## **Practcal_Action_Logo_RGB_400px**Terms of Reference

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| 1. **Assignment title:** | Appointment of individual consultant (Legal Advisor) for Practical Action in Bangladesh to review of three agreements among Practical Action Bangladesh Country Office and its National and International partners and other suppliers. |
| 1. **Description:** | Practical Action Bangladesh country office with support from Danida Market Development Partnership (DMDP) have been implementing five years long development project to generate decent job and employment from the promotion of thin plastic/polythene waste value chain. The project will promote pyrolysis technology for conversion of thin/low graded polythene to pyrolysis oil and black carbon. River Recycle based in Finland and Lamor Corporation are commercial partners of this project. First two years of the project are considered as development phase and targeted to install and pilot run of pyrolysis plant (at 1 ton/day capacity) in Faridpur municipality. Donor DMDP have restriction to utilise their fund for buying any equipment for long term commercial purposes. But they have scope to support for leasing for certain period.  In this backdrop, Practical Action and River Recycle jointly selected ScarabTech based in South Africa to take lease for a 1 ton/day capacity pyrolysis plant from South Africa. The pilot plant needs to bring in Faridpur via Chittagong port from South Africa.   1. **Leasing Agreement**   A Leasing agreement will be developed and signed between ScarabTech and Practical Action. There will be as number of binding clauses from both parties since this a high value lease contract for one year. This contract will also be required to clear the equipment from Chittagong port and transport to Faridpur.   1. **Sub-Award Agreement**   Practical Action will also sign an agreement with Social Development Committee (SDC), a local NGO based in Faridpur for pilot operation of the plant for 1 year as well as manage the business of pyrolysis products (pyrolysis oil and black carbon).   1. **Multi-party Teaming Agreement**   In addition of these two agreements, Practical Action also need to sign a multi-party teaming agreement among River Recycle, Lamor Corporation, SDC NGO and Faridpur Municipality.  Practical Action wants to engage an Individual consultant (Legal Advisor) to review all these 3 agreements and provide technical support and facilitate Practical Action with the legal perspectives and implications which would satisfy the national compliances standards to minimise the risk and liabilities to Practical Action. The Consultant (Legal Advisor) will be engaged with all three organizations (Municipality, River Recycle, Lamor Corporation and SDC local NGO). The Consultant (Legal Advisor) will review all project documents and talk with donor and PA project staffs. In consultation with the responsible person e.g., the project manager, the consultant (legal advisor) will provide the necessary required supports from legal perspective. |
| 1. **Location:** | Dhaka |
| 1. **Duration and timing:** | 21th August to 5th September 2022 for expert review of 3 agreements and advise for minimum risk and liabilities to Practical Action. |
| 1. **Number of working days:** | 15 calendar days |

1. **Background and purpose of the assignment:**
   1. **Background**

Practical Action is an innovative international development organization that puts ingenious ideas to work to change the lives of people living in poverty. We help people find solutions to some of the world's toughest problems, namely catastrophic climate change, and persistent gender inequality. Our modality is that to start small can grow big and bring people together in bold collaborations, combining knowledge with innovation to change the systems that keep people poor and vulnerable. We partner with communities to develop ingenious solutions for water and waste management, agriculture, climate resilience, and access to clean energy. We then share what has been proven to work with others so that many more people can change their world and we also believe in the power of small to change the big picture.

Proper management of waste and sludge is a critical problem worldwide today, especially in cities. City dwellers, mainly in low-income communities, typically discharge untreated waste and sludge into sewers and water bodies, emitting greenhouse gas about 2.19 million tons of CO2/year. The total amount of waste generated worldwide is expected to be double from nearly 2 billion tons in 2016 to about 4 billion tons by 2050[[1]](#footnote-1). Access to safe disposal of faecal sludge (FS) and solid waste (SW) is very limited and almost non-existent for low-income communities. National water policy identified untreated indiscriminate disposal of waste and sludge as one of the leading causes of water pollution and water quality degradation. The Bangladesh Government's (GoB) Seventh Five Year Plan also identified unsafe waste disposal as one of the main reasons for clogged sewers and flooding, which disproportionately affect the health and economic well-being of the community.

Practical Action is implementing two waste management projects in Faridpur. One of the projects is funded by Danida Market Development Partnerships (DMDP) – Danish Foreign Ministry of Foreign Affairs (DMFA)–, entitled "Increasing employment by creating value from plastic waste in Bangladesh". The project aims to transform the lives of informal waste workers by creating a new market for a stream of plastic that currently has no commercial value. The project will support waste workers to collect single-use plastics and process it through pyrolysis into saleable light synthetic fuel oil and black carbon. The collection of plastic will generate work/jobs and income for the waste workers and its processing will generate income for the enterprises running the pyrolysis plant through the sale of the oil. The aims to create and improve waste works jobs, increase respect of them, reducing plastic pollution in environment and develop a public-private partnership (PPP) business model.

The project includes different approaches to achieve the objectives. For example, design and construction of physical infrastructures for a pyrolysis plant to recycle single-use plastics from various sources (rivers, households, roadside, markets, etc) through pyrolysis into light synthetic and saleable fuel oil. Besides, to raise awareness in communities to participate in doorstep waste and sludge collection services, Practical Action is moving forward with integrated planning, multi-stakeholder PPP-led inclusive development of green business models, and comprehensive social mobilization. Local capacity for sustainable operation and maintenance of plants, women's economic empowerment through value chain development, and market promotion of recycled products will be enhanced through the interventions of the project. Also in these areas, Practical Action is working to create a decent working environment and social inclusion of waste and sanitation workers and the capacity of municipalities through ICT-based monitoring to track consumer satisfaction. We involved multiple key stakeholders including municipality, private sector, and both commercial and institutional consumer communities who participated in improved services. In this situation, Practical Action is planning to construct a demonstrable recycling plant to recycle single use thin plastic waste through pyrolysis process aim to produce saleable pyrolysis oil and black carbon. Hence, we are inviting a qualified law firm/ individual consultant or group of individuals for expert review of 3 agreements among Practical Action Bangladesh country office, its vendor and partners; and advise for minimum risk and liabilities to Practical Action.

* 1. **Objectives**

The purpose of this contract, is to provide technical support and facilitate Practical Action with the legal perspectives and implications which would satisfy the national compliances standard associated with the following agreements to minimise the risk and liabilities to Practical Action -

1. Lease agreement between ScarabTech and Practical Action for leasing of Pyrolysis equipment
2. Agreement/ sub-awarde agreement between Practical Action and Society Development Committee (SDC) Faridpur for pilot operation of the pyrolysis plant for 1 year as well as manage the business of pyrolysis products (pyrolysis oil and black carbon).
3. Multiparty Teaming Agreement among Practical Action, RiverRecycle, Lamor Corporation, SDC and Faridpur Municipality.
   1. **Methods of design**

The consultant will prepare the detail review and advice/suggestion on these three agreements by examining three agreements, reviewing all project documents and interview/discussion with donor representatives, Practical Action project staffs and key personnel of RiverRecycle, Lamor Corporation, SDC and Faridpur Municipality.

1. **Scope of services**

The scope of the consultancy services are as follows but not limited to the following points of this section because there are a number of binding clauses among the parties.

1. **Lease agreement between ScarabTech and Practical Action for leasing of Pyrolysis equipment**

* The Consultant (Legal Advisor) will review the project documents, prepared lease document (by Practical Action) and provide technical support and advise to the Project Manager to update the lease agreement based on legal procedures and practices (e.g., existing laws, policies, rules, regulations, arbitration etc.)
* The Consultant (Legal Advisor) will make a careful and critical examination of sections for our partner involvement and their role in lease tenure.
* The Consultant (Legal Advisor) will vet the lease agreement between ScarabTech and Practical Action for leasing of Pyrolysis equipment
* The Consultant (Legal Advisor) will vet the compensation/ reparations / payment of damages policies
* The Consultant (Legal Advisor) will vet copy right/ NDA policies for technologies and data secrecy
* The Consultant (Legal Advisor) will vet the responsibilities and liabilities among the parties
* The Consultant (Legal Advisor) will review and check the required documents for shipment/ transportation, insurance coverage, inspection, clearing and forwarding process, etc.
* The Consultant (Legal Advisor) will suggest on unseen/ unknown issues regarding leasing and shipping from abroad.

1. **Agreement/ sub-awardee agreement between Practical Action and Society Development Committee (SDC)**

* The Consultant (Legal Advisor) will review the project documents, prepared Sub-Award Agreement (by Practical Action) and provide technical support and advise to the Project Manager to update the agreement based on legal procedures and practices (e.g., existing laws, policies, rules, regulations, arbitration etc.)
* The Consultant (Legal Advisor) will vet the agreement/ sub-awardee agreement between Practical Action and Society Development Committee (SDC)
* The Consultant (Legal Advisor) will vet the responsibilities and liabilities of partners

1. **Multiparty Teaming Agreement**

* The Consultant (Legal Advisor) will review the project documents, prepared Multi-party Agreement (by Practical Action) and provide technical support and advise to the Project Manager to update the agreement based on legal procedures and practices (e.g., existing laws, policies, rules, regulations, arbitration etc.)
* The Consultant (Legal Advisor) will vet the multiparty teaming agreement among Practical Action, Faridpur Municipality, Society Development Committee (SDC), RiverRecycle and Lamor corporation.
* The Consultant (Legal Advisor) will vet responsibilities and liabilities among the parties

1. **Deliverables**

The consultant will submit all necessary expert opinion and suggestion in details on these three agreements.

The final deliverables will be the final draft of the below mentioned agreements ready to sign off:

* Lease agreement between ScrabTech and Practical Action for leasing of pyrolysis equipment
* the sub-awardee agreement between Practical Action and Society Development Committee (SDC)
* the multiparty teaming agreement among Practical Action, Faridpur Municipality, Society Development Committee (SDC), RiverRecycle and Lamor Corporation.

1. **Supporting documents**

Practical Action will support the consultant by providing following documents after awarding the contract.

1. Practical Action will provide the draft texts on these three agreements.
2. Practical Action will provide the technology description, list of equipment’s, dimension of equipment’s, project proposal, annual reports to donor, communication with donor, communication with partners etc. which are necessary for the services.
3. Any other relevant documents available with the Practical Action that deemed necessary for carrying out the services by the consultant.
4. **Qualification of the consultant/Firm:**

* The consultant must has at least graduated in law, LLB, barrister in law or similar academic qualification from reputed university with proven track record of at least 5 years’ experience in the in law firms, legal advisor, company lawyer or similar law practising experience, in the delivery of legal service in the corporate sector.
* Membership of Bar council will be preferred
* Good understanding of international business process.
* The consultant has the ability to interview and conduct discussion with multi party’s employees.
* Excellent skill in English both written and spoken.

1. **Application and submission procedure:**

Interested party(ies) (consultants/firm), individuals, or group of individuals are requested to submit their technical and financial proposals separately with the details organisational/individuals profiles including reference of relevant work experience (applicable for consulting firm), relevant experience including activities and milestones, budget details, time frame and CVs of experts and contact details.

The proposal from individuals/firms shall contain the following sections:

* Understanding of the assignment
* Methodology
* Work plan and schedule
* Team composition
* Detailed Budget

The consultants/firm must submit the following documents along with Technical & Financial Proposal (including VAT and TAX) separately, as appropriate:

*For Consultancy Firm:*

* Maximum 3-pages Firm profile highlighting related assignment completed with client name, contract person and contact number
* Lead Consultant’s (who will lead the assignment) CV with maximum 3-pages highlighting related assignment completed, role in the completed assignment
* List of key team members (who will be involved in the assignment) along with their short CV (maximum 3 pages for each member) highlighting related assignment completed and role
* Firm’s Certificate, TIN and VAT registration

*For Individual Consultant:*

* Maximum 3-page profile highlighting related assignment completed with client name, contract person and contact number along with detailed CV
* TIN certificate and any other relevant document (if necessary)
* Team composition and list of key team members (who will be involved in the assignment) along with their short CV (maximum 3 pages for each member) highlighting related assignment completed and role
* TIN certificate and any other relevant document of each member (if necessary)

Electronic copy of the proposal duly signed should be submitted to: procurement.bd@practicalaction.org.bdwith the subject line: “Appointment of individual consultant (Legal Advisor) for Practical Action in Bangladesh” by no later than **14th August 2022.**

1. **Terms of Payment for the consultant/firm:**

The payment will be made upon satisfactory completion of services. The release of funds will be made in three instalments:

* 25% upon signing the contract and completing the work plan;
* 45% upon submission and acceptance of draft agreements by Practical Action
* 30% after submission and acceptance of a complete set of deliverables.

***Note:*** *Tax and VAT will be deducted at source from the bills payable to the selected consultants/firm.*

1. **Resignation and cancellation/termination of contract:**

Penalty Clause – in case of unauthorised delays in the submission of the document, a 2% penalty will be deducted from the total payment for each day delayed. The selected firm/team must pay back the total amount of the advance money if it fails to submit agreed deliverables and/or withdraws from the contract. The selected firm/team must notice Practical Action, in writing, if it needs to extend the submission date.

Practical Action in Bangladesh reserves the right to cancel, amend, and defer the contract agreement.

1. **Duration of the assignment**

The assignment must be completed within 15 calendar days.

1. <https://unstats.un.org/sdgs/report/2019/goal-11/> [↑](#footnote-ref-1)