



Ministry of Finance
Republic of Maldives

Terms of Reference (ToR)

for

**DEVELOPMENT OF A JUNIOR COLLEGE WITH
STUDENT ACCOMMODATION AT
N.KENDHIKULHUDHOO UNDER DESIGN,
BUILD, FINANCE AND OPERATE (DBFO) PUBLIC
PRIVATE PARTNERSHIP MODEL**

TES/2021/W-094

Issued by:
National Tender
Ministry of Finance
Republic of Maldives

Section 1 – Request for Expression of Interest

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Ministry of Finance
Male', Maldives

Reference Number: (IUL)13-K/13/2021/131

REQUEST FOR EXPRESSION OF INTEREST

1. The Ministry of Finance (MoF) on behalf of Ministry of Higher Education invites interested proponents to indicate their interest for the following works under Design, Build, Finance and Operate (DBFO) Public Private Partnership Model.

Procurement Number	Procurement Name
TES/2021/W-094	Development of a Junior College with Student Accommodation at N.kendhikulhudhoo under Design, Build, Finance and Operate (DBFO) Public Private Partnership Model
TES/2021/W-095	Development of a Junior College with Student Accommodation at Ha.Dhidhdhoo under Design, Build, Finance and Operate (DBFO) Public Private Partnership Model

2. A more detailed Terms of Reference (TOR) for the Projects will be available on the Ministry's website www.finance.gov.mv from **25th April 2021**. Interested proponents may obtain further information by writing to the address below. It is the proponent's responsibility to verify the website for the latest information related to this Request for Expression of Interest.
3. The Employer will prepare a short list of proponents based on the Expression of Interest (EOI)'s and detailed Request for Proposal (RFP) will be released to the shortlisted parties.
4. The Expression of Interest (EOI) must be delivered to the address below (in person, or by mail, or by e-mail) by **1400 hours local time on 24th May 2021**.
5. Proponents may obtain further information from the following address:
National Tender,
Ministry of Finance,
Ameenee Magu, Malé, Maldives,
Tel: (960) 3349102, (960)3349147
E-Mail: ibrahim.aflah@finance.gov.mv
Copy to: tender@finance.gov.mv

1. Section 2– Specific Information

1. Introduction:

The Ministry of Finance (MoF) on behalf of Ministry of Higher Education invites interested proponents to indicate their interest for the Development of a Junior College with Student Accommodation at N.kendhikulhudhoo under Design, Build, Finance and Operate (DBFO) Public Private Partnership Model.

This announcement outlines the objectives of issuing this Request for Expression of Interest (REOI) and the process for review and evaluation of applications received under this announcement.

2. Scope of the Project:

Terms of Reference (TOR) for the Projects will be available on the Ministry's website www.finance.gov.mv from **25th April 2021**. Interested proponents may obtain further information by writing to the address below. It is the proponent's responsibility to verify the website for the latest information related to this Request for Expression of Interest

3. Purpose and Process of REOI

The purpose of issuing the REOI is to gauge the interest of the private sector in the development of the project outlined herein through applicant's private financing without any recourse to the government, and obtain information on indicative terms at which interested applicants may be open to carry out the project under DBFO PPP model.

Ministry of Finance will review the submissions received under this REOI and shortlist parties with demonstrated financial and technical capacity based on the Eligibility Criteria stipulated in Clause 4.

Ministry of Finance may approach applicants during the review stages for clarification or queries. All such communication will be in written form.

Ministry of Finance will depend on documentation submitted, in reviewing and shortlisting of applicants. It is the responsibility of the applicant to submit all the necessary information and documentation noted in this REOI.

The submissions received under this REOI may be used by the Ministry to gauge the level of private sector interest in delivery of the project under a DBO PPP structure.

Only those applicants who have submitted an EOI and are shortlisted as per the provisions of this announcement shall be allowed to participate in any subsequent stages of the project as decided by the Ministry, and shall be as per the terms and conditions that may be specified in such Request for Proposal document

MoF reserves the right to accept or reject any or all EOIs without assigning any reason thereto.

4. Eligibility Criteria

These criteria comprise general criteria related to:

- ✓ Legal Exclusion Criteria (based on Form I)
 - ✓ Financial Minimum Criteria (Form II), and
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- ✓ Technical & Operational Minimum Criteria (Form III).

4.1 Legal exclusion criteria

- Bidders (either single bidders or all consortium members) must not be in bankruptcy or liquidation proceedings.
 - Neither the Bidder, nor any connected person, has been convicted of fraud, corruption, collusion, or money laundering, or for a criminal act involving dishonesty, physical violence or harm to human life, nor is the subject to credible and/or persistent allegations related to, or is under investigation for, such criminal activities.
 - There exists no conflict of interest or potential conflict of interest arising from prior or existing contracts, agreements or relationships which affects or could affect its or (upon formation) the Concessionaire's (as applicable) potential involvement in the Project, including any conflict of interest or potential conflict of interest which arises from a relationship between:
 - it or its directors, employees, consultants or advisers, and
 - any Government Ministry, department, agency or body or their officials or employees which has or have direct or indirect influence in the scope or manner of execution of the Project, or the conduct of the EOI Process,
 - where such a relationship can give rise to reasonable concerns about the impartiality (in relation to it) of the EOI process.
 - The Bidder has no tax liabilities or liabilities in respect of judgements awarded by any court or similar proceedings in the period of three years prior to the date of the REOI, save in each case to the extent that such liabilities are the subject of bona fide disputes for which it has made a suitable accounting provision for such liabilities in accordance with applicable accounting regulations.
 - Neither the Bidder, nor any connected person, has previously been barred from participation in a bid or other public procurement process in Maldives or has any contract terminated by any public entity or authority inside or outside of Maldives for breach by such Prospective Bidder or Consortium Member.
 - Neither the Bidder nor any connected person is:
 - debarred from financing by any multilateral development bank that is party to the Agreement on Mutual Enforcement of Debarment Decision of 9 April 2010 (www.crossdebarment.org) for the activities required to carry out the obligations of the Concessionaire and to build and operate the Project; or
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- listed on any financial sanctions lists promulgated by the UN Security Council or its Committees pursuant to any resolution under Chapter VII of the Charter of the United Nations; or
- engaged in operations (directly or through any subsidiary) or transactions that are not in compliance with the sanctions promulgated by the UN Security Council or its Committees pursuant to any resolution under Chapter VII of the Charter of the United Nations or national sanctions in Maldives.

4.2 Financial minimum criteria

Bidders must show that they have sufficient financial capacity to attract the required funding for the investments in the Development and operation of Junior College. Bidders must therefore submit the most recent consolidated financial statement(s). A Bidder is deemed to have sufficient financial capacity, when the following criteria are met:

- (1) Solvency after investment exceeds [0.2], as calculated by the following formula:

$$\text{Financial Minimum Criteria} = \frac{\text{Total Equity}}{(\text{Total Assets} + 6.16 \text{ USD})} > [0.2]^1$$

- (2) The profit, EBITDA and operational free cash flow of the last three years were positive².

Further, the Bidders must declare, that since the publishing of the latest financial statement, the Bidder' situation has not materially changed, such that the criteria will not be met in the financial statements of the current and subsequent financial years.

Finally, the Bidder must declare that the Bidder has, to date, not engaged in commitments to the extent to which such commitments might affect the Bidder's ability to finance or complete the Project. In case of a Consortium, the Consortium Members shall collectively satisfy the financial minimum criteria.

¹ Both Total Equity and Total Asset will be expressed in USD, using the IMF Historic Exchange Rate for the relevant currency, as of the date of publication of the financial statement. The relevant exchange rates may be found through : [Exchange Rate Archives by Month \(imf.org\)](#)

² MoHE reserves the right to admit Bidders that can provide a convincing explanation for a negative profit, EBITDA or operational free cashflow.

4.3 Technical & Operational minimum criteria

The evaluation of the Bidders' EOI will be carried out based on the Bidders' operating experience in the education sector and campus/institute infrastructure development. Amongst others, the Evaluation will consider:

- Bidder's Portfolio (past experience (number of years) in the operation of HEI's and locations)
- Individual HEI capacity and throughput (number of students enrolled at a given time at a single HEI)
- Total Educational Institute portfolio throughput (total number of students graduated/completed their programs)
- College/University infrastructure developed: The Bidder was responsible for the development of campus infrastructure design (architectural/structural works), building process from scratch till finishing, installation of necessary equipment, tools etc.)

Bidders must demonstrate sufficient technical and operational experience as below

□ Technical Experience:

- The Prospective Bidder (in case of a Consortium, the Consortium Members shall collectively) shall have at least successfully commissioned (or supervised the commissioning of) **construction related** 2 projects over the last ten (10) years each with a value of at least MVR 30 Million in compliance with Good conduct and regulatory Practice

□ Operational Experience:

- The Lead Member shall currently operate in compliance with Good International Industry Practice and has operated for a minimum of one (1) previous consecutive years: at least 1 educational institute with a minimum of 100 candidates.

□

5. Submission Requirements

The EOI submitted shall consist of the following:

1. Name, title address and telephone number of the Investor or Principal who will serve as the Lead Member for this project.
 2. Details of the individual firm, company or consortium, including company profile, expertise and resource capacity.
 3. Documents confirming the eligibility of the Bidder, including but not limited to Form I, Form II and Form III.
 4. Copies of Annual Audited Financial Accounts of the applicant for the latest three financial years (stamped by the Company).
 5. Brief background and profiles of previous similar projects undertaken.
 6. Detailed information the applicant desires to submit to emphasize the strength on investing and delivering the project.
 7. Indicative terms on which the applicant proposes to carry out the project. These may include, but is not limited to the following:
 - a) Development and or operation of an education institutes
 - b) Development and operational right of other commercial or economic activities at the identified location (To indicate details inclusive of any concessionary terms sought on such right for development and operation).
 - c) Any other terms proposed by the applicant.
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Any clarifications to the REOI may be sent to below given mail addresses **on or before May 15, 2021** at **1200 hours**. The Ministry will provide written responses to all of the queries submitted by interested parties on or prior to the deadline for submission of queries.

Ms. Fathimath Rishfa Ahmed
Procurement Executive,
National Tender,
Ministry of Finance,
Ameenee Magu, Malé, Maldives,
Tel: (960) 3349102, (960)3349147
E-Mail: ibrahim.aflah@finance.gov.mv
Copy to: tender@finance.gov.mv

Expressions of Interest must be delivered in a written form to the above address (in person, or by mail, or by e-mail) by **1400 hours Maldivian time on May 24th 2021**. The EOI should contain at least the information specified in this REOI and Terms of Reference.

Annex I –List of Definitions

Bidder	An entity, or a Consortium of entities ultimately with the objective of obtaining the Concession Agreement for the Junior College
Design-build-finance-operate-maintain (DBFO)	Design-build-finance-operate-maintain means a project delivery method in which a Public Body enters into a single contract for design, construction, finance, maintenance and operation of a Public-Private Facility over a contractually defined term. No public funds shall be appropriated to pay for any part of the services provided by the Concessionaire during the Agreement period except as provided in the Request for Proposals and Public-Private Agreement.
Concession	The Concession granted by the Contracting Authority to the Project Company in accordance with the provisions of the Concession Agreement for implementing the Project.
Concession Term	The period during which the Concession Agreement is in force
Consortium	Two or more separate legal entities who formally join for the purpose of submitting a Proposal for the Transaction, each of whom is jointly and severally responsible for performing the obligations under the Concession Agreement.
Draft Concession Agreement	The version of the Concession Agreement on which the Prospective Bidder is allowed to submit comments
Form	Any form attached in Annex III of the REOI that must be submitted by the Prospective Bidder as an integral part of the EOI.
Junior College	The concession area, including the campus and service areas, comprising library, class rooms, auditorium, sports center, ICT Lab, Student Service Center, Training Centers and Laboratories. The concession area is to be developed and operated by the Project Company in N.Kendhikulhudhoo Maldives, as defined in of a Junior College with Student Accommodation at N.kendhikulhudhoo under Design, Build, Finance and Operate (DBFO) Public Private Partnership Model Agreement.
Lead Member	Entity which, pursuant to any applicable law, legally and fully represents and irrevocably binds all Consortium members in all matters connected with the Tender Procedure and any related transactions between Parties. The Lead Member of the Consortium has at least 51% of shares in the consortium joint venture and shall assume responsibility for the operation of the Junior College, N.Kendhikulhudhoo
MoHE	Ministry of Higher Education that is responsible for overseeing the implementation of the policies related to higher education.
Project Information Memorandum (PIM)	The document issued by MoHE during the REOI Phase, providing Bidders with information on this Tender Procedure and the Transaction.
Project Company	The legal entity which obtained the right to of a Junior College with Student Accommodation at N.kendhikulhudhoo under Design, Build, Finance and Operate (DBFO) Public Private Partnership Model, Maldives regulated by the Concession Agreement.
EOI	The entire set of documents submitted by the Prospective Bidder in response to the Request for Expression of Interest.
EOI Phase	The phase in the Tender Procedure during which Prospective Bidders can submit an EOI.
Request For Expression of Interest(REOI)	The announcement made by the Ministry of Finance inviting interested proponents to indicate their interest for the of a Junior College with Student Accommodation at N.kendhikulhudhoo under Design, Build, Finance and Operate (DBFO) Public Private Partnership Model.
Request For Proposal (RFP)	The document issued by Ministry of Finance and supplied to shortlisted Bidders to submit a Proposal for the Transaction.

Transaction	The process leading to the execution of the Concession Agreement of the Junior College at N.Kendhikulhudhoo, Maldives by the Project Company as constituted in the Concession Agreement.
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Annex II - Forms

Form I : Exclusion Criteria / Process Statement

The Process Statement is a declaration dictated by the MoHE, which every Bidder must sign and submit, together with the EOI. The process statement contains various declarations by the Bidder, which relate to the process but which are not relevant to the assessment of the Bidder's EOI. However, the Bidder fail to produce a process statement or make changes to it, this could result in exclusion.

1 Bankruptcy, moratorium, merger, take-over and other 'change of control'

- 1.1 The Bidder agrees to notify the MoHE at the earliest of any changes in the enterprise which are relevant to its continued existence. This involves , at all events, filing for bankruptcy or moratorium, declaration of bankruptcy or moratorium, a merger, take-over (both taking over and being taken over) and other changes of control.

- 1.2 The Bidder agrees that MoHE may exclude him from the Tender Procedure if drastic changes occur in the Bidder's enterprise. The Bidder agrees that the agreement made between the Bidder and MoHE will, in such a case, be transferred to the Bidder Enterprise on completion of the merger, the take-over or other change of control. This decision is at the discretion of the MoHE.

2 In earnest and in good faith

- 2.1 The Bidder declares that he will take part in the Tender Procedure in earnest and in good faith and thereby adhere closely to the rules and requirements prescribed by the MoHE.

3 Terms and Conditions

- 3.1 The Bidder accepts irrevocably the terms and conditions of the Request for Expression of Interest without reserves.

4 General Provisions

- 4.1 The words and terms starting with a capital letter are definitions. The definitions in this statement have the same meaning as in the Request for Expression of Interest.
- 4.2 This statement is subject to Maldivian law. Maldivian Courts shall have the exclusive jurisdiction to settle all disputes arising out of or in connection with this statement.

5 Other Statement by the Bidder

I, the undersigned, authorized to sign on behalf of [Insert Bidder's Name here] having its principal offices at [insert address here] and registration number [registration number here], declare that the Bidder

- 5.1 Has not been found guilty of an offence which raises doubts about the professional integrity of the Bidder, its shareholders, or member(s).
 - 5.2 Has met its obligations with regards to the payment of social security contributions or taxes, in accordance with the legal requirements in the country in which it is established; and
 - 5.3 Has not been guilty of making false statements in the provision of information, including statements made for the purpose of application and the information submitted on the basis thereof.
 - 5.4 Has not been found guilty or suspected or investigated for engaging in any money laundering, corruption or bribery activities by any competent body in its jurisdiction.
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5.5 Has only provided information and material in this EOI which is true, accurate and complete

5.6 Accepts irrevocably the terms and conditions of this Request for Expression of Interest without reserves.

The Bidder accepts to provide evidence if MoHE would so request to support this declaration and the Bidder shall inform MoHE immediately if any circumstances occur that cause this declaration to cease its validity during the Tender Procedure.

As drawn up in accordance with the truth and signed

Bidder:

Signed Authorized Representative:

Position:

Date:

Place:

:

Form II : Financial Minimum Criteria

The undersigned declares on the basis of the enclosed consolidated audited financial statement(s), that the Bidder has the financial capacity to conduct the investments for Junior College (H.A Dhidhdhoo, Maldives). This declaration is sustained by:

The result of the following formula, which shows that solvency after investment exceeds [0.2]:

$$\frac{[\text{Fill in Total Equity}]}{([\text{Fill in Total Assets}] + 3.08 \text{ million USD})} = [\text{Fill in result}]$$

The profit, EBITDA and operational free cash flow of the last three years were positive⁴.

Further, the undersigned declares that since the publishing of the latest financial statement, the Bidder's situation have not materially changed, such that the criteria will not be met in the financial statements of the current and subsequent financial years.

Finally, the undersigned declares that the Bidder has, to date, not engaged in commitments to the extent to which such commitments might affect the Bidder's ability to finance or complete the project.

The audited financial statements of the three most recent financial years have been enclosed for your convenience.

Signed [place],[date]

Name of Authorized Representative: [name]

Signature of Authorized Representative: [signature]

³ Both Total Equity and Total Assets will be expressed in USD, using the IMF Historic Exchange Rate for the relevant currency, as of the date of publication of the financial statement. The relevant exchange rates may be found through: [Exchange Rate Archives by Month \(imf.org\)](#)

⁴ MoF reserves the right to admit Candidates that can provide a convincing explanation for a negative profit, EBITDA or operational free cashflow.

Form III Technical and Operational Minimum Criteria – Project Experience

Bidders must show a proven track record of their relevant experience in developing and or operating Educational institutes. The Bidders are requested to fill in Form III for all the Bidder's institutes in its portfolio. For avoidance of doubt, a separate form should be filled per each Educational Institute.

Name of the Bidder or Consortium Member
Name of reference project/Educational Institute

Country

Referee

(independent person who may be contacted By MoHE Address to verify the information provided, e.g.: Institute)

Name of organization

Name of the contact Person

Telephone Number

Email

[Fill in the year of commencement of operations]

[Fill in the Capital Expenditure for the Project]

Year of commencement of project

Project CAPEX (USD)

Description of technical specifications of Institute(s)

[Use a maximum of 200 words to describe the educational institute, services, area covered, capacity total investments etc]

Institute throughputs (no.of students per year)

Other services / business areas in institutes

Bidder's responsibilities in Institutes

2017

2018

2019

[Maximum 100 words, identifying the responsibilities whether it involves development and operations etc

Shareholding Structure (% per shareholder)

[Maximum 100 words]
