



THE REPUBLIC OF UGANDA

MINISTRY OF FINANCE, PLANNING AND ECONOMIC DEVELOPMENT

NOTICE OF EXPRESSION OF INTEREST FOR INDIVIDUAL CONSULTANCY TO PROVIDE SENIOR LEGAL ADVISORY SERVICES PROCUREMENT REF: MOFPED/CONS/19-20/0047D STEP REF: UG-PPP UNIT-159471-INDV

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, prioritise, 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 **Senior Legal Advisor** on part time basis who will provide legal expertise and support to the PPP Unit in the fulfilment of its mandate.
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 of the work relating to policy and frameworks, institutions and capacity, and identifying, appraising, procuring, negotiating and managing PPP projects and reviewing project documentation leading to successful financial closure. The Senior Legal Advisor will report to the Director PPP Unit for day to day activities.
9. The Senior Legal 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 Senior Legal Advisor will be deployed on a part-time basis. The Advisor will undertake Missions as and when required to the PPP Unit in Kampala and may also be required to work remotely from their home locations.

11. The deployment of the Senior Legal Advisor at the PPP Unit and the remote working arrangement will be agreed on a three-monthly rolling plan basis with the Director PPP Unit. The intent of the part-time position is to ensure that the Senior Legal Advisor is available to the PPP Unit and utilized optimally.
12. 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.
13. Out of pocket expenses towards work related travel will be reimbursed as per rules and regulations applicable to the staff of PPP Unit.
14. The following sections detail the objective, scope of work, key deliverables, timelines, qualifications and experience requirements for the position.

OBJECTIVE

The main objectives of the Senior PPP Legal Advisor's assignment are as follows:

- reviews of all legal aspects of feasibility studies, tender documents and agreements related to PPP projects,
- to ensure compliance of the documents with regulatory requirements, as well as management of legal relations with all entities, public and private, in Uganda.
- provide requisite advice to the PPP Unit in all the legal and regulatory aspects relating to the PPP program in addition to advice on individual projects.
- will also be responsible for recommending standard documentation including contractual provisions and drafting of project agreements.
- overall guidance to the Director PPP Unit in all legal matters and coordinate and provide guidance to other legal experts in the unit.

SCOPE OF WORK

The Senior PPP Legal Advisor is expected to meet the above objective, and including, without limitation, perform the following tasks:

- a. Review the PPP legal framework of Uganda and recommend appropriate amendments to the PPP Act.
- b. Review other related laws and assess their applicability to and implications on specific clauses of the PPP Act and advise accordingly.

- c. Respond and answer legal and regulatory queries to the Unit to help stakeholders understand the PPP Program and requirements related to specific projects.
- d. Participate in meeting with stakeholders and potential investors and where required make presentations.
- e. Undertake legal due diligence of all feasibility study reports and other reports and documents received by the PPP Unit;
- f. Support the PPP Unit and the CAs on legal aspects of the procurement process; undertake review and preparation (including legal drafting) of the legal clauses of the solicitation and bidding documents (EoIs, RFPs, evaluation criteria) the procurement of TA and PPP Private Partner.
- g. Assist the Unit in the preparation and during negotiations with the preferred bidder;
- h. Assist the PPP Unit in the drafting and finalization of all contractual documentation;
- i. Maintain contact with all CAs to ensure the PPP Unit is kept fully advised on sector related developments in respect of legal and policy matters.
- j. Provide written opinions on all legal and regulatory matters related to all stages of the PPP project process.
- k. Support the PPP Unit in the preparation of Standardized PPP Procurement Documents including but not limited to specific clauses in the PPP agreement and other related agreements, such as those relating to government obligations, guarantees, payments, risk allocation, force majeure, land use, disclosure, conditions precedent dispute resolution guidelines etc.
- l. Contribute to the development of the Management Information System in terms of developing a database of relevant legislative and regulatory material;
- m. Provide support to the PPP Unit and the CAs in the contract management process;
- n. Establish and recommend process for dispute resolution in procurement, project implementation as per laws of Uganda;
- o. Maintain contact with all regulatory agencies to ensure the PPP Unit is kept fully advised on developments in this area;
- p. Undertake advocacy for PPPs; and
- q. Undertake at least two 1-day legal capacity building exercise for CAs and other stakeholders each month;
- r. Perform such other tasks as may be assigned by the Director PPP Unit.

KEY DELIVERABLES AND TIMELINES

The Senior PPP Legal Advisor is expected to perform the scope of work on an ongoing basis during the term of his/her assignment, to the satisfaction of the Director PPP Unit, within the guidelines set out herein and based on best industry practices.

Quarterly key performance indicators will be set for the Senior PPP Legal Advisor by the Director PPP Unit against which performance will be measured during the course of the assignment. The Senior PPP Legal Advisor will guide the successful delivery of the deliverables of the PPP Legal Advisor.

The outputs delivered by the Advisor are to be acceptable to the World Bank and to the GOU. The remuneration to the Advisor will be paid partially as monthly remuneration and balance will be released based on delivery of quarterly performance indicators and guiding the delivery of the services of the PPP Legal Advisor.

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. Must possess a Postgraduate Degree in Law. Emphasis on contracting, procurement, corporate finance, project finance or business will be an added advantage
2. A post graduate diploma in legal practice.

c) Experience

1. At least fifteen (15) years' experience in the development of large infrastructure projects on PPP basis including extensive experience in drafting and negotiating complex commercial agreements and PPP; project finance, development of Evaluation Criteria and payment mechanism, preparation of PPP procurement documents, managing

bidding process, and resolving legal issues, policy and institutional assessment;

2. Specific experience in successful closure of (up to financial closure) at least two (2) PPP projects
3. 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 Legal 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.

15. 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

16. 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 **SENIOR PPP TECHNICAL ADVISOR**.

17. 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

