

Invitation for Pre-Qualification PQ/PM/000230/14 for the BRASS LNG Project
Management Services Contract

- **Introduction**

(1.1) The Brass LNG Project (Project) is a Greenfield Liquefied Natural Gas (LNG) Project being promoted by the Shareholders – Nigerian National Petroleum Corporation (NNPC), ENI International N.A.N.V.S.a.r.1 (Eni) and Brass Holdings Company Limited (TOTAL Brass), with support from the Federal Government of Nigeria.

(1.2) The aim of the Project is to construct an LNG Plant (“LNG Plant”) on Brass Island, Bayelsa State, Nigeria, and in so doing, develop Nigeria’s abundant gas resources, reduce the adverse effects of gas flaring on the environment and provide socio-economic benefits to the local and wider Nigerian communities.

(1.3) The site where the LNG Plant will be built (“LNG Site” or “Site”) is located near the towns of Twon Brass, Okpoama, and Ewoama in Bayelsa State of Nigeria. It is along the shoreline of the Bight of Bonny and the mouth of the Brass River.

(1.4) Brass LNG Limited intends to award a Project Management Services Contract for the management and execution of the Brass LNG project as described in the high level summary of the scope of services provided in section 2.0.

(1.5) The successful Contractor will be integrated with the Owner Project Management Team to ensure successful delivery of the Brass LNG Project safely, on schedule and within budget.

(1.6) The successful Contractor will need to establish and maintain throughout the duration of the project an appropriate structure in Nigeria in accordance with all Nigerian laws, as well as a presence on the ground in Brass Island and other locations in the country necessary to the execution of the scope of service.

(1.7) The successful Contractor should also have a track record being part of delivering complex green field multi billion dollars LNG (as well as oil and gas projects) in challenging locations in the World. The Contractor should have the technical expertise,

experience and competencies to manage activities as described in Section 2.0 in a multicultural environment.

(1.8) Brass LNG Limited therefore invites interested, suitable, reputable, qualified and experienced World Class Project Management Services Contractors (hereinafter referred to as “Applicants”) that have either executed by themselves or as partners in consortia or joint ventures, contracts of similar complexity and scope of service and having overall contract values in excess of 250,000,000.00 (Two hundred and fifty million dollars).

(1.9) Applicants meeting this initial criterion (i.e. direct participation or sub-contracting roles in the execution of contracts of similar complexity and scope of service with individual contract values in excess of \$250,000,000.00) should submit information to Brass LNG Limited for their pre-qualification to tender for the following indicative Scope of Services. Any submission not in compliance with the aforementioned criterion will be disregarded.

(1.10) Applicants are encouraged to partner with qualified indigenous project management service companies.

(2.0) Scope Of Services

(2.1) The successful Applicant fully integrated with the Owner Team, shall provide the necessary resources and competencies with applicable systems and tools to execute the following activities, during the two phases of the project (point A and B below), which shall include but not limited to:

(A) Pre-Final Investment Decision (FID)

(a) Review and provide input to the on-going Shareholders Project Optimization Study.

(b) Review and provide input to the Process Selection, Engineering and Equipment Agreements with the Technology Licensor.

(c) Review and provide input to the process configuration and mechanical driver selection.

- (d) Review and provide input to the Basis of Design (BOD) Document.
- (e) Issue a Request for Proposal (RFP) to potential Main Cryogenic Heat Exchanger Suppliers.
- (f) Prepare Invitation to Tender (ITT) document for Front- End Engineering Design (FEED).
- (g) Contracts Management – Work with Owner Team to evaluate FEED Technical and Commercial proposals and Award.
- (h) Supervision of FEED Phase activities;
- (i) Management of Technology Licensor activities vis-a-vis process design package development.
- (j) Project Controls and Services including planning and scheduling, estimating and cost control, reporting, progress measurement and risk management.
- (k) Information Technology and Data Management.
- (l) Establish and implement Quality Assurance and Quality Control Plans.
- (m) Health, Safety and Environment (HSE)) – Review existing Environmental Impact Assessment (EIA) study reports and recommend the development of new EIA and other environmental studies where necessary.
- (n) Document Management and Control.
- (o) Engineering Services
- (p) Provide Project Accounting and Financial Services as may be required by Owner.
- (q) Work with Owner Team to develop, implement and administer Compliance Program with regards to Project Ethics.

1. **B) Post-FID**

- (a) Prepare Invitation to Tender (ITT) document for EPC contracts.
- (b) Review and update Owner's Interface Management Plan and manage interfaces between Contractors and all other Project stakeholders.
- (c) Management of EPC Contractor(s).
- (d) Management of EPC Support Contracts Work.
- (e) Contracts Management Work with Owner Team to evaluate EPC Technical and Commercial proposals and Award.
- (f) Project Controls and Services – including planning and scheduling, estimating and cost control, reporting, progress measurement and risk management.
- (g) Information Technology and Data Management.
- (h) Establish and implement Quality Assurance and Quality Control Plans.
- (i) Health, Safety and Environment (HSE).
- (j) Establish and implement Project Security Plan.
- (k) Document Management and Control.
- (l) Construction and Site Management.
- (m) Commissioning, Start-Up and Performance Testing.
- (n) Plant Handover – Work with Owner Team to issue Final Acceptance Certificate.
- (o) Engineering Services

The evaluation to select the successful Applicant will be based on the sum of the activities (phase A plus phase B) The Phase B activities will be requested to successful Applicant only if some Project milestones are met.

(3.0) Licensing, Permits and HSE

(3.1) Applicants shall have all the necessary permits and accreditations to perform the Work. Applicants shall provide appropriately qualified personnel to perform the work and such personnel shall have the required appropriate Nigerian licenses and qualifications.

(3.2) Applicants shall be responsible for applying, obtaining and maintaining all required licensing, authorizations, registrations and permits that may be required under the prevailing laws of Nigeria.

(3.3) For the performance of the aforementioned Scope of Services, Applicants shall comply with all applicable health, safety and environmental laws as well as HSE requirements of the Owners; and will be solely responsible for initiating, maintaining and supervising all HSE precautions and programs in line with Project requirements, HSE Policies and related Plans and Procedures.

(4.0) Pre-Qualification Requirements

To pre-qualify it is mandatory that each Applicant must provide the following required information and supporting documents for itself as well as affiliates, partners, holding company, etc. In the case of a Consortium, each of the members must provide the required information in the same manner and sequence as listed below.

Failure to provide any of the requested information may disqualify the applicant

4.1 Company Profile

(a) Ownership form and structure (e.g., single contractor, consortium, joint venture, parent holding company, partnership, etc.) with names and details of Applicant, consortium or partner members (if applicable), parent company, affiliates, and potential sub-contractors for this Scope of Services; Organization charts of Head Office, with lists of key management & technical personnel at each location, giving names.

(b) If not a sole Applicant, then provide organizational charts for all partners locations, with lists of key management & technical personnel, giving names, position, experience, qualifications, age, responsibility, and CV's, required for the management of the

consortium / JV / partnership, etc Also provide contact person names, positions & contact details.

(c) Submit a signed Agreement/Memorandum of Agreement (MOA) between the consortium/JV/ partnership members specifying management structure and division of Scope of Services in section 2.0

(4.2) Certificates and Registrations

(a) Successful Applicants shall provide, or partner with a qualified indigenous company that is able to provide current copies of Certificate of Incorporation, registration in Nigeria, Department of Petroleum Resources (DPR) Permit, Pay as You Earn (PAYE), Value Added Tax (VAT), Business Permit and Income Tax Clearance (FTC) Certificate for last three (3) years.

(b) Certified True Copy (CTC) of Memorandum and Articles of Association and relevant ISO Certification should also be submitted.

(4.3) Accounts and Insurance Records

(a) Audited accounts and balance sheets for last three (3) years; such information should contain financial ratios/ indices (e.g., current asset turnover debt/equity, sales turnover) to assess liquidity, profitability etc

(b) Submit certified lists of fixed assets with values, as well as lists of bankers in Nigeria and Overseas; provide bank reference letters specifying credit limits, as well as copies of current insurance policies-list giving type, coverage, term & premium.

(4.4) Resources

(a) Applicants shall list key manpower resources to be utilised for the scope of services.

(b) Major sub-contractors list with names, address, contact person, field of activities, executed contracts with value and duration.

(c) Applicants shall list their project management tools and systems to be utilized for a project of this magnitude.

(d) Applicants shall list offices, with evidence showing location, facilities and capabilities.

(4.5) Past Work Experience

(a) Applicants shall list project management services work experience during the last ten (10) years giving brief Scope of Services, client name, work site, geographical location of work site, contract award value, contract duration,

final contract value, actual completion date & duration, Project Manager's name, and contact details.

(4.6) Current Workload

(a) Applicants shall list on-going and future projects (2013 – 2017) giving brief Scope of Services, client name, work location, contract award value, contract duration, percentage completion and Project Manager's name & contact details. Provide graphical representation showing availability of resources; finance and manpower for executing this work between 2013-2017.

(4.7) Health, Safety and Environment (HSE)

(a) Applicants shall provide project-specific HSE Policies, Procedures, and Plans, as well as a proposed HSE management structure appropriately sized for the complexity and magnitude of the Scope of Service specified herein.

(b) Applicants shall also provide safety performance track record (e.g., fatalities, lost workdays, etc.) for the last (3) years.

(4.8) Quality Assurance/Quality Control (QA/QC)

(a) Applicants shall provide project-specific Quality Management Policies, Procedures, and Plans, as well as a proposed QA/QC organization structure appropriately sized for the complexity and magnitude of this Scope of Service.

(4.9) Planning, Cost and Document Control

(a) Applicants shall provide project-specific planning, cost and document control Policies, Procedures, and Plans, as well as a proposed Project Services organization structure to perform the work.

(4.10) Nigerian Content

(a) Brass LNG Limited is committed to the development of the Nigerian Oil and gas business consistent with the Nigerian Oil & Gas Industry Content Development Act, 2010 ('the Act') on Nigerian Content.

(b) It is important that applicants familiarize themselves and comply with the provisions of the Act in their Expressions of Interest, Pre-qualification and

Tender that may result from this advert.

(c) As from the commencement of the Act, the minimum Nigerian Content in any project, service or product specification to be executed in the Nigerian oil and gas industry shall be consistent with the level set in the Schedule to the Act and any other targets as may be directed by the Nigerian Content Development and Monitoring Board ('the Board').

(d) Applicants in their responses shall confirm and describe in full the work to be completed in-country and using resources of Nigerian origin in fulfilment of the provisions of the Act and shall execute all Work detailed in their submissions in line with the Act.

(e) Applicants will be responsible for the Nigerian Content of any work which they subcontract from third parties.

(f) Failure to fully comply with the Act or demonstrate commitment to Nigerian Content Development Policy of the Nigerian Government may result in disqualification, Non-compliance with Nigerian Content requirement is FATAL FLAW

As part of their submission, Applicants shall:

(i) Develop a Nigerian Content Execution Plan (NCEP), which shall explain the methodology of how applicants intend to comply with the requirements of the Act and how to achieve the set target(s) In the Schedule to the Act and any targets set by the Board how It Intends to give first consideration to services provided from within Nigeria, and first considerations for employment and training of Nigerians. The NCEP shall be

consistent with the Act and demonstrate that Nigerian indigenous service companies and sub contractor(s) from the project locations have been given exclusive considerations in the provision of services. Tenderer's detailed plan to achieve/sustain the minimum percentage Nigerian Content level as prescribed by the applicable measurement metrics in the Schedule to the Act.

(ii) Successful Applicants shall demonstrate that the entity is a Nigerian-registered company. Submit certified true copies of Corporate Affairs Commission (CAC) forms 10,02 & 07 (or its equivalent; CAC 23,2.4,25, etc) including company memorandum & article of association and other evidence of entity's incorporation, Shareholding & ownership structure in Nigeria.

(iii) Provide detailed description of the location of in-country committed facilities & infrastructure (assets equipment technical office, and administrative space storage, etc) in Nigeria to support this contract

(iv) Provide a project-specific training man-hour budget (minimum 10% of total project man-hours), skill development and technology transfer plan for Nigerian personnel including evidence of past performance on training and development for Nigerian nationals. Provide Plan for sponsorship of Nigerians to acquire competence and/or certification. Provide proposed training plan for Nigerians on the project including a brief training outline for engineering software & hardware project management procurement construction, installation, start-up & commissioning maintenance testing and operations.

(v) Provide evidence (personnel list and positions with organization chart to substantiate) of percentage of management that are Nigerian nationals and the percentage of the total workforce that are Nigerians.

(vi) Submit Applicant's corporate organization's overall human resources structure (management supervisors, senior & junior skilled officers, etc) identifying positions manned/occupied by Nigerian nationals and type of employment in-country and identifying the positions manned/occupied by other nationals.

(vii) Provide description of how Applicant would maximize the utilization of Nigerian resources in the execution of this contract Maximizing Nigerian Content is a key Project priority.

(viii) List of all work which will be carried out by Nigerians and Nigerian companies, in accordance with Nigerian Content Requirements, divided into the following categories.

- Work which will be executed by the Applicant using its own resources.
- Work which will be sub- contracted, giving the scope of such sub-contracts and the names and locations of the proposed subcontractor and/or details of scope of services for indigenous services & local third party businesses from within the project location.

(4.11) Additional Information

(a) Any additional information that will highlight Applicant's unique qualifications for performing the Scope of Services specified in section 20.

(b) In case of Consortia, the above requirements are to be furnished for each and every member demonstrating joint and several liabilities to perform.

(c) Failure to provide any of the requested information and documents may disqualify Applicant Please note that Applicants will be evaluated for the completeness and quality of the information presented with supporting documents, demonstrating their technical, financial and managerial capabilities in executing the entire Scope of Services specified in section 2.0.

(d) Pre-qualification information should be submitted in two (2) sets of hardcopy (one original and one copy) plus two (2) sets of CD-ROM. Each set must be properly indexed, separated and arranged into sections, in the serial order as indicated above and submitted in a sealed envelope printed to show the following:

Brass LNG

Invitation for Pre-Qualification

No. PQ/PM/000230/14

For Project Management Services Contract

Pre-qualification documents must be submitted within, but not later than 30 calendar days (09-Dec-2014) of the publication of this advert at the following address:

**The Contract and Procurement Manager,
Brass LNG Limited
Plot 1680 Sanusi Fafunwa
Victoria Island
Lagos, Nigeria.**

(e) Late submission of the pre-qualification documents will NOT be considered under any circumstances.

Notes:

(a) This advertisement is not an “Invitation to tender” but only an “invitation for pre-qualification” and must not be construed as a commitment on part of Brass LNG Limited nor shall it entitle potential Applicants to make any claims whatsoever and/or seek any indemnity from Brass LNG Limited and/or any of its Shareholders by virtue of such potential Applicants having responded to this advertisement.

(b) Notwithstanding submission of the pre-qualification information. Brass LNG Limited is neither committed nor obliged to include any Applicant on any bid list or bear any expenses related to the preparation and submission of the pre-qualification documents or to award any form of contract to any Applicant and/or associated Companies; Consortia, Subcontractors or Agents.

(c) Documents submitted by Applicants further to this advertisement shall remain in the custody and possession of the Company and same shall not be returned to the Applicants.

(d) Invitations to Tender will only be attended to those Applicants that are deemed to be pre-qualified by Brass LNG Limited. In addition to the review of the pre-qualification information, Brass LNG reserves the right to inspect Applicants facilities, as well as conduct safety, technical and financial audits.

(e) Brass LNG wd only deal with authorized officers (with tower of Attorney) of the pre-qualifying Applicants and NOT through individuals or agents.

(f) Brass LNG will not enter into correspondence with any Applicant company or individual on why it was short-listed or not short-listed.

Signed:

Management

Brass LNG Limited