

**TRANSACTION ADVISOR(S) FOR THE PPP RATIONALISATION OF THERMAL  
PLANTS OWNED BY THE GOVERNMENT OF GHANA/VOLTA RIVER AUTHORITY**

**Request for Proposals (RFP)**

**1. SELECTION PROCESS:**

The Government of Ghana (the “Owner”), represented by the Ministry of Finance (“the Ministry”) invites proposals from reputable, competent, experienced and professional firms/institutions, that meet the eligibility criteria for selection as Transaction Advisor(s) for the proposed PPP with regards to specified thermal plants owned by Government/Volta River Authority. This is part of Government’s effort to restructure the energy sector.

As part of Government’s effort to restructure the energy sector and optimize the operational efficiency of the power SOEs, a number of policy measures are being explored. Key among these measures is Government’s consideration that separating VRA’s thermal operations from its hydro operations will improve their ability to favourably compete with other power generating companies significantly, and return it to profitability. As such, a separate subsidiary or holding company needs to be created to hold the thermal assets. This entity shall be managed separately.

As such it is expected that the Transaction Advisor(s) will assist Government in formulating a complete strategy for VRA with regards to its thermal plants and manage the entire execution process.

**2. BIDDING/SELECTION PROCESS:**

Bidders or their authorized signatories shall submit both their technical and financial proposals in electronic and/or paper formats and are encouraged to consider partnering with qualified Ghanaian firms/institutions/professionals with complementary capabilities to execute the assignment.

Following completion of proposals review, shortlisted firms may be invited to make a presentation before a Transaction Committee (“the Committee”). The meeting will provide a forum for members of the Committee to ask questions and seek further clarification on submitted proposals.

**3. SCOPE OF WORK**

The selected Transaction Advisor(s) shall be required to provide the following services, culminating in the successful sale of the specified thermal plants:

- i. Advising and leading the transaction execution process;
- ii. Valuation of the specified thermal plants;
- iii. Structuring the transaction and preparing all relevant sale documentation;
- iv. Advising on measures and strategies to realize optimum sale value; and

- v. Executing the sale and ensuring financial close of the transaction.

For the avoidance of doubt, the Transaction advisor(s) shall continue to assist Government until the entire transaction is completed to a reasonable satisfaction, and all relevant agreements and related transaction documents have been signed with the selected buyer(s).

#### **4. REQUIREMENTS FOR PROPOSAL PREPARATION**

Applicants are hereby invited to submit a proposal to address the following requirements:

- a. Profile of firm/consortium, including management and key staff;
- b. Experience in similar transactions;
- c. Proposed transaction structure and justification;
- d. Alternative options for the sale of the specified thermal plants; and
- e. Provide any other information as you may deem important to support your bid.

#### **5. ELIGIBILITY CRITERIA**

Interested applicants must have the requisite knowledge and experience in undertaking such or similar transactions within the power sector, and must be a firm or syndicate of firms of international repute. In line with our local content policy for the energy sector, collaboration with or joint bids with eligible Ghanaian firms shall be favorably considered. The Ghanaian firm should be licensed to provide investment banking and advisory or consultancy services with relevant expertise in addition to the following valid certificates:

- a. Valid Tax Clearance Certificate;
- b. Valid Social Security Clearance Certificate;
- c. Valid VAT Registration;
- d. Certificate of Incorporation; and
- e. Certificate to Commence Business.

#### **6. TIMELINE**

The Ministry is looking forward to conclude this transaction within the shortest possible time. As such, bidders should include indicative timelines for executing the sale, which shall be a key factor in the assessment of their bids.

#### **7. FEES AND EXPENSES**

Bidders are required to provide a separate detailed financial proposal. Proposals that include a success fee element shall be favourably considered.

## **8. STRATEGY FOR SALE OF SPECIFIED THERMAL PLANTS**

Please discuss your firm's view regarding an optimal strategy for the sale of specified assets by indicating your firm's proposed strategy, including the types of firms you would expect to purchase the plants.

## **9. SUBMISSION**

Please submit four (4) copies of your proposal and/or electronic version to the following address no later than 17:00 GMT, 5<sup>th</sup> September, 2017:

Ministry of Finance, Finance Drive, P.O. Box MB 40 Accra, New Block, Room 419,  
Attention: Director, PID

Email: [saleofthermalasset1@mofep.gov.gh](mailto:saleofthermalasset1@mofep.gov.gh)

## **10. EVALUATION AND SELECTION PROCESS**

All proposals will be opened on the day of submission. The proposals will then be forwarded for review and recommendation. Proposals received after the day of submission will be returned un-opened.

The proposals will be evaluated in line with the Public Procurement Act, 2003 (Act 663) and the guidelines of the Public Procurement Authority of the Republic of Ghana. During the evaluation phase, proposals will be reviewed by a committee to ascertain which proposal addresses all the requirements of the RFP.

Once qualified applicants have been determined and shortlisted, the Committee may interview shortlisted applicants to clarify specific matters presented in the proposals. The committee will rely on information gained during these discussions, and information presented in the proposal, to rank applicants. The selected applicant will be required to assume responsibility for all services offered in their proposal.

## **11. NOTE:**

- a. The Ministry is not bound to accept the lowest offer price or terms of any proposal;
- b. The Ministry reserves the right to request presentations and/or visit the premises of the applicant;
- c. The Ministry reserves the right to enter into negotiations with more than one applicant; and
- d. The Ministry will consider the selected applicant(s) to be the point of contact with regard to contractual matters.

## **12. TYPE OF AWARDS**

- a. It is anticipated that the compensation of Transaction Advisor(s) will be based on the financial proposal. However, Government reserves the right to make whatever type of awards it believes is most favourable.

- b. This RFP does not commit Government to award a contract, to pay any cost incurred in the preparation of a proposal or to procure or contract services or materials. As a result of proposal review or contract negotiations, prospective Transaction Advisor(s) may be required to submit revisions to their proposals at any point in time.

### **13. CONFIRMATION**

Please confirm to the address in (9) above by 29<sup>th</sup> August, 2017 that:

- a. you intend to submit a Proposal; and
- b. provide a reliable email address which will be used to grant access to the data room

### **14. CONFIDENTIALITY**

The contents of this Request for Proposal (“RFP”) and information that may be disclosed to applicants/recipients pursuant to this RFP constitutes the Seller’s confidential proprietary information and shall not be disclosed by the applicants/recipients to third parties or used for any purpose other than that for which it was disclosed, without the Seller’s prior written consent. The unauthorized disclosure of the confidential information to a third party may cause irreparable loss, harm and damage to the Seller. Accordingly the applicants/recipients indemnify and hold the Seller harmless against any loss, claim, harm or damage, of whatever nature, suffered or sustained as a result of any such unauthorized disclosure by applicants/recipients or by persons in their employment under their control.