

TENDERING GUIDELINES

1. FRAMEWORK AGREEMENT FOR THE PURCHASE OF CRUDE OIL AND OIL PRODUCTS

2. FRAMEWORK AGREEMENT FOR CSO-TICKETS

PROCEDURE NO. COVA/2020/1

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I. GENERAL INFORMATION

1.1 Definitions

Definition	Meaning
ESPD	European Single Procurement Document (see section 2.1)
Framework Agreement for the purchase of crude oil and oil products	Framework Agreement for the purchase of crude oil and oil products concluded in 2020
Framework Agreement for CSO-tickets	Framework Agreement for disposition rights for crude oil and oil products concluded in 2020
Framework Agreement 2016	Framework Agreement for purchase of crude oil and oil products concluded in May 2016
Framework Agreement 2018	Framework Agreement for disposition rights for crude oil and oil products concluded in May 2018
Framework Agreements	Both Framework Agreement for purchase of crude oil and oil products and Framework Agreement for disposition rights for crude oil and oil products
Mini-tender	A tender COVA will issue for the purchase of crude oil and oil products (Purchase-tender) or CSO-tickets (CSO-ticket tender) from time to time
Procurement Act	Dutch Public Procurement Act 2012 (in Dutch: <i>Aanbestedingswet 2012</i>)
Selected Sellers	Sellers of crude oil and oil products or CSO tickets who filed the documents as stated in section 2.1 and have concluded a Framework Agreement with COVA
Tender	Tender of the Framework Agreements
Tenderer	Party who want to submit a tender for one or both Framework Agreements
Tender Guidelines	This document with its appendices

1.2 About COVA

COVA is the Stichting Centraal Orgaan Voorraadvorming Aardolieproducten (the Dutch Petroleum Stockpiling Agency) as referred to in article 1, of the 2012 Dutch Oil

Stockpiling Act (in Dutch: *Wet voorraadvorming aardolieproducten 2012*). It has its statutory seat in Rotterdam, The Netherlands and is registered there with the chamber of commerce under number 24134320.

COVA is the independent national organisation that is responsible for managing a part of the strategic oil stocks of the Netherlands. The aim of COVA is to fulfil, on behalf and by mandate of the Minister of Economic Affairs and Climate Policy, the purchase, sale and storage of crude oil and oil products based on the requirements set by the International Energy Agency (IEA) and the European Union (EU). COVA's function is to maintain the quantities of compulsory stocks imposed under prevailing legislation, both as crude and products, at the lowest possible cost. COVA is a non-profit foundation, as defined in articles 20-27 of the 2012 Dutch Oil Stockpiling Act.

1.3 Framework Agreements

The Framework Agreement 2016 will be terminated ipso jure at 31 May 2020. The Framework Agreement 2018 was terminated early by COVA. Therefore, that Framework Agreement ends 30 June 2020. COVA wishes to replace these framework agreements with new Framework Agreements. In these Tender Guidelines COVA puts these Framework Agreements to tender.

The purpose of this Tender is to form a shortlist of Selected Sellers of crude oil and oil products and/or CSO tickets. In this respect COVA has approached companies that are already a supplier under the current framework agreements. Sellers that have not received an invitation by COVA, but are willing to conclude the Framework Agreements with COVA, are also invited to submit these documents.

COVA concludes the Framework Agreements with Selected Sellers. The Framework Agreements will be concluded for a period of four (4) years, until 31 May 2024.

COVA will accept the Tender of Tenderers and conclude the Framework Agreements with Tenderers that:

- i. Fill in a European Single Procurement Document (section 2.1);
- ii. Sign one or both Framework Agreements; and
- iii. Comply with the General Terms & Conditions of COVA (Appendix B en C).

As with the existing framework agreements, concluding these Framework Agreements will mean the acceptance of the terms and conditions for future Mini-tenders that COVA will issue from time to time. Selected Sellers are not obliged to either sell crude oil and oil products by entering the Framework Agreements and have no obligation to submit an offer for the Mini-tenders.

If COVA wants to purchase crude oil and oil products and/or CSO-tickets during the term of the Framework Agreements, COVA will:

- i. Invite all the Selected Sellers to make an offer by submitting an offer;
- ii. Invite certain Selected Sellers to make an offer by submitting a Tender; or
- iii. Enter into negotiations with one Selected Seller or a third party.

COVA will make its choice for the above mentioned options based on objective grounds. COVA is not obliged to buy crude oil and oil products or CSO-tickets exclusive under this Framework Agreement.

1.4 Type of tender procedure

COVA opted to put the Framework Agreement out to tender in accordance with the Open Procedure, article 2.26 Procurement Act.

1.5 Lot layout

This Tender is divided in two lots:

1. Framework Agreement for purchase of crude oil and oil products;
2. Framework Agreement for CSO-tickets.

Each Tenderer can choose to submit a Tender for the Framework Agreement for purchase of crude oil and oil products or the Framework Agreement for CSO-tickets. Tenderers are not obliged to submit a Tender for both lots.

The lots will be awarded separately. Tenderers could be on the shortlist for the Framework Agreements: for purchase of crude oil and oil products, or for CSO-tickets. If a Tenderer wants to submit a Tender for both lots, the Tenderer needs to sign both Framework Agreements and send them to COVA.

1.6 Opportunity to submit questions

These Tender Guidelines and its appendices were drawn up with due care. However, should you detect any inaccuracies, procedural errors and/or inconsistencies when reading this document and its appendices, you must report these **until 11 March 2020 11:00 a.m. (GMT+1)**, by e-mail to cova-tender@cova.nl, stating "Tender number COVA 2020/1". A Tenderer that omits to do so before the abovementioned date, will forfeiture its rights. During this Tender, there will be one (1) round in which Tenderers can ask questions.

Any questions about this Tender or the Tender Guidelines directly asked to COVA employees will not be answered. COVA will refer the Tenderer to send their question to cova-tender@cova.nl.

1.7 Summary of Additional Information and Changes

All inaccuracies and the questions submitted by Tenderers and the corresponding answers will be included in the Summary of Additional Information and Changes (in Dutch: *Nota van Inlichtingen*) and will be incorporated in a final version of the Framework Agreement, which will be dispatched on the date specified in section 1.9 and forms an integral part of the Framework Agreement.

1.8 Document Hierarchy

The document hierarchy is as follows during this Tender and the performance of the Framework Agreements:

- i. Submitted offer by Tenderer (Framework Agreement(s) including appendices);
- ii. Summary of Additional Information and Changes;
- iii. Tender Guidelines.

1.9 Timetable

Please be aware that due to technical issues with TenderNed and TED key deadlines **have been delayed** for COVA's European tender procedure for two Framework Agreements (COVA/2020/1). A summary of the changes can be found hereunder:

	Former Dates	New Dates	Tender step
1.	15 January 2020	14 February 2020	Official announcement of the Tender (after resubmission in TenderNed)
2.	11 February 2020 11:00 a.m. (GMT+1)	11 March 2020 11:00 a.m. (GMT+1)	Deadline for submitting questions
3.	14 February 2020	13 March 2020	Publication of Summary of Additional Information and Changes
4.	26 February 2020 11:00 a.m. (GMT+1)	25 March 2020 11:00 a.m. (GMT+1)	Deadline for sending signed Framework Agreement(s) and ESPD to cova-tender@cova.nl
5.	27 – 28 February 2020	26 March 2020	Award verification
6.	2 March 2020	27 March 2020	Preliminary award
7.	2 March 2020 – 14 May 2020	30 March – 14 May 2020	Selected Seller will have to send their means of proof to cova-tender@cova.nl
8.	15 May 2020	15 May 2020	Final award

The tender guideline document has been adjusted accordingly.

We apologize for this inconvenience but nevertheless welcome your participation to our tender. In case of questions please contact Teunis van Eijk (vaneijk@cova.nl).

1.10 Selected Sellers points of contacts

COVA requires that contact with the Selected Seller will be via a single point of contact. Please specify the name, direct telephone number and the contact's e-mail address in Part II B of the ESPD. If you want to change this point of contact, please report the new contact details as soon as possible by e-mail to cova-operations@cova.nl.

1.11 Applicable legislation

This Tender is performed in accordance with the general European Directive 2014/24/EU as implemented in the Procurement Act and it also complies with the Dutch, European and international regulations on minimum stocks of crude oil and petroleum products.

Disputes arising in connection with this Tender, the Framework Agreement, the Mini-tender(s) and contracts under the Framework Agreement are governed solely by the law of the Netherlands, to the exclusion of the Vienna Convention of 11 April 1980 on Contracts for the International Sale of Goods. The competent court in Rotterdam shall have exclusive jurisdiction.

II. TENDER PROCEDURE

2.1 Which documents should be sent to COVA to submit a Tender?

A Tenderer can submit a Tender by meeting the following criteria:

- i. Filling in the ESPD;
- ii. Signing:
 - a. Framework Agreement for purchase of crude oil and oil products; **and/or**
 - b. Framework Agreement for CSO-tickets;
- iii. Sending an extract of the Commercial Register.

Send these documents by e-mail to cova-tender@cova.nl **before 25 March 2020, 11 a.m. (GMT+1)**.

European Single Procurement Document (ESPD)

By filling in the ESPD, Tenderers declare that they do not fulfil the grounds for exclusion and termination as mentioned in Part III of the ESPD.

Please read the applicable exclusion grounds in Part III of the ESPD carefully. COVA will assess the Tenderer against these criteria. If a Tenderer does not comply with these

criteria, this will lead to exclusion of the Tenderer from participation in this Tender¹. Signed Framework Agreements will be considered as a signed ESPD.

For completion of the ESPD file, please follow next steps:

1. Copy the xml-file below to your computer:



uea_251605_202001
15110740.xml

2. Click on the following link or copy this link to your browser:
<https://espd.eop.bg/espd-web/filter?lang=en>.
3. On the webpage choose for the option 'I am an economic operator' and for 'Import ESPD'.
4. Upload in the next field the espd-request.xml file from your computer.
5. Select the country where your legal entity is located and click 'Next'.
6. You now will see the ESPD file for completion.

If a Tenderer wants to submit a Tender for both Framework Agreements: for the purchase of crude oil and oil products, and for CSO-tickets, **only one (1) ESPD** has to be send by e-mail to COVA.

Framework Agreements

As a Tenderer, you can choose for which lot you submit a Tender. You are not obliged to submit a Tender for both Framework Agreements. It is up to the Tenderer to choose the Framework Agreement of his liking and to become a Selected Seller for the Mini-tenders under this Framework Agreement.

The Framework Agreements must be printed, signed by a duly authorised representative(s) and be scanned into a document. Please be informed that an extract of the Commercial Register (Chamber of Commerce, or similar) shows who is authorised to legally represent the Tenderer. Please attach an extract of the Commercial Register (Chamber of Commerce, or similar) not older than six (6) months, that shows who is authorised to legally represent the Tenderer.

The authorised representative(s) must be identified on the ESPD (Part VI) too. An unsigned, not duly signed, unauthorized signed Framework Agreement or incomplete ESPD will lead to the Tenderer's exclusion. Only an obvious error in writing, which does not change the content of the Tender, can be rectified.

¹ Article 2.86 and 2.87 of the Procurement Act.

2.2 Additional conditions

The following additional conditions also apply to this Tender:

- a. By signing the Framework Agreements the Tenderer is considered to have signed the ESPD.
- b. By submitting a Tender, in this case consisting of duly signed Framework Agreements and a filled in ESPD, the Tenderer declares that it agrees to the provisions of these Tender Guidelines and its appendices.
- c. Tenders must not entail any costs for COVA.
- d. Tenders must be drawn up without reservation of rights.
- e. Tenders, correspondence and contact must be in English.
- f. By participating in this Tender the Tenderer expressly waives his own (general and specific) terms and conditions, sectorial conditions or other conditions.
- g. The Framework Agreements will not be concluded with the Selected Seller until the Selected Seller has submitted the means of proof as mentioned in section 2.3. Selected Sellers who did not submit the means of proof, cannot submit a Tender for a Mini-tender.
- h. Tenderers must notify COVA as soon as possible of any changes or imminent changes to their operations which affect the progress and finalisation of the Tender or which affect the business activities relevant to this Tender. COVA reserves the right to disregard the Tender on these grounds and not consider it any further.
- i. Throughout the duration the Framework Agreement(s), the Tenderer must have an equity capital of at least EUR 250,000.- and a positive operational cashflow. COVA is entitled to request the information necessary to check the Selected Seller at this point.
- j. Tenderers must meet the criteria stated in the ESPD to tender throughout the duration of this agreement. Therefore Tenderers are obliged to notify COVA if the information they have provided is no longer accurate or current.
- k. COVA will treat the content of the Tenders and correspondence confidentially.
- l. The information provided by Tenderers will not be returned once the Tender has been completed.
- m. The risk of information and/or answers being missing due to the incorrect or incomplete inclusion of overviews, data or statements rests entirely with the Tenderer; depending on the nature and severity of the omission or inaccuracy, this may lead to the exclusion of the Tenderer.

2.3 Means of proof

After the Framework Agreement has been provisionally awarded, the Selected Sellers have to submit means of proof, before 14 May 2020, from which it is apparent that the Tenderer fulfills these criteria. The means of proof exist of:

- i. Certificate of good conduct for procurements, issued no less than two (2) years prior to the deadline to submit a Tender (see section 1.9)² i.e. issued after 26 February 2018;
- ii. A statement from the tax authorities stating that the Tenderer fulfilled its tax duties, issued no less than six (6) months prior to the deadline to submit a Tender (see section 1.9)³ i.e. issued after 26 August 2019

If your registered office is situated outside the EU, please contact Teunis van Eijk at vaneijk@cova.nl for information about the means of proof.

Please be aware that preparation of these documents may take several weeks, sometimes up to 8 weeks.

If the Tenderer is unable to submit these documents, the Tenderer is not allowed to participate in a Mini-tender under one of the Framework Agreements.

2.4 Awarding the Framework Agreement and Alcatel period

If a Tenderer wants to conclude the Framework Agreements with COVA, it must fulfil the criteria as mentioned in these Tender Guidelines (especially section 2.1). COVA will assess the submitted documents (the signed Framework Agreements and filled in ESDP).

If a Tenderer fulfils all the criteria, COVA will accept the Tender and notify the Tenderer by the date and time as stated in section 1.9 of these Tender Guidelines by e-mail of the provisional award decision. After that, the Selected Sellers will have to submit the means of proof as mentioned in section 2.3.

Those whose Tenders have been rejected will be informed in this notification of the reasons of rejection and of the names of the Selected Sellers. Tenderers wishing to appeal against the rejection must do so by initiating summary proceedings within a period of 20 calendar days ("Alcatel Period") as mentioned in the provisional award decision.

² As referred to in article 2.89(2) and articles 2.86 and 2.87 of the Procurement Act (in Dutch: *Gedragsverklaring aanbesteden*).

³ As referred to in article 2.89(3) and article 2.87(1)(d) 87 of the Procurement Act (in Dutch: *Verklaring van de belastingdienst*).

After the Alcatel Period the taken decision is final and non-selected Tenderers can no longer object against it. If the period is expired, COVA will be free to proceed in effectuating the Framework Agreement by drawing up the list of Selected Sellers. COVA will publish this definitive award decision by e-mail.

The Framework Agreements will only be definitively awarded by COVA if the Selected Seller has submitted the means of proof. The Selected Seller will receive a confirmation by e-mail.

III. OVERVIEW OF DOCUMENTS

Please find an overview of all documents in this Tender:

1. ESPD Xml-file
2. Framework Agreement for purchase of crude oil and oil products
 - A. Purchase Contract of crude oil and oil products specimen
 - B. General Terms & Conditions for purchase
 - C. General Terms & Conditions for sale
3. Framework Agreement for disposition rights (CSO-tickets)
 - A. CSO Ticket Purchase Contract specimen
 - B. General Terms & Conditions for purchase

1. Please see earlier instruction to complete the ESPD with use of the following file:



uea_251605_202001
15110740.xml



2.A. Purchase
Contract of crude oi



2+3 B. GTC
Purchase 3May2016.



2.C. GTC Sale
3May2016.pdf



3.A. CSO Ticket
Purchase Contract s