

TERMS OF REFERENCE-
TRANSACTION ADVISORY
SERVICES FOR THE DEVELOPMENT
OF A WASTEWATER TREATMENT
PLANT & WASTE TO ENERGY
PLANT THROUGH A PUBLIC
PRIVATE PARTNERSHIP FOR THE
MUNICIPALITY OF OTJIWARONGO



**MUNICIPALITY
OF
OTJIWARONGO**

EXECUTIVE SUMMARY

In 2008, the Namibian Department of Water Affairs issued updated Codes of Practice containing guidelines for the use of wastewater treatment systems. In these codes, it stated that communities numbering more than 100 persons, an advanced sewage treatment system must be provided under the new guidelines to produce effluent that complies with the General Effluent Standards. Advanced treatment systems typically consist of oxidation pond systems, biological filters or activated sludge plants. Dependent on the Feasibility Study, the most appropriate technology can be selected for consideration for plant upgrading. A major factor in the selection of the technology is dependent on what the desired outcome is, which is a supplementary water supply to the town. A Concept Note was developed as a Public Private Partnership (PPP) through the Public Private Partnership Act No.4 of 2017 of the Republic of Namibia.

In addition to this, as part of meeting the compliance requirements from the Ministry of Environment, Forestry and Tourism an Environmental Management Plan (EMP) was needed to operate a Waste Disposal Site. This resulted in an Environmental Clearance Certificate (ECC) to be issued to the Otjiwarongo Municipality that had a validity period of 5 Years from the date of issue. As part of the conditions of the renewal of this ECC were that deliverables from the EMP are implemented throughout this period of time that would represent the development or upgrading of facilities working with ministerial clearance. Therefore, the need to do a Feasibility Study on the current facility is a step in the right direction for the long-term development of it to a facility that could lead to producing BioGas.

Each of these project components have been identified as complimentary inputs to a much larger Circular Economy which shall involve the envisaged Biomass Industrial Park set to be established in Otjiwarongo. It is therefore of

great importance that the proponent has expertise in each of these aspects of energy and sanitation with the intention of making them work together as part of the Circular Economy.

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1. BACKGROUND

With an ever-growing population, the demand for basic services increases exponentially. One of the basic services that are the responsibility of the Municipality is to provide proper sanitation and sewerage systems. Our mandate is aligned with not only to the Local Authorities Act of 23 of 1992, but, it is supplemented by our National Development Plan No.5 (NDP 5) as well as the Harambee Prosperity Plan (HPP) falling under Water as well as Sanitation. These plans all for part of priority strategic areas for AWF with respect to the attainment of the Sustainable Development Goals of 2030. Thus, through the assistance of the AWF, the Otjiwarongo Municipality intends to develop two key projects that address the improvement of water infrastructure for the sustainable resource utilisation.

In addition to this, the sustainable production of energy to compliment industry growth in town is a priority area that the municipality intends to pursue. A recent industrial development in town that is in its planning stage has accelerated the investigation into the production of green energy. The municipality identified its existing disposal site as a possible area whereby the development of a Waste to Energy plant can be done. This directly impacts the effects of climate change and environmental and social integration in town development. This application shall be one with these two components being addressed under each heading.

1.1 Waste Water Treatment Plant

The growing population is increasing the demand for potable water to be distributed to the residents through the supply from Namibian Water Corporation (NamWater). Currently the Otjiwarongo Municipality procures water directly from NamWater and does not have an alternative supply. This poses a great risk to the residents as a problem experienced on the supply end would result in the entire town being affected. Therefore, the upgrading of our current system of using Oxidation ponds is required to serve our population of

+45 000 residents. Therefore, the need for the development of a Waste Water Treatment Plant (WWTP) is warranted to address the growth in a sustainable manner. The Otjiwarongo Municipality does not have enough technical or financial capacity to construct or manage a sophisticated Treatment Facility, therefore, the possible execution through a PPP would be solution.

1.2 Waste to Energy Plant

In addition to the WWTP the Otjiwarongo Municipality intends to upgrade its existing Waste Disposal Site to a Solid Waste Recovery Centre (Landfill) that would have the capability of producing BioGas amongst other outputs. According to the Environmental Management Plan (EMP) conducted in 2019, the need for the upgrade to Landfill status is warranted. Complimentary to this development is the demand for sustainable energy from a nearby BioMass Development. The BioMass Development is named the BioMass Industrial Park (BIP) that the Otjiwarongo Municipality is supporting through availing land just North of the current Waste Disposal Site. It is the intention that a Circular Economy created with the being the main link between the WWTP and Landfill as it would be using the products and/or by-products of each development and in turn be contributing to the sustaining of each development. Therefore, the need to conduct feasibility studies of Disposal Site coupled to the WWTP are necessary to determine the business case.

2. OBJECTIVE

The Otjiwarongo Municipality wish to explore the feasibility of implementing this project as a Public Private Partnership (PPP) in accordance with Public Private Partnership (PPP) Guidance Manual, 2013; Public Private Partnership Act, 2017 (Act No.4 of 2017) (PPP Act); and Public Private Partnership Regulations, 2017. The Municipality of Otjiwarongo requires the Consultancy Services of a Transaction Advisor in order to assist, advise and facilitate on behalf of the Public Entity with the procurement, management and implementation of this

Project, in the most economically beneficial approach. The purpose of these Terms of Reference is to invite proposals from a Transaction Advisor with financial, technical, legal, social, environmental (including climate change) and other relevant expertise to assist the municipality in the following:

- a) To formulate a Feasibility Study for the project;
- b) To undertake a bankability study for the Project as a PPP;
- c) To support the municipality in the process of procuring a private partner(s) for the project;
- d) The creation of Carbon Negative Energy (CNE) plants;
- e) The identification of additional revenue streams for council to be realised through both initiatives; and
- f) To substantiate the sustainable development of the project by the creation of a Circular Economy.

3. SCOPE OF WORK

The Municipality of Otjiwarongo requires the Consultancy Services of a Transaction Advisor in order to assist, advise and facilitate on behalf of the Public Entity with the procurement, management and implementation of this Project, in the most economically beneficial approach.

Preparatory work conducted to date by the municipality will be availed to the Transaction Advisor who will be responsible for carrying out technical, financial, social, environmental (including climate change) and legal due diligence on the same. The preparatory work to be provided is as follows:

1. Otjiwarongo Sewer Master Plan, 2016;
2. PPP Concept Note for development of Waste Water Treatment Works, 2019;
3. The Otjiwarongo Structure Plan, 2015 (Volume 1);
4. Environmental Management Plan for existing Otjiwarongo Dump Site, 2019; and

5. Namibia BioMass Industrial Park Concept Note, 2019.

The scope of work is presented in two parts, namely, Feasibility Study and Procurement by way of Public Private Partnership.

3.1 Feasibility Study

The Transaction Advisor will develop a comprehensive Feasibility Study for the whole life cycle of the Project to enable the municipality as well as the AfDB to determine, among others,

- i. Full Project life cycle costs;
- ii. Affordability assessment and limits;
- iii. Risk, risk allocation and their costs including social, environmental and climate change risks;
- iv. Optimal value-for-money for the delivery of the project; and
- v. The optimal PPP option for the project following an assessment of different and alternative PPP options.

The Feasibility Study must include the following details of which can be reviewed in Annexure A:

- **Needs Analysis** that will encompass a review of Otjiwarongo Municipality project strategic objectives, human resource capabilities, needs assessment and scope of the project in terms of output specifications.
- **Solution Options Analysis** that will evaluate and assess each option for the requisite infrastructure and services and recommend a preferred option.
- **Project Due Diligence** to bring out the legal aspects of the project, regulatory matters, site enablement socio-economic and environmental factors that would impact the Project. Assessments to consider are aspects of possible additional land acquisition, involuntary displacement and resettlement of individuals.

- Carrying out social, heritage and environmental due diligence, and propose mitigation measures.
- **Value for Money (VfM) Assessment** in terms of the Public Sector Comparator (PSC) which includes all capital and operating costs as well as risks associated with the Project on a stand-alone basis using public sector procurement and a PPP reference model that reflects all of the costs and the risks associated with the private sector being the service provider. The PSC is to serve as a benchmark and evaluation tool and hence, must be robust and flexible enough to test various solution options.
- **Comprehensive Risk Assessment(s)** outlining the retained and transferrable risks (Risk Matrix) on the basis of which a risk-adjusted PSC and PPP reference model will be determined.
- **Economic Valuation** presenting the macro-economic benefits of the Project.
- **Financial Model(s)** simulating scenarios for the financing plan and returns on investment for both public and private and/or combined PPP investments.
- **Procurement Plan** recommending a road map for the procurement of the private party for the Project.
- An assessment of the capacity of the Otjiwarongo Municipality to procure, manage and monitor the Project, and recommendations to capacitate municipality by means of a **Training Plan**.

The comprehensive Feasibility Study composition as provided for in the Namibia Public Private Partnership (PPP) Guidance Manual (2013) should also include the following:

- A Social and Environmental Feasibility Study, inclusive of the requirements for Impact Assessments and associated mitigations;
- A Legal Framework Assessment to examine the suitability of the existing legislative environment for the execution and running of the project; and

- Stakeholder consultation findings.

The Feasibility Study comprising all the above, must be compiled in a single report in Word format (with relevant annexures) and delivered as electronic document files and five (5) copies of the hard copy documents. All financial models must be in editable Excel format and clearly setting out all assumptions made, sensitivity analysis carried out and model outputs. The study must include an executive summary and a PowerPoint presentation, and encapsulate all key features of the study.

The Transaction Advisor will conduct consultative workshops with relevant stakeholders to discuss policy issues, risk transfer, project structure, commitments and other matters to enable selection and agreement on the final procurement direction of the project.

3.2 Procurement by way of Public Private Partnership

In the event that the Feasibility Study suggests procurement through a PPP, the relevant alignment through the existing legislation for this procurement is to be followed.

The following transactional approvals according to the PPP Act and PPP Regulations are to be met:

1. Transaction Approval 1: Feasibility Assessment;
2. Transaction Approval 2A: Request for Qualification;
3. Transaction Approval 2B: Request for Proposal;
4. Transaction Approval 3: Selection of Preferred Bidder; and
5. Transaction Approval 4: Concluding the Public Private Partnership Agreement

The Scope of Services shall be in accordance with these Terms of Reference; Namibia: Public Private Partnership (PPP) Guidance Manual, 2013; Public Private Partnership Act, 2017 (Act No.4 of 2017) (PPP Act); and Public Private Partnership Regulations, 2017, and should comply with the AfDB Integrated Safeguards System (ISS) in relation to environmental and social assessment. The Consultancy Services shall be sub-divided into the following stages:

- Stage 1: Feasibility Assessment;
- Stage 2A: Request for Qualification;
- Stage 2B: Request for Proposal;
- Stage 3: Selection of Preferred Bidder;
- Stage 4: PPP Agreement.

A visual representation of the stages is shown overleaf. Please take note that the stage approvals relevant to the process shall be after the Feasibility Assessment stage.

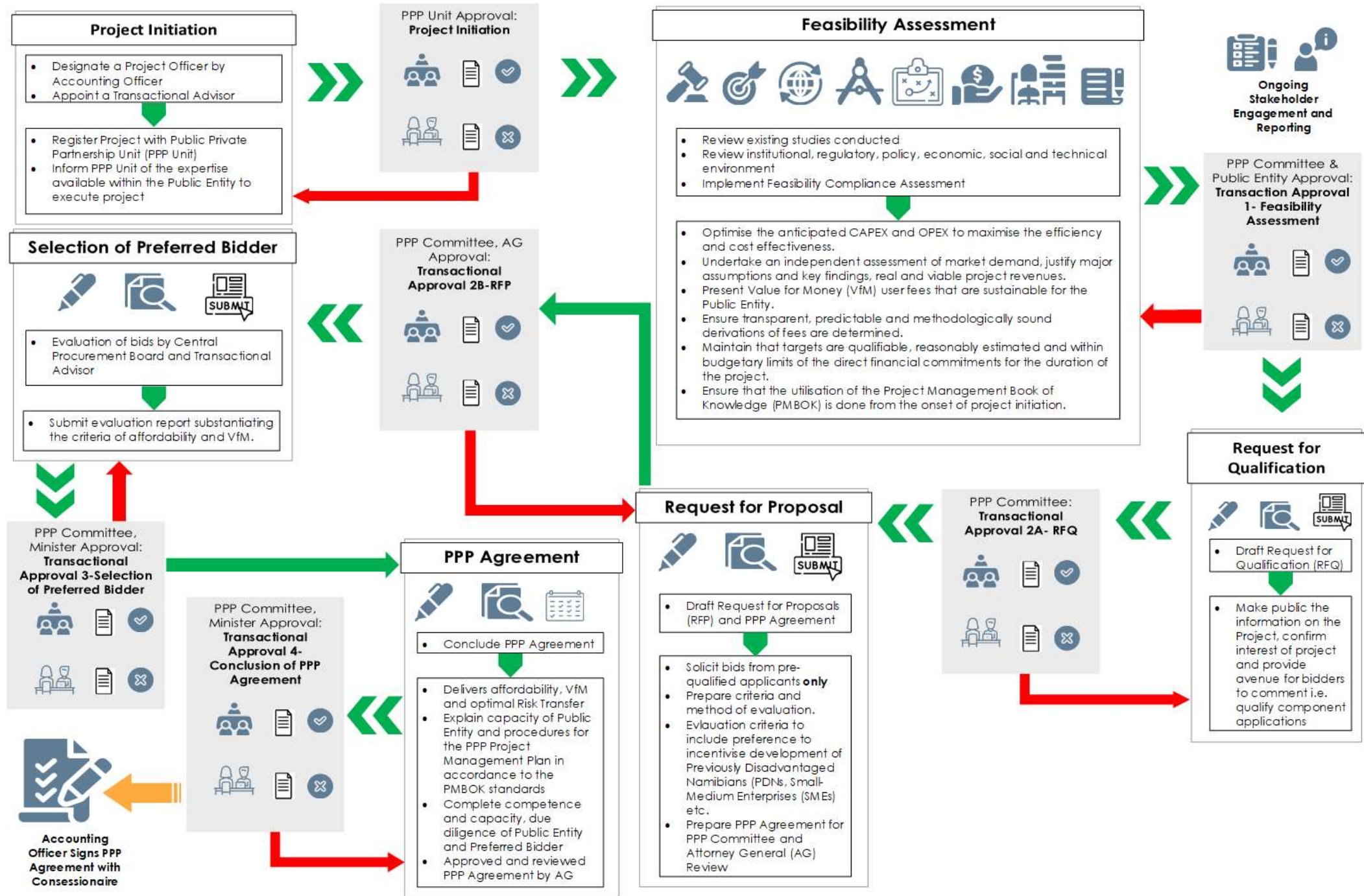


Figure 1 PPP Process as per PPP Regulations

The PPP Procurement process is briefly described under the following sub-headings after Feasibility Stage.

3.2.1 Request for Qualification (RFQ)

The procurement plan of the Project will follow the procurement plan as per Part 5, PPP Project Procurement of the PPP Act. The PPP Act prescribes that all PPP projects must be procured through a competitive bidding process in the form of a two stage process, comprising of a request for qualification (RFQ) stage and a request for proposal (RFP) stage.

3.2.1.1 Preparation of Request for Qualification

The Transactional Advisor is responsible for preparing, drafting and reviewing the RFQ documentation in terms of qualification and evaluation criteria (technical, legal, financial and contractual requirements, etc.).

3.2.1.2 Transaction Approval 2A: Request for Qualification

In order to issue the RFQ to prospective applicants, the PPP Committee/Project Steering Committee will approve the RFQ documentation.

3.2.1.3 Evaluation of Applicants

The Otjiwarongo Municipality will appoint a Bid Evaluation Committee (BEC) to evaluate the applicants using the evaluation criteria provided and determined at the time of issuing of the RFQ. The Transaction Advisor shall provide support to the Bid Evaluation Committees in the form of written clarifications, drafting evaluation report, verbal clarifications and administration i.e. (minute taking, etc.) for bidder conferences.

3.2.1.4 Notice of Prequalification

Upon determining the prequalified applicants in the evaluation, The Otjiwarongo Municipality will notify the applicants of their evaluation result.

3.2.2 Request for Proposal (RFP)

3.2.2.1 Preparation of Request for Proposal

The Transaction Advisor will be responsible for preparing, drafting and reviewing the RFP bid document. The TA shall draft and prepare a RFP document using the results of the feasibility study (VfM, affordability, contingent liability, risk aversion, etc.) in compliance with best industry practices as well as considering applicable legislation and regulations. The RFP must set out the Terms of Reference for the Public Entity including the risk profile, payment mechanism as established in the Feasibility Assessment. In addition, the RFP will provide the Evaluation Criteria for the bidders to comply with the bids.

Furthermore, the TA should include high-level requirements for the Operation & Maintenance (O&M) and Engineering, Procurement and Construction (EPC) of the Project which will be used as a basis in the PPP Agreement.

3.2.2.2 Preparation of draft PPP Agreement

The Transaction Advisor will be responsible for preparing a draft PPP Agreement based on the guidelines as set out by the PPP Committee. The TA shall ensure to act in the Public Entity's best interests in terms of maintaining low cost and risk aversion, conducive for the implementation and management of the Project. The draft PPP Agreement will include annexes consisting of performance requirements, project scope, client's requirements, project performance monitoring and control plan, parent company guarantees, permits, performance standards and codes (as required) etc.

In the event that The Otjiwarongo Municipality or any of its Holding's takes shareholding in the Project, the TA shall allow sufficient time to review the relevant agreements associated with the PPP Agreement i.e. Direct Agreement, Shareholders Agreement, O&M Agreement, EPC Contract and Implementation Agreement.

3.2.2.3 Transaction Approval 2B: Request for Proposal (RFP)

The PPP Committee will be responsible for approving the RFP bid documents while simultaneously the Attorney General will be responsible for approving the draft PPP Agreement. Once the PPP Agreement and RFP bid documents have been approved, The Public Entity will be permitted to issue the RFP to the qualified prospective bidders.

3.2.3 Selection of Preferred Bidder

The Otjiwarongo Municipality will appoint a Bid Evaluation Committee comprised of the Transaction Advisor and Otjiwarongo Municipality staff. The bids will be evaluated according to the evaluation criteria provided and determined at the time of issuing of the RFP bid documents.

The TA shall form part of the Bid Evaluation Committee as an expert and provide the requisite support in order to facilitate the efficient and professional management of the bidding process. This will include assistance with written and verbal clarifications for bidder conferences and clarification submissions, administration (minute taking, communication, etc.) through efficient and effective clarifications.

3.2.3.1 Preparation of Evaluation Report

The Consultant shall compile a bid evaluation report substantiating the VfM, affordability and motivation. The Value for Money (VfM) and affordability must be demonstrated by comparing the NPV of the bids received with the Net

Present Value (NPV) of the Public Sector Comparator (PSC) model of the Project, with suitable adjustment for risk assumed. The bid evaluation report must clearly differentiate between the preferred and second ranked bidder including how the preferred bidder has achieved the VfM.

3.2.3.2 Transaction Approval 3: Selection of Preferred Bidder

The PPP Committee in consultation with the Minister of Finance will consider the bid evaluation report as recommended by the Bid Evaluation Committee. If the bid evaluation report is approved, The Otjiwarongo Municipality will receive Transaction Approval 3.

3.2.3.3 Notice to Bidders

Subsequent to receiving Transaction Approval 3, the Public Entity will inform all bidders of the preferred bidder and its intention to enter into a PPP Agreement with the preferred bidder. If no queries are received, the Accounting Officer shall issue a Letter of Award.

3.2.4 PPP Agreement

Following the conclusion of the procurement process, the TA shall be responsible for the following requirements:

- To ensure that the PPP Agreement meets the requirements of affordability, VfM, and optimal risk transfer;
- To draft The Otjiwarongo Municipality's Management Plan, including the capacity of the municipality and the private entity; obligations and procedures to implement, manage, monitor, control and report on the PPP project.

Furthermore, the Transaction Advisor shall:

- Review and advise The Otjiwarongo Municipality on the EPC and O&M contracts;
- Review and advise The Otjiwarongo Municipality on the PPP Agreement including validity of licenses and permissions of the preferred bidder; ensure the required formation of project company and the implementation of commercial requirements for the performance of the Project;
- Review and assist the Public Entity in the development of the project agreements, which include an implementation agreement (covenants, etc.) which may impact directly/indirectly the rights and obligations of the government;
- Provide legal opinion on the proposed Financial Management structure, and Revenue Structure in terms of current regulatory requirements and opinion on the optimal structure that ensures the bankability of the project in relation to all the project agreements.

3.2.4.1 Preparation of Management Plan

The TA shall be responsible for the compilation and preparation of the Management Plan. The Transaction Advisor shall ensure that the Management Plan serves as a repository for procedures, activities to identify, define, combine and coordinate management activities. Consequently, the management plan must include the PPP Agreement; Financial Agreements and models; provision for responsible entity representatives; implementation plan for the development, construction, operation and exit phases of the PPP Project (depending the transaction model used).

The Management Plan shall define the processes for the obligations and monitoring of the performance of the Otjiwarongo Municipality and the private entity in terms of the PPP Agreement. In addition, the Management Plan shall provide procedures in order to manage risk, unexpected events and serve to resolve disputes.

The TA will conduct a workshop to discuss and finalise the Management Plan with the Public Entity. The final Management Plan will be delivered thirty (30) days before Financial Close.

3.2.4.2 Transaction Approval 4: Concluding the PPP Agreement

The PPP Committee in consultation with the Minister and subject to the approval of the PPP agreement from the Attorney General, may approve the concluding of the PPP agreement.

3.2.4.3 Financial Close

The achievement of Financial Close by the project and/or the effectiveness of the PPP Agreement, signifies that all procurement deliverables have successfully been completed and that the Transaction Advisor's services are complete. The TA shall provide support during Financial Close until all the conditions precedent in terms of the PPP Agreements have been met.

The Transaction Advisor shall prepare a Close-out Report for the completed scope of Services. The Close-out Report shall document and validate the final deliverables and variances of scope, cost and schedule to the Project baseline, etc.

3.3 Other Services

3.3.1 On-the-job Training

The Transaction Advisor shall ensure that there is an effective transfer of knowledge and skills to the Public Entity and its stakeholders. Such transfer may include the secondment of representatives of the Public Entity (or Namibian Consultant or other party affiliated to the Otjiwarongo Municipality) to the TA during the period of the assignment, to obtain on-the-job training.

The intention of the on-the-job training is for the trainee(s) to shadow a member of the TA's team, such that the TA can coach and mentor the trainee(s) and assign suitable tasks to the trainee(s) corresponding with their qualification, experience and skills. The aim is to provide the trainee(s) with as much experience as the workload and specific situation allows.

The on-the-job training will be for three (3) Otjiwarongo Municipality employees for all transaction stages, which training will include but not limited to techniques, skills, processes, communication, lessons learnt etc. As part of the Services the Consultant must provide a **Training Plan**.

4. TEAM COMPOSITION, QUALIFICATIONS & REQUIREMENTS FOR THE KEY EXPERTS

The TA will propose a core team of key experts, who possess the requisite qualifications and professional experience for the assignment, and who will be responsible for the delivery of the Services. The exact structure and composition of the Transaction Advisor's team must be in line and optimised for the proposed methodology and must be submitted by the TA with its proposal. The core team will be supported with a home office team of experts.

The skills, qualifications and professional experience of these experts will be evaluated as part of the bidding process for this assignment and their CVs and Statements of Exclusivity and Availability must, therefore, be included in the Proposal.

The TA will be comprised of a team managed by a single Lead Advisor/Team Leader. The team will have the skills and experience required to undertake the scope of the Services as outlined in the Scope of Services. The Lead Advisor will be responsible for the Consultancy contract; coordinating and managing the Consultancy team to deliver the Service requirements. The Contract will be time based, cost reimbursable Contract.

4.1 General Requirements for Consultant

The Consultant is required to have been involved in similar projects (as described in these terms of reference) in the capacity of a Transaction Advisor for the successful execution of services in the last ten (10) years for the following:

- a) At least one (1) reference for Waste Water Treatment **and** Power Generation project

Advantageous experience for the Consultancy Services will include a Transaction Advisor who has assisted governments to develop an Independent Power Producer (IPP) project through the phases of the public-private partnership (PPP) project cycle, covering financial, technical and legal advisory aspects, including government backed guarantees. In addition to this, the Transaction Advisor should display experience of the development of Waste Water Treatment Plants of which exhibit low Operating Costs (OPEX) over its duration of operation due to the care taken in systems optimization and the incorporation of sustainable use of available resources.

4.2 General Requirements for Team Members

The following general requirements are applicable to all the team members of the Transaction Advisor:

- a) All team members must be fluent in English (Spoken, Written, and Read) and must be fully computer literate in terms of the Microsoft Office Suite. If in doubt, the Otjiwarongo Municipality reserves the right to instruct any team member(s) to pass an International English Language Test and may reject a specific team member is found not to be proficient in English language (IELTS band 7.5) for this assignment;

- b) The nationality of all team members is unrestricted. However, the TA is encouraged to make use of qualified Namibian professionals. The Consultant will with the assistance of the Public Entity where applicable be responsible for arranging Namibian work permits (if required) for all non-Namibians working on the Scope of Services;
- c) The TA will submit the CVs including the proof of qualifications and previous experience of all team members;
- d) The Otjiwarongo Municipality reserves the right to reject any proposed team member who is deemed not to have sufficient qualifications and/or experience as detailed in this Terms of Reference;
- e) In the event that the TA wishes to replace an approved team member, the Consultant will obtain the Public Entity's consent to the replacement and provide a reasonable explanation for such replacement. The Transaction Advisor will not charge the municipality any remuneration or disbursements for time spent by the new personnel in familiarising them with the assignment and bring themselves up to the same level of understanding in terms of the project as the individual that was replaced. The Consultant is responsible to ensure continuity in the execution of this assignment; and
- f) For specific specialised areas, the Consultant may be required to obtain the services of specialists on the relevant field as per the Scope of Services to ensure the successful implementation of the project.

Table 1 Key Personnel

Position	Educational and Professional Qualifications	Experience Requirement
Team Leader	-Post Graduate Degree in Business Administration,	-At least 15 years' post graduate experience

	<p>Economics, Science, Engineering or related field</p> <p>-Certification in Project Management</p> <p>-Certified PPP Expert</p>	<p>-Experience with Project Managing Infrastructure projects in Namibia</p> <p>- At least ten (10) years of demonstrated experience in providing Transaction advisory services/development of large infrastructure projects including ex-tensive experience in project structuring; risk analysis, allocation and management; project agreements.</p> <p>- Involvement in PPP transactions shall be an added advantage.</p> <p>- Participation in similar role in at least two (2) multilateral funded projects in the last 5 years.</p>
PPP Expert	<p>-Post Graduate Degree in Management/Economics or equivalent Post-Graduate Degree</p>	<p>-At least 10 years of professional experience</p> <p>-Experience with the Public Procurement Act No.15 of 2015 and its associated Guidelines and Regulations</p> <p>-He/She should have advised for transaction advisory/bid advisory services for at least five (5) projects, including at least two (2) in the water and sanitation sector.</p>

		- Must have involvement in at least three (3) PPP transactions
Project Finance Specialist	-Post Graduate Degree in Accounting - Chartered Accountant or Equivalent Post Graduate Degree	- At least seven (7) years of demonstrated experience in financial modelling/structuring of infrastructure projects, value for money analysis, project costing and revenue forecasting, development of financing plans, insurance and guarantee products. - Involvement in PPP transactions shall be an added advantage.
International Legal Expert	-B. Juris LLB Degree	- At least ten (10) years of demonstrated experience in the following: - Drafting commercial agreements involving infrastructure development and/or refurbishment; - Procurement and managing bidding processes; - Policy and institutional assessment; and in supporting resolution of legal matters throughout the private party procurement process; and -Successful preparation of documents for projects with

		<p>Concession Agreements executed.</p> <p>- Involvement in PPP transactions shall be an added advantage.</p>
Local Legal Expert	<p>-B. Juris LLB Degree</p> <p>-Registration with the Law Society of Namibia</p> <p>-Have right of appearance in High and Supreme Court</p>	<p>-Minimum of eight (8) years demonstrated experience in drafting contractual agreements and other related documents/agreements and supporting resolution of legal matters throughout the private party procurement process.</p>
Solid Waste Expert	<p>Ph.D. in Chemical Engineering and post graduate qualifications in related fields (Natural Resources and Environment)</p>	<p>-At least 15 years of professional experience</p> <p>-Have at least successfully led and supervised three (3) capital projects from concept design, basic design, front-end engineering, and design, engineering, procurement, and construction, up to commissioning and start-up.</p> <p>-Must have specific experience with renewable resources like municipal solid waste (MSW) and non-recyclable waste plastics.</p>
Civil Engineer	<p>-Post Graduate Degree in Civil Engineering</p>	<p>-At least 15 years of professional experience</p>

	-Must be fully registered by a recognised professional body	-Must have specific experience in the design, construction supervision and commissioning of sewerage networks and waste water treatment plants
Electrical Engineer	MSc in Electrical Engineering or other related courses.	<ul style="list-style-type: none"> – At least 6 years' post-graduation experience. – four (4) years' Specific experience in similar assignment. – Participation in similar role in at least one multi-lateral funded projects in the last 6 years including African Development Bank.
Senior Land Surveyor	Masters of Science Degree in Land Survey.	<ul style="list-style-type: none"> – At least 8 years' post-graduation experience. – Five (5) years cognate experience in land surveying and Mapping in Namibia. – Must be a qualified (licenced) Land Surveyor. Should also have a professional certification.
Soil Studies specialist	BSc in environmental chemistry, soil science or other related courses	<ul style="list-style-type: none"> – At least 5 years' post-graduation experience. – Three (3) years' Specific

		<p>experience in similar assignment.</p> <p>–Participation in similar role in at least one multi-lateral funded projects in the last 5 years including the African Development Bank.</p>
GIS Specialist	BSc. GIS/Remote Sensing or other related courses	<p>– At least 8 years' post-graduation experience.</p> <p>– Six (6) years' Specific experience in similar assignment.</p> <p>– Participation in similar role in at least two multi-lateral funded projects in the last 6 years including World bank.</p> <p>– Evidence of familiarity with GIS, Arc Info, AutoCAD and other Geo Spatial Design Software</p>
Environmental/Social, Health and Safety Specialist	BSc in Environmental Engineering Certified EHS Expert	<p>– At least 10 years' post-graduation experience.</p> <p>– Five (5) years' Specific experience in similar assignment.</p> <p>–Participation in similar role in at least one multi-lateral funded projects in the last 5 years including the African Development Bank.</p>

		- Specific experience with E&S impact assessment is required, including practical knowledge of the Country environmental regulation.
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5. ESTIMATED DURATION AND OVERALL PROJECT SCHEDULE

5.1 Contract Duration

The duration of the Contract for the entire scope of Services is expected to last for (a maximum of) thirty (30) months and is expected to commence from the first quarter of 2023. The anticipated duration and timing of the Consultancy Services are as follows (please note that these timelines are only estimated and are subject to change without formal notice):

Stage 1: Feasibility Assessment - 18 months, start date expected Feb 2023;

Stage 2A: Request for Qualification - 12 weeks, start date expected Jan 2022;

Stage 2B: Request for Proposal - 12 weeks, start date expected Mar 2022;

Stage 3: Selection of Preferred Bidder - 8 weeks, start date expected Nov 2022;

Stage 4: PPP Agreement. - 4 weeks, start date expected May 2023.

On the sole discretion of the municipality and with no further liability to the municipality the Scope of Services may be terminated at the end of any of the aforementioned Stages or at any point within these Stages, in line with the provisions of the Standard Form of Contract (Clause 2.9.1).

Furthermore, the unused hours, funds or flights allocated for a specific Stage, may at the sole discretion of the Public Entity be carried over to the following Stage of the project. Similarly, the unused hours allocated for a specific team member may be reassigned if required.

5.2 Schedule

Based on the Scope of Services outlined within this Terms of Reference and the Consultant's experience, the Consultant must develop its own draft proposed schedule in MS Excel or MS Project format to a schedule level three (3) detail to clearly distinguish between expected tasks and activities and this schedule must be submitted as part of its proposal. In Table 1 overleaf, please find the number of estimated Professional Staff-months corresponding to the estimated Schedule.

Professional Staff-months will be divided into Field and Home Office. The time spend in the Field is defined as Professional Staff-months incurred abroad from the Consultants country of origin i.e. in Namibia. Home Office hours are defined as Professional Staff-months incurred at the Consultant's offices. The anticipated total project duration is estimated to be 30 months. It is anticipated that the project preparation consultancy services for the Feasibility Studies and detailed designs will last 18 months.

On the following page, Table 2 provides a level two (2) tier schedule of the transaction stages. The schedule provides an indicative timeline only. The Consultant is required to provide a level three (3) tier schedule as part of the Bid submission. After Table 2, Table 3 provides indicative Professional Staff-months for the consulting services. The services are categorized by member designation with the Technical Experts category including Environmental & Social Experts. The Consultant has the freedom to amend as deemed necessary

Table 2 Level two (2) tier estimated Schedule for PPP Transaction Stages

[illegible]

Table 3 Proposed Professional Staff months for Home Office and Field for duration of assignment

Team Members	Proposed Professional Staff months		Proposed No of Travels
	Field	Home Office	
Stage 1: Feasibility Assessment			
Project Manager/Team Leader/Transaction Advisor	0.5	1	2
Technical Experts	2	12	4
Financial Expert	1	2.5	2
Legal Expert	0.5	0.5	2
STAGE 1 SUB-TOTAL	4	16	10
Stage 2A: Request for Qualification			
Project Manager/Team Leader/Transaction Advisor	0.5	1	1
Technical Experts	1	3	1
Financial Expert	0.5	1	1
Legal Expert	0.5	0.5	1
STAGE 2A SUB-TOTAL	2.5	5.5	4
Stage 2B: Request for Proposal			
Project Manager/Team Leader/Transaction Advisor	0.5	2	1
Technical Experts	0.5	3.5	1
Financial Expert	0.2	1	1
Legal Expert	0.2	1	1
STAGE 2B SUB-TOTAL	1.4	7.5	4
Stage 3: Selection of Preferred Bidder			
Project Manager/Team Leader/Transaction Advisor	0.5	1	1
Technical Experts	1	1	4
Financial Expert	0.5	0.5	1
Legal Expert	0.5	0.5	1
STAGE 3 SUB-TOTAL	2.5	3	7
Stage 4: PPP Agreement			
Project Manager/Team Leader/Transaction Advisor	0.25	0.25	3
Technical Experts	0.25	0.25	1
Financial Expert	0.25	0.25	1
Legal Expert	0.25	0.25	3
STAGE 4 SUB-TOTAL	1	1	8
TOTAL	11.4	33	33
Formal Training (Knowledge Transfer) Sesseions: Stage 1 (8 Hour Sessions)			
Formal Training (On-the-job) for 2 individuals: All Stages (techniques, processes, communication, lessons learnt) provide training plan.			

6. REMUNERATION AND PAYMENT

The remuneration of the Transaction Advisor will be payable in Namibian Dollars (if a local firm(s)), United States Dollar, Euro or other international currency (if an international firm) on a fixed lump sum basis (i.e. the total cost of the assignment including fees and reimbursable expenses shall be fixed) payable on completion and approval of specific deliverables by the Client. Reimbursable expenses will be payable within agreed ceiling. Claims for travel and other legitimate reimbursable expenditure must be pre-approved by the Client. Financial proposals submitted in currencies other than Namibian Dollars shall be converted to Namibian Dollars, for purposes of evaluation and determining the contract sum, at Bank of Namibia exchange rates as at the date of opening of the bids.

The remuneration shall be payable according to the following schedule(s) in Table 2 and 3 below, which includes each deliverable and applicable percentage payable. Please take note that the **Feasibility Study** shall constitute **40%** of the **total consultancy fee cost**.

Feasibility Study Fee Breakdown

Deliverable – Submission and Approval of:	% Payable
Inception Report	10%
Draft updated feasibility study report	40%
Final updated Feasibility Study Report	50%
Total	100%

PPP Procurement Fee Breakdown

Deliverable – Submission and Approval of:	% Payable
Expression of Interest Documentation	10%
Short-list of pre-qualified Bidders	20%

Preferred Bidder selected	20%
Commercial Close	25%
Financial Close and Close-out Report	25%
Total	100%

Deliverables completed per the remuneration schedule will be approved by the Client, and the Bank after which invoices may be submitted for payment as per the remuneration schedule for data, Local Services, Personnel, and Facilities.

The municipality will provide relevant information available on the Project and have set up a Project Team to manage and supervise the assignment. The Transaction Advisor will make own arrangements for administration and other support services. The Public Entity will provide introductory letters to relevant government departments to facilitate interaction of the Transaction Advisor with the key stakeholders.

7. REPORTING AND COMMUNICATION REQUIREMENTS

7.1 Communication Management

This section forms the basis of the communication strategy during the execution of the Services. The TA will communicate to the Otjiwarongo Municipality through a one-to-one communication channel. If the Transaction Advisor requires otherwise, then this will be subject to approval by the Otjiwarongo Municipality.

The communication method or technology used to carry out the Services shall be through electronic mail (email), face to face meetings, letters, phone conversations and teleconferencing. Alternative methods must be approved by the Public Entity before submission of deliverables and engagement by the

TA. They will be required to provide a communication strategy for approval by the Otjiwarongo Municipality.

7.2 Reporting

The TA shall provide a suitable, internet-based, Documentation Management System (DMS), as well as the required personnel, to ensure expedient and efficient management and archiving of the project documentation. The TA will ensure that a complete and up-to-date record of correspondence relating to the Scope of Services is managed at all times. The proposed DMS will be subject to the approval of the Otjiwarongo Municipality. The performance measurement of the Services will be documented against a performance measurement baseline using an earned value management system which will be subject to the Public Entity's approval.

All documentation will be written in English in a concise and clear manner. All documentation will be formatted as A4, while spreadsheets and schedules will be formatted to a maximum of A3 size. File names and page numbers will be clearly identifiable in a header or footer. A list of essential contact persons is to be included in each document. The documentation will have a title page, which should include the Project name, Project code or reference, report title, date issued, period covered, revision number and the name and address of the TA.

7.3 Submission, Review and Approval of Documentation

All documents will be submitted electronically and in their native format via the Document Management System. Notification of new documents should be issued to the intended recipients.

All reports will be submitted in MS Word format (2010 or more recent), all drawings will be submitted in ".dwg" (2016 or more recent) and ".pdf" format,

all models will be submitted in MS Excel format (2010 or more recent) and all project schedules shall be submitted in MS Project ".mpp".

On receipt of the respective document from the TA, the Otjiwarongo Municipality will review and provide comments within fourteen (14) calendar days. The TA will update the document and submit the amended document **within five (5) calendar days** for final approval. Should a report be rejected, the TA will be required to **re-submit the report within five (5) calendar days**.

7.4 Meetings

The TA will be required to attend and participate in regular meetings with the municipality, the bidders, private partner, and members of government, consultants, and other members/stakeholders of the project. The Transaction Advisor will be responsible to assist in meeting the needs, expectations and addressing issues as may be required to ensure active stakeholder's involvement. Additional meetings may be held if called by either party to discuss any particular matter, which requires a special meeting.

The TA will be responsible to compile and submit all minutes of meetings to the Otjiwarongo Municipality for review and signature. All minutes of meetings should be distributed within forty-eight (48) hours and finalised within seven (7) to ten (10) days from the initial meeting (depending on the meeting format) to be ratified prior to, or at the next meeting. The TA will be responsible to keep records on the DMS of all meetings, including but not limited to, agenda, minutes of meetings, signed and agreed minutes of meetings, attendance registers and relevant supporting information.

The Public Entity may consider that some of these meetings are convened as conference call meetings; however, all critical meetings including deliverable review meetings will be held in person, at a suitable venue agreed between the parties.

7.5 Deliverables

The Transaction Advisor will provide its deliverables and reports in accordance with this Terms of Reference and in line with the Scope of Services described for each Stage. Special attention must be given to allocating sufficient time, budget and resources to meet the requirements and deliverables in a timeously and professional manner.