



REPUBLIC OF THE PHILIPPINES  

---

PUBLIC-PRIVATE PARTNERSHIP  
CENTER

**Government of the Republic of the Philippines**  
**National Economic and Development Authority**  
**Public-Private Partnership Center**

**Empanelment of Project Preparation and Transaction Support Consultants**  
**under Indefinite Delivery Contracts**

**Request for Expressions of Interest**

**ADB TA 7796-PHI**

**20 January 2014**

## ABBREVIATIONS

ADB	Asian Development Bank
BOT	Build-Operate-Transfer
CSRN	Consulting Services Recruitment Notices
DBM	Department of Budget and Management
DOF	Department of Finance
DSCR	Debt Service Coverage Ratio
EIRR	Economic Internal Rate of Return
EO	Executive Order
EOI	Expression of Interest
FBS	Fixed Budget Selection
FIRR	Financial Rate of Return
FS	Feasibility Study
IA	Implementing Agency
IDC	Indefinite Delivery Contract
IFI	International Financial Institutions
IRR	Implementing Rules and Regulations
NEDA	National Economic Development Authority
PDMF	Project Development and Monitoring Facility
PPP	Public-Private Partnership
PSC	Project Study Committee
QBS	Quality-Based Selection
RA	Republic Act
REOI	Request for Expressions of Interest
RFP	Request for Proposal
TA	Technical Assistance
TAA	Technical Assistance Agreement
TOR	Terms of Reference
VfM	Value for Money

# Empanelment of Consulting Firms under Indefinite Delivery Contracts

## Terms of Reference

### I. Background

1. The Government of the Republic of the Philippines (Government) is committed to implement public–private partnerships (PPP) in the Philippines for attracting private investment in infrastructure. At the request of the Government, the Asian Development Bank (ADB) has provided technical assistance (TA) to strengthen the enabling environment for PPPs (policy and regulatory framework improvement and capacity building of the government institutions involved in PPPs), establish long-term financing and risk guarantee mechanisms, and help develop a robust pipeline of bankable PPP projects.<sup>1</sup> The TA is co-financed by the Government of Australia and the Government of Canada. The TA helps develop a robust pipeline of bankable PPP projects through provision of funding for the Project Development and Monitoring Facility (PDMF). PDMF is co-funded by the Government and the Government of Australia, through ADB. To date, the contribution of the Government and Australia is approximately \$42 million and \$18 million, respectively.
2. The PDMF will fund the pre-investment activities<sup>2</sup> of potential PPP projects of the Implementing Agencies (IAs)<sup>3</sup>, and ensure effective monitoring of PPP project implementation. The PDMF funds shall be used mainly to engage project preparation and transaction support consultants for PPP project preparation and transaction in infrastructure sectors including airports, ports, power, highways, railways, education, health facilities, etc.
3. The PDMF, which is a revolving fund, is administered by the PPP Center attached to the National Economic and Development Authority (NEDA). The PPP Center is the implementing agency for the PDMF component of the TA. Management of PDMF funds is governed by a common set of policies and implementation guidelines approved by the PDMF Committee<sup>4</sup>. The PDMF Committee *inter alia*: (a) sets the policy and implementation guidelines for accessing financing of the PMDF, including the project evaluation guidelines, approval process, and funds flow; (b) reviews and decides on applications regarding PPP project preparation and transaction support from PMDF; and (c) approves the disposition of funds under the PMDF.
4. The IAs shall, *inter alia*, identify and conceptualize potential PPP projects and submit applications and other necessary project details to the PPP Center seeking PDMF funding for PPP project preparation and transaction. Once a project is deemed eligible for PDMF funding and the proposal for funding is approved by the PDMF Committee, the PPP Center shall execute a Technical Assistance Agreement with the concerned IA and proceed with the recruitment of project preparation and transaction support consultants from among a pre-selected panel of consulting firms, hereinafter referred to as the “Panel”. The call-down assignment contracts shall be signed between the PPP Center and the project preparation and transaction support consultant with the conformé of the IA. The PPP Center shall play an oversight role during the PPP project preparation and transaction stage.

---

<sup>1</sup> TA Report can be accessed at <http://www.adb.org/Projects/project.asp?id=45515>

<sup>2</sup> These would include several activities consisting of preparation of pre-feasibility and feasibility studies, development of various PPP options and project structuring, management of the PPP bidding process, preparation of contractual documentation, assistance during signing of the contractual documents with the winning bidder and providing advisory services until the financial close of the project.

<sup>3</sup> Implementing Agency refers to any department, bureau, office, commission, authority or agency of the national government, including Government-Owned or -Controlled Corporations, Government Financial Institutions, and State Universities and Colleges, and Local Government Units authorized by law or their respective charters to contract for or undertake infrastructure or development projects.

<sup>4</sup> The PDMF Committee, which was initially established as PDMF Board, is an inter-agency body comprised of NEDA, DOF, DBM, and the PPP Center, with Undersecretary-level staff as principal and Director-level staff as an alternative representative. PDMF Guidelines can be accessed at: [http://ppp.gov.ph/wp-content/uploads/2013/06/PDMF-Guidelines\\_June-2013.pdf](http://ppp.gov.ph/wp-content/uploads/2013/06/PDMF-Guidelines_June-2013.pdf)

## II. Objective

5. From the Panel engaged under indefinite delivery contracts,<sup>5</sup> the PPP Center shall engage project preparation and transaction support consultants, having skills and experience to provide commercial, financial and legal services in support of PPP project preparation and transactions, for assignments to provide the following services: (i) carry out pre-feasibility studies; (ii) conduct project feasibility studies, assess PPP options, including environmental and social and gender safeguards considerations; (iii) conduct financial analysis and modeling, and project structuring; (iv) prepare bidding documents and draft contracts; (v) support the bidding process until signing of the contract with the prospective private sector proponent or concessionaire and (vi) provide advisory services until the financial close of the project.

## III. Consultant Selection Method

6. The existing Panel is composed of 15 associations of international and national consulting firms. Each association consists of a lead firm which partners with other foreign or local firms to meet the requirements of the scope of services in section IV and key personnel in section VII below.

A list indicating the members of the Panel is at Appendix 1. The Panel is also disclosed on the websites of ADB (<http://www.adb.org/consulting/idc/idc-contracts.asp>) and the PPP Center (<http://ppp.gov.ph/pdmf/pdmf-application/>). The existing Panel is valid from the date of signing of the contract up to 9 October 2014.

The present exercise is to update the Panel to further improve its technical dimension and possibly increase the number of consulting firms in the Panel. The consulting firms included in the Panel will be retained until July 2016.

7. The entire selection process for the engagement of the project preparation and transaction support consultants shall be made in accordance with *ADB's Guidelines on the Use of Consultants 2013*, (as amended from time to time), and will be conducted in two stages:

### Stage 1: Empanelment

A Panel will be engaged under indefinite delivery contracts for a 2-year period from the date of signing of the contract, involving pre-qualification, selection and retention (without commitment) following the principles of the quality-based selection method. An indefinite delivery contract based on the indefinite delivery contract template of ADB shall be signed by the PPP Center with each of the pre-qualified firms and no retainer fees or any other amount shall be payable to the firms under said indefinite delivery contracts. The PPP Center, at its discretion, can update the Panel.

On the basis of the 'Expressions of Interest (EOI)' submitted by the firms in response to this 'Request for Expressions of Interest (REOI)', the PPP Center will constitute an updated Panel of consulting firms for providing PPP project preparation and transaction support services.

---

<sup>5</sup> Indefinite delivery contracts are used when the client needs to have quick and continuing access to "on call" specialized advisory services for a particular activity, the extent and timing of which cannot be defined in advance. In accordance with *ADB's Guidelines on the Use of Consultants (2013)*, the consulting firms shall be pre-qualified and retained under indefinite delivery contracts for 2 years without any commitment. As and when the services of the consultants are required for PPP project preparation and transaction support, a consultant will be selected from amongst the pre-qualified firms and a call-down assignment contract shall be signed.

## Stage 2: Call-Down Assignment

From the Panel, a consulting firm or association will be selected for PPP project preparation and transaction under a call-down assignment. The selection shall be made on a competitive basis, using a fixed-budget selection (FBS)<sup>6</sup> method based on evaluation of simplified technical proposals on the basis of a project specific TOR.<sup>7</sup> It is expected that the selection of a consulting firm or association for an assignment from the Panel will take about four weeks. The PPP Center shall sign a call-down assignment contract (lump sum) with the selected consulting firm or association for a specific assignment with the conformé of the specific IA. The payment of the fees shall be released by the PPP Center to the consultants based on the approval of the Project Study Committee (PSC) or IA, as applicable, of the outputs delivered by the consultants. The fees shall be paid based on various milestones achieved.

### IV. Scope and Duration of Services under Stage 2

8. The PPP Center anticipates that the services of the project preparation and transaction support consultants shall be required in highways/expressways, airports, health facilities, education facilities, railways, ports and others as identified in the implementing rules and regulations (IRRs) of the Philippine BOT Law<sup>8</sup> anytime during the retention period under the indefinite delivery contract.
9. The project preparation and transaction support consulting firm is expected to work closely with the respective IA and the PPP Center during the assignment. The consultants shall ensure capacity building of the Government staff and knowledge transfer with respect to the entire PPP project development cycle.
10. The detailed scope of works for each assignment shall be prescribed at the call-down assignment stage depending upon the project specific requirements, which shall cover different stages of project preparation and transaction including pre-feasibility studies, feasibility studies, bidding document preparation and transaction advisory services. Where a feasibility study (FS) has been conducted for a project, the scope of works for the project preparation and transaction support consultants shall cover validation/and or updating of the FS, in addition to carrying out financial modeling, managing the PPP bidding process, including bid document preparation, assisting in contract award and providing advisory services until the financial close of the project. Broadly, the services of the project preparation and transaction support consultants shall cover technical, financial, and legal services including management of the bidding process. The scope of the specific services<sup>9</sup> would generally include, but not limited to, any or a combination of the following:

**Preparation of a pre-feasibility study.** Preparation of a project pre-feasibility study, which could include, among others, the following: (i) project rationale and legal basis; (ii) technical description of the project; (iii) initial financial and economic analysis and proposed cost-recovery mechanism; (iv) initial environmental and social/gender

---

<sup>6</sup> Fixed Budget Selection (FBS) in accordance with *ADB's Guidelines on the Use of Consultants (2013)* under which the consultant, who has submitted the highest ranked technical proposal among the firms whose financial proposals are within the pre-defined budget estimated mentioned in the RFP document, shall be selected and invited to negotiate the contract.

<sup>7</sup> Sample standard evaluation criteria for a simplified technical proposals can be accessed on page 55 of ADB's Consultant Services Operations Manual. (<http://www.adb.org/sites/default/files/pub/2008/CSOM.pdf>)

<sup>8</sup> Republic Act no. 6957, dated 9 July 1990 (as amended by Republic Act no. 7718, dated 8 May 1994) and the Implementing Rules and Regulations.

<sup>9</sup> Specific scope of services will be determined by the different stages of development of the proposed project. In some cases, a feasibility study (FS) may already be available, and therefore the scope of work under Stage 2 would require "validating" or "updating" the FS. In other cases, a pre-FS, FS and bid documents may already be available; therefore the needed services would be purely transaction services to bring the project into the bidding, negotiation and award stage, etc.

assessment; (v) preliminary risk analysis and required government support, if any; (vi) proposed PPP modality, and (vii) tentative implementation plan.

The consultants shall undertake an informal market sounding exercise with select private sector stakeholders to determine the initial acceptability of the project as a PPP. This will include assessing and, where possible, resolving issues raised by the private sector for the project to proceed to the next stage as well as matters raised that will require detailed evaluation during the feasibility assessment stage. The feedback received from the private sector stakeholders will form an integral part of the reporting for the pre-feasibility assessment undertaken by the consultants.

The consultants shall carry out further studies after the approval of the pre-feasibility study report by the PSC.

**Preparation of project feasibility study and development of PPP options:**

Preparation of a project feasibility study or validity assessment/updating of existing feasibility study and overall assessment of PPP options depending on the results of the following in-depth research: (i) economic analysis, (ii) project rationale, (iii) project cost estimates, (iv) technical design, (v) institutional analysis, (vi) carry out a value for money (VfM) analysis from the project viability point of view that shall include determination of financial internal rate of return (FIRR), debt service coverage ratio (DSCR) and other ratios (vii) preliminary financial model and financing plan, (viii) evaluation of PPP options including a recommendation on the PPP modality to be followed, (ix) develop a risk allocation matrix with clear risk management tools, and assessment of contingent liabilities arising from the project; and (x) any other related tasks as proposed by the consultant and agreed upon by the PPP Center and the IA.

To facilitate conduct of all the aforementioned tasks and to enable preparation of the Final Feasibility Report, the consultants shall undertake a formal market sounding exercise<sup>10</sup>.

**Carrying out financial analysis and project structuring:** On the basis of information and analysis in the task above and for the selected option, the consultants will need to finalize (i) technical design and related cost estimates (capital expenditure and operation & maintenance costs, interest costs, and other costs, warranties, etc., and stability of future revenues assessment); (ii) financial modeling and sustainability analysis; (iii) institutional aspects, legal issues, and contract structure; (iv) right of way and other related issues; (v) financing plan (including options for attracting financing and/or guarantees from domestic and international financial institutions - IFIs); (vi) project risk analysis; (vii) social/gender and environmental impacts; (viii) project implementation schedule; (ix) stakeholder consultations, particularly with potential private sector bidders; and (x) detailed timelines for the bid process.

**Management of the PPP bidding process and transaction, as well as preparation of contractual documentation:**

The consultants will undertake preparation and finalization of (i) bid documents (request for qualification and request for proposal), contractual agreements; (ii) project pre-bid consultations; (iii) bidder qualification and bid evaluation criteria; (iv) monitoring and evaluation frameworks; (v) required due diligence documents for potential debt providers and guarantors (if IFI financing or guarantee is involved, then compliance with IFI policies and procedures, including on safeguards); (vi) institutional arrangements and (vii) assistance with the bid process (e.g. setting up of data room for prospective bidders,

---

<sup>10</sup> The consultant shall organize consultation meetings with concerned stakeholders, including, but not limited to, potential equity partners, investors, lenders and guarantors to fulfill the market sounding requirements. Main outputs of the consultants include the market sounding document for distribution to the market, and market sounding report summarizing the findings from the exercise. The conclusions drawn from said consultation meetings shall be taken into account in the preparation of the feasibility report and project structuring.

issuance of all bidding-related notices/requests, conduct of pre-bid conferences, conduct of bidding, responding to queries, pre-qualification of bidders), bid evaluations, and contract negotiations, expected to lead to the award of the proposed project to a bidder. The consultant shall also assist in drafting of the TOR for procurement of an independent consultant (IC).

**Assistance until financial close:** The consultants shall provide all the required assistance until the financial close of the Project (or for a period of 180 days from the effective date of the contractual agreements signed with the private sector proponent or the concessionaire, whichever is earlier).

11. Considering that many activities will be undertaken concurrently, it is estimated that the above services would be required over a period of around 20 calendar months from the date of commencement of the services (depending on the complexity and stage of development of the project) until the financial close of the project. The actual time schedule for the services will be indicated for each assignment in the RFP document at Stage 2. The detailed work plan submitted as part of the technical proposal for the assignment shall be discussed and agreed with the PPP Center and the respective IA before signing the call-down assignment contract.

## **V. Terms of Payment**

12. The consultants will be paid on a lump sum basis. The total fees shall be paid based on various milestones achieved. The payment shall be released by the PPP Center based on the approval by the IA/PSC of the outputs delivered by the consultants. The IA shall accord this approval after ensuring that the outputs delivered by the consultants conform to the requirements of the Government. The detailed structure of the payment milestones, including the maximum timeframe for such release by the client, shall be prescribed in the Request for Proposals (RFP) documents for Stage 2. The indicative milestones for payment are shown below.
  - (i) Submission of inception report;
  - (ii) Approval of the pre-feasibility study;
  - (iii) Approval of the final feasibility study, including the agreed financial model;
  - (iv) Approval of the tender documents and draft Contract;
  - (v) Completion of bid evaluation and determination of winning bidder;
  - (vi) Signing of concession or other agreement with the prospective private sector proponent or concessionaire;
  - (vii) Financial close of the project.

## **VI. Minimum Requirements for Empanelment**

13. A prospective association during the empanelment stage must be composed of at least 2 firms: one should have required experience providing PPP legal advice, and the other firm should have required experience providing project finance (financial modeling, analysis, structuring, risk assessment, and other relevant tasks) advice. However, if a single firm possesses both the necessary legal and project finance expertise, then such a single firm may also submit its EOI. The association may also include additional firms in the same areas or in technical or engineering areas. Only legal and project finance firms will be evaluated for empanelment purposes.

Each association (i) has the flexibility to nominate a lead firm from firms with legal or project finance expertise, (ii) should nominate legal and project finance experts with the required expertise to deliver the desired services. Generally, the international experts should have 10 years and national experts should have 5 years of demonstrated project-relevant experience in the preparation and transaction of at least 3 PPP projects, with additional merit given to experience with PPP projects in

the Philippines. Specific qualification requirements for each call-down assignment will be provided in the relevant RFP.

14. Each prequalified association must associate with an appropriate engineering/technical firm during the 2nd stage.<sup>11</sup> For instance, if the call-down assignment is on preparation of a project in a urban light rail sector, a transport engineering firm with proven expertise in urban light rail field must be proposed as part of the association during the 2nd stage. Said engineering/technical firm will sign off on all technical-related deliverables of the association. Generally, the international sector experts should have 10 years and national sector experts should have 5 years of demonstrated experience in the preparation, development (design & construction), and/or operations and maintenance of 3 projects in the relevant (sub)sector. Specific qualification requirements for each call-down assignment will be provided in the relevant RFP.
15. The legal specialists and project finance specialists nominated during the call-down stage shall be among the association's list of experts submitted during the empanelment stage. However, for reasons beyond the control of the association, nomination of other experts may be allowed provided that said experts have equal or better qualifications than the original experts included in the list during the 1st stage.

## **VII. Requirement of Key Personnel at Stage 2**

16. The team of project preparation and transaction support consultants will include qualified personnel including experts from specific sectors, public-private partnerships, project preparation and appraisal, project implementation, financial modeling/structuring, investment promotion, economic and financial analysis, risk analysis, procurement, policy and legal issues. The project preparation and transaction support consultant will be required to be available at short notice as and when their services are needed by the PPP Center and/or the IA. The consulting firms shall have sufficient qualified personnel and resources to provide all necessary professional, technical, and expert services as required to accomplish all the services described hereinabove within the prescribed time. Consulting firms are encouraged to form joint ventures or associations with other consulting firms to enhance their capabilities and the value and quality of their services for the proposed assignment, before submitting the proposals, if allowed in the RFP.
17. The Team shall be composed of consultants, who shall have extensive technical and country-specific experience that would include extensive knowledge of the sector, regulatory issues involved and the initiatives taken by the Government for the successful implementation of PPP projects, the project's taxation framework, including exemptions and tax exemption regime, the country's accounting systems, domestic insurance sector and its products, special privileges and incentives available to the PPP projects, concessional financing options available for PPP projects from the public sector and other country-specific knowledge.
18. Consulting firms or associations, to which the RFP has been sent at stage 2, may enhance their expertise for the assignment by associating (via a JV or sub-contracting) with other firms, if permitted in the RFP. In all such cases, a shortlisted Consultant must obtain the written approval of the PPP Center prior to the submission of proposal.
19. The team shall be responsible to carry out the specific tasks relevant to various stages like pre-feasibility, feasibility, validating/updating of existing feasibility study, financial analysis and project structuring, management of bidding process, etc.

---

<sup>11</sup> This requirement does not apply if the consulting firm or association prequalified for the panel already possesses the required technical/engineering expertise for the call-down assignment in question.



Depending upon the project and the scope of services required, the requirement of various national and international consultants<sup>12</sup> will be prescribed in the RFP for the Stage 2: call-down assignments. The team composition and indicative scope of work and deliverables from each specialist area are as indicated below:

### **Group A (Specialization areas common for all projects)**

#### **(i) Team Leadership**

The consultants will generally be responsible for coordinating all inputs of the team; submission of all reports; facilitation of meetings and stakeholder consultations, as required; and liaison with the PPP Center and the relevant IA, as required. Specific tasks would include, among others, the following:

- liaise with PPP Center and concerned IA and keep all stakeholders apprised of any issues or concerns that could impact project performance and or completion of the consulting assignment;
- be responsible for drafting inception report, progress reports, and updating the agreed work program, and provision of timely information to PPP Center on contract administration issues;
- manage the team of experts to ensure integrated monitoring of the agreed work program;
- coordinate the inputs of team members as per the agreed work plan, advise team members of changes to the work plan, and monitor team members' other project commitments to ensure appropriate priority attention is given to the assigned task;
- ensure outputs of team members are in accordance with the contractual Terms of Reference and the client's quality expectations;
- ensure smooth implementation of the internal quality assurance mechanism and be ultimately responsible for output quality by reviewing, commenting upon and approving all such outputs;
- ensure all contracted deliverables are prepared in a timely manner and manage project scheduling; and
- brief and supervise team members on (a) quality management, and (b) integrity and professional conduct; and keep the team updated on changes in the operating environment or procedures.

#### **(ii) Project Finance Expertise**

The consultants shall have proven work experience in financial modeling and project structuring of PPP projects. They shall develop a financial model, incorporating an appropriate PPP modality and manage the bidding process according to the provisions of the Philippine BOT Law and its IRRs. Based on the technical (engineering) evaluation, assess expenditures (capital, operations, provisions) and projected revenues for reasonableness, completeness with project objectives, and accuracy. In doing so, the consultants will, among others, carry out the following tasks:

- a) develop an appropriate base case financial model with suitable assumptions, resulting in a set of projected financial statements (balance sheet, cash flow, income statement, key ratio analysis) and sensitivity scenarios;

---

<sup>12</sup> As per ADB's Guidelines on The Use of Consultants (2013), "International Consultant" means any consulting firm established or incorporated in any ADB member country, including the borrower's country, or a person who is a citizen of any ADB member country, including the borrower's country"; and "National Consultant" means any consulting firm or individual from the borrower's country that is established or incorporated and has a registered office in the borrower's country, or a person who is a citizen of such country" (footnotes 5 and 6 on page 2).

- b) recommend a suitable PPP modality for the project after assessment of alternative choices including the commercial, legal, and institutional impacts of this suggested modality such as the required contracts (e.g., concession contracts) and institutional structures (e.g., special purpose vehicles);
- c) ascertain the potential acceptability of the recommended PPP structure by the investors and potential lenders;
- d) in consultation with the economic specialist, ensure that the project provides desired and equitable benefits to end users, with a satisfactory project rationale;
- e) recommend a suitable bankable financing plan for the recommended PPP structure, including appropriate debt equity ratios, loan tenures and rates for project viability, and required government grant support;
- f) identify appropriate funding sources, including (i) government grant funds, (ii) commercial debt and equity funds, (iii) financing, credit enhancement, or guarantee products of the International Financial Institutions, (iv) private sector financing; and identify their likely terms and conditions, incorporating them in the base case financial model;
- g) develop all required due diligence documents for potential lenders;
- h) test all key assumptions against financial model outputs, including the financial internal rate of return and debt service coverage ratio, identifying any required policy revisions for project sustainability, including on the revenue model;
- i) provide project risk analysis with suitable mitigation strategies;
- j) assess contingent liabilities arising from the project;
- k) assess project financial management capacity;<sup>13</sup>
- l) produce and manage all project and bidding process documentation and post-bid monitoring frameworks in coordination with the legal specialist;
- m) manage the bidding process, including marketing, pre-bid meetings, identification of potential bidders, bidder query responses, bidder qualification and evaluation criteria development; and
- n) provide all required support until the financial close of the project;
- o) provide inputs related to the Philippine taxation system, tax exemptions and tax incentives, financial accounting systems and the domestic insurance market and its products.

(iii) **Economic Analysis**

The consultants will undertake project economic analysis to provide an economic cost–benefit analysis and project rationale on the proposed project. The analysis should, among other issues, include the following:

- a) sector assessments, demand-supply for public services, opportunity cost implications, projected project benefits and impacts;
- b) project economic rationale in comparison with alternative options, and develop indicators for project performance monitoring;
- c) realistic economic rates of return for the project under various scenarios.<sup>14</sup>

They shall also assist in developing appropriate bidder qualification and evaluation criteria.

<sup>13</sup> For reference purposes, ADB financial management guidelines can be used. See ADB. 2005. *Financial Management and Analysis of Projects*. Manila.

<sup>14</sup> For reference purposes, ADB guidelines on economic analysis of projects can be used. See ADB. 1997. *Guidelines for the Economic Analysis of Projects*, February. Manila.

(iv) **Legal Expertise**

The consultants will develop a policy and institutional analysis to take into account the requirements of the selected PPP modality, and assist in the bidding process, project documentation, and evaluation procedures. Specifically, this analysis will include, but not limited to:

- a) conducting a policy and institutional assessment to ascertain the validity and viability of the proposed PPP structure for the project;
- b) assessment of the IA's capacity to manage the project once operational, and recommend required changes and capacity improvement measures as appropriate;
- c) recommend institutional measures to improve the governance of the IA with the purpose of ensuring efficient management of project assets after PPP project completion;
- d) develop "bankability" measures for the proposed PPP project structure, such as fee payment mechanisms, preconditions for a private operator to fulfill in meeting service obligations, default and risk clauses, and step-in rights of government;
- e) in accordance with the Philippine BOT Law and IRRs and other legislation,<sup>15</sup> assist in the bidding process management through documentation preparation, including request for qualification, request for proposal, contractual agreements between project sponsor and winning bidder, as well as in developing bidder instructions, bid qualification parameters and bid evaluation criteria, bidding process schedules, and undertake stakeholder consultations; and
- f) providing advice on country-specific legal experience of PPP projects in the sector, judiciary-related, legal and regulatory issues pertaining to the project, legal perspective on special privileges and incentives available for PPP projects, and on accessing concessional financing options available for PPP projects from the public sector, and other country-specific legal knowledge.
- g) provide all required support until the financial close of the project.

(v) **Social Sector Expertise**

The consultants will ensure adequate due diligence on project social impacts consistent with the country's social/gender<sup>16</sup> and safeguard policies<sup>17</sup>. To fulfill this, the consultants will, among others, do the following:

- a) undertake an initial poverty and social analysis in accordance with country requirements;
- b) based on the initial poverty and social analysis, conduct a comprehensive analysis of likely social/gender impacts, design measures, and implementation arrangements for maximizing project social/gender benefits and minimizing/avoiding social/gender risks;
- c) prepare a poverty reduction and social strategy (with, e.g., gender action plans, resettlement plans, indigenous peoples development plan) with recommendations for involuntary resettlement, indigenous peoples, and gender safeguards;

<sup>15</sup> Republic Act no. 6957, dated 9 July 1990 (as amended by Republic Act no. 7718, dated 8 May 1994).

<sup>16</sup> The Government requires all projects, including infrastructure projects, to be gender responsive. This is ensured through application of NEDA Guidelines "Harmonized Gender and Development Guidelines for Project Development, Implementation, Monitoring and Evaluation", which contain a checklist for gender-screening projects at various stages of preparation and implementation. These guidelines are available at <http://www.neda.gov.ph>.

<sup>17</sup> In doing so, the consultant shall be also guided by the social/gender and safeguard requirements of the International Financial Institutions, which, in one way or another, might be attracted to financing or implementation of the PPP projects. For example, ADB's gender requirement can be found in ADB. 1998. *Policy on Gender and Development*. 11 June. Manila. (Doc. R74-98. Revision 1, Final.) Similarly, ADB's requirements on indigenous people and resettlement can be found in ADB. 2009. *Safeguard Policy Statement*. Manila.

- d) assess IA's capacity and commitment to undertake social impact due diligence, impact monitoring, and mitigation measures implementation (e.g., resettlement implementation);
- e) ensure adequate investigations and consultations with affected persons, beneficiaries, and government institutions;
- f) ensure overall project compliance with the Philippines involuntary resettlement and indigenous peoples regulatory framework.

(vi) **Environmental Sustainability Expertise**

The consultants will ensure the project environmental impact assessment is adequate and compliant with the Philippines requirements.<sup>18</sup> This will be done through implementation, among others, of the following activities:

- a) carry out a comprehensive environmental assessment and ensuring substantive and forma-wise consistency with the Government's environmental requirements;
- b) conduct public consultation requirements, including informing the affected persons and local non-government organizations, and information disclosure of project-specific and quantitative information on potential environmental impacts (both positive and negative) and proposed mitigation measures;
- c) estimate the cost of an environmental management plan and funding sources, ensuring that these are included in the total project cost;
- d) seek government environmental clearance, required permits, and approvals;
- e) evaluate IA's capacities to implement mitigation measures, and where necessary recommend capacity improvement training programs and measures; and
- f) include environmental management plan in the bidding documents, along with the requirement to comply with mitigation measures therein.

**Group B (Sector-specific Specialization)**

(vii) **Sector Specific Expertise**

The consultants will need to complete the sector-specific technical validation of project design and cost estimates through, but not limited to, implementation of the following tasks:

- a) update the pre-feasibility studies' technical analysis to confirm the technical validity/viability of the project, including verifying assumptions such as population coverage, loss levels, national policy guidelines, current and projected demand levels for project outputs, design criteria and standards, capacity, and prevailing topographical and other conditions;
- b) verify quantities and rates for major civil works, equipment, construction and supervision consulting, and other input items;
- c) verify and develop projected operation and maintenance costs for the project on a whole of life basis;
- d) review and quantify costs and benefits from the project, and confirm the project design on a least-cost basis in financial and economic terms;
- e) assist in the project's financial and economic analysis with inputs on project rationale, project costs (capital expenditures, operations,

---

<sup>18</sup> In doing so, the consultants shall be also guided by the environmental sustainability requirements of the International Financial Institutions, which, in one way or another, might be attracted to financing or implementation of the PPP projects. For example, ADB's environmental sustainability requirements can be found in ADB. 2009. *Safeguard Policy Statement*. Manila.

maintenance), required contingency levels, and any other information as requested;

f) provide all required support until the financial close of the project.

20. Depending on the type of the project and the extent of coverage required, the estimated total man-month requirements shall be indicated in the RFP documents for Stage 2.

### **VIII. Submission of Expressions of Interest**

21. The PPP Center invites eligible national and international consulting firms from ADB member countries to submit expressions of interest (EOI) to be part of the new Panel. In this regard, the consulting firms should note the following:

- (i) This prequalification exercise will dissolve the existing Panel retained under indefinite delivery contracts for consulting assignments funded out of the Project Development and Monitoring Fund (PDMF) of the PPP Center, and establish a new Panel. Upon the completion of empanelment process, the existing members of the Panel will be notified for pre-termination of indefinite delivery contracts. Termination will take effect thirty (30) days after receipt of such notice.
- (ii) Termination of the indefinite delivery contracts shall not, in any manner, affect any of the obligations of the Consultant and the Client in the current and ongoing call-down assignment contracts<sup>19</sup>. To this end, all call-down assignment contracts signed prior to the effective termination date of the indefinite delivery contracts shall remain valid, and in full force and effect, in accordance with the provisions of the said call-down assignment contracts.
- (iii) Existing Panel members are allowed to participate in this prequalification/establishment of a new Panel.
- (iv) Each association (including individual member-consulting firms) is encouraged to submit only one EOI. Individual experts may be nominated in more than one proposal.

22. The firms are requested to submit the EOIs in the prescribed template (available at <http://www.adb.org/sites/default/files/eoi-firms-cqs.doc>) by providing information to demonstrate their capabilities, availability of technical expertise, including the following information:

#### **a. Organizational Information**

- (i) Firm's profile (name, address of registered and country offices, telephone and fax numbers, name of principal point of contact, etc.);
- (ii) Association profile (if a association), including the details of the lead partner and all association members;

#### **b. Details of Similar Experience**

- (i) Summary statement indicating the core competence of the firm/association (see Appendix 2);
- (ii) List of similar assignments successfully completed in the last ten years including provision of commercial/financial and legal advice on PPP projects (provide details of the client, country, sector, estimated cost of the project, achievement of financial close, duration of services, fees for the assignment, and description of services rendered, among others);

---

<sup>19</sup> The term "call-down assignment contract" is used synonymously with "Assignment Contract" as defined in Clause D-2, Appendix 1-A of the IDC.

- (iii) Experience with developing PPP projects in the Philippines and Southeast and South Asian countries (experience in the Philippines will be an additional merit);
- (iv) Names and addresses of at least 3 clients in respect of similar projects in the last ten years for reference checking purposes; and
- (v) Any other details which will enable the client to appreciate the consulting firm or association's relevant experience.

**c. Nature of the Firm/Organization and Key Personnel**

- (i) Firm's history (duration of being in the business and the track record in the field and/or region) with details of ISO Certification and/or adherence to ethics code;
- (ii) Information regarding experts/personnel available with the firm (including access to pool of expertise) highlighting the key qualifications and details of similar experience of each expert in a tabular form; and
- (iii) Certification indicating that the legal specialists and project finance specialists to be nominated during the 2<sup>nd</sup> stage/call-down assignment stage shall be among its list of experts submitted during the 1<sup>st</sup> stage/empanelment, should the firm be prequalified during the empanelment stage.<sup>20</sup>

23. The criteria to be used for evaluation of the EOIs for the Panel are in Appendix 3.
24. The consulting firms/consortia are advised to familiarize themselves with the qualification requirements. **The firms/consortia that do not meet with the qualification requirements specified in the REOI/TOR need not submit their EOIs.**
25. PPP Center reserves the right to shortlist or not to shortlist any or all of the applicant(s) without assigning any reason whatsoever.
26. The deadline for the submission of EOIs and other pertinent documents is **specified in Consulting Services Recruitment Notice (CSRN) of ADB**. The interested consulting firms are requested to submit their EOIs using the prescribed template through the CSRN. Additional information/documents in addition to the EOIs submitted through CSRN (e.g., details of the projects successfully completed beyond the provision in the template, core competence of the firm/association in specific infrastructure sectors as per Appendix 2, details of at least 3 clients in respect of similar projects successfully completed in the last ten years for reference checking purposes, etc.) can be sent by email or through courier at the address given below or the firms may attach such relevant documents to CMS registration by clearly marking that those documents are exclusively for Empanelment under TA 7796-PHI. The firms may also send their EOIs by the due date and time in the prescribed template (see link para 22) along with the additional information/documents at the following address:

**PUBLIC-PRIVATE PARTNERSHIP (PPP) CENTER**  
 NEDA sa Quezon City  
 EDSA, Diliman  
 1103, Quezon City  
 Philippines

Email: [pdmf@ppp.gov.ph](mailto:pdmf@ppp.gov.ph)

---

<sup>20</sup> If the association includes a technical/engineering firm and technical specialists are listed in the association's expression of interest during empanelment, then there will be a need to also provide certification that such technical experts will be included in first proposal during the 2<sup>nd</sup> stage/call-down stage (if the call-down assignment is in the area relevant to the area of expertise of the technical/engineering firm).

## List of Consulting Firms in the Panel

No.	Name of the Firm/Association and Lead Firm	Name of Lead Firm	Nationality of Lead Firm
1	Association of Deloitte Touche Tohmatsu India Pvt. Ltd. (India) and Puyat Jacinto & Santos (PJS Law) (Philippines)	Deloitte Touche Tohmatsu India Pvt. Ltd.	India
2	Association of Rebel Group International BV (Netherlands), Puyat Jacinto & Santos (PJS Law) (Philippines), Allen and Overy , Crisil Risk and Infrastructure Solutions Ltd. (India), and Royal Haskoning	Rebel Group International BV	Netherlands
3	Association of PricewaterhouseCoopers Services LLP Singapore, PWC Financial Advisors Inc (Philippines), and Hogan Lovells Lee and Lee	PricewaterhouseCoopers Services LLP	Singapore
4	Association of ICRA Management Consulting Services Ltd. (India), Aurum Capital Advisory Pte. Ltd (Singapore), Ranhill Bersekutu Sdn Bhd (Malaysia), and Puyat Jacinto & Santos (PJS Law) (Philippines)	ICRA Management Consulting Services Ltd.	India
5	Association of Ernst & Young Australia Infrastructure Advisory (Australia), Ashurst LLP (Singapore), and Angara Abello Conception Regala & Cruz (ACCRALAW) (Philippines)	Ernst & Young Australia Infrastructure Advisory	Australia
6	Association of CPCS Transcom Ltd. (Canada), Lufthansa Consulting GmbH (Netherlands), Development Equity Initiatives Inc. (USA), and Infrastructure Development Finance Company Ltd. (India)	CPCS Transcom Ltd.	Canada
7	Association of KPMG - Manabat Sanagustin & Co., CPAs (Philippines), KPMG Australia, KPMG Corporate Finance Pte. Ltd. (Singapore), Mott MacDonald (Singapore), Puyat Jacinto & Santos (PJS Law) (Philippines), Allens Arthur Robinson (Australia), Palafox Associates (Philippines), and Filipinas Dravo Corporation (Philippines)	Manabat Sanagustin & Co., CPAs	Philippines
8	Association of Hill International SA (Luxembourg), Minter Ellison (Australia) and Deloitte Touche Tohmatsu CPA Ltd. (China)	Hill International SA	Luxembourg
9	SMEC International Pty Ltd. (Australia), Ecorys (Netherlands); SMEC Philippines Inc., and CFP Transaction Advisors (Philippines)	SMEC International Pty Ltd.	Australia
10	Association of IMC Worldwide Ltd. (United Kingdom), Sinclair Knight Merz Pty Ltd (Australia), Project Management Group (Ireland), Capital Fortunes Limited Private Limited (India), Pacific Rim Innovation and Management Exponents, Inc. (Philippines), DCCD Engineering Corporation (Philippines), CEST, Incorporated (Philippines), CVC Law (Philippines), Santiago Law (Philippines), and Philip Santos & Company (Philippines)	IMC Worldwide Ltd.	United Kingdom
11	Association of MMM Group Limited (Canada), and CVC Law-Villaroza Cruz Marcelo and Angangco (Philippines)	MMM Group Limited	Canada
12	Association of Ove Arup & Partners Hong Kong Ltd. (China), CFP Transaction Advisors (Philippines), Feria Tantoco Robeniol (Philippines), Pinsent Masons LLP (China), and Société Générale Corporate and Investment Banking (France)	Ove Arup & Partners Hong Kong Ltd.	China
13	Association of PARY & Co., Chartered Accountants (India), SA Infrastructure Pvt. Ltd. (India), CKM Partners (India), Realise Infrastructure Pvt. Ltd. (India) and Enarch Consultants Pvt. Ltd. (India)	PARY & Co., Chartered Accountants (India)	India

No.	Name of the Firm/Association and Lead Firm	Name of Lead Firm	Nationality of Lead Firm
14	Association of Punongbayan & Araullo (Philippines), Grant Thornton Advisory Private Limited (India), and Picazo Buyco Tan Fider and Santos Law Offices (Philippines)	Punongbayan & Araullo	Philippines
15	Feedback Infrastructure Services Pvt. Ltd. (India)	Feedback Infrastructure Services Pvt. Ltd. (India)	India



Sector Experience <sup>21</sup>

Sector	Experience (Check the Box if Yes)
Agriculture	<input type="checkbox"/>
Airports	<input type="checkbox"/>
Education	<input type="checkbox"/>
Health Facilities	<input type="checkbox"/>
Highways and Expressways	<input type="checkbox"/>
Housing and Urban Development	<input type="checkbox"/>
IT/MIS Facilities	<input type="checkbox"/>
Ports	<input type="checkbox"/>
Power	<input type="checkbox"/>
Railways	<input type="checkbox"/>
Others (Please specify)	<input type="checkbox"/>

<sup>21</sup> This form should be completed by each consulting firm or association submitting EOI for prequalification for the panel.

## Evaluation Criteria for Empanelment of Project Preparation and Transaction Support Consultants

No.	Criterion		Assessment	Rating	Sub-marks	Total Marks
1	Similar Experience		Number of similar assignments completed (i.e., assignments/projects involving provision of PPP legal and/or commercial/finance advice)	Up to 2 projects (50%), 3-5 projects (70%), 6-10 projects (80%), 11-15 projects (90%) and more than 15 projects (100%)		40
2	Experience in Country/Region	(a)	Number of similar and/or related assignments/projects completed during the last 10 years in the Philippines	Up to 2 projects (50%), 3-5 projects (70%), 6-10 projects (80%), 11-15 projects (90%) and more than 15 projects (100%) [50% rating if the project was not awarded]	15	20
		(b)	Number of similar and/or related assignments/projects completed during the last 10 years in Southeast and South Asian countries	Same as above	5	
3	Nature of the Firm / Organization and Key-Personnel	(a)	Nature of the firm	More than 15 years with ISO certification and audited financial statements showing the lead firm's total and current assets and liabilities, (if not required by the law of the lead firm's country, other financial statements acceptable to PPP Center), for the last three years (100%), 12-15 years with ISO certification (90%), 9-11 years with ISO certification and/or ethics code (80%), 6-8 years with ISO certification and/or ethics code (70%), 3-5 years with ISO certification and/or ethics code (50%), less than 3 years (0%)	10	40
		(b)	Qualification and experience of the PPP/project finance experts <sup>22</sup>	Up to 5 experts (50%), 6-10 experts (70%), 11-15 experts (80%), 16-20 experts (90%) and more than 20 experts (100%)	15	
		(c)	Qualification and experience of the PPP legal experts <sup>23</sup>	Same as above	15	
						<b>100</b>

<sup>22</sup> Refers to experts who (i) are employees of the consulting firm, or (ii) have fixed-term consultant contract with the consulting firm and this contract's term covers the term of the panel.

<sup>23</sup> Refers to experts who (i) are employees of the consulting firm, or (ii) have fixed-term consultant contract with the consulting firm and this contract's term covers the term of the panel.