



Partnership for Development

GOVERNMENT OF SINDH
FINANCE DEPARTMENT
Public Private Partnership Unit
Karachi, dated the Oct 28, 2013

7th Floor | A.K Lodhi Complex | Sindh Secretariat Building#6
Shahrah-e-Kemal Ataturk | Phone # 021-99222187

To,

The Principal Secretary to Chief Minister, Sindh
Chief Minister's Secretariat
Karachi

SUBJECT: DRAFT MINUTES OF 10TH MEETING OF PPP POLICY BOARD

The 10th meeting of Public Private Partnership (PPP) Policy Board was held under the chairmanship of Honorable Chief Minister Sindh/ Chairman of the PPP Policy Board on 10th Oct 2013 at Chief Minister's Secretariat, Karachi to review and approve PPP Projects.

2. It is requested that the draft minutes of the 10th PPP Policy Board meeting may kindly be submitted for approval from the Honorable Chief Minister, Sindh.

Director General
Public Private Partnership Unit
Finance Department

A copy is forwarded for information to:

1. R.O to Chief Secretary, Govt. of Sindh, Karachi.
2. P.S. to Advisor to CM, Sindh on Finance
3. P.S. to Secretary, Finance Department, Govt. of Sindh, Karachi
4. Master File



Partnership for Development

NO: FD(PPP Unit)/AD-III/PB/M10

GOVERNMENT OF SINDH

FINANCE DEPARTMENT

Karachi, dated the October 10, 2013

7th Floor, Building No. 6, Sindh Secretariat, Kamal Attaturk Road, Karachi

Ph: (021) 99222192

MINUTES OF 10TH MEETING OF PPP POLICY BOARD

The 10th meeting of PPP Policy Board was held on 10th October, 2013 at 6pm at Chief Minister's House under the chairmanship of Honorable Chief Minister Sindh. (The list of participants is attached at Annexure "A" and the Working Paper & the meeting presentation are attached as Annexure "B")

2. The meeting commenced with the recitation of verses from the Holy Quran by Advisor to Chief Minister for Finance. After that, the Honorable Chief Minister, Sindh / Chairman of the PPP Policy Board welcomed the participants and in his opening remarks noted that this is going to be very important meeting of PPP Policy Board and this novel idea has been undertaken under the guidance of Co-Chairperson of Pakistan People's Party. Thereafter, Secretary Finance thanked the Chairman for allocating time from hectic schedule for the all important PPP Policy Board Meeting. The Secretary Finance said that the meeting is focused on two major sectors; which are also the priority of Government of Sindh(GoS) i.e. the Transport and Energy sector. He further stated that since the Government has limitations in the public sector allocation system through ADP schemes to undertake such a large projects through public procurement mode, hence it is very important that the GoS take the right steps which shall attract the private sector in undertaking these projects under PPP mode.

AGENDA # 1: CONFIRMATION OF MINUTES OF 9TH PPP POLICY BOARD MEETING

3. The Secretary Finance requested the PPP Policy Board to approve the minutes of 9th PPP Policy Board held on 13th March, 2013. On this, the Chief Minister, Sindh invited the members for any comments/observations. All members present confirmed the minutes of 9th PPP Policy Board and allowed PPP Unit to circulate the approved minutes.

Decision: The PPP Policy Board unanimously confirmed the minutes of the 9th meeting of the PPP Policy Board.

AGENDA # 2: Approval for Investor Solicitation for Bus Rapid Transit System (BRTS) Yellow Line, Green Line and Red Line

4. Secretary Finance invited the Secretary Transport to present the forum on Transport sector projects. The latter briefed the forum that BRT "Yellow" Line which has a proposed length of 26 Km is one of the 6 BRT Corridors identified in "Karachi Transportation Improvement Study Project 2010 - 12" conducted by Japan

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International Cooperation Agency (JICA) in association with Karachi Mass Transit Cell (KMTCC), Karachi Metropolitan Corporation (KMC). Furthermore, he informed the forum that the Feasibility Study of the BRT "Yellow" line undertaken by Consultants is in the advance stages of completion with initial Bidding documents for Qualification stage ready. He also informed the house of the financial as well as contractual arrangement pertaining to the BRTS Yellow line project.

5. The Chief Minister enquired about the fare to be charged for Yellow line commuters. The Secretary Transport responded that Rs. 30 per trip would be charged from the commuters. He informed that after the successful launch of the BRT Yellow line, these bidding documents may be used for the Red line and the Green line projects for solicitation of the private partner as detailed technical studies for the two projects have already been completed in the "Karachi Transportation Improvement Study Project 2010 - 12".

6. Mr. M. A. Jabbar enquired on the required key performance and economic indicators of Yellow line which will determine its success in order to initiate Red and Green BRTS lines since the Secretary Transport has requested a blanket approval from the PPP Policy Board for the Yellow, Green and Red BRTS lines. Responding to query made by Mr. M. A. Jabbar, the Secretary Finance said that the Yellow line project is a test case to determine if private sector investors are attracted to a major transport sector project. If four or five bidders submit bid for the project, it will certainly be an encouraging sign for the Government to further launch Green and Red BRTS line projects. He further said that asking for a blanket approval from the PPP Policy Board at the present stage is not the issue, as separate approvals for Green line and Red line may be sought as deemed appropriate in future. These views were seconded by the Chief Secretary and the ACS (P&D).

7. Secretary Finance invited the Consultants of BRTS Yellow line to elaborate some technical and financial points for the information of the forum. The project Consultants briefed the forum on BRTS Yellow line and highlighted that the project financial model is in the final stages and the equity IRR for investors would be approximately in the range of 15% at minimum. Mr. Shakaib Qureshi noted that the IRR mentioned is too low as foreign or even local investors would not be attracted on such return on investments. He further said that the Consultants should revisit the financial model. The Special Assistant to CM on Finance observed that the fare of Rs. 30 from commuters is low and may not make the project financially viable.

8. The Advisor to CM on Finance noted that such projects are subsidized by the Government all over the world so GoS will keep the well-being and affordability of the masses in perspective while deciding the fare for the mass transit projects. Furthermore, the investors expected IRR may have to be offered whether it is 12%, 15% or 20%. The Advisor Finance further elaborated that the Yellow line response would be judged after six months from initiation of pre-qualification phase, however its success can only be judged after three years when it will become operational. Hence, if the response is good for Yellow line then the Green and Red line can be launched for investor solicitation after six months. He further said that it has to be kept in mind that

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if the PPP Policy Board approves this project today then it will take at least a year to start construction of project facility and further two years for construction completion.

9. The Chief Minister expressed his keen interest and enquired the specific period required to achieve commercial operations for the project. The DG PPP Unit responded that the project will take approximately three years to become operational, such that one year will take in aggregate for investor solicitation, PPP Agreement signing and financial close, whereas the next two years for construction of the facility for becoming fully operational. The Chief Minister in his invaluable remarks assessed that the Yellow line route is lucrative route and will facilitate huge numbers of riders.

10. Mr. Shakaib Qureshi suggested the PPP Unit to provide an opportunity to those investors who may consider to bid an integrated offer (Infrastructure + Operator + Fair Collector as a single Concessionaire) as it will lower the Government risk and to encourage integrated offer some sort of discounted mechanism be introduced. The DG PPP Unit appreciated this idea and further added that the lowest IRR quoted by the bidder will be accepted as was the case in JMK and HMDC projects whereby 16% and 17% respectively were accepted as the lowest IRR offered. Furthermore, he noted that the GoS already plans to give extra marks to an integrated bid as that would help the GoS to transfer the risks to the private parties in a more efficient manner.

11. The Chief Minister enquired on the status of monopoly of transporters in case all three BRTS lines were implemented. The ACS (P&D) responded that the operator selected would run the buses on that particular route. The Chief Minister appreciated and said this project is of great need considering the transport situation in Karachi city and it is Government's top priority to provide comfort to people of Karachi in transport sector. He requested that the project should be implemented on timely basis and is eagerly waiting for this project to become operational and successful.

Decision: The PPP Policy Board gave unanimous approval to start the investor solicitation process for the BRTS - Yellow line project.

AGENDA # 3: Proposal of Sindh Mass Transit Company

12. The Secretary Transport briefed the forum that in order to successfully implement, operate and maintain the proposed BRT Projects as specified by JICA in their "Karachi Transportation Improvement Study Project 2010 - 12" it is important that a dedicated and specialized company with a regulatory role shall be formed under Transport Department; which contains specific technical expertise pertaining to the BRT and other transport sector projects. He further informed that the same has been proposed by JICA in their captioned study and the Transaction Advisors of the BRT "Yellow" line. This is also based upon a regional and worldwide practice (TransMilenio SA, Bagota, Punjab Metro Bus Authority et al), therefore, a dedicated Company is required.

13. Mr. M.A. Jabbar enquired on the need for the company, its mandate and as the Government is regulator itself then why there is a need to form company for transport

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project. The DG PPP Unit responded that regulatory powers are already their with different Government departments/agencies and fall within the jurisdiction of Transport Department, KWSB, KMC, et al. He further said that the Government has to provide a one-window facility to the private developer since it will not have to run from post to pillar in order to get approvals from different government entities and the legal advisor to GoS is doing the legal due diligence and options analysis in this regard. The DG PPP Unit further briefed the forum on structure and purpose of setting up a specialized Company to undertake transport sector projects. The ACS (P&D) said that this method of forming a Company is followed the world over. The Chief Secretary Sindh said that there is nothing wrong with the proposal and its concept as all success cases in transport sector have also followed similar path. He further said that the proposal is innocent and it should be sent to Chief Minister separately by the Transport Department through a Summary for approval. The forum agreed in principle to the formation of the Sindh Mass Transit Company.

Decision: The PPP Policy Board directed the Transport Department to move a Summary for Chief Minister, Sindh seeking approval on the formation of Sindh Mass Transit Company (SMTC).

AGENDA # 4: Approval to re-launch CNG Green Bus Project for Investor Solicitation

14. The Secretary Transport briefed the forum that 73 CNG Buses available with the KMC would be used for this Project. He said that these 73 buses were acquired by the KMC in the year 2009 for Green CNG Bus Project which discontinued in 2011. He informed that the Transport Department conducted a study / detailed inspection of 73 CNG Buses which shows that PKR 40 million would be required for repair and maintenance of the said buses.

15. He further elaborated that the project will be based on lowest fare offered by the private party after taking into account the per kilometer cost and profit margin of the operator and now these buses can be run on two routes of District Central and one route of main Sharah-e-Faisal. He further informed that the Transport Department had held a meeting with the prospective operators and they have agreed to run these CNG buses on proposed routes at fare charges of Rs. 25 without any subsidy. Moreover, to support continuous supply of CNG, the Transport department sent request to OGRA and they have agreed in principle to allow 6 days a week continuous supply of CNG to run these 73 CNG buses.

16. The Chief Minister enquired on condition of 73 CNG buses. The Secretary Transport responded that some parts are missing from the buses but as already elaborated by the inspection of the buses that PKR 40 million would be required to make them functional again. The Chief Minister further enquired that the ownership of these buses will still be with KMC. Mr. Shakaib Qureshi responded that the KMC has agreed to run these buses through the Transport Department under PPP mode. The



Chief Secretary enquired whether Transport Department has taken SSGC on board as Government of Punjab bought 400 CNG Buses and those have been standing idle due to non-availability of CNG. He further said that having CNG permission is subject to availability of CNG. He further suggested that the GoS has to get dedicated Gas stations / Gas Compressors Stations with a raised platform for this project. The Chief Secretary said although this is a doable project but before spending on repair of 73 CNG buses it will be wise to get OGRA approval for separate dedicated stations.

Decision: The PPP Policy Board approved the 73 Green CNG Bus project subject to confirmation of availability of CNG by OGRA/SSGC. Moreover, the PPP Policy Board directed Secretary, Transport Department to pursue the matter urgently.

AGENDA # 5: Approval to launch Diesel Bus Project for Investor Solicitation

17. The Secretary, Transport Department briefed the forum that the Diesel Bus Project of 50 new diesel buses will be procured to operate on Sharah-e-Faisal, the 33km Malir Cantt to Tower Route, will facilitate 30,000 commuters per day. He further said that the project will also be operated under the Sindh Mass Transit Company (SMTC). The operator would conform to service parameter requirements and be paid on a per kilometer basis. Fare collection will be administered by the SMTC independently for both projects as a pilot case for the BRT service. The estimated cost of each Bus is PKR 10 million and estimated Government subsidy would be PKR 8.75 million per month which will be in aggregate PKR 437 million for 5 years. The proposed fare is Rs 30 per passenger.

18. The Advisor Finance enquired whether procurement subsidy would be offered to private operator. The DG PPP Unit responded that the subsidy will not be on procurement, however operational subsidy is offered on per kilometer basis. The Director PPP Unit added a point and said that the fair of Rs. 33 per passenger to Bus operator includes its 20% return and fair to be charged would be Rs. 30 per passenger which is a subsidized fair. The estimated project cost is under 1 billion, hence Request for Proposal (RFP) can be launched for investor solicitation as draft Concession Agreement and RFP documents are ready for publication under a competitive bidding process. The Chief Minister enquired on highest fair presently being charged on this proposed route. The Secretary Transport responded that the maximum fair charged is Rs. 30 per passenger.

19. Mr. Shakaib Qureshi enquired how the fair regulation be managed and who will be the actual fair regulator. The DG PPP Unit responded that the Transport Department would be the initial regulator and later the SMTC upon its formation would take over that responsibility. The ACS (P&D) observed that in the long run the Government needs regulator not only for Transport but for many other sectors too as Government is now finding it hard to play its due regulatory role. Mr. Shakaib Qureshi stated that the Transport Department study has been conducted which reveals that 55 Diesel Buses on this route would enable to run each bus after every 7 minutes so that a positive impact would be felt by the masses. The Chief Minister Sindh directed that sustainability of the project should be ensured for the entire term in order to have uniform service. Secretary Finance clarified that the payments to operator would be made subject to



satisfactory performance standards as per agreed terms so that sustainability of service will be ensured.

Decision: The PPP Policy Board approved the Diesel Bus project for investor solicitation process.

AGENDA # 6: Run-of-the-River Hydro Power Project at Rohri Canal RD-15

20. The Secretary Energy briefed the forum that earlier in the 8th PPP Policy Board meeting a decision was taken to authorize the TFEC to complete the project procurement process for private party selection for the Run of the River project at RD-15. In this regard, he further said that the two Bidders M/S Sachal Engineering (Pvt) Limited and M/s Iqbal Ail Mohammad (GulAhmed Group) had submitted their Bids for the Project and evaluation of the Technical Bids has been completed and the TFEC has found both the Bids responsive. He further said that currently the financial bids are in the process of evaluation. The Secretary Energy requested the PPP Policy Board to constitute a Sub-Committee and authorize it to approve the Preferred Bidder and authorize Energy Department to take this project to NEPRA for tariff approval process along with other necessary formalities including signing of the Share-holding agreement, the Power Purchase Agreement and the Water Use agreement.

21. The Advisor to CM on Finance/Energy enquired regarding the TFEC composition for this project. The Secretary Finance informed that the TFEC for this project is headed by Secretary Finance and includes members from Energy Department, Irrigation Department, P&D Department and PPP Unit of Finance department. The Chief Secretary said that the TFEC may undertake the required role for selection of Preferred Bidder. The Advisor to CM on Finance/Energy commented that the purpose to form Sub-Committee and its approval from PPP Policy Board is to authorize Sub-Committee to approve Preferred Bidder so that a separate approval from PPP Policy Board may not be required. The Secretary Energy clarified that the TFEC may not be the ideal Sub-Committee for the selection of Preferred Bidder, as per SPPRA rules, the sole purpose of TFEC is to evaluate the bids; hence, it will be prudent to form a Sub-Committee for this task.

22. The Advisor to CM on Finance/Energy suggested that a Sub-Committee comprising ACS (P&D) as Chairman, Secretary Finance and Secretary Energy be allowed to decide the Preferred Bidder for this project. The Chief Secretary Sindh seconded the Advisor to CM on Finance/Energy suggestion and requested the forum to approve the same.

Decision: The PPP Policy Board constituted a Sub-Committee comprising of ACS (P&D), Secretary Finance and Secretary Energy to approve Preferred Bidder. The Policy Board also approved Energy Department to take this project to NEPRA for tariff approval process along with other necessary formalities including signing of the Share-holding agreement, the Power Purchase Agreement and the Water Use agreement.



AGENDA # 7: Approval to launch Existing Gas Based and Solar Power Projects for Investor Solicitation

23. The Secretary Energy Department briefed the forum that to deal with the crippling energy crisis, the Energy Department, Government of Sindh has developed two types of projects to cater to the energy requirements of the province i.e. Gas based power projects and Solar Power projects. Secretary Energy presented in detail both the projects and highlighted that the Solar power plants would be established at various towns of Sindh with a gross capacity of 20MW each. He further highlighted that the Energy Department will provide assistance to the Prospective Bidders currently developing power projects based on natural gas located in the province of Sindh. He further said that the assistance can be in the form of equity participation, facilitate financing and / or arranging guarantees including payment guarantees.

24. The Secretary Energy informed the forum that the Energy Department has already started investor solicitation through RFQ with the approval of CM Sindh through a Summary and so far the response from investors has been impressive. The Special Assistant to Chief Minister on Finance presented his observation that he was surprised to see that the GoS is going to invest in Gas based power projects as equity partner specially in the wake of constraints of funds for GoS as these projects are already doable and manageable on its own. He further commented that the GoS should rather consider funding projects such as pilot scale Thar Coal projects instead of investing billions of rupees in Gas based projects, since the Government will invest in small scale pilot projects in Thar; which will not only generate private sector interest but also boost confidence in investment.

25. Mr. Khursheed Jamali, the consultant for the Gas based projects, responded that the idea emanates from the fact that there are three projects which are based on low BTUs Gas power projects in Sindh of 100MW who have approved gas allocations as well as other regulatory approvals in place and have not been able to achieve financial close due to various reasons as this has resulted in massive available resources being unutilized. He further said that these Gas based projects are low cost power projects with low tariff. He pointed out that the average cost of electricity in Pakistan ranges from Rs. 15 to 17 and the cost of generation through this project would range from Rs. 7 to 10 maximum and if wheeling charges of Rs. 2 is added which is allowed by NEPRA then the net cost of electricity generation would be Rs. 12 which still would be lower by Rs. 4 as compared to the average electricity generation cost.

26. Mr. M.A. Jabbar raised a point that the low BTUs doesn't mean that cheap energy can be generated and informed that to generate 1 KWh of energy some 5 to 6 thousand BTUs are consumed. Mr. Khursheed Jamali in response clarified that the reference to low BTUs was given because low BTUs can be used in power generation only. The Chief Secretary Sindh commented that these are technical matters, however the main point of this agenda is to get approval for Consultant hiring and solicitation of private partner for these two projects. The Advisor to CM on Finance/Energy mentioned that the approval has already been sought for investor solicitation by the Energy department

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from the Chief Minister Sindh through a Summary and now the PPP Policy Board has to ratify it. The Secretary Energy informed that the Consultant Selection Committee has already been notified and evaluation of consultants is already under process. The Chief Minister, Sindh noted that the projects seem feasible and would help in alleviating the power crisis.

Decision: The PPP Policy Board approved hiring of Consultants and investor solicitation for Gas based power projects and Solar power projects including renewable energy mapping of Sindh.

AGENDA # 8: Approval for Khairpur Waste to Energy Project for Investor Solicitation

27. The Secretary Energy briefed the forum that the Khairpur Waste to Energy project has been envisaged to provide power to the Khairpur Special Economic Zone (KSEZ) and Khairpur Khajoor Mandi Project. He said that the Province of Sindh will be the first one to utilize the industrial and agricultural waste to produce electricity in Pakistan and the proposed project will be located in KSEZ. The proposed project envisages 20MW would be generated through 4 multi-fuel boilers based steam turbines of 5MW each run on a combination of municipal solid waste (MSW), agricultural wastes and industrial wastes. He further said that the Bio Mass needed to supplement is 100,000 tons per annum and it is estimated that as much as 10 times the required quantity is available in Khairpur and adjoining areas.

28. Mr. M.A. Jabbar said that this project is an impressive initiative. The Secretary Finance said that this project is linked with KSEZ and during the initial stages there had been much confusion as initially the project was taken up by the Sindh Board of Investment (SBI) and later National Industrial Parks was also engaged in the proceedings as a consultant. The Secretary Finance requested the PPP Policy Board to approve the Energy Department as Administrative Department for this project and Project Office, KSEZ as the executing agency.

Decision: The PPP Policy Board approved investor solicitation for Khairpur Waste to Energy Project and declared the Energy Department as Administrative Department for this project and Project Office, KSEZ as the executing agency.

AGENDA # 9: Approval for Project Development Facility (PDF) Funding

29. The Secretary Finance informed the forum that the Project Development Facility (PDF) Fund is for the PPP projects and funds are utilized for project preparation through feasibility study so that the Government takes well informed decisions. For feasibility and transaction advisory services the external consultants are hired and consultancy fees are paid by the PDF Fund.

A) Consultant Hiring for Forensic Lab Project

30. The Secretary Finance said that the establishment of Forensic Lab under PPP mode is conceived and identified by the Health Department. Mr. Shakaib Qureshi said



that the biggest problems in conviction of cases are DNA, finger prints and all other relevant technical evidence.

31. Mr. Shakaib further elaborated that the practice all over the world is that the private sector operate forensic lab under strict regulations and Government acts as the regulator. The private sector collects the evidence from the crime scene under police supervision and does technical forensic testing. The involvement of private sector enhances the credibility of the whole process as private sector acts as per defined obligations. The private sector charges Government for each forensic test it conducts which is income stream of the project and helps in bringing Government subsidy to minimum level. So at initial stage the Consultants need to be hired to conduct feasibility and transaction advisory service for this project.

32. The Chief Minister acknowledged the need for a forensic lab and enquired reason this project has been considered under PPP mode. Mr. Shakaib Qureshi responded that the private sector is best equipped to implement technologically advanced forensic science lab and it will also operate to enhance credibility before court of law.

Decision: The PPP Policy Board approved the hiring of Consultant for establishment of Forensic Lab to conduct Feasibility study/transaction advisory and allowed funding from the PDF Fund.

B) Mudaraba Company, Leasing Company & General Insurance Company

33. The Secretary Finance informed the forum that the Government of Sindh has kept a budgetary allocation of Rs 200 million in the 2013-14 budget, for the establishment of Mudaraba, Leasing and General Insurance companies. He further informed that it is however presently proposed that the exclusive ownership of the Government of Sindh in these companies should be through the Viability Gap Fund so that any future dividends may flow to the Viability Gap Fund so as to have more funds available for projects desired to be undertaken under the Public Private Partnership mode as there are many projects in the pipeline for the same namely Karachi Thatta Dual Carriageway Project, Hyderabad-Tando Muhammad Khan Dual Carriageway, Keenjhar Lake and other projects under pipeline.

34. He requested the PPP Policy Board to grant approval for assuming ownership of these companies by the Viability Gap Fund, until partly or fully divested and in order to defray the initial formation costs of these companies, including SECP charges and advertisement fees, etc, permission may be granted to draw such amount as may be incurred on actual, but subject to a maximum of Rs 20 million, from the Sindh Project Development Facility. The Chief Secretary Sindh appreciated the idea and said the proposal is innocent and should be considered for approval. The forum also seconded Chief Secretary's views.

Decision: The PPP Policy Board approved the overhead expenditures for formation of Mudaraba, Leasing and General Insurance Companies from the PDF fund.



through the Viability Gap Fund.

C) Traffic Study for Hyderabad Mirpurkhas Dual Carriageway for PKR 2.2 million

35. The Secretary Finance informed the forum that the toll issues of HMDC project are resulting in less collection of toll by Concessionaire and thereby more drawdown on Minimum Revenue Guarantee (MRG) facility of the GoS. It is need of hour to conduct a toll study to rationalize the toll on HMDC project to improve toll collection. The Secretary Finance requested the PPP Policy Board to accord approval to meet study expenses from the PDF fund. The Chief Minister noted that is there an approval required from the PPP Policy Board for such a minute amount. The ACS (P&D) noted that this is a post facto approval and the study is already underway.

Decision: The PPP Policy Board approved the toll study from the PDF.

D) Consultants Hiring for Tagging of Veterinary Animals to improve live stock exports

36. Mr. Shakaib Qureshi said that this is related to a live stock project and in order to tap the European live-stock markets, it is imperative to get live stock certifications and tagging is one of the important aspect of it. He further said that the Middle East which is one of the biggest export markets of Pakistan's live stock is also going for European regulations, which calls urgent steps on part of live stock sector in Pakistan to maintain present market share in Middle East and improve in future. He further said that the tagging system is virtually a NADRA of animals and Punjab has also started this project and it is imperative that Sindh should also consider this project on priority basis as the actual impact of tagging system takes 4 to 5 years, therefore, the PPP Policy Board is requested to approve consultant hiring for feasibility study to undertake this project under PPP mode and that the consultant expenditures met from the PDF. Mr. Qureshi further noted that the cost of the consultancy might be around PKR 100 million.

37. Mr. M.A. Jabbar commented that although the export of live stock is a federal subject, however, if the provincial Governments can enhance capacity building and adopt innovative methods of getting international certification then certainly it is a step in the right direction to boost export of live stock.

Decision: The PPP Policy Board approved the Consultant hiring for feasibility study and expenditures for Consultant hiring from the PDF Fund.

E) ADDITIONAL AGENDA ITEM

38. Mr. M.A. Jabbar said that for Capacity Building of PPP Policy Board members, the opportunity to attend international workshops and seminars on PPPs may be offered so that it may help better participation and decision making on PPPs. He further requested Chief Minister to permit Secretary Finance to fund such workshops for members of the PPP Policy Board. The Secretary Finance elaborated this point to Chief Minister that



normally approvals are sought for public sector members in this regard.
in case of a private sector member of PPP Policy Board there are no guide-lines in this regard.

Decision: The PPP Policy Board approved the capacity building of private members of the PPP Policy Board through workshops, seminars for Members of PPP Policy Board; however, a summary to CM should be moved for each approval as is the case in the capacity building of the public sector members.



01. The Honourable Chief Minister of Sindh
02. The Chief Secretary, Sindh
03. The Advisor to CM for Finance/Energy, Govt. of Sindh
04. The Special Assistant to CM on Finance, Govt. of Sindh
05. Engr. M.A Jabbar, private member
06. Additional Chief Secretary (Dev), P & D Department, Govt. of Sindh.
07. Secretary, Finance Department, Govt. of Sindh
08. Secretary, Transport Department, Govt. of Sindh
09. Secretary, Energy Department, Govt. of Sindh
10. Financial Advisor, Karachi Metropolitan Corporation (KMC)
11. Mr. Rasheed Mughal, Consultant, Transport Department
12. Chief Investment Specialist, Sindh Fund Management House, Govt. of Sindh
13. Director General, PPP Unit, Finance Department, Govt. of Sindh
14. Director, PPP Unit, Finance Department, Govt. of Sindh
15. Director, PPP Unit, Finance Department, Govt. of Sindh
16. Director, PPP Unit, Finance Department, Govt. of Sindh
17. Assistant Director, PPP Unit, Finance Department, Govt. of Sindh
18. Assistant Director, PPP Unit, Finance Department, Govt. of Sindh
19. Mr. Khurshid Jamali, CEO, M.E. Consultant, Consultant Nooriabad Power Projects
20. Consultant Bus Rapid Transit System (BRTS) Yellow Line Project
21. Mr. Shakaib Qureshi (former SRB Chairman) by special invitation of the Chief Minister, Sindh

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**Bus Rapid Transit System
(BRTS) – Yellow Line –
from Dawood Chowrangi &
Regal Chowk via 8000 Road,
Korangi Road and FTC
Pre-Qualification Document
For
Infrastructure Development**



**Transport and Mass
Transit Department
Government of Sindh**



**PPP Unit Finance
Department
Government of Sindh**

January 2014





BRT Yellow Line Project – Pre-Qualification Document



Reference: Bus Rapid Transit System (BRTS) – Yellow Line

Dear Pre-Qualification Applicant

Transport and Mass Transit Department (“GoS”), Government of Sindh (“GoS”), in association with the Public Private Partnership (“PPP”) Unit of the Finance Department, GoS, hereby invites Pre-Qualification Applications from interested companies or consortia (“**Prospective Bidders**”) to be qualified to bid for Design, Build, Finance, Maintain and Transfer of Infrastructure for Bus Rapid Transit System (“BRTS”) – Yellow Line (“Yellow Line”) under Public Private Partnership (“PPP”) mode (the “**Project**”). This Pre-Qualification Document pertains only to Infrastructure Development portion of the BRTS Yellow Line Project. The remaining portions of the BRT Yellow Line Project (namely Bus Operations and ITS & Revenue Collection) have been bid out independently. Prospective Bidders who wish to participate in one or both of the other two elements may do so and can obtain corresponding RFQs from www.pppunitsindh.gov.pk and www.pprasindh.gov.pk. The PPP contract (“**Concession Agreement**”) will be awarded for a period of 12.5 years through competitive bidding process (“**Bidding Process**”) open to both local and international Pre-Qualified bidders.

The following Pre-Qualification procedure will be adopted:

1. This Pre-Qualification Document is provided with a Project Brief (which gives Prospective Bidders an overview of the Project)
2. Following the submission of the Pre-Qualification Applications, interested companies or consortia will be evaluated on the requirements and criteria set forth in the attached Instructions to Prospective Bidders
3. Prospective Bidders whose Pre-Qualification Application is determined to be substantially responsive to the requirements and criteria of the Pre-Qualification process shall be designated as “**Qualified Bidders**”
4. Qualified Bidders shall be issued Request For Proposal (“RFP”) which will include detail scope of work. Based on the RFP, the Qualified Bidders will be invited to participate in the bidding process.

Pre-Qualification Applications must be delivered no later than 2:00 pm on 25th February 2014, at the address indicated in Section 8 of this document.

Sincerely

Fazal Karim Khatri
Director General, Mass Transit Cell,
Transport and Mass Transit Department, Government of Sindh
6TH Floor, East Annexe, Civic Centre,
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Tel: 021-99230665,
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BRT Yellow Line Project – Pre-Qualification Document



IMPORTANT NOTICE

The Pre-Qualification Document is provided to the recipient solely for use in preparing and submitting applications for Request For Qualification (“Pre-Qualification Document”, “RFQ”) in a competitive tender for Design, Build, Finance, Maintain and Transfer of Infrastructure Development for BRTS – Yellow Line under PPP mode for a term of approximately 12.5 years. The Pre-Qualification Document is being issued by Transport and Mass Transit Department in association with PPP Unit, Finance Department, and GoS solely for use by prospective investors in considering the Project. The Pre-Qualification Document has been prepared with the assistance of the Transaction Advisers for Project i.e. KPMG Taseer Hadi & Co. (“KPMG”) as Lead Transaction and Financial Advisor, National Engineering Services Pakistan (Pvt.) Limited (“NESPAK”) as Technical Advisor and Mohsin Tayebaly & Co. (“MTC”) as Legal Advisor.

None of the above entities, nor their employees or consultants make any representation (expressed or implied) or warranties as to the accuracy or completeness of the information contained herein, in the Project Brief or other document made available to a person in connection with the tender process for the Project and shall have no liability for this Pre-Qualification Document or for any other written or oral communication transmitted to the recipient in the course of the recipient’s evaluation of the Project. Neither these entities nor their employees or consultants will be liable to reimburse or compensate the recipient, for any costs or expenses incurred by the recipient in evaluating or acting upon this Pre-Qualification Document or otherwise in connection with the Project as contemplated herein.

There are three elements of The Project namely:

- a. Infrastructure Development
- b. Bus Operation Services
- c. Revenue Collection & ITS Services

Kindly note that this RFQ is for **Infrastructure Development only**, Prospective Bidders that wish to participate in one or both of the other two elements may do so and can obtain corresponding RFQs from www.pppunitsindh.gov.pk and www.pprasindh.gov.pk.

The Pre-Qualification Document does not constitute a solicitation to invest, or otherwise participate, in the Project.

Note: The GoS is in the process of constituting a Regulatory Company / Authority under Transport and Mass Transit Department, GoS namely the “Sindh Mass Transit Company / Authority” that shall regulate, monitor and oversee this Project, and other upcoming or planned mass transit projects in the province of Sindh. The Sindh Mass Transit Company / Authority shall offer a one-window solution bringing various stakeholders together, facilitate and bring efficiency to mass transit projects being implemented in the province of Sindh. Until such company is incorporated, the said functions shall be conducted by the Transport and Mass Transit Department, GoS.



BRT Yellow Line Project – Pre-Qualification Document

TABLE OF CONTENTS

1 INTRODUCTION 5

2 PROJECT OBJECTIVES AND OUTPUTS..... 10

3 COMMERCIAL PRINCIPLES..... 11

4 PROCUREMENT PROCESS..... 12

5 EVALUATION CRITERIA..... 13

6 INFORMATION TO BE SUBMITTED IN RESPONSE FOR PRE-QUALIFICATION..... 14

7 PROJECT LIAISON AND COMMUNICATION 16

8 PRE-QUALIFICATION DOCUMENT RESPONSE SUBMISSION 18

9 CONDITIONS OF PRE-QUALIFICATION RESPONSE..... 19

10 DISCLAIMER 23

APPENDICES 24

APPENDIX A – BUS RAPID TRANSIT SYSTEM – YELLOW LINE – MAP 25

APPENDIX B – PRE-QUALIFICATION DOCUMENT RESPONSE FORMS 26

APPENDIX C – FORM OF LETTER OF SUPPORT FROM PARENT COMPANY (IF
REQUIRED) 36



1 INTRODUCTION

1.1 Instructions to prospective bidders

The Transport and Mass Transit Department, assisted by PPP Unit, hereby invites interested private sector parties (“Bidders”) through this Request for Qualification (“Pre-Qualification Document”) to submit their Application for Qualification along with Qualification documents (as specified in this document) for the Design, Build, Finance, Maintain and Transfer of Infrastructure Development of Bus Rapid Transit System (“BRTS”) – Yellow Line (“Yellow Line”) under Public Private Partnership (“PPP”) mode.

BRTS “Yellow Line” is a 26 Km (approx) route starting from Dawood Chowrangi to Numaish Chowrangi & Regal Chowk via 8000 Road, Korangi Road and FTC. It is currently envisaged that the concession term will be for a period of approximately 12.5 years. The Transport and Mass Transit Department expects the term to include approximately 0.5 year of Financial Close, 02 years of design and construction followed by a 10 year operating period.

Following the end of the contract period, ownership of the Project related assets will be transferred to Transport and Mass Transit Department. The Project will be structured as a Concession Agreement between Transport and Mass Transit Department and the private sector through a Special Purpose Vehicle (“SPV”) that must be a locally registered company incorporated in accordance with the laws of Pakistan to be formed after tender award (Letter of Intent). The Concession Contract will be awarded through a Competitive Bidding Process open to local and international Pre-Qualified bidders only.

The detailed scope of work to implement the project shall be provided at the RFP stage. However, briefly, firm(s) shall be expected to perform, among other things, the following tasks:

- a) Carry out detailed design of the Project in consultation with Transport and Mass Transit Department, Bus Operator(s) and Revenue Collector & ITS
- b) Carry out construction of the BRTS infrastructure and related facilities.
- c) Obtain all applicable permits and registrations for design and construction related activities.
- d) Maintain and repair the Project in conformity with applicable standards during the envisaged concession period and managing the long-term structural integrity of the BRTS infrastructure through good asset management practices.
- e) Hand over the Project to the Contracting Authority at the end of the Concession period.



BRT Yellow Line Project – Pre-Qualification Document



1.2 Project Background

A detailed Karachi Urban Transportation Improvement Study (KTIP) has been completed by Japan International Cooperation Agency (JICA) led team. Based on a comprehensive study, the plan integrates roads and Mass Transit related project into Urban Transport Master Plan for Karachi City.

The captioned KTIP Study conducted by JICA finalized 2 Mass Rapid Transit (MRT) and 6 BRTS lines besides Revitalization of Karachi Circular Railway (KCR) on modern lines. The Transport and Mass Transit Department in association with Public Private Partnership (PPP) unit, Government of Sindh (GoS) initiated the feasibility study and preliminary design of one of the six (6) BRT corridors i.e. the “Yellow Line”, in February 2013. The said feasibility will be available to the Pre-Qualified Bidders along with the respective Bidding Documents and Draft Concession Agreement.

1.3 BRT System Concept

BRT is a cost effective, high capacity and innovative public transit solution that can considerably improve urban mobility. BRT System is generally of a higher standard than a conventional bus system whereby buses are fully removed from other traffic, for example, running parallel to a congested arterial, while others are much less segregated. This provides for uninterrupted, fast, reliable and easy means of transportation to the passengers.

BRT uses buses on roadways or dedicated lanes to swiftly and efficiently transport passengers to their destinations, while offering the flexibility to meet transportation demand. BRT systems can easily be customized to community needs and incorporate state-of-the-art, low-cost technologies that result in more convenient passenger transportation and less congestion.

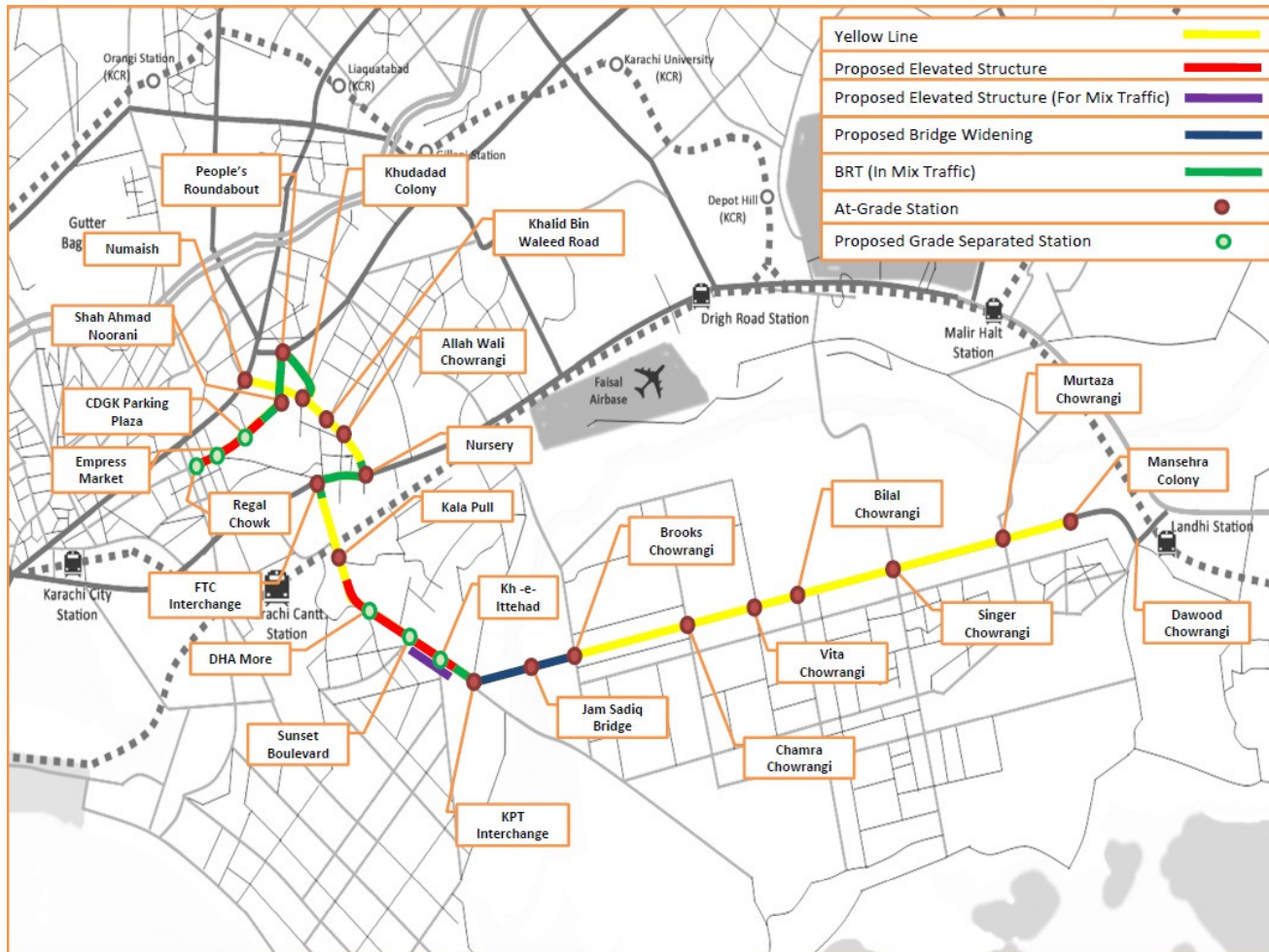
1.4 Project Route/Location

The Project start point is “Dawood Chowrangi” and the BRT service start point is Mansehra Colony. The BRT route from Mansehra Colony (BRT service start point) runs through FTC, Shahrah-e-Faisal, Shahrah-e-Quaideen up to Khudadad Chowrangi from where it takes Kashmir Road to People’s Roundabout and then to Regal Chowk through New M.A. Jinnah Road / Preedy Street. From Regal Chowk it turns back following the same route up to Shah Ahmad Noorani Chowrangi and ends at Numaish (Project end point) and back to Mansehra Colony through Shahrah-e-Quaideen, Shahrah-e-Faisal, Korangi Road and 8000 Road. Due to the narrow and congested road section between Dawood Chowrangi and Mansehra Colony, up gradation of this section of the road is part of the Infrastructure Development.



BRT Yellow Line Project – Pre-Qualification Document

Figure 1: Shows the final study area corridor and major intersections within the project area





1.5 Purpose of Pre-Qualification Document

The purpose of this Pre-Qualification Document is to:

- 1.5.1 Provide interested parties with the Introduction of the Project;
- 1.5.2 Set out the objectives, the proposed commercial principles governing the Project;
- 1.5.3 Explain Transport and Mass Transit Department's expectations in seeking private sector investment and participation;
- 1.5.4 Explain the intended procurement process;
- 1.5.5 Outline the Pre-Qualification criteria;
- 1.5.6 Specify the terms and conditions for participation by Bidders in this Pre-qualification stage of the procurement; and
- 1.5.7 Elicit responses from Bidders with the skills, knowledge, experience, capability, financial resources, capacity and approach necessary to deliver, finance and maintain the Project.

1.6 Consortium-Lead Members

- 1.6.1 A Prospective Bidder may show interest individually or take the form of a consortium (a "Consortium") comprised of companies, firms, corporate bodies or other legal entities, each of which are members of the consortium ("Consortium Member"). In such a case, each Consortium shall appoint and authorize one (1) lead member ("Lead Member") to represent and irrevocably bind all members of the Consortium in all matters connected with the Pre-Qualification and tendering process, including, but not limited to, the submission of the Pre-Qualification Application on behalf of the Consortium.

1.7 Parent Company

- 1.7.1 The Prospective Bidder, or Consortium Member(s) in the case of a Consortium, may elect to present evidence of projects undertaken by its Parent Company to satisfy the Technical Criteria. In doing so it must demonstrate to the satisfaction of the Standing Committee formed for the Project by the Government for evaluation of the Bidders that the relevant skills and resources of the Parent Company will be available to the Prospective Bidder or Consortium Member (in accordance with the Evaluation Criteria in Section 5).
- 1.7.2 The Prospective Bidder, or each Consortium Member, may elect to present financial statements from a Parent Company to satisfy the Financial Criteria.
- 1.7.3 Should a Prospective Bidder be qualified based upon the technical and or financial qualifications of the Parent Company, such Parent Company shall be required to provide a Letter of Support for the bid process and the Concession Contract substantially in the form of **Annex C**.



BRT Yellow Line Project - Pre-Qualification Document

1.8 Pre - Qualification costs

- 1.8.1 The Prospective Bidder shall bear all costs ("Pre-Qualification Costs") associated with the preparation and submission of its Pre-Qualification Applications, including, without limitation, all costs and expenses related to the Prospective Bidder's preparation of responses to questions or requests for clarification.



BRT Yellow Line Project – Pre-Qualification Document

2 PROJECT OBJECTIVES AND OUTPUTS

- 2.1 Karachi city is passing through an uncontrolled phase of rapid urban motorization. The mitigation of transportation externalities requires a sustainable transportation systems.
- 2.2 The current public transport system of Karachi City constitutes a small percentage of total vehicle fleet (4.5%) and serves about 42% of passenger demand but with preferential treatment in terms of dedicated lanes or traffic management compared to Private Cars which is 36% of Total Vehicular Traffic but carries 60% of Persons.
- 2.3 Keeping the above parameters in mind, Transport and Mass Transit Department aims to achieve following objectives;
 - 2.3.1 To vastly improve the quality of public transport system in Karachi;
 - 2.3.2 To provide reliable, high quality, fast and environmentally friendly BRT Buses;
 - 2.3.3 To provide infrastructure that allows buses to ply in an efficient manner with a right of way for a significant portion of their route length, including signalized intersections to minimize delays; and
 - 2.3.4 Reduce travel time.



BRT Yellow Line Project – Pre-Qualification Document

3 COMMERCIAL PRINCIPLES

- 3.1 This section provides an overview of the key features of the anticipated commercial structure for the implementation of the Infrastructure Development of the BRT Yellow Line Project. The Request for Proposal (“RFP”) that will be issued during the next stage of the procurement process to the Qualified Bidders
- 3.2 The Transport and Mass Transit Department wishes to draw the Bidders’ attention to the following key commercial principles that it intends to apply to the Infrastructure Development of the BRT Yellow Line Project:
- 3.2.1 The successful Bidder will enter into a Concession Agreement with the Transport and Mass Transit Department with respect to the Design, Build, Finance, Maintain and Transfer Infrastructure Development for BRTS – Yellow Line under Public Private Partnership mode;
- 3.2.2 The Term of the Concession Agreement will be 12.5 years and will commence from signing of the Concession Agreement. The Transport and Mass Transit Department expects the term to include approximately 0.5 year of Financial Close, 02 years of Design and Construction followed by 10 years of Operating Period;
- 3.2.3 Ownership of the Project related assets will be transferred to Transport and Mass Transit Department following the end of Concession period. The Concession Agreement will define the end of term requirements and hand back conditions for the Infrastructure Development of Bus Rapid Transit System – Yellow Line at the end of the Concession Agreement term;
- 3.2.4 The successful Bidder will also be responsible for obtaining all necessary permits, licenses, NOCs etc. for the successful delivery of the Project;
- 3.2.5 The Transport and Mass Transit Department will have the right to visit, inspect, monitor and review the performance of the Concessionaire;
- 3.2.6 The payment mechanism is envisaged to be annuity based structure which will include return on equity invested.



4 PROCUREMENT PROCESS

4.1 The intended process for the selection of the successful Bidder is set out below.

4.2 Stage 1 – Pre-Qualification

4.2.1 At the Pre-Qualification stage, potential bidders will submit application for qualification as per requirements contained herein to demonstrate their capabilities to fulfil their envisaged roles and responsibilities of the private sector partner.

4.3 Stage 2 – Request for Proposal (RFP)

4.3.1 Successfully qualified bidders will proceed to the RFP stage and will be invited to submit Bids.

4.4 Finalization of Project Documentation

4.4.1 Upon award of the Contract, Transport and Mass Transit Department and the successful Bidder will negotiate and work towards finalization of the Concession Agreement and associated contracts.

4.5 Indicative Timeline*

Issuance of Expression of Interest (“EOI”)	January 2014
Deadline for submission of Qualification Documents	55 Days**
Issuance of Request for Proposal (“RFP”) and Draft Concession Agreement to short listed bidders	80 Days**
Deadline for submission of queries on RFP and Draft Concession Agreement	95 Days**
Pre-bid conference	100 Days**
Deadline for submission of Bid/Proposals	180 Days**

* The above steps and timelines are tentative.

** Tentative from the date of Issuance of EOI (approx).



5 EVALUATION CRITERIA

5.1 At the Pre-qualification stage, Bids will be evaluated against the following criteria:

Criteria
Financial Capability
Average annual turnover during the last 3 years by Firm/Consortia collectively should be Rs. 500 million or more (Attached audited Income statement/ Balance sheet)
Average Net Worth during the last 3 years by Firm/Consortia collectively should be Rs. 500 million or more (Attached audited Income statement/ Balance sheet)
Technical Capability
Experience and performance with at least 3 (three) Infrastructure Projects (Road, Bridge, Civil works) by firm/consortia for each of the following category having a Project Cost of at least Rs. 1,000 million each in Pakistan or overseas: (i) Design, (ii) Construction, (iii) Operations & Maintenance Same Project may be used for more than one parameter(Design, Construction and O&M) above
The firm/consortia must collectively have minimum 3 Civil engineers with 5 years experience each

- 5.2 Transport and Mass Transit Department reserves the right to change the timing, form and substance of the evaluation procedure at its discretion, without prior notice to the Bidders and shall be under no liability to Bidders in respect thereof. Any changes to the procedure will be communicated to the Bidders as quickly as is practicable.
- 5.3 On receipt of the Pre-Qualification response submissions each response will be checked for completeness and their compliance with the Pre-Qualification requirements detailed in this document. Non-compliant or incomplete submissions will be rejected.
- 5.4 Those firm(s) / consortia who positively meet all of the above criteria (both Financial and Technical) shall be qualified for the next stage of bidding i.e. RFP stage.



6 INFORMATION TO BE SUBMITTED IN RESPONSE FOR PRE-QUALIFICATION

This section sets out the minimum information requirements for responses to the Pre-Qualification Document. Bidders should support their submissions with other information where they believe it is essential to their Pre-Qualification Document response.

The minimum list of information to be submitted is set out below. Each submission should also be accompanied by the Pre-Qualification Document Forms attached as **Appendix B**, completed as required. A failure to respond to any of these elements may result in the Bidder's submission being disqualified from the Pre-qualification process. Bidders should use the list of requirements in this section as the framework for their responses to assist the evaluation of their submissions.

6.1 Basic Information

6.1.1 Bidders must provide information on the identity, management structure and organization of the consortium or organization in the case where the Bidder is a sole organization, including as a minimum, an outline summary of:

- a) Corporate structure, shareholdings and shareholder agreements;
- b) Consortium, joint venture or subcontractor agreements;
- c) Lead partner identity and nomination with contact information;
- d) Roles and responsibilities of each partner and main subcontractors in the Consortium or organization; and
- e) Letter of Association (in case of Consortium)
- f) Registration with Pakistan Engineering Council in relevant Category of construction of roads (in case of International Bidder registration with equivalent authority / council in their respective country)

6.1.2 Bidders must provide comprehensive resumes of the key team members (including *Concessionaire Director – Concessionaire and Design Build Project Director – DB Contractor*). The resumes should describe their degree of involvement with management of the development, construction, and operations phases of projects.

6.2 Financial Information

6.2.1 Bidders must provide evidence of financial strength of the consortium or organization by providing:

- a) The audited accounts for the last 3 years for each of the equity provider(s), the design-build contractor, operator, infrastructure management subcontractor and any other key consortium members;
- b) Where an equity provider, design-build contractor, operator, infrastructure management subcontractor and / or any other key subcontractor intends to procure



BRT Yellow Line Project – Pre-Qualification Document

a corporate guarantee from a parent company or other entities, the audited accounts for the last 3 years of that parent company or other entities; and

- c) Any other information for the equity provider, design-build contractor, operator, infrastructure management subcontractor or any other subcontractor needed to demonstrate financial capacity to provide the relevant service to the Project over the relevant time period.

6.3 History of Litigation, Bankruptcy and Blacklisting

- 6.3.1 The Pre-Qualification Applicant, or if the Prospective Bidder is a Consortium, each Consortium member, shall not be subject to any bankruptcy or liquidation proceedings.
- 6.3.2 The Pre-Qualification Applicant, or if the Prospective Bidder is a Consortium, each Consortium member, shall not have been convicted of fraud, corruption, or money laundering.
- 6.3.3 Previous disqualification or blacklisting.
- 6.3.4 Whether any of the directors or senior personnel are or have been previously placed on the exit control list
- 6.3.5 Whether any of the directors have been disqualified from holding any public or private office.
- 6.4 Please note that each page of the Application for Qualification (including Annexure and Support Documents) shall be signed and stamped by the Authorized Representation of the Firm / Consortia



7 PROJECT LIAISON AND COMMUNICATION

- 7.1 The contact details of the primary person designated for this Pre-Qualification Document are:

Fazal Karim Khatri
Director General, Mass Transit Cell,
Transport and Mass Transit Department, GoS
6TH Floor, East Annexe, Civic Centre,
Gulshan-E-Iqbal, Karachi-75300
TEL: 021-99230665,
Email: fkkhatri@gmail.com

Qassim Dada,
Assistant Director, Public Private Partnership Unit,
Finance Department, GoS
7th Floor, AK Lodhi Complex, Sindh Secretariat No. 6,
Sharah-e-Kamal-Atta-turk Road, Karachi, Pakistan
Tel: 021-99222188,
Email: qassim.dada@gmail.com

- 7.2 Each Bidder should nominate a representative with whom the Transport and Mass Transit Department should liaise and provide the representative's details including designation and all relevant contact details.
- 7.3 Bidder clarification and communication process:
- 7.4 If any Bidder requires any further information or wishes to raise a clarification, such requests should be addressed to:

Fazal Karim Khatri
Director General, Mass Transit Cell,
Transport and Mass Transit Department, GoS
6TH Floor, East Annexe, Civic Centre,
Gulshan-E-Iqbal, Karachi-75300
TEL: 021-99230665,
Email: fkkhatri@gmail.com

Qassim Dada,
Assistant Director, Public Private Partnership Unit,
Finance Department, GoS
7th Floor, AK Lodhi Complex, Sindh Secretariat No. 6,
Sharah-e-Kamal-Atta-turk Road, Karachi, Pakistan
Tel: 021-99222188,
Email: qassim.dada@gmail.com



BRT Yellow Line Project – Pre-Qualification Document

- 7.4.1 Transport and Mass Transit Department will endeavour to answer all such requests as soon as possible provided that they are received at least 5 Working Days before the date specified for the submission of the Pre-Qualification Document response.
- 7.4.2 Transport and Mass Transit Department will circulate such requests and responses for all clarifications to all Bidders.



8 PRE-QUALIFICATION DOCUMENT RESPONSE SUBMISSION

- 8.1 Pre-Qualification Document responses shall be submitted in a sealed envelope no later than 2:00 pm on 25th February 2014 on to the following address, and marked for the attention of:

Private and Confidential - Only to be opened in front of Standing Committee for BRT Project

**Pre-Qualification Document – BRT Yellow Line
(Infrastructure Developer)**

**Secretary,
Transport and Mass Transit Department,
2nd Floor, Tughlaq House, Sindh Secretariat, Sharah-e-Kamal-Atta-Turk, Karachi.**

- 8.2 The Pre-Qualification document submitted shall be opened same day within one hour of submission deadline
- 8.3 Pre-Qualification Document responses must not be qualified in any way apart from as allowed under this Pre-Qualification Document and must be submitted strictly in accordance with this Pre-Qualification Document.
- 8.4 Bidders shall complete and submit their Pre-Qualification Document responses in the format described below:
- 8.4.1 Two (2) hard copy (one original and one photocopy);
- 8.4.2 One (1) CD / DVD of the completed Pre-Qualification Document Response Forms and all other supporting documents; and
- 8.5 Any Pre-Qualification Document responses or other supporting documents received after the date for submission will not be considered for acceptance by Transport and Mass Transit Department, unless specifically allowed. Any incomplete submission may be disqualified by Transport and Mass Transit Department at the outset; acceptance may be conditional upon the discretion of Transport and Mass Transit Department in case of incomplete documents, subject to provision of all documents within a specified time.
- 8.6 All Pre-Qualification Document responses and other supporting documents shall be completed in black ink or type, in the English language and state all monetary amounts in PKR.
- 8.7 The Pre-Qualification Document responses must be signed by two representatives, duly authorized by each of the Bidders and where applicable, each consortium member, signing under a power of attorney, a copy of which is to be provided with the Bids.



9 CONDITIONS OF PRE-QUALIFICATION RESPONSE

9.1 Preliminaries

- 9.1.1 Bidders are invited to submit a response to the Pre-Qualification Document for the Project.
- 9.1.2 Bidders are responsible for obtaining all information necessary for the preparation of their Pre-Qualification Document submissions.
- 9.1.3 All costs, expenses and liabilities incurred by any Bidder in connection with the preparation and submission of a response to the Pre-Qualification Document shall be borne by that Bidder.

9.2 Confidentiality

- 9.2.1 All information supplied by Transport and Mass Transit Department in connection with the Pre-Qualification Document shall be treated as confidential and Bidders shall not, without the prior written consent of Transport and Mass Transit Department, at any time make use of such information for its own purposes or disclose such information to any person (except as may be required by law).
- 9.2.2 The Pre-Qualification Document and every part of it and all other information provided by or on behalf of Transport and Mass Transit Department must be treated as private and confidential. Bidders should not disclose the fact that they have been invited to submit a Pre-Qualification Document response or release details of the Pre-Qualification Document other than on a strictly confidential basis to those parties whom they need to consult for the purposes of preparing the Pre-Qualification Document responses.
- 9.2.3 Bidders shall not at any time release any information concerning the Pre-Qualification Document and/or their Pre-Qualification Document response and/or any related documents and/or any negotiation and/or discussion with Transport and Mass Transit Department in this connection for publication in the press or on radio, television, screen or any other medium.
- 9.2.4 The Pre-Qualification Document and all documents and information provided by or to the Bidders relating to this procurement exercise will remain the property of the Transport and Mass Transit Department and will be returned with the Pre-Qualification Document or if no Pre-Qualification Document is submitted on demand. Further the Transport and Mass Transit Department reserves the right to retain all Pre-Qualification Documents and associated information and documentation submitted in support by the Bidders and their respective consortium members.
- 9.2.5 Each Bidder undertakes to indemnify Transport and Mass Transit Department and to keep Transport and Mass Transit Department indemnified against all actions, claims, demands, liability, proceedings, damages, costs, charges and expenses whatsoever arising out of or in connection with any breach of the provisions of this section 9.



BRT Yellow Line Project – Pre-Qualification Document

9.3 Rejection of Bidders

9.3.1 Any Pre-Qualification Document responses or other documents submitted by any Bidder in respect of which the Bidder:

9.3.1.1 Communicates to any person other than Transport and Mass Transit Department any information except in accordance with Section 9.2 above; or

9.3.1.2 Enters into any agreement or arrangement with any other person that such other person shall refrain from submitting Bids or shall limit or restrict the amounts, prices, charges and rates to be shown by any other Bidder in its Bids and other documents; or

9.3.1.3 Offers or agrees to pay or give, or does pay or give, any sum of money, inducement or valuable consideration directly or indirectly to any person for doing or having done or causing or having caused to be done in relation to any other Bidder or any other proposed Bids or other documents any act or omission; or

9.3.1.4 Has directly or indirectly canvassed any member or official of Transport and Mass Transit Department concerning the acceptance of any Bids or has directly or indirectly obtained or attempted to obtain information from any such member or official concerning any other Bids or proposals submitted by any other Bidder

Shall not be considered for acceptance and shall accordingly be rejected by Transport and Mass Transit Department provided always that such non-acceptance or rejection shall be without prejudice to any other civil remedies available to Transport and Mass Transit Department in respect thereof or to any criminal liability that such conduct by a Bidder may attract.



BRT Yellow Line Project – Pre-Qualification Document

9.4 Non-Consideration of Pre-Qualification Document Responses

- 9.4.1 Transport and Mass Transit Department may in its absolute discretion refrain from considering Pre-Qualification Document responses if either, in any respect it does not comply with the requirements of the Pre-Qualification Document including these Instructions, or the Pre-Qualification Document responses contains any significant omissions.

9.5 Pre-Qualification of Bidders

- 9.5.1 Transport and Mass Transit Department reserves the right to pre-qualify any Bidder whose submitted Pre-Qualification Document response is pursuant to the Pre-Qualification Document.
- 9.5.2 Transport and Mass Transit Department shall not be bound to pre-qualify any Bidder and reserves to itself the right at its absolute discretion to pre-qualify or not pre-qualify any Bidder.
- 9.5.3 Transport and Mass Transit Department may, in its absolute discretion and without further reference to the Respondent or any other Person:
- 9.5.3.1 Conduct reference, credit or other checks with any or all of the references and other sources cited in a Qualification Response;
 - 9.5.3.2 Independently verify any information regarding a Respondent, including its directors, and officers, any member of the Respondent Team, any Respondent Members and any Key Individuals, whether or not contained in any Qualification Response;
 - 9.5.3.3 Conduct any background investigations that it considers necessary or desirable in the course of the Competitive Selection Process;
 - 9.5.3.4 Undertake site visits, seek references, require presentations to be given and undertake interviews as part of the evaluation process; and
 - 9.5.3.5 Seek clarification, more complete, supplementary, and additional information or documentation from the Respondent or in connection with a Pre-Qualification Document Response, if the Transport and Mass Transit Department considers that any Pre-Qualification Document Response or any part of a Pre-Qualification Document Response requires clarification or more complete information, contains an alteration, qualification, omission, inaccuracy or misstatement, or does not for any reason whatsoever comply with any requirements of this Pre-Qualification Document.

9.6 Bidder's Warranties

- 9.6.1 In submitting its Pre-Qualification Document response, each Bidder warrants, represents and undertakes to Transport and Mass Transit Department that:
- 9.6.1.1 It has not done any of the acts or matters referred to in Section 9.3 above and has complied in all respects with this Pre-Qualification Document;



BRT Yellow Line Project – Pre-Qualification Document

- 9.6.1.2 All information, representations and other matters of fact communicated (whether in writing or otherwise) to KMC by the Bidder, its employees or agents in connection with or arising out of the Pre-Qualification Document response submission are true, complete and accurate in all respects;
- 9.6.1.3 It has made its own investigations and research and has satisfied itself in respect of all matters (whether actual or contingent) relating to the Pre-Qualification Document response; and
- 9.6.1.4 It has satisfied itself as to the correctness and sufficiency of the information it has inserted in the Pre-Qualification Document response and included in other submitted information.

9.7 General

- 9.7.1 Bidders are advised to retain for themselves details of their Pre-Qualification Document response submissions. Transport and Mass Transit Department reserve the right to make a charge if a Bidder requests a copy of its submitted Pre-Qualification Document response.



BRT Yellow Line Project – Pre-Qualification Document

10 DISCLAIMER

- 10.1** Bidders and their respective consortium members are responsible for obtaining all information necessary for the preparation of their Pre-Qualification Document submissions. All costs, expenses and liabilities incurred by any Bidder and consortium members in connection with the preparation and submission of the Pre-Qualification Document and in discussion with the Transport and Mass Transit Department shall be borne by the Bidders and consortium members.
- 10.2** Whilst the Transport and Mass Transit Department will use its reasonable endeavours to see that all information given to the Bidders and consortium members is both truthful and accurate, the Transport and Mass Transit Department in no way warrants or accepts any liability for the same and Bidders and consortium members must satisfy themselves of the accuracy of any information provided by the Transport and Mass Transit Department and that the same is both truthful and accurate. The Transport and Mass Transit Department accepts no responsibility or liability whatsoever for any cost, loss or damage of whatever kind and howsoever caused arising from or in consequence of the use by Bidders or consortium members of such information.



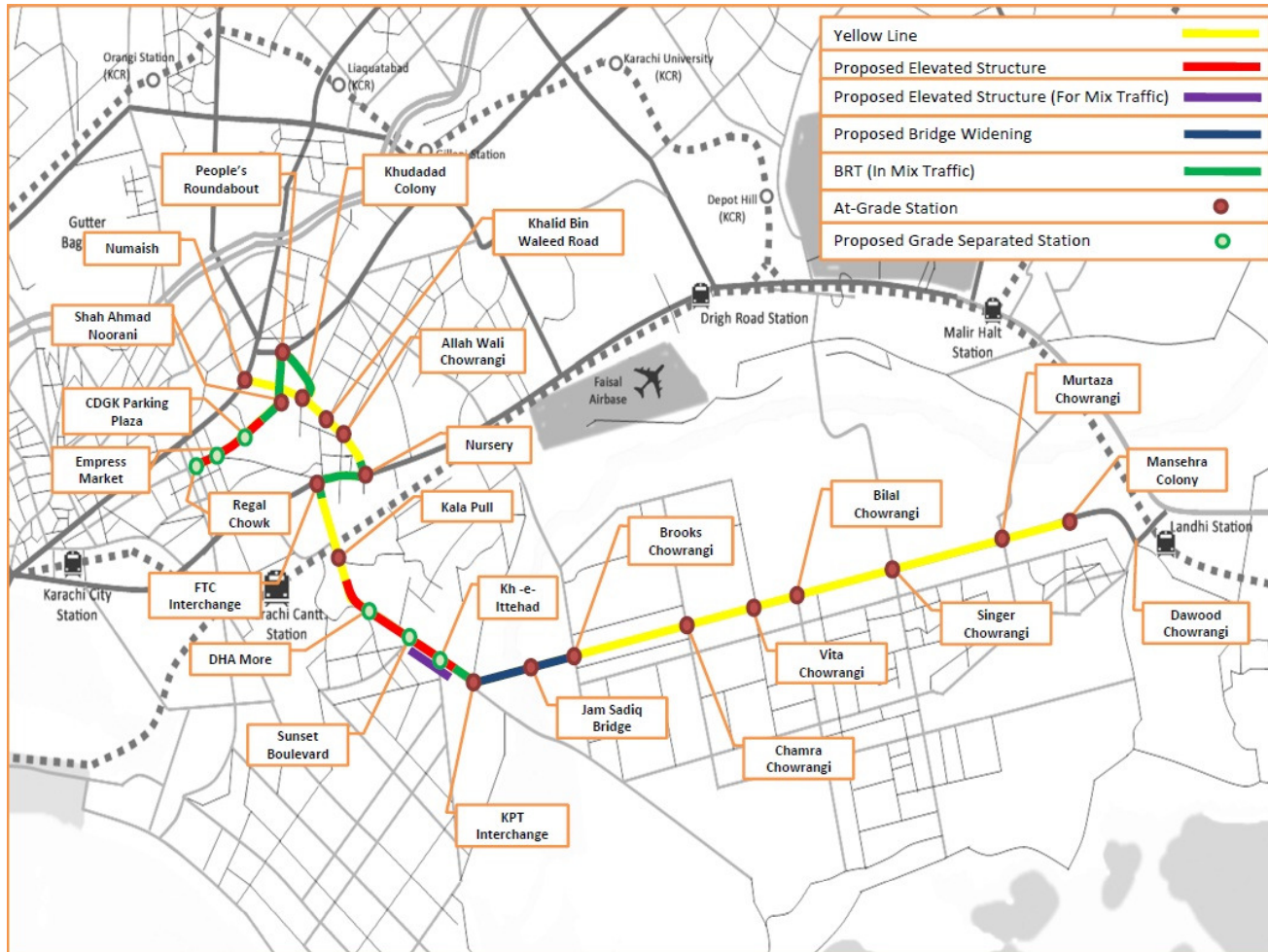
APPENDICES

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BRT Yellow Line Project – Pre-Qualification Document

APPENDIX A – BUS RAPID TRANSIT SYSTEM – YELLOW LINE – MAP





APPENDIX B – PRE-QUALIFICATION DOCUMENT RESPONSE FORMS

[NOTE: The forms contained below sets out the questions, pertaining to Section 6, for which Bidders must provide a response. It is also required that Bidders will present their responses in a manner that is consistent with the layout of these forms. Cross referencing from the forms to attachments is permitted where appropriate.]



6.1 Basic Information

No.	Pre-Qualification Document Ref.No
1	6.1.1
<p>Response</p> <p>Prospective bidder information</p> <p>Name:</p> <p>Type: (Corporation, Partnership, etc.)</p> <p>Commercial Registration No.:</p> <p>Domicile:</p> <p>Address of principal office:</p> <p>Telephone No.:</p> <p>Fax No.:</p> <p>E-mail address:</p> <p>Primary areas of business:</p> <p>Ownership structure: (attach separately)</p> <p>Proposed Roles and Responsibilities:</p> <p>Key Contact person:</p> <p>Consortium Member Information: (If applicable, fill in details for all Consortium Members, identifying the Lead Member)</p> <p>Name:</p> <p>Type: (Corporation, Partnership, etc.)</p> <p>Commercial Registration No.:</p> <p>Domicile:</p> <p>Address of principal office:</p> <p>Telephone No.:</p> <p>Fax No.:</p> <p>E-mail address:</p> <p>Primary areas of business:</p> <p>Ownership structure (attach separately)</p> <p>Proposed Roles and Responsibilities of each partner and main subcontractors in the Consortium or organization:</p> <p>Key Contact person:</p>	



BRT Yellow Line Project – Pre-Qualification Document



No.	Pre-Qualification Document Ref.No
2	6.1.2

Response

S. No.	Name of the Employer	Designation / Title	Employment Status (Permanent / Temporary / Contract)	Overall Professional Experience (Years)	Experience with the Organization (Years)	Relevant Experience (Years)	Proposed Role	Qualification (s)	Key Projects handled	Remarks
1.										
2.										
3.										
4.										
5.										
6.										
7.										
8.										
9.										
10.										
11.										
12.										
13.										
14.										



BRT Yellow Line Project – Pre-Qualification Document



6.2 Financial Information

No.	Pre-Qualification Document Ref.No	Question
3	6.2.1 a)	The audited accounts for the last 3 years for each of the equity provider(s), the design-build contractor, operator, infrastructure management subcontractor and any other key consortium members;
Response		



BRT Yellow Line Project – Pre-Qualification Document



No.	Pre-Qualification Document Ref.No	Question
4	6.2.1 b)	Where an equity provider, design-build contractor, operator, infrastructure management subcontractor and / or any other key subcontractor intends to procure a corporate guarantee from a parent company or other entities, the audited accounts for the last 3 years of that parent company or other entities;
Response		



BRT Yellow Line Project – Pre-Qualification Document



No.	Pre-Qualification Document Ref.No	Question
5	6.2.1 c)	Any other information for the equity provider, design-build contractor, operator, infrastructure management subcontractor or any other subcontractor needed to demonstrate financial capacity to provide the relevant service to the Project over the relevant time period.
Response		



6.3 Experience in similar projects

No.	Ref.No	Question																												
8	6.3.1	Provide details and evidence of experience of designing or procuring the design of roads, highways and/ or bridges having Project Cost of at least PKR 1 Billion within the last 10 years (At least 3 projects).																												
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BRT Yellow Line Project – Pre-Qualification Document



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BRT Yellow Line Project – Pre-Qualification Document



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BRT Yellow Line Project – Pre-Qualification Document



No.	Ref.No	Question
11	6.4	Provide Affidavit confirming no history of litigation/ blacklisting and bankruptcy or liquidation proceedings Previous disqualification or blacklisting. Whether any of the directors or senior personnel are or have been previously placed on the exit control list Whether any of the directors have been disqualified from holding any public or private office.
Response		Affidavit

Provision of Bus Rapid Transit System [Date]

Fazal Karim Khatri
Director General, Mass Transit Cell,
Transport and Mass Transit Department, GoS
6TH FLOOR, EAST ANNEXE, CIVIC CENTRE,
GULSHAN-E-IQBAL, KARACHI-75300

[Name of Prospective Bidder/Lead Member of Consortium] hereby represents and warrants that, as of the date of this letter [Name of Prospective Bidder/Lead Member of Consortium], and each Consortium Member (if applicable):

- is not in bankruptcy or liquidation proceedings; and
- has not been convicted of, fraud, corruption or money laundering and is not aware of any pending prosecution, proceedings or legal action against it in such respect.

Yours sincerely

Authorized signature

Name and title signatory

Name of Firm

Address



APPENDIX C – FORM OF LETTER OF SUPPORT FROM PARENT COMPANY (IF REQUIRED)

To the attention of:

Fazal Karim Khatri
Director General, Mass Transit Cell,
Transport and Mass Transit Department, GoS
6TH FLOOR, EAST ANNEXE, CIVIC CENTRE,
GULSHAN-E-IQBAL, KARACHI-75300

[Date]

Dear Sir

We refer to the Pre-Qualification document ("Pre-Qualification Document") issued by Transport and Mass Transit Department, in association with the Public Private Partnership Unit Finance Department ("PPP Unit"), dated [ddmm2013], for the execution and completion of a Public-Private Partnership Contract ("PPP") tender involving the Design, Build, Finance, Maintain and Transfer of Infrastructure Development in respect of Bus Rapid Transit System ("BRTS") – Yellow Line ("Yellow Line") under Public Private Partnership ("PPP") mode (the "Project").

According to the part 1.4 of the Pre-Qualification Document, the Prospective Bidder, or Consortium Member (if the Prospective Bidder is a Consortium), may elect to present (a) evidence of projects undertaken by a Parent Company to satisfy the Technical Criteria and Financial Criteria; and/or (b) financial statements from a Parent Company for the purposes of satisfying the Financial Criteria. "Parent Company" shall mean any entity controlling the Prospective Bidder (or the relevant Consortium Member), where the skills and financial resources of the Parent Company will be available to the Prospective Bidder or Consortium Member and "control" means control in any manner that results in control in fact, whether directly through the ownership of investment shares or indirectly through a trust, a contract, the ownership of investment shares of any other body corporate or otherwise.

In consideration of the above, we hereby confirm and undertake that:

- We are the Parent Company of [name of subsidiary], which is seeking to pre-qualify for the Project as [Prospective Bidder/Consortium Member];
- We will make available sufficient technical resources and skills to [name of subsidiary] to enable it to contribute the same to the Project Company; [and/or]

We will make available sufficient funds to [name of subsidiary] to enable it to meet its obligations as a shareholder of the Project Company (to be formed pursuant to the PPP Contract) and exercise its right and perform its obligations as the Lead Member or Consortium



BRT Yellow Line Project – Pre-Qualification Document



Member of the Project; except where the context requires otherwise, capitalized terms used in this letter shall have the meaning ascribed in the Pre-Qualification Document or the PPP Contract.

Yours faithfully

[Name of Parent Company]

By: _____

Name: _____

Title: _____

(Authorized signatory)



BRT Yellow Line Project – Pre-Qualification Document



Declaration

We the undersigned return this Pre-Qualification Document submission and acknowledge that we are bound by its content.

We confirm that we are fully conversant with the requirements of the GoS and the subject matter of the procurement exercise as set out in the Pre-Qualification Document.

We warrant that the details of this Pre-Qualification Document submission have not been communicated to any other person or adjusted in accordance with any agreement or arrangement with any other person or organization.

We acknowledge that the GoS is not bound to proceed with the procurement exercise and reserves the right at its absolute discretion to accept or not accept any Pre-Qualification Document submitted and thereafter invite any Bidder to proceed to Stage 2.

We certify that we have full power and authority to submit this Pre-Qualification Document response and that this is a bona fide Pre-Qualification Document submission.

Signed for and on behalf of (Bidder/consortium member)

Signature:

Position:

Name:

Address:

Power of attorney attached: (YES/NO)

Date:

(Please return this form with your completed questionnaire on your company's letter head.)



**Bus Rapid Transit
System (BRTS) – Yellow
Line – from Dawood
Chowrangi & Regal Chowk
via 8000 Road, Korangi Road
and FTC
Pre-Qualification Document
For
Revenue Collection & ITS
Services**



**Transport and Mass
Transit Department,
Government of Sindh**



**PPP Unit Finance
Department
Government of Sindh**

January 2014



**NES
PAK** National Engineering Services
Pakistan (Pvt) Limited



MOHSIN TAYEBALY & CO.
Corporate Legal Consultants | Barristers & Advocates
High Courts & Supreme Court



BRT Yellow Line Project – Pre-Qualification Document

Reference: Bus Rapid Transit System (BRTS) – Yellow line

Dear Pre-Qualification Applicant

Transport and Mass Transit Department, Government of Sindh (“GoS”), in association with the Public Private Partnership (“PPP”) Unit of the Finance Department, GoS, hereby invites Pre-Qualification Applications from interested companies or consortia (“**Prospective Bidders**”) to be qualified to bid for Revenue (Fare and Non-Fare) Collection Services and to Design, Build, Finance, Operate, Maintain and Transfer ITS Services for Bus Rapid Transit System (“BRTS”) – Yellow Line (“Yellow Line”) under Public Private Partnership (“PPP”) mode (the “**Project**”). This Pre-Qualification Document pertains only to Revenue (Fare and Non-Fare) Collection & ITS Services portion of the BRTS Yellow Line Project. The remaining portions of the BRT Yellow Line Project (namely Infrastructure and Bus Operations) have been bid out independently. Prospective Bidders who wish to participate in one or both of the other two elements may do so and can obtain corresponding RFQs from www.pppunitsindh.gov.pk and www.pprasindh.gov.pk. The PPP contract (“**Concession Agreement**”) will be awarded for a period of 12.5 years through competitive bidding process (“**Bidding Process**”) open to both local and international Pre-Qualified bidders.

The following Pre-Qualification procedure will be adopted:

1. This Pre-Qualification Document is provided with a Project Brief (which gives Prospective Bidders an overview of the Project)
2. Following the submission of the Pre-Qualification Applications, interested companies or consortia will be evaluated on the requirements and criteria set forth in the attached Instructions to Prospective Bidders
3. Prospective Bidders whose Pre-Qualification Application is determined to be substantially responsive to the requirements and criteria of the Pre-Qualification process shall be designated as “**Qualified Bidders**”
4. Qualified Bidders shall be issued Request For Proposal (“RFP”) which will include detail scope of work. Based on the RFP, the Qualified Bidders will be invited to participate in the bidding process.

Pre-Qualification Applications must be delivered no later than 2:00 pm on 25th February 2014, at the address indicated in Section 8 of this document.

Sincerely

Fazal Karim Khatri
Director General, Mass Transit Cell,
Transport and Mass Transit Department, Government of Sindh
6TH Floor, East Annexe, Civic Centre,
Gulshan-E-Iqbal, Karachi-75300
Tel: 021-99230665,
Email: fkkhatri@gmail.com



BRT Yellow Line Project – Pre-Qualification Document

IMPORTANT NOTICE

The Pre-Qualification Document is provided to the recipient solely for use in preparing and submitting applications for Request For Qualification (“Pre-Qualification Document”) in a competitive tender for Revenue (Fare and Non-Fare) Collection Services and to Design, Build, Finance, Operate, Maintain and Transfer ITS Services for BRTS – Yellow Line under PPP mode for a term of approximately 12.5 years. The Pre-Qualification Document is being issued by Transport and Mass Transit Department in association with PPP Unit, Finance Department, GoS solely for use by prospective investors in considering the Project. The Pre-Qualification Document has been prepared with the assistance of the Transaction Advisers for Project i.e. KPMG Taseer Hadi & Co. (“KPMG”) as Lead Transaction and Financial Advisor, National Engineering Services Pakistan (Pvt.) Limited (“NESPAK”) as Technical Advisor and Mohsin Tayebaly & Co. (“MTC”) as Legal Advisor.

None of the above entities, nor their employees or consultants make any representation (expressed or implied) or warranties as to the accuracy or completeness of the information contained herein, in the Project Brief or other document made available to a person in connection with the tender process for the Project and shall have no liability for this Pre-Qualification Document or for any other written or oral communication transmitted to the recipient in the course of the recipient’s evaluation of the Project. Neither these entities nor their employees or consultants will be liable to reimburse or compensate the recipient, for any costs or expenses incurred by the recipient in evaluating or acting upon this Prequalification Document or otherwise in connection with the Project as contemplated herein.

There are three elements of The Project namely:

- a. Infrastructure Development
- b. Bus Operation Services
- c. Revenue Collection & ITS services

Kindly note that this RFQ is for **Revenue Collection & ITS services only**, Prospective Bidders that wish to participate in one or both of the other two elements may do so and can obtain corresponding RFQs from www.pppunitsindh.gov.pk and www.pprasindh.gov.pk.

The Pre-Qualification Document does not constitute a solicitation to invest, or otherwise participate, in the Project.

Note: The GoS is in the process of constituting a Regulatory Company / Authority under Transport and Mass Transit Department, GoS namely the “Sindh Mass Transit Company / Authority” that shall regulate, monitor and oversee this Project, and other upcoming or planned mass transit projects in the province of Sindh. The Sindh Mass Transit Company / Authority shall offer a one-window solution bringing various stakeholders together, facilitate and bring efficiency to mass transit projects being implemented in the province of Sindh. Until such company is incorporated, the said functions shall be conducted by the Transport and Mass Transit Department, GoS.



BRT Yellow Line Project – Pre-Qualification Document



TABLE OF CONTENTS

1	INTRODUCTION	5
2	PROJECT OBJECTIVES AND OUTPUTS.....	10
3	COMMERCIAL PRINCIPLES.....	11
4	PROCUREMENT PROCESS.....	12
5	EVALUATION CRITERIA.....	13
6	INFORMATION TO BE SUBMITTED IN RESPONSE TO PRE-QUALIFICATION	14
7	PROJECT LIAISON AND COMMUNICATION	16
8	PRE-QUALIFICATION DOCUMENT RESPONSE SUBMISSION	18
9	CONDITIONS OF PRE-QUALIFICATION RESPONSE.....	19
10	DISCLAIMER	23
	APPENDICES	24
	APPENDIX A – BUS RAPID TRANSIT SYSTEM – YELLOW LINE – MAP	25
	APPENDIX B – PRE-QUALIFICATION DOCUMENT RESPONSE FORMS	26
	APPENDIX C – FORM OF LETTER OF SUPPORT FROM PARENT COMPANY (IF REQUIRED)	35



INTRODUCTION

1.1 Instructions to prospective bidders

The Transport and Mass Transit Department assisted by PPP Unit, hereby invites interested private sector parties (“Bidders”) through this Request for Qualification (“Pre-Qualification Document”) to submit their Application for Qualification along with Qualification documents (as specified in this document) for Revenue (Fare and Non-Fare) Collection Services and to Design, Build, Finance, Operate, Maintain and Transfer ITS Services for BRTS – Yellow Line under PPP mode.

BRTS “Yellow Line” is a 26 Km (approx) route starting from Dawood Chowrangi to Numaish Chowrangi & Regal Chowk via 8000 Road, Korangi Road and FTC. It is currently envisaged that the concession term will be for a period of approximately 12.5 years. The Transport and Mass Transit Department expects the term to include approximately 0.5 year of Financial Close, 02 years of design and construction followed by a 10 year operating period.

The Project will be structured as a Concession Agreement between Transport and Mass Transit Department and the private sector through a Special Purpose Vehicle (“SPV”) that must be a locally registered company incorporated in accordance with the laws of Pakistan to be formed after tender award (Letter of Intent). The Concession Contract will be awarded through a Competitive Bidding Process open to local and international prequalified bidders only.

The detailed scope of work to implement the project shall be provided at the RFP stage. However, briefly, firm(s) shall be expected to perform, among other things, the following tasks:

- a) Development of ITS system for monitoring bus fleet, service quality and ridership
- b) Fare collection through installation and operation of IT based system
- c) Work in coordination with MT Cell, Infrastructure Developer and Bus Operator(s)
- d) Operate and Maintain ITS and Revenue Collection systems and ensure it is operational at all times
- e) Develop and implement business plan to explore Fare and Non-Fare revenue options including advertising, marketing and branding etc.
- f) Provide Security Service for Bus Stations and other Facilities



BRT Yellow Line Project – Pre-Qualification Document

1.2 Project Background

A detailed Karachi Urban Transportation Improvement Study (KTIP) has been completed by Japan International Cooperation Agency (JICA) led team. Based on a comprehensive study, the plan integrates roads and Mass Transit related project into Urban Transport Master Plan for Karachi City.

The captioned KTIP study conducted by JICA finalized 2 Mass Rapid Transit (MRT) and 6 BRTS lines besides Revitalization of Karachi Circular Railway (KCR) on modern lines. The Transport and Mass Transit Department in association with Public Private Partnership (PPP) unit, Government of Sindh (GoS) initiated the feasibility study and preliminary design of one of the six (6) BRT corridors, the “Yellow Line”, in February 2013. The said feasibility will be available to the Pre-Qualified Bidders along with the respective Bidding Documents and Draft Concession Agreement.

1.3 BRT System Concept

BRT is a cost effective, high capacity and innovative public transit solution that can considerably improve urban mobility. BRT System is generally of a higher standard than a conventional bus system whereby buses are fully removed from other traffic, for example, running parallel to a congested arterial, while others are much less segregated. This provides for uninterrupted, fast, reliable and easy means of transportation to the passengers.

BRT uses buses on roadways or dedicated lanes to swiftly and efficiently transport passengers to their destinations, while offering the flexibility to meet transportation demand. BRT systems can easily be customized to community needs and incorporate state-of-the-art, low-cost technologies that result in more convenient passenger transportation and less congestion.

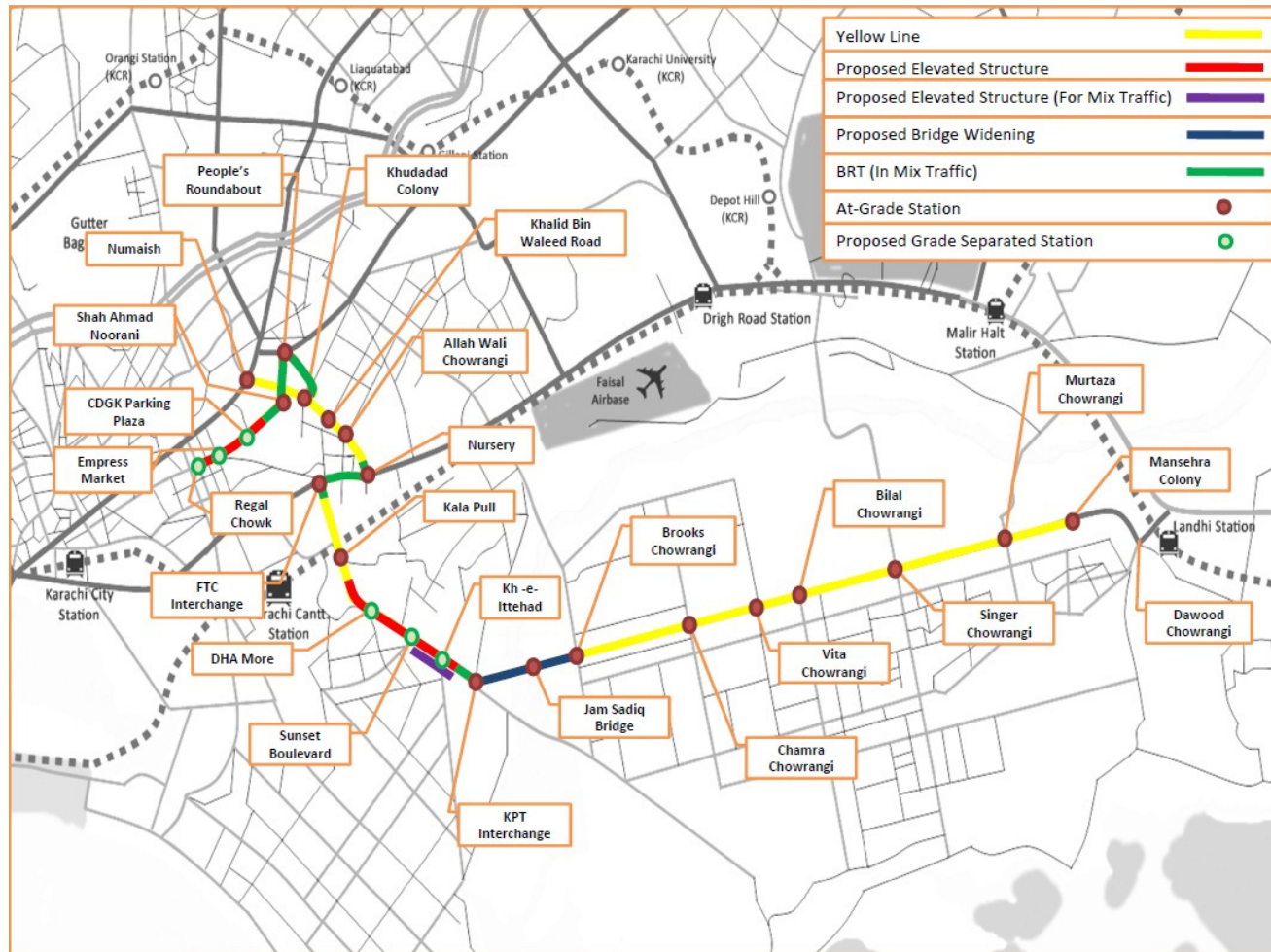
1.4 Project Route/Location

The Project start point is “Dawood Chowrangi” and the BRT service start point is Mansehra Colony. The BRT route from Mansehra Colony (BRT service start point) runs through FTC, Shahrah-e-Faisal, Shahrah-e-Quaideen up to Khudadad Chowrangi from where it takes Kashmir Road to People’s Roundabout and then to Regal Chowk through New M.A. Jinnah Road / Preedy Street. From Regal Chowk it turns back following the same route up to Shah Ahmad Noorani Chowrangi and ends at Numaish (Project end point) and back to Mansehra Colony through Shahrah-e-Quaideen, Shahrah-e-Faisal, Korangi Road and 8000 Road. Due to the narrow and congested road section between Dawood Chowrangi and Mansehra Colony, up gradation of this section of the road is part of the Infrastructure Development.



BRT Yellow Line Project – Pre-Qualification Document

Figure 1: Shows the final study area corridor and major intersections within the project area





BRT Yellow Line Project – Pre-Qualification Document



1.5 Purpose of Pre-Qualification Document

The purpose of this Pre-Qualification Document is to:

- 1.5.1 Provide interested parties with the Introduction of the Project;
- 1.5.2 Set out the objectives, the proposed commercial principles governing the Project;
- 1.5.3 Explain Transport and Mass Transit Department's expectations in seeking private sector investment and participation;
- 1.5.4 Explain the intended procurement process;
- 1.5.5 Outline the Pre-Qualification criteria;
- 1.5.6 Specify the terms and conditions for participation by Bidders in this Pre-qualification stage of the procurement; and
- 1.5.7 Elicit responses from Bidders with the skills, knowledge, experience, capability, financial resources, capacity and approach necessary to deliver, finance and maintain the Project.

1.6 Consortium-Lead Members

- 1.6.1 A Prospective Bidder may show interest individually or take the form of a consortium (a "Consortium") comprised of companies, firms, corporate bodies or other legal entities, each of which are members of the consortium ("Consortium Member"). In such a case, each Consortium shall appoint and authorize one (1) lead member ("Lead Member") to represent and irrevocably bind all members of the Consortium in all matters connected with the Pre-Qualification and tendering process, including, but not limited to, the submission of the Prequalification Application on behalf of the Consortium.

1.7 Parent Company

- 1.7.1 The Prospective Bidder, or Consortium Member(s) in the case of a Consortium, may elect to present evidence of projects undertaken by its Parent Company to satisfy the Technical Criteria. In doing so it must demonstrate to the satisfaction of the Standing Committee formed for the Project by the Government for evaluation of the Bidders that the relevant skills and resources of the Parent Company will be available to the Prospective Bidder or Consortium Member (in accordance with the Evaluation Criteria in Section 5).
- 1.7.2 The Prospective Bidder, or each Consortium Member, may elect to present financial statements from a Parent Company to satisfy the Financial Criteria.
- 1.7.3 Should a Prospective Bidder be qualified based upon the technical and or financial qualifications of the Parent Company, such Parent Company shall be required to provide a Letter of Support for the bid process and the Concession Contract substantially in the form of **Annex C**.



BRT Yellow Line Project - Pre-Qualification Document



1.8 Pre - Qualification costs

- 1.8.1 The Prospective Bidder shall bear all costs ("Pre-Qualification Costs") associated with the preparation and submission of its Prequalification Applications, including, without limitation, all costs and expenses related to the Prospective Bidder's preparation of responses to questions or requests for clarification.



PROJECT OBJECTIVES AND OUTPUTS

- 2.1 Karachi city is passing through an uncontrolled phase of rapid urbanization and motorization. The mitigation of transportation externalities requires a shift towards sustainable transportation systems.
- 2.2 The current public transport system of Karachi City constitutes a small percentage of the total vehicle fleet (4.5%) and serves about 42% of passenger demand but receives no preferential treatment in terms of dedicated lanes or traffic management solutions as compared to Private Cars which is 36% of Total Vehicular Traffic but carries only 21% of Persons.
- 2.3 Keeping the above parameters in mind, Transport and Mass Transit Department / GoS aims to achieve following objectives;
 - 2.3.1 To vastly improve the quality of public transport system in Karachi;
 - 2.3.2 To provide reliable, high quality, fast and environmentally friendly BRT Bus Service;
 - 2.3.3 To provide infrastructure that allows buses to ply in an efficient manner with exclusive right of way for a significant portion of their route length, including priority at intersections to minimize delays; and
 - 2.3.4 Reduce travel time.



COMMERCIAL PRINCIPLES

- 3.1 This section provides an overview of the key features of the anticipated commercial structure for the implementation of the Revenue (Fare and Non-Fare) Collection & ITS Services of the BRT Yellow Line Project. The Request for Proposal (“RFP”) that will be issued during the next stage of the procurement process to the Qualified Bidders
- 3.2 The Transport and Mass Transit Department wishes to draw the Bidders’ attention to the following key commercial principles that it intends to apply to the Revenue (Fare and Non-Fare) Collection and ITS Services of the BRT Yellow Line Project:
 - 3.2.1 The successful Bidder will enter into a Concession Agreement with the Transport and Mass Transit Department to provide Revenue (Fare and Non-Fare) Collection Services and to Design, Build, Finance, Operate, Maintain and Transfer ITS Services for Bus Rapid Transit System BRTS – Yellow Line under Public Private Partnership mode;
 - 3.2.2 The Term of the Concession Agreement will be 12.5 years and will commence from signing of the Concession Agreement. The Transport and Mass Transit Department expects the term to include approximately 0.5 year of Financial Close, 02 years of Design and Procurement/Construction/Installation followed by 10 years of Operating Period;
 - 3.2.3 Ownership of the Project related assets will be transferred to Transport and Mass Transit Department following the end of Concession period. The Concession Agreement will define the end of term requirements and hand back conditions for the ITS Infrastructure of Bus Rapid Transit System – Yellow Line at the end of the Concession Agreement term;
 - 3.2.4 The successful Bidder will also be responsible for obtaining all necessary permits, licenses, NOCs etc. for the successful delivery of the Project;
 - 3.2.5 The Transport and Mass Transit Department will have the right to visit, inspect, monitor and review the performance of the Concessionaire;
 - 3.2.6 The payment mechanism is envisaged to be a Percentage payment surcharge on Revenue Collected.



PROCUREMENT PROCESS

- 4.1 The intended process for the selection of the successful Bidder is set out below.
- 4.2 **Stage 1 – Pre-Qualification**
- 4.2.1 At the Pre-Qualification stage, potential bidders will submit application for qualification as per requirements contained here in to demonstrate their capabilities to fulfil their envisaged roles and responsibilities of the private sector partner.
- 4.3 **Stage 2 – Request for Proposal (RFP)**
- 4.3.1 Successfully qualified bidders will proceed to the RFP stage and will be invited to submit Bids.
- 4.4 **Finalization of Project Documentation**
- 4.4.1 Upon award of the Contract Transport and Mass Transit Department and the successful Bidder will negotiate and work towards finalization of the Concession Agreement and associated contracts.
- 4.5 **Indicative Timeline***

Issuance of Expression of Interest (“EOI”)	January 2014
Deadline for submission of Qualification Documents	55 Days**
Issuance of Request for Proposal (“RFP”) and Draft Concession Agreement to short listed bidders	80 Days**
Deadline for submission of queries on RFP and Draft Concession Agreement	95 Days**
Pre-bid conference	100 Days**
Deadline for submission of Bid/Proposals	180 Days**

***The above steps and timelines are tentative.**

**** Tentative from the date of Issuance of EOI (approx).**



EVALUATION CRITERIA

5.1 At the Pre-qualification stage, Bids will be evaluated against the following criteria.

Criteria
Financial Capability
Average annual turnover during the last 3 years by Firm/Consortia collectively should be Rs. 10 million or more (Attach audited Income statement/ Balance sheet).
Average Net Worth during the last 3 years by Firm/Consortia collectively should be Rs. 10 million or more (Attach audited Income statement/ Balance sheet).
Technical Capability
Experience of successfully operating at least 2 (two) fare/toll collection projects by the firm / consortia in the past seven years.
Experience in installation, and maintenance of Passenger Information System, Bus Scheduling and Dispatch System, Automatic Fare Collection System, etc .in at least 1 (one) bus/rail based public transit system projects comprising of in the last 10 years

Note: Please note that the captioned bidder will also be expected to make and implement business plan for collecting non-fare revenue for the Project and will be expected to engage a respective firm having related experience.

- 5.2 Transport and Mass Transit Department reserves the right to change the timing, form and substance of the evaluation procedure at its discretion, without prior notice to the Bidders and shall be under no liability to Bidders in respect thereof. Any changes to the procedure will be communicated to the Bidders as quickly as is practicable.
- 5.3 On receipt of the response submissions each response will be checked for completeness and their compliance with the requirements detailed in this document. Non-compliant or incomplete submissions may be rejected. Those firm(s) / consortia who positively meet all of the above criteria (Both Technical and Financial) shall be qualified for the next stage of bidding.



INFORMATION TO BE SUBMITTED IN RESPONSE TO PRE-QUALIFICATION

This section sets out the minimum information requirements for responses to the Pre-Qualification Document. Bidders should support their submissions with other information where they believe it is essential to their Pre-Qualification Document response.

The minimum list of information to be submitted is set out below. Each submission should also be accompanied by the Pre-Qualification Document Forms attached as **Appendix B**, completed as required. A failure to respond to any of these elements may result in the Bidder's submission being disqualified from the Pre-qualification process. Bidders should use the list of requirements in this section as the framework for their responses to assist the evaluation of their submissions.

6.1 Basic Information

- 6.1.1 Bidders must provide information on the identity, management structure and organization of the consortium or organization in the case where the Bidder is a sole organization, including as a minimum, an outline summary of:
- a) Corporate structure, shareholdings and shareholder agreements;
 - b) Consortium, joint venture or subcontractor agreements;
 - c) Lead partner identity and nomination with contact information;
 - d) Roles and responsibilities of each partner and main subcontractors in the Consortium or organization; and
 - e) Letter of Association (in case of Consortium)

6.2 Financial Information

- 6.2.1 Bidders must provide evidence of financial strength of the consortium or organization by providing:
- a) The audited accounts for the last 3 years for each of the equity provider(s), the fare collector and any other key consortium members;
 - b) Where an equity provider, fare collector and / or any other key subcontractor intends to procure a corporate guarantee from a parent company or other entities, the audited accounts for the last 3 years of that parent company or other entities; and
 - c) Any other information for the equity provider, fare collector or any other subcontractor needed to demonstrate financial capacity to provide the relevant service to the Project over the relevant time period.



BRT Yellow Line Project – Pre-Qualification Document



6.3 History of Litigation, Bankruptcy and Blacklisting

- 6.3.1 The Pre-Qualification Applicant, or if the Prospective Bidder is a Consortium, each Consortium member, shall not be subject to any bankruptcy or liquidation proceedings.
 - 6.3.2 The Pre-Qualification Applicant, or if the Prospective Bidder is a Consortium, each Consortium member, shall not have been convicted of fraud, corruption, or money laundering.
 - 6.3.3 Previous disqualification or blacklisting.
 - 6.3.4 Whether any of the directors or senior personnel are or have been previously placed on the exit control list
 - 6.3.5 Whether any of the directors have been disqualified from holding any public or private office.
- 6.4 Please note that each page of the Application for Qualification (including Annexure and Support Documents) shall be signed and stamped by the Authorized Representation of the Firm / Consortia



PROJECT LIAISON AND COMMUNICATION

- 7.1 The contact details of the primary person designated for this Pre-Qualification Document are:

Fazal Karim Khatri
Director General, Mass Transit Cell,
Transport and Mass Transit Department, GoS
6TH Floor, East Annexe, Civic Centre,
Gulshan-E-Iqbal, Karachi-75300
TEL: 021-99230665,
Email: fkkhatri@gmail.com

Qassim Dada,
Assistant Director, Public Private Partnership Unit,
Finance Department, GoS
7th Floor, AK Lodhi Complex, Sindh Secretariat No. 6,
Sharah-e-Kamal-Atta-turk Road, Karachi, Pakistan
Tel: 021-99222188,
Email: qassim.dada@gmail.com

- 7.2 Each Bidder should nominate a representative with whom the Transport and Mass Transit Department should liaise and provide the representative's details including designation and all relevant contact details.

- 7.3 Bidder clarification and communication process:

- 7.3.1 If any Bidder requires any further information or wishes to raise a clarification, such requests should be addressed to:

Fazal Karim Khatri
Director General, Mass Transit Cell,
Transport and Mass Transit Department, GoS
6TH Floor, East Annexe, Civic Centre,
Gulshan-E-Iqbal, Karachi-75300
TEL: 021-99230665,
Email: fkkhatri@gmail.com

Qassim Dada,
Assistant Director, Public Private Partnership Unit,
Finance Department, GoS
7th Floor, AK Lodhi Complex, Sindh Secretariat No. 6,
Sharah-e-Kamal-Atta-turk Road, Karachi, Pakistan
Tel: 021-99222188,
Email: qassim.dada@gmail.com



BRT Yellow Line Project - Pre-Qualification Document



- 7.3.2 Transport and Mass Transit Department GoS will endeavour to answer all such requests as soon as possible provided that they are received at least 5 Working Days before the date specified for the submission of the Pre-Qualification Document response.
- 7.3.3 Transport and Mass Transit Department will circulate such requests and responses for all clarifications to all Bidders.



PRE-QUALIFICATION DOCUMENT RESPONSE SUBMISSION

- 8.1 Pre-Qualification Document responses shall be submitted in a sealed envelope no later than 2:00 pm on 25th February 2014 to the following address, and marked for the attention of:

Private and Confidential - Only to be opened in front of Standing Committee for BRT Project

**Pre-Qualification Document – BRT Yellow Line
(Revenue Collection & ITS Services)**

Secretary,

Transport and Mass Transit Department,

2nd Floor, Tughlaq House, Sindh Secretariat, Sharah-e-Kamal-Atta-Turk, Karachi.

- 8.2 The Pre-Qualification document submitted shall be opened same day within one hour of submission deadline
- 8.3 Pre-Qualification Document responses must not be qualified in any way apart from as allowed under this Pre-Qualification Document and must be submitted strictly in accordance with this Pre-Qualification Document.
- 8.4 Bidders shall complete and submit their Pre-Qualification Document responses in the format described below:
- 8.4.1 Two (2) hard copies (One original and one photocopy) ;
- 8.4.2 One (1) CD / DVD of the completed Pre-Qualification Document Response Forms and all other supporting documents; and
- 8.5 Any Pre-Qualification Document responses or other supporting documents received after the date for submission will not be considered for acceptance by Transport and Mass Transit Department, unless specifically allowed. Any incomplete submission may be disqualified by Transport and Mass Transit Department at the outset; acceptance may be conditional upon the discretion of Transport and Mass Transit Department in case of incomplete documents, subject to provision of all documents within a specified time.
- 8.6 All Pre-Qualification Document responses and other supporting documents shall be completed in black ink or type, in the English language and state all monetary amounts in PKR.
- 8.7 The Pre-Qualification Document responses must be signed by two representatives, duly authorized by each of the Bidders and where applicable, each consortium member, signing under a power of attorney, a copy of which is to be provided with the Bids.



CONDITIONS OF PRE-QUALIFICATION RESPONSE

9.1 Preliminaries

- 9.1.1 Bidders are invited to submit a response to the Pre-Qualification Document for the Project.
- 9.1.2 Bidders are responsible for obtaining all information necessary for the preparation of their Pre-Qualification Document submissions.
- 9.1.3 All costs, expenses and liabilities incurred by any Bidder in connection with the preparation and submission of a response to the Pre-Qualification Document shall be borne by that Bidder.

9.2 Confidentiality

- 9.2.1 All information supplied by Transport and Mass Transit Department in connection with the Pre-Qualification Document shall be treated as confidential and Bidders shall not, without the prior written consent of Transport and Mass Transit Department, at any time make use of such information for its own purposes or disclose such information to any person (except as may be required by law).
- 9.2.2 The Pre-Qualification Document and every part of it and all other information provided by or on behalf of Transport and Mass Transit Department must be treated as private and confidential. Bidders should not disclose the fact that they have been invited to submit a Pre-Qualification Document response or release details of the Pre-Qualification Document other than on a strictly confidential basis to those parties whom they need to consult for the purposes of preparing the Pre-Qualification Document responses.
- 9.2.3 Bidders shall not at any time release any information concerning the Pre-Qualification Document and/or their Pre-Qualification Document response and/or any related documents and/or any negotiation and/or discussion with Transport and Mass Transit Department in this connection for publication in the press or on radio, television, screen or any other medium.
- 9.2.4 The Pre-Qualification Document and all documents and information provided by or to the Bidders relating to this procurement exercise will remain the property of the Transport and Mass Transit Department and will be returned with the Pre-Qualification Document or if no Pre-Qualification Document is submitted on demand. Further the Transport and Mass Transit Department reserves the right to retain all Pre-Qualification Documents and associated information and documentation submitted in support by the Bidders and their respective consortium members.
- 9.2.5 Each Bidder undertakes to indemnify Transport and Mass Transit Department and to keep Transport and Mass Transit Department indemnified against all actions, claims, demands, liability, proceedings, damages, costs, charges and expenses whatsoever arising out of or in connection with any breach of the provisions of this section 9.



9.3 Rejection of Bidders

- 9.3.1 Any Pre-Qualification Document responses or other documents submitted by any Bidder in respect of which the Bidder:
- 9.3.1.1 Communicates to any person other than Transport and Mass Transit Department any information except in accordance with Section 9.2 above; or
 - 9.3.1.2 Enters into any agreement or arrangement with any other person that such other person shall refrain from submitting Bids or shall limit or restrict the amounts, prices, charges and rates to be shown by any other Bidder in its Bids and other documents; or
 - 9.3.1.3 Offers or agrees to pay or give, or does pay or give, any sum of money, inducement or valuable consideration directly or indirectly to any person for doing or having done or causing or having caused to be done in relation to any other Bidder or any other proposed Bids or other documents any act or omission; or
 - 9.3.1.4 Has directly or indirectly canvassed any member or official of Transport and Mass Transit Department concerning the acceptance of any Bids or has directly or indirectly obtained or attempted to obtain information from any such member or official concerning any other Bids or proposals submitted by any other Bidder,

Shall not be considered for acceptance and shall accordingly be rejected by Transport and Mass Transit Department provided always that such non-acceptance or rejection shall be without prejudice to any other civil remedies available to Transport and Mass Transit Department in respect thereof or to any criminal liability that such conduct by a Bidder may attract.

9.4 Non-Consideration of Pre-Qualification Document Responses

- 9.4.1 Transport and Mass Transit Department may in its absolute discretion refrain from considering Pre-Qualification Document responses if either, in any respect it does not comply with the requirements of the Pre-Qualification Document including these Instructions, or the Pre-Qualification Document responses contains any significant omissions.



BRT Yellow Line Project – Pre-Qualification Document



9.5 Pre-Qualification of Bidders

- 9.5.1 Transport and Mass Transit Department reserves the right to pre-qualify any Bidder whose submitted Pre-Qualification Document response is pursuant to the Pre-Qualification Document.
- 9.5.2 Transport and Mass Transit Department shall not be bound to pre-qualify any Bidder and reserves to itself the right at its absolute discretion to pre-qualify or not pre-qualify any Bidder.
- 9.5.3 Transport and Mass Transit Department may, in its absolute discretion and without further reference to the Respondent or any other Person:
- 9.5.3.1 Conduct reference, credit or other checks with any or all of the references and other sources cited in a Qualification Response;
 - 9.5.3.2 Independently verify any information regarding a Respondent, including its directors, and officers, any member of the Respondent Team, any Respondent Members and any Key Individuals, whether or not contained in any Qualification Response;
 - 9.5.3.3 Conduct any background investigations that it considers necessary or desirable in the course of the Competitive Selection Process;
 - 9.5.3.4 Undertake site visits, seek references, require presentations to be given and undertake interviews as part of the evaluation process; and
 - 9.5.3.5 Seek clarification, more complete, supplementary, and additional information or documentation from the Respondent or in connection with a Pre-Qualification Document Response, if the Transport and Mass Transit Department considers that any Pre-Qualification Document Response or any part of a Pre-Qualification Document Response requires clarification or more complete information, contains an alteration, qualification, omission, inaccuracy or misstatement, or does not for any reason whatsoever comply with any requirements of this Pre-Qualification Document.

9.6 Bidder's Warranties

- 9.6.1 In submitting its Pre-Qualification Document response, each Bidder warrants, represents and undertakes to Transport and Mass Transit Department that:
- 9.6.1.1 It has not done any of the acts or matters referred to in Section 9.3 above and has complied in all respects with this Pre-Qualification Document;
 - 9.6.1.2 All information, representations and other matters of fact communicated (whether in writing or otherwise) to Transport and Mass Transit Department by the Bidder, its employees or agents in connection with or arising out of the Pre-Qualification Document response submission are true, complete and accurate in all respects;
 - 9.6.1.3 It has made its own investigations and research and has satisfied itself in respect of all matters (whether actual or contingent) relating to the Pre-Qualification Document response; and



BRT Yellow Line Project – Pre-Qualification Document



- 9.6.1.4 It has satisfied itself as to the correctness and sufficiency of the information it has inserted in the Pre-Qualification Document response and included in other submitted information.

9.7 General

- 9.7.1 Bidders are advised to retain for themselves details of their Pre-Qualification Document response submissions. Transport and Mass Transit Department reserve the right to make a charge if a Bidder requests a copy of its submitted Pre-Qualification Document response.



DISCLAIMER

- 10.1** Bidders and their respective consortium members are responsible for obtaining all information necessary for the preparation of their Pre-Qualification Document submissions. All costs, expenses and liabilities incurred by any Bidder and consortium members in connection with the preparation and submission of the Pre-Qualification Document and in discussion with the Transport and Mass Transit Department shall be borne by the Bidders and consortium members.
- 10.2** Whilst the Transport and Mass Transit Department will use its reasonable endeavours to see that all information given to the Bidders and consortium members is both truthful and accurate, the Transport and Mass Transit Department in no way warrants or accepts any liability for the same and Bidders and consortium members must satisfy themselves of the accuracy of any information provided by the Transport and Mass Transit Department and that the same is both truthful and accurate. The Transport and Mass Transit Department accepts no responsibility or liability whatsoever for any cost, loss or damage of whatever kind and howsoever caused arising from or in consequence of the use by Bidders or consortium members of such information.



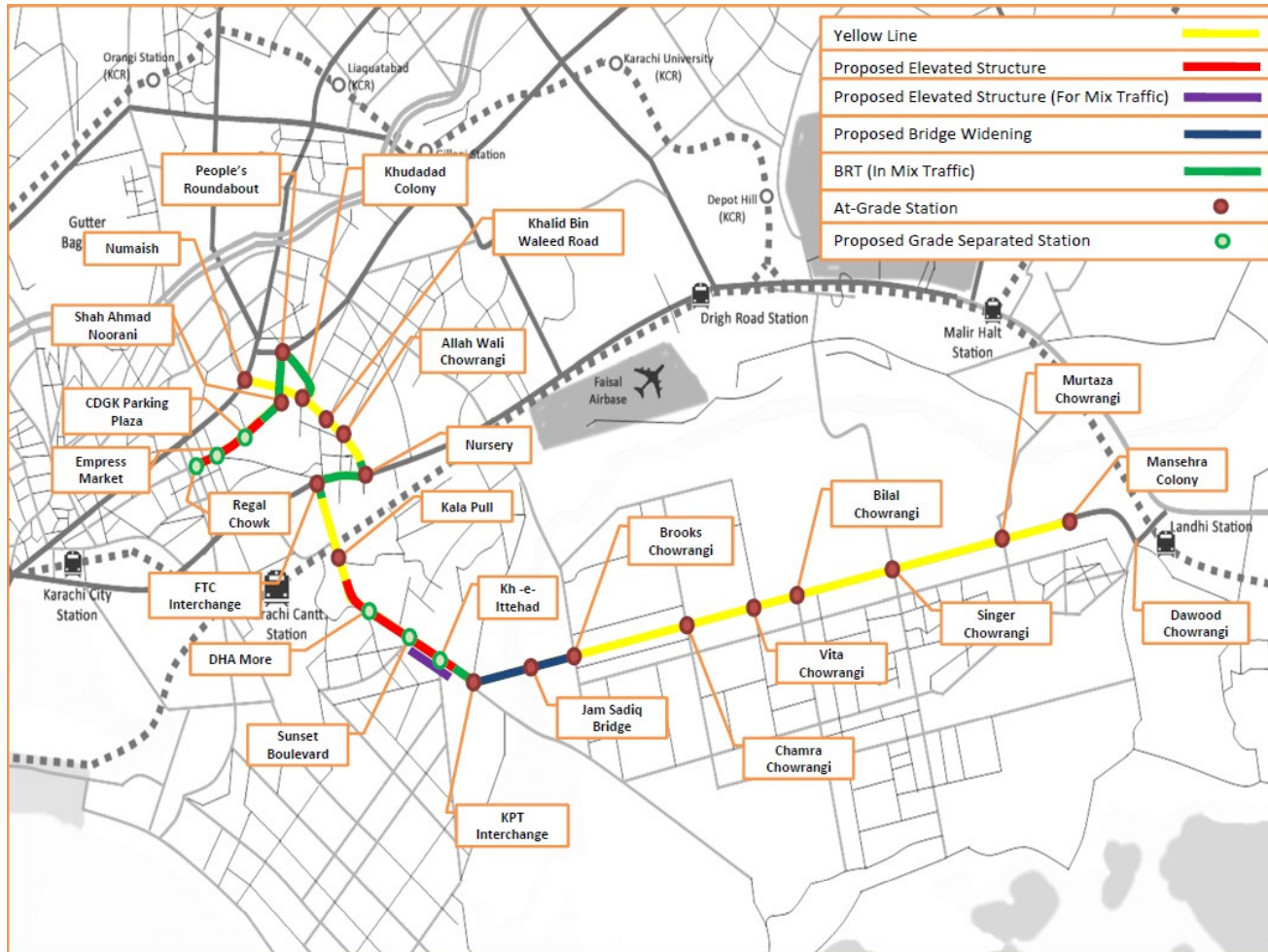
APPENDICES

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BRT Yellow Line Project – Pre-Qualification Document

APPENDIX A – BUS RAPID TRANSIT SYSTEM – YELLOW LINE – MAP





BRT Yellow Line Project - Pre-Qualification Document

APPENDIX B – PRE-QUALIFICATION DOCUMENT RESPONSE FORMS

[NOTE: The forms contained below sets out the questions, pertaining to Section 6, for which Bidders must provide a response. It is also required that Bidders will present their responses in a manner that is consistent with the layout of these forms. Cross referencing from the forms to attachments is permitted where appropriate.]



BRT Yellow Line Project – Pre-Qualification Document



6.1 Basic Information

No.	Pre-Qualification Document Ref.No
1	6.1.1
<p>Response</p> <p>Prospective bidder information</p> <p>Name:</p> <p>Type: (Corporation, Partnership, etc.)</p> <p>Commercial Registration No.:</p> <p>Domicile:</p> <p>Address of principal office:</p> <p>Telephone No.:</p> <p>Fax No.:</p> <p>E-mail address:</p> <p>Primary areas of business:</p> <p>Ownership structure: (attach separately)</p> <p>Proposed Roles and Responsibilities:</p> <p>Key Contact person:</p> <p>Consortium Member Information: (If applicable, fill in details for all Consortium Members, identifying the Lead Member)</p> <p>Name:</p> <p>Type: (Corporation, Partnership, etc.)</p> <p>Commercial Registration No.:</p> <p>Domicile:</p> <p>Address of principal office:</p> <p>Telephone No.:</p> <p>Fax No.:</p> <p>E-mail address:</p> <p>Primary areas of business:</p> <p>Ownership structure (attach separately)</p> <p>Proposed Roles and Responsibilities of each partner and main subcontractors in the Consortium or organization:</p> <p>Key Contact person:</p>	



BRT Yellow Line Project – Pre-Qualification Document



No.	Pre-Qualification Document Ref. No
2	6.1.2

Response

S. No.	Name of the Employer	Designation/ Title	Employment Status (Permanent/ Temporary/ Contract)	Overall Professional Experience (Years)	Experience with the Organization (Years)	Relevant Experience (Years)	Proposed Role	Qualification (s)	Key Projects handled	Remarks
1.										
2.										
3.										
4.										
5.										
6.										
7.										
8.										
9.										
10.										
11.										
12.										
13.										
14.										



BRT Yellow Line Project - Pre-Qualification Document



6.2 Financial Information

No.	Pre-Qualification Document Ref.No	Question
3	6.2.1 a)	The audited accounts for the last 3 years for each of the equity provider(s), fare collector, and any other key consortium members;
<p>Response</p>		



BRT Yellow Line Project – Pre-Qualification Document



No.	Pre-Qualification Document Ref.No	Question
4	6.2.1 b)	Where an equity provider, fare collector, or any other key subcontractor intends to procure a corporate guarantee from a parent company or other entities, the audited accounts for the last 3 years of that parent company or other entities;
Response		



BRT Yellow Line Project - Pre-Qualification Document



No.	Pre-Qualification Document Ref.No	Question
5	6.2.1 c)	Any other information for the equity provider, fare collector, or any other subcontractor needed to demonstrate financial capacity to provide the relevant service to the Project over the relevant time period.
Response		



BRT Yellow Line Project – Pre-Qualification Document



6.3 Experience in similar projects

No.	Pre-Qualification Document Ref.No	Question																												
6	6.3.1	Provide details and evidence of experience of managing at least two fare/toll collection operations in the last seven years.																												
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BRT Yellow Line Project – Pre-Qualification Document



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BRT Yellow Line Project – Pre-Qualification Document



No.	Pre-Qualification Document Ref.No	Question
8	6.4	Provide Affidavit confirming no history of litigation/ blacklisting and bankruptcy or liquidation proceedings Previous disqualification or blacklisting. Whether any of the directors or senior personnel are or have been previously placed on the exit control list Whether any of the directors have been disqualified from holding any public or private office.
Response		Affidavit

Provision of Bus Rapid Transit System [Date]

Fazal Karim Khatri
Director General, Mass Transit Cell
Transport and Mass Transit Department GoS
 6TH FLOOR, EAST ANNEXE, CIVIC CENTRE,
 GULSHAN-E-IQBAL, KARACHI-75300

[Name of Prospective Bidder/Lead Member of Consortium] hereby represents and warrants that, as of the date of this letter [Name of Prospective Bidder/Lead Member of Consortium], and each Consortium Member (if applicable):

- is not in bankruptcy or liquidation proceedings; and
- has not been convicted of, fraud, corruption or money laundering and is not aware of any pending prosecution, proceedings or legal action against it in such respect.

Yours sincerely

Authorized signature

Name and title signatory

Name of Firm

Address



APPENDIX C – FORM OF LETTER OF SUPPORT FROM PARENT COMPANY (IF REQUIRED)

To the attention of:

Fazal Karim Khatri
Director General, Mass Transit Cell
Transport and Mass Transit Department GoS
6TH FLOOR, EAST ANNEXE, CIVIC CENTRE,
GULSHAN-E-IQBAL, KARACHI-75300

[Date] 2010

Dear Sir

We refer to the prequalification document ("Prequalification Document") issued by Transport and Mass Transit Department, in association with the Public Private Partnership Unit Finance Department ("PPP Unit"), dated [ddmm2013], for the execution and completion of a Public-Private Partnership Contract ("PPP") tender in respect of Revenue (Fare and Non-Fare) Collection Services and to Design, Build, Finance, Operate, Maintain and Transfer ITS Services for Bus Rapid Transit System ("BRTS") – Yellow Line ("Yellow Line").

According to the part 1.4 of the Prequalification Document, the Prospective Bidder, or Consortium Member (if the Prospective Bidder is a Consortium), may elect to present (a) evidence of projects undertaken by a Parent Company to satisfy the Technical Criteria and Financial Criteria; and/or (b) financial statements from a Parent Company for the purposes of satisfying the Financial Criteria. "Parent Company" shall mean any entity controlling the Prospective Bidder (or the relevant Consortium Member), where the skills and financial resources of the Parent Company will be available to the Prospective Bidder or Consortium Member and "control" means control in any manner that results in control in fact, whether directly through the ownership of investment shares or indirectly through a trust, a contract, the ownership of investment shares of any other body corporate or otherwise.

In consideration of the above, we hereby confirm and undertake that:

- We are the Parent Company of [name of subsidiary], which is seeking to pre-qualify for the Project as [Prospective Bidder/Consortium Member];
- We will make available sufficient technical resources and skills to [name of subsidiary] to enable it to contribute the same to the Project Company; [and/or]

We will make available sufficient funds to [name of subsidiary] to enable it to meet its obligations as a shareholder of the Project Company (to be formed pursuant to the PPP Contract) and exercise its right and perform its obligations as the Lead Member or Consortium Member of the Project; except where the context requires otherwise, capitalized terms used in



BRT Yellow Line Project - Pre-Qualification Document



this letter shall have the meaning ascribed in the Prequalification Document or the PPP Contract.

Yours faithfully

[Name of Parent Company]

By: _____

Name: _____

Title: _____

(Authorized signatory)



BRT Yellow Line Project – Pre-Qualification Document



Declaration

We the undersigned return this Pre-Qualification Document submission and acknowledge that we are bound by its content.

We confirm that we are fully conversant with the requirements of the Transport and Mass Transit Department and the subject matter of the procurement exercise as set out in the Pre-Qualification Document.

We warrant that the details of this Pre-Qualification Document submission have not been communicated to any other person or adjusted in accordance with any agreement or arrangement with any other person or organization.

We acknowledge that the Transport and Mass Transit Department is not bound to proceed with the procurement exercise and reserves the right at its absolute discretion to accept or not accept any Pre-Qualification Document submitted and thereafter invite any Bidder to proceed to Stage 2.

We certify that we have full power and authority to submit this Pre-Qualification Document response and that this is a bona fide Pre-Qualification Document submission.

Signed for and on behalf of (Bidder/consortium member) _____

Signature: _____

Position: _____

Name: _____

Address: _____

Power of attorney attached: (YES/NO) _____

Date: _____

(Please return this form with your completed questionnaire on your company’s letter head.)



**Bus Rapid Transit
 System (BRTS) – Yellow
 Line – from Dawood
 Chowrangi & Regal Chowk
 via 8000 Road, Korangi Road
 and FTC**
**Pre-Qualification Document
 For
 Bus Operation Services**



**Transport and Mass
 Transit Department
 Government of Sindh**



**PPP Unit Finance
 Department
 Government of Sindh**

January 2014





BRT Yellow Line Project – Pre-Qualification Document

Reference: Bus Rapid Transit System (BRTS) – Yellow line

Dear Pre-Qualification Applicant

Transport and Mass Transit Department, Government of Sindh (“GoS”), in association with the Public Private Partnership (“PPP”) Unit of the Finance Department, GoS, hereby invites Pre-Qualification Applications from interested companies or consortia (“**Prospective Bidders**”) to be qualified to bid to Procure, Finance, Operate and Maintain Bus Operation Services of Bus Rapid Transit System (“BRTS”) – Yellow Line (“Yellow Line”) under Public Private Partnership (“PPP”) mode (the “**Project**”). This Pre-Qualification Document pertains only to Bus Operation Services portion of the BRTS Yellow Line Project. The remaining portions of the BRT Yellow Line Project (namely Infrastructure Development and Revenue Collection & ITS Services) have been bid out independently. Prospective Bidders who wish to participate in one or both of the other two elements may do so and can obtain corresponding RFQs from www.pppunitsindh.gov.pk and www.pprasindh.gov.pk. The PPP contract (“**Concession Agreement**”) will be awarded for a period of 12.5 years through competitive bidding process (“**Bidding Process**”) open to both local and international Pre-Qualified bidders.

The following Pre-Qualification procedure will be adopted:

1. This Pre-Qualification Document is provided with a Project Brief (which gives Prospective Bidders an overview of the Project)
2. Following the submission of the Pre-Qualification Applications, interested companies or consortia will be evaluated on the requirements and criteria set forth in the attached Instructions to Prospective Bidders
3. Prospective Bidders whose Pre-Qualification Application is determined to be substantially responsive to the requirements and criteria of the Pre-Qualification process shall be designated as “**Qualified Bidders**”
4. Qualified Bidders shall be issued Request For Proposal (“RFP”) which will include detail scope of work. Based on the RFP, the Qualified Bidders will be invited to participate in the bidding process.

Pre-Qualification Applications must be delivered no later than 2:00 pm on 25th February 2014, at the address indicated in Section 8 of this document.

Sincerely

Fazal Karim Khatri
Director General, Mass Transit Cell,
Transport and Mass Transit Department, Government of Sindh
6TH Floor, East Annexe, Civic Centre,
Gulshan-E-Iqbal, Karachi-75300
Tel: 021-99230665,
Email: fkkhatri@gmail.com



BRT Yellow Line Project – Pre-Qualification Document

IMPORTANT NOTICE

The Pre-Qualification Document is provided to the recipient solely for use in preparing and submitting applications for Request For Qualification (“Pre-Qualification Document”, “RFQ”) in a competitive tender to Procure, Finance, Operate and Maintain Bus Operation Services for BRTS – Yellow Line under PPP mode for a term of approximately 12.5 years. The Pre-Qualification Document is being issued by Transport and Mass Transit Department in association with PPP Unit, Finance Department, and GoS solely for use by prospective investors in considering the Project. The Pre-Qualification Document has been prepared with the assistance of the Transaction Advisers for Project i.e. KPMG Taseer Hadi & Co. (“KPMG”) as Lead Transaction and Financial Advisor, National Engineering Services Pakistan (Pvt.) Limited (“NESPAK”) as Technical Advisor and Mohsin Tayebaly & Co. (“MTC”) as Legal Advisor.

None of the above entities, nor their employees or consultants make any representation (expressed or implied) or warranties as to the accuracy or completeness of the information contained herein, in the Project Brief or other document made available to a person in connection with the tender process for the Project and shall have no liability for this Pre-Qualification Document or for any other written or oral communication transmitted to the recipient in the course of the recipient’s evaluation of the Project. Neither these entities nor their employees or consultants will be liable to reimburse or compensate the recipient, for any costs or expenses incurred by the recipient in evaluating or acting upon this Pre-Qualification Document or otherwise in connection with the Project as contemplated herein

There are three elements of The Project namely:

- a. Infrastructure Development
- b. Bus Operation Services
- c. Revenue Collection & ITS services

Kindly note that this RFQ is for **Bus Operation Services only**, Prospective Bidders that wish to participate in one or both of the other two elements may do so and can obtain corresponding RFQs from www.pppunitsindh.gov.pk and www.pprasindh.gov.pk.

The Pre-Qualification Document does not constitute a solicitation to invest, or otherwise participate, in the Project.

Note: The GoS is in the process of constituting a Regulatory Company / Authority under Transport and Mass Transit Department, GoS namely the “Sindh Mass Transit Company / Authority” that shall regulate, monitor and oversee this Project, and other upcoming or planned mass transit projects in the province of Sindh. The Sindh Mass Transit Company / Authority shall offer a one-window solution bringing various stakeholders together, facilitate and bring efficiency to mass transit projects being implemented in the province of Sindh. Until such company is incorporated, the said functions shall be conducted by the Transport and Mass Transit Department, GoS.



BRT Yellow Line Project – Pre-Qualification Document

TABLE OF CONTENTS

1	INTRODUCTION.....	5
2	PROJECT OBJECTIVES AND OUTPUTS.....	10
3	COMMERCIAL PRINCIPLES	11
4	PROCUREMENT PROCESS.....	12
5	EVALUATION CRITERIA	13
6	INFORMATION TO BE SUBMITTED IN RESPONSE FOR PRE-QUALIFICATION	14
7	PROJECT LIAISON AND COMMUNICATION.....	16
8	PRE-QUALIFICATION DOCUMENT RESPONSE SUBMISSION	18
9	CONDITIONS OF PRE-QUALIFICATION RESPONSE.....	19
10	DISCLAIMER	23
	APPENDICES.....	24
	APPENDIX A – BUS RAPID TRANSIT SYSTEM – YELLOW LINE – MAP	25
	APPENDIX B – PRE-QUALIFICATION DOCUMENT RESPONSE FORMS.....	26
	APPENDIX C – FORM OF LETTER OF SUPPORT FROM PARENT COMPANY (IF REQUIRED)	35



INTRODUCTION

1.1 Instructions to prospective bidders

The Transport and Mass Transit Department, assisted by PPP Unit, hereby invites interested private sector parties (“Bidders”) through this Request for Qualification (“Pre-Qualification Document”) to submit their Application for Qualification along with Qualification documents (as specified in this document) to Procure, Finance, Operate and Maintain Bus Operations Services for BRTS – Yellow Line under PPP mode.

BRTS “Yellow Line” is a 26 Km (approx) route starting from Dawood Chowrangi to Numaish Chowrangi & Regal Chowk via 8000 Road, Korangi Road and FTC. It is currently envisaged that the concession term will be for a period of approximately 12.5 years. The Transport and Mass Transit Department expects the term to include approximately 0.5 year of financial close, 02 years of design and construction followed by a 10 year operating period.

The Project will be structured as a Concession Agreement between Transport and Mass Transit Department and the private sector through a Special Purpose Vehicle (“SPV”) that must be a locally registered company incorporated in accordance with the laws of Pakistan to be formed after tender award (Letter of Intent). The Concession Contract will be awarded through a Competitive Bidding Process open to local and international Pre-Qualified bidders only.

The detailed scope of work to implement the project shall be provided at the RFP stage. However, briefly, firm(s) shall be expected to perform, among other things, the following tasks:

- a) Finance and procure bus fleet (including standby buses as per provided specifications)
- b) Work in coordination with MT Department, Infrastructure Developer and Revenue Collector & ITS
- c) Maintain and Operate the bus fleet
- d) Ensure service quality standards are met
- e) Maintain and Operate bus depot
- f) Ensure service quality standards are met
- g) Provide related staff for the Bus Operation Services
- h) Procure all applicable insurance, including vehicle insurance and passenger insurance.



BRT Yellow Line Project – Pre-Qualification Document

1.2 Project Background

A detailed Karachi Urban Transportation Improvement Study (KTIP) has been completed by Japan International Cooperation Agency (JICA) led team. Based on a comprehensive study, the plan integrates roads and Mass Transit related project into Urban Transport Master Plan for Karachi City.

The captioned KTIP study conducted by JICA finalized 2 Mass Rapid Transit (MRT) and 6 BRTS lines besides Revitalization of Karachi Circular Railway (KCR) on modern lines. The Transport and Mass Transit Department in association with Public Private Partnership (PPP) unit, Government of Sindh (GoS) initiated the feasibility study and preliminary design of one of the six (6) BRT corridors i.e., the “Yellow Line”, in February 2013. The said feasibility will be available to the Pre-Qualified Bidders along with the respective Bidding Documents and Draft Concession Agreement.

1.3 BRT System Concept

BRT is a cost effective, high capacity and innovative public transit solution that can considerably improve urban mobility. BRT System is generally of a higher standard than a conventional bus system whereby buses are fully removed from other traffic, for example, running parallel to a congested arterial, while others are much less segregated. This provides for uninterrupted, fast, reliable and easy means of transportation to the passengers to its destination and provides

BRT uses buses on roadways or dedicated lanes to swiftly and efficiently transport passengers to their destinations, while offering the flexibility to meet transportation demand. BRT systems can easily be customized to community needs and incorporate state-of-the-art, low-cost technologies that result in more convenient passenger transportation and less congestion.

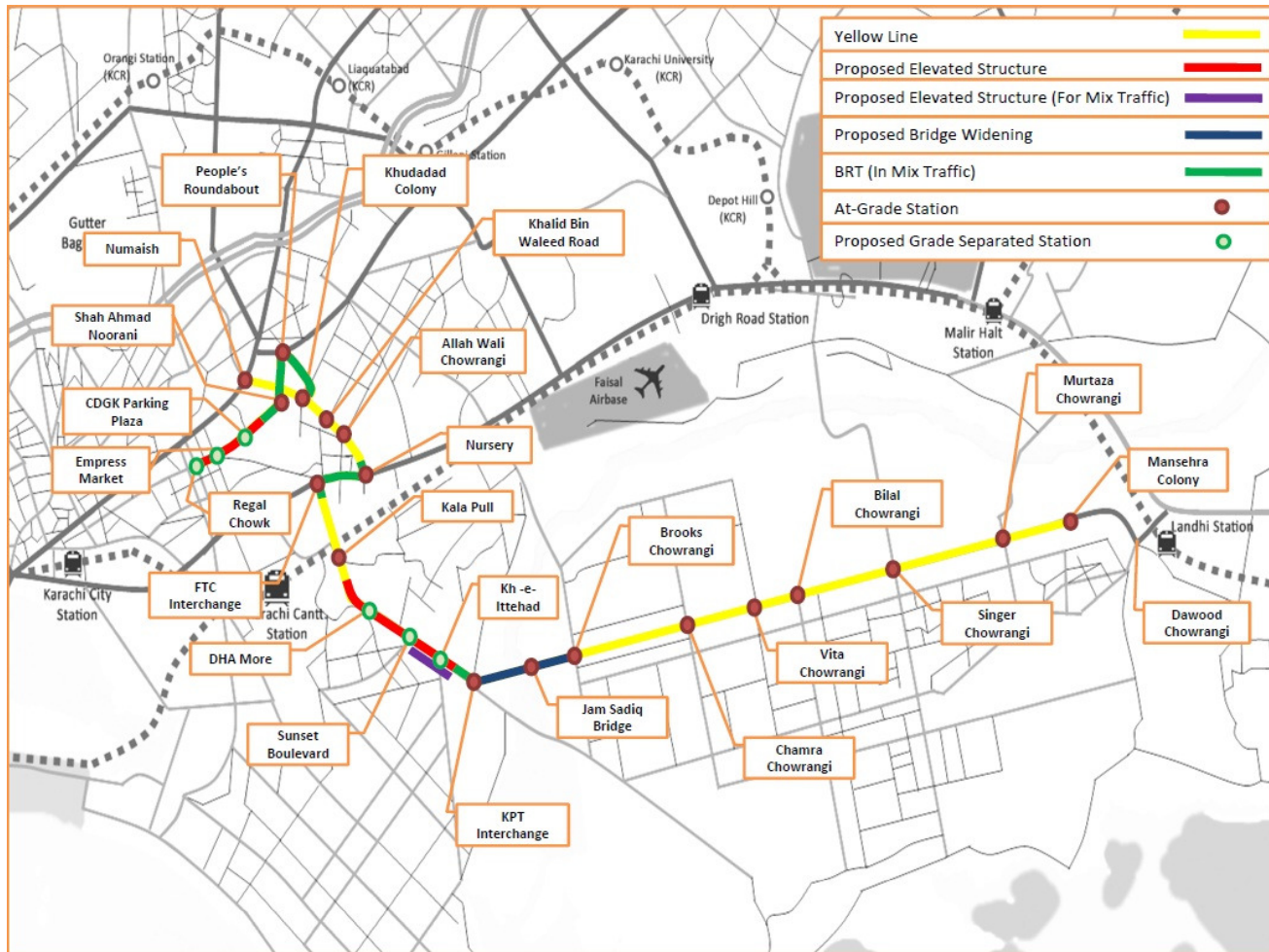
1.4 Project Route/Location

The Project start point is “Dawood Chowrangi” and the BRT service start point is Mansehra Colony. The BRT route from Mansehra Colony (BRT service start point) runs through FTC, Shahrah-e-Faisal, Shahrah-e-Quaideen up to Khudadad Chowrangi from where it takes Kashmir Road to People’s Roundabout and then to Regal Chowk through New M.A. Jinnah Road / Preedy Street. From Regal Chowk it turns back following the same route up to Shah Ahmad Noorani Chowrangi and ends at Numaish (Project end point) and back to Mansehra Colony through Shahrah-e-Quaideen, Shahrah-e-Faisal, Korangi Road and 8000 Road. Due to the narrow and congested road section between Dawood Chowrangi and Mansehra Colony, up gradation of this section of the road is part of the Infrastructure Development.



BRT Yellow Line Project – Pre-Qualification Document

Figure 1: Shows the final study area corridor and major intersections within the project area





1.5 Purpose of Pre-Qualification Document

The purpose of this Pre-Qualification Document is to:

- 1.5.1 Provide interested parties with the Introduction of the Project;
- 1.5.2 Set out the objectives, the proposed commercial principles governing the Project;
- 1.5.3 Explain Transport and Mass Transit Department's expectations in seeking private sector investment and participation;
- 1.5.4 Explain the intended procurement process;
- 1.5.5 Outline the Pre-Qualification criteria;
- 1.5.6 Specify the terms and conditions for participation by Bidders in this Pre-qualification stage of the procurement; and
- 1.5.7 Elicit responses from Bidders with the skills, knowledge, experience, capability, financial resources, capacity and approach necessary to deliver, finance and maintain the Project.

1.6 Consortium-Lead Members

- 1.6.1 A Prospective Bidder may show interest individually or take the form of a consortium (a "Consortium") comprised of companies, firms, corporate bodies or other legal entities, each of which are members of the consortium ("Consortium Member"). In such a case, each Consortium shall appoint and authorize one (1) lead member ("Lead Member") to represent and irrevocably bind all members of the Consortium in all matters connected with the Pre-Qualification and tendering process, including, but not limited to, the submission of the Pre-Qualification Application on behalf of the Consortium.

1.7 Parent Company

- 1.7.1 The Prospective Bidder, or Consortium Member(s) in the case of a Consortium, may elect to present evidence of projects undertaken by its Parent Company to satisfy the Technical Criteria. In doing so it must demonstrate to the satisfaction of the Standing Committee formed for the Project by the Government for evaluation of the Bidders that the relevant skills and resources of the Parent Company will be available to the Prospective Bidder or Consortium Member (in accordance with the Evaluation Criteria in Section 5).
- 1.7.2 The Prospective Bidder, or each Consortium Member, may elect to present financial statements from a Parent Company to satisfy the Financial Criteria.
- 1.7.3 Should a Prospective Bidder be qualified based upon the technical and or financial qualifications of the Parent Company, such Parent Company shall be required to provide a Letter of Support for the bid process and the Concession Contract substantially in the form of **Annex C**.



1.8 Pre - Qualification costs

- 1.8.1 The Prospective Bidder shall bear all costs ("Pre-Qualification Costs") associated with the preparation and submission of its Pre-Qualification Applications, including, without limitation, all costs and expenses related to the Prospective Bidder's preparation of responses to questions or requests for clarification.



PROJECT OBJECTIVES AND OUTPUTS

- 2.1 Karachi city is passing through an uncontrolled phase of rapid urbanization and motorization. The mitigation of transportation externalities requires a shift towards sustainable transportation systems.
- 2.2 The current public transport system of Karachi City constitutes a small percentage of the total vehicle fleet (4.5%) and serves about 42% of passenger demand but receives no preferential treatment in terms of dedicated lanes or traffic management solutions as compared to Private Cars which is 36% of Total Vehicular Traffic but carries only 21% of Persons.
- 2.3 Keeping the above parameters in mind, Transport and Mass Transit Department / GoS aims to achieve following objectives;
 - 2.3.1 To vastly improve the quality of public transport system in Karachi;
 - 2.3.2 To provide reliable, high quality, fast and environmentally friendly BRT Bus Service;
 - 2.3.3 To provide infrastructure that allows buses to ply in an efficient manner with exclusive right of way for a significant portion of their route length, including priority at intersections to minimize delays; and
 - 2.3.4 Reduce travel time.



COMMERCIAL PRINCIPLES

- 3.1 This section provides an overview of the key features of the anticipated commercial structure for the implementation of the Bus Operation Services of the BRT Yellow Line Project. The Request for Proposal (“RFP”) that will be issued during the next stage of the procurement process to the Qualified Bidders
- 3.2 The Transport and Mass Transit Department wishes to draw the Bidders’ attention to the following key commercial principles that it intends to apply to the Bus Operation Services of the BRT Yellow Line Project:
 - 3.2.1 The successful Bidders will enter into a Concession Agreement with the Transport and Mass Transit Department to Procure, Operate and Maintain Bus Operation Services for BRTS – Yellow Line under Public Private Partnership mode;
 - 3.2.2 The Government of Sindh may exercise the option to hire more than one bus operator.
 - 3.2.3 The Term of the Concession Agreement will be 12.5 years and will commence from signing of the Concession Agreement. The Transport and Mass Transit Department expects the term to include approximately 0.5 year of Financial Close, 02 years for procurement and installation followed by 10 years of Operating Period
 - 3.2.4 The successful Bidder will also be responsible for obtaining all necessary permits, licenses, NOCs etc. for the successful delivery of the Project;
 - 3.2.5 The Transport and Mass Transit Department will have the right to visit, inspect, monitor and review the performance of the Concessionaire;
 - 3.2.6 The payment mechanism is envisaged to be on per km basis with various elements of inflation and pass through items built into formula.



PROCUREMENT PROCESS

- 4.1 The intended process for the selection of the successful Bidder is set out below.
- 4.2 **Stage 1 – Pre-Qualification**
- 4.2.1 At the Pre-Qualification stage, potential bidders will submit application for qualification as per requirements contained here in to demonstrate their capabilities to fulfil their envisaged roles and responsibilities of the private sector partner.
- 4.3 **Stage 2 – Request for Proposal (RFP)**
- 4.3.1 Successfully qualified bidders will proceed to the RFP stage and will be invited to submit Bids.
- 4.4 **Finalization of Project Documentation**
- 4.4.1 Upon award of the Contract Transport and Mass Transit Department, GoS and the successful Bidder will negotiate and work towards finalization of the Concession Agreement and associated contracts.
- 4.5 **Indicative Timeline***

Issuance of Expression of Interest (“EOI”)	January 2014
Deadline for submission of Qualification Documents	55 Days**
Issuance of Request for Proposal (“RFP”) and Draft Concession Agreement to short listed bidders	80 Days**
Deadline for submission of queries on RFP and Draft Concession Agreement	95 Days**
Pre-bid conference	100 Days**
Deadline for submission of Bid/Proposals	180 Days**

* The above steps and timelines are tentative.

** Tentative from the date of Issuance of EOI (approx).



EVALUATION CRITERIA

5.1 At the Pre-qualification stage, Bids will be evaluated against the following criteria.

Criteria
Financial Capability
Average annual turnover during the last 3 years by Firm/Consortia collectively should be Rs. 25 million or more (Attach audited Income statement/ Balance sheet)
Average Net Worth during the last 3 years by Firm/Consortia collectively should be Rs. 40 million or more (Attach audited Income statement/ Balance sheet)
Technical Capability
Experience of operating 20 or more standard buses or equivalent through a contract/concession/licence during the last 7 years by firm(s)/consortia
Experience of operating maintenance facility for a fleet of at least 5 standard buses or equivalent by firms/consortia during the last 7 years by firm(s)/consortia

- 5.2 Transport and Mass Transit Department reserves the right to change the timing, form and substance of the evaluation procedure at its discretion, without prior notice to the Bidders and shall be under no liability to Bidders in respect thereof. Any changes to the procedure will be communicated to the Bidders as quickly as is practicable.
- 5.3 On receipt of the response submissions, each response will be checked for completeness and their compliance with the requirements detailed in this document. Non-compliant or incomplete submissions may be rejected.
- 5.4 Those firm(s) / consortia who positively meet all of the above criteria (both Financial and Technical) shall be qualified for the next stage of bidding i.e. RFP stage.



INFORMATION TO BE SUBMITTED IN RESPONSE FOR PRE-QUALIFICATION

This section sets out the minimum information requirements for responses to the Pre-Qualification Document. Bidders should support their submissions with other information where they believe it is essential to their Pre-Qualification Document response.

The minimum list of information to be submitted is set out below. Each submission should also be accompanied by the Pre-Qualification Forms attached as **Appendix B**, completed as required. A failure to respond to any of these elements may result in the Bidder's submission being disqualified from the Pre-qualification process. Bidders should use the list of requirements in this section as the framework for their responses to assist the evaluation of their submissions.

6.1 Basic Information

- 6.1.1 Bidders must provide information on the identity, management structure and organization of the consortium or organization in the case where the Bidder is a sole organization, including as a minimum, an outline summary of:
- Corporate structure, shareholdings and shareholder agreements;
 - Consortium, joint venture or subcontractor agreements;
 - Lead partner identity and nomination with contact information;
 - Roles and responsibilities of each partner and main subcontractors in the Consortium or organization; and
 - Letter of Association (in case of Consortium)

6.2 Financial Information

- 6.2.1 Bidders must provide evidence of financial strength of the consortium or organization by providing:
- Where a firm/consortia intends to procure a corporate guarantee from a parent company or other entities, the audited accounts for the last 3 years of that parent company or other entities; and
 - Any other information for the equity provider or operator needed to demonstrate financial capacity to provide the relevant service to the Project over the relevant time period.



6.3 History of Litigation, Bankruptcy and Blacklisting

- 6.3.1 The Pre-Qualification Applicant, or if the Prospective Bidder is a Consortium, each Consortium member, shall not be subject to any bankruptcy or liquidation proceedings.
 - 6.3.2 The Pre-Qualification Applicant, or if the Prospective Bidder is a Consortium, each Consortium member, shall not have been convicted of fraud, corruption, or money laundering.
 - 6.3.3 Previous disqualification or blacklisting.
 - 6.3.4 Whether any of the directors or senior personnel are or have been previously placed on the exit control list
 - 6.3.5 Whether any of the directors have been disqualified from holding any public or private office.
- 6.4** Please note that each page of the Application for Qualification (including Annexure and Support Documents) shall be signed and stamped by the Authorized Representation of the Firm / Consortia



PROJECT LIAISON AND COMMUNICATION

- 7.1 The contact details of the primary person designated for this Pre-Qualification Document are:

Fazal Karim Khatri
Director General, Mass Transit Cell,
Transport and Mass Transit Department, GoS
6TH Floor, East Annexe, Civic Centre,
Gulshan-E-Iqbal, Karachi-75300
TEL: 021-99230665,
Email: fkkhatri@gmail.com

Qassim Dada,
Assistant Director, Public Private Partnership Unit,
Finance Department, GoS
7th Floor, AK Lodhi Complex, Sindh Secretariat No. 6,
Sharah-e-Kamal-Atta-turk Road, Karachi, Pakistan
Tel: 021-99222188,
Email: qassim.dada@gmail.com

- 7.2 Each Bidder should nominate a representative with whom the Transport and Mass Transit Department should liaise and provide the representative's details including designation and all relevant contact details.

- 7.3 Bidder clarification and communication process:

- 7.3.1 If any Bidder requires any further information or wishes to raise a clarification, such requests should be addressed to:

Fazal Karim Khatri
Director General, Mass Transit Cell,
Transport and Mass Transit Department, GoS
6TH Floor, East Annexe, Civic Centre,
Gulshan-E-Iqbal, Karachi-75300
TEL: 021-99230665,
Email: fkkhatri@gmail.com

Qassim Dada,
Assistant Director, Public Private Partnership Unit,
Finance Department, GoS
7th Floor, AK Lodhi Complex, Sindh Secretariat No. 6,
Sharah-e-Kamal-Atta-turk Road, Karachi, Pakistan
Tel: 021-99222188,
Email: qassim.dada@gmail.com



BRT Yellow Line Project – Pre-Qualification Document



- 7.3.2 Transport and Mass Transit Department will endeavour to answer all such requests as soon as possible provided that they are received at least 5 Working Days before the date specified for the submission of the Pre-Qualification Document response.
- 7.3.3 Transport and Mass Transit Department will circulate such requests and responses for all clarifications to all Bidders.



PRE-QUALIFICATION DOCUMENT RESPONSE SUBMISSION

- 8.1 Pre-Qualification Document responses shall be submitted in a sealed envelope no later than 2:00 pm on 25th February 2014 to the following address, and marked for the attention of:

Private and Confidential - Only to be opened in front of Standing Committee for BRT Project

**Pre-Qualification Document – BRT Yellow Line
(Bus Operation Services)**

Secretary,

Transport and Mass Transit Department,

2nd Floor, Tughlaq House, Sindh Secretariat, Sharah-e-Kamal-Atta-Turk, Karachi.

- 8.2 The Pre-Qualification document submitted shall be opened same day within one hour of submission deadline
- 8.3 Pre-Qualification Document responses must not be qualified in any way apart from as allowed under this Pre-Qualification Document and must be submitted strictly in accordance with this Pre-Qualification Document.
- 8.4 Bidders shall complete and submit their Pre-Qualification Document responses in the format described below:
- 8.4.1 Two (2) hard copy (One original and one photocopy);
- 8.4.2 One (1) CD / DVD of the completed Pre-Qualification Document Response Forms and all other supporting documents; and
- 8.5 Any Pre-Qualification Document responses or other supporting documents received after the date for submission will not be considered for acceptance by Transport and Mass Transit Department, unless specifically allowed. Any incomplete submission may be disqualified by Transport and Mass Transit Department at the outset; acceptance may be conditional upon the discretion of Transport and Mass Transit Department in case of incomplete documents, subject to provision of all documents within a specified time.
- 8.6 All Pre-Qualification Document responses and other supporting documents shall be completed in black ink or type, in the English language and state all monetary amounts in PKR.
- 8.7 The Pre-Qualification Document responses must be signed by two representatives, duly authorized by each of the Bidders and where applicable, each consortium member, signing under a power of attorney, a copy of which is to be provided with the Bids.



CONDITIONS OF PRE-QUALIFICATION RESPONSE

9.1 Preliminaries

- 9.1.1 Bidders are invited to submit a response to the Pre-Qualification Document for the Project.
- 9.1.2 Bidders are responsible for obtaining all information necessary for the preparation of their Pre-Qualification Document submissions.
- 9.1.3 All costs, expenses and liabilities incurred by any Bidder in connection with the preparation and submission of a response to the Pre-Qualification Document shall be borne by that Bidder.

9.2 Confidentiality

- 9.2.1 All information supplied by Transport and Mass Transit Department in connection with the Pre-Qualification Document shall be treated as confidential and Bidders shall not, without the prior written consent of Transport and Mass Transit Department, at any time make use of such information for its own purposes or disclose such information to any person (except as may be required by law).
- 9.2.2 The Pre-Qualification Document and every part of it and all other information provided by or on behalf of Transport and Mass Transit Department must be treated as private and confidential. Bidders should not disclose the fact that they have been invited to submit a Pre-Qualification Document response or release details of the Pre-Qualification Document other than on a strictly confidential basis to those parties whom they need to consult for the purposes of preparing the Pre-Qualification Document responses.
- 9.2.3 Bidders shall not at any time release any information concerning the Pre-Qualification Document and/or their Pre-Qualification Document response and/or any related documents and/or any negotiation and/or discussion with Transport and Mass Transit Department in this connection for publication in the press or on radio, television, screen or any other medium.
- 9.2.4 The Pre-Qualification Document and all documents and information provided by or to the Bidders relating to this procurement exercise will remain the property of the Transport and Mass Transit Department and will be returned with the Pre-Qualification Document or if no Pre-Qualification Document is submitted on demand. Further the Transport and Mass Transit Department reserves the right to retain all Pre-Qualification Documents and associated information and documentation submitted in support by the Bidders and their respective consortium members.
- 9.2.5 Each Bidder undertakes to indemnify Transport and Mass Transit Department and to keep Transport and Mass Transit Department indemnified against all actions, claims, demands, liability, proceedings, damages, costs, charges and expenses whatsoever arising out of or in connection with any breach of the provisions of this section 9.



9.3 Rejection of Bidders

- 9.3.1 Any Pre-Qualification Document responses or other documents submitted by any Bidder in respect of which the Bidder:
- 9.3.1.1 Communicates to any person other than Transport and Mass Transit Department any information except in accordance with Section 9.2 above; or
 - 9.3.1.2 Enters into any agreement or arrangement with any other person that such other person shall refrain from submitting Bids or shall limit or restrict the amounts, prices, charges and rates to be shown by any other Bidder in its Bids and other documents; or
 - 9.3.1.3 Offers or agrees to pay or give, or does pay or give, any sum of money, inducement or valuable consideration directly or indirectly to any person for doing or having done or causing or having caused to be done in relation to any other Bidder or any other proposed Bids or other documents any act or omission; or
 - 9.3.1.4 Has directly or indirectly canvassed any member or official of Transport and Mass Transit Department concerning the acceptance of any Bids or has directly or indirectly obtained or attempted to obtain information from any such member or official concerning any other Bids or proposals submitted by any other Bidder,

Shall not be considered for acceptance and shall accordingly be rejected by Transport and Mass Transit Department provided always that such non-acceptance or rejection shall be without prejudice to any other civil remedies available to Transport and Mass Transit Department in respect thereof or to any criminal liability that such conduct by a Bidder may attract. Non-Consideration of Pre-Qualification Document Responses



9.4 Non-Consideration of Pre-Qualification Document Responses

9.4.1 Transport and Mass Transit Department may in its absolute discretion refrain from considering Pre-Qualification Document responses if either, in any respect it does not comply with the requirements of the Pre-Qualification Document including these Instructions, or the Pre-Qualification Document responses contains any significant omissions.

9.5 Pre-Qualification of Bidders

9.5.1 Transport and Mass Transit Department reserves the right to pre-qualify any Bidder whose submitted Pre-Qualification Document response is pursuant to the Pre-Qualification Document.

9.5.2 Transport and Mass Transit Department shall not be bound to pre-qualify any Bidder and reserves to itself the right at its absolute discretion to pre-qualify or not pre-qualify any Bidder.

9.5.3 Transport and Mass Transit Department may, in its absolute discretion and without further reference to the Respondent or any other Person:

9.5.3.1 Conduct reference, credit or other checks with any or all of the references and other sources cited in a Qualification Response;

9.5.3.2 Independently verify any information regarding a Respondent, including its directors, and officers, any member of the Respondent Team, any Respondent Members and any Key Individuals, whether or not contained in any Qualification Response;

9.5.3.3 Conduct any background investigations that it considers necessary or desirable in the course of the Competitive Selection Process;

9.5.3.4 Undertake site visits, seek references, require presentations to be given and undertake interviews as part of the evaluation process; and

9.5.3.5 Seek clarification, more complete, supplementary, and additional information or documentation from the Respondent or in connection with a Pre-Qualification Document Response, if the Transport and Mass Transit Department considers that any Pre-Qualification Document Response or any part of a Pre-Qualification Document Response requires clarification or more complete information, contains an alteration, qualification, omission, inaccuracy or misstatement, or does not for any reason whatsoever comply with any requirements of this Pre-Qualification Document.

9.6 Bidder's Warranties

9.6.1 In submitting its Pre-Qualification Document response, each Bidder warrants, represents and undertakes to Transport and Mass Transit Department that:

9.6.1.1 It has not done any of the acts or matters referred to in Section 9.3 above and has complied in all respects with this Pre-Qualification Document;



- 9.6.1.2 All information, representations and other matters of fact communicated (whether in writing or otherwise) to Transport and Mass Transit Department by the Bidder, its employees or agents in connection with or arising out of the Pre-Qualification Document response submission are true, complete and accurate in all respects;
- 9.6.1.3 It has made its own investigations and research and has satisfied itself in respect of all matters (whether actual or contingent) relating to the Pre-Qualification Document response; and
- 9.6.1.4 It has satisfied itself as to the correctness and sufficiency of the information it has inserted in the Pre-Qualification Document response and included in other submitted information.

9.7 General

- 9.7.1 Bidders are advised to retain for themselves details of their Pre-Qualification Document response submissions. Transport and Mass Transit Department reserve the right to make a charge if a Bidder requests a copy of its submitted Pre-Qualification Document response.



DISCLAIMER

- 10.1** Bidders and their respective consortium members are responsible for obtaining all information necessary for the preparation of their Pre-Qualification Document submissions. All costs, expenses and liabilities incurred by any Bidder and consortium members in connection with the preparation and submission of the Pre-Qualification Document and in discussion with the Transport and Mass Transit Department shall be borne by the Bidders and consortium members.
- 10.2** Whilst the Transport and Mass Transit Department will use its reasonable endeavours to see that all information given to the Bidders and consortium members is both truthful and accurate, the Transport and Mass Transit Department in no way warrants or accepts any liability for the same and Bidders and consortium members must satisfy themselves of the accuracy of any information provided by the Transport and Mass Transit Department and that the same is both truthful and accurate. The Transport and Mass Transit Department accepts no responsibility or liability whatsoever for any cost, loss or damage of whatever kind and howsoever caused arising from or in consequence of the use by Bidders or consortium members of such information.



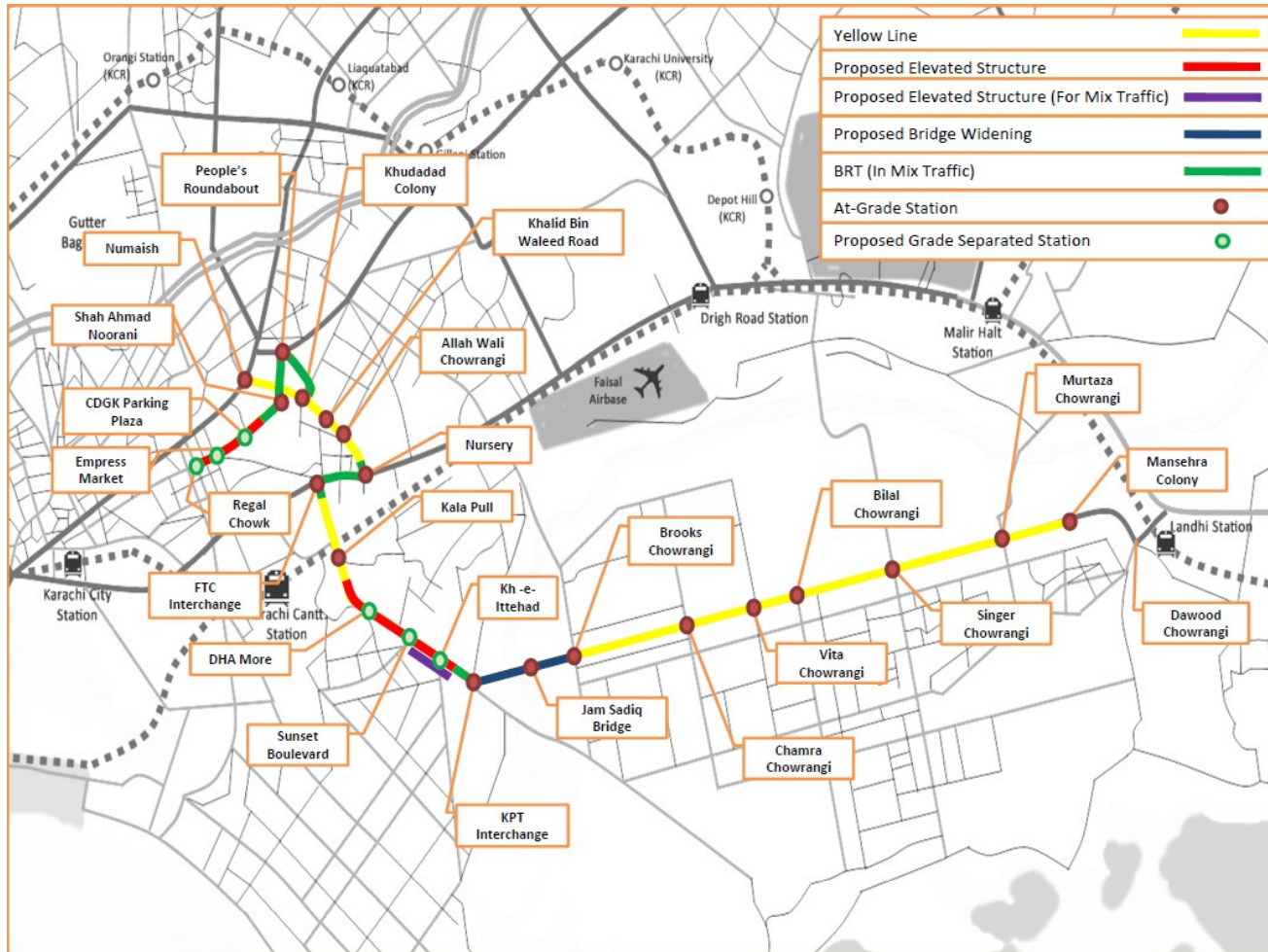
APPENDICES

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BRT Yellow Line Project – Pre-Qualification Document

APPENDIX A – BUS RAPID TRANSIT SYSTEM – YELLOW LINE – MAP





BRT Yellow Line Project - Pre-Qualification Document

APPENDIX B – PRE-QUALIFICATION DOCUMENT RESPONSE FORMS

[NOTE: The forms contained below sets out the questions, pertaining to Section 8, for which Bidders must provide a response. It is also required that Bidders will present their responses in a manner that is consistent with the layout of these forms. Cross referencing from the forms to attachments is permitted where appropriate.]



6.1 Basic Information

No.	Pre-Qualification Document Ref.No
1	6.1.1
<p>Response</p> <p>Prospective bidder information</p> <p>Name:</p> <p>Type: (Corporation, Partnership, etc.)</p> <p>Commercial Registration No.:</p> <p>Domicile:</p> <p>Address of principal office:</p> <p>Telephone No.:</p> <p>Fax No.:</p> <p>E-mail address:</p> <p>Primary areas of business:</p> <p>Ownership structure: (attach separately)</p> <p>Proposed Roles and Responsibilities:</p> <p>Key Contact person:</p> <p>Consortium Member Information: (If applicable, fill in details for all Consortium Members, identifying the Lead Member)</p> <p>Name:</p> <p>Type: (Corporation, Partnership, etc.)</p> <p>Commercial Registration No.:</p> <p>Domicile:</p> <p>Address of principal office:</p> <p>Telephone No.:</p> <p>Fax No.:</p> <p>E-mail address:</p> <p>Primary areas of business:</p> <p>Ownership structure (attach separately)</p> <p>Proposed Roles and Responsibilities of each partner and main subcontractors in the Consortium or organization:</p> <p>Key Contact person:</p>	



BRT Yellow Line Project – Pre-Qualification Document



No.	Pre-Qualification Document Ref.No
2	6.1.2

Response

S. No.	Name of the Employer	Designation/ Title	Employment Status (Permanent/ Temporary/ Contract)	Overall Professional Experience (Years)	Experience with the Organization (Years)	Relevant Experience (Years)	Proposed Role	Qualification (s)	Key Projects handled	Remarks
1.										
2.										
3.										
4.										
5.										
6.										
7.										
8.										
9.										
10.										
11.										
12.										
13.										
14.										



BRT Yellow Line Project - Pre-Qualification Document



6.2 Financial Information

No.	Pre-Qualification Document Ref.No	Question
3	6.2.1 a)	The audited accounts for the last 3 years for each of the equity provider(s), operator, and any other consortium members;
<p>Response</p>		



BRT Yellow Line Project - Pre-Qualification Document



No.	Pre-Qualification Document Ref.No	Question
4	6.2.1 b)	Where an equity provider, operator, or any other key subcontractor intends to procure a corporate guarantee from a parent company or other entities, the audited accounts for the last 3 years of that parent company or other entities;
Response		



BRT Yellow Line Project - Pre-Qualification Document



No.	Pre-Qualification Document Ref.No	Question
5	6.2.1 c)	Any other information for the equity provider, operator, or any other subcontractor needed to demonstrate financial capacity to provide the relevant service to the Project over the relevant time period.
Response		



6.3 Experiences in Bus Operations

No.	Pre-Qualification Document Ref.No	Question																										
6	6.3.1	Provide details of experience of operating 20 or more buses/trucks through a contract/concession/licence during the last 7 years by firm(s)/consortia																										
<p>Response</p> <table border="0"> <thead> <tr> <th data-bbox="212 827 477 856">Item</th> <th data-bbox="477 827 1448 856">Notes to Respondents</th> </tr> </thead> <tbody> <tr> <td data-bbox="212 869 477 898">Name of project</td> <td data-bbox="477 869 1448 898">Details including official project name and contract number</td> </tr> <tr> <td data-bbox="212 911 477 970">Location of project</td> <td data-bbox="477 911 1448 970">Country, province/state, site or project extents</td> </tr> <tr> <td data-bbox="212 982 477 1012">Project Cost</td> <td data-bbox="477 982 1448 1012">PKR</td> </tr> <tr> <td data-bbox="212 1024 477 1083">Client organization</td> <td data-bbox="477 1024 1448 1083">Organization name</td> </tr> <tr> <td data-bbox="212 1142 477 1201">Reference contact details</td> <td data-bbox="477 1083 1448 1268">Key client contacts (individuals), name, title, role, telephone numbers, fax number, email addresses, mailing address and preferred language of correspondence. By providing this information you are authorizing Transport and Mass Transit Department or GoS's representatives to contact these individuals for all purposes, including gathering information and documentation, in connection with the Pre-Qualification Document.</td> </tr> <tr> <td data-bbox="212 1276 477 1306">Contract period</td> <td data-bbox="477 1276 1448 1306">Contract commencement and contract completion date</td> </tr> <tr> <td data-bbox="212 1318 477 1377">Time period of involvement</td> <td data-bbox="477 1318 1448 1377">Commencement date and duration</td> </tr> <tr> <td data-bbox="212 1390 477 1449">Description of project</td> <td data-bbox="477 1390 1448 1449">Capital value, scope and complexity</td> </tr> <tr> <td data-bbox="212 1461 477 1520">Current status of project</td> <td data-bbox="477 1461 1448 1520">Describe the current status of project relative to key milestone events.</td> </tr> <tr> <td data-bbox="212 1533 477 1562">Project Setting</td> <td data-bbox="477 1533 1448 1562">Urban/rural</td> </tr> <tr> <td data-bbox="212 1575 477 1604">Role(s) on project</td> <td data-bbox="477 1575 1448 1604">Role, duties and responsibilities. <u>Please provide detail Description</u></td> </tr> <tr> <td data-bbox="212 1738 477 1768">Other information</td> <td data-bbox="477 1738 1448 1768">Any information the Respondent considers relevant to the Evaluation Criteria</td> </tr> </tbody> </table>			Item	Notes to Respondents	Name of project	Details including official project name and contract number	Location of project	Country, province/state, site or project extents	Project Cost	PKR	Client organization	Organization name	Reference contact details	Key client contacts (individuals), name, title, role, telephone numbers, fax number, email addresses, mailing address and preferred language of correspondence. By providing this information you are authorizing Transport and Mass Transit Department or GoS's representatives to contact these individuals for all purposes, including gathering information and documentation, in connection with the Pre-Qualification Document.	Contract period	Contract commencement and contract completion date	Time period of involvement	Commencement date and duration	Description of project	Capital value, scope and complexity	Current status of project	Describe the current status of project relative to key milestone events.	Project Setting	Urban/rural	Role(s) on project	Role, duties and responsibilities. <u>Please provide detail Description</u>	Other information	Any information the Respondent considers relevant to the Evaluation Criteria
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Other information	Any information the Respondent considers relevant to the Evaluation Criteria																											



BRT Yellow Line Project – Pre-Qualification Document



No.	Pre-Qualification Document Ref.No	Question																										
7	6.3.2	Provide details and evidence of experience of operating a maintenance facility catering to a fleet of 5 or more buses during the last 7 years by firm(s)/consortia																										
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Role(s) on project	Role, duties and responsibilities. <u>Please provide detail Description</u>																											
Other information	Any information the Respondent considers relevant to the Evaluation Criteria																											



BRT Yellow Line Project – Pre-Qualification Document



No.	Pre-Qualification Document Ref.No	Question
8	6.4	Provide Affidavit confirming no history of litigation/ blacklisting and bankruptcy or liquidation proceedings Previous disqualification or blacklisting. Whether any of the directors or senior personnel are or have been previously placed on the exit control list 5.4.2 Whether any of the directors have been disqualified from holding any public or private office.
Response		Affidavit

Provision of Bus Rapid Transit System [Date]

Fazal Karim Khatri
Director General, Mass Transit Cell
Transport and Mass Transit Department, GoS
 6TH Floor, East Annexe, Civic Centre,
 Gulshan-E-Iqbal, Karachi-75300

[Name of Prospective Bidder/Lead Member of Consortium] hereby represents and warrants that, as of the date of this letter [Name of Prospective Bidder/Lead Member of Consortium], and each Consortium Member (if applicable):

- is not in bankruptcy or liquidation proceedings; and
- has not been convicted of, fraud, corruption or money laundering and is not aware of any pending prosecution, proceedings or legal action against it in such respect.

Yours sincerely

Authorized signature

Name and title signatory

Name of Firm

Address



APPENDIX C – FORM OF LETTER OF SUPPORT FROM PARENT COMPANY (IF REQUIRED)

To the attention of:

Fazal Karim Khatri
Director General, Mass Transit Cell
Transport and Mass Transit Department, GoS
6TH FLOOR, EAST ANNEXE, CIVIC CENTRE,
GULSHAN-E-IQBAL, KARACHI-75300

[Date]

Dear Sir

We refer to the Pre-Qualification document ("Pre-Qualification Document") issued by Transport and Mass Transit Department, in association with the Public Private Partnership Unit Finance Department ("PPP Unit"), dated [ddmm2013], for the execution and completion of a Public-Private Partnership Contract ("PPP") tender involving the Procurement, Finance, Operation, Maintenance and Transfer of Bus Operation Services in respect of Bus Rapid Transit System ("BRTS") – Yellow Line ("Yellow Line") under Public Private Partnership ("PPP") mode (the "Project").

According to the part 1.4 of the Pre-Qualification Document, the Prospective Bidder, or Consortium Member (if the Prospective Bidder is a Consortium), may elect to present (a) evidence of projects undertaken by a Parent Company to satisfy the Technical Criteria and Financial Criteria; and/or (b) financial statements from a Parent Company for the purposes of satisfying the Financial Criteria. "Parent Company" shall mean any entity controlling the Prospective Bidder (or the relevant Consortium Member), where the skills and financial resources of the Parent Company will be available to the Prospective Bidder or Consortium Member and "control" means control in any manner that results in control in fact, whether directly through the ownership of investment shares or indirectly through a trust, a contract, the ownership of investment shares of any other body corporate or otherwise.

In consideration of the above, we hereby confirm and undertake that:

- We are the Parent Company of [name of subsidiary], which is seeking to pre-qualify for the Project as [Prospective Bidder/Consortium Member];
- We will make available sufficient technical resources and skills to [name of subsidiary] to enable it to contribute the same to the Project Company; [and/or]

We will make available sufficient funds to [name of subsidiary] to enable it to meet its obligations as a shareholder of the Project Company (to be formed pursuant to the Concession Contract) and exercise its right and perform its obligations as the Lead Member or



BRT Yellow Line Project – Pre-Qualification Document

Consortium Member of the Project; except where the context requires otherwise, capitalized terms used in this letter shall have the meaning ascribed in the Pre-Qualification Document or the Concession Contract.

Yours faithfully

[Name of Parent Company]

By: _____

Name: _____

Title: _____

(Authorized signatory)



BRT Yellow Line Project – Pre-Qualification Document



Declaration

We the undersigned return this Pre-Qualification Document submission and acknowledge that we are bound by its content.

We confirm that we are fully conversant with the requirements of the GoS and the subject matter of the procurement exercise as set out in the Pre-Qualification Document.

We warrant that the details of this Pre-Qualification Document submission have not been communicated to any other person or adjusted in accordance with any agreement or arrangement with any other person or organization.

We acknowledge that the GoS is not bound to proceed with the procurement exercise and reserves the right at its absolute discretion to accept or not accept any Pre-Qualification Document submitted and thereafter invite any Bidder to proceed to Stage 2.

We certify that we have full power and authority to submit this Pre-Qualification Document response and that this is a bona fide Pre-Qualification Document submission.

Signed for and on behalf of (Bidder/consortium member)

Signature:

Position:

Name:

Address:

Power of attorney attached: (YES/NO)

Date:

(Please return this form with your completed questionnaire on your company's letter head.)