



AFRICAN DEVELOPMENT
BANK GROUP



Republic of Liberia

MINISTRY OF COMMERCE AND INDUSTRY
Ministerial Complex, Congo Town
Monrovia, Liberia

(CONSULTING SERVICES)

NAME OF PROJECT: Program for Advancing Youth Entrepreneurship and Investment (Sub-Project A: Liberian Youth Entrepreneurship and Investment Bank)

Assignment Title: **Firm Selection to serve as Legal Consultant for the Liberian Youth Entrepreneurship and Investment Bank**

Financing Agreement reference: **2100150043943**

Project ID No.: **P-LR-HB0-003**

Issue Date: **March 24, 2025**

End Date: **April 7, 2025**

1. Background

The Government of Liberia through the Ministry of Commerce and Industry (MOCI) has received UA \$12 million from the African Development Bank (AfDB) for the Liberian Youth Entrepreneurship and Investment Bank (YEIB) and intends to apply part of the funds for the selection of a firm to serve as legal consultant support the Project Implementation Unit (PIU) in the establishment of the legal entities of YEIB Liberia. The overarching goal of the project is to strengthen financial and non-financial business service to young women and men entrepreneurs in ways that ensure inclusion, decrease vulnerabilities, and prepare for resilience and long-term sustainability of service provision. Specifically, the project intends to youth-dedicated institutions, modeled on the AfDB's Youth Entrepreneurship Investment Bank framework that will provide affordable development and financing solutions to Liberia's youth-led businesses; develops a Youth Entrepreneurship Investment Bank (YEIB), which is the soft infrastructure of the Program for Advancing Youth Entrepreneurship and Investment (PAYEI) ecosystem, delivering financial and business development services; and set up a Business Innovation and Development Center (BIDC) that is the hard infrastructure of the PAYEI ecosystem. The project has four components, with component 1 dealing with youth entrepreneurship oversight; component 2 focuses on establishing youth-dedicated institutions; component 3 deals with deploying YEIB services; and component 4 focuses on project management. The project intends to apply part of the proceeds of the funding for eligible payments under the contract to hire a consulting firm to serve as Legal Consultant and report to the Project Implementation Unit.

Non-performing loans (NPLs) reached 25.6% in 2021, well above the Central Bank of Liberia's (CBL) limit of 10%. The industry's liquidity ratio was 48.6% and the capital adequacy ratio was 30.1% in 2021 – both figures well above the regulatory minimums of 15% and 10%, respectively. A number of financial sector ecosystem constraints are hindering market performance including a limited credit registry system, financial institutions (FIs) lack of confidence in the existing collateral registry, problems with the national ID system, and a lack of regulatory frameworks governing the equity capital and insurance markets.

Debt financing is available albeit limited to short-term lending with tenors up to 18 months and interest rates as high as 25% per annum. The domestic equity market is limited to only a few donor-seed funding pilot projects and private equity investment funds. Provision of finance to the “missing middle” segment of SMEs (too large for microfinance, too small for commercial) is dominated by just a few players and is one of the biggest barriers to private sector development. Access to long-term asset finance is also limited to one non-bank financial institution (NBFI).

In order to enhance the youth entrepreneurship ecosystem in Liberia, the Board of Directors of the African Development Bank has approved the Program for Advancing Youth Entrepreneurship and Investment (PAYEI) in Liberia. PAYEI is a project of the Youth Entrepreneurship and Investment Bank (YEIB) Initiative of the African Development Bank which aims to provide sustainable solutions to the critical challenges faced by SMEs. PAYEI will be a game changer in the youth entrepreneurship ecosystem in Liberia through the establishment and operationalization of sustainable vehicles for the provision of financial and non-financial services to SMEs.

In light of the aforementioned, the Government of Liberia with funding from the African Development Bank, intends to establish a Non-Bank Non-Deposit Taking Financial Institution referred to as the Management Company(MANCO) and three funds(Investment Fund, Guarantee Fund and Technical Assistance Fund) that will provide sustainable access to finance to young entrepreneurs in Liberia . **This consultancy assignment intends to hire a legal firm to support the PIU in the establishment of the aforementioned entities and the provision of legal advisory services including drafting of legal contracts, memoradums and agreements.**

2.The Scope of the Services to be performed

The Legal Firm will support the PIU in the set-up of the legal entities under the YEIB in Liberia. As the first YEIB to have been approved, the project's implementation is pivotal to the overall Initiative in terms of lessons to be learned but also to build confidence on the viability of the Initiative. The Legal Firm will also provide support to the PIU in the establishment of the governance and legal forms of all YEIB's entities including the MANCO, Investment Fund, Technical Assistance Fund, and the Guarantee Fund.

The firm/institution shall perform the following services:

- **Legal documentation for YEIB entities**
Support the finalization of the legal form and domiciliation of the YEIB entities
Support the gazetting and legal publications of YEIB's documentations
Support the preparation of legal briefs, drafting of legal opinions and review of documentations
Support the PIU in incorporating legal entities of YEIB
- **Governance framework documents**
Assist in establishing governance structures, including Board of Directors, Investment Committee, Technical Assistance Committee, and Credit Risk Committee.
Support the PIU in developing governance and coordination mechanisms for YEIB entities
- **Shareholder agreements and incorporation documents**
Assist in drafting shareholder agreements and management mandates
Preparation of articles of incorporation, board memorandum, legal accreditation documents
- **Partnerships agreements, legal contracts and memorandums**
Lead in drafting partnerships agreements, contracts and memorandums for YEIB Delivery Partners
Preparation of financing contracts between YEIB and beneficiaries
Preparation of agreements between the MANCO, Funds and Shareholders
- **Legal advisory and cases**
Represent the PIU and YEIB's entities in all legal disputes and cases
Provide legal advisory and guidance to the PIU and YEIB's entities

Minimum Qualification, Skills and Experience:

The legal firm should meet the following requirements:

- A registered and licensed legal firm, with a specialization in corporate law, finance law, or international business law., or a closely related field;
- A member in good standing with the Liberia National Bar Association;
- A minimum of seven (7) years of professional experience in legal structuring and governance of investment, with significant exposure to entrepreneurship, SME development, or youth programs;
- Strong background in corporate law and regulatory approvals;

- Proven experience in drafting and negotiating legal documents related to investment funds, shareholder agreements, and governance frameworks;
- Familiarity with regulatory compliance and corporate governance standards;
- Experience in partnering with development finance institutions and/or international organizations is an added advantage;
- Proven capacity as demonstrated by a strong team of legal experts;
- Good understanding of the legal frameworks and practices in Liberia

KEY PERSONNEL OF CONSULTING FIRM AND THEIR QUALIFICATIONS

The firm must have the following key personnel with the relevant qualifications outlined herein:

Position	Required Skills/Qualifications
Team Lead	<ul style="list-style-type: none"> • A minimum of Master’s Degree in law, corporate governance, or related field • A member of the Liberia National Bar Association • At least 5 years’ experience in legal practice, legal drafting and restructuring, and legal reforms • Experience working in the aforementioned fields in Liberia or the sub-region, for more than 5 years or a mix of sub-region and international experiences for more than 8 years is a must. • Experience in developing legal frameworks and institutions
Legal Counsel	<ul style="list-style-type: none"> • A minimum of Bachelor Degree in law, corporate governance, or related field • A member of the Liberia National Bar Association • At least 3 years’ experience in legal practice, legal drafting and restructuring, and legal reforms • Experience in developing legal frameworks and institutions • Experience with multilateral development institutions is an added advantage

Duty Station: **Monrovia**
Start Date: TBA
End Date: TBA
Duration of Assignment: **1 Year**

The Ministry of Commerce and Industry invites eligible consulting firm (s) to indicate their interest in providing these services. Interested consulting firm (s) must provide information indicating that they are qualified to perform the services, (i) information detailing the company’s existence and areas of expertise (ii) list of similar assignments and experience in similar conditions, (iii) list of overall permanent and temporary staff in fields related to the assignment (Qualification will be considered from one of two perspectives: a. firm’s

qualification and b. staff and consultants qualification), (iv) evidence of past performance if any, and (v) any other relevant information that might be useful. Consulting Firm may constitute joint ventures to enhance their chances of qualification.

Eligibility criteria and the selection procedure shall be in accordance with the African Development Bank's *"Procurement Policy Framework for Bank Group Funded Operations"* October 2015 which is available on the Bank's website at <http://www.afdb.org>.

Further information can be obtained at the address below during office hours, i.e. from 0900 to 1700 hours (GMT) on working days.

Expressions of interest must be delivered in a written form to the address below by email by 7th April, 2025 @ 1700 hours (GMT) and mention **"Provision of Consulting Services as Legal Consultant for the Program for Advancing Youth Entrepreneurship Investment (PAYEI)"**.

Attn: Benedict A. Dolo
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