

Terms of Reference

PPP Technical Studies and Transaction Advisory Services for Construction of Multimodal Transport Hub at Dhaka Biman Bandar Railway Station under PPP Basis

Background

The capital city of Bangladesh, Dhaka is connected with Northern, Southern, Eastern and Western region of the country by the Dhaka-Tongi Railway section. This section's maximum portion falls within Dhaka Main City (DSCC & DNCC) and connected by 4 operating railway stations such as Dhaka, Tejgaon, Dhaka Cantonment and Dhaka Biman Bandar Railway (DABB) Station. Among them mainly Dhaka station and DABB station are playing key role in transferring the railway passengers between Capital City and rest of the regions of the country.

With the nascent economy of our country, remarkable infrastructural development in the transport sector has been occurred in the last decade. Still these transport sector hardly competing the growth of commuting passengers and transporting commodities around the country specially between the capital and other parts of the country.

Bangladesh Railway is playing the role of transportation of passengers and goods encountering various challenges. Specially the transport capacity is still not enough to cater the peak time passengers of Dhaka City. Railway is not exceptional one. So, Govt. of Bangladesh has undertaken many projects to enhance the transport capacity of the country emphasizing to resolve the passenger transportation situation of the Capital. Kamalapur Multi-modal Transport Hub at Dhaka Railway Station and Dhaka Biman Bandar Multi-modal Transport Hub at DABB station are two key projects that will perform the prime role in resolving the above shortcoming.

The passengers of south side of Dhaka City will use Kamalapur Multi-modal Transport Hub. On the other hand, the passenger of north portion of Dhaka city and the inhabitants of newly built Purbachal City and other upcoming townships at north side will use Dhaka Biman Bandar Multi-modal Transport Hub. So, the project for development of a multi-modal transport hub at existing railway station area at DABB Station has been proposed by Bangladesh Railway (BR). The Project has received in Principle Approval from CCEA on 17 October 2018.

At present 106 nos. passenger trains run to and from Dhaka Station in the Dhaka-Tongi railway corridor. All passenger trains have stoppage at DABB station. About 60,000 passengers commute in those trains using the existing facility of DABB Station daily. Bangladesh Railway is executing a number of infrastructural development and rolling stock procurement projects. Some other similar projects are in plan with a view to increase the national transport share from 4% to 10% both in passenger and goods. After implementation of these projects sectional capacity of Dhaka-Tongi section will be increased about 2.5 times of the present capacity.

DABB station will be connected with ongoing BRT Line 3: Airport to Gazipur to be extended up to Purbachal, Hazrat Shahjalal Airport Terminal-3, First Dhaka Elevated Expressway, MRT Line 1: Airport to Kamalapur. Integration is required between all modes of transport to handle passengers and cargos smoothly. DABB MmTH project has been conceived with a view to develop an integrated multi-modal transportation facility at this location.

Bangladesh Railway has requested support from the PPP Authority for the transaction advisory services required for this project.

Project Objectives

The objectives of undertaking the project are as under:

- i. To provide exchange between transport modes for passengers and cargos.
- ii. To establish physical infrastructures that will outfit the requirement of railway operational aspects such as:
 - Development of Platforms to cater at least 8 tracks to terminate and initiate Intercity Trains from DABB of which 4 through tracks for non-stopping & freight trains and 4 loop tracks for stopping trains. There shall be another 4 siding lines for stabling trains.
 - Developing required physical facilities to receive and dispatch of huge number of passengers in quick time
 - Development of Loco shed and siding for schedule inspection, maintenance and fueling
 - Development of carriage washing facility, maintenance shed and siding
 - Development of infrastructures to ensure transferring passengers between different mode of transport incl. commercial activity
- iii. To provide Information, ticketing, waiting area and security for passengers using the hub.
- iv. To facilitate passenger utilizing their free time between transports by taking food and shopping in retailing areas.
- v. To provide Hotel and Office Spaces may with facilities for commercial and social interactions.
- vi. To boost in local job growth and regional prosperity, growing the airport employment area while facilitating more fine-grained, interconnected transit service
- vii. The proposed project will allow a private partner to develop a modern multi modal transport hub, which will:
 - Reduce traffic congestion.
 - Integrate different mode of transport.
 - Provide convenience to the passenger.

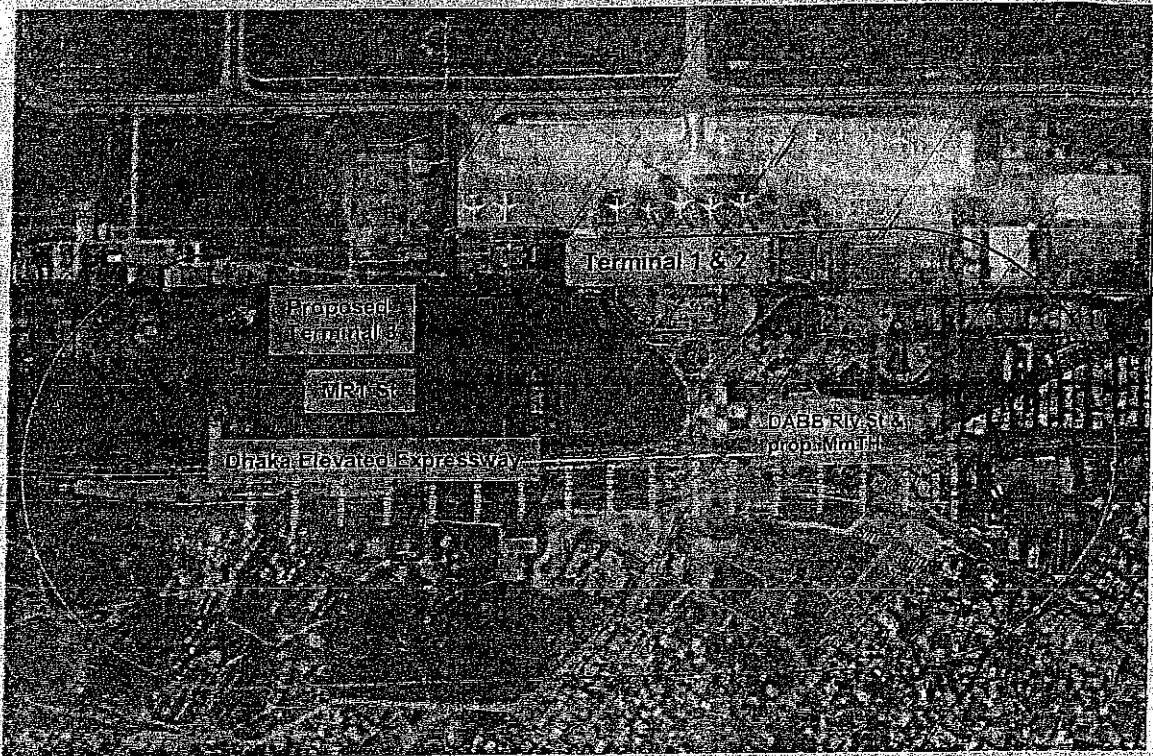
Objective of the Assignment

The objective of this assignment is to procure transaction related services -

- a) To assess technical, commercial, financial, environmental and social viability for construction of the Project on the basis of a PPP Structure.
- b) To assist the Government in delivering, designing and implementing the project on the basis of a PPP structure.
- c) To structure the project, develop a commercial model, prepare bid and contract document, assist in evaluation and negotiation process and award of the project in a manner which ensures:
 - Engagement of best private sector investor which offer best value for money (VfM) to the contracting authority,
 - Financing of the capital cost by the Private partner; and
 - Optimizing the revenue potential of the project.

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Map and Project Location Information



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Project Delivery Role

The PPP Authority is procuring the Transaction Advisor to support the Implementing Agency and the private partner (once selected) to deliver the project in the following manner.

- In delivering the Project the Transaction Advisor will work directly with Bangladesh Railway. The Project will include (but not limited to) the Technical Studies, Feasibility Study and associated advisory services for delivering a project in PPP structure.
- PPP Authority will maintain an oversight role through participation in the Project Assessment Committee and through periodic updates throughout the various phases of the project.
- PPP Authority will make payment on successful delivery of objectives and deliverables set out in the Scope of the Services.

Scope of the Services:

The assignment is divided in 3 phases as following:

- Phase 1: Technical Study
- Phase 2: Detailed Feasibility Study
- Phase 3: Preparation of Bid documents, Procurement and Implementation

Phase 1: Technical Study

The Transaction Advisor of this project will conduct detailed technical studies as required on the basis of a PPP structure taking in to account issues relating to the technical, financial, commercial, social, economic, environmental and other relevant factors.

Phase 1 shall also have to be carried out considering local and national issues, applicable laws, regulations, standards, specifications and other relevant issues.

The Transaction Advisor shall particularly examine and validate the technical aspects for connecting networks, different transport modes and networks that will be integrated, assessment of existing, on-going and future projects that need to be brought under this transport hub, cost estimation, commercial analysis including tariff structure, traffic assessment etc. Transaction Advisor shall also assist in reviewing and validating the land acquisition and resettlement plan.

The updated Technical Study report will specifically include (but not be limited to) the following:

1. Topographic Survey and Land Use Survey

(The list below contains surveys to be conducted in Phase 1)

A. Topographic Survey

- i] Existing maps and GIS data collection (including "Measure Map")
- ii] "Plane Survey"
 - Exact boundaries and coordinates of the BR Land
 - Cadastral information
 - Exact location and size of facilities located in the BR land, such as railway facilities
 - Ortho-image of the BR land and surroundings
 - 3D images of the topography and buildings

iii] "Cross-section Survey" (optional)

Annex I sets out the detailed specifications and deliverables of the Topographic survey.

B. Land Use Survey

i] General

- Land history
- Confirmation of land boundaries in terms of "ownership" and "users" [+ existence of agreements between neighboring landowners]
- Use of Lands (residential, roads, parks, etc.)
- Location, configuration and size of buildings/structures and land fixtures

ii] Survey of BR-owned lands [present]

- Confirmation of boundary for each land use and current status
- Current status of each housing unit and residents
- Key information on non-residential buildings/structures and facilities
- Survey on non-BR occupants
- Car ownership ratio, parking locations

iii] Survey of adjacent lands to BR-owned land

- Status survey of land boundaries in terms of "ownership"
- Special issues to be considered regarding land use pattern and requirement base change of land use
- Issues, requests, and/or challenges for an improvement

2. Infrastructures and Utilities

i] Available data collection

- Water
- Sewerage
- Gas
- Electricity
- Telecommunications
- Others

3. Traffic Survey/Study

- Collect and analysis of traffic survey data of the connecting projects (BRT, MRTs, FDEE, Sub-ways etc.)
- Conduct traffic survey in DABB Railway Station, Dhaka Railway Station, JYR, Tangail, Kaliakoir High Tech Park Station, Goforgaon, Mymensingh, Norshindi, Bhairab Bazar Station.
- Origin-Destination Survey of DABB and other connected station.
- Traffic survey of other mode of transport in the adjacent area such as road traffic, Hazrat Shajalal International Airport etc.

Phase 2: Feasibility Study and Project Development

The Transaction Advisor will carry out the detailed feasibility study for "Construction of Multi-modal Transport Hub at DABB Railway Station" on PPP basis taking into account the issues relating to the technical, financial, commercial, social, economic, legal, environmental and other relevant factors.

Phase 2 shall also carry out studies considering taking into account local and national issues, applicable laws, regulations, standards, specifications and other relevant issues. The Transaction Advisor shall arrange workshop/seminar with participation all linked stakeholders, share findings of FS, take the feedbacks, plans and suggestions of all stakeholders before preparing the draft FS report.

The Detailed Feasibility Study and /or Feasibility Study Report will specifically include (but not be limited to) the following:

A. Introduction

- Executive Summary setting out the overall findings and key issues of the project.
- Introduction to the project and objectives.
- Background of the project.
- Approach and Methodology to the Study including data collection.
- Summary of the Key Assumptions applied throughout the Study.

B. Needs Analysis

- The strategic objectives of the Line Ministry and the BR.
- Assessment of the need for provision of service.
- Need assessment of the required physical infrastructure in respect of both railway operational and commercial perspective.
- Based on the existing facility assessment, the socio-economic, commercial and other technical issues of the project to be assessed.
- Outline of the detail scope of the project.

C. Institutional Assessment

- Develop the institutional/organizational analysis to determine the roles and responsibilities of BR and other relevant government agencies who will have responsibilities (if any) for implementing of associated or linked projects.
- Review and update the budget requirement for implementing various linked projects

D. Detailed Network Studies

- Develop survey on connecting transport networks and projects that need to be covered under the Project
- Conduct traffic surveys and demand forecasting.
- Develop the willingness to pay survey

E. Development Solutions of Technical Issues

- Propose technical solution and design for the project with close support and inputs from BR.
- Review the existing proposed transport networks and models and alignment and highlight preferred enhanced option in the technical assessment
- Review and validate the project design
- Develop detailed design and master plan with close support from BR.
- Reviewing and updating requirements (if applicable) for the project including the amount of land, critical inputs, utility services and access arrangements that will need to be secured, topography, soil condition analysis etc.
- Updating and detailing the capital and operational costs of delivering the project, including direct and indirect costs that will be incurred over the whole life of the project.

- Annex 1 sets out the detailed tasks that are expected to be carried out as part of the Technical Assessment, Preliminary Engineering and Survey Analysis.

F. Project Scope

- Prepare broad output specification and define key performance indicators (KPIs) for the private developer
- Options Assessment of the scope of services to be provided.
- Description of services that is to be delivered by the private partner.
- Description of services to be delivered by the contracting authority, assessment of the extent to which these represent delivery of new or existing functions.

G. Environment and Social Impact Assessment

- Conduct environment and social impact in relation to the project (Initial Environment Examination, Initial Social Examination and Environmental Impact Assessment and Social Impact Assessment).
- Recommendations report for safeguarding environment and social impacts (Environmental Management Plan).
- In carrying out the assessment and setting out the recommendations, compliance with relevant Bangladesh environmental and social laws, regulations, policies, procedures and guidelines and Equator Principles should be addressed.
- **Annex 2** sets out the detailed tasks that are expected to be carried out as part of the environment and social impact assessment.

H. Market Studies

Review and update the traffic structure, expected growth, competitive projects or facilities and prepare a tariff analysis, identify critical market risks, and possible mitigation strategies taking into account the feedback from BR in relation to the project scope and preliminary design

I. Support to Government Agencies

The Consultant will provide required technical and logistics support to PPP Authority and BR. Such support may include assist in arranging stakeholder workshops, arranging site visits within Bangladesh and outside, arranging logistics support including accommodation and airfare.

Consultant will also arrange an overseas visit of 5 GoB Officials (2 from PPP Authority, 2 from BR, 1 from ministry) for similar projects.

J. PPP Transaction Structure

- Options assessment of alternative ways of structuring the project to be delivered as a PPP
- Recommendations on the proposed structuring option for delivering the project as a PPP.
- Detailing the revenue stream that will be delivered from operating the project.
- Development of various possible alternatives for revenue maximization and preparation of revenue model for the project.
- Develop Financial Model (including all assumptions made) with functionality to carry out sensitivity analysis on variables such as traffic volumes, tariff levels and provision of viability gap funding.

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- Conduct economic analysis and develop the economic model
- Listing of all assumptions made in relation to assessing the cost and revenue of the project, including inflation rate, discount rate, depreciation, forecast demand etc.
- Assessing the commercial viability of the project if structured with or without any direct additional government support.
- Advising on any Fiscal or Special Incentives (permissible within Bangladesh PPP policy) that can be considered for the project and assessing the financial implications of these incentives on the project.
- Assessing what additional options exist to make the commercial viability of the project more attractive while taking into account the additional financial impact and burden that may fall to the public sector.
- Recommendation on the optimum structuring approach for delivering this project as PPP.
- Advising on tax -related issues arising out of the project structuring. Conduct Value for Money (VfM) analysis, debt sustainability analysis and prepare Public Sector Comparator with showing detail methodology of conducting VfM.
- Provide all required support on VGF

K. Project Risk Assessment

- Development of risk matrix to identify and assess scale of potential projects development and implementation risk and allocation of risk against stakeholders.
- Propose mitigation measures to address risk.
- Preparation of a consolidated list of approvals/consents/clearances required from government instrumentalities.

L. Heads of Terms for PPP Agreement

- Set out the key commercial terms and conditions that will need to be reflected in the PPP Contract.
- Set out a proposed payment mechanism and any alternatives.
- Set out the proposed key performance indicators and service credits that will be included.

M. Bankability of the Project

- Key factors for financial closure of these two PPP projects;
- Highlights on the financial closure for projects with similar commercial structure;
- Aspects of bankability of the Project if structured with or without any direct additional government support (i.e. VGF, payment guarantee, annuity etc);
- Feedback from the lender community including BIFFL, IDCOL and major nationalized and private financial institutions;

N. Model Making and/or CG Modeling

Making of model(s) and/or CG(s) to explain basic idea of MmTH to the Honorable Prime Minister and other high officials. CG modeling is to show the block plan of DABB MmTH (including size, location of each building and facility), and moving lines of passengers and visitors. Employment of designated specialist for CG modeling is to be considered.

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Deliverables:

The Transaction Advisor will submit the following reports and Deliverables:

Inception report:

On commencement of the consultancy, the consultant shall prepare and submit an inception report. The inception report shall be a further elaboration of the consultant's methodology to be followed, the proposed work plan, and the schedule of delivery of the various across all the three phases. The Transaction Advisor shall prepare and submit an Inception Report within 1 (one) month after commencement.

Interim Report:

The interim report will include progress of service up to that time and future schedule of works. It shall also present the technical issues like topographic views of the land area, present land use, traffic pattern, volume of traffic; growth and analysis of inter modal traffic transition. The Transaction Advisor shall prepare and submit an Interim Report within 4 (four) month after commencement.

Draft Feasibility Report:

The TA would submit the draft feasibility study report confirming the project scope, transport network and model details, detailed design, cost estimate, traffic studies, environmental impacts assessment, social impact assessment, resettlement action plan and market study feedback. The Transaction Advisor shall prepare and submit the draft feasibility study Report within 8 (four) month after commencement.

Final Feasibility Study Report:

The Transaction Advisor shall prepare and submit the final feasibility study Report within one month of submitting the draft feasibility study report or after acceptance of the draft feasibility study report which one is earlier.

Model or CG Modeling:

The Transaction Advisor shall submit the Model by the end of feasibility study Phase.

Note: After completion of feasibility study Phase, further contributions including consultations and provisions of advices and additional data are expected to successfully deliver the project.

Support to be provided by the Government to the Consultant Team

The PPP Authority will provide the consultant team suitable office space for 2 members who need to be housed full time at PPP Authority. Government will facilitate the consultant's team to collect relevant available information and reports and will also facilitate to organize required discussion, consultation, seminars, workshop etc.

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Phase 3: Preparation of Bid documents, Procurement and Implementation

The launch of Phase 3 will be subject to:

- a. Successful completion of Phase 2,
- b. Confirmation in the detailed feasibility study that a commercially viable PPP structure that meets the strategic objectives of the Line Ministry and the Contracting Authority can be delivered; and
- c. Notification by the Contracting Authority in writing of its decision to proceed with the Phase 3 of the project.

It is the Contracting Authority's discretion as to whether or not it intends to proceed to Phase 3 of the project.

Once Phase 3 has been launched the Transaction Advisor is required to work together with the Contracting Authority to develop, manage and support the procurement process for securing contracts with a competent organization under a PPP arrangement in accordance with the standards set out for PPPs in relevant laws, regulations, rules and policy.

The Transaction Advisor must prepare a complete set of procurement documents including PPP Contract complying with relevant procurement law, policies and/or guidelines. The documentation must be consistent with the results of the feasibility study. The Transaction Advisor must provide full support to the Contracting Authority in carrying out drafting, communications, project management and administrative support necessary for the procurement process to be conducted in accordance with law and policy and to the highest standards of transparency, efficiency, quality and integrity.

The scope of work under Phase 3 include (but is not limited to the following):

1. Procurement Plan

- Developing a detailed plan for developing and executing the procurement process of the Project.
- Setting out a detailed timeline for delivery of the Project.
- Propose the structure in the Contracting Authority for a project implementation monitoring unit to deliver the project and propose a governance arrangement for ensuring Project oversight and delivery.
- Development of an outline structure for the Project Information Memorandum, and IFB document.
- Develop Proposals on how transfer of knowledge can be embedded through tour and training under Phase 2.

2. Preparation of procurement documents:

- Prepare a Project Information Memorandum about the project.
- Prepare the advertisements and notices required for the launch of a procurement process.
- Prepare Invitation for Bid (IFB) and draft Contract document to communicate the details of the scope of services that are required from bidders, to guide bidders in relation to their submission of proposal and to select a bidder to initiate negotiations for the awarding of the contract to deliver the project.
- Provide input into the draft PPP contract in accordance with applicable Bangladeshi laws, taking in to account the PPP policies, guidelines and the available draft PPP model contracts.
- Prepare a strategy paper on the proposed payment mechanism and the calibration of the performance deduction regime that embeds the risk allocation proposal set out in the Detailed Feasibility Studies and demonstrates the impact of different risk scenarios including the impact of performance deductions.
- Prepare a tender evaluation strategy paper that sets out the bid evaluation system and criteria, designs a suitable bid process that maximizes competition, addresses how variant bids (if any) will be addressed.

- Prepare a Service Requirements document that sets out the output specifications incorporating the key performance indicators and the thresholds that apply to each.
- Liaise and co-ordinate with other advisors, such as the legal advisor, appointed by the Contracting Authority/PPP Authority to support the implementation of the project.
- Prepare the environmental and social elements of the Information Memorandum, answer questions related to environmental and social issue raised by investors/financing intuitions during their due diligence.

Phase 3 Item 1 and 2 Deliverables:

- ✓ Project Information Memorandum
- ✓ Procurement launch notices and advertisements
- ✓ Invitation for Bid (IFB) Commercial Heads of Terms
- ✓ Provision of input into the Draft PPP contract
- ✓ Payment Mechanism Strategy
- ✓ Tender Evaluation Strategy
- ✓ Service Requirements and Performance Standards Specification
- ✓ Procurement Plan

3. Engagement with Market (if necessary)

Support the Contracting Authority to:

- Market the project among reputed private investors/operators including assistance in shaping advertisements for local, regional and international media, organizing meetings, visits and presentations to reputed international operators to enable a sufficient level of interest in bidding for the project.
- Launch the IFB process by arranging and conducting Bidders' Conferences to discuss the IFB requirements and set out the project context.
- Respond to requests for clarification from bidders on the IFB and draft Contract and other documents including addendum if any required.
- Carry out detailed consultations and meetings with potential bidders during IFB stage to discuss the project, bidding documents and other relevant issues in addition to regular bidder conferences.

Phase 3 Item 3 Deliverables (if necessary):

- ✓ Bidders Conference(s)
- ✓ Presentation Material for Bidders Meetings
- ✓ Reports on outcome from Bidders Meetings

4. Procurement Support

To assist the Contracting Authority in carrying out the following activities:

- Prepare a virtual data room containing key documents and information, including the draft contract and IFB, to assist the bidders in preparing bids.
- Prepare a virtual data room to enable members of the Contracting Authority's project team and key stakeholders to securely access, share and store project documents.
- Developing mechanisms to evaluate responses to the IFB, drafting an evaluation report and recommending the list of pre-qualified bidders for the concession contract.
- Respond to requests for clarification from the bidders on the draft Contract, IFB and other documents and information included in the virtual data room.
- Arrange and conducting one or more bidders Conferences to discuss the draft contract and IFB with the bidders.
- Provision of commercial, financial and technical input in drafting the contract and schedules, drawing the upon the deliverables of Phase 1 of the Project and including all specific requirements of the project to be provided by the prospective concessionaire.
- Finalize the PPP contract and IFB to take into account comments and requests for clarification received from the pre-qualified bidders.

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- Receipt and developing mechanisms to evaluate responses to the IFB from the bidders in accordance with the process set out in the final IFB.
- Drafting of evaluation report setting out the conclusions of the evaluation process.
- Recommendation of the selected bidder for the PPP contract.
- Award the contract to the selected bidder.
- Finalize the PPP contract with the selected bidder to enable signing of the contract.

Phase 3 Item 4 Deliverables:

- ✓ Establishment of Virtual Data Rooms
- ✓ Response to queries from Tenderers
- ✓ Updating of Procurement Plan for IFB stage
- ✓ IFB Evaluation Report
- ✓ Completion of the commercial, financial and technical parts and providing input into other aspects of the PPP Contract and Schedules as may be required

5. Commercial and Financial Support

To assist the Line Ministry/Contracting Authority in the development and implementation of the project and the PPP Contract by providing the following support:

- Assess and advise on optimizing financing and funding strategies and identifying flexibility, opportunities and risks.
- Updates the Project Financial Model developed as part of the Detailed Feasibility Study and review and scrutinize financial models submitted by bidders (as applicable). This will include:
 - Review and refinement of the key financial inputs, project capital cost, operation and maintenance costs, and other costs that were identified in the Detailed Feasibility Study;
 - Identification of the potential sources and cost of capital and terms and conditions of loans to determine the debt payment schedule;
 - Determination of the revenue projection, income statement projection, balance sheets, and cash flow statements over the life of the project;
 - Prepare projections of working capital requirement;
 - Calculation of various metrics used for assessment of feasibility, including NPV, IRR, debt service coverage ratio, cash and discounted break-even, financial ratios etc;
 - Conduct sensitivity analysis on the major parameters including capital cost, O&M cost, inflation rate revenue to explore its sustainability under different scenario.
- Financial assessment of the
 - need for any additional support (e.g. Viability Gap Financing) that may be required to make the project commercially viable;
 - the commercial implications of the linked projects;
 - the fiscal incentives and waivers as may be required for the project.
- Value for money analysis, debt sustainability analysis and competitiveness analysis
- Development of a Project Risk Report to identify the risks in relation to the project, advise on the balance of risk transfer and evaluate the commercial and financial implications of the risks allocation.
- Provide expert commercial and financial advice and input in the development of the procurement documents and during the procurement process.

Phase 3 Item 5 Deliverables:

- ✓ Development of a Financial Model
- ✓ Appraisal Report of Tenderer's Financial Model
- ✓ Development of a Project Risk Report
- ✓ Financial Assessment Report

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6. Project Management and Governance Arrangements

- Support the Contracting Authority in putting together proposals for a governance structure to monitor and implement the project.
- Provide project management and administrative support to the Contracting Authority for delivering the project.
- Provision of support to the Contracting Authority in the preparation of presentations and documents to report on project progress and issues.
- Working together with other advisors and managing other advisory inputs to support the Authority in developing a consolidated view in delivering the project.
- Monitoring and providing advice on performance of bidder against any conditions precedent to financial close.
- Prepare governance and operational report for contracting authority to be followed during the implementation period of the PPP project.
- Prepare project management, relationship management and risk management reports including risk mitigations measures for the contracting authority to be useful during the implementation period of the PPP project.

Phase 3 Item 6 Deliverables:

- ✓ **Project Governance Strategy and Operational Plan** detailing the governance, monitoring and reporting arrangements that will apply from the financial close and launch of operations.
- ✓ **Project Management, relationship management and Risk management report**

7. Training and Transfer of Knowledge

- The Transaction Advisor shall arrange a short offshore Study Tour for up to 1 week for 5 GoB Officials (2 from PPP Authority, 2 from BR, 1 from ministry) to showcase similar Projects that have been delivered in other countries or regions;
- Throughout the period of the assignment the Transaction Advisor shall on request deliver periodic seminars/training sessions (2 or 3 sessions in any one calendar year) on the delivery of PPP Projects to relevant stakeholders from the contracting, Line Ministry and linked public sector authorities.

Phase 3, Item 7 Deliverables:

- ✓ Project Related Off-shore Study Tour for five (5) government officials;
- ✓ Periodic seminars/training session on the delivery of PPP Projects.

8. Early Operations Support

Support the Line Ministry/Contracting Authority to:

- Support line ministry and contracting authority in operationalizing the contract
- Prepare a presentation to identify the roles and responsibilities of the public sector in managing the contract.
- Prepare a presentation to highlight the key commercial issues and risk that need to be managed during the period of operations of the contract.

Phase 3 Item 8 Deliverables:

- ✓ Presentation of Governance strategy and Operational Plan
- ✓ Presentation on Roles and Responsibility based governance and operational plan
- ✓ Presentation on relationship management and Risks management

In carrying out the activities and deliverables set out above the Transaction Advisor shall take particular care in ensuring that the following conditions and criteria are met:

- The transaction structures proposed are suitable taking into account the particular legal, regulatory and financial conditions that exist in Bangladesh.

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- The process is structured to ensure that it meets the requirements for openness, transparency and accountability.
- The service provision standards and targets are well defined.
- (Where applicable) There is a structured plan for smooth transition of the labor force.
- The project is structured so as to ensure appropriate risk distribution between the private and public sectors, facilitating the future mobilization of financing and ensuring that the relevant contractual provisions are attractive to potential investors while optimizing sustainable long-term benefits to the consumers and economy.
- Relevant data available with the PPP Authority and the Contracting Authority will be given to the Transaction Advisor. However, the Transaction Advisor will need to carry out their own due diligence on this data and obtain any additional data that they may need at their own responsibility and cost.

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Annex 1

The general scope of services for Technical Assessment, Preliminary Engineering and Survey Analysis shall cover but is not limited to the following major tasks:

I. Broad Engineering Assessment

- a. Develop the broad design outline for the flyover including design criteria, standard design solutions etc.
- b. Prepare the cost estimates, separating foreign exchange, local currency, and tax and duty elements.

II. Review Engineering Study

- a. Review and update Inventory and conditions survey;
- b. Investigation of required sub-grade and sub-soil characteristics;
- c. Conduct Traffic Study
- d. Develop preliminary engineering design, including geometric features, estimate of load-carrying capacity, pavements, and other major features.
- e. Develop designs applying sound engineering practice and giving due regard to environmental aspects as indicated in IEE/EIA and the Government and WB/ADB environmental regulations and policies.
- f. Develop implementation schedules.

The Transaction Advisor will ensure that the following items are specifically considered as part of the report in determining the specific requirements of the project that need to be provided by the prospective private partner:

- a) Utilities to be constructed/shifted
- b) Land for geometric improvements, and such stretches
- c) Right of way
- d) Provision of Service Roads
- e) Location and other features of the hub.



ANNEX 2

Environment and Social Impact related work

The detailed list of tasks to be completed includes but is not limited to:

1. Environment/Baseline Studies Data Review and Interpretation
2. Review of the Environmental and Social Characteristics of the Project as identified in the DFS
3. Site Visit(s):
Site visit is to be undertaken for an evaluation of site conditions and site access. The visit should include meetings with key agencies and other stakeholders, as appropriate.
4. Conduct the Environmental assessment and address the required equator principles
5. Social Screening:
 - Collect information on land use, presence of legal and/or illegal (e.g. "squatters"/informal settlers) housing, proximity to nearby residences, proposed developments, traffic patterns, public health issues, demographics, employment, quality of life, transportation, power and energy, infrastructure (utilities and services), cultural resources, hazardous materials, contaminated soils and aesthetics;
 - Collect the inventory of all affected assets of Project Affected Persons (PAPs) as a result of the Project implementation;
6. Review and update the Land Acquisition Plan
7. Develop the Resettlement Action Plan
8. Review the Stakeholder/Community Consultation and Public Disclosure process

Annex 3: Details of Transaction Advisor's Team Composition and Requirements

Table 1: Team Composition, Level of Effort, Task Assignment and Experience Requirement

Serial	Experts ¹	Number of Experts	Man-month
Key Personnel			
1	Team Leader	1	12
2	Deputy Team Leader/Project Manager	1	9
3	Financial Expert	1	7
4	PPP Expert	1	6
5	Legal Expert	1	7
6	Commercial Expert	1	6
7	Transport/Terminal Technical Expert	1	8
8	Environmental Expert	1	3
9	Social Expert	1	3
10	Transport/Terminal Cost Estimate Expert	1	3
11	Structural Engineer	1	6
12	Architect	1	6
13	Transportation Modeling Specialist	1	6
14	Transport Planner/ Transport Specialist/ Urban Planner	1	6
Total		14	86

The man-month provided above is indicative only. The consultant may propose man-month as suitable to their approach and methodology. The consultant may also propose additional staff if necessary. However, such additional staff and change of man-month needs to be justified.

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¹ The positions other than mentioned as "International" indicate "Local."

The educational requirement and role for the team members is provided below:

Table 2: Educational Requirements and Role for the Team Members

Serial	Key personnel	Education (minimum)	Length of professional experience (minimum)	Role in the assignment
1.	Team Leader	Masters in any Discipline	20 years	Lead the team, review the quality of deliverables, lead the commercial and transaction structuring.
2.	Deputy Team Leader/Project Manager	Masters in any Discipline	15 years	To act as the Project manager and support the team leader. prepare and manage Project implementation, various other experts change management, coordination of preparation of PPP support documents etc.
3.	Financial Expert	Masters in any Discipline. Preference will be given to MBA/CA/Masters in Finance/ Accounting.	10 years	Financial structuring of the Project including development of a robust financial model, Risk analysis, discuss with lenders, prepare term sheet, develop financial model of the project, identify financial costs and benefits, lead financial analysis of the Project, demand assessment etc.
4.	PPP Expert	Masters in any Discipline. Preference will be given to MBA/CA/Masters in Finance/ Accounting.	5 years	Project structuring, tender documentation including IM, IFB, PPP agreements etc. Oversee Market analysis, demand assessment and benchmarking studies.
5.	Legal Expert	LLB	15 Years	Provide legal review from local perspective including bid documents, land status and other legal requirements.
6.	Commercial Expert	Masters in any Discipline. Preference will be given to MBA/CA/Masters in Finance/ Accounting.	10 years	Market analysis, demand assessment, conduct benchmarking etc. identify demand and supply gap if any.
7.	Transport/Terminal Technical Expert	Graduate or equivalent in Civil Engineering (Preference will be given for relevant degree)	10 years	Prepare broad lay out design and master planning and develop required design, animation, graphical presentation etc
8.	Environmental Expert	Graduate or equivalent in environmental engineering, environmental science	10 years	Assess environmental issues related to the Project and suggest mitigation measures, Prepare EIA etc.

Serial	Key personnel	Education (minimum)	Length of professional experience (minimum)	Role in the assignment
9.	Social Expert	Masters or equivalent in Social science/social welfare	10 years	Assess social issues related to the Project and suggest mitigation measures, Prepare impact assessment.
10.	Transport/Terminal Cost Estimate Expert	Graduate in Civil Engineering.	10 years	Responsibility includes but not limited to: <ul style="list-style-type: none"> - Output specification - technical specification - material identification and cost estimation
11.	Structural Engineer	Graduate in Civil Engineering	10 years	Responsibility includes but not limited to: <ul style="list-style-type: none"> - Prepare broad lay out design and master planning - Design of various civil structure including warehouse, stack yard and other terminal facilities etc. - All civil structural aspects of the terminal
12.	Architect	Graduate in Architecture	10 years	Responsibility includes but not limited to: <ul style="list-style-type: none"> - Prepare broad lay out design and master planning - Prepare plan & design of various structure including warehouse, stack yard, station, commercial and other terminal facilities etc. All buildings covering various required aspects of the terminal
13.	Transportation Modeling Specialist	Graduate in Civil Engineering	8 Years	Responsibility includes but not limited to: <ul style="list-style-type: none"> - analysis of various traffic projects preferably - transport modelling, demand forecast and multi-modal methodologies. - Traffic Impact Studies, Traffic Operational Analysis, Pavement Marking and Signing. - working knowledge with traffic analysis tools such as SYNCHRO, VISUM,

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Serial	Key personnel	Education (minimum)	Length of professional experience (minimum)	Role in the assignment
				VISSUM, VISSIM, HCS, CORSIM and other traffic engineering – modeling software.
14.	Transport Planner/ Transport Specialist/ Urban Planner	Graduate in Civil Engineering	10 years	<p>Responsibility includes but not limited to:</p> <ul style="list-style-type: none"> - design and interpret transport and travel surveys - use statistical analysis to examine travel data or accident records - use mathematical and computer simulation models to forecast the effects of road improvements, policy changes and/or public transport schemes - evaluate the benefits and costs of different strategies - assess infrastructure requirements (access, car parking, bus stops, cycle parking, etc) - liaise and negotiate with different parties, e.g. planning and highways authorities, residents' groups, developers and transport providers
15.	Geo-Technical Engineering	Graduate in civil Engineering.	8 Years	<p>Responsibility includes but not limited to:</p> <ul style="list-style-type: none"> - Analysis and design of different types of foundations & sub-structure. - Soil testing and analysis - Assessment of various field & laboratory tests of soils and others - Assessment and advice on other relevant technicalities - Provide above technical inputs in broad terminal design
16.	CAD Operator	Graduate in civil Engineering	5 years	<p>Responsibility includes but not limited to:</p> <ul style="list-style-type: none"> - CAD design and relevant software related activities

