

Andhra Pradesh Urban Infrastructure Asset Management Limited

Reg. Off: 4th floor NTR Administrative Block, Pandit Nehru Bus Station Vijayawada 520013

CIN: U65999AP2016PLC103663

Inviting Bids for engagement of Legal Firm to provide Legal Services initially for a period of three months, extendable basis maximum for one year period

Andhra Pradesh Urban Infrastructure Asset Management Limited (APUIAML) requires to appoint a Legal Firm, who can provide Legal Services initially for a period of three months, extendable basis maximum for one year period, on the following scope of work provided below:

Scope for Work

APUIAML provides end to end services for development of Infrastructure projects in & outside AP State. As part of APUIAML mandates, we provide technical / financial / legal services to various projects including PPP projects. In this regard, APUIAML wish to engage legal services firm to provide legal advisory, as mentioned in the attached **Annexure-A**.

GENERAL TERMS & CONDITIONS FOR SELECTION OF AGENCY:

- Legal Firm should be having the following PQ:
 - a. Experience in providing “Legal Services” similar to as provided in the **Annexure-A** (share some reference /certificate/document)
 - b. Registration with GST, if applicable
 - c. Firms should be preferably from AP / Telangana State
- Notice period: Either party (APUIAML and Successful Legal Firm) can submit the termination notice with a prior one month notice in writing without assigning any reason for termination
- Agencies shall quote Monthly remuneration charges (exclusive of GST, which should be mentioned separately)
 - a. Selected Firm will be solely responsible for all statutory compliances, if any
- APUIAML will make monthly payment through RTGS / NEFT against the Invoice annexed with Progress Report after statutory deductions.
- Selected Legal Firm will raise monthly Invoice on:
Andhra Pradesh Urban Infrastructure Asset Management Limited
4th Floor, NTR Administrative Block, Pandit Nehru Bus Station, Vijayawada - 520 013
GST No.: 37AAOCA6442P1ZY

Please submit your bid (on or before 3 pm of September 23, 2021) in a sealed envelope at the address given below or by way of mail to harish.nawani@apurban.in with a cc to sankar.modugula@apurban.in:

Mr. Harish Nawani

Domain Head – HR & Admin

Andhra Pradesh Urban Infrastructure Asset Management Limited

4th Floor, NTR Administrative Block, Pandit Nehru Bus Station

Vijayawada - 520 013

For any clarification on the, may please be contact to Mr. Harish Nawani (Tel.: 0866-2527709)

-: DISCLAIMER :-

The final decision to award contract shall at all times reside with APUIAML/Authority. The authority, in its sole discretion and without incurring any obligation or liability, reserves the right, at any time, to;

- a. suspend and/ or cancel the Bidding Process and/ or amend and/ or supplement the Bidding Process or modify the dates or other terms and conditions relating thereto;

- b. consult with any Bidder in order to receive clarification or further information;

- c. Independently verify, disqualify, reject and/ or accept any and all submissions or other information and/ or evidence submitted by or on behalf of any Bidder.

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Annexure-A

SCOPE OF WORK

Engaged Legal Firm shall provide the following Legal Services including Tender conditions to meet the GoAP regulations, standard bidding documents of Tenders, RFPs, PPP projects and other APUIAML activities

1. Legal support in Projects

APUIAML deals into various sectoral projects, wherein APUIAML needs:

- Review of risk allocation assumptions to assess whether those risks can legally be allocated to the private sector (e.g. land acquisition, collection of tariffs from individual consumers and safety monitoring).
- Risk Assessment and Mitigation Measures
- Review of project assumptions and whether they are legally viable, e.g. management of staff rights and benefits and whether there might be legal limitations to how staff can be treated.
- Identify licensing, permitting and other legal risks that need to be addressed and allocated under the chosen approach.
- Identifying other contractual and commercial relationships in the sector or related to the sector and how those relationships will interface with the PPP project.
- Assess risk management structures for potential efficiency gains through alternative structures or modifications.
- Confirming legality of budgeting assumptions and the management of revenue flows (e.g. are there restrictions on the use of monies collected for use with public services).
- Assessing risk allocation approaches to ensure that they correspond with private sector appetite and lender requirements. This should be done before bidding to avoid failure of the bidding process and the costly and reputationally damaging recommencement of the tendering process.
- Assessing chosen approach to PPP and whether any aspect of that approach will conflict with available or required procurement, contracting and financing structures.
- Assessing Government role in the proposed PPP project, whether that role corresponds with the Government's legal obligations, maintains sufficient power to protect the Government's interests and corresponds to the proposed corporate structure of the project vehicle and how in practice the Government role will be established in the project vehicle (e.g. voting rights, pre-emption rights, golden shares and the protection of minority shareholders)
- Developing and providing detail to the legal architecture and design of the transaction, identifying e.g. the (i) type of PPP contract to be used (e.g. concession, BOT or management contract) (ii) investment commitments to be required, their nature and management, (iii) investment plan, how, where and when investments will be made (iii) type of public sector support required, including terms and conditions and (iv) corporate structure for the investment and commercial management including nature of the SPV holding the concession, etc.

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2. Tender

Our clients / GoAP would like the legal service provider to advise on the tender process. This is likely to include many or all of the following tasks:

- Standardizing the RFP/Tender documents, internal and external procurement procedures, formats etc. and Advice on applicable procurement requirements
- Advice on mechanisms to maximize competition while avoiding unrealistic bids and project vulnerability from overly aggressive bidding.
- Reviewing information to be provided by the Government to bidders to manage liabilities
- Designing pre-qualification procedure
- Drafting pre-qualification documentation
- Designing tender procedure
- Assisting the Government in its assessment of different key aspects of the tender procedure, for example deciding whether and to what extent to accept variant bids and non-conforming, how many bidders must bid before the process is valid, what rules to set in relation to the assessment of bids (scoring regimes, timing of bids and rejecting of excessively low bids) and how to maximize competition without sacrificing quality of bids.
- Drafting tender documentation
- Drafting the PPP contract that implements the chosen PPP approach, explaining to the Government whether and to what extent certain provisions could be amended without disturbing the key risk allocation goals of the Government.
- Assisting with the implementation of the tender procedure, including responding to bidder queries.
- Assisting with the assessment of tender applications, identifying variant bids and their viability.
- Assisting with process for selection of preferred bidder and the relationship with second and third place bidders, including managing bid bonds and on-going discussions to prepare for the eventual withdrawal of the preferred bidder.
- Negotiations with the preferred bidder to reach agreement on the PPP contract.

3. Implementation of the PPP contract

Once agreement is reached on the PPP contract, the Government will need to implement that contract, achieving financial close and then monitoring the project as it is implemented. This may involve additional services from legal service providers.

- Reviewing proposed sub-contracts, in particular with the construction contractor and operator, to the extent forms of these contracts have not been included in the PPP contract or the tender documents.
- Advising on proposed changes to the agreed form sub-contracts.
- Review of preferred bidder satisfaction of the conditions precedent to the PPP contract, often including the validity of licenses and permissions obtained by the preferred bidder, formation of corporate vehicles in the form required, financial close of the project financing, and implementation of the commercial requirements for performance of the project.

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- The above will normally involve a second set of negotiations with the lenders arguing similar points as those raised by the preferred bidder during the tender process and new issues often focused on financial covenants and protections. This may involve extended discussions of Government financial participation to protect the lenders from specific risks. The legal service providers should be involved in these discussions.
- Review and negotiation of the financial documentation which will often have a direct effect on the rights and obligations of the Government.
- Legal opinion that transaction is binding on its terms.
- Legal opinion on security and financial management structure.
- Legal opinion on revenue structure and current regulatory mechanism.