

ADANI MINING PTY LTD

**INVITATION FOR EXPRESSIONS OF INTEREST FOR
AVIATION FIFO OPERATIONS AND SERVICES**

CARMICHAEL COAL MINE & RAIL PROJECT

Expression of Interest (EOI) to be submitted by: 30th April 2015

INTRODUCTION

1.1 ADANI MINING

The Adani Group's venture into Australia commenced in 2010 with the purchase of the Greenfield Carmichael Coal Mine in the Galilee Basin, Central Queensland, and 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.

1.2 Overview

This Invitation for EOI seeks submission from interested parties for the provision of FIFO and Charter Operation services to Adani Mining Pty Ltd (Principal). Submissions from interested parties must be able to generally provide the broad scope of services detailed below including all applicable regulatory approvals. For the purposes of this enquiry, AVIATION OPERATIONS (FIFO) services are deemed to include but not be limited to:

- a) Flying Operations – the provision of aircraft and applicable approvals, systems, infrastructure and processes to serve the mine site.
- b) Airport Infrastructure – ability to provide appropriate airport infrastructure such as check in facilities, baggage processing and other infrastructure requirements.
- c) Ground Service Equipment (GSE) – provision and maintenance of applicable GSE to serve flying operations at Adani Mining airport locations.
- d) Airworthiness and Maintenance Equipment – provision of aircraft maintenance equipment and services to ensure fleet airworthiness standards for safe flying operations
- e) Passenger Services – provision of appropriate resources to provide passenger services at identified Adani Mining locations.
- f) Reservation Services – provision of reservation services to ensure Adani Mining workforce booking requirements are completed
- g) Operational Services – provision of backend operational services to ensure the safety of flight including, but not limited to flight planning, flight following, load control, and other services.
- h) Administration Services – provision of applicable administration for the management and oversight of the Adani Mining aviation services requirements.
- i) Cargo and Freight Management – provision of cargo and freight solutions within the air service provision to ensure cargo and freight uplift through the term of services being provided.

General & Administration: This Invitation for EOI is a key part of the EOI Phase, and is the first of three (3) phases of the tender process to appointing a Aviation Services (FIFO) provider for the delivery of the Project. The two (2) subsequent phases are the Request for Proposal (RFP) Phase and the Negotiation and Completion Phase.

1.3 Invitation for EOI

The purpose of this Invitation for EOI is to describe the aviation services that can be provided and seek appropriate EOI for the Carmichael Coal Mine Project.

Organisations with the required experience, capability and capacity for all/ specific services as enlisted in clause 1.2 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.

1.4 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.

1.5 Site

The Site of the Project, and reference to airport infrastructure is shown at the following website: www.adanimining.com

1.6 Contracting Structure

Principal intends to contract with a single legal entity, the Successful Proponent for the aviation services for FIFO Operations. It is acknowledged that the entity capable of delivering the 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.

Principal will issue a full draft Project Agreement with the RFP and seek comments from each Proponent on the content of the draft Project Agreement in their Proposal.

In order to achieve a satisfactory allocation of risk between Principal and the Preferred Proponent, engagement is likely to focus on a number of key areas within the Project Agreement. In formulating the draft contract Agreement, Principal will draw on current best practice.

EXPRESSION OF INTEREST (EOI) REQUIREMENTS

2.1 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, in the order and be numbered as set out in Table 1 below and comprise:

- a) Covering letter (3 pages maximum);
- b) Executive summary (5 pages maximum);
- c) Information addressing the Evaluation Criteria (50 pages maximum)
- d) Pre-Qualification (In prescribed template) with attachments as required; and
- e) 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 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.

Table 1: Evaluation Criteria outline

1	<p>General</p> <ul style="list-style-type: none"> • Company Culture • Organisational Structure • Company Experience and Overview of Systems • Experience Providing Aviation Services to Mining Operations (FIFO) • Environmental Capability Statement • Project understanding and FIFO and Charter Operation Contractor(s) approach to assisting & adding value to Principal objectives of developing the Carmicheal Coal Mine & Rail Project <p>NOTE: Primary respondents are to provide information with regards to proposed sub-charter or cross-hire operators to provide this service.</p>
2	<ul style="list-style-type: none"> • Overview of Operator Financial Statements and Capability • Extent to which there are any conflicts of interest affecting the Respondent and/or the Respondent's Participants
3	<p>Aircraft</p> <ul style="list-style-type: none"> • Overview of operators fleet • Overview of 3rd party (sub-charter/cross-hire) fleets if required • Ability to provide aircraft capacity in line with project manning requirements

4	Operational Services: Overview of key operational systems associated with operations including flying operations, airworthiness and maintenance and ground operations.
5	Overview of current airport operations and facilities in place for Adani Mining identified ports.
6	Overview of operating crew systems, including management of crew and logistics.
7	Safety Management System (SMS) <ul style="list-style-type: none"> • SMS Overview • Identification and overview of key SMS requirements and implementation per CASA regulatory requirements. • Overview of Quality Audit (QA) Program, current status and audit plan for a 12 month period • Overview of AOC and Change Management processes
8	Regulatory Approvals <ul style="list-style-type: none"> • Provision of specific regulatory approvals required to undertake aviation services for Adani Mining • Any other third party accreditation or approvals (such as BARS accreditation, IOSA accreditation) in support of the operators background and experience.
9	3rd Party Suppliers <ul style="list-style-type: none"> • Overview of 3rd Party Supplier approval process • Systems and requirements for approval to provide services to the operator
10	Passenger Movement and Management <ul style="list-style-type: none"> • Overview of passenger movement and management processes • Any other applicable information in support of passenger movements
13	Project data sheets for the Reference Sites in Appendix

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 respondent 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. 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.

2.2 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.

2.3 COPIES OF EOI

In order to assist in the evaluation of the EOI, and supplementary to its electronic EOI submitted, the Respondent is required to provide five (5) paper copies, each exactly the same as its EOI, and one (1) electronic copy in a sealed package, endorsed with the Invitation for EOI title shown on the front cover of this Invitation for EOI, at address mentioned below by no later than the time on **Thursday 30th April 2015**. Principal cannot accept facsimile lodgement of the EOI.

Mr. Deven Vayada
Contract Administrator
Adani Mining Pty Ltd
Level 25, 10 Eagle Street,
Brisbane QLD 4000
Telephone: (07) 32234800
Email: deven.vayada@adani.in

2.4 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

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

2.5 INTERVIEWS

Principal reserves the right to invite certain Respondents to 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.

2.6 COST FOR LODGMENT OF EOI.

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

PROJECT BACKGROUND

3.1 PROJECT DESCRIPTION

Principal is proposing to develop a 60 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. The Carmichael Coal Mine will have an operating life of approximately 90 years.

3.1.1 Staffing Numbers

Phase 1 – Initial Ramp Up	Phase 2 - Construction	Phase 3 – Production
50 – 250 Passengers per Week	251 – 2500 Passengers per Week	1300 Passengers per Week
<p>NOTE: Passengers numbers are indicative of project phases, however finalised numbers will be provided during RFP. All passengers numbers detailed above are one way.</p>		

3.1.2 Airport Information

Adani Mining plan to operate an airport at mine site located in proximity to the accommodation village.

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 Proponents 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, Contract Terms and Conditions;
- 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 Proponents 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 Proponents 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 Proponent and Principal; and
3. Site inspections by the Proponents.

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 Proponents. Each Proponent 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 Proponent(s) to proceed through the Negotiation and Completion Phase of the Procurement Process. During this phase, Principal and the selected Preferred Proponent will enter into the Project Agreement. The Preferred Proponent 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.

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.
People	Demonstrate the availability of key staff and people	<p>The suitability and strength of the Respondent's commercial and contractual structure to deliver the Project.</p> <ul style="list-style-type: none"> a) The Participant'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 Participant's relevant and recent experience in working as part of an integrated team in delivering projects, specifically where the Participants 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 operation process including: <ul style="list-style-type: none"> i) the roles and responsibilities of each Participant; ii) the resources allocated by each Participant 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

Traditional Land Owners Culture and organisational structure	Demonstrate Respondent's culture and organisational structure for the Project.	<p>a) The Operators experience and capability in operation management in projects of a similar size, complexity and operating flexibility;</p> <p>The Respondent's experience and capability of including sustainability in to the operation process. The suitability and strength of the Respondent's commercial and contractual structure to deliver the Project.</p>
Commercial and financial structure capability and capacity	Demonstrate soundness of Respondent's financial capacity and ability to manage the Project	<p>a) Other projects of a similar size, complexity and operating flexibility;</p> <p>b) The Respondent's experience and capability of including sustainability in provision of the aviation services. The Operators experience and capability in operation management in projects of a similar size, complexity and operating flexibility;</p> <p>The Respondent's experience and capability of including sustainability in to the operation process.</p>
Operational management experience and capability	Demonstrate Respondent's operational management and technical experience and capability.	<p>a) The Respondent's proposed strategies to deliver innovation and continuous improvement to maximise VFM for Principal during the Procurement Process, the Operation and Maintenance Phase. Other projects of a similar size, complexity and operating flexibility;</p> <p>b) The Respondent's experience and capability of including sustainability in provision of the aviation services..</p>
FIFO and Charter management experience and capability	Demonstrate Respondent's Operation management experience and capability.	<p>a) The Respondent's proposed strategies to deliver innovation and continuous improvement to maximise VFM for Principal during the Procurement Process, the Operation and Maintenance Phase.</p>
Innovation and VFM (Value For Money)	Demonstrate Respondent's ability to provide VFM.	
Technical experience	Demonstrate previous experience in the provision of similar services on similar projects	<p>a) Provide evidence of experience in aviation services to the mining industry. of similar projects.</p>
		<p>b) Reference project details to be provided:</p>
		<p>c) Technical know how associated with providing aviation services for mining industry.</p> <p>d) Multibillion dollar program/project experience on aviation services for mining operations including:</p> <p>e) Flying Operations</p> <p>f) Airport Infrastructure</p> <p>g) Ground Service Equipment (GSE)</p>

		<ul style="list-style-type: none"> h) Airworthiness and Maintenance Equipment i) Passenger Services j) Reservation Services k) Operational Services l) Administration Services of cargo and freight solutions within the air service provision to ensure cargo and freight uplift through the term of services being provided. Maintenance and Servicing m) The Participant's relevant and recent experience in working as part of an integrated team in delivering projects; n) Engagement of Indigenous people in offering services. o) The Participant's relevant and recent experience in working as part of an integrated team in delivering projects, specifically where the Participants of the Respondent have a historical relationship working together on previous projects; p) The suitability and strength of the Respondent's proposed organisational structure during the operation process including: <ul style="list-style-type: none"> a. the roles and responsibilities of each Participant; b. the resources allocated by each Participant to the delivery of those roles and responsibilities; q) The Respondent's capability and capacity to interact, establish and maintain a good working relationship with Principal during the Procurement Process, the Operation Phase and r) The Respondent and each Participant's ability to demonstrate the timely availability of resources to deliver all phases of the Project.
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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 Proponent;

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 to carry 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 Participant 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 Participant, 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.

Appendix A

Response Letter to Expression of Interest

An intention to submit EOI notification must be received by:.

To: Mr. Deven Vayada
Contract Administrator
Adani Mining Pty Ltd
Level 25, 10 Eagle Street,
Brisbane QLD 4000
Telephone: (07) 32234800
Email: deven.vayada@adani.in

Dear Mr Deven Vayada,

..... (name of company) (Company) wishes to advise that it (is) (is not) interested to participate with Principal in the processes proposed for the selection of the FIFO & Charter Operation Contractor for the Carmichael Coal Mine & Rail Project. Our Company accepts that the selection process is designed to choose a suitable FIFO and Charter Operation Contractor but that Principal may elect not to select an FIFO and Charter Operation Contractor from this process. 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 Our Company also confirms their compliance to the requirement of the EOI document.

Signed

Name

Company Position