



THE REPUBLIC OF UGANDA

MINISTRY OF FINANCE, PLANNING AND ECONOMIC DEVELOPMENT

NOTICE OF EXPRESSION OF INTEREST FOR INDIVIDUAL CONSULTANCY TO PROVIDE PPP LEGAL ADVISORY SERVICES PROCUREMENT REF: MOPPED/CONS/19-20/0047B STEP REF: UG-PPP UNIT-159963-CS-INDIV

1. The Government of Uganda (GoU), through the National Development Plan II (NDP II), adopted the use of Public Private Partnerships (PPP) as a way of increasing private sector investment and participation in the provision of public infrastructure assets and services. PPPs are expected to boost economic growth and foreign direct investments, enable more efficient development and delivery of public infrastructure and ensure the provision of good quality public services among others.
2. Accordingly, the GoU adopted a PPP Policy in 2010 and enacted the PPP Act No. 8 of 2015 as the enabling legislation for PPPs in Uganda. The PPP Act established the institutional framework to guide and support the delivery of the country's PPP agenda.
3. The PPP Act established the PPP Committee charged with the responsibility to, among others, ensure that each PPP agreement is consistent with the provisions of the PPP Act, formulate policy on PPPs, approve project proposals submitted to it by the Contracting Authority (CA), examine and approve feasibility studies conducted by a CA under the PPP Act, review the legal, regulatory and institutional framework of PPPs, oversee the monitoring and evaluation by CAs of a PPP from commencement to post completion stage, ensure approval of and fiscal accountability in the management of financial and any other form of support granted by the government in the implementation of projects under the PPP Act, and ensure efficient implementation of any project entered into by CAs.
4. The Law also established the PPP Unit as the Secretariat and technical arm of the PPP Committee to provide technical, financial and legal expertise in respect of PPP implementation to the PPP Committee and a

project team established under the Act. In addition, the PPP Unit also provides support to CAs to design, identify, select, prioritize, appraise and evaluate projects, review and assess requests for government support in relation to a project and advise the PPP Committee on the support that should be accorded to the project.

5. The World Bank recently carried out a Country PPP Diagnostic Study (“the Study”) with the objective of determining the baseline of Uganda’s PPP readiness and to assess gaps and weaknesses in the overall PPP enabling environment. The findings of the Study suggest that Uganda has basic common features of successful PPP programs. However, the Study also points out that the PPP Unit is understaffed, and the country lacks adequate ownership and capacity within line ministries and CAs to develop and implement PPPs.
6. Given its functions and its advisory mandate, the Study proposes that the PPP Unit be strengthened with in-house technical, legal and financial skills. To bridge current gaps as the PPP Unit builds internal capacities, the Study proposes that key skills and expertise required be sourced externally.
7. In order to achieve the above and address the skills gap, the PPP Unit seeks the services of a **PPP Advisor (legal)** on full time basis, who will provide legal expertise and support to the PPP Unit in the fulfilment of its mandate. Duty Station shall be Kampala.
8. Broadly, this role will include, but will not be limited to, supporting the PPP Unit, and the CAs and Transaction Advisors (TA), in legal aspects related to PPP policy and frameworks, institution and capacity building, and identifying, appraising, procuring, negotiating and managing PPP projects and reviewing project documentation leading to successful financial closure. The Advisor will report to the Director PPP Unit for day to day activities.
9. The Advisor will be appointed by the PPP Unit on a contractual basis covering the scope of work, key deliverables, timelines, etc. for an initial period of 12 months, with a possibility of renewal for another 12 months based on performance, business need and budget availability.
10. The PPP Unit will provide office space, with connectivity to internet, printer and access to other office amenities while in office of the PPP Unit.
11. Out of pocket expenses towards work related travel will be reimbursed as per rules and regulations applicable to the staff of PPP Unit.

12. The following sections detail the objective, scope of work, key deliverables, timelines, qualifications and experience requirements for the position.

OBJECTIVE

The main objective of the PPP Advisor (Technical) assignment includes provide requisite legal advice to the PPP Unit on all project or PPP related documentation received from the CAs and all other entities, and institutional and legal aspects of the PPP Framework. The PPP Legal Advisor will work closely with the other advisors and under the guidance of the Senior PPP Legal Advisor and the overall leadership of the Director PPP Unit in providing technical inputs to policy and projects.

SCOPE OF WORK

The PPP Advisor (Legal) is expected to meet the above objective, including, without limitation, performing the following tasks. The PPP Advisor (Legal) will work closely with and under the technical guidance of the Senior PPP Legal Advisor in undertaking the following tasks:

- a. Review the legal framework for PPPs in Uganda and provide inputs to the PPP Unit for institutionalizing the PPP Act, regulations, guidelines and any other frameworks such as the FCCL framework, disclosure framework etc.
- b. Review outputs by various consultants in the context of the legal framework and identify inconsistencies, areas of conflict and suggest improvements.
- c. Review the PPP Guidelines and suggest tasks to be taken up for institutionalizing the guidelines.
- d. Guide the drafting of key resolutions of the PPP Committee, rules of business; prepare templates for facilitating record keeping and audit trail of PPP Committee Meetings by the PPP Unit.
- e. Support in drafting of key clauses of the concession agreement based on international best practices with respect to - grant of concession, force majeure, dispute resolution, termination, change in law etc. Based on the contracts signed so far in Uganda, the ongoing structuring work related to the Kampala Jinja Expressway Project and international best practice, the consultant will draft for the use of the PPP Unit, the MOFPED and the CAs standard contractual clauses for use in PPP contracts in Uganda.
- f. Liaise with and advise CAs on all PPP legal and regulatory matters pertaining to PPP projects;
- g. Ensure the PPP Unit is kept fully informed on PPP-related legal developments overall, and in specific sectors;

- h. Provide guidance to the PPP Unit, line agencies, and legislative and judicial bodies on PPP related legal and regulatory reforms based on international best practice.
- i. Support the PPP unit in legal review of deliverables from other consultancy engagements, review all existing PPP Agreements, develop contract summaries of each, and highlight any critical issues
- j. Develop boiler plate clauses for typical PPP Transactions
- k. Review the entire Policy, Legal, Regulatory and Institutional Framework for PPPs, develop suitable guidance materials and recommend amendment of any legislation to facilitate smooth PPP implementation in the country
- l. Ongoing PPP training and capacity development of the PPP Unit staff and selected members of the CAs with at least 5 sessions of 2 hours each delivered each month on legal and regulatory issues related to PPP.
- m. Performance of any other Legal tasks assigned by the Director PPP Unit

KEY DELIVERABLES AND TIMELINES

The PPP Advisor (Legal) is expected to perform the scope of work on an ongoing basis during the term of his/her assignment, to the satisfaction of the PPP Unit’s Director, within the guidelines set out herein and based on best industry practices. The specific deliverables are as follows, among other work that the PPP Advisor (Legal) will be expected to carry out on a regular basis, including providing advice to the PPP Unit Director and PPP Committee as required.

No.	Deliverable	Timing for the delivery
1	<ul style="list-style-type: none"> • Develop guide for drafting resolutions, rules of business, templates record keeping and audit trails for decisions of PPP Committee • Reports on the actual reviews undertaken on the detailed feasibility studies and other project documents submitted to the PPP Unit during the month 	End of 3 rd Month
2	<ul style="list-style-type: none"> • Draft standard key clauses for concession agreements based on international best practices • Prepare templates and processes for legal evaluation of projects • 10 man-days of training on legal and regulatory aspects of PPPs to CAs 	End of 6 th Month

No.	Deliverable	Timing for the delivery
	<ul style="list-style-type: none"> • Reports on the actual reviews undertaken on the detailed feasibility studies and other project documents submitted to the PPP Unit during the month 	
3	<ul style="list-style-type: none"> • Develop contract management processes for dispute resolution, maintaining PPP concession agreements, audit trials etc. • Reports on the actual reviews undertaken on the detailed feasibility studies and other project documents submitted to the PPP Unit during the month 	End of 9 th Month
4	<ul style="list-style-type: none"> • Processes for management of inputs for disclosures as a part of the PPP disclosure related work • Reports on the actual reviews undertaken on the detailed feasibility studies and other project documents submitted to the PPP Unit during the month 	End of 12 th Month

Note: No technical expertise or any other form of support shall be provided by the Advisor on any project that involves coal power or upstream oil and gas production. The advice provided by the Advisor will be consistent with the World Bank's Environmental and Social Safeguards Policy

The selection criteria will include;

a) Eligibility

1. A signed statement indicating that the consultant does not have a conflict of interest in the subject of the procurement;
2. A signed statement stating that the consultant is not insolvent, in receivership, bankrupt or being wound up;
3. The consultant is not suspended by the PPDA or equivalent body
4. A signed statement stating that the consultant is not a subject of legal proceedings
5. The consultant has fulfilled the obligations to pay taxes in Uganda or elsewhere he or she is located with proof of a copy of valid Tax Clearance Certificate or its equivalent;

b) Qualifications

1. A postgraduate degree in Law from a recognized University
2. A post graduate diploma in legal practice

c) Experience

1. At least six (6) years' experience in the development of large infrastructure projects on PPP or lender funded basis including extensive experience in construction; infrastructure costing, project management, project finance, project structuring; construction risk analysis and allocation, international bid process including preparation of bidding documentation, contract negotiations and post-bid process monitoring and evaluation among others
2. Experience working in Sub-Saharan Africa and or, Uganda in particular will be an added advantage.

d) Skills

1. Proven skills to successfully carry out the assignment; in this regard, it is required to attach detailed curriculum vitae (CVs) and copies of required qualification.
2. Must be able to work independently as well as part of a team
3. Fluency in spoken and written English;
4. Must have a balanced personality with excellent communication and interpersonal skills;
5. Ugandan citizens will have an added advantage.

e) Reference

At least three (3) references on similar PPP/long-term Concession or Lender funded Advisory assignments

f) Interviews

1. The consultant invited for the interview will bear the costs of attendance;
2. The consultant invited for the interview shall be notified of the arrangements for the interview
3. Where the consultant who is invited for the interview fails to attend, the consultant shall be eliminated from the selection process.

Shortlisted candidates will be required to complete the online Environment and Social Framework (ESF) training available through <https://projects.worldbank.org/en/projects-operations/environmental-and-social-framework/brief/esf-training> prior to the interview.

11. Interested eligible individual consultants may obtain further information in writing at the address given below from **Monday to Friday** between **08:00am to 05:00pm**.

Ministry of Finance, Planning & Economic Development
Procurement & Disposal Unit
Plot 2/12 Apollo Kaggwa Road
Finance Building,
Floor 1, Room 1.5
Tel: 256-414-707000

12. Sealed Expressions of Interest (one original and three copies) must be submitted using the one stage-single envelope method delivered in written form must be delivered to the address in 7 above by 10:00am (**EAT/ local time**) on 18th May, 2020 at the address. The packaging must be clearly marked **PPP LEGAL Advisor**.

13. The notice of expression of interest is available at the Entity's website at www.finance.go.ug, www.pppunit.go.ug, www.worldbank.org.

10 The planned Procurement schedule (Subject to changes) is as follows:

Activity	Date
a. Publication of Notice of Expression of Interest	27 th April, 2020
b. Closing date for receipt of Expression of Interest	18 th May, 2020
c. Evaluation of Expressions of Interest	19 th May- 27 th May, 2020
d. Display of shortlist	29 th May 2020
e. Interviews	June



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Betty Kasimbazi
UNDER SECRETARY/ACCOUNTING OFFICER

