

APPROVED

By Order of the Ministry of Finance of the Kyrgyz Republic

dated September 21, 2017, No 126-II

By Order of the State Enterprise «Issyk-Kul» Hotel and Shopping Center under the Department of Presidential and Governmental Affairs of the Kyrgyz Republic dated August 4, 2017, No П-18

RULES FOR TENDER MANAGEMENT

within public-private partnership project “Reconstruction of «Issyk-Kul» Hotel and Shopping Center in Bishkek city”

Public partner:

State Enterprise “Issyk-Kul” Hotel and Shopping Center under the Department of Presidential and Governmental Affairs of the Kyrgyz Republic

TABLE OF CONTENTS

INTRODUCTION	3
NO LIABILITY CLAUSE.....	4
TERMS AND DEFINITIONS	5
Section 1. GENERAL PROVISIONS.....	8
1.1. Scope of the tender.....	8
1.2. Access to Rules and Tender documentation	8
1.3. Procedure of explaining the Rules and Tender documentation	8
1.4. Procedure of making alterations and amendments to the Rules and Tender documentation	9
Section 2. TENDER COMMISSION.....	10
2.1. Terms of reference of the Tender Commission.....	10
Section 3. SUBMISSION OF PREQUALIFICATION APPLICATIONS	10
3.1. Requirements to prequalification Applications.....	10
3.2. Requirements to applicants	11
3.3. Place, dates and procedure of submitting Prequalification Applications	12
3.4. Procedure and dates for replacement or withdrawal of Prequalification Applications.....	12
3.5. Procedure of opening Prequalification Applications.....	13
3.6. Prequalification procedure	13
Section 4. SUBMISSION OF BIDS BY PREQUALIFIED BIDDERS	14
4.1. Requirements to Bids	14
4.2. Place, dates and procedure of Bids submission	16
4.3. Procedure and dates for replacement or withdrawal of Bids.....	16
4.4. Procedure of Bids opening.....	17
Section 5. SELECTION OF THE WINNING BIDDER	17
5.1. Procedure of evaluating Bids and determination of the Winning Bidder	17
5.2. execution of Minutes of tendering results by the Tender Commission	18
Section 6. CONCLUDING PPP AGREEMENT.....	19
6.1. Concluding PPP agreement with the Winning Bidder	19
6.2. Consequences of PPP Agreement conclusion with the Winning Bidder	20
Section 7. ANNEXES TO THE RULES FOR TENDER MANAGEMENT.....	21
Annex 1. Tender proforma schedule.....	21
Annex 2. Regulations on the Tender Commission.....	26
Annex 3. Letter to Prequalification Application	30

Annex 4. Bidder Prequalification Application form.....	32
Annex 5. Documents to be attached to Prequalification Application	35
Annex 6. Power of attorney to a Bidder representative	40
Annex 7. Experience confirmation letter.....	42
Annex 8. Letter of confirmation of a Bidder assets' net value	43
Annex 9. Form of guarantee deposit	44
Annex 10. Bidders Prequalification Application Evaluation Form and instructions for its filling	46
Annex 11. Requirements to the contents of Technical and Financial Proposals and procedure of their evaluation.....	49
Annex 11-1. Functional requirements to PPP Project facilities	54
Annex 12. Financial Proposal Form.....	58

INTRODUCTION

Project of public-private partnership “Reconstruction of «Issyk-Kul» Hotel and Shopping Center in Bishkek city” was initiated by the State Enterprise «Issyk-Kul» Hotel and Shopping Center under the Department of Presidential and Governmental Affairs of the Kyrgyz Republic in accordance with Order of the State Enterprise «Issyk-Kul» Hotel and Shopping Center under the Department of Presidential and Governmental Affairs of the Kyrgyz Republic – On initiating the project of public-private partnership for the reconstruction of «Issyk-Kul» Hotel and Shopping Center in Bishkek city No. П-17 dated April 24, 2017 and Order of the Ministry of Economy of the Kyrgyz Republic No. 132 dated June 14, 2017 on approving Draft PPP.

Department of Presidential and Governmental Affairs of the Kyrgyz Republic acting as the Founder of the State Enterprise «Issyk-Kul» Hotel and Shopping Center under the Department of Presidential and Governmental Affairs of the Kyrgyz Republic engaged specialists of Tredstone LLC consulting company to develop project of public-private partnership for reconstruction of «Issyk-Kul» Hotel and Shopping Center.

These Rules for Tender Management were issued by the State Enterprise «Issyk-Kul» Hotel and Shopping Center under the Department of Presidential and Governmental Affairs of the Kyrgyz Republic with the purpose of providing information to interested Parties and/or bidders to prepare Prequalification Applications and Bid proposals to participate in the tender.

This PPP Project Tender will comprise 3 (three) phases:

- (1) *preselection phase* (during this phase, the Tender Commission will collect and evaluate Prequalification Applications);
- (2) *phase of the Winning Bidder selection* (during this phase, the Tender Commission will collect and evaluate Bid proposals of Bidders, prequalified); and
- (3) *phase of concluding PPP Agreement* (during this final phase of the Tender, a Private Partner and the State Enterprise «Issyk-Kul» Hotel and Shopping Center under the Department of Presidential and Governmental Affairs of the Kyrgyz Republic will conclude PPP Agreement).

The Tender shall be regulated by the Rules for Tender Management and Tender Documentation.

These Rules for Tender Management shall include provisions related to Prequalification Applications and Bid Proposals, their preparation and submission, opening and evaluation.

Tender Documentation shall include information about the PPP Project, state support provided to a private partner, conditions of risk distribution, proposed financial mechanisms, and Draft PPP Agreement.

NO LIABILITY CLAUSE

The State Enterprise «Issyk-Kul» Hotel and Shopping Center under the Department of Presidential and Governmental Affairs of the Kyrgyz Republic issues these Rules for Tender Management for the use only by Interested Parties and/or by Bidders when preparing and submitting Applications and Bid Proposals to participate in the tender of PPP Project.

Neither the State Enterprise «Issyk-Kul» Hotel and Shopping Center under the Department of Presidential and Governmental Affairs of the Kyrgyz Republic, nor its respective consultants or advisors shall:

- a. make any representations or guarantees (express or implied) in respect of accuracy and completeness of information contained in this document or in any other document, provided to Interested Parties and/or Bidders in connection with the Tender;
- b. be liable for these Rules for Tender Management, PPP Project or any other written or verbal communication transferred to an Interested Party and/or Bidder in connection with the Tender or evaluation of PPP Project; and
- c. be liable to pay any compensation or indemnity to Bidders for any delays or costs incurred by Interested Parties and/or Bidder during or as the result of evaluation or actions under these Rules for Tender Management or any other document related to the Tender, PPP Project or otherwise.

These Rules for Tender Management shall include statements that represent various assumptions and estimates obtained by the State Enterprise «Issyk-Kul» Hotel and Shopping Center under the Department of Presidential and Governmental Affairs of the Kyrgyz Republic in respect of PPP Project. Such assumptions, estimates and statements may contain not all the information that might be needed to each Interested Party and/or Bidder. Assumptions, estimates, statements and information contained in this Tender documentation can be incomplete, inaccurate, inconsistent or incorrect. Each Interested Party and/or Bidder is recommended to conduct their own studies and analysis and verify accuracy, adequacy, correctness, reliability and completeness of assumptions, statements and information contained in these Rules for Tender Management and obtain independent consultation from relevant sources.

The Tender Commission or the State Enterprise «Issyk-Kul» Hotel and Shopping Center under the Department of Presidential and Governmental Affairs of the Kyrgyz Republic shall rely upon information contained in Prequalification Applications and Bid Proposals and documents attached to the Prequalification Applications and Bid Proposals, and may consider all information presented therein to be accurate and valid; there are no omissions that may result in invalidity of such information; and all documents submitted in copies are true copies of respective originals.

Information provided in these Rules for Tender Management to Interested Parties and/or Bidders is not exhaustive in terms of requirements of legislation and must not be considered as complete.

Issuing of these Rules for Tender Management shall not mean that either the State Enterprise «Issyk-Kul» Hotel and Shopping Center under the Department of Presidential and Governmental Affairs of the Kyrgyz Republic or the Tender Commission must select any Bidder within the PPP Project or conclude any transaction with any Winning Bidder, and the State Enterprise «Issyk-Kul» Hotel and Shopping Center under the Department of Presidential and Governmental Affairs of the Kyrgyz Republic /Tender Commission shall reserve the right to reject any or all Bidders or reject any or all Bid Proposals for PPP Project.

TERMS AND DEFINITIONS

With the purpose of interpretation of these Rules for Tender Management, the terms and definitions therein shall have the following meanings:

Address of the Tender Commission - The State Enterprise «Issyk-Kul» Hotel and Shopping Center under the Department of Presidential and Governmental Affairs of the Kyrgyz Republic, 720040, office 433, 114, Chui blvd., Bishkek, Telephone: +996 312 622 480, +996 558 183 535, +996 555 773 678, e-mail: gtkissykkul@mail.ru

Public Partner - The State Enterprise «Issyk-Kul» Hotel and Shopping Center under the Department of Presidential and Governmental Affairs of the Kyrgyz Republic.

PPP – public-private partnership that contemplates cooperation of the Public Partner and Private Partner in implementation of PPP Project for the period and in accordance with provisions of PPP Agreement.

Deadline for submission of Prequalification Applications – deadline 30 (thirty) calendar days stipulated for the submission of Prequalification Application starting from the Date of publishing of the Invitation to Bid.

Deadline for submission of Bids – date upon expiry of 40 (forty) calendar days stipulated for submission of the Bid starting from the date of prequalification results minutes.

Date of Tender results announcement publishing – date of Tender results announcement publishing in Erkin Too paper.

Date of publishing of the Invitation to Bid – shall have meaning given in subparagraph 1.2.2 of these Rules.

Register – a document designed to record date and time of receipt, replacement and withdrawal of Prequalification Applications and Bid Proposals, held and maintained by the Tender Commission.

Interested Party – a person interested in submitting of Tender Prequalification Application.

Law on PPP – KR Law On public-private partnership dated February 22, 2012 No. 7 (as amended on June 22, 2016).

Prequalification Application – application to participate in the Tender prequalification phase.

KR – Kyrgyz Republic.

Project company – a legal entity established in accordance with laws of the Kyrgyz Republic in the form of a for-profit or not-for-profit organization designed for PPP Project implementation exclusively.

Minimum requirements – mean minimum requirements to PPP Project stated in the Introduction and in Section 1 of Annex 11 to the Rules.

Functional requirements – mean requirements to PPP Project Facilities specified in Annex 11-1 to the Rules.

Authorized state body in the area of PPP - Ministry of Economy – KR Ministry of Economy KP that is the authorized state body in PPP area in accordance with Law on PPP and resolution of KR Government On identification of authorized bodies in the area of public-private partnership dated September 14, 2012, No. 616.

State body for risk management – KR Ministry of Finance that is the authorized state body to manage risks related to PPP projects implementation in accordance with Law on PPP and resolution of KR Government On identification of authorized bodies in the area of public-private partnership dated September 14, 2012, No. 616.

Guarantee Deposit shall have the meaning given in subparagraph 4.1.3 of the Rules.

Winning Bidder – a Bidder admitted by the Tender Commission the Winning Bidder.

Rules – these Rules for Tender Management approved by Order of the Ministry of Finance dated September 21, 2017, No. 126-II and order of the Public Partner dated August 4, 2017, No. II-18.

Invitation to Bid - invitation to Bid approved by Order of the Ministry of Finance dated September 21, 2017, No. 126-II and order of the Public Partner dated August 4, 2017, No. II-18.

PPP Project - project of public-private partnership Reconstruction of «Issyk-Kul» Hotel and Shopping Center in Bishkek city, initiated by order of the Public Partner dated April 24, 2017, No. II-17 and approved by letter of the Ministry of Economy dated June 14, 2017, No. 132.

Tender Results Minutes – minutes of meeting of the Tender Commission that include the results of Bid Proposals evaluation and also the decision of the Tender Commission concerning the selection of the Winning Bidder, absence of the Winning Bidder or a decision on admitting the Tender void.

PPP Agreement - PPP Agreement concluded between the Public Partner and the Winning Bidder under PPP Project.

Tender – process of selecting the Private Partner for PPP Project, comprising three phases: prequalification, selection of the winning bidder, concluding PPP agreement.

Tender Documentation - Tender Documentation approved by orders of the Ministry of Finance dated September 21, 2017, No. 126-II and order of the Public Partner dated August 4, 2017, No. II-18.

Tender Commission - Tender Commission to hold Tender formed and approved as per order of the Public Partner September 22, 2017, No. 21-II with the purpose of holding the Tender for PPP Project.

Bid – any bid containing a Technical proposal and Financial proposal submitted to the the Tender Commission by Bidders at the phase of selecting the Winning Bidder.

Technical proposal – shall have the meaning conferred to it in Article 5.1.1 of these Rules.

Bidder – a person, whose Application for participation in Tender was recorded in the Register.

Financial proposal - shall have the meaning conferred to it in Article 5.1.1 of these Rules.

Bids Evaluation Form – a form for evaluation in Excel format for each member of the Tender Commission and the unified form attached as a separate document to these Rules and filled during the phase of the Winning Bidder selection.

Private Partner – a person the PPP Agreement is concluded with.

Section 1. GENERAL PROVISIONS

1.1. Scope of the tender

The Scope of the Tender shall be the selection of Private Partner with the purpose of entering into PPP Agreement for reconstruction of «Issyk-Kul» Hotel and Shopping Center in Bishkek city.

Tender Proforma Schedule is stipulated in Annex 1 of these Rules.

1.2. Access to Rules and Tender documentation

1.2.1. The Tender Commission shall ensure open access to the Rules and Tender documentation by placing the Rules and Tender documentation on official websites of the Public Partner Founder (www.ud.gov.kg) and the Ministry of Economy (www.mineconom.gov.kg). In addition to the Rules and Tender documentation the following shall also be placed on the stated websites: Invitation to Bid, notice of changes in the Rules and/or Tender documentation, if such changes are made within 15 (fifteen) calendar days following the Date of publishing of the Invitation to Bid; and Tender Results Minutes.

1.2.2. Placement of the Rules and/or Tender documentation on websites stated in subparagraph 1.2.1, shall be done on the date of publishing of Invitation to Bid, such date being determined by the Public Partner, in Erkin Too paper (hereinafter - Date of publishing of the Invitation to Bid). THE Invitation to Bid may also be published in other mass media sources at the discretion of the Public Partner. Notice of changes in of the Rules and/or Tender documentation, if such chages were made within 15 (fifteen) calendar days following the Date of publishing of the Invitation to Bid, and Tender Results Minutes, shall also be published in Erkin Too paper.

1.2.3. The Tender Commission shall ensure the placement of Invitation to Bid, Rules, Tender documentation, notice of changes in the Rules and/or Tender documentation, in case of their changes, amended versions of the Rules and/or Tender documentation, Tender Results Minutes and other information related to the Tender on websites stated in subparagraph 1.2.1.

1.3. Procedure of explaining the Rules and Tender documentation

1.3.1. The Tender Commission shall give explanations of provisions of the Rules and Tender documentation based on written requests received from Interested Parties and Bidders. Receipt of written requests at prequalification phase will commence from the Date of publishing of the Invitation to Bid and shall finish 15 (fifteen) calendar days prior to the Deadline for submission of Prequalification Applications.

1.3.2. Upon the completion of the prequalification phase, the Tender Commission may give clarifications in regard of provisions of the Rules and Tender documentation based on written requests from Bidders prequalified in accordance with subparagraph 1.4.1 of these Rules.

1.4. Procedure of making alterations and amendments to the Rules and Tender documentation

- 1.4.1. The Tender Commission may at its discretion make changes and addenda to the Rules and/or Tender documentation at prequalification phase but no later than 15 (fifteen) calendar days prior to Deadline for submission of Prequalification Applications and provided there is a mandatory approval of the Ministry of Finance stated in subparagraph 1.4.3 of these Rules.

The Tender Commission shall have the right to made changes and addenda to the Rulesa and/or Tender documentation upon completion of prequalification phase at its discretion within dates stated in subparagraph 1.4.2 of these Rules and provided there is a mandatory approval from the Ministry of Finance stated in subparagraph 1.4.3 of these Rules.

- 1.4.2. Prequalified participants shall have the right to send requests related to these Rules and/or Tender documentation (and also related to draft PPP Agreement attached to the Tender documentation) within 10 (ten) calendar days following the date of prequalification results minutes. Within 20 (twenty) calendar days following the date of prequalification results minutes, the Tender Commission shall send answers to all the bidders to such requests without stating the author of the request.

Within 25 (twenty five) calendar days following the date prequalification results minutes, the Tender Commission shall organize a conference/meeting for prequalified Bidders with the purpose of discussing their questions and comments concerning these Rules and/or Tender documentation (including draft PPP Agreement).

Within 15 (fifteen) calendar days following the date prequalification results minutes, the prequalified Bidders may either (a) submit their changes/addenda in the format of “corrections” (MS Word document) to draft PPP Agreement and comments in margins of the document justifying respective changes; or (b) confirm in writing that they request not to make changes to draft PPP Agreement. The Tender Commission may make changes to draft PPP Agreement if considers them justified and receives the approval of changes from the Ministry of Finance according to KR legislation. In such a case, provided the above stated approval was received from the Ministry of Finance, Tender Commission must send the revised version of PPP Agreement not later than 5 (five) calendar days prior to Deadline for submission of Bids, so that Bidders could submit their Bids based on revised version of PPP Agreement. Submission of conditional Bids shall not be allowed, for instance, Bids with condition related to making additional changes into the final version of PPP Agreement.

- 1.4.3. Any alterations and addenda to the Rules and Tender documentation (including draft PPP Agreement) must be approved by the Ministry of Finance. Changed and amended Rules and Tender Documentation approved by the Ministry of Finance shall come into effect on the date of approval by the Ministry of Finance. The Tender Commission reserves the right to extend or not to extend the date of Bids submission, if it fails to receive approval from the Ministry of Finance related to changes to the Rules and Tender documentation (including draft PPP Agreement) within dates stated in paragraph 1.4.2 of these Rules.

Section 2. TENDER COMMISSION

- 2.1. Terms of reference of the Tender Commission
- 2.1.1. The terms of reference of the Tender Commission shall include evaluation of Prequalification Applications at Bidders prequalification phase and evaluation of Bid proposals of Bidders prequalified at the phase of the Winning Bidder selection.
- 2.1.2. The composition of the Tender Commission, rights and obligations, procedure of work and other matters related to the Tender Commission are specified in Annex 2 to these Rules.

Section 3. SUBMISSION OF PREQUALIFICATION APPLICATIONS

- 3.1. Requirements to prequalification Applications
- 3.1.1. To participate in prequalification phase, a Bidder shall submit *one* Letter to Prequalification Application in the form and with contents specified in Annex 3 and one Prequalification Application in the form and with contents specified in Annex 4 hereto, each filled in in typewriting. Documents stated in subparagraph 3.2.3 of these Rules must be attached to Prequalification Application.
- 3.1.2. Prequalification Application and all documents attached thereto must be complete and accurate and shall be submitted to the Tender Commission in *1 (one) original* and *1 (one) copy* in 1 (one) sealed envelope (signed Prequalification Application shall be marked as “*Original*”, and copies shall be marked accordingly as “*Copy*”). Shall there be any variances between the original and copy of Prequalification Application, the original shall prevail. Title “Prequalification Application for Public-Private Partnership Project Reconstruction of «Issyk-Kul» Hotel and Shopping Center in Bishkek city, name and contact information of the Bidder (address, numbers of telephone, fax, e-mail address and name of a contact person) must be specified on the sealed envelope.
- 3.1.3. On glue joints, envelopes containing Prequalification Applications and documents attached thereto, must be signed by Bidders or their authorized representatives and must bear Bidder’s seal affixed (if any).

- 3.1.4. Prequalification Application and all documents attached thereto must be executed in Russian or Kyrgyz and accompanied with English translation (notarial certification of English translations is not required). Shall the documents be executed in any other language except for Russian and Kyrgyz, such documents must also be accompanied with Russian translation with notarized signature of translator. For the avoidance of doubt, such notarized Russian translation shall be attached additionally to the above stated English translation that does not require notarization. In case of variances or discrepancies between the English (or other language) and Russian versions, Russian version shall prevail.
- 3.1.5. Original and each copy of Prequalification Application with documents attached thereto must be bound securely (separately), numbered (each document separately). The last page must be signed by Bidder or his authorized representative and Bidder's seal must be affixed thereto (if any).
- 3.1.6. Any Prequalification Application and documents attached thereto, submitted after the Deadline for submission of Prequalification Applications stated in subparagraph 3.3.1 of these Rules, will not be considered by the Tender Commission.

3.2. Requirements to Applicants

- 3.2.1. Any of the following persons shall be entitled to submit a Prequalification Application:
- a. an individual entrepreneur or legal entity registered and operating in accordance with KR legislation;
 - b. a legal entity registered under laws of a foreign state;
- 3.2.2. To have their Prequalification Applications considered, Bidders must meet the following qualification requirements:
- a. be registered as a legal entity or individual entrepreneur;
 - b. not to be undergoing the liquidation and/or bankruptcy proceedings;
 - c. not to have tax arrears to KR budget and compulsory insurance payments in arrears to KR Social Fund and/or similar liabilities in the country of incorporation or residence of a foreign legal entity under the law of a foreign state;
 - d. have experience in implementation of investment projects including those in the area of hotel business (preferably);
 - e. have experience in operating and management of hotel business (preferably);
 - f. have minimum Net assets value amounting \$30,000,000.00 (thirty million US dollars) as of the end of the preceding fiscal year;
 - g. not to be an affiliate to another Bidder, i.e. not to have the right to either expressly or by implication influence decisions or affect decisions made by another Bidder, including those under a contract (including verbal contract) or any other transaction, and also must not be acknowledged as its officer, shareholder/member;
 - h. not to be an object of criminal investigation related to fraud, corruption, confederacy, or money laundering as of the date of submission of Prequalification Application and in the past three (3) years before the submission of Prequalification Application;

- i. not to be included into the list of state sanctions of multilateral development bank that is the party to The Agreement for Mutual Enforcement of Debarment Decisions dated April 9, 2010 (www.crossdebarment.org) or not to be included into any lists of sanctions (debarments) adopted by UN Security Council or Committees thereof, or any other acknowledged international lists of sanctions; not to participate in any other way in the activity (directly or via any subsidiary) not corresponding to sanctions adopted by UN Security Council or Committee thereof, or national sanctions in KR).
 - j. have free investable financial resources on bank accounts of financial institutions in the amount of at least \$5 mln, that can be used by the Bidder prior to concluding the PPP Agreement.
- 3.2.3. To confirm conformance to qualification requirements specified in subparagraph 3.2.2 of these Rules, Bidders must present documents listed in Annex 5 to the Rulesam.
- 3.3. Place, dates and procedure of submitting Prequalification Applications
- 3.3.1. Envelope with Prequalification Application and documents attached thereto shall be submitted to the Tender Commission by hand or by post with a courier service to the Address of the Tender Commission: 10:00 - 16:00 every business day (Monday to Friday) Bishkek time within the period from the Date of publishing of the Invitation to Bid until Deadline for submission of Prequalification Applications.
- 3.3.2. A submitted Prequalification Application shall be recorded in the Register on the date of its receipt by the Tender Commission. A person submitting the Prequalification Application shall have the right to receive an extract from the Register as confirmation of the fact of Prequalification Application submission.
- 3.3.3. The Bidder shall bear all costs related to the preparation and submission of Prequalification Application and documents attached thereto. The Public partner and/or the Tender Commission shall not be liable for compensating such expenses irrespective of the Tender results.
- 3.4. Procedure and dates for replacement or withdrawal of Prequalification Applications
- 3.4.1. The Bidder shall have the right to replace or withdraw his Prequalification Application after its submission to the Tender Commission before the Deadline for submission of Prequalification Applications. Replacement and withdrawal of Prequalification Application shall be recorded in the Register.
- 3.4.2. Shall the Bidder decide to make changes and/or addenda to submitted by him Prequalification Application and/or documents attached thereto, he must carry out a *replacement* of envelope with Prequalification Application submitted by him initially for a new envelope with original and copies of Prequalification Application and a complete set of all required documents before the Deadline for submission of Prequalification Applications. A Bidder replacing his Prequalification Application shall have the right to obtain an extract from the Register as confirmation of the fact of Prequalification Application replacement.

3.5. Procedure of opening Prequalification Applications

- 3.5.1. Opening of all received envelopes with Prequalification Applications will take place at the Address of the Tender Commission on the Deadline for submission of Prequalification Applications. Bidders or their authorized representatives shall have the right to attend the procedure of opening of envelopes. Bidders shall be notified about the time of opening envelopes with Prequalification Applications in advance.
- 3.5.2. At the opening of each envelope with a Prequalification Application, the Tender Commission shall announce name of each Bidder who submitted the Prequalification Application to those present and make entry to the minutes of opening of envelopes with Prequalification Applications.
- 3.5.3. The minutes of opening of envelopes with Prequalification Applications shall be executed and signed by all present members of the Tender Commission on the date of opening of envelopes with Prequalification Applications.
- 3.5.4. Shall less than 2 (two) Prequalification Applications be submitted as of the Deadline for submission of Prequalification Applications, the Tender Commission shall announce the Tender invalid and execute respective minutes.

3.6. Prequalification procedure

- 3.6.1. Following the Deadline for submission of Prequalification Applications, the Tender Commission shall within 15 (fifteen) calendar days evaluate Prequalification Applications and documents attached thereto received from Bidders by “pass/fail” evaluation system for conformance with:
 - a. requirements to Prequalification Applications specified in paragraph 3.1 of these Rules;
 - b. requirements to bidders specified in paragraph 3.2 of these Rules.
- 3.6.2. A Bidder or his authorized representative can be invited to meeting(s) of the Tender Commission to clarify provisions of Prequalification Application. Clarifications of the Bidder or his authorized representative shall be entered into the minutes of the Tender Commission meeting.
- 3.6.3. The Tender Commission may carry out check of any documents, information, statements submitted by the Bidder and/or his founder(s) and/or shareholder(s) respectively, and may request the Bidder to provide additional information related to Prequalification Application and documents attached thereto.
- 3.6.4. Prequalification Applications shall be evaluated by filling in the Evaluation Form attached as Annex 10 to these Rules within one meeting of the Tender Commission; date of such meeting shall be determined by Chairperson or Deputy Chairperson of the Tender Commission.
- 3.6.5. Based on the results of consideration of Prequalification Applications, the Tender Commission shall execute and sign minutes of Bidders prequalification within 3 (three) calendar days following the date of relevant meeting, including

names of Bidders prequalified and entitled to submit Bid proposals, and also names of Bidders not prequalified with justification of decision made by the Tender Commission for each Bidder.

- 3.6.6. Not later than the following calendar day following the date of signing of prequalification results minutes by members of the Tender Commission, the Tender Commission shall send to prequalified Bidders a copy of the stated minutes and invitation to attend the selection of the Winning Bidder. Not later than the following calendar day following the date of signing prequalification results minutes by Tender Commission members, the Tender Commission shall send such minutes to Bidders who failed to be prequalified.
- 3.6.7. The Tender Commission shall not return the received Prequalification Applications and documents attached thereto to Bidders, save for cases of the Tender Commission's receiving Prequalification Applications after the Deadline for submission of Prequalification Application. In this case, envelope with Prequalification Application shall not be opened and shall be returned to an Interested Party with the mark on Prequalification Application "Refusal to accept the Prequalification Application due to nonobservance of submission date".
- 3.6.8. In case that based on prequalification results, less than 2 (two) Bidders were allowed to the phase of the Winning Bidder selection, Tender shall not be held and must be admitted invalid by decision of the Tender Commission, which shall be executed by respective minutes of the Tender Commission.

Section 4. SUBMISSION OF BIDS BY PREQUALIFIED BIDDERS

4.1. Requirements to Bids

- 4.1.1. A Bidder must present to the Tender Commission a Bid in accordance with Articles 4.1.7-4.1.10 of these Rules, comprising the following:
 - a. Technical proposal including information about Minimum Requirements;
 - b. Financial proposal including information stated in Annex 11 of these Rules.
- 4.1.2. The Bid and all documents included into it, must be executed in Russian and may be accompanied with English translation (notarial certification of English translations is not required). Shall the documents be executed in any other language except for Russian, such documents must also be accompanied with notarized Russian translation. For the avoidance of doubt, such notarized Russian translation shall be attached additionally to the above stated English translation that does not require notarization. In case of variances or discrepancies between the English (or other language) and Russian versions, Russian version shall prevail.

- 4.1.3. Along with the Technical proposal a Bidder must also submit a Bid Guarantee Deposit in the form of bank guarantee (form is given in Annex 9 to these Rules) in the amount of \$40,000 (forty thousand US dollars). The Guarantee Deposit must be effective following the deadline for Bids submission plus 210 (two hundred and ten) calendar days and such period can be extended based on mutual consent of the Public Partner and the Private Partner.
- 4.1.4. The Guarantee Deposit shall be returned to Bidders who are not selected Winning Bidder in the same amount and currency it was provided within 10 (ten) business days after signing of PPP Agreement. The Guarantee Deposit shall be returned to the Winning Bidder after his signing of PPP Agreement and fulfilling of Conditions Precedent as stipulated by PPP Agreement. The Guarantee Deposit shall not be returned to the Winning Bidder and shall be withheld by the Public Partner in case of the Winning Bidder failure to sign PPP Agreement within period specified in section 6 of these Rules or shall the Winning Bidder fail to fulfill Conditions Precedent as stipulated by PPP Agreement.
- 4.1.5. The Tender Commission may carry out check of any documents, information, statements submitted by the Bidder and/or his founder(s) and/or shareholder(s) respectively, and may request the Bidder to provide additional information related to his Bid (if necessary).
- 4.1.6. Technical Proposals and Financial Proposals must be complete and accurate and submitted each separately in *1 (one) original* and *1 (one) copy* (original Proposals shall be marked as “*Original*”, and copies shall be marked accordingly as “*Copy*”). Shall there be any variances between the original and and copy of any Proposal, the original shall prevail.

The Technical proposal (along with a complete set of originals and copies of documents) and Financial proposal (along with a complete set of originals and copies of documents) shall be placed separately into 2 (two) internal sealed envelopes, and then, both envelopes are placed into one common outer envelope for the Bid.

Mark containing the following information shall be made on the outer envelope of the Bid: title Bid within public-private partnership project Reconstruction of «Issyk-Kul» Hotel and Shopping Center in Bishkek city, name and contact information of the Bidder (address, numbers of telephone, fax, e-mail address and name of a contact person).

- 4.1.7. On the internal envelope with each Technical Proposal, a mark with the following information shall be made: title “Technical proposal”, name and contact information of the Bidder (address, numbers of telephone, fax, e-mail address and name of a contact person).

On the internal envelope with each Financial Proposal a mark containing the following information shall be made: title “Financial proposal”, name and contact information of the Bidder (address, numbers of telephone, fax, e-mail address and name of a contact person).

- 4.1.8. The original and each copy of the Technical proposal, as well as the original and each copy of the Financial proposal with documents attached thereto must be bound securely (separately), numbered. The last page must be signed by Bidder or his authorized representative and Bidder's seal must be affixed thereto (if any).
- 4.1.9. On glue joints, separate internal envelopes with the Technical Proposal, envelope with the Financial Proposal, and also common outer envelope with each Bid, must be signed by the Bidder or his authorized representative and must bear Bidder's seal affixed (if any).
- 4.1.10. Bids shall remain effective until the date of execution and signing of Tender Results Minutes by the Tender Commission, unless otherwise provided by the Rules.
- 4.1.11. Bids submitted after the Deadline for submission of Bids specified in paragraph 4.2.1 of these Rules shall not be considered by the Tender Commission.
- 4.2. Place, dates and procedure of Bids submission
 - 4.2.1. Envelope with each Bid shall be submitted by hand or by post with a courier service to the Address of the Tender Commission: 10:00 - 16:00 every business day (Monday to Friday) Bishkek time. Period for submission of Bids - following the date of prequalification results minutes until the Deadline for submission of Bids.
 - 4.2.2. Each submitted Bid shall be recorded in the Register on the date of its receipt by the Tender Commission. A Bidder submitting the Bid shall have the right to receive an extract from the Register as confirmation of the fact of Bid submission.
 - 4.2.3. The Bidder shall bear all costs related to the preparation and submission of the Bid. The Public partner and/or the Tender Commission shall not be liable for compensating such expenses irrespective of the Tender results or any other fact or circumstance.
- 4.3. Procedure and dates for replacement or withdrawal of Bids
 - 4.3.1. Bidder shall have the right to replace or withdraw any Bid after its submission before the Deadline for submission of Bids. Replacement and withdrawal of such Bid shall be recorded in the Register.
 - 4.3.2. Shall the Bidder decide to make changes and/or addenda to any submitted by him Bid, he must carry out a replacement of envelope with the Bid submitted by him initially for a new envelope with original and copies of the Bid and a complete set of required documents before the Deadline for submission of Bids. In case of Bid replacement, the date of Bid replacement recording in the Register will be considered the date of Bid submission. A Bidder replacing his Bid shall have the right to obtain an extract from the Register as confirmation of the fact of his Bid replacement.

4.4. Procedure of Bids opening

- 4.4.1. Opening of all received Bids by the Tender Commission will be carried out on Deadline for Bids submission at the Address of the Tender Commission. Bidders or their authorized representatives shall have the right to attend the procedure of opening of envelopes with Bids. Bidders shall be notified about the time of opening envelopes with Bids in advance.
- 4.4.2. The Tender Commission must first of all open envelopes with Technical Proposals. Envelopes with Financial Proposals shall not be opened and the Chairperson of the Tender Commission shall keep them unopened and with observance of confidentiality.
- 4.4.3. At the opening of each envelope with the Bid, the Tender Commission shall announce the name of the Bidder who submitted the Bid to all present and make entry to the minutes of opening envelopes with Bids.
- 4.4.4. Minutes of opening envelopes with Bids shall be executed and signed by all members of the Tender Commission present on the day of envelopes opening.
- 4.4.5. Shall on the Deadline of Bids submission less than 2 (two) Bids be submitted, the Tender Commission shall announce the Tender invalid and execute respective minutes.

Section 5. SELECTION OF THE WINNING BIDDER

5.1. Procedure of evaluating Bids and determination of the Winning Bidder

- 5.1.1. Bids shall be evaluated in two stages:
 - a. *At the first stage*, the Tender Commission shall open envelopes with Technical Proposals only and evaluate them for conformity with Minimum Requirements.
 - b. *At the second stage*, the Tender Commission shall open envelopes with Financial Proposals of those Bidders, whose Technical Proposals conform to Minimum Requirements and evaluate them in accordance with criteria stipulated in Section 2 of Annex 11 to the Rules.
- 5.1.2. Bids must be evaluated within up to 60 (sixty) calendar days following the date of receipt of the last Bid.
- 5.1.3. The Tender Commission shall determine the date of meeting, where evaluation of Technical and Financial proposals is carried out in accordance with Annex 11 to these Rules, and the results of such evaluation are executed in the minutes of the Tender Commission.
- 5.1.4. Technical Proposals not meeting Minimum Requirements shall be rejected and respective Financial Proposals shall not be considered and shall be returned to Bidders unopened in accordance with procedure described in subparagraph 5.1.6. Technical Proposals meeting Minimum Requirements shall go to the second stage for the consideration of respective Financial Proposals.

- 5.1.5. A Bidder, whose Bid contains a Technical Proposal meeting Minimum Requirements and who offers the best conditions for investment in his Financial Proposal contained in the same Bid, that is the first choice and the best Bid for the Public Partner from the financial and economic viewpoints, shall be considered the Winning Bidder.

Shall two or more Bids (in each cases with Technical Proposal meeting Minimum Requirements) under this Tender offer similar conditions for investment in their respective Financial Proposals, a Bid with the highest scored Technical Proposal (among such Bids), shall be considered to the Winning Bid. Shall Technical Proposals of Bidders whose Financial Proposals offer equal conditions have equal scores, a Bidder whose Bid was recorded in the Register on the earlier date (among such Bidders) shall be considered to be the Winning Bidder.

- 5.1.6. Shall based on the results of evaluation of Bids, the Tender Commission make a decision that none of Bids meet the requirements specified in subparagraph 5.1.1 of these Rules, the Tender shall be admitted invalid, and Bids shall be returned to Bidders or their authorized representatives. Shall even one or several Bids meet the requirements specified in subparagraph 5.1.1 of these Rules, the Tender Commission reserves the right to admit the Tender invalid at any time (including without limitation on the basis that Financial Proposals in all Bids are not acceptable from the point of view of the Public Partner), in so doing the Tender Commission shall in no way be liable. The Bids shall be returned at the location of the Public Partner and/or the Tender Commission on the date, communicated to Bidders within 3 (three) months following the date of Tender Results Minutes execution. Bids unclaimed within the stated period shall be destroyed.
- 5.1.7. Based on Tender results, Bids of Bidders who were not selected as Winning Bidder shall be returned to Bidders or their authorized representatives in accordance with procedure specified in subparagraph 5.1.6.

5.2. Execution of Minutes of tendering results by the Tender Commission

- 5.2.1. Based on results of Technical and Financial Proposals evaluation, the Tender Commission shall execute and sign Tender Results Minutes containing results of 2 (two) stages of the Winning Bidder selection within 3 (three) calendar days following the date of meeting.
- 5.2.2. Within 5 (five) business days following the execution of Tender Results Minutes by the Tender Commission, the Tender Commission shall publish the announcement on the Tender Results in accordance with procedure stipulated by paragraph 1.2 of these Rules. The announcement of Tender Results shall indicate the surname, name and patronymic of individual entrepreneur and/or name of a legal entity admitted the Winning Bidder, or a decision on admitting the Tender invalid with justification of such decision. In case of selecting any Winning Bidder, announcement on the Tender Results must also include principal conditions of draft PPP Agreement (scope, period, and summary of key obligations of the parties to respective PPP Agreement).

- 5.2.3. Within dates stated in subparagraph 5.2.2 of these Rules, the Tender Commission shall also send copies of Tender Results Minutes to Bidders who submitted their Bids.

Section 6. CONCLUDING PPP AGREEMENT

6.1. Concluding PPP agreement with the Winning Bidder

- 6.1.1. Within 60 (sixty) calendar days following the date of publishing the announcement of Tender Results, the Public Partner and the Winning Bidder shall conclude PPP Agreement. Prior to concluding of PPP Agreement, the Public Partner may on his own initiative or based on suggestion of the Winning Bidder make changes to PPP Agreement based on Tender Results and provisions of Technical and Commercial proposals in the presence of compulsory approval by the Ministry of Finance specified in subparagraph 1.4.3 of these Rules.
- 6.1.2. Shall upon expiration of period specified in subparagraph 6.1.1 the Winning Bidder fail to sign respective PPP Agreement, the Tender Commission shall have the right to make a decision of disqualification of such Winning Bidder, which shall be executed in relevant minutes, and appoint another Bidder the Winning Bidder next after the Winning Bidder in accordance with the same procedure as specified in paragraph 5.2.2, offer him a possibility to conclude respective PPP Agreement within 60 (sixty) calendar days following the date of making decision of disqualification of initial Winning Bidder. Shall the new Winning Bidder refuse to provide a response or fail to provide response to the Public Partner or refuse to conclude respective PPP Agreement with the Public Partner within 30 (thirty) calendar days following the date of sending him a proposal, based on decision of the Tender Commission, the Tender must be admitted invalid which shall be executed in respective minutes by the Tender Commission and announced in accordance with the same procedure as specified in paragraph 5.2.2.
- 6.1.3. After publishing the announcement on Tender Results in accordance with procedure specified by paragraph 1.2. of these Rules, the Public Partner shall have no right to unilaterally to conclude PPP Agreement, and the Tender Commission shall have no right to cancel Tender Results, save for cases when the Tender Commission finds a discrepancy in the accuracy of information confirmed by documents and provided by the Winning Bidder.
- 6.1.4. Shall the Tender Commission find a discrepancy in the accuracy of information confirmed by documents and provided by the Winning Bidder, the Public partner shall have the right to unilaterally refuse to conclude respective PPP Agreement, and the Tender Commission shall have the right to cancel Tender Results, make a decision of disqualification of such Winning Bidder, which shall be executed in respective minutes, and appoint a Bidder who submitted next best Bid as the Winning Bidder and offer him to conclude PPP Agreement within 60 (sixty) calendar days following the date of making a decision of disqualification of the initial Winning Bidder. Shall such new Winning Bidder refuse or fail to provide a response to the Public Partner within 30 (thirty) calendar days following the date of sending him an offer, the Tender must be admitted invalid by decision of the Tender Commission, which shall be execute in respective minutes by the Tender Commission and announced in accordance with the same procedure as specified in paragraph 5.2.2.

- 6.1.5. Form of PPP Agreement must be attached to Tender documentation.
- 6.2. Consequences of PPP Agreement conclusion with the Winning Bidder
 - 6.2.1. Upon concluding the PPP Agreement, any Bidder replacing the Winning Bidder in accordance with procedure specified in subparagraphs 6.1.1 - 6.1.2 of these Rules shall gain a status of the Private Partner in accordance with PPP Agreement and shall proceed with PPP Project implementation.
 - 6.2.2. PPP Agreement shall be governed by KR laws and shall come into effect in accordance with procedure specified in PPP Agreement.

Annex 1. Tender proforma schedule

TENDER PROFORMA SCHEDULE

No.	Tender phases and components	Dates	Responsible party
1.	PRESELECTION PHASE		
1.1.	Publishing of Invitation to Bid and placement of the Rules and Tender documentation		
1.1.1.	Publishing of Invitation to Bid	Date of Invitation to Bid publishing	Tender Commission
1.1.2.	Placement of the Rules and Tender documentation on websites specified in subparagraph 1.2.1 of the Rules	Date of Invitation to Bid publishing	Tender Commission
1.2.	Issuing clarifications to the Rules and Tender documentation		
1.2.1.	Sending requests for clarification of provisions of the Rules and Tender documentation in accordance with paragraph 1.3 of the Rules	Within 15 (fifteen) calendar days before the Deadline for submission of Prequalification Application	Interested Parties and Bidders
1.2.2.	Sending written responses/clarifications to written requests of Interested Parties / Bidders in accordance with paragraph 1.3 of the Rules	Within 5 (five) calendar days following the date of a written request receipt	Tender Commission
1.3.	Submission of Prequalification Applications		
1.3.1.	Preparation and submission of Letter to Prequalification Application, Prequalification Application and documents attached to Prequalification Application	Following the of Invitation to Bid publishing	Interested parties

		until the Deadline for submission of Prequalification Application	
1.3.2.	Replacement or withdrawal of the submitted Prequalification Application	Until the deadline for submission of Prequalification Application	Bidder
1.4.	Opening envelopes with Prequalification Applications. Execution and signing of minutes of opening envelopes with Prequalification Applications	Deadline for submission of Prequalification Applications	Tender Commission
1.5.	Consideration of Prequalification Applications and evaluation of Bidders' qualifications. Execution and signing of prequalification results minutes	Within 15 (fifteen) calendar days following the Deadline for submission of Prequalification Applications	Tender Commission
1.6.	Sending copies of prequalification results minutes to Bidders. In addition to the prequalification results minutes, the Tender Commission must send prequalified Bidders an Invitation to Selection of the Winning Bidder.	Not later than the following calendar day following the date of signing prequalification results minutes by Tender Commission members	Tender Commission
2.	SELECTION OF THE WINNING BIDDER		
2.1.	Sending requests concerning Rules and/or Tender documentation (and also concerning draft PPP Agreement attached to Tender documentation).	Within 10 (ten) calendar days following the date of prequalification results minutes	Bidders

2.2.	Sending responses to questions of prequalified Bidders	Within 20 (twenty) calendar days following the date of prequalification results minutes	Tender Commission
2.3.	Organizing a conference/meeting for Bidders to discuss their questions, comments and changes in the Rules and Tender documentation (including draft PPP Agreement).	Within 25 (twenty five) calendar days following the date prequalification results minutes	Tender Commission
2.4.	Bidders's sending changes/addenda to draft PPP Agreement in "corrections" format (MS Word document) to draft PPP Agreement and comments in margins of the document justifying reasons for such changes or confirmation of non-making of changes	Within 15 (fifteen) calendar days following the date prequalification results minutes	Bidders
2.5.	Making changes to draft PPP Agreement (if any) and receiving approval from the Ministry of Finance as per subparagraph 1.4 of the Rules. 5 (five) calendar days prior to the Deadline for Bids submission.	Within 5 (five) calendar days Prior to the Deadline for Bids submission (the Tender Commission may extend the Dealine for Bids submission, if consideres it reasonable)	Tender Commission

2.6.	Submission of Bids		
2.6.1.	Preparation and submission of Bids	After the date of prequalification results minutes to the Deadline for Bids submission	Bidder
2.6.2.	Replacement or withdrawal of the submitted Bid	Until the Deadline for Bids submission	Bidder
2.7.	Opening envelopes with Prequalification Applications. Execution and signing of minutes of envelopes with Bids opening	On the Dealine for Bids submission	Tender Commision
2.8.	Consideration of Bids and evaluation of Bids in two stages: <i>At the first stage</i> , the Tender Commission shall evaluate Technical Proposals only (envelopes with Financial Proposals shall remain unopened); <i>At the second stage</i> , the Tender Commission shall evaluate Financial Proposals.	Within 60 (sixty) calendar days following the date of receipt of the last Bid	Tender Commission
2.9.	Execution and signing of Technical Proposals evaluation results minutes to identify the Winning Bidder(s)	On the day of the Tender Commission meeting, such date shall be set by the Tender Commission	Tender Commission

2.10.	Execution and signing of Tender Results Minutes	Within 3 (three) calendar days following the date of respective meeting	Tender Commission
2.11.	Publishing the announcement with Tender results stating name of the Winning Bidder(s) or a decision admitting the Tender invalid with indication of reasons for such decision. Sending copies of Tender Results Minutes to Bidders who submitted Bids.	Within 5 (five) business days following the date of Tender Results Minutes	Tender Commission
3.	PHASE OF CONCLUDING PPP AGREEMENT(S)		
3.1.	Concluding PPP Agreement(s)	Within 60 (sixty) calendar days following the date of publishing the announcement with Tender results	Public partner and the Winning Bidder(s)

Annex 2. Regulations on the Tender Commission

Regulations on the Tender Commission

- 1.1. Composition, number of members and term of office of the Tender Commission
 - 1.1.1. The composition of the Tender Commission and any changes thereto shall be formed and approved by decision of the Public Partner. Chairperson, Deputy Chairperson and Secretary of the Tender Commission shall be members of the Tender Commission and shall be selected by decision of the Public Partner simultaneously with the decision on forming and approval of the Tender Commission.
 - 1.1.2. The composition of the Tender Commission must include a representative of the Ministry of Economy, a specialist with experience and expertise in respective infrastructure facility, a specialist in economy or finances, a lawyer, a representative of local community that will be directly affected by PPP Project.
 - 1.1.3. The number of the Tender Commission members must be odd and not exceed 11 (eleven). Members of the Tender Commission shall carry out their activities as a public service. Members of the Tender Commission must sign a written statement of no conflict and observance of confidentiality of all documents and information concerning the Tender.
 - 1.1.4. Shall a member of the Tender Commission be unable to continue participating in its activity (including due to sickness, leave/ trip), such member of the Tender Commission must give immediate written notice to the Public Partner and the Tender Commission with the request to terminate his/her powers as a member of the Tender Commission. Termination of powers and subsequent replacement of a Tender Commission member shall be done on the basis of decision of the Public Partner.
 - 1.1.5. The Tender Commission shall proceed with its activities following the date of forming and approving of the Tender Commission composition by the Public Partner. Activity of the Tender Commission shall cease following the date of PPP Agreement concluding or making of decision on admitting the Tender invalid by the Tender Commission.
 - 1.1.6. The Tender Commission shall be a collegial body making decisions by holding in-person meetings and voting of the Tender Commission members. Individual members of the Tender Commission, including its Chairperson, shall have no right to make decisions on behalf of the Tender Commission and/or by any means substitute powers of the Tender Commission as a collegial body. Actions of individual members of the Tender Commission including its Chairperson, must not be considered as actions of the Tender Commission.
 - 1.1.7. Organizational and technical, material and other support of the Tender Commission activity shall be provided by the Public Partner.
 - 1.1.8. Disputes related to the forming and activities of the Tender Commission shall be settled in accordance with KR legislation.

1.2. Terms of reference of the Tender Commission

1.2.1. The competence of the Tender Commission shall include the evaluation of Prequalification Applications at Bidders prequalification phase and evaluation of Bids of prequalified Bidders at the stage of the Winning Bidder selection.

1.2.2. The Tender Commission shall have the right:

- a. to request documents and information concerning the Tender management from Bidders, invite them to its meetings, hear their clarifications;
- b. to hold negotiations and meetings with prequalified Bidders to discuss and identify the best way to implement PPP Project for the Public Partner;
- c. to engage independent experts;
- d. to make changes to the Rules and Tender documentation in accordance with provisions of these Rules and the Tender documentation accordingly;
- e. to exercise other rights stipulated by these Rules, Tender documentation, Law on PPP and regulatory legal acts in the area of PPP.

1.2.3. The Tender Commission (including each member of the Tender Commission) must:

- a. act, perform duties and be liable in accordance with these Rules, Tender documentation, Law on PPP, other regulatory legal acts in the area of PPP;
- b. in case of a conflict of interests, a member of the Tender Commission must immediately give a written notice about such conflict of interests to the Public Partner and the Tender Commission with the request to terminate his/her powers as a Tender Commission member. Termination of powers and subsequent substitution of a Tender Commission member shall be carried out based on the decision of the Public Partner.

1.3. Meetings of the Tender Commission

1.3.1. Meetings of the Tender Commission shall be held in-person. The Chairperson of the Tender Commission and any member of the Tender Commission shall have the right to convene meetings of the Tender Commission, provided that preliminary at least 3 (three) calendar days notice is given to the members of the Tender Commission prior to the date of holding the meeting.

1.3.2. Meeting of the Tender Commission shall be competent provided that at least 2/3 (two thirds) of all members of the Tender Commission take part in it. Members of the Tender Commission shall take part in the meetings of the Tender Commission in person and shall have no right to delegate their votes to any other persons, including other members of the Tender Commission.

1.3.3. Meeting of the Tender Commission shall be conducted by the Chairperson, and in his absence – by Deputy Chairperson of the Tender Commission.

1.3.4. Meetings of the Tender Commission shall be held publicly save for meetings where members of the Tender Commission evaluate Prequalification Applications and Bids.

- a. chair meetings of the Tender Commission, direct the activities and organize the work of the Tender Commission;
- e. ensure nondisclosure of results of Prequalification Applications and Bids evaluation until the Date of publishing of announcement about Tender Results;
- g. put to vote Decisions of the Tender Commission, including the following:
- 1.4.1. Decisions of the Tender Commission shall be made by majority votes of members of the Tender Commission present at the meeting. The voting shall be open. In case of equality of votes, the Chairperson shall have a decisive vote, and in case of his absence - Deputy Chairperson.
 - c. guarantee confidentiality of submitted and used information and protection of commercial secret;
 - 1.4.2. Decisions of the Tender Commission shall be executed in minutes signed by all members of the Tender Commission present at the meeting. A member of the Tender Commission shall have the right to set forward his special opinion on decision of the Tender Commission, such special opinion shall be attached to minutes. The Secretary of the Tender Commission shall be liable for keeping and storing minutes of the Tender Commission meetings, and also for storing any documents received by the Tender Commission. Within 10 (ten) calendar days following termination of activity of the Tender Commission, the Secretary of the Tender Commission must hand over all minutes and documents stored by him to the archive of the Public Partner by delivery-acceptance certificate.
 - 1.4.3. Minutes of meetings of the Tender Commission shall be executed and signed by the Tender Commission at least 3 (three) calendar days following the date of holding respective meeting. Exclusions are meetings of the Tender Commission where envelopes with Prequalification Applications or envelopes with Bids are opened. Results of opening of envelopes shall be executed in minutes on the same day. Tender Commission shall have the right to establish other cases when minutes are executed and signed immediately on the day of the Tender Commission meeting.
 - 1.4.4. Minutes of the Tender Commission must contain information including the date and time for the meeting, address (venue) of the meeting, agenda, names of the Tender Commission members present, names of independent experts present and/or group of experts (in case of engaging them), summary of speeches, matters put to voting, voting results and decisions made.
 - 1.5. The Chairperson, the Deputy Chairperson and the Secretary of the Tender Commission
 - 1.5.1. The Chairperson of the Tender Commission (or for the period of the Chairperson absence or his nonfulfillment of his duties – the Deputy Chairperson) shall:

1.5.2. The Secretary of the Tender Commission shall:

- a. prepare necessary documents (materials) on meeting agenda;
- b. give written notices to the Tender Commission members on date, place, time and agenda of the meeting;
- c. ensure recording and storage of documents of the Tender Commission in accordance with these Rules until the moment of their handing over to the archive of the Public Partner;
- d. organize taking of minutes of the Tender Commission meetings.

1.6. Engaging independent experts by the Tender Commission

The Tender Commission shall have the right to make a decision on engaging independent experts or a group of experts (who are not members of the Tender Commission or employees of the Public Partner) to provide advice on individual matters requiring expertise. Persons with experience of work and/or expertise in a specific sphere of knowledge and who undertook a written no conflict and confidentiality obligations in respect of any documents and information concerning the Tender, save for documents and information that are publicly available as per these Rules, can act as experts. The Tender Commission shall have the right to take or not to take opinion/report of such expert or a group of experts.

Annex 3. Letter to Prequalification Application

[ON BIDDER'S LETTERHEAD]

Letter to Prequalification Application dATE:

Attention to: The Tender Commission

From: [NAME OF THE BIDDER]

Dear Sir/Ms,

Having studied the Rules for Tender Management and Tender documentation and understood their contents, [NAME OF THE BIDDER] hereby submits this Application for participating in prequalification phase within public-private partnership project Reconstruction of «Issyk-Kul» Hotel and Shopping Center in Bishkek city (hereinafter - PPP Project). The Prequalification Application is absolute and unconditional.

Capitalized terms not defined in this Letter shall have the meanings prescribed in the Rules for Tender Management.

The Bidder and/or his founder(s) shall confirm the following:

1. I/we acknowledge that the Tender Commission of the Public Partner will rely on information presented in the Prequalification Application and documents attached thereto in selecting Bidders prequalified for PPP Project, and I/we assure that all information presented therein is reliable and accurate; there are no omissions that might result in unreliability of such information; and all documents submitted in copies are true copies of their relevant originals.
2. I/we agree and acknowledge that the Public Partner or the Tender Commission may check any documents, information, statements provided by the Bidder and/or his founder(s) and may request additional information regarding the Bidder and/or his founder(s) from the Bidder.
3. I/we permit any organizations including financial institutions provide the Public Partner and/or the Tender Commission with any information about any technical and/or financial matter related to the Bidder and/or his founder(s).
4. I/we confirm that I/we am(are) not an affiliate of another Bidder, i.e. have no right to either expressly or by implication determine or influence decisions of another Bidder, including under a contract (including verbal contract) or any other transaction and am(are) not his officer, shareholder or member.
5. I/we confirm that I/we meet qualification requirements of the prequalification phase as per the Rules for Tender Management, including the fact that I/we am(are) not in the process of liquidation and/or bankruptcy; I/we have no tax arrears to the budget of the Kyrgyz Republic and compulsory insurance payments in arrears to KR Social Fund and/or similar liabilities in the country of incorporation or residence of a foreign legal entity under the law of a foreign state.
- 6.

6. I/we hereby certify that no person acting for or on behalf of us did not practice and will not practice corrupt, fraudulent, forced, unacceptable or prohibited activities.
7. I/we hereby acknowledge that I/we am(are) not an object of criminal investigation related to fraud, corruption, confederacy, or money laundering as of the date of the Prequalification Application submission and for the past three (3) years prior to submission of the Prequalification Application.
8. I/we hereby acknowledge that I/we am(are) not included into the list of state sanctions (debarments) of the multilateral development bank that is the party to The Agreement for Mutual Enforcement of Debarment Decisions dated April 9, 2010 (www.crossdebarment.org) or included into any lists of sanctions (debarments) adopted by UN Security Council or Committees thereof, or any other acknowledged international lists of sanctions; or participating in any other way in the activity (directly or via any subsidiary) not corresponding to sanctions adopted by UN Security Council or Committee thereof, or national sanctions in KR.
9. I/we hereby confirm that all statements that I/we gave above at prequalification phase are valid, accurate and reliable, otherwise (or in case of finding that such statements are false), I/we can be disqualified from bidding.

In witness whereof I/we submit this Application in accordance with provisions of the Rules for Tender Management and Tender documentation.

Name, surname and patronymic
of the authorized representative of the Bidder,
Position

signature
Seal (if any)

Annex 4. Form of Prequalification Application to participate in the Tender

PREQUALIFICATION APPLICATION TO PARTICIPATE IN THE TENDER

Hereby [NAME OF THE BIDDER] expresses the intention to take part in the Tendere within public-private partnership project Reconstruction of «Issyk-Kul» Hotel and Shopping Center in Bishkek city on conditions and in accordance with procedure set by the Rules for Tender Management and Tender documentation, and submits this Prequalification Application to participate in the tender.

A. The Bidder is (please tick):

- a. an individual entrepreneur or a legal entity, incorporated under laws of KR
- b. a legal entity incorporated under laws of a foreign country

Name of the Bidder	
Country of incorporation	
Year of establishment	
Legal address	
Telephone	
Fax	
Website	
E-mail	
Contact person (name, surname, patronymic, telephone, e-mail)	

B. Documents and information confirming compliance with qualification requirements of the prequalification and attached to the Application

Hereby the Bidder and/or his founder(s) confirm(s) compliance with the following qualification requirements and submit(s) the following documents to the Tender Commission:¹

No.	Qualification requirement	Documents confirming compliance with the qualification requirement ⁵
1.	Registration as a legal entity or an individual entrepreneur	
2.	Not in the process of liquidation and/or bankruptcy	

3.	No tax arrears to KR budget and compulsory insurance payments in arrears to KR Social Fund and/or similar liabilities in the country of incorporation or residence of a foreign legal entity under the law of a foreign state.	
4.	Experience in implementation of investment projects including those in the area of hotel business (preferably);	
5.	Experience in operating and management of hotel business (preferably)	
6.	Minimum Net assets value amounting \$30,000,000.00 (thirty million US dollars) as of the end of the preceeding fiscal year, 2016 for instance	
7.	Not an affiliate to another Bidder, i.e. not to have the right to either expressly or by implication influence decisions or affect decisions made by another Bidder, including those under a contract (including verbal contract) or any other transaction, and also must not be acknowledged as its officer, shareholder/member	
8.	Not an object of criminal investigation, related to fraud, corruption, confederacy, or money laundering as of the date of submission of Prequalification Application and in the past three (3) years before the submission of Prequalification Application	

1. See sample list of documents in Annex 5 to the Rules.
2. It is necessary to list relevant documents in the empty columns.

9.	Not included into the list of state sanctions of multilateral development bank that is the party to The Agreement for Mutual Enforcement of Debarment Decisions dated April 9, 2010 (www.crossdebarment.org) or not to be included into any lists of sanctions (debarments) adopted by UN Security Council or Committees thereof, or any other acknowledged international lists of sanctions; not to participate in any other way in the activity (directly or via any subsidiary) not corresponding to sanctions adopted by UN Security Council or Committee thereof, or national sanctions in KR.	
10.	Free investable financial resources on bank accounts of financial institutions in the amount of at least \$5 mln, that can be used by the Bidder prior to concluding the PPP Agreement .	

C. In addition to the above documents, other documents (if any) shall also be attached to the Application:

Name, surname and patronymic of the authorized person of the Bidder,
Position

signature

L.S.

[INSERT DATE]

Annex 5. Documents to be attached to Prequalification Application

Documents to be attached to Prequalification Application

To confirm compliance with qualification requirements specified in paragraph 3.2 of these Rules, the following documents must be accordingly attached to Prequalification Application.

If in accordance with KR legislation some or other documents, including their copies, are not subjects to notarization, such documents must be certified by seal of the Bidder (if available) and signature of the Bidder's authorized person. Each document must be submitted in 1 (one) original and 1 (one) copy, as specified in Article 3.1 of these Rules.

1. For an individual entrepreneur, a legal entity incorporated and operating under KR laws, in respect of:
 - 1.1. *qualification requirement specified in subparagraph 3.2.2. (a) – to be registered (incorporated) as a legal entity or individual entrepreneur.*

A Bidder must submit all the below listed documents:

- a. notarized copy of state (re)registration certificate;
- b. extract from the Unified State Register of Legal Entities issued 2 (two) months prior to the date of Prequalification Application submission at the earliest;
- c. notarized copies of constituent documents (articles of association and/or memorandum of association)¹;
- d. notarized copy of decision of the founder to establish the Bidder;
- e. notarized copy of decision or another document on appointing the executive body; and
- f. in case of delegation of powers to a proxy to represent interests of the Bidder, a power of attorney confirming the powers of the Bidder representative in the form as per Annex 6 to these Rules.

1.2. *qualification requirement specified in subparagraph 3.2.2. (b) – not to be in the process of liquidation and/or bankruptcy.*

The Bidder must submit:

- a. extract from the register issued by KR Ministry of Justice confirming that the Bidder is not undergoing the process of liquidation.

¹ Legal entities with only one member/shareholder shall submit articles of association only.

1.3. *qualification requirement specified in subparagraph 3.2.2. (c) - not to have tax arrears to KR budget and compulsory insurance payments in arrears to KR Social Fund.*

The Bidder must submit all of the following documents:

- a. a certificate issued by KR tax body confirming that the Bidder has no tax arrears as of the last month preceding the date of Prequalification Application submission; and
- b. a certificate issued by KR Social Fund stating that the Bidder has no insurance payments in arrears as of the last month preceding the date of Prequalification Application submission;

1.4. *qualification requirements specified in subparagraph 3.2.2. (d, e) - have experience in implementation of investment projects including those in the area of hotel business (preferably); have experience in operating and management of hotel business (preferably).*

The Bidder must fill in the Form in Annex 7 of these Rules confirming compliance with the requirements:

- a. a certificate/ documents/ information about the experience in implementation of investment projects including those in the area of hotel business (preferably) confirmed by authorized bodies of the country of incorporation or residence of the Bidder;
- b. a certificate/ documents/ information about current operation and management of a hotel business (preferably).

1.5. *qualification requirement specified in subparagraph 3.2.2. (f) - have minimum Net assets value amounting \$30,000,000.00 (thirty million US dollars) as of the end of the preceding fiscal year.*

The Bidder must submit all the below listed documents:

- a. copies of balance sheets, financial statements and annual reports for the fiscal year preceding the Deadline for submission of Prequalification Applications. Financial statements must:
 - (i) Be audited by an independent auditor;
 - (ii) Be complete including all explanatory notes to accounting/financial statements; and
 - (iii) Match reporting periods that were ended and audited (reports for partially ended periods must not be requested or accepted);
- b. The Bidder must present an auditor's report stating the net assets value of the Bidder in the Form in Annex 8 to these Rules.

1.6. *qualification requirement specified in subparagraph 3.2.2. (g) - not to be an affiliate to another Bidder, i.e. not to have the right to either expressly or by implication influence decisions or affect decisions made by another Bidder, including those under a contract (including verbal contract) or any other transaction, and also must not be acknowledged as its officer, shareholder(member).*

The Bidder must submit:

- a. The Letter to Prequalification Application in Form in Annex 3 to these Rules.

- 1.7. *Qualification requirement specified in subparagraph 3.2.2 (h, i) (not to be included into the list of state sanctions of multilateral development bank that is the party to The Agreement for Mutual Enforcement of Debarment Decisions dated April 9, 2010 (www.crossdebarment.org) or not to be included into any lists of sanctions (debarments) adopted by UN Security Council or Committees thereof, or any other acknowledged international lists of sanctions; not to participate in any other way in the activity (directly or via any subsidiary) not corresponding to sanctions adopted by UN Security Council or Committee thereof, or national sanctions in KR).*

The Bidder must submit:

- a. Letter to Prequalification Application in the Form in Annex 3 to the Rules.

- 1.8. *Qualification requirement specified in subparagraph 3.2.2 (j) - have free investable financial resources on bank accounts of financial institutions in the amount of at least \$5 mln, that can be used by the Bidder prior to concluding the PPP Agreement.*

The Bidder must submit:

- a. a certificate from financial institutions stating the availability of cash assets in the amount of no less than \$5 mln on settlement account of the Bidder.

2. For a legal entity incorporated under the laws of a foreign country, in respect of:

qualification requirement specified in subparagraph 3.2.2. (a) - to be registered (incorporated) as a legal entity or individual entrepreneur under laws of a foreign country.

- a. properly legalized or apostilled extract from the register of foreign legal entities of respective country of incorporation (or another having equal legal effect proof of legal status of the Bidder) issued 6 (six) months prior to submission of the Prequalification Application at the earliest;
- b. properly legalized or apostilled copies of constituent documents of the Bidder (articles of association and/or memorandum of association).

2.1. Bidder must submit all the below listed documents:

- c. in case of delegating powers to a proxy to represent interests of the Bidder, a power of attorney confirming powers of representative of the Bidder in the Form in Annex 6 of these Rules;
- d. shall the Bidder have a registered branch in the territory of KR, the following documents shall be submitted additionally:
- notarized copy of the certificate of such branch state registration;
 - extract from the unified state register of branches;
 - notarized copies of constituent documents of the branch (regulations);
 - notarized copy of a decision or other document on appointing the branch executive body;
 - notarized copy of the Bidder decision to establish the branch.

2.1.

- 2.2. *qualification requirement specified in subparagraph 3.2.2. (b) - not to be undergoing the liquidation and/or bankruptcy proceedings.*

The Bidder must submit:

- a. shall the Bidder have a branch registered in the territory of KR – extract from the register issued by KR Ministry of Justice confirming that the branch is not in the process of liquidation;
- b. Letter to Prequalification Application in the Form in Annex 3 of these Rules;
- c. extract from the register issued by the authorized body of the country of incorporation or residence of the Bidder confirming that the given foreign legal entity is not in the process of liquidation.

- 2.3. *qualification requirement specified in subparagraph 3.2.2. (c) - not to have tax arrears to KR budget and compulsory insurance payments in arrears to KR Social Fund and/or similar liabilities in the country of incorporation or residence of a foreign legal entity under the law of a foreign state*

The Bidder must submit:

- a. shall the Bidder have a branch registered in the territory of KR, submitted shall be a certificate issued by KR tax body confirming that the branch has no tax arrears as of the last month preceding the date of Application submission, and also a certificate issued by KR Social Fund stating that the branch has no insurance payments in arrears as of the last month preceding the date of Application submission;
- b. Letter to Prequalification Application in the Form in Annex 3 of these Rules.
- c. a certificate issued by authorized state body in the country of incorporation or residence of the foreign legal entity stating that the Bidder has no tax arrears payable to the budget and also no compulsory insurance payments in arrears and/or similar liabilities in arrears as per laws of the foreign country.

- 2.4. *qualification requirements specified in subparagraph 3.2.2. (d, e) - have experience in implementation of investment projects including those in the area of hotel business (preferably); have experience in operating and management of hotel business (preferably).*

The Bidder must fill in the Form in Annex 7 of these Rules confirming compliance with the requirements:

- a. a certificate/ documents/ information about the experience in implementation of investment projects including those in the area of hotel business (preferably) confirmed by authorized bodies of the country of incorporation or residence of the Bidder;
- b. a certificate/ documents/ information about current operation and management of a hotel business (preferably).

- 2.5. *qualification requirement specified in subparagraph 3.2.2. (f) - have minimum Net assets value amounting \$30,000,000.00 (thirty million US dollars) as of the end of the preceeding fiscal year.*

The Bidder must submit all the below listed documents:

- a. copies of balance sheets, financial statements and annual reports for the fiscal year preceding the Deadline for submission of Prequalification Applications. Financial statements must:
 - (i) Be audited by an independent auditor;
 - (ii) Be complete including all explanatory notes to accounting/financial statements; and
 - (iii) Match reporting periods that were ended and audited (reports for partially ended periods must not be requested or accepted);
- b. The Bidder must present an auditor's report stating the net assets value of the Bidder in the Form in Annex 8 to these Rules.

- 2.6. *qualification requirement specified in subparagraph 3.2.2. (g) - not to be an affiliate to another Bidder, i.e. not to have the right to either expressly or by implication influence decisions or affect decisions made by another Bidder, including those under a contract (including verbal contract) or any other transaction, and also must not be acknowledged as its officer, shareholder(member).*

The Bidder must submit:

- a. The Letter to Prequalification Application in Form in Annex 3 to these Rules.

- 2.7. *Qualification requirement specified in subparagraph 3.2.2 (h, i) (not to be included into the list of state sanctions of multilateral development bank that is the party to The Agreement for Mutual Enforcement of Debarment Decisions dated April 9, 2010 (www.crossdebarment.org) or not to be included into any lists of sanctions (debarments) adopted by UN Security Council or Committees thereof, or any other acknowledged international lists of sanctions; not to participate in any other way in the activity (directly or via any subsidiary) not corresponding to sanctions adopted by UN Security Council or Committee thereof, or national sanctions in KR).*

The Bidder must submit:

- a. Letter to Prequalification Application in the Form in Annex 3 to the Rules.

- 2.8. *Qualification requirement specified in subparagraph 3.2.2 (j) - have free investable financial resources on bank accounts of financial institutions in the amount of at least \$5 mln, that can be used by the Bidder prior to concluding the PPP Agreement.*

The Bidder must submit:

- a. a certificate from financial institutions stating the availability of cash assets in the amount of no less than \$5 mln on settlement account of the Bidder.

