



Republic of Namibia

**TRANS-KALAHARI RAILWAY
PROJECT MANAGEMENT OFFICE**

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Republic of Botswana

**THE TRANS-KALAHARI RAILWAY (TKR) PROJECT
REQUEST FOR EXPRESSIONS OF INTEREST (EOI)**

EOI FOR FUNDING THE FEASIBILITY STUDY AND DEVELOPMENT OF THE PROPOSED NEW RAILWAY CORRIDOR UNDERPINNED BY THE CONSTRUCTION OF THE NEW AND/OR THE UPGRADE OF EXISTING RAILWAY LINE BETWEEN BOTSWANA AND NAMIBIA I.E. TRANS KALAHARI RAILWAY LINE.

EOI NO: TKR – PMO/EOI-01/2023 – 24

OVERVIEW OF TWO MEMBER STATES

Namibia

Namibia is a politically stable democracy and one of the most competitive economies in the sub-Saharan African region with a GDP of USD 12.61 Billion as of 2022 data (Trading Economics). The country also outperforms most of its regional peers in the ease of doing business rankings. Overall, the country has a favorable investment climate. The country is rated number one for quality and connectivity of the road infrastructure, ranked number two for freedom of press (World Press Index), and number three in policy perception in ranking by Fraser Institute annual survey of mining companies, in Africa.

Botswana

Botswana provides a peaceful, political and economic stable environment to its citizens and investors and has maintained peace since independence in 1966 by consistently holding free and fair democratic elections every five (5) years. The country has zero tolerance to corruption, boasts a sound legal system and adherence to the rule of law. The country has been consistently rated as the second least corrupt country in Africa by Transparency International. The country is committed to a sound fiscal policy with a GDP of USD 20.35 Billion as of 2022 (Trading Economics), economic freedom and has a steady and dramatic growth rate. Further, the country has the highest credit rating in Africa and consistently invests in new and improved core infrastructure such as power plants, fiber – optic networks, roads, and railways.

EXECUTIVE SUMMARY

The Governments of Namibia and of Botswana (Member States) are committed to improving freight rail services in a way that will best meet the transportation needs of the users, create jobs and economic benefits for their citizens. The Governments are taking the steps necessary to launch the procurement process of the Trans Kalahari Rail (TKR) Project. The TKR Project is the largest rail transportation infrastructure project undertaken by Member States and will transform freight transport solutions by providing a modern, resilient and sustainable rail service on mostly new tracks from Mmamabula in Botswana to Walvis Bay in Namibia. The TKR Project will seek to deliver an enhanced freight transport through faster and more reliable service on modern trains with improved operational performance. This project will support growth and economic development along the TKR line by providing options to users and reduce the risk of road truck accidents and the damage on the roads.

This Request for Expression of Interest (EOI) precedes the upcoming Procurement Phase for the TKR Project – a multiyear process that will include a Request for Proposals (RFP). With this EOI, Trans Kalahari Railway - Project Management Office (TKR -PMO) is seeking feedback from Interested Parties that are interested in the design, build, finance, operation, maintain, and transfer the TKR line to Member States. TKR-PMO is also interested in hearing from Interested Parties with experience in delivering projects under the collaborative co-development models used elsewhere in the world. Interested Parties are invited to provide responses to this request on a non-binding basis. Responses received will help in shaping the project requirements, funding model and anticipated procurement processes and inform Member States on the decisions related to heavy-haul transport.

Disclaimer

All information set forth in this EOI regarding potential future stages of the procurement process and the potential Trans Kalahari Railway (TKR) Project is preliminary and is subject to change. The advancement of the TKR Project is subject to the Member States decisions with respect to the potential procurement process and implementation of the TKR Project. Currently, through this EOI, the TKR-PMO is soliciting information solely for its own benefit. The TKR-PMO makes no promise that the EOI will lead to an award of the tender with the Interested Parties or otherwise. This EOI and any responses received hereto do not and shall not constitute a commitment on the TKR-PMO's part to issue a subsequent RFP related to the TKR Project, or to enter into contract(s) with one or more parties.

REQUEST FOR EXPRESSIONS OF INTEREST [EOI]

EOI aims to obtain information from the market to enable the TKR-PMO to prequalify Respondents interested in conducting the feasibility study, funding and development of the proposed new railway corridor underpinned by the construction of the new and/or the upgrade of existing railway line between Botswana and Namibia i.e. Trans Kalahari Railway Line.

THEREAFTER

THROUGH A SEPARATE "REQUEST FOR PROPOSAL" (RFP) PROCESS

to appoint an Investor/Developer to undertake the funding and development of the proposed new railway corridor underpinned by the construction of the new and/or the upgrade of existing rail line between Botswana and Namibia i.e. Trans Kalahari Railway Line. The subsequent Request for Proposal (RFP) if and when is issued by the TKR-PMO, will be limited to only those Respondents who have been shortlisted following the evaluation/prequalification process stipulated in this EOI.

EOI NUMBER: TKR-PMO/EOI-01/2023-24

ISSUE DATE: 06 SEPTEMBER 2023

CLOSING DATE: 08 NOVEMBER 2023

CLOSING TIME: 10:00 AM, Namibian Time (GMT + 2)

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SECTION 1: INVITATION TO EOI

PART A

INVITATION TO EOI

YOU ARE HEREBY INVITED TO SUBMIT AN EOI FOR REQUIREMENTS FOR THE FUNDING OF THE FEASIBILITY STUDY, AND DEVELOPMENT OF THE PROPOSED NEW RAILWAY CORRIDOR UNDERPINNED BY THE CONSTRUCTION OF THE NEW AND/ OR THE UPGRADE OF EXISTING RAILWAY LINE BETWEEN BOTSWANA AND NAMIBIA I.E. TRANS KALAHARI RAILWAY LINE.							
EOI NUMBER:	TKR-PMO/EOI - 01/2023-24	ISSUE DATE:	06 September 2023	CLOSING DATE:	08 November 2023	CLOSING TIME:	10:00 AM, Namibian Time (GMT + 2)
DESCRIPTION	EOI for funding the feasibility study and development of the proposed new railway corridor underpinned by the construction of the new and/or the upgrade of existing railway line between Botswana and Namibia i.e. Trans Kalahari Railway Line.						
EOI RESPONSE DOCUMENTS SUBMISSION							
<p>RESPONDENTS ARE TO SUBMIT THEIR EOI RESPONSE PROPOSALS TO: THE TKR-PMO PROCUREMENT OFFICE TRANS-KALAHARI PROJECT MANAGEMENT OFFICE TRANSMAMIB BUILDING, 1ST FLOOR, EAST WING CORNER OF 16. PROF, MBURUMBA KERINA AND INDEPENDENCE AVENUE, WINDHOEK, <u>NAMIBIA</u></p>							
ENQUIRIES:							
CONTACT PERSON	Willem Kazekondjo			CONTACT PERSON	Randolph Beukes		
TELEPHONE NUMBER	+264 61-224053			TELEPHONE NUMBER	+264 61-224053		
E-MAIL ADDRESS	procurement@tkrpmo.com			E-MAIL ADDRESS	procurement@tkrpmo.com		

PART B

TERMS AND CONDITIONS FOR EOI

1. COMPLIANCE REQUIREMENTS

NAMIBIAN REGISTERED COMPANIES

- Certified copy of the company registration certificate or similar documentation from country of origin

BOTSWANA REGISTERED COMPANIES

- Certified copies of valid Certificate of Incorporation/Business registration or similar documentation from country of origin.

FOREIGN COMPANIES

- Certified copies of valid Certificate of Incorporation/Business registration documentation.

NOTE: EOI FOREIGN RESPONDENTS ARE ENTITIES THAT ARE REGISTERED AND OPERATING OUTSIDE BOTH COUNTRIES (BOTSWANA AND NAMIBIA).

SIGNATURE OF RESPONDENT:

CAPACITY UNDER WHICH THIS EOI IS SIGNED:

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

DATE: _____

SECTION 2: NOTICE TO RESPONDENTS

i. EXPRESSION OF INTEREST (EOI)

Respondents should note that the Trans-Kalahari Railway Project Management Office (TKR-PMO) will only approach those entities which have completed and submitted EOI through this procurement process. The subsequent Request for Proposal (RFP) if and when is issued by the TKR-PMO, will be limited only to those Respondents who have been shortlisted following the evaluation/prequalification process stipulated in this EOI.

DESCRIPTION	EOI for funding the feasibility study and development of the proposed new railway corridor underpinned by the construction of the new and/ or the upgrade of existing railway line between Botswana and Namibia i.e. Trans Kalahari Railway Line.
EOI ADVERT	The EOI is advertised on the TKR-PMO website, Ministry of Works and Transport (Namibia) website, Ministry of Transport and Public Works (Botswana) website, TransNamib Holdings Limited website, Botswana Railways website, the Embassies of the Republics of Botswana and Namibia’s websites and various print media in the Republics of Botswana and Namibia.
EOI DOWNLOADING	The EOI may be downloaded directly from the following website: https://www.tkrpmo.com
BRIEFING SESSION	Yes/ Non – compulsory. A non-compulsory EOI briefing meeting will be conducted on a virtual platform on 20 September 2023 at 10:00am (GMT + 2) for a period of (± 3) three hours. The briefing session will start punctually, and information will not be repeated for the benefit of the Respondents joining the session late. Respondents are required to confirm their attendance and to send their contact details including the number of representatives (where applicable) to the following email address procurement@tkrpmo.com , no later than 18 September 2023 . Despite the briefing session being non–compulsory, TKR-PMO nonetheless encourages all the Respondents to attend. TKR-PMO will not be held responsible if any Respondents who did not attend the non-compulsory session subsequently feel disadvantaged as a result thereof.
CLOSING DATE	Wednesday 08, November 2023 at 10:00 am Namibian Time (GMT + 2)

	<p>Respondents must ensure that EOIs are submitted timeously at the TKR-PMO. As a general rule, if an EOI is late, it will not be accepted for consideration.</p> <p>RESPONDENTS ARE TO SUBMIT THEIR EOI RESPONSE PROPOSALS TO:</p> <p>THE TKR-PMO PROCUREMENT OFFICE</p> <p>TRANS-KALAHARI PROJECT MANAGEMENT OFFICE</p> <p>TRANSMAMIB BUILDING, 1ST FLOOR, EAST WING</p> <p>CORNER OF 16. PROF, MBURUMBA KERINA AND INDEPENDENCE AVENUE,</p> <p>WINDHOEK,</p> <p><u>NAMIBIA</u></p>
<p>VALIDITY PERIOD</p>	<p>180 Business Days from Closing Date</p> <p>Respondents are to note that they may be requested to extend the validity period of their EOI, on the same terms and conditions, if the internal evaluation process has not been finalized within the validity period. However, once the adjudication has approved the process, the validity of the respondents/EOI will be deemed to remain valid until the EOI process has been concluded.</p>

ii. **EOI INSTRUCTIONS**

- a. All returnable documents listed in the Expression of Interest (Section 5) in this EOI must be returned with the submission.
- b. The person or persons signing the submission must be legally authorized to do so.

iii. **JOINT VENTURES OR CONSORTIUMS**

Respondents may choose during the subsequent RFP process to enter into a joint venture. RFP Respondents will also be required to submit a signed JV agreement between the parties clearly stating the percentage (%) split of business and the associated responsibilities of each party.

Please indicate whether your entity has an existing JV, and if so, provide details, including details of the percentage split of business, or whether your entity intends to create a JV relationship for RFP purposes:

NB: PREFERENCE WILL BE GIVEN TO JOINT VENTURES WITH LOCAL RESPONDENTS (FROM BOTSWANA AND NAMIBIA).

iv. **COMMUNICATION**

- a. For specific queries relating to this EOI a Clarification Request Form should be submitted to Procurement department at procurement@tkrpmo.com by no later than 25th October 2023 substantially in the form set out in Section 7. In the interest of fairness and transparency, TKR-PMO's response to such queries will be consolidated and published on the TKR-PMO website.

- b. After the closing date of the EOI a Respondent may only communicate with the above-mentioned officials in writing on any matter relating to the Respondent's EOI Proposal.
- c. It is prohibited for Respondents to attempt, either directly or indirectly, to canvass any officer or employee of TKR-PMO in respect of this EOI. Respondents found to be in collusion with one another will be automatically disqualified and restricted from doing business with TKR-PMO for a specified period.

v. **CONFIDENTIALITY**

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

vi. **STATUS OF THIS EOI AND SUBSEQUENT PROCESS**

- a. It is envisaged that the Investor will be appointed, through a separate RFP process, to provide Funding and Development of the proposed New TKR line underpinned by the Construction of the New railway line and the upgrading of existing railway infrastructure between Mmamabula (Botswana) and Walvis Bay (Namibia).
- b. It is envisaged that Respondents to this EOI will be subjected to pre-qualification criteria and will be shortlisted in order to proceed to the next stage.
- c. This EOI is not an offer to purchase and TKR-PMO is under no obligation to accept any proposals in this process and/or the subsequent RFP which may be issued hereafter.
- d. As this is a Request for Expression of Interest only, no business will be awarded through this process.

vii. **DISCLAIMERS**

- a. Respondents are hereby advised that TKR-PMO is not committed to any course of action as a result of its issuance of this EOI and/or its receipt of submissions in response to it. In particular, please note that TKR-PMO reserve the right and at their sole and full discretion to:
 - i. utilize any information provided to them in response to this EOI to draft the scope of requirements for inclusion in RFP;
 - ii. take no further action whatsoever, if they so decide
 - iii. withdraw from this process and the provisions of this project at any time;
 - iv. select the participants based on TKR-PMO pre-determined criteria;
 - v. change the dates of adjudication and submission;
 - vi. not invite EOI respondents for further participation in the RFP process;
 - vii. not bind themselves to accept any or all of the EOIs;
 - viii. increase or decrease the quantities/scope as indicated in the EOI;
 - ix. validate any information submitted by Respondents in response to this EOI. This would include, but is not limited to, requesting the Respondents to provide supporting evidence.

By submitting an EOI, Respondents hereby irrevocably grant the necessary consent to TKR-PMO to do so;

- x. request audited financial statements or other documentation for the purposes of a due diligence exercise;
- b. TKR-PMO decision will be final and no correspondence will be entered into after the selection process.
- c. An EOI will only be accepted once written notice is given by TKR-PMO to the successful Respondent(s) and after any amendments have been documented and agreed to.
- d. Note that TKR-PMO will **not** reimburse any Respondent for any preparatory costs or other work performed in connection with this submission.

SECTION 3: SCOPE REQUIREMENTS

1.0 Introduction

- 1.1 The Trans Kalahari Railway (TKR) project is undertaken through a Bilateral Agreement between the Governments of the Republics of Botswana and Namibia.
- 1.2 The objective of the project is to construct a railway line between the two countries to transport various commodities, such as fuel, iron ore, copper, coal, etc. to and from overseas markets.
- 1.3 Envisaged components of the project included the loading facilities at the Mmamabula, the construction of the railway line and/or the upgrade of existing railway infrastructure from Mmamabula to the port of Walvis Bay in Namibia.
- 1.4 Project documentation available are as follows:
 - Memorandum of Understanding signed in 2010.
 - Pre-feasibility Study (2009-2011) of the project concluded in 2011.
 - Bilateral Agreement signed in 2014.
 - The Development Study conducted in 2016.

2.0 Defining the TKR Project

- 2.1 The TKR Project has the potential to develop a heavy-haul railway line with new and upgraded rights-of-way, tracks, structures, stations and rail systems that would enable new Trans Kalahari Railway Services from Botswana to the port of Walvis Bay in Namibia.
- 2.2 The project is expected to deliver significant social economic benefits between the Member States. Some of these benefits will include:
 - 2.2.1 A significant boost to the rail capacity of Botswana Railways and TransNamib Holdings Limited.
 - 2.2.2 A shift from road to rail resulting in the easing of the burden of the region road infrastructure and the reduced likelihood of road crashes between heavy trucks and small vehicles.
 - 2.2.3 Improved regional integration and connectivity.

- 2.2.4 Job creation during the construction and operation of the project.
- 2.2.5 Economic opportunities for small and medium enterprises.
- 2.3 The operating speed of the line will be 100 km/h for the loaded freight trains and up to 120 km/h for empty legs.
- 2.4 The TKR line is likely to attract the construction of sidings to neighboring mines and or other business operations such as farms. The TKR line is likely to be used by transiting traffic from Gauteng region in South Africa to markets overseas as an alternative route.
- 2.5 The TKR Line will be operated as one seamless service with no stopovers at the Botswana/Namibia border.

3.0 Proposed Approach to Developing the TKR line:

- 3.1 TKR-PMO intends to develop the TKR Project as one single project encompassing the work (Construction and upgrading of the railway line) in Botswana and Namibia.
- 3.2 TKR-PMO proposes the following options in developing the TKR Project:
 - 3.2.1 Funding and development or upgrade of the existing rail infrastructure and construction of the new line between the Republics of Botswana and Namibia (1,500km).
 - 3.2.2 Notwithstanding the option mentioned above, the best route alignment shall be determined by the bankable feasibility study.
- 3.3 The development of the TKR Project is supported by the Government of Botswana and the Government of Namibia.
- 3.4 TKR-PMO intends to develop the railway line in partnership with the private sector and other interested parties.
- 3.5 TKR-PMO is seeking for interested and capable partners to finance, develop, operate, maintain and transfer the project.

4.0 Proposed Partnership Requirements

- a. Based on the objectives and scope of the TKR Project, TKR-PMO is seeking for suitable partners to provide Information on how to Fund and Develop the project by executing the following works:
 - i. Project Funding**
TKR-PMO will be seeking suitable partner(s) to Fund and Develop the TKR Project.
 - ii. Bankable Feasibility Study**
TKR-PMO will be seeking suitable partners to fund, conduct and produce a bankable feasibility study for the TKR line. This will constitute but not limited to all environmental approvals, land acquisition, detailed engineering designs, operating model, economic and financial analysis.
 - iii. Infrastructure Development**
 - a. TKR-PMO will be seeking for suitable partners to construct a railway line from Botswana to Namibia. The best route alignment shall be determined by the bankable feasibility study.

OR

- b. TKR-PMO will be seeking suitable partners to construct new railway line (a combination of greenfield and brownfield) and upgrade the existing railway infrastructure.

iv. Rolling Stock and Operation of the TKR line

The development of the new railway corridor will require additional rolling stock (wagons and locomotives) to service customer needs. TKR-PMO will be seeking partners to provide information on how to deal with the additional rolling stock requirements to support the railway line and the increased volumes.

5.0 General Respondent Obligations

- a. The Respondent(s) shall be fully responsible to TKR-PMO for the acts and omissions of persons directly or indirectly employed by them.
- b. The Respondent(s) must comply with the requirements stated in this EOI.

6.0 Confidentiality and Intellectual Property

This EOI and information contained herein or provided for purposes thereof, remain the property of TKR-PMO and may not be reproduced, sold or otherwise disposed of. All recipients of this document (whether an EOI is submitted or not) shall treat the details of this document as strictly private and confidential.

Information disclosed in this EOI is given in good faith and only for the purposes of providing sufficient information to the Respondent to enable submission of a well-informed and realistic EOI.

7.0 Undertakings by Respondent

It will be accepted that the Respondent, on submitting the EOI response, has read, understood and accepted all the terms and conditions of the document. The submission of the EOI by any Respondent shall presume complete acceptance of the terms and conditions of the document. All qualifications and or exceptions should be noted in the EOI Response document.

8.0 Costs to Respond to the EOI

All Respondents wishing to submit an EOI response must be in possession of this document, the EOI. TKR-PMO will not be responsible for or pay any expense or losses which may be incurred by any Respondent in the preparation and submission of the EOI and the costs of the EOI at all stages of the EOI process. Costs, if any, will be for each Respondent's own account.

TKR-PMO reserves the right to invite certain Respondents to present or otherwise demonstrate their proposed solution as per their EOI, at the Respondent's own cost.

9.0 Authority of Signatory

- 1. If the EOI Respondent is a company, a certified copy of the resolution of the Board of Directors (i.e. personally signed by the Chairman or Secretary of the Board) authorizing the person who signs this EOI to do so and any other documents and correspondence in connection with this EOI and/or agreement on behalf of the company, must be submitted with their EOI.

2. If the EOI Respondent is a partnership, a certified copy of the resolution of the partners (personally signed by all the partners) authorizing the person who signs this EOI to do so and any other documents and correspondence in connection with this EOI and/or agreement on behalf of the partnership, must be submitted with this EOI.
3. If the EOI Respondent constitutes a "one-man business", certified proof must be submitted that the person signing this EOI and any other documents and correspondence in connection with this EOI and/or agreement is the sole owner of the one-man business.

Failure to comply with this clause shall result in rejection of the EOI response.

10.0 Offering of Commission or Gratuity

If a Respondent, or their representative is found to have either directly or indirectly offered, promised or given to any person involved in the TKR Project, any commission, gratuity, gift or other consideration, TKR-PMO shall have the right and without prejudice to any other legal remedy which it may have regarding any loss or additional cost or expenses, to disqualify the EOI Respondent from further participation in this process and any other subsequent processes in this regard. The EOI Respondent will be responsible for all and any loss that TKR-PMO may suffer as a result thereof. In addition, TKR-PMO reserves the right to exclude such a Respondent from future business with TKR-PMO.

11.0 Undertaking by TKR-PMO

In responding to this EOI, TKR-PMO encourages all EOI Respondents to put their best effort into the funding, development and construction of the proposal. The TKR-PMO undertakes to evaluate all proposals objectively.

12.0 EOI Selection Criteria

The following selection criteria will be used as a guide for adjudicating Respondents. Specific detailed items that are important for the Respondent to consider in the response preparation process include:

- Quality of presentation, reply to the EOI and attention to required detail during the selection process.
- Compliance with the terms and conditions of the EOI documents.
- Satisfaction of the project objectives

SECTION 4: EOI INFORMATION

1.0 REQUIREMENTS FOR EOI

Respondents expressing an interest to participate in this EOI stage must qualify in terms of the minimum predetermined requirements and have the capability to provide the full range of Services, as set out below:

2.0 INFORMATION TO BE PROVIDED BY THE RESPONDENTS

Respondents are required to indicate their capability by answering the following questions:

2.1 FUNDING	
1. How much would you be able to invest in the project and what type of funding (grant, equity, loan etc.) would this be?	
2. Who are your financing partners (if applicable)?	
3. What would you require from TKR-PMO in order to invest in the project?	
4. What indicative terms and conditions would you have, if any?	
5. TKR-PMO does not intend to contribute financially to the project development due to limited resources. What transaction structure would the market propose that would still ensure TKR-PMO meaningful participation in the project? What indicative terms and conditions would this entail?	
6. What key points should be taken into consideration when structuring this transaction?	
7. Will a transaction advisor be required to advise on the structuring of this transaction?	
8. Please provide evidence of similar projects that you have funded or invested in previously?	
9. Although this is a developmental project, it is aimed at unlocking Botswana's mineral wealth. What mechanisms would the respondent propose be put in place to achieve maximum utilization, and hence revenue, of the line?	
2.2 ENGINEERING, PROCUREMENT & CONSTRUCTION MANAGEMENT	
10. TKR-PMO intends to appoint an Investor to develop the Project. What legal and regulatory requirements/instruments would be needed for this project to be developed as one?	
11. What is your experience in design and construction of railway projects? Elaborate, giving examples of projects you have successfully worked on and completed. Name the client, project location, capital costs, etc.	
12. The TKR Project is to be undertaken in two countries, each having its own procurement guidelines. The Botswana regulatory body that governs procurement is the Public Procurement Regulatory Authority (PPRA). In Namibia the Public Procurement Act (PPA) governs Procurement guidelines. Provide a plan/approach to ensure compliance to their requirements on local content, local participation, and industrialization whilst ensuring the project is efficiently delivered.	
13. The Namibian regulatory body that governs construction projects is the Construction Industry Federation (CIF) and Association of Botswana Building and Civil Engineering	

Contractors being its equivalent in Botswana. How are you going to ensure that you comply to these regulatory bodies' requirements?	
14. The TKR Project is a cross border project with work to be undertaken in Botswana and Namibia. This will likely impact on the movement of people, machinery and materials involved in developing the Project. Propose a plan on how to mitigate this risk.	
15. Have you developed any similar cross-border infrastructure projects? If so, please provide evidence of these and case studies, if possible.	
16. Please provide suggestions on how the delivery of the project can be accelerated. Also detail the support that is required (if any) from Botswana Railways and TransNamib Holdings Limited to support the achievement of the said acceleration.	
17. Botswana and Namibia have different labour laws and wage regimes such as minimum wage agreements, work permits, etc. Please provide suggestions on how these considerations and related risks can be managed to ensure compliance and efficient project delivery.	
18. Please recommend appropriate project planning and communication tools to be used for developing the TKR Project.	
19. Please provide suggestions of how stakeholder management can be handled as part of project planning and execution to ensure appropriate risks are identified and managed.	
2.3 ROLLING STOCK AND OPERATIONS	
20. Would you be interested in funding the rolling stock for this operation? If so, please specify how will the funding be structured and the terms and conditions thereof.	
21. Would you be interested in supplying the rolling stock? If so, then propose the transaction structure?	
22. Railway operations including experience operating a heavy-haul railway. The TKR Project includes transitioning existing services and integrating them seamlessly with new services, operating railways in a regulated environment, obtaining an operating license and certificate of fitness for a new railway system and an understanding of all operational activities relating to network planning and revenue management that will increase operating margins. Demonstrate the understanding of these unique aspects of the TKR Project through prior experience, lessons learned, and risks mitigated.	
23. Demonstrate how the needs of the customer and high standards of safety are incorporated into the design development and concept of operations.	
24. Demonstrate how you will transfer back the assets to Member States in good serviceable condition.	
2.4 FREIGHT VOLUMES	
The development of the TKR Project will unlock a general freight railway corridor with a carrying capacity of approximately 14 million tons per annum on the first year of operation and up to 56 million tons per annum on the	

30 th year of operation. TKR-PMO is seeking owners of freight, and related parties, who would be interested in utilizing this new railway capacity.	
25. Do you have commodities that will require transportation by rail? If so, indicate the types of commodities, the anticipated annual volumes and 10-year projections starting from 2029, including details related to commodity origins, destination, markets, etc.	
26. Advise on the level of readiness of volumes that require rail transportation, as either being – <ul style="list-style-type: none"> • already operational; • advanced planning; or • concept level. 	
27. Would you be willing and able to commit to long-term transportation agreements? If so, under what conditions?	
28. If the brownfield option is considered, how will you accommodate the current and envisaged TransNamib Holding Limited of at least four (4) million tons per annum.	
2.5 SOCIAL- ECONOMIC AND ENVIRONMENTAL IMPACT	
The project development will take place in the rural communities of Botswana and Namibia. TKR-PMO wishes to uplift the livelihoods of these communities by maximizing their participation in the development of the project.	
29. TKR-PMO would like to maximize the social economic impact while minimizing the environmental impact of the project, particularly its contribution to creating jobs and business opportunities for the communities that live along the project site. What proposals are suggested to achieve these? How many jobs and business opportunities could this project generate? What preparations would be required to ensure maximum local participation?	

3.0 EVALUATION METHODOLOGY AND CRITERIA

During this EOI process TKR-PMO intends to utilize the following methodology and criteria in shortlisting Service Providers. Please note that the criteria listed in the various stages below may change at RFP stage.

STEP ONE: Test for Administrative Responsiveness

The test for administrative responsiveness will include the following:

Administrative responsiveness check	EOI Reference
• Whether the EOI has been lodged on time	All sections
• Whether all Returnable Documents and/or schedules [where applicable] were completed and returned by the closing date and time	All sections
• Verify the validity of all returnable documents	All sections
• Verify if the EOI document has been duly signed by the authorized respondent	All sections

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

STEP TWO: Test for Substantive Responsiveness to EOI

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

Check for substantive responsiveness	EOI Reference
Whether any general and legislation qualification criteria (excluding preferential procurement) set by TKR-PMO, has been met.	All sections

9.0 FINANCIAL REQUIREMENTS FOR FUTURE AWARD OF BUSINESS

In the event of the RFP following this EOI process, it will be a condition prior to the award of business in terms of the RFP that the successful Respondent demonstrates their ability to fund and/or raise funds, develop, operate, maintain and transfer as per TKR-PMO requirements.

10.0 CULTURE OF THE DEVELOPMENT PARTNER

The TKR-PMO is looking for an Investor that is:

- **Collaborative.** Aspires to establish a long-term, collaborative relationship with Member States and drive the longer-term outcomes of the TKR Project.
- **Strategic.** Can bring strategic network development capabilities and operational experience to develop the TKR Project.
- **Experienced.** Has experience with collaborative models used in other jurisdictions, experience with relevant regulatory requirements and a strong track record in the delivery of publicly subsidized assets and being a capable custodian of public assets.
- **Innovative.** Is eager to bring innovative approaches and solutions to optimize the TKR Project and maximize Project Outcomes.
- **Engaged.** Has meaningful experience in managing multiple stakeholders and interface risks.
- **Entrepreneurial and commercial.** Can help manage project risks inherent in major infrastructure and rail systems projects through prior experience delivering and operating large railway systems and managing infrastructure.

The Development partner is expected to collaborate in good faith and bring forward solutions that create the highest value to Member States. TKR-PMO is looking for a Development Partner who holds similar values, shares its ambitions for the future of the railway line and is willing to work openly, transparently and closely with TKR-PMO to ensure successful project delivery and execution.

SECTION 5: EXPRESSION OF INTEREST [EOI] COVER LETTER

I/We _____

[name of company, close corporation or partnership]

of [full address] _____

_____ carrying on business under style or title of [trading as]

represented by _____

in my capacity as _____

being duly authorized, hereby lodge an **EOI** in the Funding and Development, Operate and Transfer of the Proposed New and/or upgrading TKR Line underpinned by the Construction of the New Railway line and upgrading of existing railway line between Mmamabula (Botswana) and Walvis Bay (Namibia), i.e. TKR Line as follows:

ADDRESS FOR NOTICES

Respondent to indicate its domicilium citandi et executandi hereunder:

Name of entity: _____

Facsimile: _____

Address: _____

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

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

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

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

(iii) Full name(s) of director/member(s): Address/Addresses: ID Number/s:

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CONFIDENTIALITY

All information related to a subsequent contract, both during and after completion, is to be treated with strict confidentiality. Should the need however arise to divulge any information gleaned from provision of the Services, which is either directly or indirectly related to TKR-PMO, written approval to divulge such information must be obtained from TKR-PMO.

RETURNABLE DOCUMENTS

Returnable Documents means all the documents, Sections and Annexures, as listed in the tables below. There are three (3) types of returnable documents as indicated below and Respondents are urged to ensure that these documents are returned with their EOIs based on the consequences of non-submission as indicated below:

Mandatory Returnable Documents	Failure to provide all these Mandatory Returnable Documents at the Closing Date and time of this EOI <u>will</u> result in a Respondent’s disqualification.
Returnable Documents Used for Scoring	Failure to provide all Returnable Documents used for purposes of scoring an EOI, by the closing date and time of this EOI will not result in a Respondent’s disqualification. However, Respondents will receive an automatic score of zero for the applicable evaluation criterion.

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

a) Respondents must submit with their responses to this EOI, **as a requirement**, all the document indicated below with a [√].

Minimum Requirements Returnable documents	Submitted [√]
INVITATION TO EOI	
Expression of Interest form cover letter	

Minimum Requirements Non-Returnable	Submitted [√]
REQUEST FOR EXPRESSIONS OF INTEREST	
Proof of Eligibility:	
BOTSWANA	
<ul style="list-style-type: none"> • Certified copies of valid Certificate of Incorporation/Business registration 	
NAMIBIA	
<ul style="list-style-type: none"> • Certified copy of the company registration certificate 	
FOREIGN COMPANIES	
<ul style="list-style-type: none"> • Certified copy of the company registration certificate or similar documentation from country of origin 	
JOINT VENTURE	
<ul style="list-style-type: none"> • Certified copies of Joint Venture Agreement 	

CONTINUED VALIDITY OF RETURNABLE DOCUMENTS

The Respondent will be required to ensure the validity of all returnable documents, for the duration of any contract emanating from this EOI process.

SIGNED at _____ on this _____ day of _____ 20__

SIGNATURE OF WITNESSES

ADDRESS OF WITNESSES

1 _____

Name _____

2 _____

Name _____

SIGNATURE OF RESPONDENT'S AUTHORISED REPRESENTATIVE: _____

NAME: _____

DESIGNATION: _____

SECTION 6: CERTIFICATE OF ACQUAINTANCE WITH EOI, TERMS & CONDITIONS & APPLICABLE DOCUMENTS

By signing these EOI documents, the Respondent is deemed to acknowledge that he/she has made himself/herself thoroughly familiar with all the conditions governing this EOI, including those contained in any printed form stated to form part hereof including but not limited to the documents stated below. TKR-PMO will recognize no claim for relief based on an allegation that the Respondent overlooked any such term or condition.

Non-disclosure Agreement

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

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

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

SIGNED at _____ on this _____ day of _____ 20

SIGNATURE OF WITNESSES

ADDRESS OF WITNESSES

1 _____
Name _____

2 _____
Name _____

SIGNATURE OF RESPONDENT'S AUTHORISED REPRESENTATIVE: _____

NAME: _____

DESIGNATION: _____

SECTION 7: EOI CLARIFICATION REQUEST FORM

EOI No: **TKR-PMO/EOI-01/2023-24**

Deadline for EOI clarification submissions: 14 days before closing date

TO: TKR-PMO ATTENTION: Procurement Office

EMAIL procurement@tkrpmo.com

DATE:

FROM:

REQUEST FOR EOI CLARIFICATION:

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SECTION 8: - RESPONDENT'S DISCLOSURE

1 PURPOSE OF THE FORM

- 1.1 Any person (natural or juristic) may make an offer or offers in terms of this invitation to EOI. In line with the principles of transparency, accountability, impartiality, and ethics as enshrined in the Constitution of the Republic of Namibia and the Republic of Botswana and further expressed in various pieces of legislation, it is required for the Respondent to make this declaration in respect of the details required hereunder.
- 1.2 Where a person/s are listed in the Register for Tender Defaulters and / or the List of Restricted Suppliers, that person will automatically be disqualified from the EOI process.

2 Respondent's declaration

- 2.1 Is the Respondent, or any of its directors / trustees / shareholders / members / partners or any person having a controlling interest in the enterprise, employed by the state? **YES/NO**
- 2.2 If so, furnish particulars of the names, individual identity numbers, and, if applicable, state employee numbers of sole proprietor/ directors / trustees / shareholders / members/ partners or any person having a controlling interest in the enterprise, in table below.

Full Name	Identity Number	Name of State institution

- 2.3 Do you, or any person connected with the Respondent, have a relationship with any person who is employed by the procuring institution? **YES/NO**

If so, furnish particulars:

.....

2.4 Does the Respondent or any of its directors / trustees / shareholders / members /partners or any person having a controlling interest in the enterprise have any interest in any other related enterprise whether or not they are respondent for this EOI?

If so, furnish particulars:

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.....

3 DECLARATION

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

- 3.1 I have read and I understand the contents of this disclosure;
- 3.2 I understand that the accompanying EOI will be disqualified if this disclosure is found not to be true and complete in every respect;
- 3.3 The Respondent has arrived at the accompanying EOI independently from, and without consultation, communication, agreement or arrangement with any competitor. However, communication between partners in a joint venture or consortium will not be construed as collusive response.
- 3.4 In addition, there have been no consultations, communications, agreements or arrangements with any competitor regarding the quality, quantity, specifications, prices, including methods, factors or formulas used to calculate prices, market allocation, the intention or decision to submit or not to submit the EOI, responding with the intention not to win the EOI and conditions or delivery particulars of the products or services to which this EOI invitation relates.
- 3.5 The terms of the accompanying EOI have not been, and will not be, disclosed by the Respondent, directly or indirectly, to any competitor, prior to the date and time of the official EOI opening or of the awarding of the contract.
- 3.6 There have been no consultations, communications, agreements or arrangements made by the Respondent with any official of the procuring institution in relation to this procurement process prior to and during the submission process except to provide clarification on the EOI submitted where so required by the institution; and the Respondent was not involved in the drafting of the specifications or terms of reference for this EOI.
- 3.7 I am aware that, in addition and without prejudice to any other remedy provided to combat any restrictive practices related to EOIs and contracts, EOIs that are suspicious will be reported to the Competition Authorities in both Member States.