

Request for Qualification (RFQ)

**Unión Eléctrica de Cuba (UNE),
Republic of Cuba**

Project Management Consultant – NTPC Limited

Request for Qualification (RFQ) Document for Selection of Solar Power Developers for Setting up of 1150 MW grid connected Solar PV project across 175 locations and 150 MW/150 MWhr BESS at three locations in the Republic of Cuba

RFQ number: CS-CUBA-001-0

Definitions

The following terms are defined for use in this Request for Qualification document:

- **"Addenda"** or **"Addendum"** means an amendment or supplement to this RFQ issued by the Tendering Authority prior to the Due Date in accordance with the terms of Clause 3.1 of ITB (Sec-I) and which shall, once issued, be read together with this RFQ;
- **"Applicable Law"** with respect to the Project and the bidding process in relation to the Project means (i) all laws promulgated or brought into force and effect by any Governmental authority or any statutory authority in Republic of Cuba, which shall include statutes, rules, regulations, bye-laws, policies, protocols, codes, guidelines, notices, circulars, directions made thereunder; and (ii) judgments, decrees, injunctions, and orders issued by any court;
- **"Application"** means an Application for qualification including the Letter of Application and all the Forms and supporting documents and information required by this RFQ, as set out in Clause 8.1 of the ITB, submitted by a Prospective Bidder to the Tendering Authority in accordance with the terms of this RFQ for the purposes of being qualified for the Project;
- **"Authorized Representative"** has the meaning as ascribed to it in Clause 6.0 of the ITB;
- **"BCC"** has the meaning as ascribed to it in Clause 8.3 of the ITB;
- **"BESS"** means Battery Energy Storage System;
- **"BOOT"** has the meaning as ascribed to it in paragraph 2.0 of the Notice;
- **"Buyer"** means The Union Electric ("**UNE**"), who will sign the Power Purchase Agreement with the Seller for buying solar power from the Project for a period of 25 years;
- **"Conflict of Interest"** has the meaning as ascribed to it in Clause 14.0 of the ITB;
- **"Consortium"/ "Development Consortium"** is a group of legal entities coming together to submit a single Application;
- **"Consortium Leader"** has the meaning as ascribed to it in paragraph B (b) of Section I of Sec- II under Part-II of this RFQ;
- **"Consortium Member"** means a member of a Consortium (including a reference sponsor and (an)other Consortium Member(s) as applicable);
- **"Controlling Interest"** has the meaning as ascribed to it in paragraph B (e)(iii) of Section I of Sec- II under Part-II of this RFQ;
- **"Developer"/ "Solar Power Developer"** means the selected development Company or Consortium which has emerged successful after the completion of RFQ and RFP process;

- **“Development”** has the meaning as ascribed to it in paragraph (a) of ‘Notes for Technical Qualification Requirements’ under Section II of Sec- II under Part-II of this RFQ;
- **“Due Date”** means the last date and time notified in the Notice or subsequent amendments or modifications in the last date and time notified to all the Prospective Bidders in writing or through email or through website;
- **“ETS”** has the meaning as ascribed to it in paragraph 6.1 of the Notice;
- **“Financial Qualification Requirements”** has the meaning ascribed to it in Section III of Sec-II under Part-II of this RFQ;
- **“General Qualification Requirements”** has the meaning ascribed to it in Section I of Sec-II under Part-II of this RFQ;
- **“International Solar Alliance (ISA)”** is a treaty based inter-governmental organization working to create a global market system to tap the benefits of solar power and promote clean energy applications;
- **“ITB”** means instructions to bidders as provided in Sec- I of Part- II of this RFQ;
- **“LILO”** has the meaning as ascribed to it in Annexure- I to the Notice;
- **“Net Worth”** has the meaning as ascribed to it in paragraph (i) of ‘Notes for Financial Qualification Requirements’ under Section II of Sec- II under Part-II of this RFQ;
- **“Notice”** means the Notice Inviting Applications for Qualification for selection of Solar Power Developers for setting up of the Project provided in Part-I of this RFQ;
- **“NTPC”** means NTPC Limited;
- **“PPA”** means the Power Purchase Agreement to be executed between the Tendering Authority and the Successful Bidder;
- **“Qualified Bidder”** means a Prospective Bidder (whether in the form of a single entity or a Consortium) who has submitted an Application and has satisfied all the Qualification Requirements set out in Sec-II as duly evaluated and notified by the Tendering Authority;
- **“Qualification Requirements”** means the legal Qualification Requirements, the technical Qualification Requirements, and the financial Qualification Requirements and "Qualification Requirement" means any of them;
- **“Project”** means 1150 MW Solar PV project to be set-up in 175 locations across 15 provinces and 150 MW/150 MWhr BESS to be set-up at three locations of Republic of Cuba;
- **“Project Contracts”** has the meaning as ascribed to it in Clause 1.5 of the ITB;

- **“Project Management Consultant”** or **“PMC”** means NTPC Limited which has been appointed as a Project Management Consultant for the Project;
- **“Proposal”** means a Qualified Bidder's offer in response to the terms and conditions set out in the RFP for the Project;
- **“Prospective Bidder/Applicant”** means a legal entity or Consortium that has obtained RFQ document and has submitted an Application for qualification;
- **“PV”** means photovoltaic;
- **“Reference Sponsor”** has the meaning as ascribed to it in paragraph B (e) of Section I of Sec- II under Part-II of this RFQ;
- **“Relevant Period”** has the meaning as ascribed to it in paragraph (b) of ‘Notes for Technical Qualification Requirements’ under Section II of Sec- II under Part-II of this RFQ;
- **“Request for Qualification”** or **“RFQ”** means this request for qualification document issued by the Tendering Consultant in respect of the Project;
- **“Request for Proposal”** or **“RFP”** means the request for proposal document to be issued by the Tendering Consultant in respect of the Project;
- **“Seller”** means the totally foreign capital company “Empresa de Capital Totalmente Extranjero” (“ECTE”) formed in Cuba by the Developer (s) as elaborated at Cause 1.4 and 1.5 of ITB;
- **“Successful Bidder”** means the Qualified Bidder who will be selected by the Tendering Authority after RFP stage for awarding the Project
- **“Technical Qualification Requirements”** has the meaning ascribed to it in Section II of Sec-II under Part-II of this RFQ;
- **“Tendering Authority”** means the Unión Eléctrica de Cuba (“UNE”) who has the final authority to select the Developer and award the project;
- **“Tendering Consultant”** means NTPC Limited (“NTPC”) who will organize and conduct the bidding process management on behalf of the Tendering Authority;
- **“Total Assets”** has the meaning as ascribed to it in paragraph (ii) of ‘Notes for Financial Qualification Requirements’ under Section II of Sec- II under Part-II of this RFQ; and
- **“USD”** means the currency of United States of America that is United States Dollars.

Interpretations

- Words comprising the singular shall include the plural & vice versa.
- An Applicable Law shall be construed as reference to such Applicable Law including its amendments or re-enactments from time to time.
- Different parts of this RFQ are to be taken as mutually explanatory and supplementary to each other and if there is any differentiation between or among the parts of this RFQ, they shall be interpreted in a harmonious manner so as to give effect to each part.
- The table of contents and any headings or sub-headings in this RFQ has been inserted for case of reference only and shall not affect the interpretation of this RFQ.

Disclaimer

This Request for Qualification (RFQ) document contains information for the Qualification process in relation to the Project, for the Prospective Bidders, who have expressed their interest by obtaining the RFQ document and/or submission of Application as per the terms and conditions specified in this RFQ document. Subsequent information (in verbal or written form) may be provided to all the Prospective Bidders, based on the requests and/or queries raised by them, as per the terms and conditions set forth in this RFQ document.

The purpose of this RFQ is to provide the Prospective Bidders with the information required for preparation and submission of their Applications. It is clarified that this RFQ is not an agreement and neither an offer nor invitation, to any Prospective Bidder or any other entity, by the Tendering Authority or the Tendering Consultant or any of their respective representatives, officers, employees, consultants, agents, associates or advisors.

This RFQ provides general information for preparation and submission of Applications by Prospective Bidders and may not address the specific needs of each bidder. Some of the Prospective Bidders may have a better knowledge of the proposed Project than others, due to their earlier engagement on similar projects or any other project in Cuba.

This RFQ document has been prepared in good faith, and on best endeavor basis. While adequate care has been taken in preparing the RFQ document, the assumptions, assessments, statements and information contained in this RFQ may not be complete, accurate or adequate. Each Prospective Bidder should, therefore, conduct its own independent investigation and analysis, should check the accuracy, reliability, adequacy and completeness of the information provided under this RFQ and may obtain independent advice from appropriate sources, if required, which may include but shall not be limited to their own independent financial, legal, accounting, engineering, and technical or other experts/consultants.

For the purposes of this RFQ document, the Tendering Authority, Tendering Consultant, or any of their respective representatives, officers, employees, consultants, agents, associates or advisors:

- accept no responsibility for the accuracy or otherwise for any interpretation or opinion of any law expressed in this RFQ;
- make no representation or warranty (express or implied) as to the accuracy, adequacy, or completeness of this RFQ, the information contained herein, or any responses to requests for clarifications made by the Prospective Bidders; and
- shall not be liable to any Prospective Bidder, under any law, statute, rules or regulations or tort, principles of restitution or unjust enrichment or otherwise for any loss or damages (whether direct or indirect), cost or expense which may arise from or in connection to or be incurred or suffered on account of anything contained in this RFQ or otherwise, including without limitation: the accuracy, adequacy, correctness, completeness or reliability of this RFQ or any information

contained within it; any act, omission, mistake or error on the part of a Prospective Bidder; or the Tendering Authority or Tendering Consultant and/or responses from their respective representatives to the queries and/or requests for clarifications made by the Prospective Bidders; or any assessment, assumption, statement or information contained therein or deemed to form part of this RFQ or arising in any way from participating in the RFQ process.

The Prospective Bidder shall bear all its costs associated with or relating to the preparation and submission of its Application including but not limited to preparation, copying, downloading fees, expenses associated with any demonstrations or presentations which may be required by the Tendering Authority and/or the Tendering Consultant or any other costs incurred in connection with or relating to its Application. All such costs and expenses will remain with the Prospective Bidder and the Tendering Authority and/or the Tendering Consultant shall not be liable in any manner whatsoever for the same or for any other costs or other expenses incurred by a bidder in preparation or submission of the Application, regardless of the conduct or outcome of the bidding process.

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PART-I

Request for Qualification (RFQ) Document for Selection of Solar Power Developers for Setting up of 1150 MW grid connected Solar PV project across 175 locations and 150 MW/150 MWhr BESS at three locations in the Republic of Cuba

RFQ number: CS-CUBA-001-0

Notice Inviting Applications for Qualification
for
Selection of Solar Power Developers
for setting up of 1150 MW grid connected Solar PV project
across 175 locations and 150 MW/150 MWhr BESS at three locations in Republic
of Cuba

RFQ number.: CS-CUBA-001-0

Date: 26.07.2022

1.0 Prospective Bidders, are invited to participate in the RFQ process, to submit their Applications in accordance with the requirements set out in this RFQ document, for the purpose of Qualification in relation to the Project.

2.0 The brief scope of work for selected Developer shall include design, financing, construction, installation, commissioning, operation and transfer/dismantling of the Project.

The Developer shall set-up a totally foreign capital company “Empresa de Capital Totalmente Extranjero” (ECTE) for execution of the Project covering above scope. The Project shall be executed on build, own, operate and transfer (“BOOT”) basis and shall be transferred to the Tendering Authority at no additional cost after completion of a period of 25 (twenty-five) years. Tendering Authority and ECTE can also extend the term of operation of the project by extension of the PPA and continue to generate electricity.

The ECTE set-up by the Developer shall enter into a PPA with the Tendering Authority for a period of 25 (twenty-five) years from the date of commercial operation of the Project, under which the ECTE will undertake, subject to a set of performance standards defined in the PPA, to sell all electrical energy generated by the Project to the Tendering Authority.

3.0 The 1150 MW project shall be broken up into three buckets of around 300 MW each and shall be tendered together. A bidder may participate in any one or two or in all three blocks with a minimum capacity of 50 MW. The bidder who offers minimum tariff for a project with a minimum capacity of 50 MW in a block shall be selected as L1. The other bidders shall be rated as L2, L3 according to their offered tariff. Bucket filling within each of these blocks is also envisaged if the capacity is available and for this, the other interested bidders shall be awarded the capacities they would be bidding (with a minimum capacity of 50 MW in a block)

at the tariff that they had offered for that particular bucket. Similar exercise shall be carried out in other buckets too with the total capacity awarded to each bidder capped by their total net worth as declared at time of RFQ on pro-rata basis.

- 4.0** Award of any capacity below 50 MW shall be as per the discretion of the Tendering Authority. The 150 MW/150 MWhr BESS at three predefined locations are spread equally in each of the above three blocks that is 50 MW/50 MWhr in each block. The bidder shall also need to factor in the additional cost of setting up the BESS system at time of bidding. The provinces where BESS are located shall be evaluated separately and exact modalities of such bidding process shall be further detailed at time of RFP.
- 5.0** Project overview and Bidding Process to be followed for selection of Solar Power Developer for setting up of the Project are enclosed as **Annexure-I** and **Annexure-II** of this Notice respectively.
- 6.0** The detailed instructions, Qualification Requirements, formats for submission of Applications are specified in this RFQ document which can be downloaded from the website [<https://www.electrictender.global>] (hereinafter referred as “**Tendering Portal**”)

Project name	Setting up of 1150 MW grid connected Solar PV project across 175 locations and 150 MW/150 MWhr BESS at three locations in the Republic of Cuba
Contact information of UNE (Tendering Authority)	E-mail: ovel@oc.une.cu To the attention of: Mr. Ovel Concepcion Diaz
Contact information of NTPC (Project Management Consultant) and Tendering Consultant to the UNE	E-mail: rohitgautam@ntpc.co.in abhishekjain02@ntpc.co.in
Tendering Portal on which the RFQ shall be published and shall be available for download	https://www.electrictender.global
Cost of RFQ document	NIL
Address of NTPC Tendering Office	AGM(CS)/ Manager (CS) NTPC Limited, CC&M, 6th Floor, Engineering Office Complex (EOC), A-8A, Sector-24, NOIDA, Distt. Gautam Budh Nagar, (UP) India, Pin – 201301
Date and time of issue of Applications for Qualification	Date: 26.07.2022
Date and time for online Pre-Application Conference	Date: 25.08.2022 Time: 16:30 hrs. (IST)

Last date for receipt of queries/clarifications from Prospective applicants:	Date: 01.09.2022 Time: 17:30 Hrs (IST)
Deadline for the submission of Application (hereinafter referred as 'Due Date')	Date: 28.09.2022 Time: 17:30 Hrs (IST) Application for Qualification shall be submitted by the applicant online only at https://www.electrontender.global
Cost of RFQ document	Nil
Opening of Application	Opening of Application for Qualification shall be conducted online at https://www.electrontender.global

7.0 The tender process is organized and managed by the NTPC as the Tendering Consultant to UNE.

For the purpose of Qualification, the Prospective Bidders are required to meet the Qualification Requirements (**Part-II, Sec-II**) specified in the RFQ document and submit a fully compliant Application as per the terms and conditions set-forth in this RFQ document.

7.1 For conducting electronic tendering, <https://www.electrontender.global> (i.e. e-tendering portal) of M/s ISN Electronic Tender Services Ltd shall be used. The portal is also referred to as Electronic Tender System® (ETS). All the bidders will be required to submit online Application for Qualification on the electronic platform of ETS.

8.0 Interested Prospective Bidders may access the RFQ document from the Tendering Portal by filling the basic details on the website and downloading the document at a fee as specified on the Tendering Portal.

9.0 The Tendering Authority and its Tendering Consultant reserves the right to cancel / withdraw the Notice or RFQ process without assigning any reason whatsoever and in such case no bidder / intending bidder shall have any claim arising out of such action. Further, issuance of RFQ document to any Prospective Bidder shall not construe that such Prospective Bidder is considered to be qualified.

PROJECT OVERVIEW

The project sites in 175 locations across 15 provinces have been identified by the Government of Cuba with the objective to displace the large amounts of imported fossil fuels used for conventional power generation. Cuba has good solar energy resource (GHI) of 1700 to 2100 kWh/m²/year which would result in adequate and reliable generation from these solar PV projects with expected annual generation of about 2.4 MU per MW. All selected sites are well located with good approach road of mostly main highways and city outer ring roads. The land is already acquired by UNE and topographically it is generally flat having minimal vegetation. Size of the projects are between 2.5 to 20 MW at each location. Interconnection at 13.8 kV and/or 34.5 kV level is envisaged with many of them being Line-in-Line-out (“LILO”) connections in the distribution level line running along boundary of site with only some sites needing line of average 2 km.

Additionally, there is a requirement of setting up cumulative capacity of 150 MW/150 MWhr BESS at three locations whose locations are also identified in three different provinces in vicinity of major sub-stations. Land for these BESS systems are also in possession of UNE. The BESS system is divided equally in the three provinces for 50 MW/50 MWhr each.

In view of the importance of this project, the Government of Cuba has extended Sovereign Guarantee for developers/sellers who would be developing at least 250 MW capacity out of the total 1150 MW project. This Sovereign Guarantee shall cover payment realization for sale of electricity throughout the life of the project.



Figure 1: Snapshot of 175 sites spread across Cuba

BIDDING PROCESS OVERVIEW

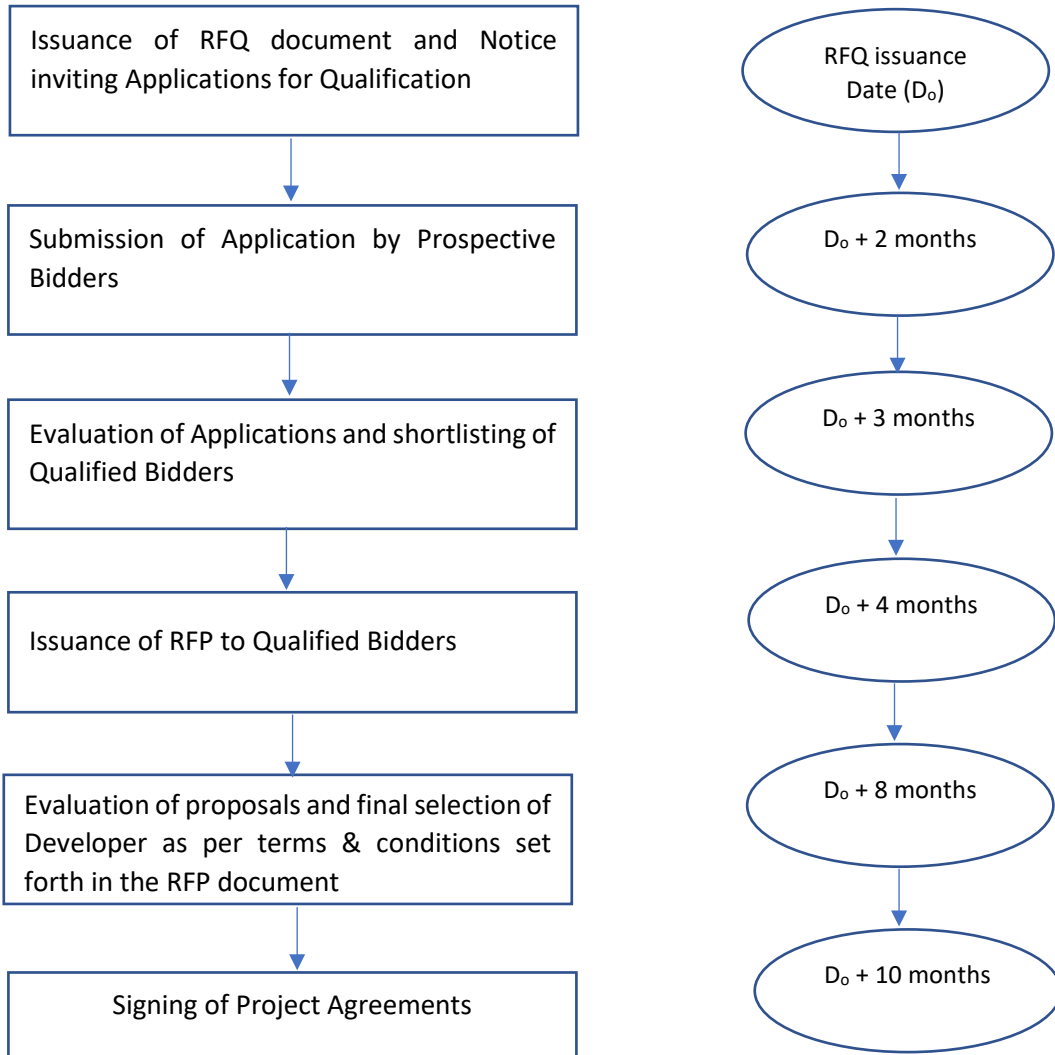
Stage-I

- The first step of the bidding process is Qualification of Prospective Bidders (through the process of Request for Qualification) having the experience, expertise and financial resources required to carry out the said Project within specified timelines. NTPC as the Tendering Consultant to the Tendering Authority (UNE) shall be carrying out the process.
- The Applications shall be evaluated on the basis of the Qualification Requirements set out in Section-II (Part-II) of this RFQ document. The Tendering Authority shall have the final authority in deciding the list of qualified Prospective Bidders.
- The RFQ Stage is a stand-alone and independent stage that will be complete once the Qualified Bidders are shortlisted by the Tendering Authority.

Stage-II

- For the second step of the bidding process, only Qualified Bidders will be invited to submit their Proposals in accordance with the bidding document (through RFP).
- The RFP Stage is the competitive procurement process that follows the RFQ Stage and is intended to result in the selection of Successful Bidder.
- The RFP documents will provide details on the technical and financial proposals required to be submitted and will also provide technical details of the Project and PPA. Proposals shall be opened and evaluated in accordance with the terms of the RFP. The Successful Bidder will be selected, based on the submitted Proposals, and the evaluation criteria set out in the RFP.
- Submission of a bidding security may be required at the RFP Stage.
- In accordance with the terms of the RFP, the Tendering Authority, with support from the Tendering Consultant, shall assess the proposals received from Qualified Bidders and select the Successful Bidder.
- The Successful Bidder shall form a ECTE in Cuba for implementing the Project.
- PPA will be executed between the ECTE of the Successful Bidder and the Tendering Authority to implement and operationalize the Project.

Tendering Process Flowchart & Timelines



PART-II

Request for Qualification (RFQ) Document for Selection of Solar Power Developers for Setting up of 1150 MW grid connected Solar PV project in 175 locations across 15 provinces and 150 MW/150 MWhr BESS at three locations of Republic of Cuba

RFQ number: CS-CUBA-001-0

SEC-I

Instructions to Bidders

INSTRUCTIONS TO BIDDERS (ITB)

1.0 Introduction

1.1 The Tendering Authority through its Tendering Consultant intends to invite investors to participate in the competitive selection process for development of the Project. During the 2nd (second) general assembly of ISA held in October 2019, the solar park program was adopted and Cuba manifested its interest in the program through its columniation to ISA in June 2021. NTPC Limited has been endorsed as Project Management Consultant (PMC) for solar projects in ISA member countries. NTPC, as the PMC, is providing its services to Union Electrica, Cuba (UNE) for implementation of solar projects.

UNE and NTPC have been jointly working towards the Project which includes identification and technical evaluation of all 175 sites, preparation of feasibility report, preparation of this RFQ document and other documents like PPA, RFP, etc.

1.2 The RFQ process is organized and managed by the Tendering Authority, with support of NTPC as its Tendering Consultant, in accordance with Cuban Laws, including without limitation, the provisions of the Cuban Law 118/2014 of Foreign Investment. It will be done through electronic tendering which will be conducted by the Tendering Consultant.

1.3 Prospective Bidders / Development Consortium are invited to develop, finance, supply, build, own, operate and transfer the Project at the end of 25 (twenty-five) years operation period.

1.4 The selected Prospective Bidders or Development Consortium will execute the Project through one (or more) totally foreign capital company "Empresa de Capital Totalmente Extranjero" (ECTE) created and registered in Cuba.

1.5 As part of the Project, the Seller will execute:

- a PPA with the Tendering Authority for a period of 25 (twenty-five) years, under which the Seller will undertake, subject to a set of performance standards defined under the PPA, to sell all electrical energy generated by the Project to the Tendering Authority;
- certain other contracts/agreements related to the Project, to be identified in due time; (together, the "**Project Contracts**").

1.6 The details of the Project are elaborated in ***Annexure-I (Part-I) (Project overview) to Notice Inviting Applications for Qualification***. Further, the details of the Bidding process to be followed for selection of the Developer for the Project are elaborated in ***Annexure-II (Bidding Process overview) to Notice Inviting Applications for Qualification***.

2.0 Responsibility of Prospective Bidders

For the purposes of assessing and responding to this RFQ, each Prospective Bidder should at its own cost:

- conduct its own investigation and analysis of the Project and the laws, regulations and policies applicable to this RFQ, and the bidding process for the Project;
- check the accuracy, reliability, and completeness of the information provided under this RFQ; and
- obtain independent advice from appropriate sources which may include, but shall not be limited to its own, independent financial, legal, accounting, engineering, technical or other experts.

2.1 RFQ document download

RFQ document shall be available for download from the Tendering Portal at <https://www.electronic tender.global> .

Note: - Interested Prospective Bidders must obtain the official copy of RFQ and other documents after registering with ETS (Refer **Appendix–A** to Instructions to Bidders). If RFQ documents are downloaded without confirmation or without generating official copy serial number, then the Prospective Bidders will not be able to submit their Application for Qualification.

For further assistance, please contact ETS helpdesk at +91-124 - 4229071, 4229072

3.0 Clarification Requests

- Prospective Bidders may seek any query and/or request for any clarification in relation to this RFQ or make any suggestion for consideration by the Tendering Consultant in writing at <https://www.electronic tender.global>
- Prospective Bidders may submit queries, requests for clarification and/or suggestions for consideration as per the timelines indicated in the Notice. The Tendering Authority has no obligation but may, at its sole discretion, elect to accept any query or request for clarification.
- All queries, requests for clarification and/or suggestions for consideration that are submitted through <https://www.electronic tender.global> shall be submitted by the Prospective Bidders to the Tendering Consultant in the below mentioned format:

Name of the Prospective Bidder:

S.no.	Clause of RFQ and Page number	Query/ Request for clarification/ Suggestion for consideration	Proposed drafting amendment* (if any)

**Note: Prospective Bidders to apply strikethrough to deleted items and underscore to added items*

- The Tendering Consultant will share all the queries, requests for clarification and suggestions for consideration along with the responses thereto, with all Prospective Bidders, without identifying the source of the questions, requests for clarification and/or suggestions for consideration.
- Notwithstanding anything else to the contrary in this RFQ, the Tendering Consultant may, at its sole discretion, elect not to respond to any question, provide any clarification in response to a request or consider any suggestion submitted under the terms of this RFQ and nothing in this RFQ shall be taken to or be read as compelling or requiring the Tendering Consultant to give any such response.
- Prior to the Due Date, the Tendering Consultant may provide its interpretations and/or clarifications to this RFQ either on its own motion, in response to any clarification request by a Prospective Bidder or for any other reason whatsoever provided that all clarifications and interpretations issued by the Tendering Consultant shall be deemed to be part of this RFQ only if issued as an Addendum and/or Corrigendum.
- Verbal clarifications & information given by the Tendering Consultant or their employees(s) or representative(s) shall not be in any way binding on Tendering Consultant.

3.1 **Addendum / Corrigendum**

- Prior to the Due Date, the Tendering Consultant may, for any reason whatsoever, whether on its own initiative or in response to a clarification requested by a Prospective Bidder or otherwise, amend and/or make corrections to this RFQ. Any amendments and corrections to this RFQ shall be made by Addenda and Corrigenda respectively.

- The RFQ as amended or corrected by an Addendum or Corrigendum will be deemed to be the applicable documentation for purposes of the RFQ stage.
- The Tendering Consultant shall ensure that there is sufficient time gap between the issue of an Addendum or Corrigendum and the Due Date and shall extend the Due Date accordingly.
- At any time prior to the Due Date, Tendering Consultant may, for any reason, whether at its own initiative, or in response to a clarification requested by a Prospective Bidder, amend the RFQ documents. The amendment will be uploaded on the website <https://www.electronic tender.global/>. Prospective Bidders are required to remain updated with the Tendering Portal. No separate intimation will be given elsewhere. The amendment will be binding on the bidders and it will be assumed that the information contained therein will be taken into account by the bidders in their Application for Qualification.

4.0 Cost of submission of Application

- Each Prospective Bidder shall bear all costs associated with its participation in the bidding process, its evaluation of this RFQ and the preparation and submission of its Application, including all costs and expenses related to its involvement in but not limited to the following:
 - information gathering processes and appointment of advisors and consultants;
 - preparation and submission of responses to questions or requests for clarification from the Tendering Consultant;
 - preparation and submission of the queries and requests for clarification to the Tendering Consultant; and
 - preparation, collection and submission of the Application, along with all Forms and required supporting documents or information.
- The Tendering Authority or Tendering Consultant shall not be held responsible for or in any way be held liable to pay any costs or expenses of any Prospective Bidder, regardless of the conduct or outcome of entire public procurement and bidding process and regardless of whether a Prospective Bidder submits an Application.

5.0 Qualification Requirements

- 5.1 Prospective Bidders must satisfy all the Qualification Requirements set out in **Sec-II (Qualification Requirements)**. Prospective Bidders must submit a complete Application, including all required **Application Forms (Sec-III)** and other supporting documents and

information, in accordance with the terms and conditions of this RFQ, in order to demonstrate that such Prospective Bidder satisfies such Qualification Requirements.

5.2 Requirements for submission of Applications-

- (a) A Prospective Bidder may submit an Application as a single entity or as Consortium Member.
- (b) A Prospective Bidder and in the case of a Consortium, each Consortium Member, shall not be entitled to submit another Application either individually or as a Consortium Member of any other Consortium and shall not be entitled to participate in more than one Consortium bidding for the Project. Further, a Prospective Bidder can submit only one Application in response to this RFQ. In the event that an entity applying individually or as a Consortium Member participates in more than one Application, all the Applications with that entity's participation shall be deemed invalid and the Application shall be summarily rejected.
- (c) No Application will contain any price entry, price schedule or any other reference to the prices. Any Application containing such information on prices will be summarily rejected and the Prospective Bidder will be disqualified.
- (d) Each Application must include the necessary documentary evidences establishing that the Prospective Bidder meets the specified Qualification Requirements.
- (e) The structure of the Consortium and roles and responsibilities of each Consortium Member shall not be allowed to be changed at any stage of the Bidding process after the last date for submission of RFQ applications.

6.0 Authorized Representative / Power of Attorney

The Prospective Bidder (or in the case of a Consortium, each Consortium Member), must have a duly authorized nominated representative to represent and irrevocably bind that Prospective Bidder or Consortium Member, and conduct all business for and on behalf of that Prospective Bidder or Consortium Member, during the bidding process for the Project ("**Authorized Representative**"), as evidenced by a power of attorney in **Form 7** in **Sec-III (Power of Attorney for Authorized Representative)** authorizing the nominated representative on equivalent terms, accompanied by supporting evidence of the due authority of the signatory to the power of attorney and complying with all requirements under Applicable Law of domicile jurisdiction, shall be acceptable.

7.0 Site Visit

Prospective Bidders are encouraged to submit their respective Applications after visiting the Project site and ascertaining for themselves the site conditions, traffic, location, surroundings, climate, availability of power, water and other utilities for construction, access to site, handling and storage of materials, weather data, Applicable Laws and regulations, and any other matter considered relevant by them.

8.0 Submission of Applications

8.1 Application Documents

Each Prospective Bidder must submit its Application on or before the Due Date strictly in accordance with the requirements of this RFQ and each Application must include:

- (a) the submission of Applications shall be in digitally signed PDF documents;
- (b) the letter of application, duly completed and executed in the form set out in **Form 2 (Letter of Application)** in **Sec-III**;
- (c) all the applicable **Application Forms** in **Sec-III** as enclosures with the Letter of Application, each duly completed and in accordance with the instructions set out in this RFQ and with the required supporting documents and information appended;
- (d) each Prospective Bidder should attach clearly marked and referenced continuation sheets in the event that the space provided in the application forms is insufficient. Alternatively, bidders may format the application forms making due provision for incorporation of the requested information;
- (e) Bidders should submit the Application to RFQ online only on <https://www.electrictender.global>. No offline or late Application will be allowed.

8.2 Language

All the documents submitted as part of the Application and all correspondences and documents in relation to this RFQ must be transmitted in English and accompanied by a Spanish Language translation, certified by a translator to be a complete and accurate translation of the original.

If the original version of a document transmitted is in a language other than English, the translation into English and Spanish, of the document concerned or, at least the relevant sections of this document, must have been carried out by a certified translator and submitted along with the Application. **For the purpose of evaluating the Application, the English version shall prevail.**

8.3 Currency

- All figures must be submitted in the original currency.
- For the purpose of evaluation, Tendering consultant shall convert the original currency to USD as per the rates defined by Banco Central de Cuba (“BCC”) on the date of issue of the RFQ.
- In the event of any discrepancy between any amount in words and figures, the amount in words shall prevail.

8.4 Signing and submission of Application

Prospective Bidders shall submit the response to RFQ online on <https://www.electrontender.global> as per the RFQ.

No change or supplemental information to a response to RFQ will be accepted after the Due Date and time of submission of response to RFQ. However, the Tendering Authority and Tendering Consultant reserves the right to seek additional information or clarifications from the Prospective Bidders, if found necessary, during the course of evaluation of the response to RFQ.

All Application shall be duly signed using digital signature by the Authorized Representative duly appointed by the Prospective Bidder or Consortium Leader, in case of Consortium in accordance with the requirements of Clause 6.0 of ITB above. Any discrepancy, may lead to the rejection of the Application.

Response to RFQ that are incomplete or do not substantially meet the requirements prescribed in this RFQ, will be liable to be rejected by the Tendering Authority.

For obtaining valid digital signatures, prospective Bidders will be required to follow the instructions on <https://www.electrontender.global>.

8.5 Due Date

Applications shall be submitted on or before the Due Date specified in the Notice to the address provided therein in the manner and form as detailed in this RFQ. It is the sole responsibility of each Prospective Bidder to make sure that its Application is delivered on or before the Due Date.

Each Prospective Bidder must adhere with the provisional timeline defined in the Notice. The Tendering Consultant may, at its discretion, extend the Due Date by issuing an Addendum or

Corrigendum to all Prospective Bidders, after which all references to timelines specified in the Notice will be considered, amended accordingly.

8.6 Modification, substitution or withdrawal of application

No Application shall be modified, substituted or withdrawn by the Prospective Bidder after the Due Date.

The Prospective Bidder may modify its Application prior to submission deadline. For the purpose of evaluation, the last modified Application uploaded on ETS portal shall be considered as final submission.

8.7 Joint and Several liability

Where the Prospective Bidder is a Consortium, all Consortium Members shall be liable jointly and severally for the obligations under this RFQ.

8.8 Acknowledgement by Prospective Bidder

8.8.1 It shall be deemed that by submitting the application, the Prospective Bidder has:

- (a) made a complete and careful examination of the RFQ;
- (b) received all relevant information requested from the Tendering Authority and/or the Tendering Consultant;
- (c) accepted the risk of inadequacy, error or mistake in the information provided in the RFQ or in the clarifications provided by the Tendering Authority and/or the Tendering Consultant;

9.0 EVALUATION OF APPLICATIONS

9.1 Opening of Applications

- (a) The Applications shall be opened by the Tendering Consultant at the time & date specified in the Notice. In the event of the specified date for the opening of applications being declared as a holiday for the Tendering Authority or Tendering Consultant, the applications will be opened at the appointed time on the next working day.
- (b) Authorized Representative(s) of the Prospective Bidder, who has submitted its Application, can attend the event of opening of Applications, online at <https://www.electronic tender.global>.
- (c) All the Applications submitted before or on the notified date and time as per the Notice shall be opened by the Tendering Consultant at <https://www.electronic tender.global>.

9.2 Evaluation of Applications

9.2.1 Preliminary examination of Applications-

The Tendering Consultant will examine the Applications to determine whether they are complete, and whether the Applications are generally in order. The Tendering Consultant will conduct an initial review of each Prospective Bidder and each Application received for completeness and compliance with the terms and conditions stated under the RFQ, to determine if the Application should be considered further.

The Tendering Consultant, in its absolute discretion, may (but is not obliged to) waive any non-conformity or irregularity in a format of an application, but not in the Qualification Requirements.

9.2.2 Right to accept or reject any or all Applications-

- (a) Subject to the terms of this RFQ, the Tendering Consultant may accept or reject any Application or annul the bidding process at any time without any liability or any obligation and without assigning any reasons. If the Tendering Consultant rejects all Applications and/or annuls the bidding process, it may, in its discretion, re-issue the RFQ.

The Tendering Consultant may reject any Applications in the following circumstances:

- (i) if the Application is deemed to be incomplete, non-responsive, inconsistent, ambiguous for any reason including without limitation, if the Prospective Bidder:
 - fails to submit the complete Application in the form and in accordance with the requirements set out in this RFQ;
 - submits an Application that is subject to any conditions or qualifications; or
 - fails to submit the Application by the Due Date and time;
- (ii) if any one or more of the Qualification Requirements are not met by the Prospective Bidder;
- (iii) if the Prospective Bidder or where the Prospective Bidder is a Consortium, any Consortium Member:
 - does not have legal capacity or is otherwise restricted to enter into a contract with the Tendering Authority;
 - is insolvent, in receivership, bankrupt or being wound up or its business activities are to be suspended or it is to be the subject of legal proceedings

for any of the foregoing, or it intends to submit an application for insolvency or liquidation;

- (b) Notwithstanding anything contained in this RFQ, the Tendering Consultant reserves the right to disqualify any Prospective Bidder (and where the Prospective Bidder is a Consortium, the entire Consortium) and/or reject any Application at any time and in its sole discretion, in the following circumstances:
- (i) if at any time, a misrepresentation that could lead to failure to meet any requirements set out in this RFQ is made or discovered in the Application;
- (ii) if the Prospective Bidder (or where the Prospective Bidder is a Consortium, any Consortium Member):
- provides materially incorrect or false information;
 - has a Conflict of Interest; or
 - has directly or indirectly or through an agent, engaged in any Corrupt Practice, Fraudulent Practice, Coercive Practice, Undesirable Practice or Restrictive Practice, or any other integrity violations in the bidding process for the Project.

Save and except as provided in this RFQ, the Tendering Consultant shall not entertain any correspondence with any Prospective Bidder in relation to the acceptance or rejection of any application.

9.2.3 Clarification requests by the Tendering Consultant-

- (a) The evaluation of each Application will be based solely on the contents of the Application and any clarification and/or supplementary information provided pursuant to this Section.
- (b) During the evaluation process, the Tendering Consultant may, at its discretion, ask the Prospective Bidder for a clarification in writing or through email, in relation to its Application including documentary evidence pertaining to the details submitted in the Application. The Prospective Bidder shall submit the response to any requested clarification(s) and/or supplementary information in writing or through email to the Tendering Consultant, within the time prescribed by the Tendering Consultant. Any extension to prescribed time for response shall be at the sole discretion of the Tendering Consultant.
- (c) If a Prospective Bidder does not provide a response to any requested clarification and/or supplementary information within the prescribed time, its Application may be

rejected. If the Application is not rejected, the Tendering Consultant may proceed to evaluate the Application by interpreting the particulars requiring clarification to the best of its understanding and that of its advisors, and the Prospective Bidder may not question the Tendering Consultant's interpretation.

- (d) The Tendering Consultant reserves the right to verify all statements, information, references and documents submitted by the Prospective Bidder in response to this RFQ, including by way of reference checks. The Tendering Consultant may rely on and consider any information obtained from any reference or source in connection with any Application and it may further apply to any such information in evaluating the applicable Application. Failure of the Tendering Consultant to undertake any such verification shall not relieve the Prospective Bidder of its obligations or liabilities hereunder nor will it affect any rights of the Tendering Consultant.

9.2.4 Evaluation of Applications-

Following its initial review of completeness and compliance as set out in Clause 9.2, the Tendering Consultant will proceed to conducting its evaluation of those Applications that are not rejected.

The Tendering Consultant shall first evaluate each Application in accordance with Section-II to determine if the Qualification Requirements have been satisfied and if the Application and Prospective Bidder are qualified. An Application will be given an overall rating of "qualified" if each Qualification Requirement is rated "pass". Subject to Clause 9.2.2(a)(ii), a Prospective Bidder will be disqualified, if any Qualification Requirement is marked "fail". If a Bidder is not meeting any one of the legal or technical or financial Qualification Requirements, the Tendering Consultant may not assess the remaining Qualification Requirements of the Application and the Application shall be rejected.

Any Prospective Bidder whose application meets all the requirements specified in the RFQ document will be declared Qualified Bidder. Tendering Consultant will simultaneously inform all Qualified Bidders of the acceptance by Tendering Authority of their Application and will continue, when it deems it appropriate, by issuing the RFP for the Project to the Qualified Bidders.

Tendering Consultant will also inform the Prospective Bidders who do not meet the requirements specified in the RFQ.

For the purpose of carrying out the formal assessment, Tendering Consultant will be entitled (but will not be liable) not to take into account any minor deviations in relation to the formal requirements, provided that it emerges evidently from the Prospective Bidder's Application

and any further clarification obtained in accordance with Clause 9.2.3 that the Prospective Bidder meets at least one of the technical criteria, the concerned financial criterion, all legal criteria and all other requirements specified in the RFQ document.

10.0 Interruptions and Modification of the process

Notwithstanding any other indication in this RFQ document or any other document already drawn up or to be established in connection with the RFQ process, the Tendering Authority and Tendering Consultant reserves the right at any point of time during the bidding process:

- to modify any aspect of the Project, in relation to location, capacity etc.
- to change the process or to modify or clarify the procedures and rules relating thereto;
- to extend or modify the Provisional Schedule as outlined in the Tendering Process Flowchart & Timelines; and
- to discontinue the process.

11.0 Applicable Laws

The RFQ process shall be governed by and construed in accordance with Cuban laws, including without limitation, the Cuban Law 118/ 2014 of Foreign Investment and the courts of Cuba shall have exclusive jurisdiction over all disputes arising under, pursuant to and/or in connection with the RFQ process.

12.0 Fraudulent and Corrupt Practices

- (a) Prospective Bidders and their respective partners, suppliers, sub-contractors, sub consultants, officers, employees, agents, service providers and advisors shall observe the highest standard of ethics during the bidding process. Notwithstanding anything to the contrary contained herein, the Tendering Consultant shall reject an Application without being liable in any manner whatsoever to the Prospective Bidder if it determines that the Prospective Bidder has directly or indirectly or through an agent, engaged in Corrupt Practice, Fraudulent Practice, Coercive Practice, Undesirable Practice or Restrictive practice, or any other integrity violations in the bidding process.
- (b) For the purposes of this Clause or the usage of such terms elsewhere throughout this RFQ, the following terms shall have the meaning hereinafter respectively assigned to them:
 - (i) "**Corrupt Practice**" means the offering, giving, receiving, or soliciting, directly or indirectly, anything of value to influence the actions of any persons connected with the bidding process for or on behalf of the Tendering Consultant;

- (ii) "**Coercive Practice**" means impairing or harming or threatening to impair or harm, directly or indirectly, any person or the property of that person to influence improperly the actions of a person involved in the bidding process;
 - (iii) "**Collusive Practice**" means an arrangement between two or more persons involved in the bidding process designed to achieve an improper purpose, including influencing improperly the actions of another person;
 - (iv) "**Fraudulent Practice**" means any act or omission including a misrepresentation that knowingly or recklessly misleads or attempts to mislead a person involved in the bidding process to obtain a financial or other benefit or to avoid an obligation;
 - (v) "**Obstructive Practice**" means (1) deliberately destroying, falsifying, altering or concealing evidence material to the investigation or making false statements to investigators in order to materially impede an investigation into allegations of a corrupt, fraudulent, coercive or collusive practice; and/or threatening, harassing or intimidating any party to prevent it from disclosing its knowledge of matters relevant to the investigation or from pursuing the investigation, or (2) acts intended to materially impede the exercise of the inspection and audit rights of the Tendering Authority and/or the Tendering Consultant; and
 - vi) "**Restrictive Practice**" means forming a cartel or arriving at any understanding or arrangement among the Prospective Bidders with the objective of restricting or manipulating a full and fair competition in the bidding process.
 - (vii) "**Undesirable Practice**" means (i) establishing contact with any person connected with or employed or engaged by the Tendering Consultant with the objective of canvassing, lobbying or in any manner influencing or attempting to influence the bidding process; or (ii) having a Conflict of Interest (defined hereinafter);
- (c) Necessary action will be taken against a Prospective Bidder for any Corrupt Practice, Fraudulent Practice, Coercive Practice, Undesirable Practice or Restrictive Practice, or any other integrity violations, in accordance with the applicable laws and policies.
 - (d) All Prospective Bidders and their related parties engaged or involved in the bidding process shall have a duty to cooperate fully in any screening or investigation that may be carried out in relation to any of the above provisions of this Clause.

13.0 Confidentiality

- (a) All communications between the Prospective Bidders and the Tendering Consultant and/or the Tendering Authority and all information obtained in connection with or arising out of this RFQ, shall be treated as confidential during as well as after preparation and submission of the Applications. In the event of any breach of confidentiality by the

Prospective Bidder, the Tendering Consultant, at its sole and absolute discretion, may at any time reject the Application by the Prospective Bidder without any further consideration and terminate such Prospective Bidder's right to continue in the bidding process.

- (b) Notwithstanding the foregoing, the obligation of confidentiality shall not pertain to information which was at the time of disclosure, or which thereafter became, part of the public domain or is required to be disclosed by law or a court order, where, in such cases, all reasonable attempts will be made to notify the Tendering Consultant in advance of doing so.
- (c) Subject to the provisions of this RFQ, the Tendering Consultant and the Tendering Authority shall endeavor to maintain the confidentiality of information and/or documents relating to the Qualification, examination, clarification, evaluation, negotiations, approval or any other function related to the bidding process, provided that this shall not restrict disclosure to any person who is officially concerned with the bidding process or is a retained professional advisor advising the Tendering Consultant or Tendering Authority in relation to matters arising out of, or concerning the bidding process. The Tendering Authority and Tendering Consultant will further require all those who have access to such information and/or documents to treat the same as confidential.
- (d) Notwithstanding the foregoing, information may become public through the operation of law, or otherwise due to the need for transparency and accountability and in protection of the public interest by the Tendering Authority and through the decisions made by them. The Tendering Authority and Tendering Consultant shall not in any way be liable for disclosure of any confidential information if such disclosure is required under the Cuban laws or if the Tendering Authority have been directed to do so by a court order or by any statutory entity/authority that has the power under law to require its disclosure or to enforce or assert any right or privilege of the Tendering Authority or Tendering Consultant or as may be required by law or in connection with any legal proceeding.

14.0 Conflict of Interest

- (a) Prospective Bidders shall not have a Conflict of Interest in relation to this Project. Any Prospective Bidder found to have a Conflict of Interest shall be disqualified.
- (b) For the purposes of this RFQ, "**Conflict of Interest**" means, in respect of any Prospective Bidder:

- (i) such Prospective Bidder (or any constituent thereof) and any other Prospective Bidder (or any constituent thereof) have either directly or indirectly common controlling shareholders;
 - (ii) such Prospective Bidder receives or has received any direct or indirect subsidy, grant, concessional loan or subordinated loan from any other Prospective Bidder, or has provided any such direct or indirect subsidy, grant, concessional loan or subordinated loan to any other Prospective Bidder;
 - (iii) such Prospective Bidder has a relationship with another Prospective Bidder, either directly or through common third parties, that puts them in a position to have access to each other's information or influence the Application of the other;
 - (iv) such Prospective Bidder has participated as a consultant(s) and/or advisor(s) or has directly assisted the Tendering Authority in the preparation of any documents, design or technical specifications of the Project;
 - (v) such Prospective Bidder employs or has employed an officer or employee of the Tendering Authority in relation to the Project during the RFQ stage of the bidding process; or
 - (vi) such Prospective Bidder appoints any legal, financial or technical advisor of the Tendering Authority in relation to the Project for matters related to or incidental to the Project or the RFQ.
- (c) Prospective Bidders or their agents and/or employees shall not engage in discussions or other communications with any other Prospective Bidder or their agents and/or employees regarding the preparation or submission of their Application. Breach of this provision may result in disqualification of the Prospective Bidder from the bidding process.
- (d) Notwithstanding anything else to the contrary in this RFQ, Prospective Bidders may use the same firm or firms to obtain geotechnical, topographical, or other information about the site and may use the same firm or firms to obtain legal advice in respect of the RFQ or Project.

15.0 This complete RFQ document is being issued in both English and Spanish languages. However, in case of any discrepancy between the two versions, the English version shall prevail.

Annexure-A to Instructions to Bidders

Special instructions to Bidders for e-Tendering [ie Electronic Bidding Instructions (EBI)]

General

The Special Instructions (for e-Tendering) supplement 'Instruction to Bidders', as given in these Tender Documents. Submission of Online Bids is mandatory for this Tender.

E-Tendering is a new methodology for conducting Public Procurement in a transparent and secured manner. Suppliers/ Vendors will be the biggest beneficiaries of this new system of procurement. For conducting electronic tendering, Tendering Authority has decided to use the portal <https://www.electronic tender.global> through ISN ElectronicTender Services Private Limited (referred as ISN-ETS). This portal is based on the world's most 'secure' and 'user friendly' software from ElectronicTender®. A portal built using ElectronicTender's software is also referred to as ElectronicTender System® (ETS).

Benefits to bidders are outlined on the Home-page of the portal.

Instructions

Tender Bidding Methodology:

Sealed Bid System

- Qualification (RFQ) followed by Single Stage Two Envelope (RFP)

Broad Outline of Activities from Bidder's Perspective:

1. Procure a Class-III Digital Signing Certificate (DSC) from any CA under CCA India, or DigiCert Premium S/MIME Certificate from DigiCert Global CA, or any other DSC Issuer *[To be edited by the bidder, depending upon the contract signed with the Application Service Provider (ASP) of ETS]*
2. Register on ElectronicTender System® (ETS)
3. Create Marketing Authorities (MAs), Users and assign roles on ETS. It is mandatory to create at least one MA.
4. View Notice Inviting Tender (NIT) on ETS
5. For this tender -- Assign Tender Search Code (TSC) to an MA
6. Download Official Copy of Tender Documents from ETS. Note: Official copy of Tender Documents is distinct from downloading 'Free Copy of Tender Documents'. To participate in a tender, it is mandatory to procure official copy of Tender Documents for that tender.
7. Clarification to Tender Documents on ETS
 - Query to Tendering Consultant
 - View response to queries posted by Tendering Consultant
8. Bid-Submission on ETS
9. Attend Public Online Tender Opening Event (TOE) on ETS (if, scheduled by Tendering Consultant)
10. Post-TOE Clarification on ETS (if, required)
 - Respond to Tendering Consultant Post-TOE queries

For participating in this tender online, the following instructions are to be read carefully. These instructions are supplemented with more detailed guidelines on the relevant screens of the ETS.

Digital Certificates

For integrity of data and authenticity/ non-repudiation of electronic records it is necessary for each user to have a Digital Certificate (DC) also referred to as Digital Signature Certificate (DSC), of Class-III from any Certifying Authority (CA) licensed by Controller of Certifying Authorities (CCA), India or DigiCert Premium S/MIME Certificate from DigiCert Global CA, or any other DSC Issuer.

Instructions to Bidders for Procuring Digital Signature Certificates (DSCs)

For Tender Reference No. CS-CUBA-001-0, Tendering Consultant has allowed the use of following two types of Digital signature Certificates (DSCs). Those bidders who already have a valid DSC under any of the two options given below, can continue to use that DSC.

Option-1: DigiCert SMIME Premium Certificate (Global CA). This DSC is issued as a soft copy over the internet.

For obtaining the DigiCert SMIME Premium Certificate, bidders may contact any authorized DigiCert Reseller.

Option-2: Class-3 Digital Signing Certificate (DSC) issued by a Certifying Authority (CA) licensed by Controller of Certifying Authorities (CCA), India. This DSC is issued only on a physical USB token.

For obtaining a Class-3 DSC, bidders may contact any authorized CA (eg. eMudhra, nCode, Sify, Capricorn, etc.) or their authorized resellers.

Registration

To use the Electronic Tender[®] portal <https://www.electrontender.global>, bidders need to register on the portal. Registration of each organization is to be done by one of its senior persons who will be the main person coordinating for the e-tendering activities. In ETS terminology, this person will be referred to as the Super User (SU) of that organization. For further details, please visit the website/portal, and click on the 'Supplier Organization' link under 'Registration' (on the Home Page), and follow further instructions as given on the site, and special instruction given in the RFP in this regard. Pay Annual Registration Fee as applicable.

After successful submission of Registration details and Annual Registration Fee, please contact ISN-ETS/ ETS Helpdesk (as given below), to get your registration accepted/activated

Important Note: To minimize teething problems during the use of ETS (including the Registration process), it is recommended that the user should peruse the instructions given under 'ETS User-Guidance Center' located on ETS Home Page, including instructions for timely registration on ETS. The instructions relating to 'Essential Computer Security Settings for Use of ETS' and 'Important Functionality Checks' should be especially taken into cognizance.

Please note that even after acceptance of your registration by the Service Provider, to respond to a tender you will also require time to complete activities related to your organization, such as creation of users, assigning roles to them, etc.

ISN-ETS/ ETS Helpdesk	
Telephone/ Mobile	<p><i>Customer Support: +91-124 - 4229071, 4229072</i> <i>[Between 9:00 am to 6:00 pm IST on all working days]</i></p> <p>Note: Special Customer Support in a language other than English (if any), will be intimated separately.</p>
E-mail ID	<p><u>support@isn-ets.com</u> <i>[Please mark CC: rohitgautam@ntpc.co.in abhishekjain02@ntpc.co.in]</i></p>

Some Bidding related Information for this Tender (Sealed Bid)

The entire bid-submission would be online on ETS (unless specified for Offline Submissions). Broad outline of submissions are as follows:

- Online Payment of Applicable ETS Bidding-Fee (if applicable)
Note: Failure to pay this amount will result in rejection of the bid.
- Submission of Bid-Parts/ Envelopes
 - Qualification Application

Multilingual e-Tendering

The option of multilingual facility will be provided only for certain functionalities as indicated on the screens of the e-Tendering Portal. English shall be the default language ('Default Language') on the Multilingual e-Tendering Portal. In this context, English has also been sometimes referred to as the 'common business language' on the portal. From the languages available on the ETS portal (also referred to as 'Licensed Languages'), a Buyer End User will have the opportunity to select additional languages ('Additional Languages' for the Organization) for various tenders of its organization. From this set of Additional-Languages for the Organization, the additional-languages selected for each e-tender of that organization would be referred to as 'Allowed-Languages for the Tender'. The Buyer End User may float each e-tender in such 'Allowed Languages' (which would also include the Default Language), and also provide relevant instructions to the Supplier organizations in its tender-documents

Supplier End User participating in an e-tender shall select any one (1) language from the Allowed Languages (which would also include the Default Language). For that Supplier organization, this one language will be referred to as the 'Selected Bidding Language' for bidding and performing other specified activities relating to such an e-tender.

The Supplier End User shall be consistent with their use of the Selected Bidding Language in the manner and to the extent provided for on the ETS. For consistency, certain ETS screens may require that content be entered only in the Default Language. For example, the figures (prices, dates etc.) shall be in the format as provided on the ETS screens and only Default Language numerals shall be used. The Supplier End-User shall be responsible for any consequences arising out of the inconsistent use of the Selected Bidding Language, or not following ETS instructions in respect of the Default Language (where required).

If any conflict arises between the Default Language version and any other language version of content made available on the ETS portal, the Default Language version of such content shall prevail.

End Users (Buyer, as well as Supplier) shall solely be responsible for creating and/or submitting their respective multilingual content in relation to an e-tender and shall deploy their own resources for the same.

Allowed-Language(s) for this tender from Bidding perspective: English and Spanish

Special Note on Security and Transparency of Bids

Security related functionality has been rigorously implemented in ETS in a multi-dimensional manner. Starting with 'Acceptance of Registration by the Service Provider', provision for security has been made at various stages in ElectronicTender's software. Specifically, for Bid Submission some security related aspects are outlined below:

As part of the ElectronicEncrypter[®] functionality, the contents of both the 'ElectronicForms[®]' and the 'Main-Bid' are securely encrypted using a Pass-Phrase created by the Bidder himself. Unlike a 'password', a Pass-Phrase can be a multi-word sentence with spaces between words (eg I love this World). A Pass-Phrase is easier to remember, and more difficult to break. It is mandatory that a separate Pass-Phrase be created for each Bid-Part. This method of bid-encryption does not have the security and data-integrity related vulnerabilities which are inherent in e-tendering systems which use Public-Key of the specified officer of a Buyer organization for bid-encryption. Bid-encryption in ETS is such that the Bids cannot be decrypted before the Public Online Tender Opening Event (TOE), even if there is connivance between the concerned tender-opening officers of the Buyer organization and the personnel of e-tendering service provider. This is an additional reason why a Bidder using ETS need not take the risk of trying to submit his bid near the 'Last Date and Time of Receipt of Bids', and can comfortably do so well in advance.

CAUTION: All bidders must fill ElectronicForms[®] for each bid-part sincerely and carefully, and avoid any discrepancy between information given in the ElectronicForms[®] and the corresponding Main-Bid. For transparency, the information submitted by a bidder in the ElectronicForms[®] is made available to other bidders during the Online Public TOE. If it is found during the Online Public TOE that a bidder has not filled in the complete information in the ElectronicForms[®], the TOE officer may make available for downloading the corresponding Main-Bid of that bidder at the risk of the bidder. **If variation is noted between the information contained in the ElectronicForms[®] and the 'Main-Bid', the contents of the ElectronicForms[®] shall prevail.** Alternatively, the Buyer organization reserves the right to consider the higher of the two pieces of information (eg the

higher price) for the purpose of short-listing, and the lower of the two pieces of information (eg the lower price) for the purpose of payment in case that bidder is an awardee in that tender.

IMPORTANT: The bidder shall make sure that the Pass-Phrase to decrypt the relevant Bid-Part is submitted into the 'Time Locked Electronic Key Box (EKB)' after the corresponding deadline of Bid Submission, and before the commencement of the Online TOE. The process of submission of this Pass-Phrase in the 'Time Locked Electronic Key Box' is done in a secure manner by first encrypting this Pass-Phrase with the designated keys provided by the Buyer organization.

There is an additional protection with SSL Encryption during transit from the client-end computer of a Supplier organization to the e-tendering server/ portal.

Public Online Tender Opening Event (TOE)

ETS offers a unique facility for 'Public Online Tender Opening Event (TOE)'. Tender Opening Officers, as well as, authorized representatives of bidders can simultaneously attend the Public Online Tender Opening Event (TOE) from the comfort of their offices. Alternatively, one duly authorized representative(s) of bidders (i.e. Supplier organization) are requested to carry a Laptop with Wireless Internet Connectivity, if they wish to come to Tendering Consultant office for the Public Online TOE.

Every legal requirement for a transparent and secure 'Public Online Tender Opening Event (TOE)', including digital counter-signing of each opened bid by the authorized TOE-officer(s) in the simultaneous online presence of the participating bidders' representatives, has been implemented on ETS.

As soon as a Bid is decrypted with the corresponding 'Pass-Phrase' as submitted by the bidder himself during the TOE itself, or as per alternative methods prescribed in the Tender Documents, salient points of the Bids (as identified by the Buyer organization) are simultaneously made available for downloading by all participating bidders. The tedium of taking notes during a manual 'Tender Opening Event' is therefore replaced with this superior and convenient form of 'Public Online Tender Opening Event (TOE)'.

ETS has a unique facility of 'Online Comparison Chart' which is dynamically updated as each online bid is opened. The format of the chart is based on inputs provided by the Buyer for each Bid-Part of a tender. The information in the Comparison Chart is based on the data submitted by the Bidders. A detailed Technical and/ or Financial Comparison Chart enhances Transparency. Detailed instructions are given on relevant screens.

ETS has a unique facility of a detailed report titled 'Minutes of Online Tender Opening Event (TOE)' covering all important activities of the 'Online Tender Opening Event (TOE)'. This is available to all participating bidders for 'Viewing/ Downloading'.

There are many more facilities and features on ETS. For a particular tender, the screens viewed by a Bidder will depend upon the options selected by the concerned Buyer.

Other Instructions

For further instructions, the bidder should visit the home-page of the portal <https://www.electrictender.global>, and go to the **User-Guidance Center**

The help information provided through 'ETS User-Guidance Center' is available in three categories – Users intending to Register / First-Time Users, Logged-in users of Buyer organizations, and Logged-in users of Supplier organizations. Various links (including links for User Manuals) are provided under each of the three categories.

Important Note: It is strongly recommended that all authorized users of Supplier organizations should thoroughly peruse the information provided under the relevant links, and take appropriate action. This will prevent hiccups, and minimize teething problems during the use of ETS.

SEVEN CRITICAL DO'S AND DON'TS FOR BIDDERS

Specifically, for Supplier organizations, the following '**SEVEN KEY INSTRUCTIONS for BIDDERS**' must be assiduously adhered to:

1. Obtain individual Digital Signing Certificate (DSC or DC), well in advance of your first tender submission deadline on ETS
2. Register your organization on ETS well in advance of the important deadlines for your first tender on ETS viz 'Date and Time of Closure of Procurement of Tender Documents' and 'Last Date and Time of Receipt of Bids'. Please note that even after acceptance of your registration by the Service Provider, to respond to a tender you will also require time to complete activities related to your organization, such as creation of Marketing Authority (MA) [ie a department within the Supplier/ Bidder Organization responsible for responding to tenders], users for one or more such MAs, assigning roles to them, etc. It is mandatory to create at least one MA. This unique feature of creating an MA enhances security and accountability within the Supplier/ Bidder Organization.
3. Get your organization's concerned executives trained on ETS well in advance of your first tender submission deadline on ETS
4. For responding to any particular tender, the tender (i.e. its Tender Search Code or TSC) has to be assigned to an MA. Further, an 'Official Copy of Tender Documents' should be procured/ downloaded before the expiry of Date and Time of Closure of Procurement of Tender Documents. Note: Official copy of Tender Documents is distinct from downloading 'Free Copy of Tender Documents'. Official copy of Tender Documents is the equivalent of procuring physical copy of Tender Documents with official receipt in the paper-based manual tendering system.
5. Submit your bids well in advance of tender submission deadline on ETS (There could be last minute problems due to internet timeout, breakdown, et al)

Note: Bid-submission in ETS can consist of submission of multiple bid-components, which vary depending upon the situation and requirements of the Buyer. Successful receipt of a bid in an e-tendering scenario takes place if all the required bid-components are successfully 'received

and validated' in the system (ETS) within the scheduled date and time of closure of bidding (On some ETS screens, this is also referred to as 'Last Date and Time of Receipt of Bids'). ETS/ Service Provider is not responsible for what happens at an end-user's end, or while a submission made by an end-user is in transit, until the submission is successfully 'received and validated' in ETS. When a bid-component receipt and validation is successful, it is recorded in the ETS Audit Trail Report, which is generated by ETS. In case of any uncertainty, the application audit trail generated by ETS (ETS Audit Trail Report) shall be the final record/evidence for reference regarding the 'successful bid receipt'.

6. It is the responsibility of each bidder to remember and securely store the Pass-Phrase for each Bid-Part submitted by that bidder. In the event of a bidder forgetting the Pass-Phrase before the expiry of deadline for Bid-Submission, facility is provided to the bidder to 'Annul Previous Submission' from the Bid-Submission Overview page and start afresh with new Pass-Phrase(s)
7. ETS will make your bid available for opening during the Online Public Tender Opening Event (TOE) 'ONLY IF' your 'Status pertaining Overall Bid-Submission' is 'Complete'. For your record, you can generate and save a copy of 'Final Submission Receipt'. This receipt can be generated from 'Bid-Submission Overview Page' only if the 'Status pertaining overall Bid-Submission' is 'Complete'.

NOTE:

While the first three instructions mentioned above are especially relevant to first-time users of ETS, the fourth, fifth, sixth and seventh instructions are relevant at all times.

Minimum Requirements at Bidder's End

Computer System having configuration with minimum Windows 7 or above, and Broadband connectivity
Microsoft Internet Explorer 7.0 or above, or Edge with Internet Explorer mode
Digital Certificate(s)

Vendors Training Program

One day online training on chargeable basis (USD 100 per person) is provided by ISN-ETS. Training is optional.

In case, any bidder is interested, he may send a request to support@isn-ets.com

Vendors are requested to arrange their own Laptop, Digital Certificate and Wireless Connectivity to Internet.

SEC-II

QUALIFICATION REQUIREMENTS

A Prospective Bidder must satisfy the General, Technical and Financial qualification Requirements set out below. Further, the below stated qualification Requirements are applicable to a 50 MW capacity project.

Project overview:

- The 1150 MW tender covering 175 locations across 15 provinces shall be divided into three (3) parts of approximately 300-400 MW each consisting of provinces that are nearby (western bucket, central bucket and eastern bucket). Each of these buckets would be having 50 MW/50 MWhr battery energy storage system (BESS) located in one of the provinces near a substation. The provinces having BESS shall also be evaluated separately. There will be thus a maximum of six buckets to be evaluated separately.
- These three (3) buckets alongwith the three provinces having BESS shall be tendered together i.e. full 1150 MW under this bidding process. Evaluation shall be done separately for each bucket.
- At this stage of RFQ, bidders are invited to submit only the inputs for General, Technical and Financial qualification requirements. Upon evaluation of the same the qualified bidders shall be informed of the result and be invited for the RFP stage.
- The Project capacity shall be at least 50 MW and in multiples thereof and the maximum capacity of the Project shall be up to 1150 MW. The capacity shall mean the AC output at the Metering point.

SECTION I: General qualification Requirements

- A. Without prejudice to Technical and Financial qualification Requirements, a Prospective Bidder or, where the Prospective Bidder is a Consortium, each Consortium Member shall be required to meet the following General qualification Requirements, for the purpose of qualification:
- (a) Prospective Bidder should be either (i) a legal entity, duly incorporated or validly existing and duly registered under the laws of its country of domicile, or (ii) a Consortium where each Consortium Member is a legal entity, duly incorporated or

validly existing and duly registered under the laws of its country of domicile.

- (b)** Prospective Bidder and in the case of a Consortium, each Consortium Member, shall not be entitled to submit another Application either individually or as a Consortium Member of any other Consortium and shall not be entitled to participate in more than one Consortium bidding for the Project. Therefore, a Prospective Bidder can submit only one Application in response to this RFQ. In the event that an entity applying individually or as a Consortium Member participates in more than one Application, all the Applications with that entity's participation shall be deemed invalid and the Application shall be summarily rejected.
- (c)** Prospective Bidder should not have been in the process of reorganization, liquidation and/or bankruptcy within the last five (5) years as on the Due Date.
- (d)** If the Prospective Bidder has Consortium Members who are from or whose promoters are from any country which has put sanctions on Cuba, then such Prospective Bidder shall not be considered for qualification in the RFQ process.
- (e)** Prospective Bidder should not have been convicted of any fraud, corruption, collusion or money laundering and/or for any criminal act involving dishonesty, physical violence, intentional harm to human life, or for any criminal offence related to their professional conduct.
- (f)** Prospective Bidder and in the case of Consortium, each Consortium Member must not have been blacklisted from undertaking development activities including designing, constructing and operating in relation to a solar power project in any of the ISA member countries.
- (g)** The Prospective Bidder should have had no concession or power purchase agreement (or their equivalent) terminated that is attributable to an event of default of the Prospective Bidder or Consortium Member, in case of a Consortium.
- (h)** Prospective Bidder should not have been excluded from participating in a call for tenders or any other public procurement procedure in Cuba.
- (i)** Prospective Bidder shall have no grounds that may lead to a Conflict of Interest as defined in the bidding documents.
- (j)** Prospective Bidder and in the case of Consortium, each Consortium Member must submit a copy of the valid certificate of incorporation or registration certificate (as the

case may be) issued under the laws of the country of domicile.

B. Additional General qualification Requirements applicable to Consortium

Where the Prospective Bidder is a Consortium, it shall comply with the following additional requirements:

- (a)** the Consortium shall not have more than three (3) Consortium Members (including the Reference Sponsor(s)) with each Consortium Member having direct or indirect participation of at least 10% in the share capital of the Seller.
- (b)** the Consortium shall have one Reference Sponsor that has been designated as the '**Consortium Leader**' and has been duly authorized under a letter of authorization, as set out in Form 6 of Sec-III to represent and irrevocably bind any and all Consortium Members, and conduct all business for and on behalf of any and all the Consortium Members, during the bidding process for the Project, as evidenced by letter of authorization for Consortium Leader accompanied by supporting evidence of the due authority of the signatory/ signatories to the letter of authorization(s). Notwithstanding the minimum participation in the share capital of the Seller specified in paragraph- B (a) above, the Consortium Leader shall have a direct or indirect participation of at least 40% in the share capital of the Seller and should also have the largest share amongst all the Consortium Members in the share capital of the Seller.
- (c)** Consortium Members will be required to submit evidence of forming a Consortium and its organizational chart, where Prospective Bidders demonstrate the roles and responsibilities of each Consortium Member in respect of the financial, technical, operation and maintenance obligations for the Project, the resources available and which legal entities in the chart would be responsible for design, construction, operation and maintenance, etc. as per Form 3 under Sec-III of this RFQ.
- (d)** The structure of the Consortium and roles and responsibilities of each Consortium Member shall not be allowed to be changed at any stage of the Bidding process after the last date for submission of RFQ applications.
- (e) Reference Sponsor**
 - (i)** Each Consortium bidder shall have at least (1) one and a maximum of (3) three Reference Sponsors (each a "**Reference Sponsor**").
 - (ii)** Each Reference Sponsor must hold and be the beneficial owner of minimum

individual participation in the share capital of the Seller and, for this purpose, minimum individual participation is understood as:

- (aa) a direct or indirect shareholding of at least 25% of the share capital of the Seller; or
 - (bb) to the extent that any Reference Sponsor has contributed to or invested capital in the Seller other than by way of direct or indirect shareholding, at least 25% of any such capital contribution or investment; and
- (iii) Starting from the date of execution of the PPA and for a period of two (2) years after the commencement of commercial operations, the Reference Sponsor(s) shall (between them) hold and be beneficially entitled to a controlling interest in the Seller ("**Controlling Interest**"), and for these purposes, a Controlling Interest is understood as:
- (aa) direct or indirect participation of more than 50% in the share capital of the Seller; and
 - (bb) the power to appoint majority of the members of the board of directors (or other similar corporate body) or to have otherwise the authority to define the direction and policies of the Seller, directly or indirectly; and
 - (cc) the absence of any convention or agreement which aims to transfer, entrust or delegate to a third party the effective benefit of the participation and power described in paragraphs (aa) and (bb) above.
- (iv) there is no contractual or other agreement with respect to this Reference Sponsor providing for (or having the effect of) the transfer or delegation to another Reference Sponsor or to any other third party of any right in respect of the controlling interest or shareholding referred to in paragraphs 'e(ii)' and 'e(iii)' above.

SECTION II: Technical Qualification Requirements

Without prejudice to Financial and General qualification Requirements, the Prospective Bidders, for the purpose of qualification shall be required to meet the following requirements:

- A.** A Prospective Bidder must fulfil at least one of the following requirements, either directly or through their service providers/ sub-agencies:
 - i.** Designed, constructed, and operated one or more grid-connected solar PV power

plant(s) in Latin & South America with a minimum cumulative capacity of 15 MW. Each such plant should have a minimum capacity of 5 MW.

OR

- ii. Designed, constructed, and operated one or more power plant(s), with any power generation technology, connected to the grid in Latin & South America with a minimum cumulative capacity of 40 MW.

OR

- iii. Designed, constructed, and operated at least three grid-connected solar PV power plants having a minimum cumulative capacity of 50 MW. Each such plant should have a minimum capacity of 15 MW.

OR

- iv. Designed, constructed, and operated one or more power plant(s) connected to the grid, regardless of the technology, anywhere in the world, with a minimum cumulative capacity of 700 MW.

Notes for Technical qualification Requirements:

- a. Prospective Bidders may note that, in order to satisfy above Technical qualification Requirement, acceptable PV technologies are limited to polycrystalline and monocrystalline silicon, cadmium telluride and copper indium-gallium selenide.
 - Further, building-integrated, rooftop, off-grid and concentrating PV projects are not acceptable.
 - The word '**Development**' means that the Prospective Bidder should have either executed or got the work / project executed as owner of such project.
- b. For a power plant to be recognized as successfully meeting a Technical qualification criterion:
 - Relevant experience of only Reference Sponsor(s), in case of a Consortium, shall be considered, and the relevant experience should be in the name of the legal entity and not the individual employee(s) of the Reference Sponsor(s). The experience of the Reference Sponsor who is, or is owned by, an investment fund is deemed to include the experience of the managing partner of that investment fund and of all the funds of which this partner has provided management for the past five (5) years.

Further, the relevant power plant should have been in commercial operation for

at least one (1) year prior to the Due Date.

- The power plant should not have been commissioned prior to 2005.
- The Prospective Bidder or in the case of Consortium, the relevant Reference Sponsor should have held a direct or indirect interest of more than 25% in the relevant power plant during financial closure, during construction and for the relevant period reckoned from the date of commencement of commercial operation up till the Due Date, or, for a period of at least one (1) year from the date of commencement of commercial operation, if the power plant(s) have come into commercial operation more than one (1) year prior to the Due Date.
- The relevant power plant must have achieved, for a Relevant Period after the commercial operation, an average availability (calculated as the proportion of the period during which the power plant was able to generate electricity actually delivered, but excluding from the calculation all periods of interruptions, planned or not) of at least:
 - (aa) 97% for solar PV power plants;
 - (bb) 95% for hydroelectric power plants;
 - (cc) 95% for wind power plants; and
 - (dd) 90% for other power plants.
- Prospective Bidders shall fill eligible project details in *Form 4 of Sec-III* of this RFQ and submit the requisite documents as specified in the bidding document for establishing their compliance to the Technical qualification Requirements.

For the purposes of this paragraph (b), “**Relevant Period**” means,

- i. The entire period of commercial operation, for the power plants with the date of commencement of commercial operation falling within one (1) year prior to the Due Date up till the Due Date, and,
 - ii. One (1) year, in case of power plants with the date of commencement of commercial operation falling more than one (1) year prior to the Due Date.
- c. The Technical qualification Requirements are framed keeping a reference of 50 MW capacity and it is assumed that any bidder meeting the said requirements would be technically capable of developing projects having larger capacity, as is the proposed Project in Cuba.

SECTION III: Financial qualification Requirements

Without prejudice to the Technical and General qualification Requirements, the Prospective Bidders, for the purpose of qualification shall be required to fulfill the following Financial qualification Requirements:

(a) if the Prospective Bidder is a single legal entity or a Consortium having a single reference bidder, the Prospective Bidder on the last day of the preceding financial year, as on the Due Date, should have:

- (i) Net Worth of at least **USD 40 million** or equivalent; and
- (ii) Net Worth to Total Assets ratio of at least 15%,

(Calculated in accordance with notes for Financial qualification Requirements)

OR

(b) if the Prospective Bidder is a Consortium having more than one Reference Sponsor, each being a separate legal entity:

- (i) The Consortium Leader should have Net Worth of at least **USD 20 million** or equivalent;
- (ii) The Reference Sponsors should collectively have Net Worth of at least **USD 40 million** or equivalent; and
- (iii) Each Reference Sponsor should have a ratio of Net Worth to Total assets of at least 15%,

(Calculated in accordance with notes for Financial qualification Requirements)

Notes for Financial qualification Requirements:

i. The '**Net Worth**' shall be calculated using the following formula:

Net Worth means sum of paid-up share capital and reserve and surplus. Free reserve means all reserves credited out of the profits and share premium account but does not include reserves credited out of the revaluation of the assets, write back of depreciation provision and amalgamation. Further any debit balance of the profit and loss account and miscellaneous expenses to the extent not adjusted or written off, if any, shall be reduced from reserves and surplus.

- ii. The '**Total Assets**' shall be calculated as sum of entity's consolidated assets, measured under International Financial Reporting Standards or any other similar accounting standard or accounting standard acceptable in the statement of incorporation of the relevant Reference Sponsor.
- iii. Following documents of the Prospective Bidder / Reference Sponsor shall be considered for above calculations:
 - a) The standalone audited financial statements of the Prospective Bidder / Reference Sponsor for the preceding full financial year as on the Due Date. In cases where audited financial statements for the last financial year as on the Due Date are not available, the financial result certified by a practicing chartered accountant/ public accountant/ independent auditor or a certified accountant of the domicile country of the Prospective Bidder/ Reference Sponsor shall be considered acceptable. In case, the Prospective Bidder is not able to submit the certificate from a practicing chartered accountant/ public accountant/ independent auditor or a certified accountant of the domicile country of the Prospective Bidder/ Reference Sponsor certifying its financial parameters, the audited financial statement preceding the last financial year shall be considered for evaluating the financial parameters

OR

- b) if the Reference Sponsor is registered in a country which does not require the audit of the financial statements, then unaudited standalone financial statements duly certified by a chartered accountant/ public accountant/ independent auditor or a certified accountant of the domicile country of the Reference Sponsor certifying the values of Net Worth and Total Assets shall be considered acceptable.
- iv. Prospective Bidders shall fill required details in Form 5 of Sec-III of RFQ and submit the requisite documents as specified in the bidding document for establishing their compliance with the Financial qualification Requirements.
 - c) Any Prospective Bidder who does not meet a particular financial criteria specified in paragraph (a) or (b) of the Financial qualification Requirements mentioned above, may nonetheless be considered to meet the relevant financial criterion in the following cases (subject to meeting all other relevant requirements):
 - (i) In case Reference Sponsor does not meet the relevant Net Worth to Total Assets ratio test, such Reference Sponsor will nonetheless be deemed to meet such requirement if:
 - aa) it has a Net Worth of at least **USD 300 million** (or equivalent) and a Net Worth to Total Assets ratio of at least 10%, calculated in accordance with

notes for Financial qualification Requirements; or

- bb) the Reference Sponsor submits a letter of support, issued by a company which (A) has a direct or indirect stake of at least 75% in the relevant Reference Sponsor and (B) itself meets the relevant financial criterion or the alternative requirements set out in paragraph (c) (i) (aa) above (supporting documents to be provided as specified in Sec-III of this RFQ document) and (C) acknowledges that in the event that the relevant Application is accepted and the Reference Sponsor (if single entity) concerned is designated as a Prequalified Bidder (or Member of the Consortium is designated as a Prequalified Bidder), company having issued the letter of support will also be required to provide, an irrevocable guarantee, on first demand, of all the financial obligations of the Reference Sponsor under the Project.

- d) In cases where the financial circumstances specific to the Reference Sponsor arise from the fact that that Reference Sponsor is, or is owned by an investment fund and, therefore, is unable to pass the relevant Net Worth test and / or the relevant Net Worth to Total Assets ratio test, it will nevertheless be considered as fulfilling the relevant test(s), if the Prospective Bidder submits the following additional details/documents:
 - (i) copies of the irrevocable commitments of one or more investors of the fund concerned (limited partners), amounting to at least **USD 90 million** (or equivalent) on the date on which the said fund closed the subscription period for new commitments;
 - (ii) a letter from the Director of Finance, the Investment Director or an equivalent manager of such a fund, dated no earlier than the date falling two weeks prior to the Due Date:
 - aa) certifying that a total amount of at least **USD 30 million** (or equivalent) has not been committed;
 - bb) committing to inform the Tendering Authority as soon as such funds are irrevocably allocated for other purposes;
 - cc) accepting the right of the Tendering Authority to disqualify the Prospective Bidder from the bidding process as a result of such assignment;

- v. The Net Worth or financial commitment values specified above is defined for a 50 MW solar PV project capacity. The maximum capacity that the bidders can be awarded at the time of RFP would be calculated on a pro-rata basis which would depend on the Net Worth or financial commitment values of the prospective bidder or the consortium based on which

it would have met the financial qualification Requirements. The order in which the project sites shall be distributed according to capacity shall be detailed further at time of RFP.

SEC-III

FORM 1

[Note: to be provided in Company Letterhead]

BIDDER IDENTIFICATION SHEET

DATE:

**SUBMISSION OF APPLICATION UNDER THE REQUEST FOR QUALIFICATION FOR SELECTION OF
SOLAR POWER DEVELOPERS FOR SETTING UP OF 1150 MW GRID CONNECTED SOLAR PV
PROJECT ACROSS 175 LOCATIONS AND 150 MW/150 MWHR BESS AT THREE LOCATIONS, IN
THE REPUBLIC OF CUBA**

Name of Prospective Bidder:

Name of the Consortium Leader (If Applicable):

Name(s) of the Consortium Members (if Applicable):

Registered Address:

Contact Details:

Fax:

Email:

Date & Time of Submission:

FORM 2

[Note: to be provided in Company Letterhead]

LETTER OF APPLICATION

Date:

To: The Union Electrica,
Ministry of Energy and Mines
Republic of CUBA

Dear Sir,

Subject: Request for Qualification for selection of solar power developers for setting up of 1150 MW grid connected solar PV project across 175 locations and 150 MW/150 MWhr BESS at three locations, in the Republic of CUBA ("RFQ")

Terms defined in the RFQ shall have the same meaning when used in this Letter of Application unless otherwise stated.

We, *[Name]*, being duly authorized to represent and act [as Consortium Leader] on behalf of ***[please insert the name of the Prospective Bidder]*** a *[corporation/partnership/Consortium]* *[organized and existing under the laws of [place]/organized by agreement among its Consortium Members]*, hereby declare that:

1. having reviewed and examined the RFQ and any Addenda and Corrigenda and having fully understood all the information provided therein and in accordance with the same, we hereby agree and undertake to abide by all the terms and conditions of the RFQ;
2. all statements made and all information and documents provided by us in or in connection with this Application are true and correct; no such information is misleading; all documents accompanying such Application are true copies of their respective originals, where indicated, and the Tendering Authority and the Tendering Consultant may rely on such statements, information and documents when evaluating Applications for prequalification and shortlisting under the RFQ;
3. the Tendering Authority and the Tendering Consultant are authorized to conduct any inquiries or investigations to verify the statements, documents, and information submitted in connection to this RFQ, and to seek clarification from third party and clients regarding any financial and technical aspects of the Application. We [and each Consortium Member] hereby authorize third-parties to supply information required to verify statements and information submitted in its Application. We shall provide any additional information requested by Tendering Authority and the Tendering Consultant to supplement or verify anything in the Application;
4. We acknowledge the right of the Tendering Authority and the Tendering Consultant to amend the scope and/or structure of the Project, reject any Application or terminate the bidding process at any time without assigning any reason whatsoever and without incurring any

liability. We waive to the fullest extent of the law, its right to seek and obtain a court injunction or restraining order against the Tendering Authority and the Tendering Consultant to prevent or restrain the RFQ stage of the bidding process, the holding of the RFP stage of the bidding process, the award of the Project or any proceedings related thereto;

5. pursuant to the submission of this Application, any change in facts and/or circumstances may mean that we would be ineligible or disqualified from the bidding process in accordance with the terms of the RFQ. We shall immediately inform the Tendering Authority and the Tendering Consultant of such change in facts and/or circumstances;
6. the Tendering Authority and the Tendering Consultant and their authorized representatives may contact the following persons for further information or clarification:

Key Contact Person:	Alternative Contact:
Name:	Name:
Designation:	Designation:
Address:	Address:
Tel No. & Mobile:	Tel No. & Mobile:
Email:	Email:

Enclosures:

1. Particulars of Prospective Bidder including all required attachments (Form 3)
2. Particulars of eligible projects including all required attachments (Form 4)
3. Particulars of financial capability including all required attachments (Form 5)
4. Letter of Authorization for Consortium Leader (Form 6)
5. Power of Attorney, if applicable (Form 7)
6. Application Checklist (Form 8)

FORM 3
PARTICULARS OF THE PROSPECTIVE BIDDER

A – Particulars of the Prospective Bidder or, in the case of a Consortium, each Consortium Member

[similar separate table may be submitted for each Consortium member]

Name of Prospective Bidder/ Consortium Member:	
Country of incorporation or registration:	
Date of incorporation or registration:	
Registered address:	
Brief description of its business:	
Website (if any):	
Shareholders or owners details (having atleast 5% stake):	
Authorized Representative: (as authorized under a power of attorney)	
Contact Person:	

(include name, telephone, email and postal address)	
Required attachments to this form:	<ul style="list-style-type: none"> (a) Certified copy of a certificate of incorporation or registration; (b) Certified copy of the latest available annual filing of the company/corporation/entity applicable in its country of jurisdiction (or equivalent document); (c) In respect of the satisfaction of General Qualification Requirements: <ul style="list-style-type: none"> (i) a Certificate of Compliance executed by an Authorized Representative and issued to the benefit of the Prospective Bidder; (ii) a comprehensive organization chart demonstrating how the Prospective Bidder is owned; (iii) copies of registration/incorporation, certificates, articles of incorporation or association, memorandum of association, charter, bylaws, certificate of limited partnership, partnership agreement, joint venture agreement, certificate of formation, articles of organization, limited liability company operating or members agreement, or one or more similar agreements, instruments or documents constituting the organization or formation of the Prospective Bidder;

	<p>(iv) a power of attorney (as applicable);</p> <p>(v) in case of a Consortium, additionally – A copy of the consortium agreement, joint venture agreement, memorandum or equivalent contract.</p>
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B – Business Structure in the case of a Consortium

	Name of Consortium Member	Reference Sponsor Yes/No	Proposed role (With reference to the financial and technical obligations of the Project as set out in the RFQ)	Equity shareholding (%)
Consortium Leader				
Consortium Member				
Consortium Member				
Required attachments to this form:		<p>(i) A copy of the consortium agreement, joint venture agreement, memorandum or equivalent contract;</p> <p>(ii) An organizational chart relating to the Consortium and the role of each Consortium Member</p>		

FORM 4
PARTICULARS OF ELIGIBLE PROJECTS

[Similar table may be provided for multiple projects]

Item	Description
Name of eligible project for satisfying the Technical Qualification Requirement	<i>[insert name of the projects]</i>
Location of eligible project	<i>[include town/city, region/state and country]</i>
Role of Prospective Bidder in eligible project	<i>[Describe precise role of Prospective Bidder in eligible project]</i>
Identity of the sponsor (s) / owner (s) responsible for eligible project and respective shareholding (i) during construction; and (ii) during operations to date.	<i>[Include name, company registration number and registered address, shareholding in % during construction and during operation to date]</i>

Identity of the EPC contractor(s) responsible for eligible project	<i>[include name, company registration number and registered address]</i>
Operator (s) responsible for O&M	<i>[include name, company registration number and registered address]</i>
Identity of Lenders to Eligible Project	<i>[include name and share of eligible project debt]</i>
Off-taker	<i>[include full name, company registration number (if applicable) and principal address]</i>
PPA Contract Type	[BOO/BOOT etc.]
Date of PPA Agreement	<i>[Insert Date of PPA Agreement]</i>
Commercial Operations Date (COD)	<i>[Insert COD]</i>
Eligible project installed capacity in MW (MW_{ac} for Solar)	<i>[Insert eligible project installed module capacity in MW peak and installed inverter capacity in MW (MW_{ac} for solar)]</i>
Eligible project total project cost	<i>[Insert eligible project total project cost in USD or USD equivalent]</i>

<p>Eligible project technology</p>	<p><i>[Provide eligible project technology]</i></p>
<p>Average availability to generate power since Commercial Operations Date (%)</p>	<p><i>[Provide Average availability to generate power since Commercial Operations Date (in %)]</i></p>
<p>Required attachments to this form:</p>	<p><i>For each eligible project: Any documentary evidence which will satisfy the above information, like PO/ Contract document, lender's engineer technical report, energy generation and O&M operation reports, DPR's, Clients certificate etc.</i></p>

FORM 5*

PARTICULARS OF FINANCIAL CAPABILITY

***Note to Prospective Bidders-** In cases where the financial circumstances specific to the Reference Sponsor arise from the fact that that Reference Sponsor is, or is owned by an investment fund and, therefore, is unable to pass the relevant Net Worth test and / or the relevant Net Worth to Total Assets ratio test, **please refer to paragraph (iv) (b) (i & ii)** of the 'Notes for Financial Qualification Requirements under Section III of Sec-II under Part II of the RFQ.

[similar separate table may be submitted for each Consortium member]

Reference Sponsor	<i>[include name, company registration number and registered address]</i>
Relationship of Reference Sponsor to Prospective Bidder	<i>[Potential Bidder/Consortium Leader/Affiliate of Prospective Bidder or Consortium Leader (as applicable)]</i>
Financial Information	[FY _____]
Currency of Reporting	<i>[Please state USD/ EUR /etc.]</i>
(i) Total Assets	
(ii) Total Liabilities	
(iii) Net Worth ((i) – (ii))	
(iv) Net Worth / Total Assets ((iii)/(i))	<i>[%]</i>
(iv) Profits Before Taxes	
(v) Profits After Taxes	
Required attachments to this form:	<p>Each Consortium Member to provide certified copies of audited consolidated financial statements for the last full financial year as at the Due Date.</p> <p>Audited consolidated financial statements shall include a consolidated balance sheet, income statement, statement of cash flows and accompanying notes and shall be duly certified by an independent certified public accountant or auditor.</p>

FORM 6
LETTER OF AUTHORIZATION FOR CONSORTIUM LEADER
(Applicable in case of Consortiums)

Date: [DD/MM/YYYY]

To: The Union Electrica,
Ministry of Energy and Mines
Republic of CUBA

Dear Sir,

Subject: Request for Qualification for selection of solar power developers for setting up of 1150 MW grid connected solar PV project across 175 locations and 150 MW/150 MWhr BESS at three locations, in the Republic of CUBA ("RFQ")

Terms defined in the RFQ shall have the same meaning when used in this Letter of Authorization unless otherwise stated.

THIS Consortium Agreement executed on this _____ Day of _____ Two Thousand _____ between M/s _____ [Insert the name of Consortium Leader] a Company incorporated under the laws of _____ and having its Registered Office at _____ (hereinafter called the "**Member-1**", which expression shall include its successors, executors and permitted assigns) and M/s _____ a Company incorporated under the laws of _____ and having its Registered Office at _____ (hereinafter called the "**Member-2**", which expression shall include its successors, executors and permitted assigns), M/s _____ a Company incorporated under the laws of _____ and having its Registered Office at _____ (hereinafter called the "**Member-n**", which expression shall include its successors, executors and permitted assigns), [The Bidding Consortium should list the details of all the Consortium Members] for the purpose of submitting response to RFQ, against RFQ number _____ dated _____ issued by the Tendering Authority and the Tendering Consultant.

We, do hereby irrevocably appoint and authorize [PLEASE INSERT NAME AND ADDRESS OF THE CONSORTIUM LEADER] ("**Consortium Leader**") to represent each of us individually and all of us collectively as Consortium Members in all matters in connection with the RFQ, including but not limited to executing and submitting of the Application, and other relevant documents; participating in any conferences held during the RFQ or otherwise during the bid process; providing or submitting queries and requests for clarification to the Tendering Authority and the Tendering Consultant; providing information and responses to the Tendering Authority and the Tendering Consultant; representing the Consortium in all matters before the Tendering Authority and the Tendering Consultant; signing and execution of all contracts and undertakings consequent to acceptance of the Consortium's Application, and generally dealing with the Tendering Authority and the Tendering Consultant in all matters in connection with or relating to or arising out of the Consortium's Application for the Project.

Subject to the terms of this Agreement, the share of each Member of the Consortium in the issued equity

share capital of the Project Company or Consortium is/shall be in the following proportion:

Name	Percentage
Member 1	
Member 2	
Member 'n'	
TOTAL	100%

We hereby agree to ratify and confirm and do hereby ratify and confirm all acts, deeds and things lawfully done or caused to be done by the Consortium Leader pursuant to and in exercise of the powers conferred by this letter of authorization and that all acts, deeds and things done by the Consortium Leader in exercise of the authority hereby conferred shall and shall always be deemed to have been done by us.

This letter of authorization shall be governed by, and construed in accordance with, the Cuban laws, including without limitation Cuban Law 118/ 2014 of Foreign Investment and the courts of Cuba shall have exclusive jurisdiction over all disputes arising under, pursuant to and/or in connection with this letter of authorization.

Signed by [*insert name of Authorized*)
Representative of a Consortium)
Member])
For and on behalf of [*insert name of*)
Consortium Member]:)

FORM 7

POWER OF ATTORNEY TO AUTHORIZED REPRESENTATIVE

[Note: To be provided in Company letterhead]

Date:

Place:

This Power of Attorney ("PoA") is entered into in connection with the request for qualification for selection of solar power developers for setting up of 1150 MW grid connected solar PV project across 175 locations and 150 MW/150 MWhr BESS at three locations, in the Republic of Cuba ("RFQ"). Terms defined in the RFQ shall have the same meaning when used herein unless otherwise stated.

The undersigned, [PLEASE INSERT NAME OF THE OFFICIAL], acting in capacity of [PLEASE INSERT THE OFFICIAL CAPACITY] representing [PLEASE INSERT NAME OF THE PROSPECTIVE BIDDER/CONSORTIUM MEMBER], [a company/a partnership etc.] duly organized under the laws of [PLEASE INSERT NAME OF THE COUNTRY] ([the "**Prospective Bidder**"/[the "**Consortium Member**"]]), hereby authorize:

FULL NAME OF THE PERSON: _____

CITIZENSHIP: _____ [Please provide copy of relevant document for verification]

DATE OF BIRTH: _____ [Please provide copy of relevant document for verification]

RESIDING AT: _____

as a true and lawful representative to do in the name and on behalf of the ([**Prospective Bidder**"/[**Consortium Member**"]]), all such acts, deeds and things as are necessary or required in connection with submission of our Application and Proposals for the Project pursuant to the RFQ and other Tender Documentation issued by the Tendering Authority and the Tendering Consultant, including but not limited to:

- (i) signing and submission of the Application and Proposal, including their revocation, and any other documents or writings or providing oral explanations, considerations related to the tender process;
- (ii) participation in the bidders' conference(s), if any, and providing information/responses to the requests of Tendering Authority and the Tendering Consultant;

Note to Prospective Bidder: PoA is to be signed by the CEO of the Prospective Bidder who has such corporate authority. Where this is a Consortium, separate PoAs should be issued individually to the Authorized Representative of each Consortium Member.

- (iii) representing the (**"Prospective Bidder"**/**"Consortium Member"**) in all matters before the Tendering Authority and the Tendering Consultant;
- (iv) signing a Letter of Authorization for Consortium Leader;
- (v) generally dealing with the Tendering Authority and the Tendering Consultant in all matters in connection with or relating to or arising out of the Application and Proposal for the Project.

The (**"Prospective Bidder"**/**"Consortium Member"**) hereby confirms that all acts, deeds and things lawfully done or caused to be done by the Authorized Representative pursuant to and in exercise of the powers conferred by this Power of Attorney shall be deemed to have been done by the (**"Prospective Bidder"**/**"Consortium Member"**).

This Power of Attorney shall remain in force until [DATE]. This Power of Attorney shall cease if the submitted Application or any Proposal is revoked or rejected.

The powers under this Power of Attorney are not transferrable to another person.

IN WITNESS WHEREOF THE (**"PROSPECTIVE BIDDER"**/ **"CONSORTIUM MEMBER"**) HAS EXECUTED THIS POWER OF ATTORNEY ON THIS [DATE].

For [NAME OF THE PROSPECTIVE BIDDER/CONSORTIUM MEMBER]

[Name, Title – Required]

[Signature – Required]

[Corporate Seal if available]

FORM 8
APPLICATION CHECKLIST

Form No.	Form Description	Checked (or marked not applicable) by Prospective bidder
1	Bidder Identification Sheet	
2	Covering Letter including all required enclosures	
3	Particulars of Prospective Bidder including all required attachments	
4	Particulars of Eligible Projects including all required attachments	
5	Particulars of Financial Capability including all required attachments	
6	Letter of Authorization for Consortium Leader	
7	Power of Attorney to authorized representative (if applicable)	
8	Application Checklist	