



Republic of Ghana

Ministry of Communications and Digitalisation

Ghana Digital Acceleration Project

(IDA 70960-GH)

Terms of Reference

For

**Engagement of a Consulting Firm for Technical and Transaction Advisory Services to
Design and Implement PPP Projects for Broadband in Rural Ghana**

May, 2024

1. Introduction

The Government of Ghana through the Ministry of Communications and Digitalization (MoCD) has obtained support from the International Development Association (IDA) towards financing the Ghana Digital Acceleration Project (GDAP). The Project seeks to expand access to broadband, enhance efficiency and experience of selected digital public services, and strengthen the digital innovation ecosystem in line with the Digital Transformation Blueprint-(2021-2030).

The Project is implemented through five (5) components namely:

- Component 1: Ensuring Inclusive and Safe Digital Transformation
- Component 2: Modernizing Digital Government Services
- Component 3: Support for Digital Transformation of Productive Strategic Sectors.
- Component 4: Project Management and Implementation Support
- Component 5: Contingent Emergency Response.

Specifically, the objectives of the project as it relates to **subcomponent 1.2**, are to assist GIFEC to increase the broadband connectivity in lagging areas through catalytic public funding and ensure value-for-money for the public funds to be invested. All infrastructure financed under the project will be developed in cooperation with GIFEC to ensure crowding in of private capital and promote competition; energy-efficient civil project standards; climate resilient design and solutions that anticipate, prepare for, and adapt to changing climate conditions; and sustainability beyond the project closing date.

GIFEC is established by the Electronic Communications Act, 2008 (ACT 775) to undertake the following:

- a. Provide financial resources for the establishment of universal service and access for all communities, and
- b. Facilitate the provision of basic telephony, internet service, multimedia service, broadband and broadcasting services to these communities.

Component 1 is designed to support the government's continued efforts to develop the key building blocks for inclusive and safe digital transformation. It has three (3) subcomponents, and they are as follows:

Subcomponent 1.1-Support important regulatory actions and investments

Subcomponent 1.2- Increase broadband connectivity in lagging communities through public funding.

Subcomponent 1.3-Strengthen cybersecurity and data governance, protection, and privacy

The GIFEC has received financial support from the Ghana Digital Acceleration Project (GDAP) to engage the services of a consulting firm as a Transaction Advisor to support GIFEC in leveraging Private Sector Financing to expand Broadband Network Coverage.

2.0 Objectives of the Assignment

The purpose of this assignment is to engage a Transaction Advisor (TA) to assist the implementing agency, the Ghana Investment Fund for Electronic Communications (GIFEC), to determine areas without connectivity, priority projects to close gaps and how to leverage on private sector funding for digital expansion in lagging areas.

3.0 Scope of the assignment

The services to be provided shall include but not limited to the following:

- (i) **Determine areas for intervention in lagging areas:** where there is a “Coverage Gap” (areas where the private sector is unlikely to invest without some form of public interventions) and a “Market Efficiency Gap” (areas where the private sector has potential investment appetite). The assignment will include an assessment of detailed capacity requirements and technical specifications to support network planning in regions with limited coverage and capacity.
- (ii) Conduct a feasibility study, to examine and determine the viable Public-Private Partnership (PPP) options and models for network expansion and capacity upgrades. The study will recommend private sector financing options and
- (iii) support a tendering process to select telecommunication operators for identified locations, including the preparation of tender documentation, for the recommended PPP option in the “Market Efficiency Gap and Coverage Gap.”
- (iv) Insert additional objective (knowledge transfer)

The scope of the assignment is divided into three (3) parts. The Transaction Advisor needs to submit a technical and financial proposal to address services prescribed in these terms of reference.

3.1 Detailed scope of services

3.1.1 PART 1: CONNECTIVITY NEEDS ASSESSMENT (ACCESS GAP STUDY), NETWORK AND MARKET DIAGNOSTIC

The consulting firm is expected to take stock of the current connectivity landscape at the district/ community level as well as the local broadband market, to help Government identify capacity requirements for districts/sites to be connected, based on a detailed demand forecast. It is expected to help identify priority locations to be connected that will inform further analysis of appropriate technical and financial models to be employed, based on existing and planned network investments and providers able to offer related services in the local market. The assessment should consider both the demand and supply side.

The assessment should inter alia include the following elements:

- a. Conduct an in-depth analysis of communication services in the country and map out access gaps in voice, data, broadcasting, and multimedia services at community level across all districts in Ghana.
- b. Population data estimation for lagging areas
- c. Use both geographic and sector-based approach, disaggregating sites by demand, sector, type of institution/site and geographic location, as appropriate.
- d. National Demand Survey for broadband connectivity and traffic forecast that considers the current and future user base in the different sectors such as governance, education, health, and by institutions/sites to be connected, considering GoG sectoral plans, and e-government initiatives that will affect bandwidth and network requirements (based on a 5–10-year horizon). This forecast should also factor in wider demand in the vicinity of connected locations, which would affect the financial viability for service providers. Using the forecast, the consultancy should also determine where to strategically position public access points.
- e. Determine the cost of bridging identified gaps.
- f. Design an economic/ financial model for estimating capital and operating expenditure, expected revenue and subsidy requirement for projects.
- g. Field and Site visits to confirm identified lagging areas by GIFEC.
- h. Generate a Final ICT Access Gaps Report based on a GIS platform hosted on a portal which can be updated periodically.
- i. Train GIFEC staff on GIS Access Gap Platform for Project planning.
- j. A review of viable technology options and infrastructure available to connect sites and meet demand identified, including identification of additional investment that would be required to meet the envisaged targets to connect all sector offices to fiber optic, modernize local area networks in government institutions, and to establish a standard and resilient managed network for government.
- k. A review of the existing and planned government connectivity initiatives.

Deliverables:

The expected Audit Report and Deliverables and payment terms

The following deliverables are expected from the consulting firm with accompanying payment terms.

	Deliverables	Timelines
1	Inception Report	1Month after the commencement of the assignment

2	Progress Report	5 Months after the commencement of the assignment. <ul style="list-style-type: none"> ❖ Feasibility study ❖ Demand forecast ❖ Coverage/Access Gap Report
3	Draft Report	9 Months after the commencement of the assignment <ul style="list-style-type: none"> ❖ Coverage/Access Gap Report ❖ Detailed capacity requirements and technical specifications to support network planning in regions with limited coverage and capacity. ❖ A digital map of connectivity infrastructure in lagging areas. ❖ Comprehensive Feasibility Report ❖ 5-Year Implementation Strategy document ❖ Project Appraisal Report ❖ Contract Templates
4	Validation Meetings on the Draft Report	11 Months after the commencement of the assignment
5	Final Report	12 Months after the commencement of the assignment

3.1.2 PART 2: DESIGN OF PRIORITY PROJECTS AND FEASIBILITY STUDIES ON PPP MODELS/OPTIONS FOR NETWORK EXPANSION AND CAPACITY UPGRADES

The TA is expected to design priority projects and strategies to close the identified gaps. This should include the preparation of a comprehensive Feasibility Study and Public-Private Partnership (PPP) options for network expansion and capacity upgrades using a Public Sector Comparator (PSC) and PPP reference models. This must enable GIFEC to determine:

- full project cycle costs;
- affordability limits;
- risks and their costs;
- optimal value-for-money methods of delivery.

The assessment should inter alia include the following elements:

- i. Map out viable bidding lots for network expansion projects/programs.
- ii. Prepare bidding lots for network expansion projects/programs.
- iii. Undertake a project appraisal for each project.

- iv. Prepare investment, expense and revenue forecast and risk assessment for each project
- v. Undertake consultation with industry on network expansion project with a view to seek inputs and ensure participation in the project
- vi. In consultation with industry design contract templates for USF projects/programs
- vii. Develop a 5-year implementation strategy based on projected funding

Deliverables:

- ❖ Comprehensive Feasibility Report (for detailed guidelines, see appendix....)
- ❖ 5-Year Implementation Strategy document
- ❖ Project Appraisal Report
- ❖ Contract Templates

The TA is required to produce, in close liaison with GIFEC, a comprehensive feasibility and PPP options study for broadband network expansion in lagging areas and capacity upgrades. The study needs to clearly demonstrate affordability for the full project cycle and propose the optimal value-for-money solution for GIFEC to achieve its desired outcomes.

	Deliverables	Timelines
1	Inception Report	1 Month after the completion of “PART 1: CONNECTIVITY NEEDS ASSESSMENT (ACCESS GAP STUDY), NETWORK AND MARKET DIAGNOSTIC”
2	Progress Report	4 Month after the completion of “PART 1: CONNECTIVITY NEEDS ASSESSMENT (ACCESS GAP STUDY), NETWORK AND MARKET DIAGNOSTIC” <ul style="list-style-type: none"> ❖ Feasibility Report ❖ 5-Year Implementation Strategy document ❖ Project Appraisal Report ❖ Contract Templates
3	Draft Report	6 Month after the completion of “PART 1: CONNECTIVITY NEEDS ASSESSMENT (ACCESS GAP STUDY), NETWORK AND MARKET DIAGNOSTIC”. <ul style="list-style-type: none"> ❖ Feasibility Report ❖ 5-Year Implementation Strategy document ❖ Project Appraisal Report ❖ Contract Templates
4	Validation Meetings on the Draft Report	6 Month after the completion of “PART 1: CONNECTIVITY NEEDS ASSESSMENT (ACCESS

		GAP STUDY), NETWORK AND MARKET DIAGNOSTIC”
5	Final Report	7 Month after the completion of “PART 1: CONNECTIVITY NEEDS ASSESSMENT (ACCESS GAP STUDY), NETWORK AND MARKET DIAGNOSTIC”

3.1.3 PART 3: SUPPORT FOR TENDERING PROCESS TO - SELECT TELECOMMUNICATIONS OPERATORS

Following the feasibility study and the Public-Private Partnership (PPP) options chosen for broadband network expansion and capacity upgrades, the TA will provide the necessary technical, legal and financial advisory support for the procurement of a private partner. This must follow all elements of the Procurement and the Public Financial Management Acts. The tendering process will comprise of the following three phases:

1. PPP Preparation Phase
2. Competitive Selection Phase
3. Award and Negotiation Phase

Deliverables:

1. PHASE 1- PPP Preparation Phase

The TA shall prepare a complete set of procurement documents in line with public sector procurement laws, policies, and guidelines, and in accordance with the internal procurement systems of GIFEC. The documentation must be consistent with the results of the feasibility study which should enable GIFEC to obtain relevant approvals.

The TA shall also give GIFEC all the necessary drafting, bidder communication and administrative support necessary for the entire procurement process which should be conducted in accordance with the law and policies, and to the highest standards of efficiency, quality, and integrity.

(a) Detailed procurement plan

The TA shall design a complete procurement plan and process, based on applicable procurement requirements, including

- Advice on mechanisms to maximize competition while avoiding unrealistic bids and project vulnerability from overly aggressive bidding.
- Advice on mechanisms to mitigate the risks of monopolization in cases when the same bidder wins most project bids. In such cases, a cap or a maximum number of bids that could be won by the same player (including in consortiums) may be applied.
- Reviewing information to be provided by the Government to bidders to manage liabilities.
- Technical review including:

- review of general functional/technical solutions,
- assessment of the estimated capital and operating costs
- review the proposals and compare them with current best practice, highlighting areas where the proposed solutions will increase risk (and therefore price) and making suggestions for changes in current proposals.
- Capacity of the site, and appropriateness for the technology and performance required of the Project,
- weather conditions, status of land availability, status of permissions and permits, traffic
- Management and construction management constraints etc.
- service levels and operating costs
- preparation of all alignment drawings and specifications (to the extent not provided in the feasibility study)
- review of project data
- review of capital cost estimates from feasibility study, benchmarking against out-turn costs /published cost estimate data on other projects.
- review of operability of scheme in relation to technical specification, infrastructure, off-take demand and required levels of output, availability, and safety.
- commentary on integration with – and linkages to network
- environmental impact assessments and proposed mitigation measures.
- Designing pre-qualification and bidding procedures
- Designing key aspects of the tender procedure, for example deciding whether and to what extent to accept variant and non-conforming bids, how many bidders must bid before the process is valid, what rules to set in relation to the assessment of bids (scoring regimes, timing of bids and rejecting of excessively low bids) and how to maximize competition without sacrificing quality of bids.
- Outlining tender documentation
- Outlining the PPP contract (including all annexes) that implements the chosen PPP approach:
 - applying the risk matrix developed during the feasibility study, but updated to address all project issues and market context,
 - developing and implementing a detailed financial model and developing the contract to fit the requirements of the model,
 - explaining to the Government whether and to what extent certain provisions could be amended without disturbing the key risk allocation goals of the Government,
 - The Government may need to obtain debt or provide a loan to the project company or to provide some other financial instrument (e.g. guarantee or subsidy) to make the PPP project financially viable or more cost effective. The transaction adviser will provide advice on structuring of such instruments, their drafting, negotiation, and implementation (e.g. setting up trusts and escrow accounts, arrangements with security sharing and management and other aspects of financial management and ensuring compliance with financial covenants).

- All advice compliant with applicable law and considering any constraints or opportunities associated with applicable law.
- A 2-day workshop with Government, broadband network operators and service provider, and GIFEC officials to discuss policy decisions and risk transfer issues, followed by a furthermore extensive workshop to agree final project design.

(b) Bid evaluation criteria and bid process design.

The transaction advisor must:

- set up a bid evaluation system and criteria.
- design a suitable bid process that will ensure comparable bids.
- devise effective systems for communicating with bidders; and
- inspire market confidence.

If appropriate, a system that allows for variant bids may be designed.

(c) Request for proposals (RFP)/Bid Document

The transaction advisor must prepare an RFP or bid document in accordance with best industry practice and applicable laws and regulations, consistent with the results of the feasibility study.

The RFP must concisely set out:

- the output specifications of GIFEC
- requirements for compliant bids
- a risk profile as established in the feasibility study
- the payment mechanism
- the bidding processes
- evaluation criteria
- bidder communication systems.

(d) A draft PPP agreement

The TA must prepare a draft PPP agreement, in close liaison with GIFEC management, implementing the risk allocation regime and using best practice to maximize competition and keep pricing low, while protecting GIFEC's interests with a view to project implementation and manageability over the term of the project. The agreement will include all necessary annexes and subsidiary documentation, e.g., performance specification, project scope, client's requirements, technical specification, Project performance monitoring regime, code of construction practice, requirements for network integration, etc.

PHASE 2 – Competitive Selection Phase

The TA shall carry out all work required for the successful execution of the competitive selection phase by the MoCD, MoF, and GIFEC, including pre-qualification of interested parties, the establishment of a data room, preparation of request for proposal and external communications management of competitive selection.

The transaction advisor is to provide all necessary administrative support to GIFEC for the efficient and professional management of the bidding process. This includes managing a data room and other dissemination of project data to bidders, facilitating structured engagement between the MINISTRY and bidders, helping the GIFEC communicate effectively with bidders, including responding to bidder queries, managing bidder conferences, and responding to communications with bidders to manage Government liabilities, and receiving bids.

(a) Pre-qualification

The TA must design and administer a pre-qualification (request for qualification (RFQ)) process with the intention of:

- ensuring that the GIFEC's exact interest is communicated clearly to the market
- determining the extent and nature of interest in the private sector
- pre-qualifying a competitive number of competent consortia in an equitable and transparent way.

The desired result is that every pre-qualified bidder can provide the facilities and services required by the GIFEC. The transaction advisor must:

- prepare all the necessary RFQ documentation, including advertising material.
- set up and administer the process by which GIFEC can pre-qualify the parties, including responding to questions and interfacing with bidders; and
- help GIFEC evaluate and pre-qualify bidders.

As part of this process, the TA shall develop a tightly focused promotional campaign for the Project, including short press briefings, advertisement inserts to be published in international trade publications and business newspapers, followed up by the targeted marketing of the selected generation and distribution companies through organizing Road Shows and Seminars for potential investors as well as initiating direct communications with them.

(b) Evaluation of bids

The TA shall assist the authorized staff of GIFEC to evaluate bids.

A best and final offer (BAFO) process may be required. When costing this phase of work the TA must allow for the possibility of administering BAFO processes. If there is no BAFO process, the transaction advisor's remuneration will be adjusted accordingly.

(c) The value-for-money report and approval

Value for money must be demonstrated by comparing the net present value (NPV) of the bids received with the NPV of the PSC for expanding broadband coverage to lagging areas, with a suitable adjustment for risk assumed.

The results of the bidding and evaluation of bids must be presented in a single value-for-money report (with relevant annexes) that demonstrates clearly how value for money will be achieved

with the preferred bidder. The report must clearly indicate the preferred and second-ranked bidders and provide motivations.

The value-for-money report must be in a suitable format and of a suitable standard for GIFEC to get necessary approvals.

PHASE 3 – Award and Negotiation Phase

(a) Negotiations

The TA shall assist GIFEC in final negotiations with the preferred bidder. This will involve

- preparing suitable negotiations teams,
- categorizing issues appropriately, developing timelines for completion,
- planning negotiation tactics,
- reviewing proposed sub-contracts, with the construction contractor and operator, to the extent forms of these contracts have not been included in the PPP contract or the tender documents,
- advising on proposed changes to the agreed form sub-contracts,
- review of preferred bidder satisfaction of the condition precedent to the PPP contract, often including the validity of licenses and permissions obtained by the preferred bidder, formation of corporate vehicles in the form required, financial close of the project financing, and implementation of the commercial requirements for performance of the project,
- relationship with second and third place bidders, including managing bid bonds and on-going discussions to prepare for the eventual withdrawal of the preferred bidder,
- processes for reaching agreement,
- the above will normally involve a second set of negotiations with the lenders arguing similar points as those raised by the preferred bidder during the tender process and new issues often focused on financial covenants and protections. This may involve extended discussions of Government financial participation to protect the lenders from specific risks. The legal service providers should be involved in these discussions,
- review and negotiation of the financial documentation which will often have a direct effect on the rights and obligations of the Government,
- legal opinion that transaction is binding on its terms,
- legal opinion on security and financial management structure, and
- legal opinion on revenue structure and current regulatory mechanism.

The TA must ensure that all agreements reached are incorporated into all the financial, commercial, and legal documentation, and must assist with drafting the necessary and related correspondence.

The final terms of the agreement, each as negotiated with the preferred bidder, must be submitted by GIFEC, along with the PPP agreement management plan for the Project, for approval. The transaction advisor is responsible for compiling the necessary submissions for GIFEC to obtain this approval, including a comprehensive legal due diligence of the accounting officer/authority

has been completed. This will relate to legal compliance, competence, and capacity to enter into the PPP agreement.

(b) PPP Agreement Signature, Close-out Report and Case Study, and Financial Disclosure

The TA shall help GIFEC with all functions related to signing the final agreement through to financial closure. The TA shall also compile a comprehensive close-out report and case study and must incorporate any additional factors that may be required by GIFEC. The close-out report will be a confidential document of GIFEC. The case study will become a public document, made available on various government websites.

The TA shall, in close liaison with GIFEC, draft a comprehensive PPP management plan for GIFEC, in accordance with the provisions of the PPP agreement, to help GIFEC in the management of the Project and its risks, rights and obligations after financial close. The management plan will be delivered no later than 20 days before financial close. This will be followed by a 5-day workshop with GIFEC project team to discuss project implementation and management of GIFEC rights and obligations over the term of the Project, followed by a further workshop as follow-up.

Financial closure signifies that all the procurement deliverables have been successfully completed, and that the TA work is finished, if applicable.

Deliverable Timelines

	Deliverables	Timelines
1	Inception Report	1 Month after the completion of “PART 2: DESIGN OF PRIORITY PROJECTS AND FEASIBILITY STUDIES ON PPP MODELS/OPTIONS FOR NETWORK EXPANSION AND CAPACITY UPGRADES”
2	Progress Report	3 Month after the completion of “PART 2: DESIGN OF PRIORITY PROJECTS AND FEASIBILITY STUDIES ON PPP MODELS/OPTIONS FOR NETWORK EXPANSION AND CAPACITY UPGRADES” <ul style="list-style-type: none"> ❖ PPP Preparation Phase ❖ Competitive Selection Phase ❖ Award and Negotiation Phase
3	Draft Report	5 Month after the completion of “PART 2: DESIGN OF PRIORITY PROJECTS AND FEASIBILITY STUDIES ON PPP MODELS/OPTIONS FOR NETWORK EXPANSION AND CAPACITY UPGRADES” <ul style="list-style-type: none"> ❖ PPP Preparation Phase ❖ Competitive Selection Phase

		❖ Award and Negotiation Phase
4	Validation Meetings on the Draft Report	6 Month after the completion of “PART 2: DESIGN OF PRIORITY PROJECTS AND FEASIBILITY STUDIES ON PPP MODELS/OPTIONS FOR NETWORK EXPANSION AND CAPACITY UPGRADES”
5	Final Report	6 Month after the completion of “PART 2: DESIGN OF PRIORITY PROJECTS AND FEASIBILITY STUDIES ON PPP MODELS/OPTIONS FOR NETWORK EXPANSION AND CAPACITY UPGRADES”

4.0: TRANSACTION ADVISOR SKILL AND EXPERIENCE

The skills and experience required in the transaction advisory team are as follows:

- The firm or consortium required for the assignment must have at least 10 years of proven experience in the ICT industry and in managing complex projects especially in the digital space.
- Successfully conducted at least three (3) similar assignments in Ghana or Africa.
- Extensive knowledge of Policy/ Legal/ Regulatory, Financial and Technical knowledge in the ICT industry
- Experience in developing and maintaining interactive web-enabled geo-referenced portals with a dynamic back-end Content Management System and User Management Interfaces
- Financial analysis, with relevant PPP and project finance experience through to financial closure
- Experience in conducting Market Efficiency Gap and Feasibility studies
- Experience in conducting cost-benefit analysis, and assessments to determine the feasibility and long term sustainability of projects
- Experience in PPP procurement
- experience in the drafting and negotiating of PPP agreements
- Experience in Technical and Financial due diligence and advice on PPP structuring and contracts
- Knowledge of international best practices in project development, PPP arrangements
- Market research experience to assess demand and potential private sector participation.
- Experience of the firm in public procurement tendering processes
- Relevant expertise in telecommunications networks design, deployment, and operation

Team Composition

The assignment will be executed by a multi-disciplinary team of key experts comprising of the following:

- a. Lead Advisor/ Team Leader
- b. Telecommunications/ Network Engineer
- c. Procurement Specialist/Contract Manager
- d. Finance Specialist
- e. PPP Expert
- f. GIS Expert
- g. Legal Expert

The TA will comprise a team, or a consortium of firms, managed by a lead advisor. The members of the team will have the skill and experience necessary to undertake a range of tasks set out in the ToR. Each person in the team must be personally available to do the work as required. In accordance with the terms of the Contract, the lead advisor will be held accountable for project deliverables and for the professional conduct and integrity of the team.

Staff Qualifications and Experience

a. Lead Advisor/Team Leader:

The Lead Advisor/Team Leader will provide overall guidance and leadership for the assignment, ensuring its successful completion. This role involves strategic planning, coordination, and supervision of the team's activities.

Expected Qualifications:

- master's degree in a relevant field, such as Business Administration, ICT Management, or Public Administration.
- Minimum of 10 years of experience in ICT project management, with a proven track record of managing
- Strong understanding of ICT policy, legal, regulatory, financial, and technical aspects.
- Excellent project management skills, including the ability to manage complex multi-disciplinary teams.
- Previous record in leading PPP projects in the IT space
- Exceptional communication and stakeholder engagement skills.
- Strong leadership and interpersonal skills, as well as the ability to effectively communicate and collaborate
- Proven experience in managing similar assignments.
- Experience in working with government agencies and international organizations.

- He/she must be proficient in spoken and written English language.

b. Telecommunications/Network Engineer:

The Telecommunications/Network Engineer will be responsible for assessing the technical aspects of connectivity gaps and network expansion. This role involves designing and optimizing telecommunications networks.

Expected Qualifications:

- Master's degree in Telecommunications Engineering, Network Engineering, or a related field.
- Minimum of 10 years of experience in telecommunications network design, deployment, and operation.
- Proficiency in assessing network capacity and technical specifications.
- Familiarity with a wide range of telecommunications technologies.
- Strong problem-solving skills related to network optimization.
- Experience in working with telecommunications operators and equipment vendors.
- Extensive knowledge of Policy/Legal/Regulatory, Financial and Technical Knowledge in the ICT industry
- Previous experience in working on similar projects.
- He/she must be proficient in spoken and written English language.

c. Procurement and Contract Management Specialist:

The Procurement and Contract Management Specialist will oversee the procurement and contracting processes related to the expansion of digital connectivity. This role involves ensuring compliance with procurement regulations and managing contracts effectively.

Expected Qualifications:

- Master's degree in Procurement, Supply Chain Management, or a related field.
- Minimum of 10 years of experience in procurement and contract management, preferably in ICT projects.
- In-depth knowledge of public procurement regulations and best practices.
- Experience in preparing tender documents and managing procurement processes.
- Strong negotiation and contract management skills.
- Demonstrate negotiation and contract management experience for PPP projects.
- Ability to work collaboratively with both public and private sector stakeholders.

- Ability to work on pre-qualification and tender procedures including legal related support to attain project goals.
- He/she must be proficient in spoken and written English language.

d. Financial Management Specialist:

The Finance Specialist will be responsible for financial analysis, budgeting, and financial modeling related to the expansion of digital connectivity. This role involves assessing the financial viability of projects and recommending funding options.

Expected Qualifications:

- Bachelor's or Master's degree in Finance, accounting, Economics, or a related field.
- Minimum of 10 years of experience in financial analysis and modeling.
- Expertise in project finance and financial closure, especially in PPP projects.
- Financial model review, capital raise, and transaction support experience for similar projects
- Ability to develop complex financial models for estimating capital and operating expenditures.
- Strong understanding of financial regulations and standards and reporting requirements applicable to PPP projects.
- Experience in assessing subsidy requirements for projects.
- Proficiency in working with financial institutions and investors.
- He/she must be proficient in spoken and written English language.

GIS Expert

- The GIS Expert should be a highly qualified professional with masters degree in the relevant field.
- Must have a minimum of 5 years of experience in the application of GIS in spatial planning.
- S/he will be responsible for analysing spatial data and generating various scenarios including map production.
- He/she must be proficient in spoken and written English language

PPP Expert

- Master's degree in Procurement, project management, or a related field.
- Minimum of 10 years of experience in PPP projects, preferably in ICT environment.
- Strong understanding of ICT policy, legal, regulatory, financial, and technical aspects.

- Excellent project management skills, including the ability to manage complex multi-disciplinary teams.
- Previous record in leading PPP projects in the IT space.
- Exceptional communication and stakeholder engagement skills.
- Strong leadership and interpersonal skills, as well as the ability to effectively communicate and collaborate.
- Proven experience in managing similar assignments.
- Experience in working with government agencies and international organizations.
- He/she must be proficient in spoken and written English language.

Legal Expert

- Holds a LL.B., or equivalent from a recognized institution.
- Member of the Ghana Bar Association or relevant legal certification in Ghana.
- Extensive experience advising on Public-Private Partnerships (PPPs) in the ICT sector.
- Proven track record in project finance, transaction structuring, and contract negotiations for large-scale infrastructure projects.
- In-depth knowledge of local, regional, and international ICT regulations, including data protection and cybersecurity laws.
- Expertise in drafting and negotiating complex contracts, including concession agreements and service level agreements.
- Ability to identify, assess, and mitigate legal and regulatory risks.
- Experience working with government agencies, private sector stakeholders, and international organizations.
- Proficiency in managing disputes through arbitration, mediation, or litigation.
- Comprehensive understanding of the Ghanaian legal and regulatory environment, especially for ICT and digital projects.
- He/she must be proficient in spoken and written English language.

Deliverables and payment schedule

The assignment is expected to begin on contract signature and continue for approximately 24 months. It is anticipated that the firm will need to devote estimated staff months of 24 Months. To this effort. The approximate schedule of deliverables under this assignment will be as shown below.

Indicative Timing	Deliverable	Payment Schedule
Kick-off meeting	Initial meeting with MoCD, MoF, GIFEC and WBG teams with supporting presentation.	--
Submit inception report	Preparation by Transaction Advisor of an inception report, setting out detailed activities, work plan, deadlines, key milestones and critical paths, personnel assigned to each and expected results of each activity. Inception report would be reviewed by MoCD, MoF and GIFEC.	10%
Progress Report	Refer to deliverable table	30%
Draft Report	Draft reports for: <ul style="list-style-type: none"> • Connectivity Needs Assessment, Network and Market Diagnostic Second workshop with MoCD, MoF and GIFEC with supporting presentation	20%
	Draft reports for: <ul style="list-style-type: none"> • PPP Feasibility and Option Study for the Network Expansion and Capacity Upgrades Third workshop with MoCD, MoF and GIFEC with supporting presentation	20%
	Draft reports for: <ul style="list-style-type: none"> • PPP Preparation Phase (a) Detailed procurement plan (b) Bid evaluation criteria and bid process design (c) Request for proposals (RFP) (d) A draft PPP agreement	

Indicative Timing	Deliverable	Payment Schedule
	Draft reports for: <ul style="list-style-type: none"> • Competitive Selection Phase Public consultation with MoCD, MoF and GIFEC and stakeholders for the Competitive Selection Process and data room Response to comments for public consultation Data room processes and access procedures Report on the Competitive Selection Process	
Final Report	Final report should include Legal report to MoCD, MoF and GIFEC stating compliance with the RFP and the legal/regulatory framework	20%

b. Reporting and Coordination

The consulting firm will report directly to the Administrator and indirectly to the GDAP Coordinator and collaborate closely with relevant stakeholders throughout the project.

c. Confidentiality

All data and information collected during the audit must be treated confidentially and used exclusively for the consultancy's purpose.

d. Intellectual Property

Intellectual property rights for all reports and materials developed during this consultancy will belong to the MoCD.

DATA, FACILITIES AND PERSONNEL TO BE PROVIDED BY THE CLIENT

GIFEC and GDAP will make available on request all data necessary to assist the Consultant in carrying out the assignment. GIFEC will provide office space and relevant office facilities during the period of the assignment. Furthermore, GIFEC shall be responsible for forming an adequate counterpart team alongside the steering committee and a user's group in a properly structured set of Governance structures.

