

Terms of reference (ToR) for the procurement of services below the EU threshold

CONFIDENTIAL

Supporting Legal Reforms in Armenia's Railway Transport Sector	Project number/ cost centre: G-012368-005
	Tender number

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0. List of abbreviations

AVB	General Terms and Conditions of Contract for supplying services and work
CEPA	Comprehensive and Enhanced Partnership Agreement.
EasTnT	Strengthening sustainable and digital trade routes and logistics concepts between Eastern Partnership countries and with the EU
MTAI	Ministry of Territorial Administration and Infrastructure of the Republic of Armenia
ToR	Terms of reference

1. Context

“Strengthening sustainable and digital trade routes and logistics concepts between Eastern Partnership countries and with the EU” Project (hereafter referred to as, EasTnT or Project) is commissioned by the German Ministry for Economic Cooperation and Development (BMZ). The EasTnT is implemented by the Deutsche Gesellschaft für Internationale Zusammenarbeit (GIZ) GmbH. The project targets closer economic integration of Eastern Partnership (EaP) countries with each other and with the EU, leveraging strengthened cooperation among key stakeholders in trade routes and logistics.

The Project supports regulatory and institutional reforms of Armenia’s railway transport legislation and practices with the objective of its harmonization with the Comprehensive and Enhanced Partnership Agreement (CEPA). The Republic of Armenia has undertaken obligations on bringing legislation and practices of the railway transport sector in line with CEPA, which is enshrined in the Roadmap of Legal Reforms for implementation of CEPA. In this framework, a key priority is to support the legal reform in Armenia’s railway transport sector, by doing this through supported new legislation and amendments to the existing legislation aimed at implementation of EU requirements in the railway transport sector of Armenia with the final goal of promoting international transportation of goods and trade facilitation.

The Ministry of Territorial Administration and Infrastructure of the Republic of Armenia (MTAI) acts as the policy making authority of the railway transport sector in Armenia. As such, it has the role to initiate legal reforms in Armenia’s railway transport sector with the objective of bringing the legislation and practices in line with the EU acquis and the good international practice.

The priority areas which need immediate legal reform include the railway safety, the rail network for competitive freight, the certification of train drivers operating locomotives and trains on the railway system, the interoperability of the rail system with the EU, the public passenger transport services by rail and by road, the rail passengers’ rights and obligations.

To support these efforts, the Project, in collaboration with the **MTAI, is initiating the legal reform efforts in Armenia’s railway transport sector.**

The reforms entail the following areas relevant to railway transport:

- i. Amending the Law of the Republic of Armenia “On Railway Transport”¹ according to Directive 2012/34/EU of the European Parliament and of the Council of 21 November 2012 establishing a single European railway area. Developing new legal acts as necessary.
- ii. Amending the legislation and as necessary adopting legal acts according to Regulation (EU) No 913/2010 of the European Parliament and the Council of 22 September 2010 concerning a European rail network for competitive freight. Developing new legal acts as necessary.

¹ The Law of the Republic of Armenia “On Railway Transport” of November 28, 2007. HO-293-N.

- iii. Amending the Law of the Republic of Armenia “On Railway Transport” and the relevant legislation according to Directive (EU) 2016/798 of the European Parliament and of the Council of 11 May 2016 on railway safety. Developing new legal acts as necessary.
- iv. Amending the Law of the Republic of Armenia “On Railway Transport” and the relevant legislation according to Directive 2007/59/EC of the European Parliament and of the Council of 23 October 2007 on the certification of train drivers operating locomotives and trains on the railway system in the Community. Developing new legal acts as necessary.
- v. Amending the Law of the Republic of Armenia “On Railway Transport” according to Regulation (EC) No 1370/2007 of the European Parliament and of the Council of 23 October 2007 on public passenger transport services by rail and by road and repealing Council Regulations (EEC) Nos 1191/69 and 1107/70
- vi. Directive (EU) 2016/797 of the European Parliament and of the Council of 11 May 2016 on the interoperability of the rail system within the European Union. Developing new legal acts as necessary.
- vii. Amending the Law of the Republic of Armenia “On Railway Transport” and the relevant legislation according to Regulation (EU) 2021/782 of the European Parliament and of the Council of 29 April 2021 on rail passengers' rights and obligations. Developing new legal acts as necessary.

2. Tasks to be performed by the contractor

The contractor is responsible to engage a team leader and two local legal experts of required qualifications and professional expertise to perform the tasks under this Section.

The term for performing the tasks under this TOR is **October 2026 to October 2027**.

The team leader will be responsible for setting meetings with the relevant stakeholders, for organizing discussion events with the stakeholders and for delivering the inception report with the outline of tasks and reflection on timing of deliverables, distribution of workload among the legal experts and the meetings held and planned.

Additionally, the team leader will deliver the final report with reflection on the accomplished tasks, including the draft package, discussion related materials, event agenda, participant signing sheet.

The key local legal expert 1 and the key local legal expert 2 will develop legal acts under this Section.

The tasks will be carried out in sequence or simultaneously, however in observance of the deadlines and as agreed with MTAI.

A. The Contractor will deliver the following tasks within five months after concluding the contract with the level of effort of 40 (forty) expert days:

- Delivering the inception report with an outline of tasks and reflection on the manner of organizing the work, timing of delivering the deliverables, distribution of workload among the legal experts.
- Developing amendments to Armenia's railway transport legislation and other relevant legal acts and, as necessary, developing new legal acts according to:
 - i. Directive 2012/34/EU of the European Parliament and of the Council of 21 November 2012 establishing a single European railway area;
 - ii. REGULATION (EU) No 913/2010 OF THE EUROPEAN PARLIAMENT AND OF THE COUNCIL of 22 September 2010 concerning a European rail network for competitive freight;
 - iii. DIRECTIVE (EU) 2016/798 OF THE EUROPEAN PARLIAMENT AND OF THE COUNCIL of 11 May 2016 on railway safety;
 - iv. Directive 2007/59/EC of the European Parliament and of the Council of 23 October 2007 on the certification of train drivers operating locomotives and trains on the railway system in the Community;
 - v. REGULATION (EC) No 1370/2007 OF THE EUROPEAN PARLIAMENT AND OF THE COUNCIL of 23 October 2007 on public passenger transport services by rail and by road and repealing Council Regulations (EEC) Nos 1191/69 and 1107/70
 - vi. Directive (EU) 2016/797 of the European Parliament and of the Council of 11 May 2016 on the interoperability of the rail system within the European Union;
 - vii. Regulation (EU) 2021/782 of the European Parliament and of the Council of 29 April 2021 on rail passengers' rights and obligations.
- Developing relevant justification to draft legal acts.
- Coordinating the drafting efforts on regular basis with the MTAI and the Project team.
- Presenting the draft reform package at discussions with public and other relevant stakeholders and finalizing the drafts based on the MTAI and stakeholder feedback.

Deliverables under Section A

Inception report delivered.

- a. Inception report delivered.
- b. The draft reform package on railway transport according to requirements of the EU acquis stated in the above paragraph delivered.
- c. Justification to draft legal acts developed.
- d. Efforts with the MTAI and the project team coordinated.
- e. The draft reform package is presented and discussed with the relevant stakeholders.

B. The Consultant will deliver the following tasks within nine months after concluding the contract, with the level of effort of 36 (thirty-six) expert days:

- Finalizing the draft reform package of the railway transport legislation of Armenia according to the EU requirements as specified in section A above in consideration of MTAI and relevant stakeholder feedback.
- Finalizing the relevant justification to drafted legal acts.
- Coordinating the finalization efforts on regular basis with the MTAI and the Project team.
- Presenting the finalized draft reform package at meetings/discussions with the MTAI and other stakeholder.
- Presenting the final report to the project team with reflection on the accomplished tasks, including presentation materials, PPT, event agenda, participant signing sheet, details on the meeting/discussion held.

Deliverables under Section B.

- a. Draft legal acts finalized;
- b. Justification to draft legal acts developed and delivered;
- c. Efforts coordinated with the MTAI and the project team;
- d. The final draft reform package presented and discussed with the stakeholders and as relevant new recommendations incorporated.
- e. Discussion with the stakeholder/s organized.
- f. The final report to the project team with reflection on the accomplished tasks, including presentation materials, PPT, event agenda, participant signing sheet, details on the meeting/discussion held delivered.

C. The Consultant will deliver the following tasks within twelve months after concluding the contract, with the level of effort of 26 (twenty-six) expert days:

- Delivering the final draft reform package.
- Delivering the justification of the final reform package.
- Delivering the final report to the project team with reflection on the accomplished tasks, including presentation materials, public event agenda, participant signing sheet, details on meetings held.

Deliverables under Section C.

- a. Final draft reform package delivered.
- b. Justification of the final reform package delivered.
- c. The final report delivered to the project team with reflection on the accomplished tasks, including presentation materials, public event agenda, participant signing sheet, details on meetings held.

Language of deliverables – the draft reform package and the relevant justification of draft legal acts shall be done and delivered in Armenian language. The inception report and the final report under each Section shall be done and delivered in English language.

Activities, deliverables, timelines and criteria for acceptance of each Section

Section A.

Milestones/partial works	Deadline/place/person responsible	Criteria for acceptance
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Inception report with an outline of tasks and reflection on the manner of organizing the work, timing of addressing the priorities, distribution of workload among the legal experts, meetings with stakeholders held and planned.	Third month after concluding the contract with the Contractor. Team leader	Inception report delivered and details are discussed with the project team.
Draft reform package to ensure full compliance of domestic legislation on railway transport with the relevant EU acquis developed and presented. Justification to draft legal acts developed. The exact number of the legal acts to be developed and revised will be specified during the course of the assignment.	Fifth month after concluding the contract with the Contractor. The draft reform package and justifications will be developed by the Key Legal Experts, however Team leader is responsible for submitting the deliverables.	The draft reform package developed and discussed. The draft legal acts comply with the legislative technical norms, as established by the RA Law on "Normative Legal Acts" and are acceptable by MTAI and the project team. The requirements of the relevant EU acquis are reflected in draft legal acts. <i>The draft legal acts and the relevant justifications shall be drafted and presented in Armenian language.</i>

Period of assignment is five months, with the level of effort of 40 (forty) days. The full payment to the Contractor for Section A shall be made by GIZ upon delivery by the Contractor of the deliverables under the milestones according to the criteria for acceptance and to the satisfaction of the project team and the MTAI.

Section B.

Milestones/partial works	Deadline/place/person responsible	Criteria for acceptance
Draft reform package of the railway transport legislation of Armenia drafted according to the EU requirements as specified in Section A and finalized in consideration of MTAI and relevant stakeholder feedback. Justification to draft legal acts developed.	Eighth month after concluding the contract with the Contractor. The draft reform package and justifications will be finalized by the Key Legal Experts, however Team leader is responsible for submitting the deliverables.	The draft reform package is finalized and discussed. The draft legal acts comply with the legislative technical norms, as established by the RA Law on "Normative Legal Acts" and are acceptable by MTAI and the project team. The requirements of the relevant EU acquis are reflected in draft legal acts.

The exact number of the legal acts developed and revised will be specified during the course of the assignment.		<i>The finalized draft legal acts and the relevant justifications shall be presented in Armenian language.</i>
Organize a public discussion to present and discuss the draft reform package.	Between eight and ninth months after concluding the contract with the Contractor.	The draft reform package discussed with stakeholders; the stakeholder feedback is considered in the drafts.
Delivering the final report to project team with reflection on the accomplished tasks, the draft reform package, the discussion event materials, PPt, agenda, participant signing sheet, details on meetings held.	On the ninth month after concluding the contract.	<i>Final report will be delivered in English language.</i>

Period of assignment is four months, with the level of effort of 36 (thirty-six) days. The full payment to the Contractor for Section B shall be made by GIZ upon delivery by the Contractor of the deliverables under the milestones according to the criteria for acceptance and to the satisfaction of the project team and the MTAI.

Section C.

Milestones/partial works	Deadline/place/person responsible	Criteria for acceptance
Delivering the finalized draft reform package on railway transport legislation. Justification to draft legal acts delivered.	Tenth month after concluding the contract with the Contractor. Team leader	The draft reform package developed and discussed. The drafts comply with the legislative technical norms, as established by the RA Law on "Normative Legal Acts" and are acceptable by MTAI and the project team. The requirements of the relevant EU acquis are reflected in the draft legal acts. <i>The draft legal acts and the relevant justifications shall be drafted and presented in Armenian language.</i>
Organize a discussion to present and discuss the draft reform package.	Between tenth and eleven months after concluding the contract.	The draft reform package discussed at the event and the stakeholder feedback is incorporated in the draft package.

Delivering the final report to project team with reflection on accomplished tasks, the draft legal reform package, discussion event materials, agenda, participant signing sheet, meetings held.	On the twelve month after concluding the contract with the Contractor.	<i>Final report in English language.</i>
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Period of assignment is three months, with the level of effort of 26 (twenty-six) days. The full and final payment to the Contractor for Section C shall be made by GIZ upon delivery by the Contractor of all the deliverables under the milestones according to the criteria for acceptance and to the satisfaction of the project team and the MTAL.

3. Concept

In the tender, the tenderer is required to show *how* the objectives defined in Chapter 2 (Tasks to be performed) are to be achieved, if applicable under consideration of further method-related requirements (technical-methodological concept). In addition, the tenderer must describe the project management system for service provision.

Technical-methodological concept

Strategy (1.1): The tenderer is required to consider the tasks to be performed with reference to the objectives of the services put out to tender (see Chapter 1 Context) (1.1.1). Following this, the tenderer presents and justifies the explicit strategy with which it intends to provide the services for which it is responsible (see Chapter 2 Tasks to be performed) (1.1.2).

The tenderer is required to present its plan as to how it will interact with the relevant actors within the area of its responsibility (1.2.1)

The tenderer is required to describe the key **processes** (1.4.1) for the services for which it is responsible and create an **operational plan** or schedule that describes how the services according to Chapter 2 (Tasks to be performed by the contractor) are to be provided.

Project management of the contractor (1.6)

The tenderer is required to explain its approach for coordination with the GIZ project (1.6.1) Tasks to be performed by the contractor must be explained in detail.

The tenderer is required to draw up a **personnel assignment plan** (1.6.2) with explanatory notes that lists the team leader and the two local legal experts proposed in the tender; the plan includes information on assignment dates (duration and expert days) and allocation of work among the individual members of the team.

Details about backstopping (1.6.3)

The tenderer is required to describe its backstopping concept. The following services are part of the standard backstopping package, which must be factored into the fee schedules of the staff listed in the tender in accordance with Section 3.1 of the GIZ AVB:

- Service-delivery control

- Managing adaptations to changing conditions
- Ensuring the flow of information between the tenderer and GIZ
- Assuming personnel responsibility for the contractor's experts
- Process-oriented steering for implementation of the commission
- Securing the administrative conclusion of the project

The tenderer is required to describe the project management concept.

4. Personnel concept

The tenderer is required to provide the CVs for the Team leader and two local legal experts. The CVs shall have two reference names with contact information.

The tenderer is required to provide personnel who are suited to filling the positions described, on the basis of their CVs (see Chapter 7), the range of tasks involved and the required qualifications.

Team leader

Tasks of the team leader

- Overall responsibility for delivering the complete legal reform package under each Section as specified under this TOR in consideration of both quality and timeline considerations.
- Organizing the stakeholder discussion to present the draft reform package and finalizing each draft legal act based on stakeholder feedback.
- Coordinating and ensuring communication with GIZ, MTAI.
- Personnel management, in particular identifying the need for short-term assignments within the available budget.
- Delivering the inception report with an outline of tasks to be performed and with reflection on the manner of organizing the work, timeline of addressing the priorities, distribution of workload among the legal experts.
- Delivering the final report to the project team with reflection on the accomplished tasks, the draft reform package, the discussion event materials, PPT, agenda, participant signing sheet, meetings held.

Qualifications of the team leader

- Education/training (2.1.1): Master's degree in political science, international relations, economics, or equivalent professional experience.
- Language (2.1.2): English - B2 proficiency level.
- General professional experience (2.1.3): 5 years of experience organizing public discussion events, developing training materials.
- Specific professional experience (2.1.4): 5 years of experience in developing reports for international donor organization funded projects.
- Leadership/management experience (2.1.5) – 3 years of experience of managing project/s (2.1.5).
- Regional experience of three years (2.1.6).
- Development cooperation experience of three years (2.1.7.).

Key Expert /Local Legal Expert 1

Tasks of key local legal expert 1

- Responsible for developing the legal reform package, including justification of draft legal acts according to the milestones under each Section in consideration of both quality and timeline considerations.
- Coordinating the drafting efforts with MTAI and the project team;
- Presenting the draft reform package at the discussion events and finalizing the drafts based on stakeholder feedback.
- Identifying the need for short-term assignments within the available budget.
- Contribute to organizing the discussion event and developing related materials in coordination with the team leader.
- Contributing to the final report with reflection on the accomplished tasks, the draft reform package, discussion event materials, PPt, agenda, participant signing sheet and meetings held.

Qualifications of key local legal expert 1

- Education/training (2.2.1): Master's degree in Law (LL.M.).
- Language (2.2.2): Armenian – mother tongue; English - B2 proficiency level.
- General professional experience (2.2.3): 10 years of professional experience as lawyer.
- Specific professional experience (2.2.4): 8 years of specific professional experience in drafting normative legal acts according to the legislative drafting technique – absence of drafting experience in CV will result in disregarding the CV.
- Regional experience of three years (2.2.6).
- Legal reform projects (2.2.8): 6 years of experience in legal reform projects, task forces, with the following required evidence: list or reference of legal acts developed and reform task forces engaged, with 2 reference names.

Key Expert /Local Legal Expert 2

Tasks of key local legal expert 2

- Responsible for developing the legal reform package, including justification of draft legal acts according to the milestones under each Section in consideration of both quality and timeline considerations.
- Coordinating the drafting efforts with MTAI and the project team;
- Presenting the draft reform package at the discussion events and finalizing the drafts based on stakeholder feedback.
- Identifying the need for short-term assignments within the available budget.
- Contribute to organizing the discussion event and developing related materials in coordination with the team leader.
- Contributing to the final report with reflection on the accomplished tasks, the draft reform package, discussion event materials, PPt, agenda, participant signing sheet and meetings held.

Qualifications of key local legal expert 2

- Education/training (2.3.1): Master's degree in Law (LL.M.).
- Language (2.3.2): Armenian – mother tongue; English - B2 proficiency level.
- General professional experience (2.3.3): 10 years of professional experience as lawyer.
- Specific professional experience (2.3.4): 8 years of specific professional experience in drafting normative legal acts according to the legislative drafting technique – absence of drafting experience in CV will result in disregarding the CV.
- Regional experience of three years (2.3.6).
- Legal reform projects (2.3.8): 6 years of experience in legal reform projects, task forces, with the following required evidence: list or reference of legal acts developed and reform task forces engaged, with 2 reference names.

5. Costing requirements

Assignment of personnel

Specification of inputs

Fee days	Number of experts	Number of days per expert	Total	Comments
Section A.				
Team leader	1	12		The team leader will engage in Section A with the level of effort of 14 days
Key local legal expert 1	1	14		Legal expert 1 will engage in Section A with the level of effort of 14 days
Key local legal expert 2	1	14		Legal expert 2 will engage in Section A with the level of effort of 14 days
Section B.				
Team leader	1	8		The team leader will engage in Section B with the level of effort of 10 days
Key local legal expert 1	1	14		Legal expert will engage in Section B with the level of effort of 14 days
Key local legal expert 2	1	14		Legal expert will engage in Section B with the level of effort of 14 days
Section C.				

Team leader	1	10		The team leader will engage Section C with the level of effort of 12 days
Key local legal expert 1	1	8		Legal expert will engage in Section C with the level of effort of 6 days.
Key local legal expert 2	1	8		Legal expert will engage in Section C with the level of effort of 6 days.
Total	Experts 3	Expert Days 102	Total Days 102	In total 3 experts are engaged with the level of effort of 102 expert days

Contributions of the Contractor

Milestones/partial works	Estimated expert days for orientation	Deadline/place/person responsible
Section A deliverables	40 expert days	Deadline: fifth month upon concluding the contract. Responsible: Team leader.
Section B deliverables	36 expert days	Deadline: ninth month upon concluding the contract. Responsible: Team leader
Section C deliverables	26 expert days	Deadline: eleventh and twelfth months upon concluding the contract. Responsible: Team leader

Discussion events

The Contractor will organize a discussion event under Section B and under Section C with the total number of 2 events.

Purpose – facilitate a discussion event to discuss the draft legal reform package and finalize the draft reform package based on participant feedback.

Travel expenses: no travel is envisaged under Chapter 2 of this TOR and, consequently, no travel expenses are planned.

6. Inputs of GIZ or other actors

GIZ EasTnT and/or other actors are expected to make the following available:

- Host small focus group discussions of up to 20 individuals.
- Make available the relevant stakeholder contacts, as needed.

7. Requirements on the format of the tender

The number of days, and the budgets will be contractually agreed as maximum limits. The specifications for pricing are defined in the price schedule. No travel is envisaged under this TOR, respectively no travel costs are expressed in the price schedule.

The structure of the tender must correspond to the structure of the ToR. In particular, the detailed structure of the concept (Chapter 3) should be organised in accordance with the positively weighted criteria in the assessment grid (not with zero). The tender must be legible (font size 11 or larger) and clearly formulated. It must be drawn up in English (language).

The complete tender must not exceed 8 pages (excluding CVs and references). If one of the maximum page lengths is exceeded, the content appearing after the cut-off point will not be included in the assessment. External content (e.g. links to websites) will also not be considered.

The CVs shall not exceed 4 pages each. They must clearly show the position and job the proposed person held in the reference project and for how long. The CVs can also be submitted in English (language).

Please calculate your financial tender based exactly on the parameters specified in Chapter 5 Quantitative requirements. The contractor is not contractually entitled to use up the days, trips, workshops or budgets in full. The number of days, trips and workshops and the budgets will be contractually agreed as maximum limits. The specifications for pricing are defined in the price schedule.