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USAID ENERGY POLICY PROGRAM

TERMS OF ENGAGEMENT (TOE) BETWEEN

AEAI, INC. AND NTDCL
ERP IMPLEMENTATION PROJECT AT NTDCL

September 2014

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USAID ENERGY POLICY PROGRAM TERMS OF ENGAGEMENT (TOE) BETWEEN AEAI, INC. AND NTDCL ERP IMPLEMENTATION PROJECT AT NTDCL

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DISCLAIMER

The contents of this document are the sole responsibility of Advanced Engineering Associates International, Inc. (AEAI) and do not necessarily reflect the views of USAID or the United States Government.

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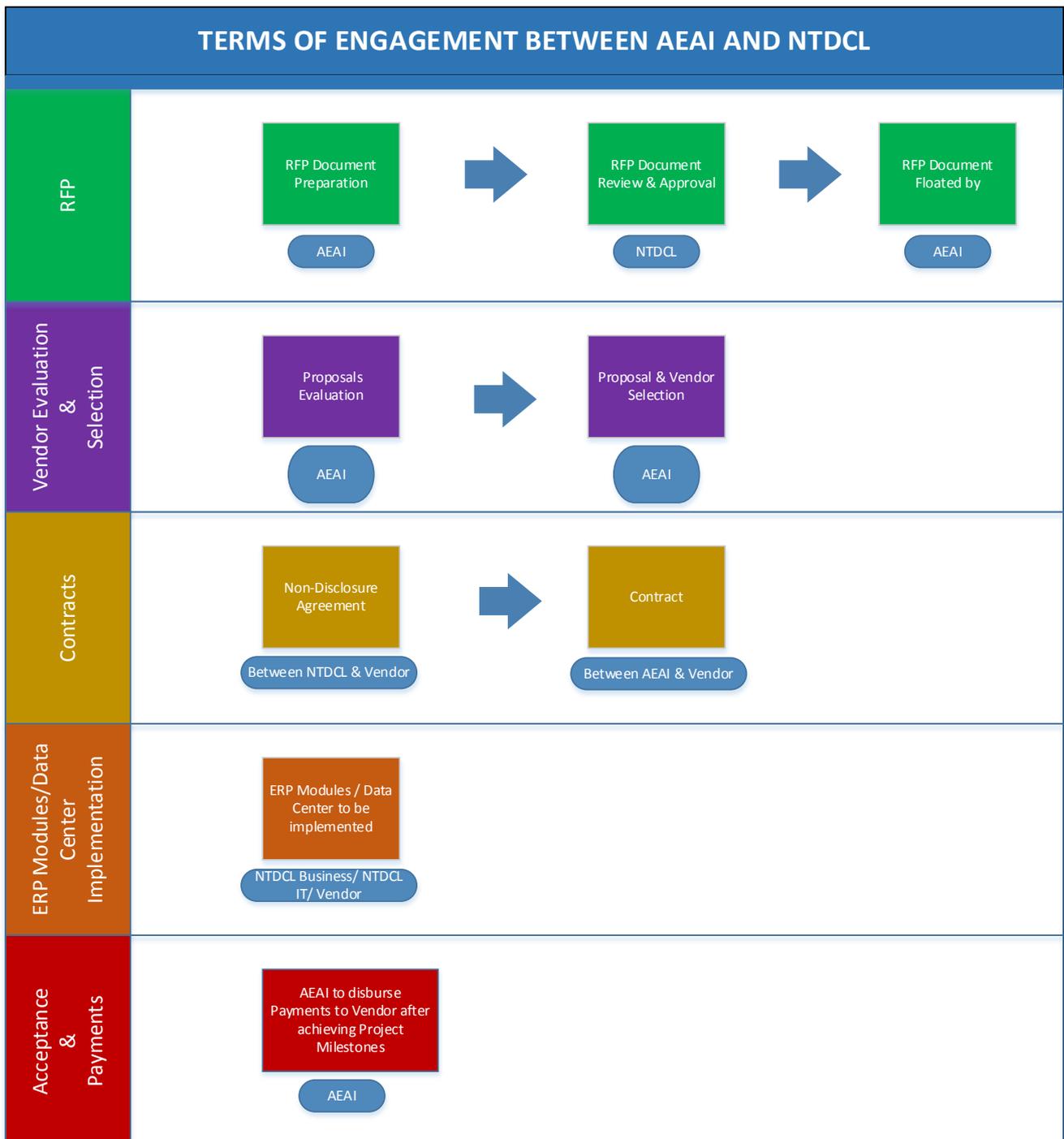
1. PURPOSE

The purpose of this document is to establish Terms of Engagement (TOE) that establish a clear relationship between Advanced Engineering Associates International, Inc. (AEAI) and Pakistan’s National Transmission and Despatch Company Limited (NTDCL) with regard to the Enterprise Resource Planning (ERP) Implementation Project.

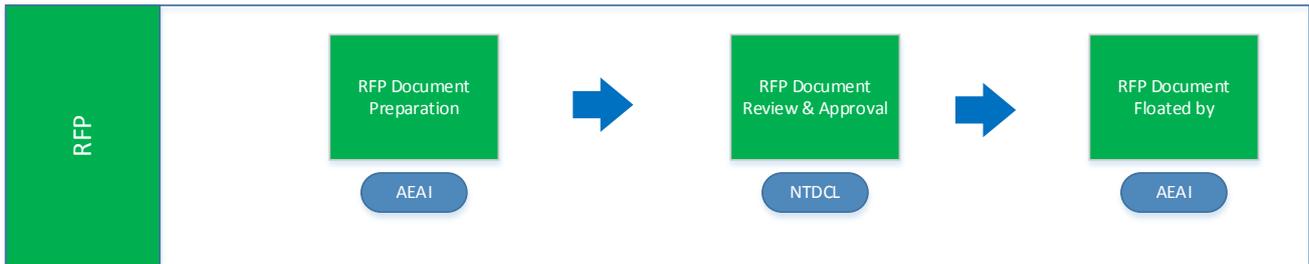
This document outlines the process and nature of the business relationship between AEAJ and NTDCL, and describes a set of process activities and responsibilities. It is important to note that these TOE are exclusive to the ERP Implementation Project.

2. TOE PROCESS DIAGRAM

The following Process Diagram summarizes and visually represents the TOE between AEAJ and NTDCL.

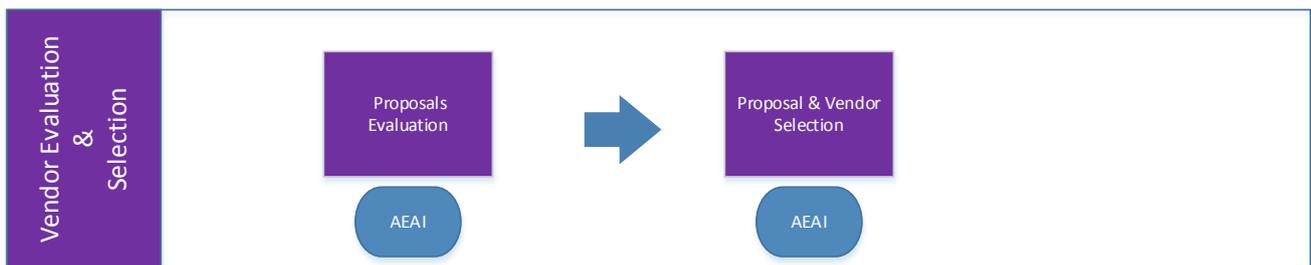


Process 1: RFP



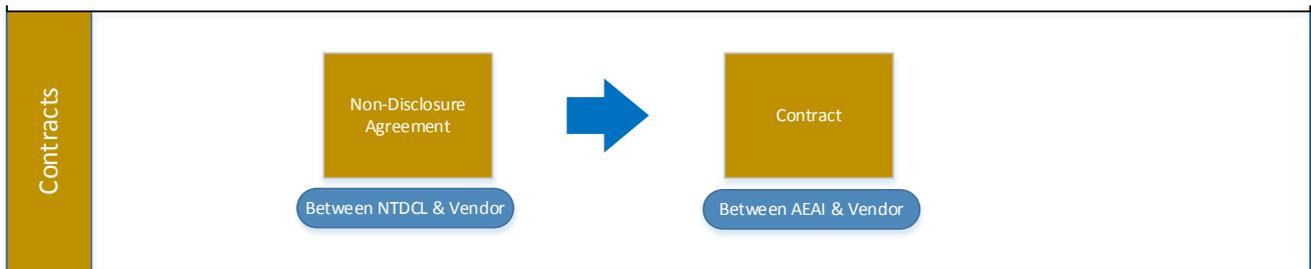
AEAI's ERP Team will prepare the Request for Proposal (RFP) document. NTDCL will review and approve the document. Once approved, the RFP document will be released by AEAJ.

Process 2: Vendor Evaluation and Selection



All responses to the RFP will be evaluated by AEAJ's ERP Team, which will comprise the Technical Evaluation Committee. The Technical Evaluation Committee will select the most technically qualified respondent to the RFP. Per AEAJ's Procurement Policy, a separate Financial Evaluation Committee will review respondents' Cost Proposals.

Process 3: Contract



The negotiations with the successful bidder that will ultimately result in a contract will define the roles and responsibilities of the three entities involved in the ERP Implementation Project –AEAI, NTDC and the Implementation Partner, or “Vendor”.

1) Non-Disclosure Agreement

A Non-Disclosure Agreement (NDA) will be signed by the Vendor. The intent of the NDA is to protect proprietary or confidential information associated with the ERP Implementation Project. NDA will be drafted by NTDC, reviewed by AEAI, and signed by the Vendor.

2) The contract between AEAI and the Vendor will be drafted by AEAI. The contract will include, in detail, information related to:

- a. Scope of Work
- b. Work Plan
- c. Deliverables
- d. Milestone-Based Payments Schedule
- e. Disputes Handling Procedure
- f. Terms and Conditions

Process 4: ERP Modules and Data Center Implementation



NTDC’s Business and IT Departments and the Vendor will implement ERP modules, and deploy a Data Center. AEAI’s ERP Team will supervise this work.

Process 5: Deliverables Acceptance and Payments



Project milestones will be established for the completion of deliverables. Modules or features will be benchmarked and tested against the stated milestones to determine whether or not they are acceptable to NTDCL. Payments will be tied to AEAI's acceptance of deliverables.

Acceptance and Signature

Managing Director

National Transmission and Despatch Company Limited

Chief of Party

Advanced Engineering Associates International

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