



مكتب التنظيم و الرقابة
Regulation & Supervision Bureau

Consent to Higher Corporation for Specialized Economic Zones (ZonesCorp) Concerning Operational Control over Relevant Assets

Consent

12 June 2011

ED/L03/065 Issue 1

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water, wastewater and electricity sector of the Emirate of Abu Dhabi

| Document | Approved by | Recipients of controlled copies |
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| ED/L03/065 | Director General | Higher Corporation for Specialized Economic Zones Bureau |

Higher Corporation for Specialized Economic Zones (ZonesCorp)

Consent concerning Operational Control over Relevant Assets

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**Higher Corporation for Specialized Economic Zones (ZonesCorp)
PO Box 36000
Abu Dhabi**

Consent concerning Operational Control of Relevant Assets

1. Introduction

ZonesCorp has sought the consent of the Bureau for the purposes of Condition 5 of Part II of the Licence for ZonesCorp to relinquish Operational Control over the Relevant Assets in accordance with the terms of the Agreements and the Application.

2. Definitions

Terms used in this Consent shall, unless defined herein or the context otherwise admits, have the same meaning as ascribed to them in Law No (2) or the Licence.

Agreements means:

- a) the concession agreement between ZonesCorp and ICAD Industrial Waste Treatment Services LLC dated 28 June 2007 and restated 27 September 2007;
- b) the concession agreement between ZonesCorp and ICAD II Limited LLC dated 15 March 2006 as amended and restated by the agreement dated 29 October 2007;
- c) the concession agreement between ZonesCorp and ICAD III Limited LLC dated 28 June 2007 as amended and restated by the agreement dated 11 June 2008;
- d) the operation and maintenance agreement between ZonesCorp and Al Jaber Transport and General Contracting LLC dated 17 August 2008;
- e) the design, build and operate agreement between ICAD Industrial Waste Treatment Services LLC, Samsung Engineering Company Limited and Mushrif National Construction LLC dated 26 June 2007;
- f) the consultancy services agreement between ZonesCorp and Jurong International Consulting Private Limited dated 18 June 2008; and
- g) any other agreement entered into by ZonesCorp, ICAD Industrial Waste Treatment Services LLC, ICAD II Limited LLC or ICAD III Limited LLC on or before the date of the Application for the performance of the Licensed Activities;

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Application means the Licence application made by ZonesCorp to the Bureau dated 19 April 2009;

Bureau means the Regulation and Supervision Bureau for the water, wastewater and electricity sector, as established by Law No (2);

Consent means this consent granted by the Bureau to allow ZonesCorp to relinquish Operational Control over the Relevant Assets in accordance with the terms of the Agreements and the Application;

Law No (2) means Law No (2) of 1998 Concerning the Regulation of the Water and Electricity Sector, as amended;

Licence means ZonesCorp's Sewerage, Wastewater Treatment and Disposal Licence, Document ED/L01/023, as modified;

Licensed Activities means the activities permitted to be carried out by ZonesCorp pursuant to the terms and conditions of the Licence;

Operational Control means the direct control by the Licensee over the performance of the Licensed Activities, and for the avoidance of doubt operational control is relinquished when responsibility for performance of the Licensed Activities, or any substantial part thereof, is sub-contracted by the Licensee to a third party;

Relevant Assets means any asset for the time being forming part of the Relevant Systems;

Relevant Systems means any or all of the Sewerage System, the Wastewater Treatment System and the Disposal System;

ZonesCorp means the Higher Corporation for Specialized Economic Zones.

3. Consent

The Bureau hereby grants its consent, in accordance with Condition 5 of Part II of the Licence, to ZonesCorp relinquishing Operational Control over the Relevant Assets in accordance with the Agreements and the Application.

4. Conditions of the Consent

This Consent is granted subject to the following conditions:

- a) ZonesCorp will continue to comply with all the requirements of Law No (2) and the Licence in respect of its Licensed Activities and activities ancillary thereto;
- b) ZonesCorp shall ensure that nothing in any proposed amendments to the Agreements will hinder compliance with ZonesCorp's obligations under the Licence. However, it is recognised that if an amendment results in a change in service provider, process or system, delays in the provision of information by ZonesCorp to the Bureau may be encountered. ZonesCorp must

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endeavour to ensure that such delays will be kept to a minimum and must keep the Bureau fully informed of the situation at all times;

- c) ZonesCorp shall provide the Bureau with all relevant information (including information reasonably requested by the Bureau taking into account any confidentiality obligations applicable to such information) relating to any proposed amendments to the Agreements which could result in a further relinquishment of Operational Control prior to the effective date of such amendments;
- d) neither this Consent nor the Agreements will relieve ZonesCorp from complying with its obligations under any other applicable law, decree, statute or governmental authorisation issued or promulgated by any governmental entity in the United Arab Emirates.

5. Consent subject to modification or revocation

- a) The Bureau may modify or revoke this Consent in the following circumstances:
 - i) in the event of any amendment of the Agreements or of Law No (2); or
 - ii) where (in the reasonable opinion of the Bureau) ZonesCorp fails to comply with any requirements under Law No (2), the Licence or this Consent.
- b) Where the circumstances arising under paragraphs 5(a)(i) or 5(a)(ii) are of such a nature that the Bureau considers it appropriate to modify this Consent, the Bureau shall give notice to ZonesCorp of the proposed modification in a form which:
 - i) states that it proposes to modify the Consent and the date from which the modification will be effective;
 - ii) states the reasons why it proposes to modify the Consent; and
 - iii) specifies a period (which shall not be less than 28 days) within which representations or objections may be made in respect of the proposed modification;and the Bureau shall consider any representations or objections made before modifying the Licence.
- c) Any modification of this Consent shall be advised promptly to ZonesCorp in writing.
- d) Where the circumstances arising under paragraphs 5(a)(i) and 5(a)(ii) are of such a nature that the Bureau considers it appropriate to revoke this Consent, the Bureau shall give notice to ZonesCorp of the proposed revocation in a form which:
 - i) states that it proposes to revoke the Consent and the date from which

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- such revocation will be effective;
- ii) states the reasons why it proposes to revoke the Consent; and
 - iii) specifies a period (which shall not be less than 30 days) within which representations or objections may be made in respect of the proposed modification;

and the Bureau shall consider any representations or objections made before revoking the Licence.

- e) Any notice of revocation of this Consent shall be advised promptly to ZonesCorp in writing.

6. Term of Consent

This Consent:

- a) is effective from 8 September 2009; and
- b) unless revoked in accordance with the provisions of paragraph 5, shall continue until the Licence is terminated.

Granted by



The stamp is circular with Arabic text at the top: 'مكتب التنظيم والرقابة' and 'المدير العام'. In the center is a blue square with a white lightning bolt. At the bottom, it reads 'Director General' and 'Regulation & Supervision Bureau'.

Nicholas Carter

Director General

Regulation and Supervision Bureau

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