

AFRICAN DEVELOPMENT BANK



REQUEST FOR PROPOSALS (CONSULTING SERVICES) SELECTION OF 1 (ONE) BILINGUAL LEGAL CONSULTANT TO SUPPORT THE SPECIAL OPERATIONS UNIT (SNOU)

1. The African Development Bank (the “Bank”) hereby invites individual consultants to submit their proposals in respect of the following consultancy assignment: **“Selection of 1 (one) Bilingual Legal Consultant (ENG-FR) to support the Special Operations Unit (SNOU)”**. **NB:** to participate in this request for proposals you need to be a national of one of the AfDB Member Countries (<https://www.afdb.org/en/about-us/corporate-information/members/>).
2. The **General Counsel and Legal Services Department (PGCL)** provides legal services to the statutory organs of the African Development Bank Group. In addition, the Legal Department provides legal advice on the administration, operations and financial activities of the Bank. The Legal Department also ensures that the Bank's activities and operations are consistent with the constitutive documents and other legal instruments of the Bank, its policies, the relevant norms and principles of international and commercial law, as well as the best practices of international development banking. The principal objectives of the **Private Sector Operations Division (PGCL.2) of the Legal Department** are to handle private sector and other non-sovereign transactions and support the work of the Bank regarding the private sector and the financial sector as well as special operations. These transactions comprise principally non-sovereign loans, guarantees, project finance transactions, syndicated loans (including A-B loans), trade finance, private equity and direct equity investments, amongst others. The Private Sector Operations Division provides legal and advisory services to several client departments and units across the Bank’s private sector ecosystem, which includes the Special Operations Unit.
3. The **Special Operations Unit (SNOU)** is responsible for managing problem investments in the Bank’s Non-Sovereign Loan and Equity portfolios and provides assets resolution and workout solutions by managing such investments, with emphasis on preserving value and managing reputational risks under adverse conditions while maximizing development impact. The transactions handled by the SNOU comprise principally non-sovereign loans and, in particular, project finance and syndicated loans, guarantees, trade finance and private equity transactions, amongst others. The SNOU requires specialist and time-effective legal support and advice in developing and implementing appropriate workout solutions for the Bank’s non-performing transactions.
4. **PGCL.2 is seeking one (1) bilingual legal consultant (working languages: English and French)** who will work under the direct supervision of the Division Manager and the SNOU Chief Legal Counsel in the Private Sector Operations Division (PGCL.2). The consultant will be primarily responsible for providing legal support to the Bank’s Special Operations Unit (‘SNOU’), particularly with respect (but not limited) to projects located in anglophone and francophone jurisdictions but may also assist the Division Team in achieving its Work Program. More specifically, the consultant will perform, among others, the following activities:

A. Key responsibilities:

- develop legal practical, innovative and creative restructuring and workout solutions for complex infrastructure projects (including energy projects, toll roads, airports and ports, amongst others);
- advising on distressed investments and non-performing loans, while ensuring compliance with applicable rules, regulations and Bank policies;
- advising as appropriate, on documentation in connection with any creditors’ rights issues, on any bankruptcy, insolvency and on any potential dispute resolution alternatives that may be required as part of any debt recovery and insolvency proceedings;

- advising on appropriate means for asset resolution including, but not limited to, any asset sales.

B. Other responsibilities:

- conducting legal due diligence on proposed transactions including the review of, among others, project documents and agreements (e.g. development or construction contracts, supply agreements, concession agreements, joint-venture agreements etc.), constitutive documents of proposed borrowers/investee companies and funds (e.g. corporate documents, shareholders' agreements, management agreements etc.) as well as legal and regulatory requirements;
- drafting and/or reviewing, negotiating and finalising all legal documentation relevant to Bank's lending and other investments, including (without limitation) term sheets, loan agreements, lines of credit agreements, common terms agreements, guarantee agreements, participation agreements etc., depending on the nature of the project and the type of investment from time to time concerned;
- advising on transaction structure and documentation for private equity investments by the Bank to ensure compliance with Bank's policies and practice as well as applicable laws including drafting and/or reviewing shareholders' agreements, partnership agreements, management agreements, co-investment agreements, subscription agreements etc.;
- advising on transaction structure and deal documentation for project finance, trade finance, corporate finance etc.;
- liaising and collaborating with staff in private sector operations, finance, environmental and social complexes and regional centres to develop the appropriate terms and conditions of transactions, ensuring compliance with applicable rules, regulations and Bank's policies;
- participating in project appraisal missions and reviewing project concept notes, project appraisal reports and advising as appropriate;
- drafting board resolutions and assisting in preparing projects for presentation to the Board of Directors;
- providing legal support for the implementation and monitoring of projects post-financial close including advising on waiver requests, consents and approvals and project workouts amongst others;
- liaising with co-lenders/investors, partners and external counsel as appropriate;
- undertaking any other missions in the performance of the foregoing tasks;
- provide legal input in connection with the formulation of policy and guidelines in private sector operations; and
- performing such other assignments and duties in furtherance of the Department's mandate as may be assigned by the General Counsel, the PGCL.2 Manager and/or the PGCL.2 Legal Officer(s) designated by the latter.

5. The Bank hereby invites individual consultants interested in applying for the consultancy to submit their proposals pursuant to paragraph 12 below. Proposals must mention/ refer to **“Selection of 1 (one) Bilingual Legal Consultant (ENG-FR) to support the Special Operations Unit (SNOU)”**, and include the following documentation:

- (i) a short statement commenting on the consulting assignment, stating the consultant's relevant experience and capacity to perform the services set out therein and confirming her/his availability for a 6-month period starting as from August 2023 (indicatively); and
- (ii) a detailed Curriculum Vitae (CV).

6. The consultants should meet the following qualifications and requirements:

- at least a Master's degree in Law (or its equivalent), or a first university degree plus a relevant combination of academic qualification in Law (e.g. Juris Doctor (JD)) and admission to the Bar of (or diploma to practice law in) one of the African Development Bank's Member Countries, preferably to the Bar of a francophone civil law country. Furthermore, a specialization in, or working knowledge of, OHADA law would be an asset;
- at least 5 years of relevant professional experience with an established law firm, or the legal department of a private or public entity or an international financial institution, with proven technical competence and experience in: (i) international banking and/or corporate transactions (i.e. project finance transactions, cross-border M&As, investment funds, trade finance etc.), and (ii)

restructuring and workouts, cross-border insolvency and bankruptcy, distressed debt and asset resolution, with a focus on infrastructure projects;

- excellent negotiation skills and demonstrated ability to work under pressure and deliver within tight deadlines;
- possess a versatile multi-disciplinary skills-set, an ability to work in a multi-cultural environment and effective communication, team building, inter-personal, writing and analytical skills;
- ability to communicate, write and work in both English and French languages is mandatorily required;
- preferably, experience with, or to act on behalf of, multilateral development banks (MDBs) and/or international financial institutions (IFIs) in the domain of private sector operations;
- preferably, knowledge of the Region (experience in African countries);
- IT competence in the use of standard software such as MS Word, Power Point, Excel and Internet

7. This Request for Proposals does not constitute in any way an offer or an undertaking by the Bank to retain any consultant who submits a proposal. It is expected that interested consultants shall already be registered or register in the Bank's database for consultants. The link to the relevant registration is <https://www.afdb.org/fr/projects-and-operations/procurement/consultancy-services-e-consultant/>.
8. The estimated duration of services is six (6) months, indicatively beginning in August 2023; at the discretion of the Bank and based on PGCL.2 needs, the consultancy assignment may be extended for up to six (6) months subject to, among others, internal approval(s), budget availability and satisfactory evaluation of the consultant's performance.
9. The consultancy will take place in Abidjan (Côte d'Ivoire) and will require regular full-time presence in the Bank's offices; missions may also be required. The consultant shall take steps to obtain the visas or certificates of residence required to perform his/her duties and fulfill his/her obligations under the consultancy agreement; the Bank will assist the consultant in these tasks whenever necessary.
10. The consultant will receive a monthly lump sum commensurate with his/her experience; no additional benefits will be paid. The consultant is responsible for her/his own health insurance as well as medical costs and accommodation costs during the consultancy. The Bank will cover full costs of any required missions in accordance with its rules governing consultant mission travel.
11. The proposals submitted shall be evaluated on the basis of the following criteria:
 - (i) general qualifications and suitability of such qualifications for the assignment described above (25%)
 - (ii) relevant experience in the specific assignment (35%)
 - (iii) ability to work in both English and French languages (20%)
 - (iv) experience with MDBs and/or IFIs in the domain of private sector operations (10%)
 - (v) knowledge and experience of the region (Africa) (5%)
 - (vi) familiarity with basic office computer software (5%)

Only proposals scoring seventy (70) points or above shall be considered for this assignment.

12. Proposals must be sent via e-mail and received by the Bank **by no later than 26 May 2023, 17:00 hours, Abidjan time**, to the attention of Mr. Alessandro ANASTASI, Division Manager, PGCL.2 (a.anastasi@afdb.org), Mr. Gorgon FELIHO, Principal Legal Counsel, PGCL.2 (g.feliho@afdb.org), and Ms. Emmy RONO, Principal Legal Counsel, PGCL.2 (e.rono@afdb.org), copy to Mrs. Larissa KONAN-KIM (a.konan-kim@afdb.org), and mention **“Selection of 1 (one) Bilingual Legal Consultant (ENG-FR) to support the Special Operations Unit (SNOU)”**.