

TERMS OF REFERENCE

DECEMBER 9, 2024

For:

LEGAL SERVICES

RFP_23_006_02



A Social Impact Enterprise
Live Love Lebanon, NGO

TERMS OF REFERENCE

Procurement department

LEBANON | BEIRUT | BACHOURA | NASSIF YAZIGI ST. | BEIRUT DIGITAL DISTRICT 1079 | 2nd FLOOR

TENDER No:	RFP_23_006_02
TENDER TITLE:	Legal Services
TENDER DATE:	Monday, December 9, 2024

SYNOPSIS OF THE RFP	
RFP No.	RFP_23_006_02
Issue Date	Monday, December 9, 2024
Title	Legal Services
Issuing Office & Email/Physical Address for Submission of Proposals	LIVE LOVE LEBANON Office: Lebanon Beirut Bachoura Nassif Yazigi St. Beirut Digital District 1079 2nd Floor we@livelovebeirut.com
Deadline for Receipt of Questions	Monday, December 16, 2024, at 4:00 PM Beirut time
Deadline for Receipt of Proposals	Monday, December 23, 2024, at 4:00 PM Beirut time
Point of Contact for Receipt of Questions	procurement@livelovebeirut.com
Anticipated Award Type	Firm Fixed Price Purchase Order Issuance of this RFP in no way obligates LLL to award a subcontract or purchase order and offerors will not be reimbursed for any costs associated with the preparation of their bid.
Basis for Award	An award will be made based on the Trade-Off Method. The award will be issued to the responsible and reasonable Offeror who provides the best value to LLL and its client using a combination of technical and cost/price factors.



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I. INTRODUCTION AND PURPOSE

1. Purpose

LIVE LOVE LEBANON, the implementer of the RDPP-funded "DECENT & SUSTAINABLE LIVELIHOODS IN THE CIRCULAR ECONOMY" Project invites qualified offerors to submit "**Legal Services**" proposals.

2. Issuing Office

The Issuing Office and Contact Person noted in the above synopsis is the sole point of contact at LLL for purposes of this RFP. Any prospective offeror who fails to register their interest with this office assumes complete responsibility if they do not receive direct communications (amendments, answers to questions, etc.) before the closing date.

3. Type of Award Anticipated

LLL anticipates awarding a Firm Fixed Price Purchase Order. This subcontract type is subject to change during negotiations.

A Firm Fixed Price Purchase Order is An award for a total firm fixed price, for the provision of specific services, goods, or deliverables and is not adjusted if the actual costs are higher or lower than the fixed price amount. Offerors must include all direct and indirect costs in their total proposed price.

II. GENERAL INSTRUCTIONS TO OFFERORS

1. General Instructions

"Offeror", "Subcontractor", and/or "Bidder" means a firm proposing the work under this RFP. "Offer" and/or "Proposal" means the package of documents the firm submits to propose the work.

Offerors wishing to respond to this RFP must submit proposals in English per the following instructions. Offerors are required to review all instructions and specifications contained in this RFP. Failure to do so will be at the Offeror's risk. If the solicitation is amended, all terms and conditions not modified in the amendment shall remain unchanged.

Issuance of this RFP in no way obligates LLL to award a subcontract or purchase order. Offerors will not be reimbursed for any costs associated with the preparation or submission of their proposal. LLL shall in no case be responsible or liable for these costs.

Proposals are due no later than **Monday, December 23, 2024, at 4:00 PM Beirut time**, to be submitted in PDF file to procurement@livelovebeirut.com

The RFP number and title of the activity shall be stated in the email's subject line. Offerors must submit the cost and technical proposals in one email with two separate folders/PDF files (one technical proposal: VOLUME I and another financial proposal: VOLUME II).

Offerors who fail to submit two separate PDF files (one for technical and another for financial records) will be disqualified.

Late offers will be rejected except under extraordinary circumstances at LLL's discretion.

The submission to LLL of a proposal in response to this RFP will constitute an offer and indicate the Offeror's agreement to the terms and conditions in this RFP and any Annexes hereto. LLL reserves the right not to evaluate a nonresponsive or incomplete proposal.



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2. Questions regarding the RFP

Each Offeror is responsible for reading and complying with the terms and conditions of this RFP. Requests for clarification or additional information must be submitted in writing via email or in writing to the Issuing Office as specified in the synopsis above. No questions will be answered by phone. Any verbal information received from an LLL or RDPP employee or other entity shall not be considered an official response to any question regarding this RFP.

Copies of questions and responses will be distributed in writing to all prospective bidders who are on record as having received this RFP after the submission date specified in the synopsis above.

III. INSTRUCTIONS FOR THE PREPARATION OF TECHNICAL PROPOSALS

Technical proposals shall be in a separate PDF file from cost/price proposals and labelled as "VOLUME I: TECHNICAL PROPOSAL".

Technical proposals shall include the following contents:

1. Technical approach:
 - The proposal must show how the Offeror plans to complete the work and describe an approach, methodology, timeline, and solutions demonstrating timely and acceptable work performance.
2. Management approach and personnel qualifications:
 - Description of the Offeror's project management staff assigned to the project. Offerors must have a team of graphic designers, communications strategists, marketing specialists, animators, content creators, account managers, etc., with at least 5 years of experience.

CVs must be provided.

3. Corporate capabilities and past performance:
 - Must be registered in Lebanon with a minimum of five years of experience in legal court.
 - Prior experience working with or coordinating with international humanitarian organisations and governmental authorities.
 - At least 10 years of relevant experience in providing legal services, with a minimum of five years in contract and Lebanese labour law.
 - Law degree with proven working experience in commercial, contract, and labor law.
 - Familiarity with international law organisations.

1. Services Specified

For this RFP, LLL requires the services described in **Section IX "SCOPE OF WORK"**.

2. Technical Evaluation Criteria

Each proposal will be evaluated and scored against the evaluation criteria and evaluation sub-criteria. Cost/Price proposals are not assigned points, but for overall evaluation purposes of this RFP, technical evaluation factors other than cost/price, when combined, are considered "more important than cost/price factors".



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IV. INSTRUCTIONS FOR THE PREPARATION OF COST/PRICE PROPOSALS

1. Cost/Price Proposals

Cost/Price proposals shall be submitted in a separate folder from technical proposals and labelled as "VOLUME II: COST/PRICE PROPOSAL".

Provided in ANNEX IV is a template for the Price Schedule for firm-fixed-price awards. Offerors shall complete the template, including as much detailed information as possible.

It is important to note that Value Added Tax (VAT) shall be included on a separate line.

The Subcontractor is responsible for all applicable taxes and fees, as prescribed under the applicable laws for income, compensation, permits, licenses, and other taxes and fees due as required.

V. BASIS OF AWARD

1. Trade Off Method

LLL will review all proposals, make an award based on the technical and cost evaluation criteria stated above and select the Offeror whose proposal provides the best value to LLL. LLL may also exclude an offer from consideration if it determines that an Offeror is "not responsible", i.e., it does not have the management and financial capabilities required to perform the required work.

Evaluation points will not be awarded for cost. The cost will primarily be evaluated for realism and reasonableness. LLL may award to a higher-priced offeror if a determination is made that the higher technical evaluation of that Offeror merits the additional cost/price. Technical and cost factors will trade-off to determine the best value.

LLL may award to an Offeror without discussions. Therefore, the initial offer **must contain the Offeror's best price and technical terms.**

2. Responsibility Determination

LLL will not enter into any agreement with an Offeror prior to ensuring the Offeror's responsibility. When assessing an Offeror's responsibility, the following factors are taken into consideration:

- a) Provide evidence of the required business licenses to operate in the host country. MOF registration, legal registration papers.
- b) Having adequate financial resources to finance and perform the work or deliver goods or the ability to obtain financial resources without receiving advance funds from LLL.
- c) Ability to comply with required or proposed delivery or performance schedules.
- d) Have a satisfactory past performance record.
- e) Have a satisfactory record of integrity and business ethics.
- f) Have the necessary organisation, experience, accounting and operational controls and technical skills.
- g) Be qualified and eligible to perform work under applicable laws and regulations.
- h) Technical proposal covering the work methodology used throughout the project phases.
- i) The Subcontractor may be asked to provide additional information about the Company and key personnel for LLL to vet the Company properly.



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VI. ANTICIPATED POST-AWARD DELIVERABLES

Upon award of a subcontract, the deliverables and deadlines detailed in **Section IX "SCOPE OF WORK"** will be submitted to LLL. The Offeror should detail proposed costs per deliverable in the Price Schedule. All the deliverables must be submitted to and approved by LLL before payment will be processed.

VII. INSPECTION & ACCEPTANCE

The designated LLL **Projects Coordinator** and **Project Manager** will inspect from time to time the services being performed to determine whether the activities are being performed satisfactorily, and that all equipment/services or supplies are of acceptable quality and standards. The Subcontractor shall be responsible for any countermeasures or corrective action within the scope of this RFP, which the LLL Chief of Party may require as a result of such inspection.

VIII. ANTI-CORRUPTION POLICY

LLL conducts business under the strictest ethical standards to assure fairness in competition, reasonable prices and successful performance or delivery of quality goods and equipment.

LLL does not tolerate the following acts of corruption:

- Any requests for a bribe, kickback, facilitation payment or gratuity in payment, gift or special consideration by an LLL employee or their representatives to influence an award or approval decision.
- Any offer of a bribe, kickback, facilitation payment or gratuity in payment, gift or special consideration by an offeror or Subcontractor to influence an award or approval decision.
- Any fraud, such as misstating or withholding information to benefit the Offeror or Subcontractor.
- Any collusion or conflict of interest in which an LLL employee, consultant, or representative has a business or personal relationship with a principal or owner of the Offeror or Subcontractor that may appear to favour the Offeror or Subcontractor unfairly. Subcontractors must also avoid collusion or conflicts of interest in their procurements from vendors. Any relationship must be disclosed immediately to LLL management for review and appropriate action, including possible exclusion from award.

These acts of corruption are not tolerated and may result in serious consequences, including termination of the award and excluding the Offeror or Subcontractor from participating in future tenders.

By signing this proposal, the Offeror confirms adherence to this standard and ensures that no attempts shall be made to influence LLL staff through bribes, gratuities, facilitation payments, kickbacks, or fraud. The Offeror also acknowledges that violation of this policy may result in termination, repayment of funds disallowed by the corrupt actions and possible suspension and debarment by LLL.



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IX. SCOPE OF WORK

1. Description / Background

Lebanon is facing multi-layered challenges deriving from its longstanding structural issues, which have been exacerbated by the economic crises of the past three years. Soaring prices in the international markets, due to a worldwide inflation in recent months, have significantly impacted domestic prices as Lebanon heavily relies on imports, importing 52.8% of all goods and services in 2021 (World Bank). This reliance on imports has increased the country's debt, decreased the demand for domestically produced goods and services, and has resulted in an inability to develop its own industries. This has led to increased competition over limited resources and limited employment opportunities, fuelling already high tensions between Syrian and Lebanese host communities.

Lebanon also continues to grapple with significant solid waste management issues that originated in the 2015 garbage crisis and persist as a significant challenge nationally. These ongoing issues highlight the inadequacy of waste disposal infrastructure and the economic repercussions of mismanaged waste. As demonstrated in a report by Human Rights Watch, published in 2020, the economic burden is substantial, with Lebanon disproportionately spending \$154.5 per ton of solid waste managed, significantly higher than other countries in the region, including Jordan and Syria. Annually, this amounts to around \$420 million, creating a strain on the national economy, which is already in crisis. Moreover, improper solid waste management incurs a huge cost of \$66.5 million annually in environmental degradation. While civil society is actively contributing to addressing the waste management crisis, there continues to be a lack of accessible and convenient recycling schemes in much of the country. This underlines the urgent need for sustainable waste management services and practices.

Reducing reliance on expensive imports by sourcing local alternatives will lead to a reduction of financial pressure on the most vulnerable households and will increase availability of affordable locally produced goods and increase decent employment opportunities. The negative effects of the waste crisis in Lebanon is a visible reminder of the state's failure to provide basic services to its population. Landfills release excessive amounts of methane, a greenhouse gas linked to climate change. Existing circular economic models propose a solution to such challenges by reducing the amount of waste generated, by keeping materials within the market systems therefore minimising waste, and sustaining livelihood opportunities. Opportunities exist at the level of collection, sorting and treatment or recycling of the waste products but the lack of access and awareness among the population mean that these opportunities are missed.

BY targeting vulnerable groups with circular economy activities including income-generation and employment opportunities AND BY strengthening the capacities and skills of entities and individuals to expand the recycling value chain and establish new circular economy value chains AND BY raising awareness and advocating for behavioural change in relation to waste and prioritisation of the waste sector as a source of decent employment opportunities THEN targeted beneficiaries will have access to livelihood opportunities that will sustain beyond the project duration and contribute to Lebanon's economic recovery while having positive environmental and social consequences for the country.

The intervention logic of this project is built upon a multi-faceted approach aimed at addressing the identified development problem of limited livelihood opportunities in Lebanon.

2. Objective

The objective of the project is "ENHANCED DECENT & SUSTAINABLE LIVELIHOODS OF REFUGEES & HOST COMMUNITIES THROUGH LEVERAGING OPPORTUNITIES IN THE CIRCULAR ECONOMY IN LEBANON".

3. Responsibilities and Key Tasks

a) Social Enterprise: Company Registration & Development of Policies and Procedures

- Clarify and document the relationship of Live Love Lebanon (NGO) with the newly established social enterprise Live Love Recycle.
- Advise on the new social enterprise's legal structure and company registration process.
- Prepare and submit the necessary documents for the registration of the new entity.
- Ensure compliance with all local regulatory requirements and legal obligations to establish a social enterprise.
- Draft policies and procedures for the operation of the social enterprise, including operational, financial, and organisational aspects.
- Provide legal advice on creating transparent and enforceable internal policies to ensure sound governance and compliance.

b) Enhancing LLL Policies and Organisational Charts

- Governance Structure: Legal experts can ensure that LLL's board of directors, executive leadership, and other governance structures comply with local laws and regulations governing nonprofit organisations.
- Provide ongoing legal counsel to the NGO over 24 months, covering compliance, governance, contracts, HR, tax, advocacy, and dispute resolution. Include regular updates through newsletters, training, and compliance audits.
- Policy Review and Creation: A legal team can help draft or revise policies for the NGO, ensuring they adhere to best practices, comply with relevant legal frameworks, and are aligned with the NGO's mission and goals. This could include:
 - Operational Policies: Fundraising, human resources, procurement, and more.
 - Compliance Policies: Ensuring the NGO complies with nonprofit tax laws, reporting obligations, and other regulations.
 - Risk Management Policies: Addressing liability issues, insurance, and legal protection for the organisation.
 - Employee and Volunteer and Ambassadors Contracts: Legal professionals can help draft contracts that define the rights and responsibilities of employees and volunteers in line with local labour laws.

c) Franchise Model Development & Franchising Relationship Legal Framework

- Advise on the legal framework for franchising, including regulatory requirements specific to waste management and social enterprises.
- Support developing the franchising model by preparing comprehensive legal documents, including franchise disclosure documents, franchise agreements, and operational manuals.
- Ensure that the franchise agreements protect the interests of both LLR and potential franchisees, addressing liability, intellectual property, dispute resolution, and other critical areas.
- Define the legal relationships between the social enterprise, and the franchisees, ensuring transparency, clear roles, and responsibilities.
- Draft clear and concise legal agreements that govern the franchise relationship, considering commercial interests and social objectives.

d) Ongoing Legal Support for Live Love Recycle

- As necessary, provide ongoing legal counsel during the initial stages and the 24 months of the enterprise's operations and franchise roll-out.
- Assist with any modifications or updates to legal documents or policies as the social enterprise expands and franchises are established.



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4. Deliverables

- a) Company Registration Documentation: Complete registration documents for the new social enterprise.
- b) Legal Policies and Procedures: A comprehensive set of legal and operational procedures.
- c) Franchise Agreement Drafts: Fully drafted and legally compliant franchise agreements.
- d) Legal Opinion on Franchise Model: A report on the legal considerations for the franchising model, including risk assessment and mitigation strategies.
- e) Franchise Legal Framework: A clear legal framework for the relationships between LLR, the social enterprise, and the franchisees.

To enhance the policies and organisational charts of an NGO, as well as to create a franchise model and guidelines for a new project, you would typically need legal services that specialise in nonprofit law, franchising, and governance.

5. Period of performance

The service framework agreement will be for 24 Months.