

**ZIMBABWE ELECTRICITY TRANSMISSION AND DISTRIBUTION
COMPANY (ZETDC)**



TERMS OF REFERENCE
(Firms Selection)

Name of Assignment: Transaction Advisory Services

Project Name: Zimbabwe Renewable Energy Procurement Technical Assistance Project

Project ID No: P511160

1.0 PROJECT BACKGROUND

The Government of Zimbabwe (GoZ) has received grant funding from the World Bank under the Sustainable Renewables Risk Mitigation Initiative (SRMI) Energy Sector Management Assistance Program (ESMAP) to design and implement a competitive procurement framework for renewable energy. The support will facilitate two types of procurement processes: (i) a Solar Park–based approach in which the GoZ prepares sites and associated studies, and (ii) a Substation-Based approach in which Independent Power Producers (IPPs) compete for hosting capacity at designated substations using their own sites. The assignment will be implemented under the *Renewable Energy Procurement Technical Assistance Project* (P511160) (the Project).

Zimbabwe Electricity Transmission and Distribution Company (ZETDC) is the Executing Agency for the Project, working closely with the Ministry of Energy and Power Development (MoEPD), the Zimbabwe Energy Regulatory Authority (ZERA), and other relevant institutions. The Project will help strengthen institutional capacity to design and implement transparent, predictable, and competitive procurement processes for renewable energy. Private sector investors will benefit from standardized documentation, improved risk allocation, and enhanced credibility of procurement procedures, while electricity consumers and the GoZ will benefit from increased renewable energy generation, reduced supply deficits, and improved system reliability.

The present activity consists of the following components (i) development of a competitive procurement framework suitable for both Solar Park and Substation-Based tenders; (ii) tendering of two Solar Park sites with a combined capacity of approximately 140 MW (final sizing subject to technical studies); (iii) tendering of at least 140 MW across multiple substations under a Substation-Based tender structure; and (iv) capacity building for MoEPD, ZETDC, ZERA, Ministry of Energy and Power Development (MoEPD), Ministry of Finance, Economic Development and Investment Promotion (MoFEDIP), Environmental Management Agency (EMA), Zimbabwe Investment Development Agency (ZIDA), and other key agencies to strengthen their ability to plan and execute future renewable energy procurements.

GoZ is pursuing an accelerated transition toward a sustainable energy system that prioritizes equitable access to clean energy and long-term energy security. The country continues to face a structural electricity deficit due to aging thermal generation assets, climate-related reductions in hydropower output at Kariba South, and growing demand. Current national demand is approximately 2,300 MW, while dependable generation from utility-owned and IPP plants averages 1,400–1,600 MW, supplemented by imports from the Southern African Power Pool (SAPP) that allow ZESA to supply up to 1,850 MW. Load shedding of more than 500 MW is frequently required to maintain grid stability.

To address these challenges, GoZ has adopted a multi-pronged strategy that includes renewable energy policies, investment incentives, resource assessments, and direct engagement with the private sector. With support from the World Bank, a national generation plan for 2022–2034 was completed, and the National Renewable Energy Policy (2019) set a target of 2,100 MW of renewable energy capacity by 2030, including 1,500 MW of solar by 2026. A 20-year National Integrated Energy Resource Plan is currently being prepared to guide least-cost generation and transmission investments.

The transaction advisory services to be procured under this assignment will support the GoZ in designing and executing the competitive tenders, including preparation of procurement documents, management of the RFQ and RFP processes, evaluation of bids, negotiation of contractual agreements, and support up to financial close. The assignment includes a strong capacity-building component for officials from MoEPD, ZESA, ZETDC, REF, and ZERA, delivered through workshops, on-the-job training, and structured knowledge transfer. The assignment is expected to be completed within forty six (46) weeks after contract signature.

2.0 OBJECTIVES OF THE ASSIGNMENT

2.1 Main objective of this assignment

Is to provide comprehensive transaction advisory services to support the GoZ in the design and implementation of two sets of transparent, bankable, and competitive procurement processes for (i) 140MW MW of solar PV projects to be tendered across multiple pre-identified substations under a substation-based type of tender where the IPPs are bringing their sites; and (ii) 140 MW of solar PV projects across two sites (80 MW and 60 MW) under a Solar Park approach where the GoZ provides a site with all environmental and social (E&S) assessments and technical studies.

The Consultant will assist GoZ and its designated institutions in:

- a. developing a robust competitive procurement framework and associated standardized tender documents for both types of tenders;
- b. managing the full end-to-end procurement process, including preparation of RFQ and RFP packages, bid evaluation support, negotiations, and award of project agreements; and
- c. ensuring that all project agreements are structured to enable timely and commercially viable project development, with a view to facilitating financial close and allowing the selected projects to achieve commercial operation within twenty-four (24) months following award.

2.1 Other objective of the assignment

Is also to strengthen the institutional capacity of GoZ counterparts. The Consultant shall implement a structured program of knowledge transfer, comprising on-the-job training, procedural guidance, and formal capacity-building sessions to equip the GoZ technical committee and working groups with the skills and tools required to independently manage future renewable energy competitive procurements.

The assignment is intended to be used to develop a model for future development in Zimbabwe. Therefore, when performing the following scope of work, the Consultant shall provide its services in a manner favorable to replication by the GoZ. The Consultant is expected to develop technical, legal, commercial and financial mechanisms for solar PV tender.

3.0 SCOPE OF WORK

The Consultant shall provide full transaction advisory services across all stages of the competitive procurement process for the Solar PV projects under both tender types. The assignment is structured into **four phases**, with Phases 2 and 3 addressing two distinct procurement streams. The Consultant will be contracted for all phases under two contracts, (i) an output-based contract covering the preparation and delivery of defined outputs across both phases (Phase 1, 2 and 3), and (ii) a time-based contract covering support during bidder engagement and negotiations under both tenders (for Phase 4).

The scope of the work is divided into four activities/phases, some of which may be conducted in parallel depending on the sequencing of the two tender processes. Phases 2 (Substation-Based Tender) and 3 (Solar Park Tender) may be launched in parallel following completion of Phase 1, subject to the Client's sequencing decisions.

3.1 Phase 1: Due Diligence. Including legal, financial, and technical due diligence for both types of procurement.

3.2 Phase 2: Substation-based tender (until award). This phase covers the full design and implementation of the Substation-Based competitive procurement process and is divided into two components:

- a. **Tender Program Design and Documentation:** This component focuses on all preparatory activities required to design the tender program and develop a complete, bankable set of procurement documents. This includes defining the tender strategy, preparing RFP documentation (building on EOI expected to be launched by the Government in mid-2026), drafting all required contractual agreements, conducting a comprehensive market sounding; and the developing a detailed risk allocation matrix to inform the tender documentation.
- b. **Tender Launch, Bid Process Management, Evaluation, and Award:** This component covers the full implementation of the competitive procurement process, from issuance of the RFP through bid evaluation, negotiations, and award. This includes managing bidder clarifications, conducting prequalification, supporting bidder engagement, assisting in evaluation of technical, financial, and E&S proposals, facilitating targeted revisions to procurement documentation based on bidder feedback where appropriate, and supporting GoZ until award.

3.3 Phase 3: Solar parks tender (until award). This phase covers the full design and implementation of the Solar Park-based competitive procurement process and is divided into two components.

- a. **Tender Program Design and Documentation:** This component focuses on all preparatory activities required to design the tender program and develop a complete, coherent, and bankable set of procurement documents. Key tasks include defining the tender strategy, preparing RFQ and RFP packages, reviewing site specific technical and E&S documents for the two sides, and developing technical and E&S specifications. This sub-phase also involves conducting comprehensive market sounding and creating a detailed risk allocation matrix to ensure the contractual agreements are attractive to international investors.
- b. **Tender Launch and Transaction Support:** Covers the full implementation of the procurement process, from the launch of the RFQ through to bid evaluation and contract award. This includes managing bidder clarifications, conducting prequalification, evaluating technical and financial proposals, and facilitating revisions based on market feedback. Finally, it includes supporting the GoZ until award.

3.4 Phase 4: Post award, Negotiation, and Financial Close (Common to Both Tenders). This phase covers the post-award activities required to finalize the competitive procurement processes under both the Substation-Based and Solar Park tenders. The Consultant shall support the Government of Zimbabwe (GoZ) in negotiations (where required), finalization and execution of Project Agreements, and post-award

transaction support through achievement of Financial Close. The Consultant shall remain available to the Client until Financial Close is achieved or for the duration defined under this phase.

The Consultant's responsibilities under this phase shall include:

- a. **Negotiation Support:** The Consultant shall assist and advise the Client during negotiations with the preferred bidder(s), where required. Negotiations are expected to be limited, as standardized Project Agreements will be disclosed as part of the RFP. Support shall include preparation of negotiation strategies, issue logs, and recommendations, while ensuring that negotiated outcomes remain consistent with the approved procurement framework and risk allocation.
- b. **Finalization of Project Agreements:** The Consultant shall support the Client in incorporating agreed negotiation outcomes into the final Project Agreements, ensuring consistency across the Power Purchase Agreement, Implementation Agreement, Grid Connection Agreement, land-related agreements (if applicable), and any Government support instruments.
- c. **Post-Award Support through Financial Close:** The Consultant shall provide limited post-award transaction support to facilitate timely satisfaction of conditions precedent and achievement of Financial Close. This shall include reviewing bidder submissions evidencing fulfillment of contractual conditions precedent, monitoring progress toward Financial Close, identifying risks of delay, and advising the Client accordingly.

3.5. DETAILED DESCRIPTION OF TASKS UNDER EACH PHASE

3.5.1 PHASE 1: DUE DILIGENCE

The following five outputs need to be conducted in parallel and are expected to be produced within one month from the contract signature.

Task 1.1: Legal Due Diligence (regulatory, permitting, enforceability analysis)

The Consultant shall review and build upon the existing legal due diligence prepared by the Government with the support from the AfDB and the World Bank. The Consultant shall focus on:

- a. **Validating and updating** the existing legal analyses to reflect any regulatory, policy, institutional, or procedural changes since the prior studies were completed;
- b. **Identifying remaining gaps** that were not covered in the previous diligence and addressing those specific issues;
- c. **Translating the existing and updated legal findings** into procurement requirements, risk allocation considerations, and contractual provisions to ensure bankability of the competitive tender;
- d. **Confirming enforceability and consistency** of the existing legal conclusions with the proposed BOO procurement structure, draft Project Documents, and lender expectations; and
- e. **Mapping remaining legal risks (if any)** and proposing mitigation measures required to support a successful tender and financial close.

Output: legal due diligence report

Task 1.2: Risk Allocation Matrix and Market Sounding

The Consultant shall develop a simple risk allocation matrix based on the results of a market sounding aligned with international best practice and tailored to Zimbabwe’s regulatory, financial, and operational context. This work shall include:

- a. **Identification and Allocation of Key Risks:** Identify all material technical, commercial, regulatory, financial, environmental, social, off-taker, curtailment, FX, construction, and operational risks relevant to Solar PV development. Propose a bankable allocation of these risks among the IPP, ZETDC, Government entities, lenders, and other stakeholders.
- b. **Market Sounding and Stakeholder Engagement:** Conduct structured consultations with international and local IPPs, developers, lenders, DFIs, and commercial banks (including those capable of issuing Letters of Credit) to validate the proposed risk allocation and confirm alignment with market and lender expectations. Document all consultations and incorporate the findings into the design of the procurement framework and contractual arrangements.
- c. **Government Support Measures and Enabling Conditions:** Recommend appropriate Government support mechanisms, including potential guarantee structures, FX and liquidity support instruments, land-related facilitation, and taxation/fiscal incentives, required to ensure project bankability and foster strong market participation.

Output: market sounding summary and risk allocation matrix with government measures.

Sub-Task 1.3: Financial Analysis

The Consultant shall develop a comprehensive financial analysis framework to support the design, implementation, and evaluation of the competitive procurement process. This Government-side “Evaluation and Benchmark Financial Model” will be designed to (i) establish a base-case tariff, (ii) conduct sensitivity/scenario analysis, (iii) evaluate bidders’ financial proposals on a comparable basis, (iv) assess fiscal and off-taker impacts, and (v) validate bankability against lender requirements. In particular, the Consultant shall:

- a. **Develop a Government Evaluation and Benchmark Financial Model:** Develop a transparent, auditable financial model to be used by the Client as the primary tool for: (i) determining the base case benchmark tariff; (ii) assessing project bankability under the proposed risk allocation and contractual structure; and (iii) evaluating the financial proposals submitted by bidders. The model shall reflect the BOO structure, project financing terms, tax and fiscal incentives, expected operational assumptions, grid connection cost allocation, liquidated damages, FX considerations, indexation rules, curtailment assumptions, and Zimbabwe-specific country risk factors.
- b. **Tariff, Scenario, and Utility Impact Analysis:** Using the model, perform tariff impact assessments, and sensitivity analyses. This shall include:
 - Project-Level Sensitivities: Evaluating the impact on the Levelized Cost of Energy (LCOE) and project IRR based on variations in CAPEX/OPEX, financing terms, solar resource variability, and FX/inflation volatility.
 - Utility Financial Impact (ZETDC): Assessing the specific impact of the proposed IPP tariff on ZETDC’s weighted average cost of supply. This involves analyzing the utility’s ability to absorb the new capacity under various dispatch and curtailment scenarios.
 - Fiscal Exposure Analysis: Quantifying the potential financial liability for the Government (GoZ) under various support instruments (e.g., the maximum payout required under a liquidity guarantee or termination payment scenario).

- c. **Tariff Normalization and Evaluation Methodology:** Develop the methodology for financial evaluation of bids. This shall include:
- **Standardized Bidder Financial Templates:** Prepare standardized Excel templates for inclusion in the RFP that all bidders must use for submission of financial proposals. Templates shall include: (i) tariff input sheets, (ii) CAPEX and OPEX breakdowns, (iii) financing assumptions, (iv) indexation parameters, (v) cashflow outputs, and (vi) sensitivity requirements. Templates must fully align with the Government evaluation model to ensure comparability.
 - **Financial Evaluation Manual:** Prepare a detailed Financial Evaluation Manual setting out which shall be used by the Evaluation Committee during the bid evaluation process.
 - **Model Transfer and Capacity Building:** Transfer the final financial model and associated tools to the client and ensure full internal capacity for use, interpretation, updating, and auditability. This includes delivering hands-on training workshops, providing user manuals, and offering support during financial evaluation and negotiations stages.

Outputs: financial model, sensitivity report, methodology

Sub-Task 1.4: Procurement Process Development Report

The Consultant shall design a streamlined procurement framework that ensures transparency and market competition for two distinct tender streams: (i) Solar Parks and (ii) Substation-Based projects. The Consultant shall develop a procurement report focusing on:

- a. **Strategic Tender Design:** Propose the optimal procurement structure for Zimbabwe's context, including:
- **Bidding Models:** Recommend evaluation methodologies (e.g., least-cost tariff) that account for the differing cost structures of the two streams.
 - **Multi-Site Rules:** Define rules if it is possible to award multiple sites to a single bidder to ensure market competition and grid stability.
 - **Land & Interconnection Eligibility Criteria:** Establish criteria for bidding into the substation-based tender including potential specific "Ready-to-Build" criteria for Substation-based tenders, where bidders must prove site control (land lease/ownership) and grid feasibility as a condition for bid validity. The Consultant shall propose a balance between competition and how ready the sites need to be and such based on the review of existing IPP projects in the country.
 - **Security Requirements:** Define bid bonds and performance security tailored to the specific risk profiles and capital requirements of each project type.
- b. **Procurement Governance & Management:** Develop recommendations to guide the execution of the process for both streams. It shall cover:
- **Institutional Roles:** Defining the responsibilities of the Evaluation Committee, ZETDC, and relevant Ministries in managing both centralized and distributed projects
 - **Ethics & Transparency:** Establishing conflict-of-interest rules, confidentiality requirements, and complaint-handling mechanisms.
 - **Communication & Data Rooms:** Setting up controlled channels for bidder queries and technical data sharing (e.g., site studies for Solar Parks vs. substation capacity data for developer-led sites).

- **Submission & Opening:** Defining procedures for digital or physical bid submission and public opening to ensure integrity.
- c. **Implementation Schedule:** Develop a detailed, realistic Procurement Schedule identifying all critical milestones for both streams from the concurrent launch of the RFQ through to final Award and Contract Signature

Output: Procurement Report

Sub-Task 1.5: Communication and Market Engagement Strategy

The Consultant shall develop transparent communication protocols for engagement with bidders, including:

- a. Bidders' conferences and outreach
- b. Data room protocols and access rules
- c. Clarification processes and publication of responses
- d. Notifications, amendments, and issuance of other formal correspondence

The Consultant shall develop a comprehensive Communication Strategy, in consultation with the Client, to guide all interactions between the Client and private sector participants throughout the market sounding, bidding, evaluation, and negotiation phases. The strategy shall define clear communication protocols, responsibilities, timelines, and permissible channels to ensure transparency, consistency, and compliance with international competitive procurement practices. The Communication Strategy shall include, at minimum:

- a. modalities and timing for market-sounding activities;
- b. procedures for the public launch of the tender and publication of RFQ/RFP packages;
- c. protocols for managing bidder inquiries, requests for clarification, and issuance of responses;
- d. guidelines for data room access and document control;
- e. procedures for organizing bidder conferences, site visits, and restricted consultations;
- f. communication rules during evaluation and negotiation phases;
- g. roles and responsibilities of Client institutions and the Consultant;
- h. escalation procedures and complaint-handling channels; and
- i. documentation and record keeping requirements.

The Consultant shall prepare a written Communication Strategy document and all supporting templates for the Client's use throughout the procurement process.

Outputs: Communication strategy and templates

Visits: During the Phase 1, it is expected that the Consultant would come to Zimbabwe at least twice: (i) once at the beginning of the contract to present the methodology, meet all local parties, and gather all data, this mission will also be used to start the discussions on all the main topics that will need to be decided by the government; and (ii) a one week long workshop will be held to finalize the 5 documents, and ensure full buy-in from the Client.

3.5.2 PHASE 2: SUBSTATION-BASED TENDER (DESIGN TO BIDDER SELECTION)

Phase 2 covers the design and implementation of the competitive procurement process for Solar PV projects under the **substation-based tender model**, where IPPs are responsible for identifying and securing their project sites and connecting to pre-identified substations.

This Phase includes preparation of tender documentation, launch and management of the procurement process, bid evaluation, and recommendation of preferred bidders, in accordance with the procurement framework, risk allocation, and governance arrangements developed under Phase 1.

Sub-Task 2.1: Substation-Based Tender Technical Review and Procurement/Contractual Documentation

The following output is expected to be produced within two months from the contract signature.

The Consultant shall support the Client in designing the substation-based tender and developing a complete, bankable set of procurement documents in line with international best practice and Zimbabwe's regulatory and market context. This shall include:

- a. Defining the tender structure, sequencing, and procedural rules applicable to the substation-based model.
- b. Translating the approved procurement framework and risk allocation into the RFP documentation.
- c. Ensuring consistency between procurement documents, bid evaluation criteria, and the proposed contractual structure.
- d. Incorporating relevant technical, grid, environmental and social (E&S), socio-economic, and gender requirements into the tender documentation.
- e. Supporting the Client in finalizing the RFP packages for approval and issuance.

The Consultant shall support the Client in the preparation of a Request for Proposal (RFP) package, including, but not limited to: (i) criteria for selection, (ii) template Contractual Agreement, (iii) technical requirements and KPIs, etc.

Based on the work conducted during Phase 1, prevailing regulations, and best international practices, the Consultant is expected to support the Client as needed to prepare and finalize all Contractual Agreements, which shall be used as a basis for the documentation prepared by Client. The documentation shall include, but not be limited to, the Power Purchase Agreement (PPA) and the Implementation Agreement (IA), grid agreements etc. (all depending on what is legally required by the local legislation). The Contractual Agreements will consist of all necessary annexes and subsidiary documentation, e.g., technical and performance specifications, project performance monitoring regime, code of construction practice, requirements for network integration, etc.

The Consultant shall review the technical analysis from ZETDC on hosting capacity in the grid with its technical advisors. ZETDC will share its grid data for such review.

The Consultants shall discuss with lenders (such as but not limited to FMO, IFC, PROPARCO, AfDB) and insurance/guarantors (such as but not limited to MIGA, WB, AfDB, ATIDI) with the Client and ensure their buy-in of the risk allocation and the project specificities to get a term sheet from them where possible.

A workshop shall be held in Zimbabwe to discuss the RFP packages. This workshop shall focus on the legal and contractual framework (including the PPA and related agreements) and the structure of the RFP documents.

Outputs: RFP package with full Contractual Arrangements, workshop

Sub-Task 2.2: Support to RFP Process

The RFP process shall be around 3 months after finalization of the RFP documents (sub-task 2.1).

The Consultant shall support the Client in managing the full RFP stage for the substation-based tender in accordance with the approved Communication Strategy and Procurement Governance Framework.

The Consultant shall assist the Client with:

- a. Issuance of the RFP Package to bidders and provision of secure access to the data room.
- b. Document version control, access management, and issuance of formal distribution notices.
- c. Organization of restricted bidder consultations, including preparation of agendas, presentations, and briefing materials.
- d. Management of bidder inquiries and clarifications, including drafting responses for Client approval and issuing consolidated clarification documents.
- e. Planning and facilitation of site visits to relevant substations, including preparation of protocols, schedules, and documentation of clarifications raised (if needed).

Outputs: launch RFP, data room provided, Q&A, site visits to substations (if needed)

Sub-Task 2.3: Evaluation of Proposals & Report

The Consultant shall assist and advise the Client in the evaluation of proposals submitted under the substation-based tender, in accordance with the evaluation methodology set out in the RFP.

(a) Technical Evaluation

- Assessment of technical configuration and specifications.
- Compliance with minimum technical and grid integration requirements.
- Review of availability guarantees, O&M strategies, and maintenance schedules.
- Assessment of feasibility of proposed implementation schedules.
- Identification and documentation of material deviations.

The Consultant shall prepare the technical scoring matrix and Technical Evaluation Report.

(b) Legal, Commercial, Socio-Economic, and Environmental & Social Evaluation

- Review of legal compliance with RFP requirements and draft Project Agreements.
- Assessment of commercial terms and deviations from the approved risk allocation.
- Evaluation of socio-economic and gender commitments.

- Review of environmental and social commitments and compliance with national legislation and the World Bank ESF.
- Identification of key risks associated with each proposal.

(c) Financial Capacity Evaluation

- Assessment of the financial strength and credibility of equity investors.
- Review of indicative lender or underwriter support.
- Assessment of robustness and consistency of financial assumptions.
- Identification of potential financial risks to the Government.

(d) Financial (Tariff) Evaluation

Using the standardized evaluation financial model developed under Phase 1, the Consultant shall:

- Independently evaluate levelized and annual tariff metrics.
- Compare and score financial proposals in accordance with RFP criteria.
- Prepare recalculation tables and sensitivity analyses.
- Prepare draft and final Financial Evaluation Reports, including bidder ranking and recommendations.
- Review and validate the financial models submitted by bidders to ensure: (i) compliance with RFP assumptions; (ii) internal consistency and correctness of formulas; (iii) alignment with the contractual framework; and (iv) comparability across bidders. Errors, deviations, or material inconsistencies shall be documented and communicated to the Client.

The Consultant shall prepare a consolidated Evaluation Report covering:

- Compliance assessment.
- Technical evaluation results.
- Legal and commercial assessment.
- Environmental and social evaluation.
- Financial capacity evaluation.
- Tariff evaluation results.
- Final bidder ranking in accordance with the RFP methodology.

The Consultant shall support the Client in presenting evaluation findings and recommending preferred and reserve bidders for approval.

The selection of the bidders shall be concluded 3 weeks after the proposals have been received from the bidders.

Output: Selection of preferred bidder, second and third placed report.

Note: the negotiation phase until financial close will be covered under the time-based contract in Phase

3.5.3 .PHASE 3: SOLAR PARK TENDER (DESIGN TO BIDDER SELECTION)

Under the Solar Park tender model, the GoZ will provide two pre-identified and pre-developed sites, including completed environmental and social assessments and key technical studies. IPPs will bid to develop, finance, construct, own, and operate Solar PV projects within the designated Solar Parks.

The Consultant shall provide full transaction advisory services to design and implement the Solar Park competitive procurement process, from tender preparation through evaluation and recommendation of preferred bidders, in accordance with the procurement framework, governance arrangements, and risk allocation developed under Phase 1.

The following sub-tasks shall be initiated at the start of Phase 3. The technical, environmental and social due diligence activities under Sub-Task 3.1 shall be undertaken as an early and priority activity and shall inform the subsequent design and implementation of the Solar Park tender process.

Sub-Task 3.1: Technical Site Studies and E&S Due Diligence of both Solar Parks

The Consultant will carry out a technical and E&S due diligence, analysis, and assessment of the two Projects, including but not limited to all completed technical site studies, E&S assessments, and resource assessments conducted for the projects and project sites and confirm the power generation capacity of each site and technical and E&S risks and mitigations.

Output: technical and E&S review due diligence report

Sub-Task 3.2: Technical Specifications

The Consultant shall prepare technical specifications and reference engineering requirements for the Solar Park projects for inclusion in the tender documents. The specifications shall be based on the high-level pre-feasibility studies, information provided by the Government, and available technical inputs prepared by or on behalf of ZETDC. The scope shall include:

- a. Presentation and description of the site, including a site plan showing the site and the connection line, and a site layout plan;
- b. Meteorological conditions of the site to be considered for sizing studies: solar irradiation, temperature, hydrometry, wind speed, keraunic level;
- c. Technical choices imposed or left to the producer's choice: fixed structure or tracker / technology of module / inverter type and implementation;
- d. Sizing of the main components: inverter power and transformer, and any methods used to check compliance with the CAD;
- e. Description and specifications of the means required to secure the power plant (fencing, cameras, emergency shutdown, etc.) and infrastructure (operating building, hangar, etc.);
- f. Conduct a grid connection study using the work done by ZETDC including steady state, dynamic studies and contingency analysis (such as N-1 for transmission and generation) for the two solar projects at their connection point;
- g. Precise specifications of the connection works;
- h. A precise description of the functions and means to be implemented for remote control of the power plant from the dispatch center;

The appendices to be supplied are at least:

- A site plan of the plant;

- Ground plan with details of tables, inverters, buildings and runways;
- An electrical diagram of the plant, with details of the PDL;
- P50 and P90 production study;
- Sizing reports for connection structures.

Outputs: (i) technical assessments for the identified two sites (word format); (ii) site visit including the substation visit to verify any inputs; (iii) workshop to present results in Zimbabwe.

Sub-Task 3.3: Solar Park Procurement/Contractual Documentation

The Consultant shall support the Client in designing the Solar Park tender and preparing a complete, bankable, and standardized set of procurement documents.

This shall include, inter alia:

- a. Defining project scope, capacity allocations, plot sizing (if applicable), and development responsibilities within the Solar Parks
- b. Preparing the Request for Qualification (RFQ) and Request for Proposal (RFP) documentation, including instructions to bidders, evaluation criteria, bid submission requirements, and draft forms
- c. Preparing Solar Park-specific technical and E&S specifications to be incorporated into the procurement documents
- d. Ensuring consistency between procurement documents, evaluation criteria, and the proposed contractual structure
- e. Supporting the Client in finalizing the RFQ and RFP packages for approval and issuance.

The Consultant shall develop an RFQ package according to international standards and Zimbabwean law and agree on selection criteria with the Client based on recent tenders and successful criteria.

The Consultant shall develop an RFP package, including, but not be limited to (i) criteria for selection, (ii) template Contractual Agreement, (iii) technical requirements/KPIs, etc.

Based on the work conducted during Phase 1, prevailing regulations, and best international practices, the Consultant is expected to support the Client as needed to prepare and finalize all Contractual Agreements, which shall be used as a basis for the documentation prepared by Client. The documentation shall include, but not be limited to, the PPA and the IA, grid agreements etc. (all depending on what is legally required by the local legislation). The Contractual Agreements will consist of all necessary annexes and subsidiary documentation, e.g., technical and performance specifications, project performance monitoring regime, code of construction practice, requirements for network integration, etc.;

The Consultants shall discuss with lenders (such as but not limited to FMO, IFC, PROPARCO, AfDB) and insurance/guarantors (such as but not limited to MIGA, WB, AfDB, ATIDI) with the Client and ensure their buy-in of the risk allocation and the project specificities to get a term sheet from them where possible.

A workshop shall be held in Zimbabwe to discuss the RFQ and RFP packages. The workshop shall include targeted capacity-building sessions (up to two to three days) focusing on legal aspects (including the PPA and related contractual arrangements) and the structure and content of the RFQ/RFP documents.

Outputs: RFQ and RFP package with full Contractual Arrangements, workshop presenting both

Sub-Task 3.4: Launch of the Solar Park Tender: RFQ

Using the Communication Strategy and Procurement Governance Framework developed under Phase 1, the Consultant shall support the Client in the official launch of the Solar Park competitive procurement process.

The Consultant shall assist the Client with:

- a. Preparation of launch materials, including procurement notices, publication templates, press releases, website content, and FAQs
- b. Domestic and international publication of the RFQ package through appropriate platforms and media channels
- c. Organization of initial stakeholder consultations and RFQ clarification sessions
- d. Preparation of agendas, presentations, briefing notes, and standardized Q&A templates
- e. Documentation and controlled issuance of all clarifications in accordance with approved communication protocols

All launch activities shall be conducted in a transparent, well-documented manner consistent with the Procurement Governance Framework.

The RFQ stage should be between 4-6 weeks.

Output: RFQ stage launched and well communicated; Q&A organized with interested stakeholders.

Sub-Task 3.5: Support to Pre-Qualification (RFQ) Process

The Consultant shall support the Client in managing the RFQ process for the Solar Park tender in accordance with the Procurement Governance Framework and approved evaluation criteria. This shall include:

- a. Receiving, registering, and documenting RFQ submissions
- b. Preparing submission logs, completeness checklists, and verification forms
- c. Supporting evaluation of submissions against technical, financial, and sponsor capacity criteria
- d. Preparing draft and final RFQ Evaluation Reports for Client review and approval
- e. Supporting issuance of formal notifications to pre-qualified bidders
- f. Coordinating and documenting complaints, appeals, or requests for clarification related to the RFQ outcome

The pre-qualified IPP should be selected and notified of their selection or rejection 2-3 weeks after their proposal is received.

Output: selection of IPP for RFP.

Sub-Task 3.6: Support to RFP Process

The RFP process shall be around 3 months.

The Consultant shall support the Client in managing the RFP stage for the Solar Park tender in accordance with the Communication Strategy and Procurement Governance Framework.

This shall include:

- Issuing the RFP Package to pre-qualified bidders and providing secure access to the data room
- Managing document version control and access logs
- Organizing restricted bidder consultations to present RFP requirements and address questions
- Managing bidder inquiries and clarifications, including drafting responses for Client approval
- Facilitating site visits to the Solar Park sites, including preparation of protocols, schedules, and documentation of clarifications

Outputs: launch RFP, data room provided, Q&A, site visits to sites

Sub-Task 3.7: Evaluation of Proposals & Report

The Consultant shall assist and advise the Client in evaluating proposals submitted under the Solar Park tender, in accordance with the evaluation methodology defined in the RFP.

(a) Technical Evaluation

- Review of technical design, configuration, and compliance with Solar Park specifications
- Assessment of grid integration approach and compliance with connection requirements
- Review of implementation schedules and construction methodology
- Identification and documentation of material deviations

The Consultant shall prepare the technical scoring matrix and Technical Evaluation Report.

(b) Legal, Commercial, Socio-Economic, and Environmental & Social Evaluation

- Review of compliance with RFP requirements and draft Project Agreements
- Assessment of commercial terms and adherence to the approved risk allocation
- Evaluation of socio-economic and gender commitments
- Review of E&S commitments and compliance with national regulations and the World Bank ESF

(c) Financial Capacity Evaluation

- Assessment of equity investor strength and credibility
- Review of indicative lender support
- Assessment of financial assumptions and project robustness

(d) Financial (Tariff) Evaluation

Using the standardized evaluation financial model developed under Phase 1, the Consultant shall:

- Independently evaluate tariff proposals
- Conduct recalculations and sensitivity analyses
- Prepare draft and final Financial Evaluation Reports, including bidder ranking and recommendations
- Review and validate the financial models submitted by bidders to ensure: (i) compliance with RFP assumptions; (ii) internal consistency and correctness of formulas; (iii) alignment with the contractual framework; and (iv) comparability across bidders. Errors, deviations, or material inconsistencies shall be documented and communicated to the Client.

The Consultant shall prepare a consolidated Evaluation Report covering:

- Compliance assessment
- Technical evaluation results
- Legal and commercial assessment
- Environmental and social evaluation
- Financial capacity assessment
- Tariff evaluation results
- Final bidder ranking in accordance with the RFP methodology

The Consultant shall support the Client in presenting evaluation findings and recommending preferred and reserve bidders for approval.

The selection of the bidders shall be concluded 3 weeks after the proposals have been received from the bidders.

Output: Selection of preferred bidder, second and third placed report.

Note: the negotiation phase until financial close will be covered under the time-based contract in Phase 4.

3.5.4 PHASE 4: AWARD, NEGOTIATION, AND FINANCIAL CLOSE (BOTH TENDERS)

Phase 4 applies to **both the Substation-Based Tender and the Solar Park Tender**. It covers award, negotiations, finalization of Project Agreements, and post-award advisory support through achievement of conditions precedent and financial close.

The Consultant's role during this Phase shall be **advisory and supportive**, ensuring consistency with the approved procurement framework, risk allocation, and contractual structure, and facilitating a timely and orderly path to contract effectiveness and financial close.

Sub-Task 4.1: Announcement of Evaluation Results

Following completion and approval of the Technical and Financial Evaluation Reports under Phases 2 and 3, the Consultant shall support the Client, using the agreed Communication Strategy, in publicly announcing:

- The results of the Technical Evaluation
- The results of the Financial (Tariff) Evaluation
- The identification of the preferred bidder(s) and any reserve bidder(s)

All announcements shall be prepared and issued in a transparent, consistent, and well-documented manner, in accordance with the Communication Strategy and Procurement Governance Framework.

Sub-Task 4.2: Support to Negotiations with Preferred Bidder(s)

The Consultant shall assist and advise the Client in conducting negotiations with the preferred bidder(s), where required. Negotiations are expected to be limited, given that standardized Project Agreements will have been disclosed as part of the RFP.

The Consultant's support shall include:

- a. Preparing negotiation strategies and advising on negotiation positions

- b. Identifying issues raised by the preferred bidder(s) and advising on acceptable solutions
- c. Ensuring that any proposed changes remain consistent with the approved risk allocation, procurement framework, and evaluation outcomes
- d. Advising on fallback options and supporting engagement with reserve bidders, if negotiations with the preferred bidder are unsuccessful
- e. Documenting negotiation positions, agreements reached, and unresolved issues

Sub-Task 4.3: Finalization and Execution of Project Agreements

The Consultant shall support the Client in finalizing the Project Agreements following completion of negotiations. This shall include:

- a. Incorporating agreed negotiation outcomes into the Project Agreements
- b. Ensuring internal consistency across the Power Purchase Agreement (PPA), Implementation Agreement (IA), Grid Connection Agreement, land-related agreements (if applicable), and any Government support instruments
- c. Preparing clean and track-changes versions of the final agreements
- d. Supporting presentation of the final contractual package for approval and execution by the Client and relevant Government entities

The Consultant may prepare supporting materials as required, including issues lists, negotiation summaries, and recommendations for execution.

Sub-Task 4.4: Post-Award Support Through Conditions Precedent and Financial Close

Following contract signature, the Consultant shall provide post-award advisory support to facilitate timely satisfaction of conditions precedent and achievement of financial close.

This support shall include:

- a. Reviewing bidder submissions demonstrating fulfillment of conditions precedent under the Project Agreements
- b. Confirming completeness and consistency of submitted evidence against agreed CP checklists (e.g., permits and licenses, SPV formation, land agreements, grid connection milestones, insurance certificates)
- c. Monitoring progress toward financial close and identifying potential risks or delays
- d. Advising the Client on whether contractual requirements for effectiveness and financial close have been satisfied
- e. Preparing short status notes or progress memos for the Client, as requested

The Consultant shall remain available to the Client through achievement of financial close.

4.0 CAPACITY BUILDING AND KNOWLEDGE TRANSFER (CROSS-CUTTING ACTIVITY)

Capacity building shall be delivered as a cross-cutting activity throughout the assignment, spanning Phases 1–3. The Consultant shall design and implement a comprehensive capacity-building and knowledge-transfer program to ensure that the GoZ is fully equipped to independently prepare, procure, evaluate, and negotiate future bankable renewable energy tenders.

Capacity building shall commence at the outset of the assignment and continue throughout the due diligence, procurement design, and procurement implementation stages. Activities shall include on-the-

job training, targeted workshops, working sessions, and hands-on support embedded within each phase of the assignment.

The Consultant shall ensure that knowledge transfer is integrated into the delivery of all key tasks and outputs, including the preparation of replication methodologies, procedural guidance, and practical tools that enable GoZ counterparts to replicate the procurement processes in future tenders without external support.

5.0 LIST OF REPORTS, SCHEDULE OF DELIVERABLES AND PERIOD OF PERFORMANCE

5.1 TABLE ALIGNMENT (PHASES 1–4)

All reports shall be submitted in English, in electronic format, and in both editable and PDF versions. Drafts shall be reviewed by the Client prior to finalization.

5.1.1 Phase 1 – Due Diligence & Framework Design (Output-Based)

Under Phase 1, the Consultant shall deliver the following outputs in accordance with the indicative schedule below:

Deliverable	Indicative Timing (from Contract Signature)
Legal Due Diligence Report (building on existing GoZ, World Bank, and AfDB materials)	Draft: +6 weeks / Final: +8 weeks
Risk Allocation Matrix and Market Sounding Summary (including recommended Government support measures)	Draft: +8 weeks / Final: +10 weeks
Government Evaluation and Benchmark Financial Model (including tariff benchmarking and sensitivity analysis)	Draft: +6 weeks / Final: +9 weeks
Utility and Fiscal Impact Assessment Note	+9 weeks
Technical and Financial Readiness Assessment (Substation-Based and Solar Park tenders)	Draft: +8 weeks / Final: +10 weeks
Procurement Structure and Governance Framework (both tender streams)	Draft: +8 weeks / Final: +10 weeks
High-Level Contractual Structure and Risk Allocation Architecture	+10 weeks
Communication and Market Engagement Strategy (including templates)	+10 weeks
Indicative Data Room Structure and Disclosure Index	+10 weeks

Note: All Phase 1 deliverables shall be submitted in draft and final form, in accordance with the agreed schedule.

5.1.2 Phase 2 – Substation-Based Tender (Design to Bidder Selection)

Under Phase 2, the Consultant shall support the implementation of the Substation-Based tender and deliver:

Deliverable / Activity	Indicative Duration
Issuance / Publication of Final RFP Package (including procurement documents and draft contractual arrangements)	2–3 weeks
Review of ZETDC Hosting Capacity Analysis and incorporation into RFP requirements (based on ZETDC inputs)	Parallel with RFP finalization
RFP Clarification Period and Addenda (including Q&A logs and controlled issuance of responses)	3–4 weeks
Site Visits and Restricted Consultations	2–3 weeks
RFP Submission Period	8–10 weeks
Technical and Financial (Tariff) Evaluation of Proposals	6–8 weeks
RFP Technical Evaluation Report	Included in evaluation period
Financial (Tariff) Evaluation Report	Included in evaluation period
Consolidated Evaluation and Recommendation Report	2 weeks

Note: All Phase 2 deliverables shall be submitted in draft and final form, in accordance with the agreed schedule

5.1.3 Phase 3 – Solar Park Tender (Design to Bidder Selection)

The Solar Park tender shall follow a similar timing and structure to Phase 2 and may be implemented sequentially or in parallel with the Substation-Based tender, at the Client’s discretion.

Under Phase 3, the Consultant shall support the implementation of the Solar Park tender and deliver:

Deliverable / Activity	Indicative Duration
Issuance / Publication of Final RFP Package (including Solar Park-specific technical, E&S, and contractual documentation)	2–3 weeks
Incorporation of Solar Park Technical and E&S Due Diligence into RFP requirements	Parallel with RFP finalization
RFP Clarification Period and Addenda (including Q&A logs and controlled issuance of responses)	3–4 weeks
Site Visits and Restricted Consultations	2–3 weeks
RFP Submission Period	8–10 weeks
Technical and Financial (Tariff) Evaluation of Proposals	6–8 weeks
RFP Technical Evaluation Report	Included in evaluation period
Financial (Tariff) Evaluation Report	Included in evaluation period
Consolidated Evaluation and Recommendation Report	2 weeks

Note: All Phase 3 deliverables shall be submitted in draft and final form, in accordance with the agreed schedule.

5.1.4 Phase 4 – Negotiation & Financial Close (Common/ Time-Based)

Under Phase 4, the Consultant shall support the Client through contract negotiations and achievement of Financial Close and deliver the following outputs:

Deliverable	Indicative Timing
Support to announcement of evaluation results	Immediately post-evaluation
Negotiation strategies, issue matrices, and negotiation support notes	As required
Revised Project Agreements (clean and track-changes)	Post-negotiation
Conditions Precedent (CP) tracking notes and issue logs	Rolling
Financial Close readiness memoranda	As required
Final Project Agreements ready for execution	At Financial Close
Close-Out Report and Case Study (draft / final)	+4 / +6 weeks after Financial Close

Capacity Building and Knowledge Transfer (Cross-Cutting)

Capacity building shall be delivered as a **cross-cutting activity** throughout Phases 1–4. Deliverables shall include:

- Targeted workshops and training sessions;
- On-the-job training embedded in procurement activities;
- Replication notes and procedural guidance accompanying each major deliverable;
- Final knowledge-transfer and lessons-learned documentation.

5.2.0 LOCATION AND DURATION OF ASSIGNMENT

The assignment shall be implemented primarily in Harare, Zimbabwe. The Consultant may be required to travel within the country for stakeholder consultations, site visits, workshops, and capacity-building activities as necessary.

The total duration of the assignment is expected to be approximately forty-six (46) weeks from the date of contract signature. Phases 2 (Substation-Based Tender) and 3 (Solar Park Tender) may be implemented in parallel following completion of Phase 1, subject to Client confirmation and readiness of inputs.

6.0 DATA LOCAL SERVICES, PERSONNEL AND FACILITIES TO BE PROVIDED BY THE CLIENT

To improve project bankability and attract private investment, the GoZ, supported by the African Development Bank’s Africa Legal Support Facility (ALSf) developed a standardized Government Project Support Agreement (GPSA) and template Power Purchase Agreement (PPA). The GPSA enhances investor confidence by providing government-backed assurances, including guarantees to cover ZETDC’s payment obligations and termination payments. The Reserve Bank of Zimbabwe (RBZ) will complement this framework through Letters of Comfort addressing foreign exchange repatriation, operation of offshore accounts, and repayment of foreign-denominated loans. Several IPPs are already negotiating projects based on this enhanced contractual framework.

World Bank supported technical studies identified priority grid locations for integrating large-scale variable renewable energy (VRE). The hosting capacity study concluded that approximately 620 MW of utility-scale VRE can be accommodated at selected high-voltage substations without major reinforcements. A complementary locational analysis assessed land availability and identified five candidate sites for Solar Parks, two of which have been selected for development under this Project. These studies form the technical basis for both the Solar Park and Substation-Based tenders.

The Consultant shall be granted timely access to all relevant information, studies, and documentation prepared in relation to the Solar PV projects and the competitive procurement processes. These materials may include, but are not limited to:

- a. Site-specific technical assessments, including topographical surveys, geotechnical and seismic investigations, and any other relevant due diligence reports;
- b. Grid impact and hosting capacity studies, grid connection requirements, and network data confirmed by ZETDC;
- c. Environmental and Social (E&S) studies and documentation prepared in accordance with national legislation and the World Bank Environmental and Social Framework (ESF);
- d. Legal, regulatory, and transactional documentation, including standardized templates such as the Government Project Support Agreement (GPSA), Power Purchase Agreement (PPA), grid connection standards, and any other contractual instruments developed under previous initiatives;
- e. Applicable permitting, licensing, and regulatory guidelines relevant to utility-scale renewable energy procurement.

At the inception stage, GoZ shall clarify which studies are complete, which are ongoing, and which require validation or supplementation. The Consultant shall review all available materials, identify gaps where additional information is required to ensure a bankable tender process, and advise the GoZ accordingly.

The Client shall designate focal points within ZETDC, MoEPD, MoFEDIP, ZERA, and other relevant institutions to facilitate coordination, provide feedback on deliverables, and support timely decision-making throughout the assignment.

7.0 INSTITUTIONAL AND ORGANIZATIONAL ARRANGEMENTS

ZETDC shall act as the lead implementing agency for the assignment and shall be responsible for overall coordination and day-to-day management of the Consultant's activities.

The Project Implementation Team (PIT) will be appointed within the operational structures of ZETDC, who will not be allocated full-time to the Project. ZETDC will be responsible for the monitoring and evaluation of the project progress, for implementing environmental and social safeguards, and managing grievance mechanisms. Additionally, it will coordinate with MoEPD, ZERA, and other stakeholders to align project activities with national energy policies and objectives, ensuring effective delivery and accountability throughout the project life.

The Consultant shall work closely with the Project Implementation Team and shall participate in coordination meetings as required, and provide regular progress updates in accordance with the agreed work plan. A standing meeting every two weeks will be proposed to the Consultants since kick off.

The Project Implementation Team shall report to the Project Steering committee

8.0 REQUIRED MINIMUM QUALIFICATIONS AND EXPERIENCE OF (I) THE FIRM AND (II) THE KEY STAFF OF THE CONSULTANTS REQUIRED TO UNDERTAKE THE ASSIGNMENT

8.1 REQUIRED MINIMUM QUALIFICATIONS AND EXPERIENCE OF (I) THE FIRM

The Consultant shall be well versed with relevant transactional experience and should be able to showcase their expertise to undertake the assignment by demonstrating a track record of successfully managing and executing similar transactions of comparable complexity.

The required firms experience should include demonstration of prior expertise in legal, commercial, financial, and technical experts to answer the scope of work and must have experience structuring, negotiating, and financing similar auction schemes. To meet the requirements, it is required that the Consultant Consortium includes an international legal firm with significant experience in large-scale solar IPP tenders and related project agreements, and it is highly recommended that the Consultant also partners with a local legal firm. It is also required that the Consultant Consortium include a reputable technical firm.

The Consortium will appoint a Lead Consortium member as the main point of contact with the Client. The Lead Consortium member shall be responsible for managing the advancement of differ

The assignment requires that the key staff of the Consultant firm to include competent and experienced key team members able to undertake and organize the different tasks needed under the assignment

The composition of the Consultant's key staff should have solid experience working within Sub-Saharan Africa. A demonstration of having participated as a key staff member and successful completion of at least one similar assignment in the region will be an added advantage.

To successfully accomplish the tasks described herein, the Consultant (as a Consortium) should meet the following qualifications:

- a. Minimum ten (10) years of relevant experience in providing transaction advisory services, specializing in energy sector procurement.
- b. A legally registered firm with at least ten (10) years of experience in energy-sector transaction advisory services.
- c. Proven track record of at least three (3) consultancy assignments in structuring, negotiating, and managing procurement processes for large-scale solar IPPs, completed within the past ten (10) years and each with a minimum installed capacity of 100 MW or larger, or forming part of a multi-site procurement program of comparable aggregate capacity.
- d. Demonstrated experience advising governments, utilities, private sector investors, and development finance institutions. Experience working on transactions financed or supported by International Financial Institutions (e.g., the World Bank Group, IFC, AfDB) will be considered a strong advantage.
- e. Demonstrated expertise in public-private partnerships (PPPs), competitive bidding, legal and regulatory advisory, and IPP financing.
- f. Strong understanding of global best practices in renewable energy procurement and financing structures.
- g. Capable of providing end-to-end transactional advisory services, including:
 - i. Feasibility studies.
 - ii. Legal and regulatory due diligence.
 - iii. Financial structuring and risk analysis.
 - iv. Bid preparation and evaluation.
 - v. Contract negotiation and finalization.

8.2.1 REQUIRED MINIMUM QUALIFICATIONS AND EXPERIENCE OF (II) THE KEY STAFF OF THE FIRM REQUIRED TO UNDERTAKE THE ASSIGNMENT

S/N	Position	Required Specific Academic and professional Qualifications	Required Minimum Professional Experience and Core Competences
1	Team Leader	<ul style="list-style-type: none"> i A Bachelor’s Degree in Law, Finance, Engineering, Energy Economics, Business Administration, or a related field. ii A Master’s Degree in Renewable Energy, Public Policy, Project Management, or a relevant discipline 	<p>Professional Experience</p> <ul style="list-style-type: none"> i Minimum 15 years of experience in transactional advisory, project finance, procurement, or legal advisory related to energy infrastructure, including at least one solar tender. ii At least 5 years in a leadership or senior management role overseeing solar IPP procurement processes. iii Expertise in structuring, negotiating, and managing procurement frameworks for large-scale renewable energy projects. iv Experience engaging with government agencies, investors, developers, and regulatory bodies to drive project success.
2	Senior Solar Energy expert	<ul style="list-style-type: none"> i A Bachelor’s Degree in Renewable Energy, Electrical Engineering, Mechanical Engineering or a related field. ii A Master’s Degree in Solar Energy, Sustainable Energy Systems, Energy Policy, or a relevant discipline. iii Professional certifications such as Certified Energy Manager (CEM), PV Solar Design Certification, or equivalent (preferred). 	<p>Professional Experience</p> <ul style="list-style-type: none"> i Minimum 15 years of experience in solar energy development, with at least 5 years specializing in transactional advisory and procurement of solar IPPs. ii Extensive knowledge of solar power technologies. iii Proven track record in assessing technical and financial feasibility of solar energy projects. iv Experience advising governments, utilities, investors, and developers on solar IPP procurement strategies. v Familiarity with international and national energy regulations, grid integration, and permitting processes.

3	Financial Expert	<ul style="list-style-type: none"> i A Bachelor’s Degree in Finance, Economics, Accounting, Business Administration, or a related field. ii A Master’s Degree in Finance, Investment Banking, Energy Economics, or a relevant discipline iii Professional certifications such as CFA (Chartered Financial Analyst), CPA (Certified Public Accountant), or ACCA (Association of Chartered Certified Accountants) (preferred). 	<p>Professional Experience</p> <ul style="list-style-type: none"> i Minimum 10 years of experience in financial advisory, investment analysis, or project finance, with at least 5 years focusing on renewable energy transactions. ii Expertise in structuring and financing solar IPP projects, including debt financing, equity investments, and concessional funding. iii Proven track record in financial modeling, risk analysis, and due diligence for large-scale solar energy projects. iv Experience advising governments, utilities, and private sector entities on solar IPP procurement strategies and financial feasibility. v Familiarity with international financial institutions, development banks, and funding mechanisms for renewable energy.
4	Procurement Business transaction expert	<ul style="list-style-type: none"> i A Bachelor’s Degree in Procurement, Supply Chain Management, Business Administration, Engineering, or related field. ii A Master’s Degree in Procurement, Public Administration, Energy Economics, or relevant discipline (preferred). iii Certification in procurement and contract management (e.g., CIPS, CPP, PMP, or equivalent). 	<p>Professional Experience</p> <ul style="list-style-type: none"> i Minimum 10 years of experience in procurement, supply chain management, or project development, with at least 5 years in renewable energy transactions. ii Proven track record in structuring and managing procurement processes for solar IPPs, including competitive bidding and contract negotiations. iii Deep understanding of public-private partnerships (PPPs) and international procurement frameworks for energy projects. iv Experience in transactional advisory support related to procurement design, bid evaluation, and risk allocation. v Familiarity with national and international energy regulations, policies, and compliance requirements.
5	International Legal Expert	<ul style="list-style-type: none"> i A Bachelor’s Degree in Law (LLB) from a recognized university. ii A Master’s Degree in Law (LLM) with a focus on Energy Law, International Business Law, or Corporate Law (preferred). iii Admission to practice law in relevant jurisdictions. 	<p>Professional Experience</p> <ul style="list-style-type: none"> i Minimum 15 years of experience in legal advisory services, with at least 5 years focused on renewable energy transactions and IPP procurement. ii Expertise in drafting, negotiating, and structuring PPAs, project finance agreements, and regulatory compliance frameworks. iii Proven track record of advising governments, utilities, or private sector entities on solar IPP procurement and contractual risk mitigation. iv Familiarity with the best international practices in energy procurement, financing structures, and regulatory frameworks. v Experience in PPPs, regulatory approvals, and stakeholder engagement.

Note: whereas it is preferable that expertise and experience be demonstrated as requested in table above against each key expert, the client may consider on exception basis that certain expertise and experience is reflected under another position by way of complementarity and reasonableness.