

## Request for Quote/Proposal (RFQ/RFP)

Commodity/Service Required:	Financial Advisory to Support Off-grid Solar Energy Company with Capital Raise
Type of Procurement:	One-time procurement
Type of Contract:	Fixed-cost subcontract
Term of Contract:	10 months
Contract Funding:	USAID
This Procurement supports:	Power Africa Off-grid Project (PAOP)
Submit Proposal to:	paopsubcontracts@powerafrica-offgrid.org
Date of Issue of RFP:	July 2, 2021
Date Questions from Supplier Due:	July 14, 2021
Date Proposal Due:	July 23, 2021
Approximate Date Purchase Order Issued to Successful Bidder(s):	September 1, 2021

<b>Method of Submittal:</b>	
Email Submission to <a href="mailto:paopsubcontracts@powerafrica-offgrid.org">paopsubcontracts@powerafrica-offgrid.org</a>	
Respond via e-mail with attached document in MS Word / pdf format. The Bidder/Seller agrees to hold the prices in its offer firm for 90 days from the date specified for the receipt of offers, unless another time is specified in the addendum of the RFP/RFQ.	
Solicitation Number:	PAOP-RFQ/P-2021-002

### Attachments to RFP:

1. Attachment "A" – Statement of Work
2. Attachment "B" – Instructions to Bidders/Sellers
3. All PO Terms and Conditions are listed on our website at forth at:  
<https://www.rti.org/sites/default/files/rti-purchase-order-terms-and-conditions-v1.16.pdf>,  
<http://www.rti.org/files/PO FAR Clauses.pdf> or for commercial items:  
<http://www.rti.org/files/PO FAR Clauses Commercial Items.pdf> (hereinafter the "Terms"). Supplier's delivery of products, performance of services, or issuance of invoices in connection with this purchase order establishes Supplier's agreement to the Terms. The Terms may only be modified in writing signed by both parties.

All bidders/sellers are responsible to carefully review each attachment and follow any instructions that may be relevant to this procurement.

## Attachment A - Statement of Work

### About Power Africa Off-grid Project

The Power Africa Off-grid Project provides technical assistance to support the development of sub-Saharan Africa's off-grid solar home system and mini-grid sectors. Under its Access to Finance work stream, the project team provides support to investors to develop bankable pipelines and perform due diligence. In parallel, the team works with off-grid energy companies to raise capital given the capital-intensive nature of their businesses and the need for third party capital to support the growth of the sector.

### Background

The company is currently active in Chad and Mali and is planning to expand surrounding markets, substantially increasing its scale-up capital needs. Company X has a good base of sponsors and lenders (including leading DFIs) and has already started advanced discussions with current ones for a possible increase and/or refinance of existing debt. It is seeking the services of an experienced advisor to support with a capital raise with current and new financiers, as well as defining the optimal structuring and fundraising strategy:

- €14m in project debt for current country projects
- €8m in corporate equity or mezzanine or subordinated debt for new countries

This round of equity and/or debt raise, would eventually result into around 500,000 new connections with a substantial part in productive use.

### Objective

To advise the company on raising a mix of debt and equity at project and corporate levels. The scope of work includes:

1. Review and commenting on the existing key project agreements, business plans, existing term sheet(s);
2. Advising the Company on the optimal financial structure at project and consolidated level;
3. Finalize the valuation sheet of the Company at corporate level;
4. Preparation of marketing and investment materials including a teaser, a full-length information memorandum and a comprehensive data room;
5. Identification and contacting of potential equity, quasi-equity, and debt investors;
6. Evaluation of debt and equity offers as well as negotiation and advising on the best strategy and tactics to optimize the position of existing shareholders of the Company;
7. Management of investors' diligence requests;
8. Support the Company in the investment process, including drafting and negotiation of the equity/debt term sheet(s), and closing the transaction(s).
9. Assisting the Company in satisfying conditions precedent to first disbursement.

### Timeline

The period of performance will be September 15<sup>th</sup>, 2021 to June 30<sup>th</sup> 2022. All deliverables to be submitted before May 15<sup>th</sup>, 2022.

### **Expected Deliverables**

- I. Confirmation that success fee has been negotiated and agreed to with the Company within two weeks of contract signing.
- II. Review and finalization of the company's financial model with a valuation sheet.
- III. Development of a data room and an investment teaser and project information memorandum which will include company business model description and positioning, competitive advantage, management team, competitor analysis, and financial forecasts/projections.
- IV. Development of an investor outreach list and summary table comparing and contrasting investor proposals.
- V. Executed Term Sheets by investors

### **Application Submission: Required Documents**

Short (5-10 pages) background and description of:

- The Advisor's ability to provide the support requested.
- The suggested approach for fundraising the proposed positioning of the Company, and types of investor profile that the advisor would suggest targeting.
- Three examples of past performance (no more than six pages total).
- Short biographies of key staff who will support this subcontract.
- Detailed budget including estimated level of effort per staff member (include resource level) for each deliverable.
- Note that we are interested in contracting advisors with experience working with development finance institutions ("DFIs") including in particular the International Finance Corporation ("IFC"), U.S. International Development Finance Corporation ("DFC"), and other DFIs investors and lenders who may be relevant to the Company. The financial advisor should have:
  - ✓ Closed deals and good experience with DFIs and patient capital investors
  - ✓ Closed credit transactions globally from relevant financing sources; European, African or North America sources
  - ✓ Relevant working experience in Sub-Saharan Africa (e.g. closed financings) and experience advising on off-grid initiatives
  - ✓ Have demonstrated experience raising equity,
  - ✓ transactions/platforms investing in Africa
- Please detail these qualifications in your proposal.

\*Note that the Company maintains first right of refusal for all companies providing support

## Attachment "B"

### Instructions to Bidders/Sellers

- 1. Procurement Narrative Description:** The Buyer (RTI) intends to purchase commodities and/or services identified in Attachment A. The Buyer intends to purchase the quantities (for commodities) and/or services (based on deliverables identified in a Statement of Work). The term of the Ordering Agreement shall be from Award Date to the Delivery date of the Offeror unless extended by mutual agreement of the parties. The Buyer intends to award to a single "approved" supplier based on conformance to the listed specifications, the ability to service this contract, and selling price. We reserve the right to award to more than one bidder. If an Ordering Agreement is established as a result of this RFQ/RFP, supplier understands that quantities indicated in the specifications (Attachment A) are an estimate only and RTI does not guarantee the purchase quantity of any item listed.
- 2. Procuring Activity:** This procurement will be made by **Research Triangle Institute (RTI International)**, located at

3040 East Cornwallis Road, Research Triangle Park, NC 27709-2194

who has a purchase requirement in support of a project funded by

USAID - Power Africa Off-grid Project

RTI shall award the initial quantities and/or services and any option quantities (if exercised by RTI) to Seller by a properly executed Purchase Order as set forth within the terms of this properly executed agreement.

- 3. Proposal Requirements.** All Sellers will submit a quote/proposal which contains offers for all items and options included in this RFQ/RFP. All information presented in the Sellers quote/proposal will be considered during RTI's evaluation. Failure to submit the information required in this RFQ/RFP may result in Seller's offer being deemed non-responsive. Sellers are responsible for submitting offers, and any modifications, revisions, or withdrawals, so as to reach RTI's office designated in the RFQ/RFP by the time and date specified in the RFQ/RFP. Any offer, modification, revision, or withdrawal of an offer received at the RTI office designated in the RFQ/RFP after the exact time specified for receipt of offers is "late" and may not be considered at the discretion of the RTI Procurement Officer. The Seller's proposal shall include the following:
  - (a) The date and time submitted:
  - (b) The name, address, and telephone number of the seller (bidder) and authorized signature of same:
  - (c) Validity period of Quote:
  - (d) A technical description of the items being offered in sufficient detail to evaluate compliance with the requirements in the solicitation. This may include product literature, or other documents, if necessary.
  - (e) If RTI informs Seller that the Commodity is intended for export and the Commodity is not classified for export under Export Classification Control Number (ECCN) "EAR99" of the U.S.



Department of Commerce Export Administration Regulations (EAR), then Seller must provide RTI the correct ECCN and the name of Seller's representative responsible for Trade Compliance who can confirm the export classification.

- (f) Lead Time Availability of the Commodity/Service.
- (g) Terms of warranty describing what and how the warranties will be serviced.
- (h) Special pricing instructions: Price and any discount terms or special requirements or terms (special note: pricing must include guaranteed firm fixed prices for items requested.
- (i) Payment address or instructions (if different from mailing address)
- (j) Acknowledgment of solicitation amendments (if any)
- (k) Past performance information, when included as an evaluation factor, to include recent and relevant contracts for the same or similar items and other references (including points of contact with telephone numbers, and other relevant information)
- (l) **Special Note:** *The Seller, by his response to this RFQ/RFP and accompanying signatures, confirms that the terms and conditions associated with this RFQ/RFP document have been agreed to and all its attachments have been carefully read and understood and all related questions answered.*

**4. Questions Concerning the Procurement.** All questions regarding this RFQ/RFP to be directed to

Emily Allen and Sara Scholl  
paopsubcontracts@powerafrica-offgrid.org

The cut-off date for questions is:

July 14, 2021

- 5. Notifications and Deliveries:** Time is of the essence for this procurement. Seller shall deliver the items or services no later than the dates set forth in the contract that will be agreed by both parties as a result of this RFQ/RFP. The Seller shall immediately contact the Buyer's Procurement Officer if the specifications, availability, or the delivery schedule(s) changes. Exceptional delays will result in financial penalties being imposed of Seller.
- 6. Documentation:** The following documents will be required for payment for each item:
- (a) A detailed invoice listing Purchase Order Number, Bank information with wiring instructions (when applicable)
  - (b) Packing List
  - (c) All relevant product/service documentation (manuals, warranty doc, certificate of analysis, etc.)
- 8. Payment Terms:** Refer to RTI purchase order terms and conditions found in <https://www.rti.org/sites/default/files/rti-purchase-order-terms-and-conditions-v1.16.pdf> , [http://www.rti.org/files/PO\\_FAR\\_Clauses.pdf](http://www.rti.org/files/PO_FAR_Clauses.pdf) , or [http://www.rti.org/files/PO\\_FAR\\_Clauses\\_Commercial\\_Items.pdf](http://www.rti.org/files/PO_FAR_Clauses_Commercial_Items.pdf). Payment can be made via



wire transfer or other acceptable form. Sellers may propose alternative payment terms and they will be considered in the evaluation process.

9. **Alternative Proposals:** Sellers are permitted to offer “alternatives” should they not be able to meet the listed requirements. Any alternative proposals shall still satisfy the minimum requirements set forth in Attachment A Specifications.
10. **Inspection Process:** Each item shall be inspected prior to final acceptance of the item. All significant discrepancies, shortages, and/or faults must be satisfactorily corrected and satisfactorily documented prior to delivery and release of payment.
11. **Evaluation and Award Process:** The RTI Procurement Officer will award an agreement contract resulting from this solicitation to the responsible Seller (bidder) whose offer conforms to the RFQ/RFP will be most advantageous to RTI, price and other factors considered. The award will be made to the Seller representing the **best value** to the project and to RTI. For the purpose of this RFQ/RFP, price, delivery, technical and past performance are of equal importance for the purposes of evaluating and selecting the “best value” awardee. RTI intends to evaluate offers and award an Agreement without discussions with Sellers. Therefore, the Seller’s initial offer should contain the Seller’s best terms from a price and technical standpoint. However, RTI reserves the right to conduct discussions if later determined by the RTI Procurement Officer to be necessary.

The evaluation factors will be comprised of the following criteria:

- (a) **PRICE.** Lowest evaluated ceiling price (inclusive of option quantities).
- (b) **DELIVERY.** Seller provides the most advantageous delivery schedule.
- (c) **TECHNICAL.** Items/Services shall satisfy or exceed the specifications described in RFQ/RFP Attachment A. The quality of the technical proposal in terms of methodology statement, key personnel, quality assurance, mobilization schedule, implementation schedule, proposed project execution organogram and any other activities such as the bidding team's experience and qualifications as specified in the SOW above
- (d) **PAST PERFORMANCE** – Potential vendor can demonstrate his/her capability and resources to provide the items/services requested in this solicitation in a timely and responsive manner.
- (e) **OTHER EVALUATION CRITERIA.**

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12. **Award Notice.** A written notice of award or acceptance of an offer, mailed or otherwise furnished to the successful supplier within the time acceptance specified in the offer, shall result in a binding contract without further action by either party.
13. **Validity of Offer.** This RFP in no way obligates RTI to make an award, nor does it commit RTI to pay any costs incurred by the Seller in the preparation and submission of a proposal or amendments to a proposal. Your proposal shall be considered valid for 90 days after submission.



14. **Representations and Certifications.** Winning suppliers under a US Federal Contract are required to complete and sign as part of your offer RTI Representations and Certifications for values over \$10,000.
15. **Anti- Kick Back Act of 1986.** Anti-Kickback Act of 1986 as referenced in FAR 52.203-7 is hereby incorporated into this Request for Proposal as a condition of acceptance. If you have reasonable grounds to believe that a violation, as described in Paragraph (b) of FAR 52.203-7 may have occurred, you should report this suspected violation to the RTI's Ethics Hotline at 1-877-212-7220 or by sending an e-mail to [ethics@rti.org](mailto:ethics@rti.org). You may report a suspected violation anonymously.
16. **The John S. McCain National Defense Authorization Act for fiscal year 2019 - section 889.** RTI cannot use any equipment or services from specific companies, or their subsidiaries and affiliates, including Huawei Technologies Company, ZTE Corporation, Hytera Communications Corporation, Hangzhou Hikvision Digital Technology Company, and Dahua Technology Company ("Covered Technology"). In response to this request for proposal, please do not provide a quote which includes any Covered Technology. Any quote which includes Covered Technology will be deemed non-responsive. Additionally, if the United States Government is the source of funds for this RFP, the resulting Supplier shall not provide any equipment, system, or service that uses Covered Technology as a substantial or essential component

**Acceptance:**

Seller agrees, as evidenced by signature below, that the seller's completed and signed solicitation, seller's proposal including all required submissions and the negotiated terms contained herein, constitute the entire agreement for the services described herein.

By: *(Seller Company Name)*

Signature: \_\_\_\_\_

Title:

Date: