Samoa Airport Authority

Request for Information

Faleolo International Airport Public Private Partnership project

Samoa

[Monday, 6th May 2019]
Guidance Notes

This Request for Information (further the RFI) is intended primarily for use by the Authority to gather information and understand the envisaged Public Private Partnership project (further the Project) at the Faleolo International Airport in Upolu, Apia (further the Airport). The Samoa Airport Authority (further the Authority) invites interested parties (further Applicants) to provide information on how they intend to partner with the Authority and whether they are interested in either the aeronautical-, non-aeronautical services or both. The information and understanding obtained in the RFI process shall be used by the Authority in the structuring and finalising of the subsequent bidding process of the Project. The Application includes:

1. An Introduction;
2. The Instruction to Applicants;
3. The Evaluation Criteria;
4. A Standardized Letter of Application; and
5. Information Forms.

Section 1: Introduction

This Section clearly sets out the Authority’s purpose for issuing the RFI and includes a brief description of the RFI process and how the Authority will engage with the Applicants.

Section 2: Instruction to Applicants

This Section provides the Instruction to Applicants responding to this RFI. It provides relevant information to assist Applicants preparing their Application.

Section 3: Evaluation Criteria

This Section contains the criteria that the Authority will use to either accept or reject the submitted Application and its further engagement with the Applicant.

Section 4: Schedules

A limited number of Schedules the Applicant should submit as part of the Application.
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Disclaimer

The information contained in this RFI or subsequently provided to Applicants, whether verbally or in documentary or any other form by or on behalf of the Authority or any of its employees or advisors, is provided to Applicants on the terms and conditions set out in this RFI and such other terms and conditions subject to which such information is provided.

This RFI is not an agreement and is neither an offer nor invitation by the Authority to the prospective Applicants or any other person. The purpose of this RFI is to provide interested parties with information that may be useful to them in the formulation of their RFI document.

This RFI includes statements, which reflect various assumptions and assessments arrived at by the Authority in relation to the PPP Project. Such assumptions, assessments and statements do not purport to contain all the information that each Applicant may require.

This RFI may not be appropriate for all persons, and it is not possible for the Authority, its employees or advisors to consider the investment objectives, financial situation and particular needs of each party who reads or uses this RFI. The assumptions, assessments, statements and information contained in this RFI may not be complete, accurate, adequate or correct. Each Applicant should therefore conduct its own investigations and analysis and should check the accuracy, adequacy, correctness, reliability and completeness of the assumptions, assessments, statements and information contained in this RFI and obtain independent advice from appropriate sources.

Information provided in this RFI to the Applicant(s) is on a wide range of matters, some of which depends upon interpretation of the Applicable Law. The information given is not intended to be an exhaustive account of statutory requirements and should not be regarded as a complete or authoritative statement of the Applicable Law. None of the Authority its employees or advisors accepts any responsibility for the accuracy or otherwise for any interpretation or opinion on the Applicable Law expressed herein.

The Authority, its employees and advisors make no representation or warranty and shall have no liability to any person, including any Applicant or Bidder under any law, statute, rules or regulations or tort, principles of restitution or unjust enrichment or otherwise for any loss, damages, cost or expense which may arise from or be incurred or suffered on account of anything contained in this RFI or otherwise, including the accuracy, adequacy, correctness, completeness or reliability of the RFI and any assessment, assumption, statement or information contained therein or deemed to form part of this RFI or arising in any way with pre-qualification of Applicants for participation in the Bidding Process.

The Authority its employees or advisors also accept no liability of any nature whether resulting from negligence or otherwise howsoever caused arising from reliance of any Applicant upon the statements contained in this RFI. The Authority may in its absolute discretion, but without being under any obligation to do so,
update, amend or supplement the information, assessment or assumptions contained in this RFI.

The issuance of this RFI does not imply that the Authority is bound to continue with a subsequent Bidding Process for the Project and the Authority reserves the right to reject all or any of the Applications without assigning any reason whatsoever.

The Applicant shall bear all its costs associated with or relating to the preparation and submission of the Application including but not limited to preparation, travel costs, copying, postage, delivery fees, expenses associated with any demonstrations or presentations which may be required by the Authority or any other costs incurred in connection with or relating to its Application. All such costs and expenses will remain with the Applicant and the Authority shall not be liable in any manner whatsoever for the same or for any other costs or other expenses incurred by an Applicant in preparation or submission of the Application, regardless of the conduct or outcome of the Bidding Process.
Abbreviations and Acronyms

Addendum or Addenda means addendum or addenda to the RFI.

Applicable Law means the laws and any other legal instruments having the force of law in Samoa and includes any applicable statute, ordinance, decree, regulation or by-law or any rule, circular, directive or any licence, consent, permit, authorisation or other approval issued by any Government authority which has appropriate jurisdiction.

Applicant(s) means a party/consortium that make an application in accordance with the provisions of this RFI.

Application as defined in the Disclaimer.

Application Due Date means the date specified in Schedule 2 of Section 4 as the last date for submission of the Application.

Authority means the Samoa Airport Authority.

Bidding Process means the stage after the RFI.

Clause means a clause of this RFI.

Consortium means any group of entities that have formed an association by fulfilling the requirements set out in the RFI, for the purpose of submitting an Application.

Consortium Agreement means the agreement to be executed between Consortium Members in the form set out in Schedule 14.

Financial Year means the period from 1 January to 31 December of any year.

Member(s) means a member or members of a Consortium.

PPP means Public Private Partnership.

Project means the envisaged PPP Project at the Airport.

RFI means Request for Information.
Section 1 – Introduction

1  **Purpose of Issuing the RFI**

1.1 The purpose of issuing the RFI is to engage with the Applicants and learn their proposed strategic intents related to the envisaged Project. These views and proposals will then be used by the Authority in scoping and defining the Project and the Bidding Process. Applicants can express their interest in either aeronautical or non-aeronautical activities or both.

2  **Brief Description of the RFI process**

2.1 The Applicant will submit, as part of the Application, a strategy paper (maximum of 5 pages) outlining its intent on how to further develop the Project and its proposed role as PPP operator in either the aeronautical or non-aeronautical activities or both. Applicants with responsive Applications will then be invited to visit the Authority in Samoa and present their strategy paper and proposal and engage in an open-ended dialogue with the Authority.

The Authority commits to the confidentiality of the Applicant and all the content of the Application and any information, inference or finding that may transpire from the field visit and meetings held in Samoa.
Section 2 – Instructions to Applicant

A. General requirements

1 Scope of Application

1.1 The Authority wishes to receive Applications in order to invite the Applicants to Samoa to discuss the Applicant’s strategic intent and proposal as a PPP operator of the Project.

2 Eligibility of Applicants

2.1 The term “Applicant(s)” used herein would apply to both a single entity and a Consortium.

(a) The Applicant for qualification may be a single entity or a Consortium, coming together to implement the Project. However, no applicant applying individually or as a member of a Consortium, as the case may be, can be a member of another Applicant Consortium.

(b) An Applicant may be a natural person, private entity, non-government organisation or any combination of them with a formal intent to enter into an agreement or under an existing agreement in the form of a Consortium. A Consortium shall be eligible for consideration subject to the conditions set out in Clause 2.2 below.

(c) Any entity (the Applicant or any member of the consortium) which has been blacklisted by any Government department, agency, institution, ministry, entity in which the Government is a shareholder, or an international organization shall not be eligible to submit an application, either individually or as a member of a Consortium.

2.2 Conflict of Interest: An Applicant shall not have a conflict of interest that affects the RFI process. Any Applicant found to have a conflict of interest shall be disqualified. An Applicant may be considered to have a conflict of interest that affects the Bidding Process, if:

(a) Such Applicant (or any constituent thereof) and any other Applicant (or any constituent thereof) have common controlling shareholders or other ownership interest; or

(b) a constituent of such Applicant is also a constituent of another Applicant; or

(c) such Applicant receives or has received any direct or indirect subsidy from any other Applicant, or has provided any such subsidy to any other Applicant; or

(d) such Applicant has the same legal representative for purposes of the Application as any other Applicant; or

(e) such Applicant has a relationship with another Applicant, directly or through common third parties, that puts them in a position to have
access to each other’s information about, or to influence the Application of either or each of the other Applicant; or

(f) such Applicant has participated as a consultant to the Authority in the preparation of any documents, design or technical specifications of the Project, or

(g) Any legal, financial or technical adviser of the Authority in relation to the Project is engaged by the Applicant in any manner for matters related to or incidental to the Project.

3 Site Visit and verification of information

3.1 While it is not mandatory, the Applicants are encouraged to visit the Airport prior to submitting their Application.

(a) The Authority shall endeavour to arrange the Site visit when requested but nothing shall be taken or read as compelling the Authority to arrange such visit at any specific time.

3.2 The Authority shall not be liable for any omission, mistake or error on the part of the Applicant in respect of any of the above or on account of any matter or thing arising out of or concerning or relating to the RFI or the Bidding Process, including any error or mistake therein or in any information or data given by the Authority.

B. Documents

4 Contents of the RFI

4.1 This RFI comprises the sections as listed below.

(a) Section 1: Introduction
(b) Section 2: Instructions to Applicant
(c) Section 3: Evaluation Criteria
(d) Section 4: Schedules

5 Clarifications

5.1 Given the high level of uncertainty of the envisaged PPP project, the Authority does not respond to written questions before their arrival in Samoa. Ample time will be given to Applicants when they are invited for their presentation in Apia, Samoa.

C. Preparation and submission of Application

6 Application Preparation Costs

The Applicants shall be responsible for all of the costs associated with the preparation of their Application. The Authority will not be responsible or in
any way liable for such costs, regardless of the conduct or outcome of the RFI process.

7 Application Language

The Application, as well as all correspondences and documents relating to the application shall be written in the English language, with the exception that any pre-printed information (e.g. brochures) submitted by the Applicant may be written in another language, provided that it is accompanied by a translation of its pertinent passages in English (and the English translation of these passages shall prevail). Documents in any other language may not be considered.

8 Format and signing of Application

8.1 The Applicant shall provide all the information sought under this RFI. The Authority will evaluate only those Applications that are received in the required formats and complete in all respects. Incomplete and/or conditional Applications shall be rejected.

8.2 The Applicant shall prepare one original set of the documents comprising the Application () and clearly marked “ORIGINAL”. In addition, the Applicant shall submit two copies of the AFQ marked “COPY”. In the event of any discrepancy between the original and the copies, the original shall prevail.

8.3 The original and all copies of the Application shall be typed or written in indelible ink and shall be signed by a person duly authorized. The name and position held by each person signing the authorization must be typed or printed below the signature

9 Sealing and marking of Application

9.1 The Applicant shall submit the RFI document in the format specified in Section 4 of this RFI, and seal it in an envelope and mark the envelope as “APPLICATION FOR REQUEST FOR INFORMATION FOR FALEOLO INTERNATIONAL AIRPORT PPP”

If the envelopes are not sealed and marked as instructed above, the Authority assumes no responsibility for the misplacement or premature opening of the contents of the Application submitted.

10 Application submission deadline

10.1 Applications must be received by the Authority at the address specified in Schedule 2 of Section 4 and no later than the Application Due Date.

10.2 The Application may be hand delivered or posted by registered mail or sent by courier. The Authority shall, on request, provide the Applicant with a receipt showing the date and time when the Application was received.

10.3 The Authority may, at its discretion, extend the deadline for the submission of Applications by amending the RFI in accordance with Clause 6 above, in
which case all rights and obligations of the Authority and Applicants previously subject to the deadline shall thereafter be subject to the deadline as extended.

10.4 Applications received by the Authority after the specified deadline for submission shall be declared late shall not be eligible for consideration and shall be returned unopened to the Applicant.

D. Evaluation Process

11 Opening and Evaluation of Applications

11.1 Prior to evaluation of Applications, the Authority shall determine whether each Application is responsive to the requirements of the RFI. An Application shall be considered responsive only if:

(a) it is received by the Application Due Date including any extension thereof pursuant to Clause 11.3;

(b) it contains all the information (complete in all respects) as requested pursuant to Clause 10.2 above; and

(c) it does not contain any condition or qualification.

11.2 The Authority reserves the right to reject any Application which is non-responsive and no request for alteration, modification, substitution or withdrawal shall be entertained by the Authority in respect of such Application.

12 Confidentiality

Information relating to the examination, clarification, evaluation, and recommendation for the Applicants shall not be disclosed to any person who is not officially concerned with the process or is not a retained professional advisor advising the Authority in relation to or matters arising out or concerning the Bidding Process. The Authority will treat all information, submitted as part of the Application, in confidence and will require all those who have access to such material to treat the same in confidence. The Authority may not divulge any such information unless it is directed to do so by any statutory body that has the power under Applicable Law to require its disclosure or to enforce or assert any right or privilege of the statutory body and/or the Authority.

13 Clarification

13.1 To facilitate evaluation of AFQs, the Authority may, at its sole discretion, seek clarifications from any Applicant regarding its Application. Such clarification(s) shall be provided within the time specified by the Authority for this purpose. Any request for clarification(s) and all clarification(s) shall be in writing.
E. Qualification and visit to Samoa

14 Qualifications

14.1 After the evaluation of the Applications, the Authority will prepare a list of the qualified Applicants who will be invited to visit Samoa and engage in a professional dialogue with the Authority. At the same time, the Authority will notify the other Applicants that they have not qualified for this further consultation.

14.2 Only qualified Applicants shall be invited to visit Samoa and present their strategic intend to the GoS.

Section 3 – Evaluation Criteria

Documents comprising the application

1.1 The Application by the Applicant includes the Schedules at Section 4 and supporting documentation.

Test of Responsiveness

1.2 Prior to evaluation of Applications, the Authority shall determine whether each Application is responsive to the requirements of the RFI. An Application shall be considered responsive only if:

(a) it is received in accordance with the format set out in Schedule 3
(b) it is received by the Application Due Date, including any extension if required;
(c) it is signed, sealed and bound, and marked;
(d) it contains all the information and documents (complete in all respects) as requested in this RFI;
(e) it contains information in formats as specified in this RFI;

Evaluation Criteria

Applicants must have proven experience of a minimum of three years as a PPP operator of an airport with a minimum of 300,000 passengers per year. This must include experience in the operation of either non-aeronautical, aeronautical or both. This experience can be obtained in the Pacific region or any other region with similar contexts and environments.
Section 4 – Schedules

Schedule 1 - Project Information
Schedule 2 - Procurement Schedule and Timeline

General Requirements

Schedule 3 - Letter of Application
Schedule 4 - Applicant Information
Schedule 5 - Consortium Member Information

Other

Schedule 6 - PPP Experience
Schedule 7 - Undertaking by Applicant on Anti-Bribery
Schedule 8 – Photos of the Airport
Schedule 1 – Project Information and content strategy paper

The Faleolo International Airport being the main gateway to Samoa will continue to play a vital facilitating role in the growth of key economic and infrastructural areas of tourism, trade and transport. As the main operator of airports, the SAA will undertake projects on behalf of the Government to establish Faleolo as a regional hub of air travel and to improve its service delivery and compliance with international aviation standards and practices.

In 2019, a new terminal was opened. Current passenger numbers are about 300,000 pax/year and with direct connections to Fiji, Australia, New Zealand and American Samoa. Relevant information such as corporate plans, annual reports, financial statements as well as photos of the airport can be found on www.samoaairports.com.

Content strategy paper (5 pages maximum)

The paper should explain what the Applicant’s strategic intent is with the Airport and how it intends to use its capacity and increase passenger numbers and airline connections.

It should also clarify if it aims at taking over either non-aeronautical operations or aeronautical services or both.

It must clarify how it intends to finance these operations and whether any financial support from the Government of Samoa is envisaged.
Schedule 2—Schedule and Timelines

The Authority shall endeavour to adhere to the following tentative timelines:

<table>
<thead>
<tr>
<th>Milestones</th>
<th>Estimated dates</th>
</tr>
</thead>
<tbody>
<tr>
<td>1. Application due date</td>
<td>Friday, 28th June 2019</td>
</tr>
<tr>
<td>2. Announcement of selected Applications</td>
<td>2 weeks after date 1.</td>
</tr>
<tr>
<td>3. Personal visit Samoa</td>
<td>4 weeks after date 2.</td>
</tr>
<tr>
<td>4. Announcement further steps</td>
<td>3 weeks after date 3.</td>
</tr>
</tbody>
</table>
Schedule 3 – Letter of Application
(To be forwarded on the letterhead of the Applicant/ Lead Member of Consortium)

Ref. Date:

To,
___________________ [Insert Authority’s Address]
___________________
___________________

Dear Madam/Sir,

We hereby confirm that we/ our members in the Consortium (constitution of which has been described in the application) satisfy the terms and conditions laid out in the RFI document.

We have agreed that _____________ [insert member’s name] will act as the Lead Member of our consortium.*

We have agreed that ______________ [insert individual’s name] will act as our representative/ will act as the representative of the consortium on its behalf* and has been duly authorized to submit the RFI. Further, the authorised signatory is vested with requisite powers to furnish such letter and authenticate the same.

Yours faithfully,

Authorised Signatory________________

For and on behalf of:

*Please strike out whichever is not applicable
### Schedule 4 – Applicant Information

<table>
<thead>
<tr>
<th>Applicant information</th>
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<tr>
<td>Applicant’s legal name and registration number</td>
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<tr>
<td>Applicant’s shareholding structure</td>
<td>NA</td>
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<tr>
<td>Applicant’s category</td>
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<tr>
<td>Applicant’s TIN Number and VAT Number (if applicable)</td>
<td>NA</td>
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<tr>
<td>Applicant’s contact details (telephone, fax, email, website, postal address)</td>
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<td>Applicant’s legal address in country of constitution</td>
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<tr>
<td>Applicant’s type of business (indicate specialization)</td>
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<tr>
<td>Number of Applicant’s full-time employees</td>
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<tr>
<td>Applicant’s authorized representative (contact person) information (name, designation, address, Telephone/Fax numbers, E-mail)</td>
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* Documents in a language other than English must be translated and the translation must accompany a certified copy of the original document.

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1 This section must be completed by the authorized consortium representative, or if the Applicant is a sole organization, by that organization.
Schedule 5 – Consortium member information

The Applicant is also required to provide an organizational chart that represents the structure of the consortium including the lead member, consortium members and the relationship of the lead member with the consortium members. The chart provided below is just indicative and the Applicant can provide details for the same.

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2 This section is to be completed by each consortium member.
### Schedule 6—PPP experience in airports

<table>
<thead>
<tr>
<th>Location and name airport</th>
<th>Passenger number airport/year</th>
<th>Contract period</th>
<th>Specific role in the contract (design/finance/build/operation)</th>
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Schedule 7—Anti-Bribery/Money Laundering Policy, Code of Conduct

1. Each Applicant must submit a statement, as part of the Application for Qualification (AFQ), which must be signed personally by the Chief Executive Officer or other appropriate senior corporate officer of the Applicant firm and, where relevant, of its subsidiary in the Samoa. If an application is submitted by a subsidiary, a statement to this effect will also be required of the parent company, signed by its Chief Executive Officer or other appropriate senior corporate officer.

2. Applicants will also be required to submit similar No-bribery commitments from their subcontractors and/or consortium partners; the Applicant may cover the subcontractors and/or consortium partners in its own statement, provided the Applicant assumes full responsibility.

3. AFQs which do not conform to these requirements shall not be considered.

4. If the successful Applicant fails to comply with its No-bribery commitment in the consequent stages of the bidding process, significant sanctions will apply. The sanctions may include all or any of the following:
   
   (a) Cancellation of the contract;

   (b) Liability for damages to the PE and/or the unsuccessful competitors in the Bidding possibly in the form of a lump sum representing a pre-set percentage of the contract value (liquidated).

5. Applicants shall make available, as part of their application, copies of their anti-Bribery Policy/Code of Conduct, if any, and of their general or Project-specific Compliance Program.

6. The Government of Samoa has made special arrangements for adequate oversight of the procurement process and the execution of the contract, and has invited civil society and other competent Government Departments to participate in the oversight. Those charged with the oversight responsibility will have full access to all documentation submitted by Applicants for this contract, and to which in turn all Applicants and other parties involved or affected by the Project shall have full access (provided, however, that no proprietary information concerning an Applicant may be disclosed to another Applicant or to the public).
**Anti-Bribery Memorandum**

This company _____________________ (name of company) places importance on competitive tendering taking place on a basis that is free, fair, competitive and not open to abuse. It is pleased to confirm that it will not offer or facilitate, directly or indirectly, any improper inducement or reward to any public officer their relations or business associates, in connection with its bid, or in the subsequent performance of the contract if it is successful.

This company has an Anti-Bribery Policy/Code of Conduct and a Compliance Program which includes all reasonable steps necessary to assure that the No-bribery commitment given in this statement will be complied with by its managers and employees, as well as by all third parties working with this company on the public sector Projects, or contract including agents, consultants, consortium partners, sub-contractors and suppliers. Copies of our Anti-Bribery Policy/Code of Conduct and Compliance Program are attached:

Authorized Signature: ________________________________

Name and Title of Signatory: ____________________________

Name of Applicant: ________________________________

Address:_________________________________________
Anti-Bribery Money Laundering Memorandum

This company _____________________ (name of company) has issued, for the purposes of this RFI, a Compliance Program copy attached -which includes all reasonable steps necessary to assure that the No-Money Laundering commitment given in this statement will be complied with by its managers and employees, as well as by all third parties working with this company on the public sector Projects or contract including agents, consultants, consortium partners, subcontractors and suppliers'"

Authorized Signature: _______________________________

Name and Title of Signatory: ____________________________

Name of Applicant: __________________________________

Address: ___________________________________________
Schedule 8: Photos of the Faleolo airport
Silimanai Ueta Jr Solomona
GENERAL MANAGER