

**PERÚ**Ministerio
de Economía y FinanzasAgencia de Promoción
de la Inversión PrivadaDirección de
Portafolio de Proyectos**PRO
INVERSIÓN**

"Decade of Equal Opportunities for Men and Women"

"Year of the Bicentennial, of the consolidation of our independence, and of the commemoration
of the heroic battles of Junín and Ayacucho"

REQUEST FOR EXPRESSION OF INTEREST

COMPREHENSIVE CONSULTING FOR THE PROJECT "MASSIFICATION OF THE USE OF NATURAL GAS – DISTRIBUTION OF NATURAL GAS BY PIPELINE NETWORK IN THE REGIONS OF AREQUIPA, MOQUEGUA, AND TACNA"

The Private Investment Promotion Agency - PROINVERSIÓN, is the specialized technical agency attached to the Ministry of Economy and Finance - MEF with legal status, technical, functional, administrative, economic and financial autonomy, in charge of designing and conducting the process of promoting private investment through the modality of Public-Private Partnerships (hereinafter, PPP) and Projects in Assets, in accordance with the provisions of the Single Ordered Text of the Legislative Decree No. 1362, Legislative Decree that regulates the Promotion of Private Investment through Public-Private Partnerships and Projects in Assets, approved by Supreme Decree No. 195-2023-EF, and its Regulations approved by Supreme Decree No. 240-2018-EF (the Regulation of Legislative Decree No. 1362), and its amending regulations, as well as other applicable regulations.

Article 13 of the Regulations of Legislative Decree No.1362 establishes that PROINVERSIÓN assumes the role of Private Investment Promotion Agency (OPIP) in those projects of national competence originated by State Initiative that have a total investment cost (TCI), or a total project cost (TPC) in case they do not contain an investment component, higher than forty thousand (40,000) UIT (Tax Units). Likewise, Article 15 of the Regulations provides that PROINVERSIÓN is the OPIP of the projects entrusted to it by the public entity in charge of the project.

Likewise, numeral 42.2 of Article 42 of the Regulations establishes that the public entity in charge of the project is responsible for preparing the Technical Studies referred to in Articles 43 and 44 of the Regulations of Legislative Decree No.1362, which are part of the Evaluation Report necessary to incorporate projects into the process of promoting private investment; being able to commission their preparation and/or contracting to PROINVERSIÓN. This assignment is formalized through the execution of an assignment agreement.

On November 13, 2023, MINEM and PROINVERSIÓN signed an Interinstitutional Collaboration and Commissioning Agreement (the Agreement) for the development of the project "Massification of the Use of Natural Gas - Distribution of Natural Gas by Pipeline Network in the regions of Arequipa, Moquegua and Tacna" (the Project).



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Through Official Communication Letter No. 942-2024-MINEM/DGH, dated July 24, 2024, MINEM has indicated that "... *in the short and medium term of the Project it is appropriate to maintain the virtual supply scheme (...)*".

Within the framework of the Agreement, on November 7, 2024, PROINVERSIÓN signed the Consulting Contract No. 038-2024-PROINVERSIÓN with the company Quantum Andes S.A.C. (Quantum) for the preparation of the Project Demand Study, which includes the projection of users and potential demand of all categories (residential, commercial, public institutions, industrial, vehicular and power generation) at least for the next twenty (20) years, in the towns that have distribution system infrastructure (Arequipa and La Joya in the province of Arequipa, Moquegua in the province of Mariscal Nieto, Ilo and Tacna) and other four (04) new towns that do not have distribution system infrastructure.

(i) Project Description

On October 18, 2013, with Supreme Resolution No. 068-2013-EM, the Concession of the Natural Gas Distribution System by Pipeline Network comprising the regions of Arequipa, Moquegua and Tacna (South West Concession) was granted to Gas Natural Fenosa Perú S.A. (later, Naturgy Perú S.A.) and the Concession Contract was approved, which was signed on October 31, 2013.

On December 5, 2020, by Supreme Resolution No. 009-2020-EM, the expiration of the South West Concession was declared, as agreed in the Final Act of the Direct Deal of November 23, 2020, due to the impossibility of Naturgy Perú S.A. to continue with the provision of the public service of natural gas distribution by pipeline network in the concession area.

On December 14, 2020, by Supreme Decree No. 029-2020-EM, the company Petróleos del Perú S.A. - Petroperú was granted, as a special assignment, the provisional administration of the South West Concession until December 19, 2023. Likewise, by Supreme Decree No. 019-2023-EM, published on October 8, 2023, a new assignment to Petroperu was granted until December 19, 2026.

The South West zone of Peru is supplied through Liquefied Natural Gas (LNG), from the LNG Loading Station (located in Pampa Melchorita - Cañete), which is transported with LNG vehicles (virtual transport), in charge of a third party. It has the following infrastructure and number of consumers:



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Table No. 1: Infrastructure and number of existing consumers

Region	Residential	Commercial	Industrial	Km Networks	Km Connection Pipelines	Stations District (PSR)
Arequipa	9,157	21	17	268	22	PSR-Arequipa Norte PSR-Arequipa Sur PSR-La Joya
Tacna	2,456	6	2	88	6	PSR-Tacna
Moquegua	509	---	---	24	3	PSR-Moquegua
Ilo	693	---	---	14	1	PSR-Ilo
Total	12,815	27	19	394	32	

Source: "Project Diagnosis as of Dec 2022" report prepared by QUANTUM

The demand for NG by type of consumer of the CSO is as follows:

Table No. 2: Existing demand for NG

Type	MM m ³ /year	MMPCD	Percentage (%)
Residential	1.52	0.15	4%
Stores	1.08	0.10	3%
Industries	35.96	3.48	93%
Total	38.55	3.73	100%

Source: "Project Diagnosis as of Dec 2022" report prepared by QUANTUM

In this year 2024, MINEM has awarded two (02) bidding processes¹ for the construction of 300 km of new distribution networks and 19,176 home connections of NG in the regions of Arequipa, Moquegua, Ilo and Tacna, whose completion is estimated for October 2025.

Considering the existing infrastructure and the new investments being made by MINEM, it is estimated that there will be 694 km of distribution networks and 95 km of NG connection pipelines.

Table No. 3: Infrastructure of the natural gas distribution system considering MINEM's new investments

Region	Km Networks	Km Connection Pipelines
Arequipa	455	64
Tacna	168	19
Moquegua	43	6
Ilo	128	5
Total	694	95

Source: Integrated Bases of the MINEM Bidding Processes - Developed in-house

¹ <https://fise.gob.pe/convocatorias.html>

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(ii) Consulting Objective

The Ministry of Energy and Mines (MINEM) has requested PROINVERSIÓN to design a new NG Massing project that will allow the continued development of the distribution of NG by pipeline network in the regions of Arequipa, Moquegua and Tacna.

Therefore, PROINVERSIÓN, requires hiring a consulting company, or consortium of consulting companies, specialized in (i) projects of supply, transport and distribution of NG by pipeline network, and (ii) the process of promotion of private investment, (hereinafter, the CONSULTANT).

The CONSULTANT will be responsible for (i) preparing the Technical Studies, in accordance with the sectoral regulations and the current regulations of Public-Private Associations (Single Ordered Text of Legislative Decree No. 1362, Regulation of Legislative Decree No. 1362, Guidelines of the National System for the Promotion of Private Investment, among others, or regulations that complement, modify or replace it); as well as (ii) advising PROINVERSIÓN during the formulation phase as well as during the conduct of the private investment promotion process of the Project (structuring and transaction phases).

For this purpose, this contract is made within the framework of the Regulations for the contracting of PROINVERSIÓN consulting services, approved with Agreement No. 49-3-2018-CD, published in the Official Gazette El Peruano on May 1, 2018, and its amendments (hereinafter, the Procurement Regulations).

(iii) Scope of Services

1. The CONSULTANT will use its experience and knowledge of the national and international NG market to accompany PROINVERSIÓN in the design of a PPP that will be competitive in the tender and that during the entire contractual execution period will be developed in such a way that it fulfills the Project's objective.
2. In general, and without being limiting, the service consists of those activities that the CONSULTANT will carry out for the development of the content of its deliverables, as well as of the technical notes that may be required, for which reason the CONSULTANT may make extensions and/or improvements to those described in this document.



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3. The consulting service will include the preparation of the Technical Studies: engineering design at the feasibility level, socio-environmental study, interference, easements and land, tariff study, as well as legal analysis.
4. Likewise, the CONSULTANT will provide advice and technical assistance during the entire private investment promotion process, in aspects related to compliance with the PPP regulatory framework, which includes the preparation of the Evaluation Report, the Integrated Evaluation Report, the PPP Contract, the requirements to be requested in the PPP Process Basis, analysis and evaluation of the changes to the PPP Contract, the resolution of consultations and suggestions from those involved, and all the aspects that correspond to the Phases of the Private Investment promotion process.
5. To such effects, for the development of the scope of the service, the CONSULTANT shall perform all activities related to the technical, economic, financial, legal, socio-environmental and regulatory aspects of the Project, which are necessary for:
 - (a) Have the Technical Studies referred to in Article 43 Regulation of Legislative Decree No. 1362 or standard that modifies, complements or replaces it, referring to engineering design at the feasibility level, socio-environmental study, interference, easements and land, tariff study, as well as legal analysis.
 - (b) Have the Evaluation Report (IE) and Integrated Evaluation Report (IEI), prepared in accordance with the provisions of Article 44 of the Regulation of Legislative Decree No.1362 and following the Guidelines for Risk Analysis, the Guidelines for Contract Design, and the Guidelines for the Development of the Formulation and Structuring Phases in PPP projects, or any rule that modifies, complements or replaces it, and all applicable current regulations.
 - (c) Have the Promotion Plan for the incorporation into the process of promoting private investment, as well as the Bidding Terms of the comprehensive project tender.
 - (d) Have the Initial Version of the Contract (VIC) coordinated with the entities involved in the National System for the Promotion of Private Investment (SNPIP), such as MINEM, OSINERGMIN, the Ministry of Economy and Finance (MEF), the Office of the Comptroller General of the Republic (CGR), if applicable, and other entities, as required; taking into consideration, for its evaluation, the comments, suggestions and general assessments received



on the design of the Contract and its correct execution, following the Guidelines for the design of contracts and all applicable current regulations.

- (e) Have the financial economic model developed in accordance with the provisions of Article 35 of the Regulation of Legislative Decree No. 1362 and with the provisions of the Guidelines for the Development of the Formulation and Structuring Phases in PPP projects, or any rule that modifies, complements or replaces it, and all applicable current regulations.
 - (f) Have the Final Version of the Contract (VFC), after receiving comments from the potential bidders, MINEM, OSINERGMIN, MEF, and CGR, if applicable. The Consultant will analyze and determine if its incorporation into the Contract is appropriate, presenting each of the supported modifications, which will result in the VFC, which must have the prior favorable opinions of the competent entities. Likewise, derived from this, the CONSULTANT must update the economic-financial model and the IEI.
6. The CONSULTANT shall carry out the Technical Studies referred to in Article 43 Regulation of Legislative Decree No. 1362 or standard that modifies, complements or replaces it. To carry out these studies, the CONSULTANT must:
- (a) Have a broad vision of the NG market, in order to contribute with a design that allows to achieve the objective of the Project.
 - (b) Regarding the supply of NG, evaluate the possible sources (main or alternative) by which said resource could be obtained, so as to identify possible critical points in the short, medium and long term.
 - (c) Regarding virtual transport, it will evaluate the technical, economic and legal conditions of the current transport contract and analyze the relevance or not to guarantee the service and the conditions under which said Transport Contract must be renewed or maintained, if necessary. Likewise, it will evaluate whether it is convenient to have another supplier and/or the acquisition of the transport units, if applicable.
 - (d) Considering the existing Design, Construction, Operation and Maintenance and Safety Manuals and the sectoral regulations, it must develop the engineering design of the expansion of the distribution networks and the new District Stations and distribution networks corresponding to the four (04) new locations that could be incorporated into the Project, according to the results of the Demand Study developed.

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- (e) Considering the ISO 5500 Standard (Asset Management), identify and evaluate the condition of the main equipment and infrastructure or services related to the NG distribution system, in order to know the conservation conditions of the existing assets and their average useful life, and identify the critical points in the existing distribution networks, as well as the needs for replacement, expansion and modernization of the infrastructure and/or equipment.
- (f) Regarding safety, evaluate the Design, Construction, Operation and Maintenance, Safety and Pipeline Integrity System Manuals, the programs and records of maintenance and quality control results, records of failures, leaks, emergencies and accidents, as well as the monitoring and control systems for the provision of the service, and propose the improvements required with their respective budget and projection.
- (g) In the socio-environmental evaluation, analyze the existing documentation to estimate the costs of the preparation and implementation of the Environmental Management Instruments required by the Project. Likewise, the CONSULTANT will determine the needs of property damage, easements, as well as the identification of critical interferences (rivers, streams, roads, railways, etc.), among others, with the aim of quantifying their costs and their impact on the execution schedules of works. In this analysis, in addition, the CONSULTANT will consider the needs for additional personnel and services for the continuity of the service.
- (h) Prepare and support the tariff structure, according to the provisions of the applicable regulatory framework and the willingness to pay of users, proposing categories and subcategories of users and tariffs. Likewise, prepare the necessary proposals, IF applicable, that allow the use of resources from FISE, SISE, tariff charges or others to fully or partially cover new investments and/or operation and maintenance costs; as well as the total or partial financing of internal facilities for residential consumers, businesses and/or social institutions.
- (i) Formulate the legal solution of the aspects of the Project that may require it, including, if necessary, the identification of the legal regulations of any rank that may require to be created or modified, of agreements or contracts to be signed, and any other legal instrument that the Project may need.



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7. In the preparation of the IE and IEI, the CONSULTANT will carry out the resource gap analysis that supports the classification of the Project, for which it must:
 - (a) Formulate the remuneration mechanism (via fees, prices charged directly to users or indirectly through companies, co-financing or a combination of these) and the legal evaluation of exercising such collections.
 - (b) Carry out the preliminary economic and financial evaluation of the Project as a PPP. To this end, it will prepare the financial model that will have as its main input all the technical, legal and socio-environmental parameters that it is possible to represent quantitatively and will result in the key variables for structuring the Project: necessary income (tariff level and structure, other income from FISE sources, SISE, tariff charges or others) or, failing that, co-financing, guarantees, minimum capital stock, discount rate, debt indicators, among others.
8. In addition, in the preparation of the IE and IEI, the CONSULTANT shall:
 - (a) Perform the risk analysis of the Project, qualitatively identifying its probability of occurrence, impact, mitigation actions and allocation between the State and the concessionaire of the PPP Contract.
 - (b) Perform the bankability analysis, which will summarize the essential legal and financial aspects of the Project that must be reflected in the PPP Contract so that the financing conditions are acceptable to the financial market, facilitating the concessionaire's obtaining of debt resources, after analyzing the financing schemes that could be applied to the Project.
 - (c) Analyze possible financial entities for the Project, through market surveys with institutions of the financial system, such as banks, private equity funds or institutional investors.
9. The CONSULTANT must develop and execute a marketing plan in which potential investors, of a national and international nature, specialized in the construction of NG infrastructure and its operation are identified.
10. The CONSULTANT shall advise PROINVERSIÓN in the transaction phase until the respective PPP contract is signed, that is, the execution of the promotion strategy, the preparation of the VFC, with its respective IEI and economic-financial model, advice in the preparation of the Bidding Terms of the Tender, the evaluation and attention to comments, observations, consultations from the market and from



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the entities of the National System for the Promotion of Private Investment (SNPIP) involved in the evaluation of the Project, among other activities.

11. To this effect, the CONSULTANT will propose, support and assist in all technical, socio-environmental, economic, financial, regulatory, legal and other aspects necessary to achieve these objectives.

(iv) Qualifications and experience required of the CONSULTANT

1. From the CONSULTANT²

- 1.1. The CONSULTANT shall demonstrate that in the last twenty (20) years, he has participated in:

- (a) The development of the structuring or transaction (or its equivalents abroad) of at least three (3) public infrastructure projects, public services or services linked to public infrastructure or public services, in any of the cases developed under private investment promotion modalities, such as concessions, public-private partnership in Peru or its equivalent abroad.
- (b) At least three (3) studies and/or projects related to the supply and/or transport and/or distribution of natural gas through the pipeline network, including design engineering, economic evaluation, calculation of tariffs and aspects of the regulatory framework.

For each case, the sum of the investment amounts of the accredited projects must be no less than US\$ 100 million.

- 1.2. The experiences may be accredited by the CONSULTANT with several projects and/or by the sum of the experiences of its members, in case of consortium, or by one of the related parties (subsidiary, affiliate, branch or parent company) of the CONSULTANT or of the members of the consortium.

² According to paragraph 6.1 of Article 6 of the Regulations for the contracting of PROINVERSIÓN consulting services, the following may be bidders or join the consortium to be a bidder or consultant:

- a) Persons who are not included in Article 11 of Law No. 30225 or the rule that replaces it and its regulations.
- b) Persons who are not included in the Register of Persons Disqualified from Contracting with the State, administered by the OSCE.
- c) Persons who are not included in the lists of Multilateral Organizations of persons and companies not eligible to be hired.





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- 1.3. To prove the required experience, direct participation as a company specialized in the declared matter may be invoked, of at least twenty-five percent (25%) in previous consortia.

2. From the CONSULTANT's minimum team of professionals

The CONSULTANT must have a minimum team of qualified professionals who meet the following profile:

2.1. Team Leader

Profile: Professional qualified in the specialty of engineering, economics, administration or law.

General experience: Professional experience of not less than fifteen (15) years in the public and/or private sector.

Specific experience: That within the last fifteen (15) years, has served as manager or director or head or team leader in at least three (3) studies and/or projects of the hydrocarbon subsector, related to the supply and/or transport and/or distribution of natural gas through the pipeline network, including, at least, design engineering, economic evaluation, calculation of rates and aspects of the regulatory framework. The sum of the investment amounts of the accredited projects must be no less than US\$ 100 million.

2.2. Specialist in Tariff Studies

Profile: Bachelor's degree in economics, business administration, engineering or related careers, or its equivalent in its home country, with a master's degree or specialization in finance or economic regulation or administration or economics or its equivalents in its home country.

General experience: Professional experience of not less than fifteen (15) years, in the public or private sector, counted from obtaining the bachelor's degree.

Specific experience: That within the last fifteen (15) years, has participated in the preparation of at least three (3) studies of calculation of rates of projects of the hydrocarbon or electricity subsector, in Peru



or abroad; of which, one (1) of them, must be for the distribution of natural gas in Peru. The sum of the investment amounts of the accredited projects must be no less than US\$ 100 million.

2.3. Specialist in Engineering Studies

Profile: Professional qualified in the specialty of civil and/or mechanical engineering and/or electrical or related mechanics.

General experience: Professional experience of no less than fifteen (15) years in the public or private sector, with knowledge and experience in BIM methodology.

Specific experience: That within the last fifteen (15) years, has participated in the preparation of at least three (3) engineering studies of natural gas transport and/or distribution projects by pipeline network. The sum of the investment amounts of the accredited projects must be no less than US\$ 100 million.

2.4. Economic - Financial Specialist

Profile: Bachelor's degree in economics, business administration, engineering or related careers, or its equivalent in its home country, with a master's degree or specialization in finance or administration or economics or its equivalents in its home country.

General experience: Professional experience of not less than fifteen (15) years, in the public or private sector, counted from obtaining the bachelor's degree.

Specific experience:

That within the last fifteen (15) years, he/she has participated in advisory or consulting services in financial structuring and in the preparation of economic and financial evaluation models for investment projects in at least three (3) projects in the hydrocarbons or electricity subsector; among which, at least one (1) has been for a Public-Private Partnership project in Peru or its equivalent abroad. The sum of the investment amounts of the accredited projects must be no less than US\$ 100 million.

2.5. Legal Specialist

Profile: Professional with a degree in the specialty of law.

General experience: Professional experience of not less than fifteen (15) years in the public and/or private sector.

Specific experience: That within the last fifteen (15) years, he/she has participated in advisories or consultancies in legal, normative, regulatory aspects of the hydrocarbons subsector, in at least three (3) projects of the hydrocarbons sector, among which at least one (1) has been executed through a Public-Private Partnership in Peru or its equivalent abroad. The sum of the investment amounts of the accredited projects must be no less than US\$ 100 million.

(v) Formality for the presentation of the Expression of Interest

The expression of interest will consist of the following documents:

- Form 1: Expression of Interest Letter signed by the legal representative or attorney-in-fact of the company. In the case of a consortium of companies, the Expression of Interest Letter must be signed by each legal representative or attorney-in-fact of each member.
- Form 2: Affidavit of experiences of the company, which must be filled in with the information requested and signed, on all pages, by the legal representative or attorney-in-fact. In the case of a consortium of companies, the Affidavit must be signed by the legal representative or attorney-in-fact of each member of the consortium.

The forms will be included in the institutional portal to be downloaded by potential stakeholders in the provision of the consulting service.

(vi) Criteria for determining the Short List of Qualified Bidders

The Short List of Qualified Bidders will be made up of those who meet the requirement indicated in (a) numeral (iv) Qualifications and experience required of the CONSULTANT, who during the corresponding public tender must prove the requirement requested in paragraph (b) of the aforementioned numeral, through any associative contract.



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The following criteria will be used to determine the Short List of Qualified Bidders:

- a) Those participants who meet the minimum requirements indicated in paragraph (a) and (b) of numeral (iv) Qualifications and experience, referred to the CONSULTANT.
- b) Number of additional experiences to the minimum requirement indicated in (a) numeral (iv) referred to the CONSULTANT, with a minimum investment amount of US\$ 50 million.
- c) The sum of the investment amounts of the additional projects that meet the requirement indicated in (a) numeral (iv) required from the CONSULTANT.

Criterion b) will have a weighting of 60% and criterion c) will have a weighting of 40%.

It should be noted that, at the stage of the public tender, the members of the Short List of Qualified Bidders may present themselves through their subsidiaries, branches or parent companies. Likewise, in the public tender, those members of the Short List of Qualified Bidders who qualified by criterion a) of this numeral, must maintain their conformation.





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FORM 1: EXPRESSION OF INTEREST LETTER

Ms.

Niulza Beatriz Shiroma Nakahodo

Project Director

PROINVERSIÓN

Av. Enrique Canaval Moreyra No. 150, Piso 8,
San Isidro, Lima, Peru-

**Reference: Comprehensive Consulting for the Project "Massification of the use
of natural gas - Distribution of natural gas by pipeline network in the
regions of Arequipa, Moquegua and Tacna"**

Dear Sirs:

I, (name of the Legal Representative or Attorney-in-fact) identified with identity card No. (include ID card/foreigner's card No.), acting on behalf of (Name of the company), express my interest in participating in the selection process for the contracting of the consultancy of the reference.

Considering the above, I am attaching Form No. 2 Affidavit of Experiences with the information requested and duly signed.

Sincerely,

(Signature of the Company's Legal Representative or Attorney-in-fact)

(Name of the Company's Legal Representative or Attorney-in-fact)

Company Name:

Address:

Phone:

e-mail:



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Project name and general scope of service	Investment Amount of the project (US\$)	Client	Date of signature of the Contract duration and of service	Contact Reference
				Name, email, phone number
1				
2				
3.				

