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وزارت صنعت، معدن و تجارت

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P . E . I . S . E . Z
PARSIAN ENERGY INTENSIVE
INDUSTRIAL SPECIAL ECONOMIC ZONE



PARSIAN ENERGY-INTENSIVE INDUSTRIAL SPECIAL ECONOMIC ZONE

GUIDELINE FOR LAND ALLOCATION AND TRANSFER IN PETROCHEMICAL SITE

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1. Generalities

1. 1. Foreword: The country's macroeconomic policies are focused on optimal utilization of energy resources. This emphasis is based on the fundamental role of oil and gas resources in energy supply of various production areas and the country's revenues. Iran, having an important share in global oil and gas reserves, holds an important place in the world energy supply.

In keeping with the policy of optimal utilization of oil and gas resources, particularly of South Pars gas field, production of processed oil and gas products and decreasing its sales as crude, and also development of energy-intensive industries, is emphasized in socio-economic development programs of the country. In its directive titled as "Planning Scheme of Areas Affected by South Pars Gas Field", the council of Ministers defined tasks for executive agencies in charge of development of energy-intensive industries in Persian Gulf coastal areas. In the framework of the above directive, the Ministry of Industry, Mine and Trade, as trustee of the country's industry and mines, has been carrying out the policy-making, planning and realization of the energy-intensive industries development strategy that is to have at hand.

Establishment of energy-intensive industries (steel, aluminum, petrochemicals, power generation, cement, etc.) on the southern coast of the country is one of the strategies considered for the use of gas in industries whose products can earn the country an added value which is several times greater than the natural gas price. Serious measures have been taken in this field since 1998, concurrent with the development of South Pars Special Economic Energy Zone. Organized planning was conducted in 2003, in the process of final drafting and approval of the 4th National Socio-Economic Development Plan.

By allocating part of the South Pars gas resources to develop Energy-intensive Industries, which is one of the strategies outlined in the country's national policy documents, about 2 million jobs will be created. Given the household size of about 3.5 people for each job opportunity, settlement of about 7 million people in the southern coast is possible. Thus, through this plan, part of the marginal areas of the country is extricated from underdevelopment and this will lead to balanced development and distribution of population in the country.

Considering effective factors in site selecting, nine sites were identified in the southern coasts, and Lamerd and Parsian sites were chosen as the best options for the establishment of energy-intensive industries; Parsian site is off the coast of Persian Gulf and the Lamerd site in the hinterland with connectivity to the coast. Littoral areas were selected due to the potential for establishment of port facilities and establishment of intermediate industries, and due to significant vastness for establishment of downstream energy-intensive industries and residential development.

The Parsian site is located in Hormozgan Province, close to Parsian City, with an area of 9800 hectares. Boundaries of the site are as follows: (a) to the north, it is bordered by Daka and Omani villages, south of Bushehr-Bandar Abbas main road; (b) to the south, Persian Gulf coast; (c) to the West, it is bordered by local access road between the fork from Bushehr-Bandar Abbas main road toward Kooshkenar and its extension up to 1500 meters east of Taban port; (d) to the east, it is bordered by Milki village toward south to Kooshkenar-Setlou road junction and its hypothetical extension up to three kilometers east of Ammariyeh coast.

Among Parsian site's features that allow utilization of energy-intensive industries, are:

- n Proximity to South Pars gas field;
- n Proximity to open waters;
- n Suitable depth of the sea;
- n Access to sea transportation routes;
- n Availability of sweet gas resources with a capacity of about 120 million cubic meters per day (Tabnak, Shanoul, Varavi and Homa fields);
- n Access to infrastructures available in Sites 1 and 2 of South Pars Gas Field (Persian Gulf International Airport, pier).

Land use of Parsian site is shown in Figure 1.

1.2. Introduction: Parsian Energy-intensive Industrial Special Economic Zone is located at the westernmost point of the Hormozgan Province, close to Parsian City and adjacent to Pars Special Economic Energy Zone (Assalouyeh). The approved site area is about 9800 hectares. This area is one of the poles of future development in the country, providing the possibility for establishment of various energy-intensive industries due to economic, social, political-security, environmental and geographical factors. This area is ready to receive Investors who are aware of the benefits of investing in this area. Determination of the region's managers is also set at providing conditions that while facilitating the investment climate, it would attract a greater number of Investors to the region through offering appropriate incentives.

Paving the way for the development of investment in energy-intensive industries and creating a trustful atmosphere for Investors, has multiplied the importance of using proper methods of land transfer and optimum use of these lands. Although, the allocation of land to various activities and industries in the region is carried out within the framework of comprehensive and detailed plans, transferring land to different industries requires appropriate criteria for land allocation to each industry. Apart from issues related to the transfer method, optimizing the land scale for activities in various industries, due to the multiplicity of issues, require high precision. For example, the characteristics of the petrochemical industry, considering the technology used, the

supply chain, utility and feed stock, storage of products, etc., require special considerations in land allocation.

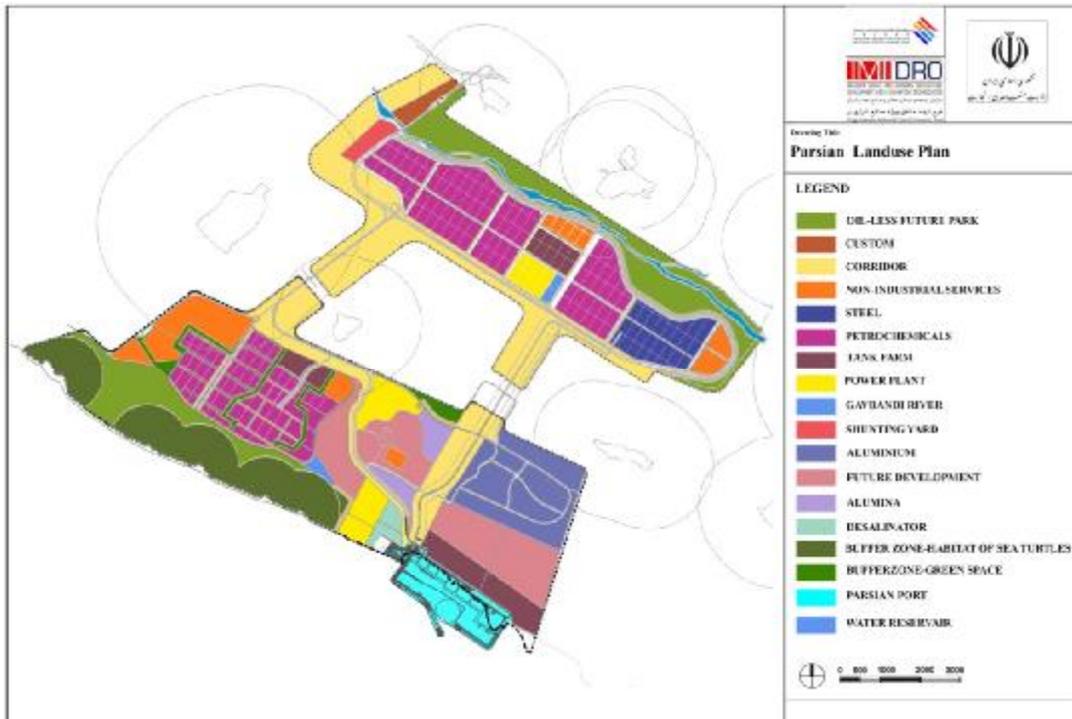


Fig 1. Land Use of Parsian Site

Source: Rah Shahr International Group, 2016

Since investment requires possessing of various information including information about land and conducting studies in different stages, conclusive land transfer process is predicted to be a multi-step process undertaken within a year. Figure 2 shows the process of transferring land to Investors in three steps of (a) preliminary allocation of land; (b) conditional land transfer; and (c) conclusive land transfer.

On the one hand, this would give Investors time to carry out studies and scrutinize the land scope and supply chain, and on the other, this will enable the region's management to plan and take necessary measures to fulfill their obligations towards stakeholders and meet their relative demands, and also plan for integrated development of the region.

The present Guideline describes the process of allocation and transfer of land to applicants willing to invest in Petrochemical Industries Site of Parsian Energy-intensive Industrial Special Economic Zone.

It is hoped that with joint efforts of Investors, regional managers and authorities, we will witness the establishment of industrial units and their operations in the near future.

1.3. Definitions:

Investee means Parsian Energy-intensive Industrial Special Economic Zone Organization.

Investor means Legal entities applying for investment in the petrochemical site of the Zone;

Investor Representative means the individual designated by the Investor to be the Investor's contact person and will be responsible to (i) provide and receive information; and (2) submit documents and materials as required and as included in this guideline.

Investee Representative means the individual designated by the Investee to be the Investee's contact person and source of information regarding this guideline.

Land Transfer Committee means the committee composed of representatives designated by the Iranian Mines and Mining Industries Development and Renovation Organization (IMIDRO);

Project means the project or plan that Investors want to implement in the Parsian Energy-intensive Industrial Special Economic Zone;

Zone means Parsian Energy-intensive Industrial Special Economic Zone;

1.4. Objectives. The objectives of this guideline include:

- n creating a consistent system to allocate and transfer land to Investors within the Zone in a short period of time;
- n increasing the Investor confidence and attracting investment to the Zone; and
- n providing an auspicious environment to expedite commencement of industrial activities within the Zone.

1.5. The land allocation and transfer process. The process of allocating and transferring land to Investors will be multi-step and is anticipated to be carried out within a year. Figure 2 shows the process in three steps of (a) preliminary allocation of land; (b) conditional land transfer; and (c) conclusive land transfer. Investors are invited to submit specific documents at each step. Positive evaluation of documents and materials submitted and negotiation with Investors will be the basis for land allocation and transfer within this process. The process is briefly described below:

Note: The process will be expedited if the Investor submits all required documents in advance.

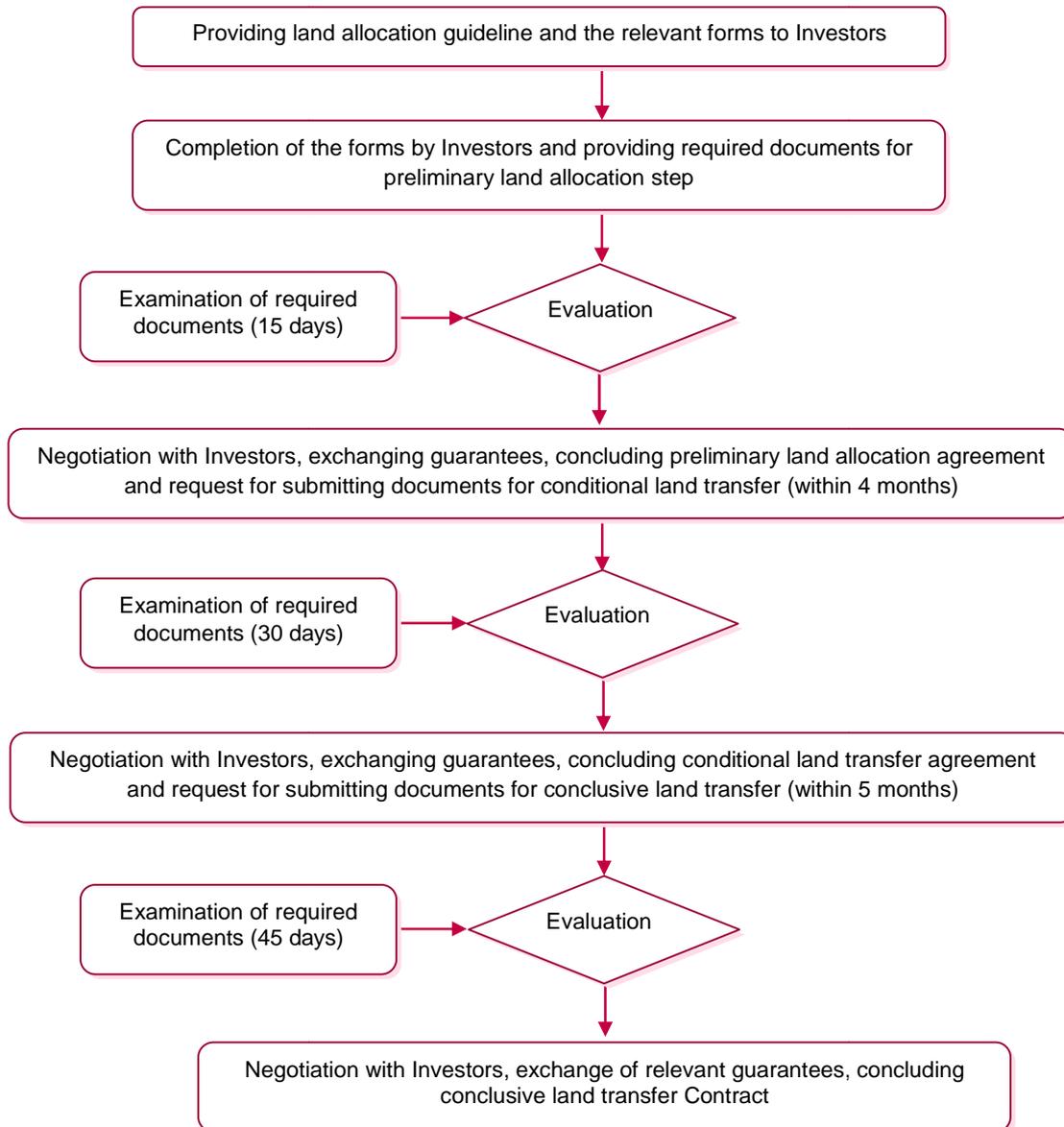


Figure 2. The land allocation and transfer process

A. Preliminary allocation of land. To pave the ground for Investors to perform preparatory studies and measures, the land will be allocated on a preliminary basis as a first step. Document submittal requirements for preliminary allocation of land are described in section 3.2.1 of this guideline. The examination of documents and materials will be carried out by the land transfer committee within fifteen (15) days. All documents and materials will be reviewed for the responsiveness to the requirements set forth in this guideline. By acceptance of submittals, Investors will be invited to negotiate, exchange relevant guarantees

and sign the “Preliminary Allocation of Land Agreement” and submit relevant documents for the next step within four (4) months.

B: Conditional land transfer. After scrutinizing the Project among the effective measures taken by the Investors such as completing the production chain, acquiring technical know-how, etc., Investors can then apply for the conditional land transfer step. Submittal requirements for this step are explained in section 3.2.2 of this guideline. Review and examination of submitted documents and materials will be carried out within thirty (30) days. By acceptance of submittals, Investors will be invited to negotiate, exchange relevant guarantees and sign the “Conditional Land Transfer Agreement” and submit relevant documents for the next step within four (5) months.

C. Conclusive land transfer. Document submittal requirements for conclusive land transfer are described in section 3.2.3 of this guideline. Review and examination of submitted documents and materials will be carried out in forty-five (45) days. If documents and materials deem responsiveness to the requirements set forth in this guideline, Investors will be invited to negotiate, exchange relevant guarantees and sign the “Conclusive Land Transfer Contract”.

1.6. Responsibility for review and examination of documents and land transfer:

Review, examination and evaluation of the documents submitted by Investors, negotiation with Investors and all decisions relevant to the preliminary allocation of land, conditional and conclusive transfer of the land is the responsibility of land transfer committee.

1.7. Ownership, use and publication of submitted materials:

All information, documents and materials submitted in response to this guideline are property of the Investors. The Investee can use submitted materials but cannot release them. To ensure non-disclosure of contents, a Non-Disclosure Agreement (NDA) (attached to this guideline as Appendix 1) will be signed between Investor and Investee.

1.8. Disclaimer.

Submitting materials, documents and information does not create or be deemed to create any obligation upon the Investee to transfer land to the Investor. Preliminary allocation of land, conditional and conclusive land transfer are conditional upon evaluation of documents and materials submitted and negotiations.

1.9. Reserved Rights. The Investee reserves to itself the following rights:

- n to amend guideline based on new assumptions and requirements;
- n to request additional information and documentation from Investors;
- n to communicate with previous employers, banks and other authorities and request information on Investors.

2. Commitments

2. 1. The Investee Commitments: In order to facilitate investment and accelerate the establishment and operation of industrial units, the Investee has the following responsibilities:

- n Provision of land for Investors, according to the Zone's Master Plan;
- n Planning to provide water, electricity, telecommunications and network construction;
- n Planning for construction and operation of the port and pier;
- n Planning to establish facilities used for non-invasive defense and emergency situations (fire stations and medical centers);
- n Construction of roads outside the "Project" and if necessary, railway;
- n Construction of wastewater treatment and solid waste disposal facilities in the Zone in accordance with national standards;
- n Collaboration in supplying feedstock;
- n Collaboration with Investors in obtaining necessary permits and operating licenses;
- n Determining the regulatory requirements governing the "Zone";
- n Monitoring of service provision in the Zone.

2. 2. The Investor Commitments: Besides submitting documents as requested and as included in this guideline, Investors are assumed to take the following responsibilities:

- n Providing the necessary guarantees to reimburse all fees and costs identified by the Investee including the land price, costs associated with the provision of utility (utility split and demand), etc.;
- n Implementation of the "Project" based on the Project Implementation Plan provided by the Investor;

Noticeably, the above requirements will be determined while concluding agreements/ contracts.

3. Format and Content

- 3. 1. General Instruction:** Documents submitted in response to this guideline shall be written in the English or Persian language and shall provide cost references in Euros or the equivalent Rials (according to the official exchange rate published by the Central Bank of the Islamic Republic of Iran at that time). For the purposes of this guideline, all Investors are requested to employ the referenced “Form” documents as required and as included in this guideline. Providing clear answers and description of the experience, capabilities and resources of the Investors, will accelerate the examination of documents. Investors are requested to submit documents in precise order posed in Section 3.2 (*Content and Organization*).
- 3. 2. Content and Organization:** Investors are requested to submit one (1) marked original hard copy of required documents, along with an electronic copy (pdf format) on a separate CD-ROM. Documents to be submitted are in accordance with the land allocation and transfer process outlined in section 1.5 (land allocation and transfer process) and are as follows:
- n Step I: Documents to be submitted for preliminary allocation of land include Project profile and Investor's information;
 - n Step II: Documents to be submitted for conditional transfer of land are divided into three sections: (1) design, technical knowledge and construction; (2) management and operation; and (3) financial;
 - n Step III: Documents to be submitted for conclusive transfer of land are divided into three sections: (1) design, technical knowledge and construction; (2) management and operation; and (3) financial.

3. 2. 1. Document Submittal Requirements for preliminary allocation of land. All submittals must contain the following components, submitted in the order listed below:

Table 1: Submittal Requirements for preliminary land allocation step

Investor Information and Project Profile	(a) Form A: Land Request Letter
	(b) Forms B-1 & B-2: Investor summary information and Investor’s other key firms information (if applicable)
	(c) Form C: Background Qualification Questionnaire (“BQQ”)
	(d) Form D: Project Specification
	(e) Form E: Technical (design and construction) Qualifications - oil, gas and petrochemical industries:
	(f) Form F: Management and Operation Qualifications - oil, gas and petrochemical industries
	(g) Form G: Marketing Qualifications - Marketing and trade of hydrocarbon products
	(h) Form H: Financial Qualifications – Investment in industrial projects
	(i) Form I: Resumes
	(j) Teaming Agreement(s)
	(k) Article of Association
	(l) Gazette and formal notice of the latest changes of the entity
	(m) Registration Documents

a. Form A: Land Request Letter can be prepared in accordance with Form (A). This letter should be printed on the Investor company letterhead. For Investors that are joint ventures, partnerships or consortium, such letter must have appended to it letters on the letterhead stationery of each member, executed by authorized representatives of the member.

b. Forms B-1 and B-2: Investor Summary Information: A single Form B-1 containing the summary information should be completed. A separate Form B-2 for each other firms teamed with the Investor should be completed too.

- c. **Form C: Background Qualification Questionnaire (BQQ):** Investors (and each member of the Investor if it is a consortium, joint venture, partnership or any other form of an association) are requested to submit a completed BQQ.
- d. **Form D: Project Specification.** Preliminary specifications of the “Project” can be submitted in accordance with the requirements outlined in Form D.
- e. **Form E: Technical (design and construction) Qualifications - oil, gas and petrochemical industries.** Investors are requested to provide details for a minimum of one (1) oil, gas and petrochemical project (design and construction) in compliance with the requirements set forth in Form E. If the company is subsidiary of a parent company, experiences of the parent company should be completed in a separate form.
- f. **Form F: Management and Operation Qualifications - oil, gas and petrochemical industries.** Investors are requested to provide details for a minimum of one (1) project in compliance with the requirements set forth in Form F. If the company is subsidiary of a parent company, experiences of the parent company should be completed in a separate form. If the Investor does not have such experience, it must have competent person(s) in this field and his/her/their resume shall be submitted in accordance with Form I requirements.
- g. **Form G: Marketing Qualifications.** Investors are requested to provide details for a minimum of one (1) project performed in relation to market development of oil, gas, hydrocarbon and petrochemical products in compliance with the requirements set forth in Form G. If the company is subsidiary of a parent company, experiences of the parent company shall be completed in a separate form. If the Investor does not have such experience, it must have competent person(s) in this field and his/her/their resume should be submitted in accordance with Form I requirements.
- h. **Form H: Financial Qualifications.** Investors shall provide details of investment experience in at least one (1) industrial project in compliance with the requirements set forth in Form H. If the company is subsidiary of a parent company, experiences of the parent company should be completed in a separate form.
- i. **Form I: Resume.** For all key personnel who have experiences in management and operation of petrochemical complexes or have marketing experiences in hydrocarbon and petrochemical products, a separate resume should be provided in accordance with Form I requirements.
- j. **Teaming Agreement(s).** If the Investor is a joint venture, consortium, partnership or any other form of an association that is not a corporate entity, the submittals should contain an executed teaming agreement, or alternatively, if the entities making up the Investor intend to but have not yet executed a teaming agreement, the submittals should contain an MOU or a summary of key terms of the

anticipated agreement. Such teaming agreement/ MOU should be signed with Lead Design (responsible for completion of project design and ensuring conformance with design criteria) and Lead Contractor (primarily responsible for construction of the Project) Firms also.

- k. Other Submittals in the preliminary land allocation step:** Investors are requested to submit the following documents too: (k) a certified true copy of the Article of Association of the entity/ consortium/ partnership, etc.; (l) the first and last gazette and formal notice of the latest changes of the entity, and (m) certified true copy of the registration documents, Economic Code and National ID code.

3. 2. 2. Submittal Requirements for conditional land transfer. Submittal requirements will be divided into three sections: (1) design, technical knowledge and construction; (2) management and operation; and (3) financial. List of submittals of each section is provided in Table 2.

Table 2: Document Submittal Requirements for conditional land transfer step

Design, Technical knowledge & Construction	(n) MOU with Technical Knowledge Owners/ Licensors
	(o) Preliminary Feasibility Study (PFS)
	(p) Statement of Technical Approach
	(q) Scrutinizing the Plot Plan
	(r) Revising Project Specification (recompleting Form D if needed)
	(s) Certification of Lead Design and Lead Contractor Firms
Management and Operation	(t) Statement of Management, Operation and Maintenance Approach
Financial	(u) Statement of Financial Approach
	(v) Proof of Financial Capability

- n. MOU with Technical Knowledge Owners/Licensors.** Due to difference of licensed petrochemical technologies that can be applied to the Project, Investors should submit MOU(s) signed between them and the owner(s) of technical knowledge/ licensor(s).
- o. Preliminary Feasibility Study.** Such study should ensure that the Project is technically feasible and economically justifiable.
- p. Statement of Technical Approach.** Based on the Investor's understanding of the Project, a narrative statement of the Investor's relevant experience as it relates to the technical approach to the Project should be developed. This statement may include the followings and should not be longer than 15 pages:
- i. Approach to procuring, designing, construction and successfully delivering the Project, relating the Investor's approach to experiences with similar projects in the past and describing how problems that arose on these projects were resolved;
 - ii. Approach to developing a phasing and staging plan;

- iii. Identification and understanding of the top Project risks and potential solutions to address risks arising during design and construction, based on the Investor's experiences with similar projects in the past;
 - iv. Approach to coordination and satisfactory levels of communication with stakeholders (the Investee, service providers, local communities, ...) during the construction period;
 - v. Environmental protection practices especially waste management during the construction period;
 - vi. Energy saving and efficient use of energy resources.
- q. Scrutinizing the Plot Plan:** The Plot Plan should show positions of major zones, areas, units, equipment within units and their associated facilities at a scale of 1:2000.
- r. Revising Project Specification:** Investors should recomplete Form (D) in the event of any changes made in the Project specifications. If the initial specifications of the Project are unchanged, there is no need to recomplete this form.
- s. Certification of Lead Design and Contractor Firms.** The Lead Design and the Lead Contractor Firms must have Grade 1 Management and Planning Organization of Iran certifications and/or licenses to perform work in accordance with all local applicable laws, codes, rules and regulations.
- t. Statement of Management and Operations Approach** - A narrative statement of the Investor's relevant experience as it relates to the approach to operating, managing and maintaining the facility should be developed. This statement may include the following and should not be longer than 15 pages:
- i. Approach to managing, operating and maintaining the facility, relating the Investor's approach to experiences with similar projects;
 - ii. Identification and understanding of the top Project risks as they relate to the operation, maintenance and management of the facility and potential solutions to address the risks based on the Investor's approach in experience with similar projects in the past;
 - iii. Description of risks and key issues of the commercial market of the products;
 - iv. Approach to coordination and satisfactory levels of communication with stakeholders (the Investee, service providers, local communities, ...);

- v. Approach to management of local communities' health and safety;
 - vi. Environmental protection practices especially waste management;
 - vii. Energy savings and efficient use of energy resources;
- u. Statement of Financial Approach.** A statement of the Investor's financial approach to the Project, including identification of any perceived challenges to financing the Project and proposed innovations to meet these challenges should be provided. It should be no longer than 15 pages.
- v. Proof of financial capability.** Providing documents that demonstrate the financial capability of the Investor for successful execution of the Project.

3. 2. 3. Submittal Requirements for conclusive land transfer. Document submittal requirements will be divided into three sections: (1) design, technical knowledge and construction; (2) management and operation; and (3) financial. List of submittals of each section is provided in Table 3.

Table 3: Document Submittal Requirements for Conclusive Land Transfer Phase

Design, Technical knowledge & Construction	(w) Project Implementation Plan
	(x) Contract with Technical Knowledge Owners/ Licensors
	(y) Teaming Agreement(s)
	(z) Scrutinizing the Plot Plan
Management and Operation	(aa) Agreement in Principle of the Project
	(bb) Feasibility Studies (FS)
	(cc) Environmental Technology Assessment (EnTA) Report
	(dd) Environmental Department Approval(s)
Financial	(ee) Project Finance Documentation

- w. Project Implementation Plan.** It should clarify and describe the Project activities, deliverables and the time-frame of activities including design, financing, construction and operation.
- x. Contract with Technical Knowledge Owners/Licensors.** Investors are requested to submit all Contracts/Agreements with licensors/technical knowledge owners at this stage.
- y. Teaming Agreement(s).** All signed Contracts/Agreements between Investors and Lead Design and Lead Contractor Firms, and if the Investor is a joint venture, consortium, partnership or any other form of an association that is not a corporate entity, an executed Teaming Agreement should be submitted at this stage.
- z. Scrutinizing the Plot Plan.** The Plot plan should demonstrate positions of zones, areas, units, equipment within units and their associated facilities at a scale of 1:500.

- aa. Agreement in Principle of the Project.** Agreement in Principle of the Project issued by the National Petrochemical Industries Company (NIPC) should be submitted.
- bb. Feasibility Studies.** The final report of technical and economic feasibility studies of the Project should be submitted.
- cc. Environmental Technology Assessment (EnTA) Report.** In line with the United Nations Environment Program, the EnTA report should be provided as one of the official documents of the proposed investment contract. The introduced technology shall be environmentally justifiable and shall be approved by the Department of Environment of the Islamic Republic of Iran.
- dd. Environmental Approval(s).** Environmental Approval(s) of the Project obtained from the Department of Environment (I. R. Iran) should be submitted.
- ee. Project Finance Documentation.** All necessary documents indicating financial capability of the Investor should be submitted.

Appendices and Submittal Forms for Preliminary Allocation of Land

Appendix 1

Non Disclosure Agreement

This Non-disclosure Agreement (the “Agreement”) is entered into this [INSERT DATE] day of [INSERT MONTH AND YEAR] by and between:

..... with an address at
(the “Discloser”) and
....., with an address at
..... (the “Recipient”).

Discloser and Recipient may each be referred to from the time to time herein as a “Party”, and may collectively be referred to herein as the “Parties”.

WHEREAS, In connection with a proposed possible transaction or arrangement or investment opportunity (the “Possible Transaction”) that Discloser and Recipient desire to discuss, Discloser will be disclosing information to Recipient.

[INSERT PURPOSE OF THE NDA. FOR EXAMPLE: “THE “PURPOSE” OF THIS AGREEMENT IS FOR DISCLOSER TO RETAIN RECIPIENT SERVICES FOR...”]

In all cases, whether or not such information is designated as confidential (all such information, whether conveyed orally or in any tangible medium or gathered by inspection, hereafter referred to as “Confidential Information”).

NOW, THEREFORE, the parties hereto agree as follows:

1. Confidential Information

1.1. For the purposes of this Agreement, the term “Confidential Information” shall not include any portion of such information that: (i) is or becomes generally known or available by publication, commercial use or otherwise through no fault of Recipient; (ii) is known and has been reduced to tangible form by Recipient at the time of disclosure as proven by documentary evidence and is not subject to restriction; (iii) is independently developed or learned by Recipient as proven by documentary evidence; (iv) is lawfully obtained from a third party that has the right to make such disclosure as proven by documentary evidence; or (v) is made generally available by Discloser without restriction on disclosure.

1.2. The execution of this Agreement and the existence of any business

negotiations, discussions, consultations or agreements in progress between the parties shall be considered Confidential Information, unless otherwise agreed by the parties hereto.

- 1.3. Discloser shall use reasonable efforts to designate Confidential Information as “Confidential,” “Proprietary” or a similar designation denoting confidentiality: (i) by stamp or legend if communicated in writing or other tangible form; or (ii) orally at the time of disclosure.
- 1.4. Notwithstanding the foregoing, any failure by the Discloser to indicate in writing or orally that a communication includes Confidential Information shall not give the Recipient the right to treat any information disclosed to the Recipient in such communication as not being Confidential Information that is subject to the confidentiality restrictions set forth in this Agreement unless the totality of the circumstances under which such communication was made would compel a reasonable person to conclude that the communication could not have been made by Discloser with the intention that it would be treated as Confidential Information that is subject to the confidentiality restrictions set forth in this Agreement.
- 1.5. Recipient shall not disclose Confidential Information to third parties without the express permission of Discloser. Information designated as Confidential Information shall remain confidential until Discloser designates it as non-confidential.

2. No Disclosure

- 2.1. Recipient shall hold and maintain Confidential Information in strictest confidence for the sole and exclusive benefit of Discloser. Recipient can make the information available to the responsible consultants for specific purposes and ask them to respect the specified restrictions in relation to non-disclosure of the confidential information according to the specified level and restriction in this non-disclosure agreement.
- 2.2. Recipient agrees to take all steps reasonably necessary to protect the secrecy of the Confidential Information and to prevent the Confidential Information from falling into the public domain or into the possession of unauthorized persons.
- 2.3. Recipient shall not, without prior written approval of Discloser, use for Recipient’s own benefit, publish, copy, or otherwise disclose to others, or permit the use by others for their benefit or to the detriment of Discloser, any Confidential Information.

3. Term and Termination

- 3.1. The non-disclosure provisions of this Agreement shall survive the termination of this Agreement and Recipient's duty to hold Confidential Information in confidence shall remain in effect until the Confidential Information no longer qualifies as a trade secret, until the Confidential Information is no longer confidential, or until Discloser sends Recipient written notice releasing Recipient from this Agreement, whichever occurs first.
- 3.2. This Agreement may be terminated by either party at any time upon 30 days' written notice to the other party. The termination of this Agreement will not relieve Recipient of the obligations imposed by Paragraphs 2, 3, and 5 of this Agreement with respect to Confidential Information disclosed prior to the effective date of such termination and the provisions of those Paragraphs will survive the termination of this Agreement.

4. Breach

- 4.1. Any breach or threatened breach by Recipient of any provision of this agreement will, because of the unique nature of the confidential information entrusted to Recipient as aforesaid, cause irreparable harm to the Discloser and shall entitle Discloser, in addition to any other legal remedies available to Discloser, to specific performance of Recipient's obligations under this Agreement, and such further relief as may be granted by a court of competent jurisdiction.

5. Severability

- 5.1. If one or more provisions in this Agreement are ruled entirely or partly invalid or unenforceable by any court of competent jurisdiction in any jurisdiction, then (a) the validity and enforceability of all provisions not ruled to be invalid or unenforceable shall remain unaffected; (b) the effect of such ruling shall be limited to the jurisdiction of the court making the ruling; (c) the provision(s) held wholly or partly invalid or unenforceable shall be deemed amended, and the parties shall reform the provision(s) to the minimum extent necessary to render them valid and enforceable in conformity with the parties' intent as manifested herein; and (d) if the ruling, or the controlling principle of law or equity leading to the ruling, is subsequently overruled, modified, or amended, then the provision(s) in question, as originally set forth in this Agreement, shall be deemed valid and enforceable to the maximum extent permitted by the new controlling principle of law or equity.

6. Governing Law

6.1. This Agreement shall be governed by, construed and enforced solely and exclusively in accordance with the laws of the Islamic Republic of Iran.

7. Waiver

7.1. The failure to exercise any right provided in this Agreement shall not be a waiver of prior or subsequent rights. This Agreement and each party's obligations shall be binding on the representatives, assigns and successors of such party. Each party has signed this Agreement through its authorized representative.

8. Survival of Rights and Obligations

8.1. Neither party will assign or transfer any rights or obligations under this Agreement without the prior written consent of the other party. Any attempted assignment or transfer in violation of the foregoing shall be null and void.

9. Entire Agreement

9.1. This Agreement represents the sole, final and entire agreement between the parties with respect to the subject matter hereof and shall supersede all prior or contemporaneous agreements and communications of the parties, oral or written.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be executed by their respective duly authorized representatives below.

RECIPIENT:

DISCLOSER:

Signature:

Signature:

Form A

LAND REQUEST LETTER

.....
Name of Investor

Parsian Energy-intensive Industrial Special Economic Zone Organization

Dear Sir,

We, (Name of the Investor), hereby apply for land allocation in Parsian Energy-intensive Industrial Special Economic Zone to develop (the name of the Project) with the following preliminary information:

The aim of the Investor:

Total area of the required land:

Investment amount:

Financial scheme:

In order to facilitate consideration of our request, the following documents are attached to this letter.

- n** Forms B-1 & B-2: Investor summary information and Investor's other key firms' information
- n** Form C: Background Qualification Questionnaire ("BQQ")
- n** Form D: Project Specification
- n** Form E: Technical Qualifications
- n** Form F: Management and Operation Qualifications
- n** Form G: Marketing Qualifications
- n** Form H: Financial Qualifications
- n** Form I: Management & Technical Staff Resumes

- n Teaming Agreement(s)
- n Articles of Association (Entity, Consortium, Partnership, etc.)
- n Copies of Gazette and formal notice of the latest changes of the entity
- n Registration Documents

Investor's Representative:

Signature:

FORM B-1

INVESTOR SUMMARY INFORMATION

Name of Investor:	
Name of Investor's Representative:	

Investor's Business Organization (check one):	
..	Corporation (If yes, then indicate the State and Year of Incorporation)
..	Consortium
..	Joint Venture
..	Partnership
..	Other (describe)

Equity Member Name	Percentage of Equity Interest (<i>sum total should be 100%</i>)	Indicate other roles
Example: Consortium A (45% Company A1 & 55% Company A2)	Example: 75%	
Example: Company B	Example: 25%	

Address:	
Tel:	
Fax:	
Email:	
Website:	

Investor's Representative Signature:

.....

FORM B-2

OTHER KEY FIRMS- SUMMARY INFORMATION

Name of Investor:	
Name of the Firm:	
Year established:	
Name of the Authorized Representative:	

Respondent's Business Organization (check one):	
..	Corporation (If yes, then indicate the State and Year of Incorporation)
..	Consortium
..	Joint Venture
..	Partnership
..	Other (describe)

Address:	
Tel:	
Fax:	
Email:	
Website:	

Authorized Representative Signature

.....

FORM C
BACKGROUND QUALIFICATION QUESTIONNAIRE
For
.....
Name of Investor

Instructions:

- n** Investors (or it is a consortium, joint venture, partnership or any other form of an association – all members) should complete Form C (Background Qualification Questionnaire).

General Identification

- 1** Entity Name:
Address:
Mailing Address (if different):
Phone Number:
Fax Number:
Email Address:
Website:

- 2. a.** What projects is the Company working, bidding, proposing, or intending to work on?

- 3. a.** Has the Company changed address (es) in the past five years?
 Yes No

- 3. b.** Has the Company operated under any other name(s) in the past five years?
 Yes No

3. c. Does the Company have (daughter companies or offices at other addresses)?

Yes No

If 'yes', to question 3 a, b, or c provide details below:

Specify (3a-c)	Name	Address	From (Mo./Yr.)	To (Mo./Yr.)

Business Organization and History

- 4**
- a. Date the Entity/ Company was formed:
 - b. Date of incorporation if different than date the Company was formed:
 - c. Country in which formed or incorporated:
 - d. Number of shares authorized for issuance if Entity / Company is a corporation:
 - e. Number of shares issued to individuals or entities:

5 Identify all Key People

Instructions: Fill in the required information on all present and past Key People for the past five years.

"Key People" include:

- Principals, directors, officers
- Any manager or individual who participates in overall policy-making or financial decisions for the Company
- Project managers and project executives
- Any person in a position to control and direct the Company's overall operations
- Authorized signatories to bank accounts and any debt instruments, whether or not otherwise considered Key People

Be sure to include all those who fit the definition of Key People for the past five years whether or not they are currently with the Company. Add rows if more space is required.

Key Personnel Table			
	Person #1	Person #1	Person #1
Name			
Date of Birth			
Current Title			
From (Date)			
To (Date)			
	Person #1	Person #1	Person #1
Name			
Date of Birth			
Current Title			
From (Date)			
To (Date)			

6 At present or during the past five years:

- a. Has the Company been a subsidiary of any other firm?
 Yes No
- b. Has the Company consisted of a partnership in which one or more partners are other firms?
 Yes No
- c. Has any other firm owned 5% or more of the Company?
 Yes No
- d. Has the Company been a joint venture partner with any other firms?
 Yes No

If 'yes' to question 6 a, b, c, or d, list the other firms below and indicate the percent of stock, if any, owned in the Company.

	FIRM #1	FIRM #2
Specify (6a-d)		
Firm Name		
Address		
Relationship To The Company (Co. Owner, Partner, Etc.)		
% of the Company Owned		

From (Date)		
To (Date)		
Representative Name/Title		

7 Number of employees of the Company (not including Key People):

Compliance Information

8 Has the Company or any of its Affiliate Firms ever been the subject of any of the following actions by any governmental organization/ agency:

a. been suspended, debarred, disqualified, declared non-responsible or non-responsive, or had its prequalification revoked or otherwise been declared ineligible to bid or to perform work?

Yes No

b. been given a final unsatisfactory performance evaluation or determination, or deemed a poor performer (by letter or formal proceedings)?

Yes No

c. had liquidated damages assessed against it upon completion of a contract or failure to complete a contract?

Yes No

Specify (8 a-c)	Organization	Contract#	Date of Action	Describe Action	Name/Phone # of Agency or Owner Contact Person

This document was prepared by (Note: This person must be a Key Person listed in response to Question 9):

_____ (Name) _____ (Title)

_____ (Signature) _____ (Date)

FORM D
PROJECT SPECIFICATIONS

.....
Name of the Investor

1. Title of the Project:

.....

2. Summary of the Project along with Block Flow Diagram:

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.....
.....
.....
.....

Add table rows if needed.

Unit Name	Product				Feedstock			Utility		
	Name	Type	Amount	Unit	Type	amount	Unit	Type	Amount	Unit
		For example final product								

3. Required Raw materials during the construction period: Copy and fill up the following table for each required material.

Type of required material:					
		<input type="radio"/> Solid		<input type="radio"/> Liquid	
		<input type="radio"/> Gas			
Volume/ Weight	Daily consumption:			<input type="radio"/> Kg	<input type="radio"/> Ton
	Annual consumption:			<input type="radio"/> m ³	<input type="radio"/> Liter
Supply source:	<input type="radio"/> Local	<input type="radio"/> Abroad	Clearance location of raw material:		
Transportation type:	<input type="radio"/> Road	Type of vehicle and the name of arrival terminal:			
	<input type="radio"/> Rail	Name of the station:			
	<input type="radio"/> Ship	Type of the marine vehicle and name of the port:			
	<input type="radio"/> Air	Name of the airport:			
	<input type="radio"/> Pipeline	Pipeline route (preferably as a map):			
Restrictions and special conditions (either during the transport or during the storage):					

4. Required Raw materials during the operation period: Copy and fill up the following table for each required material.

Type of required material:					
		<input type="radio"/> Solid		<input type="radio"/> Liquid	
		<input type="radio"/> Gas			
Volume/ Weight	Daily consumption:			<input type="radio"/> Kg	<input type="radio"/> Ton
	Annual consumption:			<input type="radio"/> m ³	<input type="radio"/> Liter
Supply source:	<input type="radio"/> Local	<input type="radio"/> Abroad	Clearance location of raw material:		
Transportation type:	<input type="radio"/> Road	Type of vehicle and the name of arrival terminal:			
	<input type="radio"/> Rail	Name of the station:			
	<input type="radio"/> Ship	Type of the marine vehicle and name of the port:			
	<input type="radio"/> Air	Name of the airport:			
	<input type="radio"/> Pipeline	Pipeline route (preferably as a map):			
Restrictions and special conditions (either during the transport or during the storage):					

5. Products. Copy and fill up the following table for each product.

Product:					
Type of product:		<input type="radio"/> Solid	<input type="radio"/> Liquid	<input type="radio"/> Gas	
Volume/ Weight	Daily Production:	<input type="radio"/> Kg	<input type="radio"/> Ton	<input type="radio"/> m ³	<input type="radio"/> Liter
	Annual Production:	<input type="radio"/> Kg	<input type="radio"/> Ton	<input type="radio"/> m ³	<input type="radio"/> Liter
Storage period:					
Market	<input type="radio"/> Local	Percentage:	<input type="radio"/> Abroad	Percentage:	
Transportation type:	<input type="radio"/> Road	Type of vehicle and the name of arrival terminal:			
	<input type="radio"/> Rail	Name of the station:			
	<input type="radio"/> Ship	Type of the marine vehicle and name of the port:			
	<input type="radio"/> Air	Name of the airport:			
	<input type="radio"/> Pipeline	Pipeline route (preferably as a map):			
Restrictions and special conditions (either during the transport or during the storage):					

6. Specifications of the utility and the required energy during the construction period

Type	Nominal capacity of main requirement/ Unit	Nominal capacity of supplementary requirement/ unit	Consumption amount/ unit	Centralized	Separate
Water					
Electricity					
Gas					
Air					
Steam					

If the construction activities are performed in different phases, the required amount in construction period in each phase shall be mentioned.

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7. Specifications of the utility and the required energy during the construction period

Type	Nominal capacity of main requirement/ Unit	Nominal capacity of supplementary requirement/ unit	Consumption amount/ unit	Centralized	Separate
Water					
Electricity					
Gas					
Air					
Steam					

8. Specifications of the produced waste during the construction period. Copy the following table for each material and complete the required information.

Type of waste:						
<input type="radio"/> Solid	<input type="radio"/> Liquid	<input type="radio"/> Industrial	<input type="radio"/> non-industrial	<input type="radio"/> hazardous	<input type="radio"/> non-hazardous	
Weight/ Volume of waste	Daily:		<input type="radio"/> Kg	<input type="radio"/> Ton	<input type="radio"/> m ³	<input type="radio"/> Liter
	Annual:		<input type="radio"/> Kg	<input type="radio"/> Ton	<input type="radio"/> m ³	<input type="radio"/> Liter
Special features:						
Restrictions and special conditions (either during the transportation or storage):						

9. Specifications of the produced waste during the operation period. Copy the following table for each material and complete the required information.

Type of waste:						
<input type="radio"/> Solid	<input type="radio"/> Liquid	<input type="radio"/> Industrial	<input type="radio"/> non-industrial	<input type="radio"/> hazardous	<input type="radio"/> non-hazardous	
Weight/ Volume of waste	Daily:		<input type="radio"/> Kg	<input type="radio"/> Ton	<input type="radio"/> m ³	<input type="radio"/> Liter
	Annual:		<input type="radio"/> Kg	<input type="radio"/> Ton	<input type="radio"/> m ³	<input type="radio"/> Liter
Special features:						
Restrictions and special conditions (either during the transportation or storage):						

10. Specifications of the requested land: This table should include all units; so, insert row(s) if needed.

Units		Area (1000 m ²)		
Process Units			
			
Utility Units	Cooling Tower			
	Water production units	Dematerialized water		
		Drinking water		
		Distilled water		
		Firefighting water		
	Air Units	Precision tools air		
		Service air		
		Compressed air		
	Power generating units:	Electricity		
		Steam		
Nitrogen production unit				
Wastewater treatment unit(s)				
Other (please specify)				
Offsite Units	Pipeline network			
	Wastewater collection network			
	Gas reception system			
	Electrical distribution network			
	Feed reception and transmission network			
	Other (please specify)			
Administrative, service and support				
Utility corridors				
Storage Tanks	Type:	Capacity:	Number:	
	Type:	Capacity:	Number:	
	Type:	Capacity:	Number:	
Flare	Type:	Height:	Flame Length:	
	Heat Intensity:	Radiation:	Relief Load:	
	Please insert rows if needed			
Green area				
Roads and transportation network for products				
Warehouse(s)				
Main and secondary entries				
Other				
Total required land area:				

11. Description of the required area: Based on the information provided in the above table, please describe the area needed for the Project implementation. It may be no longer than 5 pages.

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12. Plant Layout and Plot Plan. The conceptual and preliminary plot plan(s) should include all zones, areas, units, equipment within units and their associated facilities at a scale of 1:5000.

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13. Please describe the logic behind the plant layout. It may be no longer than 5 pages.

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14. Construction schedule and operation activities and milestones. The proposed schedule should be demonstrated in a diagram.

Constructions commencement date:

Completion date:

Operations commencement date:

15. The employment rate:

	During Construction	During Operation
Direct employment		
Indirect employment		

16. Project Finance Scheme. Please describe the Project Finance Scheme during the Project implementation in both foreign and local exchange separately.

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FORM E

TECHNICAL QUALIFICATIONS - OIL, GAS AND PETROCHEMICAL INDUSTRIES: DESIGN AND CONSTRUCTION

	Project owner ⁽¹⁾	Project name, location & Area ^{(2) (3)}	Project Value ⁽⁴⁾	Design/ Construction Contract Value ⁽⁵⁾	Start/ End dates	% of works completed by Sep. 21, 2016	Role of company for the project ⁽⁶⁾
1							
2							
3							

Notes:

- (1) A minimum of one (1) project in design and one (1) project in construction should be included.
- (2) Only list projects on which the Investor or if it is a consortium, joint venture, partnership or any other form of an association, the Responsible Member worked within the past ten (15) years.
- (3) Only list projects where the Investor or if it is a consortium, joint venture, partnership or any other form of an association, the Responsible Member held a minimum thirty percent (70%) of the ultimate responsibility for design or construction services for the Project.
- (4) In thousands of Euros. Identify exchange rates of amounts in other currencies using the exchange rate as of Sep. 21, 2016, and identify the benchmark on which the exchange rate is based.
- (5) Design or Construction Contract value means the total design or construction services cost budgeted or, if the project is incomplete, the total design or construction services cost of the completed project.
- (6) Show company's participation in terms of project value and percentage of the work.
- (7) Attach to this form a maximum three (3) page narrative description for each project listed in this table (on separate A4 paper). The description should, at a minimum, give an overview of the project, explain why the experience the company gained on the project is relevant and provide contact information for reference purposes.

FORM F

MANAGEMENT AND OPERATION QUALIFICATIONS - OIL, GAS AND PETROCHEMICAL INDUSTRIES

	Complex Name, Location & Area ⁽¹⁾	Units	Products	Amounts of Products	Annual domestic consumption	Annual export of the product	Date of commencement of the operation
1							
2							
3							

Notes:

- (1) A minimum of one (1) project on which the Investor or if it is a consortium, joint venture, partnership or any other form of an association, the Responsible Member worked within the past fifteen (15) years.

FORM G

MARKETING QUALIFICATIONS - MARKETING AND TRADE OF HYDROCARBON PRODUCTS

	Complex Name & Date of the operation commencement	Products	Amounts of Products	Annual domestic consumption	Annual export of the product	Domestic market share of the product	International share of sales of the product	Product's Export growth percentage in the last 10 years, mention years separately
1								
2								

Notes:

(1) Related documents to product's export growth percentage in the last fifteen (15) years should be attached.

FORM H

FINANCIAL QUALIFICATIONS - INVESTMENT IN INDUSTRIAL PROJECTS

1	Project Name	Project Location	Commencement date of the project	Current statue of the project	Investment amount		Method of financing (%)	
					Million Euro	Million Rials	Shareholders' equity	Others (should be cleared)

Notes:

- (1) A minimum of one (1) project on which the Investor or if it is a consortium, joint venture, partnership or any other form of an association, the Responsible Member worked within the past fifteen (15) years.

FORM I

FORMAT OF RESUME

Investor:	
Name of Staff:	
Date of Birth:	
Profession:	
Years with Firm/Entity:	
Detailed Tasks Assigned (Job Descriptions):	

Key Qualifications:

[Give an outline of staff member's experience and training most pertinent to tasks on assignment. Describe degree of responsibility held by staff member on relevant previous assignments and give dates and locations. Use about half a page.]

n

Education:

Summarize college/university and other specialized education of staff member, giving names of schools, dates attended, and degrees obtained.

n

n

Employment Record:

[Starting with present position, list in reverse order every employment held. List all positions held by staff member since graduation, giving dates, names of employing organizations, titles of positions held, and locations of assignments. For experience in last ten years, also give types of activities performed and client references, where appropriate.]

Name of Organization/ Company	n
	n
	n