



phase

Commercial Project Services

COMMERCIAL PROJECT SERVICES

- Commercial Management and Transaction Support
- Review of Principal Project Agreements (JV, Offtake, EPC, EPCM)
- Contract Reviews and Negotiations
- Contract Formation and Management
- Request for Tender documents
- Management of Tendering and Contract Award
- Capex Estimate Reviews
- Project Schedule Reviews
- Project Controls
- Development of Project Policies, Plans, Procedures
- Risk & Opportunity Assessments
- Contract Closeout and Claim Resolution

For more information, please contact us: info@phasepl.com

PROJECT SERVICES AND OPERATIONAL SUPPORT

Phase was created on a vision on executing project services based on a proactive and collaborative approach, one where the objectives of project owners and our clients are the cornerstone of our service offering. Phase draws on its extensive major projects experience to deliver the services required to achieve these outcomes.

Phase is focused on the commercial aspect of project services and operational support; we are not an engineering house nor EPCM firm. We generate value for our clients by either working as their external representative or as an additional element of a client organisation to ensure project activities as adequately addressed internally. Holistically our Project Services and Operational Support can range from assisting develop internal project management systems and procedures, in managing and executing key project management activities or acting as advocates for our clients. We do this with a focus of protecting our client's commercial interests and proactively driving the performance of their project activities in alignment with their objectives and project success parameters.

Our project and operational support services include cradle to grave activities associated with:

- Development of Project Management Frameworks including required policies and procedures.
- Development of Project Discipline Plans
- Business Process and Project System Management
- Commercial documentation preparation and review (contract boilerplates, reviews etc)
- Contract Management
- Procurement
- Major Capex and Opex Supply Management
- Project Controls
- Risk and Opportunity Management
- Project Resourcing Staff Planning
- Warranty (Defect) Liability Period Management
- Asset Management
- Ad hoc project services, such as management of project administration activities.

Some examples of where our Project Services and Operational support services have assisted our Client's project activities are:

- Development of framework for internal project governance
- Development of contract management plans
- Auditing of jurisdictional compliance and development of compliance management plans
- Development and implementation of internal management plans for critical path activities
- Preparation and management of project heat-map processes
- Development of service agreements to be used to engage third parties
- Development of licensing agreements templates to protect project IP
- Review of bank undertakings and financial security documentation
- Management of project Request for Information processes
- Management of project tendering processes on behalf of clients
- Development of heads of agreements, letters of intent and other pre-contract agreements
- Review of contractual dispute issues and identification of resolution management approaches
- Project risk and opportunity identification
- Participation on project activity review and management committees

Each of the services above can include a variety of sub-services and more specific service offerings that we tailor around of client's needs. Additional information outlining each of these specific services is available.

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COMMERCIAL MANAGEMENT AND ADVISORY SERVICES

Extensive experience in the commercial management gives Phase an applied understanding of the role played by robust commercial strategy, and seamless interface of commercial services and technical execution, in achieving project and business success. A pure focus on commercial management, supported by a strong understanding of construction and engineering principles, provides Phase with a unique capability of supporting executive management teams undertake commercial activities that are guided by real business and project requirements, and which add definite value to a company's growth or a project's development.

The basis of Phase's Commercial Management and Advisory Service is essentially to provide an extra pair of highly capable hands to companies that have identified the need to focus on critical corporate or commercial issues. This may arise because:

- a client team is otherwise under-resourced to attend to such requirements (through limited numbers of personnel, or increased unforeseen demand);
- where best practice execution of specific strategic and tactical commercial efforts requires a higher level of commercial capacity than is held in-house, or where complete focus, outside the constraints of day to day operations is deemed necessary;
- where lawyers or other technical advisors are not practically experienced to provide such support; or
- simply because attending to such matters would take executive personnel away from other critical business activities.

Phase supports its clients by bridging both the knowledge and hands-on resource gaps noted above, especially in respect of critical non-core commercial activities. We consider these services to be a kind of process championing, in that we do not direct our clients by proposing stale boilerplate project delivery concepts, but stand behind executive teams in their efforts to collectively determine appropriate commercial strategies and the processes required to enact them, and manage the steps required to implement and execute those processes.

In this respect, we enable organizations, especially our junior and mid-tier clients, to effectively hold a diverse portfolio of highly sophisticated commercial skill sets, without the overhead cost of a large corporate team. We are highly effective at supporting the development of and Championing our clients' critical non-core commercial processes because we are highly skilled and experienced, and importantly, because we can bring advantage of undivided attention to task execution.

Phase's Commercial Management and Advisory Services range from assistance in the execution of commercially sophisticated scope, through to providing an objective opinion or input into commercially important decisions. Some examples of Phase's Commercial Management and Advisory Services are:

- The development of a inter-entity transactional models for cross jurisdictional projects;
- Development of compliance mapping assessment to outline key project rights and obligations influencing corporate and project strategy;
- Review of Business Plans and Project Description documentation;
- Preparation of commercial strategy documentation for Board consideration;
- Joint-venture or partner briefing presentations;
- Corporate registration and business administration process implementation; and,
- Development of project insurance regimes.

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CONTRACT MANAGEMENT

Effective Contract Management is a Cornerstone of Project Success

Contract Management plays a critical role in almost every aspect of a project's success. When executed correctly, Contract Management processes support other key project disciplines allowing them to function seamlessly as well as generating cost efficiency gains for a project. The inverse is also true; where ineffective Contract Management tends to have impacts that extend beyond direct commercial cost, into indirect risk to personnel, the wider community, and personally for statutory officers and executive position holders. It is essential to adopt effective Contract Management process at all stages of a project, and within individual contract life cycles.

Phase offers a range of services that mitigate or remove risks associated with contracting, and maximize the commercial and practical opportunity originally desired. Our services are delivered through embedded client team support or remote assistance, either on a long term or ad hoc basis.

Pre Contract Activities and Contract Information

Effective pre-contract management is critical to project performance at later stages of the contract life-cycle. Pre contract activities represent a low cost and effective means of ensuring that a project may rely on fit for project goods, works and services. Our pre contract activities include:

- Contract strategy development and implementation
- Contract and Package Plans (including horse-blankets, capability mapping and inputs into early phase studies)
- Development of contract boilerplate templates across the entire suite of contract forms
- Review of commercially sensitive documents (contracts, confidentiality agreements, guarantee and security agreements)
- Contract and RFQ scope reviews
- Remuneration methodology development/reviews and assessment (having the right payment process is critical)
- Development of competitive bidder selection criteria

- Management and implementation of the Request for Proposal/Request for Tender Process, including bidder sourcing, prequalification, assessment, & recommendation
- Contract negotiation and formation
- Contract management strategy planning
- Development and implementation of Contract Management Plans and Procedures

Contract Management

Our post award contract management activities include:

- Contract Kick Off and Early Stage Contractor Guidance
- Prime and Sub-contract Administration Including Payment Claims Determination, Contractual Correspondence, Compliance Management, Management of KPI's, Claims Management and Negotiation
- Contract Superintendence (including monitoring of contractor performance, assessment of variations and development of additional scope requirements)
- Contract Close-out
- Post Practical Completion Entitlement Management
- Resolution Negotiation
- Development of Contract Administration Guides for contracts

Related Services

- Integration of Contract Management regulations into corporate systems and processes
- Incorporate of effective Project Controls mechanism into Contract Management activities

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PROJECT AND OPERATIONAL PROCUREMENT

Procurement costs represent a significant portion of the total cost to both project development and sustainable operations. Principal among these are the goods, materials and equipment procured during the execution phase of a project, followed closely by the sustaining capital and expansion costs of post project operations. The necessity to effectively manage purchasing activities has become critical as high cost producers and project cost over-runs are suffering increasingly negative market perception.

Whilst the three key main areas of 'supply' (Project Procurement, Major Opex and Capex) are typically well understood, there are many factors that make their management a challenge and which increase the risk of high direct and in-direct costs. Some of these risks stem from third party management of procurement, and sub optimal contract management during project execution, others arise from poor execution of procurement due to inexperience, dilution of focus or a near-term only perspective.

Phase has the expertise to reduce the risks, and capitalise on the opportunities associated with project and operations procurement. Our Project and Operational Procurement Services include:

Project Procurement

- Procurement strategy development and implementation including supplier engagement option assessment
- Package planning
- Development of procurement management templates and documentation
- Technical scope and specifications reviews
- Development of competitive bidder selection criteria
- Management and implementation of the Request for Proposal/Request for Tender Process, including bidder sourcing, prequalification, assessment, & recommendation
- Supplier capability mapping
- Facilitation of Request for Information processes to assist drive out-sourcing strategy decisions

- Integration of procurement activities into broader contract formation and management activities
- Freight and Logistics Management (including packing and site delivery/laydown control)
- Inspection and Testing
- Acceptance testing and recommendation
- Post acceptance defect and warranty management

Major Opex & Capex Purchasing during Operations

- Historical cost analysis and Opex trending/forecasting
- Budget pricing acquisition modelling
- Comparative cost benefit analysis and recommendation
- Development of operating budgets, particularly major operating contract costs
- Development of capital expenditure budgets, particularly project capital, major capex and sustaining capital programs
- Capex and Opex cost reduction strategy development and implementation
- Strategic supply strategy development
- Supplier identification and prequalification
- RFP/T/Q Process development and implementation
- Supplier review and recommendation
- Award and contract negotiation
- Contract review and management
- Development of asset management plans
- Development of depreciation schedules and fixed asset registers
- Post procurement warranty and defect liability management

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PROJECT CONTROLS

Project Controls comprises various analytical disciplines that both measure and forecast performance with the objective of improving predictability of project cost and schedule. These activities are critical across each and every phase of a project. A robust and effective Project Controls process identifies variations from an approved plan and should highlight areas where corrective action is required.

Most Project Controls processes are implemented as a check and balance to monitor negative impacts on a project, namely because a project rarely fails due to one issue, project failure is most always due to a range of minor issues that each have a negative impact on the project and collectively have significant impact. Being able to proactively identify these issues and forecast their impacts is obviously essential to the successful management of every project. The opposite is also true but often not addressed by project owners and services providers, where establishing effective Project Controls process can assist identify areas of project opportunity and improved efficiency and performance, such as monitoring of productivity rates of construction contractors and using that information when developing and reviewing project plans.

Sound project controls systems, procedures and practices (methodologies) allow project managers to steer the provision of goods, works and services toward the desired performance outcome.

Phase's control methodologies are aligned with its overarching principles of low waste business processes and close collaboration with clients. Rather than apply a one size fits all approach, control strategies are designed to address the time, cost, and quality risks that are specific to a client's project, along with recognition of the organizational approach (people and processes) that are in place. Phase also understands that establishing effective Project Controls processes are as important during a Project's development phases as it is during execution and construction phases.

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Some of our main Project Controls offerings are:

Project Controls Planning

- Project Controls planning and strategy development
- Scoping the requirements for a Project Controls processes based on size, complexity and sensitive of the Project and objectives of the Project Owner.
- Identification of Project reporting requirements
- Review of Project estimates and development of control budgets
- Selection of Project Controls Information Systems, including document management, cost control, scheduling and quality assurance management systems
- Development of Project Controls policies, plans and procedures and integration of these into business processes.
- Development of project Work Breakdown Structures and commodity coding
- Determination of project contingency
- Change Management planning
- Approvals Management planning
- Document and information control planning

Project Controls Integration with Contract Formation

- Development of contract level control strategy
- Development of payment and progress schedules for inclusion in bid packages
- Preparation of controls oriented contract inclusions
- Review of tender submissions with respect to project controls
- Management of change within the appropriate change management system, in respect of pricing trends

Project Controls as Part of Project Execution Management

- Preparation of control budgets and control schedules (baselines)
- Preparation of contractor reporting schedules, including Quantity and Man-hour reporting specifications
- Measurement of contract performance with respect to schedule, cost and quality
- Development of contract and project level forecasts for cost and schedule
- Reconciliation of cost data with client ERP systems
- Preparation of progress certification documentation
- Preparation of weekly, monthly and milestone based reports

BUSINESS AND PROJECT SYSTEMS

Business processes and systems are the guidelines and basis used by organizations to meet the challenge of maintaining quality of output and strategic direction. Organizations use Business Processes and Systems to channel their intellectual property, organizational knowledge, and strategic intentions into the generation of value. The importance of these systems is most notable in growing organizations, and where decision makers may be otherwise functionally removed from hands on administration of activities. As such, having robust and responsive processes and systems allows for standardized and ideally efficient performance. Achieving best practice systems and processes is not an easy task; risks associated with these are generally manifest along four key milestones:

- At the point of creation (inaccurate or inappropriate content)
- During roll out (low adoption by desire users, misinterpretation)
- During organizational use (non-compliance, inconsistent application)
- Ongoing (failure to adapt to an organization's changing business needs).

Phase understands the balance required between policy and procedures when developing, implementing and managing business processes and systems whether across an organizations as a whole on a specific project basis. We also recognize that processes and systems must reflect an organization's character and organizational culture. We work with our clients to identify the suite of tools required to generate value. Phase also recognizes that a client's need can range from zero document basis, to a full suite of systems.

Corporate Policy, Procedure, Plan Development

- Development of overall operating platforms and governance frameworks
- Development of business or project charters
- Development of core policies, plans and procedures outlining the hierarchy of each

- Development of framework for business functional policies, plans and procedures, including:
 - Project and Operations Engineering & Design
 - Project Services & Project Management
 - Project and Operations Finance and Accounting
 - Project and Operations Commercial Management
 - Operations Services Management
 - Human and Industrial Resources Management
 - Environmental and Community Management
 - Asset Management
 - Individual (Functional, Category, Departmental) Sub Plans

Implementation & Compliance Management

Phase can assist its clients with complete implementation programs and ongoing compliance management, including:

- Implementation of Project Management Information Systems across all project disciplines or for specific discipline modules or systems
- Policy and procedural compliance management and customization of practices to align with best practice
- System rollout education and training of client personnel
- Review and monitoring of compliance performance
- Gap analysis and recommendation in respect of compliance improvement

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JURISDICTIONAL & LEGISLATIVE AND COMPLIANCE MANAGEMENT SERVICES

Jurisdictional and legislative requirements are among the most impactful conditions affecting projects and extractive operations. Among other pressures, the growing concern of resource nationalism and the increasing complexity of cross jurisdictional compliance requirements are affecting project viability, operational profitability and even security of ownership. There is no indication that these trends and the associated requirements will reduce in the future and gone are the days that project owners could take these requirements for granted.

The impact of these pressures on Majors and more directly, Junior Mid-tier and JV operators are demanding that management teams place a greater emphasis on government/regime legislative compliance and stakeholder management. When these requirements are addressed proactively and with a spirit of corporate citizenship, projects and operations can benefit from significantly reduced costs of doing business, increased ease of market and national entry and improved commercial arrangements (as a lower risk proposition) among many more.

Phase works with its clients to understand the geopolitical and legislative factors directly affecting the feasibility and long-term viability of projects, along with challenges affecting post project operating cost. Phase has experience supporting clients in high risk red and green tape nations; we understand the challenges in meeting national mandates while maintaining profitability, we have experience innovating in such environments to drive competitive advantage; and, we believe in a sustainable approach to regime relationship management, having a commitment to good corporate citizenship.

Legislative and Regulatory Management (Planning)

Phase assists clients in identifying relevant legislative factors when considering projects, or during execution and operation. Phase supports its clients development of strategies for minimizing the risks and maximizing the opportunities associated with governmental requirements. Our Legislative and Regulatory Management Services include:

- Identification of key legislative considerations (for proof of concept);
- Sourcing, collation and interpretation of geopolitical data;
- Jurisdictional compliance mapping and audits;
- Determination of regulatory and statutory risks;
- Assessment of probable direct and indirect cost impacts;
- Identification of licensing and approval requirements;
- Compliance and Stakeholder management planning;
- Development of efficiency improvement strategies in respect of managing red and green tape

Compliance Management

The development and adoption of effective compliance management process is equally as important as early phase planning. Phase can assist with:

- Compliance management mapping outline key obligations and benefits;
- Detailed identification and assessment of all relevant (project or operation specific) legislative requirements;
- Detailed identification and assessment of all relevant (project or operation specific) jurisdiction (contractual) requirements;
- Development of compliance management strategy;
- Development of compliance management plans, policies and procedures;
- Alignment of compliance plans with, and as relevant, integration into high level corporate policies and practices and specific project execution activities;
- Compliance auditing, reviews and recommendation.

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RISK & OPPORTUNITY MANAGEMENT AND INSURANCE SERVICES

An effective risk management strategy allow a business to identify its' strengths, weaknesses, opportunities and threats and implement practices to manage these attributes accordingly. When implemented correctly this can achieve positive impacts and net benefits to an organisation and is not limited to risk mitigation actions.

Given current volatility in the resource commodity sector, increasing importance is being placed on risk management. Proactively integrating risk and opportunity processes into both project and corporate practices now is an important element of future business and project success. Similarly as natural resource companies place increasing attention and emphasis on capital allocation, ensuring traditional insurance costs are managed has become relevant. As such, it is important to integrate insurance activities as part of a sound forward thinking commercial strategy.

Phase specializes in assisting project owners with their commercial activities including attending to risk assessment and management requirements. Beyond offering this Phase can provide valuable support by assisting project owners identify and explore strategic and tactical commercial opportunities in respect of insurance and risk. These opportunities include potential insurance savings and the integration of insurance requirements into project development processes and future execution plans.

Phase can also act on clients' behalf to directly manage insurance broker/risk consultant relationships, and ensure that these service providers are aligned with the Client's risk related objectives. Our risk & opportunity and insurance services include:

- Ensuring risk mitigation and opportunity enhancing actions are implemented in project plans and across corporate operating systems
- Project risk reviews
- Preparation of Risk Management Plans

Insurance Services

Phase has established relationships with market leading insurance brokers and insurance specialists which allows a unique capability of managing insurance related activities from cradle to grave. Some of these key offerings include:

- Development of Insurance Plans and Procedures
- Ensuring design and construction of processing plant is a desirable risk to underwriters
- Developing Owner Controlled Insurance Programs for projects
- Administering and overseeing the annual insurance renewal process
- Handling all aspects for your insurance claims

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Risk Management Services

- Project risk reviews
- Preparation of Risk Management Plans
- Development and administration of risk registers to monitor risk
- Development and execution of compliance management activities

WARRANTY (DEFECT) MANAGEMENT

The contractual right to defect free goods and services nearly always extends beyond the completion of scope or delivery of goods or equipment. Because the management of post completion activities is typically excluded from the scope of project service providers such as EPCMs, the specific knowledge of such rights can be lost with the demobilisation of project personnel.

Phase provides Warranty (Defect) Management Services to identify and manage those entitlements and to address the risk associated with vendors' and contractors' failure to rectify defective goods works and services.

In addition to reducing the direct cost impact of defects for our clients, the Phase Warranty (Defect) Management Service reduces indirect costs associated with management time, missed 'deliver to market' windows, and, in some cases, helps reduce asset related insurance premiums. These services cover a variety of activities, including:

Contract Close-out

Phase minimises commercial risk through the effective assessment, management (as required), and closure of all contract related responsibilities. Contract close-out includes:

- The appraisal of the obligations and rights of both the Contractor and the Principal under all relevant contracts;
- The identification of Contractor or Supplier activities that remain incomplete;
- The prescription of actions that must be undertaken to satisfy contractual completion;
- Identify all actions required to be performed by the Principal to protect their right to warranty; and
- Evidentiary support for the finalisation of all contract matters.

Entitlement Management

Phase manages the latent risk inherent in the expiry of key defects liability and warranty periods. We forewarn our clients of these events to provide sufficient time in which they may investigate the condition of goods works or services under contract and effectively mandate action, or seek recompense.

Our entitlement management services include:

- The identification of key contract provisions;
- Risk assessment of project packages of work and completed facilities to allow a site specific management plan;
- The storage and management of all relevant data and contract documentation;
- The monitoring of all key events and the communication to the client of imminent milestone events;
- The prescription of necessary investigative responses;
- The provision as required, of all pertinent documentation and data.

Warrant Dispute Resolution

Phase affects positive commercial outcomes for our clients, through the negotiation of resolution terms for matters in dispute relating to defective goods works and services. We strive to ensure that matters are resolved quickly, efficiently, with a minimum of disruption to operations, and wherever possible, at the avoidance of costly legal action. Phase can assist warranty dispute resolutions through:

- Assessment of all matters relevant to a dispute;
- The preparation of reference documentation;
- Formal contact and dialogue with all disputants;
- Commercial assessment of resolution possibilities (including: viability; likelihood; cost benefit; and risk profile); and
- Facilitation with legal advisers as required.

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PROFESSIONAL AND TECHNICAL SERVICE PROVIDER MANAGEMENT

By engaging third parties, most organizations can reduce their fixed overheads and focus more resources on their core business offering. In some circumstances outsourcing is simply a necessity of not having the knowledge or skill set within an organisation to undertake technical or professionally oriented activities. Either way engagement of professional or technical service providers has a significant impact on the success of a business.

The point at which business needs require the engagement of a third party expert, is typically the point at which that organization becomes exposed to risk, through a lack of relevant IP, a shortage of time and personnel, and often a lack of knowledge. Accordingly, reliance on the third party to achieve a typically business critical function is a high risk activity and it is essential that all technical and professional services providers are effectively managed just like any other third party supplier, contractor or internal resources.

Phase has the experience necessary to act on behalf of its clients as an advocate and intermediary. Our expertise covers the management of a range of technical and professional service providers, including:

- EPCM Firms
- Engineering and Design Houses
- Accountants and Tax Advisers
- Legal and Commercial Advisors
- Business and Insurance Brokers
- Freight Forwarders, Shipping and Logistics Operators

We know what information and access third parties require in order to provide the most value to our Clients; we have a sophisticated understanding of the risks and opportunities associated with their engagement and activities, and we have an experience in successfully managing third party service provider engagement from cradle to grave.

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Ultimately it is working to ensure third party technical and professional advisers remain focused on the defined scope of their services, on schedule, within budget as well as integrating their outputs or deliverables into the client's business or project processes. The keys are undertaking adequate planning, effective sourcing of providers and management of service provider engagement.

Planning and Sourcing:

- Identification and specification of resource requirements including development of objectives for outsourcing;
- As appropriate:
 - Defining the scope, deliverables required and performance criteria;
 - Identification and pre-qualification of prospective entities;
 - RFP/RFQ/RFT development;
 - Engagement negotiation;
- Internal resource management planning to ensure clients understand their input requirement;
- Client team preparation and guidance.

Effective Management:

- Development of Business Processes and Systems pertinent to the type of provider and nature of the engagement, for example, project management plans for EPCM management, and Insurance Policies for Insurance Advisers.
- Ongoing Client representation with third parties including:
- Preparation and presentation of client briefs and formal instructions
- Due diligence on service provider recommendations
- Review of deliverables issued by service providers and preparations of summaries for client reference and information
- Payment claim processes development and claims determination
- Review and recommendation for rate card amendment and contract renewal
- Post engagement performance review and lessons learned development.



MANY OF PHASE'S SERVICES HAVE APPLICABILITY ACROSS THE ENTIRE PROJECT LIFECYCLE. THE ABOVE SIMPLY IDENTIFIES WHERE SPECIFIC SERVICES AND CAPABILITIES ARE TYPICALLY IN HIGHER DEMAND.

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