



Government of the Republic of Cyprus

Limassol Port Commercialisation

Invitation for Expressions of Interest

18 June 2015

Contents

| | |
|--|-----------|
| Introduction | 3 |
| Overview of the Transaction | 4 |
| Overview of the Process | 9 |
| Right to Participate in the Process – Individuals, Legal Entities & Consortia. | 12 |
| Closing Date and Submission of the Expression of Interest | 16 |
| Legal Notices..... | 19 |
| Necessary Requirements for Completing and Submitting an Expression of Interest | 22 |
| Expressions of Interest Process and Pre-Qualification Criteria | 24 |
| Annex A – Lot 1 Container Terminal Expression of Interest..... | 27 |
| Annex B – Lot 2 Marine Services Expression of Interest | 37 |
| Annex C – Lot 3 Multi-purpose Terminal Expression of Interest..... | 47 |
| Annex D – Port Layout and Port Operational Data..... | 57 |

1. **INTRODUCTION**

- 1.1 The Republic of Cyprus ("**RoC**") through the Ministry of Transport, Communications and Works (the "**MTCW**") (the "**Authority**") has committed to proceed with the commercialisation of the activities of the Limassol Port (the "**Transaction**"), as part of an overall programme of the commercialisation of several state-owned and semi-governmental organisations governed by the privatisation law, including the Cyprus Ports Authority ("**CPA**"). The RoC sees the Transaction as an important opportunity to continue the modernisation of and investment in the RoC's economic infrastructure and efficiency.
- 1.2 The Limassol Port ("**Port**"), a multi-functional port, is the main port of the RoC serving most of the island's seaborne cargo and passenger traffic. It is owned and operated by the CPA and is capable of handling vessels up to 340m in length. The Port accounts for c.100% of container traffic, 40%-50% of total cargo and c.75% of the passenger traffic in the RoC. The majority of cargo handled at the Port is containerised cargo (c.80%). Also there are longer term plans to develop hydrocarbon support services in the area of the Port, in order to support the offshore oil and gas industry which is seen as potentially instrumental in the future economic development of the RoC.
- 1.3 This is an invitation to potentially interested parties that are individuals, single legal entities or consortia (the "**Interested Parties**" and each an "**Interested Party**") to express an interest in entering into one or more services concessions with the Authority, each services concession relating to various aspects of the Transaction (this "**Invitation**").
- 1.4 This Invitation covers three potential services concession opportunities:
- 1.4.1 Container Terminal;
 - 1.4.2 Marine Services; and
 - 1.4.3 Multi-purpose Terminal.
- 1.5 The purpose of this Invitation is to guide Interested Parties on the terms and conditions for the submission of an expression of interest (an "**Expression of Interest**") and to outline the personal situation criteria described in Section 8.6(b) below (the "**Personal Situation Criteria**"), the financial eligibility criteria described in Section 8.6(c) below (the "**Financial Eligibility Criteria**"), and the technical eligibility criteria described in Section 8.6(d) below (the "**Technical Eligibility Criteria**") (together the "**Pre-Qualification Criteria**"), being the basis on which Interested Parties will be selected to participate in the next phases of the procurement process as defined in section 3.
- 1.6 All information contained in this Invitation is indicative and not binding on the Authority.

2. OVERVIEW OF THE TRANSACTION

2.1 Transaction Objectives

2.1.1 The key objectives that the Authority is seeking to achieve through the Transaction are to:

- (a) ensure the high quality operation of the Port to international best practice standard;
- (b) ensure long term growth opportunity for the local economy;
- (c) optimise logistics to support the local economy in terms of connectivity and cost; and
- (d) optimise the value of the Transaction for the Authority.

2.1.2 In this context, the Authority has decided to launch an international public tender for the award of services concessions for the activities of the Port to suitable partners who have sufficient financial capacity and the technical and managerial/organisational capability to successfully finance, operate, maintain and exploit the Port's activities.

2.2 Overview of the Limassol Port

2.2.1 The Port, a multi-functional port, is the main port of the RoC serving most of the island's seaborne cargo and passenger traffic. It is owned and operated by the CPA, a semi-governmental organisation exercising administrative authority in respect of the ports in the RoC, including responsibility for administering, operating and developing ports in the RoC. The CPA in turn is supervised by the Authority and governed by a Board appointed by the Council of Ministers.

2.2.2 The construction of the Port started in 1971 with the commencement of operations in 1974. The Port areas cover approximately 1.5km² on the south coast of the RoC. The Port is a multi-functional port accommodating cargo and passenger ships; it also provides support to offshore oil and gas operations. It includes 1,980m of quays (container, general cargo, passenger etc.), one roll-on roll-off ramp, two container berths and a range of mooring and anchorage options. The marine area of the Port is c.1km² and the land area is 1.3km². The Port is capable of handling vessels of up to 340m in length and drawing for berthing in water 16m in depth. The CPA is currently in the process of upgrading to the Port with a view to extending the capability of the Port. The current expectation is that these upgrades are due to be completed in 2016 but this is only indicative at this stage

and not binding. Further updates on the upgrading process will be provided in the Invitation to Tender phase documentation. The layout plan for the Port is set out at Annex D (Port Layout and Port Operational Data).

2.2.3 The Port is a multi-functional port accommodating for the purposes of this Transaction:

(a) Container Terminal

The terminal handles c.100% of container traffic entering or leaving the RoC. The Port currently has a nominal annual handling capacity of 600,000 TEUs (or twenty-foot equivalent units). The Port is equipped with six ship to shore container gantry cranes. The actual throughput was 308,000 TEUs in 2014.

The stacking area available for containers is more than adequate for the current volume and includes a dedicated area for stuffing and stripping of containers.

(b) Marine Services

The Port currently services in the order of 3,200 ships per year, including container, general cargo, cruise, roll-on roll-off and naval ships.

The Port operates three (3) tugs and has an approach channel which is approximately 5 km long dredged to -17 meters chart datum.

(c) Multi-purpose Terminal

The terminal handles nearly 1,000,000 tonnes of general cargo traffic and close to 300,000 passengers a year.

Within the footprint of the terminal there are both covered and open storage areas including:

- (i) a dedicated passenger terminal (with a new terminal under construction);
- (ii) warehouses of total area 39,760 m²;
- (iii) an open storage area with an area of 157,000 m²;
- (iv) dedicated areas for storage of cars;

- (v) other land for development as required; and
- (vi) area for maintenance, repairs and other support services.

2.3 **Overview of the contract opportunities covered by this Invitation**

This Invitation concerns three potential opportunities (each referred to as a "**Lot**" for the purposes of this Process and, collectively, as "**Lots**") in respect of the Transaction:

2.3.1 **The grant of a services concession for the Container Terminal at Limassol Port (Lot 1):**

This will comprise a services concession for the Container Terminal at the Port and the right to exploit and commercially develop the Container Terminal. The services to be provided by the concessionaire will include all shore side container linked operations on Port land, including but not limited to: container storage, stuffing/stripping of containers and container washing and repair.

As a very rough guide, the Authority currently anticipates that the duration of the services concession for Lot 1 is likely to fall within a range of between 25 to 30 years.

2.3.2 **The grant of a services concession to provide Marine Services at Limassol Port (Lot 2):**

This will comprise a services concession, including relevant permissions to operate in the waters at Limassol Port, the right to exploit and commercially develop the Marine Services offering and may include the provision of Marine Services to Larnaka Port (further details to be set out in due course in the ITT phase documentation). The services to be provided by the concessionaire will include pilotage, tugs and towage, management of berthing and mooring, management of the anchorage, provision of services to ships (such as water, bunkers and waste collection) and maintenance of navigation aids, the approach channel and turning basin.

As a very rough guide, the Authority currently anticipates that the duration of the services concession for Lot 2 is likely to fall within a range of between 10 to 20 years.

2.3.3 **The grant of a services concession in respect of the Multi-purpose Terminal at Limassol Port (Lot 3):**

This will comprise a services concession for the Multi-purpose Terminal at the Port and all berths and the right to exploit and commercially develop the Multi-purpose Terminal. The services to be provided by the concessionaire will include terminal services for general cargo, offshore oil and gas support, roll-on roll-off ships, cruise ships, and bulk cargo. The concessionaire may be required to provide certain Port services to the Government of the RoC or to others on behalf of the Government of the RoC, e.g. to visiting navies.

As a very rough guide, the Authority currently anticipates that the duration of the services concession for Lot 3 is likely to fall within a range of between 25 to 30 years.

2.4 **General information applicable to all three Lots**

- 2.4.1 The Authority has indicated the anticipated duration of each of the services concessions in section 2.3 above. These are provided as rough guides for Interested Parties. It is the Authority's intention to specify the duration of each of the three services concessions covered by the contract notice in the ITT phase documentation to be issued to Successful Interested Parties in due course.
- 2.4.2 The Authority reserves the right to extend one, more or all of the three concessions described in this Invitation if required including in order to coincide with the duration of any complementary future contracts relating to the Transaction.
- 2.4.3 The successful concessionaire(s) will be subject to regulatory oversight from the CPA.
- 2.4.4 The Authority reserves the right to withdraw or combine one or more Lots at the next stage of the tender process.
- 2.4.5 The Authority reserves the right to award one or more Lots pursuant to this procurement process (as defined in section 3).
- 2.4.6 The Authority also reserves the right to suspend this procurement process (as defined in section 3) or the procurement of individual Lots covered by this procurement process (as defined in section 3).

- 2.4.7 Additional procedural requirements may need to be complied with and further details will be set out in due course in the ITT phase documentation (as defined in section 6).

2.5 Potential future contract opportunities

- 2.5.1 It is possible that further contract opportunities in respect of the Port may come to market in the future. They are outside the scope of this Invitation and will be the subject of separate contract notices if and when appropriate. These potential future contract opportunities may comprise a Port Land Management Agreement for the overall management of the Port.
- 2.5.2 The Authority reserves the right to exclude any Interested Party ultimately successful in winning any of the Container Terminal and/or Marine Services and/or Multi-purpose Terminal concessions from bidding for the right to also hold the Port Land Management Agreement due to potential conflicts of interest.

3. OVERVIEW OF THE PROCESS

3.1 Overview

- 3.1.1 It is envisaged that the procurement process (the "**Process**") will be conducted in two (2) phases: (i) the Invitation for Expressions of Interest phase as described in section 3.2 below; and (ii) the Invitation to Tender ("**ITT**") phase as described in section 3.3 below.
- 3.1.2 This Process falls outside the scope of the Utilities Directive 2004/17/EC (as transposed into national law by the Co-ordination of the Procurement Procedures for the Conclusion of Contracts of Supplies, Works and Services in the Water, Energy, Transport and Postal Services Sectors and Related Matters Law 11(I)/2006).
- 3.1.3 This is on the basis that each of the three Lots covered by the Transaction is a services concession and is therefore exempt from the application of the Utilities Directive 2004/17/EC by virtue of Article 18 of that Directive. The new Concessions Directive 2014/23/EU does not apply to this Process as it has not yet been implemented into Cypriot law. However, the Process will be conducted in a fair, transparent and non-discriminatory manner in accordance with the general principles of administrative Law (Law 158(I)/1999, as amended) and the relevant principles applicable under the Treaty on the Functioning of the European Union and within the spirit of the Concessions Directive 2014/23/EU.
- 3.1.4 Expressions of Interest will be evaluated by an Evaluation Committee specifically appointed by the Authority for this purpose. The recommendations of this committee will be submitted to a Specialised Board, also specifically appointed for this purpose. The Specialised Board will have the power to either approve, reject or request further clarifications on the recommendations submitted to it by the Evaluation Committee. The decisions of the Specialised Board will be the final decisions concerning the Process, against which an Interested Party may appeal to the Supreme Court in accordance with Article 146 of the Constitution.

3.2 Invitation for Expressions of Interest Phase

- 3.2.1 Interested Parties are invited to express their interest in participating in the Process by submitting a response to this Invitation in accordance with section 7 below.
- 3.2.2 Whether or not an Interested Party qualifies to be invited to proceed to the ITT phase will be determined by the Authority on the basis of the criteria and the terms

set out in section 8 below. Interested Parties will be notified of whether or not they have successfully qualified for the ITT phase in writing by the Authority by 5 August 2015. This date is indicative at this stage and not binding upon the Authority.

- 3.2.3 Interested Parties may bid for one, two or all three of the Lots advertised under this Invitation and may be awarded either one or multiple Lots. Interested Parties should indicate their intention clearly in their response to this Invitation and provide the relevant information in respect of each Lot separately for which they wish to express an interest as set out in section 8 of this Invitation.

3.3 Invitation to Tender ("ITT") Phase

- 3.3.1 The second phase of the Process is the ITT phase. Details of this second phase will be set out in the ITT phase documentation issued at that stage. The information set out below is intended to provide preliminary information to Interested Parties as to what the ITT phase may entail. This information is subject to changes and will only be confirmed in the ITT phase documentation issued to Interested Parties that qualify for the ITT phase (the "**Qualified Parties**").

- 3.3.2 Qualified Parties will be required to sign a non-disclosure/confidentiality agreement (the "**Confidentiality Agreement**") at the outset of the ITT phase.

- 3.3.3 Following execution of the Confidentiality Agreement and subject to the provisions of the ITT phase documentation, the Qualified Parties will be:

- (a) sent a copy of the ITT phase documentation which will set out further details of the proposed services concessions, instructions for submitting a bid, the content and form of the bids, and the evaluation criteria which will apply at the ITT phase of the process;
- (b) provided with a financial carve out analysis and review report;
- (c) granted the right to carry out due diligence, including access to a virtual data room containing information relating to the Transaction;
- (d) invited to comment on the concession agreement included in the ITT phase documentation; and
- (e) granted the opportunity to participate in site visits at the Port.

- 3.3.4 The Authority reserves the right to introduce into the ITT phase an additional intermediary stage for the purpose of minimising the number of Qualified Parties

in the Process. Details of this additional stage (and any change to the steps outlined in section 3.3.3 (a) up to and including section 3.3.3 (e) above) will be confirmed in any event in the ITT phase documentation.

3.3.5 Qualified Parties invited to bid for more than one Lot will be required to submit a separate bid for each Lot. It is also anticipated that Qualified Parties bidding for more than one Lot will be given the opportunity to demonstrate additional benefits they would be able to offer if awarded the specific combination of Lots applied for. Further details will be set out in due course in the ITT phase documentation.

3.4 **Indicative Timetable**

Interested Parties are requested to respond to this Invitation by 17 July 2015. It is currently envisaged that Interested Parties will be notified as to whether they have pre-qualified by 5 August 2015 (this date is indicative and is not binding on the Authority). The ITT phase is expected to commence approximately within seven (7) days from the date that the Interested Parties are notified as to whether or not they have pre-qualified with a view to the Authority selecting a preferred bidder in early 2016. The Authority reserves the right to amend this indicative timetable at any time.

4. **RIGHT TO PARTICIPATE IN THE PROCESS – INDIVIDUALS, LEGAL ENTITIES & CONSORTIA**

4.1 **Expression of Interest from Interested Parties**

Interested Parties are eligible to participate in the Process and submit an Expression of Interest in accordance with section 7, provided they meet all of the requirements set out in section 7 and section 8 of this Invitation in order to qualify for the ITT phase.

4.2 **Bidding consortia**

4.2.1 Parties that participate in the Process as members of a consortium ("**Members**" and each a "**Member**") are not required to establish or assume a specific legal form in order to submit an Expression of Interest.

4.2.2 In respect of each and all Lots covered by this Process, the Authority reserves the right to require the successful Interested Party to assume a specific legal form (a special purpose vehicle or "**SPV**") prior to entering into a contract with the Authority.

4.2.3 Each Member of a consortium shall be jointly and severally liable with each other Member of that consortium vis-à-vis the Authority, in connection with all matters relating to the Process and the Transaction. Further details of this requirement will be set out in the ITT phase documentation.

4.3 **Interested Party's Representative designation**

4.3.1 As part of the Expression of Interest, an Interested Party shall duly nominate a principal contact (the "**Representative**") for its organisation (where the Interested Party is an individual or a single legal entity) or for the consortium and that Representative must be the same person for all Members of that consortium. The Representative shall have the authority to act as the primary contact for, and represent the Interested Party in, all matters relating to the Process. Any change to an Interested Party's Representative must be communicated to the Authority in writing as soon as this comes into effect.

4.3.2 The Authority shall not be responsible for contacting the Interested Party through any route, other than the Representative in relation to this Process. Any changes to the Representative should be notified in writing to the Authority as soon as the changes come into effect.

4.4 **Operator designation**

- 4.4.1 If an Expression of Interest is submitted by a consortium, it shall be required to designate in the Expression of Interest (or if expressing an interest for more than one Lot, in each Expression of Interest) one of its Members as operator (the "**Operator**") for the purposes of the concession covered by the particular Lot (or Lots) for which the consortium is applying. In the event that more than one Member within a consortium will perform the role of Operator in respect of the Lot in question, the consortium must designate one of the Members as lead operator (the "Lead Operator").
- 4.4.2 The Operator or, if applicable, the Lead Operator must at all times during the Process hold no less than a 26% stake in the consortium. Once the Process has been completed, such consortium, if selected as the preferred bidder must ensure that the Operator retains a stake of at least 26% in the shareholding in the SPV - if one is to be incorporated - with which the Authority will sign the Concession Agreement for a minimum lock up period as detailed in, and subject to any exception set out in, the Concession Agreement.

4.5 **Changes to a consortium**

- 4.5.1 The Authority recognises that consortium membership can change over time. Any changes to the Members of consortia that are confirmed as Qualified Parties shall at all times be subject to the prior written approval of the Authority, subject to any further procedures required by law and/or the terms and conditions each time applicable to the relevant stage of the Process.
- 4.5.2 If the Interested Party is a single legal entity, this entity will also be considered the Operator for the purposes of the concession covered by the Lot for which the Interested Party is applying. If that single legal entity is subsequently joined by other persons and becomes a consortium, the original single legal entity shall remain the Operator and comply with the stake/shareholding requirement set out in this section 4.5, unless any proposed change to the identity of the Operator has been approved by the Authority in writing, following a request in writing by the Representative of the newly constituted consortium.
- 4.5.3 Following the submission of the Expression of Interest and until the longstop date for changes to the consortium, as specified in the ITT phase documentation (the "**Consortium Lock-in Date**"), the composition of a consortium can change as follows subject to the provisions of this section 4:
- (a) by exit of existing Members;

- (b) by entry of new Members; or
- (c) by internal re-allocation of the participation percentages;

provided that:

- (i) the consortium as a whole continues to fulfil the applicable Pre-Qualification Criteria; and
- (ii) any new Members meet the applicable Pre-Qualification Criteria relevant for such Members; and
- (iii) the Operator or, if applicable, the Lead Operator shall be an entity that was a Member of the relevant consortium at the time of the submission of the Expression of Interest.

4.5.4 Without prejudice to any rights, faculties or discretions of the Authority hereunder, any intended change in the composition of a consortium or formation of a new consortium in accordance with the provisions of this section 4 must be promptly notified in writing to the Authority for its approval in accordance with section 4.5.1 together with:

- (a) the reason(s) for any change;
- (b) full details of the proposed new/replacement/additional Member or replacement Operator (as the case may be);
- (c) details of the ownership of any new Member and the impact of that new ownership on any of the other Members' participation percentages in the consortium;
- (d) evidence of compliance by the consortium as a whole and the new Member with the applicable Pre-Qualification Criteria (including the completion of the relevant/affected sections of the response to this Invitation) and any and all supporting documentation evidencing such compliance.

4.5.5 If the intended changes in the composition of a consortium or the formation of a new consortium are not in compliance with the provisions of this section 4 or in the absence of the necessary supporting documentation evidencing such compliance, the Authority may reject the intended change or formation and/or disqualify that Interested Party.

4.5.6 Interested Parties should note that for any proposed change to be considered it must be supported by robust reasoning and in the case of any replacement Member must be assessed by the Authority as being at least equal, in all respects, to the Member being replaced.

4.6 **Exclusivity**

In respect of each Lot, a natural person or legal entity may only participate in the Process through one Expression of Interest either as an Interested Party on its own, or as a Member of a single consortium. Therefore it is not possible for a natural person or legal entity to participate in a Lot as more than one Interested Party. A breach of this restriction shall, at the discretion of the Authority, cause the immediate disqualification of the relevant Interested Party or, in the case of the Interested Party being a consortium, the relevant Member or the consortium of which it is a Member (and, for the avoidance of doubt, all other Members of each consortium formed in violation of the foregoing).

5. **CLOSING DATE AND SUBMISSION OF THE EXPRESSION OF INTEREST**

5.1 **Closing Date**

5.1.1 Interested Parties who wish to participate in the Process should submit an Expression of Interest in accordance with the requirements stated at section 7, by courier or by hand delivery to:

The Tender Board of the Ministry of Transport, Communications and Works

Acheon Street 28

Agios Andreas

Nicosia 1424

Republic of Cyprus

marked for the attention of: Mrs Efi Theofanous and Anna Pitsilidou

5.1.2 Evidence of delivery should be obtained by or on behalf of the Interested Party.

5.1.3 Expressions of interest must be received by no later than 13:00 hours RoC time on 17 July 2015 (the "**Closing Date**").

5.1.4 Any Expression of Interest received after 13:00 hours RoC time on 17 July 2015 may not be accepted. Any delay by accident or for reasons of force majeure shall not be recognised as a justified reason for late receipt of the Expression of Interest. In the case of late submission, as per the provisions hereof, the Expression of Interest shall be declined and returned without being unsealed.

5.2 **Extension to Closing Date**

Any request for an extension of the period for submission of the Expressions of Interest must be received at least seven (7) calendar days before the due date for submission, but no undertaking can be given that an extension will be granted.

5.3 **Clarification Requests from Interested Parties and Communications in advance of the Closing Date**

5.3.1 The Authority considers that the information included in this Invitation is sufficient for the submission of an Expression of Interest. However, should Interested Parties have any questions regarding the Process or other related matters, they are entitled to send detailed requests for clarification to the contact person specified below. The Authority will only accept requests for clarification if submitted by email by the Clarification Deadline as defined in section 5.3.5 below.

- 5.3.2 The requests for clarifications should be sent by email for the attention of Ms Stalo Aristidou at: limassolport1@pwd.mcw.gov.cy.
- 5.3.3 The Authority or its advisors will reply in writing to such requests for clarification within a reasonable timeframe, and in order to ensure the objectivity and transparency of the Process, all such written responses will be made available to all Interested Parties on the Authority's website www.mcw.gov.cy without indicating the Interested Party which submitted the question.
- 5.3.4 Clarification requests may be answered in batches rather than one at a time, with updates appearing at 2 to 3 working day intervals.
- 5.3.5 Interested Parties may not address queries to, or communicate with, the Authority other than in the manner provided for in this section. Any queries or clarifications arising from this Invitation should be raised in writing to the Authority by email as soon as possible and, in any event, no later than 23.45 hours RoC time on 3 July 2015 (the "**Clarification Deadline**"). The Authority may at its absolute discretion (but shall not be obliged to) respond to queries submitted after this date.
- 5.3.6 Where an Interested Party believes that a clarification is confidential in nature, the request for clarification should clearly identify that the Interested Party wishes the response to be kept confidential and not circulated to all Interested Parties. However, the Authority reserves the right to make the final decision as to the level of confidentiality of the request and therefore in turn as to whether the clarification is provided to all Interested Parties or not. The Authority will give the Interested Party the right to withdraw the request for clarification in the event that the Authority disagrees with the Interested Party's assessment as to the confidentiality of the request for clarification.
- 5.3.7 Responses to clarification requests issued by the Authority shall be deemed to form part of this Invitation and must be treated as such by the Interested Parties.
- 5.3.8 Fax or telephone or oral enquiries will not be accepted.

5.4 **Oral Communication**

Oral discussions will not be considered binding. An Interested Party shall not rely on any statements or representations made to it during any time by persons acting on behalf of the Authority unless they are confirmed in writing as an amendment to this Invitation or any subsequent documentation.

5.5 False Information

5.5.1 Interested Parties must ensure that all information included within their Expression of Interest is accurate. The inclusion of information that is found to be false or misleading will result in the Interested Party's exclusion from this Process.

5.5.2 Furthermore, in the event that false or misleading information comes to light after an Interested Party has been awarded a contract, this may result in termination of the contract.

6. LEGAL NOTICES

6.1 Acceptance of Terms and Conditions

The Interested Parties' participation in the Process shall mean the unconditional acceptance of the terms and conditions of this Invitation on their part.

6.2 Clarifications from Interested Parties

The Authority may at any time require from the Interested Parties clarifications and/or supplemental information on documents already duly submitted.

6.3 Accuracy of Information

6.3.1 This Invitation has been prepared by the Authority. It does not constitute any offering and, to the extent permitted by law, the Authority and their advisors accept no liability in relation to it.

6.3.2 Whilst the information contained in this document has been prepared in good faith, it is not comprehensive and has not been verified independently by the Authority, or their advisors, including, without limitation, N M Rothschild & Sons Limited, Pinsent Masons LLP, David Wignall Associates Private Limited, Deloitte Limited and Ioannides Demetriou LLC.

6.3.3 No representation, warranty or undertaking, express or implied, is or will be made in relation to the accuracy, adequacy or completeness of this document.

6.3.4 No responsibility or liability is or will be accepted by either the Authority or its advisors, or any agents, servants, officers or affiliates of the Authority and its advisors in respect of any error or misstatement in or omission from this document. No person acquires any right or claim for compensation or other from this Invitation or from their participation in the Process, against the Authority or its advisors for any reason or cause.

6.3.5 No information contained in this document forms the basis for any warranty, representation or term of any contract by the Authority or any of its advisors, with any third party.

6.3.6 In furnishing this document, the Authority and its respective advisors undertake no obligation to provide Interested Parties with access to any additional information or to update the document or to correct any inaccuracies therein which may become apparent.

6.3.7 For the purposes of this document, the Authority's advisors are acting exclusively as the advisors to the Authority, and will not be responsible to anyone other than the Authority for work carried out by them in connection with this document. Neither the Authority, nor any of its respective advisors, shall be liable for any costs or expenses incurred by any Interested Party or other recipient of this document in connection with the Process.

6.3.8 All Expressions of Interest, responses, requests for clarifications, proposals and submissions relating to this document and/or the Process are made at the risk of the Interested Parties.

6.4 **No commitment to proceed**

The issuance of this Invitation or any related documents in no way commits the Authority to proceed with the Transaction pursuant to the Process or at all. The Authority reserves the right to amend the terms of this Invitation (including the timetable), to amend the terms of, postpone or terminate the Process without prior notice, to reject any or all of the Expressions of Interest and/or to terminate discussions with any or all Interested Parties at any time. For the avoidance of doubt the Authority reserves the right to withdraw or combine one or more Lots at any stage of the Process.

6.5 **No reproduction**

6.5.1 This Invitation may not be reproduced, copied or stored in any medium, in whole or in part, without the prior written consent of the Authority, other than as strictly required for the preparation of a response to this Invitation.

6.5.2 All Expressions of Interest become the property of the Authority upon receipt by the Authority. Interested Parties give the Authority the right to replicate and disclose the responses to this Invitation for any purposes in connection with the fulfilment of their statutory duties.

6.6 **Confidentiality**

If required by law, regulation or order of a court or regulatory body, governmental authority or otherwise, the Authority may be required to disclose certain information and/or documents relating to Expressions of Interest.

6.7 **Expenses and Losses**

The Authority will not be liable for any bid costs, expenditure, work or effort incurred by Interested Parties in proceeding with or participating in this Process, including if the Process is terminated or amended by the Authority.

6.8 Communication with officials

Any Interested Party who, save as may be permitted by the Process, directly or indirectly canvasses or approaches any official, employee, consultant or contractor of the Authority or the CPA concerning any award in respect of this Transaction, or who directly or indirectly obtains or attempts to obtain consultancy or information from such officials, employees, consultants or contractors concerning the Transaction or any other procurement will be disqualified.

6.9 Law and Jurisdiction

The Courts of the RoC will have exclusive jurisdiction in relation to any disputes arising from this document and Cypriot law shall be applicable.

7. NECESSARY REQUIREMENTS FOR COMPLETING AND SUBMITTING AN EXPRESSION OF INTEREST

7.1 Interested Parties seeking to pre-qualify should answer the questions set out at the relevant sections as follows :

7.1.1 Annex A (to be completed by Interested Parties interested in bidding for Lot 1 Container Terminal)

7.1.2 Annex B (to be completed by Interested Parties interested in bidding for Lot 2 Marine Services)

7.1.3 Annex C (to be completed by Interested Parties interested in bidding for Lot 3 Multi-purpose Terminal)

If a consortium is expressing an interest, the Representative should respond to the relevant questions on behalf of all Members.

7.2 The Expression of Interest should be completed in English using Microsoft Word or word searchable PDF format – supporting information such as management charts in alternative formats are acceptable.

7.3 Three original hard copies and one soft copy on CD/memory stick of the Expression of Interest response should be submitted in accordance with the requirements stated at section 5 above.

7.4 In the case of any discrepancy between the documents submitted in soft copy and those in hard copy, the hard copy version will prevail.

7.5 Abbreviations will only be accepted where the abbreviation is commonly used in English and/or within the shipping/port industry. Abbreviations must in the first instance be fully spelt out followed, in brackets, with the standard abbreviation, e.g. Free On Board (FOB).

7.6 Responses provided to questions should be specific (including relevant facts and figures) and concise, as quality is preferred over quantity. Response boxes may be sized by the respondent to suit the length of response but responses should not exceed the prescribed limits where indicated.

7.7 Interested Parties are advised that supporting materials should be relevant and should not include general promotional materials prepared by the Interested Party or, if the Interested Party is a consortium, its individual Members. Such materials will not be taken into account in the evaluation and will be discarded.

- 7.8 Without prejudice to the right of the Interested Party and any consortium Members, the Authority and/or its advisors reserve the right to check all details provided in response to this Invitation for accuracy, and to approach referees. It should be noted that statements which subsequently are found (whether following verification or not) to contain false or misleading information or promises that cannot be fulfilled, will result in the Interested Party's exclusion from this Process.

8. EXPRESSIONS OF INTEREST PROCESS AND PRE-QUALIFICATION CRITERIA

8.1 The Pre-Qualification Criteria comprise the Personal Situation Criteria, the Financial Eligibility Criteria and the Technical Eligibility Criteria.

8.2 All Interested Parties have to meet the Pre-Qualification Criteria upon the submission of the Expression of Interest and throughout the Process.

8.3 In the case of an Interested Party that is a natural person or a single legal entity, this means that the Interested Party must meet:

8.3.1 the Personal Situation Criteria;

8.3.2 the Financial Eligibility Criteria; and

8.3.3 the Technical Eligibility Criteria,

upon the submission of the Expression of Interest and throughout the Process.

8.4 In the case of an Interested Party that is a consortium:

8.4.1 each Member of the consortium must meet the Personal Situation Criteria;

8.4.2 the consortium as a whole (weighted by the relevant participation of each Member of the consortium) or each Member (pro rata to such Member's participation in the consortium) must meet the Financial Eligibility Criteria;

8.4.3 the Member designated as Operator for the purposes of the consortium must meet the Technical Eligibility Criteria; and

8.4.4 where more than one Member in a consortium will perform the role of Operator in respect of the Lot in question, both the Member designated as Lead Operator and any other Member performing the role of Operator in respect of that Lot must meet the Technical Eligibility Criteria in their own right,

upon the submission of the Expression of Interest and throughout the Process.

8.5 Interested Parties that do not fulfil all of the applicable Pre-Qualification Criteria will be disqualified from the Process. In the case of a consortium, if any one Member fails to meet the Pre-Qualification Criteria applicable to such Member, then such Member will be disqualified and the Authority reserves the right to disqualify the consortium as a whole.

8.6 Evaluation of Expressions of Interest

The pre-qualification process for each Lot shall be carried out in accordance with the steps outlined below:

8.6.1 **Completeness and Compliance check** - this is a check that all required information requested has been submitted.

- (a) Failure to provide the required information, complete a satisfactory response to any question, supply documentation that is requested within the specified timescales may result in the Interested Party being disqualified.
- (b) It is therefore critical that the Interested Party double checks that its Expression of Interest is completed and submitted in full and in time.
- (c) Only if an Interested Party passes the completeness and compliance check will its response proceed to be considered under the step set out in section 8.6.2 below.

8.6.2 **Personal Situation Criteria**

- (a) This is an evaluation that the Interested Party and, where relevant, each consortium Member meets any one or more of the grounds for the mandatory or discretionary exclusion of that Interested Party and/or consortium Member. If an Interested Party has met any of the mandatory grounds for exclusion set out in section 3.1 of Annex A, B and C respectively within the past five years, the Authority shall disqualify the Interested Party from the Process. If a consortium Member has met one or more of the mandatory grounds for exclusion within the past five years, the Authority shall disqualify the Member from the Process and reserves the right to disqualify the consortium as a whole from the Process.
- (b) The Authority shall also exclude an Interested Party and/or consortium Member (where relevant) where the person convicted by final judgement is a member of the administrative, management or supervisory body of the Interested Party or consortium Member. The Authority also reserves the right to disqualify the consortium as a whole from the Process in that eventuality.
- (c) If an Interested Party or a consortium Member has met any of the discretionary grounds for exclusion set out in section 3.2 of Annex A, B and C respectively within the past three years, the Authority reserves the right to exclude the Interested Party, the consortium Member and/or the consortium as a whole from the Process as the case may be.

- (d) Furthermore, the Authority reserves the right to disqualify an Interested Party and, in the case of a consortium, the consortium, on grounds of the protection of the essential interests of the RoC, including, without limitation, its national security.
- (e) Only if an Interested Party passes the step set out in this section 8.6.2 will its response proceed to be considered under the step set out in section 8.6.3 below.

8.6.3 **Financial Eligibility Criteria**

- (a) This involves an evaluation of the financial information provided by the Interested Party to verify that the financial criteria are satisfied. An Interested Party must be in a sound financial position and funding capacity to participate in a procurement of this size. If the Interested Party (being the consortium as a whole where the Interested Party is a consortium – see section 8.4.2 above) does not meet the requirements set out in section 3 of Annex A, B and C respectively, the Authority shall exclude them from the Process.
- (b) Only if an Interested Party passes the step set out in this section 8.6.3 will its response proceed to be considered under the step set out in section 8.6.4 below.

8.6.4 **Technical Eligibility Criteria**

This involves an evaluation of the information provided by the Interested Party that it has the required levels of technical ability to participate in this Process. If the Interested Party does not meet the requirements set out in section 4 of Annex A, B and C respectively, the Authority shall exclude it from the Process. The Authority shall exclude an Interested Party from the Process where the Interested Party is a consortium in the circumstances set out in section 8.4.3 and 8.4.4 (as applicable).

Annex A – Lot 1 Container Terminal Expression of Interest

**FOR COMPLETION BY INTERESTED PARTIES FOR LOT 1
CONTAINER TERMINAL**



Government of the Republic of Cyprus

Limassol Port Commercialisation

Expression of Interest Lot 1 - Container Terminal

Name of Interested Party :

I/We certify that the information provided in this Expression of Interest is true and correct.

I/We confirm and declare on behalf of the Interested Party and, where applicable, each Member organisation that:

- The applicable Annexes have been completed.
- The documents requested in the Annexes have been appended.
- I/We have not colluded and shall not collude with any other Interested Party or Member organisation of an Interested Party in respect of the Transaction during the Process.
- I/We have not canvassed, approached or attempted to obtain consultancy or information from any official, employee, consultant or contractor of the Authority or the CPA.
- I/We will co-operate with any further inquiries by the Authority and/or its advisors in relation to the Process.
- I/We understand that the decision of the Authority in respect of the pre-qualification shall be final and I/we agree to abide by the terms of the Process as set out in the Invitation being a prerequisite to the Authority producing a short-list of bidders based on their Expressions of Interest.

Name of Principal Contact:

(As shown in Annex A paragraph 1.1.2)

Signature:

Position :

Date:

SECTION 1: INTERESTED PARTY'S PROFILE

1.1 Contact Details

1.1.1 Interested Party:

| |
|--|
| Name: Address: Telephone: Fax No: E-mail: |
|--|

1.1.2 Interested Party's authorised principal contact / Representative:

| | Principal Contact – Representative |
|-------------------------|---------------------------------------|
| Name: | |
| Job Title: | |
| Contact Address: | |
| Tel no: | |
| Fax no: | |
| E-mail: | |

1.2 Organisation

1.2.1 Please provide details of the full corporate structure for the Interested Party and each consortium Member, including the immediate and ultimate parent companies and any beneficial owners.

1.2.2 If the Interested Party is a consortium, please list all Member organisations, identifying the role of each Member including the services to be provided by that organisation.

| Name | Role and services to be provided | Registered office |
|------|----------------------------------|-------------------|
| | | |
| | | |
| | | |

- 1.2.3 If the Interested Party is a consortium, please provide details of the proposed structure and provide an organisational chart (including percentage share / interest in consortium, if relevant). [*Response no more than 2 pages*]

- 1.2.4 If the Interested Party is a consortium, please provide an original statement setting out the percentage shares of the consortium and signed by authorised representatives of each Member of the consortium confirming as true and correct the percentage shares of the consortium.

- 1.2.5 If the Interested Party is a consortium, has the consortium been specifically established for this Transaction? If the Members of the proposed consortium have experience working together on other transactions, please provide a brief summary. [*Response no more than 1 page*]

- 1.2.6 Please confirm in the box below in which of the following three Lots you are expressing an interest: Lot 1 - Container Terminal; Lot 2 - Marine Services; Lot 3 - Multi-purpose Terminal.

SECTION 2: PERSONAL SITUATION CRITERIA

This section is to be completed by the Interested Party, each consortium Member listed in paragraph 1.2.1 of Annex A above, and their respective parent companies.

2.1 Mandatory Grounds for Exclusion

Where the Interested Party/consortium Member/parent company (as applicable) has been the subject of a conviction by final judgment for one of the following grounds within the past five years, the Authority:

- shall exclude the Interested Party or consortium Member from participation in the Process
- reserves the right to disqualify the consortium as a whole, where the conviction relates to a consortium Member or its parent company:
 - (a) participation in a criminal organisation, as defined in Article 2 of the Council Framework Decision 2008/841/JHA of 24 October 2008 on the fight against organized crime;
 - (b) bribery as defined in Article 3 of the Council Act of 26 May 1997 (EU C 195 of 25.6.1997, page 1) and Article 2 paragraph 1(a) of the Council Framework Decision 2003/568/JHA of 22 July 2003 on combating corruption in the private sector;
 - (c) fraud, within the meaning of Article 1 of the Convention relating to the protection of the financial interests of the European Communities;
 - (d) terrorist offences or offences linked to terrorist activities defined in Articles 1 and 3 of the Council Framework Decision 2002/4 respectfully or inciting, aiding or abetting or attempting to commit an offence, as referred to in Article 4 of that framework Directive;
 - (e) money laundering, as defined in Article 1 paragraph 2 of Directive 2005/60/EC of the European Parliament and of the Council of 26 October 2005 on the prevention of the use of the financial system for the purpose of money laundering and terrorist financing; or
 - (f) child labour and other forms of trafficking in human beings as defined in Article 2 of the Directive 2011/36/EU of the European Parliament and of the Council.
 - (g) breach of obligations relating to the payment of taxes or social security contributions where this has been established by a judicial or administrative decision having final and binding effect in accordance with the legal provisions of the country in which it is established or with those of Cyprus.

The Authority shall also exclude an Interested Party, consortium Member and/or consortium as a whole where relevant where the person convicted by final judgement is a member of the administrative, management or supervisory body of the Interested Party, consortium Member or parent company.

I, the undersigned, certify on behalf of [] that our organisation and has not been subject of a conviction by final judgment for any of the mandatory grounds for exclusion set out in paragraph 2.1 above within the past five years:

2.2 Discretionary Grounds for Exclusion

Where the Interested Party/consortium Member/parent company (as applicable) has met one of the following discretionary grounds for exclusion within the past three years, the Authority reserves the right to disqualify any Interested Party or consortium Member from participation in the Process and reserves the right to disqualify the consortium as a whole:

- (a) the Interested Party/consortium Member/parent company (as applicable) has violated any environmental, social and labour law established by European Union law, national law collective agreements or by the international environmental, social, and labour law provisions listed in Annex X of Directive 2014/23/EU;
- (b) the Interested Party/consortium Member/parent company (as applicable) has been declared bankrupt, or is the subject of insolvency proceedings, where its assets are being administered by a liquidator or by the court, where it is in an arrangement with creditors, where its business activities are suspended or it is in any analogous situation arising from a similar procedure under national laws and regulations;
- (c) the Interested Party/consortium Member/parent company (as applicable) has been found guilty of grave professional misconduct, rendering its integrity questionable;
- (d) where a conflict of interest within the meaning of the second paragraph of Article 35 of Directive 2014/23/EU, cannot be effectively remedied by any other less intrusive measure;
- (e) where there are indications to conclude that the Interested Party/consortium Member/parent company (as applicable) has entered into agreements with other economic operators aimed at distorting competition;
- (f) where the Interested Party/consortium Member/parent company (as applicable) has shown significant or persistent deficiencies in the performance of a substantive requirement under a prior concession or a prior contract with a contracting authority or with a contracting entity as defined in Articles 6 and 7 (respectively) of Directive 2014/23/EU which led to early termination of that prior contract, damages or other comparable sanctions;
- (g) where the Interested Party/consortium Member/parent company (as applicable) has been guilty of serious misrepresentation in supplying the information required for the verification of the absence of grounds for exclusion or the fulfilment of the selection criteria, has withheld such information or is unable to submit the required documents supporting such information; or
- (h) the Interested Party/consortium Member/parent company (as applicable) is in breach of its obligations relating to the payment of taxes or social security contributions.

I, the undersigned, certify on behalf of [] that none of the discretionary grounds for exclusion set out in paragraph 2.2 above have applied to our organisation within the past three years except for those stated below.

Where relevant, circumstances relating to the discretionary grounds for exclusion set out in paragraph 2.2 above are:

SECTION 3: FINANCIAL CRITERIA AND FINANCIAL INFORMATION

This section is to be completed by the Interested Party to demonstrate a sound financial position enabling them to participate in a procurement of this size.

3.1 Financial Eligibility Criteria

3.1.1 The Authority shall exclude an Interested Party from the Process where it does not, or in the event the Interested Party is a consortium, and subject to paragraph 3.1.2, a Member does not, meet the following requirements:

- (a) Where the Interested Party or consortium Member is a **corporate entity**:
 - (i) the average annual consolidated equity ("**Equity**") for the last three audited financial years is at least €75 million (the "**Threshold**").
 - (ii) Equity value will be calculated as total consolidated assets minus total consolidated liabilities as per the entity's audited financial statements and any post balance sheet events may be taken into consideration.
 - (iii) If an entity does not have three years of audited statements because the entity has not completed three (3) fiscal years of its incorporation, Equity shall be calculated as the average equity of the years that such entity has been in operation, provided it has completed at least one full year of operations.
- (b) For a **financial entity** (private equity firm or a fund or a fund manager), the sum of active and unutilized/uncommitted funds or the sum of assets under management for the latest financial year equals or exceeds the Threshold.

3.1.2 In case of a consortium, either the consortium as a whole (weighted by the participation of each Member) or each Member (pro rata to such Member's participation in the consortium) shall be required to demonstrate Equity equal to or exceeding the Threshold in paragraph 3.1.1(a)(i).

3.2 Financial Information

3.2.1 Please enclose a set of the last three (3) audited annual report and accounts for your organisation, including draft accounts of the last financial year, if audited versions are not yet available. Any published interim accounts relating to periods after the latest audited accounts should also be included.

3.2.2 Please provide details of any significant post balance sheet events, if not apparent from the most recent accounts for the Organisation. [*Response no more than ½ page*]

3.3 Interested Party's Relevant Financial Data (1)

| Registered name of the Interested Party (in case of a Consortium to be filled if for each Member) | Consolidated equity position € | | | |
|---|--------------------------------|------|------|---------|
| | 2012 | 2013 | 2014 | Average |
| | | | | |
| | | | | |
| | | | | |

3.4 Consortium's Relevant Financial Data (1), (2)

| | Consortium Member's average consolidated equity position € | Consortium Member's assets under management (including the sum of unutilized funds) € | Consortium Member's % stake on consortium (00.00%) | Weighted Average (€) |
|-----------------------------|--|---|--|----------------------|
| Name of Consortium Member 1 | | | | |
| Name of Consortium Member 2 | | | | |
| Name of Consortium Member 3 | | | | |
| | | | | |
| Total | | | | |

Notes:

(1) The amounts are in Euro. If the Interested Party keeps financial statements in a currency other than Euro, the Interested Party must convert the required amounts to Euro and present the currency exchange rate used for the conversion to euro, which must be the currency exchange rate on the last day of the last fiscal year. In case of discrepancies, the financial statements will prevail over the above table. The Financial Eligibility Criteria for consortia shall be satisfied on a weighted average basis, as specified in paragraph 3 above and in accordance with the table above.

(2) The information must come from the audited financial statements of the last fiscal year.

SECTION 4: TECHNICAL CRITERIA AND TECHNICAL INFORMATION

This section is to be completed by the Interested Party to demonstrate that it has the required levels of technical ability to participate in this Transaction.

4.1 Technical Eligibility Criteria

The Authority shall exclude an Interested Party from the Process where the Interested Party cannot demonstrate that in each of the last three years they:

- (a) have been directly operating at least two (2) container terminals with a combined annual traffic of at least 500,000 TEUs for all terminals it operates; and
- (b) have been directly operating at least one (1) container terminal with an annual traffic of 250,000 TEUs or more.

Where the Interested Party is a consortium, the designated Operator must satisfy the Technical Eligibility Criteria set out above.

Where the Interested Party is a consortium with more than one Operator, both the Lead Operator and any other designated Operator must satisfy the Technical Eligibility Criteria set out above.

4.2 Technical Information

Please note that this table should be completed by the Interested Party or for each operator in the case of a consortium submission comprising more than one operator.

| Ref. No. | Name of Port or Terminal | Brief description of port or terminal | Share of ownership in port/terminal operating company or indicate management contract details | Time period of involvement | TEUs handled per annum | | |
|----------------------|--------------------------|---------------------------------------|---|----------------------------|------------------------|------|------|
| | | | | | 2012 | 2013 | 2014 |
| 1 | | | | | | | |
| 2 | | | | | | | |
| 3 | | | | | | | |
| (repeat as required) | | | | | | | |

Annex B – Lot 2 Marine Services Expression of Interest

**FOR COMPLETION BY INTERESTED PARTIES FOR LOT 2
MARINE SERVICES**



Government of the Republic of Cyprus

Limassol Port Commercialisation

Expression of Interest Lot 2 - Marine Services

Name of Interested Party :

I/We certify that the information provided in this Expression of Interest is true and correct.

I/We confirm and declare on behalf of the Interested Party and, where applicable, each Member organisation that:

- The applicable Annexes have been completed.
- The documents requested in the Annexes have been appended.
- I/We have not colluded and shall not collude with any other Interested Party or Member organisation of an Interested Party in respect of the Transaction during the Process.
- I/We have not canvassed, approached or attempted to obtain consultancy or information from any official, employee, consultant or contractor of the Authority or the CPA.
- I/We will co-operate with any further inquiries by the Authority and/or its advisors in relation to the Process.
- I/We understand that the decision of the Authority in respect of the pre-qualification shall be final and I/we agree to abide by the terms of the Process as set out in the Invitation a being prerequisite to the Authority producing a short-list of bidders based on their Expressions of Interest.

Name of Principal Contact:

(As shown in Annex B paragraph 1.1.2)

Signature:

Position :

Date:

SECTION 1: INTERESTED PARTY'S PROFILE

1.1 Contact Details

1.1.1 Interested Party:

| |
|--|
| Name: Address: Telephone: Fax No: E-mail: |
|--|

1.1.2 Interested Party's authorised principal contact / Representative:

| | Principal Contact – Representative |
|-------------------------|---------------------------------------|
| Name: | |
| Job Title: | |
| Contact Address: | |
| Tel no: | |
| Fax no: | |
| E-mail: | |

1.2 Organisation

1.2.1 Please provide details of the full corporate structure for the Interested Party and each consortium Member, including the immediate and ultimate parent companies and any beneficial owners.

1.2.2 If the Interested Party is a consortium, please list all Member organisations, identifying the role of each Member including the services to be provided by that organisation.

| Name | Role and services to be provided | Registered office |
|------|----------------------------------|-------------------|
| | | |
| | | |
| | | |
| | | |

- 1.2.3 If the Interested Party is a consortium, please provide details of the proposed structure and provide an organisational chart (including percentage share / interest in consortium, if relevant). [*Response no more than 2 pages*]

- 1.2.4 If the Interested Party is a consortium, please provide an original statement setting out the percentage shares of the consortium and signed by authorised representatives of each Member of the consortium confirming as true and correct the percentage shares of the consortium.

- 1.2.5 If the Interested Party is a consortium, has the consortium been specifically established for this Transaction? If the Members of the proposed consortium have experience working together on other transactions, please provide a brief summary. [*Response no more than 1 page*]

- 1.2.6 Please confirm in the box below in which of the following three Lots you are expressing an interest: Lot 1 - Container Terminal; Lot 2 - Marine Services; Lot 3 - Multi-purpose Terminal.

SECTION 2: PERSONAL SITUATION CRITERIA

This section is to be completed by the Interested Party, each consortium Member listed in paragraph 1.2.1 of Annex B above, and their respective parent companies.

2.1 Mandatory Grounds for Exclusion

Where the Interested Party/consortium Member/parent company (as applicable) has been the subject of a conviction by final judgment for one of the following grounds within the past five years, the Authority:

- shall exclude the Interested Party or consortium Member from participation in the Process
- reserves the right to disqualify the consortium as a whole, where the conviction relates to a consortium Member or its parent company:
 - (a) participation in a criminal organisation, as defined in Article 2 of the Council Framework Decision 2008/841/JHA of 24 October 2008 on the fight against organized crime;
 - (b) bribery as defined in Article 3 of the Council Act of 26 May 1997 (EU C 195 of 25.6.1997, page 1) and Article 2 paragraph 1(a) of the Council Framework Decision 2003/568/JHA of 22 July 2003 on combating corruption in the private sector;
 - (c) fraud, within the meaning of Article 1 of the Convention relating to the protection of the financial interests of the European Communities;
 - (d) terrorist offences or offences linked to terrorist activities defined in Articles 1 and 3 of the Council Framework Decision 2002/4 respectfully or inciting, aiding or abetting or attempting to commit an offence, as referred to in Article 4 of that framework Directive;
 - (e) money laundering, as defined in Article 1 paragraph 2 of Directive 2005/60/EC of the European Parliament and of the Council of 26 October 2005 on the prevention of the use of the financial system for the purpose of money laundering and terrorist financing; or
 - (f) child labour and other forms of trafficking in human beings as defined in Article 2 of the Directive 2011/36/EU of the European Parliament and of the Council.
 - (g) breach of obligations relating to the payment of taxes or social security contributions where this has been established by a judicial or administrative decision having final and binding effect in accordance with the legal provisions of the country in which it is established or with those of Cyprus.

The Authority shall also exclude an Interested Party, consortium Member and/or consortium as a whole where relevant where the person convicted by final judgement is a member of the administrative, management or supervisory body of the Interested Party, consortium Member or parent company.

I, the undersigned, certify on behalf of [] that our organisation and has not been subject of a conviction by final judgment for any of the mandatory grounds for exclusion set out in paragraph 2.1 above within the past five years:

2.2 Discretionary Grounds for Exclusion

Where the Interested Party/consortium Member/parent company (as applicable) has met one of the following discretionary grounds for exclusion within the past three years, the Authority reserves the right to disqualify any Interested Party or consortium Member from participation in the Process and reserves the right to disqualify the consortium as a whole:

- (a) the Interested Party/consortium Member/parent company (as applicable) has violated any environmental, social and labour law established by European Union law, national law collective agreements or by the international environmental, social, and labour law provisions listed in Annex X of Directive 2014/23/EU;
- (b) the Interested Party/consortium Member/parent company (as applicable) has been declared bankrupt, or is the subject of insolvency proceedings, where its assets are being administered by a liquidator or by the court, where it is in an arrangement with creditors, where its business activities are suspended or it is in any analogous situation arising from a similar procedure under national laws and regulations;
- (c) the Interested Party/consortium Member/parent company (as applicable) has been found guilty of grave professional misconduct, rendering its integrity questionable;
- (d) where a conflict of interest within the meaning of the second paragraph of Article 35 of Directive 2014/23/EU, cannot be effectively remedied by any other less intrusive measure;
- (e) where there are indications to conclude that the Interested Party/consortium Member/parent company (as applicable) has entered into agreements with other economic operators aimed at distorting competition;
- (f) where the Interested Party/consortium Member/parent company (as applicable) has shown significant or persistent deficiencies in the performance of a substantive requirement under a prior concession or a prior contract with a contracting authority or with a contracting entity as defined in Articles 6 and 7 (respectively) of Directive 2014/23/EU which led to early termination of that prior contract, damages or other comparable sanctions;
- (g) where the Interested Party/consortium Member/parent company (as applicable) has been guilty of serious misrepresentation in supplying the information required for the verification of the absence of grounds for exclusion or the fulfilment of the selection criteria, has withheld such information or is unable to submit the required documents supporting such information; or
- (h) the Interested Party/consortium Member/parent company (as applicable) is in breach of its obligations relating to the payment of taxes or social security contributions.

I, the undersigned, certify on behalf of [] that none of the discretionary grounds for exclusion set out in paragraph 2.2 above have applied to our organisation within the past three years except for those stated below.

Where relevant, circumstances relating to the discretionary grounds for exclusion set out in paragraph 2.2 above are:

SECTION 3: FINANCIAL CRITERIA AND FINANCIAL INFORMATION

This section is to be completed by the Interested Party to demonstrate a sound financial position enabling them to participate in a procurement of this size.

3.1 Financial Eligibility Criteria

3.1.1 The Authority shall exclude an Interested Party from the Process where it does not, or in the event the Interested Party is a consortium, and subject to paragraph 3.1.2, a Member does not, meet the following requirements:

- (a) Where the Interested Party or consortium Member is a **corporate entity**:
 - (i) the average annual consolidated equity ("**Equity**") for the last three audited financial years is at least €25 million (the "**Threshold**").
 - (ii) Equity value will be calculated as total consolidated assets minus total consolidated liabilities as per the entity's audited financial statements and any post balance sheet events may be taken into consideration.
 - (iii) If an entity does not have three years of audited statements because the entity has not completed three (3) fiscal years of its incorporation, Equity shall be calculated as the average equity of the years that such entity has been in operation, provided it has completed at least one full year of operations.
- (b) For a **financial entity** (private equity firm or a fund or a fund manager), the sum of active and unutilized/ uncommitted funds or the sum of assets under management for the latest financial year equals or exceeds the Threshold.

3.1.2 In case of a consortium, either the consortium as a whole (weighted by the participation of each Member) or each Member (pro rata to such Member's participation in the consortium) shall be required to demonstrate Equity equal to or exceeding the Threshold in paragraph 3.1.1(a)(i).

3.2 Financial Information

3.2.1 Please enclose a set of the last three (3) audited annual report and accounts for your organisation, including draft accounts of the last financial year, if audited versions are not yet available. Any published interim accounts relating to periods after the latest audited accounts should also be included.

3.2.2 Please provide details of any significant post balance sheet events, if not apparent from the most recent accounts for the organisation. [*Response no more than ½ page*]

3.3 Interested Party's Relevant Financial Data (1)

| Registered name of the Interested Party (in case of a Consortium to be filled if for each Member) | Consolidated equity position € | | | |
|---|--------------------------------|------|------|---------|
| | 2012 | 2013 | 2014 | Average |
| | | | | |
| | | | | |
| | | | | |

3.4 Consortium's Relevant Financial Data (1), (2)

| | Consortium Member's average consolidated equity position € | Consortium Member's assets under management (including the sum of unutilized funds) € | Consortium Member's % stake on consortium (00.00%) | Weighted Average (€) |
|-----------------------------|--|---|--|----------------------|
| Name of Consortium Member 1 | | | | |
| Name of Consortium Member 2 | | | | |
| Name of Consortium Member 3 | | | | |
| Total | | | | |

Notes:

(1) The amounts are in Euro. If the Interested Party keeps financial statements in a currency other than Euro, the Interested Party must convert the required amounts to Euro and present the currency exchange rate used for the conversion to euro, which must be the currency exchange rate on the last day of the last fiscal year. In case of discrepancies, the financial statements will prevail over the above table. The Financial Eligibility Criteria for consortia shall be satisfied on a weighted average basis, as specified in paragraph 3 above and in accordance with the table above.

(2) The information must come from the audited financial statements of the last fiscal year.

SECTION 4: TECHNICAL CRITERIA AND TECHNICAL INFORMATION

This section is to be completed by the Interested Party to demonstrate that it has the required levels of technical ability to participate in this Transaction.

4.1 Technical Eligibility Criteria

The Authority shall exclude an Interested Party from the Process where the Interested Party cannot demonstrate that in each of the last three years they have piloted or provided tug and towage services to at least 1,000 port entries a year.

Where the Interested Party is a consortium, the designated Operator must satisfy the Technical Eligibility Criteria set out above.

Where the Interested Party is a consortium with more than one Operator, both the Lead Operator and any other designated Operator must satisfy the Technical Eligibility Criteria set out above.

4.2 Technical Information

Please note that this table should be completed by the Interested Party or for each operator in the case of a consortium submission comprising more than one operator.

| Ref. No. | Name of Port or Terminal | Brief description of services provided | Share of ownership in operating company or indicate management contract details | Time period of involvement | Involvement still ongoing (Yes/No) |
|----------------------|--------------------------|--|---|----------------------------|------------------------------------|
| 1 | | | | | |
| 2 | | | | | |
| 3 | | | | | |
| (repeat as required) | | | | | |

Annex C – Lot 3 Multi-purpose Terminal Expression of Interest

**FOR COMPLETION BY INTERESTED PARTIES FOR LOT 3
MULTI-PURPOSE TERMINAL**



Government of the Republic of Cyprus

Limassol Port Commercialisation

Expression of Interest Lot 3 – Multi-purpose Terminal

Name of Interested Party :

I/We certify that the information provided in this Expression of Interest is true and correct.

I/We confirm and declare on behalf of the Interested Party and, where applicable, each Member organisation that:

- The applicable Annexes have been completed.
- The documents requested in the Annexes have been appended.
- I/We have not colluded and shall not collude with any other Interested Party or Member organisation of an Interested Party in respect of the Transaction during the Process.
- I/We have not canvassed, approached or attempted to obtain consultancy or information from any official, employee, consultant or contractor of the Authority or the CPA.
- I/We will co-operate with any further inquiries by the Authority and/or its advisors in relation to the Process.
- I/We understand that the decision of the Authority in respect of the pre-qualification shall be final and I/we agree to abide by the terms of the Process as set out in the Invitation a being prerequisite to the Authority producing a short-list of bidders based on their Expressions of Interest.

Name of Principal Contact:

(As shown in Annex C paragraph 1.1.2)

Signature:

Position :

Date:

SECTION 1: INTERESTED PARTY'S PROFILE

1.1 Contact Details

1.1.1 Interested Party:

| |
|--|
| Name: Address: Telephone: Fax No: E-mail: |
|--|

1.1.2 Interested Party's authorised principal contact / Representative:

| | Principal Contact - Representative |
|-------------------------|---------------------------------------|
| Name: | |
| Job Title: | |
| Contact Address: | |
| Tel no: | |
| Fax no: | |
| E-mail: | |

1.2 Organisation

1.2.1 Please provide details of the full corporate structure for the Interested Party and each consortium Member, including the immediate and ultimate parent companies and any beneficial owners.

1.2.2 If the Interested Party is a consortium, please list all Member organisations, identifying the role of each Member including the services to be provided by that organisation.

| Name | Role and services to be provided | Registered office |
|------|----------------------------------|-------------------|
| | | |
| | | |
| | | |
| | | |

- 1.2.3 If the Interested Party is a consortium, please provide details of the proposed structure and provide an organisational chart (including percentage share / interest in consortium, if relevant). [*Response no more than 2 pages*]

- 1.2.4 If the Interested Party is a consortium, please provide an original statement setting out the percentage shares of the consortium and signed by authorised representatives of each Member of the consortium confirming as true and correct the percentage shares of the consortium.

- 1.2.5 If the Interested Party is a consortium, has the consortium been specifically established for this Transaction? If the Members of the proposed consortium have experience working together on other transactions, please provide a brief summary. [*Response no more than 1 page*]

- 1.2.6 Please confirm in the box below in which of the following three Lots you are expressing an interest: Lot 1 - Container Terminal; Lot 2 - Marine Services; Lot 3 - Multi-purpose Terminal.

SECTION 2: PERSONAL SITUATION CRITERIA

This section is to be completed by the Interested Party, each consortium Member listed in paragraph 1.2.1 of Annex C above, and their respective parent companies.

2.1 Mandatory Grounds for Exclusion

Where the Interested Party/consortium Member/parent company (as applicable) has been the subject of a conviction by final judgment for one of the following grounds within the past five years, the Authority:

- shall exclude the Interested Party or consortium Member from participation in the Process
- reserves the right to disqualify the consortium as a whole, where the conviction relates to a consortium Member or its parent company:
 - (a) participation in a criminal organisation, as defined in Article 2 of the Council Framework Decision 2008/841/JHA of 24 October 2008 on the fight against organized crime;
 - (b) bribery as defined in Article 3 of the Council Act of 26 May 1997 (EU C 195 of 25.6.1997, page 1) and Article 2 paragraph 1(a) of the Council Framework Decision 2003/568/JHA of 22 July 2003 on combating corruption in the private sector;
 - (c) fraud, within the meaning of Article 1 of the Convention relating to the protection of the financial interests of the European Communities;
 - (d) terrorist offences or offences linked to terrorist activities defined in Articles 1 and 3 of the Council Framework Decision 2002/4 respectfully or inciting, aiding or abetting or attempting to commit an offence, as referred to in Article 4 of that framework Directive;
 - (e) money laundering, as defined in Article 1 paragraph 2 of Directive 2005/60/EC of the European Parliament and of the Council of 26 October 2005 on the prevention of the use of the financial system for the purpose of money laundering and terrorist financing; or
 - (f) child labour and other forms of trafficking in human beings as defined in Article 2 of the Directive 2011/36/EU of the European Parliament and of the Council.
 - (g) breach of obligations relating to the payment of taxes or social security contributions where this has been established by a judicial or administrative decision having final and binding effect in accordance with the legal provisions of the country in which it is established or with those of Cyprus.

The Authority shall also exclude an Interested Party, consortium Member and/or consortium as a whole where relevant where the person convicted by final judgement is a member of the administrative, management or supervisory body of the Interested Party, consortium Member or parent company.

I, the undersigned, certify on behalf of [] that our organisation and has not been subject of a conviction by final judgment for any of the mandatory grounds for exclusion set out in paragraph 2.1 above within the past five years:

2.2 Discretionary Grounds for Exclusion

Where the Interested Party/consortium Member/parent company (as applicable) has met one of the following discretionary grounds for exclusion within the past three years, the Authority reserves the right to disqualify any Interested Party or consortium Member from participation in the Process and reserves the right to disqualify the consortium as a whole:

- (a) the Interested Party/consortium Member/parent company (as applicable) has violated any environmental, social and labour law established by European Union law, national law collective agreements or by the international environmental, social, and labour law provisions listed in Annex X of Directive 2014/23/EU;
- (b) the Interested Party/consortium Member/parent company (as applicable) has been declared bankrupt, or is the subject of insolvency proceedings, where its assets are being administered by a liquidator or by the court, where it is in an arrangement with creditors, where its business activities are suspended or it is in any analogous situation arising from a similar procedure under national laws and regulations;
- (c) the Interested Party/consortium Member/parent company (as applicable) has been found guilty of grave professional misconduct, rendering its integrity questionable;
- (d) where a conflict of interest within the meaning of the second paragraph of Article 35 of Directive 2014/23/EU, cannot be effectively remedied by any other less intrusive measure;
- (e) where there are indications to conclude that the Interested Party/consortium Member/parent company (as applicable) has entered into agreements with other economic operators aimed at distorting competition;
- (f) where the Interested Party/consortium Member/parent company (as applicable) has shown significant or persistent deficiencies in the performance of a substantive requirement under a prior concession or a prior contract with a contracting authority or with a contracting entity as defined in Articles 6 and 7 (respectively) of Directive 2014/23/EU which led to early termination of that prior contract, damages or other comparable sanctions;
- (g) where the Interested Party/consortium Member/parent company (as applicable) has been guilty of serious misrepresentation in supplying the information required for the verification of the absence of grounds for exclusion or the fulfilment of the selection criteria, has withheld such information or is unable to submit the required documents supporting such information; or
- (h) the Interested Party/consortium Member/parent company (as applicable) is in breach of its obligations relating to the payment of taxes or social security contributions.

I, the undersigned, certify on behalf of [] that none of the discretionary grounds for exclusion set out in paragraph 2.2 above have applied to our organisation within the past three years except for those stated below.

Where relevant, circumstances relating to the discretionary grounds for exclusion set out in paragraph 2.2 above are:

SECTION 3: FINANCIAL CRITERIA AND FINANCIAL INFORMATION

This section is to be completed by the Interested Party to demonstrate a sound financial position enabling them to participate in a procurement of this size.

3.1 Financial Criteria

3.1.1 The Authority shall exclude an Interested Party from the Process where it does not, or in the event the Interested Party is a consortium, and subject to paragraph 3.1.2, a Member does not, meet the following requirements:

- (a) Where the Interested Party or consortium Member is a **corporate entity**:
 - (i) the average annual consolidated equity ("**Equity**") for the last three audited financial years is at least €25 million (the "**Threshold**").
 - (ii) Equity value will be calculated as total consolidated assets minus total consolidated liabilities as per the entity's audited financial statements and any post balance sheet events may be taken into consideration.
 - (iii) If an entity does not have three years of audited statements because the entity has not completed three (3) fiscal years of its incorporation, Equity shall be calculated as the average Equity of the years that such entity has been in operation, provided it has completed at least one full year of operations.
- (b) For a **financial entity** (private equity firm or a fund or a fund manager), the sum of active and unutilized/uncommitted funds or the sum of assets under management for the latest financial year equals or exceeds the Threshold.

3.1.2 In case of a consortium, either the consortium as a whole (weighted by the participation of each Member) or each Member (pro rata to such Member's participation in the consortium) shall be required to demonstrate Equity equal to or exceeding the Threshold in paragraph 3.1.1(a)(i).

3.2 Financial Information

3.2.1 Please enclose a set of the last three (3) audited annual report and accounts for your organisation, including draft accounts of the last financial year, if audited versions are not yet available. Any published interim accounts relating to periods after the latest audited accounts should also be included.

3.2.2 Please provide details of any significant post balance sheet events, if not apparent from the most recent accounts for the organisation. [*Response no more than ½ page*]

3.3 Interested Party's Relevant Financial Data (1)

| Registered name of the Interested Party (in case of a Consortium to be filled if for each Member) | Consolidated equity position € | | | |
|---|--------------------------------|------|------|---------|
| | 2012 | 2013 | 2014 | Average |
| | | | | |
| | | | | |
| | | | | |

3.4 Consortium's Relevant Financial Data (1), (2)

| | Consortium Member's average consolidated equity position € | Consortium Member's assets under management (including the sum of unutilized funds) € | Consortium Member's % stake on consortium (00.00%) | Weighted Average (€) |
|------------------------------------|--|---|--|----------------------|
| Name of Consortium Member 1 | | | | |
| Name of Consortium Member 2 | | | | |
| Name of Consortium Member 3 | | | | |
| Total | | | | |

Notes:

(1) The amounts are in Euro. If the Interested Party keeps financial statements in a currency other than Euro, the Interested Party must convert the required amounts to Euro and present the currency exchange rate used for the conversion to euro, which must be the currency exchange rate on the last day of the last fiscal year. In case of discrepancies, the financial statements will prevail over the above table. The Financial Eligibility Criteria for consortia shall be satisfied on a weighted average basis, as specified in paragraph 3 above and in accordance with the table above.

(2) The information must come from the audited financial statements of the last fiscal year.

SECTION 4: TECHNICAL CRITERIA AND TECHNICAL INFORMATION

This section is to be completed by the Interested Party to demonstrate that it has the required levels of technical ability to participate in this Transaction.

4.1 Technical Eligibility Criteria

The Authority shall exclude an Interested Party from the Process where the Interested Party cannot demonstrate that in each of the last three years they:

- (a) have directly operated a terminal handling general cargo of at least 1 million tonnes annually.

Where the Interested Party is a consortium, the designated Operator must satisfy the Technical Eligibility Criteria set out above.

Where the Interested Party is a consortium with more than one Operator, both the Lead Operator and any other designated Operator must satisfy the Technical Eligibility Criteria set out above.

4.2 Technical Information

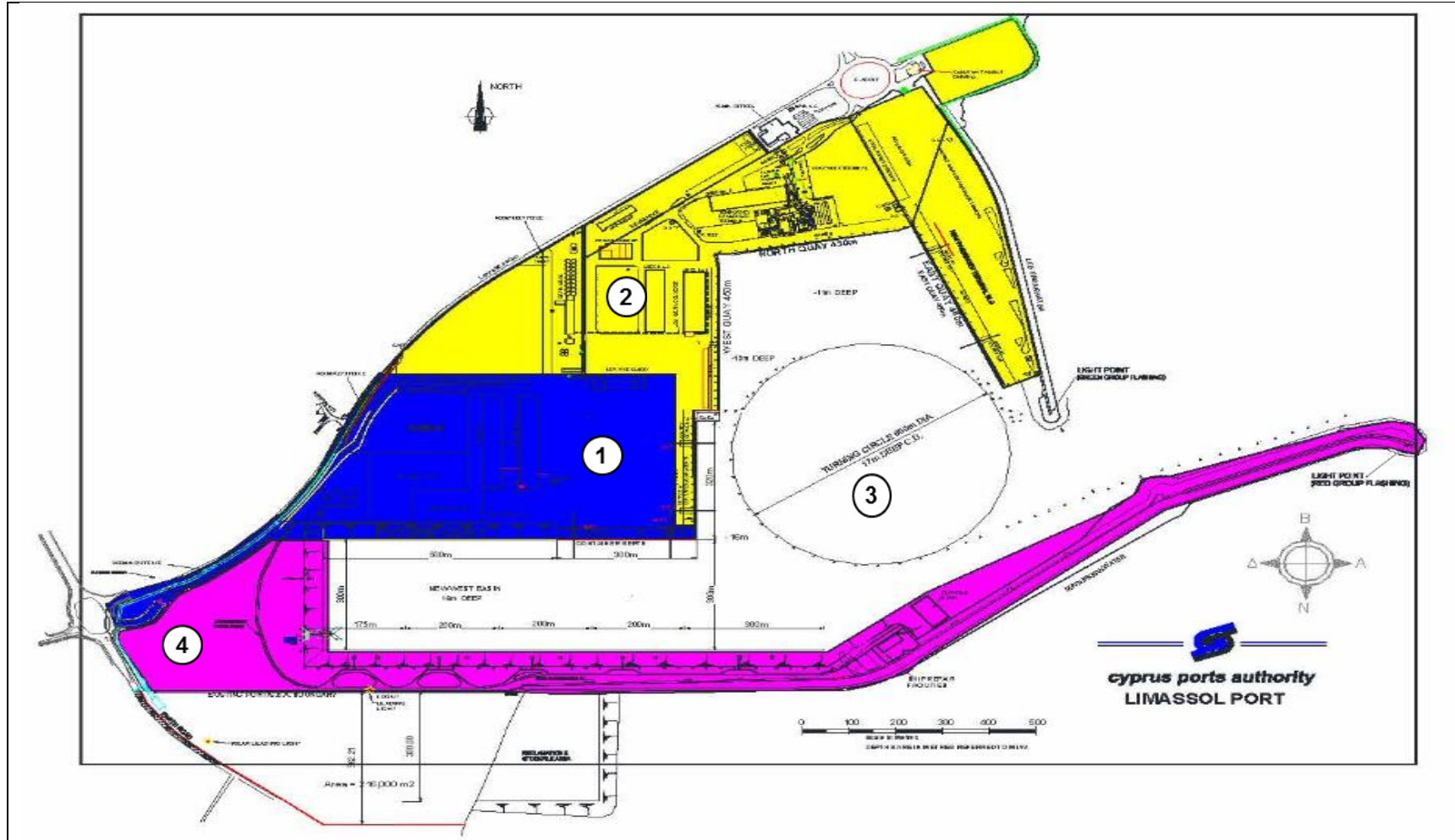
Please note that this table should be completed by the Interested Party or for each operator in the case of a consortium submission comprising more than one operator.

| Ref. no. | Name of Port or Terminal | Brief description of port or terminal | Share of ownership in port/terminal operating company or indicate management contract details | Time period of involvement | Volume of general cargo handled per annum | | |
|----------------------|--------------------------|---------------------------------------|---|----------------------------|---|------|------|
| | | | | | 2012 | 2013 | 2014 |
| 1 | | | | | | | |
| 2 | | | | | | | |
| 3 | | | | | | | |
| (repeat as required) | | | | | | | |

Annex D

PORT LAYOUT AND PORT OPERATIONAL DATA

Limassol Port – proposed layout



Key

| | |
|---|--|
| ① | Container terminal |
| ② | Multipurpose terminal (incl. Passenger terminal) |
| ③ | Marine Services |
| ④ | Land available for other or new uses; outside the Transction perimeter |

Operational data

