

Expression of Interest

Port Adelaide Waterfront *Port Approach North*

Our Port.



RenewalSA





Port Approach North

The Port Approach North Precinct comprises approximately 12 hectares of land, located 14 kilometres from the Adelaide CBD, 7 kilometres from Osborne Naval Shipyard, and less than 2 kilometres from the city centre of Port Adelaide. The former Incitec Pivot site is strategically located at the base of the Lefevre Peninsula, with direct access on to the Port River Expressway (PREXY).



The opportunity

Renewal SA is seeking Expressions of Interest on behalf of the State Government to collaboratively plan and redevelop the Port Approach North Precinct.

Renewal SA is seeking innovative and appropriate proposals for the redevelopment of approximately 12 hectares of prime land, now known as the Port Approach North Precinct. Formerly the site for fertiliser company Incitec Pivot, the land is being sold with vacant possession and is envisaged to transition into a commercial and/or light industrial precinct, providing a buffer between residential activities to the south and industrial activities to the north.

This opportunity is suitable for local, national and international developers or investors with the vision and experience to capitalise on the strategic location of this unique land holding. Interested parties are encouraged to lodge a Submission in response to this Expression of Interest (EOI) Invitation.

This Invitation provides important information in relation to the Land, Renewal SA's vision for its

development, and what is required to lodge a Submission. The final section of this Invitation also details the Terms and Conditions that form part of this Invitation that must be read and understood prior to lodging a Submission.

Renewal SA has appointed commercial real estate agents, Jones Lang LeSalle (JLL) to manage the EOI process which closes on Thursday 11 July at 2pm.

About Adelaide



Adelaide is consistently rated amongst the world's most liveable cities, resulting from good planning by State Governments over many decades.

South Australia offers a highly competitive environment and an ease of doing business that supports profitable investments.

From an economic perspective, South Australia has extensive trade and export networks and is linked to the fast-growing Asian economies.

Growing South Australian sectors are minerals and energy resources, food and agribusiness, financial

and business sectors, technology and creative industries, and future industries and advanced manufacturing.

The urban development sector directly benefits from the state's diverse and expanding economy and the Adelaide metropolitan area is being transformed by new investment in high-quality urban developments to support the state's growing number of residents.

Adelaide, South Australia – A key location for sustainable business:

- a robust, resilient, knowledge based economy – with capacity to grow
- expanding state population of 1.7 million people with Adelaide comprising 1.3 million residents
- world leading mineral and energy assets – ranked as Australia's top destination for resource investment
- leading agricultural region producing quality food and wine for global export markets
- home to Australia's wind and solar power industries
- the state provides residents with a world-class education system; leaders in research and development; and a flexible and skilled workforce
- from 2012 to 2017, Adelaide has been rated as the fifth most liveable city in the world
- the Federal Government's \$41m Australian Space Agency is based at Lot Fourteen
- the Adelaide Biomed Precinct, once complete, will host up to 15,000 people involved in research at any one time.



Port Adelaide



Desired outcomes

Port Adelaide is evolving into an area where creativity, commerce, entertainment and education fuse into one energetic and rewarding destination.

Located 14 kilometres north-west of the Adelaide CBD, Port Adelaide plays an important role in the future of South Australia as a major strategic centre serving a regional catchment. New developments are well underway, attracting a growing local population and more workers.

Through Renewal SA's urban renewal project, Our Port, the State Government has a vision to see more people living, working, investing and spending time in Port Adelaide. It is a plan that is being successfully embraced by local government, local business owners, residents and increasingly the wider community.

Renewal SA's last major land release in 2015 resulted in over 20 hectares of land being contracted for sale to multiple developers.

Construction of these residential precincts are well underway and expected to continue for the next 7-10 years. The adjoining residential development to the south of the Port Approach North Precinct is the development by StarFish developers, which has commenced at Dock One.

The relocation of Incitec Pivot from the Port Approach North Precinct to outer Port Adelaide, now provides the opportunity to release this land for redevelopment to maximise economic development outcomes in Port Adelaide through construction activity and job creation.

Renewal SA is committed to the revitalisation of Port Adelaide and is keen to take advantage of the momentum created by the success of Our Port to date.

The Precinct Plan prepared by Renewal SA is a blueprint for the future development of Port Adelaide, and seeks to achieve the vision of more people living, working, investing and spending time in Port Adelaide. It also clearly articulates our aspirations for the whole area as well as for each defined precinct.

Two Development Plan Amendments (DPA) reflecting this strategic direction were completed in 2015 and 2016 to update the City of Port Adelaide Enfield Development Plan for the Port Adelaide Centre.

Submissions should be consistent with the Port Adelaide Enfield Development Plan and Proponents should note that Renewal SA is not interested in rezoning the site and does not have authority to rezone land or make amendments to the current zoning policy.

Renewal SA aims to facilitate accelerated proposals. Preference will be given to Submissions with clear capacity and commitment to deliver.

The following Project Objectives are sought by State Government for the Port Approach North Precinct:

- maximise economic development outcomes through construction activity and job creation
- create sustainable employment opportunities through appropriate commercial and light industrial development
- stimulate urban renewal by facilitating attractive investment opportunities for the private sector.

Key things to know

Precinct boundary
 Development opportunity

Port Adelaide and the broader Lefevre Peninsula have a number of existing industrial operations including Osborne Naval Shipyard; Australia's largest naval shipbuilding hub.

Osborne Naval Shipyard is the confirmed build location for the Future Submarine Program which includes the production of 12 submarines. The largest defence procurement in the nation's history, the program is an investment of more than \$50 billion and will sustain thousands of jobs on the site for decades to come. The Future Submarine Program is a part of the overall continuous Naval Shipbuilding Plan that includes the production and maintenance of defence ships, resulting in an additional \$35 billion investment; a total of over \$80 billion. South Australia is expected to host a significant portion of the works from the continuous Naval Shipbuilding Plan. These projects will transform South Australia's economy and drive innovation across a range of related sectors.

To the south of the Port Approach North Precinct, a major new residential development has commenced construction and will deliver approximately 650 dwellings over the next 7 to 10 years. This development will include construction of a new pedestrian bridge over Dock One to improve pedestrian connectivity between Dock Two and the Port Centre.

The State Government is about to commence construction of a new train station approximately 200 metres to the south of St Vincent Street. The new train station will be located opposite Dock One and will improve public transport access to Dock One and Dock Two, as well as greater Port Adelaide.

Fertiliser manufacturing facilities have operated on the majority of the site for around 100 years therefore it is likely that site remediation will be required, dependent on the nature of the redevelopment and type(s) of land uses proposed. Renewal SA has undertaken some due diligence into the land characteristics which are provided in the due diligence material, including:

- environmental conditions
- building conditions
- extent of services.



Working with Renewal SA

Renewal SA is dedicated to creating a better place for all South Australians by developing accessible, connected and vibrant places where people want to live, work and invest.

Renewal SA is the freehold owner of all of the discrete land parcels forming the land which is the subject of this EOI. Cabinet has appointed Renewal SA to manage the development opportunity process being undertaken pursuant to this Invitation. This includes the assessment of submissions and proposals in Stages 1 and 2 and the negotiation of the key commercial terms and legal documents contemplated as part of Stage 3, subject to all required State Government approvals being obtained.

Further details about the stages of this EOI process are set out in the 'Process' section of this Invitation.

Renewal SA is issuing this Invitation on the basis that Proponents are entitled to make a Submission in respect to the whole or part of the Port Approach North Precinct.

As part of its role to manage this development opportunity, Renewal SA envisages that it will be responsible for:

- stimulating urban renewal by facilitating attractive investment opportunities for the private sector
- understanding planning and site preparation risks to give confidence to potential purchasers/development partners
- collaborating with the private sector if necessary to share development risk.

The role of Renewal SA will be dependent on Submissions received from successful Proponent(s) for the whole or part of the land, and the arrangements being reflected in final negotiated legally binding agreements with the successful Proponent(s).

Renewal SA has engaged an independent probity advisor to oversee the process and appointed Jones Lang LaSalle (JLL) to act as agents in this process.



The process

As at the date of this Invitation, Renewal SA intends to run a three stage process to identify a suitable Proponent(s) to work collaboratively to plan and develop the whole or part of the land.

Stage 1: Expression of Interest – May 2019

This document details Stage 1 of the EOI process pursuant to which Submissions are sought from suitable Proponent(s) to develop the Land (ideally as a whole single development, or if requested by the proponent, in part by way of individual land parcels). Proponents are strongly encouraged to read the Precinct Plan and the City of Port Adelaide Enfield's Development Plan (latest consolidation).

All Submissions submitted in accordance with this Invitation, whether for the whole or part of the Land, will be evaluated by an Evaluation Panel established for the purposes of this Invitation against the Evaluation Criteria. Renewal SA reserves the right in its absolute discretion for the Evaluation Panel to evaluate any Submission which is not submitted in accordance with this Invitation. The Evaluation Panel will use the Evaluation Criteria to assess and evaluate Submissions to determine the Proponent's capability to fulfil the objectives and requirements specified in this Invitation. Renewal SA reserves the right for the Evaluation Panel to evaluate Submissions on a staged basis and to determine not to give further consideration to a particular Submission(s) at any time whilst continuing to consider another Submission(s).

Stage 2: Shortlisted Proponents – August 2019

As at the date of this Invitation, Renewal SA has not determined the process to follow this Invitation and will decide on the nature of Stage 2 and whether to proceed or not after the Evaluation Panel has assessed and considered all Submissions. Proponents should be aware that Stage 2 may include:

- the shortlisting of Proponent(s) and a request for further information via a Request for Proposal (RFP); or
- the appointment of preferred Proponent(s); or
- termination of this process; or
- any one or more of the above alternatives in respect of any individual land parcel comprising the land which has been the subject of a Submission in Stage 1.

If Renewal SA determines to undertake a RFP as part of Stage 2, the nature and extent of information required may vary depending on whether submissions that have been received are for large multiple holdings or smaller single holdings. Renewal SA reserves the right to tailor the RFPs that it elects to provide as part of Stage 2 having regard to the land parcels identified in Submissions.

Stage 3: Negotiation of contractual arrangements

If this process proceeds to Stage 3, Renewal SA:

- will undertake negotiations (on behalf of the State Government) to seek to finalise legally binding contractual arrangements with the preferred Proponent(s) consistent with its proposal
- may determine and notify the preferred Proponent(s) of the ongoing governance arrangements required by the State Government to be incorporated as part of the legally binding contractual arrangements to deliver the development opportunity, in respect of the land parcel(s) forming part of the Land the subject of the Stage 3 negotiations.

The above process is indicative only and may be varied and is also subject to necessary State Government approvals, including the approval of Cabinet. Renewal SA retains the right to vary or abandon the Invitation Process at any time.

What you need to do to be involved in Expression of Interest

In providing a submission to this Expression of Interest, Proponents are to provide the following:

1. Proponent details

Register with SA Government Tenders and Contracts, listing all appropriate Proponent details.

2. Land details

Proponents are to identify whether they intend to develop the whole of the Land or only specific parcels of Land. Proponents must identify, by way of a detailed plan that identifies the part(s) of the Land that the Proponent wishes to develop pursuant to its Submission.

3. Invitation response

Renewal SA will use the Evaluation Criteria set out in the table below to assess and evaluate Submissions.

Evaluation criteria	What to provide	How much to provide
Proponent capability		
Experience and expertise of the team	Provide a summary of the Proponent's capability, including resumes of team members detailing relevant experience and expertise.	Two page summary and an additional one page for each resume
Relevant case studies	Provide three case studies of developments relevant to that proposed in the Submission.	Maximum of one page for each case study
Financial capacity	Summarise balance sheet for the Proponent and likely source of funding for the project.	Maximum of one page
Development proposal	Provide a high level summary of the development proposal and outcomes envisaged for the site including description of: <ul style="list-style-type: none"> consistency with the Port Adelaide Precinct Plan and the City of Port Adelaide Enfield Development Plan development timeframe(s) relationship/contribution to the renewal of Port Adelaide. 	Maximum of three pages of text and two pages of plans
Development model	Provide a high level description of: <ul style="list-style-type: none"> the preferred development model; the proposed management structure to be established between the Proponent and State Government to deliver the project Indicative square metre rate and any conditions the offer will be subject to the timing and basis of determining payment to State Government for the Land. 	Maximum of three pages

The Evaluation Criteria are in no particular order and the order in which they appear bears no relationship to their individual weighting or importance.

For ease of preparation and internal distribution, the Proponent must ensure its Submission is offered in A4 paper format.

The information requested in this Invitation will form the basis of Renewal SA's assessment of Submissions against the Evaluation Criteria and Renewal SA therefore encourages the Proponent's Submission to be completed with the requested information and details to enable Renewal SA to make an effective evaluation. If a Submission does not include the specified information, or is incomplete, it may be excluded from consideration or may be assessed solely on the information received.

Clarification during the Invitation Process

The Proponent may raise a query or seek clarification at any time up to five (5) business days before the Submission closing times. Proponents should note that:

- the Contact Persons will field queries in relation to this EOI and forward them to Renewal SA for a formal response
- Renewal SA reserves the right to (or not to) inform all other Proponents of the question or matter raised and the response given
- Renewal SA reserves the right to respond or not respond at its discretion to any query or matter raised.

Where matters of significance make it necessary for Renewal SA to amend the Invitation or provide additional information prior to the Submission Closing Time, the amendments shall be advised as an addendum or 'update' on the SA Tenders and Contracts website.

Lodgement

Electronic Lodgement

Electronic Submissions are only accessible via SA Tenders & Contracts.

tenders.sa.gov.au

Proponents must login using their SA Tenders & Contracts account details and select the relevant opportunity they wish to submit.

Select the 'SUBMIT ONLINE' tab from the sub-navigation menu and follow the instructions.

Please note the technical specifications outlined on the website before lodging a Submission.

Contact us

Any queries in regards to this Invitation should be directed to the Contact Persons:

Jones Lang LaSalle (SA) Pty Ltd
Level 18, Grenfell Centre
25 Grenfell Street
Adelaide SA 5000

Attention: Roger Klem
Mobile: 0423 919 373
Email: roger.klem@apjll.com

Attention: Kym Hutchins
Mobile: 0438 836 817
Email: kym.hutchins@apjll.com

The Contact Persons are the only people authorised by Renewal SA to communicate with a Proponent.

Further information

Information in relation to the Invitation is currently available on the SA Tenders and Contracts website tenders.sa.gov.au

It is each Proponents' responsibility to regularly review the website for addendums or 'updates' to the development opportunity Invitation Process.

Terms and Conditions

Non-binding nature of Invitation

This Invitation is not:

- an offer to sell of any kind and does not necessarily indicate an intention by Renewal SA to enter into legal relations with any party
- to be interpreted as creating a binding contract (including a process contract) as between Renewal SA and any Proponent or giving rise to any:
 - contractual, quasi-contractual, restitutionary or promissory estoppel rights; or
 - expectations as to the manner in which a Proponent will be treated in the evaluation.

No legal or other obligations will arise until parties execute formal documentation.

Renewal SA is not obliged to proceed with, or negotiate, in respect of any Submission.

Disclaimer

The information set out in this Invitation or the Website is not intended to be exhaustive and Proponents should make their own enquiries regarding:

- the contents of this Invitation
- the suitability of the Land for any form of development.

Neither Renewal SA, the Contact Person nor any employee, agent or contractor of Renewal SA provides any warranty or makes any representation, expressed or implied, as to the completeness or accuracy of the information either contained in or in connection with this Invitation or the Website.

A Proponent must undertake its own enquiries and satisfy itself in respect of all matters contained in any information provided to it.

Proponent acknowledgements

Each Proponent agrees and acknowledges that:

- they have fully informed themselves of all conditions and matters relating to the Invitation
- they have sought and examined all necessary information which is obtainable by making reasonable enquiries relevant to the risks, contingencies and other circumstances
- they do not rely on any expressed or implied statement, warranty, representation, whether oral, written or otherwise, made by or on behalf of Renewal SA, the Contact Person or any employee, agent or contractor of Renewal SA
- they have relied on their own investigations and enquiries in lodging a Submission
- Renewal SA, the Contact Person and any employee, agent or contractor of Renewal SA are not liable for any incorrect or misleading information or failure to disclose information whether in connection with this Invitation or any document attached or related to it including any information on the Website.

Probity

Renewal SA expects that Proponents will:

- not disclose to any rival Proponent their response
- submit a response in good faith and not deliberately submit a response in order to enhance the response of any other Proponents
- maintain the confidentiality of the documents and information provided by Renewal SA, including answers to questions, whether oral or written
- make inquiries and otherwise liaise on matters relating to this Invitation only with the Contact Persons
- declare any actual, potential or perceived conflict of interest as part of the Invitation Process
- not offer any incentive to, or otherwise attempt to influence any employee of Renewal SA or any member of the evaluation committee
- not enter into any contract, arrangement or understanding where the purpose of that contract, arrangement or understanding, in the event that a Proponent is successful in its response, is that such Proponent will pay to or provide an unsuccessful Proponent(s) or any other person(s) money or any other benefit or fulfil any undertaking which is a consequence of any collusive circumstances
- comply with all laws in force in South Australia applicable to the Invitation Process
- comply with Renewal SA's Fraud and Corruption Policy.

If a Proponent acts contrary to the expectations set out above, Renewal SA may exclude the Proponent from further consideration, including from any subsequent selection process.

An independent probity advisor has been appointed by Renewal SA to:

- scrutinise the processes contemplated
- provide advice
- ensure that the process is conducted equitably and with integrity.

Reservation of Rights

Renewal SA may:

- extend the Submission Closing Time (time or date)
- amend this Invitation at any time and will give notice of such amendment via the Website and all such variations will be binding on each Proponent
- ask any Proponent to clarify any ambiguity or provide additional information in support of a Submission
- negotiate directly with any Proponent(s) and discontinue negotiations at any stage of the process
- undertake negotiations with another Proponent or any other person or company
- perform financial, criminal record, reference and character checks in relation to the Proponent and any parties related to it
- make any enquiries of any person, company, organisation, or matter related to the Proponent including confirmation of any information provided by the Proponent.
- consider a Submission submitted otherwise than in accordance with this Invitation or which is submitted after the Submission Closing Time
- change the structure or timing of the Invitation process or the basis on which Submissions are required, evaluated or accepted
- seek advice of external consultants to assist in the evaluation or review of Submissions
- elect not to consider a Submission submitted by a Proponent that:
 - has a potential, actual or perceived conflict of interest; or
 - employs or engages a person who has a potential, actual or perceived conflict of interest whether or not the potential, actual or perceived conflict of interest is disclosed
- invite any person or company to lodge a Submission
- elect not to accept any Submission which does not comply with the terms of this Invitation
- take any other actions it considers appropriate.

Proponents Submission costs

Any and all costs incurred by Proponents in lodging a Submission as a result of this Invitation shall be the sole responsibility of that Proponent.

Publicity and confidentiality

Information supplied by or on behalf of Renewal SA is confidential to Renewal SA and each Proponent is obliged to maintain confidentiality.

Although Renewal SA understands the need to keep commercial matters confidential, Renewal SA reserves the right to disclose some or all of the contents of any Submission:

- to any consultant or advisor as part of Renewal SA's consideration of the Submission
- as a consequence of a constitutional convention in order that the relevant Minister may answer questions raised in the South Australian Parliament; keep Parliament informed or otherwise discharge the Minister's duties and obligations to Parliament and to advise the Governor; Parliament and/or the South Australian Government, or if required to do so by law. Any condition in a Submission that purports to prohibit or restrict the Minister's right to make such disclosures cannot be accepted.

A Proponent must not make any news releases or respond to media enquires pertaining to this Invitation without Renewal SA's prior written approval.

If a Proponent acts contrary to these expectations, Renewal SA may terminate negotiations and exclude such Proponents from the process.

Copyright and intellectual property

By lodging a Submission a Proponent licenses Renewal SA to reproduce for the purpose of the Invitation Process the whole or any portion of the Submission, despite any copyright or other intellectual property right that may exist in the Submission.

Definitions/Glossary

Contact Persons

- The persons described on page 17.

Evaluation Criteria

- The evaluation criteria set out on page 16.

Evaluation Panel

- The panel established by Renewal SA to evaluate Submissions.

Invitation

- The Invitation for Expressions of Interest as set out on pages 4/5.

Invitation Process

- The process for the Invitation as set out on pages 14/15.

Land

- Certificates of Title: CT 6028/405, CT 6089/395, CT 6070/784, CT 6070/785, CT 6070/786, CT 6070/787, CT 6070/789, CT 6070/790, CT 6070/791, CT 6070/792, CT 6070/793, CT 6070/794, CT 6074/666 (Part allotment only)

Precinct Plan

- The Port Adelaide Precinct Plan available on the Renewal SA Website renewalsa.sa.gov.au/port-adelaide

Project Objectives

- The objectives described on page 9.

Proponent

- A party that lodges a Submission in response to the Invitation.

State Government

- The Crown in right in the State of South Australia.

Submission

- Any Submission lodged in response to the Invitation.

Submission Closing Time

- 2.00pm (Adelaide time) on Thursday 11 July 2019 or as amended in accordance with this Invitation.

Terms and Conditions

- The "Invitation Terms and Conditions" forming part of this Invitation.

Website

- renewalsa.sa.gov.au/port-approach-north-eoi

Our Port.



Renewal SA

For more information on Our Port visit:

ourport.com.au

renewalsa.sa.gov.au/port-adelaide

Sales Agent

For further information or to arrange an inspection of the property please contact the sales agent:

Jones Lang LaSalle (SA) Pty Ltd
Level 18, Grenfell Centre,
25 Grenfell Street,
Adelaide SA 5000

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RenewalSA



Government of
South Australia