

## PART A INVITATION TO BID

**YOU ARE HEREBY INVITED TO BID FOR REQUIREMENTS OF THE (NAME OF DEPARTMENT/PUBLIC ENTITY)**

BID NUMBER: **EDET 296/2023** CLOSING DATE: **29 FEBRUARY 2024** CLOSING TIME: **11H00**

DESCRIPTION: **APPOINTMENT OF A TRANSACTION ADVISORY SERVICES FOR THE IMPLEMENTATION OF TOURISM PUBLIC PRIVATE PARTNERSHIP(PPP) PROJECTS AT SELECTED PROVINCIAL NATURE RESERVES – LIMPOPO PROVINCE**

**BID RESPONSE DOCUMENTS MAY BE DEPOSITED IN THE BID BOX SITUATED AT (STREET ADDRESS)**

**DEPARTMENT OF ECONOMIC DEVELOPMENT, ENVIRONMENT AND TOURISM**

**19 BICCARD STREET**

**POLOKWANE**

**0699**

**BIDDING PROCEDURE ENQUIRIES MAY BE DIRECTED TO**

**TECHNICAL ENQUIRIES MAY BE DIRECTED TO**

CONTACT PERSON **MS LETSWALO MM**

CONTACT PERSON

**DR MATLALA SJ**

TELEPHONE NUMBER **015 293 8769 / 082 802 4189**

TELEPHONE NUMBER

**015 297 8596 / 082 089 1761**

FACSIMILE NUMBER

FACSIMILE NUMBER

E-MAIL ADDRESS **LetswaloMM@ledet.gov.za**

E-MAIL ADDRESS

**MatlalaSJ@ledet.gov.za**

**SUPPLIER INFORMATION**

NAME OF BIDDER

POSTAL ADDRESS

STREET ADDRESS

TELEPHONE NUMBER CODE

NUMBER

CELLPHONE NUMBER

FACSIMILE NUMBER CODE

NUMBER

E-MAIL ADDRESS

VAT REGISTRATION NUMBER

SUPPLIER COMPLIANCE STATUS

TAX COMPLIANCE SYSTEM PIN:

OR

CENTRAL SUPPLIER DATABASE No:

MAAA

ARE YOU THE ACCREDITED REPRESENTATIVE IN SOUTH AFRICA FOR THE GOODS /SERVICES OFFERED?

☐ Yes

☐ No

[IF YES ENCLOSE PROOF]

ARE YOU A FOREIGN BASED SUPPLIER FOR THE GOODS /SERVICES OFFERED?

☐ Yes

☐ No

[IF YES, ANSWER THE QUESTIONNAIRE BELOW]

**QUESTIONNAIRE TO BIDDING FOREIGN SUPPLIERS**

IS THE ENTITY A RESIDENT OF THE REPUBLIC OF SOUTH AFRICA (RSA)?

DOES THE ENTITY HAVE A BRANCH IN THE RSA?

DOES THE ENTITY HAVE A PERMANENT ESTABLISHMENT IN THE RSA?

DOES THE ENTITY HAVE ANY SOURCE OF INCOME IN THE RSA?

IS THE ENTITY LIABLE IN THE RSA FOR ANY FORM OF TAXATION?

IF THE ANSWER IS "NO" TO ALL OF THE ABOVE, THEN IT IS NOT A REQUIREMENT TO REGISTER FOR A TAX COMPLIANCE STATUS SYSTEM PIN CODE FROM THE SOUTH AFRICAN REVENUE SERVICE (SARS) AND IF NOT REGISTER AS PER 2.3 BELOW.

DEPARTMENT OF ECONOMIC DEVELOPMENT, ENVIRONMENT & TOURISM  
ISSUED OUT ACQUISITION

**09 FEB 2024**

PRIVATE BAG X9484  
POLOKWANE 0700

☐ YES ☐ NO

☐ YES ☐ NO

☐ YES ☐ NO

☐ YES ☐ NO

☐ YES ☐ NO

## PART B TERMS AND CONDITIONS FOR BIDDING

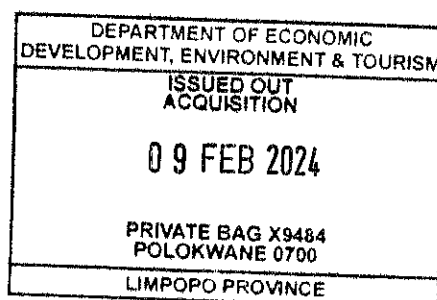
<b>1</b>	<b>BID SUBMISSION:</b>
1.1.	BIDS MUST BE DELIVERED BY THE STIPULATED TIME TO THE CORRECT ADDRESS. LATE BIDS WILL NOT BE ACCEPTED FOR CONSIDERATION.
1.2.	ALL BIDS MUST BE SUBMITTED ON THE OFFICIAL FORMS PROVIDED (NOT TO BE RE-TYPED) OR IN THE MANNER PRESCRIBED IN THE BID DOCUMENT.
1.3.	THIS BID IS SUBJECT TO THE PREFERENTIAL PROCUREMENT POLICY FRAMEWORK ACT, 2000 AND THE PREFERENTIAL PROCUREMENT REGULATIONS, THE GENERAL CONDITIONS OF CONTRACT (GCC) AND, IF APPLICABLE, ANY OTHER SPECIAL CONDITIONS OF CONTRACT.
1.4.	THE SUCCESSFUL BIDDER WILL BE REQUIRED TO FILL IN AND SIGN A WRITTEN CONTRACT FORM (SBD7).
<b>2</b>	<b>TAX COMPLIANCE REQUIREMENTS</b>
2.1	BIDDERS MUST ENSURE COMPLIANCE WITH THEIR TAX OBLIGATIONS.
2.2	BIDDERS ARE REQUIRED TO SUBMIT THEIR UNIQUE PERSONAL IDENTIFICATION NUMBER (PIN) ISSUED BY SARS TO ENABLE THE ORGAN OF STATE TO VERIFY THE TAXPAYER'S PROFILE AND TAX STATUS.
2.3	APPLICATION FOR TAX COMPLIANCE STATUS (TCS) PIN MAY BE MADE VIA E-FILING THROUGH THE SARS WEBSITE <a href="http://WWW.SARS.GOV.ZA">WWW.SARS.GOV.ZA</a> .
2.4	BIDDERS MAY ALSO SUBMIT A PRINTED TCS CERTIFICATE TOGETHER WITH THE BID.
2.5	IN BIDS WHERE CONSORTIA / JOINT VENTURES / SUB-CONTRACTORS ARE INVOLVED; EACH PARTY MUST SUBMIT A SEPARATE TCS CERTIFICATE / PIN / CSD NUMBER.
2.6	WHERE NO TCS PIN IS AVAILABLE BUT THE BIDDER IS REGISTERED ON THE CENTRAL SUPPLIER DATABASE (CSD), A CSD NUMBER MUST BE PROVIDED.
2.7	NO BIDS WILL BE CONSIDERED FROM PERSONS IN THE SERVICE OF THE STATE, COMPANIES WITH DIRECTORS WHO ARE PERSONS IN THE SERVICE OF THE STATE, OR CLOSE CORPORATIONS WITH MEMBERS PERSONS IN THE SERVICE OF THE STATE."

**NB: FAILURE TO PROVIDE / OR COMPLY WITH ANY OF THE ABOVE PARTICULARS MAY RENDER THE BID INVALID.**

SIGNATURE OF BIDDER: .....

CAPACITY UNDER WHICH THIS BID IS SIGNED:  
(Proof of authority must be submitted e.g. company resolution) .....

DATE: .....



**PRICING SCHEDULE**  
(Professional Services)

SBD 3.3

NAME OF BIDDER: ..... BID NO.: EDET 296/2023  
CLOSING TIME 11:00 CLOSING DATE: 29 FEBRUARY 2024

OFFER TO BE VALID FOR 180 DAYS FROM THE CLOSING DATE OF BID.

ITEM NO	DESCRIPTION	BID PRICE IN RSA CURRENCY **(ALL APPLICABLE TAXES INCLUDED)
	APPOINTMENT OF A TRANSACTION ADVISORY SERVICES FOR THE IMPLEMENTATION OF TOURISM PUBLIC PRIVATE PARTNERSHIP (PPP) PROJECTS AT SELECTED PROVINCIAL NATURE RESERVES LIMPOPO PROVINCE	DEPARTMENT OF ECONOMIC DEVELOPMENT, ENVIRONMENT & TOURISM ISSUED OUT ACQUISITION 09 FEB 2024 PRIVATE BAG X9484 POLOKWANE 0700 LIMPOPO PROVINCE

- The accompanying information must be used for the formulation of proposals.
- Bidders are required to indicate a ceiling price based on the total estimated time for completion of all phases and including all expenses inclusive of all applicable taxes for the project.
- PERSONS WHO WILL BE INVOLVED IN THE PROJECT AND RATES APPLICABLE (CERTIFIED INVOICES MUST BE RENDERED IN TERMS HEREOF)

R.....

4. PERSON AND POSITION

HOURLY RATE	DAILY RATE
R.....	.....
R.....	.....
R.....	.....
R.....	.....
R.....	.....

5. PHASES ACCORDING TO WHICH THE PROJECT WILL BE COMPLETED, COST PER PHASE AND MAN-DAYS TO BE SPENT

R.....	..... days
R.....	..... days
R.....	..... days
R.....	..... days

- 5.1 Travel expenses (specify, for example rate/km and total km, class of airtravel, etc). Only actual costs are recoverable. Proof of the expenses incurred must accompany certified invoices.

DESCRIPTION OF EXPENSE TO BE INCURRED	RATE	QUANTITY	AMOUNT
.....	.....	.....	R.....
.....	.....	.....	R.....
.....	.....	.....	R.....
.....	.....	.....	R.....

TOTAL: R.....

Name of Bidder: .....

\*\* "all applicable taxes" includes value- added tax, pay as you earn, income tax, unemployment insurance contributions and skills development levies.

- 5.2 Other expenses, for example accommodation (specify, eg. Three star hotel, bed and breakfast, telephone cost, reproduction cost, etc.). On basis of these particulars, certified invoices will be checked for correctness. Proof of the expenses must accompany invoices.

DESCRIPTION OF EXPENSE TO BE INCURRED	RATE	QUANTITY	AMOUNT
.....	.....	.....	R.....
.....	.....	.....	R.....
.....	.....	.....	R.....
.....	.....	.....	R.....
TOTAL: R.....			

6. Period required for commencement with project after acceptance of bid
7. Estimated man-days for completion of project
8. Are the rates quoted firm for the full period of contract?
9. If not firm for the full period, provide details of the basis on which adjustments will be applied for, for example consumer price index.

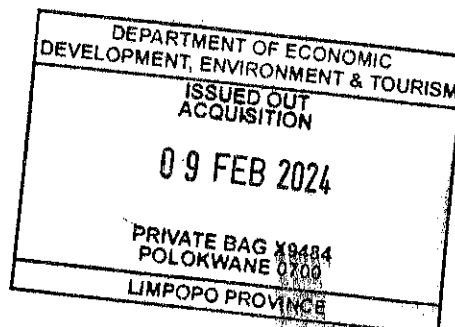
\*YES/NO

Any enquiries regarding bidding procedures may be directed to the –

Department of Economic Development, Environment and Tourism  
Evridiki Towers  
19 Biccard Street  
Polokwane

Or for technical information –

Dr Matlala SJ  
Director: Strategic Initiative  
Tel: (015) 293 8596  
Cell: 082 089b1761  
Email: [MatlalaSJ@ledet.gov.za](mailto:MatlalaSJ@ledet.gov.za)



**PRICING SCHEDULE**  
(Professional Services)

SBD 3.3

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R.....

4. PERSON AND POSITION

HOURLY RATE	DAILY RATE
R.....	.....
R.....	.....
R.....	.....
R.....	.....
R.....	.....

5. PHASES ACCORDING TO WHICH THE PROJECT WILL BE COMPLETED, COST PER PHASE AND MAN-DAYS TO BE SPENT

R.....	..... days
R.....	..... days
R.....	..... days
R.....	..... days

- 5.1 Travel expenses (specify, for example rate/km and total km, class of airtravel, etc). Only actual costs are recoverable. Proof of the expenses incurred must accompany certified invoices.

DESCRIPTION OF EXPENSE TO BE INCURRED

RATE	QUANTITY	AMOUNT
.....	.....	R.....
.....	.....	R.....
.....	.....	R.....
.....	.....	R.....

TOTAL: R.....

Name of Bidder: .....

\*\* "all applicable taxes" includes value-added tax, pay as you earn, income tax, unemployment insurance contributions and skills development levies.

- 5.2 Other expenses, for example accommodation (specify, eg. Three star hotel, bed and breakfast, telephone cost, reproduction cost, etc.). On basis of these particulars, certified invoices will be checked for correctness. Proof of the expenses must accompany invoices.

DESCRIPTION OF EXPENSE TO BE INCURRED	RATE	QUANTITY	AMOUNT
.....	.....	.....	R.....
.....	.....	.....	R.....
.....	.....	.....	R.....
.....	.....	.....	R.....
TOTAL: R.....			

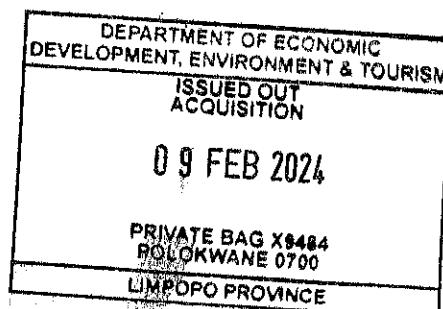
6. Period required for commencement with project after acceptance of bid  
.....
7. Estimated man-days for completion of project  
.....
8. Are the rates quoted firm for the full period of contract?  
\*YES/NO
9. If not firm for the full period, provide details of the basis on which adjustments will be applied for, for example consumer price index.  
.....  
.....  
.....  
.....

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Dr Matlala SJ  
Director: Strategic Initiative  
Tel: (015) 293 8596  
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Email: [MatlalaSJ@ledet.gov.za](mailto:MatlalaSJ@ledet.gov.za)



## BIDDER'S DISCLOSURE

### 1. PURPOSE OF THE FORM

Any person (natural or juristic) may make an offer or offers in terms of this invitation to bid. In line with the principles of transparency, accountability, impartiality, and ethics as enshrined in the Constitution of the Republic of South Africa and further expressed in various pieces of legislation, it is required for the bidder to make this declaration in respect of the details required hereunder.

Where a person/s are listed in the Register for Tender Defaulters and / or the List of Restricted Suppliers, that person will automatically be disqualified from the bid process.

### 2. Bidder's declaration

2.1 Is the bidder, or any of its directors / trustees / shareholders / members / partners or any person having a controlling interest<sup>1</sup> in the enterprise, employed by the state?

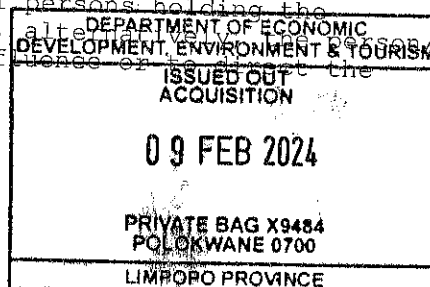
**YES/NO**

2.1.1 If so, furnish particulars of the names, individual identity numbers, and, if applicable, state employee numbers of sole proprietor/ directors / trustees / shareholders / members/ partners or any person having a controlling interest in the enterprise, in table below.

Full Name	Identity Number	Name of State institution

2.2 Do you, or any person connected with the bidder, have a relationship

<sup>1</sup> the power, by one person or a group of persons holding the majority of the equity of an enterprise, or by one person or a group of persons holding the deciding vote or power to influence or to direct the course and decisions of the enterprise.



with any person who is employed by the procuring institution? YES/NO

2.2.1 If so, furnish particulars:

.....  
 .....

2.3 Does the bidder or any of its directors / trustees / shareholders / members / partners or any person having a controlling interest in the enterprise have any interest in any other related enterprise whether or not they are bidding for this contract? YES/NO

2.3.1 If so, furnish particulars:

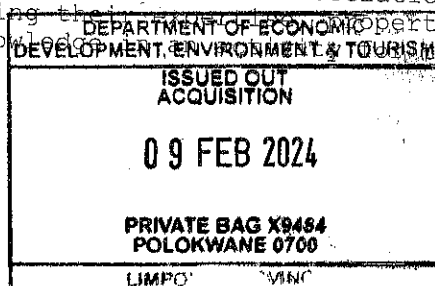
.....  
 .....

### 3 DECLARATION

I, \_\_\_\_\_ the \_\_\_\_\_ undersigned,  
 (name)..... in  
 submitting the accompanying bid, do hereby make the following  
 statements that I certify to be true and complete in every respect:

- 3.1 I have read and I understand the contents of this disclosure;
- 3.2 I understand that the accompanying bid will be disqualified if this disclosure is found not to be true and complete in every respect;
- 3.3 The bidder has arrived at the accompanying bid independently from, and without consultation, communication, agreement or arrangement with any competitor. However, communication between partners in a joint venture or consortium<sup>2</sup> will not be construed as collusive bidding.
- 3.4 In addition, there have been no consultations, communications, agreements or arrangements with any competitor regarding the quality, quantity, specifications, prices, including methods, factors or formulas used to calculate prices, market allocation, the intention or decision to submit or not to submit the bid, bidding with the intention not to win the bid and conditions or delivery particulars of the products or services to which this bid invitation relates.
- 3.4 The terms of the accompanying bid have not been, and will not be, disclosed by the bidder, directly or indirectly, to any competitor, prior to the date and time of the official bid opening or of the awarding of the contract.
- 3.5 There have been no consultations, communications, agreements or arrangements made by the bidder with any official of the procuring

<sup>2</sup> Joint venture or Consortium means an association of persons for the purpose of combining their resources, property, capital, efforts, skill and knowledge in the execution of a contract.





**SBD4**

institution in relation to this procurement process prior to and during the bidding process except to provide clarification on the bid submitted where so required by the institution; and the bidder was not involved in the drafting of the specifications or terms of reference for this bid.

- 3.6 I am aware that, in addition and without prejudice to any other remedy provided to combat any restrictive practices related to bids and contracts, bids that are suspicious will be reported to the Competition Commission for investigation and possible imposition of administrative penalties in terms of section 59 of the Competition Act No 89 of 1998 and or may be reported to the National Prosecuting Authority (NPA) for criminal investigation and or may be restricted from conducting business with the public sector for a period not exceeding ten (10) years in terms of the Prevention and Combating of Corrupt Activities Act No 12 of 2004 or any other applicable legislation.

I CERTIFY THAT THE INFORMATION FURNISHED IN PARAGRAPHS 1, 2 and 3 ABOVE IS CORRECT.

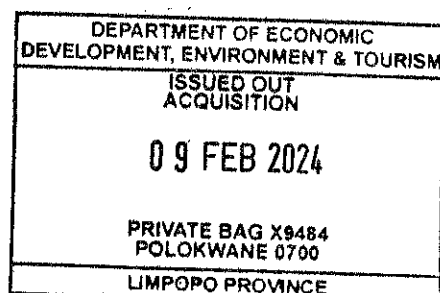
I ACCEPT THAT THE STATE MAY REJECT THE BID OR ACT AGAINST ME IN TERMS OF PARAGRAPH 6 OF PFMA SCM INSTRUCTION 03 OF 2021/22 ON PREVENTING AND COMBATING ABUSE IN THE SUPPLY CHAIN MANAGEMENT SYSTEM SHOULD THIS DECLARATION PROVE TO BE FALSE.

.....  
Signature

.....  
Date

.....  
Position

.....  
Name of bidder



## PREFERENCE POINTS CLAIM FORM IN TERMS OF THE PREFERENTIAL PROCUREMENT REGULATIONS 2022

This preference form must form part of all tenders invited. It contains general information and serves as a claim form for preference points for specific goals.

**NB: BEFORE COMPLETING THIS FORM, TENDERERS MUST STUDY THE GENERAL CONDITIONS, DEFINITIONS AND DIRECTIVES APPLICABLE IN RESPECT OF THE TENDER AND PREFERENTIAL PROCUREMENT REGULATIONS, 2022**

### 1. GENERAL CONDITIONS

- 1.1 The following preference point systems are applicable to invitations to tender:
- the 80/20 system for requirements with a Rand value of up to R50 000 000 (all applicable taxes included); and
  - the 90/10 system for requirements with a Rand value above R50 000 000 (all applicable taxes included).

- 1.2 The applicable preference point system for this tender is the 80/20 preference point system.

- 1.3 Points for this tender (even in the case of a tender for income-generating contracts) shall be awarded for:

- (a) Price; and  
(b) Specific Goals.

- 1.4 To be completed by the organ of state:

The maximum points for this tender are allocated as follows

DEPARTMENT OF ECONOMIC DEVELOPMENT, ENVIRONMENT & TOURISM
ISSUED OUT ACQUISITION
<b>09 FEB 2024</b>
PRIVATE BAG X9484 POLOKWANE 0700

	POINTS
PRICE	80
SPECIFIC GOALS	20
<b>Total points for Price and SPECIFIC GOALS</b>	<b>100</b>

- 1.5 Failure on the part of a tenderer to submit proof or documentation required in terms of this tender to claim points for specific goals with the tender, will be interpreted to mean that preference points for specific goals are not claimed.
- 1.6 The organ of state reserves the right to require of a tenderer, either before a tender is adjudicated or at any time subsequently, to substantiate any claim in regard to preferences, in any manner required by the organ of state.

## 2. DEFINITIONS

- (a) **“tender”** means a written offer in the form determined by an organ of state in response to an invitation to provide goods or services through price quotations, competitive tendering process or any other method envisaged in legislation;
- (b) **“price”** means an amount of money tendered for goods or services, and includes all applicable taxes less all unconditional discounts;
- (c) **“rand value”** means the total estimated value of a contract in Rand, calculated at the time of bid invitation, and includes all applicable taxes;
- (d) **“tender for income-generating contracts”** means a written offer in the form determined by an organ of state in response to an invitation for the origination of income-generating contracts through any method envisaged in legislation that will result in a legal agreement between the organ of state and a third party that produces revenue for the organ of state, and includes, but is not limited to, leasing and disposal of assets and concession contracts, excluding direct sales and disposal of assets through public auctions; and
- (e) **“the Act”** means the Preferential Procurement Policy Framework Act, 2000 (Act No. 5 of 2000).

## 3. FORMULAE FOR PROCUREMENT OF GOODS AND SERVICES

### 3.1. POINTS AWARDED FOR PRICE

#### 3.1.1 THE 80/20 OR 90/10 PREFERENCE POINT SYSTEMS

A maximum of 80 or 90 points is allocated for price on the following basis:

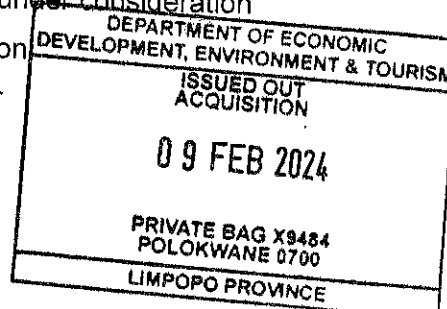
$$\begin{array}{ccc} 80/20 & \text{or} & 90/10 \\ P_s = 80 \left( 1 - \frac{P_t - P_{min}}{P_{min}} \right) & \text{or} & P_s = 90 \left( 1 - \frac{P_t - P_{min}}{P_{min}} \right) \end{array}$$

Where

$P_s$  = Points scored for price of tender under consideration

$P_t$  = Price of tender under consideration

$P_{min}$  = Price of lowest acceptable tender



### 3.2. FORMULAE FOR DISPOSAL OR LEASING OF STATE ASSETS AND INCOME GENERATING PROCUREMENT

#### 3.2.1. POINTS AWARDED FOR PRICE

A maximum of 80 or 90 points is allocated for price on the following basis:

80/20

or

90/10

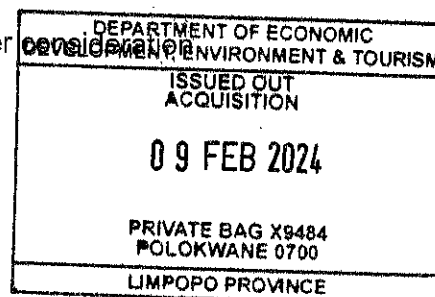
$$Ps = 80 \left( 1 + \frac{Pt - P_{max}}{P_{max}} \right) \text{ or } Ps = 90 \left( 1 + \frac{Pt - P_{max}}{P_{max}} \right)$$

Where

Ps = Points scored for price of tender under consideration

Pt = Price of tender under consideration

Pmax = Price of highest acceptable tender



#### 4. POINTS AWARDED FOR SPECIFIC GOALS

- 4.1. In terms of Regulation 4(2); 5(2); 6(2) and 7(2) of the Preferential Procurement Regulations, preference points must be awarded for specific goals stated in the tender. For the purposes of this tender the tenderer will be allocated points based on the goals stated in table 1 below as may be supported by proof/ documentation stated in the conditions of this tender:
- 4.2. In cases where organs of state intend to use Regulation 3(2) of the Regulations, which states that, if it is unclear whether the 80/20 or 90/10 preference point system applies, an organ of state must, in the tender documents, stipulate in the case of—
- an invitation for tender for income-generating contracts, that either the 80/20 or 90/10 preference point system will apply and that the highest acceptable tender will be used to determine the applicable preference point system; or
  - any other invitation for tender, that either the 80/20 or 90/10 preference point system will apply and that the lowest acceptable tender will be used to determine the applicable preference point system,
- then the organ of state must indicate the points allocated for specific goals for both the 90/10 and 80/20 preference point system.

**Table 1: Specific goals for the tender and points claimed are indicated per the table below.**

**(Note to organs of state: Where either the 90/10 or 80/20 preference point system is applicable, corresponding points must also be indicated as such.**

**Note to tenderers: The tenderer must indicate how they claim points for each preference point system.)**

NO.	PREFERENTIAL GOALS	POINTS	MEANS OF VERIFICATION
	<b>HDI'S</b>		
1.	Black People	7	CSD report
2.	Women	6	CSD report
	<b>SPECIFIC GOALS</b>		
1.	Youth	5	CSD report

NO.	PREFERENTIAL GOALS	POINTS	MEANS OF VERIFICATION
2.	Enterprises located in Limpopo Province	2	Recent Municipal account or Local Authority Letter for confirmation of Local Address ( <i>not older than 3 months</i> ) or Lease Agreement ( <i>not older than six(6) months</i> )
<b>TOTAL</b>		<b>20</b>	

### Definitions

**"Historically Disadvantaged Individuals"** means a South African citizen – Who, due to the apartheid policy that had been in place, had no franchise in national elections prior to the introduction of the Constitution of the Republic of South Africa, 1983 (Act No. 110 of 1983) or the Constitution of the Republic of South Africa, 1993 (Act No. 200 of 1993) ("the Interim Constitution"); and/or Who is a female; and/or Who has a disability

Provided that a person who obtained South African citizenship on or after the coming to effect of the Interim Constitution, deemed not to be an HDI.

**"Specific goals"** means specific goals as contemplated in section 2(1)(d) of the Act which may include contract with persons, or categories of persons, historically disadvantaged by unfair discrimination on the basis of race, gender and disability including the implementation of programmes of the Reconstruction and Development Programme as published in Government Gazette no. 16085 dated 23 November 1994.

**"Black People"** is a generic term which means Africans, Coloureds and Indians as described in the Broad-Based Black Economic Empowerment Act, Act No.53 of 1993.

**"Youth"** has the meaning assigned to it in section 1 of the National Youth Development Agency Act, 2008 (Act No. 54 of 2008)

### DECLARATION WITH REGARD TO COMPANY/FIRM

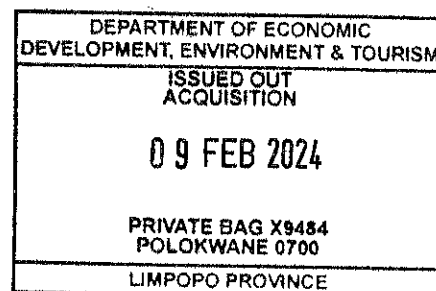
4.3. Name of company/firm.....

4.4. Company registration number: .....

4.5. TYPE OF COMPANY/ FIRM

- ☐ Partnership/Joint Venture / Consortium
- ☐ One-person business/sole propriety
- ☐ Close corporation
- ☐ Public Company
- ☐ Personal Liability Company
- ☐ (Pty) Limited
- ☐ Non-Profit Company
- ☐ State Owned Company

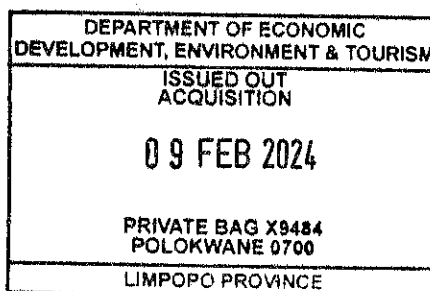
[TICK APPLICABLE BOX]



4.6. I, the undersigned, who is duly authorised to do so on behalf of the company/firm,

certify that the points claimed, based on the specific goals as advised in the tender, qualifies the company/ firm for the preference(s) shown and I acknowledge that:

- i) The information furnished is true and correct;
- ii) The preference points claimed are in accordance with the General Conditions as indicated in paragraph 1 of this form;
- iii) In the event of a contract being awarded as a result of points claimed as shown in paragraphs 1.4 and 4.2, the contractor may be required to furnish documentary proof to the satisfaction of the organ of state that the claims are correct;
- iv) If the specific goals have been claimed or obtained on a fraudulent basis or any of the conditions of contract have not been fulfilled, the organ of state may, in addition to any other remedy it may have –
  - (a) disqualify the person from the tendering process;
  - (b) recover costs, losses or damages it has incurred or suffered as a result of that person's conduct;
  - (c) cancel the contract and claim any damages which it has suffered as a result of having to make less favourable arrangements due to such cancellation;
  - (d) recommend that the tenderer or contractor, its shareholders and directors, or only the shareholders and directors who acted on a fraudulent basis, be restricted from obtaining business from any organ of state for a period not exceeding 10 years, after the *audi alteram partem* (hear the other side) rule has been applied; and
  - (e) forward the matter for criminal prosecution, if deemed necessary.



.....	
SIGNATURE(S) OF TENDERER(S)	
SURNAME AND NAME:	.....
DATE:	.....
ADDRESS:	.....
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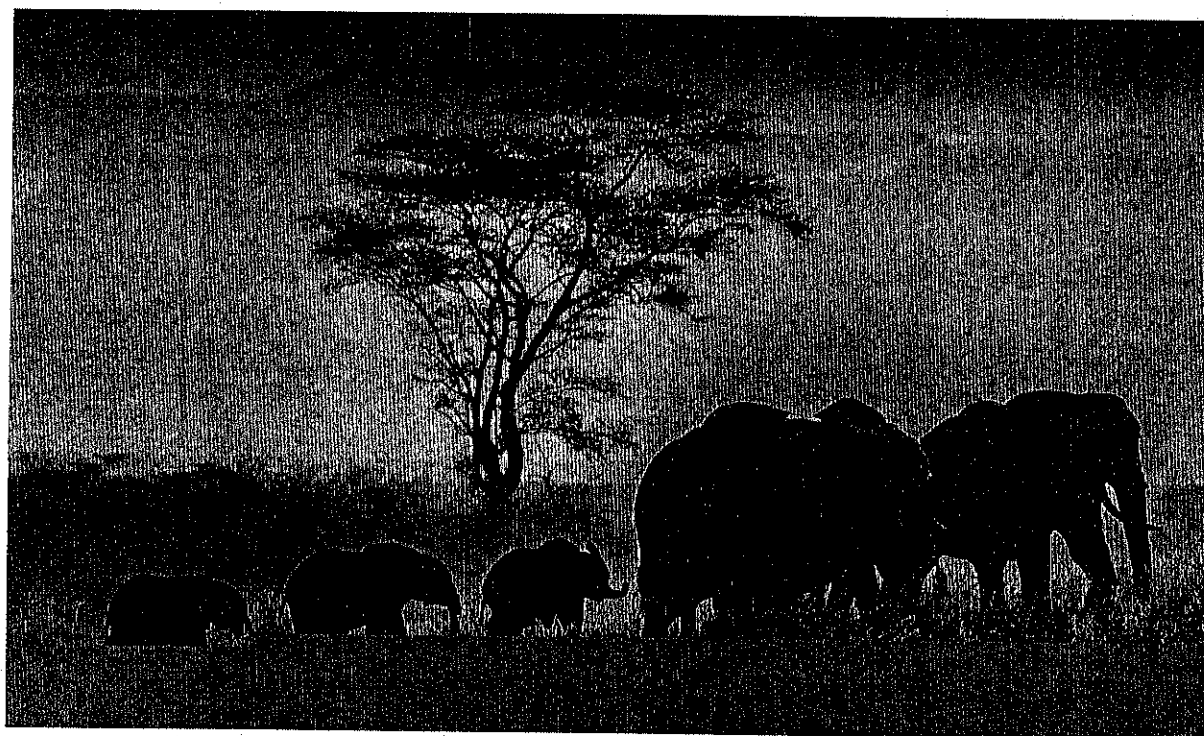


# LIMPOPO

PROVINCIAL GOVERNMENT  
REPUBLIC OF SOUTH AFRICA

DEPARTMENT OF  
ECONOMIC DEVELOPMENT, ENVIRONMENT & TOURISM

## TERMS OF REFERENCE FOR THE APPOINTMENT OF A TRANSACTION ADVISORY SERVICES FOR THE IMPLEMENTATION OF TOURISM PUBLIC PRIVATE PARTNERSHIP (PPP) PROJECTS AT SELECTED PROVINCIAL NATURE RESERVES – LIMPOPO PROVINCE



DEPARTMENT OF ECONOMIC DEVELOPMENT, ENVIRONMENT & TOURISM
ISSUED OUT ACQUISITION
09 FEB 2024
PRIVATE BAG X9484 POLOKWANE 0700
LIMPOPO PROVINCE

DEPARTMENT OF ECONOMIC DEVELOPMENT, ENVIRONMENT & TOURISM
ISSUED OUT ACQUISITION
09 FEB 2024
PRIVATE BAG X9484 POLOKWANE 0700
LIMPOPO PROVINCE

## TABLE OF CONTENTS

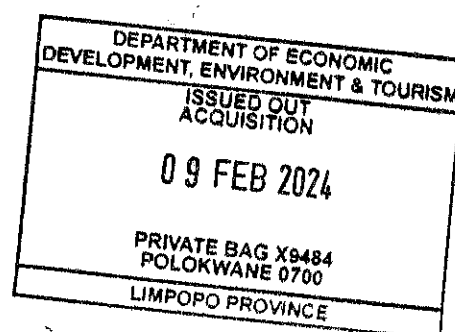
1. Important notice.....	5
2. Acronyms.....	6
3. Definitions.....	7
4. Important general rules.....	8
5. Introduction.....	9
6. Background, mandate and objectives.....	10
6.1. Background.....	10
6.2. Mandate.....	11
6.3. Objectives.....	11
7. Contract Period .....	11
8. Scope of work.....	11
9. Phase 1: Feasibility study .....	14
9.1. PPP Feasibility study deliverables.....	14
9.2. Components of feasibility study.....	15
9.2.1. Introduction.....	15
9.2.2. Need analysis.....	15
9.2.3. Option analysis.....	15
9.2.4. Project due diligence.....	17
9.2.4.1. Legal issues.....	17
9.2.4.2. Technical aspects.....	18
9.2.4.3. Site enablement issues.....	18
9.2.4.4. Socio-economic issues.....	18
9.2.4.5. Environmental issues.....	18
9.2.4.6. Human resource due diligence.....	20
9.2.4.7. Market testing.....	20
9.2.4.8. Value assessment.....	21
9.2.4.9. Risk-adjusted PPP reference.....	23
9.2.4.10. Information verification.....	23
9.2.4.11. Economic valuation.....	23
9.2.4.12. Market analysis .....	23



DEVELOPMENT, ENVIRONMENT & TOURISM
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09 FEB 2024
PRIVATE BAG X9484 POLOKWANE 0700
LIMPOPO PROVINCE

9.2.4.13. Project level analysis .....	24
9.3. Presentation of feasibility study.....	24
9.4. Submission requirements for the feasibility study report.....	24
10. Phase 2: PPP Procurement.....	24
10.1. PPP procurement deliverables.....	24
10.1.1. Approval and administration of the bidding process.....	24
10.1.1.1. Detailed procurement plan.....	25
10.1.1.2. Bid evaluation criteria and bid process design.....	27
10.1.1.3. Request for Proposal.....	27
10.1.1.4. Draft PPP Agreement.....	27
10.1.1.5. Department approvals.....	28
10.1.1.6. Administration of the bidding process.....	28
10.1.2. Evaluation of bids, demonstrating value for money.....	28
10.1.2.1. Evaluation of Bids.....	28
10.1.2.2. The value for money report and approval.....	28
10.1.3. PPP agreement negotiations, PPP agreement management plan.....	29
10.1.4. PPP agreement signature, close-out report and case study and financial closure.....	29
11. TA skill, experience, remuneration and management .....	31
11.1. Necessary Transactional advisor skills and experience.....	31
11.2. Remuneration schedule and disbursement arrangements.....	32
11.2.1. Remuneration schedule.....	32
11.2.2. Disbursement arrangement.....	32
11.3 Management of the TA .....	32
12. Rules of bidding, bid submission requirements and bid evaluation.....	33
12.1. Rules of bidding.....	33
12.2. Content of bid submission.....	34
12.3. Compulsory briefing session.....	38
12.4. Bid evaluation selection and criteria.....	38
12.4.1. Pre-qualification.....	39
12.4.2. Technical evaluation criteria.....	40
12.4.3. Price criteria.....	42
13. Bid submission .....	54

14. Incomplete bids.....	54
15. Further information.....	54
16. Annexure1: Bid cover sheet.....	55
17. Annexure 2: Draft Contract for Transaction Advisory services .....	56



## 1. IMPORTANT NOTICE

This Terms of Reference (TOR), incorporating all its attachments, has been produced by Limpopo Department of Economic Development, Environment and Tourism (hereafter referred to as "the Department"), in connection with the tourism Public Private Partnership (PPP) opportunity available within the Department.

This TOR is provided to the recipient to assist in making its own perusal of the opportunity presented herein and to decide whether to submit a proposal in connection with the opportunity.

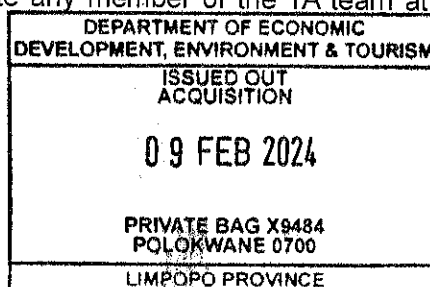
This is TOR only and not an offer document. Answers to this TOR must not be construed as acceptance of an offer or imply the existence of an Agreement between the parties. By submission of its proposal, bidders shall be deemed to have satisfied themselves with and to have accepted all Terms & Conditions of this TOR.

The Department makes no representation, warranty, assurance, guarantee or endorsements to bidders concerning the TOR, whether regarding its accuracy, completeness or otherwise and the Department shall have no liability towards the bidders or any other party in connection therewith.

The Department may amend or replace any information contained in this TOR any time, without giving any prior notice or providing any reason.

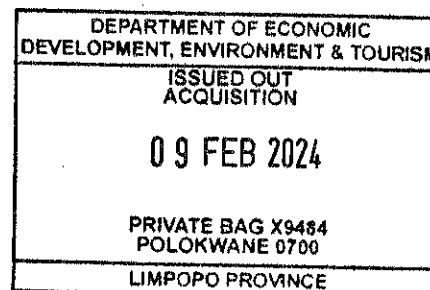
Should this TOR lead to the award of the Agreement the award will only become binding after the Department and the Private Party have signed the Agreement.

The Department reserves the right to terminate the appointment of the TA or to require the lead advisor to terminate any member of the TA team at any stage either during Phase 1 or 2.



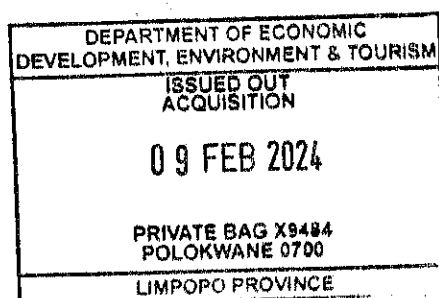
## 2. ACRONYMS

<b>BAC</b>	Bid Adjudication Committee
<b>BAFO</b>	Best and Final Offer
<b>B-BBEE</b>	Broad-Based Black Economic Empowerment
<b>BEC</b>	Bid Evaluation Committee
<b>CA</b>	Chartered Accountant
<b>CFA</b>	Chartered Financial Analyst
<b>CSIR</b>	Council for Scientific and Industrial Research
<b>CV</b>	Curriculum Vitae
<b>EIA</b>	Environmental Impact Assessment
<b>EIRR</b>	Economic Internal Rate of Return
<b>FIRR</b>	Financial Internal Rate of Return
<b>LEDET</b>	Department of Economic Development, Environment and Tourism
<b>LLB</b>	Bachelor of Laws
<b>LLM</b>	Master of Laws
<b>NPV</b>	Net Present Value
<b>PFMA</b>	Public Finance Management Act
<b>PPP</b>	Public Private Partnership
<b>RFP</b>	Request for Proposal
<b>RFQ</b>	Request for Qualification
<b>RFBAFO</b>	Request for Best and Final Offer
<b>SAIPA</b>	South African Institute of Professional Accountants
<b>SAQA</b>	South African Qualifications Authority
<b>SMME</b>	Small, Micro, Medium Enterprises
<b>SPV</b>	Special Purpose Vehicle
<b>TA</b>	Transaction Advisor
<b>TOR</b>	Terms of Reference
<b>VAT</b>	Value Added Tax
<b>VFM</b>	Value for Money
<b>NQF</b>	National Qualifications Framework



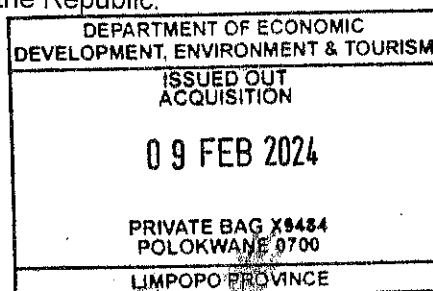
### 3. DEFINITIONS

'Bidder'	Any person or legal entity, legally constituted consortium, or legally constituted joint venture who has obtained this TOR and submits a Proposal
'TA'	includes the entire advisory team, or relevant members, under the management of a single lead advisor who shall enter into agreement with the Department
'Department'	Limpopo Economic Development, Environment and Tourism



#### 4. IMPORTANT GENERAL RULES

- 4.1 This TOR overrides all other Department's communications to bidders about this opportunity.
- 4.2 No verbal discussion with any staff or advisor of the Department can change, add to, or clarify any of the terms and conditions contained in this TOR. Bidders should only rely on written changes, additions, or clarifications from the duly authorised Accounting Officer/Project Officer of the Department, circulated to each bidder. Email communications from the Department to bidders will count as written communication.
- 4.3 Bidders are responsible for all costs related to their bid. The Department will not compensate bidders for any costs, regardless of the outcome of the bid.
- 4.4 The Department may make other changes to the TOR, add to it, or provide clarification, at any time. The Department may cancel the bid at any time without prior notice, and may disqualify any bidder as provided for in this TOR.
- 4.5 The Department will not be responsible for any costs or damages whatsoever if it makes any changes to the bid, cancels the bid, or disqualifies any bidder. The Department will not be responsible for any costs or damages whatsoever if it exercises any other rights as described in this TOR or available to it under the laws of the Republic of South Africa.
- 4.6 The laws of the Republic of South Africa govern this bid.
- 4.7 The submission of a bid by a Bidder implies full knowledge and acceptance of, and submission to, all the terms and conditions set out in this TOR, the Agreement and under the applicable laws of the Republic.



## 5. INTRODUCTION

The Limpopo Department of Economic Development, Environment and Tourism has identified the need to appoint TA services to assist with the implementation of Commercialisation of Provincial Nature Reserves. This project is also in line with the Department's strategic vision of a competitive economy within a sustainable environment.

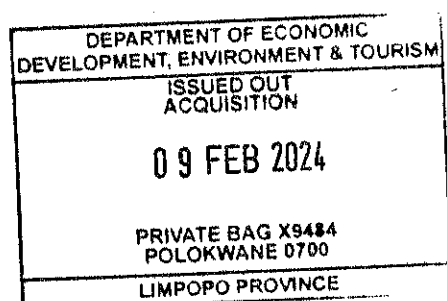
The Department wishes to explore the feasibility of a PPP in terms of the relevant National Treasury Regulations to the PFMA, 1999 and other related laws of the Republic of South Africa.

The Department thus intends to procure the services of an experienced TA to assist it through the phases of the PPP project cycle. These TOR invite proposals from a TA representing a team of suitably qualified and experienced financial, technical (environment and tourism), legal advisors, etc. to assist the Department.

The scope of work is divided into two phases:

- Phase 1- undertake a comprehensive feasibility studies for the projects.
- Phase 2- provide advisory services for the procurement of the projects.

The TA is required to submit a single bid, in the format as prescribed in this TOR.



## 6. BACKGROUND, MANDATE AND OBJECTIVES

### 6.1 BACKGROUND

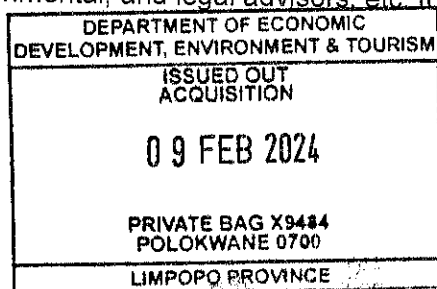
The Department is the management authority of provincial nature reserves in the Limpopo Province.

Protected areas and/or nature reserves referred to above are managed under very difficult circumstances due to declining budgets, ageing personnel, lack of adequate infrastructure and mounting pressure from communities demanding tangible economic benefits, mainly from communal reserves.

The inherent socio-economic opportunities in most of these reserves are underutilize due to lack of business acumen, skills, and financial resources, while on the other hand, there is a greater interest from private sector, seeking investment opportunities to invest in anticipation for attractive return on investment.

As an intervention to the above situation, the Department wishes to explore the feasibility of PPP tourism projects in terms of Treasury Regulations 16 to the PFMA, 1999 and PPP Tourism Toolkit to procure competent private partners to invest, develop and manage commercial activities in certain Provincial Nature reserves on behalf of the Department.

In compliance to the prescripts of the Treasury PPP toolkit, the Department intends to procure the services of an experienced TA to undertake the detailed feasibility study as described in this TOR and therefore, invite proposals from a suitable and qualified TA representing a team of suitably qualified and experienced financial, commercial, technical, environmental, and legal advisors, etc. to assist the Department.



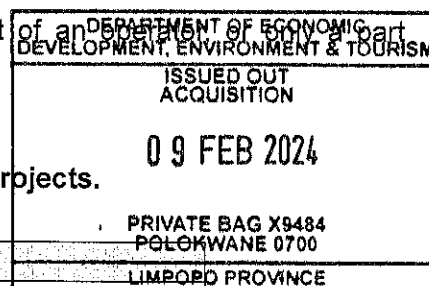


**8.1 Provision of advisory and operational support in the development and implementation of PPPs projects:**

- Depending on the complexity of each PPP project, whether specialised expertise is required and the internal capacity available, the TA may be requested to provide advisory and operational support to the Department Project Team in the development of specifications and execution of selected PPP tender processes.
- Advisory and operational support may include support for the full tender process, from project conceptualisation to appointment of an **of an** **DEPARTMENT OF ECONOMIC DEVELOPMENT, ENVIRONMENT & TOURISM** thereof, e.g. undertaking a feasibility study.

**8.2 Development of feasibility study for tourism PPP Projects.**

CATEGORY 1	CATEGORY 2
Blouberg	D'Nyala
Lekgalameetse	Doorndraai
Makuya	Hans Merensky
Masebe	Mokolo
Nwanedi	Nylsvley
Rust de Winter	Schuinsdraai
Wonderkop	Tzaneen Dam

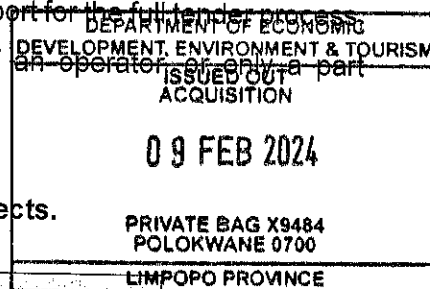


The Department has identified the need for a TA to accelerate the implementation of tourism PPP projects as listed in the table above.

- 8.2.1** The TA is expected to commence with category 1 reserves of which minimal work conducted i.e. registration and approval of the projects with the national treasury.
- 8.2.2** The TA will undertake comprehensive feasibility studies for the projects in the financial year 2024/25. Following the completion of the above, the TA will provide advisory services for the procurement of the projects in the financial year 2025/26.
- 8.2.3** The TA in the financial year 2026/27 will be expected to undertake comprehensive feasibility studies for the nature reserves listed in category 2 above. This will also include the registration and approval of the projects with the national treasury. However, the commencement of the work to be done in 2026/27 as stated above will depend on the progress of the work for category 1 nature reserves.

### 8.1 Provision of advisory and operational support in the development and implementation of PPPs projects:

- Depending on the complexity of each PPP project, whether specialised expertise is required and the internal capacity available, the TA may be requested to provide advisory and operational support to the Department Project Team in the development of specifications and execution of selected PPP tender processes.
- Advisory and operational support may include support for the full tender process from project conceptualisation to appointment of an operator or only a part thereof, e.g. undertaking a feasibility study.



### 8.2 Development of feasibility study for tourism PPP Projects.

CATEGORY 1	CATEGORY 2
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### 8.3 **Advisory support related to economic development and tourism for specific projects (including the nature reserves)**

As and when required, the Department may require advisory support on tourism development matters. Advisory support is anticipated to incorporate various aspects of the tourism project development process, such as funding mechanisms, accessing new markets or the structuring of projects for optimal returns. Advisory team members will be expected to apply the following principles when undertaking work for the Department:

#### 8.3.1 **Local and international best practice**

The Department requires access to local and international best practices on PPPs, with a strong focus on meaningful participation of local communities and empowering women, youth and people living with disabilities.

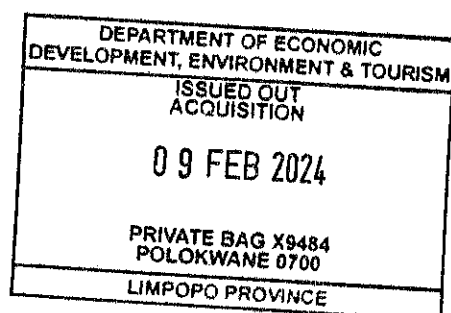
The TA must have the expertise, experience, and access to resources to advise the Department on these best practices and the application thereof in the context of the Department's circumstances.

#### 8.3.2 **Interactive engagement**

The Department expects for any services provided by Advisory team member to be an interactive process between the Department and the TA and not only a theoretical exercise.

The TA is expected to make recommendations that are meaningful and practical for the Department to implement.

Once Advisory team member is appointed to execute a project, the Department will arrange for regular engagement sessions with the TA to review progress of deliverables and recommendations and provide guidance on the way forward.



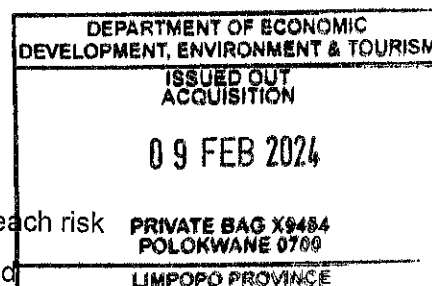
### 8.3.3 Evidenced-based decision-making.

- The TA will be required to provide evidenced-based recommendations to the Department.
- Research used to inform recommendations must incorporate best practices and lessons-learned; furthermore, research must include both primary and secondary sources.
- Once the TA is appointed to execute a project, the Department may provide internal documents related to the Scope of Work to inform research and recommendations.

## 9. SECTION A: PHASE 1 - FEASIBILITY STUDY

The TA will be required to produce a comprehensive feasibility study for the project using PPP models. The feasibility study must enable the Department to determine:

- Full life cycle project costs
- Affordability limits
- Identification of all risks and their costs
- Recommendations with regards to allocation of each risk
- Optimal value for money methods of delivery; and
- Potential revenue to/and savings by the Department.



Item 9.1 below sets out the deliverables required of the TA for the feasibility study.

### 9.1 DELIVERABLES

The TA is required to produce, in close liaison with the Department and affected stakeholders, comprehensive feasibility study per nature reserve. The feasibility study needs to clearly demonstrate affordability for the full project cycle and propose the optimal value-for-money solution for the Department to achieve its desired outcomes. The feasibility study is to be conducted in compliance with Treasury regulation 16 and PPP tourism toolkit.

## 9.2 COMPONENTS OF THE FEASIBILITY STUDY

The feasibility study must include the following:

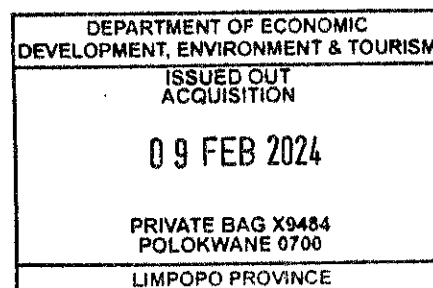
### 9.2.1 Introduction

- Covering letter from the accounting officer/authority;
- Executive summary;
- Introduction;
- Project background and
- Approach and methodology to the feasibility study

### 9.2.2 Need analysis

The need analysis must include the following:

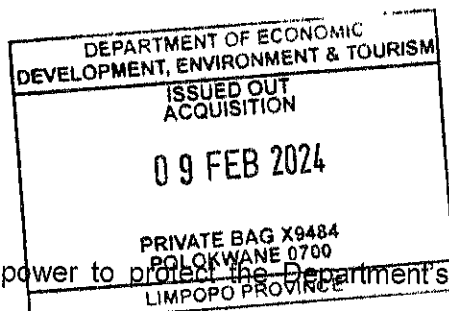
- Department's strategic objectives for commercialization;
- Department's capacity and deliverability including;
- Project Team and Advisors;
- Organisational factors;
- Stakeholders interest ;
- Budget availability;
- Output specifications and
- Scope of the project



### 9.2.3 Option Analysis

Solution option analysis per nature reserve including:

- Options considered/ identified.
- Evaluation and assessment of each option
- Summary of evaluation and assessment of all options considered.
- Assessment of the Department's role in the proposed PPP project, whether that role corresponds with the Department's legal obligations, maintains sufficient



power to protect the Department's interests and corresponds to the proposed corporate structure of the project vehicle and how in practice the Department's role will be established in the project vehicle (e.g. voting rights, pre-emption rights, golden shares and the protection of minority shareholders)

- Development and provision of detail to the legal architecture and design of the transaction, identifying e.g.
  - (i) the type of PPP agreement to be used (e.g. concession, or management Agreement) ;
  - (ii) investment commitments to be required, their nature and management;
  - (iii) investment plan, how, where and when investments will be made;
  - (iv) type of public sector support required, including terms and conditions, and
  - (v) corporate structure for the investment and commercial management including nature of the SPV holding the concession, etc.
- Revision of risk allocation assumptions to assess whether those risks can be allocated (e.g. legally) to the private sector (e.g. land acquisition, collection of tariffs from individual consumers and safety monitoring).
- Revision of project assumptions and whether they are practically and legally viable, e.g., management of staff rights and benefits and whether there might be legal limitations to how staff can be treated.
- Assessment of the financial management and accounting structures proposed to identify efficiency gains available through other structural mechanisms, e.g. taxation of revenues and accounting methods for depreciation of assets.
- Identification of other contractual and commercial relationships in the sector or related to the sector and how those relationships will interface with the PPP project.
- Assessment of risk management structures for potential efficiency gains through alternative structures or modifications.

- Assessment of the financial feasibility and provision of value of revenues according to the different options and based on various assumptions used in the forecasts including those of demand and pricing should be stated clearly.
- Advise on a financial (capital) structure for mobilizing debt.
- Confirmation of legality of budgeting assumptions and the management of revenue flows (e.g. are there restrictions on the use of monies collected for use with public services).
- Assessment risk allocation approaches to ensure that they correspond with private sector appetite and lender requirements. This should be done before bidding to avoid failure of the bidding process and the costly and reputationally damaging recommencement of the tendering process.
- Assessment of the chosen approach to PPP and whether any aspect of that approach will conflict with available or required procurement, contracting and financing structures.
- Recommendation of a preferred option

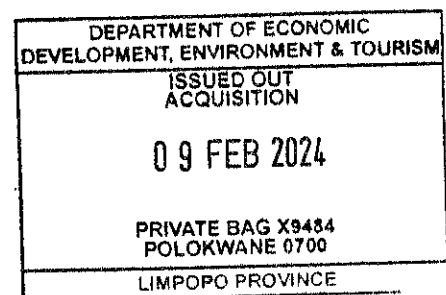
#### 9.2.4 Project due diligence

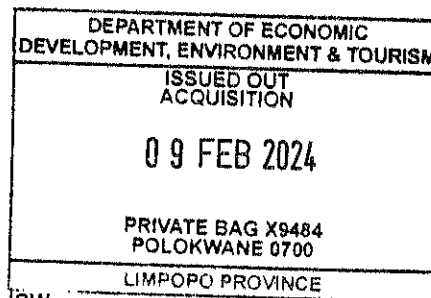
Project due diligence must include:

##### 9.2.4.1 Legal Issues

It is important that legal issues are resolved during the feasibility study phase of the PPP project cycle. The legal issues must cover the following:

- Land access/rights
- Use rights
- Land claims
- Regulatory matters
- Labour legislation
- Environmental and heritage legislation
- Necessary agreements





- Approvals required
- Key challenges to risk allocation as law
- Identify licensing, permitting and other legal risks that need to be addressed and allocated under the chosen approach.

#### 9.2.4.2 Technical Aspect

Technical aspects including:

- Field surveys of the selected project site which may include, depending on the project, mapping, topographical and geotechnical surveys.
- Consideration of zoning rights, town planning requirements and heritage matters
- Consideration of environmental conditions that will impact the technical design.
- A preliminary technical design of the facilities required to provide the project outputs. Alternative design options should also be developed to consider certain site-related uncertainties and the variation in demand projections. Based on the technology solution and preliminary design a detailed estimate of the project cost should be developed.

#### 9.2.4.3 Site enablement issues

The study must identify infrastructure barriers to investment not limited to technical and heritage matters.

#### 9.2.4.4 Socio-economic issues

Assessment of the positive and negative impact that the various options for implementing the project will have on BBBEE, SMMEs, local job opportunities, industry etc. as compared with a situation where no project is implemented.

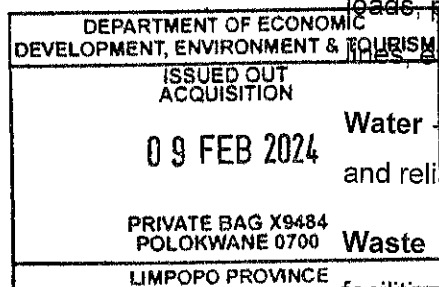
#### 9.2.4.5 Environmental issues

- Identify the necessary approvals and permits which will need to be obtained, or any other environmental issues, which will need to be resolved.
- Determine the quantifiable direct and indirect social and environmental costs and benefits.



- Identify the non-quantifiable direct and indirect social and environmental costs and benefits.
- Determine options for mitigating adverse impacts and estimating the cost of mitigations.
- High level outline of how the proposed project contributes towards reducing carbon footprint (emissions) – in terms of design, materials to be used, technology to be installed.
- Indication of whether the proposed development will have a significant impact on, or be constrained by any of the following:

**Energy supply** - the demand for power and its effect on peak and base loads, planned provision of power in the area, the need for new transmission lines, etc.,



**Water** - (water rights, wasteful or excessive water requirements, adequacy and reliability of water supply, etc.),

**Waste management** - (efficiency and capacity of waste management facilities, risk associated with waste transport, etc.),

**Transport networks** - generation of more private and public traffic.

- Site identification, suitability, and environmental parameters on each receiving environment.
- Environmental and Social Impact Assessment scoping should an EIA be necessary including Heritage assessment.
- The feasibility studies should also take account of the impact of the project on climate change, explore usage of Innovative Building Technologies/CSIR standards and ensure that accessibility for people with physical disabilities is fully taken care of.

- Provide information regarding health and safety and other environmental/standards that will inform the final output specifications to be included in tender documents.
- Ensure all necessary approvals and permissions are obtained for PPP processes before commencement of tender process, to allow the Department to sign the tender documents and the PPP Agreement.

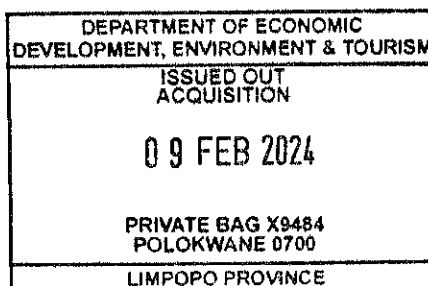
#### 9.2.4.6 Human Resource due diligence

The Human Resource due diligence must give a legal advice in respect of all existing staff who may be affected by commercialisation process.

#### 9.2.4.7 Market testing

Detailed evaluation of the market landscape for the different reserves options including the following:

- Detailed specification of each reserve market landscape, including, a description of the industry, estimates of market size, breakdown of market players and their respective market share (per market segment) –in the targeted areas in various reserves.
- Detailed comparison of the service offerings compared to competitors (i.e. including providers of similar accommodation and/or tourism facilities).
- Assessment of the strengths, weakness, opportunities, and threats of the offerings vis-à-vis that of competitors and an assessment of the offering's competitive advantage.
- Assessment of the demand for the chosen options in selected reserves, achievability of the expected occupancy levels, and the affordability and competitiveness of the proposed fees to be charged for the development option, in the targeted area.



#### 9.2.4.8 Value Assessment

Value assessment is central in deciding the financial feasibility of a PPP; therefore, it must include the following:

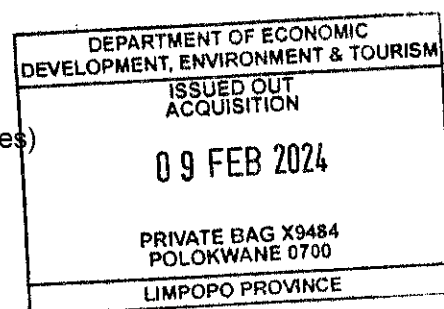
##### PPP reference:

- Technical definition of project
- Discussion on costs (direct and indirect) and assumptions made on cost estimates
- Discussion on revenue (if relevant) and assumptions made on revenue estimates
- Discussion on proposed PPP type
- Proposed PPP project structure and sources of funding
- Payment mechanism
- Discussion on all model assumptions made in the construction of the model, including inflation rate, discount rate, depreciation, tax and VAT
- Summary of results from the PPP-reference model: NPV

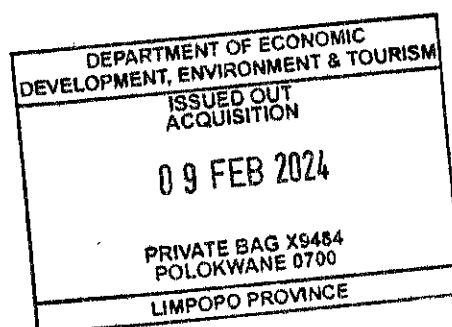
##### Risk Assessment:

An independent risk assessment should be conducted regarding the PPP reference model. The risk assessment should be undertaken by the TA and all material risks must be identified, evaluated, and consequently allocated to either the investor or the Department. The various risk identified should be presented in a comprehensive risk matrix to allow for the tracking of risk allocation. The following are some of the risks that need to be considered:

- Availability risk
- Market Risk (i.e., demand, cost of alternate sources)
- Planning risk
- Counterparty risk (especially payment risks)



- Completion risk
- Operation Risk
- Price and tariff risk
- Political risk
- Legal risks
- Fiscal/macroeconomic risks
- Regulatory risk
- Environmental risks
- Insolvency risk
- Force Majeure risks etc.



Compile a summary of the Department's retained and transferable risks. The NPV of all retained risks to be added into the PPP reference model.

The report should contain recommendations on the mitigation mechanisms for each of the identified risks to be implemented by the party identified to bear that risk. In doing so, assessment and applicability and economy of various risk mitigation mechanisms should be carried out, including but not limited to:

- private mechanisms such as commercial insurance
- specific developed country mechanisms such as export credit insurance and investment insurance available from national agencies (e.g. Overseas Private Investment Corporation OPIC)
- risk mitigation and insurance mechanisms from IFIs, including partial risk and partial credit guarantee mechanisms.
- the risk mitigation instruments available; and
- any special mechanisms that have been developed/deployed in a high-risk context and their applicability and adaptation for the current context.

The feasibility study report should indicate project affordability over the full period of the envisaged concession period, demonstrate value for money (VFM) through appropriate risk transfer by means of comparison with a reference financial model that is risk adjusted, and sets out a clear process to obtain the best value.

#### 9.2.4.9 Risk – adjusted PPP reference

Risk adjusted PPP reference that includes:

- Summary of results: NPV, key indicators
- Sensitivity analyses
- Statement of affordability
- Statement of value for money; and
- Recommended procurement choice.



#### 9.2.4.10 Information verification

Attach summary of documents as Annexures to verify information that is the baseline for the feasibility study report.

#### 9.2.4.11 Economic Valuation

The Economic valuation of the project must include the following:

- Introduction and evaluation approach
- Assumptions
- Valuation results
- Macroeconomic Impact - This should analyse the: revenues that would accrue to the Department through value added taxes; other taxes and levies as contributions to specific funds (e.g Social Fund); corporate taxes; municipal taxes; customs duties and excise levies on equipment and services imported/ purchased; guarantee/on-lending margins charged by Department; impact on Departments overall debt and debt service position; and employment generation, regional development, betterment of people directly affected etc.

#### 9.2.4.12 Market Analysis

Economic aspects of the target markets: demand projections for the length of the project period (minimum [20] years); alternative options to meet the projected demand; the competitiveness of the Project vis-à-vis [COUNTRY]'s marginal cost of generation; the share of the Project in meeting the power capacity demand, and share of the Project in meeting energy demand.

#### 9.2.4.13 Project Level Analysis

Project cost benefit analysis, including NPV, FIRR and EIRR.

### 9.3 PRESENTATION OF FEASIBILITY STUDY

The feasibility study, comprising all of the above deliverables, must be compiled in a single report in Word format (with relevant annexures), and delivered as both electronic and hard copy documents. All financial models must be in Excel format, and must clearly set out all assumptions made, sensitivity analyses carried out, and model outputs. The financial models must be sufficiently adaptable for use by others at later stages. The feasibility study must be presented with a thorough executive summary and must be accompanied by a PowerPoint presentation that encapsulates all the key features of the study. The executive summary and PowerPoint presentation must be compiled in such a manner that they can be used by the Department's management for decision-making purposes.

### 9.4 SUBMISSION REQUIREMENTS FOR THE FEASIBILITY STUDY REPORT

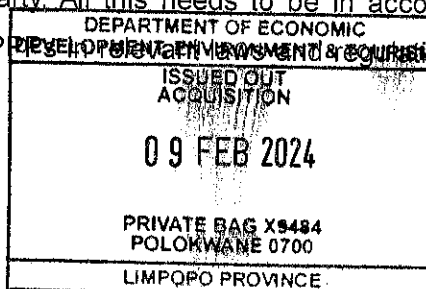
The feasibility study must be of a standard that will be accepted by relevant authorities for the purposes of the Department obtaining approval. The TA is therefore advised to be fully familiar with the requirements of the relevant authorities.

## 10. SECTION B: PHASE 2 – PPP PROCUREMENT

If the recommendations of the feasibility study include a PPP solution and the Department deems it necessary, the TA will provide the technical, commercial, legal, environmental, financial, etc. for the procurement of the private partner. This must follow all elements of PPP Tourism Toolkit and all implementing regulations.

### 10.1 DELIVERABLES

The TA is required to work with the Department to manage the procurement process for securing contracts with a private party. All this needs to be in accordance with the systems and standards set out for PPP procurement in the Department's regulations. The TA will then have to deliver the following:



### 10.1.1 Approval and administration of the bidding process

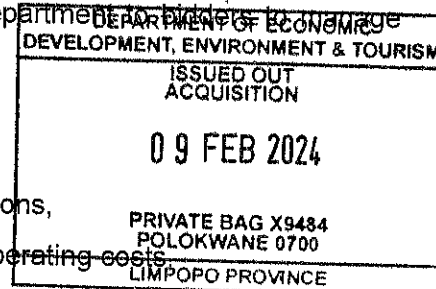
The TA must prepare a complete set of procurement documents, complying with public sector procurement law, policies, and guidelines, and in accordance with the tendering systems of the Department. The documentation must be consistent with the results of the feasibility study and enable the Department to obtain relevant approvals.

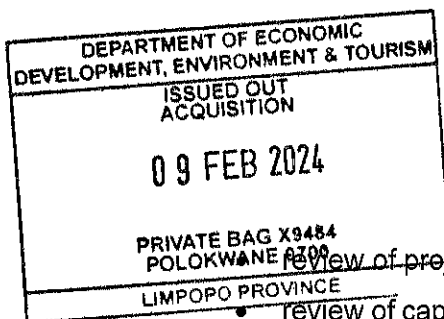
The TA must also give the Department all the necessary drafts, bidder communication and administrative support necessary for the entire procurement process to be conducted in accordance with law and policy, and to the highest standards of efficiency, quality, and integrity.

#### 10.1.1.1 Detailed procurement plan

The transaction adviser will design a complete procurement plan and process based on applicable procurement requirements, including:

- i) Advice on mechanisms to maximize competition while avoiding unrealistic bids and project vulnerability from overly aggressive bidding.
- ii) Reviewing information to be provided by the Department to bidders to minimize liabilities.
- iii) Technical review, including:
  - review of general functional/technical solutions,
  - assessment of the estimated capital and operating costs,
  - review the proposals and compare them with current best practice, highlighting areas where the proposed solutions will increase risk (and therefore price) and making suggestions for changes in current proposals.
  - Capacity of the site, and appropriateness for the technology and performance required of the Project,
  - weather conditions, status of land availability, status of permissions and permits, traffic, etc.
  - construction management constraints etc.
  - service levels and operating costs
  - preparation of all alignment drawings and specifications (to the extent not provided in the feasibility study)





- review of project data, including ground conditions and geotechnics.
  - review of capital cost estimates from feasibility study, benchmarking against our turn costs /published cost estimate data on other projects.
  - review of operability of scheme in relation to technical specification, infrastructure, off-take demand and required levels of output, availability, and safety.
  - commentary on integration with - and linkages to network environmental impact assessments and proposed mitigation measures.
- iv) Designing pre-qualification and bidding procedures.
- v) Designing key aspects of the tender procedure, for example deciding whether and to what extent to accept variant and non-conforming bids, how many bidders must bid before the process is valid, what rules to set in relation to the assessment of bids (scoring regimes, timing of bids and rejecting of excessively low bids) and how to maximize competition without sacrificing quality of bids.
- vi) Outlining tender documentation.
- vii) Outlining the PPP Agreement (including all annexures) that implements the chosen PPP approach:
- applying the risk matrix developed during the feasibility study, but updated to address all project issues and market context.
  - developing and implementing a detailed financial model and developing the contract to fit the requirements of the model.
  - explaining to the Department whether and to what extent certain provisions could be amended without disturbing the key risk allocation goals of the Department.
- viii) All advice should be compliant with applicable laws and consider any constraints or opportunities associated with them.
- ix) A two (2) days 'workshop' with the Department and the Project Team to discuss policy decisions and risk transfer issues, followed by one (1) furthermore extensive 'workshop' to agree on final project design.



#### 10.1.1.2 Bid evaluation criteria and bid process design.

The TA must, in accordance with the PPP tourism toolkit:

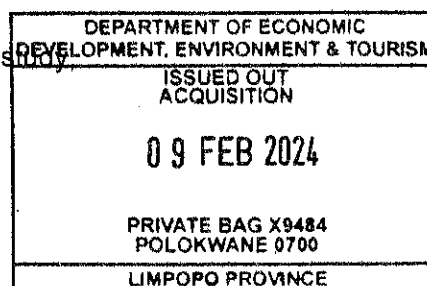
- set up a bid evaluation system and criteria.
- design a suitable bid process that will ensure comparable bids.
- devise effective systems for communicating with bidders; and
- inspire market confidence.

If appropriate, a system that allows for variant bids may be designed.

#### 10.1.1.3 Request for proposals (RFP)

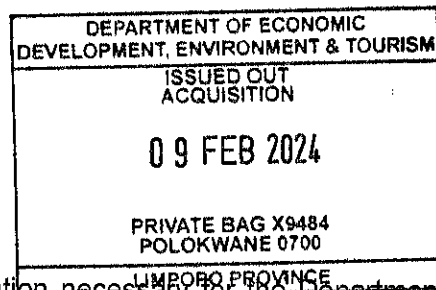
The TA must prepare a RFP document in accordance with best industry practice, PPP tourism toolkit and applicable laws and regulations, consistent with the results of the feasibility study. The RFP must concisely set out:

- the output specifications per project per nature reserve;
- requirements for compliant bids;
- a risk profile as established in the feasibility study;
- the payment mechanism;
- the bid processes;
- evaluation criteria; and
- bidder communication systems.



#### 10.1.1.4 A draft PPP Agreement

The TA must prepare a draft PPP Agreement, in close liaison with the Department Project Team, PPP tourism toolkit implementing the risk allocation regime and using best practice to maximize competition and keep pricing low, while protecting the Department's interests with a view to project implementation and manageability over the term of the project. The Agreement will include necessary annexures and subsidiary documents not limited to performance specification, project scope, client's requirements, technical specification, Project performance monitoring regime, code of construction practice, and requirements for network integration.



#### 10.1.1.5 Department Approval(s)

The TA must compile all the documentation necessary for the Department to obtain necessary approvals to enable the procurement process to begin.

#### 10.1.1.6 Administration of the bidding process

The TA is to provide administrative support to the Department for the efficient and professional management of the bidding process and any other related support as deemed necessary. This includes managing a data room and other dissemination of project data to bidders, facilitating structured engagement between the Department and bidders, helping the Department communicate effectively with bidders, including responding to bidder queries, managing bidder conferences, and responding to communications with bidders to manage Department liabilities, and receiving bids.

### 10.1.2 EVALUATION OF BIDS, DEMONSTRATING VALUE FOR MONEY [WHERE POSSIBLE UNDER PROCUREMENT RULES]

#### 10.1.2.1 Evaluation of bids

- Only authorized members of the project team, helped by the TA, must evaluate bids.
- A best and final offer (BAFO) process may be required. When costing this phase of work, the TA must allow for the possibility of administering BAFO processes. If there is no BAFO process, the TA's remuneration will be adjusted accordingly.
- If the BEC cannot make a decision between bidders because of serious deficiencies in bids the institution may choose to approach bidders with a request for BAFO.

#### 10.1.2.2 The value-for-money report and approval

Value for money must be demonstrated by comparing the net present value (NPV) of the bids received with the NPV of the PPP for commercialisation of the reserve, with a suitable adjustment for risk assumed.

The results of the bidding and evaluation of bids must be presented in a single value-for-money report (with relevant annexures) that demonstrates clearly how value for money will be achieved with the preferred bidder. The report must clearly indicate the preferred and second-ranked bidders and provide motivations.

The value-for-money report must be in a suitable format and of a suitable standard for the Department to get necessary approvals.

### 10.1.3 PPP AGREEMENT NEGOTIATIONS AND AGREEMENT MANAGEMENT PLAN

10.1.3.1 The TA must assist the Department in final negotiations with the preferred bidder. This will involve:

- preparing suitable negotiations teams;
- categorizing issues appropriately, developing timelines for completion;
- planning negotiation tactics;
- reviewing proposed sub-agreements;
- advising on proposed changes to the agreed form of sub-agreements;
- reviewing of preferred bidder satisfaction of the condition's precedent to the PPP Agreement, often including the validity of licenses and permissions obtained by the preferred bidder, formation of corporate vehicles in the form required, financial close of the project financing, and implementation of the commercial requirements for performance of the project;
- relationship with second and third place bidders, including managing bid bonds and on-going discussions to prepare for the eventual withdrawal of the preferred bidder;
- processes for reaching agreement;
- the above will normally involve a second set of negotiations with the lenders arguing similar points as those raised by the preferred bidder during the tender process and new issues often focused on financial covenants and protections. This may involve extended discussions of Department financial participation to protect the lenders from specific risks. The legal service providers should be involved in these discussions;
- review and negotiation of the financial documentation which will often have a direct effect on the rights and obligations of the Department;
- legal opinion that transaction is binding on its terms;
- legal opinion on security and financial management structure, and
- legal opinion on revenue structure and current regulatory mechanism.



Terms of Reference – Transaction Advisory Services for implementation of tourism PPP projects

10.1.3.2 The TA must ensure that all agreements reached are incorporated into the financial, commercial, and legal documentation, and must assist with drafting the necessary and related correspondence.

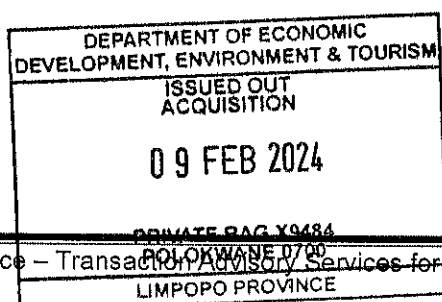
10.1.3.3 The final terms of the agreement, each as negotiated with the preferred bidder, must be submitted by the Department, along with the PPP agreement management plan for the project approval. The TA is responsible for compiling the necessary submissions for the Department to obtain this approval, including a comprehensive legal due diligence of the accounting officer/authority has been completed. This will relate to legal compliance, competence, and capacity to enter into the PPP agreement.

#### 10.1.4 PPP AGREEMENT SIGNATURE, CLOSE-OUT REPORT AND CASE STUDY, AND FINANCIAL CLOSURE

10.1.4.1 The TA must help the Department with all functions related to signing the final Agreement through to financial close. The TA must also compile a comprehensive close-out report and case study and must incorporate any additional factors that may be required by the Department. The close-out report will be a confidential document of the Department. The case study will become a public document, made available on various government websites.

10.1.4.2 The TA must, in close liaison with the Department, draft a comprehensive PPP management plan for the Department, in accordance with the provisions of the PPP Agreement, to help the Department in the management of the Project and its risks, rights and obligations after financial close. The management plan will be delivered no later than 20 days before financial close. This will be followed by a 5 day 'workshop' with Department project team to discuss project implementation and management of Department rights and obligations over the term of the Project, followed by 1 further 'workshop' as follow-up.

10.1.4.3 Financial closure report signifies that all the procurement deliverables have been successfully completed, and that the TA's work is finished, if applicable.



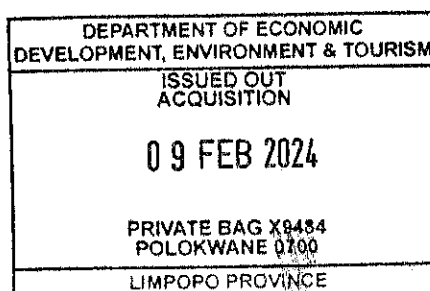
## 11. SECTION C: TA SKILL, EXPERIENCE, REMUNERATION AND MANAGEMENT BY DEPARTMENT

### 11.1 NECESSARY TA SKILLS AND EXPERIENCE

11.1.1 The TA will comprise a team, managed by a single lead advisor, the members of which have both the skills and experience necessary to undertake the range of tasks set out in this Terms of Reference. Everyone on the team must be personally available to do the work as and when required to do so. The lead advisor will be held accountable, in terms of the agreement, for ensuring project deliverables, and the professional conduct and integrity of the team.

11.1.2 The skills and experience required in the TA team are as follows:

- The skills and experience required in the TA team are as follows:
- Financial analysis, with relevant PPP, tourism and project finance experience or other demonstrable relevant experience;
- PPP procurement and structuring or other demonstrable relevant experience;
- Procurement Planning and management;
- Legal with relevant experience in drafting and negotiating PPP agreements;
- Bulk infrastructure expertise e.g. planning, design, applicable technologies;
- Environmental analysis expertise;
- General legal drafting of commercial agreements;
- Project planning management;
- Facilities management;
- Expertise and experience in the design of environmentally friendly and energy efficient facilities;
- Expertise and experience in environmental impact assessments and planning
- Tourism development (i.e., skills in the development and implementation of strategies and plans to develop and enhance tourism destinations, with a strong focus on responsible tourism);
- Contract negotiations;
- Contract management and
- Project management.



- 11.1.3 All members of the TA team must provide proof of professional registration where required.

## 11.2 REMUNERATION SCHEDULE AND DISBURSEMENT ARRANGEMENTS

The following remuneration schedule is set for each part of the agreement. Bidders should adhere to these in their proposals. Deliverables completed per the remuneration schedule will be approved by the project officer to whom the TA will report, after which invoices may be submitted for payment as per the remuneration schedule.

### 11.2.1 Remuneration schedule

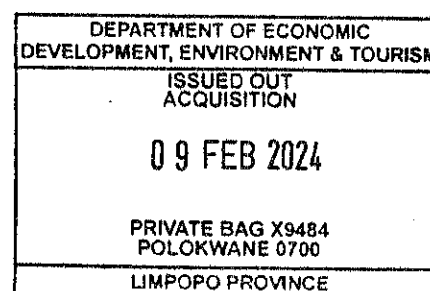
The remuneration schedule presented below is subject to review based on the finally approved work plan to be developed by the TA.

#### Phase 1:

- (a) 5% of the Phase 1 fee for data collect and synthesis towards finalisation of baseline information
- (b) 50% of the Phase 1 fee for the options analysis reports and generation of the outputs specifications and acceptance of the options analysis;
- (c) 45% of the Phase 1 fee payable upon completion of the feasibility study report and approval by the Project Committee.

#### Phase 2:

- (a) 25% on conclusion of the RFP process;
- (b) 25% on concluding the preferred bidder process;
- (c) 30% on obtaining financial close; and
- (d) 20% on acceptance of the Close Out Report by the Department.



### 11.2.2 Disbursement Arrangements

The Department will pay within 30 days of receiving the approved invoice. Remuneration of the TA will be payable in South African Rands, on a fixed price for each of Phases 1 and 2. Costing should take account of the possibility of procurement taking place only at certain sites and not all, hence, remuneration schedule is proposed for each Part of the agreement.

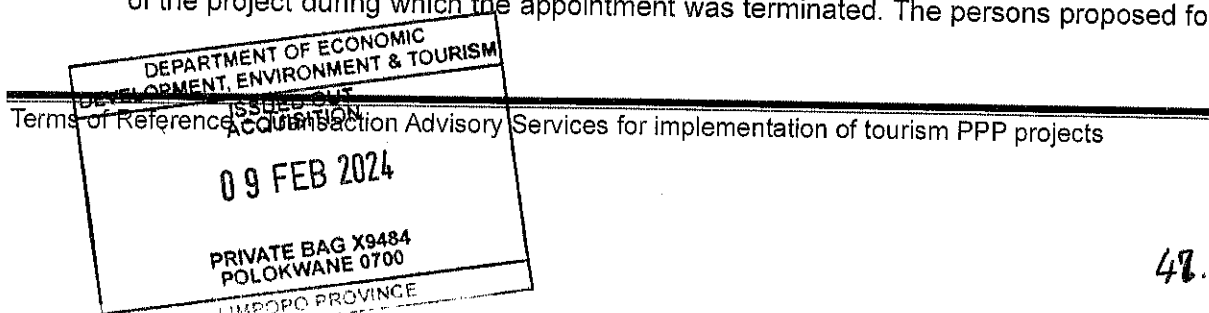
### 11.3 MANAGEMENT OF THE TA

- 11.3.1 The TA will be appointed by the Department and will report directly to the Project Officer. A project officer has been appointed by the Department to take full responsibility for managing the TA's work and for ensuring delivery on the project.
- 11.3.2 The project officer has established a project team to engage regularly with the TA for efficiently completing the various delivery items. The project team will meet at least monthly and the TA will report progress at these meetings, as instructed by the project officer.
- 11.3.3 The project officer will confirm that the TA has satisfactorily completed each deliverable before invoices can be submitted to the Department for payment.
- 11.3.4 Within 20 working days of the signing of the agreement, the TA shall submit an Inception Report giving a detailed work plan and assignments for each individual in the team.
- 11.3.5 The TA shall submit Interim Reports each two weeks describing progress of work, updated work schedule, and any key constraints encountered by the TA in the performance of the activities.

## 12. SECTION D: RULES OF BIDDING, BID SUBMISSION REQUIREMENTS AND BID EVALUATION

### 12.1 RULES FOR BIDDING

- 12.1.1 The TA must be a legal entity and where other necessary expertise are obtained via sub-contracts, such applicable agreements must be attached.
- 12.1.2 The Department will enter into an agreement with the appointed TA for the work set out in these Terms of Reference.
- 12.1.3 The Department reserves the right to terminate this appointment or temporarily defer the work, or any part thereof, should it deem necessary. Should the agreement between the Department and the TA be terminated by either party due to reasons not attributable to the TA, the TA will be remunerated for the appropriate portion of work completed up to a maximum amount of not more than the total fee bid by the TA for the appropriate phase of the project during which the appointment was terminated. The persons proposed for



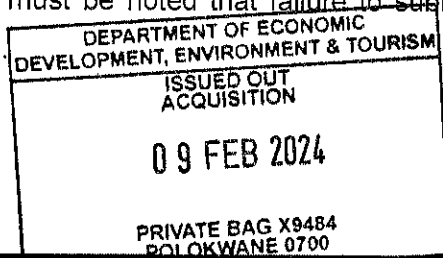
professional work on the project shall remain on the project unless permission is granted by the Department to change the proposal. Such permission will only be granted in exceptional circumstances.

- 12.1.4 No material or information derived from the provision of the services under the agreement may be used for any purposes except where authorised in writing to do so.
- 12.1.5 Copyright of all documents and electronic aids, software programmes prepared or developed in terms of this appointment shall vest in the Department.
- 12.1.6 Any proposal submitted by a consortium or joint venture of two or more firms must be accompanied by the consortium formation document or joint venture agreement, as applicable, authenticated by a Notary Public, which sets forth the precise responsibilities of each of the parties thereto. Consortia and joint venture members should be advised that each member would be held jointly and severally liable for the performance of the consortium or joint venture.
- 12.1.7 The Department is not bound to accept any of the proposals submitted and reserves the right to negotiate price with the preferred bidder.
- 12.1.8 The TA and its affiliates are prohibited from providing works and services to any bidding consortium or members of such a consortium and/or the private party to the agreement, or to any eventual project that may result, directly or indirectly from these services.

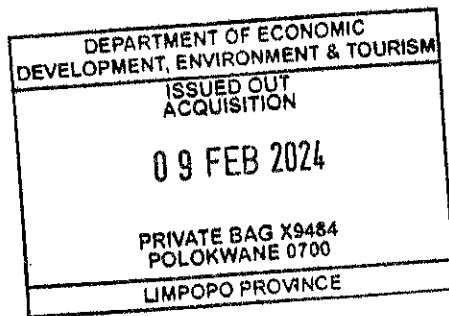
## 12.2 CONTENT OF BID SUBMISSION

- 12.2.1 Bids and all related correspondence and documents must be in English.
- 12.2.2 The bid submission from each Bidder must contain all the information necessary for the Department to evaluate the pre-qualification, functionality and financial capabilities of the bidder.
- 12.2.3 Bidders are required to submit two sealed envelopes in accordance with the direction below:

**Disclaimer:** It must be noted that failure to submit two separate envelopes will lead to bid disqualification.





**ENVELOPE 1**

12.2.3.1 Envelope no.1 shall be clearly marked "Technical Proposal " on the outside and shall contain all the original non-financial aspects of the submission ("Technical Proposal")

***Please note that Inclusion of financial information in a technical proposal envelope will lead to automatic disqualification of the bid.***

12.2.3.1.1 The contents of the Technical Proposal shall consist of:

- a) **Covering letter signed by the duly authorised (the lead advisor), including but not limited to:**
  - Accepting the Rules of Tendering, Evaluation of Tenders, and Tender Evaluation Criteria set out in the Terms of Reference
  - Information on the Lead TA firm and all firms to be subcontracted to it for this assignment, or all firms participating in a joint venture for purposes of this bid
  - Providing full contact details for the lead TA;
  - Attaching registration certificates for the Lead TA Firm and all firms to be subcontracted to it for this assignment, or all firms participating in a partnership, i.e. a consortium or joint venture for purposes of this bid
  - Consortium or Joint Venture Agreements of the TA team
- b) **Information on and motivation for the Lead TA, attaching his or her curriculum vitae, and setting out his or her personal, and his or her firm's:**
  - suitability for this assignment;
  - relevant skills and experience: For each relevant experience cited, outline the precise role the lead TA played, the role of the firm, contract duration, contract outcomes, and contract value; and
  - availability to perform the work. This must be substantiated by listing the lead TA's other known professional commitments for the duration of the contract;
- c) **Project comprehension and project management plan, setting out:**
  - The TA understands of the TOR, and any proposals for amendments to the TOR that would enhance desired outcomes;
  - How the TA proposes to manage the set of deliverables outlined in the TOR;

- A proposed outline work plan with timetable for delivery;
- The suitability of each person in the team for the proposed roles in terms of their relevant skills and experience cross referenced to each deliverable in the Terms of Reference;
- The availability of each person to perform the work;
- How the TA team members will be supervised;
- How reporting to the Project Officer will take place, and
- Any innovative ideas for how the whole assignment can best achieve its objectives.

**d) Names of all proposed team members, setting out:**

- the professional role that each person will play in the assignment. This must be cross-referenced to each deliverable and to each specified technical evaluation element set out in the technical scorecard;
- the suitability of each person for the proposed roles in terms of his or her relevant skills and experience;
- the availability to perform the work;
- CV of each person highlighting responsibilities held for experience relevant to this assignment in the last five years; and
- All entries on resumes must clearly indicate the start and end dates of relevant project involvement.

Please note that the CV's submitted in the proposal should be of the people who will work on the contract. If a substitution needs to be made, the qualification of the individual needs to be equivalent or better than the predecessor. This substitution needs to be submitted to the Department for approval before he/she commences with work on this contract.

**e) The Project team structure must indicate individuals and their respective roles in the project per stream i.e.:**

- Lead Advisor – the individual from the Lead TA, who will be responsible for leading the team and co-ordinating work of the three streams. All deliverables to the client must be signed off by the Lead Advisor;
- Stream leads – Leaders of each stream;

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- Key support staff – These are the resources that possess key skills required in each stream; whose CVs must be submitted for evaluation purposes (maximum of three CVs for Finance and Legal Streams); and for technical (tourism and conservation) the number of key support staff will depend on the technical disciplines identified by the bidder.

***Information for each project team member must be packaged in the following sequence (i.e. CV, Qualifications and ID copy).***

- Certified copies not older than six (6) months of educational qualifications, SAQA accreditation/registration certificates where applicable and identity documents are required for each CV submitted. International qualifications must be accompanied by SAQA accreditation.
- The identified key support project team members to all streams must be limited to three (3) for evaluation purposes. You are required to indicate the three (3) support team members that should be considered for evaluation. If the bidder submits more than three (3) CVs and/or fail to indicate CVs that should be considered for evaluation; the Bid Evaluation Committee will evaluate the first three CVs of support members in the document.
- Key support team members for the technical stream should comprise only of one individual for each of the technical disciplines identified by the bidder (e.g. Tourism Development, Project planning and management, Facilities Management, environmental management, etc.)

**NB: All the SBD forms must be fully completed and signed by the duly authorised person, however, exclude SBD 3.3 that will be submitted in envelope 2.**



## ENVELOPE 2

12.2.3.2 **Envelope no. 2** shall be clearly marked "Financial Proposal" on the outside and will only be opened and evaluated if the minimum threshold for functionality is met.

12.2.3.2.1 The content of the envelope shall consist of the:

- a) SBD 3.3 including the Price offer,
- b) Proposed remuneration for professional fees:
  - A remuneration schedule in the remuneration format outlined in 11.2 above giving professional cost per deliverable item and total for each part as indicated.
  - VAT must be specified as a separate total for each of the feasibility study deliverables. While VAT will be paid pro rata for each delivery item in each part of the assignment, it should be indicated as a total sum per part for purposes of this submission.
  - A marked-up version of the draft TA contract (attached here as Annexure 3), including the proposed remuneration set out in a draft proposed payments schedule to the contract.

12.2.4 All information provided in the bid must be valid for **180** business days from the bid date.

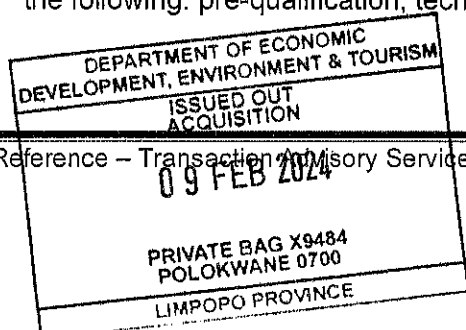
***NB: inclusion of technical information in a financial proposal envelope will lead to automatic disqualification of the bid.***

## 12.3 COMPULSORY BRIEFING SESSION

The Department will arrange a compulsory briefing session on the TOR, on the date and time stipulated in the advert, of which potential TAs are encouraged to attend. No party attending the briefing session is however, bound to submit a proposal.

## 12.4 BID EVALUATION SELECTION AND CRITERIA

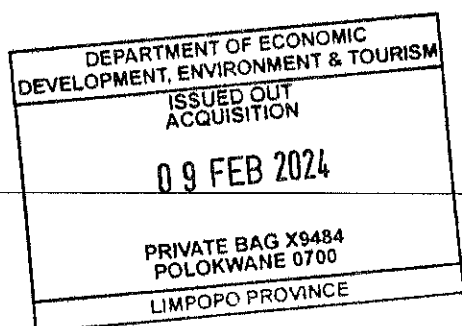
The Department has set out the minimum standards that all the bidders need to meet in order to be evaluated and selected as the TA. The minimum standards consisted of the following: pre-qualification, technical, price and specific goals.

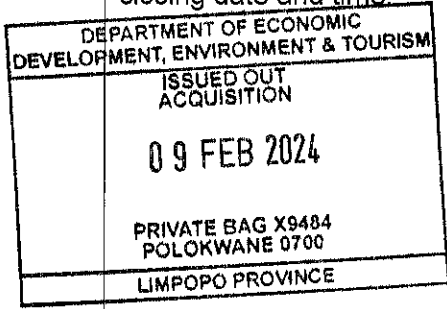


### 12.4.1 Pre-qualification criteria

The Bidders' response will be evaluated based on pre-check compliance in the table below. The bidder(s) proposal shall be disqualified for non-submission of any of the documents. All documents must be completed and signed by the duly authorised representative of the prospective bidder(s). During this phase, no scoring will be done but only qualification or disqualification to move to the next stage of evaluation.

Criteria	Requirement	
Tax compliance status	Tax status must be compliant	
Business registration (CIPC)	Entity must be in business (i.e. active status)	
Company registration with central supplier database (CSD)	Bidders must be registered as a service provider on the Central Supplier Database (CSD). If not registered must proceed to complete the registration prior to submitting your proposal. Visit <a href="https://secure.csd.gov.za/">https://secure.csd.gov.za/</a> to obtain your vendor number.	
In the service of the state status	Bid will not be considered if shareholder or director are employed by state /government departments, municipalities, municipal entities and public entities unless such shareholder or director is in an official capacity as a director of a company listed in schedule 2 and 3 of the Public Finance Management Act.	
Tender defaulting and restriction status	Entity and directors must not be restricted	
Documents that must be submitted	Non-submission will result in disqualification	Requirement
Invitation to Bid – SBD 1	YES	Must be fully completed, signed and submitted with the bid by the closing date and time
Bidder's Disclosure – SBD 4	YES	Must be fully completed, and submitted with the bid by the closing date and time. <b>(Bidders must declare if they have interests in other Companies. Refer to Paragraph 2.3 of SBD 4)</b>  <b>NB: Failure to declare any other companies will result in disqualification</b>



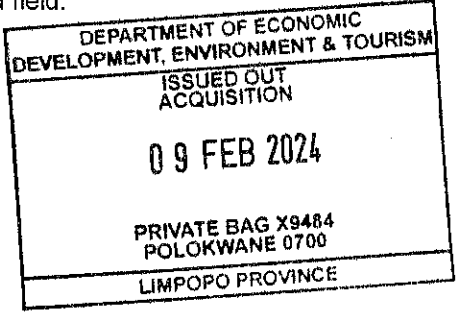
Preference Point Claim Form – SBD 6.1	NO	Must be fully completed, signed and submitted with the bid by the closing date and time. <i>(Bidders must fully complete the Table 1, paragraph 4.2 of SBD6.1 to claim preference points for specific goals)</i>
<p>If a bidder is bidding as a joint venture or sub-contracting, the following must be submitted with the proposal:</p> <ul style="list-style-type: none"> <li>• Copy of joint venture or sub-contract agreement duly signed by all parties which set the responsibilities of each joint venture member; and</li> <li>• Original tax clearance/Pin certificate</li> </ul>	Yes	<p>Must be submitted with the bid by the closing date and time.</p> 
Draft TA Contract	No	Must be submitted with the bid by the closing date and time.

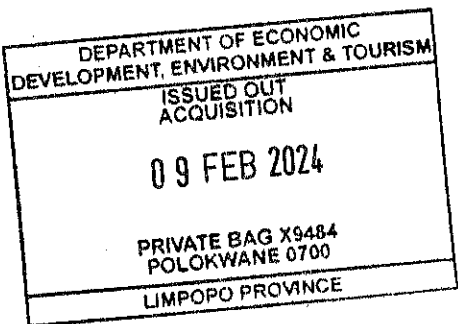
#### 12.4.2 Technical evaluation criteria

All the bidders who would have been qualified will have their technical proposals evaluated as per criteria as outlined below:

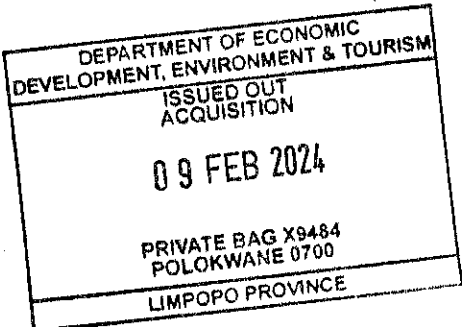
- Company track record;
- Financial Analysis and Financial Transaction Advisory;
- Technical expertise (Environment and Tourism)
- Legal expertise;
- PPP procurement, structuring, implementation, and management (mandatory);
- Project Team Structure; and
- Quality of Project Comprehension

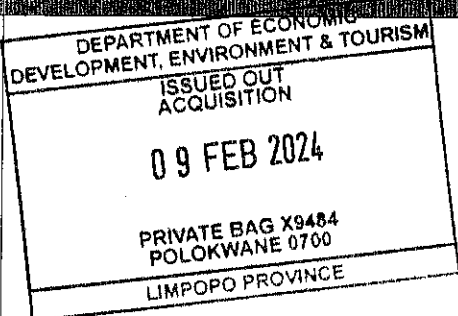
All bidders are required to respond to the technical evaluation criteria. This involves the number of years in similar work, monetary size of contract / agreements and references. The Technical Proposals received will be evaluated according to the following criteria and scoring system. The evaluation will be out of 100 points with Bidders having to achieve a minimum score of **70** points. Refer below for detailed information:

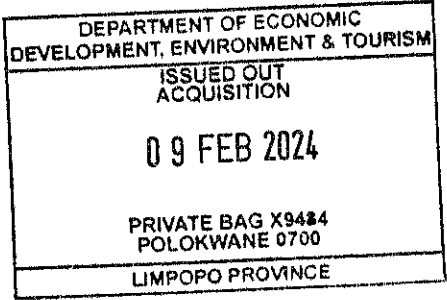
NO	CRITERIA	WEIGHT (LEVEL)	SCORING
1.	<b>COMPANY TRACK RECORD</b>	<b>5</b>	
	<p>The bidder must demonstrate experience in Transaction Advisory services.</p> <p>The bidder must provide at least six reference letters from traceable clients for whom the TA provided services, which fully meet the following requirements:</p> <ul style="list-style-type: none"> <li>Contract description of service</li> <li>Project successfully completed</li> <li>Client recommends the services of the bidder</li> <li>Contact details of the recipient of the service</li> <li>Contract value and duration</li> <li>Letters must be signed by the recipient of service</li> </ul>		<p><b>5</b> = six (6) or more reference letters that meets the requirements</p> <p><b>4</b> = five (5) reference letters that meets the requirements</p> <p><b>3</b> = four (4) reference letters that meets the requirements</p> <p><b>2</b> = three (3) reference letter that meets the requirements</p> <p><b>1</b> = two (2) reference letter that meets the requirements</p> <p><b>0</b> = One (1) or no reference letter</p>
2	<b>PROJECT LEAD ADVISOR</b>	<b>15</b>	
2.1.	<b>Qualifications</b>	<b>5</b>	
	<p>A relevant qualification in Infrastructure Planning and Development/ Finance/ Legal/ tourism management/ environmental science or management/ Project Management/ or any other related field.</p> 		<p><b>5</b> = Masters and above (NQF 9+)</p> <p><b>4</b> = Honours Degree (NQF 8)/relevant registration</p> <p><b>3</b> = Degree (NQF 7)</p> <p><b>2</b> = National Diploma (NQF 6)</p> <p><b>1</b> = Recognised formal certificate or less (NQ5 or less)</p> <p><b>0</b> = Irrelevant Qualifications or non-submission of certified copy of Qualifications and/or SAQA certificate</p>
2.2.	<b>Skills and experience</b>	<b>5</b>	
	<p>i) Demonstrable experience in leading and coordinating projects in relation to TA services involving multidisciplinary teams.</p>		<p><b>5</b> = five (5) or more projects successfully completed in the past 15 years.</p> <p><b>4</b> = four (4) or more projects successfully completed in the past 15 years.</p>

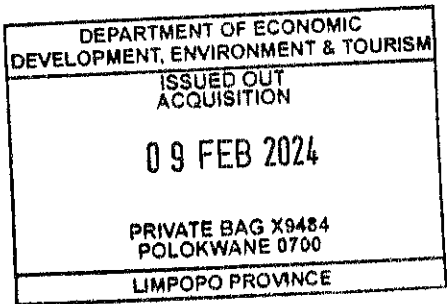
NO	CRITERIA	WEIGHT (LEVEL)	SCORING
	<p>List of relevant projects and role-played must be included in the CV, highlighting projects undertaken in the past 15 years.</p>		<p><b>3</b> = three (3) or more projects successfully in the past 15 years.</p> <p><b>2</b> = two (2) projects successfully completed in the past 15 years</p> <p><b>1</b> = one (1) project successfully completed in the past 15 years</p> <p><b>0</b> = No projects successfully completed in the past 15 years</p>
	<p>ii) Track record in leading complex infrastructure projects</p> <p>Demonstrable experience in environment and tourism development infrastructure projects.</p> <p>Provide a list of tourism development projects or similar projects where the resource played a leading role.</p> 	<b>5</b>	<p><b>5</b> = 15 years and above of experience in environment and tourism development infrastructure projects</p> <p><b>4</b> = 13-15 years of experience in environment and tourism development infrastructure projects</p> <p><b>3</b> = 9-12 years of experience in environment and tourism development infrastructure projects</p> <p><b>2</b> = 6-8 years of experience in environment and tourism development infrastructure projects</p> <p><b>1</b> = less than 6 years of experience in environment and tourism development infrastructure projects</p> <p><b>0</b> = No relevant or experience in environment and tourism development infrastructure projects</p>
<b>3.</b>	<b>FINANCIAL ADVISORY</b>	<b>20</b>	
3.1.	Financial lead	<b>7.5</b>	
3.1.1	Qualification	<b>2.5</b>	

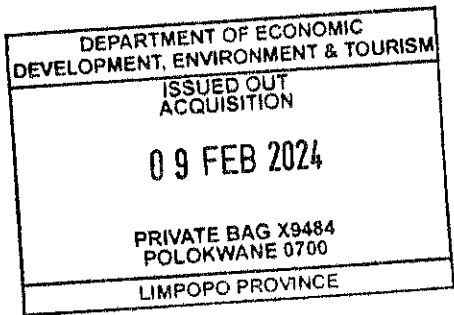


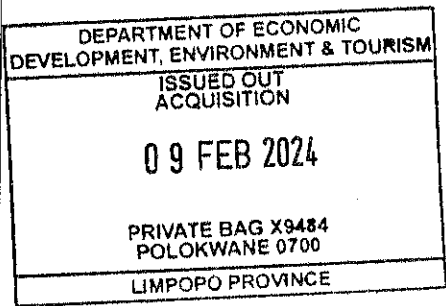
NO	CRITERIA	WEIGHT (LEVEL)	SCORING
	<p>Qualification in Financial Management, Financial Accounting or Management Accounting or equivalent – submission of certified copy of Qualifications and/or SAQA compliant</p> 		<p><b>2.5</b> = Masters/CA and above (NQF 9)</p> <p><b>2</b> = Honours Degree (NQF 8) / Applicable Registration (SAIPA, CFA, etc.)</p> <p><b>1.5</b> = Degree (NQF 7)</p> <p><b>1</b> = Diploma (NQF 6)</p> <p><b>0.5</b> = Certificate (NQF 5)</p> <p><b>0</b> = Irrelevant Qualifications or non-submission of certified copy of Qualifications and/or SAQA certificate</p>
3.1.2	<b>Skills and experience</b>	<b>5</b>	
	<p>Lead, manage the team and be accountable for the outputs of the stream.</p> <p>The Lead must demonstrate the following skills and experience in infrastructure projects:</p> <ul style="list-style-type: none"> <li>• Experience in leading a financial team in commercial projects</li> <li>• Project/corporate finance expertise</li> <li>• Financial modelling experience, with the capacity to interrogate the financial models</li> <li>• Budget analysis and affordability solutions</li> <li>• Exposure to negotiations on commercial/financial matters</li> </ul> <p>List of projects, role played and duration (<i>start and end period</i>) must be included in the CV. Highlight projects undertaken in the past 15 years.</p>		<p><b>5</b> = more than 15 years of relevant/related experience</p> <p><b>4</b> = 9-14 years of relevant/related experience</p> <p><b>3</b> = 6-8 years of relevant/related experience</p> <p><b>2</b> = 3-5 years of relevant/related experience</p> <p><b>1</b> = less than 3 years of relevant/related experience</p> <p><b>0</b> = No relevant or related experience</p>
3.2	<b>Key Support Project Team Members</b>	<b>7.5</b>	
3.2.1	<b>Qualification</b>	<b>2.5</b>	
	<p>Qualification in Financial Management, Financial Accounting or Management Accounting or equivalent – submission of certified copy of Qualifications and/or SAQA compliant</p>		<p><b>2.5</b> = Masters/CA and above (NQF 9)</p> <p><b>2</b> = Honours Degree (NQF 8) / Applicable Registration (SAIPA, CFA, etc.)</p> <p><b>1.5</b> = Degree (NQF 7)</p>

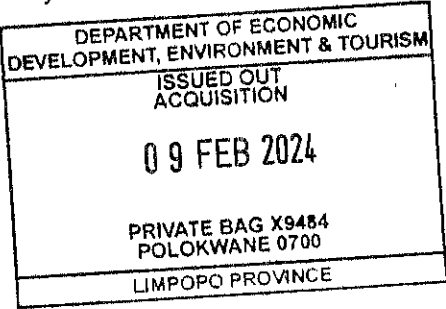
NO.	CRITERIA	WEIGHT (LEVEL)	SCORING
			<p>1 = Diploma (NQF 6)</p> <p>0.5 = Certificate (NQF 5)</p> <p>0 = Irrelevant Qualifications or non-submission of certified copy of Qualifications and/or SAQA certificate</p>
3.2.2	<p><b>Skills and experience</b></p> <p><b>The identified project team members must have the following skills and experience:</b></p> <ul style="list-style-type: none"> <li>• Project Finance modelling;</li> <li>• Structuring of project finance transactions, including PPPs and other limited or non-recourse financing;</li> <li>• Packaging funding requirements for projects;</li> <li>• Project appraisals and financial analysis, including risk identification and mitigation;</li> <li>• A verifiable track record in procurement of complex projects. Public private partnership experience preferred but not essential.</li> </ul> <p>List of projects, role played and duration (<i>start and end period</i>) must be included in the CV. Highlight projects undertaken.</p>	5	<p>5 = more than 5 years of relevant/related experience</p> <p>4 = 4 years of relevant/related experience</p> <p>3 = 3 years of relevant/related experience</p> <p>2 = 2 years of relevant/related experience</p> <p>1 = less than 3 years of relevant/related experience</p> <p>0 = No relevant or related experience</p>
3.3	<p><b>Financial Advisor firm</b></p> <p>Track record of the financial advisory firm in the procurement of projects through project finance principles.</p> <p>Demonstrable experience in project structuring, project finance, financial modelling, packaging funding requirements for projects, financial and investment analysis, risk identification and mitigation and procurement of PPP or similar projects</p> <p>Provide a list of completed/executed infrastructure projects (portfolio of projects) demonstrating the required experience. This must include:</p> <ul style="list-style-type: none"> <li>• Specific role of the firm</li> </ul>	5	<p>5 = more than 15 years of relevant/related experience plus advisory in 5 or more PPP projects</p> <p>4 = 9-14 years of relevant/related experience plus advisory in 3-4 PPP projects</p> <p>3 = 6-8 years of relevant/related experience plus advisory in 1-2 PPP projects</p>

No	CRITERIA	WEIGHT (LEVEL)	SCORING
	<ul style="list-style-type: none"> <li>• Project value</li> <li>• Stage/s in the project cycle</li> <li>• Duration (<i>start and end period</i>)</li> </ul> <p>Indicate projects undertaken by the firm in the past 15 years</p>		<p>2 = 3-5 years of relevant/related experience and no demonstrable record of advisory in PPP projects</p> <p>1 = less than 3 years of relevant/related experience and no demonstrable record of advisory in PPP projects</p> <p>0 = No relevant or related experience</p>
4	<b>TECHNICAL ADVISORY TEAM</b>	<b>25</b>	
4.1.	<b>Lead Advisor</b>	<b>10</b>	
4.1.1	<b>Qualifications</b>	<b>5</b>	
	<p>A relevant qualification in environmental science/management, tourism development/management or any other related field.</p> 		<p>5 = Masters and above (NQF 9+)</p> <p>4 = Honours Degree (NQF 8)/ relevant registration</p> <p>3 = Degree (NQF 7)</p> <p>2 = National Diploma (NQF 6)</p> <p>1 = Recognised formal certificate or less (NQ5 or less)</p> <p>0 = Irrelevant Qualifications or non-submission of certified copy of Qualifications and/or SAQA certificate</p>
4.1.2.	<b>Skills and experience</b>	<b>5</b>	
	<ul style="list-style-type: none"> <li>• Demonstrable experience in leading a multidisciplinary technical team in the execution of large infrastructure and tourism sector projects in nature reserve;</li> <li>• Technical skills required in the planning and implementation of strategies and plans to develop and enhance tourism destinations, with a strong focus on responsible ecotourism;</li> <li>• Experience in developing output specifications and procurement documents;</li> <li>• Leading negotiations on technical matters</li> </ul>		<p>5 = more than 15 years of relevant/related experience</p> <p>4 = 9-14 years of relevant/related experience</p> <p>3 = 6-8 years of relevant/related experience</p> <p>2 = 3-5 years of relevant/related experience</p> <p>1 = less than 3 years of relevant/related experience</p>

NO.	CRITERIA	WEIGHT (LEVEL)	SCORING
	List of projects, role played and duration ( <i>start and end period</i> ) must be included in the CV. Highlight projects undertaken in the past 15 years		0 = No relevant or related experience
4.2	<b>Key Support Project Team Members</b>	10	
4.2.1	<b>Qualification</b>	5	
	<p>A relevant qualification in environmental science/management, tourism development/management or any other related field.</p> 		<p>5 = Masters and above (NQF 9+)</p> <p>4 = Honours Degree (NQF 8)/relevant registration</p> <p>3 = Degree (NQF 7)</p> <p>2 = National Diploma (NQF 6)</p> <p>1 = Recognised formal certificate or less (NQ5 or less)</p> <p>0 = Irrelevant Qualifications or non-submission of certified copy of Qualifications and/or SAQA certificate</p>
4.2.2	<b>Skills and experience</b>	5	
	<p>Demonstrable experience in leading a tourism team in the execution of Feasibility Study, infrastructure projects in nature reserves or similar projects</p> <ul style="list-style-type: none"> <li>Developing the output specifications to be included in the feasibility study.</li> </ul> <p>List of projects, role played and duration (<i>start and end period</i>) must be included in the CV. Highlight projects undertaken in the past 15 years</p>		<p>5 = more than 15 years of relevant/related experience</p> <p>4 = 9-14 years of relevant/related experience</p> <p>3 = 6-8 years of relevant/related experience</p> <p>2 = 3-5 years of relevant/related experience</p> <p>1 = less than 3 years of relevant/related experience</p> <p>0 = No relevant or related experience</p>
4.3.	<b>Technical Advisory Lead Firm</b>	5	
	<p>Experience in coordinating a technical team forming part of the TA team in large tourism projects</p> <p>Experience and track record of leading and</p>		<p>5 = more than 15 years of relevant/related experience plus advisory in 5 or more PPP projects successfully completed</p>

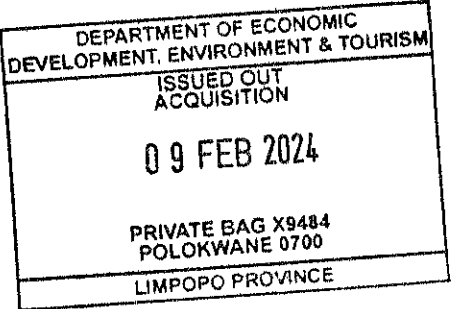
NO	CRITERIA	WEIGHT (LEVEL)	SCORING
	<p>coordinating technical stream disciplines required for tourism development infrastructure (design, construction, engineering design, quantity surveying, environmental and heritage expertise, facilities management and other applicable technical disciplines)</p> <p>Provide a list of completed/ executed tourism development projects (portfolio of projects) demonstrating experience and involvement in PPP or similar projects. This must include :</p> <ul style="list-style-type: none"> <li>• Specific role of the firm</li> <li>• Project value</li> <li>• Stage/s in the project cycle</li> <li>• Project duration (<i>start and end period</i>)</li> </ul> <p>Indicate projects undertaken by the firm in the past 15 years.</p>		<p><b>4</b> = 9-14 years of relevant/related experience plus advisory in 3-4 PPP projects successfully completed</p> <p><b>3</b> = 6-8 years of relevant/related experience plus advisory in 2-3 PPP projects successfully completed</p> <p><b>2</b> = 3-5 years of relevant/related experience plus advisory in 1-2 PPP projects successfully completed</p> <p><b>1</b> = less than 3 years of relevant/related experience plus advisory in 1 (one) PPP projects successfully completed</p> <p><b>0</b> = No relevant or related experience and no PPP project completed.</p>
<b>5</b>	<b>LEGAL ADVISORY</b>	<b>20</b>	
5.1	<b>Legal lead advisory</b>	<b>7.5</b>	
5.1.1	<b>Qualification</b>	<b>2.5</b>	
	<p>A Law Degree or any relevant legal qualification</p> <p>A relevant qualification in Law or any other related Law/Legal field.</p> 		<p><b>2.5</b> = LLM or above (NQF 9)</p> <p><b>2</b> = Post graduate - LLB (NQF 8)</p> <p><b>1.5</b> = Degree - LLB plus admission (NQF 7)</p> <p><b>1</b> = Legal Degree (NQF 7)</p> <p><b>0.5</b> = Relevant Legal Diploma or less (NQF 6)</p> <p><b>0</b> = Irrelevant Qualifications or non-submission of certified copy of Qualifications and/or SAQA certificate</p>

NO	CRITERIA	WEIGHT (LEVEL)	SCORING
5.1.2	<b>Skills and experience</b>	<b>5</b>	
	<ul style="list-style-type: none"> <li>Lead, manage the team and be accountable for the outputs of the legal stream.</li> <li>Performs legal Quality Assurance/Quality Control on all bid documents and reports</li> <li>Manage the development of procurement documents, the draft PPP Agreement and associated Agreements</li> <li>Leads negotiations on the legal aspects of the transaction</li> </ul> <p>List of projects, role played and duration (<i>start and end period</i>) must be included in the CV. Highlight projects undertaken in the past 15 years.</p>		<p><b>5</b> = more than 15 years of relevant/related experience</p> <p><b>4</b> = 9-14 years of relevant/related experience</p> <p><b>3</b> = 6-8 years of relevant/related experience</p> <p><b>2</b> = 3-5 years of relevant/related experience</p> <p><b>1</b> = less than 3 years of relevant/related experience</p> <p><b>0</b> = No relevant or related experience</p>
5.2	<b>Key Support Project Team Members</b>	<b>7.5</b>	
5.2.1	<b>Qualification</b>	<b>2.5</b>	
	<p>Legal Degree or any relevant legal qualification</p> 		<p><b>2.5</b> = LLM or above (NQF 9)</p> <p><b>2</b> = Post graduate - LLB (NQF 8)</p> <p><b>1.5</b> = Degree - LLB plus admission (NQF 7)</p> <p><b>1</b> = Legal Degree (NQF 7)</p> <p><b>0.5</b> = Relevant Legal Diploma or less (NQF 6)</p> <p><b>0</b> = Irrelevant Qualifications or non-submission of certified copy of Qualifications and/or SAQA certificate</p>
5.2.2	<b>Skills and experience</b>	<b>5</b>	
	Experience in providing legal advisory services in the planning and execution of projects funded through project finance or similar.		<p><b>5</b> = more than 15 years of relevant/related experience</p> <p><b>4</b> = 9-14 years of relevant/related experience</p>

NO	CRITERIA	WEIGHT (RELEVANT)	SCORING
	<p>Project due diligence, legal drafting particularly in large public or private sector or commercial transactions and contract negotiations.</p> <ul style="list-style-type: none"> <li>Tax and insurance law Experience will be an advantage.</li> </ul> <p>List of projects, role played and duration (<i>start and end period</i>) must be included in the CV. Highlight projects undertaken in the past 15 years</p>		<p>3 = 6-8 years of relevant/related experience</p> <p>2 = 3-5 years of relevant/related experience</p> <p>1 = less than 3 years of relevant/related experience</p> <p>0 = No relevant or related experience</p>
5.3.	<b>Legal advisory firm</b>	<b>5</b>	
	<p>A track record of providing advisory services in drafting and negotiating commercial agreements between government and the private sector or a mix of Design, Build, Finance, Operate (DBFO) projects.</p> <p>Provide a list of completed/executed high-density mixed-use projects (portfolio of projects) demonstrating the required experience. This must include :</p> <ul style="list-style-type: none"> <li>Specific role of the firm</li> <li>Project value</li> <li>Stage/s in the project cycle</li> <li>Project duration(<i>start and end</i>)</li> </ul> <p>Indicate projects undertaken by the firm in the past 15 years.</p> 		<p>5 = more than 15 years of relevant/related experience plus advisory in 5 or more PPP projects successfully completed</p> <p>4 = 9-14 years of relevant/related experience plus advisory in 3-4 PPP projects successfully completed</p> <p>3 = 6-8 years of relevant/related experience plus advisory in 2-3 PPP projects successfully completed</p> <p>2 = 3-5 years of relevant/related experience plus advisory in 1-2 PPP projects successfully completed</p> <p>1 = less than 3 years of relevant/related experience plus advisory in 1 (one) PPP projects successfully completed</p> <p>0 = No relevant or related experience and no PPP project completed.</p>

NO	CRITERIA	WEIGHT (LEVEL)	SCORING
6.	<b>PPP PROCUREMENT, STRUCTURING, IMPLEMENTATION AND MANAGEMENT</b>	5	
	<p>Demonstrable and relevant experience and track record in PPP procurement, structuring, implementation and management. This experience and track record must be demonstrable through the provision of the following information:</p> <ul style="list-style-type: none"> <li>• Knowledge and experience of the Treasury Regulations and PPP guidelines</li> <li>• List of relevant PPP projects involved in</li> <li>• Description of services performed</li> <li>• Project value</li> <li>• Project duration(<i>start and end</i>)</li> </ul>	5	<p>5 = more than 15 years of relevant/related experience</p> <p>4 = 9-14 years of relevant/related experience</p> <p>3 = 6-8 years of relevant/related experience</p> <p>2 = 3-5 years of relevant/related experience</p> <p>1 = less than 3 years of relevant/related experience</p> <p>0 = No relevant or related experience and no PPP project completed.</p>
7.	<b>PROJECT TEAM STRUCTURE</b>	5	
	<p>The proposal must cover the following elements:</p> <ul style="list-style-type: none"> <li>• Proposed team structure/organogram indicating respective roles of each team member per stream and applicable reporting lines</li> <li>• CVs of proposed team members indicating qualifications, skills and experience and their suitability for the proposed roles</li> <li>• Professional role that each person will play in the assignment and cross-referenced to each deliverable.</li> <li>• Each stream must have specific experience and submit at least three recent and contactable references (in a form of written proof (s) on their company's letterhead including relevant person (s), telephone, fax numbers and e-mails) of similar work undertaken.</li> </ul>		<p>5 = All elements well covered (Project team organogram and CVs provided, skills of each team member match the proposed role in the project and relevant skills and experience cross referenced to the deliverables)</p> <p>4 = Elements more than adequately provided (Project team organogram provided, all CVs provided but do not highlight relevant experience, skills of team members match proposed role or information in some of the elements provided some information)</p> <p>3 = Elements adequately provided (Project team organogram provided but role of each project team member not clear, some</p>



NO	CRITERIA	WEIGHT (LEVEL)	SCORING
			<p>CVs of team members not provided, mismatch of skills with proposed role of team member demonstrate poor understanding of project requirements)</p> <p><b>2 =</b> Elements poorly covered (Project team organogram incomplete, CVs provided but do not provide required information, skills of each team member do not match the proposed role in the project)</p> <p><b>1 =</b> Some elements not covered (Project team organogram not provided or not clear, CVs not provided or incomplete, skills mismatch and no cross reference to of team roles to deliverables)</p> <p><b>0 =</b> Information required not provided, incomplete or does not provide adequate information required for evaluation purposes</p>
8.	<p><b>QUALITY OF PROJECT COMPREHENSION DEMONSTRATED IN A PROPOSAL</b></p> <p>The proposal must demonstrate the following:</p> <ul style="list-style-type: none"> <li>• Understanding of the TOR in relation to PPP projects , and any proposals for amendments to the TOR that would enhance desired outcomes;</li> <li>• Proposed work plan, project management approach and timetable for the project must demonstrate understanding of project deliverables for PPP projects</li> <li>• A project management approach accompanied by a clear work plan with timelines</li> <li>• Order of documents as prescribed in the bid document</li> </ul>	5	<p><b>5 =</b> Comprehensive project plan with clear timelines, tasks, resources allocation, approach and methodologies and deliverables</p> <p><b>4 =</b> A good project management approach, accompanied by a work plan with timelines</p> <p><b>3 =</b> Acceptable project management approach. Acceptable work plan and timelines</p> <p><b>2 =</b> Generic project management approach. Work plan and timelines provided are generic</p> <p><b>1 =</b> Limited or project management approach. No clear work plan and timelines - No Project</p>

NO	CRITERIA	WEIGHT (LEVEL)	SCORING
			management approach and/or work plan and timelines provided are inadequate  0 = Information required not provided, incomplete or does not provide adequate information required for evaluation purposes
	<b>TOTAL POINTS</b>	<b>100</b>	
	<b>MINIMUM THRESHOLD</b>	<b>70 Points</b>	

### 12.4.3 Price Criteria

12.4.3.1 Only those bids that meet technical threshold will be evaluated for price. Bids that do not meet the technical threshold score will not be further considered for selection.

12.4.3.2 Responsive bids will be evaluated on the 80/20-preference point claim in terms of the Preferential Procurement Regulation 2022 which points are awarded to bidders on the basis of:

- a) The bid price (maximum 80 points)
- b) Specific Goals (maximum 20 points)

12.4.3.3 The following formula will be used to calculate the points for price in respect of bidders with a Rand value up to R50 million:

$$P_s = 80 \left( 1 - \frac{P_t - P_{\min}}{P_{\min}} \right)$$

where;

$P_s$  = Points scored for comparative price of bid under consideration

$P_t$  = Comparative price of bid under consideration

$P_{\min}$  = Comparative price of lowest acceptable bid



12.4.3.4 A maximum of 20 points may be awarded to a bidder for the specified goals envisaged in section 2(1)(d) and (e) of the Act. The points scored must be rounded off to the nearest two decimal places. Subject to regulation 9, the contract must be awarded to the bidder scoring the highest points.

12.4.3.5 The applicable formula (80/20) will be utilised to evaluate the bid, of which eighty (80) points are allocated for price as per SBD 6.1. that must be completed; and the remaining twenty (20) points are allocated for the specific goals as indicated in the table below:

NO.	PREFERENTIAL GOALS	POINTS	MEANS OF VERIFICATION
	<b>HDI'S</b>		
1.	Black People	7	CSD report
2.	Women	6	CSD report
	<b>SPECIFIC GOALS</b>		
1.	Youth	5	CSD report
2.	Enterprises located in Limpopo Province	2	Recent Municipal account <u>or</u> Local Authority Letter for confirmation of Local Address ( <i>not older than 3 months</i> ) or Lease Agreement ( <i>not older than six(6) months</i> )
	<b>TOTAL</b>	<b>20</b>	

## Definitions

**"Historically Disadvantaged Individuals"** means a South African citizen – Who, due to the apartheid policy that had been in place, had no franchise in national elections prior to the introduction of the Constitution of the Republic of South Africa, 1983 (Act No. 110 of 1983) or the Constitution of the Republic of South Africa, 1993 (Act No. 200 of 1993) ("the Interim Constitution"); and/or Who is a female; and/or Who has a disability

Provided that a person who obtained South African citizenship on or after the coming to effect of the Interim Constitution, deemed not to be an HDI.

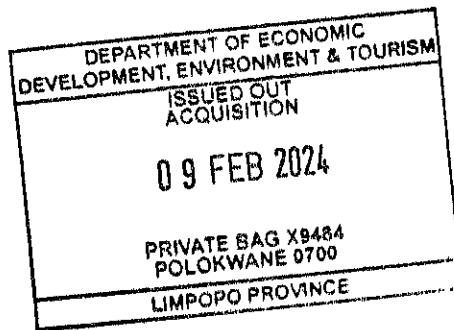
**"Specific goals"** means specific goals as contemplated in section 2(1)(d) of the Act which may include contract with persons, or categories of persons, historically disadvantaged by unfair discrimination on the basis of race, gender and disability including the implementation of programmes of the Reconstruction and Development Programme as published in Government Gazette no. 16085 dated 23 November 1994.

**"Black People"** is a generic term which means Africans, Coloureds and Indians as described in the Broad-Based Black Economic Empowerment Act, Act No.53 of 1993.

**"Youth"** has the meaning assigned to it in section 1 of the National Youth Development Agency Act, 2008 (Act No. 54 of 2008)

DEPARTMENT OF ECONOMIC DEVELOPMENT, ENVIRONMENT & TOURISM
ISSUED OUT ACQUISITION
09 FEB 2024
PRIVATE BAG X9484 POLOKWANE 0700
LIMPOPO PROVINCE

Terms of Reference – Transaction Advisory Services for Implementation of tourism PPP projects



13. **BID SUBMISSION**

Bids must be submitted to:

Department of Economic Development, Environment and Tourism  
**Silver Tender Box**

19 Biccard Street

Polokwane

0699

Bid submission should be made before 11h00 on the date stipulated in the advert. Submission delivered after 11h00 on the closing date of the bid shall be regarded as invalid and returned to the Bidder, unopened.

14. **INCOMPLETE BIDS**

- 14.1. The bid evaluation committee will check envelope no.1 of each bid to see whether all the documentation that this TOR requires has been submitted correctly.
- 14.2. If a bid is not complete or something in it is not clear, the bid evaluation committee shall ask bidders for more information. Bidders shall receive such requests for more information in writing. No substantial changes to the bid shall be asked for or allowed, except if there is a clear mistake in the bid.
- 14.3. The Department shall not be obliged to reimburse Bidders for any costs and/or damage they incurred during the preparation of Bid submission, in the event of cancellation, disqualification, suspension, modification or delay of the tender.

15. **FURTHER INFORMATION**

All enquiries and requests for further information in respect of the TOR must be in writing, and directed to the Department at the following address:

**DEPARTMENT OF ECONOMIC DEVELOPMENT, ENVIRONMENT AND TOURISM**

Dr. Sepele Matlala

Private Bag x 9484,

POLOKWANE,

0700

19 Biccard Street, Polokwane, 0699

Telephone: +27 15 293 8300/ 8596 or 082 089 1761

Email: [MatlalaSJ@ledet.gov.za](mailto:MatlalaSJ@ledet.gov.za)

16. ANNEXURE 1: BID COVER SHEETS

Cover sheets which include the following information must be attached to each envelope:

**Bid for appointment of Transaction Advisory Services to the Department for implementation of tourism PPP projects. (Original)**

**ENVELOPE NO.1: TECHNICAL PROPOSAL**

Name of bidder: \_\_\_\_\_

Postal address: \_\_\_\_\_

Street address: \_\_\_\_\_

Telephone: \_\_\_\_\_

Cell phone: \_\_\_\_\_

Fax: \_\_\_\_\_

Contact person: \_\_\_\_\_

Email address: \_\_\_\_\_

Signature of bidder: \_\_\_\_\_

Date: \_\_\_\_\_

Capacity under which bid is signed: \_\_\_\_\_

*Signature of this document means that the bidder accepts the terms and conditions of this bid. Failure by the bidder to sign this form will disqualify the bid.*

DEPARTMENT OF ECONOMIC DEVELOPMENT, ENVIRONMENT & TOURISM
ISSUED OUT ACQUISITION
09 FEB 2024
PRIVATE BAG X9484 POLOKWANE 0700
LIMPOPO PROVINCE

**Bid for appointment of Transaction Advisory Services to the Department for implementation of tourism PPP projects. (Original)**

**ENVELOPE NO.2: FINANCIAL PROPOSAL (PRICE OFFER)**

Name of bidder: \_\_\_\_\_

Postal address: \_\_\_\_\_

Street address: \_\_\_\_\_

Telephone: \_\_\_\_\_

Cell phone: \_\_\_\_\_

Fax: \_\_\_\_\_

Contact person: \_\_\_\_\_

Email address: \_\_\_\_\_

Signature of bidder: \_\_\_\_\_

Date: \_\_\_\_\_

Capacity under which bid is signed: \_\_\_\_\_

*Signature of this document means that the bidder accepts the terms and conditions of this bid. Failure by the bidder to sign this form will disqualify the bid.*

17. **ANNEXURE 2 : DRAFT CONTRACT FOR TRANSACTION ADVISORY SERVICES**

1. **Parties**

The parties to this Contract are:

The Department of Economic Development, Environment and Tourism (hereinafter, "the Department"), herein represented by **Mr Rathumbu I.M.** in his capacity as the Head of Department(HOD) who warrants that he is authorised thereto.

Company name (hereinafter, "the Transaction Advisor"), herein represented by \_\_\_\_\_ in his/her capacity as \_\_\_\_\_ who warrants that he/she is duly authorised thereto.

2. **Definitions**

Unless the context indicates otherwise,

**"Appointment Date"** means the date on which this Contract is signed by the last signing party;

**"Business day"** means any workday other than a Saturday, Sunday or statutory public holiday in the Republic of South Africa;

**"Contract"** means this written agreement entered into between the Parties, including all attachments and appendices thereto and all documents incorporated by reference therein;

**"Delay"** means a delay of more than thirty (30) days in the Project Timetable, demonstrably caused by persons or events beyond the control of the Transaction Advisor, not involving the Transaction Advisors' fault or negligence, nor possible to reasonably mitigate within the Project Timetable, and which has an adverse effect on the Project Timetable;

**"Parties"** means the Department and the Transaction Advisor;

**"Payment Schedule"** is the schedule set out in clause 7 of the Contract, in terms of which the Transaction Advisor fees are payable by the Department;

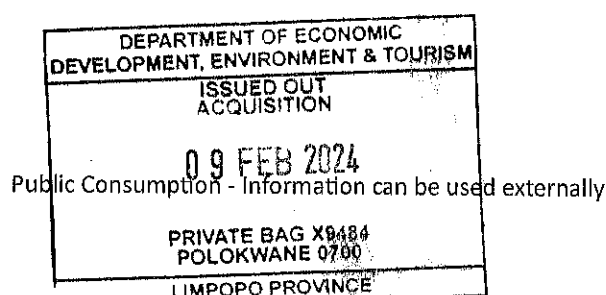
**"Project"** means feasibility studies for the Project for the Department

and support to the procurement process that may be required thereafter;

**"Project Officer"** means the person appointed by the Department who is capable and appropriately qualified to manage the Project, and who shall manage the work of the Transaction Advisor;

**"Project Timetable"** means the timetable agreed between the Parties, as amended by agreement from time to time, and attached hereto at Annexure

**"PPP"** shall mean Public Private Partnership as defined by Treasury Regulation 16 in terms of the Public Finance Management Act, Act 1 of 1999 as amended;



**"Services"** means the services, deliverables, work and reports stipulated in the Terms of Reference attached at Annexure A;

**"Terms of Reference"** means Annexure A, which is an integral part of this Contract.

**"Transaction Advisor"** means \_\_\_\_\_ representing all the persons listed herein as members of the Transaction Advisor team, whether in employment or sub-contractor relationship with the Transaction Advisor, appointed in terms of this Contract, having the appropriate skills and experience to advise the Department on the Project and to carry out the Services specified in the Terms of Reference according to the Project Timetable.

### 3. Duration

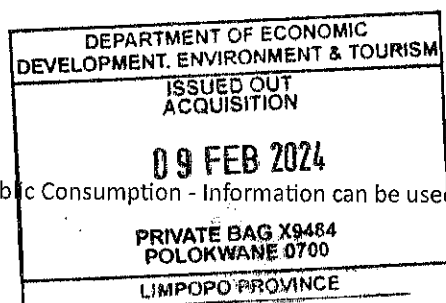
- 3.1 This Contract, and the rights and obligation of the Parties herein, shall be deemed to have commenced on the Appointment Date;
- 3.2 Unless otherwise terminated in terms of this Contract shall automatically terminate upon completion of the Feasibility Study Report,
- 3.3 Alternatively, if so instructed in writing by the Department at the completion of the Feasibility Study Report, shall terminate at Financial Closure of any agreements so procured and the delivery of a Close-out Report in respect of each such agreement.

### 4. General Conditions

- 4.1 This Contract must be read in conjunction with the Terms of Reference and Project Timetable. In the event of any conflict between the Terms of Reference, the Project Timetable and the Contract, the Contract shall prevail, unless otherwise agreed in writing by the Parties;
- 4.2 The Terms of Reference and the Project Timetable may be amended from time to time, by written agreement between the parties;
- 4.3 The Department reserves the right to terminate this Contract or temporarily defer the work, or any part thereof, at any stage, should the Department at its sole discretion, decide not to proceed with the Project or any part thereof;
- 4.4 Pursuant to clause 4.3, the Transaction Advisor will be remunerated for that portion of work completed up to a maximum amount of not more than the total fee stipulated herein for the appropriate stage in the Payment Schedule during which the Contract is terminated;
- 4.5 In the event of termination, all and any work performed, as well as all and any intellectual property created as a result of the work performed, will revert to the Department.

### 5. Transaction Advisor obligations for Services

- 5.1 The Transaction Advisor undertakes to:



- 5.1.1 Perform the Services specified in the Terms of Reference, and in accordance with the Project Timetable;
- 5.1.2 Perform the Services with the highest standards of professional and ethical competence and integrity;
- 5.1.3 Devote the necessary time and attention to the Project, as committed in the Project Timetable;
- 5.1.4 At all times, maintain the highest degree of good faith towards the Department and ensure that no conflict of interest materialises;
- 5.1.5 Perform pursuant to the direction of the Project Officer and as agreed with the HOD.
- 5.2 In the event that any member of the Transaction Advisor becomes incapacitated and unable to carry out duties as a result of illness or injury, or whose performance in terms of this Contract the Department considers for any reason to be unsatisfactory, the Transaction Advisor will, at its cost, promptly replace the member with a member approved in advance by the Department.
- 5.3 The Transaction Advisor shall not, without the prior written consent of the Project Officer, sub-contract or delegate the Services to any person other than those here listed as members of the Transaction Advisor in terms of this Contract:

.....

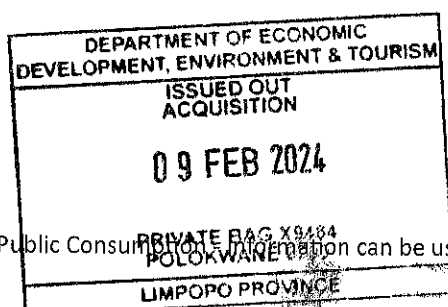
.....

..... (full list of all Transaction Advisor team members)

- 5.4 The Transaction Advisor shall not be relieved of any obligation, responsibility or liability under this Contract by the appointment of any subcontractor to carry out any part of the Services.
- 5.5 The Transaction Advisor shall be responsible for the payment, performance, acts, defaults, omissions, breaches and negligence of all subcontractors appointed in terms of this Contract.
- 5.6 All references in this agreement to any performance, payment, act, default, omission, breach or negligence of the Transaction Advisor shall be deemed to include any of the same by a subcontractor appointed in terms of this Contract.

## 6. Department's Obligations for Project Management

- 6.1 The Department's Project Officer will be responsible for management of the Project and for ensuring satisfactory delivery of the Services by the Transaction Advisor;
- 6.2 The Project Officer will administer the Department's obligations under this Contract.





## 7. Payment Schedule and Conditions

- 7.1 The Department will pay the Transaction Advisor for the Services in accordance with the following Schedule of deliverables, as elaborated in the Terms of Reference:

The transaction advisor will be remunerated as follows:

Phase 1:

- Mobilisation fee: 5% of the Phase I fee, payable 1 calendar month from the date of the commencement of Phase I;
- 50% of the Phase 1 fee for the options analysis reports and generation of the outputs specifications and acceptance of the options analysis;
- 45 % of the Phase 1 fee payable upon completion of the feasibility study report and approval by the Project Steering Committee.

Phase 2:

- 25% on conclusion of the RFP process;
- 25% on concluding the preferred bidder process;
- 30% on obtaining financial close; and
- 20 % on acceptance of the Close out Report by the Department.

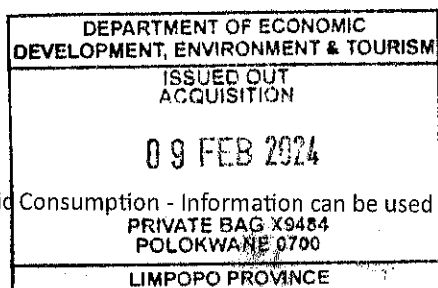
- 7.2 Payment of the mobilisation allowance in Phase I will be made by the Department within 30 days of Appointment Date;
- 7.3 Invoices for all further instalments due as per the Payment Schedule, may be submitted by the Transaction Advisor to the Project Officer upon endorsement by the Project Committee. Payment of approved invoices will be made by the Department within 30 days;
- 7.4 The Payment Schedule is exclusive of direct out-of-pocket expenses. Such expenses will be agreed in writing between the Transaction Advisor and the Project Officer prior to being incurred, and shall be reimbursed by the Department at cost, on production of all supporting documentation, within 30 days of invoice.
- 7.5 VAT will be invoiced and payable pro-rata with each invoice submitted.

## 8. Cession and assignment

- 8.1 The Transaction Advisor may not cede or assign this Contract to any third party.

## 9. Scope of Work

- 9.1 The scope of work of the Contract may be extended by mutual agreement between the parties at any stage, by amendment or expansion of the Terms of Reference or by amendment or extension of this Contract.



## 10. Confidentiality and ownership

- 10.1 The Transaction Advisor shall not, during the term of this Contract and within two years after its expiration, disclose information of any sort or nature relating to the Services under this Contract other than by written agreement with the Department.
- 10.2 All studies, reports, other material, methodologies, graphic, software or otherwise provided to and produced by the Transaction Advisor in terms of this Contract, shall belong to and remain the property of the government of the Republic of South Africa, and may not be used for any purpose by the Transaction Advisor unless agreed in writing by the Department.

## 11. Insurance

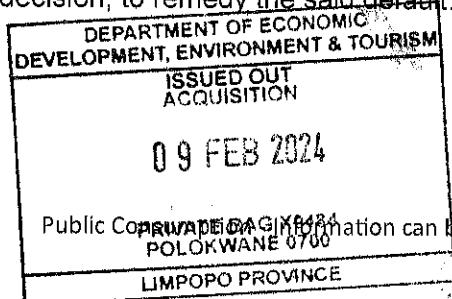
- 11.1 The Transaction Advisor will be responsible, at his own expense, for taking out any appropriate insurance coverage against loss arising from negligence, malpractice or unprofessional conduct by any member of the Transaction Advisor.

## 12. Liabilities

- 12.1 The Transaction Advisor will defend, indemnify, and hold the Department harmless against all claims, proceedings, losses, or damages in respect of those liabilities to the extent caused or contributed to by any errors, omissions or negligent acts associated with or arising out of the Services performed by the Transaction Advisor, its agents, employees, or subcontractors in terms of this Contract.

## 13. Consequences of failure to deliver Services

- 13.1 The Department shall notify the Transaction Advisor of non-performance or poor performance by means of serving a "notice of default" on the Transaction Advisor, requiring the Transaction Advisor to:
- 13.1.1 Remedy, to the satisfaction of the Department, the default within fourteen ( 14 ) Business Days from date of such notice or
- 13.1.2 To put forward within three ( 3 ) Business Days from date of such notice of default, a reasonable programme for the remedying of the said default. This programme shall specify in detail the manner in which, and latest date by which, such default will be remedied.
- 13.2 The Department shall within three (3) Business Days from receiving such programme, advise the Transaction Advisor whether or not the programme is accepted, failing which the Department shall be deemed to have accepted the programme.
- 13.3 In the event that the Department does not accept the programme, the Transaction Advisor shall have eight (8) Business Days from date of the Department informing the Transaction Advisor of its decision, to remedy the said default.



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13.4 In the event that the default is not remedied to the satisfaction of the Department, the Contract shall be terminated with immediate effect, and the Transaction Advisor shall be paid appropriately.

13.5 In the event that the Department accepts the programme, any amendments to the Terms of Reference or Project Timetable, as set out in the programme, will become part of the Contract.

#### **14. Termination for breach**

14.1 At any time during the term of the Contract, the Department may give the Transaction Advisor immediate notice, terminating the Contract, in event that the Transaction Advisor:

14.1.1 Is found to have breached confidentiality to the material detriment of the Department;

14.1.2 Is found to have undertaken an action that creates a conflict of interest;

14.1.3 Failed to disclose to the Department, information which in the reasonable opinion of the Department is material to the performance of its duties and obligations under the Contract.

14.2 In the event of such termination, the Department will be obliged to pay outstanding amount for the Services.

14.3 The Department reserves the right to claim damages in the event of such termination.

#### **15. Indemnity against third party liability**

15.1 The Transaction Advisor indemnifies and holds the Department harmless against any claim by any third party.

#### **16. Disputes**

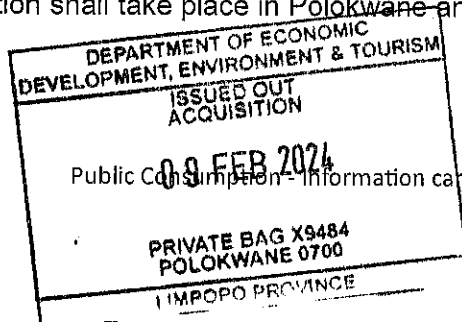
16.1 If any dispute arises out of or in conjunction with the Contract, its interpretation, termination, or the subject matter thereof, including claims in delict or for rectification, either party may declare that a dispute exists by giving notice to the other party.

16.2 Within 5 (five) Business Days of receipt of such notice, the parties shall meet and negotiate in good faith in order to resolve such dispute. In the event that the parties are unable to resolve such dispute, they will agree a process for resolving the dispute

16.3 Should the parties fail to meet or to agree, the process for resolution within 5 (five) Business Days of receipt of a dispute notice, or within such period as may be agreed to in writing, either party may refer the dispute to arbitration and such dispute shall be finally settled by arbitration.

16.4 The arbitration shall be undertaken by a single arbitrator to be agreed upon between the parties or, failing such agreement, within 7 (seven) Business Days of the dispute being referred to arbitration, be appointed according to the rules of the Arbitration Foundation of Southern Africa upon the written request of either party, which appointment shall be final and binding on the parties.

16.5 The arbitration shall take place in Polokwane and shall be conducted in accordance with



the rules of the Arbitration Foundation of Southern Africa, save that there will be no right to appeal by either party.

16.6 Costs of such arbitration shall be borne jointly between the parties.

## 17. Severability

17.1 Whenever possible, each provision of this Contract shall be interpreted in a manner which makes it effective and valid under applicable law, but if any provision of this Contract is held to be illegal, invalid or unenforceable under applicable law, that illegality, invalidity or unenforceability shall not affect the other provisions of this Contract, all of which shall remain in full force.

## 18. Law Governing Contract and Language

18.1 The Contract shall be governed by the laws of the Republic of South Africa.

18.2 The language of the Contract shall be English.

## 19. Domicile

All notices by either Party to be given in terms of this Contract shall be delivered in person to the following addresses as applicable:

Department of Economic Development, Environment and Tourism	Transaction Advisor
19 Biccard Street	.....
Polokwane	.....
0699	.....

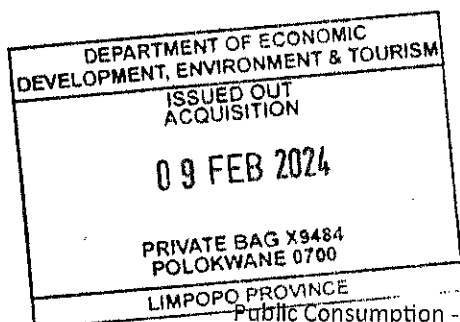
SIGNED at \_\_\_\_\_ on \_\_\_\_\_ of \_\_\_\_\_ 2023

\_\_\_\_\_  
For the Department of Economic  
Development, Environment and Tourism

\_\_\_\_\_  
Name

\_\_\_\_\_  
Designation

As Witnesses:



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\_\_\_\_\_

SIGNED at \_\_\_\_\_ on \_\_\_\_\_ of \_\_\_\_\_ 2024

\_\_\_\_\_  
For the Transaction Advisor

\_\_\_\_\_  
Name Designation

\_\_\_\_\_  
Company Name

As Witnesses:

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

