

**2nd Amendment/Clarification on the Bid Documents issued by BPDB for 10x100±15% MW HFO Project
Invitation Ref. No. 1517-BPDB (Sectt.)/Dev.197/2010 Dated: 19.05.2016**

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| 1. | Bid Documents including Qualification Document and Request for Proposal. | | | | | The text "June 29, 2016" is to be replaced by the text "July 28, 2016" wherever exists. |
| 2. | Bid Documents | SECTION II, Clause 13 | 10 | Entitlement For Participation In The Bids | <p>"Each Bidder shall submit only one Bid for each Package as mentioned in the "Notice and Invitation" either by itself, or as a member of a Bidder consortium. A Bidder or a member of a consortium Bidder who submits or participates in more than one Bid for the respective Package shall be disqualified and all the Bids submitted by such Bidder shall not be considered for evaluation. Each Bidder or any member of a consortium Bidder shall be entitled to participate in the bidding process for maximum 2 (two) Packages as mentioned in the "Notice and Invitation"</p> <p>It is requested to withdraw the restriction for company's participation in more than 2 packages.</p> | Please follow the provisions of Bid Documents. |
| 3. | Qualification Document | Section II Clause 4.3, Clause 6.1.2 | 14 | Qualification Criteria (Other Criteria) | <p>"The Bidder or its parent company (or, in the case of a consortium Bidder each Member of the consortium) must not have any litigation with a government owned or controlled entity or power Off-taker/purchaser relating to an independent/rental power generation project in the past 10 years."</p> <p>It is requested to withdraw the restriction for company's participation in case of having litigation with a government owned or controlled entity or power Off-taker/purchaser.</p> | <p>The text "The Bidder or its parent company (or, in the case of a consortium Bidder each Member of the consortium) must not have any litigation with a government owned or controlled entity or power Off-taker/purchaser relating to an independent/rental power generation project in the past 10 years." in Clause 4.3 is to be replaced by the following text:</p> <p>"The Bidder or its parent company (or, in the case of a consortium Bidder, each Member of the consortium or their parent company) must not have any litigation with BPDB or its Off-taker."</p> |

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| | | | | | | The text "If a litigation is pending against a Bidder (or, in the case of a consortium, any Member of the consortium) as of the Bid Date." in Clause 6.1.2 is to be replaced by the following text: "If a litigation is pending as mentioned in Clause 4.3 as of the Bid Date." |
| 4. | Qualification Document | Clause 4.6 | 14 | Other Criteria | Weather the land or part of that land proposed by one or more bidders is acceptable or not. | Yes. |
| 5. | Qualification document | Section II, Clause 2.1.1 | 8 | Financial Criteria | "One or more private project(s) in respect of which it has successfully raised equity financing of either at least US\$ 15 million in the past fifteen years or at least US\$ 7 million in the past 3 years in the aggregate." It is requested to lessen the raising equity financing requirement. | Please follow the provisions of Qualification Document. |
| 6. | Qualification document | Section II, Clause 2.1.2 | 8 | Financial Criteria | "One or more private project(s) in respect of which it has successfully raised debt financing of either at least US\$ 40 million in the past fifteen years or at least US\$ 20 million in the past 3 years in the aggregate." It is requested to lessen the raising debt financing requirement. | Please follow the provisions of Qualification Document. |
| 7. | Qualification Document | 2.2.2 | 9 | Required Net Worth | "The Bidders who will participate in two (2) Packages under this "Notice and Invitation"; during evaluation of the qualification criteria of those Bidders, the required net-worth shall be considered as at least US\$ 40 million in two of the last three fiscal years. In case of net-worth less than US\$ 40 million, the Bidder will be considered disqualified for both two Packages." It is requested to lessen the net worth requirement | Please follow the provisions of Qualification Document. |

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| | | | | | for participation in two Packages. | |
| 8. | Qualification Document | 1.2.2 (3rd Para) | 6 | The Operating Member of the consortium. | | <p>The text "The technical Qualifications/experience of a company which is (a) the 40% or more shareholder of the Operating Member or the 40% or more subsidiary of the Operating Member or such shareholder may be included and will qualify as Qualifications and/or experience of the Operating Member, <i>provided</i> that the identity of the other company and its relationship to the Operating Member is disclosed in the Qualification Statement." in 3rd para of Clause 1.2.2 is to be replaced by the following text:</p> <p>"The technical Qualifications/experience of a company which is the 40% or more shareholder of the Operating Member or the 40% or more subsidiary of the Operating Member may be included and will qualify as Qualifications and/or experience of the Operating Member, <i>provided</i> that the identity of the other company and its relationship to the Operating Member is disclosed in the Qualification Statement."</p> |
| 9. | Qualification Document | Section 3.2A | 13 | Liquid Fuel Handling Experience | | <p>The following new text is to be added as Section 3.2A after Section 3.2 of the Qualification Document:</p> <p>"Liquid Fuel Handling Experience</p> <p>The Bidder (in the case of a consortium, the Lead Member or the Operating Member of the consortium) must demonstrate experience of handling the comprehensive supply chain of at least 25,000.00 MT of liquid fuel for their cited power project(s) in 01(one) year with in the last 03 years.</p> <p>The Bidder or any of its consortium member, who has or had an ownership interest of not less than 40% share holding in a company that has the above</p> |

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| | | | | | | requisite experience, may use the experience of that company in support of its qualification. | | | | | | | | | | | | | | | | | | |
| 10. | Qualification Document | Annex A-2, Qualification Statement Form. | 20 | Table under Section 3 and Section 4 of B. Financial Criteria | | Column 2 (Off-taker name) of Section B(3) and Section B(3) of 'Annex A-2: Qualification Statement Form' will be deleted. | | | | | | | | | | | | | | | | | | |
| 11. | Qualification Document | Annex A-2, Qualification Statement Form. | 21, 22 | Section C(2) and Section C(7) Technical Criteria | | In the 1st line and 3rd line of Section C(2) (Operating Experience) the words "30 MW" is to be replaced by the words: "20 MW" In the 1st line and 3rd line of Section C(7) (Development Experiences) the words "30 MW" is to be replaced by the words: "20 MW" | | | | | | | | | | | | | | | | | | |
| 12. | Qualification Document | Annex A-2, Qualification Statement Form. | 23 | Section C Technical Criteria | | The following new text is to be added after Section C(10) (Development Experience) of the Qualification Document: "Liquid Fuel Handling Experience (11) (i) Information of the project and yearly liquid fuel handled: <table border="1" data-bbox="1518 943 2159 1262"> <thead> <tr> <th rowspan="2">Project Name</th> <th rowspan="2">Off-taker's Name (in case of captive power, user name)</th> <th colspan="2">Quantity of liquid fuel handled.</th> </tr> <tr> <th>Year / Contract Year</th> <th>MT/year</th> </tr> </thead> <tbody> <tr> <td></td> <td></td> <td></td> <td></td> </tr> <tr> <td></td> <td></td> <td></td> <td></td> </tr> <tr> <td></td> <td></td> <td></td> <td></td> </tr> </tbody> </table> (11) (ii) Has the bidder submitted relevant documents in support of procurement of liquid fuel | Project Name | Off-taker's Name (in case of captive power, user name) | Quantity of liquid fuel handled. | | Year / Contract Year | MT/year | | | | | | | | | | | | |
| Project Name | Off-taker's Name (in case of captive power, user name) | Quantity of liquid fuel handled. | | | | | | | | | | | | | | | | | | | | | | |
| | | Year / Contract Year | MT/year | | | | | | | | | | | | | | | | | | | | | |
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| | | | | | | from the fuel supplier as liquid fuel handling experience? Question: _____ Yes _____ No |
| 13. | Qualification Document | Annex A | 16 | This Qualification Statement Consists of the Following Forms and Annexes: | | The following new text is to be added as Annex N after Annex M at page 16 of the Qualification Document: " Annex N Copies of the relevant documents (such as certificate, invoice from BPC/fuel import documents etc.) in support of "Liquid Fuel Handling Experience"." |
| 14. | Qualification Document | | 25 | Annex to Qualification Statement Supporting Documentation to be Furnished by Bidder | | The following new text is to be added as Annex N after Annex M at page 25 of the Qualification Document: " Annex N Copies of the relevant documents (such as certificate, invoice from BPC/fuel import documents etc.) in support of "Liquid Fuel Handling Experience"." |
| 15. | Request for Proposal | Definitions (Serial-19,24,29) | 8,9 | Contracted Facility Capacity, Dependable Capacity, Facility | "Contracted Facility Capacity", Dependable Capacity Facility" at delivery point shall be between 85MW and 115MW adjusted to reference site conditions and power factor adjustment. The capacity determination with power factor adjustment is contradictory with the present power system of the country. Due to improvement of the country's overall generation capacity, the MVAR demand has also been reduced. To maintain the system frequency and voltage, the plants need to run at higher power factor also." It is requested to delete the condition of power factor adjustment in determining the capacity. | Please follow the provisions of Request For Proposal. |

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| 16. | Request for Proposal | Clause 5.8 | 24 | Tariff Charges and PPA Payments (Calculation of Energy Payment) | “Calculation of Energy Payment” added in the formula “Power Factor adjustment (PFadj)”. It is requested to delete PFadj or the figure may be 0.9/ave. at the delivery point. | Please follow the provisions of Request For Proposal. |
| 17. | Request for Proposal | Definitions (Serial-31) | 10 | Forced Outage | It is requested to include “Failure of HFO transportation by Bangladesh Railway” in page-10, serial 31 “Forced Outage” | Please follow the provisions of Request For Proposal. |
| 18. | Request for Proposal | Annex C Plant Functional Specifications-2.1 | 48 | Project Information and Scope (Project Description) | In “PROJECT DESCRIPTION” it is stated that the supplemental firing shall not be allowed to achieve the required capacity. It is requested to delete the sentence. | Please follow the provisions of Request For Proposal. |
| 19. | Request for Proposal | Definitions (Serial-11) | 08 | Bid HFO Price | Bid HFO price is written as US Dollar 10 per GJ. But present imported fuel price is about 22TK/Liter which is equivalent 7.0559 USD/GJ. It is requested to put the HFO price 7.0559 USD/GJ. | Please follow the provisions of Request For Proposal. |
| 20. | Request For Proposal | Clause 4.5 | 18 | Project Description- Financing for the Project | As stipulated in the Private Sector Power Generation Policy, BOO projects may involve limited recourse financing and the funds for the projects will be raised without any direct sovereign guarantee of repayment. It is requested that there should be a Provision for a sovereign guarantee by the GOB for these types & set of projects. | Please follow the provisions of Request For Proposal. |
| 21. | Request For Proposal and PPA | Section 4.2 of RFP and Section 16 of PPA | 18 of RFP and 86 of PPA | Technical Description of Facility; Force Majeure | It is requested to consider railway delays as Force Majeure Events. | Railway delays will not be considered as ‘Force Majeure Events. |

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| 22. | Request For Proposal. | Annex D, EXHIBIT-I, Attachment I-2 | | Form of the Bid Security, Para 8 | "This Bid Security shall remain valid and effective until [insert date] that is nine (09) months following the Bid Date." It is requested to mention Bid Security Validity period in days instead of months. | Please follow the provisions of Request For Proposal. |
| 23. | Request For Proposal. | Section VI Clause 6.4.2 | 34 | Technical Specification and Data. | "Plant with availability of 90% or more." It is requested to reduce plant availability requirement to 80% instead of 90% and to increase the number of Annual Allowable Outage Hours to 1,752 hours instead of 876 hours. | Please follow the provisions of Request For Proposal. |
| 24. | PPA, IA | Section 19.1 of PPA; Section 15.1 of IA | 96 of PPA and 69 of IA. | Governing Law | "This agreement and the rights and obligations of the parties hereunder shall be interpreted, construed and governed by the Laws of Bangladesh". It is requested to replace the above sentence by "This agreement and the rights and obligations of the parties hereunder shall be interpreted, construed and governed by the Laws of England and Wales". | Please follow the provisions of draft Power Purchase Agreement (PPA) and draft Implementation Agreement (IA). |
| 25. | IA | Section 12.1(b) | 54 | Taxation; Customs Duties | "The Company and its Contractor(s), prior to the Commercial Operations Date, shall be allowed to import plant and equipment (other than office and household equipment) to be permanently incorporated into the Facility or required for the construction, Commissioning, testing, operation and maintenance of the Facility without payment of any Taxes, and the GOB shall grant the necessary exemptions to give effect to this Section 12.1(b) if and when necessary. The Company and the Contractor(s) shall be exempt from the payment of any Taxes, including Custom Duties and VAT, on spare parts or repaired or refurbished parts imported during the period | Please follow the provisions of draft Implementation Agreement. |

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| | | | | | commencing on the date hereof and continuing until the twelfth (12th) anniversary of the Commercial Operations Date and incorporated from time to time into the Facility during the term of this Agreement; <u>provided</u> , thatspare parts).” It is requested to include exemption of AIT, ATV in the above clause. | |
| 26. | PPA | Schedule 6 | 126 | Liquid Fuel Price | It is requested to include Custom bonding charges, landing charges (BIWTA), Through put charges (receiving & delivery) etc. in the calculation of Liquid Fuel Price. | Please follow the provisions of draft Power Purchase Agreement. |
| 27. | PPA | Schedule 6 | 126 | Liquid Fuel Price | | The format of the Liquid Fuel Price calculation is annexed with this clarification which will be included in the Schedule 6 of the PPA as Table-D. The sample specification of liquid fuel procured from BPC and sample specification of imported liquid fuel is annexed with this clarification, which will be integral part of the PPA. The specification of procured fuel shall be close to the annexed sample specification. |
| 28. | PPA | Schedule 6 Table C | 126 | Liquid fuel price | It is requested to include LFO (Diesel) price. | Please follow the provisions of draft Power Purchase Agreement. |
| 29. | PPA | Schedule 2 Clause 1.2 (b) | 115 | Facility Loading | | In the Clause 1.2 (b), the values "25%" is to be replaced by the values "30%" |
| 30. | PPA | Schedule 2 Clause 1.2 (c) | 115 | Facility Loading | | The existing text of Clause 1.2 (c) is to be replaced by the following text: “The Facility minimum continuous loading shall be |

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| | | | | | | 30% of the Facility's Dependable Capacity, when the Facility is in operation. Beyond that the load of the Facility may be reduce to zero in accordance with the Dispatch Instruction received from the Control Center. The Facility shall be capable of automatic operation and control from the Dependable Capacity to 30% of the Dependable Capacity and frequent start and stop. BPDB shall have the option to start and stop the Facility whenever required." |
| 31. | Qualification Document | Section II Clause 3.1.2, Third bullet point | 11 | Operating Experience | | The text "The power projects achieved an average annual availability of not less than 85% (excluding by reason of "Force Majeure") during each year it was owned or operated by the Bidder (or, in the case of a consortium, by the Operating Member); and" in third bullet point of Clause 3.1.1 is to be replaced by the following text: "At least one of the power projects, irrespective of capacity, achieved an average annual availability of not less than 85% (excluding by reason of "Force Majeure") in one year within the immediate past two years during it was owned or operated by the Bidder (or, in the case of a consortium, by the Operating Member); and" |
| 32. | Qualification Document | Section II Clause 4.7 | 15 | Other Criteria | | The following text " <ul style="list-style-type: none">▪ Achieved the Commercial Operations Date within Required Commercial Operations Date (RCOD) or within six (6) Months after the Required Commercial Operations Date (RCOD). |

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| | | | | | | <ul style="list-style-type: none"> ▪ Achieved 85% Annual Availability." <p>in Clause 4.7 is to be replaced by the following text: "</p> <ul style="list-style-type: none"> ▪ At least one of the power projects, irrespective of capacity, achieved the Commercial Operations Date within Required Commercial Operations Date (RCOD) or within six (6) Months after the Required Commercial Operations Date (RCOD). ▪ At least one of the power projects, irrespective of capacity, achieved an average annual availability of not less than 85% (excluding by reason of "Force Majeure") in one year within the immediate past two years during it was owned or operated by the Bidder (or, in the case of a consortium, by the Operating Member)" |