



**Bangladesh Hi-Tech Park Authority
Information and Communication Technology Division
Ministry of Posts, Telecommunications, and Information Technology**

**Digital Entrepreneurship and Innovation Eco-System Development
Under Private Investment and Digital Entrepreneurship (PRIDE) Project**

**Terms of Reference (TOR)
for
Selection and Employment of a Transaction Advisory Service Firm**

Package No: DEIEDP-BHTPA-S-1

1. Project Introduction

1.1. The Government of Bangladesh set objectives to maximize the potential direct and indirect impacts through a more modern, generalized regime for Economic Zones (EZs). The Government has launched an effort to develop a new EZ paradigm for Bangladesh drawing from numerous successful examples from around the world as well as Bangladesh's own positive experience with the EPZ model. The expectation is that more spillovers will be harnessed by local firms from foreign direct investment, additional investments will be encouraged within value chains, more local produce will be procured, and better linkages established between firms and educational institutions. Faster adaptations to international environmental and social practices in the private sector are encouraged through the new EZ policy.

1.1. One of the key legislative accomplishments of the Government was to create two authorities to spearhead the push towards industrialization with greater involvement of the private sector. The **Bangladesh Economic Zones Authority Act** and the **Bangladesh Hi-Tech Park Authority Act**-both of 2010-created two new semi-autonomous agencies-the **Bangladesh Economic Zones Authority (BEZA)** and the **Bangladesh Hi-Tech Park Authority (BHTPA)**-tasked to oversee the expansion of economic zones (EZs) and hi-tech parks (HTPs) in the country. BEZA and BHTPA rely mainly on private capital and expertise to build and operate the new zones but with important government oversight.

1.2. Estimates of the size of the digital economy range from 5 percent to 15 percent of GDP and information, communication and technology (ICT)-related exports are estimated at US\$1 billion in 2019. Nearly 300,000 Bangladeshi professionals code software, design software applications and serve clients at home and abroad through peer-to-peer digital marketplaces compared to less than 10,000 five years ago. The digital economy is increasingly affecting traditional industries. But there are relatively few ITS and ITES companies that have grown large. More traditional businesses are adapting to digital platforms and use ITS and ITES to improve operations. There is an increasing demand for facilities offering connectivity, funding, market access, and physical and virtual workspaces for digital entrepreneurs. Estimates suggest that four out of five ITS and ITES businesses operate from non-commercial or residential areas. The sector has the potential to create a lot of jobs for educated women. The share of female employees varies across STPs with an average of 33 percent. STPs provide a unique opportunity to promote female employment and entrepreneurship in the ITS and ITES sector, which is generally lower than in some other sectors.

1.3. The BHTPA is planning to establish incubation centers within the STPs and select technical universities to strengthen the entrepreneurship ecosystem and encourage digital entrepreneurship. The BHTPA has also issued a license for a private STP operator that is aimed to serve external tenants. It highlights BHTPA's important role as facilitator although the missing market in the digital ecosystem warrant public engagement to catalyze support services. Utilizing private sector expertise and integrating incubation, acceleration and mentorship programs based on good international practices could have such an outcome. Bangladesh needs to strengthen the pipeline of ITS and ITES companies that have the size and capabilities to leverage private equity and venture capital for growth. A thriving ITS-ITES sector would not only generate export revenue and high paying jobs but also raise productivity in the domestic economy.



1.4. PRIDE Project Development Objective: The PDO is to promote private investment, job creation, and environmental sustainability in participating economic zones and software technology parks in Bangladesh.

2. Project Components: The PRIDE project has four components. BHTPA will implement Component 4, which is: Strengthening the Digital Entrepreneurship and Innovation Ecosystem.

2.1. Component 4, which will be implemented by the BHTPA, aims to strengthen the foundation of the digital entrepreneurship and innovation ecosystem in Bangladesh and take advantage of the increasing global and domestic demand for digital services further ramped up by the Covid-19 pandemic. It will create the country's largest agglomeration of ITS and ITES SMEs in Dhaka's Vision 2021 Tower Software Technology Park (STP) that will be turned into a green building; and promote digital entrepreneurship more broadly among young professionals and women. Digital entrepreneurship will be supported at three levels. First, it will establish modern and professional start-up and scale-up facilities and services in STPs licensed by the BHTPA. Second, it will pilot entrepreneurship and innovation hubs in some leading technological universities and business schools. This will also offer accredited and rapid training programs to budding entrepreneurs and managers in the ITS and ITES field. Third, it will offer a media-based challenge program with prizes to help change attitudes and attract more youth, women, and young professionals to consider becoming entrepreneurs. The goals are to create entrepreneurship hubs, to increase market entry and growth rates of digital startups and SMEs, and to create a gender-inclusive culture. The Component 4 will be managed by BHTPA and aims to strengthen the foundation of the digital entrepreneurship and innovation ecosystem. The component 4 of the PRIDE project has two sub-components:

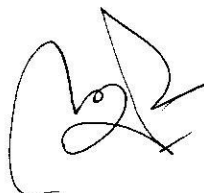
2.2. Establishing Dhaka's first digital entrepreneurship hub in Vision 2021 Tower STP (Former Janata STP): Recruitment of an experienced internationally recognized private operator for managing the expanded Vision 2021 Tower STP (comprising of Vision 2021 Tower 1 and Vision 2021 Tower 2 STP respectively); and (ii) upgrade the facilities of Vision 2021 Tower-1 STP; and (iii) build climate resilient Vision 2021 Tower-2 STP with the construction of a new multistoried building.

2.3. Digital Entrepreneurship, training and innovation support program: Provision of support to (i) design and implement the Entrepreneurship Program with special emphasis on women digital entrepreneurs; (ii) design and implement a program to mentor, advise and train digital entrepreneurs for the Start-up and Scale-up Facility within select STPs; (iii) establish University Innovation Hubs in technological universities and business schools and (iv) towards the necessary civil works in support of the same.

2.4. Project Location. The expansion of this STP would be in the form of construction of a separate multi-storied climate resilient building on a piece of land adjacent to the existing Software Technology Park in Kawran Bazar C/A, Dhaka.

3. Background

3.1. Dhaka seeks to become a relevant digital entrepreneurship hub in South Asia by facilitating network effects and developing Bangladesh's first significant agglomeration of ITS and ITeS companies in the Karwan Bazar area of Dhaka. The Bangladesh Hi-Tech Park Authority (BHTPA) is acquiring the title to a land plot adjacent to Janata STP from the Dhaka Municipal Corporation to expand the STP with up



to 125,000 ft² of workspace to create a cluster of nearly 200,000 ft² of micro entrepreneurs and digital SMEs in the heart of Dhaka. The BHTPA will undertake the design and construction of Vision-2021 Tower STP-2 with its own financial resources, supported by The World Bank loan, and the specific transaction is to attract an Operations & Maintenance (O&M) Operator for the tower. The total time needed for construction of the tower is estimated at about two years, though that is subject to change.

- 3.2. The assignment will: (a) bring in an experienced private operator for Vision-2021 Tower STP-2 under an open and transparent international competitive bidding process. If successful, this model could be extended to also cover Vision-2021 Tower STP-1. The combined new Vision-2021 Tower STP would host approximately 200 micro entrepreneurs, 100 small firms and 30 medium-sized firms in the ITS and ITES space.

4. Objectives of the Assignment

- 4.1. The BHTPA seeks to recruit an experienced transaction advisory consultancy firm to structure a performance-based contract and bring on board a private operator, with a long track record of managing software technology parks or similar facilities and successfully promoting it and acquiring new tenants, for operating and maintaining Vision 2021 Tower STP 2 in Dhaka, the "Operator".

5. Scope of Work

- 5.1. The transaction advisor must help the BHTPA with all functions needed to achieve preparation of the transaction leading to signing of the final agreement with the O&M operator, encompassing all work from conducting the preliminary feasibility study to developing a procurement plan to preparing all documents required for procurement to managing the procurement process to the closing of the contract with the O&M operator. The transaction advisor must also compile a comprehensive close-out report and case study and must incorporate any additional factors that may be required by the BHTPA. The close-out report will be a confidential document of the client, while the case study may become a public document, made available on various government websites with permission from the competent authority in BHTPA/Government of Bangladesh.
- 5.2. The consultant team of the transaction advisor shall conduct regular consultations with the BHTPA during the preparation and finalization of the feasibility study and the bid documents and through the bid process.

6. Feasibility Study

- 6.1. The transaction advisor is required to produce, in close liaison with the BHTPA, a comprehensive feasibility study for the Project. The feasibility study needs to clearly demonstrate affordability for the full project cycle and propose the optimal value-for-money solution for the BHTPA to achieve its desired outcomes, including the optimal PPP structure that could be used to manage (operate and maintain) the Vision-2021 tower-2. The feasibility study should also cover O&M of the already constructed and operational Tower 1, in case BHTPA subsequently decides to go ahead with entering a PPP contract for O&M of Vision 2021 – Tower 1 as well. The feasibility study is to be conducted focusing on compliance with standards of PPP Laws of Bangladesh:



6.2. **Components of the feasibility study:** The feasibility study must include the following, without limitation:

6.2.1 Introduction

- Cover letter from the accounting officer/authority
- Executive summary
- Introduction
- Project background
- Approach and methodology to the feasibility study

6.2.2. Section 1: Needs analysis, including

- BHTPA's strategic objectives
- BHTPA's Institutional analysis
- Need-gaps
- Scope of the project.

6.2.3. Section 2: Detailed Solution options analysis, including

- Options for O&M of the Tower, based on a thorough analysis of BHTPA's objectives, the current operations of Vision 2021 Tower 1 and an in-depth study of successful international STPs (in developing economies), with O&M under PPP structure
- Evaluation and assessment of each option with examples of the application of each model/option in operational parks
- Clearly define the roles and responsibilities, along with quality standard for each aspect of the services, to be delivered, throughout the contract period, by the private O&M Operator
- Developing, providing detail to, and implementing the legal architecture and design of the transaction, identifying for e.g., the corporate structure of the O&M operator and consequent legal rights and obligations, tax, and other regulatory impacts, etc.
- Develop list of project assumptions and whether they are practically and legally viable,
- Assess the financial management and accounting structures to identify efficiency gains available through other structural mechanisms, e.g., taxation of revenues and accounting methods for depreciation of assets.
- Assess risk management structures for potential efficiency gains through alternative structures or modifications.
- Confirming legality of budgeting assumptions and the management of revenue flows.
- If assessing chosen approach to PPP and whether any aspect of that approach will conflict with available or required procurement, contracting and financing structures.
- Assessing the BHTPA's role in the proposed PPP project, whether that role corresponds with the BHTPA's legal obligations, maintains sufficient power to protect the BHTPA's interests and corresponds to the proposed corporate structure of the project vehicle.
- Recommendation of a preferred option.

6.2.4. Section 3: Project due diligence, including

- Legal aspects, including
 - Land access/rights
 - Use rights
 - Regulatory matters
 - Approvals required
 - Vires of grantor



- Key challenges to risk allocation at law
- Identify licensing, permitting and other legal risks that need to be addressed and allocated under the chosen approach.
- In case of PPP model, identifying all necessary approvals and permissions that need to be obtained for PPP processes before commencement of tender process, to allow the BHTPA to sign and issue the tender documents and the PPP contract.
- Site enablement – e.g., acquisition, access, rights, sufficiency of site, transport linkages.

6.2.5. Section 4: Value assessment, including-

- Technical definition of project
- Costs (direct and indirect) and assumptions made on cost estimates (based on a defined specification / standard of quality of maintenance and operations to be delivered through the contract period)
- Revenue and assumptions made on revenue estimates
- Proposed PPP structure
- Payment mechanism
- Assess the financial feasibility, based on developing a financial model, for the PPP structure, with a private sector O&M operator. The financial model would include projected P&L statements, Balance Sheet and Cash Flow statements, from the perspective of the private O&M Operator and BHTPA and provide valuation of revenues according to the different options and based on various assumptions used in the forecasts including those of demand and pricing, as well as user fee, rent collection, and building and facilities maintenance (based on defining specific maintenance standards across all dimensions), and other costs pertaining to operations of the Tower
- All model assumptions made in the construction of the model, including inflation rate, discount rate, depreciation, direct and indirect taxes, etc.
- Summary of results from the financial model
- Undertake sensitivity analysis of the financial model across all key parameters
- Undertake a detailed evaluation of the PPP financial model (above) with a public sector comparator (PSC) model from the perspective of all stakeholders.

6.2.5.1. Risk assessment

- Comprehensive risk matrix for all project risks (The following are some of the risks that need to be considered; and is a non-exhaustive list): Technical risk; Market Risk; Counterparty risk (especially payment risks by tenants of the Tower); Operation Risk; Risk of structural damage; Price and tariff risk; Political risk; Legal risks; Fiscal/macroeconomic risks; Regulatory risk; Environmental risks; Force Majeure risks.
 - Identify the risks that the Project would face.
 - Who among the stakeholders (BHTPA, private operator, government, tenants, and financiers) would be negatively affected in the event of the risk materializing.
 - Summary of BHTPA's retained and transferable risks.
 - The NPV of all retained risks to be added onto the financial model.
- The review should contain recommendations on the mitigation mechanisms for each of the identified risks to be implemented by the party identified to bear that risk. In doing so, assessment and applicability and economy of various risk mitigation mechanisms should be carried out, including but not limited to: (a) private mechanisms such as commercial insurance; (b) risk mitigation and insurance mechanisms from IFIs, including partial risk and partial credit guarantee mechanisms; (c) the risk mitigation instruments available from World Bank Group's Multilateral Investment Guarantee Agency (MIGA); and (d) any special mechanisms that have been



developed/deployed around the world and their applicability and adaptation for the current context.

6.2.5.2. Risk-adjusted PPP Financial Model

- Summary of results: key indicators
- Sensitivity analyses
- Statement of affordability
- Statement of value for money:
- Recommended procurement choice, based on an analysis of attractiveness to potential private sector operators
- Assessing risk allocation approaches to ensure that they correspond with private sector appetite. (This should be done before bidding to avoid failure of the bidding process and the costly and reputationally damaging recommencement of the tendering process).

6.2.6. Section 5: Economic valuation, including-

- Introduction and evaluation approach
- Assumptions
- Valuation results
- Macroeconomic Impact - This should analyze the: (a) revenues that would accrue to the BHTPA and other agencies of the Government of Bangladesh through (i) value-added taxes; (ii) other taxes and levies as contributions to specific funds; (iii) corporate taxes; (iv) municipal taxes; (v) customs duties and excise levies on equipment and services imported/ purchased; (vi) guarantee/on-lending margins charged by the BHTPA; (b) impact on the BHTPA's overall debt and debt service position if any; and (c) employment generation, regional development, betterment of people directly affected, etc.;
- Market Analysis – Economic aspects of the target markets: demand projections for the length of the project period (minimum [20] years); alternative options to meet the projected demand; the competitiveness of the Project.

6.2.7. Section 6: Procurement plan


Annexures will be required whenever necessary – e.g., financial model (including, the excel file), risk mitigation matrix, specifications of operations and maintenance standards to be delivered by the O&M operator (based on discussions with the design / engineering consultant).

6.3. Presentation of the feasibility study

6.3.1. Conduct a 2 day 'workshop' with the BHTPA, and other relevant officials to discuss the outputs of the feasibility study, the detailed set of assumptions made, the analysis undertaken and to agree on the final project design, including the roles, responsibilities, quality specifications to be delivered by the O&M Operator, and the likely cost implications of the same.

6.3.2. Based on the outputs of the feasibility study, BHTPA will decide, whether to pursue the recommended or modified PPP structure, or not and consequently the services of the transaction advisor for subsequent phases of the process.

6.4. PPP Procurement Deliverables (if applicable)



6.4.1 If the BHTPA decides on a PPP procurement solution, the transaction advisor is required to work with the BHTPA to prepare all relevant documents required, including the draft O&M PPP Agreement and help BHTPA secure all relevant approvals, including from the Bangladesh PPP Authority, and manage the procurement process for entering into a O&M PPP Agreement with a private operator following "The World Bank, Procurement Regulations for IPF Borrowers, Procurement in Investment Project Financing, Goods, Works, Non-Consulting and Consulting Services. Fourth Edition, November 2020. These efforts must be performed in accordance with the systems and standards set out for PPPs in relevant laws and regulations. The transaction advisor will then be required to deliver the following:

6.4.2.1. Approval and administration of the bidding process

6.4.2.1.1. The transaction advisor must prepare a complete set of procurement documents, complying with all relevant laws and regulations, including the PPP Act, public sector procurement law, policies, and guidelines, and in accordance with the tendering systems of the BHTPA – in addition to complying with relevant procurement policies and systems of the World Bank. The documentation must be consistent with the results of the feasibility study and enable the BHTPA to obtain relevant approvals.

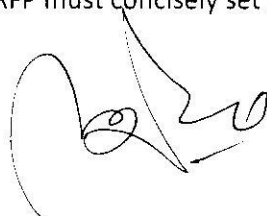
6.4.2.1.2. The transaction advisor must also give the BHTPA all the necessary drafting, bidder communication and administrative support necessary for the entire procurement process to be conducted in accordance with law and policy, and to the highest standards of efficiency, quality and integrity.

6.4.2.2. **BHTPA Approval:** The transaction advisor must compile all the documentation necessary for the BHTPA to obtain necessary approvals to enable the procurement process to begin.

6.4.2.3. **Detailed Procurement Plan:** The transaction adviser will design a complete procurement plan and process to attract experienced firms, based on applicable procurement requirements, including

- Advice on mechanisms to maximize competition while avoiding unrealistic bids and project vulnerability from overly aggressive bidding.
- Reviewing information to be provided by the BHTPA to bidders to manage liabilities.
- Designing pre-qualification and bidding procedures, including evaluation of pros and cons of one stage and two stage bid processes and recommended bid procedure
- Designing key aspects of the tender procedure, for example deciding whether and to what extent to accept variant and non-conforming bids, how many bidders must bid before the process is valid, what rules to set in relation to the assessment of bids (scoring regimes, timing of bids and rejecting of excessively low bids) and how to maximize competition without sacrificing quality of bids.
- Drafting complete set of required tender / bidding documentation
- Preparing the draft PPP Contract (including all annexes) that implements the chosen model approach, to be included as part of the bidding documents:
 - Applying the risk matrix developed during the feasibility study, but updated to address all project issues and market context,
 - Developing a detailed financial model and developing the contract to fit the requirements of the model
 - Explaining to the BHTPA whether and to what extent certain provisions could be amended without disturbing the key risk allocation goals of the BHTPA,

- If required, the transaction adviser will prepare other subsidiary agreements to support financing or other aspects of implementation of the PPP agreement
 - All advice compliant with applicable law and considering any constraints or opportunities associated with applicable law.
 - Conduct a 2 day 'workshop' with the BHTPA, and other relevant officials to discuss the proposed procurement process, qualification criteria for potential O&M Operators, the draft tender documents, draft agreement, associated risk allocation, etc., and followed by one more extensive 'workshop' to agree on final procurement process, tender documents and draft agreement.
 - Identify a list of potential operators (domestic and foreign). Reach out to these potential bidders to drum up their interest in participating in this project, including through a note / presentation to be shared with potential operators.
 - If approved by BHTPA, conduct consultative meetings with all potential operators in India, Southeast Asia and the Middle East (one meeting in each location) to enhance interest and participation in the project.
- 6.4.2.4. **Pre-Qualification/Appropriate Procurement Method:** The transaction advisor must design and administer a pre-qualification (request for qualification (RFQ)) process with the intention of:
- Ensuring that the BHTPA's exact interest is communicated clearly to the market
 - Determining the extent and nature of interest in the private sector
 - Pre-qualifying/selecting a competitive number of competent consortia in an equitable and transparent way.
- 6.4.2.5. The desired result is that every pre-qualified bidder can provide the services required by the BHTPA. The transaction advisor must:
- Prepare all the necessary documentation, including advertising material related with the O&M operator appointment.
 - Set up and administer the process by which the BHTPA can pre-qualify the parties, including responding to questions and interfacing with bidders; and
 - As needed, support BHTPA's tender committee in its evaluation of bidders.
- 6.4.2.6. As part of this process, the transaction advisor will create a bidding document as well as a tightly focused promotional campaign for the Project, including short press briefings, advertisement inserts to be published in international trade publications and business newspapers, followed up by targeted marketing of IT Park focused O&M companies through organizing Road Shows (as indicated above) as well as initiating direct communications with them.
- 6.4.2.7. **Bid Evaluation Criteria and Bid Process Design:** The transaction advisor must:
- Develop and recommend a bid evaluation system and criteria.
 - Design a suitable bid process that will ensure comparable bids;
 - Devise effective systems for communicating with bidders; and
 - Inspire market confidence.
- 6.4.2.8. If appropriate, a system that allows for variant bids may be designed.
- 6.4.2.9. **Request For Proposal:** The transaction advisor must prepare an RFP document in accordance with best industry practice and applicable laws and regulations, consistent with the results of the feasibility study. The RFP must concisely set out:



- Output specifications of the BHTPA
- Requirements for compliant bids
- Risk profile as established in the feasibility study
- Payment mechanism
- Bid process
- Evaluation criteria
- Bidder communication systems
- Draft O&M PPP agreement: The transaction advisor must prepare a draft O&M agreement, in close liaison with the BHTPA management, and should be in line with all relevant laws and regulations, including the PPP Act, implementing the risk allocation regime, and using best practice to maximize competition and keep pricing low, while protecting the BHTPA's interests with a view to project implementation and manageability over the term of the project. The agreement will include all necessary annexes and subsidiary documentation, e.g., performance specification, project scope, client's requirements, technical specification, Project performance monitoring regime, etc.

6.4.2.10. **Administration of the Bidding Processes:** The transaction advisor is to provide all necessary administrative support to the BHTPA for the efficient and professional management of the bidding process. This includes managing a data room and other dissemination of project data to short-listed bidders, facilitating structured engagement between the BHTPA and short-listed bidders, helping the BHTPA communicate effectively with short-listed bidders, including responding to bidder queries, managing bidder conferences, and responding to communications with bidders to manage BHTPA 's liabilities, and receiving bids. The transaction adviser will provide advice to the tender committee reviewing bids and preparing the bid evaluation.

6.4.2.11. The transaction advisor will support BHTPA through the entire process of award to the O&M operator, including:

- Negotiations if any and process of approval of award
- Achieving financial close, if required (including sharing any additional documentation required by potential financiers, attending any meetings with potential financiers, along with BHTPA officials, etc.)
- Drafting of Closing memo (including guidance to implementation)

6.5. Management Plan and Workshop

6.5.1. The transaction advisor must, in close liaison with the BHTPA, draft a comprehensive management plan for the BHTPA, in accordance with the provisions of the agreement with the O&M operator, to help the BHTPA in the management of the Project and its risks, rights and obligations. The management plan will be delivered no later than 20 days after the signing of the O&M agreement. This will be followed by a 3 day 'workshop' with the BHTPA project team to discuss project implementation and management of BHTPA rights and obligations over the term of the Project.

6.5.2. The management plan will include, inter alia:

- Report formats and frequency of such reports to be submitted and/or prepared by the O&M Operator and/or the BHTPA



- Recommended BHTPA personnel, their capabilities and time commitment required to supervise and monitor the functions / delivery by the O&M Operator
- Recommended institutional set up required within BHTPA to supervise / monitor the O&M Operator's performance
- List of potential defaults and consequent action steps to be taken by BHTPA through the entire tenure of the Agreement.

7. Facilities to be provided by the Client

7.1. BHTPA will provide the following facilities:

- Introduce the Consultant to relevant stakeholders and local offices in collection of relevant information on project site.
- Facilitate access to the project sites.
- Allow using the conference room for stakeholder's meetings/workshop; and
- Workstation (on demand) at Clients office
- Facilitate meetings / interactions with the engineering consultants and construction contractors (when appointed) responsible for construction of Vision 2021 Tower STP 2

7.2. In addition, BHTPA will provide the following documents and data:

- BHTPA will provide all necessary available (secondary data) information related to the BHTPA objectives, goal, project site, Operational model of other existing parks under BHTPA, the future etc.

8. Deliverables

Task	Timeline from contract signature
Submission of inception report & updated work plan	2 weeks
Feasibility study, draft delivered to BHTPA	2 months
Feasibility study, final version delivered to BHTPA	3 months
Issue of pre-qualification document	6 months
Delivery of workshop and presentation	8 months
Pre-qualification announced	10 months
Issue of RFP	12 months
Bid submitted	14.5 months
Preferred bidders selected	16.5 months
BAFO submission	18 months
Closure of Award process – Signing of PPP agreement	19 months
Final Closure Report & Completion of workshop on Management Plan	20 months
Commencement of services by O&M operator	24 months

9. Team Composition

The proposed team composition, qualifications and input months are illustrated below:

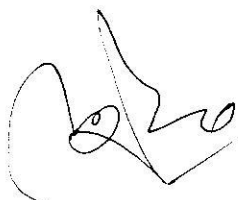
Sl.	Consultant Team	Years of Experience	Qualification requirements	Person-months (Estimated)
1	Team lead	15	Minimum master's degree in business administration or finance or equivalent with experience in establishing PPP framework / structures, managing PPP procurement documentation and processes, and manage entire PPP transactions, preferably in South Asia.	6
2	Finance expert	10	Minimum Master's degree in business administration or finance or equivalent with experience in identifying and mitigating financial risks, structuring and modelling of financial context (developing financial models), and guiding entities in PPP transactions	5
3	Legal expert	10	Minimum Bachelor's degree in Law with experience in drafting and negotiating PPP agreements, drafting PPP procurement documents and management of entire PPP process, including negotiations and commercial closure	3
4	Procurement expert	10	Minimum Bachelor's degree in finance, accounting, or related field, with a preference for a post graduate degree in any of these fields, with experience in managing complete documentation and processes for procuring PPP projects, and structuring and managing PPP procurement transaction, particularly O&M PPP transactions	3
5	Environmental expert	10	Minimum Post graduate degree in environmental science, environmental chemistry, environmental engineering, or other related disciplines. Experience in designing environmental framework operations of commercial buildings, including under PPP structures, assessing environmental (including GHG emissions) risks and their mitigation, and designing key performance indicators	2
6	Social development expert	10	Minimum Master's degree in Social Science/Community Development/Sociology/Development Studies or related disciplines. Experience in designing social development framework for PPPs, and social risks and their mitigation, and designing key performance indicators	2
7	Monitoring and	10	Minimum Master's degree in economics or business or other related disciplines. Minimum 5 years of	2

Sl.	Consultant Team	Years of Experience	Qualification requirements	Person-months (Estimated)
	evaluation expert		Experience in building and using monitoring and evaluation tools to assess PPPs frameworks.	
8	Marketing Expert	10	Minimum Master's degree in Marketing, MBA in marketing or related discipline. Experiences in Marketing of IT or ITES/ private sector development etc.	4
A 9	Engineer / Technical Expert	15	An engineering degree in civil engineering and a post graduate degree in construction / structural engineering with experience in construction and maintenance of commercial buildings. Experience of working on IT focused towers would be preferred.	2
	Total			29

10. Code of Conduct

10.1. During the service provision period, all experts and support staff of the Consultant:

- (i) Comply with applicable laws, rules, and regulations
- (ii) Comply with applicable health and safety requirements to protect the local community (including vulnerable and disadvantaged groups), the Consultant's Experts, the Client's personnel, and the Contractor's personnel, including sub-contractors and day workers (including wearing prescribed personal protective equipment, preventing avoidable accidents and a duty to report conditions or practices that pose a safety hazard or threaten the environment)
- (iii) Must not use illegal substances
- (iv) Must follow Non-Discrimination in dealing with the local community (including vulnerable and disadvantaged groups), the Consultant's Experts, the Client's personnel, and the Contractor's personnel, including sub-contractors and day workers (for example, based on family status, ethnicity, race, gender, religion, language, marital status, age, disability (physical and mental), sexual orientation, gender identity, political conviction or social, civic, or health status)
- (v) Must show respect while Interactions with the local community(ies), members of the local community (ies), and any affected person(s) (for example to convey an attitude of respect, including to their culture and traditions)
- (vi) Must prohibit Sexual harassment (for example to prohibit use of language or behavior, towards women and/or children, that is inappropriate, harassing, abusive, sexually provocative, demeaning or culturally inappropriate)
- (vii) Must avoid Violence, including sexual and/or gender-based violence (for example acts that inflict physical, mental, or sexual harm or suffering, threats of such acts, coercion, and deprivation of liberty)
- (viii) Must prohibit Exploitation including sexual exploitation and abuse (for example the prohibition of the exchange of money, employment, goods, or services for sex, including sexual favors or other forms of humiliating, degrading behavior, exploitative behavior or abuse of power)



- (ix) Must Protect children (including prohibitions against sexual activity or abuse, or otherwise unacceptable behavior towards children, limiting interactions with children, and ensuring their safety in project areas)
- (x) Should ensure Sanitation requirements (for example, to ensure workers use specified sanitary facilities provided by their employer and not open areas)
- (xi) Must avoid conflicts of interest (such that benefits, contracts, or employment, or any sort of preferential treatment or favors, are not provided to any person with whom there is a financial, family, or personal connection)
- (xii) Protection and proper use of property (for example, to prohibit theft, carelessness, or waste)
- (xiii) Duty to report violations of this Code
- (xiv) Non-retaliation against personnel who report violations of the Code, if that report is made in good faith

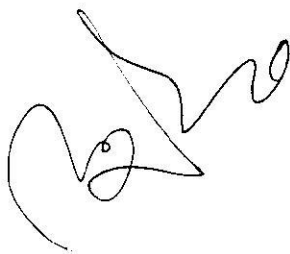
10.2. Each Expert shall sign indicating that they have:

- (i) received a copy of the code
- (ii) had the code explained to them
- (iii) acknowledged that adherence to this Code of Conduct is a condition of employment; and
- (iv) understood that violations of the Code can result in serious consequences, up to and including dismissal, or referral to legal authorities.

11. All the documents and information produced by or during the consultancy services will be the sole property of the BHTPA. No information or document is permitted to be transferred or shared with or disseminated elsewhere without the permission of project director and will be treated as fraudulent activity and appropriate measures will be taken.

12. The Procurement Process

The Selection and Employment of the Consultant will follow "The World Bank Procurement Regulations for IPF Borrowers, Procurement in Investment Project Financing, Goods, Works, Non-consulting and Consulting Services, Fourth Edition, November 2020: Section VII, Clause 7.2.a and & 7.3: Quality and Cost Based Selection (QCBS).

A handwritten signature in black ink, consisting of several loops and a long horizontal stroke extending to the right.