Work Plan**	Proposed Methodology Work Plan	**15 Marks** **05 Marks**

(**Note:** The minimum points required for firms to be shortlisted is 70).

DETAILS OF PERSONAL WITH EXPERIENCE

S.No	Personnel	Qualification and Experience	Marks
1	Team Leader / Project Manager	M.Sc. in Civil Engineering with 25 years' experience	04
2	Geotechnical/Material Engineer	M.Sc.in Geo-Technical/Civil Engineering with 15 years experience	02
3	Structural Design Engineer	M.Sc.in Structure Engineering with 15 years experience	03
4	Architect	M.Sc / M.Arch. with 10 years experience	03
5	Environmental and Resettlement Specialist	M.Sc. with 15 years' experience	01
6	Chief Surveyor/Quantity Surveyor	B.Sc. / B.Tech in Civil Engineering with 15 years' experience	01
7	Procurement Expert /Contract Specialist	Preferably M.Sc (Contracts/ Procurement or contract Management) and min. B.Sc Civil Engineering with 10 years' experience	03
8	Financial Management Expert	Preferably FCA/CFA/ACMA/ ACCA/ ICMA with 10 years' experience or MBA(Finance)/ with 15 years' experience in public/private as Financial Analyst.	04
9	JV Expert / Legal Expert ***** * Applicant should have negotiated projects concessions on PPP/JV mode.	LLM (Corporate law), or Preferably Bar-at-law with 15 years' experience at of practice and have successfully performed Transaction Advisory Services of PPP/JV projects	04
		Total:	**25 Marks**

FORMAT OF CURRICULUM VITAE (CV) FOR PROPOSED KEY STAFF

1. Proposed Position: ____

2. Name of Firm proposing the Key Staff; ______________________________

3. Name of Staff: ____

4. Profession: ____

5. Date of Birth: ____

6. Years with Firm: ____

7. Nationality & CNIC Number: ______________________________

8. Membership in Professional Societies: ______________________________

(Membership of PEC is Mandatory)

9. Detailed Tasks Assigned on the Project:

10. Key Qualifications:

{Give an outline of staff members experience and training most pertinent to tasks on assignment. Describe degree of responsibility held by staff member on relevant previous assignments and give dates and locations},

11. Education

(Summarize college/university and other specialized education of staff member, giving names of institutions, dates attended and degrees obtained).

12. Employment Record

{Starting with present position, list in reverse order every employment held, List all positions held by staff member since graduation, giving dates, names of employing organizations, title of positions held and location of assignments. For experience in last ten years, also give types of activities performed and Client references, where appropriate},

13. Languages

(Indicate proficiency in speaking, reading and writing of each language excellent, good, fair, or poor)

14. Certification

I, The undersigned, certify to the best of my knowledge and belief that

(i) This CV correctly describes my qualifications and experience.

(ii) I am not a current employee of the Executing or the Implementing Agency

(iii) I certify that I have been informed by the firm that it is including my CV in the Proposal for the (name of project and contract}. I confirms that I will be available to carry out the assignment for which my CV has been submitted in accordance with the implementation arrangements and schedule set out in the Proposal.

If CV is signed by the firm's authorized representative:

(iv) I, as the authorized representative of the firm submitting this Proposal for the {name of project and contract), certify that L have obtained the consent of the named expert to submit his/her CV, and that s/he will be available to carry out the assignment in accordance with the implementation arrangements and schedule sel. out in the Proposal, and confirm his/her compliance with paras (i) to (v) above.

I understand that any willful misstatement described herein may lead to my disqualification or dismissal, if engaged

Signature of expert or authorized representative of the firm

Date;____________________
Day/Month/Year

Full name of authorized representative:___________________________________

{Note: <u>copy or scanned signatures are not allowed</u>)

Appendix A(Part-I)
Description of the Services
Terms of Reference (TOR)
TRANSACTION ADVISORY SERVICES (TAS) FOR FEASIBILITY STUDY AND DESIGN OFUNDERPASSES AND WIDENING OF RING ROAD PESHAWARIN JV MODE

Terms of Reference:

(i) Objectives

The objectives of consulting services are to assist Peshawar development Authority to prepare, design and implement the Project through the following activities:

(a) Detailed Survey of the Project i/e Financial cum Commercial Feasibility Study/Planning and TAS

(b) Test and Investigations

(c) Detailed Designing & Drawings

(d) Preparation of Complete Bidding Documents

(e) Tender Assistance

(f) Contractor's Bid Evaluation

(g) Reporting and Responding

(ii) Specific Scope of Consulting:

Services is described in this section. Services other than these and other than minor extras, which do not materially affect the scope of the Consultant's Agreement, will be authorized by PE at rates and under conditions to be mutually agreed.

(A) Design of the Project:

(a) Detailed Survey

(i) To carry out condition survey.

(ii) To carry out environmental examination of the project and prepare required environmental reports (EIA/IEE and other reports as necessary) in accordance with Environmental Protection Agency (EPA) guidelines

(iii) To prepare reports for submission to PE and subsequent clearance from EPA.

(iv) To prepare land acquisition plans.

(b) Detailed Designing:

(i) To design the underpasses and widening of Peshawar Ring Road including all its allied structures.

(ii) To prepare inventory of the Peshawar Ring Road underpasses and its widening, including their geometric features, type and condition of drainage structures, load carrying capacity, pavements, and other major features. Assess / quantify potential problems that relate to land acquisition, cutting of trees and orchards, relocation of utilities etc.

(iii) To carry out topographic surveys, including horizontal and vertical alignments and cross-sections, establishment of horizontal control points, bench marks, and permanent reference beacons required for detailed engineering designs to enable construction quantities to be calculated to an accuracy of (+)(-) 5 percent.

(iv) To prepare designs based on relevant standards, including typical cross-sections, long sections and the pavement and geometric design.

(v) To assure that the road designs incorporate measures to mitigate adverse environmental impacts, including those encountered during construction, based on the findings of environmental assessments.

(vi) To examine materials found along the road alignments, taken at suitable intervals and Pay particular attention to subsurface conditions at bridge through appropriate geo-technical surveys.

(vii) To test soil samples by classification, liquid limits, plastic limit, California Bearing Ratio and suitability of stabilization, Test undistributed samples to determine the main mechanical characteristics. Test construction materials for grains-size distribution and plasticity characteristics, unit weight, and water absorption, and any other tests deemed necessary.

(viii) To study the existing hydrological regime, based on an analysis of rainfall and flood records, including subsurface water characteristics, supplemented by detailed field investigations, to establish the adequacy of road embankment levels. Culverts, and side ditches.

(ix) To assess cross drainage requirements and propose new structures (bridges, culverts, and causeways as deem appropriate) or improvements to existing structures to make them structurally sound.

(x) To determine the most cost effective improvement plan/option for the Project on the basis of traffic count and projected traffic levels pavement structure studies, and axle load considerations.

(xi) To develop unit costs of construction for each underpass and widening of the Ring Road.

(xii) To prepare detailed engineering designs, drawings and bills of quantities, and calculate detailed cost estimate based on MRS (Khyber Pakhtunkhwa) applicable & NHA CSR (both or any one as directed by the P.E) for civil works, broken down into foreign (direct and indirect) and local components as well as taxes and customs duties.

(xiii) To prepare appropriate contract packages (if required), taking into account the location of the project and size of the contracts.

(xiv) To update realistic construction schedules showing the anticipated progress of works and expenditures for the contract package in conjunction with PE. The schedules will reflect seasonal climatic effects at the work site.

(c) Tender Assistance

(i) To prepare bid documents for the project, with specific provisions to minimize disruption / damage to the environment and local settlements due to construction.

(ii) To prepare contract drawings, including road plans (1: 1,000), longitudinal profiles (1: 1,000horizontal, 1:100 vertical), cross-sections, structural plans and others. Road plans should include all existing features, expected land-take based on plotted earthwork limits and further right-of-ways where different from existing ones.

(iii) To assist PE in pre-qualification of Private partner / Constructors / builder, if required.

(iv) To prepare invitations to bid and evaluate bids (Technical & Financial) received, with preparation of evaluation reports.

Appendix A (Part-II)
Description of Services
Terms of Reference (TOR)

TRANSACTION ADVISORY SERVICES (TAS) FOR FEASIBILITY STUDY AND DESIGN OFUNDERPASSES AND WIDENING OF RING ROAD PESHAWARIN JV MODE

Reporting Requirements

The Consultant shall submit the reports (both in Hard and Soft copies) described in this document (RFP / TOR).

1. GENERAL

The services of qualified consultancy firms having sufficient experience in the relevant field are required by Peshawar Development Authority (PDA)for “Transaction Advisory Services (TAS) For Feasibility Study & Design of Underpasses and widening of Ring Road Peshawar. Besides that, the Consultant shall also submit a detailed report for the aforementioned project on various or on JV Mode.

The consultancy work includes but not limited to; (i) design the said Commercial Buildings/Apartments, but also to come up with various options regarding the Recreation spots/places particularly to facilitate the general public at large and in parallel yield optimum revenue for the Authority instantly and in the long run/future. After prior approval of the PE regarding most feasible and economical options, the consultant will conduct planning, detailed surveys, hydrology and hydraulic study, Soil Survey and Geotechnical Investigation, preparation of preliminary design, preparation of preliminary cost estimates, identification of different modes of financing, financial cum commercial F/S on various JV modalities, detailed engineering design, preparation of estimates based on MRS (Khyber Pakhtunkhwa) applicable & NHA CSR (both or as directed by the P.E), tender documents and implementation programmed with details as under:

2. Engineering Principles:

The consultancy work shall be carried out in accordance with the standard engineering principles followed in construction of High Rise Buildings and Recreation facility.

3. Coordination with other Agencies:

The consultant will co-ordinate, after prior approval of P.E, the design of High Rise Buildings and Recreation facility with any Government Agencies or other consultants who are responsible for the planning, design implementation, or operation of other Project in the proximity of this intended project area that may be affected by or have an impact on the proposed Project.

4. Correctness of Design & Co-ordination Engineer

Consultant is entrusted with the Scope of Work outlined above. It is required that the consultant should undertake the job in a professional manner to the best of his ability and resources. PDA as P.E may offer comments through in-house review.

Any comments offered by the P.E do not absolve the consultant from its obligation to develop correct and cost effective engineering solutions for the Projects. PDA reserves the right to take punitive actions as required at appropriate forum even during construction stage.

5. **Specific Task**

The work of consultants will fall into following broader stages

Scope of Work:

Stage 1: Reconnaissance Survey of the Plots
Stage 2: Detailed Planning of most feasible route/ point.
Stage 3: Surveys.
Stage 4: Preliminary Engineering Design.
Stage 5: Probable Financing options (EPC, EPC+F, BOT, BOOT or in JV Mode)
Stage 6: Financial and Commercial Feasibility Report for Public Private Partnership.
Stage 7: Framing of RFP for Construction of Project under JV Mode.
Stage 8: Transaction Advisory Services.

At the end of each stage the consultant will submit his report, design, recommendations and other pertinent documents to PDA for review.

The consultants shall not proceed to the next stage of work until PDA gives them approval for the previous stage.

It shall be noted that if the Project is found non-feasible due to any reason, in any stage whatsoever, the P.E may ask the consultant to stop the work, however payment against the work done shall be made as per previous stages only.

Scope of Work:

Stage 1 (A)

The Scope of Work for the Present Terms of Reference comprises of following but not limited to:

- Comments on Terms of Reference at pre-proposal meeting.

- Data Collection/Co-ordination with all concerned local Departments. Desk study on maps & satellite imagery validated by Reconnaissance visit.
- Alignment options and recommended alignment with comparisons
- Satellite image of entire corridor with recommended options/points duly marked on it.
- Presentation of alignment for approval from Project Director PDA.
- Traffic count & O&D survey.
- Inventory for structures, flyovers and underpasses after detailed field visit.
- Hydrology of the Area for piling etc if required.
- Feasibility Study with approximate cost estimates on best effort basis

Stage 1 (B)

Reconnaissance Visit with identification of suitablepoints for underpasses and widening of Ring Road.

The consultant shall carry out the desk study of all suitable points using maps and imageries/GIS maps. The same shall then be investigated in the field reconnaissance. The site visits shall be carried out by a Senior Highway Engineer of prescribed experience as per criteria of this document. Coordinated meetings with local departments shall be done and minutes recorded (same shall be made part of the reconnaissance survey/field visit report).

During the reconnaissance visit, particular requirements of the project shall be identified that will be addressed in the detailed design. Other requirement of Task-2 is the submission of Inception Report. Inception Report should elaborate the methodologies for detail design for requirements spelled out in the TOR and observations made in the site visit.

After submission of feasibility report and Inception report, ***the Consultant will give presentation to the Director General and/or Project Director, PDA for approval of the best suitable points.*** The consultants shall demonstrate the best optimum solution as well in order to fulfill/accomplish the intended purpose of the Project.

At the Reconnaissance stage, Social, Economic and Environmental aspects shall be considered. The resulting information will form part of the recommendations for adoption of a particular proposal for the Project. Data from various sources shall be collected at this stage:

a. Topographic Maps
b. Geological reports available if any (from local departments, adjacent projects)
c. Use of Satellite imagery
d. Soil survey maps (Soil survey of Pakistan) if available

Stage 1(C) Road safety impact assessment:

The Consultant should carry out RSIA at the initial planning stage. It should indicate road safety considerations which contribute to the choice of proposed solution. The RSIA should provide all relevant information necessary for comparison of options and selection of solution, including comparative analysis of the road safety implication on each alternative rout considered and evaluation of road safety benefits and drawbacks arising from each alternative. It should also provide all relevant information necessary for cost benefit analysis and different options assessed.

Stage 2: Detailed Planning of most Feasible Points

i. **Feasibility study for suitable points for underpasses and widening of Ring Road:**

The consultants will undertake detailed route planning studies, of the approved route, leading to the optimum points and widening of Ring Road, to ensure that the geometric design of Underpass standards besides the following criteria are met:

- To avoid any traffic congestion and reduction of speed.
- Acceptable horizontal and vertical geometric standards suitable for a posted speed of 70 Km/hr can be achieved.
- Demolition of existing property is minimized.
- The requirements for earthwork are minimized and an approximate balance between cut and fill can be achieved.

Besides, prior to the Survey and Detailed Engineering Design,

ii. **Right of Way details and land acquisition Plan if required for Road widening purpose:**

In case of proposed improvement, the consultants shall submit one set of Right-of-Way details and acquisition plans on reproducible stable medium for road widening purpose if required, and submit five copies thereof to PDA. The plans, coordinates and demarcation of proposed land on site shall be made available to the PDA as and when required to facilitate timely action for acquisition of the necessary Right-of-way. Detail of damage to assets and crossing of utility lines to be marked on it. Location of cross drainages and local roads, to be marked clearly on this plan. Consultant must be responsible to endorse the notifications of land acquisition act 1894, for acquisition of land for design of these infrastructures.

Stage 3: Surveys

General

The consultants shall limit all survey work to the optimum that is necessary to enable them to adequately perform the services. It is expected that four broad types of surveys may be required.

1. Topographic surveys.
2. Soil Survey.
3. Traffic Counts
4. Environmental Impact Study.
5. Axle Load study
6. Hydrological survey

1. Preliminary Survey

Preliminary survey forms the basis for the detailed design. Poor quality of survey work produces not only incorrect designs but also results in post construction problems with variations in cost and claims. It is desired that the Survey work is of top most order. As per recent **"Surveying & Mapping Act 2014"** The Survey company must comply with the requirement of the Act.

It is therefore recommended that consultant should use the latest technology for the topographic surveys, which include at least 4 (four) GPSDF for establishment of high accuracy control points (as per required plan, specified herein). In case the consultant does not have the requisite number of GPSDF, he is advised to hire services of professional survey companies having the required expertise.

PDA reserves the right to interview the surveyor if required. Upon request, the consultant should change the surveyor. If consultant wants to outsource the Survey work, it will be mandatory to take prior approval of the P.E. PDA will ensure that the survey firm is not black listed and has sufficient resources and compliance of Surveying and Mapping ACT 2014.

The survey will be carried out in UTM Co-ordinate system and starting point will be observed from a known SOP control point. If no such point is available, average position of GPS Base will be taken.

Detailed topographic surveys should be undertaken at the scale of 1:500 along the alignment of the proposed road. This survey should extend to 100 meters on either side of the center line of the proposed road. The survey done through Total Station (TS) should be verified through Level Machine, with X-Section taken at 25-meter interval for more authenticity and avoiding variation in Earth work quantities at the construction stage.

(i) A comprehensive report along with inventory regarding removal/shifting/relocation of houses, buildings, orchards, graveyards, Masjid, utility lines, HT & LT lines, Irrigation scheme including all relevant structure and water course, roads, water supply lines, sui gas pipe lines and any other infrastructures crossing the alignment (ROW) or its astride shall also be prepared.

(ii) The locations of all the features shall be mentioned in term of RD, Latitude & Longitude.

The consultant shall also elaborate that why their shifting/removal is necessary rather to change the alignment of the project at the locations.

2. Soil Survey & Geo Technical Investigation

i. **Road and approaches.**

Detailed soil survey should be undertaken to determine the general soil condition, bearing capacity, CBR & MR, moisture content, water table level and type of soil etc. Particular emphasis should be given to those locations where structures such as piles, back walls etc. will be situated. The soil investigations for structure (sub-structures) would be got done by the Consultant and results would be provided to the P.E.

The consultant is required to investigate the soil through pits at specified/desired for Geotechnical profile. The consultant will have to study the following properties:

i) Sieve Analysis
ii) Passing No. 200
iii) Altenburg Limits
iv) Moisture Content
v) CBR
vi) M_R Value if CBR>10%
vii) Pile capacity in case of Bridge etc.

A bore log should also be submitted to PDA for approval. The consultant is also required to coordinate with the field staff of PDA during the soil investigation and also declare their pits location to the field Deputy Director PDA as well.

(ii) **Geotechnical investigation for Structures Underpasses:**

Sub-surface investigations consisting of boreholes / drill holes' / test pits of required depth, supplemented by field and laboratory testing to accurately assess the engineering properties of the underlying soil strata for detailed design of foundations and substructures shall be undertaken.

Bore logs shall be included in the Soil Investigation Report along with the laboratory results. Testing of samples collected from site shall be carried out in a reputed laboratory, under strict quality control and adherence to relevant ASTM procedures / standards. Depth of boring shall be decided by the geological formation at site and the type of foundations proposed for the structures. Standard penetration tests shall be started from the ground surface and carried out in accordance with ASTM D1586 Penetration Test and Split Barrel sampling of soils. Where clayey soils are encountered, undisturbed samples shall be obtained in accordance with ASTM thin-walled sampling of soils.

A separate report will be prepared to this effect and will be submitted to PDA for approval. Original lab reports shall be attached in the soil report along with colored photographs.

- Submission of proper site investigation report comprising all relevant notes and pertinent information required by this Specification together with laboratory test results. The above scope of work may be varied or deleted depending on the findings as the investigations proceeds. All Sections in this Specification and the Bill of Quantities, which relate to work or materials not required, shall be deemed not to apply.
- The scope of work and specifications for handling of undisturbed samples shall be developed by the Consultant. The qualified / experienced Geotechnical Engineer of the consultant (or hired) shall supervise the work at site who will be responsible for the quality and accuracy at site.
- All the process and steps be carried out with proper liaison and under supervision of Deputy Director concerned. The detailed scope of work developed by the Consultant shall include but not limited to the following:
- No. of Bore holes. Minimum two per 50 Kanal of the Site or as recommended by the Design Consultant and agreed by PDA. Depth of Bore = 30 m
- To prevent the sand collapse of bore hole, Bentonite solution shall be maintained to the top of the bore hole.

- SPT shall be carried out starting from 1.5 m below the surface at an interval of 1.5 m till the complete depth of bore hole. After 75 blows if penetration is not achieved the refusal shall be recorded.

- Undisturbed sample after 10-15 m depth for carrying out index property test, Atterberg limits, unconfined compression test, direct shear test and grain size analysis.

- SPT result compilation and working out of pile capacity.

3. Traffic Count

Consultants are required to conduct detailed traffic study; however they shall use the state of the art equipment. Consultant shall obtain relevant traffic data from concerned agencies such as NTRC and concerned Departments prior to conducting the traffic counts. Traffic counts for seven (07) days at selected nodes, approved by PDA, shall be carried out.

Traffic volume at count station to be forecast for 20 years design period. Various alternative growth rates from various agencies or based on historical increases in fuel consumptions, vehicle registration etc., shall be utilized. After review of the various growth rates and resulting traffic volume, the consultant will recommend the growth rate to be adopted as basis for design and coordinate the same with PDA.

The traffic forecast will be made individually for each vehicle category including cars, buses, wagons, dual axle and multi axle trucks and trailers according to NTRC format. Projected traffic from fresh traffic survey conducted will be used for pavement design. Fresh 24 Hrs traffic count shall be made on selected Locations and using the growth factors, projected traffic shall be revalidated.

- Axle Load study (actual) and comparison of the actual Axle Load survey and the assume one for the estimation of ESALS.
- Estimation of ESAL based on latest Axle load surveys conducted by
- Based upon traffic survey, peak hour and ADT traffic volume shall be established.
- Where required, capacity analysis, weaving analysis, signal and intersection capacity and delay shall be conducted using computer models.
- Level of service, volumes to capacity ratio, queue length on each approach, time space diagram to plan the road. (wherever required)

During the course of traffic count the consultant will have to coordinate with field Deputy Director (PDA) and shall also report/inform the count section to the Deputy Director PDA Office.

4. Environmental Impact Study

As per EIA Rules, Consultant is required to carry out the EIA Study for the Project. It involves collection of required data from site, formulation of Report, getting it reviewed from PDA. Submission of EIA Report to EPA KP, addressing their requirements, to their entire satisfaction (Including submission fee). Conducting the Field hearing and obtaining NOC for PDA.

The report thus finalized and approved by the consultant will be submitted to Environmental protection agency (EPA) for final approval and obtain NOC prior the commencement of work.

5. Hydrological Study.

The Consultant shall collect fresh hydrological data i.e Water Table etc. for the Feasibility report and Detailed design.

X-Section Survey

The Base shall be established on a higher ground and moving as close to the center line of the route. All the spot heights will be recorded in autonomous mode. The base will be shifted at each end of the UHF Radio range.At the end, the GPS survey shall be connected to a known SOP Point. If not available average will be taken.

After completing the field work a drawing will be submitted along with map of Route, Profile, and X-Section at every 5km and at changes in ground elevations. Rough cost estimate shall also be prepared using these x-sections.

Design Standards

S. No	Design element	Unit	Plains
1.	Design speed	Km/hr	70 km/hr

The consultant will submit all geometric design standards in feasibility study

NOTE: **Geometric Design Standards "A Policy on Geometric Design of Highway & Streets 2011"** should be followed

1. Axle Load Study (Design Standards)

Design Vehicle 6-AxleTrailer(1.22+222) Standards for Structures

Codes and Standards:

For analysis and design of structures following codes, standards and loads will be adopted.

AASHTO-(LRFD): -

For analysis and design for all loads and load combinations. Pakistan Highway Code of practice for Bridges 1967: For vehicular loads, their spacing & impact factors.

UBC/IBC 2003: - For seismic zoning in addition to the revised seismic risk map of Pakistan.

ASTM: For material specifications & testing

ACI: For analysis, design and detailing, only in case such details are not specified in AASHTO.

Vehicles live load: West Pakistan Code of Practice for Highway Bridges 1967 (WPCHB) specifies less severe loads, and shall be considered in combination with other following loads (such as dead load etc).

Class AA loading: The 70-Ton tracked military vehicle to be placed in accordance with WPCHB to give maximum stresses. During recent research at UET Taxila, on current loading pattern shows that WPCHB is no more safe and require application of factors in loading. Consultant is advised to refer to the Thesis and develop his understanding for application of appropriate factors.

Class A loading: The 54.5 Ton train of trailers (with different axle loads) to be placed in accordance with WPCHB to give maximum stresses.

Check Deck Slab for Punching Shear: Additionally, the bridge deck slab shall be checked in Punching Shear for a Wheel Load of 21,000 Pounds [95 KN] on 0.25 x 0.5m2 tire contact area.

Other loads:

Side walk live load: A load of 5 KN/m2 (100 psf) of walkway between side barrier/railing and shoulder, applied continuously or discontinuously over both lengths and width of structure in order to produce maximum stresses in the member under consideration.

Horizontal live load on railing/posts of side barrier: These depend upon the configuration of the railing/posts/ barrier system. The position and the magnitude of the horizontal loads are taken according to **Article 2.7 of AASHTO.**

Impact load: Impact loading on the bridge superstructure is taken in accordance with WPCHB.

Wind load: Wind loads are taken in accordance with the provision of WPC FIB.

Seismic design: International Building Code (IBC-2003) and Earthquake forces are calculated according to article 3.21 of AASHTO, keeping in view the like of the earthquake of October 8, 2005, the earth quake zones will be considered accordingly.

Stage 4: Preliminary Engineering Design

I. General

Based on traffic forecast, topographic surveys, soil investigations and conceptual framework for the road, the Consultants shall submit a preliminary design of the facility to the PDA for approval. The preliminary design will include route alignment studies, right of way plans Pavement Design, Structural Design, Intersection Design (where required) and Cost Estimates.

II. Geometric Design:

The Consultants will prepare geometric design of the road as per Motorway / Expressway standard with the posted speed of 70 Km/H. Based on these standards in the route alignment study, the Consultants will produce preliminary horizontal, vertical and typical road cross sections. The topographic survey done through Total Station should also be verified through Level Machine with X-Sections taken at 25-meter interval, so as to avoid quantitative variation at the construction stage.

The Consultant will also clearly mention the grade and in case grades are more than 5%, they will have to quote the specification reference and length i.e. upto how much length we can maintain that excessive grade.

The consultant will also submit details for super elevation run off, transition curve etc. A presentation will be given on geometric design and FRL to the competent authority.

III. Pavement

Pavement designs based on different design methods and different materials are to be prepared for selection of a suitable and economical option. An economical pavement design for ten years so selected is to be adopted for estimation of quantities of various pavement layers involved in the project. A presentation on the pavement design to be adopted for the scheme is to be made to the employer for approval. The consultants will also recommend a stage construction technique for pavement design life of 20 years based on axle-load data and soil investigation. The consultant are also required to submit a detailed analysis for the actual Axle Load encountered and recommendation for the sustainability of pavement layers in the light of actual Axle Load.

IV. Drainage

The consultants will investigate the existing drainage system of the project area including canals, rivers, streams and seasonal water courses and prepare out-line proposals for protecting the same in those areas where it is affected by the improvement/widening etc of the road. The consultants will also prepare complete drainage plan comprising of culverts, drains and other drainage structures with out-line design for the road-drainage system based on rainfall statistics.

V. Structure

The consultants will provide structural design of these structures including their location, type and level etc. with 50 years design life. The consultants shall also identify the existing structures that will need protection, strengthening modification or replacement. The disable persons, women, children shall properly be facilitated as per Universal access for people with disabilities policy.

VI. Benefit Analysis

The consultant will undertake an evaluation of the benefits expected from the road. These could include but not necessarily be limited to time saving, reduce accidents, enhance land values, reduce vehicles operating cost etc. the cost and benefits should be quantified as far as possible.

VII. Economic and Financial Analysis

A detailed economic and financial analysis based on the cost estimates, EIRR and benefits analysis should be prepared.

VIII. Feasibility Report

Feasibility report summarizing all the technical investigations and studies, engineering analysis and design, costs and benefits and the economic evaluation of the project and recommendations etc. should be prepared.

IX. Implementation Program

An outline of implementation program should be prepared on Microsoft Project / Primavera.

X. Road Safety audit (RSA)

The consultant should carry out Road safety Audit at following stages and it should be the integral part of the design process.

- Preliminary design stage.
- Detailed design stage.

Stage 5: **Probable Financing options (EPC, EPC, +F, BOT, BOOT)**

After the completion and approval of preliminary design and cost estimates the Consultants shall furnish a detail report on the financial soundness and probable options for financing the project~~s~~. The consultant should also prepare a report on stages for implementation of the project, if required, along with merits and demerits of each option.

Stage-6: **Financial and Commercial Feasibility Report for Public Private Partnership.**

The study includes but not limited to the following:

i. Commercial Feasibility
ii. Review of Legal Framework
iii. Defining project scope
iv. CAPEX (Capital Expenditure) Analysis
v. Toll Rate Structuring & Escalations – Close System
vi. OPEX (Operation Expenditures) Analysis
vii. Routine and Periodic Maintenance Forecasting
viii. Revenue Analysis & Forecasting
ix. Project Risk Identification and Allocation
x. Inflation and Lending Market Analysis
xi. JV Modeling Base Case
xii. Viability Gap Analysis
xiii. Financial Analysis & Bankability
xiv. Sensitivity Analysis
xv. Conclusion & Recommendation
xvi. Draft Commercial Feasibility Report
xvii. Final Commercial Feasibility Report.

Appendix A (Part-III)
Description of Services
Terms of reference.

TRANSACTION ADVISORY SERVICES (TAS) FOR FEASIBILITY STUDY AND DESIGN OFUNDERPASSES AND WIDENING OF RING ROAD PESHAWARIN JV MODE

Stage-7:

Framing of RFP for construction of Projects under JV Mode
The Transaction Advisor shall submit the following reports:

1. Prequalification Documents along with evaluation criteria
2. Prequalification Evaluation Report
3. Request for Proposal (RFP)
4. Draft Concession Contract
5. Minutes of Pre-Bid conference
6. Bid Evaluation Report with Final Recommendations
7. Letter of Intent (LOI) / Letter of Support (LOS)
8. Report of Completion of Phase-I: Procurement Process
9. Report of Completion of Phase-II: Negotiation/finalization of Concession Contract
10. Report of Completion Phase-III: Conditions Precedent & Financial Close

The Consultant shall submit the reports (in both Hard and Soft copies) described in the RFP / TOR.

GENERAL

a. Scope of Services:

- Experience, which will build up over time.
- The feasibility study which sets out the key parameters of the project Including the business case and provides the basis for the RFP.
- The Bid Documents which set out the bidders' conformity or otherwise with the requirements of the RFP.
- The main negotiating items can include:
- Land acquisition and costs
- Project investment costs
- Tariff
- Concession period
- Risk bearing/allocation

- Renegotiation options on specific items
- Other items specific to the particular project

- It should be noted that key items in the RFP, especially technical standards and conformity to regulations, will be classified by the [PDA] as being non-negotiable and bidders not meeting these terms will be disqualified as being non–responsive.
- There remain a number of other items in the RFP which the bidder may not meet and which will form the basis of explanation, discussion and negotiation.
- In general, the number of items to be negotiated should be minimized and a standard negotiation process might have only 2 or 3 areas listed above for negotiation.

Formal Settlement (Between the PE and the Private Partner)

The Consultant shall facilitate either Partner (Public and Private) for a formal settlement subsequent to them reaching a compromise wherein both parties believe that the settlement is the best possible under the circumstances. Conditions Precedent in the JV agreement are set that need to be resolved, failing which the Concession Contract, when signed, would not be enforceable. During the formal settlement, the PDA would:

- Record all details of the negotiation
- Agree on Conditions Precedent
- Establish a preliminary schedule for signing the JV agreement.

Once a formal settlement is reached, it is signed by all members of the Negotiations Team and the representatives of the First ranked bidder. It is then forwarded for recommendation to the appropriate approving authority for approval and signature.

The recommendations of the Negotiations Team may be to:

- Proceed with contract award to the first ranked bidder, incorporating the Agreements reached during negotiations;
- Revise the negotiation objectives and hold further negotiations; or
- Terminate the negotiation and reject the first ranked bidder, and subsequently open negotiations with the second highest ranked bidder.

The appropriate approving authority reviews the recommendations and then either approves the recommendation thus authorizing the PDA to proceed or may refuse to authorize acceptance and refer the matter back to the PDA with further instructions.

Setting-up a Monitoring Mechanism

The TA shall assist PDA on the following aspects of the Concession Contract which correspond to the different phases of the project and shall address: (Activity limited to making provisions in the concession contract only)

- Review and approval of drawings;
- Appointment of an independent Engineer to oversee the project;
- Replacement and re-appointment of the independent engineer;
- Monitoring and supervision;
- During implementation/construction;
- Testing;
- Completion of the project;
- Monitoring during the post completion phase;
- Operations and maintenance (O&M) requirements;
- Development of a maintenance manual;
- Disruption to the project during this phase
- Performance Monitoring
- Monitoring and supervision during operations

Signing -Concession Contract-Contract Award

After finalization of the Concession Contract between the Negotiations Team and the First ranked bidder, a relevant Officer appointed by the PDA signs the Concession Contract with the Concessionaire (also referred to as the Special Purpose Vehicle (SPV) or Project Operator).

The PDA shall publish a notice of the contract award to be published in official Gazette. The notice shall identify the Concessionaire and include a summary of the essential terms of the Concession Contract.

Stage-8: Transaction Advisory Services:

- Fulfillment of Conditions Precedent
- Financial Close
- Handing over of Site to the Concessionaire

Fulfillment of Conditions Precedent

After the signing of Concession Contract, Transaction Advisor shall engage with PDA and the Concessionaire for successful fulfillment of Conditions Precedent, which would be pre-requisite to achieve financial close by the Concessionaire.

Financial Closure

Transaction Advisor shall engage with the Concessionaire for financial closure.

Financial Close occurs when all the project and financing agreements have been signed and all the required conditions contained in them have been met and Funds availability or Draw-downs become permissible.

TAS will assist the concessionaire and interaction with the Private Partner in order to perform the activities necessary to undertake the Financial Close of the Project as per prescribed Timelines efficiently, economically and effectively.

As the Financial Close is the stage in preparation and finalization of financial agreement where conditions have been satisfied or waived, documents executed, and draw-downs become permissible and experience of negotiations for Term Sheets and Financing Agreements with Private Partner/s

Handing over of Site (Concessionaire Area) to the Concessionaire

Immediately subsequent to achievement of Financial Close by the Concessionaire the PDA would have to ensure peaceful handing over of Concession Area (site) to the Concessionaire for undertaking the project under the Concession Contract.

The Transaction Advisor shall assist PDA to ensure peaceful handing over of Concessionaire Area in a timely manner.

Appendix B
Reporting Requirements

The Consultants shall submit the following reports:

a. EOI	[for Print Media]
b. Prequalification Report	[02 copy]
c. Request for Proposal (RFP)	[02 copy]
d. Concession Agreement (Part of RFP)	[02 copy]
e. Report on Completion of the Project	[02 copy]

a) General

"Transaction Advisory Services (TAS) for feasibility study and design of underpasses and widening of ring road Peshawar in JV mode ". For selection of the Concessionaire, the PDA may go through the competitive bidding process or may opt for negotiation of Concession Contract without competitive procedures, as Khyber Pakhtunkhwa Public Private Partnership Act 2014 duly authorizes the Contracting Authority (i.e. PDA) for both the procedures.

However, in both the cases the bid or proposal is to be invited against a set of pre-decided terms and conditions in the form of Request for Proposal (RFP) [in case of competitive bidding] or Project Proposal Requirement (PPR) [in case of Proposal is invited from Nominated Party] and detailed negotiations have to be undertaken for finalization of Concession Contract.

This Proposal of Transaction Advisory Services is equally applicable for both the procedures (i.e. competitive bidding or negotiation of concession without competitive procedure). Generally, the Proposal covers both the procedures, however, the text is highlighted in red, where specifically required, for indicating selection of a Concessionaire without following competitive procedure.

b) Scope of Services

The scope of Services to be performed and successfully completed by the Transaction Advisor to the full satisfaction of the Peshawar Development Authority (PDA) and in accordance with the Contract shall include the phases and stages as described herein:

Phase-I: Procurement Process

Activity-1: Kick-off Meeting & Review of Project Data

a. Kick-off Meeting

b. Review Project data, that may include, but not limited to, the following:

   i. Project Design

   ii. Commercial Feasibility Report

   iii. Any other data available with PDA

c. Inception Report

Activity-2: Marketing

a. Vendor due diligence

b. Project Information Memorandum

c. Investor Sounding

d. Preparation of Data Room

Activity-3: Bidding Process

a. Preparation of Requests for Pre-Qualifications (RFQ) to get the interested parties shortlisted for issuance of Request for Proposal

b. Evaluation of Pre-qualification Documents submitted by the potential bidders

c. Preparation Bid Documents, that may include:

   i. Request for Proposal (RFP)

   ii. Draft Concession Contract, which may, interalia, include:

   - Project Scope of Work;
   - Standard Design Criteria;
   - Construction Performance Standards;
   - O&M Performance Indicators;
   - Risk Sharing mechanism;
   - Termination Payments; and
   - Hand back Requirements

d. Assist PDA to conduct Pre-bid conference/consultations and prepare minutes

e. Manage bidding process

f. Receiving Bid Proposals

g. Evaluation of Consortium structure;

h. Assist PDA in bid evaluation

i. Finalize Ranking of the Bidders

j. Issuance of Minutes of Pre-bid conference/Consultation

k. Finalization of ranking of the bidders/suitability of the Proposal submitted by Nominated Party as per evaluation criteria

l. Issuance of invitation to best ranked bidder/Nominated Party (in case the Proposal is found suitable to the PDA for negotiation and finalization of Concession Contract.

Phase-II: Negotiation/finalization and Signing of the Concession Contract:

a. Identification for key issues for negotiation

b. Confirm business case with the successful Bidder

c. Assist PDA in negotiation and finalization of key issues which include, but not limited to, the following:
   - Insurances;
   - Termination;
   - Compensation;
   - Guarantees; and
   - Payment mechanisms etc. etc.

d. Assist PDA for negotiation / finalization of Concession Contract with preferred Bidder

e. Assist PDA to seek permissions/approvals from regulatory authorities.

f. Advising PDA on signing of Concession Contract

g. Assist/advise PDA on finalization and signing of subsequent agreements as required under the Concession Contract.

h. Facilitate permissions/approvals from regulatory departments.

i. Setting-up a monitoring mechanism

j. Signing of Concession Contract

Phase-III: Assist for Fulfillment of Conditions Precedent, Financial Close Activities and Handing Over of Site to the Concessionaire:

a. Advise PDA regarding compliance of all Conditions Precedent provisions

b. Assist PDA in negotiation of Direct and other Agreements with Lenders/Concessionaire

c. Marketing/presenting Project to relevant Government agencies/departments for securing their support and facilitating private party in achieving Financial Close for the Project

d. Facilitate PDA in appointing Independent Auditor and Independent Engineer for the Project

e. In the case of a financing competition, oversee the process on behalf of the Authority

f. Review the impact on the PDA’s payments/user charges of changes in the financial assumptions

g. Oversee the Financial Close process

h. Review the financing agreements

i. Review any proposed interest rate and currency hedging strategy

j. Supervise the financial close process on behalf of the Authority

k. Run the financial model to reflect the final macroeconomic/financial parameters

l. Supervise the execution of any interest rate/currency hedging

m. Fulfillment of Conditions Precedent

n. Financial Close

o. Handing over of Site to the Concessionaire

PHASE-I: PROCUREMENT PROCESS

Request for Qualification (RFQ)

The Request for Qualification (RFQ) shall be prepared which shall include the formats for submission of applications and instructions on how to present proof/testimonials of eligibility and qualification.

RFQ shall include the following information about the project and qualification procedure:

- Description of key project details including:

  Description of the project scope and objectives, with a focus on the services to be provided including performance levels;

- Envisaged JV model and financing mechanism;

  Envisaged payment mechanism; Project timeframe and indicative implementation schedule; and

- Details of the qualification requirements and bidding process, including:
- Qualifying criteria for the evaluation and selection of shortlisted bidders;
- Details of the pre-submission conference or meeting and of other Opportunities to ask questions or seek clarification;
- Process for submitting responses and evaluation;
- Indicative procurement schedule;
- Specific legal requirements or restrictions associated with the RFQ or the project;

Other general instructions to applicants; and Application forms

The qualifying criteria used to evaluate the responses to the RFQ should be based on the project requirements, related to a scoring system, and clearly stated in the RFQ itself.

Qualifying criteria may include:

- Technical qualifications
- Experience with similar projects, in terms of service outputs, size, and complexity Experience with JVs in similar projects and generally Relevant experience locally and internationally
- Specific technical capabilities of the firm or consortium. Experience of working together (if firms are forming a consortium)
- Financial qualifications
- Ability to raise sufficient funding for the project and in the form requiredConsortium structure, including minimum equity contribution of lead firm and evidence of binding agreement among the members

- Evidence of no conflict of interest.
- The RFQ may also request brief comments on the project scope and structure in order to evaluate the firm or consortium's understanding of the service output requirements.

Evaluation of Applications and Short listing of Bidders

The applications received shall be evaluated based on the technical and financial capabilities to implement the project as per the selection criteria given in the RFQ.

At this stage, the evaluation normally focuses on threshold criteria such that all proposals meeting the criteria are shortlisted for the next stage and all nonconforming proposals are rejected. A target number (5-7) of shortlisted bidders is usually preferred in order to ensure sufficient competition but not at the same time overcrowd the bidding process, and therefore sometimes only the highest qualifying

Firms will pass on to the full tender phase.

Request for Proposal (RFP)/Project Preparation Requirement (PPR)

The Request for Proposal (RFP)/Project Preparation Requirement (PPR), together with the Draft Concession Contract, comprises the full bid documents. These are the most important documents in the bidding process. The RFP/PPR and Concession Contract specify the main terms of the project which are non-negotiable at the award stage. It is, therefore, important that these terms are clear and well understood by all parties/Nominated Party. The Concession Contract also lays the foundation for the contract management process throughout the life of the JV Project.

Typically, the RFP/PPR Document will comprise of three parts as described below:

Part-I: **Introduction:** This part contains an introduction of the PDA, Project scope and objective.

Part II: **Instructions to the Bidders (ITB):** This part of RFP/PPR shall contain instructions for preparing the Bid/Proposal, detail of different forms to be enclosed in the bid, timelines for the bidding process, and supporting documents to be attached for the bidding.

Part-III: **Project Information Memorandum (PIM):** The project information memorandum consists of project details, including:

- Population profile (i.e. density, income group, economic activities in the project area).
- Complete details of the land to be utilized with proof of ownership
- Report on the existing assets, if any, and their potential use for the proposed infrastructure services
- Map of the site
- Existing infrastructure services
- Construction and O&M guidelines
- Environmental guidelines
- Existing contract, if any, for the proposed infrastructure services and any other pertinent information.

Documents to be submitted by Prequalified Bidders/Nominated Party

This part of RFP/PPR shall also contain, detail of the information required as part of **Technical** & **Financial** Proposal separately and evaluation criteria, as detailed below:

Technical Proposal

- Work Methodology
- Operating program
- Maintenance program and costs
- Environmental protection plan.

The identification of contractors, sub- contractors, and suppliers with their qualifications is an additional and unnecessary burden on bidders and should not be compulsory. The construction market is sufficiently well developed and competitive for those actors to be identified once the concession has been awarded. Similarly, bidders should not be requested to conduct a detailed engineering design of the project at bidding stage.

Financial Proposal

- Cash flow projections: although usually not directly used in the evaluation, such projections can show whether the bidder has used reasonable assumptions in the preparation of his bid. They can also provide an indication on the level of detail of the investigations conducted by the bidder.
- Formal bid - proposed tariff, payment to government or requested amount of subsidy.

Legal Acceptance

- Acceptance of terms of the contract
- Draft shareholders' agreement, consortium agreement, joint venture agreement, or a similar contract by which the sponsors commit themselves to carrying out the project agreement if they are awarded the project, could be requested.
- Letter of conveyance signed by the authorized representatives of the company or consortium submitting the bid.
- Term sheets of other main contracts could also be requested (construction contract, operation & maintenance contract, insurance, etc.)

The criteria for bid evaluation are based on the following approaches:

Selection Method

There are several methods for determining the winner bidder/suitability of Proposal of Nominated Party. Some of the more common are:

- Quality Cost Based Selection (QCBS) can be used in the case of projects where the developer/operator is responsible for detailed designing of the facilities, there is flexibility available to introduce innovation and design efficiencies, and both quality and cost are important. Technical Proposals shall be allotted a specified weight and the Financial/Price Proposal shall carry the residual weight. The actual selection of weights shall be made based on the specific requirements of the JV project.

- Least Cost Selection determines the winner based only on the Financial proposals of all bidders who qualify on technical criteria. The bidder quoting the most economically advantageous financial offer to government is then selected as the preferred/successful bidder.

Financial Bid Criteria for Scoring

The financial selection criteria for a JV project may be one, or a combination of, the following:

- Lowest contract value;
- Lowest bid in terms of the present value of user fees;
- Highest revenue shares to the Government;
- Highest upfront fee;
- Shortest concession period;

- Lowest present value of the subsidy or grant;
- Lowest capital cost and/or O&M costs;
- Highest equity premium;

Lowest net value of payments required from the government.

Preparation of a Draft Concession Contract

As the Concession Contract is the main document that will regulate the future relationship between the PDA and the main private entity (Concessionaire), it is preferable to embark on its preparation at an early stage in the process.

It should be noted that most countries around the world have developed model draft JV Agreements for each specialist sector or sub-sector. This means that the private sector has already had some input to draft Concession Contract through consultation. It also means that both Government and private sector will know what to provide and expect respectively as a basis for the specific project under consideration.

The active participation of legal experts will be essential in drawing up draft (and final Agreement). The advantages of including a draft Agreement in the RFP/PPR are numerous and include in particular:

Transparency and fairness:

Negotiation with the selected bidder/Nominated Party on all terms of the contract would result in substantial changes in the conditions of contract between the firm and the contracting authority. Such an arrangement would be contrary to the principle of objectivity and equality and would surely be challenged by unlucky competitors.

Negotiation leverage:

Prior to a bid and during the submission period, bidders are under pressure from the other competitors. Moreover, they want the selection process to end as fast as possible to avoid unnecessary spending on project preparation: both reasons make them more likely to accept contractual clauses which they do not consider as being ideal. After the Bid, it is normally the government which is in a hurry to get the project started. The winning bidder often wishes to delay contract finalization because it needs time to put together a management team and secure financing.

Risk assessment:

It allows the Prequalified Bidders/Nominated Party to identify the risks allocated to them and further evaluate their potential impacts on expected benefits. On this basis, the private sponsors of the project will be able to discuss with other future actors of the project and negotiate the internal risk allocation with them. Preparing the draft contract consists in translating the proposed risk allocation matrix into contractual terms that, once the agreement has been formally finalized, will govern project implementation. This exercise can therefore only take place when preliminary studies have been completed, the risk allocation and mitigation principles defined and Government support determined. The Concession Contract shall describe the following:

- Governing laws
- Organization of the Concessionaire
- Ownership of assets
- Acquisition of rights related to the Project site
- Easements
- Financial arrangements
- Security interests
- Assignment of the Concession Contract
- Transfer of controlling interest in Concessionaire
- Operation of Infrastructure
- Compensation for specific changes in legislation
- Revision of the Concession Contract
- Takeover of an Infrastructure Project by the Contracting Authority
- Substitution of the Concessionaire

Competitive Bidding/Processing of Proposal of Nominated Party

Transaction Advisor shall:

- assist PDA for competitive bidding/processing of Proposal submitted by Nominated Party:
- assist PDA in conducting pre-bid meeting/consultation;
- responding to prequalified bidders' queries/queries of Nominated Party; and bid evaluation and selection of successful bidder/finalize recommendations for suitability of Proposal submitted by Nominated Party.
- suggest amendments in the Project design/structure/size and Concession Contract based on bidders' responses/Proposal of the Nominated Party and shall assist PDA in negotiations and signing for

Concession Contract.

- Joint Venture Partners embarking on a JV choose to develop a long relationship; they want it to last and to be as fruitful and peaceful as possible. For each party, the choice of the adequate partner is of paramount importance. During the selection and award process, TAS shall make best efforts to attract the best potential partners. Competitive bidding will certainly be chosen, and certain important principles should be kept in mind throughout the entire process.

- Mechanisms for more efficiency shows that competition (either in the market or for the market) is the main tool for the public sector to stimulate the private sector and collect a fair share of the efficiency gains generated by the project.

- Even in case the Nominated Party is given chance for submitting a Proposal, the negotiation/finalization of Concession Contract shall be based on the best suited options for the PDA. The clear terms and conditions shall be conveyed to Nominated Party through Project Proposal Requirement (PPR) and Draft Concession Contract. Some non-negotiable terms shall also be conveyed for consideration during preparation a BOT Proposal. Two main approaches can be chosen by the PDA or Steering Committee for the procurement of Concessionaire:

a. **One-stage procedure**:

When the PDA has a precise idea on the technical options and specifications to be chosen, prequalified firms would be asked to submit bids in strict accordance with the specifications determined by the PDA. Final selection is made on a “financial” basis alone and little room for negotiation is left to the selected Bidder. This procedure is often used for such projects.

b. **Two-stage procedure**:

In particular, when uncertainties remain on technical options to be retained, it may be undesirable or impractical to prepare complete technical specifications in advance. This is typical for large and complex JV projects. In such a case, a two-stage bidding procedure may be used. In stage 1, un-priced technical proposals based on a conceptual design or performance specifications are invited. They then are subject to technical and commercial clarifications and adjustments. In stage 2, amended bidding documents are issued and final technical proposals and priced bids are submitted and evaluated.

Pre-Bid Conference and Processing of Clarifications

A pre-bid conference shall be arranged almost after 20 days of issuance of RFP.A Pre-Bid Conference plays key role to communication strategy that will help the PDA build substantial trust and confidence with the bidders and other stakeholders. Key elements include:

- Adequate time should be provided between the issue of RFQ/ RFP and the date of the Pre-Bid Conference and the deadline for submission of bids.
- All information, including answers to any one firm's questions, should be made available to all shortlisted bidders.
- Shortlisted firms should provide their queries in writing within a specified number of days before the Bidders' Conference.
- The Bidders' Conference should be attended by senior representatives of the PDA together with their Transaction Advisers on the project. All shortlisted firms are invited to attend.
- Further project details should be provided at the Bidders' Conference, including answers to all the queries submitted in writing, and additional questions may be entertained at the Bidders' Conference.
- The Bidders' Conference may be followed by a visit to the project site arranged by the PDA.
- The discussions at the Bidders' Conference will be duly documented and all responses and clarifications must be communicated in writing to all shortlisted firms. The responses should also be published on the PDA's website.

Negotiation of Concession Contract without Competitive Procedure

By following the practice prescribed in Section 28 of PPP Act 2020, subject to approval by the JV Committee, the Contracting Authority (i.e. PDA) is authorized to negotiate a Concession Contract without using the procedure set forth in sections 16 to 27 of this Act, in the cases as prescribed under subsections 28 (a) to (g).

Bid/Proposal Receiving

TAS consultant will assist PDA to receive bids/Proposal and keep record of proceeding. The prequalified bidders/Nominated Party shall be required to submit their proposals in two parts: a Technical Proposal and a Financial Proposal. The Technical Proposal shall be evaluated by the Transaction Advisor, along with PDA members and other Technical experts, through a scoring approach with a threshold cut-off score (often of 70%).

Financial Proposals of only those bidders scoring above this technical threshold are opened.

Bids/Proposal evaluation

TAS consultant will assist PDA to undertake following steps.

(1) The PDA shall carry out Bid/Proposal evaluation in two phases.

(2) In the first phase, the PDA shall assess the technical, operational, environmental, and commercial responsiveness of the bids received, according to the requirements, criteria, minimum standards, and basic parameters specified in the RFP/PPR, and shall reject non-responsive bids/Proposal.

(3) In the second phase, the consultant shall evaluate responsive bids received from prequalified bidders / Proposal received from Nominated Party from the financial viewpoint; and depending on the type of the project, it shall use one of the following parameters for the evaluation:

(a) lowest/acceptable proposed tariff, toll, fee, or charge at the start of operation of the project if a parametric formula for periodical tariff adjustment is specified in the bid documents;

(b) lowest/acceptable present value of the proposed tariffs, tolls, fees and charges for the period covered by the JV agreement if there is no such formula;

(c) lowest/acceptable present value of payments from the Government;

(d) lowest/acceptable present value of government subsidy to be provided for the concession period under the provisions of Concession Contract;

(e) highest/acceptable present value of the proposed payments to the Government, such as concession fees, lease or rental payments, fixed or guaranteed payments or variable payments and percentage shares of revenues for the period covered by the JV agreement; or

(f) Any other appropriate financial bid parameters approved by the Committee upon recommendation of the PDA.

(4) The PDA may, for the reasons to be recorded in writing, reject a speculative or unrealistic bid as non-responsive; such rejection of a bid shall not lead to the termination of the bidding process.

(5) After the completion of the bid evaluation, the PDA will submit to the Committee a bid evaluation report, including a recommendation on contract award, if deemed necessary.

(6) The Committee shall, after taking into account results will review the bid evaluation report, decide on the contract award within thirty days from the submission of the bid evaluation report.

(7) The PDA shall announce results of the bidding process by declaring ranking of the Bidders / acceptance or rejection of the Proposal submitted by Nominated Party.

Invitation to highest ranked bidder/Nominated Party (in case of acceptance of Proposal) of negotiation of Concession Contract

The Bidder that has attend the best rating / the Nominated party shall be invited for final negotiation of the Concession Contract in case its final Proposal is found acceptable.

PHASE-II: Negotiation / Finalization and Signing of the Concession Contract

- Concession Negotiation
- Facilitate permissions/approvals from regulatory departments.
- Setting-up a monitoring mechanism
- Signing -Concession Contract.

After selection and approval of ranking of the bidders, negotiations will be entered into and the Transaction Advisor will assist PDA in its negotiation with highest ranked bidder. On completion of the negotiations with top ranked party, all terms relating to the project having been agreed upon between the PDA and selected party and formal procedure for deal closure will be initiated leading to the signing of the Concession Contract with the selected party. Once the deal is closed and the agreement is signed between the Institution and

Private Party, the Transaction Advisor will ensure that loan and other Financing agreements are signed between the Private Party and financers. Upon completion of this task, the project will achieve financial closure.

The TAS Consultant will assist as required by the PDA in administering financial closure of the transaction, including any post-bid negotiation that may take place with the bid winner.

Advise on the PDA's fulfillment of any conditions precedent as appropriate, and address significant closing issues that may arise.

Concession Negotiations:

Before the signing of a contract with the First ranked bidder, there are typically certain negotiations between the PDA and the First ranked bidder to reach consensus on the detailed terms of the contract, the allocation of risks among the parties and the deliverables of the parties under the contract. In addition, there is usually a set of Conditions Precedent that must be met in order for the Concession Contract to become effective, and often these Conditions Precedent must also be negotiated. This negotiations process must be carefully planned and managed to ensure that it is fair and transparent while at the same time carried out in such a manner that the confidentiality of the negotiations is strictly maintained.

Prior to entering into negotiations, the PDA appoints a Negotiations Team, which in turn undertakes the following preliminary activities.

Define and articulate the objective of the negotiation:

The objective of the negotiation is to refine the understanding of the terms and conditions of the project and to reach a consensus on a mutually acceptable JV agreement;

Prepare a timeline for negotiations:

This timeline includes the start and end dates of negotiation and is also structured to fall within the period of validity of the bid;

Identify a Negotiations Team:

This involves first identifying the skills set required for negotiations and then matching up qualified persons within and outside the PDA with the defined skill set. A lead negotiator should be identified.

Develop a Negotiation Strategy:

To be able to effectively negotiate, it is important for the Negotiations Team, in consultation with the Project Team and Transaction Advisors, to anticipate the first ranked bidder's interests and any potentially contentious issues. The Negotiations Team develops a Negotiation Strategy which takes into account certain predefined positions of the PDA as well as setting the Minimum negotiating parameters.

Establish initial contact with the First ranked bidder:

A formal written communication inviting the First ranked bidder for negotiations is sent. This communication includes the administrative details such as date, time, venue, and expected duration of negotiations. It also provides the First ranked bidder with the key points of discussion, the approach proposed by the PDA, and any additional information required from them. The composition of the First ranked bidder's negotiation team is one such requirement.

Initiating Negotiations

The actual act of negotiation takes multiple interactions between the Negotiations Team and the First ranked bidder to arrive at a set of mutually acceptable terms and conditions for the project. The key considerations during this process include:

Defining the Objective:

Initiating the negotiations with an opening statement on the objective of the project and how it fits into the strategic objectives of the PDA.

In this first contact, a clear delineation of roles and responsibilities of each member of the respective negotiation teams is clarified so as to create an atmosphere of trust and cooperation.

Setting Parameters:

Predetermination and joint agreement on the agenda for negotiations meetings.

Documenting:

Carefully document all discussions and interactions during the meetings. PDA will appoint an assigned drafter to track, number and date all documents being negotiated. The PDA also ensures security of documentation and limits access to documentation as required.

Finding Solutions:

Working towards identifying and suggesting options to resolve issues and situations of stalemate in the discussions.

Formal Record:

The Negotiations Team must produce minutes of the meetings and obtain the written agreement from the First ranked bidder that the same are a true and accurate record of the negotiations held.

Negotiations with the Private Sector

- The TAS Consultant will help the Government's negotiating party to equip themselves in order to get the best possible deal.
- The bases of negotiation will be:
- Experience, which will build up over time.
- The feasibility study which sets out the key parameters of the project including the business case and provides the basis for the RFP.
- The Bid Documents which set out the bidders' conformity (or otherwise) with the requirements of the RFP.

  The main negotiating items can include:

  - Project investment costs
  - Tariff
  - Concession period

- Risk bearing/allocation
- Renegotiation options on specific items
- Other items specific to the particular project

Deliverables/Mode of Payment:

S. No	Description	%age
1	i. Pre-feasibility study report ii. Preliminary Survey report	02 %
2	i. Feasibility report ii. Design Report for the Approved Plan / Option	04% 04%
3	Preparation of Detail Master planning, Designing & 3D Modeling, along with requisite investigations conducted as per TOR	20%
4	EIA Report and assistance in clearance from EPA	02%
5	Structural Drawing and Design Report, Tender/ Construction Drawings, Cost Estimate, Technical Specifications, Economic Analysis, Tender/ Contract Documents for Private Partner engagement,	23%
6	Financial & Commercial Feasibility Report for JV modality	20%
7	i. RFP for the selection of Private Partner. ii. Draft Concession Agreement	10%
8	Miscellaneous Documents required in performing TAS as per TORs	15%
	Total :	**100%**

DOCUMENTS:

All the deliverables / documents shall be provided for the entire length of Project

1.	Pre-feasibility Study report	03 Sets
2.	Preliminary Survey Report	03 Sets
3.	Feasibility report	03 Sets
4.	Design Report for the Approved Plan / Option	03 Sets
5.	Detailed Plan and Engineering Design along with requisite investigation reports conducted as per TOR	05 Sets
6.	Structural Drawing and Design Report	05 Sets
7.	Tender/Construction Drawings	10 Set
8.	Cost Estimate	10 Sets
9.	EIA Report	03 Sets
10.	Technical Specifications for each payable item	10 Sets

Comprising of
- Description
- Material Requirement
- Construction Requirement/Method of Working (Techniques)
- Equipment to be used
- Testing and quality control

11.	Tender/ Contract Documents Comprising of - Invitation to Bid - Instruction to Bidder - Form of Contract	10 Sets
12.	Financial & Commercial Feasibility Report(Including Economic Analysis for JV modality	20 Sets
13.	A complete RFP for the Project	20 Sets
14.	Draft Concession Agreement	20 Sets
15.	Any other relevant Document	Need Based