

SHORTLISTING DOCUMENT

INSTRUCTIONS TO PROSPECTIVE BIDDERS



EDUCATION AND LITERACY DEPARTMENT

SINDH EDUCATION MANAGEMENT ORGANIZATIONS

MAY 13, 2015

IMPORTANT NOTICE/DISCLAIMER

This Shortlisting Document is provided to the recipient solely for use in preparing and submitting applications for Shortlisting in connection with the Sindh Education Management Organizations. This Shortlisting Document is being issued by the Education and Literacy Department, Government of Sindh solely for use by Prospective Bidders in considering the Project.

Unless expressly specified otherwise, all capitalized terms used herein shall bear the meaning ascribed thereto in the Glossary of this Shortlisting Document.

The evaluation criteria were determined by the Education and Literacy Department, Government of Sindh. The Education and Literacy Department, nor its consultants, advisors, employees, personnel, agents, make any representation (expressed or implied) or warranties as to the accuracy or completeness of the information contained herein, or in any other document made available to a person in connection with the tender process for the Project and the same shall have no liability for this Shortlisting Document or for any other written or oral communication transmitted to the recipient in the course of the recipient's evaluation of the Project. The Education and Literacy Department, nor its employees, personnel, agents, consultants, advisors and contractors etc. will be liable to reimburse or compensate the recipient for any costs, fees, damages or expenses incurred by the recipient in evaluating or acting upon this Shortlisting Document or otherwise in connection with the Project as contemplated herein.

The Shortlisting Applications submitted in response to this Shortlisting Document by any of the Prospective Bidders shall be upon the full understanding and agreement of any and all terms of this Shortlisting Document and such submission shall be deemed as an acceptance to all the terms and conditions stated in this Shortlisting Document.

Any Shortlisting Applications in response to this Shortlisting Document submitted by any of the Prospective Bidder shall be construed based on the understanding that the Prospective Bidder has done a complete and careful examination of this Shortlisting Document and has independently verified all the information received (whether written or oral) from the Government (including from its employees, personnel, agents, consultants, advisors and contractors etc.).

This Shortlisting Document shall neither constitute a solicitation to invest, or otherwise participate, in the Project, nor shall it constitute a guarantee or commitment of any nature on the part of the Government that the Project will be awarded. The Education and Literacy Department reserves its right, in its full discretion, to modify the Shortlisting Document and/or the Project at any time to the fullest extent permitted by law, and shall not be liable to reimburse or compensate the recipient for any costs, taxes, expenses or damages incurred by the recipient in such an event.

GLOSSARY

AFFILIATE COMPANY	The term shall bear the meaning as ascribed thereto in Section 4.3.1.
ARTICLES OF ASSOCIATION	The Articles of Association of the Prospective Bidder.
ANNEXURE	The term shall mean the annexure of this Shortlisting Document.
AUTHORITY/ EDUCATION AND LITERACY DEPARTMENT	The 'Education and Literacy Department', Government of Sindh.
BOARD OF DIRECTORS	The Board of Directors of the Prospective Bidders.
CONSORTIUM	The term shall bear the meaning as ascribed thereto in Section 3.1.1.
CONTROL	The term shall bear the meaning as ascribed thereto in Section 4.3.2.
CONCESSION AGREEMENT	The term shall bear the meaning as ascribed thereto in Section 2.2.2.
EMO	Education Management Organization.
ESTIMATED TIMETABLE	The term shall bear the meaning as ascribed thereto in Section 4.8.1.
GOVERNMENT/GOVERNMENT OF SINDH/GOS	The term shall bear the meaning ascribed to the term 'Government' under the PPP Act, the same being the 'Government of Sindh'.
INVITATION FOR SHORTLISTING	The term shall bear the meaning as ascribed thereto in Section 3.
LEAD MEMBER	The term shall bear the meaning as ascribed thereto in Section 3.1.2.
MEMORANDUM OF ASSOCIATION	The Memorandum of Association of the Prospective Bidder.
NON-PREQUALIFIED BIDDER	The term shall bear the meaning as ascribed thereto in Section 6.2.3.
OPERATOR	The term shall bear the meaning as ascribed thereto in Section 2.2.2.
PPP ACT	The Sindh Public-Private Partnership Act, 2010 (as amended from time to time).
POWER OF ATTORNEY	The Power of Attorney to be provided by the Prospective Bidder in the form prescribed in ANNEXURE 4 (POWER OF ATTORNEY) .
PPP NODE	The Public Private Partnership Node (PPP Node), Education & Literacy Department, Government of Sindh

SHORTLISTING APPLICATIONS	The shortlisting application and documents required to be submitted by the Prospective Bidders in terms of and in accordance with this Shortlisting Document.
SHORTLISTING APPLICATION FORM	An application duly executed by the duly authorized representative of the Prospective Bidder (or if the Prospective Bidder is a Consortium, the duly authorized representative of the Lead Member) in the form attached hereto at ANNEXURE 2 (SHORTLISTING APPLICATION FORM) .
PREQUALIFIED BIDDER	The term shall bear the meaning as ascribed thereto in Section 6.2.2.
SHORTLISTING APPLICATION SUBMISSION DEADLINE	The term shall bear the meaning as ascribed thereto in Section 5.3.
SHORTLISTING CRITERIA	The term shall bear the meaning as ascribed thereto in Section 4.3.
SHORTLISTING DOCUMENT	This ‘Shortlisting Document, Instruction to Prospective Bidders’, including all annexures attached hereto.
PROCURING AGENCY	The term shall bear the meaning ascribed to the term ‘ <i>procuring agency</i> ’ under the PPP Act, the same being the Education and Literacy Department for the Project.
PROSPECTIVE BIDDER	A person, enterprise or consortium that submits the Shortlisting Applications in response to this Shortlisting Document.
RESPONSE TO QUESTIONS DOCUMENT	The term shall bear the meaning as ascribed thereto in Section 4.7.
SECTION	The term shall mean any section of this Shortlisting Document.
SINDH EDUCATION MANAGEMENT ORGANIZATION / PROGRAM	The ‘Sindh Education Management Organizations Program’, as described in Section 2.
TECHNICAL CRITERION	The term shall mean the Technical Criterion prescribed in Section 4.3.

TABLE OF CONTENTS

1.	INTRODUCTION & SCOPE.....	6
2.	PROJECT DESCRIPTION	6
3.	PROSPECTIVE BIDDERS	7
4.	SHORTLISTING: PREPARATION	8
5.	SHORTLISTING APPLICATION: SUBMISSION.....	12
6.	SHORTLISTING APPLICATION: OPENING AND EVALUATION	14
7.	INVITATION FOR BIDS	15

LIST OF ANNEXURES

ANNEXURE 1 - DATA SHEET

ANNEXURE 2 - SHORTLISTING APPLICATION FORM

ANNEXURE 3 - BASIC INFORMATION FORM

ANNEXURE 4 - POWER OF ATTORNEY

ANNEXURE 5 - EXPERIENCE FORM (DQC1)

ANNEXURE 6 - FINANCIAL DATA FORM (DQC 2)

ANNEXURE 7 - PARENT COMPANY LETTER OF COMFORT

ANNEXURE 8 - AFFIDAVIT

1. INTRODUCTION & SCOPE

The Education and Literacy Department, Government of Sindh, invites Shortlisting Applications from Prospective Bidders for undertaking the Project involving the management and operation of various public schools in the Province of Sindh.

2. PROJECT DESCRIPTION

2.1 GENERAL

2.1.1 In order to improve the standard of education in the province of Sindh, the Government, acting through the Authority, envisages a Public Private Partnership model, for the introduction of EMOs in Sindh. The Government aims to contract credible EMOs from the private sector to manage and improve the functioning of public schools by introducing innovations, modernizing the education system, addressing management gaps, maintaining facilities, and cooperatively working along with teachers, schools' staff, school management committees, surrounding communities and local tiers of the Education and Literacy Department.

2.1.2 The Project is an important part of the Government's strategy towards developing Sindh's education sector and improving the literacy rate.

2.1.3 The Authority is working closely with the Community Mobilization Program, a component of Government of Sindh and USAID's supported Sindh Basic Education Program, for the successful implementation of this Project.

2.1.4 The Authority's key objectives for the Project include:

- (i) Improving the functioning of public schools through innovation and modernization of the education system;
- (ii) Reducing inefficiencies and addressing the management gaps in public education;
- (iii) Delivering better quality education to the children in the province of Sindh; and
- (iv) Encouraging greater private sector investment in the education sector, in particular in the rural and less developed areas of the province of Sindh.

2.2 PROJECT STRUCTURE

2.2.1 The Authority's objective is to implement the Project *inter alia* for up to four hundred (400) public schools in the province of Sindh, located at various places in Sindh, in particular in the districts of Dadu, Jacobabad, Kashmore, Khairpur, Larkana, Qambar Shadadkot, Sukkur, and five towns in Karachi City: Bin Qasim Gadap, Kemari, Lyari, and Orangi.

2.2.2 The Project shall be structured as a multi-year (e.g. 10 year) **Management Contract** (with a possibility of extension for a further period and annual audit based review on performance) which shall include, *inter alia*, the responsibility of managing and operating certain public schools and achieving the Key Performance Indicators (KPIs) set by the Government (a "**Concession Agreement**"). The ownership of the public schools will remain with the Government; however, the right to operate and run such public schools will vest with the private party or EMOs ("**Operator**").

2.2.3 For the duration of the given Concession Agreement, the relevant Operator will be responsible for managing the public school(s) assigned to such Operator along with managing the government and non-government teachers and other school staff. Further detail on the

performance criteria to be met by the Operator will be provided to Prequalified Bidders at a later stage in this process.

3. PROSPECTIVE BIDDERS

This Shortlisting Document is addressed to all persons having requested it in accordance with the Expression of Interest published in Daily DAWN, JANG & Kawish Newspapers on 13th May 2015, and on the following websites: Education and Literacy Department www.sindheducation.gov.pk, and Sindh Public Procurement Regulatory Authority www.pprasindh.gov.pk.

3.1 CONSORTIUM-LEAD MEMBERS

- 3.1.1 A Prospective Bidder for the Project may be an individual, a single entity or may take the form of a consortium (a “**Consortium**”) comprising of companies, firms, corporate bodies or other legal entities as permitted under the Companies Ordinance 1984. In case of an individual, subsequent to successful Shortlisting hereunder the individual may be required to register a company or other entity in which such shortlisted individual shall be a majority shareholder /member or shall otherwise have a right to appoint majority of the directors or board members of an equivalent governing body, which entity (if successful) would ultimately enter into the Concession Agreement with the Authority.
- 3.1.2 Each Consortium shall appoint and authorize one (1) lead member (the “**Lead Member**”) to represent and irrevocably bind all members of the Consortium in all matters connected with the shortlisting and tendering process including but not limited to the submission of the Shortlisting Application on behalf of the Consortium.

3.2 CONSORTIUM PARTICIPATION RESTRICTIONS

- 3.2.1 No Prospective Bidder or Consortium member may prequalify if it owns more than five per cent (5%) of the shares (directly or indirectly, in terms of voting rights and/or rights to dividends) of another Prospective Bidder or member of another Consortium.
- 3.2.2 No Prospective Bidder or Consortium member may prequalify if it has any representative on the Board of Directors (or equivalent managing body) of another Prospective Bidder or member of another Consortium.
- 3.2.3 Notwithstanding the foregoing, a Prospective Bidder or Consortium may prequalify if it can present evidence reasonably satisfactory to the Authority that arrangements have been established such that any such cross shareholdings or common directorships do not materially affect the independent investment decisions of the Prospective Bidder or Consortium in which such cross shareholding or common directorship exists.

3.3 EVALUATION REQUIREMENTS

- 3.3.1 If the Prospective Bidder is a Consortium it shall clearly indicate in its response which Consortium member(s) are to be evaluated for each such Shortlisting Criteria.

3.4 INELIGIBILITY OF A PROSPECTIVE BIDDER

- 3.4.1 If the Prospective Bidder or a Consortium member has been barred by any central, state or local government or government instrumentality in Pakistan or in any other jurisdiction to which the Prospective Bidder or a Consortium member belongs or in which the Prospective Bidder or a Consortium member conducts its business, from participating in any project on a private participation basis and the bar subsists as on the Shortlisting Application Submission

Deadline, such entity shall not be eligible to submit a Shortlisting Application, either individually or as a Consortium member.

3.4.2 A Prospective Bidder (and in the case of a Consortium, any member) should not have, in the 5 (five) years preceding the Shortlisting Application Submission Deadline:

- (a) failed to perform any contract with the Government, federal government, or local or provincial governments, as evidenced by imposition of a penalty by an arbitral or judicial authority or a judicial pronouncement or arbitration award against the Prospective Bidder or Consortium member as the case may be; or
- (b) been expelled from any project or contract by any public entity or authority; or
- (c) had any contract terminated by any government or government instrumentality for breach by such Prospective Bidder or Consortium member.

3.5 COSTS

3.5.1 The Prospective Bidder shall bear all costs, fees and expenses associated with the preparation and submission of its Shortlisting Application, including, without limitation, all costs and expenses related to the Prospective Bidder's preparation of responses to questions or requests for clarification.

3.6 NO CONTRACT

3.6.1 No contract whatsoever is created by or arises from this Shortlisting Document, which, under no circumstances, constitutes an offer to enter into any contract or arrangement of any nature whatsoever with any party whatsoever.

3.6.2 The Government, the Authority and any of their departments, employees, consultants, advisors and/or personnel shall not have any obligation, responsibility, commitment, or legal liability of any nature whatsoever towards any Prospective Bidder arising from this Shortlisting Document or any Shortlisting Applications submitted in response to it.

4. SHORTLISTING: PREPARATION

4.1 LANGUAGE OF SHORTLISTING APPLICATION

4.1.1 The Shortlisting Applications prepared by the Prospective Bidder, and all correspondence and documents related to the Shortlisting Applications shall be submitted in English, as specified in **ANNEXURE 1 (DATA SHEET)**.

4.2 DOCUMENTS COMPRISING THE SHORTLISTING APPLICATION

4.2.1 The Shortlisting Applications submitted by the Prospective Bidders shall comprise the following documents:

- (a) Part I – the information required by Section 4.3;
- (b) Part II – the documents or information required by Section 4.4;
- (c) Part III – where the Prospective Bidder is a Consortium, the documents required by Section 4.5; and
- (d) Part IV – the power of attorney required by Section 4.6.

Shortlisting Applications shall contain no fees or fee schedules or other reference to rates and fees for undertaking the Project. Shortlisting Applications containing such fee related information will be rejected.

4.3 **PART I – SHORTLISTING CRITERIA**

In Part I of the Shortlisting Application, the Prospective Bidder shall submit proof that it meets the Shortlisting criteria set out below (the “**Shortlisting Criteria**”).

Qualification Criteria	Required Documents/Forms
<p>QC1: Technical Criterion 1</p> <p>The Prospective Bidder, or if the Prospective Bidder is a Consortium, at least one of the Consortium members, shall have experience in the management and operation of educational institutions of at least 5 years.</p>	<p>DQC1: Experience</p> <p>The Prospective Bidder, or if the Prospective Bidder is a Consortium, the relevant Consortium members, shall provide its list of relevant projects/sites in the form presented in ANNEXURE 5 (EXPERIENCE FORM), along with supporting documentation in the form of a confirmation letter from an independent auditor, to demonstrate that it satisfies this criterion.</p>
<p>QC2: Financial Criterion 1</p> <p>The Prospective Bidder, or if the Prospective Bidder is a Consortium, the Lead Member, shall have a Net Worth¹ of at least PKR 5,000,000 (Pak Rupees Five Million) or equivalent at the end of the last two (2) full financial years.</p>	<p>DQC2: Audited Financial Statements</p> <p>The Prospective Bidder, or if the Prospective Bidder is a Consortium, the relevant Consortium member, shall provide the required financial data in the forms presented in ANNEXURE 6 (FINANCIAL DATA FORM), along with (i) audited financial statements, duly certified by a certified chartered accountant, for the most recent two (2) full financial years for which such statements are available, including the consolidated balance sheet, income statement, statement of cash flows and the accompanying notes and (ii) a confirmation letter from an independent auditor, to demonstrate that it satisfies the relevant financial criteria.</p>

4.3.1 **TECHNICAL CRITERIA - SUBMISSION OF EVIDENCE FROM SUBSIDIARIES**

The Prospective Bidder, or if the Prospective Bidder is a Consortium, the relevant Consortium member, may include evidence of projects undertaken by one or several Affiliate Companies (as defined below) to satisfy Technical Criteria QC1.

For purposes of the above, an “Affiliate Company” means any corporate entity Controlled by the Prospective Bidder, or if the Prospective Bidder is a Consortium, by the relevant

¹ "Net Worth": means the value of total assets less total liabilities of the entity concerned at the end of a financial year.

Consortium member, and “Control” means having, directly or indirectly, a majority of the voting securities or a majority representation on the Board of Directors (or other similar constituent body) of the given entity. For the avoidance of doubt, projects undertaken by other companies of the same corporate group, which do not comply with the above definition of an Affiliate Company, such as parent companies or sister companies, shall not be taken into account to satisfy Technical Criteria QC1.

In case the Prospective Bidder, or if the Prospective Bidder is a Consortium, the relevant Consortium member, includes evidence of projects undertaken by one or several Affiliate Companies, it shall submit, in addition to all other documentation required by this Shortlisting Document, the documentation specified in Section 4.4(b) with respect to each relevant Affiliate Company.

4.3.2 **FINANCIAL CRITERIA - SUBMISSION OF EVIDENCE FROM PARENT COMPANY**

The Prospective Bidder, or if the Prospective Bidder is a Consortium, the relevant Consortium member, may choose to present financial statements from a Parent Company to satisfy Financial Criteria in QC2.

For purposes of the above, “the Parent Company” means any corporate entity Controlling the Prospective Bidder, or if the Prospective Bidder is a Consortium, the relevant Consortium member, and “Control” means having, directly or indirectly, a majority of the voting securities or a majority representation on the Board of Directors (or other similar constituent body) of the given entity.

In case the Prospective Bidder, or if the Prospective Bidder is a Consortium, the relevant Consortium member, chooses to present financial statements from a Parent Company, it shall submit, in addition to all other documentation required by this Shortlisting Document, the documentation specified in Section 4.4(b) with respect to the Parent Company.

In such cases, the Parent Company shall guarantee to the Authority the Prospective Bidder's financial obligations under the Concession Agreement. For purposes of the above, the Parent Company shall provide an executed letter of support in the form attached as **ANNEXURE 7 (PARENT COMPANY LETTER OF COMFORT)**.

4.4 **PART II – SHORTLISTING FORM AND OTHER DOCUMENTS**

In Part II of the Shortlisting Application, each Prospective Bidder shall provide the following:

- (a) A Shortlisting Application signed by the Prospective Bidder (or if the Prospective Bidder is a Consortium, the Lead Member) in the form of **ANNEXURE 2 (SHORTLISTING APPLICATION FORM)**. The Prospective Bidders are requested to indicate in their Shortlisting Application, their three (3) top choices of the districts/areas of Sindh in which they wish to undertake the Project – such districts/areas may be out of the districts of Dadu, Jacobabad, Kashmore, Khairpur, Larkana, Qambar Shadadkot, Sukkur, and five towns of Karachi City, namely, Bin Qasim Gadap, Kemari, Lyari, and Orangi or any other districts in the province of Sindh. Notwithstanding the foregoing, the district(s) in which the Project shall ultimately be implemented will be at the sole discretion of the Authority.
- (b) The following legal documents and background information:
 - (i) basic information on the Prospective Bidder (or if the Prospective Bidder is a Consortium, each member of a Consortium), as detailed in **ANNEXURE 3**

- (**BASIC INFORMATION FORM**), including an up-to-date list of shareholders or members of the Prospective Bidder (or one list for each Consortium member);
- (ii) a certified copy of Memorandum of Association and Articles of Association or other constitutive documents of the Prospective Bidder (or if the Prospective Bidder is a Consortium, the Memorandum of Association and Articles of Association or other constitutive documents of each member of a Consortium) and any amendments; and
 - (iii) a certified copy of the Prospective Bidder's certificate of incorporation or registration (or, if the Prospective Bidder is a Consortium, each of its members);
- (c) An Affidavit, in the form of **ANNEXURE 8 (AFFIDAVIT)**, confirming that the Prospective Bidder (or, if the Prospective Bidder is a Consortium, each member of the Consortium):
- (i) is not in bankruptcy or liquidation proceedings;
 - (ii) has not been convicted of fraud, corruption, collusion or money laundering;
 - (iii) is not aware of any conflict of interest or potential conflict of interest arising from prior or existing contracts or relationships which could materially affect its capability to comply with the obligations under the Concession Agreement; and
 - (iv) does not fall within any of the circumstances for ineligibility listed in Section 3.4 (*Ineligibility of a Prospective Bidder*).

4.5 PART III – CONSORTIA DOCUMENTS AND REQUIREMENTS

If the Prospective Bidder is a Consortium, there must be a Lead Member who is duly authorized (through a power of attorney signed in front of a notary, as described in Section 4.6) by all other Consortium members to act on their behalf and provide an undertaking that there will be no change in the constitution of the Consortium without the prior written consent of the Authority.

A Prospective Bidder wishing to qualify as a Consortium shall submit, as Part III of the Shortlisting Application, a written commitment, in the form of a letter duly executed by the legal representative of each Consortium member, which:

- (a) confirms each member's commitment to the Consortium; and
- (b) identifies the member that will assume the role of Lead Member on behalf of the other members, with the authority to commit all members.

4.6 PART IV – POWER OF ATTORNEY

Each Prospective Bidder (or if the Prospective Bidder is a Consortium, each Consortium member) shall provide, as Part IV of the Shortlisting Application, a written power of attorney in the form attached hereto as **ANNEXURE 4 (POWER OF ATTORNEY)**, duly notarized, indicating that the person(s) signing the Shortlisting Application has(ve) the authority to sign.

4.7 CLARIFICATIONS

A Prospective Bidder requiring any clarification on the Shortlisting Document, Shortlisting Applications, Shortlisting Criteria or any of the requirements set out herein, may send request for clarification to the Authority in writing with a copy to the Director, PPP Node at the e-mail addresses indicated in **ANNEXURE 1 (DATA SHEET)**. Any such request for clarification shall be addressed before 2:00 P.M. (Pakistan time) on June 1, 2015.

Electronic copies of the response, including an explanation of the query without identification of its source (the “**Response to Questions Document**”), will be sent to all Prospective Bidders who have requested the Shortlisting Document. If similar or repeated queries are made by Prospective Bidders, those queries may be listed as one query and responded to only once.

4.8 TIMETABLE

4.8.1 The estimated timetable is as follows (the “**Estimated Timetable**”):

Indicative Transaction Timetable*

Activity	Target Date
Invitation for Shortlisting	MAY 13, 2015
Clarification Requests Submission Deadline	MAY 25, 2015
Shortlisting Applications Submission Deadline	JUNE 10, 2015

* *The timetable is presented for indicative purposes only.*

The Authority may, in its sole discretion and without prior notice to the Prospective Bidders, amend the Estimated Timetable. The Authority shall not incur any liability whatsoever arising out of amendments to the Estimated Timetable. The Authority shall notify the Prospective Bidders of changes to the Estimated Timetable.

5. SHORTLISTING APPLICATION: SUBMISSION

5.1 FORMAT AND SIGNING OF THE SHORTLISTING APPLICATION

5.1.1 Each Prospective Bidder shall prepare and submit one (1) printed original, two (2) printed copies and (1) electronic copy (on DVD or USB drive) of its relevant Shortlisting Application, as specified in **ANNEXURE 1 (DATA SHEET)**, clearly marking each one as “**ORIGINAL**”, “**COPY NO. 1**”, “**COPY NO. 2**”, etc. as appropriate. In the event of any discrepancy between the copies and the original, the original shall prevail.

5.1.2 The original and all printed copies of the Shortlisting Application, each consisting of the documents listed in Section 4.2, shall be typed or written in indelible ink. The person or persons duly authorized to bind the Prospective Bidder shall sign the Shortlisting Application by:

- (i) signing the original of the relevant Shortlisting Application; and
- (ii) initialling all of the pages of the original of the relevant Shortlisting Application.

5.1.3 The relevant Shortlisting Application shall contain no alterations, omissions or additions, unless such corrections are signed by the person or persons signing the Shortlisting

Applications.

- 5.1.4 The DVD or USB drive requested shall include a table of contents, shall be free of any virus and shall contain non-compressed and non-protected files in printable and reproducible formats.

5.2 SEALING AND MARKING OF SHORTLISTING APPLICATIONS

- 5.2.1 The Prospective Bidder shall seal the original Shortlisting Application and each copy in separate envelopes, each containing the documents specified in Section 4.2, and shall mark the envelopes as “**SHORTLISTING APPLICATION – ORIGINAL**” and “**SHORTLISTING APPLICATION – COPIES**” (all duly marked as required herein). The envelopes shall be sealed in an outer envelope. The inner and outer envelopes shall:

- (i) be addressed to the Authority at the following address:

**PPP NODE, EDUCATION AND LITERACY DEPARTMENT
Mr. Tauseef Lateef
Director
Public Private Partnership (NODE)
3rd Floor, Old KDA Building, Secretariat No.3, Karachi.
Tel: +92-21-99211180
Fax: +92-21-99211311**

and

- (ii) bear the words: “**SINDH EDUCATION MANAGEMENT ORGANIZATION. DO NOT OPEN BEFORE 2:30 P.M. PAKISTAN TIME, JUNE 10, 2015**”

The inner envelopes shall each indicate the name and address of the Prospective Bidder (in case of a Consortium, the name and address of the Lead Member) to enable the relevant Shortlisting Application to be returned unopened in the event that it is declared “late”.

If the outer envelope is not sealed and marked as required in this Section 5.2, the Authority will assume no responsibility for any Shortlisting Application's misplacement or premature opening. If the outer envelope discloses the Prospective Bidder's identity, the Authority will not guarantee the anonymity of the submission, but this disclosure will not constitute grounds for rejection.

- 5.2.2 The DVD or USB drive requested shall be submitted together with the printed Shortlisting Application as provided in **ANNEXURE 1 (DATA SHEET)**. For the avoidance of doubt, it is expressly specified that the Prospective Bidders shall not be allowed to submit their Shortlisting Applications by e-mail.

5.3 DEADLINE FOR SUBMISSION OF SHORTLISTING APPLICATIONS

Shortlisting Applications shall be submitted to the Authority at the address specified above no later than **2:30 P.M. PAKISTAN TIME, JUNE 10, 2015** (the “**Shortlisting Application Submission Deadline**”).

Any Shortlisting Application submitted after the Shortlisting Application Submission Deadline shall be rejected and shall be returned unopened to the Prospective Bidder (or in case of a Consortium, to the Lead Member) who sent it.

5.4 COPY TO THE PPP NODE

In addition and without prejudice to the above, Prospective Bidders are requested to submit, no later than on the Shortlisting Application Submission Deadline, one (1) electronic copy of the complete Shortlisting Application, in the format set out in Section 5.1, sealed in an envelope, and:

- (i) addressed to the Director of the PPP (NODE) at the following address:

PPP NODE, EDUCATION AND LITERACY DEPARTMENT

Mr. Tauseef Lateef

Director

Public Private Partnership (NODE)

3rd Floor, Old KDA Building, Secretariat No.3, Karachi.

Tel: +92-21-99211180

Fax: +92-21-99211311

- (ii) bearing the words: *“SINDH EDUCATION MANAGEMENT ORGANIZATION. DO NOT OPEN BEFORE 2:30 P.M. PAKISTAN TIME, JUNE 10, 2015”*

Such electronic copy shall be for information purposes only, and shall not be considered for conformity or evaluation purposes.

6. SHORTLISTING APPLICATION: OPENING AND EVALUATION

6.1 PRELIMINARY EXAMINATION OF SHORTLISTING APPLICATIONS

The Authority will carry out a preliminary examination of each Shortlisting Application to determine whether it is complete, whether the documents have been properly signed, and whether it is generally in order.

Where the Authority deems it convenient or necessary, it may request supplementary information or documentation from a Prospective Bidder (including each member of a Consortium) for determining its eligibility for shortlisting. Whenever such request is made, the Prospective Bidder shall provide the same to the Authority with a copy to the PPP Node at the addresses specified in **ANNEXURE 1 (DATA SHEET)**, by such date as may be specified by the Authority.

Any Shortlisting Application found to be non-responsive will be rejected by the Authority and not included for further consideration of the substance of the application.

6.2 EVALUATION OF THE SHORTLISTING APPLICATION

- 6.2.1 The Authority will carry out a detailed evaluation of the Shortlisting Applications that have not been rejected after the preliminary examination in order to determine whether they are substantively responsive to the Shortlisting Criteria. In order to reach such a determination, the Authority will examine the information supplied by the Prospective Bidders, pursuant to this Section 6.2, and other requirements, taking into account the following factor:

Shortlisting Criteria specified in Section 4.3 Part I are based on "pass"/"fail" for each such criteria.

- 6.2.2 A Prospective Bidder whose Shortlisting Application is determined by the Authority to be substantively responsive and as meeting the Shortlisting Criteria specified in Section 4.3 Part I and the other requirements in Section 4, shall be designated as a “**Prequalified Bidder**”.
- 6.2.3 A Prospective Bidder whose Shortlisting Application is determined by the Authority to be substantively non-responsive or as not meeting the Shortlisting Criteria specified in Section 4.3 Part I and the other requirements in Section 4, shall be designated as a “**Non-Prequalified Bidder**”.

7. INVITATION FOR BIDS

At the end of the Shortlisting Applications evaluation, the Authority will either:

- (a) notify a Prospective Bidder that it has been designated as being a Non-Prequalified Bidder since its Shortlisting Application has been rejected on the grounds of being substantively non-responsive, or that it does not meet the Shortlisting Criteria and other requirements set forth in Section 4; or
- (b) notify a Prospective Bidder that it has been designated as being a Prequalified Bidder and will receive an invitation for bids.

If the Prequalified Bidder is a Consortium, it shall not change the structure of the Consortium.

If the Prequalified Bidder is an individual, it shall commence the process of registration of an entity that would ultimately submit the bidding documents.

The specific details of the tendering process, including the deadline and content for submission of bids, will be specified in the tender documents to be issued by the Authority shortly after the announcement of Prequalified Bidders.

7.1 PARTNERING BETWEEN PREQUALIFIED BIDDERS

Any Prequalified Bidder shall be precluded from partnering (directly or indirectly) with another Prequalified Bidder without the express written approval of the Authority, who shall be free to accept or refuse at its discretion, and in all cases taking into account the likely effects of the proposed partnering on the competitiveness of the tender process. If the Prospective Bidder is a Consortium, the above sentence shall apply to all members of the Consortium.

7.2 PARTNERING BETWEEN PREQUALIFIED BIDDERS AND NON-PREQUALIFIED BIDDERS

A Non-Prequalified Bidder shall be entitled to partner with a Prequalified Bidder, provided that:

- (a) the said Non-Prequalified Bidder shall not be the Lead Member of the Consortium;
- (b) the Consortium, including the Non-Prequalified Bidder, continues to fulfill all Shortlisting Criteria under Section 4.3; and
- (c) there is an express written approval of the Authority who shall be free to accept or refuse at its discretion, and in all cases taking into account the likely effects of the proposed partnering on the competitiveness of the tender process.

ANNEXURE 1 - DATA SHEET

The following specific data shall supplement the provisions in the Shortlisting Document.

1	Project Name	Sindh Education Management Organizations
2	Address and Contact Person of Contracting Authority	Sindh Education and Literacy Department, Dr. Fazlullah Pechuho Secretary Education, Government of Sindh 1st Floor, Tughlaq House, Sindh Secretariat, Karachi, Pakistan. Tel: +92-21-99211225 Email: acs.edu@sindheducation.gov.pk
3	Director PPP Node	Mr. Tauseef Lateef Director Public Private Partnership (NODE) 3rd Floor, Old KDA Building, Secretariat No.3, Karachi. Tel: +92-21-99211180 Fax: +92-21-99211311 Email: directorppp.gos@gmail.com
4	Address for Submission of Shortlisting Applications	PPP NODE, EDUCATION AND LITERACY DEPARTMENT Mr. Tauseef Lateef Director Public Private Partnership (NODE) 3rd Floor, Old KDA Building, Secretariat No.3, Karachi. Tel: +92-21-99211180 Fax: +92-21-99211311 Email: ppp.node@sindheducation.gov.pk
5	Pre-qualification Application Submission Deadline	2:30 P.M. Pakistan time on June 10, 2015.
6	Language of Shortlisting Application	English
7	Number of Copies of Shortlisting Application	<u>For the Authority:</u> - one (1) printed original together with one (1) electronic copy (DVD or USB drive); and - two (2) printed copies. <u>For PPP Node:</u> - one (1) electronic copy (DVD or USB drive).

ANNEXURE 2 - SHORTLISTING APPLICATION FORM

To: Education and Literacy Department
Government of Sindh
1st Floor, Tughlaq House,
Sindh Secretariat,
Karachi, Pakistan.

Re: Management and operation of certain public schools by Education Management Organizations in the province of Sindh (the “**Project**”)

[Date]

Dear Sirs,

Pursuant to the Expression of Interest dated [*Please insert the relevant date*], [*Name of Prospective Bidder*] hereby submits its Shortlisting Application in conformity with the Shortlisting Document and Instructions to Prospective Bidders dated [●] (as amended and/or supplemented from time to time) (the **Shortlisting Document**) and requests to be considered for Shortlisting for the Project.

All capitalized terms unless defined herein shall bear the meaning as ascribed thereto in the Shortlisting Document.

[*Name of Prospective Bidder*] indicates the following three (3) districts/areas of Sindh as its three (3) preferred districts/areas of Sindh for undertaking the Project:

- (i) [●];
- (ii) [●]; and
- (iii) [●].

[*Name of Prospective Bidder*] hereby confirms that it:

- (a) agrees to comply with all the tender rules, laws and regulations governing the tender as issued by the relevant authorities from time to time.
- (b) accepts the right of the Sindh Education and Literacy Department to (i) request additional information reasonably required to assess the application, (ii) amend the procedures and rules or make clarifications thereof, and (iii) extend or amend the schedule of the shortlisting and the tender;
- (c) accepts the exclusive application of the federal laws of Pakistan and provincial laws of Sindh with respect to these shortlisting procedures; and
- (d) fully and completely understands and accepts the terms of the Shortlisting Document and hereby undertakes to comply with the same.

[*Name of Prospective Bidder*] hereby represents and warrants that as of the date of this letter:

- (a) all of the information submitted in this Shortlisting Application, including the enclosed forms and documents, is accurate in all respects;
- (b) [*Name of Prospective Bidder*], [including any of our Consortium members], has(ve) not been subject to any voluntary or involuntary bankruptcy or insolvency or similar proceeding during the last five (5) years; and
- (c) [*Name of Prospective Bidder*], [including any of our Consortium members], has(ve) paid all taxes due, except those which are being contested in good faith by appropriate proceedings and for which adequate reserves have been established.

Attached herewith to this Shortlisting Application are the following documents, as appropriate:

- (a) Basic Information Form (Annexure 3)
- (b) Power of Attorney (Annexure 4);
- (c) Experience Form (Annexure 5);
- (d) Financial Data Form (Annexure 6); and
- (e) Parent Company Letter of Comfort (if relevant) (Annexure 7), and
- (f) Affidavit (Annexure 8);
- (g) Other documents required in Section 4 of the Shortlisting Document.

[*Name of Prospective Bidder*] hereby designates [●] as its representative to receive notices in respect of the shortlisting and the tender at the following address, telephone and facsimile numbers:

[*Representative's address, telephone and facsimile numbers*]

[*Signature*]

In the capacity of [*position*]

Authorized to sign this Shortlisting Application for [*Name of Prospective Bidder*]

ANNEXURE 3 - BASIC INFORMATION FORM

PROSPECTIVE BIDDER INFORMATION:

Name:

Type: (Corporation, Partnership, etc.)

Company/Entity incorporation/registration no:

Domicile:

Address of principal office:

Telephone number:

Fax number:

E-mail address:

Primary areas of business:

Shareholder/Member certificate (attach separately)

Consortium members information: (if applicable, fill in details for all members, identifying the Lead Member and/or the member(s) to be evaluated for each of the Shortlisting Criteria set forth in Section 4.3 Part I)

Name:

Type: (Corporation, Partnership, etc.)

Company/Entity incorporation/registration no:

Domicile:

Address of principal office:

Telephone number:

Fax number:

E-mail address:

Primary areas of business:

Shareholder/Member certificate (attach separately)

ANNEXURE 4 - POWER OF ATTORNEY

On this day of

Before me

The Notary in this office

The undersigned

Mr./Ms. _____

In his/her capacity as _____

Nationality

Holder of Passport or CNIC no. _____

Issued from _____

Dated _____

Residing at _____

Hereby appoints Mr./Ms. _____ in his/her capacity as _____, to:

- (a) Execute under hand, or under seal, and deliver to the competent authorities all the documents listed in Schedule 1 attached hereto;
- (b) Deliver and receive any document or instrument in relation to the documents listed in Schedule 1 attached hereto; and
- (c) Do all things necessary and incidental in respect of the matters set out herein including to do, execute and perform any other deed or act ought to be done executed or performed to perfect or otherwise give effect to the documents listed in Schedule 1.

And is hereby authorized to appoint others for all or part of the powers delegated by the present Power of Attorney.

SCHEDULE 1

- A. DATED: **[INSERT DATE OF EXECUTION]**
- B. THE GRANTOR: **[INSERT NAME OF PROSPECTIVE BIDDER/CONSORTIUM MEMBER]**
- C. THE ATTORNEY: **[INSERT NAME OF REPRESENTATIVE LEAD MEMBER]**
- D. PLACE IN WHICH DOCUMENTS ARE TO BE EXECUTED AND DELIVERED: **PUBLIC PRIVATE PARTNERSHIP (PPP NODE) EDUCATION & LITERACY DEPARTMENT GOVERNMENT OF SINDH KARACHI, PAKISTAN**

E. DOCUMENTS:

ALL DOCUMENTS IN RESPECT OF THE
AUTHORITY'S SHORTLISTING
APPLICATION IN RELATION TO THE PROJECT.

IN WITNESS WHEREOF the Grantor has executed this Power of Attorney [**under seal**] on the date set out above.

[SEAL]

)
)
)
)

[Name / Title of Grantor representative]

ANNEXURE 5 – EXPERIENCE FORM (DQC1)

The Prospective Bidder, or if the Prospective Bidder is a Consortium, at least one of the Consortium members, should provide sufficient detail of its experience in the management and operation of educational institutions in five (5) of the full calendar years over the last seven (7) years, to enable the Authority to evaluate fulfilment of Technical Criterion as described in Section 4.3 of this Shortlisting Document.

Individual / Company / Institution Name²	Location	Description & Size	Role of the Prospective Bidder or Consortium Member	Date of Commencement of Operations	Auditor's confirmation letter reference³
[add rows if necessary]					

² If Company Name is different from your name, please indicate relationship with your company.

³ The Prospective Bidder, or if the Prospective Bidder is a Consortium, the relevant Consortium members, shall provide a letter from an independent auditor as confirmation of each of the experiences that they list in the table of this Annexure 5.

ANNEXURE 6 - FINANCIAL DATA FORM (DQC 2)

(I) NET WORTH

(i) Financial Year End [*insert the date and year*]

Prospective Bidder (or if the Prospective Bidder is a Consortium, the Lead Member)		
Value of Total Assets	Total Liabilities	Net Worth
<i>[insert the amount in PKR]</i>	<i>[insert the amount in PKR]</i>	<i>[insert the amount in PKR]</i>

(ii) Financial Year End [*insert the date and year*]

Prospective Bidder (or if the Prospective Bidder is a Consortium, the Lead Member)		
Value of Total Assets	Total Liabilities	Net Worth
<i>[insert the amount in PKR]</i>	<i>[insert the amount in PKR]</i>	<i>[insert the amount in PKR]</i>

ANNEXURE 7 - PARENT COMPANY LETTER OF COMFORT

To: Education and Literacy Department
Government of Sindh
1st Floor, Tughlaq House,
Sindh Secretariat,
Karachi, Pakistan.

Re: Management and operation of certain public schools by Education Management Organizations in the province of Sindh (the “**Project**”)

[Date]

Dear Sirs,

We refer to the shortlisting document issued by the Sindh Education and Literacy Department, dated [●] (“**Shortlisting Document**”), inviting shortlisting applications from Prospective Bidders for the execution and completion of a Concession Agreement involving the management and operation of certain public schools in the province of Sindh (the “**Project**”).

According to Section 4.3.2 of the Shortlisting Document (*Financial Criteria - Submission of Evidence from Parent Company*), the Prospective Bidder, or if the Prospective Bidder is a Consortium, at least one of the Consortium members, may choose to present financial statements from a Parent Company to satisfy Financial Criteria in QC2. For this purpose, the "Parent Company" means any corporate entity Controlling the Prospective Bidder, or if the Prospective Bidder is a Consortium, the relevant Consortium member, and "Control" means having, directly or indirectly, a majority of the voting securities or a majority representation on the Board of Directors (or other similar constituent body) of the given entity.

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

- (i) we are the Parent Company of [*name of Prospective Bidder or a Consortium Member*], which is seeking to prequalify for the Project as [Prospective Bidder/Consortium Member]; and
- (ii) we will make available sufficient funds and resources to [*name of Prospective Bidder or a Consortium Member*] to enable it to meet its obligations as the shareholder/member of the Operator and otherwise act as a prudent and careful Project sponsor.

Except where the context requires otherwise, capitalized terms used in this letter shall have the meaning ascribed in the Shortlisting Document.

Yours faithfully,

[Name of Parent Company]

By: _____

Name: _____

Title: _____

(Authorized signatory)

ANNEXURE 8 - AFFIDAVIT

To: Education and Literacy Department
Government of Sindh
1st Floor, Tughlaq House,
Sindh Secretariat,
Karachi, Pakistan.

Re: Management and operation of certain public schools by Education Management Organizations in the province of Sindh (the “**Project**”)

[Date]

Pursuant to the Shortlisting Document dated [*please insert the date*] in respect of the Sindh Education Management Organization Project,

[*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 member of our Consortium (if applicable):

- (a) is not in bankruptcy or liquidation proceedings;
- (b) has not been convicted of fraud, corruption, collusion or money laundering;
- (c) is not aware of any conflict of interest or potential conflict of interest arising from prior or existing contracts or relationships which could materially affect its capability to comply with the obligations under the Concession Agreement; and
- (d) does not fall within any of the circumstances for ineligibility listed in Section 3.4 (Ineligibility of a Prospective Bidder) of the Expression of Interest.

Yours Sincerely,

Name and Title of Authorized Signatory:

Name of Firm:

Address: