



ΥΠΟΥΡΓΕΙΟ ΕΞΩΤΕΡΙΚΩΝ
B8 Δ/ση
Επιχειρηματικής Ανάπτυξης

ΑΔΙΑΒΑΘΜΗΤΟ
ΕΠΕΙΓΟΝ

Αρμ. Σπύρος Λάκογλου
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Αθήνα, 24 Σεπτεμβρίου 2014
Α.Π. Φ. 40738

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ΚΟΙΝ: Πρεσβεία Τιφλίδας
Γραφείο ΟΕΥ Τιφλίδας

Ε.Δ: Διπλ. Γραφείο Υφυπουργού κ. Κούρκουλα (χ.σ)
-Γραφείο κ. Γενικού Γραμματέα ΔΟΣ & ΑΣ (χ.σ)
-Γραφείο κ. Β' Γενικού Δ/ντή (χ.σ)
-B2 Δ/ση (χ.σ)

ΘΕΜΑ: Κατασκευή Λιμένας σε Μαύρη Θάλασσα (Γεωργία), Λήξη Προθεσμίας 1η Οκτωβρίου 2014.

Σας ενημερώνουμε ότι η Κυβέρνηση της Γεωργίας ανακοίνωσε πρόσκληση για εκδήλωση ενδιαφέροντος (βλ. συνημμένο) προς ξένους επενδυτές για την κατασκευή και λειτουργία του νέου Λιμένα Anaklia στις ακτές της Μαύρης Θάλασσας. Ο λιμένας θα εξυπηρετεί μικτά φορτία (εμπορευματοκιβώτια, υγροποιημένα και ξηρά φορτία).

Η έναρξη της κατασκευής του θα πραγματοποιηθεί εντός 18 μηνών από την ημερομηνία υπογραφής της σύμβασης. Η κατασκευή του θα επιμερισθεί σε 7 στάδια με κάθε στάδιο να ολοκληρώνεται σε συγκεκριμένη χρονικό όριο και με προκαθορισμένα επίπεδα ικανότητας διαχείρισης φορτίων του λιμένα.

ΑΔΙΑΒΑΘΜΗΤΟ

Η έναρξη της λειτουργίας του, θα πρέπει να πραγματοποιηθεί εντός 3 ετών από την έναρξη των εργασιών κατασκευής του. Ο επενδυτής θα έχει την πλήρη ευθύνη λειτουργίας και διαχείρισης των εγκαταστάσεων τουλάχιστον για περίοδο 49 ετών.

Συμβατικές υποχρεώσεις της Κυβέρνησης της χώρας είναι η παραχώρηση έκτασης 1000 εκταρίων για το εργοτάξιο κατασκευής του λιμένα καθώς και η δυνατότητα ίδρυσης Ελεύθερης Βιομηχανικής Ζώνης. Η ενδιαφερόμενοι θα πρέπει να υποβάλουν φάκελο ενδιαφέροντος, εις τριπλούν, και σε ηλεκτρονικό αρχείο (pdf), έως την 2^η μεσημβρινή ώρα Τιφλίδας της 1^{ης} Οκτωβρίου 2014 στην ακόλουθη Δ/νση:

Ministry of Economy and Sustainable Development
12 Chanturia Street, Tbilisi, 0108 Georgia

Περαιτέρω πληροφορίες μπορούν να αναζητηθούν στους κατωτέρω αρμοδίους υπαλλήλους του Υπουργείου Οικονομίας και Βιώσιμης Ανάπτυξης της χώρας.

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Παρακαλούμε όπως ενημερώσετε τα μέλη σας.

Ο Διευθυντής κ.α.α.

Δημήτριος Χαλεπίδης
Σύμβουλος ΟΕΥ Α΄

Request for Expression of Interest (“EOI”)
for the construction and development of the
Anaklia New Deep Water Black Sea Port

1. Introduction and Summary

Georgia is located on the shortest route from Asia to Europe and is the part of the TRACECA corridor. Currently there are four ports in Georgia – Batumi (operated through a concession by a wholly-owned subsidiary of JSC NC “KazMunayGas”, mainly concentrates on liquid cargo, however, also handles dry bulk cargo and containers), Supsa (property of BP, oil terminal), Poti (property of APM Terminals, which is an independent business unit within the Danish-based Maersk Group, mostly dry bulk and containers) and Kulevi (property of SOCAR, mostly liquid cargo). In addition to other factors, cargo traffic has been increasing significantly over the past years and the ports are congested. Also the depth of existing ports is not sufficient to accept Panamax or VLC vessels. There is a need to build a new deep water Black Sea port (the “**Anaklia Port**”), which will enjoy a strategic location and will have potential to handle increasing turnover between Europe and Asia, also between the north and south.

The Government of Georgia intends to select an investor (the “**Investor**”) to develop the Anaklia Port on a build, operate and transfer (BOT) basis (the “**Project**”) pursuant to an agreement to be entered into with the selected Investor (the “**Investment Agreement**”).

Accordingly, by this Request for Expression of Interest (this “**Request for EOI**”), the Government of Georgia acting through the Ministry of Economy and Sustainable Development of Georgia invites local and international companies (“**Candidates**”) to submit their expressions of interest (“**EOI’s**”) to act as Investor in relation to the Project.

2. Location

The location of the Anaklia Port shall be the Black Sea coast of Georgia, adjacent to the village of Anaklia.

3. Main Project Requirements

- Type of Port:* Mixed cargo (containers, dry bulk, liquid, etc.)
- Construction Commencement Date:* Construction shall begin within 18 months from the date of signing of the Investment Agreement (the “**Construction Commencement Date**”).
- Capacity and construction phases:* The Anaklia Port shall be constructed in the following 7 phases so as to increase capacity:
- 1) Phase One: Within three (3) years from the Construction Commencement Date, the Anaklia Port must reach capacity to handle a minimum of seven (7) million tons of cargo per annum.
 - 2) Phase Two: Within seven (7) years from the Construction Commencement Date, the Anaklia Port must reach capacity to handle a minimum of twenty (20) million tons of cargo per annum.
 - 3) Phase Three: Within twelve (12) years from the Construction Commencement Date, the Anaklia Port must reach capacity to handle a minimum of forty (40) million tons of cargo per annum.
 - 4) Phase Four: Development of Phase Four shall begin within one month after the date upon which the annual turnover of the Port reaches 90% of the Phase Three capacity. Within 5 years from the beginning of the development of Phase Four, the Anaklia Port must reach capacity to handle a minimum of fifty-five (55) million tons of cargo per annum.
 - 5) Phase Five: Development of Phase Five shall begin within one month after the date upon which the annual turnover of the Port reaches

90% of the Phase Four capacity. Within 5 years from the beginning of the development of Phase Five, the Anaklia Port must reach capacity to handle a minimum of seventy (70) million tons of cargo per annum.

- 6) Phase Six: Development of Phase Six shall begin within one month after the date upon which the annual turnover of the Port reaches 90% of the Phase Five capacity. Within 5 years from the beginning of the development of Phase Six, the Anaklia Port must reach capacity to handle a minimum of eighty-five (85) million tons of cargo per annum.
- 7) Phase Seven: Development of Phase Seven shall begin within one month after the date upon which the annual turnover of the Port reaches 90% of the Phase Six capacity. Within 5 years from the beginning of the development of Phase Seven, the Anaklia Port must reach capacity to handle a minimum of one hundred (100) million tons of cargo per annum.

Commencement of operations:

within three (3) years from the Construction Commencement Date.

Term:

The envisaged term of the BOT arrangement is forty-nine (49) years from the commencement of operation of Phase One of the Anaklia Port. [Note to Candidates: To be finalized in the RFP]

Type of Vessels:

The Anaklia Port must have ability to receive vessels of at least 6500 TEU capacity.

Financing:

The Investor will be responsible for providing equity and attract debt financing for the Project.

Cargo:

The Investor will be responsible for attracting appropriate cargo volumes for the Anaklia Port.

Other Requirements:

The Project may also include a transport and logistical hub in the vicinity of the Anaklia Port, to be developed on either a build-operate-transfer (BOT) or build-operate-own (BOO) basis. Full details will be provided in the Investment Agreement.

The Investor will be responsible for ensuring the long term sustainability and profitability of the Project.

4. Undertakings of the Government of Georgia

The Government of Georgia will provide to the Investor with up to one thousand (1000) hectares of land for the Project. The legal framework and necessary actions to be undertaken by the parties for provision of such land are to be finalized prior to execution of the Investment Agreement.

The Government of Georgia shall consider the possibility of establishing a free industrial zone (“FIZ”) for the Anaklia Port, further details of which are to be finalized prior to execution of the Investment Agreement.

5. Requirements for EOI’s

Candidates are required to submit the following information and documents as part of their EOI’s:

- 1) Official name and address;
- 2) Mailing address;
- 3) Duly certified abstract from the Company Register/Certificate of incorporation (and any certificate of incorporation and change of name);
- 4) Certified copies of the Articles of Association/Charter;
- 5) Company profile;
- 6) Experience statement, evidencing Candidate’s or the Candidate’s named subcontractors’ ability to fulfill the criteria set out under Part A (*Experience*) of the Shortlisting Criteria in Annex 1 hereto. Where the Candidate’s experience statement relies upon the experience of named subcontractors, the Candidate shall include confirmation from each such named subcontractor of its willingness to

participate in the Project. Experience statement shall be accompanied by the relevant documents and references;

- 7) Audited financial statements for the preceding 5 years for all parties involved in the Project, including consolidated financial statements in respect of the corporate group to which each such party belongs (where “**corporate group**” means, with respect to any corporate entity, the ultimate holding company of such entity and all subsidiary entities controlled, directly or indirectly, by that holding company);
- 8) Duly certified list of shareholders owning more than 5 percent of the Candidate’s shares including ultimate beneficial owner information;
- 9) List of any litigation or arbitration proceedings to which any company in the Candidate’s corporate group (as defined above) has been a party during the last 5 years; and
- 10) Where the Candidate is a consortium, a list of the consortium members and the above listed information/documents for each of the members.

If a Candidate does not include the foregoing information together with its EOI or if its EOI is incomplete, then it shall not be considered.

Where a Candidate is a consortium, no member of the consortium may be a member of another Candidate. All EOI’s must be drafted in Georgian or English.

Candidates may be invited by the Government of Georgia to make a presentation in Tbilisi, Georgia.

6. Clarifications

All Candidates must submit any requests for clarifications by no later than 5 September 2014 by email to the email address set out below. The Government of Georgia will publish on its website and make available to all Candidates the responses to clarifications received within this time.

Contact address for inquiries

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or

Giorgi Chichinadze

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7. Submission of EOI's

All EOI's must be delivered in 3 original executed copies and one electronic copy (PDF) in a sealed envelope before 14.00 Tbilisi time on or before October 1, 2014 to the Ministry of Economy and Sustainable Development of Georgia to the following address:

Ministry of Economy and Sustainable

Development of Georgia

12 Chanturia Street, Tbilisi, 0108 Georgia

In the event that there is any discrepancy between the original executed copies of any EOI and the electronic copy, the original executed copies shall prevail.

8. Shortlisting of Candidates; Indicative Timeline

The shortlisting process will be conducted by the respective Governmental Commission following the submission of EOI's.

Shortlisted Candidates will be invited to submit full technical and commercial proposals for the Project including in relation to the design, construction, operation and financing of the Anaklia Port. A Request for Proposals (RFP) including conditions and proposed terms for the Investment Agreement will be released by the Government of Georgia to shortlisted Candidates.

Only those Candidates who meet the requirements set out in this Request for EOI (including the Shortlisting Criteria) in the Governmental Commission's sole discretion will be shortlisted.

The timing for the selection process is to be finalized by the Government of Georgia, however as an indicative timeline the Government of Georgia intends to issue the Request for Proposals before October 15, 2014.

9. Shortlisting Criteria

The criteria for shortlisting of Candidates (the “**Shortlisting Criteria**”) are set out in Annex 1 (*Shortlisting Criteria*) hereto.

The Shortlisting Criteria may be amended or varied in writing by the Ministry at any time prior to the Submission Deadline, through an announcement on the Ministry’s official website.

10. Publicity

Any public statements regarding proposals with regard to this EOI shall be allowed only in case of advance written consent of the Government of Georgia.

11. No Commitment; Release

It should be noted that this invitation does not constitute a commitment on the part of the Government of Georgia to select any Candidate, nor to reimburse any expenses to any Candidate. Furthermore, submission of the documents shall not entitle any Candidate to any claims against the Government of Georgia by virtue of such firm or consortium having responded to this Request for EOI. All costs incurred by respondents as a result of this Request for EOI and any subsequent requests for information shall be for the Candidate’s account only.

12. Improper Influence

Any attempt by any Candidate or their representatives to influence the EOI process in any way may result in the Candidate being disqualified.

13. Rights of the Government of Georgia

The Government of Georgia reserves the right to:

- waive or change the requirements of this Request for EOI (including the Shortlisting Criteria) from time to time without prior notice being given by it, through an announcement on the Ministry’s official website;
- seek clarification or documents in respect of a Candidate's submission;
- disqualify any Candidate that does not submit a compliant EOI in accordance with the instructions in this Request for EOI;

- disqualify any Candidate that is liable for serious misrepresentation in relation to its EOI;
- withdraw this Request for EOI at any time, or to re-invite Candidates on the same or any alternative basis, through an announcement on the Ministry's official website;
- choose not to award any contract as a result of this process or to proceed to shortlisting or to issue a Request for Proposals (RFP) to shortlisted Candidates; and/or
- make whatever changes it sees fit to the timetable for EOI submission and evaluation process, or to the structure, or to content of this Request for EOI, depending on approvals processes or for any other reason, through announcement on the Ministry's official website.

14. Governing law

This Request for EOI and the EOI submission and evaluation process shall be governed by the laws of Georgia.

Annex 1 – Shortlisting Criteria

A. Experience

The experience statement and information submitted with the Candidate's EOI must demonstrate that it, or any of its named subcontractors which have confirmed their willingness to participate in the Project, together has or have:

- (a) at least five (5) years of experience in the building, operation and attracting financing for projects of a similar nature; and
- (b) experience in the development and operation of one or more port projects; and
- (c) experience in, and/or knowledge of meeting the requirements of the sea transport and related land side logistics.

B. Financial Standing

- (d) The consolidated group financial statements submitted by the Candidate with its EOI must demonstrate that it has (or, where the Candidate is a consortium, that its consortium members together have) sufficient financial standing to act as Investor in relation to the Project, in the opinion of the Governmental Commission.
- (e) The Candidate must not be exposed to any claims, proceedings or liabilities (either pending or within the previous five (5) years) which could cause its financial standing to fall below the level referred to in (d) above, as evidenced by the list of litigation and arbitration proceedings disclosed together with its EOI.