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<b>Consulting Services (Energy, Legal Advisory)</b>	<b>Deadline: 31<sup>st</sup> January 2018 (1pm Philippine Time, 7am Central African Time)</b>
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**Country:** *Regional (Southern African Development Community region)*

### **Invitation for Expression of Interest**

**Ref.:** International, open tender for Consulting Services for Legal Advisory

**Beneficiary:** Africa GreenCo

**Project measures:** Africa GreenCo (“AGC DevCo”) is a not-for-profit company developing a new for-profit business model to catalyse private sector investment in renewable energy generation projects within SADC. This involves the establishment of a government co-owned creditworthy intermediary power purchaser and electricity services provider (“GreenCo”). GreenCo addresses a key impediment to developing sub-Saharan Africa’s renewable energy resources at scale – the creditworthiness of power offtakers.

GreenCo will aggregate and mitigate demand and supply risks as an operating member of regional power pools. This will help unlock the private capital required to meet SDGs and NDCs at lower cost and in a fiscally efficient manner, and will provide a stepping-stone to the development of liquid power markets by leveraging and increasing the utilisation of existing power pools. The target market for GreenCo is SADC grid-interconnected countries with an anticipated focus on, but not limited to, Zambia.

AGC DevCo has been allocated grant funds from the SADC Project Preparation and Development Facility (PPDF). AGC DevCo will utilise these funds to procure consulting services to further structure and implement GreenCo. Under this tender, AGC DevCo is seeking expert legal advisory and transaction support services to ensure that the operating entities are established in the

most appropriate jurisdiction, are appropriately structured and licensed, and that GreenCo's operational risks are identified, reflected in necessary transaction documentation and operating policies and appropriately managed.

**Requested Consultant services:** The consultant shall provide advisory services for the corporate structuring of the various GreenCo entities, prepare the required corporate documentation and governance structure and provide legal and administrative support for the incorporation of the entities in various SADC jurisdictions as needed in conjunction with local counsel. The consultant shall also draft the set of transaction documents required for the business operations of GreenCo as intermediary power purchaser and electricity services provider. The consultant shall conduct due diligence on the regulatory environment in GreenCo's target markets and the Southern African Power Pool as well as on applicable financial regulations and the tax environment in relevant SADC countries and make necessary filings. The consultant shall support AGC DevCo management in assessing and managing the risks during the structuring and implementation process and draft according policies as required.

**Key Personnel profile:** A team of legal experts with an excellent record in legal and financial structuring transactions ideally in the SADC (and particularly outside South Africa) and providing associated advisory services to developers, utilities, governments, power pools, investors and banks (incl. development banks and DFIs). Previous experience working on renewable energy ("RE") independent power producer ("IPP") transactions with development banks and DFIs as well as in structuring public-private-partnership structures and innovative multi-stakeholder finance vehicles similar to GreenCo will be key requirements.

To receive the Invitation for Expression of Interest, please contact the assigned Tender Agent under [africagreenco@icee.de](mailto:africagreenco@icee.de).

AGC DevCo is a not-for-profit company registered under the laws of England and Wales. AGC DevCo will execute this

Tender in accordance with the PPDF Guidelines (Rules) for the Procurement of Services dated November 2013 (Revision 1, as amended from time to time). It is foreseen to assign the services to an independent law firm / consultant firm or a consortium with a proven track record in the respective areas. The minimum annual turnover of the consultant / consortium shall exceed USD 5m. For consortia, the aggregated turnover will be considered. Further information will be availed in the Invitation for Expression of Interest.

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