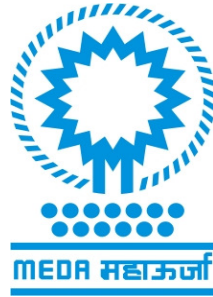


EoI NO. 1/ MEDA/CDM -001/2009-10

Inviting Expression of Interest for seeking legal consultancy on ERPA termination under Clean Development Mechanism for MEDA's own project.



MAHARASHTRA ENERGY DEVELOPMENT AGENCY (MEDA)
(Government of Maharashtra Undertaking)
S. No. 191/A, Phase 1, MHADA COMMERCIAL COMPLEX
OPP. TRIDAL NAGAR, YERWADA, PUNE 411 006.

PHONE NO: 020 – 26615311 / 14393 FAX NO: 020 - 26615301
E-mail: pg2@mahaurja.com, be@mahaurja.com
Web site: <http://www.mahaurja.com>

Issued to: M/s _____

NOTICE

Maharashtra Energy Development Agency (MEDA) invites **EXPRESSION OF INTEREST (EOI)** from reputed & competent lawyers/law firms with wide international exposure in Clean Development Mechanism and ERPA on Turnkey Basis.

(i) Termination/ breach of ERPA (International Agreement)

The interested parties may obtain EOI format available on MEDA's website <http://www.mahaurja.com> and submit their application along with DD of nationalized bank of Rs 10,000/- (Rs. Ten thousand only) in duplicate to the Director General, MEDA on or before 22/03/2010.

Sd/-

Director General

Maharashtra Energy Development Agency (MEDA)
MHADA Commercial Complex, II floor,
Opp: Tridal Nagar, Yerwada
PUNE - 411 006 (Maharashtra), INDIA
PHONE - 91-020-26614393 / 26614403 FAX - 91-020-26615031
pg2@mahaurja.com, be@mahaurja.com

LETTER OF INVITATION

To,

Dear ,

1. You may be aware that in line with the central government policy Maharashtra Government created Maharashtra Energy Development Agency (MEDA) with the objective to undertake development of renewable energy and facilitate energy conservation in the State of Maharashtra, as a State Nodal Agency under the umbrella of the Ministry of New and Renewable Energy, Government of India.
2. India is a Party to the United Nations Framework Convention on Climate Change (UNFCCC) and the objective of the Convention is to achieve stabilization of greenhouse gas concentrations in the atmosphere at a level that would prevent dangerous anthropogenic interference with the climate system.
3. As per MEDA's stated objectives MEDA undertook demonstration based power projects with own investment to instill confidence in new entrants and private investors. Under CDM scheme of UNFCCC, MEDA installed 3.75 MW Wind Power demonstration project at Satara in 2006.
4. The details of the project can be found on UNFCCC's website cdm.unfccc.int with project reference No. 0237 as registered on 25 Feb 2006. The Emissions Reductions Purchase Agreement (ERPA) for CDM project was signed with a Lithuanian company which has not complied with the terms of MEDA. Under the conditions, MEDA is desirous to terminate the ERPA with the above mentioned buyer.
5. MEDA therefore invites Detailed Proposals, in line with the Terms & Conditions of EoI, from lawyers/law firms who have requisite experience and expertise in these respective fields. This EoI contains Terms of Reference covering Scope-of-Work for the proposed assignment and Format for Submission of Proposal.
6. The interested parties may also, in their offer, include suggestions for addition to the specified Scope-of-Work to better meet the objectives of the proposed assignment.

7. Any inquiries in this regard should be addressed only to Director General, MEDA, MHADA Commercial Complex, II floor, Opp: Tridal Nagar, Yerwada, PUNE - 411 006 (Maharashtra), INDIA. - 91-020-26614393 / 26614403 FAX - 91-020-26615031
pg2@mahaurja.com, be@mahaurja.com
8. Director General, MEDA reserves the right to accept / reject any or all Expression of Interest received without assigning any reason thereof.

Thanking You,

(Director General)
MEDA, Pune

TERMS OF REFERENCE

1. MEDA is planning to terminate an existing ERPA with UAB Energija of Lithuania. The ERPA with said organization was signed on 31/05/2006 .
2. Based on past communications (E-mails) between MEDA and UAB Energija there are no chances of execution of this agreement.
3. Sealed EOI are, therefore, invited by MEDA, from the reputed Lawyers in this Sector(Having experience of International agreements),Law firms in International Sectors looking after CDM sector and CDM Project Executors, in the respective fields. The format of EOI is divided in three parts, such as **(i) Organizational Details, (ii) Technical Details and (iii) Financial Details**. Interested law firms may have to submit their **Technical & Financial Offer separately in a sealed envelope** explaining their plan of action for the termination .
4. The EOI will be scrutinized considering the organization and lawyer's experience in international contract law, managing clients of international repute and standing, understanding of CDM process and qualifications of key personnel. After the scrutiny of the EOI the lawyers/law firms will be called for audio-visual presentations and technical discussions, if required. Thereafter, Price Bid(s) of the Law Firm(s), whose technical bid is found in line with the project requirement, shall be opened only.
5. The general Terms & Conditions are as follows:
 - 5.1 The ERPA and past correspondence will be provided by MEDA.
 - 5.2 Lawyers/Law firms will have to ensure confidentiality of all the material provided to them by MEDA and may be required to sign a Non Disclosure Agreement for the same.
 - 5.3 All interested lawyers/law firms may obtain the format of EOI by collecting the same from MEDA's office at MHADA Commercial Complex, II floor, Opp: Tridal Nagar, Yerwada, PUNE - 411 006 (Maharashtra), INDIA. Or it can be downloaded from our website www.mahaurja.com .(Attach Rs 10,000/- D.D. of nationalized bank, non-refundable, payable at Pune)
 - 5.4 The last date of submission of EOI is 22/02/2010.

- 5.5** Acceptance of EOI will rest with the Director General, MEDA and that does not bind him to accept the lowest bid and also reserves the right to reject any or all EOI and no reasons will be given for acceptance or rejection thereof. The successful bidder whose EOI is accepted will have to enter into a regular contract and abide by all rules and regulations embodied in therein.
- 5.6** The agreement will be implemented on Turnkey basis.
- 5.7** The contract should be terminated as per the relevant clauses of the ERPA and must adhere to guidelines laid down by Government and UNFCCC.
- 5.8** The drafting, legal advice and communicating with UAB Energija required for execution of the project will be the sole responsibility of the lawyer/law firm.
- 5.9** Applicable taxes, charges & other expenses that are required to be paid during execution of the work will have to be borne by lawyer/Law Firm.
- 5.10** MEDA will provide details about project and relevant agreements & correspondence to the lawyer/law firms.
- 5.11** The Financial Bid must be valid for 90 days from the last date of submission of EOI.
- 5.12** The EOI documents/ offers / information / details etc. submitted by the Lawyer/Law Firm must be duly signed on each page with a stamp and name of the signatory.
- 5.13** EOI complete in all respect including relevant documents as per the format to be downloaded from our above website is to be submitted only in the form of hard copies in a Sealed Envelope super scribed as "EOI for CDM" to the address given above.
- 5.14** The bidder would be required to undertake arbitration proceedings arising (if any) on behalf of MEDA to ensure that the ERPA is terminated and MEDA is free to enter into ERPA's with other prospective CER buyers.
- 5.15** Successful termination is the prime objective behind this procedure. MEDA intends to sell CER in open market after termination.
- 5.16** The Lawyer/Law firm will have to incorporate all the "fees" details in financial bid inclusive of all taxes. It should also include the charges imposed in case of any International Arbitration .
- 5.17** The terms of payment will be decided afterwards, while issuing work order to the successful bidder..
- 5.18** The lawyer/law firms/bidder can ask in writing any doubts/clarification before submission of EOI. Any claims will not be entertained after submission of EOI. The lawyer/law firms/bidder can write e-mails on be@mahaurja.com. or contact directly to this office for any clarification.

FORMAT FOR SUBMISSION OF PROPOSAL

1. PART – I - Organizational Details (In Duplicate)

- 1.1 Details about the Organization - Name & complete address with name of the key person, telephone/ fax nos. and email address etc.
- 1.2 Copy of law Firm Registration - (Proprietor/ Partnership/Pvt. Ltd./Public Ltd Co.)
- 1.3 Organizational Structure - Details of technical & experienced manpower (CV's of the Key persons in the organizations indicating their qualification and experience in CDM/ Environmental/ Climate change & allied sector).
- 1.4 Company Profile, field of specialization, present activities/ business of the organization and list of clients.
- 1.5 Information of Company's branches, associates, collaborations with others
- 1.6 Thorough understanding of the process of monitoring , verification ,validation, registration ,certification & issuance of Certified Emission Reductions & their sale for CDM project.
- 1.7 Registration details of Lawyer in the office of bar council .

2. PART – II - Technical Details

2.1 Termination of ERPA (In duplicate)

- 2.1.1 Qualitative assessment of participant entities in the ERPA, within respective national and international frameworks
- 2.1.2 Assessment of actual project details based on information available in the public domain
- 2.1.3 Note on ERPA termination examples with reasons and consequences
- 2.1.4 Brief note on risk factors and mitigation
- 2.1.5 Brief note on assessment of Annex 1 registry
- 2.1.6 Brief note on relevant timelines
- 2.1.7 Basic considerations for ERPA termination including potential liabilities
- 2.1.8 List of international contract law cases handled

3. PART – III - Financial Details

3.1 Format for submission of ‘**Financial Bid**’ is given as **Annexure – I (For ERPA Termination)**. This part shall contain original copies of price bid of EOI document duly signed with the price information as per the given schedules. It is be noted that this sealed envelop shall not contain any deviations / assumption / stipulation / clarifications / comments / request whatsoever. (The given three elements of the work will be viewed as Toto). (he same shall have to be given in, Part – II – Technical Details, only).

4. The above mentioned Part – I shall be put in a separate envelope and super scribed as ‘**PART – I - Organizational Details**’. Accordingly **PART II & III** must be sealed in two separate envelopes and the same shall be put together in a bigger envelop (separately for each site) duly sealed and super scribed as below

‘NAME OF WORK - ERPA Termination on Turnkey Execution basis for Demonstration CDM Project of MEDA.

FORMAT FOR 'FINANCIAL BID' – ERPA TERMINATION

Name of the Work	:	
Broad Scope-of-Work	:	Amount (In INR) (Should be quoted in Words as well as in figures)
I Transfer of authority from MEDA to law firm – for the time period of ERPA termination, the lawyer/law firm will have to undertake the complete responsibility of communications with parties concerned and the lawyer/law firm will have to provide each & every draft to MEDA which will be sent to UAB Energija & allied concerned governments, UNFCCC & others, if any (MEDA will execute legal agreement for transfer of authority with lawyer/law firm (For specific period only).	:	
II Preparation of legal notices – The lawyer/law firm will have to undertake preparation of legal notices to be sent to the other party (UAB Energija) and other identified parties	:	
III Termination of ERPA – The lawyer/law firm will have to terminate the ERPA according to international laws and must take full responsibility of legal procedures that arise during ERPA termination .	:	
Gross Total (I + II + III)	:	
Note: - The above cost should be inclusive of all Taxes and Duties applicable.		

(Date, Seal & Signature of the lawyer/representative of the law firm)
