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

<table>
<thead>
<tr>
<th>Commodity/Service Required:</th>
<th>Financial Advisory to Support Empower raising Corporate Equity to its investment vehicle Empower Invest</th>
</tr>
</thead>
<tbody>
<tr>
<td>Type of Procurement:</td>
<td>One-time procurement</td>
</tr>
<tr>
<td>Type of Contract:</td>
<td>Fixed-cost contract</td>
</tr>
<tr>
<td>Term of Contract:</td>
<td>6 months</td>
</tr>
<tr>
<td>Contract Funding:</td>
<td>USAID</td>
</tr>
<tr>
<td>This Procurement supports:</td>
<td>Power Africa Off-grid Project (PAOP)</td>
</tr>
<tr>
<td>Submit Proposal to:</td>
<td><a href="mailto:paopsubcontracts@powerafrica-offgrid.org">paopsubcontracts@powerafrica-offgrid.org</a></td>
</tr>
<tr>
<td>Date of Issue of RFP:</td>
<td>Thursday February 11, 2021</td>
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<tr>
<td>Date Questions from Supplier Due:</td>
<td>Thursday February 18, 2021</td>
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<tr>
<td>Date Proposal Due:</td>
<td>Thursday February 25, 2021 EXTENDED</td>
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<tr>
<td>Approximate Date Purchase Order Issued to Successful Bidder(s):</td>
<td>Monday March 15, 2021</td>
</tr>
</tbody>
</table>

### Method of Submittal:

- Email Submission to paopsubcontracts@powerafrica-offgrid.org
- 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.

### Attachments to RFP:

1. Attachment “A” – Statement of Work
2. Attachment “B” – Instructions to Bidders/Sellers

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
Commodity Specifications or Statement of Work

Statement of Work

Indicate a description of the activity/service that is expected from the supplier. Provide product specifications or service expectations (both if applicable). Include deliverables, timelines, and any special terms and conditions.

Description of Activity/Service:

About the 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. Please refer to the Project fact sheet available at: www.usaid.gov/sites/default/files/PAOP_Fact_Sheet.pdf

Background

Empower New Energy AS (the «Empower»), registered by Norway's Financial Supervisory Authority, is the manager of the investment vehicle Empower Invest AS. Empower’s business model is to make equity capital available for renewable energy projects traditionally too small for non-recourse project finance. Empower prepares the projects for investment by Empower Invest, and manages the assets on behalf of Empower Invest AS.

The capital needs of Empower Invest, the investment vehicle, are expanding, and the company is at a critical juncture in its fundraising efforts. Empower is looking for an advisor to support preparing the documentation required for the targeted USD $50 million fundraising, managing the capital raising, approaching investors outside Empower’s own network, as well as the overall transaction process.

The Power Africa Off-grid Project is looking to bring in a third-party advisor to support Empower in the capital raising process for Empower Invest to raise $50 M in investment funds which would eventually result in approximately 50MWp of new renewable energy projects in multiple African countries.

Objective

The scope of the support would be to advise Empower on the fund raising and the scope of work would include:

1. Marketing to potential investors in line with Norwegian AIF Regulations;
2. Review of Investor Marketing material, presentations, Investment Memorandum and other documents
3. Management of data room for investor and investors due diligence requests.
4. Evaluation of each proposal as well as advisory on strategy and tactics to optimize Capital Raising conditions for the existing shareholders in the Company.
5. Provide input to the Company in their negotiations of the terms and conditions of the transaction(s) with the investor(s) in the context of the Capital Raising in cooperation with the Company’s management team.
6. Coordination of work with other advisors, including the legal advisor(s).

**Timeline**

It is expected that this work would kick off as soon as possible and be completed during Q1 2021.

**Deliverables, Timelines, Special Terms and Conditions:**

**Expected Deliverables**

1. Confirmation that a success fee has been negotiated and agreed with Empower within two weeks of contract signing.
2. Review of current investor materials including Teaser, Information Memorandum and financial models. Document reflecting the review, feedback and any updates/changes to current investment materials.
3. Documentation of which content and documents to be uploaded to the data room for investors.
4. Development of an investor outreach list and handling the process of diligence and receiving term sheets.
6. Input to negotiation and support to Empower Invest AS to sign investor term sheets.
7. Supporting legal close in collaboration with Empower’s legal advisors, including review and input to negotiations of Sale and Purchase Agreement and Shareholder’s Agreement.

**Requirement to applicants**

In compliance with the Norwegian Alternative Investment Fund regulations, Empower New Energy AS may only market to professional Norwegian Investors and does not have an EU AIFMD passport and may only accept reverse solicitation from foreign professional investors.

**Application Submission: Required Documents**

1. Short (5-10 pages) background and description of the applicant’s ability to provide the support requested.
2. Proposal for ways to mitigate potential COVID-19 related delays in fundraising
3. Three examples of past performance (no more than six pages total).
4. Short biographies of key staff who will support this subcontract.
5. Detailed excel based budget including estimated level of effort per staff member for each deliverable.

*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

   *(insert full address of the office)*

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

   **Power Africa Off-grid Project**

   *(insert client’s name)*

   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 of its attachments have been carefully read and understood and all related questions answered.

4. Questions Concerning the Procurement. All questions in regards to this RFQ/RFP to be directed to

Emily Allen and Sara Scholl
(insert name of procurement officer)

at this email address:

paopsubcontracts@powerafrica-offgrid.org
(insert email address of the procurement officer).

The cut-off date for questions is (insert date).

Thursday February 18, 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 on 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, or 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**.
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. 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: