

Amyn Mussa

Partner | ALN Kenya | Anjarwalla & Khanna

Physical Address:
ALN House, Eldama Ravine Close, Off Eldama Ravine Road, Westlands

Postal Address:
PO Box 200-00606, Sarit Centre, Nairobi, Kenya

Telephone:
+254 (0) 20 364 0000

Email Address:
amyn.mussa@aln.africa

Background

Amyn Mussa is a Partner and the head of Projects & Infrastructure department at ALN Kenya | Anjarwalla & Khanna (ALN Kenya) and also co-heads the firm's Real Estate & Construction department. Amyn is generally considered the leading energy and projects lawyer in the country. He specialises in energy, projects, infrastructure, natural and renewable resources, as well as real estate and privatisation.

Under Amyn's leadership, ALN Kenya has developed a dynamic and market-leading energy and projects practice and is regularly engaged on the most significant power, infrastructure, large scale real estate development (including mixed use, industrial, Park, logistics and manufacturing facilities) and natural resources projects. Amyn has been involved in advising sponsors and developers on unique landmark projects in Eastern Africa including Lake Turkana Wind Power, Kipeto Energy, the Menengai Geothermal Projects, the concessioning of the Port of Dar es Salam, the Kigali Internation Finance Centre, Tatu City, Garden City, Two Rivers, Teams (the undersea fibre optic project connecting UAE to Mombasa) and Triumph Power. He has also acted on complex M & A and joint venture transactions involving infrastructure assets including the sale of the shares by Vestas, IFU and Finnfund of their shares in Lake Turkana Wind Power to Blackrock and the acquisition by Berkley Energy into a Madagascar energy platform created by Tozzi Green owning several brownfield and green field renewable energy assets. This advice includes government engagement and contracts, including in relation to procurement of projects, concession agreements, PPAs, offtake agreements and Government support measures. He was involved in developing and concluding the first renewable energy power purchase agreements and letters of support in East Africa. He also advises sponsors on drafting and negotiating construction, O&M and debt financing agreements; together with ALN Kenya's Tax team, structuring project equity financing, including all operative agreements such as share purchase agreements, shareholder agreements and share subscription agreements; structuring unique partial risk and political risk guarantee products for clients (covering a variety of risks, including non-payment, termination compensation, associated infrastructure and fuel risk) with counter parties such as MIGA, IDA, ATI, ADF and various Governments in East Africa. His clients have included Actis, Globeleq, Ormat, Frontier, DP World, Bechtel, Moderna, ARCH AIIM, A.P Moller, Kenya Airways, Berkeley Energy, Rendeavour, Finnfund and other global leading project sponsors in Sub-Saharan Africa.

Amyn has led training seminars on PPPs, project finance, energy and infrastructure projects for international developers, financiers and government officials in Ethiopia, Rwanda, Kenya, Tanzania and the US. He has also worked with multilateral institution and government like African Legal Support Facility, Power Africa, US Department of Commerce.

Professional Membership

- Law Society of Kenya

Professional Qualifications

1999: Post graduate Diploma in Law, Kenya School of Law

1995: Doctor of Jurisprudence (J.D.), University of Houston School of Law, USA

1991: Bachelor of Business Administration (Major-Finance), University of Houston, USA

Career Summary

2000 – Date: Partner, Anjarwalla & Khanna, Nairobi

1998 – 2000: Legal Officer, Unicof Group of Companies

1996 – 1997: Legal Assistant, Anjarwalla Abdulhusein & Co. Advocates

1994: Legal Intern, Roberts, Markel, Folger & Powers LLP, Texas, USA

Awards & Accolades

- Amyn is ranked by Band 1 Chambers Global (2012 – 2023) in the Projects and Energy category. He is the only Kenyan Lawyer ranked as such.
- Amyn has been listed in the 'hall of fame' for both privatisation and projects and the real estate & construction categories by legal 500 (2019 – 2023).
- Amyn has been recognised as 'Highly regarded' in the areas of Banking, Energy and Infrastructure, M&A, Project Development and Project Finance by IFLR1000 (2014 – 2022).
- Chambers Global 2020 noted that Amyn is a leading light in energy, with sources unanimously distinguishing him as "one of the most experienced power lawyers this side of Africa."
- Amyn was voted one of the best Corporate Lawyers in Kenya by Best Lawyers International in 2015, the oldest and most respected worldwide legal peer review guide.
- Amyn was been ranked by Chambers Global (2016 – 2017) as a 'notable practitioner' in Corporate and Commercial.

"Amyn Mussa's advice is top-notch and tailor-made to our needs." **– *Chambers Global, 2023***

'Amyn Mussa is professional, available and offers useful legal advice, meeting the client's needs and requirements.' ***– Legal 500, 2023***

"He is pragmatic and offers top-notch practical legal advice. He is adept at finding solutions and has helped us navigate our way around some of our most complex legal and lease structuring issues." "He is very practical and has tons of experience." – ***Chambers Global 2022***

Amyn Mussa has the ability to navigate through complex legal, commercial, practical and tax aspects of energy and large infrastructure projects and provide a solution that balances commercial interests of all parties involved in a transaction." – ***Lega l500 2022***

"Amyn is a pre-eminent figure in the Kenyan energy space who" "knows the power sector extremely well and has a very strong network within both the public and private sectors". [Amyn is] "unmatched in his knowledge

*of renewable technologies". – **Chambers Global 2021***

*"He fields an exceptional knowledge of thermal, solar and wind technologies, and as an inimitable negotiator remains a top-level choice for PPP and PPA negotiations. Market commentators applaud his market awareness and strength in guiding projects from inception to close". – **Chambers Global 2020***

*"Amyn is without a doubt the best lawyer in the Kenyan power sector" and "on the energy side, there's no one in the local market who compares to Amyn". – **Chamber Global 2019**.*

*"Amyn Mussa is 'top notch', has 'long-standing experience with Kenyan IPPs' and 'is well-regarded by the Kenyan authorities. – **Legal 500 2019**.*

*"Amyn Mussa is a leading figure in the Kenyan project finance market, where he is well versed in handling matters across the energy and infrastructure sectors." – **Who's Who Legal 2019**.*

*"Amyn is praised for his energy and projects expertise." **Chambers Global 2015**.*

*''Amyn is highly appreciated for his energy and natural resources expertise, with substantial experience in both project finance and commercial deals." – **Chambers Global 2014**.*

*''Amyn Mussa leads much of the firm's work in the burgeoning energy sector, and is described as 'one of the leading guys in energy work in Kenya'." – **Chambers Global 2013**.*

Top Matters

Projects & Infrastructure

- Acting for **Moderna**, an American pharmaceutical and biotechnology company, in connection with setting up the first mRNA vaccine manufacturing facility in Africa; together with the Government of Kenya, including drafting and negotiating various agreements with the Government of Kenya, providing regulatory and tax advice and advising on the acquisition of the site for the vaccine manufacturing facility.
- Acting for the sponsors, in connection with the development, design, procurement, construction, installation, commissioning, ownership and operation of a 35 MW geothermal power generation plant at Olkaria geothermal fields, through QPEA GT Menegai, including drafting and negotiating the power purchase agreements, steam supply agreements, partial risk guarantees, land leasing arrangements, letter of support, EPC construction contract, operation and maintenance agreement, long term spares agreement, and project management agreement, including providing legal regulatory and tax advice in relation to the energy sector in Kenya, assisting in negotiating of financing agreements and security documents with the proposed lenders, drafting and negotiating all arrangements between the equity parties to the transaction and co-ordination of satisfaction of the conditions precedent and with facilitation of project security package, reviewing potential lender term sheet and providing services and advise to the Project Company.
- Acting for the **African Infrastructure Investment Managers** (AIIM), a leading infrastructure fund manager, in connection with the acquisition from Mota Engil, a multinational organization with operations focused on construction and infrastructure management, of an interest in Lots 15 and 18 of the Roads Annuity Programme. AIIM invested USD 34 million through its pan-African AIIF4 Fund for a 74% stake, including undertaking a detailed due diligence of these projects, including a review of the equity, finance and project documents. Following the due diligence, drafting and negotiating the transaction documentation, providing advice on the regulatory approvals required to effect the acquisition, preparing drafts of the conditions to closing and the completion documents.
- Acting for **Finnfund, Vestas Eastern Africa** and **KIF**, shareholders of the Lake Turkana Wind Power, the largest wind farm project in Africa, in connection with the transfer of their shares into the Climate Finance Partnership, a fund managed by the BlackRock Group, one of the world's largest public asset managers

- with over USD 10 trillion in asset, including drafting and negotiating the primary transaction documents (share purchase agreements and disclosure letters for each of the sellers), drafting the pre-emption notices and managing the closing process.
- Acting for **Kenya Airways**, the flag carrier and national airline of Kenya, in connection with the proposed consolidation of the entire Kenyan aviation sector, including drafting and negotiating all the proposed legislation including a new Aviation Bill, amending numerous other legislation and transaction documents, and advising on legal and regulatory issues around implementation of the project.Advising Kenya Airways, the flag carrier and national airline of Kenya, in connection with the creation of a government owned entity which will hold and govern all aspects of the Kenyan aviation sector, including management and operations of Kenya Airways, Jomo Kenyatta International Airport, the Kenya Airports Authority and the operation and management of 53 smaller airports and airstrips across Kenya.
- Acting for the sponsors of the 310MW **Turkana Wind Power Project** (the largest power generation project in Kenya, designed to provide at least 30% of the country's power demand) including, structuring and negotiating the equity financing with Alywych, Norfund, FinnFund, IFU and Vestas and a bankable 20-year power purchase agreement on a take or pay basis with Kenya Power and Lighting Co. (KPLC); negotiating a credit enhancement package with KPLC, GoK, and the ADF; advising on the debt financing with AFDB, Standard Bank of South Africa, NEDBANK, EIB, DEG, Proparco, Eksport Kredit Funden, PTA Bank, and EADB; reviewing and negotiating various engineering, procurement and supply agreements (EPC) with Vestas, Siemens, Civicon and Seco; as well as advising on land acquisitions and all regulatory matters, including interface with the Ministry of Finance, Ministry of Energy, Kenya Revenue Authority, Competition Authority and Attorney General's office. This transaction was awarded the African Renewables Deal of the Year 2014 by both Project Finance International (PFI) and IJGlobal Europe & Africa Awards.
- Acting for the sponsor, **Triumph Power Generating Company**, in connection with the development and financing of an 81MW thermal power plant in Athi River, Kenya including drafting and negotiating a turnkey engineering procurement and construction contract with XJ International Engineering Corporation of the People's Republic of China (a wholly owned subsidiary of the China State Grid Corporation involved in domestic & international power projects in hydro, coal-fired and oil-fired power generation, transmission and distribution ("XJ")); drafting and negotiating: a long term operations and maintenance agreement between the project company and XJ, a bankable 20 year power purchase agreement between the project company and KPLC, and a fuel supply agreement; structuring a credit enhancement package for the project company including, drafting and negotiating a PRG Support Agreement and Project Agreement with KPLC, the GoK and the International Development Association in relation to the issuance of an irrevocable on-demand letter of credit by JP Morgan to mitigate against any off-taker payment default as well as the related GoK political risk letter of support; providing legal advice with respect to all debt financing arrangements including: drafting and negotiating a USD 102 million loan agreement to finance the construction and operation of the power plant with The Standard Bank of South Africa and The Industrial and Commercial Bank of China (as mandated lead arrangers and lenders) and negotiating all ancillary agreements including, a debenture and a charge over land as well as other financing contracts such as the sponsor subscription deed, accounts agreement, and hedging agreement.
- Acting for **The East Africa Marine System** (TEAMS) and Econet Wireless Kenya (now known as Essar Telecom Kenya), part of the Essar Group of India, in relation to the Public Private Partnership (PPP) between the Government of Kenya and a consortium of East African national and international telecoms service providers and Etisalat of UAE undertaking the construction and operation of a 5000 km underwater fibre optic cable connecting Kenya to Fujairah, UAE. ALN Kenya's role included advising on corporate structuring, telecommunications, privatisation and procurement regulation and drafting, reviewing subscription, loan and shareholding agreements as well as reviewing capacity purchase agreements.
- Acting for various IPPs in connection with force majeure attributed to the COVID-19 pandemic on the implementation of power purchase agreements between the IPPs and KPLC.
- Acting for a private party in connection with the proposed development of a water and sanitation project in the Coast region as a public private partnership with the national government and the county water service providers in Mombasa and Kilifi counties.

- Acting as legal consultants to **City-Yuwa Partners**, a Japanese law firm, who have been instructed by Crown Agents, an international development company, to provide legal advisory services in respect of the development, implementation and installation of a medical and hazardous waste processing plant in Nairobi with the project being financed through a government-to-government grant made available by the Government of Japan to the Government of Kenya, including assisting with the preparation of pre-feasibility reports and inception reports; a legal and regulatory due diligence in respect of the proposed project; providing structuring and tax advice; and assisting in the process of selecting the preferred bidder, including preparing the tender documents and all applicable project contracts (such as the construction and O&M agreements).
- Advising **Bechtel**, one of the world's largest infrastructure and construction companies, in connection with the construction of the Nairobi – Mombasa Expressway, including advising on all legal and regulatory aspects of the project, such as procurement, roads development, construction law, labour law, financing and fund flow structures, choice of law and dispute resolution clauses, and environmental liability issues.
- Acting for the **Government of Kenya** on the first ever coal concession (Blocks C and D, Mui Basin) to be granted by the Government to Fenxi Mining (China) on a public private partnership basis negotiated and drafted a Benefit Sharing Agreement and Investor Agreement which was signed in December 2013.
- Acting for **Elicio NV and International Finance Corporation** among others, the sponsors of a 90MW wind powered generation farm in Mpeketoni, Lamu on the coast of Kenya, owned by Electrawinds, including reviewing and negotiating the power purchase agreement on a take or pay basis with the Kenya Power and Lighting Company (KPLC) and advising on various equity, land, management and regulatory matters.
- Advising **responsAbility Investments**, one of the world's leading independent asset managers specializing in emerging market investments, in connection with enforceability in Kenya of foreign law governed promissory notes issued by a Kenyan obligor, including reviewing template promissory notes prepared under Luxembourg and Switzerland law, identifying Kenyan law issues and making the necessary amendments, and advising on the capacity of the Kenyan obligors to issue the promissory notes and the enforceability of the promissory notes in Kenya.
- Acting for **Tullow Oil**, a multinational oil and gas exploration company, in connection with the development of a pipeline in Kenya that will carry oil discovered as a result of drilling in the northern part of Kenya to a port in Mombasa and Lamu and export internationally, including carrying out work on the environmental health, safety and social aspects of the pipeline project and carry out a regulatory review of all applicable laws in Kenya related to the pipeline project and well as the licences, permits and consents required under Kenyan legislation for the pipeline project.

Real Estate

- Acting for **Centum Real Estate** in connection with its development, Riverbank Apartments (a residential flagship within the Two Rivers Social City) comprising 84 residential apartments, including: drafting and negotiating all unit sale and lease agreements for the buyers; preparing and negotiating all land acquisition contracts, the sale agreement and head leases between the land owner and the developer; providing legal, land and structuring advice; advising on an appropriate management structure, including providing tax advice; drafting and structuring all the template documents such as booking forms, disclaimers, letter of offer, agreement for sale or lease and the long term residential leases; reviewing the consultancy contracts with third party contractors and agents.
- Acting for **EH Venture Capital Rwanda** in connection with the development of a financial centre in Kigali Rwanda, including advising on the legal and tax structuring options available to the parties and drafting and negotiating the investment agreement with the Government of Rwanda, relevant construction contracts, consultancy agreements and lease agreements, the hotel management and the hotel brand agreements.
- Acting for **EH Venture Capital Rwanda** in connection with the development of an international financial

- business centre (KIFBC) in Kigali Rwanda, including advising on the structuring options available to the parties and drafting and negotiating the investment agreement with the Government of Rwanda, negotiating hotel management contracts with the proposed hotel operator, relevant construction contracts, consultancy agreements and lease agreements.
- Acting for **Maasai Ujiri**, a professional basketball executive and NBA player and president of the NBA Toronto Raptors, and his partner Andrew Feinstein in connection with the development, design, procurement, financing, construction and operation of a mixed-use development in Kigali, Rwanda in relation to the award-winning Kigali Arena.
- Acting for **Cold Solutions Kenya**, a leading temperature-controlled warehouse and logistics service provider, in connection with the construction of a controlled storage facility in Tatu City.
- Acting for **Japan Techno Co.**, under instruction from Crown Agents, an international development company that provides consulting services, in connection with the development, implementation and installation of a medical and hazardous waste processing plant in Nairobi, with the project being financed through a government-to-government grant made available by the Government of Japan to the Government of Kenya.
- Acting for **AVIC International Real Estate Kenya**, a subsidiary of Aviation Industry Corporation of China, a Chinese state-owned aerospace and defence company, in connection with its development of a mixed-use state-of-the-art development comprising of one of tallest office blocks in Kenya, a modern retail and commercial centre, a five star hotel and four residential apartment blocks consisting of an aggregate of 504 high end apartments.
- Acting for **Paramount Chief Estate** in connection with its greenfield development of a medium-cost housing estate in the Kenyan suburb of Kiambu comprising of 345 villas in Phase 1, and 403 maisonettes in Phase 2, known as Edenville.
- Acting for **Mi Vida Thika Road**, a newly established residential home developer, in connection with the development of a proposed new USD 120 million residential project, comprising of approximately 624 middle class apartments.
- Acting for **Actis**, a leading private equity investor in emerging markets, and Improvon Group, one of Africa's most established logistics and warehouse property specialists, in connection with the development of an A-Grade product-specific warehouse and logistics park, on a 103-acre piece of land along Nairobi's Eastern Bypass.
- Acting for **Soma Properties**, the developers of Sarit Centre, Nairobi's iconic and busiest shopping mall, located in Westlands with a wide range of shops, restaurants amenities and commercial space, in connection with their expansion of the mall to include more retail and commercial space.
- Representing **Actis** in connection with its Garden City development, a USD 250 million integrated mixed-use property that will include a 500,000 square feet retail mall, offices, hotel, 600 residential units, businesses and a recreational area. ALN Kenya's role includes preparing and negotiating all land contracts and advising on the legal and financial structuring, management structure to ensure effective integration in view of the mixed-use nature of the project and construction contract with Sinohydro. In addition, ALN Kenya is acting for Actis in relation to the construction and purchase of a solar facility to power the Garden City development including negotiation the power purchase agreement.