



**For the Provision of  
Transactional Advisory Services  
to Support the Container  
Corridor Private Sector  
Participation Transaction for an  
estimated period of 12 Months**

Clarifications No:4 - RFP Bidders





# CONTAINER CORRIDOR PSP

## TRANSACTIONAL ADVISORY SERVICE

### CLARIFICATIONS NO:4



REINVENT

for GROWTH

Clarifications No:4







Date Received	Question Mode	Question	Answer
14-Jan-2026	Email	<p>1. To establish the level of effort (and firm cost estimate) for the legal work package, kindly confirm the following:</p> <ol style="list-style-type: none"> <li>1. What is the estimated number of title deeds, lease agreements, and servitudes that must be reviewed for the Container Corridor's real estate and track infrastructure?</li> <li>2. What is the estimated number of third-party agreements affecting the Container Corridor are to be considered?</li> <li>3. What is the estimated number of funding agreements and security agreements that must be reviewed?</li> <li>4. How many distinct lending entities (e.g., DFIs, commercial banks, Export Credit Agencies, or commercial agreements) are currently party to the facilities that encumber corridor assets?</li> <li>5. In relation to 1.d, will Transnet supply a summary of all existing funding agreements and debt covenants?</li> <li>6. Approximately how many existing customers 'Take-or-Pay' or transport service agreements require a legal review?</li> <li>7. How many organized labour unions are currently active within the Container Corridor business unit?</li> </ol>	<p>1.1 – 1.4 &amp; 1.6 Transnet does not prescribe fixed quantities for legal reviews under this RFP.</p> <p>In line with the Scope of Work, the Transaction Advisor is required to undertake a risk-based and materiality-driven legal due diligence of all agreements, rights, encumbrances and obligations that may reasonably affect the Container Corridor PSP transaction, its bankability or implementation.</p> <p>Bidders are expected to apply professional judgement, informed by experience on comparable rail and infrastructure transactions and publicly available information, and price accordingly. The full universe of documents will be confirmed and prioritised post-appointment during inception and due-diligence phases.</p> <p>1.5 Yes, subject to confidentiality and applicable approvals, Transnet will make available relevant summaries and underlying documentation relating to existing funding arrangements and debt covenants that are material to the PSP transaction, through a controlled data-room process after post award to the successful TA.</p> <p>The Transaction Advisor will remain responsible for assessing implications for transaction structuring, risk allocation and bankability.</p>





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			<p>1.7 Transnet currently has two recognised labour unions within the business.</p> <p>However, splinter/sectoral organised labour unions / forums may exist outside of Transnet, and these may have possible interest in the transaction.</p>
14-Jan-2026	Email	<p>We note that sub-contractor agreements need to be included in the tender submissions. These agreements are contingent on conclusion of the prime agreement with Transnet following any negotiations and subsequent award. It is therefore not practical to conclude sub-contracting agreements at this stage. However, letters of commitment or pre-bid teaming agreements can be provided. Kindly confirm that these will be acceptable.</p>	<p>Transnet will accept the pre-bidding agreement with potential subcontract, but it must be signed by both or all the parties.</p>





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14-Jan-2026	Email	Does Transnet envisage a single procurement event for the entire corridor? If not, kindly advise the number of procurement events that the service provider should assume for purposes of costing	<p>For purposes of this RFP, bidders should assume up to two separate PSP procurement events (which would cater for integrated and/or disaggregated option) for the Container Corridor PSP, each comprising an RFQ and an RFP stage, aligned to the JIEPS Framework. However, bidder must provide the unit costs of each of the procurement events.</p> <p>The final procurement approach will be informed by the final approved business case, transaction structure and external partner selection plan.</p> <p>Transnet reserves the right to refine or phase procurement strategies as the transaction evolves, informed by governance approvals, without changing the scope of this appointment.</p>
14-Jan-2026	Email	Kindly, provide a schedule of data available to inform the market assessment.	<p>Relevant data to support the market assessment will be made available progressively post-appointment and during the feasibility and due-diligence phases. This may include corridor performance data, asset and capacity information, existing secondary data emanating from volume and demand studies, regulatory and tariff information, and relevant outputs from the Department of Transport Intermodal Supply Chain RFI.</p> <p>The transaction advisor is expected to do further work, as per the RFP scope of work, that would enable the development of demand scenarios that will inform a bankable business case – including market assessments.</p> <p>Bidders should rely on publicly available information and/or reasonable assumptions for proposal preparation.</p>





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14-Jan-2026	Email	There are certain scarce skills that need to be filled. Can the subject matter experts that would fulfil such roles participate in more than one responding team?	Yes, they can participate in more than one responding team.
14-Jan-2026	Email	Please clarify the evaluation criteria for project experience (reference letters). Does "fully compliant" refer to having a reference letter in the template supplied by Transnet?	"Fully compliant" refers to reference letters that meet all mandatory content requirements set out in the Technical Evaluation Criteria. The prescribed template is provided as a sample/guide, and substantive compliance with the stated requirements will take precedence over formatting
14-Jan-2026	Email	Re-obtaining reference letters using the prescribed template poses several practical challenges. Reference letters are being requested by several procuring entities as part of tender submission requirements. If each procuring entity were to request their own template be used, additional burden is placed not only the respondents but their clients to supply several letters for the same engagement, in different formats at points in time long after the engagement has been concluded. Within this context, we request the requirement for reference letters in the prescribed template be relaxed in lieu of contactable client references being supplied.	<p>Transnet notes the request; however, bidders are required to submit written reference letters that meet the minimum content compliance requirements as stated in the Technical Evaluation Criteria.</p> <p>Contactable references may supplement, but do not replace, the requirement for compliant reference letters. Scoring will be applied in accordance with the published evaluation framework.</p>





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14-Jan-2026	Email	<p>To prepare the project work plan and adequately address the scoring criteria, please confirm the following:</p> <p>The specific date of award and contract signing to be assumed</p> <p>The date when the condition assessment data will be made available</p> <p>The data when data related to item 4. will be made available</p>	<p>Bidders should make reasonable assumptions for proposal purposes, aligned to the indicative milestones set out in the Technical Evaluation Criteria, including a twelve-month advisory period from date of appointment.</p> <p>Final dates for award and contract signature will be confirmed following completion of procurement processes and applicable governance approvals.</p> <p>The independent technical assessment of infrastructure (including signalling systems) will be conducted by a DoT / BUSA-appointed team, with outputs shared as available. It is anticipated that the ITA work will start January 2026 and is expected to take approximately 4 months.</p>
15-Jan-2026	Email	Please confirm whether an entity is permitted to participate in two separate consortiums	The consortium 2 will be construed as collusive bidding. It is not acceptable
15-Jan-2026	Email	Value - We are bidding as a single entity and intend to enter into a subcontract agreement with the PSP Legal Transaction Advisor; is it mandatory that the scope of work must tally with the 30% subcontracting requirements or are we allowed to fix it in line with our determined Subcontracting level of effort?	The minimum requirement for subcontracting is 30% so the service provider have to meet 30% and can subcontract any work Transnet cannot determine which work can be subcontracted





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15-Jan-2026	Email	Essential Returnable Documents and Schedules - Kindly pay attention to Section 11 and 12 of the table Vs Section 11, 12 and 13 in the document. There is potential misalignment	<div>The Correct table</div> <table><tr><th>ESSENTIAL RETURNABLE DOCUMENTS &amp; SCHEDULES</th><th>Submitted Yes/No</th></tr><tr><td>In the case of Joint Ventures, a copy of the Joint Venture Agreement or written confirmation of the intention to enter into a Joint Venture Agreement</td><td></td></tr><tr><td>Latest Financial Statements signed by your Accounting Officer or latest Audited Financial Statements plus 2 previous years</td><td></td></tr><tr><td>SECTION 1: SBD1 Form</td><td></td></tr><tr><td>SECTION 5 : Proposal Form and List of Returnable documents</td><td></td></tr><tr><td>SECTION 6 : Certificate Of Acquaintance with RFP, Terms &amp; Conditions &amp; Applicable Documents</td><td></td></tr><tr><td>SECTION 7 : RFP Declaration and Breach of Law Form</td><td></td></tr><tr><td>SECTION 10 : Certificate of attendance of non-compulsory RFP Briefing</td><td></td></tr><tr><td>SECTION 11: SBD 5</td><td></td></tr><tr><td>SECTION 12: PROTECTION OF PERSONAL INFORMATION (FOR NORMAL CONTRACT)</td><td></td></tr><tr><td>SECTION 13 : PROTECTION OF PERSONAL INFORMATION (FOR OPERATOR CONTRACT)</td><td></td></tr><tr><td>SARS Pin compliance Status</td><td></td></tr><tr><td>CSD Summary Report</td><td></td></tr><tr><td>Letter of Good Standing</td><td></td></tr><tr><td>ANNEXURE C: DRAFFT MASTER AGREEMENT</td><td></td></tr><tr><td>ANNEXURE D: TRANSNET'S GENERAL BID CONDITIONS</td><td></td></tr><tr><td>ANNEXURE E: TRANSNET'S SUPPLIER INTEGRITY PACT</td><td></td></tr><tr><td>ANNEXURE F: NON-DISCLOSURE AGREEMENT</td><td></td></tr></table>	ESSENTIAL RETURNABLE DOCUMENTS & SCHEDULES	Submitted Yes/No	In the case of Joint Ventures, a copy of the Joint Venture Agreement or written confirmation of the intention to enter into a Joint Venture Agreement		Latest Financial Statements signed by your Accounting Officer or latest Audited Financial Statements plus 2 previous years		SECTION 1: SBD1 Form		SECTION 5 : Proposal Form and List of Returnable documents		SECTION 6 : Certificate Of Acquaintance with RFP, Terms & Conditions & Applicable Documents		SECTION 7 : RFP Declaration and Breach of Law Form		SECTION 10 : Certificate of attendance of non-compulsory RFP Briefing		SECTION 11: SBD 5		SECTION 12: PROTECTION OF PERSONAL INFORMATION (FOR NORMAL CONTRACT)		SECTION 13 : PROTECTION OF PERSONAL INFORMATION (FOR OPERATOR CONTRACT)		SARS Pin compliance Status		CSD Summary Report		Letter of Good Standing		ANNEXURE C: DRAFFT MASTER AGREEMENT		ANNEXURE D: TRANSNET'S GENERAL BID CONDITIONS		ANNEXURE E: TRANSNET'S SUPPLIER INTEGRITY PACT		ANNEXURE F: NON-DISCLOSURE AGREEMENT	
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15-Jan-2026	Email	We seek clarity regarding the advertised RFP on the portal the submission date is the 23rd of January, and, on the RFP, the due date is the 16th of January 2026. Please assist in advised which one is the correct due date since no new addendum i	Addendum No:2 was issued on the 19 <sup>th</sup> of December 2025 The closing date has been extended from 16 January 2026 to 23 January 2026.
16-Jan-2026	Email	<p><b><u>Clarification Request 1: Environmental and Social Impact (ESG)</u></b></p> <p>1. Environmental Liability Quantification: For the environmental workstream, is the TA expected to conduct new intrusive site assessments (Phase II ESA), or is the scope limited to a desktop review of Transnet's existing environmental audit reports and liability registers</p>	The TA is not expected to conduct new intrusive Phase II environmental site assessments. The environmental workstream is limited to desktop review, gap-analysis, and compliance-based assessment of existing environmental information and legislation.
		2. Social Licensing: Does the transformation scoping include the legal and financial design of 'Community Trusts' or 'Enterprise Development' funds as part of the bid evaluation criteria for the RFP stage?	<p>Transformation and social impact inputs are conceptual and advisory only. The TA is not required to design, model, implement, or legally structure Community Trusts, Enterprise Development funds, or similar vehicles.</p> <p>The TA may provide high-level guidance on indicative mechanisms or principles to inform bid evaluation criteria. Detailed structuring, if required, will be addressed post Preferred Bidder appointment and is outside the Scope of Work.</p>





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16-Jan-2026	Email	<p><b><u>Clarification Request 2: Procurement, Bid Management and Execution and Closure</u></b></p> <p>1. Bidder Evaluation during RFQ and RFP Stages: Noting that the Scope of Work in relation to External Partner Selection Plan and Evaluation Criteria (Section 5.3) the RFP requires the Transaction Advisor (TA) to recommend procurement strategies in conjunction with the legal advisors, and develop and recommend evaluation criteria, ensuring the selection of the right partner in terms of size and financial performance and ensuring strategic fit for the transaction and given that the Legal Team is tasked with providing 'guidance during bidder evaluation' (section 5.4) could Transnet please clarify the following: Transnet will be responsible for the evaluation. Only Transnet resources will comprise of the Technical Evaluation Team (TET) and Commercial Evaluation Team (i.e. CET?</p>	<p>Yes. Transnet will retain full responsibility for bid evaluation at RFQ and RFP stages. The Cross Functional Assessment Team (CFAT) will comprise Transnet-appointed resources only. The TA will not be involved in evaluation or scoring bids.</p>
16-Jan-2026	Email	<p>2.What is the nature of the legal guidance required during bidder evaluation?</p>	<p>Legal guidance is limited to advisory support relating to contextual and situational matters as it pertains to procedural, governance, and probity, including compliance with procurement frameworks, management of clarifications, and defensibility of evaluation outcomes. Legal advisors will not participate in scoring or decision-making</p>





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16-Jan-2026	Email	3. What is the extent of involvement of other members of the Transaction Advisory Team in the evaluation, i.e. the Technical and Financial team?	The Technical and Financial workstreams will provide advisory and analytical support only, including interpretation of submissions and testing alignment with approved feasibility assumptions and evaluation criteria where required. They will not form part of the evaluation committees, nor exercise decision-making authority.
16-Jan-2026	Email	<p><b><u>Clarification Request 3: Execution &amp; Closure</u></b></p> <p>1.The Scope of Work refers to 'finalizing execution-ready contracts'. Does Transnet envision a negotiation phase with the Preferred Bidder to finalize the commercial and legal terms of the Concession and Shareholders' Agreements? If so, is the Transaction Advisor (TA) expected to lead these negotiations or merely act as a legal 'scribe' to record the outcomes of negotiations led by Transnet?</p>	<p>Yes, a structured negotiation phase with the Preferred Bidder is envisaged. It is anticipated that all bidder negotiations will be led by Transnet and supported by the legal advisory function of the TA.</p> <p>Protracted renegotiation of fundamental commercial principles is not envisaged, as material terms will be embedded in the RFP and bid submissions. However, the TA will expected to provide technical, financial, and legal advisory support, where required, including testing bidder positions against approved transaction parameters.</p> <p>The TA will not lead negotiations, nor act solely as a passive scribe</p>
		2.Given the 12-month 'base duration' of the appointment, how much time has been allocated for the negotiation phase before the 'Finalization of execution-ready contracts' must be achieved?	<p>No fixed negotiation period is prescribed. Bidders should assume negotiations will be time-bound and expedited following Preferred Bidder appointment.</p> <p>Protracted renegotiation of fundamental commercial principles is not envisaged, as material terms will be embedded in the RFP and bid submissions.</p>





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16-Jan-2026	Email	3.During the finalization of execution-ready contracts, to what extent will the Technical and Financial workstreams be required to participate in negotiations to defend the 'Bankable Feasibility Business Case' assumptions against the Preferred Bidder's proposed mark-ups	The TA, including Technical and Financial workstreams, will participate as and when required, in an advisory capacity, to assess proposed departures from submitted bids and to support Transnet in maintaining alignment with the approved Bankable Feasibility Business Case.
16-Jan-2026	Email	4.Finalizing contracts often requires securing waivers or 'deeds of release' from existing lenders (as identified in the Review of Funding Agreements). Will the TA be responsible for negotiating these releases with Transnet's existing commercial banks and DFIs, or is this considered an 'internal' Transnet function?	<p>Engagement with existing lenders remains an internal Transnet responsibility. The TA's role is limited to identifying where waivers or consents may be required and advising on implications for transaction sequencing and conditions precedent.</p> <p>Direct lender negotiations are excluded from the Scope of Work unless separately instructed</p>



TRANSNET



Thank you

