Kigali, on.....04 SEP 2025

N° 11.07.023/.....1073..... /25/MD-EDCL-FG/gu/au

ADDENDUM No 1 TO THE SPECIFIC PROCUREMENT NOTICE

Title of tender: A TRANSACTION ADVISOR TO SUPPORT THE GOVERNMENT OF RWANDA IN DEVELOPING AND IMPLEMENTING A SOLAR PARK AUCTION.

Reference is made to the Specific Procurement Notice published on Newspaper (New times) No. No. 6641, Thursday, August 14, 2025, REG Website and DG Market on tender mentioned above which was initially supposed to be opened on 12/09/2025 at 05:00 Pm Kigali time.

We hereby inform all interested Consultants that due to the Clarifications and review of TOR, the submission deadline of Expression of interest is extended as follows:

Activity	Initial deadline of sub mission (as amended to date)	Time	Updated submission deadline	Time
Submission deadline	12/09/2025	05:00 P.M Kigali Time	06../10../2025	05:00 P.M Kigali Time

Sincerely.

Gentille UMUSHASHI
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TERMS OF REFERENCE FOR A TRANSACTION ADVISOR TO SUPPORT THE GOVERNMENT OF RWANDA IN DEVELOPING AND IMPLEMENTING A SOLAR PARK AUCTION

June2025

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I. PROJECT BACKGROUND, OBJECTIVES & RWANDA ENERGY SECTOR OVERVIEW

1. PROJECT BACKGROUND

Rwanda, a landlocked country in East Africa with a population of approximately 14.0 million, has made significant progress over the past decades to expand and improve access to electricity. The country has made significant strides in electrification, with access to electricity rising from 6% in 2008 to 82.2% by 2025. Grid access stands at 57.4%, while off-grid access is at 24.8% as of end February 2025

The system's total installed capacity has risen from 76 MW in 2010 to approximately 405 MW in 2024. As the system's capacity has expanded, the share of oil-fueled power in the country's generation fleet has declined from about 45% in 2013 to less than 10% in 2024, as additional hydropower, lake methane, solar, and peat-fueled capacity has been installed in the country, together with a rise in interconnectivity with the country.

Power demand in the country is rising rapidly in line with increasing rates of access to electricity. In the financial year ending June 2024, power generation increased by 14% (167.1 GWh) to 1,366.4 GWh. With losses at 18.0%, the resulting power demand was 1,120.1 GWh. Rwanda's Energy sector has attracted significant direct investment from IPPs in recent years, with close to 63% of energy being produced by IPPs in the year ending in June 2024.

In this context, the Government of Rwanda (Government of Rwanda) is considering the development of an affordable utility scale solar capacity, under a solar park model, to meet the rising power demand in the country's power system. The Government of Rwanda (Government of Rwanda) has received financing from the World Bank/International Development Association (IDA) and Asian Infrastructure Investment Bank (AIIB) towards the financing of the "Accelerating Sustainable and Clean Energy Access Transformation (ASCENT)" Project and plans to utilize part of the funds towards financing of consultancy services of a transaction advisor to support the government in the implementation of a solar park auction.

1.1. Current Generation, Transmission and Distribution Capacity

Rwanda's current power generation capacity stands at approximately 466.402 MW as of June 2025, with hydropower as the dominant source of energy.

The table below provides a summary of power generation sources, detailing both existing and planned projects, along with their respective installed or expected capacities.

No	Name of Power Plant	Capacity
Existing Hydropower Plants (110 MW)		
1	Nyabarongo I	28MW
3	Mukungwa I	12 MW
4	Ntaruka	11.25 MW
Planned Hydropower Plants		
1	Nyabarongo II	43.5MW (by 2027)
2	Rusizi III	68MW (by 2031)
3	Rusizi IV	95.9 MW(TBD)
Existing Peat Power Plant (85 MW)		
1	Hakan Peat Plant	70 MW
2	Gishoma	15 MW

Existing Methane Gas (80 MW)		
1	Kivu-watt Phase I	26 MW
2	SPLK	50 MW
3	KP1	3.6 MW (Currently non-operational)
Planned Expansion Methane Gas		
1	Kivu-watt Phase II	9 MW
2	SPLK Phase II	28 MW
Diesel (29 MW)		
1	Jabana I & II	28.8MW (for peak & emergencies as diesel is being phased out to cut cost)
Solar (12 MW)		
1	GigaWatt Solar	8.5MW
2	Nasho Solar	3.3MW
Imports (106.1 MW)		
1	Mbarara-Shango-Interconnection with Uganda	100 MW
2	Mururu I(**4MW), Kabale 2.1MW**	6.1MW
Regional shared power plant (39MW)		
	Rusumo (Rwanda share)	26.6MW
	Mururu II (Rwanda share)	12MW

The domestic electrical network is made up of 220kV backbone transmission lines, 110 kV, 30 kV and 15 kV lines, supplying industrial and urban areas. Further transmission and distribution improvements are underway to support industrialization, regional trade, and electrification goals. As of June 2024, the system included 1,158 km of transmission lines, 11,389.9 MV network length and 21,084.14 km of LV network lines.
REG is currently updating its Least Cost Power Development Plan (LCPDP) to align with rising demand, evolving costs, and sustainability goals. The existing LCPDP (2024-2050) estimates demand growth at 10% annually until 2030, followed by 5% until 2050. This increase is driven by industrialization, infrastructure expansion, and large-scale projects in agriculture and tourism.
In the short-term Planning (2024-2030), the plan prioritizes hydropower and methane gas while relying on imports to bridge shortfalls. Key projects are NYABARONGO II (43.5 MW by 2027) and Rusizi III (68 MW by 2031).

The Government of Rwanda (GoR) is committed to accelerating the deployment of renewable energy, with solar having a substantial share in the energy mix. Under the Least Cost Power Development Plan **(LCPDP),** currently under revision, solar energy is projected to contribute approximately 1,437.3 GWh of annual generation by 2050. The revised LCPDP will incorporate updated demand forecasts, refined cost assumptions, and improved modeling of emerging technologies such as Battery Energy Storage Systems **(BESS)**. These enhancements will ensure that planned investments in solar PV and storage are fully aligned with GoR's long-term development and sustainability goals.

In the long term (2030-2050), the plan expands the energy mix, including up to 1,500 MW of solar capacity and 880 MW of nuclear power, alongside battery storage and additional regional interconnections. The outcomes of this plan are difficult to assess, as assumptions and decision rationales are not documented. Cost estimates and technical parameters for existing and candidate power plants are not detailed, making investment decisions difficult to interpret.

1.2.Institutional Arrangements in the Energy Sector

Rwanda's electricity sector is governed by several key institutions, primarily:
Rwanda Energy Group **(REG):** REG is the main state-owned company responsible for electricity generation, transmission, and distribution in Rwanda.
REG has two main subsidiaries:
Energy Development Corporation Limited **(EDCL):** Responsible for power infrastructure project development.
Energy Utility Corporation Limited **(EUCL):** Handles electricity generation, transmission, distribution, and commercial operations.
Rwanda Utilities Regulatory Authority **(RURA):** Regulates and oversees the electricity sector, ensuring quality service, fair tariffs, consumer protection and policy compliance.
Ministry of Infrastructure **(MININFRA):** Oversees national infrastructure development, including the energy sector, it is responsible for policy formulation in the sector and energy sector planning.
While not core energy sector institutions, Rwanda Development Board (RDB) and the Ministry of Finance and Economic Planning **(MINECOFIN)** play supportive but critical roles within the broader institutional framework of the energy sector.
Rwanda Development Board **(RDB)**: Responsible for facilitating private sector investment in Rwanda, including in the energy sector, and for supporting the development of public-private partnerships (PPPs) that contribute to energy infrastructure growth.
Ministry of Finance and Economic Planning **(MINECOFIN)**: Oversees national economic planning, prepares and presents the national budget, and manages public finances through the Treasury and the National Bank of Rwanda, functions that influence energy sector funding and project viability.
Ministry of Environment and Rwanda Environment Management Authority **(REMA)**: Ensure regulatory oversight and compliance with environmental standards across all projects including energy sector projects.

2. OBJECTIVE OF THE TERMS OF REFERENCE

Government of Rwanda plans to conduct a solar PV auction program. These Terms of Reference (TOR) aims to hire a consortium of consultants (Transaction Advisor) to support the Government of Rwanda (the Client) in the development and successful implementation of a tender process with IPPs for up to 200 MWp of Solar PV plant and BESS in sites to be determined:

2.1.TECHNICAL ADVISORY

Global responsibilities of the Consultant in coordination with the Client:

- define the technical specifications and selection criteria of the Request for Qualification (RFQ) and provide technical inputs to drafting and finalization of Project Documents including risk matrices and mitigation measures related to technical and E&S aspects,
- evaluate technical and E&S proposals from IPPs; This includes but is not limited to validation of the solar PV design models, models related to grid integration and interconnection studies that might be provided by successful bidders.
- support the negotiations with the Preferred Bidders on the technical side, and

- more generally address technical and E&S questions/comments up to financial close of the RE projects

2.2.LEGAL ADVISORY

Global responsibilities of the Consultant in coordination with the Client:

- Draft the RFP and Project Agreements (PPA, Implementation Agreement, Grid Connection Agreement if any, Transfer of grid connection infrastructure agreement if any, and any other required agreement) in close coordination with Government of Rwanda and alignment with applicable laws
- Evaluate the legal compliance of proposals submitted by Bidders, including conformity with the RFP requirements and applicable laws
- Provide legal advice throughout the bidding process
- Provide legal inputs to Project Documents (e.g. risk matrix and legal positions reflecting market practice in comparable Jurisdictions).
- Support the negotiations with the Preferred Bidders on the legal side.
- More generally address legal questions/comments and provide continuous legal support up to financial close of the Projects.

2.3.FINANCIAL, COMMERCIAL AND STRUCTURING ADVISORY

Global responsibilities of the Consultant in coordination with the Client:

- Develop, maintain, and run financial models to support project structuring, value for money assessments, tariff recommendations, risk allocation decisions, and evaluation of the bids from a financial/global perspective.
- Manage discussions with potential lenders (multilateral development banks (MDBs) and regional banks).
- Advise on bankability matters including alignment of project structure and contractual framework with lender and investor requirements, incorporating lessons from comparable projects.
- Advice the client in the discussion with the potential insurers and guarantors and structure suitable risk mitigation instruments for identified risks that need to be covered by such instruments (and such based-on market sounding with IPPs).
- Lead and coordinate the bidding process.
- Advice the client in negotiations with Preferred Bidders on the financial/global technical side.
- More generally address financial/cross-cutting questions/comments up to financial close of the RE projects.

2.4.CAPACITY BUILDING

Knowledge and expertise transfer to the Technical Committee Member (including REG, the Rwanda Development Board (RDB), Ministry of Infrastructure (MININFRA), Ministry of Finance (MINECOFIN), and any other relevant entities) on developing solar PV projects. This fourth area will be transversal to the three areas listed above to increase Government of Rwanda's capacity to launch bankable and sustainable tenders.

The capacity-building training will cover an estimated 200 hours and will be optimally planned along the corresponding scope of work and deliverables to provide a hands-on approach and ensure knowledge transfer. The detailed training content and structure will be developed by the Transaction Advisor in consultation with the client and will be subject to approval. The objective is to strengthen the capacity of key Government of Rwanda stakeholders (including REG, RDB, MININFRA, MINECOFIN, and others) to design, assess, and implement bankable and sustainable solar PV projects. The training is expected to cover the following areas:

2.4.1. Technical Aspects.

- Solar PV and hybrid system design including not limited to Overview of Solar PV design methodology; Topography/Terrain analysis; In-Plant SLD creation and analysis; BESS & Interconnection facilities; Project layouts; Energy Results; Power flow; Cabling and Structure Profiling; Spreadsheets).
- Grid integration and VREs integration (Hybrid renewable plant modelling; Energy storage integration modelling; Grid code compliance verification; Fault ride-through analysis; Voltage control/stability with high VRE penetration; Frequency regulation and inertia analysis; Power quality assessment).

2.4.2. Legal and Regulatory Frameworks

It will cover Power Purchase Agreements (PPAs) and contractual structures; Licensing and permitting procedures.

2.4.3. Financial and Commercial Structuring

Project bankability and investment readiness; Risk allocation and mitigation

2.4.4. Cross-cutting and Practical Issues

Environmental, Social, and Governance (ESG) considerations; Climate resilience and sustainability integration; Transparent procurement and tender design; Case studies and lessons from similar markets

The exact schedule, duration per module, and participant number & groupings will be finalized following a joint review with the client, ensuring alignment with national priorities and institutional availability.

II. SCOPE OF WORK

The Consultant will have access to all documents prepared for the auction development ahead of, or during, its engagement, as the documents become available, namely:

(i) VRE integration study including location study (available site selection report) and grid study models and reports.

(ii) Technical site studies include not limited to topographic survey, hydrological study, seismic conditions and geotechnical investigations.

(iii) E&S studies (for Aquatic Ecosystems, Terrestrial Ecosystems, Land and Water Use and Climate and Emissions) focusing on loss of biodiversity of forests or habitats, Wildlife disturbance Noise, access roads, and human activity may disrupt fauna; Submergence of land for Forests, agricultural lands, Greenhouse gas emissions for from submerged biomass (methane and CO_2) and Microclimate effects, the physical, biological, socio-economic and cultural environments of the proposed project scope, Resettlement and Livelihoods, Indigenous and Vulnerable Groups, Public Health and Safety and Community Engagement, Displacement of communities due to reservoir or infrastructure footprint, Loss of livelihoods as impacts on agriculture, fishing, or access to land and water, Compensation and rehabilitation for Fair resettlement planning with community input, Cultural impacts for Loss of sacred or heritage sites, Consent and participation for Free, prior, and informed consent (FPIC) where applicable, Vector-borne diseases for Stagnant reservoirs may promote malaria, Stakeholder consultation for Early and ongoing engagement improves acceptance and Benefit-sharing for Local development initiatives, jobs, infrastructure, or revenue sharing.)

(iv) Legal memo, including: i) legal, regulatory, and institutional gap analysis for conducting a Solar PV auction in Rwanda, ii) proposal on institutional arrangements for conducting an auction, and iii) summary of the applicable regulations, guidelines

and required permits relevant for attaining land and resettling of affected parties, if applicable.

(v) Legal and Institutional Framework for Environmental Impact Assessment (EIA), Social Impact Assessment (SIA) and mitigating social risks, Regulatory compliance for Adherence to national and international environmental/social standards (World Bank, IFC)

The scope of work is divided into two Phases:

- **Phase 1 (5 Months):** preparation of tender documentation and contractual agreements, development of the government support mechanisms.
- **Phase 2 (5 Months):** launching of the tender, until award. It is expected that during Phase 2 some small changes in the documentation/risk allocation may happen based on feedback from the pre-qualified bidders.

The Consultants under the present contract will be contracted for both phases. Some of the activities will be output based while others such as negotiation will be time based. The contract will reflect both types of payment approaches.

1. PHASE 1: DEVELOPMENT OF SOLAR PV AND BESS TENDER

1.1. TASK 1: AUCTION PROCUREMENT FRAMEWORK DEVELOPMENT

The Consultant shall support the Client in structuring, preparing and implementing competitive bidding for the project based on Build Own Operate Transfer (BOOT) arrangements under a Solar Park approach (i.e., the Government will provide the sites for the IPP).

The following 6 outputs need to be conducted in parallel and are expected to be produced within 3 months from the contract signature.

1.1.1. LEGAL DUE DILIGENCE

The Consultant shall develop a comprehensive Legal Due Diligence Report leveraging the legal memo prepared beforehand by another consultant on legal aspects.

The legal due diligence should focus on solar PV and BESS development. The Report shall include, without limitation, the following:

(i) Identification of the key legal and regulatory aspects acceptable to investors, considering the allocation of contractual risk between the Government and investors and the desired outcome of the bidding process.

(ii) Reviewing of the existing legal and regulatory framework that must be complied with, including the law governing public private partnerships, licenses, permits, and approvals required for the ownership, financing, construction, and operation of the Solar Park, including, but not limited to, (i) execution of the Project Contracts, (ii) land rights (including right of way) and Resettlement plan, (iii) taxation (including VAT, corporate tax, withholding tax etc.), (iv) customs duties/exemptions, (v) development and transfer of the Special Purpose Vehicle (SPV) if needed;

(iii) Identification of any legal obstacles that would prevent the relevant Project participants from obtaining all necessary licenses, permits, and approvals as identified above; and

(iv) Identification of the material obligations and responsibilities of local authorities or relevant stakeholders, including MININFRA, MINECOFIN, RDB, RURA, REG, and other Private Project stakeholders (e.g., investors/IPP, lenders, etc.) in relation to the Projects.

(v) A summary of the rules governing connection to national grid (e.g. point of sale, allocation of connection costs, responsibility for construction/installation of connection hardware, technical integration standards).

(vi) A review of the tariff setting regime in Rwanda, including confirmation that the tariff regime or modality envisaged for the PPA, and the possibility of bidding a tariff for the life of the PPA, is in line with the institutional arrangements, legislation, and regulation in Rwanda. Review of the potential tariff setting adjustments.

Output: legal due diligence report completed and submitted within 1 month

1.1.2. RISK ALLOCATION MATRIX, MARKET SOUNDING AND RISK MITIGATION INSTRUMENTS

Based on best international practices, considering the specificities of Rwanda, summary of key legal risks and their proposed allocation between Government, private investors/IPP, lenders, and other key stakeholders, and the financial requirements of project development concerning the bankability of similar transactions, the Consultant shall identify key risks and potential risk mitigation measures.

The risk matrix should be an input to the bidding model and the Contractual Arrangement development.

The Consultant will conduct a market sounding with international, regional and local IPPs, relevant local players, DFI and commercial banks (local, regional, and global) to tailor risk mitigation measures to Rwanda (and banks that could provide a letter of credit). Consultations with the stakeholders will need to be officially recorded and used as inputs to develop risk mitigation instruments.

The Consultant shall propose and describe the conditions, incentives, risk allocation, and support that the government should offer to promote the successful implementation of the auction.

Output: one note compiling of risk allocation matrix, market sounding results, and proposed risk mitigation instruments in 2 months.

1.1.3. TECHNICAL SPECIFICATIONS REPORT

The Consultant will provide the full technical specifications for the PV plant using inputs from the VRE integration study, geotechnical, topography, hydrological, seismic studies, and E&S studies, including but not limited to:

Technical specifications:

The Consultants shall develop a report using inputs from the VRE integration study, geotechnical, topography, hydrological, seismic and E&S studies, as well as any other relevant sources, comprising of:

- Presentation and description of the site, including a site plan showing the site and the connection line, and a site layout plan.
- Meteorological conditions of the site to be considered for sizing studies: irradiation, specific yield, temperature and hydrometry, wind speed, keraunic level.
- Technical choices imposed or left to the producer's choice: fixed structure or tracker / technology of module / inverter type and implementation.
- Sizing of the main components: inverter power and transformer, and any methods used to check compliance with the grid code.
- Description and specifications of the means required to secure the power plant (fencing, cameras, emergency shutdown, etc.) and infrastructure (operating building, hangar, etc.).
- Provide a specific yield study.
- Conduct a steady state, protection coordination, dynamic studies (including but not limited to transient stability, small-signal stability, load-frequency control/regulation, voltage control, renewable integration) and contingency analysis (such as N-1 for transmission and generation) for the solar project at their connection point:

- ❖ Add specifications of the connection works, on the understanding that these works will be transferred to the utility who owns existing transmission and distribution networks, and that their construction is therefore more akin to an EPC contract, for which the specifications must be very detailed. For these structures, the technical study must include all data enabling the power producer to carry out the power plant's internal studies and the execution studies for the connection structures (details of the neutral system, provision of minimum and maximum short-circuit currents, protections, metering system etc.).

i. A precise description of the functions and means to be implemented for remote control of the power plant (specifications of the means of communication and the protocols to be used). If a power dispatch limit is imposed, it must be specified.
ii. An estimate of the plant's CAPEX and OPEX, and the break-even tariff for a "standard" financing plan for this type of project in this geographical area (country conditions).
iii. Project schedule.

The technical reports to be supplied with the study are at least within 2 months:

- A site plan of the plant.
- Layout and indicative design reports of the plant with details of tables, inverters, buildings, and runways.
- Indicative bills of quantities.
- An electrical diagram of the plant, with details of the PDL.
- P50 and P90 yield study; and
- Design of grid connection infrastructure.

1.1.4. E&S DUE DILIGENCE

Incorporate the E&S (ESIA, RAP, and ESMP) studies undertaken on the determined sites by a separate consulting firm.

Responsibility of the Consultant in coordination with the Client:

- ❖ Draft the Minimum E&S Specifications of the RFQ/RFP based on the conclusions of the E&S assessments (ESIA, RAP, and ESMP) for the determined sites and develop minimum requirements that are aligned with the Government of Rwanda national regulations, the WB E&S framework (ESF) and IFC Performance Standards.
- ❖ Ensure integration of E&S requirements into procurement and legal documents (e.g., bidding documents, contracts).
- ❖ Monitoring framework and reporting templates for E&S compliance during implementation.
- ❖ Include the risk assessment and mitigation for labor influx, GBV/SEA, community health and safety, biodiversity, land acquisition, and livelihoods done by the E&S consultant in the RFQ/RFP requirements.
- ❖ Carry out gap analysis and recommendation to ensure alignment with financiers' environmental and social requirements.
- ❖ Evaluate proposals from IPPs.
- ❖ Support the negotiations with the Preferred Bidders on the E&S side.
- ❖ More generally address E&S questions/comments up to financial close of the RE projects.

Output for technical and E&S: a technical specifications report including E&S studies review including requirements for the tender documents, risks, and mitigation measures completed and submitted within 2 months.

1.1.5. FINANCIAL ANALYSIS

The Consultant shall develop an Excel financial model that would serve as a tool for creating a base case scenario and will be used to evaluate bids. This financial model will allow the Government of Rwanda and the consultant to evaluate the impact of different parameters such as but not limited to: tariff structure, indexation, PPA duration, grid availability, plant availability, CAPEX (solar plant EPC, modules, grid connection, development costs, financing costs, fees, E&S costs, insurances etc), OPEX (O&M, lease if any, refurbishment, insurances etc), energy yield, cost of capital including debt parameters (fees, tenor, grace period, rate, gearing, DSRA, DSCR) and equity IRR, CAPEX payment schedule, debt repayment schedule, dividends/shareholders loan, cost of guarantees and insurance to be implemented for financial risk mitigation, taxes and exemptions.

The Consultant will produce a tariff impact assessment under various scenarios guided by services to be performed by the solar park. This impact assessment will be used for the evaluation of bids. The Consultant will ensure the assumptions' accuracy, completeness, and consistency based on discussions with private and public sector stakeholders in Rwanda and internationally. It is essential that the Consultant transfers this model to the Client and ensures its ownership of the tool through adequate training.
The Consultant shall also develop an Excel tool to be included in the financial analysis prepared and submitted by the bidders during the qualification phase.

Output: financial analysis and models (including the model to be shared with bidders) within 3 months.

1.1.6. PROCUREMENT STRATEGY DEVELOPMENT AND CONTRACTUAL FRAMEWORK

The Consultant shall develop and recommend an optimal procurement strategy that attracts interest from creditworthy, qualified, and experienced Independent Power Producers (IPPs), while ensuring competitive tariffs and minimizing the level of government support required. This procurement strategy must be aligned with the applicable legal and regulatory framework in Rwanda, particularly Law N°14/2016 of 02/05/2016 on public-private partnerships, and other relevant legislation.

a. The procurement process is expected to be set in two stages with:
   (i) A pre-qualification phase based on the IPP's technical and financial credentials.
   (ii) A qualification phase under which qualified IPPs will receive the RFP package and will be evaluated based on a Technical Offer and a Financial Offer.
b. The Consultant may propose other options for the Client's consideration, especially with regards to the setting of the final tariff, e.g., the qualified candidates, post Technical Offer evaluation, may be asked to provide a revised final Financial Offer. These may include final tariff adjustments reflecting market fluctuations and solar capex trends.
c. Another possibility could be to have two stages during the RFP phase with the possibility to submit a revised technical proposal.
d. The Consultant shall prepare a report presenting the recommended procurement mechanism and looking at the legal, technical, commercial, and procurement aspects – these recommendations would need to be verified and discussed with the IPPs during the market sounding.
e. The Consultant is expected to submit a **Procurement Strategy Report** covering all the 5 key elements detailed below:

1) **Bidding Structure and Process**

- **Recommended Procurement Model**: Propose the most suitable model (e.g., tariff-based bidding, hybrid models), including justification based on international best practices and Rwanda's market context.
- **Number of Bidders/Winners**: Advise whether the same IPP can be awarded to multiple sites and under what conditions.
- **Two-stage RFP Mechanism**: Propose the design of a two-phase submission and evaluation process that may allow revised technical or financial offers after initial evaluation rounds.
- **Implementation Schedule**: Present a detailed timeline for procurement activities from advertisement to Contractual Commercial Operation Date (COD), including indicative durations and milestones.

2) **Financial Securities and Risk Management**

- Bid Security and Guarantees: Recommend the appropriate form, amount, and validity period for:

(i) Bid security
(ii) Performance bonds
(iii) Letters of credit

- Financial Market Adaptability: Suggest ways to account for changes in financing conditions or technology prices (e.g., flexible tariff adjustments or indexing).
- Mitigation of Aggressive Bidding Risks: Propose mechanisms to discourage unrealistically low bids and ensure financial sustainability and delivery capability of selected IPPs.

3) **Legal and Regulatory Compliance**

- Legislative Alignment: Ensure the proposed procurement framework complies with Rwanda's PPP law and all applicable procurement regulations.
- Project Agreements Matrix: List and describe all required agreements including:

(i) Power Purchase Agreement (PPA)
(ii) Implementation Agreement (IA)
(iii) Connection Agreement
(iv) Land Lease or Use Agreement
(v) Government Support Agreement (if needed)
(vi) Agreements involving IPPs, lenders, REG, Government ministries, and other relevant stakeholders.

4) **Bid Evaluation Framework**

- Evaluation Criteria and Scoring System: Provide a detailed, objective, and transparent evaluation procedure for technical and financial offers, including Pass/fail and scored criteria
- Weighting between technical and financial components.
- Socioeconomic Contributions: Recommend criteria to include socioeconomic benefits (e.g., local employment, gender inclusion), either as scored or pass/fail requirements.
- Fairness and Transparency: Define the methodology to ensure all bidders are evaluated consistently and equitably.

5) **Stakeholder Communication and Market Sounding**

- ❖ Bidders Engagement: Develop a communication strategy to ensure timely and transparent information sharing with bidders.
- ❖ Market Sounding: Design and facilitate engagements with prospective IPPs to test assumptions in the procurement strategy and obtain market feedback on proposed terms and conditions.

Output: Report on recommendation of the procurement process or strategy within 3months.

In summary the Consultant shall prepare and deliver a comprehensive Procurement Strategy Report, which shall include, at a minimum:

- ❖ The proposed procurement structure and timeline.
- ❖ Detailed bidding process and evaluation methodology.
- ❖ Draft Request for Qualification (RFQ) and Request for Proposal (RFP).
- ❖ Legal and contractual framework.
- ❖ Stakeholder engagement and market sounding plan.
- ❖ Risk mitigation and financial adaptability measures

Overall output of Task 1: A workshop shall be held in Rwanda to discuss the 6 activities of Task 1 before concluding the notes and agree on final risk allocation, government support mechanisms and final procurement processes. This workshop should be used as an opportunity to do capacity building training for 3 days on risk allocation and financial modeling.

1.2. TASK 2: BIDDING DOCUMENTATION

The following two outputs need to be conducted in parallel and are expected to be produced within 2 months from the finalization of Task 1.

The Consultant shall support the Client in preparing an appropriate procurement package that is complete in all respects by best industry practices, reflects the local context, and is legal, enforceable and binding based on the applicable legislation. This package must follow the agreed procurement framework and risk allocation as well. The bidding documents shall be designed as transparent and market friendly as possible, and the bidding process shall ensure comparable bids and inspire market confidence.

1.2.1. REQUEST FOR QUALIFICATION (RFQ) PACKAGE

The Consultant shall develop an RFQ package according to the tasks 1 previously conducted, international standards and Rwanda law and agreed selection criteria with the Client.

Output: RFQ package within 1 month from finalization of Task 1.

1.2.2. REQUEST FOR PROPOSAL (RFP) PACKAGE

The Consultant shall develop an RFP package according to the tasks 1 previously conducted, international standards and Rwanda law and agreed selection criteria with the Client. The RFP package will include but not limited to (i) criteria for selection, (ii) template Project Agreement, (iii) technical and E&S requirements/KPIs.

The Consultant is expected to prepare and finalize all Project Agreements which shall be used as a basis for the documentation in coordination with the Client. The documentation shall include, but not be limited to, the Power Purchase Agreement (PPA) and the Implementation Agreement (IA), Grid Connection Agreements (GCA) (all depending on what is legally required by local legislation). The Project 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 advise and support the Client in discussions with lenders, such as, but not limited to, MDBs (FMO, IFC, PROPARCO, AFDB), and local, regional or international commercial/institutional lenders, and insurance/guarantors (e.g., MIGA, , 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.
It is noted that the version produced at the end of Task 2 is not the final RFP package. Indeed, the final RFP package is expected to be produced after the RFQ is launched, particularly regarding the risk mitigation instruments and potential term sheet for guarantees and debt.
Output: RFP package with full Contractual Arrangements within 2 months from finalization of Task 1.

Overall output of Task 2: A workshop shall be held in Rwanda to discuss the 2 activities of Task 2 before concluding the RFQ and RFP packages. This workshop should be used as an opportunity to do capacity-building training for 2-3 days on legal aspects (PPA) and other contractual arrangements), and RFQ/RFP documents.

1.2.3. TASK 3: COMMUNICATION STRATEGY

The following output needs to be conducted parallel to tasks 1 and 2.
The Consultant shall develop a strategy with the Client on how to communicate with the private sector, and such from the first private sector consultations to the bidding process and negotiation. This will include the modalities and timeline for communication and an indication of responsible parties.
Output: communication strategy notes within 5months from the contract signature.

2. PHASE 2: AUCTION IMPLEMENTATION

2.1. TASK 1: LAUNCH OF THE BIDDING PROCESS

Using the *Communication Strategy* defined together with the Client during Phase 1, the Consultant shall support the Client in officially launching the solar PV with BESS auction. The Consultant shall also support the Client in launching the IPP pre-qualification by helping to (i) publish the pre-qualification package in Rwanda and internationally and (ii) arrange wide publicity in the media. In particular, the Consultant shall support the Client in organizing stakeholder consultations (Q&A) to clarify their key questions and comments and provide support in question management.
The RFQ stage should last 4 weeks.
Output: RFQ stage launched and well communicated; Q&A organized with interested stakeholders.

2.2. TASK 2: PRE-QUALIFICATION OF IPPS

The Consultant shall support the Client in managing the reception of all pre-qualification offers received before the deadline stated in the pre-qualification package. The Consultant and Client shall evaluate the offers received based on the specific technical and financial sponsor capacity criteria set. The Consultant shall support the Client in announcing the pre-qualified IPPs/projects and coordinating complaint management.
The pre-qualified IPP should be selected and notified of their selection or rejection 2 weeks after their proposal is received.
Output: selection of IPPs for RFP.

2.3. TASK 3: REQUEST FOR PROPOSAL

The Consultant shall finalize the RFP package with the Client. The Consultant shall support the Client in launching the RFP stage by (i) sharing the RFP Package and access to the data room with the pre-qualified IPPs and (ii) organizing a restricted private sector consultation with the pre-qualified IPPs, where the Consultant would support the Client to answer the questions that bidders may have. The Consultant shall support the management of questions from bidders and facilitate site visits for pre-qualified IPPs.

The RFP process, Q&A, and visits shall last for 8 weeks after the launch of the RFP.

Output: Finalized RFP package, launch RFP, data room provided, Q&A, site visits.

2.4. TASK 4: BIDDING OFFERS EVALUATION

2.4.1. Sub-Task: Legal, Technical, Financial Capacity, and Commercial Evaluation (together with the Technical Evaluation)

a. The Consultant shall assist and advise the Client in the evaluation of the bids about (i) the legal, technical, socio-economic, and commercial conditions contained in the procurement document, having due regard to any material deviation from the bid documentation; (ii) configuration and specifications included in the bids (including but not limited to availability, significant and annual maintenance schedules, etc.) to determine compliance with bid specifications; (iii) verification of the project implementation schedule furnished by the bidders; (iv) establishing the underlying financial, socio-economic and commercial assumptions used by different bidders and the conformity with the RFP; (v) reporting on the financial strength and the credibility of both equity investors and the identified lenders or debt underwriters concerning commitments and proposal given by each party.
b. Assist the Client in obtaining clarification from the bidders as required in evaluating the bids received.
c. Assist and advise the Client on (i) the legal and commercial implications of the bids received; (ii) about all other technical, social, and environmental matters incidental to the procurement documents; (iii) the financial risks, if any, to be borne by the Government of Rwanda about the project proposals of the bidders; and (iv) all commercial and financial matters incidental to the RFP.
d. Finalize the legal, technical, financial capacity, and commercial evaluation report and discuss findings with the Client and other representatives or consultants indicated by the Client as necessary; and
e. Assist and advise the Client in selecting the preferred bidder on the evaluation basis contained in the RFP.

2.4.2. Sub-Task: Financial Evaluation

a. Using the financial model developed under Phase 1, the Consultant shall independently evaluate the proposed tariff levels of each bidder that passed the Technical Evaluation based on the specified evaluation criteria (including levelized tariffs and actual annual tariffs).
b. Assist the Client in finalizing the financial bid (tariff) evaluation report and discuss findings with the Client and other representatives of the Government of Rwanda as necessary. The report should include clear recommendations on the preferred bidder and second- and third-place bidders.

The selection of the bidders shall be concluded 2 weeks after the proposals have been received from the bidders.

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

2.5. TASK 5: SELECTION OF AUCTION WINNER(S) TO FINANCIAL CLOSE

This task shall be time based and not output based.

The Consultant shall assist the Client in announcing the results of the Technical and Financial Evaluations using the recommended approaches of the Communication Strategy.

The Consultant shall assist the Client in the negotiations with the bidder(s) that has/have submitted the most advantageous bid(s). Activities shall include, but not be limited to, the following:

a. Assist the Client in preparation of negotiation strategies, understanding that negotiations shall be kept to the minimum as the template Project Arrangements shall be agreeable to any auction winner.
b. If the outcome is unsatisfactory or an agreement is not reached, the Consultant would assist in negotiating with the following most advantageous bid/proposal, and so on down the list until a satisfactory outcome is achieved.
c. Assist and advise the Client in the preparation of the final set of Project Agreements and make recommendations for its execution.
d. Review the preferred bidder's compliance with conditions precedent to the Project Agreements, other contracts, and the finance documents, including, as applicable, the validity of licenses and permits obtained by the preferred bidder, formation of corporate vehicles in the form required, and financial close of the Project financing.
e. Prepare reports on agreements, negotiations/position papers on any controversial issues.
f. Provide recommendations and a final version of the Project Agreements for execution.
g. Review and issue legal opinions as applicable.

If applicable, the Consultant shall support the transfer of the SPV to the auction winner before the Project Agreement signature.

The Consultant will remain available until Financial Close is achieved.

III. DELIVERABLES AND TIMELINE

All outputs are expected to be shared to the Technical Committee Member with the objective of capacity building.

The Consultant will comply with the following reporting requirements and provide the following deliverables:

Task	**Output**	**Timeline**
PHASE 1: DEVELOPMENT OF SOLAR PV and BESS TENDER		Contract signing
Task1: Auction Procurement Framework Development	Legal due diligence report	+ 1 month
	Note compiling risk matrix, market sounding, mitigation instruments	+ 2 months
	Technical specifications report including E&S review	+ 2 months
	Financial analysis and models	+ 3 months
	Procurement process recommendation report	+ 3 months
	Task 1 Workshop/Capacity Building	+ 3 months
Task2: Bidding Documentation	RFQ package	+ 4 months (1 month from finalization of Task1)

	RFP package with full contractual arrangements	+5months (2months from finalization of Task1)
	Task 2 Workshop/Capacity Building	+5months (2 months from finalization of Task 1)
Task3: Communication Strategy	Communication strategy notes	+ 5 months
PHASE 2: AUCTION IMPLEMENTATION		
Task1: Launch of the Bidding Process	RFQ launched and communicated; Q&A with stakeholders	+ 5 months (4 weeks of RFQ)
Task2: Pre-Qualification of IPPs	Selection of prequalified IPPs	+ 6 months (2 weeks after proposals received)
Task3: Request for Proposal	Finalized RFP, launch, data room, Q&A, site visits	+ 8.5 months (8 weeks of RFP)
Task4: Bidding Offers Evaluation	Selection of preferred, second, third bidders	+ 9months (2 weeks after proposals received)
NEGOTIATIONS and FINANCIAL CLOSING		
Task5: Selection of Auction Winner(s) to Financial Close	Negotiations with bidders	Time-based until Financial Close

IV. QUALIFICATION OF CONSULTANTS

4.1. GENERAL INFORMATION

Consultants 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 Consultant will include 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 partners with an international legal firm with large experience in RE tenders (having supported at least three renewable energy IPP transactions in emerging markets in the past 10 years), and it is highly recommended that the Consultant also partners with a local legal firm. (with demonstrated experience supporting public procurement and PPA negotiations in the energy sector).

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 different tasks and organizing different experts if needed. The Consultant should have solid experience working within Sub-Saharan Africa, especially in East Africa. A demonstration of the successful completion of at least one similar assignment in the region will be an added advantage. (It should be supported by project references or case studies**)**.

4.2. KEY EXPERTS

The Consultant's main experts shall include the following senior staff members:

4.2.1. Project Director

At least 15 years of experience organizing competitive bidding internationally, with key expertise in RE project development, and in particular leading solar park competitive bidding demonstrated by experience on at least one completed solar park project, supported by a recommendation or official confirmation from the firm holding the project's completion certificate, attesting to her/his role.

Academic qualifications:
A Master's degree/Master of Science in Energy, Power System, Engineering, Business Administration, or Public Administration with an infrastructure / PPP focus is desirable. .

4.2.2. Two Senior Solar Expert(s)

At least 15 years of experience developing solar projects (including technical design, permitting and E&S aspects) and bringing RE projects to a financial close (including knowledge and experience in working with ESIA, stakeholder engagement plans, and mitigation frameworks aligned with international standards such as IFC Performance Standards).
Academic qualifications:
A Master of Science/Master's degree in Engineering (Solar, Power, Energy Systems). Or Having a postgraduate diploma/Certificate in Environmental Management/E&S.
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4.2.3. Senior Power System Expert

At least 15 years of experience in power system simulations or power system studies including BESS and renewable energy projects.
Academic qualifications:
Master's degree of Science in Engineering (Power Systems, High-Voltage) with coursework in stability, protection, and VRE/BESS integration is desirable.

4.2.4. Senior Financial Advisor

At least 10 years of experience bringing RE projects to a financial close for non-recourse financing. A key experience in developing competitive bidding is required working in Sub-Saharan Africa, as well as strong experience dealing with IPPs and lenders. Specifically providing a completion certificate in reaching financial close in one of the countries in Sub-Saharan Africa.
Academic Qualification or certification:

A Master of Science in Finance/Economics, or CPA, ACCA certified ..

4.2.5. Senior Procurement Expert

At least 15 years of experience in developing competitive bidding for energy projects led by governments. Experience in solar competitive bidding is required.

Academic qualifications: At least a Master's) in Procurement, project management, Supply Chain, Law, Public Administration, Economics, business Law. Or CIPS (level 5) ; Professional Contract Manager (CPCM) certification or Certified Professional in Supply Management (CPSM)certified ,

4.2.6. Procurement Expert

At least 10 years of experience in developing competitive bidding for energy projects led by governments.
Academic qualifications: At least Master in Procurement, Supply Chain, Public Administration, Economics, business law. Or CIPS Certified (level 4) , CPCM or CPSM.

4.2.7. International Legal Expert

At least 15 years of experience supporting financial closure of energy projects and working on PPA and sovereign guarantees. Extensive experience in solar would also be key, while expertise in East Africa would be an added advantage.
Academic qualifications: At least a master in Laws. . Having experience in negotiation of large contracts like turkey and Private Public partnership (PPP) is also required.

4.2.8. Local Legal Expert

At least 15 years of experience supporting the financial closure of energy projects in Rwanda and/or in the region.
Academic qualifications: At least a Bachelor of Laws/Legum Baccalaureus (LLB). A Master of Laws/Legum Magister (LLM) or postgraduate diploma in Commercial/Energy/Administrative Law (Rwanda or regional) is preferred. It is also a must to provide certification from ILPD.
Having experience in negotiation of large contracts like turkey and Private Public partnership (PPP) is also required

The Consultant is also expected to spend extensive time in Rwanda, particularly for capacity building and key milestones of the tender launch (including RFP/RFQ launch, site visits, etc.). The Consultant will be responsible for its logistics. The internal coordination of the advisory consortium of Transaction Advisors is the sole responsibility of the Lead Consortium member.
(All team members must be fluent in English. Local experts must be fluent in Kinyarwanda and/or French as appropriate.
The Consultant must declare any potential conflict of interest and shall not participate directly or indirectly as a bidder or advisor to any bidder.
All deliverables, documents, and tools produced shall be the intellectual property of the Client.
NB: Consultants must provide references for case studies for similar complete assignments