**Concession of Lagos International Trade and Fair Complex (LITFC)**

**Prepared for:**

Bureau of Public Enterprises (BPE)

**Prepared by:**

Arif Mohiuddin

**Disclaimer**

Please note that this is not an invitation to tender. BPE shall not be responsible for the cost of any submission. All submissions shall be at the cost of the Bidders.

BPE reserves the right, at its sole discretion, to discontinue, modify, delay or accelerate the divestment process or the structure and terms of the transaction at any time prior to the signing of definitive agreements, as well as to withdraw the assets from consideration and/or to reject any proposal from a Bidder for any reason whatsoever or for no reason.

All contact should be made through the below mentioned representatives of BPE.

**Contact List**

|  |
| --- |
| **Bureau of Public Enterprises** |
| Director GeneralBureau of Public Enterprises11 Osun Crescent, Off IBB WayMaitama, Abuja - Nigeria **Attention: Mr. Yunana J. Malo**Director, Industry & ServicesTel: 234-9-4604477Email**:** YMalo@bpe.gov.ng |

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**Acronyms/Abbreviations**

|  |  |
| --- | --- |
| BPE | Bureau of Public Enterprises  |
| EOI | Expression of Interest |
| FGN | Federal Government of Nigeria |
| RFP | Request for Proposals |
| USD | United States Dollar |

**Definitions**

**“Affiliate”** means, in relation to any person, any other person directly or indirectly controlled by, or controlling of, or under common control with, that person and, in the case of a trust, any trustee or beneficiary (actual or potential) of that trust and, in the case of an individual, any person connected with him.

**“Aggregate Eligible Net Worth”** means the aggregate Tangible Net Worth of all Equity

Participating Members with equity commitments of 5% or more in a Bidder.

**“Audited Financial Report”** means statements of the performance of a company expressed in financial terms prepared and audited on an annual basis by a party qualified to undertake such work in the company’s country of incorporation and containing a profit and loss account, balance sheet, statement of cash flow and a statement from the auditor stating that the report represents a full and fair view of the operating and financial performance of the company for the period under review and its financial condition as at the date to which the accounts were prepared.

**“Authorised Representative”** means the party or parties authorised by the Bidder to sign the

Pre-Qualification Proposal Submission Letter on behalf of the Bidder.

**“Bidder”** means the firm, joint venture or consortium, who submits a bid pursuant to and in compliance with the terms of this document.

**"Bidder's Information and Qualifications"** has the meaning defined in Section 1.3.4.

**“Consortium Agreement”** means the agreement that sets out the identification and roles and responsibilities of the members of a Bidder where the Bidder is a partnership, joint venture or consortium.

**“Equity Participating Member”** means a member of a Bidder that has an equity participation in that Bidder.

**“Equity Participation Financial Threshold”** means the amount of Aggregate Eligible Net Worth required from a Bidder to allow it to bid for the concession of LITFC, as described in Section

1.1.3.

**“Executive Summary”** means a summary of the Pre-Qualification Document submitted by the

Bidder in response to this request for Expressions of Interest.

**“Financially Competent”** means that a Bidder meets or exceeds the Equity Participation

Financial Threshold, as described in Section 1.1.3.

**“Good Industry Practice”** means standards, practices, methods and procedures conforming to safety and legal requirements which are attained by exercising the degree of skill and care, diligence, prudence and foresight which would reasonably and ordinarily be expected from a skilled and experienced person or body engaged in a similar type of undertaking under the same or similar circumstances.

**“Partner”** means a person that is a member of a Bidder other than an Equity Participating

Member.

**“Pre-Qualification Document”** has the meaning defined in Section 1.3 of this document.

**“Pre-Qualification Proposal Submission Letter”** has the meaning described in Section 1.3.1.

**“Signature Authority**” has the meaning defined in Section 1.3.2.

“**Subsidiary**” means, in relation to a company, any other company that is a member of it and controls the composition of its board of directors; or holds more than half in nominal value of its equity share capital; or the first-mentioned company is subsidiary of any company which is that other's subsidiary. For the purposes of this definition, the composition of the board of directors of a company shall be deemed to be controlled by another company if that other company by the exercise of some power, without the consent or concurrence of any other person, can appoint or remove majority of the directors.

**“Tangible Net Worth”** has the meaning defined in Form - 7.

Instructions for Pre-Qualification Document

1

**1.1 Pre-Qualification Criteria**

All of the pre-qualification applications shall be subjected to technical and financial suitability criteria. Only the Bidders meeting the requirement of the technical as well as financial criteria specified herein shall be short-listed and allowed to participate further in the bid process. This is to ensure the success of the transaction. It is the intention that a transparent and level playing field is provided by short-listing only suitably qualified Bidders.

Each Bidder must be or contain at least one member (owning equal to or more than 5% equity interest) having experience in development and/or management of facility in the hospitality and service sector e.g. 3-star hotel, construction of multi-purpose event centre/parks, shopping malls etc.

The second important requirement is that Bidders must be able to demonstrate financial strength and stability.

All of the documents submitted by the Bidders will be tested against the following criteria.

**1.1.1 Responsiveness and Completeness**

It is required that the Bidder provides the information consistent with the instructions and requirements set out in this document. All forms should be complete, accurate and clearly filled (typed). All the supporting documents must be provided as instructed. Hand-filled forms will not be accepted. It is pointed out that the information listed in the forms will form the basis of the evaluation exercise and should be supported with adequate evidence such as Audited Financial Reports and any other documents as appropriate. The documents listed herein are the minimum requirements and it is up to the Bidders to identify and provide any additional documents in support of their statements and experience. Incomplete Pre-Qualification Documents shall be rejected.

**1.1.2 Technical Competence**

When the Bidder is not a single company, a signed Consortium Agreement that clearly identifies the roles and responsibilities of the Bidder members will be required. As stated above, at least one member of each Bidder (owning equal to or more than 5% equity interest) should have at least three (three) year experience in development and/or management of facility(ies) in the hospitality and service sector e.g. 3-star hotel, construction of multi-purpose event centre/parks, shopping malls etc. with a total aggregate asset value of at least USD 50 (fifty) million or USD 30 (thirty) million in revenue during each of the last three years.

The referenced project must be operational at the time of submission and have been in operation for at least three years prior to the submission date.

**1.1.3 Financial Competence**

For each Bidder the equity interest in a transaction should come from member(s) whose Aggregate Eligible Net Worth meets or exceeds the defined Equity Participation Financial Threshold illustrated in the table below.

The Aggregate Eligible Net Worth for each Bidder is calculated as the sum of the Tangible Net Worth for each Equity Participating Member with an equity stake of 5% or higher in the Bidder. The Aggregate Eligible Net Worth of the Bidder must meet or exceed the specified minimum Equity Participation Financial Threshold as set out in the following table:

**Figure 1-1 Equity Participation Threshold**

|  |  |
| --- | --- |
| **Facility** | **Equity Participation Financial Threshold (USD millions)** |
| LITFC | 20.0 |

The following example illustrates the calculation of the Aggregate Eligible Net Worth requirement for a Bidder comprising four Equity Participating Members:

**Figure 1-2 Sample Calculation of Aggregate Eligible Net Worth**

|  |  |  |  |
| --- | --- | --- | --- |
| **Consortium****Member** | **Equity****Interest (%)** | **Tangible Net Worth (USD millions)** | **Aggregate Eligible****Net Worth****(USD millions)** |
| Member A | 47% | 50.0 | 50.0 |
| Member B | 30% | 20. 0 | 20.0 |
| Member C | 20% | 10.0 | 10.0 |
| Member D | 3% | 100.0 | 0.0 |

In the above example, the Aggregate Eligible Net Worth is $80 million. The contribution of Equity Participating Member D does not count towards the Aggregate Eligible Net Worth of the Bidder because its equity stake in the Bidder is less than 5%.

**1.1.4 No Conflict of Interest**

Only Bidders who have no conflict of interest in the concession of LITFC shall be pre-qualified.

**1.2 Changes to Bidding Consortia**

BPE will accept changes to Bidder consortia members only on condition that members are replaced with members that would continue to allow the consortium to meet the criteria for Technical Competence and Financial Competence described above in Sections 1.1.2 and 1.1.3 respectively. The RFP document will provide template documents for requests to change of members in a short-listed consortium. BPE will then evaluate this change and approve or disallow the change as appropriate. A cut-off date for changes will be specified.

**1.3 Pre-Qualification Document**

Each Bidder is required to submit a Pre-Qualification Document that comprises the following:

1. Pre-Qualification Proposal Submission Letter.

2. Signature Authority.

3. Executive Summary.

4. Bidder’s Information and Qualifications.

5. Other than in the case of a single company, a Consortium Agreement.

6. Audited Financial Reports (3 years).

7. Bidders may, at their option, also provide: Feedback on transaction and bidding process.

*Of the above-mentioned items that constitute a Pre-Qualification Document, each of the following groups should be bound separately as stand-alone documents:*

• Pre-Qualification Proposal Submission Letter, Signature Authority, Executive Summary and feedback on transaction and bidding process[[1]](#footnote-2) (to be bound as one document).

• Bidder’s Information and Qualifications and Consortium Agreement (to be bound as one document).

• Audited Financial Reports (to be bound as one document).

Bidders are required to submit one original and six copies of each document and one digital copy in PDF format stored on a readable digital media (no CDs or DVDs). The original and each copy must be individually packaged and identified as “original” and “copy” respectively. Bidders must clearly identify “Concession of LITFC”, in the top left-hand corner of each package.

**1.3.1 Pre-Qualification Proposal Submission Letter**

Bidders shall provide a Pre-Qualification Proposal Submission Letter using the form, Form – 1 (Pre-Qualification Proposal Submission Letter). The Pre-Qualification Proposal Submission Letter shall be signed by the Authorised Representative of the Bidder.

**1.3.2 Signature Authority**

Bidders shall provide a copy of the relevant board resolution(s) or power(s) of attorney (and evidence of the authority of the person(s) providing the power(s) of attorney to grant the power) vesting authority in the Authorised Representative signing the Pre-Qualification Proposal Submission Letter. Each signature to the Pre-Qualification Proposal Submission Letter shall be witnessed.

**1.3.3 Executive Summary**

The Bidder shall provide an Executive Summary of the Bidder’s Pre-Qualification Document (maximum of three pages). The Executive Summary should include the Bidder’s non-binding comments on how it would propose to finance its bid.

**1.3.4 Bidder’s Information and Qualifications**

The Bidder shall provide its profile and qualification summary in a maximum of five pages, followed by completed forms:

• Form - 2 Structure of the Bidder

• Form - 3 Ownership and Business Arrangements of the Bidder

• Form - 4 Corporate Profile

• Form - 5 Ownership of Bidder’s Member Companies

• Form - 6 Disclosure of Relationships

• Form - 7 Financial Profile, complemented by Audited Financial Reports

• Form - 8 Technical Competence

• Form - 9 Financial Competence

**1.3.5 Consortium Agreement**

The Bidder must submit the Consortium Agreement that clearly identifies the roles and responsibilities of consortium members if the Bidder comprises of two or more members.

**1.3.6 Audited Financial Reports**

The Bidder must provide Audited Financial Reports for the most recent three years for each member of the consortium. These Reports shall be used to verify the financial capability of the consortium. Audited Financial Reports should be for companies’ financial years 2018 and later. Reports dated 2017 or before or not meeting the criteria within the definition will not be accepted. Where the latest set of Audited Accounts is dated more than six months earlier than the EOI submission date, Bidders should provide also an interim report and/or set of management accounts dated no more than six months earlier than the EOI submission date. The interim report and/or management accounts should provide financial information comparable to that contained in audited accounts and be prepared using the same accounting standards and principles.

**1.3.7 Feedback on Transaction and Bidding Process**

The Bidders are encouraged to provide their views about the structure for the proposed transaction. In this section the Bidders can describe their views about the transaction and suggestions to make it more attractive for investors. For avoidance of doubt, this section shall not be considered for evaluation of eligibility nor shall BPE be under any obligation whatsoever to act in accordance with any views or other comments expressed under this section.

**1.3.8 Language for Submission of Documents**

All Pre-Qualification Documents submitted must be in English. Copies of original documents in other languages must be accompanied by an English translation certified by an authorised translator.

**1.4 Evaluation Criteria for Final Bids**

Bidders who meet the criteria for pre-qualification and comply completely with the instructions contained in this document will receive a Notice of Pre-Qualification. The

notification will include administrative details of the RFP stage. The criteria on which final bids will be evaluated will be specified in the RFP, which will include a requirement to demonstrate Bidders’ ability to finance their acquisitions. BPE is not obligated to notify non-qualified Bidders.

Appendix A Forms

1. Pre-Qualification Proposal Submission Letter

*(One form should be completed per Bidder.)*

[Date]

**Mr. Alex A. Okoh**

Director General

Bureau of Public Enterprises

11 Osun Crescent, Off IBB Way

Maitama, Abuja - Nigeria

**Attention: Mr. Yunana J. Malo**

Director, Industry & Services

**Concession of LITFC**

**Pre-Qualification Proposal Submission Letter**

Ref: Invitation for Expressions of Interest for Concession of LITFC

We, [Bidder’s name[[2]](#footnote-3)], hereby confirm that we have prepared, examined, understood and checked the Pre-Qualification Document attached herewith. We confirm that all the information included in Pre-Qualification Document is complete, factual and free of any errors or other defects. We understand that any inconsistencies and misleading information could be a ground for disqualification.

We, the undersigned, understand that only pre-qualified Bidders will be allowed to participate in the bidding process. We acknowledge that any change in the composition of the Bidder and/or ownership structure of any member of the Bidder, would not be allowed unless specifically approved in writing prior to bid submission date by Bureau of Public Enterprises.

We accept that we are fully responsible for all costs associated with our participation in the bidding process.

Name:

Signed:

In the capacity of:

Duly authorized to sign tenders for and on behalf of:

Address:

Name of Witness:

Address of Witness:

Signature of Witness:

**Form -1 Pre-Qualifiation Proposal Submission Letter - Continuation Sheet**

Name:

Signed:

In the capacity of:

Duly authorised to sign tenders for and on behalf of:

Address:

Name of Witness:

Address of Witness:

Signature of Witness:

Name:

Signed:

In the capacity of:

Duly authorised to sign tenders for and on behalf of:

Address:

Name of Witness:

Address of Witness:

Signature of Witness:

Name:

Signed:

In the capacity of:

Duly authorised to sign tenders for and on behalf of:

Address:

Name of Witness:

Address of Witness:

Signature of Witness:

1. Structure of the Bidder

**Particulars of Bidder Members**

|  |  |  |  |
| --- | --- | --- | --- |
| **No.** | **Bidder’s Member Company/Business Name** | **Country of Registration** | **Principal Business** |
| 1 |  |  |  |
| 2 |  |  |  |
| 3 |  |  |  |
| 4 |  |  |  |
| 5 |  |  |  |
| 6 |  |  |  |
| 7 |  |  |  |
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| 9 |  |  |  |
| 10 |  |  |  |

*(Note: The companies listed in this form will be evaluated and pre-qualified subject to meeting the criteria. These companies can submit a bid jointly or may incorporate a special purpose entity to submit the bid. The ownership structure of the special purpose entity will have to be the same as stated in Form - 3 Ownership and Business Arrangements of the* *Bidder.)*

1. Ownership and Business Arrangements of the Bidder

*(Provide the percentage equity to be held by each member of the Bidder in the target company and business arrangements (roles/responsibilities) among the members of the Bidder for the management and operation of the target. The lead member of the Bidder should be clearly identified. Bidder’s Financial Competence will be evaluated using this and Bidder’s financial profile and Audited Financial Reports against the Equity Participation Financial Thresholds.)*

**Ownership and Business Arrangement**

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| **No.** | **Bidder’s Member Company/Business Name** | **Agreed** **Ownership Share of Member (%)** | **Tangible Net Worth of Member****(USD millions)[[3]](#footnote-4)** | **Roles / Responsibilities within the Bidder** |
| 1 |  |  |  |  |
| 2 |  |  |  |  |
| 3 |  |  |  |  |
| 4 |  |  |  |  |
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1. Corporate Profile

*(Each member of the Member Company of the Bidder to complete one form)*

**Corporate Profile of [name of Bidder’s member company/business]**

|  |  |
| --- | --- |
| **Company/Business Name** |  |
| Registered Address |  |
| Principal Address for Doing Business |  |
| Telephone |  |
| Fax |  |
| E-mail |  |
| Representation Address in Nigeria (if any) |  |
| Telephone |  |
| Fax |  |
| E-mail |  |
| Type of Organisation:Single Proprietorship, Partnership, Corporation, Joint Venture, Other (Specify) |  |
| Date of Incorporation/ Registration |  |
| Country and Location of Incorporation/Registration |  |
| Description of Principal Business |  |
| Name of Directors |  |
| Name of Chief Executive Officer |  |
| Name and Address of Auditors |  |
| Attachments:Evidence of registration/incorporation in the relevant jurisdictionFor Nigerian companies – Copy of current year Pension Compliance Certificate and Industrial Training Fund (ITF) Compliance Certificate |

1. Ownership of Bidder’s Member Companies

*(List all stockholders/members/owners, who own 5% or more of the stocks and other interests in the member company. If there is more than one company in ownership chain of a consortium member, then provide the complete ownership structure separately. The names and particulars of ultimate shareholders of the company whose Audited Financial Reports are provided should also be listed. Each member of the Bidder is required to complete one form.)*

**Ownership Structure of [name of Bidder’s member company/business]**

|  |  |  |
| --- | --- | --- |
| **Name and Address of Individual or Organisation** | **Percentage Ownership** | **Primary Activity** |
|  |  |  |
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Note: Please insert rows as required.

1. Disclosure of Relationships

*(Each member of the Bidder to complete one form.)*

[Date]

**Mr. Alex A. Okoh**

Director General

Bureau of Public Enterprises

11 Osun Crescent, Off IBB Way

Maitama, Abuja - Nigeria

**Attention: Mr. Yunana J. Malo**

Director, Industry & Services

**Concession of LITFC**

**Disclosure of Relationships**

[Name of the Bidder member company] of [address] hereby confirms that none of its shareholders, directors, employees, agents and advisers have any financial or business relationships with Bureau of Public Enterprises (“BPE”) and or Lagos International Trade Fair Complex Management Board (“LITFCMB”) and or any of their directors, officers or employees or any consultant employed by BPE and or LITFCMB in relation to the concession of LITFC, other than those listed below:

|  |  |  |
| --- | --- | --- |
|  | **Name and Position** | **Describe the nature of relationship in detail.** |
| 1 |  |  |
| 2 |  |  |
| 3 |  |  |

Note: Please use the Continuation Sheet if required

To the best of the knowledge of [name of the Bidder member company], there is no undeclared relationships between [Name of the Bidder member company] any of its employees or agents and the persons cited above.

[Name of the Bidder member company] further confirms that no conflict of interest exists that would prevent [Name of the Bidder member company] from entering into a contract with Bureau of Public Enterprises and/or LITFCMB, either on its own account or as a member of a consortium.

Signed: Date:

Position: Company:

*NB. Pre-Qualified Bidders will be required to repeat the disclosure representations set out above in a notarized document at the RFP stage of the transaction process. Such Bidders will be provided with the format of the document required to be submitted with the RFP bid instructions.*

**Form -6 Disclosure of Relationships – Continuation Sheet**

|  |  |  |
| --- | --- | --- |
|  | **Name and Position** | **Describe the nature of relationship in detail.** |
| 4 |  |  |
| 5 |  |  |
| 6 |  |  |
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| 39 |  |  |
| 40 |  |  |

1. Financial Profile

*(Each member of the Bidder should complete one form. Provide Audited Financial Reports for the last three years for each member firm and, where applicable, its parent(s).)*

**Financial Profile of [name of Bidder’s member company/business] for Last Three Years**

|  |  |  |  |
| --- | --- | --- | --- |
| **Parameter** | **Last FY**(MM/YY-MM/YY)1 | **FY**(MM/YY-MM/YY)1 | **FY**(MM/YY-MM/YY)1 |
| Gross Revenues(USD million) |  |  |  |
| Earnings before Interest, Taxes, Depreciation and Amortisation(USD millions) |  |  |  |
| Gross Interest Expense (USD millions) |  |  |  |
| Net Income after tax (USD millions) |  |  |  |
| Long Term Debt2(USD millions) |  |  |  |
| Total Liabilities3(USD millions) |  |  |  |
| Cash Flow from Operations4 (USD millions) |  |  |  |
| Debt Service Coverage5 |  |  |  |
| Debt to Equity Ratio6  |  |  |  |
| Total Assets(USD millions) |  |  |  |
| Total Intangible Assets(USD millions) |  |  |  |
| Tangible Net Worth7(USD millions) |  |  |  |
| 1 Specify the month and year of the financial year.2 Liabilities to be paid in more than one year.3 Including net current balance (current liabilities - current assets).4 Excluding discontinued operations5 (Net income + interest on long-term debt + depreciation)/obligatory debt service payments.6 Long-term debt (over one year) / shareholders’ equity.7 Tangible Net Worth = Total Assets – Total Intangible Assets - Total Liabilities. |

1. Technical Competence

|  |  |  | **TECHNICAL CAPACITY OF THE BIDDER** |  |
| --- | --- | --- | --- | --- |
|  |  |  |  |  |  |
| **Bidder type1** | **Member** | **Project** |  | **Experience4 (Equivalent USD)5** |  |
|  | **Code2** | **Code3** | Payments made/ received for construction | Payments made for development | Revenues collected and Appropriated |
| Single entity Bidder |  | a |  |  |  |
|  |  | b |  |  |  |
|  |  | c |  |  |  |
|  |  | d |  |  |  |
| Consortium Member 1 |  | 1a |  |  |  |
|  |  | 1b |  |  |  |
|  |  | 1c |  |  |  |
|  |  | 1d |  |  |  |
| Consortium Member 2 |  | 2a |  |  |  |
|  |  | 2b |  |  |  |
|  |  | 2c |  |  |  |
|  |  | 2d |  |  |  |
| Consortium Member 3 |  | 3a |  |  |  |
|  |  | 3b |  |  |  |
|  |  | 3c |  |  |  |
|  |  | 3d |  |  |  |
| Consortium Member 4 |  | 4a |  |  |  |
|  |  | 4b |  |  |  |
|  |  | 4c |  |  |  |
|  |  | 4d |  |  |  |
| Consortium Member 5 |  | 5a |  |  |  |
|  |  | 5b |  |  |  |
|  |  | 5c |  |  |  |
|  |  | 5d |  |  |  |
| Consortium Member 6 |  | 6a |  |  |  |
|  |  | 6b |  |  |  |
|  |  | 6c |  |  |  |
|  |  | 6d |  |  |  |

Notes:

1. A Bidder consisting of a single entity should fill in details as per the row titled single entity Bidder and ignore the rows titled Consortium Member. In case of a Consortium, the row titled single entity Bidder may be ignored. In case credit is claimed for an Affiliate, necessary evidence to establish the relationship of the Bidder with such Affiliate, shall be provided.
2. Member Code shall indicate NA for Not Applicable in case of a single entity Bidder. For other Members, the following abbreviations are suggested *viz*. ‘TM’ means Technical Member, ‘FM’ means Financial Member, and ‘OM’ means Other Member. Bidders shall clearly indicate the Member Code.
3. Add more rows if necessary.
4. Provide details of only those projects that have been undertaken by the Bidder under its own name and/ or by an Affiliate. In no case shall the cost of land be included.
5. In case of any other currency, the same shall be converted to USD as on the date 30 (sixty) days prior to the submission date using the official conversion rate of such currencies.
6. Financial Competence

|  |  |  |  |
| --- | --- | --- | --- |
| **Bidder Member** | **Equity Interest****(%)** |  **Tangible Net Worth1 (as at of end of most recent financial year)**  | **Equity Participation Financial Threshold (USD millions)** |
| Member A |  |  |  |
| Member B |  |  |  |
| Member C |  |  |  |
| Member D |  |  |  |
| Member E |  |  |  |
| Member F |  |  |  |
| Member G |  |  |  |
| Member H |  |  |  |
| Member I |  |  |  |
| Member J |  |  |  |
| Total |  |  |  |

1 Tangible Net Worth should be calculated in accordance with Footnote 7 of Form -7

1. If provided by a Bidder. [↑](#footnote-ref-2)
2. Insert names of all companies if the pre-qualification is submitted on behalf of a Consortium. [↑](#footnote-ref-3)
3. From Form -7 Financial Profile [↑](#footnote-ref-4)