AIDE MEMOIRE

GEO: Development for Public-Private Partnerships Proposed Policy and Advisory Technical Assistance —*Fact Finding Mission (23 October 2015)*

A. Introduction

1. The Government of Georgia (government) requested assistance from the Asian Development Bank (ADB) for a policy and advisory technical assistance (TA) to support the development of the public-private partnership (PPP) framework in Georgia.[1] A reconnaissance mission visited Tbilisi from 4 to 9 March 2015. An Aide Memoire (AM) summarizing the preliminary agreements reached with the government on the impact, outcome, outputs, implementation arrangements, cost, financing arrangements and terms of reference of the TA was shared with the government in April 2015. A consultation mission to Tbilisi was fielded from 21-29 July 2015 to undertake follow up discussions with key stakeholders in the public and private sectors and with development partners, and firm up the impact, outcome, outputs, implementation timelines and implementation arrangements. The fact finding mission, conducted with MOESD via videoconference on 23 October 2015, reconfirmed the understandings reached during the consultation mission and addressed comments received from the government on the consultation mission AM.[2] This fact finding mission AM summarizes the understandings and agreements reached during the mission, and it is subject to the approval of the higher authorities of the government and ADB. The list of people met during the consultation and fact finding missions is provided in Appendix 1.

B. Objectives

2. The infrastructure and social services needs of Georgia are greater than the public resources available to address them. Since 2003, the Government of Georgia (government) has systematically introduced wide-ranging economic and institutional reforms to create an enabling environment for private sector investors. These reforms have transformed Georgia's business and economic environment.

3. Private sector participation and contributions to economic growth grew multifold, with privatization efforts and medium to long-term government contracts awarded to private parties. Over the last decade, PPP projects have been implemented by user ministries or agencies in the health, energy, hospitality, and water sectors, among others. Project financing for these PPPs has been provided by national and international commercial banks and financial institutions, publicly-owned funds (such as the Partnership Fund and the Georgian Energy Development Fund) and private funds (such as the Co-investment Fund). Progress has been made but an improved policy, legal and regulatory and financial framework is necessary to enable the government to more effectively utilize PPPs as a means of procuring public infrastructure and services.

[1] The proposed TA is included in the Country Operations Business Plan 2015-2017.

[2] The consultation mission comprised Y. Elhan-Kayalar, Principal Public Management Specialist/Mission Leader, Central and West Asia Department, and G. Luarsabishvili, Economics Officer, Georgia Resident Mission. The fact finding mission comprised P. Sood, Financial Sector Specialist/Mission Leader, Central and West Asia Department, and G. Luarsabishvili, Economics Officer, Georgia Resident Mission. Country Directors, Georgia Resident Mission provided guidance and information on discussions with the government during the reconnaissance and consultation missions.

4. Experience to date with PPPs has revealed that: (i) a variety of partnership modes may be explored by public and private entities in delivering infrastructure and social services; (ii) before a robust portfolio of PPPs can be developed, a broad-based and shared understanding of what PPPs are and what they can contribute to the development targets of Georgia should be in place; (iii) a clear and complete legal, regulatory, institutional and financial framework for PPPs may help generate further clarity and confidence among both public and private parties pursuing PPPs; and (iv) a more structured and standardized approach, including the contracts used for similar projects, may help modulate the transaction costs and risks of various public sector entities negotiating individual concessions. Increasing private sector participation in public service delivery within a transparent, predictable and standardized regulatory framework, with the optimal risk allocation between public and private sector partners clearly delineated, may help improve overall efficiency and effectiveness of public infrastructure and service delivery.

5. The Ministry of Economy and Sustainable Development (MOESD) is currently coordinating the policy level and institutional activities for establishing the PPP framework in Georgia. The Fiscal Forecasting Department of the Ministry of Finance (MOF), supported by ADB, is developing the framework to identify and manage the fiscal risks and contingent liabilities associated with PPPs.

6. The TA will help enhance public sector capacity to engage the private sector more effectively in economic development, particularly by streamlining and delineating the role of the government in PPP arrangements for infrastructure and service delivery. Government capacity to select, develop, and implement PPP projects will be improved. The risk management capacity of MOF for PPP projects will be strengthened. Standard PPP contracts and tender documents will be developed.

7. Under the TA, extensive awareness and capacity development activities for public and private sector representatives, potential investors and financiers will be conducted. Staff working on PPPs in the MOESD, MOF and PPP focal staff in sector ministries will be trained in effective application of the PPP policy and the use of PPP documents. TA capacity development activities will be coordinated with the Academy of the Ministry of Finance to (i) reach a larger group within the public and private sectors, through periodic training sessions; (ii) initiate cost-effective train-the-trainer programs for PPPs; and (iii) inculcate PPP training into the government's core capacity development curriculum. The Academy, a legal entity of public law under MOF, has been providing training since 2013 to public sector staff on management, financial management, and good business practices, through public and private sector trainers. The Agency's well-equipped training facility will be used to conduct the trainings under the TA.

8. The European Bank for Reconstruction and Development (EBRD), the International Finance Corporation (IFC), the World Bank, and ADB support private sector development through business environment reforms, financial market development, and private sector investments. The United States Agency for International Development (USAID) engages in policy advisory, capacity building, private sector surveys, and pilot programs for small businesses and rural development. German development cooperation through KfW supports the financing of economic infrastructure, a regional small business fund, and the development of value chains for agribusinesses and rural finance, among others.[3] During the TA reconnaissance and consultation missions, discussions have been held with these

[3] ADB. 2015. Country Partnership Strategy 2014-18. Private Sector Assessment. Manila.

development partners to identify synergies which will be further developed during TA implementation.

9. On PPPs specifically, EBRD is providing technical assistance to the government, through MOESD, in drafting of a PPP Policy and a PPP law. The ADB TA team is part of the working group established by MOESD for the development of the PPP policy and law. The proposed ADB TA will build on the outputs produced under EBRD's technical assistance from August 2015 until March 2016 i.e., it will support the government to develop and adopt a conducive policy, regulatory, institutional and financial framework for PPPs, and improve its capacity to effectively develop PPP projects within this framework.[4]

10. The TA is fully aligned with the government's Socio-economic Development Strategy of Georgia (Georgia 2020), ADB's Country Partnership Strategy 2014-2018 and ADB's Midterm Review of Strategy 2020—all of which prioritize improved public service delivery and private sector participation for inclusive growth.[5] The TA will also build on and complement ADB's previous support for PPPs and EBRD's ongoing support for the PPP policy and legislative framework.

C. Technical Assistance Components

11. The impact of the TA will be an enabled environment for PPPs in Georgia. The outcome of the TA will be an improved legal, institutional and financial framework for developing and implementing viable PPP projects.

12. The TA outputs that will help achieve the above-stated outcome will include (i) government capacity to select, develop, and implement PPP projects improved; (ii) risk management capacity of MOF for PPP projects strengthened; and (iii) PPP documentation standardized. Key risks that may impact effective TA implementation are (i) agreed policy and institutional arrangements for PPPs are not fully implemented, and (ii) critical mass of trained PPP focal staff not retained for at least two years. To manage and mitigate these risks, PPP focal staff in counterpart agencies has been identified during TA reconnaissance. ADB will work with these focal staff in central and sector agencies to ensure timely implementation of policy and institutional arrangements. The TA team builds on previous ADB work on PPPs and will continue its close collaboration with the multilateral and bilateral agencies that support PPPs and private sector development. Working with the Academy of the Ministry of Finance, customized training sessions on the policy, legal, financial and technical aspects of PPPs will be developed and implemented. The design and monitoring framework is provided in Appendix 2.

[4] ADB TA 8716-GEO: Strengthening Domestic Resource Mobilization was approved for $500,000 in September 2014. Under TA 8716 gap analyses of the legal and regulatory framework for PPPs and the risk management capacity of MOF have been completed and recommendations to strengthen the latter provided. Currently EBRD is using this analysis to draft a PPP policy and law for the Georgian government's consideration. The government requested ADB's assistance in developing their capacity to understand and use PPP modality effectively so that they may make more informed choices as they finalize the draft PPP policy and law. Hence the proposed TA will first help develop overall understanding of PPPs and support the requisite policy dialogue. Then, once the legal framework is in place, it will support the generation and use of the secondary legal documents and the application of the policy and the law by sector ministries/agencies.

[5] Government of Georgia. 2014. *Socio-economic Development Strategy of Georgia (Georgia 2020)*. Tbilisi; ADB. 2014. *Country Partnership Strategy 2015-2018*. Manila; ADB. 2014. *Midterm Review of Strategy 2020: Meeting the Challenges of a Transforming Asia and Pacific*. Manila.

D. Technical Assistance Resources and Implementation

13. MOESD will be the executing agency for the TA. A focal group in MOESD, including the National Agency of State Property (NASP) and the Transport Policy and Economic Analysis departments of MOESD; a focal group in MOF, including the Fiscal Forecasting Department (FFD) of the MOF; a focal group in the Ministry of Road Development and Infrastructure (MRDI); and a focal group in the Ministry of Health (MOH) will be the implementing agencies (IAs) for the TA. The TA will also work with the Ministry of Energy, Ministry of Justice, and the Tbilisi Municipality, as necessary, during TA implementation. ADB's Central and West Asia Regional Department, Public Management, Financial Sector and Trade Division will administer the TA. Upon approval, the TA is expected to be implemented over a 20-month period, from November 2015 to July 2017.

14. Four consultants will be engaged by ADB for 16 person-months to provide policy advice and technical and capacity development assistance during TA implementation. The consultant team will include an international PPP specialist (engaged intermittently for 5 person-months); an international PPP (finance) specialist (5 person-months); an international PPP (legal) specialist (4 person-months), and a national PPP (legal) specialist (2 person-months). The consultants will be engaged by ADB on an individual basis in accordance with the Guidelines on the Use of Consultants (2013, as amended from time to time). TA consultants will be engaged on output-based (lump sum) contract to reduce the administrative burden on the government and ADB and improve economy, efficiency and value for money. Disbursements will be made in accordance with ADB's Technical Assistance Disbursement Handbook (May 2010, as amended from time to time). Consultant terms of reference are provided in Appendix 3.

15. The TA was designed in consultation with five main groups of stakeholders, as listed below:

(i) *Public sector counterparts:* MOESD, MOF, Ministry of Energy, Ministry of Regional Development and Infrastructure, Ministry of Labor, Health and Social Affairs, and the Tbilisi Municipality City Hall.
(ii) *Private sector counterparts:* Business Association of Georgia, Georgian Chamber of Commerce and Industry, and the American Chamber of Commerce.
(iii) *Potential financiers and PPP project developers:* Partnership Fund, Georgian Energy Development Fund, Co-investment Fund, and the Georgian National Investment Agency.
(iv) *Private concessionaires of ongoing PPPs:* United Water Supply Company of Georgia.
(v) Multilateral and bilateral *development agencies* that support private sector participation: World Bank, IMF, IFC, UNDP, UNICEF, EBRD, KfW, and USAID.

16. Consultations and collaboration with these counterparts will continue during TA implementation. They will be invited to participate in the PPP awareness building workshops and focus group discussions that will be supported by the TA.

17. PPP training and reference materials developed under the TA will be used for the capacity development activities under the TA. These training materials will also be shared with the Academy of MOF, with a view to developing the in-house capacity of the Academy to (i) continue the PPP training roll-out in the medium term; (ii) train additional trainers for PPP capacity development; and thus (iii) institutionalize PPP capacity development to ensure a critical mass of staff developing and managing PPP projects are well-versed in the core PPP concepts and principles. TA reports and model PPP contracts—developed in consultation with

key counterparts and beneficiaries—will be made available in Georgian for wider public and private sector dissemination. A study tour will be arranged for select staff from the key implementing agencies to an ADB member country with extensive PPP experience, to facilitate peer learning.

18. During TA implementation, ADB TA team will work closely with the IAs to ensure TA outputs and outcomes are achieved and remedial measures are implemented in a timely manner when required. Consultant inputs will be monitored directly by the TA team, in line with the deliverables summarized in the TA design and monitoring framework and through the feedback solicited from the IAs and other stakeholders benefiting from TA.

E. Follow-up Actions

19. The government is requested to indicate its comments, if any, and its agreement with this Aide Memoire with a letter addressed to ADB, signed by MOESD as the executing agency, by 2 November 2015. Upon receiving government concurrence on the TA scope, ADB management approval will be sought for the TA.

F. Acknowledgement

20. The mission would like to express its gratitude to the Government, the EA and IAs for the support and cooperation extended to it.

Priyanka Sood
Financial Sector Specialist
Public Management, Financial Sector, and Trade Division
Central and West Asia Department

Manila, 27 October, 2015

LIST OF PERSONS MET[6]

Ministry of Finance
Nodar Khaduri, Minister
David Lezhava, Deputy Minister
Nikoloz Gagua, Head of Fiscal Forecasting Department

Ministry of Economy and Sustainable Development
George Kvirikashvili, Minister
Irma Kavtaradze, Deputy Minister
Ekaterine Danelia, Deputy Chairman, National Agency of State Property
Tinatin Chachanidze, Head of Legal Department, National Agency of State Property

Ministry of Energy
Ilia Eloshvili, Deputy Minister
Mariam Valishvili, Deputy Minister
Liza Tavdumadze, Head of Department, Investment Projects Department
Irakli Tavartkiladze, Chief Advisor, Legal Department

Ministry of Labor, Health and Social Protection
Valeri Kvaratskhelia, Deputy Minister

Ministry of Regional Development and Infrastructure
Nodar Javakhishvili, Minister
Ilia Darchiashvili, First Deputy Minister
Eka Sepashvili, Deputy Minister
Nugzar Gasviani, First Deputy Chairman, Roads Department
Irakli Litanishvili, Deputy Chairman, Roads Department

Tbilisi City Hall
Dimitri Kumsishvili, Vice Mayor

Georgian Energy Development Fund
Giorgi Bezhuashvili, Chief Executive Officer
Nugzar Khaindrava, Chief Financial Officer

The Partnership Fund
Natia Turnava, Deoputy Chief Executive Officer
George Cherkezishvili, Chief Financial Officer

The Academy of the Ministry of Finance
Tamar Japaridze, Director

[6] The list comprises the people met during 21-29 July consultation mission. The understandings and agreements reached at the end of this mission were reconfirmed during the fact finding mission conducted with MOESD via videoconference on 23 October 2015.

Non-governmental Organizations

American Chamber of Commerce
George Welton, Executive Director

Business Association of Georgia
Irakli Aslanishvili, Executive Director

Georgian Co-Investment Fund
Thea Jokhadze, Managing Director, Finance, Risk and Investor Relations

Development Partners

European Bank for Reconstruction and Development (EBRD)
Bruno Balvanera, Director
Alexei Zverev, Legal Counsel, PPP Team Leader

International Finance Corporation (IFC)
Jan Van Bilsen, Regional Director

International Monetary Fund (IMF)
Azim Sadikov, Regional Director

Kreditanstalt für Wiederaufbau (KfW)
Lars Oermann, Regional Director

World Bank
Rashmi Shankar, Governance Lead, Finance and Economics Team
Joseph Melitauri, Roads Team

DESIGN AND MONITORING FRAMEWORK

Impact the Project is Aligned with
An enabled environment for PPPs in Georgia.[a]

Results Chain	Performance Indicators with Targets and Baselines	Data Sources or Reporting Mechanisms	Risks
Outcome Improved legal, institutional and financial framework for developing and implementing viable PPP projects	a. At least 1 PPP project competitively tendered by July 2017	a. MOESD status reports b. TA reports	Agreed policy and institutional arrangements for PPPs are not fully implemented
Outputs 1. Government capacity to select, develop, and implement PPP projects improved	1a. PPP project selection criteria adopted by the government by end-August 2016 (Baseline: No standardized criteria in 2015) 1b. PPP staff from focal units of MOESD, MOF and sector ministries trained in effective application of selection criteria by end-September 2016 (Baseline: No standardized criteria in 2015) 1c. PPP focal staff in sector ministries provided specialized training on PPP contract and project management by end-September 2016 (Baseline: No such training in 2015)	1a–c Reports of key counterpart agencies 1c. TA progress reports	Critical mass of trained focal PPP staff not retained for at least two years; EBRD outputs are not delivered within the timeframe agreed between EBRD and the Government.
2. Risk management capacity of MOF for PPP projects strengthened	2a. Risk management functions and protocols adopted by RMU/unit of MOF overseeing risk management by end-August 2016 (Baseline: None in 2015) 2b. Risk management toolkits used by MOF by October 2016 (Baseline: No toolkits in 2015) 2c. Risk management protocols applied to all PPP transactions from October 2016 onwards (Baseline: No protocols in 2015)	2a. Approved protocols 2b. TA progress reports and ADB mission reports 2c. RMU quarterly status reports	
3. PPP documentation standardized	3a. PPP focal staff in MOESD, MOF and in sector ministries are trained in the of PPP project selection criteria, standard PPP contracts and tender	3a. TA status reports, updates from MOESD	

Results Chain	Performance Indicators with Targets and Baselines	Data Sources or Reporting Mechanisms	Risks
	documents and in project management by November 2016 (Baseline: None in 2015) 3b. Standard PPP contracts and tender documents are used for PPP projects from December 2016. (Baseline: None in 2015)	3b. PPP Project documents	

Key Activities with Milestones

Output 1. Government capacity to select, develop, and implement PPP projects improved

1.1. TA consultant recruitment completed by end-November 2015.
1.2. PPP project selection criteria developed by March 2016.
1.3. Training modules on PPPs, PPP contracts and project management developed by May 2016, and conducted from June 2016 onwards.
1.4. PPP focal units established in implementing agencies by end-August 2016.

Output 2. Risk management capacity of MOF for PPP projects strengthened

2.1. Risk management functions and protocols developed by March 2016.
2.2. Risk management toolkits developed by May 2016.

Output 3. PPP documentation standardized

3.1. Model PPP contracts and tender documents drafted by September 2016.
3.2 Training /workshops conducted on the use of PPP standard documentation including contracts and tender documents by November 2016.

Inputs

ADB: $500,000 (TASF-Others)

Assumptions for Partner Financing

Not Applicable.

MOESD = Ministry of Economy and Sustainable Development, MOF = Ministry of Finance, PPP = public-private partnership, RMU = risk management unit, TA = technical assistance, TASF = technical assistance special funds
[a] Government of Georgia. 2014. *Socio-economic Development Strategy of Georgia (Georgia 2020)*. Tbilisi.
Source: Asian Development Bank.

OUTLINE TERMS OF REFERENCE FOR CONSULTANTS

A. PPP specialist/Team leader, International (5 person-months, intermittent)

1. The consultant will advise the Government of Georgia (government) on developing the policy, institutional, legal and regulatory, and financial framework to support public-private partnerships (PPP) within the scope of this technical assistance (TA). The advice will be based on an independent assessment of the government's development priorities, the business environment and PPP modalities that would be best suited to the procurement of infrastructure and services in the context of Georgia. The consultant will have a post-graduate degree in economics, finance or a related field, and will have at least 10 years of experience in advising governments on developing PPP enabling environments and or with project finance. Previous work experience in the Caucasus region or Eastern Europe will be preferred. The consultant will work in close cooperation with the TA implementing agencies and the international PPP (legal) specialist, the international PPP (finance) specialist and the national PPP (legal) specialist to ensure timely delivery of high quality inputs from the consultant team. The Ministry of Economy and Sustainable Development (MOESD) will be the executing agency for the TA. A focal group in MOESD, including the National Agency of State Property (NASP) and the Transport Policy and Economic Analysis departments of MOESD; a focal group in the Ministry of Finance (MOF), including the Fiscal Forecasting Department (FFD) of the MOF; a focal group in Ministry of Road Development and Infrastructure (MRDI); and a focal group in the Ministry of Health will be the implementing agencies for the TA. The TA will also work with the Ministry of Energy, Ministry of Justice, and the Tbilisi Municipality, as necessary, during TA implementation.

2. The consultant's tasks will include:
   (i) Based on international good practice and the Georgian context, develop recommendations for an institutional framework that includes a structured collaboration between MOESD, MOF and other counterpart agencies under the TA, as relevant for the government to better support PPPs;
   (ii) Assist the government in developing a PPP framework, its institutional requirements, and performance parameters including risk sharing, in consultation with key TA stakeholders and development partners working on PPPs;
   (iii) Develop project selection criteria for PPP projects, in close coordination with the other PPP specialist of the team;
   (iv) Draft terms of reference and operational guidelines, in consultation with key TA
   (v) beneficiaries and stakeholders, for PPP focal units in agencies with potentially large PPP portfolios;
   (vi) Advise on the design of a model PPP contract (s), its key features and underlying principles, risk assessment and risk sharing, and the tendering process and subsequent contract management in consultation with user ministries and agencies;
   (vii) Working with the PPP (legal) and PPP (finance) specialists, develop model contract agreements for 3 sectors, i.e., for transport, roads and health sectors;
   (viii) Prepare general recommendations on government financial support mechanisms, including guarantees, in close coordination with the finance and legal specialists;
   (ix) Design a comprehensive capacity development plan, including on-the-job training and seminars, for PPP focal staff, as well as representatives from the ministries and agencies with PPP portfolios;
   (x) Provide on-the-job training to the PPP and risk management unit staff on public sector management of PPPs;

(xi) Identify any online courses on PPPs—similar to those provided by the Institute for Public Private Partnerships (Virginia, US)—that will be useful for TA stakeholders;
(xii) Design and conduct five training sessions, including one to train the trainers, workshops for public and private sector representatives, including legal professionals and financial sector representatives on above-mentioned topics; and
(xiii) other related tasks necessary for effective and timely TA implementation.

B. PPP (finance) specialist, international (5 person-months, intermittent)

3. The consultant will guide and advise the PPP focal staff in the Ministry of Finance and sector ministries in undertaking financial analyses for PPP projects and develop financial (analyses0 models that may be necessary to support the PPP pipeline in Georgia. The consultant will also make recommendations on strengthening the risk management framework, improving risk management processes, and documentation required to assess the PPP projects at the evaluation stage with a specific focus on risk management. The consultant will have a post-graduate degree in finance, business management or a related field and at least 10 years of experience in project finance, financial risk management or financial structuring of PPPs. Work experience with public and private sector entities, and regional experience in the Caucasus region or Eastern Europe will be preferred. The consultant will work closely with the team leader, the various IAs and the TA team of PPP specialists.

4. The PPP (finance) specialist will:
(i) Prepare work flow processes/s, methodology and standardized template/s for financial analysis of PPP projects;
(ii) Prepare standardized templates and processes to assess the value-for-money of proposed PPP projects;
(iii) Assess the effectiveness of existing PPP risk assessment and management framework in Georgia with a focus on legal, financial and commercial risk;
(iv) Based on the assessment above, draft a risk management framework for PPPs, including a process for risk management, covering risk identification, assessment, allocation, mitigation and overall risk management, including contingent liabilities;
(v) Draft fiscal risk guidelines, including for contingent liabilities arising in PPPs, model/standardized risk assessment templates, risk management manual and toolkits;
(vi) Prepare a comprehensive monitoring and review process to identify risks and new risks as the project develops and its environment changes, with emerging risks to be assessed, allocated, mitigated and monitored during the life of the project;
(vii) Based on international good practices and the Georgian context, develop recommendations for a suitable financial framework to support the development and commercial viability of PPPs, including funding for project preparation, transaction advisory services, long term debt financing, and viability gap funding and or guarantees;
(viii) Design a comprehensive capacity development plan including training on the job and seminars, for PPP focal staff;
(ix) Provide on-the-job training to the risk management unit staff on various aspects of risk identification, assessment and management (using the fiscal risk guidelines and toolkits); provide similar training to PPP staff of other counterpart agencies, as seen necessary;
(x) Design and conduct five training sessions, including one to train-the-trainers, workshops for public and private sector representatives, including legal

professionals and financial sector representatives on above-mentioned topics; and

(xi) other related tasks necessary for effective and timely TA implementation.

C. PPP (legal) specialist, international (4 person-months)

5. The consultant will work closely with the national PPP (legal) specialist and advise the government on the legal framework for PPPs and the legal documents, including, concession agreements for PPPs, in Georgia. The consultant will have an undergraduate, graduate or postgraduate degree in law and at least 10 years of experience in commercial law and PPPs in developing countries. Previous work experience in the Caucasus region or Eastern Europe will be preferred. The consultant will work closely with the team leader, the various IAs and the TA team of PPP specialists.

6. The consultant will:

(i) Draft model concession agreements, contracts for three sectors (including at least one infrastructure and one service sector;

(ii) Provide on-the-job training to legal professionals from MOESD, MOF and other government agencies on effective use of these contracts;

(iii) Draft in close coordination with the MOESD and MOF, guidelines and a process for the government to handle unsolicited PPP project proposals;

(iv) Design and conduct three training sessions and or workshops for public and private sector representatives, including legal professionals and financial sector representatives on the legal aspects of PPPs; and

(v) other related tasks necessary for effective and timely TA implementation.

D. PPP (legal) specialist, national (2 person-months)

7. The consultant, working closely with the other team members, will advise the government on the legal framework and contractual agreements to support the PPP pipeline in Georgia. The consultant will have a graduate or postgraduate degree in law and at least 7 years of experience in commercial law and preferably PPPs in Georgia. The consultant will work closely with the team leader, the various IAs and the TA team of PPP specialists.

8. The consultant will work with the international PPP (legal) specialist to:

(i) Help assess the legal and regulatory framework for PPPs in Georgia;

(ii) Draft model concession agreements, contracts for three sectors (including one infrastructure and once service sector), and ensure complementarity with existing legislation and processes;

(iii) Draft a process for the government to handle unsolicited PPP project proposals and ensure the proposed processes are contextually relevant and appropriate for Georgia;

(iv) Support the international PPP (legal) specialist in conducting three training sessions, workshops for public and private sector representatives, including legal professionals and financial sector representatives on above-mentioned topics; and

(v) other related tasks necessary for effective and timely TA implementation.