TERMS OF REFERENCE

Procurement of the services of an experienced Transaction Advisor (Firm / individual) to assist DFCD team of WWF-Pakistan to review the Business feasibility studies of bankable projects under the Indus Delta Ecoregion landscape Initiative by Dutch Fund for Climate Change and Development.

1. INTRODUCTION

Contract type: Consultancy Services
Duration of assignment: January 2022- March 2022

Established in 1970, World Wide Fund for Nature-Pakistan (WWF-Pakistan) is the largest conservation non-governmental organization in Pakistan. WWF-Pakistan works inter alia with local and indigenous communities, national and provincial governments, civil society, international organizations, industries, and corporate entities, and is committed to the conservation of the country’s rich biodiversity, sustainable use of natural resources, and climate change mitigation. WWF-Pakistan further focuses its efforts in seven (7) different practice areas, which includes wildlife, freshwater, oceans, climate change & energy, forests, and food & markets.

2. BACKGROUND

Launched in December, 2019, the Dutch Fund for Climate and Development (DFCD) is managed by a pioneering consortium of Climate Fund Managers (CFM), World Wide Fund for Nature Netherlands (WWF-NL) and SNV Netherlands Development Organization, led by the Dutch Entrepreneurial Development Bank (FMO) and supported by the Ministry of Foreign Affairs of the Netherlands.

The idea behind investment-based conservation is to move away from the grants-based model to a type of self-sustaining, for-profit model for conservation projects. Moreover, it is to establish and forge partnerships with the private sector who would be willing to invest and pilot in such conservation projects. This type of approach looks at conservation at the landscape level. Despite numerous studies having been conducted in various landscapes to identify and assess environmental pressures, vulnerabilities, poverty-environment linkages, and natural capital, most of these have been limited in scale and scope to a few sites and do not look at the landscape as a whole. Therefore, the Landscape Approach provides a platform to integrate conservation, sustainable use and where necessary restoration across a whole landscape mosaic to sustain biodiversity and ecosystem services, whilst ensuring room for subsistence and commercial activities.

2. PURPOSE AND OBJECTIVE OF CONSULTANCY

The principal purpose of the Consultancy is to assist the team WWF Pakistan in reviewing feasibilities and studies (marketing, operations, legal, finance) mentioned underneath. The DFCD project intends to procure the services of an experienced Transaction Advisor (Firm / individual) to assist it through the phases of the project review. Broadly, the Transaction Advisor will be required to (i) conduct essential due diligence of the proposed project; (ii) assess the feasibility of the project; (iii) review the bankable (financial) and legal structures with equitable allocation of risk and will give feedback to the origination facility (WWF Pakistan), who will be responsible to share feedback/ comments with these enterprises and businesses funded for bankable projects for further action, edits and expansion on the missed areas. This will enable WWF-Pakistan to ensure the quality of the work produced by various consultants hired by businesses to execute the required studies (see details below).

The specific TORs expected of the hired firm in reviewing and evaluating the required feasibilities, studies and frameworks are:
3. DELIVERABLES

1. The shortlisted individual/firm is required to review and give inputs/ or assess the quality of the market assessment study produced and submitted by the funded business (bankable projects) to the WWF Pakistan;

2. Identification and documentation of all potential clients, revenue channels, due diligence for preferred/ priority/ targeted clients with promising offtake agreements of the products pipeline, local and international market size, pricing plan, logistics, the proposed market engagement strategy etc.;

3. The shortlisted individual/firm is required to review and give inputs/ or assess the quality of the financial structure and planning documents against the ToRs and submitted by the funded business (bankable projects) to WWF Pakistan;

4. Review and give inputs into the legal and regulatory/tax advisory structure and plan of the proposed business. This plan will include the legal and tax compliance procedures which could serve as a guideline and fulfil requirements for the deal structuring and documentation on the legal requirements for company setup/registration, compliance related to procurement, operations/manufacturing, distribution, marketing etc.;

5. Review and give inputs into the stakeholder identification and engagement plan of the proposed business. This plan entails the stakeholder’s identification analysis and stakeholder engagement strategy with grievances redressal mechanism across all the key elements in the supply chain of the business;

6. Review and give inputs into the institutional capacity assessment, building and business operational documents (plans and policies) of the proposed business by assessing the institutional capacity, identification/scoping, hiring and training plan of key technical and non-technical personnel;

7. The shortlisted firm/ consultant is required to assess/review the studies not just against the original TORs assigned to the consultants engaged by the funded businesses, but will also assess the proponent’s work for originality, plagiarism check and its relevancy to Pakistani context in terms of business operations, design, procurement/sourcing requirements and compliances.

4. GENERAL CONDITIONS

- All tasks under the contract shall be carried out as required by and to the satisfaction of DFCD’s Project Management Team;

- The contract may be terminated by Project Management Team through written notice in the event of breach of any condition of the ToRs;

- All reports, reference material data, collected under this assignment and papers written including field samples and photographs prepared under the contract shall be the property of the Project and shall not be used, published or distributed by the Consultant without the prior written permission of the Project Management Team;

- The field expenses including boarding, lodging, traveling, porter service and photocopying of the reference literature cited for the project office record as desired etc. will be borne by the consultants.

5. REQUIREMENT FOR EXPERIENCE AND QUALIFICATION

a) Minimum Requirement:
The Consultant/ firm should have a 7-10 years of work experience, including:
• Evaluating demand for business development services of small and medium enterprises and industries in key sectors especially agriculture, agroforestry, water and sanitation, renewable energy etc.;
• Developing strategies for organizations (i.e., turn-around strategies and the supporting organizational frameworks) and;
• Creating and executing performance management programs. The consultant should have experience working with businesses in Pakistan. The experience in green business/enterprises development support is a plus! Incubators and accelerators in Pakistan and academia in business management are encouraged to apply.

b) Competencies:
• Demonstrates openness to change and ability to manage complexities;
• Demonstrates ability of analytical work and excellent report writing;
• Proactive and able to work with minimal supervision and high degree of initiative, reliability, flexibility, motivation, and resourcefulness;
• Professionalism: flexibility to make ad-hoc changes as and when the need arises; ability to perform under stress; willingness to keep flexible working hours.

c) The Transaction Advisor (Firm / individual) profile should include but not limited to:
• Team Leader having Master’s degree in Project Management/Business Administration/Applied Economics/ with ten (10) years’ experience in Project Management, Public Private Partnership projects and able to manage cross-sectoral team;
• Financial Expert MBA(Finance)/Master Degree in Finance, ACCA, ACMA, CFA with (05) years’ experience of developing projects in PPP mode, due diligence of related financial implications & assurance, financial modelling, financial analysis, project risk profiling, value for money analysis and financial closure;
• Legal Expert LLB with minimum (05) years’ experience of dealing with business/corporate laws, firms and company laws/ordinances, thorough knowledge of contract management, and other domestic and international laws, with expertise in drafting and negotiating concession agreements;
• Technical experts with a minimum (08) years of experience relating to the relevant area, with the qualifications detailed against the shared proposal (forestry, agriculture, water, energy etc.).

Selection will be based on verifiable demonstration of experience and qualifications in similar projects as well as qualification of firm.

6. DOCUMENTS TO BE INCLUDED WHEN SUBMITTING THE PROPOSAL
Interested individual consultant/consultancy firms must submit the following documents/information to demonstrate their eligibility:
• Technical Proposal: (i) Explaining why they are the most suitable for the work; (ii) Provide a brief methodology on how they will approach and conduct the work;
• Detailed work plan;
• Financial proposal (including fee, travel cost (if any), and other relevant expenses);
• Curriculum Vitae.