

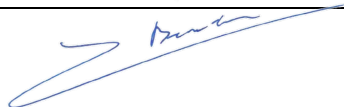


## Terms of Reference (TOR)

### Long-Term Agreement (LTAS) for Solar PV Systems Supply, Installation, Commissioning and Maintenance

Lebanon 2024

Section I: General Information		
1	Lead Agency	UNICEF Lebanon
2	Purpose of LTA	Goods <input type="checkbox"/>
		Services <input checked="" type="checkbox"/>
		Solar System Projects Implementation
3	LTA Duration	3 years after LTA signature + 2 renewable years
5	Type of Competition	Open competition within Lebanon
6	Solicitation Method	Request for Proposal (RFP)

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<b>TORs revised by:</b>	Sibylle Selwan Supply Manager  OIC S&L Manager Date: 05.08.2024
<b>TORs revised by:</b>	Sittina Fatma SAID IBRAHIM Deputy Representative Ops Date: 09-08-2024
<b>TORs revised &amp; approved by:</b>	 Representative Date: 14.08.2024

## 1. INTRODUCTION

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UNICEF is leading efforts in Lebanon to promote sustainability and climate action through its Sustainability and Climate Action Plan (SCAP). One key aspect of this initiative involves supporting the transition to low-carbon, resilient infrastructure by solarizing essential facilities such as public schools, health centers, government ministries, and water, sanitation, and hygiene (WASH) facilities. This move aims at meeting the increasing demand for clean and reliable energy while simultaneously improving the quality and reach of key services to achieve UNICEF's country programme goals.

UNICEF's solar projects range from small-medium PV systems in public health and education facilities (up to 200 kW) to large PV systems in governmental buildings, hospitals, and warehouses.

To facilitate this transition, UNICEF aims to establish multiple non-exclusive Long-Term Agreements for Services (LTAS) related to solar systems installation, with highly qualified companies registered in Lebanon.

## 2. OBJECTIVES

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UNICEF Lebanon is seeking qualified companies capable of supplying solar systems (solar panels, inverters, batteries, mounting structure, etc.) and services including installation, commissioning, operation and maintenance.

Qualified companies will be classified according to their demonstrated capacity to deliver:

- i) **small/medium PV systems up to 80 kW per system**; and/or
- ii) **large solar projects of more than 80 kW per system**.

The required solar services include but are not limited to the following:

- a. Solar PV system supply, installation, and commissioning
- b. Civil and infrastructure works complementary to PV system installation
- c. Waterproofing system
- d. LED retrofit
- e. Long-term maintenance services

Companies must demonstrate relevant experience and capacities to implement all the above services.

A parallel RFP for “**Solar Consulting Services in Lebanon**” has been recently launched by UNICEF Lebanon and is also part of this initiative, where the winning Bidders will provide services **for design, site supervision and quality assurance (QA), before, during, and beyond Solar PV Systems installation.**

**To avoid conflict of interest, companies awarded for “Solar Consulting Services” LTAS will not be considered for this LTAS.**

## 3. LONG-TERM ARRANGEMENTS FOR SERVICES (LTAS)

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- 3.1. As a result of this bidding process, UNICEF may sign one or multiple non-exclusive LTAS with different companies to cover the full range of the services required. UNICEF Lebanon may issue Corporate Service Contracts to the LTAS holders, from time to time during the term of these

LTAS, referring to the LTAS, and setting out the requirements and other instructions for the delivery of the Service.

- 3.2. The LTA holder agrees to provide the service to UNICEF during the term of the LTAS, which shall conform to the description of the services and the prices specified in the LTAS.
- 3.3. Notwithstanding, any agreed discounts, prices offered by bidders, shall constitute maximum ceiling prices, and shall remain fixed during the entire LTAS period from the commencement of the LTAS. However, competitive procurement processes can be followed for the procurement of those goods or services already covered by an established LTAS if deemed to be in the best interest of UNICEF.
- 3.4. The UNICEF Corporate Service Contract (Annex B), shall be used as the model Service Agreement.
- 3.5. The LTAS shall carry no commitment, expressed or implied, of any minimum off-take, and will not accord any exclusivity to the service provider concerning the items therein. The LTAS may be discontinued at any time by UNICEF without prior notice.
- 3.6. Other United Nations Agencies, Funds and Programmes in the country shall be entitled to place orders under the prices and terms of these LTAS. The service provider shall accord the same terms and conditions as stipulated in any agreement resulting from this RFP to any other Agency/Organization within the United Nations System that wishes to avail of such terms, after obtaining written consent from UNICEF.
- 3.7. Orders placed by other United Nations entities constitute a contractual agreement between the service provider and the ordering United Nations entity. UNICEF will not be a contractual party to these orders and has therefore no obligations or liabilities for orders not issued by UNICEF.

#### 4. SOLICITATION REQUIREMENTS

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- 4.1. Eligible Bidders shall submit their proposals for the required services whose scope of work (SoW) is detailed in Annex C.
- 4.2. **The RFP documents** consist of:
  - a) This document (TOR)
  - b) Annex A: UNICEF Standard Contract for LTAS
  - c) Annex B: UNICEF Standard Contract for Engineering Services
  - d) Annex C: Scope of Services
  - e) Annex D: Financial Proposal
  - f) Annex D.1: Items Proposal
  - g) Annex E: Technical Proposal

#### 4.3. RFP Language:

The Proposal prepared by the Bidders and all correspondence and documents relating to the Proposal exchanged by the Bidder and UNICEF will be written in English. Supporting documents and printed literature furnished by the Bidders may be in another language provided that they are accompanied by an appropriate translation in the English language. When interpreting the Proposal, the translated version of these supporting documents and printed literature will prevail over the original version of these documents. The sole responsibility for the translation, including the accuracy of the translation, will rest with the Bidders.

#### 4.4. **Validity Period:**

- a) Bidders must indicate the validity period of their Proposal. Proposals should be valid for a period of not less than ninety days (90) after the Submission Deadline. A Proposal valid for a shorter period shall not be further considered.
- b) UNICEF may request Bidders to extend the validity period. The Proposal of Bidders who decline to extend the validity of their Proposal shall become disqualified as no longer valid.

#### 4.5. **Other Changes:**

All changes to a Proposal must be received by UNICEF before the Submission Deadline. The Bidder must indicate that the revised Proposal is a modification and supersedes the earlier version of the Proposal or state the changes from the original Proposal.

#### 4.6. **Withdrawal of Proposal:**

A Proposal may be withdrawn by the Bidder via e-mail or written request received by UNICEF before the Submission Deadline. Negligence on the part of the Bidder confers no right for the withdrawal of the Proposal after it has been opened.

#### 4.7. **Clarifications Requested by UNICEF:**

During the evaluation of Proposals, UNICEF may, in its sole discretion, seek clarifications from any Bidder for UNICEF to fully understand the Bidder's Proposal and assist in the examination, evaluation, and comparison of Proposals. UNICEF may seek such clarifications through written communications or may request an interview with any Bidder. During this clarification process, no change in the price or substance of the Bidder will be sought, offered, or permitted, except as required to allow for the correction of arithmetical errors discovered by UNICEF.

#### 4.8. **References:**

UNICEF reserves the right to contact any or all references supplied by the Bidder(s) and to seek references from other sources as UNICEF deems appropriate.

#### 4.9. **Pre-bid meeting:**

- a) UNICEF might host a pre-tender conference or meeting to provide guidance to participating firms on the layout, content, and submission requirements of the RFP and to address any queries that Bidders may have about the LTA.
- b) Attendance at the pre-bid meeting is not obligatory but is recommended so that Bidders can receive further details on the bidding process. Questions at the pre-bid meeting will be limited solely to the bidding process. Any clarifications arising from this meeting will be circulated to all Bidders.

#### 4.10. Eligibility and qualifications:

- a) Bidders should be regularly registered in Lebanon and should be contracting firms operating in the country for a **minimum of three (3) financial years**. To satisfy the eligibility requirements Bidders shall annex to this RFP the following documents:
  - Business Certificate of Incorporation/Registration.
  - Tax Registration/Payment Certificate issued by the Ministry of Finance evidencing that the Firm is updated with its tax payment obligations, or Certificate of Tax exemption if any such privilege is enjoyed by the Bidder.
- b) Bidders shall provide all the information and documentation requested in this section with their Technical Proposal. Failure to submit the information below will disqualify the Bidders.
- c) Bidders shall be registered with UN Global Market (see online registration at [www.ungm.org](http://www.ungm.org)) and provide the relevant registration number as part of their submission.
- d) Awarded companies shall be registered with the Lebanese Centre for Energy Conservation (LCEC) before signing any future contract with UNICEF Lebanon.
- e) Awarded companies shall be licensed to work on Solar Projects in Lebanon as per the below:
  - Equipment Licensing with IRI.
  - Engineers and Technicians Licensing with local certifying agencies such as “Bureau Veritas” after enrolling in Training Programs.
  - Installation Licensing with local certifying agencies such as “Bureau Veritas”.

#### 4.11. Joint ventures (JV):

- a) If the Bidder is a group of legal entities that will form or have formed a JV, consortium or association at the time of the submission of the proposal, each such legal entity will confirm in their joint Proposal that:
  - they have designated one party to act as a lead entity, duly vested with the authority to legally bind the members of the joint venture jointly and severally, and this will be evidenced by a JV Agreement among the legal entities, which will be submitted along with the Proposal; and
  - If they are awarded the contract, the designated lead entity will enter into the contract with UNICEF, who will act for and on behalf of all the JV member entities.
- b) The description of the organization of the JV/consortium/association must clearly define the expected role of each of the entities in the JV in delivering the requirements of this RFP Document, both in the Proposal and the JV Agreement.
- a) All entities that comprise the JV will be subject to UNICEF's eligibility and qualification assessment. Where a JV is presenting its track record and experience in a similar undertaking as those required in this RFP Document, it should present such information in the following manner:
  - Those that were undertaken together by the JV; and

- Those that were undertaken by the individual entities of the JV expected to be involved in the performance of the activities defined in this RFP Document.
- a) After the Proposal has been submitted to UNICEF, the lead entity identified to represent the JV will not be altered without the prior written consent of UNICEF.

## 5. PREPARATION OF PROPOSALS

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Bidders shall be responsible for informing themselves in preparing their bids. In this regard, the Bidders will ensure that they:

- Examine all terms, requirements, and formal submission instructions included in the RFP documents.
- Review the RFP to ensure that they have a complete copy of all documents.
- Review the standard UNICEF contracts.
- Technical and Financial proposals must be submitted separately.

Failure to meet all requirements and instructions in the RFP documents or to provide all requested information will be at the Proposer's own risk and may result in rejection of the Proposer's Proposal

### 5.1. Technical Proposal:

- a) Bidders shall duly complete the returnable bidding form (Annex E) and return them as part of the Technical Proposal submission without modifications.
- b) The forms should contain evidence of experience and required qualifications for the relevant services.
- c) Technical Proposals shall also include copies of original documents defining the constitution or legal status of the company, place of registration, and principal place of business; written power of attorney of the signatory of the nominated person to commit the LTAS.
- d) If a Bidder is relying on the capacity or qualifications of a parent company or other entity for this project, the Bidder must include, with the bid, a Parent Company Guarantee, from the said parent or other entity confirming that the resources relied upon will be made available and that a contractual commitment will be entered into by such parent or other entity to provide said resources before contract signing.
- e) A statement that the Bidder, including all members of a JV and subcontractors, has no conflict of interest directly or indirectly with UNICEF and/or its projects.

***No information regarding the financial proposal should appear in the technical submission otherwise the proposal will be invalidated.***

### 5.2. Financial Proposal:

- a) Bidders shall duly complete the returnable bidding form (Annex D & D.1) and return them as part of the Financial Proposal submission without modifications.
- b) Bidders shall provide financial proposals for all services and should also be supported by evidence of experience and ability to deliver that service.

- c) Bidders can submit proposals for the categories: i) small/medium and/or ii) large. According to their demonstrated experience bidders' financial proposals will be assessed accordingly.

### 5.3. Multiple Proposals:

- a) Bidders shall not submit more than one Proposal as part of this RFP process.
- b) If the Bidder is a group of legal entities that will form or have formed a JV, consortium or association at the time of the submission of the Proposal then neither the lead entity nor the member entities of the JV may submit another Proposal, either in its capacity or as a lead entity or a member entity for another JV submitting another Proposal.
- c) UNICEF reserves the right to reject separate Proposals submitted by two or more Bidders if the Proposers are related organizations and are found to have any of the following:
- they have at least one controlling partner, director, or shareholder in common;
  - any one of them receive or have received any direct or indirect subsidy from the other(s);
  - they have a relationship with each other, that gives one or more Bidders access to confidential information about, or influence over, the other Proposal(s); or
  - they are subcontractors to each other's Proposal, or a sub-service provider to one Proposal also submits another Proposal under its name as lead Bidder; or
  - An expert proposed to be in the team of one Bidder participates in more than one Proposal received for this RFP process.

## 6. EVALUATION PROCESS AND METHOD

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### 6.1. Evaluation Process:

The evaluation is carried out by UNICEF as per UNICEF's regulations, rules, and practices and all determinations are made at UNICEF's sole discretion.

After opening the Proposal, UNICEF will carry out the following steps in the following order:

- a) **Pass/Fail:** Each Proposal will be evaluated for compliance with the mandatory requirements of this RFP. Proposals deemed not to meet all mandatory requirements will be considered non-compliant and rejected at this stage without further consideration.
- b) **Technical evaluation** (Annex E): UNICEF will evaluate the technical proposals for compliance with the requirements stated in this RFP based on the evaluation criteria set out below. Only technical proposals receiving 70 points or higher out of 100 points will be considered for the financial assessment.
- c) **Financial evaluation** (Annex D): Financial Proposals will be assessed based on the price offer submitted in Annex D.

Bidders are also required to provide unit costs for the items listed in Annex D-1. Unit costs in Annex D-1 should be used to submit the financial proposal and to price future projects. The list is not exhaustive. Innovative and alternative system elements and technical solutions may be available on the market. Then

- d) **Awarding:** Subject to the financial evaluation criteria, the LTAS will be awarded to the bidders with the lowest financial offers. UNICEF reserves the right to make multiple arrangements for any service(s) where UNICEF considers it in its best interest to do so.
- e) Failure to comply with terms and conditions contained in this RFP, including, but not limited to, failure to provide all required information, may result in a proposal being disqualified from further consideration.

6.2. **Evaluation Criteria:** Proposals meeting the mandatory requirements will be evaluated following the point rating scheme below.

TECHNICAL EVALUATION CRITERIA	MAXIMUM POINTS 100
<p><b>1. Pass and Fail (mandatory criteria to proceed with the assessment)</b></p> <ul style="list-style-type: none"> <li>– Valid certificate of Incorporation/ Business Registration.</li> <li>– Bidders shall have a legal address in Lebanon and should be operating in the country for a <b>minimum of three (3) fiscal years.</b></li> <li>– Tax Registration/Payment Certificate issued by the Lebanese Ministry of Finance evidencing that the company is updated with its tax payment obligations, or Certificate of Tax exemption if any such privilege is enjoyed by the Bidder.</li> <li>– Bidders should have completed <b>a minimum of three (3) similar PV projects in the past 3 years.</b></li> </ul>	<b>Pass/fail</b>
<p><b>2. Company demonstrated experience and capacity as per identified categories</b> (a. small/medium category, and b. large category)</p> <p>a) Years of experience in the solar PV sector:</p> <ul style="list-style-type: none"> <li>– Only 3 years (10 points)</li> <li>– Up to 5 years (15 points)</li> <li>– Above 5 years (20 points)</li> </ul> <p>b) Number of solar PV systems installed in the last 5 years:</p> <ul style="list-style-type: none"> <li>– Up to 20 (10 points)</li> <li>– Up to 50 (15 points)</li> <li>– Above 50 (20 points)</li> </ul> <p>c) Bidder's experience in installing <b>small/medium PV systems</b> capacity in the last 3 years:</p> <ul style="list-style-type: none"> <li>– Up to 20 small/medium systems (2 points)</li> <li>– Up to 50 small/medium systems (6 points)</li> <li>– More than 50 small/medium systems (12 points)</li> </ul> <p>d) Bidder's experience in installing <b>large PV systems</b> capacity in the last 3 years:</p> <ul style="list-style-type: none"> <li>– Up to 10 large systems (2 points)</li> <li>– Up to 15 large systems (6 points)</li> <li>– More than 15 large systems (12 points)</li> </ul>	<b>64</b>
<p><b>3. Capacities of key personnel and qualified sub-contractors</b></p> <ul style="list-style-type: none"> <li>- Submission of organization chart and CVs of the key personnel, including technicians and engineers, as per instructions provided in Annex E (5 points)</li> </ul>	<b>12</b>



<ul style="list-style-type: none"> <li>- Submission of key personnel’s certifications of relevant accredited training programs for Solar PV with local certifying agencies (7 points)</li> </ul>	
<p><b>4. Financial Statements</b>          Bidders shall submit their last audited financial statement (income statement &amp; balance sheet) for the last two years. Bidders will be scored based on the following with bank statement signed by the respective bank:</p> <ul style="list-style-type: none"> <li>– Cash amount up to \$ 300k (2 Points)</li> <li>– Cash amount up to \$ 500k (4 Points)</li> <li>– Cash amount above \$ 500k (6 Points)</li> </ul>	<b>6</b>
<p><b>5. Quality and Sustainability</b>          Bidders should submit the company’s relevant certification/license (international or national equivalent), such as:</p> <ul style="list-style-type: none"> <li>– ISO 9001 (Quality management), including submission of the relevant annual and procedures (2 points)</li> <li>– ISO 45001 (Health and Safety) (2 points)</li> <li>– ISO 14001 (Environmental), including submission of the relevant annual and procedures (2 points)</li> <li>– Equipment Licensing with IRI (2 points)</li> </ul>	<b>8</b>
<p><b>6. Overall presentation (as per RFP requirements) and demonstrated capacity to provide the required services</b></p> <ul style="list-style-type: none"> <li>– Satisfactory (10 points)</li> <li>– Partially satisfactory (5 Points)</li> <li>– Non-satisfactory (0 Points)</li> </ul>	<b>10</b>

**7. LTAS PERIOD**

7.1. The LTAS resulting from this tender shall be valid for **3 (three) years** and may be extended for **2 (two) additional years** subject to the service provider’s satisfactory performance and competitiveness of prices.