

Confidential

 <p>nwc المياه الوطنية</p>	<p>Private Sector Participation in the Water Distribution Sector</p>
--	--

Request for Qualification
27 March 2019

Disclaimer

The information contained in this request for qualifications (“**RFQ**”) has been prepared by National Water Company JSC (“**NWC**”) acting upon authority delegated from the Saudi Ministry of Environment, Water and Agriculture (“**MEWA**”) with the assistance of Mizuho Bank, Ltd., White & Case LLP and WS Atkins & Partners Overseas and Engineering Consultants (together, the “**Advisers**”) and is furnished solely for the purpose of assisting Applicants in making their own evaluations of each MOM Contract and the Programme as a whole. It does not constitute an offer in relation to the Programme.

The information contained in this RFQ does not purport to be all-inclusive or to contain all the information that an Applicant or its advisers may require or desire in relation to the Programme. The Applicant should form its own views as to what information is relevant and make its own investigations, projections and conclusions and consult its own advisers to verify independently the information contained in the RFQ, and to obtain any additional information that it may require, prior to submitting a statement of qualifications (“**SOQ**”).

Neither MEWA, NWC, the Supervisory Committee, the Government of the Kingdom of Saudi Arabia (the “**Government**”) nor their respective directors, officers, members, employees, agents or advisers (including the Advisers) shall have any responsibility for the accuracy or completeness of the contents of the RFQ (including any opinions expressed or implied) and no representation or warranty, express or implied, is given by any such person as to the accuracy or completeness of such information or opinions. In particular, no representation or warranty is given as to the accuracy, reasonableness or likelihood of achievement of any future projections, prospects or returns.

NWC reserves the right, in its absolute discretion, at any stage and without notice, to change the structure and timing of the tender process, to amend the information contained in the RFQ or to terminate the tender process itself.

Neither MEWA, NWC, the Supervisory Committee, the Government nor their respective directors, officers, members, employees, agents or advisers (including the Advisers) shall have any responsibility or liability for any costs, expenses or other liabilities incurred by any Applicant.

Table of Contents

	Disclaimer	2
1	BACKGROUND INFORMATION	6
	1.1 Introduction	7
	1.2 Programme Objectives	8
	1.3 Technical Description.....	8
	1.4 Contractual Structure	11
	1.5 Programme Parties	12
	1.6 Timetable	13
2	PRE-QUALIFICATION PROCESS	14
	2.1 General	15
	2.2 NWC's Requirements.....	15
	2.3 Additional Requests for Information.....	16
	2.4 Notices of Pre-Qualification	16
	2.5 Disqualification	17
3	SOQ REQUIREMENTS	18
	3.1 Introduction	19
	3.2 Executive Summary	19
	3.3 Corporate Structure.....	19
	3.4 Technical Capability.....	20
	3.5 Financial Status and Financing Raising Capability.....	21
	3.6 Additional Capabilities.....	22
	3.7 Conflicts of Interest	23
	3.8 Administrative Requirements	23
4	EVALUATION CRITERIA.....	24
	4.1 Evaluation Criteria.....	25
5	SUBSEQUENT BID PROCESS.....	29
	5.1 Request for Proposals	30
	5.2 Bid Conference and Cluster Visit.....	30
	5.3 Bonding Requirements	30
	5.4 Bid Evaluation Criteria	31
	APPENDIX A - Submission Letter	32
	APPENDIX B – Technical Capability Formsheets.....	35
	APPENDIX C – Financial Status Formsheets	40
	APPENDIX D – Finance Raising Capability Formsheets	42
	APPENDIX E – Form of Non-Disclosure Agreement.....	44

Glossary of Terms

Advisers	Mizuho Bank, Ltd. as Lead and Financial Adviser White & Case LLP as Legal Adviser WS Atkins & Partners Overseas and Engineering Consultants as Technical Adviser
Applicant	An individual company or a Consortium of companies experienced in the water distribution sector
Bidder	Pre-Qualified Applicant(s) who have fulfilled the eligibility requirements set out in this RFQ and are not disqualified in terms of this RFQ and have been issued an NPQ by NWC
Cluster	Each of the six separate regions around the Kingdom of Saudi Arabia for which an MOM Contract is to be tendered, being: <ul style="list-style-type: none"> • Eastern Cluster (Eastern Region); • Makkah Cluster (Makkah Region); • North Cluster (Qassim, Hail, Al-Jouf and Northern Border Regions); • North West Cluster (Madinah and Tabuk Regions); • Riyadh Cluster (Riyadh Region); and • South Cluster (Assir, Baha, Najran and Jazan Regions)
Consortium	A joint venture, partnership or other combination of international and/or KSA companies jointly participating as an Applicant
Due Date	The deadline for submission of SOQs, which is 25 April 2019 at 13:00 KSA
Foundation Phase	The initial phase of the activities under each MOM Contract, as further described in Section 1.3.1.
FQR	Financial Qualification Requirement
Group 1	The North , North West and South Clusters
Group 1 Qualification	Qualification in respect of Group 1 Clusters only, and “ Group 1 Qualified ” has the corresponding meaning
Group 2	The Eastern, Makkah and Riyadh Clusters
Group 2 Qualification	Qualification in respect of both Group 1 Clusters and Group 2 Clusters, and “ Group 2 Qualified ” has the corresponding meaning
Government	Government of the Kingdom of Saudi Arabia
JSC	Joint Stock Company
KSA	Kingdom of Saudi Arabia
Lead Contractor	Main point of contact and manager in respect of a Consortium
LLC	Limited Liability Company
MEWA	Saudi Ministry of Environment, Water and Agriculture
MFEC	Minimum Financial Evaluation Criteria
MOF	Ministry of Finance of the Kingdom of Saudi Arabia
MOM	Management, Operation and Maintenance
MOM Contract or MOMC	Each contract entered into between NWC and an MOM Contractor as part of the Programme for the improvement of the operation, maintenance and management of a Cluster
MOM Contractor	The private sector counterparty to each MOM Contract
MTEC	Minimum Technical Evaluation Criteria
NPQ	Notice of Pre-Qualification
NTP	Notice To Proceed
NWC	National Water Company JSC

Performance Phase	The subsequent phase of the activities each MOM Contract, as further described in Section 1.3.1.
Programme	Means the entire programme of the tendering and execution of MOM Contracts for each Cluster
Project Company	In respect of an MOM Contractor, a new company to be formed by that MOM Contractor to undertake one or more MOM Contracts, incorporated and registered in the KSA as a closed JSC or LLC
RFP	Request For Proposal
RFQ	Request For Qualification
SAR	Saudi Arabian Riyal
SOQ	Statement Of Qualifications
TQR	Technical Qualification Requirement
US\$	US Dollars

1 BACKGROUND INFORMATION

1.1 Introduction

MEWA is responsible for achieving the water, agricultural and environmental related objectives of Saudi Arabia's Vision 2030. Pursuant to Council of Ministers' Resolution No. 665 dated 8/11/1438H and Royal Court Order Number 210500/1438 dated 14/11/1438 (corresponding to 5 September 2017G) (corresponding to 16 March 2017) a Supervisory Committee has been established to govern private sector participation in the water sector and NWC has been given the authority to manage the water distribution sector across the Kingdom. Under the aegis of this Supervisory Committee, NWC has been authorised to procure the Programme. NWC is issuing this RFQ to seek an SOQ from parties (each an "**Applicant**") interested in being a contractor or forming a contractor consortium to operate, maintain, manage and improve water distribution services in one or more of the six Clusters.

The Programme will consist of the tendering of a series of MOM Contracts for the management, operation, maintenance and improvement of water distribution services in each of the Clusters. The precise scope of work in the MOM Contracts shall be identified in the RFP but an indicative scope of work, subject to further review and development by NWC, is set out in Sections 1.3.1 and 1.4.

In order to support this initiative, NWC has been made responsible by virtue of Royal Court Order Number 210500/1438 dated 14/11/1438 (corresponding to 5 September 2017G) and an agreement between MEWA and NWC for the management of the Kingdom's water distribution sector. This includes both the historical NWC "city business units" as well as areas that were historically administered by MEWA as MEWA directorates.

Given the importance of the Programme, the Government, NWC and MEWA look to start the Programme on a positive note by garnering extensive interest from and involvement by the private sector.

The requirements of the SOQ and additional details regarding the Programme are discussed below.

Information provided in each SOQ will be used by NWC and its Advisers to evaluate the capabilities and experience (organisational, technical and financial) of Applicants in order that only qualified parties will be invited to participate in the subsequent competitive tender for the Project. In order to be invited to participate in the subsequent competitive tender, each Applicant must submit all information requested under this RFQ which will be treated by NWC and its Advisers in confidence.

Applicants are invited to submit an SOQ in accordance with Section 3.8 by the Due Date.

As a condition to receipt of this RFQ and as a condition to submitting an SOQ, all Applicants shall have executed two (2) copies of the non-disclosure agreement set out in Appendix E and provided the same to NWC.

1.2 Programme Objectives

The Kingdom is facing serious challenges due to unsustainable use of water resources. The Kingdom has limited reserves of non-renewable groundwater which are being rapidly depleted. Due to arid climate conditions, renewable water is extremely scarce. The high water demand in the agriculture sector is exacerbating the water scarcity situation in the Kingdom. Urban water and sanitation services incur a high cost to the Government, yet the service levels are sub-optimal. The sector is further impeded by inadequate institutional setting and governance mechanisms.

Against this background the Ministry of Environment, Water & Agriculture (MEWA) has developed a Saudi National Water Strategy (NWS2030) that addresses these challenges through an integrated program of policy and institutional reform initiatives. For the water distribution sector the core initiatives are:

- Restructuring into six regional distribution entities (Clusters)
- Implementation of private sector participation in two phases, to allow for the time needed for the necessary interventions by the Government and completion of initiatives related to institutional and legal reform, and financial sustainability:

Phase 1: Implementation of Management, Operations & Maintenance Contracts (MOM Contracts) in each Cluster of 5 to 7 years duration (the Programme)

Phase 2: Implementation of Concession Contracts or similar long-term models in each Cluster.

The principal objectives for the Project are to: (i) increase the availability and quality of services, (ii) take advantage of private sector skills and competencies to increase efficiency and effectiveness, and reduce the cost of service, (iii) develop staff through training and knowledge transfer; and (iv) provide the asset and performance data required for the implementation of Phase 2.

1.3 Technical Description

1.3.1 MOM Contractor's Responsibilities

The responsibilities of the MOM Contractor under each MOM Contract will be carried out across two broad phases: (a) an initial foundation phase (the "**Foundation Phase**"); and (b) a subsequent performance phase (the "**Performance Phase**"). Whilst the transition from Foundation Phase to Performance Phase may occur at different times depending on the particular activity in question, in general it is anticipated that: (i) Foundation Phase activities will be carried out for a period of up to 24 months; and (ii) Performance Phase activities will be carried out for a period of a further 3 to 5 years, in each case depending on the needs of the relevant Cluster.

The Foundation Phase responsibilities of the respective MOM Contractor will include:

- (i) *Entry transition/handover* of the Cluster to the MOM Contractor (where relevant);
- (ii) Collecting data and establishing and confirming KPI baselines for agreement with NWC;
- (iii) Integration and initial training of existing NWC and government employees;
- (iv) Developing improvement plans for key areas;

- (v) Preparing procedures, manuals and processes to improve management, effectiveness and efficiency of the Cluster; and
- (vi) Starting to implement performance improvements in key priority areas where possible.

The Performance Phase responsibilities of the respective MOM Contractor will include:

- (i) Enhancement of water and wastewater operations, and customer services;
- (ii) Improvement in Non-Revenue Water
- (iii) Supply chain management improvements;
- (iv) Asset management and maintenance improvements, including asset data;
- (v) Improvements in HR management and provision of employee training and knowledge transfer;
- (vi) Improvements in capital investment and business planning;
- (vii) Improvements in metering, billing and collection;
- (viii) Improvements in water conservation and increased efficiency in water use
- (ix) Setting up the necessary systems improvements required for the establishment of concessions required for the next phase of privatisation; and
- (x) *Effective exit transition/handover* from the MOM Contractor to a new concessionaire (or similar).

1.3.2 Classification of Clusters

The Programme consists of the tendering of a series of MOMCs, one for each Cluster.

The Clusters have been divided into two groups: Group 1 (comprising the North, North West and South Clusters) and Group 2 (comprising the Eastern, Makkah and Riyadh Clusters). Two sets of technical evaluation criteria and financial evaluation criteria have been set out in this RFQ: the first set applies in respect of qualification for the Group 1 Clusters only, whereas the second, more stringent, set applies in respect of qualification for both the Group 1 Clusters and the Group 2 Clusters.

1.3.3 Qualification

Applicants may seek either:

- Qualification in respect of Group 1 Clusters only ("**Group 1 Qualification**"); or
- Qualification in respect of both the Group 1 Clusters and the Group 2 Clusters ("**Group 2 Qualification**").

A company may seek qualification either as an Applicant in its own right or as part of a Consortium. No Consortium may contain a member that is, or whose affiliate is, either an Applicant in its own right or a member of another Consortium.

1.3.4 Limitations on the number of Clusters awarded

NWC expects to impose the following limitations in respect of the number of Clusters that a particular Applicant can be awarded:

- No Applicant may be awarded more than two Clusters in the Programme.
- A Group 1 Qualified Applicant may only be awarded a single Group 1 Cluster.

- A Group 2 Qualified Applicant may be awarded up to:
 - two Group 1 Clusters;
 - one Group 1 Cluster and one Group 2 Cluster; or
 - one Group 2 Cluster only.

For the avoidance of doubt, NWC reserves the right to exclude an Applicant that is awarded a Cluster (or, in the case of an Applicant which is a Consortium, any member of that Consortium) from participating in any future NWC O&M sub-contract tenders within that Cluster.

In addition, no more than 20% of the roles required to deliver the services under a particular MOM Contract may be filled by a sub-contracting party that was not a part of the relevant Applicant at the time of qualification under this RFQ.

1.3.5 Sequencing of Cluster Tenders and Reopening of RFQ

The first Cluster is expected to be the North West. NWC reserves the right to alter the sequence of Cluster tenders at any time, to tender multiple Clusters in a single stage and to collate multiple Clusters together in a single RFP.

An indicative sequencing of the tendering of the Clusters is set out below:

Tender Stage	Clusters to be tendered
Stage 1	- North West(Group 1)
Stage 2	- Riyadh (Group 2)
Stage 3	- South (Group 1) - Eastern(Group 2)
Stage 4	- Makkah (Group 2) - North(Group 1)

An SOQ is sought at this stage for the Programme as a whole but NWC emphasises that submitting an SOQ now is **required** in order to receive the first RFP.

For subsequent RFPs, taking into account the indicative sequencing set out above and the timetable set out in Section 1.6, and considering the Kingdom's desire to ensure that all interested and competent parties are permitted to participate, NWC may call for refreshed statements of qualification in the lead-up to subsequent RFPs. An Applicant who has previously received Group 1 Qualification only will be allowed to submit additional information in order to also seek Group 2 Qualification.

At any time during the re-opened request for qualification process, NWC shall be permitted, at its own discretion, to call for further Applicants or to permit Applicants who have previously been rejected to submit a new SOQ. In line with the disclaimer at the start of this RFQ, NWC may also, at its absolute discretion, at any time, adjust the qualification and evaluation criteria (including, for the avoidance of doubt, any of the FQR or TQR) that must be satisfied in order for an Applicant to receive an NPQ. Applicants who have previously qualified under this RFP are welcome to submit updated credentials to NWC for review and consideration. Likewise, NWC reserves the right, at its own discretion, to request such credentials in the event that NWC believes that an Applicant who qualified under this RFQ may no longer be qualified to carry out a Project.

1.3.6 Commercial Model and KPIs

The Foundation Phase will consist of enabling projects, management and O&M services and baselining activities. During the Foundation Phase, the MOM Contractor's remuneration is expected to primarily derive from base fees and lump sum payments in respect of enabling projects and services.

The Performance Phase will continue to include the whole scope of management, operation and maintenance of the relevant Clusters; however, the baseline will be established and agreed with NWC and the enabling projects will be completed. During the Performance Phase, the MOM Contractor's performance will be assessed against specific KPIs covering the scope of work and using the agreed baseline. The remuneration is expected to primarily derive from base fees and a performance-based incentive mechanism linked to specific KPIs.

The KPIs for each Cluster will be developed to prioritize improvements in support of the overall vision for the creation of a sustainable water sector, safeguarding the natural resources and the environment of the Kingdom and providing cost-effective supply and high-quality services as laid out in the National Water Strategy. It is anticipated that the KPIs will reflect the following areas:

- customer service;
- access to safe drinking water & wastewater services;
- water resource protection & management;
- water use efficiency & water loss reduction;
- operations and maintenance;
- cost efficiency and improved cost recovery;
- asset management;
- environmental impact;
- human capital; and
- corporate governance.

1.3.7 Saudisation and Local Content

The RFP shall set out detailed requirements on Saudisation and local content for the Project.

1.4 Contractual Structure

The MOM Contractor in respect of each Cluster will be responsible for operations (including: water and wastewater treatment; water storage and transmission; water distribution and wastewater collection; TSE re-use and sludge management; and operational efficiency), asset management and maintenance (including: implementing an asset management system; long term maintenance planning; short term maintenance planning; and preventative and reactive maintenance) and customer service and support (including: customer service and experience; metering, billing and collection; and support services). The Project will be governed by a number of commercial agreements as detailed below in 1.4.2.

1.4.1 MOM Contractor Legal Form

The MOM Contractor shall either be the successful Lead Contractor or may be a Project Company. If a Project Company is formed, the Project Company will take the form of a LLC or closed JSC. The Project Company will be owned by one or more Bidders and there will be no mandated Government ownership.

If a Project Company is used, NWC expects that sufficient parent support is provided by the Applicants' relevant corporate entities to secure the performance of the MOM Contractor's obligations under the MOMC.

1.4.2 Key Commercial Project Agreements

Based on the envisaged commercial MOM Contract structure, the key Project agreements will include (but may not be limited to), in respect of each Cluster:

- (i) the MOM Contract; and
- (ii) the Independent Auditor Agreement.

Drafts of each MOM Contract and the heads of terms for each Independent Auditor Agreement will be circulated as part of the RFP process.

1.5 Programme Parties

Within each MOM Contract's contractual structure, the following Saudi entities (including Government entities) will be involved (either directly or indirectly):

1.5.1 NWC

NWC will enter into the MOM Contract in respect of each Cluster with the relevant MOM Contractor.

National Water Company JSC is a limited liability company incorporated under the laws of KSA, and registered in the Commercial Register of the City of Riyadh under Commercial Registration No. 1010247322.

1.5.2 MEWA

MEWA shall have a role as the governing ministry for the water distribution sector of the Kingdom. Whilst some Clusters will include areas of the Kingdom that were historically administered by MEWA as MEWA directorates, Applicants should be aware that NWC shall be the key counterparty and interface point for the MOM Contracts.

1.5.3 ECRA

To deliver the objectives of NWS2030 the role of ECRA is to be extended to cover all water and wastewater services, including the distribution sector, and accordingly will be a key stakeholder for the Programme. ECRA has launched an initiative aimed at expanding ECRA regulatory capabilities so they are able to support the planned privatization model..

1.6 Timetable

The timetable is based on the requirement to achieve contractual close of each MOM Contract by a certain date. In order to achieve these objectives, the anticipated timeline is as follows:

Programme

- | | |
|---------------------------------|--|
| - April 12 th 2019 | Deadline for submission of Additional Requests for Information |
| - April 25 th , 2019 | Deadline for submission of SOQs |
| - May 27 th , 2019 | Issue of notice of Pre-qualification |

Tender Stage 1 (First RFP)

- | | |
|---------------------------|---|
| - H2 2019 | Issue of RFP for first Cluster |
| - Issue of RFP + 4 months | Final Bid Submission Date |
| - Issue of RFP + 6 months | Bids Evaluation and Preferred Bidder Appointment] |
| - Issue of RFP + 8 months | Execution of MOM Contract of first Cluster |
| - Issue of RFP + 9 months | Contractual close |

The subsequent tender stages are expected to follow the timing structure for the first tender stage. As highlighted in Section 1.3.2, NWC anticipates that certain tender stages may involve the tendering of multiple Clusters (with separate MOM Contracts to be signed for each Cluster).

2 PRE-QUALIFICATION PROCESS

2.1 General

2.1.1 Background

NWC has advertised its intention to seek bids for the Programme and through this RFQ seek detailed SOQs from Applicants by the Due Date in the form and manner set out herein.

2.1.2 Statement of Qualifications

Information provided in each SOQ will be used by NWC and its Advisers to evaluate the technical and financial strength of Applicants for the purposes of pre-qualification in respect of the Programme. The evaluation will be carried out in accordance with the terms of this RFQ. Only those Applicants who are pre-qualified by NWC will be eligible for receipt of an RFP, which permits, subject to the terms thereof, participation in the bidding process for MOM Contracts under the Programme.

2.1.3 Interpretation and Final Determination

The interpretation and final determination of any matter relating to this RFQ and all enclosed documents, sections, Appendices, etc. as well as any further or supplementary information both oral and documentary required by NWC, will be at NWC's sole discretion which will be final and binding on all Applicants.

2.1.4 Discharge and Exemption

Applicants that submit SOQs exempt and discharge NWC, its Advisers and personnel, completely and unconditionally from any responsibility or liability for the decisions that may be made with respect to their pre-qualification hereunder and acknowledge and agree that NWC, its Advisers and personnel will not be liable for any such actions and will be under no obligation to inform the Applicant(s) of the grounds for disqualification.

2.1.5 Subsequent MOM Contracts

As noted in Section 1.3.2, NWC shall call for further statements of qualification through a separate request for qualification for subsequent RFPs as part of the Programme.

NWC shall not restrict or limit participation in subsequent MOM Contracts if an SOQ is not submitted in response to this RFQ but early and full participation is appreciated by NWC as a gauge of market appetite for the Programme.

2.1.6 Final Form of RFP

While every effort has been made by NWC and its Advisers to ensure that the description of the Programme set out in Section 1 of this RFQ is correct at the time of issue, Bidders must be aware that the description, timetable and scope of the Programme and individual MOM Contracts may be set out in further detail in the RFP.

2.2 NWC's Requirements

Application for pre-qualification is open, on an individual basis, to all entities engaged in the water distribution sector, or to a Consortium in which at least one entity has experience in the water distribution sector. For the avoidance of doubt, entities that are not engaged in the water distribution sector (e.g. financial institutions) are permitted to submit applications for pre-qualification as part of a Consortium although Fund Investors (as defined in Section 3.5.1) must provide the information specified in Section 3.5.1.

The SOQ should be submitted in the form set out in Appendix A hereto signed by the Applicant's authorized signatory or signatories (and, if the Applicant is a Consortium, the authorized signatory shall act as the lead member of the Consortium ("**Lead Contractor**") for the purposes of each MOM Contract). If a Project Company is used, the Lead Contractor shall hold no less than 35% equity of the Project Company.

In addition to being authorized to act on behalf of the Consortium members (if the Applicant is a Consortium) for the purposes of this RFQ and the tender process, the Lead Contractor will be expected to comply with minimum equity retention requirements as part of a MOM Contract, which will be set out in further detail in the RFP. The required contents of the SOQ are described in Section 3 (*SOQ Requirements*) hereof.

Each Applicant will be required to meet the Minimum Technical Evaluation Criteria ("**MTEC**") and the Minimum Financial Evaluation Criteria ("**MFEC**"). Where the Applicant is a Consortium, the Lead Contractor will be required to meet the MFEC. Where the Applicant is a Consortium, the Consortium's qualifications, in aggregate, must satisfy MTEC.

The Applicant shall note, however, that any proposed changes to the Consortium (including the addition of any parties that have not submitted a SOQ), will require re-evaluation and be subject to NWC's prior approval, as further specified in Section 3.5.

As further described in Section 3 hereof, the Applicant (and, if the Applicant is a Consortium, each Consortium member, to the extent applicable) must provide financial and organisational information and an overview of any large current or previous water services concessions managed and financed, including the financing of a large capital expenditure programme under the concession (on a recourse or non-recourse basis), or of any current or previous development, ownership, operation and/or maintenance of projects similar in type, magnitude and general configuration to the Programme.

It is required that Applicants can demonstrate successful international experience outside of the country of the Applicant's principal business, with particular focus on KSA and GCC countries.

2.3 Additional Requests for Information

Should Applicants require additional information in relation to the Programme and/or the RFQ, such request should be made in writing or by email to NWC's attention and should be submitted before April 12th 2019 at 5pm KSA time, as follows:

- National Water Company JSC, 7th floor, Vendor Relation Department, Radix Tower, King Fahad Road, PO Box 676, Riyadh 11421, Kingdom of Saudi Arabia (Distribution_PPP@nwc.com.sa)

In due course, if NWC requires additional information on the references submitted by the Applicant, NWC may request such information from the Applicant. Although no Applicant will have the right to make an oral presentation to NWC, NWC reserves the right to request oral presentations from Applicants if deemed appropriate.

2.4 Notices of Pre-Qualification

Applicants will be selected on the basis of the evaluation criteria detailed in Section 4. NWC will issue an NPQ in writing to each selected qualified Applicant. NPQs are expected to be issued in due course, following which the RFP will be issued to each qualified Applicant.

NWC reserves the right to reject any or all of the SOQs, proposals or other submissions at any time prior to the execution of the Project Agreements. Neither issuance of this

RFQ nor issuance of the RFP or any other document or request by or on behalf of NWC at any time will oblige NWC or its Advisers to enter into any arrangement or agreement or impose any liability on any of them other than assumed pursuant to the Project Agreements when executed.

Neither NWC nor any of its Advisers will be under any obligation to return any SOQ submitted by any Applicant or to reimburse any Applicant for any cost or expense, whether incurred in preparing its SOQ, response to the RFP or to any other request from NWC, its Advisers or otherwise.

2.5 Disqualification

NWC may disqualify or reject an Applicant's SOQ for any reason at NWC's sole discretion, including, inter alia, the following reasons:

- Failure by an Applicant to comply with any of the requirements of this RFQ, in the time, form and manner prescribed;
- Misrepresentation, withholding or concealment of information in the SOQ by an Applicant;
- Failure by an Applicant to disclose or provide any additional information as may be required by NWC during the evaluation and qualification process;
- Bankruptcy or insolvency of an Applicant or any member of a Consortium in the last three (3) years;
- Determination by NWC that the Applicant or any member of a Consortium is prohibited from doing business with NWC on grounds which may include but are not limited to public policy or national interest;
- Failure to report any material change in information provided in the SOQ following submission thereof;
- Failure by an Applicant (and, in the case of a Consortium, each member) to provide in accordance with this RFQ: a signed Non-Disclosure Agreement; a conflict of interest declaration (see Section 3.7); and a Submission Letter;
- The existence and/or failure to disclose a conflict of interest that NWC determines in its absolute discretion to be material to the conduct of a fair and transparent procurement process.

Where any Applicant is a new company specifically incorporated for participating in the Programme, the basis for disqualification shall be applicable to the shareholders of the new company rather than to the new company itself.

3 SOQ REQUIREMENTS

3.1 Introduction

Each SOQ is required to consist of the following sections:

- **Section 1** – Submission Letter (*Form of Submission Letter provided in this RFQ as Appendix A*) and Non-Disclosure Agreement (*form of Non-Disclosure Agreement provided in this RFQ as Appendix E*);
- **Section 2** – Executive Summary;
- **Section 3** – Corporate Structure;
- **Section 4** – Technical Capability (*Form of Technical Capability provided in this RFQ as Appendix B*);
- **Section 5** – Financial Status (*Form of Financial Status provided in this RFQ as Appendix C*);
- **Section 6** – Finance Raising Capability (*Form of Finance Raising Capability provided in this RFQ as Appendix D*);
- **Section 7** – Additional Capabilities; and
- **Section 8** – Conflict of Interest Declaration.

In the case of Consortium Applicants, each member of the Consortium must complete and execute each of the above sections, other than Section 1 (*Submission Letter*) and Section 2 (*Executive Summary*), which should be executed collectively by each Consortium member.

3.2 Executive Summary

The Executive Summary section of the SOQ must provide a brief description of:

- The Applicant or Consortium's qualifications for the Programme;
- The Applicant's brief summary of its corporate structure and history and, if a Consortium, the identification of all entities within the Consortium, levels of participation thereof and the identity of the Lead Contractor, together with brief summaries of their corporate structures and histories; and
- The key individuals that the Applicant proposes to use to work on the Programme.

3.3 Corporate Structure

The Corporate Structure section of the SOQ must comprise the following in respect of the Applicant and in the case of a Consortium each entity within the Consortium:

3.3.1 Contact Information

Information Requirements:

- Company Name
- Contact Details (Contact Person, Address, Telephone, e-mail, Fax);

- Parent Company Name
 - Parent Company Contact Details (Address, Telephone, e-mail, Fax);
- Saudi / Regional Company Name (If Applicable)
 - Relevant Contact Details (Contact Name, Address, Telephone, e-mail, Fax).

3.3.2 Summary Corporate Information

Information Requirements:

- Year Established;
- Company Profile (summary description);
- Key Financial Information (for 2014-2017, with information for 2018 to be provided when available):
 - Turnover;
 - Net Income;
 - Total Assets;
 - Net Assets / Shareholders Funds;
- Current Market Capitalisation (if listed);
- Current long term unsecured parent company credit rating (S&P, Moody's, and Fitch) (if available); and
- Identity of Company Auditor(s) (for 2014-2017, with information for 2018 to be provided when available).

3.3.3 Organisational Structure

This sub-section must contain the following:

- A description and / or organisational chart of the organisational and corporate structure(s) of the Applicant (i.e. identity of intermediate shareholders, levels of shareholding and ultimate parent company) and in the case of a Consortium of each entity within the Consortium (including, for example, distribution of shareholdings, apportionment of roles and responsibilities within the Consortium, envisaged intra-member agreements and the degree to which a formal relationship exists among the entities within the Consortium at the date of the SOQ etc.);
- A description of the technical, operational and managerial resources available to entities identified in the relevant organisation chart.

3.4 Technical Capability

Each Applicant and, if the Applicant is a Consortium, each Consortium member, shall submit a comprehensive set of information regarding:

- TQR1: their experience and capability in management, operations & maintenance of water & wastewater systems;
- TQR2: their experience and capability in management, operations & maintenance of water & wastewater treatment facilities;
- TQR3: their experience and capability in management of customer services in relation to water; and

Details of the above experience shall be based on eligible project references, as detailed in the Technical Evaluation Criteria (Section 4).

Such information shall comprise, in particular:

- (i) a summary table in the form set out in Appendix B1 (*Programme References – Managing the Assets & Operations of Water and Wastewater Systems*) hereto, which includes details of the eligible project references. For an Applicant that is a Consortium, the Applicant must nominate the Consortium member(s) that is seeking to meet the evaluation criteria. Only the project references submitted in Appendix B1 (or Appendix B1 format) will be considered for evaluation.
- (ii) a summary table in the form set out in Appendix B2 (*Programme References – Managing the Assets & Operations of Water and Wastewater Treatment Facilities*) hereto, which includes details of the eligible project references. For an Applicant that is a Consortium, the Applicant must nominate the Consortium member(s) that is seeking to meet the evaluation criteria. Only the project references submitted in Appendix B2 (or Appendix B2 format) will be considered for evaluation.
- (iii) a summary table in the form set out in Appendix B3 (*Programme References – Managing Customer Services*) hereto, which includes details of the eligible project references. For an Applicant that is a Consortium, the Applicant must nominate the Consortium member(s) that is seeking to meet the evaluation criteria. Only the project references submitted in Appendix B3 (or Appendix B3 format) will be considered for evaluation.

Applicants are encouraged to add additional relevant documents in support of the Appendix B form sheet.

3.5 Financial Status and Financing Raising Capability

Each Applicant or Consortium member must submit the summary tables provided in Appendix C and Appendix D of this RFQ in both PDF and Excel (unprotected) formats.

To the extent that the financial obligations of an Applicant or Consortium member are to be guaranteed by a parent company or affiliate, this should be clearly stated, and the following information should also be provided for such parent company or affiliate.

3.5.1 Financial Strength

Each Applicant or Consortium member shall submit the following information in the form set out in Appendix C:

- identities of the shareholders (which shall reconcile with the percentages shown in the organisational structure chart provided);
- annual audited financial statements for each of the last three (3) years and published interim accounts since the last annual audited financial statements (or, if not available, management accounts that relate to periods subsequent to the most recent audited accounts). Such financial statements shall include a consolidated balance sheet, consolidated income statement, consolidated cash flow statement and consolidated owner's equity statement, along with corresponding footnotes and the directors' report/auditors reports, in accordance with generally accepted accounting practices. Where an Applicant has less than three (3) years of operation, it must submit the aforementioned financial information for its entire period of existence. The

accounting standard under which the financial statements have been prepared shall be clearly stated;

- the currency of all financial information provided should be in US Dollar equivalent and SAR equivalent with a clear statement of the sources and exchange rate used;
- details of any material change in the financial or trading position or material post balance sheet event after the date of approval of the last audited financial statements and any related stock exchange announcement;
- confirmation that no significant merger, change in ownership, share or business acquisition or disposal, or joint venture or partnership arrangement, which may have a material effect on the financial or technical abilities of the Applicant, has taken place and is not otherwise disclosed;
- current and three (3) year historic long-term credit ratings for the Applicant or the ultimate providers of PCG by Standard and Poor's or Moody and Fitch, to the extent available;
- additionally, if the Applicant (or, in case of a Consortium, any entity within the Consortium) will rely on a Fund Investor, such entity must provide audited financial statements for financial years 2015, 2016 and 2017 (and 2018 when available) in respect of investors constituting no less than 75% of its commitments and full details of its investors including drawn and undrawn amounts; and
- other relevant information relative to the Applicant's financial record or history and capabilities that the Applicant believes would be helpful to NWC in assessing the Applicant's SOQ, including any claims which have resulted in, or which potentially may result in, significant liabilities (including, without limitation, information on any legal or arbitration proceeding (threatened or commenced), any contingent liability or loss which would require disclosure in accordance with International Accounting Standard 37 (*Provisions, Contingent Liabilities and Contingent Assets*) or International Accounting Standard 39 (*Financial Instruments: Recognition and Measurement*), and any threatened tax or regulatory investigations).

3.5.2 Experience of Raising Non-Recourse Financing

Appendix D requires each Applicant to provide the following information in respect water services concessions for which the Applicant or, in case of a Consortium, the lead member of the Consortium, has achieved Financial Close for a non-recourse financing package in the last ten (10) years:

- Name of project and location;
- Type of concession, size (number of connections);
- Sponsors and respective equity commitments;
- Applicant's role in the project;
- Project costs (US\$ equivalent);
- Debt finance raised (US\$ equivalent);
- Sources of debt finance;
- Lead arrangers of debt finance;
- Date of financial close; and
- Date of project commercial operations.

3.6 Additional Capabilities

Provided that the minimum requirements specified in the RFQ are complied with, Applicants are free to submit any other information they feel would be useful to NWC in

respect of their evaluation of an Applicant's corporate structure, organisational, technical or financial capability and experience.

3.7 Conflicts of Interest

Each applicant (and each member of a Consortium) must provide confirmation that it has no conflict of interest in relation to the Programme or provide details of any such conflict of interest together with an explanation as to why such conflict should not be considered to be material to the conduct of a fair and transparent procurement process. A conflict of interest for these purposes includes (but is not limited to) a situation where an applicant (or a member of a Consortium) or any affiliate or associated entity of any of them:

- has previously acted or is acting in any other capacity on or in relation to the Programme; or
- is involved or proposes to be involved in any capacity in relation to the Programme with a different Applicant or Consortium.

3.8 Administrative Requirements

All Applicants must submit three (3) hard copies (one original and two copies) and three (3) CD-Rom copies or USB sticks of the SOQ delivered not later than the Due Date to the following address:

- National Water Company JSC, 7th floor, Vendor Relation Department, Radix Tower, King Fahad Road, PO Box 676, Riyadh 11421, Kingdom of Saudi Arabia

Furthermore, all Applicants must submit soft copies of the SOQ by email to the below email address:

- Distribution_PPP@nwc.com.sa

Each SOQ must be in the English language and contain the contents required by this RFQ.

It is the sole responsibility of the Applicant to ensure that its SOQ is delivered to the above address by the stated deadline. The envelope should be marked with the above full address on the face and with the following information marked on the rear:

- Statement of Qualification for Private Sector Participation in the Water Distribution Sector;
- Commercial material / Does not contain merchandise;
- From [*insert Applicant Contact Person and Applicant Name*];
- Address;
- Telephone Number; and
- E-mail Address.

Each SOQ must be accompanied by a certification as to its accuracy by a person legally authorised to bind the Applicant or in case of a Consortium by persons legally authorised to bind each member of the Consortium, through signing the prescribed Submission Letter attached as Appendix A.

4 EVALUATION CRITERIA

4.1 Evaluation Criteria

NWC will evaluate each Applicant's SOQ on the basis of the following criteria in this Section 4.

As noted previously in this RFQ, in line with the disclaimer at the start of this RFQ, NWC may also, at its absolute discretion, at any time, adjust the qualification and evaluation criteria (including, for the avoidance of doubt, any of the FQR or TQR) that must be satisfied in order for an Applicant to receive an NPQ.

4.1.1 Organisational and Legal Evaluation Criteria

- Submission Letter
 - Provision of the Submission Letter in the form of Appendix A.
- Non-Disclosure Agreement
 - Provision of the Non-Disclosure Agreement in the form of Appendix E.
- Conflicts Declaration
 - Provision of the Conflicts of Interest Declaration as required by Section 3.7 and paragraph 5 of the Submission Letter.

4.1.2 Technical Evaluation Criteria

The technical experience and capability of each Applicant and, in case of a Consortium, of the Consortium members collectively will be evaluated against the following technical criteria. For the avoidance of doubt, an Applicant must comply with all the technical evaluation criteria to be deemed compliant for the purposes of this RFQ.

As explained in Section 1.3.2, each technical evaluation criterion contains two sets of requirements: one applicable in respect of qualification for the Group 1 Clusters only and one applicable in respect of qualification for the Group 1 Clusters and the Group 2 Clusters.

- **TQR1:** The Applicant must demonstrate that it has a strong track record of successfully managing the operations of water and wastewater systems by meeting the following three criteria, with eligible project references as specified below:
 - GROUP 1
 - (A): Have at least one minimum reference for providing water services **and** wastewater services for a period of 3 years or more and serving at least 250,000 inhabitants in its country of origin (including where the water services and wastewater services are each provided under separate contracts).
 - (B): Have at least one minimum reference for providing water services **and** wastewater services for a period of 3 years or more and serving at least 100,000 inhabitants outside its country of origin (including where the water services and wastewater services are each provided under separate contracts).
 - (C): Have at least one minimum reference for the operations of a water distribution and wastewater networks with a total length of 1,000 km or above.

➤ GROUP 2

- (A): Have at least one minimum reference for providing water services **and** wastewater services for a period of 3 years or more and serving at least 1,000,000 inhabitants outside its country of origin (including where the water services and wastewater services are each provided under separate contracts).
- (B): Have at least one minimum reference for the operations of a water distribution and wastewater networks with a total length of 2,500 km or above.

Eligible project references for TQR1 must meet the following criteria:

- be the reference operator in either a Concession Contract, Operations & Maintenance Contract or a Management Contract for the provision of water and wastewater services;
 - be either an ongoing contract or the contract period must have ended less than 4 years prior to the RFQ announcement; and
 - the Applicant is the reference operator or has a shareholding in the project company of at least 50%.
- **TQR2:** The Applicant must demonstrate that it has a strong track record of successfully managing the operations of water and wastewater treatment facilities by meeting the following two criteria, with eligible project references as specified below:

➤ GROUP 1

- (A): Have at least one minimum reference for the operations of a drinking water treatment and production plant with a capacity of at least 50,000 m³/day.
- (B): Have at least one minimum reference for the operations of a wastewater plant with a capacity of at least 50,000 m³/day.

➤ GROUP 2

- (A): Have at least one minimum reference for the operations of a drinking water treatment and production plant with a capacity of at least 100,000 m³/day, outside its country of origin.
- (B): Have at least one minimum reference for the operations of a wastewater plant with a capacity of at least 100,000 m³/day, outside its country of origin.

Eligible project references for TQR2 must meet the following criteria:

- be the reference operator in either a Concession Contract (including BOT/BOOT/BOO), Operation & Maintenance Contract or a Management Contract for the provision of water and wastewater services;
- be either an ongoing contract or the contract period must have ended less than 4 years prior to the RFQ announcement; and
- the Applicant is the reference operator or has a shareholding in the project company of at least 50%.

- **TQR3:** The Applicant must demonstrate that it has a strong track record of successfully managing customer services with eligible project references as specified below:
 - GROUP 1
 - (A): Have at least one minimum reference for managing a customer service data base for water and wastewater services serving at least 50,000 customers.¹
 - GROUP 2
 - (A): Have at least one minimum reference for managing a customer service data base for water and wastewater services serving at least 125,000 customers² outside its country of origin.

Eligible project references for TQR3 must meet the following criteria:

- be the reference operator in either a Concession Contract (including BOT/BOOT/BOO), Operations & Maintenance Contract or a Management Contract for the provision of water and wastewater services;
- be either an ongoing contract or the contract period must have ended less than 4 years prior to the RFQ announcement; and
- the Applicant is the reference operator or has a shareholding in the project company of at least 50%.

4.1.3 Financial Evaluation Criteria

The financial experience and capability of each Applicant and, in case of a Consortium, of the Lead Consortium member, will be evaluated against the following technical criteria.

- **FQR1:** The Applicant must demonstrate that they are financially sufficiently robust.
 - Net Worth of at least USD 100 million for the Applicant or, in the case of a Consortium, USD 100 million for the Lead Member and USD 30 million for any other Consortium member.
- **FQR2:** The Applicant must demonstrate experience in mobilizing either non-recourse financing or financing for capital expenditure programmes.
 - Experience in financing at least USD 50 million.

Eligible references for FQR2 must meet the following criteria:

- be either a Concession Contract in water distribution services (including BOT/BOOT/BOO), an IW(P)P or an STP for the provision of water and wastewater services;
- if under a Concession Contract, be where the concessionaire bears all or a part of the financing risk of the capital expenditure programme and of the revenue risk;
- the project which received the non-recourse financing or the capital expenditure programme must have been financed over the past 10 years; and

¹ **Note:** For the purposes of TQR3, a “customer” refers to an individual record in the customer service data base and may correspond to one or more families or commercial entities.

² **Note:** For the purposes of TQR3, a “customer” refers to an individual record in the customer service data base and may correspond to one or more families or commercial entities.

- the Applicant, or the Lead Contractor in the case of a Consortium, has a shareholding in the project company of at least 25% and must have led the financing process.

5 SUBSEQUENT BID PROCESS

5.1 Request for Proposals

Following NWC's selection of pre-qualified Bidders, an RFP will be issued to such pre-qualified Bidders. The RFP will include, inter alia, the following information:

- Instructions to Bidders
- General Technical Specifications
- Technical and Financial Form Sheets
- Draft MOM Contract
- Form of bid bond
- Heads of Terms of Independent Auditor Agreement

Parties submitting replies to the RFP will be required to submit, inter alia, the following as part of their bid:

- copies of documents establishing a joint venture / partnership among the members of a pre-qualified Consortium;
- proposed cost together with other relevant technical and financial information (through completing the required Formsheets);
- confirmation that it accepts the form of the Draft MOM Contract; and
- supporting financial information.

Within the Instructions to Bidders section of the RFP, NWC will outline in detail the documentation required to be submitted by Bidders. NWC reserves the right to reject any or all bids or submissions in response to the RFP. Bidders will be responsible for costs incurred in preparing their bids.

5.2 Bid Conference and Cluster Visit

Following the issue of the relevant RFP, representatives of the pre-qualified Bidders will be invited to a bid conference to meet (in both public and private forums) with NWC and its Advisers.

Representatives of the pre-qualified Bidders will also be required to visit the relevant Cluster to investigate and acquaint themselves with the relevant Cluster and conduct limited due diligence on the relevant Cluster. The Bidder may also request further access to the relevant Cluster for the purposes of conducting its own studies and investigations.

5.3 Bonding Requirements

Applicants should be made aware that, upon submission of bids in response to the RFP, each Bidder will be required to submit a bid bond, in an amount to be specified in the RFP. NWC will be permitted to call upon the bid bond in the circumstances set out in the RFP including, without limitation:

- the Bidder withdraws its bid during the validity period specified in the RFP;
- the successful Bidder either fails to negotiate the MOM Contract or fails to execute the MOM Contract as negotiated with NWC; or

- the successful Bidder fails to supply the performance security (to be specified under the MOM Contract).

5.4 Bid Evaluation Criteria

The bid evaluation criteria will be provided, in detail, as part of the RFP.

APPENDIX A - Submission Letter

[Letterhead of Applicant]

Vendor Relation Director
NATIONAL WATER COMPANY JSC
7th floor, Vendor Relation Department
Radix Tower, King Fahad Road
PO Box 676, Riyadh 11421
Kingdom of Saudi Arabia

[Date]

We, the undersigned:

Last Name:

First Name:

Title: [Chairman/Vice Chairman/President/Vice President]

of [Name of company], acting as the legal representative of [Applicant]³, hereby certify, represent, warrant and agree, on behalf of [Applicant] that:

1. This Submission Letter, along with all documentation submitted herewith, forms our Statement of Qualification (“**SOQ**”), which is being submitted in response to the Request for Qualification (“**RFQ**”) dated [[●] 2019] in relation to Private Sector Participation in the Water Distribution Sector, issued by NWC. All capitalized terms used herein have the same meaning as in the RFQ.
2. We certify that: (i) the information submitted as part of this SOQ is complete, accurate and true and does not omit any information which might make the information contained in the SOQ misleading in any material respect and (ii) we accept the documents, terms and conditions set out in the RFQ.
3. We fully understand the RFQ, and acknowledge that NWC is not obligated to accept our SOQ and may at any time reject our SOQ or cancel the prequalification process in their sole discretion.
4. We fully release and discharge NWC, their consultants, advisers and personnel, completely and unconditionally from any responsibility or liability for the decisions that may be made with respect to our Pre-Qualification and that NWC, its consultants, advisers and personnel shall not be liable for any such actions and shall be under no obligation to inform any Applicant of the grounds for them.
5. [We confirm that we are not aware of any situation constituting a conflict of interest (as set out at Paragraph 3.7 of the RFQ) or could potentially give rise to such a conflict of interest in connection with this Programme.] OR [We have identified a conflict of interest of the sort as set out at paragraph 3.7 of the RFQ in connection with this Programme and the nature and details of this conflict are set out below.]⁴
6. NWC and its authorized representatives are hereby authorized to conduct any inquiries or investigations to verify the statements, documents, and information submitted in connection with this SOQ, and to seek clarification from our bankers and clients regarding any financial and technical aspects. This Letter will also serve as authorization to any individual or authorized representative of any institution referred to in the supporting information, to provide such information deemed necessary and requested by you to verify statements and information provided in this SOQ or with regard to the resources, experience and competence of the Applicant(s).

³ **Note to Applicants:** If the Applicant is a Consortium, each member of the Consortium must be listed and execution of this letter by each member of the Consortium is required.

⁴ **Note to Applicants:** Please identify the statement that would be applicable to you.

In [Location], on this [Date]

Signature: _____

APPENDIX B – Technical Capability Formsheet

REQUEST FOR QUALIFICATION: PRIVATE SECTOR PARTICIPATION IN THE WATER DISTRIBUTION SECTOR
APPENDIX B1: PROJECT REFERENCES – MANAGING THE ASSETS & OPERATIONS OF WATER AND WASTEWATER SYSTEMS (TQR1)

TQR1 Project Reference 1:

Project Name:	
Country:	Name of City / Area:
Population Served:	Number of Customers:
Total Length of Network (km):	Contract Duration (years):
Date of Commencement:	Date of Contract Termination (completed or projected):
Contract Value (\$ US) and contractual basis (e.g. Concession, Affermage, etc.):	Applicant's role & percentage shareholding/contribution as a project company/concession member (if applicable, state the role of each member):
Summary of experience (500 words max.) detailing project experience:	
Client organization and individual for reference:	Address: Telephone Number: Email:

TQR1 Project Reference 2:

Project Name:	
Country:	Name of City / Area:
Population Served:	Number of Customers
Total Length of Network (km):	Contract Duration (years):
Date of Commencement:	Date of Contract Termination (completed or projected):
Contract Value (\$ US) and contractual basis (e.g. Concession, Affermage, etc.):	Applicant's role & percentage shareholding/contribution as a project company/concession member (if applicable, state the role of each member):
Summary of experience (500 words max.) detailing project experience:	
Client organization and individual for reference:	Address: Telephone Number: Email:

Additional project references should be added to suit Applicant's experience record.

APPENDIX B2: PROJECT REFERENCES – MANAGING THE ASSETS & OPERATIONS OF WATER AND WASTEWATER TREATMENT FACILITIES (TQR2)

TQR2 Project Reference 1:

Project Name:	
Country:	Name of City / Area:
Treatment capacity (m3/d):	Contract Duration (years):
Date of Commencement:	Date of Contract Termination (completed or projected):
Contract Value (\$ US) and contractual basis (e.g. Concession, Affermage, etc.):	Applicant's role & percentage shareholding/contribution as a project company/concession member (if applicable, state the role of each member):
Summary of experience (500 words max.) detailing project experience:	
Client: organization and individual for reference	Address: Telephone Number: Email:

TQR2 Project Reference 2:

Project Name:	
Country:	Name of City / Area:
Treatment capacity (m3/d):	Contract Duration (years):
Date of Commencement:	Date of Contract Termination (completed or projected):
Contract Value (\$ US) and contractual basis (e.g. Concession, Affermage, etc.):	Applicant's role & percentage shareholding/contribution as a project company/concession member (if applicable, state the role of each member):
Summary of experience (500 words max.) detailing project experience:	
Client: organization and individual for reference	Address: Telephone Number: Email:

Additional project references should be added to suit Applicant's experience record.

APPENDIX B3: PROJECT REFERENCES – MANAGING CUSTOMER SERVICES (TQR3)
TQR3 Project Reference 1:

Project Name:	
Country:	Name of City / Area:
Population Served:	Number of Customers:
Total Length of Network (km):	Contract Duration (years):
Date of Commencement:	Date of Contract Termination (completed or projected):
Contract Value (\$ US) and contractual basis (e.g. Concession, Affermage, etc.):	Applicant's role & percentage shareholding/contribution as a project company/concession member (if applicable, state the role of each member):
Summary of experience (500 words max.) detailing project experience:	
Client: organization and individual for reference	Address: Telephone Number: Email:

TQR3 Project Reference 2:

Project Name:	
Country:	Name of City / Area:
Population Served:	Number of Customers:
Total Length of Network (km):	Contract Duration (years):
Date of Commencement:	Date of Contract Termination (completed or projected):
Contract Value (US\$) and contractual basis (e.g. Concession, Affermage, etc.):	Applicant's role & percentage shareholding/contribution as a project company/concession member (if applicable, state the role of each member):
Summary of experience (500 words max.) detailing project experience:	
Client: organization and individual for reference	Address: Telephone Number: Email:

Additional project references should be added to suit Applicant's experience record.

APPENDIX C – Financial Status Formsheet

REQUEST FOR QUALIFICATION: PRIVATE SECTOR PARTICIPATION IN THE WATER DISTRIBUTION SECTOR
APPENDIX C: FINANCIAL STATUS FORMSHEET

Applicant, Consortium Member or PCG provider as relevant						
3 Year Historical Audited Financial Statements Attached (Y / N)						
Details of any material change in the financial or trading position or material post balance sheet event.						
Confirmation that no significant merger, change in ownership, share or business acquisition or disposal, or joint venture or partnership arrangement, which may have a material effect on the financial or technical abilities of the Applicant, has taken place and is not otherwise disclosed.						
Current and three (3) year historic long-term credit ratings for the Applicant or the ultimate providers of PCG by Standard and Poor's or Moody and Fitch,	Current		Current		Current	
	2017		2017		2017	
	2016		2016		2016	
	2015		2015		2015	
3 Year Historical Audited Financial Statements of any Fund Investor that an Applicant relies on attached (Y / N)						
Other Relevant Information						

APPENDIX D – Finance Raising Capability Formsheet

REQUEST FOR QUALIFICATION: PRIVATE SECTOR PARTICIPATION IN THE WATER DISTRIBUTION SECTOR
APPENDIX D: FINANCE RAISING CAPABILITY FORMSHEET

Name of Project	
Location	
Type of Project	
Project Size (number of customers)	
Sponsors:	
Applicants role in the project (pre and post completion)	
Project costs / capital expenditure programme (US\$ equivalent)	
Start date of the capital expenditure programme	
Debt finance raised (US\$ equivalent)	
Recourse or non-recourse	
Sources of debt finance	
Lead arrangers of debt finance	
Date of financial close	
Date of project/plant commercial operations	

Additional project references should be added to suit Applicant's experience record.

APPENDIX E – Form of Non-Disclosure Agreement

[Letterhead of Applicant]

Vendor Relation Director National Water Company JSC
7th floor, Vendor Relation Department
Radix Tower, King Fahad Road
PO Box 676, Riyadh 11421
Kingdom of Saudi Arabia

[♦] 2019

Non-Disclosure Agreement in respect of Private Sector Participation in the Water Distribution Sector

Dear Sirs

We have expressed interest to National Water Company JSC (“**NWC**”) in bidding for the right to manage, operate, maintain and improve water distribution services in one or more of six separate regions (each a “**Cluster**”) in the Kingdom of Saudi Arabia (the “**Programme**”).

We understand that NWC wishes to issue a request for qualification (“**RFQ**”) seeking statements of qualification (“**SOQ**”) from parties interested in being a contractor or forming a contractor consortium to participate in the Programme. We understand that parties who are shortlisted following submission of their SOQ will be issued a Request for Proposal (“**RFP**”) and invited to submit a formal proposal for the Programme (“**Proposal**”).

Undertaking

In consideration of NWC agreeing to make available to us the RFQ for the Programme (and the RFP if we are shortlisted) and the promises contained in this Non-Disclosure Agreement, the sufficiency of which is hereby acknowledged, we undertake as follows:

1. We agree to keep all Confidential Information confidential and, save to the extent expressly provided hereunder, to not disclose Confidential Information to any other party, provided that we may disclose Confidential Information if required (and only to the extent required) by applicable law (in which case we shall use best efforts to minimize the nature of the disclosure and inform NWC of our obligations to disclose any such information). We shall ensure that all Confidential Information is protected by security measures and is properly protected against theft, damage, loss and unauthorized access. We shall use any Confidential Information disclosed to us for the sole purpose of preparing our SOQ and Proposal.
2. We agree that any Confidential Information disclosed to us under this Non-Disclosure Agreement that by its nature is specific shall not be deemed to be within the foregoing exceptions merely because they are embraced by general disclosures in the public domain or in our possession. In addition, any combination of features shall not be deemed to be within the foregoing exceptions merely because individual features are in the public domain or in our possession, but only if the combination itself and its principle of operation are in the public domain or in our possession.
3. We agree that we will not, without first obtaining NWC's written consent, disclose any Confidential Information to any party nor make any commercial use thereof. We may disclose such Confidential Information to our affiliates, potential suppliers, subcontractors, advisors, financial institutions and consultants if and only to the extent such disclosure is necessary to enable us to prepare our SOQ or Proposal, provided we first obtain a commitment to maintain such Confidential Information in confidence from any such party on terms consistent with and at least as stringent as the terms of this Non-Disclosure Agreement.

4. We agree to limit internal disclosure of Confidential Information to those of our professional/technical employees and/or executives who require it in order to prepare our SOQ or Proposal, but only to the extent such person is required to receive any Confidential Information and is bound by confidentiality terms consistent with and at least as stringent as the terms of this Non-Disclosure Agreement.
5. We agree to not copy Confidential Information unless authorized by NWC in writing, and if not shortlisted, or if we elect not to submit an SOQ or submit a Proposal, we agree to promptly return all documents provided to you and destroy all copies thereof in a manner satisfactory to NWC, provided that we may store (and not destroy) Confidential Information if required (and only to the extent required) by applicable law (in which case we shall use best efforts to minimize the nature of our obligation to store and inform NWC of our obligation to store any such information).
6. We agree that prior to making any publicity release or other announcement incorporating Confidential Information, we will first obtain written approval of NWC for each release or announcement. Furthermore, we agree to not make general disclosures to others concerning the general nature of the Programme.
7. We agree to indemnify NWC for any losses, claims, demands, liabilities, and expenses of whatever nature arising out of a breach of the obligations under or in connection with this Non-Disclosure Agreement.
8. Except as otherwise agreed between ourselves and NWC, this Non-Disclosure Agreement shall remain in effect until the earlier of (i) the execution of the final management, operation and maintenance contract in connection with the Programme, but only to the extent that such document contains confidentiality obligations at least as stringent as contained herein and (ii) three years from the date of execution of this Non-Disclosure Agreement.
9. This undertaking sets out the full extent of our obligations of confidentiality owed to you in relation to the information the subject of this undertaking. No failure or delay in exercising any right, power or privilege hereunder will operate as a waiver thereof nor will any single or partial exercise of any right, power or privilege preclude any further exercise thereof or the exercise of any other right, power or privileges hereunder. The terms of this undertaking and our obligations hereunder may only be amended or modified by written agreement between us.
10. We shall not assign nor otherwise transfer any interest in this undertaking without NWC's prior written consent. Any purported assignment without such consent shall be null and void.
11. This undertaking (including the agreement constituted by NWC's acknowledgement of its terms) and any non-contractual obligations arising out of or in relation to it shall be governed by English Law. We submit to the non-exclusive jurisdiction of the English courts.
12. "Confidential Information" for the purposes of this Non-Disclosure Agreement means all business, commercial, economic, financial, operational, technical, administrative, marketing information disclosed to us hereunder, whether in written, oral, electronic, pictorial or any other form, and all information data, know-how, formulae, specifications, standards, processes, designs, photographs, drawings, specification, software programs, samples and any other material, attributable to or deriving from or in connection with the Programme, but excluding:
 - (i) any information which at the time of disclosure was in the public domain;
 - (ii) after disclosure, is published or otherwise becomes part of the public domain, unless it is in the public domain as a direct or indirect result of a breach by us (or any other party that we are permitted to disclose to) of the obligations contained in this Non-Disclosure Agreement;
 - (iii) any information that we can prove to NWC's satisfaction was in our possession at the time of disclosure and was not acquired, directly or indirectly, from NWC, its subsidiaries, affiliates, or shareholders or from a third party under an obligation of confidence; and

- (iv) any information that we can prove to NWC's satisfaction was received by you after the time of disclosure hereunder from a third party who did not require you to hold it in confidence and who did not acquire it, directly or indirectly from NWC, its subsidiaries, affiliates or shareholders or a third party under an obligation of confidence.

Accepted and Agreed:

Company: _____

By: _____

Title: _____

Date: _____