

FD/RFP/TA-2018/02-2018 DATED 13/04/2018

REQUEST FOR PROPOSAL INCORPORATING DECISIONS OF PRE-BID MEETING

Request for Proposal (RFP)

Empanelment of Transaction Advisors

by

Finance Department, Government of West Bengal

for

Public Private Partnership (PPP) Projects

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DISCLAIMER

The information contained in this Request for Proposal (RFP) document or subsequently provided to the prospective Transaction Advisors (“Transaction Advisors”), whether verbally or in documentary form by or on behalf of Finance Department, Govt of West Bengal (“Finance Department, GoWB”) or any of its employees or advisors, is provided to the prospective Transaction Advisor on the terms and conditions set out in this RFP document and any other terms and conditions subject to which such information is provided.

This RFP document is not an offer or invitation to any other party. The purpose of this RFP document is to provide the prospective Transaction Advisors, to whom it is issued, with information to assist the formulation of their Proposal submission. This RFP document does not purport to contain all the information each prospective Transaction Advisor may require. This RFP document may not be appropriate for all persons and it is not possible for “Finance Department”, GoWB” and their employees or advisors to consider the objectives, financial situation and particular needs of each prospective Transaction Advisor. Certain prospective Transaction Advisors may have a better knowledge of the proposed Project than others. Each recipient must conduct its own analysis, to check the accuracy, adequacy, correctness and reliability of the information contained in this RFP document and is advised to carry-out its own investigation into the proposed Project, the legislative and regulatory regimes which apply thereto and all matters pertinent to the proposed Project and to seek its own professional advice on the legal, financial, regulatory and taxation consequences of entering into any agreement or arrangement relating to the proposed Project. “Finance Department, GoWB” and their employees and/ or advisors make no representation or warranty and shall incur no liability under the Law of Contract, Tort, the Principles of Restitution or unjust enrichment or otherwise for any loss, expense or damage, which may arise from or be incurred or suffered in connection with anything contained in this RFP document or otherwise, including the accuracy, adequacy, correctness, completeness or reliability of the RFP document and any assessment, assumption, statement or information contained therein or any matter deemed to form part of this RFP document, the award of the Project and any other information supplied by or on behalf of “Finance Department, GoWB” or their employees, advisors or otherwise arising in any way from the selection process for the Project. “Finance Department, GoWB” may in its absolute discretion, but without being under any obligation to do so, amend or supplement the information in this RFP document. The information that “Finance Department, GoWB” is in a position to furnish is limited to this RFP document and the information available at the contact addresses given in **Proposal Data Sheet**.

This RFP document and the information contained herein are confidential and for use only by the person to whom it is issued. It may not be copied or distributed by the recipient to third parties, other than the recipient's professional advisor. In the event that the recipient does not continue with the involvement in the Project in accordance with this RFP document, the

information contained in the RFP document shall not be divulged to any other party. The information contained in the RFP document must be kept confidential.

Mere submission of a responsive Proposal does not ensure selection of the prospective Transaction Advisor as Empanelled Transaction Advisor(s). The “Finance Department, GoWB” reserves the right to reject all or any of the prospective Transaction Advisor’s Proposals without assigning any reason whatsoever.

The “Finance Department, GoWB” reserves all the rights to cancel, terminate, change or modify this selection process and/or requirements of bidding stated in the RFP document, at any time without assigning any reason or providing any notice and without accepting any liability for the same.

1. INVITATION FOR PROPOSALS

1.1 Introduction

1.1.1 The Government of West Bengal is keen to develop physical and other infrastructure in the State and is taking up various steps in this regards. In the process of development, the State Government is keen to take up a number of Big-Infrastructure projects in partnership with the Private Sector in PPP framework.

1.1.2 In order to take up PPP Projects efficiently, it is necessary that the various State Level and municipal level government agencies have access to appropriate advisory support for the implementation of PPP transactions.

1.1.3 **Panel of Transaction Advisors**-The “Finance Department, Govt of West Bengal” hereinafter referred to as “Finance Department, GoWB” or “FD, GoWB” thus intends to empanel maximum **Six (6) Transaction Advisors** for PPP Projects in the State of West Bengal for **each identified sector** of the infrastructure.

This Request for Proposal (RFP) is for the Empanelment of Transaction Advisor on Finance Department”, GoWB’s panel of advisors for various sectors and general category for undertaking projects under Public Private Partnership (PPP) format (hereinafter referred as the “Project”) on expiry of earlier Panel set vide notification no FS-116(PPP Cell)/2012 dated 10.09.2012.

1.1.4 **Services covered under Transaction Advisory**- Transaction Advisory services entail financial analysis, economic analysis, legal analysis, environmental impact analysis, contract document preparation, tender processing, engineering designing or cost estimating, preparation of pre-feasibility & detailed project reports and other assistance in bringing a PPP project, from the concept stage, through public bidding and award, to actual execution through monitoring.

The Transaction Advisors, for the purpose, will also prepare RFQ, RFP, Concession Agreement and other related documents (State Support Agreement, Substitution Agreement, Escrow Agreement, Development Agreement, Lease Agreement etc.) for selection of the Private Sector partner and the implementation of identified PPP projects.

1.1.5 **Identified Sectors for Transaction Advisors**-*Such Transaction Advisors having requisite Technical Capacities shall be empanelled separately under the following broad categories:*

A. **Physical & Social infrastructure**- including Roads & Bridges, Housing & Township, Tourism & Hospitality, Marketing/Commercial infrastructure/Inland container depots, Hospitals, Education; Transportation, Environment and Ecology

- B. **Urban (Municipal) Infrastructure** including Water supply, treatment & distribution, Drainage & sewerage and Solid waste management, **Mono-rail** etc.
- C. **Industrial and Related Infrastructure**; Area Development and Industrial park Development
- D. **Power and Telecommunication Infrastructure including Natural Gas**
- E. **Information Technology & Infrastructure and e-Governance**
- F. **General Category of Transaction Advisors, capable of providing services for all unidentified sectors and miscellaneous advisory services in general**

Each of the labelled panel of Transaction Advisors will have a maximum of 6 (six) firms, with required subject matter expertise.

- 1.1.6 **The Memorandum of Agreement**- Separate Memorandum of Agreements (MOA) shall be entered into by and between the “Finance Department”, GoWB” and the respective successful Transaction Advisor(s)
- 1.1.7 A “Single Stage” bidding process will be followed for determining the Successful Transaction Advisors, wherein the prospective Transaction Advisors would submit their Proposals on/ before the Proposal Due Date, as mentioned in the Proposal Data Sheet. The Bidders shall submit the detailed Technical Proposals for the Empanelment on the Finance Department”, GoWB’spanel as set out in this RFP document.
- 1.1.8 This RFP document contains information about the empanelment, bidding process, proposal submission, qualification and evaluation process.
- 1.1.9 A level of service as specified in this RFP document would be maintained, during the empanelment period, by the successful Transaction Advisors.
- 1.1.10 Interested Transaction Advisors would be required to submit their Technical Proposals for empanelment as per format given in this RFP document. The Technical Proposal will be examined for substantive compliance or responsiveness to the Proposal requirements. The “Finance Department, GoWB” would evaluate the Technical Proposals as per the evaluation criteria mentioned in this RFP Document.
- 1.1.11 The top ranked Six(6) Transaction Advisors would be empanelled for PPP Projects Transaction advisory services as per Clause 1.1.3 **in each identified sector** as per Clause 1.1.5. Selection would be based on the marks secured in the Technical Proposal Evaluation, and the firms shall be empanelled by the “Finance Department, GoWB” subject to scoring a **minimum of 70 marks** on their proposal, subject to provision under Clause-5.3.
- 1.1.12 The complete Proposals should be submitted on or before the Proposal Due Date as specified in **Proposal Data Sheet**, in the manner specified in the RFP document. “The Finance

Department, GoWB''shall not be responsible for any delay in receiving the Proposal and reserves the right to reject any or all Proposals without assigning any reason thereof.

- 1.1.13 **Subject to provisions made under Clause 5.2 A-4, the Applicant shall be a single entity (firm, company or LLP) and no consortiums shall be allowed.**

2. BACKGROUND

2.1 Introduction

Finance Department, Government of West Bengal, is the nodal agency for implementation and development of infrastructure projects under Public Private Partnership (PPP) format.

The panel of the Transaction Advisors, to be selected, shall assist GoWB and state level Public Agencies in executing the projects within the requisite timeframe and quality.

2.2 Request for Proposal

The “Finance Department, GoWB” invites Proposals (the “Proposals”) for selection of **maximum Six (6) Transaction Advisors**(the “Transaction Advisor”) to be empanelled on the panel of FD, GoWB, in each identified sector. They would be required to carry out various assignments assigned and agreed upon by “Finance Department, GoWB” or other Govt. departments/agencies over a period of time. The “Finance Department, GoWB” intends to select the various Advisors in accordance with the procedure set out herein.

2.3 Validity of the Proposal

The Proposal shall be valid for a period of not less than 180 days from the Proposal Due Date, or any extensions thereof as specified by the “Finance Department, GoWB” from time to time.

2.4 Brief description of the Selection Process

The “Finance Department”, GoWB has adopted a **Single stage** selection process (collectively the “Selection Process”) in evaluating the Proposals. A technical evaluation of those Transaction Advisors fulfilling the basic criteria as set out in Clause 3 will be carried out as specified in Clause 5. Based on this technical evaluation, a panel of short-listed Transaction Advisor shall be prepared as specified in Clause 5.2.

(a) The top Six (6) ranked Transaction Advisors in each sector shall be empanelled on the panel of the Finance Department, GoWB (the “Empanelled Transaction Advisors”). In the event, a department proposes to take up a project in the sector not defined herein; it may choose to use the service of the Transaction Advisor, which is nearest in terms of definition or from the General Category of Transaction Advisors.

(b) Sector wise separate panels of Six (6) Transaction Advisors will be selected meeting the

experience criteria as mentioned in clause 3.1 and through the process as detailed in Clause 5.

2.5 Scope of Work

The successful Transaction Advisor shall be required to carry out the work as per the Terms of Reference (TOR) laid down in Clause 7 of the RFP document.

2.6 Payment

The respective departments/Govt. agencies shall invite separate proposals from the Empanelled Transaction Advisors for specific projects. The selection of the Transaction Advisors from amongst the empanelled TAs by the respective departments will be **on the basis of lowest price bid (L1) received by the client department/agency.**

All payments to the Transaction Advisor(s) shall be made in INR

2.7 Schedule of Selection Process

The “Finance Department”, GoWB would endeavour to adhere to the schedule as mentioned in the **Proposal Data Sheet.**

2.8 Communications

The Proposal and any clarifications (as sought by the “Finance Department”, GoWB) should be addressed to the appropriate officials mentioned in the Project Data Sheet. The relevant information and documents related to the Project like RFP, notices regarding bidding process, etc shall be uploaded on the Finance Department, GoWB’s website **wbfin.nic.in** for information and downloading.

2.9 Opening/registration of Bids

Opening of outer envelope/registration of bids will be done on the date as mentioned in the Proposal Data Sheet in presence of representatives of the Bidders, who choose to attend. Maximum two persons per Transaction Advisor will be allowed.

3. GENERAL TERMS AND CONDITION FOR EVALUATION

Empanelment Criteria

3.1 Essential Qualifications For Transaction Advisors in a sector (A to F for this RFP)-

This invitation to submit Proposals to the RFP document is open to all Bidders fulfilling the following basic criteria.

- I. Bidders shall have atleast completed transaction advisory services for **seven (7)** different Government projects implemented under a PPP framework, out of which
 - a) 1 (one) should be preparation of Detailed project or Pre-feasibility report for a project having value of not less than Rs 25 crores, in the sector it wishes to bid for, with State Governments/ Government Agencies in India as client, during last **7 (seven)** financial year; and
 - b) 1 (One) project wherein the Bidder was involved in the process of project structuring and the bid process management in the given sector till the date of signing of the Agreement(s) between the Government Agency and the Private Sector Player, during last **7 (seven)** financial year
- II In addition, the prospective Transaction Advisors shall have at least minimum average (last 3 financial years) revenue of Rs. 3 Cr from advisory services in the given sector and total Advisory Services turnover average (last 3 financial years) of minimum **Rs. 50 Crores**, as on March 31, 2017.

For the purpose, revenue or turnover (as the case may be) of group, affiliate or associated companies will not be considered and excluded.

Bidders failing to meet these criteria or not submitting requisite supporting proof as specified in this RFP document are liable to be rejected during the Technical Evaluation.

3.2 Conflict of Interest

“Finance Department”, GoWB requires that Transaction Advisor(s) provide professional services and impartial advice and at all times hold the GoWB’s interests paramount, strictly avoid conflicts with other Projects or their own corporate interests and act without any consideration for future work.

3.3 Single Bidder

Subject to provisions made under Clause-5.2 A-4, the Applicant shall be a single entity and no Consortiums shall be allowed.

3.4 Cost of Proposal

The Transaction Advisor shall be responsible for all of the costs associated with the preparation of their Proposals and their participation in the Selection Process. The “Finance Department”, GoWB will not be responsible or in any way liable for such costs, regardless of the conduct or outcome of the Selection Process.

3.5 Acknowledgement by Transaction Advisor

It shall be deemed that by submitting the Proposal, the prospective Transaction Advisor has:

- (a) made a complete and careful examination of the RFP document;
- (b) received all relevant information requested from the “Finance Department, GoWB”;
- (c) acknowledged and accepted the risk of inadequacy, error or mistake in the information provided in the RFP document or furnished by or on behalf of the “Finance Department, GoWB” or relating to any of the matters referred above;
- (d) satisfied itself about all matters, things and information, including matters referred herein above, necessary and required for submitting an informed Application and performance of all of its obligations thereunder;
- (e) acknowledged that it does not have a Conflict of Interest; and
- (f) agreed to be bound by the undertaking provided by it under and in terms hereof.

The “Finance Department, GoWB” shall not be liable for any omission, mistake or error on the part of the Transaction Advisor in respect of any of the above or on account of any matter or thing arising out of or concerning or relating to the RFP document or the Selection Process, including any error or mistake therein or in any information or data given by the “Finance Department, GoWB”.

3.6 Right to reject any or all Proposals

Notwithstanding anything contained in this RFP document, the “Finance Department, GoWB” reserves the right to accept or reject any Proposal and to annul the Selection

Process and reject all Proposals, at any time without any liability or any obligation for such acceptance, rejection or annulment, and without assigning any reasons thereof.

3.6.1 The “Finance Department, GoWB” reserves the right to reject any Proposal if:

- (a) at any time, a material misrepresentation made by the Transaction Advisor is uncovered or comes to the knowledge of the “Finance Department, GoWB”

or

- (b) the Transaction Advisor does not provide, within the time specified by the “Finance Department, GoWB”, the supplemental information sought by the “Finance Department, GoWB” for evaluation of the Proposal.

3.6.2 Such misrepresentation/ improper response may lead to the disqualification of the Transaction Advisor. If such disqualification / rejection occurs after the Proposals have been opened and the highest ranking Transaction Advisor(s) get(s) disqualified / rejected, then the “Finance Department, GoWB” reserves the right to take any other measure as may be deemed fit in the sole discretion of the “Finance Department, GoWB”, including annulment of the Selection Process.

3.7 Amendment of RFP document

- 3.7.1 At any time prior to the deadline for submission of Proposal, the “Finance Department, GoWB” may, for any reason, at its own initiative, modify the RFP document by issuance of Addendum/ Amendment.
- 3.7.2 All such addenda/amendments will be posted on the website along with the revised RFP document (relevant portion) containing the amendments and will be binding on all Transaction Advisors.
- 3.7.3 In order to afford the Transaction Advisors a reasonable time for taking an amendment into account, or for any other reason, the “Finance Department, GoWB” may, in its sole discretion, extend the Proposal Due Date.

3.8 Language

The Proposal and all related correspondence and documents shall be written in English language. If any supporting document, attached to the Proposal, is in any other language the same will be supported by an English translation (duly authenticated/ attested from Indian Embassy in respective countries, in case they relate to any foreign countries) and in case of any ambiguity the translation (original as translated by FD, GOWB) shall prevail.

3.9 Format and signing of Proposal

- 3.9.1 The interested Transaction Advisor(s) shall provide all the information sought under this RFP document. The “Finance Department, GoWB” would evaluate only those Proposals that are received in the specified forms and are complete in all respects.
- 3.9.2 The interested Transaction Advisor(s) shall prepare one original set of the Proposal (together with Documents required to be submitted along therewith pursuant to this RFP) and clearly marked “**ORIGINAL**”.
- 3.9.3 The Proposal shall be typed or written in indelible ink and signed by the authorized signatory of the Transaction Advisor who shall initial each page, in blue ink. In case of printed and published Documents, only the cover shall be signed. All the alterations, omissions, additions, or any other amendments made to the Proposal shall be initialled by the person(s) signing the Proposal. The Proposals must be properly signed as detailed below:
- (i) by the proprietor, in case of a proprietary firm;
 - (ii) by the partner holding the Power of Attorney, in case of a partnership firm;
 - (iii) by a duly authorised person holding the Power of Attorney (the “Authorised Representative”), in case of a Limited Company;

A copy of the Power of Attorney certified under the hands of a partner or director of the Transaction Advisor or a notary public on the specified form, shall accompany the Proposal.

- 3.9.4 Prospective Transaction Advisor should note the Proposal Due Date, as specified in Proposal Data Sheet, for submission of Proposals. Prospective Transaction Advisors are reminded that no supplementary material will be entertained by the “Finance Department, GoWB”, and that evaluation will be carried out only on the basis of Documents received by the closing time of Proposal Due Date as specified in Proposal Data Sheet. Prospective Transaction Advisors will ordinarily not be asked to provide additional material information or documents subsequent to the date of submission, and unsolicited material if submitted will be summarily rejected.

3.10 Technical Proposal

- 3.10.1 Transaction Advisor shall submit the proposal in the formats at Clause -10.
- 3.10.2 If a Key Personnel makes an averment regarding his qualification, experience or other particulars and it turns out to be false, or his/ her commitment regarding availability for the

Project is not fulfilled at any stage after signing of the Memorandum of Agreement, he/ she shall be debarred from participation in any future Project of the “Finance Department, GoWB” for a period of two years. The award of this Project to the Transaction Advisor may also be liable to cancellation in such an event.

3.10.3 The “Finance Department, GoWB” reserves the right to verify all statements, information and documents, submitted by the prospective Transaction Advisor in response to the RFP document. Failure of the “Finance Department, GoWB” to undertake such verification shall not relieve the Transaction Advisor of its obligations or liabilities hereunder nor will it affect any rights of the “Finance Department, GoWB” thereunder.

3.10.4 In case it is found during the evaluation or at any time before signing of the Memorandum of Agreement or after its execution and during the period of subsistence thereof, that the Transaction Advisor(s) has made a material misrepresentation or has given any materially incorrect or false information, the Transaction Advisor(s) shall be disqualified forthwith, if not yet appointed as the Transaction Advisor(s), either by issue of the Award Letter or entering into of the Memorandum of Agreement, and if the Transaction Advisor has already been issued the Award Letter or has entered into the Memorandum of Agreement, as the case may be, the same shall, notwithstanding anything to the contrary contained therein or in this RFP document, be liable to be terminated, by a communication in writing by the “Finance Department, GoWB”, without the “Finance Department, GoWB” being liable in any manner, whatsoever, to the Transaction Advisor(s), as the case may be.

3.11 Submission of Proposals

3.11.1 Sealing and Marking of Proposal

Outer Large Envelope

Contents:

1. Covering Letter- As in **Appendix 1**
2. Power of Attorney for Authorized Signatory- As in **Appendix 2**
3. Letter of Undertaking – As in **Appendix 3**
4. **Separate sealed envelope** containing Processing Fee (non-refundable) of Rs. 2,00,000/- (Rupees two lakh only) in the form of D/D favouring Additional Chief Secretary, Government of West Bengal.

NB: Bidders who had submitted bids pursuant to RFP Notice no. no.112/Secy-FB dated 30/07/2015 are exempted from submitting processing fees again. (proof of submission to be attached)

5. **Sealed Envelope** containing the **Technical Proposals (Appendix -4 & 5)** for different sectors
6. Other miscellaneous documents as mentioned in **Appendix -6**
7. Confidentiality Undertaking – As in **Appendix -7**

8. Details of pending enquiry/investigations –As in **Appendix -8**
9. Details of present/potential conflicts/facts or interest – As in **Appendix - 9**

The envelope containing the Technical Proposal shall be labelled as:

Envelope –“Technical Proposal”
TECHNICAL PROPOSAL for “Selection of Transaction Advisors for
sector for Empanelment on Finance Department, GoWB
Panel.”

Contents of Envelope-“Technical Proposal” shall be as follows:

- Appendix 4: Experience citation covering all assignments for which Qualifying as well as Technical scoring is being sought.
- Appendix 5: Curriculum Vitae (CV) for Proposed Professional Staff.

Documents, excepting technical proposals and the processing fee, are to be sealed in **third envelope**.
All the above three envelopes are to be inserted in a large outer envelope and labelled as **Proposal for “Selection of Transaction Advisors for..... sector for Empanelment on Finance Department, GoWB Panel.”**

- a. *The envelopes shall indicate the complete name, address, telephone numbers (with city code), facsimile number and e-mail address of the contact person of the Transaction Advisor(s).*
- b. *If same professional staff is proposed for more than one sector separate copy of CVs shall be used in respective applications.*
- c. *Envelope containing the Proposal shall be addressed to the “Finance Department, GoWB” as mentioned in the Proposal Data Sheet.*

3.12 Proposal Due Date

- 3.12.1 Proposal should be submitted on or before the Proposal Due Date specified in the Proposal Data Sheet, at the address provided in Proposal Data Sheet in the manner and form as detailed in this RFP document.
- 3.12.2 The “Finance Department, GoWB” may, in its sole discretion, extend the Proposal Due Date by issuing an Addendum in accordance with provisions of this RFP uniformly for all Transaction Advisors.

3.13 Late Proposals:

Any Proposal received by “Finance Department, GoWB” after 3.00 pm on the Proposal

Due Date will not be accepted.

EVALUATION PROCESS

4.1 Evaluation of Proposals

- 4.1.1 The “Finance Department, GoWB” shall open/register the **Outer envelopes at 4.00 pm on the Proposal due date**, at a venue notified in **Proposal Data Sheet**, in the presence of the bidders who choose to attend and verify the submission of Processing Fees and the sectors for which the proposals have been received from respective bidders. Maximum two persons per Transaction Advisor will be allowed.
- 4.1.2 The “Finance Department, GoWB” would subsequently examine and evaluate Proposals in accordance with the Selection Process specified in this RFP and the criteria set out in this RFP.
- 4.1.3 Proposals, for which a notice of withdrawal has been submitted in accordance with the provisions of the RFP document, will not be opened.
- 4.1.4 Prior to evaluation of Proposals, the “Finance Department, GoWB” will determine whether each Proposal is responsive to the requirements of the RFP. A Proposal shall be considered responsive only if:
- (a) it is received in the form specified at Clause 3.11 (Technical Proposal);
 - (b) it is received by the Proposal Due Date including any extension thereof pursuant to Clause 3.12;
 - (d) it is signed, sealed, bound and marked as stipulated in Clause 3.11;
 - (e) it contains all the information (complete in all respects) as requested in the RFP document;
 - (f) it does not contain any condition or qualification;
 - (g) it is not non-responsive in terms hereof; and
 - (h) meets the Empanelment criteria as mentioned in Clause 3.1.
- 4.1.5 The “Finance Department, GoWB” reserves the right to reject any Proposal which is non-responsive and no request for alteration, modification, substitution or withdrawal shall be entertained by the “Finance Department, GoWB” in respect of such Proposals.
- 4.1.6 After the technical evaluation, the “Finance Department, GoWB” would prepare a list of shortlisted Transaction Advisors. The final ranking of the Proposals would be carried out in terms of Clause 5 and the top Six (6) Transaction Advisors in each sector scoring highest marks in the Technical Evaluation shall be empanelled by the “Finance Department, GoWB”.
- 4.1.7 Transaction Advisors are advised that Selection will be entirely at the discretion of

the “Finance Department, GoWB”. Transaction Advisors will be deemed to have understood and agreed that no explanation or justification on any aspect of the Selection Process or Selection will be given by the “Finance Department, GoWB”.

- 4.1.8 Any information contained in the Proposal shall not in any way be construed as binding on the “Finance Department, GoWB”, its agents, successors or assigns, but shall be binding against the Transaction Advisors if the empanelment is subsequently awarded to it.

4.2 Confidentiality:

Information relating to the examination, clarification, evaluation and recommendation for the short-listed Bidders shall not be disclosed to any person, not officially concerned with the process. FD, GOWB will treat all information submitted as part of all Proposals in confidence and will insist that all who have access to such material treat it in confidence. FD, GOWB will not divulge any such information unless it is ordered to do so by any authority that has the power under law to require its disclosure or due to statutory compliances.

4.3 Clarifications

- 4.3.1 To facilitate evaluation of Proposals, the “Finance Department, GoWB” may, at its sole discretion, seek clarifications from any prospective Transaction Advisor(s) regarding its Proposal. Such clarification(s) shall be provided within the time specified by the “Finance Department, GoWB” for this purpose. Any request for clarification(s) and all clarification(s) in response thereto shall be in writing.

- 4.3.2 If a Transaction Advisor does not provide clarifications sought under Sub-Clause 4.3.1 above within the specified time, its Proposal shall be liable to be rejected. In case the Proposal is not rejected, the “Finance Department, GoWB” may proceed to evaluate the Proposal by construing the particulars requiring clarification to the best of its understanding, and the Transaction Advisor shall be barred from subsequently questioning such interpretation of the “Finance Department, GoWB”.

4.4 Empanelment Letter

After selection, an Empanelment Letter shall be issued, in duplicate, by the “Finance Department, GoWB” to the Selected Six (6) Transaction Advisors for each sector.

The Transaction Advisor shall within 7 (seven) days, sign and return the duplicate copy of the Letter in acknowledgement thereof. In the event, the duplicate copy of the Award Letter, duly signed by the any of the Selected Transaction Advisor, is not received by the

stipulated date, the “Finance Department, GoWB” may, unless it consents to extension of time for submission thereof, cancel the Letter issued to it.

4.5 Execution of Memorandum of Agreement

After acknowledgement of the Award Letter as aforesaid by the Selected Six (6) Transaction Advisors, “Finance Department, GoWB” shall execute the Memorandum of Agreement.

5 CRITERIA FOR EVALUATION:

5.1 Evaluation of Technical Proposals

In the first stage, the Technical Proposal will be evaluated on the basis of empanelment criteria mentioned at Clause 3.1.

5.2 For detailed evaluation, the following marking system shall be followed.

Empanelment as Transaction Advisor

Sl. no	Criteria	Total Marks	Marking System
A	Relevant Qualifications / Experience of the Firm	80	
A-1	<p>Transaction Advisory Services in the given Sector: The applicant shall have, over the last 7 (seven) financial years preceding the Application Due Date, provided Transaction Advisory Services in the relevant sector (refer Clause-1.1.5) to Central / State Government agencies / UTs in India (see Note-5 &6) for Infrastructure Projects. (Scope should include Project Structuring, Bid management and Implementation in PPP Framework)</p>	20	<ul style="list-style-type: none"> • More than 15 projects: 20 marks • 11-15 projects: 15 marks • 6-10 projects: 10 marks • 1-5 projects: 5 marks
A-2	<p>Pre- Feasibility/Detailed Project Report in the given Sector The applicant shall have, over the last 7 (seven) financial years preceding the Application Due Date prepared Detailed Project/Pre- Feasibility Report in the sector it has applied for in India (see Note-5) (Projects should have value not less than Rs 25 crores and implemented in PPP framework)</p>	15	<ul style="list-style-type: none"> • 7 or more projects in the given sector: 15 marks • 5-6 projects: 12 marks • 3-4 project: 8 marks • 1-2 projects: 4 marks

<p>A-3</p>	<p>Government Advisory Service Experience in the State The applicant shall have, over the last 5 (five) financial years preceding the Application Due Date, experience of providing infrastructure advisory services to Government department/organisations in West Bengal.</p>	<p>15</p>	<ul style="list-style-type: none"> • 10 or more projects: 15 marks • 7-9 projects: 12 marks • 4-6 projects: 8 marks • 1-3 projects: 4 marks
<p>A-4</p>	<p>Key professional staff qualifications and competence for the assignment: <i>(format of specimen CV enclosed in Appendix 5)</i></p>	<p>30</p>	<p>The number of points to be assigned to each CV shall be determined considering the following three sub-criteria and relevant percentage weights:</p> <p>1) General qualifications [30%]</p> <ul style="list-style-type: none"> • Educational Profile (Graduation in Engineering/ Management/ Finance/ Legal) for the proposed role (10 %) • Number of years of work experience and the past work profile (10%) Minimum 5 years: 1 marks >5 years to 10 years : 2 marks > 10 years : 3 marks • Masters and PhD, publication etc. (10 %) <p>2) Adequacy for the assignment [60%]</p> <ul style="list-style-type: none"> • Number of PPP projects in the required domain (20%) Minimum 2 projects: 2 marks >2 to 5 projects : 4 marks > 5 projects : 6 marks • Experience of Pre-feasibility Study/ Detailed project reports in the given Sector for any Government (20%) Minimum 2 projects: 2 marks > 2 to 5 projects : 4 marks > 5 projects : 6 marks • Experience in RFP Preparation, Bid Management, Concession

			<p>Agreement formulation etc. (20%) for any Government Minimum 2 projects: 2 marks > 2 to 5 projects : 4 marks > 5 projects : 6 marks</p> <p>3) Experience in State and language [10%]</p> <ul style="list-style-type: none"> • Languages spoken Speaks/read Bengali: 1 mark • Past Projects in the State of West Bengal Minimum 2 projects : 1 mark > 2 projects : 2 marks <p>Total weight: 100%</p> <p>(7 CVs will be assessed for following positions and average mark will be awarded)</p> <ul style="list-style-type: none"> • 4 CVs for general experts i.e <ul style="list-style-type: none"> • Legal, • Financial , • PPP design, • Engineering person • 3 CVs for domain experts for each of the sector
B	Financial Competence of the Firm	20	
B-1	Average Revenue Collection from Advisory Services from India for the last 3 financial years ending 31 st March 2017 in the given sector	10	<ul style="list-style-type: none"> • >Rs. 20 Cr: 10 marks • >Rs. 10 Cr -20 Cr: 8 marks • >Rs 5 Cr-10 Cr: 6 marks • Rs. 3-5 Cr: 4 marks <p>(Minimum of Rs3crores Advisory Services revenue for qualification)</p>
B-2	Average Annual Advisory Turnover of the firm from Advisory Services from India for the last 3 financial years ending 31 st March 2017	10	<ul style="list-style-type: none"> • Rs. 500 Cr.: 10 marks • > 250 Cr- 500 Cr: 8 marks • > 100 Cr- 250 Cr: 6 marks • Rs. 50-100 Cr: 4 marks <p>(Minimum of Rs50crores Turnover from Advisory services in India for qualification)</p>
Total (A+B)		100	

Note:

1. **Only completed assignments will be considered.** *Completion of the assignments under A-1 & A-2 should be during last seven financial years. On-going projects may be allowed provided they are alive and a certificate is obtained to that effect from the client or supported by Invoices raised not before 12 months from Bid due date with payment receipt.*
 2. *Copy of Completion certificate or Engagement letter/Work order along with payment receipt, certified by a practicing Chartered Accountant, to be enclosed.*
 3. *The applicants must attach Average Annual Turnover from Advisory services in India and Revenue collection from advisory services in India in the given sector for the last three financial years ending 31st March 2017 duly certified by the Statutory Auditor/Practicing Chartered Accountant. The Certificate must state that revenue from respective sector and the annual turnover do not include revenues and turnovers of group, affiliate or associates firm or companies of the bidder.*
 4. *All professionals are to be on roll of the Applicant. However, legal expert may be an independent professional or associated from a legal firm.*
 5. *PPP Projects undertaken outside India in South-East Asian countries by office of TA in India may be included and corresponding revenue considered where fees are received in INR, as supported by provision in Work Order or certified by statutory auditor/practicing Chartered Accountant.*
 6. *Transaction advisory services provided for private partner for PPP Projects may be allowed provided the concerned infrastructure projects are undertaken in PPP format with a public sector. Pure advisory services in private sector will not be relevant for PPP Projects.*
 7. *Transaction advisory services for PPP projects often include preparation of feasibility reports along with normal TA service under same work order. They may be treated as separate projects where the deliverables are separate and the Transaction Advisory services and Technical prefeasibility are clear separate deliverables, as per Project work Order/deliverables.*
 8. *Projects undertaken by Lead member will only be considered. Projects undertaken by way of general member of a consortium will not be considered.*
- 5.3 Fractions up to two decimal places will be considered for evaluation. The Authority may, in its sole discretion, lower down the overall qualifying markset at 70.

6. FRAUD AND CORRUPT PRACTICES

- 6.1 The Transaction Advisors and their respective officers, employees, agents and advisers shall observe the highest standard of ethics during the Selection Process. Notwithstanding anything to the contrary contained in this RFP, the “Finance Department, GoWB” shall reject a Proposal without being liable in any manner whatsoever to the Transaction Advisors, if it determines that the Transaction Advisor has, directly or indirectly or through an agent, engaged in corrupt practice, fraudulent practice, coercive practice, undesirable practice or restrictive practice (collectively the “Prohibited Practices”) in the Selection Process, then the “Finance Department, GoWB” shall disqualify the Transaction Advisor from this Selection Process.
- 6.2 Without prejudice to the rights of the “Finance Department, GoWB” under Clause 6.1 hereinabove and the rights and remedies which the “Finance Department, GoWB” may have under the Award Letter or the Memorandum of Agreement, if a Transaction Advisor(s) is found by the “Finance Department, GoWB” to have directly or indirectly or through an agent, engaged or indulged in any corrupt practice, fraudulent practice, coercive practice, undesirable practice or restrictive practice during the Selection Process, or after the issue of the Award Letter or the execution of the Memorandum of Agreement, such Transaction Advisor shall not be eligible to participate in any tender or RFP document issued by the “Finance Department, GoWB” during a period of 2 (two) years from the date on which such Transaction Advisor is found by the “Finance Department”, GoWB” to have directly or through an agent, engaged or indulged in any corrupt practice, fraudulent practice, coercive practice, undesirable practice or restrictive practice, as the case may be.
- 6.3 For the purposes of this Clause, the following terms shall have the meaning hereinafter respectively assigned to them:
- a) “corrupt practice” means (i) the offering, giving, receiving, or soliciting, directly or indirectly, of anything of value to influence the action of any person connected with the Selection Process (for avoidance of doubt, offering of employment to or employing or engaging in any manner whatsoever, directly or indirectly, any official of the “Finance Department”, GoWB” who is or has been associated in any manner, directly or indirectly with the Selection Process or the Award Letter or has dealt with matters concerning the Agreement or arising therefrom, before or after the execution thereof, at any time prior to the expiry of one year from the date such official resigns or retires from or otherwise ceases to be in the service of the “Finance Department”, GoWB”, shall be deemed to constitute influencing the actions of a person connected with the Selection Process; or (ii) engaging in any manner whatsoever, whether during the Selection Process or after the issue of the Award Letter or after the execution of the Agreement, as the case may be, any person in

respect of any matter relating to the empanelment or the Award Letter or the Agreement, who at any time has been or is a legal, financial, technical or Transaction Advisor/ advisor of the “Finance Department”, GoWB” in relation to any matter concerning the empanelment;

- b)** “fraudulent practice” means a misrepresentation or omission of facts or disclosure of incomplete facts, in order to influence the Selection Process;
- c)** “coercive practice” means impairing or harming or threatening to impair or harm, directly or indirectly, any persons or property to influence any person’s participation or action in the Selection Process;
- d)** “undesirable practice” means (i) establishing contact with any person connected with or employed or engaged by the “Finance Department”, GoWB” with the objective of canvassing, lobbying or in any manner influencing or attempting to influence the Selection Process; or (ii) having a Conflict of Interest; and
- e)** “restrictive practice” means forming a cartel or arriving at any understanding or arrangement with other Applicants with the objective of restricting or manipulating a full and fair competition in the Selection Process.

7 TERMS OF REFERENCE

I. Role of Transaction Advisor

The Transaction Advisor shall generally:

- i. Contribute the requisite technical, financial, legal and managerial resources to undertake project identification, development and implementation in PPP or other framework. Project identification, development and implementation of various projects would comprise activities (ii) to (xiv) below.
- ii. Coordinate with FD, GOWB and various Departments/Public Agencies of Government of West Bengal to identify and conceptualise/develop projects in the infrastructure sectors concerning such Departments/Public Agencies.
- iii. Help structure projects under PPP mode to enable recovery of the investments made in such projects through innovative business and commercial practices such as commercial sale of real estate, levy of user charges/ fee/ toll, facilitating financial contribution under the various schemes of Government of India and exploitation of development rights/ concessions/Viability Gap funding etc., as appropriate under the applicable laws.
- iv. Prepare pre-feasibility report, Investment Banking Report, Techno-Economic Feasibility Report, Detailed Project Report, Environment Impact Assessment Study Report etc.
- v. Prepare bid documents (EoI, RFQ, RFP, Concession Agreement, State Support Agreement, Substitution Agreement, Escrow Agreement, Development Agreement, Lease Agreement etc.) and manage bid process till signing of Concession Agreement.
- vi. Proactively market the structured projects to potential investors, both domestic and international, at appropriate stages and assist in financial closure.
- vii. Structure and market the projects in such a manner so that various forms of aid, grant, Viability Gap Fund etc. from the Government of India, national and international institutions etc. can flow into the projects.
- viii. Assist in providing all services including inter alia, selection of technical consultants, concessionaires, independent engineers etc. and preparation, scrutiny, legal vetting & certification of essential documents including bid documents,

contracts, bank guarantees etc..

- ix. Propose institutional structures required for implementation of projects and operation & maintenance thereof with private sector financing for the purpose of ensuring that the project is structured and executed in line with the specifications as stipulated in the Detailed Feasibility and Investment Banking Report (DFIBR) and / Techno Economic Feasibility Report (TEFR) or other appropriate reports.
- x. Assist FD, GOWB and Departments/Public Agencies of Government of West Bengal in establishing eligibility of the projects for financial assistance of World Bank/Asian Development Bank/ other multilateral and bilateral agencies ensuring financial closure.
- xi. Project monitoring activities and related consultancy services/documentation during the execution/ implementation of the project.
- xii. Establish an office in Kolkata, by making available essential office equipment including computers, fax, telephone and other essential resources and posting personnel having appropriate qualifications to man the office during the tenure of the empanelment.
- xiii. If desired by FD, GOWB, mobilize financial resources for the projects on behalf of the operator/ concessionaire/ State Government or a Special Purpose Vehicle established for the project.
- xiv) **The Transaction Advisor in General category, in addition, will;**
 - do corporate restructuring/viability studies
 - do Due-diligence
 - assist in financial closure etc.

The terms and conditions for this role of Transaction Advisor shall be finalized separately by Administrative Departments.

II. Allocation of Projects amongst the panel of Transaction Advisors

For the allocation of projects, amongst the panel of Transaction Advisors, project specific terms of reference shall be prepared by the respective departments/ FD, GOWB and provided to the empanelled Transaction Advisors.

Respective Departments/FD, GOWB shall generally carryout Limited Tenders amongst all the empanelled vendors on the L-1 Selection criteria i.e. on the basis of the laid down terms and conditions, the Transaction Advisors shall submit their financial proposals and the Transaction Advisor quoting the lowest financial fees will be selected for the project.

Fee will be released as per the payment schedule defined in the project specific ToR.

III. Technical Consultants/Transaction Advisor

In some cases there may be requirement of specialised technical report, in which case bids may be conducted by Departments through open and competitive bidding process. Further, In case if a department wants to conduct a **Combined-Quality-cum-Cost-Based Selection (CQCCBS)** they will call open tenders in the normal process.

IV. Fees and payment structure

Towards consideration for the role performed, the Transaction Advisors shall be entitled to receive fixed Professional Fees.

V. Validity of the Panel

The Panel of Transaction Advisors shall be valid for a period of **3 (three)** years, but the same can also be terminated earlier without disclosing any reason, by giving one months' prior written notice to the empanelled Transaction Advisors.

8 MISCELLANEOUS

- 8.1 The Selection Process shall be governed by, and construed in accordance with, the laws of India and the Courts at Kolkata shall have exclusive jurisdiction over all disputes arising under, pursuant to and/or in connection with the Selection Process.
- 8.2 The “Finance Department”, GoWB, in its sole discretion and without incurring any obligation or liability, reserves the right, at any time, to:
- a) suspend and/or cancel the Selection Process and/or amend and/or supplement the Selection Process or modify the dates or other terms and conditions relating thereto;
 - b) consult with any Transaction Advisor in order to receive clarification or further information;
 - c) retain any information and/or evidence submitted to the “Finance Department, GoWB” by, on behalf of and/or in relation to any Transaction Advisor; and/or
 - d) independently verify, disqualify, reject and/or accept any and all submissions or other information and/or evidence submitted by or on behalf of any Transaction Advisor.
- 8.3 It shall be deemed that by submitting the Proposal, the prospective Transaction Advisor agrees and releases the “Finance Department, GoWB” , its employees, agents and advisers, irrevocably, unconditionally, fully and finally from any and all liability for claims, losses, damages, costs, expenses or liabilities in any way related to or arising from the exercise of any rights and/or performance of any obligations hereunder, pursuant hereto and/or in connection herewith and waives any and all rights and/or claims it may have in this respect, whether actual or contingent, whether present or future.

9 PROPOSAL DATA SHEET

Name of the Project	Selection of Transaction Advisor for Empanelment on FD, GOWB Panel”
Name of the Authority	Finance Department, Govt. of West Bengal
Name and Address for submission of Proposals	Additional Chief Secretary, Finance Department, Government of West Bengal PPP Cell, Room No 1209, 12th Floor ‘Nabanna’ 325, SaratChatterjee Road, Howrah- 711102
Processing Fee	Processing Fee of Rs. 2,00,000/- (Rupees Two lakh only) in the form of DD favouring Additional Chief Secretary payable in Kolkata is to besubmitted along with the bid. Bidders who had submitted bids pursuant to RFP Notice no.112/Secy-FB dated 30/07/2015 are exempted from submitting processing fees again (proof of submission to be attached).
Period of Proposal Validity	180 days from Proposal Due Date or any extension thereof, sought by the“Finance Department, GoWB”
Issue of notification for empanelment of Transaction Advisors	28.03.2018
Submission of Queries	Queries are to be submitted in writing, within 1-00 pm on 9.04.2018 through email at tender.pppwbfd@gmail.com
Pre-bid meeting	10.04.2018 at 3 p.mat Conference Hall, Room no. 1202, 12 th floor, Nabanna, 325, SaratChatterjee Road, Howrah,711102.
Authority’s response to Queries	13.04.2018
Proposal Due Date	Latest by 3 pm on 03.05.2018
Opening of outer envelope/registration of bids	03.05.2018 at 4 p.mat Conference Hall, Room no. 1202, 12 th floor, Nabanna, 325, SaratChatterjee Road, Howrah,711102.
Declaration of results	31.05.2018 (tentative)
Issue of Award Letter	Within 7days from the date of Declaration of Empanelment List or any extension specified by “Finance Department, GoWB”
Acceptance of Award Letter by Transaction Advisor	Within 7 days from the date of issue of the Award Letter

10 APPENDICES

Appendix 1: Covering Letter

Date:

To
Additional Chief Secretary,
Finance Department
Government of West Bengal
Nabanna, Howrah

Subject: Selection of Transaction Advisors for Empanelment on FD, GoWB Panel.

Dear Sir,

1. With reference to the RFP Document for the captioned empanelment, we, having examined all relevant documents and understood their contents, hereby submit our Proposal for selection as Transaction Advisor for the same. The Proposal is unconditional and unqualified. We confirm that we have examined the terms and conditions published in the RFP and accordingly submitting the Application for the following sectors (Please tick below).

1. Envelop A: **Physical & Social infrastructure**- including Roads & Bridges, Housing & **Township**, Tourism & Hospitality, Marketing/Commercial infrastructure/**Inland container depots**, Hospitals, Education; Transportation, Environment and Ecology
2. Envelop B: **Urban (Municipal) Infrastructure** including Water supply, treatment & distribution, Drainage & sewerage and Solid waste management, **Mono-rail** etc.
3. Envelop C: **Industrial and Related Infrastructure**; Area Development and Industrial park Development
4. Envelop D: **Power and Telecommunication Infrastructure** including **Natural Gas**
5. Envelop E: **Information Technology & Infrastructure and e-Governance**
6. Envelop F: **General Category of Transaction Advisors**

2. Processing Fee of Rs. 2,00,000/- (Rupees Two Lakh only) is attached in the form of Demand Draft no. _____, dated _____ drawn on _____ in

favour of **Additional Chief Secretary, Government of West Bengal** payable at Kolkata/already paid vide D/D no..... dated.....during empanelment exercise
Vide RFP Notice No. 112/
Secy-FB dated 30/07/2015.

3. All information provided in the Proposal is true and correct and all documents accompanying such Proposal are true copies of their respective originals.
4. This statement is made for the express purpose of selection as the Transaction Advisor on the panel of "Finance Department, GoWB".
5. We shall make available to the "Finance Department", GoWB" any additional information, it may deem necessary or require for supplementing or authenticating the Proposal.
6. We acknowledge that the right of the "Finance Department, GoWB" to reject our application without assigning any reason or otherwise and hereby waive our right to challenge the same on any account whatsoever.
7. We certify that in the last three years, we have neither failed to perform on any contract, as evidenced by imposition of penalty by an arbitral or judicial Court or a judicial pronouncement or arbitration award against us, nor have we been expelled from any Empanelment or contract nor have had any contract terminated for breach on our part.
8. We declare that:
 - a) We have examined and have no reservations to the RFP Documents, including any Addendum thereto, issued by the "Finance Department, GoWB" ;
 - b) We do not have any conflict of interest in accordance with provisions of the RFP Document;
 - c) We have not directly or indirectly or through an agent engaged or indulged in any corrupt practice, fraudulent practice, coercive practice, undesirable practice or restrictive practice, as defined in the RFP document, in respect of any tender or request for proposal issued by or any agreement entered into with the "Finance Department, GoWB" or any other public sector enterprise or any Government, Central or State;
 - d) We hereby certify that we have taken steps to ensure that in conformity with the provisions of the RFP, no persons acting for us or on our behalf will engage in any corrupt practice, fraudulent practice, coercive practice, undesirable practice or restrictive practice;

- e) We hereby declare that if selected as the empanelled Transaction Advisor, We will be liable to fulfil all the obligations enumerated in this RFP document and Memorandum of Agreement or Agreement to be executed with Finance/Administrative Departments/Agencies.
9. We understand that you may cancel the Selection Process at any time and that you are neither bound to accept any Proposals that you may receive nor to select the Transaction Advisors, without incurring any liability in accordance with the provisions of RFP document.
10. We certify that we have not been convicted by any Court of Law or indicted or otherwise have adverse orders passed against us by any Regulatory Authority which would cast a doubt on our ability to get empanelled as Transaction Advisor or which relates to a grave offence that outrages the moral sense of the community.
11. We further certify that in regard to matters relating to security and integrity of the country, we have not been charge-sheeted by any agency of the Government or convicted by a Court of Law for any offence committed by us.
12. We further certify that no investigation by a Regulatory Authority is pending either against us or against our Associates or against our CEO or any of our Directors/Managers.
13. We hereby irrevocably waive any right or remedy, which we may have at any stage at law or howsoever otherwise, arising to challenge or question any decision taken by Finance Department, GoWB, in connection with the selection of Bidder or in connection with the Selection Process itself in respect of the above mentioned Empanelment.
14. We agree and understand that the proposal is subject to the provisions of the RFP document. In no case, shall we have any claim or right of whatsoever nature if the selection for any Empanelment is not awarded to us or our proposal is not opened or rejected.
15. We agree to keep this offer valid for a period of 180 (One Hundred and Eighty) days or for a longer period on any further extension being sought by the “Finance Department, GoWB”, from the Proposal Due Date specified in the RFP.
16. In the event of our firm being selected as the Empanelled Transaction Advisor, we agree to enter into an Agreement in accordance with the provisions of the RFP. We agree not to seek any changes in the aforesaid form and agree to abide by the same.
17. We understand that this is only an empanelment exercise and actual resource deployment on the Assignments will occur through the competitive bidding, after another limited

tender exercise undertaken by the respective authorities, from amongst the empanelled Transaction Advisors. We agree to ensure the availability of the resources proposed in our proposal for Transaction Advisory services within 15 days of the final selection by the respective authorities.

18. We understand that the billing of the resources will occur only against the actual deployment on the Assignments and as per the financial bids finalized in the process thereof.
19. We have studied the RFP and all other documents carefully. We understand that except to the extent as expressly set forth in the Agreement, we shall have no claim, right or title arising out of any documents or information provided to us by the “Finance Department, GoWB” or in respect of any matter arising out of or concerning or relating to the Selection Process including the award of Transaction Advisory assignments.
20. We have put in place a mechanism to resolve any Conflict of Interest situations and circumstances that may arise or result while conducting our business or rendering of services and where-so-ever any Conflict of Interest or potential for Conflict of Interest may arise, we shall take reasonable steps to resolve the same forthwith in a fair and equitable manner. During the term of our empanelment we shall ensure to and continue to exercise adequate due diligence for identifying and removing any areas, source, situations and circumstances of conflict and mitigating the effects of such conflicts to the satisfaction of the Finance Department, Government of WB, in case any such Conflict of interest (or apparent conflict of interest) arises or results in relation to the Proposed empanelment.
21. During the tenure of our empanelment, we shall keep the Finance Department, GoWB informed, without delay, of any situations, circumstances, relationships, possible source or potential areas of Conflict of Interest and we shall not take up work in relation to any such assignment without obtaining prior approval of the Finance Department, GoWB and granting of such approval shall be the sole discretion of Finance Department, GoWB and shall be binding on us.
22. We ourselves and / or in association with or on behalf of or through any other Entity, shall not take up any advisory or consulting assignment or render any services on a similar assignment or any other transaction which could have a direct Conflict of Interest, in any manner or capacity during the term of our empanelment in respect of the Proposed assignment without prior written approval of the Finance Department, GoWB and granting of such approval shall be the sole discretion of Finance Department, Government of WB and shall be binding on us.
23. We have laid down an internal code of conduct for governing our internal procedures and

operations and have prescribed the standards of appropriate conduct for our employees and officers for carrying out their duties and responsibilities with a view to appropriately ensuring proper maintenance of professional excellence and standards with integrity, confidentiality, objectivity and have made provisions for identification, avoidance and resolution of conflict of interests and for disclosure of shareholdings and interests, etc., in terms of applicable laws.

24. We understand that:

- (i) in cases where existing Conflict of Interest (or apparent conflict of interest) is disclosed by us, the Finance Department, Government of WB would be entitled to terminate our empanelment, in whole or in part, if such termination is necessary in view of the Government to avoid the appearance of a Conflict of Interest.
- (ii) The Finance Department, GoWB would be entitled to terminate our empanelment if any of the affirmation / declaration / undertaking given by us or Key personnel is found to be false or misleading in any manner or not adhered or fulfilled or complied by us.

25. We agree and undertake to abide by all the terms and conditions of the RFP Document. In witness thereof, we submit this Proposal under and in accordance with the terms of the RFP Document.

Yours faithfully,

(Signature, name and designation of the Authorised Signatory)

Appendix 2: Power Of Attorney for Authorized Signatory
(On a Stamp Paper of relevant value)

POWER OF ATTORNEY

Know all men by these presents, we _____ (name and address of the registered office) do hereby constitute, appoint and authorize Mr. /Ms. _____ (name and address of residence) who is presently employed with us and holding the position of _____ as our attorney, to do in our name and on our behalf, all such acts, deeds and things necessary in connection with or incidental to our Proposal for the Project.

We hereby agree to ratify all acts, deeds and things lawfully done by our said attorney pursuant to this Power of Attorney and that all acts deeds and things done by our aforesaid attorney shall and shall always be deemed to have been done by us.

Executant

Signature of Attorney
(Name, Title and Address of the Attorney)

Attested

Executant

Notes:

1. To be executed by the Bidder.
2. The mode of execution of the Power of Attorney should be in accordance with the procedure, if any, laid down by the applicable law and the charter documents of the executants (s) and when it is so required the same should be under common seal affixed in accordance with the required procedure.
3. Also, where required, the executants(s) should submit for verification the extract of the charter documents and documents such as a resolution / power of attorney in favour of the Person executing this Power of Attorney for the delegation of power hereunder on behalf of the Bidder.

Appendix 3: Letter of Undertaking

Date:

To
Additional Chief Secretary
Government of West Bengal
Nabanna, Howrah

Subject: Selection of Transaction Advisors for Empanelment on FD, GoWB Panel.

We hereby agree and undertake as under:

- (i) That, notwithstanding any conditions, whether implied or mentioned in our Technical Proposal, we agree to the terms and conditions as contained in the RFP document provided to us.
- (ii) That if empanelled and for the specific project (s) mandated to us, we/our associates/group companies /affiliates will not bid for the same project (s) as developer /promoter and / or rate the proposed project (s).

We hereby represent and confirm that our proposal is unconditional.

Dated this..... Day of..... 2018

Name of the Bidder

Signature of the Authorized Person

Name of the Authorized Person

Appendix 4: Experience of Transaction Advisory Services

Empanelment as Transaction Advisor :

(Sector specific information and citations to be put in separate envelopes)

Sl No	Name of the assignment	Scope of Work	Assignments as per clause 5.2. A-1, A-2 or A-3 and Qualifying assignments as per Clause- 3.1.I (a) & (b) (Pl. mark)	Reference page no. in proposal	
				for copy of work order/ completion certificate etc.	for details of the project as per Note 5 below
1					
2					
3					
4					
5					
6					
7					
8					
9					
10					
11					
12					

Note:

1. Additional paper may be used for more projects.
2. Client Certificate provided should clearly state that the Bidder was involved in the process of project structuring and bid process management till the date of signing of the Concession Agreement for Qualifying Transaction Advisory services [Clause-3.1(I b)]. For other transaction advisory services or preparation of Qualifying Detailed Project/Pre-Feasibility study report [Clause-3.1(I (a))], the scope should be as per terms of reference under 7.I.

Self-Certification by the Transaction Advisor shall not be admissible.

3. Applicants are advised to give details of only the **completed transaction advisory services** of the projects handled by them. The Transaction Advisors will be ranked on the basis of cumulative number of completed projects handled by them (Also refer Note-1 of Clause-5.2).
4. Multi-locational projects under a single Work Order will be treated as one project **unless the Concessionaires are different.**
5. The **details of each of the Project** given in experience citations chart above will be given in the following format:

Name of the Project/Assignment	
Name of the state/ country	
Name & address of the Client with telephone no. and email id:	
Brief description of the project	
Scope of work for services provided	
Duration of the project (from--- to ---)	
Number of professionals/consultants engaged with core competencies	
Name of Team Leader with qualification	
Approximate value of the project (Rs. Crs)(mandatory in case of preparation of pre-feasibility / Detailed project report)	
Certified that the information given above is correct	<hr style="width: 100%;"/> Signature

Appendix 5: Curriculum Vitae (CV) for Proposed Professional Staff

Present/Proposed Position :

Name of Firm:[Insert name of firm proposing the staff]

Name of Staff:[Insert full name]

Date of Birth: _____ **Nationality:** _____

Education:[indicate college/university/Institution and other specialised education of staff member, giving names of institutions, degrees, professional qualifications obtained and dates of obtainment]

Professional Memberships:

Other Degree/Training/ publications [indicate significant distinction/master degree/PhD/publication since degree in graduation was obtained]:

Countries of Work Experience[List countries where staff has worked in the last ten years]:

Languages known:

<u>Language</u>	<u>Read</u>	<u>Write</u>	<u>Speak</u>

Employment Record :

From:		To:	
Employer:			
Positions held:			
From [Year]:		To [Year]:	
Detailed Task Assigned			
[List all the tasks performed with reference to Terms of Reference under Clause -7.Iof this RFP]			

Certification:

I, the undersigned, certify that to the best of my knowledge and belief, this CV correctly describes myself, my qualifications, and my experience. I understand that any wilful misstatement described herein may lead to my disqualification or dismissal, if engaged.

_____ Date: _____
[Signature of staff member] *[Day/Month/Year]*

Appendix 6: Other Misc. Documents to be submitted in the Technical Proposal

The following documents will also be part of the Proposal and should be submitted by the interested firms:

- i. The Bid Document and all its amendments and corrigendum duly signed.
- ii. Copy of Certificate of Registration
- iii. Average Annual Turnover Statement and Revenue from Advisory services in the given sector in India of the Bidder for the last three financial years ending 31st March 2017 duly certified by the Statutory Auditor/Practicing Chartered Accountant.
- iv. Copy of Permanent Account Number (PAN) Card of bidder.
- v. Copy of GST registration certificate.
- vi. Copy of Income Tax return for last 3 financial years.

Appendix – 7 : Confidentiality Undertaking

It is certified that the documents / data / information pertaining to [Name of empanelment], which will be provided to [Name of the bidder] for empanelment or otherwise related to it shall be treated as strictly confidential and will not be disclosed or handed over by [Name of the bidder] to any outside agency / person without prior written permission of Finance Department, Government of WB.

It is further certified that the Advisory reports and other relevant documents, which are to be submitted by [Name of the bidder] to the Government will not be disclosed to any other agency / person without prior written permission of Finance Department, Government of WB.

Seal with Signatures of the authorized signatory of the bidder

Appendix-8

DETAILS OF PENDING ENQUIRY/INVESTIGATIONS

S. No	Name of the concern/ Sister Concern(s) / concerned person(s) against whom the enquiry / investigation has been initiated	Relationship with the bidder	Name of the investigating agency	Nature of pending enquiry / investigation and law under which the enquiry has been initiated	Brief facts / interim orders / other relevant information in respect of the pending enquiry / investigation

Seal with signatures of authorized signatory of the Bidder

Appendix-9

DETAILS OF PRESENT / POTENTIAL CONFLICTS / FACTS OR INTERESTS

S. No	Name of the Entity, in which interests Conflicts exit / may arise	Relationship of the Bidder with the Entity	Nature / areas of conflict / potential conflict	Duration of subsistence of conflict, if any	Such other information as may be relevant and material in deciding whether there is a conflict / potential conflict of interest

Seal with signatures of authorized signatory of the Bidder

