

## REQUEST FOR PROPOSAL - Re-advertised

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### LEGAL ADVISORY SERVICES

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#### 1. Introduction

The purpose of this document is to invite submission of proposals by law firms (“**Bidder**”) with expertise in English law to provide legal, regulatory and tax services to Dolma Himalayan Energy Limited, United Kingdom (“**DHE**”). DHE hereby solicits expression of interest and a detailed proposal in accordance with this Request for Proposal (“**RFP**”).

Date of this RFP: 22 Feb 2024

Deadline for submission of detailed proposal: 13 March 2024

Address RFP to the attention of: Procurement Officer

Email Address: [consult@dolmafund.org](mailto:consult@dolmafund.org)

#### 2. Background

DHE is a private limited company licensed by Companies House, United Kingdom and focuses on building renewable energy projects in Hindukush-Himalayan region and other emerging markets such as Africa. (“**Projects**”). Further, DHE is an investment platform and developer for renewable energy and DHE plans to implement structured project finance through a blend of technical assistance/grants, equity, and debt.

#### 3. Eligibility Criteria for Bidders

3.1. DHE seeks qualified Bidders having experience and expertise in matters including but not limited to:

- (A) Governance of corporate entities and funds in the United Kingdom
- (B) Transnational transactions involving equity investment, project finance, and vendor/service payments
- (C) Transnational merger and acquisition transactions

- (D) Acquisition of cross-border assets including due diligence of greenfield and brownfield assets and drafting/negotiating transaction documents
  - (E) Investment and transactions in domestic and international capital market instruments
  - (F) Domestic and international fund raising (equity, debt, and grants/technical assistance)
- 3.2. Bidders are expected to demonstrate experiences, expertise, and institutional capacity in their detailed proposal for scope of work stated in this RFP.
- 3.3. The RFP and its contents are to be treated as confidential whether or not the recipient will eventually be appointed by DHE.

#### **4. Description of Expected Scope of Work**

##### 4.1. Governance of DHE

- (A) General legal and regulatory compliance for corporate entities in United Kingdom
- (B) Analysis of available options for corporate setup in United Kingdom or other jurisdictions, appropriate for delivering the corporate objectives of DHE
- (C) Conversion of DHE from one corporate form to another (if appropriate and required)

##### 4.2. Fund raising activities

- (A) Set-up of funds analyzing options available for blended and climate finance structures.
- (B) Governance of funds set-up for DHE.
- (C) Execution (preparation, negotiation, and compliance) of fund documents. This can include preparation of fund set-up documents, invitation for investment in fund, obtaining grants and loans, preparation of term sheets, due diligence of investors, fulfilment of conditions precedent, completion, and conditions subsequent)

- (D) Advice on domestic and international capital market instruments, investment agreements, shareholders agreements including but not limited to Private Placement Memorandum (“Definitive Documents”)
  - (E) Advise on mechanisms for carve-out of non-core assets and excess cash in the Company to its shareholders (including through buyback, asset sale, securitization transactions, payments of dividends) and implementation thereof, in coordination with tax advisors.
- 4.3. United Kingdom law perspective on equity injection from DHE, UK to SPVs in other countries
- (A) General analysis of legal and regulatory regime for equity injection from DHE, UK to SPVs in host countries.
  - (B) Support on realization of returns (in any form including dividends and repayments).
  - (C) Due-Diligence of greenfield and/or brownfield companies and assets in the host countries.
  - (D) Assistance in preparation and setting up of a virtual data room for provision of due diligence information to the investor. Drafting and negotiation of transaction documents. Responding to questions raised by or clarifications sought by the investor upon review of the diligence information.
- 4.4. Assistance in connection with fulfilment of Conditions Precedent and Completion
- (A) Drafting/ reviewing resolutions, foreign exchange filings and all annexures such as shareholding patterns, declarations etc. and other necessary documents required for completion of the Transaction.
  - (B) Coordinating with the Client and the relevant counterparties for, (a) the review or preparation of corporate secretarial documentation in relation to Definitive Documents; and (b) specific actions to be undertaken for satisfaction of conditions precedent to the Transaction.

- (C) Assistance in the preparation, review and finalization of the conditions precedent documents, list of which will be agreed in the Definitive Documents, including preparation and review of supporting documents.
  - (D) Assistance in tracking fulfilment of all conditions precedent and review of the conditions precedent fulfilment notice to be issued by DHE.
- 4.5. United Kingdom law perspective on project finance through DHE or any other financial institutions for project development in other countries
- (A) Obtaining project finance facilities from lenders for project development in host countries
  - (B) General support in negotiation of loan documents
  - (C) Compliance of loan documents
- 4.6. UK law perspective on vendor and supply chain management
- (A) Payment to and from domestic and international vendors and service providers.
  - (B) Drafting and negotiating vendor and service contracts
  - (C) Compliance of vendor and service contracts

**5. General Expectations for this Engagement**

The bidder is expected to provide legal advisory services on a broad range of issues, including but not limited to legal analysis, reviews, investigations, and drafting services. The bidder is responsible for providing support in discrete legal issues by advising DHE, drafting undertakings and structuring remedies for the relevant issues.

If there is a conflict of interest, actual or potential, on any particular matter, between the bidder's responsibilities under these terms of reference, it is the responsibility of bidder to draw it to the attention of the DHE.

The bidder is expected to work in collaboration with legal counsels of host countries where SPVs will be incorporated. Demonstration of past collaborative works with potential host countries in their detailed proposals will be appreciated.

## **6. Business Integrity Requirements**

- 6.1. DHE expects all partners and vendors to have the minimum operating standards in the following areas:
- (A) BI Management System: Ensure there are policies in place and procedures implemented about extortion, bribery, fraud, corruption, and financial crime in accordance with the local law requirements.
  - (B) Sanctions: Operate in compliance with Sanctions which have been imposed by local laws, international bodies, and other international sanctions including those of the United Nations.
  - (C) Whistleblowing policy to report the wrongdoing and misconduct found to be carried out at the workplace which would include the protection of the reporter's identity. Also ensure there is proper disciplinary action procedure in place for the misconduct or wrongdoing reported.
  - (D) Financial Management: Be compliant with relevant local accounting standards.

## **7. Submission of Responses**

- 7.1. All questions or clarifications regarding this RFP must be in writing and submitted to the procurement unit at [consult@dolmafund.org](mailto:consult@dolmafund.org) no later than 12 March 2024.
- 7.2. Joint venture shall be allowed.
- 7.3. The detailed proposal shall comprise of (i) Technical Proposal and (ii) Financial Proposal.
- 7.4. Bidder shall submit the following along with their detailed proposal: (i) a copy of updated company/firm registration certificate (ii) Signed CV of key human resources to be assigned for the tasks required in this RFP (iii) Power of attorney to prepare and sign on the proposal.
- 7.5. The financial proposal shall be inclusive of all applicable taxes.
- 7.6. The bidder shall submit their Proposals electronically via E-Mail Address: [consult@dolmafund.org](mailto:consult@dolmafund.org)
- 7.7. The method of selection is quality-cum-cost-based selection (QCBS). Evaluation standard shall be: (i) Technical Proposal: 70% (ii) Financial Proposal: 30%.

**8. Technical Proposal**

8.1. A score of 70 marks is considered as total mark for the Technical Proposal. The basis for the evaluation of the technical proposals will be as mentioned below. The bidders are expected to state the following contents at least in their Technical Proposal.

S. No.	Contents	Assigned Mark
1)	Relevant experience of the Bidder	10
2)	<u>Approach and methodology to carry out proposed task</u>	
	Approach/Methodology	15
	Detailed work plan	5
3)	<u>Composition of team proposed for the task</u>	
	Qualification of the personnel	10
	Experience of the personnel in similar task	30
<b>Total</b>		<b>70</b>

**9. Financial Proposal**

9.1. Only those bidders who have secured at least 60% marks in the technical evaluation will be considered for evaluation of their financial proposal.

9.2. The Financial Proposal carries a total score of 30 points. In the event the bid composite bid scores are ‘tied’, the bidder securing the highest technical score will be adjudicated as the Best Value Bidder for award of the Project.

9.3. The Financial Proposal shall state the following at least:

- (A) Upper cap of cost for all items stated in Paragraph 4 (Description of Expected Scope of Work) above.
- (B) Blended hourly rates for personnel assigned for completion of all items stated in Paragraph 4 (Description of Expected Scope of Work) above. There may be same or different blended hourly rates for different items.

*In the event the Bidder is selected, the Bidder shall raise invoice based on work hours put in for completion of each assigned task stated in Paragraph 4 (Description of Expected Scope of Work) above, and the cost shall not exceed the Upper Cap submitted by the Bidder in Financial Proposal. For example, if the Upper Cap of Bidder for 'Drafting and negotiation of transaction documents' in their Financial Proposal is USD 1000 and blended hourly rate is USD 300, and the Bidder has put in 5 hours of work hours for the task, the total invoiced amount shall not exceed USD 1000, but if the Bidder has put in 2 hours for the task, the total invoiced amount shall be USD 600.*

## **10. Proposal Format**

The proposal should contain two parts as follows:

A. Part 1: Technical Proposal – which shall inter alia include:

- i. A cover letter that – (a) is signed by an authorized representative of the bidder; (b) identifies all materials and enclosures being forwarded in response to the RFP; and (c) identifies the representative for all matters relating to the RFP;
- ii. An executive summary of bidder's background, size, speciality/ areas of expertise;
- iii. Relevant experience and notable advice provided by the bidder to Solar or Renewal project investment transactions.
- iv. A representative list of major clients and relevant transactions/ assignments pertaining to the experience set-out hereinabove in subparagraph (iii);
- v. The experience and qualifications of each team member of the bidder which experience is relevant to the Scope of Legal Services (including their designation and number of years of post-qualification experience).

The bidder may provide any other additional information that it believes is relevant to demonstrate Law Firm's capability to provide the legal services mentioned in this RFP.

B. Part 2: Financial Proposal - Proposal of the fees of the Law Firm should be based on the following:

- i. Contract period will be for a period of 1 (one) year, which period can be extended by mutual agreement;

- ii. Financial proposal shall be presented following the format outlined in Annex A: Financial Proposal Form.
- iii. Additional terms and conditions as specified in Paragraph 9.3 apply.

**11. Award criteria, award of contract**

The DHE reserves the right to accept the proposal or reject all proposals at any time prior to award of the contract, without thereby any liability to the affected bidders or any obligation to inform the affected Bidder or Bidder of the grounds for the DHE's action prior to the expiration of the period of proposal validity, the DHE will award the contract to the qualified Bidder whose proposal after being evaluated is considered to be the most responsive to the needs of the organization and activity concerned.



**Annex A**

**Financial Proposal Form**

*Bidders should revise the budget line items accordingly in response to the technical and cost requirements of this RFP. The below is an example of the expected cost proposal – all cost proposals should be submitted in this template, and include budget notes.*

**Financial Proposal Form No: 1**

**SUMMARY OF COST**

<b>SN</b>	<b>Particulars</b>	<b>Amount (GBP)</b>	<b>Remarks</b>
A	Remuneration for professional		
B	Reimbursable cost		
	<b>Total Cost</b>		

Note:

- Bidder must follow above attached format and can be added additional pages as per requirement
- The total costs are inclusive of taxes, duties, fees and other impositions in the course of delivering the services under the proposed activity.

**Financial Proposal Form No: 2**

**REMUNERATION COST**

<b>SN</b>	<b>Particulars</b>	<b>Days</b>	<b>Rate</b>	<b>Amount (GBP)</b>	<b>Remarks</b>
A	Remuneration				
A.1	Expert 1				
A.2				-	
				-	
	<b>Total Cost</b>				

**Financial Proposal Form No: 3**

**WORK SCHEDULE AND PLANNING FOR DELIVERABLES**

S.N.	Deliverable (D..)	Months						Total days
		1	2	3	4	n.....		
D1	Deliverable 1							
	Activity 1.1	7	4	5	6			22
D2	Deliverable 2							
	Activity 2.1							
Dn	Deliverable n							
	Activity n.1							
	Total days	7	4	5	6	0		22

Note:

- Duration of activities shall be presented in the number of days.
- List the deliverables with the breakdown for activities required
- Months are counted from the start of the assignment/mobilization.

**Financial Proposal Form No: 4****TEAM COMPOSITION, ASSIGNMENT, AND KEY EXPERTS' INPUTS**

S.N.	Name	Position	Expert's input (in days) per each Deliverable								Total time-input (in days)		
			D 1		D2		D3		Dn		Home	Field	Total
			Home	Field	Home	Field	Home	Field	Home	Field			
	Expert 1	Team Leader	5	2	5		5			5	15	7	22
											-	-	-
											-	-	-
											-	-	-
<b>Total</b>											<b>15</b>	<b>7</b>	<b>22</b>

Note:

- “D1”, D2, Dn etc.. represents the Deliverable
- “Home” means work in the office in the expert’s place of residence. “Field” work means work carried out in the site.

**Financial Proposal Form No: 5****REIMBURSEMENT OF COST**

<b>SN</b>	<b>Particulars</b>	<b>Units</b>	<b>Rate</b>	<b>Amount (GBP)</b>	<b>Remarks</b>
B	Reimbursable cost				
B.1	Local Travel			-	
B.2	Other Direct Expenses (Provide detail as applicable)			-	
	<b>Total</b>				

## Note:

Reimbursable expenses shall be limited to reasonable, allowable and necessary costs to undertake the services defined in the terms of reference and should be commensurate with the technical proposal.