



Directorate of Ports & Inland Water Transport,
Paribahan Bhawan(2nd Floor), A.G. Square,
Unit-II, Ashok Nagar, Bhubaneswar-9
Phone-0674-2390355, Fax-0674-2396885, Email: - portsniwt.od@nic.in

**REQUEST FOR PROPOSAL (RFP) FOR
APPOINTMENT OF LEGAL ADVISOR FOR VETTING OF THE DRAFT
CONCESSION AGREEMENT FOR THE PROJECT “DEVELOPMENT OF
CAPTIVE JETTY AT JATADHAR MUHAN” TO BE SIGNED BETWEEN
GOVERNMENT OF ODISHA AND JSW UTKAL STEEL LIMITED**

NO. 3181 / DATE 26.10.23 /

The Director, Ports and Inland Water Transport, Odisha, Bhubaneswar invites Offline Single Cover Request for Proposal (RFP) from eligible Law Firms for appointment of Legal Advisor for vetting of the draft concession agreement for the project “Development of Captive Jetty at Jatadhar Muhan” to be signed between Government of Odisha And JSW Utkal Steel Limited.

The Consultancy Firm with prior experience in similar nature of work may participate in it who will provide consultancy service as per Terms of Reference (ToR). The Consultancy Firm who wish to participate shall deposit the RFP Cost for an amount of **Rs.1,000/- (Rupees One Thousand) only in shape of Demand Draft** from any Scheduled/ Nationalized Bank & **EMD for Rs.5,000/- (Rupees Five Thousand) only** in shape of Term Deposit from any Nationalised/ Scheduled Bank/ National Savings Certificate (NSC) drawn in favour of Establishment Officer, Directorate of Ports and Inland Water Transport, Odisha, Bhubaneswar payable at Bhubaneswar. The RFP & ToR is available in the website of Government of Odisha: <https://odisha.gov.in/important-links/advertisement> or can be collected from the Directorate from **27.10.2023 to 04.11.2023 upto 03.00 P.M.** The last date for receipt of RFP is **06.11.2023 upto 03.00 P.M.** and will be opened on the same day at **03.30 P.M.** in the office of the undersigned. The selection of the consultant will be done on the basis of Least Cost (LC) Quotation basis. Any addendum/corrigendum made for this assignment will be hosted in the above website only.

The Authority reserves the right to cancel any or all bids without assigning any reason thereof. The authority, in no way shall be responsible for any postal/courier delay.


Director
Ports & IWT, Odisha

Memo No. 3132 /Dated 26.10.23 /

Copy forwarded to the Deputy Director (Advertisement), I&PR Department, Odisha, Bhubaneswar for kind information with a request to publish the notice in 1(One) leading Odia Daily and 1 (One) English National Daily News Paper on or before **27.10.2023** for wide circulation.


Director
Ports & IWT, Odisha

Memo No. 3133 /Dated 20.10.23 /

Copy forwarded to the Head State Portal Group, IT Centre, Department of Information and Technology, Odisha, Bhubaneswar with a request to display the RFP in the Website of Government of Odisha for wide circulation.


Director
Ports & IWT, Odisha

Memo No. 3134 /Dated 26.10.23 /

Copy forwarded to the Director, Printing Stationary and Publication, Government of Odisha, Madhupatana, Cuttack-10 for information and necessary action. He is requested to arrange for publication in next issue of Odisha Gazette.


Director
Ports & IWT, Odisha

Memo No. 3135 /Dated 26.10.23 /

Copy submitted to the Additional Secretary, Commerce & Transport (Com.) Department, Government of Odisha, Bhubaneswar for information.


Director
Ports & IWT, Odisha

Memo No. 3136(4) /Dated 26.10.23 /

Copy forwarded to the Executive Engineer (Civil), Ports & IWT, South Division, Berhampur/ Executive Engineer (Mech), Ports & IWT, North Division, Cuttack/ Executive Engineer, Fishery Engineering Division, Bhubaneswar/ Principal, Crew Training Institute, Chandabali for information and wide circulation.


Director
Ports & IWT, Odisha

Memo No. 3137 /Dated 26.10.23 /

Copy forwarded to the Estimator of this Directorate for information and necessary action.

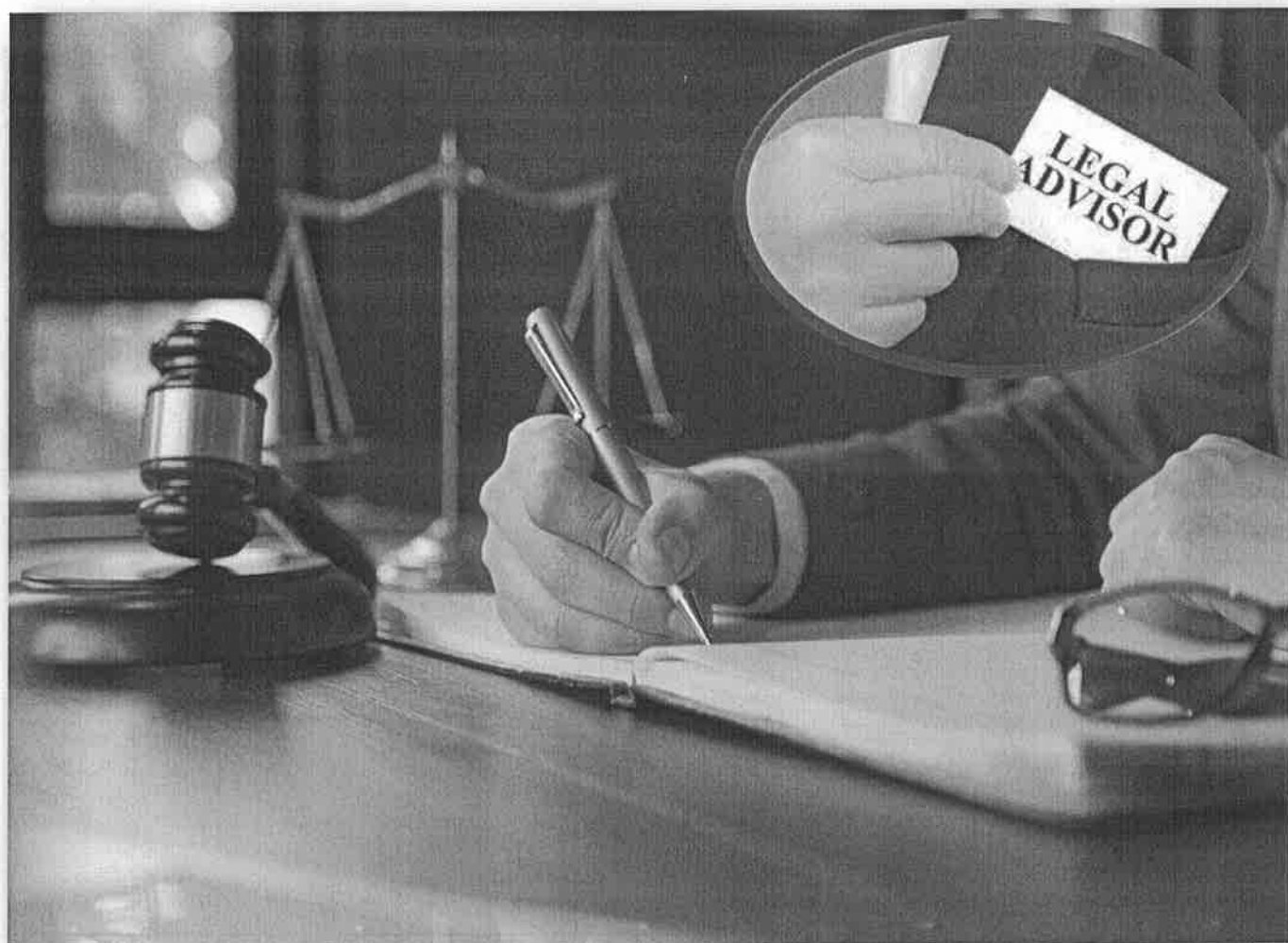

Director
Ports & IWT, Odisha

Memo No. 3138 /Dated 26.10.23 /

Copy to Office Notice Board for wide circulation/ Guard File for record and reference.


Director
Ports & IWT, Odisha

**REQUEST FOR PROPOSAL (RFP)
FOR APPOINTMENT OF LEGAL ADVISOR FOR
VETTING OF THE DRAFT CONCESSION
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AND
JSW UTKAL STEEL LIMITED**



**DIRECTORATE OF PORTS AND INLAND WATER TRANSPORT
ODISHA, BHUBANESWAR**

TERMS OF REFERENCE (TOR)

01. INTRODUCTION:

- a) The Governor of Odisha acting through the Directorate Ports and Inland Water Transport,, Government of Odisha is entrusted with the responsibility of development, operation and maintenance of the ports 7 jetty infrastructure in the State (the “**Authority**”) and JSW Utkal Steel Limited (the “**Concessionaire**”), a wholly owned subsidiary of JSW Steel Ltd. is desirous of developing a captive jetty at Jatadhar Muhan, Erasama Tahsil, Jagatsinghpur, Odisha for the smooth transportation of the cargo for its Anchor Industry. A Memorandum of Understanding (MoU) was signed between the Government of Odisha and M/s JSW Utkal Steel Ltd. on 3rd December, 2022 for the development of a captive jetty at Jatadhar Muhan.
- b) The Authority invites Proposals (the “**Proposals**”) from the qualified Law Firm (Individual/ Consortium) for appointment of “**Legal Adviser**” or “**Consultant**” for examining & vetting the draft Concession Agreement to be signed between Government of Odisha and JSW Utkal Steel Limited.
- c) The Legal Adviser shall make available the Legal Expert to attend and participate in meetings, conferences and discussions with the Authority and shall otherwise advise on and assist the Authority in the diverse legal and commercial issues that may arise from time to time.

02. OBJECTIVE

The main objective of this assignment is to obtain the Consultancy service from the Legal Adviser.

03. SCOPE OF SERVICES

- 3.1 The Legal Adviser shall examine and vetting the draft concession agreement prepared by Government of Odisha.
- 3.2 The Legal Adviser shall advise the Authority on all legal matters associated with the successful execution of the Concession Agreement with the JSW Utkal Steel Limited. This will include a review of the relevant provisions of Applicable Laws in order to determine that the CA is compatible with these provisions. In case of any incompatibility, the Legal Adviser shall recommend the course of action to be adopted. The advisory services to be provided by the Legal Adviser shall include:


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- a) Evaluation of the strategic objectives of the Authority in relation to the Project and advising on the legal, commercial and corporate structuring, especially with reference to Applicable Laws;
- b) Preparing a consolidated list of approvals/ consents/ clearances required from government instrumentalities;
- c) Assisting the Authority in identification of project risks and in allocation of the same in an efficient and economic manner;
- d) Advising on and assisting in obtaining the regulatory approvals and issues related thereto.

04. ELIGIBILITY CRITERIA

- 4.1. Applicants must read carefully the minimum conditions of eligibility (the “**Conditions of Eligibility**”) provided herein. Proposals of only those Applicants who satisfy the Conditions of Eligibility will be considered for evaluation.
- 4.2. To be eligible for evaluation of its Proposal, the Applicant shall fulfil the following:
 - a) **Technical Capacity:** The Applicant shall have, over the past 5 (five) years’ experience on similar nature of work.
 - b) **Financial Capacity:** The Applicant shall have received a minimum of Rs.1 Crore per annum as professional fees during any financial years in last five years
 - c) **Availability of Key Personnel:** The Applicant shall offer and make available the legal expert for the meeting requirements of the Authority.
 - d) **Conditions of Eligibility for Key Personnel:** Each of the Key Personnel must fulfil the Conditions of Eligibility specified below:

Key Personnel	Educational Qualification	Length of Professional Experience	Experience on Eligible Assignments
Legal Expert	Bachelor in law or equivalent	10 years	He should have 10 years experience in commercial contracts. He should have led the legal teams for not less than three Eligible Assignments.

- 4.3. Any entity which has been barred by the Central Government, any State Government, a statutory authority or a public sector undertaking, as the case may be, from participating in any project, and the bar subsists as on the date of the Proposal, would not be eligible to submit a Proposal either by itself or through its Associate.
- 4.4. An Applicant or its Associate should have, during the last three years, neither failed to perform on any agreement, as evidenced by imposition of a penalty by an arbitral or judicial authority or a judicial pronouncement or arbitration award against the Applicant or its Associate, nor been expelled from any project or agreement nor have had any agreement terminated for breach by such Applicant or its Associate.
- 4.5. While submitting a Proposal, the Applicant should attach clearly marked and referenced continuation sheets in the event that the space provided in the specified forms in the Appendices is insufficient. Alternatively, Applicants may format the specified forms making due provision for incorporation of the requested information.

05. DELIVERABLES

In pursuance of this TOR, the Legal Adviser shall undertake and/ or deliver the following deliverables (the “**Deliverables**”):

5.1. Examined/Vetted Concession Agreement

The Legal Advisor should submit the final examined/vetted Concession Agreement within 07 (Seven) days from the LoI.

06. TIME & PAYMENT SCHEDULE

Time is the essence of this consultancy assignment. The consultant shall commence the assignment **immediately** and complete the same **within 7 (Seven) days** from the date of issue of **Letter of Intent (LoI)**. The contract period of the Legal Advisor will valid till execution of the Concession Agreement with the developer. The rate quoted by the Bidder should be excluding GST. GST as applicable will be paid extra.

Payment:

- | | | | |
|------|--|---|-----|
| (i) | On submission of examined/ vetted
Final Concession Agreement | : | 90% |
| (ii) | After execution of Concession Agreement/
Acceptance of vetted CA by the Competent Authority | : | 10% |

Taxes & Duties :

- i. GST as applicable due on the charges for the services being provided by agency would be deducted at source by the paying authority from each payment.
- ii. TDS as applicable will be deducted in each payment by the Client.

07. CONFIDENTIALITY

The Legal Adviser and its Personnel shall not, either during the term or within two years after the expiration or termination of this Agreement disclose any proprietary information, including information relating to reports, data, drawings, design software or other material, whether written or oral, in electronic or magnetic format, and the contents thereof; and any reports, digests or summaries created or derived from any of the foregoing that is provided by the Authority to the Legal Adviser and the Personnel; any information provided by or relating to the Authority, its technology, technical processes, business affairs or finances or any information relating to the Authority's employees, officers or other professionals or suppliers, customers, or contractors of the Authority; and any other information which the Legal Adviser is under an obligation to keep confidential in relation to the Project, the Services or this Agreement ("**Confidential Information**"), without the prior written consent of the Authority.

Notwithstanding the aforesaid, the Legal Adviser and all its Personnel may disclose Confidential Information to the extent that such Confidential Information:

- a) was in the public domain prior to its delivery to the Legal Adviser and the Personnel or becomes a part of the public knowledge from a source other than the Legal Adviser and the Personnel or either of them;
- b) was obtained from a third party with no known duty to maintain its confidentiality;
- c) is required to be disclosed by Applicable Laws or judicial or administrative or arbitral process or by any governmental instrumentalities, provided that for any such disclosure, the Legal Adviser and the Personnel shall give the Authority, prompt written notice, and use reasonable efforts to ensure that such disclosure is accorded confidential treatment; and

d) is provided to the professional advisers, agents, auditors or representatives of the Legal Adviser or Personnel, as is reasonable under the circumstances; provided, however, that the Legal Adviser or Personnel, shall require their professional advisers, agents, auditors or its representatives, to undertake in writing to keep such Confidential Information, confidential and shall use its best efforts to ensure compliance with such undertaking.

08. SELECTION PROCESS

The RFP shall be having Technical Bid & Financial Bid. Both these bids shall be put in a common envelop sealed & stamp super scribing on the top of the envelop as **“APPOINTMENT OF LEGAL ADVISOR FOR VETTING OF THE DRAFT CONCESSION AGREEMENT FOR THE PROJECT “DEVELOPMENT OF CAPTIVE JETTY AT JATADHAR MUHAN” TO BE SIGNED BETWEEN GOVERNMENT OF ODISHA AND JSW UTKAL STEEL LIMITED”**. Each of these bids shall be clearly specified in bold letters as **‘TECHNICAL BID’** and **‘FINANCIAL BID’**

(a) Technical Bid

The following documents should be included in Technical Bid, in absence of which the Bid is liable for rejection:

- ❖ Non-refundable document cost of **Rs.1,000/- (Rupees One Thousand) only in shape of Demand Draft** from any Scheduled/ Nationalized Bank drawn in favour of Establishment Officer, Directorate of Ports and Inland Water Transport, Odisha, Bhubaneswar payable at Bhubaneswar.
- ❖ **Earnest Money Deposit (EMD)**
 - EMD in shape of Term Deposit from any Nationalised/ Scheduled Bank/ National Savings Certificate (NSC) duly pledged in favour of Establishment Officer, Directorate of Ports and Inland Water Transport, Odisha, Bhubaneswar payable at Bhubaneswar for **Rs.5,000/- (Rupees Five Thousand) only**, failing which the bids will not be considered


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- EMD of unsuccessful bidder will be returned as promptly as possible after the expiry of the period of proposal validity or execution of Agreement with the Director, Ports and Inland Water Transport, Odisha, Bhubaneswar by the successful Bidder whichever is earlier. No interest will be paid on EMD.

The EMD may be forfeited:

- (a) if a Bidder withdraws its proposal during the period of validity of the proposal
- (b) in case of a successful bidder, if the bidder fails to execute the work assigned.

- ❖ Documents as per the prescribed format (**Annexure-I to III**), duly stamped and signed in all pages.
- ❖ Registration Copy of Company/Firm/Agency
- ❖ Copies of Income Tax (PAN), Goods & Service Tax (GST)
- ❖ Submission of relevant certificates documents in support of evidence to fulfil the **eligibility criteria as mentioned in Point-4 above.**

(b) Financial Bid

The agency shall quote lump sum fees excluding GST for consultancy charges for the project as per **Annexure-IV**

09. SELECTION PROCESS

The selection of the Transaction Advisor shall be based on the fulfilling the Technical Qualification and **Lowest Price (L₁)** quoted by the Interested Firms.

If the **L₁** Firm does not technically qualify or does not turn up execution of agreement after finalization of the RFP, the **L₂** Firm who fulfils the Technical Qualification called for signing of agreement for the above work subject to condition that the **L₂** firm negotiates at par with the quoted rate by the L₁ Firm, otherwise the RFP will be cancelled.

10. VALIDITY OF PROPOSAL

Proposals shall remain valid for 90 (Ninety) days from the date of opening.

11. AWARD OF WORK

After selection, a Letter of Acceptance (the "LOA") shall be issued by the Director, Ports and Inland Water Transport, Odisha, Bhubaneswar to the Selected Consultant. The Selected Consultant shall attend the Directorate, Ports and Inland Water Transport, Odisha, Bhubaneswar within 3 (Three) days of the receipt of the LOA for signing of the Agreement.

12. RIGHT TO TERMINATION

- ❖ Director, Ports and Inland Water Transport, Odisha, Bhubaneswar reserves the right to terminate the Agreement, if it is found that the performance of the agency is not satisfactory at any point of time during the period of the contract.
- ❖ Either party can terminate the agreement by giving 07 (Seven) days written notice.

13. DISPUTES

All legal disputes are subject to the jurisdiction of Bhubaneswar courts only.

14. BIDDING PROCEDURE

- (i) Bidders are requested to download the RFP Document from the **website** <https://odisha.gov.in/important-links/advertisement> or can be collected from Directorate, Ports and Inland Water Transport, Odisha, Bhubaneswar during office hours in all working days.
- (ii) Bidders are requested to submit their Bid in the following address through Speed Post/ Registered Post/ Courier/ by Hand.

**Directorate of Ports and Inland Water Transport,
Paribahan Bhawan (2nd Floor), A.G. Square,
Unit-II, Ashok Nagar, Bhubaneswar-751009
Phone: -0674-2390355/59, Fax-0674-2396885
Email: - portsniwt.od@nic.in**

The Director, Ports and Inland Water Transport, Odisha, Bhubaneswar will not be held responsible for any postal/Courier delay. No Bid will be entertained after due date and time of submission.


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- (iii) The last date for receipt of the bid is **06.11.2023 upto 03.00 PM**. The Bid will be submitted in the above address on or before the due date and time.
- (iv) The **RFP** shall be opened on the same day **at 03.30 P.M.** by the undersigned in the Directorate, Ports and Inland Water Transport, Odisha, Bhubaneswar in presence of bidders or their authorised representatives who wish to attend. Bidders who participated in the bid can witness the opening of bid. If the office happens to be closed on the date of opening of Bids as specified, the bids will be opened on the next working day at the same venue.
- (v) Any Addendum / Corrigendum / Notice etc. for this assignment issued by Directorate of Ports and Inland Water Transport, Odisha, Bhubaneswar will be hosted only in the **website <https://odisha.gov.in/important-links/advertisement>**
- (vi) **The authority reserves the right to reject any or all bids without assigning any reason thereof.**


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Proposal Submission Form

RFP No.3131, Dtd.26.10.2023

To

**The Director,
Ports and Inland Water Transport,
Odisha, Bhubaneswar.**

Sir,

We, the undersigned, offer our proposal to appointment of Legal Advisor for vetting of the draft concession agreement for the project "Development of Captive Jetty at Jatadhar Muhan" to be signed between Government of Odisha And JSW Utkal Steel Limited in accordance with RFP No.3131, Dtd.26.10.2023

If negotiations are held during the period of validity of the Proposal, we undertake to negotiate on offered price. .

We understand, you are not bound to accept our Proposal you receive.

Yours Sincerely

Authorized Signature :
Name and Title of Signatory :
Name of Firm :
Address :
Email :
Name of Contact Person :
Email :
Telephone :
Mobile :
Fax :


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TECHNICAL BID**PARTICULARS OF THE APPLICANT**

1.1	Title of Consultancy:
1.2	Title of Project:
1.3	State whether applying as Sole Firm or Lead Member of a consortium: Sole Firm or Lead Member of a consortium
1.4	State the following: Name of Firm: Legal status (e.g. sole proprietorship or partnership): Country of incorporation: Registered address: Year of Incorporation: Year of commencement of business: Principal place of business: Name, designation, address and phone numbers of authorised signatory of the Applicant: Name: Designation: Company: Address: Phone No.: Fax No. : E-mail address:
1.5	If the Applicant is Lead Member of a consortium, state the following for each of the other Member Firms: (i) Name of Firm: (ii) Legal Status and country of incorporation (iii) Registered address and principal place of business.
1.6	For the Applicant, (in case of a consortium, for each Member), state the following information: (i) In case of non Indian Firm, does the Firm have business presence in India?

	<p>If so, provide the office address(es) in India. Yes/No</p> <p>(ii) Has the Applicant or any of the Members in case of a consortium been penalised by any organization for poor quality of work or breach of contract in the last five years? Yes/No</p> <p>(iii) Has the Applicant/ or any of its Associates ever failed to complete any work awarded to it by any public authority/ entity in last five years? Yes/No</p> <p>(iv) Has the Applicant or any member of the consortium been blacklisted by any Government department/Public Sector Undertaking in the last five years? Yes/No</p> <p>(v) Has the Applicant or any of its Associates, in case of a consortium, suffered bankruptcy/insolvency in the last five years? Yes/No</p> <p>Note: If answer to any of the questions at (ii) to (v) is yes, the Applicant is not eligible for this consultancy assignment.</p>
1.7	<p>(Signature, name and designation of the authorised signatory) For and on behalf of</p>


N.B:- PAN, GSTIN AND OTHER RELEVANT DOCUMENTS NEEDS TO BE ATTACH WITH THE TECHNICAL BID


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ANNEXURE-II

Particulars of Key Personnel

S. No.	Designation of Key Personnel	Name	Educational Qualification	Length of Professional Experience	Present Employment		No. of Eligible Assignments
					Name of Firm	Employed Since	
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)
1.	Legal Expert						


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Abstract of Eligible Assignments of the Applicant

S.No	Name of Project	Name of Client	Estimated capital cost of Project (in Rs crore/ US\$ million)	Professional fee received by the Applicant (in Rs crore)
(1)*	(2)	(3)	(4)	(5)
1				
2				
3				
4				
5				


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FINANCIAL BID

To

**The Director,
Ports and Inland Water Transport,
Odisha, Bhubaneswar.**

Sub:- Financial Bid for Appointment of Legal Advisor for vetting of the draft concession agreement for the project "Development of Captive Jetty at Jatadhar Muhan" to be signed between Government of Odisha And JSW Utkal Steel Limited in accordance with **RFP No.3131, Dtd.26.10.2023**

Dear Sir,

We, the undersigned, offer to provide the transaction advisory services for the above assignment in accordance with the TOR. Our Financial Quotation are as follows:

Sl. No.	Item	Lump-sum Profession Fees (in Indian Rupees) excluding GST
(1)	(2)	(3)
01.	Appointment of Legal Advisor for vetting of the draft concession agreement for the project "Development of Captive Jetty at Jatadhar Muhan" to be signed between Government of Odisha And JSW Utkal Steel Limited	Rs. (Figure) Words:

The Financial Quotation is without any condition

Signature and Seal of the

Party_____

Name :-
Designation :-
Company/Firm :-
Date :-

*TDS will be deducted as per Income Tax Rules.

Note:- The applicant should quote lump-sum professional fee for transaction advisory services and exclusive of all applicable taxes, duties. **Taxes and duties should be indicated separately.**


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