

O&M Bid Manual



Date of publication September 18, 2024

Subject:

Formerly named « Operations Manager's Manual », the purpose of this manual is to guide the appointed **Bid Directors** through the development of a **Bid**, from the "GO" statement issued by the **Go/No Go Committee** to the signature of all contract documentation.

This manual is divided into three sections: Bid Organisation, Bid Production and Capitalisation. These sections cover all processes to be followed throughout the bid production process including, among other, procedures to be followed, forms to be completed, indicators to be calculated and reporting to be carried out.

This manual applies to all O&M and/or PPP tenders carried out under the perimeter of the Business Line Consulting & Operations which **estimated overall contract value exceeds five million euros**. For the sake of clarity, this principle applies to **O&M** (including EO&M), **FOE** and **PPP** projects **irrespective of the company of the group (entity) submitting the Bid, the Domain¹ or the Region concerned**.

This manual applies for public and private invitations to tender regardless of whether Egis is main contractor, co-contractor (consortium or Joint Venture) or subcontractor.

Issued by SL31_Operation and Maintenance SL

¹ In the context of the present document : Road, Airport, Rail or Mobility/Urban Services or other activities as may be developed as part of the O&M Service Line strategy

PERIMETER OF APPLICATION

in accordance with Group documentation requirements

Application All companies and employees within the specific perimeter defined below:

	France	Middle East & South Asia	Americas & Pacific	Europe & Africa
Energy & Sustainable Cities	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Transportation	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Consulting & Operations	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
Sub-region Service Line	Applies to all SL31_Operation and Maintenance SL	Country	Applies to all	

Translation FR EN PT ES Autres Other languages: Enter language(s)

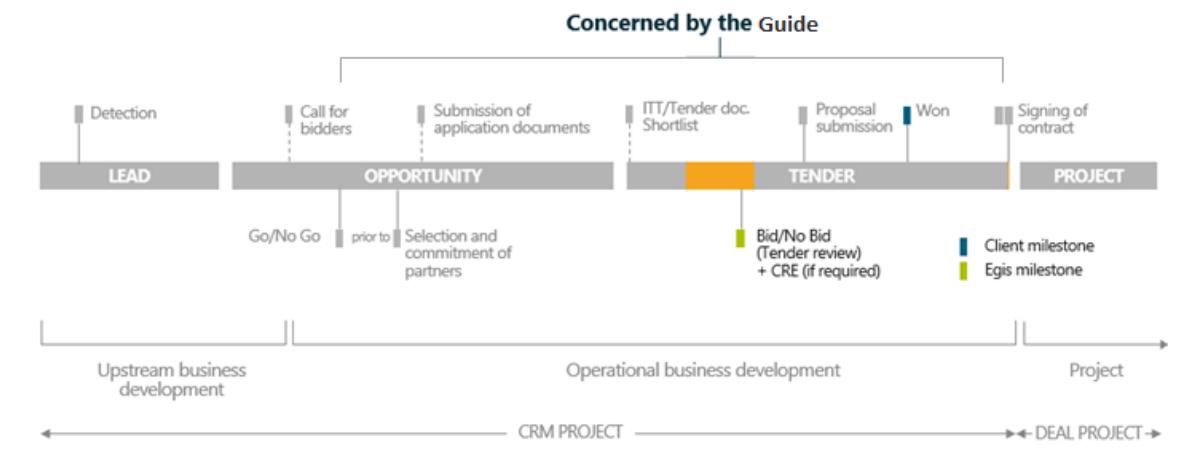
Perimeter: SL O&M

Note: The documents referenced below in B16_xxx are ex BU MENS documents, the content of which must be adapted to reflect the new operating model. However, the substance of these documents remains applicable to SL O&M offers.

ASSOCIATED DOCUMENTATION

Parent document	B00-047	<i>Process P1 – Contract Acquisition Process</i>
Procedure	B16-007	<i>Off-balance sheet bank guarantee</i>
	B16-024	<i>Advisors selection and assessment</i>
	B16-095	<i>Tender Production Plan (TPP) Guide</i>
	B16-109	<i>Gouvernance des offres</i>
Instruction	BL03-001	<i>BL C&O Governance and Delegations of Authority (DOA)</i>
	B00-075	<i>Referral of important projects to the COMOP: Go/No Go decision</i>
	B00-076	<i>The KYC process</i>
	B00-087	<i>Risks and Commitments Committee (RCC)</i>
	B00-332	<i>Country selectivity</i>
	B00-433	<i>Non-Disclosure Agreement</i>
	B00-517	<i>Using CVs for applications and tenders</i>
	B16-004	<i>Comité GO / NO GO</i>
Form	B00-081	<i>Ethics and Compliance Commitment</i>
	B00-501	<i>Ad hoc Power of Attorney</i>
	B16-033	<i>RCC Template</i>
	B16-034	<i>Tender Production Plan (TPP)Template</i>
	B16-036	<i>Demande mise au coffre</i>
	B16-037	<i>Bid Costs Budget 2022</i>
	B16-044	<i>REX</i>
	B16-046	<i>P1 to P2 Transfer Note</i>
	B16-123	<i>KYC questionnaire</i>
	On going	<i>LRN request form (smartsheet.eu)</i>
Guide	B00-037	<i>Risk reference document</i>
	On-going	<i>Bid review guide</i>
	On-going	<i>SGTi5 guide</i>
	On-going	<i>Collaborative charter</i>

PHASES COVERED BY THIS DOCUMENT



POINTS TO REMEMBER

- This manual applies to appointed Bid Directors and Bid Teams through the development of a Bid, from the "GO" statement issued by the Go/No Go Committee to contract signature.
- Following the decision statement from the Go/No Go Committee, the Bid Director must use the bid tools. The Bid Director must also plan the necessary resources and prepare the Bid Budget and submit TPP for approval.
- The Bid Director will develop the winning Bid Strategy together with the consortium partners and the Sponsor, before submitting it to the Tender Management Committee (TMC) for validation in the TPP.
- To ensure the best possible bid, the Bid Director ensures the quality review process is performed.
- To close the Bid process, the Bid Director must ensure that relevant information and files are stored in order to capitalise for future bids.
- This manual is divided into three sections: Bid Organisation, Bid Production and Capitalisation.
- From the Go/No Go Committee decision, the Bid Director is in charge of all negotiations and prepares the relevant legal documents (NDA, POA, LRN...) as needed.
- The various Bid Working Groups prepare the technical, legal and financial elements of the bid, assess the risks and opportunities of the project and prepare the request for proposals for main subcontractors.
- The bid must be validated by the relevant governance body depending on the thresholds defined in instruction B00-075.

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■ Abbreviations

- CRM Customer Relationship Management
- KYC Know Your Customer
- NDA None Disclosure Agreement
- RCC Risk and Commitments Committee
- TMC Tender Management Committee
- TPP Tender Production Plan



1 - BID ORGANISATION

Following the Go/NoGo decision.

1.1 - Setting-up the bid tool kit

1.1.1 - Producing the TPP

The "Go" decision record includes the designation of the **Bid Director** as well as the nomination of the **Sponsor** and defines specific instructions assigned to the **Bid Director** for the development of the **Bid** (if any).

As soon as possible, the **Bid Director** produces a Tender Production Plan and submits it to the **TMC** for approval with the objective of:

- approving the appointment of the **Bid Director** proposed by the **Go/No Go Committee**,
- approving the **Bid Team** as put forward by the **Bid Director** in the TPP,
- approving the **Bid Budget** (detailed in section [1.2.2 Establishing a Bid Budget](#))

At any time during the bid process, the **TMC** may decide to abandon the process. Such decision must be recorded in the TMC minutes, which must include the reasons for the abandonment (e.g. tender documents departing quite significantly from the initial expectations).

As a reminder, **Go decisions are valid for a maximum of one year**. In case the procurement process has not started within one year of the decision, the **Bid Director** must contact the BL Chief Commercial Officer so that the opportunity can be presented again for a **Go/No Go** decision.

1.1.2 - Updating the CRM

Customer Relationship Management (**CRM**) refers to both a client-oriented approach and a tool used to organise and circulate client information. The **CRM** is key to **TMC**'s management and monthly and quarterly reporting to the Group.

The **Bid Director** is responsible for keeping the Bid information up to date and without any delay in the **CRM** tool, in particular when there is a significant change in key Bid data:

- **Bid** status and description
- Bid Manager/Director and Sponsor names
- Estimated contract value, Egis share and expected Gross Margin
- Key dates (importance of "estimated signature date")
- Probability of profit depending on Bid maturity
- Decisions
- Bid Feedback
 - Frequency of **CRM** update:
 - when there is a significant change in key Bid data (Bid status, estimated contract value, estimated signature date, probability of profit...)
 - ideally once a month but in any case at least once every quarter or when prompted to do so by the **TMC**.

The CRM tool can also be used at the beginning of the Bid to analyse previous **Project Feedbacks** with same **Client** or for the same type of **Bids**.

1.1.3 - Customising SmartBid

SmartBid is an online tool-kit for the **Bid Director** and the **Bid Team**. SmartBid helps the Bid Director by providing key templates and dashboards, providing both the bid team and Egis' management with a regular, global, complete, concise and accurate view of the bid progress:

SmartBid includes core elements of the **TPP**, **RCC** note and other governance documents:

- Bid plan (tasks, resources, milestones)
- Bid status sheet
- **Bid Budget** sheet (Bid Budget requirements are detailed in section [1.2.2 Establishing a Bid Budget](#))
- Deliverables status sheet
- Questions and remarks logs
- Risks, actions, decisions register sheets
- RCC & Egis Board of Directors referral criteria sheet (These referral criteria are described in section [2.4.1 Identifying the relevant Commitment Committee\(s\)](#))

The **Bid Director** will receive a Smartsheet notification and email when the **SmartBid** toolkit is available to start completing. The use of **SmartBid** is compulsory for the bids subject to this Bid Manual.

1.1.4 - Creating the Bid folder directory on SharePoint/Teams

The **Bid Director** is responsible for creating (and providing access rights to relevant stakeholders), on Sharepoint/Teams, the Bid folder directory for project documents useful for drawing up the **Bid**. The Bid folder directory contains at least:

- Project information: client, regulations, traffic...
- Tender documentation
- Working documents
- Final proposal documents

The **Bid Director** can freely design the subdirectories of the above structure although it is strongly recommended to follow the structure proposed in the SGTi5 manual as it will simplify capitalisation at the end of the tender.

1.2 - Planning resources for the Bid

1.2.1 - Designing a Bid team

The Bid Team is proposed by the **Bid Director** and presented for approval to the **TMC** through the **TPP**.

The **Bid Team** is composed of working groups with a leader for each. Typical working groups are: legal, financial (PPP), costing/pricing, technical, traffic/revenue and operations and maintenance. The working groups and their leaders will be defined by the **Bid Director** and included in the TPP. Where relevant, the working groups may include representative of partners and subcontractors.

The **Bid Team** may consist of staff from:

- The Business Line Consulting & Operations, in particular: the SL Operation and Maintenance, the Legal Ethics and Compliance team (for the in-house Legal Counsel), the Practices (PPP, AMAI, IT), the ESG Team, the Innovation Team...

- Other Business Lines (T&T, ESC)
- The relevant region(s) (FRA, MESA, AMPAC, EURA) and their tender units
- The Consortium partners
- Advisors

For all internal resources (BL, Regions...), the **Bid Director** must ensure that the corresponding manager is aware and agrees on the workload and the time frame allocated to their teams for the bid production.

The **Bid Director** will select and assess necessary external advisors (financial, legal, tax, technical, ESG, traffic, audit financial model...) in coordination with partners and the **Bid Team** as described in section [1.4 Formalising relationships with third parties](#).

Should additional resources be needed during the bid process, the **Bid Director** may escalate the matter to the **Sponsor** or the **TMC** to request more resources.

At the beginning of the Bid, the **Bid Director** will also assign a Bid Quality Review Team (BQRT). The BQRT members assigned to the technical and financial offers' review must not be involved in the production of the **Bid** to ensure it is reviewed impartially and fairly. More details on this Bid quality review are available in section [2.3 Quality reviewing the bid](#).

Once the **Bid Team** is in place, the **Bid Director** will complete the "Contact List" sheet of **SmartBid** with the names of all **Bid Team** members. **SmartBid** is described on section [1.1.3 Customising SmartBid](#).

1.2.2 - Establishing a Bid Budget

As part of the TPP, the **Bid Director** must prepare the **Bid Budget**:

- Egis Internal costs of staff, distinguishing between costs borne by the BL C&O (and monitored against the BL Budget) and those born by the region or the other BL involved as the case may be
- External costs (advisors, ...)
- Traveling expenses
- When working in a consortium, the Bid Budget presented for approval in the TPP must make clear difference of the cost to be borne by Egis and those borne by the partners

The Bid Budget must be created in **SmartBid**. **SmartBid** is described on section [1.1.3 Customising SmartBid](#). This **Bid Budget** shall be validated by the **TMC** through the TPP.

It is the responsibility of the **Bid Director** to monitor the actual bid costs and ensure they remain within the validated budget. To do so **Bid Director** must liaise on a monthly basis with the Finance Team of the BL C&O to ensure that:

- Time allocated by individual team members are consistent with the budget.
- Invoiced expenses and expenses incurred but not yet invoiced are accounted for.
- Any new cost must be added immediately

Actual projections also need to be updated monthly in **SmartBid**.

If at any time, Bid Budget is anticipated to be > 10% from the approved budget, the **Bid Budget** must be updated and submitted to the **TMC** for approval.

1.3 - Performing Due Diligences

Due diligence is the process of identifying and evaluating third parties whom Egis intends to do business with from an ethics and compliance perspective. The Due Diligence allows to identify and control risks, particularly corruption, money-laundering or international sanctions.

The Due Diligence applies to third parties, whether they are partners, suppliers, agents, private clients, subcontractors, advisors, consultants..., before any relationship is entered into or a binding contract concluded. This due diligence may be carried out after execution of the NDA with the corresponding third party.

To perform the Due diligence, the Bid Director applies Instruction B00-076 - The KYC process. It includes:

- Know Your Customer (KYC) Analysis
- Ethics and Compliance commitment,

As a reminder, the **Bid Director** has to follow the mandatory E&C trainings of Egis Group including in respect of International financial institutions (IFIs).

1.3.1 - Performing Know Your Customer (KYC) Analysis

The **Know Your Customer** process aims to improve knowledge of third parties involved in the **Bid** so as to reinforce the security of our activities in terms of prevention of corruption and combating money laundering.

The **Bid Director** must ensure KYC analysis is carried out for relevant third parties well ahead of any contractual agreement (MOU, Partnership Agreement). It must also be carried out for every private **Client**, subcontractor, advisor, consultant... For this whole process, the Bid Director can request the **in-house Legal Counsel** to provide support.

The Instruction B00-076 - The KYC process outlines the KYC steps:

- Verification of the existence and validity of any prior due diligence for this third party.
- Evaluation of the Initial Risk: it can be "significant" or "non-significant".

Depending on the output of the Evaluation of Initial Risk, the process is the following:

- For "non-significant risk" third parties and services amounting to more than €30,000, the **Bid Director** must ask third parties to sign the **Ethics and Compliance Commitment**.
- For "Significant risk" third parties, the Bid Director must ask third parties to fill in the **KYC** Questionnaire (the Form B16-123 KYC questionnaire), to sign the **Ethics and Compliance Commitment** and to provide the documents requested in the questionnaire.

1.3.2 - Ensuring commitment to Egis' Ethics and Compliance policies

The **Bid Director** must make sure that the following parties complete an Ethics and Compliance commitment to complying with the rules of Egis Code of Ethics and Egis' "Partners' Code of Integrity":

- "Significant risk" third parties
- Consortium partners
- Any subcontractor, supplier, expert, advisor, freelance, etc. whose contract exceeds the value of €30,000.

The Ethics and Compliance commitment may take the form of an independent document - in accordance with the text in the Form B00-081 Ethics and Compliance Commitment - to be drawn up by the party on its letterhead and signed by one of its authorized representatives. Sometimes, it is also incorporated in the consortium agreement (or any preliminary teaming agreement such as

Memorandum of Understanding, memorandum of agreement, etc.) in the form of specific provisions of such agreement, in particular in the context of the Service Line O&M.

The **Bid Director** must request the advice of the **in-house Legal Counsel** to decide what is the best form of this commitment.

1.4 - Formalising relationships with third parties

Collaboration with third parties, whether they are partners, suppliers, agents, private clients, subcontractors, advisors, consultants..., must be formalised through an agreement or contract. The **Bid Director** must ensure the following steps are followed to materialise such agreements or contracts.

- Signing a Non-Disclosure Agreement (NDA) or Confidentiality Agreement
- Obtaining the necessary Power of Attorney (PoA)
- Completing the Legal Review Note (LRN)

1.4.1 - Ensuring confidentiality (NDA)

A Non-Disclosure Agreement, **NDA**, is a contract usually reciprocal, whereby Egis and another party agree, as part of the **Bid**, to exchange confidential information. It is drafted by the relevant **in-house Legal Counsel**. It must also be signed before any discussions or exchange of information with the corresponding party. To be put for signature by the relevant executive of Consulting & Operations Business Line (or a legal representative or through a **Power of Attorney**), the NDA must be accompanied by a **LRN** (see below).

An **NDA** must be signed with each potential partner, advisor, subcontractor or any third party involved in the bid process to whom bid information may be shared with, whether orally, written or any other mean.

Further advice and explanation regarding NDAs can be found in the Instruction B00-433 Non-Disclosure Agreement.

1.4.2 - Document signature and Power of Attorney (PoA)

The CEO of the relevant Egis' legal entity of the Business Line Consulting & Operations (or his representative) may appoint a delegate (e.g. the **Bid Director** him/herself) to sign one or more specific documents in his name and on his behalf for a limited period of time.

To be authorised to sign any document in relation to the Bid, the **Bid Director** must obtain a **PoA** prepared by the **in-house Legal Counsel** in accordance with the Form B00-501 - Ad hoc Power of Attorney, and then signed by the CEO of the relevant entity of the BL (or his representative) and the **Bid Director**.

A copy of the signed PoA must accompany each document to be signed by the delegate.

1.4.3 - Completing a Legal Review Note (LRN)

The **LRN** must accompany any document to be signed by any person entitled to represent Egis for the **Bid** (either as a legal representative or through a **Power of Attorney**).

The **LRN** is to be prepared by the **Bid Director** and approved by the **in-house Legal Counsel**.

To produce an LRN, the **Bid Director** needs to:

- access the online form on [LRN request form \(smartsheet.eu\)](#)

- fill in the mandatory fields in this form,
- and validate it by clicking on "Submit".

The **in-house Legal Counsel** will receive a notification.

If the **in-house Legal Counsel** wishes to make changes, the **Bid Director** will receive an email asking the necessary modifications of the **LRN**,

When the **in-house Legal Counsel** approves the **LRN**, the **Bid Director** will receive an automatic email with the **LRN**, to be downloaded and attached to the document to be signed.

1.5 - Drafting a partnership agreement

If Egis is positioned as part of a Consortium in the **Go/No Go Committee** and no Partnership Agreement has been signed, then the **Bid Director** negotiates a consortium agreement as soon as possible with the most suitable partners for the **Bid**, according to a scenario based on the commercial analysis (partners + positioning) and the **Go/No Go Committee's** decision. The **Sponsor** will support the **Bid Director** in the relationship and negotiation with these partners.

Given the importance of having a robust partnership, the Bid Director must ensure that all steps described in the section *1.4 Formalising relationships with third parties* are followed.

Once the partners have been identified, a partnership agreement (typically a Memorandum of Understanding or MoU) needs to be drawn up by the **Bid Director** and the partners, with the support of the **in-house Legal Counsel**. Usually, the MoU is an initial contract reflecting the main characteristics of the future cooperation which shall be further developed in the form of a detailed consortium agreement before bid submission. The purpose of this agreement is to describe the relationship with the partners and the respective roles and responsibilities of each member of the consortium and pave the way for the performance of the project in the event the consortium is awarded the contract.

As defined in the form B16-033 – Template RCC, key topics to be covered in the **MoU** could include (depending on whether or not the main project contract is subsequently performed by a Special Purpose Vehicle company):

- Bid Production,
- External expenses and budget
- Shareholding structure,
- Governance and decision making,
- Respective roles and responsibilities of each member of the Partnership and industrial returns,
- Events of default,
- Termination,
- Governing law and dispute resolution,
- Exit mechanisms, such as withdrawal...

The Bid Director must present for approval by the **TMC** the contractual structuring of the finalised **MoU**. As for any document to be formally signed as part of the bid, a LRN must be completed.

2 - BID PRODUCTION

The « Bid Production » process begins at the reception of the tender documents. The purpose of the process is to prepare, submit and negotiate a Bid with the **Client** and sign a contract.

2.1 - Planning bid production

2.1.1 - Producing the Bid Plan

The **Bid Director** must create a **Bid Plan** using **SmartBid** that must include:

- Bid procurement schedule with deadlines set by the Client
- Internal governance schedule with preparation and review dates of
 - **Bid budget** (detailed in section [1.2.2 Establishing a Bid Budget](#)).
 - **Tender Production Plan** (refer to section [1.1.1 Producing the TPP](#))
 - As many **TMC meetings** as needed and as a minimum the following
 - ▶ Meeting to present the TPP and get TPP approved
 - ▶ Meeting to update the progress of the bid production
 - ▶ Meeting to present the Bid for Bid / No Bid decision – refer to section [2.4.2 Preparing Bid/No Bid supporting document](#),
 - **RCC meetings** if applicable
 - **Egis Board** if applicable
- Bid management schedule, specifically:
 - Kick-off meeting, follow-up meeting, Working groups meetings...
 - Bid quality costing and pricing reviews – described in section [2.3 Quality reviewing the bid](#),
 - Bid/No Bid review by the relevant committees ...
- Work plan with the programme for the preparation of Bid documents: legal, financial, technical,
...

The **Bid Director** must update the **Bid Plan** as needed.

Throughout the **Bid**, the **Sponsor** will:

- check that the Bid Plan is realistic,
- ensure that timing issues are raised quickly and appropriately,
- ensure that **Bid Plan**'s elements are prioritised according to the needs of Egis portfolio and organisation.

2.1.2 - Preparing the Bid Strategy

In accordance with template B16-033 RCC template, , the **Bid Director** will develop the winning **Bid Strategy** together with the consortium partners. The **Sponsor** will drive the preparation of this **Bid Strategy**, before presentation to the **TMC** for validation through the TPP (procedure B16-109 – Gouvernance des offres).

The **Bid Strategy** will be presented to the **Bid Team** during a workshop jointly with the **Kick-off Meeting**.

The **Bid Strategy** may include, for example:

- pricing strategy,

- submission of a non-compliant alternative offer, if relevant
- details on how the technical offer will meet or exceed the requirements
- and the main targets in terms of gross margin, return on equity and alike.

This **Bid Strategy** will also explain:

- what are the **Client's** expectations (key technical, commercial, financial, environmental... aspects of the Project), and how it fulfils such objectives
- what are the differentiating elements of the Consortium compared to competitors, our key selling points, and how these will be articulated in the **Bid**.
- the objectives set by the **TMC** and how they will be reflected in the **Bid**
- how the **Bid** fits or is part of the Business Line and Group strategy.

This **Bid Strategy** also includes the winning **ESG Strategy**.

2.1.3 - Preparing the ESG Strategy

The Bid Director, with the support of the ESG Director, will appoint a leader of the ESG Bid Working Group. Under the direction of the Bid Director, the leader of the ESG Bid Working Group must perform the evaluation of the contribution of the project to the "purpose" of the Group and its ESG KPI (carbon footprint, avoided emissions, contributive turnover...) is done through the ESG elements in the TPP.

Depending on the preliminary ESG risk assessment presented to the Go/No Go Committee and the Go decision on that topic, the ESG WG leader may be assisted by an internal or external ESG expert to develop the ESG strategy for this bid. In any case, this cost will have to be included in the **Bid Budget**.

2.1.4 - Producing the Tender Production Plan (TPP)

The **Bid Director** draws up the **Tender Production Plan (TPP)** in parallel with the analysis of the tender documents. This **TPP** is presented for approval by the **TMC**.

The **TPP** should at least include:

- a brief description of the **Bid**,
- an overview of the **Client's** expectations (key technical, commercial, financial, environmental... aspects of the **Bid**),
- the **Bid Team** and how it is organized,
- the Bid Strategy
- the Bid Budget
- the Bid Plan

The **Bid Director** can prepare this TPP by using:

- the B16-034 - TPP template,
- Artefacts in **SmartBid** such as the bid budget, bid plan, risk register... (**SmartBid** is described on section [1.1.3 Customising SmartBid](#))

2.1.5 - Selecting the advisors

The need of external advisors (financial, legal, tax, technical, ESG, traffic, audit financial model...) is presented by the **Bid Director** in the TPP and approved by the TMC. If during the bid process other advisors are needed, such need must be presented to the TMC for approval.

The **Bid Director** will select and assess necessary advisors (in coordination with partners if relevant) and as per the Procedure B16-024 – Advisors selection and assessment. Once an adviser has been selected, the **Bid Director** will fill the database on:

S:\EPR\001_Projets\04_Evaluation_Conseillers_&_Sous-Traitants\Overall Advisors Database.xls

The discussion with any potential advisor must always follow the instructions in section [1.4 Formalising relationships with third parties](#) above.

The mandates of selected advisors are to be prepared and approved by the **Bid Director** and reviewed/approved by the relevant **in-house Legal Counsel**.

When signed, original mandates must be stored in a safe, as defined in section [3.1 Safekeeping information](#).

After completion of their works and services, advisers' performances are rated according to section [3.4 Evaluating satisfaction](#).

2.1.1 - **Kicking-off bid production**

The **Kick-off Meeting** (or launch meeting) is a meeting that is held at the very beginning of the Bid during the bid analysis phase and provides a forum to share the Bid challenges, objectives, mapping out the action plan and responsibilities in terms of **Bid** production.

This meeting can be held internally with all members of the **Bid Team** or in a larger forum with key consortium actors. Apart from the Bid Team, the BL ESG Director and the innovation Director must also attend the meeting to understand key ESG aspects and potential for innovation in the bid respectively.

The **Bid Director** will present the **Bid Strategy** (described in the section [2.1.2 Preparing the Bid Strategy](#)) during a workshop jointly with the **Kick-off Meeting**.

A **Collaborative Charter** may also be presented to the **Bid Team** during the **Kick-off Meeting**.

This charter defines the values and functioning of the **Bid Team**: "to collaborate and work effectively together to achieve shared goals and outcomes by helping each other to grow both personally and professionally." It is accompanied by a method of delegated roles that provides a means of making meetings much more stimulating, participative and productive. The aim is to improve team dynamics, the performance of participants and collective time management.

2.2 - **Producing the Bid**

2.2.1 - **Producing bid deliverables (technical, legal, financial, administrative...)**

The Bid deliverables may be grouped as technical, legal, administrative and financial or any other classification defined by the Client in the Tender Documents.

The Bid Director must assign each deliverable to a member of the Bid Team who will be responsible of the production of such deliverable in coordination with other parties as needed. For each deliverable, at least a target date for review and target date for final delivery must be defined. The details of the deliverable, the person assigned, and the relevant dates must be registered in the Deliverables sheet of **SmartBid**.

Whether it is a complete document or a section of a document, it is a good practice to assign it to one person and not to a group or an entity (company).

The **Bid Director** must ensure the timely follow-up of the progress of such deliverables. To ensure progress is made as expected, it is a good practice to include in the bid plan the stages of the Bid Review as defined in the section below.

Regarding the **financial proposal**, among other, the **Bid Director** must follow the Preparation of bank off-balance sheet commitments and the preparation of the bids of the main sub-contractors as described below. Furthermore, the **Bid Director** must make sure that the Costing/Pricing and Financial working groups leaders draft the corresponding assumption book listing all assumptions used to prepare the financial proposal and the internal approvals. For all internal approvals, the **Bid Director** ensures the financial aspects are provided by Costing/Pricing and Financial working groups leaders as relevant.

In terms of the human resource to be used for the execution of the contract and who have to be mentioned in the bid, the Bid Manager must ensure each WG leaders applies B00-517 Use of CVs in applications and offers, if relevant.

To allow the **Bid Team** to obtain clarification on any of the **Tender Documents** from the **Client**, the **Bid Director** makes available a question register template in **SmartBid**. Before submitting the question to the **Client**, all questions must be validated by the **Bid Director** and the legal WG leader if relevant. The **Bid Director** must ensure compliance with this process for clarifications requests made in line with the Tender Documents. Answers to the clarifications provided by the **Client** must be shared with the **Bid Team** as soon as possible.

Each working group leader must ensure that the solution and deliverables produced within their respective working group are validated but the relevant corporate departments. For example, the legal working group leader must ensure that the corporate legal department agrees with the comments produced on a contract, the operations working group must ensure that the O&M Service Line direction agrees with the operational approach, and so on and so forth. These intermediate validations must be performed prior to the submission of the overall proposal to the Bid / No Bid committee.

2.2.2 - Assessing project risks and opportunities

The **Bid Director**, with the support of the various working groups, identifies, mitigates and assesses the main risks and opportunities of the **Bid** through:

- Analysis of tender documentation,
- Feedback on risks and opportunities from previous projects,
- The Guide B00-037 - Risk reference document that provides a non-exhaustive list of internal and external risk factors,...

The **Bid Director** (and the **Bid Team** members as relevant) will use the Risk Register in **SmartBid** to record all risks/opportunities: legal, financial, technical, operational, ESG and more. The **Bid Director** ensures the risk register is regularly updated throughout the Bid process. The Bid Director must ensure that legal risks identified by the in-house Legal Counsel are also included in the risk register.

2.2.3 - ESG risks and opportunities assessment

In accordance with the B16-034 template, the **Bid Director**, with the consortium partners, will also develop the winning **Environmental, Social & Governance Strategy** to be added to the **Bid Strategy**. It will include:

- Description of the main environmental and social initiatives to be implemented in the **Project** to address the main ESG risks identified and to improve the ESG content of the Project. The **Bid** should develop these elements, even if it's not clearly asked in the tender documents.

- Estimation of the project's carbon footprint (tCO2e) to evaluate its impact on the Group's trajectory in terms of GHG emissions reduction and description of the solutions identified to decarbonize the project with their expected impact.
- Perform the Physical Climate Risk Assessment Due Diligence using the tool provided by our own ESG department or equivalent tool.

The ESG aspects should be part of the discussions with our partner(s). TMC decision should be made for any reluctant partner (No Go/change of partner/ESG costs to be borne exclusively by Egis).

The **Bid Director** must make sure that the **ESG WG leader** is regularly in contact with the relevant Egis ESG Coordinator or ESG Director to ensure the compliance of the **Bid** with the BL C&O and Group ESG strategy.

2.2.4 - Preparing off-balance sheet commitments

The Bid Director, with the support of the relevant working group leaders and the Off-Balance Sheet Commitment Manager and in collaboration with the partners (where applicable), must prepare in accordance with procedure B16-007 - Off-balance sheet bank guarantee and at least 1.5 months before the planned date of issue any off-balance sheet commitment:

- The Bid Director will request the BL Corporate Finance Director to designate the Off-Balance Sheet Commitment Manager for the Bid, who will be the only person authorised to contact the banks or guarantee institutions for each bank commitment.
- The **Bid Director**, in coordination with partners, identifies and notifies the Off-Balance Sheet Commitment Manager of the list of bank commitments to be issued in relation to the **Bid**.

2.2.5 - Preparation of the RFPs for the main sub-contractors

To produce the costing, the Bid Director must make sure the **Costing/Pricing** WG leader prepares RFPs for their main sub-contractors to obtain their firm offer for their respective scope.

As much as reasonably possible, each subcontractor must commit to similar or equivalent conditions to the main contract such as:

- Quality and performance regime
- Schedule of delivery
- Limits of liabilities and securities
- Payment terms
- Intellectual property regime

The discussion with any potential advisor must always follow the instructions in section [1.4 Formalising relationships with third parties](#) above.

2.3 - Quality reviewing the bid

2.3.1 - Technical proposal review

The aim of the Bid quality review process is to ensure that the **Bid** addresses Client's objectives and tender evaluation criteria in a way that is clearly understood by the **Client**.

The Bid quality review is based on the following process:



Each review has a specific purpose and the results of these checks should guide the Bid Production process to the delivery of a winning **Bid**.

- Blue review, focused on the basic outline in bullet points
- Pink review, focused on the draft **Bid** (65-70% completion)
- Red review, focused on the final **Bid** (85-90% completion)
- Gold review, focused on final quality control and high-level win themes (99% completion)

Further to the Gold review, the **Bid** is ready to be submitted.

2.3.1 - Costing and pricing review

The financial proposal is also examined during the review process to ensure that it is compliant, competitive and integrated with the **Bid Strategy** and the proposed timetable for completion of the statement of works.



The timing for each stage of the process depends on the time to respond and the resources available. In any case, a review process must be included in the bid plan and must be updated as required.

- Price to win review, focused on assessing target price reasonableness
- Initial estimate review, focused on main volumes, general assumptions and cost drivers with a model complete
- Optimisation review focused on finalising pricing strategy, discussion on contingencies and analysis of cash flow optimisation. Model with scenarios and sensitivities.
- Approvals, focused on getting all elements (PL, cash flow) to be presented and requiring validations (contingencies, margins, equity/debt...)

As soon as possible, the **Bid Director** will include in the Bid Plan the Bid quality review stages and will update it as required. For each deliverable, at least a target date for review must be defined and the review of the corresponding deliverable must be assigned to one person. Cost/price reviews will be led by Bid Director or costing WG leader.

Both technical proposal and costing and pricing reviews must be performed before submitting the bid for internal approvals.

The detail review process is in the *Bid review guide*.

2.4 - Preparing Bid/No Bid approvals

Before submission to the Client, the **Bid** must be approved by the relevant Commitment Committee(s).

2.4.1 - Identifying the relevant Commitment Committee(s)

As soon as possible and taking into consideration:

- Procedure B16-109 Bid governance
- Instruction B00-087 Risks and Commitments Committee (RCC)
- Instruction B00-332 Country selectivity
- Instruction BL03-001 BL C&O, Governance and Delegations of Authority (DOA)

The **Bid Director** must make sure that the relevant decision makers and committees (**TMC** only, **TMC+RCC**, **TMC+RCC+Egis SA Board of Directors**) are informed and get involved to enable Bid/No Bid approvals planning.

The initial assessment is transmitted by the **Bid Director** to the **RBLD**, BL CEO and/or the Regional CEO, who are responsible for identifying the necessary stages and levels of approval and for referring them to the relevant committees based on the contract value and other risk criteria: geographical, legal structure, financing, contractual, investment, operational, ESG, due diligence...

The referral criteria that define the relevant levels of approval required are described in the instruction B00-087 Risks and Commitments Committee (RCC). The **Bid Director** can also complete these referral criteria through the use of elements entered into **SmartBid**.

The approval process according to the above elements must be validated by the **TMC** through the TPP and the project's stakeholders (SLD, BLD, Region...) need to be kept updated on the governance principles that would apply should they change. Any change to the approval process must be validated by the TMC.

2.4.2 - Preparing Bid/No Bid supporting document

Whether it is the TMC or the RCC the committee providing the ultimate Bid/No Bid decision, the **Bid Director** must produce, in collaboration with the Bid Team as relevant, the necessary supporting documentation and ensure its complete and timely presentation to the relevant committee.

If TMC is the highest committee reached for decision making, the Bid/No Bid supporting document must follow a structure similar to that used for the RCC although the level of details may be reduced. The final content must be validated by the **Sponsor**.

If RCC is the highest committee reached for decision making, the **Bid Director** must produce, in collaboration with the Bid Team as relevant, the **RCC document**. The final content must be validated by the **Sponsor**.

The **RCC file** should be structured along the following lines:

- Executive summary: Between 1 and 3 pages depending on project complexity, summarising all there is to know to allow the RCC to decide. The executive summary is usually drafted in French.
- Main body highlights the context of the offer, the nature of the investment requested, risk analysis, expected industrial and financial returns legal, insurance, ethics, technical.
- Approval request, including details of all investments for which the opinion of the Committee is required. Unlike the calculation of the referral thresholds, the investments submitted must be indicated for 100% of their amount.

The format of the template of **RCC file** to be presented to the committee is on B16-033 – Template RCC.

To ease the **RCC file** drafting, the **CRM** tool can be used to generate a first draft in compliance with the required RCC template and including all the information already available in the **CRM** tool. Once finalised, the **RCC file** must be submitted first to the **TMC** for validation. To assure alignment with regional governance and to avoid duplicating validation processes, the relevant regional decision maker should be invited to such TMC sessions. Once validated by TMC, the **Bid Director** submits upward to the **RCC** and beyond for their Bid/No Bid reviews if relevant.

For the sake of clarity, any Bid where the instructions above (Preparing Bid/No Bid supporting documents) are not followed could lead to the RCC making a No Bid Decision.

The **Bid** can only be submitted to the Client once the required Bid decisions have been granted by the relevant committees.

2.5 - Submitting the Bid

After the obtention of a Bid decision from the relevant Committee, the **Bid Director** will:

- Inform the **Bid Team**
- Inform partners of decisions and formalise commitments,
- Obtain and submit any required bid bond and alike
- In collaboration with the partners, finalise and submit the overall **Bid**.

Before submission, the **Bid** must be duly signed by the consortium representative and accompanied by the mandates of all other consortium partners. The **Bid Director** must contact the **in-house Legal Counsel** to prepare the Egis mandate and arrange for its signature, if necessary.

Some Clients may ask for clarifications on the Bid submitted. The **Bid Director** with the support of the **Bid Team** will prepare and send the responses to the Client.

Some procurements include dialogue process. The **Bid Director** with the partners will participate in the dialogue, including meetings with the Client. Further to such discussion, **the Client may update the Tender Documents and request a new Bid. In this case, the bid production and approval processes must be implemented again.**

2.6 - Negotiating the Contract

If Egis and its partners are designed as preferred bidder by the **Client**, the **Bid Director** will define a negotiation strategy and obtain the related internal approvals for contract signature from the relevant Commitment Committee as described above. The Bid Director must coordinate the team efforts to:

- Prepare, with the partners, the signature of the contract with the **Client**
- In the case of financing projects (PPP/Concessions), ask the Off-Balance Sheet Commitment Manager to finalise the negotiation of contracts with banks (refer to section *2.2.4 Preparing off-balance sheet commitments*)
- Finalise the negotiation of cooperation agreements with partners (cooperation agreement is described in section *1.5 Drafting a partnership agreement*)
- Negotiate contracts with all subcontractors

2.7 - Transferring bid information

For all successful bids, the Bid Director must organise a transfer meeting to communicate to the future Project Delivery Director all the necessary elements linked to the Bid:

- project description
- financing of key assumptions
- key price assumptions
- main commercial drivers
- key assumptions relating to staff
- potential risks
- any useful information for good post-delivery outcome.

In addition, a transfer note should be written by the Bid Director using the template of transfer note, B16-046 – Note de transfert P1 à P2. The content of the transfer note is provided by the WG leaders and gathered and completed as needed by the **Bid Director**.

3 - CAPITALISATION

At the end of the procurement process, the **Bid Director** must ensure that information about the Bid is capitalised on.

3.1 - Safekeeping information

3.1.1 - Safekeeping Bid documents

All relevant final documents (legal, economic, technical, administrative...) documents of each Bid must be saved in SGTi5.

The SGTi5 guidelines explain in detail the setup of this subdirectory as well as documents to be added:

- Tender documents, final **Bid**,
- Go/No Go Committee's decisions, Tender Production Plan, TMC minutes, RCC file and decision,
- **NDA, LRN, KYC, MOU/partnership agreement,**
- etc.

The **Bid Director** is responsible for storing bid records in STGi5.

The storage of other documentation (source and pdf formats) that may be useful for capitalising and communicating the experience and knowledge gained during the Bid is described in this section.

3.1.2 - Safekeeping contractual documents

Original documents such as **NDA, MOU**, partnership agreement, advisors, contracts, commercial consultancy contract,... must be stored in a safe box.

The Bid Director must complete form B16-036 - Demande mise au coffre and give the completed form and all the original documents to the person in charge of the safe box.

3.2 - Gathering Bid process feedback

Project feedback (REX) is an analysis of the **Bid** to be provided once contract have been signed or **Bid** lost. The Bid Director must request the Performance Department to perform the REX.

Once performed, the Project Feedback documentation must be saved in SGTi5 as well and the CRM, so the feed back with same **Client** is available for future bids.

3.3 - Updating CRM

The **Bid Director** is responsible for keeping his **Bid** data up to date and without any delay in the **CRM** tool, in particular when there is a significant change in key Bid data.

3.4 - Evaluating satisfaction

3.4.1 - Advisors

As per the Procedure B16-024 – Advisors selection and assessment, after completion of their works and services, advisers' performance are rated according to their added value, respect of budget envelope, respect of deadlines, expertise and ability to propose pro-active and innovative solutions. The **Bid Director** will therefore complete the database on:

S:\EPR\001_Projets\04_Evaluation_Conseillers_&_Sous-Traitants\Overall Advisors Database.xls

3.4.2 - Partners' satisfaction

After each **Bid** submission, the quality of Egis contribution to the **Bid** is evaluated. The **Bid Director** will send one of the two types of satisfaction survey to the partners:

- GB_B16-066 Project Partner satisfaction questionnaire if Egis is bid manager,
- GB_B16-067 Project Partner satisfaction questionnaire if not.

3.5 - Capitalising on best practice

The **Bid Director** must ensure that the **Bid Team** communicates the experience and knowledge gained during the **Bid** by contributing to tools that capitalize on best practice: for instance, Price/ratio database, Operation library, etc.

QUALITY INFORMATION

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HISTORY

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