

To: Offerors

Date: July 26, 2022

From: Procurement and Partnerships Team, INVEST Project; Implemented by DAI Global LLC

Subject: Request for Proposals (RFP) INVEST-110: Appraisal Services, Republic of the Marshall Islands (RMI)

Due: 1:00pm Eastern Standard Time (EDT) on **August 16, 2022**

Dear Offerors:

Enclosed is a Request for Proposals (RFP) to support the implementation of DAI's INVEST project funded by the United States Agency for International Development (USAID). DAI invites firms to submit a proposal for work as part of the USAID/Asia Bureau Transaction Advisory Fund buy-in.

- I. **RFP Process and deadlines:** This solicitation will result in the award of a firm fixed price subcontract. We anticipate issuing a single subcontract award up to \$175,000 - \$225,000.
 - a. **Submission of Questions** – Questions must be submitted no later than **1:00pm EDT on August 2, 2022** via email to INVEST_Procurement@dai.com. DAI will respond to these questions in approximately three business days.
 - b. **Submission of Proposal** – Proposal must be submitted no later than **1:00pm EDT on August 16, 2022** via email to INVEST_Procurement@dai.com, copying Katherine_Tilahun@dai.com and Danny_Mannka@dai.com. The subject line of the email should be your organization name, followed by “Submission under RFP INVEST-110: Appraisal Services, Republic of the Marshall Islands (RMI)” Please certify in your submission email a validity period of 60 days for the price(s) provided and include your organization's SAM UEID [number](#). Please limit file submissions to 10 megabytes or less. Proposals must be submitted in English.
- II. **Composition of Proposal:** The proposal should comprise the following submission documents. The Technical Proposal and Price Proposal should be prepared as separate files for independent evaluation, as follows below. Technical proposals should be submitted as a ten (10) slide presentation, using, at a minimum, 12-point standard font size. Graphics may be included, so long as text is clearly legible. If text or graphics are of poor resolution, the information provided may be excluded from consideration. Submissions in PowerPoint or PDF are acceptable, although PDF is preferred along with an accompanying PowerPoint (.ppt) document. Please provide a copy of your cost proposal in Excel format; offerors should use the attached cost/budget template.

Part 1 – Technical Proposal

Please limit your technical proposal to no more than ten (10) slides. The technical proposal is composed of the following three (3) sections:

1. **Technical Approach** – Offerors will detail their approach to fulfilling the accompanying Statement of Objectives (SOO). The approach will clearly indicate how the proposed activities will result in the successful completion of all deliverables and milestones within the stated timeframe. Offerors should demonstrate clearly how they will perform the work to achieve the stated objectives, including the methodology they will use for appraisal. Offerors should note how they plan to present the reporting to the NTA private shareholders and what controls are in place to ensure an impartial, objective, and expert fair value is established for shares in NTA.
2. **Institutional Capacity** – Offerors should provide details about the experience, expertise, or capacity of their firm (or firms if a partnering arrangement is being proposed) to recommend the proposed approach and complete the work as described. This should also include past performance in similar contexts performing services like those requested under this RFP. Offerors must demonstrate their experience in share valuation and independent appraisals, experience in the telecommunications industry, and prior experience in business appraisals for private non-listed companies, and listed companies.
3. **Management Plan/Staffing Structure** – Offerors should include information on personnel who will be assigned to the activities described in the technical approach, where they are based, as well as a clear management plan in narrative form that outlines how expected deliverables and milestones will be developed and reviewed. The management plan should also include a timeline of key activities, milestones, and deliverables. Offerors should also confirm that there are no business or financial relationships current or pending that could result in or appear to result in a conflict of interest, according to the details set forth in the Statement of Objectives, “Implementation Objectives and Activity Structure” section.

Offerors are permitted to engage in partnering/consortium arrangements that will provide the best value and capability to achieve the objectives of this RFP. If a partnering arrangement is proposed, please describe the management nature of the arrangement, the specific technical value being contributed by each consortium member, and the appropriate management controls to ensure successful project delivery.

In addition to the above, please include the following inputs, which will not be counted as part of the 10-slide limit and format may be PDF or Word:

- Two (2) examples of past performance (i.e., case studies) relevant to this activity, limited to two (2) pages per example

- CV(s) of any individual(s) proposed in the staffing plan, limited to two (2) pages per individual.

A cover page will be considered a non-counting page, should offerors choose to include one. No additional annexes or documentation are requested nor should be submitted.

Part 2 – Price Proposal

The contract type for the presumptive work will be fixed price, awarded as a subcontract by DAI Global, LLC. Please include your total proposed fixed price along with details for specific deliverable pricing. Offerors should break down each deliverable's associated costs, including all labor and non-labor costs according to expected levels of effort to accomplish each deliverable according to the objectives as laid out in the SOO or include substantiating price reasonableness documentation/justification. Offerors should use the attached cost/budget template; please limit file submissions to 10 megabytes or less.

III. Evaluation of Proposal: DAI will use best value determination for the award of this Request for Proposals. A best value determination means that, in DAI's estimation, the selected offer will provide the greatest overall benefit to USAID in response to the requirements stated in this RFP. DAI may also exclude an offer from consideration if it determines that an Offeror is "not responsible," i.e., that it does not have the management and financial capabilities required to perform the work required. DAI reserves the right to check the past performance, references, and other pertinent offeror information in making award decisions. Proposals will be evaluated against a stated number of factors including: the overall proposed approach, past performance, specific qualifications in the identified approach and sectors, and other evidence substantiating the bidder's ability to deliver, including budget and time frame considerations.

1. Technical Proposal: The Technical Proposal will be scored and evaluated separately from the cost proposal. Technical panel reviewers will evaluate offerors on the following factors, consistent with the offerors' technical proposal. The Technical Proposal will be evaluated against the following criteria:

- a. **Technical Approach (30 Points):** Points will be awarded to firms based on their specific approach to addressing the Statement of Objectives (SOO). The offeror will be scored based on its presentation of a clear approach which reflects the requirements of this specific activity but also incorporates the offeror's competencies. The technical approach must clearly indicate how the proposed activities will result in the successful completion of all deliverables and activities within the anticipated implementation timeframe. Points will be awarded for the presentation of a comprehensive, detailed approach to:
 - i. Establishing a fair value for the share in NTA (expressed as a single fair value amount or as a fair value range).
 - ii. Providing an independent evaluation and reporting for the private shareholders that is independent of the commercial or other interest in any one or all of, the Government, NTA management, the private shareholders, or the directors of NTA.

- iii. Provide a comprehensive justification for the fair value/fair value range and detail any assumptions that the fair value relies upon.
 - iv. Provide any such other information that a reasonable shareholder would require in order to assess whether to accept or decline the Government share offer.
- b. **Institutional Capacity (40 Points):** Points for this section will be awarded based on information presented in the corresponding section and any submitted case studies. Offerors should demonstrate strong expertise and prior experience conducting share valuations for widely-held corporations and independent appraisals. Offerors should demonstrate sectoral experience in the telecommunications industry. Relevant experience in business appraisals for private non-listed companies, and listed companies is requested. Offerors must have relevant qualification from a recognized tertiary institution and be a member of the American Society of Appraisers or an equivalent Appraisal Society. Preference will be given to firms with a strong, recognizable presence in this space due to the importance reputation plays in building shareholder confidence in the appraisal.
- c. **Management Plan/Staffing Structure (30 Points):** Points for this section will be awarded based on the qualifications of proposed staff, clear delineation of the roles and responsibilities of each proposed staff and each proposed firm (if firms are partnering), clear description of where firms and staff are located geographically, and the demonstrated efficacy and clarity of the management plan. The Management Plan should clearly outline where staff are located and, if any portion of the team or consortium will be remote, offerors should demonstrate how they will effectively work together. If the offeror is submitting a proposal with partners, the proposal should describe the nature of the arrangement (i.e., added technical value), the division of labor among the partners, and the appropriate management controls to ensure successful delivery. The offeror should clearly demonstrate that their proposed staff have the requisite experience conducting share valuations and independent appraisals. The management plan should include a clear timeline with deliverables that demonstrates how the offeror will complete the final recommendation by the end of November 2022. Offerors should also confirm that there are no business or financial relationships current or pending that could result in or appear to result in a conflict of interest, according to the details set forth in the Statement of Objectives, “Implementation Objectives and Activity Structure” section.
2. **Price Proposal:** Price and associated cost build-up will be evaluated separately from the technical approach, with due consideration for realism, price reasonableness, and allowability consistent with US government cost principles. Evaluation for this section will be dependent upon all information presented by the Offeror in their deliverable table and supporting cost information, as well as its alignment with the proposed technical approach.

- IV. Offeror's Agreement with Terms and Conditions:** The completion of all RFP requirements in accordance with the instructions in this RFP and submission to DAI of the technical and price proposals will constitute an offer and indicate the Offeror's agreement to the terms and conditions in this RFP and any attachments hereto. DAI is not required to accept and/or evaluate proposals that do not conform to the instructions of the RFP, and additionally, DAI may reject all proposals and not award a subcontract for this RFP. DAI reserves the right to award a subcontract without discussion and/or negotiation; however, DAI also reserves the right to conduct discussions and/or negotiations, which among other things may require an Offeror(s) to revise its proposal (technical and/or price). By submitting an offer, Offerors agree to comply with the general terms and conditions for an award, including [Representations and Certifications](#) compliance (at the link scroll down to "Terms and Conditions"). Offerors must provide full, accurate, and complete information in response to this solicitation. By submitting an offer, Offerors certify that they have not/will not attempt to bribe or make any payment to DAI employees in return for preference. Issuance of this RFP in no way obligates DAI to award a subcontract, nor does it commit DAI to pay any costs incurred by the Offeror in preparing and submitting the proposal. DAI reserves the right to award a subcontract to one organization or to issue multiple awards to different organizations based on the results of our evaluation.

Thank you,
DAI INVEST Procurement and Partnerships Team
INVEST_Procurement@dai.com

**Statement of Objective Under RFP INVEST-110:
USAID/Asia Bureau Transaction Advisory Fund: Appraisal Services, Republic of the
Marshall Islands (RMI)**

INTRODUCTION

Through INVEST, USAID seeks to unlock the potential of foreign direct investment to drive high value job creation. Increasingly, multinational companies are looking to new emerging markets for relocation and new market opportunities. Encouraging investment in high-impact areas requires new forms of collaboration between USAID and the international investment community. Specifically, USAID can leverage its resources—grants, technical assistance, and convening power—to help raise awareness of investment opportunities, lower transaction costs, and mitigate the risk of investments that generate positive social, economic, and environmental impact.

Through INVEST’s flexible buy-in mechanism, USAID Missions and Operating Units can access an unprecedented network of firms and individuals that have the range of technical expertise needed to identify opportunities and effectively mobilize private capital toward development priorities. Using a lean approach tailored to high potential opportunities, relevant parts of the network will come together to research, develop, and build specific solutions that align private capital with development needs.

BACKGROUND

Infrastructure Transaction and Assistance Network and the Transaction Advisory Fund

The Infrastructure Transaction and Assistance Network (ITAN) is a whole-of-U.S. Government initiative to advance sustainable, transparent, high-quality infrastructure across the Indo-Pacific region. Launched in July 2018, ITAN furthers the U.S. vision for a free and open Indo-Pacific to ensure peace, stability, and growing prosperity in the region. Under ITAN, USAID plays a leading role helping its Indo-Pacific partners to catalyze private sector investment—including from the United States—by strengthening their ability to implement and manage sustainable, transparent, and high-quality infrastructure projects.

In October 2019, the USAID Bureau for Asia (USAID/Asia Bureau), with implementation support from INVEST, launched the Transaction Advisory Fund (TAF), a function of the Infrastructure Transaction and Assistance Network. Under TAF, INVEST responds to host country governments’ requests for assistance on infrastructure projects with high quality, best-in-class discrete transaction advisory services—primarily legal and other services for contract negotiation and bid/proposal evaluation—on a rapid response basis.

The Government of the Republic of the Marshall Islands

The Government of the Republic of the Marshall Islands (The Government) is undertaking a major investment program supported by the World Bank under the proposed Digital RMI Project. The proposed development objective is to expand access to the internet, promote private sector

investment in climate resilient digital services, and establish the critical foundations for digital government services and the digital economy. Part of the reform includes the restructuring of the current sole telecommunications provider, the Marshall Islands National Telecommunications Authority (NTA) and the opening of the market to competition.

NTA has 317,404 shares on issue. The RMI government currently holds directly 65.56% (208,075) of the shares in NTA, and through one of its statutory bodies, the Marshall Islands Marine Resources Authority, it holds a further 15.44% (49,000). The remaining 19.13 % (60,329) of NTA shares is held by over 650 private shareholders.

The Government wishes to make a buyout offer at fair value to the private shareholders as part of the telecommunications sector reforms to ensure that the reforms do not deprive the private shareholders of receiving fair value for their shares. The buyout offer will enable the Government to complete various transaction steps associated with the reforms that will require NTA shareholder resolution approval, including the establishment of a new Government-owned entity that will hold and operate various core network assets on an open access basis for any licensed operator under the proposed open and competitive market regime.

The Government will require acceptances of more than 50 percent of all minority held shares in order for its share buy-out offer to go unconditional. This threshold has been chosen because it represents a good mix of the larger shareholders and a fair representation of the smaller holdings. If the Government buy-out offer achieves this threshold, the Government will hold directly or indirectly over 90% of all shares in NTA.

IMPLEMENTATION OBJECTIVES AND ACTIVITY STRUCTURE

The purpose of this activity is to provide an expert, independent share valuation from a suitably qualified independent business appraiser. The Government has previously sought advice on the fair value for the shares in NTA and has arrived at a proposed offer. However, the Government believes that it is important that the private shareholders are presented with a separate independent appraisal so that they can assess the fairness or otherwise of the Government's share value offer.

Under this activity, the successful offeror will supply a team of experts to assess and report to the NTA private shareholders—providing an impartial, objective, and expert view—on what the fair value of the NTA shares is, so that the private shareholders can make an informed assessment of the Government share offer. The successful offeror will address the independent share value report to the NTA private shareholders, but provide it to the NTA directors for the purposes of the directors sending it to the private shareholders. The successful offeror may provide a draft report to the NTA Directors and the Government for comment.

The successful offeror will complete the following tasks over the course of preparing this report:

- Establish a fair value for the shares in NTA (expressed as a single fair value amount or as a fair value range).
- Apply the offeror's own expertise to provide an independent evaluation and reporting for the private shareholders that is independent of the commercial or other interests of any one

or all of, the Government, NTA management, the private shareholders, or the directors of NTA.

- Provide a comprehensive justification for the fair value/fair value range and detail any assumptions that the fair value relies upon.
- Provide any such other information that a reasonable shareholder would require in order to assess whether to accept or decline the Government share offer.

The Appraisal Report may also, at the discretion of the successful offeror,:

- Review the Government share offer and assess whether it constitutes a fair offer.
- Recommend whether the private shareholders should accept or decline the offer and any relevant risks in respect to accepting or declining.

To assist in this analysis, the successful offeror will have access to (1) NTA's Chief Executive Officer and other members of management to interview, (2) the Government's share valuation advisers, Castalia, and (3) any information held by NTA or the Government that is useful to the firms undertaking of the share valuation.

Note: the successful offeror must not have any business or financial relationships current or pending with (1) the RMI Government or its advisers (Mike Lott, Chapman Tripp, or Castalia), (2) NTA, its Directors, or any of its shareholders, and (3) the World Bank that may result in or appear to result in a conflict of interest, including but not limited to influencing the successful offeror's professional, unbiased recommendations.

ILLUSTRATIVE DELIVERABLES INCLUDE:

The successful offeror shall develop an initial work plan, which will describe the information to be collected, and the metrics of analysis to evaluate and deduce the fair value for the shares in NTA:

- Onboarding and Work plan
- Draft Appraisal Report
- Final Appraisal Report

PERIOD AND PLACE OF PERFORMANCE:

The activity is anticipated to commence in September 2022 and take place over a period of approximately two and a half months. The successful offeror will be able to submit a final report by November 2022. However, offerors should propose a timeline that is representative of their proposed technical approach and management plan that delivers the scope of work as described.

While there will be significant interaction with the RMI Government and NTA directors based in the Republic of the Marshall Islands, offeror(s) are not required to be based in or visit RMI.

ROLE OF INVEST

INVEST will work closely with the selected offeror(s) during all stages of this work. DAI will subcontract the selected offeror(s) directly and provide review and oversight throughout the life of the activity. The INVEST team will administer periodic check-ins, reporting, deliverable review

prior to client presentation and approval, and manage an ongoing monitoring, evaluation and learning framework.

- **Subcontractor Onboarding:** INVEST will provide the successful offeror(s) with all necessary context, and work with the successful offeror(s) to develop the work plan.
- **Project Implementation:** The successful offeror(s) will implement the work as prescribed by the work plan(s). INVEST will provide management support and ensure periodic check-ins/reporting.
- **Ongoing Monitoring, Evaluation, and Learning:** INVEST will define indicators during the subcontracting process, collect and review M&E data from subcontractors for requisite reporting to USAID and will conduct data quality assessments as necessary.

QUALIFICATIONS:

The successful offeror will be required to demonstrate:

- Relevant qualification from a recognized tertiary institution and be a member of the American Society of Appraisers or an equivalent Appraisal Society.
- Relevant demonstrated sectoral experience in the telecommunication industry.
- Strong expertise and prior experience conducting share valuations for widely-held corporations and independent appraisals.
- Relevant experience in business appraisals for private non-listed companies and listed companies.