

Ministério do Planeamento, Finanças e Economia Azul
Agência Fiduciária e de Administração de Projetos
Projeto São Tomé e Príncipe Digital

REQUEST FOR EXPRESSIONS OF INTEREST
(CONSULTING SERVICES – FIRMS SELECTION)

Country: Democratic Republic of Sao Tome and Principe
Name of the Project: Digital Sao Tome and Principe (P177158)
Grant No.: IDA 4030

Assignment Title: Transactional Advisory Services for a Telecommunications
Infrastructure Investment Transaction

Reference No. 26/C/DSTP/2023

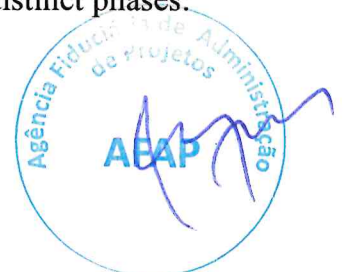
The Government of the Democratic Republic of Sao Tome and Principe *has received* financing from the World Bank toward the cost of the Digital Sao Tome and Principe Project and intends to apply part of the proceeds for consulting services.

The consulting services (“the Services”) include, based on the feasibility study and the current of the ICT market structure, two (2) broad transaction options:

1. STP Cabo – negotiate and raise additional investment from the existing private sector partners/shareholders and/or from new private sector investors (the two telecommunications operators CST and Unitel STP) alongside government’s own funding commitment for the new connection,.
2. A new Public Private Partnership – prepare and conduct an open international competitive tender to select a suitably qualified investor (local or international) to finance, build, own and operate the new connection in partnership with the government (equity capital contribution).

The proposed transaction advisory services shall be composed of two distinct phases:

The Planning Stage & pre-implementation : this phase will include:



- (i) an extension/expansion of the feasibility study by evaluating the technical options for the submarine cable (i.e. a standalone cable connection between the 2 islands or a branch spur connection to an existing regional submarine cable) and recommend a preferred option under the current environment;
- (ii) an evaluation of the proposed transaction implementation options/models – the SPV (STP Cabo) option via additional investment by the shareholders, a new PPP implementation option and/or hybrid or alternative transaction model – and a recommendation of the preferred option based on quantifiable benefit-cost analysis/justification.; and
- (iii) an initial market sounding exercise to ascertain the level of interest in investing in the inter-island system from potential investors in the market.

The Implementation Stage : A work programme that supports and delivers the selected preferred transaction implementation model, including:

- (i) all activities associated with the structuring and financing of the SPV (STP Cabo) to support the investment including the seeking, negotiation and agreement on terms from private investors into the SPV – should that option be the recommended option ;
- (ii) prepare tender & PPP contracts documents and support the government with the conduct and selection of investor/private partner to finance, build and O&M the cable (potentially in JV with the government if so recommended and
- (iii) should implementation via the existing SPV be the recommended option, support government and the SPV partners to implement preferred technical solution/option for the submarine cable connection itself by either the preparation of tender documentation for the recruitment of a specialist submarine cable project management firm (for option a, the standalone cable) or the conclusion of the branch spur agreement with a regional cable operator (for option b, the branch spur to a regional system).

This Technical Assistance will have a maximum duration of eighteen (18) months, with a minimum of six (6) one-week visits to São Tomé and Príncipe. The assignment is expected to require approximately 170 non-consecutive days of work.

The detailed Terms of Reference (TOR) for the assignment *can be found at the following website: www.afap.st*

or

can be obtained at the address given below.

The AFAP now invites eligible consulting firms (“Consultants”) to indicate their interest in providing the Services. Interested Consultants should provide information demonstrating that they have the required qualifications and relevant experience to perform the Services. The shortlisting criteria are:



- **Must have at least 5 years-experience in corporate law and company restructuring, particularly with regards to infrastructure SPVs in the telecommunications sector.**
- **Experience of convening, facilitating and negotiating financial and investment transactions between multiple parties within the telecommunications sector in the \$10m+ range, preferably within the context of a PPP mechanism.**
- **Demonstrated experience in the drafting of legal and institutional agreements for telecommunications and submarine cable corporate entities, including the C&MA, institutional arrangements, shareholders agreement and other legal memoranda required to establish or constitute telecommunications infrastructure PPPs.**

Key Experts will not be evaluated at the shortlisting stage.

The attention of interested Consultants is drawn to Section III, paragraphs, 3.14, 3.16, and 3.17 of the World Bank's "Procurement Regulations for IPF Borrowers" November 2020 ("Procurement Regulations"), setting forth the World Bank's policy on conflict of interest. The winning bidder will be able to participate in other tender launched by AFAP within the scope of the Digital Sao Tome and Principe Project.

Consultants may associate with other firms to enhance their qualifications but should indicate clearly whether the association is in the form of a joint venture and/or a sub-consultancy. In the case of a joint venture, all the partners in the joint venture shall be jointly and severally liable for the entire contract, if selected.

A Consultant will be selected in accordance with the **Quality and Cost-Based Selection (QCBS)** method set out in the Procurement Regulations.

Further information can be obtained at the address below during office hours **09 hours to 12 hours and 15 hours to 17 hours**.

Expressions of interest must be delivered in a written form to the address below (in person, or by mail, or by e-mail) by **February 22, 2023**.

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