



**REPUBLIC OF GHANA
MINISTRY OF FINANCE**

LEGAL COUNSEL (INTERNATIONAL AND LOCAL SEPERATELY)

REQUEST FOR EXPRESSIONS OF INTEREST (EOI)

I. BACKGROUND

The Government of the Republic of Ghana intends to launch a 2021 International Capital Market (ICM) funding programme for the medium term.

For the 2021 portion of the programme, the Government intends to raise up to US\$ 5.0 billion to support growth-oriented expenditures in the 2021 Budget, conduct liability management including refinancing domestic debt and a buyback of some selected Eurobonds.

As such, the Ministry of Finance wishes to request for EOI from qualified and reputable Transaction Advisors for the various instruments under the programme.

II. INSTRUMENTS UNDER THE 2021 INTERNATIONAL CAPITAL MARKET PROGRAMME

The instruments for the programme consists of the following broad group of instruments:

1. Eurobonds;
2. Diaspora Bonds;
3. Sustainable Bonds (Green Bonds and Social bonds); and
4. Syndicated Term Loans

All applicants must separately and firmly indicate their willingness (in writing) to provide bridge financing if needed and the quantum thereof.

III. SCOPE OF WORK

The selected legal Counsel (International and Local) shall be responsible for and required to provide the following services:

1. Advising, guiding and driving the transaction process;
2. ensuring compliance with all Ghanaian legal requirements;
3. reviewing the transaction documents and the prospectus;
4. liaising with other professionals including the Lead Managers, Technical Consultants, Reporting Accountants, Underwriters Counsel in respect of all Ghanaian legal requirements and International legal requirements for the various instruments;
5. assisting in the due diligence process;

6. issuing a legal opinion to the International Lead Managers and Co-Managers; and
7. any related assignment principal to the success of the programme

The aforementioned tasks are intended only as a guide and, should, therefore not be taken as exhaustive.

IV. CRITERIA FOR EVALUATION

The Expression of Interest (EOI) to serve as a Local Legal Counsel should address the mandatory and other requirements as set forth below in the order shown and as specific and succinct as possible.

Mandatory Requirements

Interested applicants must provide the following valid certificates, copies of which must accompany the EOI:

1. Registration Certificate with relevant regulatory authorities in the legal jurisdiction of the applicant / Certificate of Incorporation (if Applicable);
2. For the International Legal firms, provide evidence and details of debt transactions executed specifically in Sub-Saharan Africa in the last 5 years.
3. Valid Tax Clearance Certificate (if Applicable);
4. Valid Social Security Clearance Certificate (if Applicable);
5. Valid VAT Registration (if Applicable);
6. Certificate to Commence Business in Ghana (if Applicable).

Other Requirements

Interested applicants must also provide the following information, evidence of which must accompany the EOI:

1. Brief Firm Profile showing evidence of experience in the areas of Finance, Corporate, Commercial, and Financial Sector operations over the past 5 years.
2. Experience and track record in similar programmes over the past 10 years for the International Law Firm and 3 years for the Local Law Firm.
3. Detailed description of scope of services to be provided for each of the instruments under the programme.
4. Detailed description of methodology and timelines for performing the assignment
5. List of Proposed team.
6. CV's of proposed team members demonstrating that key members have at least 5 years' experience and track record in similar programmes.
7. Summary description of the key legal concerns and issues that you believe may arise in connection with the transaction.

Interested applicants must have the requisite knowledge and experience in undertaking similar transactions and must be a licensed firm. The Firm should be licensed to provide legal advisory services with the relevant expertise.

The firm will be selected in line with procedures set out in the Public Procurement Act, 2003 (Act 663) as amended and the Guidelines of the Public Procurement Act, 2003 (Act 663) of the Republic of Ghana, subject to approval by the Public Procurement Authority to reflect the international capital market practices.

V. NO OBLIGATION TO AWARD

This EOI does not constitute an obligation for the Ministry to award a contract for the Transaction, or to pay for any costs incurred in the preparation of the EOI. The Ministry of Finance, at its sole discretion, reserves the right to suspend or discontinue the process or the Transaction at any time. As a result of proposal review, prospective Law Firms (International and Local) may be required to submit revision to their proposals at any time.

VI. SUBMISSION OF EXPRESSIONS OF INTEREST

The Expressions of Interest must be submitted in English Language and should be delivered both in hard copy and electronic formats.

Five (5) hard copies must be submitted (one of which must be marked original) and clearly labelled as ‘Legal Counsel for Republic of Ghana International Capital Programme’ to the following address no later than 17:00 GMT on Friday, 18th December 2020.

**THE CHIEF DIRECTOR
MINISTRY OF FINANCE
BOX MB 40, ACCRA, GHANA**

**ATTN: PROCUREMENT UNIT
ROOM 340, MAIN BLOCK
TEL: 0302-747197 / EXT. 1540**

The electronic version should be clearly labelled ‘Legal Counsel for Republic of Ghana International Capital Programme’ to the following address no later than 17:00 GMT on Friday, 18th December 2020.

Email addresses: irudmd@mofep.gov.gh, DFoli@mofep.gov.gh,

Please Note: Sealed Proposals not submitted to the designated address will be considered non-responsive.

VII. ENQUIRIES

For further clarification, you may contact irudmd@mofep.gov.gh

VIII. PLEASE NOTE

For the local Law Firms, this EOI is opened to ONLY local firms (with more than 50% shareholding by Ghanaians)

All applicants are to note that there will be no joint submission of firms.

