

TRANSNET CORPORATE CENTRE (TCC)

an Operating Division of **TRANSNET SOC LTD**

[hereinafter referred to as **Transnet**]

[Registration No. 1990/000900/30]

REQUEST FOR PROPOSAL [RFP]

THE APPOINTMENT OF PANEL FOR THE PROVISION OF TRANSACTION ADVISORY SERVICES FOR A PERIOD OF TWO (2) YEARS

RFP NUMBER	TCC/2022/01/0067/RFP
ISSUE DATE:	14 February 2023
BRIEFING SESSION:	20 Febraury 2023@ 11h00 am
CLOSING DATE:	03 March 2023
CLOSING TIME:	14:00 PM
BID VALIDITY PERIOD:	120 Business Days from Closing Date

Bidder must indicate which scope of work they are tendering for:

Scope of work Categories	Mark with "X" the applicable
Scope of Work A	
Scope of Work B1	
Scope of Work B2	
Scope of Work B3	

BIDDER NAME:

SCHEDULE OF BID DOCUMENTS

Section No	Page
SECTION 1: SBD1 FORM.....	3
SECTION 2 : NOTICE TO BIDDERS	5
1 INVITATION TO BID.....	5
2 FORMAL BRIEFING.....	5
3 PROPOSAL SUBMISSION.....	6
4 RFP INSTRUCTIONS	6
5 JOINT VENTURES OR CONSORTIUMS	6
6 COMMUNICATION	7
7 CONFIDENTIALITY	7
8 COMPLIANCE	7
9 EMPLOYMENT EQUITY ACT	7
10 DISCLAIMERS	7
11 LEGAL REVIEW	8
12 SECURITY CLEARANCE	8
13 NATIONAL TREASURY'S CENTRAL SUPPLIER DATABASE.....	8
14 TAX COMPLIANCE	8
SECTION 3: BACKGROUND, OVERVIEW AND SCOPE OF REQUIREMENTS	9
SECTION 4: PRICING AND DELIVERY SCHEDULE	40
SECTION 5: PROPOSAL FORM AND LIST OF RETURNABLE DOCUMENTS.....	44
SECTION 6: CERTIFICATE OF ACQUAINTANCE WITH RFP, MASTER AGREEMENT & APPLICABLE DOCUMENTS	78
SECTION 7: RFP DECLARATION AND BREACH OF LAW FORM	79
SECTION 9 : B-BBEE PREFERENCE POINTS CLAIM FORM	84
SECTION 11: PROTECTION OF PERSONAL INFORMATION	89

RFP ANNEXURES:

ANNEXURE A: TRANSNET'S GENERAL BID CONDITIONS

ANNEXURE B: TRANSNET'S SUPPLIER INTEGRITY PACT

ANNEXURE C: NON-DISCLOSURE AGREEMENT

SECTION 1: SBD1 FORM

PART A INVITATION TO BID

BID NUMBER:	TCC/2022/01/0067/RFP	ISSUE DATE:	14 Feb 2023	CLOSING DATE:	03 Mar 2023	CLOSING TIME:	14h00
DESCRIPTION	THE APPOINTMENT OF PANEL FOR THE PROVISION OF TRANSACTION ADVISORY FOR A PERIOD OF TWO (2) YEARS						
BID RESPONSE DOCUMENTS SUBMISSION							
RESPONDENTS ARE TO UPLOAD THEIR BID RESPONSE PROPOSALS ONTO THE TRANSNET SYSTEM AGAINST EACH TENDER SELECTED (please refer to section 2, paragraph 3 for a detailed process on how to upload submissions): https://www.transnet.net							
BIDDING PROCEDURE ENQUIRIES MAY BE DIRECTED TO							
CONTACT PERSON	Cwayita Nyeli						
TELEPHONE NUMBER	(011) 039 3668						
E-MAIL ADDRESS	Cwayita.Nyeli@transnet.net						
SUPPLIER INFORMATION							
NAME OF BIDDER							
POSTAL ADDRESS							
STREET ADDRESS							
TELEPHONE NUMBER	CODE				NUMBER		
CELLPHONE NUMBER							
FACSIMILE NUMBER	CODE				NUMBER		
E-MAIL ADDRESS							
VAT REGISTRATION NUMBER							
SUPPLIER COMPLIANCE STATUS	TAX COMPLIANCE SYSTEM PIN:		OR	CENTRAL SUPPLIER DATABASE	UNIQUE REGISTRATION REFERENCE NUMBER: MAAA		
B-BBEE STATUS LEVEL VERIFICATION CERTIFICATE	TICK APPLICABLE BOX] <input type="checkbox"/> Yes <input type="checkbox"/> No		B-BBEE STATUS LEVEL SWORN AFFIDAVIT			[TICK APPLICABLE BOX] <input type="checkbox"/> Yes <input type="checkbox"/> No	
[A B-BBEE STATUS LEVEL VERIFICATION CERTIFICATE/ SWORN AFFIDAVIT (FOR EMES & QSEs) MUST BE SUBMITTED FOR PURPOSES OF COMPLIANCE WITH THE B-BBEE ACT]							

1 ARE YOU THE ACCREDITED REPRESENTATIVE IN SOUTH AFRICA FOR THE GOODS /SERVICES /WORKS OFFERED?	<input type="checkbox"/> Yes <input type="checkbox"/> No [IF YES ENCLOSE PROOF]	2 ARE YOU A FOREIGN BASED SUPPLIER FOR THE GOODS /SERVICES /WORKS OFFERED?	<input type="checkbox"/> Yes <input type="checkbox"/> No [IF YES, ANSWER QUESTIONNAIRE BELOW]
QUESTIONNAIRE TO BIDDING FOREIGN SUPPLIERS			
IS THE ENTITY A RESIDENT OF THE REPUBLIC OF SOUTH AFRICA (RSA)?		<input type="checkbox"/> YES <input type="checkbox"/> NO	
DOES THE ENTITY HAVE A BRANCH IN THE RSA?		<input type="checkbox"/> YES <input type="checkbox"/> NO	
DOES THE ENTITY HAVE A PERMANENT ESTABLISHMENT IN THE RSA?		<input type="checkbox"/> YES <input type="checkbox"/> NO	
DOES THE ENTITY HAVE ANY SOURCE OF INCOME IN THE RSA?		<input type="checkbox"/> YES <input type="checkbox"/> NO	
IS THE ENTITY LIABLE IN THE RSA FOR ANY FORM OF TAXATION?		<input type="checkbox"/> YES <input type="checkbox"/> NO	
IF THE ANSWER IS "NO" TO ALL OF THE ABOVE, THEN IT IS NOT A REQUIREMENT TO REGISTER FOR A TAX COMPLIANCE STATUS SYSTEM PIN CODE FROM THE SOUTH AFRICAN REVENUE SERVICE (SARS) AND IF NOT REGISTER AS PER 1.3 BELOW.			

PART B

TERMS AND CONDITIONS FOR BIDDING

1. TAX COMPLIANCE REQUIREMENTS
1.1 BIDDERS MUST ENSURE COMPLIANCE WITH THEIR TAX OBLIGATIONS. 1.2 BIDDERS ARE REQUIRED TO SUBMIT THEIR UNIQUE PERSONAL IDENTIFICATION NUMBER (PIN) ISSUED BY SARS TO ENABLE THE ORGAN OF STATE TO VERIFY THE TAXPAYER'S PROFILE AND TAX STATUS. 1.3 APPLICATION FOR TAX COMPLIANCE STATUS (TCS) PIN MAY BE MADE VIA E-FILING THROUGH THE SARS WEBSITE WWW.SARS.GOV.ZA. 1.4 BIDDERS MAY ALSO SUBMIT A PRINTED TCS CERTIFICATE TOGETHER WITH THE BID. 1.5 IN BIDS WHERE UNINCORPORATED CONSORTIA / JOINT VENTURES / SUB-CONTRACTORS ARE INVOLVED, EACH PARTY MUST SUBMIT A SEPARATE TCS CERTIFICATE / PIN / CSD NUMBER. 1.6 WHERE NO TCS IS AVAILABLE BUT THE BIDDER IS REGISTERED ON THE CENTRAL SUPPLIER DATABASE (CSD), A CSD NUMBER MUST BE PROVIDED.

NB: FAILURE TO PROVIDE / OR COMPLY WITH ANY OF THE ABOVE PARTICULARS MAY RENDER THE BID INVALID.

SIGNATURE OF BIDDER:

CAPACITY UNDER WHICH THIS BID IS SIGNED:

(Proof of authority must be submitted e.g. company resolution)

DATE: _____

SECTION 2 : NOTICE TO BIDDERS

1 INVITATION TO BID

Responses to this RFP [hereinafter referred to as a **Bid** or a **Proposal**] are requested from persons, companies, close corporations or enterprises [hereinafter referred to as an **entity, Respondent** or **Bidder**].

DESCRIPTION	THE APPOINTMENT OF PANEL FOR THE PROVISION OF TRANSACTION ADVISORY FOR A PERIOD OF TWO (2) YEARS
TENDER ADVERT	All Transnet tenders are advertised on the National Treasury's e-Tender Publication Portal and the Transnet website. Should one of these media (i.e. National Treasury's e-Tender Publication Portal or Transnet website) not be available, bidders are advised to check on the other media for advertised tenders.
RFP DOWNLOADING	<p>This RFP may be downloaded directly from National Treasury's e-Tender Publication Portal at www.etenders.gov.za free of charge.</p> <p>To download RFP and Annexures:</p> <ul style="list-style-type: none"> Click on "Tender Opportunities"; Select "Advertised Tenders"; In the "Department" box, select Transnet SOC Ltd. <p>Once the tender has been located in the list, click on the 'Tender documents' tab and process to download all uploaded documents.</p> <p>The RFP may also be downloaded from the Transnet website at www.transnet.net free of charge. To access the Transnet eTender portal, please click here (refer to section 2, paragraph 3 below for detailed steps)</p>
COMMUNICATION	<p>Any addenda to the RFP or clarifications will be published on the e-tender portal and Transnet website. Bidders are required to check the e-tender portal or Transnet website prior to finalising their bid submissions for any changes or clarifications to the RFP.</p> <p>Transnet will not be held liable if Bidders do not receive the latest information regarding this RFP with the possible consequence of either being disadvantaged or disqualified as a result thereof.</p>
BRIEFING SESSION	<p>Compulsory Briefing Session on 20 February 2023 @ 11h00 am</p> <p>Bidders are required to confirm their attendance and to send their contact details including the number of representatives (where applicable) to the contact person and email stated in Section 1: SBD 1 Form. This is to ensure that Transnet may make the necessary arrangements for the briefing session.</p>
CLOSING DATE	14:00 pm on 03 March 2023
VALIDITY PERIOD	<p>120 Business Days from Closing Date</p> <p>Bidders are to note that they may be requested to extend the validity period of their bid, at the same terms and conditions, if the internal evaluation process has not been finalised within the validity period. However, once the adjudication body has approved the process and award of the business to the successful bidder(s), the validity of the successful bidder(s)' bid will be deemed to remain valid until a final contract has been concluded.</p>

Any additional information or clarification will be published on the e-Tender portal and Transnet website, if necessary.

2 FORMAL BRIEFING

A compulsory briefing Session will be conducted at virtually on the **20 February 2023, at 11h00** for a period of ± 1hour. The briefing session will start punctually and information will not be repeated for the benefit of Respondents arriving late.

2.1 Respondents failing to attend the compulsory RFP briefing will be disqualified.

3 PROPOSAL SUBMISSION

Transnet has implemented a new electronic tender submission system, the e-Tender Submission Portal, in line with the overall Transnet digitalization strategy where suppliers can view advertised tenders, register their information, log their intent to respond to bids and upload their bid proposals/responses on to the system.

a) The Transnet e-Tender Submission Portal can be accessed as follows:

- Log on to the Transnet eTenders management platform website (<https://www.transnet.net>);
- Click on "TENDERS";
- Scroll towards the bottom right hand side of the page;
- On the blue window click on "register on our new eTender Portal";
- Click on "ADVERTISED TENDERS" to view advertised tenders;
- Click on "SIGN IN/REGISTER – for bidder to register their information (must fill in all mandatory information);
- Click on "SIGN IN/REGISTER" - to sign in if already registered;
- Toggle (click to switch) the "Log an Intent" button to submit a bid;
- Submit bid documents by uploading them into the system against each tender selected.
- No late submissions will be accepted. The bidder guide can be found on the Transnet Portal transnetetenders.azurewebsites.net

4 RFP INSTRUCTIONS

- 4.1 Please sign documents [sign, stamp and date the bottom of each page] before uploading them on the system. The person or persons signing the submission must be legally authorised by the respondent to do so.
- 4.2 **All returnable documents tabled in the Proposal Form [Section 5] must be returned with proposals.**
- 4.3 Unless otherwise expressly stated, all Proposals furnished pursuant to this RFP shall be deemed to be offers. Any exceptions to this statement must be clearly and specifically indicated.
- 4.4 Any additional conditions must be embodied in an accompanying letter. Subject only to clause 15 [Alterations made by the Respondent to Bid Prices] of the General Bid Conditions, paragraph 13 below (Legal Review) and Section 6 of the RFP, alterations, additions or deletions must not be made by the Respondent to the actual RFP documents.

5 JOINT VENTURES OR CONSORTIUMS

Respondents who would wish to respond to this RFP as a Joint Venture [JV] or consortium with B-BBEE entities, must state their intention to do so in their RFP submission. Such Respondents must also submit a signed JV or consortium agreement between the parties clearly stating the percentage [%] split of business and the associated responsibilities of each party. If at the time of the bid submission such a JV or consortium agreement has not been concluded, the partners must submit confirmation in writing of their intention to enter into a JV or consortium agreement should they be awarded business by Transnet through this RFP process. This written confirmation must clearly indicate the percentage [%] split of business and the responsibilities of each party. In such cases, award of business will only take place once a signed copy of a JV or consortium agreement is submitted to Transnet.

6 COMMUNICATION

- 6.1 Specific queries relating to this RFP before the closing date of the RFP should be submitted to the contact person specified in Section 1 of this RFP before **12:00 pm on 1 March 2023**. In the interest of fairness and transparency Transnet's response to such a query will then be made available to other bidders.
- 6.2 It is prohibited for Respondents to attempt, either directly or indirectly, to canvass any officer or employee of Transnet in respect of this RFP between the closing date and the date of the award of the business.
- 6.3 Respondents found to be in collusion with one another will be automatically disqualified and restricted from doing business with organs of state for a specified period.
- 6.4 Respondents may also, at any time after the closing date of the RFP, communicate with the contact person specified in Section 1 of this RFP on any matter relating to its RFP response
- 6.5 Respondents are to note that changes to its submission will not be considered after the closing date.

7 CONFIDENTIALITY

All information related to this RFP is to be treated with strict confidence. In this regard Respondents are required to certify that they have acquainted themselves with the Non-Disclosure Agreement. All information related to a subsequent contract, both during and after completion thereof, will be treated with strict confidence. Should the need however arise to divulge any information related to this RFP or the subsequent contract, written approval must be obtained from Transnet.

8 COMPLIANCE

The successful Respondent [hereinafter referred to as the **Supplier/Service provider**] shall be in full and complete compliance with any and all applicable laws and regulations.

9 EMPLOYMENT EQUITY ACT

Respondents must comply with the requirements of the Employment Equity Act 55 of 1998 applicable to it including (but not limited to) Section 53 of the Employment Equity Act.

10 DISCLAIMERS

Respondents are hereby advised that Transnet is not committed to any course of action as a result of its issuance of this RFP and/or its receipt of Proposals. In particular, please note that Transnet reserves the right to:

- 10.1 modify the RFP's Goods/Services and request Respondents to re-bid on any such changes;
- 10.2 reject any Proposal which does not conform to instructions and specifications which are detailed herein;
- 10.3 disqualify Proposals submitted after the stated submission deadline [closing date];
- 10.4 award a contract in connection with this Proposal at any time after the RFP's closing date;
- 10.5 award a contract for only a portion of the proposed Goods/Services which are reflected in the scope of this RFP;
- 10.6 split the award of the contract between more than one Supplier/Service provider, should it at Transnet's discretion be more advantageous in terms of, amongst others, cost or developmental considerations;
- 10.7 cancel the bid process;
- 10.8 validate any information submitted by Respondents in response to this bid. This would include, but is not limited to, requesting the Respondents to provide supporting evidence. By submitting a bid, Respondents hereby irrevocably grant the necessary consent to Transnet to do so;
- 10.9 request audited financial statements or other documentation for the purposes of a due diligence exercise;

- 10.10 not accept any changes or purported changes by the Respondent to the bid rates after the closing date and/or after the award of the business, unless the contract specifically provided for it;
- 10.11 to cancel the contract and/request that National Treasury place the Respondent on its Database of Restricted Suppliers for a period not exceeding 10 years, on the basis that a contract was awarded on the strength of incorrect information furnished by the Respondent or on any other basis recognised in law;
- 10.12 to award the business to the next ranked bidder, provided that he/she is still prepared to provide the required Goods/Services at the quoted price, should the preferred bidder fail to sign or commence with the contract within a reasonable period after being requested to do so. Under such circumstances, the validity of the bids of the next ranked bidder(s) will be deemed to remain valid, irrespective of whether the next ranked bidder(s) were issued with a Letter of Regret. Bidders may therefore be requested to advise whether they would still be prepared to provide the required Goods/Services at their quoted price, even after they have been issued with a Letter of Regret.

Note that Transnet will not reimburse any Respondent for any preparatory costs or other work performed in connection with its Proposal, whether or not the Respondent is awarded a contract.

11 LEGAL REVIEW

A Proposal submitted by a Respondent will be subjected to review and acceptance or rejection of its proposed contractual terms and conditions by Transnet's Legal Counsel, prior to consideration for an award of business. A material deviation from the Standard terms or conditions could result in disqualification.

12 SECURITY CLEARANCE

Acceptance of this bid could be subject to the condition that the Successful Respondent, its personnel providing the Goods/Services and its subcontractor(s) must obtain security clearance from the appropriate authorities to the level of **CONFIDENTIAL/ SECRET/TOP SECRET**. Obtaining the required clearance is the responsibility of the Successful Respondent. Acceptance of the bid is also subject to the condition that the Successful Respondent will implement all such security measures as the safe performance of the contract may require.

13 NATIONAL TREASURY'S CENTRAL SUPPLIER DATABASE

Respondents are required to self-register on National Treasury's Central Supplier Database (CSD) which has been established to centrally administer supplier information for all organs of state and facilitate the verification of certain key supplier information. Respondents must register on the CSD prior to submitting their bids. Business may not be awarded to a Respondent who has failed to register on the CSD. Only foreign suppliers with no local registered entity need not register on the CSD.

For this purpose, the attached SBD 1 form must be completed and submitted as a mandatory returnable document by the closing date and time of the bid.

14 TAX COMPLIANCE

Respondents must be compliant when submitting a proposal to Transnet and remain compliant for the entire contract term with all applicable tax legislation, including but not limited to the Income Tax Act, 1962 (Act No. 58 of 1962) and Value Added Tax Act, 1991 (Act No. 89 of 1991).


It is a condition of this bid that the tax matters of the successful Respondents be in order, or that satisfactory arrangements have been made with South African Revenue Service (SARS) to meet the Respondents tax obligations.

The Tax Compliance status requirements are also applicable to foreign Respondents/ individuals who wish to submit bids.


Where Consortia / Joint Ventures / Sub-contractors are involved, each party must be registered on the Central Supplier Database and their tax compliance status will be verified through the Central Supplier Database.

Transnet urges its clients, suppliers and the general public to report any fraud or corruption to


TIP-OFFS ANONYMOUS:


Ethics Helpdesk (Pty) Ltd.
Ethics Management System™


You can choose to be **Anonymous** or **Non-Anonymous** on ANY of the platforms
PLEASE RETAIN YOUR REFERENCE NUMBER




AI Voice Bot "Jack"
 Speak to our AI Voice Chat Bot "JACK", you converse with him like chatting to a human, with the option to record a message and speak to an agent at anytime.




What's App
 Speak to an Agent via What's App.





Speak to an Agent
 Speak to an Agent via the platform with no call or data charge




Telegram
 Speak to an Agent via Telegram

 **0800 003 056**

 **086 551 4153**

 **reportit@ethicshelpdesk.com**

 ***120*0785980808#**

SECTION 3: BACKGROUND, OVERVIEW AND SCOPE OF REQUIREMENTS

1 BACKGROUND

Transnet's strategy is anchored on the adoption of segment strategies. The level of capital investment required in identified segments is however limited by the company's ability to raise on-balance sheet funding on the strength of its financial position. Accordingly, private sector participation (PSP) is an important aspect of the funding plan, which is premised on a diversified approach.

In addition, Transnet's Africa Strategy aims to position Transnet as a leading partner in the development of integrated regional freight systems on the continent through leveraging its unique experience and expertise in managing rail, ports and pipeline freight. Transnet diversify its geographic presence and strengthen regional integration on the continent by:

- Developing "joint ventures and partnerships" for regional operations with entities with aligned growth synergies e.g. regional state-owned rail, port and pipeline operators, private local operators and developers, and;
- Adopting of an "South African Incorporated" (SAInc) approach, which provides turnkey infrastructure solutions and positions South Africa as strategic partner to building integrated regional freight systems, through collaboration with South African developers in the continent.

Transnet identified portfolios of transactions in the context of the above strategies aims to achieve the following objectives:

- Protecting and growing the core segments, including the identification of new revenue streams;
- Seeking partnerships to grow market share;
- Enhancing operational efficiency;
- Broadening the available finance pool to expedite infrastructure development and capacity creation;
- Providing risk mitigation and an alternative procurement methodology for large infrastructure transactions;
- Positioning Transnet to contribute to the transformation and development mandate.

2 OVERVIEW OF SCOPE OF WORK

Transnet seeks to appoint competent and experienced Service Providers (Panel) for the provision of Transaction Advisory services for a period of two (2) years. The panel will consist of service providers who will be appointed to provide *Turnkey Transaction Advisory* services (**Scope of work A**) for both domestic and regional markets and *Select Advisory Services* required to support the transactions on an as-and-when basis (**Scope of work B**).

The establishment of the Transaction Advisory panel shall aim to enhance and complement the resources and skills within Transnet and to provide specialist skills, knowledge and best practice toolkits, frameworks and templates that are required to drive business ventures from ideation through to commercialisation. These initiatives may be at various stages of the transaction lifecycle development and each opportunity will require an execution approach that is based on the nature of the proposed transaction and the proposed business objectives in line with Transnet's intended participation role(s).

Broadly, Transnet intends to develop transactions associated with its core business of freight logistics in railway, ports, pipelines and associated infrastructure. It should be appreciated that business opportunities are initiated from internally within Transnet as well as presented by the external market (customers, government entities and other states, transaction developers, etc.) to Transnet.

Transnet intends to place a Maximum of Six (6) Bidders for (**Scope of work A**) and Maximum Four (4) Bidders for (**Scope of work B – Per Section**). Bidders may tender for both **Scope of work A and B**. To allocate work orders, The service providers will be appointed following the rotation method, to allow other service providers in the pool to get an opportunity to deliver the required services.

Based on the Outcome of the RFP. Should the Bidder appointment be above R30m – Subcontracting may be applicable. Successful Bidders will be engaged to provide subcontracting information on award.

2.1 TYPES OF TRANSACTIONS ENVISAGED

The key transaction structures that Transnet is likely to apply in the PSP transaction context are:

A) CONCESSIONS

An External Partner will perform any combination of design, build, finance and operation of Transnet's rail, port, terminal or pipeline infrastructure and services. The distinguishing factors for various concession agreements will be determined by the degree of risk and level of responsibility transferred to the External Partner and can range from a service agreement or management agreement to a full concession agreement; alternatively Transnet will participate in any combination of design, build, finance and operation of other jurisdictions' rail, port, terminal or pipeline infrastructure and services. In this case Transnet will be the concessaire.

B) OPERATING LEASE

An External Partner leases and operates the assets/infrastructure of Transnet in exchange for a rental fee (but excludes a lease of immovable property); alternatively Transnet will enter an operating lease agreement with external parties in other jurisdictions to lease and/or operate assets/infrastructure infrastructure and services on their behalf.

C) STRATEGIC EQUITY PARTNER

Transnet may establish subsidiary companies to carry out particular transactions or business operations. One or more External Partners will be selected as co-owners with Transnet in such subsidiaries.

D) UNINCORPORATED JOINT VENTURE

Transnet will select one or more External Partners to undertake a transaction with a common objective, for the purpose of making a profit (or generating revenue). The parties must reach agreement with regard to skills and resources that will be contributed to the joint venture/partnership, and the proportions in which the profits and losses of the joint venture/partnership will be shared.

E) INCORPORATED JOINT VENTURE OR SPECIAL PURPOSE VEHICLE (SPV)

Transnet and selected External Partner/s will incorporate an entity for a specific purpose involving the development of a transaction, or the operation of assets/infrastructure/business operations that are transferred from Transnet and/or the external partner to the SPV.

F) EQUITY INVESTMENT IN A PRIVATE OR PUBLIC ENTITY (OR MERGER AND ACQUISITION)

Transnet may acquire an ownership stake in an existing private or public sector entity for purposes of acquiring new infrastructure, business capabilities, capacity, customer base, and/or innovations to support or enable specific strategic objectives.

3 DETAILED SCOPE REQUIREMENTS – SCOPE OF WORK A

The Transaction Advisory panel is to assist Transnet with progressing identified transaction through three phases

- Phase I Transaction Development
- Phase II Transaction Implementation
- Phase III Transaction Commercialisation

3.1 PHASE I : TRANSACTION DEVELOPMENT

The transaction development phase includes (but not limited to):

- a due diligence exercise, including a legal and regulatory risk assessment and a checklist of approvals that will be required;
- development of a Business Case or Joint Investment Proposal, which includes key details of the partnership transaction structuring and;
- support with procurement plan where required;

At the completion of this stage, Transnet will have:

- i. a well-defined description of the proposed partnership transaction structure, outcomes, and precise scope, having regard to *status quo* (if there are existing Transnet assets, infrastructure, operations that will form part of the transaction) and what needs to be done to get to the desired end point;
- ii. a detailed description of the contributions to be made by each of Transnet and any external partners;
- iii. a detailed assessment of the partnership's financial viability, having regard to income generation opportunities and the level of investment required;
- iv. a description of the opportunities for participation by external partners, and the profile of potential external partners (e.g. local or foreign, established or new entrant, scale of operations, funding requirements, technical expertise, etc);

- v. identified transaction risks, a provisional risk allocation as between Transnet and the proposed external partner, and clear suggestions for mitigation of risks; and
- vi. what further actions are required to complete the transaction preparation, and by whom.

This process will provide a good basis for a decision on whether, and with what level of urgency, to further pursue the transaction.

A) DUE DILIGENCE

The due diligence entails an investigation of all legal ,commercial, technical and financial issues which are relevant to the transaction and must be dealt with during transaction implementation or prior to financial close.

The due diligence also entails the identification of regulatory, political and commercial risks, and preparation of a checklist of approvals that will be required.

The due diligence list below is not complete for every transaction but gives an example of the issues to be considered:

- i. assesses the historical and forecast assumptions and performance from the perspective of the markets, customers, competitors and internal capabilities of the organisation. Provides insight of the growth projections used as a basis for the proposed transaction.
- ii. consider legal issues including relevant sectoral legislation, employment law consequences of transaction, tax laws and tax consequences of transaction, approval requirements, contractual due diligence etc.;
- iii. conduct analysis of applicable environmental issues including relevant legislation, environmental impacts, details of all required environmental studies, assessments and authorisations, identify how the negative impacts will be mitigated and what the cost / scale of anticipated mitigation measures will be;
- iv. assessment of existing land rights, any land acquisition required for transaction purposes, any amendments to title deed conditions, zoning, or other land use conditions, land claims, tenancy claims, and any required land expropriation;
- v. where necessary, prepare a resettlement action plan in accordance with relevant frameworks;
- vi. conduct a full technical site analysis including establishment of a register of supporting infrastructure;
- vii. prepare high-level technical specifications for the transaction in order to understand full range of transaction resourcing requirements;
- viii. carry out a preliminary financial due diligence including total transaction cost estimate, assessment of the availability of financing, sources of revenue, hedging/risk mitigation products, tax structures, etc;
- ix. conduct an assessment of applicable local content requirements and opportunities, potential local content benefits of the transaction, appropriateness of any statutory exemptions in order to give effect to transaction objectives..

Consideration will need to be given as to the regulatory risks that may arise during the term of the Partnership, and how the potential consequences will be dealt with in the Partnership agreement, e.g. will they be a shared risk, will Transnet as the organ of state bear responsibility for the conduct of other organs of state, will changes in law or unforeseeable State conduct trigger an entitlement to exit the Partnership, etc..

A due diligence report should be developed to include an analysis of key transaction requirements, risks, obstacles and timing implications in each area of investigation, to guide the next phase of the transaction development.

B) BUSINESS CASE / JOINT INVESTMENT PROPOSAL

The Business Case should be developed using the standard Transnet template to be provided to include the following key aspects which are essential in Partnership arrangements:

- i. **Options Analysis & Legal Structure** : the Business Case must outline the proposed legal structure, with typical options such as Development lease; Concession, Management Contract i.e. the Special Purpose Vehicle (SPV) being considered. Key considerations in the Options Analysis and Legal Structure include the following:
 - a. status quo of the assets / infrastructure / operations which will be the subject of the Partnership, and the intended end point;
 - b. the nature and scale of the contributions Transnet will make to the Partnership;
 - c. the nature and scale of the contributions the External Partner will be required to make to the Partnership;
 - d. whether Transnet or the External Partner should have a controlling interest in the Partnership;
 - e. the proposed duration of the Partnership, and appropriate mechanisms for unwinding and handover on termination of the Partnership;
 - f. 'bankability' considerations: will prospective External Partners want to participate, and be able to source the funding required to participate, and be willing to share the risks and rewards, in a manner which provides Transnet with overall 'value for money'?
- ii. **Risk Transfer**: the Business Case must outline the proposed risk transfer approach. In addition to traditional transaction risk analysis (typically focused on capital construction risks), significant analysis must be done on the transfer of risks to the External Partner vs risks retained by Transnet.
- iii. **Value-for-Money (VFM) Analysis**: quantitative and qualitative assessment of the benefits and differences between Partnerships vs PSC inputs for the whole-of-life. To the extent no differences can be motivated, the Partnership will not show value and perhaps should not be progressed.
- iv. **Whole-of-Life Affordability and Benefits**: where Transnet is required to make a contribution or investment in a Partnership (e.g. in the case of Joint Ventures or outright Merger & Acquisition transaction), the Transnet affordability and impact must be modelled and approved within the corporate capital plan process with the business case tabled at [Group Investment Committee].
- v. **Financial Modelling**: the Business Case must extend the traditional Capital Transaction financial modelling approach to reflect the structure of the Partnership model for the life of the contract but also model leveraged.

C) SUPPORT IN DEVELOPMENT OF EXTERNAL PARTNER PROCUREMENT DOCUMENTATION

The transaction advisor may be required to support in the development of a set of partner selection procurement documents, complying with public sector procurement law, policies and guidelines, and in accordance with the

procurement and tendering systems of Transnet. The documentation must be consistent with the results of the Transaction Development and enable Transnet to obtain relevant approvals.

In order to determine the appropriate External Partner selection method, consideration and support is required in the development of procurement documentation in the following areas –

- i. the profile of the External Partners, Transnet wants to attract;
- ii. the likely number of prospective External Partners that will participate (i.e. the level of market interest);
- iii. the level of market testing / engagement required (i.e. the extent to which the specifications of the Partnership are known and documented before procurement commences);
- iv. timing constraints;
- v. regulatory constraints and approval or exemption requirements;
- vi. any other considerations that would impact on the determination of an appropriate External Partner selection method.

3.2 PHASE II : TRANSACTION IMPLEMENTATION

This scope of work of the Transaction Implementation phase shall mainly be:

- External Partner selection or Bidding Support
- Draft Agreements
- Obtaining all internal and external approvals

A) EXTERNAL PARTNER SELECTION

If Transnet decides to progress with the transaction, the transaction advisor maybe required to work with Transnet to support the procurement process for securing contracts with external partners. All this needs to be in accordance with the systems and standards set out by Transnet in accordance with the relevant laws and regulations.

The transaction advisor may be required on as as needed basis to provide the following:

i. Support the development of the external partner procurement plan

The transaction adviser may be required to support the development of the procurement plan and process, based on applicable procurement requirements, including

- a. Technical review, including
 - review of general functional/technical solutions,
 - assessment of the estimated capital and operating costs
 - Capacity of the site, and appropriateness for the technology and performance required of the Transaction,
 - weather conditions, status of land availability, status of permissions and permits, traffic
 - management and construction management constraints etc.
 - service levels and operating costs
 - preparation of all alignment drawings and specifications (to the extent not provided in the feasibility study)
 - review of transaction data, including ground conditions and geotechnics.

- review of capital cost estimates from feasibility study, benchmarking against out turn costs /published cost estimate data on other transactions.
 - review of operability of scheme in relation to technical specification, infrastructure, off-take demand and required levels of output, availability and safety.
 - commentary on integration with - and linkages to network
 - environmental impact assessments and proposed mitigation measures..
- b. Outlining tender documentation in terms of scope and specifications
- c. Outlining the commercial agreements (including all annexes) that implements the chosen partnership approach:
- applying the risk matrix developed during the feasibility study, but updated to address all transaction issues and market context,
 - developing and implementing a detailed financial model and developing the contract to fit the requirements of the model,
 - explaining to Transnet whether and to what extent certain provisions could be amended without disturbing the key risk allocation goals of Transnet,
- d. All advice compliant with applicable law and considering any constraints or opportunities associated with applicable law.

ii. Support in Drafting Request for proposals (RFPs)

The transaction advisor may be required to support Transnet the preparation of an RFP document in accordance with best industry practice and applicable laws and regulations, consistent with the results of the feasibility study. The RFP must concisely set out:

- a. the output specifications of Transnet
- b. a risk profile as established in the feasibility study
- c. the financial structring mechanism
- d. evaluation criteria

B) EXTERNAL BIDDING SUPPORT

The transaction advisor may be required to support Transnet the preparation of a Proposal or bid document in an external or competitive bidding process in which Transnet is bidder. In this case the transaction advisor will support Transnet to prepare a proposal or bid document. This document must comply with the external bidding requirements and adhere to all internal governance requirements in accordance to the Delegation of Authority Framework.

C) DRAFTING COMMERCIAL AGREEMENTS

The transaction advisor may be required to prepare draft commercial agreement(s), in close liaison with Transnet management, implementing the risk allocation regime and using best practice to maximize competition and keep pricing low, while protecting Transnet's interests with a view to transaction implementation and manageability over the term of the transaction. The agreement will include all necessary annexes and subsidiary documentation, e.g. performance specification, transaction scope, client's requirements, technical specification, Transaction performance monitoring regime, code of construction practice, requirements for network integration, etc.

D) TRANSACTION STRUCTURING AND CAPITAL RAISING

The transaction advisor may need to support Transnet to obtain debt or provide a loan to the transaction legal entities (incl SPV's, JV's etc.) or to provide some other financial instrument (e.g. guarantee or subsidy) to make the PSP transaction financially viable or more cost effective. The transaction advisor may be required provide advice on structuring of such instruments, their drafting, negotiation and implementation (e.g. setting up trusts and escrow accounts, arrangements with security sharing and management and other aspects of financial management and ensuring compliance with financial covenants).

E) TRANSET INTERNAL AND EXTERNAL APPROVALS

The transaction advisor must compile all the documentation necessary for Transnet to obtain necessary approvals to enable the procurement process to begin.

The categories of approvals listed below are not comprehensive and will not apply to every Partnership transaction. Depending on the nature and scale of any Partnership transaction, additional approval requirements may be required, for example in terms of environmental legislation.

- i. Internal Transnet approvals:
- ii. Ministerial and associated approvals:
 - a. Minister of Public Enterprises per section 54(2) of the PFMA for transactions which are "significant" (i.e., which go beyond the limits agreed to in the Significance and Materiality Framework).
 - b. Minister of Finance, in instances where any of the following approvals or exemptions are sought -
 - approval for establishment of a new entity is required in terms of section 51(1)(g) of the PFMA;
 - exemption from the PPPFA and or Preferential Procurement Regulations;
 - c. National Treasury, if approval under Supply Chain Management Instruction 3 of 2016/17 is required (deviation from the requirement of an open bidding process for contracts in excess of R500,000);
 - d. Minister of Transport approval, in terms of the Ports Act, for example if a section 79 direction is required or a licence or agreement issued in the past pursuant to a section 79 direction is modified, transferred to a third party, or cancelled.
- iii. Transnet National Ports Authority (TNPA) consent (only where applicable):
 - a. to modify a licence issued in terms of the Ports Act;
 - b. to transfer a licence issued in terms of the Ports Act to a third party;
 - c. as required for specified activities, such as sub-contracting or sub-licensing, as per existing licence conditions or TOA or lease terms and conditions.
- iv. Competition Commission approvals:
 - a. The Competition Commission must be notified of all intermediate mergers and acquisitions if the value of the proposed merger equals or exceeds R600 million (calculated by either combining the annual turnover of both firms or their assets), and the annual turnover or asset value of the transferred/target firm is at least R100 million.

If the combined annual turnover or assets of both the acquiring and transferred / target firms are valued at or above R6.6 billion, and the annual turnover or asset value of the transferred / target firm is at least R190 million, the merger must be notified to the Competition Commission as a large merger

3.3 **PHASE III: TRANSACTION COMMERCIALISATION**

The main deliverable of the stage is to commercialise the transaction once regulatory approval has been granted. This stage typically involves financial close, transaction execution and operationalisation of the transaction. The transaction advisory panel will be required to assist Transnet and its selected partners in the nascent stages of commercialising the transaction.

This stage shall entail but is not limited to:

- Establishment of any legal entities (incl SPV's, JV's etc.) required to enable the transaction;
- Lead and conclude all commercial and legal negotiations;
- Draft all necessary commercial and contractual agreements;
- Ensure that all commercial risks are identified and ensure Transnet is safe guarded;
- Prepare a safe and seamless handover to the new entity's executive management

A) **SUPPORT IN NEGOTIATION OF COMMERCIAL AGREEMENTS**

The transaction advisor may be required to assist Transnet in final negotiations with the preferred bidder. This will involve:

- i. preparing suitable negotiations terms,
- ii. categorizing issues appropriately, developing timelines for completion,
- iii. planning negotiation tactics,
- iv. reviewing proposed sub-contracts, in particular with the construction contractor and operator, to the extent forms of these contracts have not been included in the PPP contract or the tender documents,
- v. advising on proposed changes to the agreed form sub-contracts,
- vi. review of preferred bidder satisfaction of the conditions precedent to the final commercial agreement, often including the validity of licenses and permissions obtained by the preferred bidder, formation of corporate vehicles in the form required, financial close of the transaction financing, and implementation of the commercial requirements for performance of the transaction,
- vii. relationship with second and third place bidders, including managing bid bonds and on-going discussions to prepare for the eventual withdrawal of the preferred bidder,
- viii. processes for reaching agreement,
- ix. the above will normally involve a second set of negotiations with the lenders arguing similar points as those raised by the preferred bidder during the tender process and new issues often focused on financial covenants and protections. This may involve extended discussions of Transnet's financial participation to protect the lenders from specific risks. The legal service providers should be involved in these discussions,
- x. review and negotiation of the financial documentation which will often have a direct effect on the rights and obligations of Transnet,
- xi. legal opinion that transaction is binding on its terms,

- xii. legal opinion on security and financial management structure, and
- xiii. legal opinion on revenue structure and current regulatory mechanism.

The transaction advisor will ensure that all agreements reached are incorporated into all the financial, commercial and legal documentation, and with drafting the necessary and related correspondence.

The final terms of the agreement, each as negotiated with the preferred bidder, must be submitted by Transnet, along with the commercial agreement management plan for the Transaction, for approval. The transaction advisor is may be required to provide all the the necessary submissions for Transnet to obtain this approval, including a comprehensive legal due diligence of the accounting officer/authority has been completed. This will relate to legal compliance, competence and capacity to enter into the commercial agreement.

B) CONTRACTING AND FINANCIAL CLOSE

Financial closure signifies that all the procurement deliverables have been successfully completed, and that the transaction advisor's work is finished, if applicable. The transaction advisor may be required to support Transnet with all functions related to concluding and signing the final agreement through to financial close.

Transnet may need to obtain debt or provide a loan to the transaction company or to provide some other financial instruments (e.g. guarantee or subsidy) to make the PSP transaction financially viable or more cost effective. The transaction advisor will provide advice on structuring of such instruments, their drafting, negotiation and implementation (e.g. setting up trusts and escrow accounts, arrangements with security sharing and management and other aspects of financial management and ensuring compliance with financial covenants).

The transaction advisor may be required, in close liaison with Transnet, to draft a comprehensive post transaction management plans for Transnet, in accordance with the provisions of the commercial and financial agreement(s), to help Transnet in the management of the Transaction and its risks, rights and obligations after financial close. This will be followed by detailed discussions with Transnet's transaction team to discuss transaction implementation and management of Transnet's rights and obligations over the term of the transaction.

The transaction advisor will be required to compile a comprehensive close-out report, and to incorporate any additional factors that may be required by Transnet. The close-out report will be a confidential document of Transnet

4 DETAILED SCOPE REQUIREMENTS – SCOPE OF WORK B1: FINANCIAL ADVISORY

The scope of work B1 is defined as follows:

The Financial Advisory service provider is to assist Transnet with progressing identified transaction through three phases as described above with a specific focus on the Financial advisory aspect of the Transaction.

- Phase I Transaction Development
- Phase II Transaction Implementation
- Phase III Transaction Commercialisation

Financial advisory and modeling skills are critical in the business case development and value assessment stages of the transaction development phases. The Financial Advisory service provider should have ability to construct a financial model to assess project finance and corporate finance proposals, which is fundamental to the reviews undertaken by Transnet and its internal and external stakeholders. The Financial Advisory service provider must have demonstrated

experience to undertake increasingly complex financial analyses involving both project finance and corporate finance. Experience in analysing the financial aspects of PSPs is a basic requirement.

4.1 PHASE I : TRANSACTION DEVELOPMENT

The transaction development phase includes (but not limited to):

- a financial due diligence exercise, including a checklist of approvals that will be required;
- development of a Business Case or Joint Investment Proposal, which includes key details of the partnership transaction structuring and;

The key deliverables for financial advisory for this phase are as follows :

Financial Due Diligence: Performing of financial due diligence and providing input to support the overall due diligence report and/ or business case. This includes financial risk assessments. A due diligence report should developed to include an analysis of key transaction requirements, risks, obstacles and timing implications in each area of investigation, to guide the next phase of the transaction development .

Financial Modelling The Financial Advisor is to provide expertise in developing financial models to reflect the structure of the transaction and adhere to the Transnet Financial key performance criterias as required . This is a critical input to the development of the Business Case

Asset Valuations : The Financial Advisor may be required to provide expertise in the various valuation methodology outcomes, where possible. This includes benchmarking and comparables or similar transaction across the world.

4.2 PHASE II TRANSACTION IMPLEMENTATION

The scope of work of the Transaction Implementation phase includes (but not limited to):

- Partner selection or External Bidding Phase
- Draft Agreements
- Obtaining all internal and external approvals

The Financial Advisory panel is to assist Transnet with progressing with all functions related and leading up to financial and/commercial close.

The key deliverables for this phase are as follows :

Transaction Structure Optioneering: Advise Transnet on the most optimal option of structuring the transaction and detailing impact of the structure to the Transnet Group (i.e. Financial Statements, Debt Covenants etc.). Providing input on financial risks apparent to the structure and the applicable risk mitigates. Advisor to advise on optimal funding structures and lead engagements with potential funders/financiers.

Tax Expertise: Team to provide all relevant tax expertise and consequences for the transaction. The tax scope extends to both South African tax as well as other foreign territory taxes.

Transaction Structuring and Capital Raising

Transnet may require to support Transnet to obtain debt or provide a loan to the transaction legal entities (incl SPV's, JV's etc.) or to provide some other financial instrument (e.g. guarantee or subsidy) to make the transaction financially viable or more cost effective. The transaction advisor may be required provide advice on structuring of such

instruments, their drafting, negotiation and implementation (e.g. setting up trusts and escrow accounts, arrangements with security sharing and management and other aspects of financial management and ensuring compliance with financial covenants).

4.3 PHASE III : TRANSACTION COMMERCIALISATION

The main deliverable of the stage is to commercialise the transaction once regulatory approval has been granted. This stage typically involves financial close, transaction execution and operationalisation of the transaction. The transaction advisory panel will be required to assist Transnet and its selected partners in the nascent stages of commercialising the transaction.

This stage shall entail but is not limited to:

- Establishment of any legal entities (incl SPV's, JV's etc.) required to enable the transaction;
- Lead and conclude all financial negotiations;
- Ensure that all financial risks are identified with appropriate mitigations are in place ;

Contracting and Financial Close

Financial closure signifies that all the procurement deliverables have been successfully completed, and that the Financial Advisory service provider's work is finished, if applicable. The Financial Advisory service provider may be required to support Transnet with all functions related to concluding and signing the final financial agreements through to financial close.

The Financial Advisory service provider may be required, in close liaison with Transnet, to draft a comprehensive post transaction management plans for Transnet, in accordance with the provisions of the financial agreement(s), to help Transnet in the management of the Transaction and its risks, rights and obligations after financial close. This will be followed by detailed discussions with Transnet's transaction team to discuss transaction implementation and management of Transnet's rights and obligations over the term of the transaction.

5 DETAILED SCOPE REQUIREMENTS – SCOPE OF WORK B2: LEGAL AND COMMERCIAL ADVISORY

The scope of work B2 is defined as follows:

The Legal and Commercial Advisory service provider is to assist Transnet with progressing identified transaction through three phases

- Phase I Transaction Development
- Phase II Transaction Implementation
- Phase III Transaction Commercialisation

The type of transactions envisaged will involve complex legal agreements that require more than legal drafting skills. The legal advisor must also possess strategic negotiating and contract management skills in order to provide legal and commercial advisory services required for the transactions in infrastructure. The service provider must have demonstrated experience drafting and assisting in the implementation of infrastructure development contracts a minimum requirement, inclusive of networks of legal counsel in jurisdictions outside of South Africa..

5.1 PHASE I : TRANSACTION DEVELOPMENT

The transaction development phase includes (but not limited to):

- a due diligence exercise, including a legal and regulatory risk assessment and a checklist of approvals that will be required;
- development of a Business Case or Joint Investment Proposal, which includes key details of the partnership transaction structuring and;
- support with procurement plan where required;

All advice compliant with applicable law and considering any constraints or opportunities associated with applicable law.

The key deliverables for Legal and Commercial Advisory for this phase are as follows :

- **Legal Due Diligence:** Performing of Legal and Commercial Advisory due diligence and providing input to support the overall due diligence report and/ or business case. This includes Legal and Commercial Advisory risk assessments. A due diligence report should developed to include an analysis of key transaction requirements, risks, obstacles and timing implications in each area of investigation, to guide the next phase of the transaction development .
- **Commercial Due diligence :** assesses the historical and forecast assumptions and performance from the perspective of the markets, customers, competitors and internal capabilities of the organisation. Provides insight of the growth projections used as a basis for the proposed transaction.
- **Legal and regulatory assessment** The regulatory risk identification process should follow the following process:
 - Step 1 - Identify the range of activities and services to be undertaken. This will aid in understanding the ambit of the regulatory environment relevant to the transaction, and the role of sector-specific decision-makers and regulators;
 - Step 2 - Identify decision-makers and regulators (including their requirements and enforcement powers). The information to support this step should be ascertainable, at least at a high level, from the due diligence report. For example, the accounting authority, the executive authority, the Minister of Finance and the National Treasury, as provided for in the PFMA; TNPA, the Minister, and the

Ports Regulator as provided for in the Ports Act, 2005, the Railway Safety Regulator as provided for in the National Railway Safety Regulator Act, 2002, etc.;

- Step 3 – Identify key legal requirements and approvals/permits/authorisations, and the timing associated with compliance. Also assess the risks and consequences of late or non-compliance. In relation to each key legal requirement and approval/permit/authorisation required for implementation of the transaction, identify the party responsible and the point at which the requirement or approval must be fulfilled or obtained. Use the organisation's existing risk management process and risk assessment criteria to help ensure risks are identified, assessed and monitored consistently. Record the likelihood of a regulatory risk occurring and the impact if it were to occur;
- Step 4 – (which will likely go beyond the transaction preparation phase) Evidence compliance (monitor and assure) throughout the transaction preparation, procurement, contract award, financial close and transaction implementation process. It is very important that you can demonstrate that the transaction complies with regulatory requirements – to comply and to be seen to comply. Evidence of compliance will likely be a requirement of funders and External Partners, before and beyond financial close. The evidence gathered needs to be up-to-date, comprehensive, tangible and robust. Application of the risk matrix developed during the feasibility study to develop transaction terms and to address all transaction issues and market context, ,
- **Support in development of external partner procurement documentation** : The Legal and Commercial advisor may be required to support in the development of a set of partner selection procurement documents, complying with public sector procurement law, policies and guidelines, and in accordance with the procurement and tendering systems of Transnet. The documentation must be consistent with the results of the Transaction Development and enable Transnet to obtain relevant approvals.
- In order to determine the appropriate External Partner selection method, consideration and support is required in the development of procurement documentation in the following areas –
 - i. the profile of the External Partners, Transnet wants to attract;
 - ii. the likely number of prospective External Partners that will participate (i.e. the level of market interest);
 - iii. the level of market testing / engagement required (i.e. the extent to which the specifications of the Partnership are known and documented before procurement commences);
 - iv. timing constraints;
 - v. regulatory constraints and approval or exemption requirements;
 - vi. any other considerations that would impact on the determination of an appropriate External Partner selection method.

5.2 **PHASE II : TRANSACTION IMPLEMENTATION**

This scope of work of the Transaction Implementation phase shall mainly be:

- External Partner selection or Bidding Support

- Draft Agreements
- Obtaining all internal and external approvals
- **External Partner Selection** : If Transnet decides to progress with the transaction, the legal and commercial advisor maybe required to work with Transnet to support the procurement process for securing contracts with external partners. All this needs to be in accordance with the systems and standards set out by Transnet in accordance with the relevant laws and regulations.
- **Drafting commercial agreements** : The legal and commercial advisor maybe required to draft the commercial agreement(s) (including all annexes) that implements the chosen partnership approach in close liaison with Transnet management, implementing the risk allocation regime and using best practice to maximize competition and keep pricing low, while protecting Transnet's interests with a view to transaction implementation and manageability over the term of the transaction. The agreement will include all necessary annexes and subsidiary documentation as follows (but not limited to):
 - i. technical and performance specification,
 - ii. transaction scope,
 - iii. client's requirements, specification,
 - iv. Transaction performance monitoring regime

5.3 **PHASE III: TRANSACTION COMMERCIALISATION**

The main deliverable of the stage is to commercialise the transaction once regulatory approval has been granted. This stage typically involves financial close, transaction execution and operationalisation of the transaction. Legal and Commercial Advisory service provider will be required to assist Transnet and its selected partners in the nascent stages of commercialising the transaction.

This stage shall entail but is not limited to:

- Establishment of any legal entities (incl SPV's, JV's etc.) required to enable the transaction;
- Lead and conclude all commercial and legal negotiations;
- Draft all necessary commercial and contractual agreements;

Support in Negotiation of commercial agreements

The Legal and Commercial Advisory service provider may be required to assist Transnet in final negotiations with the preferred bidder. This will involve:

- i. preparing suitable negotiations terms,
- ii. categorizing issues appropriately, developing timelines for completion,
- iii. planning negotiation tactics,
- iv. reviewing proposed sub-contracts, in particular with the construction contractor and operator, to the extent forms of these contracts have not been included in the PPP contract or the tender documents,
- v. advising on proposed changes to the agreed form sub-contracts,

- vi. review of preferred bidder satisfaction of the conditions precedent to the final commercial agreement, often including the validity of licenses and permissions obtained by the preferred bidder, formation of corporate vehicles in the form required, financial close of the transaction financing, and implementation of the commercial requirements for performance of the transaction,
- vii. relationship with second and third place bidders, including managing bid bonds and on-going discussions to prepare for the eventual withdrawal of the preferred bidder,
- viii. processes for reaching agreement,
- ix. the above will normally involve a second set of negotiations with the lenders arguing similar points as those raised by the preferred bidder during the tender process and new issues often focused on financial covenants and protections. This may involve extended discussions of Transnet's financial participation to protect the lenders from specific risks. The legal service providers should be involved in these discussions,
- x. review and negotiation of the financial documentation which will often have a direct effect on the rights and obligations of Transnet,
- xi. legal opinion that transaction is binding on its terms,
- xii. legal opinion on security and financial management structure, and
- xiii. legal opinion on revenue structure and current regulatory mechanism.

The Legal and Commercial Advisory service provider advisor will ensure that all agreements reached are incorporated into all the commercial and legal documentation, and with drafting the necessary and related correspondence.

The final terms of the agreement, each as negotiated with the preferred bidder, must be submitted by Transnet, along with the commercial agreement management plan for the Transaction, for approval. The Legal and Commercial Advisory service provider advisor is may be required to provide all the the necessary submissions for Transnet to obtain this approval, including a comprehensive legal due diligence of the accounting officer/authority has been completed. This will relate to legal compliance, competence and capacity to enter into the commercial agreement.

Contracting and Financial Close

The Legal and Commercial Advisory service provider may be required to support Transnet with all functions related to concluding and signing the final agreement through to financial close.

6 DETAILED SCOPE REQUIREMENTS – SCOPE OF WORK B3: TECHNICAL ADVISORY

The Technical Advisory panel is to assist Transnet with progressing identified transaction through three phases

- Phase I Transaction Development
- Phase II Transaction Implementation
- Phase III Transaction Commercialisation

The technical advisory service provider should be able to conduct concept and basic engineering, technical feasibility studies, technical assessments, provide professional expert opinions from subject matter experts regarding the status

and operation of the infrastructure assets forming part of the transaction(s) underpinned by global knowledge and best practices.

Transnet's envisaged transactions will involve large infrastructure and assets that require various built environment skills throughout the development phases These include the following disciplines (but not limited to):

- Architects
- Engineering – All Disciplines related to Infrastructure Planning and Development
- Property Valuation
- Planners and Schedulers
- Quantity Surveying
- Transport Economist
- Town and Regional Planners,
- Development Economists
- Environmental and Social Consulting Experts
- Heritage Specialists

6.1 **PHASE I : TRANSACTION DEVELOPMENT**

The transaction development phase includes (but not limited to):

- a due diligence exercise, including a legal and regulatory risk assessment and a checklist of approvals that will be required;
- development of a Business Case or Joint Investment Proposal, which includes key details of the partnership transaction structuring and;
- support with procurement plan where required;

The key deliverables for technical advisory for this phase are as follows :

Technical due diligence	Conduct technical assessment and a full technical site analysis including establishment of a register of supporting infrastructure; This included technical risk assessments and estimations
Environmental Due diligence	analysis of applicable environmental issues including relevant legislation, environmental impacts, details of all required environmental studies, assessments and authorisations, identify how the negative impacts will be mitigated and what the cost / scale of anticipated mitigation measures will be. In addition, The Transaction Advisor must detail risks associated with environmental issues and impacts of non compliance.
Land and Property Due diligence	assessment of existing land rights, any land acquisition required for transaction purposes, any amendments to title deed conditions, zoning, or other land use conditions, land claims, tenancy claims, and any required land expropriation;
Resettlement Due diligence	Development of a resettlement action plan in accordance with relevant frameworks where applicable In addition, Technical Advisor must manage the Resettlement plan until close out.

Site and Infrastructure Due diligence	<p>Transaction Advisor must conduct a full technical site analysis including establishment of a register of supporting infrastructure;</p> <p>Assess and report on the condition and lifespan of the Site (Asset and Infrastructure)</p> <p>In Addition, The Transaction Advisor will prepare all technical specifications, Including drawings for the transaction.</p>
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A) BUSINESS CASE / JOINT INVESTMENT PROPOSAL

The Business Case should be developed using the standard Transnet template to be provided to include the following key aspects which are essential in Partnership arrangements:

- i. **Options Analysis** the Business Case must outline the following technical aspects
 - a. status quo of the assets / infrastructure / operations which will be the subject of the Partnership, and the intended end point;
 - b. capital estimates and scale of the contributions Transnet will make to the Partnership;
 - c. technical 'bankability' considerations: will prospective External Partners want to participate, and be able to source the funding required to participate, and be willing to share the risks and rewards, in a manner which provides Transnet with overall 'value for money'?
- ii. **Risk Transfer:** the Business Case must outline the proposed risk transfer approach. In addition to traditional transaction risk analysis (typically focused on capital construction risks), significant analysis must be done on the transfer of risks to the External Partner vs risks retained by Transnet.
- iii. **Whole-of-Life Affordability and Benefits:** where Transnet is required to make a contribution or investment in a Partnership (e.g. in the case of Joint Ventures or outright Merger & Acquisition transaction), by calculating the total cost of ownership, CAPEX estimates, construction schedule where required

B) SUPPORT IN DEVELOPMENT OF EXTERNAL PARTNER PROCUREMENT DOCUMENTATION

The technical advisory service provider may be required to support in the development of a set of partner selection procurement documents, complying with public sector procurement law, policies and guidelines, and in accordance with the procurement and tendering systems of Transnet. The documentation must be consistent with the results of the Transaction Development and enable Transnet to obtain relevant approvals.

In order to determine the appropriate External Partner selection method, consideration and support is required in the development of procurement documentation in the following areas –

- i. Technical specifications
- ii. Schedule and timing constraints;
- iii. Technical regulatory constraints and approval or exemption requirements such as Environmental Approvals, Water Use licences , Land expropriation e.t.c;
- iv. any other technical considerations that would impact on the the External Partner selection process.

6.2 PHASE II TRANSACTION IMPLEMENTATION

The scope of work of the Transaction Implementation phase includes (but not limited to):

- Partner selection or External Bidding Phase

- Draft Agreements
- Obtaining all internal and external approvals

The technical advisory service provider is to assist Transnet with progressing with all functions related and leading up to financial and/commercial close.

The key deliverables for this phase are as follows :

Concept and Basic Engineering (inclusive of reviews where applicable)	Development of (or review where required) concept or basic engineering documents that sets the direction and lays the foundation for the full-fledged design of the system, procedure or assets. This may include optioneering to allow Transnet to make a final decision on which technical option to proceed with in the Transaction.
Bankable Feasibility study (inclusive of reviews where applicable)	Preparation of (or review where required) of a comprehensive study of the transaction technical infrastructure in which all geological, engineering, operating, social, environmental and other relevant factors are considered in sufficient detail that it could reasonably serve as the basis for a final decision by a financial institution to finance the development of the transaction.
Technical Approvals	Assist Transnet in their technical approval or exemption process such as Environmental Approvals, Water Use licences , Land expropriation.

6.3 **PHASE III: TRANSACTION COMMERCIALISATION**

The main deliverable of the stage is to commercialise the transaction once regulatory approval has been granted. This stage typically involves financial close, transaction execution and operationalisation of the transaction. The transaction advisory panel will be required to assist Transnet and its selected partners in the nascent stages of commercialising the transaction.

This stage shall entail but is not limited to;

- Ensure that all technical risks are identified and ensure Transnet is safe guarded;
- Prepare a safe and seamless handover of all technical aspects to the new entity's executive management

C) SUPPORT IN NEGOTIATION OF COMMERCIAL AGREEMENTS

The technical advisory service provider may be required to assist Transnet in final negotiations with the preferred bidder. This will involve:

- preparing suitable negotiations terms with respect to the technical aspects of the project,
- reviewing proposed sub-contracts, in particular with the construction contractor and operator, to the extent forms of these contracts have not been included in the PPP contract or the tender documents,
- advising on proposed changes to the agreed form sub-contracts,
- review of preferred bidder satisfaction of the technical conditions precedent to the final commercial agreement, The transaction advisor will ensure that all agreements reached are incorporated into all the financial, commercial and legal documentation, and with drafting the necessary and related correspondence.

D) CONTRACTING AND FINANCIAL CLOSE

The technical advisory service provider may be required, in close liaison with Transnet, to draft a comprehensive post transaction management plans for Transnet covering the technical aspects of the transaction, in accordance with the

provisions of the commercial and financial agreement(s), to help Transnet in the management of the Transaction and its risks, rights and obligations after financial close. This will be followed by detailed discussions with Transnet's transaction team to discuss transaction implementation and management of Transnet's rights and obligations over the term of the transaction.

1 GREEN ECONOMY / CARBON FOOTPRINT

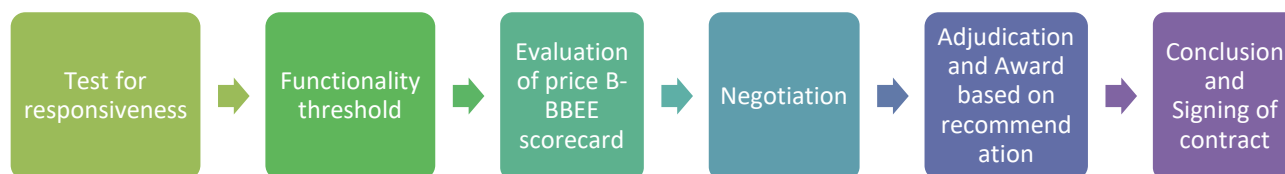
Transnet wishes to have an understanding of your company's position with regard to environmental commitments, including key environmental characteristics such as waste disposal, recycling and energy conservation. *Please submit details of your entity's policies in this regard.*

2 GENERAL SUPPLIER/SERVICE PROVIDER OBLIGATIONS

- 2.1 The Supplier/Service provider(s) shall be fully responsible to Transnet for the acts and omissions of persons directly or indirectly employed by them.
- 2.2 The Supplier/Service provider(s) must comply with the requirements stated in this RFP.

3 EVALUATION METHODOLOGY

Transnet will utilise the following methodology and criteria in selecting a preferred Supplier/Service provider:



3.1 STEP ONE: Test for Administrative Responsiveness

The test for administrative responsiveness will include the following:

Administrative responsiveness check (Scope of Work A & B)
<ul style="list-style-type: none"> Whether the Bid has been lodged on time Bidder has signed SECTION 6: Certificate of Acquaintance with RFP Documents Bidder has attended Compulsory Briefing Session Bidder must indicate which scope of work they are tendering for by ticking on the table that is on the cover page

The test for administrative responsiveness [Step One] must be passed for a Respondent's Proposal to progress to Step Two for further pre-qualification

3.2 STEP TWO: Test for Substantive Responsiveness to RFP

The test for substantive responsiveness to this RFP will include the following:

Check for substantive responsiveness (Scope of Work A & B)
<ul style="list-style-type: none"> Bidder has completed SECTION 1: SBD1 Form Bidder has submitted a Priced Offer Bidder's (1) Key Personnel for commercial and legal Advisory Services has membership with relevant Professional Body. <i>(Applicable for Scope of Work A, B2)</i> Bidder's Key Personnel for Engineering Advisory Services has Valid Registration/Certification with relevant Professional Body <i>(Applicable for Scope of work A and B3)</i>

The test for substantive responsiveness [Step Two] must be passed for a Respondent's proposal to progress to Step Three for further evaluation

3.3 STEP THREE: Minimum Threshold 80 points for Technical Criteria

The test for the Technical and Functional threshold will include the following:

SCOPE OF WORK A: FULL SUITE OF TRANSACTION ADVISORY SERVICES

Evaluation Criteria for (Scope of Work A)	Maximum Points
<p>Bidder Experience in providing Transaction Advisory Services in the Infrastructure industry</p> <p>The bidder (Lead Transaction Advisor) must have successfully completed similar or related transactions (i.e. Due Diligence, Deal Structuring and Business Case assignments comprising of Commercial Financial, Legal and Technical elements).</p> <ul style="list-style-type: none"> • (0) Client Reference [0] • (1) Client Reference [5] • (2) Client Reference [10] • (3) or More Client Reference [20] 	20
<p>Number of successfully completed Transaction Advisory assignments in the infrastructure industry</p> <p>The bidder must provide records of accomplishments of relevant Transaction Advisory assignments completed (including Transaction size in Rand Value and dates of Commercial and Financial Close)</p> <ul style="list-style-type: none"> • (0) Projects Completed [0] • (1) Projects Completed [5] • (2) Projects Completed [10] • (3) or More Projects Completed [20] 	20
<p>Bidder Experience in providing Transaction Advisory Services for public private partnerships.</p> <p>The bidder must have relevant experience in public private partnership procedures (i.e Market Sounding/Preparation of RfQs/EoI's/ RfPs/Communication with Bidders/ Evaluations and preparation of Bid proposals documents).</p> <ul style="list-style-type: none"> • (0) Client Reference [0] • (1) Client Reference [5] • (2) Client Reference [10] • (3) or More Client Reference [20] 	20
<p>Bidder Experience in providing Transaction Advisory Services involving negotiation and drafting of commercial agreements to support public private partnership transactions in the Infrastructure industry</p> <p>The bidder must have relevant experience in advising, negotiation and drafting of commercial agreements on public private partnership transactions</p>	20

Evaluation Criteria for (Scope of Work A)	Maximum Points
<ul style="list-style-type: none"> • (0) Commercial Agreements Completed [0] • (1) Commercial Agreements Completed [5] • (2) Commercial Agreements Completed [10] • (3) or Commercial Agreements Completed [20] 	
<p>Transaction Advisory Workstream leads experience in public private partnership transactions in the infrastructure industry</p> <p>The bidder should state who the Workstream Leads are. The workstream leads should have experience in transaction advisory (i.e. assignments comprising of Commercial Financial, Legal and Technical elements).</p> <ul style="list-style-type: none"> • No experience in similar or related transactions [0] • < 5years' experience in similar or related transactions [3] • 5 to 10 years' experience in similar or related transactions [5] • >10 years' experience in similar or related transactions [10] 	10
<p>Bidder Experience in providing Transaction Advisory services on a Transaction that involves more than one jurisdiction (Example: South Africa and Other Country)</p> <ul style="list-style-type: none"> • (0) Transaction [0] • (1) Transaction [1] • (2) Transaction [5] • (3) or More Transaction [10] 	10
Total	100
Minimum Score	80

Respondent's Signature_____
Date & Company Stamp

SCOPE OF WORK B 1: FINANCIAL ADVISORY

Evaluation Criteria for (Scope of Work B1)	Maximum Points
<p>Bidder Experience in providing Financial Advisory Services on public private partnership transactions in the Infrastructure industry</p> <p>Each Consortium/partner must provide own references on a client letterhead (incl. their involvement in transaction and the outcome from each transaction).</p> <ul style="list-style-type: none"> • (0) Client Reference [0] • (1) Client Reference [10] • (2) Client Reference [20] • (3) or More Client Reference [30] 	30
<p>Number of successfully completed Financial Advisory services assignments</p> <p>The bidder must provide records of accomplishments of relevant Financial Advisory assignments completed (including Transaction size in Rand Value and dates of commercial an financial Close)</p> <ul style="list-style-type: none"> • (0) Projects Completed [0] • (1) Projects Completed [5] • (2) Projects Completed [10] • (3) or More Projects Completed [20] 	20
Team Experience in Financial Modelling and Valuation	
<p>The bidder must provide detailed experience in Financial Modelling and Valuation. Detailed experience to include experience of the lead advisor</p> <ul style="list-style-type: none"> • No experience in similar or related transactions [0] • < 5years' experience in similar or related transactions [1] • 5 to 10 years' experience in similar or related transactions [3] • >10 years' experience in similar or related transactions [5] 	5
<p>The bidder must provide detailed experience in Financial Modelling and Valuation. Detailed experience to include experience of the Senior Resource</p> <ul style="list-style-type: none"> • No experience in similar or related transactions [0] • < 5years' experience in similar or related transactions [1] • 5 to 10 years' experience in similar or related transactions [3] • >10 years' experience in similar or related transactions [5] 	5
<p>The bidder must provide detailed experience in Financial Modelling and Valuation. Detailed experience to include experience of the Junior Resource</p> <ul style="list-style-type: none"> • No experience in similar or related transactions [0] • < 2years' experience in similar or related transactions [1] 	5

Evaluation Criteria for (Scope of Work B1)	Maximum Points
<ul style="list-style-type: none"> 2 to 5 years' experience in similar or related transactions [3] >5 years' experience in similar or related transactions [5] 	
Team Experience in Transaction Structuring	
<p>The bidder must provide detailed experience in Transaction Structuring. Detailed experience to include experience of the lead advisor</p> <ul style="list-style-type: none"> No experience in similar or related transactions [0] < 5years' experience in similar or related transactions [1] 5 to 10 years' experience in similar or related transactions [3] >10 years' experience in similar or related transactions [5] 	5
<p>The bidder must provide detailed experience in Transaction Structuring. Detailed experience to include experience of the Key Resource</p> <ul style="list-style-type: none"> No experience in similar or related transactions [0] < 5years' experience in similar or related transactions [1] 5 to 10 years' experience in similar or related transactions [3] >10 years' experience in similar or related transactions [5] 	5
<p>The bidder must provide detailed experience in Transaction Structuring. Detailed experience to include experience of the Junior Resource</p> <ul style="list-style-type: none"> No experience in similar or related transactions [0] < 2years' experience in similar or related transactions [1] 2 to 5 years' experience in similar or related transactions [3] >5 years' experience in similar or related transactions [5] 	5
Team Experience in Tax Advisory	
<p>The bidder must provide detailed experience in providing Tax Expertise. Detailed experience to include experience of the Lead Advisor</p> <ul style="list-style-type: none"> No experience in similar or related transactions [0] < 5years' experience in similar or related transactions [1] 5 to 10 years' experience in similar or related transactions [3] >10 years' experience in similar or related transactions [5] 	5
<p>The bidder must provide detailed experience in providing Tax Expertise. Detailed experience to include experience of the Key Resource</p> <ul style="list-style-type: none"> No experience in similar or related transactions [0] < 5years' experience in similar or related transactions [1] 5 to 10 years' experience in similar or related transactions [3] >10 years' experience in similar or related transactions [5] 	5

Evaluation Criteria for (Scope of Work B1)	Maximum Points
Bidder Experience in providing Financial Advisory services on a Transaction that involves more than one jurisdiction (South Africa and Other Country) <ul style="list-style-type: none"> (0) Transaction [0] (1) Transaction [1] (2) Transaction [5] (3) or More Transaction [10] 	10
Total	100
Minimum Score	80

SCOPE OF WORK B 2: LEGAL AND COMMERCIAL ADVISORY

Evaluation Criteria for (Scope of Work B2)	Maximum Points
Bidder Experience in providing Commercial and Legal Advisory Services on public private partnership transactions in the Infrastructure industry Each Consortium/partner must provide own references on a client letterhead (incl. their involvement in transaction and the outcome from each transaction). <ul style="list-style-type: none"> (0) Client Reference [0] (1) Client Reference [10] (2) Client Reference [20] (3) or More Client Reference [30] 	30
Number of successfully completed Commercial and Legal Advisory services assignments The bidder must provide records of accomplishments of relevant Commercial and Legal Advisory assignments completed (including Transaction size in Rand Value and dates of Commercial and Financial Close) <ul style="list-style-type: none"> (0) Projects Completed [0] (1) Projects Completed [5] (2) Projects Completed [10] (3) or More Projects Completed [20] 	20
Commercial and Legal Advisory experience	
The bidder must provide detailed experience in providing Legal advisory services on public private partnership transactions in the Infrastructure industry Detailed experience to include experience of the lead advisor <ul style="list-style-type: none"> No experience in similar or related transactions [0] 	10

Evaluation Criteria for (Scope of Work B2)	Maximum Points
<ul style="list-style-type: none"> • < 5years' experience in similar or related transactions [1] • 5 to 10 years' experience in similar or related transactions [5] • >10 years' experience in similar or related transactions [10] 	
<p>The bidder must provide detailed experience in providing Legal advisory services on public private partnership transactions in the Infrastructure industry</p> <p>Detailed experience to include experience of the Senior Resource</p> <ul style="list-style-type: none"> • No experience in similar or related transactions [0] • < 5years' experience in similar or related transactions [1] • 5 to 10 years' experience in similar or related transactions [3] • >10 years' experience in similar or related transactions [5] 	5
<p>The bidder must provide detailed experience in providing Legal advisory services on public private partnership transactions in the Infrastructure industry</p> <p>Detailed experience to include experience of the Junior Resource</p> <ul style="list-style-type: none"> • No experience in similar or related transactions [0] • < 3years' experience in similar or related transactions [1] • 3 - 5 years' experience in similar or related transactions [3] • >5 years' experience in similar or related transactions [5] 	5
<p>The bidder must provide detailed experience in providing Commercial advisory services on public private partnership transactions in the Infrastructure industry</p> <p>Detailed experience to include experience of the Lead Advisor</p> <ul style="list-style-type: none"> • No experience in similar or related transactions [0] • < 5years' experience in similar or related transactions [1] • 5 to 10 years' experience in similar or related transactions [5] • >10 years' experience in similar or related transactions [10] 	10
<p>The bidder must provide detailed experience in providing Commercial advisory services on public private partnership transactions in the Infrastructure industry</p> <p>. Detailed experience to include experience of the Senior Resource</p> <ul style="list-style-type: none"> • No experience in similar or related transactions [0] • < 3years' experience in similar or related transactions [1] • 5 to 10 years' experience in similar or related transactions [3] • >10 years' experience in similar or related transactions [5] 	5
<p>The bidder must provide detailed experience in providing Commercial advisory services on public private partnership transactions in the Infrastructure industry</p> <p>. Detailed experience to include experience of the Junior Resource</p> <ul style="list-style-type: none"> • No experience in similar or related transactions [0] 	5

Evaluation Criteria for (Scope of Work B2)	Maximum Points
<ul style="list-style-type: none"> < 3years' experience in similar or related transactions [1] 3 to 5 years' experience in similar or related transactions [3] >5 years' experience in similar or related transactions [5] 	
Bidder Experience in providing Commercial and Legal Advisory services on a Transaction that involves more than one jurisdiction (South Africa and Other Country) <ul style="list-style-type: none"> (0) Transaction [0] (1) Transaction [3] (2) Transaction [5] (3) or More Transaction [10] 	10
Total	100
Minimum Score	80

SCOPE OF WORK B 3: TECHNICAL ADVISORY

Evaluation Criteria for (Scope of Work B3)	Maximum Points
Bidder Experience in providing Technical Advisory Services in the Infrastructure industry The bidder must have successfully completed similar or related transactions (i.e. Due Diligence and Business Case assignments comprising of technical assessments and valuations and feasibility studies). Each Consortium/partner must provide own references on a client letterhead (incl. their involvement in transaction and the outcome from each transaction). <ul style="list-style-type: none"> (0) Client Reference [0] (1) Client Reference [10] (2) Client Reference [20] (3) or More Client Reference [30] 	30
Number of successfully completed Technical Advisory services assignments The bidder must provide records of accomplishments of relevant Technical Advisory assignments completed (including Transaction size in Rand Value and dates of Commercial and Financial Close) <ul style="list-style-type: none"> (0) Projects Completed [0] (1) Projects Completed [5] (2) Projects Completed [10] (3) or More Projects Completed [20] 	20

Evaluation Criteria for (Scope of Work B3)	Maximum Points
Team Experience in Engineering Design	
<p>The bidder must provide detailed experience in providing Engineering Design. Detailed experience to include experience of the Lead Advisor</p> <ul style="list-style-type: none"> No experience in similar or related transactions [0] < 5years experience in similar or related transactions [1] 5 to 10 years' experience in similar or related transactions [5] >10 years' experience in similar or related transactions [10] 	10
<p>The bidder must provide detailed experience in providing Engineering Design. Detailed experience to include experience of the Senior Resource</p> <ul style="list-style-type: none"> No experience in similar or related transactions [0] < 5years experience in similar or related transactions [1] 5 to 10 years' experience in similar or related transactions [3] 10 years' experience in similar or related transactions [5] 	5
<p>The bidder must provide detailed experience in providing Engineering Design. Detailed experience to include experience of the Junior Resource</p> <ul style="list-style-type: none"> No experience in similar or related transactions [0] < 3years experience in similar or related transactions [1] 3 to 5 years' experience in similar or related transactions [3] >5 years' experience in similar or related transactions [5] 	5
Team Experience in Environmental Management	
<p>The bidder must provide detailed experience in providing Environmental Management. Detailed experience to include experience of the Lead Advisor</p> <ul style="list-style-type: none"> No experience in similar or related transactions [0] < 5years experience in similar or related transactions [1] 5 to 10 years' experience in similar or related transactions [5] >10 years' experience in similar or related transactions [10] 	10
<p>The bidder must provide detailed experience in providing Environmental Management. Detailed experience to include experience of the Senior Resource</p> <ul style="list-style-type: none"> No experience in similar or related transactions [0] < 5years experience in similar or related transactions [1] 5 to 10 years' experience in similar or related transactions [3] >10 years' experience in similar or related transactions [5] 	5

Evaluation Criteria for (Scope of Work B3)	Maximum Points
<p>The bidder must provide detailed experience in providing Environmental Management. Detailed experience to include experience of the Junior Resource</p> <ul style="list-style-type: none"> No experience in similar or related transactions [0] < 3 years' experience in similar or related transactions [1] 3 to 5 years' experience in similar or related transactions [3] >5 years' experience in similar or related transactions [5] 	5
<p>Bidder Experience in providing Technical Advisory services on a Transaction that involves more than one jurisdiction (South Africa and Other Country)</p> <ul style="list-style-type: none"> (0) Transaction [0] (1) Transaction [1] (2) Transaction [5] (3) or More Transaction [10] 	10
Total	100
Minimum Score	80

The minimum threshold for technical/functionality [Step Three] must be met or exceeded for a Respondent's Proposal to progress to Step Four for final evaluation

3.4 **STEP FOUR: Evaluation and Final Weighted Scoring**

a) **Price** [Weighted score 90 points]:

Transnet will utilise the following formula in its evaluation of Price:

$$PS = 90 \left(1 - \frac{Pt - Pmin}{Pmin} \right)$$

Where:

Ps = Score for the Bid under consideration
 Pt = Price of Bid under consideration
 $Pmin$ = Price of lowest acceptable Bid

- b) **Broad-Based Black Economic Empowerment criteria** [Weighted score 10 points]
- B-BBEE - current scorecard / B-BBEE Preference Points Claims Form
 - Preference points will be awarded to a bidder for attaining the B-BBEE status level of contribution in accordance with the table indicated in Section 4.1 of the B-BBEE Preference Points Claim Form.

3.5 **SUMMARY: Applicable Thresholds and Final Evaluated Weightings**

Evaluation Criteria	Final Weighted Scores
Price	90
B-BBEE - Scorecard	10
TOTAL SCORE:	100

3.6 **STEP FIVE: Post Tender Negotiations**

- Respondents are to note that Transnet may not award a contract if the price offered is not market-related. In this regard, Transnet reserves the right to engage in PTN with the view to achieving a market-related price or to cancel the tender. Negotiations will be done in a sequential manner i.e.:
 - first negotiate with the highest ranked bidder or cancel the bid, should such negotiations fail,
 - negotiate with the 2nd and 3rd ranked bidders (if required) in a sequential manner.
- In the event of any Respondent being notified of such short-listed/preferred bidder status, his/her bid, as well as any subsequent negotiated best and final offers (BAFO), will automatically be deemed to remain valid during the negotiation period and until the ultimate award of business.
- Should Transnet conduct post tender negotiations, Respondents will be requested to provide their best and final offers to Transnet based on such negotiations. Where a market related price has been achieved through negotiation, the contract will be awarded to the successful Respondent(s).
- Over and above the negotiating of prices with the preferred bidder to get a market-related price, Transnet may engage preferred bidder(s) to negotiate reduced rates before or after the award of business to achieve cost effectiveness in all its contracts.

3.7 **STEP SEVEN: Award of business and conclusion of contract**

- Immediately after approval to award the contract has been received, the successful bidder(s) will be informed of the acceptance of his/their Bid by way of a Letter of Award. Thereafter the final contract will be concluded with the successful Respondent(s).
- A final contract will be concluded and entered into with the successful Bidder at the acceptance of a letter of award by the Respondent.

SECTION 4: PRICING AND DELIVERY SCHEDULE

Respondents are required to complete the table below, where applicable:

No	Title of resource	DPSA Salary Band	Rates/ Hour (Excl. VAT)	Rates/ Hour (Incl. VAT)
1	Partner			
2	Senior Associate			
3	Associate			
4	Principal			
5	Senior Manager			
6	Manager			
7	Senior Consultant			
8	Consultant			
9	Legal Partner			
10	Senior Legal Associate			
11	Legal Associate			
12	Project Manager			
13	Business Analyst			
14	Investment Analyst			
15	Financial Modeller			
16	Financial Analyst			
17	Asset Valuator / Asset Appraiser			
18	Senior Engineer (Professionally Registered)			
19	Professional Resgistered Engineer			
20	Junior (candidate Registered) Engineer			
21	Environmental and Social Expert			
22	Community Engagement Specialist			
23	Demand Planning Specialist			
24	Quantity Surveyor			
25	Operations Modelling Specialists (Rail, Ports, Terminals)			

Travel

Disbursement (Travel)	<i>Per km</i>	
Accommodation and Flights (Government Rate and Economy Class) will be reimbursed at cost		

Respondents are to note that Transnet will round off final pricing scores to the nearest 2 (two) decimal places.

Notes to Pricing:

- a) Respondents are to note that if the price offered by the highest scoring bidder is not market-related, Transnet may not award the contract to that Respondent. Transnet may-
- (i) negotiate a market-related price with the Respondent scoring the highest points or cancel the RFP;

Respondent's Signature

Date & Company Stamp

- (ii) if that Respondent does not agree to a market-related price, negotiate a market-related price with the Respondent scoring the second highest points or cancel the RFP;
- (iii) if the Respondent scoring the second highest points does not agree to a market-related price, negotiate a market-related price with the Respondent scoring the third highest points or cancel the RFP.

If a market-related price is not agreed with the Respondent scoring the third highest points, Transnet must cancel the RFP.

- b) Prices must be quoted in South African Rand.
- c) To facilitate like-for-like comparison bidders must submit pricing strictly in accordance with this pricing schedule and not utilise a different format. Deviation from this pricing schedule could result in a bid being declared non-responsive.

1. DISCLOSURE OF CONTRACT INFORMATION**PRICES TENDERED**

Respondents are to note that, on award of business, Transnet is required to publish the tendered prices of the successful and unsuccessful Respondents *inter alia* on the National Treasury e-Tender Publication Portal, (www.etenders.gov.za), as required per National Treasury Instruction Note 01 of 2015/2016.

JOHANNESBURG STOCK EXCHANGE DEBT LISTING REQUIREMENTS

Transnet may also be required to disclose information relating to the subsequent contract i.e. the name of the company, goods/services provided by the company, the value and duration of the contract, etc. in compliance with the Johannesburg Stock Exchange (JSE) Debt Listing Requirements.

DOMESTIC PROMINENT INFLUENTIAL PERSONS (DPIP) OR FOREIGN PROMINENT PUBLIC OFFICIALS (FPPO)

Transnet is free to procure the services of any person within or outside the Republic of South Africa in accordance with applicable legislation. Transnet shall not conduct or conclude business transactions, with any Respondents without having:

- Considered relevant governance protocols;
- Determined the DPIP or FPPO status of that counterparty; and
- Conducted a risk assessment and due diligence to assess the potential risks that may be posed by the business relationship.

As per the Transnet Domestic Prominent Influential Persons (DPIP) and Foreign Prominent Public Officials (FPPO) and Related Individuals Policy available on Transnet website <https://www.transnet.net/search/pages/results.aspx?k=FPIDP#k=DPIP>, Respondents are required to disclose any commercial relationship with a DPIP or FPPO (as defined in the Policy) by completing the following section:

The below form contains personal information as defined in the Protection of Personal Information Act, 2013 (the "Act"). By completing the form, the signatory consents to the processing of her/his personal information in accordance with the requirements of the Act. Consent cannot unreasonably be withheld.						
Is the Respondent (Complete with a "Yes" or "No")						
A DPIP/FPPO		Closely Related to a DPIP/FPPO		Closely Associated to a DPIP/FPPO		
List all known business interests, in which a DPIP/FPPO may have a direct/indirect interest or significant participation or involvement.						
No	Name of Entity / Business	Role in the Entity / Business (Nature of interest/ Participation)	Shareholding %	Registration Number	Status (Mark the applicable option with an X)	
					Active	Non-Active
1						
2						
3						

Respondents declaring a commercial relationship with a DPIP or FPPO are to note that Transnet is required to annually publish on its website a list of all business contracts entered into with DPIP or FPPO. This list will include successful Respondents, if applicable.

1.1

RFP ITEM NO.	NAME	BUSINESS ADDRESS

1.2 Foreign Manufacturer(s):

RFP ITEM NO.	NAME	BUSINESS ADDRESS

2. SERVICE LEVELS

- 2.1 An experienced account representative(s) is required to work with Transnet's procurement department.
- 2.2 Transnet will have contract reviews with the Supplier/Service provider's account representative on an on-going basis.
- 2.3 Transnet reserves the right to request that any member of the Supplier/Service provider's team involved on the Transnet account be replaced if deemed not to be adding value for Transnet.

SECTION 5: PROPOSAL FORM AND LIST OF RETURNABLE DOCUMENTS

I/We _____
 [name of entity, company, close corporation or partnership] of [full address]

carrying on business trading/operating as

represented by _____

in my capacity as _____

being duly authorised thereto by a Resolution of the Board of Directors or Members or Certificate of Partners, dated _____ to enter into, sign execute and complete any documents relating to this proposal and any subsequent Agreement. The following list of persons are hereby authorised to negotiate on behalf of the abovementioned entity, should Transnet decide to enter into Post Tender Negotiations with highest ranked bidder(s).

FULL NAME(S)	CAPACITY	SIGNATURE
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

I/We hereby offer to supply/provide the abovementioned Goods/Services at the prices quoted in the schedule of prices in accordance with the terms set forth in the documents listed in the accompanying schedule of RFP documents.

I/We agree to be bound by those conditions in Transnet's:

- (i) Master Agreement (which may be subject to amendment at Transnet's discretion if applicable);
- (ii) General Bid Conditions; and
- (iii) any other standard or special conditions mentioned and/or embodied in this Request for Proposal.

I/We accept that unless Transnet should otherwise decide and so inform me/us in the letter of award, this Proposal [and, if any, its covering letter and any subsequent exchange of correspondence], together with Transnet's acceptance thereof shall constitute a binding contract between Transnet and me/us.

Should Transnet decide that a formal contract should be signed and so inform me/us in a letter of award [the **Letter of Award**], this Proposal [and, if any, its covering letter and any subsequent exchange of correspondence] together with Transnet's Letter of Award, shall constitute a binding contract between Transnet and me/us until the formal contract is signed.

 Respondent's Signature

 Date & Company Stamp

I/We further agree that if, after I/we have been notified of the acceptance of my/our Proposal, I/we fail to enter into a formal contract if called upon to do so, or fail to commence the supply/provision of Goods/Services within 2 [two] weeks thereafter, Transnet may, without prejudice to any other legal remedy which it may have, recover from me/us any expense to which it may have been put in calling for Proposals afresh and/or having to accept any less favourable Proposal.

Furthermore, I/we agree to a penalty clause/s which will allow Transnet to invoke a penalty against us for non-compliance with material terms of this RFP including the delayed delivery of the Goods/Services due to non-performance by ourselves, , etc.

I/we agree that non-compliance with any of the material terms of this RFP, including those mentioned above, will constitute a material breach of contract and provide Transnet with cause for cancellation.

ADDRESS FOR NOTICES

The law of the Republic of South Africa shall govern any contract created by the acceptance of this RFP. The *domicilium citandi et executandi* shall be a place in the Republic of South Africa to be specified by the Respondent hereunder, at which all legal documents may be served on the Respondent who shall agree to submit to the jurisdiction of the courts of the Republic of South Africa. Foreign Respondents shall, therefore, state hereunder the name of their authorised representative in the Republic of South Africa who has the power of attorney to sign any contract which may have to be entered into in the event of their Proposal being accepted and to act on their behalf in all matters relating to such contract.

Respondent to indicate the details of its *domicilium citandi et executandi* hereunder:

Name of Entity: _____

Facsimile: _____

Address: _____

NOTIFICATION OF AWARD OF RFP

As soon as possible after approval to award the contract(s), the successful Respondent [**the Supplier/Service provider**] will be informed of the acceptance of its Proposal. Unsuccessful Respondents will be advised in writing of the name of the successful Supplier/Service provider and the reason as to why their Proposals have been unsuccessful, for example, in the category of price, delivery period, quality, B-BBEE status or for any other reason.

VALIDITY PERIOD

Transnet requires a validity period of **120 Business Days** [from closing date] against this RFP, excluding the first day and including the last day.

NAME(S) AND ADDRESS / ADDRESSES OF DIRECTOR(S) OR MEMBER(S)

The Respondent must disclose hereunder the full name(s) and address(s) of the director(s) or members of the company or close corporation [**C.C.**] on whose behalf the RFP is submitted.

(i) Registration number of company / C.C. _____

(ii) Registered name of company / C.C. _____

Respondent's Signature

Date & Company Stamp

(iii)	Full name(s) of director/member(s)	Address/Addresses	ID Number(s)
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Respondent's Signature

Date & Company Stamp

RETURNABLE DOCUMENTS

Returnable Documents means all the documents, Sections and Annexures, as listed in the tables below.

All Returnable Sections, as indicated in the header and footer of the relevant pages, must be signed, stamped and dated by the Respondent.

Bidders must only submit Returnable Documents related to their Submission

RETURNABLE DOCUMENTS & SCHEDULES	Attached Y/N
Section 1: SBD1 Form	
SECTION 4: Pricing and Delivery Schedule	
Annexure D: Valid proof of Respondent's compliance to B-BBEE requirements stipulated in Section 9 of this RFP	
ANNEXURE E: 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	
Annexure E: TAX compliance status and PIN	
Annexure F: Bidder's Experience in Transaction Advisory Services in Infrastructure Industry	
Annexure G: Bidder's Experience in Transaction Advisory Services in Public Private Partnerships	
Annexure H: Bidder's Key Personnel Experience	
Annexure I: Bidder Experience in a PSP Transaction that involve multi National	
Annexure J: Bidder's Experience in Financial Advisory Services on public private partnership Services	
Annexure K: Bidder's Key Personnel Experience on Financial Advisory Services	
Annexure :L Bidder Experience in a Financial Advisory Services on Transaction that involve multi National	
Annexure M: Bidder's Experience in Commercial and Legal Services on public private partnership Services	
Annexure N: Bidder's Key Personnel Experience on Commercial and Legal Services	
Annexure O: Bidder Experience in Commercial and Legal Services on Transactions that involve multi National	
Annexure P: Bidder's Experience in Technical Advisory Services on public private partnership Services	
Annexure Q: Bidder's Key Personnel Experience on Engineering Design Services	
Annexure R: Bidder's Key Personnel Experience on Environmental Management Services	
Annexure S: Bidder Experience in Technical Advisory Services on Transactions that involve multi National	
Annexure T: Bidder's (1) Key Personnel membership with relevant Professional Body for Commercial and Legal Services <i>(Applicable for Scope of Work A and B2)</i>	
Annexure U: Bidder's Key Personnel Valid Registration/Certification with relevant Professional Body for Engineering Advisory Services <i>(Applicable for Scope of work A and B3)</i>	
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 9: B-BBEE Preference Claim Form	
SECTION 11: Protection of Personal Information	

 Respondent's Signature

 Date & Company Stamp

For Scope of Work A, B1, B2 & B3

Annexure D:

Bidder to attach Valid proof of Respondent's compliance to B-BBEE requirements stipulated in Section 9 of this RFP

Respondent's Signature

Date & Company Stamp

For Scope of Work A, B1, B2 & B3

Annexure E:
Bidder to attach TAX compliance status and PIN

Respondent's Signature

Date & Company Stamp

For Scope of Work A**Annexure F:**
Bidder's Experience for Transaction Advisory Services in Infrastructure Industry

Infrastructure Industry include (Freight logistics Operation /Rail Industry /Ports Operation /Pipeline Operations /Energy /Transportation/ Logistics)

Client Name	Client Contact (Name, Contact No: & Email Address)	PSP Transaction Type (eg. Concession)	Industry	Contract Description	Contract Value (Incl. VAT)	Duration (Start & End Date)

Bidder must complete the table above, Bidders who substitute the above table with their own document/ table/Reference Letter etc, must ensure that their substitute document/table etc include the same heading specified in the table

NB: Documents/table etc that do not contain the provided heading before may not be clear for evaluation, and thus lead to disqualification

 Respondent's Signature

 Date & Company Stamp

For Scope of Work A

Annexure G:
Bidder's Experience for Transaction Advisory Services in Public Private Partnerships

Client Name	Client Contact (Name, Contact No: & Email Address)	PSP Transaction Type (eg. Concession)	Industry	Contract Description	Contract Value (Incl. VAT)	Negotiated & completed Commercial Agreement (Yes/No)	Duration (Start & End Date)

Bidder must complete the table above, Bidders who substitute the above table with their own document/table/Reference Letter etc, must ensure that their substitute document/table etc include the same heading specified in the table

NB: Documents/table etc that do not contain the provided heading before may not be clear for evaluation, and thus lead to disqualification

 Respondent's Signature

 Date & Company Stamp

For Scope of Work A**Annexure H:****Bidder's Key Personnel – Work Stream Lead Advisor** with assignments comprising of Commercial, Financial, Legal and Technical elements

Using the format below, provide information on key personnel proposed to represent the Bidder:

Name and Surname					
Proposed position for the Position			Work Stream Lead Advisor		
Date of Birth					
Nationality					
No. of years experience					
Experience					
Employer	Client	Client Contact (Name, Contact Number, Email address)	Project Description	Project Value (Incl. VAT)	Project Duration (From -To)

Bidder must complete the tables above, Bidders who substitute the above table with their own document/ table/CV's etc, must ensure that their substitute document/table etc include the same heading specified in the table

NB: Documents/table etc that do not contain the provided heading before may not be clear for evaluation, and thus lead to disqualification

 Respondent's Signature

 Date & Company Stamp

For Scope of Work A**Annexure I:
Bidder Experience in a PSP Transaction that involve multi Nation**

Client Name	Client Contact (Name, Contact No: & Email Address)	PSP Transaction Type (eg. Concession)	Name of Countries involved (eg. South Africa and Namibia)	Contract Description	Contract Value	Duration (Start & End Date)

Bidder must complete the table above, Bidders who substitute the above table with their own document/ table/Reference Letter etc, must ensure that their substitute document/table etc include the same heading specified in the table

NB: Documents/table etc that do not contain the provided heading before may not be clear for evaluation, and thus lead to disqualification

 Respondent's Signature

 Date & Company Stamp

For Scope of Work B1**Annexure J:****Bidder's Experience in Financial Advisory Services on public private partnership transactions in the Infrastructure industry**

Infrastructure Industry include (Freight logistics Operation /Rail Industry /Ports Operation /Pipeline Operations /Energy /Transportation/ Logistics)

Client Name	Client Contact (Name, Contact No: & Email Address)	PSP Transaction Type (eg. Concession)	Industry	Contract Description	Contract Value (Incl. VAT)	Duration (Start & End Date)

Bidder must complete the table above, Bidders who substitute the above table with their own document/ table/Reference Letter etc, must ensure that their substitute document/table etc include the same heading specified in the table

NB: Documents/table etc that do not contain the provided heading before may not be clear for evaluation, and thus lead to disqualification

 Respondent's Signature

 Date & Company Stamp

For Scope of Work B1**Annexure K:****Bidder's Key Personnel – Lead Advisor** with assignments comprising of **Financial Modelling, Valuation, Transactional Structuring and Tax Expertise**

Using the format below, provide information on key personnel proposed to represent the Bidder:

Name and Surname					
Proposed position for the Position			Lead Advisor		
Date of Birth					
Nationality					
No. of years experience					
Experience					
Employer	Client	Client Contact (Name, Contact Number, Email address)	Project Description	Project Value (Incl. VAT)	Project Duration (From -To)

 Respondent's Signature

 Date & Company Stamp

For Scope of Work B1**Bidder's Key Personnel - Senior Resource** with assignments comprising of **Financial Modelling, Valuation, Transactional Structuring and Tax Expertise**

Using the format below, provide information on key personnel proposed to represent the Bidder:

Name and Surname					
Proposed position for the Position			Senior Resource		
Date of Birth					
Nationality					
No. of years experience					
Experience					
Employer	Client	Client Contact (Name, Contact Number, Email address)	Project Description	Project Value (Incl. VAT)	Project Duration (From -To)

 Respondent's Signature

 Date & Company Stamp

For Scope of Work B1**Bidder's Key Personnel - Junior Resource** with assignments comprising of **Financial Modelling, Valuation, Transactional Structuring**

Using the format below, provide information on key personnel proposed to represent the Bidder:

Name and Surname					
Proposed position for the Position			Junior Resource		
Date of Birth					
Nationality					
No. of years experience					
Experience					
Employer	Client	Client Contact (Name, Contact Number, Email address)	Project Description	Project Value (Incl. VAT)	Project Duration (From -To)

Bidder must complete the tables above, Bidders who substitute the above table with their own document/ table/CV's etc, must ensure that their substitute document/table etc include the same heading specified in the table

NB: Documents/table etc that do not contain the provided heading before may not be clear for evaluation, and thus lead to disqualification

 Respondent's Signature

 Date & Company Stamp

For Scope of Work B1**Annexure L:**
Bidder Experience in a Financial Advisory on a Transaction that involve multi Nation

Client Name	Client Contact (Name, Contact No: & Email Address)	PSP Transaction Type (eg. Concession)	Name of Countries involved (eg. South Africa and Namibia)	Contract Description	Contract Value	Duration (Start & End Date)

Bidder must complete the table above, Bidders who substitute the above table with their own document/ table/Reference Letter etc, must ensure that their substitute document/table etc include the same heading specified in the table

NB: Documents/table etc that do not contain the provided heading before may not be clear for evaluation, and thus lead to disqualification

Respondent's Signature_____
Date & Company Stamp

For Scope of Work B2**Annexure M:****Bidder's Experience in Commercial and Legal Advisory Services on public private partnership transactions in the Infrastructure industry**

Infrastructure Industry include (Freight logistics Operation /Rail Industry /Ports Operation /Pipeline Operations /Energy /Transportation/ Logistics)

Client Name	Client Contact (Name, Contact No: & Email Address)	PSP Transaction Type (eg. Concession)	Industry	Contract Description	Contract Value (Incl. VAT)	Duration (Start & End Date)

Bidder must complete the table above, Bidders who substitute the above table with their own document/table/Reference Letter etc, must ensure that their substitute document/table etc include the same heading specified in the table

NB: Documents/table etc that do not contain the provided heading before may not be clear for evaluation, and thus lead to disqualification

 Respondent's Signature

 Date & Company Stamp

For Scope of Work B2**Annexure N:****Bidder's Key Personnel – Lead Advisor** with assignments comprising of **Legal advisory services**

Using the format below, provide information on key personnel proposed to represent the Bidder:

Name and Surname					
Proposed position for the Position			Lead Advisor		
Date of Birth					
Nationality					
No. of years experience					
Experience					
Employer	Client	Client Contact (Name, Contact Number, Email address)	Project Description	Project Value (Incl. VAT)	Project Duration (From -To)

Respondent's Signature_____
Date & Company Stamp

For Scope of Work B2**Bidder's Key Personnel - Senior Resource** with assignments comprising of **Legal advisory services**

Using the format below, provide information on key personnel proposed to represent the Bidder:

Name and Surname					
Proposed position for the Position			Senior Resource		
Date of Birth					
Nationality					
No. of years experience					
Experience					
Employer	Client	Client Contact (Name, Contact Number, Email address)	Project Description	Project Value (Incl. VAT)	Project Duration (From -To)

 Respondent's Signature

 Date & Company Stamp

For Scope of Work B2**Bidder's Key Personnel - Junior Resource** with assignments comprising of **Legal advisory services**

Using the format below, provide information on key personnel proposed to represent the Bidder:

Name and Surname					
Proposed position for the Position			Junior Resource		
Date of Birth					
Nationality					
No. of years experience					
Experience					
Employer	Client	Client Contact (Name, Contact Number, Email address)	Project Description	Project Value (Incl. VAT)	Project Duration (From -To)

Bidder must complete the tables above, Bidders who substitute the above table with their own document/ table/CV's etc, must ensure that their substitute document/table etc include the same heading specified in the table

NB: Documents/table etc that do not contain the provided heading before may not be clear for evaluation, and thus lead to disqualification

 Respondent's Signature

 Date & Company Stamp

For Scope of Work B2**Bidder's Key Personnel – Lead Advisor** with assignments comprising of **Cormmecal advisory services**

Using the format below, provide information on key personnel proposed to represent the Bidder:

Name and Surname					
Proposed position for the Position			Lead Advisor		
Date of Birth					
Nationality					
No. of years experience					
Experience					
Employer	Client	Client Contact (Name, Contact Number, Email address)	Project Description	Project Value (Incl. VAT)	Project Duration (From -To)

Respondent's Signature_____
Date & Company Stamp

For Scope of Work B2**Bidder's Key Personnel - Senior Resource** with assignments comprising of **Commercial advisory services**

Using the format below, provide information on key personnel proposed to represent the Bidder:

Name and Surname					
Proposed position for the Position			Senior Resource		
Date of Birth					
Nationality					
No. of years experience					
Experience					
Employer	Client	Client Contact (Name, Contact Number, Email address)	Project Description	Project Value (Incl. VAT)	Project Duration (From -To)

 Respondent's Signature

 Date & Company Stamp

For Scope of Work B2**Bidder's Key Personnel - Junior Resource** with assignments comprising of **Commercial advisory services**

Using the format below, provide information on key personnel proposed to represent the Bidder:

Name and Surname					
Proposed position for the Position			Junior Resource		
Date of Birth					
Nationality					
No. of years experience					
Experience					
Employer	Client	Client Contact (Name, Contact Number, Email address)	Project Description	Project Value (Incl. VAT)	Project Duration (From -To)

Bidder must complete the tables above, Bidders who substitute the above table with their own document/ table/CV's etc, must ensure that their substitute document/table etc include the same heading specified in the table

NB: Documents/table etc that do not contain the provided heading before may not be clear for evaluation, and thus lead to disqualification

 Respondent's Signature

 Date & Company Stamp

For Scope of Work B2**Annexure O:**
Bidder Experience in a Commercial and Legal Advisory on a Transaction that involve multi Nation

Client Name	Client Contact (Name, Contact No: & Email Address)	PSP Transaction Type (eg. Concession)	Name of Countries involved (eg. South Africa and Namibia)	Contract Description	Contract Value	Duration (Start & End Date)

Bidder must complete the table above, Bidders who substitute the above table with their own document/ table/Reference Letter etc, must ensure that their substitute document/table etc include the same heading specified in the table

NB: Documents/table etc that do not contain the provided heading before may not be clear for evaluation, and thus lead to disqualification

Respondent's Signature_____
Date & Company Stamp

For Scope of Work B3**Annexure P:****Bidder's Experience in Commercial and Technical Advisory Services on public private partnership transactions in the Infrastructure industry**

Infrastructure Industry include (Freight logistics Operation /Rail Industry /Ports Operation /Pipeline Operations /Energy /Transportation/ Logistics)

Client Name	Client Contact (Name, Contact No: & Email Address)	PSP Transaction Type (eg. Concession)	Industry	Contract Description	Contract Value (Incl. VAT)	Duration (Start & End Date)

Bidder must complete the table above, Bidders who substitute the above table with their own document/table/Reference Letter etc, must ensure that their substitute document/table etc include the same heading specified in the table

NB: Documents/table etc that do not contain the provided heading before may not be clear for evaluation, and thus lead to disqualification

 Respondent's Signature

 Date & Company Stamp

For Scope of Work B3**Annexure Q:****Bidder's Key Personnel – Lead Advisor** with assignments comprising of **Engineering Design services**

Using the format below, provide information on key personnel proposed to represent the Bidder:

Name and Surname					
Proposed position for the Position			Lead Advisor		
Date of Birth					
Nationality					
No. of years experience					
Experience					
Employer	Client	Client Contact (Name, Contact Number, Email address)	Project Description	Project Value (Incl. VAT)	Project Duration (From -To)

Respondent's Signature_____
Date & Company Stamp

For Scope of Work B3**Bidder's Key Personnel - Senior Resource** with assignments comprising of **Engineering Design services**

Using the format below, provide information on key personnel proposed to represent the Bidder:

Name and Surname					
Proposed position for the Position			Senior Resource		
Date of Birth					
Nationality					
No. of years experience					
Experience					
Employer	Client	Client Contact (Name, Contact Number, Email address)	Project Description	Project Value (Incl. VAT)	Project Duration (From -To)

 Respondent's Signature

 Date & Company Stamp

For Scope of Work B3**Bidder's Key Personnel - Junior Resource** with assignments comprising of **Engineering Design services**

Using the format below, provide information on key personnel proposed to represent the Bidder:

Name and Surname					
Proposed position for the Position			Junior Resource		
Date of Birth					
Nationality					
No. of years experience					
Experience					
Employer	Client	Client Contact (Name, Contact Number, Email address)	Project Description	Project Value (Incl. VAT)	Project Duration (From -To)

Bidder must complete the tables above, Bidders who substitute the above table with their own document/ table/CV's etc, must ensure that their substitute document/table etc include the same heading specified in the table

NB: Documents/table etc that do not contain the provided heading before may not be clear for evaluation, and thus lead to disqualification

 Respondent's Signature

 Date & Company Stamp

For Scope of Work B3**ANNEXURE R****Bidder's Key Personnel – Lead Advisor** with assignments comprising of **Environmental Management Services**

Using the format below, provide information on key personnel proposed to represent the Bidder:

Name and Surname					
Proposed position for the Position			Lead Advisor		
Date of Birth					
Nationality					
No. of years experience					
Experience					
Employer	Client	Client Contact (Name, Contact Number, Email address)	Project Description	Project Value (Incl. VAT)	Project Duration (From -To)

Respondent's Signature_____
Date & Company Stamp

For Scope of Work B3**Bidder's Key Personnel - Senior Resource** with assignments comprising of **Environmental Management Services**

Using the format below, provide information on key personnel proposed to represent the Bidder:

Name and Surname					
Proposed position for the Position			Senior Resource		
Date of Birth					
Nationality					
No. of years experience					
Experience					
Employer	Client	Client Contact (Name, Contact Number, Email address)	Project Description	Project Value (Incl. VAT)	Project Duration (From -To)

 Respondent's Signature

 Date & Company Stamp

For Scope of Work B2**Bidder's Key Personnel - Junior Resource** with assignments comprising of **Environmental Management Services**

Using the format below, provide information on key personnel proposed to represent the Bidder:

Name and Surname					
Proposed position for the Position			Junior Resource		
Date of Birth					
Nationality					
No. of years experience					
Experience					
Employer	Client	Client Contact (Name, Contact Number, Email address)	Project Description	Project Value (Incl. VAT)	Project Duration (From -To)

Bidder must complete the tables above, Bidders who substitute the above table with their own document/ table/CV's etc, must ensure that their substitute document/table etc include the same heading specified in the table

NB: Documents/table etc that do not contain the provided heading before may not be clear for evaluation, and thus lead to disqualification

 Respondent's Signature

 Date & Company Stamp

For Scope of Work B3**Annexure S:**
Bidder Experience in a Commercial and Technical Advisory on a Transaction that involve multi Nation

Client Name	Client Contact (Name, Contact No: & Email Address)	PSP Transaction Type (eg. Concession)	Name of Countries involved (eg. South Africa and Namibia)	Contract Description	Contract Value	Duration (Start & End Date)

Bidder must complete the table above, Bidders who substitute the above table with their own document/ table/Reference Letter etc, must ensure that their substitute document/table etc include the same heading specified in the table

NB: Documents/table etc that do not contain the provided heading before may not be clear for evaluation, and thus lead to disqualification

 Respondent's Signature

 Date & Company Stamp

For Scope of Work A and B2

Annexure T:
Bidder to attach (1) Key Personnel's membership with relevant Professional Body for Commercial and Legal Advisory has

Respondent's Signature

Date & Company Stamp

For Scope of Work A and B3

Annexure U:
Bidder to attach Key Personnel's Valid Registration/Certification with relevant Professional Body for Engineering Design Advisory

Respondent's Signature

Date & Company Stamp

CONTINUED VALIDITY OF RETURNABLE DOCUMENTS

The successful Respondent will be required to ensure the validity of all returnable documents, including but not limited to its valid proof of B-BBEE status, for the duration of any contract emanating from this RFP. Should the Respondent be awarded the contract [**the Agreement**] and fail to present Transnet with such renewals as and when they become due, Transnet shall be entitled, in addition to any other rights and remedies that it may have in terms of the eventual Agreement, to terminate such Agreement immediately without any liability and without prejudice to any claims which Transnet may have for damages against the Respondent.

SIGNED at _____ on this ____ day of _____ 20__

SIGNATURE OF WITNESSES

ADDRESS OF WITNESSES

1 _____

Name _____

2 _____

Name _____

SIGNATURE OF RESPONDENT'S AUTHORISED REPRESENTATIVE: _____

NAME: _____

DESIGNATION: _____

Respondent's Signature_____
Date & Company Stamp

SECTION 6: CERTIFICATE OF ACQUAINTANCE WITH RFP, MASTER AGREEMENT & APPLICABLE DOCUMENTS

By signing this certificate the Respondent is deemed to acknowledge that he/she has made himself/herself thoroughly familiar with, and agrees with all the conditions governing this RFP. This includes those terms and conditions contained in any printed form stated to form part hereof, including but not limited to the documents stated below. As such, Transnet SOC Ltd will recognise no claim for relief based on an allegation that the Respondent overlooked any such term or condition or failed properly to take it into account for the purpose of calculating tendered prices or any other purpose:

1	Transnet's General Bid Conditions
2	Transnet's Supplier Integrity Pact
3	Non-disclosure Agreement

Note: Should a Respondent be successful and awarded the bid, they will be required to complete a Supplier Declaration Form for registration as a vendor onto the Transnet vendor master database.

Should the Bidder find any terms or conditions stipulated in any of the relevant documents quoted in the RFP unacceptable, it should indicate which conditions are unacceptable and offer alternatives by written submission on its company letterhead, attached to its submitted Bid. Any such submission shall be subject to review by Transnet's Legal Counsel who shall determine whether the proposed alternative(s) are acceptable or otherwise, as the case may be. A material deviation from any term or condition may result in disqualification.

Bidders accept that an obligation rests on them to clarify any uncertainties regarding any bid to which they intend to respond on, before submitting the bid. **The Bidder agrees that he/she will have no claim or cause of action based on an allegation that any aspect of this RFP was unclear but in respect of which he/she failed to obtain clarity.**

The bidder understands that his/her Bid will be disqualified if the Certificate of Acquaintance with RFP documents included in the RFP as a returnable document, is found not to be true and complete in every respect.

SIGNED at _____ on this ____ day of _____ 20__

SIGNATURE OF WITNESSES

ADDRESS OF WITNESSES

1 _____

Name _____

2 _____

Name _____

SIGNATURE OF RESPONDENT'S AUTHORISED REPRESENTATIVE: _____

NAME: _____

DESIGNATION: _____

Respondent's Signature

Date & Company Stamp

SECTION 7: RFP DECLARATION AND BREACH OF LAW FORM

NAME OF ENTITY: _____

We _____ do hereby certify that:

1. Transnet has supplied and we have received appropriate responses to any/all questions [as applicable] which were submitted by ourselves for RFP Clarification purposes;
2. We have received all information we deemed necessary for the completion of this Request for Proposal [**RFP**];
3. We have been provided with sufficient access to the existing Transnet facilities/sites and any and all relevant information relevant to the Goods/Services as well as Transnet information and Employees, and have had sufficient time in which to conduct and perform a thorough due diligence of Transnet's operations and business requirements and assets used by Transnet. Transnet will therefore not consider or permit any pre- or post-contract verification or any related adjustment to pricing, service levels or any other provisions/conditions based on any incorrect assumptions made by the Respondent in arriving at his Bid Price.
4. At no stage have we received additional information relating to the subject matter of this RFP from Transnet sources, other than information formally received from the designated Transnet contact(s) as nominated in the RFP documents;
5. We are satisfied, insofar as our entity is concerned, that the processes and procedures adopted by Transnet in issuing this RFP and the requirements requested from Bidders in responding to this RFP have been conducted in a fair and transparent manner;
6. We have complied with all obligations of the Bidder/Supplier as indicated in the Transnet Supplier Integrity which includes but are not limited to ensuring that we take all measures necessary to prevent corrupt practices, unfairness and illegal activities in order to secure or in furtherance to secure a contract with Transnet;
7. We declare that a family, business and/or social relationship **exists / does not exist** [delete as applicable] between an owner / member / director / partner / shareholder of our entity and an employee or board member of the Transnet Group including any person who may be involved in the evaluation and/or adjudication of this Bid;
8. We declare that an owner / member / director / partner / shareholder of our entity **is / is not** [delete as applicable] an employee or board member of Transnet;
9. In addition, we declare that an owner / member / director / partner / shareholder/employee of our entity **has / has not been** [delete as applicable] a former employee or board member of Transnet in the past 10 years. I further declare that if they were a former employee or board member of Transnet in the past 10 years that they **were/were not** involved in the bid preparation or had access to the information related to this RFP; and
10. If such a relationship as indicated in paragraph 7, 8 and/or 9 exists, the Respondent is to complete the following section:

Respondent's Signature_____
Date & Company Stamp

FULL NAME OF OWNER/MEMBER/DIRECTOR/
PARTNER/SHAREHOLDER/EMPLOYEE:

ADDRESS:

Indicate nature of relationship with Transnet:

[Failure to furnish complete and accurate information in this regard will lead to the disqualification of a response and may preclude a Respondent from doing future business with Transnet. Information provided in the declarations may be used by Transnet and/or its affiliates to verify the correctness of the information provided]

11. We declare, to the extent that we are aware or become aware of any relationship between ourselves and Transnet [other than any existing and appropriate business relationship with Transnet] which could unfairly advantage our entity in the forthcoming adjudication process, we shall notify Transnet immediately in writing of such circumstances.

BIDDER'S DISCLOSURE (SBD4)

12 PURPOSE OF THE FORM

12.1 Any person (natural or juristic) may make an offer or offers in terms of this invitation to bid. In line with the principles of transparency, accountability, impartiality, and ethics as enshrined in the Constitution of the Republic of South Africa and further expressed in various pieces of legislation, it is required for the bidder to make this declaration in respect of the details required hereunder.

12.2 Where a person/s are listed in the Register for Tender Defaulters and / or the List of Restricted Suppliers, that person will automatically be disqualified from the bid process.

13 Bidder's declaration

13.1 Is the bidder, or any of its directors / trustees / shareholders / members / partners or any person having a controlling interest¹ in the enterprise, employed by the state?

YES/NO

13.1.1. If so, furnish particulars of the names, individual identity numbers, and, if applicable, state employee numbers of sole proprietor/ directors / trustees / shareholders / members/ partners or any person having a controlling interest in the enterprise, in table below.

Full Name	Identity Number	Name of State institution

¹ the power, by one person or a group of persons holding the majority of the equity of an enterprise, alternatively, the person/s having the deciding vote or power to influence or to direct the course and decisions of the enterprise.

13.2 Do you, or any person connected with the bidder, have a relationship with any person who is employed by the procuring institution?

YES/NO

13.2.1. If so, furnish particulars:

.....

13.3 Does the bidder or any of its directors / trustees / shareholders / members / partners or any person having a controlling interest in the enterprise have any interest in any other related enterprise whether or not they are bidding for this contract?

YES/NO

13.3.1. If so, furnish particulars:

.....

14 DECLARATION

I, the undersigned, (name)..... in submitting the accompanying bid, do hereby make the following statements that I certify to be true and complete in every respect:

14.1 I have read and I understand the contents of this disclosure;

14.2 I understand that the accompanying bid will be disqualified if this disclosure is found not to be true and complete in every respect;

14.3 The bidder has arrived at the accompanying bid independently from, and without consultation, communication, agreement or arrangement with any competitor. However, communication between partners in a joint venture or consortium² will not be construed as collusive bidding.

14.4 In addition, there have been no consultations, communications, agreements or arrangements with any competitor regarding the quality, quantity, specifications, prices, including methods, factors or formulas used to calculate prices, market allocation, the intention or decision to submit or not to submit the bid,

² Joint venture or Consortium means an association of persons for the purpose of combining their expertise, property, capital, efforts, skill and knowledge in an activity for the execution of a contract.

bidding with the intention not to win the bid and conditions or delivery particulars of the products or services to which this bid invitation relates.

14.5 The terms of the accompanying bid have not been, and will not be, disclosed by the bidder, directly or indirectly, to any competitor, prior to the date and time of the official bid opening or of the awarding of the contract.

14.6 There have been no consultations, communications, agreements or arrangements made by the bidder with any official of the procuring institution in relation to this procurement process prior to and during the bidding process except to provide clarification on the bid submitted where so required by the institution; and the bidder was not involved in the drafting of the specifications or terms of reference for this bid.

14.7 I am aware that, in addition and without prejudice to any other remedy provided to combat any restrictive practices related to bids and contracts, bids that are suspicious will be reported to the Competition Commission for investigation and possible imposition of administrative penalties in terms of section 59 of the Competition Act No 89 of 1998 and or may be reported to the National Prosecuting Authority (NPA) for criminal investigation and or may be restricted from conducting business with the public sector for a period not exceeding ten (10) years in terms of the Prevention and Combating of Corrupt Activities Act No 12 of 2004 or any other applicable legislation.

I CERTIFY THAT THE INFORMATION FURNISHED IN PARAGRAPHS 12, 13 and 14 ABOVE IS CORRECT.

I ACCEPT THAT THE STATE MAY REJECT THE BID OR ACT AGAINST ME IN TERMS OF PARAGRAPH 6 OF PFMA SCM INSTRUCTION 03 OF 2021/22 ON PREVENTING AND COMBATING ABUSE IN THE SUPPLY CHAIN MANAGEMENT SYSTEM SHOULD THIS DECLARATION PROVE TO BE FALSE.

BREACH OF LAW

We further hereby certify that *I/we* (the bidding entity and/or any of its directors, members or partners) ***have/have not been*** [delete as applicable] found guilty during the preceding 5 [five] years of a serious breach of law, including but not limited to a breach of the Competition Act, 89 of 1998, by a court of law, tribunal or other administrative body. The type of breach that the Respondent is required to disclose excludes relatively minor offences or misdemeanours, e.g. traffic offences. This includes the imposition of an administrative fine or penalty.

Where found guilty of such a serious breach, please disclose:

NATURE OF BREACH:

DATE OF BREACH: _____

Furthermore, I/we acknowledge that Transnet SOC Ltd reserves the right to exclude any Respondent from the bidding process, should that person or entity have been found guilty of a serious breach of law, tribunal or regulatory obligation.

SIGNED at _____ on this _____ day of _____ 20____

For and on behalf of _____ duly authorised hereto	AS WITNESS:
Name:	Name:
Position:	Position:
Signature:	Signature:
Date:	Registration No of Company/CC
Place:	Registration Name of Company/CC

Respondent's Signature_____
Date & Company Stamp

SECTION 9 : B-BBEE PREFERENCE POINTS CLAIM FORM

This preference form must form part of all bids invited. It contains general information and serves as a claim for preference points for Broad-Based Black Economic Empowerment [**B-BBEE**] Status Level of Contribution.

Transnet will award preference points to companies who provide valid proof of their B-BBEE status using either the latest version of the generic Codes of Good Practice or Sector Specific Codes (if applicable).

NB: BEFORE COMPLETING THIS FORM, BIDDERS MUST STUDY THE GENERAL CONDITIONS, DEFINITIONS AND DIRECTIVES APPLICABLE IN RESPECT OF B-BBEE, AS PRESCRIBED IN THE PREFERENTIAL PROCUREMENT REGULATIONS.

1. GENERAL CONDITIONS

1.1 The following preference point systems are applicable to all bids:

- the 80/20 system for requirements with a Rand value of up to R50 000 000 (all applicable taxes included); and
- the 90/10 system for requirements with a Rand value above R50 000 000 (all applicable taxes included).

1.2 The value of this bid is estimated to exceed R50 000 000 (all applicable taxes included) and therefore the 90/10 preference point system shall be applicable. Despite the stipulated preference point system, Transnet shall use the lowest acceptable bid to determine the applicable preference point system in a situation where all received acceptable bids are received outside the stated preference point system.

1.3 Preference points for this bid shall be awarded for:

- (a) Price; and
- (b) B-BBEE Status Level of Contribution.

1.4 The maximum points for this bid are allocated as follows:

	POINTS
PRICE	90
B-BBEE STATUS LEVEL OF CONTRIBUTION	10
Total points for Price and B-BBEE must not exceed	100

1.5 Failure on the part of a bidder to submit proof of B-BBEE status level of contributor together with the bid will be interpreted to mean that preference points for B-BBEE status level of contribution are not claimed.

1.6 The purchaser reserves the right to require of a bidder, either before a bid is adjudicated or at any time subsequently, to substantiate any claim in regard to preferences, in any manner required by the purchaser.

2. DEFINITIONS

- (a) **"all applicable taxes"** includes value-added tax, pay as you earn, income tax, unemployment insurance fund contributions and skills development levies;
- (b) **"B-BBEE"** means broad-based black economic empowerment as defined in section 1 of the Broad-Based Black Economic Empowerment Act;
- (c) **"B-BBEE status level of contributor"** means the B-BBEE status received by a measured entity based on its overall performance using the relevant scorecard contained in the Codes of Good Practice on Black Economic Empowerment, issued in terms of section 9(1) of the Broad-Based Black Economic Empowerment Act;
- (d) **"bid"** means a written offer in a prescribed or stipulated form in response to an invitation by an organ

of state for the supply/provision of services, works or goods, through price quotations, advertised competitive bidding processes or proposals;

- (e) **"Broad-Based Black Economic Empowerment Act"** means the Broad-Based Black Economic Empowerment Act, 2003 (Act No. 53 of 2003);
- (f) **"EME"** means an Exempted Micro Enterprise as defines by Codes of Good Practice under section 9 (1) of the Broad-Based Black Economic Empowerment Act, 2003 (Act No. 53 of 2003);
- (g) **"functionality"** means the ability of a bidder to provide goods or services in accordance with specification as set out in the bid documents
- (h) **"Price"** includes all applicable taxes less all unconditional discounts.
- (i) **"Proof of B-BBEE Status Level of Contributor"**
 - i) the B-BBEE status level certificate issued by an authorised body or person;
 - ii) a sworn affidavit as prescribed by the B-BBEE Codes of Good Practice; or
 - iii) any other requirement prescribed in terms of the B-BBEE Act.
- (j) **"QSE"** means a Qualifying Small EEnterprise as defines by Codes of Good Practice under section 9 (1) of the Broad-Based Black Economic Empowerment Act, 2003 (Act No. 53 of 2003);
- (k) **"rand value"** means the total estimated value of a contract in South African currency, calculated at the time of bid invitations, and includes all applicable taxes and excise duties.

3. POINTS AWARDED FOR PRICE

3.1 THE 90/10 PREFERENCE POINT SYSTEMS

A maximum of 90 points is allocated for price on the following basis:

90/10

$$P_s = 90 \left(1 - \frac{P_t - P_{\min}}{P_{\min}} \right)$$

Where

- P_s = Points scored for comparative price of bid under consideration
- P_t = Comparative price of bid under consideration
- P_{\min} = Comparative price of lowest acceptable bid

4. POINTS AWARDED FOR B-BBEE STATUS LEVEL OF CONTRIBUTION

- 4.1 In terms of the Preferential Procurement Regulations, preference points must be awarded to a bidder for attaining the B-BBEE status level of contribution in accordance with the table below:

B-BBEE Status Level of Contributor	Number of points (90/10 system)
1	10
2	9
3	6
4	5
5	4
6	3
7	2
8	1
Non-compliant contributor	0

- 4.2 The table below indicates the required proof of B-BBEE status depending on the category of enterprises:

Enterprise	B-BBEE Certificate & Sworn Affidavit
Large	Certificate issued by SANAS accredited verification agency
QSE	Certificate issued by SANAS accredited verification agency Sworn Affidavit signed by the authorised QSE representative and attested by a Commissioner of Oaths confirming annual turnover and black ownership (only black-owned QSEs - 51% to 100% Black owned) [Sworn affidavits must substantially comply with the format that can be obtained on the DTI's website at www.dti.gov.za/economic_empowerment/bee_codes.jsp .]
EME³	Sworn Affidavit signed by the authorised EME representative and attested by a Commissioner of Oaths confirming annual turnover and black ownership Certificate issued by CIPC (formerly CIPRO) confirming annual turnover and black ownership Certificate issued by SANAS accredited verification agency only if the EME is being measured on the QSE scorecard

- 4.3 A trust, consortium or joint venture (including unincorporated consortia and joint ventures) must submit a consolidated B-BBEE Status Level verification certificate for every separate bid.
- 4.4 Tertiary Institutions and Public Entities will be required to submit their B-BBEE status level certificates in terms of the specialized scorecard contained in the B-BBEE Codes of Good Practice.
- 4.5 A person will not be awarded points for B-BBEE status level if it is indicated in the bid documents that such a bidder intends sub-contracting more than 25% of the value of the contract to any other enterprise that does not qualify for at least the points that such a bidder qualifies for, unless the intended sub-contractor is an EME that has the capability and ability to execute the sub-contract.
- 4.6 A person awarded a contract may not sub-contract more than 25% of the value of the contract to any other enterprise that does not have an equal or higher B-BBEE status level than the person concerned, unless the contract is sub-contracted to an EME that has the capability and ability to execute the sub-contract.
- 4.7 Bidders are to note that the rules pertaining to B-BBEE verification and other B-BBEE requirements may be changed from time to time by regulatory bodies such as National Treasury or the DTI. It is the Bidder's responsibility to ensure that his/her bid complies fully with all B-BBEE requirements at the time of the submission of the bid.

5. BID DECLARATION

- 5.1 Bidders who claim points in respect of B-BBEE Status Level of Contribution must complete the following:

6. B-BBEE STATUS LEVEL OF CONTRIBUTION CLAIMED IN TERMS OF PARAGRAPHS 1.4 AND 6.1

- 6.1 B-BBEE Status Level of Contribution: . = (maximum of 10 points)
- (Points claimed in respect of paragraph 6.1 must be in accordance with the table reflected in paragraph 4.1 and must be substantiated by relevant proof of B-BBEE status level of contributor.

7. SUB-CONTRACTING

- 7.1 Will any portion of the contract be sub-contracted?
(***Tick applicable box***)

³ In terms of the Implementation Guide: Preferential Procurement Regulations, provides that in the Transport Sector, EMEs can provide a letter from accounting officer or get verified and be issued with a B-BBEE certificate by SANAS accredited professional or agency as the Transport Sector Code has not been aligned to the generic Codes. EMEs in the Transport Sector are not allowed to provide a sworn affidavit as the generic codes are not applicable to them.

YES		NO	
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7.1.1 If yes, indicate:

- i) What percentage of the contract will be subcontracted.....%
- ii) The name of the sub-contractor.....
- iii) The B-BBEE status level of the sub-contractor.....
- iv) Whether the sub-contractor is an EME or QSE.

(Tick applicable box)

YES		NO	
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- v) Specify, by ticking the appropriate box, if subcontracting is to the below designated groups:

Designated Group: An EME or QSE which is at last 51% owned by:	EME √	QSE √
Black people		
Black people who are youth		
Black people who are women		
Black people with disabilities		
Black people living in rural or underdeveloped areas or townships		
Cooperative owned by black people		
Black people who are military veterans		
OR		
Any EME		
Any QSE		

8. DECLARATION WITH REGARD TO COMPANY/FIRM

8.1 Name of company/firm:.....

8.2 VAT registration number:.....

8.3 Company registration number:.....

8.4 TYPE OF COMPANY/ FIRM

- Y Partnership/Joint Venture / Consortium
- Y One person business/sole propriety
- Y Close corporation
- Y Company
- Y (Pty) Limited
- [TICK APPLICABLE BOX]

8.5 DESCRIBE PRINCIPAL BUSINESS ACTIVITIES

.....

.....

8.6 COMPANY CLASSIFICATION

- Y Manufacturer
- Y Supplier
- Y Professional Supplier/Service provider
- Y Other Suppliers/Service providers, e.g. transporter, etc.
- [TICK APPLICABLE BOX]

8.7 Total number of years the company/firm has been in business:.....

8.8 I/we, the undersigned, who is / are duly authorised to do so on behalf of the company/firm, certify that the points claimed, based on the B-BBEE status level of contribution indicated in paragraphs 1.4 and 6.1 of the foregoing certificate, qualifies the company/ firm for the preference(s) shown and I / we acknowledge that:

- i) The information furnished is true and correct;

Respondent's Signature

Date & Company Stamp

- ii) The preference points claimed are in accordance with the General Conditions as indicated in paragraph 1 of this form;
- iii) In the event of a contract being awarded as a result of points claimed as shown in paragraph 1.4 and 6.1, the contractor may be required to furnish documentary proof to the satisfaction of the purchaser that the claims are correct;
- iv) If a bidder submitted false information regarding its B-BBEE status level of contributor or any other matter required, which will affect or has affected the evaluation of a bid, or where a bidder has failed to declare any subcontracting arrangements or any of the conditions of contract have not been fulfilled, the purchaser may, in addition to any other remedy it may have
 - (a) disqualify the person from the bidding process;
 - (b) recover costs, losses or damages it has incurred or suffered as a result of that person's conduct;
 - (c) cancel the contract and claim any damages which it has suffered as a result of having to make less favourable arrangements due to such cancellation;
 - (d) if the successful bidder subcontracted a portion of the bid to another person without disclosing it, Transnet reserves the right to penalise the bidder up to 10 percent of the value of the contract;
 - (e) recommend that the bidder or contractor, its shareholders and directors, or only the shareholders and directors who acted on a fraudulent basis, be restricted by the National Treasury from obtaining business from any organ of state for a period not exceeding 10 years, after the audi alteram partem (hear the other side) rule has been applied; and
 - (f) forward the matter for criminal prosecution.

WITNESSES

1.

2.

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SIGNATURE(S) OF BIDDERS(S)

DATE:

ADDRESS.....

SECTION 10: PROTECTION OF PERSONAL INFORMATION

1. The following terms shall bear the same meaning as contemplated in Section 1 of the Protection of Person information act, No.4 of 2013.(“POPIA”):

consent; data subject; electronic communication; information officer; operator; person; personal information; processing; record; Regulator; responsible party; special information; as well as any terms derived from these terms.
2. Transnet will process all information by the Respondent in terms of the requirements contemplated in Section 4(1) of the POPIA:

Accountability; Processing limitation; Purpose specification; Further processing limitation; Information quality; Openness; Security safeguards and Data subject participation.
3. The Parties acknowledge and agree that, in relation to personal information that will be processed pursuant to this RFP, the Responsible party is “Transnet” and the Data subject is the “Respondent”. Transnet will process personal information only with the knowledge and authorisation of the Respondent and will treat personal information which comes to its knowledge as confidential and will not disclose it, unless so required by law or subject to the exceptions contained in the POPIA.
4. Transnet reserves all the rights afforded to it by the POPIA in the processing of any of its information as contained in this RFP and the Respondent is required to comply with all prescripts as detailed in the POPIA relating to all information concerning Transnet.
5. In responding to this bid, Transnet acknowledges that it will obtain and have access to personal information of the Respondent. Transnet agrees that it shall only process the information disclosed by Respondent in their response to this bid for the purpose of evaluating and subsequent award of business and in accordance with any applicable law.
6. Transnet further agrees that in submitting any information or documentation requested in this RFP, the Respondent is consenting to the further processing of their personal information for the purpose of, but not limited to, risk assessment, assurances, contract award, contract management, auditing, legal opinions/litigations, investigations (if applicable), document storage for the legislatively required period, destruction, de-identification and publishing of personal information by Transnet and/or its authorised appointed third parties.
7. Furthermore, Transnet will not otherwise modify, amend or alter any personal data submitted by the Respondent or disclose or permit the disclosure of any personal data to any third party without the prior written consent from the Respondent. Similarly, Transnet requires the Respondent to process any personal information disclosed by Transnet in the bidding process in the same manner.
8. Transnet shall, at all times, ensure compliance with any applicable laws put in place and maintain sufficient measures, policies and systems to manage and secure against all forms of risks to any information that may be shared or accessed pursuant to this RFP (physically, through a computer or any other form of electronic communication).
9. Transnet shall notify the Respondent in writing of any unauthorised access to information, cybercrimes or suspected cybercrimes, in its knowledge and report such crimes or suspected crimes to the relevant authorities in accordance with applicable laws, after becoming aware of such crimes or suspected crime. The Respondent must

take all necessary remedial steps to mitigate the extent of the loss or compromise of personal information and to restore the integrity of the affected personal information as quickly as is possible.

10. The Respondent may, in writing, request Transnet to confirm and/or make available any personal information in its possession in relation to the Respondent and if such personal information has been accessed by third parties and the identity thereof in terms of the POPIA. The Respondent may further request that Transnet correct (excluding critical/mandatory or evaluation information), delete, destroy, withdraw consent or object to the processing of any personal information relating to the Respondent in Transnet's possession in terms of the provision of the POPIA and utilizing Form 2 of the POPIA Regulations.
11. In submitting any information or documentation requested in this RFP, the Respondent is hereby consenting to the processing of their personal information for the purpose of this RFP and further confirming that they are aware of their rights in terms of Section 5 of POPIA

Respondents are required to provide consent below:

YES		NO	
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12. Further, the Respondent declares that they have obtained all consents pertaining to other data subject's personal information included in its submission and thereby indemnifying Transnet against any civil or criminal action, administrative fines or other penalty or loss that may arise as a result of the processing of any personal information that the Respondent submitted.
13. The Respondent declares that the personal information submitted for the purpose of this RFP is complete, accurate, not misleading, is up to date and may be updated where applicable.

Signature of Respondent's authorised representative: _____

Should a Respondent have any complaints or objections to processing of its personal information, by Transnet, the Respondent can submit a complaint to the Information Regulator on <https://www.justice.gov.za/inforeg/>, click on contact us, click on complaints.IR@justice.gov.za