

**Government of Dubai
Road and Transport Authority**

**REQUEST FOR PRE-QUALIFICATION
RELATING TO**

**Union Oasis Transit-Oriented Development
Public-Private Partnership Project**

03rd February 2016

FINAL DRAFT – 03 February 2016

Disclaimer

This Request for Pre-Qualification (“**RFQ**”) document and other relevant information in relation to Union Oasis Transit-Oriented Development (“**TOD**”) Public-Private Partnership (“**PPP**”) Project (the “**Project**”) (the “**Information**”) are provided to assist a company or consortium of companies interested in preparation of a response to this RFQ (“**Response**”). The RFQ Stage is one of the key initial steps in the Tender Process, which is a process implemented by the Roads and Transport Authority (“**RTA**” or “**Authority**”) in order to select a company or consortium of companies to proceed to negotiation of a Concession and Musataha Agreement (“**CMA**”) (“**Successful Developer**”) and to sign the CMA with such Successful Developer.

The objective of the RFQ Stage of the Tender Process for the Project is pre-qualification of Respondents to the RFQ (“**Respondents**”) in order to receive a Request for Tender (“**RFT**”) document in relation to the Project and to be invited to submit a Proposal as a response to the RFT (“**Proposal**”). The Information is intended only as an explanation of the RTA’s requirements and is not intended to form the basis of the Respondent’s decision on whether to submit a Response, a Proposal and/or to enter into any contractual relationship with the Authority. It does not constitute and will not form part of any offer or invitation to make an offer in relation to the Project.

Whilst the Information has been prepared in good faith, it does not purport to be comprehensive, nor does it purport to have been independently verified. Neither the Authority, nor its Advisors or the directors, officers, members, partners, employees, other staff, agents and/or advisors of any such person:

- (a) make any representation or warranty (express or implied) as to the veracity, adequacy, accuracy, reasonableness or completeness of any part of any Information; nor
- (b) accept any responsibility or liability arising out of or in relation to the Information (including in relation to omissions from the Information) and in respect of the use of, or reliance on, such Information by the Respondents and/or its or their advisors.

Each Respondent and each of their advisors shall be solely responsible for satisfying themselves as to the information required to submit a Response, a Proposal and/or to undertake the Project in accordance with the terms of its Proposal. Respondents should make their own investigations, projections, conclusions and consult their own advisors to independently verify the Information.

Neither the RTA, the Government, or any other Government Authority shall have any responsibility or liability for any costs, expenses, other liabilities or implications incurred by any company or consortium of companies participating in the RFQ and/or RFT stage of the Tender Process (“**Prospective Developer**”).

The RTA reserves the right to amend or change the RFQ at any stage.

This disclaimer shall remain in full force and effect notwithstanding any agreements to be entered into in relation to the Project between the RTA and the Successful Bidder or other document that may be concluded in respect of the Project.

Table of Contents

Glossary	4
1. Introduction.....	8
1.1. Project Background	8
1.2. Project Team	8
1.3. Progress to Date.....	8
1.4. RFQ Purpose and Contents	8
2. Procurement Process.....	10
2.1. Purpose of this RFQ	10
2.2. Procurement Programme	10
2.3. Clarification Process	10
2.4. RFT Stage	11
2.5. Changes to the Composition of Consortia.....	11
2.6. Participation Multiple Consortia	12
2.6.1. Relevant Organizations	12
2.6.2. Advisors and Lenders	12
2.7. Selection Process	12
2.8. Disqualification.....	12
3. Terms and Conditions of Issuance of the RFQ.....	15
3.1. No Contract.....	15
3.2. Right to Cancel or Vary.....	15
3.3. Conflicts of Interest	15
3.4. Confidentiality	16
3.5. Ownership and Copyright	16
3.6. Prior submissions of an Expression of Interest	16
3.7. Confirmation of Interest to provide Response	16
3.8. Costs.....	16
4. Legal Matters.....	17
4.1. PPP Law	17
4.2. Consortia	17
4.3. Land Matters	17
4.4. Project Contracts	17
4.5. Other Legal Considerations	17
4.6. Governing Law and Jurisdiction	17
5. Financial Matters	18
5.1. Private Financing	18
5.2. Payment Mechanism	18
6. Submission Instructions	19

Union Oasis Transit-Oriented Development PPP Project – Roads and Transport Authority

6.1.	Submission of Responses	19
6.2.	Late Submissions	19
6.3.	Bid Bond	20
6.4.	Consortium Agreement.....	20
6.5.	Content of Responses	20
6.6.	Format of Responses	22
7.	Evaluation.....	23
7.1.	Evaluation Methodology	23
7.2.	Evaluation Criteria	24
	Appendix A – Information Memorandum	27
	Appendix B – Submission Forms.....	28
B.1.	Form 1: Overview of the Respondent.....	29
B.2.	Form 2: Respondent's Capability and Strength.....	31
B.3.	Form 3: Financial and Market Standing.....	32
B.4.	Form 4: Approach to Project Partnering and Development.....	35
B.5.	Form 5: Project Awareness	38
B.6.	Form 6: Respondent Declaration Form	39
B.7.	Form 7: Consent Declaration.....	41
B.8.	Form 8: Conflict of Interest, Confidential Information and Litigation Declaration	42

Glossary

In this Request for Pre-Qualification, the following terms have the meaning given to them below:

Term	Definition
Advisors	Any advisor to the RTA in relation to the Project, including EY, F+G, T&H and any other advisors that the RTA may nominate
AED	United Arab Emirates Dirham
Authority	Dubai's Roads and Transport Authority
Architectural Vision	Term relating to architectural visioning option for the Union Oasis development, which was endorsed by H.H. Sheikh Mohammad
BUA	Built-Up Area
CMA	Concession and Musataha Agreement, the contract(s) that will be executed between the RTA and the Company in relation to the Project
D&B	Design and Build
DCAA	Dubai Civil Aviation Authority
Developer	Entity which arranges financing (as required, inter alia, equity and/or debt) to the Company, alongside providing management expertise to engage a contractor to complete the construction and operators to manage the various real estate assets within the Project
DM	Dubai Municipality
DBFM	Design, Building, Financing and Maintenance
EIA	Environmental Impact Assessment
EOI	Expression of Interest in relation to the Project, received by the RTA from a Prospective Bidder in response to the IM issued on 26 th February 2015
EY	Ernst & Young, Transaction Advisor performing role of Lead and Financial Advisor to the RTA in relation to the Project
FAR	Floor Area Ratio, which equals total building area including all usages and staircases (excluding car parking) divided by the area of the plot
F+G	Faithful+Gould, Technical Consultant
Feasibility Study	The study conducted by the RTA for the purpose of assessing the viability of the Project
Forms or Submission Forms	Forms used by the Respondent in preparing their response to this RFQ

Union Oasis Transit-Oriented Development PPP Project – Roads and Transport Authority

Term	Definition
GCC	The Gulf Cooperation Council
Government	The Government of Dubai
Government Authority	Any relevant authority of the Government of Dubai
Information	The information contained in this RFQ, together with any other information provided, or to be provided to Prospective Bidders, at any time during the Procurement Process by the RTA or their respective employees, agents and/or Advisors
KPI	Key Performance Indicator
LEED	Leadership in Energy and Environmental Design
NOC	Non Objection Certificate
O&M	Operations and Maintenance
PPP	Public-Private Partnership
PPP Law	Law No. 22 of 2015 on "Regulating the Partnership between Public and Private Sector in the Emirate of Dubai"
Preferred Developer	Also referred to as Successful Developer, the company or consortium of companies that is selected to proceed to negotiate the CMA at the end of the RFT Stage and which then will sign the CMA with the RTA
Procurement Process	Also referred to as Tender Process, the process implemented by the RTA in order to select a Successful Developer for delivery of the Project and to sign the CMA with such Successful Developer. The Tender Process starts from tender documents preparation until financial close
Project	The project to design, build, finance, operate and maintain the Union Oasis development
Proposal	Also referred to as a Tender, meaning a proposal prepared and submitted by a Pre-Qualified Respondent in response to the RFT
Prospective Developer	Company or consortium of companies participating in the RFQ and/or RFT stage of the Tender Process
Qualified Developer	Any Prospective Developer that is qualified to be invited to purchase the RFT and submit a Proposal pursuant to terms and conditions of the RFT
Relevant Organization	In respect of a Respondent that is a consortium, any member of the consortium of companies composing such Respondent
Respondent	Any company or consortium of companies that submits a Response to this RFQ

Union Oasis Transit-Oriented Development PPP Project – Roads and Transport Authority

Term	Definition
Response	A response to this RFQ, seeking qualification to participate in the RFT stage of the Procurement Process
Response Submission Deadline	The deadline for the submission of completed Responses as stated in section 6.1 of this RFQ
RFQ	This Request for Pre-Qualification document for the Project
RFQ Evaluation Committee	A committee formed by the RTA to evaluate the RFQ Responses and to select and recommend Qualified Developers
RFQ Stage	The stage of the Procurement Process from the release of this RFQ to the publication of the shortlist of Pre-Qualified Respondents
RFT	Request for Tender document for the Project
RFT Stage	The stage of the Procurement Process from the release of the RFT to the Pre-Qualified Respondents to the selection of a Preferred Bidder
Road Show	A marketing event in relation to the Project organized by the RTA on 11 December 2013
RTA	Dubai's Roads and Transport Authority
Site	Land planned for the Union Oasis development, also referred to as Union Square
Successful Developer	Also referred to as Preferred Developer, the company or consortium of companies that is selected to proceed to negotiate the CMA at the end of the RFT Stage and which then will sign the CMA with the RTA
T&H	Trowers & Hamlins LLP, Legal Consultant
Tender	Also referred to as a Proposal, meaning a proposal prepared and submitted by a Pre-Qualified Respondent in response to the RFT
Tender Process	Also referred to as Procurement Process, the process implemented by the RTA in order to select a Successful Developer for delivery of the Project and to sign the CMA with such Successful Developer. The Tender Process starts from tender documents preparation until financial close
The Company	The special purpose company formed by the Developer, which will enter into the CMA to deliver the Project
TIA	Traffic Impact Assessment
TOD	Transit-Oriented Development
Transaction Advisor	Ernst & Young who assisted the RTA in preparing the Feasibility Study for the Project and are currently assisting the RTA in procuring the services of a qualified and experienced developer/investor to implement

Union Oasis Transit-Oriented Development PPP Project – Roads and Transport Authority

Term	Definition
	the Project. Transaction Advisor is supported by Trowers & Hamblins as Legal Consultant and Faithful + Gould as Technical Consultant
Union Metro	Also known as Al Ittihad Station. It is a rapid transit station on the Green and Red Lines of the Dubai Metro in Dubai, located in Deira below Union Square, for which it is named
Union Oasis	The Project name of the TOD, which will be built on Union Square
Union Square	Refers to the site above Union Station in Deira, which is planned for TOD development named Union Oasis

1. Introduction

1.1. Project Background

In continuation with the success of Dubai Metro, ceremonially inaugurated at 09:09:09 PM on 9 September 2009, by H.H. Sheikh Mohammed bin Rashid Al Maktoum, the Ruler of Dubai, the RTA is embarking on a development of the land available above Union Station located in Deira into a TOD named Union Oasis. It will be the first TOD in the region and a landmark destination for the people and visitors of Dubai. The intention is for a Developer to develop a mixed-use complex, including residential and commercial properties, designed to maximize access to the public transport and incorporating features to encourage transit ridership. In addition to creating a multimodal transport hub, the Project will be a catalyst for the regeneration of the Deira neighbourhood.

Detailed background information about the Project can be found in the amended Information Memorandum (“**IM**”), which is included as Appendix A to this RFQ. The IM was also re-issued to the market on 03rd February 2016.

1.2. Project Team

The Project Sponsor is the Rail Agency within the RTA. The RTA appointed Ernst & Young (“**EY**”) as the Transaction Advisor to assist in procuring a qualified and experienced Developer for the Project. EY has teamed up with Faithful+Gould (“**F+G**”) as Technical Consultant and Trowers & Hamblins LLP (“**T&H**”) as Legal Consultant for the Project. The Transaction Advisor conducted a Feasibility Study for the Project, which was concluded in October 2012, and is currently assisting the RTA in the implementation of the Tender Process for the Project.

1.3. Progress to Date

The following steps have been undertaken to date by the RTA in relation to the Project:

- Conducted and approved of the Feasibility Study, as mentioned above;
- Hosted the Road Show, which took place on 11 December 2013;
- Issued the initial IM, which was inviting an Expression of Interest (“**EOI**”) to participate in the Procurement Process for the Project;
- Conducted market sounding with private sector developers and funders seeking feedback on the commercial principles of the Project; and
- Revised and re-issued the IM mentioned above, to include the structural enhancements approved by the RTA as a result of the market sounding and feedback received from private sector developers and funders;

1.4. RFQ Purpose and Contents

RTA is re-issuing this RFQ to ask for submissions from Prospective Developers (who may be a single entity or a consortium) who are interested in receiving the RFT for the Project. This RFQ and its Appendices provide the following:

- An initial description of the Project to expand on that contained in the IM;
- Key considerations that will need to be taken into account by Prospective Developers;

Union Oasis Transit-Oriented Development PPP Project – Roads and Transport Authority

- Details of the information required from Prospective Developers to be submitted in their Responses to this RFQ; and
- An outline of the proposed Procurement Process and programme for selection of a Successful Bidder and finalising the Concession and Musataha Agreement (the “CMA”).

2. Procurement Process

2.1. Purpose of this RFQ

The purpose of this RFQ is to identify and select Pre-Qualified Respondents. Since this is an important and innovative PPP project, the RTA wish to entrust this Project's completion to a partner who has an interest in the Project and has demonstrated experience, resources, potential and other capabilities required to carry out this Project successfully.

Respondents should submit their interest in qualifying by completing the documents attached in Appendix B. Based on the evaluation criteria, in section 6, Pre-Qualified Respondents will be invited to purchase the RFT and submit a Proposal.

2.2. Procurement Programme

Table below outlines the proposed schedule of key milestones of the Procurement Process, which will be required to take the Project to implementation. However, Responses to this RFQ should be submitted no later than the Response Submission Deadline.

The proposed procurement timetable has been designed to ensure that the Pre-Qualified Respondents have enough time to conduct their due diligence, prepare all requested documentation and provide firm and unconditional Proposals to the RTA.

Table 1: Indicative Procurement Programme

Activity	Date
RFQ Issue	03 rd February 2016
Meeting with interested developers	2 nd week of February 2016
RFQ Response	28 th February 2016
RFT Issue	2 nd week of March 2016
RFT Response	1 st week of June 2016
Selection of Successful Bidder	3 rd week of July 2016
Commercial Close	3 rd week of August 2016

2.3. Clarification Process

Clarifications regarding this RFQ should be submitted by email to Jawad Kamal Sajwani at jawad.sajwani@rta.ae, no later than **Sunday 14th February 2016**. Responses from the RTA will be provided to the Respondents within one week from the clarifications submission deadline and will be shared with all Respondents on an anonymous basis via e-mail, 1 week before Response Submission Deadline (as extended). In addition, the RTA will invite interested Respondents to confidential one-to-one meetings with the RTA project team to further discuss the commercial principles of the Project, to be scheduled between 9th February 2016 and 11th February 2016. As a result of these one-to-one meetings

with Respondents, the RTA may amend the RFQ, extend the RFQ Stage or introduce further changes to the structure of the Project.

2.4. RFT Stage

The Preferred Bidder will be chosen following a two stage process: this RFQ Stage, and then an RFT Stage. The RTA will select a list of Pre-Qualified Respondents through this RFQ process whereby the Pre-Qualified Respondents will be informed in writing of their status, shortly after which, they will be invited to purchase the RFT, and submit a Proposal.

The RFT will provide legal, technical and commercial background for the Project, and it will set out instructions and guidelines in accordance with which Proposals must be prepared and submitted. Furthermore, it will describe the methodology for the evaluation of Proposals and the selection of a Preferred Bidder.

2.5. Changes to the Composition of Consortia

Following a submission of Responses, a Respondent shall not make any change to the Relevant Organizations that compose a Respondent and/or form a consortium without the RTA's prior written approval. Where any such change is desired, then the Respondent shall make a written request to the RTA setting out full details of the reason for the change, the entities involved and the impact on the Respondent (including its qualifications and capabilities). The Respondent should also provide all the relevant information requested in Appendix B in relation to the Relevant Organization proposed as replacement/addition to the Respondent.

The RTA may, in its absolute discretion and with no liability, grant or refuse to grant approval for a change to a Respondent's composition and/or structure, considering the RTA's objectives, including achieving a competitive procurement process that is fair to other Pre-Qualified Respondents. Without limiting the above, the RTA may refuse to approve a change to the Respondent's composition or structure if, inter alia following a re-assessment of the amended Respondent using the evaluation criteria described in Section 7:

- (a) The change would, in the RTA's judgment, negatively affect the Response quality in comparison to the Respondent described in the relevant initial Response; and/or
- (b) The evaluation of the amended Response would rank the amended Respondent lower than another Respondents that had not been qualified.

2.6. Participation Multiple Consortia

2.6.1. Relevant Organizations

No entity may join more than one Respondent without permission from the RTA. No Relevant Organization or investor in such Relevant Organization, nor any advisor to a Respondent or Relevant Organization shall be a member of, or in any way participate or be involved directly or indirectly in, another Respondent or Relevant Organization at any stage of the Procurement Process. However, the restriction may be lifted by the RTA's written consent for inter alia:

- (a) Any specialist supplier, if the restriction leads to a severely limited number of potential Respondents;
- (b) Any non-core service provider or general supplier that is not a Relevant Organization in any Respondent; and/or
- (c) Any commercial entity whose role is strictly limited to lending money or advancing credit to a Respondent.

2.6.2. Advisors and Lenders

In order to prevent conflict or potential conflict of interest among Project advisors, lenders and sponsors, no advisor to any Respondent or Relevant Organization should fulfill the role of arranger, underwriter, or lead bank to such Respondent.

However, lenders (senior debt or otherwise) may support more than one Respondent and the RTA hereby permits lenders supporting more than one Respondent, provided that such lender's role is strictly limited to lending money or advancing credit to the relevant Respondents.

At this stage of the Procurement Process, each Respondent shall not enter into any arrangement prohibiting any lender from lending or committing to lend to another party in respect of the Project other than in respect of a maximum of one lender.

2.7. Selection Process

The RFQ Evaluation Committee, formed by the RTA, will assess the RFQ Submissions and will select a shortlist of Pre-Qualified Respondents to the RFQ. The RTA will notify Pre-Qualified Respondents and unsuccessful Respondents by written notice. Shortly thereafter, the Pre-Qualified Respondents will be invited to purchase the RFT and submit a Proposal.

2.8. Disqualification

The RTA may disqualify or reject a Respondent's Response at its sole discretion for any reason, including the following:

- (a) Receipt of the RFQ response after the Response Submission Deadline;
- (b) Failure by the Respondent to submit in the prescribed format, including the pre-qualification Forms (as outlined in Appendix B – Submissions forms) or any other information required by this RFQ;
- (c) Misrepresentation within the Response;

- (d) Failure upon reasonable request by the RTA, to disclose additional information relating to the Respondent's Response, such information being necessary in the RTA's judgment to properly evaluate the Respondent's qualifications;
- (e) Determination by the RTA that the Respondent (or any Relevant Organization) will be unable to fulfill the requirements of the CMA. Such determination may result from a record of unsatisfactory past performance, including defective workmanship, non-compliance with contract terms or other deficiencies or otherwise;
- (f) Past material failure of the Respondent (or any Relevant Organization) to comply with the terms of any bid, letter of intent or contract with the RTA or any government authority in the GCC, whether in an individual capacity or as part of a joint venture or partnership;
- (g) The Respondent (or any Relevant Organization) is bankrupt or being wound up, its affairs are being administered by a court, it has entered into an arrangement with creditors connected to underperformance or has suspended business activities;
- (h) The Respondent (or any Relevant Organization) is the subject of proceedings for a declaration of bankruptcy, for an order for compulsory winding up or administration by a court or for an arrangement with creditors or has suffered any other analogous event;
- (i) The Respondent (or any Relevant Organization) has been convicted of an offence concerning its professional misconduct in the course of its business or profession;
- (j) The Respondent (or any Relevant Organization) has committed an act of professional misconduct in the course of its business or profession;
- (k) If relevant, the Respondent (or any Relevant Organization) has not fulfilled its obligations relating to the payment of social security contributions in accordance with the laws of the country in which it is established or of the UAE;
- (l) The Respondent (or any Relevant Organization) has not fulfilled its obligations relating to the payment of taxes in accordance with the laws of the country in which it is established or of the UAE;
- (m) The Respondent (or any Relevant Organization) has violated the labor laws of the UAE;
- (n) The Respondent (or any Relevant Organization), its owners or subsidiaries have issued legal proceedings or entered into litigation against the RTA or other Government Authorities on any other projects;
- (o) The Respondent (or any Relevant Organization) is insolvent or there is evidence that the Respondent (or Relevant Organization) is likely to become insolvent;
- (p) In relation to procedures for the award of a public services contract, the Respondent (or any Relevant Organization) is not licensed in the relevant country in which it is established or is not a member of an organization in that relevant country when the law of that relevant country prohibits the provision of the services to be provided under the contract by a person who is not so licensed or who is not such a member;

- (q) The Respondent (or any Relevant Organization) is not registered on the professional or trade register of the relevant country in which it is established under conditions laid down by that country;
- (r) Where there is a change in identity, control, financial standing or other factor impacting on the selection and/or evaluation process affecting the Respondent (or any Relevant Organization);
- (s) Where there is a case of conflict of interest as defined in this RFQ or relevant law in force; and
- (t) Where the Respondent (or any Relevant Organization) has been 'blacklisted' by the UAE Government.

Respondents should note that RTA reserves the rights to mark down in evaluation any Response or Proposal that fails to follow the correct forms of responses prescribed by this RFQ. Similarly, RTA reserves the right to request/require a Respondent submitting such a Response promptly to amend such Responses so that it meets the requirements of the forms prescribed by this RFQ.

3. Terms and Conditions of Issuance of the RFQ

3.1. No Contract

Nothing in this RFQ or any other documentation or information issued during the Procurement Process shall constitute the basis of a contract that may be concluded in relation to the Project, nor shall such documentation or information be used in construing any such contract. A Respondent must rely on the terms and conditions contained in the CMA when, and if, finally executed, subject to such limitations and restrictions that may be specified in the CMA. The CMA shall not contain any representation or warranty in respect of the RFQ or any other pre-contract documentation or any Information.

3.2. Right to Cancel or Vary

This RFQ does not commit the RTA (nor the Government) in any way to proceed with the procurement of the Project. Furthermore, the RTA reserves the right, at any time, in its sole and absolute discretion and with no liability whatsoever, to:

- (a) Amend the scope of the Project and/or the terms of the business opportunity described in this RFQ;
- (b) Amend, terminate or suspend any element of the Procurement Process, including by extending any date, time period or deadline provided for in this RFQ;
- (c) Reject or disqualify any or all Response(s) for any reason and without any obligation, compensation or reimbursement to any Respondent or its advisors;
- (d) Waive any defect or irregularity in any Response or any non-conformity in the form or content of any Response and accept that Response;
- (e) Re-advertise for new Responses or enter into negotiations for this Project with third parties; and/or
- (f) Proceed with the Project and/or work of a similar nature in some other manner or not at all.

3.3. Conflicts of Interest

The RTA is concerned to avoid any conflicts of interest and the RTA reserve the right to disqualify Respondents where there is an actual or potential conflict of interest. The RTA will regard as a conflict of interest any situation in which a Respondent, any Relevant Organization or an agent or subcontractor to the Respondent or any Relevant Organization is also:

- (a) An agent, an Advisor or subcontractor to the RTA or any other Government Authority in relation to the Project; or
- (b) An agent or subcontractor to any other Respondent or its advisors.

Respondents are required to review carefully the prior or current involvement of the Respondent, any of its Relevant Organizations, advisors, agents and sub-contractors in the Project and fully disclose any actual or potential conflict to the RTA as soon as the same is identified by the Respondent.

3.4. Confidentiality

Respondents shall regard and treat all Information (which is not made publicly available) as being strictly private and confidential and shall ensure that the same is not disclosed, copied, reproduced, distributed or passed to any other person at any time except for the purpose of enabling a Response to be prepared, provided that the disclosing party ensures that the receiving party shall comply with the terms of this RFQ.

Recipients of the Information by their acceptance and retention of the Information, acknowledge and agree to preserve the confidentiality of the contents of this RFQ and all accompanying documents and to return this RFQ and all such documents to the RTA or its Advisors if the recipient does not proceed with participation in the RFQ Stage and the Tender Process in relation to the Project, or upon instruction of the RTA.

3.5. Ownership and Copyright

All documentation supplied by the RTA and/or its Advisors in relation to the Project is and shall always remain the property of the RTA or its Advisors (as the case may be) and must be returned upon demand, without any copies being retained in any form.

Copyright to this RFQ and other documentation supplied by the RTA and/or its advisors rests exclusively with the RTA or its Advisors (as the case may be) and such documentation may not be copied, reproduced, distributed or otherwise made available to any other third party (either in whole or in part) without the prior written consent of the RTA and/or its Advisors, except in connection with the preparation and submission of a Response and/or a Proposal.

All Responses submitted to the RTA shall become the property of the RTA on the date submitted.

3.6. Prior submissions of an Expression of Interest

The prior submission of an EOI is not a prerequisite to submitting a Response. Accordingly, Relevant Organizations and Respondents may submit a Response even where they did not submit an EOI.

3.7. Confirmation of Interest to provide Response

The Prospective Developers who receive this RFQ are required to inform the RTA by **11th February 2016** about their intent to submit a Response.

3.8. Costs

Each Respondent is solely responsible for all costs it incurs in evaluating whether or not to submit a Response and in the preparation of a Response, including without limitation all costs of providing information requested by, or on behalf of, the RTA or any Government Authorities, attending meetings and conducting due diligence. Under no circumstances shall the RTA, its Advisors, other Authority or any of their advisors be liable for any costs or expenses borne or incurred by any Respondent or any of such Respondent's Relevant Organizations, advisors or its funders or their advisors or any other party in the Procurement Process.

4. Legal Matters

4.1. PPP Law

On 18th August 2015, H.H. Sheikh Mohammed Bin Rashid Al Maktoum approved the PPP Law which came into force on 21 November 2015. The PPP Law governs the implementation of PPP relationships within the Emirate of Dubai and sets out certain parameters for the award of such projects. The CMA will be drafted in a manner compliant with the PPP Law and its guidelines, once these are published.

4.2. Consortia

Consortia made of several separate legal entities may participate in, and apply for pre-qualification for the Project. Where this is the case, a Respondent being a consortium shall submit information, data and documents both for the whole consortium and for each entity comprised within the consortium, as specified in Appendix B.

Where a Response is submitted by a consortium, the RTA shall evaluate the qualifications and capabilities of each Relevant Organization separately and then the consortium as a whole to determine whether or not, together, the consortium meets the qualification criteria.

4.3. Land Matters

The RTA is the owner of the Site. Title deed and the affection plan for the Site are included in the IM attached as Appendix A.

4.4. Project Contracts

The envisaged relationship between various entities involved in the Project and the contracts to be entered into in relation to the Project are described in the IM included in Appendix A.

4.5. Other Legal Considerations

The Site is not currently designated as foreign ownership exempt, however the RTA is in the process of applying to the Department of Land for the land on which the Union Oasis is located to be exempt from foreign ownership restrictions.. Therefore, Respondents should assume that foreign developers are eligible to participate in the Project, enter into the CMA and be granted Musataha rights over the land..

4.6. Governing Law and Jurisdiction

This RFQ, the RFT, and the CMA shall be governed by and construed in accordance with the laws of the Emirate of Dubai and the federal laws United Arab Emirates (“**UAE**”).

The courts of the UAE shall be the competent jurisdiction for any litigation which may arise out of or in connection with either this RFQ or the RFP process. Arabic shall be the language for any such litigation (both in terms of documents and proceedings).

5. Financial Matters

5.1. Private Financing

The following is relevant in relation to the funding matters for the Project:

- (a) The Successful Bidder, who shall be a shareholder in the Company established for the purpose of delivering the Project shall be responsible for raising limited recourse financing at the Company level;
- (b) Third party equity participation could be proposed by the Successful Bidder during the CMA negotiations stage;
- (c) The RTA does not envisage its contribution to the Company's equity;
- (d) The RTA expects a shareholder lock-in period for the duration of the construction period and initial 3 years of operations;
- (e) The Prospective Developer will have flexibility to select debt facilities (corporate, project/property finance, hybrid, or other and/or equity as it sees fit in order to finance the Project). Any financing documentation will be subject to RTA's approval and will be required to contain, among other things, step-in rights for the RTA and the lenders and further, ensure that the Project debt is ring-fenced through a special purpose vehicle, with a definable boundary from other corporate funding;
- (f) Detailed financing arrangements will be proposed by the Prospective Developers in their response to the RFT. The RTA envisages that debt and/or equity term sheets are provided in the RFT submission. The percentage of financing that will be required to be subject to term sheets will be specified in the RFT;
- (g) The responsibility for raising finance and carrying out all relevant discussions and negotiations with providers of such finance will lie solely with the Successful Bidder; and
- (h) The RTA expects and encourages the use of alternative and attractive funding sources.

5.2. Payment Mechanism

One of the main components of the CMA will be the Payment Mechanism, which is a contractual procedure/mechanism for calculating and executing the payment from the Company to the RTA. Conceptual description of the Payment Mechanism is provided in the IM, and further details will be detailed and provided to the Prospective Developers at the RFT Stage.

6.Submission Instructions

6.1. Submission of Responses

The deadline for the submission of Responses is 12 noon (UAE local time) on **28th February 2016** ("**Response Submission Deadline**").

Responses shall be sent or delivered to the following address:

RFQ Response
Union Square Transit-Oriented Public-Private Partnership Project
Roads and Transport Authority
Rail Planning & Projects Development Department
Roads and Transport Authority HQ - Um Rummol – Dubai UAE
Attention of: Jawad Kamal Sajwani

Responses shall be submitted in a package containing no markings other than the address set out above. Such package shall contain two sealed envelopes, marked with the following:

- 1) "Response Declaration Forms"; and
- 2) "Response to the RFQ".

The envelope marked "**Response Declaration Forms**" shall contain the following completed forms, required for submission by consortium Respondent or by individual Respondent as outlined in Appendix B:

- (a) Form 6 – "Response Declaration Form";
- (b) Form 7 – "Consent Declaration Form"; and
- (c) Form 8 – "Conflict of Interest, Confidential Information and Litigation Declaration Form".

In respect of each signatory to Forms 6, 7 and 8, an evidence that the relevant signatory is authorized to sign the relevant form for and on behalf of the relevant entity (or consortium as the case may be for Form 6).

Only the signed original of the above mentioned Declaration Forms and one copy of each relevant authorization document is required in the envelope marked "Response Submission Fee and Response Declaration Forms".

The envelope marked "**Response to the RFQ**" shall include 4 (four) paper copies and 4 (four) CD copies of the Response containing completed forms 1 to 5 from Appendix B (for the avoidance of doubt, excluding the items included in the envelope marked "Response Submission Fee and Response Declaration Form", i.e. completed Forms 6 to 8).

6.2. Late Submissions

Respondents are responsible for ensuring delivery of the Response to the required address before the Response Submission Deadline, and late submissions will be rejected without opening, consideration or

evaluation, and will be returned unopened to the sender. The RTA accepts no responsibility for misdirected or lost submissions.

The RTA reserves the right, at its discretion and with no liability, not to consider any Response received after the Response Submission Deadline. Respondents shall bear the risk and responsibility of ensuring that their Response is delivered before the Response Submission Deadline, including the Response's clearance of customs, if applicable.

6.3. Bid Bond

No bid bond is required to be submitted with a Response, but it will be required at the RFT stage.

6.4. Consortium Agreement

Any Response should make it clear whether it is on behalf of a single Respondent or a consortium of Relevant Organizations. If the latter, the Response should explain the roles and expertise of each Relevant Organization. However, a Respondent that is a consortium of Relevant Organizations is not required to submit a consortium agreement as part of its Response, however it will be required to submit one as part of its response to the RFT.

Any changes to the Relevant Organizations after the Response submission will need to be approved by the RTA in accordance with section 2.5 of this RFQ.

6.5. Content of Responses

The RTA will assess the Respondent's/Relevant Organizations' experience of delivering projects similar to Union Oasis.

Appendix B identifies Forms 1 to 5 required for submission by consortium or by individual Respondent, which should be included in the envelope marked "Response to the RFQ".

The Response contents should be structured in accordance with the table below.

Table 2: Contents of Responses

Section	Title	Relevant Forms and Contents	Response Page Limit*
1	Overview of the Respondent	<p>The Respondent will submit completed Form 1, as outlined in section B.1 of Appendix B.</p> <p>Section B.1 explains which of the forms are to be submitted by Respondent/Relevant Organization:</p> <ul style="list-style-type: none"> • B.1.1 Respondent’s structure and composition; • B.1.2 Respondent's basic details; • B.1.3 Respondent's authorized representative; and • B.1.4 Respondent's organization chart. 	10
2	Capability and strength	<p>The Respondent will submit completed Form 2, as outlined in section B.2 of Appendix B.</p> <p>This section will relate to Respondent’s/Relevant Organization’s experience in designing, constructing, managing, and providing operations and maintenance (“O&M”) for mixed-use real estate developments of nature similar to the Project, TODs and PPPs.</p>	25
3	Financial and market standing	<p>The Respondent will submit completed Form 3, as outlined in section B.3 of Appendix B:</p> <ul style="list-style-type: none"> • B.3.1 Respondent's financial information; • B.3.2 Financial standing information; • B.3.3 Respondent’s experience of raising debt finance; and • B.3.4 Respondent's experience in providing equity. 	20 plus financial statements
4	Approach to Project Partnering and Development	<p>The Respondent will submit completed Form 4, as outlined in section B.4 of Appendix B:</p> <ul style="list-style-type: none"> • B.4.1 Respondent’s project management capabilities; • B.4.2 Respondent's existing and new relationships; • B.4.3 Respondent’s material litigation or legal proceedings; • B.4.4 Respondent's client references; • B.4.5 Respondent's availability of administrative and technical resources; • B.4.6 Respondent's proposed commercial structure; • B.4.7 Respondent's risk management capabilities; • B.4.8 Respondent's quality assurance, and health and safety procedures; • B.4.9 Respondent's lessons from previous projects; and 	25

Section	Title	Relevant Forms and Contents	Response Page Limit*
		<ul style="list-style-type: none"> B.4.10 Respondent's previous relationship with the Government. 	
5	Project Awareness	The Respondent will submit completed Form 5, as outlined in section B.5 of Appendix B.	5

*Please refer to section 6.6 for detailed explanation of page format. The Response Page Limit refers to the limit for the entire submission, irrespectively if the Respondent is an individual entity or a consortium.

It should be noted that the page limitation stated for each section in the above table is the aggregate limit for the total response for each respective section to be submitted by a Respondent. Where a Respondent wishes to make a change to the Relevant Organisations, it should submit along with its request for a change all information for the new member of its consortia that was originally required for the old members under the RFQ i.e. all submissions in accordance with Section 6 and Appendix B.

6.6. Format of Responses

Each Respondent shall ensure that its Response complies with the following requirements:

- (a) All Responses shall be written in the English language;
- (b) All Responses shall contain the information required in Appendix B (Submission Forms) of the RFQ. Appendix B indicates which information is required from each Relevant Organization in case of the Respondent being a consortium;
- (c) All paper copies of Responses shall be presented in A4 lever arch files;
- (d) All electronic copies of Responses should be submitted on a CD;
- (e) All paper copies of Responses shall be presented on single side A4 paper and be presented in font Arial, size 10;
- (f) All spreadsheets (submitted on CD) will be provided in Microsoft Excel format (2007 or earlier or compatible);
- (g) All documents (electronic copies) will be presented in Microsoft Word format (2007 or earlier or compatible); and
- (h) Where any part of the Response has been restricted in terms of the total number of pages or projects that may be included, then the total page count of the relevant section of the Response shall be included at the beginning of the relevant section (and the RTA will only evaluate the information provided within the page or project count limits).

7.Evaluation

7.1. Evaluation Methodology

The evaluation of Responses will be carried out by the RFQ Evaluation Committee, which may be assisted by other persons as the RTA may decide, including technical, financial, legal and/or other Advisors or employees of the RTA or other Government Authorities.

The RTA reserves the right not to evaluate any Response where the envelope marked "Response Submission Fee and Response Declaration Forms" for that Response does not comply with the requirements of section 7.2. The RTA will evaluate Responses based on the evaluation criteria detailed in section 7.2.

To assist in evaluation of the Responses, the RTA may, in its sole and absolute discretion:

- (a) Conduct reference checks relevant to the Project with any or all of the references cited in a Response to verify any and all information regarding a Respondent or any Relevant Organization, inclusive of its directors/officers and key individuals, and to conduct any background investigations that it considers necessary in the course of the competitive selection process, and rely on and consider any relevant information from such cited references or investigations in the evaluation of Responses;
- (b) Seek clarification of a Response from any or all Respondents and rely on and consider such supplementary information in the evaluation of Responses; and
- (c) Request interviews / presentations with any, some or all Respondents to clarify any questions or considerations, and rely on and consider any relevant information from such interviews / presentations in the evaluation of Responses.

Respondents will be evaluated based on four key areas of evaluation, where each area is allocated maximum achievable points, as illustrated in table below. In order to be pre-qualified and invited to the RFT Stage, a Respondent will have to obtain a minimum of 70% of points in each area of evaluation, totaling to a minimum of 70 points out of 100 maximum points achievable for the entire Response evaluation.

Table 3: Summary of RFQ Evaluation Areas and Scoring

#	Area of Evaluation	Maximum Achievable Score (Points)
1	Capability and strength	50
2	Financial and Market Standing	35
3	Approach to Project Partnering and Development	10
4	Project Awareness	5
	Total	100

7.2. Evaluation Criteria

The RTA will evaluate Responses by applying the following evaluation criteria and scoring to the information contained in each Response received:

Table 4: Evaluation Criteria Description

#	Evaluation Area	Evaluation Criteria	Maximum Achievable Score (Points)
1	Capability and strength (Appendix B.2, Form 2)	<p>Strength and ability of the Respondent and Relevant Organizations, demonstrated by applicable experience and expertise, to undertake integrated design, construction, management and O&M for mixed-use real estate projects/PPPs of similar complexity and with similar operability and interface issues as Union Oasis. Relevant experience in the UAE, the GCC region and internationally should be presented.</p> <p>The Respondent and Relevant Organizations, as applicable should demonstrate the following:</p> <ul style="list-style-type: none"> (a) Experience in delivering TODs (b) Experience in delivering mixed-use real estate projects and individual real estate uses potentially to be included in Union Oasis (residential, hotel, hotel apartments, offices, retail, etc.) (c) Experience in PPPs, with particular focus on accommodation sector, but other PPP experience should be included; (d) Evidence of successful management of multiple sub-lessors in a mixed-use real estate development and management of adherence to KPIs on a long-term basis. Evidence of successful integration with O&M operator(s) and managers of various property components, and the ability to work with them amicably through robust stakeholder management practices. (e) Evidence of capability to provide an integrated design and construction organization for the Project that is able to promote constructability, value engineering, and efficiency of design and construction. Evidence of ability to employ innovative design and construction methods, including performance based service life designs; (f) Evidence of successfully developed and implemented O&M strategies on similar projects and whole life asset management 	<p>50, including</p> <p>5</p> <p>20</p> <p>10</p> <p>5</p> <p>3</p> <p>5</p>

#	Evaluation Area	Evaluation Criteria	Maximum Achievable Score (Points)
		<p>regimes employed on other similar contracts and how they are linked to meeting targets for whole life of asset and also residual life upon completion of the contract term; and</p> <p>(g) Evidence of capability to deal with all third party interfaces including traffic departments, utilities providers, Dubai Civil Aviation Authority (“DCAA”), Dubai Municipality (“DM”), etc., and ability to obtain the necessary Non-Objection Certificates (“NOCs”) and other approvals for construction works and connectivity to services.</p>	2
2	Financial and Market Standing (Appendix B.3, Form 3)	<p>Respondent and Relevant Organizations should provide sufficient supporting information on their financial and market standing including:</p> <p>(a) Financial statements;</p> <p>(b) Experience in raising debt; and</p> <p>(c) Experience in providing equity.</p>	<p>35, including</p> <p>25</p> <p>5</p> <p>5</p>
3	Approach to Project Partnering and Development (Appendix B.4, Form 4)	<p>Respondent and Relevant Organizations should provide sufficient supporting information on how past approaches, prior experiences and/or lessons learned will inform the proposed approach to Project partnering and development including:</p> <p>(a) Experience and capacity to assemble and manage a construction team with applicable experience and expertise;</p> <p>(b) Availability of efficient administrative and technical capabilities to design and execute the Project (including potential external advisors);</p> <p>(c) Proof of ability to source services from adequate suppliers;</p> <p>(d) Evidence of previous subcontracting experience, if relevant;</p> <p>(e) A brief description on the Respondent and Relevant Organizations’ capacity with regards to personnel with relevant experience and qualifications;</p> <p>(f) The experience and capacity to assemble and manage a consortium (where relevant) that will integrate required expertise and resources for the overall benefit of the Project over the term of the CMA;</p> <p>(g) Current workload of Respondent and</p>	10

Union Oasis Transit-Oriented Development PPP Project – Roads and Transport Authority

#	Evaluation Area	Evaluation Criteria	Maximum Achievable Score (Points)
		consortium; (h) Proposed commercial structure of the consortium; (i) Project management capability and approach; (j) Quality assurance systems; and (k) Risk management capability and approach.	
4.	Project Awareness (Appendix B.5, Form 5)	Respondents should demonstrate their awareness and understanding of the Project by describing the following issues: (a) Understanding of the Project scope; (b) Understanding key Project complexities; (c) Approach to interface between various components of the Project and with external environment of the Project; (d) Proposed PPP approach; and (e) Expected issues and approaches to resolutions.	5
	Total		100

Appendix A – Information Memorandum

Appendix B – Submission Forms

B.1. Form 1: Overview of the Respondent

Page limit: 10

B.1.1. Respondent's structure and composition

The entity or entities that are anticipated to undertake the roles on the Project on behalf of a Respondent shall be indicated in the below format. The Respondent shall also indicate whether or not each entity is expected to be a contractor for delivery of any particular services or lessor to the Company.

The Consortium Leader should be a developer with significant experience in executing projects similar to Union Oasis and investor providing major equity contribution to the Project.

Form 1.1 - Respondent's Structure and Composition

Role	Full Legal Name of Relevant Organization
Consortium Leader	
Equity provider(s)	
Construction contractor(s)	
Other (if any known at this stage, indicate roles as applicable)	
Advisor(s) (if any)	

Respondent, and in case of a consortium each of the Relevant Organization, should provide a copy of valid license that allows the Respondent/Relevant Organisation to conduct its business legally.

B.1.2. Respondent's basic details

The following table shall be completed in respect of the Respondent or, where the Respondent is a consortium, all Relevant Organizations.

Form 1.2 - Respondent's Basic Details

Detail	Description
Registered name	
Current trading name	
Previous trading names (if different)	
Key shareholders	
Key activities and lines of business	
Registered address	
Year of first registration	
Telephone	

Detail	Description
Fax	
E-mail	

B.1.3. Respondent's Project Manager

The Respondent shall designate a Project Manager who will be the main point of contact for the RTA in relation to the RFQ Response and the Project. If the Respondent is a consortium, the Project Manager shall be from the Consortium Leader's entity.

Form 1.3 - Respondent's Project Manager

Detail	Description
Name	
Organization	
Position	
Address	
Telephone	
Fax	
Email	

B.1.4. Organization chart

An organization chart showing internal relationships between Relevant Organizations shall be provided by the Respondent. If Respondent is an individual entity and various subsidiaries/divisions of the Respondent are expected to perform various roles in the Project, the organization chart should indicate these relationships. If membership, roles or responsibilities are expected to change during the procurement, design, building, financing and maintenance of the Project, then this should be clearly stated here.

B.2. Form 2: Respondent's Capability and Strength

Page limit: 25

B.2.1. Relevant experience required to deliver the Project

The Respondent shall provide details of any experience that the Respondent (or any combination of Relevant Organizations) has in respect of relevant integrated design, construction, procurement, management, operations and maintenance of mixed-use real estate projects, TODs, PPPs, in the last five years, as per the following template.

The following table shall be completed in respect of the Respondent or, where the Respondent is a consortium, all Relevant Organizations.

Form 2.1 - Respondent's Experience

Project name and client name	Location	Brief description of the project	Capital cost (AED millions)	Relevant Organization involved and role	Status of project	Dates involved (construction and operation)	Awarded and signed? Yes/No	Project delivery type? (DBFM, PPP or other)

Relevant projects should be listed in order of descending capital cost. Where a Respondent (or any combination of Relevant Organizations) states that it withdrew from a project then reasons for withdrawing should also be stated.

In selecting which projects to submit as examples to demonstrate experience, the Respondent should submit projects that demonstrate its capacity to undertake this Project by describing its comparable and relevant experience as per the evaluation criteria detailed in section 7.2 of this RFQ.

The Respondent should provide a separate table for projects reflecting the following experiences:

- TODs (sub-criterion (a) in Table 4: Evaluation Criteria Description);
- Mixed-use development and individual uses (sub-criterion (b)); and
- PPPs (sub-criterion (c)).

Please note that sub-criteria (d) to (g) from the evaluation criteria can be addressed in the above three tables (in the role description column) if relevant experiences can be demonstrated in the above projects.

The total number of relevant Projects for each Respondent (including experience of all Relevant Organizations) should be no more than 15.

The Respondent is allowed to provide an additional brief explanation in relation to detailed project experiences provided in this form.

B.3. Form 3: Financial and Market Standing

Page limit: 20

The following financial information shall be provided by the Respondent (or all the Relevant Organizations in case of a consortium) with regards to financial standing and funding:

B.3.1. Respondent's financial information

The Respondent shall provide the below financial information. The following table shall be completed in respect of the Respondent or, where the Respondent is a consortium, each Relevant Organization individually.

Form 3.1 - Respondent's Financial Information

Parent company name (if applicable)			
Parent company ownership (% of Respondent – if applicable)			
Parent company management control? (Yes/No)			
Year established			
Key financial information	FY12	FY13	FY14
Turnover (in AED)			
Net income (in AED)			
Total assets (in AED)			
Tangible net worth (in AED)			
Current market capitalization (in AED)			
Identity of company auditors			
Current long term unsecured parent company credit rating (if applicable)			

B.3.2. Financial standing information

Each individual Respondent shall provide the following information in respect of (1) the Respondent, (2) all Relevant Organizations and (3) any parent company or ultimate holding company that is reasonably likely to provide a guarantee, indemnity or undertaking in support of the Respondent and/or any Relevant Organization:

- (a) Copies of the last three years' audited financial statements, the latest set of which should be for an accounting period ending no earlier than 12 months before the date of submission of the Response (and if accounts are not available then an explanation should be provided). Evaluation will include, but not be limited to, consideration of contingent liabilities, provisions, rights issues, acquisitions and disposals, off-balance sheet finance, gearing, liquidity;

- (b) Credit agency reports where available;
- (c) Any published interim accounts (for public limited companies) or management accounts (for non-public companies) relating to periods after the latest audited accounts;
- (d) Statement of overall turnover and the turnover for relevant projects for the previous five years, if available; and
- (e) Copies of any company announcements made to the authority of the stock exchange, market or bourse on which the stocks or shares of the relevant company are publicly traded, since the date of publication of the latest set of accounts.

B.3.3. Experience of raising debt finance

The Respondent shall provide evidence of executed projects with a raised financing of more than AED 500 million to demonstrate the experience that the Respondent (or any combination of Relevant Organizations) has in respect of raising debt finance for design, construction, commissioning and maintenance of mixed use real estate projects/PPP and other relevant projects over the last five years, as per the following template:

Form 3.3 - Respondent's Experience of Raising Finance

Project Name	Location	Brief description of the project	Capital cost (AED millions)	Finance raised (AED millions)	Relevant Organizations involved and role	Sector	Names of funders	Type of finance (corporate finance/project finance/etc.) and any terms & conditions that Respondents are able to share	Date of financial close

The above table shall be completed in respect of the Respondent or, where the Respondent is a consortium, all Relevant Organizations. Where a Respondent is a consortium, each Relevant Organization should not present more than five unique projects, where “unique” project means a project that was (or is) not performed by another Relevant Organization. For avoidance of doubt, projects presented in Form 2.1 can be repeated here if they are relevant.

B.3.4. Experience of providing equity

The Respondent shall provide details of experience that the Respondent (or any combination of Relevant Organizations) has in respect of providing equity for design, construction, commissioning and maintenance of mixed-use real estate/PPP and other relevant projects over the last five years, as per the following template.

The following table shall be completed in respect of the Respondent or, where the Respondent is a consortium, all Relevant Organizations.

Form 3.4 - Respondent's Experience in Providing Equity

Project Name	Location	Brief description of the project	Capital cost (AED millions)	Equity provided (AED millions)	Relevant Organizations involved and role	Sector	Date of financial close

Where a Respondent is a consortium, each Relevant Organization should not present more than five unique projects, where “unique” project means a project that was (or is) not performed by another Relevant Organization. For avoidance of doubt, projects presented in Form 2.1 can be repeated here if they are relevant.

B.4. Form 4: Approach to Project Partnering and Development

Page limit: 25

B.4.1. Project management and capabilities

The Respondent shall provide a list of previous roles in managing design, construction, commissioning and maintenance of mixed-use real estate projects or other relevant projects where the Respondent (or any combination of Relevant Organizations) was responsible for project management at project company/delivery organization level, as per the following format. Furthermore, the Respondent should demonstrate where it successfully provided property management services, including integration of various development components/uses and management of multiple sub-lessors/tenants.

The following table shall be completed in respect of the Respondent or, where the Respondent is a consortium, all Relevant Organizations. For avoidance of doubt, projects presented in Form 2.1 can be repeated here if they are relevant.

Form 4.1 - Respondent's Project Management Capabilities

Project name, location and description	Overall project capital cost (AED millions)	Relevant Organizations	Description of services provided	Current status of the project

Where a Respondent is a consortium, each Relevant Organization should not present more than five unique projects, where “unique” project means a project that was (or is) not performed by another Relevant Organization.

B.4.2. Existing and new relationships

The Respondent shall provide details of (1) any existing relationships between Relevant Organizations and other entities supporting the Respondent, including details of whether they have worked together previously and (2) any new relationships are being formed to create the Respondent.

The above details should be provided in respect of the Respondent or, where the Respondent is a consortium, all Relevant Organizations.

B.4.3. Material litigation or legal proceedings

The Respondent shall provide a details of any material litigation or other legal proceedings (pending, threatened or determined) relating to any of the projects listed pursuant to section B.2.1 that may affect the Respondent's (or any Relevant Organizations) ability to deliver this Project or any of the listed projects. The Response should highlight the Relevant Organizations concerned.

The above details should be provided in respect of the Respondent or, where the Respondent is a consortium, all Relevant Organizations.

B.4.4. Client References

The Respondent shall provide details, including contact name, address, telephone and fax number, and e-mail address, of three client references from projects listed pursuant to section B.2.1. The RTA reserves the right to make contact with any or all of such referees.

The following table shall be completed in respect of the Respondent or, where the Respondent is a consortium, all Relevant Organizations.

Form 4.4 – References

#	Project name	Reference details (contact name, organization, role in the project, address, telephone, fax number, and e-mail address)
1		
2		
3		

B.4.5. Availability of Administrative and Technical Resources

The Respondent (or any combination of Relevant Organizations) shall describe:

- (a) Availability of experienced administrative and technical resources within the Respondent (or Relevant Organizations) to give confidence to the RTA that it can deliver the Project;
- (b) Availability of experienced administrative and technical resources within the Respondent for the management of the consortium and the Procurement Process on behalf of the Respondent from publication of the RFT through to financial close, including identification of potential candidates / individuals to undertake key roles (bid director etc.). No detailed Curriculum Vitae are required, only short profile descriptions for such key individuals, highlighting background and experience; and
- (c) Brief description of proposed approach and methodology for delivery of all components of the Project, including the approach to selection of designers and other professional consultants and details of any organization already selected or shortlisted to undertake these services and not already mentioned pursuant to section B.2.

B.4.6. Proposed commercial structure

As the RTA is seeking to determine the commercial maturity of the Respondent, the Respondent shall describe the commercial structure to be proposed in its Tender, including the proposed role of the Respondent and the roles of other Relevant Organizations (if applicable). Listed below are key roles, which the Respondent will need to perform if it is to perform the role of the Company, but the Respondents may add further roles as required/envisaged.

Respondents are required to identify the parties expected to provide the key roles, which need to be performed to deliver the Project, including among others financing, design, construction, management, operations and maintenance, and other as applicable.

B.4.7. Risk Management Capabilities

The Respondent shall be composed of entities that are best placed to manage any and all risks related to the PPP of the Project throughout its duration. The Respondent shall provide a description of a

preliminary approach to risk management for the Project, and name previous experiences where a risk management framework was successfully implemented.

B.4.8. Quality Assurance, Health & Safety

The Respondent shall describe briefly its policies, procedures and systems in respect to quality assurance, and health and safety.

B.4.9. Lessons from previous projects

The Respondent should identify lessons learnt from previous projects of a similar nature and scale that are relevant to this Project. Lessons learned should refer to raising finance, interfaces management, risk management and any other relevant subjects.

B.4.10. Previous relationship with the Government of Dubai

The Respondent shall provide a brief list of examples of previous or current experience that the Respondent (or any combination of Relevant Organizations) has in respect of working with the RTA or any other Government Authority, together with the outcome of each working relationship, as per the following format.

Form 4.10 - Respondent's Previous Relationship with the Government of Dubai

Name of project	Relevant Government Authority	Cost of the project	Relevant Organization	Duties performed and status of the project

B.5. Form 5: Project Awareness

The Respondent shall provide an outline on project awareness including, but not limited to the following issues:

- (a) Understanding of the Project scope;
- (b) Understanding key Project complexities;
- (c) Approach to interface between various components of the Project and with external environment of the Project;
- (d) Proposed PPP approach; and
- (e) Expected issues and approaches to resolutions.

B.6. Form 6: Respondent Declaration Form

Note: The below Form 6: Respondent Declaration Form should be submitted in a form of letter addressed to RTA and signed by an authorized representative of the Respondent. In the case where the Respondent is a consortium, either all members of the consortium should sign or an authorised representative of the consortium should sign the letter. A power of attorney to sign on behalf of a Respondent (either a single entity or a group of entities forming a consortium, as applicable) should be attached to the RFQ Submission.

The Respondent, comprising of [include all Relevant Organizations] hereby declares on its own behalf and on behalf of the Respondent or the Relevant Organization that:

- (a) it has the power and authority to bind the Respondent for the purpose of the RFQ in respect of the Project dated **03rd February 2016** issued by the RTA and acknowledges that all terms not otherwise defined herein shall have the meaning given to them in the RFQ;
- (b) the Respondent agrees to comply with and be bound by the requirements, terms and conditions contained in this RFQ;
- (c) the Respondent acknowledges its obligations regarding confidential Information contained in this RFQ and agrees to be, and to use reasonable efforts to cause its representatives, and potential Relevant Organization to be, bound by such terms, irrespective of whether the Respondent, potential Relevant Organization submit a pre-qualification submission in the RFQ process or are invited to submit or submit a proposal in the subsequent RFT process for the Project;
- (d) the information submitted in the pre-qualification submission or otherwise related to this RFQ is accurate;
- (e) the information required by the RFQ has been substantially provided in the pre-qualification submission;
- (f) the Respondent recognizes that the information submitted will be treated as confidential and will be used only to establish qualifications to submit a proposal in the subsequent RFT for the Project;
- (g) the Respondent agrees that the information submitted may be clarified, verified and investigated and that pertinent information may be obtained and hereby consent to such clarification, verification and investigation;
- (h) the Respondent agrees that the RTA is not obliged, in any way whatsoever, to carry out further clarifications, verifications or investigations of any pre-qualification submission;
- (i) the Respondent understands that any omission or failure to substantially comply with a requirement included in the RFQ may result in the pre-qualification submission being disqualified;
- (j) the Respondent understands that the RFQ is not an offer to enter into any contract of any kind whatsoever and is not intended to create a bidding contract;
- (k) the Respondent understands that the RFQ does not constitute any offer of work by the RTA and/or any other Government Authority;
- (l) the Respondent understands that the RTA reserves the right to amend or change the RFQ at any stage; and
- (m) this Form 6 – Respondent Declaration Form has not been modified in any manner, except to include the Respondent's required information.

Union Oasis Transit-Oriented Development PPP Project – Roads and Transport Authority

In witness whereof, the Respondent's representative has executed this Form 6 – Respondent Declaration Form as of the date indicated below.

Date: _____

Respondent

Per: _____

Name:

Title:

Per: _____

Name:

Title:

I/We have authority to bind the Respondent.

B.7. Form 7: Consent Declaration

Note: The below Form 7: Consent Declaration should be signed by an authorized representative of a Relevant Organization. A power of attorney to sign on behalf of a Relevant Organization should be attached to the RFQ Submission.

I, _____, am an authorized officer or director of _____ ("Relevant Organization") and confirm for and on behalf of the Relevant Organization and without any personal liability that:

- (a) the Relevant Organization has read and understands the RFQ in respect of the Project **03rd February 2016** issued by the RTA and acknowledges that all terms not otherwise defined herein shall have the meaning given to them in the RFQ;
- (b) the Relevant Organization consents to its inclusion as a member of the Respondent;
- (c) the Relevant Organization confirms that the response to the RFQ accurately reflects the qualifications of the Relevant Organization;
- (d) the Relevant Organization understands and accepts the obligations imposed on it as a result of the Pre-qualification submission; and
- (e) declares that this Form 7 – Consent Declaration has not been modified in any manner, except to complete the required information of the Relevant Organization.

In witness whereof, the Relevant Organization has executed this Form 7 – Consent Declaration as of the date indicated below.

Date: _____

Signature: _____

B.8. Form 8: Conflict of Interest, Confidential Information and Litigation Declaration

Note: The below Form 8: Conflict of Interest, Confidential Information and Litigation Declaration should be signed by an authorized representative of a Relevant Organization. A power of attorney to sign on behalf of a Relevant Organization should be attached to the RFQ Submission.

This Form 8 – Conflict Of Interest, Confidential Information & Litigation Declaration is delivered pursuant to the RFQ in respect of the Project dated **03rd February 2016** issued by the RTA. All terms not otherwise defined herein have the meaning given to them in the RFQ.

The Respondent hereby declares on behalf of the Relevant Organization(s) who has been identified as meeting the experience requirements of section B.2 to the RFQ that:

1. There is not nor was there any actual or perceived Conflict of Interest or any other type of unfair advantage in our submitting the pre-qualification submission.

There is no employment contract with RTA or blood relation with RTA's officials who are related to the Tender Process in relation to the Project that might be of link to any Relevant Organization's activities, in accordance with the relevant articles in the Dubai Emirate Governmental Contracts Law No 6/1997 and Governmental Human Resources Law No 27/2006, or any other provisions enacted in this respect.

True

Not True

If the answer to the above statement is "Not True", please attach, on a separate page, a list and explanation of situations, each of which may be a Conflict of Interest or an instance of unfair advantage, or which may appear as a potential Conflict of Interest or unfair advantage in the Respondent submitting the pre-qualification submission.

2. We have no knowledge of or the ability to avail ourselves of Confidential Information (other than Confidential Information which may have been disclosed by the RTA and/or other Government Authority to the Respondent in the normal course of the RFQ) that is or was relevant to the Project or the RFQ evaluation process.

True

Not True

If the answer to the above statement is "Not True", please attach, on a separate page, a brief explanation.

3. Neither the Respondent nor the Relevant Organization is the subject of any adverse ruling or conviction determined in the last five years involving fraud, fraudulent misrepresentation or professional misconduct, or involved in any litigation that is currently ongoing and may materially adversely affect the Respondent or the Relevant Organization's ability to participate in the Project.

True

Not True

Union Oasis Transit-Oriented Development PPP Project – Roads and Transport Authority

If the answer to the above statement is “Not True”, please attach, on a separate page, a brief explanation.

4. This Form 8 - Conflict Of Interest, Confidential Information & Litigation Declaration has not been modified in any manner, except to complete the required information.

5. Full disclosure of the requirements set out in the RFQ has been made.

In witness whereof, the Respondent’s representative has executed this Form 8 - Conflict Of Interest, Confidential Information & Litigation Declaration as of the date indicated below.

Date: _____

Respondent

Per: _____

Name:

Title:

Per: _____

Name:

Title:

I/We have authority to bind the Respondent.