



مكتب أبوظبي للاستثمار  
ABU DHABI INVESTMENT OFFICE

# Road Lighting with LED Power Saving System – Phase 2

Request for Qualifications

MAY  
2021

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The information contained in the Request for Qualifications (**RfQ**) is furnished solely for the purpose of assisting the prospective applicants (the **Applicant(s)**) in making their own evaluation of the Project and does not purport to be all-inclusive or to contain all the information that the prospective Applicants may require. The information set out in this RfQ is being made available on condition that it is used only in connection with the pre-qualification exercise and for no other purpose whatsoever. It does not constitute an offer in relation to the Project.

The Applicants should make their own investigations, projections and conclusions and consult its own advisors to verify independently the information contained in the RfQ, and to obtain any additional information that it may require, prior to submitting a response to this RfQ. Each Applicant will be responsible for obtaining its own legal advice in connection with the Project. Neither ADIO, the Procuring Entity, the government of Abu Dhabi or the United Arab Emirates (**UAE**) or any of their technical, financial or legal advisors makes any representation or warranty as to the completeness of the contents of the RfQ, and they have no responsibility or liability for any representations, opinions or conclusions (express or implied) contained in, or omissions from, the RfQ. In particular, no representation or warranty is given as to the accuracy, reasonableness or likelihood of achievement of any future projections, prospects or returns.

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### Version control

Version	Date	Author	Approvals	Comment
1.0	06 May 2021	ADIO	ADIO DG	

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## Glossary of Terms

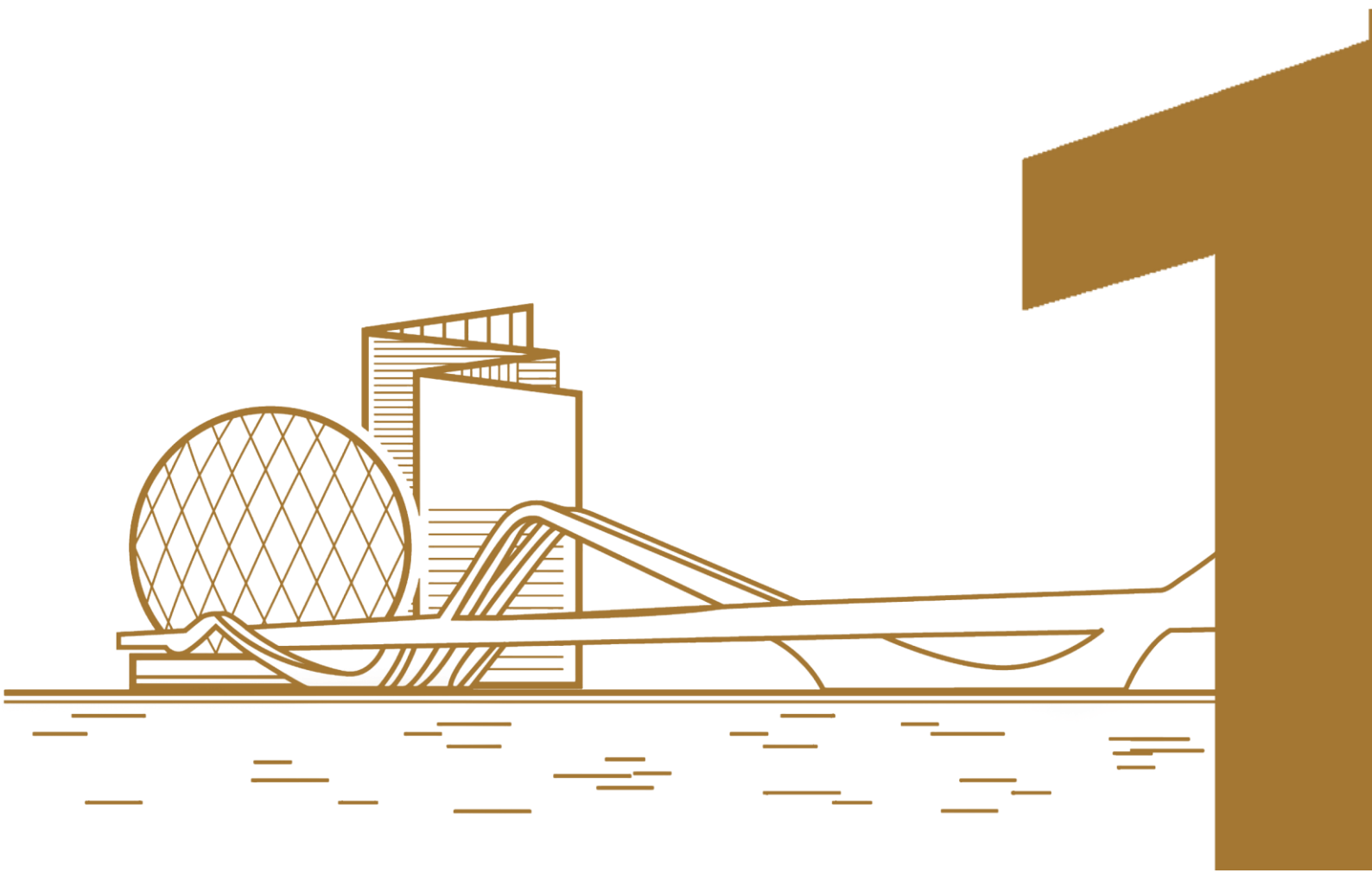
<b>ADIO</b>	means the Abu Dhabi Investment Office
<b>ADM</b>	means the Abu Dhabi Municipality
<b>ADQCC</b>	means Abu Dhabi Quality and Conformity Council
<b>AED</b>	means the United Arab Emirates Dirham
<b>APPLICANT</b>	means the prospective applicant to the Project invited to submit an SOQ
<b>BIDDER</b>	means an Applicant that is shortlisted to participate in the RfP process
<b>CMS</b>	means central management system
<b>CAPEX</b>	means capital expenditure
<b>DECREE</b>	means the Federal Decree-Law No.26 of 2020 issued by the UAE Government
<b>DMT</b>	means the Abu Dhabi Department of Municipalities and Transport
<b>EPC</b>	means engineering, procurement and construction
<b>ESG</b>	means environmental, social and governance
<b>ESTABLISHMENT LAW</b>	means the Law No. (1) of 2019 concerning the establishment of ADIO
<b>HPS</b>	means high pressure sodium
<b>HID</b>	means high intensity discharge
<b>IMPROVED STREET LIGHTING SYSTEM</b>	means schedule of lighting levels provided in Table 4.3.1 of ADM Lighting Manual version 2.0 September 2020
<b>KPI</b>	means key performance indicator
<b>LED</b>	means light emitting diode
<b>MH</b>	means metal halide
<b>MMIS</b>	means maintenance management information system
<b>PARTNERSHIP AGREEMENT</b>	means the agreement to be executed between DMT and the Project Company in respect of the Project
<b>PDF</b>	means portable document format
<b>PHASE 1</b>	means phase 1 of the Road Lighting with LED Power Saving System project, as set out in section 1.4.3.5
<b>PHASE 2</b>	means phase 2 of the Road Lighting with LED Power Saving System project, as set out in section 1.4.3.5

## Infrastructure Partnerships

<b>PPP</b>	means public private partnership
<b>PPP LAW</b>	means the Law No.2 of 2019 concerning the regulation of Public Partnership Projects in Abu Dhabi
<b>PREFERRED BIDDER</b>	means the preferred bidder announced for the Project
<b>PROCURING ENTITY</b>	means DMT
<b>PROJECT</b>	means the Road Lighting with LED Power Saving System – Phase 2
<b>PROJECT COMPANY</b>	means the special purpose vehicle formed by the Preferred Bidder for the purpose of implementing the Project
<b>PLMS</b>	means project lighting management system
<b>PMP</b>	means project management plan
<b>REGULATIONS</b>	means the PPP Law in Abu Dhabi and the corresponding administrative resolution to facilitate the implementation of the PPP Law
<b>RFQ</b>	means this request for qualifications
<b>RFP</b>	means the request for proposals
<b>SOQ</b>	means the statement of qualifications
<b>UAE</b>	means United Arab Emirates

Part A:

# GENERAL INFORMATION AND INSTRUCTIONS TO APPLICANTS



# Part A: GENERAL INFORMATION AND INSTRUCTIONS TO APPLICANTS

## 1. Road Lighting with LED Power Saving System Phase 2 Project

### 1.1 Introduction

ADIO invites interested parties to submit an SOQ in relation to the Project.

The Project can be summarised as a long-term concession to be granted by DMT to the private sector to supply, install, finance, operate and maintain the replacement of existing 135,742 high-pressure (**HPS**) and metal halide (**MH**) luminaires with energy efficient LED luminaires (**the Project**) across Abu Dhabi mainland and their wireless connection to the road lighting control centre.

The Concession Term will comprise a mobilisation period of nine months, construction period of 15 months, O&M period of 10 years and handback period of three months. The Preferred Bidder will be required to form a special purpose vehicle with the sole purpose of executing the Project (**the Project Company**).



Figure 1 - Concept visual of energy efficient LED luminaires

The Project Company will enter into a partnership agreement (**the Partnership Agreement**) with DMT and will be expected to finance, supply, install, operate, and maintain the Improved Street Lighting System over a period of 12 years and three months (**Concession Term**).

The Project forms part of the Abu Dhabi Street lighting programme and will be procured on a design, build, operate and transfer (**DBOT**) basis in accordance with the PPP Law, the Regulations and the partnership project guidebook issued by ADIO.

Pursuant to the powers granted to ADIO under the Establishment Law, PPP Law and Regulations, ADIO is leading the procurement of the Project on behalf of and in collaboration with DMT.

This RfQ forms part of a competitive tender process which includes two sequential stages being (i) this RfQ and (ii) the RfP.



## Infrastructure Partnerships

Following the receipt of SOQs, successful Applicants will be shortlisted by ADIO. Shortlisted Applicants (referred to as **Bidders**) will be invited to participate in the next stage of the procurement and submit detailed proposals in response to an RfP.

### 1.2 Procurement Objectives

The summary procurement objectives for the Project are as follows:

Category	Key Project Contribution
Social Objectives	Minimise environmental impact and achieve high sustainability levels.
	The replacement of HPS/MH luminaires with energy efficient LEDs is expected to lead to significantly less energy consumption and less CO2 emissions over the course of the concession.
Technical Objectives	Project Company to supply, install, operate and maintain the Improved Street Lighting System, based on key performance indicators ( <b>KPIs</b> ) and quality standards agreed with DMT before hand-back of assets to DMT. Upon non-conformance with KPIs, the 'availability payments' to the Project Company will be subject to deductions.
	Optimise risk allocation by transferring design, supply, installation, operations and maintenance and performance risk to the Project Company, as it is the best suited to mitigate these risks.
	Ensure high levels of performance standards and lighting systems.
Commercial Objectives	Secure a value for money and affordable commercial and technical solution.
	Optimise the Project risk allocation by transferring the risks that are best managed by the private sector.
Financial Objectives	Secure the most competitive offer from Bidders, with the best technical solution and negotiated on the best possible terms.
	Optimise the financing of capital expenditure in the municipal sector by transferring financial risk to the private sector.
	Attract private sector expertise and investment across DMT's overall street lighting development programme.
	Lower the overall lifecycle cost of the lighting system and improve its terminal value through private sector participation.

## Infrastructure Partnerships

Category	Key Project Contribution
Strategic Objectives	Support the UAE national agenda to create a sustainable, knowledge-based and competitive economy.
	Develop a transferrable and scalable PPP model that can be applied to future DMT street lighting PPP projects.
	Increase private sector investment in Government infrastructure projects and build robust partnerships with private sector developers and investors to achieve further growth and diversification in knowledge sectors.

### 1.3 Project Location

The Project will cover the Abu Dhabi Mainland comprising both urban roads (103,303 luminaires) and highway areas (32,439 luminaires). The Project has been further divided into 30 zones.

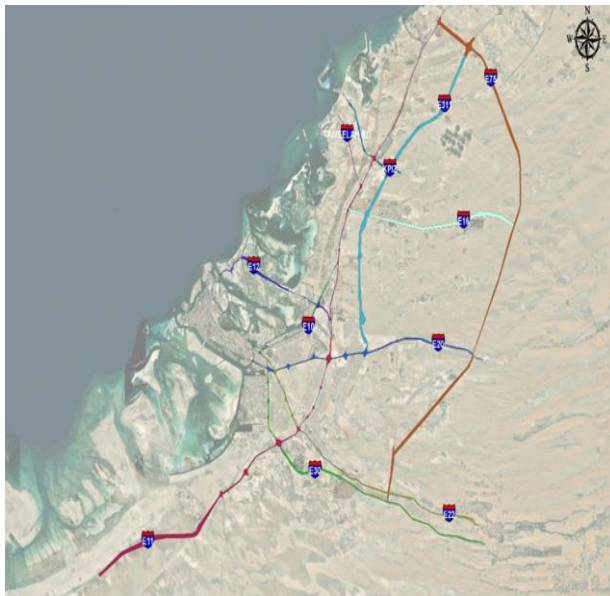


Figure 3 – Highway Area Zones

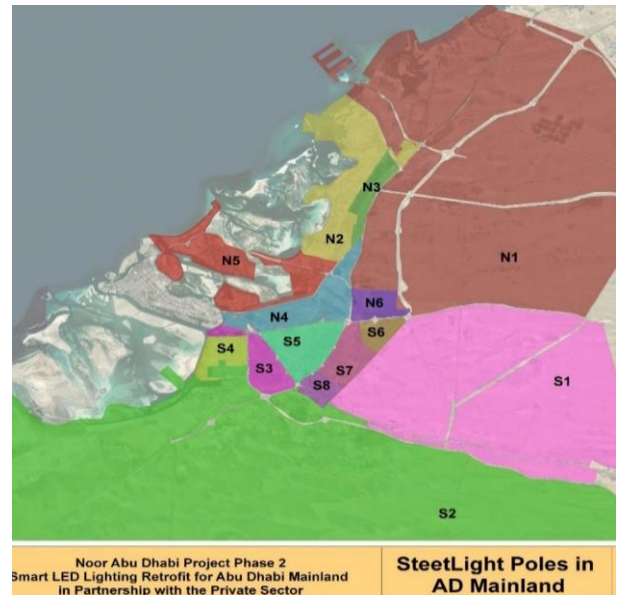


Figure 2 – Urban Area Zones

The Project has been sub divided into five phases, each phase comprising small geographical zones, to ensure that it is delivered in a structured and efficient manner. The zones and number of luminaires covered in each of the five phases are as provided in the table in section 1.4.3.5.

### 1.4 Project Scope

#### 1.4.1.1 Technical Details

The existing roadway lighting system within the anticipated area/ sites for the Project is provided by ADM-owned facilities. The existing lighting system comprises of:

- primarily high intensity discharge lamps; and
- a few light emitting diode (**LED**) lamps.

The Project area consists of several highways, interchanges, boulevards, avenues, streets, and access roads.

## Infrastructure Partnerships

According to desktop analysis conducted by DMT and ADM's technical team, significant energy savings will be materialised based on energy efficient luminaires currently available in the market.

The majority of the highways include 30.5-metre high-mast light poles that have been installed with 6x1000 watt HPS luminaires at 90 to 110-metre spacing. On boulevards and avenue roads the general configuration is 14-metre poles with one or two 1000 watts HPS/MH luminaires at 40 to 50-metres spacing. The on street and access roads include 10-metre poles with one or two 400 watts HPS/ MH luminaires.

### 1.4.2 Overview

The Concession Term will comprise: (i) a mobilisation period of nine months; (ii) an installation period of 15 months; (iii) an operations period of ten years; and (iv) a handback period of three months; The Project scope requires the Project Company to undertake a number of obligations, including:

- mobilisation and inspection of the existing lighting network;
- replacement of existing 135,742 HPS/MH luminaires with LED luminaires;
- raising financing for the Project;
- supply and installation of LED luminaires will be done in a phase-wise manner comprising a total of five phases across 30 zones. The overall mobilisation and construction period is estimated to be 24 months;
- operations and maintenance (**O&M**) of the Improved Street Lighting System during the Concession Term;
- interconnection of the newly installed LED luminaires with the existing Central Management System (**CMS**). The CMS was procured by DMT as part of Noor Abu Dhabi Phase 1 Road Lighting Project and the Project Company will be required to liaise with DMT and the Phase 1 concessionaire to complete such interconnection requirements;
- safe disposal of old lamps in accordance with UAE hazardous waste regulations and hand over of all other removed fixture parts to DMT; and
- handback of Improved Street Lighting System to DMT in acceptable working conditions at the end of the Concession Term.

### 1.4.3 Design and Installation

The Project Company will:

- develop, design and install an Improved Street Lighting System which provides DMT with optimised efficiencies in overall costs, energy consumption and quality in operations and components; and
- evaluate and optimise the operations of the lighting system to achieve the Project objectives;

The supply and installation of the Improved Street Lighting System will be delivered in accordance with:

- the terms of the Partnership Agreement;
- the applicable guidelines, criteria and related documents listed in the Installation Works Requirements;
- Improved Street Lighting System design; and
- good industry practice.

#### 1.4.3.1 Design and Installation Scope

As part of a Bidder's proposal to be submitted in response to the RfP, it is anticipated that Bidders will:

## Infrastructure Partnerships

- study various cross sections for each type of road and propose the retrofit LED Luminaires designated to meet the schedule of lighting levels included in the Abu Dhabi Lighting Manual Clause 4.3 part-1 Section A Lighting for Roadway and Parking;
- the luminaires must be fitted with a universal adapter to fit into standard light pole booms, and Bidders must provide details of the same as part of their bid submission, along with a statement of compliance;
- the luminaires proposed by Bidders must be certified by ADQCC;
- the Bidders must use all design parameters mentioned in the relevant documents that will be included with the RfP; and
- submit a copy of the report on lighting calculations.

The Project Company will perform the following during the mobilisation period:

- the Project Company will be required to seek approvals on the Project specific materials from ADM/ DMT. Such approvals will cover all luminaires and the Project Lighting Management System (**PLMS**) components information, lighting calculations, luminaire samples and proposed layouts/ setting in accordance with the requirements set out in the ADM Lighting Manual;
- the Project Company will also be required to provide a mock-up installation for lighting field measurements (minimum seven poles including PLMS components for each type of proposed luminaire) to prove the design criteria compliance for each type of road. Mock-up installation will be performed prior to mass production of the LED luminaires and PLMS components. This mock-up lighting field measurement is in addition to the field performance test to be done during the commissioning period, as included in the Abu Dhabi Lighting Manual. Manufacturer will have to undertake remedial action to address the problems at its cost and without delay to the contract. This is a mandatory requirement and considered as part of technical evaluation process. Non-compliance will necessitate cancellation of the order; and
- a visit to a completed project may be required, and the Project Company is required to make arrangements and bear costs for the same.

During the mobilisation period, the Project Company is also required to prepare and submit a project management plan (**PMP**) in accordance with the requirements of the Partnership Agreement and good industry practice. The Project Company is required to seek review and approvals on PMP by ADM/DMT.

The PMP will comprise of the following elements (sub-plans):

- General Plan Elements
  - Team structure
  - Project approach
  - Reporting
  - Works to be accomplished
  - Basic works processes
  - Environmental considerations
  - Communication and coordination
- Improved Street Lighting System Design
  - Street lighting design
  - Energy improvement and management
- Installation Works Plan
  - Installation works installation documents
  - Installation works processes

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- Installation coordination
- Installation schedule
- List of existing defects
- Operations and Maintenance Plan
- Occupational and Public Safety Plan (**Safety Plan**)
- Transportation Management Plan (**TMP**)
- Quality Management Plan (**QMP**)

### 1.4.3.2 Design Principles

The design principles will be based on the following:

- the standard engineering specifications the Project Company will use to conform with the criteria established under Schedule of lighting levels included in the Abu Dhabi Lighting Manual, Clause 4.3, Part-1, Section A Lighting for Roadway and Parking;
- preliminary engineering calculations and analysis for the planned illumination and luminance and early installation drawings that demonstrate the feasibility of the installation works and how the installation requirements will be met;
- system improvements that the Project Company intends to implement;
- proto-typical designs for each illumination system improvement specifying the products, equipment and/or systems to be used (including manufacturers' product specification sheets), and the applicable design criteria to be met; and
- tabular listing(s) of anticipated system improvements planned to achieve substantial completion, and of anticipated system improvements and capital rehabilitation planned for O&M term

### 1.4.3.3 Integration with Central Management System (CMS) installed in Phase 1

For integration with the existing CMS, the following coordination requirements will be considered;

- coordinate closely with ADM and the Phase 1 concessionaire;
- familiarise with the CMS installation in Phase 1 and highlight any compatibility issues during the tender stage; and
- submit a method statement as part of the bid submission as well as provide the necessary details and information required by the Phase 1 Project Company for integrating the nodes and gateways/group-controllers with the CMS.

No hardware components are expected for integration with the existing CMS. However, if the protocol used by the Project Company is different from that in Phase 1, software development and installation will be required.

### 1.4.3.4 Operations and Maintenance

#### Scope

The Project Company will start performance of the O&M works immediately after installation work is completed in each phase and will continue for the applicable Concession Term for the respective phase.

## Infrastructure Partnerships

Throughout the Concession Term, the Project Company will perform the O&M works in accordance with the terms of the Partnership Agreement and good industry practice. The Project Company will perform the O&M works in a manner that provides a safe and reliable lighting system and complies with the performance requirements as set out in the Partnership Agreement.

In performing the O&M works, the Project Company will take all necessary actions to achieve the following:

- maintain all lighting systems and related infrastructure located within the service area to a level of care that is consistent with good industry practice for urban areas such that no less than 95% of the illumination system is delivering light at the required times, light levels and uniformity. Conditions where more than 5% of the LED luminaires in the system are missing, non-functional, misdirected or otherwise fail to deliver required lighting will be considered conclusive evidence that this requirement is not being met;
- maintain lighting timing, power and other control processes and systems such that the processes and systems operate as designed;
- maintain the lighting quality requirements for luminance, illuminance and uniformity established in the Improved Street Lighting System criteria;
- monitor the existing street lighting system and the Improved Street Lighting System for quality and performance, including:
  - identifying damage, deterioration, reduced quality, ineffective processes or other attributes of the systems that create defects or other conditions that do not meet the requirements of the Partnership Agreement or conform to good industry practice;
  - logging all defects into existing Maintenance Management Information System (**MMIS**); and
  - support for scheduling mitigation and remedy for defects and damages;
- install and replace elements of the Improved Street Lighting System using only products which meet the criteria established in installation works requirements and the Partnership Agreement;
- mitigate and remedy all incidents and defects including:
  - isolated and grouped outages; and
  - non-outage Defects
- minimize delay and inconvenience to users of the roadways, including:
  - provide and update the TMP as required; and
  - implement traffic control operations meeting the requirements of the PMP, TMP and the Partnership Agreement;
- identify, mitigate and remedy all noncompliance events
- monitor defects and damages to the Improved Street Lighting System for trends in lighting outages caused by incidents, and by weather and environmental conditions, and proactively deploy resources to minimise outages and any resulting delays or safety hazards.
- minimise the risk of damage, disturbance to or destruction of third-party property or ADM contractors and others with statutory duties or functions in relation to the Project or related transportation facilities to perform their duties and functions;
- perform systematic inspections, periodic maintenance, and routine maintenance in accordance with the provisions of Operations and Maintenance Plan and Safety Plan;
- provide resources necessary for the performance of all activities in the Maintenance Management Plan; and

## Infrastructure Partnerships

- the Project Company will conduct the site lighting measurements as per the Abu Dhabi Lighting Manual Part 1 Section A - Lighting for Roadways and Parking Clause 5 Project Site Verification requirements for all type of roadways such as freeways, arterials, secondary arterial, sector internal roads and access lanes. The Project Company will conduct the site lighting measurements at the commissioning stage, fifth year of the Concession Term, eight year of the Concession Term and before handing over of the Project, in order to confirm the schedule of lighting levels.

Operational services/facilities management services/maintenance/lifecycle services for the Project will be delivered in accordance with the summary of services as detailed in the below table:

**Table 1 : Services Scope**

Services	Description
<b>Services to be provided by the Project Company</b>	
<b>Key O&amp;M Personnel</b>	<ul style="list-style-type: none"> <li>Propose and appoint key O&amp;M personnel as approved by DMT</li> </ul>
<b>Incident Response</b>	<ul style="list-style-type: none"> <li>The Project Company will provide assistance to the police and other Emergency Service Providers and governmental entities as needed during such response</li> </ul>
<b>Maintenance Management Information System</b>	<ul style="list-style-type: none"> <li>The Project Company will integrate the Project data with the existing electronic database MMIS to record data as required to meet reporting requirements defined in the Partnership Agreement</li> </ul>
<b>Services to be provided by DMT</b>	
<b>Maintenance Management Information System</b>	<ul style="list-style-type: none"> <li>Provide support to the Project Company to access the existing MMIS</li> </ul>

## Service Guideline – Standards & Specifications

**Table 2 : Services Guidelines**

Services	DESCRIPTION
<b>Standards and Specifications</b>	
<b>ADM Lighting Manual</b>	<ul style="list-style-type: none"> <li>Abu Dhabi Emirate Guideline for Infrastructure Services Standards, Lighting Manual – Version 2; September 2020, PR-402.</li> </ul>

Output specifications and service standards which form part of the Procuring Entity's technical requirements will be provided during the RfP stage.

## Infrastructure Partnerships

### 1.4.3.5 Project Phasing

PHASES	ZONES COVERED	NO. OF LUMINAIRES	DURATION
<b>PHASE 1</b>	N1, E16_N, E75_N, KPIZ_N, TAW RD_N, S1 and S6	28,140	3 MONTHS
<b>PHASE 2</b>	N2, N3, S2 and S8	28,509	3 MONTHS
<b>PHASE 3</b>	N4, E10_N, E11_N, E22_N, E30_N, S3 and S4	29,292	3 MONTHS
<b>PHASE 4</b>	N5, E12_N, E11_S, E20_S, E22_S, E30_S, E311_S and E75_S	21,283	3 MONTHS
<b>PHASE 5</b>	N6, E311_N, S5 and S7	28,518	3 MONTHS
	<b>Total Luminaires</b>	<b>135,742</b>	<b>15 MONTHS</b>



## 1.5 Partnership Model

### 1.5.1 Commercial Structure

The Procuring Entity will enter into a Partnership Agreement with the Project Company that will, among other things, allocate risk and responsibility between the Project Company and the Procuring Entity. A form of the Partnership Agreement will be included in the RfP. The broader contractual structure of the Project is expected to be as follows (however this may be adjusted to reflect the preferred Bidder's consortium structure):

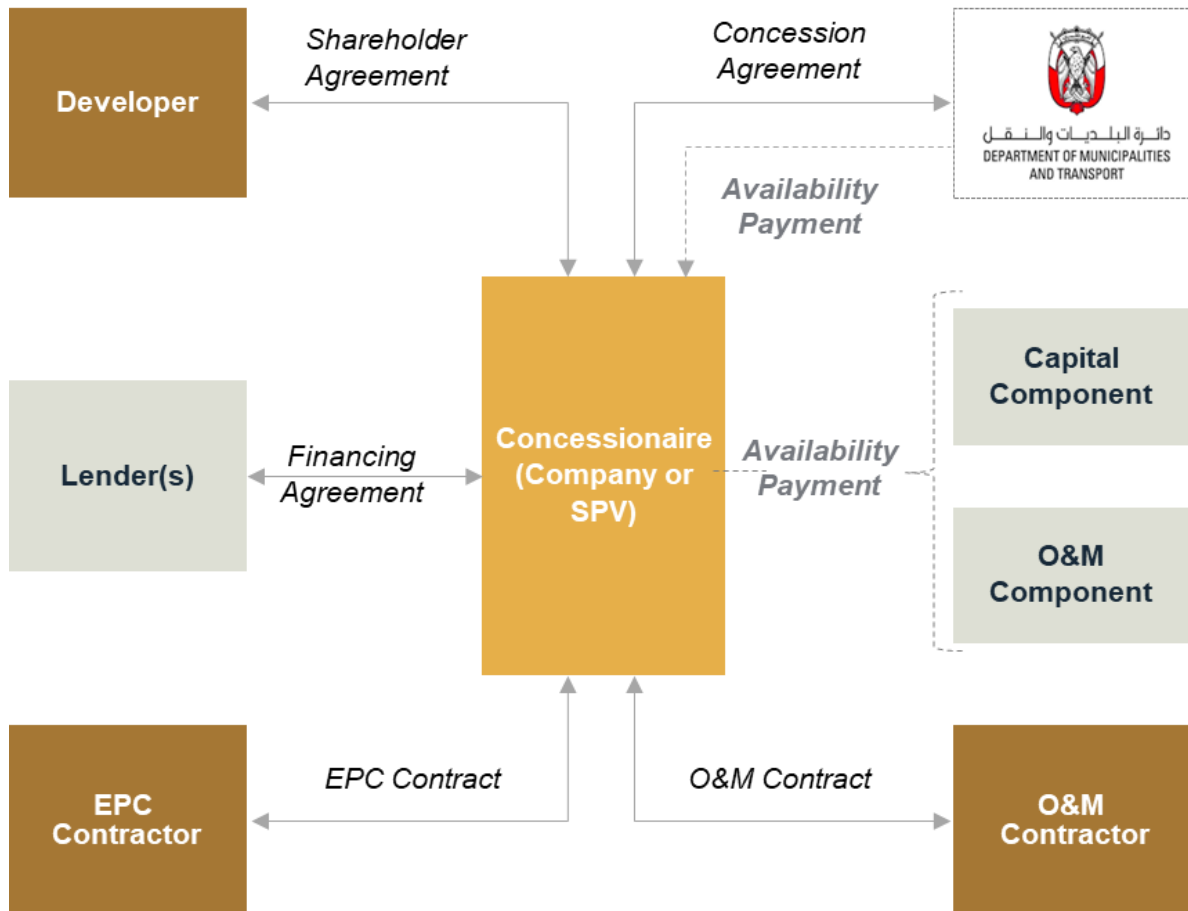


Figure 3 - Project contractual structure overview

- The contractual structure for the Project is intended to be broadly consistent with structures used in other PPP/project financing projects in the emirate of Abu Dhabi.
- The Project Company will be paid an availability payment by DMT, which will be determined at bid submission, for the operational Improved Street Lighting System, subject to meeting the KPIs that will be set out in the Partnership Agreement.
- The Project Company will be entirely responsible for the implementation of the Project. At the end of Concession Term, the Improved Street Lighting System will be transferred to DMT to an agreed condition at zero terminal value.
- It is expected that the Project Company will raise finance for the Project through financing arrangements to be put in place with equity and debt investors.

## Infrastructure Partnerships

- The Project Company is expected to subcontract the majority (if not all) of obligations to its subcontractors. However, the Project Company will remain solely responsible and liable for the non-performance of any of its subcontractors.
- Notwithstanding the above, ADIO and DMT reserve the right to amend or modify the proposed contractual structure for the Project.

### KEY AGREEMENTS

**Table 3 : Key Agreements**

Agreements	Parties	Description
Agreements prepared and entered into by the Procurer		
<b>Partnership Agreement</b>	<ul style="list-style-type: none"> <li>• DMT</li> <li>• Project Company</li> </ul>	Sets out the rights and obligations of DMT (as Procurer) and the Project Company with respect to the finance, supply, installation, maintenance and transfer of the Project.
<b>Lenders' Direct Agreement</b>	<ul style="list-style-type: none"> <li>• DMT</li> <li>• Project Company</li> <li>• Lenders</li> </ul>	Gives Lenders direct rights in respect of the Partnership Agreement, in particular the right to step-in in the event of a default by the Project Company.
<b>Independent Certifier Appointment</b>	<ul style="list-style-type: none"> <li>• DMT</li> <li>• Project Company</li> <li>• Lenders' Agent</li> <li>• Independent Certifier</li> </ul>	Sets out the terms and conditions upon which the Independent Certifier (responsible for overseeing construction and certifying completion of the works) is appointed.
<b>Collateral Warranties</b>	<ul style="list-style-type: none"> <li>• DMT</li> <li>• Project Company</li> <li>• Project Contractor (as applicable)</li> </ul>	Gives DMT direct rights in respect of the subcontracts, in particular warranties and the right to step-in in the event of a default by the Project Company.

## Infrastructure Partnerships

Agreements	Parties	Description
Agreements prepared and entered into by the Project Company		
<b>Shareholders' Agreement</b>	<ul style="list-style-type: none"> <li>Each private sector sponsor/shareholder in the Project Company</li> </ul>	Sets out the respective shareholdings and shareholder rights and obligations in the Project Company. The Project Company will be 100% owned by the private sector sponsor(s).
<b>EPC Contract</b>	<ul style="list-style-type: none"> <li>Project Company</li> <li>EPC Contractor</li> </ul>	Key subcontract between the Project Company and its EPC Contractor in respect of the construction aspects of the Project.
<b>O&amp;M Contract</b>	<ul style="list-style-type: none"> <li>Project Company</li> <li>O&amp;M Contractor</li> </ul>	Key subcontract between the Project Company and its O&M Contractor in respect of the operation and maintenance aspects of the Project.
<b>Financing Agreements</b>	<ul style="list-style-type: none"> <li>Project Company</li> <li>Lenders</li> </ul>	Sets out the basis on which the Project Company secures debt funding for the Project.

### 1.5.2 Payment Structure

The Project will be procured and delivered as an 'availability-based' PPP project. ADIO and the Procuring Entity do not intend to contribute any public grant to the Project.

In consideration of the Project Company's performance of its design, construction, financing, operations, maintenance and other obligations under the Partnership Agreement, the Project Company will be paid an 'availability payment' with payments linked to the performance and availability of the Improved Street Lighting System.

The Project Company will be paid an availability payment by the Procuring Entity, which will be determined at the bid submission stage, for the operation of the Improved Street Lighting System, subject to meeting the following key performance indicators (**KPIs**):

- availability criteria; and
- performance standards.

Where the Improved Street Lighting System are deemed unavailable under the Partnership Agreement, or where the Project Company fails to perform the services in accordance with the pre-defined KPIs, deductions will be levied on the availability payment. The deduction regime will be set out in detail in the payment mechanism contained in the Partnership Agreement.

The availability payment that is to be paid by the Procuring Entity to the Project Company will be funded by the Department of Finance.

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### **1.5.3 Anticipated Financing Structure**

The Project Company will be responsible for obtaining all financing necessary to fulfil its obligations under the Partnership Agreement.

It is expected that the Project Company will secure funding for the total cost of the Project from one or more potential sources, including debt and equity funding. More information on the anticipated financing structure will be provided in the RfP.

## 2. Procurement Process

### 2.1 Overview

The Project will be procured in two stages, as follows:

#### 2.1.1 Stage 1: Request for Qualifications (RfQ)

This RfQ stage aims to shortlist Applicants who have the technical, financial and legal capacity and technical ability to undertake and deliver the Project.

ADIO and the Procuring Entity will review and evaluate SOQs submitted in accordance with this RfQ and will determine which Applicants may advance to the RfP stage. Shortlisted Applicants and unsuccessful Applicants (who do not pre-qualify) will be notified in writing by ADIO.

ADIO and the Procuring Entity may, at their discretion, arrange a discussion or forum to provide feedback to unsuccessful Applicants.

#### 2.1.2 Stage 2: Request for Proposals (RfP)

Following the competitive tender process, ADIO aims to select a Preferred Bidder based on the structured evaluation criteria that will be set out in further detail in the RfP.

Following the selection and award of a Preferred Bidder status, ADIO and the Procuring Entity will work with the Preferred Bidder to finalise the Partnership Agreement for execution and proceed to financial close.

### 2.2 Procurement Schedule

ADIO and the Procuring Entity anticipate that this procurement process will be carried out in accordance with the following indicative schedule:

Action	Date
Issuance of RfQ	6 May 2021
Deadline to submit RfQ Request for Clarifications	15 June 2021
Deadline to respond to RfQ clarifications	21 June 2021
SoQ Due Date	28 June 2021
RfP Release	25 July 2021
RfP Proposal Submission Deadline	12 December 2021
Selection of Preferred Bidder	17 March 2022
Financial Close	6 Aug 2022
Target Construction Completion	30 May 2024
Handover Period ( <b>COMPLETION DATE</b> )	14 July 2024
Service Availability Date	21 July 2024

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This schedule is subject to modification at the sole discretion of ADIO and the Procuring Entity, and Applicants will be notified in writing of any change.

### 2.3 Submission Instructions

#### 2.3.1 General

SOQs (including all data sheets and data forms) must be submitted in accordance with this Section 2.3 by the SOQ due date. Applicants will submit their SOQs in the format required in Section 2.3.3 and in accordance with the process prescribed in Section 2.3.4. The SOQs submitted by Applicants may be clarified, specified and optimised at the request of ADIO and the Procuring Entity, in any manner and at the sole discretion of ADIO and the Procuring Entity.

#### 2.3.2 Criteria for Shortlisting

In order to be considered for shortlisting for the RfP stage, SOQs must satisfy the minimum qualification criteria detailed in Section 4.2 (the **Minimum Qualification Criteria**) which will be evaluated on a pass/fail basis. In order to satisfy the Minimum Qualification Criteria, SOQs must comply with the submission requirements prescribed in Sections 3.2, 3.3, 3.4, 3.5 and 3.6 of this RFQ. Only Applicants who satisfy the Minimum Qualification Criteria will have their SOQs evaluated based on the criteria set out in Section 4.3.

Provided the SOQs satisfy the Minimum Qualification Criteria, a detailed assessment of the SOQ submissions against the evaluation criteria shown in Section 4.4 shall be carried out. Following this detailed assessment of the SOQs, ADIO and the Procuring Entity will shortlist the Applicants who will be brought forward to the RFP stage.

#### 2.3.3 Submission Format

Each responding Applicant will submit its SOQ by no later than the date and time specified in Section 2.3.4. Each responding Applicant will submit a digital copy of its SOQ, which will be presented in Microsoft Word Format (2010 or later) or searchable Portable Document Format (**PDF**) and contain the contents required by this RfQ.

SOQs submitted by the Applicants and all correspondence and documents relating thereto, will be in English.

#### 2.3.4 SOQ Submission Process

Any SOQ submitted after the submission deadline will be excluded from consideration unless ADIO and the Procuring Entity determine, in their absolute discretion and without having any obligation to do so, that it is appropriate for a late SOQ to be considered.

Each Applicant will submit its SOQ to the email address provided in the table below. It is the sole responsibility of the Applicant to ensure that its SOQ is delivered no later than the prescribed deadline.

Item	Description
Submission deadline	16:00 Gulf Standard Time on 28 June 2021
Addressed to	Bakheeta Al Mansoori
Email address	<a href="mailto:ppp@adio.ae">ppp@adio.ae</a>
Subject title	Road Lighting with LED Power Saving System Project – Phase 2 – [Lead Applicant's name]

### Document size

Document size not to exceed 15 MB

### 2.3.5 SOQ Evaluation Process

Each Applicant will be evaluated by ADIO in accordance with Section 4. Once the evaluation of the SOQ submissions is finalised, ADIO will publicise the shortlist of qualified Applicants.

#### 2.3.5.1 Understanding experience and qualification requirements

The requirements set out across volumes one to five will assist with the assessment of the Applicant's SOQ in line with Section 4.3.

The respective volumes outlined in Section 3 will assist the Applicant in determining the level of requirements the Applicant and applicable Applicant team members are required to fulfil in order to meet the Minimum Qualification Criteria in Section 4.2

The Applicant must meet all requirements set out in Section 3.

## 2.4 Clarifications

### 2.4.1 Questions and Requests for Clarification

Applicants that have received the RfQ may submit clarifications or enquiries with respect to this RfQ and the Project. Applicants must submit all questions and requests for clarification regarding this procurement process using Form G of this RfQ to Infrastructure Partnerships at [ppp@adio.ae](mailto:ppp@adio.ae).

Applicants will submit all clarifications with the subject title heading "LED Phase 2 Clarifications – [Lead Applicants name]"

ADIO, in coordination with the Procuring Entity, will provide via email to all Applicants, responses to Applicant clarification requests, subject to the cut-off dates set forth in Section 2.2.

## 3. SOQ Content Requirements

### 3.1 Overview

Applicant's SOQ submissions will comprise the following volumes:

- Volume 1 – General Information;
- Volume 2 – Legal Information;
- Volume 3 – Technical Information;
- Volume 4 – Financial Information; and
- Volume 5 – Project Finance Experience.

### 3.2 Volume 1 – General Information

#### 3.2.1 Executive Summary

Applicants are required to provide an executive summary not exceeding two pages which will include a summary of the following requirements:

- a general summary of the Applicant's qualifications for the Project;
- the Applicant's corporate structure and history and, if a consortium, the identification of all entities within the consortium, levels of participation thereof and the identity of the Managing Member, together with summaries of their corporate structures and respective history; and
- a clear summary of the consortium members (in table format) setting out their respective roles and responsibility and contractual link i.e. the nature of the Project Company participation at shareholder level and contracting arrangements (subcontracting/subordination of risk).

#### 3.2.2 Organisation and Management Structure

Applicants are required to provide a narrative of no more than two pages describing the Applicant's organisation and management structure. This should include:

- the identity and role of each entity that comprises the Applicant that the Applicant wishes ADIO and the Procuring Entity to consider in the evaluation of its SOQ (each an **Applicant Team Member**), to include equity investors, consultants, designers, contractors, service providers and key advisors (in particular where project finance is required and a financial advisor/arranger has been appointed);
- the identity and percentage equity investment of each Applicant Team Member that is expected to invest equity in the Project Company (an **Applicant Equity Member**);
- the identity and contact details of the individual that is expected to perform each of the roles specified in Section 3.2.5 (Key Personnel) below;
- the office locations both internationally and in the GCC (of each Applicant Team Member, if applicable); and
- the Applicant's (and each Applicant Team Member's) previous experience in the region.

#### 3.2.3 Applicant Environmental, Social and Governance Approach

ADIO and the Procuring Entity are committed to ensuring that the Project contributes to the achievement of the UAE's ESG goals and has strong ESG characteristics. Applicants are referred to ADIO's ESG policy which can be found at the link below:

<https://www.investinabudhabi.gov.ae/-/media/Project/TAMM/ADIO-V2/Documents/ADIO-ESG-Policy-03022021.pdf>



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Applicants (and each Applicant Team Member) are required to provide a narrative of no more than two pages describing the Applicant's approach to ESG, together with any supporting documentation evidencing the Applicant's approach and ESG credentials.

### 3.2.4 Applicant Team Members

Applicants are required to provide an executed copy of Form B for each Applicant Team Member.

### 3.2.5 Key Personnel

Applicants are required to provide CVs for Key Personnel in the format specified in Form E. The completed CV must clearly identify the relevant expertise and experience of the Key Personnel (**Key Personnel CV(s)**).

**Key Personnel** are as follows:

Position	Description
<b>Bid and Transaction Director</b>	Responsible for coordinating and leading the overall submission of the Applicant's SOQ and RfP proposal.
<b>Project Company's Project Manager</b>	Responsible for overall design, construction, operation, maintenance and contract administration on behalf of the Project Company.
<b>Design Manager</b>	Responsible for ensuring that the overall Partnership Project design is completed, and design criteria requirements are met.
<b>O&amp;M Manager</b>	Responsible for overall operation, maintenance and contract administration and interfacing with ADIO and DMT in compliance with the O&M protocols arrangement.
<b>Lighting Controls Integration Lead</b>	Responsible for integration of proposed lighting control system for the Project with the existing CMS at ADM's control centre
<b>Finance Lead</b>	Responsible for developing the financial model in conformity with the Partnership Agreement terms, and structuring and implementing a financing plan

Any changes to an Applicant's Key Personnel following the submittal of the SOQ are subject to the prior written approval of ADIO and the Procuring Entity in accordance with Section 5.6 of this RfQ.

## 3.3 Volume 2 – Legal Information

Each Applicant must submit (i) a signed submission letter executed by a duly authorised official of the Applicant/Managing Member in the format set out in Form A; (ii) a completed SOQ checklist (set out in Appendix 1 to Form A); and (iii) a copy of the Applicant's ESG statement in accordance with Section 3.2.3.

In addition, each Applicant Team Member must submit:

- certified copies of its corporate organisational documents, e.g. certificate of incorporation or registration, commercial or trading licence to operate in the UAE, contract or deed of incorporation, memorandum and/or articles of association, bylaws, etc.;
- certified copies of an organisation chart and corporate structure showing the identity of intermediate shareholders, levels of shareholding and ultimate parent company;
- a good standing certificate from its jurisdiction of incorporation (or, if unavailable in such jurisdiction as a matter of law, an equivalent thereof);

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- a signed confirmation of compliance with the legal requirements in the format set out in Form C; and
- details of its role in the consortium in the format set out in Form B.

all documents submitted by Applicants will be in English, other than official corporate or commercial documentation that are issued in their original form by the relevant UAE authorities (i.e. commercial licences).

## 3.4 Volume 3 – Technical Information

### 3.4.1 Technical Capability

- (a) The Applicant must provide evidence of reference projects which include relevant experience in respect of the design, construction, commissioning, operation and maintenance of a minimum of five infrastructure projects that comply with the requirements of Section 3.4.2. Each reference project must have achieved construction completion within the past five (5) years either in: (i) the UAE; and (ii) the GCC region; or (iii) internationally. Each reference project must be submitted in the format specified in Form D: Technical and Project Experience and must clearly state which Applicant Team Member(s) was involved.
- (b) The Applicant must demonstrate that it has satisfactory experience in projects that are substantively similar to the Project to which this RfQ relates (**Similar Infrastructure Project(s)**) by submitting a minimum of [two] and a maximum of [seven] examples of Similar Infrastructure Projects it has completed within the past [seven] years.

Details of the technical and project experience are to be provided by the Applicant in the format specified in Form D and must clearly state which Applicant Team Member(s) was involved. Applicants must demonstrate satisfactory experience in all areas of technical expertise relevant to the Project (i.e. design, construction, commissioning, operations and maintenance).

Refer to section 4.2 - Minimum Qualification Criteria for a project to qualify as a Similar Infrastructure Project

### 3.4.2 Relevant Experience

The following criteria is considered the minimum relevant experience which should be evidenced in each and all of the five reference projects submitted in the format as set out in Form D: Technical and Project Experience.

When completing Form D: Technical and Project Experience, in order for a reference project to qualify as relevant experience it must, as a minimum, comply with the following requirements:

- (a) each reference project as per clause 3.4.1(a) to be a roads and infrastructure project that include installation of street lighting network with a total project value of AED 200 million (or currency equivalent) in the UAE/ GCC region, or a total project values of at least AED 300 million (or currency equivalent) internationally; and/or
- (b) each reference project as per clause 3.4.1(b) will have a minimum CAPEX value of AED100 million (or equivalent), the majority of which is financed by non or limited recourse financing and the duration of the project term exceeds seven years from signing of the main project agreement.

Please note that:

- where one or more of the Applicant's reference project do not fully satisfy the criteria under 3.4.2(a) but fully satisfy the criteria under 3.4.2(b) then, if the Applicant is a consortium, the Applicant can supplement the reference projects provided with further reference projects drawn from each or all of the Applicant Team Member(s) as necessary (such as the Applicant's EPC contractor, subcontractor such as lighting control manufacturer and the O&M contractor) in order to satisfy the criteria under 3.4.2(a); and
- where an Applicant's reference project do not fully satisfy the criteria under 3.4.2(b) (for example the Applicants reference projects are not PPP's or are not financed by non or limited recourse financing) but fully satisfy the criteria under 3.4.2, if the Applicant is a consortium then the Applicant can supplement the five project examples with the additional information requirements as set out under Section 3.6 Volume 5 – Project Finance Experience.

The purpose of allowing an Applicant to provide supplementary reference projects is provide Applicants with the opportunity to demonstrate that, as a consortium, the Applicant has the necessary experience to deliver the Project when taking into consideration the project experience of each of the Applicant Team Members as

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a whole, however, it is the responsible of the Applicant to determine how best to do this. The more closely the reference projects resemble the Project, the more marks are likely be awarded in evaluation.

In circumstances where Applicants have limited PPP project experience, they are encouraged to draw on their Applicant Team Members' PPP project experience (whether it is PPP project experience gained in utilities (other than roadway lighting) or district cooling plants or energy production sectors) but in each case Applicants should consider how best to present these reference projects so as to highlight the relevance to this Project and how their submission would demonstrate the Applicant's capabilities as a consortium.

## 3.5 Volume 4 – Financial Information

### 3.5.1 Financial Statements

Financial statements for each Applicant Equity Member for the three most recent completed fiscal years must be provided. Financial statements must include the following:

- opinion letter (auditor's report);
- balance sheet;
- income statement;
- cash flow statement; and
- notes to the financial statements

Financial statements must be submitted in English.

The Applicant must demonstrate a **minimum net worth of AED 240 million** (or currency equivalent) in each of the three previous fiscal years as evidenced by the audited accounts of the Applicant.

In case the Applicant is a consortium, net worth is to be computed on a total basis with reference to the equity stake held by each of the Applicant Equity Members, each Applicant Equity Member must demonstrate a **minimum net worth of AED 40 million** (or currency equivalent) in each of the three previous fiscal years, as evidenced by the audited accounts of each Applicant Equity Member.

For any Applicant Equity Member that is an investment fund, the specific fund must be stated. If an Applicant Equity Member is a general partner that manages multiple funds, it must specifically identify from which fund or funds it ultimately intends to source the equity investment for the Project and provide the required financial information for each fund identified.

For entities that are fund managers of an investment fund or funds, financial statements also must be provided for the fund manager, the limited partnership(s) constituting each of the investment funds identified and the general partner(s) of such investment fund or funds.

The Applicant additionally must provide a letter from the chief executive officer, chief financial officer or treasurer of the fund manager or investment fund (as the case may be) that certifies the (i) investment capacity of the fund, (ii) the ownership structure of the various entities in the hierarchy of the fund and (iii) the investment criteria of the fund.

Additionally, the Applicant should be able to demonstrate financial strength in the following areas over the last three years:

- cash and cash equivalents;
- total assets;
- debt capacity vis-à-vis profitability; and
- external credit rating, where available, from one or more of the major international credit rating agencies.

### 3.5.2 Reliance on Resources and Guarantors

Where any Applicant or Applicant Equity Member is relying on the resources of another undertaking (including to demonstrate its financial capabilities), then the information required in this RfQ must be provided in respect of the undertaking whose resources are being relied.

Applicants will note that ADIO and the Procuring Entity may, at their discretion based upon the review of the information provided in the SOQ, specify that an acceptable parent company or other affiliate company act as a guarantor with respect to the Applicant's financial capabilities (**Guarantor**), or that an additional Applicant Equity Member is required as a condition of the Applicant being shortlisted.

### 3.6 Volume 5 – Project Finance Experience

The SOQ will contain a completed Form F2: Project Finance Experience), providing information for **a minimum of five PPP infrastructure projects that reached financial close with a project cost of at least AED 400 million (or currency equivalent) in the UAE, GCC region, or internationally in the last seven years** that demonstrate the experience of the Applicant in developing, negotiating, and closing a limited/non-recourse financing package.

If the Applicant does not have the above experience, then the Applicant should submit credentials of its financial advisors to demonstrate that it has engaged a financial advisor that has the requisite credentials and expertise that ADIO may, at its discretion, consider towards satisfaction of this requirement.

For the avoidance of doubt, an Applicant Team Member may also provide relevant details in order to meet the requirements set out above.

## 4. Evaluation Criteria

### 4.1 General Considerations

#### 4.1.1 Eligibility

Each Applicant Team Member must be a business organisation duly organised, existing, registered and in good standing under the laws of its country of domicile. All Applicant Team Members will be required to be eligible, under the laws of the Emirate of Abu Dhabi and at the time they begin work on the Project to perform the works and provide the services required by or related to the Project.

#### 4.1.2 Evaluation process

SOQs will be subject to a two-stage evaluation process:

- Stage 1: an initial compliance check, on a pass/fail basis, shall be carried out on the SOQ submissions to ensure that SOQs comply with the Minimum Qualification Criteria; and
- Stage 2: provided the SOQs satisfy the Minimum Qualification Criteria, a detailed assessment of the SOQ submissions against the evaluation criteria shown in Section 4.4 shall be carried out.

#### 4.1.3 Consortia

No Applicant Team Member may participate in more than one consortium.

One of the Applicant Team Members will be identified as the managing member (**Managing Member**) for the purpose of acting as its main point of contact and representing the Applicant before ADIO and the Procuring Entity for this Project.

The Managing Member must be the largest shareholder in the consortium, have management control (confirmed by the other consortium members as well), and be committed to **hold a shareholding of at least 25% equity interest** in the project company (if formed) that enters into the Partnership Agreement.

#### 4.1.4 Government Related Entities

No Applicant, Applicant Team Member or Applicant Equity Member may participate in this procurement process if any of its shares are owned, directly or indirectly, by an entity that is directly or indirectly owned, in whole or in part, by the government of Abu Dhabi (a **Government Related Entity**).

### 4.2 Minimum Qualification Criteria

SOQs must satisfy the Minimum Qualification Criteria which will be evaluated on a pass/fail basis, in order for its SOQ to be evaluated in accordance with Section 4.3.

In order to achieve the Minimum Qualification Criteria, SOQs must comply with the submission requirements prescribed in Sections 3.2, 3.3, 3.4, 3.5 and 3.6 of this RfQ in full.

The minimum qualification criteria include:

Volume	Required documentation	Applicable to
Volume 1	<ul style="list-style-type: none"> <li>• Form B: Information regarding Applicant/Applicant Team Members</li> <li>• Form E: Key Personnel CVs</li> <li>• Additional general information required under Section 3.2</li> </ul>	Applicant or Applicant Team Member

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Volume	Required documentation	Applicable to
Volume 2	<ul style="list-style-type: none"> <li>Form A: SOQ Checklist</li> <li>Form C: Certification of each Applicant Team Member</li> <li>Appendix 1: SOQ Checklist</li> <li>Applicant ESG Statement</li> <li>Additional legal information required under Section 3.3</li> </ul>	Applicant or Applicant Team Member
Volume 3	<ul style="list-style-type: none"> <li>Form D: Technical and Project Experience</li> </ul>	Applicant or Applicant Team Member
Volume 4	<ul style="list-style-type: none"> <li>Form F1: Financial Certificate</li> <li>Financial statement for each Applicant Equity Member</li> </ul>	Applicant or Applicant Team Member
Volume 5	<ul style="list-style-type: none"> <li>Form F2: Project Finance Experience</li> </ul>	Applicant or Applicant Team Member

### 4.3 Detailed Evaluation Criteria

#### 4.3.1 Evaluation Methodology

Provided the SOQs meet the Minimum Qualification Criteria, a detailed assessment of the SOQ submissions against the evaluation criteria shown in this Section 4.3 will be carried out in order to identify Bidders qualified to progress to the RFP stage.

#### 4.4 Evaluation Criteria

Provided that an Applicant satisfies the Minimum Qualification Criteria set out above, ADIO and the Procuring Entity will evaluate the Applicant based on (i) its organisation and management structure pursuant to Section 3.2; (ii) its technical capabilities pursuant to Section 3.4; and (iii) its financial strength and ability to raise project finance pursuant to Sections 3.5 and 3.6.

The SOQs will be evaluated based on the following criteria:

Criteria	Description	Maximum score	Weight
Organisation and Management Structure	<ul style="list-style-type: none"> <li>Applicant's organisation and management structure</li> <li>Allocation of roles and responsibilities between Applicant Team Members of the Applicant (applicable to consortia)</li> <li>Applicant's local presence in the region</li> </ul>	20	20%



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Criteria	Description	Maximum score	Weight
	<ul style="list-style-type: none"> <li>Applicant's prior experience in region</li> <li>Applicant's provision of nominated Key Personnel</li> </ul>		
<b>Technical</b>	<ul style="list-style-type: none"> <li>Clear allocation of roles and responsibilities between the Applicant Team Members</li> <li>The Applicant must demonstrate that it has satisfactory technical project experience and will provide evidence to demonstrate that its experience fulfils the relevant criteria set out in Section 3.4</li> <li>The Applicant's technical experience will be evaluated, and a total score based on scoring of individual project experience will be given. Project sector and the Applicant's role will be considered when evaluating individual project experience.</li> </ul>	50	50%
<b>Financial</b>	<ul style="list-style-type: none"> <li>The Applicant and each Applicant Team Member must demonstrate financial strength and will provide evidence to demonstrate this by fulfilling the relevant criteria set out in Section 3.5</li> <li>The Applicant must demonstrate that it has satisfactory project financing experience and will provide evidence to demonstrate that its experience fulfils the relevant criteria set out in Section 3.6</li> </ul>	30	30%
<b>TOTAL</b>		<b>100</b>	<b>100%</b>

### 4.4.1 Evaluation Criteria - Minimum Scoring Threshold

The **minimum qualifying score required is 80%** on the total aggregated score. Applicants who fail to score 80% or more will not qualify to progress to the next stage of the tendering process.

### 4.4.2 Notification of Pre-Qualification

ADIO will issue notice of pre-qualification in writing to all Applicants.

## 5. Miscellaneous and Legal

### 5.1 PPP Legal Framework and Companies Law

The Project is being procured using a PPP model pursuant to the laws and regulations in force in Abu Dhabi, and in particular the PPP Law and the broader legislative framework.

Applicants will comply with all laws and regulations in force in the UAE and in the Emirate of Abu Dhabi in connection with the preparation and submission of their SOQs in response to this RfQ, including the PPP Law and the Federal Law No. 2 of 2015 (as amended) (**Companies Law**).

Applicants are advised that the Decree was issued by the UAE government amending the restrictions on foreign ownership contained in the Companies Law. The Decree allows for a UAE company to be established with no local shareholder, provided that it does not carry out activities with a 'strategic impact'. Provided the project company (formed by the Preferred Bidder) that enters into the Partnership Agreement will not be carrying out activities with a 'strategic impact' and subject to any further decree or legislative change between the date of this RfQ and the date on which the Partnership Agreement is signed, this will likely mean that 100% foreign ownership of the project company will be permitted under law.

Each Applicant will be responsible for obtaining its own legal advice in respect of the applicability of the PPP Law, the Companies Law and the Decree and the scope of approvals, licences and permits that are required for the Project.

### 5.2 Reservation of Rights

ADIO and the Procuring Entity reserve the rights at any time and without any liability, to:

- develop the Project in any manner they determine necessary. If ADIO (on behalf of the Procuring Entity) is unable to negotiate a Partnership Agreement to its satisfaction with the Preferred Bidder, it may (i) negotiate with the next highest ranked Bidder, (ii) terminate this procurement process and pursue other development or solicitations relating to the Project or (iii) exercise such other rights under the Partnership Framework and all laws and regulations in force in the UAE and in the Emirate of Abu Dhabi as it deems appropriate;
- modify the procurement process at any time (including the dates of this procurement process);
- cancel this RfQ or the subsequent RfP, in whole or in part;
- issue a new RfQ after withdrawal of this RfQ or a subsequent RfP;
- reject any and all SOQs and subsequent RfP proposals received at any time or terminate evaluations;
- require additional information from an Applicant concerning its SOQ;
- amend the Project scope from the information contained in this RfQ or any subsequent RfP;
- disqualify any Applicant that changes its submittal without the approval of ADIO and the Procuring Entity as applicable; and
- exercise any other right reserved or afforded to ADIO and the Procuring Entity under this RfQ or any subsequent RfP or any other law.

### 5.3 Confidentiality

Recipients of this RfQ will regard and treat all documents and information concerning the Project, Procuring Entity, ADIO and other governmental entities involved as being strictly private and confidential and will ensure that the same is not disclosed, copied, reproduced, distributed or passed to any other person at any time except: (i) for the purposes of enabling SOQs to be prepared and submitted or disclosed to persons providing or proposing to provide financing for the Project, provided that in each case the disclosing party ensures that the receiving party executes and delivers a confidentiality agreement and complies with the terms of this RfQ or (ii) as required to be disclosed by judicial or administrative process (including in connection with obtaining any necessary governmental approvals for the Project).

### 5.4 Ownership and Copyright

All documentation supplied by ADIO and the Procuring Entity in relation to the Project is and will always remain the property of ADIO and the Procuring Entity, as relevant, and must be returned upon demand, without any copies being retained in any form (save for where entities or advisors are required to retain copies for regulatory purposes). Copyright to the RfQ and other documentation supplied by ADIO and the Procuring Entity rests exclusively with them and such documentation may not be copied, reproduced, distributed or otherwise made available to any other third party (either in whole or in part) without the prior written consent of ADIO and the Procuring Entity, except in connection with the preparation and submission of SOQs. All SOQs submitted will become the property of ADIO and the Procuring Entity on the date submitted.

### 5.5 Conflicts of Interest

Any conflict of interest must be fully disclosed in writing to ADIO and the Procuring Entity as soon as the conflict of interest becomes apparent. Following receipt of such information ADIO and the Procuring Entity will, in their absolute discretion, decide on the appropriate course of action, which may include disqualification of an Applicant, or an Applicant Team Member, as the case may be.

For the purposes of this RfQ, a conflict of interest means any actual or perceived situation where a person of authority or influence in the selection, assessment, decision making or otherwise at any stage of the tendering of the Project has a financial or non-financial interest, directly or indirectly, in the contracts or works to be implemented, and has the authority, power or control to influence them.

### 5.6 Changes in Organisation

Following submission of the SOQ, an Applicant may not: (i) remove or replace (but may add) an Applicant Team Member or Applicant Equity Member; or (ii) change its Managing Member, without ADIO's prior written consent.

### 5.7 Rejection

An Applicant may be disqualified or rejected for any reason, at the sole discretion of ADIO and the Procuring Entity, including for the following reasons:

- failure by an Applicant (or any Applicant Team Member) to comply with the instructions and procedures outlined in this RfQ;
- an SOQ does not satisfy the Minimum Qualification Criteria requirements or the minimum scoring threshold as set out in Sections 4.2 and 4.4.1 respectively;
- failure by an Applicant (or any Applicant Team Member) to comply with the requirements set out in Section 4.1.3 in respect of Government Related Entities;
- failure by an Applicant to submit additional information or clarifications as may be required by the Procuring Entity and/or ADIO during the evaluation of the SOQs;

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- the Applicant (or any Applicant Team Member) misrepresents any fact, circumstance or matter within its SOQ;
- the Applicant (or any Applicant Team Member) is the subject of proceedings for a declaration of bankruptcy, insolvency or has suffered any other analogous event;
- the Applicant (or any Applicant Team Member) is guilty of an act of grave misconduct during his/her business;
- failure by the Applicant to disclose a conflict of interest;
- the Applicant has been previously blacklisted by the Procuring Entity or any government entity in Abu Dhabi or the UAE;
- the Applicant (or any Applicant Team Member) is subject to pending or threatened legal proceedings with the Procuring Entity or any government entity in Abu Dhabi or the UAE; or
- past failure to comply with the terms of any contract, letter of intent or bid with the Procuring Entity, ADIO, or any other government entity in Abu Dhabi or the UAE, whether in an individual capacity or as part of a joint venture.

### **5.8 No Contract**

This RfQ does not commit the Procuring Entity and/or ADIO to enter into a Partnership Agreement or proceed with the procurement described in this RfQ. The Procuring Entity and ADIO assume no obligations, responsibilities, and liabilities, fiscal or otherwise, to reimburse all or part of the costs incurred or alleged to have been incurred by parties considering responding to this RfQ or any subsequent RfP. All such costs will be borne solely by each Applicant.

### **5.9 Supersedes Previous Communications**

This RfQ replaces and supersedes all previous documentation, communications and correspondence between ADIO, the Procuring Entity and Applicants. Applicants should not place any reliance on any such previous documentation, communications or correspondence.

### **5.10 Applicant's Warranties**

By its participation in this procurement process, each Applicant warrants, represents and undertakes to ADIO and the Procuring Entity that:

- all information, representations and other matters of fact communicated or to be communicated to ADIO and the Procuring Entity by the Applicant, its employees, servants or agents in connection with or arising out of the SOQ are true, complete and accurate as at the date communicated; and
- it has full power and authority to respond to this RfQ and, if appointed, to perform the Project.

Part B:

# FORM SHEETS



## Part B: FORM SHEETS

[Remainder of page intentionally left blank]

## Form A: SOQ Submission Letter<sup>1</sup>

Applicant:	
Managing Member (if Applicant is a consortium):	
Date:	
Attn:	

The undersigned (Applicant/Managing Member) submits this statement of qualifications (**SoQ**) in response to the Request for Qualifications dated [insert date] (**RfQ**), issued by the Abu Dhabi Investment Office (**ADIO**) and the Department of Municipalities and Transport (**Procuring Entity**). Capitalised terms not otherwise defined herein will have the meanings set forth in the RfQ.

Enclosed, and by this reference incorporated herein and made a part of this SOQ, are the following:

- Volume 1 – General Information;
- Volume 2 – Legal Information;
- Volume 3 – Technical Information;
- Volume 4 – Financial Information; and
- Volume 5 – Project Finance Experience.

The Applicant/Managing Member refers ADIO and the Procuring Entity to Appendix 1 of this Submission Letter for details of where its response to each RfQ requirement can be found in its SoQ.

The Applicant/Managing Member represents and warrants that (i) it has read the RfQ and agrees to abide by the contents and terms of the RfQ and the SoQ, (ii) the information stated in this Submission Letter and SoQ is both true and correct in every aspect and represents a true reflection of the Applicant's experience and financial experience and (iii) that it is authorised to submit this Submission Letter and SoQ.

The Applicant/Managing Member understands that ADIO and the Procuring Entity are not bound to determine that any Applicant should be selected to receive the RfP and may reject each SoQ without reason or justification.

The Applicant/Managing Member further understands that all costs and expenses incurred by it in preparing this SoQ and participating in the Project procurement process will be borne solely by the Applicant.

Applicant/Managing Member's address:

Country or Jurisdiction of incorporation/formation/organisation of the Applicant/Managing Member:

[insert appropriate signature block]

<sup>1</sup> Note to Applicants: For Applicants that are, or are expected to be, a consortium, the submission letter shall have appended to it letters from each Applicant Team Member confirming that representations, statements and commitments made by the Managing Member on behalf of the Applicant Team Member entity have been authorised and are correct.

## Appendix 1 to Form A: SOQ Checklist

Statement of qualifications requirements	SOQ reference
<b>Volume 1 – General Information</b>	
<b>Section 3.2.1</b>	Executive summary.
<b>Section 3.2.2</b>	Applicant’s organisation and management structure narrative.
<b>Section 3.2.3</b>	Applicant’s ESG credentials.
<b>Section 3.2.4</b>	Information for each Applicant Team Member in the format set out in Form B.
<b>Section 3.2.5</b>	Key Personnel CVs in the format specified in Form E.
<b>Volume 2 – Legal Information</b>	
<b>Section 3.3</b>	Submission Letter.
<b>Section 3.3</b>	Completed SOQ Checklist.
<b>Section 3.3</b>	Certified copies of corporate organisational documents for each Applicant Team Member.
<b>Section 3.3</b>	Certified copies of an organisational charts and corporate structure for each Applicant Team Member.
<b>Section 3.3</b>	A good standing certificate from its jurisdiction of incorporation for each Applicant Team Member.
<b>Section 3.3</b>	Details of the role of each Applicant Team Member in the consortium in the format set out in Form B.
<b>Section 3.3</b>	A signed confirmation of compliance with the legal requirements for Applicant and each Applicant Team Member in the format set out in Form C.



## Infrastructure Partnerships

Statement of qualifications requirements		SOQ reference
<b>Volume 3 – Technical Information</b>		
<b>Section 3.4</b>	Details of the Applicants technical and project experience in the format set out in Form D.	
<b>Volume 4 – Financial Information</b>		
<b>Section 3.5.1</b>	Financial Certificate for each Applicant Equity Member in the format set out in Form F1.	
<b>Section 3.5.1</b>	Financial statement for each Applicant Equity Member in accordance with the requirements of Section 3.5.1.	
<b>Volume 5 – Project Finance Experience</b>		
<b>Section 3.6</b>	Project Finance Experience in the format set out in Form F1.	

## Form B: Information regarding Applicant/Applicant Team Members<sup>2</sup>

Registered Name of Applicant:	
Country of registration:	
Name of Applicant Team Member completing this form:	
Address of Applicant Team Member (headquarters and lead office for this Project, if different):	
Name of contact person:	
Email address:	
Contact number (including country code):	
Role of Applicant Team Member:	
Anticipated equity interest of Applicant Team Member in project company (if any):	
I certify that the foregoing is true and correct, and that I am the authorised representative of the Applicant Team Member:	
By:	
Print name:	
Title:	
Date:	

<sup>2</sup> Note to Applicants: This form should be submitted for all Applicant Team Members that the Applicant considers are relevant to the evaluation of its response to the RfQ, including all equity investors, consultants, designers, contractors, service providers and key advisors (in particular where project finance is required and a financial advisor/arranger has been appointed). Please make additional copies of this form as needed.

## Form C: Certification of each Applicant Team Member

Name of Applicant Team Member:	
<p>The Applicant Team Member certifies to the best of its knowledge and belief, that the Applicant Team Member, its board members and executives:</p> <ul style="list-style-type: none"><li>▪ are not presently debarred, suspended, proposed for debarment, declared ineligible, or voluntarily excluded from covered transactions by any government entity in Abu Dhabi;</li><li>▪ have not within a three-year period preceding this SOQ been convicted of or had a civil judgment rendered against them for commission of fraud or a criminal offense in connection with obtaining, attempting to obtain, or performing a public transaction or contract under a transaction with a government entity in Abu Dhabi and have not been convicted of any violations of antitrust statutes, theft, embezzlement, corruption, forgery, bribery, falsification, destruction of records, making false statements, or receiving stolen property;</li><li>▪ are not a Government Related Entity;</li><li>▪ are not presently indicted for or otherwise criminally or civilly charged by a government entity in Abu Dhabi with commission of any of the offenses enumerated in the above paragraph of this certificate; and</li><li>▪ have not within a three-year period preceding this SOQ had one or more transactions with a government entity in Abu Dhabi terminated for cause or default.</li></ul> <p>Where the Applicant Team Member is unable to certify any of the statements in this certification, such Applicant Team Member will attach an explanation to this form.</p> <p>The undersigned makes the foregoing statements to be filed with the SOQ submitted on behalf of the Applicant Team Member for contracts to be entered into with the Procuring Entity.</p> <p>Signature:</p> <p>Name:</p> <p>Position:</p> <p>Date:</p>	

## Form D: Technical and Project Experience

This Form D will be read in conjunction with Section 3.4.

Applicants will present each example of project experience in a separate table using the template provided below. For each project experience, the information submitted will not exceed two A4 pages. ADIO and the Procuring Entity may, at their discretion, disregard any information that exceeds such page limit.

PROJECT NAME, CLIENT AND LOCATION	BRIEF DESCRIPTION OF THE PROJECT (SECTOR, PROCUREMENT MODEL, ROLE OF APPLICANT, ETC.)	PROJECT TIMELINE STATUS	CONTACT INFORMATION OF THE CLIENT OR OWNER AND THEIR PROJECT MANAGER WHO CAN VERIFY THE APPLICANT TEAM MEMBER'S RESPONSIBILITIES <sup>3</sup>
<b>PROJECT NAME:</b>	Sector/Asset Type:  Nature of Procurement: (examples being (i) Infrastructure PPP (ii) utilities other than roadway lighting and (iii) District cooling plants, energy production etc)	Contract Commencement Date (Actual) [MM/YYYY]  Contract Completion Date (Actual or Estimated) [MM/YYYY]	Client/Owner <ul style="list-style-type: none"> <li>• Name:</li> <li>• Phone:</li> <li>• Email:</li> </ul>
<b>CLIENT:</b>	Role of Applicant (sole developer/majority/minority shareholder/contractor, etc to be specified)	Project Status ([xx] years into operation, etc to be specified):	Project Manager <ul style="list-style-type: none"> <li>• Name:</li> <li>• Phone:</li> <li>• Email:</li> </ul>
<b>COUNTRY:</b>	% of energy saved, total kilometres of utility lines replaced/ retrofitted		

<sup>3</sup> Note to Applicants: ADIO and the Procuring Entity may disregard projects if the contact references stated above are not made available.

## Infrastructure Partnerships

PROJECT NAME, CLIENT AND LOCATION	BRIEF DESCRIPTION OF THE PROJECT (SECTOR, PROCUREMENT MODEL, ROLE OF APPLICANT, ETC.)	PROJECT TIMELINE STATUS	CONTACT INFORMATION OF THE CLIENT OR OWNER AND THEIR PROJECT MANAGER WHO CAN VERIFY THE APPLICANT TEAM MEMBER'S RESPONSIBILITIES <sup>3</sup>
<b>PROJECT TECHNICAL INFORMATION</b>	Full description of the project scope, functionality, users.		
	Total CAPEX (in AED):		
	Description of the scope of design service provided by the Applicant (if the Applicant only undertook a part of the full design scope, please specify):	[Only used in the case where an Applicant's reference projects do not fully satisfy the criteria under 3.4.2(b) and where supplementary examples are provided by the Applicant's EPC contractor/ Project Company (as the Applicant Team Member) in order to demonstrate the EPC contractor's/ Project Company experience on infrastructure projects which are similar in size, nature, scope and complexity.]	
	Description of the scope of construction (subcontractor such as lighting manufacturer or lighting control manufacturer) services provided by the Applicant (if the Applicant only undertook a part of the full construction scope, please specify):	[Only used in the case where an Applicant's reference projects do not fully satisfy the criteria under 3.4.2(b) and where supplementary examples are provided by the Applicant's EPC contractor/ Project Company (as the Applicant Team Member) in order to demonstrate the EPC contractor's/ Project Company experience on infrastructure projects which are similar in size, nature, scope and complexity.]	

## Form E: Key Personnel CVs<sup>4</sup>

Resume of Key Personnel anticipated for the Project.
<ul style="list-style-type: none"><li>Name and Title:</li></ul>
<ul style="list-style-type: none"><li>Proposed Role and Responsibility for the Project</li></ul>
<ul style="list-style-type: none"><li>Name of the Applicant Team Member you represent or are employed by (if not employed state the name of the organisation/employer).</li></ul>
<ul style="list-style-type: none"><li>Years' experience: With your employer ____ Years and with Other employer ____ Years. List chronologically (most recent experience first) your employment history, position, general responsibilities, and duration of employment for the last fifteen (15) years.<sup>5</sup></li></ul>
<ul style="list-style-type: none"><li>Education: Name and Location of Institution(s)/Degree(s)/Year/Specialisation:</li></ul>
<ul style="list-style-type: none"><li>Document the extent and depth of your relevant expertise, experience and qualifications relevant to PPP infrastructure projects: (List at least three, but no more than five relevant projects for which you have performed a similar function).</li></ul>

<sup>4</sup> Note to Applicants: One copy of [Form E] should be used for each of the Key Personnel described herein and only one individual shall be designated to fill each position. The Key Personnel Resume CVs shall not exceed two pages for each Key Personnel.

<sup>5</sup> Note to Applicants: If you have less than 15 years of experience, please list the experience for those years you have worked. Partnership Project specific experience shall be included in [Form D].

## Form F1: Financial Certificate<sup>6</sup>

I, [Name], the [Title] of [Name of Applicant Equity Member] (the **Company**) [and the [Title] of [Name of Guarantor] (the **Guarantor**)], do hereby certify as of [Date] that:

This certificate is being executed and delivered in connection with the Statement of Qualifications submitted by [insert Applicant name] (the **SOQ**) in response to the Request for Qualifications, dated [insert date] (the **RfQ**) issued by the Abu Dhabi Investment Office (**ADIO**), on behalf of the Department of Municipalities and Transport (the **Procuring Entity**) relating to the supply, installation, finance, operations, maintenance and replacement of existing 135,742 high-pressure (**HPS**) and metal halide (**MH**) luminaires with energy efficient LED luminaires in Abu Dhabi (the **Project**).

As to the matters herein set forth below, I either have personal knowledge or have obtained information from officers or employees of the [Applicant Equity Member] [and the Guarantor] in whom I have confidence and whose duties require them to have personal knowledge thereof. I make the certifications herein to ADIO and the Procuring Entity pursuant to the requirements of the RfQ with the intent and understanding that they will be relied upon by ADIO and the Procuring Entity as a basis for the evaluation of the SOQ contemplated by the RfQ.

- **Guarantor Support:** It is the intention of the Guarantor to support the Company with the financial resources and other support needed by the Company to successfully satisfy its obligations in respect of the Project if the Applicant were to be selected to carry out the Project.]
- **Material Changes in Financial Condition:** [No material change in the financial condition of the Company [or Guarantor] has occurred or is projected to occur, as applicable (i) within the most recently completed three fiscal years that is not reflected in its audited financial statements; (ii) since the date of its audited financial statements for its most recently completed fiscal year; or (iii) during the next fiscal quarter following the date of the SOQ.] [Attached hereto is a detailed description of material changes in the financial condition of [the Company] [the Guarantor].] <sup>7</sup>

IN WITNESS WHEREOF, the undersigned is the Chief Financial Officer, Treasurer or equivalent officer of the entity to which this Form relates, and has duly executed this certificate as of the date first written above.

Name:

Title:

<sup>6</sup> Note to Applicants: Each of the Applicant Equity Members should provide its own separate certificate. However, if any such company is proposing a Guarantor, only one consolidated certificate is required for the Guarantor and its guaranteed entity. If a company has no Guarantor, all references to "Guarantor" should be deleted from this certificate.

<sup>7</sup> Note to Applicants: Complete the appropriate certification. Delete the sentence that is not applicable.

### Form F2: Project Finance Experience

<b>Project name, location, sector, size and procuring entity</b>	<b>Project description</b>	<b>Role in project (name of sponsors)</b>	<b>Project cost (total finance raised)</b>	<b>Sources of debt finance and lead arrangers</b>	<b>Percentage (%) of equity participation (total and % committed by Applicant)</b>	<b>Dates of financial close and completion (actual or expected)</b>	<b>Capital structure (debt and equity in AED thousands)</b>	<b>Reference details (contact name, company, phone number and email)<sup>8</sup></b>

<sup>8</sup> Note to Applicants: ADIO and the Procuring Entity may disregard projects if contact references stated above are not made available.



## Form G: Request for Clarification Format

<b>Applicant:</b>	
<b>Date:</b>	

No.	Issue	RfQ section	Question/comment
1.	(e.g. Payment)	(e.g. Section 2.8)	