KAZAKHSTAN

Preparation of the project for construction of 500-beds Hospital in Kyzylorda under Design-Build-Operate-Maintain contract.

LEGAL, TECHNICAL, FINANCIAL, ENVIRONMENTAL AND SOCIAL ADVISORY SERVICES TO THE MINISTRY OF HEALTH OF THE REPUBLIC OF KAZAKHSTAN

TERMS OF REFERENCE

1. BACKGROUND

The Ministry of Healthcare of the Republic of Kazakhstan (the "**MoH**") has prepared Hospitals Modernisation Programme (**"State Programme"**), which envisages construction of up to 19 new hospitals to replace 40 outdated existing facilities and upgrade of up to 50% of beds capacity in Kazakhstan. The hospital projects under the State Programme will follow facility management model and will be procured as Public Private Partnerships ("**PPP**"), except the 500-beds general hospital in Kyzylorda (the "**Kyzylorda Hospital**"), which the MoH has identified as the priority for design, construction and outfitting. The MoH considers implementation of the Kyzylorda Hospital as a public sector project and the European Bank for Reconstruction and Development (the "**EBRD**" or the "**Bank**") considers its financing (the "**Project**"). It is envisaged that private sector will be involved into project implementation under long-term Design-Build-Operate-Maintain contract (the "**DBOM**"). Under this contract a private contractor (the "**Contractor**") will be required to design, build, fully equip, maintain and operate the non-clinical services of the Kyzylorda Hospital, while all medical services will be provided by the MoH under the existing healthcare provision mode. The Contractor will be selected on the basis of the open international tender under EBRD PP&R for the public sector.

The purpose of this consultancy assignment is to assist the MoH in preparing the Project, to facilitate provision of funding by the EBRD, as well as in obtaining approval of the Project by authorized government agencies. All consultant deliverables shall be approved by the MoH and the EBRD.

Project Location and Land plot

The Project is a greenfield construction on 6.8ha land plot situated on the banks of Syr-Dariya river in the new district located close to Kyzylorda city centre. The land is owned by Kyzylorda City Akimat.

Functional specifications for Kyzylorda Hospital

The EBRD will engage a separate consultant (the "**Healthcare Planner**" or "**HP**") in 2020 to cover the healthcare planning part of the Project. HP will prepare functional specifications for the Project. These functional specifications will detail the infrastructure of Kyzylorda Hospital, including healthcare equipment requirements. These functional specifications will be made available for the consultant under this assignment and shall be used for Project preparation.

Almaty PPP Hospital documentation

EBRD, acting through its Infrastructure Project Preparation Facility, engaged a consultant to provide to the MoH consultancy services in relation to the preparation and tendering of the Construction and Operation of a Multi-disciplinary Hospital under "S.D. Asfendiyarov Kazakh National Medical University" in Almaty" (the "**Almaty Hospital**") under a concession scheme (the "**Almaty PPP Project**"). It is envisaged that the consultant under this assignment will receive Almaty PPP project documentation (which the MoH shall make available subject to signing undertakings with regards to confidentiality) in order to achieve as much as possible unification in the requirements for technical specifications, facility management services specifications, and other parameters across the State Programme. Some of these documents are in Russian.

The Borrower and Legal structure

In order to implement the Project, the MoH plans to set up a state-owned National medical operator and designate it as the borrower (the "**Borrower**"). The MoH will wholly own and control the Borrower. EBRD is considering financing the Project by making a long-term loan of up to USD 190.5 million equivalent in Kazakh Tenge to the Borrower, subject to customary conditions, including satisfactory due diligence and receipt of all necessary internal approvals. The Republic of Kazakhstan is considering the possibility of providing the EBRD with a state guarantee in support of the Project.

It is envisaged that the Borrower would enter into a DBOM contract with an experienced private sector hospital construction and management operator. The Contractor would receive payment for construction and outfitting the Hospital (CapEx), as well as regular payments for its continuing maintenance and life cycle upkeep and for providing various facilities management services ("**FM**") during the contract (please refer to Annex 1), according to the best international practice applicable to such contracts. The Borrower plan finance the CapEx payments out of the proceeds of the EBRD loan, and payments during operations and maintenance period shall be funded from the republic budget or similar sources (to be confirmed during project preparation).

The Bank and the MoH earlier engaged local legal advisors to explore available legal frameworks for implementation of the Project. During the engagement, the advisors prepared a report on a non-reliance basis ("**Preliminary legal study**"), which will be available to the Consultant engaged under this assignment to facilitate further studies following execution of consent letter or any other applicable legal documentation acceptable to the Bank and the legal advisors.

It is assumed that the Borrower would enter into a trust management agreement (the "**Trust Management Agreement**") with the State Property Committee of Kazakhstan or MoH pursuant to which the Borrower, as the trust manager, would undertake to construct and manage the hospital on a plot of land made available to it by the State or a government body authorised to transfer land to trust management. The Hospital would be owned by the State Property Committee or other competent governmental body, but not the Borrower.

In exchange for the services provided by the Borrower, the State Property Committee, or another authorised government body, acting on behalf of the Republic of Kazakhstan, would

make payments in amounts sufficient to cover the Borrower's debt service obligations to EBRD and its payment obligations to the Contractor as well as a management fee to the Borrower.

The Consultant will be required to validate all elements of the above-mentioned structure or develop new structure and draft all necessary legal agreements, as well as required changes in the legislation and regulations.

Preparation of Feasibility Study in accordance with the national standards, required for provision of a state guarantee:

It will be mandatory to prepare the Technical and Economic Feasibility Study of the Project ("*Технико-Экономическое Обоснование*" *or* "Local Feasibility Study") according to the standards of the Republic of Kazakhstan), which must be approved by authorized state bodies.

The scope of this assignment includes preparation of the Local Feasibility Study in accordance with the requirements of the laws of the Republic of Kazakhstan, obtaining state expertise approval to it and assistance to the MoH in obtaining other approvals/consents, including the approval of Kazakhstan PPP Center, necessary to sign financial agreements with the EBRD.

DBOM contract procurement

The Project is classified as public sector project under EBRD procurement rules. The Contractor would be chosen by the Borrower on the basis of an open international two stage tender, following the prequalification, as deemed appropriate, conducted in accordance with the EBRD Procurement Policies and Rules for public sector projects. The Consultant under this assignment shall assist the Borrower in the procurement process which should include, inter alia:

- Finalisation of prequalification and tender documentation;
- Publication of announcements advertising procurement opportunities;
- Management of the pre-qualification of potential contractors;
- Assist the Borrower in the tendering process;
- Assist in the evaluation of tenders with recommendations to the Borrower; and
- Assist with the contract singing.

It is currently envisaged that another consultant ("Project management consultant") will assist the Borrower and the MoH to supervise the works and administer the DBOM contract.

Consultancy Services

The Bank and the MOH intend to commission a consultant, which may be a consortium of qualified legal, technical and financial consulting firms (the "Consultant") to assist MoH and the Borrower (when created) in the Project preparation for further assessment by the Bank in order to provide financing for the Project, and in obtaining approval of the Project by authorized government agencies of Kazakhstan.

2. OBJECTIVES

The overall objective of the Assignment is to assist the MoH and the Borrower in preparation of the Project, including inter alia to ensure that EBRD can assess the Project for providing financing, assist in passing of the necessary national inspections and approvals, including those needed for obtaining of a state guarantee. Legal, technical, environmental and financial

consultants should be involved as part of the services provided by the Consultant. The Consultant will be required to prepare documents and reports (the "**Deliverables**") in accordance with the ToR. The Consultant shall cooperate with other consultants (Health Planner, Project Preparation Coordinators and Project Management Consultant, as appropriate).

Specific objectives of the assignment related to technical, financial, environmental and social consultants are the following:

(i) Preparation of the Outline Design for new Hospital. The Consultant should review and confirm that the technical solutions, proposed in the Outline Design comply with the requirements of national legislation in the field of architecture, urban planning and construction. If necessary, it is proposed to amend and supplement the current legislation in order to ensure the introduction of modern, safe, sustainable and energy efficient technologies across the country in future.

(ii) Preparation of the Employer's Requirements and the Technical Specifications for open international tendering.

(iii) Preparation of Facilities management services requirements. This will include identification of critical key performance indicators (KPIs), which shall be included into relevant contracts (DBOM, etc.)

(iv) Estimation of CAPEX, OPEX and Lifecycle costs for the hospital.

(v) Development of Payment mechanism and Quality failure points regime for the DBOM contract.

(vi) Preparation of inputs/assumptions for the Borrower's financial model.

(vii) Preparation of the hospital's financial model and the Borrower's model as per the applicable requirements of the Bank.

(viii) Preparation of complete technical, commercial and legal part of the tender documents for DBOM contract.

(ix) Verification of the Project's environmental impact category. It shall be noted that the Project has been Categorised B under EBRD's 2014 Environmental and Social Policy (if the Consultant considers, due to findings during the course of the assignment, that the project should be environment Category A, they shall immediately notify the EBRD). Carry out an Environmental and Social Assessment (E&S Due Diligence, "ESDD") of the proposed Project to identify its environmental and social risks, impacts and benefits and to structure the Project to comply with the ESP (2014) and Performance Requirements (PRs).

(x) Carry out land site engineering surveys, studies, access, planning, authorisations, utilities, geotechnical, earthquake review, and other surveys necessary for development of the project and the feasibility study.

(xi) Determination of energy and resource related benefits of the proposed design in comparison to the baseline and calculation of the Bank's standard measuring indicators and EBRD Green Economy Transition Approach ("GET") impact indicators (**Annex 2**).

(xii) Preparation of detailed procurement and implementation strategy for the Project.

(xiii) Prepare full package of prequalification and tender documentation for the Project.

(xiv) Arrange Road Show for private sector to present the Project.

(xv) Provide support to the MoH during procurement stage providing necessary clarifications on the Outline Design, DBOM, and other documents developed by the consultant.

(xvi) Preparation of the Local Feasibility Study as required for the Project processing and approval by the respective authorised body or the MoH.

(xvii) Assistance of the MoH with obtaining necessary state approvals relevant to the Project (including those necessary to obtain a state guarantee of the Government of the Republic of Kazakhstan).
(xviii) Assessment of the Project implementation capacity of the MoH and making recommendations on its capacity building.
(xix) Preparation of recommendations on the institutional and functional structure of the Borrower based on the best international practice.
(xx) Preparation of necessary information on the Project at the request of the MoH and EBRD, including presentations, references and other materials.

Specific objectives of the assignment related to the legal consultant:

(i) Development of the Project legal structure reflecting the requirements of the Kazakhstani laws and best international practice. If the Consultants consider that the Kazakhstani law does not lay down the necessary legal framework for carrying out the Project, they should propose such changes to applicable law as are required to ensure that the Project can be carried out in a manner consistent with best international practice for projects of this kind;
(ii) Advice on all applicable procurement issues, including on the appropriate procurement arrangements in the Kazakhstani law in regards to the trust manager under the Trust Management Agreement;
(iii) Recommendations concerning the Borrower's legal status and ownership according to the contemplated structure;
(iv) Recommendations concerning asset transfer and conveyancing matters, including transfer of land use rights, the right of ownership of the hospital upon the construction and prior to the operation phases and any other transfers required for carrying out the Project;
(iv) Recommendations concerning the structure and terms of the financing for the Project, including an analysis of the Kazakhstani Budget Code and any other applicable laws and regulations;
(v) Confirmation of the requirements for the GoK to sign an agreement regulating provision of necessary budget funding to the Borrower cover the Borrower's debt service obligations to EBRD and its payment obligations to the Contractor as well as a management fee for the Borrower and its enforceability;
(vi) Preparation of a draft DBOM Contract (acceptable to EBRD under Procurement Policies and Rules and reflecting the requirement of the laws of the Republic of Kazakhstan) and other project documentation, other relevant contracts required in light of the proposed Project structure and the structure for financing it. All contracts prepared as part of this assignment should reflect the principle of a balanced distribution of risks and obligations of the parties and measures to ensure the rights and interests of the parties;
(vii) Preparation of tender documentation, inter alia, for tendering Trust Management Agreement (if applicable);
(viii) Development of an action plan for the implementation of the Project before the completion of the DBOM contract.

3. SCOPE OF WORK

In order to meet the objectives described above, the Consultant must at a minimum undertake the following tasks (as well as any other tasks that, after consultation with the MoH and the EBRD they consider necessary or desirable for achieving the objectives described above):

3.1 Legal Feasibility Study

(i) Assess an outline of the transaction in close consultation with the MoH, the EBRD and taking into account findings of available reports (including Preliminary legal study). Elaborate the proposed structure enabling Project implementation. Define main parties, agreements and other contractual, legal and state budget relations arising from implementation of the Project.

(ii) Provide recommendations on the Borrower's legal and organisational structure necessary to implement the Project according to the proposed structure.

(iii) Describe the legal framework governing the status and future operations of the Borrower (legislation, statutes, agreements, etc.) and identify the legal requirements for implementing the Project.

(iv) Assess the risks/deficiencies of the current legal framework and whether additional legal measures are needed for implementing the Project (such as amendments to a law(s), trust management rules, introduction of secondary legislation, government decisions, etc.), as well as an assessment of the feasibility of introduction and timing of such measures.

(v) Elaborate on the specific procedures/timing/deliverables required under the proposed legal approach to prepare and implement the transactions. The Consultant should define what approvals are needed from the state side for the Borrower being able to enter in financial agreements with the EBRD in accordance with the proposed project legal scheme. Development of an indicative plan/ roadmap for the implementation of the Project until the completion of DBOM contract.

(vi) Analyse asset ownership and transfer issues based on the current legal framework. The consultations with all project stakeholders regarding the optimal scheme for asset ownership, allocation and transfer should be undertaken. As the result of this analysis the Consultant shall create a table with the proposed legislative changes (including regulatory legal acts) and their justification.

(vii) Review the budgetary legislation, process and requirements and propose how the long-term budgetary commitments should be budgeted in the Government budget (e.g. line-item in the annual MoH budget, city or oblast budget) to ensure for the Borrower `timely service of the EBRD loan and sufficient funds for the Borrower's operations.

(viii) Develop a legal mechanism for separating cash flows received from the Government Budget for servicing the EBRD loan and obligations under the DBOM contract from other cash flows of the Borrower, such as income and expenses from the provision of medical services, if the Borrower carries out activities not related to the implementation of the Project (including medical activities). The cash flow sharing mechanism may include, but is not limited to, a special account that will be replenished from the Government Budget.

(ix) Advise whether and, if so, how the GoK can provided adequate and enforceable (a) state guaranties to EBRD, and (b) state support to the Borrower, in particular, by way of subsidies or other forms of money transfer. The GoK's ability to sign an agreement regulating the provision of subsidies to the Borrower will need to be investigated and confirmed.

(x) Define the permits, licences and approvals needed for a DBOM contractor.

(xi) After the Borrower is established, confirm Borrower's capacity to implement the Project, including its eligibility capacity to apply for and obtain sovereign guarantee and draw the budgetary funds to service EBRD loan and own operating expenses.

(xii) Draft all agreements/contracts necessary for implementation of the Project, including DBOM contract and the Trust Management Agreement and advice on their enforceability.

(xiii) Advise on procurement laws applicable to the Project.
(xiv) Draft prequalification and tender documents for the DBOM contract.
(xv) Draft tender documentation for Trust Management Agreement between the Borrower and State Property Committee or MoH as might be applicable.

3.2 Outline design

- The Consultant should procure, oversee and review Project land site engineering surveys, studies, including geodetic, geological, hydrogeological and environmental engineering studies necessary for completion of the Feasibility Study and the Technical part of the tender documentation for DBOM contract, including the Outline Design. It is assumed that these reviews would require engagement a local specialised companies (having respective licenses) to be hired and financed by the Consultant, as it will include inter alia planning, authorisations, utilities and earthquake review of the land site. If any considerable risks related to the site characteristics are discovered, the Consultant should propose mitigation measures or request changing the location of the Hospital site if necessary as earlier in the process as possible.
- The Consultant shall review Project input data, including Functional Specifications, and request necessary clarifications from the MoH and/or the Health planner.
- Prepare the Outline design for the hospital based on the Functional specifications provided by the MoH. Outline design should be prepared according to the best applicable technology to ensure affordability, economic, environmental and social benefits. Outline design should be developed to the hospital massing, departmental adjacencies, floor layout with individual room sizes stage for the purposes of more accurate cost estimation During preparation of the Outline design, the Consultant should explore the application of advanced energy, water and resource efficiency techniques and material, including renewable energy measures, climate resilience measures, waste heat recovery, high efficient air conditioning and ventilation system, improved building insulation and window glazing, integrated building and energy management system, LED lighting, water-saving techniques and others. This is expected to lead to energy performance better than the energy baseline required by Kazakhstani regulations for new healthcare facilities. In order to minimize the risks of approval of the Project, it is recommended that the Outline Design comply with the requirements for the Outline Design presented by the Rules for the Organization of Development and Passing Permitting Procedures in the Construction Sector, approved by Order of the Ministry of National Economy of the Republic of Kazakhstan dated November 30, 2015 No. 750 (full requirements to the Outline Design are set in Appendix 5 of these Rules).
- Prepare Technical Specifications which will specify the Employer's Requirements and the Technical Specifications, including design standards that future DBOM contractor must adhere to in designing, maintaining and operating the facilities. The Consultant should consider new hospital construction standards which are being developed for Kazakhstan. The Technical Specifications will also include energy performance and resource efficiency requirements which can be evaluated at the tender stage and during building operations. The Technical Specifications prepared under the Project shall set a standard, which can be replicated in similar projects to be implemented in the future.

The Consultant shall prepare all other work and prepare documents to ensure the completeness and high quality of the Employer's Requirements.

The Consultant is expected to engage qualified local companies (having required licenses), as appropriate, for specific tasks.

3.3 Facilities Management Services Design

The Consultant shall prepare the Performance Requirements for facility management services. Performance Requirements will be needed for the FM services (separately or as a whole) to be outsourced to the private sector. The schedule that normally follows in each of these FM specifications details KPIs, response and rectification times. The Performance Requirements shall include energy, water and other resource aspects, which can be monitored over the lifetime of the building.

The Consultant shall identify critical KPIs for the Borrower and for the hospital (facility management part and energy performance), collect data necessary to calculate future level of these KPIs and suggest target levels of KPIs.

3.4 CAPEX, OPEX and Lifecycle Cost Estimation

Based on the Employer's requirements, Functional Specifications and the Performance Requirements for facility management services and results of implementation of the tasks mentioned in the previous sections the Consultant shall produce CAPEX, OPEX and Lifecycle cost estimation.

As part of this task the Consultant should consider establishing Lifecycle fund mechanism, based on the use of ESCROW account, for planned preventative maintenance of the hospital building and all specified equipment and furniture therein (fixtures and fittings). Whilst the FM services provider is paid monthly or quarterly a set charge (minus penalty deductions) the necessary spend on lifecycle replacement is high over time. Spikes in spend tend to occur at years, when the major overall and/or replacement of the equipment is usually required.

3.5 Financial and Operational Projections

The financial viability of the Borrower and the Project shall be demonstrated by means of financial projections for the period of the Project.

Financial Model of the Project for the EBRD
The Consultant will prepare the Financial projections of the Project in the form of the financial model in MS Excel. The financial model shall be prepared in line with the EBRD Guidelines for financial modelling (see Annex 3).

The inputs/assumptions of the projections shall be fully consistent with the Project terms, Outline Design and be based on prudent assumptions of the hospital's revenues and expenditures. The Financial model shall cover the period of 20 years. The consultant shall prepare an Assumptions Book, a document that will contain all the input data / assumptions of the financial model and indicate the sources of these data / assumptions.

Financial Model of the Project will include only facilities management related operations ("Model of the Project for the EBRD"). Medical activity is not included in the scope of this model.

Financial projections will include:

- Annual balance sheets, income and cash flow statements.

- Assessment of the financial impact of the Project by comparing the incremental costs (capital and recurrent) of the Project with the incremental revenues or savings it will generate and estimating the financial internal rate of return ("IRR") and the economic rate of return on the investment ("EIRR").
- Study and confirm the financial and economic viability of the Project and spell out economic savings to be achieved in the Project.

Financial Model of the Project for the MoH
For the purposes of approval of the Project according to Kazakhstan standards, the Consultant shall prepare a Model of the Project for the MoH, on the basis of the Project Model for the EBRD, which will include the cash flows for the hospital's medical activities.

The MoH shall provide the Consultant with inputs data for modelling in the format required by the MoH and with inflation indices proposed for each category of income and expenses (including tariffs for medical services, volume of services for model periods, expenses for medical activities, etc.).

Based on these data, the consultant shall prepare a Model of the Project for the MoH, including:
- Forecast of hospital income and expenses, outcomes from medical services planned for provision;
- Financial effect of medical activities in the form of a balance sheet, income and cash flow statement.

For the avoidance of doubt, the scope of the consultant's work does not include data collection and analysis of the results of medical activity modelling.

The financial model should contain actual and forecast figures, and input data/assumptions, which will cover a period of 20 years.

Financial projections of the Borrower
Financial projections of the Borrower will be prepared by the Bank with input from the Consultant. The Consultant will provide a set of technical and operational inputs for the Borrower's financial model using the template prepared by the Bank and, if required, will make relevant changes e.g. reflect missing features of the companies' operations. The Consultant will then review the final output.

The inputs/assumptions shall be fully consistent with the Project terms and be based on prudent assumptions of the Borrower's revenues and expenditures. The Consultant will deliver the actual and forecast figures and inputs/assumptions that will cover a period of 20 years.

3.6 Environmental and social assessment ("ESA")

Consultant shall undertake an Environmental and Social assessment based on EBRD policies and incorporate Environmental and Social requirements, if any into the design and procurement documents.

In line with the Bank's GET Handbook (accessible online at: https://intranet.ebrd.com/E2C2/External-GET-guide_v2_May-2018.pdf), the Consultant will:

- identify project components that meet the GET principles and criteria and are on the positive lists of activities qualifying for GET or covered by the climate adaptation approach;
- assess the physical environmental benefits of the project and/or project components that qualify for GET ;
- confirm the proportion of GET finance and GET benefits of the project and explain how this fits into the GET strategy, as well as examining other contributing factors and total GET benefits.

With regards to the incorporation of E&S requirements into the procurement documents, the Consultant will:

- Provide assistance on defining and incorporating into the tender documents relevant environmental, health and safety (EHS) performance parameters and standards, based on EBRD Performance Requirements that bidders will be required to adhere to. The Consultant will ensure that the technical documents (Technical Specification, Outline design etc.) are compliant with the EBRD Performance Requirements, and that the selected Concept design also meet with the PRs;
- Incorporate into the tender package for potential bidders the requirements to supply references with regard to their environmental, health and safety procedures and performance track record; evaluation criteria should also include EHS criteria.

With regards to the preparation of the Environmental and Social Assessment (ESA), the Consultant will conduct an E&S analysis of the impacts and benefits of the Project. The assessment process will be commensurate with, and proportional to, the current E&S risks and potential future impacts of the Projects. The assessment will cover, in an integrated way, all relevant direct and indirect environmental and social impacts and issues of the Projects at all relevant stages of the project cycle (e.g. pre-construction, construction, operation, and decommissioning or closure and reinstatement). Particularly, the ESA aims to:

- Describe and characterise a relevant environmental and social baseline commensurate with the risks posed by the current site operations and the Project.
- Identify existing and Project-related environmental and social impacts and risks.
- Identify stakeholders such as the medical school/existing hospital staff', the patients, medical and nursing association and their concerns and views.
- Assess potential gender aspects and priorities among nearby communities to understand women's and men's concerns;
- Carry out E&S Assessment and Audit and develop a draft E&S Assessment report in accordance with the Bank's requirements as defined in the ESP, including a Compliance Summary table with the Bank's PRs.
- Prepare a draft Stakeholder Engagement Plan (SEP), draft Environmental and Social Action Plan (ESAP) and draft Non-Technical Summary (NTS);
- Finalise all documentation further to the EBRD and Client's comments.

The objective of the E&S Assessment is to identify and assess the potentially significant existing and future adverse environmental and social impacts associated with the proposed Project, assess compliance with applicable laws and the EBRD ESP and PRs, determine the measures needed to prevent or minimise and mitigate the adverse impacts, and identify potential environmental and social opportunities, including those that would improve the environmental and social sustainability of the Project and/or the associated current operations. In particular, it will mainly focus on the status of the official environmental permit; information

disclosure and public consultation; resettlement and economic displacement, traffic impacts; construction-related environmental, OHS and labour issues; and laboratory operation-related animal welfare, biosafety, disposal of medical waste, environmental, OHS and labour and medical ethics issues. The Environmental and Social Assessment will also determine whether further studies are required, focusing on specific risks and impacts, such as environmental conditions of the project site, environmental permits and local EIA requirements, resettlement and economic displacement, public consultation and stakeholder engagement, environmental infrastructure provisions, cultural and historical heritage, construction-related noise, dust, vibration and traffic management, construction worker OHS and labour issues, subcontractor management, operation-related life and life and fire safety, waste water management, solid and medical waste management, radio-active substance and hazardous substance management, patients' safety and rights, hygiene management, staff OHS, staff, patients and the public grievance mechanism, patients' right, energy and water footprint, antimicrobial resistance, climate change, and gender.

Particular attention need to be paid to any potential need for physical/economic displacement during the ESDD, as well as possible legacy issues related past land acquisition as per ESP 2014 Performance Requirement 5. If land acquisition and resettlement impacts are identified, including those related to the legacy issues, the consultant will develop and submit Land Acquisition and Resettlement Framework.

In addition, and as part of the ESA, the Consultant will provide an E&S Analysis against the EBRD's PRs & IFC EHS Guidelines for Health Care Facilities (2006) by independent consultants, including specialists in biosecurity issues and animal welfare where appropriate.

The ESA is to be carried out in accordance with the following applicable requirements:

- Close communication/co-operation with EBRD's Environment & Sustainability Department (ESD) as well as ESD's guidance note
- Applicable local, national and regional requirements, including those related with ESIAs / EIAs and associated public disclosure and consultation requirements.
- The EBRD's 2014 ESP (and the incorporated Performance Requirements (PRs)), and relevant European Union (EU) requirements (including, but not limited to, the EU EIA Directive (as amended), EU Drinking Water Directive (98/83/EC), EU Urban Waste Water Treatment Directive (91/271/EEC), EU Water Framework Directive, Sewage Sludge Directive (86/278/EEC), EU Tissue & Cell Directive, EU Blood Directive
- Directive 2011/24/EC on Patients' Right in Cross Border Health Care, EU Directives for Medical Products for human use, EU Directives for Medical Devices, EU Building Directive (2010/31/EU), EU Ecodesign Directive (2009/125/EC), IE Directive etc.) and with European Union Directive 2010/63, for the protection and welfare of animals used for scientific purposes.
- The Project also aims for the laboratories to comply with World Health Organisation ("WHO") Biosafety Manual and European standards (CSN EN 12128)
- Relevant international conventions and protocols relating to environmental and social issues, Animal use for scientific purpose aligns with the relevant EU Directives which include the minimisation of animal testing by adopting the 'three Rs' approach (Replace, Reduce, Refine) and strict control measures on animal welfare.as transposed into national legislation.

- Antimicrobial Resistance (AMR) specific documentation by:
  - The British Society for Antimicrobial Chemotherapy (BSAC),
  - WHO's Global Action Plan on AMR
  - United Nations' Interagency Coordination Group (IACG) on AMR report, "No Time to Wait: Securing the future from drug-resistant infections"
  - FAO/OIE/WHO Tripartite Collaboration on AMR
  - Recommendations to the G20 in Professor David Heymann's report, "Healthy Nations, Sustainable Economies"
  - Lord O'Neill's AMR Review
  - UK Government's 5-year National Action Plan and 20-year Vision

3.7 Resource Efficiency Assessment

3.7.1. Energy Baseline

- Review and summarise applicable existing energy efficiency regulations and building norms and list applicable standards and requirements for material and equipment;
- Define a baseline scenario for the new hospital according to national building and energy norms (minimum compliance). This scenario should be enough detailed to allow the assessment of the energy and resource savings of the proposed design to the baseline. Develop appropriate energy and resource performance indicators e.g. kWh/m^2, kWh/hospital bed, for water m^3/year;
- Assess the energy and resource performance of existing hospital facilities in the project region, which will be affected by the new facility. Develop performance indicators for the existing facilities and normalise indicators if indoor comfort and quality parameters are not achieved.

3.7.2. Assessment of design and energy performance requirements

- Based on the developed Outline Design describe the applied advanced energy and resource efficiency techniques including their incremental CAPEX and OPEX.
- Assess the potential environmental and financial benefits of energy and resource efficiency measures in comparison to the baseline considering a building design according the national standards (using at least indicators listed in Annex 2). In addition, the proposed design shall be compared to the currently existing health facilities in the Project region (Kyzylorda Region). For an economic assessment of selected measures, use EBRD's carbon pricing methodology.
- For the total Project provide annual primary and final energy savings (MWh/year), water savings (m3/yr), construction material savings (tons) and annual greenhouse gas emissions savings in (tCO2eq/yr). The emissions savings should be separated between scope 1, 2 and 3 emissions. Use EBRD approved carbon factors for the assessment. Built-in CO2 emissions of building material shall be included in the assessment.
- Define energy performance requirements (as part of Technical Specifications) for the proposed design, which shall be included in the tender documents, monitored, and verified after commissioning and during building operation. In absence of national energy performance calculation methodology, reference and define necessary

parameters and methodologies, which shall be used during the tendering and verification stage.

3.8 Analysis of contractors' market for the DBOM contract

- Assess the ability of the private sector in Kazakhstan, regionally and internationally to be able to deliver the requirements of the DBOM (both the capital build and provision of FM and lifecycle services). Assessment should include the market of private specialized contractors, suppliers of medical equipment and non-clinical and auxiliary services for hospitals.
- Prepare a list of potential international contractors for DBOM contracts. Add short description of contractors including main activities, experience, capacity, revenue, net profit, geographical presence.
- Prepare a Project presentation on the basis of the preliminary results of Feasibility Study.
- Distribute the Project presentation and a questionnaire to the potential contractors with questions aimed at discovering their interest in the project and main conditions of participation.
- Organize calls and/or meetings on the basis of the Project presentation aforementioned in order to obtain preliminary market feedback from potential bidders and prepare a report on: (i) level of interest in the Project; (ii) major concerns that would need to be addressed – either through the DBOM contract or other actions; and (iii) views on the timing of the Project development.
- Among other things, the Consultant should aim to discover maximum duration of the contract (in particular, O&M part for DBOM), which is interesting for potential contractors.
- Obtain contractors' feedback on the local legislation, technical and environmental regulations.
- Conduct the Project Road show for potential DBOM contractors. The Road Show should be held in London or in Nur-Sultan (to be defined by the MoH). The consultant will bear all the event organisation costs.

The above activities may be implemented individually or form part of prequalification process to be carried out by the Consultants prior to launching the tender.

3.9 DBOM contract preparation (legal and technical parts)

- Base on the results of previous tasks, draft DBOM contract, using internationally recognised forms of contract (for example, FIDIC Conditions of Contract for Design, Build and Operate Projects or alike).
- Suggest allocation of risks and services between the public sector and private sector. All clinical services and general hospital management would remain with the public sector. The draft contract should stipulate the measures to regulate the risks of the parties and ensure the rights of the parties, including the state party. Provide a summary of risk allocation in the form of a Risk Matrix.
- Performance Requirements for FM services, detailed consideration of quality and evaluation criteria thereof.
- Procedure for carrying out the control over performance of the DBOM contract by Borrower, mechanism of acceptance by the Borrower of services rendered by the DBOM contractor in the post-investment period.

- Lifecycle costs responsibilities. Lifecycle fund mechanism. Define if medical equipment replacement is included in the hospital FM services lifecycle responsibilities.
- Prepare a detailed Payment mechanism and Quality failure points regime.

3.10 Tender preparation and contracting

The Consultant shall finalise and agree with the Bank and the MoH the procurement and implementation strategy for the Project.

After preparation of the drafts Outline design, cost estimates, Performance Requirements for facility management, the Consultant will initiate DBOM contractor prequalification procedures. In this respect, the Consultant will prepare the prequalification documents in accordance with the EBRD Procurement Policies and Rules.

When the Outline design, cost estimates, Performance Requirements for facility management, DBOM contract for the hospital are finalised, the Consultant will prepare the tender documents in accordance the EBRD Procurement Policies and Rules.

The Consultant will subsequently manage the procurement process in accordance with the EBRD Procurement Policies and Rules.

Contractors Pre-qualification

- The Consultant shall use the EBRD standard prequalification documents, as published on the EBRD web-site.
- Assist the Borrower with the prequalification process, analyse and evaluate all prequalification applications and make recommendations for prequalification.

Preparation of Tender Documents

- In cooperation with the Borrower, prepare tender documents, including tender evaluation criteria, for the DBOM contract.
- The Consultant shall use the EBRD standard tender documents for two stage international open tendering, as published on the EBRD web-site.

Tender Process

- Assist the Borrower with the tendering process, analyse and evaluate all first and second stage tenders, carry out clarification meetings, as appropriate, provide clarifications and make amendments to the tender documents, as may be required, prepare the respective reports in respect of evaluation of tenders and obtain the Bank's consent to them.

Contract finalisation

The Consultant will assist the Borrower in the contract finalisation and awarding to the successful tenderer.

3.11 Changes in local regulation and sector institutional structure

- The Consultant should analyse local technical, economic, environmental and social regulation in building of hospitals facilities and compare with the best international practice.

- Advise on, and (if necessary or desirable for Project implementation) make recommendations for reform of technical, economic, environmental and social laws/ norms affecting the Project and its implementation, taking into account the requirements of the EBRD Environmental and Social Policy.
- The Consultant shall also assist the MoH in reviewing and suggesting modifications of the national standards and norms in order to align them with the above recommendations. Assistance by the consultant should be limited to 2 years and should include preparation of recommendations, making presentations/discussions of recommendations.

3.12 Technical and Economical Study according to Kazakhstan standards

The Consultant should prepare a Local Feasibility Study (as defined above) in accordance with the requirements of the national laws. The Consultant shall assist the MoH in approving a Local Feasibility Study by industry expertise, State Expertise and the Kazakhstan PPP Center. The Local Feasibility Study will be based on the technical, economical, legal, environmental studies prepared by the Consultant. If necessary, the Consultant shall engage a qualified local firm, having the appropriate licenses and which may provide assistance to the Consultant:

- Reformatting of the Technical Feasibility Study Report so that it is compliant with national regulation for feasibility studies.
- Assisting the Borrower and the MoH in approval of the Project by the relevant authorities, including preparation of replies to comments by the authorities concerned. This work includes assistance in passing and receiving a positive conclusion from an industry examination, a comprehensive non-departmental examination ("вневедомственная экспертиза") and the Kazakhstan PPP Center.
- Completing the financial and economic part of the Local Feasibility Study, including but not limited to:
    - Carry out sensitivity analyses;
    - Analysis of tariffs, affordability, and sustainability;
    - Calculate key financial and economic indicators of the Project, including economic internal rate of return, internal rate of return and net present value, with sensitivity analysis and quantitative risk analysis.
- Providing substantiation of the necessary medical equipment list, medical accessories (hereinafter - MA) and auxiliary equipment; providing justification of the cost of this medical equipment, MA and auxiliary equipment, as well as providing price offers and technical specifications on them, if the specified information was not provided by the Healthcare Planner.

The composition of the Local Feasibility Study is defined in the Code of Rules of the Republic of Kazakhstan 1.02-21-2007 "Rules for the development, agreeing, approval, and composition of the feasibility study for construction" and must comply with the requirements for the development or adjustment, as well as the necessary examinations of the feasibility study of the investment project to provide state guarantees.

3.13 Other tasks

- Assess the project implementation capacity of the MoH and the Borrower and make recommendations on its capacity building both for the project development (to be included in Inception report) and project implementation stages. Review the experience and capacity of the MoH and the Borrower to undertake each stage of the project

development and procurement. This should include a full mapping of key public sector stakeholders that must be consulted and engaged with throughout the process together with an identification of key decision making points and which stakeholders will need to be involved in each of these. Develop organisational design of the MoH and/or the Borrower's team ("Centralised hospital projects implementation unit") needed to deliver individual projects and the overall country's hospitals development programme at each different stage. Estimate budget of the Centralised hospital projects implementation unit working at the MoH level.

The Consultant should assist the Borrower with obtaining of necessary state approvals relevant to the Project at pre-signing stage.

4. IMPLEMENTATION ARRANGEMENTS AND DELIVERABLES

Government side contribution:

For the purposes of the assignment the MoH will:

- Assign an English speaking manager to act as a day-to-day liaison point (for meeting requests, documentation requests, the Project Preparation Group logistics) for the duration of the Project;
- Provide to the Consultant or ensure full access to all appropriate information and data within the context of the work, including MoH records, plans, reports, designs and other documents as appropriate, but it will be the responsibility of the Consultant to translate these documents to the extent required;
- Review and accept (or provide substantive comments on) the Deliverables in a timely manner;
- Obtain or facilitate provision of all approvals necessary to sign the loan agreement with the EBRD;
- Lead the process and provide to the Consultant all necessary support in obtaining acceptance of the Local Feasibility Study by State Expertise;
- Assist and facilitate meetings between Consultants and relevant ministries, agencies or other official bodies.

The MoH will designate senior officials to be the primary contact persons with specific responsibility for assisting the Consultant and co-ordinating activities. The MoH and regional authorities will provide access to all of their facilities and employees for questioning or assistance related to the Project.

All documentation related to the work of the Consultants shall be and will remain the property of the MoH after completion of the assignment. The Consultant shall not publish, use or dispose of this documentation without the written consent of the MoH.

Deliverables

- Consultant will prepare the assignment Deliverables within the time limits and on terms set out below. If preparation of any of the below Deliverables is delayed because of the lack of inputs from the MoH/other consultants the Consultant should finish its work on other unrelated Deliverables / parts of Deliverables and submit them on time while immediately notifying the Bank on remedial actions taken to complete the due work.
- The Deliverables should contain the indication of used sources of information and the methods of analysis, calculations, etc.

- The Consultant, when preparing the Deliverables, shall inform the Borrower and the Bank of the possible risks that arise in connection with the implementation of the Project, and also suggest possible solutions.
- If the input data is requested by the Consultant but is not submitted to the MoH due to the fact that the MoH, its territorial divisions, Akimats, Social Medical Insurance Fund and other state bodies do not collect the requested data, the Consultant shall prepare the Deliverables using alternative sources of data that it will consider acceptable.
- When preparing the Deliverables, the Consultant shall provide draft versions of its Deliverables to the MoH and the EBRD, as well as to finalize them based on the comments and suggestions of the MoH and the EBRD. Measures to facilitate the coordination of the Deliverables are included in the Consultant's scope of work.
- The Deliverables will be considered as final only after the EBRD and the MoH acknowledge their quality as acceptable.

Deliverables	**Language**	**Recipient**	**Timeline (since previous stage)**
Stage 1.			
Inception Report, including among other the following sections: - List of issues for the Project implementation; - Gap analysis for Functional specifications (if Functional specifications are available at the inception stage, otherwise deliver this later); - Confirmation of Environmental category of the project; - Project Timeline for the project indicating party responsible, timing of the delivery, including those prepared in Microsoft Project; - Recommendations on capacity building for the Borrower and MoH necessary for the Project development.	Eng & Rus	MoH, EBRD, Project Coordinator	6 weeks
Report on land site engineering surveys, studies, access, planning, authorisations, utilities, geotechnical and earthquake review.	Eng & Rus	MoH, EBRD, Project Coordinator	8 weeks
Initial Draft Legal Feasibility Study (LFS) report, covering sub-sections i-ix of Section 3.1	Eng & Rus	MoH, EBRD, Project Coordinator	8 weeks

Deliverables	**Language**	**Recipient**	**Timeline (since previous stage)**
Creation of the Project Virtual Data Room		MoH, EBRD, Project Coordinator	
Stage 2. Drafts of the below deliverables should be presented to the recipients			
Financial Model of the Project for the EBRD	Eng & Rus	MoH, EBRD, Project Coordinator	3 months
Financial Model of the Project for the MoH	Rus	MoH, EBRD, Project Coordinator	4 months
Assumptions/Inputs for the model of the Borrower	Eng & Rus	MoH, EBRD	3 months
Project Technical Feasibility Study (TFS) report, including - Outline design - Technical specifications - Performance Requirements for facility management - Project risk review and risk allocation	Eng & Rus	MoH, EBRD, Project Coordinator	3 months
LFS report	Eng & Rus	MoH, EBRD, Project Coordinator	3 months
E&S Assessment report, including o Environmental and Social Audit and Assessment Report, which includes a PR compliance table (see E&S Guidance 1 & 2 of the E&S guidance pack) o Environmental and Social Action Plan (ESAP) (see E&S Guidance 3 of the E&S guidance pack) o Stakeholder Engagement Plan (SEP) (see E&S Guidance 4 of the E&S guidance pack) o Non-Technical Summary (NTS) for disclosure to the public (see E&S Guidance 5 of the E&S guidance pack) o Resettlement-Livelihood Restoration Framework (R-LRF) if needed	Eng & Rus	MoH, EBRD, Project Coordinator, local akimats	3 months

Deliverables	Language	Recipient	Timeline (since previous stage)
DBOM contract Market Study Report	Eng & Rus	MoH, EBRD, Project Coordinator	3 months
Input for financial model for the Borrower	Eng	EBRD	3 months
Draft DBOM contract	Eng & Rus	MoH, EBRD, Project Coordinator	3 months
Stage 3. Final documents			
Financial Model of the Project for the EBRD	Eng & Rus	MoH, EBRD, Project Coordinator	3 months
Final E&S Assessment report	Eng & Rus	MoH, EBRD, Project Coordinator	3 months
Final TFS	Eng & Rus	MoH, EBRD, Project Coordinator	3 months
Final LFS	Eng & Rus	MoH, EBRD, Project Coordinator	3 months
DBOM contract	Eng & Rus	MoH, EBRD, Project Coordinator	3 months
Assistance in a Road show, including presentations to potential DBOM contractors	Eng & Rus	MoH, EBRD, Project Coordinator	3 months
Procurement Strategy report, Prequalification and tender documents	Eng & Rus	MoH, EBRD, Project Coordinator	3 months
Trust Management Contact (or similar) and tender documentation if needed	Eng , Kaz & Rus	MoH, EBRD, Project Coordinator	3 months
The MoH capacity building programme	Eng & Rus	MoH, EBRD	3 months
Various presentation on Project and its status (up to 10 presentations with participation of the consultant's senior team members)	Eng & Rus	MoH, EBRD	3 months
Stage 4. Local TEO approval			

`

Deliverables	Language	Recipient	Timeline (since previous stage)
Receiving of all necessary approvals of the Project Local Feasibility Study (including positive report by the State expertise)	Rus & Kaz (if necessary)	MoH	2 months
Assistance in obtaining approval of Kazakhstan PPP Center	Rus & Kaz (if necessary)	MoH	1 month
Stage 5. DBOM contract tendering support			
Prequalification documents	Eng & Rus	MoH, EBRD, Project Coordinator	During tender stage, up to the contracting
Prequalification evaluation report	Eng & Rus	MoH, EBRD, Project Coordinator	During tender stage, up to the contracting
Finalized financial model following tender	Eng & Rus	MoH, EBRD	During tender stage, up to the contracting
Tender documents for DBOM contract	Eng & Rus	MoH, EBRD, Project Coordinator	During tender stage, up to the contracting
Evaluation reports for DBOM contract	Eng & Rus	MoH, EBRD, Project Coordinator	During tender stage, up to the contracting
Signed DBOM contract	Eng & Rus	MoH, EBRD, Project Coordinator	During tender stage, up to the contracting

Timing:
The overall duration of the assignment will be 2 years after the date of Consultancy contract. In turn, if the tender is re-announced, the above term should be prolonged upon agreement with the Consultant and EBRD.

Logistics:
It is estimated that the Project Team Leader or the Deputy Team Leader will spend at least 80% of time working in Nur-Sultan during the term of the engagement. The Consultant shall continuously interact with the MoH in order to discuss financial, legal, technical and risk issues. It is expected that the Consultant will attend two meetings a month in Nur-Sultan to present the deliverables during preparation stage.

The Consultant shall arrange for its own work space while travelling.

Language and translations:

The tasks of the assignment will be conducted in English and Russian languages. The Consultant will be required to review existing documentation mostly in Russian. Most of the communication with the MoH will be in Russian. The Consultant shall ensure that its Project Team is able to communicate fluently in English and Russian.

The Consultant will be responsible for all interpretation and translation services it may require.

Deliverables must be provided to MoH and EBRD in Russian and English in 2 (two) copies (one copy for each party) in hardcopy and electronic format, bind securely, paginated and signed by an authorized person. The financial model will be made available in Microsoft Excel without passwords or lock/hidden cells.

The Consultant shall be required to explain and disclose to MoH and EBRD all information, calculations, references, all input data and otherwise that are indicated in the Deliverables, including the financial model. None of the above may be deemed confidential information in relation to MoH, EBRD.

Reporting to the Bank:
Additionally, the Consultant will be expected to produce monthly Project Reports to EBRD in English in order to communicate concepts and progress of the Assignment to the EBRD Operation Leader and Lead Environmental and Social Advisor of the Project.

The Consultant shall also be available to respond to any comments/questions that might be received from EBRD during its review of the project.

5. CONSULTANT'S PROFILE

The Consultant should ensure that the appropriately qualified experts are available, as required, for each of the different tasks outlined above. It is expected that the Assignment will be led by an appropriately qualified team leader/hospital facilities specialist, accompanied by both key and supporting experts. Based on the fields of expertise and the tasks mentioned above, it is proposed that the team of the Consultant should consist at least of the following expatriate and local experts:

Key Expert No 1 - Project Team Leader with

- a university degree or equivalent qualification,
- preferably 15 years or more of previous professional experience in the field of hospital facilities management, including PPP, PFI and FM experience;
- previous professional experience in the project management of comparable assignments, including PPP, PFI and FM projects;
- previous professional experience in institutional and commercial management of a hospital facilities, including PPP, PFI and FM projects;
- preferably previous professional experience with the procedures and rules on public procurement and disbursement policies of international financing agencies such as the EBRD, World Bank, European Investment Bank etc.

Key Expert No 2 - Hospital/Facility Management Expert
The Hospital/Facility Management Expert will lead on all technical hospital services matters and related documentation.

Professional experience:

- in excess of 5 years (Principal) or 10 + years (Senior) of practice in hospital management, with advantage given to people with PPP, PFI, FM experience;
- experience in Hospital or similar FM PPP projects that involved private financing, including specific experience on at least two health PPP projects within the last 10 years;
- extensive expertise in hospital management and organisation;
- experience in Kazakhstan or similar CIS countries will be an important advantage;
- excellent knowledge of English and Russian.

Key Expert No 3 - Engineering Expert
The Engineering Experts will lead on all technical matters and related documentation.

Qualifications and skills:

- University degree in architecture, engineering or equivalent;
- 8 years or more of previous professional experience in the role comparable to this assignment;
- Excellent command of English and Russian;
- Degree or certification in hospital building will be an important advantage;
- Knowledge of Kazakhstan legislation, regulations and standards, permits, building design standards.

Key Expert No 4 - Environmental and Social experts with
• 10 years or more of previous professional experience in environmental and social impact assessments and environmental and social due diligence, health and safety, stakeholder engagement, public consultation and disclosure in the local context, gender and inclusion expertise, and substantial involuntary resettlement expertise;
• previous professional experience in the hospital facilities on similar assignments, including for IFIs, and with recent track record in the Country and EBRD region, and experience with EBRD Performance Requirements.

Key Expert No 5 - Financial specialist(s)
• knowledge of public financing and financial modelling. It is expected that the specialist has experience with modelling of medical facilities;
• preferably 5 years or more of previous professional experience in a comparable role to the one proposed for this assignment.

Key Expert No 6 – Costs estimator
- knowledge of local and international CAPEX, OPEX and Lifecycle costing for complex construction projects.
- experience in costing of CAPEX, OPEX and Lifecycle costs in Kazakhstan. Good local rates/cost benchmarking knowledge.
- preferably 5 years or more of previous professional experience in a comparable role to the one proposed for this assignment.

Key Expert No 7 - Local Legal or Contract expert with PPP/DBOM or comparable experience
- A Kazakh lawyer with experience in PPP/DBOM contracts and projects involving facility management services. Knowledge and experience of implementation of the projects under the local legislation, including:
  - Law on State Procurement;

- The Budget Code of the Republic of Kazakhstan;
- The Code of the Republic of Kazakhstan "On Health of the Public and Healthcare System";
- The Law of the Republic of Kazakhstan dated 1 March 2011 No. 413-IV "On State Property";
- The Order of the Ministry of National Economy of the Republic of Kazakhstan dated 16 January 2015 No. 17 "On Approval of the Rules for the Transfer of State Property to Trust and the Model Contract for Trust Management of State Property";
- The Order of the Minister of Finance of the Republic of Kazakhstan dated 4 December 2014 No. 540 "On approval of the Rules for the execution of the budget and its cash services" and other legislation of Kazakhstan.

- At least 5 years experience as legal advisory for on public and private side of large-scale PPP/DBOM projects (experience as advisers of contracting authorities, banks involved in financing and bidders in major projects).
- It is preferable to have experience with DBOM or equivalent contracts (under FIDIC Golden Book or equivalent).
- Excellent English and Russian language speaking skills are required.

Key Expert No 8 - International Legal expert – Construction and DBOM

A lawyer with experience in DBOM contracts, structuring of commercial contracts in the infrastructure sector with a deep understanding of the existing and developing regulatory framework with a reputation for bridging the legal and cultural gaps between foreign investors and Central Asian counterparts. The expertise shall include advising international lenders, sponsors or contractors on substantial infrastructure, or energy projects and DBOM/PPPs in the region.

It is mandatory to have experience with DBOM contracts (under FIDIC Golden Book or equivalent).

Fluent English speaker.

Knowledge of Kazakhstan legislation, regulations and standards will be valuable.

Deputy Team Leader. If the Project Team Leader is not based in Kazakhstan and will not be able to spend most of the project time in Nur-Sultan, the Consultant should appoint one of the following experts as the Deputy Team Leader: Key Expert 2, Key Expert 3, Key Expert 7, or another expert with the same key specialty. The Deputy Team Leader should be based in Nur-Sultan and be fluent in Russian.

Other experts - Non-key experts are likely to cover non-core expertise or activities that require local knowledge or capability and may be nominated on a task-by-task basis. This shall include Resource efficiency expert with experience in hospital facilities and with preferably 5 years or more of previous professional experience in a comparable role to the one proposed for this Assignment.

It is assumed that at least one of the Other experts should be based in the city of Nur-Sultan and one of the experts will spend a substantial part of the assignment's time in Kyzylorda.

The Consultant can propose a number of non-core team members / sub-contractors to fulfil specific tasks (similar to a selection from a short list) and these non-core team members /sub-contractors are not restricted from being part of more than one bid.

The non-core team members are expected to include local experts with good communication skills and evidenced technical knowledge of healthcare sector. Non-core sob-contractors may also include local agencies/project institutes, which have experiences and licenses for preparation of Local TEO.

The Consultant shall engage Russian and, if necessary, Kazakh language speaking staff on their team or arrange for translation/interpreting when necessary. It is mandatory to the Team Leader or Deputy Team Leader to speak Russian.

6. STRUCTURE OF THE TECHNICAL PROPOSAL

Bidders will be required to present technical proposal, which will include the following details:

1. Approach to implementation of the scope of work (covering the scope outlined above) **(maximum of 5 pages)**.
2. Project team, with clear identification of the role of team members, their proposed % time spent on the project (by Stage) and their experience in (i) Facility Management PPP transactions with an indication, for each transaction of the role of the person, and status of the transaction (closed, aborted, in progress), (ii) Experience in Kazakhstan or other CIS countries in infrastructure, (iii) and their language skills.

Provide a summary table that includes the following:

Name	Current Employer	Time in days	Facility Management Experience				Local Experience		Languages	
			Name of Project	Year	Role	Status	KZ	CIS	Language	Level

Include a tick on local experience if it is more than one year accumulated in the last 10 years.

The non-core team members of the Consultant are to be included in the proposal including an expectation of how the work tasks will be split between the core and non-core team members.

3. Firms experience with financing PPP/PFI/FM projects in the infrastructure sectors, (Include a summary table).
4. Staff time. Please provide detailed allocation of staff time to this project in a table format by tasks and in man/days.

Long version references and CVs should be included as Annex.

5. List scope clarifications, caveats and limitations of the proposal.

Annex 1: Preliminary list of possible facilities management services.

1) Building and Land (maintenance services)
2) Extraordinary Maintenance and Repair (lifecycle replacement)
3) General Services Management (utilities management)
4) Furnishing
5) Grounds and Landscape Maintenance
6) Medical Equipment Support
7) Waste Management
8) Linen and Laundry
9) Catering
10) Cleaning
11) Hospital Information Management System Application and Operation
12) Security
13) Reception
14) Patient Guidance and Companion
15) Help Desk Services
16) Pest Control Services
17) Portering
18) Car Parking

Annex 2: Standard Measuring Indicators AND GET Impact Indicators

The Consultant will advise about the following indicators in comparison with the national regulation requirements and the project-specific applicable for newly healthcare facilities.

Indicator	National regulation requirements*	Baseline existing facilities	Project-specific baseline	The Project
U-value of building fabric components: U-wall, W/m2.K U-windows, W/m2.K U-roof, W/m2.K U-floor (ground floor only), W/m2.K				
Efficiency of boilers for space heating (nominal efficiency at full load), %				
Infiltration ventilation rate at standard conditions, 1/h				
Building air-tightness at 50 Pa, $m^3/(m^2 \cdot h)$				
Lighting				
Use of renewable energy, Y/N				
Annual final (or delivered) energy performance, kWh/m2, including: - Heat&fuel performance, kWh/m2 - Electrical performance, kWh/m2 - Total, kWh/m2 And per hospital bed				
Annual primary energy performance, kWh/m2				
Water use at standard conditions of operation, m3/m2 per annum (and/or in m3 per hospital bed per annum)				
Use of lower carbon/environmental footprint materials, in kg per m2 GIFA (RICS/IPMS): - Concrete (i.e. including any types of concrete with GGBS, fly ash or other of lower carbon content - Bricks - Aerated concrete blocks - Any other reusable/recyclable materials				
Embodied energy and carbon, kg CO2 per m2 GIFA				
Climate adaptation/resilience elements, considerations for design, Y/N				
Access to public transportation, Y/N				
Bicycle and pedestrian infrastructure, Y/N				
Elements of smart-building infrastructure, Y/N (i.e. use of BIM, BEMS, automation and control, etc)				
Renewable heat and electricity generation				

Where no specific national regulation requirements exist, the Consultant will advise about the common market practice.

`

Annex 3: Guidelines for financial modelling and Summary of financial information.

The Consultant must ensure that the financial model and analysis is accurate, structured, flexible and transparent, and in line with the specific requirements laid out in the Terms of Reference. The use of the FAST financial modelling standard (http://www.fast-standard.org) is preferred, however not obligatory.

The Consultant is expected to present a financial model for the Project that fulfils the following non-exhaustive conditions:

Accuracy	
Terms	The model accurately matches all financial and operational assumptions presented in the available DD information. The model accurately matches all terms proposed to date in the Term Sheet, including, but not limited to: - Facility size, tenor, grace, interest, tranching, currency; - Financial covenants as contractually defined.
Historical	The model includes the last 3 years of (audited) historical financial statements (not applicable if a green field).
Projections	Projections for the running year are in accordance with latest available estimates / interim results.
Currency	Summary table is in the loan currency or as agreed. Impact of forex variations over time on Financial Statements has been modelled correctly.
Balance Sheet	The model Balance Sheet is balanced under any variation of inputs.
Accounting Standards	Financial Statements is modelled correctly as per IFRS (or local GAAP if agreed).
Summary Sheet	The first output sheet of the model is the Summary Sheet set up in line with the below instructions.
Check sheet	The model includes a separate check sheet, where all model calculation checks are summarised and presented on an aggregate basis.
Structure and Flexibility	
Columns/ time ruler	All sheets maintain a consistent column structure and time ruler throughout the model.
Sheet order	Sheets are arranged so that calculation order flows from left to right.
Inputs	All inputs are separated in a specifically denominated sheet, with no inputs (hard coded) outside them. The input sheet links through the model, enabling a fully integrated, flexible model. The source of each particular input shall be clearly stated in a comment (e.g. Feasibility Study, EBRD information, etc.).
Outputs	Outputs are presented in specifically denominated sheets, with no calculations in them.

Formatting	Use consistent format styles to improve readability of the model. Colour coding for inputs, link imports/exports across sheets, etc. are consistently applied.
Simplicity	Complex calculations are avoided by breaking them down into more basic steps. No use of excel names.
Transparency	
Circularity	The model does not have any circularity.
Macros	The use of macros has to be kept to a minimum. Macros are short, concise and easily traceable.
External links	No links to external worksheets outside the model.
Hiding	The model has no hidden worksheets, rows or columns that include data, whether material or immaterial. Grouping is allowed.
Offset accounts	The model does not have any unexplained "offset" account or entry to offset mismatches.

Summary Sheet:
The model includes a clear, consistent one page summary to facilitate the understanding of the financial aspects and drivers of a loan or investment as well as the degree of vulnerability to identified risks.

The Summary Sheet is to be included as the first sheet in the model in the format shown below. The Summary Sheet shall include:

- 3 years of historic information (none if a green field);
- At least the first five years of projected performance (or until beginning of principal repayment, or the life of the loan if it fits on one page);
- Key assumptions / drivers;
- Related to a particular input can be precisely written;
- Ratios (covenanted and others with standard definitions);
- Breakeven Sensitivities (e.g. DSCR=1 or as agreed);
- Income statement;
- Balance sheet;
- Cash Flow;
- Any additional assumptions, sensitivities, and ratios if considered essential should be included and fitted on the page.

`