

# **REQUEST FOR QUALIFICATION**

**PPP PROJECT ON THE BIOMETRIC PASSPORT  
AND NATIONAL ID CARD ISSUANCE SERVICES**

**03 JANUARY 2024**

## IMPORTANT NOTICE

This Request for Qualification has been approved by the dedicated evaluation commission established to carry out the Selection Procedure (the "**Evaluation Commission**") for the Project (as described further in this document). This document is intended solely for use by prospective Applicants in the Selection Procedure for the purposes of preparing and submitting the Qualification Bids.

This Request for Qualification has been prepared in accordance with the legislation of the Republic of Armenia (the "**Applicable Law**") and based on the information and documents owned by the Government, the Ministry of Internal Affairs of the Republic of Armenia (the "**Competent Authority**") and other competent authorities and entities involved in preparation of the Project from the Government's side.

This Request for Qualification sets out, among other matters, the formal and substantive requirements for Qualification Bids, the procedure for submitting and reviewing the Qualification Bids, as well as the Qualification Criteria and conditions for admission to take part in the bidding process based on the Request for Proposal, as required by Applicable Law.

This Request for Qualification does not aim to set out an exhaustive list of information and documents that may be required to take part in the Selection Procedure. Prospective Applicants are advised to carry out their own analysis and due diligence for the purposes of preparing and submitting the Qualification Bids or taking any decision related to preparation for and participation in the Selection Procedure.

Neither the Government, nor the Evaluation Commission, nor their representatives or advisors, nor any other authorities of the Republic of Armenia, their representatives or advisors:

- 1) have carried out any independent procedures to verify any data contained herein, except the procedures required to prepare the Draft PPP Project and take the decision to implement the Project, the results of which (determined by the Government as relevant for the Selection Procedure) are reflected in the relevant parts of this Request for Qualification;
- 2) make any warranties or representations in respect of the correctness and completeness of the information contained in this Request for Qualification;
- 3) bear any responsibility or liability for any communications, actions, or information, both explicit or implied, arising out of, contained or resulting from any omission, mistake, or data that has not been rectified in this Request for Qualification after its issuance.

Certain part of information and documents provided to Qualified Applicants for the purposes of preparing bids is subject to confidentiality requirements. The terms and conditions of data sharing and disclosure shall be governed by the undertaking on confidentiality and non-disclosure of information (the "**Confidentiality Undertaking**") executed by each Applicant that has been qualified and admitted taking part in the bidding process in accordance with this Request for Qualification.

This Request for Qualification may refer to or cite certain Armenian laws, regulations or official documents. Any such references or citations are not meant to be complete or comprehensive. Applicants shall be responsible for carrying out their own independent analysis and review of Armenian laws, regulations and official documents for the purposes of participation in the Selection Procedure.

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## 1. INTRODUCTION

1.1. The Ministry of Internal Affairs of the Republic of Armenia (the "**Competent Authority**") is implementing a public-private partnership project for the issuance and distribution of identity documents and operation and servicing of the facilities involved in the ID documents provision in the Republic of Armenia (the "**Project**") through a fair and transparent competitive selection process in accordance with Armenian law and international best practice (the "**Selection Procedure**").

1.2. The general description of the key provisions (elements) of the Project is given in *Annex 3 (Key Provisions of the Project)* to this Request for Qualification. The preliminary outline of key provisions of the PPP contract for the Project, which is non-binding and may be subject to changes, is contained in the Project term sheet available at Mineconomy's official website.

1.3. According to the Decree of the Government on implementation of the Project No 2346-A from 28<sup>th</sup> of December 2023, the Selection Procedure shall be carried out as the two-stage open procedure under the Applicable Law.

1.4. This document governs the matters of the Request for Qualification stage of the Selection Procedure. The detailed terms and conditions of the Request for Proposal stage, including the requirements applicable to the format and contents of Bids, the procedure for submission and evaluation of Bids, and other information relevant for the bidding process are set out in the Request for Proposal intended for Applicants that have passed the qualification in accordance with this RFQ.

1.5. The Selection Procedure has been announced in the relevant media (collectively, the "**Announcement**") in accordance with Applicable Law. All eligible persons interested in participation in the Selection Procedure are hereby invited to submit Qualification Bids in accordance with the terms and conditions of this RFQ.

1.6. This Request for Qualification has been prepared in accordance with Applicable Law, including the Law of Armenia "On Public-Private Partnership" No. HO-113-N dated 28 June 2019 (as amended, the "**PPP Law**"), the Procedure of the Public-Private Partnerships approved by the Decree of the Government No.1183-N dated 28 July 2022 (as amended, the "**PPP Procedure**"), and in accordance with other applicable Armenian laws and regulations.

1.7. In this Request for Qualification, unless the context otherwise requires, the capitalized terms, expressions and abbreviations shall have the meaning given in *Annex 9 (Definitions and Interpretation)*.

## 2. GENERAL INSTRUCTIONS TO APPLICANTS. PARTICIPANTS OF SELECTION PROCEDURE

### 2.1. Participating Entities and Their Setup

2.1.1. For the purposes of the Selection Procedure, the key categories of participants of the two-stage selection process shall be:

- (a) Candidates, i.e. Applicants that submitted the Qualification Bids but have not been yet qualified in accordance with terms and conditions of this RFQ, and
- (b) Qualified Applicants, i.e. Applicants that have been qualified to take part in the bidding process at the RFP stage in accordance with terms and conditions of this RFQ.

Applicants shall broadly refer to all eligible participants of the Selection Procedure (both Candidates and Qualified Applicants, as the context may require), as indicated in the PPP Law.

2.1.2. A prospective Candidate may submit a Qualification Bid either as a single legal entity or as a consortium made up of several legal entities that agreed to jointly participate in the Selection Procedure (a "**Consortium**"). Single-entity Candidates and Consortia may involve both

resident and non-resident legal entities. For avoidance of doubt, a Consortium together with all its Consortium Members shall be treated in the Selection Procedure as an Applicant (including as a Candidate or Qualified Applicant, depending on the stage of the Selection Procedure).

The prospective Candidates may establish a special purpose company for the purposes of joint participation in the Selection Procedure, as indicated in Clause 2.3 below.

- 2.1.3. A Consortium shall appoint and authorize one of its members to represent and irrevocably bind all Consortium Members in all matters related to the Selection Procedure, including but not limited to the submission of the Qualification Bid on behalf of the Consortium (the "**Lead Member**").

The Lead Member shall:

- (a) fulfil the Qualification Criteria which should be met by the Lead Member on a standalone basis (for specific criteria), as defined in *Annex 5 (Qualification Criteria)*, as well as comply with other requirements applicable to Lead Member expressly indicated in this RFQ; and
  - (b) 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.
- 2.1.4. A Consortium may be composed of legal entities that do not have Control relations with the Lead Member and/or legal entities that qualify as Related Companies of the Lead Member. All such legal entities in a Consortium, including the Lead Member, shall be treated as Consortium Members under this RFQ.

## 2.2. Key Participation Requirements and Verifications

- 2.2.1. Candidates shall comply (and shall ensure compliance by the other Consortium Members, as the case may be) with the general requirements to Applicants and other Consortium Members listed in *Annex 4 (General Requirements to Applicants)*.
- 2.2.2. Candidates must meet the Qualification Criteria listed in *Annex 5 (Qualification Criteria)*. To meet the Qualification Criteria, the Candidate may, to the extent allowed under this RFQ and *Annex 5 (Qualification Criteria)* in particular rely on other Consortium Members with respect to fulfilment of the relevant Qualification Criteria.
- 2.2.3. Detailed rules on compliance with the Qualification Criteria are set out in *Annex 5 (Qualification Criteria)*. To confirm compliance with the general requirements to Applicants and Qualification Criteria (including by relying on other Consortium Members), Candidates shall submit the documents set out in *Annex 6 (Content of Qualification Bid)*.

If Qualification Bid is submitted by a Consortium, the Lead Member shall collect and submit all documents from the Consortium Members required under *Annex 6 (Content of Qualification Bid)* as part of a single Qualification Bid.

- 2.2.4. A Consortium may change its composition (including adding or excluding any Consortium Members) prior to expiry of the Qualification Bids Submission Deadline. For this purpose, a Consortium may submit the relevant changes to Qualification Bid (as per Clause 5.3) or withdraw the Qualification Bid and submit a new one (as per Clause 5.4).

Changes in composition of a Consortium after expiry of the Qualification Bids Submission Deadline shall be prohibited. The violation of this requirement shall be the ground for rejecting a Qualification Bid and disqualifying an Applicant from participation in the Selection Procedure.

- 2.2.5. No person may simultaneously be a Consortium Member in one Consortium while also being (or its Related Company being) a Consortium Member in another Consortium. Any Applicant

who participates in the Selection Procedure relying on a Consortium Member who is in breach of this rule shall be rejected from participation in the Selection Procedure.

- 2.2.6. 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)* shall be prohibited. The violation of this requirement shall be the ground for rejecting a Qualification Bid and disqualifying an Applicant from participation in the Selection Procedure.

### 2.3. **Special Purpose Vehicle**

- 2.3.1. Candidates interested in joint participation in the Selection Procedure and implementation of the Project may (but are not required to) create a special purpose vehicle, a legal entity specifically established for the purpose of joint participation in the Selection Procedure (the "**SPV**").

- 2.3.2. SPV may be registered either in Armenia or in a different jurisdiction, considering the restrictions set out in *Annex 4 (General Requirements to Applicants)*.

The Armenia-based SPV must be established considering the mandatory requirements of Applicable Law.

- 2.3.3. For the avoidance of doubt, for the purposes of the Request for Qualification the SPVs and their shareholders shall fall under the requirements, qualification and evaluation procedures set forth under the Applicable Law and the Request for Qualification for Consortiums and their participants respectively, except for the specific requirements of the Applicable Law provided for the future project company to be created by Consortiums (in case of applying via an Armenia-based SPV designated to act as the Project Company).

- 2.3.4. The SPV and its shareholders must provide all documents that must be executed by Consortium Members under this RFQ, including the consortium agreement.

- 2.3.5. The Qualification Bid must clearly indicate that the SPV is created as a Consortium, as well as specify the Lead Member and other Consortium Members as the SPV's shareholders.

- 2.3.6. A Consortium submitting a Qualification Bid as an SPV and its shareholders may not include any other Consortium Members. The rules of paragraph 1 of in *Annex 4 (General Requirements to Applicants)* prohibiting cross-shareholdings shall not apply to the relationships between the SPV and its shareholders.

- 2.3.7. All shareholders of the SPV must hold no less than 10% of voting rights or equity in the SPV.

The SPV's shareholder designated as the Lead Member shall comply with the requirements to Lead Member set in Clause 2.1.3.

- 2.3.8. The SPV must be specifically created for participation in the Selection Procedure (and, if the SPV is registered in Armenia, to act as a Project Company) and may only be engaged in activities related to participation in the Selection Procedure and further implementation of the Project in accordance with the terms of the Agreement.

- 2.3.9. If the SPV is registered in Armenia, the requirements of the Request for Qualification regarding establishment of a separate Project Company shall not apply. In such case the SPV may be considered the Project Company and all provisions of the Request for Qualification relating to the Project Company shall apply to the SPV, subject to necessary changes.

In case a separate Project Company is established, the SPV shall hold 100% of voting rights or equity in the Project Company.

- 2.3.10. For the avoidance of doubt, the provisions of this Clause 2.3 do not restrict participation in the Selection Procedure through non-incorporated Consortia (i.e., without establishment of the SPV), in compliance with the requirements of this RFQ.

## 2.4. **Project Company**

- 2.4.1. The Applicant determined as the winner of the Selection Procedure will be required to incorporate a legal entity under the Applicable Law to perform the Project (the "**Project Company**"). The rules related to the establishment of the Project Company are further clarified in the Request for Proposal intended for Qualified Applicants.

- 2.4.2. 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.

- 2.4.3. 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.

All Consortium Members of the winning Consortium shall at the time of execution of the Agreement in aggregate hold 100% of the voting rights or equity in the future Project Company.

- 2.4.4. After execution of the Agreement, the winner of the Selection Procedure and the Consortium Members, as shareholders of the Project Company, will have to comply with the shareholding requirements set out in clause of the Agreement titled "Changes in Shareholding".

## 2.5. **Authorized Persons**

- 2.5.1. The Authorized Persons shall be the individuals authorized to represent the Applicant under the relevant Authorizing Documents (as the case may be) in connection with the Selection Procedure, including (for the purposes of this RFQ) in relation to such matters as signing and submission of a Qualification Bid, as well as exchange of all communications related to a Qualification Bid.

- 2.5.2. In case the Authorized Person is acting based on the power of attorney, the latter shall conform to the requirements to the content of the power of attorney set out in *Form B (Content Requirements for Power of Attorney)* of *Annex 6 (Content of Qualification Bid)*. In case the Authorized Person is acting based on other Authorizing Documents, the latter shall clearly define the powers of that Authorized Person for the purposes of representing the Applicant in the Selection Procedure, the scope of which should be at least the same as that indicated in *Form B (Content Requirements for Power of Attorney)* of *Annex 6 (Content of Qualification Bid)*.

- 2.5.3. Applicants are advised to appoint their Authorized Persons for the purposes of taking part in the Selection Procedure based on powers of attorney. The Applicant may nominate up to ten (10) Authorized Persons. The full list of Authorized Persons, with the indication of the Authorizing Documents for each Authorized Person, shall be submitted as part of the Qualification Bid in accordance with *Form C (Basic Information Form)* of *Annex 6 (Content of Qualification Bid)*.

## 2.6. **Evaluation Commission**

- 2.6.1. The Government by its Decree on implementation of the Project No 2346-A from 28<sup>th</sup> of December 2023, established a special body responsible for conducting the Selection Procedure (the "**Evaluation Commission**"), in particular (for the purposes of this RFQ) for opening and evaluation of Qualification Bids.

The key provisions governing the status, powers and activities of the Evaluation Commission in the Selection Procedure (including at the RFQ stage) are established in the PPP Law and the PPP Procedure. The RFQ and RFP may further refer to or clarify and supplement such

provisions to the extent necessary for conducting the Selection Procedure and in accordance with Applicable Law.

- 2.6.2. Members of the Evaluation Commission shall not participate directly or indirectly in the preparation and/or submission of any Qualification Bid and shall not provide any assistance to any Candidate for the purposes thereof.

Members of the Evaluation Commission shall be independent and impartial in taking decisions within the scope of their powers and shall not have Conflict of Interest with any Applicant.

## 2.7. **Advisors**

- 2.7.1. The Evaluation Commission may invite external advisors to provide advice and other assistance on the matters within the scope of their expertise during the Selection Procedure, as well as during negotiations and signing of the Agreement (the "**Advisors**").

Advisors may be present at the meetings or sessions of the Evaluation Commission, participate in discussions, provide explanations and advice at such meetings or sessions, review documents submitted by Applicants to the Evaluation Commission, review minutes of the Evaluation Commission as well as documents considered during negotiations and signing of the Agreement. When performing their respective duties and activities, the Advisors shall be bound by the same confidentiality requirements as members of the Evaluation Commission.

- 2.7.2. Advisors are not members of the Evaluation Commission and shall not have voting rights on the matters considered at the meetings or sessions of the Evaluation Commission as well as with respect to decisions of the Competent Authority made during negotiations and signing of the Agreement. Presence or absence of Advisors at the meetings or sessions of the Evaluation Commission does not affect the quorum at such meetings or sessions.

## 2.8. **Authorized Officials**

- 2.8.1. The head, the deputy head and the secretary of the Evaluation Commission shall be designated as the Authorized Officials of the Competent Authority. The information on the Authorized Officials as of the date of approval of this Request for Qualification is set out in the Data Sheet. The Competent Authority shall notify Candidates of changes to the information on Authorized Officials indicated in the Data Sheet in the manner set out in Clause 5.1.1.

## 2.9. **Communications**

- 2.9.1. All communication envisaged by this Request for Qualification (including submission of Qualification Bids, provision of additional information in respect of Qualification Bids, and clarifications of Qualification Bids) shall be carried out by the Authorized Persons and Authorized Officials, unless the Request for Qualification provides otherwise.
- 2.9.2. Unless the Request for Qualification provides otherwise, communication, information and documents submitted and/or received under this RFQ in paper form and in electronic form shall have the equal legal force. This includes, in particular, Qualification Bids, additional information in respect of Qualification Bids, and communications with the Evaluation Commission.

## 3. **PREPARATION OF QUALIFICATION BIDS**

### 3.1. **General Requirements to Format and Content of Qualification Bids**

- 3.1.1. Candidates shall prepare Qualification Bids in accordance with the format and content requirements set out in *Annex 6 (Content of Qualification Bid)*. Each Candidate, including a Consortium, may submit one (1) Qualification Bid only.
- 3.1.2. Candidates may choose to prepare and further submit their Qualification Bids in either of the following two formats in accordance with the requirements of this RFQ:

- (a) in electronic format through ARMEPS (with a back-up encrypted submission of an electronic version of Qualification Bid to the email of the Evaluation Commission),

OR

- (b) in paper-based format through in-hand delivery to the Evaluation Commission.

3.1.3. The paper-based Qualification Bids prepared for the in-hand delivery to the Evaluation Commission shall be subject to the following general form/preparation requirements:

- (a) Each Candidate shall prepare and submit its Qualification Bid in four (4) copies, as required in paragraph 79 of the PPP Procedure, clearly marking each of them as "ORIGINAL", "COPY", and "ELECTRONIC COPY".

Discrepancy between the written original and written copy and/or electronic copy of the Qualification Bid prepared for the in-hand delivery shall not be the ground for rejecting the Qualification Bid.

- (b) The written original and written copy of the Qualification Bid shall be typed or written (where appropriate) in indelible ink and signed by an Authorized Person.

All pages of the Qualification Bid as per the content requirements specified in *Annex 6 (Content of Qualification Bid)*, shall be numbered, bound, and signed by the Authorized Person.

- (c) Each electronic copy of the Qualification Bid prepared for the in-hand delivery shall be provided on a separate USB drive. The electronic copies of the Qualification Bid shall follow the contents of the original written version of Qualification Bid, shall be free of any virus or malware, and shall contain non-compressed and non-protected files in printable and reproducible PDF format.

For the avoidance of doubt, it is expressly required that each USB drive contains a scanned electronic copy of the complete original written version of Qualification Bid in PDF format.

3.1.4. The electronic Qualification Bids prepared for the submission through ARMEPS shall be subject to the following general form/preparation requirements:

- (a) Each Candidate shall prepare two (2) electronic versions of its Qualification Bid: one (1) original version for submission through ARMEPS and one (1) back-up copy for submission via encrypted email to the Evaluation Commission, clearly marking each of them as "ORIGINAL" and "COPY".

- (b) Each electronic version of the Qualification Bid indicated in item 3.1.4(a) above shall follow the structure provided in *Annex 6 (Content of Qualification Bid)*, shall be free of any virus or malware, and shall contain non-compressed and non-protected pages in printable and reproducible PDF format. All pages of both these electronic versions of the Qualification Bid shall be numbered and signed by the Authorized Person.

- (c) Candidate shall follow the technical requirements provided in the ARMEPS Manual to download and submit the original electronic version of its Qualification Bid through ARMEPS.

Candidate shall prepare and submit the back-up copy of the original electronic version of its Qualification Bid downloaded to ARMEPS via the encrypted email to the email address of the Evaluation Commission indicated in the Data Sheet. Such encrypted email with the back-up electronic copy of Candidate's Qualification Bid shall be accompanied with the de-encryption (in a separate email) accessible only by the secretary of the Evaluation Commission (incl. in terms of required authorizations for opening, reading and downloading such encrypted email).

- 3.1.5. Candidates shall not provide in their Qualification Bids any information or documents that are not expressly required under *Annex 6 (Content of Qualification Bid)* or this RFQ. Submission of any information or documents relating to the Candidate's Bid (particularly, any price proposals) as part of the Qualification Bid shall be the ground for rejection of the Qualification Bid. Submission of any other unnecessary pieces of information or documents as part of the Qualification Bid (such as marketing materials) may be the ground for rejecting the Qualification Bid in case the Evaluation Commission determines such submission constitutes a Material Deviation.
- 3.1.6. The Qualification Bid shall contain no alterations, omissions, or additions, unless this Request for Qualification provides otherwise.

### 3.2. **Sealing and Marking of Qualification Bids**

- 3.2.1. In case of in-hand delivery of paper-based Qualification Bid to the Evaluation Commission, the Candidate shall submit the Qualification Bid in an opaque and properly sealed envelope. The envelope shall contain the four (4) copies of the Qualification Bid and shall be marked and formalized in accordance with paragraphs 81–82 of the PPP Procedure.
- 3.2.2. If the volume of documents comprising the paper-based Qualification Bid does not make it possible to place all four (4) copies of such Qualification Bid in one (1) envelope, the Candidate may choose to do as follows:
- (a) Place the written original and written copy of the Qualification Bid in two different opaque and properly sealed envelopes marked and formalized in accordance with paragraphs 81–82 of the PPP Procedure. Each envelope shall in this case contain one (1) electronic copy of the Qualification Bid.
- OR
- (b) Place the four (4) copies of the Qualification Bid (either in two separate envelopes, as provided in this Clause 3.2.2 (a) above, or as one package) in an opaque and properly sealed postal box. The postal box shall be marked and formalized in accordance with paragraphs 81–82 of the PPP Procedure.
- 3.2.3. If the envelope(s) or postal box with the Qualification Bid do not meet the requirements indicated in this Clause, the Evaluation Commission shall assume no responsibility for misplacing or losing any part of the Qualification Bid as well as for safeguarding any restricted use information that may be contained therein.
- 3.2.4. For the avoidance of doubt, this Clause 3.2 shall not apply to the preparation and submission of Qualification Bids through ARMEPS.

### 3.3. **Language of Qualification Bids and Language of Correspondence**

- 3.3.1. Unless *Annex 6 (Content of Qualification Bid)* stipulates otherwise, the following rules shall apply to the language of the Qualification Bid and the language of correspondence:
- (a) All forms and documents comprising the Qualification Bid as per *Annex 6 (Content of Qualification Bid)* shall be prepared in any of the following languages: the Armenian, English or Russian (the "**Official Languages**").
- (b) The confirmation documents or their certain parts that are required under *Annex 6 (Content of Qualification Bid)* and relate to non-resident Candidates and Consortium Members may be prepared and submitted in a foreign language (other than the Official Languages). Candidates shall translate those documents or parts of those documents (as the case may be) into any of the Official Languages in accordance with the certification requirements set out in *Annex 6 (Content of Qualification Bid)*.

- (c) All correspondence related to the Qualification Bid shall be carried out in any of the Official Languages.

3.3.2. In case of any discrepancies between the different versions of documents or correspondence indicated in items (a)-(c) of Clause 3.3.1 prepared in any of the Official Languages and in a foreign language (other than any of the Official Languages), the version of the relevant document or correspondence in any of the Official Languages shall prevail.

#### 3.4. **Confidential Information**

3.4.1. Candidate is entitled to designate certain parts of the Qualification Bid as those containing confidential information. This shall be achieved by putting the words "CONFIDENTIAL INFORMATION" on each page of the Qualification Bid containing such information. The Candidate shall also highlight, in a free form manner, the specific pieces of information on each page of the Qualification Bid that shall be designated as confidential information. This Clause shall not preclude the Evaluation Commission from disclosing the Qualification Bid to Advisors.

3.4.2. The designation of data as confidential information shall not apply to information that does not qualify as confidential information under the Applicable Law.

#### 3.5. **Responsibility for Correctness and Completeness of Qualification Bids**

3.5.1. Candidate shall be responsible for providing correct and complete information in the Qualification Bid. By submitting the Qualification Bid, the Candidate also acknowledges that:

- (a) all information contained in the Qualification Bid shall remain true and correct during the entire duration of the Selection Procedure, up to the conclusion of the Agreement (in case that Candidate is determined as the winner of the Selection Procedure);
- (b) at any stage of the Selection Procedure the Evaluation Commission may disqualify the Applicant and the Competent Authority may refuse to sign the Agreement in case it is established that the Applicant submitted willingly incorrect information or false information in its Qualification Bid;
- (c) the Evaluation Commission and the Competent Authority shall not be responsible for correctness and completeness of the information contained in the Qualification Bid.

#### 3.6. **Data Sharing**

3.6.1. The Competent Authority is sharing selected pieces of information in electronic form, which may be necessary for participation in the Selection Procedure. The relevant shared information covers:

- (a) publicly available (non-confidential) information for participation in the Selection Procedure. This information is available at the official Mineconomy's website via the hyperlink contained in the Data Sheet;
- (b) confidential information for participation in the Selection Procedure. Access to this information shall be granted to the Applicant and other users upon the Applicant's qualification in accordance with this Request for Qualification and submission of the Confidentiality Undertaking to the Competent Authority (as described in Clause 7.2).

3.6.2. After the signing and submission of the Confidentiality Undertaking, the Applicant shall be responsible for compliance with the requirements to confidentiality and non-disclosure of confidential information by all respective authorized users of such information, as set out in the Confidentiality Undertaking.

#### 4. SUBMISSION, REGISTRATION AND OPENING OF QUALIFICATION BIDS

##### 4.1. Qualification Bids Submission Deadline and Estimated Schedule

- 4.1.1. Candidates shall submit Qualification Bids within seventy (70) days of the publication date of the Announcement at Mineconomy's official website ("**Qualification Bids Submission Deadline**"). Qualification Bids shall be in any case submitted no later than 18:00 of the last day of the Qualification Bids Submission Deadline. Any bids submitted after the Qualification Bids Submission Deadline will be disregarded.
- 4.1.2. The Request for Qualification contains the schedule with key milestones of the Selection Procedure and their indicative timeframes for the purposes of this RFQ (the "**Estimated Schedule**") in *Annex 2 (Estimated Schedule)*. Candidates may use the Estimated Schedule for general reference but shall not in any way rely on the Estimated Schedule with respect to their participation in the Selection Procedure.
- 4.1.3. The Competent Authority may, in its sole discretion and without prior notice to the Candidates, amend the Estimated Schedule. The Evaluation Commission shall notify the Candidates of changes to the Estimated Schedule through announcement published at the official Mineconomy's website. The Competent Authority shall not incur any liability whatsoever arising out of amendments to the Estimated Schedule.

##### 4.2. Arrangements for Submission of Paper-Based Qualification Bids

- 4.2.1. In case of in-hand delivery of paper-based Qualification Bid to the Evaluation Commission, the Authorized Person of a Candidate shall send a prior request to the secretary of the Evaluation Commission to arrange submission of the Qualification Bid. The Authorized Person may submit this request:
  - (a) by hand at the address and according to the working schedule of the Evaluation Commission indicated in the Data Sheet, or
  - (b) by email to the email address of the Evaluation Commission indicated in the Data Sheet.
- 4.2.2. The request for submission of the Qualification Bid shall:
  - (a) indicate the full name of the Candidate;
  - (b) indicate the full name of the Authorized Person that will submit the Qualification Bid;
  - (c) indicate the requested date and time for submitting the Qualification Bid within the Qualification Bids Submission Deadline and according to the working schedule of the Evaluation Commission set out in the Data Sheet;
  - (d) contain copies of the identity documents and copies of the Authorizing Documents of the Authorized Person that will submit the Qualification Bid (hard copies – if the request is submitted at the address of the Evaluation Commission by hand; email attachments in the form of scanned copies – if the request is submitted via email).

If the request is submitted at the address of the Evaluation Commission by hand, the Authorized Person shall have the original identity documents and the copies of the Authorizing Documents to be admitted to premises of the Evaluation Commission.

Copies of identity documents indicated in item (d) above that are prepared in a foreign language (other than the Official Languages) shall be translated and certified in accordance with the requirements of *Annex 6 (Content of Qualification Bid)*.

4.2.3. The secretary of the Evaluation Commission shall no later than on the next Business Day after the date of the Candidate's request for submission of the Qualification Bid provide an email reply to such a request. This reply shall set out the date and time for submitting the Qualification Bid (which shall by default be no later than on the third Business Day after the date requested by the Candidate under Clause 4.2.2, but in any case, no later than the Qualification Bids Submission Deadline), as well as indicate other information which may be relevant for submission of the Qualification Bid. The Authorized Person shall acknowledge via email the receipt of the reply of the secretary of the Evaluation Commission with the scheduled date and time for submission of the Qualification Bid.

4.2.4. For the avoidance of doubt, this Clause 4.2 shall not apply to the submission of Qualification Bids through ARMEPS.

### 4.3. **Submission and Registration of Qualification Bids**

4.3.1. In case of in-hand delivery of paper-based Qualification Bid to the Evaluation Commission, the submission and registration of Qualification Bids shall be carried out in accordance with Clauses 4.3.2-4.3.4 below (which shall not apply to the submission of Qualification Bids through ARMEPS).

4.3.2. The Authorized Person shall deliver the paper-based Qualification Bid by hand to the secretary of the Evaluation Commission at the time and date scheduled in accordance with Clause 4.2. The Authorized Person shall have the original identity documents and the copies of the Authorizing Documents to be admitted to premises of the Evaluation Commission.

For the avoidance of doubt, it is expressly specified that Candidates shall not be allowed to submit their Qualification Bids by mail or fax.

4.3.3. The secretary of the Evaluation Commission shall register the paper-based Qualification Bid in its records in presence of the Authorized Person upon checking and confirming that the envelope(s) or the postal box with the Qualification Bid and the Authorizing Documents of the Authorized Person are prepared in accordance with this Request for Qualification. The envelope(s) or postal box shall not be opened during registration of the Qualification Bid. The secretary of the Evaluation Commission shall note in its records the registration details indicated in paragraph 83 of the PPP Procedure, as well as the full name of the Authorized Person and non-conformities with the requirements for preparing envelope(s) or postal boxes with Qualification Bids (if any) as per Clause 3.2.

4.3.4. During the registration of the paper-based Qualification Bid, the Authorized Person shall sign off in the records to confirm that the Qualification Bid has been duly accepted and registered. Should the Authorized Person refuse to sign, the secretary of the Evaluation Commission shall make a note to this effect in the records. The same sign off rules may apply (where appropriate) in case the Qualification Bid is not subject to acceptance and registration, as set out in Clause 4.3.5.

The secretary of the Evaluation Commission shall provide the Authorized Person with a note containing the following information:

- (a) registration details as per Clause 4.3.3 above;
- (b) indication of the scheduled date, time and location of the Qualification Bids opening session;
- (c) the full name of the secretary of the Evaluation Commission that carried out registration of the Qualification Bid.

4.3.5. In case of the submission of Qualification Bid through ARMEPS, the Candidate's Qualification Bid shall be deemed registered:

- (a) based on the message in the ARMEPS indicating that the Qualification Bid has been successfully downloaded to ARMEPS (as per functionality of the ARMEPS), and
- (b) based on the email from the secretary of the Evaluation Commission confirming that the back-up version of the Candidate's Qualification Bid submitted via the encrypted email in accordance with this RFQ has been received. Such email from the secretary of the Evaluation Commission shall contain (i) the registration details of the back-up electronic version of the Candidate's Qualification Bid (the registration number, date and time of the receipt of the Candidate's encrypted email); (ii) indication of the scheduled date, time and location of the Qualification Bids opening session; and (iii) the full name of the secretary of the Evaluation Commission that carried out registration of the back-up electronic version of the Qualification Bid.

4.3.6. The following Qualification Bids shall not be accepted and registered:

- (a) Qualification Bids submitted by mail or fax. Qualification Bids submitted by mail shall be returned unopened (in envelope(s) or postal box) to the sender with the relevant rejection notice. Qualification Bids submitted by fax shall be disregarded, with the relevant rejection notice sent by fax to the sender.
- (b) Qualification Bids submitted in breach of Clause 3.2 or Clause 4.2, as well as Qualification Bids submitted by persons that did not present the identity documents or the Authorizing Documents upon request at submission of the Qualification Bids. Those Qualification Bids shall be returned unopened in envelope(s) or postal box (if applicable) with the relevant rejection notice by hand to the Authorized Person and/or to a person that did not provide the identity documents or the Authorizing Documents (as the case may be).
- (c) Qualification Bids submitted in breach of the submission requirements set in the ARMEPS Manual, as well as the back-up electronic versions of the Qualification Bids that do not conform to the encryption requirements set in Clause 3.1.4(c). Such Qualification Bids shall be returned unopened (if applicable) with the relevant rejection notice by email to the Authorized Person and/or with a message in the ARMEPS indicating that the Qualification Bid has not been successfully downloaded to ARMEPS (as per functionality of the ARMEPS).
- (d) Qualification Bids submitted after the Qualification Bids Submission Deadline. Those Qualification Bids shall be returned unopened to the Candidate with the relevant rejection notice.

4.3.7. For the avoidance of doubt each Candidate agrees and acknowledges that submission of a Qualification Bid under this Request for Qualification by such Candidate is deemed an acceptance of the terms of this RfQ, including, but not limited to, the competitive and non-discriminatory nature of Qualification Criteria. The Candidates agree to initiate any challenge of the conformity of the terms of this RfQ and the Qualification Criteria to the Applicable Law or international law before expiration of the Qualification Bids Submission Deadline.

#### 4.4. **Opening of Qualification Bids**

4.4.1. The Evaluation Commission shall hold the session dedicated to opening of contents of Qualification Bids (both paper-based and submitted through ARMEPS) on the first Business Day following the expiration of the Qualification Bids Submission Deadline. The scheduled date, time and location of this session are specified in the Data Sheet.

4.4.2. At this session, the Evaluation Commission shall (i) open the envelopes and postal boxes with registered paper-based Qualification Bids, including the envelopes and postal boxes with amended paper-based Qualification Bids submitted pursuant to Clause 5.3, and (ii) open the contents of the original versions of Qualification Bids submitted and registered through the ARMEPS, in the presence of the Authorized Persons who choose to attend the session, and shall further determine whether the Qualification Bids:

- (a) are complete, contain properly prepared documents, and are generally in order specified in *Annex 6 (Content of Qualification Bid)*; and
- (b) in terms of their form and structure, conform to the requirements of the Request for Qualification without apparent Material Deviations, mistakes, or other formal irregularities.

The Evaluation Commission shall only open the encrypted email with the back-up electronic version of the Qualification Bid submitted through the ARMEPS in case the Evaluation Commission is not able to open the original version of the Qualification Bid submitted through the ARMEPS for technical reasons relating to defaults in functionality of the ARMEPS. In this case, the back-up electronic version of the Qualification Bid in the encrypted email shall be considered as the original version of the Qualification Bid submitted through the ARMEPS.

For the avoidance of doubt, the Qualification Bids opening session shall not involve evaluation of the Qualification Bids in accordance with this RFQ.

- 4.4.3. The Authorized Persons shall have the original identity documents and copies of the Authorizing Documents to be admitted to the premises of the Evaluation Commission and attend the Qualification Bids opening session. The Authorized Persons attending this session shall sign the register of the secretary of the Evaluation Commission evidencing their attendance. In case the Authorized Person fails to attend the session, the Evaluation Commission shall proceed with the opening of the Qualification Bids and shall reflect the absence of the Authorized Person in its minutes.
- 4.4.4. The outcomes of the Qualification Bids opening session shall be documented in the minutes of the Evaluation Commission prepared in accordance with the PPP Procedure (particularly, as provided in paragraphs 89-91 of the PPP Procedure). The minutes shall be signed by members of the Evaluation Commission and the Authorized Persons present at the session (save for absence of the Authorized Person at the session or refusal of the Authorized Person to sign the minutes).

In case the Authorized Person refuses to sign the minutes, the Evaluation Commission shall reflect the fact of such refusal in the minutes. Absence of any Authorized Person at the Qualification Bids opening session or refusal of any Authorized Person to sign the minutes of this session shall not affect the validity of any such session or minutes.

Based on outcomes of the Qualification Bids opening session the Evaluation Commission may request to rectify non-conformities in the Qualification Bids according to Clause 6.5 (to the extent limited to opening of Qualification Bids pursuant to this Clause 4.4), reflecting any such decision in its minutes.

- 4.4.5. After completion of the Qualification Bids opening session, the Evaluation Commission shall proceed with evaluation of the Qualification Bids in accordance with this RFQ.

All Qualification Bids opened at the Qualification Bids opening session shall be retained by the Evaluation Commission and shall not be returned to Candidates.

## **5. RESPONSES TO INQUIRIES REGARDING QUALIFICATION BIDS. CHANGES TO AND WITHDRAWAL OF QUALIFICATION BIDS**

### **5.1. Procedure for Inquiries Regarding Qualification Bids**

- 5.1.1. Any prospective Candidate intending to take part in the Selection Procedure, as well as any Candidate is entitled to address the Evaluation Commission with the request for additional information or clarifications regarding Qualification Bids from the date of publication of the Announcement until the Qualification Bids Submission Deadline (with due regard for the provisions of Clause 5.1.4 below). The request may be delivered:

- (a) by hand at the address and according to the working schedule of the Evaluation Commission indicated in the Data Sheet;
- (b) by email to the email address of the Evaluation Commission indicated in the Data Sheet;
- (c) through the ARMEPS in accordance with the functionality of the ARMEPS for submitting the requests regarding the Qualification Bids for the purposes of this RFQ.

If the request is submitted by hand, the person submitting the request shall have the original identity documents and the copies of the Authorizing Documents (for Candidates) to submit such a request.

5.1.2. The request for additional information or clarifications regarding the Qualification Bids shall contain the following information:

- (a) full name of an entity (prospective Candidate or Candidate) filing the request, registration and contact details of such entity;
- (b) reference to the Announcement and the Request for Qualification;
- (c) clearly articulated request to provide information or clarifications regarding the Qualification Bid;
- (d) date of the request.

5.1.3. The Evaluation Commission shall provide information or clarifications in response to the requests in the order in which they are received, at least within five (5) Business Days and no longer than twenty (20) Business Days from the receipt of each request. All responses of the Evaluation Commission to the requests for information/clarifications under this Clause 5.1 shall be publicly available and shall be published at the Mineconomy's official website and at ARMEPS in a depersonalized form, i.e. in the manner that should not enable identification of any information about the Candidates or other persons that submitted the requests.

The Evaluation Commission shall provide information or clarifications in response to the requests solely to the extent required for preparing and submitting Qualification Bids under this RFQ. The Evaluation Commission may provide a consolidated response to several similar or identical (repeated) requests.

The procedure for making and addressing inquiries regarding the Bids is specified in the Request for Proposal, which is intended for the Candidates that have been qualified to take part in the bidding process in accordance with this RFQ.

5.1.4. The Evaluation Commission reserves the right not to respond to certain requests, particularly those that do not meet the requirements of Clauses 5.1.1 and 5.1.2, were filed after the Qualification Bids Submission Deadline, or in case the Evaluation Commission does not have enough time to respond to such requests due to expiry of the Qualification Bids Submission Deadline.

## 5.2. Open Meetings Regarding Qualification Bids

5.2.1. The Evaluation Commission may hold open meetings to discuss and clarify questions the potential Candidates or Candidates may have regarding preparation and submission of Qualification Bids. The first open meeting shall be held no later than the tenth (10<sup>th</sup>) Business Day after the publication date of the Announcement. The Evaluation Commission may conduct the subsequent open meetings within the Qualification Bids Submission Deadline in accordance with the tentative timetable for such meetings contained in the Estimated Schedule. The Evaluation Commission shall not be bound by the timetable of open meetings regarding Qualification Bids indicated in the Estimated Schedule and may set up such

meetings as may be required and appropriate for the purposes of conducting the Selection Procedure at the RFQ stage.

The Evaluation Commission shall publish the announcement of the open meeting regarding Qualification Bids at the official Mineconomy's website and via ARMEPS at least four (4) days prior to the scheduled date of such meeting. The announcement shall contain the key background details about each meeting determined by the Evaluation Commission, including the scheduled date, time, format (online/offline) and location / access details of the meeting.

5.2.2. The prospective Candidates and Candidates shall be entitled to participate in the open meeting subject to submission of a written notice to the Evaluation Commission within two (2) days prior to the scheduled date of the meeting. This notice shall contain the request for attendance of the open meeting and the request for additional information or clarifications regarding the Qualification Bids which the prospective Candidates or Candidates would like to address at the meeting. The notice for participation in the open meeting shall be prepared and delivered in accordance with Clauses 5.1.1–5.1.2, subject to the following changes:

- (a) The notice shall not be submitted via the ARMEPS.
- (b) The notice shall additionally contain (i) the list of persons (up to five (5) persons) who wish to attend the open meeting (representatives of a prospective Candidate or the Authorized Persons of a Candidate) and (ii) the copies of the identity documents of the requested attendees of the open meeting.

5.2.3. The persons representing the prospective Candidates or Candidates and attending the open offline meeting shall have the original identity documents and copies of the Authorizing Documents (for Candidates) to be admitted to the premises of the Evaluation Commission and attend the meeting. Such persons shall sign the register of the secretary of the Evaluation Commission evidencing their attendance. In case these persons fail to attend the meeting, the Evaluation Commission shall proceed with conducting the meeting without them and shall reflect the absence of such persons in its minutes.

Absence of any person representing the prospective Candidates or Candidate at the open meeting regarding Qualification Bids shall not affect the validity of any such meeting.

5.2.4. The open meetings shall be dedicated solely to discussion of issues related to preparation and submission of Qualification Bids, in response to the prior requests for additional information or clarifications filed by the prospective Candidates or Candidates as per Clause 5.2.2. The Evaluation Commission may further clarify the procedural details of the open meeting (such as the agenda, deliberation procedure and timeframes of the meeting) to the representatives of the prospective Candidates or Candidates in the announcement of such meeting and/or at the opening of such meeting.

5.2.5. The Evaluation Commission shall conduct and document the outcomes of the open meeting regarding Qualification Bids in accordance with the applicable terms and conditions of the PPP Procedure and the Evaluation Commission's rules of procedure. The minutes of the open meeting shall not be signed by the representatives of the prospective Candidates or Candidates attending the meeting.

The Evaluation Commission shall further publish the consolidated response to questions relating to preparation and submission of Qualification Bids which were discussed and addressed at the open meeting at the Mineconomy's official website and at ARMEPS within two (2) Business Days after the date of such meeting (such response should be depersonalized, i.e., should not enable identification of any information about the Candidates or other persons that submitted the requests).

### 5.3. **Changes to Qualification Bids**

5.3.1. The Candidate may make changes to the Qualification Bid prior to the expiration of the Qualification Bids Submission Deadline. For the avoidance of doubt, no changes to

Qualification Bids shall be allowed after the expiration of Qualification Bids Submission Deadline.

- 5.3.2. Changes to the Qualification Bid may cover the entire Qualification Bid or certain parts or documents comprising the Qualification Bid as per the structure provided in *Annex 6 (Content of Qualification Bid)* and may involve amendments (modifications) and addenda (supplements) to the Qualification Bid.

Changes to the paper-based Qualification Bids shall be prepared and submitted in accordance with paragraph 86 of the PPP Procedure and the following requirements:

- (a) The Candidate shall prepare the original and copies of changes to the paper-based Qualification Bid in accordance with the requirements of Clause 3.1, clearly marking the type of changes ("AMMENDMENT", "ADDENDUM") on each of them, as the case may be. The Candidate shall also summarize all changes to the Qualification Bid in the comparative table, the original and copies of which shall be prepared as part of the respective original and copies of changes to the Qualification Bid and shall be enclosed in the envelope(s) or postal box with changes to the Bid, as indicated in item (b) below.
  - (b) The Candidate shall put the changes to the Qualification Bid into the envelope(s) or postal box that shall be prepared in accordance with the requirements of Clause 3.2 and shall clearly mark the type of changes ("AMMENDMENT", "ADDENDUM"), as the case may be.
  - (c) The Authorized Person shall agree on the date and time of the submission and shall submit changes to the Qualification Bid to the secretary of the Evaluation Commission in the manner set out in Clauses 4.2–4.3, subject to necessary changes under this Clause 5.3. The secretary of the Evaluation Commission shall provide the Authorized Person with written confirmation of the receipt of changes to the Qualification Bid.
- 5.3.3. To submit changes to the Qualification Bid intended for submission through the ARMEPS, the Candidate shall withdraw its Qualification Bid and submit the updated (amended) Qualification Bid through the ARMEPS (including with the updated (amended) back-up copy of such Qualification Bid in the encrypted email) in accordance with the requirements of this RFQ.

Candidates are advised to make changes to their Qualification Bids in a time-wise manner until expiry of the Qualification Bids Submission Deadline. Candidates shall bear all risks associated with improper planning of timing for changes to their Qualification Bids, particularly in cases where such changes are planned for the time imminently close to expiry of the Qualification Bids Submission Deadline, which does not make it possible to conduct all arrangements required for submission and acceptance of changes to the Qualification Bids in accordance with this RFQ.

- 5.3.4. Violation of the requirements for making changes to the Qualification Bids established herein shall be the grounds for rejecting the Qualification Bid in accordance with this RFQ.

#### 5.4. **Withdrawal of Qualification Bids**

- 5.4.1. The Candidate may withdraw its Qualification Bid prior to the expiration of the Qualification Bids Submission Deadline. Withdrawal of the paper-based Qualification Bids shall be carried out in accordance with paragraph 86 of the PPP Procedure and the following requirements:

- (a) The Candidate shall prepare a written notice on withdrawal of the Qualification Bid. The notice shall refer to the Candidate's Qualification Bid and shall be clearly marked as "QUALIFICATION BID WITHDRAWAL NOTICE", as well as indicate the full name and contact details of the respective Candidate.
- (b) The Authorized Person shall agree on the date and time of the submission and shall submit the Qualification Bid withdrawal notice to the secretary of the Evaluation Commission in the manner set out in Clauses 4.2–4.3, subject to necessary changes

under this Clause 5.4. The secretary of the Evaluation Commission shall provide the Authorized Person with written confirmation of the receipt of the Qualification Bid withdrawal notice and shall return the unopened envelope(s) or postal box with the Qualification Bid to the Authorized Person.

5.4.2. Withdrawal of the Qualification Bids intended for submission through the ARMEPS shall be carried out in accordance with the following requirements:

- (a) The Candidate shall prepare and submit an email notice on withdrawal of its Qualification Bid to the Evaluation Commission. The notice shall refer to the Qualification Bid submitted in ARMEPS and to the encrypted email with the back-up copy of such Qualification Bid submitted according to the requirements of this RFQ, shall be clearly marked as "QUALIFICATION BID WITHDRAWAL NOTICE", as well as indicate the full name and contact details of the respective Candidate.
- (b) The secretary of the Evaluation Commission shall provide the Candidate's Authorized Person with the email confirmation of the receipt of the Qualification Bid withdrawal notice, with an indication that the back-up copy of the Candidate's Qualification Bid contained in the relevant encrypted email is considered to be withdrawn.
- (c) The Candidate shall further withdraw the original version of its Qualification Bid in ARMEPS, following the ARMEPS Manual and functionality requirements of ARMEPS.

5.4.3. The Candidate that withdrew its Qualification Bid may submit another Qualification Bid (or changes to the Qualification Bid intended for submission through the ARMEPS, for the purpose of Clause 5.3.3) prior to expiry of the Qualification Bids Submission Deadline in accordance with the requirements of this RFQ.

5.4.4. Candidates are advised to withdraw their Qualification Bids in a time-wise manner until expiry of the Qualification Bids Submission Deadline. Candidates shall bear all risks associated with improper planning of timing for withdrawal of their Qualification Bids, particularly in cases where such withdrawal is planned for the time imminently close to expiry of the Qualification Bids Submission Deadline, which does not make it possible to conduct all arrangements required for submission and acceptance of the Qualification Bids withdrawal notice in accordance with this RFQ.

## **6. EVALUATION OF QUALIFICATION BIDS**

### **6.1. Qualification Bids Evaluation Deadline**

6.1.1. The Evaluation Commission shall evaluate the Qualification Bids and take its decision on approval of the list of qualified Candidates in accordance with this RFQ within thirty (30) days of the date of Qualification Bids opening session conducted under Clause 4.4 (the "**Qualification Bids Evaluation Deadline**").

### **6.2. Qualification Bids Evaluation Procedure**

6.2.1. The Evaluation Commission may hold meetings or sessions on evaluation of the Qualification Bids in accordance with its rules of procedure and working schedule, but in any event prior to the Qualification Bids Evaluation Deadline.

6.2.2. The evaluation meetings or sessions shall involve a detailed evaluation of each Qualification Bid to determine whether the Qualification Bid is in conformity with the general requirements to Applicants listed in *Annex 4 (General Requirements to Applicants)* and meets the Qualification Criteria listed in *Annex 5 (Qualification Criteria)*. The Evaluation Commission opens the Qualification Bids (as per Clause 4.4) and summarizes the results of evaluation of Qualification Bids during Evaluation Commission sessions, which shall be open for the attendance by Candidates and their Authorized Persons. Meetings or sessions of the Evaluation Commission on evaluation of the Qualification Bids, as well as consultations with Advisors on such matters may be held privately. For avoidance of doubt, such meetings and consultations shall not be

considered sessions of the Evaluation Commission for the purposes of this RfQ and shall not be open for attendance by the Candidates and/or the Authorized Persons.

- 6.2.3. Based on the outcomes of evaluation of Qualification Bids and taking into account the terms and conditions of Clauses 6.4–6.6 below, the Evaluation Commission shall provide its conclusion whether the Qualification Bid is satisfactory or unsatisfactory.

The Qualification Bid that complies with the general requirements to Applicants listed in *Annex 4 (General Requirements to Applicants)* and the Qualification Criteria listed in *Annex 5 (Qualification Criteria)* shall be recognized by the Evaluation Commission as satisfactory.

The Qualification Bid that does not meet the general requirements to Applicants listed in *Annex 4 (General Requirements to Applicants)* and/or the Qualification Criteria listed in *Annex 5 (Qualification Criteria)* shall be recognized by the Evaluation Commission as unsatisfactory.

For the avoidance of doubt, the Evaluation Commission may conclude that the Qualification Bid is unsatisfactory, and the Candidate may be rejected from participation in the bidding process at the Request for Proposal stage if evaluation of the Qualification Bid shows that:

- (a) the Qualification Bid does not contain documents or information required under this RFQ, or such documents and/or information are incomplete (particularly following the clarifications/rectifications regarding the Qualification Bid requested under Clauses 6.4-6.5);
- (b) the Qualification Bid contains false information and/or documents;
- (c) the Qualification Bid contains information or documents relating to the Candidate's Bid (particularly, the price proposals) or contains unnecessary pieces of information or documents the submission of which constitutes a Material Deviation;
- (d) general requirements to Applicants set out in Annex 4 (General Requirements to Applicants), Qualification Criteria set out in Annex 5 (Qualification Criteria) or other requirements set by this RFQ regarding the Candidates and Consortium Members (including those provided by Clauses 2.2.4 - 2.2.6 and 2.3, as may be applicable) are not met;
- (e) there are other explicit grounds for rejecting the Qualification Bid established by this RFQ or Applicable Law.

- 6.2.4. The Evaluation Commission shall document the outcomes of evaluation of each Qualification Bid in accordance with the requirements of the PPP Procedure and Evaluation Commission's rules of procedure. The outcomes of evaluation shall be announced during the session of the Evaluation Commission on summarizing the evaluation results (to be held as specified in the Data Sheet).

### 6.3. **Evaluation to be Confidential**

- 6.3.1. Information relating to the evaluation of Qualification Bids shall not be disclosed to Candidates or any other persons not officially concerned with the evaluation process until publication of the list of qualified Candidates (as per Clause 6.2.4) and submission of notifications on the results of evaluation of Qualification Bids to Candidates (as per Clause 6.7).
- 6.3.2. Any effort by a Candidate to negotiate with or influence the Evaluation Commission or the Competent Authority in the process of evaluation of Qualification Bids may result in the rejection of the Qualification Bid.

### 6.4. **Clarification of Qualification Bids**

- 6.4.1. During the Qualification Bids Evaluation Deadline, the Evaluation Commission may request from a Candidate clarifications on matters (other than non-conformities in Qualification Bids under Clause 6.5) relating the Candidate's Qualification Bid in order to determine the completeness and conformity or evaluate the Qualification Bid in accordance with this RFQ.
- 6.4.2. The Evaluation Commission shall send the clarification request in the manner set out in items (a)-(b) of Clause 5.1.1, but in any event prior to approval of the list of qualified Candidates in accordance with Clause 6.7. The Candidate shall provide the requested clarification to the Evaluation Commission in the manner set out in items (a)-(b) of Clause 5.1.1 within five (5) Business Days of the day of receiving the clarification request.
- 6.4.3. Candidate's failure to provide information in response to the clarification request under this Clause **Error! Reference source not found.** may result in rejection of the Qualification Bid.

No change in the Qualification Bid (including addition, removal, replacement, re-submission of documents constituting the Qualification Bid) shall be required, offered or permitted in connection with clarification of Qualification Bids under this Clause **Error! Reference source not found.**

#### 6.5. **Non-Conformities in Qualification Bids**

- 6.5.1. The Evaluation Commission may invoke the rectification procedure established in paragraphs 97–98 of the PPP Procedure to address non-conformities in the Qualification Bids at the stages of opening or evaluation of Qualification Bids, as may be required. The Evaluation Commission shall send the relevant notification to this effect to a Candidate in the manner set out in items (a)-(b) of Clause 5.1.1, but in any event prior to approval of the list of qualified Candidates in accordance with Clause 6.7.
- 6.5.2. No change in the Qualification Bid (including addition, removal, replacement, re-submission of documents constituting the Qualification Bid) shall be required, offered, or permitted in connection with rectification of non-conformities in Qualification Bids under this Clause 6.5.

#### 6.6. **Inquiries to Third Parties Regarding Qualification Bids**

- 6.6.1. The Evaluation Commission may contact any state authority, self-government authority, financial institution, or any other entity or person (as may be required) with an inquiry to verify correctness of the information and/or documents contained in the Qualification Bid or clarify any other matter relevant to the determination of completeness and conformity or evaluation of the Qualification Bid.
- 6.6.2. If the inquiry results in adverse findings about conformity of the Qualification Bid or Candidate's compliance with the requirements of this RFQ (particularly, as established in Clause 6.2.3), this may serve as a ground to reject the Qualification Bid.

#### 6.7. **Qualification List**

- 6.7.1. Once the evaluation of the Qualification Bids is completed according to this RFQ, the Evaluation Commission shall prepare and approve the list of Candidates qualified to participate in the bidding process at the Request for Proposal stage (the "**Qualification List**"). The Evaluation Commission shall approve the Qualification List in accordance with its rules of procedure and working schedule, but in any event prior to the Qualification Bids Evaluation Deadline.
- 6.7.2. The Evaluation Commission shall publish the Qualification List at the official Mineconomy's website within five (5) Business Days after the date of approval of the Qualification List.

### 7. **TRANSITION TO THE REQUEST FOR PROPOSAL STAGE**

#### 7.1. **Notifications on the Results of Evaluation of Qualification Bids**

- 7.1.1. Within two (2) Business Days of the date of publication of the Qualification List the Evaluation Commission shall send notifications on the results of evaluation of Qualification Bids to the Candidates, specifically:
- (a) notifications on rejection of Candidates from participation in the bidding process at the Request for Proposal stage, including substantiation of the grounds for rejection; or
  - (b) notifications on qualification of Candidates to participate in the bidding process at the Request for Proposal stage, together with the background information about the participation in the bidding process at the Request for Proposal stage (particularly, information about the open pre-bid meetings).
- 7.1.2. The Evaluation Commission shall send notifications indicated in this Clause 7.1 to the Authorized Persons in the manner set out in items (a)-(b) of Clause 5.1.1.

## 7.2. **Signing of Confidentiality Undertaking**

- 7.2.1. In order to get further access to confidential information regarding the Project, the qualified Candidate shall:
- (a) fill in the required data in the Confidentiality Undertaking and sign it;
  - (b) coordinate the submission date and time and submit the signed Confidentiality Undertaking to the secretary of the Evaluation Commission through the Authorized Persons (as set out in Clauses 4.2-4.3) subject to the necessary changes under this Clause 7.2.

Following the receipt of the submitted Confidentiality Undertaking, the secretary of the Evaluation Commission shall provide the Authorized Person with the written confirmation on such receipt.

- 7.2.2. The Competent Authority shall, no later than one (1) Business Day after receiving the copies of the Confidentiality Undertaking submitted by the qualified Candidate, send to the Authorized Person through the secretary of the Evaluation Commission:
- (a) the notification confirming access to the Project-related confidential data, along with the details which may be necessary for access to the confidential information;
  - (b) the notification on refusal to grant access to the Project-related confidential data, along with the substantiation for such a refusal and indication on the expected term for receipt of the updated signed version of the Confidentiality Undertaking with necessary corrections – if the Confidentiality Undertaking sent by the qualified Candidate does not comply with the requirements set out in *Annex 7 (FORM OF CONFIDENTIALITY UNDERTAKING)*.

The qualified Candidate shall make its best efforts to send the updated version of the Confidentiality Undertaking with necessary corrections within the shortest timeframes after the receipt of the notification from the Competent Authority indicated in item (b) of this Clause 7.2.2 above, in accordance with the procedure set out in Clause 7.2.1. After the receipt of the updated version of the Confidentiality Undertaking, the Competent Authority may send one of the notifications indicated in items (a) and (b) of this Clause 7.2.2 to the Authorized Person through the secretary of the Evaluation Commission.

The notifications and documents indicated in items (a) and (b) of this Clause 7.2.2 shall be sent in a manner set out in items (a)-(b) of Clause 5.1.1.

- 7.2.3. The overall timeframe for signing and submission of the Confidentiality Undertaking under this Clause 7.2 shall not exceed seven (7) Business Days from the date of publication of the Qualification List.

### 7.3. Preparatory Activities Regarding the Bidding Process

7.3.1. The Evaluation Commission shall, no later than the tenth (10<sup>th</sup>) Business Day after the date of publication of the Qualification List, the Evaluation Commission shall make a decision to:

- (a) approve the indicative schedule for the open pre-bid meetings to be conducted under Clause 0;
- (b) determine the preliminary dates for approval and publication of the Request for Proposal, subject to the provisions of Clause 7.5;
- (c) deliberate on other matters that may be relevant for preparation for the Request for Proposal stage.

The Evaluation Commission shall publish the selected details of its decision which are relevant for the qualified Candidates at the official Mineconomy's website.

### 7.4. Open Pre-Bid Meetings

7.4.1. The Evaluation Commission will hold the open pre-bid meetings with the qualified Candidates for the purposes of efficient preparation for and transition to the Request for Proposal stage. The pre-bid meetings shall be dedicated to discussion of issues relating to the Draft PPP Project, including discussion of draft RFP and draft Agreement and clarification of matters pertaining to participation in the Selection Procedure at the RFP stage. Documents and information that may be discussed at the pre-bid meetings shall be exchanged with the qualified Candidates in the manner set out in items (a)-(b) of Clause 5.1.1.

7.4.2. The first pre-bid meeting shall be held no later than the twelfth (12<sup>th</sup>) Business Day after the date of the preparatory meeting of the Evaluation Commission conducted under Clause 7.3.1. The Evaluation Commission may conduct the subsequent pre-bid meetings until approval of the RFP (as per Clause 7.5) in accordance with the indicative schedule for such meetings shared with the qualified Candidates in the manner set out in items (a)-(b) of Clause 5.1.1. The Evaluation Commission shall not be bound by the indicative schedule of the pre-bid meetings and may set up such meetings as may be required and appropriate for the purposes of the RFP stage.

The Evaluation Commission shall submit the announcement of the pre-bid meeting to each qualified Candidate in the manner set out in items (a)-(b) of Clause 5.1.1 at least four (4) days prior to the scheduled date of such meeting. The announcement shall contain the key background details about each meeting determined by the Evaluation Commission, including the scheduled date, time, format (online/offline) and location / access details of the meeting.

7.4.3. The qualified Candidates shall be entitled to participate in the pre-bid meeting subject to submission of a written notice to the Evaluation Commission within two (2) days prior to the scheduled date of the meeting. This notice shall contain:

- (a) full name of an entity (qualified Candidate) submitting the notice, registration and contact details of such entity;
- (b) the list of the Authorized Persons (up to five (5) persons) who wish to attend the meeting and the copies of the identity documents of such Authorized Persons;
- (c) questions and/or comments regarding the Draft PPP Project (including in relation to draft RFP and draft Agreement) which the qualified Candidate would like to address at the meeting;
- (d) date of the notice.

The Authorized Person shall submit the notice for participation in the pre-bid meeting to the Evaluation Commission in the manner set out in items (a)-(b) of Clause 5.1.1.

- 7.4.4. The Authorized Persons shall have the original identity documents and copies of the Authorizing Documents to be admitted to the premises of the Evaluation Commission and attend the offline pre-bid meeting. The Authorized Persons attending this meeting shall sign the register of the secretary of the Evaluation Commission evidencing their attendance. In case the Authorized Persons fail to attend the pre-bid meeting, the Evaluation Commission shall proceed with conducting the meeting without them and shall reflect the absence of such persons in its minutes.

Absence of the Authorized Persons at the pre-bid meeting shall not affect the validity of any such meeting.

- 7.4.5. The Evaluation Commission may clarify the procedural details of the pre-bid meeting (such as the agenda, deliberation procedure and timeframes of the meeting) to the Authorized Persons in the announcement of such meeting and/or at the opening of such meeting. The Evaluation Commission shall not be bound by any comments regarding the Draft PPP Project received from the qualified Candidates during the pre-bid meetings, including for the purposes of approval and publication of the final version of the RFP under Clause 7.5.
- 7.4.6. The Evaluation Commission shall conduct and document the outcomes of the pre-bid meetings in accordance with the applicable terms and conditions of the PPP Law, PPP Procedure and the Evaluation Commission's rules of procedure. The minutes of the open meeting shall not be signed by the Authorized Persons attending the meeting.

The Evaluation Commission will share the selected pieces of information and documents from the pre-bid meeting, including the consolidated response to questions addressed at the meeting and the updated versions of draft RFP and draft Agreement, with each qualified Candidate after conducting such meeting, in the manner set out in items (a)-(b) of Clause 5.1.1 (in this case all responses to questions addressed at the meeting should be depersonalized, i.e., should not enable identification of any information about the qualified Candidates).

## **7.5. Approval and Publication of the Request for Proposal**

- 7.5.1. The Evaluation Commission shall take decision on approval of the Request for Proposal no later than the fifty fifth (55<sup>th</sup>) Business Day after the date of the preparatory meeting of the Evaluation Commission conducted under Clause 7.3.1. The Evaluation Commission shall notify the Authorized Persons of the qualified Candidates of the approval of the RFP in the manner set out in items (a)-(b) of Clause 5.1.1.
- 7.5.2. The Evaluation Commission shall publish the Request for Proposal at the official Mineconomy's website within two (2) Business Days after the date of approval of the RFP under Clause 7.5.1. Publication of the RFP will evidence the official start of the Request for Proposal stage of the Selection Procedure for the Project.

## **8. MISCELLANEOUS**

### **8.1. Declaration of the Selection Procedure Void (Not Having Taken Place) and Cancellation of the Selection Procedure**

- 8.1.1. The Evaluation Commission shall declare the Selection Procedure at the RFQ stage void (not having taken place) in cases established in the PPP Law. For the avoidance of doubt, the Evaluation Commission shall be entitled to declare the Selection Procedure at the RFQ stage void (not having taken place) under the following circumstances:
- (a) no Qualification Bid has been submitted to the Evaluation Commission prior to the Qualification Bids Submission Deadline or all Qualification Bids submitted to the Evaluation Commission have been withdrawn according to the RFQ;
  - (b) none of Qualification Bids submitted to the Evaluation Commission complies with the requirements of this RFQ (i.e., all Qualification Bids submitted to the Evaluation Commission have been rejected in accordance with this RFQ).

- 8.1.2. In the specific case, where less than three (3) Candidates have submitted their Qualification Bids within the Qualification Bids Submission Deadline and/or less than two (2) Candidates have been qualified based on evaluation of their Qualification Bids in accordance with this RFQ, the Evaluation Commission may at its discretion take any of the following decisions:
- (a) decision to republish the announcement of the selection procedure for the Project, in which case the ongoing Selection Procedure for the Project shall be cancelled (as indicated in Clause 8.1.4) and further re-launched in accordance with Applicable Law; or
  - (b) decision to declare the Selection Procedure void (not having taken place).
- 8.1.3. The Evaluation Commission shall document its decisions taken under this Clause 8.1 in its minutes in accordance with the PPP Procedure (including as per the requirements of paragraphs 136–138 of the PPP Procedure).
- 8.1.4. At any stage of the Selection Procedure, the Competent Authority may, at its own initiative or based on the proposal of the Evaluation Commission, cancel (with or without further re-launch) the Selection Procedure based on grounds provided under the Applicable Law. The decision taken under this Clause 8.1.4 shall be published at the official websites of the Competent Authority and Mineconomy no later than the first Business Day after the date of such a decision.
- 8.1.5. None of the decisions taken by the Evaluation Commission or the Competent Authority under this Clause 8.1 shall give rise to any right or claim for compensation or indemnification of any Applicant.

## 8.2. **Costs**

- 8.2.1. The Candidate shall bear all costs associated with the preparation and submission of its Qualification Bid, including, without limitation, all costs and expenses related to the preparation of responses to questions or requests for clarification regarding the Qualification Bid in accordance with this RFQ.
- 8.2.2. Whenever the Evaluation Commission incurs any expenses in connection with returning the Qualification Bids unopened to Candidates under this RFQ, any such expenses shall be incurred by the relevant Candidate.
- 8.2.3. Rejection of the Qualification Bid, voluntary withdrawal of an Applicant from taking part in the Selection Procedure at any stage of the Selection Procedure, declaration of the Selection Procedure void (not having taken place) or cancellation of the Selection Procedure in accordance with this RFQ and Applicable Law shall not be grounds for compensating costs related to preparation and submission of Qualification Bids.

## 8.3. **Changes to the Request for Qualification**

- 8.3.1. The Evaluation Commission may make non-material or material changes to the RFQ during the Qualification Bids Submission Deadline.

Changes to the RFQ shall not contradict the Draft PPP Project and shall follow the principles of transparency, equality and non-discrimination.

- 8.3.2. Material changes to the RFQ shall involve changes which significantly affect the nature, scope and requirements of the RFQ or conduct of the Selection Procedure at the RFQ stage. Material changes to the RFQ may include, particularly:

- (a) changes significantly affecting general requirements to Applicants set in Annex 4 (General Requirements to Applicants) and/or Qualification Criteria set in Annex 5 (Qualification Criteria);
  - (b) changes significantly affecting the key participation requirements for Candidates established in the RFQ;
  - (c) changes significantly affecting the requirements for Qualification Bids established in the RFQ;
  - (d) changes significantly affecting other essential requirements of the RFQ which were determined as material changes by the Evaluation Commission.
- 8.3.3. The Evaluation Commission may make and publish changes to the RFQ without extension of the Qualification Bids Submission Deadline:
- (a) no later than fifteen (15) days prior to expiry of the Qualification Bids Submission Deadline – for non-material changes, or
  - (b) no later than thirty (30) days prior to expiry of the Qualification Bids Submission Deadline – for material changes.
- 8.3.4. In case changes to the RFQ are made and published after (later than) the timeframes established in Clause 8.3.3 (for non-material and material changes respectively), the Evaluation Commission shall:
- (a) extend the Qualification Bids Submission Deadline so that to provide at least fifteen (15) days for submission of Qualification Bids from the date of publication of non-material changes to the RFQ, or
  - (b) extend the Qualification Bids Submission Deadline so that to provide at least thirty (30) days for submission of Qualification Bids from the date of publication of material changes to the RFQ.
- 8.3.5. The Evaluation Commission shall publish changes to the RFQ at the official Mineconomy's website on the next Business Day following the approval of such changes by the Evaluation Commission. The publication of changes to the RFQ shall include (i) the new (updated) version of the RFQ with the relevant changes, and (ii) the summary of changes to the RFQ in a separate document.
- 8.3.6. The Evaluation Commission shall have the ultimate discretion in approval or rejection of changes to the RFQ, as well as in determination of whether such changes are material or non-material in accordance with this RFQ and may consult on these matters (if required) with the Competent Authority. The Competent Authority further reserves the right to cancel the Selection Procedure (with or without further re-launch) based on review of changes to the RFQ proposed by the Evaluation Commission in accordance with Applicable Law.

## ANNEX 1. DATA SHEET

The following data shall supplement the provisions of the Request for Qualification.

<b>Project Name</b>	Project on the Biometric Passport and National ID Card issuance services
<b>Contacts of the Competent Authority</b>	Ministry of Internal Affairs of the Republic of Armenia 130 Nalbandyan Street, Yerevan, 0025, Republic of Armenia Website: <a href="http://www.mia.gov.am">www.mia.gov.am</a>
<b>Contacts of the Evaluation Commission</b>	Nelli Davtyan Nerses Yeritsyan
<b>Working Schedule of the Evaluation Commission</b>	09:00-18:00 from Monday to Friday
<b>Authorized Officials for the Purposes of Communication Related to Qualification Bids</b>	Nelly Davtyan <a href="mailto:mcs@gov.am">mcs@gov.am</a> Nerses Yeritsyan <a href="mailto:passidppp@isaa.am">passidppp@isaa.am</a> ; <a href="mailto:nerses.yeritsyan@isaa.am">nerses.yeritsyan@isaa.am</a>
<b>Link to publicly available Project information at the official Mineconomy's website</b>	<a href="https://mineconomy.am/en/page/2939">https://mineconomy.am/en/page/2939</a>
<b>Link to ARMEPS</b>	<a href="https://armeps.am/epps/home.do">https://armeps.am/epps/home.do</a>
<b>Language of Qualification Bids and Language of Correspondence</b>	Armenian, English, or Russian
<b>Number of Copies of Qualification Bids</b>	In case of paper-based Qualification Bids: One (1) printed original One (1) printed copy Two (2) electronic copies (on USB drive) In case of Qualification Bids intended for ARMEPS: One (1) electronic original for ARMEPS One (1) electronic copy in encrypted email
<b>Details of the Qualification Bids Opening Session</b>	15 March 2024, 16:00 (Yerevan Time) Ministry of Internal Affairs of the Republic of Armenia 130 Nalbandyan Street, Yerevan, 0025, Republic of Armenia
<b>Decree of the Government on Implementation of the Project</b>	2346-A, 28 December 2023

## ANNEX 2. ESTIMATED SCHEDULE

Activity	Target Date/Period
Announcement of the Selection Procedure	Publication date of the Announcement at Mineconomy's official website (the " <b>Announcement Date</b> ")
Clarification requests regarding Qualification Bids	From the Announcement Date until the Qualification Bids Submission Deadline
Communication of responses to clarification requests regarding Qualification Bids	During 5 Business Days and no longer than 20 Business Days from the receipt of each request
Open sessions regarding Qualification Bids	First session: Announcement Date + 10 Business Days Second session (indicative, non-binding): Announcement Date + 20 Business Days Any subsequent sessions (indicative, non-binding): Announcement Date + no later than 5 days until expiry of Qualification Bids Submission Deadline
Qualification Bids Submission Deadline	Announcement Date + 70 days
Opening of Qualification Bids	Qualification Bids Submission Deadline + next Business Day (the " <b>Opening Date</b> ")
Qualification Bids Evaluation Deadline	Opening Date + 30 days
Publication of the Qualification List	Qualification Bids Evaluation Deadline + 5 Business Days (the " <b>Qualification List Date</b> ")
Submission of Confidentiality Undertakings by qualified Candidates	Qualification List Date + 7 Business Days
Preparatory session of the Evaluation Commission for the RFP stage	Qualification List Date + 10 Business Days (the " <b>Preparatory Meeting Date</b> ")
Open pre-bid sessions	First session: Preparatory Meeting Date + 12 Business Days Subsequent sessions: as per indicative non-binding schedule to be shared with all qualified Candidates separately
Approval of the RFP	Preparatory Meeting Date + 55 Business Days (the " <b>RFP Approval Date</b> ")
Publication of the RFP	RFP Approval Date + 2 Business Days

*This Estimated Schedule is indicative and is presented for the purposes of the RFQ stage only. The estimated timetable for the RFP stage will be presented in the Request for Proposal intended for the Qualified Applicants.*

## **ANNEX 3. KEY PROVISIONS OF THE PROJECT**

The information provided below reflects the key provisions (elements) of the Project and shall supplement the contents of the Request for Qualification. The description of the key provisions (elements) of the Project is prepared based on the business case for the Project developed in accordance with the Applicable Law.

### **1. INTRODUCTION**

The Government of Armenia (GoA) represented by the Ministry of Internal Affairs aims to conclude a PPP agreement on issuing new Biometric Passports (Passports) and Electronic Identity Cards (ID cards). The PPP contract will be signed for 11 years between the Ministry of Internal Affairs (Contracting Authority) and the winner of the Selection Procedure (Private Partner / Service Provider).

### **2. PROJECT OVERVIEW**

#### **2.1. Goals and objectives**

The main goal of the Project is to support Armenia's digital transformation via facilitating the establishment of long-term public-private partnership for issuance and distribution of biometric passports and ID cards. Key objectives are focused on the following aspects:

1. Set new world class standards for the citizen experience and service quality, including reducing waiting time, lead time to issue travel and identity documents, setting new customer service standards in service stations as well as upgrading physical conditions of the facilities to the best international standards.
2. Increase uptake and usage of secure and global standards compliant travel and identity documents, enabling development of digital society in Armenia, incl. increased uptake of advances eServices and other automation opportunities (e.g., identity verification for voting, automated border crossing, etc.).
3. Replace outdated IT infrastructure to improve process security, efficiency and manage operational risks related to legacy solutions as well as adopting innovative solutions by continuously aligning them with industry best standards.

#### **2.2. Scope of the Project and envisaged operating model**

The object of the Selection Procedure is the managed end-to-end services for supplying the citizens with secured identity and travel documents. The PPP contract will be signed for 11 years between the appointed body by the Ministry of Internal Affairs (Contracting Authority) and the winner of the Selection Procedure (the Service Provider).

The scope of the contract includes end-to-end managed services in relation to issuance of Passports and ID cards, including but not limited to:

1. Design, implementation, operations and maintenance (O&M) of the physical infrastructure
2. Design, implementation, and O&M of integrated Identity and Document Management Information System (IDMIS), including all hardware, software, and equipment necessary to provide citizens with travel and identity documents from booking an appointment to document delivery to citizen.
3. Design and delivery of enrolment operations (end-to-end front office customer service operations from pre-enrolment to document issuance (delivery) to citizen, incl. all the necessary resources and supporting processes).
4. Design and delivery of personalization operations (end-to-end service from personalization request to document delivery to citizen, incl. all the necessary resources supporting processes).
5. Design, production, and supply (logistics) operations of travel and identity document blanks.

### **3. BUSINESS MODEL**

#### **3.1. Organizational setup**

The Selection Procedure and the Project will be organized on a PPP basis, following the requirements of the PPP Law, involving a Private Partner and a Public Partner. The following roles and responsibilities will be assigned during the Project period:

- Service Provider (Private Partner) – to be selected by organizing a Selection Procedure defined in the PPP Law
- Contracting Authority (Public Partner) – Ministry of Internal Affairs (MIA)
- Beneficiaries – Migration and Citizenship Service of the MIA and MFA. MFA responsibilities – providing services for the Armenian consulates and embassies in foreign countries and supervising foreign missions
- Certification Authority (CA) – to be appointed by the GoA
- The dedicated monitoring teams will be established by the Public Partner to supervise the Project at key stages of its implementation (such as construction, operation and maintenance (service) stages).

### 3.2. Overview of services

It is expected that non-biometric travel and identity documents will be replaced with secure biometric documents upon the implementation of the Project. Additionally, three new types of documents are foreseen to be introduced to the market – Service Passport, Non-Residents, and Foreign Citizens' ID card.

The Private Partner is expected to provide the citizens of Armenia and foreigners, where applicable, the following types of services (associated types of documents and the document validity periods are presented in Table A below).

**Table A. Types of services and demand estimations**

No.	Type of services	Document type <sup>1</sup>	Document validity, years	Projected quantity (10-year operational phase)
<b>I.</b>	<b>Passports</b>			
1.	Biometric Passport of the citizen of the Republic of Armenia (Regular)	ID3	10	2 222 220
2.	Biometric Passport of the citizen of the Republic of Armenia (Diplomatic)	ID3	5	5 560
3.	Service Passport of the citizen of the Republic of Armenia	ID3	5	11 110
4.	1951 Refugee Convention Travel Document	ID3	10	11 110
5.	1954 Stateless Persons Convention Travel Document	ID3	5	11 110
<b>Total (passports):</b>				<b>2 261 110</b>
<b>II.</b>	<b>ID cards</b>			
6.	Electronic Identification Card of the citizen of the Republic of Armenia	ID1	5	4 744 450
7.	Residence Permit Electronic Card of the Republic of Armenia	ID1	1 or 5 years	166 665
8.	Refugee's Electronic Identification Card of the Republic of Armenia	ID1	5	16 665
9.	Stateless Persons Electronic Identification Card	ID1	5	16 665

<sup>1</sup> According to ISO/CEI 7810 standard.

No.	Type of services	Document type <sup>1</sup>	Document validity, years	Projected quantity (10-year operational phase)
10.	Foreign Diplomats Electronic Identification Card	ID1	5	16 665
11.	Non-Residents and Foreign Citizens Electronic Identification Card of the Republic of Armenia	ID1	5	8 335
<b>Total (ID cards):</b>				<b>4 969 450</b>
<b>III.</b>	<b>Specimens and tests</b>			
12.	Specimens	ID3	NA	2 500 <sup>2</sup>
13.	Specimens	ID1	NA	3 000 <sup>2</sup>
14.	Test (white cards with electronic functionalities)	ID1	NA	1 000
<b>Total (specimens and tests):</b>				<b>6 500</b>

The new generation ID1 ID card format card shall comprise the latest achievements in identity card technology and security.

The new generation ID3 travel document booklet technology and security shall comprise the latest achievements in ICAO Doc 9303.

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<sup>2</sup> 500 specimens per each type of passport and each type of ID card should be provided.

#### **ANNEX 4. GENERAL REQUIREMENTS TO APPLICANTS**

1. No Applicant may qualify if such Applicant or any Consortium Member (in case the Applicant participates is a Consortium), owns more than 20% of the shares (directly or indirectly, in terms of voting rights) of another Applicant or Consortium Member of another Applicant participating in the Selection Procedure as a Consortium, or any of their respective Related Companies (as per Article 14.2(5)(1) of the PPP Law). This requirement does not apply to the relationships between the SPV and its shareholders, as provided in Clause 2.3.
2. No Applicant may qualify if any of the executive Officers (or an Officer with equivalent powers) of such Applicant or any Consortium member is a member of the board of directors (or equivalent body), executive Officer (or an Officer with equivalent powers) of another Applicant or Consortium Member of another Applicant participating in the Selection Procedure as a Consortium, or if more than 50% of the members of its board of directors (or equivalent body) are also members of the board of directors (or equivalent body) of another Applicant or Consortium Member of another Applicant participating in the Selection Procedure as a Consortium (as per Article 14.2(5)(2) of the PPP Law).
3. No Applicant may qualify if such Applicant or any Consortium Member (in case the Applicant participates is a Consortium) falls under affiliation criteria with another Applicant or Consortium Member enshrined under Article 14.2(5)(3) - 14.2(5)(4) of the PPP Law.)
4. No Applicant, no Applicant's Related Company, no Consortium Member or Related Company of a Consortium Member may have a Potential Conflict of Interest or Real Conflict of Interest with any member of the Government or member of any agency of the Government involved in any way in the Selection Procedure that may put the relevant Applicant in a position to have access to information that could confer an advantage or to influence the results of the Selection Procedure.
5. No Applicant may qualify if such Applicant, its Related Company or, in case the Applicant is a Consortium, if any Consortium Member or any Related Company of any Consortium Member is subject to sanctions imposed under the Applicable Law or international law, or international sanctions recognized under the Applicable Law by Armenia.
6. No Applicant may qualify if such Applicant or, in case the Applicant is a Consortium, if any Consortium Member (other than the Lead Member's Related Company) is a state or municipal authority under the laws of its country of residence.
7. No Applicant may qualify if such Applicant or, in case the Applicant is a Consortium, if any Consortium Member is subject to restrictions provided in item 5 of Article 2(1) of the PPP Law.
8. No Applicant may qualify if such Applicant or, in case the Applicant is a Consortium, if the Lead Member of such Consortium is a legal entity in which the state or municipality holds 100% or more than 50% of voting rights or equity interest.
9. No Applicant may qualify if such Applicant, its Related Company or, in case the Applicant is a Consortium, if any Consortium Member is subject to any ground for exclusion from participation in the Selection Procedure provided in paragraph 47 of the PPP Procedure.
10. An Applicant should not have in the five (5) years preceding the publication date of the Announcement any proved evidence of non-performance or improper performance of obligations under material agreements which it has concluded in relation to state-owned property or assets. For the purposes of this paragraph 10:
  - (a) "material agreements in relation to state-owned property or assets" shall refer to agreements (such as lease, concession, property management, or joint activity agreements) for using or operating (i) state-owned enterprises or their structural units, or (ii) separate real estate assets of state ownership, or (iii) groups of assets (inventory items) of state ownership, whose value (each contract) is no less than AMD two (2) billion (or its equivalent in a foreign currency according to the official exchange rate of AMD to the respective foreign currency established by the Central Bank of Armenia as of the publication date of the Announcement);
  - (b) "proved evidence of non-performance or improper performance" of material agreements in relation to state-owned property or assets shall refer to (i) final and effective court decisions which have legal effect as of the Qualification Bid submission date and which terminated the relevant agreement due to Candidate's non-performance or improper performance of the agreement, and/or (ii) imposition of financial penalties on the Applicant due to the Applicant's non-performance or improper performance of its contractual obligations (based on a court decision or amicable agreement between the parties to the agreement), or (iii) early termination

of the relevant agreement based on mutual consent of the parties due to the Candidate's non-performance or improper performance of its obligations.

This paragraph 10 does not apply to cases of non-performance or improper performance of obligations under material agreements in relation to state-owned property or assets that specifically resulted from the effects of Covid-19 pandemic.

If the Applicant is a Consortium and relies on Consortium Members to meet the Qualification Criteria, the provisions of this paragraph 10 shall also apply to the relevant Consortium Members.

## ANNEX 5. QUALIFICATION CRITERIA

### 1. Financial and economical capacity criteria

Documents which should be provided to evidence conformity with the financial criteria are enlisted in paragraph 2.1 of section 2 of *Annex 6 (Content of Qualification Bid)*.

The Candidate must demonstrate conformity with the financial criterion No 1.1 and at least one of the financial criteria Nos. 1.2- 1.4 listed below.

#### 1.1. Financial Criterion No.1.1 – Financial Soundness

The Candidate's audited financial statements for the last confirmed three (3) financial years should demonstrate the current soundness of the Candidate's financial position and its prospective long-term profitability. The last confirmed financial year shall mean the last financial year or next to last financial year (if the audit results for the last financial year are not yet available) confirmed with the audit report.

To comply with this financial criterion No. 1.1:

- 1) Candidate's net worth calculated as the difference between total assets and total liabilities should be positive.
- 2) Candidate should not have a "going concern notice" in its most recent audited financial statements provided to meet this financial criterion No. 1.1.

If a Candidate is a Consortium and relies on the Consortium Members for conformity with any of the financial criteria Nos. 1.2 - 1.4 listed below, the requirements of this financial criterion No. 1.1 should be also met by the Consortium Members.

#### 1.2. Financial Criterion No.1.2 – Equity

The Candidate or if the Candidate is a Consortium, the Lead Member and all Consortium Members in aggregate, shall have had Equity of at least USD 10,000,000 or equivalent in AMD (according to the official USD-AMD exchange rate established by the Central Bank of Armenia) at the end of each of the last confirmed three (3) financial years. The last confirmed financial year shall mean the last financial year or next to last financial year (if the audit results for the last financial year are not yet available) confirmed with the audit report.

For the purposes of this financial criterion No. 1.2:

- 1) The Candidate's existing long-term Debt / Equity should not be more than 1.5.
- 2) "Debt" shall mean the amount of money owed by a Candidate to its lenders along with the interest.
- 3) "Equity" shall mean the difference between the value of all assets and the value of all liabilities as represented by share capital, retained earnings, reserves and other forms of the Candidate's equity.

#### 1.3. Financial Criterion No.1.3 – Free Cash Flow

The Candidate or if the Candidate is a Consortium, the Lead Member and all Consortium Members in aggregate, shall have had Free Cash Flow of at least USD 10,000,000 or equivalent in AMD (according to the official USD-AMD exchange rate established by the Central Bank of Armenia) for each of the last confirmed three (3) financial years. The last confirmed financial year shall mean the last financial year or next to last financial year (if the audit results for the last financial year are not yet available) confirmed with the audit report.

For the purposes of this financial criterion No. 1.3, the "Free Cash Flow" shall mean cash available net of all required investments in working capital.

#### 1.4. Financial Criterion No.1.4 – Evidence of Available Sources of Financing

The Candidate or if the Candidate is a Consortium, the Lead Member and all Consortium Members in aggregate, shall demonstrate the ability to finance the investment requirements for the Project and one year cash-flow requirement of USD 30,000,000. This ability could be demonstrated by one or both of the below:

- (a) evidence of liquid investable funds, such as bank deposits or security holdings free of any liens, in the amount equivalent to USD 30,000,000 or equivalent in AMD (according to the official USD-AMD exchange rate established by the Central Bank of Armenia);
- (b) support letter(s) from a bank or banks showing commitment to lend to the Candidate or to the Candidate and all Consortium Members the amount equivalent to USD 30,000,000 or equivalent in AMD (according to the official USD-AMD exchange rate established by the Central Bank of

Armenia). The support letter(s) must show commitment by the bank or banks to issue all letters of credit and bank guarantees required by the Agreement.

Evidence of available sources of financing referred to in clause (b) above shall not be provided by banks that are not Reliable Banks as per *Annex 8 (Requirements to Reliable Banks)*.

## **2. Technical and professional capacity criteria**

The Candidate must demonstrate conformity with the technical and professional capacity criterion described in paragraph 2.1 below, in accordance with its substantive requirements.

Documents which should be provided to evidence conformity with the technical and professional capacity criterion are enlisted in paragraph 2.2 of section 2 of *Annex 6 (Content of Qualification Bid)*.

### **2.1. Technical and Professional Capacity and Professional experience Criterion No.2.1**

The Candidate should have the experience in completing the projects that involve the following activities (the "**Reference Projects**"):

- (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.
- (b) Designing, producing, and personalizing ID cards and / or residence permits, containing eIDAS compliant QSCD chips, supporting certificates for authentication and qualified electronic signatures. ID cards and / or residence permits issued in the scope of the contract must be / have been used in real-life scenarios by citizens and (or) residents of a particular country.
- (c) Designing, producing, and personalizing ICAO 9303 compliant machine-readable biometric passports, including eMRTD with fingerprint management protected by EAC (Extended Access Control) as per European regulation. Biometric passports issued in the scope of the contract must be/ have been used in real-life scenarios by citizens of a particular country.

The Candidate also may (but not necessarily should) demonstrate experience in completing the following additional Reference Projects:

- (d) Designing geographical network of customer service stations and implementing refurbishment of customer service stations for ID card and passport application, enrolment, and issuance.
- (e) Providing managed service (via PPP or other type of framework) of ID card and/or passport application, enrolment, and issuance customer service for at least 5 years.

For the avoidance of doubt, in case a Candidate does not show the additional Reference Projects indicated in items (d)-(e) above, this will not qualify as non-conformity with this technical and professional capacity criterion No. 2.1 and will not be the ground for rejection of such Candidate's Qualification Bid.

This technical and professional capacity criterion No. 2.1 should be subject to the following requirements:

- 1) The Candidate should demonstrate experience in completing all Reference Projects indicated in items (a)-(c) above.
- 2) Any Reference Project indicated in items (a)-(c) above should be completed no later than the past five (5) years before the publication date of the Announcement. 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.
- 3) Any Reference Project indicated in items (a)-(e) above should not involve any proved evidence of non-performance or improper performance. The "proved evidence of non-performance or improper performance" shall refer to any of the following:
  - i. final and effective court decisions which have legal effect as of the Qualification Bid submission date and which terminated the relevant Reference Project due to Candidate's (or Consortium Member's, if the Candidate relies on them in the case of permitted reliance indicated in paragraph 6) below) non-performance or improper performance of the Reference Project;

- ii. imposition of financial penalties on the Candidate (or Consortium Member, if the Candidate relies on them in the case of permitted reliance indicated in paragraph 6) below) due to the non-performance or improper performance of obligations under the Reference Project (based on a court decision or amicable agreement);
- iii. early termination of the relevant Reference Project based on mutual consent of the parties due to the Candidate's (or Consortium Member's, if the Candidate relies on them in the case of permitted reliance indicated in paragraph 6) below) non-performance or improper performance of its obligations under the Reference Project.

This paragraph 3) does not apply to cases of non-performance or improper performance of Reference Projects that specifically resulted from the effects of Covid-19 pandemic.

- 4) Reference Projects indicated in items (a)-(c) above should have been completed, in aggregate, under at least two (2) separate contracts.
- 5) The Candidate or the Lead Member (if the Candidate is a Consortium) should demonstrate experience in completing at least one (1) of the Reference Projects indicated in items (a)-(c) above on a standalone basis.
- 6) Subject to compliance with the requirement set in paragraph 5), the Candidate may rely on Consortium Members (if the Candidate is a Consortium) to demonstrate experience in completing other Reference Projects indicated in items (a)-(e) above.
- 7) The Candidate's or Lead Member's (or Consortium Member's, if the Candidate relies on them in the case of permitted reliance indicated in paragraph 6) above) share in completion of each Reference Project that was provided to show conformity with the technical and professional capacity criterion No. 2.1 shall be no less than 50%.

## ANNEX 6. CONTENT OF QUALIFICATION BID

Qualification Bid shall contain the following documents, presented in 2 separate parts as follows:

Part	Description
Part I	<b>Qualification Bid Form and Documents Demonstrating Compliance with General Requirements to Applicants</b> required under section 1 of this <i>Annex 6 (Content of Qualification Bid)</i>
Part II	<b>Documents Demonstrating Compliance with Qualification Criteria</b> required under section 2 of this <i>Annex 6 (Content of Qualification Bid)</i> .

Unless this *Annex 6 (Content of Qualification Bid)* stipulates otherwise, the Qualification Bids shall be prepared and formalized in accordance with the following requirements:

- (a) All documents composing the Qualification Bid shall be in "A4" or "Letter" size format.
- (b) Documents in a foreign language (other than the Official Languages) which are submitted as part of the Qualification Bid in accordance with *Annex 6 (Content of Qualification Bid)* shall be duly translated into any of the Official Languages.
- (c) Electronic versions of the Qualification Bid (whether submitted as part of the paper-based Qualification Bid or as part of the Qualification Bid intended for submission through the ARMEPS) may have the scanned copies of the written signatures of the Authorized Persons on them and/or the qualified digital signatures of a Candidate corresponding to the requirements of the Applicable Law.

Specific requirements in relation to each document which comprises the Qualification Bid are further set out in this *Annex 6 (Content of Qualification Bid)*.

### 1. Part I – Qualification Bid Form and Documents Demonstrating Compliance with General Requirements to Applicants

In Part I of the Qualification Bid, each Candidate shall provide the documents indicated below (as the case may be).

#### 1.1. Resident Legal Entities (Not Part of a Consortium)

- (a) Qualification Bid form in any of the Official Languages signed by the Candidate as per the sample attached hereto as *Form A (Qualification Bid Form)* given in this *Annex 6 (Content of Qualification Bid)*.
- (b) Authorizing Documents and the identification documents in any of the Official Languages:
  - a written power of attorney satisfying the requirements to content of the power of attorney set out in *Form B (Content Requirements for Power of Attorney)*. The power of attorney shall indicate the powers of the Authorized Person(s) to sign the Qualification Bid and to represent the Applicant in connection with the Selection Procedure under the Project;
  - other documents (e.g., decision of the board of directors, other equivalent decision of the managing bodies) that clearly confirm the authority of the Authorized Person(s) to represent the Applicant and set forth at least the same scope of authority as that indicated in *Form B (Content Requirements for Power of Attorney)*;
  - copies of the identification documents of the Authorized Persons.
- (c) Basic information about the Candidate in any of the Official Languages, as detailed in Form C (Basic Information Form) of this Annex 6 (Content of Qualification Bid), including an up-to-date list of the Candidate's shareholders which own more than 1% of the Candidate's shares, the Candidate's Related Companies and Beneficial Owners, as well as the Candidate's shareholding structure and the list of the Candidate's Authorized Persons.
- (d) Copy of the charter or other establishment document in any of the Official Languages, including all amendments.
- (e) Certificate from the Agency of State Register of the Legal Entities of Armenia issued not earlier than thirty (30) days before submission of the Qualification Bid.

- (f) Certificate from the Judicial Department of Armenia confirming absence of pending bankruptcy proceedings against the Candidate issued not earlier than thirty (30) days before submission of the Qualification Bid.
- (g) Affidavit in any of the Official Languages, detailed in Form D (Affidavit) given in this Annex 6 (Content of Qualification Bid), confirming that:
  - the Candidate is compliant with the requirements stipulated in paragraph 47 of the PPP Procedure;
  - the Candidate is authorized to participate in the Selection Procedure and submit the documents required for such participation;
  - the Candidate bears responsibility in case of submission of incorrect or false documents, information and data during the Selection Procedure;
  - the Candidate does not fall under any other restrictions set out in *Annex 4 (General Requirements to Applicants)*.

## 1.2. Non-resident Legal Entities (Not Part of a Consortium)

- (a) Qualification Bid form in any of the Official Languages signed by the Candidate as per the sample attached hereto as *Form A (Qualification Bid Form)* given in this *Annex 6 (Content of Qualification Bid)*.
- (b) Authorizing Documents and the identification documents:
  - a written power of attorney satisfying the requirements to content of the power of attorney set out in *Form B (Content Requirements for Power of Attorney)*. The power of attorney shall indicate the powers of the Authorized Person(s) to sign the Qualification Bid and to represent the Applicant in connection with the Selection Procedure under the Project;
  - other documents (e.g., decision of the board of directors, other equivalent decision of the managing bodies) that clearly confirm the authority of the Authorized Person(s) to represent the Applicant and set out at least the same scope of authority as that indicated in *Form B (Content Requirements for Power of Attorney)*;
  - copies of the identification documents of the Authorized Persons.  
 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 (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).
- (c) Basic information about the Candidate in any of the Official Languages, as detailed in Form C (Basic Information Form) of this Annex 6 (Content of Qualification Bid), including an up-to-date list of the Candidate's shareholders which own more than 1% of the Candidate's shares, the Candidate's Related Companies and Beneficial Owners, as well as the Candidate's shareholding structure and the list of the Candidate's Authorized Persons.
- (d) Copy of the charter or other establishment document in any of the Official Languages, including all amendments. If this document is originally prepared (issued) in a foreign language (other than any of the Official Languages), its relevant copy shall be provided in the original language together with the translation into any of the Official Languages.
- (e) Copy of the official document issued by the competent authority in the Candidate's jurisdiction or by the Candidate's secretary not earlier than thirty (30) days before submission of the Qualification Bid and confirming the good legal standing of the Candidate, in any of the Official Languages. If this document is originally prepared (issued) in a foreign language (other than any of the Official Languages), its relevant copy shall be provided in the original language together with the translation into any of the Official Languages.

- (f) Copy of the incorporation certificate or equivalent document (e.g., extract from the business or trade register) issued not earlier than thirty (30) days before submission of the Qualification Bid, in any of the Official Languages. If this document is originally prepared (issued) in a foreign language (other than any of the Official Languages), its relevant copy shall be provided in the original language together with the translation into any of the Official Languages.
- (g) Affidavit in any of the Official Languages, detailed in Form D (Affidavit) given in this Annex 6 (Content of Qualification Bid), confirming that:
  - the Candidate is compliant with the requirements stipulated in paragraph 47 of the PPP Procedure;
  - the Candidate is authorized to participate in the Selection Procedure and submit the documents required for such participation;
  - the Candidate bears responsibility in case of submission of incorrect or false documents, information and data during the Selection Procedure;
  - the Candidate does not fall under any other restrictions set out in *Annex 4 (General Requirements to Applicants)*.

### 1.3. Consortia

- (a) Qualification Bid form in any of the Official Languages signed by the Lead Member as per the sample attached hereto as *Form A (Qualification Bid Form)* given in this Annex 6 (Content of Qualification Bid).
- (b) Authorizing Documents and the identification documents of all Consortium Members:
  - a written power of attorney satisfying the requirements to the content of the power of attorney set out in *Form B (Content Requirements for Power of Attorney)*, indicating that the Authorized Person(s) has(ve) the authority to represent the Consortium Member in connection with the Selection Procedure under the Project;
  - other documents (e.g., decision of the board of directors, other equivalent decision of the managing bodies) that clearly confirm the authority of the Authorized Person(s) to represent the Consortium Member in connection with the Selection Procedure under the Project and set forth at least the same scope of authority as that indicated in *Form B (Content Requirements for Power of Attorney)*;
  - copies of the identification documents of the Authorized Persons.

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 (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).

- (c) Basic information about each Consortium Member in any of the Official Languages, as detailed in *Form C (Basic Information Form)* of this Annex 6 (Content of Qualification Bid), including an up-to-date list of shareholders that own more than 1% of each Consortium Member's shares, Related Companies and Beneficial Owners of each Consortium Member, ownership structure of each Consortium Member and the list of Authorized Persons of each Consortium Member.
- (d) Copy of the charter or other establishment document of each non-resident Consortium Member in any of the Official Languages, including all amendments. If this document is originally prepared (issued) in a foreign language (other than any of the Official Languages), its relevant copy shall be provided in the original language together with the translation into any of the Official Languages.
- (e) Copy of the incorporation certificate or equivalent document (e.g., extract from the business or trade register) of each non-resident Consortium Member issued not earlier than thirty (30) days before submission of the Qualification Bid, in any of the Official Languages. If this document is originally prepared (issued) in a foreign language (other than any of the Official

- Languages), its relevant copy shall be provided in the original language together with the translation into any of the Official Languages.
- (f) For each non-resident Consortium Member, copy of the official document issued by the competent authority in the Consortium Member's jurisdiction or by the Consortium Member's secretary not earlier than thirty (30) days before submission of the Qualification Bid and confirming good legal standing of the non-resident Consortium Member, in any of the Official Languages. If this document is originally prepared (issued) in a foreign language (other than any of the Official Languages), its relevant copy shall be provided in the original language together with the translation into any of the Official Languages.
  - (g) Copy of the charter or other establishment document of each resident Consortium Member in any of the Official Languages, including all amendments.
  - (h) Certificate from the Agency of State Register of the Legal Entities of Armenia of each resident Consortium Member issued not earlier than thirty (30) days before submission of the Qualification Bid.
  - (i) Certificate from the Judicial Department of Armenia confirming absence of pending bankruptcy proceedings against of each resident Consortium Member issued not earlier than thirty (30) days before submission of the Qualification Bid.
  - (j) Copy of the consortium agreement in any of the Official Languages, duly notarized and containing (at the minimum) the following provisions:
    - indication of the Lead Member and the Lead Member's authority to represent and irrevocably bind all Consortium Members in all matters related to the Selection Procedure, including the submission of the Qualification Bid on behalf of the Consortium;
    - indication of other Consortium Members and undertaking of each Consortium Member to jointly cooperate with other Consortium Members with regard to the Consortium's participation in the Selection Procedure and, should the Consortium become the winner of the Selection Procedure, to jointly implement the Project and comply with the terms and conditions of the Agreement;
    - 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;
    - the key shareholding conditions (certified rights, privileges and restrictions) that will not be amended at the moment of conclusion of the Agreement (should Consortium be determined as the winner of the Selection Procedure).

Copy of the consortium agreement that is originally prepared (issued) in a foreign language (other than any of the Official Languages) shall be submitted together with its 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).

- (k) An Affidavit in any of the Official Languages from each Consortium Member, detailed in Form D (Affidavit) given in this Annex 6 (Content of Qualification Bid), and confirming that:
  - the Consortium Member is compliant with the requirements stipulated in paragraph 47 of the PPP Procedure;
  - the Consortium Member is authorized to participate in the Selection Procedure and submit the documents required for such participation;
  - the Consortium Member bears responsibility in case of submission of incorrect or false documents, information and data during the Selection Procedure;
  - the Consortium Member does not fall under any other restrictions applicable to Consortium Members and set out in *Annex 4 (General Requirements to Applicants)*.

The Affidavit signed by the Lead Member shall refer in the statements indicated above to all Consortium Members (including the Lead Member), while the Affidavits signed by the other Consortium Members shall refer in the statements indicated above to the signing Consortium Member.

## **2. Part II – Documents Demonstrating Compliance with Qualification Criteria**

In Part II of the Qualification Bid, each Candidate shall provide the documents listed below.

### **2.1. Evidence of Compliance with Financial and Economic Capacity Criteria**

The Candidate shall provide the documents indicated below to confirm compliance with financial and economical capacity criteria set forth in section 1 of *Annex 5 (Qualification Criteria)*.

#### **2.1.1. Evidence of Compliance with Financial Criterion No.1.1 – Financial Soundness**

The Candidate shall provide the following documents to demonstrate conformity with the financial criterion No. 1.1, in any of the Official Languages:

- (a) copies of the Candidate's audited financial statements for the last confirmed three (3) financial years issued under national or international accounting standards (including IFRS, IAS or US GAAP);
- (b) free form breakdown of Candidate's payables and receivables by type and dates signed by the Authorized Person.

The last confirmed financial year shall refer to the last financial year or next to last financial year (if the audit results for the last financial year are not yet available) confirmed with the audit report.

If a Candidate is a Consortium and relies on the Consortium Members for conformity with any of the financial criteria Nos. 1.2 - 1.4 established in section 1 of *Annex 5 (Qualification Criteria)*, the Candidate shall also provide the documents listed in items (a)-(b) above in relation to all Consortium Members.

Copies of documents indicated in item (a) above which are originally prepared (issued) in a foreign language (other than the Official Languages) shall be provided in the original language together with the translation into any of the Official Languages (in parts (extracts) relevant to compliance with the financial criterion No.1.1).

Documents indicated in item (b) above which are originally prepared (issued) in a foreign language (other than the Official Languages) shall be provided in the original language together with the translation into any of the Official Languages.

#### **2.1.2. Evidence of Compliance with Financial Criterion No.1.2 – Equity or Financial Criterion No.1.3 – Free Cash Flow**

The Candidate shall provide the following documents to demonstrate conformity with the financial criterion No. 1.2 or financial criterion No. 1.3, in any of the Official Languages:

- (a) 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);
- (b) 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).

The last confirmed financial year shall refer to the last financial year or next to last financial year (if the audit results for the last financial year are not yet available) confirmed with the audit report.

If a Candidate is a Consortium and relies on the Consortium Members for conformity with the financial criterion No. 1.2 or financial criterion No. 1.3 established in section 1 of *Annex 5 (Qualification Criteria)*, the Candidate shall also provide the documents listed in items (a)-(b) above in relation to all Consortium Members.

Copies of documents indicated in item (a) above which are originally prepared (issued) in a foreign language (other than the Official Languages) shall be provided in the original language together with the translation into any of the Official Languages (in parts (extracts) relevant to compliance with the financial criterion No. 1.2 or financial criterion No. 1.3).

Documents indicated in item (b) above which are originally prepared (issued) in a foreign language (other than the Official Languages) shall be provided in the original language together with the translation into any of the Official Languages.

#### **2.1.3. Evidence of Compliance with Financial Criterion No.1.4 – Evidence of Available Sources of Financing**

The Candidate shall provide the following documents to demonstrate conformity with the financial criterion No. 1.4, in any of the Official Languages:

- (a) to confirm evidence of liquid investable funds (cash, securities) – bank statement(s) or security certificate(s) or another similar instrument showing evidence of liquid investable funds, as set out in item (a) of paragraph 1.4 of *Annex 5 (Qualification Criteria)*, or
- (b) to confirm commitment of a bank or banks to lend the required amount as set out in item (b) of paragraph 1.4 of *Annex 5 (Qualification Criteria)* – bank support letter(s) satisfying the requirements indicated in *Form F (Content Requirements for Bank Support Letter)* of this *Annex 6 (Content of Qualification Bid)*.

If a Candidate is a Consortium and relies on the Consortium Members for conformity with the financial criterion No. 1.4 established in section 1 of *Annex 5 (Qualification Criteria)*, the Candidate shall also provide the documents listed in items (a)-(b) above in relation to all Consortium Members.

Documents indicated in items (a)-(b) above which are originally prepared (issued) in a foreign language (other than the Official Languages) shall be provided in the original language together with the translation into any of the Official Languages.

Bank support letters referred to in item (b) above shall not be provided by banks which are not Reliable Banks according to *Annex 8 (Requirements to Reliable Banks)*.

## **2.2. Evidence of Compliance with Technical and Professional Capacity Criteria**

The Candidate shall provide the documents indicated below to confirm compliance with technical and professional capacity criteria set forth in section 2 of *Annex 5 (Qualification Criteria)*.

### **2.2.1. Evidence of Compliance with Technical and Professional Capacity Criterion No.2.1 – Technical Experience**

The Candidate shall provide the following documents to demonstrate conformity with the technical and professional capacity criterion No. 2.1:

- (a) experience table in any of the Official Languages summarizing the Reference Projects conforming to the requirements of paragraph 2.1 of section 2 of *Annex 5 (Qualification Criteria)*, prepared as per *Form E (Experience Table for Reference Projects)* of this *Annex 6 (Content of Qualification Bid)*, signed by the Authorized Person and accompanied with a free form cover letter in any of the Official Languages;
- (b) copies of contracts and/or reference letters from the clients confirming performance of each Reference Project in accordance with the requirements of paragraph 2.1 of section 2 of *Annex 5 (Qualification Criteria)*;

If a Candidate is a Consortium and relies (where permitted) on the Consortium Members for conformity with the technical and professional capacity criterion No. 2.1 established in paragraph 2.1 of section 2 of *Annex 5 (Qualification Criteria)*, the Candidate shall additionally provide the documents indicated in items (a) – (b) above with respect to each relevant Consortium Member.

Copies of contracts indicated in item (b) above that may not be entirely disclosed due to confidentiality requirements should be provided in the scope (relevant extracts/parts) sufficient to confirm compliance with technical and professional capacity criterion No. 2.1.

Documents indicated in item (b) above which are originally prepared (issued) in a foreign language (other than the Official Languages) shall be provided in the original language together with the translation into any of the Official Languages.

**Form A. Qualification Bid Form**

[CANDIDATE'S / LEAD MEMBER'S LETTERHEAD]

Date: \_\_\_\_\_ 2024

**Re:** submission of the Qualification Bid for participation in the Selection Procedure for the Project on issuance and distribution of identity documents and operation and servicing of the facilities involved in the ID documents provision in the Republic of Armenia

**To:** the Evaluation Commission for carrying out the Selection Procedure

Pursuant to the Announcement dated [insert date], [Name of Candidate], [legal form and registration details], hereby submits its Qualification Bid in conformity with the Request for Qualification and requests to consider this Qualification Bid and participate in the Selection Procedure.

[[ Name of Consortium Member or Consortium Members] [{"**Consortium Member**"} / ("**Consortium Members**")]] and [Name of the Lead Member] (the "**Lead Member**") have agreed to jointly cooperate with regard to [Name of the Lead Member]'s participation in the Selection Procedure and, should the Consortium be determined as the winner of the Selection Procedure, to jointly implement the Project and comply with the terms and conditions of the Agreement. ] [{"**To be provided if the Candidate is a Consortium**}]

[The following Consortium Members are the Related Companies of the Lead Member:

- *The list of the Lead Member's Related Companies*

The Related Companies Control the Lead Member as follows:

- *Description of Control relations between the Lead Member and the relevant Related Company, with references to the relevant legal documents (e.g., charter, articles of association, shareholding agreements) ]*

[(**To be provided if any Consortium Members are the Related Companies of the Lead Member**)].[[Name of Candidate] is a special purpose vehicle ("**SPV**") created specifically to act as an Applicant in the Selection Procedure] [(**To be provided if the Candidate is an SPV**)].

[[Name of Candidate] hereby:

- (a) confirms that it has sufficient legal capacity to participate in the Selection Procedure and enter into the Agreement to implement the Project if [Name of Candidate] is determined as the winner of the Selection Procedure;
- (b) agrees to comply with all bidding rules, laws, and regulations governing the Selection Procedure;
- (c) accepts the right of the Competent Authority or the Evaluation Commission to (i) request additional information reasonably required to assess the Qualification Bid, (ii) amend or clarify applicable procedures and rules, and (iii) reject the Qualification Bid in accordance with the rules and procedures set by the Request for Qualification and Applicable Law;
- (d) accepts the exclusive application of the laws of Armenia (the Applicable Law) with respect to the Selection Procedure.

[Name of Candidate] hereby represents and warrants that as of the date of this Qualification Bid form:

- (a) all information submitted in this Qualification Bid, including the enclosed forms and documents, is accurate in all respects and shall remain valid over the course of the Selection Procedure and until execution of the Agreement (if the Candidate is designated as the winner of the Selection Procedure);
- (b) [Name of Candidate, as well as all Consortium Members (to be indicated as may be applicable)] has(ve) not been subject to any voluntary or involuntary bankruptcy or insolvency or similar proceeding; and
- (c) [Name of Candidate, as well as all Consortium Members (to be indicated as may be applicable)] has(ve) paid all taxes, fees and other mandatory payments due, except those which are being contested in good faith in accordance with appropriate proceedings and for which adequate reserves have been established.

Attached herewith to this Qualification Bid are the following documents, as appropriate:

- (a) power(s) of attorney (under the requirements of Form B) and/or other Authorizing Documents;
- (b) basic information form (Form C);
- (c) affidavit [or Affidavits, if the Candidate is a Consortium] (Form D);
- (d) other documents demonstrating compliance with general requirements to Applicants required under section 1 of *Annex 6 (Content of Qualification Bid)* of the Request for Qualification;
- (e) documents demonstrating compliance with Qualification Criteria required under section 2 of *Annex 6 (Content of Qualification Bid)* of the Request for Qualification.

[Name of Candidate] hereby designates [■] as its key authorized representative to receive notices in respect of the Selection Procedure at the following contact details:

[Authorized representative's address, telephone, and email]

Full list and contact details of the Authorized Persons are contained in *Form C (Basic Information Form)*.

[signature]

In the capacity of [position]

Authorized to sign this Qualification Bid for [Name of Candidate].

## **Form B. Content Requirements for Power of Attorney**

If the Authorized Persons represent the Applicant based on a power of attorney, the latter shall contain:

1. Information about the Authorized Persons, namely:
  - 1.1. full name;
  - 1.2. job position and place of employment;
  - 1.3. citizenship;
  - 1.4. details of a passport or another ID document (e.g., series and number, issuer and issuance date);
  - 1.5. residential/stay address;
  - 1.6. telephone number (mobile or work).
2. Full name of the Applicant whose interests are represented under the power of attorney.
3. Scope of authority granted to the Authorized Persons under the power of attorney, which shall include at least:
  - 3.1. representation of the Applicant's interests before the Competent Authority, the Evaluation Commission, their officials;
  - 3.2. execution, certification and submission to the Competent Authority, the Evaluation Commission, their officials of documents necessary for the Applicant's participation in the Selection Procedure, including the Qualification Bid and Confidentiality Undertaking;
  - 3.3. carrying out correspondence and other communication necessary for the Applicant's participation in the Selection Procedure with the Competent Authority, the Evaluation Commission, their officials, including delivering and receiving the relevant clarifications and documents under the Request for Qualification.
4. Indication that the Applicant or its legal successors that appointed the Authorized Persons under a power of attorney personally bear all risks associated with the decisions of the Competent Authority and the Evaluation Commission within the Selection Procedure taken based on inaccurate information provided by the Applicant and presented by the Applicant's Authorized Persons, as well as the responsibility for submission of such information by the Applicant's Authorized Persons.

Sample form of the power of attorney is given below. 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.

**SAMPLE FORM OF POWER OF ATTORNEY**

On this [day] day of [month and year]

Before me, the Notary in this office [name of Notary/office]

The undersigned:

Mr. /Ms. [name of legal/authorized representative]

Duly authorized, in his/her capacity as [capacity] of [name of Applicant]

Nationality: *[to be specified]*

Holder of Passport or ID [indicate the necessary details, e.g., series and number, issuer and issuance date]

Residing/staying at [to be specified]

(hereafter the **Grantor**),

Hereby:

1. Appoints

Mr./Ms. [**full name of representative**], [job position] in [place of employment], citizen of [■], passport or ID [*indicate the necessary details, e.g., series and number, issuer and issuance date*], residing/staying at \_\_\_\_\_, telephone number \_\_\_\_\_,

*[name all other representatives, as applicable]*

to act as the authorized person(s) of [**name of Applicant**] (hereafter the "**Authorized Person(s)**"), to:

- (a) Represent the Grantor's interests before the Ministry of Internal Affairs of the Republic of Armenia, other competent authorities of Armenia, their legal successors, the Evaluation Commission and officials involved in the Selection Procedure as referred to in paragraph (e) below; and
- (b) Execute under hand, or under seal, and deliver to the Ministry of Internal Affairs of the Republic of Armenia, other competent authorities of Armenia, their legal successors, the Evaluation Commission and officials involved in the Selection Procedure all the documents listed in paragraph (e) below; and
- (c) Deliver and receive any document or instrument in relation to the documents listed in paragraph (e) below; and
- (d) Do all things necessary and incidental in respect of the matters set out herein including to do, execute and perform any other deed or act ought to be done, executed or performed to perfect or otherwise give effect to the documents listed in paragraph(e) below;
- (e) Documents concerned by this power of attorney being the following:

all documents in respect of participation in the Selection Procedure for the Project on issuance and distribution of identity documents and operation and servicing of the facilities involved in the ID documents provision in the Republic of Armenia under the Request for Qualification dated [■], and including without limitation the Qualification Bid, Confidentiality Undertaking, clarifications and other communications related to the Applicant's participation in the Selection Procedure with the Ministry of Internal Affairs of the Republic of Armenia, the Evaluation Commission, their officials, other competent authorities of Armenia and their officials.

2. Authorizes the Authorized Person(s) to appoint others for all or part of the powers delegated by the present Power of Attorney.

The Grantor or his successors personally bear all risks associated with the decisions of the Ministry of Internal Affairs of the Republic of Armenia and the Evaluation Commission taken based on inaccurate information provided by the Grantor and presented by the Applicant's Authorized Person(s), as well as the responsibility for submitting such information by the Applicant's Authorized Person(s).

This Power of Attorney is valid until [■].

IN WITNESS WHEREOF the Grantor has executed this Power of Attorney on the date set out above.

***[Signature]***

**[Name / Title of Grantor representative]**

**Form C. Basic Information Form**

[CANDIDATE'S / LEAD MEMBER'S / CONSORTIUM MEMBER'S LETTERHEAD]

**1. Candidate / Lead Member / Consortium Member Information:**

Name:

Type (limited liability company, corporation, partnership, etc.):

Commercial registration details (registration number, date, place, authority, etc.):

Country of incorporation:

Domicile:

Address of principal office:

Corporate officers (full name, ID, position):

Telephone number:

Fax number (if available):

E-mail address:

Primary areas of business:

Exchange market where the company is listed (for listed entities):

Current list of shareholders (participants) of the Candidate / Lead Member which own more than 1% of the shares in the authorized capital of the Candidate / Lead Member:

[insert the relevant list]

Current list of the Candidate's / Lead Member's Related Companies:

[insert the relevant list]

Current list of the Candidate's / Lead Member's Beneficial Owners as well as the Beneficial Owners of the Candidate's / Lead Member's Related Companies:

[insert the relevant list]

The Candidate's / Lead Member's shareholding structure in the form of a chart (figure) indicating persons owning 5% or more of the voting rights or shares (stakes) in the authorized capital of the Candidate / the Lead Member [to be provided as an annex to this Form C].

**2. Other Consortium Members Information: (if applicable, fill in details for all Consortium Members other than the Lead Member)**

Name:

Type (limited liability company, corporation, partnership, etc.):

Commercial registration details (registration number, date, place, authority, etc.):

Country of incorporation:

Domicile:

Address of principal office:

Corporate officers (full name, ID, position):

Telephone number:

Fax number (if available):

E-mail address:

Primary areas of business:

Current list of shareholders (participants) of the Consortium Member which own more than 1% of the shares in the authorized capital of the Consortium Member:

[insert the relevant list]

Current list of the Related Companies of the Consortium Member:

[insert the relevant list]

Current list of Beneficial Owners of the Consortium Member as well as the Beneficial Owners of the Related Companies of the Consortium Member:

[insert the relevant list]

Consortium Member's shareholding structure in the form of a chart (figure) indicating persons owning 5% or more of the voting rights or shares (stakes) in the authorized capital of the Consortium Member [to be provided as an annex to this Form C].

**3. Consortium's anticipated share in the authorized capital of the Project Company [to be filled in if the Candidate is a Consortium, considering the requirements set in Clause 2.4]**

<u>Consortium Member</u>	<u>Anticipated Share in the Authorized Capital of the Project Company</u>
	___%
	___%
	___%
	___%
	___%

**4. Authorized Persons**

Full name(s), ID document, Authorizing Document, telephone number, email address of the Authorized Person [indicate further as per the sample, depending on the number of the Authorized Persons]:

[signature]

In the capacity of [position]

Authorized to sign this basic information form for [Name of Candidate].

**Form D. Affidavit**

[CANDIDATE'S / LEAD MEMBER'S / CONSORTIUM MEMBER'S (IF AVAILABLE) LETTERHEAD]

Date: \_\_\_\_\_ 2024

**Re:** the Selection Procedure for the Project on the issuance and distribution of identity documents and operation and servicing of the facilities involved in the ID documents provision in the Republic of Armenia

**To:** the Evaluation Commission for carrying out the Selection Procedure

[Name of Candidate/Lead Member/other Consortium Member] hereby represents and warrants that, as of the date of this affidavit [Name of Candidate/Lead Member/other Consortium Member] (as the case may be):

1. [Name of Candidate/Lead Member/other Consortium Member] is compliant with the requirements stipulated in paragraph 47 of the PPP Procedure;
2. [Name of Candidate/Lead Member/other Consortium Member] does not fall under any other restrictions applicable to [Candidates/Lead Members/other Consortium Members] and set out in Annex 4 (*General Requirements to Applicants*) of the Request for Qualification.
3. [Name of Candidate/Lead Member/other Consortium Member] is authorized to participate in the Selection Procedure and submit the documents required for such participation;
4. [Name of Candidate/Lead Member/other Consortium Member] bears responsibility in case of submission of incorrect or false documents, information and data during the Selection Procedure.

[Names of Lead Member and other Consortium Members] have agreed to participate in the Selection Procedure as the Consortium and, should the Consortium be determined as the winner of the Selection Procedure, to jointly implement the Project and comply with the terms and conditions of the Agreement, including by performing such actions and executing such documents, or ensuring performance or execution of such actions and documents by the Project Company, as required by the Request for Qualification, the Agreement, or as necessary or desirable for the successful implementation of the Project. [*To be added for Consortia*].

If [Name of Candidate] is qualified for participation in the RFP stage of the Selection Procedure, [Name of Candidate] agrees to comply with the requirements to confidentiality and non-disclosure of confidential information under the terms and conditions of the Confidentiality Undertaking and to ensure compliance with such requirements by the Authorized Persons, Consortium Members [*if the Candidate is a Consortium*] and other users of the confidential information (as set out in the Confidentiality Undertaking).

Yours Sincerely,

Authorized Signature

Name and Title of the Signatory

Name of Firm

Address

**Form E. Experience Table for Reference Projects**

<b>Company name<sup>3</sup></b>	<b>Candidate's / Lead Member's / other Consortium Member's role and share in the Reference Project<sup>4</sup></b>	<b>Country (location), site (if available) of the Reference Project</b>	<b>Scope of Reference Project<sup>5</sup></b>	<b>Value of Reference Project (in USD)</b>	<b>Start date of Reference Project</b>	<b>End date of Reference Project<sup>6</sup></b>	<b>Confirmation documents and contact details (contact person name, surname, position, phone number and email) for Reference Project<sup>7</sup></b>
[add rows if necessary]							

The Candidate confirms that information about the Reference Projects provided in this experience table meets the requirements for the Reference Projects established in paragraph 2.1 of section 2 of *Annex 5 (Qualification Criteria)* of the RFQ, including those set in subparagraphs 1)-6) of paragraph 2.1 of section 2 of *Annex 5 (Qualification Criteria)*.

The Candidate provides the following information about the disputed matters under the Reference Projects indicated in the experience table above, which are not resolved as of the date of submission of the Qualification Bid:

\_\_\_\_\_

<sup>3</sup> If the Candidate relies on the Consortium Members to demonstrate experience in completion of Reference Projects, indicate the company name of the relevant Consortium Member.

<sup>4</sup> The share in the Reference Project shall be indicated as the percentage of activities (services, works etc.) completed by the Candidate / Lead Member / other Consortium Member under the relevant contract for the Reference Project. If the Candidate / Lead Member / other Consortium Member participated in a joint venture or consortium under a Reference Project, the relevant financial or equity participation in the completion of the Reference Project can be indicated.

<sup>5</sup> To be indicated as per items (a)-(e) of paragraph 2.1 of section 2 of *Annex 5 (Qualification Criteria)*. 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.

<sup>6</sup> If the Reference Project is still ongoing, indicate the end date of the completed part of the Reference Project conforming to the scope of work and the requirements set in description of the Reference Projects under items (a)-(e) of paragraph 2.1 of section 2 of *Annex 5 (Qualification Criteria)*.

<sup>7</sup> The Evaluation Commission may, in accordance with the RFQ rules, reach out to the contact person(s) to clarify the details of the relevant Reference Project.

*[If applicable, please provide the basic information about the unresolved ongoing disputes under the Reference Projects, indicating, at the minimum (i) the subject matter of the dispute, (ii) the parties to the dispute and their status (e.g., applicant and defendant), (iii) the dispute resolution mechanism (e.g., court, arbitral proceedings, mediation) and the current status of the dispute resolution process (e.g., first instance, appeal proceedings). If not applicable, please confirm that there are no unresolved ongoing disputes under the Reference Projects as of the date of submission of the Qualification Bid].*

### **Form F. Content Requirements for Bank Support Letter**

If the Candidate submits the bank support letter to evidence conformity with the financial criterion No.1.4 indicated in paragraph 1.4 of section 1 of *Annex 5 (Qualification Criteria)*, such a letter shall contain:

1. Full name and registration details of the bank.
2. Confirmation of the bank's readiness to lend to the Candidate, or to the Lead Member and all Consortium Members in aggregate, the loan in the amount indicated in item (b) of section 1.4 of *Annex 5 (Qualification Criteria)*, as well as the validity term of such readiness, which cannot be shorter than 24 months from the date of the Announcement.
3. Confirmation from the bank that such a bank is the Reliable Bank in accordance with *Annex 8 (Requirements to Reliable Banks)*.
4. Confirmation of the bank's readiness to provide all necessary letters of credit and bank guarantees required under the Agreement.
5. Issuance date of the letter, full name and signature of the bank's authorized person.

Sample form of the bank support letter is given below. This sample form is not mandatory and may be used as an indicative form to evidence conformity with the financial criterion No.1.4 set out in paragraph 1.4 of *Annex 5 (Qualification Criteria)*. In any event, the bank support letter, if submitted by the Candidate to evidence conformity with the financial criterion No.1.4, shall correspond to the requirements to content of such letter set out in this Form F above.

## SAMPLE FORM OF BANK SUPPORT LETTER

[ON BANK'S OFFICIAL LETTERHEAD]

[Company Name]

Attention: [contact]

[Contact address]

Date: \_\_\_\_\_ 2024

Re: the Selection Procedure for the Project on the issuance and distribution of identity documents and operation and servicing of the facilities involved in the ID documents provision in the Republic of Armenia

The Ministry of Internal Affairs of the Republic of Armenia is organizing and implementing a public-private partnership project for the issuance and distribution of identity documents and operation and servicing of the facilities involved in the ID documents provision in the Republic of Armenia (the "**Project**") through a fair and transparent competitive selection (the "**Selection Procedure**"). To this end, the request for qualification dated [insert date] (the "**RFQ**") has been issued for all potential applicants interested in participation in the Selection Procedure.

In this context, [insert name of Candidate] (the "**Candidate**") has requested from us the issuance of a bank support letter in accordance with the RFQ.

We, [the bank's name], a legal entity under law of [name of the country], having its registered address at [address], [insert other registration details, if necessary], have reviewed the RFQ and other Project-related information which was made available to us. Based on this review and the currently available information, we have preliminarily concluded that the Project appears to be of interest for us. We confirm that our bank is the Reliable Bank under the terms of the RFQ.

Based on our review, and subject to the conditions listed in this letter, we are pleased to confirm the interest of our institution to lend to [the Candidate, or to the Lead Member and all Consortium Members (indicate as appropriate)] in aggregate the amount of USD [■] (the equivalent in Armenian Dram in accordance with the official AMD to USD exchange rate of the Central Bank of Armenia) (insert the relevant amount).

Our support is subject to the following conditions:

[list of conditions]

Our institution will make its best efforts to ensure financial close in accordance with the requirements of the RFQ and the Agreement. We confirm our readiness to provide all necessary letters of credit and bank guarantees required under the Agreement, if [insert the name of the Candidate] is designated as the winner of the Selection Procedure.

Our interest is valid until [insert the term which cannot be shorter than 24 months from the date of the Announcement].

Yours sincerely,

Signature

[Name and title of the bank's authorized person]

**Form G. Confirmation of Requirements for Audit Firm**

[AUDIT FIRM LETTERHEAD]

Date: \_\_\_\_\_ 2024

Re: the Selection Procedure for Project on the issuance and distribution of identity documents and operation and servicing of the facilities involved in the ID documents provision in the Republic of Armenia

[Name of the Audit Firm], a legal entity established under the law of [insert country], having its registered office at [specify address], [indicate other registration details if necessary], hereby confirms its compliance with the following requirements for the audit firm of the project for the issuance and distribution of identity documents and operation and servicing of the facilities involved in the ID documents provision in the Republic of Armenia (the "Project"), namely:

- (a) [Name of the Audit Firm] is licensed to conduct audit activities in accordance with the legislation of its domicile country and is included in [(indicate the appropriate name of the register in accordance with the law of the domicile country of the Audit Firm)]. [The Name of the Audit Firm] conducts audit operations on the basis of [certificate / other document (specify full details)].
- (b) [Name of the Audit Firm] [independently / as part of the Audit Firms network - select as appropriate] has experience in providing audit services (at least two evidenced facts of providing audit services) to companies in each of the last three (3) years.
- (c) [The name of the Audit Firm] employs at least 10 (ten) full-time staff directly involved in the provision of audit services and engaged under employment contracts.
- (d) At least 3 (three) employees of [the name of the Audit Firm] have certificates / other qualification documents confirming that they have sufficient qualifications to engage in audit activities on the territory of [specify the domicile country of the Audit Firm].
- (e) Annual revenue [name of the Audit Firm] over the last three (3) years is not less than AMD 30,000,000 (or equivalent of this amount in foreign currency in accordance with the official AMD to USD exchange rate determined by the Central Bank of Armenia).
- (f) [Name of the Audit Firm] has a third-party liability insurance agreement (regarding compensation for possible losses incurred in connection with professional activities for the amount not less than AMD 50,000,000 (or equivalent of this amount in foreign currency in accordance with the official AMD to USD exchange rate determined by the Central Bank of Armenia)). The insurance contract shall be valid throughout the entire period during which audit services will be provided.

[Name of the Audit Firm] is ready to provide evidence of its compliance with the requirements specified in paragraphs (a)–(f) above if requested by the Competent Authority (Ministry of Internal Affairs of the Republic of Armenia) or the Evaluation Commission under the Project.

Sincerely,

[Signature]

[Name and title of the authorized person of the Audit Firm].

**ANNEX 7. FORM OF CONFIDENTIALITY UNDERTAKING**

<p align="center"><b>ՀԱՄԱՁԱՅՆԱԳԻՐ</b></p> <p align="center"><b>գաղտնիության և տեղեկատվություն չհրապարակելու վերաբերյալ</b></p>	<p align="center"><b>UNDERTAKING</b></p> <p align="center"><b>on confidentiality and non-disclosure of information</b></p>
<p>_____ 2023 Երևան</p> <p>Թիվ _____</p>	<p>_____ 2024 Yerevan</p> <p>No. _____</p>
	<p>This undertaking on confidentiality and non-disclosure of information (the "Confidentiality Undertaking") is made by <b>[Applicant's name]</b>, a legal entity organized under the laws of <b>[jurisdiction]</b> (the "Applicant"), to the Ministry of Internal Affairs of the Republic of Armenia (the "Competent Authority") in connection with Applicant's participation in the competitive selection process (the "Selection Procedure") for the public-private partnership project on the issuance and distribution of identity documents and operation and servicing of the facilities involved in the ID documents provision in Armenia (the "Project").</p>
	<p><b>1. SUBJECT MATTER</b></p>
	<p>1.1. This document sets out the Applicant's obligations with respect to compliance with the procedure and conditions of access to the Confidential Information, as well as with respect to compliance with the rules on non-disclosure of the Confidential Information.</p>
	<p>The "<b>Confidential Information</b>" includes any information presented or provided in any manner (with the exception of publicly available information) that will be made available to the Potential Applicant based on this Confidentiality Undertaking and designated by the provider of such information as confidential.</p>
	<p>1.2. The Applicant may get access to the Confidential Information subject to (i) filling in, signing and submitting this Confidentiality Undertaking to the Competent Authority, and (ii) receiving notification from the Competent Authority confirming access to the Confidential Information according to Clause 7.2.2 of the RFQ.</p>
	<p>1.3. Unless this Confidentiality Undertaking stipulates otherwise, capitalized terms and expressions that are used in this Confidentiality Undertaking and are not defined separately, shall have the meaning given to them under the RFQ.</p>

	<b>2. KEY OBLIGATIONS AND REQUIREMENTS</b>
	2.1. The Applicant shall:
	(a) not disclose the Confidential Information to any third parties, except as permitted in Clauses 2.2-2.4 of this Confidentiality Undertaking;
	(b) take all appropriate measures for the protection of the Confidential Information during its use, including protection from unauthorized access by third parties;
	(c) comply with other requirements to the Applicant established herein.
	2.2. The Applicant may disclose the Confidential Information to the following users (the "Permitted Users") according to this Confidentiality Undertaking:
	(a) Authorized Persons;
	(b) Applicant's employees and professional advisors (other than the Authorized Persons);
	(c) Applicant's Related Companies, their authorized persons;
	(d) Consortium Members other than the Lead Member and their employees, professional advisors, Related Companies, and authorized persons. <i>[If Applicant is a Consortium, as provided by the RFQ].</i>
	2.3. The Applicant may disclose the Confidential Information to Permitted Users subject to the following mandatory preconditions:
	(a) the Confidential Information is disclosed solely for the purposes and to the extent required for Applicant's participation in the Selection Procedure; and
	(b) the Permitted Users follow the requirements regarding confidentiality and non-disclosure of the Confidential Information set out herein (including compliance with the obligations established in Clause 2.1), and the Applicant ensures and bears responsibility that all such requirements and obligations are met by the Permitted Users.
	2.4. If a mandatory disclosure of the Confidential Information to third parties (particularly, to the competent public authorities) is required from the Applicant or Permitted User under the law, the Applicant shall immediately

	notify the Competent Authority about such disclosure requirement.
	Whenever the Confidential Information is provided to third parties (particularly, to the competent public authorities) to follow the mandatory requirements set by law, the Applicant shall notify such third parties in writing about the fact that the information distributed to them is confidential and may not be disclosed to any other third parties.
	2.5. Any disclosure of Confidential Information, other than the disclosure referred to in Clauses 2.2-2.4 above, shall be subject to the prior written approval of the Competent Authority and the terms and conditions of further distribution of the Confidential Information set by the Competent Authority.
	2.6. The Competent Authority may provide the technical details of access to certain parts of Confidential Information in notifications submitted to the Applicant in accordance with this Confidentiality Undertaking.  The Competent Authority further reserves the right to decline or cancel access to the Confidential Information in case of non-conformity with the requirements of the RFQ and/or this Confidentiality Undertaking, and/or based on grounds provided by the Applicable Law (including the security requirements), subject to sending a written notice to the Applicant to this effect.
	2.7. This Confidentiality Undertaking does not envisage the possibility of its signing with changes (except for filling in the mandatory blank fields with necessary data about the Applicant), as well as subject to any limitations and reservations on Applicant's part. The Applicant is not allowed to provide the signed Confidentiality Undertaking with changes (except for filling in the mandatory blank fields with necessary data about the Applicant), limitations and reservations.  The violation of this requirement shall be the ground for refusing access to the Confidential Information according to Clause 7.2.2 of the RFQ.
	2.8. The Confidentiality Undertaking may require to collect, use, transfer, store or otherwise process (collectively, "Process") the information that is linked to specific individuals (the "Personal Data"). The Personal Data can be Processed in various jurisdictions in accordance with the requirements of applicable data protection laws.
	The persons responsible for Processing of the Personal Data for the purposes of this Confidentiality Undertaking shall in all cases ensure that such Processing is carried out in

	accordance with data protection requirements set by Armenian law or other applicable law (as the case may be), including based on the relevant permits and authorizations.
	<b>3. BREACH OF CONFIDENTIALITY UNDERTAKING</b>
	3.1. The Applicant shall be fully responsible for any breach of this Confidentiality Undertaking by the Applicant, as well as by any of the Permitted Users.
	3.2. The Applicant shall compensate the Competent Authority the full amount of direct losses incurred as the result of breach of obligations regarding confidentiality and non-disclosure of the Confidential Information set out herein by the Applicant, as well as by any of the Permitted Users.
	<b>4. FINAL PROVISIONS</b>
	4.1. This Confidentiality Undertaking shall be valid for a period of five (5) years from the date of its signing.
	4.2. This Confidentiality Undertaking shall be governed by the laws of Armenia.
	4.3. Any dispute, controversy or claim arising out of or relating to this Confidentiality Undertaking shall be aimed to be settled amicably.
	4.4. If amicable resolution of the dispute is not possible, such dispute shall be settled [indicate the relevant option, other to be deleted] [by the court having the jurisdiction set by Armenian law] [in case the Applicant is a resident of Armenia] [by the Arbitration Institute of the Stockholm Chamber of Commerce in accordance with its Rules. The seat of arbitration shall be Stockholm, Sweden. The language to be used in the arbitral proceedings shall be English.] [in case the Applicant is a non-resident entity]
	4.5. All notifications pertaining to this Confidentiality Undertaking shall be made in any of the Official Languages in writing and shall be deemed to have been duly executed when delivered in person or sent by courier service. The contact information for notifications is as follows:
	<b>To the Competent Authority</b> Ministry of Internal Affairs of the Republic of Armenia

	Address: [To be added]. Addressee: [To be added].
	<b>To the Applicant</b> [Applicant's name] Attention: [name of the Authorized Person] Address: [To be added].
	4.6. This Confidentiality Undertaking supersedes and cancels all previous negotiations, commitments and representations as to the matters it governs.
	4.7. Obligations and responsibilities of the Applicant under this Confidentiality Undertaking shall remain in force for all Applicant's successors, and the Applicant shall notify the Competent Authority about any of its relevant succession.
	4.8. If any of the provisions of this Confidentiality Undertaking is found to be or becomes invalid or void, the remaining provisions of this Confidentiality Undertaking shall remain in force.
	4.9. This Confidentiality Undertaking is non-assignable to any third parties, save for the case of Applicant's succession.
	<i>[Signature page to follow]</i>

	<b>5. DETAILS AND SIGNATURES</b>
	<b>Applicant</b>
	<b>[Name]</b> Legal address: _____
	_____  <i>[signature]</i>  <b>[Position and full name of the Authorized Person]</b>

## **ANNEX 8. REQUIREMENTS TO RELIABLE BANKS**

1. For the purposes of this RFQ, a Reliable Bank shall be:
  - 1.1. any resident bank that complies with one of the following requirements:
    - (i) the bank is a member of a foreign banking group; or
    - (ii) the bank has a rating not lower than the sovereign rating (-) one notch of the Republic of Armenia at the moment of submission of the Qualification Bid.
  - 1.2. any non-resident bank that has a rating not lower than A- (according to the Standard and Poor's or Fitch ratings) or A3 (according to the Moody's rating).
2. Any of the following shall not qualify as Reliable Bank:
  - (a) any bank that is subject to (or any persons having Control over the bank which are subject to) the restrictions provided in paragraph 47 of the PPP Procedure;
  - (b) any bank that is subject to (or any persons having Control over the bank which are subject to) sanctions in accordance with Applicable Law or international law;
  - (c) any resident bank that violated the requirements set by the Central Bank of Armenia regarding the capital adequacy ratio during the previous 12 months.

## ANNEX 9. DEFINITIONS AND INTERPRETATION

1.1. Capitalized terms, expressions and abbreviations used in this RFQ shall have the meaning ascribed to them in this Clause 1.1.

<b>Advisors</b>	means individuals and/or legal entities that have expertise in the relevant area and can provide conclusions, clarifications, recommendations and advice on issues that require such expertise (such as legal, technical, commercial, financial matters) during the Selection Procedure.
<b>Agreement</b>	means, depending on the context, the draft Agreement for the Project approved as part of the RFP or the Agreement that will be entered into between the Competent Authority and the Project Company.
<b>Announcement</b>	means the announcement of the Selection Procedure published at Mineconomy's official website, as well as other announcements published additionally in the international media, as indicated in paragraph 68 of the PPP Procedure. For any formal purposes (including the purpose of calculation of any time periods from the Announcement date under this RFQ), the publication date of the Announcement at Mineconomy's official website shall be used.
<b>Applicant</b>	means legal persons or Consortia that participate in the Selection Procedure, as provided in item 5 of Article 2(1) of the PPP Law.
<b>Armenia</b>	means the Republic of Armenia.
<b>ARMEPS</b>	means the Armenian electronic procurement system set at the official website of the Ministry of Finance of Armenia (accessible via the link provided in the Data Sheet), which enables, for the purposes of this RFQ, the submission of Qualification Bids and exchange of information relating to Qualification Bids in electronic form.
<b>ARMEPS Manual</b>	means the document detailing the technical requirements for the use of ARMEPS and accessible via the link to the publicly available part of the Project-related information at the official website of the Mineconomy (as provided in the Data Sheet).
<b>Applicable Law</b>	means the law of Armenia, including the Constitution of Armenia, laws, decrees, decisions or regulations and other forms of primary and secondary legislation which are in force in Armenia, including international treaties.
<b>Audit Firm</b>	means a legal entity which is entitled to carry out audit activities under the laws of its country of incorporation and meets the requirements set out in <i>Form G (Confirmation of Requirements for Audit Firm) of Annex 6 (Content of Qualification Bid)</i> .
<b>Authorized Officials</b>	means the head, the deputy head and the secretary of the Evaluation Commission.

<b>Authorized Persons</b>	means individuals authorized to represent the Applicant under the relevant Authorizing Documents in connection with the Selection Procedure.
<b>Authorizing Documents</b>	means a document or documents confirming the authority of the Authorized Person to represent the Applicant under the Selection Procedure. The Authorizing Documents may take form of a power of attorney, the content requirements for which are set out in <i>Form B (Content Requirements for Power of Attorney)</i> of <i>Annex 6 (Content of Qualification Bid)</i> , or other documents that expressly confirm the authority of the Authorized Person to represent the Applicant and set forth at least the same scope of authority as that indicated in <i>Form B</i> of <i>Annex 6 (Content of Qualification Bid)</i> .
<b>Beneficial Owner</b>	means an individual, a state (relevant state authority), a territorial community (acting individually or through the relevant municipal authority) that has direct or indirect Control over an Applicant, including Control through the persons or entities having Control relations with an Applicant or other Consortium Member.
<b>Bid</b>	means a set of documents which should be prepared and submitted by a Qualified Applicant in accordance with the RFP.
<b>Business Day</b>	means a day when banks are open for business in Armenia, and which is not a Saturday or Sunday, or a non-business day under Applicable Law.
<b>Candidate</b>	means the Applicant that submitted a Qualification Bid but in relation to whom the Evaluation Commission has not yet taken the decision on qualification in accordance with the terms and conditions of the RFQ.
<b>Competent Authority</b>	means the Ministry of Internal Affairs of the Republic of Armenia.
<b>Confidentiality Undertaking</b>	means the document in the form set out in <i>Annex 7 (Form of Confidentiality Undertaking)</i> that should be executed by the Candidate qualified to take part in the Selection Procedure at the RFP stage in accordance with this RFQ and submitted to the Competent Authority, and that sets out the terms and conditions on confidentiality and non-disclosure of information to be provided as part of the Selection Procedure.
<b>Consortium</b>	means legal entities (Lead Member and other Consortium Members), resident and/or non-resident, that participate in the Selection Procedure as an Applicant on the basis of joint activities and have agreed, among other matters, on the joint implementation of the Project and compliance with the terms and conditions of the Agreement in case the Consortium becomes the winner of the Selection Procedure.
<b>Consortium Member</b>	means a legal entity being part of the Consortium, whether the Lead Member or other Consortium Members.

<b>Control</b>	means decisive influence on business activities of a business entity or its part that is exercised by one or several related legal entities and/or individuals directly or through other persons, in particular by: the right to own or use all the assets or their considerable part; the right ensuring a decisive impact on determining the composition, voting results, and decisions of the business entity's governing bodies; the execution of such agreements and contracts that make it possible to define the conditions of business activities, give binding instructions or perform functions of the business entity's governing body; occupying the position of a head or a deputy head of the supervisory board, the board of directors or other supervisory or executive body of a business entity by a person that occupies one or several of the aforementioned positions at other business entities; occupying more than half of the positions of members of the supervisory board, the board of directors, other supervisory or executive bodies of a business entity by persons that occupy one or several of the aforementioned positions at another business entity. Legal entities and/or individuals that jointly or concertedly perform business activities, including those that jointly or concertedly influence business activities of a business entity, shall be considered as related. The related individuals include, inter alia, spouses, parents and children, brothers and/or sisters. The term "to Control" shall be construed accordingly.
<b>Data Sheet</b>	means the data sheet attached as <i>Annex 1 (Data Sheet)</i> .
<b>Draft PPP Project</b>	has the meaning given in item 1 of paragraph 7 of the PPP Procedure.
<b>Estimated Schedule</b>	has the meaning assigned to it in Clause 4.1.2.
<b>Evaluation Commission</b>	means a special body responsible for conducting the Selection Procedure, in particular (for the purposes of this RFQ) for opening and evaluation of Qualification Bids.
<b>Government</b>	means the Government of Armenia.
<b>Lead Member</b>	means the Consortium Member which is designated to represent and irrevocably bind all Consortium Members in all matters related to the Selection Procedure, including but not limited to the submission of the Qualification Bid on behalf of the Consortium, and which shall meet the requirements set in Clause 2.1.3.
<b>Material Deviation</b>	means with respect to the Qualification Bid any material deviation, objection, conditionality or reservation: <ul style="list-style-type: none"> <li>a) that affects in a substantial way compliance with the general requirements to Applicants set out in <i>Annex 4 (General Requirements to Applicants)</i> and/or fulfilment of Qualification Criteria;</li> <li>b) waiver of which would substantially unfairly affect the competitive position of other Applicants who are</li> </ul>

	<p>presenting Qualification Bids that are in conformity with the RFQ; or</p> <p>c) otherwise substantially negatively affects the rights of the Competent Authority or the obligations of the Applicant in the Selection Procedure and subsequently under the Agreement.</p>
<b>Mineconomy</b>	means the Ministry of Economy of Armenia.
<b>Officer</b>	means a sole (one-person) executive authority, head and members of a collective executive authority, of a supervisory board, of an internal audit body, a sole internal auditor, or chief accountant of a legal entity.
<b>Official Languages</b>	means Armenian, English or Russian.
<b>Parent Company</b>	means any legal entity which Controls the Applicant or Consortium Member.
<b>Potential Conflict of Interest</b>	means evidence of a person's Private Interest in the area of person's official or representative powers which may affect independence or impartiality of that person's decisions, or affect that person's actions within the performance of his/her powers.
<b>Private Interest</b>	means any pecuniary or non-pecuniary interest of a person, including interest arising out of personal, family, amicable or other non-official relationships with individuals or legal entities, including relationships in connection with membership or engagement in civic, political, religious or other organizations.
<b>Project</b>	means public-private partnership project for the issuance and distribution of identity documents and operation and servicing of the facilities involved in the ID documents provision in Armenia.
<b>Project Company</b>	has the meaning assigned thereto in Clause 2.4.
<b>Qualification Bid</b>	means the set of documents prepared and submitted by a Candidate in order to be qualified to take part in the Selection Procedure at the RFP stage, as per the format and contents set out in <i>Annex 6 (Content of Qualification Bid)</i> .
<b>Qualification Bids Evaluation Deadline</b>	has the meaning assigned thereto in Clause 6.1.1.
<b>Qualification Bids Submission Deadline</b>	has the meaning assigned thereto in Clause 4.1.1.
<b>Qualification Criteria</b>	means the technical criteria and financial criteria set forth in <i>Annex 5 (Qualification Criteria)</i> .
<b>Qualification List</b>	has the meaning assigned thereto in Clause 6.7.1.
<b>Qualified Applicant</b>	means the Applicant that has been qualified to take part in the Selection Procedure at the RFP stage in accordance with the terms and conditions of this RFQ and submitted

	the Confidentiality Undertaking to the Competent Authority.
<b>Real Conflict of Interest</b>	means the conflict between a person's Private Interest and official or representative authority that may affect such person's neutrality or unbiased decision-making, or influence his/her action or lack of action during exercising the specified authority.
<b>Related Companies</b>	<p>means one or several of the following legal entities:</p> <ul style="list-style-type: none"> <li>a) a Parent Company;</li> <li>b) a legal entity Controlled by the Applicant or Consortium Member; and/or</li> <li>c) a legal entity which is Controlled by the same Parent Company that Controls the Applicant or Consortium Member.</li> </ul> <p>For the purposes of this RFQ, the relations of Control between the Related Companies shall in any case be deemed to exist where:</p> <ul style="list-style-type: none"> <li>a) the Parent Company holds, directly or indirectly, over 50% of voting rights or equity interest in the Applicant or the Consortium Member;</li> <li>b) the Applicant or a Consortium Member holds, directly or indirectly, over 50% of the voting rights or equity interest in the relevant legal entity; and/or</li> <li>c) a Parent Company holds, directly or indirectly, over 50% of the voting rights or equity interest in a legal entity and the Applicant or Consortium Member.</li> </ul>
<b>Reliable Bank</b>	means a bank that meets the requirements of <i>Annex 8 (Requirements to Reliable Banks)</i> .
<b>Request for Qualification (RFQ)</b>	means this document setting out the Qualification Criteria and conditions for qualification of Applicants under the Selection Procedure, as well as other terms and conditions which should and/or may be reflected in the RFQ under the Applicable Law.
<b>Request for Proposal (RFP)</b>	means the document setting the conditions for Applicants for the purposes of concluding the Agreement, as well as other terms and conditions which should and/or may be reflected in the RFP under the Applicable Law, and is intended for the Qualified Applicants.
<b>Selection Procedure</b>	<p>means the entirety of actions aimed at implementing the procedures, exercising rights and responsibilities provided by the Applicable Law for the purpose of selecting a private partner for implementation of the Project.</p> <p>The terms and conditions of selecting the winner of the Selection Procedure are specified in the RFP.</p>
<b>SPV</b>	means a special purpose vehicle, a company specifically created by persons interested in joint participation in the Selection Procedure and implementation of the Project for

	the purpose of joint participation in the Selection Procedure.
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1.2. In this Request for Qualification, unless the context otherwise requires:

1.2.1. any reference to a "Clause" or "Annex" is a reference to a respective clause or annex of this Request for Qualification;

1.2.2. any reference to "AMD " or "dram" is a reference to the lawful currency of Armenia. References to "\$", "USD" or "dollar" are to the lawful currency of the United States of America. References to "€", "EUR" or "euro" are to the lawful currency as at the date of this Request for Qualification of the member states of the European Union who have adopted and retain the euro as their lawful currency in accordance with the legislation of the European Union and for the avoidance of doubt this definition shall not extend to any new currency of any member state which ceases to use the euro as its only lawful currency.

Terms and expressions that are not defined elsewhere in this Request for Qualification shall have the meaning ascribed to them under the Applicable Law.