



REQUEST FOR PROPOSAL (RFP)

DATE: 01 August 2019
REFERENCE: RFP GP600717

Dear Sir / Madam:

We kindly request you to submit your Proposal for **Drafting a Power Purchase Agreement – (PPA)**.

Please be guided by the forms attached hereto as Annexes 1 and 2 in preparing your Proposal.

Requests for clarifications may be submitted by email to gpucree@undp.org before **15 August 2019** at 18:00h (Copenhagen Time). Please refer to the case number in the Email Subject (RFP GP600717).

Proposals may be submitted on or before **22 August 2019 at 18.00h** (Copenhagen Time) and via email to gpucree@undp.org (Subject: RFP GP600717 – Proposal Submission)

Your Proposal must be expressed in the English, and valid for a minimum period of 90 days. In the course of preparing your Proposal, it shall remain your responsibility to ensure that it reaches the address above on or before the deadline. Proposals that are received by UNDP after the deadline indicated above, for whatever reason, shall not be considered for evaluation. If you are submitting your Proposal by email, kindly ensure that they are signed and in the .pdf format, and free from any virus or corrupted files.

Services proposed shall be reviewed and evaluated based on completeness and compliance of the Proposal and responsiveness with the requirements of the RFP and all other annexes providing details of UNDP requirements.

The Proposal that complies with all of the requirements, meets all the evaluation criteria and offers the best value for money shall be selected and awarded the contract. Any offer that does not meet the requirements shall be rejected.

Any discrepancy between the unit price and the total price shall be re-computed by UNDP, and the unit price shall prevail, and the total price shall be corrected. If the Service Provider does not accept the final price based on UNDP's re-computation and correction of errors, its Proposal will be rejected.

No price variation due to escalation, inflation, fluctuation in exchange rates, or any other market factors shall be accepted by UNDP after it has received the Proposal. At the time of Award of Contract or Purchase Order, UNDP reserves the right to vary (increase or decrease) the quantity of services and/or goods, by up to a maximum twenty-five per cent (25%) of the total offer, without any change in the unit price or other terms and conditions.

Any Contract or Purchase Order that will be issued as a result of this RFP shall be subject to the General Terms and Conditions attached hereto as Annex 3. The mere act of submission of a Proposal implies that the Service Provider accepts without question the General Terms and Conditions of UNDP.

Please be advised that UNDP is not bound to accept any Proposal, nor award a contract or Purchase Order, nor be responsible for any costs associated with a Service Providers preparation and submission of a Proposal, regardless of the outcome or the manner of conducting the selection process.

UNDP's vendor protest procedure is intended to afford an opportunity to appeal for persons or firms not awarded a Purchase Order or Contract in a competitive procurement process. In the event that you believe you have not been fairly treated; you can find detailed information about vendor protest procedures in the following link:

<http://www.undp.org/content/undp/en/home/operations/procurement/business/protest-and-sanctions.html>

UNDP encourages every prospective Service Provider to prevent and avoid conflicts of interest, by disclosing to UNDP if you, or any of your affiliates or personnel, were involved in the preparation of the requirements, design, cost estimates, and other information used in this RFP.

UNDP implements a zero tolerance on fraud and other proscribed practices, and is committed to preventing, identifying and addressing all such acts and practices against UNDP, as well as third parties involved in UNDP activities. UNDP expects its Service Providers to adhere to the UN Supplier Code of Conduct found in this link:

https://www.un.org/Depts/ptd/sites/www.un.org.Depts.ptd/files/files/attachment/page/pdf/unscs/conduct_english.pdf

Thank you and we look forward to receiving your Proposal.

Sincerely yours,

***Crisis Response, Energy and Environment Team (CREE) | Procurement Services Unit
Bureau of Management Services | United Nations Development Programme***

Description of Requirements / Terms Of Reference

Context of the Requirement	<p>The United Nations Development Programme (UNDP) is a global knowledge network that promotes human development and connects countries with knowledge, experiences and resources to help people build a better life. UNDP works with countries to develop and implement their own solutions to development challenges. In line with The Gambia's National Development Strategy, the UNDCF and the UNDP Strategic Plan, we are committed to supporting the Government and people of The Gambia. UNDP works supporting people in a number of areas in line with the Sustainable Development Goals (SDGs).</p> <p>In order to strengthen Gambia's energy sector, and to facilitate the Gambian people's access to electricity, UNDP is seeking support of a specialized firm or consultant service provider to draft a Power Purchase Agreement (PPA) for a solar PV project that is being developed in that country. UNDP is facilitating the development process of a 10MW solar powerplant in The Gambia by, inter alia, assisting in establishing the legal framework of the project.</p> <p>UNDP partners with UNCDF who will be providing a liquidity support and partial risk guarantee as a risk mitigation tool for the project. This contract will reference the PPA with respect to termination and compensation provisions, and the PPA should also reference that contract.</p> <p>One key contract is the PPA, which is to form the core project contract on which the Independent Power Producer (IPP) candidates can be attracted to the competitive bidding process and can price their bids.</p> <p>An initial version of the PPA has been drafted by UNDP and the Gambian Utility NAWEC. However, as this draft is deemed unsatisfactory, through this RFP UNDP seeks to engage a specialized firm to revise and update it.</p>
Implementing Partner of UNDP	UNCDF

Brief Description of the Required Services	<p>The current PPA draft (attached Annex 4) is in an early drafting stage and incomplete, and requires substantial specialized inputs and editing work to meet the requirements of international investors.</p> <p>The PPA shall be prepared in English and shall properly and comprehensively regulate the relationship between the IPP's SPV and the Utility (NAWEC). The draft shall be in such a form that it can be signed by the SPV and the Utility without any or very little negotiation.</p> <p>The PPA must be bankable with respect to its all its provisions. That is to say, it should contain standard terms that satisfy the concept of bankability by Senior Debt providers for project finance in the African Market. To this aim, the draft must include clear provisions on governing law and arbitration. We expect the service provider to ensure that that the solution drafted into the contracts is one that can be justified by contractual negotiation experience on other projects in the African market, which were supported by debt financiers.</p> <p>In addition to restructuring and editing the document, the service provider is also expected to provide advice during negotiations with NAWEC in order to opportunely conclude the PPA preparation. These discussions will take place foreseen in Banjul.</p> <p>Finally, the service provider must remain available to reply any PPA-related questions that bidders may ask during the subsequent tender.</p> <p>Shortfalls of the current PPA draft can be found in Annex 5.</p>
List and Description of Expected Outputs to be Delivered	<ul style="list-style-type: none"> • First draft (structured and complete): PO + 2 weeks • Advanced draft (for review by Utility): PO + 3 weeks • One week travel to Gambia to support negotiations with utility PO + 4 weeks • Final draft incorporating utility comments: PO + 5 weeks • Three weeks after tender publication, two days services are required to help answer any bidder's questions related to PPA specifics.
Person to Supervise the Work/Performance of the Service Provider	UNDP Project Coordinator
Frequency of Reporting	Weekly

Progress Reporting Requirements	Update on the milestones and detailed plans for the upcoming steps
Location of work	<input checked="" type="checkbox"/> At Contractor's Location
Expected duration of work	Five weeks and two days of cumulated work time
Target start date	15 September 2019
Latest completion date	31 October 2019 – final draft 30 November 2019 – Answers to bidders
Travels Expected	One week travel to Banjul, Gambia (5 days in situ).
Special Security Requirements	No Special Security Requirements
Facilities to be Provided by UNDP (i.e., must be excluded from Price Proposal)	Office space can be provided by UNDP Gambia
Implementation Schedule indicating breakdown and timing of activities/sub-activities	<input checked="" type="checkbox"/> Required
Names and curriculum vitae of individuals who will be involved in completing the services	<input checked="" type="checkbox"/> Required
Currency of Proposal	<input checked="" type="checkbox"/> United States Dollars (USD)
Value Added Tax on Price Proposal	<input checked="" type="checkbox"/> must be exclusive of VAT and other applicable indirect taxes

Validity Period of Proposals <i>(Counting for the last day of submission of quotes)</i>	<input checked="" type="checkbox"/> 90 days In exceptional circumstances, UNDP may request the Proposer to extend the validity of the Proposal beyond what has been initially indicated in this RFP. The Proposal shall then confirm the extension in writing, without any modification whatsoever on the Proposal.																	
Partial Quotes	<input checked="" type="checkbox"/> Not permitted																	
Payment Terms	<table border="1"> <thead> <tr> <th>Outputs</th><th>Percentage</th><th>Timing</th><th>Condition for Payment Release</th></tr> </thead> <tbody> <tr> <td>Advanced draft</td><td>40%</td><td>Upon completion</td><td rowspan="3"> Within thirty (30) days from the date of meeting the following conditions: a) UNDP's written acceptance (i.e., not mere receipt) of the quality of the outputs; and b) Receipt of invoice from the Service Provider. </td></tr> <tr> <td>Final draft</td><td>40%</td><td>Upon completion</td></tr> <tr> <td>Bidder's questions answered</td><td>20%</td><td>During bidding process</td></tr> </tbody> </table>				Outputs	Percentage	Timing	Condition for Payment Release	Advanced draft	40%	Upon completion	Within thirty (30) days from the date of meeting the following conditions: a) UNDP's written acceptance (i.e., not mere receipt) of the quality of the outputs; and b) Receipt of invoice from the Service Provider.	Final draft	40%	Upon completion	Bidder's questions answered	20%	During bidding process
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Bidder's questions answered	20%	During bidding process																
Person(s) to review/inspect/ approve outputs/completed services and authorize the disbursement of payment	UNDP Project Coordinator																	
Type of Contract to be Signed	<input checked="" type="checkbox"/> Purchase Order (PO)																	
Criteria for Contract Award	<input type="checkbox"/> Lowest Price Quote among technically responsive offers <input checked="" type="checkbox"/> Highest Combined Score (based on the 70% technical offer and 30% price weight distribution) <input checked="" type="checkbox"/> Full acceptance of the UNDP Contract General Terms and Conditions (GTC). This is a mandatory criterion and cannot be deleted regardless of the nature of services required. Non-acceptance of the GTC may be grounds for the rejection of the Proposal.																	

Criteria for the Assessment of Proposal	Proposals will be scored as follows:	
	I. Technical proposal*	100
	A. Expertise of the Firm	56
	Legal expertise (Law and contract management)	24
	Technical expertise (solar PV powerplants)	12
	Experience in drafting PPA's	5
	Experience in drafting PPA's in Africa	5
	Experience in drafting PPA's for Solar PV	5
	Experience in drafting PPA's for large renewable energy plants (1 point per 10MWp – maximum 5 points)	5
	B. Methodology, Its Appropriateness to the Condition and Timeliness of the Implementation Plan	14
	Score of methodology, its adequation to the TOR's and quality of the implementation plan	
	Outstanding	14
	Excellent	11.2
	Good	7
	Fair	2.8
	Poor	0
	C. Qualification of Key Personnel 30%	30
	Qualification of key personnel and suitability with the TOR	
	Outstanding	30
	Excellent	24
	Good	15
	Fair	6
	Poor	0
	II. Financial proposal (weight 30%)	100
	Shall be computed as ratio of the offeror's price to the lowest price among the proposals received by UNDP.	
	<p><i>* Bidders must obtain a minimum of 70 points in the technical evaluation in order to be considered as "technically responsive" and to pass to the financial evaluation.</i></p> <p><i>The service provided who obtains the highest Total Combined Score (Final Rating of the Proposal) will be awarded:</i></p> <p><i>Total Combined Score: (TP Rating) x (Weight of TP: 70%) + (FP Rating) x (Weight of FP: 30%)</i></p>	
UNDP will award the contract to:	<input checked="" type="checkbox"/> One and only one Service Provider <input type="checkbox"/> One or more Service Providers	

Contract General Terms and Conditions ¹	<input checked="" type="checkbox"/> General Terms and Conditions for Contracts (goods and/or services) Applicable Terms and Conditions are attached and available at: http://www.undp.org/content/undp/en/home/procurement/business/how-we-buy.html
Annexes to this RFP	<input checked="" type="checkbox"/> Form for Submission of Technical Proposal (Annex 1) <input checked="" type="checkbox"/> Form for Submission of Financial Proposal (Annex 2) <input checked="" type="checkbox"/> General Terms and Conditions for Contracts (goods and/or services) (Annex 3)
Contact Person for Inquiries (Written inquiries only) ²	<p><i>GPU CREE</i></p> <p>gpucrecree@undp.org</p> <p>Any delay in UNDP's response shall be not used as a reason for extending the deadline for submission, unless UNDP determines that such an extension is necessary and communicates a new deadline to the Proposers.</p>
Instructions for submission of proposals	<p>Proposals may be submitted on or before 22 August 2019 at 18.00h (Copenhagen Time) and via email to gpucrecree@undp.org (Subject: RFP GP600717 – Proposal Submission).</p> <p>The Financial Proposal must be submitted separately, and password protected. The password must not be sent to UNDP with the proposal submission and shall not be disclosed until UNDP requests bidders to do so.</p> <p>Proposers are solely responsible for ensuring that any and all files uploaded are readable, that is, uncorrupted, in the indicated electronic format, and free from viruses and malware. Failure to provide readable files will result in the proposal being rejected.</p>

¹ Service Providers are alerted that non-acceptance of the terms of the General Terms and Conditions (GTC) may be grounds for disqualification from this procurement process.

² This contact person and address is officially designated by UNDP. If inquiries are sent to other person/s or address/es, even if they are UNDP staff, UNDP shall have no obligation to respond nor can UNDP confirm that the query was received.

FORM FOR SUBMITTING SERVICE PROVIDER'S TECHNICAL PROPOSAL

(This Form must be submitted only using the Service Provider's Official Letterhead/Stationery³)

[insert: Location].

[insert: Date]

To: UNDP Procurement Services Unit (CREE)

Dear Sir/Madam:

We, the undersigned, hereby offer to render the following services to UNDP in conformity with the requirements defined in the RFP dated [specify date], and all of its attachments, as well as the provisions of the UNDP General Contract Terms and Conditions:

A. Qualifications of the Service Provider

The Service Provider must describe and explain how and why they are the best entity that can deliver the requirements of UNDP by providing the following:

- 1. Profile – describing the nature of business, field of expertise, licenses, certifications, accreditations;*
- 2. Business Licenses – Registration Papers, Tax Registration and latest Tax Payment Certificate.*
- 3. At least 5 years of relevant experience*
- 4. Latest Audited Financial Statements of the last 3 years – income statement and balance sheet to indicate its financial stability, liquidity, credit standing, and market reputation, etc.;*
- 5. Proven Track Record:*
 - a) List of clients for similar services as those required by UNDP, indicating description of contract scope, contract duration, contract value, contact references.*
 - b) Minimum 3 similar assignments; one of which must be a PPA; preferably for a large solar plant, preferably in an African context*
 - c) Experience working in Africa*

³ Official Letterhead/Stationery must indicate contact details – addresses, email, phone and fax numbers – for verification purposes

6. *Statements of satisfactory performance of at least 3 previous clients (in the last 3 years)*
7. *Certificates and Accreditation – including Quality Certificates (ISO 9001 or equivalent), Environmental Sustainability Certificates (ISO 14001 or equivalent, including statements of sustainable business practices).*
8. *Written Self-Declaration that the company is not in the UN Security Council 1267/1989 List, UN Procurement Division List or Other UN Ineligibility List.*
Written Acceptance of the General Terms and Conditions for Contracts (goods and/or services) attached as Annex 3

B. Proposed Methodology for the Completion of Services

The Service Provider must describe how it will address/deliver the demands of the RFP; providing a detailed description of the essential performance characteristics, reporting conditions and quality assurance mechanisms that will be put in place, while demonstrating that the proposed methodology will be appropriate to the local conditions and context of the work.

C. Qualifications of Key Personnel

The Service Provider must provide:

- a) *Names education and qualifications of the key personnel that will perform the services indicating who is Team Leader, who are supporting, etc.;*
- b) *CVs demonstrating qualifications must be submitted; and*
- c) *Written confirmation from each personnel that they are available for the entire duration of the contract.*

D. Financial Offer

The Service Provider must use the form attached as Annex 2 and follow the instructions provided

FORM FOR SUBMITTING SERVICE PROVIDER'S FINANCIAL PROPOSAL

(This Form must be submitted only using the Service Provider's Official Letterhead/Stationery ⁴)

A. Cost Breakdown per Deliverable*

	Deliverables <i>[list them as referred to in the RFP]</i>	Percentage of Total Price <i>(Weight for payment)</i>	Price <i>(Lump Sum, All Inclusive)</i>
1	Deliverable 1: Advanced draft	40%	
2	Deliverable 2: Final draft	40%	
3	Deliverable 3: Replies to bidder's questions	20%	
	Total	100%	

**This shall be the basis of the payment tranches*

B. Cost Breakdown by Cost Component:

Description of Activity	Remuneration per Unit of Time	Total Period of Engagement	No. of Personnel	Total Rate
I. Personnel Services				
1. Services from Home Office				
a. Expertise 1				
b. Expertise 2				
II. Out of Pocket Expenses and other				
a. Travel				

⁴ Official Letterhead/Stationery must indicate contact details – addresses, email, phone and fax numbers – for verification purposes

b. Communications				
c. Others				
III. Totals				

*[Name and Signature of the Service Provider's
Authorized Person]*

[Designation]

[Date]