

# A & E Law Partnership



C O R P O R A T E P R O F I L E

**Legal Practitioners and Consultants**

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## 1. ABOUT US

A & E Law Partnership (formerly known as Ahaneku Ekwewuo & Partners) is the product of the merger of two law firms of **Mahmud & Ahaneku** and **C.C. Ekwewuo & Co.** After the merger, A & E Law Partnership was registered at the Corporate Affairs Commission on September 16, 2003.

We operate a multidisciplinary practice which involves the provision of legal advisory and institution building services to public and private institutions at national and state levels in Nigeria, targeted at resolving critical legal, governance and development challenges. We have worked on projects funded by international organizations such as the World Bank, United Nations Development Program (UNDP) and United Nations Office for Drugs and Crimes (UNODC), United Kingdom Department for International Development (DFID), United States Agency for International Development (USAID) on several projects supporting deregulation, economic, governance and institution reforms in Nigeria. In some instances we have worked for these international organizations directly on similar projects.

Since the return to democratic rule in 1999, A & E Law Partnership has been a key player in democratic consolidation, legal and economic reforms for the socio-economic development of Nigeria. We have provided advisory support to projects and initiatives targeted at promoting investment and supporting economic reforms of the Federal Government of Nigeria.

We were members of the **Legal Advisory Partnership (LAP)** which was a consortium of six Nigerian law firms and one English firm engaged by the **Bureau for Public Enterprises (under a UK DFID support)** to provide senior legal support to the Director General in management of the Nigerian Privatization process for at least four plus years. As LAP team members we participated in the revision of the entire Nigerian privatization process and development of process guidelines and manuals to support the Nigerian privatization process. LAP's work included a full in-depth diagnosis of Nigeria's Privatization process and the development and design of improved processes and process tools for privatization including standard procedures, checklists and relevant standard documentation for the management of privatization transactions based on a new approval point system, intended to ensure process integrity and that all issues are resolved prior to launch of privatization or core investor procurement. This process is being deployed in privatization of power companies currently.

We were also LAP team members of the **CPCS TRANSCOM/UNION CAPITAL MARKETS CONSORTIUM/LAP group** of advisers that prepared the PHCN successor companies for privatization.

We have recorded pioneering achievements in the field of development of legal and institutional frameworks to support public governance and public finance reforms at federal and state levels in Nigeria.

Our services in support of legal reforms and establishment of institutional frameworks for deregulation and reforms includes advising committees of the National Assembly regarding several laws including the Pension Reform law 2004, Public Procurement Act 2007, Fiscal Responsibility Act 2007, Investment and Securities Act, Nigerian Deposit Insurance Act 2006 etc and also drafting other bills including a bill for establishment of a regulatory framework for Warehouse Receipt Financing in Nigeria etc. At the sub-national government level, we have supported development and revision of several public finance management legislations for several states, the scope of our work has included Fiscal Responsibility, Public Procurement and Debt Management Laws and some of the states we have worked for have included; Anambra, Akwa Ibom, Bayelsa, Cross River, Bauchi, Kaduna, Delta, Rivers, Delta States etc.

Our work for these and other states has included supporting capacity assessment processes, developing regulations, standard documents and supporting capacity and institution building, and system improvements to ensure full compliance with the new laws.

We have also provided advisory support services on public procurement reforms in many states in Nigeria including the named states.

We continue to provide advisory services to the regulator of public procurement practice at the Federal Level in Nigeria, the Bureau of Public Procurement (BPP), services ranging from capacity building on public finance laws and practice, to audit of procurement process of public institutions and engagements with sector stakeholders on issues relating to public finance management and practice along with and on behalf of public sector and sometimes citizen sector clients.

Our personnel have experience advising and implementing transactions for clients in the securities market, and in developing and implementing corporate governance investment and regulatory compliance regimes for corporates and for specific investment projects and initiatives. We are Capital Market Solicitors and our personnel have experience continuously providing extensive company secretarial services to corporate clients. We have recently established a new division of our firm headed by a partner to focus on providing company secretarial, capital market and regulatory compliance services to clients.

Our firm has a working relationship with several local Nigerian firms, foreign firms and international consultants in the US and Europe and associate with them in areas where their technical experience is needed for specific tasks and on a case-by-case basis.

We have experience strengthening integrity systems and supporting regulatory and anti-corruption institution building efforts at state and national levels , and have advised many important agencies in this respect including; The Bureau of Public Procurement, Nigerian Electricity Regulatory Commission, Nigerian Extractive Industries Transparency Initiative, Technical Unit on Governance and Anti-corruption Reforms (TUGAR), the Independent and Corrupt Practices Related Commission (ICPC), Fiscal Responsibility Commission, Debt Management Office, and Bureau for Public Service Reforms(BPSR) etc, to deliver on their respective mandates.

We have experience working in multi-disciplinary teams and we continue to support our private sector clients in different roles. Our commercial practice experience includes secure credit advisory and documentation, debt recoveries, including having in-house counsel act as receiver /liquidator, for major banks like GT Bank, Diamond Bank, Fidelity Bank, transaction structuring including PPPs, oil & gas advisory, extensive due diligence checks and evaluation of local partners for foreign investors, as well as sector analysis and advisory for foreign businesses seeking to establish in Nigeria etc. Also we support foreign companies seeking business opportunities in Nigeria, and our services in this regard ranges from sector analysis, due diligence and negotiations with local partners and support services for establishment of local offices.

We have a litigation practice section providing court room advocacy services to clients in regular courts and in such special courts as the Investment tribunal, and before administrative and or regulatory panels and special committees.

## **2. MISSION**

'To be a world class legal and consulting firm by providing a platform for motivated professionals meeting individual client's needs and contributing to public good.'

## **3. PARTNERS**

### **STEVE UGO AHANEKU LLB (Hons) BL (Principal Partner)**

Chief Steve Ugo Ahaneku has over three decades of extensive, wide-ranging and qualitative experience as a lawyer nationally and internationally, in both the private and public sectors. Chief Ahaneku received his LLB (Hons) from University of Nigeria Nsukka, in 1980 and was called to the Nigerian Bar in 1981. Since being called to the Bar Chief Ahaneku has received extensive post-graduate training in oil and gas negotiations at several international courses and conferences, including the Executive Program in Mastering Negotiations at Harvard University and the Association of International Petroleum Negotiators (AIPN) training programs. Chief Ahaneku served as the Chief of Staff to the President of the Senate of the Federal Republic of Nigeria from October 2000 to May 2003, Commissioner for Petroleum and Environment in Imo State between June 2011 and August 2012 and as Commissioner for Transport and Aviation between August 2012 and April 2013. He has at different times advised several oil & gas related businesses. He worked in collaboration with others in finalizing nearly \$170million worth of direct credit financed by Export –Import Bank of the United States. He is currently the Principal

Partner of the firm. He is a member of the Nigerian Bar Association, International Bar Association, Association of Petroleum Negotiators (AIPN) and Institute for Energy Law.

**CHIBUZO C. EKWEKWUO LLB (Hons) BL, MSC (Managing Partner)**

Has about 24 years law practice experience, both as a litigator at the beginning and in the last ten years as a corporate and consulting attorney. He has extensive experience in regulatory reforms and corporate management in Nigeria, and in supporting the work of many international agencies, public bodies, private companies and civil society organizations as well delivering extensive advisory projects providing law reform and institutional development guidance for National and sub-national governments, and civil society organizations. He has good knowledge of national and international anti-corruption systems. Chibuzo holds an MBA Management Degree, a Post Graduate Diploma in Anti-Corruption Studies and works out of the Abuja Office. He is an American Certified PPP practitioner and also holds an MSC in public procurement management for sustainable development from Turin University Italy. He is a member of the Governing Board of Rhema University.

**GEORGE A. EKPUNGU LLB (Hons) BL, LLM (Partner: Company, Capital Market Services, Regulation and Compliance)**

George Ekpungu, a 1997 graduate of ABU, Zaria. George has at different times worked for Firm of Adetokumbo Kayode (SAN) & Co, P.T. Akan & Co, the Securities and Exchange Commission (SEC), Economic and Financial Crimes Commission (EFCC) and prior to joining A&E Law Partnership BGL Plc, an Investment Bank, as Group Head, Regulatory Compliance and Money Laundering Reporting. He also doubled as Company Secretary of related companies. He has an LL.M in regulation and is presently reviewing his PhD research work. He has attended several national and international seminars and workshops and is a member of several associations including; Nigerian Bar Association, International Association of Risk and Compliance Professionals, Chartered Institute of Arbitration UK, Association of Certified Anti Money Laundering Specialists, ACAMS and the Nigerian Institute of Management.

**PASCHAL IHEBUZOR, LL.B (Hons), BL, LL.M, FCIS (Lond), ACI Arb (UK)**

**(Partner: Foreign Investments, Commercial Law, Electricity/Energy Practice and Arbitration)**

Paschal graduated from the University of Lagos with an LL.B (Hons) (1987) and LL.M (1990) degrees in Law. He was called to the Nigerian bar in 1988. He commenced his law practice career with Kate Onwe & Associates at Western House, Lagos. In 1992, he joined the banking industry and worked in different departments spanning legal and company secretarial, risk management, corporate banking and relationship management. In 2006, he relocated to the UK and got enrolled as a solicitor of the Supreme Court of England and Wales in 2007. He practiced law in the UK in SMK Solicitors, IEI Solicitors and Dominion Solicitors LLP. He has attended several courses in Nigeria and Abroad and recently completed an MBA in International Business from the University of Wales, UK. He is a member of the Nigerian Bar Association, Law society of England & Wales, Member, Business Recoveries & Insolvency practitioners, Associate Member Chartered Institute of Arbitration, UK and a Fellow of the Chartered Institute of Secretaries & Administrators, London.

## AREAS OF PRACTICE EXPERIENCE

### 1. CORPORATE AND COMMERCIAL LAW

*This section of our practice supports businesses to achieve compliance with corporate governance rules and sector specific compliance requirements, manage secure credit and loan recovery transactions for clients, we conduct detailed due diligence investigations on target companies for partnerships, acquisition and merge purposes and provide advice and documentation on such transactions. It is also this section of our practice that supports foreign companies trying to invest or establish in different sectors in Nigeria.....read more*

- Advising, assisting, negotiating and drafting local bank guarantee agreements for external credit including working in collaboration with others in finalizing nearly \$170million worth of direct credit financed by Export –Import Bank of the United States and representing some other high profile clients, including an American finance corporation in debt management negotiations and recoveries. Advising and guiding some of our clients through ongoing corporate restructuring of their operations and procedures. Drafting and perfecting of security documents. Our personnel have been involved with advising and handling perfection of over seventy local secure credit transactions, recovery of small and huge debt portfolios for several Nigerian banks and financial institutions, including having in house counsel act as receiver liquidator of local companies for GT Bank, Fidelity Bank etc and acting for such institutions as NDIC in recovery of debts owed to Failed banks in Nigeria.
- Conducting extensive checks and due diligence on companies for prospective partners or as acquisition or merger targets and advising clients on levels of compliance of subject companies to specific sector requirements, general corporate governance rules, advising on share issues, public quotation of companies, structuring of investment schemes, securities market compliance and other regulatory requirements.
- Some of our personnel have also been involved in overseeing compliance and regulation for some large corporate organizations and also regarding big ticket capital market transactions amounting to over \$700,000,000 between 2008 and 2012, in some cases involving sub-national and corporate bonds, mergers, acquisitions, take overs and similar arrangements.
- **CORPORATE GOVERNANCE:** advising Nigerian companies and assisting them install good corporate governance mechanism's, including providing advice on board powers and proceedings, and internal company proceedings and processes reviews regarding corporate governance, as well serving as external company secretaries for companies..
- Handling several share purchase and transfer transactions amongst Nigerian companies, businessmen and on behalf of foreign companies and investors in Nigeria, assisting such companies in structuring workable relationships with identified local partners.

- Drawing up several MOU's, Partnership and Joint Venture Agreements for several businesses in various sectors of the Nigerian economy, including advising and selecting a Hotel management company to manage a four-star hotel located in Owerri and drawing up the Management agreement, administrative rules, codes of conduct and all employment contracts.
- **INVESTMENT-** We assist foreign investors investigate and research local conditions and regulations in many sectors, advising and helping foreign companies set up local subsidiaries, conduct due diligence on target partners, negotiate and enter into partnership arrangements and agreements with local partners, establish special purpose vehicles for projects and investment, identify local partners, provision of legal opinion to local and foreign clients and affiliate law firms on varying issues of Nigerian law. Assisting such firms and clients obtain various permits and licenses in Nigeria. Eg Guiding INA Croatia and their Nigerian counterparts in establishing INA Africa Ltd in Nigeria, Guiding All Africa Global Media (an international multi- Media content provider, systems technology developer and the largest electronic developer of African news internationally) in selecting Nigerian Partners, and establishment of All Africa Global Media Nigeria LTD a multi- media content provider for the west African coast in Nigeria etc. We also assist in conducting due diligence for Nigerian firms/companies wanting to deal with companies abroad. We have strong relationships with firms abroad with whom we liaise to effectively undertake such assignments. Our personnel have experience conducting such due diligence on several foreign engineering, oil & gas related and trading companies.

## 2. ENERGY & NATURAL RESOURCES-

*Our energy & natural resources practice spans electricity, oil & gas and solid minerals development, we have worked in the emerging deregulated electricity sector, advising the sector regulator and clients, we have supported clients in the oil & gas sector including a publicly quoted American company, as well as regularly advising a local mining company.....read more*

- **NIGERIAN ELECTRICITY REGULATORY COMMISSION (NERC); (2009- 2010) -** provided advisory services supporting NERC to restructure its internal mechanisms for implementation of the Public Procurement Act 2007. We provided interpretation and guidance on internal processes to ensure full compliance and efficient procurement process that supports NERC's statutory mandate. We provided support to NERC in the adaptation of standard procurement documents in specific instances as a guide for NERC staff in the use of such documents and we also developed a procurement policy guide uniquely tailored to NERC's needs.
- Legal Opinions for NERC on legality, and content of Corporate Guarantee of Mortgage Facility for staff and Commissioners.
- **ELECTRICITY-IFC/WORLDBANK(2005) Abuja** - acted in Association with Nnenna Ejekam & Associates lead consultants for International Finance Corporation, a



member of the World Bank Group, in the review of existing legal framework pertaining to generation, transmission and distribution of electric power in Nigeria and articulation and recommendation of optimal legal structure for small scale power projects taking account the need to meet the new and existing legislative framework requirements in Nigeria as a whole (under the electricity Reform Act 2004 and other existing regulations and laws) particularly in Abia and Lagos states. This work which was successfully carried out also reviewed the strengths and weaknesses of the regulatory environment and suggested solutions to identified problems.

- **POWER SECTOR MTSS-** Representing civil society organizations in the budget office organized Medium Term Strategy Sessions (MTSS) for the Nigerian Power and Steel Sector, this assignment included reviewing all National high policy policies, laws and documents on Power and Steel, debating different options available to improve the power and steel sector, setting National goals, objectives and targets for the Nigerian Power and Steel Sector 2007-2009 in line with the Electricity Reform Act and other existing legislations and regulations, prioritizing initiatives identified and selected for attaining agreed targets.
- **ADAGIO A&E Consulting-** This was a special purpose vehicle established by Ahaneku Ekwewuo & Partners (now A&E Law Partnership) and Adagio Professional development, a London based Human Resources development firm to provide Electric Energy Sector training, consulting and conferences. Working under this special purpose vehicle were experienced electric energy sector specialists and consultants with experience in different areas of electricity ranging from energy sector restructuring, energy efficiency management, electric energy sector codes and regulations, legal issues in energy efficiency to mitigation of risks in power project financing. In addition, this group designed and delivered training courses in electric energy sector.
- Member Legal Advisory Partnership (LAP), the CPCS Transcom/Union Capital Markets Consortium comprising of PB Power, IPA Energy, Strikman Elliot-SAO team that handled the preparation of distribution and generation companies' successor companies to PHCN for privatization. The assignments here included a detailed due diligence and diagnostic analysis of the successor companies' assets, asset listing and verifications, corporate governance mechanisms, and operational systems, and guidance on corporate restructuring in preparation for privatization.
- **OIL & GAS -**
  - Assisted a publicly quoted American company (along with another firm) in its negotiations with its Partners and the Joint Development Authority between Sao Tome and Nigeria, negotiations aimed at actualizing their different joint concessions in the JDZ, including operating and participation agreements in three different blocks, Handling negotiations with operators and different investors, structuring operating frameworks for participation in the concessions, and obtaining necessary approvals from the JDA.
  - Continuously supporting the operations of an American Publicly quoted Oil Company in its operations in the JDZ, and supporting it to establish presence

in Nigeria.

- Negotiated and drafted MOU between some local oil companies and their foreign partners and their Technical Partners for Joint participation in the Nigerian Licensing Rounds and in the Nigerian Sao Tome JDZ; Negotiated and drafted MOU between INAAFRICA and INACROATIA; Advised and assisted foreign and local oil companies with DPR and NAPIMS registrations, expatriate quota and other industry approvals.
  - Advised a publicly quoted American company on a continuous basis as retained legal counsel, conducting detailed investigations on all its proposed partners, guiding it on corporate governance issues and in day to day operations.
  - Assisted two Canadian oil companies acquire shares in two other Nigerian companies, advising some other oil companies on regulatory and corporate governance issues.
  - Continuously advising and supporting Kufana Mining Ltd a Nigerian mining company in its contacts, relationships and development of related arrangements with several foreign companies.

### 3. SUPPORT TO LEGAL /REGULATORY REFORMS –

*This division of our practice regularly provides advisory services for development of new and the improvement of existing legislations guiding different regulatory systems in different sectors of the Nigerian economy.....read more*

- **ABUJA SECURITIES AND COMMODITY EXCHANGE (ASCE):** We worked to research and develop a draft bill to establish an institutional, regulatory and legal framework for warehouse receipts financing in Nigeria. This was completed December 2009.
- **DFID, DEBT MANAGEMENT OFFICE, AND GOVERNMENT OF NIGERIA:** Provided legal advice on constitutional issues relating the applicability of the Fiscal Responsibility Bill to states and local governments in Nigeria, for example in the light of the exclusive and concurrent legislative lists in the Nigerian 1999 constitution. Provided legal analysis on the status of the judicial thinking, decisions and opinion with respect to cases relating to fiscal federalism and the Interpretation of relevant sections of the Nigerian 1999 constitution. We assisted the Ad-hoc Joint Committees of the Senate in reviewing the Bill, including the issues that arose during the public hearing and the Federal House Committee retreat on the Bill, and produced a clean draft of the proposed legislation for the Senate Committee, which was later largely adopted by the House and forms major part of the law.
- We are registered and certified by the Debt Management Office as Consultants on Sub-National Debt Management with competency in development of, and capacity building in, legal/regulatory and institutional frameworks for public debt management, and have prepared State Debt Management Office law for Bauchi State, and advised other states.

- **SENATE COMMITTEE ON CAPITAL MARKETS November 2007-March 2008:** Adviser to the committee in reviewing and redrafting a bill for an Act to establish the chartered institute of capital market registrars to regulate and control the practice of share registration and for related matters.
- **NDIC REFORM BILL 2006.** Consultant to the Senate Committee on Banking, Insurance and other Financial Institutions and later the Federal House committee on Banking, during the review and re drafting of the Bill for an Act to Repeal the Nigerian Deposit Insurance Corporation Act 1988 and to Re Enact the Nigerian Deposit Insurance corporation Act 2006. We also advised the Committee in its investigations and deliberations on the plight of depositors of failed banks.
- **PENSION REFORM ACT 2004 ABUJA NIGERIA:** Providing advisory support to the Senate Committee on Establishment and later Senate Adhoc Committee on Pension. On consideration and the enactment of the PENSION Reform Act 2004, the law that established legal and institutional regulatory framework for contributory pension schemes and private sector participation in managing public sector pension funds and schemes, this team including other professional produced the version of the reform bill that was passed into law and later provided advisory services to the PENCOM (Industry Regulator) on its establishment.
- **SUB-NATIONAL GOVERNMENTS;** We have advised several sub-national governments in Nigeria on reform of public expenditure laws. We have severally researched and drafted reform bills in Public Procurement, Fiscal Responsibility, Debt Managment etc for several sub-national governments in Nigeria, at other times we have reviewed and revised already drafted bills in Cross River, Akwa Ibom, Kaduna, Bauchi States, etc. We have also assisted states with international donor assistance to determine implementation capacity challenges and develop action plans for implementation of such frameworks.

#### 4. PRIVATIZATION/PPP

**Our experience in privatization has included senior legal support to the Nigerian privatization agency revising procedures and comprehensively revising standard documents and tools for privatization to improve transaction integrity and efficiency, discrete advice on specific privatization transactions, developing privatization regulations, guidance notes on implementing PPPs to extensive investigations and support for clients in target private acquisition efforts...read more**

**LEGAL, TECHNICAL AND FINANCIAL.** Leading a multi-disciplinary team that conducted Due Diligence on WTI, Providence International Ltd (incorporated in the virgin islands) and Providence Resources Nigeria Ltd for an American publicly quoted company for purpose of considering and initiating acquisition of the companies 2010. Examining among other issues financial viability, projections, operating market, marketing sales and distribution, customer base, expected areas of generating new business, R&D, organizational

structure, organizational and staff structure and compensation schemes, share structure, assets, liabilities, pending suits, environmental scanning/compliance, and employee liabilities etc. Our role as legal and co-coordinating consultants included hiring technical and financial consultants and co-ordinating their work as well as carrying out the detailed legal due diligence and preparing reports advising the client.

**LEGAL ADVISORY PARTNERSHIP (LAP) 2005;** A consortium of six Nigerian law firms and one English firm engaged by the **Bureau for Public Enterprises (Under a UK DFID support)** to provide Senior Legal Support to the Director-General to which we are members. This project which has the participation of many other Partner and Non Partner consultants carried out the following assignments:

- Reviewed **BPE** wide privatization procedures and recommended the establishment of success critical formal stages in the privatization process.
  - Established key external-adviser approval points in the privatization process (as management support tools for the Director General, **BPE**, standard procedures (and relevant standard documentation) for the management of privatization transactions based on the approval points in the privatization process, (as management support tools for the DG **BPE** and legal Department).
  - Developed (and updated) in consultation with **BPE** staff, standard procedures, checklists and relevant standard documentation for the management of privatization transactions based on the approval points.
  - Rendered many opinions to BPE on issues ranging from constitutionality of the Privatization Process, Post privatization disputes, to treatment of Pension liabilities of privatized Public enterprises.
- **BPE/ UK DFID (LAP)2006-2009;** Senior Legal Support to the Director-General on as a follow up on an earlier concluded contract. The assignment included: researching and drafting NCP privatization regulations in order to give effect to some provisions in the Privatization Act; revising all standard transaction documents, supporting transition to the implementation of new procedures devised by LAP under an earlier contract, training BPE Management and staff on the application of the new procedures manual, Ad hoc legal advice on discrete issues, providing legal opinions on varying issues including but not limited to International arbitration, escrow arrangements for SSPA and constitutionality of privatization, negotiation of Share purchase , concessions and other forms of PPPs.
  - Articulating and recommending an optimum legal structure for a Public Private Partnership between a state government in South Eastern Nigeria, local private sector organizations and an American Corporation in respect of

proposals for the establishment of an Agro industry engaged in a cassava planting and processing industry as a way of jumpstarting private sector investment in agriculture in the state.

- **GRAHAM TEK NIGERIA LTD 2010-** an Affiliate of Graham Tek South Africa negotiations for a BOO in Urban Water provision for the government of Enugu State.
- Advising and guiding Shelter Concepts Ltd a Nigerian Housing Development Company in consideration of its proposed acquisition bid for Baico Building Society Ltd a Nigerian licensed Mortgage bank in 2005.
- **BPE/LEGAL ADVISORY PARTNERSHIP; NOTES ON PPP AND PROJECT/CONCESSION AGREEMENTS 2008 Team member-** This is an advice on when PPP should be carried out and how an analysis of competition is required before deciding to grant a concession. The differences between privatization, traditional public procurement and procuring of PPP are described as well as the main steps in PPP including identification of a public sector comparator and value for money criteria. This advice sets out how a process for preparing legislation that should be applied by BPE generally and not just in PPP/concessions subject area. Issues to be considered when deciding whether legislation is required and the outline of the contents of PPP/concession legislation are described. Approach was suggested to be applied to draft legislation that BPE was considering. Assistance was also provided to BPE in the review of various pieces of draft legislation on infrastructure reforms.
- **ADVISORY SERVICES FOR BPE 2007- (LAP)**Playing a key role in the teams work advising on key processes for reform effectiveness and revising several proposed reform legislations such as:
  - Petroleum Industry Reform Bill 2006
  - Inland Waterways Authority Bill 2006
  - National Transport Commission Bill 2006
  - Nigerian Railway Authority Bill 2006
  - Ports & Harbour Bill 2006
  - Down Stream Gas Bill 2005
- **ADVISORY SERVICES FOR BPE 2006. MemberS of Legal Advisory Partnership (LAP)** team engaged by the **Bureau for Public Enterprises (Under UK DFID support)** that provided senior Legal Support to the Director-General as a follow up on an earlier concluded contract, The new assignment included; drafting NCP Regulations in order to give effect to some provisions in the Privatization and commercialization Act; Reviewing Standard Transaction Documents, Support transition to the implementation of new procedures devised by LAP under an earlier contract and, training BPE Management and staff on the application of the new procedures manual, Ad hoc legal advice on discrete issues, negotiation of transactions, revision and production of several standard documents and procedures some of which are listed below.

- Our personnel advised and guided Abia State Government owned companies being prepared for full Privatization and commercialization on revision and re engineering of corporate governance structures, systems and processes, such companies included Abia Marketing Company Ltd, Abia Palm Nigeria Ltd and Ceramic Industries Ltd. 1994-1999.

## 5. PUBLIC PROCUREMENT

We have a full procurement advisory division, the experience of this division extends to development of the new public procurement law and system at national and sub-national government levels in Nigeria, and includes advisory, supporting institution and individual capacity building to the sector regulator and many government departments, to drafting legislation, supporting development of regulatory frameworks and tools like regulations and standard documents for many sub-national governments in Nigeria, evaluation of system effectiveness for governments and in support of citizens actors, as well as supporting specific procurement activities .....read more of our specific work experience

- **UNDP/NORWAY May –June 25 2012-** Evaluating performance of UNDP/Norwegian government support to Public Finance Reforms including procurement reforms in Rivers, Delta and Akwa Ibom States of Nigeria, advising on relevance, effectiveness, and redesign of program support.
  - **RIVERS STATE BUREAU ON PUBLIC PROCUREMENT/UNDP/NORWAY 2011-2012:** Capacity assessment of Rivers State Procurement System, including training needs assessment and mapping of CSOs and professional bodies for purposes of procurement monitoring, and development of a system improvement plan.
  - **WORLD BANK 2012:** Conducting missions to ONDO, EDO, OYO, NIGER, NASSARAWA, and ANAMBRA states in Nigeria to evaluate state procurement system reform efforts and access progress and challenges in the various State procurement reforms to inform World Bank engagements with the various states on PFM reforms. Final Report submitted.
  - **UNDP/AKWA IBOM STATE 2011-12:** Carried out a diagnostic study of Public Finance laws, structure and processes and produced draft Fiscal Responsibility and Public Procurement Bills for Akwa Ibom State.
  - **ANAMBRA STATE/UNDP (December 2011- January 2012):** We successfully conducted a capacity assessment of Anambra State Procurement System, and developed an action plan for full implementation of the Anambra State Public Procurement Law 2011. We had previously contributed to the revisions of the draft procurement law bill, and helped to produce a simplified version of the law when passed to promote public sensitization.
  - **RIVERS STATE (2011- 2012):** Carried out a procurement capacity assessment of the Rivers State Bureau on Public Procurement, State procuring entities, the

private sector and the civil society organizations in Rivers State. The project included providing recommendations on the capacity Training needs and other methods for filling capacity gaps of the procurement officers in the procuring entities and officers of the Bureau and designing modules to address their specific training needs, out puts included a Capacity Assessment Report, A training needs analysis and training plan, an Action Plan for full Implementation of the Rivers State Procurement Law and a CSO Mapping Report.

- **GOVERNMENT OF CROSS RIVER STATE /DUE PROCESS OFFICE /CROSS RIVER GOVERNANCE AND CAPACITY BUILDING PROGRAM 2008-2010:** Designed and implemented a four day Public Procurement training for procurement Officials, we developed a comprehensive training module for Cross River State Procurement Officers and Due Process Office covering the entire full circle of procurement activities from procurement planning, to disposal of assets.
- **GOVERNMENT OF CROSS RIVER STATE.** From late 2008, we developed and implemented sensitization programs on procurement reforms for Cross River State Executive Council, and carried out procurement process training for selected public servants from all its MDA's. Our work with Cross River State included a detailed capacity assessment of procurement law and practice in Cross River State, which involved an evaluation of related state laws, revision of draft procurement law bill, and the processes and practice of public procurement in Cross River State, our study identified the strengths, weaknesses and opportunities for improvement and made recommendations for achieving efficiency, including multi- sectoral skills, structures and other requirements for attaining procurement agreed objectives, which led to a revision of then draft Cross River State public procurement law bill and instigated its presentation to the state legislature for consideration and passage after the revision. A similar assignment concluded for the State included the production of standard bidding documents including; Standard Documents for Shopping ;Standard Documents for Selecting Individual Consultants; Standard Documents for Procurement of Small Works ;Standard Bidding Documents for Works ;Standard Bidding Documents for Procurement of Goods ;Standard RFP for Procurement of Consultants(With Sample TOR);Briefing Note and Template on Preparing Terms of Reference for Cross River State and development of detailed training modules covering all stages of the procurement process and for all categories of stakeholders in the Cross River State Procurement framework.
- **DELTA STATE OF NIGERIA 2010 (UNDP SUPPORTED):** Consulting services conducting procurement capacity assessment and recommending strategies and a road map (including administrative procedures and activities) for effective implementation of the New Delta State Public Procurement Commission Law. As well as reviewing the Delta State Public Procurement Commission Law 2008 and proffering recommendations for revision.
- **GOVERNMENTS OF BAUCHI AND KADUNA STATES (2008 World Bank funded):** Advised and supported the governments and people of Bauchi and Kaduna

states to implement a comprehensive public procurement reform, the assignment included an environmental scanning of public finance laws and practices, identifying their strengths, weaknesses and opportunities for improvement, several consultations and the preparation of a state public procurement law bill, implementing regulations, state training and awareness creation on public procurement reforms covering the state executive councils, state and LGA employees.

Researched and developed a the Bauchi State debt management Agency law bill, and reviewed the state fiscal responsibility law to bring it in line with the operation of an independent debt management agency.

- **WORLD BANK 2010:** Developed a standard template for analyzing state procurement laws for subject states seeking funding support from the World Bank, and using the template to provide detailed analysis reports of the different state procurement laws or bills for the bank and to advise changes in the reform legislations and practice rules for at least eight states of the Federation. From 2010 to 2012 we have reviewed the State Procurement Laws and proposed bills for more than 13 States of the Federation seeking bank support including Osun, Ogun, Bauchi, Delta, Bayelsa, Kebbi, Yobe, Abia, Anambra, Imo, and advice the governments of the states on all related framework issues.
- **BUREAU OF PUBLIC PROCUREMENT BPP (2010-2011):** Our firm conducted for (BPP) - procurement Audit of various MDAs such as Nigerian Airspace Management Agency, Federal Airports Authority of Nigeria (FAAN), National Agency for Food, and Drug Administration and Control (NAFDAC), Eko Electricity Distribution Company, Yaba College of Technologies, Federal Medical Centre, Abeokuta, Lagos University Teaching Hospital, National Centre for Energy Efficiency and Conservation etc.
- **BUREAU FOR PUBLIC PROCUREMENT/HEAD OF SERVICE (2008):** Designed general and sector specific training modules for training of procurement officers; Our personnel have been regular instructors in training of procurement officers in the Federal Civil Service; Liaising with the Bureau to develop a scoring and grading system to evaluate participants at the various trainings; Facilitating Training sessions for permanent Secretaries in the Federal service.
- **BUREAU FOR PUBLIC PROCUREMENT 2008-2009:** Our personnel have provided advisory services to the Bureau supporting the development of detailed checklists for procurement audits in accordance with the Public Procurement Act 2007, and in procurement audit teams for the BPP that audited procurement in the Federal Ministry of Interior and Federal Ministry of Environment and all their parastatals. This was the first procurement audit exercise under the Public Procurement Act 2007.
- **NIGERIAN ELECTRICITY REGULATORY COMMISSION (NERC) 2010:** Advisory services restructuring NERC's internal mechanisms for implementation of the



Public Procurement Act 2007, and producing a procurement implementation policy guide for NERC detailing stage by stage processes for implementing procurement in accordance with the PPA 2007. Including revising several procurement documents for 2010 procurement activities and advising NERC on current procurement activity and processes, and developing a standard tool for reporting, and evaluating procurement activity in NERC, and generally providing guidance on how to integrate the new procurement processes in the management of NERC.

## **6. DEVELOPMENT SECTOR/ANTI-CORRUPTION AND PUBLIC SECTOR RELATED WORK EXPERIENCE OF OUR PERSONNEL**

- **TUGAR/ICPC/BPP AND GOVERNMENT OF NIGERIA OCT –NOV 2011:** Member of team of consultants that researched and produced a corruption risk assessment methodology for Nigeria focusing on three MDG sectors of Education, Health and water, and capacity building for individuals from selected agencies expected to deploy the methodology in conducting corruption risk assessment in their institutions.
- TUGAR/ICPC/BPP; Supporting adaptation of the Risk Assessment Methodology to the Port Sector and a team of public officers and stakeholders in using the adapted methodology successfully to conduct a corruption risk assessment exercise at the Six Nigerian Ports including developing an integrity plan for addressing the corruption risks identified.
- Advising businesses on compliance with money laundering and related anti-corruption regimes and requirements.
- **SPECIAL RAPPORTEUR ON FREEDOM OF EXPRESSION AND ACCESS TO INFORMATION IN AFRICA,(AU HUMAN RIGHTS COMMISSION BANJUL) CENTRE FOR HUMAN RIGHTS UNIVERSITY OF PRETORIA AND OPEN SOCIETY JUSTICE INITIATIVE 2010-2013:** Member International Expert team that researched and produced the Model Access to Information law for Africa up for adoption at the next Session of the African Human Rights Commission meeting in October 2012.
- **NEITI/TUGAR/UNDP 2011-2012:** Survey to capture and analyze the Public Finance Management and related anti-corruption and governance initiatives in 10 States of the Federation: Adamawa, Anambra, Bayelsa, Benue, Delta, Kaduna, Imo, Niger, Ondo, and Sokoto. The study covered the following component; Policy Framework, Legal framework, Mandates and deliverables, Structure and organization, Capacity Issues, Processes, Cross cutting and related issues. It covers initiatives within the Governments as well as interfacing engagement by non-state actors, including the private Sector (organized business, professional bodies, Organized labour, informal labour) and civil Society (NGOS, CBOS, FBOS, Charities, and socio-cultural Organizations).

- **NEITI/TUGAR 2009-2010:**Conducted a comprehensive scanning of all existing anti-corruption measures including laws, regulations, rules, initiatives, programs, examining their compatibility with international anti-corruption instruments to which Nigeria is a signatory, namely UNCAC, AUPAC and ECOWAS Protocol on the fight Against Corruption, and producing three key reports, namely a Scoping study on Anti Corruption Initiatives, A Compliance Study report on Laws at the Federal level and thirdly a comparative compliance study report on levels of compliance of the Public Finance Systems at the Federal and Six States (**Bauchi (Northeast), Kano(Northwest), Plateau(North central), Lagos(Southwest) Rivers(South south) and Enugu (Southeast)**) with UNCAC, AUCPCC and ECOWAS Protocol on fight against Corruption. See [www.tugar.org.ng/publications](http://www.tugar.org.ng/publications)
- **UNDP NIGERIA MISSION ON ANTI CORRUPTION 1<sup>st</sup> -17<sup>th</sup> SEPTEMBER 2008:** One of our partners was a member of the four members mission, who researched and produced a recommended framework for UNDP's engagement to provide value in the fight against corruption in Nigeria for 2009-2013.This assignment required a scanning and assessment of levels of the existing challenges, and development of a program within the context of the UNDAFF 111 and expected budget to meet these challenges.
- **OPEN SOCIETY INITIATIVE (OSI) and OPEN SOCEITY JUSTICE INITIATIVE Supported WEST AFRICAN ANTI-CORRUPTION MONITORING AND ADVOCACY PROJECT (ACMAP) Oct-NOV 2008; Member of** the team that produced a comprehensive tool for evaluation of performance of Anti Corruption Agencies in Nigeria and a strategy for developing a network of actors to monitor performance of anti-corruption agencies in Nigeria.
- **PUBLIC PROCUREMENT Act 2007 ABUJA NIGERIA 2006-2007. Provided advisory support** to the Senate Committee on Establishment on the Public Procurement and Pension Reform bills. Leading to the enactment of the Pension Reform Act 2004 and the Public Procurement Act 2007.
- **TIRI/ BUREAU FOR PUBLIC SERVICE REFORMS, DFID FUNDED PROJECT. 2006.** Providing advice in strengthening the Nigerian perspective in the draft papers and training materials, supporting TIRI and the BPSR in developing CD-ROM based Professional Ethics training materials. Provided legal advice, support and assisted the development of the PSERS training materials for the Nigeria PSERS project as requested by the Programme Director, Ethics, of TIRI.

## 7. PROPERTY LAW-

*We advice and support clients in property acquisition across the country, and are familiar with variations in registry practices in different state jurisdictions in Nigeria...read more*

- Guided the purchase of Pioneer Hotel Ltd, conducting numerous and extensive due diligence on SN Orji Ltd, Pioneer Hotel Ltd, including the appointed Receiver Manager of Pioneer Hotel Ltd and S N Orji Ltd. in overseeing Union Bank charge on the company in 2008.
- Our personnel have handled property acquisition in Lagos, Abuja, Calabar, Owerri, Aba, Owerri, Enugu, Portharcourt etc for several individual clients and such corporate as Fotofast Industries Limited, Guaranty Trust Bank PLC etc .
  - Advisory on secure credit transactions and perfection of over 70 Legal Mortgages for Guaranty Trust Bank Plc, Ecobank Plc, former Citizens Bank etc. Preparation of Deed of Legal Mortgage between various Banks and companies, and recovery of huge sums of monies owed to these Banks. We were NDIC and government appointed recovery counsels at the failed bank tribunals and handled successfully many recovery efforts.
  - Conducting searches at the Land Registry in different States in respect of the properties in relation to the mortgages entered by various clients, advising such clients on mortgage and related transactions.

## **8. LITIGATION-**

We have experience handling several commercial litigations bordering on share transfer, various forms of contracts, mergers, acquisitions and related share valuation issues, mortgages, securities market compliance, air carriage, admiralty, international finance, debt recovery, receivership, contracting liability of diplomats and organizations and persons with diplomatic immunity, succession to property, title to real and movable property, recovery of loans and statutory contributions, staff compensation and benefits, judicial review and fundamental human rights enforcement and several public interest litigations etc.