

Terms of Reference (TOR) for Appointment of Legal Consultant (Individual)

1. Background:

In September 2015, the Government of Bangladesh issued the Public Private Partnership Act (PPP Act 2015) to facilitate the development of core sector public infrastructure and services vital for the people of Bangladesh. The PPP program is a part of the Government's Vision 2021 goal to ensure a more rapid, inclusive growth trajectory, and to better meet the need for enhanced, high quality public services in a fiscally sustainable manner. Under this act, the PPP Authority was established in September 2015 as a separate, autonomous Authority under the Prime Minister's Office to act as a catalyst to proactively identify, realize, screen, develop and provide support for PPP projects.

The PPP Authority's role in relation to the PPP program extends to supporting the Line Ministries and Agencies to identify, develop, procure and finance PPP projects. For interested investors and lenders, the PPP Authority provides a professional, transparent, centralized portal for accessing high quality PPP Projects and is staffed by both private sector professionals and civil service resources, the PPP Authority facilitates project development, and builds capabilities, with the goal to enhancing the quality, attractiveness, and sustainability of PPP projects.

PPP Authority not only has a regulatory oversight role, it offers project development support, and provides expert project facilitation services to the Contracting Authorities and Line Ministries. With its in-house PPP expertise, PPP Authority engages closely with the Contracting Authorities and their advisors for various commercial and legal issues to ensure that the project becomes bankable and also government objectives are met. The PPP Technical Assistance Fund (PPPTAF) is established to provide project development funding support to sanctioned PPP projects. PPP Authority procures consultants and advisors through PPPTAF to support the development, review and validation of project concepts, commercial fundamentals, legal considerations and finalization of transaction documentation.

2. Objectives:

The objective of this consulting agreement is to appoint an individual Legal Consultant who can support the PPP Authority in preparing the relevant legal sections of the project document and review the information prepared by PPP Authority and/or its advisors with regard to its legal aspects in undertaking PPP projects. S/he will continuously interact and liaise with project stakeholders and ensure that only quality documents are presented.

3. Scope of Services: (Duties and Responsibilities)

The Legal Consultant is required to work in line with PPP Authority for the services in accordance with the standards set out for PPPs in relevant laws, regulations, rules and policy. The scope of the services will specifically include (but not be limited to) the following:

- i. Support the PPP Authority and its advisors to prepare the relevant legal sections of the bid documents (IFB/RFQ/RFP/PPP Contract) and review the information prepared by PPP Authority and/or its advisors with regard to its legal aspects;
- ii. Assist PPP Authority in preparing MOUs/Agreements/ Information Memorandum etc;
- iii. Track amendments to any procurement documents (including IFB, JVA etc.) and assist in incorporating changes accordingly;
- iv. Review and provide opinion on all relevant laws, policies, statutes, regulations, and licenses related to the development of PPP projects in the proposed sites. Highlight restrictions / limitations under any statute / law;
- v. Identify and investigate litigation, suits or third party claim (i.e. from revenue authority etc.) for any PPP Project, if any;
- vi. Review existing arrangements and provide opinion on tenure of lease, nature of lease, notice period for vacating premises and compensation for termination, if required;
- vii. Provide support in the training/workshop sessions to Line Ministry/Implementing Agency/other stakeholders;
- viii. Perform such other tasks assigned by the Secretary & CEO as may become necessary.

4. Required Qualification and Experience

The consultant is desired to fulfil the following requirements:

1. LLB with Membership at Bar Council will be preferred;
2. At least 20 years of experience of working in a relevant project, procurement or commercial discipline in a relevant enterprise (for e.g. financial institution, law firm, project based firm, NGO, consultancy firm);
3. At least 10 years of work experience in policy/project documentation. Experience in commercial oriented infrastructure sector project/consultancy will be distinct advantage;
4. Experience of working with Multilateral Development Banks (such as World Bank, ADB etc) will be given preference;
5. Hands-on experience in any PPP or Infrastructure Project with involvement in project documentation including legal vetting of draft bidding documents, Information Memorandum, Concession Agreement will be highly valued;
6. Working with Government Agency in dealing with projects will be preferred;
7. Project/Consultancy experience in multiple countries will get preference;
8. Must have strong and proven written and oral communication and presentation skills;
9. Must be skilled and competent in the use of Microsoft Office (MS Words, Excel PowerPoint etc.) applications.

Application Procedure

An application should be submitted along with a detailed CV and a recent photograph. A financial proposal also needs to be submitted along with the application but in a separate sealed envelope. Preferred applicant may be interviewed. The template for the CV and financial proposal is provided in the annexure to this document.