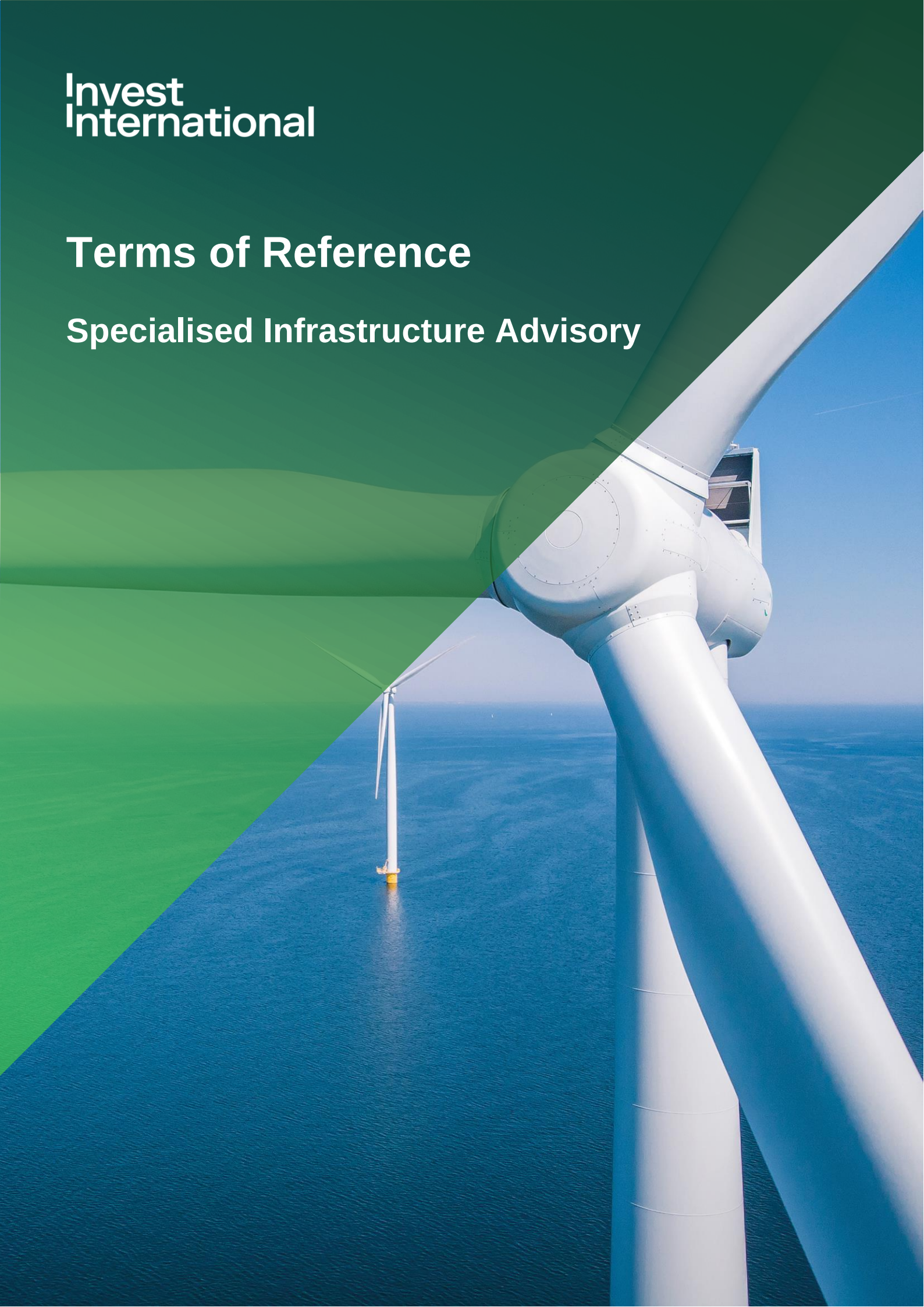
Invest International

Terms of Reference

Specialised Infrastructure Advisory



InvestInternational

Table of Content

Definitions **2**

1 Background information **5**

2 Scope of Works **6**

2.1 Nature of Consulting Services 6

2.2 Lots in the Framework Agreement 7

2.3 DRIVE eligible countries 10

Definitions

Beneficiary government	The government agency, ministry or department in the Beneficiary country that is requesting D2B or DRIVE (or both) funding from IIPP in relation to. Beneficiary government may also include a contracting authority, being the agency or department mandated by the Government to procure a Project (which is not necessarily the signatory of the Works contract).
Concession Agreement	Concession Agreement or CA is a generic term for a contract within the context of a PPP. A Concession is only a form of PPP, however in the context of the Framework and procurement of infrastructure, it is used for describing the PPP-type of contractual arrangement between an Authority and a SPV (also referred to as Concessionaire), by opposition to a contractual arrangement for traditional procurement, usually based on a FIDIC model.
Consortium Member	A consulting firm that is empanelled jointly with a group of firms in association with a Lead Firm. In this TOR, the term consortium is not used to refer to a particular legal construction but to describe an association of firms irrespective of the legal arrangement between them and the Lead Firm.
Contractor	An entity which will be part of a panel for a given Lot under the Framework. The Contractor can be a single firm or entity; if the submission is done as a consortium or group of firms, the Contractor is the association represented by a designated (and duly empowered) Lead Firm.
D2B	Develop2Build, a development program of the Ministry of Foreign Affairs of the Netherlands executed by IIPP on behalf of the MoFA to fund studies and consultancy necessary for Project preparation prior to procurement of works.
DFI	Development Finance Institution. In this TOR, DFI is used in the context of a national development agency or bank (e.g., FMO, KfW, AFD, IFU, etc.), by opposition to Multilateral Development Banks (MDB), also referred to as IFI or International Financing Institution.
DRIVE	Development Related Infrastructure Investment Vehicle, a grant funding program of the Ministry of Foreign Affairs of the Netherlands executed by IIPP on behalf of the MoFA to provide government-to-government grant funding for public infrastructure projects.
EC	Engagement Committee. The EC is an internal body of Invest International which has authority to direct departments and teams to allocate time, resources and staff to a particular Project which may be of interest for Invest International. An approval of the EC to proceed is **not** a commitment to provide grant funding to a Project, which is subject to its own due-diligence procedure leading to an approval by the subsequent Investment Committee (IC).
Employer	In the context of FIDIC-based procurement, the Employer is the party that requests and receives the Works and defines the technical specifications and minimum performance standards. In the context of the Framework, the Employer is the governmental agency duly authorised to procure the Project and sign a contract on behalf of its government.

ESIA	Environmental and Social Impact Assessment.
FIDIC	*Fédération Internationale des Ingénieurs-Conseils* is the professional organisation formulating international standards for construction technology and consulting engineering. It produces the contractual models and templates referred to as FIDIC contracts.
Financing	Temporary cash inflows assigned to a Project to cover a funding mismatch (in time) such as debt and equity. Financing is to be repaid overtime, usually with a return to the financier providing finance.
FS	Feasibility Study.
Framework	The Framework Agreement for Consulting Services for Public Infrastructure procured by IIPP for the Services.
Funding	Source of inflow consumed in a Project to offset its costs, such as revenue or government contributions in grants and subsidies. Funding does not need to be repaid overtime.
GA	Grant Arrangement. A GA is a contractual engagement of IIPP for committing any DRIVE (or D2B) funds. A GA can only be entered with a public, governmental counterpart (i.e., the Beneficiary government).
IC	Investment Committee. The IC is an internal body of Invest International. The IC gives approval for committing the various funding instruments managed by Invest International B.V. (including the D2B and DRIVE programs), on basis of which an entity of Invest International B.V. can enter a committed engagement. In the case of DRIVE (or D2B), such contractual engagement is in the form of a GA and can only be entered with a Governmental counterpart (i.e., the Beneficiary government).
IESG	Impact, Environmental and Social Governance.
IIPP	Invest International Public Programmes B.V., a division of Invest International in charge of managing and deploying the D2B program of the MoFA.
IM	Investment Manager (from IIPP)
KYC	Know Your Customer. KYC (within the context of the banking sector) is an internal procedure to verify the identity, suitability, and risks involved with maintaining a business relationship with a customer, suppliers, or contractual partner.
Lead Firm	In the case of a joint submission in consortium or a group of firms, the party which is mandated to represent and legally bind all parties jointly apply to the Framework is the Lead Firm. If submission is made as a sole entity, please refer to the definition of Contractor.
Lot	A part of the Framework tendered together with other parts to create a panel of Contractors. A Lot is based on different requirements and panels can differ between Lots.
MDB	Multilateral Development Bank.
MoFA	Ministry of Foreign Affairs of the Kingdom of the Netherlands.
M&E	Monitoring & Evaluation (in relation to impact and outcome).
MOFTDC	Minister of Foreign Trade and Development Cooperation of the Kingdom of the Netherlands, a Minister without portfolio of the Dutch Government under the MoFA of the Kingdom of the Netherlands. MOFTDC is mandating Invest International to manage and implement the D2B and DRIVE grant programs.

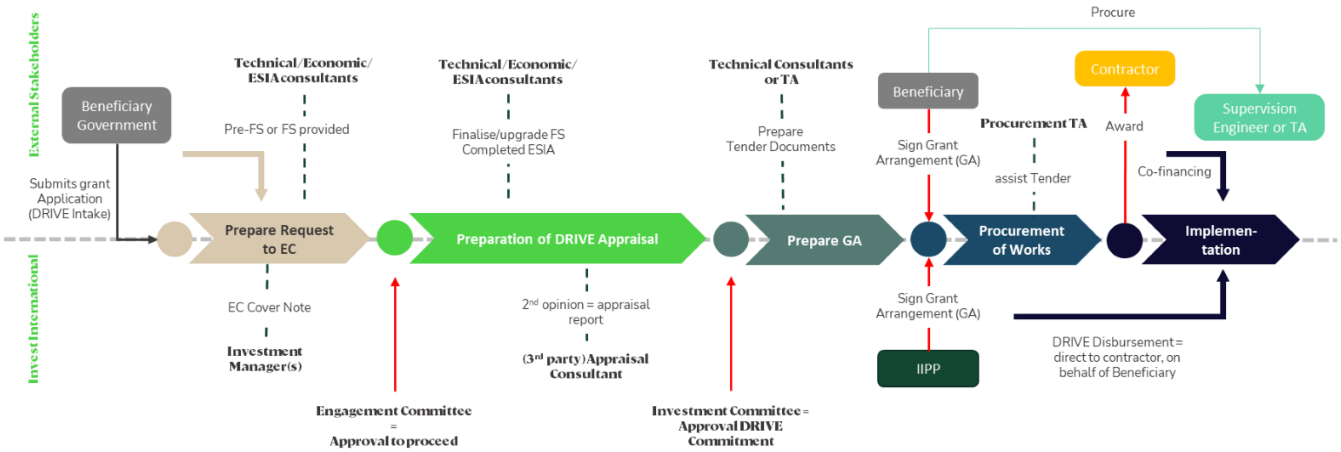
NbS	Nature-based Solutions. Sometimes referred to as “building with nature”. A NbS is a technical approach to building an infrastructure asset that is inspired by processes and functioning of Nature. A NbS is typically chosen for achieving greater resilience (to climate change) while yielding equal or higher societal, environmental, and economic benefits than traditional, “grey”-infrastructure solutions.
Project	The broader infrastructure project prepared by a Beneficiary government (or a contractor in the case of a USP) for which a Call Off Contract is necessary to realise or complete the required studies and plans.
Proposal	A Proposal is submitted by Contractors in response to an invitation to tender for a Call Off Contract. A Proposal comprises a Technical Proposal and a Financial Proposal.
SCBA	Social Cost-Benefit Analysis, an economic appraisal of an infrastructure project.
Services	Consulting services and studies prepared by specialised consulting firms which are empanelled in the Framework and that can be procured by IIPP by mean of Request for Proposal, restricted to Contractors that have been included in the Framework’s panel.
Tender Documents	Set of documents to procure a Call Off Contract issued to empanelled Contractors which contains all necessary forms and information, including an invitation letter, for Contractors to prepare and submit a Proposal for a particular Call Off Contract.
Tender Guide	Element of the Tender Documents which contains the instructions and procedure, for Contractor to submit a Proposal, and provide the framework and principles for evaluation of Proposals and award.
ToC	Theory of Change.
TOR	Terms of Reference.
USP	Unsolicited Proposal. Project which is initiated by a private contractor or developer. USP may be a PPP or traditional, FIDIC-based, as it refers to a mode of procurement where the Beneficiary government has not initiated the Project development but is the recipient of the Project. May be referred to as Privately Initiated Project in some legislations.
VGF	Viability Gap Funding.
Works	Works refer to the goods and services that are typically procured for the realisation of infrastructure projects, such as design, construction, commissioning, operations, or maintenance of public infrastructure assets. This Framework is not eligible for procuring Works.

1 Background information

The development of an infrastructure Project requires a wide range of particular expertise and advisory input, on basis of which organisations and governments can evaluate the relevance of the Project and the compliance with their requirements in terms of feasibility, sustainability, viability and compliance with environmental and social safeguards.

Infrastructure projects that are funded by the DRIVE grant instrument of the Dutch MOFTDC shall comply with a set of requirements in terms of technical feasibility, economic and financial viability, institutional sustainability, additionality, and environmental and social management in conformity with the IFC Performance Standards.

Project preparation studies available at the time the Beneficiary government applies for a grant funding, may require complementary studies to fulfil the requirements of the Contracting Authority's committees and, as case may be, partnering donors and financiers. For example, the Contracting Authority may require a new version of SCBA, the formulation of an additional technical solution that integrates a Nature Based Solution (NbS) or a project-specific cash flow model; such studies which would not require a complete restart of the pre-FS and FS phase but can be procured as a ring-fenced assignment to bridge the required information gap.



Note: the above procedure applies equally for traditional, FIDIC-based procurement as well as PPP-based procurement, although the nature of input documentation and tender process for Works may differ per Project

Finally, in some cases the Contracting Authority may seek to obtain particular expertise to support the implementation of its strategic ambitions or address some operational resources constraints, for which the Contracting Authority may contract specialized Advisory Services at its own costs.

The Contracting Authority itself also requires high quality expertise to support its internal processes like reviewing studies as part of approval process and the appraisal of DRIVE projects, streamline its (limited) resources and access comprehensive guidance from specialists on new topics and innovative approach to public infrastructure delivery.

2 Scope of Works

2.1 Nature of Consulting Services

2.1.1 Specialised Advisory Services

IIPP intends to use consulting services from specialised consulting firms in multiple configurations. Example of assignments are (including but not limited to):

- an ad hoc assignment for completing or expanding studies prepared by a beneficiary government or another financier on a specific topic,
- 6providing a targeted technical assistance to a contracting authority for preparing a tender,
- assisting a tender procedure or advise on the evaluation and review of proposals.

In general, services procured will be related to infrastructure development and funding/financing, whether it is in relation to a project being developed by a beneficiary or general specialised advisory to support IIPP process and operations.

Though the specialised consulting services have a wide variety of scopes, size, planning and cooperating partners and stakeholders, there are some common characteristics.

- The assignments are mostly on the critical path of projects. Additional studies must be completed, or the tender must be ready before the project can enter into the next step towards realization. This requires flexibility in terms of capacity and experience to quickly define an efficient approach to provide the necessary information in a short period of time. Flexibility is also needed in availability of staff.
- Depending on the situation there is either a lot of information available (e.gl studies already carried out) or just the opposite very little information available. The services include a rapid mastering of the information available and assessing its quality as well as completing efficiently it with relevant information and experience from other similar projects, local or regional sources or general expertise.
- Developing infrastructure projects towards implementation is in integrated process with many different aspects and disciplines interacting with each other. Though the specialised assignment focusses on one topic, it is important to keep the continuously keep interdependencies with other elements of the process in mind and reach out to project management or other cooperating partners when this is needed.
- The project in which the assignment takes place mostly have complex stakeholder setting with different government agencies in the country, embassies, other financiers, ngo's, companies. The specialized consultancy services take place in this complex environment. Since the assignment often has a short duration, it is not possible (nor expected) that the consultant will fully integrate in this stakeholder environment, but it is of critical importance to work from experience with this this stakeholder environment, be sensitive for it and reach out to project management when some kind of interaction with stakeholders is needed.

Besides project-specific assignments, IIPP also uses consulting services for its own purpose, either for strategic guidance on a given topic, conducting research, or preparing internal guidelines. Most of the characteristics mentioned above also apply to this type of assignments (though sometimes a bit less pronounced because of the internal character of the assignment). An additional characteristic is:

- The specific assignments for IIPP itself always are an element of internal processes and/or strategies. A good understanding of these processes often play an important role in efficiently and effectively integrating the new elements into the processes and/or strategies.

2.1.2 Review and Appraisal Services

In line with its internal process for investment evaluation and preparation of investment proposals necessary for its Investment Committee (IC) review and approval, IIPP shall also contract services for **reviewing and appraisal** of documents and studies produced by other parties and submitted to IIPP in connection with an application for grant funding (typically for DRIVE). These services assess the quality, consistency, completeness, and value of these documents before they are used for important steps and decision making in the entire project development and implementation/construction process.

These services for this appraisal process are procured for IIPP's internal use only (not on behalf of a Beneficiary government). The reviewing and appraisal services include the following (but not limited to):

- Review and appraise integration of different study components of a project (e.g. technical, financial/economic, ESG, procurement).
- Review and appraise consistency between different components/perspectives of a multi-disciplinary/integrated study or document.
- Identify gaps between different studies and documents that together provide the input for an appraisal or other important decision for a project.
- Provide an independent opinion on technical, commercial financial, economic or procurement topics which are addressed in a DRIVE appraisal document submitted to Invest International's Investment Committee (IC).

2.2 Lots in the Framework Agreement

The Framework Agreement is divided in 5 lots, as follows. Candidates can apply to one or more lots with limitation.

1: Technical advisory related to water technology, such as:

- Actual water supply and/or sanitation situations in relation to standards and SDG6 criteria.
- Water demands and/or wastewater flows and pollution loads.
- Stormwater runoff and quality and related pluvial flooding risks (*water management of urban polders can also be element of lot 2).*
- Investigating and assessing raw water resources: quantity, quality, reliability and climate change resilience (*part of this can also be an element of water resources management studies under lot 2).*
- Various types of process and engineering design of complete water/wastewater management systems or elements of it.
- Stormwater drainage, storage and (re)use.
- Nature based solutions in urban environments.
- Measuring systems (hardware and software).
- Operation, maintenance, and monitoring of existing and new systems.
- Unaccounted for water and measure to reduce this, optimizing operation of systems.
- Making systems more sustainable (reducing carbon footprint, maximizing energy production, reducing use of chemicals).
- Assessment of technical use of equipment.
- Climate adaptation: measures in the fields above to increase resilience against impact of climate change.
- Providing input of the different subjects mentioned above for financial and economic feasibility analysis and for ESIA and ESAP.

2: Technical advisory related to Delta technology, such as:

- Investigating existing flood and erosion protection in relation to standards.
- basic hydrological, hydraulic and bathymetric data for coasts, rivers, lakes and other surface water including scoping and assessing results of necessary surveys.
- flood (and erosion) risks.
- groundwater resources: quantity, quality, reliability and climate change resilience.
- Various types of engineering design of flood protection and water management systems or elements of it (embankments, dikes, dams, breakwaters, sluices, canals, sand nourishment, dredging etc).
- Nature based solutions.
- Civil engineering aspects of harbours and measures to make harbours greener.
- Measuring systems (hardware and software).
- Operation, maintenance and monitoring of existing and new systems and infrastructure.
- Making systems more sustainable (reducing carbon footprint, reducing).
- Assessment of technical use of equipment and mechanical and electrical parts of infrastructure.
- Climate adaptation: measures in the fields above to increase resilience against impact of climate change.

- Providing input of the different subjects mentioned above for financial and economic feasibility analysis and for ESIA and ESAP.

3: Technical advisory related to the public healthcare sector, such as

- Technical pre-feasibility studies such as basis of design, technical assessment, and indicative feasibility assessment on any or combination of the below areas (list non exhaustive):
    - Public Health
    - Architecture with experience in healthcare
    - Hospital management/organization
    - HVAC
    - Biomedical systems and facilities
    - Laboratory facilities
    - Health IT/informatics
    - Health Economics
- Technical feasibility studies as a conceptual or preliminary design, technical costs estimates and formulation of technical solutions and scenarios.
- Multi-criteria analysis for technical alternatives comparison and selection, including a comparison of the impact, advantages, and disadvantages of the group of variations of the study area, but related to the overall Health context (p.ex. Study of referral systems, national protocols, national digitalisation plans).
- Diagnostic of current situations and formulation of plans to address the diagnosed needs based on international standards and national policies.
- Diagnosis of needs and training for the related human resources.
- Medical equipment and furniture plan of the selected scenarios.
- Organisational plan for the selected scenarios.
- Operational and Maintenance Plan of the selected scenarios.
- SDG Impact assessment (in particular SDG 8 & 13)1.
- Technical surveys (e.g. topographical, geological etc.).
- Drafting TOR for Health project feasibility studies including setting standards to be followed.
- Reviewing project proposals from the Public Health perspective.
- Prepare independent reviews and second opinions on technical studies, proposed designs or BoQ which may be used in IIPP internal evaluation process.
- Reviewing submitted studies or reports relevant to the expertise.

The Assignments are executed to bring the project up to the standards and requirements of the Health Strategy of the Contracting Authority and fulfill the policy requirements of the instruments. The Assignment can be given via the Contracting Authority or IIC in an estimated percentage of 80/20% of resources. The types of projects to be expected are:

- Data & data technology (p.ex. eHealth, AI etc)
- Health Workforce
- Healthcare Service Delivery
- Medicine distribution
- Medical devices/equipment

The assignment can be executed in any country of the world. However, for IIPP we limit ourselves to the list of BHOS nota2. In some cases, working with stakeholders other than the Contracting Authority might be required. Such stakeholders are Ministries and their departments, lower-level health authorities/representatives. Normally the Contracting Authority does not allow its consultants to directly contact applicants or Contractors.

For the subjects mentioned for each of Lots 1, 2 and 3, the following types of advisories are required (including but not limited to):

- Technical pre-feasibility studies such as basis of design, technical assessment, and indicative feasibility assessment.
- Technical feasibility studies as a conceptual or preliminary design, technical costs estimates and formulation of technical solutions and scenarios.
- Multi-criteria analysis for technical alternatives comparison and selection.

- Demand assessment for social services.
- Diagnostic of current situations and formulation of improvement plans.
- Demand and traffic studies, including modelling (as case may be).
- Technical modelling and simulations (e.g. coastal morphology modelling, traffic modelling, hydrological modelling, hazard and risk modelling, EPANET modelling etc.).
- Institutional analysis and stakeholders' assessment and engagement.
- SDG Impact assessment (in particular SDG 8 & 13)[1].
- Technical surveys (e.g. bathymetric, geological, traffic mapping, integrity testing etc.).
- Urban planning and integrated land use planning and design.
- Preparing independent reviews and second opinions on technical studies, proposed designs or BoQ which may be used in IIPP internal evaluation process.
- Preparing TOR for Supervision Engineer / Employer's Representatives.
- Formulation of technical specifications, Works Requirements, or Employer's requirement for tender documentation.

4: Financial and Economic advisory, such as:

- Preparation of Social Cost-Benefit Analyses (SCBA) for determining economic viability returns and metrics; this includes, at minimum, formulation of project situations and identification, mapping, and quantification of direct and indirect (incremental) economic benefits.
- Willingness and Affordability to Pay analyses.
- Preparation of spreadsheet based SCBA models.
- Financial Business Case assessment / valuation.
- Commercial Business Case assessment / valuation.
- Prepare independent reviews and second opinions on financial, economic, and commercial studies which may be used in IIPP internal evaluation process.
- Preparation or rebuild/upgrade of cash-flow models.
- Financial models' quality review and audit.
- Discounted Cash Flow (DCF) analysis and project valuation.
- Financial appraisal of project and identification of Viability Gap Funding (VGF).
- Institutional analysis and stakeholders' analysis.
- Indicative financial and commercial structuring and financing optimisation.

5: Procurement advisory (applicable for PPP or non-PPP/FIDIC), such as:

- Preparing procurement strategies and Procurement Plans (either PPP or non-PPP).
- Preparing procurement documentation for works.
- Acting as technical procurement adviser or transaction adviser in support to a procuring authority (under a Technical Assistance contract) at any stage of a procurement process (prequalification, evaluation of proposals, contract negotiations, review and advice on Q&A and clarifications to bidders).
- Drafting Head of Terms of a Concession Agreement (in case of PPP-based procurement).
- Drafting data sheets and particular conditions (i.e. Employer's requirements) in relation to a FIDIC contract (in case of a non-PPP procurement).
- Design of / Technical Assistance to Procuring Authorities regarding tender evaluation methods and systems with emphasize price/quality optimisation, EMAT (in Dutch *EMVI*) principles and qualitative-focused evaluation frameworks which captures elements such as quality of proposal, sustainability, risk management or innovation.
- Preparation of Value for Money and Affordability analyses.

[1] The mandate of Invest International focuses on creating impact in relation to **SDG 8** and **SDG 13**, for which the organization is required to report on particular KPIs to its shareholders. Besides SDG 8 and 13, request may also relate to Invest International secondary SDGs, namely 2, 3 and 6.

- Prepare independent reviews and second opinions on procurement documents or contract terms which may be used in IIPP internal evaluation process.
- Organisation and reporting of Market Soundings with private parties.
- Conduct post-contract implementation Value for Money evaluations.

2.3 DRIVE eligible countries

Most of the advisory needed under this Framework Agreement will be executed for a Project in one of the eligible countries for DRIVE:

Algeria	Ethiopia	Mali	South Africa*
Angola	Ghana*	Morocco*	South Sudan
Bangladesh*	India*	Moldova	Sudan
Benin	Indonesia*	Mozambique	Suriname
Burkina Faso	Iraq	Niger	Tanzania
Burundi	Ivory Coast*	Nigeria*	Tunisia
Chad	Jordan	Palestinian Territories	Uganda
Colombia*	Kenya*	Rwanda	Ukraine*
Democratic Republic Congo	Lebanon	Senegal*	Vietnam*
Egypt*	Libya	Somalia	Zimbabwe

*Countries marked with *are Combination ("combi") countries*