



REPÚBLICA DEMOCRÁTICA DE TIMOR-LESTE

TIBAR BAY PORT

INVITATION TO PREQUALIFY

The Government of Timor-Leste represented by the Ministry of Finance and the Ministry of Transport and Communications, is seeking to award a project for a Public Private Partnership (PPP) for the design, construction, financing, and operation of the Tibar Bay Port under a Build Operate Transfer (BOT) concession through an international public tender limited by prequalification, in accordance with Timor-Leste law and international best practice, and is inviting interested eligible parties to submit a prequalification application.

This document is a prequalification announcement and the eligibility criteria to submit a prequalification application as well as the technical and financial criteria to be met in order to successfully prequalify for the project are set out in the prequalification documents. Participation in this pre-qualification process is open to all interested international and national prospective bidders. The attention of prospective bidders is drawn to the qualification requirements detailed in the prequalification documents.

It is foreseen that the Tibar Bay Port will be constructed in Tibar Bay, Timor-Leste, and that construction will be completed and operations will begin by 2016-17.

The prequalification documents are available in English, free of charge at the National Procurement Commission and can also be downloaded from the following websites:

<http://timorpppinvestor.wordpress.com/>

<http://www.mof.gov.tl/>

Prospective bidders may obtain further information from:

<p><u>The public service:</u></p> <p>Mr. Aniceto DO ROSARIO Project Evaluation Team</p> <p>Comissão Nacional de Aprovisionamento Avenida dos Direitos Humanos Dili, Timor-Leste</p> <p>Telephone: +670 77327543</p>	<p><u>Or from:</u></p> <p>Mr. Chris BLEAKLEY Transaction Leader</p> <p>International Finance Corporation Level 18, 14 Martin Place Sydney NSW, Australia</p> <p>Telephone: +612 9235 6513</p>
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Email: adorosario@npc.gov.tl Copy to: rrillo@npc.gov.tl (Charles Kendall) Copy to: cbleakley@ifc.org	Mobile: +61 404 893 335 Email: cbleakley@ifc.org Copy to: dratnanayagam@ifc.org
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Prequalification applications must be received in the Tender Box located at: Comissão Nacional de Aprovisionamento, Avenida dos Direitos Humanos, Dili, Timor-Leste no later than 1500 hours local time on 25 November 2013. Late applications will be rejected.

Prequalification applications will be assessed by the Project Evaluation Team. It is expected that the announcement of the results of the prequalification will take place on 12 December 2013.

Made on 21 October 2013 in Dili and authorized by the National Procurement Commission on behalf of the Tibar Bay Port PPP Project Evaluation Committee.



REPÚBLICA DEMOCRÁTICA DE TIMOR-LESTE

PREQUALIFICATION DOCUMENT

TIBAR BAY PORT PPP PROJECT

21 October 2013

IMPORTANT NOTICE

This Prequalification Document is provided to the recipient solely for use in preparing and submitting applications for prequalification in connection with the Tibar Bay Port PPP Project as described in Annex 2 herein (the "**Project**").

This Prequalification Document is being issued by the Government of Timor-Leste represented by the Ministry of Finance and the Ministry of Transport and Communications ("**Authority**") solely for use by prospective investors in connection with the Project. The Prequalification Document has been prepared with the assistance of the International Finance Corporation (IFC) acting as a Transaction Advisor on the Project, supported by legal advisors, Gide Loyrette Nouel (international counsel) and AFG (local counsel) and technical advisors, Hamburg Port Consulting GmbH.

Neither any of these entities, nor their consultants make any representation (expressed or implied) or warranties as to the accuracy or completeness of the information contained herein, or in other document made available to a person in connection with the tender process for the Project and shall have no liability for this Prequalification Document or for any other written or oral communication transmitted to the recipient in the course of the recipient's evaluation of the Project. Neither any of these entities, nor their consultants will be liable to reimburse or compensate the recipient for any costs nor expenses incurred by the recipient in evaluating or acting upon this Prequalification Document or otherwise in connection with the Project as contemplated herein.

This Prequalification Document does not constitute a solicitation to invest, or otherwise participate, in the Project. The Authority reserves its right, in its full discretion, to modify the Prequalification Document and/or the Project at any time to the fullest extent permitted by law, and shall not be liable to reimburse or compensate the recipient for any costs nor expenses incurred by the recipient in such an event.

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1. DEFINITIONS

Authority	means the Government of Timor-Leste represented by the Ministry of Finance and the Ministry of Transport and Communications
APORTIL	means the Port Authority and the Port Operator of Timor-Leste
Bidding Committee	has the meaning assigned thereto in Clause 7.1
Bidding Process	means the competitive bidding process implemented by the Authority in order to choose a private party to undertake the Project as set forth in Clause 2.1
Consortium	means the form a Prospective Bidder may take to submit a Prequalification Application when it is made up of several companies, firms, corporate bodies or other legal entities as set forth in Clause 3.1.1
Consortium Member or Member	means any of the Lead Member, or any other member of a Consortium
Data Sheet	means the data sheet attached as Annex 1 (<i>Data Sheet</i>)
Estimated Timetable	has the meaning assigned to it in Clause 4.2.1
Equity	in relation to a company, the shareholder funding of that company, consisting of the aggregate of: <ol style="list-style-type: none">a) the paid up share capital in the issued share capital of the company;b) the amount standing to the credit of the share premium account in the company; andc) the principal amount of loans (including any capitalised interest) lent to the company by its shareholders, subordinated or to be subordinated as may be required by the principal external debt financiers of the company
IFC	means the International Financial Corporation, a member of the World Bank Group
IFC Coordinator	has the meaning set forth in Clause 2.3
Invitation for Prequalification	means the announcement published in <i>Independente</i> , www.dgmarket.com , as well as in two international distribution newspapers of recognized prestige and on the website of the Authority (www.mof.gov.tl), inviting all Prospective Bidders to prequalify for the Project
Lead Member	has the meaning set forth in Clause 3.2.1
Non-Prequalified Bidder	means the Prospective Bidder whose Prequalification Application has not been determined to meet the Prequalification Criteria in accordance with Clause 7.3.2
Project	has the meaning assigned thereto in Clause 2.1 and Annex 2 (<i>Project Description</i>)

Prequalification Application	has the meaning assigned thereto in Clause 5.2
Prequalification Application Submission Deadline	has the meaning assigned thereto in Clause 6.3.1.
Prequalification Criteria	means the Technical Criteria and Financial Criteria set forth in Annex 4 (<i>Prequalification Criteria</i>)
Prequalification Document	means this prequalification document sent by the Authority to all Prospective Bidders having requested it after the publication of the Invitation for Prequalification.
Prequalified Bidder	means the Prospective Bidder whose Prequalification Application has been determined to meet the Prequalification Criteria in accordance with Clause 7.3.2
Project Company	has the meaning assigned thereto in Clause 3.3.
Prospective Bidder	means any person that has requested the Prequalification Document and wishing to submit a Prequalification Application as set forth in Clause 2.2
Related Companies	has the meaning assigned thereto in Clause 5.3
Timor-Leste	means the Democratic Republic of Timor Leste
Timor-Leste Law	means the Constitution, laws, decisions or regulations and other forms of primary and secondary legislation which are in force in Timor-Leste, as well as the final and binding judgments, orders and decisions of any court of last instance of competent jurisdiction in Timor-Leste, including the international conventions applicable in Timor-Leste in accordance with the Constitution.

2. INTRODUCTION

- 2.1** The Government of Timor-Leste represented by the Ministry of Finance and the Ministry of Transport and Communications, is seeking to award a project for the Tibar Bay Port PPP (the "**Project**") through a fair and transparent competitive bidding process in accordance with the Timor-Leste Law and international best practice (the "**Bidding Process**"). The Project is further detailed in Annex 2 (*Project Description*).
- 2.2** All persons having requested this Prequalification Document in response to the announcement published in *Independente*, www.dgmarket.com, as well as in two international distribution newspapers of recognized prestige and on the website of the Authority (www.mof.gov.tl) (together the "**Invitation for Prequalification**"), are hereby invited to submit a Prequalification Application (each a "**Prospective Bidder**").
- 2.3** The Authority has engaged IFC to act as Transaction Advisor for the Project. Prospective Bidders shall copy any correspondence sent to the Authority with respect to the Bidding Process to the IFC coordinator as indicated in the Data Sheet (the "**IFC Coordinator**").

- 2.4 This Prequalification Document is issued in accordance with and subject to Decree-Law No. 10/2005 setting out the procurement legal regime (as amended) ("**Decree-Law No. 10/2005**").

3. PROSPECTIVE BIDDERS

3.1 Form of Prospective Bidder

- 3.1.1 A Prospective Bidder may either be a single legal entity or take the form of a consortium made up of several companies, firms, corporate bodies or other legal entities (a "**Consortium**").
- 3.1.2 Prospective Bidders may change their composition after they submit their Prequalification Application without a prior written consent of the Authority to the extent that they comply with the conditions set out in Clause 3.2. However, a Consortium may not change its Lead Member. In application of the foregoing:
- (a) a single legal entity Prospective Bidder may transform itself into a Consortium provided that the relevant Prospective Bidder becomes the Lead Member of such Consortium and the Consortium complies with the conditions set out in Clause 3.2, and
 - (b) a Consortium may add or subtract Members subject to compliance with Clause 3.2 (and to the extent that the Lead Member remains the same).
- 3.1.3 Any change to the form of a Prospective Bidder not expressly authorized under this Clause 3.1 shall require the prior written consent of the Authority. The Authority shall be entitled to withhold its consent if the proposed change may affect (a) the fulfilment by the Prospective Bidder of the Prequalification Criteria, or (b) further, the capacity of the Prospective Bidder to implement its bid, or (c) the principles applicable to the Bidding Process according to Timor-Leste Law.

3.2 Rules Applicable to Consortia

3.2.1 Lead Member

A Consortium shall appoint and authorize one of its members to represent and irrevocably bind all Members of the Consortium in all matters related to the Bidding Process for the Project, including but not limited to the submission of the Prequalification Application on behalf of the Consortium (the "**Lead Member**").

The Lead Member shall comply with the following requirements:

- (a) It shall be a port operator which fulfills, on a stand-alone basis, the Technical Criterion n°2, as set out in Section 1.2 of Annex 4 (*Prequalification Criteria*); and
- (b) It shall hold individually at least forty per cent (40%) of the equity interest and voting rights in the future Project Company and shall be the largest shareholder of the Project Company and shall retain effective control over the technical and operational activities of the Project Company. The conditions related to the shareholding of the Lead Member during the life of the Project will be set out in detail in the draft concession agreement which shall be made available to the Prequalified Bidders with the Bidding Documents; and
- (c) It shall comply with any other obligation applicable to Lead Members as expressly provided for in this Prequalification Document.

3.2.2 Other Member(s)

A Consortium may have other Members which do not meet any of the Prequalification Criteria or which meet the Technical Criterion n°1 or the Financial Criteria, as set out in Sections 1.1 and 2 of Annex 4 (*Prequalification Criteria*), which have not been fulfilled by the Lead Member alone. Such other Consortium Members must comply with all other requirements of this Prequalification Document (including without limitation the requirements of Clauses 3.4 (*Participation Restrictions*) and 3.5 (*Ineligibility of Prospective Bidder*)).

3.2.3 Liability of Consortium Members

All Members of the Consortium shall have joint and several liability for the purpose of the Project.

3.2.4 Maximum number of Consortium Members

A Consortium shall not be comprised of more than ten (10) Consortium Members.

3.3 Shareholding of the Project Company

The Prospective Bidder that will be awarded the Project upon completion of the Bidding Process shall incorporate a special purpose limited liability company under the Timor-Leste Law to undertake the Project (the "**Project Company**"), as will be further clarified to the Prequalified Bidders.

If the Prospective Bidder is an individual entity, it shall hold at least forty per cent (40%) of the equity interests and voting rights in the future Project Company and shall be the largest shareholder of the Project Company and shall retain effective control over the technical and operational activities of the Project Company. The conditions related to the shareholding of the Prospective Bidder during the life of the Project will be set out in detail in the draft concession agreement which shall be made available to the Prequalified Bidders with the Bidding Documents.

If the Prospective Bidder is a Consortium, each Member of the Consortium shall comply with the shareholding requirements specified in Clauses 3.2.1 and 3.2.2 at any time during the period of time to be further specified.

3.4 Participation Restrictions

- 3.4.1** No individual Prospective Bidder or Consortium Member may prequalify if it owns more than five per cent (5%) of the shares (directly or indirectly, in terms of voting

rights and/or rights to dividends) of another individual Prospective Bidder or Member of another Consortium or any of their respective Related Companies.

3.4.2 No individual Prospective Bidder or Consortium Member may prequalify if it has any representative on the board of directors of another individual Prospective Bidder or Member of another Consortium.

3.4.3 No individual Prospective Bidder or Consortium Member may prequalify if any of the Authority's officers, employees, agents, advisors or external consultants holds any shares in the individual Prospective Bidder or a Consortium Member. Furthermore, no Prospective Bidder or Consortium Member may have a financial or a close relationship with any member of the Government of Timor-Leste or member of any agency of the Government of Timor-Leste, or through common third parties, involved in any way in the Bidding Process that may put the applicant in a position to have access to advantage information or may influence the results of the evaluations.

3.4.4 Notwithstanding Clause 3.4.1 and 3.4.2, an individual Prospective Bidder or Consortium may prequalify if it can present evidence that arrangements have been established such that any such cross shareholdings do not materially affect the independent investment decisions of the individual Prospective Bidder or Consortium in which such cross shareholding exists.

3.5 Ineligibility of a Prospective Bidder

3.5.1 If the Prospective Bidder or a Consortium Member has been barred by any state or local government or government entity in Timor-Leste or in any other jurisdiction to which the Prospective Bidder or a Consortium Member belongs, from participating in any project on a private participation basis (whether on a BOO/BOT basis or otherwise), and the bar subsists as on the Prequalification Application Submission Deadline, such entity shall not be eligible to submit a Prequalification Application, either individually or as a Consortium Member.

3.5.2 Any entity debarred by the World Bank Group from participating in any competitive bidding process, and whose name is published on <http://www.worldbank.org/debarr>, shall not be eligible to submit a Prequalification Application, either individually or as a Consortium Member. Furthermore a Prospective Bidder or a Consortium Member that has been sanctioned by the World Bank in accordance with the World Bank's Guidelines on Preventing and Combating Corruption in Projects Financed by IBRD Loans and IDA Credits and Grants, shall be ineligible to be awarded a World Bank-financed contract, or benefit from a World Bank-financed contract, financially or otherwise, during such period of time as the World Bank shall determine and therefore shall not be eligible to participate in the Bidding Process

3.5.3 A Prospective Bidder (and in the case of a Consortium, any Member) should not have, in the 5 (five) years preceding the Prequalification Application Submission Deadline, as regards projects on a private participation basis (whether on a BOO/BOT basis or otherwise):

- (a) been expelled from any project or contract by any public entity or authority; or
- (b) had any contract terminated by any government or government entity for breach by such Prospective Bidder or Consortium Member.

3.5.4 A Prospective Bidder (and in the case of a Consortium, any Member) shall not be under a declaration of ineligibility for corrupt and fraudulent practices issued by the

Government of the Democratic Republic of Timor Leste.

- 3.5.5** Government-owned enterprises in the Democratic Republic of Timor Leste may only participate if they are legally and financially autonomous, operate under commercial law, and are not a dependent agency of the Authority.

3.6 Cost

The Prospective Bidder shall bear all costs associated with the preparation and submission of its Prequalification Application, including, without limitation, all costs and expenses related to the Prospective Bidder's preparation of responses to questions or requests for clarification.

4. PREQUALIFICATION PROCESS

4.1 Clarification of Prequalification Document

- 4.1.1** A Prospective Bidder requiring any clarification on the Prequalification Document may send an electronic request for clarification to the Authority with a copy to the IFC Coordinator at the e-mail addresses indicated in the Data Sheet, no later than fourteen (14) days prior to the Prequalification Application Submission Deadline.

- 4.1.2** Electronic copies of the response, including an explanation of the query but not identification of its source shall be sent to all Prospective Bidders no later than seven (7) days before the Prequalification Applications Submission Deadline. The Authority may choose to provide a single response to a group of similar or repeated queries. The Authority further reserves the right not to respond to certain queries.

4.2 Timetable

- 4.2.1** The estimated timetable, from the issuance of this Prequalification Document to the completion of the Bidding Process (the "**Estimated Timetable**") is specified in Annex 3 (*Estimated Timetable*).

- 4.2.2** The Authority may, in its sole discretion and without prior notice to the Prospective Bidders, amend the Estimated Timetable. Prospective Bidders shall not rely in any way whatsoever on the Estimated Timetable and the Authority shall not incur any liability whatsoever arising out of amendments to the Estimated Timetable. The Authority shall notify the Prospective Bidders of changes to the Estimated Timetable.

5. PREPARATION OF PREQUALIFICATION APPLICATIONS

5.1 Language of Prequalification Application

The Prequalification Application prepared by the Prospective Bidder, and all correspondence and documents related to the Prequalification Application shall be in the language specified in the Data Sheet, with the exception that any pre-printed information (e.g. brochures) furnished by the Prospective Bidder may be written in another language, provided that it is accompanied by a certified translation of its pertinent passages in the language specified in the Data Sheet.

5.2 Content of Prequalification Application

Each Prospective Bidder shall submit evidence that it meets the Prequalification Criteria set out in Annex 4 (*Prequalification Criteria*).

The Prequalification Applications submitted by the Prospective Bidder shall comprise all the documents specified in Annex 5 (*Content of Prequalification Application*), in the format prescribed therein.

5.3 Submission of Evidence from Related Companies

The Prospective Bidder, or if the Prospective Bidder is a Consortium, the Consortium Lead Member, may include evidence of projects undertaken by one or several Subsidiary, Parent or Sister Companies (the "**Related Companies**") to satisfy the Prequalification Criteria.

For purposes of the above:

- a "Subsidiary Company" means any corporate entity Controlled by the Prospective Bidder, or if the Prospective Bidder is a Consortium, by the relevant Consortium Member,
- a "Parent Company" means any corporate entity which Controls the Prospective Bidder, or if the Prospective Bidder is a Consortium, the relevant Consortium Member;
- a "Sister Company" means any corporate entity which is Controlled by the same Parent Company that Controls the Prospective Bidder, or if the Prospective Bidder is a Consortium, the relevant Consortium Member,

and "Control" means having, directly or indirectly, a majority of the voting securities and a majority representation in the Board of Directors (or other similar constituent body) of the given corporate entity.

In case the Prospective Bidder, or if the Prospective Bidder is a Consortium, the relevant Consortium Member, includes evidence of projects undertaken by one or several Related Companies, it shall submit, in addition to all other documentation required by Annex 5 (*Content of Prequalification Application*) in respect to the Prospective Bidder (or if the Prospective Bidder is a Consortium, the relevant Consortium Member), the documentation specified in Sections 1.4 to 1.6 of Annex 5 (*Content of Prequalification Application*) with respect to the Related Company.

In case the Prospective Bidder, or if the Prospective Bidder is a Consortium, the relevant Consortium Member, includes evidence of projects undertaken by one or several Sister Companies, it shall explain how in effect the experience of a Sister Company may benefit the future Project Company.

6. SUBMISSION OF PREQUALIFICATION APPLICATIONS

6.1 Format and Signing of Prequalification Applications

- 6.1.1** The Prospective Bidder shall prepare and submit one (1) printed original, two (2) printed copies and one (1) electronic copy (on CD-ROM/DVD-ROM or USB drive) of the complete Prequalification Application (clearly marking each one as "ORIGINAL", "COPY NO.1" and "COPY NO.2", and "ELECTRONIC COPY" as appropriate). In the

event of any discrepancy between the original and the copies (either paper or electronic), the original shall prevail.

6.1.2 The printed original and the two (2) printed copies of the Prequalification Application shall be typed or written in indelible ink and shall be signed by a person or persons duly authorized to bind the Prospective Bidder. All pages of the Prequalification Application, except for unamended printed literature, shall be numbered and shall be initialed by the person or persons signing the Prequalification Application.

6.1.3 The electronic copy (on CD-ROM/DVD-ROM or USB drive) shall include a table of contents, shall be free of any virus and shall contain non compressed and non-protected files in printable and reproducible PDF format.

For the avoidance of doubt, it is expressly specified that the CD-ROM/DVD-ROM or USB drive shall contain a scanned electronic copy in PDF format of the complete original Prequalification Application.

6.1.4 The Prequalification Application shall contain no alterations, omissions or additions, unless such corrections are initialed by the person or persons signing the Prequalification Application.

6.2 Sealing and Marking of Prequalification Applications

6.2.1 The Prospective Bidder shall seal the original and each copy of the Prequalification Application in separate envelopes, duly marking the envelopes as "PREQUALIFICATION APPLICATION - ORIGINAL" and "PREQUALIFICATION APPLICATION - COPIES". The envelopes shall then be sealed in an outer envelope. The outer envelope shall bear no identification of the Prospective Bidder.

The inner and outer envelopes shall:

- (i) be addressed to the Authority at the address specified in the Data Sheet.
- (ii) bear the following identification: "***PREQUALIFICATION APPLICATION FOR TIBAR BAY PORT PPP PROJECT: DO NOT OPEN BEFORE 15:00 HOURS DILI TIME ON 25 NOVEMBER 2013.***"

6.2.2 The inner envelopes shall also indicate the name and address of the Prospective Bidder (in case of a Consortium, the name and address of the Lead Member) to enable the relevant Prequalification Application to be returned unopened in the event that it is declared "late".

6.2.3 If the outer envelope is not sealed or marked as above, the Authority shall assume no responsibility for the misplacement or premature opening of the Prequalification Application. If the outer envelope discloses the Prospective Bidder's identity, the Authority shall not guarantee the anonymity of the Prequalification Application submission, but this disclosure shall not constitute grounds for Prequalification Application rejection.

6.2.4 For the avoidance of doubt, it is expressly specified that the Prospective Bidders shall not be allowed to submit their Prequalification Applications by e-mail.

6.3 Prequalification Application Submission Deadline

6.3.1 Prequalification Applications shall be submitted to the Authority at the address specified in the Data Sheet no later than the time and date stated in the Data Sheet

("Prequalification Application Submission Deadline").

Any Prequalification Application received by the Authority after the Prequalification Application Submission Deadline shall be rejected and returned unopened to the Prospective Bidder.

- 6.3.2 The Authority may, at its discretion, extend the Prequalification Application Submission Deadline by issuing an amendment, in which case all rights and obligations of the Authority and the Prospective Bidders previously subjected to the original deadline will thereafter be subject to the deadline as extended.

7. PREQUALIFICATION APPLICATIONS OPENING AND EVALUATION

7.1 Bidding Committee

7.1.1 The Authority has set up a Project Evaluation Team, comprising among others representatives from the Ministry of Finance, the Ministry of Transport and Communications, the National Procurement Commission (Comissão Nacional De Aproveitamento) and IFC experts, which shall be responsible for conducting of the entire Bidding Process, and in particular for opening and evaluation of Prequalification Applications (the "**Bidding Committee**").

7.1.2 The members of the Bidding Committee shall be prohibited from participating directly or indirectly in the preparation and/or submission of any Prequalification Application, and shall be prohibited from providing any assistance to any Prospective Bidder for the purposes thereof, except as may be expressly provided herein.

7.2 Determination of Responsiveness

7.2.1 Prior to the evaluation of the Prequalification Applications in accordance with Prequalification Criteria, the Bidding Committee shall conduct a detailed examination of the Prequalification Applications in order to determine whether they are **substantially responsive** to the requirements set forth in the Prequalification Document.

For purposes of this determination, a substantially responsive Prequalification Application is the one that:

- (i) is complete, contain documents properly signed, and is generally in order; and
- (ii) conforms to all the terms and conditions of the Prequalification Document without material deviation, reservation or omission.

7.2.2 Prequalification Applications which have been determined not to be substantially responsive as set out in Clause 7.2.1 above shall be rejected.

7.3 Evaluation as per Prequalification Criteria

7.3.1 The Bidding Committee shall then carry out a detailed evaluation of the Prequalification Applications that have not been rejected as specified in Clause 7.2.2 above, in order to determine whether they meet the Prequalification Criteria.

7.3.2 A Prospective Bidder whose Prequalification Application is determined by the Bidding Committee to meet the Prequalification Criteria shall be designated as being

"Prequalified".

A Prospective Bidder whose Prequalification Application is determined by the Bidding Committee not to meet the Prequalification Criteria shall be designated as being "**Non-Prequalified**".

7.4 Clarification of Prequalification Applications

Where the Bidding Committee deems it convenient or necessary, it may request clarification and/or supplementary information or documentation from a Prospective Bidder (including each Member of a Consortium) for determining the responsiveness or evaluation of the relevant Prequalification Application. Whenever such request is made, the Prospective Bidder shall provide the same to the Bidding Committee by such date as may be specified by the Bidding Committee.

7.5 Waiver of Non-Conformities in Prequalification Applications

The Bidding Committee may waive any minor non-conformity or irregularity in a Prequalification Application which does not constitute a material deviation, and which does not prejudice or affect the determination of responsiveness or evaluation of the Prequalification Applications in accordance with the provisions of this Prequalification Document.

7.6 Evaluation to be Confidential

7.6.1 Information relating to the examination, clarification, evaluation and comparison of Prequalification Applications shall not be disclosed to Prospective Bidders or any other persons not officially concerned with such process until the result of the Prequalification has been officially announced.

7.6.2 Any effort by a Prospective Bidder to negotiate with or influence the Authority or the Bidding Committee's processing of Prequalification Applications may result in the rejection of the Prospective Bidder's Prequalification Application.

8. INVITATION FOR BIDS

At the end of the Prequalification Applications evaluation, the Authority shall either:

(a) notify a Prospective Bidder that it has been designated as being a Non-Prequalified Bidder as its Prequalification Application has been rejected on the grounds of being substantively non-responsive, or that it does not meet the Prequalification Criteria; or

(b) notify a Prospective Bidder that it has been designated as being a Prequalified Bidder and will receive an invitation for bids.

The specific details of the bidding process, including the deadline and content for submission of bids, will be specified in the bidding documents to be issued by the Authority on the date specified in the Estimated Timetable.

ANNEX 1 - DATA SHEET

The following specific data shall supplement the provisions of Prequalification Document.

Project Name	TIBAR BAY PORT PPP PROJECT
Name of Authority	MINISTRY OF FINANCE and the MINISTRY OF TRANSPORT AND COMMUNICATIONS
Address of Authority	Building no.5, Palacio do Governo Dili, Timor-Leste Tel. +670- 3311494 or 3331388 Email: ddsantos@mof.gov.tl Copy to: vpaiva@mof.gov.tl
Address for Submission of Prequalification Applications	PROJECT EVALUATION TEAM Comissão Nacional de Aprovisionamento Avenida dos Direitos Humanos Dili, Timor-Leste Mr. Aniceto do Rosario Tel. +670 77327543 Email: adorosario@npc.gov.tl copy to: rrillo@npc.gov.tl (Charles Kendall) copy to: cbleakley@ifc.org
IFC Coordinator	Chris Bleakley International Finance Corporation Tel: +61 2 92356513 Email: cbleakley@ifc.org Copy to: dratnanayagam@ifc.org
Language of Prequalification Applications	English or Portuguese
Number of Copies of Prequalification Applications	One (1) printed original; Two (2) printed copies; and One (1) electronic copy (CD-ROM/DVD-ROM or USB drive).
Prequalification Applications Submission Deadline	15:00 hours Dili Time on 25 November , 2013
Place and Time of Prequalification Applications Opening	PROJECT EVALUATION TEAM Comissão Nacional de Aprovisionamento Avenida dos Direitos Humanos Dili, Timor-Leste

ANNEX 2 - PROJECT DESCRIPTION

1. INTRODUCTION

The Government of Timor-Leste ("GoTL") wishes to select a private port partner to assist in the financing, construction and operation of the Tibar Bay Port. The International Finance Corporation ("IFC"), the private sector arm of the World Bank Group, was retained by the Government in May 2012 as Transaction Advisor for the Project. The Prime Minister has established a Ministerial Working Group, co-chaired by the Ministry of Finance ("MoF") and the Minister of Transport and Communication ("MoTC") to lead this project implementation.

2. PROJECT FACILITIES

The MoF and the MoTC intend to invite private sector participation, through a competitive bidding process, to enter into a PPP for the design, construction, financing, and operation of the Tibar Bay Port under a Build Operate Transfer (BOT) concession.

The expected capital costs over the life of the concession are US\$300-400 million. The Project is proposed to include the construction of the following infrastructure:

- (i) A two berth (630m) facility on the western side of Tibar Bay, meeting operational needs and minimizing costs and environmental/social impacts.
 - Container terminal to the west of the quay wall providing 500,000-600,000 TEU capacity. General cargo, customs and administration buildings to the south.
 - Terminal development undertaken in two phases with quay wall, dredging and reclamation completed in phase 1 and pavement and utilities completed over both phase 1 and phase 2. It is expected that the development of phase 2 will be solely driven by commercial imperatives and triggered by traffic volumes with the private investor being part of the decision making process.
- (ii) A long term design that includes:
 - An ultimate wharf design vessel of 7,000 TEUs (initial dredging needs to be sufficient to handle the 3,500 TEU vessels likely to call in the next 30 years).
 - Cargo handling based on a modern but flexible operational concept using rail-mounted and mobile quay cranes able to handle containers and general cargo.
 - Potential for further expansion if required in the long term (from 2044), although this expansion is not included in the concession.

3. PORT LAYOUT

The proposed port layout will be as follows:



4. CONTRACT DESCRIPTION

The Project is proposed to be structured as a 30-year PPP BOT contract between the GoTL and the private sector investor. The PPP contract will set out the rights and obligations of the parties, including technical and output specifications, service and performance standards, payment mechanisms, tariffs and adjustment mechanisms, monitoring and reporting procedures, dispute resolution procedures, penalties and termination procedures.

Under the proposed PPP structure, the GoTL and private sector investor will be responsible for initial capital investment. GoTL is prepared to contribute a significant proportion of the initial investment CAPEX (potentially subject to a limit which will be set out in the bidding documents to be issued by the Authority).

GoTL recognizes that the Project requires an injection of government funds to be commercially viable. The private sector investor will in turn be responsible for meeting the balance of the required financing, designing, constructing, and operating the port facility during the concession period, with assets returned to the Government at the end of the concession. The private sector investor will be also responsible for all operations phase capital expenditure. The contract will ensure that construction is delivered on-time and within budget with include clear performance standards and clear definition of the obligations of both parties.

GoTL will receive a share of the revenue through a royalty payment (per TEU) as well as navigation and dockage fees. Other revenue will go to the private investor.

5. TENDER PROCESS

At present, it is expected that the bidder will bid for the total Project at the outset even though the construction will be undertaken over two phases.

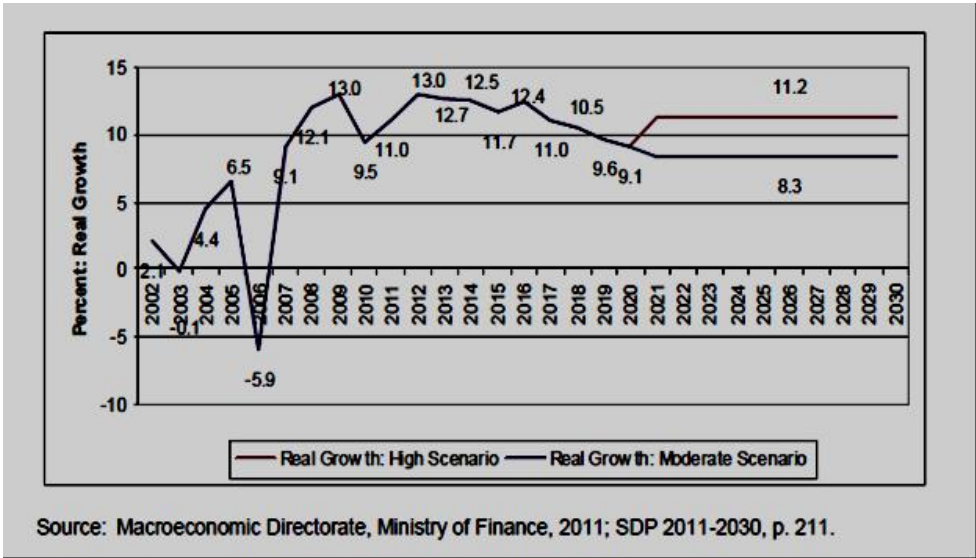
The Project will be awarded through a transparent bidding process. The winning bidder will be selected under an evaluation methodology designed and implemented with the assistance of IFC. Bidders will be required to submit a technical bid (setting out, inter alia, conceptual designs, a construction timetable, and proposed materials), which will be evaluated on a pass/fail basis, and a financial bid, which will be evaluated on the basis of the lowest subsidy required from GoTL.

6. BACKGROUND INFORMATION

The Democratic Republic of Timor-Leste, comprising the eastern half of Timor Island, is located in the Timor Sea with the western part of Timor Island forming part of Indonesia and with Australia located to the south. The capital, Dili, is served by non-stop flights (between 1-3 hours) from Australia (Darwin), Singapore and Indonesia (Denpasar).

The total land area is 14,609 sq km, which includes the small enclave of Oecussi in West Timor (78 sq km), Atauro Island (141 sq km) and Jaco Island (11sq km). The current population is around 1.1 million (2010 Census) with around 30% urban, of which, 75% live in Dili. The Government forecasts the population to grow at around 2.4% per year and reach 1.9 million in 2030.

In 2011, Timor-Leste had a non-oil GDP per capita of US\$840. The economy is dominated by mining (largely oil) at 80% of GDP, agriculture (4.5%) and financial services at 4.4%. Petroleum revenue is the main source of income for Timor-Leste, and in 2011, oil GDP exceeded non-oil GDP by three times.



The Petroleum Fund, a sovereign wealth fund where all petroleum revenues are credited, was in 2012 valued at US\$11.4 billion and had annual revenues of US\$2.1 billion. The Fund is the cornerstone of Timor-Leste’s resource management and budgeting framework. On the back of prudent use of these resources, Timor-Leste’s economy is growing strongly and IMF predicts real non-oil GDP growth of at least 10%, over the next 5 years.

Following more than 20 years of Timor-Leste struggling for its independence, Indonesia withdrew in 1999 and Timor-Leste gained independence in 2002, after a UN administered referendum was held. Timor-Leste has a semi-presidential political system with a judiciary based on a civil law code. The structure of administration consists of a President, a Council of Ministers or the executive led by the Prime Minister (the “Government”), a Parliament (where the Council of Ministers are not members) and the judiciary. Parliamentary elections are held every five years with the next one expected in 2017. At local level, the country is divided into 13 electoral districts. In August 2012, Xanana Gusmão, the Prime Minister, formed a new coalition government. The President, Taur Matan Ruak, is the head of state.

Commercial ports in Timor-Leste are administered and managed by the national port authority, APORTIL, a landlord port authority, under the supervision of the Ministry of Transport and Communication (MTC). Currently, Dili Port is the only port in Timor-Leste which handles international container and dry cargo traffic. Dili Port is congested, with very limited expansion possibilities (including space for storage). The Government intends to discontinue all commercial cargo handling operations at Dili Port as soon as the planned new port at Tibar Bay Port is operational, with the former expected to be made available for alternative tourism-based uses. Passenger services will remain at Dili Port so the new Tibar Bay operation can be dedicated to cargo operations.

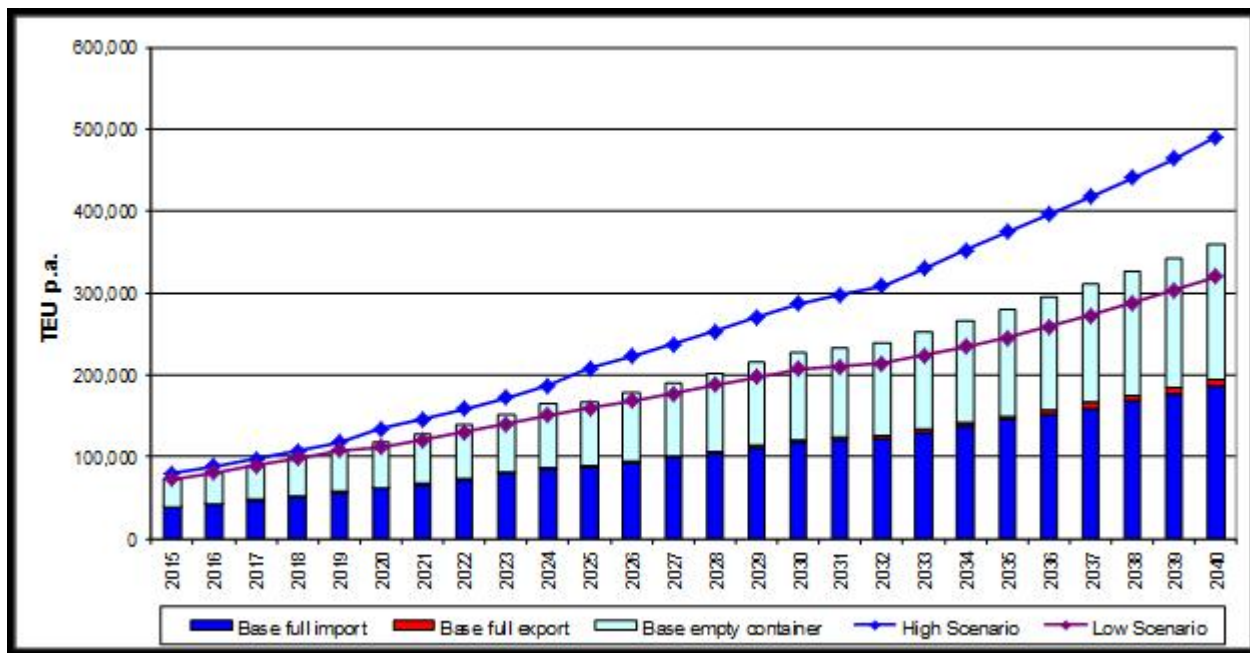
At Dili Port, APORTIL provides management (including vessel traffic control), storage and mooring services. All cargo handling services are managed by the private sector, with 10 existing stevedores (3 of which handle containers). The total quay length is 285 meters and the draft allows only for 3-4,000 dead weight tonnage vessels to berth. Given the draft and quay limitations, only small ships (typically multipurpose type and small feeder vessels with less than 500TEU capacity) are able to berth.

Port operations are dominated by imports, with exports accounting for between 2-5% of containers handled. In 2011, non-containerized dry cargo handled was around 250,000 tons of break-bulk cargo, such as rice and cement. In 2010, 234 vehicles were imported. From January to October 2012, non-containerized dry cargo handled amounted to 147,000 tons of break-bulk.

Container traffic at Dili Port has grown strongly over the past 5 years from 15,255 TEU in 2006 to 42,411 TEU in 2011, an average growth of 22.7 percent per annum. This growth is projected to increase further as Timor-Leste’s growing economy and population growth drive the demand for imports.

Traffic forecasts for the project were derived using a multiplier approach (combined non-oil GDP and population growth) as general forecasting basis:

- Reflecting estimated shares of staple good imports and other mainly Government driven imports respectively.
- Linear regression of past data revealed a multiplier of approx. 2.8
- Conservatively reflecting a decelerating relationship between GDP growth and container growth a multiplier of 2.5 has been applied for the forecasting period 2015 to 2025.
- Gradual further decrease in the multiplier to 1.5 (2025 to 2030), 1.3 (2030 to 2035) and 1.2 from 2035 onwards reflecting the end of the containerization process.
- These multipliers are broadly comparable to international experience (Philippines 2.7, Bangladesh 3.2, Kenya 2.1, Guatemala 2.3, Sudan 2.3), and yield the following demand forecast for Tibar Bay:



- Base case: most likely development (the new south coast port at Suai with up to 10% of total Timor Leste container traffic at end of forecasting period)
- High case: Additional transit (to Indonesia Timor) and transshipment traffic (no container handling in Suai)
- Low case: Stronger competition with planned Suai port (up to 20% of total market potential)

Tibar Bay is located 10km to the west of Dili and is sheltered from the prevailing winds, with an outer reef providing shelter from swells. The land is owned by Government and the existing access road into Dili is being upgraded with assistance from the Asian Development Bank (ADB).

As part of project preparation an existing draft Concept Master Plan was reviewed resulting in a 30 years Development Plan for the new deep sea Port at Tibar Bay which will meet the long term port development needs of Timor-Leste. The Development Plan includes the following items:

- Demand Forecasts: Containers and General Cargo traffic
- Design Vessel: Able to meet shipping lines' requirements over the 30 years planning horizon and used to determine harbour and quay dimensioning in the final development stage
- Alternative Locations: Consideration of seven possible positions of the cargo terminal within Tibar Bay to select the best option under operational, financial and environmental and social aspects
- Infrastructure Development Plan: Set the overall layout of required port facilities, as well as cargo handling requirements in order to meet traffic forecasts for a 30-year planning period
- Investment Plan: Initial and expansion capital expenditures (capex) required to implement recommended Infrastructure Development Plan

Important information: this Section 6 does not purport to contain all of the information that an interested party may need or desire. It has been prepared to assist interested parties in making their own evaluation. In all cases, interested parties should conduct their own investigations and analysis of the information set forth in this Section 6.

This Section 6 has been prepared by the International Finance Corporation ("IFC") on the basis of information obtained from public sources, including GoTL. Neither GoTL or any of its ministries, departments or agencies nor IFC or any of its agents, representatives or advisors makes any representation (express or implied) or warranty as to the accuracy or completeness of this Section 6 or

the information contained in this Section 6 and shall have no liability for it or for any other written or oral communication transmitted to or received by the recipient in the course of the recipient's evaluation of the proposed transaction. Only those particular representations and warranties which may be made by GoTL or its ministries, departments or agencies in a definitive written communication, when and if one is issued, and subject to such limitations and restrictions as may be specified in such communication, shall have any legal effect.

This Section 6 may contain certain interpretations, explanations and/or summaries of Timor Leste law, procedures or regulation prepared solely to acquaint the recipient with the matters described in a general manner only and not intended to be definitive or to disclose or deal with all aspects of such laws, decrees, regulations, licenses or other governmental authorizations that may be important to a recipient.

The GoTL reserves the right, in its sole discretion, to modify any of the information provided herein (to the extent permitted by law). Neither the GoTL, IFC nor any of their respective agents, representatives, advisors or consultants will be liable or responsible to any person for any cost or expense incurred in responding to the Prequalification Document on the basis of the information contained in this Section 6 or in any investigation or transaction, whether or not consummated, which may follow.

ANNEX 3 - ESTIMATED TIMETABLE

Activity	Target Date
Invitation for Prequalification	21 October 2013
Clarification Requests Submission Deadline	11 November 2013
Communication of Responses to Clarification Requests	18 November 2013
Prequalification Applications Submission Deadline	25 November 2013
Prequalification Evaluation Report Approval by the Authority followed by the final approval of the Cabinet	9 December 2013
Announcement of Prequalified Bidders	12 December 2013
Invitation for Bids / Issuance of Draft Bidding Documents / Data Room Opening	14 December 2013
Pre-Bid Conference / Prequalified Bidders Meetings	18 December 2013
Clarification Requests Submission Deadline	31 December 2013
Comments on Concession Contract Deadline	31 January 2014
Individual Meetings with Bidders	7 February 2014
Final Bidding Documents Issuance	25 February 2014
Bids Submission Deadline	10 April 2014
Bids Evaluation Report Approval by the Authority followed by the final approval of the Cabinet	15 May 2014
Announcement of Preferred Bidder	21 May 2014
Execution of the Project Agreement with Winning Bidder	31 May 2014

The timetable is presented for indicative purposes only.

ANNEX 4 - PREQUALIFICATION CRITERIA

1. Technical Criteria

The technical experience of the Prospective Bidder, or, if the Prospective Bidder is a Consortium, of the relevant Consortium Members, shall be documented in accordance with Annex 5 (*Content of Prequalification Application*).

1.1 Technical Criterion n°1 - Construction Experience

The Prospective Bidder, or if the Prospective Bidder is a Consortium, the Lead Member or another Member on its own, as the case may be, shall have direct (i.e. construction) or indirect (i.e. active supervision of subcontracted construction) experience in design, construction and successful commissioning of port infrastructure projects over the last ten (10) years:

- (a) one or several projects representing an aggregate amount of at least USD 500,000,000, and
- (b) at least one single greenfield project of an amount of at least USD 200,000,000.

1.2 Technical Criterion n°2 - Operation Experience

The Prospective Bidder, or if the Prospective Bidder is a Consortium, the Lead Member, shall have operated for a period of three (3) consecutive years at least two (2) small and / or medium sized container terminals, with a combined annual traffic of at least 250,000 TEU for all terminals, including at least one terminal with an annual traffic of 100,000 TEU or more, subject to the following conditions:

- (a) each relevant operation has not been terminated by the public authority as a result of any event listed under Clause 3.5 (*Ineligibility of a Prospective Bidder*) of this Prequalification Document; and
- (b) each relevant operation was in compliance with the following norms:
 - (i) ISO 9001 (Quality Management); and
 - (ii) ISPS (International Ship and Port Facility Security Code).
- (c) the operator shall have operated container terminals in more than one country.

2. Financial Criteria

The financial information of the Prospective Bidder, or, if the Prospective Bidder is a Consortium, of the relevant Consortium Members, shall be documented in accordance with Annex 5 (*Content of Prequalification Application*).

2.1 Financial Criterion n°1 - Average Net Worth

The Prospective Bidder or if the Prospective Bidder is a Consortium, Lead Member and any other Consortium Member in aggregate, as may be relevant, shall have an Average Net Worth of at least USD 150,000,000 over the last three (3) full financial years, provided that in case of a Consortium, the Lead Member's Average Net Worth shall account for at least fifty per cent (50%) of such aggregate amount.

For the purpose of this Annex 4 (*Prequalification Criteria*), Average Net Worth shall be calculated as follows:

Average Net Worth = the sum of the Net Worth for each of the last three (3) full financial years divided by three (3).

Net Worth = (paid-up share capital) *plus* (reserves) *minus* (revaluation reserves) *minus* (intangible assets) *minus* (miscellaneous expenditures to the extent not written off and losses carried forward).

2.2 Financial Criterion n°2 - Capital Raising / Financing Track Record

The Prospective Bidder or if the Prospective Bidder is a Consortium, the Lead Member and any other Consortium Member, as may be relevant, shall have successfully raised over the last ten (10) years capital or financing from non-Related Companies of an aggregate amount of at least USD 250,000,000 on a cumulative basis provided that:

- (a) such aggregate amount shall include a minimum of USD 75,000,000 raised in connection with one financing on a stand-alone basis; and
- (b) the capital or financing raised by the Lead Member shall account for at least fifty per cent (50%) of USD 250,000,000.

ANNEX 5 - CONTENT OF PREQUALIFICATION APPLICATION

A Prequalification Application shall contain all the following documents, presented in 4 separate parts as follows:

Part	Description
Part I	Prequalification Form and Other Documents required under Section 1 of this Annex 5
Part II	Consortia Documents (only if the Prospective Bidder is a Consortium) required under Section 2 of this Annex 5
Part III	Documents Demonstrating Compliance with Prequalification Criteria required under Section 3 of this Annex 5
Part IV	Optional, separately bound pre-printed literature as specified in Section 4 of this Annex 5

1. Part I - Prequalification Form and Other Documents

In Part I of the Prequalification Application, each Prospective Bidder shall provide the following:

- 1.1 A Prequalification Application signed by the Prospective Bidder (or if the Prospective Bidder is a Consortium, by the Lead Member) in the form attached hereto as Form A (*Prequalification Form*).
- 1.2 A written power of attorney in the form attached hereto as Form B (*Power of Attorney*), duly notarized, indicating that the person(s) signing the Prequalification Application has(ve) the authority to sign the Prequalification Application and to represent the Prospective Bidder in connection with the prequalification process for the Project.
- 1.3 Basic information on the Prospective Bidder (or each Member of a Consortium), as detailed in Form C (*Basic Information Form*), including an up-to-date list of shareholders of the Prospective Bidder (or one list for each Consortium Member).
- 1.4 A certified copy of Memorandum of Association and Articles of Association of the Prospective Bidder (or the Memorandum of Association and Articles of Association of each Member of a Consortium) and any amendments.
- 1.5 A valid extract of the Prospective Bidder's certificate of incorporation (or, if the Prospective Bidder is a Consortium, each of its Members').
- 1.6 An Affidavit, detailed in Form D (*Affidavit*), confirming that the Prospective Bidder or in the case of a Consortium, each Member of the Consortium:
 - (i) is not in bankruptcy or liquidation proceedings;
 - (ii) has not been convicted of fraud, corruption, collusion or money laundering, nor its directors or administrators;

- (iii) is not aware of any conflict of interest or potential conflict of interest arising from prior or existing contracts or relationships which could materially affect its capability to comply with the obligations under the Project;
- (iv) does not fall within any of the restrictions set out in Clause 3.4 (*Participation Restrictions*) or any of the circumstances for ineligibility listed in Clause 3.5 (*Ineligibility of Prospective Bidders*);
- (v) has not engaged, or is not engaging, in any conduct which may be in violation of Title VI of the Decree Law no. 19/2009; and
- (vi) does not fall under any of the circumstances listed in Article 29(1) of Decree-Law No. 10/2005.

2. Part II - Consortia Documents

A Prospective Bidder wishing to qualify as a Consortium shall submit its Consortium agreement, signed by the legal representatives of all its Members, as Part II of the Prequalification Application. The Consortium agreement shall contain at least the following information:

- (i) each member's binding commitment to the Consortium;
- (ii) identification of the Lead Member,
- (iii) identification of the proposed equity interests and voting rights that each Member of the Consortium would have in the future Project Company in compliance with the requirements of Clause 3.2.1 of this Prequalification Document;
- (iv) irrevocable power for the Lead Member to represent the Consortium and bind all its members in connection with the Prequalification Application and the Bidding Process.

3. Part III - Documents Demonstrating Compliance with Prequalification Criteria

In Part III of the Prequalification Application, each Prospective Bidder shall provide the following:

3.1 Evidence of Compliance with Technical Criteria

- 3.1.1 The Prospective Bidder, or if the Prospective Bidder is a Consortium, the relevant Consortium Member, shall provide sufficient detail and supporting documentary evidence on its (their) construction experience as required by Technical Criterion n°1 - Construction Experience, to enable the Bidding Committee to evaluate fulfilment of the Technical Criteria set forth in Section 1.1 of Annex 4 (*Prequalification Criteria*).

This information shall be provided in a table presented as follows:

Construction Experience Table

Company Name¹	Prospective Bidder's / Consortium Member's Role²	Location / Site	Project Type and Capacity	Project Value (in USD)	Date Signed	Date Completed	Evidence Provided and Contact for Reference
[add rows if necessary]							

¹ If Company Name is different from the name of the Prospective Bidder or the Consortium Member, please indicate relationship with the Prospective Bidder or the Consortium Member.

² The Prospective Bidder or the Consortium Member that presents evidence of indirect construction experience (i.e. supervision of subcontracted construction) shall also provide names and contact details of the construction companies employed for each project listed. The Prospective Bidder or the Consortium Member that participated in a joint venture or consortium for a project should indicate its financial or equity participation in the project as a percentage of the total participation of members.

- 3.1.2 The Prospective Bidder, or if the Prospective Bidder is a Consortium, the Lead Member, shall provide sufficient detail and supporting documentary evidence on its (their) operation experience as required by Technical Criterion n°2 - Operation Experience, to enable the Bidding Committee to evaluate fulfilment of the Technical Criteria set forth in Section 1.2 of Annex 4 (*Prequalification Criteria*).

This information shall be provided in a table presented as follows:

Operation Experience Table

Company Name³	Prospective Bidder's / Lead Member's Role⁴	Location / Site	Project Type and Annual Traffic (TEU)	Operation Period	Compliance with E&S Requirements⁵	Evidence Provided and Contact for Reference⁶
[add rows if necessary]						

³ If Company Name is different from the name of the Prospective Bidder or the Consortium Member, please indicate relationship with the Prospective Bidder or the Consortium Member.

⁴ The Prospective Bidder or the Lead Member that participated in a joint venture or consortium for a project should indicate its financial or equity participation in the project as a percentage of the total participation of members.

⁵ To specify whether any specific evidence has to be provided to demonstrate compliance with E&S requirements

⁶ The Prospective Bidder or the Lead Member shall provide the description of technical and operational experience at all the ports under its management and/or operation and shall provide documentary proof of its experience

3.2 Evidence of Compliance with Financial Criteria

The Prospective Bidder, or if the Prospective Bidder is a Consortium, the relevant Consortium Member, shall provide the required financial data, as evidenced by the most recent audited financial statements (IFRS compliant), which statements shall be for a period ending no more than three (3) years prior to the date of submission of the Prequalification Application, to enable the Bidding Committee to evaluate fulfilment of the Financial Criteria set forth in Section 2 of Annex 4 (*Prequalification Criteria*).

This information shall be provided in a table presented as follows:

FINANCIAL CRITERIA TABLES

3.2.1 AVERAGE NET WORTH

Prospective Bidder (or if the Prospective Bidder is a Consortium, the relevant Consortium Member)	
FINANCIAL YEAR	NET WORTH
Financial Year 1	
Financial Year 2	
Financial Year 3	
Total for Three Financial Years	
AVERAGE NET WORTH	Total / 3

3.2.2 CAPITAL RAISING / FINANCIAL TRACK RECORD

Company Name⁷	Prospective Bidder's / Consortium Member's Role	Location / Site	Project Type and Capacity	Amount of Financing (in USD)	Name of Lender/Financing Entity	Date	Evidence Provided and Contact for Reference
[add rows if necessary]							

⁷ If Company Name is different from your name, please indicate relationship with your company.

4. Part IV - Pre-printed Literature

If the Prospective Bidder wishes to provide pre-printed literature (e.g. brochures) about the Prospective Bidder or the Consortium Members, that pre-printed literature shall be contained in Part IV of the Prequalification Application only and shall be separately bound.

FORM A - QUALIFICATION FORM

Date: _____

Re: [name of the Project]

To: [name of the Authority]

Dear [Sir/Madam]

Pursuant to the Invitation for Prequalification dated 21 October 2013, [Name of Prospective Bidder] hereby submits its Prequalification Application in conformity with the Prequalification Document and requests to be considered for prequalification for the Project.

[Name of Prospective Bidder] hereby confirms that it:

- (a) has sufficient legal capacity to participate in the Bidding Process and enter into an agreement to carry the Project if selected as Preferred Bidder;
- (b) agrees to comply with all the bidding rules, laws and regulations governing the prequalification and the bid as issued by the relevant authorities from time to time;
- (c) accepts the right of the Authority/Bidding Committee to (i) request additional information reasonably required to assess the application, (ii) amend the procedures and rules or make clarifications thereof, and (iii) extend or amend the schedule of the Prequalification and the bid;
- (d) accepts the exclusive application of the laws of Timor-Leste with respect to these prequalification procedures.

[Name of Prospective Bidder] hereby represents and warrants that as of the date of this letter:

- (a) all of the information submitted in this Prequalification Application, including the enclosed forms and documents, is accurate in all respects;
- (b) [Name of Prospective Bidder], [including any of our Consortium Members], has(ve) not been subject to any voluntary or involuntary bankruptcy or insolvency or similar proceeding during the last five (5) years; and
- (c) [Name of Prospective Bidder], [including any of our Consortium Members], has(ve) paid all taxes due (including social security payment obligations), except those which are being contested in good faith by appropriate proceedings and for which adequate reserves have been established.

Attached herewith to this Prequalification Application are the following documents, as appropriate:

- (a) Powers of Attorney (Form B)
- (b) Basic Information Form (Form C)
- (c) Affidavit (Form D);
- (d) Documents Demonstrating Compliance with Prequalification Criteria; and

- (e) Other documents required in Annex 5 (*Content of Prequalification Application*) of the Prequalification Document.

[*Name of Prospective Bidder*] hereby designates [●] as its representative to receive notices in respect of the prequalification and the bid at the following address, telephone and facsimile numbers:

[*Representative's address, telephone, facsimile numbers and email*]

[*signature*]

In the capacity of [*position*]

Authorized to sign this Prequalification Application for [*Name of Prospective Bidder*]

FORM B - POWER OF ATTORNEY

On this [*day*] day of [*month and year*]

Before me, the Notary in this office [*name of Notary/office*]

The undersigned:

Mr. /Ms. [*name of legal/authorized representative*]

Duly authorized, in his/her capacity as [*capacity*] of [*name of Prospective Bidder/Consortium Member*]

Nationality: [●]

Holder of Passport or ID no. [●] issued by [●] dated [●]

Residing at [●]

hereafter the **Grantor**,

Hereby:

1. appoints Mr./Ms. [*name of representative*] in his capacity as _____ of [*name of Prospective Bidder/ Lead Member*] (hereafter the "**Attorney**"), to:

- (a) Execute under hand, or under seal, and deliver to the competent authorities all the documents listed in paragraph (d) below;
- (b) Deliver and receive any document or instrument in relation to the following documents listed in paragraph (d) below; and
- (c) Do all things necessary and incidental in respect of the matters set out herein including to do, execute and perform any other deed or act ought to be done executed or performed to perfect or otherwise give effect to the documents listed in paragraph (d) below;
- (d) the documents concerned by this power of attorney being the following:

ALL DOCUMENTS IN RESPECT OF THE PREQUALIFICATION FOR THE TIBAR BAY PORT PPP PROJECT, AS MORE FULLY DESCRIBED IN THE PREQUALIFICATION DOCUMENT DATED [●], AND INCLUDING WITHOUT LIMITATION THE PREQUALIFICATION APPLICATION FOR THE AFORESAID PROJECT, AND CLARIFICATIONS AND OTHER COMMUNICATIONS WITH THE COMPETENT AUTHORITIES OF TIMOR-LESTE IN RESPECT OF THE PREQUALIFICATION APPLICATION FOR THE AFORESAID PROJECT

2. authorizes the Attorney to appoint others for all or part of the powers delegated by the present Power of Attorney.

IN WITNESS WHEREOF the Grantor has executed this Power of Attorney [**under seal**] on the date set out above.

[SEAL]

[Signature]

[Name / Title of Grantor representative]

FORM C - BASIC INFORMATION FORM

Prospective Bidder Information (or Lead Member, if applicable):

Name:

Type: (Corporation, Partnership, etc.)

Commercial registration n°:

Country of incorporation:

Domicile:

Address of principal office:

Telephone number:

Fax number:

E-mail address:

Primary areas of business:

List of shareholders holding at least 30% of shares at date of submission (if applicable):

Other Consortium Members Information: (if applicable, fill in details for all Consortium Members other than the Lead Member)

Name:

Type: (Corporation, Partnership, etc.)

Commercial registration n°:

Country of incorporation:

Domicile:

Address of principal office:

Telephone number:

Fax number:

E-mail address:

Primary areas of business:

List of shareholders holding at least 30% of shares at date of submission (if applicable):

FORM D - AFFIDAVIT

Date: _____

Re: [name of the Project]

To: [name of the Authority]

[Name of Prospective Bidder/Lead Member of Consortium] hereby represents and warrants that, as of the date of this letter [Name of Prospective Bidder/Lead Member of Consortium], and each Member of our Consortium (if applicable):

- (a) is not in bankruptcy or liquidation proceedings;
- (b) has not been convicted of fraud, corruption, collusion or money laundering, nor any of its directors or administrators;
- (c) is not aware of any conflict of interest or potential conflict of interest arising from prior or existing contracts or relationships which could materially affect its capability to undertake the Project;
- (d) does not fall within any of the restrictions set out in Clause 3.4 (*Participation Restrictions*) or any of the circumstances for ineligibility listed in Clause 3.5 (*Ineligibility of a Bidder*);
- (e) has not engaged, or is not engaging, in any conduct which may be in violation of Title VI of the Decree Law no. 19/2009; and
- (f) does not fall under any of the circumstances listed in Article 29(1) of Decree-Law No. 10/2005.

Yours Sincerely,

Authorized Signature
Name and Title Signatory
Name of Firm
Address