

Clarification from the different interested organization against Request for Expression of Interest (REOI) for construction of Land-based LNG Re-gasification Terminal at Matarbari, Cox's Bazar, Bangladesh on BOOT basis ref no. 28.19.0000.701.20.002.19/1478

Date: 29/01/2019

Sl.No	Section/Page	Explanation	Queries	Clarification
-1-	-2-	-3-	-4-	-5-
01	Section II-E.1, Page-7	An Onshore pipeline has to be designed and constructed from the LNG terminal to the nearest onshore custody transfer metering station of GTCL---	a. Does Project Company should construct on shore gas pipeline as part of the project scope?	a. No
02	Section II-E.3, Page-8	In Matarbari, the construction of an approximately 90 km long DN 42" x 1000 psig gas transmission pipe line for evacuating the RLNG from the LNG Terminal will be the responsibility of GTCL.	b. If yes, what is the battery limit for the gas pipeline that builds by GTCL?	b. The Battery limit is outlet/downstream of Terminal. However it will be determine when RFP will be used.
03	Section II-H 1.4.1 and 1.4.3, Page-13	No changes in the Members of a consortium or Joint Venture Applicant are permitted which would result in either (a) a change to the Lead Member or the Operating Member of the consortium— Changes to Members of a consortium or Joint Venture Applicant (other than the Lead Member and/or the Operating Member) are permitted---	Which term is correct related with the lead and operating consortium changes (a) OR (b) AND/OR	Both are correct and complement each other
04	Section II-H.1.5, Page-13	There shall be restriction on change of shareholding of the Project Company by way of transfer, allotment or otherwise as prescribed in the Implementation Agreement	Does the parent company's share can be novated/transferred to their subsidiaries?	No
05	Page-21	Annex G Certificate from the gas off-taker.	Please elaborate	Certificate from the RLNG receiving authority
06	Section II-B.4, Page-5	Project location	What is the physical co-ordinate of the proposed location?	Co-ordinate will be given in RFP document.
07	Section II-B.4, Page-5	GOB has decided to build approx. 15 km long channel for Matarbari sea port. Main navigational channel will be 350 meters wide and approx. 18 meters deep.	Does consortium need to perform any additional dredging work other than the one which is under GOB's responsibilities as mentioned in the REOI? What is the dredging status of the channel for Matarbari sea port?	It will be described in RFP document. -Dredging activity is going on.

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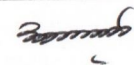
08	Section II-B.4, Page-5	Total 47 hectares land is allotted for the LNG Terminal very close to Coal power Generation Company Bangladesh Limited (CPGCBL).	What is the status of land in terms of its ownership and permits?	Administrative approval is given by concern ministry. Land acquisition is under process.
09	Section II-D.2, Page-6	The Project Company shall also obtain necessary permits for importation of materials and equipment into Bangladesh; obtain associated permission required from local and international authorities	A. Has any EIA been done for this project? B. Are there any environmental issues that the bidders should be aware of?	A. Not yet B. To be confirmed after EIA.
10	Section II-E.1, Page-7	-	Who will responsible in arrangement tug boat, patrol boat and pilot boat in LNG Terminal?	It will be described in RFP document.
11	Section II-E.3, Page-8	In Matarbari, the construction of an approximately 90 km long DN 42" x 1000 psig gas transmission pipe line for evacuating the RLNG from the LNG Terminal will be the responsibility of GTCL.	What is the current status of 90 km long DN 42" x 1000 psig gas transmission pipe line development	Pipeline construction works is going on.
12	Section I-16, Page-2	Indicative Start Date: December, 2019 Indicative Completion Date : June, 2023	What is the Indicative date of proposal submission of RFP?	Mentioned in Section II-F of EOI document
13	Section II-F, Page-8	REOI submission deadline: 20th March , 2019 Issuance of RFP documents to Shortlisted Applicants: 29th August, 2019	Does indicative start date of Dec. 2019 mean the signing date of project Agreements or EPC starting date, considering the project financing process may require about 1-year duration until it reaches Financial close? How long is the EPC Project duration?	Signing date Please refer Section II-F (Proposed Project time table)
14	Section II-D, Page-6	Petrobangla is in process to conduct detail feasibility study by appointing an international reputed firm. After completion study, the data will be shared with the Terminal Developer.	a) Does the feasibility study include Met Ocean and DMA study, offshore geotechnical survey, bathymetry survey and other study needed? If it is included, will it inform in RFP document?	It will be mentioned in RFP document
15	Section II-G, Page-8	All Indications of Interest and Qualification Statements and all requested information shall be submitted to RPGCL by the Applicant in the English Language.	Does all consortium member should submit financial documents and technical experiences?	Yes
16	Section II-D.1, Page-6	Petrobangla is in process to conduct detail feasibility study by appointing an international reputed firm. After completion study, the data will be shared with the Terminal Developer	When will the result of the detail feasibility study be shared? Is the plan to include such information in the RFP document?	It will be described in RFP document.

17	Section II-D, Page-6	-	Who will perform the studies like vessel navigation which is related to the possible interruption with the other business and projects in this Matarbari area? Heavy congestion is envisaged in this area since there is the projects such as Coal Receiving terminal, Container terminal, therefore it is understood that only Government of Bangladesh can manage and handle them.	It will be mentioned in RFP document.
18	Section II-E.2, Page-7	Site survey, soil testing and studies of cooling and process water availability, marine environmental impact assessment studies, and all other relevant studies as per international practice for the safeguard of the project will have to be performed by the selected Project Sponsor if required	While it is written that marine EIA studies will be performed by the selected Project Sponsor (if required), who will be responsible for land EIA studies?	It will be mentioned in RFP document.
19	Section II-E.2, Page-8	Indicative Completion Date : June, 2023	Does the Indicative Completion Date stated in P.2/32 No. 16 (i.e. June 2023) include the necessary timeline for site development works (including site filling and leveling etc.)?	Yes
20	Section II-G.5(g) Page-11	The representative must provide a telephone number, email address and other address.	As for the telephone number, email address and other address of the representative to be provided, can this be covered under A: Applicant Details of Annex A-2?	Annex. A-2 will cover
21	Section II-H 1.2.1 Page-12	The Lead Member of a consortium or Joint Venture Applicant: Must hold and maintain through the date specified in the Request For Proposals at least 51% of the equity interests in the consortium or Joint Venture and in the Project Company directly;	Can a consortium be the Lead Member if one of its consortium members who owns 51% or more qualifies the financial criteria?	Please refer clause 1.2.1 of section II-H of EOI document
22	Section II-H 1.2.1 Page-12	the company whose qualifications are used to satisfy the requirements of the Lead Member must deliver as a part of the Shortlisting Statement an Undertaking addressed to RPGCL	Please let us clarify what exactly is the "its existing relationship with the Lead Member" which shall be maintained in the undertaking addressed to RPGCL.	Please refer clause 1.2.1 of section II-H of EOI document.

23	Section II-H 1.2.2 and 3.1.3/3.2.3 Page-12,16,17	--	Section H 1.2.2 and H 3.1.3/3.2.3 contradict against each other. H 1.2.2 provides that operating/development experience of a company which is the 51% or more shareholder/subsidiary of the Operating Member will qualify. Contrarily, H 3.1.3/3.2.3 provides that in calculation of Mpta, Operating Member must have had an ownership interest in projects of not less than 30% during the operation period (for operation experience) and at the time of commercial operation (for development experience). Ideally, the % of ownership interest stated in Section H 1.2.2 and 3.1.3/3.2.3 should be the same which was the case in the REOI dated March 2017 for Moheshkhali, Cox's Bazar/Payra, Patuakhali/any other place in Bangladesh, where it was 40% in both the Sections.	Section II-H 1.2.2 and 3.1.3/3.2.3 are not contradicting but complement each other.
24	Section II-D.2, Page-6	The Applicant must provide details in its Qualification Statement evidencing the "successful" operation and management of at least one Land based LNG Terminal projects in the past 10 (ten) years, of which it is or was the "owner" or operator with an aggregate capacity of 3 Mtpa or more, including at least one LNG Terminal of capacity 2 Mtpa or more of which must have been in operation for no less than 1 year.	As for the criteria of the capacity of LNG Terminal Projects as Operating Experience, please let us clarify how to calculate the capacity of LNG Terminal for this purpose. As a background of our query, please kindly note that the capacity of LNG volume per annual would depend on its operations (such as frequency of receiving / offloading).	The capacity of LNG Terminal will be calculate based upon its base design capacity.
25	Section II-E.1, Page-7	---	As for the technical, commercial and financial proposals to be submitted by the Bidder, shall this be a binding proposal? If the plan is to request for a binding proposal, will there be any kind of security (e.g. bid bond) required to submitted together with a proposal?	Bidder must pay a non-refundable processing fee as described in page no. 18 of EOI document. No security bond is required in EOI submission stage.

26	Section II-1.2.1,Page-12	<p>The Lead Member of a consortium or Joint Venture Applicant: Must hold and maintain through the date specified in the Request For Proposals at least 51% of the equity interests in the consortium or Joint Venture and in the Project Company directly;</p>	<p>The Lead Member of a consortium or joint venture applicant must hold and maintain through date specified in the Request For Proposal at least 51% of the equity interest. Can the minimum equity requirement of Lead Member be reduced to at least 40% instead of 51%?</p> <p>The Lead Member of a consortium or joint venture applicant must hold and maintain through date specified in the Request For Proposal at least 51% of the equity interest. Please clarify until when is the Lead Member expected to hold 51% of equity interest? (ex. Commercial operation date? end of 20years operation?)</p> <p>Can the Lead Member of a consortium or Joint Venture Applicant hold 51% of the equity interests in the Project Company through a majority-owned joint venture (ex. 40% share) as indicated in (enclosed) organization chart.</p>	<p>Clause 1.2.1 of Section II-H will be remain unchanged</p> <p>It is clearly mentioned in clause no.1.2.1 of section II-H</p> <p>Clause 1.2.1 of Section II-H will be remain unchanged</p>
27	Section II-2.1.2,Page-14	<p>Financial Criteria: One or more hydrocarbon projects in respect of which it has successfully raised debt financing of at least US\$ 1250 million in the aggregate in the past ten years.</p>	<p>It is understood that the Lead Member needs have one or more hydrocarbon projects in respect of which it has successfully raised debt financing of at least US\$1250 million in the aggregate in the past ten years. Can this condition be changed so that either Lead Member or other Consortium Member have one or more hydrocarbon projects in respect of which it has successfully raised debt financing of at least US\$1250 million in the aggregate in the past ten years?</p>	<p>Clause 2.1.2 of Section II-H will be remain unchanged</p>
28	Section II-H1.2.1 and 1.2.2 Page-12	<p>The Lead Member of a consortium or Joint Venture Applicant must hold and maintain through the date specified in the Request For Proposals at least 51% of the equity interests in the consortium or Joint Venture and in the Project Company directly</p>	<p>Referring to Section 1.2.1 and 1.2.2 of Section II-H. SHORTLISTING CRITERIA, the Leader Member/Operating Member must hold and maintain through the date specified in the Request For Proposals the equity interests in the Consortium and in the Project Company <u>directly</u>.</p> <p>We appreciate it if you amend “directly” to “either directly or through a majority-owned subsidiary”</p>	<p>Clause 1.2.1 and 1.2.2 of Section II-H will be remain unchanged.</p>

29	Section II-H 1.2.1 Page-12	The Lead Member of a consortium or Joint Venture Applicant must hold and maintain through the date specified in the Request For Proposals at least 51% of the equity interests in the consortium or Joint Venture and in the Project Company directly	Referring to Section 1.2.1 of Section II-H. SHORTLISTING CRITERIA, the first paragraph specified that the Leader Member must hold and maintain <u>at least 51%</u> of the equity interests in the consortium or Joint Venture and in the Project Company directly. We appreciate it if you amend "51%" to "40%"	Clause 1.2 .1 of Section II-H will be remain unchanged
30	Section II-H 1.2.1 Page-12	The Lead Member of a consortium or Joint Venture Applicant must meet The financial qualifications of a company which is (a) the 51% or more shareholder of the Lead Member or (b) the 51% or more subsidiary of the Lead Member or such share holder may be included	Referring to Section 1.2.1 of Section II-H. SHORTLISTING CRITERIA, the second paragraph specified that the financial qualifications of a company which is (a) the <u>51%</u> or more shareholder of the Lead Member or (b) the <u>51%</u> or more subsidiary of the Lead Member or such share holder may be included. We appreciate it if you amend "51%" to "50%"	Clause 1.2.1 of Section II-H will be remain unchanged
31	Section II-H 1.2.2 Page-12	The Operating Member of the consortium or Joint Venture Applicant: The technical qualifications/experience of a company which is (a) the 51% or more shareholder of the Operating Member or (b) the 51% or more subsidiary of the Operating Member, may be included	Referring to Section 1.2.2 of Section II-H. SHORTLISTING CRITERIA, the third paragraph specified that the technical qualifications/experience of a company which is (a) the <u>51%</u> or more shareholder of the Operating Member or (b) the <u>51%</u> or more subsidiary of the Operating Member or such share holder may be included. We appreciate it if you amend "51%" to "50%"	Clause 1.2.2 of Section II-H will be remain unchanged
32	Section II-H 2.5 Page-15	For purposes of calculating an Applicant's (or, in the case of a consortium or Joint Venture Applicant, the Lead Member's) equity and debt raising experience to determine compliance with the criteria described in Section 2.1, only projects in which the Applicant (or, in the case of a consortium or Joint Venture Applicant, the Lead Member) has or had an ownership interest of not less than 51% will qualify and may be included.	Referring to Section 2.5 of Section II-H. SHORTLISTING CRITERIA, the paragraph specified that only Projects I which the Application has or had an ownership interest of not less than <u>51%</u> will qualify and may be included. We appreciate it if you amend "51%" to "25%"	Clause 2.5 of Section II-H will be remain unchanged

33	Section II-F, Page-8	REOI submission deadline: 20th March , 2019	REOI submission deadline is <u>20th March</u> 2019. We appreciate it if you extend the deadline for REOI submission to the end of April 2019.	Section II-F will be remain unchanged
34	Section II-1.2.1 Page-12	1.2 If a consortium or Joint venture applicant is submitting a Qualification Statement, the consortium Applicant must identify one or more Members of the consortium that will assume and discharge the responsibilities of the Led Member and the Operating member as set forth below. 1.2.1 the Lead member of a consortium.. Must hold and maintain... at least 51% of the equity of the equity interests in the consortium or Joint venture and in the Project Company directly;	i) In forming two parties consortium, it would make sense to hold 51% equity interests in the consortium. However, Lead member's qualifier is too high (holding 51% equity) in case of three parties consortium formation. This qualifier needs to be lower at a level of 40% for lead member's requirement, simliar to PQ criteria in the previous LNG terminal projects in Bangladesh.	Clause 1.2.1 of Section II will be remain unchanged
35	Others Consortium formation policy after shortlisting Page-13		i) What is general guideline that RPGCL is contemplating in terms of additional consortium formation by individual or consortium after shortlisting? Case A) A company solely is shortlisted. Is the company able to form a consortium by adding member(s) for the next stage tender? Case B) A consortium consisting of two companies is shortlisted. Is the consortium able to invite additional member(s) for the next stage tender? ii) If addition of member(s) is allowed, is there any specific qualification for this additional member(s), such as only member(s) but limited to other qualified applicants officially participated in the PQ process?	<u>Case A</u> Please refer Clause 1.4 of EOI <u>Case B</u> Please refer Clause 1.4 of EOI <u>Case C</u> Please refer Clause 1.4.1 of EOI
36	Page-3	Definitions, "GAAP"	What does "PQ Document" mean?	Prequalification document

37	Page-4	Definitions, "Project Agreements"	What kind of scope to be covered under Government Guarantee?	It will be described in the RFP document.
38	Page-5 and 8	Project Back ground, 2 and Physical Facilities of the Project, 1,(LNG Supply)	Who is the LNG supplier? Are there any possibility if applicant to be a LNG supplier?	In EOI, supply of LNG is not included.
39	Page-6	Scope of Work, 1	What is the scope of feasibility study to be conducted by international reputed firm?	It will mention in the RFP document
40	Page-13	Shortlisting Criteria, 1.4.2	Is it possible to form a consortium or JV within shortlisted bidders to submit final bid? Because, from the view of the competitiveness, it's too early to establish a consortium or JV before reviewing final scope of the project.	Please refer shortlisting Criteria, 1.4.2 of EOI document.
41	Page-13	Shortlisting Criteria, 1.5	What kind of restriction about change of shareholding to be applied?	It will be described in the RFP document.

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