



مكتب أبوظبي للاستثمار
ABU DHABI INVESTMENT OFFICE



Zayed City Schools PPP Project

Request for Qualifications



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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 prospective Applicants should make their own investigations, projections and conclusions and consult their own advisors to verify independently the information contained in the RfQ, and to obtain any additional information that they may require, prior to submitting a response to this RfQ. Each Applicant shall 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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Glossary of Terms

ADEK	Abu Dhabi Department of Education and Knowledge
ADIO	Abu Dhabi Investment Office
AED	United Arab Emirates Dirham
APPLICANT	the prospective applicant to the Project invited to submit an SOQ
BIDDER	an Applicant that is shortlisted to participate in the RfP process
BOT	build, operate and transfer
CAPEX	capital expenditure
DECREE	Federal Decree-Law No.26 of 2020 issued by the UAE government
DMT	the Abu Dhabi Department of Municipalities and Transport
EPC	engineering, procurement and construction
ESG	environmental, social and governance
ESTABLISHMENT LAW	Law No. (1) of 2019 concerning the establishment of ADIO
FF&E	furniture, fixtures and equipment
FM	facilities management
KPI	key performance indicator
PARTNERSHIP AGREEMENT	the agreement to be executed between ADEK and the Project Company in respect of the Project
PDF	portable document format
PPP	public private partnership
PPP LAW	Law No.2 of 2019 concerning the regulation of Public Partnership Projects in Abu Dhabi
PREFERRED BIDDER	the preferred bidder announced for the Project
PROCURING ENTITY	ADEK
PROJECT	the Zayed City Schools PPP project
PROJECT COMPANY	the special purpose vehicle formed by the Preferred Bidder for the purpose of implementing the Project

Infrastructure Partnerships

RfP	the request for proposals
RfQ	this request for qualifications
SOQ	the statement of qualifications
UAE	United Arab Emirates

Part A:

GENERAL INFORMATION AND INSTRUCTIONS TO APPLICANTS



Part A: GENERAL INFORMATION AND INSTRUCTIONS TO APPLICANTS

1. Zayed City Schools PPP Project

1.1 Introduction

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

The Project can be summarised as a long-term concession to be granted by ADEK to the private sector to design, build, commission, finance, insure and maintain three (3) new schools for the duration of the concession and, upon expiry, transfer the schools back to ADEK to agreed standards and quality thresholds.

The Project will provide the following school types with a combined student capacity of 5,360:

- Kindergarten and cycle 1 school (boys and girls);
- Cycle 2 and cycle 3 school (boys); and
- Cycle 2 and cycle 3 school (girls),

(together, the **Schools**).

The maximum period for mobilisation, design, construction, and commissioning of the three (3) schools from financial close to the scheduled services availability date is two (2) years.

From the services availability date, there will be a twenty (20) year service period bringing the overall duration of the concession period to twenty-two (22) years from date of financial close.

The Project forms part of the Abu Dhabi Future Schools Programme and will be procured on a BOT basis in accordance with the PPP Law and corresponding administrative resolution to facilitate the implementation of the PPP Law (the **Regulations**) and 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 on behalf of and in collaboration with ADEK.

This RfQ forms part of a competitive tender process which includes two (2) sequential stages being: (i) this RfQ; and (ii) the RfP.

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	Provide access to high-quality learning environments, modern facilities, and a strong sense of community across the three (3) new Schools, thus improving the liveability and attractiveness of Zayed City and Abu Dhabi as a whole.
	Building an attractive education environment to promote Abu Dhabi as a pioneering regional and international education hub.

Category	Key Project Contribution
Technical Objectives	Design, build and commission the Schools to agreed quality standards over an optimised construction timeline.
	Provide performance-based facilities management services and improve the overall operational efficiency of the Schools.
	Upon expiry of the concession, transfer the Project back to ADEK in a condition that maximises residual value and asset service life.
	Contribute to the UAE Governments carbon reduction commitments through integrating green and sustainable elements in the design, construction and operation of the Project Assets. A key design intent is to provide a solution that reduces energy use and significantly reduces greenhouse gas emissions.
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.
	Securing the most competitive offer from Bidders, with the best technical solution and negotiated on the best possible terms.
Financial Objectives	Optimisation of the financing of capital expenditure in the education sector by transferring financial risk to the private sector.
	Attract private sector investment and financing into ADEK's ongoing school infrastructure development programme.
	Lower the whole life cost of the Schools and enhance the residual value of each School.
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 ADEK schools PPP projects.
	Increasing 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

Zayed City formerly known as "Abu Dhabi Capital District" is located approximately 7 kilometres south of Abu Dhabi island between Mohammed Bin Zayed City and Abu Dhabi International Airport.

The new district will be the seat of the UAE's federal government and Abu Dhabi's own central government bodies.

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Once complete, the development will cover an area of 49 square kilometres with a population of 370,000 residents. Zayed City is currently under construction with the primary infrastructure such as road and infrastructure work in progress.

The locations of the three (3) school sites are shown in Figure 2 below.

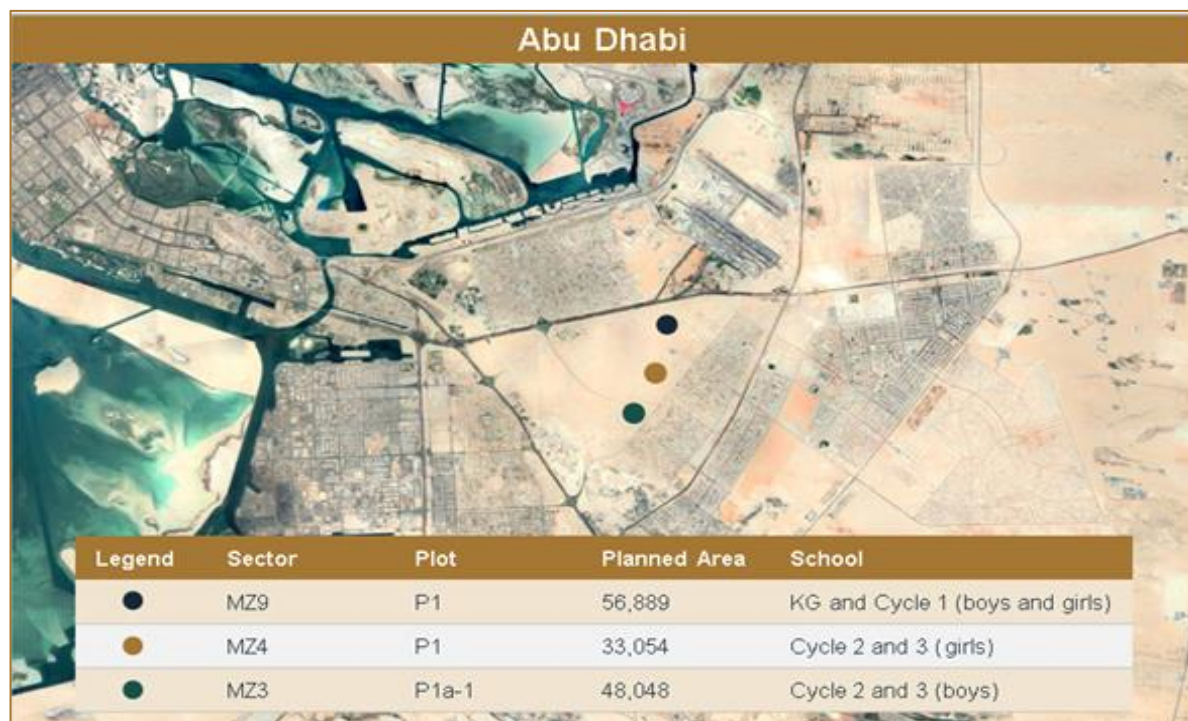


Figure 2 – Zayed City Schools PPP Project site locations

The site plots have been approved by DMT for ADEK to develop the three (3) new Schools.

1.4 Project Scope

1.4.1 Overview

The Project Company will be responsible for the design, construction, commissioning, financing, insurance and maintenance of the following School types:

School Type	Location	Land Use	Approximate Site Area (m ²)	Student Volume
Kindergarten and Cycle 1 (Boys and Girls)	MZ9, Plot P1	Vacant Land	56,889	2,000
Cycle 2 and 3 (Girls)	MZ4, Plot P1	Vacant Land	33,054	1,680
Cycle 2 and 3 (Boys)	MZ3, Plot P1a_1	Vacant Land	48,048	1,680

The outline technical scope of the Project for both design and construction and the facilities management phases of the Project is described in the table below.

Further summary details of the Project scope are provided in Sections 1.4.2 to 1.4.4 of this RfQ.

Infrastructure Partnerships

Scope	Description
Design	<ul style="list-style-type: none"> The Project Company is fully responsible for the design of the Schools. A Concept Design has been developed and will be provided to the bidders. The Project Company shall be responsible for undertaking all technical studies and surveys as required. The Project Company shall be responsible for obtaining all necessary permits and approvals, including utilities connection requirements.
Construction	<ul style="list-style-type: none"> Construction, testing and commissioning of all schools in compliance with relevant building, permitting and regulatory standards. Construction works shall include preparation of the sites, works associated with protecting/diverting existing infrastructures on site, and connection to utility supplies.
Stakeholder Management	<ul style="list-style-type: none"> Co-ordination and management of all stakeholders involved in the Project, including incorporation of their inputs and obtaining their approvals during all stages of the Project.
Environmental Management	<ul style="list-style-type: none"> The Project Company is required to ensure that all Facilities achieve, as a minimum, 2-Pearl rating under the Estidama Pearl Building Rating System including Design Rating and Construction Rating. During the Service Period, Project Company will be required to provide energy and utility management service, to take a leading role in establishing and implementing energy and water saving strategies, and to co-operate with the Procurer in achieving agreed consumption targets.
Facilities Management (FM)	<p>The FM scope of services includes the following as a minimum:</p> <ul style="list-style-type: none"> management services health and safety management services helpdesk buildings, installations and asset management services grounds maintenance services pest control energy and utilities management services cleaning waste management

Scope	Description
Furniture, Fittings and Equipment Asset Management	<ul style="list-style-type: none"> This includes the design, procurement and installation of both fixed and loose FF&E assets for the Schools. FF&E assets comprise: <ul style="list-style-type: none"> fittings, including worktops, sinks, etc.; fixed furniture and equipment, which are fixed to the fabric/structure of a School; and loose furniture and equipment which are moveable items. The Project Company shall also be responsible for maintenance and lifecycle replacement of fixed FF&E assets.
Information and Communications Technology (ICT) Provision	<ul style="list-style-type: none"> ICT includes audio/video equipment for the classrooms, computers as well as respective infrastructure. This scope is shared between the Project Company and the Procuring Entity. A detailed ICT scope allocation between the Project Company and the Procuring Entity has been developed and will be shared at the RfP stage.
Hand-Back	<ul style="list-style-type: none"> Meet hand-back requirements set out for the Schools including residual asset and service life requirements. Ensure smooth transition of operations and facilities management to the Procuring Entity, including necessary training of the Procuring Entity's staff.

1.4.2 Design and Construction Requirements

The Schools consist of the following key spaces:

- Education space:** Learning communities including various types of classrooms and associated storage and toilets, art, music, special education, library, multi-purpose hall, multi-purpose gymnasium, swimming pool (Cycles 2 and 3 only) and outside learning areas;
- Administration:** Staff offices, meeting rooms and associated storage, clinics and ablutions;
- Supporting areas:** Reception, cafeteria, prayer, Mechanical, Electrical and Plumbing and other supporting spaces; and
- Areas:** Parking, drop-off and pick-up, sports and recreation, and assembly areas.

A detailed schedule of accommodation will be provided during the RfP stage.

As part of the detailed proposals to be submitted in response to the RfP, the Bidder must provide within its technical proposal a design and construction solution which shall as a minimum meet or exceed the output specifications and associated technical schedules.

The Bidder is ultimately responsible for ensuring that its design and construction proposal achieves regulatory compliance and integration with any wider masterplan, and any existing or future utilities plan that is provided in the disclosed data.

Post commercial close, once formed, the Project Company is expected to develop and finalise the design of the works and the Procuring Entity is expected to review the design data in accordance with the review procedure and other provisions set out in the Partnership Agreement with respect to design development.

Infrastructure Partnerships

The Project Company shall ensure that construction of the Schools complies with the Partnership Agreement, output specifications and associated technical schedules, good industry practice, relevant statutory requirements and required consents.

It is expected that the design, construction, testing and commissioning of the Schools will be completed in advance of the service availability date.

The key design principles which underpin this Project include:

- Flexible and adaptable teaching spaces, so that different teaching styles can be accommodated, and various types of space will be available to a team of teachers should they require them;
- Opportunities for pupils to work together collaboratively across classes and within learning communities;
- Work spaces that enable teachers to plan and prepare in groups and individually;
- Spaces for small group work and for staff to have individual discussions with pupils so that feedback can be given to them on their progress;
- ICT infrastructure and building design which enhances and supports the pupils' learning process in accordance with the latest Procuring Entity's guideline, and allows maximum flexibility and adaptability to incorporate the latest state of technology and education in Abu Dhabi;
- Designs which allow a range of potential furniture and equipment layouts, which is well co-ordinated with equipment, ICT and building services;
- Inclusion of passive supervision opportunities promoting supervised, but self-regulated, environments between central circulation and teaching spaces, wherever possible, so that users are visible to others;
- A design that allows users to engage and interact with the external environment, where possible, so as to create practical hands-on learning, with a direct connection to the outdoors in early years in primary schools and for some special educational needs settings;
- A good internal environment is provided by achieving thermal, visual and auditory comfort;
- Environments created on a scale that matches the experience of the pupils, particularly so in the kindergarten and cycle 1 school;
- Technology integration – the solution must provide wi-fi access to the network anywhere on campus. Students should view and share work on digital displays throughout the building. This reduces dependence on the teachers, promotes peer-to-peer collaboration and widens the sphere of learning from the confines of the classroom to the whole school grounds. Students need to be prepared for the type of work environment and the companies they are going to be working for when they leave School;
- Transparency – the principle of visual interconnectedness is an emerging standard in new school construction. Opening a line of sight into adjacent spaces encourages collaboration and observing students work;
- Outdoor learning – interconnectivity to outdoor areas should be maximised where possible;
- Sustainable design solutions that comply with the Estidama Pearl Building Rating System to achieve 2-Pearl Building Rating;
- Integration of schools as parts of community life, through the shared use of facilities to help meet some of the community's educational, recreational, and wellness need; and
- Access provision and inclusion for students with special educational needs and mild/moderate disabilities in accordance with local standards including but not limited to the Abu Dhabi International Building Code.

1.4.3 FF&E & ICT

It is expected that the following specialised equipment will need to be procured and provided for the Project:

- The Project Company shall be responsible for the design, procurement and installation of both fixed and loose FF&E assets for the Schools. The Project Company shall also be responsible for maintenance and lifecycle replacement of fixed FF&E assets. An FF&E matrix will be developed to allocate responsibility between the Procuring Entity and the Project Company and will be provided during the RfP stage.
- The ICT provision scope is shared between the Project Company and the Procuring Entity. A detailed ICT scope allocation matrix will be provided during the RfP stage.

1.4.4 Facilities Management Requirements

Operational, maintenance and facilities management services for the Project will be delivered in accordance with requirements set out in the Partnership Agreement and are expected to be in line with the summary of services as detailed in the table below:

Services	Description
Services to be provided by the Project Company	
Management services	<p>The management services are to:</p> <ul style="list-style-type: none"> • manage, control, record and report on the delivery of all services provided as part of the Project; • ensure that all Project Company staff are suitably trained and have access to opportunities for professional development; • integrate service policies which demonstrate a proactive managing of the Schools; • ensure a liaison between the Project Company and the Procuring Entity, other contractors and the school staff to ensure that all resources required to deliver the services are provided; and • develop a strategy for the management of partnership arrangements.
Health and safety management services	<p>The health and safety management services are to create a safe environment at all Schools having regard to the Procuring Entity's responsibility to ensure the safety of pupils, staff, parents and any other persons who have reason to visit the Schools. Health and safety considerations are of fundamental importance to the Procuring Entity and to all Schools involved in the Project. Requirements are dictated ultimately by legislation but are emphasised and reiterated throughout the services specification that will be set out in the Partnership Agreement.</p>
Helpdesk services	<p>The helpdesk service is to ensure the provision of a support service available 24 hours per day for the Procuring Entity to request the deployment of the Project Company to rectify any non-provision of accommodation embraced by the scope of the Project within specified response times.</p>
Buildings, installations and	<p>The Project Company shall provide a safe and comfortable environment for all School users through the provision of a complete buildings, installations and</p>

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Services	Description
asset management services	asset maintenance service for the Schools. The Project Company shall also provide preventative, cyclical, corrective and reactive maintenance and lifecycle replacement to the Schools to ensure that the Schools provide full operational functionality at all times. The Project Company will provide reasonable access to those areas of the building and grounds necessary to enable the Procuring Entity to undertake their duties at the Schools.
Grounds maintenance services	The Project Company shall provide the grounds maintenance service to ensure that the hard and soft landscaping including car parks, footpaths, pitches, all weather surfaces, horticulture and external traffic routes within the curtilage of each School are maintained to a high aesthetic standard and are safe for all users of each School throughout the year. The Project Company shall ensure that grounds maintenance functions are sensitive to the needs of those using the external environment.
Pest control	The pest control service is to maintain the Schools free of pest species of public health significance or nuisance value at all times. The presence of the above at the Schools shall be deemed to constitute an “infestation”. The Project Company shall deal with any such infestation which may arise so as to minimise the risk to public health and disruption to the operation of the Schools.
Energy and utilities management services	The services shall ensure the efficient, effective, safe and timely supply of energy and utilities (electricity, gas and water, etc.) in order to ensure continued operation of each School.
Cleaning services	The cleaning services are to enable provision of a sanitary, clean and tidy environment consistent with the education function of the Schools and to enable all users of the Schools to use these safely and hygienically. This service includes reactive cleaning and janitorial service.
Waste management	<p>The aims of the waste management services are to ensure the safe and legal handling, segregation, collection and disposal of all generated waste products from the Schools and to consequently maintain a sanitary environment for all School users and to provide the management of waste at the Schools in accordance with the Procuring Entity’s policy.</p> <p>The final collection and disposal of all waste products is not the responsibility of the Project Company.</p>
Lifecycle management and replacement	Lifecycle maintenance and replacement of the asset to achieve required asset conditions and residual life requirements. Such requirements will be provided at the RfP stage.
SERVICES TO BE PROVIDED BY (OR ON BEHALF OF) THE PROCURING ENTITY	

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Services	Description
Teaching	The Procuring Entity retains full responsibility for the delivery of education services.
School administration	The Procuring Entity in partnership with its appointed charter school operator retains full responsibility for the delivery of school administration services.
Security management services	The Procuring Entity will be responsible for providing security staff and security management services.
Pool management	The Procuring Entity will provide lifeguards to manage and monitor the pool when in use within school hours.
Nursing staff	The Procuring Entity will provide nursing staff and consumables for provision of dedicated first aid services and treatment of cuts and bruises and minor illness.
Catering	The Procuring Entity will provide a catering service including school meal, vending and hospitality provision.
Car Parking & Traffic Management	The Procuring Entity will provide car parking and traffic management staff.

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

1.5 Third Party Revenue

For the Project to achieve ADEK's social objectives for Zayed City, certain facilities at the Schools such as sports facilities and lecture halls will be designated for community use outside core hours. Therefore, Bidders will not be expected to develop an ancillary revenue generation model. Further details in relation to the community use model will be included in the Partnership Agreement that will be provided at the RfP stage.

1.6 Partnership Model

1.6.1 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:

Infrastructure Partnerships

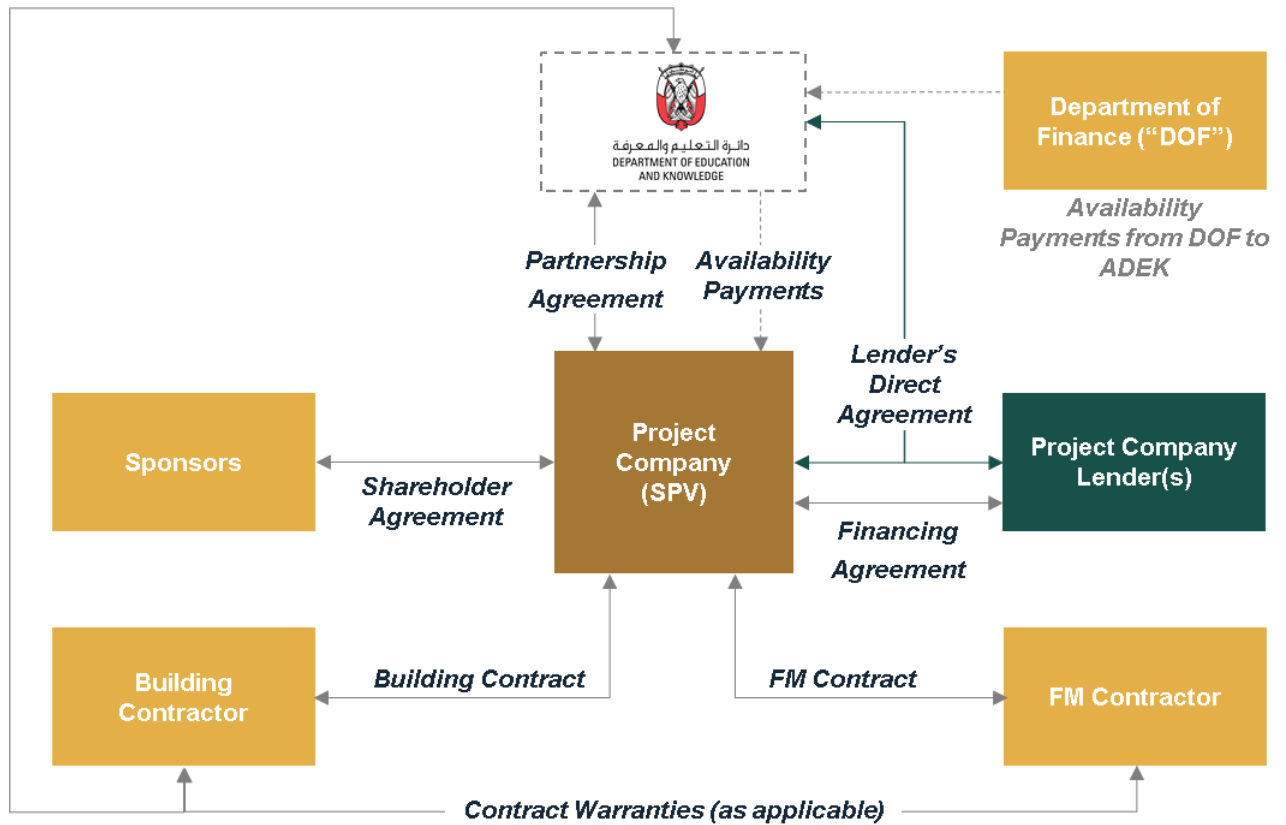


Figure 3 – Project contractual structure overview

1.6.2 Payment Structure

The Project will be procured and delivered as an 'availability-based' Partnership 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 Schools.

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 Schools, subject to meeting the following key performance indicators (KPIs):

- availability criteria; and
- performance standards.

Where the Schools 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.

1.6.3 Anticipated Financing Structure

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

ADIO and the Procuring Entity envisage 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 (2) 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 a 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 schedule:

Action	Date
Issuance of RfQ	27 April 2021
Deadline to submit RfQ Request for Clarifications	25 May 2021
SOQ Due Date	15 June 2021
RfP Release	29 June 2021
RfP Proposal Submission Deadline	25 November 2021
Selection of Preferred Bidder	10 February 2022
Financial Close	22 June 2022
TARGET CONSTRUCTION COMPLETION	22 June 2024
HANDOVER PERIOD (COMPLETION DATE)	4 August 2024
Service Availability Date	5 August 2024

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 shall 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. Only Applicants who satisfy the Minimum Qualification Criteria will have their SOQs evaluated based on the criteria set out in Section 4.3.

2.3.3 Submission Format

Each responding Applicant shall submit its SOQ by no later than the date and time specified in Section 2.3.4. Each responding Applicant shall 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, shall 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 shall 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 Tuesday, 15 June 2021
Addressed to	Marc Katchouni
Email Address	ppp@adio.ae
Subject Title	Wave 1 – Zayed City Schools PPP Project – [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 (1) to five (5) will assist with the assessment of the Applicant's SOQ in line with Section 4.3.

The respective volumes outlined in Section 1 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.

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The Applicant must meet all requirements set out in Section 1.

2.4 Clarifications

2.4.1 Questions and Requests for Clarification

Interested parties 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.

Applicants shall submit all clarifications with the subject title heading “Wave 1 – ZCSP Clarifications – [Lead Applicants name]”.

ADIO, in co-ordination 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

Applicants' SOQ submissions shall 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 (2) pages which shall include a summary of the following requirements:

- 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 (2) 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 below;
- the office locations both internationally and in the GCC region (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 [here](#).

Applicants (and each Applicant Team Member) are required to provide a narrative of no more than two (2) pages describing the Applicant's approach to ESG, together with any supporting documentation evidencing the Applicant's approach and ESG credentials.

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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 CV's 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 are as follows:

Position	Description
Bid & Transaction Director	Responsible for co-ordinating and leading the overall submission of the Applicant's SOQ and RfP proposal.
Project Company's Project Manager	Responsible for overall design, construction, operation, maintenance and contract administration on behalf of the Project Company.

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 authorized 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 license 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);
- a signed confirmation of compliance with the legal requirements in the format set out in Form C.

All documents submitted by Applicants shall 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 licenses).

3.4 Volume 3 – Technical Information

3.4.1 Technical Capability

The Applicant must provide evidence of reference projects which include relevant experience in respect of the design, construction, commissioning, finance and maintenance of a minimum of five (5) infrastructure projects which are similar in size, nature, scope and complexity to the Project scope as set out in Sections 1.1 and 1.4 of this RfQ.

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 and must clearly state which Applicant Team Member(s) was involved.

3.4.2 Relevant Experience

The following criteria are considered the minimum relevant experience which should be evidenced in each and all of the five (5) reference projects submitted in the format as set out in Form D.

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

- a) the scope of design, construction, maintenance and facilities management provided under the project are similar in nature, scope and complexity of this Project; and
- b) each reference project shall have a minimum CAPEX value of AED 300 million (or equivalent), the majority of which is financed by non or limited recourse financing and the duration of the project term exceeds fifteen (15) years from signing of the main project agreement.

Please note that:

- where one or more of the Applicant's reference projects 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 designer, EPC contractor and the FM 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 Applicant's reference projects are not PPPs or are not financed by non or limited recourse financing) but fully satisfy the criteria under 3.4.2 a), if the Applicant is a consortium then the Applicant can supplement the five (5) project examples with the additional information requirements as set out under Section 3.6.

The purpose of allowing an Applicant to provide supplementary reference projects is to provide Applicants with an opportunity to demonstrate that, as a consortium, the Applicant has the necessary experience to deliver the Project when taking into consideration the respective project experience of each of the Applicant Team Members as a whole; however, it is the responsibility of the Applicant to determine how best to do this. The more closely a reference project resembles the Project, the more marks are likely to be awarded in the 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 either: (i) design; or (ii) construction; or (iii) facilities management), 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 (3) most recent completed fiscal years must be provided. Financial statements must include the following:

- opinion letter (auditor's report);
- balance sheet;
- income statement; and
- cash flow statement.

Financial statements must be submitted in English.

The Applicant must demonstrate a **minimum net worth of AED 200 million** (or currency equivalent) in each of the three (3) 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 weighted average basis with reference to the equity stake held by each of the Applicant Equity Members, and each Applicant Equity Member must

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demonstrate **a minimum net worth of AED 20 million** (or currency equivalent) in each of the three (3) 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: (i) the 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 shall be assessed on financial strength in the following areas over the last three years:

- general financial attributes in terms of profitability, gearing and liquidity;
- significance of the Project to the Applicant in terms of turnover and net assets; and
- overall credit risk based on 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 upon.

Applicants shall 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 shall contain a completed Form F2, providing information for **a minimum of five (5) PPP infrastructure projects that reached financial close with a project cost of at least AED 300 million (or currency equivalent) in the UAE, GCC region, or internationally in the last ten (10) 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.

The financial advisor should confirm its track record in advising developers to financial close, rather than transactions where the financial advisor has acted for the Procuring Entity.

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, and if an Applicant comprises more than one entity, 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 the 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 shall 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 committed to **hold a shareholding of at least 35% 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

An Applicant must meet 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 4.4.

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 in full.

The Minimum Qualification Criteria include:

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

Volume	Required documentation	Applicable to
Volume 2	<ul style="list-style-type: none"> Form A: SOQ Submission Letter Form C: Certification of each Applicant Team Member Appendix 1: SOQ Checklist Applicant ESG Statement Additional legal information required under Section 3.3 	Applicant or Applicant Team Member
Volume 3	<ul style="list-style-type: none"> Form D: Technical and Project Experience 	Applicant or Applicant Team Member
Volume 4	<ul style="list-style-type: none"> Form F1: Financial Certificate Financial statement for each Applicant Equity Member 	Applicant or Applicant Team Member
Volume 5	<ul style="list-style-type: none"> Form F2: Project Finance Experience 	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 Section 4.4 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"> Applicant's organisation and management structure Allocation of roles and responsibilities between Applicant Team Members of the Applicant (applicable to consortia) Applicant's local presence in the region Applicant's prior experience in the region 	20	20%

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Criteria	Description	Maximum score	Weight
	<ul style="list-style-type: none"> Applicant's provision of nominated Key Personnel 		
Technical	<ul style="list-style-type: none"> Clear allocation of roles and responsibilities between the Applicant Team Members The Applicant must demonstrate that it has satisfactory technical project experience and shall provide evidence to demonstrate that its experience fulfils the relevant criteria set out in Section 3.4 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. 	50	50%
Financial	<ul style="list-style-type: none"> The Applicant and each Applicant Team Member must demonstrate financial strength and shall provide evidence to demonstrate this by fulfilling the relevant criteria set out in Section 3.5 The Applicant must demonstrate that it has satisfactory project financing experience and shall provide evidence to demonstrate that its experience fulfils the relevant criteria set out in Section 3.6 	30	30%
TOTAL		100	100%

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 a notice of pre-qualification in writing to all Applicants.

5. Miscellaneous and Legal

5.1 PPP Legal Framework & 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 shall 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 shall 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 shall 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 shall 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 shall 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 shall 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 submittal 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;
- failure by an Applicant to meet the Minimum Qualification Criteria requirements or the minimum scoring threshold as set out in Section 4.2 and Section 4.4.1;
- 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;
- 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 or 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;

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- 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 shall 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 Letter¹

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 Abu Dhabi Department of Education and Knowledge (**Procuring Entity**). Capitalised terms not otherwise defined herein shall 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) 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]

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

Statement of qualifications requirements		SOQ reference
Volume 3 – Technical Information		
Section 3.4	Details of the Applicants technical and project experience in the format set out in Form D.	
Volume 4 – Financial Information		
Section 3.5.1	Financial Certificate for each Applicant Equity Member in the format set out in Form F1.	
Section 3.5.1	Financial statement for each Applicant Equity Member in accordance with the requirements of Section 3.5.1.	
Volume 5 – Project Finance Experience		
Section 3.6	Project Finance Experience in the format set out in Form F2	

Form B: Information regarding Applicant/Applicant Team Members²

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:	

² 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:	
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The Applicant Team Member certifies, to the best of its knowledge and belief, that the Applicant Team Member, its board members and executives:

- are not presently debarred, suspended, proposed for debarment, declared ineligible, or voluntarily excluded from covered transactions by any government entity in Abu Dhabi;
- have not within a three (3) year period preceding this SOQ been convicted of or had a civil judgment rendered against them for commission of fraud or a criminal offence 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;
- are not Government Related Entities;
- are not presently indicted for or otherwise criminally or civilly charged by a government entity in Abu Dhabi with commission of any of the offences enumerated in the above paragraph of this certificate; and
- have not within a three (3) year period preceding this SOQ had one or more transactions with a government entity in Abu Dhabi terminated for cause or default.

Where the Applicant Team Member is unable to certify any of the statements in this certification, such Applicant Team Member shall attach an explanation to this form.

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.

Signature:

Name:

Position:

Date:

Form D: Technical and Project Experience

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

Applicants shall present each example of project experience in a separate table using the template provided below. For each project experience, the information submitted shall not exceed two (2) A4 pages. ADIO and the Procuring Entity may, at their discretion, disregard any information that exceeds such page limit.

ITEMS	INFORMATION REQUIRED
PROJECT DETAILS	Project Name:
	Sector/asset type:
	Nature of procurement: (examples being: (i) social infrastructure PPP; or (ii) IWP, IWPP etc.)
CLIENT:	Role of Applicant (sole developer / majority / minority shareholder / designer / contractor / service provider, etc. to be specified):
PROJECT TIMELINE STATUS:	<ul style="list-style-type: none"> Contract commencement date (actual): [MM / YYYY] Contract completion date (actual or estimated):[MM / YYYY] Project status ([xx] years into operation, etc. to be specified):
CONTACT INFORMATION OF THE CLIENT OR OWNER AND THEIR PROJECT MANAGER WHO CAN VERIFY THE APPLICANT TEAM MEMBER'S RESPONSIBILITIES:	Client/owner <ul style="list-style-type: none"> Name: Phone: Email: Project Manager <ul style="list-style-type: none"> Name: Phone:

	<ul style="list-style-type: none"> Email:
COUNTRY:	Gross internal area (sq. m) (per facility and total under the project):
PROJECT TECHNICAL INFORMATION:	Full description of the facility scope, functionality, user capacity:
	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):
	<p>[Note to Applicants: Only used in circumstances where an Applicant's reference projects do not fully satisfy the criteria under 3.4.2 a) and where supplementary examples are provided by the Applicant's designer (as the Applicant Team Member) in order to demonstrate the designer's experience on infrastructure projects which are similar in size, nature, scope and complexity to the Project scope as set out in Sections 1.1 and 1.4.]</p>
	<p>Description of the scope of construction services provided by the Applicant (if the Applicant only undertook a part of the full construction scope, please specify):</p> <p>[Note to Applicants: Only used in the case where an Applicant's reference projects do not fully satisfy the criteria under 3.4.2 a) and where supplementary examples are provided by the Applicant's EPC contractor (as the Applicant Team Member) in order to demonstrate the EPC contractor's experience on infrastructure projects which are similar in size, nature, scope and complexity to the Project scope as set out in Sections 1.1 and 1.4.]</p>
	<p>Description of the scope of operation, maintenance and facilities management services provided by the Applicant (if the Applicant only undertook a part of the full-service scope, please specify):</p> <p>[Note to Applicants: Only used in the case where an Applicant's reference projects do not fully satisfy the criteria under 3.4.2 a) and where supplementary examples are provided by the Applicant's FM contractor (as the Applicant Team Member) in order to demonstrate the FM contractor's experience on infrastructure projects which are similar in size, nature, scope and complexity to the Project scope as set out in Sections 1.1 and 1.4.]</p>

Infrastructure Partnerships

Form E: Key Personnel CVs³

Résumé of key personnel anticipated for the Project.	
•	Name and Title:
•	Proposed Role and Responsibility for the Project:
•	Name of the Applicant Team Member you represent or are employed by (if not employed state the name of the organisation/employer):
•	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. ⁴
•	Education: Name- and Location of Institution(s)/Degree(s)/Year/Specialisation:
•	Document the extent and depth of your relevant expertise, experience and qualifications relevant to PPP infrastructure projects: (List at least three (3), but no more than five (5), relevant projects for which you have performed a similar function.)

³ 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 résumé CVs shall not exceed two (2) pages for each Key Personnel.

⁴ Note to Applicants: If you have less than fifteen (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 Certificate⁵

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 Abu Dhabi Department of Education and Knowledge (the **Procuring Entity**) relating to the design, build, finance, maintenance and transfer of three (3) individual new schools (the **Schools**) across Zayed City 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 (3) 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]].⁶

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:

⁵ 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.

⁶ Note to Applicants: Complete the appropriate certification. Delete the sentence that is not applicable.

Form F2: Project Finance Experience

Project name, location, sector, size and procuring entity	Project description	Role in project (name of sponsors)	Project cost (total finance raised)	Sources of debt finance and lead arrangers	Percentage (%) of equity participation (total and % committed by Applicant)	Dates of financial close and completion (actual or expected)	Capital structure (debt and equity in AED thousands)	Reference details (contact name, company, phone number and email) ⁷

7 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

Applicant:	
Date:	

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