

# Pan-African Interactive Workshop on Public–Private Partnership (PPP) Contracts for Sustainable Infrastructure

November 14–16, 2018  
Johannesburg, South Africa

## Agenda

DAY 1	November 14, 2018	
8:30 – 9:00	Registration	
9:00 – 9:30	Introduction and Objectives Roundtable Introductions of Participants	Jochen Luckscheiter (HBS) & Howie Mann (IISD)
9:30 – 10:00	The South African Experience on PPPs	Dorcas Kayo (South Africa)
10:00 – 10:45	What is Infrastructure? What is Sustainable Infrastructure? <ul style="list-style-type: none"> <li>• Definition and classification of infrastructure</li> <li>• Sustainable infrastructure <ul style="list-style-type: none"> <li>○ Lowers carbon and environmental footprints</li> <li>○ Moves beyond compliance on core labour and human rights standards</li> <li>○ Triggers technological and industrial innovation across value chains</li> <li>○ ...</li> </ul> </li> </ul>	Martin Brauch (IISD)
10:45 – 11:00	Coffee break	
11:00 – 12:15	Why Do Governments and Donors Continue to Promote PPPs? <ul style="list-style-type: none"> <li>• Global for private funds to bridge the infrastructure gap</li> <li>• PPPs sometimes—but often not—a suitable solution</li> <li>• Need for infrastructure to deliver on the SDGs</li> </ul>	Oshani Perera (IISD)
12:15 – 13:30	Lunch	
13:30 – 15:30	Group Exercise: To help participants appreciate: <ul style="list-style-type: none"> <li>• The complexities and planning of infrastructure projects</li> <li>• Environmental, social, economic, and financial risk infrastructure projects</li> <li>• Advantages and challenges in the sharing of risks</li> <li>• Difficulties in implementing PPPs</li> </ul>	Oshani Perera (IISD)

15:30 – 16:00	Coffee Break	
16:00 – 17:30	<p>Current Developments in PPP Policy and Law</p> <ul style="list-style-type: none"> <li>• Global infrastructure investment trends</li> <li>• Developments on efforts to standardize infrastructure and maximize private finance by Multilateral Development Banks / G20</li> <li>• Recent critiques and analyses of PPPs</li> </ul>	Motoko Aizawa (Observatory for Sustainable Infrastructure)

<b>DAY 2      November 15, 2018</b>		
9:00 – 10:30	<p>Under What Circumstances Can PPPs Be Instrumental to Deliver Sustainable Infrastructure?</p> <ul style="list-style-type: none"> <li>• Delivering value for money for citizens and taxpayers</li> <li>• Demand, revenue, pricing risk and financing risks</li> <li>• Conditions under which infrastructure might be delivered through PPPs</li> </ul>	Oshani Perera (IISD)
10:30 – 11:00	Coffee Break	
11:00 – 12:00	<p>Understanding the Objectives of a Model Contract for PPPs and Infrastructure</p> <ul style="list-style-type: none"> <li>• Whose objectives?</li> <li>• Bankability <ul style="list-style-type: none"> <li>◦ Debt and financial management</li> <li>◦ On balance sheet and off-balance sheet financing</li> <li>◦ Risk management and allocation</li> </ul> </li> <li>• Value for money <ul style="list-style-type: none"> <li>◦ Across the asset life cycle</li> <li>◦ Use of public sector comparators and value for money analyses</li> </ul> </li> <li>• Sustainable design for the lifecycle of the project</li> <li>• Good governance</li> <li>• Public consultation and community agreements</li> </ul>	Howie Mann (IISD)
12:00 – 13:30	Lunch	
13:30 – 15:30	<p>Key Concerns for PPP Contracts: Governance</p> <p>World Bank model clauses and alternative approaches to them</p> <ul style="list-style-type: none"> <li>• Change in law</li> <li>• Stabilization clauses</li> <li>• Governing law in contract</li> <li>• Dispute settlement</li> <li>• Confidentiality</li> </ul>	Howie Mann (IISD) & Motoko Aizawa (Observatory for Sustainable Infrastructure)
15:30 – 16:00	Coffee Break	

16:00 – 17:30      Group Exercise on Model Clauses: Governance

Tafadzwa  
Pasipanodya  
(Foley Hoag LLP)

<b>DAY 3</b>	<b>November 16, 2018</b>	
9:00 – 10:30	Key Concerns for PPP Contracts: Risk allocation World Bank model clauses and alternative approaches to them <ul style="list-style-type: none"> <li>• Force majeure</li> <li>• Material Adverse Government Action (MAGA)</li> <li>• Termination and termination payments</li> <li>• Refinancing</li> <li>• Lenders' step-in rights</li> <li>• Fiscal clauses</li> </ul>	Tafadzwa Pasipanodya (Foley Hoag LLP) & Howie Mann (IISD)
10:30 – 11:00	Coffee Break	
11:00 – 12:00	Group Exercise on Model Clauses: Risk allocation	Howie Mann (IISD)
12:00 – 13:30	Lunch	
13:30 – 14:45	Provisions for Long-Term Sustainable Infrastructure (not included in World Bank model clauses) <ul style="list-style-type: none"> <li>• Economic development and linkages</li> <li>• Social impact clauses</li> <li>• Environmental governance</li> <li>• Human rights due diligence</li> </ul>	Martin Brauch (IISD)
14:45 – 15:45	Relationship Between PPP Contracts and Domestic Laws	Tafadzwa Pasipanodya (Foley Hoag LLP)
15:45 – 16:00	Coffee Break	
16:00 – 17:30	Roadmap for Made-in-Africa Model PPP Contracts	Howie Mann (IISD) (facilitator)