

TENDERING GUIDELINES

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

2. FRAMEWORK AGREEMENT FOR CSO-TICKETS

PROCEDURE NO. COVA/2024/1

Stichting COVA
Boompjes 40
3011 XB Rotterdam
Tel: +31 104134740
E-mail: cova-tender@cova.nl

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I. GENERAL INFORMATION

1.1 Definitions

Definition	Meaning
ESPD	European Single Procurement Document (see section 2.1)
Framework Agreement for purchase of crude oil and oil products 2020	Framework Agreement for purchase of crude oil and oil products concluded in 2020
Framework Agreement for CSO-tickets 2020	Framework Agreement for disposition rights for crude oil and oil products concluded in 2020
Framework Agreements 2020	Both Framework Agreement for purchase of crude oil and oil products and Framework Agreement for disposition rights for crude oil and oil products concluded in 2020
Framework Agreement for purchase of crude oil and oil products 2024	Framework Agreement for purchase of crude oil and oil products to be concluded in 2024
Framework Agreement for CSO-tickets 2024	Framework Agreement for disposition rights for crude oil and oil products to be concluded in 2024
Framework Agreements 2024	Both Framework Agreement for purchase of crude oil and oil products and Framework Agreement for disposition rights for crude oil and oil products to be concluded in 2024
GT&C for purchase	The COVA general terms and conditions for the purchase of crude oil and/or oil products as attached as appendix 2.B and respectively appendix 3.B to the Framework Agreements 2024
GT&C for sale	The COVA general terms and conditions for the sale of crude oil and/or oil products as attached as Appendix 2.C to the Framework Agreement for purchase of crude oil and oil products 2024
Purchase-tender	A tender COVA will issue for the purchase of crude oil and oil products or CSO-tickets 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 one or both of the a Framework Agreements 2024 with COVA
Tender	Tender of the Framework Agreements 2024
Tenderer	Party who want to submit a tender for one or both Framework Agreements 2024
Tender Guidelines	This document with its appendices

1.2 About COVA

COVA is the Stichting Centraal Orgaan Voorraadvorming Aardolieproducten (the Netherlands 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 2024

The Framework Agreements 2020 will be terminated ipso jure at 31 May 2024. COVA wishes to enter the new Framework Agreements 2024. In these Tender Guidelines COVA puts these Framework Agreements 2024 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 that are permitted to participate in the Purchase-tenders. In this respect COVA has approached companies that are already a supplier under the current Framework Agreements 2020. Sellers that have not received an invitation by COVA, but are willing to conclude the Framework Agreements 2024 with COVA, are also invited to submit these documents.

For tenderers who are part of the same group of companies and wish to participate independently in a Purchase-tender, it is required that they also participate independently in this Tender. They cannot replace a group company (or be replaced by a group company) in a Purchase-tender. Only tenderers that have concluded one or both Framework Agreement 2024 are eligible for participation of a Purchase-tender.

COVA concludes the Framework Agreements 2024 with Selected Sellers. The Framework Agreements 2024 will be concluded for a period of four (4) years, until 31 May 2028.

COVA will accept the tender of Tenderers and conclude the Framework Agreements 2024 with Tenderers that:

- i. Fill in a European Single Procurement Document (section 2.1);
- ii. Sign the Framework Agreement for purchase of crude oil and oil products 2024 and/or the Framework Agreement for CSO-tickets 2024; and
- iii. Comply with the GT&C for Purchase and the GT&C for Sale.¹

As with the existing Framework Agreements 2020, concluding the Framework Agreements 2024 will mean the acceptance of the terms and conditions for future Purchase-tenders that COVA will issue from time to time. The GT&C for purchase and the GT&C for sale that shall apply to the Purchase-tenders concern an updated version of the general terms and conditions that COVA has applied in Purchase-tenders under the Framework Agreement 2020. Selected Sellers are not obliged to either purchase or sell crude oil and oil products or purchase CSO-tickets by entering the Framework Agreements 2024 and have no obligation to submit an offer for the Purchase-tenders.

If COVA wants to purchase crude oil and oil products and/or CSO-tickets during the term of the Framework Agreements 2024, COVA will:

- i. Invite all the Selected Sellers to make an offer by submitting a tender;
- ii. Invite certain Selected Sellers to make an offer by submitting a tender; or
- iii. Enter into negotiations with only one Selected Seller or a third party in accordance with article 2.33 sub c of the Procurement Act.

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 the Framework Agreements 2024.

1.4 Type of tender procedure

COVA opted to put the Framework Agreements 2024 out to tender in accordance with the Open Procedure, article 2.26 Procurement Act.

¹ The Tenderer that chooses to submit solely a Tender for the Framework Agreement for CSO-tickets 2024 has only to comply with the GT&T for purchase and not with the GTC for Sale.

1.5 Lot layout

This Tender is divided in two lots:

1. Framework Agreement for purchase of crude oil and oil products 2024;
2. Framework Agreement for CSO-tickets 2024.

Each Tenderer can choose to submit a tender for the Framework Agreement for purchase of crude oil and oil products 2024 or the Framework Agreement for CSO-tickets 2024. 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 Agreement for purchase of crude oil and oil products 2024, or for the Framework Agreement for CSO-tickets 2024. If a Tenderer wants to submit a tender for both lots, the Tenderer needs to sign both Framework Agreements 2024 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 **no later than 9 February 2024**, by e-mail to cova-tender@cova.nl, stating "Tender number COVA 2024/1". 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 Agreements 2024, which will be dispatched on the date specified in section 1.9 and forms an integral part of the Framework Agreements 2024.

1.8 Document Hierarchy

The document hierarchy is as follows during this Tender and the performance of the Framework Agreements 2024:

- i. Submitted offer by Tenderer (Framework Agreement(s) 2024 including appendices);
- ii. Summary of Additional Information and Changes;
- iii. Tender Guidelines.

1.9 Timetable

A timetable has been drawn up for this Tender based on the above. COVA aims to adhere to this timetable, but reserves the right to adjust it. No rights can be derived from it.

	Date	Tender step
1.	22 January 2024	Official announcement of the Tender
2.	9 February 2024	Deadline for submitting questions
3.	23 February 2024	Publication of Summary of Additional Information and Changes
4.	18 March 2024	Deadline for sending signed Framework Agreement(s) 2024 and ESPD to cova-tender@cova.nl
5.	5 April 2024	Preliminary award
6.	6 April 2024 – 20 May 2024	Selected Seller will have to send their means of proof to cova-tender@cova.nl
7.	24 May 2024	Final award

1.10 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-tender@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 Agreements 2024, the Purchase-tender(s) and contracts under the Framework Agreements 2024 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 2024;
and/or
 - b. Framework Agreement for CSO-tickets 2024;
- iii. Sending an extract of the Commercial Register and, in case this authorisation of representation does not show from the afore-mentioned extract, a power of attorney that shows that the signatory is authorised to submit a tender on behalf of the person(s) that are authorised to legally represent the Tenderer according to the extract of the Commercial Register.

Send these documents by e-mail to cova-tender@cova.nl no later than **18 March 2024**.

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 A and Part III B of the ESPD. Please read the applicable exclusion grounds in Part III A and Part III B 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 Tender².

The ESPD can be completed by following the steps below:

1. Open the ESPD that is attached to these Tender Guidelines (hereinafter: "**Tender-ESPD**").

² Article 2.86 and 2.87 of the Procurement Act.

2. Fill in **only** the following parts of the Tender-ESPD:
 - Part II *Information concerning the economic operator*;
 - Part VI *Concluding statements*.

N.b.(i) Part I *Information concerning the procurement procedure and the contracting authority or contracting entity (including entities subject to Directive 2014/25)* and Part III *Exclusion grounds* of the Tender-ESPD have been filled in by COVA and may not be altered! **Alteration of these parts will lead to exclusion from the Tender.**

N.b. (ii) Part IV *Selection criteria* and Part V *Reduction of the number of qualified candidates* of the Tender-ESPD do not need to be filled in.

N.b (iii) Part VI *Concluding Statements of the Tender-ESPD*: the name and function authorised representative(s) must be filled in, but the authorised representative(s) do not have to sign the Tender-ESPD. The signing of the Framework Agreements 2024 by authorised representative(s) will be considered as a signed ESPD.

3. Save the filled in Tender-ESPD to your computer, preferably with a filename containing the name of the Tenderer.
4. File the filled in Tender-ESPD to COVA by sending it by e-mail to cova-tender@cova.nl no later than 18 March 2024, together with the documents as mentioned above in the paragraph 2.1.

If a Tenderer wants to submit a tender for both Framework Agreements 2024: for the purchase of crude oil and oil products, and for CSO-tickets, only one (1) Tender-ESPD has to be sent by e-mail to COVA.

Framework Agreements 2024

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 2024. It is up to the Tenderer to choose the Framework Agreement 2024 of his liking and to become a Selected Seller for the Purchase-tenders under this Framework Agreement 2024.

The Framework Agreements 2024 should bear at least a scanned signature(s) of the person(s) authorised to represent the Tenderer. Instead, an advanced electronic signature is also permitted.

Please be informed that an extract of the Commercial Register (Chamber of Commerce, or similar) shows who is authorised to legally represent the Tenderer is also required. 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.

Furthermore, in case the extract of the Commercial Register (Chamber of Commerce, or similar) does not show that the signatory is authorised to legally represent the Tenderer, the Tenderer is obliged to also submit a power of attorney that shows that the signatory is authorised to submit a tender on behalf of the person(s) that are authorised to legally represent the Tenderer according to the extract of the Commercial Register.

The authorised representative(s) must be identified on the ESPD (Part VI) too. An unsigned, not duly signed, unauthorised signed Framework Agreement 2024 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.

2.2 Additional conditions

The following additional conditions also apply to this Tender:

- a. By signing one or both of the Framework Agreements 2024 the Tenderer is considered to have signed the ESPD.
- b. By submitting a tender, in this case consisting of one or both duly signed Framework Agreements 2024 and a filled in ESDP, 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 2024 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 Purchase-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) 2024, 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 the Framework Agreements 2024. 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.
- n. COVA excludes any Tenderer from participation in or involvement in this Tender or any Purchase-tender who is non-compliant with the sanction regulations under the Dutch Sanction Act 1977 (in Dutch: *Sanctiewet 1977*) or has involvement with Russia within the meaning of article 5 duodecies of EU Regulation (EU) 833/2014 of 31 July 2014 (as subsequently amended), namely:
 - a. the Tenderer is a (legal) person of Russian nationality or such (legal) person is established in Russia;
 - b. the Tenderer is a legal entity which is more than 50% owned - directly or indirectly - by a Russian party as mentioned under a;
 - c. the Tenderer is a person or legal entity acting in the interest of or at the direction of a Russian party mentioned under a and b;
 - d. The Tenderer or natural persons or legal persons (companies, entities or bodies associated with him) is non-compliant with the sanction regulations under the Dutch Sanction Act 1977 (in Dutch: *Sanctiewet 1977*).

By signing one or both of the Framework Agreements 2024 the Tenderer declares that the grounds for exclusion referred to in this section 2.2. under (n) do not apply.

2.3 Means of proof

After the Framework Agreements 2024 have been provisionally awarded, the Selected Sellers have to submit means of proof, before **20 May 2024**, 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)³ i.e. issued after 18 March 2022;
- 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)⁴ i.e. issued after 18 September 2023

If your registered office is situated outside the EU, please contact COVA at cova-tender@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 Purchase-tender under one of the Framework Agreements 2024.

2.4 Awarding the Framework Agreement 2024 and Alcatel period

If a Tenderer wants to conclude one or both of the Framework Agreements 2024 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 2024 and the completed ESPD).

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.

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 Agreements 2024 by drawing up the list of Selected Sellers. COVA will publish this definitive award decision by e-mail.

³ As referred to in article 2.89(2) and articles 2.86 and 2.87 of the Procurement Act (in Dutch: *Gedragsverklaring aanbesteden*).

⁴ 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*).

The Framework Agreements 2024 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.

APPENDICES

The following appendices are referred to and attached to these Tender Guidelines:

1. Tender-ESPD
2. Framework Agreement for purchase of crude oil and oil products 2024
 - A. Purchase Contract of crude oil and oil products specimen
 - B. GT&C for purchase
 - C. GT&C for sale
3. Framework Agreement for CSO-tickets 2024
 - A. CSO Ticket Purchase Contract specimen
 - B. GT&C for purchase