

Minutes of the Pre-Proposal Conference held on 19.06.2012 at 11.00 a.m. with regard to RFP for selection of Transaction Adviser (TA) for setting up of Model Schools under PPP mode.

1. The Pre-Proposal Conference to address the queries raised by the interested entities in response to the RFP for selection of Transaction Adviser (TA) was held on 19.06.2012 at 11.00 a.m. List of participants is at **Annexure-I.**

2. Initiating the deliberations, Smt. Radha Chauhan, Joint Secretary(SE.I), Department of School Education and Literacy (DSEL) gave a brief background of the scheme and elaborated on the approach adopted by the Department in initiating the process for selection of private entities for setting up of the model schools and the role of TA as envisaged in this context. Thereafter the session was opened for general discussion on the queries of the private companies.

3. Based on the discussions held during the meeting, a list of clarifications to the RFP is at **Annexure-II.**

4. The meeting ended with a vote of thanks to the Chair.

Annexure-I

List of participants of the Pre-proposal Conference held on 19.06.2012 at 11.00 a.m. with regard to RFP for selection of TA for setting up of model schools under PPP mode.

1. Ms. Radha S. Chauhan,
Joint Secretary(SE.I), DSEL,
MHRD
2. Shri Apurva Chandra,
Joint Secretaru(SE.II), DSEL,
MHRD
3. Shri K. Mathivanan,
Director (Finance),
DSEL, MHRD
4. Shri Harish Kumar
Deputy Secretary (MS)
5. Shri Praveen Mahto,
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6. Shri Devendra Kumar
Under Secretary (MS)
7. Shri Deepak Kumar Sah
Section Officer (MS)

Private Companies

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13. C.A. Rajiv Bajpai,
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Annexure-II

Clarifications to the RFP for selection of Transaction Adviser (TA) for setting up of model schools under PPP mode

- (a) The applicant may participate in the selection process either individually (the "Sole Firm") or as lead member of a consortium of firms (the "Lead Member"). While evaluating the eligibility criteria of the Transaction Adviser, the qualification of the individual or the Lead Member only, will be taken into account.
- (b) The Ministry does not contemplate changes in the basic parameters of the RFP as it is modelled on the standard template approved by the Government for the purpose. As regards payment to the TA, it will be based on achievement of defined milestones.
- (c) All the formats provided in the RFP are the standard formats revised for the purpose of PPP project and the interested companies have to provide information in each of the formats.
- (d) The Proposal Due Date, on the request of the participants has been extended to 16.07.2012.
- (e) A compilation of such clarifications on the issues raised by the private companies is at **Annexure-III**.
- (f) The amendments to the RFP based on the above decisions are at **Annexure-IV**.

Summary of clarifications

Appointment of Transaction Advisor for Setting up Schools through PPP

S.NO	CLAUSE NO	BIDDER'S QUERY	MHRD's REPLY
1.	1.1.2 Scope of Work	1. As mentioned in RFP document, it seems that there is a standard technical framework in place for Model schools. Considering that, what will be the major differences between the operational & financial model for each of the 50 Model schools to be set up under PPP? (Other than qualifying criteria for financial support)	A Model Concession Agreement is currently under preparation and shall be available to the selected Bidder upon commencement of the Consultancy assignment.
2.		2. Please specify, the number of states, districts or other broad criteria for PPP Model development?	Will be specified in the RFQ for pre-qualification of applicants for the schools.
3.	1.1.2 Introduction/ Background	1. The Schools will be awarded on DBFO basis to private entities (the "Concessionaire") selected through a competitive bidding process". 2. The above statement refers to more than one private entity to be selected as a concessionaire. Kindly provide clarity on the number of private entities to be selected.	Concessionaires will be selected for each School/project to be set up under the Scheme

4.	1.8 Proposal due date (Schedule of Selection Process)	1. Kindly extend the proposal due date to further of two weeks.	The Proposal Due Date has been extended to 16.07.2012
5.		2. It is given that the initial appointment is for 50 schools. Also it has been given that additional 50 schools would be taken up for further developments subject to certain conditions. What will be the fees for these 50 additional schools? Whether the professional fees for these 50 additional schools will be the same that of the first set of 50 schools? Please explain	Refer Para 5.3 of TOR
6.		3. Whether the proposed schools are from the EBBs or other than EBBs?	Refer Para 4 of Schedule 4
7.		4. At which region/locations these schools are likely to come up?	Shall be specified at RFP stage
8.	2.1.1	1. Kindly refer to Clause 2.1.1 of the RfP Document. The Applicant therein has been defined as "Sole Firm" or "Lead Member". Reading Clause 2.2.2. of the RfP keeping this definition in mind would mean that even if a consortium is there, it is the Lead Member who has to fulfill the technical as well as financial capability criteria.	No change contemplated

		<p>If that is the case, why would one form a consortium. Hence, kindly let the consortium cumulatively meet the technical as well as financial capability criteria. A clarification in this regard shall be highly appreciated.</p>	
9.	<p>Clause 2.26- Indemnity (Page. No. 31 of 131)</p>	<p>Request to replace the indemnity given in this clause with the following :</p> <p>“ The Consultant shall indemnify the Authority against all direct losses, damages, claims and liabilities arising out of Consultant's fraud, wilful misconduct, breach of confidentiality or breach of Authority's or third party intellectual property right for an amount not exceeding the value of the Agreement”</p>	<p>No change contemplated</p>
10.	<p>3.3 Compilation & Analysis of Data</p>	<ol style="list-style-type: none"> 1. Is DISE data for schools available in each of the respective locations? 2. Is Transaction Advisor also responsible for collection of the data in each block? 	<p>Not relevant to scheme</p> <p>Refer Para 3.3 of TOR</p>
11.	<p>3.4 Consultant shall work out the capital and operating cost estimates</p>	<ol style="list-style-type: none"> 1. What is the ratio of the new Model schools to be constructed and existing schools to be converted into Model School? 2. If a separate PPP Model is to be designed for each of the 	<ol style="list-style-type: none"> 1. Not relevant to this RFP. 2. PPP model for all schools may be seen in Schedule 4.

		<p>50 schools, as envisaged under the Model School scheme?</p> <p>3. Are Drawings & designs for the Model School ready?</p> <p>4. What are the different categories of Model schools envisaged under the scheme (KVs, KGSBV etc)?</p> <p>5. Are there any guidelines for Teacher's training, recruitment as well?</p>	<p>3. Not relevant to this RFP.</p> <p>4. Only one category of PPP model schools is contemplated.</p> <p>5. Not relevant to this RFP.</p>
12.	Clause 3.4.3- Liability of the consultant	<p>Request to consider the following:</p> <p>"Notwithstanding anything contained in this Agreement, the aggregate liability of the selected consultant in connection with the services to be performed hereunder, shall in no event exceed the contract price. The selected consultant shall only be liable for the direct damages or loss arising out this agreement or otherwise from its services and not for any indirect or consequential damages."</p>	No change contemplated
13.	3.6 1. PPP Options Development	<p>1. Is Transaction Advisor responsible for development of Public Private Partnership Options Development?</p> <p>2. Is Transaction Advisor</p>	No, not contemplated

	<p>2. Benchmarking</p> <p>3. Revenue & Financial Modelling</p>	<p>responsible for Benchmarking PPP Options developed against best practices elsewhere?</p> <p>3. Is Transaction Advisor responsible for devising various alternate Financing & Operational Models?</p> <p>4. Is Viability Gap Funding is to be incorporated as mode of financing?</p>	
14.	Role of Key Personnel	<p>1. Is Education Expert also expected to review and access the existing scheme?</p> <p>2. Is Education Advisor also responsible for review of the Vision Document, Policy Document of the Department?</p>	No, not contemplated
15.	Clause 3.8 Assistance in the RFQ process (Terms of Reference)	<p>The Consultant shall assist in adapting the RFQ document for location-specific purposes”</p> <p>Kindly provide clarity on number of RFQs to be prepared by the Transaction adviser</p>	Single RFQ will be floated for all locations and pre-qualification of bidders carried out. RFP will be issued individually for each school.
16.	Clause 7.2.1	It is requested to consider capping the liquidated damages to 20% of the contract fee.	No change contemplated.
17.	Clause 3.1.4 of the RFP: Eligible Assignments	We request you that the Eligible Assignments relating to project should be linked with the number of projects whose financial closure has been achieved even if they are based on the same model concession agreement and awarded by the same Public Entity. Ministry of	No change contemplated.

		Road Transport and Highways has also deleted this proviso vide their addendum no. RW/NH-37022/1/2009-NHDP IV-A dated 12.02.2010 (copy of the same is enclosed herewith). You are requested to delete this proviso in light of above addendum.	
18.	2.2.2 (B) of the RFP Financial Capacity	Since this is the Consultancy project, hence we request you to kindly reduce the turnover from Rs. 5 crore to Rs. 2 crore as is required under similar project.	No change contemplated.
19.		Kindly clarify whether Joint Venture is allowed or not.	Please refer to Clause 2.1. No change contemplated.

Annexure-IV

ADDENDUM No. 1 to the Request for Proposal												
APPOINTMENT OF TRANSACTION ADVISER FOR SETTING UP OF MODEL SCHOOLS THROUGH PPP MODE												
<p>The following are the modifications to the Request for Proposal for appointment of Transaction Adviser for setting up model schools through PPP mode. The referenced provisions are to be read in the amended form as set out below. The deletions from the earlier text circulated are indicated as strikethroughs and the additions are underlined.</p>												
Sl. No.	Clause No.	Modified Provision of the Request For Proposal										
1.	1.8 (Schedule of Selection Process)	<table style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="text-align: left; width: 70%;">Event Description</th> <th style="text-align: left;">Date</th> </tr> </thead> <tbody> <tr> <td style="text-align: center;">* * *</td> <td style="text-align: center;">* *</td> </tr> <tr> <td>4. Proposal Due Date or PDD</td> <td>June 29<u>July 16</u>, 2012</td> </tr> <tr> <td>5. Opening of Proposal</td> <td>June 29<u>July 16</u>, 2012</td> </tr> <tr> <td style="text-align: center;">* * *</td> <td style="text-align: center;">* *</td> </tr> </tbody> </table>	Event Description	Date	* * *	* *	4. Proposal Due Date or PDD	June 29 <u>July 16</u> , 2012	5. Opening of Proposal	June 29 <u>July 16</u> , 2012	* * *	* *
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2.	3.8 of TOR	<p>3.8 Assistance in the RFQ process The bidding process is specified in the Model Request for Qualification (RFQ) document published by the Department of Expenditure, Ministry of Finance vide OM No. F.No. 24(1)/PF.II/07 dated 30 November 2007. The Model RFQ document shall be modified by the Authority to the extent necessary for making it amenable for use for the Project. The Consultant shall assist in adapting the RFQ document for location-specific purposes. The Consultant shall also assist the Authority in the pre-qualification process. The Authority intends to pre-qualify and short-list bidders on the basis of the response to the RFQ document.</p>										
3.	4 of TOR	<p>4. Deliverables</p> <p style="text-align: center;">* * *</p> <p>C. Assistance in preparation of <u>conducting the RFQ process</u> and RFP (Refer Clauses 3.8 & 3.9).</p> <p style="text-align: center;">* * *</p>										

4.	5.2 of TOR	<table border="1"> <thead> <tr> <th>Key Date No.</th> <th>Description of Deliverables (1)</th> <th>Week No. (2)</th> <th>Payment for 50 Schools (3)</th> </tr> </thead> <tbody> <tr> <td colspan="4" style="text-align: center;">* * *</td> </tr> <tr> <td>KD3</td> <td>Assistance in the RFQ document and conducting the RFQ process</td> <td>8</td> <td>15%</td> </tr> <tr> <td>KD4</td> <td>Pre-qualifying and short-listing of bidders</td> <td>20</td> <td>15%</td> </tr> <tr> <td colspan="4" style="text-align: center;">* * *</td> </tr> <tr> <td>KD7</td> <td>Completion of Services including assistance during Bid Process</td> <td>78 60</td> <td>20%</td> </tr> <tr> <td colspan="4" style="text-align: center;">* * *</td> </tr> </tbody> </table>	Key Date No.	Description of Deliverables (1)	Week No. (2)	Payment for 50 Schools (3)	* * *				KD3	Assistance in the RFQ document and conducting the RFQ process	8	15%	KD4	Pre-qualifying and short-listing of bidders	20	15%	* * *				KD7	Completion of Services including assistance during Bid Process	78 60	20%	* * *			
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5.	7.3 of TOR	The Consultant shall establish a Project Office at a suitable location in New Delhi/ <u>NCR</u> for efficient and coordinated performance																												
6.	Annex 6 of Schedule 2	Payment Schedule <i>(Refer Clause 6.3)</i>																												
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