

**INVITATION FOR EXPRESSION OF INTEREST TO ACT AS LEGAL ADVISORS TO THE
HELLENIC REPUBLIC IN RELATION TO R.E.S. PROJECT "HELIOS"**

15 December 2011

1. Introduction

- 1.1 The Hellenic Republic (HR) considers the appointment of leading law firms to act as legal advisors in relation to the Renewable Energy Sources (R.E.S.) project "Helios". The legal services are expected to cover all the requirements with respect to international, EU and national law. International law firms may wish to submit proposals in cooperation with national law firms. The project is being developed in accordance to the EU Directive 2009/28/EC and within the context of the European Union policy for the 2020 RES targets. The HR intends to develop the "Helios" plan on a bilateral/multilateral basis with other EU member states as a Host member state, primarily on a Joint Project long-term concession basis, incorporating all-inclusive licenses for solar PV installations on state-owned land, or land owned by other public law entities. The plan targets the development of substantial capacity in three phases, of which 2 GW will be deployed immediately and the remaining will be deployed in subsequent phases according to the development of the European grid infrastructure as envisaged in the Communication of the European Commission COM(2010) 677/4.

2. Scope of Work

The legal services to be assigned include the provision of legal advice and assistance to the HR and its other advisers in relation to all issues of international, EU, and national law, as well as the laws of any other jurisdiction that might be applicable in international transactions, in relation to the structuring, development and implementation of the R.E.S. policy and Helios Project. These services may include, inter alia, the following:

- 2.1 Legal advice on compliance with EU legal frameworks and in particular with EU Directive 2009/28/EC;
- 2.2 Legal advice on the equitable distribution of costs and benefits between the EU member states involved in the Helios Project;
- 2.3 Legal advice on EU and non-EU cross border energy transfer agreements and EU and HR utility laws; Legal advice on EU State Aid Law;
- 2.4 Legal advice on international policy, Trade Treaties and WTO Compliance;
- 2.5 Legal advice on the negotiation, structuring and drafting of Power Purchase Agreements, as well as public, private and utility Concession Agreements
- 2.6 Legal advice on structuring, drafting and closing of private sector and supranational finance facilities for R.E.S. and the Helios Project and related transmission infrastructure, including through the EIB and the Connecting Europe Facility;
- 2.7 Legal advice on structuring and incorporating a Helios organizational entity;
- 2.8 International, EU and HR tax advice;

2.9 Legal advice on land use law, clearance of ownership titles, structuring of surface rights concession agreements and licensing of real estate for use in Project Helios and related transmission infrastructure.

3. Required Qualifications

The HR invites leading law firms to express their interest in relation to this assignment. Interested firms are requested to submit an offer in writing, which should document the following:

- Specialised knowledge and experience on EU competition, State aid and internal market laws and EU regulations as they apply to the R.E.S. industry.
- Specialised knowledge and experience on Trade Treaties and WTO Regulations
- Specialised knowledge and experience on the negotiation, structuring and drafting of Power Purchase Agreements
- Specialised knowledge and experience in structuring, drafting and closing documentation for international finance transactions including public finance transactions and transactions with supranational and private sector financial institutions.
- Specialised knowledge and experience on the negotiation, structuring and drafting of real estate transactions and licensing of real estate from governmental agencies, including in the HR.
- Proven track record of provision of legal services in relation to international energy transfer agreements. Specific experience within the European energy markets would be appreciated.
- Summary of firm capabilities and proposed team composition including relevant experience of the senior and junior members of the team.

4. Financial Proposal

Interested candidates should include the proposed financial terms for the provision of the services contemplated hereby.

5. Each of the recipients of this information agrees to treat subsequent information received from the HR in relation to this potential transaction, as confidential information. Accordingly each recipient should ensure that it has appropriate internal compliance procedures in place to ensure that this confidential information is not disseminated outside of its place of business or to its sales and trading departments (or equivalent departments within its organisation).

6. Selection Procedure

- 6.1 The award of the assignment will be made in accordance with the provisions of Law 3049/2002. The selection committee, which will be formed, shall receive and assess all offers that will be validly submitted. The assessment shall take into consideration the above mentioned in paragraph 3 qualifications and requirements, the financial proposal, as well as the criteria mentioned in the paragraph 5 of the article 7 of Law 3049/2002.
- 6.2 The selection committee may require any clarification, addition or adjustment of the submitted offers as deemed necessary. Following the assessment process, up to three (3) candidates may be chosen for negotiation. Should the number of candidates that fulfill the abovementioned prescribed minimum selection criteria be less than three (3), the selection committee may - at its sole discretion - continue the procedure by calling solely on the candidate(s) that fulfill such criteria.
- 6.3 A candidate that does not meet the criteria set hereof will not be allowed to participate in the process at the sole discretion of the selection committee.
- 6.4 The HR reserves, at its the fullest exclusive discretion, the right to cancel, suspend, amend or postpone at a later time this procedure, without any prior notice, as well as to terminate any negotiations or discussions at any stage of the process, without incurring any liability whatsoever as against any participant and/or any third party.
- 6.5 Interested firms must submit their offer, together with all other documentation set out above, via e-mail to the State Secretariat for Asset Restructuring and Privatizations (SSARP) at the e-mail address ssarp@minfin.gr, marked "**HELIOS: INVITATION FOR EXPRESSION OF INTEREST FOR LEGAL ADVISORS**". Additionally, a hard copy of such offer may also be submitted on a discretionary basis, in a sealed envelope, at the offices of the SSARP (8 Karageorgi Servias Street, Athens, Postal Code: 101-84, 6th floor). The offers must be submitted no later than **December 28th, 2011**.