

**REQUEST FOR EXPRESSION OF INTEREST**  
**AFRICAN DEVELOPMENT BANK**  
**WATER DEVELOPMENT AND SANITATION DEPARTMENT**  
**TERMS OF REFERENCES**

Water & Sanitation Private Sector Investment Officer and PPP Expert  
Individual Consultant

**1. Background**

The African Development Bank (AfDB) is the premier multi-lateral development finance institution fostering economic growth and social progress in Africa. The AfDB's primary goal is to reduce poverty and improve living standards by mobilizing resources in and outside Africa and provide financial and technical assistance for development projects and programs in Africa. The Water Development and Sanitation Department (AHWS) is part of the Agriculture, Human and Social Development Complex (AHVP). The Department is responsible for the coordination of the Bank's Water Development and Sanitation-related activities to enhance synergies and contribute to the achievement of all High 5s (Feed Africa, Industrialize Africa, Power and Light Up Africa, Integrate Africa, and Improve the Quality of Life of the people in Africa). The Department also supports regional hubs in the development and promotion of new knowledge, approaches and tools for green and inclusive water resources development and management, and for improved sanitation. In so doing, the Department leads the scaling-up of the Bank's contribution to Africa's efforts to attain water security and sanitation for sustainable socio-economic transformation.

The AHWS.2 /AHWS.3, the Water Security and Sanitation Divisions work in tandem with AHWS.0, the front office of the Directorate, AHWS.1, the Water Partnerships and Coordination division and the African Water Facility (AWF) to provide the Bank thought leadership for water development and sanitation in Africa. The Water Development and Sanitation Department plays a lead role in supporting Africa to attain water security through the financing of public and private sector projects, the provision of technical expertise, generation and dissemination of pertinent sector knowledge and fostering strategic partnerships. Specifically, in line with the mandate of the Department, AHWS provides guidance in the following thematic areas, among others: (i) Integrated & Transboundary Water Resources Development and Management for Water Security; (ii) Water Supply for All; (iii) Sanitation for All; and (iv) Water Sector Governance; as well as the cross-cutting areas including gender, climate change, private sector engagement and fragility.

While the Bank experience with sovereign transactions in water and sanitation is very high, with a financing nearing \$12 billion across more than 500 projects spread over the 54 African countries, there is limited experience in direct financing for water and sanitation utilities or private operators (that is, for non-sovereign operations (NSOs)). As part of the new Development and Business Delivery Model of the Bank, the Water Development and Sanitation Department (AHWS) wishes to increase its water and sanitation NSO operations and wishes to recruit an experienced private sector expert (the "**Private Sector Expert**" or "**Consultant**") to support the NSO activities in the Department in this venture.

## 2. Objective of the Assignment

The objective of the proposed consultancy is to support the NSO activities in the identification of business opportunities, structuring, appraisal, negotiations, signing and closing of NSO transactions in the area of water and sanitation sector. The Consultant will be responsible for: (i) the identification and structuring of new transactions whether through Project Finance / Public Private Partnerships (PPP), Corporate loans or any other type of structure; (ii) the search for technical assistance and concessional financing (through the trust funds administered by the Bank or others) to support bankability and foster the existing NSO pipeline, (iii) the support for NSO appraisal and negotiations (iv) the transfer of knowledge and development of capacity of the AHWS interested in the NSO activities. The Consultant will form part of a team of Bank staff and consultant that are actively working on growing the Bank's NSO portfolio in the water and sanitation sector.

## 3. Scope of Work and key Functions

The Private Sector Expert shall work under the direct supervision and guidance of the NSO Task Manager (the "NSO TM"). The Consultant(s) will mainly support water-related business development, lending program, as well as analytical activities. The Private Sector Expert will perform the following specific services:

- ✓ Participate in the identification, development, structuring and processing transactions (project finance / PPP, corporate loans, equity investments, guarantees, capital market solutions or other forms of assistance) to be considered for private sector financing,
- ✓ Develop innovative and appropriate financial structures for complex transactions;
- ✓ Undertaking the needed due diligence, risk analysis and mitigation work towards the structuring of loans
- ✓ Participate in due diligence missions and provide technical support in negotiations with project developers and financiers to facilitate the financial closing of transactions and implement projects
- ✓ Participate in specific transaction meetings with external advisors, sponsors, government, utilities, regulators, municipalities, etc.
- ✓ Review and analyse financial statements and financial projections/models to ensure financial viability of projects and make recommendations; perform sensitivity analysis and stress testing and make necessary recommendations;
- ✓ Understand and assess key project documents, including CA, WPA, EPC contracts O&M agreements, Shareholders' Agreements, etc.;
- ✓ Have a good understanding of project and concession financing, tendering processes, policy issues, etc.
- ✓ Review and ensure quality of projects preparation and appraisal documents vis-à-vis the ecosystem (PGCL, SNSC, PGRF, etc.), technical and financial requirements
- ✓ Liaise with existing financing mechanisms in view of improving the bankability of the projects
- ✓ Participate in and contribute to activities for advocacy, dissemination and knowledge building relating to AfDB's processing, investments/operations, products and initiatives
- ✓ Draft briefs, presentations in preparation of meetings, committees
- ✓ Contribute to the regular update of the Indicative Operating Program (IOP)
- ✓ Lead the negotiation of finance documents towards closing and disbursements of funds

- ✓ Having experience in DFI environment as well as work in MLA transactions will be a plus.

#### **4. Competencies (Skills, Experience and Knowledge)**

The NSO Team seeks highly motivated expert with outstanding credentials and a strong record of professional accomplishment. The Consultant is expected to demonstrate technical and professional excellence and effective communication. In addition, it is required that the Consultant will meet the following qualifications

1. National of one of the member countries of the Bank;
2. At least a Master's degree (or its equivalent) in a relevant discipline related to the assignment (Finance, Development economics, Business Administration, Law, etc.);
3. Minimum of ten (10) years of relevant professional experience in infrastructure financing through project finance, corporate finance and private equity;
4. Good knowledge of the private sector participation in the water sector with a focus on Africa
5. Proven experience in processing transactions to different committees (including Risk) up to Board of Directors within AfDB or a sister institution
6. Ability to initiate, effectively and independently interact with the senior government officials, senior management of potential clients;
7. Experience in water and sanitation utilities, solid waste management, infrastructure or with a private developer in Africa or the middle East would be an asset;
8. Good knowledge of the infrastructure trends (especially Water and Sanitation) in Africa in general, experience in emerging markets would be a plus
9. Strong analytical, financial and credit skills; demonstrated ability to structure a variety of financial instruments (debt, equity, guarantee, etc)and sound business judgment
10. Working experience in multinational organization in Africa and/or specialized experience in similar organization/s would be considered an advantage;
11. Proven capacity to work in teams and good organizational skills with ability to prioritize and deliver assignments in a timely manner
12. Knowledge of economic developments and market trends in Africa;
13. Ability to apply innovative approaches, work independently and apply new methods to solve problems, while remaining efficient in a sometimes-challenging institutional environment
14. Good interpersonal and communication skills
15. Proven ability to work with limited supervision and efficiently to deliver under pressure and meet tight deadlines;
16. Excellent presentation skills;
17. Willingness to travel extensively and geographic flexibility
18. Strong commitment to search for and produce innovative and creative approaches to activities in order to enhance performance and create added benefits to the Bank and its clients;
19. Excellent problem-solving capabilities applies business knowledge to the resolution of problems and identifies solutions to the benefit of the client (internal and external) and the organization;

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20. Ability to communicate orally and in writing effectively in French or English, with a good working knowledge of the other language
21. Competent in the use of Bank standard software (Word, Excel, PowerPoint and Internet) including online meeting and teleconferencing tools

### 5. Key Deliverables

The Consultant(s) is expected to produce, for the NSO activities, the following deliverables:

- ✓ Actively participate and engage with Gov't and stakeholders on business development initiatives, including identification, preparation and appraisal of water and sanitation sector operations. In this regard, contribute in developing robust pipeline of NSO water sector operations
- ✓ Timely review and submit Project Evaluation Notes (PEN), Project Concept Notes (PCN), Project Issues List (PIL), Projects Appraisal Reports (PAR) and any other report or brief requested
- ✓ Review and inputs to Technical Assistance (TA) applications among others
- ✓ Timely preparation / review of Mandate Letters, Term Sheets and Financing Documents for the NSO projects
- ✓ Elaborate missions reports and Aide-Memoire
- ✓ Prepare or contribute to the preparation of Work Plan and Budget for the NSO activities
- ✓ Undertake detailed due diligence and prepare BTOR
- ✓ Clearance of CPs to first disbursement
- ✓ Elaborate monthly reports documenting task and activities undertaken towards fulfilment of the Consultant deliverables. Where suitable, the report will include annexes pertaining to specific project issues or outputs
- ✓ Any other deliverable as may be required

### 6. Reporting and Supervision

The Private Sector Expert(s) will report to the NSO TM and will work in close collaboration with the country specific public sector expert assigned to each transaction.

### 7. Duration and Location of the Assignment

The Consultant will commence the assignment on **September 16<sup>th</sup>, 2024** and is anticipated to last for an initial period of six months (to be extended to twelve (12) months) that can be renewed. The assignment will take place at the Bank's Headquarter in Abidjan (Cote d'Ivoire) and other locations as may be specified by the Bank (the "Duty Station") and may require occasional mission travel.

### 8. Remuneration

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The Consultant will receive a monthly all-inclusive fee to be negotiated upon contract signature, and in compliance with the Bank's established remuneration scale, considering requisite qualifications and experience. No additional benefits or per diems will be paid while in the Duty Station. The Bank will cover full costs of any required missions and provide per-diem in accordance with rules governing consultant mission travel. The Consultant is responsible for his/her own health insurance and accommodation costs.

The Department invites Individual Consultants to indicate their interest in providing the above-described services. Interested Consultants shall provide information on their qualifications, experience demonstrating their ability to undertake this Assignment (documents, reference to similar services, experience in similar assignments, etc.) and his/her references. The eligibility criteria, the establishment of a short list and the selection procedure shall be in conformity with the Bank's Rules and Procedure for the Selection of Corporate Consultants. Please, note that interest expressed by a consultant does not imply any obligation on the part of the Bank to include him/her in the shortlist.

Expressions of interest (EoI) must be received at the address below **no later than August 28<sup>th</sup>, 2024, at 23h59 GMT.**

For the attention of:

The Division Manager  
Water Security and Sanitation Division 2  
African Development Bank

E-Mail : Ms. Bronia Naivasha, [b.naivasha@afdb.org](mailto:b.naivasha@afdb.org)

Copy (CC): Mr. Mkhululi Malinga, [m.malinga@afdb.org](mailto:m.malinga@afdb.org)  
Mr. Michel N'guessan, [m.nguessan@afdb.org](mailto:m.nguessan@afdb.org)

Subject of Email : EoI for AHWS – NSO Consultant + [Name of consultant]