Development of Legal and Governance Structure for the Wonegizi Redd+ Project, Lofa County, Liberia

“In the past century FFI has consistently saved species from extinction and protected habitats from destruction. Their solutions have always been practical, efficient and sustainable in local circumstances.”

Sir David Attenborough,
FFI Vice-president
Request for Tender for:

**DEVELOPMENT OF LEGAL AND GOVERNANCE STRUCTURE FOR THE WONEGIZI REDD+ PROJECT, LOFA COUNTY, LIBERIA**

Document release date: 29 January 2021
Return date: by close of business:
- Requests to participate on 08 February 2021
- Proposals on 12 February 2021

Please return documentation and proposals in Word or PDF format by email to: chris.smith@fauna-flora.org and charlie.fisher@fauna-flora.org
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Section 1.  Background and conditions of the project

1.1 About the project

The purpose of this Request for Proposals (RfP) is the provision of services to Fauna & Flora International (FFI) in support of its objective to implement a REDD+ project in the Wonegizi Proposed Protected Area, Liberia (see Figure 1).

To fully implement the Wonegizi REDD+ Project and obtain carbon certification, FFI and local partners need first to develop a legal and governance structure that clearly identifies the roles and responsibilities of the different actors, creates the necessary incentives for implementation of the REDD+ activities, and secures a robust chain of title to carbon rights. This RfP seeks the provision of legal consultancy services in this regard.

Developing an adequate governance structure requires an assessment of institutional options available under the domestic legal regime, as well as the potential set of agreements needed to operationalize the preferred institutional arrangement. It also requires consideration of existing initiatives, national and international, that may impact on (or overlap with) the Wonegizi REDD+ Project (such as the Liberian National REDD+ Program and the World Bank’s Forest Carbon Partnership Facility Program).

Against this background, FFI has evaluated existing options for setting-up the institutional framework of the Wonegizi REDD+ Project and considered the relevant steps needed to fully develop the aforementioned legal and governance structure. FFI would now like to move forward with choosing an in-country entity to take on primary responsibility for managing the project (including the final vetting of options for the legal entity type) and defining in detail the project governance structure. The entity is envisaged to be the project proponent or co-proponent under the certifications. FFI would also like to move forward with developing the contractual arrangements that are required to operationalise the project.

FFI therefore requires the services of a consultant with expertise in structuring and developing legal and governance structures for REDD+ projects that are dual certified under Verra’s Verified Carbon Standard (VCS) and Climate, Community and Biodiversity (CCB) Standard. Ideally, the consultant will have detailed experience of the Liberian REDD+ context and experience that can demonstrably inform efforts to ensure that the project is operationalised as a nested initiative or with a view to nesting in the near future.

Background to the Wonegizi REDD+ project and funding context

Together with local communities and the Government of Liberia (GoL), Fauna & Flora International (FFI) is currently implementing a pilot REDD+ project in the Wonegizi Forest in Lofa County, in Liberia. The project area, Wonegizi, is a Proposed Protected Area (PPA) located in the north of Liberia in the county Lofa, bordering with Guinea. Within the PPA, an area of forest of approximately 26,700 ha forms the VCS ‘Project Area’. The project aims to reduce greenhouse gas (GHG) emissions from deforestation driven by slash-and-burn agriculture, primarily through formal gazettement, management and protection of Wonegizi, alongside the engagement of local communities in agricultural-based sustainable livelihoods activities. It also seeks to achieve certification under the VCS and the CCBS.
Initial project development activities are being funded by a Norwegian Agency for Development (NORAD) Cooperation Grant: QZA-16/0176 Driving REDD+ consensus through national policy implementation 2016-2020, with the view to generate a long-term and sustainable funding stream for ongoing REDD+ activities via carbon offsets sales and revenue. The NORAD grant ends on the 31/3/21 and FFI is in the process of securing further funding for the project. Work will initially be funded by the NORAD grant to 31/3/21. Any elements of the tender which are undertaken post 31/3 will be undertaken contingent on further funding being secured – this is further referenced throughout this tender document.

About Fauna & Flora International

Established in 1903, Fauna & Flora International (FFI) is the world’s oldest international conservation organisation. FFI’s mission is to conserve threatened species and ecosystems worldwide, choosing solutions that are sustainable, based on sound science, and which take into account human needs. With success in the field generating increased demand for FFI’s services, the organisation has recently undergone a period of rapid growth. The current portfolio comprises of 140 projects in over 40 countries world-wide.

1.2 Contract requirements

The consultancy is comprised of two functions:

1. general development of the legal, governance and contractual structures and content as detailed in section 2.1 below and;

2. local Liberian legal input as detailed in section 2.1 below.

A tenderer can choose to tender for one or both of these functions. The contract for the function 1 will be a negotiated fixed price contract and the contract for function 2 will be structured around a time-based rate (for example, an hourly rate) or be a negotiated fixed price contract.
Further, the consultancy has been structured into two phases, each comprising stand-alone tasks, as detailed in section 2.1 below. It is anticipated that phase 1 could be completed by 31/3/21 and funded by the NORAD grant with phase 2 being undertaken contingent on further funding being secured. FFI asks tenderers to supply tenders to undertake function 1 or 2 or both and to propose the extent to which the work can be completed by 31/3/21 and which steps will need to be completed after 31/3/21 contingent on further funding being secured.

1.3 Scope of supply
The contract will include the provision of legal consultancy services to develop an existing initial legal analysis and to:

- support FFI in choosing the type of in-country entity which will take on primary responsibility for managing the Wonegizi REDD+ project and be the likely project proponent/co-proponent under the VCS and CCBS
- define in detail the Wonegizi REDD+ project’s governance structure
- develop the contractual arrangements that are required to operationalise the project

1.4 Project location
The consultancy required may be performed from anywhere worldwide, and the contract does not require the consultant(s) to travel. The consultant(s) are required to hold regular meetings with FFI throughout the duration of the contract, which may be done so via teleconference facilities such as Zoom.

1.5 Tender process and timetable
The tendering process will be as follows:

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<tr>
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<tbody>
<tr>
<td>1.</td>
<td>Request for tender documents issued</td>
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<td>2.</td>
<td>Requests to participate and information indicating qualification against initial tender assessment criteria submitted to FFI</td>
</tr>
<tr>
<td>3.</td>
<td>FFI will supply the following immediately to those tenderers that qualify against initial tender assessment criteria:</td>
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<tr>
<td></td>
<td>• an existing legal analysis which sets out options for setting-up the institutional framework of the project and considers the relevant steps needed to fully develop the legal and governance structure (a report)</td>
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<td>• an indication of FFI’s response to the report and preferred way forward</td>
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<tr>
<td>4.</td>
<td>Tenders returned to FFI – the tenderer will supply a compliant tender to undertake function 1 or 2 or both, including a quote as detailed in 2.6 below.</td>
</tr>
<tr>
<td>5.</td>
<td>Shortlisted tenderers notified as appropriate – up to three preferred tenderers will be selected for each function on the basis of the tender assessment criteria noted in section 1.6 below</td>
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<td>6.</td>
<td>Tenderer interviews as required</td>
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<tr>
<td>7.</td>
<td>Notification of successful tenderer</td>
</tr>
<tr>
<td>8.</td>
<td>Contracting process/negotiation finalised</td>
</tr>
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</table>

FFI reserves the right to change its decision of successful tenderer if the negotiation/finalisation of contract

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is prolonged or inconclusive within the timescale indicated above.
FFI reserves the right to discontinue the tender process at any time prior to contract signing.

1.6 Tender assessment criteria

For a tender for function 1 to be assessed, the tenderer must submit a request to participate and:

- Have legal expertise relevant to the tasks to be carried out under this tender
- Have significant REDD+ expertise and ideally have experience of the Liberian REDD+ context
- Have expertise in structuring and developing legal and governance structures for certified REDD+ projects (ideally under the VCS and CCBS) or a combination of legal and REDD+ expertise that would enable the tenderer to complete such a task
- Have experience drafting agreements to operationalise REDD+ projects or a combination of legal and REDD+ expertise that would enable the tenderer to complete such a task
- Ideally, have experience that can demonstrably inform efforts to ensure that the project is operationalised as a nested initiative or with a view to nesting in the near future.
- Be able to dedicate significant time to this consultancy to deliver a significant portion of it in March ‘21

For a tender for function 2 to be assessed, the tenderer must submit a request to participate and:

- Be a qualified Liberian lawyer or be working in a consortium with a qualified Liberian lawyer
- Have experience in Liberian commercial, corporate, contract and taxation law
- Have experience in Liberian law related to conservation, particularly land, forestry, wildlife and natural resource law and ideally understand the Liberian conservation context
- Have experience creating Liberian entities, developing governance structures and drafting related entity constitutional documents and internal procedures
- Have experience drafting contracts under Liberian laws and regulations
- Ideally, understand REDD+ and have experience of the Liberian REDD+ context
- Ideally, have a working relationships with appropriate governmental departments involved in the development of REDD+ and the Wonegizi protected area process in order to inform the legal advice
- Be able to dedicate significant time to this consultancy to deliver a significant portion of it in March ‘21

Compliant tenders for function 1 will be assessed on the basis of the information provided by the tenderer, placing emphasis on the following criteria:

- Knowledge and practical experience of REDD+ and voluntary carbon approaches, particularly under the VCS and CCBS
- Prior experience and expertise in structuring and developing legal and governance structures for certified REDD+ projects (ideally under the VCS and CCBS) or equivalent enabling experience
- Prior experience and expertise in drafting agreements to operationalise REDD+ projects or equivalent enabling experience
- Prior experience and expertise in structuring legal solutions for nesting REDD+ projects or equivalent experience that can demonstrably inform the development of a nested initiative
- Reference projects as appropriate
- Cost
- The extent to which delivery can be achieved in March ‘21

Compliant tenders for function 2 will be assessed on the basis of the information provided by the tenderer, placing emphasis on the following criteria:

- Knowledge and experience in the legal areas detailed in the initial assessment criteria

1 Note that this stage is conceived of as brief assessment for suitability and not a substantive review
• Prior experience and expertise in creating Liberian entities, developing governance structures and drafting related entity constitutional documents and internal procedures
• Prior experience and expertise drafting contracts under Liberian laws and regulations
• Reference projects as appropriate
• Rate
• The extent to which delivery can be achieved in March '21

1.7 Tender conditions
The tenderer agrees to comply with the following tender conditions:
1 The tenderer must notify in writing if any of the submitted tender information changes or if the tenderer becomes aware that information provided to FFI is inaccurate, incomplete or misleading.
2 The tenderer must not hold itself out as an agent of FFI or make any representations that would lead people to believe that FFI guarantees the products and/or services offered by the tenderer.
3 If any claim is brought by any third party against FFI and the claim is caused by any act or activities of the tenderer (or its subcontractors) under or in connection with the service/goods delivery or any other act, omission, misrepresentation or negligence on the part of the tenderer (or its subcontractors), then the tenderer must indemnify FFI from and against all costs, expenses (including, but not limited to, legal and other professional fees and expenses) losses, damages and other liabilities (of whatever nature, contractual or otherwise) suffered or incurred by FFI.
4 The tenderer must gain FFI’s prior written agreement to any publicity in connection with this contract. All details of the tender and any supporting documentation provided must otherwise be treated as strictly confidential.
5 Offers will be rejected if any illegal or corrupt practices have taken place in connection with the award.
6 FFI reserves the right to select the successful tenderer as Consultant in its sole discretion and without giving reasons to the selected or unsuccessful tenderers.
7 Contracts shall not be awarded to tenderers which, during the procurement procedure are guilty of misrepresentation in supplying information required by FFI as a condition of participation in the tender procedure, or fail to supply this information.

1.8 Tender eligibility
Tenderers are not eligible to submit tenders and will be excluded from the tender process if:
1 they are bankrupt or being wound up, are having their affairs administered by the courts, have entered into an arrangement with creditors, have suspended business activities, are subject of proceedings concerning those matters, or are in any analogous situation arising from a similar procedure provided for in national legislation or regulations;
2 they or persons having powers of representation, decision-making or control over them have been convicted of an offence concerning their professional conduct by a final judgment;
3 they have been guilty of grave professional misconduct; proven by any means which FFI can justify;
4 they share information about their tender with any other tenderers (or prospective tenderers) who are tendering for the same function without the consent of FFI;
5 they have not fulfilled obligations relating to the payment of social security contributions or taxes in accordance with the legal provisions of the country in which they are established, or with those of the United Kingdom;

6 they or persons having powers of representation, decision-making or control over them have been convicted for fraud, corruption, involvement in a criminal organisation or money laundering by a final judgment;

7 they make use of child labour or forced labour and/or practice discrimination, and/or do not respect the right to freedom of association and the right to organise and engage in collective bargaining pursuant to the core conventions of the International Labour Organisation (ILO).

1.9 Conflict of interest

Tenderers must not be subject to any conflict of interest. Conflict of interest refers to any situation where the impartial and objective exercise of the functions of the Tenderer or anyone acting on behalf of the Tenderer is, or may be, compromised for reasons involving family, personal life, political or national affinity, economic interest or any other connection or shared interest with another person.

By signing below the tenderer agrees to be bound by the Tender (including maintaining confidentiality and non-disclosure of any information provided to the Tenderer by FFI) and confirms that the information set out in its submitted tender documentation document is true and accurate in all respects:

...........................................................................
for and on behalf of [insert tenderer name]

Name:  ................................................................

Position:  .............................................................

Date:  .................................................................
Section 2. Request for Tenders

2.1 Tender request and information requirements

This consultancy is comprised of 8 tasks set out in two phases as detailed below. It is also comprised of 2 functions as noted: 1) the general development of the legal, governance and contractual structures and content and; 2) ensuring that the structure and content are in line with Liberian law and drafting related constitutional and procedural documents in line with Liberian law.

Tasks required under function 1:

**Phase 1**

1. Review the legal analysis commissioned by FFI which sets out options for setting-up the institutional framework of the project and considers the relevant steps needed to fully develop the legal and governance structure *(available on request to participate and qualification against initial tender assessment criteria)*.

2. Describe the pros and cons of utilising a “For Profit” entity as the in-country project entity which manages the Wonegizi REDD+ Project as opposed to a “Not for Profit” entity, including understanding which entities are able to trade carbon credits.

3. Support FFI in its final deliberation on which entity to choose (including the Trust and “Not for Profit & Trust” options); this will involve making legal clarifications regarding the operation of the entities and the practicality of setting up the entities within the Wonegizi REDD+ project timeline.

4. In collaboration with FFI develop:

   (a) a proposed governance structure for the chosen project entity and the REDD+ project generally, should this be broader than the entity and

   (b) a proposed contractual structure for operationalising the Wonegizi REDD+ Project for discussion with the Government of Liberia (GoL) (note that the entity choice will be confirmed with the GoL before this activity is undertaken)

5. Draft required agreements to operationalise the Wonegizi REDD+ Project with currently available information for discussion with the GoL and community stakeholders; it is envisaged that these specifically include an agreement on the nesting of the project in the Liberian North Western REDD+ jurisdiction (where elements of the agreements have not yet been negotiated, these will be filled with text illustrating the possible structure of agreement as discussed with FFI);

**Phase 2**

6. Should FFI decide to move forward with creating the in-country project entity which manages the Wonegizi REDD+ Project, draft the constitutional documents and internal procedures for the chosen project entity for discussion with the GoL

7. Should FFI decide to finalise the creation of the in-country project entity which manages the Wonegizi REDD+ Project, finalise the required constitutional documents and internal procedures and facilitate the creation of the project entity

Tasks required under function 2:

FFI understands that consultants with experience structuring and developing legal and governance
structures for REDD+ projects may not be able to provide legal advice in matters related to Liberian laws and its legal regime. A local legal expert will be needed to, amongst other tasks:

- Answer specific questions regarding requirements for the creation of the legal entity and the development of contracts under Liberian laws and regulations. Particularly, questions about contract, taxation, forestry, land ownership, corporate and commercial laws.
- Provide legal clarification on various aspects of entities analysed, including their set up requirements and operationality (for example, applicable taxes).
- Ensure the compatibility of the solutions developed with Liberian law, particularly the final proposed governance structure of the Wonegizi REDD+ Project and all legal agreements and documents.
- Lead the drafting of the constitutional documents and internal procedures for the chosen project entity, as well as facilitate the registration of the project entity.

2.2 Local knowledge and impact

Local knowledge is vital for function 2 work, which requires expert knowledge of Liberian law. As mentioned above, local knowledge will also be advantageous for function 1 as the purpose of the advice is to apply and adapt international practice to the Liberian context.

2.3 Guarantees

N/A

2.4 Meeting

The tendered may be requested to present their proposal (remotely) to FFI as part of the consultancy selection process. The successful tenderer will be required to attend regular meetings with FFI, and the co-consultant should the two functions be undertaken by different consultants, during the consultancy in order to collaborate in the development of solutions as required.
2.5 Company information

a. Address Details:

<table>
<thead>
<tr>
<th>Company name:</th>
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<tbody>
<tr>
<td>Address:</td>
<td></td>
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<tr>
<td>Town:</td>
<td>Postcode:</td>
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<tr>
<td>Registered Office (if different from above):</td>
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<tr>
<td>Phone:</td>
<td>Website:</td>
</tr>
<tr>
<td>Person to contact regarding this tender:</td>
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</tr>
<tr>
<td>Position:</td>
<td></td>
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<tr>
<td>Direct line:</td>
<td>Mobile:</td>
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b. Company Details:

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<tr>
<th>Legal status (e.g. Sole Trader, Partnership, Private Limited Company, Public Limited Company or other):</th>
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<tr>
<td>Details of any outstanding claims or litigation against the Company:</td>
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<tr>
<td>VAT registration number:</td>
<td>Date established or registered:</td>
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<tr>
<td>Name of Parent Company or details of Group Structure</td>
<td>Include details of other organisations when bid is on behalf of a group of organisations:</td>
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<tr>
<td>Relevant accreditations held:</td>
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<td>Number of Staff:</td>
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c. Technical scope

<table>
<thead>
<tr>
<th>How long has your organisation been delivering this service/good?</th>
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<tr>
<th>What is your specialist area and what are the other services you provide?</th>
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<tr>
<th>Can you provide one or more case studies as a demonstration of your previous experience?</th>
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<tr>
<td>YES, documents enclosed ☐                                NO ☐</td>
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2.6 Check list of documents to include in the tender

Please send the following information and documentation by email to chris.smith@fauna-flora.org and charlie.fisher@fauna-flora.org by 8th February 2021:

1. A request to participate and information indicating qualification against initial tender assessment criteria submitted to FFI comprising:
   - An indication of which function/s a tender will be submitted for
   - An organisational CV or CVs of individual consultants or other appropriate proof of experience indicating compliance with initial tender assessment criteria
   - A statement indicating availability to carry out work in March ‘21

Those who are successful in their request to tender will be invited to send the following information and documentation by email to chris.smith@fauna-flora.org and charlie.fisher@fauna-flora.org by 12th February 2021:

2. A proposal document detailing:
   - how the tender meets the selection criteria, including a description of the consultant’s prior relevant experience
   - the approach to be employed to undertake the tasks required as per Section 2.1
   - an indication of the extent to which the work can be completed by 31/3/21 and which steps will need to be after 31/3/21 contingent on further funding being secured.
   - For function 1: a written fixed price quote in USD, broken down by consultancy phase as listed in Section 2.1, also indicating the cost of the work which can be completed by 31/3/21
   - For function 2: a written quote indicating a time based rate, for example, a daily rate in USD, or a written fixed price quote in USD, broken down by consultancy phase as listed in Section 2.1, also indicating the cost of the work which can be completed by 31/3/21

3. Confirmation of availability to carry out the work which can be completed by 31/3/21 and to complete the consultancy post 31/3/21

4. A scan of the signed declaration, Section 1 Page 9.

5. A copy of the completed questionnaire in Section 2.5
PLEASE REMEMBER TO COMPLETE AND SIGN THE CONFIRMATION ON PAGE 9 AND INCLUDE THIS WITH YOUR RETURNED TENDER DOCUMENTATION.