

**ADANI MINING PTY LTD**

**INVITATION FOR EXPRESSIONS OF INTEREST FOR**

**Waste Management Facility**

**CARMICHAEL COAL MINE & RAIL PROJECT**

Expression of Interest (EOI) to be submitted by:

Please note that an intention to submit EOI notification must be received by: 24<sup>th</sup> March' 2017

## INTRODUCTION

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### 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 EOI Overview

This Invitation for EOI seeks submission from interested parties for the provision of WMF 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, Waste Management Facilities services are deemed to include but not be limited to:

- The scope of works covers the execution of design, build and operations for the works under this contract. The works under this contract shall address all matters necessary for the reliable, safe, convenient and efficient operation, adjustment, servicing and maintenance of the Waste Management Facilities.
- The Contractor shall supply manage and operate all labour, services, equipment, structures and frames and components necessary to perform the works with the exception of the Principal supplied items and construct the works described on the approved drawings in a workmanlike manner, and test and pre-commission the constructed facility to ensure that it is capable of achieving its required performance and maintaining operational integrity.
- The Contractor shall be responsible for providing all technical design/calculations, shop detailed & as-built drawings, specifications and other technical documentation relating to the works.
- The Contractor shall also provide labour resources to correct or modify facility, if required, during commissioning and defects liability periods in order to meet the performance objectives under this contract.
- Contractors are to allow time in their schedule of works and all indirect costs for the completion of PC allowance tasks.
- All work must be of good quality and compliant with all relevant Australian Standards.
- The Contractor shall mobilise to site, allow for all site storage, office and crib room supply, fit out and other facilities required necessary to affect the works, including, communication equipment and any other equipment, plant or resources required and necessary to complete the work.
- While general site security is provided by means of the site boundaries and facility on entry to the site, the Contractor shall make their own arrangements with respect to their offices and storage areas. The Contractor shall allow for all communication costs, Governmental and Council fees and permits required to affect the works.
- The Contractor shall unload material, equipment and structures from transport, store in Contractors laydown area, transport equipment to installation site, erect structures and install equipment in accordance with the engineering drawings, perform all survey, alignments, adjustments, shimming, packing, fixing, modifications, touch-up painting, repairs and pre-commissioning required to install the component in accordance with the approved specifications.
- The Contractor shall maintain As-built drawings and include all modification required to effect the installation works including modifications directed by the Principal. The Contractor shall submit As-Built drawings to the Principal for Approval progressively as work is completed.

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 WMF 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 Build and Operating Model :

Design, Build, leased and Operate by contractor.

### 1.4 Term :

7 Year with option of 3 years extension

### 1.5 Invitation for EOI

The purpose of this Invitation for EOI is to describe the Waste Management Facilities (WMF) 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.

### 1.6 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.

### 1.7 Site

The Site of the Project, and reference to WMF is shown at the following website:  
<http://www.adaniaustralia.com/businesses/carmichael-coal-mine-and-rail-project>

### 1.8 Contracting Structure

Principal intends to contract with a single legal entity, the Successful Proponent for the WMF services for WMF construction and 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

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#### 2.1 PREQUALIFICATION CRITERIA

Contractor should have at least 02 examples of constructing and operating waste management facility for regional area and mine sites with similar size (15,000 TPA including green waste).

Contractor's submission need to demonstrate:

- o Waste collection services in a regional area in the last three years
- o 2 examples of providing waste management services on mining sites with similar size (~15,000 tpa including green waste)
- o Design and construction of a waste management facility of similar scale
- o Post-collection waste services, including landfill and transfer station operation management

#### 2.2 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: EOI submission guidelines

1	<p><b>General</b></p> <ul style="list-style-type: none"> <li>• Company profile.</li> <li>• Organizational Structure</li> <li>• Company Experience and Overview of Systems</li> <li>• Experience Providing WMF services</li> <li>• Environmental Capability Statement</li> <li>• Project understanding and WMF Operation Contractor(s) approach to assisting &amp; adding value to Principal objectives of developing the Carmichael Coal Mine &amp; Rail Project</li> </ul>
2	<p><b>Financial :</b></p> <ul style="list-style-type: none"> <li>• Insurance</li> <li>• Statement of financial accounts</li> <li>• Corporate structure</li> <li>• Capacity to undertake the works/services</li> <li>• Resources and personnel with relevant experience especially FIFO</li> <li>• Overview of contractor Financial Statements and Capability</li> <li>• Extent to which there are any conflicts of interest affecting the Respondent and/or the Respondent's Participants</li> </ul>
3	<p><b>Fleet :</b></p> <ul style="list-style-type: none"> <li>• Overview of contractor fleet and</li> <li>• Overview of 3rd party (sub-charter/cross-hire) fleets if required</li> <li>• Ability to provide fleet capacity in line with project manning requirements</li> </ul>
4	<p><b>Operational Services:</b></p> <ul style="list-style-type: none"> <li>• Overview of key operational systems associated with operations and footprint.</li> <li>• Overview of current field operations and facilities in place</li> <li>• Overview of operating methodology, including management of regulated and non -regulated waste and logistics</li> </ul>
5	<p><b>Safety Management System (SMS)</b></p> <ul style="list-style-type: none"> <li>• SMS Overview</li> <li>• Identification and overview of key SMS requirements and implementation per regulatory requirements.</li> <li>• Overview of Quality Audit (QA) Program, current status and audit plan for a 12 month period</li> </ul>
6	<p><b>Regulatory Approvals</b></p> <ul style="list-style-type: none"> <li>• Provision of specific regulatory approvals required to undertake WMF services for Adani Mining</li> <li>• Any other third party accreditation or approvals in support of the operations background and experience.</li> </ul>

7	<b>3rd Party Suppliers</b> <ul style="list-style-type: none"> <li>• Overview of 3rd Party Supplier approval process</li> <li>• Systems and requirements for approval to provide services to the operator</li> </ul>
8	<b>Waste Movement and Management</b> <ul style="list-style-type: none"> <li>• Overview of waste movement and management processes</li> <li>• Any other applicable information in support of waste movements</li> </ul>
9	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.

### 2.3 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.

### 2.4 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 one (1) 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 6pm on **Thursday 30<sup>th</sup> March 2017**. Principal cannot accept facsimile lodgement of the EOI.

Mr. Maulesh Sejpal  
Project Coordinator  
**Adani Mining Pty Ltd**  
Level 25, 10 Eagle Street,  
Brisbane QLD 4000  
Telephone: (07) 32234800  
Email: [maulesh.sejpal@adani.in](mailto:maulesh.sejpal@adani.in)

### 2.5 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.

### 2.6 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.

**2.7 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 OVERALL PROJECT DESCRIPTION

Principal is proposing to develop a 25 million tonne (product) per annum (Mtpa) thermal coal mine (Phase-1) 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.

The Mine site is connected to the Gregory Development road by a 90 km rural gravel road (Elgin Moray and Moray Carmichael road). This road will be upgraded to service Mine construction and operations. Due to the remote location of the mine and the excessive road distance for regular commuting, local accommodation and service village will be developed, along with an airstrip to provide site access for the fly-in-fly-out (FIFO) work force.

The mine will be connected to the export coal market via a 390km standard gauge, heavy haul, greenfield rail development and the Port of Abbot Point Terminal (refer to Figure 1:1 for a map of the project location).

The Carmichael Coal Mine resource area comprises EPC1690 and the eastern portion of EPC1080. The open-cut mining operations are based on diesel powered truck, excavator and shovel operations for both waste removal and coal mining. The underground mining operations will incorporate continuous mining development equipment and two longwall mining equipment.

Waste management was included in Environmental Impact Statement (EIS) and Supplementary EIS documents. The Project and the North Galilee Basin Rail Project (NGBR) were both subsequently approved by the Queensland Coordinator-General, subject to specific conditions and with the requirement that all of Adani's commitments be fully implemented, as outlined in the following Coordinator-General's evaluation reports:

Carmichael Coal Mine and Rail Project, May 2014. Conditions on the mine (on and off-lease) and also the first section of the new rail line (from mine site to Mistake Creek)

North Galilee Basin Rail Project, August 2014. Conditions on the remainder of the rail project (Mistake Creek to Abbot Point Port Balloon Loop).



**Figure Error! No text of specified style in document.:1 – Carmichael Coal Mine Location**



# SECTION 4

## ASSESSMENT, SELECTION AND NOTIFICATION PROCESS

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### 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

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### 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 if pre-qualify based on prequalification criteria will be further evaluated by Team on following criteria based on data received as per clause 2.2 Table 1 evaluation submission guideline:

Criteria	Details
<b>Project understanding and approach</b>	Demonstrate understanding of the Project.
<b>People</b>	Demonstrate the availability of key staff and people
<b>Traditional Land Owners Culture and organisational structure</b>	Demonstrate Respondent's culture and organisational structure for the Project.
<b>Commercial and financial structure capability and capacity</b>	Demonstrate soundness of Respondent's financial capacity and ability to manage the Project
<b>Operational management experience and capability</b>	Demonstrate Respondent's operational management and technical experience and capability.
<b>WMF management experience and capability</b>	Demonstrate Respondent's Operation management experience and capability.
<b>Innovation and VFM (Value For Money)</b>	Demonstrate Respondent's ability to provide VFM.
<b>Indigenous involvement</b>	Demonstrate indigenous participation opportunities, with similar project experience.
<b>Technical experience</b>	Demonstrate previous experience in the provision of similar services on similar projects

### CONFIDENTIALITY AND JOINT VENTURES

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#### 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. Maulesh Sejjal  
Project Coordinator  
Adani Mining Pty Ltd  
Level 25, 10 Eagle Street,  
Brisbane QLD 4000  
Telephone: (07) 32234800  
Email: [Maulesh.sejjal@adani.in](mailto:Maulesh.sejjal@adani.in)

Dear Mr Maulesh Sejjal,

..... (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 WMF Services Contractor for the Carmichael Coal Mine & Rail Project. Our Company accepts that the selection process is designed to choose a suitable WMF Service Contractor but that Principal may elect not to select an WMF Service 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