



**ASEAN-Australia-New Zealand Free Trade Area (AANZFTA)
Economic Cooperation Support Programme (AECSP)**

Request for Proposal

**Consulting Opportunity for Handbook for
Implementing International Investment Commitments –
Stage One: Pilot in Viet Nam [AANZ-0081-INV-17]**

**PROPOSAL MUST BE RECEIVED BY
15 February 2019**

EMAIL PROPOSAL TO:

AANZFTA Support Unit
External Economic Relations Division
ASEAN Economic Community Department
The ASEAN Secretariat
Jakarta 12110, Indonesia
Email: ecwp@asean.org

Prepared by: AANZFTA Support Unit / EERD and SID,
MID

Date: January 2019

1 EXECUTIVE SUMMARY

The Project on Handbook for Implementing International Investment Commitments – Stage One: Pilot in Viet Nam [AANZ-0081-INV-17] (Pilot Project or Project) is part of the ASEAN-Australia-New Zealand Free Trade Area (AANZFTA) Economic Cooperation Support Programme (AECSP), under the Investment component of the Economic Cooperation Work Program (ECWP).

The Pilot Project is a ‘pilot’ of a broader initiative under AANZFTA to deliver country-specific handbooks and targeted training to government officials in partner countries involved with day-to-day management of foreign investment (including the screening and monitoring of investments). The trainings and handbook will improve on-the-ground implementation and awareness of Viet Nam’s specific international investment commitments and minimize the risk of investor-state disputes arising from frontline errors in administration and treatment of investors.

The immediate objectives of the Pilot Project are:

- **Enhanced awareness and understanding of Viet Nam’s investment treaty commitments** (including but not limited to AANZFTA) at central and local government levels by:
 - Producing a handbook designed to establish a basic understanding of Viet Nam’s investment treaties and the implementation of the obligations contained therein among local and central government officials responsible for interacting directly with foreign investors (Handbook);
 - Using the Handbook to train those officials to identify potential foreign investment issues early, identify their policy options and seek appropriate assistance from appropriate agencies of the central Vietnamese government where needed.
- **Establish a best-practice model for future investment handbooks in other ASEAN partner countries** based on:
 - Comprehensive monitoring and evaluation of the project, including through follow-up training in the pilot country.

Interested consultants are invited to submit proposals to deliver the following outputs, based on two phases:

Phase One: Analysis of Viet Nam’s legal environment for foreign investment to assist with the scoping of the Project; two consultation workshops with government officials (Framing and Follow-up workshops); surveys of workshop participants to assess levels of knowledge and awareness of Viet Nam’s investment treaty commitments; drafting and delivery of the Handbook. Estimated to take 12 months, from March 2019 to March 2020, to implement.

Phase Two (2020-2021): Assist the Ministry of Planning and Investment (MPI) of Viet Nam to conduct capacity building training workshops organized in five key investment locations in Viet Nam. 24 months.

2 SCOPE OF WORK

2.1 PROJECT OVERVIEW

I. BACKGROUND

The practical implementation of investment agreements and obligations often falls to front-line officers who are not fully equipped to administer Viet Nam's complex and evolving international investment commitments. Failure to disseminate information and properly train staff exposes Viet Nam to greater risk of inadvertently violating its international commitments. This has dual impacts of decreasing Viet Nam's attractiveness as a destination for investment, as well as exposing Viet Nam to increased risk of investor state dispute settlement (ISDS) arbitration. It is essential that the country's officials are equipped with resources to identify potential problems and seek appropriate assistance before they manifest as investor-state disputes.

The Pilot Project will develop the first handbook in Viet Nam and support awareness raising and capacity building in the country. The Handbook and follow-up trainings must be practical and designed to clearly address common issues and misconceptions, and developed from close consultation with Vietnamese officials and local and international experts in order to address the key issues facing Viet Nam.

II. PURPOSE OF THE ASSIGNMENT

AECSP is seeking the services of a team of consultants in Viet Nam to provide technical assistance and support activities to deliver the Pilot Project under two phases:

Phase One: Development of Viet Nam's Handbook for Implementing International Investment Commitments

The project will be delivered through the development of the handbook, including two consultation (Framing and Follow-up) workshops. The Handbook drafting team is led by a group of experts from National University of Singapore (NUS), with Vietnamese consultants, under the guidance of MPI officers with advisory assistance from Australian officials (Project Team).

Phase Two: Capacity building training workshops to support the handbook's dissemination (including 'training the trainers')

To build further awareness and capacity, the final Handbook will be translated into Vietnamese and printed for distribution at training workshops and other relevant dissemination events and will be used as the primary training resource for initial 'train the trainer' workshops to be led by the Project Team. Participants will be introduced to the final Handbook and to training materials developed by the Project Team.

Design and implementation of the Pilot Project in Viet Nam will meet best-practice standards of monitoring and evaluation, follow up and local-context driven project design. While implemented primarily by the Vietnamese government and National University of Singapore in partnership, the Project Team will draw on expertise from the AANZFTA region as and when required. Vietnamese consultants will be critical in identifying relevant Vietnamese law, common issues arising during implementation and possible options available to officials.

III. CONSULTANT'S SCOPE OF WORK AND ACTIVITIES

The consultants chosen through this competitive bidding process, are expected to support the Project Team and to provide specialist advice on Viet Nam's domestic investment regime and obligations. The consultants will work closely with NUS experts and MPI Viet Nam in drafting and finalizing the Handbook. The consultants will facilitate the Framing and Follow-up workshops in coordination with the Project Team in Phase one, and conduct the training workshops in Phase two.

The consultants are expected to deliver outputs, as follows:

a. Description of Activities:

1. Conduct an analysis of Viet Nam's legal environment for foreign investment to assist with the scoping of the Project, including review of Vietnamese laws and regulations and actual cases of investor grievance;
2. Assist the Project Team to facilitate and conduct two consultation workshops (Framing and Follow-up workshops) with officials from the central and local governments of Viet Nam, including:
 - Preparing for the Workshops:
 - i. Draft or provide comments on the agendas for the Framing and Follow-up workshops jointly with the Project Team
 - ii. Prepare and deliver presentation(s) at the Framing and Follow-up workshops
 - iii. Prepare operational examples of the application of Viet Nam's investment treaties to be discussed at the Follow-up workshop
 - Support NUS experts in defining scope of the Project and setting an operational workplan
 - Survey government participants in connection with both Framing and Follow-up workshops in order to guide discussion on the scope of the Handbook and to establish baseline data on awareness of Viet Nam's investment treaties;
 - Preparation of workshop reports, memorializing workshop content.
3. Support NUS experts during Framing and Follow-up workshops and provide advice and technical inputs during research and analysis, in matters related to the domestic law component of the project, leading up to development of the Handbook;
4. Support the drafting and finalization of the Handbook, including:

Phase One

- a. Review Vietnamese laws and regulations on investments, corporations, land, environment, and other relevant areas of law to assist the Project Team with identifying risks with respect to Viet Nam's investment treaty commitments and provide operational guidance to officials regarding the interaction of Vietnamese law and Viet Nam's investment treaties;
- b. Review actual cases of investor grievances at local and central government levels to assist the Project Team to help identify the areas of most prominent and frequent risks with respect to foreign investors. Information on actual cases can be collected from actual experiences of the consultants in their legal practice (confidential information redacted), presentations by local governments in the Framing workshop, and interviews with government officials if necessary, etc.;
- c. Support the Project Team in developing the analysis of possible claims that the government may have to face when certain types of measures is taken;

- d. Review Vietnamese law and develop operational examples to assist the Project Team in developing recommendations for government officials when they have to take certain types of measures;
5. Collaborate with NUS experts during the drafting of the Handbook, including but not limited to, providing comments and inputs on the drafts.
6. Proofread the Vietnamese translation of the Handbook.

Phase Two

7. Assist MPI in conducting five training workshops, in the capacity of technical experts/trainers over a period of two years, including:
 - surveys before and after training sessions to track levels of capacity among participants;
 - providing inputs to the training agenda and delivery of presentations
 - providing inputs to the training workshop reports
8. Assist the government of Viet Nam on updating the Handbook, as necessary.

b. Outputs:

Output 1: Analysis of Viet Nam’s legal environment for foreign investment to assist with the scoping of the Project, including review of Vietnamese laws and regulations and actual cases of investor grievance;

Output 2: Two consultation workshops (Framing and Follow-up)

Output 3: Handbook for Implementing International Investment Commitments

Output 4: Five training workshops

c. Proposed Timeline:

- **Phase One:** Finalization of the Handbook, including the two consultation workshops (Framing and Follow-up) is estimated to take 12 months, from March 2019 to March 2020, to implement.

Phase Two: Translation and printing of the Handbooks is estimated to take up to three months from end of March to June 2020. The five training workshops are expected to be organized in five key investment locations in Vietnam, and will take 24 months. The workshops are planned to be tentatively organized in May and September of 2020 and January, June and October of 2021. Phase Two is subject to the extension of AECSP beyond December 2019.

- Updates to the handbook would be at the discretion and responsibility of the Vietnamese government as international commitments or domestic law change.

IV. EXPECTED DELIVERABLES

The list of expected deliverables are as follows:

Milestones	Outputs	Indicative Timeline
Deliverable 1	Analysis of Viet Nam’s legal environment for foreign investment to assist with the scoping of the Project, including review of Vietnamese laws and regulations and actual cases of investor grievance	April – August 2019

Deliverable 2	<p>Framing workshop conducted with officials from the central and local governments of Viet Nam and workshop report completed.</p> <ul style="list-style-type: none"> • Support NUS expert in defining scope of the Project and setting an operational workplan • Develop Handbook template • Conduct survey of participants at the framing workshop to guide discussion on the scope of the Handbook 	late-May 2019
Deliverable 3	<p>Research and analysis:</p> <ul style="list-style-type: none"> • Support NUS experts during consultations and provide advice and technical inputs during country-specific research and analysis 	March 2019 – February 2020
Deliverable 4	<p>Handbook finalised</p> <ul style="list-style-type: none"> • Support NUS experts to produce Handbook based on identified capacity gaps, which addresses Viet Nam’s country-specific investment obligations and • review and revise drafts based on feedback from Viet Nam and Australia <p>Follow-up workshop conducted with officials from the central and local governments of Viet Nam and workshop report completed.</p> <ul style="list-style-type: none"> • Conduct survey of participants at the Follow-up workshop 	15 March 2020 (final draft)
Deliverable 5	Vietnamese translation of the Handbook proofread and finalised	April – May 2020
Deliverable 6	Five training workshops conducted and workshop reports finalised	June 2020 – September 2021
Deliverable 7	Handbook updated, as necessary	

2.2 PROJECT REQUIREMENTS

CONSULTANT’S QUALIFICATIONS

No.	Qualification	Weight
1	The consultant should be a Vietnamese law firm or a team of English-speaking Vietnamese lawyers, with track record of 10 years minimum work experience in, and sound knowledge of, international law in general and international investment law in particular	35 %
2	<p>The consultant should have a minimum of 10 years of experience in advisory services on Vietnamese investment-related issues, including, but not limited to:</p> <ul style="list-style-type: none"> • obtaining investment licenses and operation permits, • corporate restructures, shareholders’ disputes, • termination of investment projects, • termination of land use rights 	35%

3	The consultant should have demonstrated experience in investor-state-dispute settlement, i.e. participated in the settlement of investment disputes between a state and investor of another state arising from investment treaties	15%
4	The consultant should have demonstrated ability and experience in effectively facilitating and conducting workshops/trainings for various stakeholders, including government officials	15%
Total		100%

3 RFP REQUIREMENTS

3.1 PROPOSAL SUBMISSION INSTRUCTIONS

- a) Consultant must ensure that both Technical & Financial Proposals are received via email at the following address before the tender closing date **15 February 2019**
- AANZFTA Support Unit
External Economic Relations Division
ASEAN Economic Community Department
The ASEAN Secretariat
Jakarta 12110, Indonesia
Email: ecwp@asean.org
- b) All proposals must be submitted in English.
- c) Consultant should indicate the Title of the Tender at the subject of the email.
- d) The Technical and Finance Proposals must be submitted in two separate documents.
- e) Consultant must not include any financial/cost data in the Technical Proposal, but only in the Financial Proposal.
- f) The proposal should be concisely presented and structured, and should explain in detail the Consultant's availability, experience and resources to provide the requested services.
- g) Proposals that are incomplete or do not address the required criteria may not be considered in the review process.

3.2 RFP TERMS & CONDITIONS

3.2.1 Bid Expiration Date

Received proposals shall be valid until 15 May 2019

3.2.2 Implementation/Delivery Schedule

- a. Contract award will be decided by the Selection Committee comprised of AANZFTA Committee on Investment (AANZFTA COI) Co-Chairs and MPI, Vietnam
- b. Terms and reference of the contract will be negotiated by the ASEAN Secretariat.
- c. In carrying out his/her assignment, the consultant or consultant team will work closely with the ASEAN Secretariat and reporting process of the Consultant to the AANZFTA COI will be done through the ASEAN Secretariat.
- d. The indicative timeline for hiring and initial activities of the project is as follows:

Action	Deliverables	Indicative Timeline
Engagement of Consultant	Agreed Special Services Agreement by the selected Consultant	28 February 2019
Phase One		
1.Consultation (Framing) workshop	(i) Support NUS experts in defining scope of the Project and setting an operational workplan (ii) Develop Handbook template (iii) Conduct survey of participants at the framing workshop to guide discussion on the scope of the Handbook	late-May 2019
2.Research and analysis	(i) Analysis of Viet Nam’s legal environment for foreign investment to assist with the scoping of the Project, including review of Vietnamese laws and regulations and actual cases of investor grievance	April – August 2019
3.Prepare preliminary draft of Handbook	(i) NUS experts draft in liaison with Vietnamese consultants (ii) Australia/Viet Nam review preliminary draft (iii) Comments from Australia and Viet Nam	April – August 2019 August/Sept. 2019 Week of 29 Sept 2019
4.Prepare interim draft of Handbook	(i) NUS Experts draft in liaison with Vietnamese consultants (ii) Australia/Viet Nam review interim draft (iii) Comments from Australia and Viet Nam	October-November 2019 December 2019 Week of 5 January 2019
5.Prepare presentation of draft Handbook	(i) Deliver revised draft to Australia and Viet Nam	Week of 9 February 2020
6.Follow up workshop	(i) Presentation of draft Handbook to Australia and Viet Nam <ul style="list-style-type: none"> • Conduct survey of participants at the Follow-up workshop 	Week of 16 February 2020
7.Deliver final draft of Handbook	(i) Final draft completed	Week of 15 March 2020
Phase Two		
8.Translation and printing of Handbook	(i) Proofreading Handbook	April – May 2020
9.Training workshops	Workshop one, venue TBC Workshop two, venue TBC Workshop three, venue TBC Workshop four, venue TBC Workshop five, venue TBC	April 2020 July 2020 November 2020 March 2021 July 2021

4 RESPONSE FORMAT (PROPOSAL FORMAT)

In conformance to the ASEAN Secretariat's Financial Rules and Administrative Procedures (AFARP), the Consultant shall submit the applications in **two** separate documents, i.e., technical and financial components.

4.1 TECHNICAL PROPOSAL

The technical component should contain the following information:

- a. A brief discussion indicating the prospective Consultant's understanding of the project's purpose.
- b. A discussion of how the prospective Consultant proposes to approach the project including but not limited to methodology to undertake the assignment and proposed activities.
- c. A brief summary of the prospective Consultant's expertise and knowledge of Viet Nam's investment regime and obligations, highlighting experience in related work relevant to the project. *(Please provide links to any publications if available, or enclose selected publications in soft-copy in the application).*
- d. Brief discussion on the consultant's or firm's past experience in undertaking similar work and brief summary of projects undertaken
- e. Names and curriculum vitae of associates, subcontractors, personnel or employees who will be engaged in the performance of services.
- f. Other information to substantiate the capacity of applicants to undertake the project; and
- g. Completed templates Appendix 1 and Appendix 1a -- Company General Information and List of Clients.

4.2 FINANCIAL PROPOSAL

Please complete submit the financial proposal which shall include detailed cost estimates for Phase 1 and Phase 2, including a summary sheet indicating the unit prices; payments schedule, following Appendix 2 to this RfP.

The financial component should specify all direct and indirect costs, inclusive of all obligations related to applicable taxes, for undertaking the project, including but not limited to:

- Professional services fee for completing all deliverables in unit cost and the number of hours/days;
- Miscellaneous charges, if applicable;
- Cost of travels and other incidentals to support the proposed work program, as may be required.

Appendix 1
Company General Information
*To be submitted together in the **Technical Proposal***

Company LEGAL Name:			
Division or Subsidiary (if applicable):			
Company Address:			
City:			
Province / State:			
Country:			
Postal Code:			
Telephone:			
Business Name Registration:			
Tax Registration Number:			
Valid Business Permit:			
Company Contact:		Telephone no.:	
Title / Position:		Fax no.:	
E-Mail:			
Indicate number of years involved in similar business			
Are you a subsidiary of a financial institution? *If Yes, Please indicate your Holding Company			

Appendix 1a.
Customer Reference

To be submitted as part of the Technical Proposal

Customer Details	
Company Name	
Company Address	
Telephone Number	
Fax Number	
Contact Name	
Project Title	

Customer Details	
Company Name	
Company Address	
Telephone Number	
Fax Number	
Contact Name	
Project Title	

Customer Details	
Company Name	
Company Address	
Telephone Number	
Fax Number	
Contact Name	
Project Title	

APPENDIX 2
Price and Payment Schedule
To be submitted as part of the Financial Proposal

A. PRICE

Unit: USD or AUD

No .	Description	Unit	Price (Total estimated cost)
1	Professional Services		
	--- Input days for each expected output	(# of days)	
2	Other expenses		
	--- Item 1		
	--- Item 2		
TOTAL			

B. PROPOSED PAYMENT SCHEDULE