

TERMS OF REFERENCE FOR CONSULTANTS

A. Output 1 – Conducting the Investment Feasibility Study

1. **Scope of work.** An international consulting firm will be engaged to conduct the investment feasibility study (IFS) using **quality- and cost-based selection (QCBS) method with 90:10 quality-cost ratio and simplified technical proposals. The contract with the firm will be lump-sum and performance-based.** The firm shall assess the worthiness and sustainability of the proposed financing to establish three holistic horticulture wholesale markets in Tashkent, Fergana, and Samarkand. The study shall cover, but not limited to the following aspects: market and value chain analysis; demand analysis; investment alternative analysis (greenfield versus brownfield options); conceptual design of each of the three wholesale market facilities; operation and maintenance plan; risk assessment (including business and market risks); economic and financial analysis; business management model and governance including the public-private partnership arrangements; financial management assessment; procurement capacity assessment and procurement packaging; social and gender analysis; safeguards assessment and planning (including preparing documents for environmental safeguards and land acquisition and resettlement); and the workflow from the conceptual designs to functional facilities. It is required that close consultations, discussions, and surveys of potential users/stakeholders be conducted to ensure the market designs are practical to the users' purposes, and the operation has high likelihood of sustainability. The IFS Report structure will be provided by ADB. The expected date of service commencement is August/September 2017.

2. **Deliverables.** The firm shall submit the following reports: (i) Inception report; (ii) Draft final IFS Report; and (iii) Final IFS Report after incorporating all comments and/or recommendations of ADB and the government. All the reports are expected to be in English, except that the main text of the draft final IFS report, and project administration manual must be translated into Russian.

3. **Maximum Budget and Payment Schedule.** The maximum budget for the IFS assignment is \$600,000. The payment schedule is as follows: (i) 10% after signing the contract; (ii) 15% following the submission of the Inception Report; (iii) 40% following the submission of the draft final IFS report to the ADB and the government; (iv) 25% after incorporating comments of ADB and the government; and (v) 10% after ADB and the government have finished the loan negotiation and no more revision on the IFS report is required.

4. **Consultant's Qualification.** The minimum requirements for the firm are (i) extensive and proven experience in conducting feasibility studies for and/or setting up holistic wholesale markets for agricultural products in various countries; and (ii) at least 15 years of experience for the team leader and 10 years of experience for other key staff in similar market value chain infrastructure development projects. It is preferred that the firm associates with (an) other firm(s) (domestic and/or international) which have recent and solid experience in preparing ADB-financed projects related to agriculture development, and agriculture value chain infrastructure in Uzbekistan.

5. **Detailed Terms of Reference.** The schedule of indicative consulting service inputs is in Table 1. However, the firm may, at its discretion, propose a modified service input schedule and skills mix, if needed, to undertake the IFS. Terms of reference for each specialist are outlined hereunder.

Table 1: Indicative Consulting Service Inputs for Conducting the IFS

Positions	International (person-months)	National (person-months)
Output 1 - Conducting the Investment Feasibility Study		
Team Leader/Wholesale Market Design Specialist	6	0
Deputy Team Leader/Market Infrastructure Specialist	0	6
Horticulture Trade Specialist	3	5
Architect/Structural Engineer	2	4
Wholesale Market Management Specialist	2	0
Agricultural Economist and Financial Specialist	2	4
Financial Management Specialist	0	2
Procurement Specialist	3	3
Environmental Specialist	2	4
Social Safeguard/Resettlement Specialist	2	4
Social Development Specialist	0	3
Subtotal	22	35

Source: Asian Development Bank.

6. **Team leader/Wholesale Market Design Specialist** (international: 6 person-months). The specialist must have at least a Master's Degree in agriculture economics, rural development, business administration, project management, or a related field, with at least 15 years of continuous experience in designing and implementing wholesale market development projects, particularly physical holistic wholesale markets for perishable products in several countries. Knowledge of and experience in horticulture value chain development, horticulture export promotion, and public-private partnerships (PPPs) in market infrastructure financing/operation are highly preferred. The specialist will be responsible for, but not limited to, the following: (i) lead and coordinate the project designing process in terms of project components and composition of the wholesale markets, conceptual/preliminary designs, and due diligence on various aspects as required by ADB and the government; (ii) liaise frequently and work closely with government ministries, agencies, sector research institutes, and other relevant stakeholders including the private sector firms to ensure the proposed project design is practical and has a high likelihood of sustainability; (iii) lead the preparation of the detailed sector assessment as a solid background for the proposed project design; (iv) prepare the IFS report based on the ADB's IFS Report Structure (to be provided by ADB) by providing his/her own inputs and consolidating relevant inputs provided by the team; and (v) ensure the IFS report addresses various due diligence aspects as stated in the scope of work and the IFS Report Structure, and as instructed by ADB and the government from time to time.

7. **Deputy Team Leader/Market Infrastructure Specialist** (national: 6 person-months). The specialist must have at least a Bachelor's Degree in engineering with 10 years of experience in designing and implementing similar market value chain infrastructure development projects in Uzbekistan. Past and/or ongoing experience in preparing/designing ADB-financed projects in the role of national (deputy) team leader is a must. Knowledge of and experience in cold storage development for horticulture is highly preferred. The specialist will be responsible for, but not limited to, the following: (i) coordinate with and support the team leader in carrying out his tasks related to project design, liaising with the government and stakeholders, report writing and compilation in accordance with ADB's requirements; (ii) under the instruction of the team leader, conduct the consultations with horticulture farmers, business firms, and other stakeholders; (iii) sketch out preferred composition/components of the holistic wholesale markets; (iv) together with the Horticulture Trade Specialist and the Civil Engineer/Architect, assess and design the cold storage component and other associated fixtures for inclusion into

the design of the holistic wholesale markets; and (iv) undertake other tasks related to the IFS as determined by the team leader.

8. **Horticulture Trade Specialist** (international: 3 person-months; national: 5 person-months). The international specialist shall have at least a Master's Degree in economics, commerce/trade, finance, business administration, or a related field, with 15 years working experience in agriculture/horticulture trade in several countries. The national specialist shall have at least a Bachelor's Degree in economics, finance, or commerce, with 10 years working experience with agriculture development/trade projects in Uzbekistan. Familiarity with current agricultural trade situation and horticulture value chain of Uzbekistan is highly preferred for both specialists. The specialists are responsible for, but not limited to, the following: (i) assist the team leader in preparing the detailed sector assessment as a solid background for the proposed project design; (ii) analyze the current source-to-destination flows of horticultural products for both domestic consumptions and export, and actual/potential business and market risks to help determine/suggest the optimal locations, and site development options (greenfield or brownfield), estimated development/investment costs, and expansion plan for the three holistic wholesale markets.

9. **Architect/Structural Engineer** (international: 2 person-months; national: 4 person-months). The international specialist shall have at least a Master's Degree in civil/structural engineering, spatial planning, planning and real estate management, interior/exterior design, architecture, or a related engineering field, with 15 years working experience in designing modern and comprehensive market structures in several countries. The national specialist shall have at least a Bachelor's Degree in civil engineering, spatial planning, planning and real estate management, interior/exterior design, architecture, or a related engineering field, with 10 years working experience with detailed design of infrastructure projects in Uzbekistan. Both specialists must be capable of handling/processing technical drawings with common graphic design softwares. The specialists are responsible for, but not limited to, the following: (i) prepare conceptual drawings of the floor plans of the three holistic wholesale markets with and without expansion plan based on inputs of relevant team members; (ii) provide narrative interpretation of the conceptual drawings and relevant inputs to the feasibility report for each holistic wholesale market; and (iii) archive, in an organized manner, the drawings and technical parameters of the conceptual designs to serve the purpose of the national feasibility study reporting and the detailed design.

10. **Wholesale Market Management Specialist** (international: 2 person-months). The specialist shall have at least a Master's Degree in economics, commerce/trade, finance, business administration, or a related field, with 15 years working experience in management or management consulting for holistic wholesale market establishment/operation. Experience in PPP arrangements for market infrastructure operations is preferred. The specialist is responsible for, but not limited to, the following: (i) consult with various stakeholders including potential market management companies and lessees of the wholesale market floor space to inform the market design features, and technical and operational aspects; (ii) prepare a detailed market management document elaborating, among other things, the proposed organizational/institutional structure for the holistic wholesale markets, practical business models including PPP contractual arrangements, detailed guidelines for market management based on the PPP contractual model, roles and responsibilities of each stakeholder involved, and cost recovery mechanisms; and (iii) recommend to the government any legal and regulatory aspects that need to be adjusted/improved to sustain the market facilities.

11. **Agricultural Economist and Financial Specialist** (international: 2 person-months;

national: 4 person-months). The international specialist shall have at least a Master's Degree in agricultural economics, or project finance, with 15 years working experience in preparing economic and financial analyses and/or designing of agriculture value chain projects in several countries. The national specialist shall have at least a Master's Degree in economics, project finance, or business administration, with 10 years working experience for agriculture development/trade projects in Uzbekistan. Familiarity with cost estimation software programs is preferred for both specialists. They are responsible for, but not limited to, the following: (i) assist the team leader in preparing the detailed sector assessment as a solid background for the proposed project design; (ii) prepare the project cost estimates and financing plan based on ADB formats; (iii) prepare the economic and financial analyses for the three holistic wholesale markets in compliance with ADB's relevant guidelines; (iv) prepare financial sustainability analysis for the potential operating entity(ies) for each wholesale market facility; and (v) provide inputs to and work with the Procurement Specialist in preparing the project procurement plan.

12. Financial Management Specialist (national: 2 person-months). The specialist shall have at least a Bachelor's Degree in accounting, auditing, finance or economics with experience in financial management and governance regimes, and preferably possess a professional accountancy/finance qualification such as a Chartered Accountant, CPA, or equivalent. (S)he will be responsible for the following (i) conduct financial management assessments of the executing agency and other agencies related to the project financing in terms of financial management, governance, and integrity; and (ii) analyze risks and recommend mitigation measures to safeguard risk exposures of the executing agency and other agencies related to the project financing.

13. Procurement Specialist (international: 3 person-months; national: 3 person-months). The international specialist shall have at least a Master's Degree in economics, finance, project procurement or a relevant field, with 15 years working experience in project management and procurement in developing countries and has extensive experience in Uzbekistan. The national specialist shall have at least a Bachelor's Degree in economics, finance, project procurement or a relevant field, with 10 years working experience in project management and procurement in Uzbekistan. Both specialists are required to be familiar with procurement guidelines and related procedures of ADB and the government. They are responsible for the following: (i) prepare procurement workflow from the detailed design stage to the market commissioning stage; (ii) conduct a procurement capacity assessment for the executing agency in accordance with ADB's guidelines; (iii) prepare an overview of supply market for the type of goods, works, and services required by the project; (iv) prepare the project procurement plan in collaboration with the other relevant team members including the Economist and Financial Specialist; and (v) assist the executing agency in undertaking advance actions in procurement, namely, (a) preparing the draft request for proposal (RFP) including the terms of references for the detailed design and supervision consultant, and (b) assisting the executing agency in short-listing interested firms.

14. Environmental Specialist (international: 2 person-months; national: 4 person-months). The international specialist shall have at least a Master's Degree in environmental management or environmental engineering, with 15 years working experience in environmental safeguards in developing countries. Extensive experience in Uzbekistan is an advantage. The national specialist shall have at least a Bachelor's Degree in environmental management or environmental engineering, with 10 years working experience as an environmental specialist, preferably in donor-financed projects. Both specialists are required to be familiar with ADB's environmental safeguard policies and procedures. The specialists are responsible for the following: (i) provide data and information for finalization of environmental categorization and

climate change screening; (ii) examine the locations for the three holistic wholesale markets and assess the environmental sensitivity, and climate change risks to the sites or caused by the project outputs; and (iii) prepare an initial environmental examinations (IEEs) report and assist RRA in conducting public consultations in compliance with ADB's safeguards policy.

15. **Social Safeguard/Resettlement Specialist** (international: 2 person-months; national: 4 person-months). The international specialist shall have at least a Master's Degree in social sciences, sociology, anthropology, or other relevant disciplines for the assignment, with 15 years working experience in human settlement and safeguards in developing countries and has extensive experience in Uzbekistan. The national specialist shall have at least a Bachelor's Degree in social sciences, sociology, anthropology, or other relevant disciplines for the assignment, with 10 years working experience in the field of land management and human resettlement in Uzbekistan. Both specialists must be familiar with ADB's safeguards policies and procedures. Following the ADB's Safeguard Policy Statement (SPS, 2009), the specialists shall: (i) conduct socioeconomic surveys, social impact assessments and census surveys; (ii) conduct stakeholders consultation and analysis; (iii) prepare analysis of survey results; (iv) provide inputs on social dimension and safeguard component on all project documents; and (v) prepare and finalize the resettlement plans, in case there are land acquisition and resettlement impacts; vi) prepare indigenous peoples impact categorization and assess impacts, and involuntary resettlement impact categorization. The specialists shall (i) prepare involuntary resettlement categorization checklist; (ii) prepare due diligence report on land acquisition and resettlement in case there are no resettlement impacts; (iii) prepare land acquisition and resettlement plans; and monitoring, disclosure and grievance procedures; (iv) coordinate with project team to ensure that mitigation measures are integrated into the project design features; (v) ensure that resettlement related information are well considered and included in the program communication plan; (vi) assess the capacity of the executing agency to screen impacts, prepare and implement resettlement plans; and (vii) recommend appropriate capacity development activities to develop or enhance safeguards knowledge and skills of executing agency.

16. **Social Development and Gender Specialist** (national: 3 person-months). The specialist shall have at least a Bachelor's Degree in social sciences, sociology, anthropology, or other relevant disciplines for the assignment. (S)he shall have at least 10 years of experience in social development and/or gender development. Familiarity with ADB policies on social safeguards, gender development, and core labor standards is required. Working experience in agriculture and natural resource sector in Uzbekistan is highly preferred. The specialist is responsible for the following: (i) conduct a social development and gender assessment, highlighting: men and women's roles and tasks; their access to resources, technologies and services, gender-based inequalities; assessment on core labor standards (CLS), particularly on child labor and equal pay for equal work; constraints faced by men and women involved in the horticulture value chain, and recommendations to address these issues through the project's outputs or interventions; (ii) carry out field surveys and/or focus group discussions to inform the social development and gender assessment; (iii) collect and ensure the collection of sex-disaggregated data; and (iv) prepare the project-specific gender action plan, and the summary poverty reduction and social strategy based on ADB's template, and provide inputs into other IFS documents in compliance with ADB's social safeguards and gender mainstreaming policies.

B. Output 2 – Preparing the National Feasibility Study Report

17. **Scope of work.** A national consulting firm will be mobilized to prepare the national feasibility study (NFS) report to serve the government's approval of the project. The firm will be

engaged using the consultant's qualifications selection (CQS) method, with a lump-sum and performance-based contract. The firm shall prepare the NFS report by making use of relevant parts of the IFS report as per Output 1, and ensure consistency with ADB's Report and Recommendation of the President to the Board of Directors (RRP) and its linked documents. The firm will be mobilized after the loan negotiation has been completed to ensure consistency in the loan/project approvals by ADB and government both in form and substance.

18. **Deliverables.** The firm shall submit the following reports in English and Russian: (i) Inception Report; (ii) Draft final NFS Report including all necessary aspects covering technical, institutional, economic, social and environmental assessments, procurement and financial management, etc., required for the project approval by authorized ministries and agencies; and (iii) Final NFS Report after approval of the NFS report by the President of Uzbekistan.

19. **Maximum Budget and Payment Schedule.** The maximum budget for the NFS assignment is \$100,000. The payment schedule is as follows: (i) 10% after signing the contract; (ii) 15% after submission of the inception report; (iii) 40% following the submission of the draft final NFS report to ADB and the government; (iv) 25% after incorporating comments of relevant government ministries and agencies and endorsement of the draft final NFS report by relevant ministries and agencies; and (v) 10% after approval of the NFS by the President of Uzbekistan.

20. **Consultant's Qualification.** The minimum requirements for the firm are (i) extensive and proven experience in conducting feasibility studies for agriculture infrastructure projects funded by international development organizations; (ii) at least 10 years of experience for the team leader and 7 years of experience for other key staff in similar agriculture and market value chain infrastructure development projects; (iii) familiarity with requirements of the Decree of the Cabinet of Ministers of the Republic of Uzbekistan, №110 dated 07 June 2007; and (iv) experience with previous ADB financed projects.

21. **Detailed Terms of Reference.** The schedule of indicative consulting service inputs is in Table 2. However, the firm may, at its discretion, propose a modified service input schedule and skills mix, if needed, to undertake the NFS report preparation. Terms of reference for each specialist are outlined hereunder.

Table 2: Indicative Consulting Service Inputs for Preparing the NFS Report

Positions	International (person-months)	National (person-months)
Output 2 - Preparing the National Feasibility Study Report		
Reporting Coordinator/Agriculture Sector Policy Specialist	0	4
Horticulture Specialist	0	3
Graphic Designer	0	3
Environmental Specialist	0	2
Procurement Specialist	0	2
Social Development Specialist	0	2
Subtotal	0	16

Source: Asian Development Bank.

22. **Reporting Coordinator/Agriculture Sector Policy Specialist** (national: 4 person-months). The specialist shall have at least a Master's Degree in agricultural economics, with 10 years working experience in agriculture finance, horticulture trade, horticulture value chains, and up-to-date knowledge on sector transformation and reforms in Uzbekistan. The specialist will be

responsible for the following (i) supervise overall preparation of the NFS report; (ii) liaise with government ministries, agencies, and other relevant stakeholders to ensure the report reflects diverse but practical views; (iii) ensure that the NFS report is consistent with ADB's RRP and its linked documents; and (iv) submitting a NFS report which addresses various due diligence aspects including technical, institutional, economic, social and environmental assessments, procurement and financial management, etc., in form and substance required by the government's prevailing regulations.

23. **Horticulture Specialist** (national: 3 person-months). The specialist shall have at least a Bachelor's Degree in agronomy with specialization on horticulture (fruits and vegetables), with 7 years working experience in the horticulture sector development and export promotion. The specialist will be responsible for the following (i) conduct analysis on past and current agriculture sector development, and sector potential and development prospects with particular focus on horticulture subsector; (ii) prepare the projections for the development of the horticulture sector with- and without the three proposed holistic wholesale markets; and (iii) ensure that the relevant NFS report sections are consistent with ADB's RRP and its linked documents and present them in form and substance required by the government's prevailing regulations.

24. **Graphic Designer** (national: 3 person-months). The specialist shall have at least a Bachelor's Degree in civil engineering, spatial planning, planning and real estate management, interior/exterior design, architecture, or a related engineering field, with 10 years working experience with detailed design of infrastructure projects in Uzbekistan. The specialist is responsible for, but not limited to, the following: (i) incorporate conceptual drawings of the floor plans of the three holistic wholesale markets into the NFS report; (ii) interpret the conceptual drawings and provide relevant inputs to the NFS reports; and (iii) ensure that the relevant NFS report sections are consistent with ADB's RRP and its linked documents and present them in form and substance required by the Government's prevailing regulations.

25. **Environmental Specialist** (national: 2 person-months). The specialist shall have at least a Bachelor's Degree in environmental management, environmental engineering, or cleaner production, with 7 years working experience in environmental safeguards in agriculture sector, or establishment of an environmental management system. The specialist will be responsible for the following (i) examine initial environmental assessments and transfer the appropriate content into the formats required by the government; (ii) ensure that the NFS report reflects the prevailing national environmental requirements for the operations of the three holistic wholesale markets; and (iii) ensure that the relevant NFS report sections are consistent with ADB's RRP and its linked documents and present them in form and substance required by the government's prevailing regulations.

26. **Procurement Specialist** (national: 2 person-months). The specialist shall have at least a Bachelor's Degree in agricultural engineering, or civil engineering with 7 years working experience in local procurement, and trade and custom practices. The specialist will be responsible for the following (i) conduct overall procurement risk assessments related to the project; (ii) analyze procurement risks and recommend mitigation measures to help safeguard risk exposures; and (iii) ensure that the relevant NFS report sections are consistent with the RRP and its linked documents and present them in form and substance required by the government's prevailing regulations.

27. **Social Development Specialist** (national: 2 person-months). The specialist shall have at least a Bachelor's Degree in social sciences, sociology, anthropology, or other relevant disciplines, with 7 years working experience in social development and/or gender development.

Familiarity with ADB policies on gender and core labor standards is required. Working experience in agriculture and natural resources sector in Uzbekistan is preferred. The specialist will be responsible for transferring the contents of relevant sections of ADB's RRP including, but not limited to, gender action plan, social safeguards, and social development etc., into the format required by the government's prevailing regulations.

C. Output 3 – Assisting Loan Processing and Implementation Startup

28. **Project Design and Startup Specialist** (international: 4 person-months). The specialist shall have at least a Master's Degree in agricultural economics, or project finance, with 15 years working experience in designing and implementing ADB-financed project in the agriculture and natural resources sector. Familiarity with ADB reporting, due diligence, procurement, and disbursement guidelines and practices is a must. The specialist will be engaged on an intermittent basis prior to the loan fact-finding mission to undertake the following: (i) address critical technical gaps including horticulture sector and market assessment, financial, business and market risks, financial and economic evaluation, among other aspects of due diligence during the loan processing stage; (ii) assist with the NFS report preparation as a technical back-up; and (iii) provide implementation startup support. These activities are to ensure that (i) proper ADB's Board documents are prepared and technical revisions are made during the loan processing; (ii) the NFS report is harmonized and technically consistent with the RRP and its linked documents; and (iii) disbursement is expedited.