



# **Nasarawa State Project Facilitation Fund Governance Rules and Operations Manual**

**Issued by  
Nasarawa Investment and Development  
Agency (NASIDA)**

**on the  
29<sup>th</sup> Day of December, 2025**

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# Acronyms

Acronym	Full Meaning
CA	Contracting Authority
CAPEX	Capital Expenditure
CBA	Cost–Benefit Analysis
DFI	Development Finance Institution
DTN	Disbursement Tracking Number
E&S	Environmental and Social
EIA	Environmental Impact Assessment
ESMP	Environmental and Social Management Plan
FBC	Full Business Case
FCCL	Fiscal Commitments and Contingent Liabilities
FMC	Fund Management Committee
IFRS	International Financial Reporting Standards
MDA	Ministry, Department, or Agency
MoU	Memorandum of Understanding
MTSS	Medium-Term Sector Strategy
MTEF	Medium-Term Expenditure Framework
NASIDA	Nasarawa Investment and Development Agency
NSIF	Nasarawa State Infrastructure Fund
O&M	Operations and Maintenance
OAF	Officer Administering the Fund
OBC	Outline Business Case
OPEX	Operating Expenditure
PAPs	Project-Affected Persons
PCN	Project Concept Note
PEA	Political Economy Analysis
PFM	Public Financial Management
PFF	Project Facilitation Fund
PPP	Public-Private Partnership
RAP	Resettlement Action Plan
RfP	Request for Proposals
RfQ	Request for Qualifications
SEC	State Executive Council
SOE	State-Owned Enterprise
SPV	Special Purpose Vehicle
TA	Transaction Adviser
ToR	Terms of Reference
VfM	Value for Money
VGF	Viability Gap Funding

# Definition of Terms

Term	Definition
<b>Availability Payment</b>	Periodic payments, typically made on a quarterly or other agreed basis, by a Contracting Authority to a Private Partner under certain PPP arrangements, payable subject to the infrastructure or service being available in accordance with the performance standards and specifications set out in the Project Agreement.
<b>Business Plan</b>	The Project Facilitation Fund (PFF) Business Plan approved by the Fund Management Committee, setting out the Fund's strategic objectives, funding priorities, pipeline linkage, and financial projections over a defined planning horizon.
<b>Budget Circular</b>	An official statement issued by the State Ministry of Finance or relevant budget authority to Ministries, Departments, and Agencies outlining policy and technical guidelines for preparation of the State budget, including timelines, ceilings, and prescribed formats.
<b>Commercial Close</b>	The stage at which the Project Agreement is executed between the Contracting Authority and the selected Private Partner following completion of the procurement process and all required approvals.
<b>Contingent Liability</b>	A potential obligation that may arise from a discrete but uncertain future event under a PPP Project Agreement, the occurrence of which is outside the direct control of the State or the Contracting Authority, and whose financial impact depends on whether the event materialises.
<b>Contracting Authority (CA)</b>	Any State Ministry, Department, Agency, State-Owned Enterprise, local government, or Special Purpose Vehicle legally mandated to procure, implement, or manage a project and to enter into a Project Agreement with a Private Partner.
<b>Designated Funds</b>	Funds allocated to the PFF that are unrestricted in legal form but earmarked by the Fund Management Committee for specific purposes or uses, without creating legally binding restrictions.
<b>Development Partner</b>	A bilateral or multilateral development institution, donor agency, or philanthropic organisation that provides grants, loans, technical assistance, or other forms of support to the State or the PFF.
<b>Eligibility</b>	The qualification of a project, activity, or entity to access funding from the PFF, subject to satisfaction of criteria and conditions set out in the PFF Regulation, Guidelines, and approved Financing Policy.
<b>Feasibility Study</b>	A comprehensive study assessing the technical, financial, legal, environmental, social, institutional, and economic viability of

	implementing a project, including its suitability for delivery as a Public-Private Partnership.
<b>Financial Close</b>	The point at which all financing agreements for a project have been executed between the Private Partner and its financiers, and all conditions precedent to funding drawdown have been satisfied, including any direct agreements with the Contracting Authority.
<b>Financing Agreement</b>	An agreement entered into between the PFF and a Development Partner or other funding source, setting out the terms and conditions governing financial or technical support to the Fund.
<b>Fiscal Commitments</b>	Direct and quantified financial obligations incurred by the State in support of a PPP Project, including obligations to make payments, provide capital contributions, or assume defined financial responsibilities essential to project development, implementation, or operation.
<b>Funding Agreement</b>	A legally binding agreement entered into between the PFF and an eligible entity, setting out the terms, conditions, disbursement modalities, reporting requirements, and obligations governing the provision of support under the Fund.
<b>Manual</b>	The Project Facilitation Fund Governance and Operations Manual, as approved by the Fund Management Committee and amended from time to time.
<b>NASIDA</b>	Nasarawa Investment and Development Agency.
<b>Officer Administering the Fund (OAF)</b>	The officer designated under the PFF Regulation or Guidelines to manage and administer the day-to-day operations of the PFF, serve as Secretary to the Fund Management Committee, and act as the Fund Manager.
<b>Private Partner</b>	A private sector entity that enters into a Project Agreement with a Contracting Authority and is responsible for undertaking all or part of a project, including financing, construction, operation, or maintenance, in accordance with the agreement.
<b>Project</b>	The design, development, financing, construction, rehabilitation, expansion, operation, or management of an infrastructure asset, facility, or service, whether new or existing, undertaken under a PPP or other approved delivery structure.
<b>Project Agreement</b>	A legally binding contract entered into between a Contracting Authority and a Private Partner governing rights, obligations, risk allocation, performance standards, and payment mechanisms, including any ancillary or direct agreements.
<b>Public-Private Partnership (PPP)</b>	A contractual arrangement under which a Private Partner performs a public function or service on behalf of a Contracting Authority, receives consideration through public payments, user charges, or both, and assumes significant project risks in accordance with the Project Agreement.
<b>Restricted Funds</b>	Funds provided to the PFF that are subject to legally binding restrictions imposed by the funding source, requiring their use for

	specified purposes only.
<b>Special Purpose Vehicle (SPV)</b>	A legally incorporated entity established solely to implement a specific project, typically formed by the Private Partner to enter into the Project Agreement and ring-fence project risks, assets, and liabilities.
<b>Support Window (Funding Window)</b>	A defined category of financial or institutional support provided under the PFF, each addressing specific stages or needs of project preparation, facilitation, or risk management.
<b>Transaction Adviser</b>	A qualified individual or firm appointed to provide technical, financial, legal, environmental, commercial, or procurement advisory services relating to PPP project preparation, structuring, procurement, negotiation, or financial close.
<b>Unrestricted Funds</b>	Funds made available to the PFF without legal restrictions on their use, to be allocated at the discretion of the Fund Management Committee in accordance with the objectives and Financing Policy of the Fund.



# Section 1: Introduction

The Government of Nasarawa State has established the State Project Facilitation Fund (PFF) through the Regulation No. 2 of 2025 – **Nasarawa State Regulation for the Establishment and Operation of the Project Facilitation Fund**, enacted by the Nasarawa Investment and Development Agency (NASIDA) under Section 12(4) of the Nasarawa State Investment and Development Agency Law, 2020, and in furtherance of the provisions of Section 35 of the First Schedule to the NASIDA Law establishing the **Nasarawa State Infrastructure Fund**.

The PFF draws from the existing Nasarawa State Infrastructure Fund amongst other sources to provide a structured, transparent, and ring-fenced mechanism for supporting **early-stage project preparation, facilitation, and de-risking** for priority public infrastructure and investment projects across the State. This Fund is designed to bridge the critical project preparation gap in Nasarawa State, which has constrained the development of bankable projects capable of attracting private capital.

Through the PFF, Ministries, Departments, and Agencies (MDAs) with infrastructure, PPP, or investment mandates are enabled to access targeted support to identify, structure, and prepare high-impact projects that align with the State's development priorities and infrastructure pipeline. By strengthening project bankability and investment readiness, the PFF seeks to crowd in private sector participation, accelerate infrastructure delivery, and support sustainable economic growth in Nasarawa State..

This Manual responds to the imperative of ensuring strong institutional governance, transparency, and operational effectiveness in the deployment and administration of the Fund. It sets out the key institutional arrangements, fiduciary controls, eligibility criteria, fund management protocols, and reporting mechanisms required to operationalize the PFF in a manner that aligns with the NASIDA Law, national and international standards on project development, implementation, public financial management, and safeguards.

## 1.1 Purpose and Scope of the Manual

This Governance and Operational Manual provides the institutional, operational, and fiduciary and safeguard framework for the effective functioning of the Nasarawa State PFF. It defines the governance structure, outlines the fund management procedures, establishes fiduciary and accountability standards, sets out safeguard measures. Additionally, it details the procedures for application, evaluation, disbursement, and monitoring of funds.

The Manual applies to all stakeholders involved in the lifecycle of the Fund, including:

- a. The Fund Management Committee
- b. Fund Management Sub-Committees
- c. Officer Administering the Fund

- d. The PFF Secretariat
- e. Contracting Authority Development partners and donors
- f. Oversight institutions including but not limited to:
  - a. NASIDA
  - b. Nasarawa State Executive Council
  - c. Nasarawa State Ministry of Finance, Budget and Economic Planning
  - d. Office of the Auditor General of Nasarawa State

It covers both operational support and capital support windows, across all eligible project development phases.

## **1.2 Objectives of the Manual**

The objectives of this Manual are to:

- a. Define a clear governance framework for the administration of the Nasarawa State PFF, including the roles and responsibilities of institutional stakeholders.
- b. Establish transparent procedures for fund allocation, financial management, procurement, and contract administration.
- c. Promote efficiency and value-for-money in the use of public and donor resources.
- d. Provide a standardized approach to project screening, evaluation, and funding decisions.
- e. Ensure accountability, safeguards, and anti-corruption compliance throughout the Fund's operations.
- f. Facilitate effective monitoring, evaluation, and reporting of fund performance and supported projects.
- g. Support the mobilization of private, public, and blended finance by improving the bankability and risk profile of infrastructure projects.
- h. Strengthen coordination among State MDAs, private sector sponsors, and development partners involved in infrastructure development.

## **1.3 Usage of the Manual**

This Manual is a binding governance and operational document for all entities involved in the administration and utilisation of the Nasarawa State PFF. It must be used to:

- a. Guide planning, budgeting, accounting, financial and performance reporting for the Fund
- b. Guide application procedure for support from the Fund.
- c. Guide decisions on eligibility, evaluation, prioritisation, and approval of support to projects/activities from the fund.
- d. Guide the preparation of Fund agreement and disbursement.

- e. Guide procurement and contract management related to approved projects/activities under the Fund.
- f. Guide dispute resolution related to projects/activities supported by the Fund.
- g. Guide monitoring and evaluation, knowledge management and disclosures relating to projects/activities of the Fund.
- h. Ensure adherence to oversight entities, internal controls and safeguard measures.
- i. Inform forms and templates applicable in the course of business under the Fund.

All users of the Manual are expected to be familiar with its contents and to apply its provisions in good faith and full compliance with applicable laws and regulations.

## **1.4. Structure of the Manual**

This Manual is organised into ten core sections and a set of annexes and appendices, designed to provide a comprehensive, systematic, and user-friendly reference for all stakeholders involved in the administration, implementation, and oversight of the Project Facilitation Fund (PFF). Each section of the Manual serves a specific operational, governance, fiduciary or safeguard function and cumulatively forms the standard operating framework for the Fund.

**Section 1: Introduction** - presents the overall purpose, objectives, intended users, and organisational structure of the Manual.

**Section 2: Fund Overview** - defines the core rationale and objectives of the Fund likewise funding sources, scope of eligible activities and beneficiaries, while also clarifying applicable exclusions.

**Section 3: Fund Governance Arrangements** - sets out the institutional structure, roles, and responsibilities of the Fund Management Committee, the Officer Administering the Fund, and the PFF Secretariat, which collectively ensure oversight, strategic alignment, and operational integrity.

**Section 4: Flow of Funds** - outlines the financial flow architecture, including fund accounts, inflow sources, and disbursement protocols, ensuring transparency, traceability, and compliance with public financial management standards.

**Section 5: Operations of the Fund** - describes the business planning processes, financing policies, funding windows, and application management protocols, along with procedures for funding agreements, disbursement, and documentation.

**Section 6: Procurement and Contract Management** – establishes procurement rules covering procurement planning, thresholds, protocols for managing outsourced services and contract management procedures consistent with applicable legal and regulatory frameworks.

**Section 7: Audit and Internal Control** - sets out the internal control framework, audit mechanisms (both internal and external), and procedures for responding to financial irregularities, with emphasis on learning and continuous improvement.

**Section 8: Anti-Fraud, Corruption, and Safeguard Measures** - provide the integrity framework for the Fund, including anti-corruption guidelines, environmental and social safeguards, and institutional mandates for managing these risks.

**Section 9: Duration and Winding Up of the Fund** - outlines provisions for fund continuity, review cycles, conditions for termination or restructuring, and treatment of outstanding commitments.

**Section 10: Fund Performance Management Framework** - describes how the Fund's performance will be measured, monitored, and evaluated through key performance indicators, reporting cycles, and integration with broader knowledge management system.

In addition, the Annexes and Appendices provide standardised forms, templates and tools for implementation including the Terms of Reference for the PFF Secretariat, sample funding agreements, Fund application forms, evaluation scoring sheets, and reporting templates.

## **Section 2: Fund Overview**

### **2.1 Objective of the Fund**

The primary objective of the Nasarawa State PFF is to catalyze the development of a robust pipeline of bankable, climate-aligned, and commercially viable infrastructure projects by financing preparatory and implementation activities required for successful project delivery. The Fund aims to de-risk early-stage project development, crowd-in private and blended capital, and enhance the quality and pace of infrastructure delivery across the State

### **2.2 Functions of the Fund**

The Nasarawa State PFF will perform the following core functions:

- a. Provide funding support for early-stage project development activities that enhance project bankability.
- b. Bridge the capacity and financing gap often associated with the origination, preparation and implementation of PPP and blended-finance projects.
- c. Enable the State to develop a robust and credible project pipeline aligned with its development priorities.
- d. Foster private sector confidence through transparent, well-structured, and investment-ready projects.
- e. Support the implementation of pre-investment studies, stakeholder consultations, legal/institutional reviews, and transaction packaging.

### **2.3 Sources of Funds**

The Nasarawa State PFF will be capitalized from one or more of the following sources:

- a. 5% of the State Internally Generated Revenue pursuant to section 35(2) of the NASIDA Law 2020
- b. Seed capital as may be appropriated by the State government.
- c. Annual budget appropriations from the State government.
- d. Grants or technical assistance from Development Finance Institutions (DFIs), donor agencies, or philanthropic partners.
- e. Returns on fund investments, including interest, capital gains, success fees, etc.
- f. Private sector contributions earmarked for project development
- g. Contributions or co-financing from federal MDAs or agencies for state-federal projects;
- h. Other legally permissible sources, as approved by the Fund Management Committee.

## **2.4 Funding Windows**

To respond effectively to the varied technical, financial, and institutional requirements that arise across the lifecycle of Public- Private Partnership (PPP) projects, the Project Facilitation Fund (PFF) will operate through four (4) clearly defined Funding Windows. Each window is designed to support a specific category of expenditure or institutional need and will be applied in a manner consistent with the Fund's objectives, approved Business Plan, and available resources.

The Fund Management Committee will retain oversight responsibility for the activation, suspension, re- allocation, or prioritisation of resources across the Funding Windows, based on pipeline maturity, fiscal space, and strategic investment priorities of the State.

### **2.4.1 Window 1: Support to Contracting Authorities for Third- Party Project Preparation Costs**

Window 1 provides direct support to Contracting Authorities (CAs) to meet eligible third- party costs incurred in the preparation of PPP projects. The objective of this window is to remove early- stage financial barriers that prevent MDAs from advancing priority projects to investment readiness.

Support under this window will be applied to finance, among others, the following categories of eligible expenditure:

- a. Recoverable land acquisition–related costs, including compensation assessments, resettlement planning, and associated studies;
- b. Consultancy and advisory services related to the State's PPP programme, including sector diagnostics, project identification studies, project concept development, and feasibility studies;
- c. Costs associated with the conduct of competitive tender processes, including project advertisements, investor marketing and communications, preparation of bidding documents, and bid evaluation support;
- d. Engagement and settlement of transaction advisory services, including financial, legal, technical, environmental, and commercial advisers; and
- e. Other project preparation activities that may be approved by the Fund Management Committee from time to time, including stakeholder engagement workshops and project-specific capacity support.

Funding provided under sub- paragraphs (c) and (d) may be structured as recoverable support, subject to conditions defined in the Funding Agreement and in accordance with guidelines approved by the Fund Management Committee.

### **2.4.2 Window 2: Support to the Activities of the PFF Secretariat**

Window 2 provides operational and institutional support to the PFF Secretariat to enable it to discharge its mandate effectively and sustainably. This window recognises that a functional and well- resourced Secretariat is critical to pipeline development, fund administration, and fiduciary compliance.

Eligible expenditures under this window will include, but not limited to:

- a. Consultancy and specialist advisory services required for fund administration, pipeline management, or policy support;
- b. Capacity building and professional development programmes for Secretariat staff and collaborating MDAs;
- c. Acquisition and maintenance of office equipment, information systems, digital platforms, and associated software;
- d. Research, analytical work, and development of tools, templates, and guidance materials;
- e. Establishment and maintenance of knowledge management systems and reporting frameworks; and
- f. Recurrent operational and administrative costs of the PFF Secretariat, subject to approved budget limits.

Funding under Window 2 will be approved through the annual work plan and budget process of the PFF and will be subject to oversight by the Fund Management Committee.

### **2.4.3 Window 3: Provision of Viability Gap Funding (VGF) to Projects**

Window 3 enables the PFF to provide Viability Gap Funding to eligible PPP projects that are economically or socially justified but are not fully commercially viable on a standalone basis. The objective of this window is to crowd in private investment while ensuring value- for- money and fiscal sustainability.

Support under this window may take one or more of the following forms, as approved by the Fund Management Committee and documented in the relevant Project and Funding Agreements:

- a. Capital grants provided during project construction, including support toward construction costs, land acquisition, resettlement, or environmental remediation undertaken after execution of a Project Agreement;
- b. Recoverable advances provided to a Contracting Authority to meet specific project- related obligations;

c. Other recoverable financial support mechanisms approved in line with the PFF's financing policy; or

d. Loans, equity contributions, or other financing instruments made available to a project in accordance with an approved Project Agreement.

The Officer Administering the Fund will periodically advise the Fund Management Committee on emerging categories of VGF or financing instruments necessary to support the objectives of the PFF.

#### **2.4.4 Window 4: Provision of Liquidity to Meet Contingent Liabilities Arising from Projects**

Window 4 provides a structured source of liquidity to address short- term fiscal exposure arising from Contingent Liabilities triggered under approved PPP Project Agreements. This window is intended as a risk- management backstop and not as a substitute for prudent fiscal planning by Contracting Authorities.

The PFF may be applied under this window to meet Contingent Liabilities arising from the implementation of a Project Agreement where such liabilities:

a. Cannot be accommodated under existing State fiscal or treasury management frameworks;

b. Do not arise from obligations for which a Contracting Authority has already received budgetary provision; and

c. Are validated by the Fund Management Committee as eligible for interim support.

Contingent Liabilities arising directly from the default of a Contracting Authority will remain the responsibility of that Contracting Authority. However, in exceptional circumstances and as a last resort, a Contracting Authority may apply to the PFF for a recoverable advance to meet such obligations, subject to strict conditions and repayment terms.

Where a Contingent Liability arises from circumstances beyond the control of both the Contracting Authority and the private party, and is confirmed as non- recoverable, the Fund Management Committee may approve settlement under the PFF in accordance with approved guidelines.



Table 2.1: Summary and Comparison of the Funding Windows

<b>Funding Window</b>	<b>Primary Objective</b>	<b>Eligible Uses / Funding Areas</b>	<b>Special Conditions / Modalities</b>
<b>Window 1: Support to Contracting Authorities for Third-Party Project Preparation Costs</b>	To remove early-stage financial barriers and enable Contracting Authorities (CAs) and MDAs to advance priority PPP projects to investment readiness	<ul style="list-style-type: none"> <li>• Recoverable land acquisition–related costs, including compensation assessments, resettlement planning, and associated studies</li> <li>• Consultancy and advisory services for PPP programme development, including sector diagnostics, project identification, concept development, and feasibility studies</li> <li>• Costs of competitive procurement processes, including advertisements, investor marketing, preparation of bidding documents, and bid evaluation support</li> <li>• Engagement of transaction advisers (financial, legal, technical, environmental, commercial)</li> <li>• Other approved project preparation activities, including stakeholder engagement workshops and project-specific capacity support</li> </ul>	<ul style="list-style-type: none"> <li>• Funding for procurement processes and transaction advisory services may be structured as <b>recoverable support</b></li> <li>• Recoverability conditions to be clearly defined in the Funding Agreement</li> <li>• Subject to guidelines approved by the Fund Management Committee (FMC)</li> <li>• FMC retains discretion to approve additional eligible activities</li> </ul>
<b>Window 2: Support to the Activities of the PFF Secretariat</b>	To provide operational, institutional, and fiduciary support required for effective and sustainable functioning of the PFF	<ul style="list-style-type: none"> <li>• Consultancy and specialist advisory services for fund administration, pipeline management, and policy support</li> <li>• Capacity building and</li> </ul>	<ul style="list-style-type: none"> <li>• Funding approved through the <b>annual work plan and budget</b> of the PFF</li> <li>• Expenditure subject to approved budget ceilings</li> </ul>

	Secretariat	<p>professional development for Secretariat staff and collaborating MDAs</p> <ul style="list-style-type: none"> <li>• Acquisition and maintenance of office equipment, IT systems, digital platforms, and software</li> <li>• Research, analytical work, and development of tools, templates, and guidance materials</li> <li>• Knowledge management systems and reporting frameworks</li> <li>• Recurrent operational and administrative costs of the Secretariat</li> </ul>	<ul style="list-style-type: none"> <li>• Oversight and approval exercised by the Fund Management Committee</li> <li>• Focused on institutional sustainability rather than project-specific support</li> </ul>
<b>Window 3: Provision of Viability Gap Funding (VGF) to Projects</b>	To crowd in private investment into economically or socially justified PPP projects that are not fully commercially viable on a standalone basis	<ul style="list-style-type: none"> <li>• Capital grants during construction, including support for construction works, land acquisition, resettlement, or post-agreement environmental remediation</li> <li>• Recoverable advances to Contracting Authorities for specific project-related obligations</li> <li>• Other recoverable financial support mechanisms approved under the PFF financing policy</li> <li>• Loans, equity contributions, or other financing instruments provided in line with an approved Project Agreement</li> </ul>	<ul style="list-style-type: none"> <li>• Instruments and structure subject to approval by the Fund Management Committee</li> <li>• Must be documented in Project and Funding Agreements</li> <li>• Designed to ensure <b>value-for-money and fiscal sustainability</b></li> <li>• Officer Administering the Fund to periodically advise FMC on emerging VGF instruments</li> </ul>
<b>Window 4: Provision of Liquidity to Meet</b>	To provide a structured liquidity backstop for short-term fiscal	<ul style="list-style-type: none"> <li>• Interim liquidity support to meet validated Contingent Liabilities arising from approved Project</li> </ul>	<ul style="list-style-type: none"> <li>• Applicable only where liabilities: <ul style="list-style-type: none"> <li>i. cannot be absorbed within existing State</li> </ul> </li> </ul>

<b>Contingent Liabilities Arising from Projects</b>	exposure arising from eligible Contingent Liabilities under PPP Project Agreements	Agreements where such liabilities cannot be accommodated within existing fiscal or treasury frameworks	<div> <div> fiscal frameworks;</div> <div> ii. are not already budgeted by the Contracting Authority; and</div> <div> iii. are validated as eligible by the Fund Management Committee</div> </div> <ul style="list-style-type: none"> <li>• Not a substitute for prudent fiscal planning</li> <li>• Defaults of a Contracting Authority remain its responsibility, except in exceptional cases where a <b>recoverable advance</b> may be approved as a last resort</li> <li>• Non-recoverable liabilities arising from force-majeure-type events may be settled subject to FMC approval and guidelines</li> </ul>
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## **2.5 Eligible Projects and Activities**

### **2.5.1 Eligible Projects**

- a. Eligible projects must:
  - i. Originate from or be endorsed by State Government MDAs or Special Purpose Vehicles formed in line with the State PPP Framework to implement specific PPP projects on behalf of the State;
  - ii. Align with the prevailing State Development Plan, Sectoral Strategies, or medium-term investment priorities;
  - iii. Be intended for private sector participation through Public-Private Partnership (PPP), Private Finance Initiative (PFI), Development Finance Institution financing, or blended finance instruments, provided these do not rely solely on public financing.
- b. Unsolicited proposals shall not be eligible for support under the Project Facilitation Fund (PFF), in line with the State's commitment to competitive and transparent project origination. Notwithstanding the above, an unsolicited proposal may qualify for PFF consideration only if it has been duly approved through the Unsolicited Proposals Process defined in the State Public-Private Partnership (PPP) Framework. Such approval shall require:
  - i. Formal submission of the proposal to the PFF Secretariat;
  - ii. Demonstration of unique intellectual property, proprietary technology, or demonstrable innovation not otherwise available in the open market;
  - iii. Completion of a value-for-money (VfM) assessment conducted or validated by the NASIDA PPP Secretariat;
  - iv. A competitive tendering process to determine the final private sector partner, in accordance with applicable procurement and PPP laws; and
  - v. Endorsement by the Fund Management Committee that the project meets eligibility and strategic alignment criteria under this Regulation.
- c. The Fund shall not be used to finance proposal development costs for unsolicited projects prior to their approval under the process described in 2.4.1 (b).

### **2.5.2 Eligible Activities**

In line with the Funding Windows, the PFF may finance the following activities, either directly or through performance-based mechanisms:

- a. Identification, scoping, prioritisation, and preliminary screening of infrastructure and PPP projects based on state development plans and sector strategies;

- b. Pre-feasibility and feasibility studies, including technical, economic, financial, institutional, and risk analyses, including other specialist studies such as demand assessments, asset evaluation, and related;;
- c. Preparation of Outline Business Cases (OBCs) and Full Business Cases (FBCs) in compliance with national or subnational PPP guidelines;
- d. Environmental and Social Impact Assessments (ESIA), Environmental and Social Management Plans (ESMP), climate risk screening, and other safeguards-related documentation;
- e. Legal and institutional reviews, regulatory due diligence, and project structuring options analysis, including recommendations on PPP modalities;
- f. Market sounding, stakeholder consultations, investor roadshows, transaction packaging, and promotion of investment opportunities;
- g. Development of procurement documentation such as Requests for Qualifications (RfQs), Requests for Proposals (RfPs), and draft concession or service agreements;
- h. Engagement of qualified Transaction Advisers to support project appraisal, conduct of studies, transaction structuring, market sounding, procurement, contract negotiation, and financial close.
- i. Financial structuring support, including viability gap assessments, funding strategies, blended finance analysis, and PPP bankability assessments;
- j. Land acquisition-related studies, preparation of resettlement frameworks or Resettlement Action Plans (RAPs).
- k. Design, evaluation, and provision of contingent liability instruments (e.g., government guarantees, availability payment structures, and termination compensation clauses) to enhance investor confidence and mitigate project risks, subject to the State Contingent Liability Management Framework ;
- l. Provision of capital grants or Viability Gap Funding (VGF) for projects that are socially or economically important but commercially marginal, subject to appropriate fiscal safeguards and value-for-money assessments;
- m. Coverage of other pre-investment obligations critical to de-risking or accelerating project readiness, including deep stakeholder engagement processes, legal compliance measures, and baseline data collection for complex projects.
- n. Operating Expenditure of the PFF Secretariat;
- o. Capacity building and institutional strengthening for Contracting Authorities and relevant PPP actors, including training, technical assistance, peer learning, knowledge exchange, and development of standardised tools or templates to support improved PPP project preparation and delivery.

## **2.6. Eligible Entities for Funding**

Access to funding will be open to the following entities:

- a. State Ministries, Departments and Agencies (MDAs);

- b. State-Owned Enterprises (SOEs), Special Purpose Vehicles (SPVs) formed in line with the State PPP Framework to implement specific PPP projects on behalf of the State, or Agencies legally mandated to develop infrastructure or PPPs;

## **2.7. Exclusions from Funding**

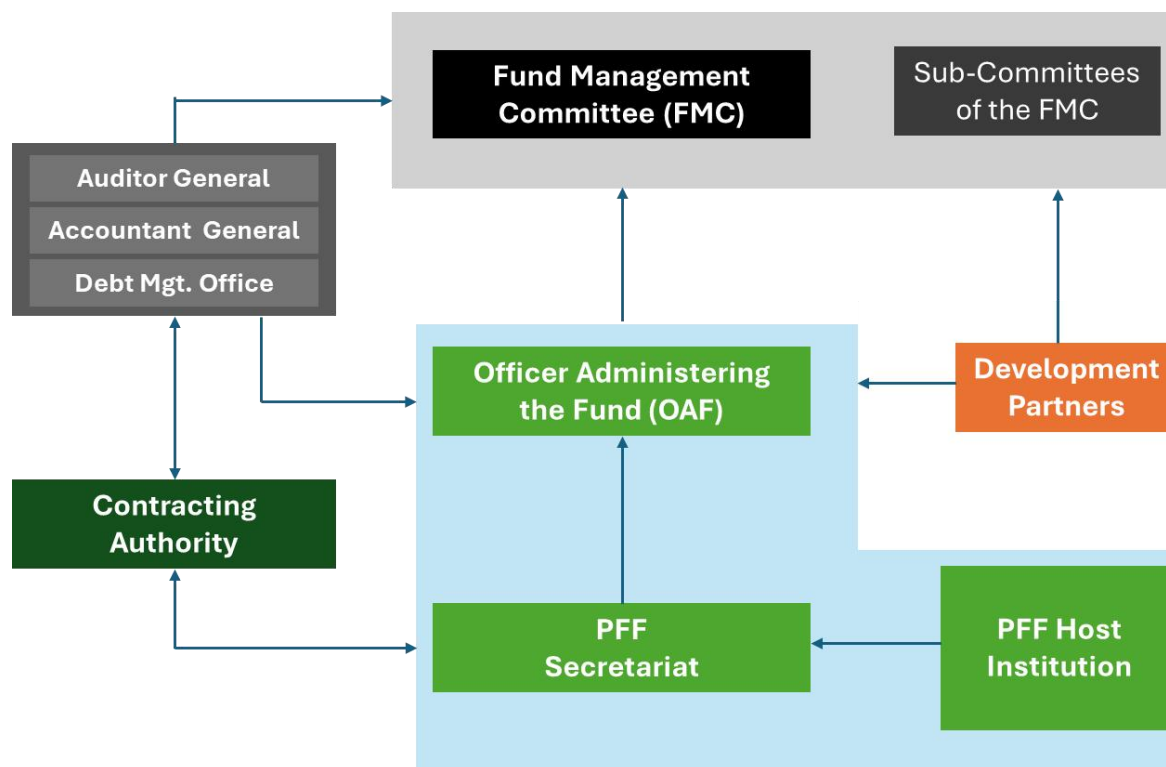
The Fund will not finance the following:

- a. Physical infrastructure or capital project implementation costs, except those relating to capital grants or VGF;
- b. Operating expenditures of MDAs (Except the PFF Secretariat) or political offices
- c. Completed studies or retroactive reimbursements;
- d. Projects that lack official state endorsement or are outside formal investment plans;
- e. Political, non-transparent, or non-bankable projects with unclear development logic.

## Section 3: Fund Governance Arrangements

This section outlines the institutional framework and governance arrangement pertaining to the PFF. It clarifies the roles and responsibilities of various stakeholders in the governance and operations of the Fund. Figure 3.1 below illustrates the PFF governance structure and the relationship with key stakeholders of the PFF.

Figure 3.1: PFF Structure



### 3.1 Fund Management Committee

The Fund Management Committee (hereinafter referred to as "the FMC ") will serve as the apex governance body responsible for the strategic oversight, high-level coordination, and operational integrity of the Project Facilitation Fund (PFF). The FMC will play a central role in ensuring the Fund's alignment with State priorities, its fiduciary soundness, and the efficient and transparent deployment of resources to facilitate project preparation and implementation.

#### 3.1.1 Mandate and Responsibilities

The Fund Management Committee will have the following specific functions:

- a. Approve annual workplan, business and financial plan.

- b. Approve annual procurement plan of the fund.
- c. Approve the estimates of annual revenue and expenditure of the Fund and recommending the estimates for State Executive Council Approval.
- d. Ensure that annual estimates of revenue and expenditure for all funding windows include cumulative commitments for the financial year.
- e. Approving policies, guidelines, frameworks, and templates for the operation of the Fund
- f. Provide strategic direction and oversight for the implementation of the Fund, including the review and periodic update of its guidelines, templates, frameworks, and alignment with government priorities and sectoral strategies.
- g. Approve project funding applications submitted through the PFF Secretariat, based on recommendations from the Technical Appraisal Team and in line with pre-established eligibility and appraisal criteria.
- h. Approve resource allocation/re-allocation decisions and authorize disbursements across different funding windows
- i. Receive quarterly and annual reports from the PFF Secretariat on fund performance, disbursement status, and outcomes of supported projects; commission mid-term and end-of-programme evaluations, where applicable.
- j. Address escalated issues related to project eligibility, appraisal decisions, or fiduciary concerns.
- k. Ensure effective risk management practices are embedded in Fund operations.
- l. Approve and review investment of surplus funds in the Fund
- m. Facilitate inter-agency coordination and promote information sharing between Ministries, Departments and Agencies (MDAs), private sector actors, and development partners.

### 3.1.2 Composition of the Fund Management Committee

The Fund Management Committee will be constituted as follows:

- a. The **Board of the NASIDA** will serve as the Fund Management Committee for the PFF. Where the Board is already empowered with a governance mandate covering project finance or investment facilitation, it will assume this function directly.
- b. Where necessary to effectively discharge its responsibilities, and where such representation is not already part of the existing Board composition, the Fund Management Committee shall include or be expanded to include representatives of the following State Ministries, Departments, and Agencies, provided that such representatives shall not be below the rank of Director
  - i. Nasarawa State Ministry of Finance, Budget and Economic Planning
  - ii. Nasarawa Investment and Development Agency
  - iii. Nasarawa State Debt Management Office (DMO)
  - iv. Nasarawa State Ministry of Justice;
  - v. Nasarawa State Bureau of Public Procurement



- vi. Nasarawa State Auditor General
  - vii. Nasarawa Ministry of Trade, Industry and Investment
- c. The Fund Management Committee may additionally recommend the appointment of **one (1) external member** as an independent expert or private sector representative with demonstrated experience in project finance, public-private partnerships, infrastructure development, or a related field. This inclusion will enhance objectivity, bring in industry insights, and strengthen decision-making quality.

### 3.1.3 Chairperson and Secretary

- a. The Chairperson of the Fund Management Committee will be the Chair of the Host Institution's Board or any person so delegated by the Board for this purpose.
- b. The **Secretary of the Fund Management Committee** will be the Officer Administering the Fund and serving as Head of the PFF Secretariat. The Secretary will:
  - i. Convene and facilitate Fund Management Committee meetings.
  - ii. Maintain and disseminate records of the Fund Management Committee's proceedings
  - iii. Coordinate the submission of project appraisal reports, funding requests, and performance updates.
  - iv. Facilitate other administration request to support the functions of the Fund Management Committee.

The Secretary **will not have voting rights** in the decision-making process but will serve as the operational liaison between the Fund Management Committee and the PFF Secretariat as well as sub-committees established to support the technical functions of the Fund Management Committee.

#### c. Meeting Frequency and Quorum

- i. The Fund Management Committee shall meet at least **quarterly** and may convene extraordinary sessions as required based on the volume of funding applications or emerging governance issues.
- ii. A quorum will consist of **at least two-thirds of Committee members**, including representation from both financial and legal arms of government. Decisions will be made by simple majority of voting members present.

#### d. Conflict of Interest and Confidentiality

- i. All Committee members must declare any **actual or perceived conflict of interest** in relation to funding applications under review and must recuse themselves from related decision-making processes.

- ii. Committee deliberations, funding decisions, and applicant information will be treated as **confidential**, and members will adhere to strict ethical standards in handling sensitive data and information related to funding applications and operations of the Fund.

## **3.2 Officer Administering the Fund**

- a. The Head of the PPP Secretariat established pursuant to the Nasarawa State Investment and Development Agency Law 2020 shall, by virtue of office, serve as the Officer Administering the Fund.
- b. In the performance of his or her functions under this Manual, the Officer Administering the Fund shall act subject to the oversight of the Fund Management Committee and in accordance with the provisions of the NASIDA Law and this Regulation.

### **3.2.1 Duties of the Officer Administering the Fund:**

- i. Coordinate fund operations in line with approved procedures.
- ii. Serve as Secretary to the Fund Management Committee.
- iii. Advises the Fund Management Committee on matters relating to administration of the Fund
- iv. Coordinate the development of annual workplan
- v. Coordinate the development of business and financial plans
- vi. Ensure compliance with financial, non-financial and procurement requirements and regulations.
- vii. Coordinate the development funding agreements and documentation necessary to effectuate disbursement from the Fund.
- viii. Ensure establishment of proper systems of control and oversight over operations of the fund.
- ix. preparation of budget estimates for annual revenue and expenditure of the Fund.
- x. Coordinate the preparation of quarterly, annual financial and non-financial performance reports.
- xi. Ensuring that the PFF maximizes on its impact.
- xii. Liaise with MDAs, consultants, and technical partners.

## **3.3 PFF Secretariat**

- a. For the purposes of administering the Project Facilitation Fund, the Public-Private Partnership (PPP) Secretariat established within NASIDA shall be designated as the Project Facilitation Fund (PFF) Secretariat.
- b. The Head of the PPP Secretariat shall serve as the Head of the PFF Secretariat by virtue of office and shall be responsible for coordinating PFF Secretariat functions.
- c. The PFF Secretariat shall provide secretariat and technical support to the Fund Management Committee and shall perform its functions in accordance with this Regulation, the NASIDA Law, and directives issued by the Fund Management Committee.

#### **3.3.1 Structure and Staffing:**

- i. The PFF Secretariat will be headed by the Officer Administering the Fund.
- ii. The PFF Secretariat will be staffed by professionals with expertise in project finance, legal advisory, procurement, and infrastructure project development.
- iii. Staff may be engaged full-time or seconded from relevant MDAs or technical partners based on workload and capacity needs.

#### **3.3.2 Core Functions of the PFF Secretariat:**

- i. Develop and monitor annual workplans for the Fund
- ii. Develop and monitor business and financial plans for the Fund
- iii. Develop and monitor annual procurement plans for the Fund.
- iv. Develop and publish with approval of the Fund Management Committee guidelines and procedures for making and processing applications made under the Fund by contracting authorities.
- v. Prepare funding agreements and documentation necessary to effectuate disbursement from the Fund.
- vi. Conduct procurement for the Fund.
- vii. Receive and process applications for funding support;
- viii. Coordinate procurement of consultants and transaction advisors;
- ix. Monitor project implementation and reporting requirements;
- x. Monitoring the implementation of PPP Project funded by the PFF and the realization of benefits.
- xi. Maintain financial and operational records of the Fund;
- xii. Support knowledge management and capacity building of MDAs

The PFF Secretariat will operate under approved standard operating procedures and may utilise digital systems and templates to improve efficiency and transparency.

### 3.4 Key Stakeholders

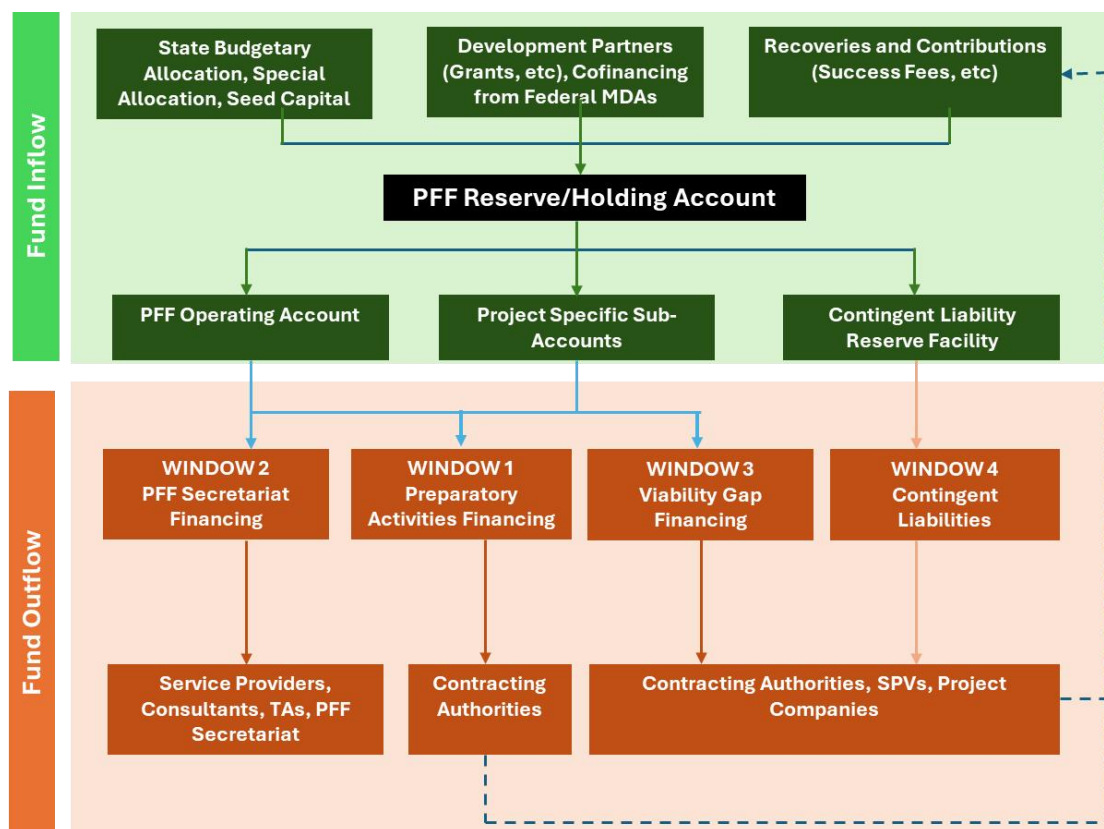
Stakeholder	Roles and Responsibilities
<b>Governor / State Executive Council</b>	<ul style="list-style-type: none"> <li>i. Provide overarching policy direction and political commitment</li> <li>ii. Approve capitalisation of the Fund</li> <li>iii. Appoint Officer Administering the Fund and Committee Members</li> </ul>
<b>Fund Management Committee</b>	<ul style="list-style-type: none"> <li>i. Provide strategic oversight and ensure effective governance of the Fund</li> <li>ii. Approve eligible funding applications and disbursement schedules</li> <li>iii. Endorse Fund guidelines, templates, frameworks and procedures</li> <li>iv. Adoption of the Fund's financial / non-financial reports</li> </ul>
<b>Officer Administering the Fund</b>	<ul style="list-style-type: none"> <li>i. Coordinate daily operations of the Fund</li> <li>ii. Serve as Secretary to the Fund Management Committee</li> <li>iii. Advises the Fund Management Committee on matters relating to administration of the Fund</li> <li>iv. Ensure compliance with financial, procurement and safeguard requirements</li> <li>v. Liaise with MDAs, consultants, and fund partners</li> <li>vi. Resource mobilisation</li> </ul>
<b>PFF Secretariat</b>	<ul style="list-style-type: none"> <li>i. Provide technical and administrative support to the Fund</li> <li>ii. Process funding requests and procurement</li> <li>iii. Maintain records, support reporting, and manage capacity building</li> </ul>
<b>Contracting Authority</b>	<ul style="list-style-type: none"> <li>i. Recipients of PFF Support.</li> <li>ii. Where required, provide a proportion of funding to the PFF with respect to Contingent Liabilities</li> <li>iii. Make funding applications in line with the guidelines provided by the Fund and in the prescribed form(s);</li> <li>iv. Meet all the contractual obligations arising out of the Funding Agreement with the Fund;</li> <li>v. Present budgetary projections of their funding requirements to the Fund for planning purposes;</li> <li>vi. In conjunction with the Debt Management Department, submit to the Officer Administering the Fund annually estimates of Contingent</li> </ul>

	<ul style="list-style-type: none"> <li>vii. Liabilities from eligible Project;</li> <li>viii. Make all agreed upon repayments on advances to the Fund in a timely fashion;</li> <li>ix. Ensure that the funds received from the PFF are used for the intended purpose; and</li> <li>ix. Ensure timely reporting as outlined in the Funding Agreement.</li> </ul>
<b>Ministry of Finance</b>	<ul style="list-style-type: none"> <li>i. Coordinate with the debt management Department to advise on fiscal affordability and fiscal risks including estimation of contingent liability.</li> <li>ii. Represent fiscal oversight in Committee sessions</li> </ul>
<b>Ministry of Budget and Planning</b>	<ul style="list-style-type: none"> <li>i. Issue guideline on budgeting by the Fund.</li> <li>ii. Advise on Medium-Term development plans and Sector strategies as relate to infrastructure projects.</li> <li>iii. Participate in Committee deliberations</li> <li>iv. Track progress towards developmental targets</li> </ul>
<b>Office of the Accountant General</b>	<ul style="list-style-type: none"> <li>i. Maintain designated fund accounts</li> <li>ii. Ensure timely disbursement of approved funds</li> <li>iii. Collaborate with PFF Secretariat on financial reporting and compliance</li> </ul>
<b>Office of the Auditor General</b>	<ul style="list-style-type: none"> <li>i. Oversee periodic audit of Fund operations</li> <li>ii. Ensure compliance with public finance management standards</li> <li>iii. Report findings to oversight bodies</li> </ul>
<b>PPP Agency / PPP Unit</b>	<ul style="list-style-type: none"> <li>i. Provide technical support in transaction structuring</li> <li>ii. Ensure projects follow PPP frameworks and guidelines <ul style="list-style-type: none"> <li>- Participate in review of project submissions and templates</li> </ul> </li> </ul>
<b>Development Partners</b>	<ul style="list-style-type: none"> <li>i. Provide technical assistance and co-financing (where applicable)</li> <li>ii. Support institutional strengthening and capacity building</li> <li>iii. Contribute to transparency and best practices</li> </ul>
<b>Transaction Advisors / Consultants</b>	<ul style="list-style-type: none"> <li>i. Deliver technical, financial, legal, and environmental advisory services</li> <li>ii. Support transaction preparation in line with ToRs</li> <li>iii. Liaise with MDAs and PFF Secretariat</li> </ul>
	<ul style="list-style-type: none"> <li>i.</li> </ul>
<b>State House of Assembly / Oversight Committees</b>	<ul style="list-style-type: none"> <li>i. Provide legislative oversight over the Fund</li> <li>ii. Review periodic performance and audit reports</li> <li>iii. Approve annual budgetary appropriation for the Fund</li> </ul>

## Section 4: Flow of Funds

To ensure transparency, accountability, and operational efficiency, the Project Facilitation Fund (PFF) will operate a clear framework for managing the flow of funds. This includes the opening and use of dedicated accounts, mechanisms for fund inflows from multiple sources, and structured protocols for disbursements and outflows in line with approved financial management procedures.

Figure 4.1: Flow of Funds



### 4.1 Fund Bank Accounts

The PFF will maintain distinct bank accounts to manage various fund operations. These will be held with a reputable financial institution. The fund will comprise:

- a. **PFF Reserve or Holding Account (s)**
  - i. Receives capital contributions and Annual budget appropriations from the State Government.
  - ii. Receives capital contributions from Development Partners, Donors and Philanthropic partners.
  - iii. Collects investment income, success fees, and recoveries from Contracting Authorities.

- iv. Acts as the main repository for all fund inflows prior to disbursement.
- b. **PFF Operating Account (s)**
  - i. Used for routine, day-to-day disbursements and payment processing.
  - ii. All approved payments to service providers, consultants, and transaction advisors will be made from this account.
- c. **Project-Specific Sub-Account(s)**
  - i. Dedicated accounts may be created for specific projects, windows, or donor-restricted inflows.
  - ii. Allows accountability, transparency and monitoring of designated funds, and audit compliance.
  - iii. Under-utilised Funds may be re-allocated between sub-accounts to meet reprioritized funding needs or application determined by the PFF secretariat and approved by the Fund Management Committee.
- d. **Contingent Liability Reserve Facility (linked to the Operations Account)**
  - i. This facility receives dedicated allocations for Contingent Liability coverage.
  - ii. The maximum balance will be capped as per guidelines by Fund Management Committee.

All accounts will be traceable, coded for auditability, and incorporated into periodic fund reporting.

## **4.2 Inflows to the Fund**

The PFF will receive funds from the following sources, each with a defined process of mobilization:

### **4.2.1 State Budgetary Allocations**

- a. Funds will be appropriated through the State budget and released by the Office of the Accountant General.
- b. The release process include the Governor's approval,
- c. Funds are credited to the Reserve/Holding Account before being allocated to the Operating Account.

### **4.2.2 Development Partners**

- a. Where partners have unique fund disbursement rules and same has been agreed to by the government, the PFF will comply with such provisions.

### **4.2.3 Recoveries and Contributions**

- a. Contracting Authorities will remit recoverable advance repayments, success fees, and proportional contributions (e.g., for Contingent Liability liquidity support). All inflows will be deposited in the Reserve
- b. Private sector counterparties will remit agreed obligations (e.g., PPP success fees). All inflows will be deposited project-specific accounts.

## **4.3 Outflows from the Fund**

Disbursements from the PFF will be aligned to the approved windows and fund management framework:

### **4.3.1 Types of Disbursements**

- a. **Lump-sum Payments:** One-off payments tied to a specific activity or deliverable.
- b. **Milestone-based Payments:** Tranches released upon verification of milestones/deliverables.
- c. **Retainer Fees:** Monthly/quarterly payments for services provided under framework contracts.

### **4.3.2 Disbursement Process**

Disbursement shall be made in accordance with approved project proposal, executed funding agreement and disbursement schedules tied to deliverables.

- a. Officer Administering the Fund validates request for payment from Contracting Authorities,
- b. Supporting documents (e.g., Approved project proposal, funding agreement, milestones, invoices, reports) are reviewed
- c. Funds are released from the relevant Account to beneficiaries.
- d. Payments are recorded, reconciled, and reflected in PFF's fund management system.

### **4.3.3 Contingent Liability Financing**

- a. Payments made in response to Contingent Liabilities triggered by PPP contracts.
- b. Repayment by the Contracting Authority in the subsequent fiscal cycle will be mandatory for all PFF disbursements used to honour contingent liabilities, except where the liability was triggered by a force majeure event or an excusable delay under the PPP contract, and such exception is confirmed by the Fund Management Committee.



#### **4.3.4 Designated and Restricted Funds**

- a. Where development partners, donors or philanthropic partners, specify the use of funds for certain activities, the PFF will ring-fence these amounts.
- b. Disbursements from designated funds will precede the use of unrestricted PFF resources.
- c. Re-allocation of unused restricted/designated funds, where necessary, may be negotiated and only executed where approved by the fund provider.

## Section 5: Operations of the Fund

### 5.1 Business Planning and Financing Policy

#### 5.1.1 Business Planning Framework

To ensure long-term strategic alignment and operational sustainability, the Project Facilitation Fund will be guided by a **10-Year Business Plan**, approved by the Fund Management Committee

a. The Business Plan shall:

- i. Articulate the long-term strategic objectives and sub-objectives of the PFF;
- ii. Define key performance goals over the 10-year planning period;
- iii. Set out concrete initiatives, activities, and institutional reforms that will contribute to achieving the desired outcomes;
- iv. Establish a **multi-year project preparation and investment pipeline**, aligned with the State's infrastructure and PPP priorities;
- v. Provide a projected financial outlook, funding strategy, and pipeline development plan over the plan period;
- vi. Incorporate a results framework to monitor and evaluate progress against the Fund's objectives.

b. The Business Plan will be subject to mid-term review at the end of five years, or earlier if there is a material change in the PFF's operating environment, including:

- i. Revisions to the State's PPP regulatory framework;
- ii. Changes to State infrastructure development priorities
- iii. Major changes in donor financing arrangements;
- iv. Strategic realignment initiated by the Fund Management Committee.

c. The Business Plan will be the primary reference document for the preparation of the PFF's Annual Work Plan, funding allocations, and results monitoring. It will also guide resource prioritisation and stakeholder engagement, including engagement with development partners.

#### 5.1.2 Planning and Budgeting Structure

The PFF draws from the **Nasarawa State Infrastructure Fund (NSIF)** amongst other sources, NASIDA shall coordinate statutory planning and budgeting relating to Government contributions to the PFF, in accordance with **Sections 35(2), 35(5), and 35(6) of the NASIDA Law, 2020**.

This shall include:

- i. Programming Government contributions to the PFF within the annual budget;

- ii. Ensuring consistency between PFF allocations and the State's infrastructure, PPP, and economic development priorities; and
- iii. Issuing planning and budgeting guidance to MDAs and Contracting Authorities on accessing PFF support.

Also, the PFF shall undertake **Fund-level planning and budgeting**, led by the Fund Management Committee and implemented by the appointed Fund Manager, including:

- a) Preparation of annual and multi-year financial models, projections, and cash-flow forecasts;
- b) Planning for mobilisation of additional capital, including recoveries, reimbursements, investment returns, and third-party contributions; and
- c) Allocation of Fund resources in line with approved investment policy, liquidity requirements, and sustainability objectives.

### 5.1.3 Planning and Budgeting Obligations of MDAs and Contracting Authorities

MDAs and other Contracting Authorities seeking PFF support shall be required to undertake structured planning and budgeting as a condition for accessing the Fund. In particular, MDAs will:

- a. Make **budgetary provisions** for project preparation activities, including feasibility studies, designs, structuring, tendering, and due-diligence reimbursement;
- b. Clearly identify and budget for **counterpart funding obligations**, including land acquisition, resettlement and compensation, pre-development costs, government support measures, and equity contributions to PPP SPVs,

## 5.2 Financing Policy

The PFF will operate under a clear and accountable Financing Policy to govern fund inflows, outflows, prioritisation of disbursements, cost recovery, and sustainability mechanisms. The key elements include:

- a. **Window-Based Disbursement Protocols:** Disbursements will be aligned to the specific purposes of each funding window. Each disbursement must be tied to approved project milestones or deliverables and be within the Fund ceilings allocated for each window.
- b. **Cost-Sharing and Recoverability:** The Fund will apply cost-sharing principles to incentivise ownership and efficiency. Contracting Authorities may be required to contribute a defined proportion of project preparation costs, subject to ability-to-pay considerations and project priority. Where applicable, recoverable funding

arrangements will be put in place to enable cost recovery from project revenues, PPP success fees, or budgetary reimbursements.

- c. **Ring-Fencing of Donor Funds:** All Development Partner contributions will be ring-fenced and used strictly for purposes specified in the Financing Agreement(s). Separate reporting, audits, and evaluations may be required for these funds, in line with donor guidelines.
- d. **Liquidity Management:** The Fund may hold idle balances in interest-yielding instruments or fixed deposits to maximise returns, subject to approval by the Fund Management Committee and guidance from the Ministry of Finance and Office of the Accountant General of the State.
- e. **Contingent Liability Coverage:** The Fund will maintain a standby reserve to address contingent liabilities that may arise from PPP contracts. Disbursement from this reserve will be based on clearly defined criteria, and replenishment mechanisms will be instituted via the annual budget process or other means approved by the Fund Management Committee.

### **5.3: Accessing the PFF**

The PFF shall provide funding to eligible entities namely: the PFF Secretariat under Window 2 and CAs/SPVs under Windows 1, 3 and 4. The PFF shall enter into Funding Agreements with eligible entities that meet the specific eligibility criteria for funding specific activities under each Window. Access to PFF funding under all Windows shall be subject to compliance with the planning and budgeting requirements set out in Sections 5.1.2 and 5.1.3 of this Manual.

#### **5.3.1 Funding the PFF Secretariat – Window 2**

Funding support to the Project Facilitation Fund (PFF) Secretariat under Window 2 shall be subject to the approval of the Fund Management Committee (FMC). For efficiency and budgetary discipline, the PFF Secretariat shall seek such approval once in each financial year through the annual budget process. Where additional resources are required outside the approved annual budget, the supplementary budget process shall provide a mechanism for seeking FMC approval, in line with applicable State public finance regulations.

The management of funds under Window 2 shall follow a structured and transparent five-stage work plan and budget approval process, as set out below.

##### **Step 1: Initiation of Annual Work Plan and Budget Preparation:**

The OAF shall initiate the preparation of the PFF Secretariat's annual work plan and budget for the ensuing financial year. This process shall be aligned with the State's budget calendar, approved PFF Business Plan, and PPP pipeline priorities.

##### **Step 2: Consolidation of Budget Inputs:**

The OAF shall collate and consolidate all inputs from the PFF Secretariat and relevant collaborating MDAs into a draft annual work plan and budget. The draft shall clearly distinguish eligible expenditures under Window 2 and demonstrate consistency with approved funding categories and expenditure limits.

##### **Step 3: Internal Review and Finalisation by the OAF:**

The OAF shall undertake an internal technical and financial review of the draft work plan and budget to ensure compliance with:

- i. the objectives and scope of Window 2;
- ii. applicable State public finance management rules; and
- iii. fiduciary and operational requirements of the PFF.

Following this review, the OAF shall finalise the proposed budget for submission to the FMC.

#### **Step 4: Review and Approval by the FMC:**

The FMC, or its designated Sub-Committee where such delegation has been made, shall conduct a detailed appraisal of the proposed work plan and budget, including a review of cost efficiency, eligibility of expenditures, and alignment with the mandate of the PFF Secretariat. Where the review is undertaken by a designated Sub-Committee, it may seek clarifications from the Officer Administering the Fund (OAF) as required and shall submit its recommendations to the FMC for consideration and approval. Where the review is undertaken directly by the FMC, the FMC may seek clarifications from the OAF as required and shall approve the work plan and budget or direct such revisions as it considers necessary prior to approval, in accordance with the objectives of the PFF, the approved funding scope under Window 2, and applicable State public finance and fiduciary requirements.

#### **Step 5: Approval, Disbursement, and Financial Management:**

Upon approval by the FMC, the OAF, shall be authorised to disburse funds in accordance with the approved work plan and budget. The designated Accountant or Finance Officer shall maintain proper books of account to record and track all disbursements and expenditures under Window 2. The OAF shall monitor the utilisation of funds incurred by the PFF Secretariat and ensure that all expenditures are applied strictly for approved purposes. Periodic financial and performance reports shall be submitted to the FMC in line with the Fund's reporting, audit, and oversight requirements.

**Table 5.2: Process for Release of Funds under Window 2 (PFF Secretariat)**

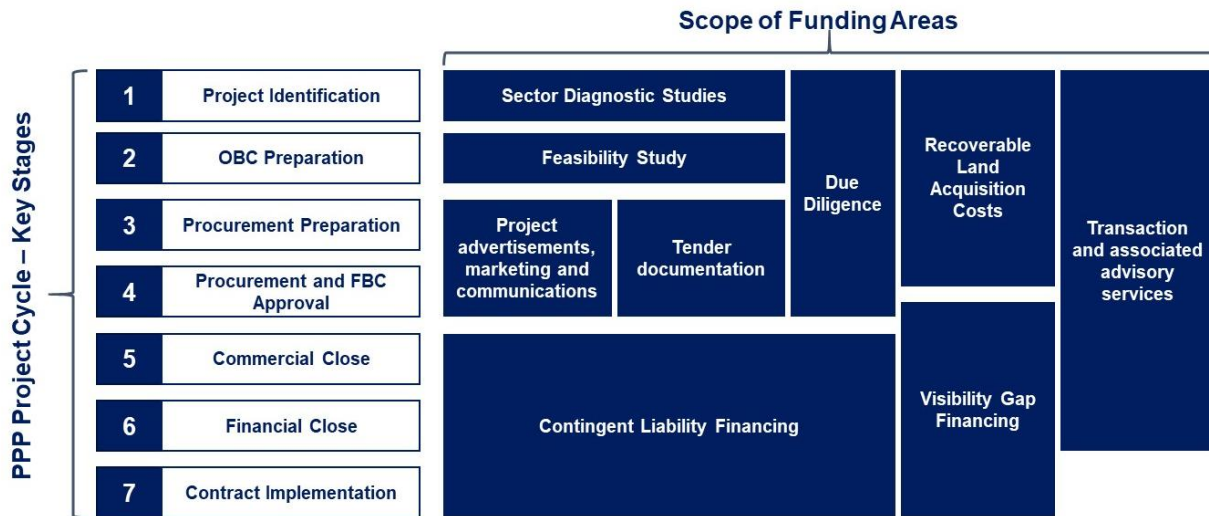
#	Action	Responsible Individual / Entity	Timeline
1	Determine annual operational and institutional requirements of the PFF Secretariat in line with eligible expenditure categories under Window 2.	PFF Secretariat	Annually
2	Prepare the draft annual work plan for the PFF Secretariat, aligned with the approved PFF Business Plan and State budget calendar.	Officer Administering the Fund (OAF)	Annually
3	Prepare the draft annual budget corresponding to the approved work plan,	Officer Administering the Fund (OAF) =	Annually

#	Action	Responsible Individual / Entity	Timeline
	clearly identifying eligible Window 2 expenditures.		
4	Submit the consolidated annual work plan and budget for formal review and approval.	Officer Administering the Fund (OAF)	Annually
5	Conduct technical, financial, and fiduciary review of the proposed work plan and budget; seek clarifications where required.	Fund Management Committee (FMC) <b>or</b> its designated Sub-Committee	2–5 working days (at least one month prior to planned approval)
6	Where review is conducted by a Sub-Committee, submit recommendations to the FMC for consideration and approval.	FMC Sub-Committee (where applicable)	Immediately following review
7	Approve the annual work plan and budget, or direct revisions prior to approval, in accordance with the objectives of the PFF and Window 2 guidelines.	Fund Management Committee (FMC)	2–3 working days
8	Disburse approved funds to the PFF Secretariat in line with the approved budget and cash-flow requirements.	Officer Administering the Fund (OAF)	5–14 working days
9	Record, track, and report on expenditures; monitor utilisation of funds to ensure compliance with approved purposes.	OAF / PFF Secretariat	Continuous (or quarterly, depending on activities financed)

#### 5.4 Funding Contracting Authorities - Window 1, 3 and 4

The PFF will provide funding to Projects of eligible entities at any time and stage of the PPP Project cycle as outlined in Figure 5.1 below.

**Figure 5.1: PPP Project Cycle and PFF Funding Scope**



#### 5.4.0 Planning and Budgeting Preconditions

Applications submitted under Windows 1, 3, and 4 shall demonstrate that:

- The project forms part of the Contracting Authority's approved project pipeline.
- The proposed use of PFF resources is consistent with statutory funding provisions under the NASIDA Law.

#### 5.4.1 Application Process

##### a. Call for Applications

The PFF Secretariat will issue periodic calls for applications but also accept rolling submissions, subject to the Fund's resource availability and priorities set in the Annual Work Plan.

##### b. Application submission by Contracting Authority

- The CA will obtain the application form from the PFF Secretariat and populate the application based on their requirements for funding.
- The CA will subject the application to their own internal approval process, after which the authorised representatives of the CA will sign the application.
- The CA will also collate all supporting documentation for the funding application.
- The CA will submit their application for funding to the PFF Secretariat

##### c. Eligibility Screening



Upon receipt, applications are screened by the PFF Secretariat to determine:

- i. Eligibility of the submitting MDA (Contracting Authority)
- ii. Alignment with Fund objectives
- iii. windows and supported project categories
- iv. Compliance with minimum submission requirements

**d. Required Documentation**

**Window 1:** CAs will provide the following supporting documents for each category of support required under Window 1.

**Table 5.3: Supporting Documentation for Application for Funding under Window 1**

#	Funding Areas (Category of Support)	Supporting Documentation
1	Recoverable land acquisition costs	<ul style="list-style-type: none"> <li>i. Duly filled <i>Application for Funding</i> template;</li> <li>ii. Copy of an approved feasibility study,</li> <li>iii. Land acquisition, compensation and resettlement action plans; and</li> <li>iv. An award of compensation.</li> </ul>
2	Consultancy services related to the PPP program including the conduct of sector diagnostic studies, project proposal development and feasibility studies	<ul style="list-style-type: none"> <li>i. Duly filled <i>Application for Funding</i> template;</li> <li>ii. Project Officer and list of PDT members; and</li> <li>iii. Project concept note.</li> </ul>
3	Conduct of tender processes including Project advertisements, marketing and communications, tender documentation and due diligence	<ul style="list-style-type: none"> <li>i. Duly filled <i>Application for Funding</i> template;</li> <li>ii. Project Officer and list of PDT members;</li> <li>iii. Project screening results; and</li> <li>iv. Copy of an approved feasibility study.</li> </ul>
4	Transaction and associated advisory services	<ul style="list-style-type: none"> <li>i. Duly filled <i>Application for Funding</i> template;</li> <li>ii. Project Officer and list of PDT members; and</li> <li>iii. Project concept note.</li> </ul>
5	Other Project preparation activities as may be approved from time to time by	<ul style="list-style-type: none"> <li>i. Specific area of funding (category of support) approved by</li> </ul>

	the PPP&PC	PPP&PC; ii. Duly filled <i>Application for Funding</i> template; iii. Project concept note; and iv. Project Officer and list of PDT members.
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**Window 3:** CAs will provide the following supporting documents for each category of support required under Window 3.

**Table 5.4: Supporting Documentation for Application for Funding under Window 3**

#	Funding Areas (Category of Support)	Supporting documentation
1	Capital grants made to a Project during construction	i. Details of project origination (Solicited or unsolicited) ii. Copy of an approved feasibility study; iii. Copy of approved project report and financial risk assessment report; iv. Project Agreement (where applicable); v. Details of service(s) to be provided by the Project against payment of a tariff or user charge; vi. Copy of the Project's approved financial model; vii. Project Company equity (ownership) details; and viii. Contingent Liability estimate for the Project.
2	Recoverable advances made to a CA	
3	Any other recoverable advances that may be made to a Project under the PFF Guidelines	
4	Loans, equity or other financing arrangement as may be made available to a Project in accordance with a Project Agreement	

**Window 4:** CAs will provide the following supporting documents for each category of support required under Window 4.

**Table 5.5: Supporting Documentation for Application for Funding under Window 4**

#	Funding Areas (Category of Support)	Supporting documentation
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1	Contingent Liability	<ul style="list-style-type: none"> <li>i. A copy of the signed Project Agreement;</li> <li>ii. A copy of the approved feasibility study;</li> <li>iii. A copy of the approved Project report and financial risk assessment report; and</li> <li>iv. A copy of the Project's approved financial model.</li> </ul>
2	<p>The Contracting authority will also provide evidence/ justification that:</p> <ul style="list-style-type: none"> <li>• The CL cannot be handled by KSMOF under alternative frameworks;</li> <li>• The CL does not arise from a contracted obligation of a CA under a Project Agreement for which a budgetary allocation has been made by that CA; and</li> <li>• The CL is materialising out of KDSG default and not recoverable from a CA under a Project Agreement (eligible for settlement under the Fund and not recoverable).</li> </ul>	

The application must include:

**e. Technical Appraisal/Evaluation and Due Diligence**

All applications for support under the Project Preparation Fund (PPF) will be assessed using a harmonised, multi-criteria evaluation framework designed to ensure objectivity, transparency, and alignment with the Fund's mandate. Where necessary, the PPF Secretariat may engage Transaction Advisors for appraisal support. The following parameters will guide the assessment and prioritisation of eligible projects:

- i. **Strategic Alignment:** The extent to which the project aligns with the State Development Plan, sectoral policies, medium-term investment frameworks, or identified priority areas within government infrastructure development plan, transformation or reform agendas.
- ii. **Development Impact Potential:** Projected socio-economic benefits of the project, including potential for job creation, poverty reduction, gender inclusion, rural or peri-urban development, improved service delivery, or other measurable public interest outcomes.
- iii. **Environmental, Social, and Governance (ESG) Alignment:** The project's anticipated environmental and social impacts, alignment with applicable ESG safeguards and sustainability standards, including climate-smart or resilient infrastructure practices.
- iv. **Project Bankability and Financial Prospects:** Evaluation of the project's commercial viability, risk-adjusted revenue model (where applicable),

attractiveness to private investors, prospects for financial closure, and potential for private capital mobilisation or donor support.

- v. **Procurement and Market Readiness:** Status of project documentation and the readiness of the transaction for next-stage procurement, market sounding, or early-stage investor engagement, including presence of a credible transaction roadmap.
- vi. **Capacity and Commitment of the Contracting Authority:** Strength of the Contracting Authority, including internal project coordination mechanisms, designated focal point, technical team, prior performance under the Fund (if applicable), and demonstrated ownership of the project.
- vii. **Funding Leverage and Co-financing:** Likelihood that the project will crowd in other funding sources, including development finance institutions (DFIs), philanthropic capital, state budget contributions, or private sector co-investment. Preference may be given to applications where the MDA can provide counterpart funding or in-kind support.
- viii. **Value for Money Considerations:** Assessment of the cost-effectiveness of the funding request in relation to the potential public benefit, service improvements, or efficiency gains. Applications must demonstrate prudent use of PFF resources.
- ix. **Viability Gap Support and Fund Sustainability:** The amount of funding requested in relation to the available resources under the PFF. Projects requiring disproportionately large support with limited development or financial leverage may be deprioritised to preserve fund liquidity.
- x. **Funding Modality Suitability:** Assessment of the appropriate funding instrument (e.g., grant, reimbursable support, milestone-based disbursement, or technical assistance) based on the nature of the activity, risk profile, and implementation structure.
- xi. **Compliance and Performance History:** Track record of the Contracting Authority in complying with prior fund-supported activities, fulfilment of reporting obligations, and adherence to procurement, fiduciary, and governance requirements.

*A sample Project Evaluation and Scoring Template is attached as Schedule 5*

f. **Review by Fund Management Committee**

Following appraisal, the PFF Secretariat presents a summary report and recommendation to the Fund Management Committee for deliberation and decision.

g. **Approval and Notification**

Applications recommended for approval will be formally endorsed or otherwise by the Fund Management Committee. The PFF Secretariat notifies the Contracting Authority of the outcome and next steps, including expected timelines for disbursement where application has been approved by the Fund Management Committee.

## 5.5: Funding Agreement

Approved projects under the PFF will be governed by a formal Funding Agreement between the PFF and the Contracting Authority (MDA). This agreement defines the terms, conditions, obligations, and monitoring requirements associated with the use of PFF resources.

### 5.5.1 Purpose and Legal Status

The Funding Agreement provides the legal basis for the release and utilisation of PFF funds and ensures mutual accountability. Amongst others, it will specify:

- a. Project details and funding objectives
- b. Scope of funding support (activities, components)
- c. Disbursement structure (lump-sum, milestone-based, reimbursable, etc.)
- d. Monitoring and reporting obligations
- e. Fiduciary requirements, required disclosures, audit provisions, and dispute resolution mechanisms.

### 5.5.2 Standard Provisions

The Funding Agreement will include, but not be limited to, the following clauses:

- a. **Project Summary:** provides summary on the project to be supported particularly its alignment with the strategic priority of the State.
- b. **Grant or Reimbursable Status:** Specify whether the funding is a grant, reimbursable advance, or success fee contingent.
- c. **Disbursement Terms:** Include details on tranches, milestones, verification protocols, and timing.
- d. **Use of Funds:** Restrict fund use to approved activities only, with ring-fencing where applicable.
- e. **Procurement Compliance:** Require use of State procurement laws or PFF-approved consultant procurement rules.
- f. **Monitoring and Evaluation:** Define indicators, performance reporting requirements, roles and templates.
- g. **Financial Reporting, Audit and Oversight:** Define financial reporting requirement, access to relevant records by the Fund, Auditors and other designated oversight authority (as may be applicable).

- h. **Refund Obligations:** Stipulate repayment in case of fund misuse or failure to meet obligations.

### 5.5.3 Execution and Amendment

- a. The Agreement will be signed by the Officer Administering the Fund (on behalf of the Fund and the Accounting Officer of the MDA).
- b. Amendments to the Agreement must be documented and approved by the Fund Management Committee.

### 5.5.4 Dispute Resolution

Disputes between the PFF and the Contracting Authority arising from the implementation of the Agreement will be resolved through mediation by the Fund Management Committee or an agreed arbitration panel (where stated in the funding agreement) and judicial proceedings as last resort.

(see sample Funding Agreement attached as Appendix 2).

## 5.6 Fund Disbursement

Disbursement from the Project Facilitation Fund (PFF) will follow a structured, transparent, and auditable process to ensure that funds are used strictly in accordance with approved applications, contractual obligations, and relevant financial regulations. Disbursements will be undertaken in line with the type of funding window, nature of the supported project activity, and the funding agreement executed between the PFF and the Contracting Authority (CA)

### 5.6.1 Disbursement Triggers

Disbursements will be triggered based on any of the following conditions:

- a. **Milestone achievement:** Evidence of the completion of pre-agreed deliverables or outputs (e.g., submission of a feasibility report, stakeholder consultation, or procurement documentation).
- b. **Pre-approved invoices:** Verified payment claims submitted by consultants, advisors, or service providers.
- c. **Progress-based tranches:** In multi-stage engagements, funds will be disbursed in tranches tied to workplan execution or result verification.
- d. **Retainers or framework agreements:** Where professional services are retained on long-term basis, disbursement will follow the agreed payment schedule.

### 5.6.2 Approval Process

The disbursement process will be guided by the following steps:

- a. **Submission of Disbursement Request:**
  - i. The CA or service provider submits a disbursement request to the PFF Secretariat, along with all required documentation (e.g., deliverable, invoice, progress report, verification evidence).
- b. **Review by relevant Officer of the PFF Secretariat:**
  - i. The relevant Officer of the PFF Secretariat will review the request against the funding agreement, verify supporting documents, and validate milestone or performance achievement.
- c. **Approval by Officer Administering Fund:**
  - i. The request is approved by the Officer Administering the Fund.
- d. **Payment Execution:**
  - i. Approved payments are processed by the relevant Officer from the PFF Operating Account to the beneficiary's account.

All disbursements will be recorded in the Fund's management information system and linked to the project performance dashboard for ongoing monitoring.

## 5.7 Fund Disbursement Tracking and Documentation

To promote transparency, accountability, and effective auditability, the PFF will adopt a robust disbursement tracking and documentation framework. This will enable real-time visibility of fund outflows, allow for effective reconciliation, and support reporting obligations to State authorities and development partners.

### 5.7.1 Disbursement Register and Ledger

- a. A **Disbursement Register** will be maintained electronically and physically by the PFF Secretariat, documenting all fund releases with details such as:
  - i. Date of disbursement
  - ii. Beneficiary name and bank details
  - iii. Purpose and funding window
  - iv. Amount disbursed
  - v. Supporting documentation references (invoice, contract, milestone verification)
  - vi. Approval reference (e.g., memo, resolution, payment voucher)
- b. Each disbursement will be assigned a unique **Disbursement Tracking Number (DTN)** for traceability.

### 5.7.2 Project-Level Disbursement Files

- a. For each supported project, a dedicated file (physical and electronic) will be maintained comprising:
  - i. Approved funding application
  - ii. Funding agreement
  - iii. Milestone tracking sheet
  - iv. Copies of invoices and receipts

- v. Evidence of work completed or deliverables
- vi. Payment vouchers and bank confirmation slips
- vii. Correspondence and approvals

### **5.7.3 Reporting and Reconciliation**

- a. Disbursement summaries will be compiled quarterly and annually for submission to:
  - i. Fund Management Committee
  - ii. Ministry of Finance
  - iii. Office of the Accountant General
  - iv. Office of the Auditor General
- b. The PFF Secretariat will conduct quarterly bank reconciliations and maintain up-to-date financial statements reflecting all inflows and outflows.

### **5.7.4 Audit and Verification**

- a. All disbursement records will be accessible to internal and external auditors, including State Audit Institutions and Development Partner auditors.
- b. The PFF may conduct periodic spot checks or engage independent verifiers to assess value-for-money and confirm delivery of paid outputs.

### **5.7.5 Compliance and Redress**

- a. Any irregularity in disbursement whether due to overpayment, falsified documentation, or non-performance will be documented and escalated to the Fund Management Committee for appropriate sanctions.
- b. The Fund will establish a whistleblower and grievance redress mechanism for reporting anomalies in disbursement.



## Section 6: Procurement and Contract Management

### 6.1 Procurement Principles and Framework

All procurements funded by the PFF will adhere to the following principles:

- a. **Transparency:** Open and competitive procedures must be followed to ensure fairness and stakeholder confidence.
- b. **Value for Money:** Goods and services procured must deliver optimal quality relative to cost.
- c. **Efficiency and Timeliness:** Procurement processes should be streamlined to meet project timelines without compromising standards.
- d. **Accountability:** Clear roles and documentation must exist to ensure oversight and traceability.
- e. **Equal and Fair Competition:** potential suppliers should be treated fairly and evaluated on the same basis, using the same criteria. Decisions on their selection should be impartial and independent, void of conflict of interest, corruption and other collusive behaviour.
- f. **Compliance:** All procurement will conform to the Nasarawa State Public Procurement Law, 2020, its associated guidelines, and donor-specific procurement requirements, where applicable.

### 6.2 PFF Procurement Workflow

Procurement under the PFF will follow the State's public procurement process, adapted for project preparation financing:

- a. **Needs Assessment:** The Secretariat verifies project procurement requirements and budget allocation.
- b. **Adequate Appropriation:** Ensure funds are available in the PFF budget or designated funding window.
- c. **Advertisement & Pre-Qualification:** Post tenders through the state's e-Procurement platform; vendors submit pre-qualification documents.
- d. **Bid Submission and Opening:** All bids submitted electronically through the platform; Secretariat ensures compliance.
- e. **Bid Evaluation:** Evaluation Committee reviews bids, integrating ESG and safeguard compliance checks.
- f. **BPP Clearance:** Secretariat submits evaluation outcomes to the Bureau of Public Procurement (BPP) for approval where required.
- g. **Contract Approval and Award:** Officer Administering the Fund authorizes awards per delegated thresholds; PFC reviews high-value contracts.
- h. **Implementation and Monitoring:** Contracts executed; Secretariat monitors milestones, ESG compliance, and performance reporting.

### 6.3 Procurement Responsibilities

Actor	Responsibilities
<b>Fund Management Committee</b>	<ul style="list-style-type: none"> <li>i. Approves procurement plans</li> <li>ii. Oversees compliance with procurement guidelines</li> <li>iii. Receives updates on procurement progress</li> </ul>
<b>Officer Administering the Fund</b>	<ul style="list-style-type: none"> <li>i. Coordinates procurement processes</li> <li>ii. Ensures all procurement is based on approved workplans and budgets</li> <li>iii. Serves as primary liaison with the State Procurement Agency</li> </ul>
<b>PFF Secretariat (Procurement Desk)</b>	<ul style="list-style-type: none"> <li>i. Develops and updates procurement plans</li> <li>ii. Prepares bid documents and manages bidding process</li> <li>iii. Manages procurement processes through the State e-Procurement platform, including advertisements and bid submissions.</li> <li>iv. Coordinates bid evaluation committees</li> <li>v. Ensures proper filing and archiving of procurement records</li> <li>vi. Tracks implementation and reports on performance</li> </ul>
<b>State Bureau of Public Procurement / Procurement Agency</b>	<ul style="list-style-type: none"> <li>i. Provides no-objection where required</li> <li>ii. Reviews compliance with procurement thresholds</li> <li>iii. Provides technical support for high-value or complex procurements</li> </ul>
<b>MDAs / Contracting Authorities</b>	<ul style="list-style-type: none"> <li>i. Initiate procurement requests through The PFF Secretariat</li> <li>ii. Participate in technical specifications and TOR development</li> <li>iii. Nominate representatives to evaluation panels where appropriate</li> </ul>

### 6.4 Procurement Planning and Thresholds

Each fiscal year, the PFF Secretariat will prepare a Procurement Plan based on the Annual Work Plan and Budget. The Procurement Plan must:

- a. Be approved by the Fund Management Committee;
- b. Include estimated costs, procurement methods, and timelines.

Thresholds for procurement methods (e.g., shopping, RFQ, national competitive bidding) will follow the State Public Procurement thresholds or those specified by the applicable Development Partner if the Funding is a dedicated Funding from a Development Partner.

<b>Procurement Method</b>	<b>Threshold Basis (per Law)</b>	<b>Statutory Process</b>	<b>Key Notes</b>
Open Competitive Bidding (State Competitive Bidding)	Above RFQ threshold up to State limit as set by the Bureau	Procurement Planning Committee → Procurement Unit → Evaluation Committee	Default method (Sections 24–25)
International Competitive Bidding	Above State threshold as set by the Bureau	Procurement Planning Committee → Procurement Unit → Evaluation Committee	International advertisement required
Request for Quotations (RFQ)	Not exceeding RFQ threshold set in procurement regulations	Procurement Planning Committee → Procurement Unit	Minimum of three quotations required (Section 41)
Restricted Tendering	No fixed monetary threshold – exception-based	Procurement Planning Committee justification required	Section 40 – exception, not the norm
Two-Stage Tendering	No fixed monetary threshold – complexity-based	Procurement Planning Committee justification required	Section 39 – where specifications cannot be fully defined
Direct / Single-Source Procurement	No monetary threshold – condition-based	Procurement Planning Committee justification and record of grounds	Section 42 – strict justification required
Emergency Procurement	No monetary threshold – emergency-based	Procurement Planning Committee record and post-review	Sections 42–43
Consultant Selection (QCBS / QBS / CQS)	As prescribed in procurement regulations	Procurement Planning Committee → Evaluation Sub-Committee	Applies to consulting services
Development Partner–Funded Procurement	As specified in Development Partner Agreement	Procurement Planning Committee ensures consistency	DP rules prevail where applicable

*Note: Monetary thresholds applicable to each procurement method shall be those prescribed from time to time by the Nasarawa State Bureau of Public Procurement through regulations, guidelines, or circulars issued pursuant to the Nasarawa State Public Procurement Law, 2020. Where Development Partner funds are involved, the applicable Development Partner procurement thresholds shall apply to the extent of any inconsistency.*

## **6.5 Engagement of Consultants and Transaction Advisors**

Procurement of consulting services, particularly for transaction advisory, feasibility studies, and legal/technical support, will follow the Quality and Cost-Based Selection (QCBS) or other appropriate methods as prescribed in the relevant State Procurement frameworks.

Key steps include:

- a. Preparation of Terms of Reference (ToR);
- b. Advertisement / Solicitation;
- c. Evaluation of Expressions of Interest (EOI) and shortlisting;
- d. Issuance of RFP to shortlisted firms;
- e. Evaluation (technical + financial);
- f. Negotiation and contract signing.

Contracts will be managed by the PFF Secretariat in collaboration with the CA where appropriate or required, and monitored for deliverables, milestones, and compliance with agreed timelines and quality standards.

## **6.6 Contract Management**

Contract management will cover the entire lifecycle of service delivery to ensure that:

- a. Deliverables are achieved as per contract;
- b. Payments are linked to verified milestones;
- c. Variations and extensions are properly documented and approved;
- d. Risks are identified and mitigated in a timely manner.

The PFF Secretariat will maintain a Contract Register and ensure quarterly performance reviews for all active contracts. In the event of non-performance or breach, corrective measures will be undertaken in accordance with the terms of the contract and applicable law.

## **6.7 Records and Documentation**

The PFF will maintain a digital and physical archive of procurement and contract documents, including but not limited to:

- a. Procurement Plans;
- b. Advertisements and Eols;
- c. Bid documents and evaluation reports;
- d. Signed contracts and amendments;
- e. Payment certificates and deliverables;
- f. Correspondence and minutes of evaluation/negotiation meetings.

These records will be available for audit and Development Partner review where applicable.

## **6.8 Procurement Monitoring and Reporting**

The PFF Secretariat will prepare a bi-annual procurement performance report covering:

- a. Status of planned vs. executed procurements;
- b. Cost savings achieved;
- c. Contract performance ratings;
- d. Challenges encountered and mitigation steps.

This report will be submitted to the Fund Management Committee and made available to the Nasarawa State Bureau of Public Procurement and Development Partner as appropriate.

# **Section 7: Audit and Internal Control**

## **7.1 Internal Control Framework**

The PFF will implement a comprehensive internal control system to guide its financial and operational processes. This includes:

### **7.1.1 Control Environment**

- a. Establishment of clear rules, standard operating procedures (SOPs), and financial management policies.
- b. A culture of ethical conduct, professional accountability, and transparency fostered across all PFF personnel and stakeholders.
- c. Continuous risk assessments to identify emerging risks, vulnerabilities, and compliance issues.

### **7.1.2 Segregation of Duties**

- a. Clear delineation of responsibilities across the Fund Management Committee, Officer Administering the Fund, PFF Secretariat, and Contracting Authorities.
- b. No individual or unit will exercise full control over more than one aspect of a financial transaction (e.g., initiation, approval, disbursement, and reconciliation).
- c. Automated workflows and system access controls to reduce human error and potential fraud.

### **7.1.3 Authorization and Approval Controls**

- a. All fund-related expenditures must be supported by duly approved funding agreements and backed by documentation in line with procurement and disbursement procedures.

#### **7.1.4 Accounting and Record-Keeping**

- a. All financial transactions will be promptly and accurately recorded in the Fund's accounting system, in accordance with the International Public Sector Accounting Standards (IPSAS).
- b. Supporting documentation, such as payment vouchers, contracts, and delivery reports, will be archived both physically and electronically.

#### **7.1.5 Risk Mitigation Measures**

- a. Implementation of an internal risk register that is updated quarterly.
- b. Use of project risk assessments and risk-based auditing approaches.
- c. Timely remedial actions for identified internal control weaknesses or violations.

### **7.2 Internal Audit**

An internal audit function will be established to provide independent and objective assurance on the adequacy and effectiveness of the PFF's internal controls, governance processes, and risk management practices.

#### **7.2.1 Mandate and Scope**

- a. The Internal Audit Unit (IAU) or Officer of the NASIDA will have an explicit mandate to audit all aspects of the PFF operations.
- b. The IAU or Officer will cover financial management, procurement, disbursement, contract administration, fund utilization, and compliance with funding agreements.

#### **7.2.2 Frequency and Reporting**

- a. Internal audits will be conducted quarterly or semi-annually and, on a risk-prioritized basis.
- b. Audit findings will be submitted to the Fund Management Committee, for appropriate review and action.
- c. A summary of internal audit outcomes will be incorporated into the Fund's annual report.

#### **7.2.3 Corrective Measures**

- a. All audit recommendations will be tracked through a Corrective Action Tracker.

- b. The Officer Administering the Fund will prepare a time-bound Action Plan for addressing audit queries, with progress reviewed quarterly by the Fund Management Committee.

## **7.3 External Audit**

To reinforce transparency and donor confidence, the PFF will be subjected to annual independent external audits.

### **7.3.1 Responsibility**

- a. The PFF Secretariat will select an External Auditor from the approved list of audit firms by the Office of the State Auditor General to conduct annual statutory audits of the PFF in accordance with applicable laws.
- b. Where required by Development Partners, an internationally accredited independent audit firm may be engaged for donor-specific audits.

### **7.3.2 Audit Scope**

- a. Audits will review the PFF's financial statements, fund utilization reports, compliance, and adherence to financing agreements and fiduciary standards.

### **7.3.3 Audit Report Disclosure**

- a. Final audit reports will be submitted to the Fund Management Committee and any other relevant institution as may be required by the State Financial Regulatory Framework.
- b. The reports will be published on the website of the PFF Host Institution or a designated portal, in line with open government principles.

## **7.4 Fraud, Misuse, and Financial Irregularity Response**

A zero-tolerance approach to financial irregularity will be instituted.

- a. The PFF Secretariat will develop and enforce a Whistleblower Policy for confidential reporting of fraud, misappropriation, and other financial misconduct.
- b. Allegations will be investigated by a designated Compliance Officer or referred to appropriate authorities.
- c. Sanctions, including fund recovery, disqualification from future funding, and legal proceedings, will be applied as deemed necessary.

## **7.5 Monitoring, Learning, and Continuous Improvement**

- a. Internal audit findings and control assessments will feed into periodic reviews of Fund guidelines, procedures, and tools.

- b. Lessons learned will be documented in an Internal Controls Learning Brief every two years.
- c. The PFF may conduct third-party assessments of internal controls every five years or as triggered by systemic risks.



## **Section 8: Anti-Fraud, Corruption, and Safeguard Measures**

### **8.1 Anti-Fraud and Anti-Corruption Policy**

The Nasarawa State PFF will operate a zero-tolerance policy toward fraud, corruption, bribery, collusion, abuse of office, kickbacks, conflict of interest, and any financial misconduct.

The following measures will guide implementation:

- a. Fraud and corruption risk assessments will be conducted during project screening and updated through the project lifecycle. Identified risks will inform internal controls, audit planning, and enhanced due diligence procedures.
- b. All Fund Management Committee members, consultants, transaction advisers, and other stakeholders involved in project appraisal, selection, or oversight will be required to sign conflict of interest declarations at key decision points.
- c. A secure, accessible, and transparent grievance redress mechanism shall be established to enable stakeholders and affected parties to lodge complaints, concerns, or feedback regarding the operations, decisions, or activities of the Fund. Multiple reporting channels shall be made available, including email addresses, physical complaint boxes located at designated agencies, and a dedicated digital reporting platform. All grievances shall be reviewed and resolved promptly, in accordance with a documented grievance redress procedure that ensures fairness, accountability, and feedback to complainants.
- d. A dedicated whistleblower protection framework shall be instituted to enable confidential reporting of fraud, corruption, abuse of office, misuse of funds, or other ethical violations relating to the Fund. All whistleblower reports shall be treated with the highest level of confidentiality and security. Measures will be put in place to protect the identity of whistleblowers and safeguard them from retaliation. Reports shall be investigated by an independent and impartial body, with findings acted upon in accordance with applicable laws and institutional policies.
- e. Credible allegations of fraud or corruption will trigger independent investigations, and sanctions (including disqualification, suspension, or referral to anti-corruption agencies) will be applied in accordance with applicable laws and institutional procedures.

### **8.2 Anti-Fraud, Corruption and Safeguards Charter**

- a. To strengthen accountability, a Standard Charter on Anti-Fraud, Corruption, and Safeguards Compliance will be developed and adopted. The charter will be

signed by all key actors involved in project preparation, appraisal, fund management, and implementation, including:

- i. PFF Secretariat
  - ii. Fund Management Committee Members
  - iii. Ministries, Departments, and Agencies (MDAs) submitting funding proposals
  - iv. Consultants and Transaction Advisors
  - v. Private Sector or Development Partners (if co-financing is involved)
- b. The Charter will cover:
- i. A declaration of commitment to ethical conduct
  - ii. Prohibition of corrupt, fraudulent, or coercive practices
  - iii. Disclosure of actual and potential conflicts of interest
  - iv. Adherence to applicable social and environmental safeguard standards
  - v. Compliance with procurement rules and disbursement protocols
  - vi. Cooperation with oversight, audit, and investigative processes

### **8.3 Institutional Responsibilities**

To operationalise the Anti-Fraud, Corruption, and Safeguard measures:

- a. The PFF Secretariat will serve as the safeguards coordination desk, managing risk assessments, reporting mechanisms, and compliance monitoring.
- b. The Internal Audit Function (see Section 7) will incorporate fraud risk management and safeguards compliance into its workplan.
- c. A contract or part time Safeguards Advisor may be appointed to provide technical guidance on E&S instruments and gender/inclusion mainstreaming.
- d. The Office of the State Auditor-General may also be invited to review financial audit reports.

### **8.4 Environmental and Social Safeguards**

The Nasarawa State PFF will integrate environmental, social, gender, and disability safeguards into its project preparation and funding operations, in line with relevant laws and international best practices.

- a. All funding applications will undergo safeguards screening to assess environmental and social risk levels and determine required safeguards instruments (e.g., Environmental and Social Impact Assessments (ESIAs), Environmental and Social Management Plans (ESMPs), Resettlement Action Plans (RAPs)).
- b. Projects that have significant community interface (e.g., land use, resettlement, environmental impact) will be required to demonstrate evidence of prior engagement and participatory consultation with affected groups, including vulnerable populations.

- c. Specific inclusion and protection measures will be adopted for women, persons with disabilities (PWDs), youth, and other marginalised groups in both consultation and benefit-sharing.
- d. Projects will comply with relevant national and state-level environmental laws, social protection provisions, gender mainstreaming frameworks, and land acquisition regulations.
- e. The screening process shall assess the potential for environmental and social impacts arising from interactions between proposed project activities and the biophysical and socio-cultural environment. This assessment may be conducted using structured tools such as an interaction matrix of project activities versus environmental and social receptors, as provided in the NASIDA Environmental and Social Risk Management Toolkit.

## **Section 9: Duration and Winding Up of the Fund**

### **9.1 Permanence and Review Cycle**

- a. The Project Facilitation Fund (PFF) will be established as a permanent funding mechanism to support the development, de-risking, and readiness of infrastructure and other strategic projects across Nasarawa State. Its continued operation is essential to sustaining a pipeline of investment-ready projects that align with the State's development priorities.
- b. To ensure continued relevance, effectiveness, and alignment with national and sub-national policy, the Fund will be subject to periodic review five (5) years. The review will assess the performance, institutional arrangements, financing structure, governance, and strategic focus of the Fund, with a view to strengthening or restructuring it as needed.

### **9.2 Conditions for Winding Up or Restructuring**

The Fund will remain in operation until explicitly dissolved or restructured. Dissolution or restructuring may be triggered by:

- a. Repeal or amendment of enabling legislation or regulation that established the Fund;
- b. Merger with another funding instrument to create a consolidated financing platform;
- c. A material change in the fiscal, regulatory, or institutional environment rendering the Fund no longer fit-for-purpose;
- d. A strategic shift in government infrastructure delivery approach (e.g., complete transition to external financing facilities or pooled investment vehicles).

Any decision to wind up or restructure the Fund will be guided by a comprehensive evaluation and stakeholder consultation process led by the PFF Secretariat and approved by the Fund Management Committee.

### **9.3 Treatment of Outstanding Commitments**

In the event that the Fund is wound up or substantially restructured, the following principles will apply:

- a. A designated Transition Committee shall be established by the Fund Management Committee and shall have sole responsibility for overseeing the winding-up process

- b. All funding commitments, disbursements, and legal agreements made prior to such repeal or restructuring will remain valid and binding in accordance with their terms.
- c. Ongoing disbursements to approved projects will continue through closure, subject to performance verification and fulfilment of obligations by Contracting Authorities
- d. The Fund Management Committee (or designated Transition Committee) will prepare a **Final Financial Statement and Closure Report**, outlining outstanding liabilities, status of funded projects, and recommended treatment of undisbursed balances.
- e. During the winding-down or transition period, the Fund Manager shall:
  - i. Continue to act as fiduciary custodian of Fund assets, accounts, and records until final closure is completed;
  - ii. Suspend the approval of any new commitments or disbursements, except where expressly authorised by the Transition Committee for the purpose of completing existing obligations;
  - iii. Manage existing disbursements and recoveries in accordance with approved Funding Agreements and applicable safeguards;
  - iv. Prepare and submit detailed financial statements, reconciliations, and supporting schedules required for the Final Financial Statement and Closure Report;
  - v. Cooperate fully with internal and external auditors, oversight institutions, and NASIDA during the transition and closure process;
  - vi. Ensure proper archiving, handover, or transfer of all Fund records, contracts, and data in line with record-retention requirements.

The Fund Manager shall remain bound by its contractual, fiduciary, and professional obligations until formally discharged by NASIDA following completion of the closure process.

- f. Any uncommitted balance in the Fund may be:
  - i. Returned to the State Consolidated Revenue Fund;
  - ii. Rolled over into a successor Fund or redirected towards project implementation;
  - iii. Transferred to a designated investment holding account pending government decision.

## 9.4 Institutional Transition Arrangements

A formal Transition Plan will be developed as part of the winding-up process. This plan will include:

- a. Notification of all stakeholders, including development partners, contracting authorities, and oversight bodies;
- b. Handover of project files, financial records, and Fund documentation;
- c. Closure of designated Fund bank accounts after reconciliation;
- d. External audit and final report submission to the Governor and or State Executive Council.

Where the Project Facilitation Fund (PFF) is merged into, absorbed by, or restructured under another institutional arrangement, rather than fully dissolved, the following transition principles shall apply:

#### **a. Transfer of Responsibilities**

All governance, fiduciary, and operational responsibilities of the PFF shall be formally transferred to the successor institution as specified by the State Government or NASIDA, through an approved transition instrument (e.g., Regulation amendment, Executive approval, or Board resolution).

#### **b. Continuity of Fund Functions**

Core PFF functions, including project preparation support, cost recovery administration, safeguard oversight, and monitoring and reporting, shall continue without interruption during the transition period. Ongoing projects shall not be suspended solely as a result of institutional restructuring.

#### **c. Protection of Ongoing Projects and Legal Commitments**

All valid Funding Agreements, consultant contracts, and legal obligations entered into prior to restructuring shall remain binding and enforceable. The successor institution shall assume full responsibility for managing these commitments in accordance with their original terms.

#### **d. Safeguards and Fiduciary Integrity**

Environmental, social, anti-fraud, and fiduciary safeguards applicable to the PFF shall continue to apply during and after the transition. Any changes to safeguard frameworks must be formally approved and disclosed.

#### **e. Transition Oversight and Reporting**

A Transition Oversight Team, appointed by the Fund Management Committee or NASIDA, shall supervise the handover process and prepare a Transition Completion Report, confirming:

- Successful transfer of records, systems, and accounts;
- Status of all ongoing projects and commitments;

- Confirmation of continuity arrangements and risk mitigation measures.

#### **f. Stakeholder Communication**

All relevant stakeholders, including Development Partners, MDAs, contractors, and oversight institutions, shall be formally notified of the restructuring and provided with clear guidance on new institutional interfaces and reporting lines.

## **Section 10: Fund Performance Management Framework**

### **10.1 Key Performance Areas**

The performance of the Fund will be assessed across four strategic performance dimensions:

#### **a. Operational Efficiency**

Measures the speed, accuracy, and predictability of key processes, including application processing timelines, disbursement turnaround time, procurement cycle time, and overall responsiveness of the PFF Secretariat.

#### **b. Financial Performance**

Assesses the quality of fund utilisation, including the rate of disbursement, cost-effectiveness of funded activities, fund liquidity, absorption capacity, and alignment of spending to budget.

#### **c. Development Impact**

Evaluates the extent to which PFF-supported activities contribute to the State's development objectives such as infrastructure development, job creation, private investment mobilisation, enhanced service delivery, and transformational sector outcomes.

#### **d. Governance and Compliance**

Includes compliance with procurement requirements, fiduciary controls, audit standards, risk management protocols, anti-corruption safeguards, and environmental and social safeguards.

### **10.2 Performance Indicators**

The **PFF Secretariat** will develop and periodically update a core set of Key Performance Indicators (KPIs) to support routine performance measurement. These

indicators will guide decision-making by the Fund Management Committee. The KPIs will include, but are not limited to:

- a. Percentage of eligible applications processed within approved review timelines.
- b. Ratio of funds disbursed relative to committed amounts.
- c. Number of projects progressing to OBC/FBC approval, commercial close, or financial close.
- d. Extent to which all funded activities comply with environmental, social, and governance (ESG) safeguards, including mandatory GEDSI integration.
- e. Extent to which audit exceptions, instances of collusion or corruption are flagged or re-occurring.

### 10.3 Monitoring and Reporting Cycle

- a. Monitoring will be undertaken continuously, while reporting will follow a structured cycle:
  - i. **Quarterly Reporting:** The PFF Secretariat will prepare Fund-wide quarterly performance reports for submission to the Fund Management Committee.
  - ii. **Annual Performance Report:** A comprehensive assessment of the Fund's financial performance, compliance, operational progress, and developmental outcomes.
- b. Each performance report will include:
  - i. Progress against annual and quarterly targets;
  - ii. Disbursement metrics and expenditure analysis;
  - iii. Achievement of milestones for funded projects;
  - iv. Updated risk register and mitigation measures;
  - v. Lessons learned and operational improvements undertaken.

### 10.4 Independent Evaluation

An independent performance evaluation will be conducted every three (3) years to support transparency, ensure accountability, and foster learning. The evaluation, which will be commissioned by the Fund Management Committee will:

- a. Assess the Fund's strategic relevance, effectiveness, and operational efficiency;
- b. Examine value-for-money of project preparation and facilitation support;
- c. Review governance arrangements, fiduciary controls, and safeguard performance;
- d. Provide recommendations for improving fund operations or restructuring the Fund if necessary.



## 10.5 Feedback and Adaptive Learning

- a. The PFF Secretariat will institutionalise a continuous learning and adaptive improvement process. This will include:
  - i. Quarterly or Semi-Annual learning sessions with State stakeholders;
  - ii. Documentation of success stories, challenges, and innovations;
  - iii. Periodic updates to Standard Operating Procedures (SOPs), templates, and guidelines;
  - iv. Development of a centralised Fund Performance Dashboard to track trends and progress across States.
- b. Adaptive learning actions will be incorporated into the subsequent work plans and fund management strategies.

## 10.6 Integration with State-Level Monitoring Systems

Where feasible, the performance framework will be fully aligned with the State's existing monitoring and evaluation (M&E) systems. This will include:

- a. Integration with the State Results-Based Management (RBM) framework;
- b. Alignment with indicators under the Nasarawa Economic Development Strategy, and PPP pipeline dashboards;
- c. Digital integration into existing M&E platforms, where available;

This Guideline and Operational Manual is issued

Dated 29th day of December 2025



**Ibrahim A. Abdullahi,**  
Managing Director / Chief Executive Officer,  
Nasarawa Investment and Development Agency (NASIDA)

# ANNEXURES

## **Annexure 1: TERMS OF REFERENCE FOR THE PROJECT FACILITATION FUND SECRETARIAT**

### **1. Name of the Unit**

The Project Facilitation Fund Secretariat hereinafter referred to as the "PFF Secretariat."

### **2. Mandate and Leadership**

The PFF Secretariat will serve as the technical, administrative, and operational hub of the Project Facilitation Fund. It will coordinate the day-to-day implementation of the Fund, including project screening, pipeline development, fund disbursement tracking, monitoring and evaluation, and stakeholder engagement, in accordance with the provisions of Nasarawa State Project Facilitation Fund (NPFF) Regulation, 2025 and relevant laws and policies of the Nasarawa State.

The Officer Administering the Fund shall serve as the Head of the PFF Secretariat and oversee the Secretariat's day-to-day operations and strategic alignment with the objectives of the Project Facilitation Fund (PFF).

### **3. Key Functions**

The Secretariat shall perform the following responsibilities:

#### **a. Strategic Planning and Oversight**

- Develop and monitor annual workplans and Budget for the Fund.
- Prepare and monitor implementation of the Business Plan and Financial Plan for the Fund.
- Develop and oversee the implementation of annual procurement plans.

#### **b. Operational Guidelines and Procedures**

- Draft and publish, with the approval of the Fund Management Committee, Guidelines and Procedures for submitting and processing applications for support under the PFF.
- Prepare funding agreements and other documentation required to facilitate disbursements from the Fund.

#### **c. Project Origination and Procurement**

- Receive, screen, and process applications for project development funding.

- Coordinate and manage the procurement of consultants and transaction advisers in line with public procurement and PFF guidelines.

#### **d. Project Monitoring and Reporting**

- Monitor the implementation of PPP projects supported by the Fund and track the realization of expected project benefits.
- Ensure timely and high-quality progress reporting to the Fund Management Committee and other oversight entities.

#### **e. Fund Administration**

- Maintain accurate and up-to-date financial, operational, and project records for all Fund-supported activities.
- Ensure compliance with procurement, financial management, audit, and safeguards procedures.

#### **f. Capacity Building and Knowledge Management**

- Support institutional capacity building of MDAs involved in PPP project development.
- Facilitate knowledge capture, learning, and dissemination to improve future fund operations and project outcomes.

### **4. Staffing**

- a. The PFF Secretariat will be staffed with a combination of civil servants and technical experts, including seconded personnel or consultants, with expertise in project finance, PPPs, procurement, infrastructure planning, legal advisory, safeguards, and M&E.

Core Secretariat Roles and Responsibilities:

<b>Role</b>	<b>Number</b>	<b>Key Responsibilities</b>
Officer Administering the Fund	1	Overall management of Fund operations, approvals within delegated limits, reporting to PFC
Legal Adviser	1	Drafting and reviewing Funding Agreements, contracts, and compliance with regulations
Financial Analyst	1–2	Budgeting, financial analysis, cost-recovery assessments, liquidity monitoring
Fund Accountant	1	Accounting, reconciliation, and disbursement tracking
Procurement Officer	1	Procurement planning, compliance monitoring, contract management

Role	Number	Key Responsibilities
Internal Auditor	1	Internal audits, compliance verification, fraud risk oversight
M&E Officer	1	Performance monitoring, reporting, knowledge management
Infrastructure/Project Adviser	1–2	Technical assessment, feasibility review, project structuring

### **Support from NASIDA and NSIF**

While the Secretariat is responsible for day-to-day operations, additional technical and administrative support may be drawn from NASIDA or NSIF. This may include:

- Access to centralized legal, HR, or finance functions within NASIDA.
- Seconded or advisory staff for specialized project evaluation, risk management, or financial structuring from NSIF.
- Access to NSIF project pipelines, investment data, and technical guidance.

These support arrangements do not alter the direct accountability of the PFF Secretariat but provide flexibility to scale expertise and resources based on project pipeline demand or technical complexity.

## **5. Reporting**

- a. The PFF Secretariat will report to the Officer Administering the Fund and, through him/her, to the Fund Management Committee.
- b. It will prepare quarterly implementation reports, financial statements, and annual performance reviews to be submitted to the Board and other oversight bodies.

## **7. Location**

- a. The PFF Secretariat will be hosted within the NASIDA, with clear visibility and independence in line with its mandate.

## **8. Budget and Resourcing**

- a. The operations of the PFF Secretariat will be financed through an annual administrative budget charged to the PFF or the NASIDA budget.

## **9. Review and Performance Evaluation**

- a. The effectiveness of the PFF Secretariat will be reviewed biennially, with performance metrics aligned to Fund disbursement efficiency, project success rates, capacity-building outcomes, and stakeholder satisfaction.

## **Appendix 2: SAMPLE PROJECT FACILITATION FUNDING AGREEMENT**

### **Nasarawa State**

#### **PROJECT FACILITATION FUND (PFF) FUNDING AGREEMENT**

This Funding Agreement (the "Agreement") is made and entered into this \_\_\_\_ day of \_\_\_\_\_, 20, by and between:

**1. The Nasarawa State Project Facilitation Fund**, a fund established under Part II Section 7 of the Nasarawa State Project Facilitation Fund (NPFF) Regulation, 2025, acting through its Fund Management Committee (hereinafter referred to as the "Fund"), with its Secretariat domiciled at Shendam Road, Lafia, Nasarawa State;

AND

**2. [Insert Full Legal Name and address of the Beneficiary Institution/Agency] (hereinafter referred to as the "Recipient")**

#### **WHEREAS:**

- a. The Fund has been established to support the preparation and facilitation of priority infrastructure and public-private partnership (PPP) projects;
- b. The Recipient has submitted a funding application for [Insert Project Title & Description];
- c. The Fund has approved the funding request subject to the terms and conditions set out herein;

**NOW THEREFORE, the parties hereby agree as follows:**

#### **1. Purpose of the Funding**

The funding is provided solely for the purposes of [Insert specific activities being funded, e.g., "preparing a bankable feasibility study and associated environmental and social safeguards documents for the [Project Title] PPP project"].

#### **2. Type of Funding**

The funding provided under this Agreement constitutes [select the applicable option(s): a Grant / a Recoverable Advance / Technical Assistance Support, etc] expressly for the purpose under Clause 1

### 3. Funding Amount and Disbursement

**3.1 Total Amount:** The Fund will provide a maximum amount of NGN [Insert Amount in Figures and Words].

**3.2 Disbursement Schedule:** Disbursements will be made in tranches according to the approved work plan and budget (attached as Schedule xx which forms part of this Agreement), and upon satisfactory completion of milestones, subject to Fund Secretariat verification.

**3.3 Bank Account:** Disbursements will be made into the following bank account:

Bank Name:

Account Name:

Account Number:

Sort Code:

### 4. Eligible Expenditures

Eligible expenditures are strictly as set out in Clause 1 (Purpose of Funding). No part of this funding .

### 5. Project Implementation and Reporting

**5.1 Project Timeline:** The Recipient will implement the activities between [Start Date] and [End Date], unless extended by mutual agreement.

**5.2 Reporting Obligations:** The Recipient will submit:

- a. Monthly/quarterly progress reports;
- b. Certified Financial Statements and utilization reports within sixty (60) calendar days following the completion of the project;
- c. Final project completion report.

### 6. Monitoring, Evaluation, and Audit

The Fund will have the right to monitor the implementation, including field visits, review of records, and commissioning of independent audits. The Recipient will provide full access to documents and personnel.

## **7. Environmental and Social Compliance**

The Recipient will comply with all applicable environmental and social safeguards, including [Insert e.g., the State Environmental Impact Assessment Law, the PPP framework, or applicable donor standards].

## **8. Fiduciary and Anti-Corruption Requirements**

The Recipient affirms its commitment to transparency, anti-fraud, and anti-corruption. Any evidence of misuse of funds or material misrepresentation will constitute a breach of this Agreement.

## **9. Suspension and Termination**

The Fund reserves the right to suspend or terminate the Agreement in the event of:

- a. Material breach of the terms;
- b. Failure to deliver milestones;
- c. Misuse of funds;
- d. Bankruptcy or insolvency of the Recipient.

## **10. Governing Law and Dispute Resolution**

This Agreement will be governed by the laws of the Federal Republic of Nigeria. Disputes will be resolved amicably within the Fund or, failing that, by arbitration under the [Insert Arbitration Rules/Law] or as otherwise agreed by the parties.

## **11. Miscellaneous**

**11.1 Notices:** All notices will be delivered in writing physically or electronically to the parties at their respective addresses as provided in this agreement.

**11.2 Amendments:** Any amendments will be made in writing and signed by both parties.

**11.3 Schedules:** The following Schedules form an integral part of this Agreement:

- Schedule I: Work Plan and Budget
- Schedule II: Milestone and Disbursement Schedule

IN WITNESS WHEREOF, the parties have executed this Funding Agreement on the date first above written.



For and on behalf of the Fund:

Chairperson, Fund Management Committee

Date: \_\_\_\_\_

In the presence of:

Name –

Designation –

Address –

Signature –

Date -

For and on behalf of the Recipient:

[Insert Name]

[Insert Title]

Date: \_\_\_\_\_

In the presence of:

Name –

Designation –

Address –

Signature –

Date -

## **illustrative Funding Agreement Clause Categories**

Depending on the funding modality (grant, reimbursable support, milestone-linked, contingent recoverable finance, etc.), the agreement should include one or more of the following clause types. These clauses should be adapted to the specific project context, amount, disbursement conditions, and legal status of the recipient agency.

### **1. Non-Reimbursable Grant Funding**

- **Clause: Grant Character of the Support**
  - Confirm that the funding is a non-reimbursable grant.
  - State that the funding must be used strictly for eligible activities under the approved application.
  - Include claw-back clause for misuse or breach.

### **2. Reimbursable Project Preparation Support**

- **Clause: Repayment Terms**
  - Outline repayment obligations if the project reaches a defined milestone (e.g., commercial close, financial close).
  - Define repayment schedule, interest (if any), and method (lump sum or staggered).
  - Provide conditions under which repayment may be waived (e.g., project cancellation not due to negligence).

### **3. Success-Based Recovery**

- **Clause: Success Fee**
  - Provide for a fixed or percentage-based recovery from the PPP transaction proceeds or from fees paid by private partners at commercial/financial close.
  - Define success thresholds (e.g., if project reaches commercial close or secures private financing).
  - Specify remittance modality (e.g., through escrow account or transaction advisor).

### **4. Milestone-Based Disbursement**

- **Clause: Disbursement Triggers**

- Tie fund release to achievement of specific milestones (e.g., completion of draft feasibility study, submission of tender documents).
- Include verification and approval process before disbursement.
- State that non-compliance or missed milestones may lead to suspension or cancellation of funding.

## **5. Contingent Recoverable Grants (e.g., for VGF or CLM)**

- **Clause: Conditional Recovery**
  - Provide that funding is recoverable if project generates commercial returns or if counterpart co-financing becomes available.
  - Clarify timing and triggers for repayment.
  - Address responsibility in the event of contingent liabilities being realised.

## **6. Co-Financing and Cost-Sharing**

- **Clause: Counterpart Contribution**
  - Define counterpart funding obligations of the contracting authority.
  - Specify timelines, documentation required, and consequences for non-contribution (e.g., suspension of PFF disbursement).

## **7. Audit and Financial Management**

- **Clause: Reporting and Audit**
  - Require periodic financial reporting and retention of supporting documents.
  - Mandate audit by designated authority or external auditor as condition for continued access to Fund resources.

## Appendix 3: SAMPLE PROJECT FACILITATION FUND (PFF) APPLICATION FORM TEMPLATE

*(To be completed by prospective applicants seeking support under the PFF funding windows)*

### SECTION A: APPLICANT INFORMATION

1. **Name of Applicant Entity:**  
[Insert full legal name of public/private sector entity, MDAs, SPV, etc.]
2. **Type of Entity:**
  - ☐ Government Ministry / Department / Agency
  - ☐ Private Developer / Investor
  - ☐ SPV / PPP Entity
  - ☐ Multilateral / DFI
  - ☐ NGO / Civil Society Organisation
  - ☐ Other (please specify): \_\_\_\_\_
3. **Contact Person:**  
[Insert name, designation, and department/unit]
4. **Email Address:**  
[Insert primary email address for correspondence]
5. **Phone Number(s):**  
[Insert primary and alternate numbers]
6. **Registered Address of the Entity:**  
[Insert full address including city and state]

### SECTION B: PROJECT OVERVIEW

7. **Project Title:**  
[Insert proposed name of project]
8. **Project Location(s):**  
[Indicate LGA(s), State, or exact site(s); attach map if necessary]
9. **Sector/Industry Focus:**
  - ☐ Energy
  - ☐ Agriculture
  - ☐ Health
  - ☐ Education
  - ☐ Transport & Logistics
  - ☐ Urban Infrastructure
  - ☐ ICT/Digital Economy
  - ☐ Environment / Climate
  - ☐ Water & Sanitation
  - ☐ Other (specify): \_\_\_\_\_

**10. Brief Description of the Project:**

[Summarise the project concept in not more than 200 words. Indicate objectives, scale, and value proposition]

**11. Estimated Total Project Cost:**

[Insert value in ₦ or US\$]

[Attach breakdown if available]

**12. Current Project Status (Select all that apply):**

- ☐ Concept Note prepared
- ☐ Pre-feasibility conducted
- ☐ Feasibility Study / Outline Business Case completed
- ☐ Land Identified / Secured
- ☐ Stakeholder Engagement conducted
- ☐ No prior work done – early-stage application

**SECTION C: FUNDING REQUEST**

**13. Funding Window Applied For:**

- ☐ Pre-Investment Support (e.g., Feasibility, OBC, E&S, etc.)
- ☐ Transaction Advisory Support
- ☐ Viability Gap Funding (VGF)
- ☐ Contingent Liabilities (e.g., guarantees, availability payments)
- ☐ Capacity Building / Institutional Strengthening
- ☐ Others (specify): \_\_\_\_\_

**14. Amount Requested:**

[Insert value and currency]

[Breakdown by cost item, if available]

**15. Purpose of Funds Requested:**

[e.g., land acquisition studies, E&S impact assessment, PPP procurement support, transaction structuring, community consultations, legal due diligence, etc.]

**16. Co-financing or Contributions (if any):**

[Indicate any co-funding sources or expected contributions by applicant or third parties]

**SECTION D: PROJECT ELIGIBILITY & ALIGNMENT**

**17. Does the project align with national/subnational development plans or strategies?**

- ☐ Yes –
- ☐ No
- ☐ Not Sure

**If yes, which** \_\_\_\_\_ [Specify: e.g., State Development Plan, NDP, Vision 2050]

**18. Is the project intended to be structured as a PPP or attract private investment?**

- ☐ Yes
- ☐ No

19. **Are there any ongoing donor or DFI engagements related to the project?**

☐ Yes –

☐ No

**If yes,** \_\_\_\_\_ [List name of development partners or donors and nature of support]

20. **Is the project likely to have any environmental or social impacts?**

☐ Yes

☐ No

☐ Not Yet Assessed

**If, yes** – [Briefly describe]

## **SECTION E: DECLARATION AND SUBMISSION**

21. **Declaration by Applicant**

We hereby certify that the information provided in this application are true, complete, and accurate to the best of our knowledge. We understand that submission does not guarantee funding and that all information will be subject to verification by the Fund Administrator.

- **Authorised Signatory Name:** \_\_\_\_\_
- **Designation:** \_\_\_\_\_
- **Signature & Official Stamp:** \_\_\_\_\_
- **Date:** \_\_\_\_\_

## **SECTION F: FOR OFFICIAL USE ONLY (DO NOT FILL)**

- **Date of Receipt:** \_\_\_\_\_
- **Reference Number:** \_\_\_\_\_
- **Reviewed By:** \_\_\_\_\_
- **Application Status:**
  - ☐ Approved
  - ☐ Deferred
  - ☐ Rejected
  - ☐ Pending Clarification
- **Remarks:**  
[Insert brief review notes or status comments]

## **Appendix 4: SAMPLE PROJECT EVALUATION AND SCORING TEMPLATE**

*(To be completed by the PFF Secretariat or a designated sub-committee of the Fund Management Committee)*

*[Replace bracketed text with state-specific criteria or thresholds as applicable. This template is editable and should be tailored to each Fund's framework.]*

## SECTION A: BASIC INFORMATION (Non-Scoring)

Project Title	[Insert Project Title]
Project Promoter / Sponsoring MDA	[Insert MDA or Proponent]
Value of Requested Support (₦/US\$)	[Insert amount]
Proposed Location	[Insert LGA/Region/Zone]
Sector / Subsector	[e.g., Transport, Health, Education, Agriculture]
Type of PFF Support Requested	[e.g., Pre-feasibility, Transaction Advisory, VGF, Contingent Liability, etc.]
Project Stage	[Idea / Concept Note / Pre-Feasibility / OBC / FBC]
Date Received	[Insert date]
Application Reference Number	[System-generated ID]

## SECTION B: ELIGIBILITY CHECK (Pass/Fail)

Eligibility Criteria	Yes / No	Comments
1. Is the project a PPP or commercially-viable project with public value?	<input type="checkbox"/> Yes <input type="checkbox"/> No	
2. Is the project consistent with [Insert State Development Plan / Sector Strategy]?	<input type="checkbox"/> Yes <input type="checkbox"/> No	
3. Has the proponent submitted all required documentation?	<input type="checkbox"/> Yes <input type="checkbox"/> No	
4. Is the proposed activity within the scope of PFF support?	<input type="checkbox"/> Yes <input type="checkbox"/> No	
5. Does the project fall under any <b>excluded category</b> ? (e.g., full public procurement, unstructured grant schemes)	<input type="checkbox"/> Yes <input type="checkbox"/> No	

*Only projects that PASS all eligibility criteria proceed to scoring.*

## SECTION C: EVALUATION AND SCORING GRID (Total: 100 points)

Criteria	Sub-Criteria Description	Score	Scoring	Weight	Score	Weighted
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		Range	Guidance	(%)		Score
<b>1. Strategic Alignment</b>	Fit with State Development Plan, sector strategies, and medium-term priorities	0–10	0 = No alignment; 5 = partial fit with sector strategy; 10 = strong alignment with specific priority in government programme	10%		
<b>2. Development Impact Potential</b>	Potential for job creation, inclusion, poverty reduction, service delivery, and spatial equity (urban/peri-urban/rural)	0–10	0 = No impact identified; 5 = moderate, localised impact; 10 = wide-reaching, systemic impact	15%		
<b>3. ESG Alignment</b>	Environmental and social safeguards, climate resilience, inclusion, and governance considerations	0–10	0 = Poor alignment with safeguards; 5 = basic safeguards in place; 10 = meets best-practice ESG standards	10%		
<b>4. Bankability and Financial Prospects</b>	Potential for financial closure, robust revenue model, DFI or private sector interest	0–10	0 = No financing prospects; 5 = positive but uncertain; 10 = strong interest from private/DFI sources or robust PPP structuring	10%		
<b>5. Readiness for Procurement / Market Testing</b>	Project documentation maturity (OBC, FS, safeguards), availability of preliminary studies, and timeline to market	0–10	0 = Only concept; 5 = draft documentation available; 10 = ready for market sounding or tender	10%		
<b>6. Contracting Authority Capacity</b>	Capability of the MDA to lead, coordinate, and implement; prior performance under Fund; project champion designated	0–10	0 = no focal point or weak institution; 5 = moderate capacity or external support; 10 = strong institutional	10%		



			track record and leadership			
<b>7. Co-Financing and Leverage Potential</b>	DFI interest, state budget allocation, philanthropic/private funding commitment	0–10	0 = no co-financing; 5 = in-principle funding expression; 10 = secured or active co-financing arrangements	10%		
<b>8. Value for Money</b>	Efficiency of fund use versus potential outcomes; optimal use of scarce PFF resources	0–10	0 = high cost, low impact; 5 = acceptable trade-off; 10 = strong case for low-cost, high-benefit investment	10%		
<b>9. Impact on Fund Sustainability</b>	Relative size of request versus Fund size; ability to support multiple projects	0–10	0 = drains Fund disproportionately; 5 = medium demand; 10 = small/moderate support with scalable outcomes	5%		
<b>10. Suitability of Proposed Funding Modality</b>	Appropriateness of grant/reimbursable/milestone-linked support based on the activity type	0–10	0 = poor match between activity and modality; 5 = partially suited; 10 = highly appropriate for the proposed intervention	5%		
<b>11. MDA Compliance and Track Record</b>	Past adherence to PFF guidelines, procurement processes, and timely reporting	0–10	0 = poor compliance history; 5 = mixed performance; 10 = strong track record of compliance and delivery	5%		

**TOTAL SCORE:** \_\_\_\_/100

#### **SECTION D: RECOMMENDATION**

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<b>Recommendation</b>	<b>Tick One</b>
Recommended for Support	<input type="checkbox"/>
Not Recommended (with reasons)	<input type="checkbox"/>
Recommend for Revision and Resubmission	<input type="checkbox"/>

**Remarks:**

[Insert narrative summary of findings, justification for recommendation, and risk caveats if any.]

**SECTION E: APPROVAL RECORD**

Reviewed By	Name	Signature	Date
<b>Lead Evaluator</b>			
<b>Technical Review Member</b>			
<b>Legal / Safeguards Reviewer (if applicable)</b>			
<b>M&amp;E Officer (if applicable)</b>			
<b>Officer Administering the Fund</b>			

## **Appendix 5: SAMPLE ANNUAL REPORT TEMPLATE**

### **Project Facilitation Fund (PFF) – Annual Report**

**Reporting Year:** [Insert Year]

**Reporting Entity:** [Insert PFF Secretariat Name / Institution]

**Date of Submission:** [Insert Date]

### **1. Executive Summary**

Provide a high-level overview of the year in review, including:

- Total number of applications received and processed
- Value and number of projects supported
- Sectoral and geographic spread
- Strategic highlights and key achievements
- Summary of financial position
- Emerging challenges and lessons learned

*[Insert 2–3 concise paragraphs]*

### **2. Institutional and Governance Overview**

#### **2.1 Fund Oversight**

- Composition and meetings of the Fund Management Committee
- Key policy or governance decisions during the reporting year
- Changes in membership or structure (if any)

#### **2.2 Secretariat Operations**

- Staffing and capacity developments
- Partnerships and technical assistance
- Internal audits or reviews (if conducted)

### 3. Portfolio Performance

#### 3.1 Applications Summary

Item	Total
Applications Received	
Applications Screened	
Projects Approved	
Projects Supported	
Projects Rejected	
Projects Under Review	

#### 3.2 Projects by Sector

Sector	Number of Projects	% of Total	Total Support (₦)
Transport			
Energy			
Health			
Education			
Water & Sanitation			
ICT			
Others			

*[Use real data or placeholders and disaggregate further if needed]*

#### 3.3 Projects by Stage of Support

Project Stage	No. of Projects	PFF Support Type	Total Value (₦)
Pre-Feasibility		[e.g., Technical Studies]	
Outline Business Case			
Full Business Case			
Procurement Support			
VGF/Contingent Liability			
Others			

## 4. Financial Performance

### 4.1 Summary of Fund Flow

Description	Opening Balance	Inflows	Outflows	Closing Balance
Main Account	₦	₦	₦	₦
Project Accounts (if any)	₦	₦	₦	₦

### 4.2 Fund Capitalisation

Source	Amount (₦)	Remarks
State Government		
Development Partners		
Private Sector		
Others		

### 4.3 Expenditure Breakdown

Expense Category	Amount (₦)	% of Total
Project Support (TA, Studies, VGF)		
Capacity Building & Workshops		
Secretariat Operations		
Legal & Safeguards		
Monitoring & Evaluation		
Others		

## 5. Development Results & Impact

### 5.1 Outputs and Outcomes

Indicator	Baseline	Target	Achieved	Remarks
No. of PPP projects supported				
No. of MDAs supported				
Amount of private capital leveraged (₦)				
No. of jobs created (direct/indirect)				
No. of project concept notes developed				
No. of gender-sensitive or climate-aligned projects supported				

## **5.2 Case Studies and Success Stories**

- *[Include summaries or annex full stories of 2–3 projects]*
- Highlight milestones, lessons, or innovative practices

## **6. Challenges and Lessons Learned**

- Administrative bottlenecks
- Quality of project proposals
- Capacity constraints in MDAs
- Issues with disbursement, procurement, safeguards
- Recommended improvements

## **7. Forward Plan and Recommendations**

- Priorities for the upcoming year
- Planned reforms to regulation/guidelines
- Capacity-building or partnerships needed
- Fundraising and capitalisation strategies

## **Annexes**

- Annex 1: List of All Projects Supported in the Year
- Annex 2: Financial Statements
- Annex 3: Minutes of Governing Board Meetings
- Annex 4: Audit Summary (if applicable)
- Annex 5: MEL Framework Updates
- Annex 6: Safeguards Summary (if applicable)