



مكتب أبوظبي للاستثمار  
ABU DHABI INVESTMENT OFFICE



# Zayed City Schools PPP Project

RfQ Clarification Responses  
(Issue No. 2)

## Clarification Responses

**ISSUE NO.:** 02 **RELEASE DATE:** 30 MAY 2021

No	PART	VOLUME	REFERENCE TITLE	CLARIFICATION	CLARIFICATION RESPONSE
3	PART A	3.3	Volume 2 – Legal Information	Kindly advise, which authority should issue the good standing certificate.	The relevant authority will depend on the particular jurisdiction in which the Applicant Team Member is incorporated. We would expect the relevant Applicant Team Member to be in a position to identify the appropriate authority in this regard.
4	PART A	3.3	Volume 2 – Legal Information	Our entities are all registered in UAE and UAE authorities do not issue such certificates. Please provide additional details on what equivalent certificates are required.	<p>We understand that in respect of UAE entities established in the free zone, a certificate of good standing can be obtained.</p> <p>Notwithstanding the above, we confirm that in circumstances where an Applicant Team Member is unable to obtain a certificate of good standing because there is no body in the relevant jurisdiction of incorporation who can issue such certification, written confirmation from the relevant Applicant Team Member confirming that it is solvent will be acceptable in lieu of a certificate of good standing.</p>
5	PART A	3.2	Volume 1 – General Information	How important is participation of all parties at RFQ stage? The consortium can arrange equity holders, consultants, designers that are essential to execute the project. The details of the proposed structure and how each provider is planned to be contracted and involved in development will be included in the RFP.	<p>If the Applicant is comfortable in meeting the SOQ requirements with parties already identified, then it is not required to identify additional parties at this stage.</p> <p>As a reminder, Applicants are required to provide a narrative of no more than two (2) pages describing the Applicant's organisation and management structure.</p>

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6	PART A	3.2	Volume 1 – General Information	What are the key details that should be provided for previous experience considering that each section should not be more than 2 pages? Can we provide wetransfer links?	The Applicant may choose key details that best represents the Applicant's previous experience in region. The Applicant may also point to Form D (Technical and Project Experience) and Form F2 (Project Finance Experience) to highlight their previous experience in region.
7	PART A	3.2	Volume 1 – General Information	ADIO's ESG policy states we should prioritise Emirati owned businesses in subsection 2 of ESG factors. Is there an approved list of Emirati owned businesses from whom we can procure ESG solutions?	The expectation of Applicant is that it demonstrates that it has policies in place to promote good ESG. There is no expectation that the Applicant procures ESG solutions from a third party.
8	PART A	3.2	Volume 1 – General Information	ADIO's ESG policy states we should prioritise income equality for womena and mionority groups in subsection 4 of ESG factors. Is there a specific target ratio of women / minorities to be achieved in Applicant's or Project Company's workforce?	As above, the expectation of Applicant is that it demonstrates that it has policies in place to promote good ESG. There are no specific targets as regards minority representation however Applicants should have appropriate policies in place to promote a diverse and inclusive environment.
9	PART A	3.2	Volume 1 – General Information	Is there a template for this letter?	No template has been provided. Bidders have been requested to provide no more than two pages describing the Applicant's approach to ESG.
10	PART A	3.3	Volume 2 – Legal Information	How (or by whom) should copies of organizational documents be certified? Since these are documents accepted by relevant government authorities, please outline how it needs to be additionally certified.	The relevant documents should be certified as being a true copy of the original underlying document. This can be certified by individuals permitted to make such affirmations such as lawyers, notaries or the authorities that issued the relevant document.
11	PART A	3.6	Volume 5 – Project Finance Experience	How are 'infrastructure projects' defined? What type of projects are included? Can financing for residential, commercial, PPP units be included?	Infrastructure projects should be similar in size, nature, scope and complexity to the defined Project scope. The project must feature non or limited recourse financing (i.e. project finance) and contracted on a long-term basis (i.e. 15 years or longer).

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12	PART A	3.4	Volume 3 – Technical Information	How strict is this criterion? Most development terms do not exceed 3-4 years. Please clarify that this is for development, leasing and exit.	The Bidder's clarification is not clear; however, Bidders shall comply with the requirements of 3.4.2 of the RFQ.
13	PART A	3.5	Volume 4 – Financial Information	Is there a template for this guarantee? What financial capabilities are being guaranteed? Is this required if equity is not being injected from participants' balance sheet and Applicant can raise capital from equity and debt markets?	There is no template for a guarantee or link between the Applicant and Guarantor. Please note that Form F1 (Financial Certificate) must be submitted by the Guarantor if a Guarantor is applicable.
14	PART A	2	Procurement Process	For the purpose of submitting a well-rounded PQ documents from the Consortium, we hereby request for two (2) weeks from the existing Deadline of SoQ submission.	The RFQ was issued on 27 April 2021 allowing potential Applicants 7 weeks before the SOQ due date. Given the nature of the project, timing of the transaction is critical, and no extension will be granted to the SOQ due date
15	PART A	2	Procurement Process	In order to complete the partnering of required entities for the projects, we would respectfully require an extension of SOQ due date by three weeks until 6th July 2021. We eagerly await your favorable response.	Please refer to clarification response 14.
16	PART A	3.2	Volume 1 – General Information	It may not be practically possible to identify all the Applicant Team Members as envisaged in the section 3.2.2 at the time of SoQ submission.  Can the identification of some of the other Applicant Team members (financial investors, consultants, designers, contractors, advisors, etc.) be carried out at a later stage?  The submission of SOQ could be considered based on the experience of the Applicant to develop & finance such projects and to successfully select and engage with other Applicant Team members.	Please refer to clarification response 5.
17	PART A	1.4	Project Scope	We are glad to note the emphasis on carbon reductions commitment through green and sustainable elements on the Project and the	More detailed information will be provided with the RFP including a mechanism for performance for energy and water consumption.

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				<p>requirement of 2-pearl rating under the Estidama Pearl Building rating system.</p> <p>Can you please elaborate and confirm if the below points among others would be considered by the ADIO &amp; ADEK to further strengthen the sustainability objectives?</p> <ul style="list-style-type: none"> <li>- Performance KPIs on energy &amp; water consumption with pain/gain share mechanisms</li> <li>- Tender evaluation criteria to encourage such green innovative solutions</li> <li>- Any minimum requirements and regulatory support that could be available to maximize the onsite renewable generation (rooftop/car park solar solution, etc) and any potential connection envisaged to a district cooling network</li> </ul>	<p>Evaluation Criteria will be clearly stated in the RFP which shall include aspects related to the Project Company proposed sustainability solutions.</p> <p>The Procuring Entity does not set regulation with respect to onsite renewable generation. Bidder shall consult with the responsible government departments</p>
18	PART A	4.4	Evaluation Criteria	It would be helpful to receive a breakdown of the Maximum Scores against each of the 10 bulleted Criteria.	The weighting criteria is as per the RFQ and no further breakdown is available to be shared.
19	PART A	1.5	Third Party Revenue	For the avoidance of doubt please clarify the Ancillary Use reference in section 1.5, the Bidders will or will not be required to recognize the 3rd Party Use in their financial model? In addition, please advise what Community facilities are included in the Masterplans for Zayed City.	<p>The Procuring Entity may allow a limited number of spaces within the school (for example, sports pitches) to be used by the community after school hours. No additional "community facilities" will be developed specifically for community users.</p> <p>The management and revenue collection of community use hours will not be the responsibility of the Project Company.</p> <p>Further details will be confirmed at RFP stage.</p>
20	PART A	1.4	Project Scope	Please confirm whether a concept design will be provided for each Prototype (KG/Cycle 1 and Cycle 2 & 3). (so two concept designs).	<p>Two prototype school building design (KG/Cycle 1 and Cycle 2 &amp; 3) will be provided.</p> <p>In addition, a site layout plan will be provided for each of the three school sites.</p>

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21	PART A	1.4	Project Scope	Please confirm what Disclosed Data relating to the three sites will be provided to the bidders with the RFP issue - for example Property Deeds, Site boundary information, Master-planning (Infrastructure) drawings etc	Disclosed data, provided on a non-reliance basis, will be provided as part of the RFP Documentation. The Disclosed Data will include site plans, concept design report, Traffic Impact Studies, Environmental scoping documents, utilities information and geotechnical reports.
22	PART A	1.2	Procurement Objectives	Please confirm precedence, if any, of the Social, Technical, Commercial, Financial and Strategic objectives. (Or all equally important?)	The summary of procurement objectives provided are all equally important for ADIO and ADEK, and the procurement of the Zayed City's School Project (Wave 1).
23	PART A	1.4	Project Scope	<p>For your kind advice, we believe the two (2) year duration for design, construction, commissioning and handing over of the three schools is tight due to local authorities permitting procedures, requirements, feedback and approvals.</p> <p>Please confirm if securing the relevant government consents (e.g. for utilities connections) has been factored into this time period.</p>	<p>The Procuring Entity has undertaken a detailed study on the programme for construction and considers the proposed construction period to be appropriate. The construction period has been benchmarked with the construction of the future schools programme which has led to the completion of over 60 schools across Abu Dhabi. It is important to note that the RFP will be issued with a Concept Design and at the end of the Bidding Stage the design will be up to Preliminary Design therefore design development will be significantly advanced by award of the contract.</p> <p>In addition the Sites are located within Zayed City which is a new development with roads infrastructure provided across the city. The sites are greenfield in nature and have been master planned for the construction and operation of schools.</p>
24	PART A	1.4	Project Scope	Securing the relevant consents from the municipality (e.g. in relation to utilities connection) will not always be within the control of the selected consortium. Please confirm if there will be any relief in the Project Agreement if Project Co, despite best efforts, is simply unable to secure timely consents.	<p>The draft Partnership Agreement will set out, in detail, the relevant consents which are the responsibility of the Project Company and the Procurer.</p> <p>In relation to any consents which the Project Company is responsible for, the Procurer will provide the Project company with assistance in obtaining such consents where necessary.</p> <p>We can also confirm that there will be time and cost relief made</p>

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					available to the Project Company if a Government Authority fails to issue or renew a consent where the Project company has taken all necessary steps in a timely manner.
25	PART A	1.4	Project Scope	Please confirm if any technical data will be made available bidders in relation to the existing condition of the sites and/or relating to any utilities crossing such sites.	The requested information will be provided as part of Disclosed Data on a non-reliance basis.
26	PART A	1.4	Project Scope	Please confirm if Project Co. will be required to provide an internet service, as part of ICT provision, over the life of the project.	The provision of infrastructure to enable internet service will be the responsibility of Project Company. The procurement of the actual internet service will not be the responsibility of the Project Company
27	PART A	1.6	Partnership Model	If the Funders Direct Agreement provides for ADEK step-in rights, we would request that any subordination issues with senior lender step-in rights are clearly addressed in that agreement. We would be grateful if you could confirm if a pro-forma direct agreement will be issued with the RfP.	<p>The draft Partnership Agreement will set out, in detail, the relevant consents which are the responsibility of the Project Company and the Procurer.</p> <p>In relation to any consents which the Project Company is responsible for, the Procurer will provide the Project company with assistance in obtaining such consents where necessary.</p> <p>We can also confirm that there will be time and cost relief made available to the Project Company if a Government Authority fails to issue or renew a consent where the Project company has taken all necessary steps in a timely manner.</p>
28	PART A	1.6	Partnership Model	Please confirm if it is the intention for any government entity to have an equity interest in the Project Company.	We confirm there is no intention for any government entity to take an equity stake in the Project Company.
29	PART A	1.4	Project Scope	We would be grateful for any further details on what level of design information will be made available to bidders, and how much design development will need to be undertaken by (i) consortia whilst still in	The specific details will be provided with the RFP Documentation. The current design is developed to Concept Design stage with the concept drawings included as part of the Procurers technical

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				competition and (ii) between preferred bidder and commercial/financial close.	requirements and the Bidders Submissions will be required to include a Preliminary Design submission
30	PART A	1.6	Partnership Model	Please confirm if an interface agreement will be mandated as part of the bid submission (between Project Co, and the EPC and FM contractor).	We confirm that an interface term sheet will be required as part of the bid submission but that a full form interface agreement will not be required.
31	PART A	1.6	Partnership Model	Please confirm if liquidated damages will be imposed upon Project Co in the Project Agreement in the event of construction delay (bearing in mind that Project Co. will separately have to meet debt service obligations in the event of construction delay), and if so, if these will be quantified with reference to a specified amount for each school, calculated with reference to each day of delay.	Correct in principle and further details on this will be set out in the RFP.
32	PART A	2.3	Submission Instructions	We believe that the document size of 15 MB for the SOQ submission is not possible. Kindly confirm if a downloadable link is allowed for the submission.	Applicants are informed that SOQ submissions should be sent to <b>zayedcityschools@adco.gov.ae</b> which replaces the email stated in paragraph 2.3.4 of the RFQ. The document size restriction is increased from 15MB to 150MB and if SOQ submissions exceed this size then the Applicant is requested to split the submission into emails with documents sizes not exceeding 150MB. In the case where the SOQ submission is split over more than one email then the Applicant should note in the subject title of the email the total number of emails comprising the SOQ submission and the order of the email (e.g. email 1 of 3). It remains the Applicant's responsibility to ensure all emails are submitted by the SOQ Submission Deadline of 1600 GST on Tuesday 15 June 2021.
33	PART A	3.2	Volume 1 – General Information	Is it mandatory at this stage to select the Architecture consultants, can we propose specific name and qualify the same by (or equivalent)?	The Applicant is required to demonstrate the capability in respect of the design, construction, commissioning, finance and maintenance as required in the RfQ.



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					<p>If the Applicant is comfortable in meeting all requirements of the RfQ requirements with parties already identified, then it is not required to identify additional parties at this stage.</p> <p>Please refer to the detailed requirements set out in the RfQ.</p>
34	PART A	3.2	Volume 1 – General Information	Is it mandatory at this stage to select the Facility management company, can we propose specific name and qualify the same by (or equivalent)?	Please refer to clarification response 33.
35	PART A	3	SOQ Content Requirements	<p>Lots of the services to be rendered during Construction and operations are owned by the group, do we need to qualify each of the companies at this stage</p> <p>a. Construction Stage: Main Contractor, fit out, FF&amp;E supplier, b. Operation stage: landscaping, cleaning, security, furniture maintenance</p>	<p>Please refer to clarification response 33.</p> <p>In addition, the Applicant is not required to identify sub-consultant / sub-contractor / material supplier at this stage.</p> <p>Please refer to the detailed requirements set out in the RfQ.</p>
36	PART A	1	Introduction	Project duration should be extended to three years.	Please refer to clarification response 23.
37	PART A	3	SOQ Content Requirements	<p>Financing</p> <p>a. Did ADIO seek the approval of local banks on the proposed structure and the guarantees to be provided by ADEK and ensured that the proposed agreement is bankable based on its merits. i.e. ringed fence project financing. If not, can we have a copy of the agreement so we can validate with our lending banks.</p> <p>b. Would there be a need to submit Performance guarantee during the construction period.</p>	<p>a) We confirm that ADIO held a market sounding session with both local and international lenders in connection with this project. As part of these sessions, ADIO provided lenders with an overview of the proposed structure of the project. This was an informal session and no form of partnership agreement was shared with lenders, nor was any formal approval was sought from lenders.</p> <p>b) We confirm that the Project Company will be required to provide a Performance Bond to secure its obligations during the construction period. Further details on this, including the quantum of the performance bond, will be set out in the RFP.</p>

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38	PART A	2.3	Submission Instructions	In 2.3.4 it should be given the "[Lead Applicant's name]". Could the Lead Applicant be different from the Managing Member?	References to Lead Applicant in sections 2.3.4 and 2.4.1 should refer to Managing Member.