Dear Sir/Madam, 10 February, 2021

Invitation to Tender for a Legal Specialist on ESCOs in Vietnam for the Prosperity Fund ASEAN Low Carbon Energy Programme

You are invited to submit a tender to provide legal expertise on the market for Energy Service Companies (ESCOs) in Vietnam for the Prosperity Fund ASEAN Low Carbon Energy Program (“**LCEP**”). The key objective of this scope of work is to interface between the LCEP and the Vietnam Ministry of Industry and Trade (MOIT), and present findings on the legal barriers facing ESCOs in both the public and private sector with recommendations on legalizing the ESCO business model in Vietnam.

The LCEP is a part of the UK Government’s Prosperity Fund, managed by the UK’s Foreign and Commonwealth Office (FCO), and delivered by a consortium comprising of Ernst & Young, Carbon Trust and IMC Worldwide. The LCEP will address constraints in the energy sector that impede South East Asia’s inclusive economic growth, unlocking increased prosperity for the region. The LCEP focuses on two topics – Green Finance and Energy Efficiency, and the Carbon Trust is leading the delivery of the energy efficiency component in five countries: Malaysia, Myanmar, Thailand, the Philippines and Vietnam.

The Contract, if awarded will consist of an Award Letter, a Scope of Work, the ASEAN LCEP Terms and Conditions (“**Conditions**”), and any clarifications agreed in writing, will establish the Contract for a Specialist on ESCOs and Energy Efficiency Projects in Vietnam (the “**Contract**”) between you and Carbon Trust Advisory Ltd (from hereon, the “**Carbon Trust**”). The Conditions accompany this request for proposal for your prior review.

If you are interested in participating:

**The Deadline for submission of the proposal is** **10am Vietnam Time, Friday 26th February 2021**

Your proposal and all communications should be sent by e-mail to the following e-mail address:

[kalyani.basu@carbontrust.com](mailto:kalyani.basu@carbontrust.com)

We look forward to receiving your proposal.

Yours sincerely,

Richard Rugg

For and on behalf of

CARBON TRUST ADVISORY LIMITED

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# 1. BACKGROUND

1.1 About the Carbon Trust

The Carbon Trust’s mission is to accelerate the move to a low carbon economy. We provide specialist support to business and the public sector to help cut carbon emissions, save energy and commercialise low carbon technologies. By stimulating low carbon action we contribute key goals of lowering carbon emissions, developing low carbon businesses and associated jobs, and increasing energy security.

We help to cut carbon emissions by:

* Providing specialist advice and finance to help organisations cut carbon;
* Setting standards for carbon reduction.

We reduce potential future carbon emissions by:

* Opening markets for low carbon technologies
* Leading industry collaborations to commercialise technologies
* Investing in early-stage low carbon companies.

1.2 Introduction to ASEAN Low Carbon Energy Programme (LCEP)

The Prosperity Fund was announced in 2015 as part of the UK Aid Strategy, and is a cross-government Fund that aims to reduce poverty through inclusive economic growth. The ASEAN Low Carbon Energy Program (“**LCEP**”) is providing policy support, capacity building and technical assistance to facilitate green finance flows and improve the regulatory, policy and practical conditions for energy efficiency measures across South East Asia.

It supports four broad types of activity: capacity building of government, institutions and business; policy reform of energy frameworks and standards; market development by strengthening connections between project developers and investors; raising awareness of available technologies to increase the uptake of energy efficient products and services; and partnership coordination and commercial ventures. All components of the programme aim to improve energy security and inclusive access to clean and reliable energy sources, with direct benefits for the most vulnerable populations, including women.

The LCEP focuses on two topics – Green Finance (GF) and Energy Efficiency (EE). The Carbon Trust is leading the delivery of the EE component in five countries: Malaysia, Myanmar, the Philippines, Thailand, and Vietnam.

In Vietnam, the Carbon Trust is providing support to the Ministry of Industry and Trade (MOIT) to strengthen their energy efficiency policy and regulation.

# 2. SCOPE OF THE ROLE

The role will be contracted by Carbon Trust Advisory to support the Vietnam Government. Carbon Trust Advisory is a subsidiary company of the Carbon Trust, and is a leader in the field of low carbon energy advice and assurance services.

2.1 Role

ESCO Legal Specialist

2.2 Reporting

The successful applicant will report to William Hudson, Head of South East Asia, Carbon Trust with day-to-day direction from Thomas K. Dreessen, consultant to Carbon Trust.

2.3 Contract Duration

3 months

2.4 Days required

10 days (part time, flexible working)

2.5 Location

Hanoi, Vietnam

2.6 Scope of the Role

This role will involve supporting the UK-ASEAN Low Carbon Energy Programme (LCEP) and the Vietnam Ministry of Industry and Trade (MOIT) in developing a study to review the legal barriers for private sector Energy Services Companies (“ESCOs”) to implement their paid-from-savings business model on Energy Efficiency (EE) Projects in Vietnam. This will involve (i) identifying and explaining any existing legal and/or regulatory barriers facing ESCOs in doing business with the private sector; (ii) reviewing the public sector ESCO barrier analysis completed previously by the LCEP team and identifying additional existing legal and/or regulatory barriers facing ESCOs in doing business with the governmental sector; (iii) develop recommendations on how existing regulations may be modified to remove barriers for the ESCO business model to be applied in Vietnam that can be included in the revised Decree 21.

2.7 Main duties and responsibilities:

* Review previous LCEP reports and analyses on existing regulatory gaps in Vietnam to be overcome for Government Agencies to implement EE Projects in the public sector under the ESCO business model;
* Research and develop further insights of any additional legal barriers facing ESCOs in doing business with the public sector, and develop a summary report;
* Identify and explain any legal barriers identified for ESCOs in doing business with the private sector, and develop a summary report of the findings;
* Present findings on the legal barriers facing ESCOs in both the public and private sector to the LCEP team and MOIT;
* Update the summary report on the legal barriers facing ESCOs in both the public and private sector based on feedback from MOIT and LCEP, and develop recommendations on legalizing the ESCO business model in Vietnam.

2.8 Skills and other requirements

* Deep knowledge of the ESCO business model
* At least 5 years of experience in drafting/enacting Vietnam national laws and regulations (energy sector is an advantage)
* Experience working with Vietnam government departments (previous experience working with MOIT is an advantage)
* Vietnamese national, fluent in spoken and written Vietnamese and English
* Ideally based in Hanoi
* Open to independent consultants or firms

# 3. STATEMENT OF WORK

**Activity 1: Attempt to identify national legal and/or regulatory barriers facing ESCOs in doing business with the public and private sector**

1.1 Review the public sector ESCO barrier analysis completed previously by the LCEP team and research the existing legal and regulatory framework in Vietnam to attempt to identify additional existing legal and/or regulatory barriers facing ESCOs in doing business with the public and also the private sector.

* **Deliverable 1.1a:** Submit a report (in English and Vietnamese) describing 1) any additional legal barriers facing ESCOs in doing business with the public sector and 2) any legal barriers identified for ESCOs in doing business with the private sector

**Activity 2: Provide recommendations on legalizing the ESCO business model in Vietnam**

2.1 Develop recommendations on how existing regulations may be modified to remove barriers for the ESCO business model to be applied in Vietnam that can be included in the revised Decree 21. Present key findings from Activity 1 as well as the recommendations for legalizing the ESCO model to the LCEP team and MOIT for feedback. Update the report and recommendations based on the feedback.

* **Deliverable 2.1a:** Develop recommendations on legalizing the ESCO business model in Vietnam and submit to LCEP (in English and Vietnamese);
* **Deliverable 2.1b:** Develop a power point presentation (in English and Vietnamese) summarizing the above Report and Recommendations and present it to the LCEP team and MOIT;
* **Deliverable 2.1c:** Submit updated reports (in English and Vietnamese) on the legal barriers facing ESCOs in both the public and private sectors based on feedback from MOIT and LCEP

# 4. PRE-CONDITIONS

Interested Parties should take the following pre-conditions into account when preparing and submitting their proposals. Proposals which do not address the conditions may not be shortlisted.

|  |  |
| --- | --- |
| **Description** | **Information required from Interested Parties** |
| Conflict of interests | Interested Parties are required to state that they are free of any commercial interests, partnership arrangements or contracts underway or other matters which may present a conflict or potential conflict of interest in respect of the provision of these services.  If an Interested Party thinks that they may have any conflict or potential conflict of interest, the Interested Party should describe the details of this conflict and provide details of whether and how it would propose to manage such a conflict in a satisfactory and robust manner.  The Carbon Trust reserves the right to require the provision of further information in relation to the Interested Party’s response to this pre-condition. |
| Conditions of Contract | The LCEP Terms and Conditions for this project are attached for review.  The Contract, if awarded, will comprise an Award Letter, the LCEP Terms and Conditions and the Scope of Work (including any agreed clarifications to it).  If any Interested Party wishes to request an amendment to any term or condition, such amendment must be clearly stated and the exact wording which the Interested Party is requesting must be set out. |
| Further Conditions | All documentation and correspondences must be in English with costs given in GBP (£). Staff employment rates must be quoted as hourly rates in GBP (£). Payment will be made in GBP and converted in the local currency or USD.  Interested Parties are requested to input the man hours involved in the project, section 5. Any additional information (e.g. CVs or References) that Interested Parties wish to provide must be included as a separate document (preferably in PDF). |

# 5. TENDER SUBMISSION

Please fill in the following information as part of your tender submission within the main body of the tender. The answers below should be no more than 2 pages (excluding CVs). Please attach your CV/Resume as a separate document when submitting the tender.

|  |  |
| --- | --- |
| **Full Name**  *Provide organisation name if applying as a firm* |  |
| **Email Address** |  |
| **Please describe your eligibility to work in Vietnam (Citizen, Resident etc)**  *Provide organisation’s legal status in Vietnam if applying as a firm* |  |
| **Full Name**  *Provide organisation name if applying as a firm* |  |
| **Please describe any relevant work experience that meets the requirements mentioned in Section 2 (Scope of the Role). For each example, please indicate the type of clients you have worked with, your responsibilities in each role, and your key achievements.** | |
|  | |
| **Please provide details of your most relevant skills that is applicable to the scope of the role. Please attach your CV/Resume when submitting the tender.** | |
|  | |
| **Please describe your motivation in applying for this tender.** | |
|  | |

**Please state your day rate in British Pounds (GBP) below.**

|  |  |
| --- | --- |
| **Day Rate** | GBP |

# 6. IMPORTANT INFORMATION FOR INTERESTED PARTIES

The contents of this document and all other information associated with this Request for Proposal are the property of the Carbon Trust.  Neither this document, nor any part of it nor any other information supplied in connection with it may, except with the prior written consent of the Carbon Trust, be published, reproduced, copied, distributed or disclosed to any person other than in confidence to the recipient's advisers nor used for any purpose other than consideration by the recipient of whether or not to submit a proposal.

If the recipient decides not to submit a proposal or if the Carbon Trust notifies the recipient that the shortlisting process has ceased or that the recipient is no longer being considered for participating in the project, or otherwise upon request by the Carbon Trust, the recipient will promptly return this document and any other information provided in connection with it (without retaining any copies or reproductions in any form) to the Carbon Trust.

Recipients who are interested in submitting a proposal and potentially participating in the project (“**Interested Parties**”) should note that the scope of the project (described in this Request for Proposal) does not constitute an offer to contract with the Carbon Trust. It only represents a definition of requirements and an invitation to submit a proposal addressing these requirements. Issuance of this Request for Proposal and the subsequent receipt and consideration of the proposals by the Carbon Trust does not commit the Carbon Trust to enter into a Contract with any Interested Parties.

Interested Parties should also note that:

* the costs of preparing and submitting a proposal are the full responsibility of the Interested Party;
* the Carbon Trust reserves the right not to proceed with the project;
* the Carbon Trust reserves the right not to shortlist the lowest priced proposal or to progress any proposal whatsoever;
* the Carbon Trust reserves the right to accept more than one proposal;
* unless an Interested Party makes a formal statement to the contrary, the Carbon Trust reserves the right to progress any part of the Interested Party’s proposal without accepting the remainder;
* depending on the progress and/or results of the project referred to in this Request for Proposal and the views of the Carbon Trust as to whether additional analysis or more in depth work in respect of any or all aspects relating to the project are desirable in order to achieve the objectives referred to in the Request for Proposal, the requirements of the project may change; and,
* the pricing set by Interested Parties shall be valid for a minimum of 90 days.

The information contained here, in this Request for Proposal and in any documents or information it refers to or incorporates (the “**Disclosed Information**”) has been prepared to assist interested parties to decide whether to submit a proposal. The Disclosed Information is not a recommendation by the Carbon Trust. It does not purport to be all inclusive or include all the information that an Interested Party may require. Furthermore, the Carbon Trust does not warrant or provide any undertaking that the information provided in respect to its fairness, accuracy, adequacy or completeness. The Interested Party should conduct its own due diligence and seek its own professional, legal, financial and other advice as appropriate.

Neither the Carbon Trust nor any of its directors, employees, agents or advisers makes any representation or warranty (express or implied) as to the accuracy, reasonableness or completeness of the **Disclosed Information**. All such persons or entities expressly disclaim any and all liability (other than in respect of fraudulent misrepresentation) based on or relating to the Disclosed Information or any subsequent communication. The only information which will have any legal effect and/or upon which any person may rely will be such information (if any) as has been specifically and expressly represented and/or warranted in any written contract that may be entered into with the Carbon Trust.

Proposals and all supporting documentation must be written in English. This Request for Proposal, and, if awarded, the Contract documents, their formation, interpretation and performance will be subject to and in accordance with the law of England and Wales.