1. Country and Sector Background

The main development objective of the proposed Project is to accelerate economic growth and poverty reduction through development of least-cost power generation for domestic use in an environmentally sustainable and efficient manner. In addition to mobilizing private capital, the proposed Project will promote private sector involvement in the management of the power sector, and sustainable sector reform.

Sierra Leone has embarked on a transition from a nation focused primarily on post-conflict needs to a nation poised for long-run growth and the implementation of a full Poverty Reduction Strategy. The civil war ended in January 2002, just over three years ago. Sierra Leone has made substantial progress in consolidating social and economic security for its people. This has been complemented by its efforts to promote transparent and inclusive governance. While there is a continued need for rehabilitation and recovery, people are now increasingly looking ahead to the economic growth and public service delivery that will help them escape poverty.

During the period of civil unrest (1991-2002) the country’s electricity infrastructure suffered from widespread destruction and lack of maintenance. The sparse coverage and unreliability of electricity supply as well as the very high electricity tariffs (approximately US$ 0.20/kWh) are recognized as major impediments to sustainable economic growth and poverty reduction.

To respond to the challenges posed by this situation, the Government of Sierra Leone (GoSL) defined in a Letter of Sector Development Policy (dated April 29, 2004) a set of policy measures that it will pursue to support the sector during the period 2004-2010. The core elements of GoSL’s strategy include increasing electricity supply (both on and off-grid and non-grid) in a more efficient and cost-effective way, thereby boosting economic and social development
capacity with widespread reliable and affordable electric power. The power sector goals support the nation’s Interim Poverty Reduction Strategy and the National Recovery Strategy particularly in the context of accelerating economic growth. The Bank reacted swiftly with the Power and Water Project (PWP, Cr. 3694-SL), a multi-sector project, which was presented to the Board on July 1, 2004, and reflects a comprehensive development approach. The PWP is presently being implemented to establish the foundations and framework for the Government to proceed with the completion of the 50 MW Bumbuna Hydroelectric Project (BHP) as well as additional projects to leverage the power sector and BHP’s development opportunities, – taking into account all other donor commitments and ongoing or planned programs.

In the draft PRSP the Government proposes a framework with three “pillars”: (i) promoting good governance, peace and security (ii) promoting pro-poor sustainable growth, and (iii) promoting human development. The general objective of the governance reform program is to ensure the effective functioning of government machinery for the efficient delivery of services. The second pillar aims to revive the economy, including implementation of sector programs, among them energy. In particular, investment in supportive infrastructure is a key element under this pillar and within this, energy is one of the priority sectors, with potential to transform the economy, accelerate growth, provide incentive for local and private investment, and increase access to a basic service. The PRSP states that the government’s overall objective in the energy sector is to expand the population’s access to reliable modern energy services while improving supply reliability. In this regard, the strategy is to encourage both public and private investment in the energy sector. The PRSP explicitly mentions the role of the Bumbuna hydroelectric project in increasing access to modern energy supplies.

The Government has written on several occasions to request Bank support for this operation. The Ministry of Energy and Power (MOEP) presently has a multi-dimensional focus on the development of the country’s electricity supply – a critical initiative for commercial, industrial and service delivery in the country.

With the assistance of the Public-Private Infrastructure Advisory Facility (PPIAF), the Government of Sierra Leone (GoSL) undertook a major diagnostic study of the institutional framework and policies that are constraining performance in the power sector. Currently, the constrained interconnected power system in the Western Area of Sierra Leone (of 27.2 MW nominal capacity in May 2004 now down to15 MW) is characterized by daily massive blackouts, high tariffs (approximately US$ 0.20/kWh), very high technical and non-technical losses (in excess of 35%) and low collections. This study also identified the completion of the BHP as a priority issue. The construction of the BHP, which has been under preparation since the early 1980’s was halted by the intensification of civil war activities in 1997, when it was 85% complete. The PPIAF study further highlighted the major constraints to improved performance in the power sector, most notably, the lack of significant private sector involvement as reflected by a shortage of capital, inefficient management of the National Power Authority (NPA), and the need to attract staff with the required skills and competencies. In addition, the study identified the lack of any sustained planning and coordination in the energy sector, in general, including the modern and traditional sectors as a major performance constraint. The Government adopted the major recommendations of the report, including the need to undertake major sector reforms encompassing revising the NPA Act (1982), setting up an independent regulatory framework for
the sector as well as a Policy, Planning and Coordination Unit within the MOEP, and putting in place a sectoral public-private partnership, through instituting a performance-oriented management contract for NPA.

Under the financing provided by the African Development Bank (AfDB), a technical and financial audit of the BHP was conducted in 2002. The audit recommended the prompt completion of the project, which encouraged the Government to organize a donors meeting in September 2003 where pledges of support for completing the project were made by the AfDB, the Government of Italy and the OPEC Fund. At this meeting IDA agreed to provide a partial risk guarantee (PRG) to facilitate commercial loans financing for the BHP.

The strategy that is being adopted to improve the sector presents opportunities to reduce emissions of carbon dioxide as the construction of the hydropower plant will displace heavy fuel oil generation. In addition, carbon finance revenues generated through the sale of credited greenhouse gas emission reductions improve the financial performance and attractiveness of the sector to private investors. The World Bank’s Carbon Finance Unit has approved a project idea note (PIN) for carbon-financing of the Bumbuna hydroelectric dam and plans to complete processing of this component on a separate track by the end of FY05.

2. Objectives

The objective of the proposed Project is to ensure the availability of a reliable least-cost source of generation capacity, in support of the GoSL’s power sector reform program.

3. Rationale for Bank Involvement

The rationale for Bank involvement in the BHP is threefold: (a) to act as a catalyst for resource mobilization and donor coordination; (b) to promote public-private partnerships in developing and operating infrastructure projects; and (c) to develop customized risk mitigation instruments under the PRG to facilitate the implementation of major infrastructure projects. In addition, under the power component of the SIERRA LEONE: Power and Water Project, the Bank is bringing to bear its experience in putting together power sector reform packages, including performance oriented management contracts for utilities.

4. Description

**Component A- Hydroelectric Infrastructure**

The BHP will be a run-of-river hydropower plant consisting of a 88 m high rockfill dam with an asphalted concrete upstream face; a crest-length of 440 meters; a water intake structure; two ‘morning glory’ spillways with associated tunnels. The reservoir will be Y-shaped 30 km long, with width between 0.2 and 1 km, with a surface area at the maximum operating level (240.5 masl) of 21 km2 with a volume of 445 million m3. The above ground powerhouse will house 2 x
25 MW turbo-generator units. The BHP energy will be stepped up with a 13.4 kV/161 kV switchyard and transmitted to Freetown by a single-circuit 200 km long transmission line on self-supporting steel towers. At Freetown, the energy will be stepped down with a 161 kV/34.5 kV/11 kV substation for distribution in the Western Area. Power service to Makeni, Magburaka, Lunsar and Port Loco will be provided by means of an insulated shield-wire, (energized at 34.5 kV), which will shield the 161 kV line.

**Component B- Implementation of the Environmental Management Plan/The Resettlement Action Plans for the Dam/Reservoir Area and the Transmission Line/Upper Seli Community Development Initiative**

**Environment Management Plan (EMP)**

The Government of Sierra Leone prepared a comprehensive Environmental Management and Mitigation Plan (EMP). The key element of the EMP is the improved management of the Bumbuna Watershed to be executed by the Bumbuna Watershed Management Authority (BWMA), still to be established. The main objectives of the Bumbuna Watershed Management Plan are to protect the reservoir from excessive sedimentation by improving the agricultural practices in the Bumbuna Catchment area, improving the livelihood of farmers and to protect the remaining animal and plant biodiversity in the wider catchment area, which includes the protection of the remaining chimpanzee and other primate communities.

The subcomponents of the Bumbuna Watershed Management Plan are the following: a comprehensive Community Participation and Awareness program for the catchment, the preparation and implementation of i) a Water and Land Management Strategy and Action Plan, ii) a Land and Soil Management Program, iii) an Agroforestry and Forestry Program, iv) an Agricultural Development Program, v) Establishment and Management of the Bumbuna Conservation Area (BCA), vi) a Downstream and a Reservoir Fisheries Management Program, vii) Public Health impacts such as bilharzia and malaria will be managed through improved health services, viii) Exploration of ecotourism development potential, ix) Establishment of an environmental and social amenity flow, x) Management of the Water Quality in the Reservoir area, xi) Preparation and Implementation of a comprehensive Environmental Monitoring Program.

All these actions together need to result in an appropriate protection of the Bumbuna Reservoir from sedimentation, improved livelihood of farmers in the catchment area, increased economic opportunities for communities in the area, appropriate protection of biodiversity and adequate water quality for users of the reservoir and downstream users and sufficient water quantity for downstream uses, including the environment.

**Land Acquisition, Compensation & Rehabilitation (Reservoir Area)**

Survey work for the Dam & Reservoir Resettlement Action Plan (RAP) has indicated varying degrees of effect on the villages of the area, from the loss of <20% of land to complete inundation. It is expected that only one village, comprising 16 households and a population of 135, will need to be completely resettled. House-for-house resettlement arrangements are proposed, but potential resettlement sites have not yet been considered (EA’s for the resettlement sites have still to be carried out as soon as they are known). Compensation will also be payable for the loss of all other assets including land, trees, structures, etc. Communal assets such as shrines, footpaths, etc., will also be moved / reinstated at the cost of the project. The Reservoir
RAP includes a number of recommendations for the re-establishment of livelihoods following resettlement. A Livelihood Assessment and Income Restoration Program (LAIR) will be prepared, implemented and monitored.

**Land Acquisition, Compensation & Rehabilitation (Transmission Line)**

Practices in countries such as Canada, New Zealand, Spain, Mexico have demonstrated that from a safety and public health point of view it is an acceptable standard to build a high voltage power line over houses, as long as the required safety clearance is adhered to. There is only very limited land acquisition and resettlement required for the transmission line. One school in Makeni needs to be moved to an area adjacent to the present building. In addition a further five dwellings will need to be moved out of the right of way (ROW) to adjacent areas.

**Upper Seli Community Development Initiative**

This initiative will develop and test an innovative institutional model for the proposed Bumbuna Trust for local resource development, and, in so doing, provide benefit sharing to the indirectly affected population in the reservoir area and the area immediately downstream of the dam. This initiative will consist of two activities: (a) ward and community sub-projects- communities will receive development benefits, based on their demands for improved infrastructure services, through sub-projects implemented by them in collaboration with ward development committees and in harmony with overall district development plans and (b) youth capacity building- young women and men will receive training in marketable trade skills as well as business and life skills. There will also be a small grant allocation scheme targeted at community-based youth organizations. The initiative will have a Steering Committee to provide overall strategic direction and to plan for the proposed Bumbuna Trust. There will also be a Catchment Stakeholder Forum to enable a wider group of stakeholders to discuss progress and provide input for the formation of the Trust.

**Component C: Technical Assistance**

This component comprises Construction Supervision for the Hydroelectric Project; Project Management and Supervision - Component B; the Dam Review Panel (DRP); support for the Environment and Social Advisory Panel of Experts (ESAP); and support for the Bumbuna PIU, including the Communications Action Program.

It bears noting that:

(a) The ESAP advised on the comprehensiveness and quality of the Environmental Assessment Report prepared in 2004;

(b) The DRP was constituted in October 2004, in accord with OP/BP 4.37. The Panel has concluded that the dam at Bumbuna is safe; the hydrology in the Seli River has not changed in the past decades; and that the present sediment loads in the Seli River do not pose a risk to the lifetime of the Bumbuna reservoir. Post dam implementation, the DRP will focus on assuring the satisfactory preparation/implementation of the Impoundment Plan; the O& M Plan; the emergency preparedness plan (EPP); and Flood Management;

(c) To meet its responsibilities for managing the EMP and the RAPs, the PIU will be strengthened with an international and national Environmental Management Technical
Assistance team. This TA team will be responsible for the implementation of the EMP in collaboration with the Department of Environment and other Sierra Leonean agencies. The PIU will also establish its own environmental management structure to oversee that the EMPs prepared by the contractors for the dam and transmission line are correctly implemented (See (c) below) and

(c) The contractors for the dam and transmission line will prepare their own EMP, which is based on the Bank, approved EMP in the 2005 EA. The contractors will also appoint their own environmental manager, who will oversee the implementation of the Contractor’s EMPs.

World Bank Safeguard Policy staff will supervise the implementation of the EMPs at least twice a year.

5. Financing

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</table>

6. Implementation

The implementation of the project’s components will be as follows:

**Component A**

**Contracts A2/B and C**

**Implementation Period:** 20 months from contract signature.

**Executing Agency:** The proposed Project will be implemented by the SPC, a special-purpose company incorporated as a private limited liability company under the laws of Sierra-Leone, to finance, complete, and operate the BHP project on a Public Private Partnership (“PPP”) basis. The SPC will sell electricity to NPA under a 15-year PPA. The project sponsor is Salini Costruttori, S.p.A. (Salcost), which will hold a 75 percent shareholding in the SPC, while the GOSL will hold the remaining 25 percent of the shares. Salcost is a private corporation, established in 1940. Over a sixty five year period, Salcost has built hydroelectric power generation facilities in more than 20 countries.

**Project Contractual Arrangements:** Because Salcost is not engaged in hydropower plant operation, an international operating utility will be procured under international procurement guidelines to maintain and operate the completed project on behalf of the SPC. The contractual
structure of the Project departs somewhat from the traditional industry model for BOT (limited recourse) hydropower project finance transactions. The Project Contracts allocates the commercial, technical and political risks amongst the parties best able to manage them. The SPC is responsible for completing the BHP facility within budget and commissioning schedule. The SPC will also be contractually responsible for operating and maintaining the facility in accordance with agreed operating specifications, budgets and performance targets.

- **The Power Purchase Agreement** between NPA and the SPC will provide for the bulk sale of power by the SPC to NPA for a term of 15 years. NPA, the power purchaser, will be required to purchase capacity made available by the SPC and will make monthly payments for available capacity on the basis of a capacity charge. The capacity charge is based on the cost of debt, operating costs and the cost of maintaining cash reserves;

- **The Concession and Government Guarantee Agreement** defines the rights and obligations of the GoSL and the SPC. Under this agreement, the GoSL has granted to the SPC the right to complete and operate the Project. The Concession Agreement provides the SPC with protection against political Force Majeure events and assurances for currency convertibility and transferability, and defines the events of default and claims procedures. The Agreement also defines under which circumstances the GoSL guarantees the payment obligations of NPA under the PPA. It remains in force until the project private debt has been reduced to zero;

- **The Shareholders Agreement** defines the right and obligations between Salcost and the GoSL, as exclusive shareholders of the SPC;

- **Operations and Maintenance Agreement.** Operations and maintenance of the Project will be undertaken by a competitively-selected O&M Contractor. Under the O&M Contract, the O&M Contractor will provide operations and maintenance services and environmental management support. The O&M Contractor will enter into a **Technical Services Agreement** with the SPC for the complete management of the operations and maintenance of the project, which will allow the SPC to fulfill its obligations under the Concession Agreement.

**Reporting Requirements and Project Monitoring:** Under the Project Contractual Agreements, the SPC will be required to make available the following reports and any other data that the lenders and IDA may reasonably request:

- quarterly operation reports; annual insurance reviews; and annual approved operating plans and maintenance programs;
- Annual monitoring reports on compliance with applicable national and local environmental requirements, environmental and social policies, including the World Bank Group’s safeguard policies, environmental, health and safety guidelines, the Environmental Action Plans; and
- Yearly audited financial statements for the SPC
**Auditing Arrangements:** The SPC will have its financial statements for each fiscal year audited in accordance with internationally acceptable auditing standards, and by an independent auditor satisfactory to the lenders and IDA. In addition, the SPC will ensure that IDA receives its audited financial statements.

**Contract D**

It is anticipated that Contract D will be implemented by SAE (formerly ABB Solutions) under a contract to be signed with the Bumbuna PIU. Financing would be provided by the OPEC Fund.

**Component B**

Except for the Upper Seli Community Development Initiative (USCDI), the Bumbuna PIU will be responsible for managing all the other activities for Component B.

The USCDI will have a Steering Committee to provide overall strategic direction and to plan for the proposed Bumbuna Trust. There will also be a Catchment Stakeholder Forum to enable a wider group of stakeholders to discuss progress and provide input for the formation of the Trust. The implementing agency for this initiative will be the Decentralization Secretariat (DECSEC, in the Ministry of Local Government and Community Development). DECSEC will have a two-person coordination team based in its Freetown office, with one coordinator (or ‘coach’) based in each of the three participating districts.

**Component C**

This component will be managed by the Bumbuna PIU. The construction supervision contract is already in place the arrangements for the work programs for the DRP and the ESAP will build on what was accomplished during their first meetings. The PIU will also be responsible for implementing the Communications Program.

7. **Sustainability**

The economic and political implications of the proposed project are considerable as it is important for redressing imbalances in the economic and social development of SIERRA LEONE. In addition, because it is the country’s priority infrastructure project, it has the close attention at the highest decision-making levels in Freetown. Hence, the Government's commitment to and sense of ownership of the BHP is extremely high.

**Government’s commitment to power sector reform and to completion of the BHP.** The sustainability of the BHP is primarily supported by GoSL’s commitment to complete the project and let the private sector run it until, at least, it pays back its debts. The SPC has been created solely for the purpose of being responsible for the management of the BHP’s operations, including contracting out its operations and maintenance to a very experienced international hydropower utility so as to enable it to pay back the commercial loans and other project obligations. The project sustainability also rests with the implementation of a number of policy actions and effective achievement of their respective objectives. These actions include the selection of a management contract for NPA and the promotion of economic tariffs for sales of
power to improve both the efficiency of the management of its operations and long-term financial viability of the company. Other important policy actions contributing to the sustainability of the project include the Amendment of the existing NPA Act to allow for a private entity to run the BHP; the enactment a new 2005 Electricity Law and NPA Act and the establishment of a sector regulatory framework, which will all help create an enabling environment that is conducive to transparent private sector participation in the energy sector; and the creation of a National Energy Policy Planning and Coordinator Unit (NEPPCU) within the (MoEP) to better plan for the least cost development of the sector. Finally, the T&D investments to reduce technical losses, as well as the commercial actions taken by the new management contractor to significantly reduce the commercial losses, are expected to yield substantial improvements to ensure the long term viability of the power systems of NPA.

Because of the involvement of the private sector, the project will stimulate the establishment of a new regulatory and institutional environment with new working methodologies and managing practices. The establishment of sound communication activities will help to ensure that the different actors involved participate in the transformation process and accept the new environment.

Community willingness and capacity to manage and sustain services attached to the safeguard mitigation actions: To help communities manage their services in the long-term, the institutional capacity of community-based organizations will be strengthened in: operations and maintenance, financial management, hygiene, education, and effective use of electricity services, as appropriate. This will be done through sensitization sessions by teams composed of Bumbuna district level staff in association with the consultants’ sociologist and community development specialists, (recruited specially for that purpose). Management of operation and maintenance of completed community facilities will be the sole responsibility of the community.

Because of the impoundment of the reservoir, people and fauna (including chimpanzees) will likely be squeezed into a smaller area, which causes the so-called habitat squeeze. This habitat squeeze will further decrease the sustainability of the present agricultural shifting cultivation system and will increase the pressure on the chimpanzee habitat. The project will finance the development and implementation of a Land Management Strategy and Action Plan, a Land and Soil Management Program, an Agroforestry and Forestry Program and an Agricultural Development Program for the Bumbuna Watershed. The potential for ecotourism development will be studied and an action plan developed. These activities will be executed by the Bumbuna Watershed Management Authority (BWMA) and financed through the establishment of a Bumbuna Watershed Management Trust Fund, partly financed from the electricity tariff (3%), to fund the activities of the Authority, including the proposed environmental offset (Bumbuna Conservation Area). It is expected that these mitigation measures will improve the livelihood of the extremely poor farmer population, reduce siltation of the reservoir and protect the habitat for the chimpanzee population, other primates and other biodiversity and overall ensure the sustainability of the project. Additional measures to be taken under the project that will strengthen the sustainability include: an Emergency Preparedness Plan will be prepared to warn and protect people downstream in case of an emergency; an aerator mechanism to reduce the chance of stratification of the reservoir and improve water quality will be included in the dam design; and a benefit sharing mechanism will be the establishment of the Upper Seli Community
Development Initiative through which indirectly affected communities around the reservoir can benefit from social and economic development activities. The borrower’s commitment to implement all these mitigation measures constitutes another strength on which the project’s sustainability is founded.

8. Lessons Learned from Past Operations in the Country/Sector

The following lessons have been learnt in developing countries, with respect to implementing hydroelectric projects, particularly in post-conflict countries:

- The need for rigorous project preparation, particularly in relation to application of the Bank’s Environmental Safeguards Policies to the Project from the time it was initiated.
- The need for a simple straightforward financing structure to complete the project;
- Judicious handling of claims; and
- The need to address Institutional Risks in undertaking the project

The main lessons from IDA’s energy sector operations include the following:

- The importance of implementing power sector reform programs, in particular a private sector entry in electricity distribution and the development of adequate regulatory arrangements, as a basis to underpin the financial viability and sustainability of the power sector and new investments.
- The importance of commercializing power sector operations and promoting private participation.
- The catalytic role of the World Bank Group which is critical to mobilize any amount of private sector finance and mitigate political risks particularly for investments in a sector and a country that has not yet developed a good track record.
- The importance of recognizing the fiscal burden of significant infrastructure projects which require large payments, and assessing the potential impact and availability of foreign exchange in order to honor these payment obligations.
- The importance of an equitable and bankable risk distribution between the various parties in private sector projects; and
- Mismanagement of sector revenue can often result in cash shortfalls in meeting payment obligations to different parties involved in a reformed sector. The approach of cash management by an independent trustee can help to ensure appropriate cash management and provides comfort to future private sector participants.
- Large infrastructure projects are better accepted by civil society when local people share in the benefits.
9. Safeguard Policies (including public consultation)

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<td>Projects on International Waterways (OP/BP/GP 7.50)</td>
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10. List of Factual Technical Documents


2. Retrospective Review of the Bumbuna Hydroelectric Project: Emphasizing the role and application of Options Assessment Concepts; Lawrence J.M. Haas, in collaboration with the PIU Bumbuna Staff and with contributions from stakeholders; November 30, 2004 (draft final report)


8. SIERRA LEONE: Recommended Legal Framework for the Electricity Sector, prepared by Hunton and Williams LLP, Washington D.C. January 2005

* By supporting the proposed project, the Bank does not intend to prejudice the final determination of the parties' claims on the disputed areas


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