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The present Cooperation Agreement Guidelines (“Guidelines”) provide EDFI Management Company SA (“EDFI MC”), on the one hand, and tenderers, candidates, applicants, and contractors, on the other hand, with practical explanations for the preparation and implementation of this published EDFI MC technical assistance (“TA”) consultancy Cooperation Agreement tender. The present Guidelines are published in accordance with the European Union PRAG requirements.

The present Guidelines do not apply to other contracts of EDFI MC, including for which EDFI MC wishes to launch a call for tenders or for its own purchases.


## **1. INTRODUCTION AND DEFINITION**

EDFI MC seeks to work with a highly qualified consultant in TA (“TA Consultant”) to deploy the TA support to EDFI MC beneficiaries through a non-exclusive Cooperation Agreement. The intention for such contract is to allow EDFI MC to rely on a trusted partner for a timely and efficient TA implementation whenever the need arises. The TA would be primarily accessible to existing or prospective direct AgriFI investee companies, as well as key stakeholders of the direct investees (in each case defined as a “Beneficiary”). AgriFI, as well as the TA services are financed by international donors (specifically the EU).

The Cooperation Agreement is a framework agreement which sets out the general terms and conditions under which specific TA services (“TA Projects”) can be delivered throughout the term of the agreement. The Cooperation Agreement provides the general contractual conditions (legal, financial, technical, administrative, etc.) applicable during the entire period of validity of the Cooperation Agreement and governs the relations between EDFI MC and the TA Consultant.

The specific TA Projects will be contracted through separate technical agreement order forms (“Order Forms”) which will be entered into between EDFI MC, the TA Consultant and the relevant Beneficiary as case may be, and which will detail, among other things, the exact objective and scope of the relevant TA Project, budget, payment milestones etc.

The maximum term of the EDFI MC technical assistance Cooperation Agreement is 48 months.

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## 2. METHODS OF ESTABLISHMENT AND SCOPE

A framework contract is defined as "an agreement between one or more contracting authorities and one or more economic operators, the purpose of which is to establish the terms governing the contracts to be awarded during a given period, in particular as regards the price and, where applicable, the quantity envisaged"<sup>1</sup>. EDFI MC can decide, in its sole discretion, to use such instrument for any project requiring the systematic use of markets for identical objects (for example interpreting, hotels/seminars, purchase of office equipment, IT, etc.).

This Cooperation Agreement tender is advertised on the AgriFI website (<https://www.agrifi.eu/tender-for-edfimc-technical-assistance-consultancy-cooperation-agreement>) by means of an adapted contract notice, published on the same webpage.

The applicable standard Cooperation Agreement is composed of a set of documents that are published as part of the Cooperation Agreement contract procedure. Tenderers are required to declare in their tender that they accept the said standard Cooperation Agreement and to take it into account when drawing up their offers, including the contractual implementation conditions.

Specific attention of candidates and tenderers is drawn to the fact that the purpose of the Cooperation Agreement is to set the legal, financial, technical, and administrative conditions governing relations between the contracting parties during the term of the contract for a maximum period of 48 months. The Cooperation Agreement is signed without a determined amount (only a maximum amount) and only a specific technical assistance order form ("Order Form") give rise to a financial transaction.


It should also be noted that the use of this Cooperation Agreement is not exclusive, and that EDFI MC may purchase the same type of goods and services outside the scope of the Cooperation Agreement and with other parties, by implementing EDFI MC's own procurement rules and procedures.

## 3. DESCRIPTION OF THE PROCEDURE

The procedure for establishing this Cooperation Agreement is in accordance with international restricted call for tenders procedure (see EU PRAG) in two (2) phases.

The Phase 1 (candidature phase) consists of establishing a list of selected candidates, and the Phase 2 (tender phase) consists of the evaluation of the tender offers submitted by the selected candidates. Once the Cooperation Agreement is

<sup>1</sup> Financial Regulation, Article 2 point 31.

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signed with the successful tenderer, it will need to be activated by means of specific TA Order Form for any TA Project in order to engage EDFI MC payment obligations.

Completion of the Cooperation Agreement tender procedure does not oblige EDFI MC to award and sign the contract. EDFI MC is not liable for any compensation with regard to bidders whose bid has not been accepted. The same applies if EDFI MC renounces to award the contract. Expenses incurred for the preparation and presentation of tenders will not be reimbursed even if no Order Forms request is made to the awarded Cooperation Agreement Contractor.

As part of the Cooperation Agreement tender procedure, the following obligations apply to candidates and tenderers:

- Submission of an offer implies acceptance by the tenderer of all the conditions set out in the present Guidelines;
- The submission of tender proposals binds the successful tenderer for the entire duration of the Cooperation Agreement.


### 3.1. EVALUATION COMMITTEE

Requests to participate/tenders are opened and evaluated by an evaluation committee formally and promptly appointed by EDFI MC comprising a chairperson, a secretary and an odd number of voting members, with a minimum of three evaluators. The voting members shall have collective responsibility for the decisions taken. All voting members shall have equal voting right. Adequate procedures are put in place to ensure the impartiality and confidentiality of the assessments and decisions of the committee.

The hierarchical separation amongst voting members shall in principle be applied whenever possible. In order to ensure an appropriate segregation of duties, cumulating the role of authorizing officer with that of any member of the evaluation committee shall be avoided. If appropriate, on a case-by-case basis, the chairperson may also act as secretary.

Evaluators shall be provided with detailed information regarding the planned timetable and the workload that the evaluation implies. EDFI MC shall make sure that evaluators are available during the scheduled evaluation period and shall appoint a replacement evaluator to prevent delays in case of unavailability. Evaluation committee members must attend all meetings. Any absence shall be recorded and explained in the evaluation report.

Every member shall have reasonable command of the English language in which the tenders are submitted. Evaluators shall have the technical and administrative ability to give an informed opinion on the tenders.

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Although observers are not part of the evaluation committee, they may attend the sessions of the committee if appointed by EDFI MC. They shall only intervene in the debates at the request of the evaluators or the chairperson.

In order to keep the proceedings confidential, attendance at evaluation committee meetings is strictly limited to the committee members. The evaluation committee members and any observers are bound to secrecy. The tender documentation shall not leave the room/building in which the committee meetings take place before the conclusion of the work of the evaluation committee, and shall be kept in a safe place when not in use.

The chairperson shall be responsible for coordinating the evaluation process in accordance with the main principle of impartiality and transparency. The secretary to the evaluation committee shall be responsible for carrying out all administrative tasks connected with the evaluation procedure. These include:

- circulating and collecting the declarations of impartiality and confidentiality;
- keeping the minutes of all meetings of the evaluation committee and the relevant records and documents;
- recording attendance at meetings and compiling the evaluation reports and their supporting annexes.


During the procurement procedure, all contacts between EDFI MC and candidates, applicants, or tenderers shall be transparent and ensure equal treatment. These contacts shall not lead to any amendment to the conditions of the Cooperation Agreement nor the terms of the original Cooperation Agreement tender.

Any request for clarification requiring communication with the candidates or the tenderers during the evaluation process shall be conducted in writing. Copies of any such communication shall be annexed to the evaluation report.

Where a participant fails to submit evidence or to make statements, the evaluation committee shall ask the participant to provide the missing information or to clarify supporting documents, within a reasonable period of time (not less than 48 hours). Such information, clarification or confirmation shall not substantially change application documents.

The tenders must be evaluated in time to allow the procedure to be completed within the validity period of the tenders. No information about the examination, clarification, or evaluation of tenders, or decisions about the award of the Cooperation Agreement, may be disclosed before the evaluation report is approved by EDFI MC.

Note: In case of electronic opening and in duly justified cases, proceedings can be done using videoconference systems. The system to be used shall ensure the confidentiality of the communication. Any electronic transfer of information needed under this modality shall also guarantee its confidentiality. The system to be used

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shall support encryption and this option has to be enabled. It also has to support protocol H.323 and/or SIP. Encryption must be used (using S/MIME V3 standard or equivalent).

If a candidature or a tender proposal infringes the formal requirements, the evaluation committee may use its sole discretion to decide whether such candidate or tenderer will still be considered during the rest of the evaluation process, while ensuring equal treatment of tenderers and applicants and upholding the principle of proportionality. Whatever the evaluation committee decides, this shall be fully recorded and reasons given in the evaluation report.

Any attempt by a candidate or a tenderer to influence the process in any way (whether by making contact with members of the evaluation committee with regards to the present tender or otherwise) shall result in the immediate exclusion of such tenderer or candidature proposal from further consideration of this tender process and might lead to the exclusion from any future tenders by EDFI MC.

### 3.2. COOPERATION AGREEMENT EVALUATION PROCEDURE

#### 3.2.1. PUBLICATION OF THE CONTRACT NOTICE AND PRESELECTION (PHASE 1)

In order to ensure the broadest possible participation in this Cooperation Agreement tender and appropriate transparency, this Cooperation Agreement tender Phase 1 process gives rise to the publication of a **contract notice** and template of a **candidature submission form** and its annex on the AgriFI website (<https://www.agrifi.eu/tender-for-edfimc-technical-assistance-consultancy-cooperation-agreement> ).


The purpose of the candidature phase is to allow EDFI MC to assess candidates' capability to implement the Cooperation Agreement for its entire duration. This first tender stage allows interested companies (or consortiums) to submit their candidature and provide information necessary to EDFI MC to judge their legal, economic and technical capacity to carry out the Cooperation Agreement duties.

Only candidates capable of demonstrating compliance with all exclusion and selection criteria will be shortlisted and invited the Phase 2 to submit the Cooperation Agreement tender offer. Candidates not short-listed will be informed in writing by EDFI MC.

EDFI MC short-lists candidates based on the following criteria:

- Exclusion criteria

The Cooperation Agreement candidates are expected to submit a written declaration to certify on honor that neither the candidate nor any of their key people

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(as defined in the contract notice) meet the exclusion criteria as provided in the contract notice.

- o Selection criteria

The selection criteria, namely economic and financial capacity, are indicated in the contract notice for the Cooperation Agreement, as published. The selection criteria are divided into the following:

- a) Economic and financial capacity of the candidate, which can be certified by means of a simplified balance sheet and profit and loss account, on the basis of the form annexed to the contract notice, as published.
- b) Technical and professional capacity of the candidate, as judged by the candidate's relevant track record and experiences which are related to the Cooperation Agreement TA Services. The candidates are requested to provide a reference list of the relevant projects carried out during the previous 3 years, indicating, amongst others, the scope of the services provided, the amount, the recipient, etc. Please note that a proof of completion may be requested by EDFI MC in the form of certificates issued or countersigned by competent authority.


The candidate is expected to submit a **candidature submission form**, accompanied by:

- a **declaration on honor relating to the exclusion and selection criteria**, to be completed and signed by the candidate and each legal entity as may part of a consortium;
- a **proof of registration** (status) in the appropriate professional or commercial register in the country of establishment of the candidate / lead candidate;
- a **copy of the balance sheets, income statements and cash flow statements** (if available) for the last 3 financial years.

The documents have to be duly completed and signed by the candidate / lead candidate authorized signatory. The minimum period for receiving candidature proposals shall be thirty (30) days from the date of publication of the contract notice.

Candidates are shortlisted by the evaluation committee. The short-listing procedure involves:

- Confirmation of compliance with formal submission requirements

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- Elimination of requests to participate that are inadmissible due to being submitted by ineligible candidates or by candidates falling into one of the exclusion situations described in the published contract notice;
- Application of the selection criteria exactly as published.

In the event of a joint tender, the exclusion, selection (in particular nationality/origin) and award criteria will apply to all members of the consortium. In the event that subcontracting is accepted, this principle also applies.


The supporting documents submitted at this Phase 1 may be requested from tenderers at Phase 2 evaluation stage and verified by the EDFI MC before the award of the contract to the potential successful tenderer. In addition, the tenderers must certify that the situation has not altered since the date of issue of the evidence. The date of issuing of the documents provided must be no earlier than one year before the date of submission of the tender. If the supporting documents are not written in one of the official languages of the European Union, a translation into English must be attached.

### 3.2.2. PUBLICATION OF THE TENDER SPECIFICATIONS AND AWARD (PHASE 2)

The Phase 2 tender technical specifications and instructions (Invitation to Tender and Specifications, or "Technical Specifications") will be sent to all shortlisted candidates via email and will simultaneously be published on the AgriFI Website for transparency. Only short-listed candidates are invited to participate in the Cooperation Agreement tender Phase 2. Any tender received from a legal or natural person not invited to tender will be rejected.

The Phase 2 tenderers are requested to submit separate **technical** and **financial proposals**, which intend to cover both the technical quality and price of the tender proposal. The technical and financial proposals are to be accompanied by an **administrative file** providing the relevant legal and administrative information about the tenderer. Detailed Tender proposal requirements will be included in the "Technical Specifications" and will contain:

- o Technical proposal:
  - Technical Proposal Part A: any comments on the published tender specifications including the scope of the services to be provided which the tenderer considers important for the execution of the TA services.
  - Technical Proposal Part B: A detailed organization and methodology note indicating the means that will be implemented to meet the various TA assignments and ensure the required technical assistance is provided to the Beneficiaries in the best conditions. This section will include a description of the Key Expert Team (as will be defined in the "Technical

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- Specifications”) proposed by the tenderer, as well as a description of the tenderer expert network as relative to the Cooperation Agreement;
- Annexes to the Technical Proposal: Project references; CVs of the core tenderer’s management team and Key Expert Team; Statements of exclusivity for each member of the key expert team.

The technical proposal must address all the issues as will be described in the Technical Specifications and include relevant examples and proposed solutions to solve the problems they raise. The technical proposal shall be sufficiently detailed to allow an appropriate evaluation of the offer on the basis of the defined award criteria.

Subcontracting is authorized subject to compliance with the following conditions:


- Tenderers must indicate in their tender documentation the part (if any) of the contract that they will subcontract to third parties, as well as the identity and availability of the chosen subcontractor(s);
- After the signing of the Cooperation Agreement, the TA Contractor shall not subcontract any part of assignments to third parties not identified as potential subcontractors in the offer without prior written authorization from EDFI MC;
- All subcontracts shall be in compliance with the exclusion criteria as described in the present tender;
- The subcontractor remains under the sole responsibility of the TA Contractor for the duration of the relevant agreement;
- The TA Contractor cannot subcontract the entire scope of the Cooperation Agreement de facto to third parties.

Please note: Experts are not to be considered subcontractors unless contracted through a private company.

o Financial Proposal

The tenderers will be requested to submit a financial proposal indicating the maximum daily rates in Euro for each of the Expert Job Families as defined below, applicable to the Key Expert Team and third-party experts that may be mobilized by the tenderer for a TA assignment. The indicated maximum daily rates will be applicable for the Cooperation Agreement duration, in accordance with the indexation as well as other provisions related to the compensation for the TA consultancy services to be provided as part of the Technical Specifications documentation.



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Principal Expert	Internationally recognised expert in their field with exceptional knowledge of the subject area and extensive sectoral and / or regional expertise. Will have outstanding capabilities to conceptualise, design, and deliver complex interventions in a timely fashion. Expected to have a minimum of 15 years professional experience relevant to their field.
Senior Expert	Exceptional knowledge of the subject area with extensive sectoral and/or regional expertise and ability to translate theory into practice. Proven capability to undertake team leader functions and provide quality assurance of other consultants work. Expected to have a minimum of 10 years professional experience relevant to their field.
Expert	Thorough theoretical knowledge of the subject area with proven ability to translate theory into practice. Will have recognised, independently verified qualifications, i.e. through professional body membership. Expected to have a minimum of 5 years professional experience relevant to their field.
Assistant Expert	Strong theoretical knowledge of the subject area with proven ability to translate theory into practice together with recognised, independently verified qualifications, i.e. through professional body membership. Expected to have a minimum of 2 years professional experience relevant to their field.

- Information to tenderers

After dispatch and publication of the Cooperation Agreement specifications, further information (answers to questions posed by potential tenderers) will be published on the AgriFI website (<https://www.agrifi.eu/tender-for-edfimc-technical-assistance-consultancy-cooperation-agreement>). Tenderers are invited to consult this web page.


Tenderers may submit questions via a secure e-mail system no later than 21 days before the deadline for submission of tenders. EDFI MC must reply directly to all tenderers' questions no later than 8 days before the deadline for receipt of tenders.

Once the award decision has been taken, EDFI MC will inform the tenderers of the results of the evaluation, including the reasons why it would decide to abandon the contract or to start the procedure again.

- Deadline for submission of tenders

The period between the dispatch of the letter of invitation to tender by EDFI MC and the deadline for submission of tenders shall be set at minimum 50 calendar days.

- Period of validity of tenders

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The period of validity of tender proposals is fixed at 90 days from the deadline for the submission of tenders.

- Evaluation of tenders

The opening of the tender offers received shall be done at the EDFI MC headquarters.

The evaluation shall be based on each tenderer's offer. All information shall be evaluated against the criteria defined in the Technical Specifications.

**The applicable award criteria shall be the best value for money as established by the calculation method of the present Cooperation Agreement Guidelines.**

The information provided in tenders will be checked for completeness and compliance before being evaluated. EDFI MC reserves the right to require a Tenderer to provide additional information supplementing or clarifying any of the information provided.


- Award criteria and scoring

Separate technical and financial proposals will receive points depending on the extent to which they meet the award criteria. The number of points will be granted by the evaluation committee in conformity with the assessment method set out in this document.

In total 100 (maximum) points can be obtained by a tender for their response to the award criteria. The highest number of points that can be obtained for each award sub-criterion is listed in the table below. A maximum of 80 points can be scored for the technical assessment and 20 points for the financial assessment, as detailed in the table below. Only tenderers that have scored more than 50 points during the technical assessment, will be entitled to form part of the financial assessment. Any tenderers with a score of 50 points or lower during the technical assessment will be excluded from further participation.

- Assessment method for technical proposals


<b>Technical assessment</b>	
Award criteria	Max no. of points that can be obtained
<b>Comments to the Terms of Reference</b>	
If any, relevance of any critique / recommendations on the project scope;	<b>10</b>
Relevance of the detailed organisation and methodology proposal	5

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<b>Key Expert Team</b>	<b>40</b>
Relevant experience working in the agri-sector, with smallholder farmers, farmer organisations, rural SMEs; proven expertise overcoming key barriers including those related to general agricultural practices, environmental, social and governance (ESG) barriers;	10
Relevant experience designing and managing TA; in support of impact and commercial investors;	10
Relevant experience in Sub-Saharan Africa and / or South-East Asia;	10
Diversity and relevance of languages spoken by staff (English, French, etc);	5
Clarity on roles and governance of the Key Expert Team and experience of working together, including programme management arrangements with sub-contractors and/or key stakeholders if any.	5
<b>Local network</b>	<b>30</b>
Representation and quality of networks of local or regional expertise in countries where EDFI MC AgriFI has or may invest;	15
Proven approach to identify and contract local expertise and involve local persons or firms in delivering technical assistance, including a transparent and rigorous approach to contracting services from third parties.	15

The evaluation committee will evaluate the quality of the technical proposals in accordance with the scale detailed in the table below.

Quality of the response	Percentage of maximum points available
Excellent, with added value. Tenderer's answer is above expectation. According to the evaluation committee, the Tenderer gave a relevant, applicable, and excellent answer that is entirely based on the principles of this tender, the objective of this assignment, the required service, the EDFI MC, and the Cooperation Agreement. All elements and aspects of the question and answers thereto are fully addressed.	100%
Good. According to the evaluation committee, the Tenderer gave a relevant, applicable and good answer that is based on the principles of this tender, the objective of this assignment, the required service, EDFI MC, and the Cooperation Agreement. All elements and aspects of significant points of the question and answers thereto are addressed clearly.	80%
Partially satisfactory. According to the evaluation committee, the Tenderer gave a partly relevant, applicable answer that is based on the principles of this tender, the objective of this assignment, the	60%

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required service, EDFI MC, and the Cooperation Agreement. All elements and aspects of the questions and answers thereto are partly, or briefly addressed.	
Not satisfactory. According to the evaluation committee, the Tenderer gave an insufficient answer that is not or not adequately based on the principles of this tender, the objective of this assignment, the required service, EDFI MC, and the Cooperation Agreement. Not all elements and aspects of the questions and answers thereto have been adequately and/or sufficiently discussed.	40%
Poor, not satisfactory at all. According to the evaluation committee, the Tenderer gave very inadequate answer that by no means is based on the principles of this tender, the objective of this assignment, the required service, EDFI MC, and the Cooperation Agreement. None of the elements and aspects of the question and answers thereto have been discussed.	20%
No information.	0%


The Key Expert Team are team members who are involved in leading and managing the TA Projects, including budgeting and planning, monitoring, evaluation, and technical and financial reporting activities, and are responsible for the overall success of each TA Project. The Key Expert Team will manage the interaction with EDFI MC, in-house and third-party technical experts, and TA Beneficiaries. The Key Expert Team will also work closely with EDFI MC and the TA Beneficiaries to scope and define each call-down assignment under the Cooperation Agreement.

- Assessment method for financial proposals

<b>Financial assessment</b>	
Award criteria	Max no. of points that can be obtained
<b>Fee structure</b>	
Proposed cost structure	20

As part of the financial assessment, the tenderers are requested to provide the maximum fee rates chargeable for each job family of the Key Expert Team and also external network experts and/or any third party experts. Fee rates must be quoted in EUR, on a fully costed basis (i.e. including all management time, other overheads and profit) but excluding VAT and direct costs attributable to the TA assignment (ex. travel and accommodation cost, etc). The fee rates shall be subject to price indexation as indicated in the published specifications.

The financial assessment will apply the following mathematical formula to calculate the scores for each tenderer. (Note: scores will be rounded to 1 decimal place).

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$$\left[ \frac{\text{Lowest Programme Team Job Family Rate}}{\text{Your Programme Team Job Family Rate}} \times \text{Max Score} \right] \times \text{Weighting \%}$$

The ‘Lowest Program Team Job Family Rate’ will be the lowest rate proposed for that specific job family, from among all qualifying tenderers. This will be divided by the rate proposed for this job family in the tender under consideration. This value will then be multiplied by the maximum score available for the financial assessment. This value is then multiplied by the sub-weighting percentage for that band.

The Expert Job Families and sub-weightings applied to this criterion are as follows:

Expert Job Family	Weighting
Principal Expert	35%
Senior Expert	25%
Expert	25%
Assistant Expert	15%


### 3.2.3. SIGNATURE OF COOPERATION AGREEMENT

A Cooperation Agreement is signed with the entity (or consortium) that has been awarded. In this case Qualified Electronic Signature (QES), will be used. QES is a standard that comes from the eIDAS Regulation (Regulation (EU) No 910/2014) and is recognised as the digital equivalent to the handwritten (also known as ‘blue-ink’) signature in all EU Member States. If both parties can sign electronically using QES, both parties will sign the same original. There will be no need to send paper documents by post or keep paper copies of the contract. The qualified electronic seal is automatically applied on all the documents registered.

**Please note**, the execution of the Cooperation Agreement per se does not provide for any payment to the Cooperation Agreement TA Contractor. Each specific TA Project will be subject to execution of a separate TA Order Form between the Cooperation Agreement TA Contractor, EDFI MC and the relevant beneficiary, which provide specifications of the relevant TA Project including the TA works, budget, payment terms, etc.

### 3.2.4. IMPLEMENTATION OF THE COOPERATION AGREEMENT AND ORDER FORMS

During the implementation of the Cooperation Agreement, for each specific TA Project request, EDFI MC may invite the TA Consultant to respond to a TA request in accordance with the procedures as described in the present tender documentation.

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Prior to each request for a technical assistance assignment falling within the scope of the Cooperation Agreement, EDFI MC shall:


- Prepare specific technical specifications for that TA Project which must be consistent with the general technical specifications of the Cooperation Agreement;
- Send the request for quotation and the technical specifications to the TA Consultant;
- Check the availability of funding credits beforehand. No TA request shall be launched without funds to cover the request. Considering that no amount is attached to the Cooperation Agreement itself but only a maximum amount to be reached at the end of the Cooperation Agreement validity, EDFI MC will be subject to the requirement to demonstrate available funds to cover the services and supplies contracted via the Cooperation Agreement at the time the specific Order Forms are signed.

Upon request by EDFI MC, the TA Consultant shall promptly assist EDFI MC and the Beneficiary in designing the exact TA Project to be provided to a Beneficiary. Each TA Project will be subject to conclusion of a specific TA Order Form between EDFI MC, the TA Consultant and the Beneficiary, and will specify the exact nature of the TA services to be provided as well as the associated budget, payment schedule, deliverables, milestones, etc., associated with such TA Project.

EDFI MC will conduct a technical and a financial evaluation of the proposed TA Project. The technical evaluation will aim to verify the conformity of the supplies offered with respect to the request defined in the technical specifications. The financial evaluation will aim to verify that the prices offered are, for the required intervention, in conformity with the prices initially indicated by the tenderer (those having led to its inclusion in the Cooperation Agreement contractor list). The TA Order Form can only be executed if it meets both of these criteria.

Conditional to EDFI MC acceptance of the proposal (which may be subject to the relevant EDFI MC internal approval process), the TA Consultant will execute the assignment, including any reporting requirements.

The duration of performance of a service arising from an Order Form shall not exceed 365 days, starting on the start date of the service implementation under the relevant Order Form and ending when EDFI MC formally accepts or refuses the TA Project final acceptance. A delivery can go beyond the period of validity of a Cooperation Agreement, as long as it was contracted before the end of the validity of the Cooperation Agreement.

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It is expected that the TA Consultant will work in close cooperation with EDFI MC and that it will promptly report if any difficulties are met during a TA Project implementation. The ultimate duty of care of the TA Consultant will be towards EDFI MC.