

REQUEST FOR EXPRESSIONS OF INTEREST
(CONSULTING SERVICES – CONSULTANT SELECTION)

Country: Bhutan

Name of Project: Dorjilung Hydro-electrical Power Project

Assignment Title: Legal Services for Dorjilung Hydro-electrical Power Project, Bhutan

Reference No.: DORJILUNG/CPD/17/2025/10

1. Royal Government of Bhutan has applied for financing from the World Bank for the **Dorjilung Hydro-electrical Project (DHPP)** to be implemented by the Druk Green Power Corporation Limited (DGPC) and intends to apply a part of the proceeds of this financing for the “**Legal Services for Dorjilung Hydro-electrical Power Project**”.

2. Scope of Services

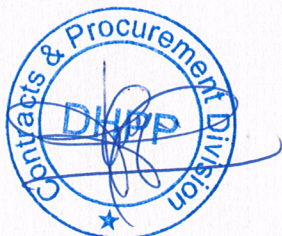
DGPC intends to implement DHPP through a PPP arrangement which will take the form of a joint venture between DGPC, as the public partner, and Tata Power as the private partner (the SPV), which will together establish a special-purpose vehicle (SPV) for that purpose. Accordingly, the Services will be delivered in two phases. In Phase – 1, the Legal Advisor (LA) will draft/update and negotiate the Shareholders’ Agreement on behalf of DGPC. The LA will also review and advise DGPC on the Concession Agreement between the SPV and the Royal Government of Bhutan (RGOB) and the export Power Purchase Agreement (PPA) between the SPV and its offtaker(s) in preparation for Phase-2 of the assignment. In Phase-2, the scope will include drafting/updating, review, and negotiation of Project Documents (Concession Agreement, Export PPA, various contracts for construction, operation and maintenance agreements and documents relating to the financing for the Project) and support the financing commitment process. Phase-2 shall also cover legal services related to management of commercial as well as financial close of the project.

The detailed Terms of Reference (ToR) are available at <https://www.drukgreen.bt/tender/>. This ToR is to provide an idea about the scope of the assignment to potential Consultants to help them prepare their Expressions of Interest (EoIs).

3. Selection Procedure

DGPC now invites eligible Consulting firms (“Consultants”) to indicate their interest in providing the Services. Interested Consultants should provide information demonstrating that they have the required qualifications and relevant experience to perform the Services. The shortlisting criteria are:

- i. General Experience of the consultant;
- ii. Experience in similar assignments as described below:
 - ✓ Proven experience in providing legal advisory services in relation to the establishment and legal representation of project companies in infrastructure projects, including particularly hydropower projects, implemented under the Public-Private Partnership (PPP) model. Additional weightage will be given for undertaking such assignments in Asia.
 - ✓ Demonstrated PPP-related experience in hydropower projects
 - ✓ Experience in the preparation and negotiation of CAs and PPAs and carrying out due diligence on cross-border project finance transactions.



Key experts will not be evaluated at this stage.

4. The attention of interested Consultants is drawn to Section III, paragraphs, 3.14, 3.16, and 3.17 of the World Bank's "Procurement Regulations for IPF Borrowers" September 2023 ("Procurement Regulations"), setting forth the World Bank's policy on conflict of interest. In addition, please refer to the following specific information on conflict of interest related to this assignment as per paragraph 3.17 of the Procurement Regulations: *Consultants shall not be hired for any assignment that would be in conflict with their prior or current obligations to other clients, or that may place them in a position of being unable to carry out the assignment in the best interests of the Borrower.*
5. Due to the specialized nature of the assignment, Consultants are not allowed to form joint venture with other firms, for this assignment.
6. A Consultant will be selected in accordance with the Quality Based Selection (QBS) Method set out in the World Bank Procurement Regulations.
7. The Expression of Interest can be submitted (either through e-mail or in person or by mail) to the following address by 15:00 hours on or before **July 28, 2025**.
8. Further information can be obtained at the address mentioned below during office hours between 0900 to 1700 hours Bhutan Standard Time. DGPC reserves the right to accept or reject any or all EOIs without assigning any reason whatsoever.

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