

*Economic Community
Of West African States*



*Communauté Economique
Des Etas de l'Afrique de l'Ouest*

WEST AFRICAN POWER POOL
SYSTEME D'ECHANGES D'ENERGIE ELECTRIQUE OUEST AFRICAIN

General Secretariat / Secrétariat Général

150MW_p REGIONAL SOLAR PARK PROJECT IN THE GAMBIA

**INDICATIVE AND PROVISIONAL TERMS OF REFERENCE FOR TRANSACTION
ADVISOR TO ORGANIZE A SOLAR AUCTION**

May 2020

1. INTRODUCTION

1.1 West African Power Pool

The West African Power Pool ("WAPP") was created in 1999 at the Conference of Heads of State and Government of the Economic Community of West African States ("ECOWAS"). There was a realization that the immense energy resources available to the region, even if not equitably distributed geographically, could be exploited for the mutual benefit of all Members to increase access to reliable and affordable electricity for the socio-economic development of countries. In 2006, the ECOWAS Conference of Heads of State and Government invested the WAPP with the mission of promoting and developing electricity generation and transmission infrastructure as well as coordinating exchanges of electrical energy between ECOWAS Member States.

The Strategy of WAPP is based on the implementation of infrastructure programs with various regional projects of generation and transmission of electric power, which are mutually complementary and reinforcing the regional network. Ultimately, the completion of these infrastructure projects will allow the integration of all power grids in West Africa. The WAPP Infrastructure Program is based on the results of the ECOWAS Master Plan for the Production and Transmission of Electrical Energy Resources approved by the Heads of State and Government in December 2018.

1.2 WAPP Master Plan

Since its establishment, the WAPP Secretariat has taken a leading role in the development of the regional infrastructure and in the implementation of the priority projects defined in the ECOWAS Master Plan of the means of production of transport of electric energy of ECOWAS.

The ECOWAS Master Plan forms the basis for the development of regional projects in the region. The actual Master Plan was approved by Heads of State in December 2018 through Supplementary Act A/SA.4/12/18. This Master Plan identified 75 (#) regional projects deemed priority for the period 2019-2033 among which there are 47 (#) generation projects with a total capacity of approximately 15.49 GW and 28 (#) transmission line projects of approximately 22,932 km of high-voltage transmission lines. The generation projects comprise of 31.1% thermal projects operating mainly with natural gas and 68.9% renewable energy projects (10.67 GW) of which 29.5% involve Variable Renewable Energy (VRE) projects (3.15 GW solar, wind).

The Master Plan has also shown the interest of the massive development of hydropower in West Africa and the construction of a reliable transmission network allowing the sharing of resources throughout the region. Nevertheless, it was pointed out that in a regional context where macroeconomic parameters could strongly influence the discounted cost, it is important to maintain a balanced energy mix between the different resources in order to guarantee a reasonable development cost under all circumstances and ensure the technical and financial viability of the development plan.

1.3 Electricity sector in The Gambia

Aligned with the long-term vision to build an efficient, reliable, and sustainable energy infrastructure to support socio-economic development, the National Energy Policy of The Gambia serves as the overarching policy framework for the strategic development of the sector. The electricity sub-sector is governed by the Electricity Act of 2005, which promotes the development of the electricity sub-sector in The Gambia, with a view of attracting private investments to stimulate competition and growth. The Energy Sector Road Map developed and approved by government of The Gambia in 2017 sets the direction for the development of the sector in the short-to-medium term (2017-2025) with a vision to modernize the sector and expand electricity generation and access in the country.

The Gambia electricity sub-sector is characterized by heavy dependence on fuel (HFO/LFO) imports for electricity generation, which is costly and exposes the country to the volatile fuel market prices, which negatively affects the cost of service and delivery. Electricity services are provided by the National Water and Electricity Company (NAWEC), which is a state-owned vertically integrated utility that handles generation, transmission, distribution, and retail of electricity.

NAWEC operates two main power plants in Kotu and Brikama serving the Greater Banjul Area (GBA). In the rural areas, NAWEC provides electricity through two independent grids, covering the north and south bank of the river. NAWEC plans to connect the different grids creating a national transmission backbone covering the whole country. As of January 2019, the total installed capacity in the country was around 139 MW. Keeping with the targets in the electricity roadmap, The Gambia seeks to scale up its generation capacity to 300 MW by 2025.

Up until 2006, NAWEC was the sole producer of electricity in The Gambia, but reforms in the sector, such as the establishment of a regulator and the liberalization of electricity generation, saw the emergence of private sector participation in the electricity market. The first Independent Power Producer (IPP) project was commissioned in 2006 for a capacity of 25.4 MW HFO power plant in Brikama, owned and operated by a private company. In 2018, NAWEC contracted a short-term power rental Independent Power Producer (IPP) for a capacity of 30 MW, serving the Greater Banjul Area.

The Gambia aims to transition to competitively tendered IPPs as the main source of financing new domestic generation. The target is to have domestic generation capacity able to generate at least 50 percent of electricity needs, but with a willingness and readiness to import/export electricity within the context of the regional electricity market, being developed by WAPP. The Gambia also intends to upgrade its electricity transmission and distribution infrastructure in line with the OMVG interconnection network.

1.4 The development of solar energy in The Gambia

By virtue of its geographical location, The Gambia enjoys very good solar insolation throughout the year with slight seasonal variations. The average daily solar radiation ranges from 4.4-6.7 kWh/m² making solar energy the most prominent renewable energy resource of the country. Other available renewable energy resources include wind and biomass. Since the early 1980s, solar energy, particularly photovoltaic (PV) technologies, has had the most successful application of renewable energy in The Gambia. Early uses included rural water supply and remote power for telecommunication facilities. To date, the use of solar PV technology in The Gambia remains largely limited to distributed and off-grid applications. In an effort to promote the development and use of renewable energy in The Gambia, the Renewable Energy Act was enacted in December 2013 to stimulate the deployment of both on- and off-grid renewables in the country's electricity mix in order to achieve greater energy self-reliance and reduce The Gambia's dependence on fuel imports for electricity generation. In the electricity roadmap, solar PV is recognized as a low-cost game-changer for the Gambia electricity sector.

A number of utility scale solar PV projects have been committed and in the pipeline for implementation in the Gambia. This includes a 20 MW solar PV power plant financed by the World Bank, the European Investment Bank and the European Union as part of the Gambia Electricity Restoration and Modernization Project (GERMP). Also, NAWEC has signed a power purchase agreement (PPA) with an IPP for a 10 MW solar PV project. These solar PV projects and upcoming projects will contribute significantly to increase the share of renewables in the Gambia's electricity and diversification of energy resources.

1.5 Concept for the Solar Park in the Gambia

In support to the WAPP Secretariat’s program to establish an interconnected and coordinated network for fourteen countries in West Africa, the World Bank provided a grant for feasibility and ESIA study of the solar power plant of 150 MWp project in The Gambia. It is proposed that the regional project is developed in The Gambia under the concept of Solar Park "Plug & Play". The concept of Solar Park "Plug & Play" has already been developed in many countries (e.g.: India), since it is easier to be controlled and less expensive to develop (Fig.1. refers). The government identifies a site based on the following criteria: (i) the capacity of a given substation and the network to absorb the electricity generated by the solar park; (ii) the solar radiation; (iii) the availability of land to allow the development of a large-scale project to achieve economies of scale; and (iv) the road access. The government ensures the availability of land obtains certain permits necessary to sign the Power Purchase Agreement ("PPA") and prepares the transmission lines between the Solar Park and the utility connection substation. The reduction of regulatory barriers and the development of an auction system organized with a bankable PPP would allow a significant reduction in the cost of repurchasing electricity and will permit the independent power producers ("IPP") to have a direct access to the grounds and infrastructure of the Solar Park. In order to support the basis for the assessment of environmental and social impacts, the Plug & Play concept is illustrated in Figure 1. Further information for a detailed assessment will be provided by the feasibility study component of the project.

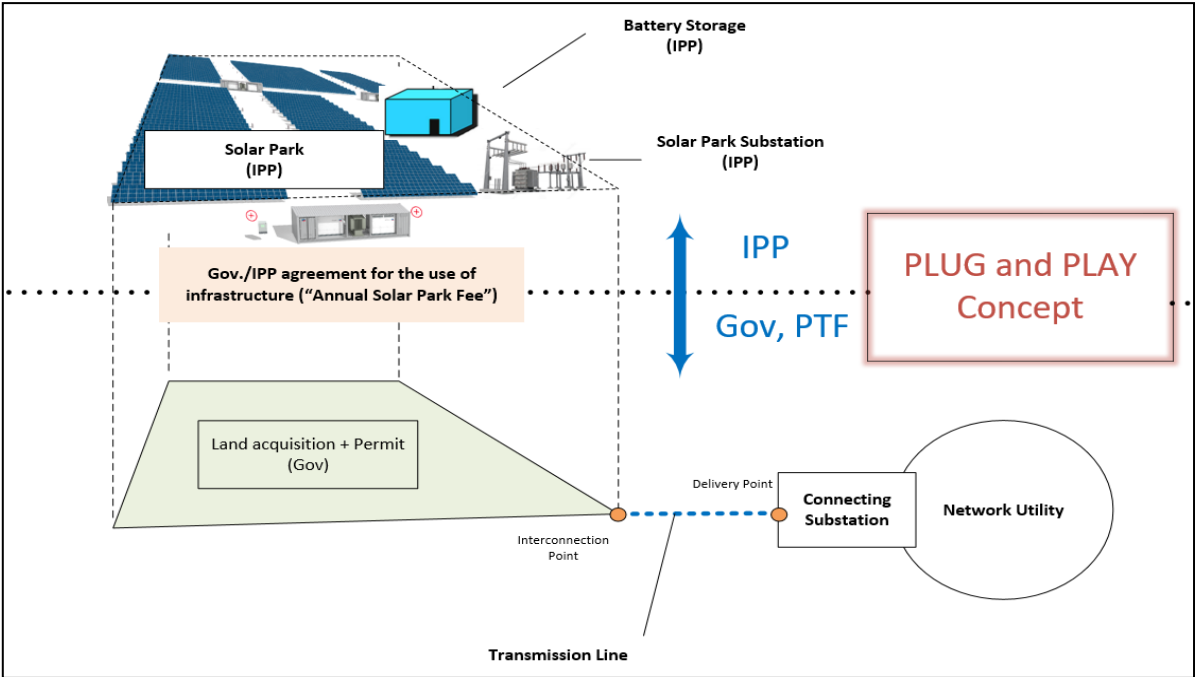


Fig. 1: Solar pack’s Plug and Play concept

1.6 Integration of the Solar Park into the Network and Storage

The preliminary power planning model developed for the energy sector roadmap concluded that the feasibility study should include 150 MWp solar in two phases (80MW in 2021 followed by 70MW in 2025), with storage. The Consultant of the feasibility will undertake a detailed demand and electricity export requirement via the OMVG network. This also includes detailed

study to estimate the required spinning reserve, the risk of lack of reactive power and the installation of battery storage. The Consultants of feasibility study will confirm the capacity of solar park, phasing, layout, connection and maintenance and integration into the NAWEC network as well as the potential need for network support through storage.

1.7 The Preliminary study on the Solar Park

According to preliminary estimates, the 150 MWp Gambia Solar Park will be combined with between 100 and 150 MWh of battery. A preliminary planning calculation concluded that there will be a benefit to The Gambia for the solar park to be connected on OMVG Soma’s substation. The imports from WAPP OMVG and a solar park with storage (150 MW additional solar in two phases with 20 MWh storage to manage grid integration) will be the lowest cost option to scale up generation and represent an excellent opportunity for The Gambia. GIS analysis was also conducted around Soma and Brikama. According the discussion with the authorities, the Soma site could be developed according the land availability near the OMVG Soma’s substation and a feasible technical integration in the NAWEC’s network with the future 225 kV Soma-Brikama.

1.8 Selection of Sites and Connection Stations

As the preliminary GIS did not provide judgment on the prioritization of sites, there was a need to deepen the selection criteria to select the optimal sites for the feasibility study. The selection criteria for the best site (s) are (i) excellent solar irradiation; (ii) a significant availability of land in a vicinity of 20 km from the substation; (iii) low agricultural land use; (iv) easy access and transmission line interconnection to Soma’s Substation. The map below in Figure 2 shows the results on the preliminary GIS near Soma’s substation.

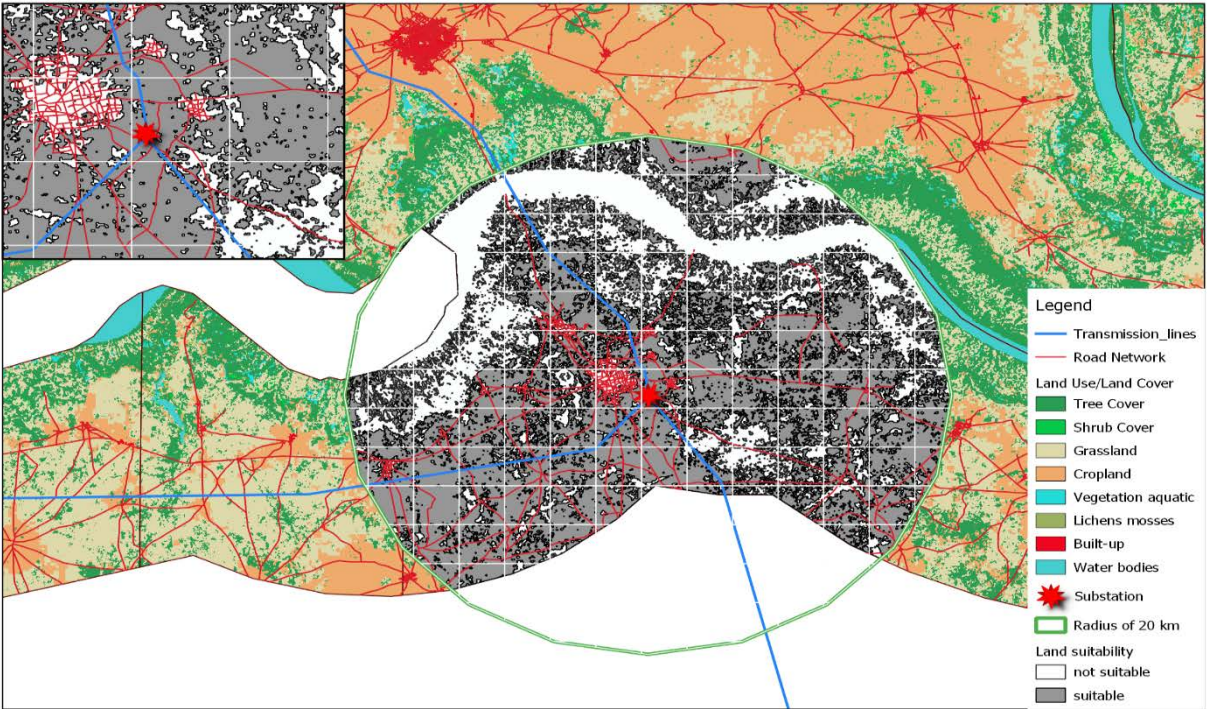


Fig. 2: Preliminary GIS map near Soma in The Gambia

1.9 Objectives of the Terms of Reference

WAPP in conjunction with the Government of Gambia (the "Client") is seeking consultants or a consortium of consultants (the "Consultant" or the "Transaction Advisor") to design an auction system in The Gambia for the selection of one or more IPPs to finance, construct and operate the Regional Solar Park.

Contractually, the transactional advisory support for the solar auction is divided into two (2) phases. The first (1st) phase focuses on the design of an auction for which the WAPP is the fiduciary client and the second (2nd) phase of support to the launch and smooth running of the auction for which the Government of The Gambia is the fiduciary client.

The contract to be offered to the selected Consultant covers the first (1st) phase of transaction support. The services of the second (2nd) phase are optional and will be contracted subject to the availability of funding and if the procurement rules allow it and if the Consultant's performance is deemed satisfactory during the first (1st) phase. Satisfactory execution of the first (1st) phase contract will be an added advantage for the Transaction Advisor selected for the first (1st) phase contract in the event of recruitment for the second (2nd) phase. Thus, the mandate of the Transaction Advisor can be extended to Phase 2 on the basis of his technical and financial proposal submitted for the Phase 2. The Consultant is required to submit a technical and financial proposal for each of the two phases.

2. SCOPE OF SERVICE: Phase 1

2.1 Objectives of Phase 1

In Phase 1, the Transaction Advisor will be required to perform legal due diligence of the Regional Solar Park in The Gambia, advise on the structure of the contractual arrangements, the auction process and its documentation, prepare all key documents such as the Concession Agreement, the Power Transmission Contract, the Power Purchase Agreement (PPA) and the Direct Agreement (together the "**Project Contracts**") and organize consultations with the private sector and the Government to ensure the direction of the auction.

For each task, the Consultant shall ensure that:

- The Project is adequately justified on the basis of a sound and quantified financial analysis and presents the best value for money ("**VfM**"), i.e. it is justified in terms of costs and benefits, taking into account the relevant technical, legal, financial, social and environmental safeguards considerations. This will be done in collaboration with the Consultant of the feasibility study and the ESIA/ESMP;
- Project risks are identified and assessed, and mitigation measures are considered, to ensure that the residual financial risk does not compromise the financial viability of the Project;
- The parameters of the auction, according to the risk-sharing matrix, remuneration and performance mechanism, shall result from the examination of alternative deployment plans and procurement options;
- The Project is commercially viable, i.e. the Project is likely to attract good quality sponsors and lenders by providing sound and reasonable financial returns;
- The Project is developed and structured in a bankable manner that is consistent with best international market practice for IPP projects, including recently completed private solar energy projects;
- The interests of the Client are protected (i.e. open bidding, competitive tender etc.); and
- The financial provisions of the Project and the Project Agreements and other related documents are in accordance with the laws of The Gambia and are fair and equitable to all stakeholders.

The transaction must be designed to attract maximum interest from solvent, qualified and experienced investors in the global market in order to obtain competitive rates during the bidding process.

The Transaction Advisor shall coordinate closely with the Client's other consultants such as the feasibility study consultants in the preparation of the Project and the one doing the ESIA/ESMP in order to avoid duplication of efforts or costs. In addition, to the extent possible, the Consultant should endeavour to use existing data to avoid unnecessary duplication of effort.

2.2 Scope of Service: Phase 1

The detailed activities have been divided into three (3) main tasks and include, but are not limited to, the following:

Task 1: Project Assessment, Due Diligence and Documentation

➤ Legal Due Diligence

The Transaction Advisor must prepare a comprehensive legal due diligence report which should include, but is not limited to, the following elements:

- a. Identify the key legal and regulatory aspects acceptable to investors, taking into account the allocation of contractual risk between the Government and investors and the desired outcome of the bidding process;
- b. Review the existing legal and regulatory framework that must be complied with, including the licenses, permits and approvals required for the ownership, financing, construction and operation of the Solar Park, including, but not limited to, for (i) execution of the Project Contracts, (ii) land rights, (iii) taxation, (iv) customs duties, (v) development and transfer of the Special Purpose Vehicle (SPV);
- c. Identify any legal obstacles that would prevent the relevant Project participants from obtaining all necessary licenses, permits and approvals as identified above; and
- d. Identify the material obligations and responsibilities of local authorities or relevant stakeholders, including the National Water and Electricity Company Ltd (NAWEC) and the Ministry of Petroleum and Energy (MPE) of The Gambia, and other Project stakeholders (e.g., investors, lenders, etc.) in relation to the Project.

➤ **Evaluation of Commercial Contracts and Drafting of Contracts:**

Risks and Mitigation Measures: Based on international best practice and the financial requirements of Project development with respect to the bankability of similar transactions (and assuming non-recourse financing) and using the results of legal due diligence, the Consultant shall identify key risks and potential risk mitigation measures and recommend a contractual risk allocation matrix (with clear justifications and potential trade-offs) for consideration by the Client.

Contractual and Fiscal Framework: Based on existing regulations and legislation and international best practices, the Consultant shall recommend the contractual framework for the Project - including, but not limited to, the PPA, and Direct Agreement, conditions, fiscal incentives and support - that could be offered by the Government of The Gambia to promote the development and timely and cost-competitive financing of the Project by a private sector consortium.

Development of Guarantees and Other Financial Support with World Bank Group Teams: It will be necessary for the Transaction Advisor to work closely with the World Bank Group (and possibly other International Financial Institutions) teams in the preparation of the Financial Terms Sheet and contracts for the Project to be eligible for financing (with IFC), guarantees (World Bank PRG) and credit enhancement (MIGA).

Preparation of the Draft Contracts: Prepare or adapt the documents, if available, among others, such as the Concession Agreement, the Transmission Contract, the PPA and the Direct Agreement and if needed an agreement for the common use of the Regional Solar Park infrastructures, a set of draft contracts that will be included in the auction file according to the contractual framework identified as suitable for the project. The draft key contracts for the Project will include all necessary annexes and ancillary documentation, such as technical and performance specifications, annual energy guaranty to NAWEC, power guaranty by batteries in the evening, storage period discharging, smoothing load curve, if any during the day, environmental and social safeguards measures, Project performance monitoring regime, construction code of practice, grid integration requirements, Partial Risk Guarantee and MIGA guarantee projects and term sheet with IFC etc. The draft contracts will be presented and discussed with stakeholders in consultations as presented in Task 2.

➤ **Financial Due Diligence**

The Transaction Advisor shall improve the financial model developed by the feasibility study consultants into a tool for the development of a "base case" for the Client, for the evaluation of the price or tariff impact under various scenarios (day – night, peak/troughs load , holidays) and for the evaluation of bids, and shall ensure the accuracy, completeness and consistency of the assumptions.

A comparative table will be presented and commented about the cost per kWh generated by the powerplants operated in The Gambia and the import prices of energy through the interconnections.

Task 2: Tender Process and Design

➤ **Development of the auction process**

The Transaction Advisor will propose an approach to procurement that balances the need to attract maximum interest from creditworthy, qualified and experienced investors in the global market to obtain competitive rates during the bidding process with the desire to minimize the level of government support required.

The Transaction Advisor shall among others

- a. Prepare an analysis and recommendation on possible bidding model and procedures (e.g., rate bidding, milestone bidding;
- b. Propose the form and amount of bid security;
- c. Design a bidding process, based on international best practices;
- d. Designing mechanisms to maximize competition while avoiding unrealistic bids and the vulnerability of projects to overly aggressive bidding;
- e. Work with the World Bank and MIGA teams for the liquidity guarantee proposal documents and with the IFC to attach a term sheet to the bidding documents ("Bidding Documents");
- f. Propose the number of plots of the Regional Solar Park that will be auctioned (i.e., depending on the appropriate size to minimize costs while allowing changes of winners);
- g. Develop a bid evaluation procedure and detailed, fair, simple and objective evaluation criteria (in accordance with applicable laws and regulations of The Gambia and in line with World Bank procurement regulations), including minimum technical and design requirements; and
- h. Design effective systems for transparent communication with bidders
- i. Incorporate environmental and social safeguards provisions in the bidding document.

➤ **Consultation with the private sector in coordination with the Government**

The Transaction Advisor shall organize consultations with the private sector in coordination with the Government to discuss the bidding process and Contracts. The Contracts must be acceptable to the sponsors and international lenders as the PPA and the Direct Agreement will be attached to the bidding documents and cannot be amended.

The Transaction Advisor with the Client will finalize the development of the auction process based on consultations with the private sector.

➤ **Development of Prequalification Documents and Tender Documents**

The tender documents should be developed in such a way that the tender is transparent and market-friendly, ensuring comparable offers, open bidding, competitive tender and inspiring market confidence. According to the initial assessment, the procurement process will be a two-stage process with (i) a pre-qualification based on the qualifications of the IPP and (ii) the tender documents sent to the pre-qualified IPPs.

The Transaction Advisor shall:

- a. Prepare the pre-qualification document based on the standard World Bank pre-qualification documents, resulting in pre-qualification of candidates that substantially meet the minimum qualification requirements;
- b. Preparing appropriate and comprehensive tender documents in all respects, in accordance with industry best practices and World Bank borrower regulations, the tender documents will have all draft Contracts attached and the financial and guarantee term sheets (if applicable);
- c. Establish and maintain an online data repository containing all relevant Project information to be shared with the pre-qualified Independent Power Producers (IPPs).

Task 3: Capacity Building of Actors

The Transaction Advisor's services will include knowledge transfer and training on the areas covered by his advice as part of a capacity building programme for energy sector actors (MoPE, NAWEC, PURA, WAPP and ERERA) on good practices in auction development and monitoring as well as contract and title management related to the solar farm.

To this end, the MoPE, PURA, NAWEC and WAPP Secretariat will each designate two (2) staff, and one (1) staff per institution will be designated by the Minister of Finance and Economic Affairs (MoFEA), to participate in the training.

This training will be in English. The Consultant's proposal shall include details cost of the training program in his proposed cost and shall relieve the Client of any costs associated with the organization of the training. The training shall last approximately one (1) week. The Consultant's proposal shall also contain the approach and methodology that the Consultant intends to use to achieve effective transfer of knowledge to the participants.

3. SCOPE OF SERVICE: Phase 2/Supplementary Contract (Optional Services)

3.1 Objectives of Phase 2

The Transaction Advisor will be required in Phase 2 to provide support to the bidding process and the selection of the auction winner. This phase, which may be the subject of a separate contract, is optional and will only be awarded after satisfactory completion of Phase 1 services and subject to the availability of funding and the procurement rules of the parties concerned. Consultants are, however, required to submit a proposal for this phase (Phase 2).

A new contract will then be signed with the Ministry of Petroleum and Energy (MoPE) or the process of selecting the consultant will be re-launched.

3.2 Scope of service: Phase 2

Task 1: Supporting the IPP Pre-Screening Process

The Transaction Advisor shall provide the Client with all administrative support necessary for the efficient and professional management of the IPP pre-screening process. This should include, but not limited to, the following:

- a. Organizing the pre-selection of IPPs with (i) the launch of the auction through the publication of the pre-selection documents that will have been developed in Phase 1, and (ii) a consultation for the private sector organized in The Gambia;
- b. Facilitate effective engagement between the Client and bidders, including, among others, responding to questions raised on pre-qualification;
- c. Manage with the Client the receipt of prequalification offers;
- d. Support the Client in the pre-qualification according to the criteria selected in Phase 1 on their financial and commercial capacity to develop and operate the Regional Solar Park; and
- e. Manage communication with non-selected IPPs and pre-qualified IPPs notifying them if they have not or have passed pre-qualification respectively.

Task 2: Supporting the Tendering Process

The Transaction Advisor shall provide the Client with all administrative support necessary for the efficient and professional management of the selection process for the winning IPP(s) in the auction. This should include, but not be limited to, the following:

- a. Manage communication with the IPP(s) pre-qualified for the auction and the sending of the tender documents;
- b. Sharing with the pre-qualified IPPs an online data package containing all relevant information about the Project after updating the submitted data as necessary;
- c. Facilitate effective engagement between the Client and bidders, including, among others, responding to questions raised on the tender documents (including draft Project Agreements);
- d. Organizing, conducting and documenting (minutes) pre-bid meetings among others;
- e. Organize an iterative E-auction if, in Phase 1, the E-auction is the chosen method for this auction - the E-auction could be purchased from a ready-made supplier, if deemed

necessary in case a non E-auction is chosen the Consultant shall assist the Government in developing a physical platform to receive the paper-based bids; and

- f. Provide support in the management of complaints.

Task 3: Bid Evaluation Phase

Bids will be evaluated according to the criteria identified in Phase 1.

➤ Technical, Legal and Commercial Evaluation

The Transaction Advisor shall:

- a. Assist and advise the Client in the evaluation of the technical and commercial offers in relation to the legal and commercial conditions contained in the procurement document, taking into account any significant deviation from the offer documentation;
- b. Evaluate the technical configuration and specifications included in the bids (including, but not limited to, availability, major and annual maintenance schedules, etc.);
- c. Verify the project implementation schedule provided by the bidders;
- d. Advise the client on all other technical, social and environmental issues related to the bids;
- e. Finalize the technical evaluation report and discuss the results with the Client and other representatives or consultants of the Client as required;
- f. Report on the financial soundness and credibility of the equity investors and identified lenders or underwriters with respect to each party's commitments and proposals;
- g. Assist the Client in obtaining clarifications from bidders, as required, to evaluate the bids received;
- h. Assist and advise the Client on the legal and commercial implications of the bids received; and
- i. Depending on the auction system chosen in Phase 1, assist and advise the Client in the selection of several preferred bidders in accordance with the evaluation basis contained in the tender documents and the form of the auction decided in Phase 1 (e.g. 15 IPPs are pre-selected and received the tender documents, the best 5 IPPs at technical and commercial level pass the technical evaluation and the selection of the two winners (if two plots is selected for the Regional Solar Park) among the 5 on the basis of the PPA price presented in the financial file).

➤ Financial Evaluation and Selection of Winner

The Transaction Advisor shall:

- a. Advise the Client in establishing the underlying financial and business assumptions used by the various bidders and compliance with the tender documents;
- b. Using a computerized financial model, independently evaluate the proposed rate levels for each bidder against the specified evaluation criteria (including levelized rates and actual annual rates);
- c. Depending on the type of auction selected, request the IPP(s) to submit a financial bid (USD/kWh);
- d. Finalize the evaluation report of the financial bid based on the tariff; and

- e. Assist and advise the Client in the final selection of the auction winner(s).

Task 4: Contract Negotiation Phase and Support to Financial Close

The Transaction Advisor shall assist the Client in negotiations with the bidder(s) who submitted the most advantageous offer. Activities include, but are not limited to, the following:

- a. Assisting the Client in assembling an appropriate negotiating team and developing a schedule for concluding negotiations and the transfer of the SPV and licenses;
- b. Assisting in the preparation of negotiation strategies. All negotiations must be in accordance with the requirements of the RFP document. If negotiations are undertaken, they shall be held in the presence of the Transaction Advisor. Negotiations shall be minimal as neither the contracts nor the tariff shall be subject to renegotiation;
- c. Assisting and advising the Client in the preparation of the final set of Contracts and making recommendations for its execution;
- d. Ensure that the Preferred Tenderer meets the preconditions of the Contracts, and the financial documents, including, where applicable, the validity of licenses and permits obtained by the Preferred Tenderer;
- e. Preparing reports on agreements, negotiations and position papers on any controversial issues;
- f. Provide recommendations and final version of Contracts for execution; and
- g. Reviewing and/or provide legal opinions.

Transaction Counsel will continue to be part of the process until financial closure is reached, the deadline for which may not be defined due to Government procedures and approvals.

4. DELIVERABLES AND TIMETABLE

4.1 Reporting requirements and other deliverables

The Transaction Advisor will be required, among others, to produce for Phase 1:

- a. An **Inception Report** containing, among others, the Consultant's work program with details on the timing and milestones for financial closing, major deliverables, prerequisites for the Consultant's work to be obtained from the Client, and a detailed list of Contracts to be prepared by the consultant, and a **strategy for consultations** with the private sector and the Client.
- b. **A Full Legal Due Diligence Report.**
- c. **A Report identifying risks** and mitigation measures.
- d. A Report on the **Contractual Framework** for the conduct of the auction.
- e. **Draft Contracts.**
- f. A Financial **Due Diligence Report** with its financial model.
- g. A Report on the **Auction process** (from pre-qualification to selection of the winner(s)).
- h. Reports of Consultations with the private sector.
- i. **Pre-qualification** Documents with selection criteria.
- j. **Bidding Documents** with selection criteria.
- k. **An Online Bidding Document** with the key Project documents.

All reports, documents, deliverables must be written in English with a French translation and must be in a form and format acceptable to the WAPP Secretariat and the World Bank. All electronic versions of the reports must be submitted on a USB key in PDF and editable version.

Paper versions will be submitted in three (3) copies in their draft version and six (6) copies in their final version.

The Transaction Advisor should include in his offer his participation in the kick-off meeting and in the various meetings as indicated in the indicative calendar that will be organized by the WAPP Secretariat for the review and validation of the reports. During these meetings, the Transaction Advisor will make a presentation of the reports and collect observations and/or comments from stakeholders for the finalization of the reports. These meetings will take place in Benin or The Gambia.

4.2 Key Deliverables and Indicative Calendar

The duration of basic benefits must not exceed 5 months (20 weeks). The Consultant shall propose in his offer a detailed timetable for the execution of the consultancy.

For this purpose, the following schedule is proposed as an indication:

Milestones	Date	Payment
Date of Entry in Force of the Consultant's Contract		
Kick-off meeting	Wo	
Inception Report and Consultation Strategy	Wo + 1 week	15%
Task 1: Project Assessment, Due Diligence and Documentation		
Legal Due Diligence	Wo + 6 weeks	
Risk Report and Contractual Framework Report	Wo + 6 weeks	
Draft Contracts	Wo + 8 weeks	
Financial Due Diligence with financial model	Wo + 8 weeks	30%
Workshop to validate draft contracts and Financial Due Diligence Report with financial model (Submission of comments/observations)	Wo + 10 weeks	
Preparation of draft Contracts and Financial Due Diligence Report with financial model (final version)	Wo + 11 weeks	
Task 2: Tender Process and Design		
Development of the Auction Process	Wo + 12 weeks	
Consultations with the private sector	Wo + 13 weeks	
Final Document on the Auction Process	Wo + 14 weeks	
Pre-Qualification Documents (Draft)	Wo + 14 weeks	
Tender Documents (Draft)	Wo + 16 weeks	20%
Workshop to validate Prequalification Documents and Tender Documents	Wo + 18 weeks	
Pre-qualification documents and Tender Documents (final versions)	Wo + 20 weeks	35%

5. KEY PERSONNEL FOR THE TRANSACTION ADVISOR

Within the framework of an International Consultation, the WAPP Secretariat, NAWEC and the Ministry of Petroleum and Energy (MPE) of The Gambia intend to hire a Consultant or a group of consulting firms with experience in similar transactions and with confirmed Experts meeting the criteria cited in the list of key personnel. The group of consulting firms will have to be able to clearly demonstrate experience in transaction of solar auctions for the selection of the IPP(s).

Please note that the WAPP Secretariat, NAWEC and the MPE of The Gambia reserve the right to verify any dubious information provided by the Consultants, a single erroneous information will automatically lead to the rejection and cancellation of the applicant's file and its inclusion on a red list of the WAPP Secretariat.

The minimum experience required for key personnel is as follows:

- **Project Director:** minimum of fifteen (15) years of experience in the development of international auctions for renewable energy projects, and experience in solar auctions within the last 5 years;
- **Senior Solar Expert:** minimum of ten (10) years of experience in the development of solar projects, experience in Africa would be appreciated;
- **Senior Financial Expert:** minimum of fifteen (15) years of experience in financing non-recourse projects, extensive experience in financing solar projects and experience in Africa would be appreciated;
- **Senior Procurement Expert:** minimum of fifteen (15) years of experience in procurement and auction development for energy projects, particularly solar projects;
- **International Legal Expert:** minimum of fifteen (15) years of experience in non-recourse project finance and solar project development;
- **Gambian lawyer:** minimum ten (10) years of experience in energy projects in The Gambia.

The Transaction Advisor will need to have a large team of experts with diverse and international experience in solar auction development.

6. OTHER INFORMATION

6.1 Information/Data to be Provided by the Customer

Upon its request, NAWEC and the MoPE will provide the Transaction Advisor with the available data on the Project and any other relevant available documents that may facilitate the development of the auction.

6.2 Reporting Requirements

The Transaction Advisor will report to the WAPP Secretariat. However, the MoPE of The Gambia and NAWEC will appoint counterparts, including a Project Coordinator who will coordinate the activities of the Consultant in The Gambia.

All correspondence from the Transaction Advisor to either party shall be copied to the other party for information purposes.

6.3 Participation of WAPP, NAWEC and the MPE

If requested, the WAPP Secretariat, the Ministry of Petroleum and Energy (MoPE) of The Gambia and NAWEC may facilitate contacts with state structures, the local population and any other local partners involved in this project.

The Transaction Advisor will make his own arrangements, in coordination with the WAPP Secretariat, for any other service/provision that the WAPP Secretariat cannot provide.