Special Conditions of Contract

RFQ001-2025

APPOINTMENT OF A LAW FIRM TO STRUCTURE THE NATIONAL TREASURY'S INFRASTRUCTURE POOLING VEHICLE FOR A PERIOD OF SIX (06) MONTHS

CLOSING DATE: 25 AUGUST 2025

VALIDITY PERIOD: 90 DAYS

S U P P L Y C H A I N M A N A G E M E N T

A. SPECIAL CONDITIONS OF CONTRACT

This bid and all contracts emanating there from will be subject to the General Conditions of Contract issued in accordance with of the Treasury Regulations 16A published in terms of the Public Finance Management Act, 1999 (Act 1 of 1999). The Special Conditions of Contract are supplementary to that of the General Conditions of Contract. Where, however, the Special Conditions of Contract are in conflict with the General Conditions of Contract, the Special Conditions of Contract prevail.

1. EVALUATION PROCESS AND CRITERIA

1.1 All bids will be evaluated om terms of the preference point system which comprises of the following:

1.1.1 Phase 1A: Initial screening process

a) In terms of National Treasury Instruction No. 4A of 2016/2017 regarding the National Central Supplier Database (CSD), all bidders must register on the CSD to provide the following information to be verified through the CSD:

- Business registration, including details of directorship and membership.
- Bank Account holder information.
- In the service of the State status.
- Tax compliance status.
- Identity number.
- Tender default and restriction status; and
- Any additional and supplementary verification information communicated by National Treasury.

b) **Administrative compliance**

Duly completed and signed.

- Invitation to bid – SBD 1
- Pricing schedule SBD 3.3
- Declaration of interest–SBD 4
- Preference Point Claim Form – SBD 6.1
- Provide ID copies for all managing Directors.
- CIPC

MINIMUM REQUIREMENTS

Only qualified and experienced bidders will be considered, the following requirements must be met:

a. Only qualified and experienced bidders will be considered, the following requirements must be met:

b. The bidder must be an established legal firm with global reach and proven experience and understanding of requirements in structuring infrastructure financing vehicles, if applicable.

c. The bidder must demonstrate the understanding of legal requirements and regulations governing structuring infrastructure financing vehicles, if applicable.

d. The bidder must list and demonstrate expertise in large-scale infrastructure financing, specifically in Africa and preferably South Africa, with successful experience in public-private partnerships (PPPs).

e. Demonstrate and list experience in working with multiple financing instruments and complex intercreditor arrangements, including DFIs, MDBs, institutional investors, and commercial lenders.

f. Demonstrate and list experience in advising on compliance with South African public finance and procurement regulations, as well as international best practices.

g. Demonstrate knowledge in South African history, politics, economics, regulations for the purpose of drafting but not limited to legal opinion of a corporate law nature.

h. The bidder must provide comprehensive CVs and copies of qualifications including relevant projects and experience, and the specific roles of each member of the proposed team.

i. The bidder must provide any comments on the scope of services and suggested improvements to enhance the outcome of the project.

j. In the event that the law firm is domiciled outside of RSA, written confirmation of employees working during RSA work hours, this will ensure they are available to assist National Treasury with pertinent matters.

NB: Should a bidder not meet the minimum requirements, not responsive to the all the requirements of the project they will be deemed as non-responsive and will be disqualified.

DELIVERABLES

Amongst others, the appointed advisor will be expected to deliver the following outputs:

a. A detailed legal and governance, operational framework for the funding vehicle, including the Shareholder Trust structure.

b. Draft legal documents including shareholder agreements, asset management agreements, and other necessary legal documents.

c. A detailed report on required legislative reforms, if any, to enable the establishment of the funding vehicle.

d. A comprehensive advisory report on tax structuring, financing arrangements, jurisdictions and credit enhancement mechanisms.

e. Continuous engagement with stakeholders, including conducting workshops and providing regular updates to NT and IF on the progress of the project and troubleshooting where necessary.

f. A comprehensive statement of qualifications, including relevant projects and experience, and the specific roles of each member of the proposed team.

g. Price/Financial stage detailed fee proposal in South African Rands (ZAR), including discounted hourly rates and an overall capped fee.

TERMS AND CONDITIONS

The Bidder should note that the RFQ is fully subjected to the terms and condition of the previous panel **(NT012-2021 DOMESTIC PANEL)** including the criterion used for prequalification. Bidders need to familiarise themselves and comply with the previous set rules.\

2. EVALUATION CRITERIA

a) In terms of regulation 4 of the Preferential Procurement Regulations pertaining to the Preferential Procurement Policy Framework Act, 2000 (Act 5 of 2000), responsive bids will be adjudicated by the State on the 80/20-preference point for Specific goals in terms of which points are awarded to bidders on the basis of:
   - The bidded price (maximum 80 points)
   - Specific goals (maximum 20 points)

b) The following formula will be used to calculate the points for price in respect of bidders with a Rand value up to R50 000 000:

$$Ps = 80\left(1-\frac{Pt-P\min}{P\min}\right)$$

Where

Ps = Points scored for price of tender under consideration;

Pt = Price of tender under consideration; and

Pmin = Price of lowest acceptable tender.

A maximum of 20 points may be awarded to a tenderer for the specific goals specified for the tender. The points scored for the specific goal must be added to the points scored. for price and the total must be rounded off to the nearest two decimal places. Subject to section 2(1)(f) of the Act, the contract must be awarded to the tenderer scoring the highest points.

c. The State reserves the right to arrange contracts with more than one contractor.

2.1 POINTS

The Preferential Procurement Regulations 2022 were gazetted on 4 November 2022 (No. 47452) with effect from 16 January 2023. The 80/20 preference points systems will be applied in accordance with the formula and applicable points provided for in the respective status level contributor tables in the Regulations.

Note to organs of state: 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.)

NB: Points will be allocated based on % ownership to the Company (main tendering entity). Please attach proof/ required documents.

#	Specific goals	Score	Required proof/ documents to be submitted for evaluation purposes
1	**The company owned by people who are Youth.** • 100% company owned by HDI (youth) = 5 points • 75% - 99% company owned by HDI (youth) = 3 points • 60% - 74% company owned by HDI (youth) = 2 point	5 points	**Proof of claim as declared on SBD 6. 1 (one or more of the following will be used verifying the tenderer's status:** • Company Registration Certification/ document (CIPC) • Company Shareholders certificate • Certified identification documentation of company director/s • CSD report/ CSD registration number (MAAA number)

	• 51%- 59% company owned by HDI (youth\) = 1 point • 0 - 50% company owned by HDI (youth) = 0 point		• B-BBEE Certificate of the tendering c ompany. • Consolidated B-BBEE certificated if the tendering companyisa Consortium, Joint Vent ure, or Trust (Issued by verification agency accredited by the South Afri can Accreditation System). • Agreement for a Consortium, Joint Venture, or Trust.
2	**The company owned by Historically Disadvantaged Individuals (HDI) (Black).** • 100% company owned by HDI (black) = 5 points • 75% - 99% company owned by HDI (black) = 3 points • 60% - 74% company owned by HDI (black) = 2 point • 51%- 59% company owned by HDI (black) = 1 point • 0 - 50% company owned by HDI (black) = 0 point	5 points	
3.	**The company owned by HDI (Women).** • 100% company owned by HDI (women) = 5 points • 75% - 99% company owned by HDI ((women) = 3 points • 60% - 74% company owned by HDI (women) = 2 point • 51%- 59% company owned by HDI (women) = 1 point • 0 - 50% company owned by HDI (women) = 0 point	5 points	
4.	**The company owned by HDI (people who are disabled).**	5 points	

	• 100% company owned by HDI (disabled) = 5 points • 75% - 99% company owned by HDI (disabled) = 3 points • 60% - 74% company owned by HDI (disabled) = 2 point • 51%- 59% company owned by HDI (disabled) = 1 point • 0 - 50% company owned by HDI (disabled) = 0 point		

***NB: Points will be allocated based on % ownership to the Company (main tendering entity). Please attach proof/ required documents.**

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.

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 with regard to preferences, in any manner required by the organ of state.

a) The points scored by a bidder in respect of points indicated above will be added to the points scored for price.
b) Bidders are requested to complete the various specific goals forms in order to claim points.
c) Only a bidder who has completed and signed the declaration part of the preference claim form will be considered for specific goals.
d) The National Treasury may, before a bid is adjudicated or at any time, require a bidder to substantiate claims made with regard to their specific goals.
e) Points scored will be rounded off to the nearest 2 decimals.
f) In the event that two or more bids have scored equal total points, the contract will be awarded to the bidder scoring the highest number of points for the bid. Should two or more bids be equal in all respects, the award shall be decided by drawing of lots.
g) A contract may, on reasonable and justifiable grounds, be awarded to a bid that did not score the highest number of points

3. SHAREHOLDERS/DIRECTORS PORTFOLIO

The bidder shall submit copies of the company's shareholding portfolio with the bid documents at the closing date and time of the bid

4. COMMUNICATION

Supply Chain Management will communicate with bidders for, among others, where bid clarity is sought, to obtain information or to extend the validity period. Any communication either by facsimile, letter or electronic mail or any other form of correspondence to any government official, department or representative of a testing institution or a person acting in an advisory capacity for the National Treasury in respect of this bid between the closing date and the award of the bid by the bidder is prohibited.

5. COUNTER CONDITIONS

Bidders' attention is drawn to the fact that amendments to any of the Special Conditions by bidders will result in invalidation of such bids.

6. PROHIBITION OF RESTRICTIVE PRACTICES

a. In terms of section 4(1) of the Competition Act No. 89 of 1998, as amended, an agreement between, or concerted practice by, firms, or a decision by an association of firms, is prohibited if it is between parties in a horizontal relationship and if a bidder(s) is/ are or a contractor(s) was/were involved in:

- directly or indirectly fixing a purchase or selling price or any other trading condition;
- dividing markets by allocating customers, suppliers, territories or specific types of goods or services; or
- collusive bidding.

b. If a bidder(s) or contractor(s), in the judgment of the purchaser, has/have engaged in any of the restrictive practices referred to above, the purchaser may, without prejudice to any other remedy provided for, invalidate the bid(s) for such item(s) offered or terminate the contract in whole or in part and refer the matter to the Competition Commission for investigation and possible imposition of administrative penalties as contemplated in the Competition Act No. 89 of 1998.

7. FRONTING

a. The National Treasury supports the spirit of broad-based black economic empowerment and recognizes that real empowerment can only be achieved through individuals and

businesses conducting themselves in accordance with the Constitution and in an honest, fair, equitable, transparent and legally compliant manner. Against this background the National Treasury condemns any form of fronting.

b. The National Treasury, in ensuring that bidders conduct themselves in an honest manner will, as part of the bid evaluation processes, conduct or initiate the necessary enquiries/investigations to determine the accuracy of the representation made in bid documents. Should any of the fronting indicators as contained in the Guidelines on Complex Structures and Transactions and Fronting, issued by the Department of Trade and Industry, be established during such an enquiry/investigation, the onus will be on the bidder / contractor to prove that fronting does not exist. Failure to do so within a period of 14 days from date of notification may invalidate the bid/contract and may also result in the restriction of the bidder/contractor to conduct business with the public sector for a period not exceeding ten years, in addition to any other remedies the National Treasury may have against the bidder/contractor concerned.

8. TIMEFRAMES AND FORMAL CONTRACT

Successful bidder(s) will enter into a formal contract with the National Treasury

9. PRICE/ FINANCIAL PROPOSAL

Bid No: RFQ001-2025

Description: APPOINTMENT OF A LAW FIRM TO STRUCTURE THE NATIONAL TREASURY'S INFRASTRUCTURE POOLING VEHICLE FOR A PERIOD OF SIX (06) MONTHS

Bid closing date and time: 25 August 2025 at 11h00

10. CONTACT DETAILS

Proposals must be submitted no later than **25 AUGUST 2025** to the following address: NTAdministrativetenders@treasury.gov.za. Any inquiries should be directed to NTAdministrativetenders@treasury.gov.za

For further enquiries please contact Terry.Msomi@treasury.gov.za; Sipho.Bhanisi@treasury.gov.za and Cc the team on DebtIssuanceandManagment@treasury.gov.za