STATEMENT OF WORK

Strengthening of the East African Energy Sector’s Public-Private Partnership Units

Attachment to the RFP.

1. Introduction/Background

RTI International (RTI) has contracted with the U.S. Agency for International Development (USAID) to implement the Power Africa East Africa Energy Program (EAEP). EAEP is working to expand affordable and reliable electricity services in East Africa. In this scope of work, EAEP seeks an experienced consulting firm/training service provider/educational institution (“Consultant”) to support the capacity strengthening of various teams that manage public-private partnerships (PPPs) in the energy sector in East Africa.

The roles of PPP units in East Africa is growing as the installed generation capacity across the region continues to increase at a rapid pace. Power Purchase Agreements (PPAs) are being signed with Independent Power Producers (IPPs) as well as with neighboring utilities as regional power trade develops. Additionally, frameworks are being laid for both national and international transmission service agreements (TSAs).

On this note, various PPP units in East Africa have requested additional knowledge training in handling the complex legal and financial intricacies required in PPPs. Specifically, the units have highlighted the importance of additional training to position themselves better for contract negotiations. The goal of the training would lead to better management of PPPs from contract negotiation throughout the duration of the project.

RTI hereby seeks an experienced Consultant to help strengthen the capacity of East Africa’s PPP Units by offering training modules specifically focused on the legal and financial intricacies of PPPs within the energy sector.

The participants will be drawn from select countries in the East Africa region. All training modules must have the ability to be delivered virtually.

2. Scope of Work

The selected Consultant will conduct three training sessions related to PPPs within the energy sector. All training modules can be delivered virtually. Should RTI and the selected Consultant decide in the future to conduct any in-person modules, then RTI would cover all activity-related logistics costs (venue, meals, travel, accommodation, etc.). Any in-person courses will be held in one or more of the following locations: Kigali, Rwanda; Nairobi, Kenya; Addis Ababa, Ethiopia; Dar Es Salaam, Tanzania. RTI will select the final location and venue.
The trainings will be delivered over a nine-month period as outlined in section 6. The training sessions must either lead to, or qualify towards, an accredited certification program in the domain of public-private partnerships (details below).

PPAs are often incredibly complex and each project is unique. The development of the capacity of the legal teams will be instrumental to the betterment of the entire unit. The selected Consultant will conduct two intermediate-to-advanced level modules focused on legal matters.

It is important that the PPP team feel confident regarding their financial comprehension of energy projects and that they have the ability to understand financial models, conduct financial analysis and sensitivity analysis on the projects. The selected Consultant will conduct one intermediate-to-advanced level module focused on energy related finance.

It is expected that two to four representatives from seven East African countries will attend each training, giving a total of around 25 attendees per session. Specifically, the courses will be intermediate to advanced level; an introductory knowledge would be a pre-requisite for attendance. RTI will be responsible for providing the invitation list to the Consultant.

The Consultant delivering the training modules must offer a pathway to an accredited certification by one of the following accreditation bodies:

- International Association of Continuing Education and Training
- APMG (APM Group) International
- An institutional accrediting agency recognized by the U.S. Secretary of Education and the Council for Higher Education Accreditation
- A 501 (c)(3) research and educational institution.

Many members of the targeted audience have already completed some IP3© training in PPPs. Therefore, the Consultant must accept and count IP3© credits towards their own certification. As the total amount of credits varies among the attendees, it is not expected that all attendees will receive certification. It is, however, expected that some attendees will receive [PPP Specialist] certification after attending the three courses (limited to those who have already obtained 6 IP3 Continuing Education Units or their equivalent), and others will earn credit that could lead to obtaining certification.

It is expected that the following topics be included in the two intermediate-to-advanced level modules focused on legal matters:

1. PPP strategies, methods and project structuring
2. Negotiating techniques
3. Planning and delivery of PPPs
4. Minimum and maximum available capacity guarantees with PPAs
5. Procurement timelines
6. Risk analysis and mitigation
7. Communication best practices
8. International PPAs (regional trade)
9. National and international TSAs

Bidders are expected to categorize the above into the two modules to deliver the most optimal training.
It is expected that the following topics be included in the one intermediate-to-advanced level module focused on project finance:

1. Financial analysis techniques and understanding financial models for energy projects
2. Skills to conduct cost benefit analysis
3. Solvency of the utility
4. Negotiating techniques
5. International PPAs
6. National and international TSAs
7. Sensitivity analysis and risk mitigation

The Consultant must demonstrate that they have the expertise required to undertake this assignment. The Consultant must meet the minimum experience and qualifications outlined below:

1. The Consultant must have ten or more years of experience conducting similar trainings, and show experience directly related to trainings focused on PPPs within the African energy sectors
2. The lead legal trainer(s) must have ten or more years of experience working with legal aspects of PPPs within the energy sector and at least a Master’s Degree/JD in the appropriate legal areas
3. The lead finance trainer must have ten or more years of experience working with energy project finance and at least a Master’s degree/MBA in any applicable area
4. All lead trainers must demonstrate five or more years of relevant teaching or coaching experience and applicable Master’s Degrees
5. All lead trainers must demonstrate an understanding of the complexities of PPPs within the African energy sector
6. The Consultant delivering the training modules must offer a pathway to an accredited certification by one of the accreditation bodies listed above
7. The Consultant must have experience with developing and conducting virtual learning trainings or partner with an experienced virtual training firm (if partnering, then the Consultant must provide background information on the partnering firm).

The consultant will be required to design pre-training and post training evaluation questionnaires, as well as their administration and analysis.

In summary, work for the courses will be categorized as follows:

Pre- training

- Two zoom meetings with RTI technical team
- Preparation of draft course material, schedule, invitations, feedback questionnaires
- Review of the above by RTI
- RTI feedback incorporated into final draft
- Final draft approval by RTI

Training
Three training modules: one training module focused on energy project finance and two on the legal aspects of PPPs. The trainings are to take place over a nine-month period. RTI will have final approval on the scheduling of the trainings.

- A daily attendance sheet is to be submitted after each course.
- A course feedback survey completed by the participants must be submitted to RTI after each course. If the average feedback of the course is negative, then future courses may be discontinued. The decision lies with RTI.

Post training

- A final evaluation and report are to be submitted to RTI.

3. Period of Performance

The period of performance for the Strengthening of EAEP Regional IPP Teams is eleven months beginning May 2020 and ending April 2021. Prior to COVID-19, this activity was slated for three, 2-week full-time courses. Bidders are encouraged to consider different modalities for deploying the three modules given the current and likely future work-from-home scenarios.

The courses are to be spread out over nine months to minimize attendees’ time out of the office or away from their normal work obligations. All work must be scheduled to be completed within this timeframe. Any modifications or extensions shall be requested through RTI’s and consultant/subcontractor/supplier’s contracting officers for review and discussion.

4. Place of Performance

It is expected that all three training modules will be conducted virtually. However, in the event that travel restrictions are waived and group gatherings are again permitted, then RTI and the Consultant may decide to conduct in-person trainings. As aforementioned, RTI will make the final decision on the location and venue for any of the trainings.

Virtual:

The Consultant must be able to conduct virtual learning trainings either independently or by partnering with an experienced virtual training firm.

Virtual Learning Requirements:

a. Session delivery methods – Is to be audio-visual and interactive through lecturettes interspersed with practical online exercises and quizzes.

b. Learning resources – The learning resources for each session in the training are to be accessible by the participants in-session with an option of downloadable handouts for personal revisions offline.
c. Training session delivery to be self-paced for each participant or group of participants over a pre-determined duration prescribed in the trainings schedule developed by the Consultant.

d. Formal Assessments- For certification purposes, learning assessments are to be available separately for online self-paced administration by each participant within a pre-determined period after the training course.

On the hosting of virtual learning resources, the Consultant will propose the preferred modality for participants to access the virtual training meeting requirements (a)-(d) above.

The Consultant must recognize that the participants will be in African time zones (West Africa Standard Time, Central Africa Time and East Africa Time). Any live interaction must be done during Central Africa Time (CAT) normal business working hours. All deadlines and dates must also be in CAT.

In-person:

Any in-person courses will be held in one or more of the following locations: Kigali, Rwanda; Nairobi, Kenya; Addis Ababa, Ethiopia; Dar Es Salaam, Tanzania. RTI will select the final location and venue. Additionally, RTI will be responsible for the costs of the venue, food, travel and accommodation for the attendees.

5. Work Requirements

It will be important for the Consultant to avail themselves for two calls with EAEP before work commences. The purpose of the calls is to ensure that the courses offered meet the needs of the audience; EAEP has a very good understanding of the needs of the attendees.

Pre-training phase

Kick-off:

- Two zoom calls are to be scheduled during the Pre-training period
- Consultant shall create and present draft project training plan including schedule and preliminary course topics and descriptions to RTI during the first kick-off call; Consultant will also share the documents by email.

Design Phase:

- Consultant will incorporate RTI feedback into training plan and course topics
- Consultant will design a short feedback summary to be completed by course attendees (for each course)
- Consultant will be available for an additional call with RTI to finalize course topics, descriptions and schedule
- Consultant will submit final course design, description, survey, course invitation templates, and scheduling to RTI for approval
Training Phase:

Implementation Phase:

• The Consultant shall conduct three training modules. The training modules must be able to be delivered virtually. Any in-person trainings will be held in one or more of the following locations: Kigali, Rwanda; Nairobi, Kenya; Addis Ababa, Ethiopia; Dar Es Salaam, Tanzania (RTI to make the final decision).

• The Consultant shall be responsible for inviting the guests (RTI to provide the contact details), and to communicate RSVP updates with RTI.

• The Consultant must receive a satisfactory result on a survey completed by attendees before conducting additional trainings.

• The Consultant must provide certification for those who qualify.

• The Consultant must provide a brief activity summary after each training has been conducted (daily attendance sheet, training description, feedback, observations and recommendations).

Post Training Phase:

Project Handoff/Closure:

• The Consultant shall provide RTI with all documentation in accordance with the approved project plan.

• The Consultant shall present project closure report to RTI for review and approval.

• The Consultant shall complete the project requirements checklist showing that all project tasks have been completed.

• Accredited Certification for each participant who completes the applicable training course.

6. Schedule/Milestones/Deliverables

<table>
<thead>
<tr>
<th>Event</th>
<th>Date</th>
</tr>
</thead>
<tbody>
<tr>
<td>RFP/SOW Release</td>
<td>April 21, 2020</td>
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<tr>
<td>Consultant/Subcontractor/Supplier Selection Review</td>
<td>May 11, 2020</td>
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<tr>
<td>Consultant/Subcontractor/Supplier Selection</td>
<td>May 12, 2020</td>
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<tr>
<td>Period of Performance Begins</td>
<td>May 26, 2020</td>
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<tr>
<td>Draft Course Design and Description Due</td>
<td>June 9, 2020</td>
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</tbody>
</table>
Final Course Design, Description and Schedule  | June 23, 2020
---|---
Training Period*  | June 24, 2020 – March 30, 2021
Final Report Due  | April 13, 2021
Project Completion Review  | April 14-16, 2021
Project Closure/Complete  | April 20, 2021

* Daily attendance sheets are due three days after each course has been conducted. The evaluation feedback survey is also required three days after course completion. Average negative feedback by participants could lead RTI to cancel future courses.

**Deliverables, costing and timing template**

Bidders will prepare and submit the final deliverables according to the deadlines and payment schedule that they will propose in the table below. RTI/ EAEP will require initial drafts for review of all reports prior to acceptance of the final works.

<table>
<thead>
<tr>
<th>Deliverable (please refer to the work requirements section above for the detailed description of each deliverable)</th>
<th>Total number of working days required to complete the deliverable.</th>
<th>Milestone Payment (USD)</th>
</tr>
</thead>
<tbody>
<tr>
<td>1</td>
<td>Approved final course design, description, survey, course invitation templates, and scheduling (10%)</td>
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<tr>
<td>2</td>
<td>Training report after the 1st Module (25%)</td>
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<tr>
<td>3</td>
<td>Training report after the 2nd Module (25%)</td>
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<td>4</td>
<td>Training report after the 3rd Module (25%)</td>
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<tr>
<td>5</td>
<td>Project Handoff/Closure (15%)</td>
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</tbody>
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Applicable taxes

TOTAL

Add any non-professional costs

For example, costs related to provision of virtual training platform, if applicable

GRAND TOTAL

Bidders are expected to provide a breakdown of the level of involvement for each of the experts against each of the deliverables above, by completing the table below. Total professional cost/fees in the Deliverables, costing and timing template above should tie with total professional fees in the breakdown below.
7. Acceptance Criteria

For the Strengthening of the EAEP Regional IPP Teams activity, the acceptance of all deliverables will reside with the EAEP Rwanda Energy Specialist. The Energy Specialist will work with the other EAEP advisors and the Objective 1 Lead to ensure that the courses are designed to meet the needs to the participants and that the trainings are in line with their descriptions. Once a project phase is completed and the consultant provides its report for review and approval, the Energy Specialist will either sign off on the approval for the next phase to begin, or reply to the consultant in writing, advising what tasks must still be accomplished.

Once all project tasks have been completed, the project will enter the handoff/closure stage. During this stage of the project, the consultant will provide the project closure report and project task checklist to EAEP’s Energy Specialist. The acceptance of this documentation by EAEP’s Energy Specialist will acknowledge acceptance of all project deliverables and that the consultant has met all assigned tasks.
Any discrepancies involving completion of project tasks or disagreement between RTI and the chosen consultant will be referred to both organizations’ contracting offices for review and discussion.

8. Additional Information

RTI will ensure that each participant has access to a computer with a minimum of 3G internet connectivity.

Bidders are notified that the total performance duration that is quoted for each of the three modules is also a selection factor. And as such, bidders are requested to propose/quote the most practical, realistic and favorable delivery/performance duration for each of the listed deliverables in the provided pricing and performance duration template.

Bidders are reminded to review all the LPO terms as detailed in the attachments (links) to the RFP such as, but not limited to required insurances, indemnity clauses and Intellectual Properties

If travel is possible for part of this assignment, RTI will cater for the selected consultant’s travel costs by directly engaging and paying the providers. Such arrangements shall be done within the following parameters.

- Flights to be Fly America compliant.
- Lodging and Per Diem for the consultant must fall under State Department foreign per diem rates, where applicable