**Second Open Meeting regarding the qualification bids for the PPP project on biometric passport and national ID card issuance services**

**Answers to RFQ related questions**

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| **Date** | 14 February 2024 | **Time** | 17:00 - 18:30 (GMT+4) |
| **Purpose** | Further discussion of issues related to Request for Qualification | **Version** | 1.00 |

**Agenda**

| **No.** | **Agenda items** |
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|  | Welcome word (Arpine Sargsyan, Deputy Minister of Internal Affairs of the Republic of Armenia; Armen Ghazaryan, Head of the Migration and Citizenship Service at Ministry of Interior; Nerses Yeritsyan, Head of Information Systems Agency of Armenia) |
|  | Brief introduction of the Project scope, relevant documents, and updates, overview of the estimated schedule, qualification bids submission guidelines, and the procedure for inquiries (Lina Petruskeviciute, Director at EY) |
|  | Questions and answers session |
|  | Concluding word (Nerses Yeritsyan, Head of Information Systems Agency of Armenia) |

**Questions and answers:**

| **#** | **Question** | **Answer** |
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| 1. | AArt 2.1 of RFQ states that “The shareholding structure of the Project Company shall at the time of execution of the Agreement correspond to the shareholding structure of such company which was reflected in the Bid of the Applicant determined as the winner of the Selection Procedure.” and it is not referring to the Qualification Bid   Furthermore Art 2.4.1 states that “The rules related to the establishment of the Project Company are further clarified in the Request for Proposal intended for Qualified Applicants.”  Finally, share of work between consortium members cannot be determined precisely at this stage (with draft technical requirements).   Can you confirm that the consortium agreement whose copy have to be supplied at RFQ stage (including shareholding of each consortium member in the future project Company) may be amended at RFP stage? | Changes in consortium agreements that trigger non-compliance with the requirements of the RFQ (including with respect to the shareholding of an Applicant in the future Project Company, or with respect to amendments in composition of the Consortium) will be prohibited at the RFP stage of the Selection Procedure. Note the following requirements of the RFQ in this regard:  - The consortium agreement submitted at the RFQ stage should meet the requirements provided in para.1.3 (j) of Annex 6 (Content of Qualification Bid) of the RFQ. One of these requirements is that the consortium agreement should reflect the shareholding of each Consortium Member in the future Project Company, subject to the requirements set in Clauses 2.1.3 and 2.4 of the RFQ. - According to Clause 2.2.4 of the RFQ, a Consortium may change its composition (including adding or excluding any Consortium Members) prior to expiry of the Qualification Bids Submission Deadline. Changes in composition of a Consortium after expiry of the Qualification Bids Submission Deadline are prohibited (this specifically assumes that no changes in Consortia will be allowed at the RFP stage). - Change of Control in Candidate at any stage of the Selection Procedure (until signing of the Agreement in case such Applicant is designated as the winner of the Selection Procedure) resulting in Candidate's non-compliance with general requirements to Applicants set out in Annex 4 (General Requirements to Applicants) and/or Qualification Criteria set out in Annex 5 (Qualification Criteria) of the RFQ is prohibited. Applicants are thus advised to plan and structure their shareholding arrangements in Consortia and the future Project Company carefully so that to achieve compliance with all mandatory requirements for participation in the Selection Procedure established by tender documentation.   However, for the avoidance of doubt, considering that the published technical requirements might be subject to change, RFQ requirements do not limit changes in shareholding structure among different Consortium Members in RFP stage as long as it is compliant with the requirements set in RFQ requirements, notably: - At the RfQ stage the consortium agreement shall point out the members of the consortium entitled to have shareholding in the future SPV. The agreement shall also set out a basic scenario of the shareholding structure of the SPV, at the same time providing that such structure can be adjusted before the RfP stage shall any modifications in the technical requirements relating to the consortium members’ capacities occur (please note that the amendment can affect only the structure (i. e. percentage) of shareholding of each consortium member, however the list of the members of the consortium must be final (no new members can be added or existing members can be excluded at the RfP stage); - Lead member shall hold individually at least 50% of voting rights or equity in the future Project Company, be the largest shareholder of the Project Company and retain effective control over the technical and operational activities of the Project Company. - Each Consortium Member of the winning Consortium other than the Lead Member of such Consortium shall at the time of execution of the Agreement hold no less than 10% of the voting rights or equity in the future Project Company. - And the general requirements to Applicants and the Qualification Criteria are still met.  Please note that at the RfP stage the consortium agreement shall provide the final shareholding structure which cannot be further amended (except after signing the PPP agreement and upon GoA’s approval). |
| 2. | Clarification concerning RFQ Annex 6, Item 2.1.2. (b) - Confirmation of Requirements for Audit Firm (Form G)  While preparing the required documents for the RFQ stage of the Selection Procedure, we were uncertain on how to interpret Form G. Could you please clarify if Form G is addressed at (i) The audit firm responsible for a Candidate’s financial statements that are submitted in Document Part II (Documents demonstration compliance with qualification criteria, Annex 6) during the RFQ stage; or (ii) The audit firm that – in the future – will potentially be in charge of auditing services for the duration of the Project (isn’t it too early for both the audit firm and the Candidate to commit to this at the current stage of the Selection Procedure?) | Form G. “Confirmation of Requirements for Audit Firm” refers to the audit firm responsible for a Candidate’s financial statements that are submitted in Document Part II (Documents demonstration compliance with qualification criteria, Annex 6) during the RFQ stage. |
| 3. | While preparing the required documents for the RFQ stage of the Selection Procedure, we were uncertain on how to interpret Form B (Sample for Power of Attorney Document). The Sample in Form B mentions “Before me, the Notary in this office…”. However, according to item 1.3. (b) of Annex 6 and the requirements set out on p. 1 of Form B, a notarization of the (English) Power of Attorney Documents is not explicitly mentioned as a requirement.   Could you please clarify if a Power of Attorney Document that is originally prepared in one of the Official Languages needs to be notarized? | The power of attorney (as an Authorizing Document) submitted by a Consortium should follow the requirements provided in para. 1.3 of Annex 6 to the RFQ. Para. 1.3(b) of Annex 6 to the RFQ says that “the Authorizing Documents and copies of the identification documents that are originally prepared (issued) in a foreign language (other than any of the Official Languages) shall be submitted together with their notarized translation into any of the Official Languages and verified by apostille”. The Official Languages under the RFQ include Armenian, English, or Russian. Consequently, if a Consortium’s power of attorney submitted as part of a Qualification Bid is originally prepared (issued) in any of the Official Languages, the abovementioned requirement regarding notarized translation into any of the Official Languages and verification by apostille will not apply. Any power of attorney submitted by an Applicant as part of the Qualification Bid should follow the content requirements provided in Form B to Annex 6 of the RFQ. These content requirements are specified in paras. 1-4 of Form B to Annex 6 of the RFQ (indication of information about the Authorized Persons, scope of authority granted to the Authorized Persons etc.). Form B to Annex 6 of the RFQ further provides a non-binding sample of a power of attorney and explicitly says that “this sample form is not mandatory and may be used as an indicative form in cases where the Authorized Persons represent the Applicant based on a power of attorney. In any event, the Applicant’s power of attorney shall correspond to the requirements to content of the power of attorney set out in this Form B above”. Applicants may thus flexibly use a sample form of a power of attorney (including by tailoring/changing its form and contents), ensuring, however, in all cases that the mandatory contents of the power of attorney provided in paras. 1-4 of Form B to Annex 6 of the RFQ are reflected in this document. |
| 4. | Please confirm, that the clause 2.1.4. of the RFQ-document is to be understood in the way, that all requirements (a)-(c) are sufficiently fulfilled by at least two separate contracts in total. | Reference Projects and respective requirements indicated in items (a)-(c) of the clause 2.1 of the “ANNEX 5. QUALIFICATION CRITERIA” should have been completed, in aggregate, under at least two (2) separate contracts. All reference projects combined together shall fully satisfy all applicable qualification requirements. |
| 5. | “(a) Implementation of end-to-end system (software, hardware, and equipment) for ID cards’ and biometric passports’ applications management, biometric data enrolment, biometric identity verification, document personalization, document issuance and document life cycle support. For this Reference Project, the Candidate should be able to demonstrate (upon request) its citizen identity, ID card and passport management software”  Can the requirement be amended to allow to achieve this requirement with reference project with only biometric passports or with two separate reference projects, one project for citizens ID cards and one project for Biometric passports? | Reference Projects and respective requirements indicated in items (a)-(c) of the clause 2.1 of the "ANNEX 5. QUALIFICATION CRITERIA" should have been completed, in aggregate, under at least two (2) separate contracts. All reference projects combined together shall fully satisfy all applicable qualification requirements. |
| 6. | Regarding: Reference Project “should be completed no later than the past five (5) years before the publication date of the Announcement”  Can the Contracting Authority please clarify that the correct interpretation is that it should read “within the past five (5) years before the publication date”. | Reference Project should be completed no later than the past five (5) years before the publication date of the Announcement (within the past five (5) years before the publication date). If a Reference Project is still ongoing as of the date of submission of a Qualification Bid, the completed part of such Reference Project should cover the scope of work and meet the requirements provided in the description of the relevant Reference Project in items (a)-(c) above. |
| 7. | “For the Reference Project indicated in item (a) of paragraph 2.1 of section 2 of Annex 5 (Qualification Criteria), the Candidate should provide a description of citizen identity, ID card and passport management software.”  Can the Contracting Authority clarify if a high level description is sufficient, as the Authority request is to not provide technical offer/information at this stage of the procurement | The detailed descriptions of the suggested IT solution are supposed to be provided for the RFP stage. At the RFQ stage high level description of a description of citizen identity, ID card and passport management software is to be provided as complimenting evidence related to implementation of the Reference Project indicated in item (a) of paragraph 2.1 of section 2 of Annex 5 (Qualification Criteria) (as defined in “Form E. Experience Table for Reference Projects”). Please also note that upon request the Candidate should be able to demonstrate its citizen identity, ID card and passport management software. |
| 8. | Do you confirm that not all translated documents need to be notarized/apostilled (financial statements, proof of good legal standing)? | Not all translated documents need to be submitted together with their notarized translation. Notarized translation is only applicable to some of the documents indicated in section “Part I ─ Qualification Bid Form and Documents Demonstrating Compliance with General Requirements to Applicants”. Please follow detailed the chapter “ANNEX 6. CONTENT OF QUALIFICATION BID” and its section “Part I ─ Qualification Bid Form and Documents Demonstrating Compliance with General Requirements to Applicants” requirements, it provides clear guidelines which documents prepared in other then the Official Languages must be only translated to any of the one of the Official Languages, and which requires notarized translation. |
| 9. | For the financial criteria 1.2 to 1.4 it is written “if the Candidate is a Consortium, the Lead Member and all Consortium Members in aggregate”   * Does it mean that the lead member needs to comply alone, as well as the other members together (separate from the lead member)? * If the lead member can comply alone, do the other members still have to comply? * If the lead member cannot comply, can he then use the aggregate of all the resources? | To comply with financial criteria 1.2 - 1.4, if the Candidate is a Consortium, the Lead Member and all Consortium Members in aggregate must comply to criteria together (combined). If the Lead Member can comply alone - it is sufficient, if the Lead Member cannot comply alone, he can rely on resources of other Consortium Members combined. |
| 10. | Document: 1․ Armenia PPP RFQ - 2024-01-03\_Eng.pdf Page 37 Clause: 1.2 para b Please confirm if a document (for e.g. Form A, B, C or D) is submitted in Armenian language or English & Armenian (bilingual), then these documents are not required to be Apostilled or Legalized? | Documents submitted in the any of the Official Languages do not need to be translated, their translation does not need to be apostilled or legalized. However, please closely follow requirements in “ANNEX 6. CONTENT OF QUALIFICATION BID” for documents to be submitted. Some documents, even if provided in Official Languages, require notarization (e.g., chapter “1.3. Consortia”, section “(j) Copy of the consortium agreement in any of the Official Languages, duly notarized and containing (at the minimum) the following provisions, concerning <...>.”). |
| 11. | Document: 1․ Armenia PPP RFQ - 2024-01-03\_Eng.pdf Page 37 Clause: 1.2 para b Can the requirement of Apostille / Legalization be waived for Financial & ID documents in view of the time constraints in completing the process? | The Authorizing Documents and copies of the identification documents (as stated in the “ANNEX 6. CONTENT OF QUALIFICATION BID”) that are originally prepared (issued) in a foreign language (other than any of the Official Languages) shall be submitted together with their notarized translation into any of the Official Languages and verified by apostille (in case of documents sent from the countries that have ratified the Hague Convention of 5 October 1961 Abolishing the Requirement of Legalization for Foreign Public Documents; if the country is not a member of the convention, the legalization of the documents shall be done through consular means). These requirements are governed by local PPP regulations and thus cannot be waived. |
| 12. | Document: 1․ Armenia PPP RFQ - 2024-01-03\_Eng.pdf Page 55 Form G. Confirmation of Requirements for Audit Firm Since we are already submitting audited balance sheets, may we kindly request to remove this requirement of submitting a letter from an audit firm. The decision to issue such a letter is not in the control of a Candidate hence request if this requirement can be made optional to submit. | Since Contracting Authority must have an evidence that audited financial statements are confirmed by a reputable audit firm, letter of confirmation from the Audit Firm (or Audit Firms) on compliance with requirements for an Audit Firm under Form G (Confirmation of Requirements for Audit Firm) of this Annex 6 (Content of Qualification Bid) must be provided together with copies of the Candidate’s financial statements for the last confirmed three (3) financial years signed by the Audit Firm (or Audit Firms) under national or international accounting standards (including IFRS, IAS or US GAAP). |
| 13. | In the Form C of the document ‘1․ Armenia PPP RFQ - 2024-01-03\_Eng.pdf’, it is requested to provide the ‘Current list of the Candidate's / Lead Member's Related Companies’. Do we understand correctly that this current list concerns only the related companies involved in the project? | This involves all Related Companies of a single-entity Candidate / Lead Member, not only the Related Companies involved in submission of a Qualification Bid. Please refer to the definition of “Related Companies” provided in Annex 9 of the RFQ. |