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**REPUBLIC OF BOTSWANA**

**REQUEST FOR QUALIFICATION**

**PUBLIC PRIVATE PARTNERSHIP (PPP) PROJECT**

**GLEN VALLEY WASTEWATER RECLAMATION PLANT FOR POTABLE USE, PIPELINE AND UPGRADING THE EXISTING GLEN VALLEY WASTEWATER TREATMENT PLANT**

**TENDER WUC 076 (2020)**

1. Water Utilities Corporation (WUC) under the Ministry of Land Management, Water and Sanitation Services is a parastatal organization wholly owned by the Botswana Government of Botswana. WUC intends to implement wastewater reclamation plant, pipeline and pumping and upgrading the existing Glen Valley wastewater treatment plant through the Public Private Partnership (PPP) method.  
1
2. WUC invites interested Applicants or Applicant consortiums to participate in the qualification process for the selection of a Private Partner through International Competitive Bidding (ICB) process in accordance with the Laws of Botswana and is open to all eligible bidders as defined in the Request for Qualification document.  
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3. WUC intends to engage a PPP private partner for the operation, management and maintenance of the Existing Glen Valley Wastewater Treatment Plant and development of a Reclamation Plant and transfer pipeline under a Design Build Finance Operate and Maintenance Contract (the DBFOM Contract).  
3
4. The scope of the project includes:
  - (i) Design, finance, rehabilitate, operate, and transfer of the existing Glen Valley Wastewater Treatment Plant with capacity of 90 ML/d.
  - (ii) Design, finance, build, operate, transfer of a greenfield tertiary treatment plant (Reclamation Plant) with a capacity of 50 ML/d to be constructed in two stages: (a) initially, it shall have a capacity of 25 ML/d; and (b) an additional capacity expansion of 25 ML/d at a later stage (exact timing will be defined in the Concession Agreement).
  - (iii) A pumping station and pipeline at the WWTP to convey effluent to the reclamation treatment plant.
  - (iv) The operation of both plants.
  - (v) A pumping station and pipeline at the reclamation plant to pump potable water to the Gaborone Reservoir.
  - (vi) A water quality testing laboratory  
4
5. The existing Glen Valley wastewater treatment plant serves Gaborone and consists of two activated sludge plants: (i) 40 ML/d capacity plant (Plant 1) and (ii) 50 ML/d capacity plant (Plant 2). The Existing Glen Valley wastewater treatment plant currently treats between 50 and 60 ML/d of wastewater out of a 90 ML/d capacity.
6. WUC is currently performing rehabilitation works on Plant 1 and Plant 2 of the Existing Glen Valley Wastewater Plant which will be completed by February 2021, before the Concessionaire takes over operations.  
5

7. The upgrading of the Existing Glen Valley wastewater treatment plant is expected to return capacity to 90 ML/d, with Prequalified Bidders required to perform their own due diligence after completion of the two rehabilitation contracts and accept the plant “as is”.

6

8. Treated effluent will be available for potable reuse and will be treated by a new Reclamation Plant to be designed, built, financed, operated and maintained by the Concessionaire.

7

9. The re-use water will be discharged in the Gaborone Reservoir for blending with source water in the reservoir which will then be treated by WUC in the existing Gaborone potable water treatment plant. In the event of prolonged droughts and extreme low water levels in the dam, the reservoir will be by-passed, and re-use water will need to be conveyed directly to the Gaborone potable water treatment plant.

8

10. International Finance Corporation (IFC), a member of the World Bank Group, is the Transaction Advisor for the Project.

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11. WUC now invites Prospective Applicants to indicate their interest in the Project by obtaining the Request for Qualification (RfQ) documents from [www.wuc.bw](http://www.wuc.bw). Details of the Project, application submission process and requirements have been set out the RfQ.

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12. Interested eligible applicants are required to submit **one (1) original and three (3) copies and 1 CD/memory stick of the Request for Prequalification of Interest document** in sealed envelopes marked “**Prequalification Application for the Glen Valley Wastewater Treatment and Reuse PPP Project**” to:

The Corporation Secretary  
Tender Room located in the ground floor  
Water Utilities Corporation  
Sedibeng House  
Plot 17530  
Luthuli Road  
Old Industrial Site  
Gaborone,  
BOTSWANA

13. Qualifications documents are to be hand delivered to the above address by **14 January 2021 at 1400hrs** Botswana Local Time. **LATE SUBMISSIONS and SUBMISSIONS NOT IN ENGLISH WILL NOT BE ACCEPTED.**

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#### 14. Option for Online Submission

Firms shall have the option of submitting their Applications electronically.

The electronic Bidding submission procedures shall be: **ONE DRIVE FOLDER**

The PDF copy of the Applicants should be submitted through ONE Drive. The submission should be password protected. The procedure is:

- a) *The Applicants to use upload the file to one drive and send link to the following email:*  
[procurement@wuc.bw](mailto:procurement@wuc.bw)

i. **Password** should be sent separately to WUC Internal Audit email:

[internalaudit@wuc.bw](mailto:internalaudit@wuc.bw)

*Firm will receive submission confirmation email from the WUC once the Application is received by e-mail.*

b) *Clarity in Password rules and character composition*

i. *The length of password used should be 6-8 characters.*

ii. *Use of Special characters, numeric numbers, i.e. avoid using the number zero (0) as it conflicts with letter 'O'.*

Interested Applicants may obtain further information at the address below during working hours (i.e. 0800hrs to 1230hrs and 1400hrs to 1600hrs) Botswana local time, Mondays to Fridays inclusive, except on Public Holidays

Water Utilities Corporation reserves the right to accept or reject any or all applications, or to cancel the entire proceedings without giving any reasons whatsoever.

Enquiries regarding the tender should be addressed to: [zmmolawa@wuc.bw](mailto:zmmolawa@wuc.bw)

Telephone enquiries: **Senior Manager – Supply Chain**      **360 4408**  
**Senior Buyer**    **360 4455**



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## Gaborone Wastewater Treatment and Reuse PPP



### Request for Qualification

[•], 2020



## **DISCLAIMER**

Water Utilities Corporation ("**WUC**") is providing this Request for Qualification solely for use by Prospective Bidders (as defined below) in preparing and submitting Prequalification Applications (as defined below) as part of the Bid Process (as defined below) in connection with the Project (as defined below). It has been prepared with the assistance of the International Finance Corporation (the "**IFC**") as lead transaction advisor on the Project, acting through its Advisory Services Division.

Neither the GOB, MLWS, WUC, IFC nor any of their respective employees, consultants or advisors:

- (a) makes any representation or warranty (express or implied) as to the accuracy or completeness of the information contained herein or in any other document made available to a Prospective Bidder (at any time) in connection with the Bid Process;
- (b) shall have any liability for this Request for Qualification, for the Project or for any other written or oral communication transmitted to a Prospective Bidder in connection with the Bid Process or a Prospective Bidder's evaluation of the Project; or
- (c) will be liable to reimburse or compensate a Prospective Bidder for any costs or expenses incurred by a Prospective Bidder in evaluating or acting upon this Request for Qualification or otherwise in connection with the Bid Process, the Project or otherwise.

This Request for Qualification constitutes an invitation to submit a Prequalification Application. It does not constitute a solicitation to invest, or otherwise participate in, the Project.

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## 1. DEFINITIONS

<b>Affiliate</b>	means any Person which, alone or together with any other Person, directly or indirectly through one or more intermediaries: (i) Controls the Prospective Bidder (or, if the Prospective Bidder is a Consortium, Controls any Consortium Member), (ii) is Controlled by the Prospective Bidder (or, if the Prospective Bidder is a Consortium, any Consortium Member) or (iii) is under common Control with the Prospective Bidder (or, if the Prospective Bidder is a Consortium, any Consortium Member).
<b>Authorized Representative</b>	means the representative of the Prospective Bidder authorized to sign the Prequalification Application pursuant to the authorization in the form of <b><u>Annex 1</u></b> ( <i>Authorized Representative of Prospective Bidder</i> ).
<b>Bid Committee</b>	means the committee set up by WUC to manage the Bid Process on behalf of WUC.
<b>Bid Process</b>	means the competitive bid process implemented by WUC in order to select a Concessionaire.
<b>Botswana Law</b>	means the Constitution, laws or regulations and other forms of primary and secondary legislation which are in force in Botswana, as well as the final and binding judgments, orders and decisions of any court of competent jurisdiction in Botswana and international conventions which are applicable in Botswana as part of Botswana law.
<b>Company</b>	means a company, firm, corporate body, statutory body or other legal entity having separate legal existence and capable of suing or being sued under the jurisdiction of the State in which it is formed.
<b>Concession Agreement</b>	means the concession agreement for the wastewater treatment and reuse to be entered into by WUC, as Contracting Authority, and the Concessionaire.
<b>Concessionaire</b>	means the special purpose limited liability Company incorporated in Botswana to sign the Concession Agreement following the Bid Process and to undertake the Project.
<b>Connected Person</b>	means, in relation to any Person: (i) any Affiliate of such Person; (ii) any director, senior executive or manager either of such Person or of any Person referred to in paragraph (i); (iii) any consultant, agent or representative supporting such Person in connection with the Project; and (iv) any Person with an aggregate ultimate beneficial interest in at least five per cent of the share capital or ownership interest in such Person (howsoever held).
<b>Consortium</b>	means a Prospective Bidder which comprises two or more Companies.



<b>Consortium Member</b>	means any Company which is a member of a Consortium, including the Lead Member and the Wastewater Operator Member.
<b>Contracting Authority</b>	means the Water Utilities Corporation.
<b>Control or Controlled</b>	means the power to direct or cause the direction of the management policies of a Company whether through: <ul style="list-style-type: none"> <li>(i) direct or indirect ownership of at least fifty per cent plus one share of the outstanding voting shares; or</li> <li>(ii) direct or indirect ownership of at least twenty per cent of the outstanding voting shares and: <ul style="list-style-type: none"> <li>i. possession of voting rights through voting trusts or voting agreements over a certain number of shares, such that the total number of shares owned together with the number of shares over which it has voting rights is equivalent to fifty per cent plus one share of the outstanding voting shares; or</li> <li>ii. the ability to elect a majority of that Company's board of directors.</li> </ul> </li> </ul>
<b>Data Sheet</b>	means the data sheet attached as <b><u>Schedule 1</u></b> ( <i>Data Sheet</i> ).
<b>Estimated Timetable</b>	means the estimated timetable of the Bid Process attached as <b><u>Schedule 2</u></b> ( <i>Estimated Timetable</i> ).
<b>Existing Plant</b>	means the existing Glen Valley wastewater treatment plant in Gaborone which is composed of Plant 1 and Plant 2 as further described in Clause 2.3.
<b>GOB</b>	means the Government of the Republic Botswana.
<b>IFC</b>	means the International Finance Corporation.
<b>IFRS</b>	means the International Financial Reporting Standards promulgated by the International Accounting Standards Board (the " <b>IASB</b> ") (which include standards and interpretations approved by the IASB and international accounting standards issued under previous constitutions), together with its pronouncements thereon from time to time.
<b>Information Memorandum</b>	means the document attached in <u>Error! Reference source not found.</u> ( <b><i>Error! Reference source not found.</i></b> ) to this Prequalification Document describing the Project.
<b>Lead Member</b>	means the Consortium Member designated as such in the Prequalification Application.
<b>Legal Criteria</b>	means the legal criteria set out in Clause 4.5 ( <i>Legal Criteria</i> ).
<b>MLWS</b>	means Ministry of Land Management, Water and Sanitation Services.
<b>Non-Prequalified Bidder</b>	means a Prospective Bidder whose Prequalification Application has been rejected in accordance with Clause 8.6.2 ( <i>Results of Evaluation</i> ).

<b>Person</b>	means any Botswana or foreign natural or legal person, partnership, enterprise, governmental agency or any other entity or instrumentality, whether public or private.
<b>Pipeline</b>	means the pipeline to be laid by the Concessionaire to transport and convey Reuse Water from the Reuse Plant to the Gaborone Reservoir Discharge Point, as described in greater detail in the Technical Specifications of the Concession Agreement.
<b>PPP</b>	means Public Private Partnership.
<b>Prequalification Application</b>	means the application substantially in the form set out in <b>Schedule 4</b> ( <i>Form and Content of Prequalification Application</i> ), submitted by a Prospective Bidder pursuant to Clause 7 ( <i>Submission of Prequalification Applications</i> ) of this Request for Qualification.
<b>Prequalification Application Submission Deadline</b>	means the time and date stated in the Data Sheet.
<b>Prequalification Criteria</b>	means the legal criteria set forth in Clause 4.5 ( <i>Legal Criteria</i> ) and the technical and financial capability requirements set forth in <b>Schedule 3</b> ( <i>Technical and Financial Criteria</i> ).
<b>Prequalified Bidder</b>	means a Prospective Bidder whose Prequalification Application has been determined to meet the Prequalification Criteria in accordance with Clause 8.6.1 ( <i>Results of Evaluation</i> ).
<b>Project</b>	means the project to finance, design, build the Reuse Plant and the Pipeline and to operate and maintain the Existing Glen Valley Wastewater Treatment Plant, the Reuse Plant and the Pipeline in accordance with the terms and conditions of the Concession Agreement and as further described in the Information Memorandum.
<b>Prospective Bidder</b>	means any Company or Consortium that has requested this Request for Qualification and intends to submit a Prequalification Application.
<b>Request for Proposal</b>	means the request for proposal to be issued by WUC to the Prequalified Bidders.
<b>Request for Qualification</b>	means this document.
<b>Reuse Plant</b>	means the Glen Valley wastewater reclamation plant to be financed, built, operated and maintained by the Concessionaire.
<b>Transaction Advisor</b>	means the entity indicated in the Data Sheet.
<b>Wastewater Operator Member</b>	means the Consortium Member designated as such in the Prequalification Application.

**WUC** means the Water Utilities Corporation.

## 2. INTRODUCTION

### 2.1 Country and Sectoral Context

Botswana is an upper middle-income country and has been **one of the world's fastest growing** economies. Since independence, economic growth has been sustained, averaging **8.7 percent** between 1966 and 2008 (among the highest of any country over this period).

**Gaborone**, the capital city of Botswana, is the largest urban center and the seat of the national government. Founded in 1965, it was chosen as the capital as adequate water resources were deemed capable to support investment and growth.

Rapid population growth in Gaborone and recent drought conditions have increased the demand for water which is currently 58 Mm<sup>3</sup>/year (from 52 Mm<sup>3</sup>/year in 2013).

Supply of potable water is at 44 Mm<sup>3</sup>/year and WUC increasingly relies on water imports from South Africa and has introduced water use restrictions

Improving water security is a top priority, as Botswana is one of four Southern Africa nations that could become highly water stressed by 2040.

### 2.2 Presentation of WUC

#### 2.2.1 WUs Corporate Profile

Water Utilities Corporation ("**WUC**") was established in 1970 through an Act of Parliament. The mandate of WUC is to provide potable and wastewater services throughout the country.

WUC is a parastatal organization wholly owned by the Botswana Government, with a Board of Directors appointed by the Minister of Land Management, Water and Sanitation Services. There are eleven (11) Departments namely, Chief Executive Officer's Office, Operations, Water Resources, Finance and Supply Chain Management, Technical Services, Internal Audit, Shared Services, Customer Care, Corporation Secretary, Strategy and Corporate Affairs and Human Resource.

WUC has a mandate to supply potable water and provide wastewater management services to the entire country. WUC has a fit for purpose organization structure with ten (10) business centers which delivers its operations to customers. The business centers are; Gaborone, Molepolole & Mochudi, Lobatse & Kanye, Tsabong, Gantsi, Maun, Mahalapye & Palapye, Serowe & Letlhakane, Francistown & S/Phikwe, Masunga & Kasane. Notably, the organization structure as supported by the business operating model is intended to ensure that the business centers are empowered and resourced to operate like semi-autonomous entities.

#### 2.2.2 WUC Corporate Governance

WUC subscribes to and is committed to the accepted practices of good governance and international best practice. In all its undertakings, WUC shall not tolerate fraud, corruption, malpractice or maladministration.

WUC further commits to preventing, detecting and timely responding to issues of fraud, corruption, malpractice or maladministration, and expects its employees, suppliers, contractors, general members of the public to be fair and honest in their dealings with WUC. WUC maintains an open-door policy, where issues relating to fraud, corruption, malpractice or

maladministration can be freely reported through the hotline/tip-off anonymous program and/or Internal Audit. Issues can be reported through; writing, email, telephone or in person.

### **2.3 Situation at the Existing Plant**

The sewer network of Gaborone is served by one wastewater treatment plant at Glen Valley (the Existing Plant) which consists of two activated sludge plants:

- a 40 MLD capacity plant built in 1997 (**Plant 1**); and
- an additional 50 MLD capacity plant built in 2014 (**Plant 2**).

The Existing Plant currently treats between 50 and 60 MLD of wastewater out of a 90 MLD capacity.

WUC is currently unable to operate the Existing Plant up to performance specifications because of several defective items.

WUC is currently performing rehabilitation works on Plant 1 and Plant 2 of the Existing Plant which will be completed by February 2021.

Such rehabilitation works will be completed before the Concessionaire takes over operations at the Existing Plant. The capacity of the Existing Plant is likely to return to 90MLD after the upgrades have been completed.

Prequalified Bidders will need to perform their own due diligence after completion of the two rehabilitation contracts and accept the plant “as is”.

The Project includes the operation and maintenance of the Existing Plant and the development of a Reuse Plant (see below).

### **2.4 Reuse Plant**

When the Existing Plant will be operating according to performance specifications, treated effluent will be available for potable reuse and will be treated by a new Reuse Plant to be designed, built, financed, operated and maintained by the Concessionaire.

The Reuse Plant will be built in two phases. Initially, it shall have a capacity of 25 MLD; an additional capacity expansion of 25 MLD shall be available at a later stage (exact timing will be defined in the Concession Agreement).

The re-use water will be discharged in the Gaborone Reservoir for blending with source water in the reservoir. This water will then be treated by WUC in the existing Gaborone potable water treatment plant.

In case of prolonged droughts and extreme low water levels in the dam, the reservoir will be by-passed and re-use water will need to be conveyed directly to the Gaborone potable water treatment plant.

### **2.5 Invitation to submit a Prequalification Application**

Prospective Bidders are hereby invited to submit a Prequalification Application which complies with the requirements of this Request for Qualification.

Only Prequalified Bidders will be invited to participate in subsequent stages of the Bid Process.

### **3. RESERVED RIGHTS**

WUC reserves all rights in connection with the conduct of the Bid Process (which rights are exercisable by WUC in its sole and absolute discretion) including without limitation all rights to:

- (a) suspend, cancel, modify or extend the Bid Process at any time;
- (b) reject any or all Prequalification Applications; and
- (c) modify all dates set or projected in this Request for Qualification.

### **4. PROSPECTIVE BIDDERS**

#### **4.1 Prospective Bidders Composition**

**4.1.1** A Prospective Bidder may take the form of a single Company or a Consortium.

**4.1.2** The identity of Prospective Bidders (including the composition of any Consortium) shall be fixed with effect from the Prequalification Application Submission Deadline. No change in identity or composition (including any partnering arrangements) shall be permitted without the prior written approval of WUC (in its exclusive discretion).

**4.1.3** WUC shall be entitled to withhold its consent, for any reason, including if the proposed change may affect (a) the fulfillment by the Prospective Bidder of the Prequalification Criteria, (b) the capacity of the Prospective Bidder to implement the Project or (c) such other matters as may be in the public or national interest.

**4.1.4** The conditions and restrictions related to the shareholding structure of the Concessionaire during the life of the Project will be set out in the draft Concession Agreement which shall be made available to the Prequalified Bidders with the bidding documents.

**4.1.5** Prospective Bidders are encouraged to partner with Botswana citizen-owned companies.

#### **4.2 Prequalification Criteria**

A Prospective Bidder (whether a single Company or a Consortium) must fulfill the Prequalification Criteria.

#### **4.3 Rules Applicable to Consortia**

##### **4.3.1 Lead Member**

A Consortium shall include a Lead Member.

The Lead Member shall represent and bind all Consortium Members in all matters relating to the Bid Process.

The Lead Member shall fulfill:

- (a) the financial criterion n°1, as set out in Clause 2.1 (*Financial Criterion n°1*) of

**Schedule 3** (*Technical and Financial Criteria*); and

- (b) the financial criterion n°2, as set out in Clause 2.2 (*Financial Criterion n°2*) of **Schedule 3** (*Technical and Financial Criteria*).

The Lead Member shall comply with any other obligation applicable to Lead Members as expressly provided for in this Prequalification Document.

#### **4.3.2 Wastewater Operator Member**

A Consortium shall include a Wastewater Operator Member.

The Wastewater Operator Member shall fulfill the technical capability requirements set out in Clauses 1.1, 1.2 and 1.4, of **Schedule 3** (*Technical and Financial Criteria*).

The Wastewater Operator Member may also be the Lead Member.

#### **4.3.3 Liability of Consortium Members**

All Consortium Members shall have joint and several liability for the purpose of the Bid Process.

#### **4.4 Participation Restrictions**

- 4.4.1** No individual Prospective Bidder or Consortium Member may prequalify if it owns more than five per cent (5%) of the shares (directly or indirectly, in terms of voting rights and/or rights to dividends) of another individual Prospective Bidder or Member of another Consortium or any of their respective Affiliates.
- 4.4.2** If any individual Prospective Bidder or Consortium Member owns five per cent (5%) or less of the shares (directly or indirectly, in terms of voting rights and/or rights to dividends) of another individual Prospective Bidder or Member of another Consortium or any of their respective Affiliates, this ownership interest must be immediately disclosed in writing to WUC. WUC will then evaluate whether this ownership interest could potentially affect fair competition in the Bid Process. In such case, such individual Prospective Bidder or Consortium Member may not prequalify.
- 4.4.3** No individual Prospective Bidder or Consortium Member may prequalify if it has any representative on the Board of Directors of another individual Prospective Bidder or Member of another Consortium.
- 4.4.4** No individual Prospective Bidder or Consortium Member may prequalify if any Government of Botswana ("**GOB**") or WUC officers, employees, agents, advisors or external consultants hold any shares in the individual Prospective Bidder or a Consortium Member. Furthermore, no Prospective Bidder or Consortium Member may have a financial or a close relationship with any officer, employee, agent, advisor or external consultant of, or to, GOB or any agency of the GOB (including WUC), or through common third parties involved in any way in the Bid Process that may put the Prospective Bidder or Consortium Member in a position to have access to advantageous information or may influence the results of the evaluations.
- 4.4.5** Notwithstanding Clauses 4.4.1 and 4.4.2, an individual Prospective Bidder or Consortium may prequalify if it can present evidence that arrangements have been established that any such relations do not materially affect the independent investment decisions of the individual

Prospective Bidder or Consortium in which such cross shareholding, financial or close relationship exists.

#### 4.5 Legal Criteria

**4.5.1** A Prospective Bidder or, where the Prospective Bidder is a Consortium, each Consortium Member must satisfy all of the following legal criteria (the "**Legal Criteria**") and the Prospective Bidder or the Lead Member on behalf of all Consortium Members must submit confirmation in the form set forth as **Annex 5** (*Legal Criteria Confirmation*) to this Request for Qualification affirming that:

- (a) it is not in bankruptcy or liquidation proceedings and has a reasonable expectation of being able to meet its debts as they fall due;
- (b) neither it nor to its knowledge any Connected Person has been convicted of fraud, corruption, collusion or money laundering or for a criminal act involving dishonesty, physical violence or harm to human life, nor is the subject of credible and/or persistent allegations related to, or is under investigation for, such criminal activities;
- (c) there exists no conflict of interest or potential conflict of interest arising from prior or existing contracts, agreements or relationships which affects or could affect its or (upon formation) the Concessionaire's (as applicable) potential involvement in the Project;
- (d) it has no tax liabilities or liabilities in respect of judgments awarded by any court or similar proceedings in the period of three years prior to the date of this Request for Qualification, save in each case to the extent that that such liabilities are the subject of bona fide disputes for which it has made a suitable accounting provision for such liabilities in accordance with applicable accounting regulations;
- (e) neither it nor any Connected Person has previously been barred from participation in a bid or other public procurement process in Botswana or in any other jurisdiction to which it belongs, the bar subsists as on the Prequalification Application Submission Deadline and would be applicable to the specifics of the Project, for example, the bar would be applicable to wastewater projects; and
- (f) neither it nor any Connected Person has operations (directly or through any subsidiary) or carries out transactions that are not in compliance with any sanctions promulgated by the UN Security Council or its Committees or by WUC.

**4.5.2** If a Prospective Bidder or, where the Prospective Bidder is a Consortium, each Consortium Member or any of their Connected Persons is debarred by institutions by the World Bank Group and listed on <http://www.worldbank.org/debarr>, the debarment specifics as applicable to this Project shall apply to the Bid Process.

**4.5.3** A Prospective Bidder or, where the Prospective Bidder is a Consortium, each Consortium Member should not have, in the five (5) years preceding the Prequalification Application Submission Deadline:

- (a) been expelled from any project or contract by any public entity or authority inside or outside of Botswana; or
- (b) had any contract terminated by any public entity or authority inside or outside of Botswana for breach by such Prospective Bidder or Consortium Member.



## 4.6 Costs

The Prospective Bidder shall bear all costs and expenses associated with its participation in the Bid Process, including the preparation and submission of its Prequalification Application and the preparation of responses to questions or requests for clarification posed to it by WUC.

## 5. PREQUALIFICATION PROCESS

### 5.1 Clarification of Request for Qualification

**5.1.1** A Prospective Bidder requiring any clarification on this Request for Qualification may send an electronic request for clarification to WUC with a copy to the Transaction Advisor to the e-mail addresses indicated in the Data Sheet, no later than ten (10) calendar days prior to the Prequalification Application Submission Deadline.

**5.1.2** Electronic copies of the response, including an explanation of the query but not identification of its source shall be sent to all Prospective Bidders no later than five (5) calendar days before the Prequalification Applications Submission Deadline. WUC may choose to provide a single response to a group of similar or repeated queries and further reserves the right not to respond to certain queries.

### 5.2 Timetable

**5.2.1** The Estimated Timetable is specified in **Schedule 2** (*Estimated Timetable*).

**5.2.2** WUC may, in its sole discretion and without prior notice to the Prospective Bidders, amend the Estimated Timetable. Prospective Bidders shall not rely in any way whatsoever on the Estimated Timetable and WUC shall not incur any liability whatsoever arising out of amendments to the Estimated Timetable. WUC will promptly notify the Prospective Bidders of changes to the Estimated Timetable.

## 6. PREPARATION OF PREQUALIFICATION APPLICATIONS

### 6.1 Language of Prequalification Application

The Prequalification Application prepared by the Prospective Bidder and all correspondence and documents related to the Prequalification Application shall be in the language specified in the Data Sheet, with the exception that any pre-printed information (e.g. brochures) furnished by the Prospective Bidder may be written in another language, provided that it is accompanied by a certified translation of its relevant sections in the language specified in the Data Sheet.

### 6.2 Content of Prequalification Application

#### 6.2.1 Forms and Content

The Prequalification Application submitted by a Prospective Bidder shall comprise all documents specified in **Schedule 4** (*Form and Content of Prequalification Application*), in the format prescribed therein.

#### 6.2.2 References from Affiliates

The Prospective Bidder, or if the Prospective Bidder is a Consortium, the relevant Consortium

Member, may include references undertaken by one or more of its Affiliates to satisfy the technical capability requirements set out in Clauses 1.1 to 1.4 of **Schedule 3** (*Technical and Financial Criteria*).

In case the Prospective Bidder, or if the Prospective Bidder is a Consortium, the relevant Consortium Member, chooses to include evidence of projects undertaken by one or more of its Affiliates, it shall submit, in addition to all other documentation required by **Schedule 4** (*Form and Content of Prequalification Application*) in respect to the Prospective Bidder (or if the Prospective Bidder is a Consortium, the relevant Consortium Member), the documentation specified in Clause 4 of **Schedule 4** (*Form and Content of Prequalification Application*) with respect to this Affiliate as well as evidence of the relationship of affiliation between the Prospective Bidder or the relevant Consortium Member and this Affiliate.

## **7. SUBMISSION OF PREQUALIFICATION APPLICATIONS**

### **7.1 Format and Signing of Prequalification Applications**

**7.1.1** The Prospective Bidder shall prepare and submit one (1) printed original, two (2) printed copies and one (1) electronic copy (on CD-ROM/DVD-ROM or USB drive) of the complete Prequalification Application (clearly marking each one as "ORIGINAL", "COPY NO.1", "COPY NO.2", "ELECTRONIC COPY", etc. as appropriate). In the event of any discrepancy between the original and the copies (either paper or electronic), the original shall prevail.

**7.1.2** The printed original and the two (2) printed copies of the Prequalification Application shall be typed or written in indelible ink and shall be signed by the Authorized Representative of the Prospective Bidder as set forth in the Prequalification Application. All pages of the Prequalification Application, except for unamended printed literature, shall be numbered and shall be initialed by the Authorized Representative. The Prequalification Application shall contain no alterations, omissions or additions, unless such corrections are initialed by the Authorized Representative.

**7.1.3** The electronic copy shall contain a scanned electronic copy in PDF format of the complete original Prequalification Application, shall be free of any virus and shall contain non-compressed and non-protected files in printable and reproducible PDF format.

**7.1.4** Prospective Bidders shall not submit their Prequalification Application by e-mail.

### **7.2 Sealing and Marking of Prequalification Applications**

**7.2.1** The Prospective Bidder shall sign and seal the original and each copy of the Prequalification Application in separate envelopes, duly marking the envelopes as "PREQUALIFICATION APPLICATION - ORIGINAL"; "PREQUALIFICATION APPLICATION - COPIES" and "PREQUALIFICATION APPLICATION - ELECTRONIC COPY". The envelopes shall then be sealed in an outer envelope. The outer envelope shall bear no identification of the Prospective Bidder.

**7.2.2** The inner and outer envelopes shall:

- (a) be addressed to WUC at the address specified in the Data Sheet.
- (b) bear the following identification: "**Prequalification Application for the Gaborone Wastewater Treatment and Reuse PPP Project: Do Not Open Before 2pm**"

**Gaborone Time on 10 December, 2020".**

**7.2.3** The inner envelopes shall indicate the name and address of the Prospective Bidder (in case of a Consortium, the name and address of the Lead Member).

**7.2.4** If the outer envelope is not sealed or marked as above, WUC shall assume no responsibility or liability for the misplacement or premature opening of the Prequalification Application. If the outer envelope discloses the Prospective Bidder's identity, WUC shall not guarantee the anonymity of the Prequalification Application submission, but this disclosure shall not constitute grounds for Prequalification Application rejection.

**7.3 Prequalification Application Submission Deadline**

**7.3.1** Prequalification Applications shall be delivered to WUC at the address specified in the Data Sheet no later than the Prequalification Application Submission Deadline.

**7.3.2** Any Prequalification Application received by WUC after the Prequalification Application Submission Deadline shall be rejected.

**7.3.3** WUC may, at its discretion, extend the Prequalification Application Submission Deadline by giving notice to all Prospective Bidders.

**8. PREQUALIFICATION APPLICATIONS OPENING AND EVALUATION****8.1 Opening of Prequalification Applications**

**8.1.1** Two (2) representatives of each Prospective Bidder shall be entitled to attend the opening of Prequalification Applications at the time and place stipulated in the Data Sheet and the Estimated Timetable, as may be amended from time to time.

**8.1.2** The Bid Committee will open the outer envelope to determine the name of the relevant Prospective Bidder or, in the case of a Consortium, the Lead Member, before declaring such Prequalification Application to have been submitted "on time" and announcing such name(s) publicly to those attending the meeting.

**8.1.3** Once all outer envelopes have been opened and all Prequalification Applications have been designated "on time" pursuant to Clause 8.1.2 (*Opening of Prequalification Applications*), the Bid Committee shall declare the meeting closed. Thereafter the Bid Committee shall promptly commence the evaluation of Prequalification Applications declared "on time" in accordance with this Clause 8 (*Prequalification Applications Opening and Evaluation*).

**8.1.4** The Bid Committee shall prepare minutes of the opening of Prequalification Applications, including a list of attendees and noting which Prequalification Applications were declared "on time", and shall send such minutes to Prospective Bidders.

**8.2 Determination of Responsiveness**

**8.2.1** Following the opening of Prequalification Applications and prior to the evaluation of the Prequalification Applications in accordance with the Prequalification Criteria, the Bid Committee shall conduct a detailed examination of the Prequalification Applications in order to determine whether they are **substantially responsive** to the requirements set forth in this Request for Qualification.

For purposes of this determination, a "**substantially responsive**" Prequalification Application is one that:

- (a) is complete and contains documents properly signed; and
- (b) conforms to all material terms and conditions set out in the Request for Qualification without any material deviation, reservation or omission.

This determination may be made without seeking clarification or after clarification pursuant to Clause 8.4 (*Clarification of Prequalification Applications*).

**8.2.2** Prequalification Applications which have been determined not to be substantially responsive as set out in Clause 8.2.1 (*Determination of Responsiveness*) above shall be rejected. The Bid Committee shall notify the relevant Prospective Bidder or Lead Member (as applicable) of its rejection in due course.

### **8.3 Detailed Evaluation**

The Bid Committee shall carry out a detailed evaluation of the Prequalification Applications that have been found substantially responsive in accordance with Clause 8.2.1 (*Determination of Responsiveness*) above.

### **8.4 Clarification of Prequalification Applications**

Where the Bid Committee deems it convenient or necessary, it may (but shall not be obliged to) request written clarification from a Prospective Bidder (whether relating to such Prospective Bidder, any Consortium Member, the relevant Prequalification Application or any document submitted as part thereof or otherwise in connection therewith) for determining whether the Prequalification Application is substantially responsive. Whenever such request is made, the Prospective Bidder shall provide such written clarifications to the Bid Committee by such date as may be specified by the Bid Committee.

### **8.5 Waiver of Non-Conformities in Prequalification Applications**

The Bid Committee may waive any minor non-conformity or irregularity in a Prequalification Application which does not constitute or have effect of a material deviation, and which does not prejudice or affect the determination of responsiveness or evaluation of the Prequalification Application in accordance with the provisions of this Request for Qualification.

### **8.6 Results of Evaluation**

**8.6.1** A Prospective Bidder whose Prequalification Application is determined by the Bid Committee to meet the Prequalification Criteria shall be designated as being a "**Prequalified Bidder**".

**8.6.2** A Prospective Bidder whose Prequalification Application is determined by the Bid Committee not to meet the Prequalification Criteria shall be designated as being a "**Non-Prequalified Bidder**".

**8.6.3** After completion of the evaluation of the Prequalification Applications, WUC shall either:

- (a) notify a Prospective Bidder that it has been designated as being a Non-Prequalified Bidder; or

- (b) notify a Prospective Bidder that it has been designated as being a Prequalified Bidder and will receive a Request for Proposal.

#### **8.7 Conditions for Disqualification**

The Bid Committee may disqualify a Prospective Bidder from the Bid Process at any time whether during the evaluation carried out pursuant to this Clause 8 (*Prequalification Applications Opening and Evaluation*) or thereafter if the Bid Committee discovers: (a) that any statement in any document provided by such Prospective Bidder as part of or in connection with the Prequalification Application or the Bid Process is or was when made misleading in any material respect; or (b) the Prospective Bidder or any Connected Person engaged in any fraudulent, corrupt or collusive practice in connection with the Bid Process or the Project.

#### **9. GOVERNING LAW**

This Request for Qualification and the Bid Process shall be governed by the Laws of Botswana.

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**SCHEDULE 1. DATA SHEET**

<b>Project Name</b>	<b>GABORONE WASTEWATER TREATMENT AND REUSE PPP PROJECT</b>
<b>Issuer of Request for Qualification</b>	Water Utilities Corporation
<b>Address and Key Contact</b>	The Corporation Secretary Water Utilities Corporation  Attention :Zibo Mmolawa Email :zmmolawa@wuc.bw
<b>Email for Requests for Clarifications</b>	WUC email: <a href="mailto:zmmolawa@wuc.bw">zmmolawa@wuc.bw</a> Copy to:
<b>Address for Submission of Prequalification Applications</b>	<i>The Tender Room, Ground Floor Water Utilities Corporation Sedibeng House Plot 17530 Luthuli Road Old Industrial Site Gaborone Botswana</i>
<b>Transaction Advisor</b>	IFC 14 Fricker Rd, Illovo, Johannesburg, 2196, South Africa  IFC email: <a href="mailto:gabswatereuse@ifc.org">gabswatereuse@ifc.org</a>
<b>Language of Prequalification Applications</b>	English
<b>Number of Copies of Prequalification Applications</b>	One (1) printed original; Two (2) printed copies; and One (1) electronic copy
<b>Prequalification Applications Submission Deadline</b>	2p.m. Botswana time on <b>January 14<sup>th</sup>, 2021.</b>
<b>Place of Prequalification Applications Opening</b>	<i>The Tender Room, Ground Floor Water Utilities Corporation Sedibeng House Plot 17530 Luthuli Road Old Industrial Site Gaborone Botswana</i>

**SCHEDULE 2. ESTIMATED TIMETABLE**

<b>Date</b>	<b>Milestone</b>
Nov 2020	Issuance of the Request for Qualification
Nov 2020	Prospective Bidder clarifications submission deadline
Dec 2020	Responses to Prospective Bidder clarifications
<b>Dec 2020</b>	<b>Prequalification Application Submission Deadline</b>
Jan 2021	Announcement of Prequalified Bidders
Jan 2021	Issuance of the Request for Proposal - including draft Concession Agreement and opening of data room
Feb 2021	First Round of bidder questions/clarifications
Feb 2021	Bidder's conference and site visits in Botswana
March 2021	Deadline for bidder mark up of bid documents
March 2021	Issuance of the final bid documents
April 2021	Bid submission deadline
May 2021	Evaluation of Technical Bids
June 2021	Opening of Financial Bids
June 2021	Adjudication - Selection of the Preferred Bidder
June 2021	Commercial closing (signing of Concession Agreement)
January 2022 (6months)	Financial closing (signing of all financing documents)/ completing all requirements for Concession Agreement effectiveness

*The timetable is presented for indicative purposes only.*

**SCHEDULE 3. TECHNICAL AND FINANCIAL CRITERIA****1. Technical Criteria****1.1 Technical Criterion n°1: Design Experience**

The Prospective Bidder, or, if the Prospective Bidder is a Consortium, [the Wastewater Operator Member], shall demonstrate that it designed, with the following characteristics:

- (a) at least two (2) water or wastewater treatment plants, each with a design capacity of at least 25 Ml/d;

and

- (b) at least two (2) water supply or wastewater projects which include pumping stations and pipelines, each with a design flow of at least 25 Ml/d.

and

- (c) at least one (1) potable reuse scheme using effluent from a WWTP as raw water source, with a design capacity of at least 25 Ml/d.

Design experience may be provided by a Nominated Sub-consultant and evidenced by a pre-bid agreement by the Bidder with the Nominated Sub-consultant.

**1.2 Technical Criterion n°2: General Construction Experience**

The Prospective Bidder, or, if the Prospective Bidder is a Consortium, [the Wastewater Operator Member] shall demonstrate that it constructed during the last 10 years:

- (a) at least two (2) water or wastewater treatment plants, each with a design capacity of at least 25 MLD;

and

- (b) at least two (2) water supply or wastewater projects which include pumping stations and pipelines, each with a design flow of at least 25 Ml/d.

**1.3 Technical Criterion n°3: Specific Construction Experience**

The Prospective Bidder, or, if the Prospective Bidder is a Consortium, [a Consortium Member] shall demonstrate that it constructed within the last 20 years, at least two (2) advanced treatment plants for water or wastewater which have included at least three (3) of the following processes, each with an average flow of at least 20 Ml/d:

- (a) rapid gravity filtration;
- (b) ultra or nano filtration;
- (c) membrane bio reactor;
- (d) advanced oxidation;
- (e) ozonation;



- (f) reverse osmosis of treated sewage effluent;
- (g) granular activated carbon;
- (h) biological activated carbon; and
- (i) ultra-violet light disinfection.

#### **1.4 Technical Criterion n°4: O&M Experience for Wastewater Treatment Plants**

The Prospective Bidder, or, if the Prospective Bidder is a Consortium, the Wastewater Operator Member, shall demonstrate that it operated and maintained for a continuous period of at least three (3) years either at least two (2) potable reuse plants, or at least one (1) potable reuse plant and one (1) wastewater treatment plant, or at least two (2) wastewater treatment plants with the following characteristics:

- (a) Each potable reuse plant shall use effluent from a WWTP as raw water source, and shall have a design capacity of at least 20 M/ld.
- (b) Each wastewater treatment plant shall comprise biological treatment including sludge handling process, and shall have a design capacity of at least 50 M/ld.

## **2. Financial Criteria**

### **2.1 Financial Criterion n°1: Net Worth**

The Prospective Bidder (if it is not a Consortium) shall demonstrate that it had “**Net Worth**”<sup>1</sup> of at least US\$ 25 million or equivalent at all times during its last three (3) fiscal years.

If the Prospective Bidder is a Consortium, the Lead Member shall demonstrate alone that it had Net Worth of at least US\$ 25 million or equivalent at all times during its last three (3) fiscal years.

### **2.2 Financial Criterion n°2: Experience in financing similar projects**

The Prospective Bidder, or if the Prospective Bidder is a Consortium, the Lead Member, shall demonstrate the ability to fund/finance the Project through debt and/or equity financing raised for the Project, including having financed at least two (2) infrastructure-sector projects worth at least US\$ 50 million each or one (1) project worth at least US\$ 150 million.

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<sup>1</sup> Net Worth means total consolidated assets minus total consolidated liabilities measured in accordance with IFRS reflected in audited financial statements for the fiscal year of any Company immediately preceding the year of submission of the Prequalification Application.

## SCHEDULE 4. FORM AND CONTENT OF PREQUALIFICATION APPLICATION

### PART A - CONTENT OF PREQUALIFICATION APPLICATION

The Prequalification Application shall be substantially in the form of the Part B to this **Schedule 4** and shall be signed by the Authorized Representative of the Prospective Bidder (or if the Prospective Bidder is a Consortium, by the Authorized Representative of the Lead Member). The Prequalification Application shall contain the following:

1. a written authorization, duly notarized, indicating that the Authorized Representative has the authority to sign the Prequalification Application and to represent the Prospective Bidder in connection with the Bid Process, in the form of **Annex 1** (*Authorized Representative of Prospective Bidder*) of the Prequalification Application; (to the extent that a Prospective Bidder considers that an authorization in general or the form attached as **Annex 1** (*Authorized Representative of Prospective Bidder*) of the Prequalification Application in particular is not effective or appropriate in its jurisdiction of incorporation, advance clarification and approval of an alternative document should be sought in accordance with Clause 5.1 (*Clarification of Request for Qualification*));
2. where the Prospective Bidder is a Consortium, a written authorization from each Consortium Member (except the Lead Member), duly notarized, indicating that the Lead Member and the Authorized Representative have the authority to represent the Consortium and bind all its Consortium Members in connection with the Prequalification Application and the Bid Process, as **Annex 2** (*Authorization to Lead Member*) of the Prequalification Application (to the extent that a Consortium Member considers that an authorization in general or the form attached as **Annex 2** (*Authorization to Lead Member*) of the Prequalification Application in particular is not effective or appropriate in its jurisdiction of incorporation, advance clarification and approval of an alternative document should be sought in accordance with Clause 5.1 (*Clarification of Request for Qualification*));
3. a comprehensive organisation chart showing - or narrative text describing - how the Prospective Bidder or, if the Prospective Bidder is a Consortium, each Consortium Member is owned, up to the level of ultimate beneficial ownership and identifying by name all Persons holding (at any level in the organisation structure) an aggregate ultimate beneficial interest of more than five per cent (5%), as **Annex 3** (*Organisation Chart*) of the Prequalification Application (or in the case of publicly listed companies, to the extent that such beneficial interest can be determined);
4. a certified copy of the constitutional documents of the Prospective Bidder (or if the Prospective Bidder is a Consortium, of each Consortium Member) and any amendments or equivalent documents under the jurisdiction of incorporation, as **Annex 4** (*Constitutional Documents*) of the Prequalification Application;
5. a confirmation substantially in the form attached as **Annex 5** (*Legal Criteria Confirmation*) of the Prequalification Application signed by the Authorized Representative;
6. evidence of design experience (including a certificate from the client and stating that such experience was carried out in a satisfactory manner) described in Clause 1.1 (*Technical Criterion n°1*) and Clause **Error! Reference source not found.** (**Error! Reference source not found.**) of **Schedule 3** in the form of **Annex 6** of the Prequalification Application;
7. evidence of general and specific construction experience (including a construction completion certificate for each project issued by the owner) described in Clause 1.2 and

Clause 1.3 of **Schedule 3** (*Technical and Financial Criteria*) in the form of **Annex 7** (*Evidence of Compliance with Construction Requirements*) of the Prequalification Application;

8. evidence of operation experience (including a certificate from the counterpart contracting party or regulator listing the criteria set forth in the operating experience and stating that such experience was carried out in a satisfactory manner) described in Clause 1.4 of **Schedule 3** (*Technical and Financial Criteria*) in the form of **Annex 8** (*Evidence of Compliance with O&M Requirements*) of the Prequalification Application;
9. evidence of financial capability (including IFRS compliant audited financial statements for the fiscal year immediately preceding the year of the Prequalification Application Submission Deadline) described in Clause 2 (*Financial Criteria*) of **Schedule 3** (*Technical and Financial Criteria*) in the form of **Annex 9** (*Evidence of Compliance with Financial Capability Requirements*) of the Prequalification Application; and
10. pre-printed literature (e.g. brochures) about the Prospective Bidder or the Consortium Members, if the Prospective Bidder or the Consortium Members wish to provide same, in the form attached as **Annex 10** (*Pre-printed Literature*) of the Prequalification Application.

**PART B - FORM OF PREQUALIFICATION APPLICATION**

[TO BE COMPLETED BY THE PROSPECTIVE BIDDER]

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

**Re:** Gaborone Wastewater Treatment and Reuse PPP Project

**To:** Water Utilities Corporation

**Private Bag 00276,**

**Gaborone, Botswana**

Dear Sir/Madam,

Pursuant to the Request for Qualification dated [•], [Name of Prospective Bidder/Lead Member of the Consortium] hereby submits the present Prequalification Application in conformity with the Request for Qualification and requests to be considered for prequalification for the Project.

[Complete if a Consortium:

The Lead Member is: [Insert name of the Company]

The Wastewater Operator Member is: [Insert name of the Company]

[Other Consortium Members, if any]]

[Name of Prospective Bidder/Lead Member], [and each Consortium Member (if applicable)] hereby:

1. represents and warrants that:
  - (a) as of the date of this Prequalification Application all of the information submitted in this Prequalification Application, including the enclosed forms and documents, is complete and accurate in all respects and not misleading;
  - (b) it has sufficient legal capacity and authority to participate in the Bid Process; and
  - (c) it agrees to comply with all the bid rules governing the Bid Process as issued by WUC from time to time; and
2. acknowledges:
  - (a) all rights of WUC under the Request for Qualification including all rights to: (i) suspend, cancel, modify or extend the Bid Process at any time; (ii) reject any Prequalification Application; (iii) modify all dates set or projected in the Request for Qualification; (iv) request additional information reasonably required to assess the Prequalification Application; and (v) amend the prequalification procedures and rules or make clarifications thereof;
  - (b) the disclaimer to the Request for Qualification; and
  - (c) the exclusive application of the laws of Botswana with respect to the Request for Qualification and the Bid Process.

Attached herewith to this Prequalification Application are the following documents, as appropriate:

- (a) Authorization of the Authorized Representative (**Annex 1**) [and if a Consortium, Lead Member Authorization (**Annex 2**)];
- (b) Organisation Chart (**Annex 3**);
- (c) Constitutional Documents (**Annex 4**);
- (d) Legal Criteria Confirmation (**Annex 5**);
- (e) Evidence of Compliance with Design Requirements (**Annex 6**);
- (f) Evidence of Compliance with O&M Requirements (**Annex 7**);
- (g) Evidence of Compliance with Construction Requirements (**Annex 8**);
- (h) Evidence of Compliance with Financial Capability Requirement (**Annex 9**); and
- (i) Pre-printed literature (**Annex 10**).

[Name of Prospective Bidder] hereby designates [•] as its authorized representative to receive notices in respect of the Request for Qualification and the Bid Process at the following address, telephone and facsimile numbers:

[Authorized Representative's address, telephone, facsimile numbers and email]

[signature]

In the capacity of [position]

Authorized to sign this Prequalification Application for [Name of Prospective Bidder]

**Annex 1. Authorized Representative of Prospective Bidder**

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 Prospective Bidder/Consortium Member]

Nationality: [•]

Holder of Passport or ID no. [•] issued by [•] dated [•]

Residing at [•]

hereafter the "**Grantor**",

Hereby:

1. appoints [Mr./Ms.] [name of representative] in [his/her] capacity as \_\_\_\_\_ of [name of Prospective Bidder/ Lead Member] (hereafter the "**Authorized Representative**"), to:
  - (a) execute under hand, or under seal, and deliver to the competent authorities all the documents listed in paragraph (d) below;
  - (b) deliver and receive any document or instrument in relation to the documents listed in paragraph (d) below;
  - (c) 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 (d) below; and
  - (d) the documents concerned by this authorization to represent being the following:

ALL DOCUMENTS IN RESPECT OF THE PREQUALIFICATION APPLICATION AND THE BID PROCESS FOR THE GABORONE WASTEWATER TREATMENT AND REUSE PUBLIC PRIVATE PARTNERSHIP PROJECT, AS MORE FULLY DESCRIBED IN THE REQUEST FOR QUALIFICATION DATED [•], AND CLARIFICATIONS AND OTHER COMMUNICATIONS WITH THE WATER UTILITIES CORPORATION IN RESPECT OF THE AFORESAID PROJECT.

2. authorizes the Authorized Representative to appoint others for all or part of the powers delegated by the present authorization.

IN WITNESS WHEREOF the Grantor has executed this authorization to represent [under seal] on the date set out above.

[SEAL]

[Signature]

[Name / Title of Grantor representative]

**Annex 2. Authorization to Lead Member**

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 Consortium Member]

Nationality: [•]

Holder of Passport or ID no. [•] issued by [•] dated [•]

Residing at [•]

hereafter the **Grantor**,

Hereby appoints [name of Lead Member, including corporate details] and its authorized representative (hereafter the "**Authorized Representative**"), to:

- (a) represent and bind the Grantor in respect to the Prequalification Application and the Bid Process (both terms as defined in the Request for Qualification referred to in paragraph (e) below);
- (b) execute under hand, or under seal, and deliver to the competent authorities all the documents listed in paragraph (e) below;
- (c) deliver and receive any document or instrument in relation to the documents listed in paragraph (e) below;
- (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; and
- (e) the documents concerned by this authorization being the following:

ALL DOCUMENTS IN RESPECT OF THE PREQUALIFICATION APPLICATION AND THE BID PROCESS FOR THE GABORONE WASTEWATER TREATMENT AND REUSE PUBLIC PRIVATE PARTNERSHIP PROJECT, AS MORE FULLY DESCRIBED IN THE REQUEST FOR QUALIFICATION DATED [•], AND CLARIFICATIONS AND OTHER COMMUNICATIONS WITH THE WATER UTILITIES CORPORATION IN RESPECT OF THE AFORESAID PROJECT.

IN WITNESS WHEREOF the Grantor has executed this authorization to represent [under seal] on the date set out above.

[SEAL]

[Signature]

[Name / Title of Grantor representative]

**Annex 3. Organisation Chart**

*[TO BE PROVIDED BY THE PROSPECTIVE BIDDER]*



**Annex 4. Constitutional Documents**

*[TO BE PROVIDED BY THE PROSPECTIVE BIDDER]*

**Annex 5. Legal Criteria Confirmation**

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

**Re:** Gaborone Wastewater Treatment and Reuse Public Private Partnership Project

**To:** Water Utilities Corporation ("**WUC**")

We hereby make reference to the request for qualification document published by WUC on [•] (the "**Request for Qualification**"). Capitalised terms defined in the Request for Qualification and used but not otherwise defined in this letter shall have the same meaning given to them in the Request for Qualification.

*[Name of Prospective Bidder/Lead Member of Consortium (on behalf of all Consortium Members)]* hereby confirms to WUC that, as of the date of this letter:

- (a) it is not in bankruptcy or liquidation proceedings and has a reasonable expectation of being able to meet its debts as they fall due;
- (b) neither it nor to its knowledge any Connected Person has been convicted of fraud, corruption, collusion or money laundering or for a criminal act involving dishonesty, physical violence or harm to human life, nor is the subject of credible and/or persistent allegations related to, or is under investigation for, such criminal activities;
- (c) there exists no conflict of interest or potential conflict of interest arising from prior or existing contracts, agreements or relationships which affects or could affect its or (upon formation) the Concessionaire's (as applicable) potential involvement in the Project;
- (d) it has no tax liabilities or liabilities in respect of judgments awarded by any court or similar proceedings in the period of three years prior to the date of the Request for Qualification, save in each case to the extent that it has made a suitable accounting provision for such liabilities in accordance with applicable accounting regulations;
- (e) neither it nor any Connected Person has previously been barred from participation in a bid or other public procurement process in Botswana or in any other jurisdiction to which it belongs, the bar subsists as on the Prequalification Application Submission Deadline and would be applicable to the specifics of the Project, for example, the bar would be applicable to wastewater projects;
- (f) neither it nor any Connected Person has operations (directly or through any subsidiary) or carries out transactions that are not in compliance with the sanctions promulgated by the UN Security Council or its Committees or national sanctions in Botswana;
- (g) neither it nor any Connected Person had, in the past five (5) years preceding the Prequalification Application Submission Deadline (a) been expelled from any project or contract by any public entity or authority; or (b) had any contract terminated by any public entity or authority for breach;
- (h) neither it nor any Connected Person falls within any of the restrictions set out in Clause 4.4 (*Participation Restriction*) of the Request for Qualification; and

- (i) neither it nor any Connected Person falls within the conditions for disqualification set out in Clause 8.7 (*Conditions for Disqualification*) of the Request for Qualification.

Yours Sincerely,

[Authorized Signature  
Name and Title Signatory  
Name of Firm  
Address]

**Annex 6. Evidence of Compliance with Design Requirements**

The Prospective Bidder [or the Wastewater Operator Member] hereby confirms the following relevant experience to demonstrate compliance with Technical Criterion n°1 (a) (***Design Experience of Wastewater Treatment Plants***):

Name of Company <sup>2</sup>	Prospective Bidder's / Consortium Member's Role	Location / Site	Project Type & Capacity	Operation Period	Brief Description (including Contract & Project Amounts) <sup>3</sup>	Contact for Reference
[add rows if necessary]						

<sup>2</sup> If the name of the Company in charge of design is different from the name of the Prospective Bidder (or Consortium Member, if Prospective Bidder is a Consortium), please indicate relationship with the Prospective Bidder or the Consortium Member. The Prospective Bidder (or Consortium Member if the Prospective Bidder is a Consortium) that presents evidence of indirect design experience (i.e. supervision of subcontracted design) shall also provide names and contact details of the design companies employed for each project listed. The Prospective Bidder or the Consortium Member that participated in a joint venture or consortium for a project should indicate its financial or equity participation in the project as a percentage of the total participation of members.

<sup>3</sup> Supported by documentary evidence.

The Prospective Bidder [or the Wastewater Operator Member] hereby confirms the following relevant experience to demonstrate compliance with Technical Criterion n°1 (b) (***Design Experience of Water Supply Projects***):

Name of Company <sup>4</sup>	Prospective Bidder's / Consortium Member's Role	Location / Site	Project Type & Capacity	Operation Period	Brief Description (including Contract & Project Amounts) <sup>5</sup>	Contact for Reference
[add rows if necessary]						

<sup>4</sup> If the name of the Company in charge of design is different from the name of the Prospective Bidder (or Consortium Member, if Prospective Bidder is a Consortium), please indicate relationship with the Prospective Bidder or the Consortium Member. The Prospective Bidder (or Consortium Member if the Prospective Bidder is a Consortium) that presents evidence of indirect design experience (i.e. supervision of subcontracted design) shall also provide names and contact details of the design companies employed for each project listed. The Prospective Bidder or the Consortium Member that participated in a joint venture or consortium for a project should indicate its financial or equity participation in the project as a percentage of the total participation of members.

<sup>5</sup> Supported by documentary evidence.

The Prospective Bidder [or the Wastewater Operator Member] hereby confirms the following relevant experience to demonstrate compliance with Technical Criterion n°1 (c) (***Design Experience of Reuse Water Projects using effluent from wastewater treatment plants***):

Name of Company <sup>6</sup>	Prospective Bidder's / Consortium Member's Role	Location / Site	Project Type & Capacity	Operation Period	Brief Description (including Contract & Project Amounts) <sup>7</sup>	Contact for Reference
[add rows if necessary]						

<sup>6</sup> If the name of the Company in charge of design is different from the name of the Prospective Bidder (or Consortium Member, if Prospective Bidder is a Consortium), please indicate relationship with the Prospective Bidder or the Consortium Member. The Prospective Bidder (or Consortium Member if the Prospective Bidder is a Consortium) that presents evidence of indirect design experience (i.e. supervision of subcontracted design) shall also provide names and contact details of the design companies employed for each project listed. The Prospective Bidder or the Consortium Member that participated in a joint venture or consortium for a project should indicate its financial or equity participation in the project as a percentage of the total participation of members.

<sup>7</sup> Supported by documentary evidence.

**Annex 7. Evidence of Compliance with Construction Requirements**

The Prospective Bidder [or the Wastewater Operator Member] hereby confirms the following relevant experience to demonstrate compliance with Technical Criterion n°2 (a) (***Construction Experience of Wastewater Treatment Plants***):

Name of Constructor <sup>8</sup>	Prospective Bidder's (Wastewater Operator's) Role and Relationship with the Operator	Location / Site	Project Type & Capacity	Operation Period	Brief Description (including Contract Amount) <sup>9</sup>	Contact for Reference
[add rows if necessary]						

<sup>8</sup> If the name of the Constructor is different from the name of the Prospective Bidder (or Consortium Member, if Prospective Bidder is a Consortium), please indicate relationship with the Prospective Bidder or the Consortium Member. The Prospective Bidder (or Consortium Member if the Prospective Bidder is a Consortium) that presents evidence of indirect construction experience (i.e. supervision of subcontracted construction) shall also provide names and contact details of the construction companies employed for each project listed. The Prospective Bidder or the Consortium Member that participated in a joint venture or consortium for a project should indicate its financial or equity participation in the project as a percentage of the total participation of members.

<sup>9</sup> Supported by documentary evidence.

The Prospective Bidder [or the Wastewater Operator Member] hereby confirms the following relevant experience to demonstrate compliance with Technical Criterion n°2 (b) (**Construction Experience of Water Supply Projects**):

Name of Constructor <sup>10</sup>	Prospective Bidder's (Wastewater Operator's) Role and Relationship with the Operator	Location / Site	Project Type & Capacity	Operation Period	Brief Description (including Contract Amount) <sup>11</sup>	Contact for Reference
[add rows if necessary]						

<sup>10</sup> If the name of the Constructor is different from the name of the Prospective Bidder (or Consortium Member, if Prospective Bidder is a Consortium), please indicate relationship with the Prospective Bidder or the Consortium Member. The Prospective Bidder (or Consortium Member if the Prospective Bidder is a Consortium) that presents evidence of indirect construction experience (i.e. supervision of subcontracted construction) shall also provide names and contact details of the construction companies employed for each project listed. The Prospective Bidder or the Consortium Member that participated in a joint venture or consortium for a project should indicate its financial or equity participation in the project as a percentage of the total participation of members.

<sup>11</sup> Supported by documentary evidence.



The Prospective Bidder [or the Wastewater Operator Member] hereby confirms the following relevant experience to demonstrate compliance with Technical Criterion n°3 (**Specific Construction Experience of Reuse Plants**):

Name of Constructor <sup>12</sup>	Prospective Bidder's (Wastewater Operator's) Role and Relationship with the Operator	Location / Site	Project Type & Capacity	Operation Period	Brief Description (including Contract Amount) <sup>13</sup>	Contact for Reference
[add rows if necessary]						

<sup>12</sup> If the name of the Constructor is different from the name of the Prospective Bidder (or Consortium Member, if Prospective Bidder is a Consortium), please indicate relationship with the Prospective Bidder or the Consortium Member. The Prospective Bidder (or Consortium Member if the Prospective Bidder is a Consortium) that presents evidence of indirect construction experience (i.e. supervision of subcontracted construction) shall also provide names and contact details of the construction companies employed for each project listed. The Prospective Bidder or the Consortium Member that participated in a joint venture or consortium for a project should indicate its financial or equity participation in the project as a percentage of the total participation of members.

<sup>13</sup> Supported by documentary evidence.

**Annex 8. Evidence of Compliance with O&M Requirements**

The Prospective Bidder [or at least one Consortium Member] hereby confirms the following relevant experience to demonstrate compliance with Technical Criterion n°4 (a) (***O&M Experience for Reuse Plants***):

Name of the Operator <sup>14</sup>	Prospective Bidder's / Consortium Member's Role	Location / Site	Project Type & Capacity	Project Value (in USD)	Date Signed	Date Completed	Brief Description of Technical and Operational Experience, Scope of Undertakings <sup>15</sup>	Contact for Reference
[add rows if necessary]								

<sup>14</sup> If the name of the Operator is different from the name of the Prospective Bidder (or Wastewater Operator Member, if Prospective Bidder is a Consortium), please indicate in this column relationship with the Prospective Bidder or Wastewater Operator Member. If the Prospective Bidder (or Wastewater Operator Member, if the Prospective Bidder is a Consortium) operates the reuse plant through a joint venture or consortium, it should indicate its financial or equity participation in the project as a percentage of the total participation of members. If operation is carried out through an Affiliate, please provide supporting documentary evidence of such Affiliate.

<sup>15</sup> The Prospective Bidder (or Wastewater Operator Member, if Prospective Bidder is a Consortium) shall provide the description of technical and operational experience at the reuse plants under its management and/or operation and shall provide documentary proof of its experience.

The Prospective Bidder [or at least one Consortium Member] hereby confirms the following relevant experience to demonstrate compliance with Technical Criterion n°4 (b) (***O&M Experience for Wastewater Treatment Plants***):

Name of the Operator <sup>16</sup>	Prospective Bidder's / Consortium Member's Role	Location / Site	Project Type & Capacity	Project Value (in USD)	Date Signed	Date Completed	Brief Description of Technical and Operational Experience, Scope of Undertakings <sup>17</sup>	Contact for Reference
[add rows if necessary]								

<sup>16</sup> If the name of the Operator is different from the name of the Prospective Bidder (or Wastewater Operator Member, if Prospective Bidder is a Consortium), please indicate in this column relationship with the Prospective Bidder or Wastewater Operator Member. If the Prospective Bidder (or Wastewater Operator Member, if the Prospective Bidder is a Consortium) operates the wastewater plant through a joint venture or consortium, it should indicate its financial or equity participation in the project as a percentage of the total participation of members. If operation is carried out through an Affiliate, please provide supporting documentary evidence of such Affiliate.

<sup>17</sup> The Prospective Bidder (or Wastewater Operator Member, if Prospective Bidder is a Consortium) shall provide the description of technical and operational experience at the wastewater treatment plants under its management and/or operation and shall provide documentary proof of its experience.

**Annex 9. Evidence of Compliance with Financial Capability Requirements**

**Financial Criterion n°1: Net Worth**

If the Prospective Bidder is a Consortium, the Lead Member shall comply with Financial Criterion n°1 alone:

<b>Financial Year</b>	<b>NET WORTH</b>
Financial Year 2019	
Financial Year 2018	
Financial Year 2017	

**Financial Criterion n°2: Experience in Financing Similar Projects**

<b>Company Name<sup>18</sup></b>	<b>Prospective Bidder's / Consortium Member's Role</b>	<b>Location / Site</b>	<b>Project Type and Capacity</b>	<b>Amount of Financing (in USD)</b>	<b>Name of Lender/Financing Entity</b>	<b>Date</b>	<b>Evidence Provided and Contact for Reference</b>
[add rows if necessary]							

<sup>18</sup> If the name of the Company is different from the name of the Prospective Bidder (or Lead Member, if Prospective Bidder is a Consortium), please indicate in this column relationship with the Prospective Bidder or Lead Member.  
 If the project has been carried out through a joint venture or consortium, it should indicate its financial or equity participation in the project as a percentage of the total participation of members. If financing is carried out through an Affiliate, please provide supporting documentary evidence of such Affiliate.

**Annex 10. Pre-printed Literature**

*[COMPANY PROFILE AND ANY USEFUL INFORMATION TO BE PROVIDED BY THE PROSPECTIVE BIDDER]*