



Pre-Qualification Document

for

**20-50 MW CAPTIVE POWER PLANTS TO
SERVE INDUSTRIAL ESTATES OF
KHYBER PAKHTUNKHWA
(ANY TECHNOLOGY AND ANY
CONFIGURATION with POWER OFF-
TAKE GUARANTEES)**

Government of the Khyber Pakhtunkhwa
KP Board of Investment & Trade
(KP BOI&T)
Energy & Power Department

No. ENP/PQD/PPP / _____ Dated: ____/____/2014

Issued to: M/s -----

Registration No. -----

TABLE OF CONTENTS**Part-1****Pre-Qualification Document**

Definitions	5-7
1. General	8
1.1. Project Brief	8
1.2. Statement of Qualification	8
1.3. Discretion	9
1.4. Currency	9
1.5. Interpretation & Final Determination	9
2. Pre-Qualification	9
2.1. Eligibility Requirements	9
2.2. Basis for Disqualification	10
3. Financial & Technical Information	11
3.1. Financial Information	
3.1.1 Net Worth	11
3.2. Technical Information	11
3.2.1 Experience of Power Projects	11
3.2.2 Raw Site Proposal	11
4. Credit Rating/Financial Statement Data	12
5. Compliance Documents	12
5.1. Formats	12
5.2. Consortium Agreement	13
5.3. Foreign Instruments	13
6. Submission of SOQ	13
6.1. Timing, Number of Copies and Filing Requirements	13
6.2. Sealing and Marking of SOQ	14
6.3. Additional Information/Queries	14
7. Material Change	14
8. Review and Evaluation of SOQ	14
8.1. Review and Evaluation	14
8.2. Supplementary Information	15
8.3. Return of SOQ	15
8.4. No Reimbursement of Costs	15
9. Notification of Pre-Qualification	14
10. Discharge and Exemption	15
11. Use of Information	15
12. Governing Law	15

Part-II

Annexure

Annexure	A	SOQ Letter	16-17
Annexure	B	Credit Rating/Financial Statement Strength	18-19
Annexure	C	Experience of Power Project	20
Annexure	D-1	Power of Attorney	21
Annexure	D-2	Power of Attorney	22
Annexure	E	Affidavit of Applicant	23
Annexure	F-1	Consortium Agreement	24
Annexure	F-2	Legal Opinion on Consortium Agreement	25

DEFINITIONS

Sponsor	An individual, Company or a Corporation, who must have registered with Energy & Power Department (herein called “EnP” ‘ENP” or “the department”) after procuring this PQD and who shall be considered as the Main Sponsor in terms of this PQD.
Sponsors	In the case of a Consortium the Sponsors shall comprise of the entire Consortium. The main Sponsors must have registered with EnP in terms of this PQD.
Corporation	Includes companies, firms and such other legal entities duly incorporated under the laws of the country, where such entities Head Office is situated and recognized as having legal personality under the laws of that country, whether in Pakistan or not and other than individuals.
Consortium	Where the Sponsors are comprised of a group of individuals and/or Corporations, who have submitted SOQ as per the requirements of this PQD. The Main Sponsor shall represent and bind all Sponsor(s) of the Consortium in all matters connected with the Project, including submission of SOQ on behalf of the Consortium.
CPP	Captive Power Plant installed for serving any one or more industrial estates stipulated in the PQD defined as Projects.
Due Time/Date of PQD	4 pm on 15th August, 2014
LOI	Letter of Interest
LOS	Letter of Support
Main Sponsor	If the Sponsors are a Consortium one of the Sponsors designated as the Main Sponsor in the SOQ, having a lead role and possessing sufficient financial strength to hold at least 20% of the equity in the Project Company during the lock-in-period, which will be from the date of issuance of the Letter of Support, till the sixth anniversary of the successful COD of the plant and who has been duly appointed by all Consortium Sponsor(s) to submit and sign on their behalf all documents required hereunder to bind

the entire Consortium to the contents thereof in entirety and severity.

Net worth

Net worth is the sum of total assets less the sum of total liabilities

In the case of a Corporation, the net worth will be determined on the basis of an average of the last three (3) years audited financial statements or the audited financial account of the year 2013, whichever is better.

In the case of an individual the net worth will be determined on the basis of his cash, liquid assets, deposits, Government securities, shares and property owned. Where immovable property is included in the total assets of an individual, the value of the property must be certified by an evaluator ranked in 'Category I' by the Banking Association of Pakistan (BAP). 60% (sixty percent) of the value of the total immovable property will be considered for purposes of determination of individual(s) net worth. In the case of foreign immovable property a reputable foreign evaluator acceptable to ENP may certify the same.

In the case of a Consortium, the collective Net Worth of all Sponsor(s) will be considered as Net worth of the Consortium.

ENP

Energy & Power Department, Khyber Pakhtunkhwa.

PQD

This Pre-Qualification Document containing eligibility criteria for Pre-Qualification and basis for Disqualification.

Project

20 to 50 MW Power Plant at the following Industrial Estates of Khyber Pakhtunkhwa (Investor's choice on technology and configuration):

- 1. Gadoon Amazai**
- 2. Hattar**
- 3. Hayatabad, Jamrud Road Peshawar**
- 4. Nowshera**
- 5. Risalpur**

Prospective sponsors will provide, with statement of qualification, their order of preference for above sites. Sponsor(s) can also identify other locations which will be considered for development of Projects.

Pre-Qualified Sponsors

Sponsor(s) that fulfill the eligibility requirements set out in Section 2.1 and are not disqualified in terms of Section 2.2 will be considered a Pre-Qualified Sponsor after issuance of a Notification of Pre-Qualification by ENP.

SOQ

The Statement of Qualifications (SOQ) to be submitted by the Sponsor(s), containing the information as set out and required under this PQD and including such additional/ supplemental information that may subsequently be provided to ENP in response to a request by ENP or otherwise provided here-under. ***Note: there is no fee for registering with EnP for these projects or submitting of PQD.***

1. GENERAL

1.1 Project Brief

The Sponsor(s) will submit the proposal(s) to develop Captive Power Project(s) (CPP) to supply power to one or more industrial estates of Khyber Pakhtunkhwa under the provisions of LOI and completing all other formalities as stipulated herein. The Sponsor may offer any technology or configuration for CPP ranging 20 to 50 MW. The Sponsor/SPV/CPP may sell power to the industrial areas through NTDCL, CPPA, SPV created by Government of Khyber Pakhtunkhwa or directly at Sponsors own choice. Government of Khyber Pakhtunkhwa will assist and facilitate buying and/or acquisition of land and in getting provincial and federal approvals.

1.1A Criteria of Selection

The Government of Khyber Pakhtunkhwa shall guarantee off-take of full power at the least levelized tariff (cents/kwhr) for 25 years at notional 12% Discount Rate, minimum 85% Plant Factor, minimum 90% Availability, environmentally acceptable under the EPA and KP EPA Guidelines and Rules and consistent with laws of Pakistan and Khyber Pakhtunkhwa. COD may not be more than 3.5 years from issuance of LOI. The Sponsor(s)/Consortium may bid for supply of power to more than One (01) industrial estates. **Evaluation** will be performed based on Least Levelized Tariff (cents/kwhr) for CPP offered at each industrial estate and earliest COD. At the time of submitting RFP the Sponsor/Consortium shall also provide Fuel Formula/bench marking to some international or national criteria. Although Heat Rate, if any shall not be the criteria for bid evaluation but sponsors shall be required to provide Heat Rate at 20, 50, 80 and 100% Plant throughput in case of thermal power plants.

1.1B Pre-Bid Meetings

Pre-Bid meetings will be held as follows:

1. First Pre-Bid Meeting at 10 am on Tuesday 15th July, 2014 at PC, Peshawar
2. First Pre-Bid Meeting at 10 am on Thursday 17th July, 2014 at Marriot, Islamabad
3. Second Pre-Bid Meeting at 10 am on Tuesday 5th August, 2014 at PC, Peshawar
4. Second Pre-Bid Meeting at 10 am on Thursday 7th August, 2014 at Marriot, Islamabad

1.2 Statement of Qualifications and RFPs

Information provided in the SOQ will be examined by ENP to evaluate the technical and financial strength of Sponsor(s) for the purposes of Pre-Qualification in respect of the proposed

Project. The evaluation will be carried out in terms of PQD/SOQ submitted. Only qualified Sponsors shall be issued RFPs for Captive Power Plant at each industrial estates.

1.3 Discretion

Notwithstanding anything contained herein, ENP may in its discretion reject any or all SOQs without assigning any reason whatsoever and shall not be called in question or litigation by Sponsors.

1.4 Currency

All financial information in this PQD will be provided in United States Dollars (USD) or equivalent Pak Rupees.

1.5 Interpretation & Final Determination

The interpretation and final determination of any matter relating to the PQD and all enclosed Documents, Sections, Annexure, Compliance Documents etc. as well as any additional or supplementary information required by ENP, will be at ENP's sole discretion which shall be final and binding on all Sponsor(s).

2. PRE-QUALIFICATION

2.1 Eligibility Requirements

Sponsor(s) must fulfill all the following eligibility requirements, to the satisfaction of ENP, for Pre-Qualification:

- (a) The Registered Sponsor(s) must submit complete information in this PQD to ENP by the Due Date. In addition, the Sponsor(s) must submit all additional / supplemental information if requested for by ENP during review of the SOQ.
- (b) If the Sponsors are a Consortium, there must be a Main Sponsor appointed through a Power of Attorney executed by all other Consortium Sponsor(s) referred to in Section 5.
- (c) The Sponsor(s) must comply with all the requirements of this PQD.
- (d) The Net worth of the Sponsor(s) must be in accordance with Section 3.1.1(i).
- (e) The Net worth of the Main Sponsor must be in accordance with Section 3.1.1(ii).
- (f) The Sponsor (or in the case of a Consortium one of the Sponsors) must have 'Experience of Power Projects'. For explanation see Section 3.2.
- (g) The Sponsor(s) must have submitted and executed the Compliance Documents referred to in Section 5 in the form and manner prescribed and submitted the same to ENP part of the SOQ through courier only.
- (h) The Main Sponsor in the SOQ will be required to hold at least 20% of the equity of the project company during the "lock-in-period" which will be from the date of issuance the Letter of Support till the sixth anniversary of the successful commissioning of the plant. The Pre-Qualified Sponsor(s) must similarly together hold 51% of the equity for the same period.
- (i) When the Sponsor(s) is/are a new company specifically incorporated for submission of a raw site proposal the eligibility requirements shall be applicable to the shareholders of the new company rather than to the new company itself.

- (J) The sponsor must submit a comprehensive proposal for the raw site in accordance with section 3.2.2.

2.2 Basis for Disqualification

The following may be the basis for disqualification of a Sponsor(s) by ENP at any time/stage:

- (a) if the Sponsor(s) fails to comply with any of the requirements of Section 2.1, in the time, form and manner prescribed;
- (b) misrepresentation, withholding or concealment of information in the SOQ by the Sponsor(s);
- (c) if the Sponsor(s) fails to disclose or provide any additional information as may be required by ENP during the evaluation and qualification process;
- (d) if the Sponsor or any of the Sponsors of the Consortium are currently in willful default on its obligations to any bank or financial institution in or outside Pakistan;
- (e) if the Sponsor or any of the Sponsors of the Consortium have been declared bankrupt or insolvent in the last three (3) years;
- (f) if ENP determines that the Sponsors or any Sponsor of a Consortium is prohibited from doing business with Government of Khyber Pakhtunkhwa on grounds which may include but are not limited to public policy or national interest;
- (g) failure to report any material change in the SOQ following submission thereof;
- (h) a material change in the SOQ, without prior approval of ENP, which results or may with the passage of time result in the disqualification in terms of this PQD.
- (i) the bank credit references submitted by the Sponsor(s) with this PQD are not acceptable or satisfactory to ENP or the credit rating of any of the Sponsors is below "A" as explained in Section 4.
- (j) When the Sponsor(s) is/are a new company specifically incorporated for submitting a raw site proposal the basis for disqualification shall be applicable to the shareholders of the new company rather than to the new company itself.

3. FINANCIAL AND TECHNICAL INFORMATION

For the purposes of Sections 2.1(d), (e) and (f) ENP will require the following Financial and Technical information:

3.1 Financial Information

3.1.1 Net worth

- i) The Net worth of the Sponsor(s) must not be less than 0.50 times of the proposed equity contribution in the Project. The minimum equity contribution required by the Sponsor(s) is 26% of the total project equity. For calculation purposes the notional project cost should be taken as USD 1.2 Million per MW.
- ii) The Main Sponsor must also have a Net worth at least equal to 0.30 times the proposed equity contribution in the Project. The minimum equity contribution by the Main Sponsor is 20% of the total project equity. For calculation purposes the notional project cost should be taken as USD 1.2 Million per MW.

Information in respect of Section 3.1 must be provided in the form attached in Annexure 'B' accompanied with supporting documentary evidences.

3.2 Technical Information

3.2.1 Experience of Power Project or Industrial Units

The Sponsor (or in the case of a Consortium one of the Sponsors) must have prior 'Experience of Power or other Projects'. Only projects successfully commissioned and having installed capacity of not less than 5% capacity of the proposed Project or industrial concerns will be considered for Pre-Qualification of Sponsor(s). "Experience of Power Projects or other Projects" shall include successful experience of acting as all or one of the following:

- Lead Project Developer
- Lead Construction Contractor
- Majority Share holder
- Lead Operation Manager

Note: - Experience of Power Project or other Projects includes Planning, Management, Installation and Operation.

Information in respect of Section 3.2.1 must be provided in the form attached in Annexure 'C' accompanied with supporting documentary evidence.

3.2.2 Industrial Estate Power Supply Proposal

The Sponsor will submit a comprehensive proposal which must include at least following information;

- (a) Project name / identification
- (b) Project location
- (c) Proposed capacity and plant factor
- (d) Basic outline of technology and plant configuration.

- (e) Summary program indicating specific milestones and COD.

4. CREDIT RATING/FINANCIAL STATEMENT DATA

The Sponsor shall submit the following information to ENP as part of the SOQ:

- (a) in the case of Corporations, audited financial statements for the last three (3) years demonstrating financial viability, duly audited by a reputable firm of qualified accountants, which shall consist of consolidated financial statements in case the Sponsor(s) is/are a holding company. Similar financial information for any parent company, affiliates and associated undertakings / companies should also be included / accompanied with supporting documentary evidences.
- (b) in the case of individuals, details of cash, liquid assets, deposits, government securities, shares and property owned;
- (c) either:
- (i) Bank credit references from at least two (2) AA Rated banks.
Credit references from banks should clearly state on the letterhead of the Bank at least each of the following:
- (a) The period of dealing with the bank,
(b) Facilities availed,
(c) Present outstanding amounts under each facility and
(d) Confirmation that there is no event of default;
- OR
- (ii) credit rating of “A” or above assigned by a reputed / recognized credit rating agency acceptable to ENP.

Information in respect of ‘Credit Rating/Financial Statements’ must be provided in the form attached in Annexure ‘B’

5. COMPLIANCE DOCUMENTS

5.1 Formats

The Compliance Documents referred to below, duly completed in the forms attached, accompanied with supporting documentary evidence shall be submitted by all Sponsor(s) as part of the SOQ through courier only.

<u>Compliance Document</u>	<u>Annexure</u>
SOQ Letter	A
Credit Rating/Financial Strength	B
Experience of Power Project	C
Power of Attorney	D-1 & D-2

Affidavit of Sponsor	E
Consortium Agreement	F-1
Legal Opinion on Consortium Agreement	F-2

5.2 Consortium Agreement

In addition to the above in the case of a Consortium the Sponsors are required to submit to ENP as part of the SOQ an Agreement between all the Consortium Sponsors clearly stating:

- (a) the percentage (%) of each of the Consortium Sponsor's equity stake in the Project;
- (b) the role of each Sponsor in the Consortium;
- (c) Main Sponsor's obligation to subscribe to not less than twenty percent (20%) of the total issued and paid up share capital of the project company and maintain such shareholding from issuance of the Letter of Support till the sixth (6th) anniversary of successful commissioning of the Project; and
- (d) the Consortium Sponsors shall together hold at least fifty one percent (51%) of the total issued and paid up share capital of the project company and maintain such shareholding from the issuance of the Letter of Support until the sixth (6th) anniversary of successful commissioning of the Project.
- (e) Where the Consortium Agreement is governed by a law other than Pakistani law, ENP will require a legal opinion from a law firm, acceptable to ENP, qualified to issue opinions on the law governing the Consortium Agreement, confirming that the Consortium Agreement is legal, valid, binding and enforceable.

5.3 Foreign Instruments

All Powers of Attorney and Affidavits executed outside of Pakistan must be authorized by a Notary Public or any Court, Judge, Magistrate, Pakistan Consul or Vice-Consul or representative of the Government of Pakistan in the country of origin.

6. SUBMISSION OF SOQ

6.1 Timing, Number of Copies and Filing Requirements

Sponsor(s) must submit an original and 6 (six) copies of its SOQ within the Due Date to ENP at the following address through courier only:

**CPO,
Energy & Power Dept,
46, St-2, Old Shami Road,
KHYBER PAKHTUNKHWA, PESHAWAR, PAKISTAN**

Each SOQ shall be in English accompanied by the supporting documents. Should any original supporting documents not be in English a certified translation of the same in English shall be provided by the Sponsor(s). Submission of SOQ through fax, e-mail, cable & telegram will not be accepted.

6.2 Sealing and Marking of SOQ

In order to avoid the possibility of loss of the contents of an SOQ due to a rupture, all the SOQ should be enclosed in a sealed envelope which itself should be enclosed in another envelope. Both the inner and outer envelopes must be marked with the full address as shown above and also be labeled as follows:

- Non-Commercial Papers
- Does not contain Merchandise
- Company Statement of Qualification Form
- Main Sponsor's name and contact person
- Address
- Telephone Number / Cell Number
- Fax Number

6.3 Additional Information/Queries

Additional information/queries (if required) regarding the submission of proposals for the Project can be obtained from:

**CPO,
Energy & Power Dept,
46, St-2, Old Shami Road,
PESHAWAR, PAKISTAN
Email: industrialestate@kpkep.gov.pk
Fax: +92 91 921 2657 Phone: +92 91 921 2670 or +92 91 922 3018
Cell: +92 300 592 1163 or +92 333 985 9603 We suggest you sms if no response.
We will get back to you.**

7. MATERIAL CHANGE

- (a) Sponsor(s) must immediately report, within 5 working days to ENP in writing any material change in the information provided in their SOQ (including any information relevant to any Consortium Sponsor). The determination of material change shall be in ENP's sole and exclusive discretion. Any failure to report such material change shall constitute grounds for disqualification. The material change itself could also lead to disqualification of the Sponsor(s).
- (b) No significant change in the ownership or control of the Sponsor(s) shall be allowed at any time without the prior written consent of ENP. In giving such consent ENP may require the submission of modified SOQ by the Sponsor(s) to be re-evaluated under the terms and conditions of this PQD.

8. REVIEW AND EVALUATION OF SOQ

8.1 Review and Evaluation

The Compliance Document of the all pre-qualified Sponsors, as demonstrated in the Sponsor(s) SOQ, will be reviewed and evaluated by ENP to determine as to whether the Sponsor(s) / Partners(s) will ultimately be eligible for development of 20-50 MW Power Plants. The Sponsors ranked 1st in each Industrial site after the evaluation shall

be issued LOI for completing the feasibility study. The sponsors will have to meet the standards and mile stones stipulated in the LOI.

8.2 Supplementary Information

Where ENP deems it necessary, it may request supplementary information or documentation from Sponsor(s) and whenever such request is made the Sponsor(s) shall provide the same to ENP by such date as may be specified by ENP.

8.3 Return of SOQ

ENP shall be under no obligation to return any SOQ or supporting materials submitted by Sponsor(s).

8.4 No Reimbursement of Costs

ENP shall not entertain any claim nor shall it reimburse the Sponsor(s) for any costs incurred, including but not limited to, the registration, purchase, submission, or any other costs associated with or incidental thereto with this PQD.

9. NOTIFICATION OF PRE-QUALIFICATION

If the Sponsor(s) fulfil the eligibility requirements set out in Section 2.1 and are not disqualified in terms of Section 2.2 will be issued a Notification of Pre-Qualification to the Main Sponsor.

10. DISCHARGE AND EXEMPTION

Sponsor(s) that submit SOQ exempt and discharge Government of Khyber Pakhtunkhwa including ENP, its consultants, advisors and personnel, completely and unconditionally from any responsibility or liability for the decisions that may be made with respect to its Pre-Qualification hereunder and that Government of Khyber Pakhtunkhwa, ENP, its consultants, advisors and personnel shall not be liable for any such actions and shall be under no obligation to inform the Sponsor(s) of the grounds for disqualification.

11. USE OF INFORMATION

Permission for disclosure of information submitted by Sponsor(s) as part of the SOQ is not required for the release of information to Government of Khyber Pakhtunkhwa including ENP, its consultants, advisors and personnel for the purpose of Pre-Qualification and evaluation.

12. GOVERNING LAW

This PQD will be governed by and construed in accordance with all applicable Laws of Pakistan.

Annexure A

SOQ Letter (due 4 pm 15-Aug-2014)

CPO

**Energy & Power Department,
46, Street 2, Old Shami Road, Peshawar
Khyber Pakhtunkhwa**

The undersigned

Last Name: _____

First Name: _____

Title/Position: _____

Company: [_____ Application⁵] (the "Main Sponsor")

Acting as the legal representative of [_____ Applicant⁶ _____] (the "Applicant") pursuant to the [power of attorney] [powers of attorney⁷] attached hereto as SOQ Form 3, located at the following address:

Address: _____

Telephone: _____

Fax: _____

Email: _____

Hereby certify, represent, warrant and agree, on behalf of the Applicant that:

1. This Statement of Qualifications ("SOQ") Letter, along with all its attachments listed in SOQ form hereto is submitted in order to develop Project(s) CPP 20-50 MW in and around industrial areas of Khyber Pakhtunkhwa to be considered by ENP in the following sequence:
 - a. _____
 - b. _____
 - c. _____
 - d. _____
 - e. _____
 - f. _____
 - g. _____
2. We certify that: (i) the information submitted as part of this SOQ is complete and accurate and legally binding upon [individual Applicant or members of the consortium]; (ii) we will be bound severally and jointly to (a) this SOQ, (b) the terms of the Proposal submitted with ENP along with this SOQ, (c) (i) we accept the documents, terms and Conditions of the PQD; and (ii) we will pay all fees as prescribed by ENP and Government of Khyber Pakhtunkhwa.
3. We understand the criteria and process for evaluation of SOQ established in PQD and acknowledge that ENP is not obliged to accept our SOQ and/or accept our Proposal based on this SOQ and may at any time reject our SOQ or cancel the pre-qualification process at its sole discretion and that ENP shall not be liable for any such actions and shall be under no obligation to inform the Applicant of the grounds for them.
4. ENP and its authorized representatives are hereby authorized to conduct any inquiries or investigations to verify the statements, documents and information submitted in connection with this SOQ, and to seek clarification from our bankers and clients regarding and financial and technical aspects. This SOQ letter will also serve as authorization to any individual or authorized representative of any institution referred to in the supporting information, to provide such information deemed necessary and requested by you to verify statements and information to provide such information provided in this SOQ or with regards to the resources, experience and competence of the Applicant.

The Main Sponsor duly authorized to execute the SOQ for and on behalf of the Applicant [consortium]:

Authorized signature and seal

N.I.C. or Passport No: _____

Annexure B**Credit Rating / Financial Statement Data**

- B-1** The Sponsor, or each of the Sponsors in the case of a Consortium, must submit Bank Credit References from at least two (2) banks **OR** fill the Credit Rating Information in Table B-1 below as required under Section 3.1 & Section 4 of this PQD accompanied with supporting documentary evidence.

Table B-1: Credit Rating Information		
Name of Sponsor (Individual/Corporation/Consortium Sponsor)		
1	Rating agency	
2	Most recent credit rating	
3	Type of credit rating	
4	Date of most recent credit rating	

- B-2** The Sponsor, or each of the Sponsors in the case of a Consortium, must fill Table B-2 below accompanied with supporting documentary evidence.

Table B-2: Financial Statement Data				
Name of Sponsor (Individual/Corporation/Consortium Sponsor)				
<i>(All figures in USD or equivalent Pak Rupees)</i>				
		2012	2013	2014
1	Current assets			
2	- Cash and cash equivalents			
3	- Other current assets			
4	Fixed assets			
5	Other assets (please specify)			
6	Total assets			
7	Current liabilities			
8	Long-term liabilities			
9	Other liabilities			
10	Total liabilities			
11	Net Worth (6 minus 10)			
12	Shareholders' equity			
13	- Paid up capital			
14	- Retained earnings			
15	- Others (please specify)			
16	Other Reserves (please specify)			
	<i>Operating Results</i>			
17	Revenues			
18	Gross profit			
19	Income before interest and tax			
20	Financial charges			
21	Income Tax			
22	Net profit after tax			

Authorized signature and seal

N.I.C.or Passport No:

Notes

1. In case the Sponsors are a Consortium, please provide a separate Annex B for each Sponsor.
2. Please provide last three (3) years audited financial statements. In case the Sponsors are a Consortium, attach last three (3) years audited financial statements for all Consortium Sponsors.
3. In case any Sponsor has subsidiary companies, consolidated financial statements are also required.
4. In the case of listed companies please also attach most recent quarterly financial statements.
5. In case the reporting currency in the financial statements is not in US Dollars, conversion rate prevailing on last business day of the preceding week shall be used which rate must be specified below

Reporting Currency
in Financial Statements

Conversion Rate used

Annexure C

Experience of Power or Industrial Project(s)

The Sponsor, or each of the Sponsors in the case of a Consortium, shall provide the required information regarding the Experience of Power Projects in Table C-1. The information provided herein will be used by ENP to assess the Sponsor(s) qualifications required under Section 3.2 of the PQD. Only projects successfully commissioned and having installed capacity of not less than 5% capacity of the Project or Industrial Projects with Turnover of over Rs 1 Billion (equivalent \$ 10 Million) will be considered for Pre-qualification of Sponsor(s). "Experience of Power or Industrial Projects" shall include experience of acting as all or one of the following:

- Lead Project Developer
- Lead Construction Contractor
- Majority Share holder
- Lead Operations Manager

The Sponsor, or each of the Sponsors in the case of a Consortium, must fill Table C-1 below separately for each project completed by it accompanied with supporting documentary evidence.

Table C-1: Experience of Power or Industrial Projects		
Name of Sponsor (Individual/Corporation/Consortium Sponsor)		
(_____ [Name of previous project] Power Project)		
No.	Item	Information
1	Name of the Sponsor	
2	Sponsor(s) role in the project completed	i.e. Lead Project Developer, Lead Construction Contractor, Majority Share holder or Lead Operations Manager
3	Name of Project	
4	Sponsor(s) share in the equity of the completed project (if applicable)	
5	Location of plant	
6	Name of owner (including contact person, his address and telephone, fax No.'s/ email address)	
7	Name of power purchaser/market	
8	Capacity of plant/factory	
9	Type of plant/factory	
10	Fuel of plant/feedstock	
11	Number and rated capacity of units	
12	Status of plant	[Under construction or commercial operation]
13.	Number of Years of successful operation	Total number of years _____ from _____ to _____.
14	Principal manufacturers of major equipment	
15	List of specific major tasks/services performed by Sponsor(s)	
16	Date of award of project	
17	Duration of construction period	
18	Commercial operations date of each unit	
19	Total capital cost of project	
20	Companies and institutions who financed the project	[names and amounts in USD, required if the Sponsor(s) were equity partners in the project]
21	Value of contract	[amount in USD required if Sponsor(s) were a Lead contractor]
22	Any other details	

**Annexure
D-1**

**Power of
Attorney**

[IMPORTANT NOTICE: Power of Attorney to be printed on stamp/revenue paper, signed and notarized. In the case of a Pakistani Attorney, a copy of his national identity card (“NIC”) should be attached with the Power of Attorney. In the case of a non-Pakistani Attorney, a copy of his passport should be attached and Section 5.3. referred to for possible instructions.]

Instructions for Sponsor(s):

If the Sponsors are a Consortium each Sponsor of the Consortium (other than the Main Sponsor) shall furnish a Power of Attorney authorizing the Main Sponsor to act and receive instructions on behalf of all the Consortium Sponsors and to submit the SOQ for and on their behalf.

KNOW BY ALL MEAN THAT by this Power of Attorney (“**Power of Attorney**”),

_____ [Insert name of Consortium Sponsor] having its registered office at [•], does hereby nominate, appoint and authorize _____ [the Main Sponsor] having its registered Head Office at [•] hereinafter referred to as the “**Attorney**”, to:

- (i) sign and submit to Energy & Power Department (ENP) , or its authorized nominee the Statement of Qualifications and all other documents and instruments (“**SOQ**”) required to submit proposal(s) 20-50 MW capacity located at industrial estates _____ [list all where interested].
- (ii) execute all such deeds, documents and instruments as may be considered necessary and expedient in relation to the foregoing; and
- (iii) do and carry out all other actions as may be required by ENP in connection with the Project;
- iv) to immediately notify ENP in writing of any impending or actual revocation as well as any change in the terms of this Power of Attorney.

_____ [Insert name of Consortium Sponsor] does hereby ratify and confirm whatever the Attorney shall do by virtue of these present.

WITNESSES:

[INSERT NAME OF GRANTOR]

1. _____

For:

2. _____

By: Its: _____

NOTARY PUBLIC:

Annexure D-2

Power of Attorney

[IMPORTANT NOTICE: Power of Attorney to be printed on stamp/revenue paper, signed and notarized. In the case of a Pakistani Attorney, a copy of his national identity card (“NIC”) should be attached with the Power of Attorney. In the case of a non-Pakistani Attorney, a copy of his passport should be attached and Section 5.3. for possible instructions referred to.]

Instructions for Sponsor(s):

1. If the Sponsor is not a Consortium, it will furnish a Power of Attorney authorizing the person who signs the SOQ Letter and other documents forming parts of the SOQ to sign for and on behalf of the Main Sponsor and to bind the Main Sponsor to the signed SOQ and any subsequent agreement.
2. If the Sponsors are a Consortium, each Sponsor of the Consortium (including the Main Sponsor) shall furnish a Power of Attorney authorizing the person or persons who sign(s) the SOQ Letter and other documents forming parts of the SOQ to sign for and on behalf of all of the Sponsors and to bind the Sponsors to the signed SOQ and any subsequent Agreements.)

KNOW BY ALL MEAN THAT by this Power of Attorney (“**Power of Attorney**”), _____ *[Insert name of Consortium Sponsor]* having its registered office at [●], does hereby nominate, appoint and authorize Mr _____ s/o of _____, r/o _____ (whose specimen signature appears below) on behalf of _____ *[Insert name of Consortium Sponsor]* hereinafter referred to as the “**Attorney**”, to :

- (i) sign and submit to Energy & Power (ENP) , or its authorized nominee the Statement of Qualifications and all other documents and instruments (“SOQ”) required to submit a raw site Hydro Power Project of approximately -----MW capacity located at -----
- (ii) execute all such deeds, documents and instruments as may be considered necessary and expedient in relation to the foregoing;
- (iii) do and carry out all other actions as may be required by ENP in connection with the Project, and
- iv) to immediately notify ENP in writing of any impending or actual revocation as well as any change in the terms of this Power of Attorney.

_____ *[Insert name of Consortium Sponsor]* does hereby ratify and confirm whatever the Attorney shall do by virtue of these present.

WITNESSES:

[INSERT NAME OF GRANTOR]

1. _____
2. _____

For:
By: _____
Its:

NOTARY PUBLIC:

Annexure E

Affidavit of Sponsor(s)

[IMPORTANT NOTICE: Affidavit to be printed on stamp paper, signed and notarized]

Instructions for Sponsor: Every Sponsor (including each Sponsor of a Consortium) must submit an Affidavit.

AFFIDAVIT OF {Name of Sponsor (Individual/Corporation)}

I the above named deponent do hereby solemnly declare and affirm on oath as under:

1. That [*insert name of Consortium Sponsor/ Individual*] is not presently under default with any financial institution and has not been declared as bankrupt or insolvent under the laws of any country which has jurisdiction over [*insert name of Consortium Sponsor/ Individual*] in the last three (3) years.
2. (Only the Main Sponsor is required to submit this point) That the Main Sponsor does not own more than 25% of the total generation capacity in Pakistan at the time of submission of SOQ.
3. (Only the Main Sponsor is required to submit this point). That the Main Sponsor hereby commits irrevocably in the SOQ to hold at least twenty percent (20%) of the equity of the project company during the “lock-in-period” which will be from the issuance date of the Letter of Support until the sixth anniversary of the successful commissioning of the plant.
4. That the Sponsor(s) hereby commit in the SOQ to provide collectively fifty one percent (51%) of the total equity in the Project and to hold such minimum equity from the date of the LOS to the sixth anniversary (6th) of the Commercial Operations Date of the Project, if the Sponsor(s) were to be selected as the successful Pre-Qualified Sponsor.
5. That within its shareholders, owners and companies there is no individual working for ENP.

Deponent

Verification

Verified on oath this day/month of [•], 2014 at [•] that the contents of this Affidavit are true and correct to the best of my knowledge and belief and that nothing has been concealed therein.

Deponent

ANNEXURE F-1
CONSORTIUM AGREEMENT

Instructions for Sponsors: (Only applicable in the case of a Consortium). The Consortium Agreement between the Sponsors must be submitted to ENP. Please see Section 5.2 for instructions.

ANNEXURE F-2

LEGAL OPINION ON CONSORTIUM AGREEMENT

Instructions for Sponsors: (Only applicable in the case of a Consortium). A legal opinion on Consortium Agreements governed by a law other than Pakistani law must be submitted to ENP. Please see Section 5.2 (e) for instructions.