

Item	Deliverables	Timeframe (Days)
1.	Inception Report, including: <ul style="list-style-type: none"> - Action plan; - Gap analysis for laws and regulations; - Report on existing financial cashflows in the sector and budgeting processes. 	30
2.	Draft detailed Termsheets for Operations Manual and Agreements, including, but not limited to: <ul style="list-style-type: none"> - The parties involved - Each parties' obligations in implementing the proposed mechanism - The governance structure for decision-making - The process for revising the mechanism, if necessary - Verification process for collection and deposit of cashflow - Priorities for use of cashflow - Subsidy funding obligations 	45
3.	Draft of the Operations Manual	10
4.	Draft Agreements to operationalize the Cash Waterfall Mechanism	30
5.	Workshop and training	5

Team Composition & Qualifications Requirements

8. The team proposed by the Consultant should be adequate to support the Working Groups and the Design and Steering Committee to achieve the objective. The successful Consultant, which may be a consortium, will ideally have the following relevant qualifications and experience:
- Experience in designing and implementing cash waterfall and liquidity support arrangements, preferably experience with "sector-wide" arrangements.
 - Licensed to advise on Lebanese law and practice experience on legislative and regulatory matters within the Lebanese legal framework for the electricity and banking sectors;
 - Experience in drafting and negotiating laws, regulations and other secondary legislation and amendments thereto in Lebanon;
 - Experience in public sector contracting in Lebanon;
 - Experience dealing with governments, regulators and the private sector in Lebanon;
 - Knowledge and experience in drafting and negotiating power sales agreements, power purchase agreements, common terms and other loan agreements, accounts agreements, LC facility agreements, escrow agreements, security documents, government support agreements and other project finance documents.
 - Experience of regulatory, market, commercial and financial issues in the sector.



- Experience of revising and commenting on sector cashflows and budgeting arrangements.
- Understanding of end-to-end cashflows in the sector.
- Experience of billing and settlement systems and arrangements for government support of the sector.
- Understanding of tariff methodologies for cost reflective and subsidised tariffs.
- Experience of cash waterfall mechanisms and prioritisation of payments.
- Experience of design and implementing workshops and training for stakeholders

Reporting Requirements and Time Scheduling for Deliverables

9. At commencement of the assignment, the Consultant is expected to submit an inception report outlining the action plan, timeframe, legal/regulatory gap analysis and funds flow analysis as well as a list of the relevant stakeholders and information needed to complete the assignment.
10. The Consultant will submit in a timely manner the required deliverables to MEW in English and Arabic. Final versions of deliverables will be delivered in both electronic and hard copies to MEW's designated representative.

Client's Input and Counterpart Personnel

11. The Consultant will report to MEW's representative for this assignment, [●].

Implementation Arrangements

12. The work may require travel to Lebanon. If the Consultant is required to be present in Lebanon, it will need access to its own office space and infrastructure necessary to successfully manage this assignment. All necessary logistical services shall be provided by the Consultant.
13. The Consultant shall provide the necessary resources, including personnel, equipment, facilities, and services to meet the assignment's objectives.

Procedure for Review of Deliverables

14. The client will endeavour to provide comments, if any, or acceptance within 10 working days of receipt of relevant reports.
15. The client will endeavour to provide comments, if any, or acceptance within 15 working days of receipt of draft documents.

Data and Services to be provided by the Client.

16. While the full list of data needed for this assignment is expected to be provided in the Inceptions Report, the following preliminary set of data will be provided by the Client:
 - Copies of applicable laws, regulations, and procedures;
 - Detailed information with respect to EDL's revenues and expenses;
 - Detailed description of EDL's billing and collection processes; and
 - Process and make-up of Design and/or Steering Committees

Duration of the Assignment

17. This assignment is to be carried out for [●] days/weeks.

Payment Schedule

18. Payments shall be made according to the following schedule, in each case acceptable to the Client:

Milestone	Payment
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January 2022



	Percentage
Inception Report, including: <ul style="list-style-type: none"> - Action plan; - Gap analysis for laws and regulations; Report on existing financial cashflows in the sector and budgeting processes.	10%
Detailed Termsheets for Operations Manual and Agreements	15%
Draft of the Operations Manual	15%
Draft Agreements to operationalize the Cash Waterfall Mechanism	20%
Final Agreements and Operations Manuel	30%
Workshop and training: <ul style="list-style-type: none"> • Present Inception Report and Findings • Present and seek input on initial structure of the cash waterfall mechanism and related contractual structure • Present and seek input on revised structure and stakeholder responsibilities • Training on operationalizing the cash waterfall structure 	10%


