



iDICE

Investment in Digital and Creative
Enterprises Programme

Terms of Reference (TOR) for

Transaction Advisory Services for upgrading of the Nigeria Film Institute (NFI) and the Establishment of a “Public Private Partnership” (PPP) Film Studio Project

under the

Investment in Digital and Creative Enterprises (iDICE) Programme

Sector: Technology and Creative

Financing Agreement reference: 2000200005160

Project ID No.: P-NG-K00-009

15th September 2025



BANK OF INDUSTRY
...transforming Nigeria's industrial sector.

1. Background

The Federal Government of Nigeria (FGN) has received financing from the African Development Bank (AfDB), Agence Française de Développement (AFD) and the Islamic Development Bank (IsDB) towards the implementation of the Investment in Digital and Creative Enterprises (iDICE) Programme¹. The objective of the iDICE Programme is to promote entrepreneurship, boost innovation, create jobs, enhance social development, and achieve economic transformation by fostering growth in the digital technology and creative ecosystem, building on brownfield investments and synergies with ongoing initiatives in Nigeria.

The iDICE programme comprises three major components that respond to specific gaps and build on existing initiatives in Nigeria's technology and creative ecosystem. Under Component 1 of the Programme, enterprise and skills development are key to the overarching objectives of the programme. The establishment of a state of the art studio for creativity in film, music, animation and arts will enhance youth access to a centralized creative space, fosters collaboration among young artists, filmmakers, and musicians.

Against the above background and as part of implementation arrangements, the iDICE Programme Coordination Unit (PCU) within the Bank of Industry (BOI) – the Executing Agency for the Programme appointed by the FGN – is seeking to engage the services of a **Transaction Advisory Firm to the iDICE Programme for upgrading of the Nigeria Film Institute (NFI) and the Establishment of a Public Private Partnership (PPP) “Film Studio” Project**.

2. Objectives

The objective of this assignment is to engage the services of a transaction advisory firm to provide expert guidance and support in structuring, negotiating, and executing financial and operational aspect of the project. The advisor will ensure that the investment framework is designed to attract private sector participation, provide advisory services for the procurement of a private partner in line with all implementing regulations.

Firm shall undertake:

¹ More details about the iDICE Programme as documented in the Program Appraisal Report (PAR) can be accessed at <https://www.afdb.org/en/documents/nigeria-investment-digital-and-creative-enterprises-i-dice-program-project-appraisal-report>

A. Nigeria film Institute:

- I. Develop a comprehensive and costed action plan for upgrade of the institution
- II. Provide design and procurement documentation support

B. PPP film Studio

- I. A comprehensive feasibility study for the project.
- II. Provide advisory services for the procurement of a private partner.

3. Scope of work

The consultancy will involve the following key activities:

Nigeria film Institute:

The objective is to transform NFI into a leading film education and production hub.

Phase 1: Validation of Intervention Scope and Collaborative Action Planning

(i) Validation and Stakeholder Engagement: Conduct extensive consultations with the private sector, National Film Institute (NFI), Federal Ministry of Arts, Culture and Creative Economy, Nigerian Film Corporation (NFC), and other relevant stakeholders to validate the scope of interventions.

(ii) Develop a comprehensive and costed action plan focusing on:

- Technology and infrastructure requirements
- Human capacity development
- Enhanced market presence and industry-aligned partnerships
- Financial sustainability and regulatory requirements

Phase 2: Design and Procurement Support

- (i) **Technical Design and Bill of Quantities (BOQs):** Support the development of detailed design documents and accurate BOQs for all prioritized infrastructure and technology upgrades identified in Phase 1, ensuring compliance with industry standards and project specifications.
- (ii) **Preparation of Procurement Documents:** Assist in preparing complete and compliant procurement documents, including Requests for Proposal (RFPs), Invitations to Tender (ITTs), Terms of Reference (TORs), and bid evaluation

criteria, aligned with African Development Bank procurement framework and guidelines.

Consultant Support Role: The consultant will not participate directly in the procurement process implementation (such as bid evaluation or contract award) but will provide critical advisory services, ensuring procurement documents capture technical and operational requirements for transparent and competitive tendering.

Compliance and Risk Mitigation: Ensure that all procurement documents and designs incorporate AfDB policies on eligibility, environmental and social safeguards, anti-corruption measures, and risk management to uphold fiduciary standards and transparency.

PPP film Studio

Phase 1

- a. Undertake a comprehensive feasibility study for the Project:
The transaction advisor will be required to produce a comprehensive feasibility study for the Project using a public sector comparator and PPP reference models. This must enable the iDICE Programme to determine:
 - Full project cycle costs
 - Affordability limits
 - Risks and their costs
 - Optimal value-for-money methods of delivery
 - Financial sustainability of the project
 - Recommend procurement options in line with the African Development Bank’s procurement guidelines.

Phase 2

- b. Provide advisory services for the procurement of a private partner.

4.0 EXPECTED OUTPUT (DELIVERABLES) AND DELIVERABLES

Reports requested from the consultant under this section, represent a base for monitoring the quality and dynamics of performance under the services.

Deliverables, including a suggested indicative due date, are as outlines below:

S/N	DELIVERABLE	DESCRIPTION	ESTIMATED DATE	DUE
A	Nigeria Film Institute			
	Validation and stakeholder	Report of engagement with the private sector, National Film Institute (NFI), Federal	D + Week 6	

Transaction Advisory Service for the “upgrading of the Nigeria Film Institute (NFI) and Establishment of a Public Private Partnership (PPP) Film Studio Project

	engagement report	Ministry of Arts, Culture and Creative Economy, Nigerian Film Corporation (NFC), and other relevant stakeholders to validate the scope of intervention	
	Develop a comprehensive and costed action plan	Report shall cover: <ul style="list-style-type: none"> • Technology and infrastructure requirements • Human capacity development • Enhanced market presence and industry-aligned partnerships • Financial sustainability and regulatory requirements 	D + Week 8
	Design and Procurement Support for the upgrade of the NFI	Deliverable shall include: <ul style="list-style-type: none"> • Technical Design and Bill of Quantity (BoQs) • Preparation of Procurement Documents 	D + Week 12
B	PPP Film Studio		
2	Inception report	This shall detail but not limited to initial observations during preliminary review, stakeholder mapping and engagement (including public sector regulator(s), private sector operators, film associations, guild, NFC, existing studios, distribution channels and major players within creative clusters etc.) and proposed engagement plan, resource requirements and amended schedules if applicable. This would also include review existing body of work including the iDICE Program Appraisal Report and its annexes, NFI studies and the iDICE feasibility study report.	D + Week 4
	Draft study report	This shall detail but not be limited to needs analysis, solution options analysis in line with the implementing regulations (including evaluation and assessment of each option), project due diligence, value assessment, economic and social valuation (particularly on youth	D + Week 12

Transaction Advisory Service for the “upgrading of the Nigeria Film Institute (NFI) and Establishment of a Public Private Partnership (PPP) Film Studio Project

		employment, entrepreneurship, climate resilience and green growth, gender equity, and social service delivery) and procurement strategy	
	Final study report and presentation	A final study, comprising all the above deliverables, must be compiled in a single report in Word format (with relevant annexures), and delivered as both electronic and hard copy documents. All financial models must be in Excel format, and must clearly set out all assumptions made, sensitivity analyses carried out, and model outputs. The financial models must be sufficiently adaptable for use by others at later stages. The feasibility study must be presented with a thorough executive summary and must be accompanied by a PowerPoint presentation that encapsulates all the key features of the study. The executive summary and PowerPoint presentation must be compiled in such a manner that the Client's management and coordinating unit can use them for decision-making purposes.	D + Week 16
	Technical Support for the procurement of a private partner for the PPP Project	Provide necessary technical, legal and financial advisory support for the procurement of a private partner including but not limited to all the necessary drafting (developing PPP agreement templates/drafting support of MoUs and a risk mitigation matrix etc.), stakeholders' communication (workshops, pre-qualification/bid conference etc.) and administrative support necessary for the entire procurement process in line with the implementing regulations.	D + week –44
	Close out and final closure report	Provide a comprehensive close-out and PPP management report in line with the	D + week 46

		provisions of the PPP agreement to help the Client in the management and its risks, rights and obligations after the financial close. The management plan will be delivered no later than 10 days before financial close. This will be followed by a workshop with the Client's project team to discuss project implementation and management of Client's rights and obligations over the term of the Project. Financial closure signifies that all the procurement deliverables have been successfully completed, and that the transaction advisor's work is finished	
--	--	--	--

Where D is the contract signature date and the number of days reflect calendar days added to the contract signature date

The Consultant shall prepare comprehensive reports for the iDICE programme through the Programme Coordination Unit (PCU). The reports should be well organized, data-driven, and presented in a clear and easily understandable format.

5.0 CLIENTS INPUT AND DURATION

The PCU shall provide all relevant project reports, documents, etc. relating to the project and qualified counterpart personnel to work in close coordination with the consultant.

6.0 MINIMUM QUALIFICATION AND EXPERIENCE

- Proven track record in providing transaction advisory services for PPP or infrastructure projects, especially in sectors like creative industries, or technology.
- Experience in conducting feasibility studies, financial modelling, and procurement advisory.
- Strong understanding of the digital and creative industries, particularly film, music, and arts.
- Strong knowledge of infrastructure design, procurement documentation, and adherence to development finance institution (DFI) procurement procedures.
- At least 3–5 successfully completed PPP or similar advisory assignments in the last 5–10 years.

Transaction Advisory Service for the “upgrading of the Nigeria Film Institute (NFI) and Establishment of a Public Private Partnership (PPP) Film Studio Project

- Familiarity with Nigerian PPP laws, procurement regulations, and the creative industry landscape.
- Experience in managing consultations with government agencies, private sector actors, and community stakeholders.
- Proven capacity to prepare and implement ESIA/ESMP
- A qualified team with expertise in finance, economics, law, engineering, and creative sector development.

Team Lead / Project Director

- **Minimum Qualification:** Master's degree (MA/MSc/MBA) in Economics, Finance, Business Administration, Public Policy, or related field.
- **Experience:** At least **10 years** of experience in leading PPP or infrastructure advisory projects, with a minimum of **3 successfully completed PPP transactions**.
- **Skills:** Strong leadership, stakeholder engagement, and project management capabilities.

Financial Expert

- **Qualification:** At least a Bachelor's degree in Finance, Accounting, or Economics; professional certification is an advantage.
- **Experience:** Minimum **7 years** in financial modeling, cost-benefit analysis, and PPP structuring.
- **Deliverables:** Feasibility study financial models, affordability analysis, and value-for-money assessments.

Legal Advisor

- **Qualification:** LLB with specialization or experience in PPP, infrastructure law, or commercial law.
- **Experience:** Minimum **7 years** in drafting PPP agreements, MoUs, and advising on procurement regulations.
- **Deliverables:** Legal frameworks, risk mitigation matrix, and contract templates.

Procurement Specialist

- **Qualification:** Degree in Procurement, Supply Chain Management, or related field.

Transaction Advisory Service for the “upgrading of the Nigeria Film Institute (NFI) and Establishment of a Public Private Partnership (PPP) Film Studio Project

- **Experience:** Minimum **5 years** in donor-funded procurement processes, preferably with AfDB or similar institutions.
- **Deliverables:** RFPs, ITBs, bid evaluation criteria, and compliance documentation.

Creative Industry Specialist

- **Qualification:** Degree in Film, Media, Creative Arts, or related discipline.
- **Experience:** Minimum **5 years** in creative sector development, preferably with experience in studio operations or film institute upgrades.
- **Deliverables:** Industry-aligned recommendations, stakeholder mapping, and ecosystem analysis.

Environmental and Social Safeguards Expert

- **Qualification:** Degree in Environmental Science, Social Development, or related field.
- **Experience:** Minimum **5 years** in ESIA/ESMP preparation and gender inclusion strategies.
- **Deliverables:** Environmental and social impact assessments, gender equity integration.

Engineering/Technical Design Expert

- **Qualification:** Degree in Civil Engineering, Architecture, or related field.
- **Experience:** Minimum **7 years** in infrastructure design and BOQ preparation.
- **Deliverables:** Technical designs, infrastructure upgrade plans, and compliance with industry standards.

References and Documentation

- At least **two (2) client references** from similar completed projects.

7.0 CLIENT CONTRIBUTION: The PCU shall provide the Firm for the duration of the assignment relevant support as may be deemed required.

8.0. METHOD: Quality and Cost Based Selection (QCBS)

9.0 Confidentiality

All data and information obtained during the project must be treated as confidential and used solely for the purpose of this project.

10 Conflict of Interest

Consultant(s) will be required to highlight any areas where there is a potential conflict of interest and should propose mechanisms to resolve or manage these conflicts. This will not be regarded as a negative feature of an application, in as much as the BOI iDICE PCU is satisfied that any conflicts will be handled in a manner consistent with the interests of the project. Wherever possible, prospective Consultant(s) should follow technical, operational and commercial best practices in managing potential conflicts.

Prospective Consultant(s) should note that failure to disclose any material conflict of interest that is subsequently identified in the assessment process will be regarded as a significant negative feature. For joint ventures, the lead partner must have the power of attorney.