

資料-4

討議議事録(M/D)

**Minutes of Discussions
on the Preparatory Study
on the Project for Clean Energy Promotion Using Solar Photovoltaic System
in the Republic Kazakhstan**

The Government of Japan (hereinafter referred to as "GoJ") has established Cool Earth Partnership as a new financial mechanism. Through this, GoJ is cooperating actively with developing countries' efforts to reduce greenhouse gasses emissions, such as efforts to promote clean energy. A new scheme of grant aid, "Program Grant Aid for Environment and Climate Change", was also created by GoJ as a component of this financial mechanism. According to the initiative of Cool Earth Partnership, Japan International Cooperation Agency (hereinafter referred to as "JICA"), in consultation with GoJ, decided to conduct a Preparatory Study (hereinafter referred to as "the Study") on the Project for Clean Energy Promotion Using Photovoltaic System in the Republic of Kazakhstan (hereinafter referred to as "the Project").

JICA sent to the Republic of Kazakhstan (hereinafter referred to as "Kazakhstan") the Preparatory Study Team (hereinafter referred to as "the Team"), headed by Mr. Noriaki NISHIMIYA, Economic Infrastructure Department, JICA, and stayed in the country from December 13 to December 25, 2009.

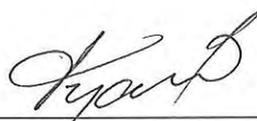
The Team held discussions with the concerned officials of the Government of Kazakhstan and conducted a field survey.

In the course of discussions and field survey, both sides confirmed the main items described in the attached sheets.

Astana, December 23, 2009



Noriaki NISHIMIYA
Leader
Preparatory Study Team
Japan International Cooperation Agency
JAPAN



Farkhad S. Kuanganov
Executive Secretary
Ministry of Education and Science
The Republic of Kazakhstan

Witnessed by



Nurlan Aimaganbetov
Chairman of Board
JSC "Astana Knowledge City"

ATTACHMENT

1. Current Situation

The Government of Kazakhstan recognizes the threat of the Climate change to the economy and natural ecosystems and therefore considers implementation of the Climate Change-related policy and measures as one of its priorities.

Kazakhstan has ratified the Kyoto Protocol and accepted subsequent Clean Development Mechanism to achieve the aims of sustainable development. As the consequence, they established Department of Energy Efficiency, Energy Saving & Renewable Energy (EE, ES&RE) under the Ministry of Energy and Natural Resource and start tackling to create a system to promote the development and utilization of renewable energy. As this policy aims to the same objective expressed in the Japanese Government's environmental initiative for the post Kyoto Protocol called "Cool Earth 50", the Government of Kazakhstan has agreed to support this initiative.

Subsequently, the Government of Japan has recognized the Government of Kazakhstan's commitment to tackle with the Climate Change and has been considering providing assistance under their Cool Earth Partnership policy. In this situation, both sides confirm that the Project, which introduces photovoltaic (PV) power generation system connected with the national grid, is one of the pilot systems to enhance the renewable energy productions.

2. Objective of the Project

The objective of the Project is to promote clean energy utilization and achieve emissions reduction of greenhouse gas by installing the PV system to be connected to the national grid.

3. Responsible Organization and Implementing Agency

3-1 The responsible organization is the Ministry of Education and Science. The organization chart of the responsible ministry is shown in **Annex-1**.

3-2 The implementing entity is JSC "Astana Knowledge City". The organization chart of the implementing entity is shown in **Annex-2**.

4. Items Requested by the Government of Kazakhstan

4-1 After discussions with the Team, the installation of the electric power generating system of 1 MW using photovoltaic including following main equipment was requested by the Kazakhstan side.

- (1) Solar module (panel)
- (2) Junction Box
- (3) Power Conditioner
- (4) Data collecting and display device

4-2 The Kazakhstan side requested New Astana University as candidate sites/facilities for installation of the PV system as shown in **Annex-3**.

4-3 The Kazakhstan side explained that there is no duplication between requested contents of the Project and any other plans implemented by the other donors or the Kazakhstan side.

4-4 The Kazakhstan side has understood that the final component and the design of the Project

shall be determined at the timing of the Preparatory Study 2 for design.

4-5 JICA will assess the appropriateness of the request and will report the findings to the GoJ.

5. Japan's Program Grant Aid for Environment and Climate Change

The Kazakhstan side understood the Japan's Program Grant Aid for Environment and Climate Change scheme explained by the Team, as described in **Annex-4, 5, 6, 7 and 8**.

6. Schedule of the Study

If the Cabinet of GoJ approves the Project based on the results of the Preparatory Study 1, JICA will conduct the Preparatory Study 2 for design.

7. Other Relevant Issues

7-1 Land for Installation of the PV system

The Kazakhstan sides confirmed that sufficient land space for installation of the PV system in New Astana University had been secured and available. The land shall be cleared and leveled by the Kazakhstan side before the tendering for "the Project".

7-2 Procurement of Equipment

The Team explained that, in accordance with the policy of GoJ, products of Japan shall be procured for major equipment in the Project. The Kazakhstan side agreed.

7-3 Coordination with Related Organizations

The Ministry of Education and Science shall be the focal point for the Project and responsible for the coordination with related organizations. The Kazakhstan side agreed to establish a joint consultative committee in order to coordinate with the Japanese side. The member of the committee will be decided by the further discussion by the Kazakhstan side and Japanese side. Terms of References of the Consultative Committee is referred to **Annex-9**.

7-4 Application of the Related Laws and Regulations

The Kazakhstan side confirms that there is no obstacles to obtain a license or permission for New Astana University to own electric power station(s) connected to the national power grid and use them to meet his/her own power demand at the present.

7-5 Operation and Maintenance

The Ministry of Education and Science agreed to secure and allocate the necessary budget and personnel for the operation and maintenance of the facilities procured and installed under the Project.

7-6 Customs and Tax exemption

The Kazakhstan side shall be responsible for the exemption and/or reimbursement of all customs, tax, levies and duties incurred in Kazakhstan for implementation of the Project.

7-7 The Kazakhstan side shall provide necessary numbers of counterpart personnel to the Team during the period of their studies in Kazakhstan.

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<List of Annex>

Annex-1 Organization Chart of Ministry of Education and Science

Annex-2 Organization Chart of JSC “Astana Knowledge City”

Annex-3 Candidate site of the Project

Annex-4 Program Grant Aid for Environment and Climate Change

Annex-5 General Flow of Program Grant Aid for Environment and Climate Change

Annex-6 Flow of Funds for Project Implementation

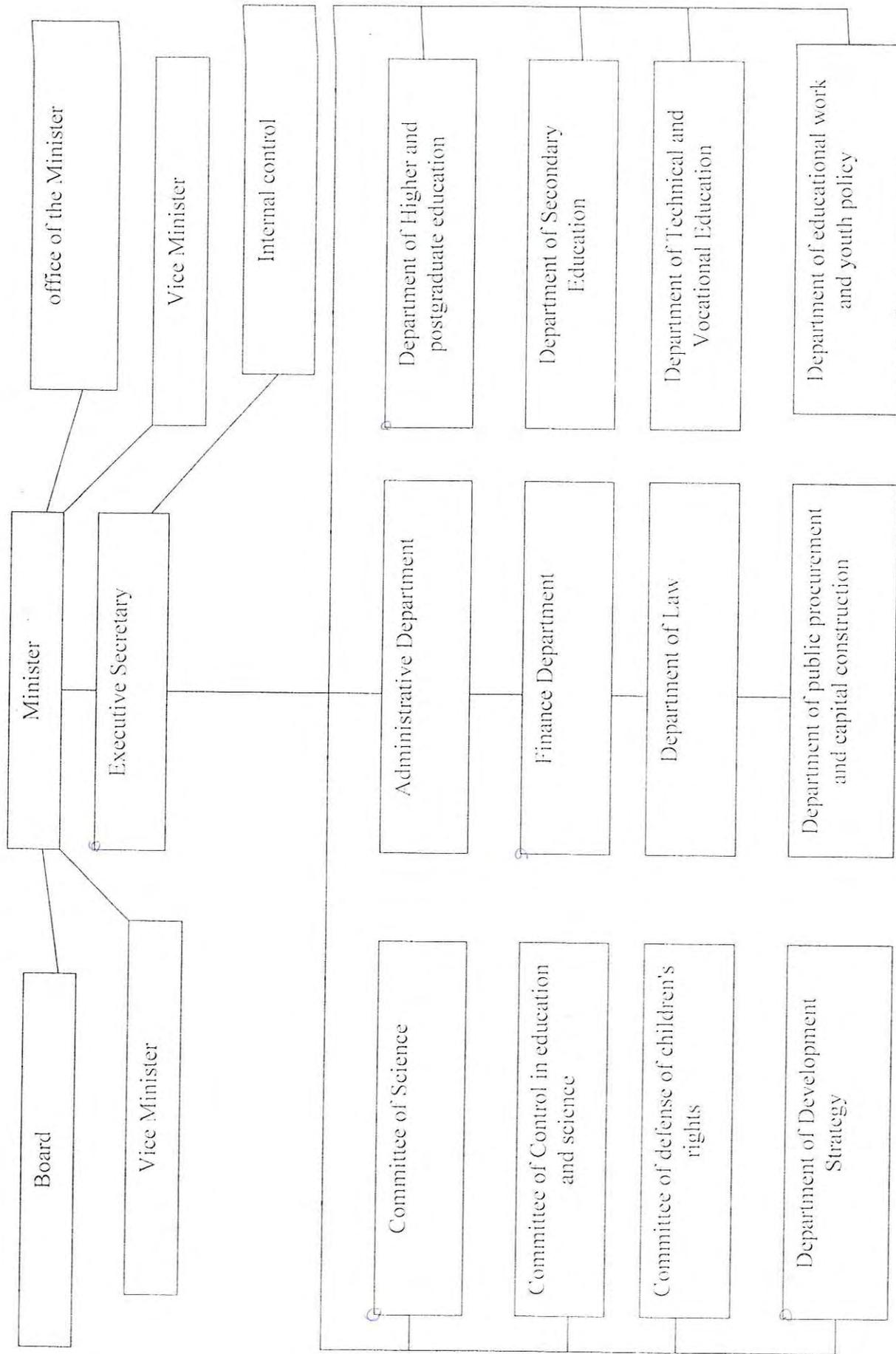
Annex-7 Project Implementation System

Annex-8 Major Undertakings to be taken by Each Government

Annex-9 Terms of References of the Consultative Committee

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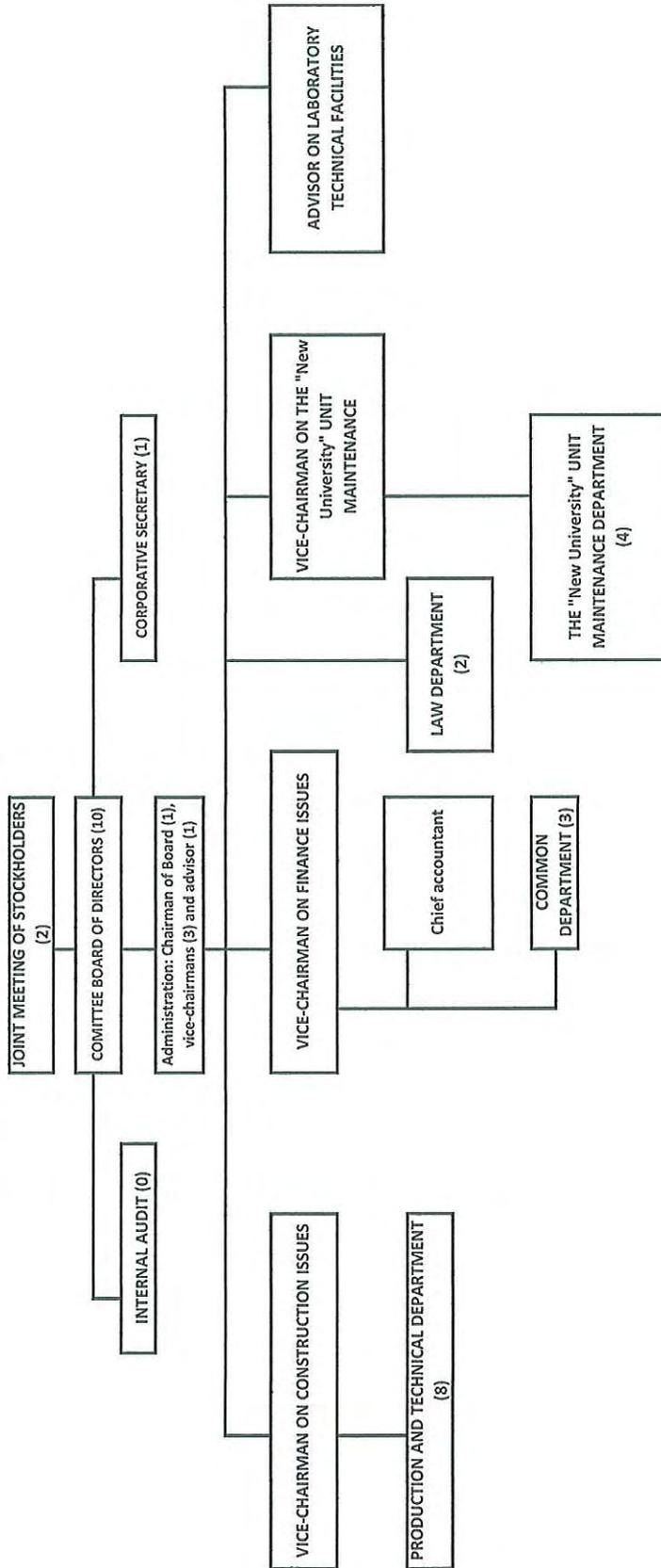
Organization chart of the Ministry of education and science



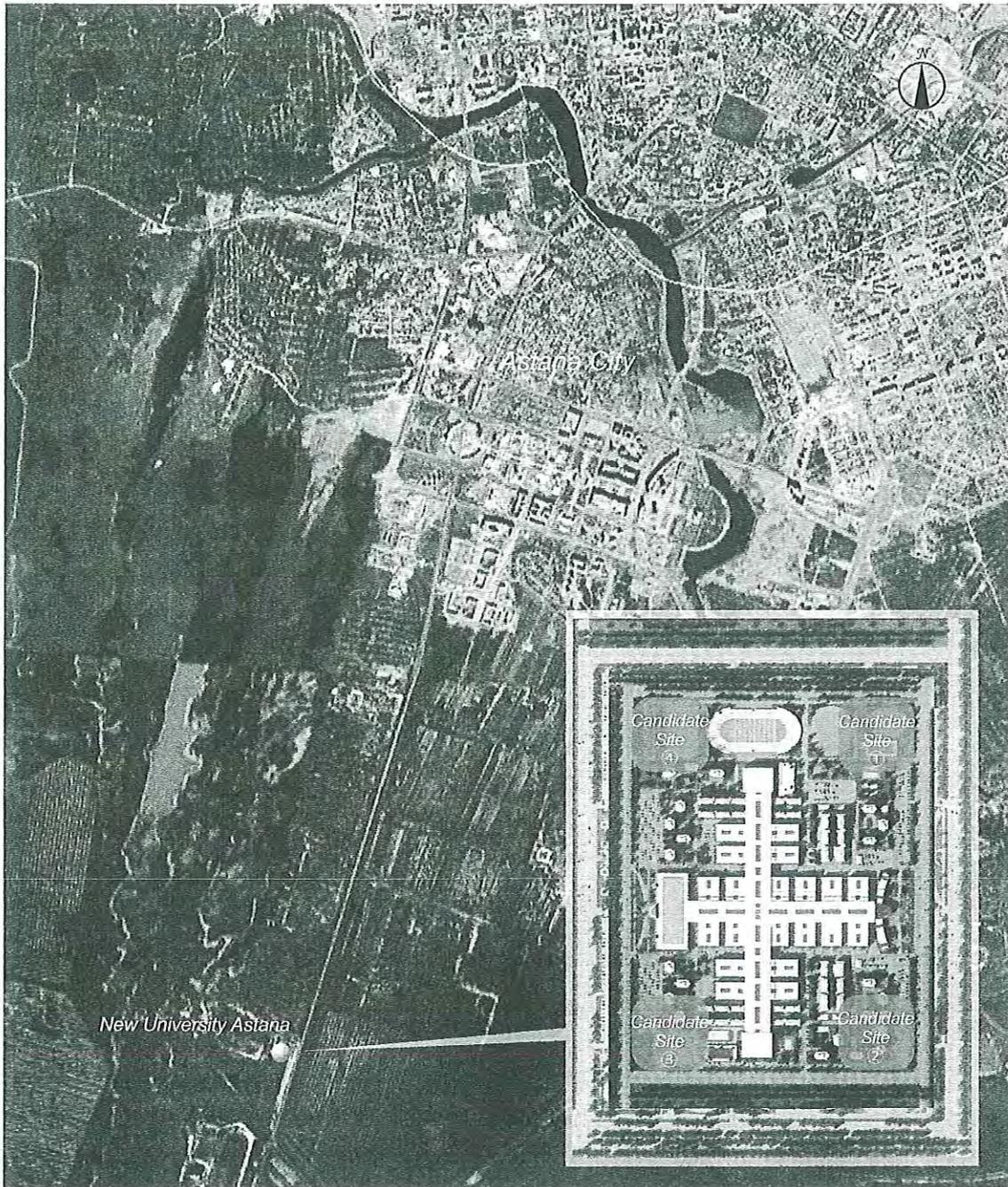
Signature
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Organization Chart-Ministry of JSC "Astana Knowledge City"

Organisational chart of JSC "Astana knowledge city"



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Candidate site of the Project

Leif Kvaloy

Program Grant Aid for Environment and Climate Change
of GOJ (“GOJ”)
 (Provisional)

The Grant Aid provides a recipient country with non-reimbursable funds to procure the facilities, equipment, and services (engineering services and transportation of the products, etc.) for economic and social development of the country under principles in accordance with relevant laws and regulations of Japan. The Grant Aid is not executed through the donation of materials as such directly procured by GOJ.

Based on “Cool Earth Partnership” initiative of GOJ, the Program Grant Aid for Environment and Climate Change (hereafter referred to as “GAEC”) aims to mitigate effects of global warming by reducing greenhouse gases emission (mitigation; e.g. improvement of energy efficiency) and to take adaptive measures (adaptation; e.g. measures against disasters related to climate change, including disaster prevention such as enhancing disaster risk management). GAEC may contain multiple components that can be combined to effectively meet these needs.

1. Procedures for GAEC

GAEC is executed through the following procedures.

Preparatory Survey (Phase 1)	Preparatory Survey (Phase 1 for project identification) conducted by Japan International Cooperation Agency (JICA)
Application	Request made by a recipient country
Preparatory Survey (Phase 2)	Preparatory Survey (Phase 2 for design and cost estimation) conducted by JICA
Determination of Implementation	The Notes exchanged between GOJ and the Recipient Country
Grant Agreement (G/A)	Agreement concluded between JICA and the recipient country
Implementation	Procurement through the Procurement Agency under the contract with the recipient country

Firstly, if the candidate project for a GAEC is identified by the recipient country and GOJ, GOJ (the Ministry of Foreign Affairs) examines it whether it is eligible for GAEC. When the candidate project is deemed appropriate, JICA, in consultation with GOJ, conducts the Preparatory Survey (hereafter referred to as “the Survey”) on the candidate project as Phase 1 of the Survey with Japanese consulting firms.

Secondly, the recipient country submits the official request to GOJ, while the appropriateness, necessity and the basic components of the Project are examined in the course of Phase 2 of the Survey,

Thirdly, GOJ appraises the Project to see whether it is suitable for Japan's GAEC, based on the Survey report prepared by JICA, and the results are then submitted to the Cabinet for approval.

Fourthly, the Project, once approved by the Cabinet, becomes official with the Exchange of Notes (hereafter referred to as “E/N”) signed by the Governments of Japan and the recipient country.

Simultaneously, the Grant will be made available by concluding a Grant Agreement (hereinafter referred to as "the G/A") between the Government of the recipient country or its designated authority and JICA

Procurement Management Agent is designated to conduct the procurement services (including fund management, preparing tenders, contracts) for GAEC on behalf of the recipient country. The Agent is an impartial and specialized organization that will render services under the Agent Agreement with the recipient country. The Agent is recommended to the recipient country by GOJ and agreed between the two Governments in the Agreed Minutes (hereinafter referred to as "A/M").

2 Preparatory Survey

1) Contents of the Survey

The purpose of the Preparatory Survey (hereafter referred to as "the Survey"), conducted by JICA on the project (hereafter referred to as "the Project"), is to provide the basic document necessary for the appraisal of the Project by GOJ. The contents of the Survey are as follows:

- Confirmation of background, objectives, and benefits of the Project and institutional capacity of agencies concerned of the recipient necessary for the implementation of the Project.
- Evaluation of relevance of the Project to be implemented under the Grant Aid Scheme from a technical, financial, social, and economic point of view.
- Confirmation of items agreed on by both parties concerning the basic concept of the Project.
- Preparation of the detailed design of the Project and reference document for tender.
- Estimation of cost for the Project.

The contents of the original request by the recipient country are not necessarily approved in their initial form as the contents of the Grant Aid project. The Basic Design of the Project is confirmed considering the guidelines of the Japan's Grant Aid scheme.

JICA requests the Government of the recipient country to take whatever measures are necessary to ensure its self-reliance in the implementation of the Project. Such measures must be guaranteed even though they may fall outside of the jurisdiction of the organization in the recipient country actually implementing the Project. Therefore, the implementation of the Project is confirmed by all relevant organizations of the recipient country through the Minutes of Discussions.

2) Selection of consulting firms

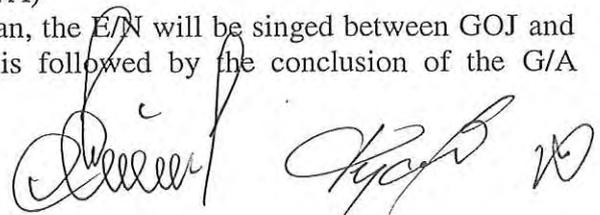
For the smooth implementation of the Survey, JICA will conduct the Survey with registered consulting firms. JICA selects the firms based on proposals submitted by firms with interest in implementing the Survey. The firms selected will carry out the Preparatory Survey and prepare a report, based on the terms of reference set by JICA.

In order to maintain technical consistency on the Project's implementation after the E/N and G/A, the consulting firm(s) which conducted the Survey will be employed by the Agent based on the recommendation to the recipient country by JICA.

3. Implementation of GAEC

1) Exchange of Notes (E/N) and Grant Agreement (G/A)

After the Project is approved by the Cabinet of Japan, the E/N will be signed between GOJ and the Government of the recipient country, which is followed by the conclusion of the G/A



between JICA and the Government of the recipient country to define the necessary articles to implement the Project, such as payment conditions, responsibilities of the Government of the recipient country, and procurement conditions.

2) Detailed Procedures

Essential points of the detailed procedures on procurement and services under GAEC to be agreed are outlined as follows:

- a) JICA will supervise the implementation of the Project.
- b) Products and services will be procured and provided based on the JICA's "Procurement Guidelines for the Program Grant Aid for Environment and Climate Change."
- c) The Recipient will conclude a contract with the Agent.
- d) The Agent is the representative acting in the name of the Recipient concerning all transfers of funds to the Agent.

3) Focal points of "Procurement Guidelines for the Program Grant Aid for Environment and Climate Change"

a) The Agent

The Agent is the organization, which provides procurement of products and services on behalf of the recipient under the Agent Agreement with the recipient. The Agent is recommended to the recipient by GOJ and agreed between the two Governments in the A/M.

b) Agent Agreement

The Recipient will conclude the Agent Agreement, in principle, within two months after the signing of the G/A, in accordance with the A/M. The scope of the Agent's services will be clearly specified in the Agent Agreement.

c) Approval of the Agent Agreement

The Agent Agreement is prepared as two identical documents and the copy of the Agent Agreement will be submitted to JICA by the Recipient through the Agent. JICA confirms whether the Agent Agreement is concluded in conformity with the E/N, A/M, and G/A and the Procurement Guidelines for the GAEC then approves the Agent Agreement.

The Agent Agreement concluded between the Recipient and the Agent will become effective after the approval by JICA in a written form.

d) Payment Methods

The Agent Agreement will stipulate that "Regarding all transfers of the fund to the Agent", the Recipient will designate the Agent to act on behalf of the Recipient and issue a Blanket Disbursement Authorization ("the BDA") to conduct the transfer of the fund (hereinafter referred to as "the Advances") to the Procurement Account from the Recipient Account.

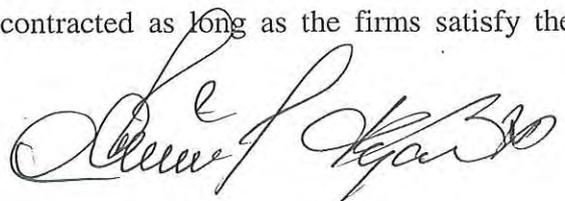
The Agent Agreement will clearly state that the payment to the Agent will be made in Japanese yen from the Advances and that the final payment to the Agent will be made when the total remaining amount become less than three percent (3%) of the Grant and its accrued interests excluding the Agent's fees.

e) Products and Services Eligible for Procurement

Products and services to be procured will be selected from those defined in the G/A.

f) Selection of firms

In principle, firms of any nationality could be contracted as long as the firms satisfy the conditions specified in the tender documents.

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The same applies for any individual consultants who will be involved in the Project and provide services necessary for the training and guidance related to the Project. The consultants that will be employed to engage detailed design and supervise the work for the Project, however, will be Japanese nationals recommended by JICA for the purpose of maintaining technical consistency with the Survey

g) Method of Procurement

In the course of conducting the procurement, sufficient attention will be paid to transparency in selecting the firms and for this purpose, competitive tendering will be employed in principle.

h) Tender Documents

The tender documents should contain all information necessary to enable tenderers to prepare valid offers for the products and services to be procured under GAEC.

The rights and obligations of the Recipient, the Agent and the firms supplying products and services should be stipulated in the tender documents to be prepared by the Agent. The tender documents will be prepared in consultation with the Recipient.

i) Pre-qualification Examination of Tenderers

The Agent may conduct a pre-qualification examination of tenderers in advance of the tender so that the invitation to the tender can be extended only to eligible firms. The pre-qualification examination should be performed only with respect to whether the prospective tenderers have the capability of concluding the contracts.

To achieve this objective, the following points should be taken into consideration:

- (1) Experience and past performance in contracts of similar kind projects
- (2) Financial credibility (including assets such as real estate)
- (3) Existence of offices and other items to be specified in the tender documents.
- (4) Their potentialities to use necessary personnel and facilities.

j) Tender Evaluation

The tender evaluation should be implemented on the basis of the conditions specified in the tender documents.

Those tenderers which substantially conform to the technical specifications and other stipulations of the tender documents, will be judged in principle on the basis of the submitted price, and the tenderer who offers the lowest price will be designated as the successful tenderer.

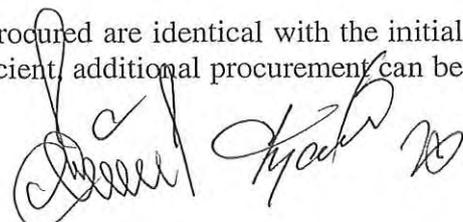
The Agent will submit a detailed evaluation report of tenders to JICA for its information, while the notification of the results to the tenderers will not be premised on the confirmation by JICA.

k) Additional procurement

If there is any remaining balance after the competitive and/or selective tendering and/or direct negotiation for a contract, and if the Recipient would like to procure additional items, the Agent is allowed to conduct this additional procurement, following the points mentioned below:

(1) Procurement of same products and services

When the products and services to be additionally procured are identical with the initial tender and a competitive tendering is judged not efficient, additional procurement can be



conducted by a negotiated contract with the successful tenderer of the initial tender.

(2) Other procurements

When products and services other than those mentioned above in (1) are to be procured, the procurement should be conducted through competitive tendering. In this case, the products and services for additional procurement will be selected from among those under G/A.

l) Conclusion of the Contracts

In order to procure products and services based on the guideline, the Agent will conclude contracts with firms selected by tendering or other methods.

m) Terms of Payment

The contract will clearly state the terms of payment. The Agent will make payment from the Advances against the submission of the necessary documents from the firm on the basis of the conditions specified in the contract. When the services conform to the object of procurement, the Agent may pay certain portion of the contract amount in advance to the firms on the conditions that such firms submit the advance payment guarantee worth the amount of the advance payment to the Agent.

4) Major undertakings to be taken by the Government of the Recipient Country

In the implementation of the Grant Aid Project, the Recipient is required to undertake necessary measures as Annex-8 Major undertakings to be taken by each Government.

5) "Proper use"

The Government of the recipient country is required to operate and maintain the facilities constructed and equipment purchased under the Grant Aid properly and effectively and to assign personnel necessary for this operation and maintenance as well as to bear all the expenses other than those covered by the Grant Aid.

6) "Export and Re-export" of products

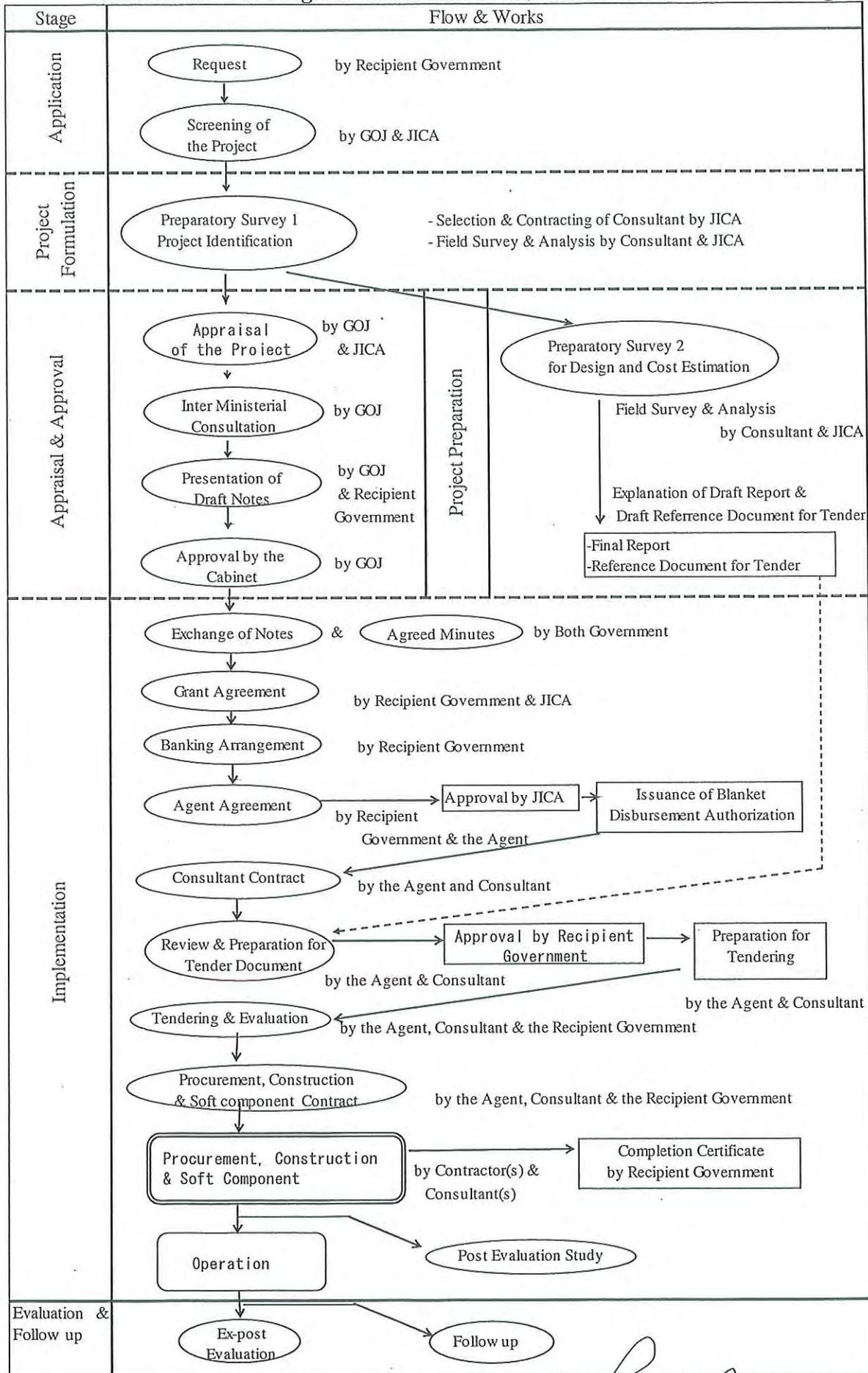
The products purchased under the Grant Aid should not be exported or re-exported from the recipient country.

7) Social and Environmental Considerations

The recipient country must ensure the social and environmental considerations for the Project and must follow the environmental regulation of the recipient country and JICA socio-environmental guideline.

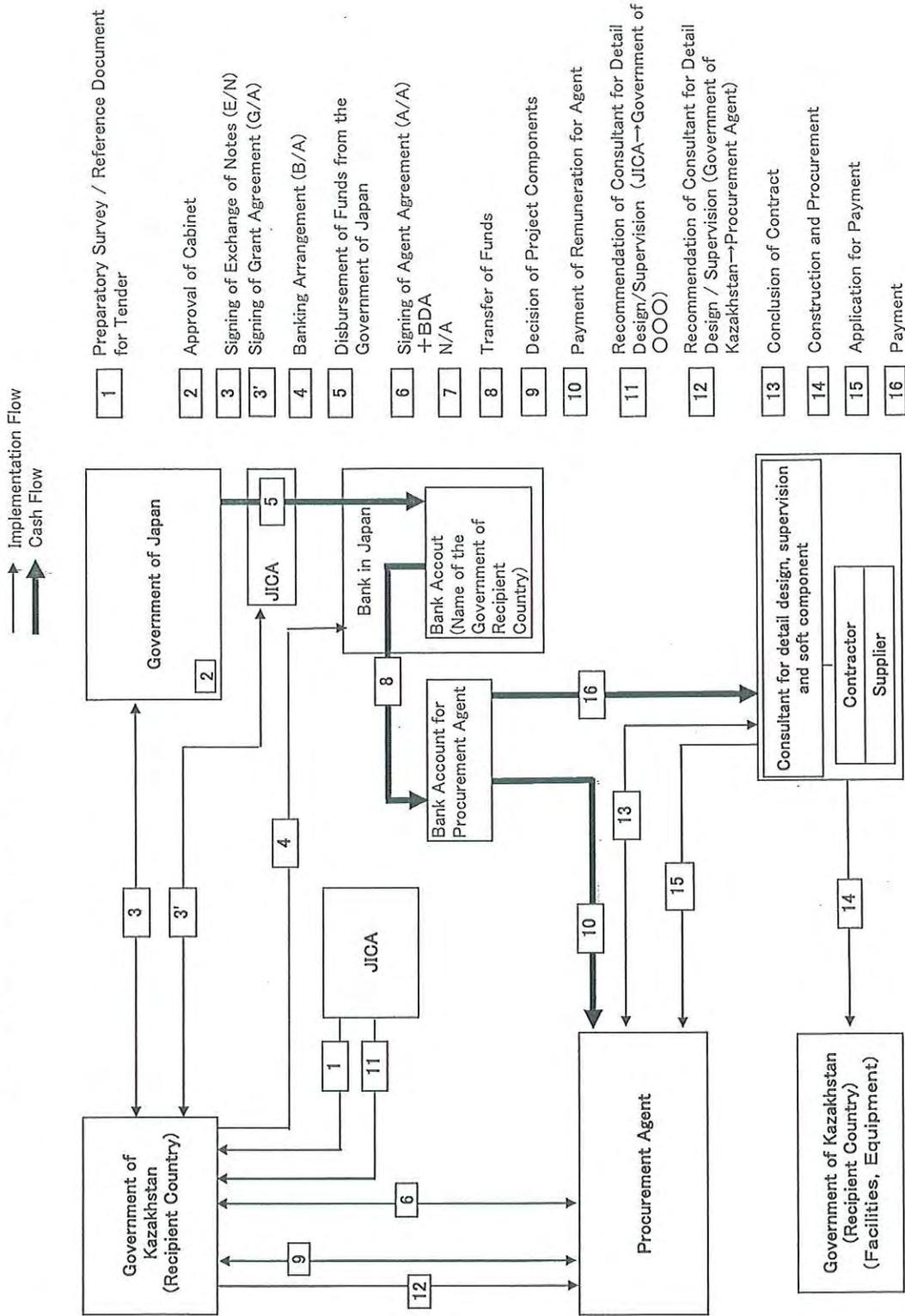
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General Flow of Program Grant Aid for Environment and Climate Change



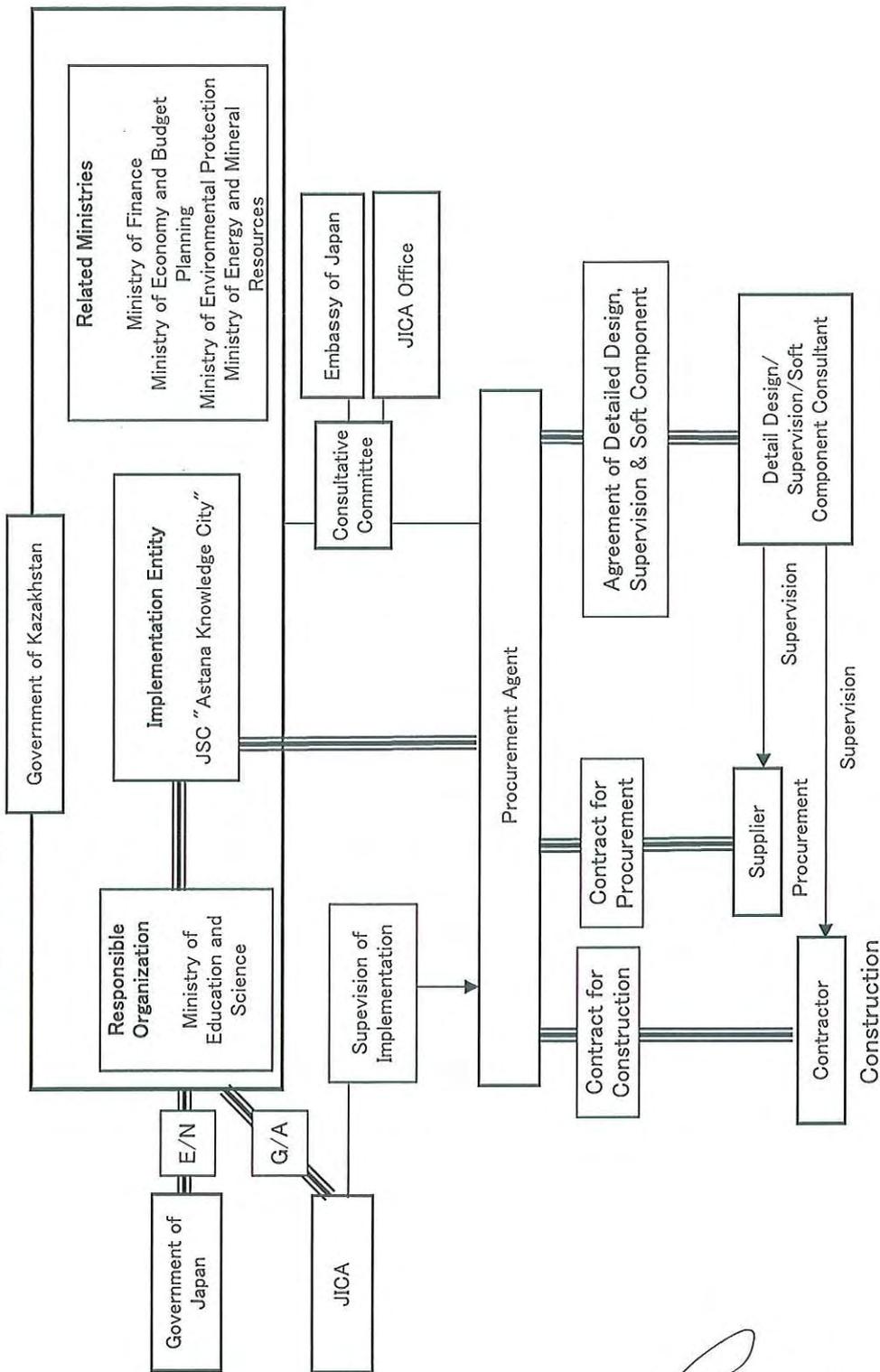
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Flow of Funds for Project Implementation



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Project Implementation System



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Major undertakings to be taken by each Government

No.	Items	To be covered by Grant Aid	To be covered by Recipient Side
1	To secure land		●
2	To clear, level and reclaim the site when needed urgently		●
3	To construct gates and fences in and around the site		●
4	To construct a parking lot if necessary		●
5	To construct roads		
	1) Within the site	●	
	2) Outside the site and Access road		●
6	To construct the facility and install the equipment	●	
7	To provide facilities for the distribution of electricity, water supply, drainage and other incidental facilities if necessary:		
	1) Electricity		
	a. The power distribution line to the site		●
	b. The drop wiring and internal wiring within the site	●	
	c. The main circuit breaker and transformer for the site	●	
	2) Water Supply		
	a. The city water distribution main to the site		●
	b. The supply system within the site (receiving and elevated tanks)	●	
	3) Drainage		
	a. The city drainage main (for conveying storm water, sewage, etc. from the site)		●
	b. The drainage system within the site (for sewage, ordinary waste, storm water, etc.)	●	
	4) Gas Supply		
	a. The city gas main to the site		●
	b. The gas supply system within the site	●	
	5) Telephone System		
	a. The telephone trunk line to the main distribution frame/panel (MDF) of the building		●
	b. The MDF and the extension after the frame/panel	●	
	6) Furniture and Equipment		
	a. General furniture		●
	b. Project equipment	●	
8	To bear the following commissions applied by the bank in Japan for banking services based upon the Bank Arrangement (B/A):		
	1) Payment of bank commission		●
9	To ensure all the expense and prompt execution of unloading and customs clearance at the port of disembarkation in the recipient country		
	1) Marine or air transportation of the products from Japan or third countries to the recipient	●	
	2) To ensure all the expense and prompt execution of unloading, tax exemption and customs clearance of the products at the port of disembarkation		●
	3) Internal transportation from the port of disembarkation to the project site	●	
10	To accord Japanese nationals and / or nationals of third countries, including persons employed by the agent whose services may be required in connection with the Components such facilities as may be necessary for their entry into recipient country and stay therein for the performance of their work.		●
11	To ensure that customs duties, internal taxes and other fiscal levies which may be imposed in the recipient country with respect to the purchase of the Components and to the employment of the Agent will be exempted by the Government of recipient country		●
12	To maintain and use properly and effectively the facilities that are constructed and the equipment that is provided under the Grant.		●
13	To bear all the expenses, other than those covered by the Grant and its accrued interest, necessary for the purchase of the Components as well as for the agent's fees.		●
14	To ensure environmental and social consideration for the Programme.		●

Terms of Reference of the Consultative Committee (Provisional)

1. To confirm an implementation schedule of the Programme for the speedy and effective utilization of the Grant and its accrued interest.
2. To discuss the modifications of the Programme, including modification of the design of the facility.
3. To exchange views on allocations of the Grant and its accrued interest as well as on potential end-users.
4. To identify problems which may delay the utilization of the Grant and its accrued interest, and to explore solutions to such problems.
5. To exchange views on publicity related to the utilization of the Grant and its accrued interest.
6. To discuss any other matters that may arise from or in connection with the G/A.

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