



REQUEST FOR TENDERS

RFT: WRP-2024-001
File: AP_3/39
Date: 12 November, 2024
To: Interested consultants
From: Ofa Fa'anunu, Manager, Weather Ready Pacific Programme

Subject: Request for tenders (RFT): Consultant – Legal and Financial arrangements for a Pooled Funding Investment Facility for the Weather Ready Pacific Programme, READVERTISEMENT

1. Background

- 1.1. The Secretariat of the Pacific Regional Environment Programme (SPREP) is an intergovernmental organisation charged with promoting cooperation among Pacific islands countries and territories to protect and improve their environment and ensure sustainable development.
- 1.2. SPREP approaches the environmental challenges faced by the Pacific guided by four simple Values. These values guide all aspects of our work:
 - We value the Environment
 - We value our People
 - We value high quality and targeted Service Delivery
 - We value Integrity
- 1.3. For more information, see: www.sprep.org

2. Specifications: statement of requirement

- 2.1. SPREP wishes to call for tenders from qualified and experienced consultants to provide expertise in developing the legal and financial framework necessary for a pooled funding arrangement to be held within SPREP.
- 2.2. The Terms of Reference of the consultancy are set out in Annex A.
- 2.3. The successful consultant must supply the services to the extent applicable, in compliance with SPREP's Values and Code of Conduct: <https://library.sprep.org/sites/default/files/sprep-organisational-values-code-of-conduct.pdf>. Including SPREP's policy on Child Protection, Environmental Social Safeguards, Fraud Prevention & Whistleblower Protection and Gender and Social Inclusion.
- 2.4. SPREP Standard Contract Terms and Conditions are non-negotiable

3. Conditions: information for applicants

- 3.1. To be considered for this tender, interested consultants must meet the following conditions:
 - i. Submit a detailed Curriculum vitae detailing qualification and previous relevant experience for each proposed personnel;
 - ii. Provide three referees relevant to this tender submission, including the most recent work completed;



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- iii. Complete the **tender application form** provided (*Please note you are required to complete in full all areas requested in the Form, particularly the Statements to demonstrate you meet the selection criteria – DO NOT refer us to your CV. Failure to do this will mean your application will **not** be considered*).
Provide examples of past related work outputs
For the Technical and Financial proposals you may attach these separately.
 - iv. Must meet local registration requirements where the consultant is based.
- 3.2 Tenderers must declare any areas that may constitute conflict of interest related to this tender and sign the **conflict of interest form** provided.
- 3.3 **Tenderer is deemed ineligible due to association with exclusion criteria, including** bankruptcy, insolvency or winding up procedures, breach of obligations relating to the payment of taxes or social security contributions, fraudulent or negligent practice, violation of intellectual property rights, under a judgment by the court, grave professional misconduct including misrepresentation, corruption, participation in a criminal organisation, money laundering or terrorist financing, child labour and other trafficking in human beings, deficiency in capability in complying main obligations, creating a shell company, and being a shell company.
- 3.4 Tenderer must sign a declaration of **honour form** together with their application, certifying that they do not fall **into** any of the exclusion situations cited in 3.3 above and where applicable, that they have taken adequate measures to remedy the situation.

4. Submission guidelines

- 4.1. Tender documentation should demonstrate that the interested consultant satisfies the conditions stated above and in the Terms of Reference and is capable of meeting the specifications and timeframes. Documentation must also include supporting examples to address the evaluation criteria.
- 4.2. Tender documentation should be submitted in English and outline the interested consultant's complete proposal:
- a) **SPREP Tender Application form and conflict of interest form.** (*Please note you are required to complete in full all areas requested in the Form, particularly the Statements to demonstrate you meet the selection criteria – DO NOT refer us to your CV. Failure to do this will mean your application will **not** be considered*).
Provide examples of past related work outputs
For the Technical and Financial proposals you may attach these separately.
 - b) **Honour form**
 - c) **Curriculum Vitae** of the proposed personnel to demonstrate that they have the requisite skills and experience to carry out this contract successfully.
 - d) **Technical Proposal** which contains the details to achieve the tasks outlined in the Terms of Reference.
 - e) **Financial Proposal** – provide a detailed outline of the costs involved in successfully delivering this project submitted in United States Dollars (USD) and inclusive of all associated taxes.
 - f) Where relevant provide:
 - i. Business registration/license (For Entities/ Individual consultant's as per relevant national legislations)
 - ii. Tax Identification Number (TIN) Letter (If applicable for Individual consultant's as per relevant national legislations)



- 4.3. Provide three referees relevant to this tender submission, including the most recent work completed.
- 4.4. Tenderers/bidders shall bear all costs associated with preparing and submitting a proposal, including cost relating to contract award; SPREP will, in no case, be responsible or liable for those costs, regardless of the conduct or outcome of the bidding process.
- 4.5. The tenderer/bidder might be requested to provide additional information relating to their submitted proposal, if the Tender Evaluation Committee requests further information for the purposes of tender evaluation. SPREP may shortlist one or more Tenderers and seek further information from them.
- 4.6. The submitted tender proposal must be for the entirety of the Terms of Reference and not divided into portions which a potential tenderer/bidder can provide services for.
- 4.7. The Proposal must remain valid for 90 days from date of submission.
- 4.8. Tenderers must insist on an acknowledgement of receipt of tender.

5. Tender Clarification

- 5.1. a. Any clarification questions from applicants must be submitted by email to procurement@sprep.org before 20 November 2024. A summary of all questions received complete with an associated response posted on the SPREP website www.sprep.org/tender by 22 November 2024.
- b. The only point of contact for all matters relating to the RFT and the RFT process is the SPREP Procurement Officer.
- c. SPREP will determine what, if any, response should be given to a Tenderer question. SPREP will circulate Tenderer questions and SPREP's response to those questions to all other Tenderers using the SPREP Tenders page (<https://www.sprep.org/tenders>) without disclosing the source of the questions or revealing any confidential information of a Tenderer.
- d. Tenderers should identify in their question what, if any, information in the question the Tenderer considers is confidential.
- e. If a Tenderer believes they have found a discrepancy, error, ambiguity, inconsistency or omission in this RFT or any other information given or made available by SPREP, the Tenderer should promptly notify the Procurement Officer setting out the error in sufficient detail so that SPREP may take the corrective action, if any, it considers appropriate.

6. Evaluation criteria

- 6.1. SPREP will select a preferred consultant on the basis of SPREP's evaluation of the extent to which the documentation demonstrates that the tenderer offers the best value for money, and that the tender satisfies the following criteria:
- 6.2. A proposal will be rejected if it fails to achieve 70% or more in the technical criteria and its accompanying financial proposal shall not be evaluated.

I. Technical Score – 80%

Criteria	Detail	Weighting
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Qualifications	a) Advanced degree in Law, Finance, or a related field.	10%
Experience	b) Proven experience in structuring pooled funding arrangements and managing legal and financial documentation. c) Strong knowledge of insurance arrangements for pooled funds. d) Experience in reviewing and integrating with existing organisational processes and policies. e) Demonstrated ability to address flexible funding, due diligence requirements, and administrative efficiency. f) Experience with multi-donor funds and governance arrangements. g) Excellent written and verbal communication skills.	40%
Technical Proposal / Methodology	h) Detailed approach and methodology for how the project is proposed to be delivered (including timeframe and team responsibilities)	30%

II. Financial Score – 20%

The following formula shall be used to calculate the financial score for ONLY the proposals which score 70% or more in the technical criteria:

$$\text{Financial Score} = a \times \frac{b}{c}$$

Where:

a = maximum number of points allocated for the Financial Score

b = Lowest bid amount

c = Total bidding amount of the proposal

7. Variation or Termination of the Request for Tender

- 7.1 a. SPREP may amend, suspend or terminate the RFT process at any time.
- b. In the event that SPREP amends the RFT or the conditions of tender, it will inform potential Tenderers using the SPREP Tenders page (<https://www.sprep.org/tenders>).
- c. Tenderers are responsible to regularly check the SPREP website Tenders page for any updates and downloading the relevant RFT documentation and addendum for the RFT if it is interested in providing a Tender Response.
- d. If SPREP determines that none of the Tenders submitted represents value for money, that it is otherwise in the public interest or SPREP's interest to do so, SPREP may terminate this RFT process at any time. In such cases SPREP will cancel the tender, issue a cancellation notice and inform unsuccessful bidders accordingly.

8. Deadline

- 8.1. **The due date for submission of the tender is: 29 November 2024, midnight (Apia, Samoa local time).**
- 8.2. Late submissions will be returned unopened to the sender.



8.3 Please send all tenders clearly marked 'RFT WRP-2024-001: Consultant on Legal and Financial Arrangements for a Pooled Funding Investment Facility for the Weather Ready Pacific Programme, READVERTISEMENT'

Mail: SPREP
Attention: Procurement Officer
PO Box 240
Apia, SAMOA
Email: tenders@sprep.org (MOST PREFERRED OPTION)
Fax: 685 20231
Person: Submit by hand in the tenders' box at SPREP reception,
Vailima, Samoa.

Note: Submissions made to the incorrect portal will not be considered by SPREP. If SPREP is made aware of the error in submission prior to the deadline, the applicant will be advised to resubmit their application to the correct portal. However, if SPREP is not made aware of the error in submission until after the deadline, then the application is considered late and will be returned unopened to the sender.

SPREP reserves the right to reject any or all tenders and the lowest or any tender will not necessarily be accepted.

SPREP reserves the right to enter into negotiation with respect to one or more proposals prior to the award of a contract, split an award/awards and to consider localised award/awards between any proposers in any combination, as it may deem appropriate without prior written acceptance of the proposers.

A binding contract is in effect, once signed by both SPREP and the successful tenderer. Any contractual discussion/work carried out/goods supplied prior to a contract being signed does not constitute a binding contract.

For any complaints regarding the Secretariat's tenders please refer to the Complaints section on the SPREP website <http://www.sprep.org/accountability/complaints>

Annex A: Terms of Reference

Terms of Reference (ToR) for Consultant on Legal and Financial Arrangements For a Pooled Funding Investment Facility for the Weather Ready Pacific Programme

1) Introduction

In 2021, Pacific Leaders endorsed the Weather Ready Pacific (**WRP**) Decadal Programme of Investment, which seeks to reduce the human and economic costs of severe weather, water and ocean events across Pacific island communities, by strengthening national meteorological and hydrological organisations and their partnerships with national disaster management organisations.

As part of the implementation of the WRP Programme, SPREP seeks to engage a qualified consultant to provide expertise in developing the legal and financial framework necessary for a pooled funding arrangement to be held within SPREP. This pooled fund is an investment facility (**Pooled Funding Investment Facility, PFIF**) intended to support a clearly defined programmatic purpose and results framework through funding/contributions from multiple partners. Funds within the PFIF will contribute to WRP outcomes. The funds will be co-mingled and not earmarked for specific entities or activities.

2) Background

The PFIF will support WRP Decadal Programme as a key regional platform in coordinating efforts across regional and international development agencies operating in the region, especially within the region's meteorology and hydrology agenda. The success of the PFIF depends on the establishment of a robust legal and financial infrastructure to manage contributions from various partners, ensure compliance, and maintain the confidence of all financial stakeholders. SPREP as the managing organisation applies a standard management fee for its operational costs.

3) Objective of the Consultancy

To facilitate the establishment of a PFIF within SPREP, benchmarked to global standards. In particular to:

- Consider existing pooled funding institutional arrangements as models for PFIF.
- Provide technical legal advice on the legal establishment and operation of a pooled investment fund.
- Propose governance arrangements suitable for a multi-donor fund, including the standard management fee structure.
- Ensure that the Investment Facility supports flexible and predictable funding aligned with specific programmatic scope, budget, and deliverables.
- Review and align with existing processes and policies of SPREP.
- Develop and draft the legal documentation necessary for the PFIF.
- Design financial and fiduciary processes to manage pooled funds efficiently and transparently.



- Ensure that reporting and any insurance arrangements are suitable and effective for the PFIF.
- Address due diligence requirements of investors/partners in a pragmatic manner to facilitate access and procurement.
- Provide recommendations to enhance investor confidence and compliance with relevant regulations.
- Recognise and report on bilateral projects linked to the WRP programme.
- Ensure equal treatment of all investors, removing differential treatment.
- Adopt a single legal framework, harmonise systems, and streamline reporting.
- Reduce administrative burdens for all stakeholders.

4) Scope of Work

The consultant will undertake the following tasks:

a) **Review of existing models for the establishment and implementation of pooled investment funds:**

- Examine and consider existing institutional arrangements of pooled funding mechanisms as models for the new framework.
- Mirror successful practices from other pooled funding arrangements to guide the development of the new fund's framework.

b) **Governance Arrangements:**

- Propose governance arrangements suitable for managing a multi-donor fund, including decision-making processes (including for fund distribution), oversight mechanisms, and conflict resolution strategies.
- Ensure that the governance framework supports equal treatment of all donors and provides transparent and effective management of the fund.

c) **Investor Confidence:**

- Develop strategies to ensure that financial partners have confidence in the pooled funding arrangement for the WRP Programme.
- Provide recommendations to enhance transparency, accountability, and effectiveness of the fund, in line with the established practices of SPREP.

d) **Legal Framework:**

- Analyse and develop the legal structure for the PFIF, including governance frameworks, partnership agreements, and compliance with relevant laws and regulations.
- Provide technical legal advice on the legal establishment and operation of a pooled investment fund, including potential trust fund arrangements for the funds where applicable to be held and the longevity of the pooled investment fund.
- Ensure to integrate existing processes and policies of SPREP into PFIF to ensure consistency and alignment.
- Consider ring fencing arrangements within the existing SPREP structures to ensure funds are not comingled.
- Ensure that the PFIF supports flexible and predictable funding that is clearly tied to the programmatic scope, budget, and deliverables.



- Draft and review necessary legal documents, including the Hosting Agreement between SPREP and WRP, Memoranda of Understanding (MoUs), Letters of Agreement, and Terms of Reference (ToRs) for the PFIF.
- e) **Financial Arrangements:**
- Design financial management processes for the PFIF, including accounting practices, reporting requirements, and auditing procedures.
 - Ensure that the PFIF integrates with SPREP existing financial policies and procedures, ensuring consistency with both policies and international best practices for pooled funding.
 - Develop a fiduciary framework to ensure transparent and effective management of the co-mingled funds within the PFIF.
 - Ensure that the financial arrangements are flexible and predictable, supporting the programmatic scope and budget requirements.
 - Address due diligence requirements in a way that minimises obstacles to access and procurement.
 - Ensure equal treatment of all investors, with no differential treatment, and align all investors under the same terms and conditions.
 - Develop provisions for recognising and reporting on bilateral projects linked to the programme, ensuring they are integrated into PFIF's reporting and accountability mechanisms.
 - Design a mechanism for applying the standard management fee in a transparent manner. This should include:
 - ✓ Procedures for calculating and applying the management fee as part of the overall cost of activities funded by the PFIF.
 - ✓ Clear reporting on how the management fee is factored into the cost of activities and its impacts on investments.
 - ✓ Guidelines for how the management fee will be integrated into the cost structure of the activities funded by the PFIF and how it will be reflected in financial reporting for transparency.
- f) **Insurance Arrangements:**
- Evaluate and recommend insurance products and arrangements where applicable to cover risks associated with the PFIF.
 - Draft or review insurance agreements and policies, ensuring they are compatible with existing risk management policies of SPREP.
- g) **Harmonisation and Efficiency:**
- Develop strategies to harmonise legal, financial, and reporting systems to reduce administrative burdens and increase efficiency.
 - Ensure the adoption of a single legal framework and streamlined reporting processes that facilitate easier management and compliance.
- h) **Reporting and Documentation:**
- Prepare detailed reports and documentation throughout the consultancy.



- Provide a final comprehensive report outlining the legal, financial, and insurance arrangements established, and how they align with the existing processes and policies of SPREP.
- Include provisions for recognising and reporting bilateral projects and ensure equal treatment of all investors.

i) Deliverables

The consultant will provide the following deliverables:

Final comprehensive report with all findings, recommendations, and integration with existing processes and policies of SPREP to include:

- Proposed governance arrangements for managing a multi-donor PFIF.
- Recommendations for ensuring flexible and predictable funding, addressing due diligence pragmatically, harmonising systems, reducing administrative burdens, recognising related bilateral projects, and treating all investors equally.
- Draft legal documents and agreements.
- Financial management processes and fiduciary framework documentation.
- Recommendations and documentation for insurance arrangements.

5) Timeline

The consultancy is expected to start as soon as practicable and to be completed within six months subject to the agreed workplan. A detailed timeline with milestones and deadlines will be agreed upon at the outset of the engagement and to be included during the contracting stage.

6) Qualifications and Experience

The consultant(s) should possess:

- Advanced degree in Law, Finance, or a related field.
- Proven experience in structuring pooled funding arrangements and managing legal and financial documentation.
- Strong knowledge of insurance arrangements for pooled funds.
- Experience in reviewing and integrating with existing organisational processes and policies.
- Demonstrated ability to address flexible funding, due diligence requirements, and administrative efficiency.
- Experience with multi-donor funds and governance arrangements.
- Excellent written and verbal communication skills.

Given the breadth of experience required, joint bids may be submitted with one or more consultants that are able to deliver the work as outlined in this ToR.

7) Budget

Submissions are required to itemise all financial elements of this proposal in USD, including, but not limited to the following:

- Salary costs (hourly rate)
- All applicable taxes

All costs including travel to be included in the proposal cost.



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8) Other Information

The successful consultant/s will be provided with relevant and appropriate documents for the consultancy work.

In carrying out this work, the successful consultant/s will report to the Manager, Weather Ready Pacific Programme, Mr Ofa Fa'anunu and will work closely with the Finance and Administration team and Legal team for the said consultancy.

The successful consultant/s must supply the services to the extent applicable, in compliance with SPREP's Values and Code of Conduct via website link: <https://library.sprep.org/sites/default/files/sprep-organisational-values-code-of-conduct.pdf>. Including SPREP's policy on Child Protection, Environmental Social Safeguards, Fraud Prevention & Whistleblower Protection and Gender and Social Inclusion.