Terms of Reference for Legal Services

This document serves to provide the context and purpose of the required legal advice for Catalytic Finance Foundation, as well as the estimated scope of work.

1. Catalytic Finance Foundation

Catalytic Finance Foundation (Catalytic) is a Geneva-based foundation governed by Swiss laws. Its activities can be categorised into two: 1). Providing technical assistance in the form of advisory to infrastructure projects aiming at positive climate impacts and other sustainable development goals, 2) Curating blended-finance solutions and investment vehicles aiming at scaling up and speeding up the deployment of capital to sustainable infrastructure mostly in developing countries. In carrying out its activities, Catalytic often engages with external service providers, ranging from consultancy firms, engineering firms, etc., to conduct research, feasibility assessments and environmental and social impact assessments. These service providers often have their legal seat in other countries other than Switzerland. In addition, Catalytic often signs legal agreement with owner and developers of infrastructure projects regarding investment right for its partner investment funds as a condition of providing technical assistance for free.

2. Context of the Legal Services

It is within the above-mentioned legal agreements, namely service contracts and other legal agreements such as above-mentioned agreement with project developers and potentially non-disclosure agreement (NDA) that we may seek legal advice from time to time.

3. Scope of Work

The lawyer is expected to provide advice to the following at an ad-hoc basis:

- Update current templates of legal agreements when needed
- Review amendments requested by counterparties to our templates of legal agreements and advise appropriate actions to protect Catalytic’s interest
- Review templates of legal agreements provided by counterparties and advise appropriate actions to protect Catalytic’s interest

4. Deliverables

Legal advice in written and oral form. This may include communication via emails and phone calls with staff of Catalytic, and with counterparties if deemed necessary by Catalytic.

5. Indicative Timeline

Work is expected to commence immediately after authorised Catalytic staff contacts the lawyer with a request of advice. Advice is expected within five working days for the first round of a particular case, and within one business day for small follow-ups, and shorter in case of urgency. As Catalytic works with partners around the globe, flexibility of working hours may be required in case of need.
6. **Form of Proposal & Requirements**

Please prepare a brief proposal for the performance of this work, including the scope of work, project team and qualifications, and estimated costs.

1) **Scope of Work**: The scope of work should include a description of the specific activities that will be performed in order to accomplish the required tasks identified in Section 3.

2) **Project team and qualifications**: This should include the name of the principal staff members, including partner, senior consultant, counsel, senior associate, associate, junior associate, paralegal, etc., and any sub-contractors if any. A brief description of their role, qualification, and relevant experience similar to this assignment is also required. If a retainer model is proposed, please explain the type and how it should function.

3) **Estimated costs**: Hourly rate in US Dollars or Swiss Francs must be provided for the required scope of work. An indication of the number of hours required to perform the tasks per page of legal document would be desirable in the proposal. Please note that Catalytic is exempt from VAT. Your proposal should therefore not include VAT.

   If a retainer model is

4) **Conflicts of interest**: As part of the proposal, the Consultant shall also confirm that they do not have a conflict of interest and that they are in a position to provide an adequate, accurate and objective review.

7. **Submission**

Please submit your proposal before 22 March 2024 by sending it to secretariat@catalyticfinance.org