

TERMS OF REFERENCE (TOR)

FOR PREPARATION OF OPERATIONAL AND MANAGEMENT MANUAL & LEGAL AND REGULATORY FRAMEWORK MANUAL FOR 4 IAIPS and 4 REGIONAL AGRO-INDUSTRIAL PARKS DEVELOPMENT CORPORATION

I. GENERAL INFORMATION

Services/Work Description: Regional Industrial Development and Structural

Transformation: Governance, Operation and Management

capacity development

Project/Program Title: Industrial Development Program

Duty Station: Addis Ababa and regions

Type of the Contract: National Firm

Supervisor: MOTI

Duration: 45 days with in two months **Hiring Unit:** Ministry of Trade and Industry

Expected Start Date: Immediately after concluding the contract

II. BACKGROUND

The strategic plan for the Ethiopian industry development provides the overall framework in terms of the vision, goal, strategies and programs that need to be implemented.

Ethiopia visions to becoming lower middle income country by 2025. As a vehicle to achieve the vision, the Second Growth and Transformation Plan (GTPII) has been designed and being implemented. GTP II aims to achieve an annual average real GDP growth rate of 11 percent within stable macroeconomic environment while at the same time pursuing aggressive measures towards rapid industrialization and structural transformation.

In GTP II, industrial value addition is projected to increase at an annual average growth rate of 20% and the share of the industrial sector in overall GDP will accordingly to increase to 22.3% by 2019/20. In order to achieve the above goals and accelerate growth and expansion of the industrial sector a number of implementation strategies are devised. These strategies mainly focus on the implementation of project and programs which gear towards attracting quality investment, enhancing production and productivity, boosting export shares, accelerating technological learning and strengthen the linkage among industries, and to provide effective support to the private sector. In addition, existing industrial forums will continue and policies and legal frameworks which enable to lead the sector to the required direction will be put in place. The implementation of the Kaizen philosophy, establishing industrial parks and clusters will also be undertaken to realize the plan.

The Government of Ethiopia decided to develop Integrated Agro-Industrial Parks (IAIPs)¹ to support the growth of key agricultural commodities, such as coffee, cereals and oilseeds. Ethiopia has also opted for

¹ Integrated agro-industrial park (IAIP) is a geographic cluster of independent firms grouped together to gain economies of scale and positive externalities by sharing infrastructure and taking advantage of opportunities for bulk purchasing and selling, training courses and extension services. IAIPs will include open area production zones, controlled environment growing, precision farming, knowledge hubs and research facilities, rural hubs, agri-infrastructure, collection centers, primary processing hubs, social infrastructure and agri-marketing infrastructure, among others. IAIPs will have modern infrastructure. General infrastructure includes: roads, power, water, communications, drainage, sewerage, a sewage treatment plant and an effluent treatment plant, among other infrastructure.

the IAIP model in an effort to modernize agriculture and increase value addition. The model was that of an integrated agro-park linked to a network of rural transformation centers (RTCs), with the double aim of contributing to self-sufficiency in food production and promoting sustainable economic growth.

As part of the Growth and Transformation Plan, the Ministry of Trade and Industry (MoTI) and Ministry of Agriculture (MoA) are going forward to establishing Integrated Agro-Industrial Parks (IAIP) with the following primary objectives across the country:

- Focus on agriculture as a business instead of a developmental project.
- Attract private investors into areas of high agricultural production to set up agro processing plants
- > Reduce current high levels of post-harvest losses, add value for increased local content of foods
- Link farmers in clusters to agro manufacturing plants
- > Utilizing the transformation of the agricultural sector to create jobs, create wealth, ensure food security and drive rapid rural economic growth.
- Focusing on value chains where Ethiopia has comparative advantage
- > Sharp focus on youth and women

Increasing levels of urbanization and the growing sophistication of agricultural value chains are making outmoded the divisions between agriculture and industry, and between rural and urban space. These processes have opened the door to the expansion of light manufacturing parks to include food processing and, from there, the transition to specialized agro-industrial parks has been only natural. The Parks are characterized by industrialized agricultural practices and value addition through processing. These parks provide collocated and shared agro-industrial facilities and equipment, alongside ancillary value-added services, in a well-defined, contained area close to farming agglomerations where producers can bring raw materials to process, package, store and transport. These

The IAIPs are implemented under the regional industrial parks corporations that are already established.

The IAIPs consists of specialized infrastructure that include cold storage units, quarantine facilities, quality control labs, quality certification centers, raw material storage and central processing centers, among other specialized infrastructure. Each IAIP is served by a network of rural transformation centers and aggregation centers' which provide linkages to producers.

The IAIPs are also equipped with rural transformation centres² to serve as raw material aggregation points in the catchment areas (100 km radius) of each IAIP.

Public and private partners support farmers to increase production and productivity to supply raw materials of required quantity and quality to the industries in the parks

Market information centres will also be included to provide information on business development, prices, market trends, and current market demand in terms of products and quality, among other services

² Rural transformation centers include warehouses, input supply, sorting, grading, extension services, pre-processing activities and microfinance

The Government focuses increasingly on the development of agro-industries with emphasis on promoting effective agro-value chains as a means of further expanding the leading role played by agriculture in economic growth and poverty reduction. Such chains uniquely integrate natural sources of supply with the dynamics of food and fiber demand. Their development will have a positive impact on employment in both rural and urban areas (off-farm processing and income diversification), offer market access to smallholders, and create business linkages to small and medium enterprises (SMEs). It also believed to build up responsible and sustainable relationships among chain actors and enhances food security by reducing post-harvest losses and by extending the shelf life of food and fibers for rapidly growing urban populations. With their combined effects of employment gains and food security, efficient agro-value chains can play a key role in reducing poverty. It focuses also on youth and women through creation of appropriate condition that can open up job opportunities through the development of IAIPS. Establishing closer collaboration of the Universities, research institutions, TVET and other technical institutions in the areas where the RIPDCS are located is also sought. Such arrangement also includes due attention on training of trainers (in which these trainers can skillfully train the park operators, especially the young and women, and the tenants / farmers / who are displaced from their farm lands because of the park the development).

However, to participate successfully in sustainable agro-value chains, one must cope with the numerous challenges and constraints posed by a continuously changing marketplace. Given the complexities of agro-value chains and the fact that they are embedded in broader relationships (regulatory and policy framework, chain governance, social and cultural environments, market globalization, rapid progress and application of technologies, etc.), their governance is an indispensable task to systematic intervention. It provides a deeper understanding of chain structure and functioning by portraying the various chain actors and elements on the canvas of their intricate relationships, roles and responsibilities. It goes beyond looking at agro-industrial production in isolation to analyze interactions and synergies among actors and between them and the business and policy environment.

The various actors and stakeholders in the IAIPs share a range of complementary objectives. Producers and their organizations seek larger markets and better market access, and often forward integration into value addition and supporting services. Agro-industrial businesses look for new and reliable sources of supply, and the comparative and competitive advantages that result from these sources. Individual entrepreneurs look for new business opportunities, in value addition, intermediation, service provision and scale. Governments seek new investments, increased exports, value addition, food security and job creation. Each of these actors and stakeholders is thus engaged in a highly competitive effort to generate or attract the investment that responds and builds upon productivity and locational advantage.

Clear and workable legal and regulatory framework are basic to the achievement of these IAIPS. In addition, Institutional arrangements and management are critical success factors. The elements that will have great influence in institutional effectiveness are: (i) establishing clear and balanced institutional structures, which empower the parks corporation with sufficient autonomy and authority; (ii) effective park management that adopts a customer and results orientation; and (iii) ensuring that financial planning and financing are undertaken in partnership with the private sector, (iv) ensuring to manage the role of the private sector in the construction and operation of the IAIPs .

It therefore required the IAIPs and Regional Industry Parks Corporation to have summarized legal and regulatory framework appropriate to achieve the vision and plan of the Corporation. These should entail the existent policy, legal and regulatory regimes which are put in place by the Federal governments and Regional states that affect directly and indirectly. They should also incorporate best practices proven to be supported to drive effectively regional industrial parks operation. In addition, separate clear and appropriate operation and management manual necessary for effective day to day operation for the RIPDCs and the IAIPs has become a mandatory.

III. OBJECTIVE OF THE CONSULTANCY SERVICE

The objectives of the assignment cover preparation of Legal and regulatory framework and management and Operation Manuals for the four IAIPs and four Regional Industrial Parks Corporations.

The first objective is to prepare Management and Operational Manual to the IAIPs and Regional Industrial Parks Corporations that should enable them to operate and administer in the day to day activities. They should also incorporate systems, processes and procedures that facilitate and perform the functions indicated below effectively. The RIPDCs and the IAIPs need to be classified accountability for park property management and coordination of service provision to tenant companies, particularly favouring resource efficiencies and industrial synergies in the form of common infrastructures and services as well as other forms of industrial symbiosis. The RIPDCs need also to play a core leadership role in designing and monitoring key performance indicators (KPIs) for the park, looking at economic, social and environmental criteria that are aligned with parks standards. They are also expected to provide an interface between tenant companies and the authorities including acting as a facilitator, moderator and/or mediator.

The second assignment is to prepare clearly articulated summarized and recommended realistic legal, policy and regulatory tools for the IAIPs and Regional Industrial Parks Development Corporation achieve their vision through consistent implementation of them . There needs to be clear rules and a predictable, enabling environment for the Parks Corporations. Good agro-park and manufacturing clusters governance requires fair legal frameworks enforced by an impartial regulatory body, for the protection of all stakeholders – particularly the weakest links in the agro-park project. The creation of an enabling environment means making sure that efforts towards agro-park development are not offset by ineffective macro and microeconomic policies that introduce major distortions and lead to failure. It also involves keeping the frequency and intensity of economic policy reversals to a minimum, as they may generate an unpredictable and non-transparent environment that endangers long-term investments in the agro parks.

IV. SCOPE OF THE SERVICE

The general scope of the service will be preparation of i) Legal and Regulatory Framework and ii) Operation and Management manual. Both study documents shall be prepared for the four Integrated Agro Processing Parks and the four Regional Industrial Parks Corporation which are legally established and are operational. The regions are: i) Amhara Regional State Industrial Parks Corporation, Oromia Regional State Industrial Parks Corporation and South Nations, Nationalities and Peoples Regional State Industrial Parks Corporation.

The following are indicative tasks, while anticipating comprehensive proposals from the prospective firms interested to participate

a) Assessment of available study documents, plans, vision, mission, policies, regulation and experience of other countries for benchmark reference:

The firm is expected to perform the following tasks that are applicable for the preparation of the legal framework guideline and the operation and manual for the Regional Industrial Park Corporations.

- Desk review of the study documents including the feasibility studies of each regional industrial parks corporation
- Assess the unique context of each regional industrial parks corporation including vision mission, values, current operational status and future plans
- Assess the existing policies and regulations including incentives, standards (Safety, health, environment, product etc...) of each Industrial Parks Corporation
- Assess the existing governance structure of each Regional Industrial Parks Corporation and IAIPs and identify gaps and good practices
- Assess and map out the stakeholders involved in the value chain in the IAIPS including RTCs, relevant public offices, municipalities, private operators, donors, research institutes etc... and identify gaps and good practices
- Assess and identify benchmark countries how Integrated Agro Industrial Parks effectively arranged institutions and stakeholders to operate, manage and promote Agro-industrial parks and their interlinked entities and draw lessons including management structures, roles, responsibilities, policies and regulations

b) Preparation of operation and management manual

- Analyse the mandates of the IAIPs and RIPDCs
- Show clearly the vision, mission, values and management structures of each IAIPS and RIPDCs.
- Using the current arrangement and the international benchmark lessons as in-put, identify and delineate roles and responsibilities for the actors in the value chain, identify major functions of the actors, provide ownership and responsibilities to the functions identified
- Work out and establish transparent criteria and processes to select park operators and tenants
 - Work out a governance models for the park corporations and the IAIPs that ensure participation of public and private park actors, paying attention to role allocation; foster coordination among them
 - > Establish effective ownership structures to facilitate financing and effective operation
 - Provide sound park management system: privilege private sector involvement in operation and maintenance ensuring low transaction costs
 - Set up agile governance arrangements such as one-stop shops for streamlined delivery of public services
 - Establish processes and procedures how tenants in the park can form an association and common discussion with park corporation takes place
 - > Identify all services the corporation is currently providing and needs to provide to the tenants
 - Establish system, process and procedures to fix service fees to all the services provided by the corporation
 - > Establish processes and procedures for actors and stakeholders conduct regular meetings to evaluate the effectiveness of the value chain

- Work out the Key performance indicators for the Park corporations evaluate the parks
- > Establish Safety, Health and Environment rules and guide applicable in the park
- > Establish systems , processes and procedures for land use in the park, modification of buildings, and new construction
- > Establish information and data storage system and procedure including systems for facilitation of knowledge sharing and collaboration between companies (e.g. waste management, cleaner production, health and safety procedures, etc.)
- > Establish systems and procedures of Risk, accident and incident management in park
- > Establish model agreement format between stakeholders
- ➤ Ensure representation of farmers and other key stakeholders in the management and operation structure and functions of the agro-park
- > Establish high-level and/or technical coordination arrangements among relevant public sector institutions dealing with agroparks (interministerial committees, focal points liaising with central and decentralized agencies, etc.)
- > Establish effective Responsiveness: RIPDCs and their processes need to be designed to serve the best interests of tenant firms and other private investors within a reasonable time frame, with a view to reducing bureaucracy delays
- > Establish monitoring and evaluation procedure and processes
- > Establish agriculture –Industry linkage requirements
- > Establish market information framework to farmers and actors in the value chain
- Establish quality-price correlation and systems for trading between actors emphasizing to safeguard the farmers
- > Establish coordination framework, roles and mandates for actors
- By assessing model Agro-Industrial countries, identify the priority training areas for capacity development in the parks considering
 - o Data management (processing, storage, retrieval and dissemination)
 - o Installation, operation and maintenance of waste treatment equipment
 - Establish systems and procedures of Risk, accident and incident management in park
 - Time series data analysis, management and utilization
 - Establish rules and guiding principles related to the parks' Environment, health and safety issues.
 - Prepare list and their area of experience of potential institutions to be as collaborating technical partners.

C. Preparation of legal and regulation guidelines

- Prepare and summarize the exiting legal, policy and regulatory framework applicable to each IAIPs and RIPDCs
- Establish Land use and regulatory guidelines (including plot ratio and workers density requirements, health and education facilities, commercial buildings, Office and other industrial buildings management requirements, security issues, Network and information communication Guidelines, fire appliances and access requirements and their management)
- Establish social safeguard for the industrial infrastructure requirements and for the trade between actors in the value chain

- > Parking, and Loading/unloading requirements ...etc and other related issues
- > Identify if there are legal/regulatory/procedural hurdles, and recommend solutions
- > Taking lessons from the benchmark countries, identify and suggest better legal, policy, and regulatory framework
- > Prepare and summarize existing Fiscal and other incentive packages put in place to encourage investment in the park and value chain, and compare with the benchmark countries
- ➤ IAIPS, like any agro-industrial initiative, may suffer from poor coordination of agricultural, trade and industrial policies and institutions sometimes holding conflicting or overlapping mandates. This should be analyzed and solution should be forwarded which can be creating new or strengthening existing high-level and operational-level inter-institutional coordination committees and mandates
- > Establish Clear environmental policies and standards and incentive mechanisms for by-product utilization
- > Establish clear Policy coordination, leadership and links to broader policy framework
- > Establish systems to ensure enabling investments in infrastructure and services and finance the Park (including financial incentives)
- Establish to implement initiatives to encourage domestic sourcing of raw materials; strengthen supply chain linkages
- > Establish supportive workforce development Programmes
- > Summarize regulation and procedures for import of agricultural and agro-industrial inputs
- Prepare park's code of conduct (including confidentiality and intellectual property issues) and relevant regulatory compliance issues with regards to infrastructure and services
- Prepare guidelines on quality control and certification of inputs to supplied to the processors in IPs

V. EXPECTED OUTPUT OF THE CONSULTANCY

The firm will be expected to produce the following outputs during the period of the consultancy:

- a. A comprehensive Operation and management manual for the four IAIPS and four RIPDCs;
- b. A comprehensive policy, legal and regulatory guideline for the four IAIPS and four RIPIDCs

VI. METHODOLOGY/APPROACH OF THE SERVICE

The assignment is required to be provided by foreign firms or combined with local who have adequate knowledge and experience on the desired areas through practical capacity building support.

The firm will be expected to carry out this assignment by:

- Assessment of existing legal, policies and regulatory framework applicable to each IAIPS and RIPDCs
- Assessment and mapping of actors involved in the value chain in the activities of each IAIPS and RIPDCs
- Assessment of visions, plans and strategies of the RIPDCs including structures and functions of the actors
- Assessment of best international practices applicable to the IAIPs and RIPDCs operation and drawing lessons for the preparation of the two study documents
- Consultation with concerned parties such as Federal Ministry of Trade and Industry, Ministry of Agriculture, Regional stakeholders involved including tenants, NGOs, etc...

It is anticipated that the firms submitting their offer to design appropriate methodologies using its knowledge and experience to carry out the assignment at the required level

VII. LOCATION AND DURATION

This consultancy assignment is expected to be completed within a period of two months. The assignment will be based in Addis Ababa and shall be required to travel for fieldwork to the four regions (Tigray, Amhara, Oromia and South) Ethiopia for consultation with IAIPS and RIPDCs as well as strategic partners.

VIII. IMPLEMENTATION ARRANGEMENTS

The firm will be recruited under the UNDP terms and conditions, and undertake the assigned tasks and responsibilities under the direct supervision of the Ministry of Trade and Industry. All travel costs related to the assignment shall be included in the financial offer.

IX. PAYMENT MILESTONES AND AUTHORITY

The prospective firm will indicate the cost of services for each deliverable in US dollars all-inclusive³ lump-sum contract amount when applying for this consultancy. The firm will be paid only after approving authority confirms the successful completion of each deliverable as stipulated hereunder. The qualified firm shall receive his/her lump sum service fees upon certification of the completed tasks satisfactorily, as per the following payment schedule:

Instalment of	Deliverables	Duration	Percentage
payment/period			of Payment
1 st Instalment	Up on submission of inception report	10 days	20%
2 nd instalment	Up on submission and approval of	25 days	30%
	draft report		
3 nd Instalment	Up on delivery of the presentation of	5 days	20%
	the report and validation workshop		
4th Instalment	Up submission and approval of f Final	5 days	30%
	study documents		

X. MINIMUM FIRM AND CONSULTANCY REQUIREMENT

The prospective Service providing firm is expected to meet the following minimum requirements:

- Recognized and reputed institution/firm known for leading and supporting developing or emerging countries in industrial transformation with demonstrable competency and capacity to take the assignment is highly preferred for the assignment;
- It must have at least 10 years of practical experience in activities related to legal, regulatory, operation and management and industrial structural transformation in particular, preferably have a lot of engagements with emerging economies,
- Knowledge of relevant industrial sectors selected as priorities in the Ethiopian Industrial Development Strategy in general and agro-processing in particular and access to stakeholders and relevant information sources, especially of the benchmarked region.
- Experience working with Government of Ethiopia or UN supported project or other international organizations beneficial.

³ The term "All inclusive" implies that all costs (professional fees, international travel costs, living allowances, communications, consumables, etc.) that could possibly be incurred by the Contractor are already factored into the final amounts submitted in the proposal

- Capability to deploy strong analytical aptitude, communication and presentation expertise.
- Capability to deploy good communication expertise in English language(s)
- Certification from appropriate organization / institution
- It must have experience in benchmarked Region
- It shall demonstrate its capabilities, understanding of the TOR, and methodology of the approach The multi-disciplinary team should comprise members with the following educational qualifications; experience and competencies:
 - **Team Leader (Principal) Consultant:** PhD or Masters in the area of Industrialization and structural transformation, industrial clusters development and diversification, commercially oriented development studies, industrial and public policy or related disciplines; preferred if the principal is an author of a book on the related subject matters;
 - **Associate Consultants**: University Master's degree in the area of Industrialization and structural transformation, industrial clusters development and diversification, commercially oriented development studies, public policy or related disciplines, integrated agro-processing cluster development, policy and regulation development
 - Demonstration of understanding of formulation of national plans, sector policies and strategies, regional industrial economic models is compulsory
 - Experience in coordination of major industrial development programmes or development corridors preferably in a developing country with demonstrated success are an added advantage.
 - Familiarity with bureaucratic requirements in a national and/or regional government ministry as well as exposures to coordination of development programmes will be an advantage.
 - Experience of working in Ethiopia/ Africa is desirable
 - Knowledge of industrial cluster development and IAIPs
 - Knowledge of Industrial policies and regulations
 - Knowledge of Agro-processing, private sector development and SMEs
 - Knowledge of gender issues particularly in the agro-industry sector
 - Experience of working in Ethiopia/ Africa is desirable

A. Functional Competencies

- All experts deployed to this assignment requires to have outstanding communication skills in English
- Positive and constructive approaches to work with energy
- Demonstrate openness to change and ability to receive and integrate feedback
- Excellent written and verbal communication skills
- Strong time management and meet established time lines.
- Training and hands-on experience in industrial policy, cluster and park development;
- Ability to work under pressure, and to deliver in a timely manner without compromising quality standards;

B. Language and Other Skills

- Excellent knowledge of English, including the ability to write reports clearly and concisely and to set out a coherent argument in presentation and group interactions
- Capacity to facilitate and communicate with different qualification and experience of leaders participating in the training
- Computer skills: full command of Microsoft applications (word, excel, PowerPoint) and common internet applications

XI. CRITERIA FOR SELECTING THE BEST OFFER

Upon the advertisement of the Procurement Notice, qualified firms are expected to submit both the Technical and Financial Proposals. Accordingly; firms will be evaluated based on Cumulative Analysis as per the following scenario:

- Responsive/compliant/acceptable, and
- Having received the highest score out of a pre-determined set of weighted technical and financial criteria specific to the solicitation. In this regard, the respective weight of the proposals are:
 - a. Technical Criteria weight is 70%
 - b. Financial Criteria weight is 30%

Summary of Technical Proposal Evaluation		Score Weight	Points Obtainable
1	Expertise of Firm / consultant	30%	300
2	Proposed Methodology, Approach and Implementation Plan	40%	400
3	Management Structure and Key Personnel	30%	300
	TOTAL	100%	1000

Techni	cal Proposal Evaluation	
Expertise of the Firm / Organization		
1.1	Reputation of Organization and Staff / Credibility / Reliability / Industry Standing	50
1.2	General Organizational Capability which is likely to affect implementation - Financial Stability - Loose consortium, Holding company or One firm - Age/size of the firm - Strength of the Project Management Support - Project Financing Capacity - Project Management Control	90
1.3	Extent to which any work would be subcontracted (subcontracting carries additional risks which may affect project implementation, but properly done it offers a chance to access specialized skills.)	15
1.4	Quality assurance procedure, warranty	25
1.5	Relevance of: - Specialized Knowledge related to the assignment - Experience on Similar Programme / Projects - Experience on Projects in the Region - Work for UNDP/ major multilateral/ or bilateral programmes	120
	SUB TOTAL	300
Propos	ed Methodology, Approach and Implementation Plan	
2.1	To what degree does the Proposer understand the task?	30
2.2	Have the important aspects of the task been addressed in sufficient detail?	25

2.3	Are the different components of the project adequately weighted relative	20		
2.4	to one another?	FF		
2.4	Is the proposal based on a survey of the project environment and was this data input properly used in the preparation of the proposal?	55		
2.5	Is the conceptual framework adopted appropriate for the task?	65		
2.6	Is the scope of task well defined and does it correspond to the TOR?	120		
2.0	Is the presentation clear and is the sequence of activities and the planning			
2.7	logical, realistic and promise efficient implementation to the project?	85		
	SUB TOTAL	400		
Manag	ement Structure and Key Personnel			
3.1	Task/Project Manager / Team Leader /			
	General Qualification			
	Suitability for the Project			
	- International experience	25		
	- Training experience	20		
	- Professional experience in the area of specialization	45		
	- Knowledge of region	30		
	- Language qualification	20		
	SUB TOTAL	140		
3.2	Senior Expert(s) / Lead Consultant(s)			
	General Qualification			
	Suitability for the project			
	- International experience	15		
	- Training experience	15		
	- Professional experience in the area of specialization	45		
	- Knowledge of the region	25		
	- Language qualification	20		
	SUB TOTAL	120		
3.3	Project Staff/ Associate Consultants			
	General Qualification			
	Suitability for the project			
	- International experience	5		
	- Training experience	5		
	- Professional experience in the area of specialization	10		
	- Knowledge of the region	10		
	- Language qualification	10		
	SUB TOTAL	40		
	Aggregate	1000		

XII. RECOMMENDED PRESENTATION OF TECHNICAL PROPOSAL

For purposes of generating quotations whose contents are uniformly presented and to facilitate their comparative review, a prospect firm is given a proposed Table of Contents. Therefore, prospective firm Proposal Submission must have at least the preferred contents which are outlined in the Proposal Submission Form incorporated hereto.

XIII. CONFIDENTIALITY AND PROPRIETARY INTERESTS

The firm shall not either during the term or after termination of the assignment, disclose any proprietary or confidential information related to the service without prior written consent. Proprietary interests on all materials and documents prepared by the firm under the assignment shall become and remain properties of the recruiting body.