

THE SOCIALIST REPUBLIC OF VIETNAM
MINISTRY OF EDUCATION AND TRAINING

Loan No.: 2750-VIE/2751-VIE
University of Science and Technology of Hanoi Development
(New Model University) Project

REQUEST FOR EXPRESS OF INTEREST (RFEOI)

Package Ref #: PMU-USTH-ICS-001

Name of the package: Contract Legal Review

DATE OF ISSUE: ___10/2014

Implementing Unit: Project Management Unit - University of Science and Technology of Hanoi Development (New Model University) Project- 11th fl. Building 1- Hanoi University of Science and Technology – Tran Dai Nghia Str. – Hai Ba Trung Dist.
Hanoi - Vietnam

A. Introduction.

1. The University of Science and Technology of Ha Noi Development (New Model University) Project (the Project) is being implemented by the Ministry of Education and Training (MOET) with funds from the Asian Development Bank (ADB) and counterpart fund from the Government of Viet Nam. The objective of the Project is to establish the University of Science and Technology of Hanoi (USTH) to become a leading training and research centre at regional and international standards. The total Project cost is estimated at around \$210 million and planned to be implemented from 2012 to 2017.
2. MOET is the Executive Agency (EA). PMU-USTH is the Project Management Unit or Implementing Agency (IA) responsible for implementing Output 3 and relevant activities in Output 4. An University Implementation Unit (UIU) situated at USTH is responsible for implementing Outputs 1 and 2 and participate in the delivery of Output 4.
3. The Project aims to construct the university USTH on an area of 65 hectares within the Education and Training Zone (ETZ) at Hoa Lac High Tech Park (HHTP), Hanoi. The project will comprise:
 - i) **Output 1:** An Effective Management and Governance System for the University of Science and Technology of Hanoi Developed and Implemented. Output 1 will assist in the development and implementation of the following: a) rigorous management and governance system; b) capacity building programs for USTH senior managers and governors; c) university management and administrative systems; and d) an office of student services.
 - ii) **Output 2:** Systems to Promote High Quality and Relevance in Academic Programs at the University Of Science and Technology of Hanoi Developed and Implemented. Output 2 will establish and support the operation of a number of centers within the USTH that will promote high quality and relevance in academic programs at the USTH: a) center for teaching and learning experience; b) center of quality assurance; c) center for research support; d) center for industry engagement; and e) center for laboratory management.
 - iii) **Output 3:** Physical Facilities at University of Science and Technology of Hanoi Constructed and Outfitted. Output 3 will support the design, construction, and outfitting of the USTH campus physical facilities at HHTP on a site of around 65 ha to support the university's initial design capacity of 5,000 students. This will include site preparation, design and construction of teaching spaces, research laboratories, dormitories, student leisure facilities, administration buildings, infrastructure, and provisions of furniture, fittings, and equipment. Construction will use a design-bid-build approach.
 - iv) **Output 4.** Effective Project Management and Implementation. Output 4 will support the establishment of systems and staff capacity required for effective project management and implementation. The Ministry of Education and Training (MOET) Executive Agency (EA) set up a project management unit for the Project at ministerial level (PMU-USTH) and a project management unit for the Project at university campus level (UIU) with corresponding tasks and responsibilities for implementing the Project. UIU is responsible for implementing Outputs 1 and 2

and relevant activities in Output 4. The PMU-USTH is responsible for implementing Output 3 and relevant activities in Output 4

4. The Ministry of Education and Training (MOET) is the executive agency (EA). MOET, the loans recipient has delegated recruiting the consultants to PMU-USTH. The selection method is Consultants' Qualifications Selection (CQS) pursuant to the *Guidelines on The Use of Consultants* by Asian Development Bank and Its Borrowers (March 2013 as amended from time to time).
5. The TOR is for: Contract Legal Review
6. One consulting firm will be selected for Output 4 of the Project as Contract Legal Review. Two key consultants will be mobilized :
 - Team leader – International Consultant for Contract Legal Review
 - National Consultant for Contract Legal Review

B. Objective

7. Objectives include reviewing and reporting on the compliance with ADB guidelines/procedures and GoV's law, international legal rules and commercial practices for construction and related consulting services. Legal contract review shall cover (mainly but not limited to) 04 contracts for; (i) Architects and Engineering Consultant (AEC); (ii) Project Management and Supervision for Construction (PMSC) ; (iii) Services and Infrastructure Contractor (SIC) ; and (iv) Building Construction Contractor (BCC).

C. Scope of Work

8. The scope of the services will be as follows:
 - i) Review the contract templates used for contracts to determine the legal framework.
 - ii) Review contracts of AEC, PMSC, SIC, BCC on all contract terms to ensure PMU-USTH rights and compliance to ADB guidelines and standard documents, GoV's law, international legal rules and commercial practices.
 - iii) Based on the draft contracts and relevant document provided by PMU-USTH, the consultant will provide legal opinions to support PMU-USTH in contract negotiations;
 - iv) Provide legal advices for PMU-USTH for potential issues or disputes in contract implementation.

D. Reporting

9. The following reports will be issued:
 - (i) Initial report: Methods and working-plan for legal contract review
 - (ii) Legal contract review for AEC
 - (iii) Legal contract review for PMSC
 - (iv) Legal contract review for SIC
 - (v) Legal contract review for BCC.During the review process, recommendations, if needed, will be in a written format.

E. Implementation:

10. The package will be implemented over an intermittent period of 3,5 months (three and a half months) with the following inputs:
- (i) Number of consultants:
Team leader – International Consultant for Contract Legal Review: 01 (one); and
National Consultant for Contract Legal review: 01 (one).
 - (ii) The working place is the consultant’s office. Consultant must use its office and facilities to perform the assignment;
 - (iii) The expected starting time is March 2015 till December 2017

F. Qualification and experience:

11. Qualification of consulting firm:
- Duly licensed for legal advice in accordance with the regulations of the country where the firm is registered.
 - Have successfully implemented at least 05 contracts of legal contract review for FIDIC construction contracts, including construction-related consultancy contracts;
 - Experience in legal contract review for ADB or international organizations financed programs and projects.
 - Have working experience in Vietnam. The consulting firm having office in Hanoi is preferred.

12. Indicative qualifications and individual tasks

Position	Qualifications	Tasks
International Consultant for Contract Legal Review	<p>a) Qualifications and Experiences</p> <ul style="list-style-type: none"> - Bachelor degree and above in major of law or relevant ; - Having experience in legal review on at least 5 construction - related contracts for projects and programs funded by ADB or other international organizations, with international consultants and contractors. - Having at least 10 years of experience in legal review on ADB/FIDIC/Vietnam contracts. - Proficiency in English at work <p>b) Other Requirements</p> <ul style="list-style-type: none"> - Honest, ensuring transparency, not involved in corruption, not sanctioned by ADB or the Government of Vietnam; - High professional accountability integrity; 	<p>As described in Scope of Work and Reporting.</p> <p>Input 3.5 person month</p>
National Consultant for Contract Legal	<p>a) Qualifications and Experiences</p> <ul style="list-style-type: none"> - Bachelor degree and above in major of law or relevant ; 	<p>As described in Scope of Work and</p>

Review	<ul style="list-style-type: none"> - Having experience in legal review on at least 3 construction - related contracts for projects and programs funded by ADB or other international organizations, with international consultants and contractors. - Having experience in at least 5 years of experience in legal review on ADB/FIDIC/Vietnam contracts - Proficiency in English at work <ul style="list-style-type: none"> b) Other Requirements - Honest, ensuring transparency, not involved in corruption, not sanctioned by ADB or the Government of Vietnam; - High professional accountability integrity. 	Reporting. Input 3.5 person month
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