



The Government of Malta

Call for Expression of Interest

for the regeneration of space at Menqa, Marsa for the purpose of generating new economic activity within the harbour

Projects Malta
The Clock Tower, Level 1
Tigné Point
Sliema, TP01
Malta

3rd May, 2017

CONTENTS

1	Terms of Reference.....	2
2	Temporary Emphyteutical Concession.....	4
3	Expression of Interest – submission.....	6
4	Submission requirements.....	7
5	Project timeframe.....	9
6	General Description of the Site.....	10
	Annex I - Expression of Interest Form.....	11
	Annex II - Brief Outline of subsequent RFP procedure.....	12

1 Terms of Reference

Preamble

- 1.1 Projects Malta, on behalf of the Government of the Republic of Malta (hereinafter referred to as the Government), intends to proceed with the award of a concession whereby the Government will be granting, for a specified term, a concession on an emphyteutical basis of an extent of land and sea along il-Moll tal-Braken, Menqa, Marsa to a private sector operator.
- 1.2 Following an evaluation of the replies to this 'Expression of Interest', Projects Malta intends to launch a 'Request for Proposal' Process.
- 1.3 The area is to be developed to generate new economic activity within the harbour (both land and sea).

Objectives and Expected Key Benefits

- 1.4 In accepting the emphyteutical deed and the transfer of the site, the successful proponents are encouraged to consider that Government expects to attain the following key benefits:
 - a. The development of innovate activity; and
 - b. The generation of new economic activity within the harbour.

Expected key facilities

- 1.5 The emphyteutical deed will provide that the site will specifically be used for the development and operation of new economic activity within the harbour in a manner that the successful proponent will abide by green construction concepts in the development, operation and management of such site.
- 1.6 The development of the site should adhere to international principles of integrated coastal zone management and be compliant with applicable European Union legislation and other international law requirements.
- 1.7 The operational management of facilities and ancillary services provided should, at all times adhere to the requirements of European Union legislation and international law, throughout the concession period.
- 1.8 In taking responsibility for the site pursuant to this 'Expression of Interest' process, the successful proponent will be required to:
 - a. run the facilities in compliance with relevant local and international regulatory standards, including but not limited to environment protection, security and

occupational health and safety and also obtaining the required permits from the relevant Authorities;

- b. develop and manage the site with a view to ensuring long-term sustainability of the maritime industry; and
- c. develop the site in a manner compatible and in adherence to cultural heritage regulations.

1.9 Operating within these objectives, the Government's overall target is to ensure that the Project secures value for money for the Government and is to the benefit of the economy as a whole. The Government believes that the best way to achieve value for money is for the bidding process to be competitive and transparent.

1.10 The Government at its sole and complete discretion, shall take back the operation and management of the site once the concession period is over.

2 Temporary Emphyteutical Concession

- 2.1 The Government's intention is to transfer the land by title of temporary emphyteusis for a period to be determined at Request for Proposal Stage.
- 2.2 The transfer of immovable property for the purposes of the implementation of this project will be made in accordance with the provisions of the Government Lands Act, Act XVII of 2017. The Government will consider the proposals that will be received in pursuance of this call for 'Expression of Interest' and/or the proposals that will be made, and on the basis of such assessment will make the appropriate recommendations.
- 2.3 The Concession Agreement shall prohibit the Successful Proponent from transferring parts of the Site to a third party.

Provided that the Concessionaire may grant, by title of sub-emphyteusis and/or any personal right under any title whatsoever, the Designated Land or parts thereof to companies, legal persons and/or entities in the same Group of Companies of the Concessionaire, for the same purposes and subject to the same terms and conditions contained in the Concession Agreement.

"Group of Companies" means: -

a holding company and its subsidiaries: a company shall be deemed to be a subsidiary if more than fifty per cent (50%) of its voting shares are beneficially owned by its holding company; and
companies and any other legal persons and/or entities, which are controlled and beneficially owned, directly or indirectly, to the extent of more than fifty per cent (50%), by the same beneficial owners; (*if sub-leasing shall be restricted to intra-group*)

- 2.4 In consideration for granting the concession, the Government will expect the payment mechanism from the successful proponent to comprise of an annual ground-rent that will be adjusted every five years in line with inflation. This is to be paid annually in advance for the duration of the concession period.
- 2.5 Furthermore, upon the award of the concession and successfully obtaining the necessary development permits, the successful proponent shall commit to making a one (1) time upfront payment to the Government. This payment is to be in addition to the annual ground rent. The time limit for making this payment shall be negotiated during the evaluation stage.

- 2.6 The successful proponent will be solely responsible to acquire all the necessary development and operational permits and licenses as required by the relevant independent Authorities.
- 2.7 Where a permit or licence is anticipated, expected or required to be issued or given in respect of the concession by or on behalf of an independent authority, the Government does not guarantee, represent or warrant that the said permit or licence will be issued or given as aforesaid nor are any representations, warranties and guarantees being made as to the terms and conditions of any such permit or licence. However the Government will endeavour to assist in such process.

The Offer Parameters

- 2.8 It is felt that the success and viability of the project depends on the provision of the necessary capital, initiative and expertise by the private sector. The project is open to all interested parties who can demonstrate their ability to develop, operate and manage maritime- related innovative technology.
- 2.9 Participation is open to all persons, natural and legal as well as to consortia. Interested parties should note that each of the members of a consortium may participate, either directly or through subsidiary companies, in only one bid for the 'Request for Proposal'.
- 2.10 The successful proponent will be responsible for using the allocated space for the purpose of generating new economic activity within the harbour.

3 Expression of Interest – submission

- 3.1 The 'Expression of Interest' will be published on the 3rd May 2017.
- 3.2 The closing date for the submission of this 'Expression of Interest' is **7th July 2017** at **1200 hours** (noon – Central European Time).
- 3.3 Submissions are to be physically delivered to Projects Malta at the address below:
- Projects Malta Limited
The Clock Tower, Level 1
Tigné Point
Sliema, TP01
Malta
- 3.4 Submissions delivered are to have all the necessary documentation required for this 'Expression of Interest', including the completed **as per Annex I - Expression of Interest Form**, and must consist of one original hard copy, two (2) hard copies and one soft copy on CD-ROM/DVD/USB format. Each submission must be sealed in an envelope marked 'Private and Confidential' – PML/EOI/001/2017.
- 3.5 Submissions delivered to Projects Malta are to be placed in the submission box marked 'PML/EOI/001/2017'. All submissions will be acknowledged in writing.
- 3.6 Enquiries or requests for clarifications relative to this document or to any aspect of the project are to be received by 26th May 2017 at **1200 hours** (noon – Central European Time) on email admin.projectsmalta@gov.mt
- 3.7 Replies to clarifications will be published on the PML website by 16th June 2017 at **1200 hours** (noon – Central European Time).
- 3.8 Interested parties are advised that under no circumstance may they assign their interest or rights to any other third party / proponent.

4 Submission requirements

- 4.1 Interested parties are allowed to form consortia to submit their 'Expression of Interest', provided that each Consortium Member may participate, either directly or indirectly, in only one (1) Consortium responding to this 'Expression of Interest'.
- 4.2 Interested parties are to provide, in respect of each member (or partner in a consortium), the following:

Information on the Proponent

- a. background information on the proponent or each member in a consortium, as the case may be. In the case of a consortium, evidence of the consortium agreement or equivalent form of each Consortium member's accord (as the case may be) as evidence of the formation of the consortium;
- b. relevant experience and technical capabilities in maritime and other related activities. If interest is from a consortium, information and experience, shall be provided on all members of the consortium, clearly indicating the lead partner in the Consortium, having the unequivocal power and authority to act in the name and on behalf of the Consortium;
- c. latest available set of audited financial statements, in the English language, of the proponent or each member in a consortium, as the case may be;
- d. in the case of a consortium, the submission shall also include documentary proof of the status and nature of the consortium, including full details of all the members of the consortium. This shall also apply to companies, enterprises and/or other similar entities.

All financial information is to be indicated in Euros (€). If audited financial information is presented in any other currency, other than Euros (€), key financial indicators should be indicated in Euros (€) and converted at the closing rate of exchange at the statement of financial position date. A separate audit certificate confirming these conversions will be required.

Information on the Proposal

- e. your proposal on the development, operation and management of the site including an overview of the proposed capital investment and development of significant facilities, over the term of the concession;
- f. your proposed time frames identifying the phasing of the capital investment projects over the term of the concession; and

- 4.3 All submissions for this 'Expression of Interest' are to be provided in the English Language.
- 4.4 The Government will not accept any additional or supplementary material or amendments to any expression of interest submission once this has been received at Projects Malta, with the exception of any additional information that the Government may specifically request at its discretion. In the case of an expression of interest submission from a consortium, a change of the consortium leader shall not be allowed. Additionally, subject to the foregoing, no new person or entity may join or be allowed to join a consortium as a member thereof after the submission of the expression of interest document without the prior written approval from Projects Malta. The percentage or extent of interest that a consortium member (other than the consortium leader, whose leading interest and participation in the consortium shall not change) shall have in a consortium, shall not be allowed to change without the prior written approval of Projects Malta. In the event of a change in consortium members, the new consortium members shall be required to sign the Confidentiality Agreement. In the event that it transpires that a proponent or consortium (as the case may be) shall be in breach of any of the aforementioned conditions, the Government reserves the right to regard any such breach as a sufficient ground for immediate disqualification of said proponent or consortium (as the case may be) from the expression of interest process. In this regard the Government shall not make good for any damages suffered by the consortium or any of its members.
- 4.5 Following this 'Expression of Interest' exercise, the Government intends to issue a 'Request for Proposal' document whereby further information, documentary evidence and supporting proof thereto will be required from a short list of proponents. A detailed 'Request for Proposals' will be issued to short-listed proponent against a fee. Further information can be found in **Annex II, Brief Outline of Subsequent Request for Proposal procedure.**
- 4.6 The Government reserves the right to reject, at its sole and absolute discretion, any or all 'Expressions of Interest' submitted and will not be bound to give reasons for rejecting such 'Expression of Interest'.
- 4.7 The Government, moreover, is entitled to reject any 'Expression of Interest' not accompanied by the required documentation, or which is incomplete.
- 4.8 The Government also reserves the right, at its sole and absolute discretion, to alter this call for 'Expression of Interest', to issue a fresh call and to seek the services of other service providers/individuals or to stop the process completely, and will not be bound to give reasons thereof. In this regard, the Government shall not be liable to make good for any damages suffered by interested parties.

5 Project timeframe

5.1 The following is a tentative timeline for submission of the 'Expression of Interest'.

Date	Event
3rd May 2017	Publication of the 'Expression of Interest' document on the Projects Malta Website www.projectsmalta.com
26th May 2017	Latest date for submission to PML of requests for clarifications
16th June 2017	Latest date for responses by PML to requests for clarifications
7 th July 2017	Closing date for the submission of the 'Expression of Interest'

6 General Description of the Site

- 6.1 The Site will be transferred under terms of temporary emphyteusis and is situated along il-Moll tal-Braken, Menqa, Marsa.
- 6.2 Proponent should further note that:
 - a. there are public and utility services passing through, under or over the tenement in favour of third parties; and
 - b. there are other third party rights on underground culverts located within the site
 - c. all current servitudes in favour of public utility services and infrastructure within the site to remain

Annex I - Expression of Interest Form

This form is to be completed and submitted together with the documents requested under paragraphs 2.13 above.

CONTACT DETAILS

Company Name / Name of Consortium			
Address			
Telephone		Fax	
E-mail			
Website			

CONTACT PERSON FOR THIS 'EXPRESSION OF INTEREST'

Name			
ID Number			
Designation			
Telephone		Fax	
Mobile		E-mail	

DECLARATION

I declare that to the best of my knowledge and belief, the confirmations, undertakings and the information provided with this Form are a true and accurate representation of circumstances.

Signature			
Name			
Designation		Date	

Annex II - Brief Outline of subsequent RFP procedure

Following the 'Expression of Interest' phase, Project Malta intends to issue a 'Request for Proposal' document inviting pre-selected parties to submit their proposals for the award of a concession at Menqa, Marsa for the purpose of generating new economic activity within the harbour

- a. The 'Request for Proposal' document will include further information on this initiative and the terms and conditions of the bidding process until closure of the Project.
- b. The short-listed proponents will be invited to collect a copy of the 'Request for Proposal' document. The parties collecting such document will remain bound by the terms and conditions of the confidentiality agreement originally signed and entered into by the proponent and the Government.
- c. It is envisaged that the 'Request for Proposal' will require applicants to submit an upfront payment consideration for the award of the concession and an annual rent for the duration of the concession period.
- d. It is also envisaged that the 'Request for Proposal' will require applicants to provide full details of the business strategy, including resourcing and investment plans, and supporting high-level financial projections and underlying assumptions thereto.
- e. In terms of the 'Request for Proposal', applicants shall be required to provide a commitment in the form of a bid bond (bank guarantee) and to deliver an unconditional and irrevocable, on-demand bank guarantee (performance security) to secure due and punctual performance pursuant to the concession.
- f. Furthermore, in responding to the 'Request for Proposal', Projects Malta also retains the right to require successful proponent to demonstrate again their qualifications as disclosed during the 'Expression of Interest' process and to update any documents already submitted, as may be the case.
- g. All responses to the 'Request for Proposal' will be subject to a rigorous evaluation by an ad hoc Selection Committee to be appointed by the Government, with a view to selecting the preferred and short-listed applicants.
- h. Following evaluation, there will be a clarification meeting with the short listed successful proponent leading to the selection of the preferred bidder, with whom the terms and conditions of the concession contract will be finalised. Upon agreement, Projects Malta will seek the Government's approval for the Project whereupon it will announce the award of the concession and simultaneously issue notification to the other successful proponent/s.