

JSC National Electric Grid of Uzbekistan

**REQUEST FOR PREQUALIFICATION FOR
THREE UTILITY-SCALE SOLAR PHOTOVOLTAIC
PROJECTS IN UZBEKISTAN**



WORLD BANK GROUP

SOLAR 3 - UZBEKISTAN

AUGUST 2021

Please note that the Tender Process is to be implemented under the Law on Public-Private Partnership of the Republic of Uzbekistan No. LRU-537 dated 3 May 2019 (including the amendments of Law No. 669 from 22 January 2021) (**PPP Law**). Potential Bidders shall note that the RFQ Stage is structured to meet the requirements of the PPP Law.

Contents

ACRONYMS.....	1
PART I: REQUEST FOR PREQUALIFICATION	3
PART II: DISCLAIMER.....	5
PART III: KEY ASPECTS OF THE TENDER	6
PART IV: INSTRUCTIONS TO PROSPECTIVE BIDDERS	7
PART V: APPENDICES.....	39
Appendix 1 : Background Information	
Appendix 2 : Process Information	
Appendix 3 : Legal Qualification – Confirmation Letter	
Appendix 4 : Legal Qualification – Power of Attorney	
Appendix 5 : Prequalification Form	
Appendix 6 : PV Technical Criteria Evidence Form Spreadsheet	
Appendix 7 : Financial Qualification Excel Spreadsheet and Net Worth Calculation	
Appendix 8 : Frequently Asked Questions	

ACRONYMS

DNI	Direct Normal Irradiance
GHI	Global Horizontal Irradiance
GSA	Government Support Agreement
IBRD	International Bank for Reconstruction and Development
IFC	International Finance Corporation
IPP	Independent Power Producer
kWh	Kilowatt-Hour
LTS	Long Term Sequential
MIFT	Ministry of Investments and Foreign Trade of the Republic of Uzbekistan
MIGA	Multilateral Investment Guarantee Agency
ME	Ministry of Energy of the Republic of Uzbekistan
MF	Ministry of Finance of the Republic of Uzbekistan
MW	Megawatts
MWac	Nominal power output following conversion to alternating current (in MW)
MWp	Megawatts Peak
OEM	Original Equipment Manufacturer
OFC	Offshore Financial Centers
PDF	Portable Document Format
PPA	Power Purchase Agreement
PPP	Public-Private Partnership
PPPDA	Public-Private Partnership Development Agency under the MF
PV	Photovoltaic
PVDI	Photovoltaic Durability Initiative
RFP	Request for Proposals
RFQ	Request for Prequalification
SPV	Special Purpose Vehicle; also referred to herein as the “special purpose company”
UN	United Nations
USB	Universal Serial Bus
WBG	World Bank Group

DEFINITIONS

Anchor Sponsor	Page 11
Anticipated Seller Ownership	Page 52
Conduct	Page 28
Consortium	Page 10
Consortium Member	Page 10
Controlling interest	Page 11
Convicted	Page 28
Conviction	Page 28
Developer	Page 7
Estimated Timetable	Page 9
GSA	Page 6
Government	Page 8

IFC Advisory	Page 3
IPP	Page 3
JSC NEGU	Page 3
Land Agreement	Page 8
Large PV+Battery Financial Criteria	Page 24
Large PV+Battery Financial Criterion	Page 24
Large PV Technical Criteria	Page 15
Large PV Technical Criterion	Page 15
Legal Criteria	Page 28
Legal Criterion	Page 28
Medium PV Financial Criteria	Page 21
Medium PV Financial Criterion	Page 21
Medium PV Technical Criteria	Page 14
Medium PV Technical Criterion	Page 14
Net Worth	Page 18
OEM	Page 10
PPA	Page 6
PPP Law	Page 1
Prequalification Application	Page 8
Prequalified Bidder	Page 8
Prequalified Bidder/Large PV+Battery	Page 15
Prequalified Bidder/Medium PV	Page 14
Prequalified Bidder/Small PV	Page 14
Process	Page 8
Project	Page 3
Project Agreements	Page 8
Prosecution	Page 28
Prospective Bidder	Page 3
Proposal	Page 8
Public Partner	Page 3
PV	Page 3
Relevant Percentage	Page Ошибка! Закладка не определена.
Relevant Period	Page 16
Relevant Person	Page 28
RFP	Page 3
RFQ	Page 3
Seller	Page 7
Small PV Financial Criteria	Page 19
Small PV Financial Criterion	Page 19
Small PV Technical Criteria	Page 14
Small PV Technical Criterion	Page 14
Tender Commission	Page 3
Total Assets	Page 18
Total Liabilities	Page 18
Virtual Data Room Undertaking	Page 10
Virtual Data Room	Page 3
World Bank Procurement Rules	Page 38

PART I: REQUEST FOR PREQUALIFICATION

SOLAR 3 - UZBEKISTAN – REQUEST FOR PREQUALIFICATION

The Government of Uzbekistan has engaged the International Finance Corporation, a member of the World Bank Group, acting through its Advisory Services division as its lead transaction advisor (**IFC Advisory**) to support JSC National Electric Grid of Uzbekistan (**JSC NEGU**), among others. JSC NEGU is the “Public Partner” (**Public Partner**) as described under the laws of Uzbekistan for the purposes of the relevant Project (as defined below).¹ With IFC Advisory’s support, the Public Partner intends to invite private sector developers to compete for the right to develop, finance, construct, operate and maintain three utility-scale solar photovoltaic (**PV**) independent power producer (**IPP**) projects (each, a **Project**). The Government of Uzbekistan has formed a special Tender Commission. Certain decisions of the Public Partner as related to the tender process may be voted for by the Tender Commission and formalized as its decision.

Unlike prior Scaling Solar™ projects in Uzbekistan, one of the Projects (the Bukhara Project) is anticipated to include battery storage components in addition to PV components. Accordingly, references to “PV projects” in relation to the Bukhara Project is intended to include the battery storage components, not just the PV components.

The tender for the Projects will utilize an open, competitive and transparent approach that facilitates the rapid development of privately-owned, utility-scale solar PV projects.

The concept of the Projects was approved by the Cabinet of Ministers on 31 August 2021 No. 06/15-779. The first stage of the process is a prequalification round, to prequalify those prospective bidders with the requisite experience, expertise and financial resources to deliver a substantial solar PV IPP project. The second and final stage will involve a Request for Proposals (**RFP**) from the prequalified bidders.

At the current stage, the tender is open to any and all prospective bidders (each, a **Prospective Bidder**) and the Public Partner now invites any and all Prospective Bidders that are capable of meeting the qualification criteria set out in this Request for Prequalification document (**RFQ**) to submit prequalification applications in accordance with the requirements of this RFQ and in accordance with the electronic prequalification application submission procedures specified in Appendix 2.

Only prequalified bidders will be eligible to receive the RFP package and to participate in the second and final stage of the selection process. Prequalified bidders will also be given access to a virtual (online) data room (**Virtual Data Room**) and potentially also invited to attend one or more organized site visits as part of their due diligence, prior to submission of final proposals.

Prequalification applications must be submitted electronically in accordance with the electronic prequalification application submission procedures specified in Appendix 2 on or before the RFQ Submission Deadline, **11PM Tashkent time, on 29 November, 2021. Late applications WILL NOT**

¹ While JSC NEGU is the “Public Partner” as defined and the PPA is the “PPP Agreement” under the PPP Law, the Ministry of Finance is to sign the Government Support Agreement as an “agreement on state support” provided for under Art. 38 of the PPP Law. Accordingly, the GSA is not the “PPP Agreement” and the Ministry of Finance is not a “Public Partner” under the PPP Law.

be accepted. Except as otherwise stated in Appendix 2, all submissions must be in English with a Russian translation attached as required by the RFQ, as further described in Appendix 2.

PART II: DISCLAIMER

The Public Partner is providing this RFQ solely for use by Prospective Bidders in preparing and submitting Prequalification Applications (as defined below). It has been prepared with the assistance of IFC Advisory, as lead transaction advisor.

None of the Public Partner, IFC Advisory, the Ministry of Energy, the Ministry of Finance, the Ministry of Investment and Foreign Trade, the Government of Uzbekistan, or any of their respective consultants or advisors:

- (a) makes any representation or warranty (express or implied) as to the accuracy or completeness of the information contained herein or in any other document made available to a Prospective Bidder at any time;
- (b) shall have any liability for this RFQ or for any other written or oral communication transmitted to a Prospective Bidder; or
- (c) will be liable to reimburse or compensate a Prospective Bidder for any costs or expenses incurred by a Prospective Bidder in evaluating or acting upon this RFQ or otherwise in connection with the potential transactions contemplated herein or otherwise.

This RFQ constitutes an invitation to submit a Prequalification Application. It does not constitute a solicitation to invest, or otherwise participate in, any Project.

PART III: KEY ASPECTS OF THE TENDER

Introduction

The Public Partner has developed this RFQ with the support of IFC Advisory (together with IFC Advisory's sub-consultants, Hunton Andrews Kurth and TYP SA Group), through its PPP transaction advisory services unit, as lead transaction advisor. The tender for the Projects has been designed to enable the Public Partner to execute quick, simple, professional, transparent and competitive tenders to procure high quality, privately designed, built, owned and operated solar PV power plants under long-term contracts at competitive tariffs.

The Projects will maximize solar PV's inherent strengths, namely speed to construct and potential for competitive long-term, fixed rate tariffs, while managing its inherent limitations, namely its daytime-only, variable output.

The tender is intended to deliver the following benefits to governments and bidders:

- 1) **Balanced agreements and bankable project documents:** The Projects will include a suite of commercial project agreements, including a Power Purchase Agreement (**PPA**) and Government Support Agreement (**GSA**). These agreements are to be bankable. All project agreements will be issued for review with the RFP that will be issued to prequalified bidders in due course. Prequalified bidders will have the opportunity to comment on these documents and request changes during the bidding process, but they will not be subject to further changes after the close of the comment period prior to bid submission.
- 2) **Competition, transparency and speed:** The tender process seeks to maximize competition, transparency and speed and certainty. It involves a rigorous project development process that is carried out before or alongside the issuance of the RFQ. This includes project design and structuring, site selection and extensive due diligence (including on technical, legal, environmental and social and tax matters). Key information obtained during this project development process will be available in the VDR at the RFP stage, ensuring that prequalified bidders can quickly prepare their bids on a detailed economic basis and with reduced risk.

PART IV: INSTRUCTIONS TO PROSPECTIVE BIDDERS

1. Introduction

- 1.1 The Public Partner is seeking one, two, or three private sector developer(s) or consortium/consortia to separately develop, finance, construct, own and operate three solar PV IPP plants, which will be located in the Namangan, Khorezm, and Bukhara regions on lands to be leased to the private sector developer from JSC NEGU. One of these Projects (the Bukhara Project) is envisaged to include battery storage components. To clarify, the Public Partner may procure and award the Projects separately to multiple developers or consortia or collectively to a single developer or consortium. The Public Partner's decision will be announced in the RFP.
- 1.2 It is currently envisaged that each Project will have an AC capacity of approximately 100 MWac for the Khorezm Project, approximately 150 MWac for the Namangan Project, and approximately 200 MWac for the Bukhara Project. It is currently envisaged that the Bukhara Project will include battery storage components with a capacity of approximately 63 MW of battery storage (exact battery energy storage capacity will be defined in the RFP).
- 1.3 The developer(s) will implement the Projects through three separate SPVs or "special purpose companies" (as defined on page 1), to be established and incorporated in Uzbekistan specifically for this purpose.
- 1.4 This RFQ covers a single prequalification process for each of the Projects. In the interests of convenience, and unless otherwise specified, further references in this RFQ to:
- (a) the **Project** shall be construed as referring to each of the projects described in section 1.1;
 - (b) the **Developer** shall be construed as referring to each development company or consortium described in section 1.1 to whom the relevant Project(s) is(are) awarded; and
 - (c) the **Seller** shall be construed as referring to the special purpose company described in section 1.3 through which the relevant Developer will implement the relevant Project. Such entity will be the "Private Partner" as described under the PPP Law for the purposes of the relevant Project,
- notwithstanding that the Public Partner may ultimately select from amongst the prequalified bidders either one, two, or three developers for the three Projects, to be implemented through three different special purpose companies (one for each Project) at three locations.
- 1.5 In connection with each Project the Seller will enter into:

- (a) a PPA² with JSC NEGU, to be executed as a public-private partnership agreement under the PPP Law, under which the Seller will, subject to a set of operational performance standards set out in the PPA, sell to JSC NEGU all of the electrical energy generated by the Project and, if the project includes battery storage components, make energy storage capacity available to JSC NEGU;
 - (b) a GSA with the Government of Uzbekistan (**Government**), to be executed by the Ministry of Finance on behalf of the Republic of Uzbekistan as an agreement on state support pursuant to Article 38 of the PPP Law, under which the Government will undertake to provide certain protections and other support to the Project;
 - (c) a land agreement with JSC NEGU, under which JSC NEGU will lease to the Seller certain land for use for the relevant Project (the **Land Agreement**); and
 - (d) certain other agreements relating to the Project, to be identified in due course

(collectively, the **Project Agreements**).
- 1.6 IFC Advisory has been appointed as the lead transaction advisor to assist in structuring and implementing an open and competitive tender process to select the Developer (**Process**).
- 1.7 As the first stage of the Process, the Public Partner hereby invites prequalification applications (each a **Prequalification Application**) from any interested prospective bidders (each a **Prospective Bidder**) to be considered for selection as the Developer for one, two, or all three Projects.
- 1.8 Prospective Bidders whose Prequalification Applications are accepted and announced as short-listed bidders after evaluation of each Prequalification Application (each a **Prequalified Bidder**) will subsequently receive the RFP inviting them to carry out their own due diligence on the applicable Project(s) and thereafter to submit binding proposals capable of acceptance by the Public Partner in respect of such Project(s) (each a **Proposal**). At the RFP stage, a Prequalified Bidder will be required to submit separate Proposals for each of the Projects on which it is bidding, and the Prequalified Bidder may be selected as the winning bidder for some or all (but not necessarily all) of its Proposals, as the selection process for each Project will be made independently.
- 1.9 The three Projects have different pre-qualification standards, and accordingly there are three types of Prequalified Bidders:
- (a) a Prequalified Bidder/Large PV+Battery – this type of Prequalified Bidder will be eligible to submit a Proposal on any or all of the three Projects;

² The PPA for the Bukhara Project will also include battery storage components. Accordingly, there will be two different versions of the PPA as part of the RFP.

- (b) a Prequalified Bidder/Medium PV – this type of Prequalified Bidder will be eligible to submit a Proposal only on either or both of the Namangan or Khorezm Projects; and
- (c) a Prequalified Bidder/Small PV – this type of Prequalified Bidder will be eligible to submit a Proposal only on the Khorezm Project.

The eligibility and qualification standards are described in section 4.

- 2. Project Data and Information
 - 2.1 Appendix 1 contains brief background information relating to the Projects and some minimum technical specifications with which each Project will ultimately be expected to comply.
 - 2.2 Appendix 2 contains key data relating to the Process, including information relevant to the submission of Prequalification Applications and an estimated timetable for the Process (**Estimated Timetable**).
 - 2.3 In addition to the information contained in Appendix 1, the Public Partner will make various reports and documents available to Prequalified Bidders via the VDR during or prior to the RFP stage, including some or all of the following:
 - (a) site climatic studies and solar resource data (e.g. GHI, DNI, temperature, wind etc.);
 - (b) grid interconnection, stability and integration studies;
 - (c) site surveys including: topographic survey, geotechnical investigations, hydrological survey, water resources study, seismic study;
 - (d) environmental and social scoping report;
 - (e) legal due diligence report;
 - (f) non-negotiable Project Agreements; and
 - (g) indicative term sheets for financing, political risk insurance and partial risk guarantee products potentially available, subject to final due diligence and credit approval, from the World Bank Group or other international development financial institutions.
 - 2.4 In the case of the reports listed in paragraphs (a) to (e) of section 2.3, such reports are expected to have been prepared by or with the assistance of IFC Advisory and its own consultants, save

to the extent that an existing report or study is available and already contains the relevant information.

2.5 As regards the ability of Prequalified Bidders to rely on such reports in preparing their Proposals, to the extent that they are provided, such reports:

- (a) will be provided by the Public Partner by way of background only and on condition that Prequalified Bidders will verify, clarify or qualify such reports through their own due diligence to the extent required; and
- (b) will be subject to any disclaimer contained therein as well as to the disclaimer set out earlier in this RFQ and no Prequalified Bidder shall be entitled to rely on any such reports.

2.6 As regards the ability of the Sellers ultimately to rely on the relevant reports, the Public Partner and IFC Advisory have sought to ensure that this will be possible, subject to the Seller countersigning an appropriate reliance letter issued by the relevant consultant. However in no circumstances will the Public Partner or IFC Advisory have any liability to the Seller in respect of such reports save, in the case of the Public Partner only, to the extent expressly provided in a Project Agreement to which the Public Partner is a party. Prequalified Bidders will be required to enter into an undertaking in order to have access to the Virtual Data Room and its content (**Virtual Data Room Undertaking**). The Virtual Data Room Undertaking will also govern the use of and confidentiality of information in the VDR and set out the proposed arrangement as regards reliance on reports.

2.7 Prospective Bidders should note that each Prequalified Bidder will be required to include a bid security (to be defined in the RFP) as part of any Proposal it may choose to submit in response to the RFP.

3. Prospective Bidder Composition, Participation Restrictions, Costs

3.1 A Prospective Bidder may take the form of a company, firm, corporate body or other legal entity or a consortium (**Consortium**) comprised of two or more such entities (each a **Consortium Member**), subject always to the requirement in section 1.3 of this Part IV that each Project must ultimately be implemented through a special purpose company established and incorporated in Uzbekistan (i.e. the Seller).

3.2 Prospective Bidders and manufacturers or suppliers of solar photovoltaic panels or other equipment (each an **OEM**) should note that there is no requirement for a Consortium to include any OEM in its composition. Rather, each Prequalified Bidder will be permitted (as part of its Proposal) to list several OEMs as potential suppliers of the major components that will ultimately make up the applicable Project if such Prequalified Bidder is successful. The intention is to enable Prospective Bidders to retain some competitive tension amongst several OEMs, while also allowing OEMs to retain flexibility to offer their products to multiple Prequalified Bidders. Any Prospective Bidder intending to form a Consortium that does include

an OEM is advised to have regard to the technical specifications set out in Appendix 1 prior to concluding any arrangements providing for any form of exclusivity, to ensure that they do not tie themselves into an exclusive equipment supply arrangement that effectively precludes such Consortium from winning a Project.

- 3.3 Each Prospective Bidder shall appoint and authorize the anchor sponsor³ (**Anchor Sponsor**), having regard to the requirement, which will ultimately be applied to the applicable Project through the Project Agreements, that at the date of signature of the Project Agreements and for two years after the Commercial Operations Date as defined in the PPA:
- (a) the Anchor Sponsor shall hold and be beneficially entitled to a controlling interest in the Seller, and for these purposes a **controlling interest** shall comprise:
 - (i) a direct or indirect shareholding of more than 50% of the share capital of the Seller; and
 - (ii) the power to elect a majority of the board of directors (or other similar constituent body) or otherwise direct the management and policies of the Seller, directly or indirectly; and
 - (b) there shall be no contractual or other arrangement in respect of any Anchor Sponsor that purports to transfer, assign or delegate to any third party any right, title or interest in respect of any part of the controlling interest or any minimum individual interest referred to in paragraph (a) of this section 3.3 (or does in practice so transfer, assign or delegate).
- 3.4 In the case of a Prospective Bidder that is a single entity, such entity shall be considered as the Anchor Sponsor for such entity for the purposes of the Process.
- 3.5 In the case of a Consortia, the Anchor Sponsor shall be designated as authorized to represent and irrevocably bind all Consortium Members in all matters connected with the Process and the applicable Project, including but not limited to the submission of the Prequalification Application on behalf of the Consortium.
- 3.6 No legal entity or other person may participate or be involved directly or indirectly (including via an affiliate) in more than one Prequalification Application in any capacity whatsoever, provided that this requirement shall not itself prevent any OEM or contractor from offering equipment or services respectively to multiple Prequalified Bidders.
- 3.7 The identity of Prospective Bidders (including the composition of any Consortium and each Consortium Member's proposed interest in the Seller) shall be fixed, subject to the below, with effect from the deadline for submitting Prequalification Applications. Changes to such identity

³ In considering consortium partners and a Prospective Bidder's ability to meet the technical and financial criteria required to become a Prequalified Bidder, Prospective Bidders should take note of the requirement that the Anchor Sponsor shall be only a single legal entity. See Question 5 in Appendix 8. This is different from the approach taken by JSC NEGU in past solar procurements. See also Question 11.

(or such composition or proposed interest), including any partnering arrangements, shall be permitted provided that:

- (a) the change proposed is, in the opinion of the Public Partner, acting reasonably, made in good faith by the Prospective Bidder;
- (b) the Public Partner has the necessary capacity and resources available, having regard to the requirements and procedures of applicable procurement laws, to review, approve and implement the change; and
- (c) the Public Partner has provided, at its exclusive discretion, written approval to the change.⁴

Following signature of the Project Agreements such changes will only be permitted as is expressly provided in the Project Agreements. (For these purposes Prospective Bidders are advised that it is intended that the Project Agreements may allow such changes to a limited extent, subject always to compliance with the requirements set out in section 3.3. The permitted changes will be as described in the RFP.)

- 3.8 Each Prospective Bidder shall bear all costs associated with the preparation and submission of its Prequalification Application, including without limitation all costs and expenses related to the Prospective Bidder's preparation of responses to any questions or requests for clarification which the Public Partner may⁵ submit pursuant to section 5.5.2.

4. Prequalification Application

4.1 Introduction

4.1.1 Each Prequalification Application and all correspondence and documents related thereto shall be submitted in the language specified in Appendix 2. Any material not submitted in such language shall be disregarded for all purposes.

4.1.2 Only Prequalified Bidders qualifying as a Prequalified Bidder/Large PV+Battery will be qualified for and able to submit Proposals in relation to the Bukhara Project (in addition to the Namangan Project and the Khorezm Project). Furthermore, only Prequalified Bidders qualifying as a Prequalified Bidder/Medium PV or as a Prequalified Bidder/Large PV+Battery will be qualified for and able to submit Proposals in relation to the Namangan Project (in addition to the Khorezm Project). Finally, all Prequalified Bidders, including a Prequalified Bidder/Small PV, will be qualified for and able to submit Proposals in relation to the Khorezm Project. Section 4.1.3 summarizes the eligibility of a Prequalified Bidder/Small PV, a Prequalified Bidder/Medium PV, and a Prequalified Bidder/Large PV+Battery for each of the Khorezm, Namangan, and Bukhara Projects.

⁴ Note that a Tender Commission decision may be necessary to the extent required pursuant to the PPP Law.

⁵ Note that a Tender Commission decision may be necessary to the extent required pursuant to the PPP Law.

4.1.3 Each Prequalification Application shall comprise the following documents:

- (a) **Part I – Technical Qualification** – evidence that the relevant Prospective Bidder satisfies the **applicable** technical criteria (see section 4.2), as follows:

Type of Prequalified Bidder	Eligibility	Applicable Technical Criteria
Prequalified Bidder/Small PV	Eligible to submit a Proposal only on the Khorezm Project	See section 4.2.1
Prequalified Bidder/Medium PV	Eligible to submit a Proposal only on either and/or both of the Namangan or Khorezm Projects	See section 4.2.2
Prequalified Bidder/Large PV+Battery	Eligible to submit a Proposal on any or all of the three Projects	See section 4.2.3

- (b) **Part II – Financial Qualification** – evidence that the relevant Prospective Bidder satisfies the **applicable** financial criteria (see section 4.3), as follows:

Type of Prequalified Bidder	Eligibility	Applicable Financial Criteria
Prequalified Bidder/Small PV	Eligible to submit a Proposal only on the Khorezm Project	See section 4.3.2 and section 4.3.3
Prequalified Bidder/Medium PV	Eligible to submit a Proposal only on either and/or both of the Namangan or Khorezm Projects	See section 4.3.4 and section 4.3.5
Prequalified Bidder/Large PV+Battery	Eligible to submit a Proposal on any or all of the three Projects	See section 4.3.6 and section 4.3.7

- (c) **Part III – Legal Qualification** – evidence that the relevant Prospective Bidder satisfies **all** Legal Criteria (see section 4.4); and

- (d) **Part IV – Prequalification Form** – prequalification form and other documents or information (see section 4.5).

4.1.4 No Prequalification Application shall contain prices or price schedules or any other reference to rates and prices for undertaking the applicable Project. Any Prequalification Applications containing any such price information will be rejected and the relevant Prospective Bidder disqualified.

4.1.5 Documents submitted as part of the Prequalification Application do not need to be notarized/apostilled/legalized in order to be recognized with full legal effect by the legal system of Uzbekistan.

4.2 Part I – Technical Qualification

Technical Requirements for Prequalified Bidders/Small PV (Khorezm Project Only)

4.2.1 Without prejudice to sections 4.3 and 4.4, to be declared a **Prequalified Bidder/Small PV**, Prospective Bidders shall be required to demonstrate experience of developing, financing and, either itself or through contractors, constructing and operating at least one of the following (each a **Small PV Technical Criterion**, together the **Small PV Technical Criteria**):

- (a) one or more grid-connected solar photovoltaic power plants **anywhere in the world** with a minimum aggregate capacity of 60 MWac; or
- (b) one or more grid-connected power plant(s) of any technology **anywhere in the world** with a minimum aggregate capacity of 600 MWac,

in each case complying with the requirements of section 4.2.4 and as evidenced by proof thereof as set out in section 4.2.5. For the avoidance of doubt Prospective Bidders are only required to comply with any one Small PV Technical Criterion, rather than both Small PV Technical Criteria collectively. Prospective Bidders should note that, for the purposes of satisfying a Small PV Technical Criterion, acceptable photovoltaic technologies are limited to: polycrystalline and monocrystalline silicon, cadmium telluride and copper indium gallium selenide; building-integrated, rooftop, off-grid, floating and concentrating photovoltaic projects are not acceptable.

Technical Requirements for Prequalified Bidders/Medium PV (Namangan and/or Khorezm Projects)

4.2.2 Without prejudice to sections 4.3 and 4.4, to be declared a **Prequalified Bidder/Medium PV**, Prospective Bidders shall be required to demonstrate experience of developing, financing and, either itself or through contractors, constructing and operating at least one of the following (each a **Medium PV Technical Criterion**, together the **Medium PV Technical Criteria**):

- (a) one or more grid-connected solar photovoltaic power plants **anywhere in the world** with a minimum aggregate capacity of 100 MWac; or
- (b) one or more grid-connected power plant(s) of any technology **anywhere in the world** with a minimum aggregate capacity of 1,000 MWac,

in each case complying with the requirements of section 4.2.4 and as evidenced by proof thereof as set out in section 4.2.5. For the avoidance of doubt Prospective Bidders are only required to comply with any one Medium PV Technical Criterion, rather than both Medium PV Technical Criteria collectively. Prospective Bidders should note that, for the purposes of satisfying a Medium PV Technical Criterion, acceptable photovoltaic technologies are limited to: polycrystalline and monocrystalline silicon, cadmium telluride and copper indium gallium selenide; building-integrated, rooftop, off-grid, floating and concentrating photovoltaic projects are not acceptable.

Technical Requirements for Prequalified Bidders/Large PV+Battery (Bukhara and/or Namangan and/or Khorezm Projects)

4.2.3 Without prejudice to sections 4.3 and 4.4, to be declared a **Prequalified Bidder/Large PV+Battery**, Prospective Bidders shall be required to demonstrate experience of developing, financing and, either itself or through contractors, constructing at least one of the following (each a **Large PV Technical Criterion**, together the **Large PV Technical Criteria**):

- (a) one or more grid-connected solar photovoltaic power plants **anywhere in the world** with a minimum aggregate capacity of 150 MWac; **or**
- (b) one or more grid-connected power plant(s) of any technology **anywhere in the world** with a minimum aggregate capacity of 1,500 MWac,

in each case complying with the requirements of section 4.2.4 and as evidenced by proof thereof as set out in section 4.2.5.

For the avoidance of doubt Prospective Bidders are only required to comply with any one Large PV Technical Criterion, rather than both Large PV Technical Criteria collectively. Prospective Bidders should note that, for the purposes of satisfying a Large PV Technical Criterion, acceptable photovoltaic technologies are limited to: polycrystalline and monocrystalline silicon, cadmium telluride and copper indium gallium selenide; building-integrated, rooftop, off-grid, floating and concentrating photovoltaic projects are not acceptable.

General Requirements for PV Plants to Qualify

4.2.4 For a power plant to be recognized as evidence of meeting a Small PV Technical Criterion, Medium PV Technical Criterion, or Large PV Technical Criterion:

- (a) the relevant experience must reside within the Anchor Sponsor and at the corporate level of such legal entity, rather than merely at the level of one or more individuals employed or otherwise engaged by such Anchor Sponsor (and for these purposes the experience of any Anchor Sponsor that is, or is owned by, an investment fund shall be deemed to include the experience of the general partner of such investment fund and of all previous funds managed within the last 5 years by such general partner);
- (b) the power plant must have been in commercial operation for at least twelve (12) months (operation history) prior to the Prequalification Application submission deadline;
- (c) the power plant shall have entered commercial operation after 1 January 2010;

- (d) the Anchor Sponsor must have held a direct or indirect shareholding in the power plant greater than the Relevant Percentage at financial close, through construction and:
 - (i) for power plants with between one and three years of commercial operation prior to the Prequalification Application submission deadline, for the entire period of such commercial operation; and
 - (ii) for power plants with three or more years of commercial operation prior to the Prequalification Application, for at least three consecutive years,
 - (A) and for these purposes the **Relevant Percentage** shall be for projects located in jurisdictions where there is a legal, regulatory or other applicable mandatory restriction on the shareholding which private sector investors are permitted to hold in power plants, the lesser of (1) 25% and (2) 50% of the shareholding which private sector investors are permitted to hold (and in the case of (2) the relevant Prequalification Application shall include full details and evidence of the relevant restriction); and
 - (B) for projects located in jurisdictions without any such restriction, 25%;
- (e) the relevant power plant must have achieved, throughout the Relevant Period (as defined below), average availability of at least:
 - (i) 97% for solar photovoltaic power plants;
 - (ii) 95% for hydroelectric power plants;
 - (iii) 95% for wind power plants; and
 - (iv) 90% for all other power plants.

For the avoidance of doubt, average availability for the Relevant Period should be calculated as the proportion of such period that the relevant power plant was capable of generating electricity if dispatched and all outages (whether scheduled or unscheduled) should be counted as non-available time. For these purposes the **Relevant Period** shall be either (i) the entire period of commercial operation in the case of power plants falling under section 4.2.4(d)(i), or (ii) the last three years during which the Anchor Sponsor held a direct or indirect shareholding in the power plant greater than 25% (in the case of power plants falling under section 4.2.4(d)(ii)); and

- (f) the power plant must have a capacity (AC) of no less than 40 MW.

Evidence of satisfaction of each of the foregoing requirements shall be as provided in section 4.2.5.

4.2.5 The Prospective Bidder shall use the template provided in Appendix 6 to provide a clear statement identifying the Small PV Technical Criterion, Medium PV Technical Criterion, or Large PV Technical Criterion it claims to qualify under, along with a summary of the evidence provided in support of such claim. Appendix 6 will be available on the web-site of the Public Partner and web-site of the PPPDA; it may also be published on the data room established for purposes of the tender associated with the Projects.⁶ For each power plant submitted by the Prospective Bidder as evidence of meeting a Small PV Technical Criterion, Medium PV Technical Criterion, or Large PV Technical Criterion, the Prospective Bidder shall provide:

- (a) the following information: (i) name, (ii) location, (iii) description, including technology and nameplate generating capacity, (iv) commercial operations date, and (v) average availability as stipulated in section 4.2.4(e); and
- (b) the name of the SPV and its ultimate parent company or companies through which the Anchor Sponsor held its shares, together with the percentage of such shares held; and
- (c) verifiable and independently and objectively produced documentary evidence confirming the information required under this section 4.2.5, which must include, without limitation:
 - (i) for the information listed in section 4.2.5(a), either:
 - (A) a technical report whether already in existence or prepared especially for the purposes of the Prequalification Application, issued by the lenders' engineer for such power plant or another reputable and independent engineering firm, in each case, confirming that it is based on assessment of raw generation data for the Relevant Period; or
 - (B) a series of detailed monthly operations and maintenance reports produced by a third party O&M contractor that is not an affiliate of the Prospective Bidder (or any member of a Consortium that is a Prospective Bidder) or of any anticipated lender to the Prospective Bidder in relation to the Projects, setting out the plant availability for the Relevant Period. In either case, details of the average availability calculations

⁶ This is not being separately published in the mass media, but any Prospective Bidder having received a copy of this RFQ through the mass media may receive a copy of this Appendix by sending an email to the Public Partner (with a copy to the Tender Commission) at the email address set forth in Appendix 2, with a copy to the IFC Advisory Team as stipulated in such Appendix.

must be included. A statement of average annual availability without supporting evidence is not sufficient; and

- (ii) for the information listed in section 4.2.5(b), as evidence of the required direct or indirect shareholding:
 - (A) extracts from the Anchor Sponsor's financial statements (either audited or non-audited and accompanied by a written opinion in accordance with the requirements of section 4.3.1(d)) covering the relevant portion of the Relevant Period showing such direct or indirect shareholding.

4.3 Part II – Financial Qualification

Calculations

4.3.1 For the purposes of this section 4.3:

- (a) **Net Worth** shall be calculated as the Anchor Sponsor's Total Assets minus its Total Liabilities on a consolidated basis;
- (b) **Total Assets** shall be calculated as the total consolidated assets of such entity measured in accordance with either IFRS or any other similar accounting or public accounting standard which is permissible in the jurisdiction in which the Anchor Sponsor is incorporated;
- (c) **Total Liabilities** shall be calculated as the total consolidated liabilities of such entity measured in accordance with either IFRS or any other similar accounting or public accounting standard which is permissible in the jurisdiction in which the Anchor Sponsor is incorporated;
- (d) Calculations shall be made based on:
 - (i) the Anchor Sponsor's audited consolidated financial statements, duly certified by an independent certified public accountant or auditor, for the most recent full financial year for which audited financial statements are available as at the Prequalification Application submission deadline; or
 - (ii) if both
 - (A) the Anchor Sponsor is incorporated in a jurisdiction which does not require the auditing of financial statements and
 - (B) such Anchor Sponsor has not in fact had its financial statements audited,

then on such Anchor Sponsor's non-audited consolidated financial statements, accompanied by a written opinion issued by an independent certified public accountant or auditor certifying the Anchor Sponsor's Net Worth, Total Assets and Total Liabilities for the most recent full financial year for which such financial statements are reasonably available as at the Prequalification Application submission deadline.

Financial Requirements for Prequalified Bidders/Small PV (Khorezm Project Only)

4.3.2 Without prejudice to sections 4.2 and 4.4, and subject to section 4.3.3, to be declared a Prequalified Bidder/Small PV, a Prospective Bidder shall be required to satisfy one of the following two financial prequalification criteria (each a **Small PV Financial Criterion**, together the **Small PV Financial Criteria**):

- (a) if the Prospective Bidder comprises a single entity that is the Anchor Sponsor, such Anchor Sponsor shall have:
 - (i) a Net Worth of at least US\$50m (fifty million US dollars) or equivalent; and
 - (ii) a Net Worth to Total Assets ratio of at least 15%,in each case calculated pursuant to section 4.3.1; and
- (b) if the Prospective Bidder is a Consortium:
 - (i) all Consortium members shall between them have a Net Worth of at least US\$50m (fifty million US dollars) or equivalent;
 - (ii) the Anchor Sponsor shall have a Net Worth of at least US\$50m (fifty million US dollars) or equivalent;
 - (iii) the Anchor Sponsor shall have a Net Worth to Total Assets ratio of at least 15%; and
 - (iv) the Prospective Bidder's Prequalification Form (as defined below) shall include the confirmation set out in paragraph 6 of Appendix 5,

in each case as calculated pursuant to section 4.3.1 and as evidenced by proof thereof as set out in section 4.3.8.

4.3.3 Any Prospective Bidder unable to satisfy the relevant Small PV Financial Criterion, due to the specific financial circumstances of the Anchor Sponsor, shall nonetheless be deemed to have satisfied the relevant Small PV Financial Criterion in the following cases (in each case subject to all other relevant requirements having been satisfied):

- (a) In cases where the specific financial circumstances of the Anchor Sponsor arise from such Anchor Sponsor not having satisfied the relevant Net Worth to Total Assets ratio test, such Anchor Sponsor shall nonetheless be deemed to have satisfied such test if either:
- (i) it had a Net Worth of at least US\$400m (four hundred million US dollars) and a Net Worth to Total Assets ratio of at least 10% in each case calculated pursuant to section 4.3.1; or
 - (ii) its Prequalification Application includes a letter of support from a company that (A) holds a direct or indirect shareholding of at least 75% in the Anchor Sponsor, (B) has an international long term credit rating in foreign currency by Standard & Poor's Ratings Services, Moody's Investors Service or Fitch Ratings Limited of at least BBB / Baa2 / BBB respectively, (C) itself complied with either the relevant Small PV Financial Criterion or the alternative requirements set out in section 4.3.3(a)(i) (to be evidenced by the same documentation in respect of such company as is required in respect of the Anchor Sponsor under section 4.3.8), and (D) acknowledges that, in the event that the relevant Prequalification Application is successful and that the Anchor Sponsor is designated as a Prequalified Bidder/Small PV (or a Consortium Member thereof), there will be an additional requirement under the RFP that the same company providing the letter of support also provide as part of any final proposal a full, on demand, irrevocable guarantee of all the financial obligations of the Anchor Sponsor for the purposes of the applicable Project.
- (b) In cases where the specific financial circumstances of the Anchor Sponsor arise from such Anchor Sponsor being, or being owned by, an investment fund and, as a result, being unable to satisfy one or both of the relevant Net Worth test or the relevant Net Worth to Total Assets ratio test, it shall nonetheless be deemed to have satisfied the relevant test(s) if the relevant Prequalification Application includes:
- (i) copies of irrevocable commitments from one or more limited partners or other investors in the relevant fund of at least US\$200m (two hundred million US dollars) as at the date on which the relevant fund closed to new commitments;
 - (ii) a letter from Chief Financial Officer, Chief Investment Officer or equivalent of the manager of such fund, dated no earlier than the date falling two weeks prior to the Prequalification Application submission deadline:

- (A) confirming the availability as at such date of an aggregate amount of at least \$100m (one hundred million US dollars) (or equivalent) in uncommitted funds;
- (B) committing to advise the Public Partner (with a copy to the Tender Commission) immediately upon such funds being irrevocably allocated to another purpose;
- (C) acknowledging the right of the Public Partner to disqualify the relevant Prospective Bidder from the Process as a result of such allocation;⁷ and
- (D) acknowledging that the Prospective Bidder will be subject to additional requirements in the Process as follows:
 - (1) if designated as a Prequalified Bidder/Small PV, an additional requirement under the RFP to provide as part of any final proposal a guarantee or letter of credit from an entity which has an international long term credit rating in foreign currency by Standard & Poor's Ratings Services, Moody's Investors Service or Fitch Ratings Limited of at least BB / Ba2 / BB respectively in an amount to be specified in the RFP; and
 - (2) if ultimately awarded the Project(s), an additional requirement under the Project Agreements for such fund manager to retain a controlling interest in the Anchor Sponsor until the second anniversary of the Commercial Operations Date as defined in the PPA.

Financial Requirements for Prequalified Bidders/Medium PV (Namangan and/or Khorezm Projects)

4.3.4 Without prejudice to sections 4.2 and 4.4, and subject to section 4.3.5, to be declared a Prequalified Bidder/Medium PV, a Prospective Bidder shall be required to satisfy one of the following two financial prequalification criteria (each a **Medium PV Financial Criterion**, together the **Medium PV Financial Criteria**):

- (a) if the Prospective Bidder comprises a single entity that is the Anchor Sponsor, such Anchor Sponsor shall have:
 - (i) a Net Worth of at least US\$80m (eighty million US dollars) or equivalent; and

⁷ Note that a Tender Commission decision may be necessary to the extent required pursuant to the PPP Law.

(ii) a Net Worth to Total Assets ratio of at least 15%,

in each case calculated pursuant to section 4.3.1; and

(b) if the Prospective Bidder is a Consortium:

(i) all Consortium members shall between them have a Net Worth of at least US\$80m (eighty million US dollars) or equivalent;

(ii) the Anchor Sponsor shall have a Net Worth of at least US\$80m (eighty million US dollars) or equivalent;

(iii) the Anchor Sponsor shall have a Net Worth to Total Assets ratio of at least 15%; and

(iv) the Prospective Bidder's Prequalification Form (as defined below) shall include the confirmation set out in paragraph 6 of Appendix 5,

in each case as calculated pursuant to section 4.3.1 and as evidenced by proof thereof as set out in section 4.3.8.

4.3.5 Any Prospective Bidder unable to satisfy the relevant Medium PV Financial Criterion, due to the specific financial circumstances of the Anchor Sponsor, shall nonetheless be deemed to have satisfied the relevant Medium PV Financial Criterion in the following cases (in each case subject to all other relevant requirements having been satisfied):

(a) In cases where the specific financial circumstances of the Anchor Sponsor arise from such Anchor Sponsor not having satisfied the relevant Net Worth to Total Assets ratio test, such Anchor Sponsor shall nonetheless be deemed to have satisfied such test if either:

(i) it had a Net Worth of at least US\$500m (five hundred million US dollars) and a Net Worth to Total Assets ratio of at least 10% in each case calculated pursuant to section 4.3.1; or

(ii) its Prequalification Application includes a letter of support from a company that (A) holds a direct or indirect shareholding of at least 75% in the Anchor Sponsor, (B) has an international long term credit rating in foreign currency by Standard & Poor's Ratings Services, Moody's Investors Service or Fitch Ratings Limited of at least BBB / Baa2 / BBB respectively, (C) itself complied with either the relevant Medium PV Financial Criterion or the alternative requirements set out in section 4.3.3(a)(i) (to be evidenced by the same documentation in respect of such company as is required in respect of the Anchor Sponsor under section 4.3.8), and (D) acknowledges that, in the event that the relevant Prequalification Application is successful and that

the Anchor Sponsor is designated as a Prequalified Bidder/Medium PV (or a Consortium Member thereof), there will be an additional requirement under the RFP that the same company providing the letter of support also provide as part of any final proposal a full, on demand, irrevocable guarantee of all the financial obligations of the Anchor Sponsor for the purposes of the applicable Project.

- (b) In cases where the specific financial circumstances of the Anchor Sponsor arise from such Anchor Sponsor being, or being owned by, an investment fund and, as a result, being unable to satisfy one or both of the relevant Net Worth test or the relevant Net Worth to Total Assets ratio test, it shall nonetheless be deemed to have satisfied the relevant test(s) if the relevant Prequalification Application includes:
- (i) copies of irrevocable commitments from one or more limited partners or other investors in the relevant fund of at least US\$250m (two hundred and fifty million US dollars) as at the date on which the relevant fund closed to new commitments;
 - (ii) a letter from Chief Financial Officer, Chief Investment Officer or equivalent of the manager of such fund, dated no earlier than the date falling two weeks prior to the Prequalification Application submission deadline:
 - (A) confirming the availability as at such date of an aggregate amount of at least \$150m (one hundred and fifty million US dollars) (or equivalent) in uncommitted funds;
 - (B) committing to advise the Public Partner (with a copy to the Tender Commission) immediately upon such funds being irrevocably allocated to another purpose;
 - (C) acknowledging the right of the Public Partner to disqualify the relevant Prospective Bidder from the Process as a result of such allocation⁸; and
 - (D) acknowledging that the Prospective Bidder will be subject to additional requirements in the Process as follows:
 - (1) if designated as a Prequalified Bidder/Medium PV, an additional requirement under the RFP to provide as part of any final proposal a guarantee or letter of credit from an entity which has an international long term credit rating in foreign currency by Standard & Poor's

⁸ Note that a Tender Commission decision may be necessary to the extent required pursuant to the PPP Law.

Ratings Services, Moody's Investors Service or Fitch Ratings Limited of at least BB / Ba2 / BB respectively in an amount to be specified in the RFP; and

- (2) if ultimately awarded the Project(s), an additional requirement under the Project Agreements for such fund manager to retain a controlling interest in the Anchor Sponsor until the second anniversary of the Commercial Operations Date as defined in the PPA.

Financial Requirements for Prequalified Bidders/Large PV+Battery (Bukhara and/or Namangan and/or Khorezm Projects)

4.3.6 Without prejudice to sections 4.2 and 4.4, and subject to section 4.3.7, to be declared a Prequalified Bidder/Large PV+Battery, a Prospective Bidder shall be required to satisfy one of the following two financial prequalification criteria (each a **Large PV+Battery Financial Criterion**, together the **Large PV+Battery Financial Criteria**):

- (a) if the Prospective Bidder comprises a single entity, such Anchor Sponsor shall have:
 - (i) a Net Worth of at least US\$120m (one hundred and twenty million US dollars) or equivalent; and
 - (ii) a Net Worth to Total Assets ratio of at least 15%,
in each case calculated pursuant to section 4.3.1; and
- (b) if the Prospective Bidder is a Consortium:
 - (i) all Consortium members shall between them have a Net Worth of at least US\$120m (one hundred and twenty million US dollars) or equivalent;
 - (ii) the Anchor Sponsor shall have a Net Worth of at least US\$120m (one hundred and twenty million US dollars) or equivalent;
 - (iii) the Anchor Sponsor shall have a Net Worth to Total Assets ratio of at least 15%; and
 - (iv) the Prospective Bidder's Prequalification Form (as defined below) shall include the confirmation set out in paragraph 6 of Appendix 5,

in each case as calculated pursuant to section 4.3.1 and as evidenced by proof thereof as set out in section 4.3.8.

4.3.7 Any Prospective Bidder unable to satisfy the relevant Large PV+Battery Financial Criterion, due to the specific financial circumstances of the Anchor Sponsor, shall nonetheless be deemed to have satisfied the relevant Large PV+Battery Financial Criterion in the following cases (in each case subject to all other relevant requirements having been satisfied):

- (a) In cases where the specific financial circumstances of the Anchor Sponsor arise from such Anchor Sponsor not having satisfied the relevant Net Worth to Total Assets ratio test, such Anchor Sponsor shall nonetheless be deemed to have satisfied such test if either:
 - (i) it had a Net Worth of at least US\$700m (seven hundred million US dollars) and a Net Worth to Total Assets ratio of at least 10% in each case calculated pursuant to section 4.3.1; or
 - (ii) its Prequalification Application includes a letter of support from a company that (A) holds a direct or indirect shareholding of at least 75% in the Anchor Sponsor, (B) has an international long term credit rating in foreign currency by Standard & Poor's Ratings Services, Moody's Investors Service or Fitch Ratings Limited of at least BBB / Baa2 / BBB respectively, (C) itself complied with either the relevant Large PV+Battery Financial Criterion or the alternative requirements set out in section 4.3.3(a)(i) (to be evidenced by the same documentation in respect of such company as is required in respect of the Anchor Sponsor under section 4.3.8), and (D) acknowledges that, in the event that the relevant Prequalification Application is successful and that the Anchor Sponsor is designated as a Prequalified Bidder/Large PV+Battery (or a Consortium Member thereof), there will be an additional requirement under the RFP that the same company providing the letter of support also provide as part of any final proposal a full, on demand, irrevocable guarantee of all the financial obligations of the Anchor Sponsor for the purposes of the applicable Project.
- (b) In cases where the specific financial circumstances of the Anchor Sponsor arise from such Anchor Sponsor being, or being owned by, an investment fund and, as a result, being unable to satisfy one or both of the relevant Net Worth test or the relevant Net Worth to Total Assets ratio test, it shall nonetheless be deemed to have satisfied the relevant test(s) if the relevant Prequalification Application includes:
 - (i) copies of irrevocable commitments from one or more limited partners or other investors in the relevant fund of at least US\$350m (three

hundred and fifty million US dollars) as at the date on which the relevant fund closed to new commitments;

- (ii) a letter from Chief Financial Officer, Chief Investment Officer or equivalent of the manager of such fund, dated no earlier than the date falling two weeks prior to the Prequalification Application submission deadline:
 - (A) confirming the availability as at such date of an aggregate amount of at least \$250m (two hundred and fifty million US dollars) (or equivalent) in uncommitted funds;
 - (B) committing to advise the Public Partner (with a copy to the Tender Commission) immediately upon such funds being irrevocably allocated to another purpose;
 - (C) acknowledging the right of the Public Partner to disqualify the relevant Prospective Bidder from the Process as a result of such allocation⁹; and
 - (D) acknowledging that the Prospective Bidder will be subject to additional requirements in the Process as follows:
 - (1) if designated as a Prequalified Bidder/Large PV+Battery, an additional requirement under the RFP to provide as part of any final proposal a guarantee or letter of credit from an entity which has an international long term credit rating in foreign currency by Standard & Poor's Ratings Services, Moody's Investors Service or Fitch Ratings Limited of at least BB / Ba2 / BB respectively in an amount to be specified in the RFP; and
 - (2) if ultimately awarded the Project(s), an additional requirement under the Project Agreements for such fund manager to retain a controlling interest in the Anchor Sponsor until the second anniversary of the Commercial Operations Date as defined in the PPA.

General Requirements

⁹ Note that a Tender Commission decision may be necessary to the extent required pursuant to the PPP Law.

4.3.8 The Prospective Bidder shall provide for itself or, where the Prospective Bidder is a Consortium, for the Anchor Sponsor:¹⁰

- (a) for Anchor Sponsors other than those to which section 4.3.1(d)(ii) applies, audited consolidated financial statements, including a consolidated balance sheet, income statement, statement of cash flows and accompanying notes, for the most recent full financial year for which such statements are available as at the Prequalification Application submission deadline, duly certified by a certified public accountant or auditor; or
- (b) for Anchor Sponsors to which section 4.3.1(d)(ii) applies, non-audited consolidated financial statements, including a consolidated balance sheet, income statement, statement of cash flows and accompanying notes, for the most recent full financial year for which such statements are available as at the Prequalification Application submission deadline, accompanied by a written opinion issued by an independent certified public accountant or auditor, certifying the Anchor Sponsor's Net Worth, Total Assets and Total Liabilities for the most recent full financial year for which such financial statements are available as at the Prequalification Application submission deadline;
- (c) a completed financial qualification criteria table:

Financial Qualification Criteria		
Currency	In currency of the financial statements [insert name of currency] Million	In USD Million
Total Assets (for most recent full financial year)		
Total Liabilities (for most recent full financial year)		
Net Worth		
Net Worth to Total Assets ratio		

- (d) a filled-in Financial Qualification Excel Spreadsheet populated to reflect the relevant consolidated financial statements. The Financial Qualification Excel Spreadsheet template will be available on the web-site of the Public Partner and web-site of the PPPDA; it may also be published on the data room established for purposes of the tender associated with the Projects.¹¹ For further details on

¹⁰ For a Consortium, the Net Worth of all Consortium members is considered, but this is satisfied by evidence of the Net Worth of the Anchor Sponsor. Accordingly, evidence is required only from the Anchor Sponsor.

¹¹ This is not being separately published in the mass media, but any Prospective Bidder having received a copy of this RFQ through the mass media may receive a copy of this Appendix by sending an email to the Public Partner (with a copy to the Tender Commission) at the email address set forth in Appendix 2, with a copy to the IFC Advisory Team as stipulated in such Appendix.

the Financial Qualification Excel Spreadsheet and Net Worth Calculations please refer to Appendix 7.

4.4 Part III – Legal Qualification

4.4.1 For the purposes of the Process, this RFQ and the RFP, **Relevant Person** means, with respect to a legal or natural person:

- (a) any person controlling, controlled by or under common control with, such person;
- (b) any director, senior executive or manager either of such person or of any person referred to in paragraph (a);
- (c) any consultant, agent or representative supporting such person in connection with the Process or the applicable Project; and
- (d) any person with an aggregate ultimate beneficial interest in at least 5% of the share capital or ownership interest in such person (howsoever held).

Conduct means conduct:

- (e) involving fraud, corruption, collusion or money laundering;
- (f) involving dishonesty, physical violence or intentional harm to human life; or
- (g) relevant to professional or ethical standards of conduct.

Conviction means a criminal, civil or regulatory finding or determination that the Prospective Bidder, Consortium Member and/or Relevant Person: is guilty of, carried out, participated in, or is otherwise liable for, the Conduct (and **Convicted** has the corresponding meaning).

Prosecution means any criminal, civil or regulatory process, the aim of which is a finding or determination regarding the Prospective Bidder, Consortium Member and/or Relevant Person's guilt, participation in or liability for the Conduct.

4.4.2 Without prejudice to sections 4.2 and 4.3, to be declared a Prequalified Bidder, a Prospective Bidder or, where the Prospective Bidder is a Consortium, each Consortium Member shall be required to satisfy all of the following legal prequalification criteria (each a **Legal Criterion**, together the **Legal Criteria**) and to submit the documentation described in section 4.4.3:

- (a) it and all Relevant Persons are not in bankruptcy, reorganization, or liquidation, or receivership, or wound up, or their affairs are not being administered by a court or a judicial officer, or their business activities have not been suspended or they are not the subject of legal proceedings of any of the foregoing and have a

reasonable expectation of being able to discharge all financial liabilities as they fall due;

- (b) it and all Relevant Persons (i) are not debarred by the Republic of Uzbekistan or any other public authority or agency in Uzbekistan from participating in publicly procured projects; (ii) have not previously declared bankrupt in Uzbekistan; (iii) have not previously appeared, and do not appear presently, on Uzbekistan's Unified Registry of Unfair Performer; and (iv) are not presently indebted to Uzbekistan for any tax or other compulsory payment.
- (c) neither it nor any Relevant Person:
 - (i) is currently the subject of a Prosecution; or
 - (ii) has been, at any time after January 2015, Convicted.

Notwithstanding the foregoing, if a Relevant Person is the subject of a Prosecution or has been Convicted in accordance with the foregoing and:

- (A) all natural persons whose actions served as the basis for the Prosecution or Conviction for the same Conduct, are no longer:
 - (1) directors, senior executives or managers of such Relevant Person; or
 - (2) consultants, agents or representatives supporting such Relevant Person in connection with the Process or the applicable Project, or otherwise engaged in a manner allowing such person to influence how the Relevant Person conducts business; and
- (B) such Relevant Person is not a legal or natural person with an aggregate beneficial interest of at least 25% of the share capital or ownership interest in the Prospective Bidder or a Consortium Member (howsoever held),

then the Prospective Bidder may provide all relevant details about the Conduct, Prosecution and/or Conviction, as well as details of measures taken in response to these (including remedial and mitigating measures) and, if the Public Partner is satisfied that these measures comprehensively and adequately mitigate the risks (including integrity risks) associated with that Relevant Person and/or Prospective Bidder or Consortium Member (as applicable), it may, in its absolute discretion, deem the requirements of this section 4.4.2(c) to have been satisfied, either absolutely or conditionally subject to compliance by the Prospective

Bidder, Consortium Member and/or Relevant Person with such conditions as the Public Partner may specify.

- (d) it is not aware of any conflict of interest or potential conflict of interest arising from prior or existing contracts or relationships which affects or could affect its or (upon formation) the Seller's (as applicable) potential involvement in the applicable Project (other than supply or service agreements among members of the Consortium Member's corporate group in the ordinary course), provided that the mere fact of (i) prior or ongoing involvement in another procurement for an IPP, whether in Uzbekistan or elsewhere and/or (ii) being, or being affiliated with, an IFC Investment client, and/or (iii) participation in any of Public Partner's ongoing IPP procurements does not in and of itself represent a conflict of interest or potential conflict of interest for these purposes;
- (e) neither it nor any Relevant Person has any tax liabilities, outstanding social security contributions or liabilities in respect of judgments awarded by any court or similar proceedings in the period of three years prior to the date of this invitation, save in each case to the extent that it has made suitable accounting provision for such liabilities in accordance with applicable accounting regulations;
- (f) neither it nor any Relevant Person has previously been disqualified or excluded from tender or other public procurement processes in Uzbekistan;
- (g) neither it nor any Relevant Person has had a concession or PPA terminated as a result of an event of default of the concessionaire/seller (as applicable) of power under a PPA.
- (h) neither it nor any Relevant Person:
 - (i) is included as a debarred person pursuant on the public sanctions list of any multilateral development bank that is party to the Agreement on Mutual Enforcement of Debarment Decisions of 9 April 2010 (www.crossdebarment.org); or
 - (ii) is (at the required date for submission of the Prequalification Application) included on any sanctions lists promulgated by the UN Security Council or its Committees, or any other recognized international sanctions list or will be on any such list at any time prior to the date for signature of the PPA; and
- (i) neither it nor any Relevant Person has operations (directly or through any subsidiary) or carries out transactions that are not in compliance with the

sanctions promulgated by the UN Security Council or its Committees or national sanctions in Uzbekistan.¹²

4.4.3 The Prospective Bidder, or if the Prospective Bidder is a Consortium, each Consortium Member shall in addition provide the following:

- (a) a confirmation letter in the form attached as Appendix 3;
- (b) a comprehensive organization chart showing – or narrative text describing – how it is owned, up to the level of ultimate beneficial ownership by individuals and identifying by name all legal or natural persons holding (at any level in the organization structure) an aggregate ultimate beneficial interest of at least 5%;
- (c) official copies of each such legal person’s certificate of good standing (or if such a certificate or its equivalent is not available in the relevant jurisdiction, its constitutive documents, e.g., certificate of incorporation and/or registration or equivalent) in the original language, together with a translation into the Prequalification Application language as defined in Appendix 2;
- (d) power(s) of attorney substantially in the form attached as Appendix 4 authorizing the person(s) signing and submitting the Prequalification Application on behalf of the relevant Prospective Bidder or each Consortium Member (as applicable) so to do, (provided that to the extent that a Prospective Bidder or Consortium Member considers that a power of attorney in general or the form attached as Appendix 4 in particular is not effective or appropriate, advance clarification and approval of an alternative form of document should be sought in accordance with the process described in section 5.1); and
- (e) a legal opinion from internationally recognized and reputable law firm(s) qualified to opine on the laws of the country/ies of incorporation of the relevant Prospective Bidder and/or Consortium Member(s) (as applicable) confirming that the power(s) of attorney or alternative form of document approved pursuant to paragraph (d) of this section 4.4.3 is/are legal, valid, binding and enforceable in accordance with its/their terms, and that all legal formalities in that country/those countries in respect of granting such power(s) of attorney (or other authority), and of properly signing and submitting the Prequalification Application, have been taken.

4.5 Part IV – Prequalification Form

4.5.1 Each Prospective Bidder shall provide a prequalification form in the form attached as Appendix 5 (**Prequalification Form**) signed on behalf of the Prospective Bidder (or if

¹² For clarity, at the time of issuance of this RFQ, Uzbekistan has no national sanctions currently in force.

the Prospective Bidder is a Consortium, the Anchor Sponsor) by the individual identified in the power(s) of attorney referred to in section 4.4.3(d).

5. Process

5.1 Clarifications

- 5.1.1 Any Prospective Bidder requiring any clarification of any part of this RFQ or of any of the requirements set out herein may notify the Public Partner (with a copy to the Tender Commission) in accordance with the procedure set forth in this section 5.1 at any time prior to the deadline for such requests specified in the Estimated Timetable (as defined below). The clarification process described in this section 5.1 shall be the sole mechanism for negotiation as to the subject of the tender, and no other negotiations are permissible. To the extent that the Public Partner responds to any or all such requests (and it shall not be obliged to do so), it shall either send such response(s) to all Prospective Bidders or, in its sole discretion, upload such response(s) to a virtual data room available to all Prospective Bidders, in each case in one or more batches and without identifying the source of the original request(s). Should a response¹³ be uploaded to a virtual data room, the Public Partner shall notify all Prospective Bidders of the method for accessing such virtual data room. Any change proposed to be made by a Prospective Bidder in its Prequalification Application to any form provided in this RFQ will only be permitted if advance clarification of such change is sought in accordance with this section 5.1 and such change is approved.¹⁴
- 5.1.2 Each Prospective Bidder will be provided a file upload link at the email address(es) provided by such Prospective Bidder at such email address specified by it to in accordance with section 5.1.3 below. The Prospective Bidder shall use such link to upload its request(s) for clarification prior to the deadline for such requests specified in the Estimated Timetable (as defined below).
- 5.1.3 Any Prospective Bidder may request a file upload link as follows: the Prospective Bidder shall request a file upload link by sending the Public Partner (with a copy to the Tender Commission) an email at its email address set forth in Appendix 2, with a copy to the IFC Advisory Team as stipulated in Appendix 2, at any time prior to the deadline for a clarification email link specified in the Estimated Timetable (as defined below).
- (a) The subject line of such email shall be “Solar 3 - Uzbekistan Project – RFQ: Request for Clarification.”
 - (b) The body of such email shall identify the email address of the Prospective Bidder to which the file upload link should be sent as follows: “Please send a file upload

¹³ Note that a Tender Commission decision may be necessary to the extent required pursuant to the PPP Law.

¹⁴ Note that a Tender Commission decision may be necessary to the extent required pursuant to the PPP Law.

link for a request for clarification to: *[insert Prospective Bidder's email address]*.”

- 5.1.4 The request(s) for clarification shall be submitted in PDF format and shall not be password protected or otherwise locked. Multiple requests for clarification may be included within a single PDF file. The Prospective Bidder shall name the PDF files containing the request(s) for clarification as follows: “*[insert name of the Prospective Bidder or, in the case of a Consortium, the Anchor Sponsor]* – SS3 – Request for Clarification.”
- 5.1.5 Certain clarifications are set forth in the list of Frequently Asked Questions (FAQs) in Appendix 8. Prospective Bidders are requested to review the FAQs before submitting any request for clarification under this section 5.1.

5.2 Estimated Timetable

The Estimated Timetable is set out in Appendix 2. The Estimated Timetable is presented for indicative purposes only and neither the Public Partner, the Tender Commission, the Ministry of Energy, the Ministry of Finance, the Ministry of Investment and Foreign Trade, the Government of Uzbekistan, nor any of their respective consultants or advisors shall incur any liability whatsoever in respect thereof. The Estimated Timetable (and any other information in Appendix 2) may¹⁵ be amended at any time in its sole discretion, provided that in no circumstance shall any such amendment result in an acceleration of the Prequalification Application submission deadline. The Public Partner shall give notice to Prospective Bidders as soon as reasonably practicable after making any such changes (whereupon all references to time and deadlines in this RFQ shall be deemed amended accordingly).

5.3 Format, Signing and Submission of Prequalification Applications

- 5.3.1 Prequalification Applications shall be submitted electronically in accordance with the procedures and requirements set forth in this section 5.3. No hard copies will be accepted by the Public Partner and any hard copy of a Prequalification Application received by the Public Partner shall either be destroyed or returned to the Prospective Bidder unopened (in the sole discretion of the Public Partner).
- 5.3.2 The person(s) duly authorized by the power(s) of attorney referred to in section 4.4.3(d) to bind the Prospective Bidder shall sign the Prequalification Application by signing the relevant Prequalification Application. The Prospective Bidder shall keep the original version of such power(s) of attorney on file and shall provide such original version to the Public Partner promptly upon request.

¹⁵ Note that a Tender Commission decision may be necessary to the extent required pursuant to the PPP Law.

- 5.3.3 The Prequalification Application shall be typed and shall contain no alterations, omissions or additions. Any manuscript text, other than the signature referred to in section 5.3.2, will be ignored.
- 5.3.4 Each Prospective Bidder will be provided a file upload link at such email address specified by it to in accordance with section 5.3.5. The Prospective Bidder shall use such link to submit its entire Prequalification Application. Prequalification Applications must be uploaded via such link prior to the Prequalification Application Submission Deadline, as specified in the Estimated Timetable. Late applications will not be accepted.
- 5.3.5 Any Prospective Bidder may request a file upload link by sending the Public Partner (with a copy to the Tender Commission) an email at its email address set forth in Appendix 2, with a copy to the IFC Advisory Team as stipulated in such Appendix, at any time prior to the deadline for requesting an upload link specified in the Estimated Timetable.
- (a) The subject line of such email shall be “Solar 3 - Uzbekistan Project – RFQ: Prequalification Application.”
 - (b) The body of such email shall identify the email address of the Prospective Bidder to which the file upload link should be sent as follows: “Please send a file upload link for a Prequalification Application submission to: [*insert Prospective Bidder’s email address*].”
- 5.3.6 Prequalification Applications shall be submitted in PDF format and shall be complete scanned PDFs of the Prospective Bidder’s Prequalification Application. The Prequalification Application shall be split into separate PDF files for each of Parts I to IV as described in section 4.1.2. Each PDF shall include both English and Russian versions as required in this Appendix 2. The Prospective Bidder shall name the PDF files containing the Prequalification Application as follows: [*insert name of the Prospective Bidder or, in the case of a Consortium, the Anchor Sponsor*] – SS2 Prequalification Application – Part [*insert part number, i.e. I-IV*]. Prequalification Applications shall not be password protected or otherwise locked. A Prequalification Application that is submitted containing password protection or other locking features shall be rejected.
- 5.3.7 Prospective Bidders are informed that the capability of their internet bandwidth will determine the speed in which their Prequalification Applications are uploaded electronically. Prospective Bidders are therefore advised to commence the process of uploading their Prequalification Applications in good time before the submission deadline. Prospective Bidders are further advised that none of the Public Partner, IFC Advisory, or any of their respective consultants or advisors are responsible for any delays or defects in the virtual data room used for the submission of Prequalification Applications, including any defects in the receipt or download of any Prequalification

Application submitted electronically. By using and uploading documents to such virtual data room, each Prospective Bidder agrees that it (a) will comply with all applicable laws in using the virtual data room (including, without limitation, laws protecting intellectual property such as trademarks and copyrights), (b) will comply with any reasonable terms and conditions imposed upon it by the provider of the virtual data room, (c) will take reasonable steps to ensure that any electronic data transmitted to the virtual data room will not contain a virus or other harmful component, and (d) represents that it owns or has otherwise obtained all permissions and consents required by law necessary to transfer to the provider of the virtual data room any documents and information uploaded to the virtual data room for the limited purpose of hosting such documents and information as contemplated in this RFQ.

5.4 Opening of Prequalification Applications

- 5.4.1 Prequalification Applications will be opened at the Address for Opening of Prequalification Applications immediately after the Prequalification Application Submission Deadline, in each case as specified in Appendix 2.
- 5.4.2 Any Prospective Bidder that has submitted a Prequalification Application within the deadline specified in Appendix 2 shall be entitled to be represented at the opening of Prequalification Applications at the time and place stipulated in Appendix 2 or, in the Public Partner's sole discretion, solely through virtual / remote means such as via videoconference. Should the Public Partner elect to host such opening of Prequalification Applications solely through virtual / remote means, the Public Partner will advise Prospective Bidders as regards the procedure for such remote representation.
- 5.4.3 The Public Partner will open the virtual data room containing the electronic Prequalification Applications and:
 - (a) in respect of any Prequalification Application received after the Prequalification Application submission deadline stipulated in Appendix 2, review the file name of such Prequalification Application to determine the name of the relevant Prospective Bidder or, in the case of a Consortium, the Anchor Sponsor, before declaring such Prequalification Application to have been submitted "late"; and
 - (b) in respect of all other Prequalification Applications, review the file name of such Prequalification Application to determine the name of the relevant Prospective Bidder or, in the case of a Consortium, the Anchor Sponsor, before declaring such Prequalification Application to have been submitted "on time" and announcing such name publicly to those attending the meeting.
- 5.4.4 Once all Prequalification Applications have been designated either "late" pursuant to section 5.4.3(a) or "on time" pursuant to section 5.4.3(b), the Public Partner shall declare the meeting closed. Thereafter the Public Partner shall:

- (a) in respect of any Prequalification Applications declared “late” pursuant to section 5.4.3(a), not open the files containing such Prequalification Applications; and
- (b) in respect of all Prequalification Applications declared “on time” pursuant to section 5.4.3(b), promptly commence the evaluation of such Prequalification Applications in accordance with section 5.5.

5.5 Evaluation of Prequalification Applications

- 5.5.1 The Public Partner shall first examine each Prequalification Application to determine whether it is complete in form and substance.
- 5.5.2 Where the Public Partner deems it convenient or necessary for clarification purposes, it may – but shall not be so obliged – request supplementary information or documentation from a Prospective Bidder (whether relating to such Prospective Bidder, any Consortium Member, the relevant Prequalification Application or any document submitted as part thereof or otherwise in connection therewith) for determining its eligibility for prequalification. Whenever such request is made, the Prospective Bidder shall provide the required information or documentation to the Public Partner within three business days (or such longer period as is specified in the request from the Public Partner).
- 5.5.3 Once the Public Partner has concluded the clarification process contemplated under section 5.5.2 (if any), it shall proceed to formal evaluation of the Prequalification Applications. Such evaluation shall be on a simple “pass/fail” basis as follows:
 - (a) Prequalification Applications shall be evaluated solely on the basis of the Prequalified Bidder category for which the Prequalification Application is submitted as noted in the Prospective Bidder’s prequalification form in accordance with Appendix 5, section 2. For example, the Public Partner reviewing the Prequalification Application for a Prospective Bidder that has submitted requesting to be qualified as a Prequalified Bidder/Medium PV will not under any circumstances be evaluated for qualification as a Prequalified Bidder/Small PV or Prequalified Bidder/Large PV+Battery and shall not be eligible to qualify as such.
 - (b) Prequalification Applications shall be evaluated first for compliance with the applicable requirements of section 4.2. Those evaluated as having failed shall not be evaluated further, while those evaluated as having passed with respect to the applicable requirements shall be next evaluated for compliance with the applicable requirements of section 4.3. Again those evaluated as having failed shall not be evaluated further, while those evaluated as having passed with respect to the applicable requirements shall finally be evaluated for compliance with section 4.4.

- (c) Any Prospective Bidder whose Prequalification Application is evaluated as being compliant with the applicable requirements of section 4 shall be designated as a Prequalified Bidder and, as applicable, as a Prequalified Bidder/Large PV+Battery, a Prequalified Bidder/Medium PV, or a Prequalified Bidder/Small PV. The Public Partner shall notify all Prequalified Bidders simultaneously whether their Prequalification Applications have been accepted and whether as a Prequalified Bidder/Large PV+Battery, a Prequalified Bidder/Medium PV, or a Prequalified Bidder/Small PV, and shall proceed when ready to open the VDR to all such Prequalified Bidders.
 - (d) Any Prospective Bidder whose Prequalification Application fails to demonstrate compliance with the applicable requirements of section 4 shall be designated as a non-prequalified bidder. The Public Partner shall notify all such non-prequalified bidders simultaneously that their Prequalification Applications have been rejected.
- 5.5.4 For the purposes of the formal evaluation referred to in section 5.5.3, the Public Partner shall be entitled (but shall not be so obliged) to disregard minor deviations from the formal requirements of section 4, provided that it is clear from the relevant Prospective Bidder's Prequalification Application (and from any subsequent clarifications pursuant to section 5.1) that the relevant technical criteria; the relevant financial criteria; and all of the Legal Criteria are being satisfied.
- 5.5.5 The Public Partner shall be entitled to disqualify any Prospective Bidder from the Process, whether during the formal evaluation referred to in section 5.5.3 or subsequently, if it discovers that any statement in any document provided by such Prospective Bidder as part of or in connection with its Prequalification Application is or was when made incorrect or misleading in any material respect.

5.6 Termination or Variation of Process

- 5.6.1 Notwithstanding any other provision of this RFQ or any other document already issued or to be issued in future in connection with the Process, the Public Partner and Tender Commission reserves the right at all times:
- (a) to vary the number of Projects, the capacity of any Project and the total capacity being procured under the Process;
 - (b) to amend the Process or amend or clarify the procedures and rules relating thereto;
 - (c) to extend or amend the Estimated Timetable from time to time;
 - (d) to terminate the Process; and

- (e) to request additional information from any Prospective Bidder reasonably required to assess this Prequalification Application,

in each case at any time and for any reason and without incurring any liability to any Prospective Bidder or Prequalified Bidder in respect thereof.

5.7 Governing Law and application of World Bank Procurement Rules

The Process shall be governed by the laws of Uzbekistan, including specifically the PPP Law.

Without limiting the foregoing, this procurement is being conducted consistent with the World Bank's "*Procurement Regulations for IPF Borrowers*" July 2016 as revised in August 2018 (including the series of Guidance Notes available at <http://pubdocs.worldbank.org/en/178331533065871195/Procurement-Regulations.pdf> that complement such Regulations) (the **World Bank Procurement Rules**). To the extent the World Bank Procurement Rules address a procurement matter not covered in the laws of Uzbekistan or this RFQ, the specified World Bank Procurement Rules shall apply.

5.8 Impact of Changes in Law

The Public Partner shall monitor pending legislation and any other changes proposed to be made to the laws of Uzbekistan that may have an impact on the Projects and this Process and, consistent with its rights under section 5.6.1(b), the Public Partner may¹⁶ introduce amendments or additions to the tender documentation in response thereto. If any such changes to the laws of Uzbekistan are adopted and the Public Partner decides¹⁷ to introduce amendments or additions to the tender documentation in response thereto, the Public Partner shall give notice to Prospective Bidders as soon as reasonably practicable after making any such changes (whereupon this RFQ shall be deemed amended accordingly).

¹⁶ Note that a Tender Commission decision may be necessary to the extent required pursuant to the PPP Law.

¹⁷ Note that a Tender Commission decision may be necessary to the extent required pursuant to the PPP Law.

PART V: APPENDICES

Appendix 1: Background Information

Transaction Structure

The Public Partner shall carry out a substantial portion of the development work itself, with the support of IFC Advisory as lead transaction advisor. The proposed procurement process shall follow the below steps:

- The Public Partner will finalize the terms of the PPA, the GSA, Land Agreement, and other Project Agreements.
- Prospective Bidders will submit Prequalification Applications (in accordance with this RFQ).
- Each Prequalified Bidder (whether a Prequalified Bidder/Large PV+Battery, a Prequalified Bidder/Medium PV, or a Prequalified Bidder/Small PV) will bid on the basis of the final forms of the PPA and GSA (including the Land Agreement and other Project Agreements attached thereto).
- Prequalified Bidders' Proposals will be assessed for compliance with certain commercial requirements (e.g. inclusion of a bid bond) and technical requirements (e.g. compliance with certain minimum technical specifications) on a "pass/fail" basis.
- The winning bidder for each Project will then be selected on the basis of the evaluation criterion to be specified in the RFP based on the price of electricity offered on a per kWh basis, without indexation for inflation or otherwise. With respect to the Bukhara Project, Prequalified Bidders will be required to submit both a bid for the Project as a PV-only power plant and a bid for the Project as a PV power plant co-located with battery storage capabilities, and a cap will be included in the RFP for purposes of the selection of the winning bidder, as will be described in the RFP.
- The winning bidder's price will be inserted into the PPA relating to the applicable Project and, after the SPV is formed by the winning bidder, such SPV will sign its PPA with JSC NEGU and its GSA with MoF on behalf of the Government.
- The relevant SPV will be responsible for any final development activities, as well as the financing, construction, operation and maintenance of the applicable Project.
- The SPV will be expected to commence commercial operation of its respective plant within the time period specified in the PPA.

It should be noted that this structure represents the Public Partner's current intention. It remains subject to legal and other due diligence and the Public Partner expressly reserves the right to adopt an alternative

structure in its absolute discretion (including in response to any changes in response to a change in law as contemplated by section 5.8 of the RFQ), in accordance with section 5.6 of the RFQ.

Minimum Technical Requirements

The following technical requirements relating to the PV Modules and Inverters should be noted by bidders:

PV Modules

The PV modules may be either crystalline or thin film and shall have valid certifications issued by reputable testing institutions according to IEC/EN standards as follows:

- Test for electrical safety: IEC/EN 61730:
 - Part 1: requirements for construction.
 - Part 2: requirements for testing.
- Design qualification and type approval:
 - IEC/EN 61215 (in the case of crystalline modules), or
 - IEC/EN 61646 (in the case of thin film modules).
- Exceeding IEC 61215/61646 requirements in terms of duration or number of cycles for Damp Heat, Thermal Cycling and Humid Freeze testing by a factor of two (i.e. 2000 hours for Damp Heat test, 400 hours for Thermal Cycling test, 20 cycles for Humid Freeze test).
- Meeting IEC 61215/61646 requirements for Damp Heat and Thermal Cycling tests while under voltage bias of 1000V.
- Testing for Potential Induced Degradation (PID) at 85°C and 85% relative humidity in accordance with IEC 62804 Ed 1.0.
- CE Certification.

The PV modules shall have a minimum efficiency at Standard Test Conditions of 16% in the case of crystalline modules, or 14% in the case of thin film modules in order to avoid low efficiency technologies that would require larger land area.

The following minimum guarantees shall be applicable:

- Product warranty of ten years; and
- Linear degradation warranty as follows:
 - for any technology other than monocrystalline modules, a constant degradation of up to 0.8% per year from year 1 to year 25, or up to 3% in year 1 and up to 0.7% per year from year 2 to year 25; or

- for monocrystalline modules, up to 6.3% by year 5, and up to 0.7% per year from year 6 to year 25,

with, in either case, a guaranteed power output after 25 years no less than 80% of the initial nominal power.

All PV modules shall be of the same type, from a single manufacturer and shall have been installed in at least three different projects in the past two years, in each case financed on a non-recourse or limited recourse basis. The manufacturer shall conform to the following requirements:

- Five-year manufacturing history;
- >5000 MW global installed capacity;
- >1000 MW/year manufacturing capacity;
- PV Module manufacturing facilities certified according to:
 - ISO 9001 – Quality Management Systems; and
 - ISO 14001 – Environmental Management Systems.

Inverters

The inverters must have a minimum Euro efficiency of 98%, a product warranty of at least 10 years, and a guarantee against manufacturing defects of at least 5 years.

The inverter shall be either (i) indoor type and located inside an inverter room or (ii) a proven outdoor type with a minimum protection rating of IP65. If outdoor type, the inverters are to be provided within an inverter station designed to withstand at least 45°C of external ambient temperature.

All inverters shall be of the same type, from a single manufacturer and shall have been installed in at least three different projects in the past two years, in each case financed on a non-recourse or limited recourse basis. The manufacturer shall conform to the following requirements:

- Five-year manufacturing history;
- >3000 MW global installed capacity;
- >500 MW/year manufacturing capacity;
- Inverter manufacturing facilities certified according to:
 - ISO 9001 – Quality Management Systems; and
 - ISO 14001 – Environmental Management Systems.

Battery Energy Storage System (BESS)¹⁸

The BESS shall have valid certifications issued by reputable testing institutions according to IEC/EN standards as follows:

- Electrical energy storage (ESS) systems: IEC 62933

The BESS must have:

- a minimum energy efficiency of 85% including standby loss percentage
- a minimum long cycle life of 5000 cycles at discharge of 80%
- a product warranty of at least 10 years; and

All the battery energy system components shall have been installed in at least three different energy storage systems of grid connected power projects in the past two years, in each case financed on a non-recourse or limited recourse basis. The manufacturer shall conform to the following requirements:

- Five-year manufacturing history;
- >2000 MW aggregated manufactured capacity;
- >400 MW/year manufacturing capacity;
- BESS manufacturing facilities certified according to:
 - ISO 9001 – Quality Management Systems; and
 - ISO 14001 – Environmental Management Systems.

The RFP will detail these requirements and other minimum technical requirements, including those applicable to the construction contractors and suppliers.

Local Content

Prospective Bidders should note that Uzbekistan has local producers of both electrical equipment and electrical cabling. Although procurement from such local producers is strongly encouraged, it is not mandatory and will not be considered in the evaluation of Prequalified Bidders' Proposals (or Proposals of Prequalified Bidders/Large PV+Battery). However, the Project Agreements will include certain minimum requirements to incorporate Uzbek goods, materials, and labor that are available in Uzbekistan on an equal basis.

¹⁸ All the requirements are indicative and will be confirmed at the RFP stage.

Appendix 2: Process Information

Basic Information

Project Name	SOLAR 3 – UZBEKISTAN PROJECT
The Public Partner contact details	Email: pv400-tender@minenergy.uz
The Tender Commission contact details	Ministry of Energy of the Republic of Uzbekistan 100047, Uzbekistan, Tashkent City, Yashnabod district, Istiqbol, 21 Emails: bahrom.umarbekov@minenergy.uz tilabov.s@minenergy.uz Attn: Bahrom Umarbekov and Sarvar Tilabov
IFC Advisory contact details	Email: uzbek_solar@ifc.org Attention: Bernard Atlan and Rustam Shamuradov
Address for Opening of Prequalification Applications	Ministry of Energy of the Republic of Uzbekistan 100047, Uzbekistan, Tashkent City, Yashnabod district, Istiqbol, 21
Prequalification Application language	In English with a Russian translation attached; the English version will be binding. For the avoidance of doubt, translation does not need to be certified or notarized as a certified translation. Notwithstanding the foregoing: (i) Russian translation is not required for the following documents: <ul style="list-style-type: none"> • Third party technical report (section 4.2.5(c)(i)(A)) • Monthly O&M report (4.2.5(c)(i)(B)) • Certificate of good standing of the Prospective Bidder or equivalent (section 4.4.3(c)) • The comprehensive organization chart showing the ownership of each Prospective Bidder, or if the Prospective Bidder is a Consortium, of each Consortium Member, pursuant to section 4.4.3(b) • Power(s) of attorney substantially in the form attached as Appendix 4 • Legal opinions as required under section 4.4.3(e) (ii) Translation into Russian of the following documents is required only as follows: <ul style="list-style-type: none"> • Evidence of shareholding (section 4.2.5(c)(ii)) - only the relevant excerpts, demonstrating the plant's shareholding must be translated • Audited financial statements (sections 4.3.8(a) or 4.3.8(b)) - only the balance sheet as used for Appendix 7 must be translated

Estimated Timetable

Activity	Target Deadline or Duration
RFQ issued	August 31 th , 2021
Clarification request deadline	23:00 Tashkent time, on November 12 th , 2021
Prequalification Application Submission Deadline	23:00 Tashkent time, on November 29 th , 2021
Announcement of Prequalified Bidders, including Prequalified Bidders/Large PV+Battery, Prequalified Bidders/Medium PV, and Prequalified Bidders/Small PV	To be announced

Appendix 3: Legal Qualification – Confirmation Letter

To: JSC National Electric Grid of Uzbekistan
Re: SOLAR 3 - UZBEKISTAN PROJECT
CC: Ministry of Energy of the Republic of Uzbekistan

[Date]

Dear Sirs,

I refer to the Request for Prequalification document dated [RFQ Issuance Date] issued in connection with the Project (**RFQ**). Capitalized terms defined in the RFQ and used but not defined herein shall bear the meanings ascribed to them in the RFQ.

In accordance with section 4.4.3(a) of the RFQ, I hereby confirm on behalf of [*name of Prospective Bidder or Consortium Member*] (**Company**) that:

- (a) the Company and all Relevant Persons are not in bankruptcy, reorganization, or liquidation proceedings or receivership, or wound up, or their affairs are not being administered by a court or a judicial officer, or their business activities have not been suspended or they are not the subject of legal proceedings of any of the foregoing and have a reasonable expectation of being able to discharge all financial liabilities as they fall due;
- (b) the Company and all Relevant Persons (i) are not debarred by the Republic of Uzbekistan or any other public authority or agency in Uzbekistan from participating in publicly procured projects; (ii) have not previously declared bankrupt in Uzbekistan; (iii) have not previously appeared, and do not appear presently, on Uzbekistan's Unified Registry of Unfair Performer; and (iv) are not presently indebted to Uzbekistan for any tax or other compulsory payment
- (b) [*check one, as applicable*]

neither the Company nor any Relevant Person:

- (i) is currently the subject of a Prosecution; or
- (ii) has been, at any time after January 2015, Convicted.

OR

the Company is not currently the subject of a Prosecution nor has it been, at any time after January 2015, Convicted, but a Relevant Person is currently the subject of a Prosecution, or has been, at some time after January 2015, Convicted, and:

- (i) all natural persons whose actions served as the basis for the Prosecution or Conviction, are no longer:

- (A) directors, senior executives or managers of such Relevant Person; or
 - (B) consultants, agents or representatives supporting such Relevant Person in connection with the Process or the Project, or otherwise engaged in a manner allowing such person to influence how the Relevant Person conducts business; and
- (ii) such Relevant Person is not a legal or natural person with an aggregate beneficial interest of at least 25% of the share capital or ownership interest in the Prospective Bidder or a Consortium Member (howsoever held); and
 - (iii) all relevant details about the Conduct, Prosecution, or Conviction, as applicable, as well as details of measures taken in response to these (including remedial and mitigating measures) are enclosed;¹⁹
- (c) the Company is not aware of any conflict of interest or potential conflict of interest arising from prior or existing contracts or relationships which affects or could affect its or (upon formation) the Seller's (as applicable) potential involvement in the Project, subject to the exceptions described in section 4.4.2(d) of the RFQ;
 - (d) neither the Company nor any Relevant Person has any tax liabilities or outstanding social security contributions or liabilities in respect of judgments awarded by any court or similar proceedings in the period of three years prior to the date of this invitation, save in each case to the extent that it has made suitable accounting provision for such liabilities in accordance with applicable accounting regulations;
 - (e) neither the Company nor any Relevant Person has previously been excluded from tender or other public procurement processes in Uzbekistan;
 - (f) neither it nor any Relevant Person has had a concession or PPA terminated as a result of an event of default of the concessionaire or Seller of power under a PPA, as applicable;
 - (g) neither the Company nor any Relevant Person:
 - (i) is included as a debarred person pursuant on the public sanctions list of any multilateral development bank that is party to the Agreement on Mutual Enforcement of Debarment Decisions of 9 April 2010 (www.crossdebarment.org); or
 - (ii) is included on any sanctions lists promulgated by the UN Security Council or its Committees, or any other recognized international sanctions list; and
 - (h) neither the Company nor any Relevant Person has operations (directly or through any subsidiary) or carries out transactions that are not in compliance with the sanctions promulgated by the UN Security Council or its Committees or national sanctions in Uzbekistan.

¹⁹ Note to Prospective Bidders: In accordance with and pursuant to the terms set forth in section 4.4.2 of Part IV, Prospective Bidders selecting this checkbox may be requested to provide additional information and the Public Partner (with a copy to the Tender Commission) may, in its absolute discretion, deem the Legal Criteria to be (a) not satisfied, (b) satisfied, or (c) conditionally satisfied by such Prospective Bidder.

If the Prospective Bidder is a Consortium, in accordance with section 4.4.3 of the RFQ, I enclose the following documents:

- (a) a comprehensive organization chart showing – or narrative text describing – how the Company is owned, up to the level of ultimate beneficial ownership by individuals and identifying by name all legal or natural persons holding (at any level in the organization structure) an aggregate ultimate beneficial interest of at least 5%;
- (b) official copies the Company’s certificate of good standing (or, if such a certificate or its equivalent is not available in the Company’s jurisdiction, its constitutive documents, e.g., certificate of incorporation and/or registration or equivalent) in the original language, together with a translation into the Prequalification Application language as defined in Appendix 2 of the RFQ; and
- (c) a power of attorney substantially in the form attached as Appendix 4 of the RFQ.

Yours faithfully

[Name]

[Position]

Authorized to signatory for [*Prospective Bidder or Consortium Member*]

Appendix 4: Legal Qualification – Power of Attorney

Reference is made to SOLAR 3 - UZBEKISTAN PROJECT (**Project**) and the Request for Prequalification document dated [RFQ Issuance Date] issued in connection therewith (**RFQ**). Capitalized terms defined in the RFQ and used but not defined herein shall bear the meanings ascribed to them in the RFQ.

[*Company*], incorporated under the laws of [*country*] and having its registered office at [*address*] (**Company**) does hereby irrevocably constitute, nominate, appoint and authorize [*name*]²⁰ of [*address*], who is presently employed with [*Anchor Sponsor*] and holding the position of [*title*], as its true and lawful attorney (**Attorney**) to do in its name and on its behalf, all such acts, deeds, matters and things as are necessary or required in connection with or incidental to submission of a Prequalification Application on behalf of [*Prospective Bidder*] pursuant to the RFQ issued and for the ensuing participation of [*Prospective Bidder*] as Prequalified Bidder including but not limited to:

- (a) representing the Company [and the Prospective Bidder] in all matters relating to the Process, including signing, executing and submitting all bids, proposals, contracts, undertakings and other documents relating to the Process (including the Project Agreements);
- (b) participating in pre-bid conferences and other conferences and providing information/responses to the Public Partner and generally dealing with the Public Partner in all matters in connection with or relating to the Process,

and we hereby agree to ratify and confirm and do hereby ratify and confirm all acts, deeds, matters and things done or caused to be done by our said Attorney pursuant to and in exercise of the powers conferred by this Power of Attorney and that all acts, deeds and things done by our said Attorney in exercise of the powers hereby conferred shall be done and shall always be deemed to have been done by us.

A specimen signature of each Attorney is attached to Schedule 1 of this Power of Attorney for reference.

IN WITNESS WHEREOF, THE COMPANY HAS EXECUTED THIS POWER OF ATTORNEY ON THIS DAY OF, 2021.

BY

[notary]²¹

²⁰ In the case of a Consortium, all Consortium Members should appoint the same individual, who should be an employee, officer or other representative of the Anchor Sponsor.

²¹ The document should be notarized, even if this is not a requirement of local law in the place in which the Power of Attorney is created. A similar legalization or authentication process reasonably similar to notarization would be acceptable. It is noted that notary services are available in many countries, even if not available in the domestic jurisdiction in which the Company is organized. In addition, the document needs also to be apostilled by a notary public if the domestic jurisdiction is a member of apostille convention or has not made a relevant reservation against Uzbekistan. Otherwise, the documents should be legalized by a consular section of the embassy of the Republic of Uzbekistan. Further, for CIS countries, the document shall be simply notarized.

Schedule 1 – Specimen Signatures

Attorney Name:

Specimen Signature:

[repeat for each Attorney as required]

Appendix 5: Prequalification Form

To: JSC National Electric Grid of Uzbekistan
Re: SOLAR 3 - UZBEKISTAN PROJECT
CC: Ministry of Energy of the Republic of Uzbekistan

[Date]

Dear Sirs,

1. I refer to the Request for Prequalification document dated [RFQ Issuance Date] issued in connection with the Project (**RFQ**). Capitalized terms defined in the RFQ and used but not defined herein shall bear the meanings ascribed to them in the RFQ.
2. [Prospective Bidder] hereby submits its Prequalification Application in conformity with the RFQ and requests to be considered for prequalification as a [Prequalified Bidder/Large PV +Battery] [Prequalified Bidder/Medium PV] [Prequalified Bidder/Small PV] in connection with the Projects and confirms that it:
 - (a) acknowledges and agrees to the disclaimer in and other terms of the RFQ;
 - (b) agrees to comply with all rules, laws and regulations governing the Process as issued by the Public Partner and any other relevant authorities from time to time;
 - (c) accepts the right of the Public Partner:
 - (i) to vary the number of Projects, the capacity of any Project and the total capacity being procured under the Process;
 - (ii) to amend the Process or amend or clarify the procedures and rules relating thereto;
 - (iii) to extend or amend the Estimated Timetable from time to time;
 - (iv) to terminate the Process; and
 - (v) to request additional information from any Prospective Bidder reasonably required to assess this Prequalification Application,in each case at any time and for any reason and without incurring any liability to any Prospective Bidder or Prequalified Bidder in respect thereof; and
 - (d) accepts the exclusive application of the laws of Uzbekistan with respect to the Process.
3. [Prospective Bidder] hereby designates the Attorney identified (and as defined) in the Power of Attorney enclosed within this Prequalification Application as its representative to receive

notices in respect of the prequalification and the tender at the following address, telephone numbers and email address:

[Details]

4. [Prospective Bidder] hereby confirms that the Power of Attorney enclosed within this Prequalification Application is a legal, valid, binding and enforceable delegation of its authority in accordance with its terms.
5. [Include one of the following two provisions, depending on whether the Prospective Bidder is a Consortium (first provision) or a single entity (second provision):]

[Prospective Bidder] confirms that it is a Consortium comprising the following Consortium Members: [List Consortium Members, clearly identifying the Anchor Sponsor, and set out each Consortium Member's anticipated ultimate beneficial shareholdings in the Seller in the form of the table provided below]. [Prospective Bidder] confirms that there will be no change in the membership of the Consortium or the foregoing anticipated beneficial shareholdings in the Seller (or related control and other interests held) by each Consortium Member (**Anticipated Seller Ownership**) until signature by the Seller of the Project Agreements and then only as permitted therein, save to the extent that the Public Partner otherwise consents in writing.

Role	Name of Entity	Anticipated Beneficial Shareholding in the Consortium
Anchor Sponsor (If Applicable)		
Consortium Member (If Applicable)		
Consortium Member (If Applicable)		

[OR]

[Prospective Bidder] confirms that it is submitting this Prequalification Application in its own right and not as a Consortium, that it anticipates holding the entire beneficial shareholding in the Seller (and related control and other interests) (**Anticipated Seller Ownership**) and that there will be no change in the Anticipated Seller Ownership until signature by the Seller of the Project Agreements and then only as permitted therein, save to the extent that the Public Partner otherwise consents in writing.

6. *[Only include if the Prospective Bidder is a Consortium comprising at least one Consortium Member that is not an Anchor Sponsor:*

[Prospective Bidder] hereby confirms that, in the event that it is awarded the Project, the Anchor Sponsor will cover any shortfall in the equity contribution of any Consortium Member that is not an Anchor Sponsor.]

7. *[Prospective Bidder]* hereby represents and warrants that as of the date of this letter all of the information submitted in this Prequalification Application, including the enclosed forms and documents, is accurate, complete and not misleading in any respect.

Yours faithfully

Attorney for *[Prospective Bidder]* under enclosed Power of Attorney

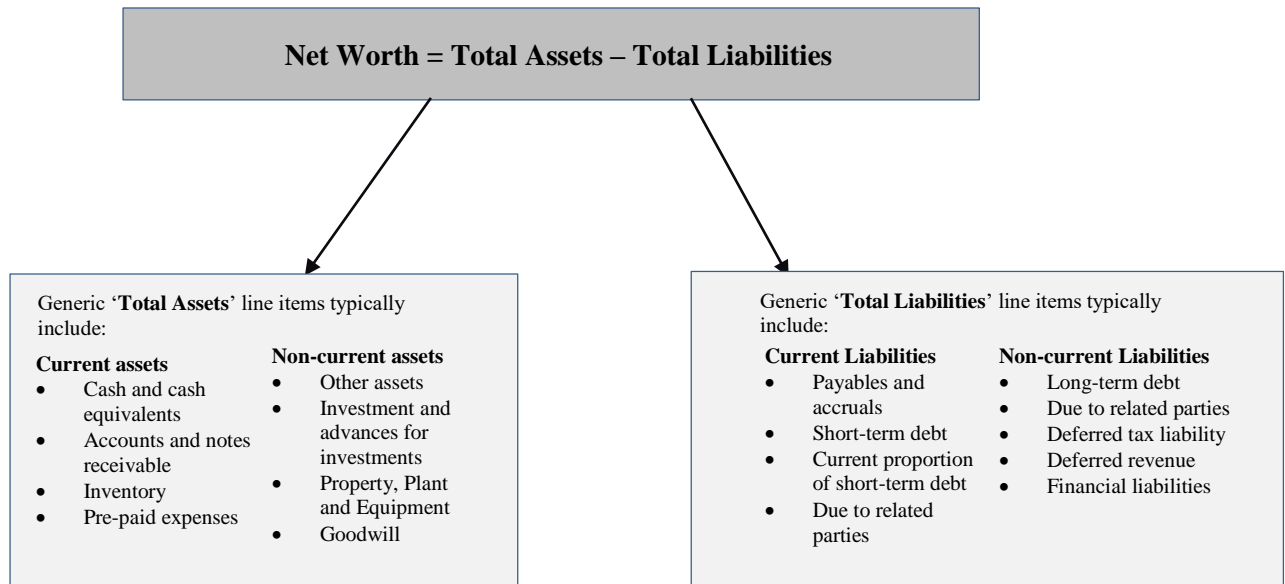
Appendix 6: PV Technical Criteria Evidence Form Spreadsheet

[to be available on the web-site of the Public Partner, the web-site of the PPPDA, and/or a data room established for purposes of the tender associated with the Projects; this is not being separately published in the mass media, but any Prospective Bidder having received a copy of this RFQ through the mass media may receive a copy of this Appendix by sending an email to the Public Partner (with a copy to the Tender Commission) at the email address set forth in Appendix 2, with a copy to the IFC Advisory Team as stipulated in such Appendix]

Appendix 7: Financial Qualification Excel Spreadsheet and Net Worth Calculation

Bidders are only required to complete the cells that are in yellow and to select the applicable currency of their financial statements from the available drop down menu. The spreadsheet will automatically insert the relevant exchange rate at year-end.

Net Worth Calculation – Example of Line Items



Appendix 8: Frequently Asked Questions

Prospective Bidders are requested to carefully review the following FAQs before submitting any clarification request during the clarification request period.

No.	Question	Answer
Consortia FAQs		
1.	Please clarify whether a Prospective Bidder who is determined at the RFQ stage to not satisfy the minimum requirements necessary to be a Prequalified Bidder may participate at the RFP stage in a Consortium led by a Prequalified Bidder, either as an Anchor Sponsor or just a Consortium member.	<p>A legal entity or individual who is no longer participating or involved directly or indirectly in a Prequalification Application (such as one who was not successfully pre-qualified) is not barred from participation at the RFP stage in a different Prequalification Application as a member of a Consortium that is changed in accordance with section 3.7 of the RFQ, provided that such legal entity or individual may only participate in one Prequalification Application at a time pursuant to section 3.6 of the RFQ.</p> <p>Note, however, that after the Prequalification Application deadline, a newly introduced Anchor Sponsor or other Consortium Member, may only be added to a Consortium in accordance with section 3.7.</p>
2.	Can the Anchor Sponsor of a Consortium be a state-owned enterprise?	<p>Pursuant to section 5.7 of the RFQ, this procurement is being conducted consistent with the World Bank Procurement Rules. Section 3.23.b of the World Bank Procurement Rules imposes certain restrictions on the participation of state-owned enterprises or institutions of the host country in this procurement. Thus, state-owned enterprises of Uzbekistan may only participate in this procurement in accordance with Section 3.23.b of the World Bank Procurement Rules.</p> <p>The RFQ does not prohibit other state-owned enterprises that would meet the requirements of the RFQ from participating in a Consortium as Anchor Sponsor or otherwise.</p>
3.	May an Anchor Sponsor enter into an agreement before the submission of Proposals concluding the RFP stage that commits the Anchor Sponsor to transfer, or to have an option to transfer, all or part of its shares to another Anchor Sponsor or a third party if the original Anchor Sponsor maintains its initial shareholding ratio for at least 2 years after the Commercial Operations Date?	<p>Section 3.3(b) of the RFQ states that “there shall be no contractual or other arrangement in respect of any Anchor Sponsor that purports to transfer, assign or delegate to any third party any right, title, or interest in respect of any part of the controlling interest or any minimum individual interest.” The requirements for an Anchor Sponsor’s controlling interest are provided in section 3.3(a) of the RFQ. The Project Agreements to be executed by the winning bidder will also include requirements to maintain a minimum interest.</p>

No.	Question	Answer
4.	Is a Prospective Bidder that is a Consortium required to submit with its Prequalification Application a copy of any consortium agreement or similar documents other than the documents required to be included with the confirmation letter?	A Prospective Bidder that is a Consortium is not required to provide a copy of any consortium agreements or other arrangements between Consortium members separate from and in addition to documents to be provided under section 4 of the RFQ.
Technical Qualification FAQs		
5.	May a Consortium made up of an Anchor Sponsor and multiple other Consortium members jointly provide reference projects in order to jointly (aggregating their project references) meet a Small PV Technical Criterion even where the project experience of the single Anchor Sponsor (without the others) would not satisfy the Small PV Technical Criterion?	<p>Pursuant to section 4.2 of the RFQ, a Small PV Technical Criterion must be met by the Prospective Bidder, and pursuant to sections 3.1 and 3.3 of the RFQ the Prospective Bidder may be a Consortium that includes a single Anchor Sponsor. Under section 4.2.1, the capacity of power projects may be aggregated to meet a Small PV Technical Criterion (<i>e.g.</i>, two 50 MWac projects may aggregate capacity to reach 100 MWac). Pursuant to section 4.2.4 of the RFQ, the relevant project experience necessary to count towards the satisfaction of a Small PV Technical Criterion must reside with the Anchor Sponsor. Thus, where the Prospective Bidder is a Consortium that includes an Anchor Sponsor and one or more other Consortium members, the Small PV Technical Criterion must be met by the Consortium, and this may be done by aggregating relevant project experience residing solely within the Anchor Sponsor.</p> <p>Similar principles would apply with respect to a Medium PV Technical Criterion (see section 4.2.2), and Large PV Technical Criterion (see section 4.2.3).</p>
6.	For the purposes of determining whether a power plant may be recognized as evidence of meeting a Small PV Technical Criterion under section 4.2.4(d)(ii) of the RFQ, may a Prospective Bidder round the percentage held by private sector investors to the nearest whole percent?	<p>Pursuant to section 4.2.4(d) of the RFQ, the Anchor Sponsor must have held a direct or indirect shareholding in the power plant greater than the Relevant Percentage. The Relevant Percentage is a minimum shareholding position. The RFQ does not specify that Prospective Bidders may round percentages to meet this requirement.</p> <p>Similar principles would apply with respect to a Medium PV Technical Criterion, and Large PV Technical Criterion.</p>

No.	Question	Answer
7.	<p>What is the end date of the Relevant Period for recognizing a power plant as evidence of meeting a Small PV Technical Criterion (<i>i.e.</i>, for power plant availability data and ownership)?</p>	<p>Section 4.2.4(e) of the RFQ defines the Relevant Period for availability data as either</p> <ul style="list-style-type: none"> (a) the entire period of commercial operation for power plants falling under section 4.2.4(d)(i) of the RFQ (<i>i.e.</i>, for power plants with between one and three years of commercial operation prior to the Prequalification Application deadline); or (b) or the last three years during which the Anchor Sponsor held a direct or indirect shareholding in the power plant greater than 25% for power plants falling under section 4.2.4(d)(ii) of the RFQ (<i>i.e.</i>, for power plants with three or more years of commercial operation prior to the Prequalification Application deadline). <p>Sections 4.2.4(d)-(e) of the RFQ therefore establish that the latest possible end date of the Relevant Period is the later of (a) the last day of the last three-year period during which the Anchor Sponsor held a direct or indirect shareholding in the power plant greater than 25%; and (b) the Prequalification Application deadline.</p> <p>Similar principles would apply with respect to a Medium PV Technical Criterion, and Large PV Technical Criterion.</p>

No.	Question	Answer
8.	<p>May a Prospective Bidder use an end date for the Relevant Period reasonably in advance of the Prequalification Application deadline so as to allow for a period for the processing of data and calculating average availability under section 4.2.4(e) of the RFQ to satisfy a Small PV Technical Criterion, as it is not possible to provide reports on data for the last month before the Prequalification Application deadline?</p>	<p>Section 4.2.4(e) of the RFQ provides that for a power plant to be recognized as evidence of meeting a Small PV Technical Criterion, it must have achieved the average availability minimums provided in section 4.2.4(e) for the duration of the Relevant Period.</p> <p>Section 4.2.4(e) of the RFQ defines the Relevant Period for availability data as either:</p> <ul style="list-style-type: none"> (i) the entire period of commercial operation for power plants falling under section 4.2.4(d)(i) of the RFQ (<i>i.e.</i>, for power plants with between one and three years of commercial operation prior to the Prequalification Application deadline); or (ii) or the last three years during which the Anchor Sponsor held a direct or indirect shareholding in the power plant greater than 25% for power plants falling under section 4.2.4(d)(ii) of the RFQ (<i>i.e.</i>, for power plants with three or more years of commercial operation prior to the Prequalification Application deadline). <p>Sections 4.2.4(d)-(e) of the RFQ therefore establish that the latest possible end date of the Relevant Period is the later of (i) the last day of the last three-year period during which the Anchor Sponsor held a direct or indirect shareholding in the power plant greater than 25%; and (ii) the Prequalification Application deadline.</p> <p>However, a Prospective Bidder may select a date for the end of the Relevant Period that is reasonably prior to the Prequalification Application deadline and monthly reports provided pursuant to section 4.2.5(c)(i) may be provided through the end of such period prior to the Prequalification Application Deadline. For example, if a Prospective Bidder submits its Prequalification Application on September 26, 2021, and at such time has availability data accumulated and processed only through August 30, 2021, the end of the Relevant Period would reasonably be August 30, 2021. The selection of such an end of the Relevant Period date in accordance with the foregoing as provided in the example would be chosen merely as an administrative convenience to enable a Prospective Bidder to gather data, prepare calculations, and submit a timely Prequalification Application.</p> <p>Similar principles would apply with respect to a Medium PV Technical Criterion, and Large PV Technical Criterion.</p>

No.	Question	Answer
9.	<p>For a power plant to be recognized as evidence of meeting a Small PV Technical Criterion pursuant to section 4.2.1 of the RFQ and in relation to the requirements of section 4.2.5(b) as to the name of both the SPV and parent company related to a project used to satisfy a Small PV Technical Criterion, how should an Anchor Sponsor provide evidence of ownership of the relevant plant if the Anchor Sponsor is itself the project company for the relevant plant?</p>	<p>Section 4.2.4(d) of the RFQ provides that an Anchor Sponsor must have held a direct or indirect shareholding in the power plant in the percentage and for the time periods specified in section 4.2.4(d) in order for such power plant to be recognized as evidence of meeting a Small PV Technical Criterion.</p> <p>Section 4.2.5(b) of the RFQ requires a Prospective Bidder to provide, among other things listed in section 4.2.5, the name of the SPV and its ultimate parent company or companies through which the Anchor Sponsor held its shares, together with the percentage of such shares held, as evidence of the ownership required under section 4.2.4 of the RFQ.</p> <p>Section 4.2.5(c)(ii) of the RFQ requires that an Anchor Sponsor provide evidence of its ownership of the relevant power plant by providing extracts from its financial statements (either audited or non-audited and accompanied by a written opinion) showing such ownership during the Relevant Period.</p> <p>If the Anchor Sponsor owns the plant directly (<i>i.e.</i>, there is no applicable SPV between the Anchor Sponsor and the power plant), the Anchor Sponsor should, in providing the information required in section 4.2.5(b), list itself along with a statement as to its percentage of direct ownership of the relevant power plant and a clarifying statement that there was no separate SPV in relation to such project. The Anchor Sponsor’s ownership should be demonstrated through the evidence provided in accordance with section 4.2.5(c)(ii) of the RFQ.</p> <p>Similar principles would apply with respect to a Medium PV Technical Criterion, and Large PV Technical Criterion.</p>
10.	<p>Will minimum qualification criteria be provided for EPC or O&M contractors?</p>	<p>Contractor qualifications are not addressed by the RFQ and need not be addressed in a Prequalification Application. Contractor qualification requirements will be provided at the RFP stage.</p>
<p>Financial Qualification FAQs</p>		
11.	<p>Does section 4.3.2(b)(i) of the RFQ, which states that “the Anchor Sponsor shall have a Net Worth of at least US\$50m (fifty million US dollars) or equivalent” for a Small PV Financial Criterion mean that the Anchor Sponsor alone must have a Net Worth over US\$50m (fifty million US dollars) or that the sum of Net Worth of the Anchor Sponsor together with all Consortium members shall be at least US\$50m (fifty million US dollars)?</p>	<p>Pursuant to section 4.3.2(b)(i) of the RFQ, if the Prospective Bidder is a Consortium, the Anchor Sponsor in such Consortium shall itself have a Net Worth of at least US\$50m (fifty million US dollars) to satisfy the Small PV Financial Criterion. Thus, the Net Worth of the Anchor Sponsor itself (without aggregating any other Consortium members) shall be considered. The calculation of Net Worth is specified in section 4.3.1 and Appendix 7 to the RFQ.</p> <p>Similar principles would apply with respect to a Medium PV Financial Criterion, and Large PV+Battery Financial Criterion.</p>

No.	Question	Answer
Legal Qualification FAQs		
12.	<p>May a Prospective Bidder meet the requirement to provide a legal opinion under section 4.4.3(e) of the RFQ by either</p> <p>(a) having the power of attorney(s) signature certified by a public notary in the Prospective Bidder's country/ies of incorporation;</p> <p>(b) providing an affidavit in the form of the legal opinion; or</p> <p>(c) providing a legal opinion from a lesser known law firm registered in the Prospective Bidder's country/ies of incorporation,</p> <p>each as an alternative to providing a legal opinion from an internationally recognized and reputable law firm(s), if foreign law firms in the Prospective Bidder's country/ies of incorporation are not permitted to issue legal opinions?</p>	<p>Section 4.4.3(e) of the RFQ requires that Prospective Bidders provide a legal opinion from "internationally recognized and reputable law firm(s) qualified to opine on the laws of the country/ies of incorporation of the relevant Prospective Bidder and/or Consortium Member(s)."</p> <p>There is no requirement that the law firm issuing the opinion have offices internationally or even beyond the jurisdiction in which the Prospective Bidder is incorporated. The intent of section 4.4.3(e) is that the firm be qualified to give the opinion (<i>e.g.</i>, legal counsel in the country of incorporation) and that the firm be recognized and reputable. There are recognized and reputable law firms in virtually all jurisdictions around the world. For example, a leading research company, Chambers,²² identifies lawyers and operates in more than 200 jurisdictions worldwide. Thus, as described in variant (c) in the question, a Prospective Bidder may provide a legal opinion from a law firm registered in the Prospective Bidder's country of incorporation, but that law firm should be recognized and reputable, though it need not have offices internationally or even outside that country in which the Prospective Bidder is incorporated.</p>

²² See <https://chambers.com/guide/global?publicationTypeId=2&practiceAreaId=852&subsectionTypeId=1&locationId=227>.

No.	Question	Answer
13.	<p>May a Prospective Bidder provide a power of attorney limited to matters relating to submission of the Prequalification Application if corporate governance protocols of a particular Prospective Bidder or Consortium member prohibit it from issuing a power of attorney in the form provided as Appendix 4 (<i>i.e.</i>, covering all stages of the Process)?</p>	<p>Pursuant to section 4.4.3(d) of the RFQ, if a power of attorney in the form provided as Appendix 4 to the RFQ is not effective or appropriate for a particular Prospective Bidder or Consortium member, advance clarification and approval of an alternative form of document should be sought in accordance with the process described in section 5.1 of the RFQ.</p> <p>The Public Partner is hereby granting as provided in section 4.4.3(d) a general pre-approval of an alternative to a power of attorney as follows: Where the corporate governance protocols of a particular Prospective Bidder or Consortium member <u>prohibit it</u> from providing a power of attorney authorizing a representative to represent the Prospective Bidder or Consortium member in “all matters related to the Process including the signing, executing and submitting all bids, proposals, contracts, undertakings and other documents relating to the Process (including the Project Agreements)” as provided in Appendix 4 at the RFQ stage, the Prospective Bidder or Consortium member may provide a power of attorney authorizing a representative to represent the Prospective Bidder or Consortium member in “all matters related to the Process including the signing, executing and submitting all bids, proposals, contracts, undertakings and other documents relating to the Process at the stage of request for prequalification,” provided that such Prospective Bidder or Consortium member, must provide a full power of attorney in the form provided in Appendix 4 to the RFQ (<i>i.e.</i>, covering execution and submission of the Project Agreements) with a Proposal at the RFP stage in order for such Proposal to be considered complete.</p> <p>Any power of attorney provided in accordance with the foregoing remains subject to the requirements of section 4.4.3(e) of the RFQ and, where a power of attorney is limited to the RFQ stage on the basis of the foregoing grant of general approval, the legal opinion required under section 4.4.3(e) must include an opinion that the corporate governance protocols of a particular Prospective Bidder or Consortium member prohibit it from providing a power of attorney in the full form provided as Appendix 4 to the RFQ at the RFQ stage.</p> <p>The foregoing grant of general approval does not limit the ability of Prospective Bidders to request other alternatives as provided for in section 4.4.3(d).</p>

No.	Question	Answer
14.	<p>May a Prospective Bidder provide a board resolution authorizing the person signing and submitting the Prequalification Application on behalf of the Prospective Bidder in lieu of a power of attorney under section 4.4.3(d) of the RFQ?</p>	<p>Pursuant to section 4.4.3(d) of the RFQ, if a power of attorney is not effective or appropriate for a particular Prospective Bidder or Consortium member, advance clarification and approval of an alternative form of document, such as a board resolution, should be sought in accordance with the process described in section 5.1 of the RFQ.</p> <p>Pursuant to section 4.4.3(e) of the RFQ, a Prospective Bidder must provide a legal opinion from internationally recognized and reputable law firm(s) qualified to opine on the laws of the country/ies of incorporation of the relevant Prospective Bidder and/or Consortium Member(s) (as applicable) confirming any approved alternative form of document provided in lieu of a power of attorney pursuant to section 4.4.3(d) of the RFQ.</p> <p>The Public Partner is hereby granting as provided in section 4.4.3(d) a general pre-approval of an alternative to a power of attorney as follows: Where the Anchor Sponsor's <u>employee</u> is to sign and submit a Prequalification Application on behalf of the Prospective Bidder, it is approved that such Anchor Sponsor may, as an alternative to a power of attorney, submit a board resolution substantively similar in scope to Appendix 4 to the RFQ. Such a Prospective Bidder would still be required to satisfy the requirements of section 4.4.3(e) by providing a legal opinion in relation to such board resolution. This approval applies only with respect to circumstances where the person signing and submitting the Prequalification Application is an employee of the Anchor Sponsor making a submission on behalf of the Prospective Bidder.</p> <p>The foregoing grant of general approval does not limit the ability of Prospective Bidders to request other alternatives as provided for in section 4.4.3(d).</p>
Process and Miscellaneous FAQs		
15.	<p>Is it possible for Prospective Bidders to access the Virtual Data Room (VDR) prior to submitting a Prequalification Application?</p>	<p>No. Pursuant to section 5.5.3(c) of the RFQ, the VDR will not be open to Prospective Bidders prior to the Prequalification Application deadline.</p>
16.	<p>Please clarify the contract currency, payment scheme, banking and conversion requirements, and investor protections in the Project Agreements.</p>	<p>Pursuant to section 2.3 of the RFQ, the Public Partner will make various reports and documents, including the Project Agreements, legal due diligence report, and indicative term sheets for financing, available to Prequalified Bidders on or prior to the RFP stage. This material will not be provided to Prospective Bidders during the RFQ stage.</p>

No.	Question	Answer
17.	Will conditions created by the SARS-CoV-2 pandemic be considered in evaluating requests for extension?	The known impacts of the SARS-CoV-2 pandemic will not justify an extension of submission deadlines absent other extraordinary and unforeseen developments.