

Annexure II: Terms of Reference (ToR)

Terms of Reference for Implementation Support Consultant

A. Introduction

The Government of Karnataka (GOK), acting through the Public Works, Ports, and Inland Waterways Department (KPWD) is implementing a project with financial assistance from the Asian Development Bank (ADB). The Karnataka State Highways Improvement III Project (KSHIP-III, the Project), costing about \$600 million, will improve about 418 km of state highways (SHs) in the state of Karnataka, and contribute to road safety and sustainable maintenance.

The project will be implemented by a dedicated Project Implementation Unit (KSHIP-PIU), headed by the Project Director, established at the KPWD office in Bengaluru. The KSHIP-PIU would be responsible for overall project management, financial management, procurement, monitoring and evaluation. In addition, KSHIP-PIU field units, each headed by an Executive Engineer, will function from various designated locations. The KSHIP-PIU would be supported by Independent Engineering Consultants (IEC), which will be a firm of consultants being separately recruited for the purpose.

The main objective of the consulting services is to support KSHIP-PIU to implement the project, as required under the ADB loan, by

- i. Assistance and advice to KSHIP in contract management, and acting as Authority's advisor in timely pointing out of issues and providing options for resolution.
- ii. Assistance to KSHIP continuous negotiations with concessionaires on various contractual obligations to ensure healthy situation in projects. This will also include preparation of supplementary agreements as and when required during the consulting services. It shall be duty of ISC to foresee the probable litigation with reference to the contracts and suggest corrective measures in form of letters, e-mails, and supplementary contracts to keep KSHIP in an advantageous position and safeguard interests of KSHIP.
- iii. Preparing the daily, monthly and quarterly reports as required for management of the project and reporting to ADB;
- iv. Monitor performance of Independent Engineers and Concessionaires in specific formats that are legible and quick to understand. Supported by diagrams, charts, sheets and the likes. and evolve a mechanism to evaluate the performance of Independent Engineers;
- v. Identify the risks in the project implementation and assist KSHIP in risk management of projects;
- vi. Advise KSHIP-PIU on any potential implementation issues and assist in coordinate within the project or third parties as necessary, and
- vii. Capacity development of PIU

- viii. Assisting KSHIP to drive initiatives around road safety and technology implementation on the KSHIP III projects.
- ix. Assist and Guide in resolution of tax issues with consultancy contracts and management of concession agreements.
- x. Assist and Guide to respond on audit queries and paras received from Accountant general.
- xi. Review DRB field visit proceedings and advice on the actions required to negate the disputes with concessionaire on various issues.
- xii. Review status of land acquisition and suggest the critical actions required to meet the contractual obligation of the Authority.
- xiii. Assist in Arbitration proceedings to avoid illegitimate claims from the concessionaire.
- xiv. Assist during ADB mission meetings and prepare compliance reports to the Aide memoire with the assistance of Independent Engineer.
- xv. Assist KSHIP in preparation of output performance indicators based on the reports indicated in the PAM document.
- xvi. Assist in procurement management of consultancies indicated in the PAM document.
- xvii. Preparation and updating of procurement plan covering all procurements required under the project.
- xviii. Assist in updating of project cost estimates and its re appropriation during project implementation.
- xix. Ensuring Compliance in
 - a. safeguards monitoring and reporting
 - b. Quarterly project reporting
 - c. Preparation of project completion report
 - d. Preparation of financial management action plan
 - e. Accounting and auditing

The consultant shall be assisting KSHIP PIU in monitoring and preparing various status and mitigation reports as mandated under ADB Loan Agreement for the project.

The consultancy will be financed from the loan and be carried out by a national consulting firm (Implementation Support Consultants – ISC), recruited in accordance with ADB’s Guidelines on the Use of Consultants, March 2013. The consultant will be selected in accordance with ADB's Quality- and- Cost- based selection method (QCBS - full technical proposal) with a quality to cost ratio of 80:20. The ISC would be mobilized along with the IEC.

B. Staffing

The consulting services will be implemented from September, 2019 to September, 2022. The ISC will be based in the office of KSHIP-PIU at Bengaluru, Karnataka. The inputs of national experts required are summarized in table 1 below.

Table 1: Summary of Consulting Services Requirement

	Name of Positions	Person-months
	Key Personnel	
	Team Leader	9
	Legal Expert	3
	Procurement Expert	6
	Social Development Expert	3
	Environmental Expert	3
	Sub – Total	24
	Support Personnel	
	Associate - Project Strategy	36
	Associate - Contract & Financial Management	36
	Associate – Financial Accounting	12
	Sub-Total	84
	Total	108

C. Scope of Works

The scope of works for the consulting services provided by the ISC will include, but not be limited, to the following:

Team Leader (9-man months) supported by Associate Project Strategy (36-man months)

The Expert will assist in preparing an overall project schedule in consultation with IE and contractors. The project schedule shall include times required for internal and external approvals, interfaces with and actions required from third parties such as for example municipalities, utilities operators, Karnataka PWD and KRDCCL, times for advance notice for specific actions, etc. The expert will lead the team, check the outputs of the team members for timeliness and quality, and ensure that project actions remain on track and any concerns and issues are brought to the notice of KSHIP-PIU.

- a. Identify the output and performance measures which the Client will monitor through the Independent Engineer
- b. Monitor and evaluate the Project with risk assessment, including updating the indicators in the results framework of the Project.
- c. Devising negotiation strategies as and when needed, drafting of supplementary agreements, notifications, Minutes for the above projects
- d. The Experts Incubate and drive initiatives for adoption of technology to assist in monitoring and management of the road asset, including but not limited to the construction and condition of the assets.

- e. Ensure that all Project consultants/concessionaires having an obligation to provide 'skills-transfer' / training to the Employer's designated staff, fulfill such obligations effectively
- f. Build the PIU team skills and capacity in all aspects of Contract Management, Social, Environment and Land Acquisition.
- g. Assisting in providing one training each year to 30 no of KSHIP personnel on contract management in PPPs – specifically with respect to issues faced in KSHIP III and how such issues are resolved.
- h. Assess measures to improve IT/ICT strategy for KSHIP, including improvements to improve functionality and adoption of existing IT system.
- i. Ensuring performance deviations by contractors/consultants are documented and subsequently handled effectively
- j. Providing regular inputs on project progress during consulting period
- k. Preparing Notes / submissions / communications as may be required by the Client for any Project-related approval/s and/or clearances from GoK/GOI/ADB;
- l. Attend and support the periodic meetings between the PIU / KSHIP and the Asian Development Bank missions as required to review and appraise KSHIP-III progress and results.
- m. Consolidate monthly reports of IE with reference to PPP projects on Externally Aided Funding and prepare summary reports on physical and financial progress, with critical issues duly highlighted for Client attention
- n. Suggesting improvements to Project Monitoring System of KSHIP to enable enhanced usage across the organization.

Legal Expert (3-man months)

- o. Supporting PIU-KSHIP in addressing and resolving contract disputes efficiently and appropriately
- p. Ensuring performance deviations by contractors/consultants are documented and subsequently handled effectively
- q. Support the periodic meetings between the PIU / KSHIP and the Asian Development Bank missions as required to review and appraise KSHIP-III progress and results.
- r. Review and monitoring of compliance on Aide Memoire/ Loan Covenants

Procurement Expert (6-man months)

The Expert shall support the Client with the procurement processes (including EoI evaluation, RFP evaluation, negotiation) in ADB funded procurement processes relating to the KSHIP-III project, specifically:

- s. ISO 9001 & 14001 certification Consultants
- t. ISO 9001 & 14001 Audit Consultants
- u. Data Base Management System consultants
- v. Public Response Centre Consultants
- w. Road Safety Audit consultant
- x. Road Safety works contractor

Update the Procurement Plan on both a monthly and a quarterly basis by bringing out critical issues and noting achievement of key milestone/s in the procurement process for individual contracts, as prescribed by the Client and/or the Asian Development bank.

Social Development Expert (3-man months)

The Social Development Expert will assist KSHIP-PIU in review of the Resettlement Plans (RPs) in accordance with ADB's Safeguard Policy Statement (2009) and other related policies such as the Public Communications Policy (2011).

Environmental Expert (3-man months)

The Environmental Management Expert will assist the KSHIP-PIU in review of the Environmental Management Plan (EMP) and other measures related to environmental protection in accordance with ADB's Safeguard Policy Statement (2009).

D. Deliverables/ Reporting

The consultants will provide the EA and ADB with monthly and quarterly progress reports based on the reports provided by the IEC and contractors, and their own work. The consultant will prepare an Inception Report within 30 days after mobilization and will define the reporting requirements and procedures in this Inception Report. The consultant will prepare other reports as required by KSHIP and ADB.

E. Qualifications for the Experts

Position	Main Services to be Provided	Required Experience & Qualifications
Team Leader	Comprehensive management of all Project activities and resources, monitoring and reporting of Project performance to agreed milestones, advising the client in all aspects of Project strategy and implementation and making recommendations for enhancements as required.	<ul style="list-style-type: none"> • Bachelor's degree in Civil Engineering with Post-graduate qualification in infrastructure/project management preferred. Postgraduate Degree from internationally recognized university will be added advantage. • Professional experience of 10 years with minimum 5 years' experience in highways PPPs • Should demonstrate all round experience in areas including (a) road safety, (b) institutional strengthening, (c) financial services, (d) Social and environmental services (e) contract management, financial management and transaction of State Highway PPPs, • Project experience with highway sector stakeholders including lenders, private developers/construction company, government, multilateral development banks, Private Equity/pension funds would be added advantage.

Position	Main Services to be Provided	Required Experience & Qualifications
		<ul style="list-style-type: none"> • Experience in post award management role in at least 5 successful State highway PPP transactions in past 5 years preferable • Experience in advising PPP projects financed by Multilateral Development Banks will be an added advantage • Experience in capacity development/training workshops for government road agencies on PPP management will be an added advantage • Experience in working with International Clients and Projects outside India will be an added advantage • Experience in Externally aided projects in the Highways sector • The Team Leader should have base location posting in Bangalore during the course of project. • Experience in Karnataka will be an added advantage
Legal Expert	Support PIU-KSHIP in addressing and resolving contract disputes efficiently and appropriately	<ul style="list-style-type: none"> • Graduation and post-graduation in Law • Overall experience of more than 15 years • Experience in Karnataka will be an added advantage • Experience in Externally aided projects in the Highways sector • Experience of Transaction Advisory in at least one successful (financial closure) state highway PPP transactions in the past 5 years • Experience in working with state government departments and central government departments on Road and Highways projects. • Experience of working on at least 7 PPP projects and procurement in Road and Highways.
Procurement Expert	Support PIU-KSHIP with the procurement processes (including EoI evaluation, RFP evaluation, negotiation) in ADB funded procurement processes relating to the KSHIP-	<ul style="list-style-type: none"> • Bachelor's degree in economics or any relevant degree with Post-graduate qualification in Management preferred • International training on Road management will be beneficial. • 5 years' experience in highways PPPs with total professional experience of 10 years • Experience of Transaction Advisory in at least 5

Position	Main Services to be Provided	Required Experience & Qualifications
	III project	<p>successful (financial closure) state highway PPP transactions in the past 5 years</p> <ul style="list-style-type: none"> • Experience in Externally aided projects in the Highways sector • Experience in development of contract management plan/dispute resolution plan for highway PPP projects will be an added advantage • Experience in capacity development/training workshops for government road agencies on PPP management will be an added advantage • Experience in working with International Clients and Projects outside India will be an added advantage • Experience in Karnataka will be an added advantage
Social Development Expert	Assist KSHIP-PIU in review of the Resettlement Plans (RPs) in accordance with ADB's Safeguard Policy Statement (2009) and other related policies such as the Public Communications Policy (2011).	<ul style="list-style-type: none"> • Master's Degree or equivalent in Social Sciences or related field • Minimum total work experience after post-graduation – 10 years • Social/ resettlement expert in at least two externally funded projects Experience on working in externally aided infrastructure projects • Experience in preparation and monitoring of Resettlement Plans, gender plan, LAP, community consultations and IPDP is required
Environmental Expert	Assist the KSHIP-PIU in review of the Environmental Management Plan (EMP) and other measures related to environmental protection in accordance with ADB's Safeguard Policy Statement (2009).	<ul style="list-style-type: none"> • Graduate and post-graduate specialization in Environmental Sciences or related fields. • At least 10 years' of professional • Experience, dealing with environmental assessments. • Experience in minimum two projects for preparation of EMPs for externally aided Road and Highway projects. • Experience in working with state government departments and central government departments on Road and Highways projects. • Experience in International projects in more than 2 countries will be an added advantage. • Experience in Karnataka in Roads and Highways will be an added advantage

Position	Main Services to be Provided	Required Experience & Qualifications
		<ul style="list-style-type: none"> • Training on Environment Awareness from a reputed institute will be an added advantage. • Training on EIA from a reputed institute will be an added advantage.
Associate Project Strategy	<p>Assist PIU in facilitating the meetings of the PSC and PGB, including preparing any expected notes, Reports, Presentation and minutes/records for such meetings.</p> <p>Support PIU in preparation of Monthly, mid- term and half-yearly progress reports.</p> <p>Help prepare a Borrowers Performance report and updating the Procurement Plan</p> <p>Assist PIU in reporting related aspects of reporting and monitor the updation of information by other consultants in PMS system of PIU. Assist in developing reporting templates to showcase project progress.</p>	<ul style="list-style-type: none"> • The candidate should have bachelors' degree in engineering and post graduate diploma in general management/business management/MBA from a reputed institute • 5 years' of working experience in Infrastructure sector including 3 years' experience in Roads & Highway PPPs • Experience with a minimum of 2 projects involving multi-lateral organizations such as ADB and World Bank • Experience of working with the Government bodies, Multilateral Banks and International government bodies. • Experience in Transaction/Financial Advisory PPP Projects in Roads & Highways in Karnataka will be an added advantage • Experience in debt syndication in highways sector
Associate Contract & Financial Management	<p>Assist PIU in all aspects of financial and technical aspects of roads & Highways.</p> <p>– Advising client in overall planning and designing the programme for the PPP Projects and proactively monitoring its progress, resolving issues and initiating appropriate</p>	<ul style="list-style-type: none"> • Bachelor's degree in engineering with Post graduation qualification/PGDM in Finance/General Management from a premier Institute/college • 2 years' experience in Infrastructure Sector including experience in road and highway sector • Experience in 1 International road and highway project • Experience in Externally aided projects in the Highways sector • Working Experience in Karnataka Highways

Position	Main Services to be Provided	Required Experience & Qualifications
	corrective action defining the programme's governance arrangements.	sector will be an added advantage. <ul style="list-style-type: none"> • Experience of working within a state government department for at least a year will be an added advantage. • Experience in debt syndication in highways sector
Associate Financial Accounting	Provide support to the KSHIP-PIU in discharging finance and accounting functions and assisting them in ensuring that financial rules/practices, fiduciary aspects are appropriately handled at all levels of the project. The Expert will work in close association with accounts staff and engineers of KSHIP-PIU Head office, and field offices (divisions/circles) of KSHIP-PIU/ KPWD	<ul style="list-style-type: none"> • Graduation degree in Finance or equivalent with at least 1 to 2 years of experience. • Working knowledge of MS office, Excel and PowerPoint