

*Approved by
RB Rail AS Decision No.4/2015-82
of the Management Board*

**INVITATION
TO SUBMIT PREQUALIFICATION DOCUMENTS
FOR PROCUREMENT
“LEGAL SERVICES FOR RAIL BALTICA PROJECT”**

Riga, 2015

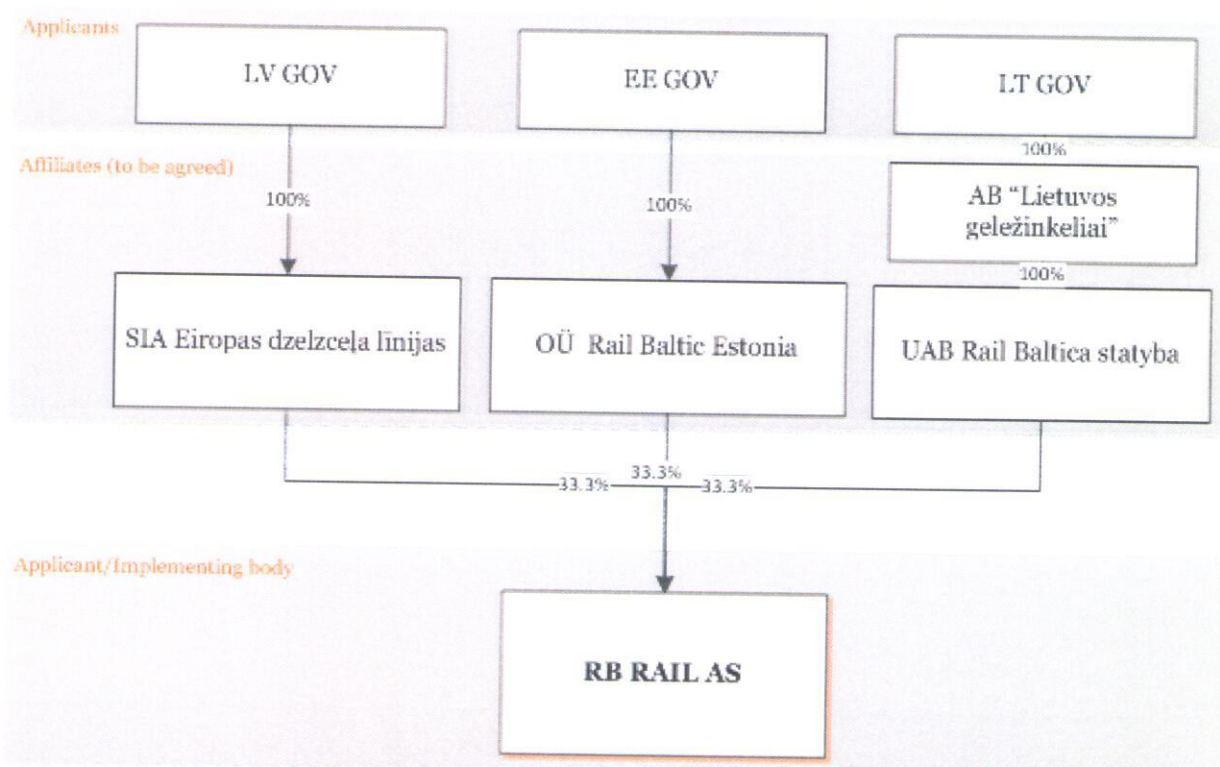
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INTRODUCTION

The Management Board of the Joint Stock Company RB Rail AS, registration No.40103845025, registered address at Gogoļa Street 3, Riga, LV-1050, Latvia (hereinafter - the Company) organises procurement “Legal Services for the Rail Baltica Project” (hereinafter - Procurement).

The Company has been established by shareholder companies registered in the Republics of Estonia, Latvia and Lithuania. The main business of the Company is the design, construction and marketing (including branding) of the new fast conventional double track electrified railway line with the maximum speed of 240 km/h and European standard gauge linking three Baltic States with Poland and the rest of Europe (please see below the structure).



Objective

The Company is seeking to establish a list of experienced legal advisors to provide legal services to the Company on various legal matters. A more detailed list of the Company's needs can be found in Specification (Annex No 3). In general terms, the Company is seeking firms who can provide excellent legal advice on all required legal matters across all three Baltic States.

Currently, we envisage that 5 firms will be appointed. The Company wishes to develop close working relationships with the selected firms, so that the Company's aims and objectives are clearly understood. Please note that shortlisted legal service providers will not have an exclusive right to provide legal services to the Company under the framework arrangement. The Company reserves the right either to hold a mini-competition between the selected providers or to award a piece of work directly to a selected firm.

Rules of the Pre-qualification

1. Process

This is a two-stage tender process:

- 1) an Invitation to submit pre-qualification documents;
- 2) a Request for Proposal.

Such a procedure enables the Company to assess whether or not the potential providers meet the minimum requirements and to create a short-list of potential service providers. Only potential providers that are successful in being shortlisted will be invited to the next stage of the tender process, the Request for Proposal stage, where the potential providers will be invited to submit proposals in response to the specification, including prices for the requirement. These proposals will be then evaluated to determine the potential providers most appropriate to deliver the requirement under the framework agreement.

2. Description of the subject-matter of the procurement

The Company is seeking to establish a list of experienced legal advisors to provide legal services to the Company on various legal matters in Estonia, Latvia and Lithuania. Subject matter is divided in Parts each part contains list of services. Please see below a list of services required (for full detailed list of services please see Specification, Annex 3):

Part No	Service
1.	Commercial and Corporate Services;
2.	Company Secretarial Services;
3.	Employment law Services;
4.	Advising on Construction, Real Estate and Environment;
5.	Public Sector Law Services;
6.	Taxation;
7.	Advising on logistic matters ("Rail");
8.	Procurement;
9.	Competition Law and State Aid;
10.	Intellectual property advice, IT law;
11.	Advising on Insurance matters ("Insurance").

3. Conditions for the exclusion of Candidates

The Company shall exclude the Candidates from further participation in the Procurement procedure as well as shall not review the Proposal in any of the following events:

3.1. if they are bankrupt or wound up, have suspended their business activities or are in other kind of status, which prevents or might prevent the Candidates for proper implementation of the agreement;

3.2. if they or persons having powers of representation, decision making or control over the Candidates have been convicted of a criminal offence relating to the professional conduct by the judgement of a court;

3.3. if they or persons having powers of representation, decision making or control over the Candidates have been convicted of an offence relating to fraud, corruption, involvement in criminal organisation, money laundering or any other illegal activity by the judgement of a court;

3.4. if they have misrepresented the information included in their Proposal and required for particular procurement procedure;

3.5. if the Company has obtained information that the Candidates have entered into unlawful agreements with competitors or have influenced in any unlawful way the person or group of

persons appointed by the Company to select the proposals submitted for particular procurement procedure;

3.6. if they are in the situation of conflict of interests due to participation in related procurement procedures organised by the Company or due to other circumstances as described in applicable laws and thus have gained unfair competitive advantage;

3.7. if as a matter of applicable law or other regulation the Company is prohibited from entering into commercial relations with the country of registration of the Candidate or the Candidate itself;

3.8. the person indicated by the Candidate, on the abilities of whom the candidate relies, in order to certify that the qualification thereof complies with the requirements referred to in subparagraphs 3.1. - 3.7.

Candidates must inform the Company in writing of any change of control, composition or membership of the Candidate, and of any other material change to the Candidate's application. Candidates are reminded of the eligibility requirements that apply to the procurement at all times.

4. Sub-contracting:

Where a sub-contracting approach is proposed, all information requested should be given in respect of the proposed prime contractor. Relevant information should also be provided in respect of sub-contractors who will play a significant role in the delivery of the requirements under any ensuing agreement. Candidates are reminded that any future change in relation to sub-contracting must be notified to the Company so that it can make further assessment by applying the selection criteria to the new information provided, during the tender process.

5. Pre-qualification criteria:

5.1. Candidate is registered, licensed or certified in accordance with its country of residence laws and regulations in field of subject-matter;

5.2. Candidate's annual turnover is not less than 200 000 EUR for the last three years (2012, 2013 and 2014).

6. The Pre-qualification application shall include the following documents:

6.1. Application (Annex No. 1);

6.2. Completed Pre-Qualification form (Annex 2);

6.3. Information on the Candidate's financial turnover for the last three years (2012, 2013 and 2014) (profit-loss statement, etc.);

6.4. Documentary evidence establishing the applicant's qualifications if required;

6.5. in the case if the Pre-qualification documents are not signed by the legal representative of the Candidate, a document certifying the rights of the persons who have signed the Pre-qualification documents, to represent the candidate (powers of attorney, authorisation agreements etc.).

7. Submission of a Pre-qualification documents:

7.1. Pre-qualification documents (documents referred to in Paragraph 6 of these Rules) for participation in the Procurement shall be submitted personally, by courier or registered mail to the JSC RB RAIL AS (*at the premises of SJSC "Latvijas dzelzceļš" Gogoļa iela 3, room 230, Riga, LV-1050*). **Pre-qualification documents shall be submitted by 14 October 2015 till 11.00 o'clock;**

7.2. the Candidate is not permitted to submit variants of the Pre-qualification;

7.3. the Candidate may submit a Pre-qualification documents for the whole subject matter or for each Part separately in full amount;

7.4. Pre-qualification documents submitted after the expiry of the deadline for the submission shall not be reviewed and will be returned unopened.

8. Preparation and layout of the Pre-qualification documents

8.1. the Candidate shall submit a Pre-qualification documents in a glued up envelope, on which it shall be indicated: "Pre-qualification documents for the Procurement "Legal Services for Rail Baltica Project" Do not open until 14 Oktober 2015 at 11.00 o'clock". And the address: To the RB Rail AS, SJSC "Latvijas dzelzceļš", *Gogoļa iela 3*, room 230, Riga, LV-1050. The name, address and telephone number of the candidate shall be specified on the envelope;

8.2. all Pre-qualification documents requested must be duly completed, sewn or bound together and be in written form in English;

8.3. one original and one copy of the Pre-qualification documents shall be submitted for the Pre-qualification.

9. Period of validity of the Pre-qualification documents

90 days from the day of opening of the Pre-qualification documents.

10. Provision of information

10.1. the Candidate may request explanations regarding the preparation of the Pre-qualification documents. All requests shall be executed in writing by sending to the e-mail: martins.blaus@ldz.lv not later than 6 working days prior to the deadline specified in subparagraph 7.1;

10.2. the Company shall prepare a written reply to the request and shall send it to all Candidates together with the asked question, without specifying the Candidate who has asked the question;

10.3. all correspondence or documentation submitted in response to or in relation to the Pre-qualification shall be in the English language. In circumstances where an original document which is to form part of the application is not in English, the potential providers must provide English translation certified as accurate by the translator, together with a copy of the original document.

11. Evaluation methodology

11.1. The purpose of this Invitation is to enable the Company to assess potential providers in accordance with the minimum requirements, so that only those potential providers that meet or exceed the minimum requirements are taken forward to the Tender stage.

11.2. This Invitation contains two types of questions – information only questions and weighted scoring questions. Answers to information only sections will not be evaluated but must be answered or the application will not be considered. Answers to scored questions will first be evaluated against any minimum response levels. Those responses which meet the minimum standard will be then scored according to the following 0-5 scoring range:

5 = excellent (shows an excellent understanding of the Company's requirements, and an excellent experience coupled with the ability to deliver all required services or fulfil all the required requirements to a high level)

4 = very good (shows an above basic–reasonable understanding of the Company's requirements, and an above basic–reasonable experience coupled with the ability to deliver all required services or fulfil all the required requirements to an above basic level)

3 = good (shows a reasonable experience and the ability to deliver all required services or fulfil all the required requirements to a basic level)

2 = acceptable (shows a less than basic experience and the ability to deliver only some of the required services)

1 = poor (shows little experience and a little ability to deliver required services)

0 = unacceptable (shows no experience or no response to the question, or the question is not considered relevant. The response is unconvincing, flawed or otherwise unacceptable)

Please see below the evaluation matrix detailing minimum requirements and weighting

Reference	Information requested	Minimum Requirement
Annex 1 Letter of Application	General information	Not scored
Annex 2 Pre-Qualification for		
	1.1. Commercial and Corporate	1
	1.2. Company Secretarial Services	1
	1.3. Employment law	2
	1.4. Construction, Real Estate and Environment	2
	1.5. Public Sector Law	1
	1.6. Taxation	2
	1.7. Rail	2
	1.8. Procurement	3
	1.9. Competition Law and State Aid	2
	1.10. Intellectual property advise, IT law	2
	1.11. Insurance	2
	2.1. Baltic coverage	2
	2.2. Number of employees	2
	2.3. Qualification of key personnel	2
	2.4. Insurance	2
	2.5. Membership and certifications	2

12. Verification of the Pre-qualification documents

12.1. after the opening of the Pre-qualification documents Company shall perform verification of the compliance of the Pre-qualification documents with the requirements of the Invitation to Pre-qualification, Evaluation methodology and Specification, without the participation of the Candidate. If the Pre-qualification documents or the candidate fails to comply with the minimum requirements of the Invitation to Pre-qualification, Evaluation methodology and Specification, the Company can refuse the Proposal and exclude the Candidate from further participation in the Pre-qualification stage. If the Pre-qualification documents does not comply with the layout requirements, the commission shall assess the significance thereof and make a decision regarding the solidity of refusal of the Pre-qualification documents;

12.2. during the course of the verification of the Pre-qualification documents the Company shall be entitled to ask for additional information from the Candidate or invite to negotiations;

12.3. during the negotiations with the Candidates the Company may amend the technical requirements for the Pre-qualification, if such amendments in the best way correspond to the needs and interests of the Company;

13. Decision making

13.1. after the verification of Pre-qualification documents the Company shall evaluate Prequalification documents according to Evaluation methodology. Candidates will be selected to proceed to the Request for Proposal stage will be those who meet all minimum requirements and achieve the highest marks. The Company envisages that 5 potential providers will be selected to proceed to the next stage;

13.2. if only one Pre-qualification application has been submitted for the Pre-qualification stage, the Company shall decide whether it complies with the Invitation to Pre-qualification, whether it is beneficial, meet all minimum requirements of evaluation methodology and whether the particular candidate may be selected to next stage or will decide on termination of pre-qualification stage;

13.3. during the Procurement the Company may decide to invite other Candidates to participate in the procurement procedure;

13.4. during the Procurement the Company may decide to decrease or increase number of Candidates which will be invited to second stage of procurement or to enter into agreement;

13.5. the approval of the decision of the Company regarding entering into second stage of procurement, in accordance with the procedure set by internal regulations of the RB Rail AS, shall serve as a basis for continuation of Procurement.

14. Announcement of Results of the Pre-qualification stage

14.1. upon taking the decision regarding entering into second stage of Procurement referred to in sub-paragraph 13.3. the Company shall notify the results to all participants of the Pre-qualification stage and shall enter into Request for Proposal stage with the selected Candidates;

14.2. if the selected Candidate fails to enter into second stage within the time period specified by the Company in the Request for Proposal, then it shall be deemed that he has refused the rights granted to enter into second stage, regarding which the minutes shall be prepared and another Candidate with highest score before Candidate who refused Request for proposal stage can be invited to enter into second stage.

15. Other provisions:

15.1. until the approval of the results of the first or second stage of Procurement the Company shall be entitled to decrease the volume of the subject matter of the Procurement or terminate Procurement procedure with no result due to financial or any other considerations;

15.2. Candidate are solely responsible for their costs and expenses incurred in connection with the preparation and submission of the pre-qualification documents an all future stages of the selection and evaluation process. Under no circumstance will the Company or any of its representatives or advisers be liable for any costs or expenses borne by the Candidate in this process.

16. Contact persons of the Company:

16.1. Mārtiņš Blaus, telephone: +371 67234086, e-mail address: martins.blaus@ldz.lv;

16.2. Vineta Rudzīte, telephone +371 67234231, e-mail address: vineta.rudzite@ldz.lv.

Enclosed: Annex No. 1 - Sample of the application on 1 page;
Annex No. 2 – Pre-qualification form on 2 pages;
Annex No. 3 - Specification on 2 pages.

Member of the Board



Edvīns Bērziņš

[form of the candidate's company]

_____ 2015
No. _____

LETTER OF APPLICATION FOR PRE-QUALIFICATION
For Procurement "Legal Services for Rail Baltica Project"

Candidate _____, reg. No. _____,
(Name of the Candidate)

represented by _____,
(Name, surname and position of the manager or an authorised person)

by submitting this application:

1. confirms his participation in the Pre-qualification stage of procurement "Legal Services for Rail Baltica Project" organised by the RB Rail AS;
2. confirms that he does not comply with any of the cases for the exclusion of candidates referred to in Paragraph 4 of the Invitation for Pre-qualification;
3. confirms that he is informed of the fact that, upon the fulfilment of any cases regarding the exclusion of candidates referred to in Paragraph 3 of the Request for Proposal for Procurement during the period of validity of the Proposal, the Proposal of the Candidate may be refused or, in the case of granting the right to enter into an agreement, the Company may refuse to enter into a procurement agreement;
4. admits the period of validity of its Pre-qualification documents for at least 90 days from the day of opening of the Pre-qualification documents;
5. certifies that the information supplied regarding the organization is accurate and to the best of his knowledge and that he accepts all terms and conditions requested in the Invitation. Understands and accepts that false information could result in rejection of the application to be selected to take part in the tender process as well as in criminal liability under applicable laws;
6. guarantees that all the information provided is true.

Signed for and on behalf of the organization

(Position, Name, Surname)

(Signature)
LS

Company name: _____
Address of the candidate: _____
Registration number: _____
VAT registration number: _____
Website: _____
Name, position, telephone number, fax
number, email of single point of contact: _____
Legal status (company form): _____
Date of formation: _____
Countries of presence: _____

[form of the provider's company]

_____ 2015
No. _____

PRE-QUALIFICATION FORM

Candidate should provide information that clearly demonstrates the experience gained. Please refer to Specification (Annex No 3) as to what experience is expected under each service line. Please provide a high level overview of your relevant and most recent experience up to maximum of 200 words per question.

1. Services

No	Services	Time Frame (day month, year – day month, year)
1.1.	Commercial and Corporate	
<i>High Level Description (up to 200 word per each section)...</i>		
1.2.	Company Secretarial Services	
<i>High Level Description (up to 200 word per each section)...</i>		
1.3.	Employment law	
<i>High Level Description (up to 200 word per each section)...</i>		
1.4.	Construction, Real Estate and Environment	
<i>High Level Description (up to 200 word per each section)...</i>		
1.5.	Public Sector Law	
<i>High Level Description (up to 200 word per each section)...</i>		
1.6.	Taxation	
<i>High Level Description (up to 200 word per each section)...</i>		
1.7.	Rail	
<i>High Level Description (up to 200 word per each section)...</i>		
1.8.	Procurement	
<i>High Level Description (up to 200 word per each section)...</i>		
1.9.	Competition Law and State Aid	
<i>High Level Description (up to 200 word per each section)...</i>		
1.10.	Intellectual property advise, IT law	
<i>High Level Description (up to 200 word per each section)...</i>		
1.11.	Insurance	
<i>High Level Description (up to 200 word per each section)...</i>		

2. Other Technical Capacity

No	Question	High Level Description
2.1.	Please provide a high level overview as to how you would provide pan-Baltic coverage for the services across the Baltic States	
2.2.	Please state the approximate number of employees that could be applied to this contract in any 12 months period and the total in the organization itself	
2.3.	Please provide brief biographical details of the key personnel to be deployed in providing services required.	
2.4.	Please provide details of all insurance cover currently in force.	
2.5.	Please provide details of your current membership to any professional organizations (such as a Bar Association, Tax associations etc.) or any relevant certifications	

I certify that the information supplied in this form is accurate and to the best of my knowledge. I understand that at a later stage of this process the Company may ask for evidence as to the claims made by and information provided in this form. I understand that I understand and accept that false information could result in rejection of the application to be selected to take part in the tender process as well as in criminal liability under applicable laws.

Note: this application is to be signed by a partner, director or other authorised representative.

Signed for and on behalf of the organization

(Position, Name, Surname)

(Signature)

LS

Specification of Legal Services required

The Company is seeking to establish a list of experienced legal advisors to provide legal services to the Company on various legal matters in Estonia, Latvia and Lithuania. All legal services are to be delivered in English as a primary language and Latvian. Please see below a detailed list of services required:

Commercial and Corporate

- Advising on company formation, winding-up and liquidation
- Advising on disposals, mergers and reorganizations
- Advising on management buyouts and leveraged buyouts
- Advising on joint ventures and partnerships related issues
- Advising on commercial contracts
- Corporate advising
- Corporate governance
- Advising on directors' responsibilities
- Due Diligence
- Commercial and corporate dispute resolution

Company Secretarial Services

- Assisting chairman of Supervisory Board in preparing agenda of Supervisory Board meeting and supporting documents;
- Convening, attending and drafting of all minutes of supervisory board, and general meetings of shareholders, as well as organising approval and signing of minutes; providing extracts of minutes,
- Maintaining an appropriate registry of Supervisory Board decisions
- Registering or filing of relevant Supervisory Board decisions with appropriate state, municipal or private institutions, submission of such decisions for execution to addressees of decisions,
- Annual compliance and maintenance of statutory records
- Advising on issues included in the agenda of supervisory board and general meeting of shareholders; providing necessary support for Supervisory Board members
- Providing other services under internal regulations of the Company

Employment law

- Employment contracts
- Collective agreements
- Executive compensation and benefits
- Outsourcing
- Trade unions
- Labour dispute resolution

Construction, Real Estate and Environment

- Advising on construction project development and detailed planning
- Advising on construction contracts
- Construction supervision
- Advising on real estate development
- Advising on planning, zoning and building rights
- Advising on regulatory compliance
- Advising on commercial lease

- Advising on mortgages and other encumbrances
- Real estate Due Diligence
- Advising on legal compliance at environment law
- Construction, real estate and environment dispute resolution

Public Sector Law

- Constitutional law
- Human rights

Taxation

- Tax planning
- Tax compliance assistance
- Tax audit assistance
- Tax dispute resolution

Rail

- Advising on carriage of goods by rail
- Advising on liability of carriers
- CMR-related advice
- COTIF/SMGS carriage
- Advising on CIM uniform rules
- Advising on liberalisation of rail transport market
- Advising on rail transport infrastructure access and tariffs

Procurement

- Project structuring
- Organizing public procurement procedures
- Drafting project contracts
- Analysing collateral structures
- Advising and representation of procuring entities
- Advising and representation of tenderers
- Assistance with organizing public procurement procedures

Competition Law and State Aid

- Advising on horizontal and vertical agreements
- Advising on abuse of dominance
- Advising on compliance
- Advising on State Aid
- Competition dispute resolution

Intellectual property advise, IT law

- Strategic counsel
- Advising on copyright and databases
- Advising on IP transactions (transfers, licensing)
- Trade mark, patent and domain registering
- Advising on data protection and privacy
- Intellectual property dispute resolution

Insurance

- Advising on insurance coverage issues
- Advising on reinsurance
- Advising on Cross-border Insurance Activities
- Advising on insurance products
- Regulatory Advice
- Insurance dispute resolution