

THE SHELL PETROLEUM DEVELOPMENT COMPANY OF NIGERIA LIMITED MAJOR CONTRACT BOARD SUBMISSION

Confidential Part A1 – Strategy & Contract Plan Date: 10/04/2020

Category	Line Pipes & Umblicals	Contract ID		
Contract Title	CORPORATE CALL-OFF CONTRACT FOR SUPPLY OF BARE LINE PIPES AND BENDS.			
HSE Mode & Risk	Mode 3 Medium Risk for Supply of Line pipe Mode 2 High Risk for Pipe Handling activities	Segmentation	Operational	
Agenda Item	(TB secretary to complete)			
Estimated Purchase Order Value (POV)	RESERVED. THE CE SHALL BE SHARED WITH TB SECRETARIAT PRIOR TO CC PRESENTATION			
Proposed Contract Start Date	OCTOBER 2020	Extension	1 year extension	
Proposed Contract End dates	SEPTEMBER 2023	options	option	

EXECUTIVE SUMMARY & RECOMMENDATION

To seek approval from MCB:

- Contract Strategy/Tender Plan/Advertisement
- Product Category List: Product Code 2.01.01- Pipes and Tubes
- The basis of award including Technical and Commercial Evaluation criteria
- To issue Double Envelop Tender (Combined Technical and Commercial Invitation to Tender) based on agreed criteria

Stakeholder Endorsement:

	Senior Procurement Manager	Contract Owner	
	Reviewed and approved for MCB and confirms: 1. Alignment with approved Category Strategy (& Global Category Strategy where applicable) 2. Compliance with the NOGGLOB Act & Community Content commitments.	Reviewed whole submission and confirms support from: 1. Finance [Marcel Ebem] - for the financial aspects of the submission, including adequate budget cover/JV Partner approval to ensure full cost recovery/approved CIP in partner disapplicable) 2. HSSE [Val Okpala] - HSSE consideration and requirements are met.	
Signature	Content commitments. CHIOMA OLPOECHI		
Name	Chiomet Tkpcethi	16D31FD2A1794AF Adebayo Karunwi	
Date	·		

Approval:	
	MCB- Chrosin marchini
Signature	Scott, lan
Name	DED30811EC31434
Date	

Declaration:

Signatories to this submission acknowledge that they have read and understood the Conflict of Interest Policy in SEPCiN and that they do not have any direct or indirect arrangement or relationship with any other person or company that breaches the requirements of that Conflict of Interest Policy, or that they have fully disclosed any potential Conflict of Interest to the Contract Owner, CP Manager and the Supply Chain Council/Tenders Board.

MCB Submission – Strategy & Contract Plan Prepared by: (CM) Tarere Oji (CH) Seprebo Sagbe

SECTION A: ASSESS DEMAND & SUPPLY

SCOPE AND BUSINESS REQUIREMENTS

This proposal seeks to secure MCB approval for contracting strategy to competitively tender replacement corporate contracts for Call-Off Contract for Supply of Bare Line Pipes and Bends. The contracts will be for a 3-years duration plus 1-year extension option to provide a measure of comfort and encouragement to investors in local capacity developement. A maximum of three split awards shall be made to the three technically qualified lowest bidders at the lowest bidder's rates.

Service/Project Scope (Indicate scope of Nigerian Content):

The work scope will cover supply of all specifications of bare line pipes and bends, manufactured to Shell's DEP by approved mills, for use in SPDC's operations and projects. Delivery terms will be on FCA (Free Carrier) basis or DDP (Delivery Duty Paid) to Shell's nominated location or DAP (Delivery At Place) terms for gas project requirements covered by an approved Import Duty Exemption Certificate (IDEC). The contract will be rate-based and operated on call-off basis. There will be no assured minimum order quantity /value.

Contract scope excludes line pipe coating which is ring-fenced for in-country sourcing under the NOGICD Act. In the exceptional event (capacity constraints or business exigency) that the contractor will be required to coat abroad, then requisite approval as advised by the Shell NCD team will need to be secured prior to ordering and the coating services treated as an additional scope. The contract scope also excludes Third Party Inspection services. This scope will be undertaken by Shell for integrity of the quality assurance process.

Key concerns in execution of the work scope and proposed actions to address them are:

- 1) Quality assurance
 - Need for close quality monitoring and provision of necessary technical support for in-country manufacturing, while imported line pipes and bends will have to be sourced from mills pre-approved by Shell and manufactured to Shell DEP/project specifications. Manufacturing Procedure Specification (MPS) and Inspection Test Plan (JTP) will need to be approved prior to production commencement. Pre-production meeting (PPM) will also be required, with end-to-end independent third party quality assurance inspection (TPI) at cost to Shell. Supplies must have accompanying satisfactory Mill Test Certificate (MTC) for delivery acceptance.
- 2) 100% in-country sourcing stipulated in the NOGCJD Act for steel products, current gaps in In-country manufacturing capability and uncertainty about securing requisite NCDMB waiver approval to import:
 - Need to ensure that the contracts are awarded to either local mills, investors already in the process of establishing mills or suppliers with credible plans to establish mills in country. This will help address local capability gaps in the long term and facilitate discussions with NCDMB on importation approvals in the interim.
- 3) Logistics and HSE exposure:

The work scope contains substantial logistics activities. Though the contract is Mode 3, due diligence and duty of care will be exercised by drawing contractors' attention to the risks inherent in heavy lifts, land/marine transportation etc, for adequate mitigation.

- 4) Delivery Schedule:
 - These are long lead items. Securing mill slots can sometimes be a challenge and some of the critical logistics elements are outside the supplier's control. Efforts will need to be made for timely ordering and management. Minimal stock (approx. 100km) will also be maintained to manage emergencies.
- 5) Uncertainties in forecasting demand, especially beyond a three-year period:
 10% provision has been made for emerging demand in the tender ECV and ceiling increase discussions will be held with NAPIMS should the need arise post-award.

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Business Performance Reviews (BPRs) will be scheduled bi-annually to identify opportunities for value improvement and enhanced delivery performance on the contracts.

A corporate call-off contract will enable the following:

- Aggregated ordering of SPDC's line pipes and bends requirements,
- More efficient order processing and third party inspection cover,
- Savings accruing from volume discount on batch production and bulk vessel shipment.
- It will facilitate EFA implementation and leveraging on the increased quality assurance, schedule and commercial benefits
 of direct sourcing.
- It will also provide a structure for requisite NCDMB waiver application and pre-FID ordering/free issuance of project line pipes and bends.
- The items will be procured mostly on direct charge basis as against stocking, for more efficient demand management in view of the high value and varying /non-standard specifications. However, minimal stock of a maximum of 100km of shall be maintained to manage emergency requirements.

Call off will be subject to budget confirmation by user teams.

Business Need/Requirements:

Line pipes and Bends are critical for transportation of hydrocarbon produced in SPDC's operations. They have long delivery lead times - upwards of eight months from date of purchase order issuance. In vi ew of their criticality, corporate use and high value, it is important to have in place a structured sourcing arrangement for timely availability. In the last three years (from Q1 2017 to Q4 2019), SPDC has spent approximately F\$34.6mln on procurement of line pipes for operational and projects use. Line pipes are currently being procured on direct charge basis for better stock management with project requirements free-issued as against inclusion in the EPC scope, where possible.

GLOBAL STRATEGY FIT (CURRENT STRATEGY)

Although the Global Strategy thrust allows for the deployment of local strategies using EFA rates as benchmarks to enhance cost reduction. This is not applicable in this transaction due to the need to urgently obtain the required linepipes to enable quick restoration of production. The Linepipes shall be sourced in-country.

RED THREADS

Red Thread	Consideration	Mitigating Action	Action Owner
Ethics & Compliance	The work scope involves elements relating to liaising with custom agents i.e. Government intermediary (GI) involved.	Cascade and ensure the Contractor signs-off the Shell Anti-Bribery & Corruption Manual as well as undergo GI screening.	All
Finance	Supplier Financial Risk assessment indicates that financial risk requires mitigation	Payment will only be done upon delivery of line pipes.	Project Engineer / Contract Holder

MARKET CONDITIONS

MARKET INSIGHTS:

There are currently two distinct groups in the line pipe supply market in Nigeria:

- In-country manufacturers: Currently there are three NCDMB nominated vendors who have functional line pipe mill existing in-country, manufacturing large diameter pipes (SCC in Abuja, Brentex in Calabar and Yulong in Lagos). This could be attributed to the peculiar infrastructural challenges in Nigeria. However, NOGICD Act stipulates 100% in-country sourcing of steel products and this is generating appreciable interest amongst prospective investors seeking to close the in-country capability gaps. These NCDMB nominated vendors would be required to source smaller diameter Line pipes from foreing mills until they have established their own mills to manufacture these sizes of Line pipes.
- 2) Local agents of foreign mills: There are several line pipe supply contractors and agents to foreign mills in the Nigerian market. This is because the barrier to entry is limited their main challenge is finance. Shell's large operations, aggressive flow line replacement programme and portfolio of maturing major projects, makes it attractive to line pipe suppliers. As such

liaising with the GCM to utilise negotiated EFA rates enables Shell take advantage of its relative buyer strength to achieve attractive terms and commerciality.

On the supply side, there is a high level of price volatility in the international market for line pipe manufacturing input products (e.g. Iron ore, cooking coal and steel) which causes instability of line pipe prices. In view of the price volatility of steel products, and the contract duration, there is the risk that fixed delivery quotes will be invalidated as the contract progresses in time i.e. bidders will be unable to deliver at their quoted delivery rates by contract award or call-off nor reduction in market prices passed on to the JV. The proposed commercial bid structure (mark up pricing) would manage this exposure as it is sustainable price adjustment mechanism reflecting current market realities over the contract tenor. Specifications that can be manufactured incountry will be locally sourced.

PRICING STRUCTURE AND TRENDS:

An all-inclusive delivery unit cost per pipe joint being applied on the required quantity to obtain the lumpsum basis.

CURRENT & POTENTIAL SUPPLIERS

POTENTIAL SUPPLIERS:

Pre-qualified vendors in the indicated product categories shall be requested from the NJQS via NIPEX portal. These vendors shall be active in the NJQS on the close date of the advert for this contract.

The Product Category List is as follows: 2.01.01 - Pipes and Tubes

BASIC INFORMATION APPLICABLE TO NON-NIPEX SUPPLIERS (if not NipeX)

Not Applicable

INDICATE ANY ISSUE OF CONCERN REGARDING EACH BIDDER

There is a risk that going through NipeX may inject vendors without the requisite skill and technology. The technical evaluation shall be extensive to ensure only highly skilled contractors with planned or functional line pipe mill in-country qualify for the commercial tender.

Some vendors in Nipex may also not be IDD cleared, as such IDD challenges of any vendor shall be resolved prior to opening of commercial bid and contract award.

SECTION B: DEVELOP & SELECT STRATEGY

COST MODELLING, COMPANY ESTIMATE, BENCHMARKING & VALUE FOR MONEY

The CE is RESERVED and shall be shared with TB Secretariat prior to MCB presentation.

F\$ 222,432,855 - This is derived from delivery cost estimate of current corporate line pipe demand projection (covering Asset Engineering Teams, H 'block, Assa North, SODA, NLNG, Corporate Matrix and Major Pipelines projects) of F\$99.79m based on ex-works price of first tier mills furnished by the Enterprise Category Supply Team plus a 10% provision for bends; 10% for emerging requirements not captured in the current projection and escalation factor of 6% and 10% for possible increases between 2021 and 2024 in steel prices and local handling cost elements respectively.

The projected line pipe specifications, notional quantities and call-off ceiling are detailed in the company estimate.

VALUE CREATION OPPORTUNITIES

Not Applicable

INITIATIVES

Not Applicable

RISK ASSESSMENT

Risk Description	Likelihood (H / M / L)	Impact (H / M / L)	Mitigating Actions	Action Owner
Inability of in-country mills to manufacture LSAW and smaller diameter linepipes	М	М	Vendors to procure line pipes from foreign mills until they have established their own mills to manufacture these sizes of Line pipes	Contract Holder/Contract Manager
NAPIMS insisting that some other bidders, already part of the open- tendering exercise, be allowed to progress to commercial bid stage.	М	Н	 Further engagement with NAPIMS to align with NCDMB directives Develop a 'tight' and clear technical and commercial bid evaluation criteria and agree this with NAPIMS before either advert is published and/or ITT are issued 	Contract Holder/Contract Manager
Delay in NNPC board approval of award	М	Н	Secure approval to procure services via LDL pending NAPIMS award approval	Contract Holder/Contract Manager
Contractor cash flow challenges	М	Н	Adequate Financial capability of bidders since payment can only be made on satisfactory completion of Line pipe delivery.	Contract Holder/Contract Manager
ACV erosion due to unexpected spike in Demand	М	М	Early enagement with NAPIMS for ACV increase	Contract Holder/Contract Manager
Heavy lifts at height and Falling objects from Height	М	М	Use of appropriate lifting gear and proper handling	Warehouse / Receipt & Dispatch Teams
Transportation of line pipes/bends	М	Н	Use of equipment that meet SPDC's pre-mob standards and the right PPE	Contractor
Unsatisfactory Quality	Н	Н	 Procurement from only TAMAP approved mills Approved manufacturing procedure specification and inspection test plan End-t-end independent third party inspection cover Mill test certificate to accompany every delivery. 	Project Team / Warehouse / Receipt & Dispatch Teams
Late delivery of Order	М	Н	Early order placement; close monitoring and expediting	Category Manager / Procurement Team

SOURCING STRATEGY

Nigerian Content Development (NCD)

Applicable Schedule A targets, actions required to close target gaps and Nigeria Content Plan including training plan.

a. Applicable NOGICD Act - Schedule target(s), current in country capacity and plan to close gap if any.

*Work Category	Schedule Target	Current In- Country Capacity	Measurement Metrics	Proposed Action to close gaps
Steel Products	100% tonnage	<10%	Tonnage	Evidence of investment towards establishment of a new mill or expanding exisiting capacity or a

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	credible plan to achieve this, will be a
	critical criterion for bidder selection.

*List relevant Work Category/Categories to the contract as defined in NOGICD Act

NOGIOD Act = Nigeria Oil & Gas Industry Content Development Act

Not Applicable

- b. Nigeria Content Plan (This is for ALL contracts >\$1m)
- i. Research & Development Plan
- ii. Technology Transfer Plan (Strategic contracts only)
- iii. Training Plan (Mandatory for all contracts)

(Training Plan must be aligned with the pre-approved Nigeria Content Plan for the Project if any and in line with the human capacity development guidelines)

For local mills, there will be requirement for a training plan. This will however not be applicable to the contracts for the imported scope as tangible skill training opportunities are non-existent. Nigerian Content Compliance Certificate will be obtained for the contracts at award stage.

Training Type	No of Trainees	Total Man-hours	Name / Level of Certification
Not Applicable			

Training is for National Skill pool per NCDMB database.

All training must be certifiable by statutory or industry recognised professional body and in line with NCDMB training guidelines.

c. Global Sustainable Sourcing plan (outline plan to utilise global sourcing opportunity to support attainment of Nigerian Content targets)
 **Where the Nigeria Content in-country capacity falls short of set minimum targets by law an authorisation to import may be required for these categories.

COMMUNITY CONTENT DEVELOPMENT

The in-country mills are located in Abuja, Calabar and Lagos. The mill in Calabar, upon completion, will be encouraged to carry out structured off-site/on the job training programme for community workers with a view to upgrading them from unskilled to semi-skilled or skilled work force.

NCD opportunities are negligible for the imported Line pipes and bend scopes.

PRICING STRUCTURE & INCENTIVES

The contracts shall be operated on call-off terms and the unit rate per meter/joint of the pipe shall be used to derive lump sum Purchase Order value for the procurement activity. The applicable contractual mark-up percentage factor will be applied to the Shell acceptable source Mill's FOB or CIF price to derive a delivery rate per meter/joint of the required specification. This will ensure that the savings accruing from direct or EFA sourcing and volume discounts are paseed on to the Shell JV.

The Mill, TianJin Pipe International Economic & Trading Corp (TPCO), from whom most of the linepipes are procured have changed their payment policies and now require milestone payments as follows: 30%, upon completion of the manufacturing process and 70%, 30days after shipment. Furthermore, it is sought to enable implementation of the FCA incoterm, which will entail the Contractor handling payment to the Mill, while SHELL will take over the materials handling and delivery directly to designated delivery place.

For Local sourcing however, an agreed markup will be applied to the negotiated delivery rate per metric ton/meter from the incountry stockist based on open book costing. This element will be on reimbursable terms.

To minimise the exchange rate risk burden on the contractors, the appropriate USD and NGN split, representative of actual foreign and local cost components and the applicable USD to NGN exchange rate at the time of call-off will be adopted.

MARKET APPROACH

An open competitive tender will be conducted through NipeX. As such a two-tier competitive tendering process involving technical and commercial evaluation of already prequalified vendors from the NipeX NJQS database for the Product Category Lists below shall be adopted:

2.01.01 Pipes and Tubes

NipeX NJQS Pregualification

- Invitation to Pre-qualify (advert) will be published in NipeX website and in two national newspapers (Attachment 1)
- NipeX NJQS download from the appropriate work categories will be done on advert expiration to generate list of prequalified bidders.

Double Envelope tender

Vendors registered in the Product Lists in NipeX would have been successfully pre-qualified. Only NipeX pre-qualified bidders shall be required to submit Double Envelop Tender (Combined Technical and Commercial bids). Only successful bidders from the technical evaluation shall have their commercial bid evaluated.

The Technical Evaluation criteria proposed has been embodied in such a way that vendors who are successful from the process shall have the technical capacity and commercial capability to successfully execute scope. Technical bids shall be submitted and evaluated via NipeX Portal. To progress from technical to commercial stage, each bidder needs to score a minimum of 60% of the maximum achievable score for the Technical evaluation and comply with NCD requirements The Technical evaluation criteria is attached – **Attachment 2**

Only successful bidders from the technical evaluation will have their commercial bids evaluated. The Commercial Template is attached - **Attachment 3**

BASIS OF AWARD / BIDDING STRATEGY

Award will be based on the most commercially attractive total delivery cost factor quote (taking into consideration variance in customs duty and related statutory costs for seamless and welded line pipes) from technically acceptable bidders.

In view of the high projected spend over the contract tenure, the range of line pipe specification, local content considerations and for ease of contract management, award of two contracts is proposed to the two lowest bidders at the lowest bidders rates in the ratio of 50:50.

The contract ACV will be determined upon conclusion of the tender based on the Lowest bidders quoted rates and applying notional quantities.

For the commercial stage, bidders will be required to submit a bid specifying the percentage factors of their all-inclusive delivery cost structure/breakdown in the following formats

- 1. Supply on DDP Incoterms
- 2. Supply on FCA Incoterms
- 3. Local sourcing from in-country stockists

Bidders will be required to submit along with their bids:-

- 1) Price list from their source mill(s), ex-works production schedule, delivery lead time and minimum order quantity.
- 2) Confirmation of willingness to execute the contract in the event a more attractive source mill (commerciality and schedule) is nominated by Shell.
- Award will be based on the lowest total delivery cost percentage quote received.

This quote will form the basis for determining the appropriate percentage factor to be applied to a foreign mills FOB or CIF cost to derive a Delivery Duty Paid (DDP) or Delivery at Place (DAP) price per meter to Shell's nominated location in Port Harcourt, Warri or Lagos, on any call off.

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This bid structure is being proposed in view of its contract management ease and flexibility. It wlll serve to provide an objective and transparent framework to determine current delivery prices in a volatile steel market, pricing for other emerging line pipe specifications not initially captured in the scope, application of Import Duty Exemptions and changes in import duty/statutory rates. This structure will also enable efficient sourcing of a wide range of line pipe specifications from various manufacturers, with minimum delivery negotiations. It facilitates EFA sourcing.

With fluctuations in steel prices and other cost factors, it is likely that quotes for a fixed delivery price per meter would have moved against the market by contract award or expiry. It will thus not be sustainable structure, requiring regular negotiations with attendant commerciallty challenges and contract management strain.

This tender will be conducted via the NIPEX portal. The Materials Management Department of NAPIMS has been informally engaged on the tender strategy.

TECHNICAL / COMMERCIAL EVALUATION CRITERIA & NEGOTIATION PARAMETERS

The key considerations for the technical evaluation are:

- Investment or credible plans to establish or expand existing in-county mills (Fatal-Flaw)
- Financial Capacity
- Technical Competence
- Ownership of Equipment
- Previous experience in executing similar work scope
- HSSE and Sustainable Community Development
- Nigerian Content Act Compliance

The technical evaluation shall be conducted in two steps, desktop and vendor facility visit. The facility visit shall be used to validate the desktop evaluation and due to the anticipated high number of tenderers, the facility visit shall be restricted to tenderers that score 60% and above. The score of a tenderer shall be reviewed if information provided and evaluated during the desktop cannot be confirmed or is found to be false and only tenderers that score 60% and above post facility visit shall be recommended for MCB and NAPIMS approval to evaluate their commercial bid subject to NCDMB confirmation of the tenderers meeting the NCD requirements.

SPDC technical evaluation criteria template will be adopted. Baring any objection by the JV Partners, further technical assessment of Shell approved foreign mills will not be required in view of the prior pre-qualification by the Shell Group. A technical Audit will however be conducted on new in-country mills for Line pipe manufacturing for quality assurance and necessary technical support to close the identified gaps.

Commercial Evaluation

Competitive Tendering shall be via NipeX. An assessment tool shall be created using excel workbook, based on the pricing schedules as would be included in the commercial ITT inclusive of notional quantities. Only bidders who quote for all line items shall be commercially evaluated. Bidders who did not quote for some line items will be disqualified. All exceptions in the bid are to be priced. Bidders with unpriced exceptions are to be disqualified.

Contract award will be proposed to the bidder with the lowest estimated contract value derived by applying tendered rates to notional quantities. Two (2)) contracts will be awarded to the two lowest bidders at the lowest bidders rates in the ratio of 50:50. In the event that the lowest bid is higher than the company estimate, the bids shall be negotiated with the mandate stated below:

Aspiration: 80% of company estimate Fall back: 100% of company estimate Walk away: >110% of company estimate

ALTERNATIVE STRATEGIES CONSIDERED:

Some alternative sourcing strategies and their challenges are as follows:

1) Conduct distinct tenders for each requirement i.e. treat each requirement as a separate package - This strategy is Inefficient, time consuming and contractors' prices cannot be locked in for long periods of time.

- 2) Award single source price agreement to agents of all the TAMAP approved mills and the local manufacturers Non-compliance with NCDMB directive; Multiplicity of contracts with different terms and conditions, and attendant contract management issues.
- 3) Inclusion in Project EPC contract scope: Schedule benefits of pre-FID procurement will be lost; EFA sourcing challenges; difficulty in ascertaining commerciality of the Line pipe cost when subsumed in the EPC contract quote etc.
- 4) Utilise the existing IPRS contractor to procure the line pipes. This will entail added costs as the applicable reimbursable contract mark-up will still be applied upon the total cost of the pipes. Therefore, no added value will be obtained from the transaction.
- 5) Conduct a competitive tender among the three (3) NCDMB approved Linepipe mills investors, SCC, Brentex and Yulong. This a medium-term strategy which shall be done upon the successful IDD validation of SCC.

Value derivable from aggregated ordering will be eroded in all the three scenarios.

COMMERCIAL TIMELINE:

Activity	Target Completion Date
Tender and Award Schedule	
Issue Technical and Commercial ITT	July 2020
Technical Evaluation	August 2020
Issue Commercial ITT	N/A
Commercial Evaluation	September 2020
MCB/CC submission	October 2020
Nigerian Content Compliance Certification	October 2020
NAPIMS submission	October 2020
Contract Award	October 2020

KEY PERFORMANCE INDICATORS:

Business Objective	KPI	Measure	Target	Frequency Measured
QA/QC	Timely delivery of Line Pipes at the right specification with zero defects	Per Pipe Length	0	Completed Cumulative scope
Customs Clearing	Payment of appropriate duty and submission of all relevant shipping documents in compliance with the Nigerian Customs Regualtions	Per shipment	100%	Per shipment for completed scope
HSSE	Zero Loss Time Injury due to Road traffic accidents	Million Man- hours per issued scope	0	Completed Cumulative scope

ATTACHMENTS

- 1. Advert
- 2. Technical Evaluation Template
- 3. Commercial Template
- 4. Segmentation
- 5. Risk Assessment Matrix

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Advert



Technical Evaluation Template



Procurement_Technica

Commercial Template



Line Pipe Procurement_Commer Segmentation



BARELINE PIPES SEGMENTATION.pdf RAM



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