REQUEST FOR PROPOSAL FOR ELECTRONIC PAYMENT SERVICES

Summary of RFP

The Regional E-Government Unit (REGU) of the OECS Secretariat is requesting technical and financial proposals for electronic Payment (e-Payment) services for a single solution for the Commonwealth of Dominica, Grenada, Saint Lucia and St. Vincent and the Grenadines. Negotiations will be held with the highest ranked bank for the award of separate contracts with the governments of the four countries in the first quarter of 2013. The contracts will be financed by the government of each country.

Through these contracts the REGU intends to realize economies of scale to achieve a reduction in banking fees for the provision of e- Payment services for the tax payers and the governments.

This Request for Proposal (RFP) specifies the technical specifications, the qualification specifications, the banking services required, transaction requirements, evaluation methodology and submission instructions.

Introduction

The Governments of the Commonwealth of Dominica, Grenada, Saint Lucia and St. Vincent and the Grenadines are executing a Front End Tax Electronic Filing (E-Filing) System under the Organisation of Eastern Caribbean States (OECS) Electronic Government for Regional Integration Project (EGRIP). The Regional E-Government Unit (REGU) of the OECS Secretariat is responsible for implementing EGRIP.

The overall development objective of EGRIP is to promote the efficiency, quality, and transparency of public services in the beneficiary countries, through the delivery of regionally integrated e-government applications that take advantage of economies of scale.

A joint venture between Norway Registers Development A.S., UAB ALNA SOFTWARE and UAB NRD (NRD) has been contracted to design, develop and install the Front End (FE) Tax E-filing System for the four EGRIP participating countries. The system will computerize taxpayer registration, tax declaration and tax payment processes with functionalities divided into four modules:

- ***Registration of e-user module*** enabling electronic user (e-user) registration, internal revenue department user registration, and empowerment of the e-user to use e-services on behalf of other taxpayer.
- ***Taxpayer e-registration module*** enabling general and tax type specific taxpayer registration as well as amendment of taxpayer data. The system will also allow the registered tax payer to enquire on his / her own registration data.
- ***e-Declaration module*** covers required e-filing functions: online submission and validation of declaration; data transfer to Standard Integrated Government Tax Administration System (SIGTAS), receipt to the taxpayer after successful e-filing. The system will also facilitate the registered tax payer to enquire on his / her own tax account and e-filing/e-declaration documents. It will provide document management facilities with the purpose of archiving and storing attachments and forms in accordance with the legislative requirements.
- ***e-Payment module*** enabling e-user to perform electronic payments of taxes by interfacing, in principle, with the core tax administration system, and allowing for integration with a e-payment system for payments and refunds.

The Front End Tax E-filing System has, as a minimum, the following security features:

- E-Tax users will be granted the access to the system through the IRD web portal, which is also generally available to the public.
- The web portal will ensure discrimination of accessing information available to the general public from the specific *secure services*, e.g. filling and retrieving taxpayer data, available only to the users registered for this purpose within the specific e-user registry.
- The electronic signature is a precondition for accessing the secure services. Upon an attempt to access these services without the certificate, users must be properly informed of this demand and they must be appropriately instructed about the method to acquire it.
- Each and every access and identified attempt of accessing must be unambiguously recorded in the log of daily events, also containing reasons for which the access has been denied.
- Comprehensive audit trail for documenting the processing of a transaction and data flow across the FE system components, which are provided by the supplier.

- The IRD of each country will assume the role of the e-users registration agent and will be the sole authority to define the user access rights and limitations for each single user.

The focal points for the Front End (FE) Tax E-filing System are the Inland Revenue Departments (IRD) of the four participating countries, i.e. Saint Lucia, Grenada, St. Vincent and the Grenadines and Dominica.

The implementation timeframe for the Front End Tax E-filing system (TaxeFS) is October 2012 to July 2013. The proposed main phases and timeframes are:

PHASE	TIMEFRAME
Inception	October to November 2012
Elaboration / Design	November to December 2012
Construction / Development	January to March 2013
Implementation and Training	March to July 2013

This RFP is for the provision of the e-Payment services which will interface with the e-Payment module of the TaxeFS in the four participating countries.

In order to facilitate timely system to system integration, the proposed e-Payment system must achieve operational acceptance by **March 31, 2013**.

<u>Description of required Services</u>

Tax payers should be given the option of making payments (i) from their account at the designated bank to the government account and (ii) by using debit cards and /or credit cards. The TaxeFS will be integrated with the e-payment system.

The generic process of tax e-payment consists of the following three (3) steps:

1. *Preparation of generic payment order*. An e-user will enter data of payment, like payable amounts, tax types, tax periods, Tax Account Numbers and other (according to agreement in elaboration phase). The system will generate the payment order in the agreed structure and display to the e-user for review.
2. *e-Payment transaction*. E-payment transaction will be performed according to the generic payment order.
3. *Submission of e-payment status*. After e-payment transaction the status of e-payment transaction should be submitted to the TaxeFS and transferred to SIGTAS for further funds reconciliation.

Figure 1. *The generic tax e-payment process*

Payment Order Template

Taxpayer No./Name: 000629 MCINTYRE BROTHERS LTD
Date: 30-12-2012
Number: 12345

No.	Tax type*	Tax period*	Related document number	Description	Tax payable ($)*
1	CORPORATE INCOME TAX	2012	Document number1		190.500,00
2	VAT TAX	01-2012	Document number2		40.979,38
	Total				231.479,38

The proposed e-payment process flow is as follows:

1. The e-user of TaxeFS will generate a payment order in TaxeFS system which may include multiple tax types and amounts.

2. The e-user will start the e-payment process and be redirected from TaxeFS system to the e-Payment system. The payable sum will be transferred directly to the e-Payment system.

3. The e-user will either (i) transfer the amount from his / her bank account to the government account or (ii) enter details of the debit / credit card.

4. The e-Payment system will then perform the payment transaction.

5. The e-Payment system will then transfer a status of transaction to TaxeFS.

6. This information will be displayed for the e-user of TaxeFS.

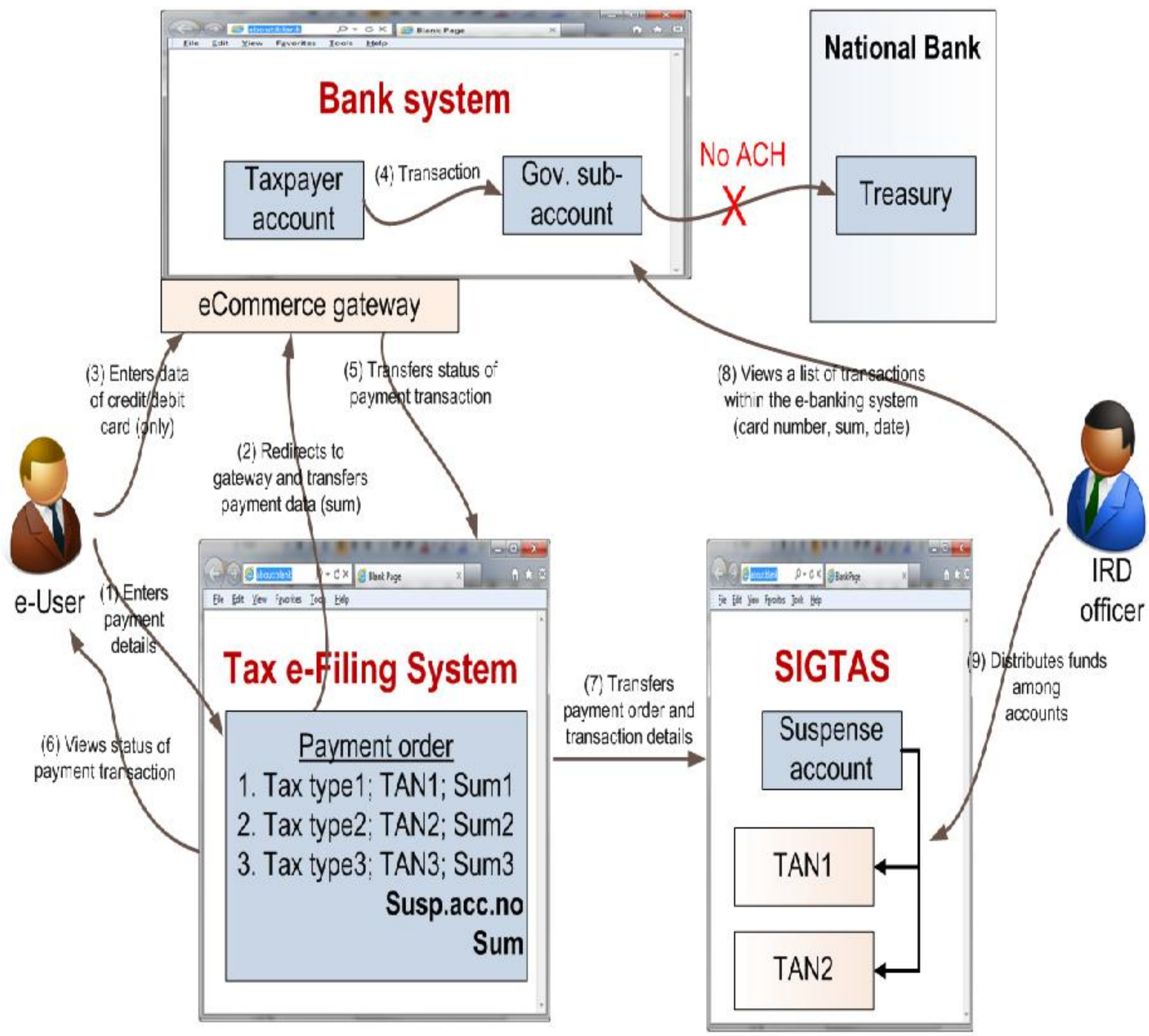
7. After the payment transaction, the TaxeFS will transfer the payment details (data of the payment order and a status of transaction) to SIGTAS for reconciliation.

8. An IRD officer will view details of transactions to the government account within the e-Payment system as an e-user of that system.

9. Finally an IRD officer will distribute funds from the suspense account to different Tax Account Numbers (TANs) within SIGTAS.

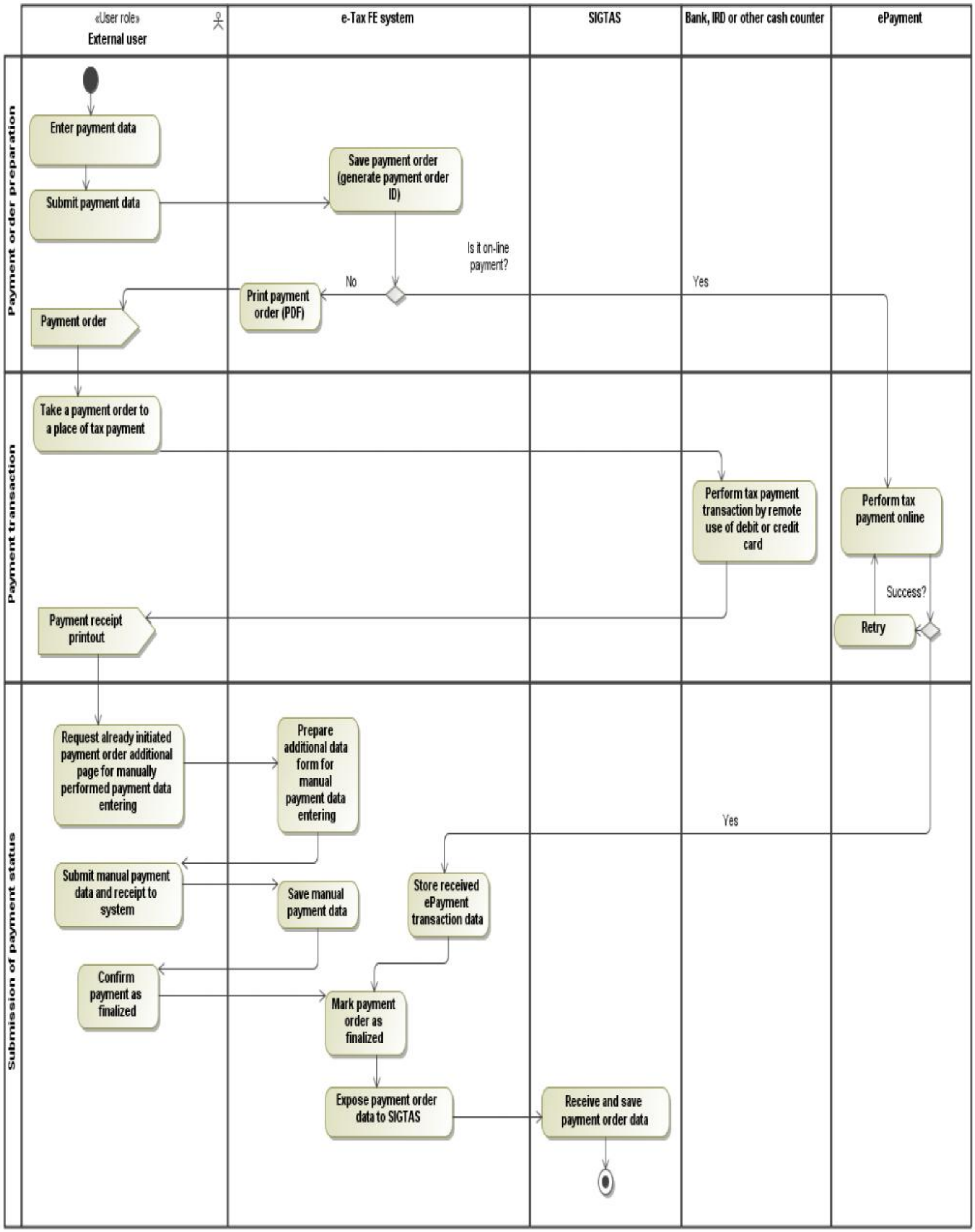
   An IRD officer will be responsible for giving instructions to the bank or performing refund transactions to taxpayers accounts or cards.

Graphical Representation of the e-payment process flow

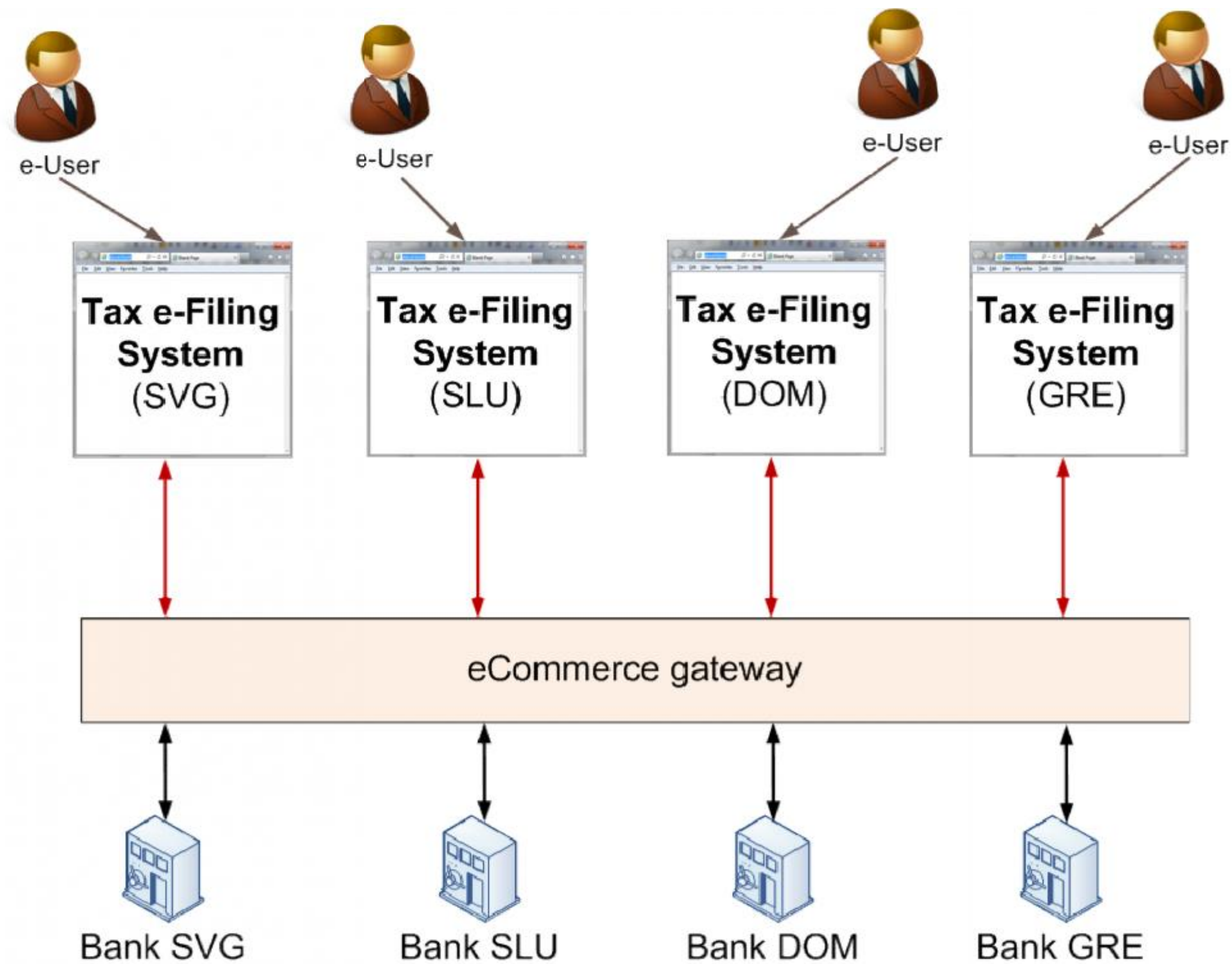


Note:

An automated clearing house has not been implemented in the OECS. Therefore there are no capabilities to perform account-to-account e-transaction between different banks in the participating countries at the moment. This is depicted as **No ACH** in the diagram above.


«User role»
External user
e-Tax FE system
SIGTAS
Bank, IRD or other cash counter
ePayment
Payment order preparation
Payment transaction
Submission of payment status
Enter payment data
Submit payment data
Save payment order (generate payment order ID)
Is it on-line payment?
No
Yes
Print payment order (PDF)
Payment order
Take a payment order to a place of tax payment
Perform tax payment transaction by remote use of debit or credit card
Perform tax payment online
Success?
Retry
Payment receipt printout
Request already initiated payment order additional page for manually performed payment data entering
Prepare additional data form for manual payment data entering
Yes
Submit manual payment data and receipt to system
Save manual payment data
Store received ePayment transaction data
Confirm payment as finalized
Mark payment order as finalized
Expose payment order data to SIGTAS
Receive and save payment order data

Overall E-payment Schema



Transaction projections

The e-Payment services will be available to all tax payers including individuals and organizations. An extensive public education programme will be conducted about the features and the benefits of the Front End Tax E-filing system (TaxeFS). Targeted training will be held for the large tax payers (organizations) in the four participating countries who pay the highest percentage of the national tax revenue.

Consequent on the above, the estimated minimum number of transactions and values are:

DESCRIPTION	GRE	DOM	SLU	SVG	Total
Average value of each transaction (***in thousands***)	\$61.442	\$126.93	\$27.60	\$10.403	**N/A**
Average number of daily transactions.	4	2	15	25	**46**
Average daily value of transactions (***in thousands***)	\$245.77	\$201.87	\$414	\$250.27	**\$1,111.91**
Estimated number of transactions for the first year.	1,000	396	4,185	9,121	**14,702**
Estimated value of transactions for the first year (***in thousands***)	\$61,442.21	\$25,132.74	\$115,506	\$91,348	**\$293,428.95**

<u>Note:</u> Currency indicated is Eastern Caribbean Dollars (XCD). The base year used corresponds to the 2011 or 2011/2012 fiscal year in each country, i.e. Dominica (June 2011-July 2012), Grenada (January –December 2011), St. Lucia (April 2011-March 2012), St. Vincent and the Grenadines (January – December, 2011)

Technical requirements

The following are the mandatory technical requirements that must be satisfied by the proposed e-Payment services:

No.	Item
1.	E-payments Supplier should provide e-commerce payment system services to facilitate the acceptance of the electronic payment (further referred to as e-Payment) and refunds for online transactions.
2.	e-Payment services should be available in all four (4) islands – Dominica, Grenada, St. Lucia and St Vincent and the Grenadines.
3.	Provided e-Payment services technically should be build on the same and identical framework and identically should be used in all four (4) islands – Dominica, Grenada, St. Lucia and St Vincent and the Grenadines.
4.	In addition to the e-Payment services the E-payments Supplier should agree and open a governmental bank account to which all e-Payment transfers will be settled.
5.	The following minimum of supported credit and debit card issuers should be Visa and MasterCard.
6.	Provided e-Payment services should support 3-D Secure protocol.
7.	e-Payment services should support integration in a way end users' won't be visibly moved to the other websites (by opening a new window or a tab) rather than the merchant's website. Integration of e-Payment services should look like an internal part of the merchant's website.
8.	E-payments Supplier should provide, on a daily basis, the detailed logs of performed money transfers to the governmental bank account.
9.	All technical specifications and needed support should be provided when implementing system to system integration for e-Payment services.
10.	An Integration Guide with details about the integration process required to link the e-Payment services system with the TaxeFS e-Payment Module

Qualifications requirements

The Bidder must demonstrate ***that for the past three (3) years at least there is documented experience from similar works comprising***:

i. Completion of at least one (1) successful contract involving the designing and implementing e-commerce solutions ***preferably*** for relevant public authorities.

ii. Completion of successful contract involving designing and implementing at ***least one (1) e-payment solution*** for relevant public authorities.

iii. Sufficient size, capacity and adequate skills to provide all technical components and to perform design, development, testing and operational implementation of the e-payment Services.

iv. The Bidder must also demonstrate sufficient size, capacity and adequate skills to provide all technical components and to perform design, development, testing and operational implementation of the requested system components. For this purpose the Bidder must be able and shall be obliged, if awarded the Contract, to assign for its purpose a project team minimally comprising of:

   a. Project Manager (1) with at least 5 years of relevant experience.
   b. Business analysts (2) with at least 3 years of experience from relevant business fields, e.g. e-commerce or e-government.
   c. Systems analysts/designers (2) with at least 5 years of relevant experience, thereof at least 3 years of experience from relevant business fields, e.g. e-commerce or e-government.
   d. Software Systems developers/programmers (2) with at least 3 years of relevant experience in key business fields, e.g. e-commerce or e-government.

The evaluation of personnel proposed for each of the above positions or disciplines shall be determined considering the following three sub-criteria:

- General qualifications
- Adequacy for the assignment
- Experience in region and language

Evaluation Criteria

The REGU will evaluate and compare the Technical Proposals that have been determined to be substantially responsive, and the firm obtaining the highest technical score will be invited to negotiate its Financial Proposal and Contractual terms and conditions.

The technical evaluation categories and the features to be evaluated within each category as well as their weights are specified in the next table:

Criteria	Description	Weights
A. Firm's Specific Experience		**10%**
B. Technical Requirements		**40%**
C. Key Staff Qualifications		**30%**
D. Plan and Methodology		**20%**
MAXIMUM TECHNICAL SCORE (T)		**100**

During the evaluation process, the evaluation committee will assign each feature a whole number score from 0 to 4, where 0 means that the feature is absent, 2 for meeting the requirements; 4 for marginally exceeding the requirements.

Total quality point for each category will be calculated as follows:

Total quality = $\sum \mathbf{QxW}$, where:

Q – total quality for each category
W – category weight

$\mathbf{Q = \sum Q_{eval} * Q_w * N / Q_{poss}}$, where:

Q_{eval} – Sum of the points given for requirements existing in the subcategory
Q_w – SubCategory Weight
N – Defined standard value for each subcategory = 100
Q_{poss} – The highest possible subcategory value

As additional post-qualification measures, the REGU may request demonstration of or site visit to at least one of the referenced locations where a project of a similar caliber is installed and operational, to verify the functionality of the system and whether it meets the performance benchmarks as it relates to the requirements of this bid.

Proposal Submission

- Interested eligible Bidders may obtain clarifications or further information from the **Regional E-Government Unit (REGU) of the OECS Secretariat** at the address given below from ***9:00 am to 4:00 pm.***

- An electronic copy of the combined technical and financial proposal must be delivered to the email address below at or before ***4:00 p.m., Tuesday*** **22 January** ***2013 in the format as prescribed below.***

- The attention of prospective Bidders is drawn to (i) the fact that they will be required to certify in their bids that all software is either covered by a valid license or was produced by the Bidder and (ii) that violations are considered fraud.

- **Technical Proposal:**
  Financial proposals shall but submitted using the forms proposed in Annex A, including:
  - Form TECH-1: Technical Proposal Submission Form
  - Form TECH-2: Firm's Organization and Experience
  - Form TECH-3: Comments and Suggestions on the Request for Proposal
  - Form TECH-4: Description of Approach, Methodology and Work Plan for Performing the Assignment
  - Form TECH-5: Team Composition and Task Assignments
  - Form TECH-6: Curriculum Vitae (CV) for Proposed Professional Staff
  - Form TECH-7: Staffing Schedule
  - Form TECH-8 Work Schedule

- **Financial Proposal:**

  Financial proposals shall be submitted using the forms proposed in Annex B – Financial Proposal templates. However, Firms may expand, or supplement the templates as necessary.

  The Bidder must detail all the associated costs for the provision of the e-payment services.

  The financial proposal shall also include the Firm's proposed terms and conditions of contract and payments.

- The address referred to above is:

The Project Manager
E-Government for Regional Integration Project
Regional E-Government Unit
OECS Secretariat
Frank Johnson Avenue, Morne Fortune,
Castries, Saint Lucia
Telephone: 758- 455-6327 / 453-0669
Fax Number: 758- 458-5079
Email: egrip@oecs.org

ANNEX A – Technical Proposal - Standard Forms

[*Comments in brackets* [ ] *provide guidance to the firms for the preparation of their Technical Proposals; they should not appear on the Technical Proposals to be submitted.*]

Form TECH-1: Technical Proposal Submission Form

[*Location, Date*]

To: [*Name and address of Client*]

Dear Sirs:

We, the undersigned, offer to provide the consulting services for [*Insert title of assignment*] in accordance with your Request for Proposal dated [*Insert Date*] and our Proposal. We are hereby submitting our Proposal, which includes this Technical Proposal, and a Financial Proposal sealed under a separate envelope[1].

We are submitting our Proposal in association with: [*Insert a list with full name and address of each associated Firm*][2]

We hereby declare that all the information and statements made in this Proposal are true and accept that any misinterpretation contained in it may lead to our disqualification.

If negotiations are held during the period of validity of the Proposal, i.e., within 60 days after deadline for submission of Proposals, we undertake to negotiate on the basis of the proposed staff. Our Proposal is binding upon us and subject to the modifications resulting from Contract negotiations.

We understand you are not bound to accept any Proposal you receive.

We remain,

Yours sincerely,

Authorized Signature [*In full and initials*]: ________________________________
Name and Title of Signatory: ________________________________
Name of Firm: ________________________________
Address: ________________________________

Form TECH-2: Firm's Organization and Experience

A - Firm's Organization

[*Provide here a brief description of the background and organization of your firm/entity and each associate for this assignment.*]

B - Firm's Experience

[*Using the format below, provide information on each assignment for which your firm, and each associate for this assignment, was legally contracted either individually as a corporate entity or as one of the major companies within an association, for carrying out consulting services similar to the ones requested under this assignment. Use 20 pages.*]

Assignment name:	Approx. value of the contract (in current US$ or Euro):
Country: Location within country:	Duration of assignment (months):
Name of Client:	Total N^{o} of staff-months of the assignment:
Address:	Approx. value of the services provided by your firm under the contract (in current US$ or Euro):
Start date (month/year): Completion date (month/year):	N^{o} of professional staff-months provided by associated Firms:
Name of associated Firms, if any:	Name of senior professional staff of your firm involved and functions performed (indicate most significant profiles such as Project Director/Coordinator, Team Leader):
Narrative description of Project:	
Description of actual services provided by your staff within the assignment:	

Firm's Name: ____

Form TECH-3: Comments and Suggestions on the Request for Proposal

[*Present and justify here any modifications or improvement to the Terms of Reference you are proposing to improve performance in carrying out the assignment (such as deleting some activity you consider unnecessary, or adding another, or proposing a different phasing of the activities). Such suggestions should be concise and to the point, and incorporated in your Proposal.*]

Form TECH-4: Description of Approach, Methodology and Work Plan for Performing the Assignment

(For small or very simple assignments the Client should omit the following text in Italic)

[*Technical approach, methodology and work plan are key components of the Technical Proposal. You are suggested to present your Technical Proposal (50 pages, inclusive of charts and diagrams) divided into the following three chapters:*

a) Technical Approach and Methodology,
b) Work Plan, and
c) Organization and Staffing,

a) Technical Approach and Methodology. In this chapter you should explain your understanding of the objectives of the assignment, approach to the services, methodology for carrying out the activities and obtaining the expected output, and the degree of detail of such output. You should highlight the problems being addressed and their importance, and explain the technical approach you would adopt to address them. You should also explain the methodologies you propose to adopt and highlight the compatibility of those methodologies with the proposed approach.

b) Work Plan. In this chapter you should propose the main activities of the assignment, their content and duration, phasing and interrelations, milestones (including interim approvals by the Client), and delivery dates of the reports. The proposed work plan should be consistent with the technical approach and methodology, showing understanding of the TOR and ability to translate them into a feasible working plan. A list of the final documents, including reports, drawings, and tables to be delivered as final output, should be included here. The work plan should be consistent with the Work Schedule of Form TECH-8.

c) Organization and Staffing. In this chapter you should propose the structure and composition of your team. You should list the main disciplines of the assignment, the key expert responsible, and proposed technical and support staff.]

Form TECH-5: Team Composition and Task Assignments

1.1.2.1.1.1.1 Professional Staff

Name of Staff	Firm	Area of Expertise	Position Assigned	Task Assigned

Form TECH-6: Curriculum Vitae (CV) for Proposed Professional Staff

1. **Proposed Position** [*only one candidate shall be nominated for each position*]: ______________________

2. **Name of Firm** [*Insert name of firm proposing the staff*]: ____
____

3. **Name of Staff** [*Insert full name*]: ____

4. **Date of Birth**: ______________________________**Nationality**: ___________________________

5. **Education** [*Indicate college/university and other specialized education of staff member, giving names of institutions, degrees obtained, and dates of obtainment*]: ________________________________
____

6. **Membership of Professional Associations**: ____
____

7. **Other Training** [*Indicate significant training since degrees under 5 - Education were obtained*]: _______
____

8. **Countries of Work Experience**: [*List countries where staff has worked in the last ten years*]:___________
____

9. **Languages** [*For each language indicate proficiency: good, fair, or poor in speaking, reading, and writing*]: __
____

10. **Employment Record** [*Starting with present position, list in reverse order every employment held by staff member since graduation, giving for each employment (see format here below): dates of employment, name of employing organization, positions held.*]:

From [*Year*]: ____ To [*Year*]: __________

Employer: __________________________________

Positions held: ________________________

11. Detailed Tasks Assigned	**12. Work Undertaken that Best Illustrates Capability to Handle the Tasks Assigned**
[*List all tasks to be performed under this assignment*]	[*Among the assignments in which the staff has been involved, indicate the following information for those assignments that best illustrate staff capability to handle the tasks listed under point 11.*] Name of assignment or project: ___________________________

	Year: ______________________ Location: ______________________ Client: ______________________ Main project features: ______________________ Positions held: ______________________ Activities performed: ______________________

13. Certification:

I, the undersigned, certify that to the best of my knowledge and belief, this CV correctly describes myself, my qualifications, and my experience. I understand that any wilful misstatement described herein may lead to my disqualification or dismissal, if engaged.

____ Date: _______________

[Signature of staff member or authorized representative of the staff] *Day/Month/Year*

Full name of authorized representative: _______________

Form TECH-7: Staffing Schedule[1]

1.1.3	Name of Staff	1.1.4 Staff input (in the form of a bar chart)[2]													1.1.5
		1	2	3	4	5	6	7	8	9	10	11	12	n	Hor
Foreign															
1		[*Home*]													
		[*Field*]													
2															
3															
n															
										Subtotal					
Local															
1		[*Home*]													
		[*Field*]													
2															
n															
										Subtotal					
										Total					

1 For Professional Staff the input should be indicated individually; for Support Staff it should be indicated by category (e.g.: draftsmen, clerical staff, etc.).
2 Months are counted from the start of the assignment. For each staff indicate separately staff input for home and field work.
3 Field work means work carried out at a place other than the Firm's home office.

Full time input
Part time input

Form TECH-8 Work Schedule

N°	Activity[1]	Weeks[2]									
		1	2	3	4	5	6	7	8	9	10
1											
2											
3											
4											
5											
n											

1 Indicate all main activities of the assignment, including delivery of reports (e.g.: inception, interim, and final reports), and other benchmarks such as Client approvals. For phased assignments indicate activities, delivery of reports, and benchmarks separately for each phase.

2 Duration of activities shall be indicated in the form of a bar chart.

ANNEX B – **Financial Proposal Templates**

[*Comments in brackets* [ ] *provide guidance to the shortlisted Firms for the preparation of their Financial Proposals; they should not appear on the Financial Proposals to be submitted.*]

Financial Proposal Standard Forms shall be used for the preparation of the Financial Proposal according to the instructions provided in the RFP.

Form FIN-1: Financial Proposal Submission Form

[*Location, Date*]

To: [*Name and address of Client*]

Dear Sirs:

We, the undersigned, offer to provide the consulting services for [*Insert title of assignment*] in accordance with your Request for Proposal dated [*Insert Date*] and our Technical Proposal. Our attached Financial Proposal is as follows:

- [*Insert figures and details as applicable*[1]].

Our Financial Proposal shall be binding upon us subject to the modifications resulting from Contract negotiations, up to expiration of the **60-days** validity period of the Proposal.

We understand you are not bound to accept any Proposal you receive.

We remain,

Yours sincerely,

Authorized Signature [*In full and initials*]: ____
Name and Title of Signatory: ____
Name of Firm: ____
Address: ____

1 Amounts must coincide with the ones indicated under Total Cost of Financial proposal in Form FIN-2.

Form FIN-2: Summary of Costs

E-PAYMENT SERVICES CHARGES

- *Any and all anticipated service charges must be shown on this form to be applicable under the agreement.*
- *Firms may expand, supplement or substitute the format below as necessary*

Service Unit	Unit Charge	Cost of Service

Form FIN-3: Form of Contract

THIS CONTRACT ("Contract") is entered into this _____ day of ________ 2010, by and between the **<Country>** ("the Client") having its principal place of business at **<Address>**, and *[insert firm's name]* ("the Firm") having its principal office located at *[insert Firm's address]*.

WHEREAS, the Client wishes to have the Firm perform the services hereinafter referred to, and

WHEREAS, the Firm is willing to perform these services,

NOW THEREFORE THE PARTIES hereby agree as follows:

1. Services

(i) The Firm shall perform the services specified in Annex A, "Terms of Reference and Methodology and Work Plan," which is made an integral part of this Contract ("the Services").

(ii) The Firm shall provide the personnel listed in Annex B, "Firm's Personnel," to perform the Services.

(iii) The Firm shall submit to the Client the reports in the form and within the time periods specified in Annex C, "Firm's Reporting Obligations."

2. Term

The Firm shall perform the Services during the period commencing **_________** and continuing through **_______**, or any other period as may be subsequently agreed by the parties in writing.

3. Payment

A. Ceiling

<Subject to negotiations>

B. Schedule of Payments

<subject to negotiations>

C. Payment Conditions

<subject to negotiations>

4. Project Administration

A. Coordinator.

The Client designates **<name>** as Client's Coordinator; the Coordinator shall be responsible for the coordination of activities under the Contract, for receiving and approving invoices for payment, and for acceptance of the deliverables by the Client.

B. Reports.

The reports listed in Annex C, "Firm's Reporting Obligations," shall be submitted in the course of the assignment, and will constitute the basis for the payments to be made under paragraph 3.

5. Performance Standards

The Firm undertakes to perform the Services with the highest standards of professional and ethical competence and integrity. The Firm shall promptly replace any employees assigned under this Contract that the Client considers unsatisfactory.

6.	**Confidentiality**	The Firm shall not, during the term of this Contract and within two years after its expiration, disclose any proprietary or confidential information relating to the Services, this Contract or the Client's business or operations without the prior written consent of the Client.
7.	**Ownership of Material**	Any studies reports or other material, graphic, software or otherwise, prepared by the Firm for the Client under the Contract shall belong to and remain the property of the Client. The Firm may retain a copy of such documents and software.
8.	**Firm Not to be Engaged in Certain Activities**	The Firm agrees that, during the term of this Contract and after its termination, the Firm and any entity affiliated with the Firm, shall be disqualified from providing goods, works or services (other than the Services and any continuation thereof) for any project resulting from or closely related to the Services.
9.	**Insurance**	The Firm will be responsible for taking out any appropriate insurance coverage.
10.	**Assignment**	The Firm shall not assign this Contract or sub-contract any portion of it without the Client's prior written consent.
11.	**Law Governing Contract and Language**	The Contract shall be governed by the laws of **<country>**, and the language of the Contract shall be **English**.
12.	**Dispute Resolution**	Any dispute, controversy or claim arising out of or relating to this Contract or the breach, termination or invalidity thereof, shall be settled by arbitration in accordance with the UNCITRAL Arbitration Rules as at present in force.

FOR THE CLIENT	FOR THE FIRM
Signed by ____________________	Signed by ____________________
Title: ________________________	Title: ________________________

LIST OF ANNEXES

Annex A: Terms of Reference and Scope of Services and Technical Proposal

Annex B: Firm's Personnel

Annex C: Firm's Reporting Obligations