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Tender Specifications

*Contract Management Consultancy – Sofia International
airport modernisation programme*

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1 OBJECT

1.1 INTRODUCTION

SOF Connect is seeking the services of a senior and experienced contracts manager and legal advisor for its key construction projects.

This document describes the consultancy services (the “Services”) under tender by Sofia International Airport to assist SOF Connect in the modernization programme of Sofia International Airport in 2022 and 2023.

The services start from the PRE-TENDER/PRE-CONTRACT stage, prior to design activities, to the completion of the works and transfer into operations (including defect liability period).

The Contract Manager (the “CM”) will have the responsibility for the preparation and contract management of the Terminal 2 upgrade and associated sub projects.

1.2 CONSULTANCY SERVICES FOR SENIOR COMMERCIAL AND CONTRACTS ADVISER - AVIATION CONSTRUCTION

1.2.1 Overview

The role of this non-permanent position includes contract management and administration of potential works and specialist equipment contracts from the initial pre- tender phase to the settlement of final accounts. This generally includes oversight and implementation of the contract management process, as well as the development of specific standards for tender preparation, review and evaluation, contract negotiation and document management

1.2.2 Interactions

The contract manager’s role in the contract development process requires close collaboration with various functions, including project management, procurement, legal, airport technical department, airport operations, account management and finance departments.

The main contact on behalf of SOF Connect for the contract manager will be the Technical Director. The decision-making powers remain reserved for SOF Connect management.

1.3 SCOPE OF SERVICES

- Preparation of all contract documents for Passenger Terminal Buildings Works and special airport systems at Sofia International Airport (international procurement contracts), with technical specifications prepared by specialists.
- Responding to contractual and commercial questions during the tender period.
- Advising on requests submitted during the tender period.
- Assistance with the negotiation, procurement, dispute resolution and pre-emptive support.
- Assistance and advice to the Client in respect of liability and insurance requirements
- Monitoring of the Project Management Company performance (review of project reports on performance and potential claims, financial liability and Claims, Extension of Time submissions and Contractor Substantiation).
- Weighted average evaluation of tenders and negotiation with contractors to ensure best value. Preparation of Post Tender report with recommendations.
- Construction claims preparation, evaluation, and resolution. (quantum and extension of time)
- Implementation of Contract Management and Contract Administration Systems.
- Preparation of monthly reports to advise on potential budget and time risks and potential resolution to ensure minimum disruption to the airport operation.
- Review of financial and time implications of potential variations.
- FIDIC Rainbow suite of contract (all forms including, Green Book, Red Book, Silver Book, Yellow Book, White Book)
- Insurance Claims Preparation, evaluation and Submission (CAR; Property; Liability)
- QS Services (Aviation; Infrastructure, Commercial, .)
- Review of interim valuations and payment schedules

1.3.1 Detailed tasks and services

- Provide guidance and support on all project related commercial issues.
- Review project monthly reports of PMC to ensure they are accurate and delivered on time.
- Review recommendations by PMC for payment applications and certification ensure they are submitted and obtained in accordance with the specific applicable contract terms.
- Preparation of Subcontracts, negotiation and agreement on terms.
- Provide contractual and commercial advice to the project management team on all contractual and commercial issues.
- Carry out tender reviews to identify risks and onerous conditions.
- Provide support relating to the contract administration of major project issues.
- Take the lead in the review and evaluation of claims.
- Take the commercial lead in the negotiations and dealings with the Employer and his representatives on commercial issues VO's/claims etc.

- Any other reasonable duties as required.

1.4 OVERSIGHT OF PRIME CONTRACTOR AND OTHER CONSULTANTS, INCLUDING PROJECT MANAGEMENT COMPANY

- Support the Project Management team to ensure their accountability and activities are performed in an effective manner
- Support and work collaboratively with the Client's legal team to integrate and streamline Change and Claims Management.
- Support knowledge transfer through the project.
- Facilitate communication both internally and externally to build and nurture a non-adversarial and mutually beneficial working relationship.

1.4.1 Change Management

- Minimise exposure to changes by applying correct contractual provisions.
- Negotiate timely agreement of changes to minimise conflict, delay to the project and effect on airport efficiency.
- Ensure relevant internal procedures are adhered to.
- Ensure appropriate approvals are obtained to satisfy Delegation of Authority levels and that these are incorporated in the tender documents.
- Independently analyse and negotiate changes with Contractor and internal subject matter experts.
- Maintain appropriate Contractor relationships and mitigate potential disputes

1.4.2 Commercial Risk Management for projects related contracts

- Ensure cost, time and risk issues are being commercially controlled and reported.
- Ensure SOF Connect commercial interests are protected and are paramount by minimising the potential for conflict and proactively managing Contractor's submissions.
- Ensure mechanisms are in place to minimise the risk of claims and disputes being pursued by Contractor.
- Ensuring that a robust dispute escalation process is in place to minimise potential impact on program, costs and airport efficiency whilst ensuring airport management are aware of potential time and cost impact .
- Liaise with claims technical subject matter experts on contentious issues.

1.4.3 Deliverables

- Pre-tender stage: Contract Documents for main works, BHS replacement, Screening Equipment and Car Parks
- Time frame: 1 month from appointment

1.4.4 Pre-tender.

Prior to undertaking the pre-tender works a meeting will be convened in Sofia to agree the appropriate type of contract (FIDIC, bespoke or specialist), the requirements of the airport in respect of timing (access and completion), liability and insurances, nomination or sub-contract preferences, law, language, dispute resolution, performance and advance payment bonds etc.

It may be preferable to tender and award the specialist works, i.e. BHS prior to the Main Contract but for operational, logistical, interface management and liability reasons the client may require a Main Contractor with overall control to be appointed who will be undertaking the building and civil works with the specialist contracts (i.e. BHS) who would be subsequently appointed as a Nominated Contractor.

If required, a set of contract and tender documents (excluding the technical specification which will be provided by others) will be prepared for submission to bidders. Attendance at tender presentation and site meetings with the Airport Representatives and Contractors as necessary

All services in full support of the interface management and construction management plan.

1.4.5 Tender negotiation

Prior to submission of tenders to potential bidders a detailed bid evaluation criteria will be agreed with the airport management (and included within the bid) based on both technical submission and financial/commercial documents. This will enable consideration prior to tender submission, of best value compared to lowest bid in accordance with the airports' priorities.

In supporting the procurement department, contract tender questions will be addressed and, if required tender evaluation (financial and commercial) contract preparation and award including letters of award, contract documents, review of bonds, insurances etc will be prepared.

Attending on site and virtual meetings as required

1.4.6 Post Award Contract Management

Following award of the contract to the successful bidder, as a part of the construction management team, undertake the management of the contract including variations, interim payments, review of variations and potential changes to scope of works, final account agreement and settlement, review and evaluation of contractual claims with recommendation, dispute management and resolution. Ongoing review of bonds and insurances. Preparation of monthly financial reports.

Attending on site and virtual meetings as required.

1.5. KNOWLEDGE TRANSFER

In the course of the performance of his tasks the contract manager would freely share with SOF Connect internal experts specific contract management knowledge and experience to support the development of in-house knowledge.

2 FEE PROPOSAL:

All submissions will be in English and ~~Bulgarian~~.

It is proposed that the fee is prepared in three stages

- Pre-tender
- Tender negotiation and procurement support
- Post Award Contract Management

2.1 PRE-TENDER

The pre-tender support would be a day rate including a meeting at Sofia Airport to collect all the information and preparation of a draft contract agreement for submission and discussion with airport management including the preparation of tender documents for submission to bidders.

If required, after an initial visit to the airport to collect the information, this may be converted to a firm fee.

2.2 TENDER NEGOTIATION

Tender negotiation would be a fixed fee based on an anticipated number of days with the days being reduced or increased in accordance with both the time scales of the project, number of contracts to be delivered and the complexity.

2.3 POST CONTRACT AWARD MANAGEMENT

It is suggested that this is calculated on a fixed number of days per month for the duration of the Project with an allowance for final account settlement.

2.4 EXCLUSIONS

Claims management and agreement of variations would be included in the fee but fees incurred in respect of any proposed or actual litigation/arbitration/ADR are specifically excluded and would be agreed on a case-by-case fee.

Costs of travel to Sofia, accommodation and Bulgarian taxes, which will be agreed prior to incurring costs and will be reimbursed based on substantiation.

3 REQUIRED QUALIFICATIONS

3.1 MINIMUM QUALIFICATIONS

- Master of Laws - Construction law or equivalent.
- Masters's degree in Quantity Surveying, Engineering, Construction Management or similar, Membership of Royal Institution of Chartered Surveyors or equivalent
- Further extended studies in Claims and Dispute resolution areas of expertise.
- Qualification in mediation and ADR (Alternative Dispute Resolution)
- Arbitration - Membership of Chartered Institute of Arbitrators or equivalent
- Experience in international Arbitration.
- Fluent in written and spoken English

3.2 PERSONAL SKILLS

- Strong technical understanding of aviation industry and large construction projects (aviation construction)
- Good working knowledge of the fundamental legal provisions of commercial contracts.
- Effective contract management skills including contractual and schedule analysis.
- Familiar with HSE and aviation security procedures relating to airport work being carried out under their supervision and ensure that the workplace is maintained in a safe condition by PMC / Contractors.
- Strong communication skills (both written and oral), with ability to communicate all aspects of issues impacting on effective contract management at both site and board level
- Extensive international experience in complex Claims and Dispute management, representation, and resolution.
- Ability to work as part of and lead teams of functional experts.
- Commercial impact and awareness.

3.3 AVIATION DOMAIN EXPERIENCE

- Minimum of 20 years of relevant experience in international civil/military aviation construction or heavily regulated national security assets such as nuclear energy construction programmes
- Minimum of 15 years in aviation construction, for facilities that require and include special airport systems and their interfaces (control towers, boarding bridges, baggage handling systems, screening equipment, aircraft stand equipment etc)

- Experience in “live” airport projects and the requirement to maintain operational efficiency.
- Minimum of 15 years in international construction projects with multi-cultural context and interfaces
- Minimum of 15 years in major construction projects and claims with global corporations with French shareholders / partners / clients

3.4 CONTRACTS EXPERIENCE

- Previous experience of handling contract administration of major projects of over EUR 300 million each
- Must have the ability to read, draft and interpret contract terms, conditions and specifications, knowledge of quality control and assurance functions, methods of progress measurements and verification, together with variation management and the final account process
- Experience in defending Client in international arbitrations and claims disputes (Employer / Project Manager / Contractor)

3.5 DESIRABLE EXPERIENCE

- Demonstrable knowledge and judgment of contractual and commercial risks/issues in transactions.
- Contract and commercial drafting and assessment experience, including a level of client (internal /external) engagement.
- Outsourcing/supplier management experience.
- Ability to provide guidance/interpretation on existing contract provisions.
- Ability to work remotely and within a team, build relationships with other business functions (legal, finance, compliance etc).
- Excellent written and verbal communication skills in English.
- Ability to work with French company's shareholder
- Ensuring projects are delivered on time, on budget and within scope.
- Risk review management and mitigation.
- Reviewing resource scheduling, activity planning and sequencing.

4 CONSULTANT SELECTION

4.1 SELECTION PROCESS

The candidate shall send its proposal to SOF Connect. Interviews with the pre- selected Candidates will take place shortly after.

4.1.1 Conditions

- The Consultant will be subject to exclusivity and non-disclosure commitments.
- All documents and deliverables produced by the Consultant will be delivered in English language (or also in Bulgarian if deemed appropriate and acceptable by Employer)
- All documents and deliverables shall be provided as editable electronic documents (.docx, .xlsx, .pptx, AutoCAD...);
- The sources and references used by the Consultant (including the CV's of the personnel he intends to use in the assignment) shall be specified and verifiable.
- The Consultant and its staff shall be able to accommodate any meeting and effectively communicate in English.
- The Agreement between the Employer and the CM Consultant will integrate a suspension clause to deal with the possible volatility of the project process.

4.2 TIME FRAME

Proposal submission from the CM Consultant: **June/July 2022**

Awarding of the Contract Manager mission: **July 2022**

Start of the works: TBA