

Request for Expression of Interest



Mawani Priority Concessions

July 2021

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Disclaimer

The information contained in this document does not purport to be all-inclusive or to contain all the information that the respondents may require or desire in relation to the Priority Concessions. All information contained has been included solely to assist the respondents in making their own evaluation of their interest in the opportunity presented.

Whilst the information contained has been prepared in good faith, it does not purport to be comprehensive and nor does it purport to have been independently verified. Neither Mawani, nor its respective directors, officers, members, employees, agents or advisers make any express or implied representation or warranty with respect to the veracity, adequacy, accuracy, reasonableness or completeness of the information contained in this document, with respect to the information on which it is based or in respect to any written or oral information or representation given or made, or to be given or made, by Mawani or any of its advisers to any company or to its professional advisers, whether given or made prior to or after the issue of this document (collectively, the “**Information**”).

Mawani, together with other government entities including National Center for Privatization & PPP (“**NCP**”), Supervisory Committee for Privatization in the Transportation Sector (“**SC**”), their directors, officers, members, employees, agents and their advisers hereby expressly disclaim any and all liability arising out of or in relation to the Information (including in relation to omissions therefrom) and in respect of the use of and/or reliance on such Information by individuals, companies or consortia and/or its or their advisers.

Nothing contained herein, or in any other communication made between Mawani and any other party shall be taken as constituting agreement or representation that any Priority Concession shall be offered in accordance herewith or at all to such other party or any respondent.

Mawani reserves the right, in its absolute discretion, to change the structure and timing of the tender process, to amend the information contained in this Request for EOI and to revise or terminate this Request for EOI by notice at any time following issue. Mawani shall have no liability for any costs or expenses that may be incurred as a direct or indirect consequence of respondents taking part in this process.

Respondents should make their own investigations, projections and conclusions and consult their own advisers to independently verify the information contained herein and to obtain any additional information that they might require prior to responding to this Request for EOI.

1. General Information

1.1. Purpose of EOI

Saudi Ports Authority (“**Mawani**”), is planning the award of new concessions for eight (8) multipurpose terminals in the Kingdom of Saudi Arabia (“**KSA**”) (hereinafter referred to as the “**Projects**” or “**Priority Concessions**”). These Priority Concessions are intended to be a mix of Multi-Purpose / General Cargo and RoPax concessions at multiple commercial and industrial ports in the KSA.

In accordance with Council of Ministers Resolution No. 55 dated 20/1/1442 AH, Article 7, the authority to oversee the procurement and approve the award of the Projects ultimately rests with the SC. Mawani will therefore undertake the procurement process and enter into concession agreements with awarded bidders in accordance with the delegation and approval of the SC.

Mawani wishes to solicit an Expression of Interest (“**EOI**”) from interested Saudi and international private sector operators in relation to the Projects.

It is expected that this EOI round will be succeeded by the pre-qualification of prospective bidders through a Request for Qualification (“**RFQ**”), followed by the issuance of a Request for Proposal (“**RFP**”) to bidders who pre-qualify under the RFQ.

1.2. Terms and Conditions

The contents of this Request for EOI does not constitute any form of offer in relation to the Projects. This Request for EOI does not, nor does it purport to, commit or bind Mawani in any manner whatsoever to proceed to the RFQ stage or the RFP stage or to the awarding of any concession to any bidder.

Mawani reserves the right, in its sole and absolute discretion, for any reason and at any time, with no liability whatsoever, to:

- a) Amend the scope of services for any one or all of the Projects;
- b) Modify, cancel or suspend the EOI process or any other stages of the procurement process;
- c) Waive a defect or irregularity in the form or content of any Request for EOI or EOI response;
- d) Re-advertise for new responses, call for tenders, or enter into negotiations for the Projects or for work of a similar nature;
- e) Make any changes to the terms described in or provide any update to this EOI, the RFQ or RFP; and
- f) Extend, from time to time, any date, time period or deadline provided in this EOI, the RFQ or RFP.

All responses submitted to Mawani by interested respondents will become the property of Mawani immediately upon submission.

Each respondent is solely responsible for all costs and expenses incurred in the preparation of its EOI, including without limitation all costs of providing information requested by Mawani, attending meetings and conducting any due diligence. Under no circumstances will Mawani or any of its

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directors, officers, members, employees, agents or advisers be liable for any costs, expenses or any other liabilities incurred by any respondent or any of its advisers in this process, nor shall they be liable for any direct, indirect or consequential damages whatsoever.

Respondents shall not issue or release any publicity in relation to, nor comment on, the Projects, this EOI or the tender process without the Mawani's prior written consent to the relevant communication. In particular, respondents shall not make any statement to the media, press or any other similar organisations regarding the nature of any proposal, its content or any information relating thereto without the prior written consent of Mawani.

2. Project Background

2.1. Saudi Ports Authority (Mawani)

Established in 1976, Mawani owns, supervises and oversees nine (9) Saudi ports spread across the East and West Coast of the KSA. Six (6) of these ports are commercial while three (3) of these ports are industrial in nature. The list of the ports under Mawani's management are:

1. Jeddah Islamic Port (JIP)
2. King Abdulaziz Port Dammam (KAPD)
3. King Fahad Industrial Port Yanbu (KFIP Yanbu)
4. King Fahad Industrial Port Jubail (KFIP Jubail)
5. Jubail Commercial Port (JCP)
6. Yanbu Commercial Port (YCP)
7. Jazan Port (Jazan)
8. Ras Al-Khair Port (RAK)
9. Dhiba Port (Dhiba)

In line with Vision 2030, the KSA Government aims to diversify its economy, lower government subsidies and stimulate private sector to transform the KSA into a global logistics hub. To ensure alignment with Vision 2030, Mawani's core objectives can be summarised as follows:

- a. Improving the existing concession structures to align with international best practice;
- b. Enhancing the competitiveness of the ports sector in the KSA and achieving international standards in operation; and
- c. Ensuring a safe environment for individuals, assets and cargo.

A number of existing concession contracts at Mawani ports, which had been previously awarded and are currently operational under private sector, are expiring over the next two years, including the contracts for the Priority Concessions. Mawani aims to re-enter into new long-term concessions with the private sector for the Priority Concessions, through a competitive procurement process. Mawani is now launching the procurement process to identify suitable private sector operators for the Priority Concessions and enter into long-term concession contracts (subject to approval from SC) with these private sector operators (see detailed roles & responsibilities in Section 2.4 below)

Mawani intends to improve the existing concession structure, enhance the sector's competitiveness and ensure improved ports' performance. The concessions which are shortly expiring (see details in Section 2.3 below) provide Mawani with an opportunity to revisit a traditionally deployed contractual structure in order to help achieve the objectives stated above. A similar approach was successfully implemented by Mawani in the recently executed container terminal concessions at JIP and KAPD, where a revised commercial and contractual regime was adopted, in line with international best practice and taking into consideration the KSA's aspirations and objectives with respect to the port sector. Mawani now intends to continue this successful journey with the competitive procurement of the Projects.

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2.2. Supervisory Committee for Privatization in Transportation Sector (“SC”)

The SC is headed by H.E Minister of Transportation and includes representative from other government entities such as Ministry of Finance (“MOF”), NCP etc. The SC has the authority to oversee the procurement and approve the award of the Projects. The SC is supported by a working team, whose members are engaged with Mawani and the advisers on a day to day basis.

2.3. Priority Concessions

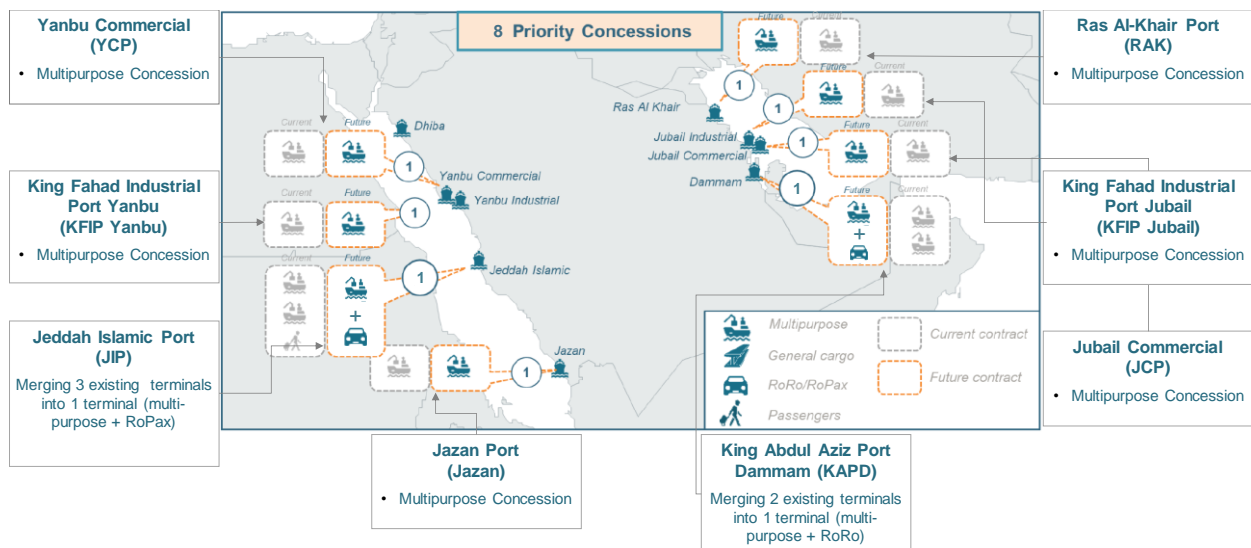
The following are the Priority Concessions that are to be procured as part of this process:

Table 1 – List of Priority Concessions*

Port	Concession
King Abdul Aziz Port Dammam	Multipurpose & RoRo terminal
Jeddah Islamic Port	Multipurpose & RoPax terminal
Jazan Port	Multipurpose terminal
Jubail Commercial Port	Multipurpose terminal
King Fahd Industrial Port Jubail	Multipurpose terminal
Ras Al Khair Port	Multipurpose terminal
Yanbu Commercial Port	Multipurpose terminal
King Fahd Industrial Port Yanbu	Multipurpose terminal

* Subject to approval by relevant authorities

Figure 1 – Location of Priority Concessions

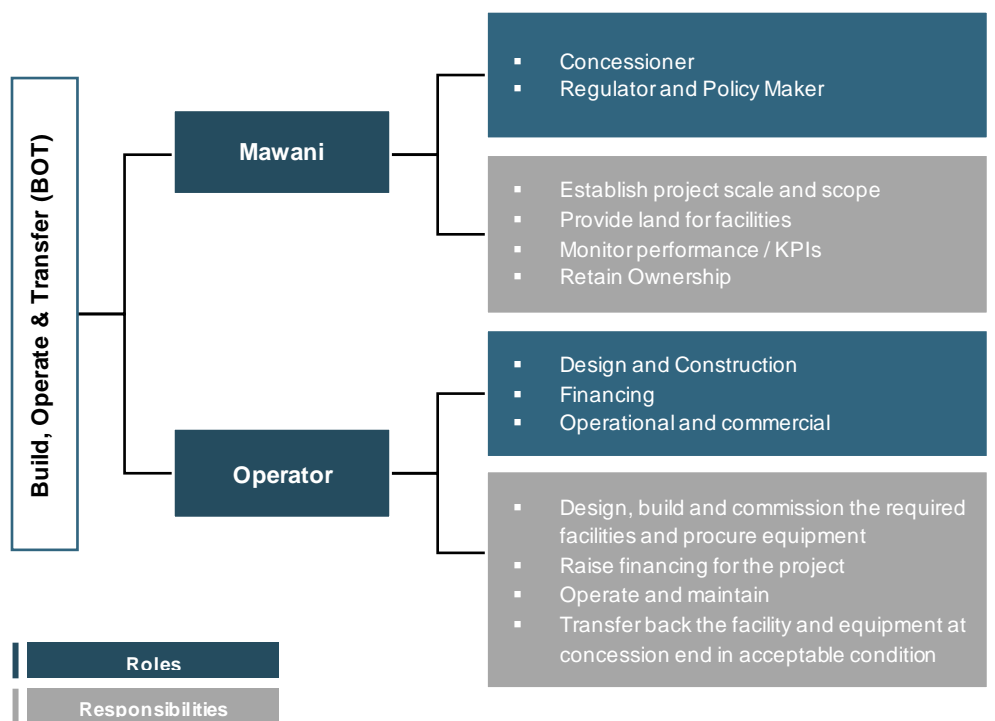


A detailed timeline and procurement process for the above will be provided by Mawani in due course.

2.4. Commercial and Contractual Structure

The Priority Concessions are expected to be procured under a long-term public private partnership contract using the Build, Operate and Transfer (BOT) model with an envisaged split of roles and responsibilities outlined below:

Figure 2 – Roles and Responsibilities under the Priority Concessions



Notwithstanding the above, Mawani reserves the right to amend or modify the envisaged structure at any stage of the procurement of the Projects.

3. Procurement Process

The procurement process has been designed to deliver a transparent, efficient, practical and timely process for Mawani and the potential bidders with complete details to be provided in due course.

Following this round of Request for EOI, Mawani intends to launch the RFQ with the aim to pre-qualify a shortlist of bidders based on a defined set of technical and financial parameters who would then subsequently be issued the RFP in relation to one or more of the Priority Concessions. Mawani could procure the Priority Concession in one or multiple waves, details of which will be provided in the RFQ and RFP.

4. EOI Submission Instructions

4.1. Expression of Interest

Mawani is interested in receiving EOI responses with the information set out in Section 4.4 (in the prescribed formats) of this document from interested parties with a track-record of extensive and relevant experience in the building, operation and transfer of ports concessions or projects similar to the Projects.

Mawani understands that interested participants may wish to form a consortium to bid for the Projects, but at this stage of the process, interested companies and firms should respond individually to the EOI and demonstrate their individual expertise across the key areas.

Interested parties are required to submit their response to this EOI in electronic format (PDF files), via NCP Investor Portal using the following link:

<https://ncp-ncperppaas.ocecdn.oraclecloud.com/site/MAWANI>

EOI responses are to be submitted by **3:00 PM (KSA time) on Wednesday July-28, 2021** ("**Submission Deadline**"). Mawani reserves the right, at its discretion, to not consider any responses submitted after the Submission Deadline, with no liability whatsoever.

4.2. Format of Submission

Each EOI shall be completed in English in the forms provided in Section 4.4. Each EOI response shall include all required documents as requested in Section 4.4.

Interested parties are required to submit their EOI response in PDF Format. EOIs should be uploaded to the NCP Investors Portal, specified in Section 4.1.

4.3. Clarifications and Contact

All enquiries in respect of this EOI or the requirements of the EOI are to be directed via email to: **mawani.contracts@mawani.gov.sa** before 3:00 PM (KSA time) on Wednesday, July-14, 2021.

Mawani welcomes any comments, observations or feedback from interested parties and such points can be included as part of the EOI submission provided in Section 4.4.1.

4.4. Forms

The following information shall be submitted by the EOI respondents.

4.4.1. Form A: Information Sought

[Interested party letterhead]

[Date]

To:

Saudi Ports Authority (Mawani)
 P.O. Box 5162 Riyadh 11422
 Kingdom of Saudi Arabia

Dear Sirs,

We express our interest in the Priority Concessions as a prospective bidder. Our contact for all future correspondence is [●].

We have provided the requested information as part of this EOI as follows:

Name of Company
[1.]
Organisation Chart
Company/ description: (including brief company history)
Legal status of Company (including jurisdiction of its incorporation and whether or not listed on a stock exchange)
Address of Company:
Point of Contact (Name, phone and email address)

Interest to form / enter into Consortium
(Include interest to enter into Consortium, names of potential partners for consortium and rationale for entering into the consortium i.e. technical reason, financial reason)

List of Projects interested in
(Ensure you mark all the checkboxes for the concessions your company is interested in)
<input type="checkbox"/> King Abdul Aziz Port Dammam <input type="checkbox"/> Jeddah Islamic Port <input type="checkbox"/> Jazan Port <input type="checkbox"/> Jubail Commercial Port <input type="checkbox"/> King Fahd Industrial Port Jubail <input type="checkbox"/> Ras Al Khair Port <input type="checkbox"/> Yanbu Commercial Port <input type="checkbox"/> King Fahd Industrial Port Yanbu
Capabilities to perform the Projects:
(describe similar projects completed including services provided, country and counterparty for each named project)
Comments/Observations/Feedback:
(describe any comments, observations or feedback regarding the Projects to be provided to Mawani)

Yours sincerely,

Interested party representative name:
 Interested party representative position:
 Interested party representative signature:

Company Stamp