

Terms of reference (ToR) for the procurement of services below the EU threshold

CONFIDENTIAL

Strengthening the National Energy Regulator of South Africa's cost institutional and operational capacity to effectively regulate the evolving South African Wholesale Electricity Market	Project number/centre: G-012137-001
	Tender number 7000016653

0.	List of abbreviations	2
1.	Context.....	3
2.	Tasks to be performed by the contractor	3
3.	Concept.....	7
	Technical-methodological concept	11
	Project management of the contractor (1.6)	Error! Bookmark not defined.
	Further requirements (1.7).....	Error! Bookmark not defined.
4.	Personnel concept.....	11
	Team leader.....	Error! Bookmark not defined.
	Key expert 1	Error! Bookmark not defined.
	Short-term expert pool with minimum, maximum.....	Error! Bookmark not defined.
5.	Costing requirements	12
	Assignment of personnel and travel expenses	12
	Sustainability aspects for travel	12
	<i>Alternative for contracts for works:</i>	Error! Bookmark not defined.
	Workshops, events and trainings.....	14
6.	Inputs of GIZ or other actors.....	14
7.	Requirements on the format of the tender	14
8.	Option	14
	Type and scope.....	15
	Requirements.....	15
	Quantitative requirements for the optional services	Error! Bookmark not defined.
	Requirements on the format of the tender for the option	Error! Bookmark not defined.
9.	Outsourced processing of personal data	Error! Bookmark not defined.
10.	Annexes	Error! Bookmark not defined.

1. List of abbreviations

AG	Commissioning party
ToRs	Terms of Reference
CPA	Central Purchasing Agency
ERA	Electricity Regulation Act
EPP	Electricity Pricing Policy
GIZ	Deutsche Gesellschaft für Zusammenarbeit
IPP	Independent Power Producer
MYPD	Multiyear Price Determination
NERSA	National Energy Regulator of South Africa
NTCSA	National Transmission Company South Africa
PPA	Power Purchase Agreement
RCA	Regulatory Clearing Account
SAGEN-CET	South African German Energy Program – Capacities for the Energy Transition
SAWEM	South African Wholesale Electricity Market
TSO	Transmission System Operator
WP	Work Package

2. Context

South Africa is undergoing a fundamental transformation of its electricity sector, heralded by the operationalisation of the amended Electricity Regulation Act, 2006 (Act No. 4 of 2006) - the “ERA”. The country is preparing to establish a competitive electricity market in which all retail consumers should ultimately be able to choose their electricity supplier. This transition requires a phased introduction of market segments and participants, supported by clear rules, transparent processes, and robust institutions, including an independent Transmission System Operator (TSO), within the next four years.

A central element of this reform is the unbundling of Eskom (historically responsible for about 95% of South Africa's electricity) into separate generation, transmission, and distribution entities. This unbundling, coupled with more extensive opportunities for private sector participation, represents a decisive move away from a vertically integrated model toward a more open and competitive environment with a centrally dispatched electricity market. In such a market, market participants will have greater opportunities to trade based on competitive price signals.

These changes are occurring in the mist of MYPD5 and MYPD6 NERSA approved revenues which implies that there will be RCA, ERTSA and municipal tariff applications that should be processed by NERSA. The new dispensation will require that NERSA develop rules for each licensed activity.

The transition will involve a number of fundamental interventions, including the establishment of an independent Transmission System Operator (TSO), which will carry out the functions of the Network Operator (as well integration of future ITPs¹), Market Operator (MO) and System Operator, (SO) as well as the risk mitigation (hedging) activities of the Central Purchasing Agency (CPA) Energy Regulator – also noting that section 34 has enable privately funded Independent Transmission Providers (ITPs).

The Regulator is mandated to provide oversight and facilitate the transition with, inter alia, the approval of the key regulatory instruments. Specifically, regarding the SAWEM, this refers to, inter alia, the MO licence, the Trading Platform, Market Code/Rule, Vesting Contracts and the Wholesale Tariff Methodology. The various instruments approved by the Regulator will be used as complementary elements of the regulatory framework for the nascent electricity market, and the critical ones are outlined below.

The Market Code and the Establishment of a Wholesale Electricity Market

The new overarching market design is being developed by the Department of Electricity and Energy (the DEE) and once published will become the foundation for the evaluation of a market code. In the meantime, a draft market code has been developed by the Markert Operator, which proposes rules for buying, selling and delivering electricity in the short-term market, while safeguarding medium- and long-term security of supply.

¹ An independent transmission provider (ITP) is a private sector entity that participates in the development, financing, construction, and/or operation of a country's electricity transmission infrastructure, as opposed to a state-owned utility. This model, exemplified by South Africa's Independent Transmission Projects (ITP) Programme, aims to speed up grid expansion and modernization by involving private capital and expertise.

The market code will also introduce transparent trading and settlement procedures, ensuring equitable participation in the South African Wholesale Electricity Market (SAWEM). To maintain legitimacy, the code will be governed through a transparent modification process that encourages ongoing stakeholder involvement. These core elements of the Market Code will be evaluated against the published market design and conventional centrally dispatched electricity market systems to test the suitability for the South African environment and that the Market Code is 'fit for purpose'.

The assessment of the suitability of the Market Code will address the inputs (such as the trading platform), outputs (such as the market price) and outcomes (affordability of tariffs) of the implementation of the Market Code and necessary adjustments to mitigate the risk of unintended consequences and ensure alignment with the objectives of the ERA. Consequently, the Market Code cannot be addressed in isolation and will be amongst a number of integrated regulatory instruments that will be necessary to enable the establishment of the SAWEM, including:

Regulatory Instruments	Purpose	Outcome
Market operator Licence	Operationalise MO	Efficient transparent market
Market Trading Platform	Enable power trading	Transparent inclusive market
Market Code/Rule	Set the binding market rules	Orderly transition to market
Vesting Contracts - Gx	Phase-in competition - Eskom	Stable move to competition
Vesting Contracts - Dx	Phase-in competition - Eskom	Stable move to competition
Wholesale Tariff methodology	Foundation for regulated tariffs	Interim transition tariff
Retail Tariffs	Protect captive customers	Affordable retail tariffs
GCAR	Regularise fair market access	Increased market competition
Trading Rules	Regularise for orderly trading	Stable market competition
Trading Licences	Enable lawful trading	Increased market competition
Tribunal Rule	Regularise enforcement	Transparent enforcement

NERSA's Mandate and the Existing Regulatory Framework

The National Energy Regulator of South Africa (NERSA), established under the National Energy Regulator Act (Act 40 of 2004), regulates the electricity, piped gas and petroleum pipelines industries. Under the Electricity Regulation Act (ERA) of 2006, NERSA's responsibilities include:

- Issuing licences for generation, transmission, distribution, trading, system operation and market operation
- Registering entities that do not require licences
- Regulating prices and tariffs via rules
- Issuing rules that implement national electricity policy and planning
- Monitoring and enforcing compliance with the Act
- Mediating and arbitrating disputes

At the time of NERSA's establishment, Eskom operated as a vertically integrated monopoly, while municipalities held the constitutional mandate for electricity distribution and were de facto retail monopolies within their distribution network, apart from Eskom legacy customer embedded in the municipal areas supplied by Eskom.

From 2006, Eskom's revenue was regulated through the Multiyear Price Determination (MYPD) methodology; primarily a cost-of-service approach with incentives for efficient spending. Municipal tariffs were approved annually in line with the Electricity Pricing Policy (EPP) of 2008, which emphasises:

- Non-discriminatory, equitable tariffs
- Transparent and unbundled cost structures
- Cost-reflective pricing
- Affordability based on prudent and efficient operations

With the introduction of the SAWEM, the way that costs will need to be regulated will fundamentally be changed.

In the past, the MYPD has been NERSA's main tool for setting Eskom's revenue across generation, transmission, and distribution in a monopoly environment. However, within a competitive electricity market environment, market-based activities will need to be split out from cost regulated activities. While transmission and distribution network costs remain regulated through cost-of-service determinations, energy prices will be set either by the market through competition or through the vesting contracts with Eskom.

It is anticipated that the reformed pricing framework will continue to employ conventional regulatory economic principles, such as determining allowable revenue for regulated entities. This would include the National Transmission Company South Africa (NTCSA) and distribution infrastructure. The reformed pricing framework will inform the approval of vesting contracts, and management of legacy PPAs. At the same time, NERSA must approve trading licences, the Trading Platform, and oversee the Market Code.

In the transition to a competitive market, the cost regulation of generation is likely to evolve to reflect market prices with significantly reduced regulatory oversight, of course subject to no market failure, and noting that mature electricity markets, such as the UK have retained price caps. Revenues for Eskom Generation and IPPs should be derived from tariffs based on the market price discovery and commercial contracts (willing buyer/willing seller - external to the market platform).

Price regulation is envisaged to remain for network regulation (natural monopoly characteristics) and non-competitive segments, evolving into a focused multi-year network tariff determination of the prudent and efficient costs for transmission and distribution. South Africa's policy, legislative and regulatory framework preserves the prerogative to introduce price regulation whenever necessary for broader development objectives aligned with the objectives of the ERA.

1.1 About GIZ

The Deutsche Gesellschaft für Internationale Zusammenarbeit (GIZ) GmbH is a federal enterprise, supporting the German Government and its partners on achieving its objectives in the field of international cooperation for sustainable development. Its corporate objective is to improve people's living conditions on a sustainable basis. The South African - German Energy

Programme - Capacities for the Energy Transition (SAGEN-CET) works towards strengthening the personnel and organisational capabilities of selected partner institutions to implement a socially balanced energy transition.

2.2 Background

As South Africa moves toward a liberalised market, NERSA's responsibilities are expanding to include the development, review, and implementation of regulatory instruments that support the SAWEM. This includes ensuring that tariff methodologies, price signals, market rules, and licence conditions are aligned with the emerging market structure that will be outlined in the DEE market design position paper in due course.

Planned Support to NERSA

To strengthen NERSA's technical, analytical, and institutional readiness for its evolving mandate, GIZ will offer targeted capacity development support in 3 key areas:

- Financial and tariff modelling support
- Regulatory instruments, methodologies and reporting tools
- SAWEM inhouse capacity building and market readiness

3. Tasks to be performed by the contractor

The contractor shall implement the assignment through 3 integrated Work Packages (WPs) designed to strengthen NERSA's technical, analytical, and institutional readiness for South Africa's evolving electricity market. The contractor is responsible for delivering all outputs in close coordination with NERSA, GIZ, and relevant sector stakeholders. The WPs follow no chronological order.

Work Package 1: Financial and Tariff Modelling Support

Objective: Strengthen NERSA's capability to apply consistent, transparent, and analytically robust approaches to MYPD reviews, tariff evaluations, and financial oversight across a liberalising electricity system.

Tasks:

1. Build staff competence in financial modelling and regulatory accounting

- Deliver one in-person short course (up to 5 days) at NERSA or GIZ premises (Pretoria) on regulatory financial modelling.
- Ensure participants are able to:
 - Build, adapt and use models that forecast efficient revenue requirements and tariffs for each licensed activity in the context of a liberalising sector
 - Apply regulatory accounting principles, including creating and/or adapting a standardised set of regulatory accounts, including depreciation, asset valuation, Regulatory Clearing Account (RCA) and performance variance analysis
 - Calculate economic impacts of tariff decisions across user categories and analyse equity, efficiency and affordability implications
 - Compare actual vs. allowed revenues/costs and identify prudence and productivity issues – with reference to the efficient revenues above.

2. Strengthen methodological coherence and analytical frameworks

- Develop methodological notes on cost-of-service studies, load profiles, consumer-class structures and tariff design principles (including the determination of prudent and efficient costs).
- Ensure that the model has validation tool to check the accuracy of its outcome
- Review pricing and tariff consultation papers and provide benchmarking-based recommendations.

Produce regulatory review checklists, model input sheets, evaluation templates, and standard operating procedures to ensure uniform application across teams.

Work Package 2: Strengthening Regulatory Methodologies and Reporting Tools

Objective: Ensure NERSA's regulatory methodologies and reporting structures are fit-for-purpose for a regulatory and competitive market environment, with clear, standardised workflows and data pathways and for each licensed activity outline in the ERA for application in section 151B.

Tasks:

1. Update key regulatory methodologies and instruments

- Align tariff-setting principles with the EPP, accounting ring-fencing, unbundling and emerging market conditions.
- Propose updates to support rule-making for pricing, tariffs and market governance.

2. Develop standardised reporting and regulatory data tools

- Update NERSA's annual financial reporting templates
- Develop new templates required for:
 - tariff unbundling and
 - SAWEM-related submissions (e.g. trading data, settlement data).
- Prepare (internal) guidance notes for NERSA to ensure licensees' submission of consistent, complete and analysable data.

3. Translate models and methodologies into operational rules

- Review current Regulatory Reporting Manual for electricity
- Create regulatory guidance documents ("how-to" manuals) that clearly link: Models → Methodologies → Regulatory rules → Review processes
- Support drafting of rules or amendments where required for pricing, cost recovery, and transparency

Work Package 3: SAWEM In-House Capacity Building and Market Readiness

Objective: Equip NERSA with the knowledge, systems and regulatory tools needed to effectively oversee the SAWEM and ensure staff readiness for market-based licensing, monitoring and enforcement.

Tasks:

1. Deliver a 2-day SAWEM capacity building programme

The contractor shall design and deliver a training programme covering:

- Market fundamentals, merit order, dispatch principles and short-term energy markets
- Trading rules, settlement systems, balancing mechanisms and prudential requirements
- Market Code and modification procedures
- Tribunal and dispute processes
- Licensing frameworks for traders, generators and the Market Operator and System Operator
- Market surveillance, competition principles, and compliance oversight, investigatory fundamentals and related enforcement frameworks.

2. Provide technical support for SAWEM-related regulatory instruments

The contractor shall support NERSA in developing or refining:

- Market Operator licence conditions
- Trading Rules and Market Code operationalisation
- Tribunal Rules and decision frameworks
- Vesting contract guidelines
- Tariff methodology for the regulated market segment
- Grid Capacity Access Rules

Deliverables (across all WPs)

Updated financial and tariff models	• Excel-based models with transparent formulas, labelled sheets, and clear input–output structure • Includes a concise user guide
Technical review checklists, templates and SOPs	• Step-by-step review instructions, quality criteria, and defined decision points
Standardised reporting templates & data submission guidance	• Templates with validation checks, clear field definitions, and examples • Aligned with SAWEM and unbundling requirements
Regulatory guidance documents	• Clear explanations of methodologies, assumptions, and decision flows • Includes worked examples and alignment with ERA/EPP and NERSA's rule framework
Capacity-Building Materials, Training Reports and Curricula	• Exercises, case studies, learning outcomes, assessments, attendance records, and evaluation summaries
Technical advisory notes	• Diagnostic analysis, recommendations, benchmarking, and a 1-page non-technical summary --> Regulatory Accounting

Further Tasks

- The contractor manages costs and expenditures, accounting processes and invoicing in line with the requirements of GIZ
- The contractor reports regularly to GIZ in accordance with the current AVB of the Deutsche Gesellschaft für Internationale Zusammenarbeit (GIZ) GmbH.

Certain milestones, as laid out in the table below, are to be achieved during the contract term:

Milestones	Deadline
• Deliver a 2-day SAWEM capacity building programme	November 2026
• Provide technical support for SAWEM-related regulatory instruments	From contract start till November 2026
• Technical review checklists, templates and SOPs	From contract start till November 2026
• Regulatory guidance documents	From contract start till November 2026
• Capacity-Building Materials, Training Reports and Curricula	From contract start till December 2026
• Technical advisory notes	End of August 2026
• Build staff competence in financial modelling and regulatory accounting	From contract start till September 2026
• Strengthen methodological coherence and analytical frameworks	From contract start till November 2026
• Update key regulatory methodologies and instruments	From contract start till September 2026
• Develop standardised reporting and regulatory data tools	From contract start till September 2026
• Translate models and methodologies into operational rules	From contract start till September 2026

Period of assignment: from 17.08.2026 until 15.12.2026.

4. Concept

In the tender, the tenderer is required to show *how* the objectives defined in Chapter 2 (Tasks to be performed) are to be achieved, if applicable under consideration of further method-related requirements (technical-methodological concept). In addition, the tenderer must describe the project management system for service provision.

Note: The numbers in parentheses correspond to the lines of the technical assessment grid.

Technical-methodological concept

Strategy (1.1): The tenderer is required to consider the tasks to be performed with reference to the objectives of the services put out to tender (see Chapter 1 Context) (1.1.1). Following this, the tenderer presents and justifies the explicit strategy with which it intends to provide the services for which it is responsible (see Chapter 2 Tasks to be performed) (1.1.2).

The tenderer is required to present the actors relevant for the services for which it is responsible and describe the **cooperation (1.2)** with them.

The tenderer is required to present and explain its approach to **steering** the measures with the project partners (1.3.1).

The tenderer is required to describe the key **processes** for the services for which it is responsible and create an **operational plan** or schedule (1.4.1) that describes how the services according to Chapter 2 (Tasks to be performed by the contractor) are to be provided. In particular, the tenderer is required to describe the necessary work steps and, if applicable, take account of the milestones and **contributions** of other actors (partner contributions) in accordance with Chapter 2 (Tasks to be performed) (1.4.2).

The tenderer is required to describe its contribution to **knowledge management** for the partner (1.5.1).

5. Personnel concept

The tenderer is required to provide personnel who are suited to filling the positions described, on the basis of their CVs (see Chapter 7), the range of tasks involved and the required qualifications.

The below specified qualifications represent the requirements to reach the maximum number of points in the technical assessment.

Key expert 1

Tasks of key expert 1

- Overall responsibility for the advisory packages of the contractor (quality and deadlines)
- Coordinating and ensuring communication with GIZ and partners involved in the project
- Regular reporting in accordance with deadlines

The contractor shall design (in collaboration with GIZ) and administer a survey for all participants after each capacity-development activity (including trainings and workshops). The survey shall capture demographic information (e.g., gender, position), as well as feedback on increased competencies and the usefulness of the training measures. In addition, the

contractor shall collect concrete examples demonstrating how participants have applied the acquired knowledge in their respective work environments.

Qualifications of key expert 1

- Education/training (2.2.1): PhD in energy economics
- Language (2.2.2): C1 -level language proficiency in English
- General professional experience (2.2.3): 12 years of professional experience in the energy sector
- Specific professional experience (2.2.4): 10 years of professional experience in tariff design, energy policy, power sector regulation, and utility performance
- Leadership/management experience (2.2.5): n/a
- Regional experience (2.2.6): 10 years of experience in SADC region, 5 years of experience in South Africa.
- Development Cooperation (DC) experience (2.2.7): 10 years of experience
- Other (2.2.8): Demonstrated collaboration with NERSA on energy related topics:
 - 10 points: Proven, substantial collaboration with NERSA on electricity regulatory topics, evidenced by concrete projects and outcomes.
 - 5 points: Some experience with energy regulators or utilities, but limited or no direct NERSA engagement.

6. Costing requirements

Assignment of personnel and travel expenses

Per diem allowances are reimbursed as a lump sum up to the maximum amounts permissible under tax law for each country as set out in the country table in the circular from the German Federal Ministry of Finance on travel expense remuneration (downloadable from the [German Federal Ministry of Finance – tax treatment of travel expenses and allowances for international business travel as of 1 January 2026 \(GERMAN ONLY\)](#)).

Accommodation allowances are reimbursed as detailed in the specification of inputs below.

With special justification, additional Accommodation costs up to a reasonable amount can be reimbursed against evidence.

All business travel must be agreed in advance by the officer responsible for the project

Sustainability aspects for travel

GIZ has undertaken an obligation to reduce greenhouse gas emissions (CO₂ emissions) caused by travel. When preparing your tender, please incorporate options for reducing emissions, such as selecting the lowest-emission booking class (economy) and using means of transport, airlines and flight routes with a higher CO₂ efficiency. For short distances, travel by train (second class) or e-mobility should be the preferred option.

CO₂ emissions caused by air travel must be offset. GIZ specifies a budget for this, through which the carbon offsets can be settled against evidence.

There are many different providers in the market for emissions certificates, and they have different climate impact ambitions. The [Development and Climate Alliance \(German only\)](#) has

published a [list of standards \(German only\)](#). GIZ recommends using the standards specified there.

Specification of inputs

Fee days	Number of experts	Number of days per expert	Total	Comments
Key expert	1	70	70	One key expert for the implementation of the work packages.
Travel expenses	Quantity	Number per expert	Total	Comments
Per-diem allowance in country of assignment	10	1		1x 5-day training on financial modelling in Pretoria 2x 2-day training on SAWEM in Pretoria
Overnight allowance in country of assignment	10	1		
Transport	Quantity	Number per expert	Total	Comments
Domestic flights	3	1		3 economy class return tickets
CO ₂ compensation for air travel Guidance for GIZ service providers on avoiding, reducing and offsetting GHG emissions	3	1		A budget is earmarked for settling carbon offsets against evidence (R643.45/flight).
Travel expenses (train, car) - Car travel (mileage), R4.76 per 1km (by private vehicle) - Car hire - E-hailing (e.g. UBER) / train - Toll fees, Parking	1			Travel within South Africa, transfer to/from the airport, etc. Travel to and from Pretoria, Johannesburg or Cape Town.
Other costs	Comments			
Flexible remuneration	A budget of R115 000 is foreseen for flexible remuneration. It allows limited flexibility in using approved contract funds during service delivery. It may only be applied with prior written approval from GIZ and only within existing approved cost lines. It does <u>not allow</u> new cost categories or an increase of the overall contract value. The service			

	provider must briefly justify the proposed use and link it to the agreed deliverables. Please incorporate this budget into the price schedule. Use of the flexible remuneration item requires prior written approval from GIZ.			
Subcontracts	1	1	R60 000	The budget contains the following fixed costs: ▪ External expert inputs (local/international) ▪ Facilitation ▪ Transport

Workshops, events and trainings

The contractor is not responsible for the logistical organisation of the workshops and therefore the costs do not need to be specified.

7. Inputs of GIZ or other actors

From NERSA

- Historical allowed vs. actual revenue and cost data
- Existing templates, reporting manuals and internal review tools (where available)
- Licensing frameworks and draft licence conditions for market participants
- Existing tribunal, dispute resolution and enforcement frameworks
- Overview of current data submission workflows, known data gaps and internal approval processes
- Identification of staff involved in market oversight, licensing and compliance

From GIZ

- Alignment with SAWEM School and other capacity-building initiatives
- Access to relevant international market examples
- Clarity on interfaces with NTCSA and Market Operator readiness

8. Requirements on the format of the tender

The structure of the tender must correspond to the structure of the ToR. In particular, the detailed structure of the concept (Chapter 3) should be organised in accordance with the positively weighted criteria in the assessment grid (not with zero). The tender must be legible (font size 11 or larger) and clearly formulated. It must be drawn up in English.

The complete tender must not exceed 10 pages (excluding CVs). If one of the maximum page lengths is exceeded, the content appearing after the cut-off point will not be included in the assessment. External content (e.g. links to websites) will also not be considered.

The CVs of the personnel proposed in accordance with Chapter 4 of the ToRs must be submitted using the format specified in the terms and conditions for application. The CVs shall not exceed 4 pages each. They must clearly show the position and job the proposed person held in the reference project and for how long. The CVs can also be submitted in English.

Please calculate your financial tender based exactly on the parameters specified in Chapter 5 Quantitative requirements. The contractor is not contractually entitled to use up the days, trips, workshops or budgets in full. The number of days, trips and workshops and the budgets will be contractually agreed as maximum limits. The specifications for pricing are defined in the price schedule.

9. Option

After the services put out to tender have been completed, important elements of these tasks can be continued or extended.

Type and scope

Given the ongoing transformation of South Africa's electricity sector, the inclusion of an option for continuation and extension of expert days and budget is considered necessary. NERSA is operating at the centre of this transition, which involves evolving market structures, regulatory instruments and implementation timelines that cannot be fully foreseen at the outset of the assignment. As the South African Wholesale Electricity Market develops, additional analytical, methodological or advisory support may be required at short notice to respond to emerging regulatory needs. The option allows for flexibility to provide targeted support where necessary, without interrupting continuity or requiring a new procurement process. An additional budget will therefore be set aside to support further development related to the South African wholesale electricity market, should this become necessary.

The option will be available to increase the budget in proportion to the following expert specifications: **15 expert days** in total.

Requirements

Exercising the option will depend on the needs of NERSA and the issues raised to GIZ. Together, the final decision of pulling the option will be made. **The decision on continuation is expected to be made in September 2026**, with no anticipation that the contract term will be extended beyond the original termination date of **December 15**.

The option will be exercised by means of a contract extension on the basis of the individual approaches already offered.

Requirements on the format of the tender for the option

Please complete both spreadsheets in the price schedule, i.e. one for the main service and one for the optional service