



RUPANTARITA PRAKRITIK GAS COMPANY LIMITED (RPGCL)
(A COMPANY OF PETROBANGLA)

**RPGCL Bhaban, Plot # 27, New Airport Road, Khilkhet, Dhaka – 1219,
Bangladesh.**

REQUEST FOR EXPRESSION OF INTEREST (REOI)

FOR

**THE SHORTLISTINGS OF POTENTIAL TERMINAL DEVELOPER FOR LAND-BASED LNG
RECEIVING TERMINAL AND ASSOCIATED FACILITIES TO RECEIVE LNG AND DELIVER
RLNG TO NATIONAL GAS GRID ON BUILD-OWN-OPERATE-TRANSFER (BOOT) BASIS.**

January, 2019

Signature

**REOI DOCUMENT
FOR
THE SHORTLISTINGS OF POTENTIAL TERMINAL DEVELOPER FOR LAND-BASED LNG
RECEIVING TERMINAL AND ASSOCIATED FACILITIES TO RECEIVE LNG AND DELIVER
RLNG TO NATIONAL GAS GRID ON BUILD-OWN-OPERATE-TRANSFER (BOOT) BASIS.**

TABLE OF CONTENTS

	Page
SECTION I: NOTICE AND INVITATION	1
SECTION II: SHORTLISTING	1
A. DEFINITIONS	3
B. PROJECT BACKGROUND	5
C. PROJECT DEVELOPMENT PROCESS.....	6
D. SCOPE OF WORK	6
E. PHYSICAL FACILITIES OF THE PROJECT	7
F. PROPOSED PROJECT TIMETABLE	8
G. INSTRUCTIONS TO APPLICANTS	8
H. SHORTLISTING CRITERIA	11
ANNEX A	20
ANNEX A-1: SHORTLISTING COVER LETTER	22
ANNEX A-2: SHORTLISTING STATEMENT FORM	23
ANNEX A-3: SIGNING AUTHORIZATION	30
APPENDIX 1	31
APPENDIX 2	32

2022/07/05

SHORTLISTING DOCUMENT

SECTION I: Notice inviting REOI

**REQUEST FOR EXPRESSION OF INTEREST (REOI) FOR THE SHORTLISTINGS OF
POTENTIAL TERMINAL DEVELOPER FOR LAND-BASED LNG RECEIVING TERMINAL AND
ASSOCIATED FACILITIES TO RECEIVE LNG AND DELIVER RLNG TO NATIONAL GAS GRID
ON BUILD-OWN-OPERATE-TRANSFER (BOOT) BASIS.**

Invitation Ref. No. 28.19.0000.701.20.002.19/1478

Date: 29.01.2019

1	Ministry / Division	Energy and Mineral Resources Division, Ministry of Power, Energy & Mineral Resources.
2	Agency	Bangladesh Oil, Gas & Mineral Corporation (Petrobangla)
3	Procuring Entity Name	Rupantarita Prakritik Gas Company Limited (RPGCL)
4	Procuring Entity Code	N/A
5	Procuring Entity District	Dhaka
6	Invitation for	Request for Expression of Interest (REOI) for construction of Land-based LNG Re-gasification Terminal at Matarbari, Cox's Bazar, Bangladesh on BOOT basis.
7	Invitation Ref. No.	28.19.0000.701.20.002.19/1478
8	Date	29/01/2019
9	Procurement Method	BOOT (Build, Own, Operate and Transfer) Basis
10	Source of Fund	Investment will be made by the terminal developer on BOOT basis and GoB or its nominated company will pay the terminal fees.
11	REOI Closing Date, Time and Place	Date: 20/03/2019, Time: 11:45 AM Place: LNG Division, RPGCL, RPGCL Bhaban (Anex. Building, 2nd floor), Plot # 27, New Airport Road, Khilkhet, Dhaka-1229, Bangladesh.
12	Brief Description of the Project/ Assignment.	<ul style="list-style-type: none">- Study/Survey (if required), Design, engineering, procurement, construction and commissioning of a 7.5 Mtpa Land-based LNG terminal for the receiving, unloading, storage and re-gasification of LNG, including all receiving, unloading, storage and re-gasification facilities and all marine facilities, gas pipelines, infrastructure and interconnection facilities (together, the "LNG Terminal").- Owning, operating and maintaining the LNG Terminal on a build, own, operate for 20 (Twenty) years and Transfer to the GoB or GoB nominated company at no cost.- Receipt and storage of LNG at the LNG Terminal.- Re-gasification of the LNG.- Delivering the RLNG to the National Gas Gridline.- The REOI application shall be submitted by interested applicants in accordance with the scope of services as described in the REOI document-
13	Eligibility for Developer/Land-based Terminal Company.	Interested applicants – Developer/Land-based Terminal Company will be shortlisted based on the experience/qualification criteria to be assessed from the documentation submitted with the Application as per the REOI document together with verification as necessary.
14	Other Details (if Applicable)	The intending Developer/Land-based Terminal Companies are requested to collect the "REOI document" from the office of the General Manager (LNG), Rupantarita Prakritik Gas Company Limited (RPGCL), RPGCL Bhaban

		(Anex. Building, 2nd floor), Plot # 27, New Airport Road, Khilkhet, Dhaka-1229, Bangladesh during office hours beginning from 30/01/2019 to 19/03/2019 or download from the website: www.rpgcl.org.bd; www.petrobangla.org.bd or CPTU website: www.cptu.gov.bd. The Employer will respond to any written request for clarification as per the provisions in the REOI document.			
15	Developer/Land-based Terminal Company's Composition	The interested Terminal company may either be a single or Joint Venture (JV) of more than one firms and Sub-contractor or Associate firms may also be included if necessary, as per the REOI document.			
16	Ref. No.	Phasing of Services	Location	Indicative Start Date (Month/Year)	Indicative Completion Date (Month/Year)
	---	Single phase	Matarbari, Cox'sBazar, Bangladesh	December, 2019	June, 2023
17	Application Fees	Applicants should submit to RPGCL their REOI document during normal business hours, together with a non-refundable processing fee of US\$ 2000 (or Bangladesh Taka 1,70,000) (without Bank charge) in the form of an international bank draft en-cashable at any scheduled bank in Bangladesh or in the form of a local bank draft, made payable to "Rupantarita Prakritik Gas Company Limited", at or before 11:45 hours Bangladesh standard time on 20 th March, 2019 (the "REOI Closing Date").			
18	Name of Official Inviting REOI	Engr. Md. Quamruzzaman			
19	Designation of Official Inviting REOI	Managing Director			
20	Address of Official Inviting the Expression of Interest	Rupantarita Prakritik Gas Company Limited (RPGCL), RPGCL Bhaban, Plot # 27, New Airport Road, Khilkhet, Dhaka-1229, Bangladesh.			
21	Contact details of Official Inviting the REOI	Tel: 88 (02) 8900142 Fax: 88 (02) 8923948 E-mail: md.lng@rpgcl.org.bd ; gmlng@rpgcl.org.bd			
22	<p>The Procuring entity reserves the right to accept or reject any or all REOI applications without assigning any reason.</p> <p>Please note that this REOI is to commence a consultative process and does not constitute an offer. Additional Qualification criteria may be separately prescribed as a part of the bidding process. The Procuring Entity reserves the right to modify, cancel, suspend or terminate any aspect of the selection process at any time, for any reason, without giving prior notice and neither the Procuring Entity nor GoB (including their officers, employees and/or agents) will be bound by this REOI.</p>				

Quamruzzaman

Quamruzzaman
29.01.2019
(Engr. Md. Quamruzzaman)
Managing Director
Rupantarita Prakritik Gas Company Limited (RPGCL),
RPGCL Bhaban, Plot # 27, New Airport Road,
Khilkhet, Dhaka-1229, Bangladesh

SECTION II: REQUEST FOR EXPRESSION OF INTEREST (REOI)

FOR

THE SHORTLISTINGS OF POTENTIAL TERMINAL DEVELOPER FOR LAND-BASED LNG RECEIVING TERMINAL AND ASSOCIATED FACILITIES TO RECEIVE LNG AND DELIVER RLNG TO NATIONAL GAS GRID ON BUILD-OWN-OPERATE-TRANSFER (BOOT) BASIS.

A. DEFINITIONS

For purposes of this Shortlisting Document, the following capitalized terms shall have the following meanings:

"Applicant" means any single entity or consortium of entities submitting a Qualification Statement with the intent to be shortlisted as a Bidder and potentially as the Project Sponsor.

"Bidder" means each Applicant that is determined to satisfy the qualification criteria in this Shortlisting Document and is shortlisted by RPGCL and, subject to the requirements in the Request For Proposals for the Project, will be permitted to submit a Proposal.

"Business Day" means a day on which banks and government offices are open for business in Dhaka, People's Republic of Bangladesh.

"Commercial Operations Date" means the date falling one day after the day on which the Project is commissioned to operate on a commercial basis.

"Current Assets" means, in relation to a given entity, the number indicated as "current assets" on such entity's most recent balance sheet prepared in accordance with IAS or GAAP.

"Current Liabilities" means, in relation to a given entity, the number indicated as "current liabilities" on such entity's most recent balance sheet prepared in accordance with IAS or GAAP.

"Current Ratio" means, in relation to any given entity, the result obtained by dividing its Current Assets by Current Liabilities.

"GAAP" means the standard accounting rules, regulations, and procedures established by US Financial Accounting Standards Board (or the comparable organization in the relevant country) to prepare financial statements and accounts, which rules, regulations and procedures have been approved by the regulator of companies and securities in the domicile of the relevant Member with jurisdiction over the relevant Member; *provided* that the financial statements prepared in accordance with such rules, regulations and procedures present an accurate description of the financial condition of the Applicant or Member and do not include or fail to include any statements or information or adjustments thereto which make the financial statements false, deceptive or misleading, the conformance of the financial statements to be delivered in connection with this PQ Document with GAAP (or with IAS, as the case may be) shall be affirmed by the auditors who audit such financial statements.

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"**GTCL**" means Gas Transmission Company Limited (A company of Petrobangla) responsible for Natural gas Transmission through pipeline all over Bangladesh.

"**IAS**" means the international accounting standards as established and maintained by the International Accounting Standards Board.

"**Lead Member**" means, in relation to a consortium or Joint Venture Applicant, the Member of such consortium who fulfills the criteria set forth in Section 1.2.1 of Section II-H.

"**Member**" means, in respect of a consortium or Joint Venture Applicant, each entity (other than a natural person) that is a part of the consortium Applicant and has agreed to contribute equity in the Project Company as and when required to implement the Project on a timely basis.

"**Material Adverse Dispute**" is defined in Section 4.1 of Section II-H.

"**LNG**" means Liquefied Natural Gas.

"**Mtpa**" means Million tons per annum.

"**MMSCFD**" means Million standard cubic feet per day.

"**Net Worth**" means, in relation to any entity, such entity's Total Assets minus its Total Liabilities.

"**Operating Member**" means, in relation to a consortium or Joint Venture Applicant, the Member of such consortium or Joint Venture who fulfills the criteria set forth in Section 1.2.2 of Section II-H.

"**PETROBANGLA**" means, BANGLADESH OIL, GAS AND MINERAL CORPORATION, a corporation established under The Bangladesh Oil, Gas and Mineral Corporation Ordinance, 1985(Ordinance No. XXI of 1985 and as amended from time to time)

"**Shortlisting Closing Date**" means 11:45 Hours BST (Bangladesh Standard Time) on 20th March, 2019.

"**Shortlisted Applicant**" means an Applicant who is determined to meet the qualification criteria outlined in Section II-H of this Shortlisting Document.

"**Project**" means a Land based LNG terminal with associated works including re-gasification and support facilities of capacity 7.5 Mtpa located at Matarbari, Cox's Bazar of Bangladesh which are to be designed, financed, insured, constructed, owned, operated and maintained by the Project Company.

"**Project Agreements**" means, collectively, the Implementation Agreement (including the Government Guarantee) (IA), Land Lease Agreement (LLA), Terminal Use Agreement (TUA) and all other agreements entered into directly between the Government of Bangladesh, PETROBANGLA, RPGCL or their respective legal successors, other public sector entities and the Project Company.

"**Project Company**" means a company duly incorporated under the laws of Bangladesh by the Project Sponsor, which will execute the Project Agreements for the Project.

"**Project Sponsor**" means the Shortlisted Applicant who, based on the Proposals submitted in response to the Request for Proposals, has been selected by RPGCL to be the developer of the Project.

"**Proposal**" means the proposal, including the technical and financial proposals, submitted by the Bidder and on which the determination of the Bidder to be designated by RPGCL as the Project Sponsor shall be made.

"Shortlisting/Qualification Statement" means a statement containing all of the information requested in Section II-H, which shall be submitted in the form attached hereto as Annex A-2.

"Request For Proposals" means the document to be provided by RPGCL to the Bidders (shortlisted Applicants) which shall specify the requirements for, and the date by which, Proposals for the Project must be submitted by the Bidders.

"RPGCL" means Rupantarita Prakritik Gas Company Limited (A Company of Petrobangla).

"Total Assets" means, in relation to any entity, the total consolidated assets of such entity and its subsidiaries measured in accordance with IAS or GAAP for such entity's most recent financial year.

"Total Liabilities" means, in relation to any entity, the total consolidated liabilities of such entity and its subsidiaries measured in accordance with IAS or GAAP for such entity's most recent financial year.

B. PROJECT BACKGROUND

1. The Government of The People's Republic of Bangladesh ("GOB") has adopted a strategy for the development of the gas sector, which envisages private participation in the sector. As part of that strategy, the GOB decided that a new Land-based LNG terminal would be installed and operated by the private sector. The Project Sponsor will be selected through an international competitive solicitation.
2. The LNG terminal developer/operator will receive LNG from the LNG ship as a part of LNG Sales Purchase Agreement (SPA) between GOB and the LNG supplier. The LNG terminal developer hence the Project Company will receive LNG, unload and store it, re-gasify it as per specification and supply gas to the gas transmission pipeline intake metering station of GTCL.
3. In line with this strategy, GOB has decided to implement a LNG import facilities on Build-Own-Operate-Transfer ("BOOT") basis at Matarbari, Cox's Bazar of Bangladesh. GoB will sign an Implementation Agreement ("IA") supporting the project. Petrobangla or its assignee will sign a Land Lease Agreement ("LLA") as owner of the land, and a Terminal Use Agreement ("TUA") as receiver of gas. The TUA will have a term of 20 (Twenty) years unless terminated or extended earlier in accordance with the terms thereof. The IA and LLA and other agreements will terminate along with the TUA.
4. The Project site location for this new LNG project is in the South or South East of Bangladesh. Matarbari site is approximately 380 km from Dhaka, 90 km south of the Port City Chittagong. The site is on the bank of the Bay of Bengal. An area map highlighting the project sites is attached to this Shortlisting Document as **Appendix 1**. The area is relatively undeveloped and unencumbered consisting mostly of coastal area. 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. Total 47 hectares land is allotted for the LNG Terminal very close to Coal power Generation Company Bangladesh Limited (CPGCBL). PETROBANGLA or RPGCL will lease it to the Project Company. Steps have been taken to install DN 42" x 90 km x 1000 psig gas pipe line from Moheshkhali to Chittagong, the load centre within a shorter period.
5. The Project Sponsor/Terminal Developer will be required to arrange the necessary financing and to

execute the Project Agreements for the Project within the specified period.

C. PROJECT DEVELOPMENT PROCESS

- 1.** RPGCL intends to select the Project Sponsor/Terminal Developer to develop the Project on a Build-Own-Operate-Transfer ("BOOT") basis. The Project Sponsor will be responsible for financing, designing, constructing, insuring, owning, operating and maintaining the Project. The project Company under Terminal Use Agreement shall realize its' investment by tariff charged which may comprise of fixed charge based on terminal capacity and variable charge based on gas delivered (in mmbtu) or as a constant rate USD/mmbtu for the term of the Terminal Use Agreement. Detail of tariff model and other associated requirements will be provided in the Request for Proposal (RFP) to the short listed bidder. The process for the development of the Project, including selection of the Project Sponsor, shall include the following elements:
 - 1.1** Applicants will be shortlisted on the basis of the shortlisting criteria set forth herein. Applicants must submit an Indication of Interest in the form of Annex A-1, and a completed Qualification Statement in the form of Annex A-2.
 - 1.2** All Qualification Statements will be evaluated in accordance with the criteria outlined in Section II-H. Shortlisted Applicants will receive the Request for Proposal ('RFP') and will be requested to submit by the date specified, technical, commercial and financial proposals for the exclusive right to develop the Project. The Project Sponsor will be selected based upon the proposals received.
 - 1.3** The Project Company will sign the Implementation Agreement (IA), Terminal Use Agreement (TUA), Land Lease Agreement (LLA), and other relevant agreements by the date specified in the RFP.
 - 1.4** The Project Sponsor will be responsible for the arrangement of the financing for the Project. The Project Sponsor will be required to commit a minimum equity investment in the Project of 20% of the total capital cost for the project.

D. SCOPE OF WORK

- 1.** 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. However, the Terminal Developer/Project Company will be sole responsible for using such data at their own discretion and will be responsible for validating or gathering additional site data, design and engineering, selection and procurement of necessary equipment and materials, construction, commissioning, testing, operation, & maintenance of the LNG Terminal facility at its own risk.
- 2.** The Project Company will be required to arrange the necessary financing, execute the Project Agreements, Construct the LNG Terminal, Receive LNG from ship, storage of LNG, re-gasification and overall project management as required to develop, construct and operate the Project. The Project Company shall also obtain necessary permits for importation of materials and equipment into

Signature

Bangladesh; obtain associated permission required from local and international authorities, construction of the Project and for the Project's operations in accordance with the laws of Bangladesh, taking proper insurance coverage from local and international insurance companies.

3. The Project Company with experience for the same should indicate the all type of solution/facilities regarding installation and operation of LNG terminal.
4. The Project Company shall also perform the following tasks:
 - 4.1 Study and implement mitigation measures for the Project to comply with Bangladesh environmental laws and regulations, International environmental laws and regulations.
 - 4.2 Meet the pre-agreed commitments for the Project at the end of the contractual period as contained in the Project Agreements.

E. PHYSICAL FACILITIES OF THE PROJECT

1. **The Project:** The Project shall consist of a complete Land based LNG receiving terminal with berthing and mooring facility of LNG ship (Capacity: 138,000 ~ 260,000 cubic meters), LNG storage and regasification unit with provision of expansion capacity at least 15 MMt/annum in future. The terminal should have capacity to handle 7.5 MMt/annum and regasification capacity of at least 1000 MMSCFD. An Onshore pipeline has to be designed and constructed from the LNG terminal to the nearest onshore custody transfer metering station of GTCL considering the ambient site conditions with all the required support facilities which, among others, would include the following:
 - 1.1 Complete Land Based LNG receiving terminal to supply 1000 MMSCFD gas at approximately 1000 psig to onshore transmission pipeline through custody transfer metering station at ambient site conditions. The LNG terminal should have such maritime facilities that, LNG carrying ships with capacity of 138,000 ~ 260,000 cubic meters can be berthed and moored, LNG can be completely transferred from the delivery ship to the storage system as quick as possible by following international standard, ensuring safety with minimum loss. From that storage, LNG will be re-gasified by vaporizer and will maintain continuous supply at least 1000 MMSCFD of gas to GTCL receiving point. The schedule of delivery of gas may vary time to time and should be in accordance with the requirements of GTCL.
 - 1.2 All required site support facilities including, but not be limited to gas receiving terminal with all the equipment and technical facilities, the administration buildings warehouses, workshops, fuel delivery and storage facilities, and cooling and process water systems;
 - 1.3 All necessary site infrastructures such as control room, fire fighting facilities, access road, internal road, water supply, fuel supply, auxiliary power supply, workers' living quarters, parking area, lighting, security, fencing etc.
2. **Site:** RPGCL/PETROBANGLA will acquire and lease the site located at Matarbari, Cox's Bazar of Bangladesh for the term of the Project Agreements. 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. The Project Sponsor will be responsible for ensuring that the Project design and construction meet the requirements of the actual site conditions, technical and HSE requirements. The site development including site leveling, filling to the approximate final elevation, soil compaction, and river bank protection will be performed by the Project Sponsor.

- 3. Pipe Line Interconnection:** The interface point for delivery of gas will be at the Onshore. 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. GTCL will take programme to install gas transmission pipeline for the potential LNG Terminal site at Matarbari, Cox's Bazar to the national gas grid to supply RLNG to the other place of Bangladesh. The GOB will arrange for the construction and financing of the transmission line.
- 4. LNG Supply:** Petrobangla has signed multiple SPA's and secure LNG supply. The project company has to synchronize schedule of shipment for required quantity of LNG. The project company shall arrange transferring LNG from LNG ship to its storage facilities. The project company shall conduct co-ordination with pertaining parties, and the countries or companies with which GOB or Petrobangla will have LNG SPA without violating or interrupting contractual obligations of supply of gas.
- 5. Gas Supply:** The LNG terminal will be operated by the Project Company at their own arrangement and risk maintaining international standards and safety and will supply scheduled amount of gas to GTCL, a company of the Bangladesh Oil, Gas and Mineral Corporation (Petrobangla).

F. PROPOSED PROJECT TIMETABLE

The proposed timetable is as follows:

ACTIVITY	COMPLETION DATE
REOI submission deadline	20 th March , 2019
Issuance of RFP documents to Shortlisted Applicants	29 th August, 2019

G. INSTRUCTIONS TO APPLICANTS

1. General

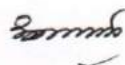
- (a) All Indications of Interest and Qualification Statements and all requested information shall be submitted to RPGCL by the Applicant in the English Language.
- (b) Shortlisting decisions will be made solely on the basis of an Applicant's Qualification Statement, which should be submitted in the form of Annex A-2. No supplemental or other information will be accepted other than responses from Applicants to clarifications which have been specifically requested by RPGCL.
- (c) The Qualification Statement should be accompanied by an Indication of Interest in the form of Annex A-1, which should be signed by a person or persons duly authorized to sign on behalf of the Applicant. If the Applicant is a consortium or Joint Venture, the Qualification Statement

should be signed by a person or persons duly authorized to sign on behalf of each Member of consortium or Joint Venture including the Lead Member of the consortium or Joint Venture Applicant. Consortium or Joint Venture Applicants should submit a duly-executed signing authorization form in the form of Annex A-3.

- (d) For purposes of determining compliance with the various US dollar thresholds set out in Section II-H, Applicants who do not maintain their financial records in US dollars should apply the exchange rates published in the Economist not earlier than 15 days prior to the date of submission of the Qualification Statement to convert their financial records into US dollars. A link to the Economist's online exchange rate archive is attached to this Shortlisting Document as Appendix – 2.
- (e) Neither RPGCL nor PETROBANGLA nor GOB will enter into any communications with Applicants except to seek or to respond to requests for clarification, if and when necessary.
- (f) Applicants may seek clarification from RPGCL on the shortlisting process and criteria by submitting a request for clarification in writing to RPGCL at the address given in this Shortlisting Document. Although RPGCL will attempt to respond to all reasonable queries, it is under no obligation to do so, and may elect not to respond to any query or request for clarification at its sole discretion.
- (g) All queries from Applicants to which RPGCL has responded will be posted along with the response of RPGCL on the website of RPGCL on an unattributed basis. Any query to be considered by RPGCL for a response must be received from Applicants no later than 30 days before the Shortlisting Closing Date. The Tender Committee shall not be bound by, and Participants shall not rely on, any oral interpretation or clarification on this Invitation.
- (h) Any documents submitted by Applicants to RPGCL shall be the property of RPGCL, shall be treated as confidential and shall not be returned.

2. Procedure and Timing:

- (a) Applicant's Qualification Statement shall be submitted in the form attached hereto as Annex A-2.
- (b) One (1) original and identical five (5) copies of proposal shall be submitted to RPGCL during normal office hours at or before 11.45 am Bangladesh Standard Time on 20th March, 2019 (the "Shortlisting Closing Date").



- (c) Proposal shall be submitted together with the processing fee to the following address:

One (1) Original and five (5) copies to:

Managing Director,

Rupantarita Prakritik Gas Company Limited (RPGCL)
RPGCL Bhaban, Plot# 27, New Airport Road, Khilkhet
Dhaka-1219, Bangladesh.
Tel: 880-2- 8900142
Fax: 880-2- 8923948
E-mail: md.lng@rpgcl.org.bd; gmlng@rpgcl.org.bd
Website: www.rpgcl.org.bd

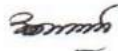
- (d) Applicants may deliver their Proposal only by courier or in person. No online proposal submission will be accepted. Under no circumstances shall Proposal be accepted after the Shortlisting Closing Date and Time.
- (e) Any and all costs and expenses incurred by Entities (including Participants) and anyone on their behalf and connected to their participation in the Shortlisting Stage will be borne by such Entities or Participants. Entities or Participants will not be reimbursed by the Tender Committee or the Country for any costs or expenses incurred thereby under any circumstances whatsoever.

3. Disposition of Applications:

- (a) RPGCL reserves the right to reject any Applicant's Qualification Statement, if such Applicant's Qualification Statement does not comply with the criteria described in Section II-H, without thereby incurring any liability to the Applicant. RPGCL reserves the right not to award the Project to any Applicant/Bidder, and may terminate the shortlisting or bidding process at any time without thereby incurring any liability to any Applicant/Bidder. RPGCL may at its sole discretion contact Applicant(s) and request clarifications or additions to, or modifications to the format of, any of the information or data submitted in the Qualification Statement. Any such requests for clarifications, additions or modifications and replies thereto are to be in writing.
- (b) RPGCL reserves the right to contact third parties and verify the information provided by each Applicant in its Qualification Statement at any time during or after the shortlisting process. Any Qualification Statement determined to contain material misstatements errors on omissions may be rejected or disqualified in RPGCL's sole discretion.

4. Evaluation Committee

An evaluation committee (the "Evaluation Committee"), will be formed which shall be in charge of examining each of the Proposal submitted by Applicants.



5. Evaluation Procedure

The procedure for opening and evaluating Qualification Statements from Applicants will be as follows:

- (a) Each Applicant shall place its Proposal into a single envelope and shall deliver it to the offices of the Managing Director of RPGCL during normal business hours in the manner set forth in this Shortlisting Document. Envelopes received shall be numbered in the order received, and the date and time received shall be written on them. Once the envelopes are submitted they cannot be returned for any reason.
- (b) All submitted Proposal will be properly safeguarded. None of the documents will be removed from the premises of RPGCL and no copies will be made.
- (c) Fifteen minutes after the submission deadline (i.e., the Shortlisting Closing Date and time), the Opening Committee will in public open all of the envelopes received. The Chairman of the Opening Committee will read out the name of each Applicant. The name of all Applicants will also be posted on the website of RPGCL.
- (d) Each page of the original version of each Proposal, and the first page of each annex thereto, will be initialed by two Members of the Evaluation Committee.
- (e) The Evaluation Committee will also announce the timetable for reviewing the Qualification Statements received, disclosing the results and the procedure for making all the Qualification Statements available to all the Applicants. However, the Evaluation Committee will initiate the evaluation not later than 5 Business Days following the shortlisting Closing Date.
- (f) Applicants must meet all of the criteria set forth in Section H to "pass" the evaluation process.
- (g) The Evaluation Committee may request in writing any additional information in connection with any response in an Applicant's Proposal. Each Applicant must designate a representative to receive these requests. This representative must provide a telephone number, email address and other address.
- (h) No Applicant or consortium or Joint Venture Applicant Member may contact directly any Member of the Evaluation Committee to discuss this shortlisting exercise during the period from the issuance of the Shortlisting Notice to the announcement by RPGCL of the Shortlisted Applicants/Bidders.

H. SHORTLISTING CRITERIA

APPLICANTS WILL ONLY BE SHORTLISTED AS BIDDERS AND BE ALLOWED TO SUBMIT A BID FOR THE PROJECT IF THEY MEET ALL OF THE CRITERIA SET OUT BELOW.

1. Composition of Applicant

- 1.1 Applicants may apply either individually or as a consortium or as Joint Venture. Individual Applicants or consortium or Joint Venture Members should not be natural persons.

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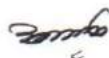
1.2 If a consortium or Joint Venture Applicant is submitting a Qualification Statement, the consortium Applicant must identify one or more Members of the consortium that will assume and discharge the responsibilities of the Lead Member and the Operating Member as set forth below.

1.2.1 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;
- Must meet the financial criteria set out in Section 2. 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 and will qualify as financial qualifications of the Lead Member, *provided* that the identity of the other company and its relationship to the Lead Member is disclosed in the Qualification Statement. and *provided, further*, that 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 undertaking and agreeing that the company whose financial qualifications are used will maintain its existing relationship with the Lead Member through the Commercial Operations Date, a breach of which Undertaking shall constitute a "Company Event of Default" under the Implementation Agreement between the Project Company and the GOB.
- Must meet the technical criteria set out in Section 3 (to the extent that such criteria are not met by the Operating Member).

1.2.2 The Operating Member of the consortium or Joint Venture Applicant:

- Must hold and maintain through the date specified in the Request For Proposals at least 20% of the equity interests in the consortium or Joint Venture and in the Project Company directly;
- Must meet the technical criteria set out in Section 3 (to the extent that such criteria are not met by the Lead Member). In case the Lead Member does not have sufficient technical experience (when combined with the experience of the Operating Member) pursuant to Section 3, the technical criteria may be satisfied by the Operating Member together with another Member of the consortium or Joint Venture Applicant that also holds not less than 20% of the equity interests in the consortium and the Project Company). If the technical criteria set out in Section 3 are satisfied by two Members of the consortium Applicant or Joint Venture, each of such Members shall be designated as the "Operating Member" and shall be bound by all obligations and requirements imposed on the Operating Member.



- 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 and will qualify as qualifications and/or experience of the Operating Member, *provided* that the identity of the other company and its relationship to the Operating Member is disclosed in the Qualification Statement. and *provided, further,* that the company whose qualifications are used to satisfy the requirements of the Operating Member must deliver as a part of the Shortlisting Statement an Undertaking addressed to RPGCL undertaking and agreeing that the company whose experience is used will maintain its existing relationship with the Operating Member through the Commercial Operations Date, a breach of which Undertaking shall constitute a "Company Event of Default" under Implementation Agreement between the Project Company and the GOB.

1.2.3 The Lead Member and the Operating Member may be the same entity.

1.2.4 Neither the Lead Member nor the Operating Member may be a natural person.

1.3 An Applicant that is a consortium or Joint Venture shall provide the information requested in Section A of the Qualification Statement detailing the respective roles and ownership interests of the various Members of the consortium or Joint Venture.

1.4 Changes in the composition of a consortium or Joint Venture Applicant prior to the submission of the bid for the Project is permitted; *provided,* that the following conditions are satisfied and notice to and prior approval is granted by RPGCL (which shall not be unreasonably withheld):

1.4.1 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 and/or (b) the failure by the consortium or Joint Venture to meet any of the criteria set out in Section 2 or Section 3.

1.4.2 Shortlisted Applicants shall not be permitted to form a consortium or Joint Venture to submit a proposal/bid;

1.4.3 Changes to Members of a consortium or Joint Venture Applicant (other than the Lead Member and/or the Operating Member) are permitted up to 30 Days before the date on which the consortium or Joint Venture Applicant submits its final bid/proposal for the Project; and

1.4.4 Failure to comply with any of the requirements set forth in this Section 1.4 may result in the disqualification and withdrawal by RPGCL of the consortium or Joint Venture Applicant's shortlisted status and its right to submit a bid/proposal.

1.5 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

20/11/16

2. Financial Criteria

2.1 The Applicant (or, in the case of a consortium Applicant or Joint Venture, the Lead Member) shall include the following information in its Qualification Statement:

2.1.1 One or more hydrocarbon projects in respect of which it has successfully invested equity financing of at least US\$ 500 million in the aggregate in the past ten years; and

2.1.2 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.

2.2 The Applicant (or, in the case of a consortium or Joint Venture Applicant, each Member of the consortium or Joint Venture) should also provide the following financial information in the manner prescribed in the Qualification Statement Form:

2.2.1 Certified copies of its audited balance sheets for each of immediately preceding three fiscal years, which should be prepared in accordance with IAS or GAAP and demonstrate the following:

- Profitability in two of the last three fiscal years; and
- A Current Ratio (i.e., current assets divided by current liabilities) in 2 (two) of the last 3 (three) fiscal years of no less than 1:1;

provided, that, if one Member of a consortium or Joint Venture Applicant that holds and will hold less than 5% of the equity interest in the consortium or Joint Venture and in the Project Company cannot satisfy the financial requirements in this Section 2.2 (a 'Weak Member'), the consortium or Joint Venture Applicant may nonetheless satisfy the shortlisting criteria required herein by delivering as a part of the Shortlisting Statement an Undertaking of the Lead Member and/or the Operating Member (or a combination of them) addressed to RPGCL undertaking and agreeing that the Lead Member and/or the Operating Member, as the case may be, shall invest the equity of the Member who cannot satisfy the financial test in this Section 2.2.1 to ensure the required equity investment for the Project if such Member is not able to provide all or any part of its equity commitment, a breach of which Undertaking shall constitute a "Company Event of Default" under Implementation Agreement between the Project Company and the GOB. In such case the Net Worth requirement for the Member delivering such undertaking shall be increased to include the Net Worth deficiency of the Weak Member for the last fiscal year.

2.2.2 In addition, the Applicant (or, in the case of a consortium or Joint Venture Applicant, each of the Members of the consortium or Joint venture) shall provide certified audited balance sheets for the past three fiscal years prepared in accordance with IAS or GAAP that demonstrate a Net Worth that is equal to or in excess of US\$ 200 million in each two of the last three fiscal years (in the case of

a consortium or Joint Venture Applicant, the Net Worth requirement shall be on a proportionate shareholding basis, calculated for each Member of the consortium or Joint Venture as US\$ 200 million multiplied by the percentage of such Member's equity share commitment in the consortium or Joint Venture (Project Company) and divided by 100%).

- 2.3** An Applicant (or, in the case of a consortium or Joint Venture Applicant, each Member of the consortium or Joint Venture Applicant) may avoid the financial requirements of Section 2.2 if the Applicant or the Lead Member of the consortium or Joint Venture Applicant can demonstrate that it presently has total assets equal to or in excess of US\$ 500 million and a Net Worth equal to or in excess of US\$ 200 million. An Applicant or consortium or Joint Venture Applicant that wishes to qualify using the alternate financial requirement specified in this Section 2.3 must substantiate its claim by attaching to the Qualification Statement certified copies of its audited balance sheets for the immediately preceding fiscal year, which balance sheets must be prepared in accordance with IAS or GAAP; *provided*, that if the relevant company's immediately preceding fiscal year has not ended at least 90 days prior to the Shortlisting Closing Date, the audited balance sheets for the fiscal year immediately preceding the last closed fiscal year may be provided, in which case the audited balance sheets shall be accompanied by (a) a note from the relevant company's auditors stating that the company's immediately preceding fiscal year ended less than 90 days prior to the Shortlisting Closing Date and (b) a certification that there has been no material adverse change in the relevant company's financial condition since the period for which the audited balance sheets have been provided.
- 2.4** The certification of all financial statements required herein shall be made and signed by either (a) the Chairman, Board of Directors of the company whose financial statements are being provided *or* (b) the relevant company's (1) Chief Financial Officer and (2) Chief Executive Officer, and certify that the copy provided is true, correct and complete.
- 2.5** 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.

3. Technical Criteria

3.1 Operating Experience

- 3.1.1** The Applicant (or, in the case of a consortium or Joint Venture Applicant, the Operating Member (and any other Member whose LNG Terminal project operating and management experience is included in the Qualification Statement)) must provide details in its Qualification Statement evidencing the "successful" (as defined in Section 3.1.2) operation and management of at least one Land based LNG Terminal projects in

Signature

the past 10 (ten) years, of which it is or was the "owner" (as defined in Section 3.1.3(b)) 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.

3.1.2 For purposes of determining compliance with the requirements of Section 3.1.1, "successful" operation and management means all the following:

- The Operation and Maintenance Agreements or the Gas Sales Agreements for each of the cited projects have not been terminated or suspended as a result of a default by the Applicant or Applicant Member (as owner or operator, as the case may be);
- Either (a) the projects achieved an average availability of not less than 80% (excluding by reason of "Force Majeure") during each year it was owned or operated by the Applicant (or, in the case of a consortium or Joint Venture Applicant, by the Operating Member *or* (b) the Applicant (or, in the case of a consortium or Joint Venture Applicant, the Operating Member) has not become liable to pay penalties or liquidated damages or for a reduction in the payments it would have otherwise been entitled to receive under any Operation and Maintenance Agreement or any Gas Sales Agreement for any of the cited projects where such penalties or liquidated damages exceed 25% of the operation and maintenance fee or Capacity Payments, as the case may be, payable in respect of the project in question in any given year; and
- There have been no material infringements of applicable environmental or occupational health and safety laws or regulations at any of the cited projects.
- Applicant will be required to provide in its Qualification Statement a list of the projects that it wishes to cite in fulfillment of the criteria set out in Section 3.1.2.

3.1.3 For purposes of calculating an Applicant's (or, in the case of a consortium or Joint Venture Applicant, the Operating Member's (and any other Member whose LNG Terminal project operating and management experience is included in the Qualification Statement)) aggregate Mtpa of project operating experience to determine compliance with the criteria described in Section 3.1.1, only projects in which the Applicant (or, in the case of a consortium or Joint Venture Applicant, the Operating Member (and any other Member whose Land based operating and management experience is included in the Qualification Statement)) was (a) the operator *or* (b) has or had an ownership interest of not less than 30% during such period of operation will qualify and may be included.

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3.2 Development Experience

- 3.2.1 The Applicant (or, in the case of a consortium or Joint Venture Applicant, the Operating Member (and any other Member whose LNG Terminal project development experience is included in the Qualification Statement)) must provide details in its Qualification Statement evidencing its successful development of at least one land based LNG Terminal projects in the past 15 (Fifteen) years, with an aggregate capacity of 2 Mtpa.
- 3.2.2 For purposes of determining compliance with the requirements of Section 3.2.1, "successful" development means all the following:
- Having obtained all relevant permits including environmental clearances for the development, construction, operation and maintenance of the project;
 - Having finalized and executed the Implementation Agreement (if any), Gas Sales Agreement, Engineering, Procurement and Construction Agreement, Operations and Maintenance Agreement (if any), and the Financing Documents for the project; and
 - Having brought the project to financial close and commercial operations.
 - Applicant will be required to provide in its Qualification Statement a list of the relevant projects, including size in Mtpa, country of location, dates of contract execution, financial close and commercial operation that it wishes to cite in fulfillment of the criteria set out in this Section 3.2.2.
- 3.2.3 For purposes of calculating an Applicant's (or, in the case of a consortium or Joint Venture Applicant, the Operating Member's (and any other Member whose LNG Terminal project development experience is included in the Qualification Statement)) aggregate Mtpa of project development experience to determine compliance with the criteria described in Section 3.2.1, only projects in which the Applicant (or, in the case of a consortium or Joint Venture Applicant, the Operating Member (and any other Member whose LNG Terminal project development experience is included in the Qualification Statement)) held an ownership interest of not less than 30% at the times at which such projects achieved commercial operation, will qualify and may be included.

3.3 Scope of Evidence

- 3.3.1 For each project identified as satisfying the requirements of project development or operation, the Applicant (or in the case of a consortium or Joint Venture Applicant, the Operating Member (and any other Member whose LNG Terminal project development, operating and management experience is included in the Qualification Statement)) shall identify the name of the project, the country in which such project is (was) located, the name of the off-taker or counter party to the gas purchase agreement, and the name and contact information (including e-mail address and phone number) for a representative of the off-taker or counter party that is familiar with the project and has agreed, if requested, to speak to RPGCL about the development or operation of the



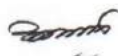
relevant project. By submitting the name of the project as evidence of the project development or operation requirements herein, the Applicant (or in the case of a consortium or Joint Venture Applicant, the Operating Member (and any other Member whose LNG Terminal project operating and management experience is included in the Qualification Statement)) expressly agrees that the individual identified or any other representative of the off-taker or counter party may discuss the identified project with RPGCL and may answer all questions asked by RPGCL in relation to the development or operation of the identified project.

4. Other Criteria

- 4.1** The Applicant (or, in the case of a consortium or Joint Venture Applicant, each Member of the consortium or Joint Venture) must not have had a Material Adverse Dispute resolved against it in the past 10 years. For purposes of this Section 4, a "Material Adverse Dispute" is any dispute with a government owned or controlled entity or gas off-taker/purchaser relating to an LNG Terminal project where either (a) the amount in dispute was US\$ 50 million (or equivalent) or more or (b) termination of a material project agreement was sought.
- 4.2** Each Applicant must provide details in its Qualification Statement on any Material Adverse Disputes which are either pending or have been resolved against it (or, in the case of a consortium or Joint Venture Applicant, any Member of the consortium or Joint Venture). If an Applicant (or, in the case of a consortium or Joint Venture Applicant, any Member of the consortium or Joint Venture) has a Material Adverse Dispute which is pending against it as of the Shortlisting Closing Date and such Material Adverse Dispute is subsequently resolved against the Applicant or such consortium or Joint Venture Member before the bid submission date, the Applicant will be subject to disqualification at the sole discretion of RPGCL.
- 4.3** The Applicant must attach to its Qualification Statement, in the order set forth in the annex to the Qualification Statement, certified true copies of the documents listed in that annex.
- 4.4** Each Applicant must pay a non-refundable processing fee of US\$ 2000 or Bangladesh Taka 1,70,000 (Without bank charge) along with the submission of its Qualification Statement. The processing fee should be paid by an international bank draft encashable in any schedule bank in Bangladesh or local bank draft made payable to "Rupantarita Prakritik Gas Company Limited" and should accompany each Applicant's Shortlisting Statement.

5. Exclusion Criteria

- 5.1** Applicants may be disqualified from the shortlisting process at the sole discretion of RPGCL in any of the following events:
- 5.1.1 Noncompliance with any of the minimum requirements specified herein and/or the requests and/or the conditions provided in this Shortlisting Document or failure by an



Applicant to provide any of the information or documentation required to be provided in its Qualification Statement.

- 5.1.2 If any of the information submitted by an Applicant is found at any time during or after the shortlisting process to have been inaccurate, incomplete or misleading.
- 5.1.3 If a Material Adverse Dispute that is pending against an Applicant (or, in the case of a consortium or Joint Venture Applicant, any Member of the consortium or Joint Venture) as of the Shortlisting Closing Date and such Material Adverse Dispute is prior to the bid submission date subsequently resolved against the Applicant or such consortium or Joint Venture Applicant Member.
- 5.1.4 Incomplete presentation of the documents or information requested.
- 5.1.5 Any clarifications requested by RPGCL from an Applicant are not received by a deadline reasonably set by RPGCL.
- 5.1.6 The Applicant (or, in the case of a consortium or Joint Venture Applicant, any of its Members) is placed under liquidation, court receivership or similar proceedings at any time during the shortlisting process.
- 5.1.7 Any Applicant or consortium or Joint Venture Applicant Member participating as either a Lead Member or an Operating Member with more than one Applicant.

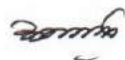
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ANNEX A

THIS QUALIFICATION STATEMENT CONSISTS OF THE FOLLOWING FORMS AND ANNEXES:

- a. A **Shortlisting Cover Letter** (Annex A-1), which should be signed by each Applicant (or, in the case of a consortium or Joint Venture Applicant, each Member of the consortium or Joint Venture).
- b. A **Shortlisting/Qualification Statement Form** (Annex A-2), which should be signed by an authorized signatory of each Applicant.
- c. A **Signing Authorization Form** (Annex A-3), which should be signed by each Applicant (or, in the case of a consortium or Joint Venture Applicant, each Member of the consortium or Joint Venture).
- d. Each of the following annexes:
 - **Annex A** Certified true copies of the constitutional documents of the Applicant (or, in the case of a consortium or Joint Venture Applicant, constitutional documents of each Member of the consortium or Joint Venture), together with English language translations of such documents, certified by the corporate secretary of the Applicant or consortium or Joint Venture Member (or equivalent officer) where the originals of such documents, are not in English.
 - **Annex B** (only for consortium or Joint Venture Applicants) Certified true copy of a term sheet / joint venture agreement signed by each Member of the consortium or Joint Venture detailing the terms on which the consortium or Joint Venture has been or will be established, which should include the following information: identification of the Lead Member and Operating Member of the consortium or Joint Venture; and extent of shareholding of each Member in the consortium or Joint Venture.
 - **Annex C** (only for Applicants who have responded affirmatively to Question 1 of Part B of the Qualification Statement) Certified true copies of the Applicant's audited balance sheets (or, in the case of a consortium or Joint Venture Applicant, the audited balance sheets of the Lead Member) for the most recent financial year, which should be prepared in accordance with International Accounting Standards (IAS) or GAAP and evidence total assets equal to or in excess of US\$ 500 million and Net Worth equal to or in excess of US\$ 200 million.
 - **Annex D** (for Applicants who did not respond affirmatively to Question 1 of Part B of the Qualification Statement) Certified true copies of the Applicant's audited balance sheets (or, in the case of a consortium or Joint Venture Applicant, the audited balance sheets of each of the consortium or Joint Venture Member) for the past



three fiscal years, which should be prepared in accordance with International Accounting Standards (IAS) or GAAP and demonstrate the following:

- Profitability in two of the last 3 fiscal years;
 - A Current Ratio (i.e., current assets divided by current liabilities) in 2 (two) of the last 3 (three) fiscal years of no less than 1:1; and
 - A Net Worth (proportionate to shareholding) that is equal to or in excess of US\$200 million in each two of last three fiscal years
- **Annex E** documents in support of raising equity and debt experience; project development and operating experience.
- **Annex F** (Only for local Applicants, (in case of consortium or Joint Venture, each local Member of the Consortium or Joint Venture)) Tax payer Identification No. (TIN) and certificate of income tax payment for last 3 fiscal years from the relevant authority.
- **Annex G** Certificate from the gas off-taker.

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ANNEX A-1: SHORTLISTING COVER LETTER

[INSERT DATE]

To:

Managing Director,
Rupantarita Prakritik Gas Company Limited (RPGCL)
RPGCL Bhaban, Plot# 27, New Airport Road, Khilkhet
Dhaka-1219, Bangladesh.

From: [INSERT APPLICANT NAME & ADDRESS]³

The Applicant, [INSERT NAME], through this letter is requesting participation in the shortlisting process for that certain Land-based LNG Terminal and associated works at Moheshkhali, Cox's Bazar or Payra, Patuakhali or any other place of Bangladesh (the "Project").

The Applicant hereby declares, in accordance with Section II-H of the Shortlisting Document that is:

- (a) Authorizes RPGCL to proceed with the due diligence necessary to verify the information presented by the Applicant in connection with the shortlisting process, including making inquiries as provided in Section 3.3 of Section II-H;
- (b) Confirms the accuracy and completeness of the information presented by the Applicant in this Qualification Statement and otherwise in connection with the shortlisting process;
- (c) Has not participated in the shortlisting process for the Project through another Applicant either directly or through its subsidiaries and/or affiliates.

The Applicant confirms that it accepts the shortlisting criteria as stipulated in the Shortlisting Document dated [INSERT DATE OF SHORTLISTING DOCUMENT] in relation to the implementation of the Project and irrevocably waives any right to seek and obtain any court injunction or restraining order against RPGCL/PETROBANGLA, the Government of the People's Republic of Bangladesh or Ministry of Power, Energy and Mineral Resources or any other government authority involved in the implementation of the Project to prevent or restrain the shortlisting process, the holding of a tender, the award of any related contract or any proceedings related thereto. Further, the Applicant irrevocably waives any rights of recovery that it may have now or that may arise in the future against, and releases, RPGCL, PETROBANGLA, the Government of the People's Republic of Bangladesh and Ministry of Power, Energy and Mineral Resources and each and every Bangladesh government authority from any and all claims for any loss it may suffer in relation to any acts or omissions, whether in tort, negligence, strict liability, breach of contract or otherwise, by RPGCL, PETROBANGLA, the Government of the People's Republic of Bangladesh or Ministry of Power, Energy and Mineral Resources or any other government authority involved in the implementation of the Project in connection with the shortlisting process as provided herein and as contemplated hereby.

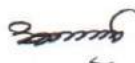
Yours sincerely,

[Name of Applicant]^{1/2}

¹ Consortium or Joint Venture Applicants should have each Member of the consortium execute the cover letter.

² This form to be notarized.

³ Consortium Applicants should include the name and address of each Member of the consortium.



ANNEX A-2: SHORTLISTING/QUALIFICATION STATEMENT FORM

Date of submission: _____

A: Applicant Details

Name: _____

Jurisdiction of Incorporation: _____

Type of Organization: corporation/partnership/limited liability company/other: _____

Mailing Address¹:

Telephone number: _____

Fax number: _____

Contact details of representative to whom correspondence should be addressed:

Name: _____

Mailing Address: _____

Telephone number: _____

Fax number: _____

(For consortium or Joint Venture Applicants)

Lead Member:

_____ Shareholding: _____ %

Operating Member:

_____ Shareholding: _____ %

Other Members:

_____ Shareholding: _____ %

_____ Shareholding: _____ %

_____ Shareholding: _____ %

The Applicant should attach certified copies of the documents required as Annex A and Annex B (if applicable) to this Qualification Statement.

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B: Financial Criteria

- (1) Does the Applicant (or, in the case of a consortium or Joint Venture Applicant, the Lead Member) have total assets equal to or exceeding US\$ 500 Million and a net worth equal to or exceeding US\$ 200 million? Yes No

Applicants responding affirmatively to Question 1 should provide their audited balance sheets (or, in the case of a consortium or Joint venture Applicant, the audited balance sheets of the Lead Member) for the most recent financial year as Annex C to this Qualification Statement. Applicants responding affirmatively to Question 1 may proceed directly to Question 3 below.

- (2) Applicants who did not respond affirmatively to Question 1 should provide the following additional information (please complete the table and then answer the questions below):

Applicant/In Millions	Applicant (or, in the case of a consortium or Joint Venture Applicant, the Lead Member)			Member A			Member B		
	Year 1	Year 2	Year 3	Year 1	Year 2	Year 3	Year 1	Year 2	Year 3
Year									
Net Income in Local Currency									
Foreign Exchange Rate									
Net Income (in million USD)									
Current Assets									
Current Liabilities									
Current Ratio									

- (a) Has the Applicant (or, in the case of a consortium or Joint Venture Applicant, each Member of the consortium or Joint venture) demonstrated profitability for two of its last three fiscal years? Yes No
- (b) Does the Applicant (or, in the case of a consortium or Joint Venture Applicant, each Member) have a Current Ratio of no less than 1:1 (for 2 (two) of the last 3 (three) fiscal years)? Yes No

Applicant/ In Millions	Applicant (or, in the case of a consortium or Joint Venture Applicant, the Lead Member)			Member A			Member B		
	Year 1	Year 2	Year 3	Year 1	Year 2	Year 3	Year 1	Year 2	Year 3
Year									
Total Asset									
Total Liability									
Net Worth									
Required Net Worth (USD 200 million X --% of equity share/100%)									

- (c) Does the Applicant have a Net Worth (for each two of the last 3 fiscal years) of no less than US\$ 200 million or in case of consortium or Joint Venture Applicant each

2011/16

Member of the consortium or Joint Venture has a net worth of no less than the required proportionate Net Worth, calculated as US\$ 200 million multiplied by the percentage of such Member's equity share commitment in the consortium or Joint Venture (Project Company) and divided by 100% or in the case where a less than 5% equity Member can not satisfy the Net Worth requirement, has the Lead Member or Operating Member provided the required undertaking? _____

Yes _____ No

Applicants are required to respond affirmatively to each of parts (a) through (d) of Question 2 in order to meet the financial criteria for the shortlisting process. Applicants (or in case of consortium or Joint Venture, each Member) should provide their certified audited balance sheets for the three most recent financial years as Annex D to this Qualification Statement. If the Applicant is a consortium or Joint Venture, the net worth requirement mentioned in Section 2.2.2 shall be divided among the consortium or Joint Venture Members, proportionate to their equity share commitment in the consortium or Joint Venture (Project Company). All Members of the consortium or Joint Venture are required to fulfill the Net Worth requirement in proportion to their equity share commitment in the consortium or Joint Venture (Project Company).

- (3) Please list one or more hydrocarbon project in respect of which the Applicant (or, in the case of a consortium or Joint Venture Applicant, the Lead Member) has raised equity financing of at least US\$ 500 million in the aggregate in the past ten years:

Project Name	Off-taker Name	Location	Country	Completion Date	Amount Raised (US\$m)

- (4) Please list one or more hydrocarbon project in respect of which the Applicant (or, in the case of a consortium or Joint Venture Applicant, the Lead Member) has raised debt financing of at least US\$ 1250 million in the aggregate in the past ten years:

Project Name	Off-taker Name	Location	Country	Completion Date	Amount Raised (US\$m)

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C: Technical Criteria

Operating Experience:

- (1) Please list all Land based LNG Terminal projects in respect of which the Applicant (or, in the case of a consortium or Joint Venture applicant, the Operating Member (or the Lead Member)) has successfully owned and/or operated in the past 10 (ten) years:

Project Name	Off-taker Name	Location	Country	Completion Date	Mtpa

- (2) Please list each land-based LNG Terminal projects with a capacity of 2 Mtpa or more. In respect of which the Applicant (or, in the case of a consortium or Joint Venture applicant, the Operating Member (or the Lead Member)) has successfully owned and/or operated over a period of not less than past 1 (one) year:

Project Name	Off-taker Name	Location	Country	Completion Date	Mtpa

- (3) Do all of the projects cited in the response to questions (1) and (2) above meet the criteria for "successful" operation and management set out in Section 3.1.2 of Section II-H of the Shortlisting Document? Yes No
- (4) Have the calculations of Mtpa for purposes of the responses to questions (1) and (2) above been made in accordance with the requirements of Section 3.1.3 of Section II-H of the Shortlisting Document? Yes No

Development Experience:

- (5) Does the Applicant (or, in the case of a consortium or Joint Venture applicant, the Lead Member or the Operating Member) personally meet the development experience requirements of Section 3.2 of Section II-H of the Shortlisting Document? Yes No

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- (6) Please list all Land based LNG Terminal projects in respect of which the Applicant (or, in the case of a consortium or Joint Venture applicant, the Lead Member or the Operating Member) has successfully developed over the past ten years:

Project Name	Off-taker Name	Location	Country	Completion Date	Mtpa

- (7) Do all of the projects cited in the response to questions (6) above meet the criteria for "successful" Capacity of Mtpa set out in Section 3.2.2 of Section II-H of the Shortlisting Document?

Question: _____ Yes _____ No

- (8) Name and contact information (including e-mail address and phone number) for a representative of the off-taker for each project identified above in this Section C that is knowledgeable about the identified project:

Project Name (same as above)	Off-taker Name (same as above)	Name of Off-taker Representative	E-mail Address for Off-taker Representative	Phone Number for Off-taker Representative

- (9) Have the calculations of Mtpa for purposes of the responses to questions (6) above been made in accordance with the requirements of Section 3.2.3 of Section II-H of the Shortlisting Document?

Question: _____ Yes _____ No

D: Qualifications of Related Companies

If the financial, development or operating qualifications and/or experience of a majority-owning parent or majority-owned sister company are included in the Qualification Statement to satisfy the financial, development or operating experience requirements of the Applicant, is the necessary Undertaking of the parent or sister company, as the case may be, addressed to RPGCL included in the Qualification Statement?

Example

E: Other Criteria

Please provide details on any disputes with any governmental entity or off-taker relating to any LNG Terminal project where (i) the amount in dispute is at least US\$ 50 million (or equivalent) or (ii) termination of a material project agreement is sought. Please note whether such disputes either were not resolved in favor of the Applicant over the past 10 years or are still pending. Answers may be submitted on a separate page if necessary.

Year	Nature of dispute	Outcome	Damages payable

F: Attestations

We hereby certify and confirm that, as of the date of this Qualification Statement, all of the information provided herein (including all information provided in Section D hereof with respect to Material Adverse Disputes and all supporting documentation annexed hereto) is true, correct and complete.

Signed by:

Authorized Signatory



**ANNEX TO QUALIFICATION STATEMENT
SUPPORTING DOCUMENTATION TO BE FURNISHED BY APPLICANT**

We hereby submit for your examination and consideration each of the following documents:

- Annex A** Certified true copies of the constitutional documents of the Applicant (or, in the case of a consortium Applicant, constitutional documents of each Member of the consortium or Joint Venture), together with certified English language translations of such documents where the originals of such documents are not in the English language.
- Annex B** (only for consortium or Joint Venture Applicants) Certified true copy of a term sheet detailing the terms on which the consortium or Joint Venture has been or will be established, which should include the following information:
- Identification of the Lead Member and Operating Member of the consortium or Joint Venture; and
 - Extent of shareholding of each Member in the consortium or Joint Venture.
- Annex C** (only for Applicants who have responded affirmatively to Question 1 of Part B of the Qualification Statement) Certified true copies of the Applicant's audited balance sheets (or, in the case of a consortium or Joint Venture Applicant, the audited balance sheets of the Lead Member) for the most recent financial year, which should be prepared in accordance with International Accounting Standards (IAS) or GAAP evidence total assets equal to or in excess of US\$ 500 million and Net Worth equal to or in excess of US\$ 200 million.
- Annex D** (for Applicants who did not respond affirmatively to Question 1 of Part B of the Qualification Statement) Certified true copies of the Applicant's audited balance sheets (or, in the case of a consortium or Joint Venture Applicant, the audited balance sheets of each of the consortium Joint Venture Member) for the past three fiscal years, which should be prepared in accordance with International Accounting Standards (IAS) or GAAP demonstrate the following:
- Profitability in two of the last 3 fiscal years;
 - A Current Ratio (i.e., current assets divided by current liabilities) in 2(two) of the last 3 (three) fiscal years of no less than 1:1; and
 - A Net Worth (proportionate to shareholding) equal to or in excess of US\$200 million for each two of last three fiscal years
- Annex E** Documents in support of raising equity and debt; and project development and operating experience, including the necessary Undertakings if the financing, project development or operating qualifications and/or experience of a parent or sister company of an Applicant (or a consortium Applicant Member) is used.
- Annex F** (Only for local Applicants, (in case of consortium or Joint Venture, each local Member of the Consortium or Joint Venture)) Tax payer Identification No. (TIN) and certificate of income tax payment for last 3 fiscal years from the relevant authority.
- Annex G** Certificate from the gas off-taker.

Zamko

ANNEX A-3: SIGNING AUTHORIZATION

[INSERT DATE]

To:

Managing Director,
Rupantarita Prakritik Gas Company Limited (RPGCL)
RPGCL Bhaban, Plot# 27, New Airport Road, Khilkhet
Dhaka-1219, Bangladesh.

From: [INSERT APPLICANT NAME & ADDRESS]⁵

Dear Sir:

We refer to our Qualification Statement in respect of that certain LNG Terminal and associated works at Matarbari, Coxs bazar of Bangladesh.

We hereby confirm that the following person(s) is/are authorized to execute the Qualification Statement, together with any other documents delivered to you in connection therewith, on our behalf:

<u>Name</u>	<u>Passport Number /Country of Issue</u>	<u>Specimen Signature</u>

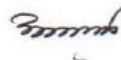
We confirm that we will be responsible for any representations and/or statements made in any documents delivered to you in connection with the shortlisting process which are executed by the above person(s).

Yours sincerely,

[Name of Applicant]⁶

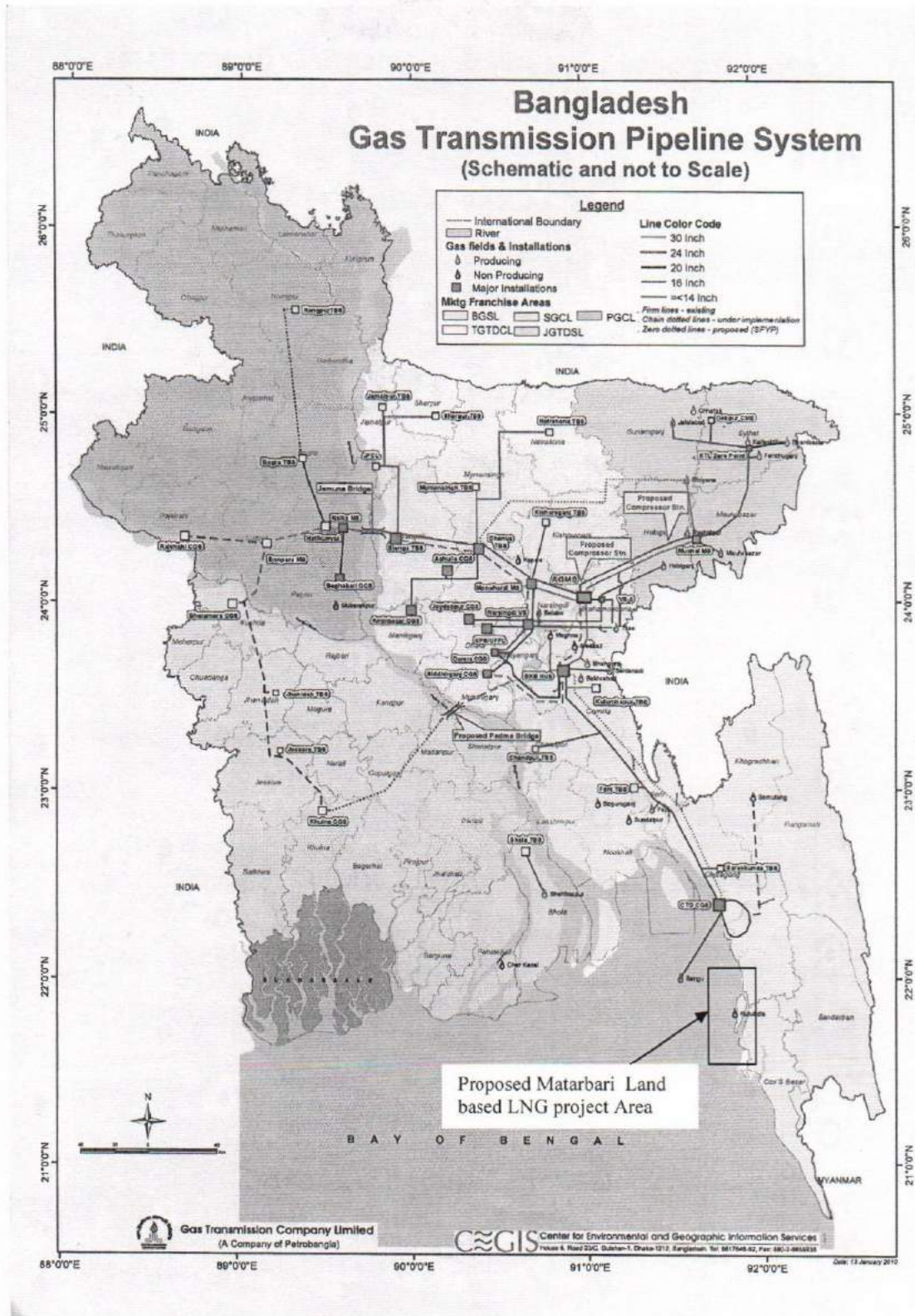
⁵ Consortium or Joint Venture Applicants should include the name and address of each Member of the consortium or Joint Venture.

⁶ Consortium or Joint Venture Applicants should have each Member of the consortium or Joint Venture executes this letter.



APPENDIX 1

BANGLADESH AREA MAP



পেট্রোল

APPENDIX 2

ECONOMIST'S ONLINE ARCHIVE OF PUBLISHED EXCHANGE RATES

<http://www.economist.com/markets/currency/>

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