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SHEBERGHAN GAS GENERATION ACTIVITY (SGGA)

Contract No. EPP-I-00-03-00004-00, Task Order No. AID-306-TO-12-00002

SGGA Annual Work and Staffing Plan

(Option Period Deliverable 1)

July 5, 2013

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Acronyms and Abbreviations

AEAI	Advanced Engineering Associates International, Inc.
AGE	Afghan Gas Enterprise
CCN	Cooperating Country National
DABS	Da Afghanistan Breshna Sherkat
GIRoA	Government of Islamic Republic of Afghanistan
IL	Implementation Letter
IPP	Independent Power Producer
MoE	Ministry of Economy
MoF	Ministry of Finance
MoMP	Ministry of Mines
MEW	Ministry of Energy and Water
MW	Mega Watt
O&M	Operations and Maintenance
O&GS	General Directorate of Oil & Gas Survey
PMU	Program Management Unit
QA/QC	Quality Assurance and Quality Control
SGDP	Sheberghan Gas Development Project
SGGA	Sheberghan Gas Generation Activity
USAID	United States Agency for International Development
USG	United States Government

1 Executive Summary

The Sheberghan Gas Generation Activity (SGGA), supported by the Task Order No. AID-306-TO-12-00002 provides Off-budget technical assistance through Advanced Engineering Associates International, Inc. (AEAI) to serve as a technical and financial advisor to the Ministry of Mines and Petroleum (MoMP) for the Sheberghan Gas Development Project (SGDP). That support also includes quality assurance/quality control (QA/QC) for the \$ (financial information omitted) On-budget funding to MoMP for SGDP Phase I, Sheberghan Gas Field Development and Phase II, and construction of a gas processing plant. This scope of work is intended to support the well drilling and gas processing plant construction work and capacity building efforts to facilitate the project contracts negotiation to achieve financial closing for the construction of the gas gathering and processing facilities and the new power plant.

This document presents the Updated Revised Annual Work and Staffing Plan, Option Period Deliverable 1. This report is composed of a number of consecutive and parallel efforts that were or will be performed from approximately June 20, 2013 through December 20, 2014. The major components of the work are:

Engage Key Subcontractors or Individuals depending on needs and availability for electric power support to DABS PMU.

- Prepare the Bid Documentation for Rehabilitation & Drilling of the Bashikurd and Juma Wells
- Prepare and submit Deliverables to USAID
- Award and Implement the Rehabilitation & Drilling Contracts
- Prepare and Deliver Capacity Building to MoMP and other relevant Government of Islamic Republic of Afghanistan (GIROA) stakeholders
- Support the work of the Legal Transaction Advisors for the essential legal agreements

The Staffing Plan identifies both the expatriate staff from AEA and the Cooperating Country Nationals needed to properly perform the work for the SGGA. The Staffing Plan includes position titles indicating the functional roles of the SGGA staff. The proper performance of the SDGP work will require a coordinated effort with the applicable GIROA counterparts, which is proposed to be formalized in the proposed PMU structure. In a more detailed table the organization and recommended staffing for each Position, Status, Name (if currently filled) and Source (from SGGA or GIROA stakeholder) for the PMU is presented. The GIROA stakeholders in the PMU staffing plan are Afghan Gas Enterprise, the General Directorate of Oil & Gas Survey, the Ministry of Mines and Petroleum, DABS and the Ministry of Energy and Water.

In two subsequent reports, Joint Program Implementation Strategies and Procedures Manual Deliverables, 1-8, and PMU Agreements with MoMP, DABS, and MEW including Expat to Afghan Transition Plans, Deliverables, 1-10, there will be an elaboration on the roles and responsibilities of the SGGA and MoMP, DABS, and MEW staff.

2 SGDP Background

The foundation of the Sheberghan Gas Development Project (SGDP) is the United States Agency for International Development's (USAID) Strategic Objective Grant Agreement for a Thriving Economy Led by the Private Sector (USAID Grant Agreement No.306-05-00, "the Agreement").

2.1 Sheberghan Gas Development Project

The SGDP includes two distinct components to be implemented in two separate phases as follows:

Phase I: Sheberghan Gas Field Development:

This component of SGDP includes the rehabilitation of two existing gas wells and drilling of up to two additional gas wells. The objective of this component is to prove gas reserves and develop the wells for gas production.

Phase II: Construction of a Gas Processing Plant:

This component of SGDP includes the construction of a gas processing plant capable of sweetening sufficient gas from the Sheberghan wells to meet the needs of the planned 200 MW Independent Power Producer's (IPP) plant, which is expected to be constructed by the private sector. This includes the continuous removal of sulfur and other contaminants from the raw gas is a prerequisite for utilization by the IPP plant.

2.2 Sheberghan Gas Generation Activity

The Sheberghan Gas Generation Activity (SGGA), supported by the Task Order No. AID-306-TO-12-00002 provides "Off-budget" technical assistance through AEAI to serve as a technical and financial advisor to the MoMP for the Sheberghan Gas Development Project. That support also includes quality assurance/quality control (QA/QC) for the \$ (financial information omitted) On-budget funding for SGDP Phase I, Sheberghan Gas Field Development and Phase II, and construction of a gas processing plant.

3 The Updated Revised Annual Work Plan

3.1 Overview

The Updated Revised Annual Work Plan is composed of a number of consecutive and parallel efforts that were or will be performed from approximately June 20, 2013 through January, 2015, The major components of the work are:

- Engage Key Subcontractors or Individuals depending on needs and availability for electric power support to DABS PMU.
- Prepare the Bid Documentation for Rehabilitation & Drilling of the Bashikurd and Juma Wells
- Prepare and Submit Deliverables to USAID
- Award and Implement the Rehabilitation & Drilling Contracts
- Prepare and Deliver Capacity Building to MoMP and other relevant Government of Islamic Republic of Afghanistan (GIROA) stakeholders, including the work of the Legal Transaction Advisors for the essential legal agreements
- Prepare Gas Market Feasibility Study

In the following Updated Revised Annual Work Plan, the foregoing work is described in the following order:

- Implementation letter conditions precedent
- Preparation and submission of deliverables to USAID
- Capacity building
- Task force/ Proposed PMU

- Bid documents and tender process

3.2 Implementation Letter Conditions Precedent

All conditions precedent have been completed and approved by USAID as of 17 June 2013.

3.3 Preparation and Submission of Deliverables to USAID

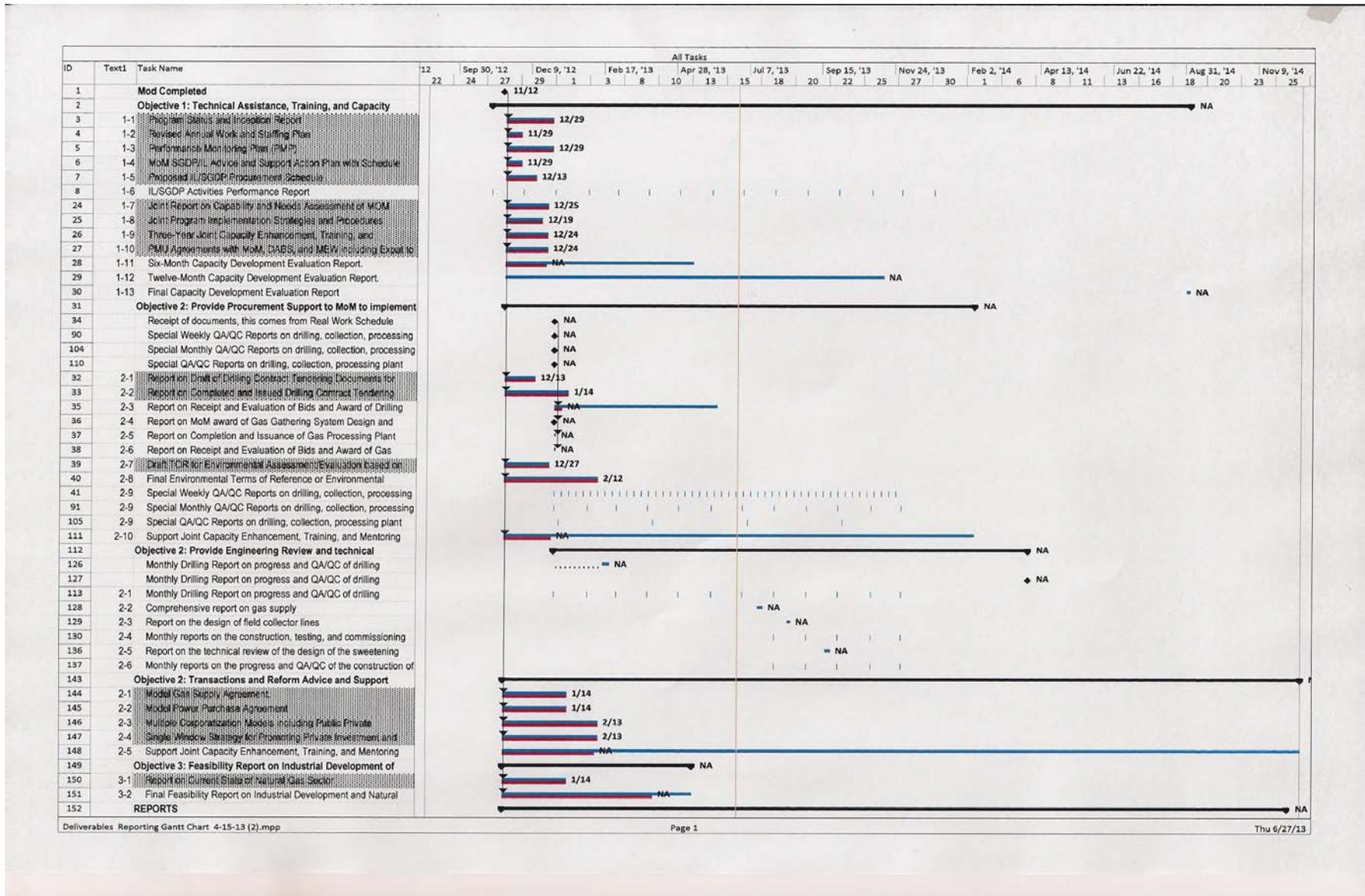
All deliverables required prior to commencing drilling work have been completed. The Option Period includes 19 deliverables, including 17 reports, plans, or presentations, and 2 capacity building efforts.

The work has been assigned to task leaders and substantial progress has been made on the early deliverables. A Gantt chart schedule for the deliverables work is presented in the following page. All the deliverables with specific deadlines based on the Signature Date are shown as solid colored blue bars in the Gantt chart. The regular or special periodic reports are in blue dashes with estimated timing. The remaining deliverables with deadlines based on work completion have tentative dates and are shown as solid colored orange bars in the Gantt chart.

Below is a conversion chart correlating the deliverables on the Gantt chart, based on SGGA's 2nd contract modification, to the deliverables' new nomenclature in the option renewal.

Mod 2 Deliverable #	1-7	1-10	2-2	2-2	2-2	2-5	2-4	3-2
Mod 3 Deliverable #	2	3,4	14	15	16	17	19	1

Figure 1 : Schedule for Deliverables



3.4 Capacity Building

SGGA's capacity building efforts are divided into assessment work training courses.

Assessment work

In collaboration of the Afghan Gas Enterprise (AGE) President Eng. Sali Mohammad "Fazil" and the General Director of Oil & Gas Survey (OGS) Dr. Qutbuddin Qaeym, , SGGA conducted assessments of both organizations' staffs between November 26 and December 05 of 2012. The assessments took place over nine days in Sheberghan and collected 210 questionnaires, 198 for the Gas Business Unit (GBU) and 12 for the On-site Field Representative (OFR). The results are summarized as follows:

- Several qualified candidates have ability to work in the new GBU, but much capacity building needs to occur in the following areas to sufficiently prepare the staff for operations: 1) familiarization and comprehension of new technologies; 2) ability to work with gas processing plants; 3) English and computational skills; 4) comprehension of how to work with new materials; 5) understanding of gas business and operational concepts.¹
- The OFR assessment analysis found the following results about the applicants: 1) the average age is almost 54 years with a standard deviation of 8 years; 2) all came from either AGE (67%), or OGS (33%); 3) more than 90% have a bachelor's degree, or higher level of achievement; 4) 75% hold a management position; 5) 67% have adequate English comprehension; 6) 50% have computer skills and; 7) 90% have more than 10 years of work experience.
- Two well-defined groups emerged from the assessments: 1) senior employees with decades of experience working in the fields, basic knowledge of English, basic computational skills, mostly working for AGE; 2) junior staff with basic education, little operational experience, good English, and very good computational skills.
- Available experience is limited to well and equipment operation, maintenance, and repair. No staff experience exists in hydrocarbon drilling and explorations activities. However, some candidates have experience drilling water wells and working with sulfur removal equipment or gas processing plants.

Training Work

During 2013 SGGA conducted the following training courses:

Basic Petroleum Engineering - MoMP Kabul	January 2013
Economic Modeling of E&P - MoMP Kabul	February 2013
Risk Analysis of E&P Projects - MoMP Kabul	April 2013
Natural Gas Economics - OGS & AGE Sheberghan	June 2013
Natural Gas Economics - MoMP Kabul	June 2013 ²

¹ More detailed information on GBU training activities can be found in the "Joint Report on Capability and Needs Assessment of MoMP".

² The Kabul Natural Gas Economics training was re-scheduled due to violence in Kabul on the originally scheduled training date. The rescheduled training has been rescheduled to occur within the week of this report's distribution.

The trainings allowed SGGA's trainers to evaluate MoMP, OGS and AGE professionals. Results included:

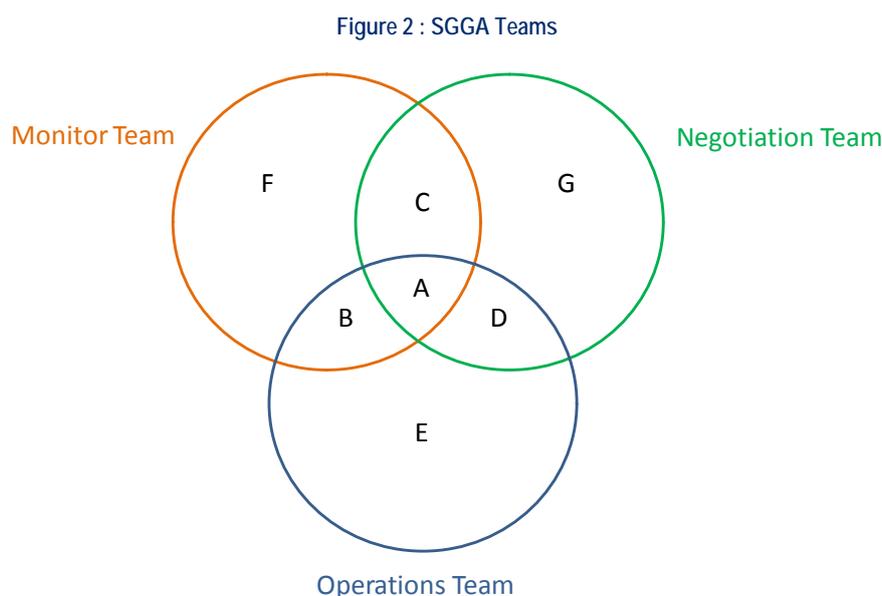
- The Basic Petroleum Engineering training went well with high levels of professionalism among the trainees. Trainers noted that significant knowledge gaps exist for trainees regarding new technologies and practical applications. In response to open questions about preferences for future sessions, trainees suggested that future trainings provide: 1) work more with technical formulas; 2) give more homework; 3) provide more detail in the topics; 4) more instructional resources, such as videos; 5) instruction on drilling and pipeline systems.
- The economic trainers found that the MoMP staff had basic knowledge of financial concepts, excellent English comprehension, and advanced computer skills. Students suggested that future trainings provide: 1) more theoretical information; 2) more training hours; 3) more discussion of results and homework; 4) provision of class materials further in advance; 5) more lectures; 6) more time for translation; 7) more examples related to Afghanistan; 8) more international experience and case studies; 9) increased participant involvement and; 9) more training in other fields such as law, procurement, and contracts.
- SGGA observed the following from the economics training for OGS and AGE in Sheberghan: 1) relatively strong female turnout (30%), compared to MoMP training in Kabul; 2) poor English comprehension and computer skills 3) strong understanding of old technologies, but no knowledge of new technologies; 4) lack of knowledge about exploration and exploitation in the hydrocarbons sector. Participants recommended the following for future trainings; 1) additional courses related to economics; 2) more detailed course materials; 3) additional trainings to cover broader issues; 4) specific and clear translations.
- The assessment concluded that future trainings need to focus on the relationship between government and the private sector, including: 1) the administration of E&P contracts; 2) instruments to attract investment; 3) private sector regulation.

Trainings

SGGA provides capacity building for the personnel projected to be in charge of the wells and processing plant. The training has been divided among three teams:

1. Monitoring Team (MT) responsible for the well drilling and gas processing plant, including tender, award, drilling and construction through acceptance by the GBU. Plans allow for this group to train both inside and outside of Afghanistan.
2. Negotiation Team (NT) responsible for negotiating and executing the gas supply agreements. This group will be trained in Afghanistan.
3. Operation Team (OT) responsible to participate in facility startup, turnover, commissioning and then OT will be responsible for operation and maintenance of the GBU facilities. This group will be trained in Afghanistan.

Figure 2 presents the diagrammatic representation of the interrelations between the three teams. Training will occur concurrently and in a timely fashion.



Under this structure SGGA conducted eight training courses in the following areas: 1) Basic Petroleum Engineering for Oil and Gas Engineers; 2) Economic Modeling of E&P Investment; 3) Organizational Development; 4) Gender Awareness; 5) Risk Analysis of E&P Projects; 6) Natural Gas Economics (in Sheberghan and Kabul) and; 7) National Action Plan for Women in Afghanistan (NAPWA) for MoMP in Kabul. All this trainings were conducted for the professionals of the MoMP.

In order to start the OFR training, SGGA requested MoMP to provide a list of 20 candidates. SGGA will subcontract a specialized firm to conduct this training. The participants should include professionals with engineering, gas well rehabilitation, drilling, and completion experience.

Additionally SGGA elaborated the following Job Descriptions for the following positions: 1) On-Site Field Representative; 2) Contract Manager and; 3) Project Manager. As discussed previously, the OFR belongs to the Monitor Team and the Contract and Project Managers belongs to the Monitor Team. A detail can be found below:

On-Site Field Representative - Provides the owner's eyes and ears at the job site while reporting directly to the Project Manager. Responsibilities include:

- Ensure the contract specifications and obligations are met, drilling contractor and petroleum engineering services contractor through quality control at the job site
- Monitor well construction, schedule, and materials
- Inspect incoming materials for compliance with contract
- Monitor personnel activities
- Monitor status of key equipment (arrival, serviceability, and departure)
- Monitor health, safety, and environmental compliance
- Verify accuracy of reports and deliverables
- Monitor sub-contractors
- Monitor wire line logging
- Monitor status and adequacy of security
- Monitor flow of materials through customs
- Monitor status of staff visas so that small delays don't grow into Large ones

- Primary interface between Contractor and Employer for visits, feedback, press
- Coordinate with petroleum engineering services consultancy contractors
- Monitor performance of petroleum engineering services consultancy contractors

Skills

- Petroleum engineering
- Supervision of drilling operations
- Project Management

Qualifications

- 10 years field experience
- 5 years of experience in a developing country
- 4 year engineering college degree

Contract Manager - Responsible for all contract administration (drilling contract and petroleum engineering services contract), reports to the Project Manager. Responsibilities include:

- Monitor drilling contractor mobilization status and provide feedback to superiors on status
- Monitor petroleum engineering services contractor arrival and assimilation
- Ensure completeness of contractor invoices and payments
- Interface with MoF to insure contractor payments are made on schedule
- Ensure 10% of invoice is withheld in accordance with each contract
- Monitor contract performance progress in accordance with drilling contractor schedule
- Monitor contract performance progress in accordance with petroleum engineering services schedule
- Review drilling contractor reports and deliverables
- Review petroleum engineering services reports and deliverables
- Ensure drilling contractor compliance with contract terms and conditions
- Ensure petroleum engineering services contractor compliance with contract terms and conditions
- Ensure demobilization of drilling contractor is accomplished promptly and in accordance with the contract
- Ensure demobilization of petroleum engineering services contractor is integrated with drilling contractor schedule
- Advise Project Manager as required

Skills

- Contract management and administration
- Contract pricing and finance
- Contract closeout

Qualifications

- 10 years contracts experience
- 5 years of experience in a developing country
- 4 year business college degree

Project Manager (PM) - The PM answers to the contract award authority, Ministry of Mines and Petroleum, and reports to the Ministry's Head of Petroleum Programs. Responsibilities include:

- Interface with MoMP Monitoring, Evaluation, and Reporting (ME&R) Committee and Sheberghan Project Management Team
- Supervise of On-Site Field Representative(s) and Contract Manager
- Review, approve and forward contractor invoices
- Review, approve and forward contractor reports and deliverables
- Monitor overall project schedule and performance
- Observe contractor performance and provide updates to superiors
- Take immediate action to remedy contractor(s) performance when deficient, safety issues emerge, or schedule slips
- Ensure contractors maintain a safe work site and follow their environmental plan and Afghan/Ministry environmental policies
- Communicate often with Contract Manager, Onsite Field Representative, and petroleum engineering services consultants; resolve disputes between parties
- Accountable for contractors, Contract Manager and Onsite Field Representative performance
- Advise superiors, ME&R Committee and the Minister on project status

Skills

- Program management skills: people, programs, resources, contracts and operations
- Analytical skills in engineering and business

Qualifications

- 10 years applicable Project Management experience in drilling and/or construction
- 5 years of experience in a developing country
- 4 year engineering college degree
- 5 years supervisory experience

Figure 3: Capacity Building Overview Plan



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Sheberghan Gas to Power Capacity Building

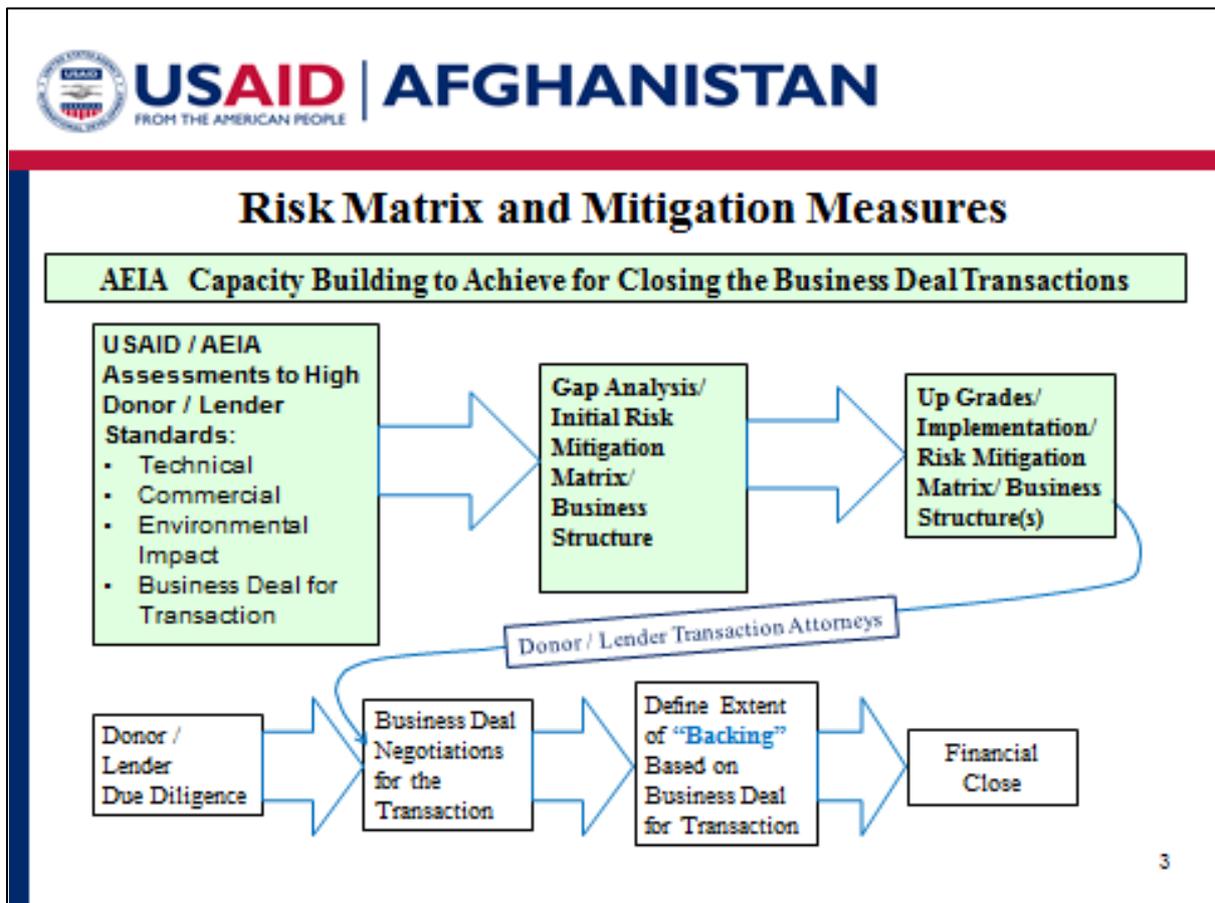
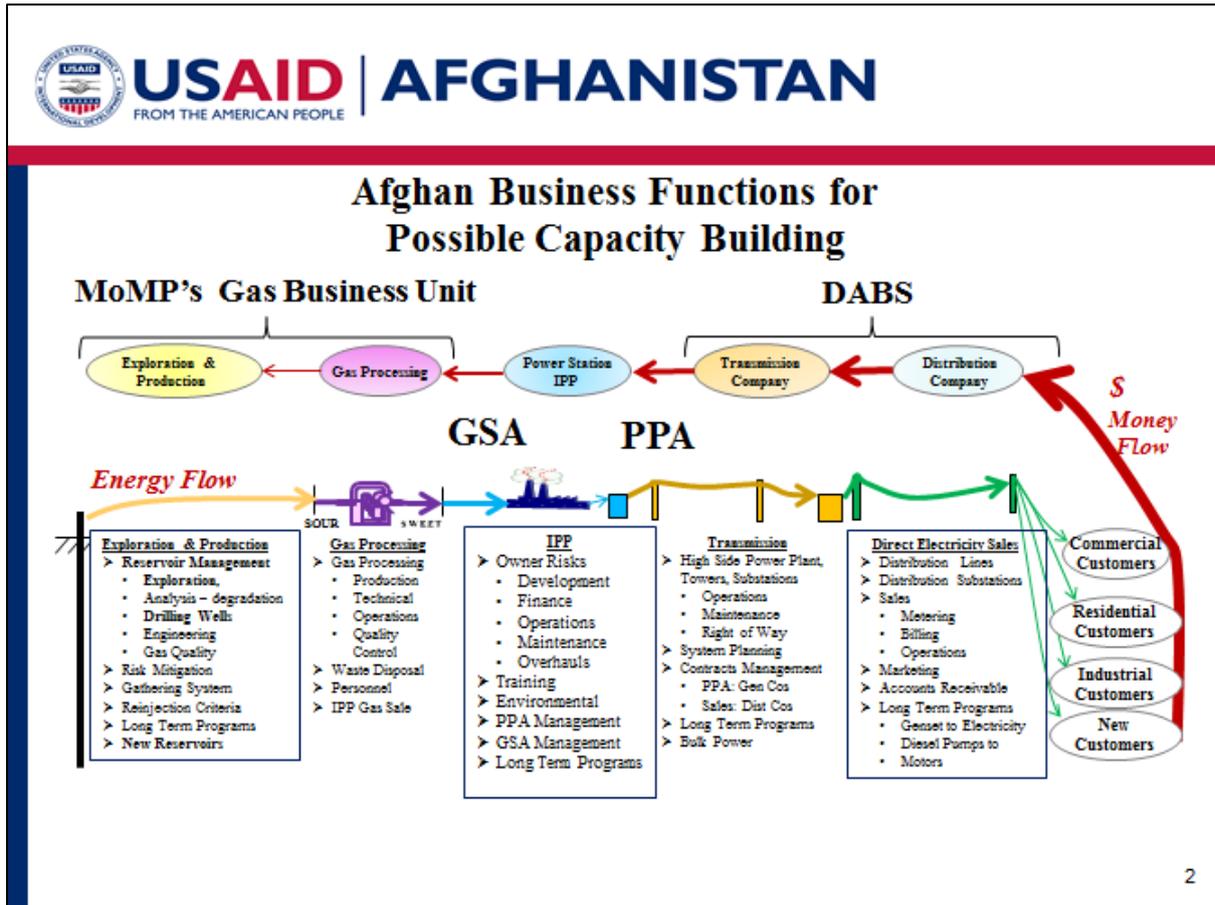
Presented to:

Ministry of Mines and Petroleum

September 26, 2012

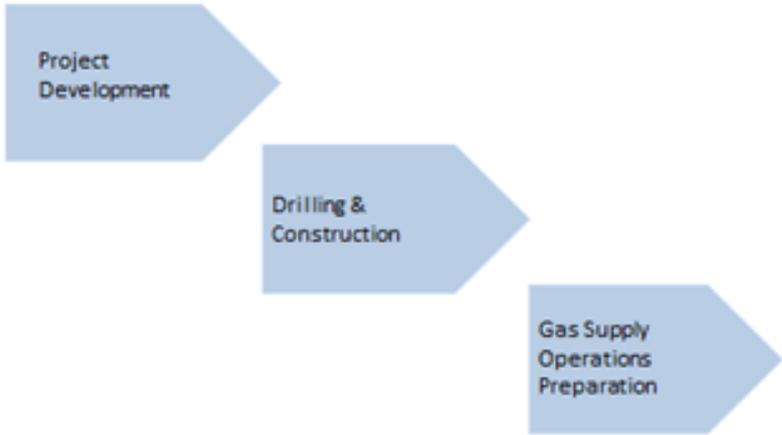
Prepared for USAID by: Sheberghan Gas Generation Activity (SGGA) &
Advanced Engineering Associates International Inc. (AEAI)

1



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Capacity Building Phases

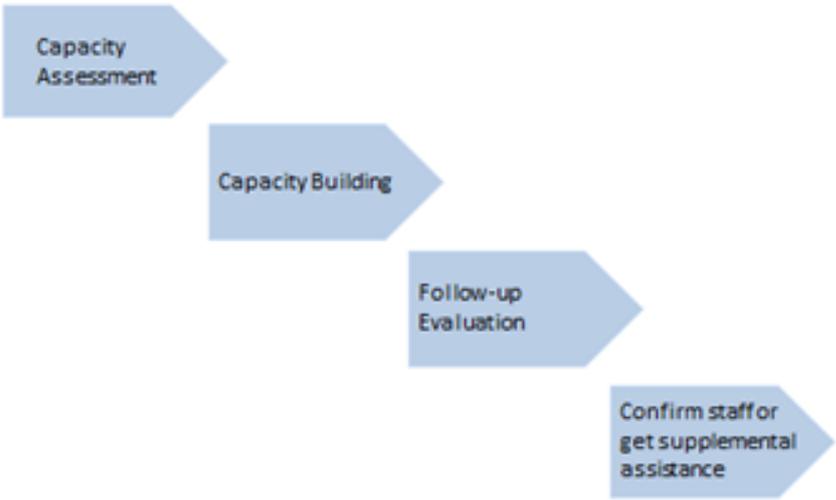


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graph LR; A[Project Development] --> B[Drilling & Construction]; B --> C[Gas Supply Operations Preparation];
```

4

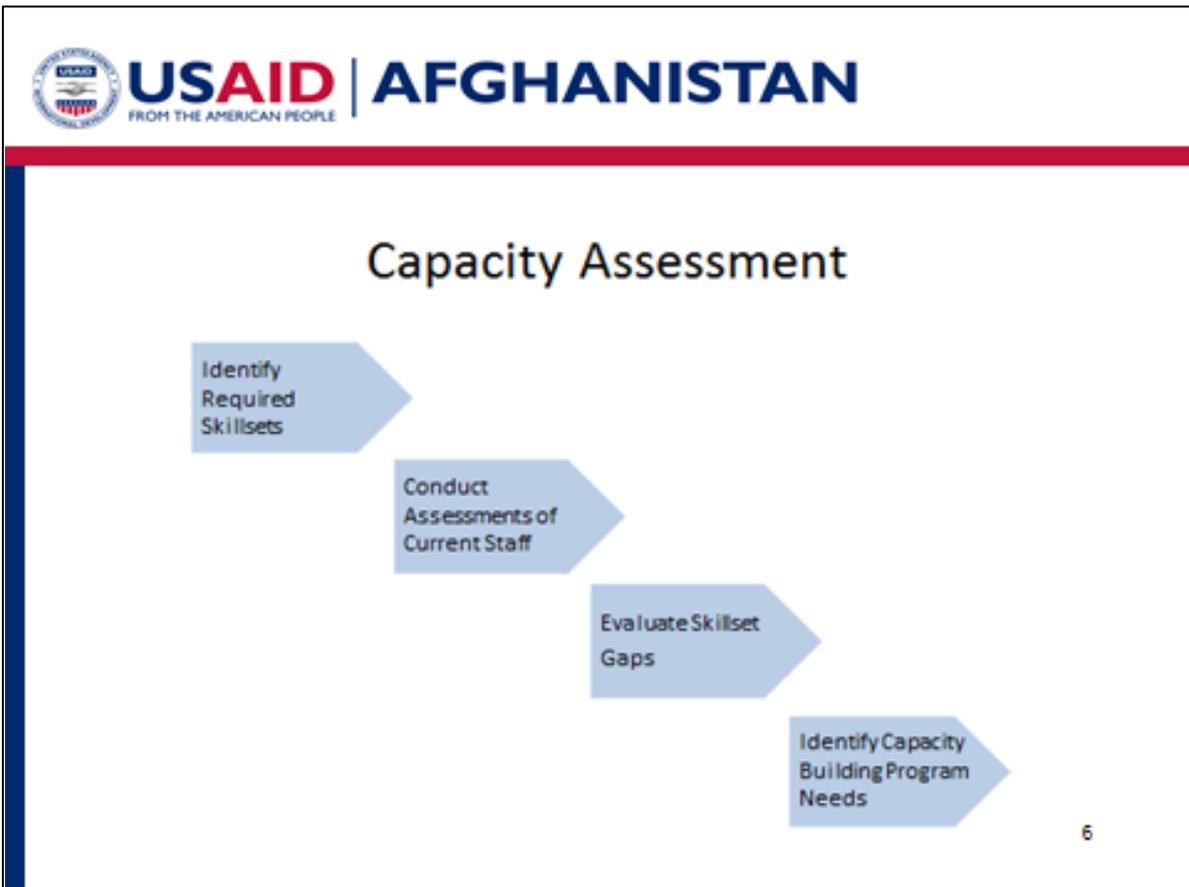
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Capacity Building Structure



```
graph LR; A[Capacity Assessment] --> B[Capacity Building]; B --> C[Follow-up Evaluation]; C --> D[Confirm staff or get supplemental assistance];
```

5



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Follow-up Evaluation



```
graph TD; A[Assess skill sets individually and collectively] --> B[Objectively appraise the likelihood of successful performance]; B --> C[Identify any remaining significant skillset gaps and how to best meet]; C --> D[Plan and solicit any needed assistance];
```

8

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Get Supplemental Assistance, if Needed



```
graph TD; A[Assess any skill set gaps to determine resolution needs] --> B[Solicit individual(s) or firms depending on skills and availability]; B --> C[Select and implement assistance arrangements]; C --> D[Ensure training and mentoring plan for local staff is adopted and effective];
```

9

3.5 PMU

The proper performance of the SDGP work will require a coordinated effort with the applicable GIRoA counterparts, which is proposed to be formalized in the proposed organizations with the generic title of Project Management Unit (PMU). There will likely be three separate groups, one each for MoMP, DABS, and MEW

The MoMP PMU will manage daily operations and set priorities to meet the SGDP's goals. SGGA has met with MoMP regarding its PMU development, but MoMP stated that it lacks sufficient funds to staff the unit and requested budgetary support. The planned PMUs will be responsible for coordinating daily activities as well as providing information as requested to the MoMP's special Monitoring, Evaluation, and Reporting Committee, donors, and other stakeholders. PMUs will also have key roles in the capacity building effort.

3.5.1 PMU's Objectives

The PMUs will have the following project objectives:

- Information gathering and dissemination: Serve as an information and data gathering clearing house for the Ministries, international donors, and financial institutions and other stakeholders for information regarding the Sheberghan gas fields and associated projects that utilize the gas;
- Stakeholder consultation and coordination: Serve as a coordination body to synchronize donor and financial institution activities related to the utilization of the Sheberghan gas fields; including identification of critical infrastructure, funding gaps, and project risks and coordinating an effective response;
- Capacity building and project sustainability: Integrate capacity building efforts into all facets of the PMU work; including the replacement of key expatriate staff by Afghan nationals over the next two years, development of internal training programs by existing expatriate staff and consultants, and targeted capacity building to facilitate the corporatization of Afghan Gas Enterprise;
- Operations and Maintenance (O&M) Sustainment: The PMU will form the core of the O&M entity and assets built under the SGDP. Between the Afghan Gas Enterprise and the Oil and Gas Survey, the Ministry of Mines and Petroleum will form an effective gas business entity, including a competent O&M entity that can ensure sustainable operations;
- Gas Market Development: Work with stakeholders to encourage the development of domestic residential and industrial markets to utilize the gas produced from the Sheberghan gas fields in a way that is commercially viable and sustainable; and
- The PMU will operate as an initial operations and maintenance recruitment and capacity building team. The PMU will support a number of different Ministries, international donors, financial institutions, and other stakeholders.

3.5.2 PMU's Overall Responsibility

The PMU's will have the following overall responsibilities:

- Track, prioritize, and coordinate all Sheberghan gas and related infrastructure activities with the Ministry of Mines and Petroleum (MoMP), and other Government of the Islamic Republic of Afghanistan (GIRoA) agencies, donors, and multilateral financial institutions regarding financing and scheduling of the proposed projects and to assure synergy, minimize overlap and avoid gaps.
- Serve as the main conduit for all data and information associated to Sheberghan gas and related infrastructure activities.
- Assist MoMP in developing projects and policy to further develop the gas fields and related infrastructure.

- Design, develop, and integrate capacity building programs that assure project sustainability, knowledge transfer, and a skilled Afghan workforce.
- Provide technical expertise and prepare required technical documentation for such purposes as tender offers, terms of reference for field oversight, installation, and commissioning of equipment for both gas and power. Power related activities will be conducted in close consultation/ collaboration with the MEW and DABS.
- Conduct technical, financial/economic, and environmental impact assessments of gas and power related infrastructure on an as-needed basis through resident experts, when possible, or through technical assistance contracts.
- Develop short, medium, and long-term work plans for Sheberghan gas and related infrastructure.
- Provide legal/regulatory support with respect to gas and power related contracts/agreements to MoMP, MEW, and DABS.
- Establish a critical interface with the Ministry of Mine and Petroleum's special Monitoring, Evaluation, and Reporting Committee and provide. Facilitate the processing of various reports and provide active surveillance feedback to the Committee on at least a monthly basis.

The PMU diagram is shown in the following page.

Figure 4: PMUs Diagram



3.6 Bid Documents and Tender Process

A fundamental component of the Phase I work is the procurement of appropriate drilling services in compliance with applicable USG and GIRoA rules. In anticipation of the timely completion of the IL conditions precedent, substantial work has already been performed. For a more detailed description of these activities and the work status, see the "Proposed IL/SGDP Procurement Schedule", (Deliverable 1-5).

The bid work is a full turnkey, lump sum, date certain contract with liquidated damages for late performance, providing the least risk approach to MoMP,

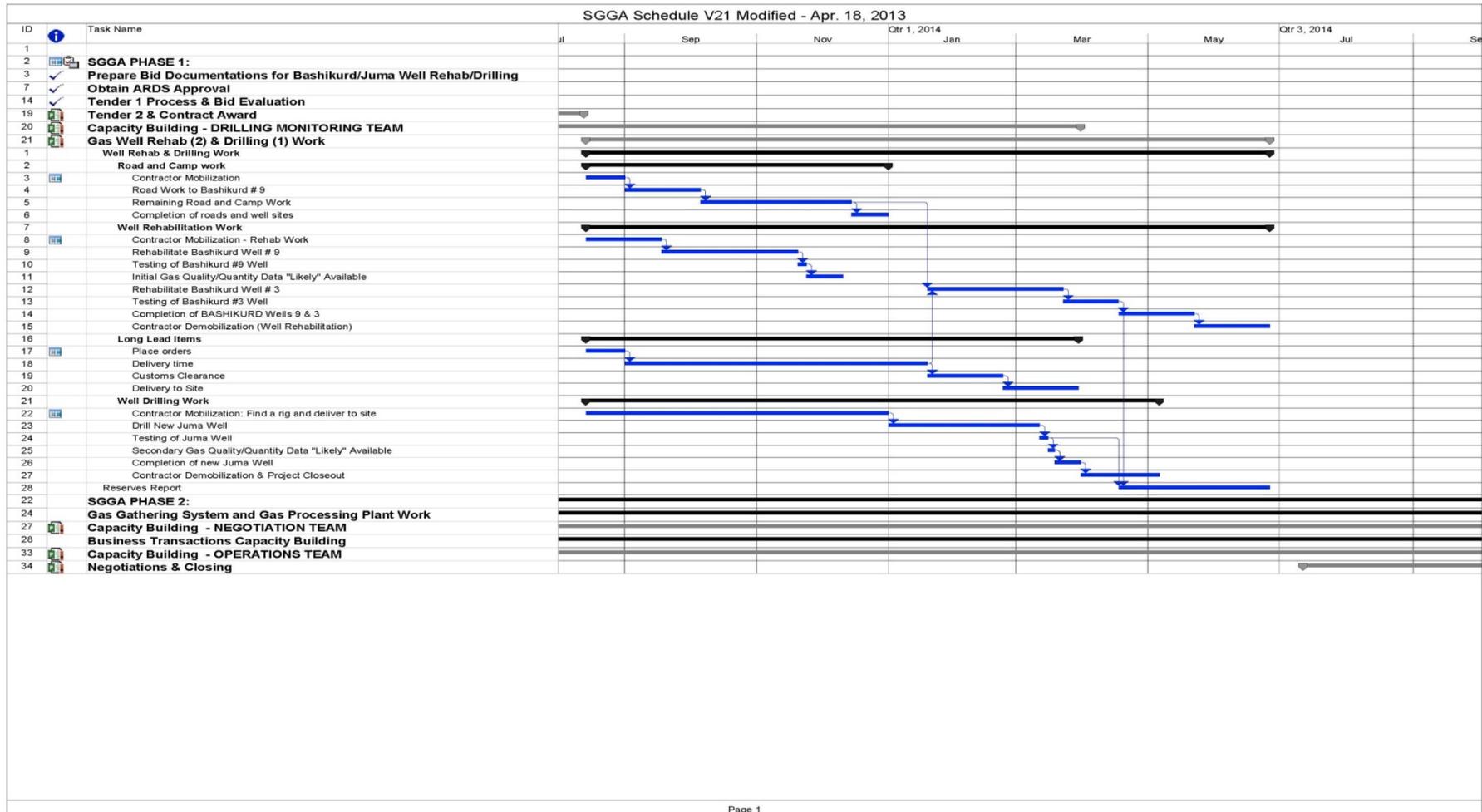
- Road work (to accommodate the heavy equipment loads) and base camp construction;
- Rehabilitation and completion of two Bashikurd wells;
- Long lead drilling commodities, (such as well casings);
- Drilling and completion of the Bashikurd and Juma Wells; and
- Wire Line Logging.

On 13 April 2013 USAID stated no objection to drilling three gas wells, including drilling one new well and rehabilitating two existing wells. This decision was made because no bids were received within the project's budget to drill all four wells under the first tender.

SGGA provided technical assistance for two rounds of tendering Phase I drilling. In the first tender, four bidders applied, but each was rejected for being over budget and failing to meet the bid security requirements. In the second tender, 4 bids were received and 3 were disqualified. Two of the bid amounts were above the project budget and the remaining bid failed its bid security requirement.

The preferred contractor will be selected, the final contract will be negotiated and the agreement will be distributed for final review and approval under the USAID and GIRoA rules. Then the contract will be awarded and the contract work will begin with the Contractor Mobilization. It is expected that the work will begin simultaneously but there will be more time required for the commencement of the actual drilling of the new wells due to the time required to locate and transport a drilling rig to the site.

Figure 5: Bid Documents and Tender Process



3.7 Gas Market Feasibility Study

Under the USAID Task Order No. AID-306-TO-12-00002, Objective 3: Feasibility Report on Industrial Development of Natural Gas Market in Afghanistan, SGGA is mandated to prepare two reports: Deliverable 3-1 Report on Current State of Natural Gas Sector; and Deliverable 3-2 Final Feasibility Report on Industrial Development and Natural Gas Market Development in Afghanistan. Both deliverables were completed and submitted to USAID. SGGA has also submitted these reports to OPIC, MoMP and Investors, and is updating the report by responding questions and comments from those parties.

4 The Staffing Plan

4.1 Overview and SGGA Organization Chart

The Staffing Plan identifies both the expatriate staff from AEAI as well as the Cooperating Country National (CCNs) needed to properly perform the work for the SGGA. The organization chart for the SGGA Staffing Plan, Figure 6, on the following page, shows the allocation of the staff to work in the three different PMU organizations to perform the required work.

Figure 6, SGGA PMU Organization Chart



**Sheberghan Gas Development Project
and Sheberghan Gas Generation Activity (USAID Project)
PMU Management / SGGA Organization June 26, 2013**

