



# Technical Assistance Report

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Project Number: 49046-001  
Policy and Advisory Technical Assistance (PATA)  
December 2015

## Georgia: Development of Public–Private Partnerships

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Asian Development Bank

## CURRENCY EQUIVALENTS

(as of 26 November 2015)

Currency unit	–	lari (GEL)
GEL1.00	=	\$0.4158
\$1.00	=	GEL2.40

## ABBREVIATIONS

ADB	–	Asian Development Bank
EBRD	–	European Bank for Reconstruction and Development
FFD	–	Fiscal Forecasting Department
MOESD	–	Ministry of Economy and Sustainable Development
MOF	–	Ministry of Finance
NASP	–	National Agency of State Property
PPP	–	public–private partnership
TA	–	technical assistance

## NOTE

In this report, "\$" refers to US dollars.

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## POLICY AND ADVISORY TECHNICAL ASSISTANCE AT A GLANCE

<b>1. Basic Data</b>		<b>Project Number: 49046-001</b>	
<b>Project Name</b>	Development of Public-Private Partnerships	<b>Department /Division</b>	CWRD/CWPF
<b>Country</b>	Georgia	<b>Executing Agency</b>	Ministry of Economy and Sustainable Development of Georgia
<b>2. Sector</b>	<b>Subsector(s)</b>	<b>ADB Financing (\$ million)</b>	
✓ Public sector management	Public administration		0.50
		<b>Total</b>	<b>0.50</b>
<b>3. Strategic Agenda</b>	<b>Subcomponents</b>	<b>Climate Change Information</b>	
Inclusive economic growth (IEG)	Pillar 1: Economic opportunities, including jobs, created and expanded	Climate Change impact on the Project	Low
Regional integration (RCI)	Pillar 2: Trade and investment		
<b>4. Drivers of Change</b>	<b>Components</b>	<b>Gender Equity and Mainstreaming</b>	
Governance and capacity development (GCD)	Client relations, network, and partnership development to partnership driver of change	No gender elements (NGE)	✓
Knowledge solutions (KNS)	Institutional development		
Partnerships (PAR)	Public financial governance		
Private sector development (PSD)	Knowledge sharing activities		
	Implementation		
	Private Sector		
	Conducive policy and institutional environment		
<b>5. Poverty Targeting</b>		<b>Location Impact</b>	
Project directly targets poverty	No	Nation-wide	High
<b>6. TA Category:</b>	B		
<b>7. Safeguard Categorization</b>	Not Applicable		
<b>8. Financing</b>			
<b>Modality and Sources</b>		<b>Amount (\$ million)</b>	
<b>ADB</b>		<b>0.50</b>	
Policy and advisory technical assistance: Technical Assistance Special Fund		0.50	
<b>Cofinancing</b>		<b>0.00</b>	
None		0.00	
<b>Counterpart</b>		<b>0.00</b>	
None		0.00	
<b>Total</b>		<b>0.50</b>	
<b>9. Effective Development Cooperation</b>			
Use of country procurement systems		No	
Use of country public financial management systems		No	

## I. INTRODUCTION

1. The Government of Georgia requested policy and advisory technical assistance (TA) from the Asian Development Bank (ADB) to help develop an enabling framework for public–private partnerships (PPPs) in the country. A fact-finding mission was conducted via videoconference on 23 October 2015 to firm up the impact, outcome, outputs, implementation arrangements, cost, financing arrangements, and terms of reference for consultants that had been discussed during the consultation mission.<sup>1</sup> On 20 November 2015, the government expressed its concurrence with the agreements reached during the fact-finding mission, as described in the mission’s aide memoire on 26 October 2015. The design and monitoring framework is in Appendix 1.<sup>2</sup>

## II. ISSUES

2. The infrastructure and social service needs of Georgia are greater than the public resources available to meet them. Since 2003, the government has introduced a series of wide-ranging economic and institutional reforms to create an enabling environment for private sector investors. These reforms have transformed Georgia’s business and economic environment.

3. Private sector participation in infrastructure development and its contribution to economic growth has greatly expanded through the government’s efforts. PPP projects have been implemented since 2010 by government ministries or agencies in the health, energy, hospitality, and water sectors, among others. Financing for these PPPs has been provided by national and international commercial banks and government financial institutions such as the Partnership Fund and the Georgian Energy Development Fund, and such private funds as the Co-investment Fund. Despite some successful examples of private participation in the development of infrastructure and services, the government needs to develop a comprehensive legal, regulatory, institutional and financial framework to make more effective use of PPPs in procuring public infrastructure and services.

4. The government’s experience with PPPs so far has provided several lessons and established particular needs. First, the country’s public and private entities may need to explore a variety of partnership modes for delivering infrastructure and social services. Second, the government and potential partners will need a shared, broad-based understanding of what PPPs are and what they can contribute to Georgia’s development targets before a robust portfolio of PPPs can be developed. Third, the clear and complete legal, regulatory, institutional, and financial framework for PPPs will be needed to help provide this full understanding and give both public and private parties the confidence to pursue PPPs. Fourth, a more structured and standardized approach to PPPs is needed to enable public sector entities to reduce transaction costs and their risks when negotiating contracts. This should include standard contracts for similar projects. With a transparent, predictable, and standardized regulatory framework that clearly optimizes the allocation of risk and reward between public and private sector partners, private sector participation in infrastructure and services will increase and improve the overall efficiency and effectiveness of Georgia’s public infrastructure and service delivery.

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<sup>1</sup> An ADB reconnaissance mission to Tbilisi in March 2015 discussed the current needs and possible scope of the TA for Development of Public–Private Partnerships with key stakeholders from the public and private sectors and with Georgia’s other development partners. An ADB aide memoire summarizing the TA concept and preliminary design and monitoring framework was shared with the government in April 2015 and discussed with key stakeholders during a 21–29 July 2015 consultation mission to Tbilisi.

<sup>2</sup> The TA first appeared in the business opportunities section of ADB’s website on 28 August 2015.

5. The Ministry of Economy and Sustainable Development (MOESD) is currently coordinating government policy and institutional activities for establishing the PPP framework in Georgia. The Fiscal Forecasting Department of the Ministry of Finance (MOF) is developing the framework to identify and manage the fiscal risks associated with PPPs, including contingent liabilities.

### III. THE POLICY AND ADVISORY TECHNICAL ASSISTANCE

6. The TA will help enhance the public sector's capacity to use PPPs as an effective means to develop economic and social infrastructure, particularly by clearly delineating and streamlining the role of the government in key phases of the PPP process.<sup>3</sup> This in turn will contribute to Georgia's overall economic development. The government's ability to properly select, appraise, develop, and implement sound PPP projects will be improved. The MOF capabilities to assess the risks of PPP projects and to manage them will be strengthened. The TA will develop standard contracts and tender documents for PPPs.

7. The TA will include extensive awareness and capacity development activities for public and private sector representatives and potential investors and financiers. Staff working on PPPs in the MOESD, the MOF, and in sector ministries will be trained to apply the government's PPP policy and use the PPP documents effectively. TA capacity development activities will be coordinated with the Academy of the Ministry of Finance and delivered at its well-equipped training facilities. The activities will (i) cover regular training sessions for key stakeholders in the public and private sector, (ii) initiate cost-effective train-the-trainer programs for PPPs, and (iii) incorporate PPP training into the government's core capacity development curriculum. The academy has been providing training to public sector employees on management, financial management, and good business practices through public and private sector trainers since 2013.

8. The European Bank for Reconstruction and Development (EBRD), the International Finance Corporation, the World Bank, and ADB have been helping Georgia develop its private sector through support for business environment reforms, financial market development, and private investments. The United States Agency for International Development engages in policy advice, capacity building, private sector surveys, and pilot programs for small businesses and rural development. German development cooperation through KfW supports the financing of economic infrastructure, a regional small business fund, and the development of value chains for agribusinesses and rural finance.<sup>4</sup> During the TA reconnaissance and consultation missions, ADB held discussions with these development partners to identify synergies that will be further developed during TA implementation.

9. In the area of PPPs, the EBRD is providing TA to the government through the MOESD to draft a PPP policy and a PPP law. The ADB TA consultants and staff will be part of the working group established by the MOESD to develop this policy and law. The TA will build on the outputs produced from August 2015 until March 2016 under EBRD's TA and also on the outputs produced under ADB's TA being implemented under a program loan.<sup>5</sup> Overall, the

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<sup>3</sup> The key phases in the PPP process are project identification (strategic planning, pre-feasibility, PPP suitability, and internal clearances); project development (feasibility, preparation of the procurement process, in-principle clearance by appraisal authority, procurement, final clearance, and contract award); and project implementation (contract management and implementation monitoring).

<sup>4</sup> ADB. 2015. *Country Partnership Strategy: Georgia, 2014–2018. Private Sector Assessment*. Manila.

<sup>5</sup> ADB. 2014. *Technical Assistance to Georgia for Strengthening Domestic Resource Mobilization*. Manila (TA 8716-GEO). Gap analyses of the legal and regulatory framework for PPPs has been completed under this TA, which was

ADB TA will help the government develop and adopt a conducive legal, institutional, and financial framework for PPPs and improve the government's capacity to effectively develop PPP projects within this framework.

10. The TA is fully aligned with Georgia's Socioeconomic Development Strategy 2020, ADB's country partnership strategy for Georgia for 2014–2018, and ADB's Midterm Review of Strategy 2020—all of which prioritize the improvement of public service delivery and private sector participation to achieve inclusive growth.<sup>6</sup>

#### **A. Impact and Outcome**

11. The impact will be an enabling environment for PPPs in Georgia. The outcome will be an improved legal, institutional, and financial framework for developing and implementing viable PPP projects.

#### **B. Methodology and Key Activities**

12. The TA outputs to help achieve the outcome will be (i) the improvement of the government's abilities to select, develop, and implement PPP projects, (ii) the strengthening of the MOF's capacity to manage risks in PPP projects, and (iii) the standardization of PPP documentation. Key risks to effective TA implementation are the possibility that (i) the government may not fully implement agreed policy and institutional arrangements for PPPs, (ii) the key sector ministries and agencies will not retain, for at least 2 years, the critical mass of trained PPP focal staff, and (iii) the EBRD outputs are not delivered within the time frame agreed between the EBRD and the government. To manage and mitigate these risks, ADB identified the PPP focal staff in the central and sector counterpart ministries and agencies during the TA reconnaissance mission and will work with them to ensure the timely implementation of policy and institutional arrangements. The TA builds on previous ADB work on PPPs, and the project will continue to collaborate closely with development partners that support PPPs and private sector development in Georgia. Working with the Academy of the Ministry of Finance, the project will develop and conduct training sessions on the policy, legal, institutional, financial, and technical aspects of PPPs.

#### **C. Cost and Financing**

13. The TA is estimated to cost \$550,000, of which \$500,000 will be financed on a grant basis by ADB's Technical Assistance Special Fund (TASF-other sources). The government will provide counterpart support in the form of counterpart staff, office and housing accommodation, office supplies, secretarial assistance, domestic transportation, and other in-kind contributions. The value of government counterpart support is estimated to account for about 9% of the total TA cost. The cost estimates and financing plan are in Appendix 2.

#### **D. Implementation Arrangements**

14. The MOESD will be the executing agency for this TA. The implementing agencies will be a focal group in the MOESD, including the National Agency of State Property, the Transport

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approved for \$500,000 in September 2014. Analysis of the risk management capacity of the MOF has also been carried out, and recommendations to strengthen it have been made to the government.

<sup>6</sup> Government of Georgia. 2014. *Socio-economic Development Strategy of Georgia (Georgia 2020)*. Tbilisi; ADB. 2014. *Country Partnership Strategy: Georgia, 2014–2018*. Manila; and ADB. 2014. *Midterm Review of Strategy 2020: Meeting the Challenges of a Transforming Asia and Pacific*. Manila.

Policy Department, and the Economic Policy and Analysis Department; a focal group in the MOF, including the Fiscal Forecasting Department; a focal group in the Ministry of Regional Development and Infrastructure; and a focal group in the Ministry of Health. The TA project will also work with the Ministry of Energy, the Ministry of Justice, and Tbilisi Municipality when this is necessary during implementation. The Public Management, Financial Sector, and Trade Division of ADB's Central and West Asia Department will administer the TA. The TA is expected to be implemented over a 20-month period from January 2016 to August 2017.

15. Four consultants will be engaged by ADB for a total of 16 person-months to provide policy advice and technical and capacity development assistance during TA implementation. The consultant team will include an international PPP specialist (engaged intermittently for 5 person-months), an international PPP finance specialist (5 person-months), an international PPP legal specialist (4 person-months), and a national PPP legal specialist (2 person-months). The consultants will be engaged by ADB on an individual basis in accordance with the Guidelines on the Use of Consultants (2013, as amended from time to time). They will be engaged on output-based lump sum contracts to reduce the administrative burden on the government and ADB and improve economy, efficiency, and value for money. Disbursements will be made in accordance with ADB's *Technical Assistance Disbursement Handbook* (2010, as amended from time to time). Indicative consultant terms of reference are in Appendix 3.

16. The TA was designed in consultation with key stakeholders in the public and private sector and with multilateral and bilateral development agencies. Consultations and collaboration with these counterparts will continue during TA implementation. They will be invited to participate in the PPP awareness-building workshops and focus group discussions that will be supported by the TA.

17. PPP training and reference materials developed under the TA will be used for the TA capacity development activities. They will also be shared with the Academy of the Ministry of Finance to help develop its in-house capacity to (i) continue the PPP training over the medium term, (ii) train additional trainers for PPP capacity development, and thereby (iii) institutionalize PPP capacity development to ensure that a critical mass of the staff developing and managing PPP projects are well-versed in the core PPP concepts and principles. TA reports and model PPP contracts—developed in consultation with key counterparts and beneficiaries—will be made widely available for use in the public and private sectors. A study tour will be conducted for staff members from the key implementing agencies to learn from their peers in an ADB member country with extensive PPP experience.

18. During implementation, ADB staff will work closely with the implementing agencies to ensure that the outputs and outcomes are achieved and remedial measures are implemented in a timely manner when required. Consultant inputs and deliverables will be monitored directly by ADB staff and through the feedback solicited from the implementing agencies and other stakeholders benefiting from the TA.

#### **IV. THE PRESIDENT'S DECISION**

19. The President, acting under the authority delegated by the Board, has approved the provision of technical assistance not exceeding the equivalent of \$500,000 on a grant basis to the Government of Georgia for Development of Public–Private Partnerships, and hereby reports this action to the Board.



## DESIGN AND MONITORING FRAMEWORK

<b>Impact the Technical Assistance is Aligned with</b>			
An enabling environment for PPPs in Georgia <sup>a</sup>			
<b>Results Chain</b>	<b>Performance Indicators with Targets and Baselines</b>	<b>Data Sources and Reporting Mechanisms</b>	<b>Risks</b>
<p><b>Outcome</b> Legal, institutional, and financial framework for developing and implementing viable PPP projects improved</p>	<p>a. At least one PPP project competitively tendered by July 2017</p>	<p>a. MOESD status reports. TA reports</p>	<p>Agreed policy and institutional arrangements for PPPs are not fully implemented.</p>
<p><b>Outputs</b> 1. Government capacity to select, develop, and implement PPP projects improved</p>	<p>1a. PPP project selection criteria developed and adopted by the government by end of August 2016 (2015 baseline: no standardized criteria)</p> <p>1b. PPP staff from focal units of MOESD, MOF, and sector ministries trained in effective application of selection criteria by end of September 2016 (2015 baseline: no standardized criteria)</p> <p>1c. PPP focal staff in sector ministries provided specialized training on PPP contract and project management by end of September 2016 (2015 baseline: no such training)</p>	<p>1a–c. Reports of key counterpart agencies</p> <p>1c. TA progress reports</p>	<p>Critical mass of trained focal PPP staff not retained for at least 2 years.</p> <p>The EBRD outputs are not delivered within the time frame agreed between the EBRD and the government.</p>
<p>2. Risk management capacity of MOF for PPP projects strengthened</p>	<p>2a. Risk management functions and protocols developed and adopted by MOF by end of August 2016 (2015 baseline: none existing)</p> <p>2b. Risk management tool kits developed and begin utilization by MOF by October 2016 (2015 baseline: no tool kits)</p> <p>2c. Risk management protocols developed and applied to all PPP transactions from October 2016 (2015 baseline: no protocols)</p>	<p>2a. Approved protocols</p> <p>2b. TA progress reports and Asian Development Bank mission reports</p> <p>2c. RMU quarterly status reports</p>	
<p>3. PPP documentation standardized</p>	<p>3a. PPP focal staff in MOESD, MOF, and in sector ministries trained by November 2016 in the use of PPP project selection criteria, standard PPP contracts, and tender documents, as well as in project management (2015</p>	<p>3a. TA status reports, updates from MOESD</p>	

Results Chain	Performance Indicators with Targets and Baselines	Data Sources and Reporting Mechanisms	Risks
	baseline: none trained)  3b. Standard PPP contracts and tender documents used for PPP projects from December 2016 (2015 baseline: none exist)	3b. PPP project documents	
<p><b>Key Activities with Milestones</b></p> <p><b>1. Government capacity to select, develop, and implement PPP projects improved.</b>            1.1 Recruit TA consultant by end of January 2016.            1.2 Develop PPP project selection criteria by March 2016.            1.3 Develop modules for training in PPPs, PPP contracts, and project management by May 2016, and conduct training from June 2016.            1.4 Establish PPP focal units in implementing agencies by end of August 2016.</p> <p><b>2. Risk management capacity of MOF for PPP projects strengthened.</b>            2.1 Develop risk management functions and protocols by March 2016.            2.2 Develop risk management tool kits by May 2016.</p> <p><b>3. PPP documentation standardized.</b>            3.1 Draft model PPP contracts and tender documents by October 2016.            3.2 Conduct training and workshops by November 2016 on the use of PPP standard documentation, including contracts and tender documents.</p>			
<p><b>Inputs</b></p> <p>Asian Development Bank: \$500,000 Technical Assistance Special Fund (TASF-other sources)</p> <p>Note: The government will provide counterpart support in the form of counterpart staff, office and housing accommodation, office supplies, secretarial assistance, domestic transportation, and other in-kind contributions.</p>			
<p><b>Assumptions for Partner Financing</b>            Not applicable.</p>			

EBRD = European Bank for Reconstruction and Development, MOESD = Ministry of Economy and Sustainable Development, MOF = Ministry of Finance, PPP = public-private partnership, RMU = risk management unit, TA = technical assistance.

<sup>a</sup> Government of Georgia. 2014. *Socio-economic Development Strategy of Georgia (Georgia 2020)*. Tbilisi. Source: Asian Development Bank.

## COST ESTIMATES AND FINANCING PLAN

(\$'000)

Item	Amount
<b>Asian Development Bank<sup>a</sup></b>	
1. Consultants	
a. Remuneration and per diem	
i. International consultants (14 person-months)	346.0
ii. National consultants (2 person-months)	14.0
b. International and local travel	40.0
c. Reports and communications <sup>b</sup>	7.0
2. Workshops, training, seminars, and conferences	
a. Training and workshops <sup>c</sup>	40.0
b. Study tour <sup>d</sup>	15.0
3. Miscellaneous administration and support costs	8.0
4. Contingencies	30.0
<b>Total</b>	<b>500.0</b>

Note: The technical assistance (TA) is estimated to cost \$0.55 million, of which contributions from the Asian Development Bank (ADB) are presented in the table above. The government will provide counterpart support in the form of counterpart staff, office and housing accommodation, office supplies, secretarial assistance, domestic transportation, and other in-kind contributions. The value of government contribution is estimated to account for 9% of the total TA cost.

<sup>a</sup> Financed by ADB's Technical Assistance Special Fund (TASF-other sources).

<sup>b</sup> Includes translation cost.

<sup>c</sup> Includes rent of equipment, the costs of food and beverages and training materials, and other workshop and training-related expenses. The premises of counterpart agencies and the Academy of the Ministry of Finance will be used for all training and workshops conducted under the TA.

<sup>d</sup> A study tour will be arranged for public sector TA counterpart staff to an ADB member country with extensive public-private partnership experience during TA implementation.

Source: Asian Development Bank estimates.

## OUTLINE TERMS OF REFERENCE FOR CONSULTANTS

### A. **Public–Private Partnership Specialist and Team Leader** (international, 5 person-months, intermittent)

1. The public–private partnership specialist and team leader will advise the Government of Georgia on the institutional framework to support public–private partnerships (PPPs) under Asian Development Bank technical assistance for Development of Public–Private Partnerships in the country. This policy advice will be based on an assessment of the government’s development priorities, the business environment, and PPP modalities that would add value to the provision of infrastructure and services in Georgia. The specialist will have a postgraduate degree in economics, finance, or a related field, as well as at least 10 years of relevant experience with project finance and PPPs. Previous work experience in the Caucasus region or Eastern Europe will be preferred. The specialist will work in close cooperation with the implementing agencies, the National Agency of State Property (NASP) under the Ministry of Economy and Sustainable Development (MOESD), and the Fiscal Forecasting Department (FFD) of the Ministry of Finance (MOF). The specialist will work closely with the other three PPP specialists to be engaged under the TA. The consultants will work as a team with the MOF, the MOESD, and all relevant sector ministries and agencies to ensure timely delivery of high-quality outputs in line with the milestones and timelines indicated in the TA project design and monitoring framework.

2. The specialist will

- (i) develop recommendations based on international good practice and the Georgian context for an institutional framework for better government support for PPPs that includes structured collaboration between the MOESD and the MOF;
- (ii) help the government develop a PPP framework, its institutional requirements, and performance parameters that include risk-sharing in consultation with key TA stakeholders and development partners working on PPPs;
- (iii) draft the terms of reference and operational guidelines for PPP focal units in agencies with potentially large PPP portfolios in consultation with key TA beneficiaries and stakeholders;
- (iv) advise on the design of a model PPP contract, key contract features and underlying principles, risk assessment and risk-sharing, and the tendering process and subsequent contract management in consultation with user ministries and agencies;
- (v) work with the PPP legal and PPP finance specialists in developing model concession agreements for three sectors—transport, roads, and health;
- (vi) design a comprehensive capacity development plan that includes on-the-job training and seminars for PPP focal staff and representatives from the ministries and agencies with PPP portfolios;
- (vii) provide on-the-job training to the PPP and MOF’s risk management unit staff on public sector management of PPPs;
- (viii) identify any online courses on PPPs that are similar to those provided by the Institute for Public–Private Partnerships in the United States and will be useful for TA stakeholders;
- (ix) design and conduct five training sessions (including one to train the trainers) and workshops on key aspects of PPPs, for public and private sector representatives, including legal professionals and finance sector representatives; and
- (x) carry out any related tasks.

**B. Public–Private Partnership Finance Specialist** (international, 5 person-months, intermittent)

3. The PPP finance specialist will advise the government on financial models that may be used to support the PPP pipeline in Georgia. The specialist will also make recommendations on strengthening the risk management framework, improving risk management processes, and the documentation required to assess the PPP projects at the evaluation stage with a specific focus on risk management. The specialist will have a postgraduate degree in finance, business management, or a related field, and at least 10 years of experience in project finance, financial risk management, credit risk management, financial structuring of PPPs, and enterprise risk solutions. Work experience with public and private sector entities and regional experience in the Caucasus region or Eastern Europe will be preferred. The specialist will work closely with the FFD and NASP.

4. The PPP finance specialist will
- (i) develop recommendations based on international good practice and the Georgian context for developing a financial framework to support PPPs, including funding for transaction advisory services and viability gap funding;
  - (ii) draft a financial analysis framework, model or standardized financial analysis templates, and processes to assess the value-for-money of proposed PPP projects in consultation with key TA stakeholders;
  - (iii) assess the effectiveness of the existing risk management framework in Georgia and recommend the needed improvements with a focus on legal, financial, and commercial risks;
  - (iv) draft a comprehensive framework for identifying, assessing, monitoring, and managing key risks arising in PPPs; draft model or standardized risk assessment templates, risk manual, and risk assessment and management tool kits in consultation with the MOF;
  - (v) draft a complete process for risk management in consultation with the MOF and the TA implementing agencies that covers risk identification, risk assessment, allocation of risks, risk mitigation measures, and overall risk management components;
  - (vi) design a comprehensive capacity development plan for PPP focal staff that includes on-the-job training and seminars;
  - (vii) provide on-the-job training to MOF's risk management unit staff risk assessment and management, including management of contingent liabilities;
  - (viii) lead the preparation of the financial analyses templates and methodology for PPP projects, working closely with the PPP specialist and the PPP legal specialist;
  - (ix) design and conduct five training sessions (including one to train trainers) and workshops on key aspects of PPPs for public and private sector representatives, including legal professionals and finance sector representatives; and
  - (x) carry out related tasks.

**C. Public–Private Partnership Legal Specialist** (international, 4 person-months)

5. The PPP legal specialist will work closely with the national PPP legal specialist and advise the government on development and improvement of the legal framework for PPPs in Georgia, including the drafting of key regulations, amendments, and project and concession agreements. The specialist will have an undergraduate or postgraduate degree in law and at least 10 years of experience as a qualified lawyer in commercial law and PPPs, preferably in

developing countries. Previous work experience in the Caucasus region or Eastern Europe will be preferred. The specialist will work closely with the FFD, the NASP, and the other team members.

6. The specialist will
  - (i) draft model concession agreements and contracts for three sectors (including one infrastructure and one service sector), working closely with the PPP specialist and the PPP finance specialist;
  - (ii) provide on-the-job training to legal professionals from the MOESD, the MOF, and other government agencies on effective use of these contracts;
  - (iii) draft a process for the government to handle unsolicited PPP project proposals, working closely with the NASP, the PPP specialist, and the PPP finance specialist;
  - (iv) design and conduct three training sessions and workshops for public and private sector representatives, including legal professionals and finance sector representatives; and
  - (v) carry out related tasks.

**D. Public–Private Partnership Legal Specialist** (national, 2 person-months)

7. The national PPP legal specialist will work closely with the other team members and advise the government on the legal framework and contractual agreements needed to support the PPP pipeline in Georgia. The specialist will have an undergraduate or postgraduate degree in law and at least 7 years of experience as a qualified lawyer in commercial law in Georgia, preferably including experience in PPPs.

8. The consultant will work with the international PPP legal specialist to
  - (i) draft model concession agreements and contracts for three sectors (including one infrastructure and one service sector) and ensure that they complement existing legislation and processes;
  - (ii) draft a process for the government to handle unsolicited PPP project proposals and ensure that these proposed processes are contextually relevant and appropriate for Georgia;
  - (iii) conduct three training sessions and workshops for public and private sector representatives, including legal professionals and finance sector representatives; and
  - (iv) carry out related tasks.