

ADANI MINING PTY LTD

INVITATION FOR EXPRESSIONS OF INTEREST FOR
NORTH GALILEE WATER SCHEME

CARMICHAEL COAL MINE & RAIL PROJECT

Expression of Interest (EOI) to be submitted by:
1600HRS AEST January 15, 2015

Please note that an intention to submit EOI notification must be received by:
January 8, 2015.

1 INTRODUCTION

1.1 ADANI MINING

The Adani Group's venture into Australia commenced in 2010 with the purchase of EPC 1690, the underlying tenement for the development of the Greenfield Carmichael Coal Mine in the Galilee Basin, Central Queensland, and entering into a 99 year lease of the Port of Abbot Point near Bowen in North Queensland. Our vision is to operate a vertically integrated model - with the extraction of coal from our Carmichael Mine, transported by rail to Abbot Point, and exported to meet consumer and business demands in offshore markets. Adani's proposed Carmichael Coal Mine and Rail Project will deliver many benefits to the local, state and national economies and the newly proposed North Galilee Basin Rail project signifies that our project is on track.

2 PROJECT BACKGROUND

2.1 PROJECT DESCRIPTION

Principal is proposing to develop a 40 million tonne (product) per annum (Mtpa) thermal coal mine in the north Galilee Basin approximately 160 kilometres (km) north-west of the town of Clermont, Central Queensland. All coal will be railed via a privately owned rail line connecting directly to the Abbot Point Terminal, and shipped through coal terminal facilities at the Port of Abbot Point. The Carmichael Coal Mine and Rail Project (the Project) will have an operating life of approximately 90 years.

The Project is comprised of two major components:

- A green field coal mine over EPC1690 and the eastern part of EPC1080, which includes both open cut and underground mining, on mine infrastructure and associated mine processing facilities (the Mine) and offsite infrastructure.
- A green field rail line connecting directly to the Abbot Point Terminal, to provide for export of coal via the Port of Abbot Point.

Export coal from this project will predominantly service the Indian market.

The Project will also provide for development of the following:

1. Open Cut and Underground Mine along with related Infrastructure (On-site & Off-site);
2. Coal Handling and Preparation Plant (CHPP) & Power Distribution;
3. Railway line from Mine to Port; and
4. Abbot Point TO Port Project.

Project Outline:

The Carmichael Mine	40 million tonne (product) per annum (Mtpa) thermal coal mine
Rail corridor	Construction and operation of a rail link from the mine to the preferred port location (Abbot Point)

2.2 Scope of this EOI

Adani has developed a water supply strategy to provide a secure, reliable water supply for the construction and operation of the proposed Carmichael Coal Mine Project (CCMP). To meet water demand, two stages of supply are identified within the strategy:

- i. Construction stage; and
- ii. Operational stage.

To meet the water demand for the two stages, a number of water sources and supply infrastructure are proposed. Commissioning of the storages and connections would be phased to meet demand requirements of the two stages listed above.

The Scheme will require the construction and operation of water infrastructure to deliver water from a number of water sources to the CCMP site and potentially, different off-takes along the

way. Whilst the Scheme is being developed to support the Carmichael Mine and its associated infrastructure, it will be a separate project from the Mine.

To assist developments within the Galilee Basin, the State Government recently declared a State Development Area encompassing the CCMP area and a corridor connection to the Port of Abbot Point.

Water is required to be supplied from the Scheme for the following purposes:

- Construction water for off-site infrastructure to be constructed separately to support the CCMP, including rail, an airport, mine workers accommodation, and a mine access road with associated quarries;
- Development of the North Galilee Basin Rail (NGBR) project – a connection to the Port of Abbot Point and within the GBSDA;
- Development of the CCMP; and
- Operation of the CCMP.

The key features of the Scheme will include the upgrade of an existing flood harvesting dam located on the Belyando Junction property from 2.2GL to 10GL (nom.) capacity and a pipeline south from this facility to the CCMP location. Alignment of the pipeline Stage A connecting Belyando Junction and Disney property is yet to be confirmed (either along existing stock route or Gregory Development Road). Stage B is proposed to connect Disney Dam with the CCMP site, using the proposed railway corridor until the pipeline enters Moray Downs Station, at which point the pipeline would follow the proposed realigned road corridor – see Figure below.

A temporary borefield (construction water) south of the CCMP area is also proposed to be developed, together with a connecting pipeline (Stage D).

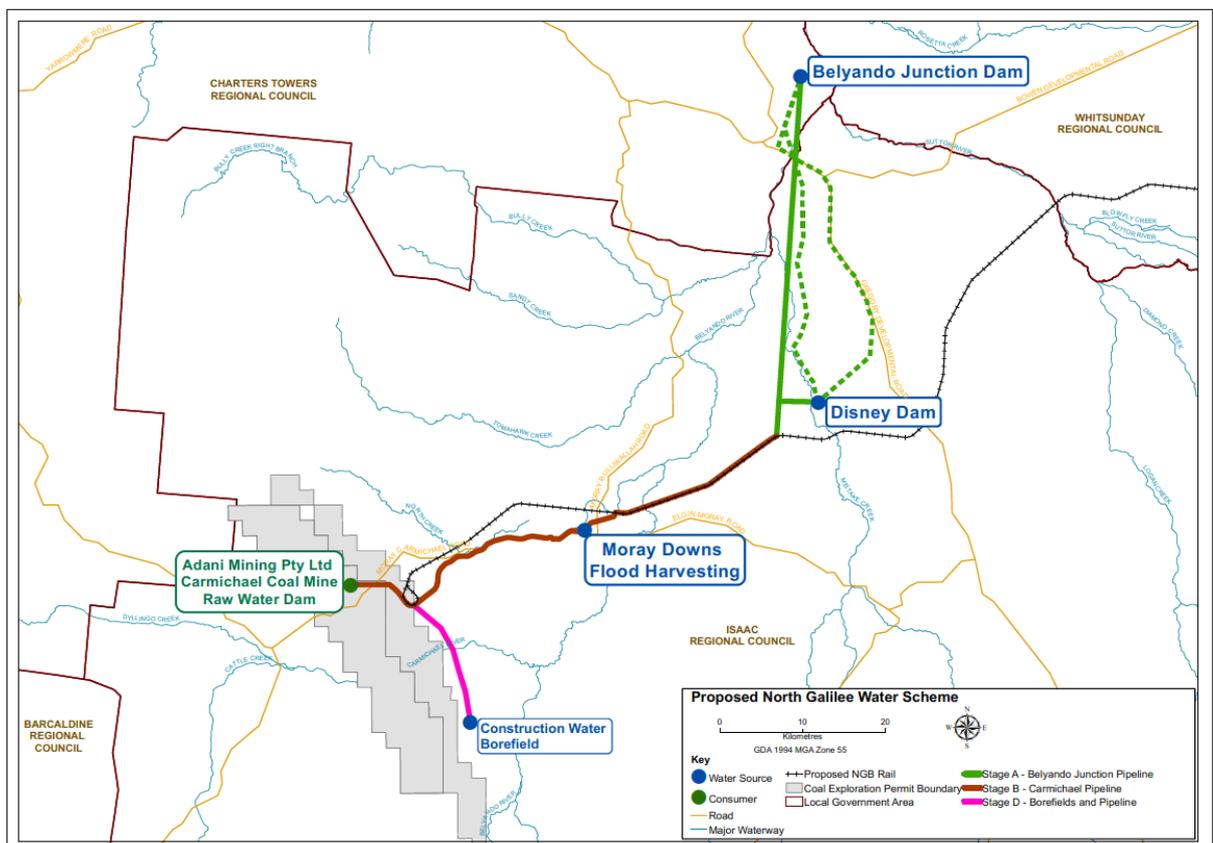


Figure 1: NGWS proposed staging

As outlined in the Figure 1 above the Scheme has been divided into Stages A, B and D. (Stage C is not part of this SoW). The stage identifiers do not necessarily represent the order in which the Scheme will be developed, but provide a convenient way to address the various planning, approval and schedule requirements to meet Adani's priorities for water supply. The key stages and their relative components are summarised below.

Each Stage comprises various pipelines and water sources as the key elements, and will require associated infrastructure for construction and operation, including (but not limited to) pump stations, valving, communications, power supply, water extraction pumps, off-takes, access and maintenance tracks, and laydown areas for the construction phase.

This Invitation for EOI seeks submission from interested parties for the supply and construct the following. More detail at a pre-concept level is provided in the 'Scope of Work' section below:

Stage A – Belyando Junction Pipeline.

Pipeline alignment running south from water storage located on Belyando Junction Station to the GBSDA rail corridor. Installation will include an offtake/intake to the Disney Dam. The proposed phases of this stage include:

Package 1: Storage BJ: Belyando Junction dam. Existing 2.2GL dam to be upgraded to 10GL capacity including installation of a new flood harvesting facility with capability to service the new storage volumes. Concept design and approvals of dam, intake PS and associated infrastructure will be completed by Adani allowing early commencement of construction; upon award of the design-build contract;

Package 2: Supply BJ: Underground pipeline (56 km) and pump station(s) including and offtake to existing Disney Dam, supply pump station at Belyando Junction dam and any booster/staging pump stations if required; and

Water supply **offtakes** to each pastoral lease intersected by the pipeline.

Stage B – Carmichael Pipeline

Pipeline heading east of the CCMP utilising both, section of the proposed realigned Moray Carmichael Road from the mine to Moray Station (approx. 32 km) and GBSDA rail corridor from the Moray Station to southern end of Stage A (approx. 33 km).

Package 3: Storage CP: Moray Station Flood Harvesting dam. New 5 GL dam with intake facility and pump station.

Package 4: Supply CP: Underground pipeline (55 km) and pump station(s).

Stage D – Bore field and Pipeline to Mine

Pipeline interconnecting existing and new bores plus supply pipeline from borefield to mine site. This bore field and infrastructure is for construction water and will have a design life of nominally 5 years.

Package 5: Source BF– existing and possibly nine new bores (total ten) nominally on a 500 m by 500 m grid, including gathering network; and

Package 6: Supply BF – Above ground pipeline from borefield pump station to a new water storage near the CCMP lease boundary.

2.3 Invitation for EOI

Organisations with the required experience, capability and capacity for all/ specific services as enlisted in clause 2.2 above, may express their interest by submitting an Response to EOI in accordance with the terms and conditions set out in this Invitation for EOI.

2.4 Project Requirements

Project requirements are not provided as part of this Invitation for EOI, but will be provided to the Shortlisted Respondents with the RFP.

2.5 Site

The Site of the Project is shown at website: www.adanimining.com

2.6 Timing

Stage	Project Element	Purpose of Water Supply	Construction to Commence	Operation to Commence
A. Belyando Junction Pipeline	Pipeline and associated infrastructure	Construction & Operation	March 2015	June 2016
	Dam upgrade at Belyando Junction and associated infrastructure	Construction & Operation	April 2015	October 2015
B. Carmichael Pipeline	Pipeline and associated infrastructure along GBSDA and Moray Carmichael Road Corridor	Construction & Operation	March/April 2015	June 2016
D. Borefields and Pipeline to Mine	Pipeline from the borefield to the CCMP, and associated infrastructure	Construction	February 2015	June 2015
	New water storage/s at the delivery point near the CCMP to store the water pumped from the bores (minor storage)	Construction	February 2015	June 2015
	New mine bores and associated gathering, supply and storage infrastructure	Construction	February 2015	June 2015

Note: The above timings are indicative and may subject to change with reference to project requirement.

2.7 Contracting Structure

The Principal intends to award the Preferred Proponent, which shall be either a single legal entity to supply all separable portions or award all or some portions separately.

It is acknowledged that the entity capable of delivering the equipment / services for the Project may be a consortium comprising one or more companies or using sub-contractors. Respondents need to furnish the details of their sub-contractors/ consultants they wish to engage for this project requirement.

In order to achieve a satisfactory allocation of risk between the Principal and the Preferred Proponent, engagement is likely to focus on a number of key areas within the Project Agreement.

2.8 Prequalification Criterion for Expression of Interest

Principal requests the Proponent to submit the Expression of Interest if the party meets of the following criterion as minimum :

- a. Average Annual Turnover of last three years is not less than A\$ 250 Million .

- b. Should have delivered at least 5 similar projects.
- c. Have the ability to demonstrate similar projects in Queensland (Qld) meeting Legislation requirements as a minimum.
- d. The Proponents shall submit the Expression of Interest considering the following options :

The Proponent shall select the Stages for which the Expression of Interest is submitted:

<u>Scope</u>	<u>Specify interest (Yes/ No)</u>	<u>Specify Category (Contractor/Subcontractor)</u>
Stage A – Belyando Junction Pipeline		
Package 1: Storage BJ		
Package 2: Supply BJ		
Stage B – Carmichael Pipeline		
Package 3: Storage CP		
Package 4: Supply CP		
Stage D – Borefield and Pipeline to Mine		
Package 5: Source BF		
Package 6: Supply BF		

1.1 Principal’s Commitment to Australian Jobs Act and Enhanced Project Bylaw Scheme.

The Principal is committed to meet its Australian Industry Participation (AIP) Plan obligations under Australian Jobs Act and the Enhanced Project By-law scheme.

1.2 Obligations on the successful tenderer

The successful tenderer must unbundle the packages so that full, fair and reasonable opportunity is provided to the Australian Suppliers inline with the Principal's obligations under the Australian Industry Participation Plan(s). The successful tenderer is also required to demonstrate the compliance regarding full, fair and reasonable opportunity is provided to the Australian Suppliers.

3 EXPRESSION OF INTEREST (EOI) REQUIREMENTS

3.1 FORMAT AND STRUCTURE OF THE EOI

Unless otherwise approved by Principal, the EOI must be submitted in accordance with the terms and conditions of this Invitation for EOI. Covering letter (3 pages maximum);

- a) Executive summary (5 pages maximum);
- b) Information addressing the Evaluation Criteria (50 pages maximum); and
- c) Pre-Qualification (In prescribed template) with attachments as required.
- d) Appendices with additional information relevant to the EOI or the Respondent (kept to a minimum).

The covering letter will not form part of the assessment and any appended, unreferenced corporate brochures, marketing material and the like, which are included with the EOI, will not be considered by the Principal's Evaluation Team.

The information provided should address the information requested in section 5 for each criterion and be provided under the criterion heading only, and not relied upon by being placed elsewhere in the EOI.

Any EOI addressing only part of the requirements set out in this Invitation for EOI may or may not be considered, at Principal's absolute, sole and unfettered discretion.

The above page limits are single-sided A4 pages. The font type and size must be Arial Narrow 11 with single line spacing and minimum 6 point spacing between paragraphs. The page limit includes all diagrams, charts, pictures, and the like. Material in excess of the page limits identified may or may not, at Principal 's absolute, sole and unfettered discretion, be read or taken into account in the evaluation.

Project data sheets for recent relevant Reference Sites can be included (in an appendix) and the relevance to the Project made clear.

Pre-Qualification Document also requires Respondents to provide details of the Reference Site or Sites with name of project, details of referees with contact details, name of client, description of the works involved and location, value including final project value and project timelines.. Respondent shall provide other relevant details e. g. Explanation of variations, details of problems that were encountered and how they were overcome separately as attachment to Pre-Qualification Document.

3.2 TIME FOR LODGEMENT

The Respondent is requested to ensure that its EOI is lodged by no later than the Closing Time on the Closing Date. An electronic copy can be submitted in the first instance if difficulties are encountered in the delivery of a hard copy.

3.3 COPIES OF EOI

In order to assist in the evaluation of the EOI, the Respondent is required to provide one (1) electronic copy in the native format (i.e. Ms Word, MS Excel, MS Power Point etc.), endorsed with the Invitation for EOI title shown on the front cover of this Invitation for EOI, at address mentioned below by USB or Media drive no later than the 1600hrs on January 15, 2015. Principal will not accept facsimile lodgement of the EOI.

Mr. Pankaj Pandya
Contracts and Services Specialist
Adani Mining Pty Ltd
Level 25, 10 Eagle Street,
Brisbane QLD 4000
Telephone: (07) 3223 4800
Email: Pankaj.pandya@adani.in

3.4 CLARIFICATION OF INVITATION FOR EOI AND ADDENDA

If the Respondent:

- a) Is in doubt as to the meaning of any part of this Invitation for EOI;
- b) Has any questions in relation to the Processes outlined in this Invitation for EOI;
Or
- c) Has any technical or other queries related to the Project,

The Respondent should approach to the contact person as mentioned in clause 2.3 above.

3.5 INTERVIEWS

Principal reserves the right to invite certain Respondents to attend an interview. The invited Respondents will be required to provide a presentation of a summary of their EOI and then engage in a questions and answers session.

Principal also reserves the right to consider Respondents for further RFQ and tendering process at its sole discretion without having any obligation to provide any justification/ explanation.

3.6 COST FOR LODGMENT OF EOI.

Cost of preparation and lodgement of EOI with all supporting documents and subsequent clarifications shall be borne by Respondent.

4 ASSESSMENT, SELECTION AND NOTIFICATION PROCESS

4.1 PROCUREMENT PROCESS

The Procurement Process for the Project will involve the following phases:

- a) the EOI Phase;
- b) the RFP Phase; and
- c) the Negotiation and Award Phase,

as further described below.

4.2 EOI PHASE

Respondents will be assessed on the information provided in their EOI against the Evaluation Criteria.

The focus of the EOI evaluation process is to assess each EOI to determine those Respondents demonstrating the capacity, capability, experience and commitment to proceed to the RFP Phase.

4.3 RFP PHASE

The second phase of the Procurement Process will involve the release of an RFP to the Shortlisted Respondents.

The RFP will require these Shortlisted Respondents to submit fully costed Proposals based on the requirements outlined in the RFP document. As a condition of proceeding to the RFP Phase, proposed Shortlisted Respondents will be required to enter into a Confidentiality Deed.

The RFP will contain Principal detailed requirements in relation to the services and will include:

- a) General information and instructions to Shortlisted Respondents;
- b) A commercial framework summary,
- c) Site reports and other information;
- d) Proponent Selection Criteria and proposal schedules; and
- e) The draft Project Agreement (including certain completed schedules, completed by Principal) comprising drafts of the deeds and agreements.

4.4 INTERACTIVE TENDERING PROCESS

During the RFP Phase, Principal will conduct an interactive tendering process (ITP) following the release of the RFP and in accordance with the probity framework established for the Project. It is intended that Respondents will have three principal means of obtaining feedback and clarification from Principal during the preparation of their Proposals during the RFP Phase, as follows:

1. Question & answer process by Respondents issuing clarification questions to Principal in writing, and Principal providing written responses to those questions;
2. ITP workshops through proposed structured workshops to be held between each Respondents and Principal ; and
3. Site inspections by the Respondents.

A key objective of the ITP workshops is to improve the quality of Proposals, and ultimately deliver better outcomes for the Project.

The ITP workshops will provide an opportunity for an appropriate amount of direct interaction between Principal and Respondents. Each Respondent will have the opportunity to discuss the development of their Proposal, including the commercial and technical aspects, and to seek clarification and feedback in the context of the RFP and Principal's expectations and requirements.

4.5 NEGOTIATIONS AND AWARD PHASE

Following detailed evaluation of Proposals, Principal expects to select one or possibly two Preferred Respondent(s) to proceed through the Negotiation and Completion Phase of the Procurement Process. During this phase, Principal and the selected Preferred Respondent will enter into the Project Agreement. The Preferred Respondent and Principal executing the Project Agreement will conclude the Negotiation and Completion Phase.

4.6 MODIFICATIONS TO PROCUREMENT PROCESS

Principal may in its absolute, sole and unfettered discretion modify or terminate the Procurement Process at any time.

5 EVALUATION PROCESS

5.1 EVALUATION METHODOLOGY

Evaluation of the EOI will be conducted by the Evaluation Team to identify Respondents that have capability, capacity and commitment to deliver the Project. The criteria set out below are not necessarily exhaustive, or in any order of significance or equally weighted.

5.2 EVALUATION CRITERIA

The Evaluation Criteria consist of the Selection Criteria and other information to be provided in the EOI, as detailed below.

5.3 CRITERIA

The Indicative Selection Criteria that will be rated by the Evaluation Team include the following:

Criteria	Details	Required Response
Project understanding and approach	Demonstrate understanding of the Project.	<ul style="list-style-type: none"> a) The extent to which the Respondent understands the key risks and issues for the Project and accepts the risk allocation and b) The Respondent's proposed approach and strategies to meet the responsibilities of the Project to be delivered.
Technical experience	Demonstrate previous experience in the provision of similar supply / services on similar projects	<ul style="list-style-type: none"> a) Provide evidence of experience in the design and construction management of similar project b) Reference project details to be provided: <ul style="list-style-type: none"> (i) Technical knowhow of Pipeline installation and dam construction (ii) Contract Management and in particular pipeline supply and installation and earth dam construction; (iii) Quality Management Systems appropriate for the Design and Construction Phase (iv) Supply of water supply systems including; <ul style="list-style-type: none"> 1) Design & Engineering 2) Procurement 3) Supply & Installation

Criteria	Details	Required Response
People	<p>Demonstrate previous experience with delivering similar projects and project services</p> <p>Demonstrate the availability of key staff and people</p>	<p>Details of key staff and people to be provided in the RFP phase.</p> <p>Information on key personnel or any proposed Respondents and specialist/significant subcontractors</p> <p>Provide an overview of the HR/ER management system.</p> <p>Demonstrate a sound understanding of the ER/IR issues and constraints associated with delivering this type of project.</p>
Traditional Land Owners Culture and organisational structure	<p>Demonstrate Respondent's culture and organisational structure for the Project.</p>	<ul style="list-style-type: none"> a) The Respondent's relevant and recent experience in working as part of an integrated team in delivering projects; b) Engagement of Indigenous people in offering services. c) The Respondent's relevant and recent experience in working as part of an integrated team in delivering projects, specifically where the Personnel of the Respondent have a historical relationship working together on previous projects; d) The suitability and strength of the Respondent's proposed organisational structure during the Procurement Process, the Design and Construction Phase, including: <ul style="list-style-type: none"> i) the roles and responsibilities of each of the Respondent's Personnel; ii) the resources allocated by Respondent's Personnel to the delivery of those roles and responsibilities; e) The Respondent's capability and capacity to interact, establish and maintain a good working relationship with Principal during the Procurement Process, the Design and Construction Phase and f) The Respondent and its Personnel's ability to demonstrate the timely availability of resources to deliver all phases of the Project.
Commercial and financial structure capability and capacity	<p>Demonstrate soundness of Respondent's financial capacity and ability to manage the Project</p>	<p>The suitability and strength of the Respondent's commercial and contractual structure to deliver the Project;</p> <p>Financial capability of the Respondents</p>

Criteria	Details	Required Response
Design management experience and capability	Demonstrate Respondent's technical experience and capability.	<ul style="list-style-type: none"> a) The designers experience and capability in design management in projects of a similar size, complexity and operating flexibility; b) The Respondent's experience and capability of including the Contractors, and other Personnel in the design process to maximise 'constructability' and 'whole of life' outcomes; c) The Respondent's experience and capability of including sustainability in to the design process.
Construction management experience and capability	Demonstrate Respondent's construction management experience and capability.	<ul style="list-style-type: none"> a) Other projects of a similar size, complexity and operating flexibility; b) The Respondent's experience and capability of including sustainability in to the construction process. c) Program and Construction management experience and capability including systems
Innovation and VFM (Value For Money)	Demonstrate Respondent's ability to provide VFM.	The Respondent's proposed strategies to deliver innovation and continuous improvement to maximise VFM for Principal during the Procurement Process, the Design and Construction Phase and the Operation and Maintenance Phase.
Health and Safety	Demonstrate sound understanding and capability with regards to managing health and safety.	<ul style="list-style-type: none"> a) The respondent to provide an overview of their health and safety policy and management system. b) The respondent's approach to managing key health and safety associated with Supply and Services
Environmental Management System	Demonstrate Environmental Management System	<ul style="list-style-type: none"> a) The respondent to provide an overview of their Environmental Management system and policy. b) The respondent's approach to managing key Environmental issues associated with this Scope of works.

6 CONFIDENTIALITY AND JOINT VENTURES

6.1 NO LEGAL RELATIONSHIP

By lodging an EOI, the Respondent acknowledges that:

This Invitation for EOI is not an offer or an invitation to treat;

No contract exists or will arise between Principal and any entity in respect of the Project by reason of this Invitation for EOI, an EOI or any part or phase of the Procurement Process unless and until the Project Agreement is executed between Principal and Successful Respondents;

The rights, powers and discretions given to Principal in this Invitation for EOI are not pursuant to any contract between Principal and the Respondent but rather are rights, powers and discretions which Principal has, as part of the Invitation for EOI;

Despite the previous paragraph, by lodging an EOI, the Respondent is bound by the terms of this and its Lodgement of EOI form; and

Principal has no contractual or other legal obligation to the Respondent arising out of this Invitation for EOI with respect to the consideration, the evaluation, the acceptance or the rejection of any EOI or the failure to consider, evaluate or accept any EOI. In particular, Principal is under no obligation to receive, consider or evaluate any EOI at all or in any particular way or within a particular time period or to give any reasons for any decision it makes in respect of the Invitation for EOI.

6.2 CONFIDENTIALITY AND PROPRIETARY INFORMATION

This Invitation for EOI is subject to copyright vested in Principal. A Respondent may copy, save electronically, or otherwise reproduce this Invitation for EOI for the purposes of preparing and lodging an EOI.

The EOI becomes the property of Principal upon lodgement by the Respondent and will not be returned to the Respondent.

Principal will hold each EOI in confidence so far as the law and Executive and Parliamentary convention permit, although responses by Respondents on commercial principles, risk allocation and any additional information provided in response may be taken into consideration by Principal in the development of the Project Agreement for release with the RFP.

Without limitation, each Respondent authorises Principal to use and reproduce the whole or any portion of an EOI for the purposes of evaluation.

Any intellectual property rights that may exist in an EOI will remain the property of the Respondent.

Any element of an EOI considered carrying any intellectual property rights should be clearly identified by the Respondent. Where Principal, in its absolute, sole and unfettered discretion, determines that such elements are subject to such a right, then Principal will treat that element of the EOI accordingly.

By lodging an EOI, the Respondent licenses Principal to copy, adapt, modify, disclose or do anything else necessary in Principal's absolute, sole and unfettered discretion to all material (including material which contains any intellectual property of the Respondent or any other person) contained in the EOI, for the purposes of evaluating and clarifying the EOI and in relation to the commercial principles risk allocation and, for the purposes of developing the Project documentation for release with the RFP.

Principal will treat, in strict commercial confidence, all information submitted by a Respondent in its EOI or otherwise provided to Principal as part of this Invitation for EOI.

Respondents must recognise the confidential nature of the EOI and undertake to keep this material confidential.

Except if required by law or by the rules of a stock exchange on which the Respondent is listed (in which case the Respondent must advise Principal of the need to do so as soon as reasonably practical before making or authorising a release), Respondents must not make or authorise, and must procure an undertaking that its Related Bodies do not make or authorise, a press release or other public statement relating to:

- a) The content of its EOI;
- b) Any information provided or made available by or on behalf of Principal ;
- c) Whether or not the Respondent has ceased to participate in the Procurement Process; and
- d) Any decision of Principal or any other communication between the Respondent and principal relating to the EOI process, without the prior written consent of Principal.

6.3 RELATED BODIES

In selecting the Respondents to be shortlisted to undertake the RFP Phase, Principal may take into account the relationship between Respondents (including the existence of Related Bodies and common directorships).

The Respondent should note that:

- a) Those Respondents that include an unrelated Respondent that is or may become involved in another Respondent's EOI, will only satisfy this criterion if the Evaluation Team considers that:
 - i) The processes and procedures put in place or to be put in place by the Respondent or the Related Body to address probity and competitiveness issues will preserve effective competition and probity within and between Respondents; and
 - ii) The participation of the Related Body is unlikely to have an adverse effect on achieving VFM for Principal.
- b) Depending upon the information provided by a Respondent, Principal may require the Respondent to:
 - i) Clarify the information provided and / or provide further information;
 - ii) Implement internal governance procedures and arrangements to address the probity and competitiveness concerns; and
 - iii) Provide verification that all such arrangements and procedures have been complied with.

6.4 JOINT VENTURES

If a joint venture is proposed by the Respondent or any Respondent, this must be disclosed in the EOI and, the Respondent is advised that Principal will include a clause in the RFP and Project Agreement to ensure that the RFP and Project Agreement and their respective obligations have priority over the terms of any joint venture agreement. To achieve this, Principal will require disclosure of the joint venture agreement to Principal, and input into the terms of the joint venture agreement prior to its execution.

6.5 CONSORTIUM

Respondents may form a consortium and submit a single EOI. A consortium means an association of business entities combining their respective resources, whether technical, financial or otherwise, for the purpose of submitting an EOI.

Without limiting the general requirements set out in this Invitation to submit an EOI, an EOI submitted by a consortium must comply with the following requirements:

- a) the EOI must contain complete and accurate information with respect to each member of the consortium;
- b) the EOI must contain a description of the roles and responsibilities of each member of the consortium;
- c) members of the consortium must submit a memorandum of understanding for the purpose of submitting an EOI. The memorandum of understanding must contain provisions that address the following:
 - i) members of the consortium have entered into a memorandum of understanding for the specific purpose of the Scope of this EOI;
 - ii) members of the consortium will be jointly and severally liable for any charges, costs, expenses, fees or loss of whatsoever nature; and
 - iii) the memorandum of understanding should set out the intention of the members of the consortium to enter into a joint agreement between themselves and set out the obligations of each member.
 - iv) the EOI must be signed by the authorised signatories of each consortium member, duly authorised by a power of attorney or a resolution of the Board of Directors of each member, as applicable; and
 - v) the EOI must contain the legal and ownership structure of the consortium including decision making mechanisms within the consortium.

6.6 ANTI-COMPETITIVE CONDUCT

Respondents and their officers, employees, consultants, advisers or agents must not engage in collusion, anti-competitive conduct or any other conduct which contravenes the Competition and Consumer Act 2010 (Cth) with any persons in relation to their preparation and submission of their EOI or their participation in the Procurement Process.

6.7 CONFLICT OF INTEREST

During the Procurement Process, Respondents and their officers, employees, consultants, advisers or agents must not place themselves in a position that may, or will, create an actual, potential or perceived conflict of interest between the interests of the Respondent and the interests of the Principal or any of its Related Body Corporates.

If the Respondent is aware of such a conflict of interest or a potential conflict of interest during the Procurement Process, the Respondent must notify the Principal immediately in writing and take any steps, as Principal may reasonably request, to resolve or otherwise deal with the conflict. If the Respondent fails to notify the Principal or is unable or not willing to resolve or otherwise deal with the conflict as request by the Principal, the Principal may exclude the Respondent's EOI from further consideration under the Procurement Process.

Respondents and their officers, employees, consultants, advisers or agents must at all times during the Procurement Process, comply with any applicable laws regarding the offering of unlawful inducements in connection with the preparation and submission of the EOI. The Principal may, at its sole and absolute

discretion, reject any EOI submitted by a Respondent if the Principal reasonably believes that the Respondent is in breach of any such laws.

6.8 GOVERNING LAW

This Invitation for Expression of Interest is governed by the laws of Queensland and the parties irrevocably submit to that jurisdiction.

Appendix A

Submission Letter to Expression of Interest

EOI must be received by: **1600HRS AEST January 15, 2014**

To: Mr. Pankaj Pandya
Contract and Services Specialist
Adani Mining Pty Ltd
Level 25, 10 Eagle Street,
Brisbane QLD 4000
Telephone: (07) 3223 4800
Email: Pankaj.Pandya@adani.in

Dear Mr. _____,

..... (Name of company) (Company) wishes to advise that it (is) (is not) interested to participate with Principal in the processes proposed for the _____ for the Carmichael Coal Mine & Rail Project. Our Company accepts that the selection process is designed to choose a suitable Contractor to perform the services, but that Principal may elect not to select a Contractor from this process. Our Company provides details as required in the subject EOI document as enclosures of this letter.

Further our Company is able at this time to commit the resources necessary to participate and complete the required documentation during the pre-selection and subsequent enquiry process and to the dates noted in your correspondence.

Our Company also accepts all terms and conditions of the EOI document issued on December 8, 2014. Our Company also confirms their compliance to the requirement of the EOI document.

Signed

Name

Company Position

Enclosures:

1. Covering letter (3 pages maximum);
2. Executive summary (5 pages maximum);
3. Information addressing the Evaluation Criteria (50 pages maximum); and
4. Pre-Qualification (In prescribed template) with attachments as required.
5. Appendices with additional information relevant to the EOI or the Respondent (kept to a minimum).