



RURAL ELECTRIFICATION AGENCY

ENERGY = EMPOWERMENT = EFFICIENCY

NIGERIA ELECTRIFICATION PROJECT

TERMS OF REFERENCE

FOR

**CONSULTANCY SERVICES FOR THE ENGAGEMENT OF A LEGAL FIRM TO PROVIDE
SUPPORT SERVICES FOR THE NIGERIA ELECTRIFICATION PROJECT
REA AFDB-NEP/C/LCS/02/2022**

June 2022

1.0 BACKGROUND

1.1 The African Development Bank Group (the Bank) has been supporting the Government of Nigeria in its developmental efforts since 1964 to date. A Loan of UA 279.04million (USD200million) was approved in November 2018 to finance the Nigeria Electrification Project (NEP).

The Nigeria Electrification Project (NEP or the "Project") is a nationwide initiative to be implemented by the Rural Electrification Agency (REA) aimed at delivering energy access to un- and underserved communities in Nigeria. The Project will provide electricity to households, small-to-medium-sized enterprises, and public institutions in a least-cost and timely manner through off- and mini-grid solutions. NEP's objective is to provide over 500,000 people with access to affordable sources of electricity. The World Bank and the FGN are also co-financing aspects of NEP. For the purposes of this TOR, the '**Project**' refers to only those aspects of NEP to which proceeds from the AfDB's sovereign facility will be applied.

The proceeds of the AfDB's financing for NEP will be applied across the following four components (the "Project"): (i) **Component 1**: a minimum subsidy tender for mini-grids; (ii) **Component 2**: a performance-based grant programme incentivizing solar home system installation companies and mini-grid developers to incorporate the distribution and sale of energy efficient productive use appliances in their regular line of activities; **Component 3**: phase 3 of the Energizing Education Programme (EEP), a government-led initiative that aims to install dedicated power systems for federal universities; and **Component 4**: technical assistance and capacity building for a wide range of public and private sector stakeholders in the country's off-grid sector.

2.0 Objective

The Legal Firm is to support and provide legal advice to the MD REA and Project Management Unit (PMU) of NEP in engagements with the donor community, Development Finance Institutions, local lenders and other strategic financial investors under the Project the Programme.

3.0 Scope of work

The scope of work for this assignment shall primarily include but not limited to the following-

3.1 Provision of legal support to the Nigeria Electrification Project on a broad range of issues, with regards to its day to day operations, including potential disputes arising from contractual engagements. This will also include analyzing and collecting evidence for hearings.

3.2 Draft grant agreements for investment streams of NEP; draft comprehensive legal advice/opinions on projects/contracts, coordinate private sector and AfDB counsel input/review of Loan agreement terms, finalize and secure legal/contract agreements.

3.3 Undertake legal research, development in aid of and for drafting government White Paper which articulates the goals, policies and proposed legislation for REA - where recommended.

3.4 Reviewing the current plans, policies and regulations, and providing legal support for the execution of the NEP as well as assisting in the development and revision of the plan to meet present and future market requirements.

3.5 Provision of transactional support for all the component work streams of the NEP by providing:

- Due diligence searches on companies in evaluation of companies that apply to participate in the NEP;
- general legal and transaction advice;
- project finance advice;
- support in drafting, negotiation and review of contract documents and policies such as Grant Agreements, Exclusivity Agreements, Exit Agreements and other related documents;
- support in the review of applicable Environmental & Social (E&S) licenses/permits of developers;
- Manage attendant risks
- legal due diligence in respect of preferred bidders/developers, performance reviews, contract management/administration; and
- dispute resolution services.

3.6 Reviewing stakeholder relationships, particularly, inter-agency disputes to provide clarity on apparent conflicts between the execution of RESIP and the existing licensing structures and providing a roadmap for the successful implementation of a coherent electrification plan for Nigeria.

3.7 To comment on the Dispute Resolution Process; to support the investigative process of evidence collection and review. Formulate dispute resolution mechanisms for possible disputes that arise between the REA and developers and between developers and consumers.

3.8 Where project sites are identified and selected, reviewing the policy and strategy for acquisition of land titles.

4.0 Deliverables

Reference to the scope of work for the assignment, the firm shall be required to submit the following reports on assignments outputs as and when due:

S/N	Deliverables	Formats
1.	Inception Report (Within 2 weeks from commencement)	One soft and 3 hard copies
2.	Monthly Progress Reports	One soft and 3 hard copies
3.	Quarterly Progress Reports	One soft and 3 hard copies
4.	End of Assignment Report	One soft copy and 3 hard copies
5.	Legal Documents, Notes, Briefs as requested and/or as relevant based on the task	To be determined

5.0 Payment Terms

Payments to the Consultant shall be made based on the time inputs of the staff and the actual expenditures incurred (evidenced with appropriate receipts) under the reimbursable component of the contract, as well as submission of the reports listed in paragraph 4 and acceptable to the Client.

6.0 Firm's Qualification and Experience

The Legal firm should be registered for at least Seven (7) years and should have at least five (5) years relevant experience with development project/programs, especially donor-funded operations.

7.0 Qualification and Experience of key experts

The eligible firms should have staff with the following qualifications and experience:

S/N	Key Position	Key Roles	Minimum Qualification and Professional Experience Requirements
1	Team Leader	Overall Management of the Assignment and legal endorsements of different issues relating to corporate and power sector.	An LL.M degree with minimum of ten (10) years of relevant experience in providing similar legal services, five (5) of which should be in the area of project funding/investment. Must be a registered member of a legal professional body in the country or its equivalent
2	Legal Expert (Corporate Sector)	Advising on day-to-day business affairs of the corporate entity/project.	An LL.B with at least five (5) years of Professional Practice experience in the relevant field and also having license of Nigerian Law School or its equivalent. Must be a registered member of a legal professional body in the country or its equivalent
3	Legal Expert (Contracts and commercial law)	Legal review/vetting of bidding document & contracts for all kinds of Procurements.	An LL.B with specialization in contract laws, at least seven (7) years of Professional Practice experience in the relevant field and also having license of Nigerian Law School or its equivalent. Must be a registered member of a legal professional body in the country or its equivalent.

8.0 Effort Level

The Legal Firm will report to the MD/CEO, REA through the Head Project Management Unit (HPMU) and will support the REA in creating an enabling environment where users and lenders can engage productively and bring transactions under the Project to a Financial Close.

9.0 Duration of Assignment

The engagement of the consultant shall be for an initial period of One (1) year, renewable annually based on satisfactory performance for the remaining two (2) years of the project duration.

10.0 Facilities to be Provided by Client

The client will provide the following to the Consultant:

- Past and existing relevant documents and material that will facilitate the performance of the assignment

11.0 Selection Method

The Consultant is to be selected in accordance with the Least Cost Selection (LCS) Method set out in the AfDB Procurement Framework for group funded operations, October 2015, which is available on the Bank's Website at www.afdb.org

12.0 Copyright and Ownership

All raw and finished materials would be owned and copyrighted by REA. Permission to use materials by the consultant for other projects shall require a written permission of the employer and the Consultant shall maintain in strict confidence all information received from the employer concerning imports, financial records and nature of the business.