

WORKING PAPER

GUIDELINES OF FOREIGN PARTNER SELECTION IN THE USSR

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FOREWORD

This working paper is one of a series* produced by TES-MTC project discussing the problems of East-West Joint Ventures located in the CMEA countries on a country basis.

The share of joint ventures as the latest form of economic relations between CMEA countries and market-economy countries is increasing rapidly. Managers and policy-makers in state governmental organizations are now trying to overcome various problems arising during the process of partner selection, negotiation and operation of joint ventures. The problem of partner selection, for example, has already become evident in the many countries' experience. To address the rapidly increasing number and complexity of offers from both Eastern and Western potential partners calls for creating a special methodology and practical procedures for this activity. In many countries, a lack of information about potential partners and of established contacts has also contributed to the problematic situation.

In order to resolve this practical problem, the All-Union Institute for External Economic Affairs has developed a methodology to help Soviet companies identify and select the right partner for a joint venture. This working paper describes step-by-step the procedure through which Soviet companies can select the appropriate partner for joint ventures or projects. The methodology is based on the assumption that one of the most effective tools for choosing a joint venture partner is the international tender. This creates a competitive environment for partner selection and presents an opportunity to attract various Western companies as potential partners.

The Management of Technological Change (MTC) project, part of the Technology, Economy and Society Program, has as one of its objectives to disseminate new relevant information about solutions generated in various countries concerning the practice of joint ventures. The working paper of Dr. Soloviev is among the first papers to serve that objective. It should be noted that the elaborated methodological procedure for partner selection is recommended not only for business organizations, but also for policy-makers from different governmental agencies, such as the Ministry Council of the Soviet Union, as well as for various ministries and other organizations making decisions concerning the creation of joint ventures.

F. Schmidt-Bleek
Leader
Technology, Economy and Society Program

*To date, the following papers have been published:

Djarova, Julia Joint Ventures: A New Reality of East-West Cooperation (State-of-the-Art), June 1988, WP-88-054.

Benedek, Tamas Some Experiences of Joint Venture Establishment and Operation in Hungary, September 1988, WP-88-88.

Ranenko, V., Soloviev, I. Joint Ventures with Foreign Capital Participation in the Soviet Union: Experiences and Future Outlook, January 1989, WP-89-03

GUIDELINES OF FOREIGN PARTNER SELECTION IN THE USSR

I. Soloviev¹

1. GENERAL CONDITIONS

- 1.1. The present Guidelines are drawn up and intended for domestic enterprises, amalgamations and cooperatives, herein after called for as Soviet partners, which are taking part in the process of establishing joint ventures within the territory of the USSR as their founders (equity holders); for Ministers and departments of the USSR; for the Council of Ministers of Soviet Republics as well as for Soviet foreign trade organizations and firms which on behalf of Soviet partners may act as consultancy bodies when selecting the foreign partners of the relevant joint venture on the basis of tendering procedures.
- 1.2. When choosing a foreign joint venture Partner the relevant Soviet joint venture partner should publish a Notice about the forthcoming contest (tender) inviting interested foreign firms to apply for the appropriate information, should then obtain proposals in the form of tenders and arrange for a proper evaluation and selection of the most suitable foreign joint venture partner.
- 1.3. The proposals to be collected from foreign firms should bear the clear description of a technological and financial contribution which is expected to be provided by a potential foreign joint venture Partner as part of the authorized fund of the relevant joint venture.

All such proposals are to be elaborated by the foreign joint venture partner in strict compliance with the appropriate model form (form of tender).

- 1.4. The organized tenders (contests) may be:
 - a) Public (open): Tenders mean that all foreign firms having confirmed their consent to take part in these tenders (contests) are allowed to do so without any limitation;
 - b) Limited (restricted): For such a tender (contest), only specific firms, selected by Soviet joint venture

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partners based on relevant economic and commercial information, are invited.

1.5. The procedure of tendering (contest) is to be divided into two main stages:

- a) Prequalification stage (obtaining and evaluating tenders): During the stage of prequalification, the Soviet joint venture partner publishes a notice on tenders in appropriate domestic and foreign journals and receives applications from interested firms ready to take part in the tendering. The Soviet joint venture partner then sends these foreign firms special Questionnaire Forms from which the Soviet joint venture partner obtains the appropriate prequalification data: information about economic activity, financial position and practice in this area.

The total number of firms which must obtain prequalification forms (Questionnaires) represents the General List of Firms.

The Soviet joint venture partner should evaluate the prequalification submissions in order to identify those firms whom they consider unacceptable for the intended joint venture and who, therefore, should not be included in the resulting List of Tenderers. Inquiry documents, including tender model forms, should be issued by the Soviet joint venture partner only to those firms who have been selected for inclusion in the List of Tenderers. The inquiry must incorporate the full set of documents required by the foreign partner to evaluate the aim, volume and technical data of the intended joint venture.

1.6. During the stage of obtaining and evaluating the tenders, the Soviet joint venture partner should do the following:

- * arrange for finalizing a full set of the formal inquiry documents;
- * ensure distribution of these documents to those firms included on the List of Tenderers;
- * receive within the specified period of time tenders from all the participating firms;
- * arrange for the general, technical and commercial evaluation of the tenders;
- * arrange for the relevant comparative analysis of tenders based on methods represented in these Guidelines;

- * select the suitable foreign partner of the joint venture.

2. PREQUALIFICATION

- 2.1. Suggestions on tendering are prepared by the enterprise initiating the joint venture independently or with the help of a chosen consultant.
- 2.2. The first advertisements about tenders can be published in periodicals chosen by the Soviet joint venture partner, distributed to USSR trade delegations abroad, as well as to national and international business associations.

The first advertisement usually includes:

- * the name and sphere of activity of the joint venture;
- * the list and the estimated production capacity;
- * the tendering procedure, dates of distribution of qualification documents (list of questions) and official commercial inquiry;
- * the address, telephone and telex numbers of the place where the tender is to be held (should the addresses of the Soviet joint venture partner and the place of tendering not be the same);
- * information on receipt of the qualification document (questionnaire).

- 2.3. Qualification documents should consist of:

- * the standard prequalification form (Annex 3) and the instructions for completing and presenting it;
- * the list of common estimated technical and economical data of the joint venture (see item 3.5.).

Prequalification documents are to be issued with a formal letter, signed by the authorized person of the Soviet joint venture partner, including the date of submission of the following documents:

- * the main information stated in the first publication;
- * information on the guarantees required from the Tenderer and the period of their validity (see item 3.2. and 3.3.).

- 2.4. The Prequalification form is prepared by the Soviet joint venture partner in accordance with the structure of the joint venture. The form should be issued with instructions for completing it (in English or French depending on where it will be distributed).

2.5. Analysis of the received Prequalification documents should lead to the selection of the tender participants (tenderers).

- 2.5.1. The Soviet joint venture partner evaluates the Prequalification documents in order to eliminate those firms whose production experience and/or qualifications do not suit the aim and data of the joint venture being organized and which should therefore not be included on the List of Tenderers.
- 2.5.2. The tenderers are to be formally informed of the need to confirm their intention to take part in the tender and of the date for submission of the formal inquiry.
- 2.5.3. The tender documents, once issued, may require extensive effort and expense to prepare. In this case, the Soviet joint venture partner may estimate its price and inform the Tenderers accordingly of the account number, bank name and address, where the payment must be made.
- 2.5.4. According to current international tendering practice, it is recommended to include on the List of Tenderers no fewer than 3 to 5 firm names.

3. TENDERING

3.1. The set of tender documents prepared by the Soviet joint venture partner to be issued to Tenderers includes:

- * Letter of Invitation;
- * Instructions to Tenderers (see point 3.3.);
- * Model Form of the Tender (Annex 4);
- * General specifications (technical and economic data) of the joint venture being established and its production, including drawing, diagrams, technical and other documents which may be required by the Tenderers in preparing their offers.

3.2. The Letter of Invitation should include:

- * basic information about the Soviet joint venture partner and the address where the Tender is to be held;
- * short description of the joint venture and its aims;
- * date and place for submission of bids;
- * date, place and time for opening the tender documents (i.e. closing date);
- * reminder to the Tenderers to inform the Soviet joint venture partner beforehand of the intention to submit a bid and of the names of official persons authorized to sign tender documents;

- * or alternatively, the request to the tenderers to present the Tender Guarantee which is to be released after selecting the foreign joint venture partner.

3.3. The Instructions to the Tenderers should include:

- * additional information about the date and time of tendering and the formal closing date (depending on the size and characteristics of the joint venture, the period of evaluation ranges from 3 to 12 weeks starting from the date of receiving bids);
- * conditions of submitting and releasing the Tender Guarantee (Bank Guarantee or Letter of Guarantee and its value as fixed by the Soviet joint venture partner);
- * statement of the number of copies, the language in which they should be formulated (English as a rule), and address to which they should be sent;
- * principal issues of current joint venture legislation in the USSR;
- * request to submit certified statement of tenderer's financial responsibility either from a bank or the Chamber of Commerce of the tenderer's country of origin;
- * information on conditions for visiting the project site of the joint venture (if necessary) by the Tenderers;
- * notification that the Tender with the highest value of a foreign pledge towards the authorized fund may not be judged the most advantageous;
- * alternatively, instructions to Tenderers to submit several alternative bids.

3.4. The standard Tender Form (Annex 3) should normally include:

- * characteristics and data concerning the contribution of the tenderer to the authorized capital fund, including specifications of equipment and materials (quantity and basic technical and economic data, designs, diagrams etc.);
- * rights to industrial property (technology) and engineering;
- * financial resources in rubles and/or foreign currency as well as in the form of equity;
- * guarantees to sell the joint venture production on the world market.

In the supplement to the Tender form, the Tenderer should point out (if required):

- * the estimated value of each of the foreign partner's contribution components;
- * to what extent subcontractors may be involved;
- * the shipment date of materials and equipment (in calendar days) and other information which may be considered necessary.

3.5. The Tenderer is also provided with information on general technical and economic data concerning the joint venture, which should include the following:

- a) the aim of the joint venture establishment; the location and expected date of occupancy of the site of the new joint venture; the name of the sponsor organization of the foreign joint venture partner.
- b) estimated production and selling capacity, list of products, number of personnel (engineers and workers), basic requirements for supply materials and components; expected profitability and cost indices, description of basic technology and specifications of equipment likely to be used, and other data which will allow the Tenderer to evaluate the advantages of participating in the joint venture.
- c) characteristics of the existing technical and production base of the Soviet joint venture partner (should the joint venture be established subject to restructuring an existing factory).
- d) description of the estimated Soviet joint venture partner's contribution, which should include the following:
 - * the right to use soil, water and other natural resources;
 - * equipment, devices, materials and other material resources;
 - * rights to industrial property and technology;
 - * financial resources;
 - * other contribution elements.

3.6. The set of tender documents is to be forwarded only to those firms who are participating in the tender (i.e., those who are included on the List of Tenderers; see item 2.5.3.). The set of documents should be distributed only after receiving the corresponding payment from the Tenderer.

3.7. Should any future changes in the tender documents occur, the Soviet joint venture partner must advise the Tenderers of those changes in due time. All changes and/or additions to the documents are considered to be an integral part of the tender documents.

3.7.1. Should any request for clarification be received from a tenderer, the Soviet joint venture partner should prepare and submit written replies to all Tenderers without specifying the source of the query.

3.7.2. If required, the Soviet joint venture partner should arrange for relevant meetings with the Tenderers in order to clarify the aim and technical and economic conditions of establishing the joint venture.

3.8. It is recommended that Tenderers whose offers have not been received three days before the closing date should be so advised by the Soviet joint venture partner by telex or telegram.

4. RECEIPT AND REGISTRATION OF OFFERS

4.1. Tenderers are expected to submit their offers with cover letters. Upon receipt of such letters, the Soviet joint venture partner should register them, stating date and time of receipt.

4.2. Letters received after the closing date (tender submission date) must not be accepted. They are to be returned with an explanation of the decline.

4.3. In the case of public tenders, the envelopes containing offers are to be formally opened by the Soviet joint venture partner. Representatives of those firms participating in the tender must be present.

4.4. At the time of opening the envelopes, the name of the tenderer, date of receipt and main elements of each offer are to be entered in a written register.

5. EVALUATION OF OFFERS

5.1. The Soviet joint venture partner establishes the procedure and conditions for evaluating the offers. The duration of the evaluation period depends on the program adopted by the Soviet joint venture Partner and starts from the closing date (tender submission date).

5.2. When required, the Soviet joint venture partner can ask for additional information to that provided in the offer. Moreover, he may take steps to avoid requests to present information in excess of what was initially required.

5.3. Received offers are evaluated in 3 categories: administrative, technical and commercial.

5.3.1. Administrative evaluation:

- * technical mistakes, omissions and slips;
- * conformity of the submitted documents to the requirements of the instructions;
- * conformity of received information to all other requirements;
- * financial and legal aspects of the documents.

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Offers declined in the course of the administrative evaluation are returned to the tenderers with an explanation of the decline. Offers which pass the administrative evaluation are handed over for technical and commercial evaluation.

5.3.2. The technical evaluation analyzes:

- * effectiveness of the offered constructive methods and decisions;
- * acceptability of the offered technology and management conception;
- * analysis of the equipment (technical level and quality) offered as part of the shared capital;
- * acceptability of volume and technical level of the sub-contracted work.

5.3.3. Commercial evaluation includes:

- * comparison of different elements of the offers (equipment, licenses, know-how, engineering, etc.);
- * comparison of financial possibilities with joint venture requirements;
- * acceptability of financing conditions;
- * analysis of conditions of the participation of the foreign partner in the sale of joint venture production abroad.

5.3.4. Offers which pass the administrative, technical and commercial examinations are then compared to select the offer acceptable in all aspects. Methods of marks and percentages can be used. They are described in Annex 5.

5.3.5. Received offers can also be evaluated on the basis of Provisional Typical Methods, which define the profitability of organizing and operating a joint venture in the USSR. The offer which, in accordance with the complex evaluation procedure, provides the greatest efficiency to the Soviet partner and the Soviet economy wins the tender.

6. CLOSING THE TENDERS

6.1. A letter is sent to the tenderer whose offer has been accepted, including:

- * an advice of winning the tender;
- * authorization to take steps to organize the joint venture, such as: contacting a sub-contractor, bank, etc.;
- * notification that the joint venture partner is ready to consider the company tender bond as a share in the joint venture;
- * request for written confirmation of the agreement in

order to begin negotiations on elaborating documentation on the joint venture status.

- 6.2. As an alternative, the winner of the tender and the Soviet partner can sign a Protocol of Intent.
- 6.3. The Soviet joint venture partner informs all other participants about the result of the tender and returns any tender bonds.

TENDER PROCEDURE

STAGE

ACTIVITIES
SOVIET PARTNER

ACTIVITIES
TENDERERS

1. PREQUALIFICATION

	Tenders Advertisement	Study of the Advertisement
1.1 Invitation to interested firms to participate in prequalification		
1.2 Preparation and distribution of qualification documents, receipt of returned completed forms	Sending documents (form and instructions)	Request to submit documents required in advertisement
1.3 Analysis of offered qualification documents; selection of participants in tender	Acknowledging receipt of forms	Completing and returning form to Soviet partner (if required)

2. TENDERING

2.1 Preparation and distribution of tender documents	Preparation and distribution of complete set of tender documents	Acknowledging receipt of documents; begin to prepare bids
2.2 Should more accurate definition of technical and commercial terms be needed, hold conference of tenderers; receive their specialists in order familiarize them with details of setting up joint venture.	Organize: * conferences with tenderers * reception of their specialists Preparing (in necessary) revised tender documents and distributing them to all tenderers.	Addressing corresponding inquiry to Soviet partner Acknowledging receipt of revised documents
2.3 Submitting bids and initial bid (tender) registration	Registration and acknowledgement of letters containing bids	Submitting bids
2.4 Formal opening of tender documents	Organizing formal opening procedure; registering tender	Forwarding to Soviet partner inquiry about presence at formal

	documents; holding (if necessary) reception for representatives of tenderers	registration
2.5	Assessment of bids (tenders)	More accurate definition of information in inquiry
2.6	Selection of foreign joint venture partner	Formal notification of winner of tender; readiness to begin negotiations to elaborate regulations of joint venture

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MODEL FORM OF THE INITIAL ANNOUNCEMENT

Subject: Establishment of a Joint Venture for producing minicomputers in the USSR

The aim of this publication is to identify firms interested in participating in the preliminary qualification limited by these tenders and held in order to set up the above referenced joint venture. Only firms (point out possible limitations about countries or groups of countries) can take part in the preliminary qualification.

Field of Activity of the Joint Venture

The production and assembly of modern minicomputers (3000-5000 pieces per year), sales organization (including export), and maintenance service and repair domestically and abroad.

Rules for Organizing the Tenders

Firms interested in the tender will receive a questionnaire within 3 days after receipt of a telephone or telex inquiry addressed to the Soviet partner.

Firms included on the "List of Tenderers" within 14 days after receipt of a completed questionnaire will receive a formal commercial inquiry, including a Form of Tender.

Requirements for a Foreign Partner

Potential partners in the joint venture must confirm their qualification, production experience, presence of financial resources and technological opportunities necessary for participation in the joint venture's activity.

Please address your offers and inquiries for receipt of qualification documents (questionnaires) to (Soviet partner's full address and telephone number).

QUESTIONNAIRE

(model form)

I. GENERAL INFORMATION ON THE FIRM

- 1.1. Registered name, address, telephone and telex numbers
- 1.2. Category (joint-stock company, association, etc.)
- 1.3. Date of firm's establishment
- 1.4. Experience of participation in joint ventures (number of joint ventures):
- a) in firm's country of origin
 - b) abroad
- 1.5. Names and addresses of companies associated with the firm:
- a) material company
 - b) subsidiary
 - c) other categories of production cooperation

2. FINANCIAL ACTIVITY OF THE FIRM

- 2.1. Capital
- a) fixed capital
 - b) loan capital
- 2.2. Dynamics of production volume in joint venture's field of activity
- | Year | 1983 | 1984 | 1985 | 1986 | 1987 |
|--------------------|------|------|------|------|------|
| Local production | | | | | |
| Foreign Production | | | | | |
- 2.3. Main financial indexes of the firm's activity for the last 3 years
- 2.4. Names and addresses of main banks relationships

3. PERSONNEL

3.1. Number of employees:

- a) Technical staff
- b) Administrative staff

3.2. Executive Directors: full name, position, duration of employment with company

3.3. Information on main specialists: full name, position, duration of employment with company, list of major achievements

3.4. Based on the information about the joint venture to be created as described in the qualification documents, please detail own resources (production, technical and financial) that could be offered as a deposit to the initial fund of the joint venture.

4. PRODUCTION EXPERIENCE

4.1. List by country and briefly describe other joint ventures in which the firm has been involved.

4.2. Describe any experience the firm has in setting up joint venture in Socialist countries (members of the Council of Mutual Assistance).

4.3. Describe in more detail the most important joint venture set up by the company during the last 5 years (name, members, size of capital, share of company's participation, annual production volume, and other main production and financial indexes).

MODEL FORM OF A TENDER

- 1.1. -----
 Name of Tenderer
- Firm's address

The firm (hereinafter named Tenderer) testifies herewith that they are

 Status of the firm and its establishment

- 1.2. Tenderer herewith confirms their consent to select, after a corresponding feasibility study, financial, material and technical resources, industrial potential and industrial property which belong to the company according to the nomenclature and quantity stated below as their deposit in starting (basic) capital of the joint venture.

 Name of the Joint Venture

- 1.3. The of size and structure of their deposit was assessed by the Tenderer according to the "General Technical and Economic Parameter" of the joint venture specified in the Form of Tender and to the described structure of the Soviet partner's expected deposit.

Dimensions and Structure of the Contribution

Deposit elements	Measurement unit (Currency denomination)	Quality and Value	
		General Offer	Alternative Offer

-
1. Cash deposit
 - a) in foreign currency
 - b) in rubles
 2. Machines, equipment, tools, materials as follows

3. Rights to industrial property
4. "Engineering" services
5. Credit

METHODS OF EVALUATING THE OFFERS

A. Percentage Method

1. Before conducting the evaluation, a number of important homogeneous value components for each tender is developed, as follows:

- * Equipment and materials (technical level, if needed)
- * Licenses, "know-how"
- * "Engineering" services
- * Cash contributions to the charter fund (in rubles or in foreign currency)

2. The expert evaluation of the "specific weight" of each component is to be shown as a percentage. Their total should equal 100 per cent (for example, the importance of the component of general technological equipment can be listed as 25%).

The next step is the expert evaluation of the quantity (y) of the homogeneous components of each firm's offer which is to be compared with others. The quantity is limited from 1 to 100.

The final evaluation of the homogeneous indexes of separate offers (Z) is defined by multiplying the quantity of an element's importance (A, B, C, D, E, F) by the index (y).

For example,

$$\begin{aligned} Z(A) &= A \times y(A) \\ Z(B) &= B \times y(B) \\ Z(C) &= C \times y(C) \\ Z(D) &= D \times y(D) \\ Z(E) &= E \times y(E) \\ Z(F) &= F \times y(F) \end{aligned}$$

In summary, the quantity of the evaluation index of this offer equals $Z(A)+Z(B)+Z(C)+Z(D)+Z(E)+Z(F)$.

Offers of other firms work in the same way as in the given example; the index of offerent #2 is the largest one at its absolute quantity or value (see table 1).

B. Mark Method

1. As in the percentage method, the major homogeneous value components of each offer should be defined:
 - * machinery (equipment) and materials (if necessary divide

into types according to the nomenclature or technical level);

- * licenses, know-how;
- * engineering services;
- * money (rubles and currency) in the Charter's Fund and other components.

2. Each chosen component is to be evaluated in marks, the highest mark being 3.
3. The total sum of each component is to be defined and then the best offer selected (the offer with the highest mark).

In the example below, the best offer is that of firm 2.

Offerents	Base criterions				Total
	Equipment, materials	Rights to industrial property	Money (currency, rubles)	Engineering services	
Firm 1	3	1	2	1	7
Firm 2	2	2	3	2	9
Firm 3	1	2	1	2	6

Meanings:

- 3 - good level
- 2 - satisfactory level
- 1 - unsatisfactory level

Results: In total, the most advantageous offer is that of firm 2, which receives the highest mark of 9.

TABLE 1: RESULTS OF PERCENTAGE EVALUATION OF TENDER OFFERS

OFFER COMPONENTS	(%)	FIRM 1		FIRM 2		FIRM 3		FIRM 4		FIRM 5	
		Y	Z	Y	Z	Y	Z	Y	Z	Y	Z
1. EQUIPMENT (machinery & materials) main technological (A)	25	60	15	90	27.5	70	17.5	75	18.8	60	15
2. auxiliary (B)	5	70	3.5	70	3.5	75	3.8	60	3	60	3
3. Rights to industrial property (C)	20	90	18	80	16	70	14	80	16	60	12
4. Money (D): currency	25	60	15	90	27.5	70	17.5	75	18.8	40	4
roubles	10	50	5	70	7	60	6	65	6.5	50	5
5. Engineering services (E)	10	70	7	85	8.5	75	7.5	80	8	70	7
6. Other components (F)	5	40	2	80	4	60	3	50	2.5	40	2
TOTAL RESULTS	100		65.5		94		69.3		73.6		48

Note: (%) = Significance of Components in Percentage
Y = Index
Z = total quantity