



**Government of Barbados
and
Grantley Adams International Airport Inc.**

Grantley Adams International Airport PPP Project



Addendum n°9 to the
Request for Qualification dated February 3, 2020

March 31, 2020

1. INTRODUCTION - DEFINITIONS

- 1.1 The Government of Barbados (“**GOB**”) together with Grantley Adams International Airport Inc. (“**GAIA Inc.**”) issued on February 3, 2020 a request for qualification for the public private partnership project to complete the planned modernization and expansion of the facilities at the Grantley Adams International Airport and to improve the efficiency of its operations (the “**Request for Qualification**”). The Request for Qualification was amended by addendum n°1, dated February 7, 2020 (the “**Addendum n°1**”), addendum n°2, dated February 17, 2020 (the “**Addendum n°2**”), addendum n°3, dated February 21, 2020 (the “**Addendum n°3**”), addendum n°4, dated February 27, 2020 (the “**Addendum n°4**”), addendum n°5, dated March 4, 2020 (the “**Addendum n°5**”), addendum n°6, dated March 6, 2020 (the “**Addendum n°6**”), addendum n°7, dated March 17, 2020 (the “**Addendum n°7**”) and addendum n°8, dated March 19, 2020 (the “**Addendum n°8**”). The Request for Qualification has been prepared with the assistance of the International Finance Corporation (“**IFC**”) as lead transaction advisor on the Project, acting through its Transaction Advisory Services in Public Private Partnerships Department.
- 1.2 Capitalized terms used in this addendum to the Request for Qualification (the “**Addendum n°9**”) shall have the meaning given to them in the Request for Qualification.

2. DISCLAIMER

Neither the GOB, GAIA Inc., IFC, nor any of their respective employees, consultants or advisors:

- (a) makes any representation or warranty (express or implied) as to the accuracy or completeness of the information contained herein or in any other document made available to a Prospective Bidder (at any time) in connection with the Bid Process;
- (b) shall have any liability for the Request for Qualification, Addendum n°1, Addendum n°2, Addendum n°3, Addendum n°4, Addendum n°5, Addendum n°6, Addendum n°7, Addendum n°8 or this Addendum n°9, for the Project or for any other written or oral communication transmitted to a Prospective Bidder in connection with the Bid Process or a Prospective Bidder’s evaluation of the Project; or
- (c) will be liable to reimburse or compensate a Prospective Bidder for any costs or expenses incurred by a Prospective Bidder in evaluating or acting upon the Request for Qualification or otherwise in connection with the Bid Process, the Project or otherwise.

3. ADDENDA

The provisions of the Request for Qualification are amended in accordance with this Clause 3 (*Addenda*) below:

3.1 Amendment to Clause 1 (Definitions)

The definition of Closely Connected Person of the Request for Qualification is deleted and replaced by the following:

**Closely
Connected
Person**

means, in relation to any Person:

- (i) any Person which Controls such Person or is Controlled by such Person;
- (ii) any director, senior executive or manager either of such Person or of any Person referred to in paragraph (i);
- (iii) any consultant, agent or representative supporting such Person in connection with the Project;
- (iv) any Person with an aggregate ultimate beneficial interest in at least five per cent of the share capital or ownership interest in such Person (howsoever held); or
- (v) any Affiliate of such Person whose projects are used to satisfy the technical capacity requirements pursuant to Clause 6.2.2, ~~and~~ any Non-sister Affiliates of such Person whose projects are used to satisfy the technical capability requirements and the financial capability requirements pursuant to Clause 6.2.3 and any Major Shareholding Affiliates of such Person whose projects are used to satisfy the technical capability requirements and the financial capability requirements pursuant to Clause 6.2.4.

3.2 New definition of Major Shareholding Affiliate

The following definition is inserted in the Request for Qualification:

**Major
Shareholding
Affiliate**

means any Person in which the Prospective Bidder or, if the Prospective Bidder is a Consortium, any Consortium Member, holds at least twenty percent (20%) of the share capital.

3.3 New Clause 6.2.4 (Content of Prequalification Application)

The following Clause 6.2.4 is inserted in the Request for Qualification:

*“The Prospective Bidder, or if the Prospective Bidder is a Consortium, the relevant Consortium Member, may include projects undertaken by one or more of its Major Shareholding Affiliates to satisfy the technical capability requirements set out in Clause 1.2 (Technical Criterion n°2) and the financial capability requirements set out in Clause 2.2 (Financial Criterion n°2) of **Schedule 3** (Technical and Financial Criteria). In case the Prospective Bidder, or if the Prospective Bidder is a Consortium, the relevant Consortium Member, chooses to include evidence of projects undertaken by one or more of its Major Shareholding Affiliates, it shall submit, in addition to all other documentation required by **Schedule 4** (Form and Content of Prequalification Application) in respect to the Prospective Bidder (or if the Prospective Bidder is a Consortium, the relevant Consortium Member), the documentation specified in Clause 4 of **Schedule 4** (Form and Content of Prequalification Application) with respect to this Major Shareholding Affiliates as well as evidence of the relationship of affiliation between the Prospective Bidder or the relevant Consortium Member and this Major Shareholding Affiliates.”*

3.4 Amendment to Clause 2.2 (Financial Criterion n°2) of Schedule 3 (Technical and Financial Criteria)

Clause 2.2 (Financial Criterion n°2) of **Schedule 3** (Technical and Financial Criteria) is deleted and replaced by the following:

“The Prospective Bidder, or, if the Prospective Bidder is a Consortium, the Lead Member or the Financial Member, shall demonstrate that it, ~~or any of its Non-Sister Affiliates~~ or any of its Major Shareholding Affiliates has the ability to fund/finance the Project through debt and/or equity financing raised for the Project, including having financed or refinanced at least one previous project of at least USD 150 million USD in the past 10 years.”

3.5 Amendment to the table of Annex 7 (Evidence of Compliance with Construction Requirements)

The text above the table in Annex 7 (Evidence of Compliance with Construction Requirements) of the Request for Qualification is deleted and replaced by the following:

“The Prospective Bidder [~~or at least one Consortium Member, or its Non-Sister Affiliate~~ or its Major Shareholding Affiliate] hereby confirms the following relevant experience:”

3.6 Amendment to the table of Annex 8 (Evidence of Compliance with Financial Capability Requirements), Financial Criterion n°2

The text above the table in Annex 8 (Evidence of Compliance with Financial Capability Requirements), Financial Criterion n°2 of the Request for Qualification is deleted and replaced by the following:

“We hereby confirm that [~~we/the Lead Member/the Financial Member, or its Non-Sister Affiliate~~ or its Major Shareholding Affiliate] have the ability to fund/finance the Project through debt and/or equity financing raised for the Project as [~~we have/the Lead Member has/the Financial Member, or its Non-Sister Affiliate~~ or its Major Shareholding Affiliate has] [~~financed/refinanced~~] at least one previous project of at least USD 150 million USD in the past ten (10) years.”

4. OTHER

4.1 The provisions of Clause 3 (Reserved Rights) and 9 (Governing Law) of the Request for Qualification are applicable to this Addendum n°9 as if they were extensively set out in this Addendum n°9.

4.2 For the sake of clarity, this Addendum n°9 shall be read and construed as part of the Request for Qualification as amended by Addendum n°1, Addendum n°2, Addendum n°3, Addendum n°4, Addendum n°5, Addendum n°6, Addendum n°7 and Addendum n°8, save and except the amendments as set out in this Addendum n°9, all other provisions of the Request for Qualification as amended by Addendum n°1, Addendum n°2, Addendum n°3, Addendum n°4, Addendum n°5, Addendum n°6, Addendum n°7 and Addendum n°8 which are not supplemented or amended by this Addendum n°9 remain in full force and effect.