

PROJECT OF:

**Document of rules of the tender
for the construction and operation
under a system of administrative
concession of the new container
terminal of the Port of Valencia
North extension**

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SECTION ONE: PREAMBLE

The Port Authority of Valencia (hereinafter also referred to as APV) in its Strategic Plan 2015 prepared in 2001-2002, with the objective of 2015, defined, within a strategy of specialization and complementarity of its ports, that the Port of Valencia would focus and enhance its activity towards interoceanic container traffic, and identified the need to undertake the extension of its facilities to face the expected growth of traffic.

In 2009, in view of the changes in the environment and that the evolution of traffics seemed to confirm that the forecasts of the previous plan were to be reached earlier than initially foreseen, it was started a review in-depth of the above-mentioned Strategic Plan focused in 2020, in which it was fixed as a target "to sustainably promote the external competitiveness of the business network in its area of influence through a competitive offer in quality and price of infrastructures and port, maritime, intermodal and logistic services aligned with the European policies of transport".

To meet this objective, the Port of Valencia should remain positioned mainly in the container, the center of the Iberian peninsula, the Far East and the Atlantic and in the efficiency and integration of services and infrastructures. The focus should remain on the attraction of greater volumes resulting from the combination of traffic of import / export and transshipment containers, focused on the Port of Valencia as a mixed hub of interoceanic traffic.

The Strategic Plan is supported for its development in the Master Plans of the ports managed by the APV, which include the forecasts of the creation of infrastructures necessary to meet the challenges fixed in the Strategic Plan. Specifically, in order to specify the works to be undertaken in the Northern Extension of the Port of Valencia, the APV developed in 2004-2005 the Infrastructures Master Plan of the Port of Valencia, which was finally approved by the Governing Board of Ports of the State in July 2006, further developed in the Construction project of the harbor works of the Extension (2007), the Draft of Containers Quay (2011) and in the document of Limits of Ports Spaces and Uses (2014), which contemplated two development phases for the new container terminals and defined a first technical configuration for the container terminal Phase I, including the corresponding valuation of the infrastructure works.

However, the variations in the design criteria set out below, with respect to those considered in the aforementioned Plans and Projects, have resulted in the APV reconsideration of the optimal configuration of the new container terminal, in particular: (i) the design of the new vessels, which increase their capacity from 11,000 TEUs to the current 24,000 TEUs and (ii) the need to increase the length of the quay, as a consequence of the referred increase in capacity of the vessels. All this

considering a target of a longer period of time, which extends beyond the year 2050, when the container traffic may double over the figure reached today.

Based on the foregoing, a terminal with a quay of up to 1970 meters of berth line and a width of approximately 700 meters is projected, which will also have a surface with rail tracks of at least 750 meters.

It is contemplated the possibility that the terminal can be developed partially or by phases, always starting from a quay line with a minimum of 800 meters length, depending on the needs that the operators may require, which should be included in the offers submitted by the bidders and subject to the conditions provided in these Rules. The final design of the quay is included in the Preliminary Project of Container Quay of July 2018.

The maximum scope of the new container terminal that will be located on the north side of the dock, attached to the existing breakwater, will be described in the plan, which is attached to this document as **ANNEX No. I.**

Next to the surface of the quay there is an annexed surface, which now is partially occupied by third parties. The final destination of this surface is conditioned to the occupation of said spaces to the road and railway access of the North Extension. Once the aforementioned road and railway accesses are projected in said spaces, the bidder may propose to include the annexed surface to the scope of the concession, through a concession modification procedure regulated in article 88 of the TRLPEMM¹.

With all this the intention of the APV is that within the framework of the management of public domain public-private collaboration a new container terminal is developed taking advantage of the strengths of Valencia as an import / export port, and enhance competitiveness parameters and differentiation for the demanding transit and transshipment traffic.

The new terminal must have the necessary technological advances to provide high performance, more sustainable and more competitive services to reinforce the role of the port of Valencia as a mixed port in the western Mediterranean. To this end, the APV will support the operator of the terminal to efficiently organize the operating and business processes of the projected terminal; and subsequently having internal and external personnel in accordance with the provisions of current regulations in force, duly trained in the technologies to be introduced, and in a manner consistent with the typology of the designed terminal.

All this, with the objective that the integration between technology, processes and personnel is adapted

¹ Note: refers to the Spanish acronym of the Consolidated Text of the Law of Ports of the State and the Merchant Navy, approved by Royal Legislative Decree 2/2011, of September 5.

to the requirements of productivity, safety, competitiveness and sustainability to meet the objectives shared with the APV, in terms similar to existing terminals with several degrees of automation in other European ports, such as Rotterdam or Hamburg.

The projected terminal should have the following characteristics: (i) a capacity to service larger vessels in the future (ULCS, > 24,000 TEU); (ii) it will be a "greenfield" development, suitable for the concept of a semi-automated or automated terminal but at the same time that can be adapted to market conditions; (iii) adopt the most advanced standards in the areas of innovation, flexibility and sustainability; and (iv) excellent connectivity and competitiveness for the import / export and transit markets, positioning itself in the mixed ports market.

Initially, the APV will execute the construction works of the quay installation, and the reclamation and consolidation works of the corresponding esplanade, which are described in the Preliminary Project of Containers Quay of July 2018 and in **ANNEX Nº II** of these RULES, which shall be made available to the concessionaire in the terms set forth in these RULES, even though the APV and the concessionaire will be able to coordinate the terms of partial handing over of the quay, in order to adapt to the possible plans of the concessionaire to be able to start the works and the operations in a part of the new terminal before the total completion of the works by the APV.

The Port Authority will also execute the extension of the current road and railway network of the port to the limits of the new terminal, in accordance with the terminal project. The APV will guarantee to maintain an adequate level of service in its road network, as well as in the land accesses to the port area. For this purpose, the APV will carry out the necessary traffic studies to evaluate the impact of the new terminal and will implement all relevant actions.

The new container terminal that is the object of this tender should be operated under open regime to the general traffic of containerized goods (public terminal). Consequently, the bidders must prepare their offer in accordance with this modality of use, considering the growth of traffic figures that they expect to attract throughout the life of the Terminal, and all those elements that have as objective a competitive operation, an optimal use of the concession space and consistency between the operation proposal and the submitted business project.

On the other hand, under the basis that APV wants to achieve a terminal of excellence and increase the current traffic, taking into account that the APV should ensure the promotion of free competition in the provision of port services and in the activities and commercial services directly related to the port activity to be developed in the new terminal, and the possible impact that the result of the tender may have on the creation of situations of effective influence provided in article 121 of the Consolidated Text of the Law of Ports of the State and the Merchant Navy, approved by Royal Legislative Decree 2/2011, of September 5 (hereinafter **TRLPEMM**), for the stevedoring companies or concessionaires that at the

moment of the tender already operate in the port of Valencia, providing the port service of handling of container traffic merchandise and that participate in the tender, the rules of the tender provide the possibility that they may choose for the termination by mutual agreement with the APV of their current concession, under the terms and conditions provided in this tender document, if the capacity offered is greater than 150% of its current capacity. Otherwise, and if there is a situation of effective influence in accordance with the aforementioned article 121, the revocation of its current concession shall be applicable, in the terms that are legally regulated.

With these same objectives of achieving the implementation of terminal of excellence and the increase of current traffic, have been outlined both the admission requirements and the evaluation criteria of the offers.

Regarding the terms of technical solvency, the bidders are required to have a participation in at least two port terminals with an annual traffic of more than one million TEUs, since it is considered that with this requirement the potential concessionaire will have both the experience at corporate level and the sufficient human resources to incorporate to this new terminal.

Regarding the evaluation criteria, these are divided into a qualitative part, in which the Business Plan is valued, and a quantitative part that has been called as Economic Proposal, having the first one, once the compliance with the requirements for technical admission has been verified, a 25% of the score and the second a 75%. With this distribution of the score, we seek to obtain from the bidders a good analysis of each of the elements of their proposals, but also to make a valuation as objective as possible. In both variables are very important, both the expected activity and the one committed by the concessionaire.

In the Business Plan it will be valued jointly with the criteria indicated by article 86.2 of the TRLPEMM, such as environmental measures, and corporate social responsibility and the tariff structure and the maximum fees, the concessionaire investment project, and its commercial / strategic plan for the acquisition and loyalty of new traffics.

The Economic Proposal is divided into two parts, first shall be valued with 55% of the score the volume of incomes that the APV shall obtain with the new terminal, estimating the occupation fees of the concession in its different phases, the activity fee, and an estimation of the vessel and merchandise fees resulting from the minimum traffics committed, both import / export and transshipment. These variables are an objective measure of the capacity and activity to which the bidder commits. It is proposed to rate the net present value of these minimum incomes for the first 35 years of the concession.

Secondly, the investment to which the concessionaire commits itself is valued with 20% of the score, and since the development of the terminal is accepted by phases, this is also valued according to the

net present value of the committed investments.

SECTION TWO: REGARDING THIS TENDER DOCUMENT

FIRST.- Legal Basis

This Document of Rules (hereinafter also TENDER DOCUMENT) is issued pursuant to the provisions of article 86.3 of the TRLPEMM, which establishes the requirement that when the Port Authority calls a tender for granting a concession in the public port domain, the Board of Directors shall approve a Tender Document of Rules and a document of General and Particular Terms and Conditions of the concession for the occupation of assets of public port domain (hereinafter, also, indistinctly General and Particular Conditions or PCGP) that will regulate the development of the concession.

SECOND.- Object

The purpose of this TENDER DOCUMENT is the regulation of the procedure for the awarding of an ADMINISTRATIVE CONCESSION for the construction and operation of a container terminal to provide merchandise handling port service, open to general traffic in the North Extension of the Port of Valencia, within the scope provided in the 40th Particular Condition of the PCGP. Henceforth also called "North Container Terminal" or the "Terminal".

THIRD.- Competent organ for approval

In accordance with article 86.3 of the aforementioned TRLPEMM, corresponds to the Board of Directors of the Port Authority of Valencia the approval of this TENDER DOCUMENT and the PCGP that will regulate both the concession.

SECTION THREE: REGARDING THE ADMINISTRATIVE CONCESSION FOR THE OCCUPATION OF PUBLIC DOMAIN

FOURTH.- Administrative Concession for public domain occupation.

In accordance with the provisions of article 81 of the TRLPEMM, the occupation of public port domain with non-removable works or installations or uses with a term of more than three years shall be subject to prior concession granted by the Port Authority.

FIFTH.- Term.

The CONCESSION shall be granted for a term of 35 years, that can be extended up to a maximum of 50 years, or for a term of 50 years under the terms provided in condition 41 of the PCGP.

SIXTH.- Other rights.

In accordance with condition 45^a of the PCGP, the concessionaire will be, with the title of the concession which is the object of this tender, expressly authorized to provide the commercial services included in its proposal and authorized by the APV, and which shall be included in the referred condition.

Likewise, for the provision of the port cargo handling service, at the moment of starting the operation of the terminal, the concessionaire must have the license to provide the port cargo traffic handling service (loading, stowage, unloading, maritime transit and transshipment) that allow the operation of container traffic.

Alternatively, the concessionaire may choose to contract the "Cargo handling port service" with a third party, that must have the corresponding license, which is linked to the existence of a contract in force between the license applicant and the holder of the concession, in accordance with the aforementioned 45th condition of the PCGP.

SECTION FOUR: REGARDING THE OBJECT OF THE TENDER FOR GRANTING AN ADMINISTRATIVE CONCESSION

SEVENTH.- Object of the tender.

The APV calls for a public tender for the purpose of selecting a proposal that will be processed later to grant, where appropriate, an "ADMINISTRATIVE CONCESSION FOR THE CONSTRUCTION AND OPERATION OF A MARITIME CONTAINER TERMINAL FOR THE PROVISION OF THE PORT CARGO HANDLING SERVICE, OPEN TO THE GENERAL TRAFFIC IN THE NORTH EXTENSION OF THE PORT OF VALENCIA ", in the lands and waters defined in the 40th condition of the PCGP and in accordance with the Basic Project presented in its offer.

SECTION FIVE: REGARDING THE REQUIREMENTS TO BE CONSIDERED BY THE BIDDERS IN THE ELABORATION OF THEIR PROPOSAL

EIGHTH.- Means provided by the Port Authority.

The Port Authority will make available to the concessionaire a quay for container traffic of up to 1,970 m length, a width greater than 600 m and 19.2 m depth, in the area drawn in the plan that is attached to this document as **ANNEX N° I**, being the object of this tender the total or partial occupation of said quay, as referred in the NINTH RULE of this TENDER DOCUMENT.

The characteristics of the complete works to be carried out by the Port Authority of Valencia and its availability in the new dock are described in **ANNEX N ° II** of this TENDER DOCUMENT.

Notwithstanding the final constructive project of said works, which in any case is subject to the provisions of the aforementioned Annex, must be adapted to the terms of the offer of the bidder, that results to be the grantee of the concession and to its needs, so that it must be defined by mutual agreement.

As for the road network, the APV will guarantee an adequate level of service of this, as well as in the land accesses to the port area. For this, the APV will carry out traffic studies to evaluate the impact of the new terminal and will implement as many actions as are relevant.

The accesses to the terminal to be designed and built by the Port Authority will allow an effective management of the queues and the correct fluidity of the port's general circulation, as well as the necessary circulation to access the Northern Expansion Dock, both by the personnel of the general services of the port (maritime signaling and maintenance of facilities, mainly), as well as by other concessionaires / third parties in the event that the bidder only occupies part of the North Extension Quay.

The railway network included in the port area will have two tracks from the south access to the access intersection to the Terminal.

NINTH.- Minimum requirements regarding surface, works and facilities to be executed by the concessionaire

A) Scope of the Concession

The bidder shall propose in its offer the scope of the concession within the spaces made available by the APV in accordance with the plan of **Annex Nº I** of this TENDER DOCUMENT. The spatial scope of the concession must comply with the following conditions:

- It must include the berthing facility and the maneuvering area.
- It must include the sheet of water corresponding to the berth line with a width of 65 meters.
- It must include at least 800 m of berth line, as reflected in the **Annex Nº. I**.
- It must include the esplanade adjacent to the berth line requested with a minimum width of 600 m.
- It must include the area of railway tracks (railway terminal).
- It must include the additional spaces necessary for the development of the object of the concession (for example, parking area for personnel, interior roads, areas for visits or inspection, etc ...).

B) Works and installations. Specifications and conditions of compliance of the works.

The concessionaire must execute all the works and installations necessary for the Terminal that are not going to be executed by the APV, that are defined in RULE EIGHT of this TENDER DOCUMENT and its **Annex N° II**.

A description of the works and facilities of the Terminal, which must be executed by the concessionaire, as well as the technical requirements that these must comply with, is provided in **ANNEX n° III**.

The functional design and dimensions of the terminal will be defined by the bidders in their respective proposals after performing the relevant analysis.

Each bidder must propose an organization of the surface within the scope of its concession detailing among others: maneuvering area, deposit areas, circulation of the Terminal, gates of access to the premises, railway terminal, waiting areas, documentary attention center, inspection areas, building layout, auxiliary facilities, area for the deposit of dangerous goods, parking areas, reefers area, workshop area, machinery repair and preventive maintenance, etc.

According to this design, the bidder must draft a Basic Project of the works and facilities to be executed by the concessionaire that will be collected in envelope number 2 (technical-economic documentation) in the terms that are regulated in RULE FOURTH letter E) of this TENDER DOCUMENT.

The investment project of each bidder may be proposed by phases in accordance with the growth forecasts that serve as the basis for its proposal and committing to the established deadlines.

C) Machinery and Equipment

The bidder must provide all the machinery, equipment and means required for the operation of the Terminal, as a last generation semi-automated or automated terminal, efficient and sustainable, which must meet both the requirements of the PCGP and the characteristics of RULE FOURTH letter E) of this TENDER DOCUMENT.

SECTION SIX: REGARDING THE PROCEDURE OF THE TENDER FOR GRANTING AN ADMINISTRATIVE CONCESSION

TENTH -. Legal regime

The tender for granting the ADMINISTRATIVE CONCESSION with the object defined in Rule Second is regulated by:

(i) This TENDER DOCUMENT for the construction and operation, under the administrative concession regime, of the new container terminal of the North extension of the Port of Valencia.

(ii) The provisions of the PCGP of the CONCESSION in those matters in which there is a cross reference of the TENDER DOCUMENT to that.

(iii) The TRLPEMM.

(iv) Law 39/2015, of October 1, on the Common Administrative Procedure of the Public Administrations (hereinafter, also, LPAC).

(v) Law 40/2015, of October 1, on the Legal Regime of the Public Sector (hereinafter, also LRJSP).

(vi) Law 9/2017 of November 8, on Contracts of the Public Sector by which the Directives of the European Parliament 2014/23 / UE and 2104/24 / UE of 26 February 2014 are implemented into the Spanish legal system of 2014 (hereinafter, also, LCSP).

The foregoing shall be understood without prejudice to any other regulations, sectorial or general, that can be applicable to the procedure.

The references to the regulations contained in this TENDER DOCUMENT shall be understood as made to the regulations currently in force, or to others that may be approved in the future.

In case of any contradiction between what is established in the TENDER DOCUMENT and the PCGP, the provisions of the first shall prevail.

ELEVENTH.- Requirements to participate in the tender

Individuals or companies from European Union countries or from third countries may participate in the TENDER which is the object of this TENDER DOCUMENT:

(i) Comply with the eligibility conditions for contracting stated in the LCSP, that is:

- To have full capacity to act.
- Not to be involved into any prohibition to contract with the Administration in accordance with the provisions of Article 71 of the LCSP or regulations that replace them.
- Provide evidence of the economic and financial and technical and / or professional solvency requirements and the remaining requirements that, if applicable, are established in this TENDER DOCUMENT.

- (ii) They are not involved in any cause of incompatibility in accordance with the provisions of article 121 of TRLPEMM.

In accordance with the provisions of article 84.2 TRLPEMM and in order to prevent situations of market dominance that may affect free competition in the provision of port services or commercial activities and services directly related to port activity, bidders that may be involved in such situation shall be required to make a commitment whereby, in the event that as a consequence of the granting of the concession, such situation may arise in the port of Valencia, they shall waive or terminate by mutual agreement their current concession.

Bidders which are companies that hold cargo handling licenses or concessionaires of Container Terminals of the Port of Valencia - or their shareholders or companies of the group in which they are integrated in the terms that are provided below in the RULE ELEVENTH, may have right to terminate by mutual agreement referred to in the previous paragraph, if they shall offer a terminal that, from the moment that the works to be undertaken are completed, and whose execution will be made within the strictly necessary period once the land has been handed over by the APV, has a capacity higher than 150% of the capacity of its current terminal (according to the capacities fixed by the Port Authority of Valencia).

The conditions to proceed to the termination by mutual agreement are regulated in the Rule Nineteenth of this TENDER DOCUMENT.

The participation of persons from non-EU third countries will be subject to prove of reciprocity, in accordance with the provisions of Article 68 of the LCSP, except in cases in which the commitments of the European Union with the World Trade Organization do not require said requirement.

It is accepted the possibility that more than one bidder may jointly participate in the bidding process, that in case they become the grantees of the concession, they must incorporate new company, under the conditions provided in RULE THIRTEENTH. For the purpose of submitting the offer, it shall be sufficient a commitment with a detail of the names and characteristics of the entrepreneurs that submit it, the participation of each of them and the appointment of the person or entity that will represent them during the tender, as well as an address / email address enabled to make notifications.

TWELFTH.- Requirements of economic-financial and technical-professional solvency

Bidders must provide evidence of their economic, financial and technical solvency by the means and in accordance with the following minimum requirements:

A) Economic-financial solvency:

An average of consolidated net worth equal to or higher than 700 Million Euros, in the last three fiscal years.

It is understood as net worth, in the case of individuals, according to the definition of article 1 of Law 19/1991 of June 6, of the Wealth Tax, the set of assets and rights of economic content that it holds, with deduction of charges and encumbrances that diminish their value, as well as the debts and personal liabilities. In the case of companies, the result of the difference between the net value of the assets and rights of the company (total assets) and the obligations with third parties (liability payable), in the terms provided in article 36 c) of the Commercial Code, drawn up in accordance with the first final provision of Royal Decree Law 10/2008 of December 12.

In the event of several bidders together, the sum of the consolidated net worth of all of them together must be at least the above-mentioned amount.

Forms to provide evidence:

- Bidders: Responsible statement.

- Possible grantee: In the case of individuals or individual entrepreneurs not registered in the Mercantile Registry, by means of the declaration of the wealth tax or sworn declaration of assets, formalized before notary public. In the case companies with the audited annual accounts, approved and deposited in the corresponding official registry. All this for the last three fiscal years and a responsible statement that the consolidated net worth, from the date of approval of the last annual accounts to the date on which the evidence is presented, has not been reduced to a value below the minimum required.

In the event that the offer is submitted by companies that are dominant within a group of companies, under the terms set forth in article 42 of the Commercial Code or article 18 of the Company Act (TRLSC²), in order to prove the economic-financial solvency, it may be considered the dominated companies provided that the parent company proves a participation in the sharecapital of the subsidiary equal to or higher than 75% or, in the case that it is inferior, must prove a participation of at least 51% and that it holds the control of the dominated company. For this purpose, the consolidated balance sheet of the group and the balance sheets of each of the dominated companies shall be considered.

B) Technical and professional solvency:

The justification of technical or professional solvency of the bidders must be evidenced as indicated below:

The bidder must prove that either directly, or other companies of the group to which it belongs, hold a

² It refers to the acronym of Spanish Consolidated text of the Companies Act.

majority stake in the sharecapital of a company or companies that are holders of at least two concessions which purpose is the operation of a terminal in operation in 2016 and 2017, with an annual traffic of more than one million TEUs each of them. In case of several bidders together, at least one of the bidders must comply with this requirement, as long as the bidder holds more than 50% of the sharecapital of the company (whether new or pre-existing) in accordance with RULE THIRTEENTH.

Forms to provide evidence:

- Bidders: Responsible statement.
- Possible grantee: Through certificates issued or endorsed by the competent body of the corresponding Port Authorities or managing entities of the port in which the terminals are located.

In the event that the offer is submitted by companies that are dominant in a group of companies, under the terms set forth in article 42 of the Commercial Code or article 18 of the TRLSC, for the purposes of proving technical solvency, the companies belonging to the group of the dominant company can be considered, provided that it proves that it holds the necessary means of those companies for the fulfillment of the obligations deriving from the award of this tender.

THIRTEENTH.- Possibility of setting up a concessionaire company or using a pre-existing company

The concession holders may be both existing companies and newly created companies that comply with the conditions established in condition 4th of the PCGP. In both cases, the bidder or bidders (in the latter case, in the event of acting jointly) may participate in the tender with the commitment, in the event of being successful bidders, to incorporate a company or use a pre-existing company (in both cases hereinafter referred to as Concessionaire Company), which will be the titleholder of the concession (hereinafter, the references to the bidder shall be understood as referred to the individual bidder or bidders that participate together).

FOURTEENTH.- Procedure of the tender for the award of the CONCESSION

A) Preliminary considerations:

The Port Authority of Valencia hold the right, by means of a resolution approved, if applicable, by the competent body for the approval of the TENDER DOCUMENT, to modify this TENDER DOCUMENT or the terms of its calling, which includes its revocation, at any time before the deadline for submitting proposals ends. The possible resolutions approved shall be duly notified through their publication, at least, on the Notice Board of the Port Authority of Valencia (located in its registered office and in its Electronic Office) and in its web page (www.valenciaport.com).

Each bidder shall submit ONE (1) single proposal, either individually or jointly with others in relation to the object of this tender. Likewise, related companies may not submit different proposals. The infringement of this provision shall automatically imply the exclusion of all the proposals affected. For these purposes, related companies are those that are part of the same group, since they fulfil some of the conditions provided in article 42 of the Commercial Code or hold significant control or influence in their decision-making on financial and operation matters, either directly or indirectly, or through agreements between shareholders or members.

The presentation of the proposal implies the unconditional acceptance of the provisions of this TENDER DOCUMENT and the PCGP, and the responsible statement that the bidder meets all conditions required to contract with the Port Authority. Likewise, it undertakes to keep in force the documentation required for the award of the concession by notifying the APV of any modification that occurs after the presentation of the proposal, as well as during the validity of the concession, if it is awarded.

The presentation of a proposal by a bidder entails the knowledge and acceptance of the documents that regulate the tender, which the bidder considers are sufficient both for the preparation of its proposal and for the subsequent development of the concession.

Bidders shall designate, if applicable, those parts of their proposals which are subject to the principle of confidentiality.

The period during which the bidders shall keep the validity of their proposals will be EIGHT (8) months counted from the date of opening of the technical - economic proposal. If after this period the APV has not resolved the tender, they will be enabled to withdraw their proposals and recover the provisional guarantee set up and without any right to be compensated by the APV for that reason.

Port Authority of Valencia notifications shall be valid when made at the e-mail address provided by the bidders for that purpose, and they must acknowledge receipt of them. The foregoing does not exclude the possibility of making notifications by any other means admitted by law.

The clarifications to the documents that regulate the tender shall only be attended if they are sent through the e-mail address dominiopublico@valenciaport.com

The answers to the clarifications that may be issued will be published in the APV website (www.valenciaport.com) along with the documents that regulate the procedure.

B) Publicity of the call and deadline for submission of proposals:

In accordance with the provisions of article 86.4 of the TRLPEMM, the call for tenders will be published in the Official State Gazette (BOE) as well as in the Official Journal of the European Union (DOUE), since the value of the works to be executed by the concessionaire is equal to or greater than the limit

established in article 16 of Law 31/2007, of October 30, on procurement procedures in the sectors of water, energy, transport and postal services.

In said announcement it will be detailed:

1 / The deadline date and time for the presentation of the proposals, which in any case shall not be less than NINETY (90) days.

2 / The place, date and time at which the Qualification Committee of the Port Authority of Valencia, in a non-public session, will proceed to the examination and qualification of the documentation for the admission contained in Envelope No. 1.

3 / The place, date and time at which, in a public session, the Committee will open Envelope No. 2 corresponding to the technical-economic documentation.

C) Access to the documents that regulate the tender:

From the day after the publication of the announcement of the tender, the potential bidders will have at their disposal at the offices of the Port Authority of Valencia (Public Domain Area), during the opening hours (from 08:30 to 14:30), this TENDER DOCUMENT and the PCGP. Likewise, such documents will be available to bidders on the APV website, www.valenciaport.com, in the section "Port Authority" - "Concessions and authorizations".

The Port Authority of Valencia will not be obliged to attend the requests received asking to send these documents, since the tender documents will be available electronically and free of charge.

D) Place and form of presentation of proposals:

The proposals to participate in the tender for the award of the CONCESSION object of this TENDER DOCUMENT will be delivered by hand to the General Secretary of the Port Authority of Valencia or sent by post until the maximum date and time of presentation fixed in the announcement. Proposals sent by any other means will not be accepted.

If sent by post, the bidder must justify the date of delivering at the post office, which must be prior to the deadline and time limit for receipt of proposals, and inform to the Port Authority the submission of the proposal by email to secretariageneral@valenciaport.com, fax (96 393 95 99) or telegram on the same day. Without the concurrence of both requirements the proposal will not be admitted if it is received after the deadline. However, if TEN (10) calendar days following the deadline the proposal has not been received, it will not be admitted in any case.

E) Content of bidders' proposals:

1) Documents to be submitted:

Bidders' proposals shall consist of two envelopes, of at least DIN A-4 size, closed and signed on the outside by the bidder or its representative, and have written on the front title and name, address and an e-mail to contact the bidder, as detailed below:

Title: *"ENVELOPE Nº 1 - DOCUMENTATION FOR THE ADMISSION - Tender for the construction and operation, under the administrative concession regime, of the container terminal of the North extension of the Port of Valencia. [Name or business name of the bidder, address and contact email]"*.

This envelope must include the documentation that proves:

1. Identification of the bidder that submits the proposal with indication, as a minimum, of the following:

- 1.1. Name or company name.
- 1.2. Domicile for the purpose of notifications.
- 1.3. Email for notification purposes.
- 1.4. Where appropriate, identification of the individual who submits the proposal.

If several bidders attend together, this information will be provided with respect to each of them and will be accompanied by the commitment referred to in section 4 below.

2. Documentation that proves the capacity:

- 2.1. If it is an individual, national identity document (DNI) or document that, if applicable, legally replaces it; in the case of foreign citizens, a document equivalent to the DNI.
- 2.2. The companies by means of the deed or document of incorporation, the bylaws or the founding act document, in which its object and the rules by which its activity is regulated are duly registered, as the case may be, in the public registry which corresponds, according to the type of company.

In the case of non-Spanish businessmen who are nationals of Member States of the European Union, the capacity to act will be evidenced by their registration in the registry according to the legislation of the State where they are established, or by filing an affidavit or a certificate, in the terms established in the regulations for the development of public sector contract legislation.

Other foreign businessmen must prove their capacity to act with a report or certification from the Permanent Diplomatic Mission of Spain in the corresponding State or from the Consular Office in whose territorial area the domicile of the legal entity is located, also providing a statement of the fact that the "condition of reciprocity", except in the case of persons or companies from third countries that are exceptions in accordance with the agreements between the European Union and the World Trade Organization.

- 3 . Documentation that proves the **representation** and identity, where appropriate, of the person submitting the proposal on behalf of the bidder.
 - 3.1. Who appear or sign proposals on behalf of others, will provide enough power of attorney and DNI or document that, if applicable, will legally replace it.
 - 3.2. If the bidder is a company, the general power of attorney must be registered in the Mercantile Registry. If it is a power of attorney for a specific action, registration in the Mercantile Registry is not necessary, in accordance with article 94.5 of the Mercantile Registry regulations.
4. In the case of proposals submitted by several bidders jointly, a commitment -which must be signed by all of them- in which it shall be detailed the percentage of participation of each one of them and the contact details of the person acting on behalf of them during the process of the tender.
5. Documents proving that they are not involved in the causes of prohibition to contract established in article 71 of the LCSP, and that they have satisfied their tax obligations and with social security or the regulations that replace them, which must include at least the contents referred in the model of ANNEX V to this TENDER DOCUMENT.
6. Documents proving the economic-financial and technical and / or professional solvency in accordance with the minimum requirements established in Rule Twelfth.
7. Responsible statement declaring not to be involved in a cause of incompatibility referred to in article 121 of the TRLPEMM, in case of a license holder of the cargo handling port service, which must contain at least the content that is included in the model of the ANNEX No. V to this TENDER DOCUMENT.

In the event that are participating in the tender individuals or companies, that are involved in the events referred to in Rule Tenth of this TENDER DOCUMENT, since they are companies that are currently stevedores or concessionaires of container terminals in the Port of Valencia, they must submit the commitment mentioned in the said Rule, in accordance with the model included in ANNEX N° V.

8. Where appropriate, and necessarily when the proposal is presented by several bidders jointly, a **commitment to incorporate a company or adapt a pre-existing company** in accordance with the provisions of RULE THIRTEENTH in case to become the successful bidders of the tender.
9. **Structure of shareholders or members of the bidder** at the time of presentation of the proposal with details of the group of companies to which it belongs and the related companies, as the case may be, as defined in the previous considerations of this Rule Fourteenth.
10. Responsible statement of each company alone or forming part of a Union of Businessmen that presents to the tender in which it is stated, where appropriate, its **belonging to a group of companies** (companies belonging to a group, are those that are defined in article 42.1 of the Commercial Code) or, if not, the statement that they do not belong to any group. In case of belonging to a group, the responsible statement shall mention that none of the group companies participate in the tender and each of the companies will include a list of all those companies that are part of its group.
11. Document proving that the provisional guarantee has been granted as provided in article 93.1 of the TRLPEMM.

This guarantee shall be granted for an amount equivalent to two percent (2%) of the investment budget (execution budget without VAT) of the works and facilities involved in the concession included in the Model of Investment Proposal and Fees Due (Annex N^o. VII of this TENDER DOCUMENT).

In accordance with the provisions of article 95 of the TRLPEMM, the guarantee shall be granted at the disposal of the President of the APV, with jointly and several responsibility of the guarantor with the principal debtor, and including express waiver from the guarantor to the benefits of "orden, división y excusión"³, irrevocable and automatic execution by resolution of the President. To execute this guarantee, the Port Authority of Valencia will have preference over any other creditors, regardless of the nature of their credits and the title on which they justify their claim.

The guarantee can be granted by any of the means established in the contracting regulations of the State public sector in force at any time. If it is issued by guarantee or surety bond, it must be subject to the models that are attached as documents in ANNEX N^o VI to this TENDER DOCUMENT and

³ This refers to the waiver to some benefits provided by Spanish civil law, which refer to the guarantor's right to be liable only for its proportionate share of the debt ("beneficio de división"), to have all remedies first exhausted against the principal debtor ("beneficio de orden"), and to compel the creditor to sue the principal first ("beneficio de excusión").

be checked by the Legal Services of the State or by the legal advisor of the entity.

In the case of bidders that participate together, the provisional guarantee may be granted by one or several of them, provided that the amount of the guarantee is jointly reached, and it guarantees jointly and severally the proposal submitted by all of them.

12. In the case of foreign bidders, declaration submitting to the jurisdiction of the Spanish Courts and Tribunals of any order for all incidents that, directly or indirectly, may arise from the Concession or the tender, waiving, if applicable, to the foreign jurisdiction that may correspond to them.

Title: *"ENVELOPE Nº 2 - DOCUMENTATION OF TECHNICAL-ECONOMIC CHARACTER - Tender for the construction and operation, under the administrative concession regime, of the container terminal of the North extension of the Port of Valencia. [Name or business name of the bidder, address and contact email] "*.

The following documentation must be included in this envelope, with the extension that is also detailed. All the plans presented by the bidder must comply with the minimum parameters that are included in **Annex Nº IV** of this TENDER DOCUMENT:

1. Business Plan

1.1. Commercial Plan and business development

The ultimate purpose of the commercial and business development plan is to show the bidder's strategy, which fully justifies and explains the actions it intends to develop to achieve maritime traffic in the terminal, as well as the motivated quantification of the forecasts considered in its financial plan and economic proposal.

This plan must clearly define the vision and mission for the Terminal, taking into consideration that it must be a terminal open to general use, capable of providing an efficient and competitive service to serve the largest vessels in the Western Mediterranean. Together with these vision and mission they must include the objectives and the strategy of the bidder to achieve them.

In the event that the bidder is a concessionaire that currently operates any of the terminals that provide cargo handling services in the Port of Valencia, its proposal shall specify the details of the complete transition process that it plans to carry out, as appropriate, the early termination of its current concession, the closure of the terminal that it is currently operating and the transfer of the facilities, under the terms provided in the Rule Eleventh of this TENDER DOCUMENT, and all of operations to the Terminal, at its own charge, moving the existing traffic volumes of the current terminal to the new Terminal awarded. The aforementioned transition process can not have a duration longer than four (4) years from the date of starting of operations of the Terminal, provided in Condition 45º of the PCGP.

The bidder must specify at least the following:

- a) The role of the new Terminal in relation to other terminals operated by the bidder in other ports.
- b) The strategy to attract containers and of market expansion that it intends to carry out, reinforcing the concept of a mixed hub, that is, import / export terminal and transshipment terminal.

The formulation of the bidder's strategy should focus on:

1. To justify to the maximum the forecasts of import and export traffic of containers to which it is committed for the full period of the concession, for which purpose it should describe:

- a. The hinterland and foreland markets to develop,
- b. the strategy for attracting cargo and associated shipping lines,
- c. the geographical areas and cargo segments with the greatest potential for the new Terminal, both dry cargo and reefer containers, and
- d. if it corresponds to the reorganization of shipping lines currently operating in the Port of Valencia, it should be detailed which are the shipping lines affected and with what current scales and volumes moved at the different scales. In the case of new regular shipping lines, the commitments of the shipping lines or logistic operators with the bidder must be provided.

2. Justify the traffic forecasts that the bidder expects for the complete period of the concession, for which purpose it should describe the specific markets to be gained, commercial agreements with logistics operators and own traffics, as the case may be.

3. Justify its intermodal strategy and modal split of land freight transport (road versus rail), addressing, at least, the following points:

- a. Commitment of the bidder in intermodal terminals of the hinterland.
- b. Commitment of the bidder with railway operators to promote this type of traffic, with special emphasis on the Cantabrian-Mediterranean Corridor.
- c. Commitment of the bidder with the development of new intermodal projects for reefer containerized cargo, promoting the use of the railway.
- d. Commitment of the bidder to address traffic to rail transport of part of the traffics operated in the Terminal, which must be at least 10% of the volume of import / export traffic from the fifth year of operations on.

Based on the foregoing, the bidder will present the volume of minimum committed traffic of full containers, for the entire period of duration of the concession, including a period of progressive growth (ramp-up) of 4 years, which must be coincident with the one that is detailed in the Investment Proposal and Fees Due, as defined in Annex VII of this TENDER DOCUMENT. The minimum traffic volume must distinguish between:

- ☐ Full import/export TEUS; and
- ☐ Full transshipment TEUS.

1.2. Technical /Investment Plan

The technical and investment plan must meet the minimum requirements of **Annex III and IV** of this TENDER DOCUMENT and include at least the following elements:

1.2.1. Plan defining the scope of the concession that includes the measures of the land area, and water of the concession and the length of the quay.

1.2.2. Description of the proposed design for the Terminal indicating the type of automation selected (semi or fully automated); including a map representing, for example, the maneuvering area, deposit areas, dangerous merchandise area, reefers area, internal traffic circulation, workshops, access gates to the site, connection to the railway terminal, waiting and document control centers, and the design of buildings and auxiliary facilities. If it is chosen a semi-automated terminal, the design may include an eventual adaptation to a fully automated terminal in the future.

1.2.3. Basic Project of Works and Facilities, including memory, works plan, plans and budget.

1.2.4. Detail of the equipment and machinery that the bidder undertakes to assign to the Terminal for the correct operation thereof, in order to guarantee or improve the service levels required. In the latter case, the bidder must explain and justify the improvement commitments with respect to the minimums set in **Annex IV** of this TENDER DOCUMENT.

A functional description of the equipment and machinery must be presented as well as a list detailing the most relevant elements: the number, the technical description, the year of construction / manufacture, the estimated value of the investment, the year of start up, and its maximum assignable yield (expressed in TEUs). It should be taken into account, as established in condition 44th of the PCGP, that the Terminal must offer its services 7 days a week / 24 hours a day.

In this respect, the quay cranes (STS or Ship to Shore), the cranes of the yard (RTG / RMG or equivalent) and the equipment of the railway terminal, are considered as the most relevant machinery elements.

In the same way, regarding the land operations, the control of the doors is considered relevant, therefore it is required a detail of the number of lanes to be installed and the control system.

To adequately justify the investment plan in the equipment described above, the bidder must provide an operations plan according to section 1.3 below, defining maritime and all land operations, as well as the corresponding preventive and security measures. Complementary equipment and machinery should also be described which, consistent with the above, are considered as the most appropriate for the handling of import / export containers, in particular the equipment used for the movement of containers between door and yard, and defined the operating deadlines and their performance in the Terminal.

The maximum number of cranes that will be able to be installed in the quay must be specified and justified, from which the TEU performance ratio by quay equipment that entails the incorporation of new units shall not be applicable.

1.2.5. Based on the above information, an investment schedule and its justification must be presented. The bidder must commit to a maximum period of execution of works, and a maximum period for the start of operation of the terminal, including a period of testing and start-up of the terminal.

1.2.6. The bidder must indicate and adequately justify the annual capacity of the terminal (TEUs / m / year) and the proposed service level, including all calculations and complementary documentation that allows to check the levels of capacity of the terminal proposed by the bidder, based on the characteristics of the expected traffic. In any case, this capacity must exceed 2100 TEU / m of quay / year.

1.3. Operations Plan

The bidder must submit its operations plan for the North Container Terminal, which should at least:

- (i) Type of operations: ship operations, reception and delivery operations, storage, operational gates (road and rail);
- (ii) Operating system, IT and TOS system;
- (iii) Expected service levels in maritime and land operations, such as, for example, movements necessary for the ships loading and unloading and ship's stay time.

1.4. Preservation and maintenance Plan.

(i) Preservation and maintenance plan.

(ii) Investment program for replacement of assets and for other needs (increase in traffic). An annualized plan of the machinery for the whole life of the concession must be submitted, consistent with the proposal of the previous point 1.2.4.

(iii) Preventive and security measures.

1.5. Organisation Plan

The organization plan must include at least the following elements: General description of the organizational structure of the concessionaire company, management team, employment and labor policies, and training and development of capacities program that will be provided to employees, focusing on the processes of automated or semi-automated terminals.

1.6. Corporate Social Responsibility

The bidder must present its Corporate Social Responsibility (CSR) plan for the North Container Terminal.

(i) Objectives and basic principles of the CSR strategy of the concessionaire.

(ii) Action plan for the involvement of the main actors (stakeholders);

(iii) Corporate governance strategies;

(iv) CSR commitments, such as:

- The promotion of measures of gender equality, family, personal and work-life balance and conditions of universal accessibility that improve the minimums established in Act 3/2007 of March 22 for effective equality between women and men, and
- The promotion of stable employment and economic growth.

(v) Impacts on society and the community in which the Terminal is located, and proposals for improving the integration and cohesion of the port community;

(vi) Code of Conduct for the business of the concessionaire company and / or its group;

1.7. Environmental Plan

1.7.1. Environmental Plan

The bidder must submit its Environmental Plan, consistent with its Business Plan, which allows the development and maintenance of a sustainable and safe container terminal, at the forefront of legal and

social requirements. The Plan must include the following elements as a minimum, the commitment to implement an environmental management system and other environmental requirements contained in the CPG, as well as participation in joint initiatives promoted by the Port Authority of Valencia within the framework of its Port Community in this matter, such as the ECOPORT III program currently in force.

1.7.2. Environmental impact assessment

The bidder must submit its Environmental Management Plan for the North Terminal of containers in the construction phase, which will include a risk assessment / environmental impact study, defining which environmental effects may be considered significant and establishing corrective measures which are expected to apply, in compliance with current regulations. Among others, but not exclusively, reference will be made to risks / impacts related to sea pollution, air pollution, noise, waste, health, energy use, etc.

1.7.3. Complementary environmental improvement measures

The following environmental improvement measures that the bidder can provide, will be subject of evaluation in the Environmental Plan:

- a) Measures to reduce CO2 equivalent emissions and / or energy consumption in machinery, equipment and terminal facilities.
- b) Percentage of energy from renewable sources that will be used during the execution of the terminal contract, duly justified.
- c) Percentage of electric machinery and equipment or that work with alternative fuels not derived from petroleum, installed in the terminal, additional to the minimum required by this TENDER DOCUMENT.
- d) Percentage of wastewater, as defined in Condition 25th section B) of the PCGP that will be reused within the Terminal.

1.8. Quality Plan

The bidder must provide a Service Quality Plan, which ensures the highest quality of service offered to the client, including measurable and quantifiable indicators that allow evaluation, as well as a continuous improvement program that leads to the periodic satisfaction survey to the clients. This Quality Plan must be able to be certified in accordance with the specific benchmarks for this activity approved by Puertos del Estado and by the Board of Directors of the APV, and be consistent with the Commercial and Business Development Plan.

1.9. Financial Plan

The bidder must submit its financial plan, supported by a financial model in MS-Excel format, which must justify the Economic-Financial Report of the bidder and must provide evidence of the financing strategy for the investments required by the concessionaire. It must fulfil at least with the following requirements:

- (i) It will be an annual model (year ending on December 31) considering as commencement date of the concession January 1, 2022.
- (ii) Cash flows will be expressed in thousands of euros.
- (iii) All prices and expenses must be indexed with the annual inflation rate (assuming that it is 2% p.a.);
- (iv) The financial model must be in accordance with the Bidder's Business Plan;
- (v) The financial model must refer to the period of the concession (without extensions);
- (vi) The financial model must include at least the balance sheet, the profit and loss account and the statement of cash flows in accordance with the generally accepted accounting principles considering the period of the concession (without extensions);
- (vii) The results of the financial model must demonstrate the viability of the Business Plan and must include a general description of the relevant financial ratios, which include at least: net present value, internal rate of return, return on capital, and the debt service coverage.

The structure of the financial model should include an overview of the assumptions on which the calculations are based and should at least specify the following:

- (i) Investments (CAPEX) according to the submitted proposal
- (ii) Operating expenses:
 - Labor costs;
 - Fuel and utilities;
 - Maintenance and conservation costs;
 - Insurance costs;
 - Consumption and supplies;
 - General expenses;
 - Other costs (to describe).

(iii) Concessionary fees to the Port Authority

- Vessel rates (T1) and cargo rates (T3), considering that the berth facilities are under concession.
- Occupation fee (of land, port waters and works and facilities);
- Activity fee.

(iv) Taxes:

- Corporation Tax using a 25% tax rate as a hypothesis.

(v) Operation incomes:

- Revenue from fees for cargo handling / gate operation / truck operation / railway operation;
- Revenue from vessels and cargo fees in accordance with the 56th condition of the PCGP
- Other sources of incomes.

(vi) Financing:

- Financial leverage (debt / capital ratio) for investments;
- Amount of equity contributed and internal rate of return;
- Amount of debt and conditions of the loans, if applicable (interest rate, amortization period, relevant commitments);
- Shareholder loan conditions (if applicable);
- Distribution of dividends.

2.- Economic Proposal

In accordance with the Business Plan, the bidder shall include its economic proposal according to the model of "Investment Proposal and Fees Due to the Port Authority of Valencia" attached to this TENDER DOCUMENT as **Annex Nº VII**.

This economic proposal must meet the following requirements.

- Regarding the applicable unit rate on the terminal's traffic: The rate to be offered by the concessionaire must be equal to or higher than € 3 / TEU for the import / export traffic of full containers and equal to or higher than € 1.5 / TEU for transshipment traffic of full containers.
- Regarding the volume of minimum committed traffic: The concessionaire must propose a volume of minimum committed traffic for import-export of full containers and a minimum volume of traffic for transshipment of full containers for each year of concession. From the fourth year after the start of operation of the Terminal, the volume of minimum traffic committed for transshipment of full containers must be higher than 20% of the capacity of the Terminal, and the addition of this and the minimum traffic

volume committed for import / export of full containers must be higher than 40% of the capacity of the Terminal, as it is defined in section 1.2.6 of this RULE FOURTEENTH.

- Regarding investments: The committed investments of the first 15 years that are necessary for starting up the terminal in its different phases, if any, will be detailed.

- Regarding the fees: the maximum fees that are proposed to be applied in the terminal to the users will be detailed.

2) Form for submitting the documents:

The bidder must submit the required documentation in accordance with the provisions of current administrative procedure regulations. The different representations as well as the document certifying that they have granted the required guarantee will be submitted in its original version.

Bidders shall submit all the required documents in one of the official languages of the Valencian Community; in the case of documents in another language, sworn translation of them must also be provided.

Unless it is stated in the procedure an express opposition or the applicable special law requires express consent, in the event that a bidder exercises its right not to provide documents prepared by the Administration, it shall be understood that it does not oppose to that the APV may obtain or check such documents from the available intermediation platforms.

At the time of the tender, the submission of the documentation required for admission to the tender (Envelope No. 1) can be replaced by a responsible statement according to the model of ANNEX No. V. If several bidders concur, a responsible statement shall be submitted for each one.

In addition to the responsible statement, the following shall be submitted:

- If applicable, the commitment of joint concurrence with other bidders.
- The document that proves the granting of the required provisional guarantee.

If it has not been submitted beforehand, such documentation shall be required from the successful bidder prior to the award.

2. Qualification Committee and opening of the submitted proposals:

The members of the Qualification Committee shall be the same that the ones of the Contracting Committee in the open, restricted procedures, of competitive system and association for innovation according to the resolution of the Chairman of the Port Authority of Valencia of March 23, 2018 and

published in the contractor profile of the APV available in the Public Sector Contracting Platform.

In the absence of the Chairperson and / or the Secretary or of the persons who replace them, the function of the Chairman shall be exercised by the member of the mentioned Board of oldest age, and the function of Secretary by the youngest one. Specialized advisors that are necessary depending on the nature of the aspects to be discussed, who will act with voice but without vote, may be incorporated into the Qualification Committee.

In the place, date and time fixed in the notice of the tender, the Port Authority's Qualification Committee, in a non-public meeting, shall proceed to the examination and qualification of the documents required for admission included in Envelope No. 1, approving the applicable resolutions.

If the Committee notices some defects or omissions in the documentation submitted that can be remedied, it shall notify the bidder in order to correct them, within a period of at least FIVE (5) business days from the day following the receipt of the corresponding request, informing of the possible exclusion of the bidder, in the event it fails to correct the corresponding defects in due time. The verification that the amount of the provisional guarantee is correct shall be made later when the proposed investment budget is known.

The corresponding minutes of the session held for opening the documents required for admission of the tender shall be drawn up.

Prior to the opening of Envelope No. 2, the Chairperson of the APV shall appoint the members of the Technical Committee. In the place, date and time fixed in the announcement of the tender, in a public session, the Committee first shall inform of the results of the process of admission of the tender, shall open Envelope No. 2 of the admitted bidders and will read the summary of the economic proposal (Investment Proposal and Fees Due). Once the reading is finished, the session will end, without deciding about the award, and minutes of it shall be drawn up, which the Committee will sign, and send the contents of Envelope No. 2 to the Technical Committee.

3. Technical Committee:

Prior to the award, the technical-economic proposals of those admitted will be subject to assessment by the Technical Committee appointed for that purpose by the Chairperson of the Port Authority of Valencia.

The resolution for the appointment of the Technical Committee shall be published on the website of the APV, www.valenciaport.com, in the section "Port Authority of Valencia" - "Concessions and authorizations", in order to enable the recusal provided in article 24 of the LRJSP.

The Technical Committee of the APV, shall study, analyze and evaluate, according to the criteria established in the next Rule, the technical and economic aspects of each of the admitted proposals, selecting the one that, in their opinion, may be eligible for the award. For that purpose, they shall prepare a report that will be sent to the Qualification Committee.

The Technical Commission may request from the bidders as many clarifications as deemed necessary to form a precise judgment of the scope of the proposal.

If the Committee understands that none of the accepted proposals fully satisfies the technical requirements in accordance with public interests, it will propose a tender's desertion statement.

FIFTEENTH.- Evaluation of the accepted proposals

15.1. The accepted proposals will be evaluated according to the following criteria:

- (i) Tenders that meet the requirements of the TENDER DOCUMENT will be considered technical acceptable. Specifically, it will be required that:
 - a. All required documentation is submitted according to the RULE FOURTEENTH.
 - b. The Business Plan as a whole complies with the requirements of the PCGP, with the applicable legislation and with the requirements of this TENDER DOCUMENT. To that effect, the Technical and Investment Plan (epigraph 1.2 of envelope number 2) must comply with all the requirements of **Annex Nº. IV** of this TENDER DOCUMENT.
 - c. The traffic forecast of the epigraph 1.1. of envelope number 2 (Commercial and business development plan) is higher than 50% of the capacity of the Terminal requested by the bidder in its offer from the fourth year after the start of operations.

Those offers that do not comply with the above conditions will be considered **technically unacceptable** and will be excluded by the Qualification Committee at the proposal of the Technical Committee.

- (ii) Technically acceptable offers according to the previous section will be scored by applying the following evaluation criteria:

Evaluation Criteria	Distribution of points
1. Business Plan	25 points
Commercial/Strategic Plan <ul style="list-style-type: none"> - The bidder's proposal will be evaluated with 2 points with respect to its strategy for attracting new traffic from the hinterland, depending on the degree of commitment and effectiveness of the actions to be undertaken. - The bidder's proposal will be evaluated with 3 points regarding its strategy for the loyalty and attraction of traffic of transshipment, depending on the degree of commitment and effectiveness of the actions undertaken. - The bidder's proposal will be evaluated with 2 points regarding its intermodal strategy and the development of railway transport, depending on the degree of commitment and effectiveness of the actions to be undertaken. 	7 points
Technical and Investment Plan <ul style="list-style-type: none"> - The Basic Project of the Works and Installations of the Terminal will be evaluated with 2 points, depending on completion and its coherence with the operation plan of the terminal. - The investment proposals in equipment and machinery will be evaluated with 5 points, in joint reading with the submitted plan of operations, being evaluated with 2 points those proposals that justify the fulfillment of the service levels required, and giving up to 5 points to those proposals that justify a higher level of service to the required one, and depending on the degree of the improvement that they contribute. 	7 points
Corporate Social Responsibility Plan <ul style="list-style-type: none"> - The Corporate Social Responsibility plan will be evaluated with 2 points in relation to the implementation of a corporate governance and code of conduct strategy. - The CSR commitments for the promotion of gender equality measures, family, personal and labor conciliation and universal accessibility conditions that improve the minimums established in Act 3/2007 of March 22 for effective equality between women and men will be evaluated with 2 points; and CSR commitments to promote stable employment and economic growth, depending on their effectiveness. 	4 points

<p>Environmental Plan</p> <ul style="list-style-type: none"> - Measures to reduce CO2 emissions and / or energy consumption in machinery, equipment and terminal facilities will be evaluated with 1.5 points, depending on their effectiveness - The proposal with a higher percentage of energy from renewable sources that will be used during the period of the terminal concession will be evaluated with 1.5 points. - The proposal with a higher percentage of machinery and electrical equipment or operation with alternative fuels not derived from petroleum, installed in the terminal will be evaluated with 1 point. 	<p>4 points</p>
<p>Fees structure/applicable maximum fees</p> <p>3 points will be granted to the proposal with a structure of maximum fees, such as the average of maximum cost to third parties of the 4 full operations of handling a full container of import / export, and transshipment of 20 and 40 feet each one of them, be less.</p> <p>The rest of the proposals will be evaluated proportionally.</p> <p>Bidders points = $\frac{\text{Minimum average fee}}{\text{Bidder's average fee}} \times 3$</p>	<p>3 points</p>
<p>2. Economic Proposal</p>	<p>75 points</p>
<p>Each offer will be evaluated according to the Net Present Value (NPV) of the minimum incomes for the APV estimated for the first 35 years of the concession, for the sole purpose of evaluating the offers.</p> <p>The bidder that offers a terminal area, an unit rate and a minimum traffic which NPV is the highest, will get 55 points.</p> <p>The rest of the bidders will get points according to the following formula:</p> <p>Bidder points = $\frac{\text{Bidder's NPV}}{\text{Maximum NPV}} \times 55$</p>	<p>55 points</p>
<p>Each offer will be evaluated according to the Net Present Value (NPV) of the investments for the implementation of the first 15 years.</p>	<p>20 points</p>

The bidder that offers an investment which NPV is the highest, will get 20 points.
The rest of bidders will get points according to the following formula:

$$\text{Bidder's Points} = \frac{\text{Bidder's NPV}}{\text{Maximum NPV}} \times 20$$

The **NPV of the APV revenues** is defined as the Net Updated Value to year 2022 of the main revenues (port fees) that will accrue during the first 35 years of concession, considering that on January 1, 2022, the concession will start, with the handing over by the APV to the concessionaire of the first phase of the land within the scope of the concession, as described in **Annex Nº II** of this TENDER DOCUMENT. It will be calculated from the data stated by the bidder in its offer in the Investment Proposal and Fees Due (**Annex Nº VII** of this TENDER DOCUMENT) according to the following formulas and values:

	CONCEPT	VALUE
	Discount Rate	3%
	Period	35 years
Incomes to be calculated over the increase of volume of the offered minimum traffic	Minimum traffic volume of import/export and transshipment full containers (TEUS)	Those offered by the bidder in its Investment and Fees Due Proposal.
	Multiplier for calculating the vessel rates and the cargo rate related to the minimum traffic offered for the sole purpose of the valuation.	10€ €/ TEU of average rate of import/export and transshipment of full containers
	Rate for the calculation of the activity fee for full import / export and transshipment traffic	The ones offered by the bidder in the Investment and Fees Due proposal.
Occupation Fee to be calculated according to the scope of the	Unit rate for the calculation of the occupation fee of land, water and facilities for the sole purpose of evaluating the offers.	5,9532€/m2 per year of land 1,9371€/m2 per year of water 3.737,78€/ m per year of occupied quay

concession offered.	Surfaces of land and waters Length of Quay:	Those offered by the bidder in the Investment and Fees Due Proposal.
	Such income, as simplification and for valuation purposes, results only from the start-up of each of the phases.	As per point 4 of Annex VII.

The **NPV of the investment of the APV** is defined as the Net Present Value to the year 2022 of the proposed investments during the first fifteen years and necessary for the first implementation, considering that on January 1, 2022, the concession will start by handing over by the APV to the concessionaire of Phase 1 of the lands within the scope of the concession, as described in **Annex N° II** of this TENDER DOCUMENT. It will be calculated from the data stated by the bidder in its offer in the Investment Proposal and Fees Due (**Annex N° VII** of this TENDER DOCUMENT) according to the following formulas and values:

CONCEPT	VALUE
Discount Rate	3%
Period	15 years
Investment	The total offered by the bidder in its Investment Proposal and Fees Due

The Technical Committee, if necessary, will use objective criteria that complement the fixed ones, in order to allow an objective evaluation of the proposals.

SIXTEENTH.- Classification of the submitted offers

After completion of the above procedures, the Qualification Committee, in view of the report issued by the Technical Committee, shall proceed to classify the bidders in decreasing order and submit the corresponding proposal to the Board of Directors of the Port Authority of Valencia.

SEVENTEENTH.- Selection of the offer and possible retroactivity of actions

In accordance with the provisions of article 86.5 of the TRLPEMM, the resolution of the tender corresponds to the Board of Directors that shall select the most advantageous proposal as a whole for the general interests of the Port Authority, or declare the tender as deserted.

This faculty may be delegated to the President of the Port Authority of Valencia.

The selection of the referred proposal shall be subject to the fact that subsequently and within a maximum period of TEN (10) days from the day following the notification of the corresponding request, the documents, required for admission in the procedure that would not have been provided previously, are submitted.

The Port Authority of Valencia is entitled to declare the tender as deserted when it understands, at its sole discretion, that none of the submitted proposals fully satisfies the public interests.

The proposal selected by the Board of Directors must accept the procedure set forth in article 86 of the TRLPEMM for the granting, where appropriate, of the corresponding concession.

Once the aforementioned procedure has been completed, the Board of Directors of the Port Authority of Valencia shall issue a resolution granting the concession of public property to the selected bidder or shall declare the tender definitively as deserted, considering that the tender is then concluded.

In the event that the procedure for granting the concession with the selected successful bidder is not concluded, the Qualification Committee shall be informed in order to take the actions back and make a proposal of granting in favour of the next best positioned bidder or declare the procedure deserted.

The resolution of the tender maybe be subject to the modification of some of the conditions or the establishment of some new rule, that does not change the essential content of the whole.

The award of the concession shall be published in the Official State Gazette, in accordance with the provisions of article 85.7. of the TRLPEMM.

EIGHTEENTH.- Return of the provisional guarantee

From the publication in the Official State Gazette of the award of the concession, all the admitted bidders, except the concessionaire, may withdraw the provisional guarantee.

The concessionaire may withdraw the provisional guarantee once the definitive guarantee has been granted in the amount and form provided in the Condition Sixth of the PCGP.

In the event that the concession is not awarded due to, in the opinion of the Port Authority, to causes that are responsibility of the selected bidder, the granted guarantee shall be seized.

SECTION SEVEN: OTHER PROVISIONS

NINETEENTH.- CONDITIONS APPLICABLE TO THE TERMINATION BY MUTUAL AGREEMENT OF THE CURRENT CONCESSION OF THE BIDDER AWARDED IN THIS TENDER

The termination of the concession by mutual agreement shall be subject to the following conditions:

- 1.- The effects set forth in article 100 of the TRLPEMM shall apply to them, unless the current concession title sets forth some specific provision regarding such effects and without prejudice to the provisions set forth below.
- 2.- The removal of materials, equipment or disassemblable facilities that do not revert for free in the Port Authority will be for the account of the concessionaire, and therefore the APV shall not assume any expense related to such removal.
- 3.- The concessionaire will be entitled to receive in the form and timing agreed with the Port Authority, the amount corresponding to 80% of the investments in works and non-removable installations that have been made by the concessionaire, with the authorization of the APV and recognized by it, in its current terminal and that are pending of amortization, in accordance with the last audited annual accounts of the concessionaire, approved and deposited in the corresponding mercantile registry. Such works and installations will revert free of charges in the Port Authority.

In no case the works and installations carried out by the concessionaire without the prior authorization of the Port Authority shall be considered.

The form and dates in which the referred amount shall be paid shall be stated, without prejudice to the subsequent process of termination file, in the resolution which selects the offer.

- 4.- Likewise, the resolution mentioned in point 3 above shall establish the date on which the termination by mutual agreement of the concession owned by the awardee shall be effective, with a deadline in which the Port Authority will take possession of the concession, the assets and facilities, that cannot be in any case longer than four (4) years from the date of commencement of the operation of the Terminal, provided for in Condition 45 of the PCGP, or 12 months from the date in which an incompatibility cause arises.

The provisions of this Rule shall apply to the individuals or companies that are involved, without limitation, in any of the following situations:

- (i) That it is the holder of an administrative concession of container terminal in the port of Valencia and in turn effective holder of the license for the provision of the port cargo handling service in the terminal (hereinafter "Terminal Operator");
- (ii) That it is a direct or indirect member or shareholder with effective influence on the management or control of the Terminal Operator;
- (iii) That it is a company of the Terminal Operator group or of its members or shareholders with effective influence on the management or control of the Terminal Operator;
- (iv) That it is not the holder of the concession, but it is the effective holder of the license for the provision of the port cargo handling in the terminal.

An effective influence in the management or control of a company is presumed if exists any of the cases provided for in article 42 of the Commercial Code or article 18 of Legislative Royal Decree 1/2010 of July 2, which approves the text consolidated of the Companies Act (hereinafter TRLSC).

In accordance with what is provided in the RULE ELEVENTH in case that occurs an event of market dominance that may affect free competition in the provision of port services or in commercial activities and services directly related to port activity, it will apply the renounce of concession or, if applicable, the termination by mutual agreement of their current concession title.

TWENTIETH.- TAXES AND EXPENSES

The awardee of the concession shall bear all the expenses incurred in this tender and the procedure for granting the concession, such as inspections, permits, announcements, payment of taxes, duties, assistance, fees, excise taxes, public prices, in general, and any other required.

The permits, authorizations or licenses that must be granted by other Administrations, entities or organizations for the purposes of the tender, must be managed by the concession grantee in an independent procedure, and it shall bear the corresponding fees or charges.

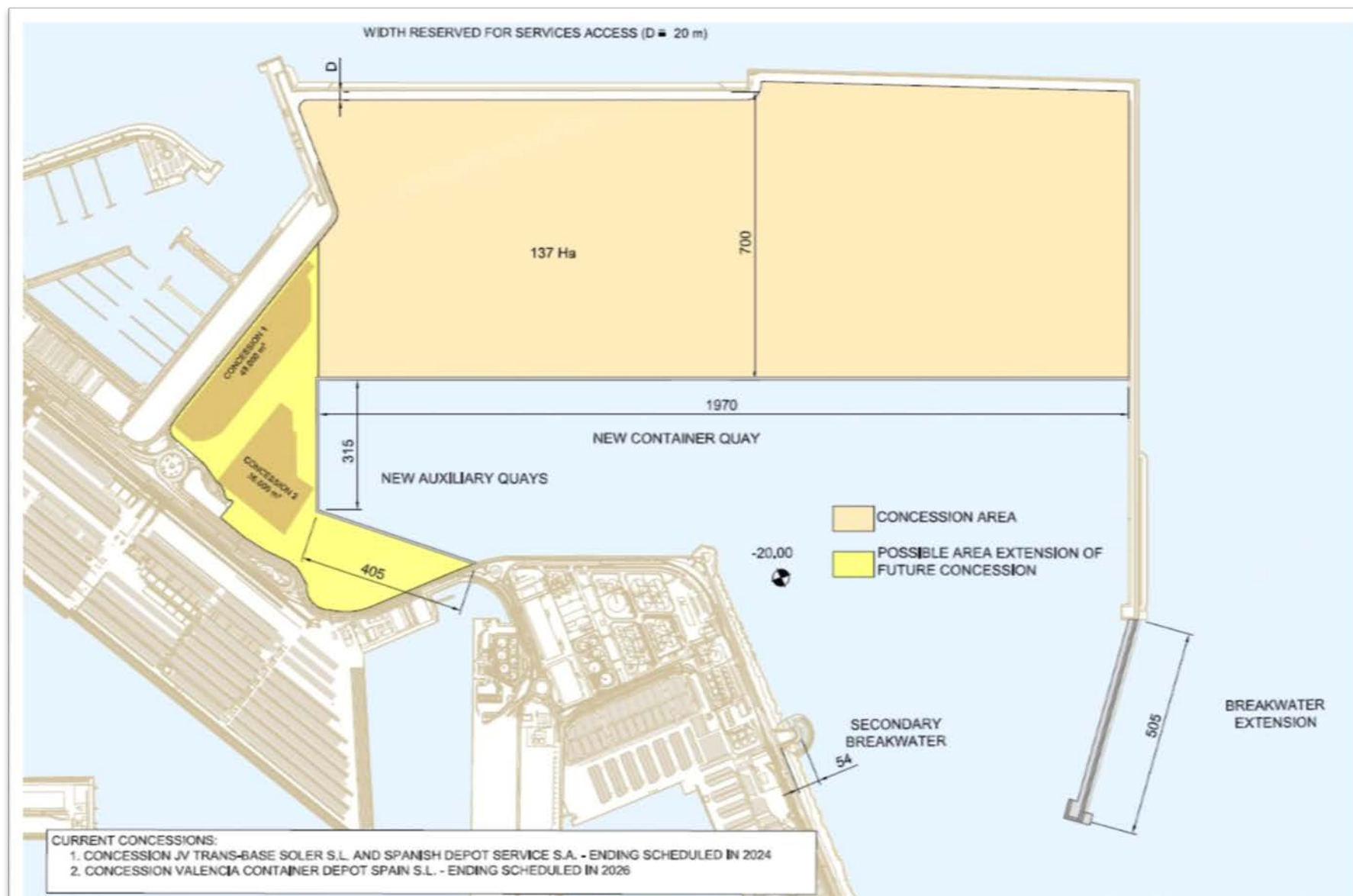
TWENTY-FIRST. - CLAIMS

Against this TENDER DOCUMENT of Rules of the tender for the construction and operation, under the administrative concession regime, of the new container terminal of the North extension of the Port of Valencia, which ends the administrative process, a contentious-administrative appeal can be filed before the Contentious-Administrative Chamber of the Superior Court of Justice of the Valencian Community, in accordance with the provisions of article 14.1 of Act 29/1998, of July 13, that regulates the Contentious-Administrative Jurisdiction, within the term of two months counted from the day following its publication in the Official State Gazette or, optionally and previously, administrative appeal for reconsideration before the Board of Directors of the Port Authority of Valencia, within a term of one month, according to articles 123 and 124 of Act 39/2015, of October 1, of the Common Administrative Procedure of the Public Administrations.

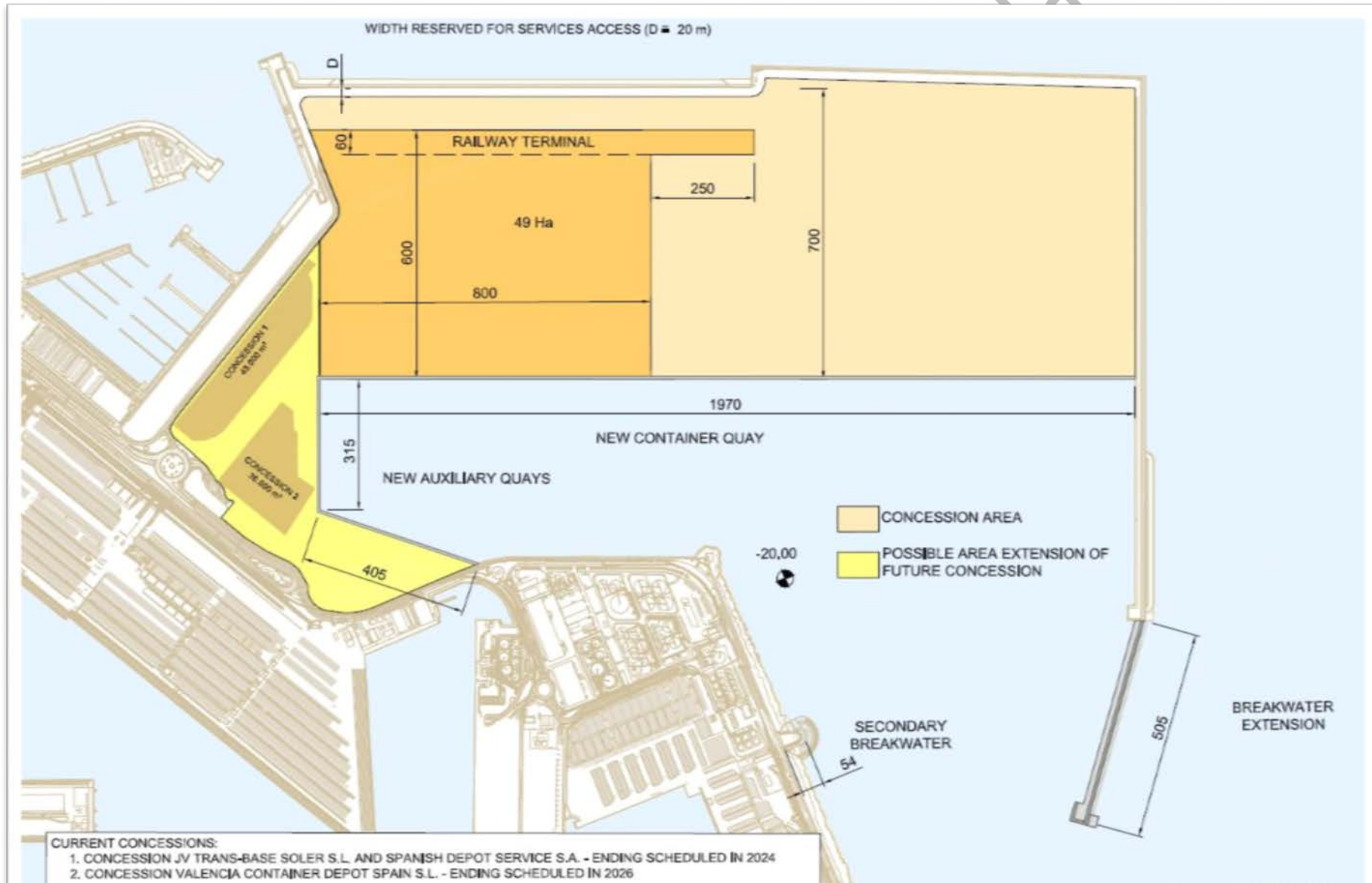
ANNEX Nº I.
PLANS OF THE LAY-OUT OF THE NEW TERMINAL

Non binding English Translation

Maximum Concession Area



Minimum Concession Area



ANNEX Nº II

DESCRIPTION OF THE WORKS AND FACILITIES THAT THE APV SHALL HAND OVER TO THE CONCESSIONAIRE

This Annex shows a general description of the works and facilities that will be executed by the APV for the development of the actions, and defines which of them will be object of this Concession.

The Preliminary Project drawn up for the definition of said works, which is available to the bidders for their information, includes a more detailed description of them.

The last section of this Annex also includes the estimated calendar of execution of works included in the aforementioned Preliminary Project.

1. Berth lines

1.1. Container Quay

This quay alignment is solved by means of concrete caissons supported on a foundation bed of core material and rock armour layer.

The superstructure is mainly defined by a reinforced concrete cantilevered beam, resting on the caissons, which will serve to support the rail of the front leg of the crane, to house the service gallery, and for the anchoring of the fenders and bollards.

The basic characteristics of this new quay are the following:

- | | |
|---|----------|
| - Length of quay up to | 1.970 m |
| - Height of the highest part of the cantilever beam | +3,5 m |
| - Deep – Depth of the foundation of caissons | - 20,0 m |
| - Deep – Depth of the deepest part of guard block | - 19,2 m |

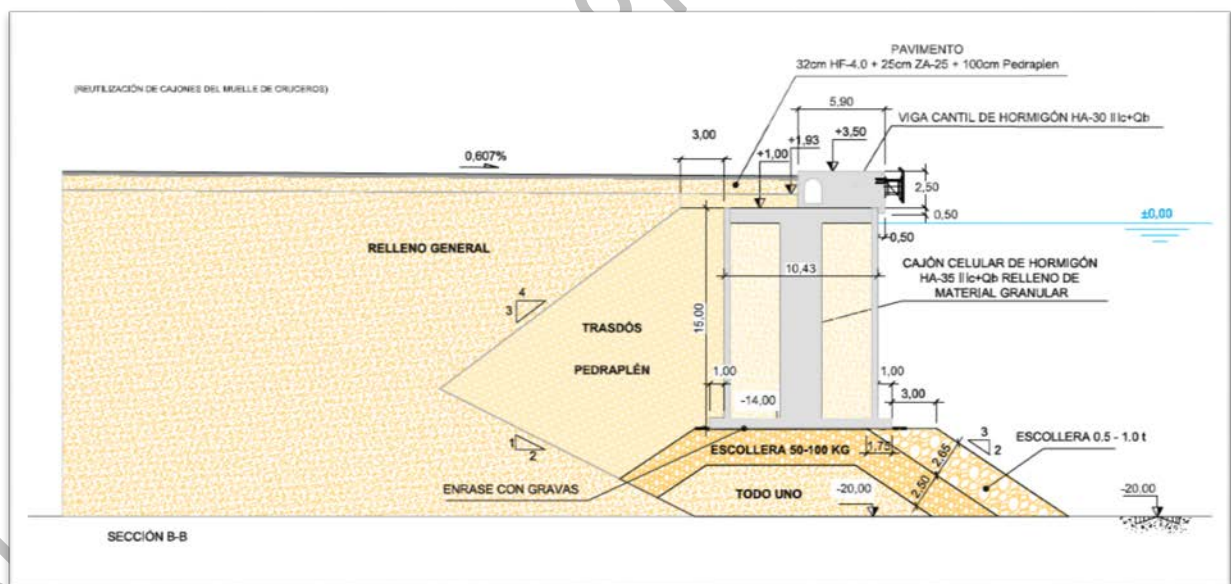
For the support of the rear leg of the crane, it is foreseen to use a reinforced concrete beam supported on reinforced concrete piles, which, although it has been included in the Preliminary Project of the Works to be carried out by the APV, must be defined and executed by the Concessionaire, as well as the rest of the elements of the superstructure other than the cantilever beam.

The following drawing shows the type section of the quay corresponding to the Preliminary Project, in which, as you can see, the caissons have a length of 19,175 m, and it is foreseen to undertake an improvement of the foundation ground by including gravel columns.

- Length 1st Alignment 315 m
- Length 2nd Alignment 405 m
- Height of the highest part of the cantilever beam +3,5 m
- Deep – 1st Alignment 110 m next to container Quay
 - o Depth of the foundation caissons - 20,0 m
 - o Depth of the deepest part of guard block - 19,2 m
- Deep – Rest of Alignments
 - o Depth of the foundation caissons -14,0 m
 - o Depth of deepest part of set sail sea side - 13,3 m

The following drawing shows the type section of the quay considered in the Preliminary Project, in which, as you can see, the caissons will have a 10.43 m length, as well as a flight toe and heel of 1.00 m.

For the equipment of the quay there will be bollards of 250 t every 25 m and double defenses type SC-1600H with the same spacing.



2. Yards

The yards connected with the maximum and minimum areas object of the Concession, respectively are of 137 ha and 49 ha as detailed in the drawings included in Annex I of this TENDER DOCUMENT.

The new yards created with the Works, in addition to the existing ones, are of 126 Ha and will be formed by dredging materials or land contributions, which will be treated by preloading until reaching a degree of consolidation suitable for the intended use.

The highest part of the consolidated yards that will be made available to the concessionaire is located at a height of + 1.95 m.

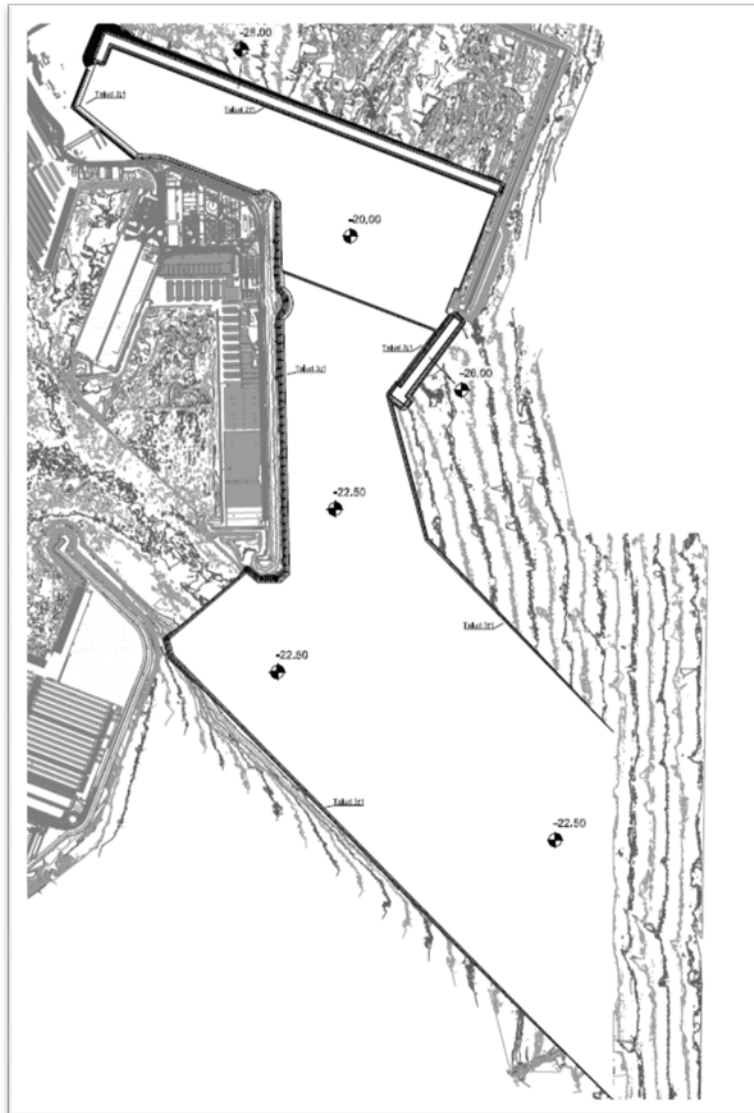
3. Navigation areas

The access channel to the quay will have sufficient dimension in order to ensure that the maneuvers of the expected vessels considered (24,000 TEU capacity) can be executed in conditions of adequate operation and safety.

Based on the studies carried out until now, dredging is planned at -22.5 m in outdoor waters, and at -20.0 m in sheltered waters.

The level of dredging inside the quay will also be -20.0 m.

In the following drawing can be observed the dredging areas considered in the Preliminary Project of the Works to be carried out by the APV.



4. Shelter Works

Both the new alignments of berthline and the dock that results after the works of the new Terminal will be duly sheltered, making possible the proper operation of the ships.

In the Preliminary Project, it is foreseen for this purpose that the Outer East Breakwater will be extended by 505 m, according to an alignment that rotates 15.8° north of the current one.

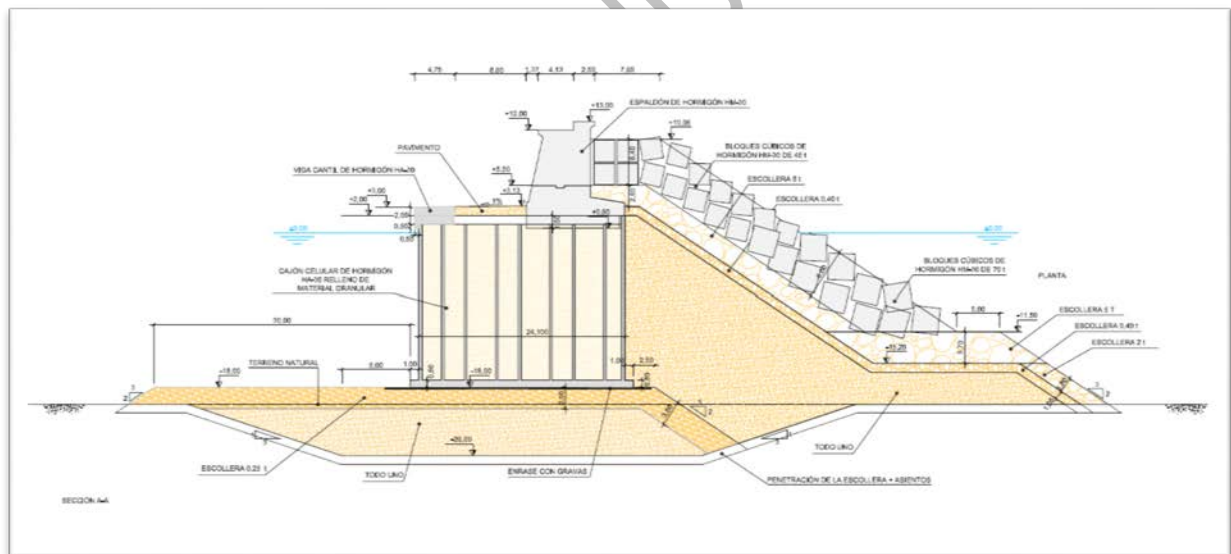
The type section adopted for this structure, of mixed type, is the same as that of the existing one.

Said section includes an alignment of reinforced concrete caissons on which a shoulder is located, covered on the sea side by a core material slope, protected by the corresponding filter and rock armour layers and concrete blocks.

The basic characteristics of this secondary breakwater are the following:

- | | |
|--|----------|
| - Length of the section | 505 m |
| - Caissons foundation depth | - 18,0 m |
| - Road crest level | +3,0 m |
| - Crown wall crest level | + 13,0 m |
| - Top level of the main slope toe berm | + 10,9 m |
| - Level of the main slope toe berm | - 11,5 m |
| - Weight of main slope armour blocks | - 19,2 m |
| o Above the level +0,0 m | 45 t |
| o Below the level +0,0 m | 70 t |

The following drawing shows the type section considered in the Preliminary Project of the Works to be carried out by the APV.



It also provides the dismantling of most of the existing North secondary breakwater.

5. Service networks

The Port Authority shall prepare the line of the container quay for the subsequent installation of the service networks to be laid inside the gallery of the superstructure (medium voltage, low voltage, potable water and communications).

The position of the connections, accesses above the gallery and ship power suppliers will be defined according to the needs of the Concessionaire.

6. Land accesses

The APV will execute the road and rail accesses to the Terminal from the existing network in the Port.

The definition of said accesses will be undertaken in agreement with the Concessionaire, once the distribution of areas of the terminal proposed by it are known.

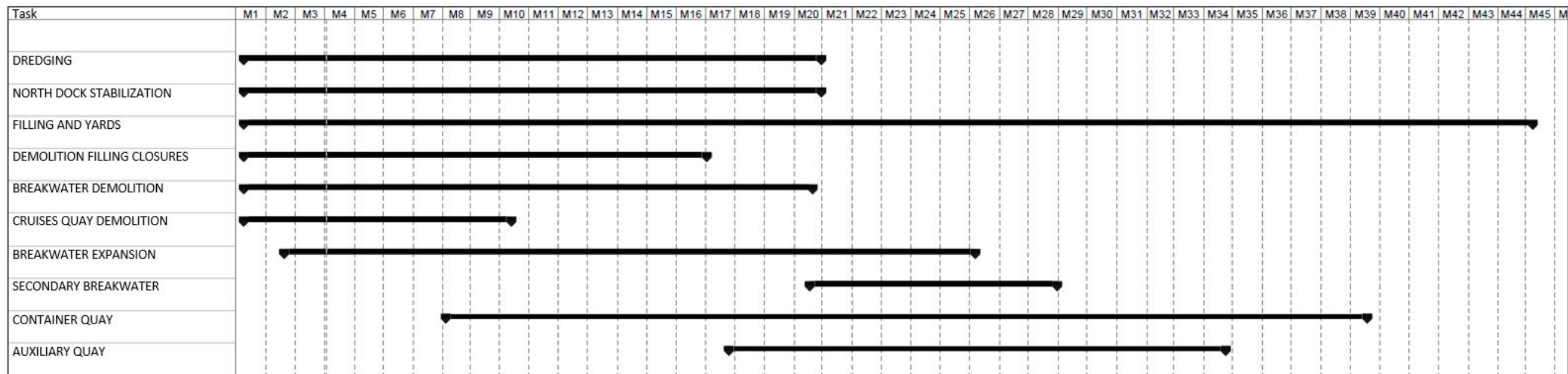
7. Calendar of works

The estimated calendar for the execution of the works to be executed by the APV is the one included in the following diagram.

Depending on what is considered in the referred calendar, the Port Authority will be in a position to deliver to the concessionaire 900 m of container quay caissons, cell and back filled, of which about 500 m would already have the cantilevered beam, and its adjacent area of 50 hectares consolidated on the 24th month since the start of the works.

Likewise, the Port Authority will be in a position to deliver to the concessionaire the 1500 m of quay and an adjacent area of 99 hectares consolidated in month 37 from the beginning of the works.

Finally, the Port Authority will be able to deliver to the concessionaire the 1970 m quay and its adjacent area of 137 hectares consolidated in month 44.5 from the start of the works.



ANNEX Nº III

DESCRIPTION OF THE WORKS AND FACILITIES THAT THE CONCESSIONAIRE MUST EXECUTE AND THE MINIMUM REQUIREMENTS THAT MUST BE FULFILLED

The concessionaire shall be responsible for all additional investments to those described in Annex II of this TENDER DOCUMENT, necessary for the start-up, operation and maintenance of the new Terminal, in accordance with the project that must be submitted to the APV.

Without limitation, said investments will include those related to the adequacy and leveling of existing surfaces, their paving, the closing and control of access to the concession area, the electrical installations including transformer stations, drainage and sanitation networks, the water supply network, the communications network, the lighting network and the fire protection network, the buildings, the rolling paths for container handling equipment, the continuous transport facilities, the rails of the rear leg of the quay cranes including the support beam thereof and its deep foundations, the complete railway terminal and any other auxiliary facilities.

In particular, the concessionaire must build, as a minimum, the following facilities:

1. Fitting of the concession area.

The concessionaire must fit all the surface granted in concession in accordance with its Terminal project, which must be submitted to the APV for approval.

The fitting shall consist of at least the following basic actions:

- Closing of the concession area, security facilities and access control.

The concessionaire shall execute the perimeter fence of the Terminal following the limit of the area finally concessioned.

At least, adequate systems for the control of access of people, vehicles and cargo will be included, with closed circuit television equipment, intrusion alarms and fire alarms, as well as land and maritime communication systems.

- Access / Exit gates

The concessionaire must execute the number of gates that are suitable according to the proposal of operation of the terminal that should be submitted to the APV, detailing the operation model of the gates and the performance of each gate in movements / days. The necessary access facilities for the customs

services and for the rest of the inspection and control authorities that are necessary must also be included.

- Car parking for staff

The concessionaire must consider parking needs, both of the personnel belonging to its own company or collaborators, as well as of the stevedores who provide their services in the Terminal, enabling the necessary zones for these purposes within the concession area.

- Pavements and roads

The pavements, base and subbase in the Terminal will be designed and executed in accordance with the provisions of ROM 4.1-94 "Project and Construction of Port Pavements", whose minimum requirements will be mandatory.

This chapter will include all the materials to be used on the level +1,95 m, which will be located the highest point of the yard delivered by the APV, including the layers of granular materials and pavement that are necessary.

It will distinguish between the roads and the transit areas of vehicles and mobile machinery, the interchange areas and the storage areas.

- Racetracks

Regarding the rolling tracks of the cranes of the container quay, the superstructure of the cantilever will include a channel where the rail of the front legs of said cranes will be located. The design of said lane and its connection elements to the superstructure will be agreed between the APV and the Concessionaire, and its execution will be responsibility of the APV.

As mentioned above, the execution of the support beam of the rails of the rear legs of these cranes, including all the necessary elements for the support of the same, will correspond to the Concessionaire.

Likewise, the Concessionaire shall be responsible for the execution of the rolling tracks of the rest of the container handling equipment, and, where applicable, the machinery, including the corresponding support elements thereof, that are required in accordance with the proposed operation of the Terminal offered by the Concessionaire to the APV.

- Rainwater drainage network of the Terminal

The design of the network must be always adapted to the legal provisions. The rainwater will be discharged to the quay through points that the APV will enable for these purposes, being the responsibility of the concessionaire the connection to them.

- Sanitation network

The sewage water network of the terminal should be connected to the general network of the Port through the points agreed with the APV, with the cost of connection being the responsibility of the concessionaire. This network must comply with the regulations in force in Spain regarding discharges into the general sanitation network.

- Electric network

The electrical network will include the transformation centers, the conduits, the wiring and all the auxiliary elements necessary for the proper functioning of the terminal.

This network will connect to the general network of the Port in the points that the APV will enable for these purposes, and the corresponding connection charges will be responsibility of the Concessionaire.

- Lighting system

It will include all the necessary elements to provide service to the different areas of the Terminal, including the lighting towers and their foundations, in accordance with the regulations applicable for these purposes, including an emergency backup system to guarantee the operation of the equipment and security systems.

- Water supply network

This network will include the pipes, valves and all the auxiliary elements necessary for the proper functioning of the terminal, including the pumping stations that may be necessary for these purposes.

This network will connect to the general network of the Port in the points that the APV will enable, and the corresponding expenses for connection will be borne by the Concessionaire.

- Installation of fire protection

This installation will include a network of fire hydrants for the protection of buildings, facilities and merchandise, as well as a perimeter network for the supply of assistance to the maneuvering area, docked ships and perimeter roads. This network will include the necessary pumping stations to guarantee the pressures and flows required by current regulations.

- Communication networks

This chapter will include the telephone and communication networks that must be provided to the Terminal, which will include, among other elements, the necessary channeling to interconnect all the buildings, including the modules that use the customs safeguards.

The concessionaire will assume the interconnection of this network with the general communications network of the port and will reserve two conduits of 110 mm diameter for exclusive and free use of the APV.

At the request of the APV, it will also be obliged to facilitate the interconnection of the security systems of the Terminal (information of alarms, video of the closed circuit TV, etc.) with the control and security center of the APV itself.

- Gutters system and manholes for crane cables

The APV will execute the gutter system and manholes for the quay crane cables of the future terminal in accordance with the specifications sent by the Concessionaire.

Once constructed, the covering elements of the gutter, the eventual adaptation or modification of this gutter and the manholes already executed will be for the account of the Concessionaire.

- Facilities for storage of refrigerated containers

The electric supply for refrigerated containers will be in accordance with the forecasts of this type of traffic that are reflected in the Concessionaire's project.

2. Railway Terminal

The concessionaire will be obliged to build and maintain a railway terminal with the capacity to handle the expected traffic at all times, excluding transshipment traffic.

The railway terminal will be defined by a strip parallel to the container quay, located next to the northern boundary of the Concession.

This terminal must be capable to provide service to compositions of 750 m length, with mixed tracks that allow the circulation of compositions of both UIC width and Iberian width, and will include all the elements necessary for the proper operation of the same.

Specifically, it will include track yards, sidings with the corresponding links by head and / or tail, enclosure and gates for the control of access to the terminal properly equipped, signaling and protection elements, cargo storage areas, in its case of rolling lanes of cranes for the exchange area with the railway with the corresponding support elements thereof, service networks, lighting, circulation roads, offices, workshops or any other element necessary for its proper operation.

3. Buildings, warehouses and auxiliary facilities

The Concessionaire will properly build and furnish all the buildings, warehouses and facilities for the exclusive use of the Terminal, including the administrative offices, the operation and control offices and those necessary for customs services, providing the necessary parking areas, mentioned above, for the areas of stays of own employees and workers of subcontractors, the locker rooms and other facilities required by labor regulations.

ANNEX Nº IV

DEFINITIONS. SERVICE LEVEL. MINIMUM TECHNICAL PARAMETERS OF THE TERMINAL

DEFINITIONS

Automated Terminal

Automated container terminal is understood as the one that performs operations through fully automated vehicles for vertical movements in the terminal yard and in the railway terminal, as well as in the horizontal movements from the quay to the yard and from the yard to the railway terminal and in gate operations.

Ship to Shore cranes are operated manually, normally using remote control.

Semi-automated Terminal

Semi-automated container terminal is understood as one that performs operations by automated vehicles for vertical movements in the terminal yard, and conventional vehicles for horizontal movements from the quay to the yard and from the yard to the railway terminal. The vertical movements in the railway terminal can be automated or not, as well as gate operations.

Ship to Shore cranes are operated manually, normally using remote control.

Import / export traffic

It is the traffic of containers of maritime entry or exit cargo according to the definitions 4^a and 5^a of Annex II of the TRLPEMM.

Transshipment traffic

It is the traffic of containers of cargo transshipment according to the definition 7^a of Annex II of the TRLPEMM.

For the purpose of quantifying the traffic handled in the terminal, a transshipment container is counted twice in its transit through the terminal, once in the vessel unloading and once in vessel loading.

GENERAL MINIMUM REQUIREMENTS

- The business plan should fulfill the requirements provided in the TENDER DOCUMENT and the PCGP.

- The business plan should fulfill the requirements provided in the applicable law.
- The business plan must comply with the highest industry standards.
- The business plan must be clear and based on realistic and feasible assumptions.

MINIMUM TECHNICAL PARAMETERS OF THE TERMINAL

Minimum technical / investment criteria

- The Terminal must be at least semi-automated. Bidders may include in their proposal their eventual adaptation to a fully automated terminal in the future. Also an automated terminal can be offered.
- Minimum capacity: 2100 TEU per meter of quay and year.
- Terminal machinery (STS cranes), at least part of which must be able to operate the largest ULCS vessels (24,000 TEUs), as the market requires.
- Quay operations: productivity of 100 movements per vessel docked per gross hour of berthing (during the operations of vessels of more than 10,000 TEUs).
- Gate operations: 60 minutes of stay of the trucks per operation.
- Railway operations: make a minimum of 10% of the volume of import / export by railway from the fifth year of operation.
- Percentage of trains that are launched at scheduled times will be at least 75%, once the procedures and improvements that are being developed within the Guarantee Trademark are implemented.
- Number of reefer connections: minimum 1,000 connections.

Minimum operating criteria

- The concessionaire must comply with the maintenance requirements of the terminal facilities and their machinery must comply with industry standards.
- They must comply with industry standards regarding safety, health and labor risks (eg ISPS Code).

Minimum organizational criteria

- The concessionaire must hire professional management personnel, including senior management personnel.
- The concessionaire should offer a specialized training program to employees, focusing on automated terminal processes.

Minimum Environmental Criteria

- The concessionaire must prove the implementation and compliance with an environmental management system that complies with national and regional environmental laws and regulations.

- The concessionaire must comply with the minimum requirements of emission levels, noise, lighting, etc., that comply with national and regional legislation.
- At least 50% of the equipment for the vertical movements of the yard operations must be electric or operate with alternative non-petroleum fuels.

Minimun financial criteria

- The business plan must include a financial model that provides evidence of the viability of the Business Plan.

ANNEXNº V

MODEL OF RESPONSIBLE STATEMENT TO PROVIDE EVIDENCE **OF THE DOCUMENTATION REQUIRED IN ENVELOPE Nº 1**

[NAME AND SURNAME], with [TYPE OF IDENTIFICATION DOCUMENT] number [NUMBER OF NUMBER OF IDENTIFICATION DOCUMENT], acting

- ☐ In my own name
- ☐ In the capacity of [ADMINISTRATOR/ JOINT AND SEVERAL ATTORNEY/JOINT ATTORNEY] in the name and on behalf of [NAME OF THE COMPANY], with CIF [CIF], as stated in the deed granted before the Notary of the Bar of [FULFIL] dated on [FULFIL] and number of protocol [FULFILL], power that I represent that it is in force and sufficient, since the following powers are included among the powers granted [FULFILL].

I DECLARE

1.- That I know and accept completely and unconditionally what is provided in the Tender Document and in the General and Particular Conditions document that regulate this tender, documents that I consider sufficient both for the preparation of our offer and for the subsequent development of the object of the concession. Likewise, I commit to:

(i) Maintain the required documentation in force by notifying the APV of any amendment that occurs after the submission of the offer, as well as during the whole period in case the concession is awarded.

(ii) Participate in any initiative that the APV promotes to improve the quality of port and commercial services in general and the service object of this TENDER DOCUMENT in particular.

2.- That, acting on behalf of a third party, the company I represent has full capacity to act, and that I have the proper representation for the presentation of this offer.

3.- Que concurre a la licitación:

- ☐ Individually
- ☐ Jointly with [THIRD PARTIES WITH WHICH THE PROPOSAL IS SUBMITTED]⁴ submitting attached to this the required commitment.

4.- That the bidder meets all the conditions required legally and in this TENDER DOCUMENT, and that it is not subject to any of the prohibitions to contract with the public sector, listed in article 71 of Act 9/2017, and up to date it is also compliant with all tax and Social Security obligations.

5.- That it has the necessary solvency to execute the contract because it has the minimum resources of solvency required, and in particular:

⁴ In case of participation with other parties, each one of them should submit a responsible statement.

A) Economic and financial solvency:

The average of the consolidated net worth of the last three fiscal years is the following:

FISCAL YEAR	AVERAGE OF THE CONSOLIDATED NET WORTH
[fulfill]	[fulfill]
[fulfill]	[fulfill]
[fulfill]	[fulfill]

B) Technical and profesional solvency:

That the bidder has an experience of having operated in 2016 and 2017 at least two terminals with an annual minimum traffic of 1 million TEUS or more in each of them.

This experience is referred to

DESCRIPTION OF THE TERMINAL	DATE	TOTAL TRAFFIC
[indicar]	[indicar]	[indicar]
[indicar]	[indicar]	[indicar]
[indicar]	[indicar]	[indicar]

6.- That the bidder does not incur in any cause of incompatibility pursuant to article 121 TRLCSP, and:

☐ It is **NOT** a stevedoring company or concessionaire of Container Terminals of the Port of Valencia - or its shareholders or companies of the group in which they are integrated).

☐ **IT IS** a stevedoring company or concessionaire of Container Terminals of the Port of Valencia - or its shareholders or companies of the group in which they are integrated-, and therefore, if as a consequence of the granting of the concession occurs a situation of market dominance susceptible to affect free competition in the provision of port services or in commercial activities and services directly related to port activity, it commits to proceed to the waiver or -following the requirements provided in this TENDER DOCUMENT- the termination by mutual agreement of its current concession.

7.- That if applicable, and mandatorily it concurs in conjunction with third parties, it is committed to the incorporation of a company or adaptation of a pre-existing company in accordance with the provisions of Rule Thirteenth.

8.- That the members or shareholder structure of the bidder at the time of presentation of this proposal is as follows:

FULFILL

9.- Regarding the information of the corporate group, the bidder:

☐ **IT IS NOT** included in any of the cases of article 42.1 of the Commercial Code.

☐ **IT IS** included in some of the cases of article 42 of the Commercial Code.

In case of affirmative answer:

☐ **DO NOT** attend this tender, submitting different proposals, companies that belong to the same group or companies that are affected by any of the alternative cases provided in article 42.1. of the Commercial Code.

10.- That, if it is a foreign company, it is expressly subject to Spanish jurisdiction for all disputes that may arise from the contract expressly waiving the jurisdiction that may apply.

11.- That it submits, together with this statement, the document proving that the required provisional guarantee has been granted, as provided in article 93.1 LPEMM.

12.- That it knows that the notifications that will be sent in this tender will preferably be done electronically via e-mail, however accepts and states that the contact details to issue requirements, communications and notifications with the legal effects established by Law, are the following:

Contact person	[CONTACT PERSON FOR NOTIFICATION PURPOSES]
Corporate address	[NOTIFICATION ADDRESS]
Telephone	[CONTACT TELEPHONE]
E-mail	[CONTACT E-MAIL]

13.- That all data contained in this responsible statement are correct and truthful, and I assume any responsibility for the inaccuracy, falseness or omission of any data and / or the lack of presentation of the required supporting documentation, as well as its incomplete submission, all without prejudice to the criminal, civil or administrative responsibilities that may arise.

14.- That I commit to provide the supporting documents of what is herein declared, at any time that the APV requests them and in any case, in the event that our proposal is selected, we will submit them completely in the terms provided in this TENDER DOCUMENT, fully assuming the consequences of its non-compliance or defective compliance.

Place, date and signature

[SIGNATURE

ANNEX Nº VI

TEMPLATE OF BANK GUARANTEE FOR THE PROVISIONAL GUARANTEE

The entity, NIF, with domicile, in the street / square / avenue, Postal Code, and in its name and on behalf with sufficient power of attorney to represent the entity in this act, resulting from the verification of the representation that is included at the bottom of this document,

GUARANTEES

TO, NIF, as a provisional guarantee, to undertake all the obligations derived from the participation in the "TENDER FOR THE CONSTRUCTION AND OPERATION, UNDER ADMINISTRATIVE CONCESSION, OF THE NEW TERMINAL OF CONTAINERS OF THE NORTH EXTENSION OF THE PORT OF VALENCIA "before the Chairman of the Port Authority of Valencia, for the amount of euros (..... €).

The guarantor declares under its responsibility that it complies with the requirements stipulated in current regulations.

This Guarantee is granted jointly and severally with the main debtor, expressly waiving any right of exemption or benefit ("beneficios de orden, division y excusion") and with a commitment to pay at the first demand of the President of the Port Authority of Valencia, in the same terms and conditions established in the Article 95 of the TRLPEMM.

This Guarantee is granted with an indefinite duration, and shall be valid as long as the Port Authority of Valencia does not authorize its cancellation or return.

This bank guarantee has been registered on the same date in the Guarantee Register with the number

(Place and date)

(Bank Corporate name)

(Signature of the attorneys)

Verification by the State Lawyers		
Place:	Date:	Number or code:

TEMPLATE OF SURETY INSURANCE TO GRANT THE PROVISIONAL GUARANTEE

The entity, NIF, with domicile, in the street / square / avenue, Postal Code, and in its name and on behalf with sufficient power of attorney to represent the entity in this act, resulting from the verification of the representation that is included at the bottom of this document,

GRANTS A SURETY INSURANCE

TO, NIF, as policyholder, before the Port Authority of Valencia to undertake all the obligations derived from the participation in the "TENDER FOR THE CONSTRUCTION AND OPERATION, UNDER ADMINISTRATIVE CONCESSION, OF THE NEW TERMINAL OF CONTAINERS OF THE NORTH EXTENSION OF THE PORT OF VALENCIA "before the Chairman of the Port Authority of Valencia, for the amount of euros (..... €).

The insurance company declares, under its responsibility, that it meets the requirements stipulated in the contracting regulations of the current state public sector.

The failure to pay the insurance premium, whether it is a single payment or the first or subsequent, will not entitle the insurance company to terminate the contract, nor it shall not be extinguished, nor the coverage of the insurance policy shall be suspended nor the insurance company will be released from its obligation, if the guarantee should be executed.

The insurance company may not oppose to the beneficiary any of the exceptions that may correspond against the policyholder.

The insurance company assumes the commitment to indemnify the beneficiary at the first demand of the Chairman of the Port Authority, in the same terms and general conditions provided in article 95 of the TRLPEMM.

This surety insurance will be in force until the Chairman of the Port Authority, or who in his name is legally authorized for it, authorizes its cancellation or return.

(Place and date)
(Corporate name of the Entity)
(Signature of representatives)

Verification of Powers by the State Lawyers

Place:	Date:	Number and Code:
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ANNEX Nº VII

TEMPLATE OF INVESTMENTS AND FEES DUE PROPOSAL

[NAME AND SURNAME], with [TIPO DE DOCUMENTO IDENTITICATIVO] number [NÚMERO DEL DOCUMENTO IDENTIFICATIVO], actuando

- ☐ In its own name
- ☐ In the capacity of [ADMINISTRATOR/ JOINT AND SEVERAL ATTORNEY/JOINT ATTORNEY] in the name and on behalf of [NAME OF THE COMPANY], with CIF [CIF], as stated in the deed granted before the Notary of the Bar of [FULFIL] dated on [FULFIL] and number of protocol [FULFILL], power that I represent that it is in force and sufficient, since the following powers are included among the powers granted [FULFILL].

In accordance with the provisions of the TENDER DOCUMENT of Rules of the "TENDER FOR CONSTRUCTION AND OPERATION, UNDER ADMINISTRATIVE CONCESSION REGIME, OF THE NEW TERMINAL OF CONTAINERS OF THE NORTH EXTENSION OF THE PORT OF VALENCIA", DECLARES:

That our investment proposal is the following:

1. Investment Volume

	TOTAL	2022	2023	2024	[...]	2037
• Civil Works and buildings ⁵						
• Equipment						

⁵ The Budget of execution by each contract.

Drafting of projects, construction management and other new implementation expenses						
TOTAL						

2. For each of the phases of operation, if any:

Land area into the scope of the concession _____ m²

Water Surface área included in the scope of the concession _____ m²

Quay lenght included in the scope of the concession _____ m

3. Unit rate applicable to the terminal traffic measured in TEU for the calculation of the activity fee, to be applied according to condition 46th of the General and Particular Conditions.

- For Import/ Export traffic of full containers: _____ €/TEU
- For transshipment traffic of full containers: _____ €/TEU

4. Deadlines for construction and start up of the terminal.

Construction period of the first phase (if applicable), which shall have _____ m of quay line⁶ and _____ m² of surface⁷: _____ months

Construction period of second phase (if applicable), that will add to phase I _____ m of quay line and _____ m²: _____ months

⁶ Minimum 800 m

⁷ Minimum 480.000 m²

Total construction period of works: _____ months

Term for the start up of first phase of the terminal : _____ months

Term for the start up of second phase of the terminal : _____ months

Term for the start up of the complete terminal: _____ months

All these terms will be counted from the date of the beginning of the concession.

5. Volume of minimum traffic committed pursuant to condition 45th of the General and Particular Conditions.

Considering that the land is delivered on January 1, 2022, complete the year that begins the operation according to the previous section as a full year for the purposes of traffic control.

Year	import/ export full TEUS	Transshipment full TEUS
Year 1 of operation →202X		
Year 2 →202X		
Year 3 →202X		
Year 4 →202X		
Year 5 →202X		
[...]		
Last Year of construction → 20xx		

6. Maximum rates to apply to users

The bidder shall submit proposed fees structure and maximum rates.

For all purposes, this proposal does not include the Value Added Tax, nor any other taxes and fees that may apply.

Valencia, _____ of 201_

Signature:

