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Checklist: Drafting TORs for Advisors

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WHAT TYPE OF ADVISOR IS REQUIRED?

There are a number of potential advisors that a Government may need to consider using on an infrastructure project. For instance, if the project is looking at legal and regulatory reform, then a legal, environmental and perhaps a tax advisor will be needed. On a project finance project such as a toll road or IPP project then legal, technical, financial, tax, environmental, insurance and perhaps economic advisors will be needed.

Consideration will also need to be given as to whether to appoint a consortium of advisors covering all aspects of advice required or a transaction manager whose responsibility is to manage all of the different advisors. This may be appropriate where the Government agency does not have the capacity to manage the advisors properly or does not wish to devote the time to this. However, there are advantages to hiring each advisor directly to monitor the advisor and give instructions and receive advice from each particular advisor.

WHAT IS THE SCOPE OF WORK OF THE ADVISOR?

See the checklists and sample TORs for the various sectors for potential tasks that may need to be covered. There is sometimes a temptation to describe the project background in detail while giving little detail to the actual scope of work and specific tasks to be completed by the consultants – while background description is important to set the scene, The actual tasks required of the consultant need to be clearly defined.

DELIVERABLES

Set out deliverables, timetable for deliverables, format (whether electronic form) and method of delivery (my email or otherwise), what language, how many hard copies. Is advisor to draft documents [plus negotiation and redrafts]? What inputs from third parties are required before drafting/ redrafting takes place?

CONFLICTS ISSUES

Establish whether advisor precluded from advising other parties involved in project.

IDENTIFICATION OF TEAM

Specify who is on the team of advisor. Is a specified person to attend meetings with client? If there is to be a local advisor and an international advisor, what is to the interface? What is the reporting line? Does the client have a preferred list of local advisors or is it willing to let international advisor choose its preferred advisor? Is this possible within the procurement process for advisors? Is there a predefined input from senior person/ specified person? How are these specified persons to be tied into the bid?

FEE STRUCTURE AND BILLING

If this is a World Bank funded contract then the following issues should be dealt with automatically through the procurement process. For other contracts, the following issues will need to be specifically addressed:

- What is the fee structure? Is it is lump sum/ hourly rate with cap on fees, if so, what does it cover? If there are local and international legal advisors, is the lump sum/ cap on fees covering both? what assumptions have been made in coming to the lump sum/ cap – are there possibilities for re-opening lump sum/ cap discussion?
- Travel - Is travel to client country required – how many trips? Identity of person to attend? Is travel time of adviser charged at full rate? How are travel expenses to be dealt with? Are these to be unlimited/ reasonable/ business travel? To be arranged by client?
- How are other costs to be charged? what about photocopies, printing costs, costs of faxing?
- Billing – monthly, in arrears, charge for late payment etc.

Further Reading and Resources

- [TOR for Infrastructure Senior Advisor \(IIFD\)](#) - This Terms of Reference describes the objectives and scope of the required services, the envisaged outputs, and consultancy inputs, the reporting requirements and the arrangements of the Senior Infrastructure Consultant. (Infrastructure Finance and Development (IIFD) Project)
- [Role and Use of Advisers in Preparing and Implementing PPP Projects](#), European PPP Expertise Centre (EPEC), March 2014.
- [A Study on the Use of Private Advisory Services in PPP Projects](#) by Jung Kun Ho, December 2006 (Korean with table of contents in English).
- [The Role and Importance of Independent Advisers in PPP Transactions](#) by Jumoke Jagan and Isabel Marques de Sa, IP3's Public-Private Partnership Information Series, August 2006

Related Content

- [TORs for Advisors](#)
- [Sample TORs by Project](#)
- [Appointing and Managing Advisors](#)

- [Engaging Advisors in Asset Recycling](#)
- [Terms of Reference: Technical Due Diligence Wind Power Project](#)

Additional Resources

- [Guidelines & Tools](#)
- [Benchmarking](#)
- [Checklists for Key Legal/ Drafting Issues in PPPs and sample clauses](#)
- [Sample PPP Clauses](#)
- [PPP Reference Guide](#)
- [Welcome to ChatPPP!](#)
- [Best practices in governments making the most of their external advisers](#)

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