

**TERMS OF REFERENCE
THE CENTRAL PIU ENVIRONMENTAL AND SOCIAL SPECIALIST’S SERVICES
FOR JSC NATIONAL ELECTRIC GRID OF UZBEKISTAN**

Table of contents

1. GENERAL BACKGROUND	2
2. PROJECT ORGANISATION	2
3. CENTRAL PIU PROJECT MANAGEMENT FUNCTIONS	3
4. ORGANISATIONAL STRUCTURE OF THE CENTRAL PIU	6
5. SCOPE OF WORK	6
6. IMPLEMENTATION ARRANGEMENTS	9
7. DONOR VISIBILITY	9
ANNEX 1: LIST OF ON-GOING PROJECTS	11

1. GENERAL BACKGROUND

The Government of Uzbekistan has adopted an ambitious target of 25 GW of renewables by 2030, and the share of renewable energy in the country's total generation capacity is expected to reach 40%. The growing intermittent renewables generation capacity in the country necessitates grid upgrade and strengthening. EBRD has been providing financing to JSC National Electric Grid of Uzbekistan ("NEGU", the "Company"), a state-owned power company in charge of country's transmission network, to improve reliability, efficiency, and stability of the transmission network as well as quality and security of electricity supply in Uzbekistan. The list of on-going projects and an overview of their implementation status is reported in Annex 1. The investments are financed by EBRD loans for a total amount of c. USD 154 million. In addition to three (3) portfolio projects, many more pipeline projects are under development including the current USD 71 million Sarimay-Muruntau Transmission project (the "Project").

In order to ensure the most efficient use of the funds allocated under the projects and coordinate the activities among all involved stakeholders, the Bank has agreed with NEGU to establish a bank financed Project Implementation Unit (the "Central PIU") dedicated to EBRD projects, which will serve the 3 portfolio projects and Sarimay-Muruntau Transmission project, which is planned for signing this year (together the "Projects").

The investments and consultancy services for the Project will be procured in accordance with the EBRD Procurement Policies and Rules ("PP&R" May 2022). The Project will also be implemented in accordance with EBRD's Performance Requirements under the 2019 EBRD Environmental and Social Policy and the requirements of the respective Environmental and Social Action Plan ("ESAP").

The main stakeholders involved in various roles of project implementation are:

- *Ministry of Economy and Finance* – general coordination and monitoring of project implementation;
- *Ministry of Investments, Industry and Trade* – general coordination and monitoring of project implementation;
- *NEGU* – implementation of the Projects; implementation of the ESAPs; compliance with other requirements of the Project Agreements;
- *EPC contractors* – Engineering, Procurement, Construction and commissioning of the Projects;
- *Project Implementation Support (PIS) consultants* – procurement and implementation support throughout all phases of project life cycle, from procurement to installation and commissioning of the Projects.

NEGU and the Bank, intend to hire four (4) Individual Consultants to work in the Central PIU for the Projects in the role of (i) Project Manager, (ii) Finance Specialist, (iii) Procurement Specialist, and (iv) Environmental and Social Specialist on a full-time basis.

This Terms of Reference (ToR) cover the scope of the Central PIU Environmental and Social Specialist's services.

2. PROJECT ORGANISATION

- The EBRD financing for the Project will be provided through the *Loan Agreement* between the Government of Uzbekistan and the Bank, signed either by the Ministry of Economy and Finance or the Ministry of Investments, Industry and Trade.
- NEGU, being a project company, will sign the *Project Agreement* with the Bank. The Project Agreement outlines the project company's obligations and responsibilities under the Project.
- NEGU will sign the *Subsidiary Loan Agreement* with the Ministry of Economy and Finance, allowing the project company to become the beneficiary of the loan.

- The *TC Grant Agreement* between NEGU and the Bank will provide financing for the Central PIU Consultants.
- Each Central PIU Consultant will be selected by NEGU under supervision of the Bank in accordance with the procurement rules as per EBRD's PP&R described in Article 3. Each Consultant will be contracted by NEGU for one year with a possibility of extension for up to two (2) years upon satisfactory performance of a consultant. Where the contract value for a consultant is below EUR 75,000 Direct Contracting may be used, reference 3.24 (f).

3. CENTRAL PIU FUNCTIONS

3.1. General functions

1. Carrying out the Projects in accordance with the Loan Agreements.
2. Ensuring the timely implementation of Projects in accordance with the Financing Agreements¹, EBRD Guidelines and Policies.
3. Coordination of all aspects of Project implementation among the stakeholders.
4. Assisting NEGU in fulfilling the terms of entry into force of the Loan Agreement that is to be signed.
5. Assisting NEGU in fulfilling its obligations under the Loan Agreements of the Projects.
6. Assisting NEGU in fulfilling the terms of entry into force of the Project Agreement and conditions precedent to loan disbursement under the Project.
7. Assisting the Company in fulfilling their obligations under the Subsidiary Loan Agreements and Project Agreements of the Projects.
8. Procurement of all Project components for the Company unless the Bank agrees otherwise.
9. Procurement, usage, supervision, and monitoring of the Project Implementation Support consultants ("PIS Consultants"). The selection of each PIU Consultant will be carried out in accordance with the procurement rules as per EBRD's PP&R described in Article 3. Where the contract value for a consultant is below EUR 75,000 Direct Contracting may be used, reference 3.24 (f).
10. Coordination of work of the PIS Consultants engaged/to be engaged under the Projects.
11. Organization and holding of calls, meetings, workshops with relevant stakeholders on Project implementation issues. Participation in meetings organized by other parties on Project implementation issues.
12. Ensuring compliance of the Projects with the conditions of the Financing Agreements and EBRD rules and requirements at all times. Assisting the Company in implementation of EBRD's Performance Requirements under the 2019 [EBRD Environmental and Social Policy](#) and the respective Environmental and Social Action Plans ("ESAP").
13. Prepare and submit project progress reports, environmental and social reports, and other reports as required under the Financing Agreements of the Projects.
14. Assist NEGU in fulfilling other tasks that are related to the Projects.

¹ Financing Agreements include the full package of documents signed between the Bank, stakeholders and any other party, which govern the use of funds as provided by the EBRD and Donors (if applicable). They include the Loan Agreement, Subsidiary Loan Agreements, Project Agreements, Co-financing (investment grant) Agreements.

3.2. Technical support

1. Cooperation with the PIS Consultants on the technical issues of the Project.
2. Data collection and analysis, and preparation of quantitative indicators and technical specifications for goods, works and services procured under the Projects.
3. Participation in the development of qualification requirements for tenderers and preparation of the technical part of tender documentation, including environmental and social requirements.
4. Participation in resolution of any technical issues at all stages of tender process and contract administration.
5. Participation in the verification of reports, acts and invoices submitted by suppliers, contractors, and consultants for works performed and goods supplied, and services provided.
6. Participation in identification and assistance in obtaining the necessary licenses and permits required for carrying out the Projects.
7. Participation in the testing and commissioning of goods and works procured under the Projects.
8. Data collection and submission of technical information required for reporting or at the request of the Bank and other stakeholders.

3.3. Procurement and contract administration

The procurement process will be undertaken via EBRD's Client E-Procurement Portal [ECEPP](#) and the Consultant will be expected to undertake procurement using the ECEPP system and provide advice and assistance to the PIU in use and operation of the system. The Consultant will be expected to follow the ECEPP procedure as required by the system: notices and documents are only issued electronically through ECEPP; all communication between the PIU and participants is conducted using the tender-specific ECEPP message centre; responses are submitted electronically only; tender openings and minutes are automatic (so there is no physical public tender opening); notifications and draft contracts are all conducted through the system; evaluation and contract signature is carried out offline but all documents requiring no-objection are processed through ECEPP.

1. Cooperation with the PIS Consultants on all aspects of their work.
2. Preparation, updating and coordination with the Bank of the Project's general and periodic procurement plans and control over their implementation.
3. Preparation of tender documentation in accordance with the templates available on EBRD's Client E-Procurement Portal (ECEPP).
4. Submission of tender documentation for Bank's review and coordination of responses to Bank's comments, if any.
5. Carrying out procurement in accordance with the procurement plans and the EBRD PP&R by using ECEPP.
6. Organization and coordination of the Evaluation Committees.
7. Participation in the Evaluation Committees with the role of observer (Evaluation Committee secretary).
8. Preparation of evaluation reports for Bank's review and coordination of responses to Bank's requests for clarification, if any.
9. Participation in the preparation of contracts and pre-contract clarification meetings with the winning contractors, suppliers and consultants.
10. Submission of agreed contracts for signing to the Companies.

11. Support in the Administration/management of signed contracts with suppliers, contractors and consultants, including dispute resolution.
12. Preparation and submission of disbursement requests in accordance with Bank's requirements² related to Project implementation to the Bank.
13. Cooperation with the Companies on all Project-related issues to ensure that the quality and speed of Project implementation is satisfactory to the Bank.

3.4. Reporting

1. Data collection and preparation of all relevant reports in accordance with reporting requirements under the Financing and Grant Agreements (including reporting to donors). This includes, but is not limited to:
 - a. Project Progress Reports
 - b. Financial and Audit Reports of the Company
 - c. Annual E&S Reports/ESAP monitoring
2. Preparation and provision of the necessary information at the request of the Bank and state authorities.
3. Maintaining the procedures, records and accounts necessary to monitor the implementation of the Project.

3.5. Financial management

1. Maintaining financial accounting of and control over the Projects funds.
2. Verification of the financial part of the reports, payment certificates, taking-over certificates, acts and invoices submitted by suppliers, contractors and consultants for work performed and equipment supplied.
3. Preparation and submission of disbursement requests to the EBRD for the payment of invoices of contractors, suppliers and consultants.
4. Monitoring of payments under contracts, and submission of relevant information and reports to the Bank.
5. Accounting and storage of bank guarantees, or collateral amounts provided by tenderers, contractors and suppliers as securities.
6. Preparation of the necessary materials to verify the implementation of Project by representatives of the EBRD.
7. Preparation and submission of reports and reference materials to the supervising state authorities.
8. Preparation and submission of any financial management reports and information to the Bank.
9. Preparation and submission of any reports and information on financial management to the Company.

3.6. Central PIU accounting

1. Preparation, coordination of, and control over the periodic budgets for the Central PIU operating costs with the Company and the Bank.

² Disbursement Handbook for Public Sector Loans will be provided to the Central PIU by the Bank.

2. Maintaining documents, receipts, records and providing all materials to the Bank.
3. Accounting of any cash expenses.
4. Preparation and submission of the semi-annual disbursement requests to the EBRD for reimbursement to NEGU.
5. Within 60 days after the end of each six-months period until the expiration or termination of the Central PIU Consultants' employment contracts, provide periodic 6-months *progress reports*, which shall include information on the budget and Central PIU Consultants performance.
6. Assist in conducting annual audits of the accounts and records of the Central PIU, if deemed necessary by the Bank.

3.7. Other

Perform any other functions that ensure the implementation of the Projects in accordance with the legislation of the Republic of Uzbekistan, Financing Agreements, and EBRD Guidelines and Policies.

4. ORGANISATIONAL STRUCTURE OF THE CENTRAL PIU

It is envisaged that the following individual Central PIU Consultants will be contracted to perform all the functions listed in Section 3.

Position	Quantity	Supervisor	Contract to be signed with
Project Manager	1	Deputy Chairman of NEGU for Investments	NEGU
Finance Specialist	1	Project Manager	NEGU
Procurement Specialist	1	Project Manager	NEGU
Environmental & Social Specialist	1	Project Manager	NEGU

The Terms of References of these individual Central PIU Consultants will provide for their duties. In addition to the implementation of the Projects, it is expected that the Central PIU will support the implementation of additional investment projects to be confirmed by EBRD as these projects are advanced as well as assist with the intergovernmental approval process for all investments to be financed by EBRD.

5. SCOPE OF WORK

5.1. Environmental & Social Specialist

Duties:

- a. Review the issues and mitigation measures proposed under the Environmental and Social Documentation and the environmental and social management practices currently in place to have a good understanding of the current issues.
- b. Review and provide feedback on detailed design decisions to ensure their compliance with the applicable requirements and provisions of the Environmental and Social Documentation.
- c. Assist the Client in the development and implementation of the Environmental and Social Management System (ESMS), which should be commensurate with the Project and Client's

specifics and compliant with the PR1 requirements; the ESMS development shall comprise E&S policies; the procedures and other documents are to be developed where appropriate and coordinated with the Client; it is important to ensure that the Client has the capacity to implement them. One of the first-priority actions in terms of the ESMS development should be creation of the pertinent organisational capacity, i.e. assigning responsibilities for ESMS development to an existing staff or hiring a designated specialist.

- d. Assist the Client in developing and integrating the policies, plans, procedures, actions, and mitigation measures required under the Environmental and Social Documentation into the Project Procedures System, as appropriate.
- e. Provide the Client with suitable templates to develop E&S management documents presenting the good industry practice as per the Client's needs, guide and support the Client on how to adjust the templates to the Project specifics and how to implement the adopted documents in line with the national and EBRD standards.
- f. Ensure that the Client understands the legal nature of the ESAP as part of the financing documents and the responsibility of the Client and the Implementing Agency to implement it. Also ensure that the Client and PIU understands the role of the Consultant to give them explanations/guidance and transfer knowledge to the staff engaged in the Project; the Consultant shall be prepared to discuss any actions the Client considers as excessively demanding and explain the ESAP actions can be on top of the national legislation; The Consultant will assist the Client to develop an ESAP implementation plan including a delivery plan for each action in the ESAP. These should include measurable delivery metrics / evidence, dates for completion and responsibilities for implementation:
 - Where ESAP items are complex, they should be broken down into smaller tasks, each with metrics and responsibilities as above.
 - If any ESAP items are unclear, guidance should be sought from EBRD and/or the client to clarify.
 - If any ESAP items are considered to be unreasonable or unachievable given local conditions or project circumstances, guidance should be sought from EBRD and/or the client to clarify and resolve any issues. This process may be undertaken both before project commencement and as the works progress.
 - Any skill gaps identified to carry out this Plan will be incorporated in the Training Needs Analysis and subsequent Training Plan.
 - This implementation plan should be in a format that allows it to form part of the regular reporting to the Bank/financiers in line with the Financing Documents.
 - Where potential delays or other problems with implementing particular ESAP items are identified, these issues should be summarised in the reporting of ESAP progress or material issues brought directly to the attention of EBRD.
- g. Assist the Client to implement and update the SEP in line with the ongoing E&S progress.
- h. Assist the Client to develop a comprehensive Environmental and Social Monitoring Plan compliant to the applicable requirements and including GET, Paris Alignment indicators; if the local laboratory facilities are not sufficiently equipped to ensure required analysis, then Plan refers to the lacking standards with recommendations to be carried out as per eventually improving facilities and availing budgets/resources. In case of changes in the EU or national E&S monitoring requirements, the E&S Monitoring Plan shall be revisited and updated accordingly.
- i. Assist the Client in developing a system supporting accurate reporting of E&S performance and in their annual reporting to the EBRD.

- j. Assist the Client in developing a system supporting accurate reporting, when necessary, with regards to any identified gender equality issues or social issues to ensure non-discrimination and equal opportunity.
- k. Where multiple consultants are involved in E&S management on the project
 - Coordinate distribution of responsibilities on the implementation of specific actions presented in the ESAP and the other Environmental and Social Documentation, actively communicate with them and coordinate E&S implementation support activities during the Assignment term;
 - Ensure the allocation of tasks between these consultants should be clearly documented and understood by the consultant, client, and any other relevant parties at the project outset.

Environmental requirements:

- B.Sc. degree in biology, environment or similar.
- Preferably 10 years' experience in environmental studies and EIA impact assessment in the region's energy sector.
- Specific experience in environmental requirements according to local law.
- Practical knowledge and understanding of EBRD's environmental and social requirements and past experience of assistance in their successful implementation.
- Experienced in FIDIC-based contract administration and contract management, with a professional FIDIC certification.
- Certified in FIDIC contracts with practical experience in contract administration and EPC contract management.
- Possesses a professional FIDIC certification and hands-on experience in contract management, procurement, and administration of FIDIC-based contracts.
- Experience of labour working relationships and conditions will be a distinct advantage.
- Fluency in English and Russian/Uzbek languages.

6. IMPLEMENTATION ARRANGEMENTS

The assignment is expected to start during Q3 2024. The duration of the contracts is expected for a time-period of one (1) year for all the four (4) Central PIU Consultants to be contracted for the Projects, with a possibility of extension for up to two (2) years upon the mutual agreement among the individual Specialist, the Company, and the Bank, and subject to availability of funding. The Central PIU Consultants will be required to perform their duties over the course of estimated 210 working days every year.

The Company, in agreement with EBRD, will have the right to ask for the contract(s) to be terminated due to non-performance of the Central PIU Consultant(s).

If the Central PIU activities are not performed materially in accordance with the contracts and agreed procedures, the Bank/Company may suspend the financing of the Central PIU temporarily or permanently.

Central PIU Consultants will be paid on a monthly basis in equal instalments throughout the year.

It is expected that the Central PIU team will be provided with furnished, serviced and maintained office accommodation in Tashkent by the Company.

The EBRD Central PIU Project Manager's budget will include provision for a list of specific, agreed administrative (e.g. equipment, supplies, phone), travel and other expenses.

The Central PIU Environmental and Social Specialist will report to the Project Manager on all aspects of the assignment progress.

All documentation related to the works is and will remain the property of the Company after completion of the assignment. The Central PIU Consultants shall not publish, use or dispose of this documentation without the written consent of the stakeholders.

Once established, the Central PIU will issue and submit to the Bank for its approval the Operations Manual describing, as a minimum: (i) authorities, rights and responsibilities; (ii) governance structure, (iii) organizational structure; (iv) operational processes and procedures; (v) staff list and respective job descriptions and qualification requirements; (vi) financial and accounting arrangements, budgetary cycle and annual budget structure; (vii) key performance indicators for the PIU; (viii) quality assurance and compliance procedures; (ix) in-house applicable procurement procedures; (x) staff engagement procedures; (xi) requirements for the financial and performance audits; (xii) health, safety and social protection rules.

7. DONOR VISIBILITY

7.1. For all donor-funded Assignments and Project components

Where the Assignment and/or Project components are funded through the EBRD's technical cooperation programme, the Central PIU Consultants will support the Company in their efforts to **ensure appropriate visibility for donors of all grant resources**. Measures could include but not be limited to:

- All documents produced by the Central PIU Consultants should mention donor support and bear the logo of the donor, when appropriate.
- Donor support to the Project should be acknowledged in any public communication (press releases, launch of facilities).
- Local representatives of donors should be invited to any public event organised to promote the project (press conferences, inaugurations, possibly stakeholder participation programmes).

The Company together with the Central PIU shall collect evidence of donor's visibility, such as media coverage, official notices and press releases, reports and publications materials, as appropriate and provide either within the Quarterly/Semi-annual Progress Report or the Final Project Completion Report.

ANNEX 1: LIST OF ON-GOING PROJECTS

Projects	OpID	EBRD Loan, <i>USD mm</i>	Signing Date	Progress
Muruntau Substation	50117	48.7	8 October 2018	Loan: effective, disbursing and repaying. EPC contract awarded. The project is under construction.
Navoi Transmission Upgrade	50691	58.4	20 November 2019	Loan: effective, disbursing and repaying. EPC contract awarded. The project is under construction.
Sarimay-Djankeldy Transmission	52874	47.1	6 October 2022	Loan: effective and disbursing. EPC contract was awarded in May 2024.
Total		154.2		