

PRIVATE INVESTMENT AND EXPORT DEVELOPMENT PROJECT

Terms of Reference
for
**Legal Consultancy to Implement
Telecommunications Legal and Regulatory Reforms**

I. Background

The Government of [COUNTRY] (Government) has adopted a policy to liberalize its telecommunications sector. The Government has committed to phase-in competition in basic telephony by [YEAR], and in other market segments before that date. The Government has also committed to adopt the regulatory principles contained the WTO Reference Paper (attached).

II. Objective of the Consultancy

The Government seeks technical assistance from an internationally qualified legal consultant to draft the necessary legal instruments (amendments, revisions and new draft laws and related legislative instruments, together with related regulatory documents and instruments) to ensure that the new legal and regulatory framework is consistent with [COUNTRY'S] WTO commitments. In particular, the new framework should inspire confidence among potential investors and provide an environment of open, fair and transparent regulation over an evolving competitive sector. In addition, the legal instruments should be consistent with other relevant legislation, including competition laws and regulations, if any. Where there is conflict, the consultant should provide language in the draft legal instruments to resolve these conflicts, taking into account existing legislation and ensuring the consistency of the new telecommunications legal and regulatory framework with the overall objectives of the Government, [COUNTRY] law and international commitments and obligations of [COUNTRY].

III. Scope of Work

Three main tasks are to be undertaken by the consultant include:

- 1) Review the existing legal and regulatory framework for the telecommunications sector and other relevant legal instruments in [COUNTRY] (including, for example, related legislation concerning companies, competition, real and intellectual property, foreign investment, foreign exchange, tax, to name a few) and identify aspects which are inconsistent with: (i) global trends and best practices in the area of telecommunications regulation; and (ii) [COUNTRY]'s policy objectives and its commitments to the WTO.

Terms of Reference – Telecommunications Legal and Regulatory Reforms for Private Investment

- 2) Based on the above review and taking into account previous drafts prepared by the Government, (a) recommend changes to the existing legal and regulatory framework consistent with: (i) global trends and best practices in the area of telecommunications regulation; and (ii) the Government’s policy objectives for the telecommunications sector as expressed in its WTO commitments; and (b) draft appropriate legal instruments (amendments or new legislation) and related regulatory instruments reflecting those recommendations.
- 3) Make presentations to government officials explaining the proposed changes, discuss any modifications, and make changes accordingly.

In addition, the Government may request the consultant to provide the following services:

- a) To prepare written explanations and oral presentations on the proposed legislation to Parliamentarians.
- b) To be available to advise government officials on an *ad hoc* basis to ensure successful implementation of the necessary legislation (up to a maximum of [] days).

IV. Deliverables

The deliverables shall include:

Inception Report: A detailed plan of work, including milestones and reviews required by the [COUNTRY] counterparts and the World Bank for progress monitoring.

Mission Report: Initial findings based on first field mission to [COUNTRY].

Mid-term Report: First Draft of Law together with specific recommendations, including preparation of drafts of proposed regulations and other relevant legal instruments, as required to implement.

Final Report: Final revised, subject to the Government’s approval: (i) draft of a new telecommunications law prepared for Parliamentary approval; and (ii) recommended changes to the regulatory framework and to other legal instruments.

Follow-up work: At the request of the Government, make (at the maximum) [two trips] to [COUNTRY] to assist in the implementation of the newly approved legislation.

V. Reporting Requirements and Execution of Work

Terms of Reference – Telecommunications Legal and Regulatory Reforms for Private Investment

The consultants shall work directly with and submit reports to [RELEVANT MINISTRIES], and the World Bank's Telecommunications Division. The work must clearly be compatible with general local laws and legislation that may influence the telecommunications sector. In seeking to attain the objectives stated, the consultants shall carry out the work as specified under the scope of work and any additional work they deem necessary to meet the objectives, and ensure that knowledge of the process and methodology of the work are, whenever possible, transferred to suitable representatives of the Government, the Ministry and regulatory bodies.

The Government will provide the consultant with at least the following contributions:

- all available data and literature considered relevant for it to carry out its work program;
- access to key officials within the relevant Ministries and other relevant official entities, including operator companies as applicable;
- ensure cooperation from any organizations, including consultants, whose activities and programs may be considered relevant to enable the consultant to have access to information necessary for it to carry out its work program;
- access to information within the context of work;
- office space and facilities for the consultant and the local counterparts (the consultant will be expected to provide their own computing facilities); and
- other logistical support.

VI. Resources and Timing

Up to [AMOUNT AND CURRENCY] is available for this work, including all fees and expenses, on the following payment terms:

[10]%	Upon signing of contract
[40]%	Upon submission of mid-term report
[40]%	Upon submission of final report
[10]%	Upon completion of follow-up work

It is expected that the field work shall be completed within four weeks of commencement of the contract. The final report shall be produced within six months of commencement of the work. In addition, the follow-up work shall be completed within two months upon Parliamentary approval of the legislation.

VII. Qualifications of the Consultant

THIS DOCUMENT HAS BEEN PREPARED FOR THE PURPOSES OF THE
PPP IN INFRASTRUCTURE RESOURCE CENTER FOR CONTRACTS, LAWS AND REGULATIONS.
IT IS FOR GENERAL GUIDANCE PURPOSES ONLY AND SHOULD NOT BE USED AS A SUBSTITUTE
FOR SPECIFIC LEGAL ADVICE FOR A PROJECT.

Terms of Reference – Telecommunications Legal and Regulatory Reforms for Private Investment

The consultant may be a firm, an individual, or a consortium. The Government wishes to ensure that the legal advisor will have adequate expertise in [COUNTRY] law and to this end, strongly encourages joint submissions from local and international law firms. Ideally, the legal advisor will form a team whose members collectively will: (i) have a strong international experience in telecommunications policy and legal reform and regulatory issues, including the structuring of regulatory bodies experience; and (ii) also be familiar with [COUNTRY] law, practice and the [COUNTRY] legal system.