

## TERMS OF REFERENCE

"CONSTRUIRE PARC FOTOVOLTAIC, IMPREJMUIRE,  
BRANSAMENT ENERGIE ELECTRICA SI RACORDARE  
LA S.E.N."

Award of the EPC contract for the implementation of the project

"Turda Photovoltaic Power Plant"

**Partially financed from the Modernisation Fund**

## 1. GENERAL

### 1.1 Object of the procurement

These Terms of Reference (hereinafter referred to as the “Terms of Reference”) establish the general, procedural, legal, and technical framework for the award of an EPC (Engineering, Procurement and Construction) contract, having as its object the design, procurement, construction, commissioning, and operation and maintenance for a period of two (2) years of the project “Turda Photovoltaic Power Plant.”

The procurement procedure is organized by a private beneficiary partially financed from the Modernisation Fund, in accordance with the provisions of Order of the Minister of Energy no. 1561/2024 and with the principles of transparency, equal treatment, and fair competition.

### 1.2 Beneficiary

The Beneficiary of the procedure is:  
**RES Invest South East Europe S.R.L.**

### 1.3 Type of contract

The contract to be awarded is a works contract of EPC / Design & Build type, with a lump-sum price, based on the FIDIC Silver Book – Conditions of Contract for EPC/Turnkey Projects, applicable edition.

### 1.4 Estimated value of the procurement

The estimated value of the procurement for awarding the EPC contract related to the project “**Turda Photovoltaic Power Plant**” is:

**RON 86,700,000** (eighty-six million seven hundred thousand lei), excluding VAT, equivalent to approximately **EUR 17,000,000**, calculated at an indicative exchange rate.

The estimated value was determined by the Beneficiary based on:

- relevant market analyses for similar EPC contracts;
- the technical solution and scope of supply provided for in the award documentation;
- the current level of prices for equipment, works, and services specific to photovoltaic projects of a similar type.

The estimated value is indicative in nature, is used exclusively for the purpose of substantiating the procurement procedure, and **does not constitute a maximum acceptable price**, being neither mandatory nor limiting for bidders in preparing their financial offers.

### 1.5 General interpretation

For the purposes of these Terms of Reference, the terms and expressions used shall be interpreted uniformly, in accordance with the provisions of this document and of the award documentation, considered as a single, coherent whole.

## 1.6 Definitions and abbreviations

### Definitions

- **Beneficiary / Employer** – RES Invest South East Europe S.R.L., the entity initiating and conducting the procurement procedure and entering into the EPC Contract.
- **Bidder** – Any economic operator, individually or in association, that submits a bid within this procurement procedure, prior to the award and signing of the EPC Contract.
- **Contractor** – The bidder declared winner of the procurement procedure, who has signed the EPC Contract with the Beneficiary and is responsible for fulfilling all contractual obligations related to the design, procurement, construction, commissioning, operation, and maintenance of the Works.
- **EPC Contract** – The Engineering, Procurement and Construction contract awarded under this procedure, including all its annexes and contractual documents.
- **Terms of Reference** – This document, together with its annexes, which establishes the general framework of the procurement procedure.
- **Works** – The totality of activities, services, supplies, and obligations forming the object of the EPC Contract.
- **Photovoltaic Power Plant (PVPP) / Photovoltaic Park** – The ensemble of installations, equipment, works, and systems necessary for the production of electrical energy from photovoltaic sources, including the related electrical, mechanical, and communications infrastructure, implemented in accordance with the award documentation. The terms “**Photovoltaic Power Plant**,” “**PVPP**,” and “**Photovoltaic Park**” are used interchangeably throughout the documentation.

### Abbreviations

- **EPC** – Engineering, Procurement and Construction.
- **ER** – Employer’s Requirements, the technical document defining the requirements, specifications, performances, and scope limits of the project (**Appendix A**).
- **IFT** – Instructions for Tenderers, the procedural document establishing the rules for participation in the procurement procedure (**Appendix B**).
- **PV** – Photovoltaic, technology for converting solar energy into electrical energy.
- **PR (Performance Ratio)** – Performance indicator expressing the ratio between the electrical energy actually delivered by the photovoltaic system and the theoretically producible energy, calculated based on solar irradiation and system losses.
- **PRGAR\_OFERIT** – The Performance Ratio value guaranteed by the bidder, declared in the bid, used in the technical evaluation and in establishing the Contractor’s performance obligations.
- **PROD\_AVG\_GUAR** – The net average annual production guaranteed by the bidder, expressed in MWh/year, calculated in accordance with the methodology provided in the Employer’s Requirements.
- **PAC** – Provisional Acceptance Certificate, a document issued upon successful completion of provisional commissioning tests.
- **IAC** – Interim Acceptance Certificate, a document issued, where applicable, for the partial acceptance of certain parts of the Works.

- **FAC** – Final Acceptance Certificate, a document issued upon completion of the defects notification period and fulfillment of all contractual obligations.
- **O&M** – Operation and Maintenance, the operation and maintenance services of the photovoltaic power plant, provided by the Contractor for a period of two (2) years from the date of Taking Over of the Works, as a distinct contractual service.
- **DSO** – Distribution System Operator.
- **DEER** – Distribuție Energie Electrică România S.A., the territorially competent distribution system operator.
- **ATR** – Technical Connection Permit, a document issued by the distribution system operator establishing the grid connection conditions.
- **RED** – Dispatching and Operation Regulation, a document establishing the operating rules and the relationship with the grid operator.
- **SCADA** – Supervisory Control and Data Acquisition, the monitoring and control system of the power plant.

## 1.7 Hierarchy of documents

In the event of any discrepancies between the documents of the procurement procedure, the following order of priority shall apply:

1. The signed EPC Contract;
2. The Contract Agreement and Contract Data;
3. These Terms of Reference;
4. **Appendix A – Employer's Requirements;**
5. **Appendix B – Instructions for Tenderers;**
6. **Appendix C – Eligibility, evaluation, and award criteria;**
7. The winning bid;
8. Clarifications issued by the Beneficiary.

## 2. GENERAL DESCRIPTION OF THE PROJECT

The project consists of the development of a **photovoltaic power plant** with an installed capacity of **minimum 50 MWp (DC) and 29.4 MW (AC)**, at a **20 kV connection level**, located in **Turda Municipality, Cluj County**.

The detailed technical description, performance requirements, construction solutions, scope limits, and guaranteed parameters are defined in the **Employer's Requirements**, which constitute **Appendix A** to these Terms of Reference and form an integral part thereof.

The **110/20 kV transformation substation** is implemented under a separate contract and **does not form part of the scope of the EPC contract** awarded through the present procedure.

### 3. SCOPE OF THE EPC CONTRACT

The EPC Contract has as its object the turnkey delivery of the project and includes, without limitation:

- complete design of the photovoltaic power plant in accordance with the Employer's Requirements;
- supply of all required equipment and materials;
- execution of civil, mechanical, and electrical works;
- mechanical installation and DC and AC electrical installations;
- security, monitoring, and communications systems (SCADA / remote monitoring);
- testing, commissioning, and obtaining grid connection certificates;
- operation and maintenance of the power plant for a period of two (2) years from the date of Taking Over of the Works;
- provision of the performance guarantees set out in the award documentation.

The exact scope limits, interfaces, and responsibilities are defined in detail in the Employer's Requirements.

### 4. PROCUREMENT PROCEDURE

The procurement procedure is carried out in accordance with the rules applicable to private beneficiaries financed from the Modernisation Fund and with the **Instructions for Tenderers**, included as **Appendix B** to these Terms of Reference.

The Instructions for Tenderers exclusively regulate:

- the procedure timetable;
- participation conditions;
- the method of preparation and submission of bids;
- communication and clarification rules;
- the bid format and validity conditions.

### 5. ELIGIBILITY AND EVALUATION CRITERIA

The eligibility criteria, technical and financial evaluation criteria, minimum thresholds, and scoring methodology are defined in **Appendix C – Eligibility, evaluation, and award criteria**, which constitutes **Appendix C** to these Terms of Reference.

The evaluation of bids shall be carried out based on the weightings established in Appendix C.

Failure to meet any eliminatory criterion shall result in rejection of the bid as non-compliant.

## 6. ESSENTIAL CONTRACTUAL CONDITIONS

The EPC Contract shall be concluded on a fixed-price basis, without adjustments, and the applicable contractual conditions shall be those provided in the EPC Contract template made available to the bidders.

The successful bidder shall be required to provide the contractual guarantees, comply with the assumed deadlines, and ensure the guaranteed performance levels in accordance with the award documentation.

The two (2) year Operation and Maintenance (O&M) period represents a distinct contractual service, actively performed by the Contractor, separate and independent from the Defects Notification Period provided for in the EPC Contract and in the FIDIC Silver Book.

## 7. FINAL PROVISIONS

The provisions regarding confidentiality, the Employer's rights, dispute resolution, and contract signing shall be those established in the Instructions for Tenderers.

## ANNEXES – INTEGRAL PART OF THE TERMS OF REFERENCE

- **Appendix A – Employer's Requirements**
- **Appendix B – Instructions for Tenderers**
- **Appendix C – Eligibility, evaluation, and award criteria**
- **Appendix D – Bid Forms**