

	<b>CONTRACT NOTICE</b>	PUBLICATION DATE: 09/11/2023  INTERNAL REFERENCE: EDFIMC-SP-23-05-TA  RESPONSIBLE FOR THE PROCEDURE: Luc COOL
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International restricted procedure for the establishment  
of the  
“EDFI MC Technical Assistance Consultancy Cooperation Agreement”

### DESCRIPTION

The purpose of this contract notice is to establish a consultancy cooperation agreement (“Cooperation Agreement”) for a period of 48 months. The Cooperation Agreement is expected to be concluded with a single economic operator as a fee-based service contract.

#### 1. Purpose of the contract

EDFI Management Company (“EDFI MC”) is a limited liability company with a corporate purpose to deliver finance solutions that enable investors to invest more and in higher risk private sector projects in emerging and developing countries.

EDFI Management Company was established in 2016 by EDFI Association – the Association of European Development Finance Institutions – as a platform for financial cooperation with EU institutions. Today, the shareholders of EDFI MC Management Company are the EDFI Association together with 9 EDFIs.

The company structures its offering across three different product lines:

- a) Blended Finance Facility Management: provision of EU-funded equity and long-term debt financing for early-stage businesses.
- b) Financial Guarantee Facility Management: management of the use of EU financial guarantee programs.
- c) Co-financing Facility Management: coordination and administration of joint investments from EDFI MCs that invest alongside the European Investment Bank to deliver larger-scale projects.

The Blended Finance Facility Management comprises today 2 investment facilities, *ElectriFI* and *AgriFI*, focused on providing equity and debt financing to companies active respectively in renewable energy and sustainable agriculture sectors. Both *ElectriFI* and *AgriFI* facilities include a technical assistance (“TA”) budget aimed at strengthening EDFI

MC's clients' competencies and improving their economic, social, environmental, and developmental performance.

AgriFI is a EUR 120m impact investment facility funded by the European Union with a mandate to provide medium to long-term financing to private sector enterprises in developing countries and active in the agri-food value chain and forestry, with a focus on smallholder farmers. AgriFI provides equity and debt financing to impact funds, financial institutions enabling to improve smallholder farmers' access to finance, as well as high potential small and medium enterprises ("SMEs") with strong smallholder inclusiveness. The ticket sizes are 0.5mEUR minimum and 5mEUR maximum, with a tenor of 5 to 10+ years. AgriFI always aims to be additional to other market players and catalysing additional investors. To date, AgriFI has invested 37m Euro through 14 transactions and has reached some 150 thousand smallholder farmers.

EDFI MC intends to supplement its blended finance activities with a broad range of technical assistance and advisory service ("TA Services").

The objective of the TA Services is to improve the financial, environmental, and social performance of EDFI MC investees in the agricultural sector. The TA Services will be fully integrated into EDFI MC's core business and will complement EDFI MC investment strategy with a view to promote sustainable small-scale agriculture in developing countries.

The TA Services will be available pre- and post-investment to EDFI MC direct investees, as well as key stakeholders of the direct investees (in each case defined as a "Beneficiary"). The Beneficiaries of the EDFI MC TA are expected to be early stage and small companies, with local operational track record however lacking financial and operational means to scale.

EDFI MC seeks to work with a highly qualified consultant in TA ("TA Consultant") to deploy the TA to Beneficiaries mostly in the agri-sector, through a non-exclusive Cooperation Agreement. The intention for such Cooperation Agreement is to allow EDFI MC to rely on a trusted partner for a timely and efficient TA implementation whenever the need arises.

## **2. Description of the contract and scope of services**

The TA Services shall include advisor, assistance, and training services to be provided to existing or potential EDFI MC investee companies, mostly in the agricultural sector. The TA Services will include:

- Pre-investment stage project due diligence support;
- Post-investment assistance to projects in implementation phase;
- Knowledge sharing of successful business models and key lessons learned.

Upon request by EDFI MC, the TA Consultant shall assist EDFI MC and the Beneficiary in designing the exact TA support to be provided to a Beneficiary. The TA Consultant shall advise on the exact scope of TA in line with the desired objectives, propose relevant project milestones, budget, and a most suitable project expert team including people from its organization as well as by contracting external advisors, as need be.

Subject to EDFI MC acceptance of the proposal, the TA Consultant will execute the

project, including any reporting requirements. It is expected that the TA Consultant will perform the tasks in close cooperation with EDFI MC, and shall promptly report if any difficulties are met during a TA Project implementation. The ultimate duty of care of the TA Consultant will be towards EDFI MC.

All TA Consultant activities shall be coordinated by a core and in-house key expert team, who may draw on a wider network of knowledge partners and/or subcontractors as necessary for each TA Project (project experts team). Such project experts team shall have a sound technical understanding and experience in the relevant agri-investment / business field, localized knowledge and experience as per the relevant geography.

### **3. Procedure for implementing the cooperation agreement**

The Cooperation Agreement provides the general contractual conditions (legal, financial, technical, administrative, etc.) applicable during the entire period of validity of the Cooperation Agreement and governs the relations between EDFI MC and the TA Consultant.

Specific TA Projects will be contracted through specific technical assistance order forms ("Order Forms") which will be entered into between EDFI MC, the TA Consultant and the Beneficiary, and which will detail, among other things, the exact objective and scope of the relevant TA Project, budget, deliverables, payment milestones etc.

Attention is drawn to the fact that by concluding the Cooperation Agreement, EDFI MC does not undertake to establish exclusive relations with the contractor, nor to entrust it with a specific number of services or orders. The signing of the Cooperation Agreement does not entail any obligation to purchase by EDFI MC. Only its application through any Order Form is binding to EDFI MC.

### **4. Maximum budget**

Value excluding VAT: 4.000.000€

### **5. Duration of implementation of the contract**

The duration of the Cooperation Agreement is 48 months. A delivery of a TA Project can go beyond the period of validity of a Cooperation Agreement, as long as it was contracted before the end of the validity of the Cooperation Agreement.

## **CONDITIONS OF PARTICIPATION**

### **6. Eligibility and rules of origin**

All eligible natural and legal persons or groupings of such persons (consortia) may participate.

A consortium may be a permanent, legally established grouping or a grouping which has

been constituted informally for a specific procurement procedure. All partners of a consortium (i.e., the leader and all other partners) are jointly and severally liable to EDFI MC.

The participation or tender of an ineligible natural or legal person will result in the automatic exclusion of that person. In particular, if that ineligible person belongs to a consortium, the whole consortium will be excluded.

Participation in this Cooperation Agreement procurement procedure is open, on equal terms, to all natural and legal persons (participating either individually or in a grouping – consortium – of candidates/tenderers) which are established in one of the Member States of the European Union, ACP States or in a country or territory authorised by the ACP-EC Partnership Agreement under which the contract is financed<sup>1</sup>.

Participation in tenders is also open to international organizations (by nature regardless of where they are based). International organizations do not have any nationality. They are entities formed by at least two states and recognized as such by a third state. Their founding act defines them as not subject to the national laws of the country of their headquarters;

Applicants must indicate the state in which they are established and present the required proof under the law of that state.

The participation of an ineligible entity will result in the automatic elimination of the offer concerned.

## **7. Situations of exclusion**

Cannot participate in this call for tender, nor be awarded a contract, the entity which is in one of the following situations of exclusion:

- a) in a state of bankruptcy or subject to insolvency, liquidation, judicial settlement, cessation of activity, or its assets are administered by a liquidator or are placed under judicial administration, it has entered into composition, it is in a state of cessation of activities, or in any analogous situation resulting from a procedure of the same nature provided for by national law;
- b) it fails to comply with its obligations relating to the payment of taxes or social security contributions in accordance with applicable law;
- c) it has been established by a final judgment or a final administrative decision that it has committed serious professional misconduct by having violated the applicable legislative

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<sup>1</sup> Rules on nationality and origin for public procurement, grants and other award procedures financed under the ACP-EC Partnership Agreement, laid down in Annex IV to the latter Agreement as revised by Decision No 1/2014 of the ACP-EU Council of Ministers of 20 June 2014 (2014/428/EU)

or regulatory provisions or the ethical standards of the profession to which it belongs, or by having adopted wrongful conduct that affects his professional credibility, when such conduct indicates a wrongful intent or gross negligence, including in particular any of the following conduct:

- (i) fraudulent or negligent presentation of a false declaration in supplying the information required for the verification of the absence of grounds for exclusion or compliance with the eligibility or selection criteria or in the performance of a contract or a convention,
- (ii) entering into an agreement with other persons with a view to distorting competition;
- (iii) infringement of intellectual property rights,
- (iv) attempt to influence the decision-making process of EDFI MC during the award procedure,
- (v) attempt to obtain confidential information that could give him an unfair advantage in the award procedure;

(d) it has been established by a final judgment that the person is guilty of one of the following facts:

- i) fraud<sup>2</sup>,
- ii) corruption<sup>3</sup>,
- iii) behaviour linked to a criminal organization<sup>4</sup>,
- iv) money laundering or terrorist financing<sup>5</sup>,
- (v) terrorist offenses or offenses related to terrorist activities, as well as incitement to commit an offence, complicity or attempted offence<sup>6</sup>,
- (vi) child labour or other offenses related to human trafficking<sup>7</sup>;

(e) it has seriously breached essential obligations under any other contract or contract entered into with EDFI MC;

(f) it has been established by a final judgment or a final administrative decision that it has created an entity in a different jurisdiction with the intention of evading tax, social or any other legal obligations applicable in the territory where its registered office, central administration or principal place of business is located;

(g) it has been established by a final judgment or a final administrative decision that the person was created with the intention referred to in point (f).

Are therefore notably excluded from any participation, shell companies, entities guilty of fraud, corruption, linked to a criminal organization, money laundering or financing of

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<sup>2</sup> Article 3 of Directive (EU) 2017/1371

<sup>3</sup> Article 4(2) of Directive (EU) 2017/1371

<sup>4</sup> Article 2 of Council Decision 2008/841/JAI

<sup>5</sup> Article 1(3), (4) and (5) of Directive (EU) 2015/849

<sup>6</sup> Articles 3 and 14 and title III of Directive (UE) 2017/541

<sup>7</sup> Article 2 of Directive 2011/36/UE

terrorism, having been declared guilty of a terrorist offense, or guilty of trafficking in human beings.

EDFI MC will also exclude any company:

- when a natural or legal person who is a member of the administrative, management or supervisory body of the said company or who has powers of representation, decision or control with regard to this company or a beneficiary workforce of the company is in one of the situations referred to in points c) (serious professional misconduct), d) (fraud, corruption or other criminal offence), e) (serious breaches in the performance of a contract), f) (creation of an entity with the intention of avoiding legal obligations) or g) (person created with the intention of avoiding its legal obligations);

- when a natural or legal person who is liable indefinitely for the debts of the said company is in one of the situations referred to in point a) (bankruptcy) or b) (non-compliance with obligations to pay taxes or social security contributions).

In all cases, the candidate/tenderer must sign a sworn statement stating that it is not in one of the categories mentioned above and send the information to EDFI MC at the latest during the evaluation procedure (tender phase) and in any case before making the award decision. EDFI MC will ensure the reliability of the documentary evidence on compliance with the exclusion and selection criteria presented by the pre-selected tenderer, and members of the consortium.

As regards the payment of taxes and social security contributions, a recent certificate issued by the competent authority of the State concerned may be considered sufficient.

With regard to the creation of an entity with a view to evading tax, social or other legal obligations, EDFI MC may accept as sufficient proof the production of a recent extract from the criminal record or, failing that, an equivalent document issued by a judicial or administrative authority of the country of establishment, demonstrating that these requirements are met.

Finally, please note that candidates included in the lists of EU restrictive measures (see <https://www.sanctionsmap.eu/#/main>) at the moment of the award decision cannot be awarded the contract.

## **8. Candidatures**

A legal entity may not submit more than one tender proposal, regardless of the form of its participation (as an individual legal entity or as leader or member of a consortium submitting a tender). In the event that a legal person submits more than one bid, all the bids in which this person participates will be eliminated.

On the basis of the request to participate received, between 4 and 8 candidates will be invited to submit detailed tenders for this contract. If the number of eligible candidates meeting the selection criteria is less than the minimum of 4, EDFI MC may invite the candidates who satisfy the criteria to submit a tender. If the number of eligible candidates meeting the selection criteria is more than the maximum allowed, EDFI MC will rank them using the re-examination criteria stated below.

Any tenders received from tenderers having a different composition than the ones mentioned in the short-listed request to participate forms will be excluded from this restricted tender procedure, unless prior approval from EDFI MC has been obtained. Short-listed candidates may not form alliances or subcontract to each other.

## **9. Subcontracting**

Sub-contracting is allowed. Tenderers must indicate in their offer the part (if any) of the contract that they will subcontract to third parties, as well as the identity and availability of the chosen subcontractor(s).

After the conclusion of the Cooperation Agreement, the contractor must not subcontract to third parties not identified as potential subcontractors in the offer without prior written authorization from EDFI MC. The eligibility rules are also applicable to any subcontractors. The contracting party must not have the contract performed de facto by third parties.

Subcontracting is subject to prior agreement when the service is requested.

## SELECTION CRITERIA

### **10. Selection criteria**

The following selection criteria will be applied to candidates. In the case of requests to participate submitted by a consortium, these selection criteria will be applied to the consortium as a whole if not specified otherwise. The selection criteria will not be applied to natural persons and single-member companies when they are sub-contractors.

The technical and professional capacity of economic operators will be justified on the basis of:

- a description of the technical means available to the tendering company to carry out the deliveries of the supplies covered by the contract, in particular in-house expert teams as well as the scope of the available expert networks;
- the declaration indicating the average annual manpower over the last three years of staff;
- the number of years of experience of the supervisory/key management staff;
- a list of the main TA projects deliveries, carried out over the last three years, indicating the key projects' objective, the budget, the type of client and the ultimate beneficiary if different from the client, the dates, places and the language(s) of delivery.

It should be noted that any false statement found after the award of the contract would lead to the cancellation of the said contract. The candidate shall not use previous experience which caused breach of contract and termination by a contracting authority as a reference for selection criteria.

EDFI MC may conclude that the economic operators will not ensure an appropriate level of quality in the execution of the contract if it establishes that these operators are in a situation of conflict of interest which could have a negative impact on the execution of the contract.

1) Economic and financial capacity of the candidate

The candidate must have sufficient economic and financial capacity to enable it to perform the contract in compliance with the contractual provisions. Please note that in case the tenderer is a public body, equivalent information should be provided.

For the contract covered by this call for tenders, EDFI MC requires tenderers (for avoidance of doubt the elements above apply to each member of the consortium but do not apply to subcontractors) to have a minimum financial and economic capacity which will be assessed on the basis of the following elements:

- an average annual turnover equal to or greater than 1.000.000 euros, over the last three financial years, and
- current ratio (current assets/current liabilities) in the last year for which accounts have been closed must be at least 1. In case of a consortium this criterion must be fulfilled by each member.

This capacity will be assessed on the basis of:

- a copy of the balance sheets, income statements and cash flow statements (if available) for the last 3 financial years.

At all times throughout the tender EDFI MC may require the candidates to submit a copy of the report of the Board of Directors and/or of the external auditors, if available, relating to these financial years. If, for a justified reason, supported by supporting documents, the candidate is unable to provide them, it must attach a sworn statement specifying the annual result after tax for the last 3 financial years.

2) Professional capacity of the candidate

The technical and professional capacity of the candidates is evaluated and verified in the procedures for awarding public contracts having as their object the provision of services, taking into account, in particular, their know-how, their efficiency, their experience and their reliability. EDFI MC verifies whether the entities whose capacities the economic operator intends to use and the subcontractors envisaged, when subcontracting represents a significant part of the contract, meet the applicable selection criteria.

- For the contract covered by this call for tenders, EDFI MC requires tenderers to demonstrate a minimum level of capacity consisting of sufficient human and technical resources to carry out the TA Services:

- a) at least 12 staff currently work for the candidate in the fields related to this contract, and



b) out of these 12 staff, minimum 5 should be permanently employed.

3) Technical capacity of the candidate

The tenderer has obtained good results, during the last three years, for at least two projects with a budget not less than EUR 1 000 000 each, in fields and geographies related to this contract. These projects should demonstrate the tenderer's:

- experience in designing and managing technical assistance programmes in the sphere of agriculture and agri-business, and/or
- experience working with smallholder farmers and related organisations;
- experience working in developing countries, in particular in Sub-Saharan Africa and/or South East Asia, and/or
- access to a network of experienced experts including national and regional expertise in the countries of interest for AgriFI, and/or
- experience working with or reporting to international donors, development finance institutions and/or the European Commission;

Fluency in English is required as the main operational language, other languages are a plus.

### **11. Re-examination criteria**

If more than 8 eligible candidates meet the above selection criteria, the relative strengths and weaknesses of the request to participate of these candidates must be re-examined in order to rank them and identify the 8 best requests to participate for the tender procedure. The additional comparative criterion that which will be taken into consideration during this re-examination is the highest number of projects that meet the technical capacity of the candidate criterion 3 above;

### **12. Award criteria for the tender phase**

Based on their capacity assessment, selected candidates will be invited to submit an offer (tender phase).

The contract will be awarded to the tenderer who has presented the economically most advantageous tender, which will be determined according to the technical quality of the tender and the price offered, in accordance with the method of calculation indicated in the tender specifications to be sent to the shortlisted candidates.

EDFI MC reserves the right to refuse abnormally expensive or low offers.

## PARTICIPATION

### 13. Requests to participate format and information to be provided

Requests to participate must be submitted using the request to **Candidature Submission Form**, the format and instructions of which must be strictly observed. The request to participate form is annexed to this contract notice.

The request to participate must be accompanied by:

- a **declaration on honor relating to the exclusion and selection criteria**, as per the template provided, to be completed and signed by the candidate and each legal entity as may part of a consortium;
- a **proof of registration** (status) in the appropriate professional or commercial register in the country of establishment of the candidate / lead candidate;
- a **copy of the balance sheets, income statements and cash flow statements** (if available) for the last 3 financial years.

Any documentation (brochure, letter, etc.) sent with a request to participate in addition to what has been requested will not be taken into consideration.

### 14. How requests to participate may be submitted

Requests to participate must be submitted in English exclusively to EDFI MC by secure e-mail at the following address: [procurement@edfimc.eu](mailto:procurement@edfimc.eu).

The maximum email size is 100MB. The request to participate can be sent in multiple e-mails. Requests to participate submitted by any other means will not be considered.

Candidates are requested to include the following information in the subject of the e-mail: “[Name of the candidate or consortium lead member]\_Candidature Form\_[e-mail number]/[total number of e-mails sent as part of this request to participate]”.

The contract title and publication reference must be clearly marked on the e-mail containing the request to participate and must always be mentioned in all subsequent correspondence with EDFI MC.

### 15. Timeline and deadline for submission of requests to participate

**Deadline for submission of requests to participate:**

**Date: 26 December 2023.**

**Local Time (Brussels Belgium GMT+01): 23:59**

Any request to participate sent to EDFI MC after this deadline will not be considered. EDFI MC may, for reasons of administrative efficiency, reject any request for participation

submitted on time but received, for any reason beyond the EDFI MC's control, after the effective date of approval of the short-list report, if accepting requests to participate that were submitted on time but arrived late would considerably delay the evaluation procedure or jeopardise decisions already taken and notified.

The deadline for receipt of tenders (second phase) will be communicated later in the letter of invitation to tender sent to the selected candidates (maximum of 8).

The award of the Cooperation Agreement is scheduled for around April - May 2024 and the signature of the agreement is scheduled for around May 2024. The start of performance of the agreement is scheduled for around May 2024.

## **16. Clarifications on the contract notice**

Any request for clarifications must be made in writing through at the following email address: [a.utuje@edfimc.eu](mailto:a.utuje@edfimc.eu).

Clarifications will be published on AgriFI website (<https://www.agrifi.eu/tender-for-edfimc-technical-assistance-consultancy-cooperation-agreement>, same page as for the contract notice). The website will be updated regularly, and it is the candidates' responsibility to check for updates and modifications during the submission period.

## **17. Outcome of the evaluation**

By submitting a request to participate candidates accept to receive notification of the outcome of the procedure by electronic means. Such notification shall be deemed to have been received on the date upon which EDFI MC sends it to the electronic address referred to in the request to participate form.

## **18. Alteration or withdrawal of requests to participate.**

Candidates may alter or withdraw their requests to participate by written notification prior to the deadline for submission of requests to participate. No requests to participate may be altered after this deadline.

Any such notification of alteration or withdrawal shall be prepared and submitted in accordance with precedent item. The e-mail subject must include the mention 'Alteration' or 'Withdrawal' as appropriate.

## **19. Protection of personal data**

The follow-up of any response to the procurement procedure will entail the recording and processing of personal data contained in the tenderer's offer (examples: name, address, telephone or fax number, e-mail address, legal regime of the tenderer, etc.).

All this data will be processed by EDFI MC in accordance with the requirements of Regulation (EU) 2016/679 of April 27, 2016 and Law No. 78-17 of January 6, 1978.

## **20. Legal basis of the procedure**

This procurement procedure is governed by the provisions on Cooperation Agreement Guidelines as published as part of the tender documents.