

Request for Proposal (RFP) reference number	E1477CXMWP
Issue date	08 August 2025
Submission date and time	20 August 2025 at 10h00
RFP validity period	12 months from the submission date and time
RFPs are to be delivered to the following address on the stipulated closing date and time	Eskom Holdings SOC Ltd Tender Office Megawatt Park (Retail Centre) 2 Maxwell Drive Sunninghill 2157

Dear Sir/Madam

REQUEST FOR PROPOSAL: INVITATION TO SUBMIT A PROPOSAL FOR THE APPOINTMENT OF A RENEWABLE ENERGY FUNDING TRANSACTION ADVISOR AND SPECIALIST FOR CONSULTATIVE AND RECOMMENDATORY SERVICES RELATED TO SOURCING FUNDING FOR PROJECTS AND INITIATIVES ALIGNED TO THE ESKOM STRATEGY AND FUNDING PLAN.

Please take note that this is a confidential request and all information, including this request for proposal (“RFP”), should be treated as such. You are therefore prohibited from discussing or divulging the existence or contents of this RFP or any other information relating to this RFP to any third party without our prior written consent.

1. DEFINITIONS

"B-BBEE Act"	the Broad-Based Black Economic Empowerment Act No. 53 of 2003
"Tenderer"	Any corporate service provider or consortium that submits responses to this RFP as per procurement procedures
"RFP Response"	any reply submitted by a Tenderer in response to the requirements of this invitation
" Submission Date"	the date identified as the RFP Response Submission Date
"Eskom"	Eskom Holdings SOC Ltd, registration number 2002/015527/30, as incorporated pursuant to the Eskom Conversion Act No. 13 of 2001
"PFMA"	the Public Finance Management Act No. 1 of 1999
"Preferential Procurement Policy Framework Act" or "PPPFA"	the Preferential Procurement Policy Framework Act No. 5 of 2000

2. OBJECTIVE

This is an open invitation to tender and the objective of this RFP is to appoint a transaction advisor and specialist for consultative and recommendatory services related to sourcing funding for renewable projects and initiatives aligned to the Eskom strategy and funding plan. Additional projects related but not limited to gas initiatives may also be included. This tender seeks to appoint a strategic advisor to provide advisory and technical support for the preparation and execution of Request for Proposals (RFPs) to secure a qualified co-development partner for each of the abovementioned projects, through a joint development agreement structure. The transaction advisor will also support the planning for Special Purpose Vehicle (SPV) establishment post bankable feasibility for preselected projects.

3. ELIGIBLE TENDERERS

Tenderers are deemed **ineligible** to submit a proposal if they have the nationality of a country on any international sanctions list. A Tenderer shall be deemed to have the nationality of a country if it has the status of a national or is constituted, incorporated, or registered and operates in conformity with the provisions of the laws of that country. Tenderers shall be deemed to be eligible if they have a developmental mandate and or focus.

4. CONFLICT OF INTEREST

A tenderer shall not have a conflict of interest. All Tenderers found to have a conflict of interest shall be disqualified. Tenderers must submit a form, see Annexure B, stating that none of its personnel have any involvement or interest in Eskom and any of its subsidiaries and likewise no Eskom personnel have any involvement or interest in the Tenderer's business with the response to this document or influence the decisions of Eskom during the bidding process.

A Tenderer may also be considered to have a conflict of interest with one or more parties in this RFP process, if they have a relationship with each other, directly or through common third parties, that puts them in a position to have access to information about or influence on the proposal of another Tenderer.

Alternatively, the bidder must disclose **ALL** such information in its response submission containing sufficient disclosure regarding any interests that may result in an actual or potential conflict of interest. Where any potential or actual conflict of interest arises after the submission of the proposal or during the term of the potential mandate, the Tenderer shall be obliged to immediately notify Eskom thereof in writing. Note that Eskom reserves the right to disqualify a Tenderer or terminate the services as service provider if there is, in the opinion of Eskom, any actual or perceived conflict of interest.

5. COSTS OF TENDERING

The Tenderer shall bear all costs related to the preparation and submission of their RFP responses. Eskom shall in no way be responsible or liable for any of these costs regardless of the conduct or outcome of the procurement process.

6. SCOPE OF REQUIREMENT

The successful bidder will be required to assist Eskom with providing expertise and advice pertaining to structuring of renewable (and potentially gas) projects and sourcing of funding for these transactions pursuant to the implementation of the Eskom strategy and funding plan.

This will include advisory and technical support for the preparation and execution of Request for Proposals (RFPs) to secure a qualified co-development partner through a joint development agreement structure. The expert advice will also be to support the planning for Special Purpose Vehicle (SPV) establishment post-bankable feasibility for preselected projects. All deliverables for the advisor will be reviewed and approved by Eskom through a predetermined and defined process.

The scope of services include:

6.1. Development of Terms of Reference

The bidder will be required to develop a comprehensive Terms of Reference (ToR) for Private Sector Participation (PSP) for the selected projects. The ToR will guide the engagement of co-development partners and should include site development and risks, roles and responsibilities; legal and regulatory frameworks; financing and delivery models; project preparation and market readiness; and partner selection criteria.

6.2. Development of Request for Proposal (RFP)

The transaction advisor will assist Eskom in compiling a comprehensive RFP package for market issuance. This should include the PSP ToR, partnership terms and conditions, evaluation framework, commercial strategies and bidder requirements.

6.3. Transaction structuring support

The transaction advisor is responsible for providing strategic input on the co-development model and partnership structure.

6.4. Special Purpose Vehicle (SPV) setup and planning

In anticipation of successful project viability and bankable feasibility outcomes, the transaction advisor will support Eskom in preparing for the establishment of SPVs and ensure that the RFP contains key requirements on the SPV establishment. The scope details are in Annexure C.

6.5. Stakeholder engagement and review support

The transaction advisor will be expected to participate in internal stakeholders' engagements to ensure alignment and readiness for market issuance by playing an

integral part of document drafting, reviewing and participation in multiple decision-making internal committees.

The final minimum deliverables expected from the Terms of Reference will include but are not limited to:

- a) The draft and final RFP documents for each selected project, including:
 - Scope of Work / Terms of Reference
 - Evaluation Criteria and Methodology
 - Draft Partnership / Joint Development Agreement Terms
 - Contracting and Procurement Strategy
- b) The Joint Development Framework Outline, detailing structure, roles, and risk-sharing arrangements.
- c) The SPV Conceptual Structures for all projects, inclusive of ownership, governance, operation and compliance mechanisms.
- d) Inputs to the Partner Selection Process
- e) Advisory Reports and Review Feedback, documenting strategic recommendations, legal and commercial considerations, and lessons learned from the development process.

Detailed scope is attached in Annexure C

7. MANDATORY PROPOSAL RESPONSES

The RFP response should cover all the criteria stipulated in the attached Annexures A and C and must be a maximum of 20 pages, Arial font size 11. The Tenderer must submit the following:

- one (1) original, and four (4) copies of the original response,
- signed integrity declaration form,
- original or certified copy of B-BBEE verification certificate,
- original or certified copy of B-BBEE Partner's verification certificate,

Failure to submit the original response, associated copies and integrity declaration form will disqualify your submission. Failure to submit B-BBEE verification certificates will not result in disqualification but will impact the scoring.

8. EVALUATION CRITERIA

Responses to cover the criteria in Annexure A will be scored out of 90. B-BBEE status will be scored out of 10 in accordance with PPPFA. Tenderers will be ranked by applying the preferential point scoring based on the 90/10 principle. RFP Proposals who do not meet the threshold for the technical scoring will not qualify to be evaluated further and subsequently disqualified. Functionality criteria for technical scoring will be as stipulated in Annexure A, with a threshold of 70%:

Evaluation Criteria	Weighting
Firm Capability and Experience	100%
Demonstrate strong technical skills for Terms of Reference (ToR) development referencing previous projects and outcomes over the past 10 years. Information should include evidence of project development and risks, roles and responsibilities; legal and regulatory frameworks; financing and delivery models; project preparation and market readiness; and partner selection criteria.	20%
Demonstrate Request for Proposal (RFP) development skills referencing previous experience in the last 10 years.	20%
Demonstrate detailed transaction structuring support with outcomes over the last 5 years. Include all renewables related projects for an added benefit.	20%
Provide details of previous SPV planning and setup over the last 5 years detailing involvement and outcomes as well as timelines to completion.	20%
Indicate team experience across required outcomes for the transaction providing high level CV for team lead and proposed team.	10%
Indicate proposed pricing structure and breakdown with an estimate of hours required for work and hourly rate/package price.	10%

- Following the scoring of the technical criteria the highest-ranking tenderer after consideration for pricing will be considered for contracting.

9. LODGING OF PROPOSALS

Your proposal titled **“TREASURY RFP – APPOINTMENT OF A RENEWABLE ENERGY FUNDING ADVISOR AND SEPCIALIST** must be lodged with the Eskom Tender Office and sent by email to: ShweniS@eskom.co.za and MadisaRB@eskom.co.za and **before 10:00 on [] 2025.**

Please take note that proposals may be submitted before the closing date. Late proposals will not be accepted and will be returned to the sender.

10. DISCUSSIONS

Eskom reserves the right to call upon a prospective Tenderer to discuss its proposal in more detail as and when deemed necessary.

Short listed candidates should expect that on short notice, the core implementation team will be required to attend a one (1) hour clarification meeting during which thirty (30) minutes will be dedicated to the presentation of the proposal followed by a thirty (30) minutes question and answer session.

11. QUERIES/CLARIFICATION

Should there be questions/clarification or queries regarding this RFP please contact at all times the following Eskom representatives listed below. Please note that correspondence should only be in writing by email.

- **Name:** Rorisang Madisakwane
Email: MadisaRB@eskom.co.za
- **Name:** Sincedile Shweni
Email: ShweniS@eskom.co.za

Questions will not be responded to two (2) business days before the Submission Date.

12. IMPORTANT NOTICES

Even though Eskom has exercised all efforts in good faith to prepare the information contained in this document, neither it nor any of its directors, partners, employees, sub-contractors, intermediaries or agents, provide any assurances or guarantees, explicit or implied, in relation to this RFP. No representation or warranty, express or implied, is given by Eskom, or any of its respective directors, partners, employees, sub-contractors, intermediaries or agents as to the accuracy or completeness of any of the contents of this RFP.

By issuing this RFP, Eskom does not undertake any obligation to provide any further information, or to correct any inaccuracies in this proposal, or to correct any omissions, which become known at any time. Any costs and expenses incurred by the persons who replied to this RFP, or by their agents or advisers, will be the sole responsibility of such persons and Eskom does not undertake to cover such costs.

This enquiry may be cancelled by Eskom at any time prior to deciding on it, if it is not deemed necessary to continue with the procurement process due to a substantial change in circumstances, or if public interest and welfare dictate such.

Eskom reserves the right to accept or reject any RFP Response, and to cancel the RFP and reject all replies prior to the announcement of the successful Tenderers.

Yours sincerely

A handwritten signature in black ink, appearing to be 'K Masike', with a long horizontal line extending to the right.

Kabelo Masike

(ACTING) GENERAL MANAGER, TREASURY

Date: 08 August 2025

ANNEXURE A

Evaluation Criteria	Weighting
Bidder Capability and Experience	100%
Demonstrate strong technical skills for Terms of Reference (ToR) development referencing previous projects and outcomes over the past 10 years. Information should include evidence of project development and risks, roles and responsibilities; legal and regulatory frameworks; financing and delivery models; project preparation and market readiness; and partner selection criteria.	20%
at least 5 transactions	50%
at least 7 transactions	75%
More than 10 transactions	100%
Demonstrate Request for Proposal (RFP) development skills referencing previous experience in the last 10 years.	20%
at least 5 transactions	50%
at least 7 transactions	75%
More than 10 transactions	100%
Demonstrate detailed transaction structuring support with outcomes over the last 5 years. Include all renewables related projects for an added benefit.	20%
at least 1 transaction	50%
at least 3 transactions	75%
More than 5 transactions	100%
Provide details of previous SPV planning and setup over the last 5 years detailing involvement and outcomes as well as timelines to completion.	20%
at least 3 transactions	50%
at least 5 transactions	75%
More than 7 transactions	100%
Indicate team experience across required outcomes for the transaction providing high level CV for team lead and proposed team.	10%
at least 3 years	50%
at least 5 years	75%
More than 7 years	100%
Indicate proposed pricing structure and breakdown with an estimate of hours required for work and hourly rate/package price.	10%
No pricing breakdown provided	0%
Bundled pricing provided	50%
Breakdown provided per team member	100%

Table 1: Indicative Fees

Team Member	Designation	Rate per hour excluding VAT*	Estimated % of hours billed

**Confirmation of applicable international VAT rate / or zero rating*

ANNEXURE B

INTEGRITY DECLARATION FORM

(Form to be completed and signed by tenderer as Invitation to RFP returnable)

1. DECLARATION OF INTEREST

I/We understand that any natural/legal person, including employees of the State and/or those related to an Eskom employee/director (as per the definition of “related” set out hereunder), may tender to Eskom. However, in view of possible allegations of favouritism (the practice of showing favour to, or giving preference to some person/group, to the detriment of, or at the expense of another that is entitled to equal treatment or an equal opportunity), should the resulting tender, or part thereof, be awarded to such natural/legal person, as described herein, it is required that the *tenderer/s* declare such interest/relationship where:-

- the *tenderer/s* employees/directors are also employees/contractors/consultants/directors in the state or a state owned entity.
- the *tenderer/s* employees/directors are also employees/contractors/consultants/directors of Eskom
- the *tenderer/s* employees/directors are also employees/contractors/consultants or directors in another entity together with Eskom employees/consultants/contractors/directors
- the *legal person/s (including its employees/contractors/directors/members/shareholders)* on whose behalf the tender documents are signed, is in some other way “related” to an Eskom employee/contractor/consultant/director involved in the tender evaluation/tender adjudication/tender negotiation. “Related” meaning that:-
 - an individual is related to another individual if they are married, or live together in a relationship similar to marriage;
 - or are separated by no more than two degrees of natural or adopted consanguinity or affinity;
 - an individual is related to a juristic person if the individual directly or indirectly controls the juristic person, as determined in accordance with the definition of “control” (as per Companies Act section 2(1)); and
- **a juristic person is “related” to another juristic person if :-**
 - (1) either of them directly/indirectly controls the other, or the business of the other, as determined in accordance with the definition of “control”(as per Companies Act section 2(1));

- (2) either is a subsidiary of the other; or
- (3) a person directly/indirectly controls each of them, or the business of each of them, as determined in accordance with the definition of “control”
- the *tenderer/s* and one or more of the *tenderers* in this tendering/RFP process have a controlling partner in common, or a relationship with each other, directly or through common third parties, that puts them in a position to have access to information about or influence on the tender/proposal of another tenderer, or influence the decisions of Eskom regarding this bidding process;

To give effect to the provisions above, please complete the table hereunder with all required information.

Full Name & Capacity/ Position within tenderer (e.g. employee/Director/member/ owner/shareholder)	Confirm and provide details (including employee number) if you are a State/State owned entity employee/contract or/ director	Full Names & Capacity/Position of Eskom employee/ director/ consultant and details of the relationship or interest (marital/ familial/personal/ financial etc.)	To your knowledge is this person involved in the evaluation/ adjudication/ negotiation of tenders

1. If any employee/director/member/shareholder/owner of Tenderer/s is also currently employed by Eskom, state whether this has been declared and whether there is authorisation(Y/N) to undertake remunerative work outside public sector employment and attach proof to this declaration. _____
2. Do the tenderer/s and other tenderer in this tendering/RFP process share a controlling

partner or have any relationship with each other, directly or through common third parties?
(Y/N) If Yes, attach proof to this declaration. _____

I declare that I have read and understood the provisions of the Integrity declaration form, that all information furnished herein is correct, that it is understood that the Tenderer's proposal may be rejected, and that Eskom will act against the Tenderer should any aspect of this this declaration prove to be false.

Signature:	
Designation and capacity in which signing:	
Date:	

ANNEXURE C

1. Scope of Services

1.1. Terms of Reference (ToR) Development

Eskom requests the support of Transaction Advisor in developing a comprehensive **Terms of Reference (ToR)** for Private Sector Participation (PSP) for each of the three projects. The ToR will guide the engagement of co-development partners and should include, but not be limited to, the following key areas:

- Site overview, Site Characteristics, Development Status and Risks - Provide a comprehensive overview of each project site, including site-specific features and resource potential, technical attributes (e.g., topography, resource availability), grid connection status, and land ownership or access rights. Summarise the current stage of project development, including completed studies and outstanding approvals. Identify key development and implementation risks, along with proposed mitigation strategies to be incorporated into the co-development framework.
- Roles and Responsibilities - Outline the role of the private sector partner and its consortium members, including the decision-making hierarchy, governance structures, and accountability mechanisms within the partnership.
- Legal and Regulatory Framework - Develop a partnership framework that sets out the legal, regulatory, and investment parameters for the PSP arrangement. This should include standard terms and conditions of partnership, partnership governance mechanisms, dispute resolution processes, and implementation arrangements.
- Financing and Delivery Model - Recommend appropriate financing structures for PSP-led projects, with a focus on SPV models. Clarify how project funding, equity contributions, and financial risk-sharing will be structured between Eskom and the private partner.
- Project Preparation and Market Readiness - Provide guidance on preparing projects for market engagement, including procurement planning, joint development milestones, and all relevant market documentation. This should also address the approach to managing the project through the construction and operational phases under the partnership model.
- Partner Selection Criteria - Assist Eskom in developing robust selection criteria for identifying and evaluating co-development partners. Minimum considerations should include:
 - Value-for-money and competitiveness (bidding strategy).
 - Proven track record and experience in renewable energy project development. Experience with gas is a plus.
 - Financial strength and balance sheet capacity of the bidding entities.

1.2. Request for Proposal (RFP) Development

The transaction advisor shall assist Eskom in compiling a comprehensive Request for Proposal (RFP) package for market issuance. This should include the PSP ToR, partnership terms and conditions, evaluation framework, commercial strategies and bidder requirements.

The transaction advisor shall lead and support the preparation of comprehensive, fit-for-purpose RFP documentation for each of the three projects. This includes:

- Drafting of tailored RFP documents aligned with Eskom's procurement and governance frameworks, as well as applicable public sector legislative requirements.
- Inclusion of robust evaluation criteria and scoring methodologies to assess the capabilities and suitability of prospective co-development partners.
- Definition of the scope of co-development services, including development-phase responsibilities, cost-sharing principles, and project risk allocation.
- Advisory input on legal, commercial, financial, and technical qualifications and requirements expected from bidders, ensuring alignment with international best practices.

1.3. Transaction Structuring Support

The transaction advisor will provide strategic input on the co-development model and partnership structure, including:

- Advisory on a fit-for-purpose joint development framework that ensures balanced contribution of resources, effective decision-making, and clear accountability between Eskom and the selected partner.
- Recommendations on transaction structuring options to enhance project bankability, attract credible private sector participants, and comply with regulatory requirements (e.g., PFMA).

1.4. SPV Setup Planning

In anticipation of successful project viability and bankable feasibility outcomes, the advisor will support Eskom in preparing for the establishment of SPVs, and ensure that the RFP contains key requirements on the SPV establishment, by:

- Providing detailed information on how projects that reaches financial close will be financed through SPVs.
- Developing RFP provisions and timelines that outline the conditional steps leading to SPV establishment post-feasibility stage.

- Advising on governance models, ownership structures, and fiduciary responsibilities to be embedded within future SPVs.
- Identifying applicable legal, regulatory, and institutional requirements for the registration, operation, and oversight of SPVs across all three projects.

1.5. Stakeholder Engagement and Review Support

The advisor will be expected to participate in internal stakeholders' engagements to ensure alignment and readiness for market issuance by:

- Participating in working sessions and review engagements with Eskom's legal, procurement, technical, and finance teams.
- Supporting Eskom Renewables through the RFP internal review, approval, and sign-off process.
- Contributing to presentations, briefing notes, or responses to queries received during the stakeholder review or RFP issuance phase.

1.6. Minimum Deliverables:

The advisor is expected to provide the following outputs as part of its mandate:

- Draft and final RFP documents for each project (Lephalale, Tubatse, Arnot), including:
 - Scope of Work / Terms of Reference
 - Evaluation Criteria and Methodology
 - Draft Partnership / Joint Development Agreement Terms of Contracting and Procurement Strategy
- Joint Development Framework Outline, detailing structure, roles, and risk-sharing arrangements.
- SPV Conceptual Structures for all projects, inclusive of ownership, governance, operation and compliance mechanisms.
- Inputs to the Partner Selection Process
- Advisory Reports and Review Feedback, documenting strategic recommendations, legal and commercial considerations, and lessons learned from the development.