



SPECIAL AGRO-
INDUSTRIAL
PROCESSING ZONE
(SAPZ) PROGRAM

Terms of Reference (ToR)
for the Engagement of one
Transaction Adviser for the
Special Agro-Industrial
Processing Zone (SAPZ)
Program in each state of
Kaduna, Oyo, Cross River,
Imo and Ogun

TERMS OF REFERENCE (TOR)

Consultancy for the engagement of Transaction Adviser for the Implementation of Special Agro-Industrial Processing Zone (SAPZ)

1. BACKGROUND

The Federal Government of Nigeria (FGN) has secured a facility from the African Development Bank (AfDB), International Fund for Agricultural Development (IFAD), Islamic Development Bank (IsDB) to implement a five-year AfDB/IFAD/IsDB – Assisted Special Agro-Industrial Processing Zone (SAPZ) Program in partnership with the State Governments and Private Investors in seven (7) participating states (**Imo, Kaduna, Kano, Cross River, Kwara, Oyo, and Ogun**) and Federal Capital Territory (**FCT**) in the first phase.

The implementation of SAPZs is a major investment program of the Federal Government of Nigeria, driven by the Federal Ministry of Agriculture and Food Security (FMAFS) in collaboration with relevant Federal Ministries, Departments and Agencies (MDAs) to develop agro-processing clusters in areas of high agricultural production across the country. It is a strategic move to rapidly develop modern agro-processing capacity to serve the vast and growing local market, create a sustainable market for farmers, reduce postharvest losses of local agricultural produce, thereby create wealth for farmers, promote import substitution and create sustainable agriculture-related jobs.

This clustering approach is to help address investment challenges in the development of agro-processing enclaves across Nigeria, including poor access to quality infrastructure, inadequate feedstock supplies and other challenges confronting agro-processing environment. SAPZs, therefore, will be developed with the requisite infrastructure for agro-processing environment, which will help reduce cost absorptions and engender competitiveness in agro-industrial production that is critical to further unlocking the potentials of Nigeria's Agriculture to create ready markets and wealth for farming communities and reduce rural poverty.

The SAPZ will be made up of two building blocks: (i) the Agricultural Transformation Centre (ATC), which is a community-based rural institution within the host community, supported with the provision of quality production drivers for the production of feedstock and the Aggregation Centre (AC) for primary storage, and (ii) the Agro-Industrial Hub (AIH) equipped with desirable infrastructure to create modern agro-processing environment where secondary value addition will take place. The Agro-Industrial Processing hub (AIH) will draw its processing feedstock from the ATC where production clusters and Aggregation Centres are coordinated.

Under the financing envelope of the African Development Bank (AfDB), the SAPZ program has identified the development of five AIHs and five ATCs with selected value chain commodities

being prioritized based on comparative and competitive advantages in each state under consideration. The matrix below shows the locations and their commodity value chains:

S/N	State	AIH	ATC	Value Chain
1.	Kaduna	Gaaiz	Dutsen-Wai, Kubau LGA	Tomato, Maize, Ginger
2.	Oyo	Ijaiye	Eruwa farm Settlement	Cassava, Soy Beans, Rice
3.	Cross River	Ikom	Obanliku	Cocoa, Rice, Cassava
4.	Imo	Okigwe	Ngor Okpala	Livestock, Dairy, Maize, Soy and cassava
5.	Ogun	Sagamu	Sawanjo	Cassava, Rice, Poultry, Aquaculture

The SAPZ program involves the provision of utilities, roads and maintenance of green areas, open space, power line with buffer zone, streams etc. The proposed zone will also involve the installation of various supporting industries, such as a Renewable Energy Park (Solar, Wind & Biomass), Multi-Modal Logistic Park (MMLP), Mega Food Park (MFP), Farm Equipment Sheds, General Engineering Cluster, Flatted Factory Park, Multi-Product Cluster, Residential, Industrial Worker Housing (Affordable), Medium Density, Low Density (High-end Residences, Resorts, Villas), Commercial (Retail, Hotel, Community, Shopping), Facilities (Administrative & Custom Building, Hospital, Central Research & Testing Lab, Skill Development & Training Centre, Creche, Canteen, Fire station).

It is envisaged that the park will be developed in a public-private partnership model over a 20-year renewable concession period where land with serviced infrastructure will be leased by various private sector parties who shall develop and operate various agro-processing industries at the zones.

The expected output of enabling infrastructure from SAPZ phase 1 include the:

- i. Construction of 8 Agro-Industrial Hubs (AIHs) equipped with both economic and social infrastructure;
- ii. Construction of 18 Agricultural Transformation Centres (ATCs) equipped with both economic and social infrastructure;
- iii. Construction of 30 Aggregation Centers (ACs);
- iv. Construction or rehabilitation of 190 Feeder roads at farm-level; and
- v. Development or rehabilitation of 2,300ha of irrigable land

2. OBJECTIVES

The engagement of a Transaction Advisory Firm is to assist in the implementation of the SAPZ by working on the Project with the key stakeholders for delivery. Primarily, the Transaction

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Adviser will work with the State Program Implementation Unit (PIU) as well as National Coordinating Office (NCO) of SAPZ. The following are the key broad activities of the Transaction Adviser:

- i. Detailed review of the Lenders' Project Documents to ensure compliance and adherence to the Project objectives.
- ii. Detailed review of the Project and site-specific feasibility studies undertaken by the State, to assess the recommended Project commercial, financial, social, technical, and economic viability tests.
- iii. Review of the site-specific SAPZ needs for AIH and ATC in each state.
- iv. Determination of viable on-site infrastructure delivery options with appropriate financing structures.
- v. Determination of route and access to market support infrastructure for products in production areas to AC, ATC, and AIH.
- vi. Assist in the design and establishment of site-specific Special Purpose Vehicles (SPV) for Project delivery and subsequent management and
- vii. Review of terms of Reference, work plan and budget for site development, monitoring and implementation plan, preparation of project management information system, and other associated reports.

The depth and breadth of critical infrastructure needs will vary from one SAPZ site to the other, but the loan fund will be utilized majorly for the development of on-site infrastructure while the FGN is to facilitate the development of initial 'off-site infrastructure in conjunction with the Federal Ministries, Departments and Agencies (MDAs) and the State Governments. Off-site infrastructure relates to site connection to necessary public infrastructure, including supplementary installations, as may be required. These may include access roads, power substations, access to gas distribution network, energy (electrical and thermal), and transportation infrastructure. While on-site infrastructure largely relates to the development and site reticulation of infrastructure, including internal road networks, access roads, water treatment, sewage and effluent treatment plants and distribution, gas connections, power generation (including renewable energy) and distribution, parks, drainage facilities, etc.

The Transaction Advisory Firm is therefore expected to possess deep multi-disciplinary expertise across technical and financial with strong capabilities and knowledge in infrastructure need assessments, infrastructure design, bankable portfolio, and structuring of the type of complex financing arrangements required for infrastructure projects and public-private partnerships including bilateral/multilateral financing and guarantee instruments, public and commercial equity and debt financing.

Summarily, the TOR of the Transaction Adviser will be assessed through two major phases viz -

Phase 1: Preparation of a State/site-specific Business Case and attendant documentation for the SAPZ; and

Phase 2: Assist the State in procuring private sector delivery partners for the SAPZ implementation.

The scope of work is divided into these two parts. The Transaction Adviser needs to submit a single bid in the formats prescribed in this ToR. Reference to 'the Transaction Adviser' includes the entire Advisory team, or relevant members, under the management of a single lead Adviser.

3. Scope of work

Phase 1: Preparation of Site-Specific Business Case and Attendant Documentation

The engagement of a transaction Advisory firm is to assist in the implementation of the SAPZ program for the State (the “project”). The transaction Adviser will prepare or review the OBC for the SAPZ site. The OBC will be required to present the Project’s strategic case, assessment of the economic, commercial, and financial viability, and the management capacity of the State to deliver the objectives of the Project. The OBC will also include a detailed market engagement assessment and validation of market interest (i.e., potential concessionaires and finance providers) and their requirements for the successful delivery of the project. These would enable the government to confirm the full project lifecycle costs, optimal allocation of risks, associated government obligations, costs, affordability limits for the successful implementation of the program, and optimal value-for-money delivery methods.

i. Background documentation and preparatory work

The Transaction Adviser will have to become familiar with all background documentation and preparatory work conducted to date and shall be responsible for carrying out technical, financial, and legal framework reviews that are deemed necessary for a successful completion of the transactions, including, but not limited to:

- Relevant existing reports (such as the Project Appraisal Document and Technical Annexes, Regional, National, and State Development Agenda etc), studies, audits, etc. necessary to become familiar with Nigeria's agriculture and infrastructure sectors.
- All information pertaining to agriculture market structure.
- Existing financial forecasts, historical financial performance, and technical operating history for FMAFS and the SAPZ in Nigeria.
- Existing laws and regulatory functions.

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- Responsibilities and relationships of the State and the FMAFS with other government entities at different levels.
- Project Feasibility studies for commercial, economic, technical, financial, and Project Environmental and Social Impact Assessments.
- Detailed analysis of the off-site and on-site Project infrastructure needs to guide Project commercial sustainability.

ii. Outline Business Case (OBC)

The Transaction Adviser is required to produce an OBC for the Project based on the reports reviewed and provided by each State Project Implementation Unit (PIU) on the Project. The report needs to be informed by engagement with key market players (i.e., potential bidders and financiers), clearly demonstrate plausible (and affordable) financing options for the full Project cycle, and propose the optimal value-for-money solution to achieve the desired outcomes. The OBC should be compiled in a single report in Word format (with relevant annexures) and delivered as both electronic and hard copy documents. The Transaction Adviser will also have key inputs into the TOR and/or reports of the Design Consultant that will assist the State Government in determining the off-site and on-site infrastructure needs and delivery options for the project.

iii. Support in the Procurement of Design Consultants and EPC Contractors

The TAF will provide the necessary technical support to the PIU that specifically requires the procurement of Design Consultants (DCs) and the Engineering, Procurement, and Construction (EPC) Contractor to foster the delivery of the proposed technical and financial solution of the SAPZ project by the Project concessionaire or Operations and Maintenance partner. Any other PIUs that opt for conventional employer- designed facilities may not require the procurement of EPC.

The Transaction Adviser will provide inputs to the PIU for the work of the DCs, while also taking on board design considerations and costing in the finalization of the OBC. The TAF will support the PIU in the supervision of the DC's work in reviewing and revalidating the infrastructure requirements, developing designs and drawings for enabling infrastructure, and developing the site infrastructure master plan, all of which will support the bankability of the project. Inputs from the DC's will also be taken on board by the PIU in the tender process for selection of the Project concessionaire or Operations and Maintenance partner.

The Transaction Adviser will provide support and inputs if requested by the PIU in the procurement of the EPC Contractor to ensure relevant considerations are captured in the selection of the EPC Contractor to ensure bankability of the project is not compromised and

ensure the full alignment with the OBC technical solution for on-site infrastructure development as may be advised by the Design Consultants.

IV. Preparation of Procurement Documents for Selection of Project Concessionaire or Operations and Maintenance Partner

In line with the OBC and market engagement and assessments, the Transaction Adviser will provide the necessary technical, legal, and financial Advisory support for the procurement of the Project concessionaire or Operations and Maintenance partner or any other partner as may be recommended by the OBC.

The Transaction Adviser is required to provide technical support to the PIU to manage the procurement process for securing contracts with delivery parties for the Project. All this needs to be in accordance with the systems and standards set out for public procurement and PPPs in the relevant laws and regulations for the financing partners.

The Transaction Adviser will work with the PIU to design a competitive procurement process based on relevant procurement guidelines, procedures, frameworks, and laws, including advising on mechanisms to maximize competition while avoiding unrealistic bids and project vulnerability from overly aggressive bidding.

The Transaction Adviser will work with the PIU to prepare a complete set of procurement documents, complying with relevant procurement and PPP laws, policies, and guidelines. The documentation must be consistent with the results of the OBC and enable the State to obtain relevant approvals.

The Transaction Adviser will also give all the necessary drafting, bidder communication, and administrative support to the PIU for the entire procurement process to be conducted following law and policy, and to the highest standards of efficiency, quality, and integrity. This includes managing a data room and other dissemination of Project data to bidders, facilitating structured engagement between the government and bidders, helping the government communicate effectively with bidders, including responding to bidder queries, managing bidder conferences, and responding to communications with bidders to manage Government liabilities, and receiving bids. The Transaction Adviser will compile all the documentation necessary for the PIU to obtain necessary approvals and no objection at various stages of the procurement process.

V. Preparation of Procurement Documents for Selection of Project Concessionaire or Operations and Maintenance Partner

In line with the OBC and market engagement and assessments, the Transaction Adviser will provide the necessary technical, legal, and financial Advisory support for the procurement of the Project concessionaire.

vi. Capacity Needs Assessment and Capacity Building for PIU and other relevant State Government MDAs.

While the Transaction Adviser (TA) will work collaboratively with the Project Implementation Unit (PIU) and other relevant State Government Ministries, Departments, and Agencies (MDAs) throughout the project lifecycle, deliberate knowledge transfer through capacity-building workshops will be crucial. This will ensure the sustainability of the acquired knowledge and skills beyond the lifespan of the TA's engagement.

The TA will, therefore, be expected to conduct a comprehensive capacity needs assessment for the PIU and other relevant MDAs involved in the SAPZ project. It will establish specific gaps and training needs in various areas, considering the roles and responsibilities of each entity. This assessment is also expected to identify existing knowledge, skills, and experience related to PPP procurement and designing and implementing PPPs in the agriculture sector, amongst others.

Thereafter, the TA will design and deliver a training program to bridge the gap identified from the needs assessment. Amongst others, training must include PPP Procurement and Contract Management, as well as approach to mainstreaming Gender, Climate, and Nature in the delivery of the Project.

Phase 2: Assist the State in procuring Private Sector Delivery Partners for the SAPZ Implementation

In line with the feedback from market engagement process, the OBC, financiers, and the State Governments' Project delivery and management strategy, the Transaction Adviser, working closely with the PIU will approve a procurement process to include:

i. Pre-Qualification

The Transaction Adviser will assist the PIU to design a pre-qualification process with the intention of:

- ensuring that the State government's exact interest is communicated clearly to the market;
- determining the extent and nature of interest in the private sector; and
- pre-qualifying a competitive number of competent consortia in an equitable and transparent way.

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The desired result is that every pre-qualified bidder is capable of providing the facilities and services required by the State.

- i. As part of this process, the Transaction Adviser will develop a tightly focused promotional campaign for the Project, including short press briefings, advertisement details to be published in international trade publications and business newspapers, followed up by the targeted marketing of the investment opportunities through organizing road shows and seminars for potential investors as well as initiating direct communications with them. The responsibility of the TA is to source for both local and international investors for both AIH and ATC as tenants to invest and operate in the zone.

ii. Draft PPP Agreement and Associated Documentation

The Transaction Adviser will prepare a draft PPP agreement, in close liaison with the PIU, implementing the risk allocation regime and using best practice to maximize competition and keep pricing low, while protecting the government's interests with a view to Project implementation and manageability over the term of the Project. The agreement will include all necessary annexes and subsidiary documentation, e.g., performance specification, project scope, client's requirements, technical specification, project performance monitoring regime, code of construction practice, etc.

iii. Evaluation of bids

The PIU, consisting of a bid evaluation team supported by the Transaction Adviser, will evaluate all bids.

The Transaction Adviser will be responsible for:

- a) advising on the bid proposed evaluation criteria, processes, tools, and templates to ensure transparency, and consistency of approach;
- b) the moderation and comparability of evaluation results, and
- c) the preparation of the bid evaluation report.

iv. The Value-for-Money Report

Value for money must be demonstrated by comparing the net present value (NPV) of the bids received with the NPV of the Public Sector Comparator, with a suitable adjustment for risk assumed.

The results of the bidding and evaluation of bids must be presented in a single value-for-money report (with relevant annexes) that demonstrates clearly how value for money will be achieved with the preferred bidder.

The value-for-money report must be in a suitable format and of a suitable standard for the government to get the necessary approvals.

v. PPP Agreement Negotiations, PPP Agreement Management Plan

The Transaction Adviser shall assist the PIU in final negotiations with the preferred bidder. This will involve:

- preparing suitable negotiation teams;
- categorizing issues appropriately, developing timelines for completion;
- planning negotiation tactics;
- reviewing proposed sub-contracts, in particular with the construction contractor and operator, to the extent forms of these contracts have not been included in the PPP contract or the tender documents;
- advising on proposed changes to the agreed form sub-contracts;
- review of the preferred bidder's satisfaction of the condition's precedent to the PPP contract, often including the validity of licenses and permissions obtained by the preferred bidder, formation of corporate vehicles in the form required, financial close of the project financing, and implementation of the commercial requirements for performance of the project;
- relationship with second and third-place bidders, including managing bid bonds and on-going discussions to prepare for the eventual withdrawal of the preferred bidder;
- processes for reaching an agreement;
- the above will normally involve a second set of negotiations with the lenders arguing similar points as those raised by the preferred bidder during the tender process and new issues often focused on financial covenants and protections. This may involve extended discussions of Government financial participation to protect the lenders from specific risks. The legal service providers should be involved in these discussions;
- review and negotiation of the financial documentation, which will often have a direct effect on the rights and obligations of the Government;
- legal opinion that the transaction is binding on its terms;
- legal opinion on security and financial management structure; and
- legal opinion on revenue structure and current regulatory mechanism.

The Transaction Adviser must ensure that all agreements reached are incorporated into all the financial, commercial, and legal documentation and assist with drafting the necessary and related correspondence.

The final terms of the agreement, each as negotiated with the preferred bidder, must be submitted by the government, along with the PPP agreement management plan for the Project, for approval. The Transaction Adviser is responsible for compiling the necessary submissions for the government to obtain this approval, including a comprehensive legal due diligence of the accounting officer/authority that has been completed. This will relate to legal compliance, competence, and capacity to enter into the PPP agreement.

vi. PPP Agreement Signature, Close-Out Report and Case Study, and Financial Closure

The Transaction Adviser will assist the PIU with all functions related to signing the final agreement through to financial close. The Transaction Adviser must also compile a comprehensive close-out report and case study and must incorporate any additional factors that the government may require. The close-out report will be a confidential document of the government. The case study will become a public document available on various government websites.

The Transaction Adviser will, in close liaison with the PIU, draft a comprehensive PPP management plan, in accordance with the provisions of the PPP agreement, to help the State government in the management of the Project and its risks, rights and obligations after financial close. The management plan will be delivered no later than 20 days before the financial close. This will be followed by a 5-day ‘workshop’ with PIU to discuss Project implementation and management of government’s rights and obligations over the term of the Project, followed by one further ‘workshop’ as follow-up.

Financial closure signifies that all the procurement deliverables have been successfully completed, and that the transaction Adviser's work is finished, if applicable.

vii. Financial flow system and Revenue Model

The TA is expected to develop a financial flow system for tracking inflow and outflow of funds under SAPZ. This should include an optimal revenue model as an economic lever for the state to guarantee project sustainability, consolidation and expansion of the zone.

viii. Project Risk Allocation

Identification and allocation of project risks using the risk mitigation instruments available from the African Development Bank Group, Multilateral Investment Guarantee Agency (MIGA) and any other special mechanisms that have been developed/deployed around the world in a high-risk

contexts (with reference to their applicability and adaptation for the current context in an efficient and economic manner).

ix. Special Purpose Vehicle (SPV)

Development of an implementation framework for the establishment of the Special Purpose Vehicle (SPV) each zone with an adequate security package and sponsor to support undertakings to meet private sector lenders' requirements, to manage and own the development, operation and maintenance site infrastructure and, assisting in the resolution of the diverse technical and commercial issues that may arise from time to time.

4. Duration

The duration of the consultancy is for a period of 18 months (72 weeks).

5. Deliverables and Payment Schedule

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S/No.	Deliverable <i>Payable upon submission and approval</i>	Time frame <i>(weeks)</i>	% Payable
Phase I			
1	Inception Report	2 weeks	10
2	Draft OBC	8 weeks	15
3	Final OBC and Capacity Building Report ¹	8 weeks	14
Sub Total 1		18 weeks	39%
Phase II			
4	Completion of RFQ, RFP documentation, Completion of prequalification report and Bid evaluation support to Bid Evaluation team. Completion of bid evaluation report	2 weeks	5
5	Submission of Implementation framework for establishing a site-specific Special Purpose Vehicle (SPV) for the zone.	6 weeks	5
6	Development and handing over of Financial flow system and Revenue Model for the zone	6 weeks	10
7	Organization of International Workshop/Investment Roadshow /Study Tour on Agro-Industrial Processing Development to attract substantial investments into the SAPZ program.	4 weeks	6
8	Completion of documentation of potential investors/tenants with the acquisition of plots for operation in the zone	14 weeks	10
9	Submission of a draft PPP agreement for the development, operation, and management of the zone, Negotiations & execution of commercial close	6 weeks	10
10	Financial close	12 weeks	10
11	Close-out Report and Case Study	4 weeks	5
Sub Total 2		54 weeks	61%
TOTAL		72 weeks	100%

Note:

- i. Each report must be submitted, as scheduled, in Word format (with relevant annexure), and delivered as both electronic and hard copy documents. Each report must, initially be submitted in Draft Form for comments from all stakeholders, after which a Final copy will be submitted, reflecting the discussed comments.
- ii. Financial models must be in Excel format (soft and hard copies), and must clearly set out all assumptions made, sensitivity analyses carried out, and model outputs. The financial models must be sufficiently adaptable for use by others at later stages,
- iii. Where relevant, a report must be presented with a thorough executive summary and must be accompanied by a PowerPoint presentation that encapsulates all the key features of the report.
- iv. Aside from the deliverable as presented in the table above, Monthly Progress Reports must be submitted to the PIU on the progress within that period.

6. Transaction Adviser Skill, Experience and Team Composition

6.1 Transaction Adviser Skill and Experience

The prospective Transaction Adviser shall be a company, association, or a joint venture. The Advisers shall comprise a team managed by an individual lead transaction Adviser. They shall have the required experience integrating PPP legal advice, project finance (financial modeling, analysis, structuring, risk assessment, and other relevant tasks) expertise, and sector-specific technical advice (Agro Processing, Industrial Zones, Environment), into the successful delivery of transaction Advisory services to either the public or private sectors or both.

Generally, the lead transaction Adviser should have at least 10 years of demonstrated project-relevant experience in preparing and delivering at least 5 PPP projects, with additional merit given to experience with PPP projects in Sub-Saharan Africa. Knowledge of the African operating environment as it affects the implementation of PPPs in similar sectors (Agro-processing and/or Industrial Zones) will be an added advantage.

The transaction Advisory team shall provide evidence of a proven track record in successfully transacting PPPs in the past ten years across multiple sectors. The team members will have the skills and experience necessary to undertake the range of tasks set out in these terms of reference.

Demonstrable experience in the Agro-processing and Industrial Zones sector is highly advantageous.

In terms of the Adviser's contract, the lead transaction Adviser will be held accountable for ensuring that all project deliverables are submitted in time, in good quality and within cost. They will also ensure the professional conduct and integrity of their team. The skills and experience required within the team are as follows:

- a. Financial analysis with relevant PPP and project finance experience.
- b. PPP procurement and structuring.
- c. Legal and regulatory expertise.
- d. Technical expertise: relevant expertise in the construction and the maintenance of built environment facilities and systems in the Agro-processing and Industrial Zones Sector. These shall include civil engineering, architecture/design/master planning, and quantity surveying.
- e. Agriculture Expertise; including agriculture value chain development, agriculture extension, sustainable agricultural practices,
- f. Environmental and Social Safeguards
- g. Climate change mitigation and adaptation strategies
- h. Project Planning & management.
- i. Facilities management, with relevant PPP Operations and Maintenance structuring experience.
- j. Contract negotiations, and.
- k. Contract management

6.2 Team Roles and Responsibilities

i. Team Leader

The Team Leader will generally be responsible for coordinating all inputs of the team; submission of all reports; facilitation of meetings and stakeholder consultations, as required; and liaison with the state government, as required. Specific tasks would include, among others, the following:

- Liaise with government and keep all stakeholders apprised of any issues or concerns that could impact project performance and/or completion of the consulting assignment.
- Be responsible for drafting inception report, progress reports, updating the agreed work program, and providing timely information to government on contract administration issues.
- Manage the team of experts to ensure integrated monitoring of the agreed work program.
- Coordinate the inputs of team members as per the agreed work plan, advise team members of changes to the work plan, and monitor team members' other project commitments to ensure appropriate priority attention is given to the assigned task.

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- Ensure the outputs of team members are in accordance with the contractual Terms of Reference and the client's quality expectations.
- Ensure smooth implementation of the internal quality assurance mechanism and be ultimately responsible for output quality by reviewing, commenting upon, and approving all such outputs.
- Ensure all contracted deliverables are prepared in a timely manner and manage project scheduling.
- Brief and supervise team members on (a) quality management, and (b) integrity and professional conduct, and keep the team updated on changes in the operating environment or procedures.

ii. **Legal and Regulatory (PPP) Expert**

The Legal Expert will develop a legal/regulatory and institutional analysis to determine the requirements of the selected PPP model, and assist in the bidding process, project documentation, and evaluation procedures. Specifically, this analysis will include, but not limited to:

- conducting a policy and institutional assessment to ascertain the validity and viability of the proposed PPP structure for the project.
- assessment of the state government's capacity to manage the project once operational and recommend required changes and capacity improvement measures as appropriate.
- recommend institutional measures to improve the state government's governance to ensure efficient management of project assets after PPP project completion.
- develop "bankability" measures for the proposed PPP project structure, such as payment and guarantee mechanisms, preconditions for a private operator to meet service obligations, default, risk clauses, and step-in rights.
- in accordance with relevant sector and PPP legislation and associated regulation, assist in the bidding process management through documentation preparation, including Request for Prequalification, request for proposal, contractual agreements between project sponsor and winning bidder, as well as in developing bidder instructions, bid qualification parameters, and bid evaluation criteria, bidding process schedules, and undertake stakeholder consultations.
- providing advice on country-specific legal experience of PPP projects in the sector, judiciary-related, legal, and regulatory issues pertaining to the project, legal perspective on special privileges and incentives available for PPP projects and other country-specific legal knowledge.
- Provide all required support until the financial close of the project.

iii. **Infrastructure Engineering Expert**

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The Technical Experts will provide technical expertise and have experience in design, management & implementation of social infrastructure projects. The experts will:

- Validate the key infrastructures identified as part of the PPP solution with information including estimated cost of construction.
- In collaboration with the state government's engineering team and Design Consultants engaged for the project, review the cost estimates for the project including O & M requirements.
- Evaluate and advise on all technical solutions throughout the procurement phase.
- Scrutinize the costs of the bidders' solutions throughout the procurement phase.
- Undertake technical due diligence on bidders' proposals.
- Provide support in the clarification and fine-tuning of technical issues.
- Anticipate the technical risk and create a technical risk profile for the project.
- Draft output requirements and specifications highlighting the following:
 - design standards
 - construction standards
 - operations and maintenance standards.
- Identify and analyse any regulatory, governance and capacity issues that will be critical during the implementation, O& M of the project.
- Ensure all project interventions (proposals) are robustly designed in order to attract private sector investment potential criteria by conducting and documenting a marketing sounding survey.
- Carry out an insurance review to assess the likelihood of transferring risk to the insurance markets, the expected costs, and the availability of insurance cover for the anticipated insurable technical risks.

iv. Finance and Economics Expert

The Finance and Economics Expert will have proven work experience in financial modelling and project structuring of PPP projects. The expert will be required to prepare financial model at OBC stage and will manage the financial aspects of the transaction preparation and bidding process according to the provisions of the relevant PPP and government support regulations. In doing so, the expert will, among others, carry out the following tasks:

- Develop the financial / commercial and risk allocation terms of the envisaged PPP modality after assessment of alternative choices including the commercial, legal, and institutional impacts.
- Ascertain the potential acceptability of the recommended PPP structure by the investors and potential lenders.

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- Recommend a suitable bankable financing plan, including appropriate debt-equity ratios, loan tenures, rates, and cash flow requirements for project viability and bankability, and required government support.
- In addition to SAPZ facility, identify appropriate funding sources, including private sector funding, government funding and government support. Identify their likely terms and conditions, incorporating them into the project financial model.
- Develop all required due financial/economic diligence documents for potential lenders.
- Test all key assumptions against financial model outputs, including the financial internal rate of return and debt service coverage ratio, identifying any required policy revisions for project sustainability, including on the revenue model.
- Provide project risk analysis with suitable mitigation strategies.
- Assess contingent liabilities arising from the project.
- Assess project financial management capacity.
- Produce and manage all project and bidding process documentation and post-bid monitoring frameworks in coordination with the legal specialist.
- Manage the bidding process, including marketing, pre-bid meetings, identification of potential bidders, bidder query responses, bidder qualification and evaluation criteria development; and
- Provide all required support until the financial close of the project.
- Provide inputs related to taxes, tax exemptions and tax incentives, financial accounting systems.

v. Agricultural Economist

The Agricultural Economist Expert will provide input focusing specifically on the agriculture-related work of the transaction Advisory team. The input will consist of:

- Lead inputs on agribusiness related areas including value chain mapping, analysis, and development towards OBC preparation and procurement support to each project.
- Examine options for agricultural inputs and processes, agricultural extension services, and marketing.
- Identify market-driven linkages between agribusiness producers, wholesalers, processors, and markets locally and internationally.
- Conduct baseline market survey to determine demand and revenue and examine trends, drivers, opportunities, and risk as input for reports.
- Contribute as required to the preparation of tender documents and the bid evaluation processes.
- Identify technical requirements and provide analysis to various assessments, studies, and initiatives (for example costs and benefits) and provide technical backstopping to projects.

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- Identify linkages with markets, work out the demand specification of such market, and map out the key stakeholders within that market.
- Collect and analyze agri-products marketing and utilization information to help guide project planning.

vi. Climate and Environmental & Social Safeguards Expert

The Climate and Environmental & Social Safeguards Expert will ensure that the projects are considers relevant climate, environmental and social impact studies and incorporate requirements for further studies as well as mitigation plans. The will consist of:

- Review the environmental and social studies to ensure that there are no adverse environmental or social impacts to hinder delivery of the project.
- Identify any potential environmental and social risks and advise on how such risks can be mitigated to ensure compliance with relevant legal requirements, national and international environmental policies.
- Outline realistic timelines for the proposed project's component activities.
- Evaluate state government's capacity to implement mitigation measures, and where necessary recommend capacity improvement training programs and measures; and
- Seek government environmental clearance, required permits, and approvals.
- Include environmental management plan in the bidding documents, along with the requirement to comply with mitigation measures therein.
- Ensuring and assessing the incorporation of climate mitigation and adaptation measures in the design of the procurement processes and tools.

vii. Communication Expert

The Communication Expert will support the state government with the development and implementation of a communications and public relations strategy aimed at the various stakeholders of the project. To achieve this the Communication Expert, will carry out, among others, the following tasks:

- conduct a public communication needs analysis for the project.
- propose communication strategies across multiple stakeholders to address the identified communications needs.
- design means to seek feedback from stakeholders on critical aspects of the project and to find mutually acceptable solutions for potentially conflict issues.
- develop a comprehensive communication plan for the implementation phase of the project (key messages on issues anticipated to arise such as economic and financial aspects, the environment, gender, and social safeguards, among others; communication activities and

tools; communication implementation plan; processes for engaging stakeholders; required resources and costs of implementing the communication plan).

NOTE:

The list of expert areas is not exhaustive; bidders are encouraged to propose any other expert areas they may think relevant to the current assignment – for instance, this may be as relevant to the selected agro-products in the SAPZ site, e.g. a Crop Specialist in a SAPZ site that is focused on crop. The Transaction Advisory team may be required to have such additional support expertise for carrying out the activities and discharging its duties successfully: facilities management, quantity surveying, engineering, land surveying, planning, legal sociology, and procurement with a minimum qualification of a degree in relevant fields and demonstrated work experience.

6.3 Team Composition

It is the responsibility of the Advisers to propose and use a team which is appropriate for this engagement, and the following is a guide of the minimum levels of expertise required. The Adviser will propose candidates for the positions listed in the summary table below.

Details of the minimum requirements of the Key Experts:

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S/ No.	Position	Expertise Qualification Required
1.	Team Leader	<ul style="list-style-type: none"> ● A university degree in Finance, Management, Economics, Business, Engineering, Architecture, or any other relevant field. ● A relevant postgraduate qualification would be of added advantage. ● Must have a demonstrable track record of successful delivery of at least 5 PPP transactions structuring within the last 10 years. ● 10 years' demonstrated experience in providing PPP transaction Advisory services/development of infrastructure projects including extensive experience in project structuring and risk analysis, allocation, and management; project agreements; bid process management including preparation of bidding process documentation and post-bid process monitoring, is essential. ● Successful structuring/delivery of a number of PPP/private sector delivery projects with at least one successful project as team leader in an Agro processing and Industrial Zones project. ● It will be an added advantage for a team leader to have successfully completed at least one project that has been implemented. ● Should have completed at least three (3) PPP Transaction Advisory assignments to financial close. ● Experience in having closed at least two (2) PPP projects of at least US\$ 50 Million. ● Experience in developing countries will be an added advantage. ● Good English communication and writing skills, especially in report writing, are essential.

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2.	Legal and Regulatory (PPP) Expert	<ul style="list-style-type: none">● A university degree in Law preferably with a relevant postgraduate qualification.● 5 years' demonstrated experience in drafting contractual agreements and other legal instruments on similar scope procurement; managing bidding process, and resolving legal issues, policy, and institutional assessment; and successful preparation of similar projects within Nigeria. Understanding of the relevant enabling laws for private sector/PPP investment in Nigeria, an advantage.● The Legal Expert should have completed at least three (3) PPP Transaction Advisory assignments to commercial or financial close.● Membership in a relevant Professional body.● Experience in Agro-processing and Industrial Zones infrastructure project will be an added advantage.● Experience in preparation of bid documents and managing bid processes for PPP projects.● Experience in alternative dispute resolution in the construction sector is added advantage.● Good English communication and writing skills, especially in report writing, are essential.
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3.	Infrastructure Engineering Experts (3) (Civil Engineer, Agricultural/Irrigation Engineer and Mechanical Engineer)	<ul style="list-style-type: none">● A university degree in Engineering, Construction Management, Urban Planning & Development, Architecture, or relevant related discipline● Post graduate qualification in project planning and management is an added advantage.● Registration with relevant professional body and valid practicing license.● 10 years demonstrated experience in master planning, detailed design, design-planning, development and project management and construction of large infrastructure projects especially Agro-processing and Industrial Zones facilities of a similar nature.● Experience in similar projects in Sub Saharan Africa will be advantageous.● Demonstrated experience in low carbon design solutions, and climate mitigation and adaptation approaches in infrastructure projects.● Demonstrated experience in dealing with at least one PPP project of at least US\$ 10 Million.
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4.	Finance and Economics Expert	<ul style="list-style-type: none"> ● Finance, Economics, or related field university degree with a relevant post graduate qualification. ● Professional experience in PPPs and project finance, with a proven record of accomplishment in financial evaluation and financial modelling & economic analysis of investment projects or PPP projects including value for money, Public Sector Comparator analysis, affordability, and fiscal impact assessment. ● 10 years' experience in financial modelling, structuring of large infrastructure projects on CPM, value for money analysis, project costing and revenue forecast, development of financing plans, global insurance, and guarantee products, etc., with relevant PPP and project finance experience until financial close and successful contract award of 1 similar project. ● Demonstrated experience in dealing with project finance structures and products & experience in capital raising having financially closed at least one PPP project of at least US\$ 50 Million. ● Should have completed at least three (3) PPP Transaction Advisory assignments to commercial or financial close. ● Experience in infrastructure development projects ● Experience in the Agro-processing and Industrial Zones infrastructure will be an added advantage. ● Good English communication and writing skills, especially in report writing, are essential.
5.	Agricultural Economist	<ul style="list-style-type: none"> ● A university degree in Agri-Business, Agricultural Economics, Agriculture Technology, or related fields. ● Post-graduate qualification in any of the above considered an added advantage. ● Minimum of 10 years of relevant experience in agribusiness ● Demonstrated experience in climate smart agriculture, market linkage and market penetration, value chain development including vertical and horizontal coordination of farmers group and backward integration. ● Previous project experience in supervisory/ management role in projects related to Agro-processing and Industrial Zones would be an added advantage.

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6.	Climate and Environmental & Social Safeguards Expert	<ul style="list-style-type: none"> ● An advanced degree in Environmental studies or a relevant related course ● Certification/Registration with relevant professional body required. ● 5 years demonstrated post graduate experience as senior expert in environmental impact assessment and mitigation measures for at least 3 infrastructure projects in accordance with the specific environmental and safeguard requirements of existing environmental laws. ● Demonstrated experience in the preparation and implementation of ESIA studies and ESMPs. ● Demonstrated experience in low carbon design solutions, and climate mitigation and adaptation approaches in infrastructure projects. ● Knowledge and understanding of environmental and social safeguards, laws and statutes will be an added advantage.
7.	Communication Expert	<ul style="list-style-type: none"> ● A university degree in Communications, Public Relations, Journalism, Marketing, or a related field. A postgraduate qualification in one of these areas would be an added advantage. ● A proven track record of successful communication and stakeholder engagement in complex infrastructure projects, preferably in the agriculture or industrial sectors. ● At least 5 years of demonstrated experience in designing and implementing communication strategies for similar PPP projects or large-scale infrastructure developments. ● Familiarity with the agro-processing and industrial zones sector, including an understanding of market dynamics, regulatory frameworks, and stakeholder interests, would be an added advantage ● Experience in managing relationships with a wide range of stakeholders, including government agencies, private sector partners, community representatives, and civil society organizations, is crucial. ● Knowledge and experience of the region and Nigeria in particular an advantage.

7. Procurement methodology:

The selection of the Transaction Advisory Firm (TAF) for the Special Agro-Industrial Processing Zone (SAPZ) Program will be conducted meticulously, employing a rigorous and transparent approach to ensure that the best-suited firm(s) is/are chosen to lead this critical project. The methodology for selecting the TAF will prioritize both quality and expertise.

Selection Criteria

- i. **Experience and Track Record:** The TAF's demonstrated experience in managing projects of similar scope, complexity, and scale will be a primary factor. The firm's successful completion of comparable projects, particularly those involving agricultural and infrastructure development in Africa, will be evaluated.
- ii. **Expertise Alignment:** The TAF's expertise should closely align with the multidisciplinary nature of the SAPZ Program. A comprehensive evaluation will be conducted to assess how well the firm's expertise matches the required domains, such as agricultural economics, infrastructure engineering, financial management, legal compliance, and stakeholder engagement.
- iii. **Financial Capability:** The financial stability and capacity of the TAF to undertake a project of this magnitude will be assessed (\$1m /year revenue). This will ensure that the selected firm can manage the necessary resources and investments for a successful outcome.
- iv. **Team Composition:** A thorough examination of the proposed team's composition, including key personnel and their qualifications. The collective expertise of the team, their track record, and their ability to collaborate effectively will be considered.
- v. **Relevant Project References:** The TAF's history of successful engagements with development partners, especially in securing funding and managing similar projects, will be evaluated. References from past clients or partners will be needed.
- vi. **Innovative Solutions:** The firm's ability to propose innovative and sustainable solutions for addressing the challenges presented by the SAPZ Program will be a key criterion. Creative strategies for infrastructure development, financing, and stakeholder engagement will be reviewed.

Quality and Cost Based Selection (QCBS)

The QCBS method will be employed, emphasizing the balance between quality and cost. The TAF's technical proposal will carry substantial weight, as it provides insights into the firm's approach, methodology, and understanding of the SAPZ Program's intricacies. A financial proposal will also be submitted, detailing the cost structure for the services.

Evaluation and Award Process

An evaluation committee, comprised of representatives from relevant stakeholders, will be established to assess the technical and financial proposals. The committee will evaluate the

TAF's experience, expertise alignment, financial capability, team composition, and innovative solutions based on the established criteria.

Following the evaluation, the TAF that demonstrates the highest alignment with the SAPZ Program's objectives and offers the best value will be selected for award. Transparency, fairness, and adherence to the established criteria will guide the entire selection process.

8. Obligation of the Transaction Advisory Firm (TAF)

- a) Documents: The TAF shall take stock of all documents made available to him by the NCO for the purpose of this assignment. These documents in his custody shall be returned at the end of the project. The TAF shall be entirely responsible for the analysis and interpretation of data obtained from these documents or from other sources. These documents shall be considered confidential and treated as such.
- b) Personnel: The TAF shall provide all personnel listed in the requirement and labour necessary for the expeditious execution of his duties.
- c) Offices: During the execution of this assignment, the TAF shall be responsible for the provision of an office in the State where the site is located
- d) Vehicles: For the proper execution of the TAF duties, provision of vehicle will be made available for operations within the State. However, the TAF shall provide and charge for their transport requirements in their financial proposal for assignment outside the designated State.
- e) Equipment and sub-contracting: The TAF shall provide all equipment that are not specified to be provided by the client but necessary for the execution of his duties.

9. Services and Facilities to be provided by the NCO/PIU

- a) The NCO/PIU shall provide relevant SAPZ documents including feasibility reports and previous studies to the TAF for desk review and technical guidance.
- b) The NCO/PIU shall ensure the best cooperation of all ministries, departments and government agencies (MDAs) concerned with the project.
- c) The NCO/PIU will attach key staff or Technical Assistants (TA) to the TAF as focal points or understudy group on the project for strategic knowledge transfer.
- d) The NCO/PIU will ensure that correspondences exchanged in connection with the execution of the project is dealt with promptly by its staff, so as not to cause any delay.

10. REPORTING

The TAF will be reporting to the PIU and submit a progress report every month based on the implementation of the project and the tasks/deliverables for onward transmission to NCO.