



MEPA Trust
Antigua and Barbuda
DRAFT OPERATIONAL MANUAL 2015 - 2018

For review and adoption by the Board

Adopted from the St. Lucia Model;
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Approved by the MEPA Trust Board at its Third Meeting in2016.

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1. Background and Introduction

This Operational Manual (the “**Operational Manual**”) establishes the guidelines and procedures for the administrative and financial operations of the Antigua and Barbuda Ecosystem Protected Areas Trust Inc. (the “**MEPA TRUST**”), a non-profit company established and existing under the laws of Antigua and Barbuda and registered under company number [●]. This Operational Manual is to be used by the Directors, Officers, members of the Secretariat and any other employees of the MEPA Trust, as well as any other persons or entities engaged by the MEPA Trust to ensure the effective operation and the achievement of the stated objectives of the Trust.

1.1 Purpose and Objectives (insert from by –laws here)

1.2 Priorities

The MEPA Trust funds may only be used to support priorities as outlined within the By-Laws and by decisions of the Board.

1.3 Scope

Grants from the MEPA Trust can be used to support a wide range of both marine and terrestrial conservation related activities as outlined within the NBSAP of Antigua and Barbuda. The NBSAP includes the following: marine protection area management and strengthening, habitat and species management, environmental education and awareness linked to protected area management, local community engagement directly linked to marine (or terrestrial) protection, environmental education and awareness, implementation of laws and regulations for ecosystem and biodiversity conservation, and capacity building and management planning linked to the conservation of marine/terrestrial environment. The Board will decide on the percentage of grants for the systems of protected areas and an ecosystems approach to Adaptation to Climate Change.

1.4 Defined Terms and Acronyms

Capitalized terms and acronyms used in this Operational Manual have the meanings provided to them in Schedule 1 (*Definitions and Acronyms*).

2. Governing and Organizational Structure

2.1 MEPA Board of Directors

The Directors manage the business of the MEPA Trust and exercise all powers of the MEPA Trust in accordance with, and subject to, any restrictions imposed by the Articles of Incorporation, the Board or any legally binding agreement entered on behalf of the Trust and any applicable law or regulation.

2.2 Officers of the Trust

The Officers of the MEPA Trust consist of the Chair, the Vice Chair, the Secretary, the Treasurer, a Program Officer and an Administrative Officer. Other officers may be appointed as deemed appropriate by the MEPA Trust Board and in accordance with the by-laws. Among the officers, only the program officer and administrative assistant occupy a paid position. Other paid positions (such as secretary, monitoring and evaluations specialist, and finance specialist positions) will be a result of external recruitment, if deemed necessary, and as sufficient funding becomes available.

2.3 The Chair:

- (a) Is selected by the MEPA Trust Board from the Directors in accordance with the by-laws;
- (b) Has the duties set forth herein and in the by-laws, and such other duties as the MEPA Trust Board may from time to time prescribe in accordance, with the by-laws;
- (c) Is responsible for the general, active and day-to-day management of the affairs of the MEPA Trust and is subject to supervision and control by the MEPA Trust Board;
- (d) Ensures that the instructions of the MEPA Trust Board are carried out and that the MEPA Trust Board receives the necessary operational support to meet the objectives and transact the business of the MEPA Trust.

The Chair's responsibilities include:

- (i) Reporting to the MEPA Trust Board on the activities of the MEPA Trust;
- (ii) Promptly, regularly and fully informing the MEPA Trust Board of the current affairs, activities and finances of the MEPA Trust;
- (iii) Obtaining the MEPA Trust Board's advice and approval in all cases where required by the by-laws, this Operational Manual or any other MEPA Trust Project Document;
- (iv) Convening meetings of the MEPA Trust Board in accordance with the terms of the by-laws (including at the request of any two or more Directors);
- (v) Participating in meetings of the MEPA Trust Board from time to time as requested by the MEPA Board or as required in the by-laws, presiding

at all meetings of the Trust Board at which the Chair is present, and ensuring that appropriate staff are available to assist at meetings of the Trust Board;

- (vi) Verifying that any Director's proxy appointment is consistent with section [7.5 (*Proxies*)] of the by-laws;
- (vii) Ensuring that minutes are taken at all Board meetings;
- (viii) Preparing (or causing to be prepared) and circulating any Directors' resolutions for adoption by the Directors in lieu of a meeting in accordance with section [7.7 (*Resolution in lieu of meeting*)] of the by-laws.
- (ix) Preparing (or causing to be prepared and approving) the following reports and documents:
 - (A) Quarterly Spending Reports, Preliminary Annual Spending Reports and Annual Spending Reports;
 - (B) Annual CBF Funding Requests;
 - (C) Annual Budget;
 - (D) [Requests for Grant Proposals];
 - (E) [*Other?*];
- (x) Preparing and maintaining financial records and accounts, either directly or by supervising other officers and staff who may be charged with that responsibility; and
- (xi) Ensuring that all other tasks assigned by the Board are performed and instructions of the Board are carried out in order for the Board to achieve its objectives.

2.4 Vice-Chair

- (a) The Vice-Chair is selected by the MEPA TRUST Board of Directors.

The Vice-Chair's responsibilities include:

- (i) The Vice-Chair has all the powers and must perform all the duties of the Chair in the absence, disability or refusal to act of the Chair.

2.5 Secretary/Treasurer

- (a) The Secretary/Treasurer is selected by the Board from among the Directors and in accordance with the by-laws.

The Secretary/Treasurer's responsibilities include:

- (i) Overseeing the MEPA TRUST's financial activities, including but not limited to: collecting, receiving and maintaining custody over the funds, securities and investments of the MEPA TRUST, subject to the order of the MEPA TRUST Board;

- (ii) Care and custody of all funds and securities of the MEPA TRUST and shall deposit all funds and securities of the MEPA TRUST with depository banks or Trust companies approved by the MEPA TRUST Board;
- (iii) Making account books of the MEPA TRUST available for the inspection of the MEPA TRUST Board, the Chair and the Vice-Chair at all times upon their request and shall submit reports to the MEPA TRUST Board upon request;
- (iv) Taking responsibility of the minute books of the MEPA TRUST and the documents and registers referred to in section? Of the Act;
- (v) Acting as secretary of all meetings of the Board, any committee of the Board and any other meeting involving or concerning the affairs of the Trust;
- (vi) Circulating notices of meetings to/and on behalf of the Directors.

2.6 Program Officer

- (a) The Program Officer is appointed by the Board and may be a Director or any other individual, corporation or firm as selected by the Board.
- (b) The Program Officer may employ and discharge agents and employees of the Trust subject to budgetary and other restrictions in the by-laws and to the approval of the Board.

The Program Officer's responsibilities include:

- (i) Ensuring that the roles and duties of the Secretariat as set forth below are completed;
- (ii) Ensuring that all required documents are filed with all appropriate filing authorities;
- (iii) Preparing or causing to be prepared and signing contracts, leases, tax returns, grant agreements, applications for permits and registrations, and all other documents and agreements on behalf of the Trust, subject to any required approvals of the Board;
- (iv) Coordinating the review, negotiation and execution of Grant Applications and Grant Agreements;
- (v) Liaising with governmental organizations, local communities and stakeholders, NGOs, business, donors and the media on behalf of and as a representative of the Trust;
- (vi) Working with relevant country, local and community government representatives, and any relevant consultants, to develop the CBF Matching Mechanism(s). This includes preparing plans, strategies and reports for consideration by the Board, supporting the eventual establishment of the CBF Matching Mechanism(s);
- (vii) Preparing or causing to be prepared plans, strategies, budgets and RFPs, including long-term strategic plans, annual operating plans, internal operational manuals and policies, and annual budgets, for the consideration and approval by the Board.

2.7 Secretariat

- (a) A Secretariat will be established and shall initially be the Environment Division / Contracted to an NGO (as with the GEF). The Arrangements will have to be further detailed and approved by the Board and the Department.
- (b) The Secretariat Office will be partially funded by the Government and the arrangements and site selected will be determined by Environment Department and the Board.

The Secretariat's responsibilities will include:

- (i) Providing general administrative support to the Trust, the Board, the Chair, the Vice-Chair and the Program Officer;
- (ii) Preparing the Annual CBF Funding Requests for approval by the MEPA TRUST Board and submission to the CBF Secretariat no later than ninety (90) days prior to the beginning of the Trust's subsequent fiscal year and at all times in compliance with the Partnership Agreement;
- (iii) Preparing the Quarterly Spending Reports, Preliminary Annual Spending Reports and Annual Spending Reports for approval by the Trust Board and submission to the CBF Secretariat;
- (iv) Preparing requests for grant proposals;
- (v) Coordinating the competitive grant proposal selection process;
- (vi) Coordinating annual audits of the Trust;
- (vii) Facilitating meetings of the Trust Board and General Meetings of the Members;
- (viii) General coordination and communication of activities with the CBF Secretariat;
- (ix) Developing and managing the Trust's promotional activities, communication and community outreach strategies (press releases, web presence, etc.);
- (x) Developing, establishing, administering and managing the CBF Matching Mechanism; and
- (xi) Other roles and functions of the Program Officer/Secretariat to be discussed.

2.8 Other Employees

- (a) From time to time the Board, upon the advice of the Program Officer, may hire additional personnel, subject to budgetary restrictions and such other restrictions as may be set forth in the by-laws.
- (b) The Board will develop employment policies to support (a) above.

3. Meetings

3.1 Meetings of the Board

- (a) Written notice of a meeting of the Board must be sent to the Directors in advance of the meeting in accordance with the procedures set forth in section [7.3 (Notice)] of the by-laws.
- (b) Meetings shall be presided by the Chair or Vice-Chair and seconded by the Program Officer or Secretary/Treasurer.
- (c) The Secretary/Treasurer must record and keep (or cause to be recorded and kept) accurate and complete minutes of all meetings of the Board, which must include:
 - (i) The appointments of any Officers made by the Directors at such meeting;
 - (ii) A record of the proceedings of such meeting;
 - (iii) The names of the Directors present at the meeting;
 - (iv) The decisions taken at the meeting;
 - (v) Where appropriate, the reasons for decisions; and
 - (vi) A copy of all decisions taken by written resolution (in lieu of meeting) since the previous meeting.

4. MEPA Trust Funding Eligibility

4.1 Eligible Applicants

Proposals for MEPA Trust funding may be received from the following entities:

- (a) Ministries of the Government of Antigua and Barbuda responsible for marine and/or terrestrial protected areas regulation and environmental regulation;
- (b) Local universities and colleges (including any departments and faculties thereof);
- (c) Local or regional (Caribbean) non-governmental organizations established and existing in Antigua and Barbuda for no less than five (5) years. These NGO's must have an established track record of delivery in Antigua and Barbuda and a complementary source of funds (as MEPA Trust grant funding cannot be the only source of funding for an activity);
- (d) Private corporations or other companies from relevant industries involved in marine and/or terrestrial ecosystem and biodiversity clean-up, protection, conservation and/or monitoring services; and
- (e) Local community associations and other communities bodies having a direct impact on, or whose activities directly relate to, marine or terrestrial biodiversity and ecosystem resources.

4.2 Eligible Sites

- (a) Only NPAs that support "biodiversity (marine or terrestrial) are eligible to receive MEPA Trust funding. For the purpose of the MEPA Trust, the NPAs may be identified within the National Protected areas Plan and or the NBSAP.
- (b) The NPA must be an existing or proposed national marine protected area, nature conservation area, or species/habitat conservation area under appropriate management.
- (c) Any NPA that is subject to major infrastructure or other development (whether planned, under implementation or completed) that is inconsistent with the conservation objectives of the MEPA Trust or such NPA, will be ineligible for grant funding from the MEPA Trust.

4.3 Eligible Projects

- (a) MEPA Trust funds can only be used to support top priority marine and terrestrial biodiversity and ecosystem conservation, protection, maintenance and rehabilitation activities within eligible NPAs.
- (b) Grant proposals that contribute substantially to supporting top priority marine and terrestrial biodiversity and ecosystem conservation, protection, maintenance and rehabilitation activities within eligible NPAs include one or more of the following objectives:
 - (i) Marine ecosystem and biodiversity conservation, preservation and/or regeneration related;

- (ii) Marine or terrestrial pollution reduction or monitoring;
 - (iii) Community education and outreach with respect to issues directly impacting marine and/or terrestrial conservation or pollution monitoring and reduction;
 - (iv) Community grants for the purpose of improving a marine or terrestrial conservation or pollution issue; and
 - (v) Study and/or implementation of alternative livelihoods for communities that directly deplete or pollute marine or terrestrial ecosystem and biodiversity resources.
- (c) A more detailed indicative list of eligible activities and projects for MEPA Trust funding is provided in Schedule 8 (*Indicative List of Activities and Projects Eligible for MEPA Trust Funding*).
- (d) MEPA Trust funds shall not be directly or indirectly used for:
 - (A) Operating or administrative costs of ministries, departments or agencies of the Government of Antigua and Barbuda or the government of any other country;
 - (B) Salaries for executive officers and core staff of non-governmental organizations, except for such salaries related to services performed by such persons on behalf of the MEPA Trust or such salaries related to positions established specifically for the purpose of achieving the objectives of the grant and the general purpose of the MEPA Trust;
 - (C) Activities relating to the extraction or depletion of non-renewable natural resources (including forests, trees, minerals and oil/gas);
 - (D) The purchase of land, the resettlement of people or the removal or alteration of any physical cultural property under any circumstances; or
 - (E) Any other use not consistent with the general purpose of the MEPA Trust.
 - (e) The proposed activities to be financed by any MEPA Trust funds must observe all Environmental and Social Safeguard Policies. The recipient must submit an environmental and social assessment for any project that might have a negative impact on the marine or terrestrial ecosystem.
 - (f) In addition, the MEPA Trust encourages grant proposals that demonstrate the following characteristics:
 - (i) The existence of co-financing or the ability to leverage additional funds;
 - (ii) Demonstration of coordination with other organizations to reduce duplication of efforts;

- (iii) Existence of partnerships or alliances with one or more other organizations;
- (iv) Endorsements from other recognized agencies or authorities;
- (v) Clear plans for continuation and/or replication after initial grant funding;
- (vi) Community engagement, particularly for activities related to biodiversity conservation where the community plays a central role in its success;
- (vii) Project sustainability and continuation after the grant is completed; and
- (viii) Ample technical competence in biodiversity/marine conservation as well as competence in project monitoring and evaluation to ensure proper tracking and reporting of grant activities and progress.

5. MEPA Trust Grants

5.1 Grant Decision-Making Process

- (a) The MEPA Trust's grant decision-making process, is based on the evaluation of grant requests on a competitive basis in accordance with the objectives and strategies of the MEPA Trust and the broader objectives of the National Biodiversity Protection.
- (b) The Trust Board will determine the amount of funds available for grant making purposes and will provide funding up to that amount, assuming a sufficient number of quality proposals.

5.2 Grant Duration

Grants awarded by the Trust shall have a maximum duration of two (2) years.

5.3 Grant Sizes

Grants awarded by the Trust shall be no less than \$25,000 USD and no greater than \$150,000 USD for any individual project per grant year.

5.4 Grant Applicants

- (a) Applicants for grant funding must meet the eligibility requirements set forth in clause 4.1 (*Eligible Applicants*) above.
- (b) No applicant who has previously received grant funding shall be eligible for further grant funding unless the applicant has demonstrated clear success in meeting the objectives of the prior grant awarded within the terms of the relevant grant agreement.
- (c) The Trust Board may consider to allocate amounts for projects and programs and for Government and NGOs in each funding cycle to both Government entities and NGO entities.

5.5 Requests for Grant Proposals

- (a) The Trust will publish a Request for Grant Proposals (in the form attached as Schedule [●] hereto) at a frequency that the Board sees fit.
- (b) Requests for Grant Proposals shall be published (on the officially designated MEPA Trust website) and where possible, shall be distributed to each of the donors for broader dissemination.
- (c) Grant proposals will be accepted from the date of publishing of the Request for Grant Proposals, to the date ending; three (3) months (or such longer time as the Program Director may specify in the relevant Request for Grant Proposal) after the publication date.
- (d) Each such Request for Grant Proposal shall indicate:

- (i) The deadline by which all grant proposals for MEPA Trust grant funding shall be received in order to be eligible for MEPA Trust grant funding during the next funding cycle;
- (ii) An indicative timeline of when the MEPA Trust expects to notify applicants of the final award of grant funding for the relevant funding cycle;
- (iii) The maximum funding amounts available under such Request for Grant Proposal;
- (iv) The grant funding period;
- (v) A description of eligible applicants, eligible sites and eligible projects;
- (vi) The Board may further advise on other factors to be determined for grant proposal.

5.6 Receipt of Grant Proposals

- (a) Upon receipt of a grant proposal, the Secretariat shall use its best efforts to acknowledge receipt in writing to the applicant promptly and provide an overview to the applicant of the next steps in the grant-decision making process.
- (b) To ensure a transparent process, the Secretariat shall post all grant proposals on its website.

5.7 Grant Proposal Review Process

- (a) The evaluation of grant proposals that meet the eligibility criteria set out in Section 4 (*MEPA Trust Funding Eligibility*), begins with a review of submitted grant proposals by the Secretariat, according to the *Grant Proposal Initial Review Guidelines* in which the following factors are among those to be considered:
 - (i) Strategic fit with the MEPA Trust;
 - (ii) Strength and clarity of the proposed project concept and activities;
 - (iii) Applicant qualifications (including eligibility, whether the applicant has previously received MEPA Trust grant funding and whether the applicant is a GAB or NGO entity); and
 - (iv) Project cost-effectiveness; potential for leverage or generation of sustainable funding with other sources of revenue.
- (b) In leading the review of grant proposals, the Secretariat may consult with the Chair, the Vice-Chair, the MEPA Trust Board, any committee of the Trust Board;
- (c) During the review phase, the Secretariat may ask the applicant to clarify any outstanding issues or complete any information that the Secretariat deems to be required in order to consider the grant proposal complete;

- (d) The Secretariat shall aim to complete the review process with respect to all grant proposals no later than three (3) months following receipt of each grant proposal prior to submitting its recommendation to the Board pursuant to Clause 5.8 (*Grant Proposal Voting and Selection Process*).

5.8 Grant Proposal Voting and Selection Process

- (a) Following the review process with respect to each grant Proposal received, the Secretariat submits a recommendation for presentation to the Board, including a summary of each grant proposal (including amounts requested) and recommending whether:
 - (i) Such grant proposal should be approved (with possible minor changes to the budget or activity); or
 - (ii) Such grant proposal should be rejected.
- (b) The Board shall vote on each Grant proposal after having sufficient time to review and to discuss any questions or issues with the Secretariat. The Board will also take into account the recommendations of the Secretariat within a month following the recommendations being made.
- (c) Grant proposals shall be awarded based on a simple majority vote of the Board in accordance with the by-laws provided that:
 - (i) Any grant proposal submitted by the Government of Antigua and Barbuda or any other affiliated entity of the Government of Antigua and Barbuda shall require approval of a Special Majority Vote (as defined in the by-laws) of the Trust; and
 - (ii) For the avoidance of doubt, the interested director's provisions of the by-laws shall apply to all Board decisions with respect to any grant proposal awards.
- (d) Upon Board approval of the grant proposal, the Secretariat shall prepare, negotiate and execute a Grant Agreement with the grant applicant.

5.9 Notification of Results to Applicants

Following the results of the Board vote on the submitted grant proposal, the Secretariat communicates to each applicant whether its grant proposal has been awarded or rejected. If rejected, the Secretariat shall communicate to the relevant applicant any reasons for the proposal rejection.

5.10 Execution of Grant Agreement

Upon Board approval of the grant proposal, the Secretariat prepares and executes together with the grant applicant, a Grant Agreement. This is the final version of which must be presented to the Board for approval prior to execution.

5.11 Indicative Grant Process Timeline

The timeline below is an indicative grant process timeline that shall apply from year two (2) of the Trust onwards:

<u>Action</u>	<u>Completion Date</u>
Posting of Requests for Grant Proposals	[January and June each year]
Deadline for submission of Grant proposals	[three months after calls]
Completion of Review of submitted grant proposals by Secretariat	[one month after submission]
Submission of grant proposals and recommendations to the MEPA TRUST Board	[.....]
Voting and decision of MEPA TRUST Board with respect to each grant proposal	[.....]
Communication of results to applicants	[.....]
Finalization and signing of grant agreements with each successful applicant	[.....]

5.12 Disbursement of Grants

The Secretariat makes arrangements for the disbursement of funds in accordance with the terms of the executed Grant Agreement.

6. Environmental and Social Safeguard Policies (**Need to add relevant Government Laws see AF application**)

6.1 Environmental Safeguards

- (a) The proceeds from the Trust are expected to generate significant positive environmental benefits in conserving the natural integrity and biodiversity of the National Protected Areas System. It will simultaneously provide opportunities for income generation for communities in and around the NPAs.
- (b) Expansion and/or strengthening of management effectiveness in the NPAs may be achieved through a range of activities. Including without limitation, direct investments in the sustainable use and conservation of coastal and marine resources; restoration of sensitive ecosystems such as sand dunes, mangroves, beach zones which have been degraded. It also includes environmental guidelines for tourism operations related to diving, snorkeling, non-motorized sports, as well as for small infrastructure works (such as visitor center or boardwalk).
- (c) Implementation of these activities may have adverse environmental consequences, including without limitation, damage to coral and reef systems from mismanaged activities; disturbances to bird, mammal, and fish species from poor tourism practices; and noise, dust and air pollution from small infrastructure works (such as a visitor center and boardwalk).
- (d) Adverse environmental impacts of Trust financed projects and activities are expected to be minor, localized and preventable through responsive mitigation measures. An Environmental Management Framework or Plan (the “**EMF or EMP**”) has been developed to screen for environmental impacts and specify existing and additional mitigation measures to address any potential impacts. The EMF is attached hereto as Schedule 14 (*Environmental Management Framework*).
- (e) An initial screening for potential environmental impacts associated with the proposed design, construction and use of Trust financed projects (either by way of grants or otherwise) must be undertaken using the guidelines set out in the EMF by MEPA Trust staff and/or through technical consultants, as required.
- (f) Where private entities would be responsible for specific activities financed by the MEPA Trust (e.g. refurbishment or construction of Protected Areas infrastructure such as a visitor centre or eco-tourism activities) relevant safeguards need to be specified and become part of their contractual obligations.

6.2 Social Safeguards

- (a) The proceeds of the Trust are expected to catalyze positive social outcomes. Examples are improvement of natural resource and environmental conditions, potential economic benefits to local populations from improved tourism and other economic opportunities.

- (b) There may however be some potential nonphysical (economic) displacement issues associated with possible restrictions on resource use in, and access to, core areas of Protected Areas.
- (c) Some livelihood activities may be adversely impacted in Protected Areas, including: the limiting of fishing areas through zoning, limiting catches, banning certain fishing techniques or restricting certain types of fishing.
- (d) In addition to those engaged in fishing, tour operators, vendors, resource extractors and harvesters (e.g. corals, sand, and cockles) may also be adversely affected. For terrestrial Protected Areas, livelihoods of tour operators, vendors, farmers, hunters, and resource extractors (e.g. timber, firewood, plants), among others may be adversely impacted. It should also be noted that some restrictions on livelihoods may currently exist, but are often not regularly enforced due to capacity constraints. Hence, due to the overall conservation strategy of the Trust, it may be necessary that persons or communities change some ongoing negative practices, such as limiting, restricting or prohibiting the use of certain areas or resources.
- (e) The Trust shall generally address and minimize as much as possible adverse social impacts resulting from Trust financed projects and activities by:
 - (i) Ensuring stakeholder consultations are carried out;
 - (ii) Providing guidelines to proponents to include sustainable development action plans. This will harmonize social strategy with conservation practices to offer sustainable alternatives to substitute damaging practices in accordance with international guidelines such as the **SPAD Guidelines**; and
 - (iii) Undertaking adequate and continual monitoring and evaluation in accordance with the [M&E Guidelines] to verify adoption of guidelines for sustainable development action plans.

In all cases, the MEPA Trust shall be guided by the MPLI Principles set forth in Schedule 15 (*Process Framework for Mitigating Potential Livelihood Impacts*).

7. Monitoring and Evaluation Processes

7.1 General

- (a) Monitoring will guide the Trust in meeting its objectives and keeping track of progress of the implementation of the NBSAP Biodiversity Targets. The monitoring plan should:
 - (i) Be simple;
 - (ii) Be sustainable within existing capacities and resources;
 - (iii) Seek to integrate the project and other agreements of donors and the Government;
 - (iv) Lead to management improvements and not detract from conservation efforts;
 - (v) Involve local communities with the activities and goals of the MEPA Trust;
 - (vi) Provide the basis for the sharing of experiences and the replication of successful outcomes.
- (b) The monitoring plan comprises the following four components:
 - (1) Monitoring performance of the Trust;
 - (2) Monitoring performance of individual grants;
 - (3) Nationwide monitoring of NPAs and the implementation of the objectives and targets of the NBSAP;
 - (4) Where appropriate, regional collaborations.
- (c) Sub-clauses 1 and 2 of paragraph (b) above assess whether the Trust and its grant program have carried out the agreed activities. The Trust, its partners and the Donors need to know that their directions are being carried out according to the agreed program and budget.
- (d) Sub-clauses 3 and 4 of paragraph (b) are aimed at measuring the impacts of Trust funded activities and projects on the nationwide NPA system as a whole, as well as regional impacts more broadly. This element of the monitoring plan relates to the effectiveness of conservation management and the status of use of biodiversity within Antigua and Barbuda and in the region more generally.

7.2 Monitoring and reporting

[To be completed]

7.3 Site Visits

[To be completed]

7.4 Performance Monitoring of the MEPA TRUST

[To be completed]

7.5 Performance Monitoring of Grants

[To be completed]

7.6 Nationwide Monitoring of NPAs

[To be completed]

7.7 Regional Monitoring Collaboration

[To be completed]

8. Procurement

8.1 Procurement of Works, Goods and General Operating Costs

- (a) The Secretariat is responsible for procurement of works, goods and general operating costs for the Trust in accordance with the rules provided in this Operational Manual and the Operational Manual of the Secretariat (**this is being developed**).
- (b) Procurement of works by or for the Trust (examples include: yacht moorage, dive sites, snorkeling trails, boardwalks and other visitor facilities) **shall be done using the SIRF Fund's OECS Procurement Standards (see Manual for the Department of the Environment). The Trust will use the standard documents developed and used by the SIRF Fund.**
- (c) Procurement of goods by or for the Trust, shall be done using the SIRF Fund Procurement Standards. Using national standard bidding documents or shopping (request for quotations) documents agreed with or satisfactory to the Board for non-international competitive bidding.
- (d) Procurement of general operating costs (including equipment, rental of office space, utilities, office supplies and miscellaneous expenses) shall, whenever feasible, be based on a comparison of three quotations provided.

8.2 Procurement of Consulting Services

- (a) Procurement of consulting services (including but not limited to services that may be provided by accountants, auditors, lawyers, biodiversity conservation consultants, investment consultants and/or investment managers) may be required for, amongst other things, establishing and strengthening policy, legal and institutional frameworks for sustainable financing mechanisms at the national level, expansion and enhancement of Protected Areas management, and development of national and regional monitoring and information systems.
- (b) **The Secretariat** (be it the Division or any other agency), is responsible for managing procurement of consulting services for the Trust in accordance with the rules provided in this Operational Manual and the OECS Consultant Procurement Guidelines.
- (c) In selecting consultants for services to be provided to the Trust, the Secretariat shall be guided by the following considerations:
 - (i) The need for high-quality services;
 - (ii) The need to give qualified consultants an opportunity to compete;
 - (iii) The Trust's interest in encouraging the development and use of national consultants in Antigua and Barbuda and/or other member states of the OECS;
 - (iv) The need for transparency in the selection process; and
 - (v) The need for economy and efficiency in the services to be delivered.

- (d) The Trust considers that, in the majority of cases, the considerations listed in clause [●] above can best be addressed through competition among qualified short-listed firms in which the selection is based on the quality of the proposal and, where appropriate, on the cost of the services to be provided.
- (e) A number of methods are possible for the identification and selection of consultants. The Board may approve the method of selecting a consultant prior to the initiation of each selection process. Quality and cost based selection (“QCBS”) is the most commonly preferred and recommended method however other selection methods may be appropriate in certain circumstances. Schedule 12 (*Quality and Cost Based Selection (SCBS) Process*) describes and sets out in detail the procedures for QCBS. Schedule 13 (*Alternative Consultant Procurement Selection Process*) provides a description of other methods of selection, and identifies the circumstances in which they are appropriate.
- (f) The Board recognizes that non-competitive selection is an exceptional practice that may be justified in certain cases. In such circumstances, a single source selection (“SSS”) method may be used. SSS does not involve a competitive selection process and may be appropriate only if it presents a clear advantage over competition such as:
 - (i) For tasks valued at less than US\$25,000 that represent a natural continuation of previous work carried out by the firm. Provided they do not exceed 25% of the original contract value; or
 - (ii) In emergency cases, such as in response to disasters and for consulting services required during the period of time immediately following the emergency; or
 - (iii) For very small assignments; or
 - (iv) When only one firm is qualified or has experience of exceptional worth for the assignment.

All SSS cases are subject to the prior no-objection of the Board.

- (g) In all cases, consultants are expected to provide professional, objective and impartial advice at all times and to hold the Trust’s interests paramount. To this end, the Trust will apply its best effort to identify whether the following potential or real conflicts of interest are present in the selection process:
 - (i) Conflict between consulting activities and procurement of goods, works or services that will be supplied to the Trust;
 - (ii) Conflict among consulting assignments: neither consultants (including their personnel and sub-consultants) nor any of their affiliates shall be hired for any assignment that, by its nature, may be in conflict with another assignment that the consultants have accepted for the Trust; and/or
 - (iii) Relationship with Trust staff: Conflict arising when the consultants (including their personnel and sub-consultants) have a business or

family relationship with the Trust secretariat's staff or an MEPA Trust Director, or anyone else with a material interest in or control over the MEPA Trust.

The MEPA Trust Board is the final authority for decisions related to potential or real conflicts of interest in the selection process.

9. Conflicts of Interest

9.1 Conflicts Policy

The MEPA Trust is committed to ensuring that its transactions, engagements and relationships are transparent and fair, and do not inappropriately benefit interested persons or organizations. To this extent, the MEPA Trust has established a Conflict of Interest Policy (the “**Conflicts Policy**”). A copy of which is attached hereto as Exhibit [●], which provides guidance on the legal requirements and sets out the policy of the MEPA Trust with respect to conflicts of interest.

9.2 Declaration of Conflicts

Each of the Directors, Officers and staff of the MEPA Trust must declare in a written statement addressed to the Chairperson the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction, grant, arrangement or agreement entered into by the MEPA Trust which has not been previously declared.

9.3 Recusal of Conflicted Directors

- (a) A Director should absent himself or herself from any discussions of the MEPA Trust Board in which it is possible that a conflict will arise between his or her duty to act solely in the interest of the MEPA Trust and any personal interest (including but not limited to any personal financial interest).
- (b) The Director in question, or any other interested Director, are not counted in the quorum at any MEPA Trust Board meeting at which such matter, such office, employment or position, is approved and it is agreed to without their voting or would have been agreed to if their votes had not been counted.

10. Bank Accounts

10.1 Bank and Security Accounts

- (a) All funds and securities of the MEPA Trust shall be deposited and held in accounts opened in the name of the MEPA Trust with a depository bank or depository banks and/or Trusts situated in Antigua and Barbuda and approved by the MEPA Trust Board.
- (b) The Chair, Vice-Chair, Program Officer and Secretary/Treasurer shall have signing authority for withdrawals from and deposits to MEPA Trust Accounts.
- (c) All interest earned on any MEPA Trust Accounts shall be retained and used solely for the MEPA Trust.
- (d) The Secretary/Treasurer shall provide, upon the request of the Chair, Vice-Chair or Board (or any Director thereof) all information, reports and statements pertaining to the accounts to such requesting party.

10.2 Operating Account

- (a) The MEPA Trust shall open and maintain an account in accordance with Clause 10.1, for the purpose of the general operating needs and expenses of the Trust, the payment of Administrative Expenses and the making of any MEPA Trust Grants (the “**MEPA Trust Operating Account**”).
- (b) All donor disbursements, unless otherwise specified shall be deposited in the MEPA Trust Operating Account.
- (c) All proceeds of the CBF Matching Mechanism(s) shall be deposited in the MEPA Trust Operating Account.

10.3 Investment Accounts

- (a) The MEPA Trust Board may consider opening and maintaining an investment account in the name of the MEPA Trust with an international reputable investment management firm. The Board may decide on guidelines for further investment of the funds.

11. Financial Accounting and Records

11.1 Preparation of Financial Accounts

- (a) Financial accounts and statements of the Trust shall be prepared by the Secretary/Treasurer and be approved by the Directors in accordance with the requirements under the Companies Act (which section?).
- (b) The MEPA Trust shall prepare, or cause to be prepared on a quarterly basis, financial statements, which the MEPA Trust shall make available to relevant parties as soon as they become available, but not longer than thirty [30] business days after the end of the relevant financial quarter.
- (c) The MEPA Trust shall prepare or cause to be prepared, audited annual financial statements after the end of each financial year of the Trust. These will include a balance sheet, statement of income and cash flow. The Trust shall make available to stakeholders no longer than sixty [60] business days after the end of each of the Trust's financial years, together with any supplemental information accompanying the relevant audited annual financial statement.

12. Record Keeping

- (a) The Secretary/Treasurer shall keep the accounts in the manner and form required by the Act and shall have a duty to take proper care of them as set out in the Act. (Which Act?)
- (b) Complete records of each financial transaction of the MEPA Trust shall be kept with the Secretary/Treasurer for no less than [three (7)¹] full years after the relevant transaction. (Is it 3 or 7?)
- (c) A cash book for each operational account will be kept with the Secretary/Treasurer.
- (d) A petty cash book will be operated for recording petty cash expenses (with a value lower than \$250 ED or USD?). A fixed float will be established and only reimbursed when depleted. The reimbursement will only be made against properly authorized documents, and must be in conformity with approved budgets.
- (e) Receipts will be used to record all cash disbursements made.
- (f) Bank reconciliations will be prepared for all bank accounts on a monthly basis and kept by the Secretariat.
- (g) [Other record keeping processes to be discussed]

¹Government of Antigua and Barbuda Finance Act requirement.

13. Audits

- (a) The financial accounts, records and statements of the MEPA Trust are subject to an annual audit in accordance with the procedures set out in the Act, the requirements of the donors and the External Audit Terms of Reference.
- (b) The auditor must be an independent, external auditor of internationally recognized standing and competence.
- (c) The purpose of the audit is to provide assurance on the financial statements of the MEPA Trust.
- (d) In addition, the audit will test the MEPA Trust's compliance with certain provisions of this Operational Manual, and shall be conducted in accordance with the External Audit Terms of Reference.

14. Miscellaneous

14.1 Registered Office

The registered office of the MEPA Trust is [●] and may be changed from time to time with the approval of the MEPA Trust Board.

Schedule 1

Definitions and Acronyms

“**Act**” means the Companies Act of Antigua and Barbuda as from time to time amended and every statute substituted therefor.

“**Administrative Expenses**” means staff salaries, employment benefits, consultant fees and expenses, meeting costs, staff training costs, publication costs, office operating costs, staff vehicle costs, staff travel costs and other costs designed by the MEPA Trust in the By-laws.

“**Annual CBF Funding Request**” means a funding request, detailed Annual Work Plan and accompanying budget in the form attached hereto as Schedule 3 (*To be inserted*)

MEPA Trust and the Caribbean Biodiversity Fund (CBF) The MEPA Trust has been established in connection with, and forms part of, the Sustainable Financing & Management of Eastern Caribbean Marine Ecosystems Project (the “Eastern Caribbean Marine Ecosystems Project”). This project is undertaken by the GEF, the Nature Conservancy and the governments of Antigua and Barbuda, Grenada, Saint Kitts and Nevis, Saint Lucia, and Saint Vincent and the Grenadines to contribute to enhancing the long-term sustainability of protected area networks in the OECS region. Through the following: (i) establishing sustainable financing mechanisms, (ii) strengthening marine protected area networks and (iii) deploying a regional monitoring and information system for protected area networks in the OECS region.

On September 6, 2012, the Caribbean Biodiversity Fund (the “**CBF**”), a non-profit organization registered with the Charity Commission for England and Wales under No. 8204716, was established under the Eastern Caribbean Marine Ecosystems Project with support from KfW, The Nature Conservancy and the GEF. Created for the purpose of providing a sustainable flow of funds to support, without limitation, enforcement, infrastructure, monitoring needs and other activities that contribute substantially to the conservation, protection and maintenance of biodiversity within national protected areas systems and any other areas of environmental significance within the countries participating in the Eastern Caribbean Marine Ecosystems Project.

The MEPA Trust will coordinate and cooperate with the CBF, who will provide financial support to the MEPA Trust. Each case must remain in accordance with the terms of this Operational Manual, the CBF Operational Manual, the Partnership Agreement and the other MEPA Trust Project Documents, in order to achieve the objectives of the MEPA Trust, the CBF and the Eastern Caribbean Marine Ecosystems Project.

Requests for CBF Disbursements

- (a) The making of CBF Disbursements by the CBF to the MEPA Trust is governed by the terms of the Partnership Agreement.
- (b) In accordance with the terms of the Partnership Agreement, requests for CBF Disbursements are to be made on an annual basis by submitting an Annual CBF Funding Request to the CBF Secretariat, as described in Clause [●] below.
- (c) Quarterly Spending Reports are to be submitted to the CBF as described in Clause [●] to further support and demonstrate continued periodic funding needs during the relevant fiscal year.
- (d) CBF Disbursements will generally be made on a quarterly basis in accordance with the Annual Work Plan set out in the relevant Annual CBF Funding Request. It will be adjusted based on demonstrated quarterly funding needs set out in the relevant Quarterly Spending Report. (This needs to be adjusted)

14.2 Reports and Certificates to be Provided to the CBF Secretariat

- (a) The MEPA Trust shall provide to the CBF Secretariat an “**Annual Board Certificate**” signed by the Chair in the form of Schedule 7 (*Form of Annual Board Certificate*). This will be no later than thirty (30) days following the first day of each fiscal year of the MEPA Trust. The certificate will certify the following:
 - (i) The MEPA Trust Board has been established with the functions, composition and procedural requirements set out in the by-laws and the Procurement Guidelines.
 - (ii) The Directors constituting a majority of the MEPA Trust Board are Non-Affiliated Directors and are representatives of civil society, including, but not limited to, representatives of national, international and local non-governmental organizations, research and scientific organizations, universities and the private sector.
 - (iii) The Program Officer has been appointed in accordance with the by-laws.
 - (iv) With respect to any such certificate delivered after the second anniversary of first disbursement date, the Required Matching Contribution has been met and the CBF Matching Mechanism(s) have been established.
- (b) The MEPA Trust shall provide the following to the CBF Secretariat, no later than ninety (90) days prior to the beginning of each fiscal year of the MEPA Trust:
 - (i) An Annual CBF Funding Request for such fiscal year;

- (ii) Commencing with the first fiscal year, immediately following the First Disbursement Date, a Preliminary Annual Spending Report for the current fiscal year;
- (iii) Commencing with the second fiscal year, after the First Disbursement Date, a certificate signed by the Chair certifying that the MEPA Trust has deposited in a bank or financial institution on terms acceptable to the CBF an amount equal to the Required CBF Matching Account for the current Fiscal Year.

In each case, documents will be signed by the Chair.

- (c) Commencing with the fiscal quarter immediately following the First Disbursement Date, the MEPA TRUST shall provide a Quarterly Spending Report to the CBF Secretariat no later than thirty (30) days following the end of each fiscal quarter.
- (d) Commencing with the fiscal year immediately following the First Disbursement Date, the MEPA TRUST shall provide an Annual Spending Report to the CBF Secretariat for each fiscal year of the MEPA TRUST. This will be completed no later than thirty (30) days following the close of such fiscal year.

14.3 CBF Matching Mechanism

- (a) In accordance with the terms of the Partnership Agreement, no later than the second anniversary of the First Disbursement Date, the MEPA Trust shall have established a mechanism or mechanisms (the “**CBF Matching Mechanism(s)**”) to generate new and additional revenue during each Fiscal Year. The amount (the “**Required CBF Matching Amount**”) will be equal to at least the amount of all CBF Disbursements received during such Fiscal Year in order to further support the conservation of biodiversity in the National Protected Areas System.
- (b) If the MEPA Trust fails to generate the Required CBF Matching Amount through the CBF Matching Mechanism for any fiscal year, (pursuant to the terms of the Partnership Agreement the MEPA Trust’s) a pro-rata share of the average net asset value of investments of the CBF’s assets shall be reduced by an amount which is equal to the difference between the Required CBF Matching Amount and the amount actually generated by the CBF Matching Mechanism for that fiscal year.
- (c) The MEPA has secured the matching funds from the Government via the SIRF Fund. This arrangement is secured within the Environment Protection and Management Act 2015 where ins section ~~XXXXXX~~ where the SIRF fund will be obligated to provide the MEPA trust with matching funds.
- (d) Following the execution of the Matching Mechanisms, the Trust with the assistance of the Secretary/Treasurer, prepare an interim semi-annual report to be presented to the MEPA Trust Board and an annual report to be presented to the MEPA Trust Board and its members. In each case assessing and evaluating the effectiveness and cost-efficiency of the revenue generating sources comprising the Matching Mechanism(s) and indicating whether additional

revenue sources may be required in the future to ensure that the Matching Mechanism(s) continues to meet or exceed the Required Matching Amount.

- (e) Any and all funds generated by the Matching Mechanism shall be deposited in the MEPA Trust Operating Account (as defined above).

Schedule 2 - Relationship with the SIRF Fund (to be developed)

Schedule 3 – Staff TORs (to be completed)

Form of Annual CBF Funding Request) prepared by the Secretariat and approved by the MEPA Trust Board, and which is to be provided to the CBF Secretariat in order to request CBF Disbursements for the relevant Fiscal Year.

“**Annual Spending Report**” means an annual report in the form of Schedule 10. Prepared by the Secretariat and approved by the MEPA Trust Board detailing the use of CBF Disbursements by the MEPA Trust during the relevant fiscal year.

“**Annual Work Plan**” means a work plan detailing the forecasted spending plans for the MEPA TRUST’s anticipated revenues prepared by the Secretariat and approved by the MEPA TRUST Board each fiscal year.

“**Applicable OECS Procurement Guidelines**” means the OECS Non-Consultant Procurement Guidelines and the OECS Consultant Procurement Guidelines.²

“**Articles of Incorporation**” means the articles of incorporation of the MEPA Trust dated [●] 2014.

“**By-laws**” means the By-law No. 1 of the MEPA Trust enacted [●] 2014 together with any subsequently enacted By-laws of the MEPA Trust and any amendments, restatements, supplements or other modifications thereto.

“**CBF**” has the meaning given to such term in Section 1 (*Background and Introduction*) to this Operational Manual.

“**CBF Disbursement**” means a disbursement of funds made by the CBF to the MEPA Trust in accordance with the terms of the Partnership Agreement and the other CBF Project Documents.

“**CBF Director**” means the Director elected by the MEPA Trust Board in accordance with the By-laws to serve as the MEPA Trust’s representative on the board of directors of the CBF and the MEPA Trust’s chief liaison to the CBF.

“**CBF Matching Mechanism**” has the meaning provided to such term in Clause 14.5(a) of this Operational Manual.

“**CBF Operational Manual**” means the Operational Manual for the CBF dated September 27, 2012, as may be amended, supplemented or otherwise modified from time to time in accordance with its terms.

“**CBF Secretariat**” means the secretariat of the CBF.

² Note to Board: applicable World Bank guidelines to be confirmed.

“**Donors**” means internal or external source of funding to the Trust e.g. Government of Antigua and Barbuda, KfW, The Nature Conservancy and GEF³.

“**Eligible Protected Area**” means a Protected Area which the MEPA Trust has determined is appropriate for protection because of its biodiversity and/or natural, marine, scientific or scenic values.

“**External Audit Terms of Reference**” means the terms of reference for the annual external audit of the MEPA Trust’s records, accounts and financial statements, as approved by the MEPA Trust Board, a copy of which is attached hereto as Schedule 18 (*External Audit Terms of Reference*). This may be revised, amended, supplemented or otherwise modified from time to time by the MEPA Trust Board.

“**First Disbursement Date**” means the date on which the first CBF Disbursement has been made to the MEPA Trust.

“**GEF**” means the Global Environmental Facility, which is represented by the World Bank acting as the GEF implementing agency.

“**Grant Agreement**” means a Grant Agreement submitted to the Secretariat in the form of Schedule 12 hereto requesting a grant from the MEPA Trust.

“**Grant Application Initial Review Guidelines**” means the guidelines attached hereto as Schedule 13 (*Grant Proposal Initial Review Guidelines*) to be followed by the Secretariat for the preliminary review of Grant Applications.

“**GAB**” means the Government of Antigua and Barbuda, including its various ministries, agencies and departments.

“**KfW**” means the German development bank, KfW Development Bank (*KfWEntwicklungsbank*).

“**Members Agreement**” means the members agreement with respect to the MEPA Trust dated [●] 2014 (as amended, restated, supplemented or otherwise modified from time to time) between the Antigua and Barbuda National Trust, the GSL, TNC and the MEPA TRUST].

“**MPLI Principles**” means the principles for mitigating potential livelihood impacts set forth in Schedule 17 (*Process Framework for Mitigating Potential Livelihood Impacts*) hereto.

“**NPA**” means an area of land and/or sea especially dedicated to the protection and maintenance of biological diversity, and managed through legal or other protected means.

“**National Protected Area System Plan**” means the network of NPAs managed by the GAB, the NPAs funded by the MEPA Trust and any other Eligible NPA, [a current map (as of the date hereof) of which is attached hereto as Schedule 4 (*National Protected Area System Map*)].

“**Non-Affiliated Director**” means the Non-Government Directors together with any Founder Member Directors who are not affiliated with the GAB.

“**Non-Government Director**” has the meaning provided to that term in the By-laws.

³ To be confirmed.

“Preliminary Annual Spending Report” means a preliminary report in the form of Schedule [●] hereto prepared by the Secretariat and approved by the MEPA Trust Board detailing the use of CBF Disbursements by the MEPA Trust during the first three quarters of the relevant fiscal year.

“Quarterly Spending Report” means a quarterly report in the form of Schedule [●] hereto prepared by the Secretariat and approved by the MEPA Trust Board detailing the use of CBF Disbursements by the MEPA Trust during the immediately preceding fiscal quarter.

“Required CBF Matching Amount” has the meaning provided to such term in Clause 14.5(a) of this Operational Manual.

“MEPA Trust Accounts” means each of the MEPA Trust Operating Account and any such other accounts opened and maintained in the name of the MEPA Trust in accordance with Clause 10 (*Bank Accounts*).

“MEPA Trust Project Documents” means the Articles of Incorporation, the Members Agreement, the By-laws, this Operational Manual, the Partnership Agreement and any other document or agreement identified in writing as a MEPA Trust Project Document by the MEPA Trust Board.

“SPAD Guidelines” means the guidelines for preparing Sustainable Development Action Plans (SPADs) set forth in Schedule 17 (*Process Framework for Mitigating Potential Livelihood Impacts*) hereto.

“Partnership Agreement” means the agreement [dated [●] to be entered]⁴ into between the CBF and the MEPA Trust as may be amended, supplemented or otherwise modified from time to time in accordance with its terms.

“OECS ” means the International Bank for Reconstruction and Development.

“World Bank Consultant Procurement Guidelines” means the The Guidelines provided by the OIECS Commission for Procurement.

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Schedule 4

National Protected Area System Map

To be inserted

Schedule 5 - Relationship with the CBF **To be inserted**

MEPA Trust and the Caribbean Biodiversity Fund (CBF) The MEPA Trust has been established in connection with, and forms part of, the Sustainable Financing & Management of Eastern Caribbean Marine Ecosystems Project (the “Eastern Caribbean Marine Ecosystems Project”). This project is undertaken by the GEF, the Nature Conservancy and the governments of Antigua and Barbuda, Grenada, Saint Kitts and Nevis, Saint Lucia, and Saint Vincent and the Grenadines to contribute to enhancing the long-term sustainability of protected area networks in the OECS region. Through the following: (i) establishing sustainable financing mechanisms, (ii) strengthening marine protected area networks and (iii) deploying a regional monitoring and information system for protected area networks in the OECS region.

On September 6, 2012, the Caribbean Biodiversity Fund (the “CBF”), a non-profit organization registered with the Charity Commission for England and Wales under No. 8204716, was established under the Eastern Caribbean Marine Ecosystems Project with support from KfW, The Nature Conservancy and the GEF. Created for the purpose of providing a sustainable flow of funds to support, without limitation, enforcement, infrastructure, monitoring needs and other activities that contribute substantially to the conservation, protection and maintenance of biodiversity within national protected areas systems and any other areas of environmental significance within the countries participating in the Eastern Caribbean Marine Ecosystems Project.

The MEPA Trust will coordinate and cooperate with the CBF, who will provide financial support to the MEPA Trust. Each case must remain in accordance with the terms of this Operational Manual, the CBF Operational Manual, the Partnership Agreement and the other MEPA Trust Project Documents, in order to achieve the objectives of the MEPA Trust, the CBF and the Eastern Caribbean Marine Ecosystems Project.

Requests for CBF Disbursements

- (f) The making of CBF Disbursements by the CBF to the MEPA Trust is governed by the terms of the Partnership Agreement.
- (g) In accordance with the terms of the Partnership Agreement, requests for CBF Disbursements are to be made on an annual basis by submitting an Annual CBF Funding Request to the CBF Secretariat, as described in Clause [●] below.
- (h) Quarterly Spending Reports are to be submitted to the CBF as described in Clause [●] to further support and demonstrate continued periodic funding needs during the relevant fiscal year.
- (i) CBF Disbursements will generally be made on a quarterly basis in accordance with the Annual Work Plan set out in the relevant Annual CBF Funding Request. It will be adjusted based on demonstrated quarterly funding needs set out in the relevant Quarterly Spending Report. (This needs to be adjusted)

14.4 Reports and Certificates to be Provided to the CBF Secretariat

- (a) The MEPA Trust shall provide to the CBF Secretariat an “**Annual Board Certificate**” signed by the Chair in the form of Schedule 7 (*Form of Annual Board Certificate*). This will be no later than thirty (30) days following the first day of each fiscal year of the MEPA Trust. The certificate will certify the following:
 - (i) The MEPA Trust Board has been established with the functions, composition and procedural requirements set out in the by-laws and the Procurement Guidelines.
 - (ii) The Directors constituting a majority of the MEPA Trust Board are Non-Affiliated Directors and are representatives of civil society, including, but not limited to, representatives of national, international and local non-governmental organizations, research and scientific organizations, universities and the private sector.
 - (iii) The Program Officer has been appointed in accordance with the by-laws.
 - (iv) With respect to any such certificate delivered after the second anniversary of first disbursement date, the Required Matching Contribution has been met and the CBF Matching Mechanism(s) have been established⁵.
- (b) The MEPA Trust shall provide the following to the CBF Secretariat, no later than ninety (90) days prior to the beginning of each fiscal year of the MEPA Trust:

⁵ **Note to TNC:** To be aligned with final provisions of the Partnership Agreement.

- (i) An Annual CBF Funding Request for such fiscal year;
- (ii) Commencing with the first fiscal year, immediately following the First Disbursement Date, a Preliminary Annual Spending Report for the current fiscal year;
- (iii) Commencing with the second fiscal year, after the First Disbursement Date, a certificate signed by the Chair certifying that the MEPA Trust has deposited in a bank or financial institution on terms acceptable to the CBF an amount equal to the Required CBF Matching Account for the current Fiscal Year.

In each case, documents will be signed by the Chair.

- (c) Commencing with the fiscal quarter immediately following the First Disbursement Date, the MEPA TRUST shall provide a Quarterly Spending Report to the CBF Secretariat no later than thirty (30) days following the end of each fiscal quarter.
- (d) Commencing with the fiscal year immediately following the First Disbursement Date, the MEPA TRUST shall provide an Annual Spending Report to the CBF Secretariat for each fiscal year of the MEPA TRUST. This will be completed no later than thirty (30) days following the close of such fiscal year.

14.5 CBF Matching Mechanism

- (a) In accordance with the terms of the Partnership Agreement, no later than the second anniversary of the First Disbursement Date, the MEPA Trust shall have established a mechanism or mechanisms (the “**CBF Matching Mechanism(s)**”) to generate new and additional revenue during each Fiscal Year. The amount (the “**Required CBF Matching Amount**”) will be equal to at least the amount of all CBF Disbursements received during such Fiscal Year in order to further support the conservation of biodiversity in the National Protected Areas System.
- (b) If the MEPA Trust fails to generate the Required CBF Matching Amount through the CBF Matching Mechanism for any fiscal year, (pursuant to the terms of the Partnership Agreement the MEPA Trust’s) a pro-rata share of the average net asset value of investments of the CBF’s assets shall be reduced by an amount which is equal to the difference between the Required CBF Matching Amount and the amount actually generated by the CBF Matching Mechanism for that fiscal year⁶.
- (c) The MEPA has secured the matching funds from the Government via the SIRF Fund. This arrangement is secured within the Environment Protection and Management Act 2015 where ins section ~~XXXXX~~ where the SIRF fund will be obligated to provide the MEPA trust with matching funds.

⁶ **Note to TNC:** this is the language for the reduction formula from the CBF Operational Manual but it is unclear to me how this actually works in practice and it would be helpful to discuss and perhaps clarify the language for the purpose of the people who will be using this Operational Manual.

- (d) Following the execution of the Matching Mechanisms, the Trust with the assistance of the Secretary/Treasurer, prepare an interim semi-annual report to be presented to the MEPA Trust Board and an annual report to be presented to the MEPA Trust Board and its members. In each case assessing and evaluating the effectiveness and cost-efficiency of the revenue generating sources comprising the Matching Mechanism(s) and indicating whether additional revenue sources may be required in the future to ensure that the Matching Mechanism(s) continues to meet or exceed the Required Matching Amount.
- (e) Any and all funds generated by the Matching Mechanism shall be deposited in the MEPA Trust Operating Account (as defined above).

Schedule 6 - Relationship with the SIRF Fund (to be developed)

Schedule 7 – Staff TORs (to be completed)

Schedule 8 Form of Annual CBF Funding Request (To be completed)

Schedule 9

Form of Annual Board Certificate **(To be completed)**

[To be inserted (will generally contain the certifications required under the Conditions Precedent to Payment set out in the final Partnership Agreement)]

Schedule 10

Indicative List of Activities and Projects Eligible for MEPA Trust Funding

Category	Example Activities (Board and Secretariat)
Direct Biodiversity Conservation and Regeneration	<p>Habitat and species management (e.g. habitat management, control of invasive species);</p> <p>Survey and assessment of coral reef health and regeneration (including establishment of regular coral reef ecosystem monitoring);</p> <p>Provision of ecosystem surveying and monitoring equipment.</p>
Survey and Research	<p>Status assessments of local/regional population and health levels of globally-threatened species in order to develop appropriate local management recommendations;</p> <p>Gathering of baseline data on threats, resource use and biodiversity in sites where needed to develop recommendations for management;</p> <p>Review options for expanding NPA boundaries to include adjacent significant biological or habitat areas;</p> <p>Assessment of options for developing protected corridors between close by NPAs.</p>
Biodiversity Conservation Education and Skills Development	<p>Support local level education and skills training in biodiversity and habitat monitoring, health assessment and surveying (including providing financing for access to accredited training courses on coral reef and other ecosystem health monitoring skills);</p> <p>Training in data collection, analysis and monitoring.</p>
Hunting/Fishing/Wildlife Control	<p>Planning and implementing anti-illegal fishing and poaching patrols;</p>

	<p>Training in wildlife law from staff from qualified (including international) enforcement agencies;</p> <p>Provision of radio communications and related patrolling equipment.</p>
Sustainable Tourism	<p>Training locals as tour guides;</p> <p>Development and enforcement of visitor regulations and guidelines for ecologically sensitive ecosystem and habitat areas.</p>
Monitoring	<p>Establishment of ecological/threats based monitoring systems within NPAs</p> <p>Development of community based systems for monitoring.</p>

This will be kept updated and agreed by the Board.

Schedule 11 Form of Quarterly/Preliminary/Annual Spending Report

[To be completed]

Schedule 12

Form of Grant Agreement (can use the same as that of the SIRF and the GEF or ECMANN) we can have the forms for Government, and NGOs.

[To be completed]

Schedule 13

Grant Proposal Initial Review Guidelines **(this can be placed in a table as a checklist)**

1. Does the proposed project identified in the grant proposal directly target the conservation, protection, rehabilitation, monitoring, management, enhancement and/or maintenance of biodiversity within an eligible NPA?
2. Does the grant proposal satisfy the eligibility criteria?
3. Will the activities listed in the grant proposal be likely to achieve the goals identified in the Grant Application and the broader goals of the MEPA Trust?
4. Does the grant proposal justify the need for the proposed project and activities?
5. Will the work and activities in the grant proposal occur in an Eligible Protected Area?
6. Is the scope of work proposed regional, national or site specific?
7. Does the project demonstrate a commitment to coordinating work with local communities, partners or existing initiatives in the region?
8. Does the proposed project present any identified or identifiable social or environmental risks that could conflict with the Environmental and Social Safeguards? If so, have social and environmental risk mitigation measures been proposed?
9. Does the project articulate plans for continuation and/or replication after grant funding by the MEPA Trust?
10. Does the proposal indicate how the project will be structured, staffed and managed?
11. Is the applicant the best group or person to carry out the proposed project, based on capability, experience, local credibility etc.?
12. Is the grant term proposed sufficient to carry out the activities and work and is the timeline for completing the work realistic?
13. Is the applicant using any of its own funds to support the project? If so how much?
14. Has the applicant identified other sources of funds or matching grants?
15. Has the applicant committed to leveraging additional resources to support the project?
16. Does the project consist of new works or is it an ongoing project? If ongoing, what has been achieved to date? What investments in the project have been made to date?

Schedule 14

Quality and Cost Based Selection (SCBS) Process

The following are key components of the Quality and Cost Based Selection (“**QCBS**”). Each case is subject to review by the MEPA Trust Board ex ante or ex post in the selection process, as the MEPA Trust Board may deem necessary⁷:

The Selection Process

- 1.1 QCBS uses a competitive process among short-listed firms that takes into account the quality of the proposal and the cost of the services in the selection of the successful firm. Cost as a factor of selection shall be used judiciously. The relative weight to be given to the quality and cost shall be determined for each case depending on the nature of the assignment.
- 1.2 The selection process shall include the following steps:
 - (a) Preparation of the Terms of Reference (“**TOR**”);
 - (b) Preparation of cost estimate, budget, and short-listing criteria;
 - (c) Advertising;
 - (d) Preparation of the short list of consultants;
 - (e) Preparation and issuance of the request for proposal (“**RFP**”). This should include: the Letter of Invitation; Instructions to Consultants; the TOR and the proposed draft contract;
 - (f) Receipt of proposals;
 - (g) Evaluation of technical proposals and consideration of quality;
 - (h) Public opening of financial proposals;
 - (i) Evaluation of financial proposal;
 - (j) Final evaluation of quality and cost; and
 - (k) Negotiations and award of the contract to the selected firm.

Terms of Reference (TOR)

- 1.3 The Secretariat with the assistance of the TAC (Technical Advisory Committee), shall be responsible for preparing the TOR for the assignment. The scope of the services described in the TOR shall be compatible with the available budget. The TOR shall define clearly the objectives, goals, and scope of the assignment and provide background information (including a list of existing relevant studies and basic data) to facilitate the consultants’ preparation of their proposals. If transfer of knowledge or training is an objective, it should be specifically outlined along with details of the

⁷ Note to Board: conformity to SIRF procurement guidelines to be discussed.

number of staff to be trained, and so forth, to enable consultants to estimate the required resources. The TOR shall list the services and surveys necessary to carry out the assignment and the expected outputs (For example, reports, data, maps, surveys, etc.). However, the TOR should not be too detailed and inflexible, so that competing consultants may propose their own methodology and staffing. Firms shall be encouraged to comment on the TOR in their proposals. The MEPA Trust's and consultants' respective responsibilities should be clearly defined in the TOR.

Cost Estimate (Budget)

- 1.4 Preparation of a well-thought-through cost estimate is essential if realistic budgetary resources are to be earmarked. The cost estimate shall be based on the Secretariat's assessment of the resources needed to carry out the assignment: experts' time, logistical support, and physical inputs (for example, vehicles, laboratory equipment etc.). Costs shall be divided into two broad categories: (a) fee or remuneration (according to the type of contract used), and (b) reimbursable items. It will further be divided into foreign and local costs. The cost of experts' time inputs shall be estimated based on a realistic assessment of required international and national expertise. The Request for Proposal shall indicate the estimated level of experts' time inputs or the estimated total cost of the contract, but not detailed estimates such as fees.

Advertising

- 1.5 Advertising for consultancy services shall be made through appropriate means in order to obtain proposals from several qualified firms. Pre-identification of experienced firms may be sought through Expressions of Interest ("EOIs"). The Secretariat shall advertise a Request for Expressions of Interest ("REOI") for each contract for consulting firms in the secretariat's website and on the OECS website.
- 1.6 The secretariat of the MEPA Trust is required to prepare a General Procurement Notice which shall be placed on relevant websites used by the Secretariat. To obtain Expressions of Interest (EOIs), the MEPA Trust shall include a list of expected consulting assignments in the General Procurement Notice.
- 1.7 For consulting assignments expected to cost more than US\$300,000, the Secretariat shall prepare and submit for publication as agreed by the Board and the Secretariat. The information requested shall be the minimum required to make a judgment on the firm's suitability and not be so complex as to discourage consultants from expressing interest. REOIs shall, at a minimum, include the following information applicable to the assignment: required qualifications and experience of the firm, but not individual experts' bio data; short-listing criteria; and conflict of interest provisions. No less than fourteen (14) days from date of publication shall be provided for responses, before preparation of the short list. The late submission of a response to an REOI shall not be a cause for its rejection unless the MEPA Trust has already prepared a short list, based on received EOIs, that meets the conditions set below in paragraph 1.6. The Secretariat will arrange the simultaneous publication of all REOIs prepared and submitted by the MEPA Trust to be published. .

Short List of Consultants

- 1.8 The Secretariat in consultation with the Program Officer is responsible for preparing short lists. The Secretariat shall give first consideration to those firms expressing interest that possess the relevant qualifications. Short lists shall comprise three (3) firms. If the applications are not of high quality as determined by the Secretariat and the Program Officer, the Secretariat may directly solicit interest from qualified firms based on its own knowledge, or request the assistance of the OECS secretariat. Once the secretariat has compiled the short list the MEPA Trust Board with justification may accept the list or cause it to be reviewed. The reasons for the review shall be provided to the secretariat. Firms that expressed interest, as well as any other firm or entity that specifically requests so, shall be provided the final short list of firms by the MEPA Trust.
- 1.9 The short list may be comprised of entirely national consultants (firms registered or incorporated in Antigua and Barbuda) if the assignment is below US\$200,000 equivalent, a sufficient number of qualified national firms are available for having a short list of firms with competitive costs, and when competition including foreign consultants is prima facie not justified or foreign consultants have not expressed interest.
- 1.10 The short list should normally comprise consultants of the same category with similar business objectives, corporate capacity, experience and field of expertise, and that have undertaken assignments of a similar nature and complexity. Government-owned enterprises or institutions and not-for-profit organizations (NGOs, Universities, UN Agencies, etc.) should not normally be included in the same short list along with private sector firms, unless they operate as commercial entities meeting the requirements of paragraph 1.13(b) of the OECS Consultant Procurement Guidelines. If mixing is used, the selection should normally be made using Quality-Based Selection (QBS) or Selection Based on the Consultants' Qualifications (CQS) (for small assignments). The short list may include individual consultants. Finally, if the same firm is considered for inclusion in short lists for concurrent assignments, the MEPA Trust shall assess the firm's overall capacity to perform multiple contracts before including it in more than one short list.

Preparation and Issuance of the Request for Proposals (RFP)

- 1.11 The RFP shall include: (a) a Letter of Invitation, (b) Instructions to Consultants and Data Sheet, (c) the TOR, and (d) the proposed type of contract. The Trust shall use the applicable standard RFPs acceptable to the Board, as necessary to address project-specific conditions. Any such changes shall be introduced only through the RFP data sheet. The Trust shall list all the documents included in the RFP. The Trust may use an electronic system to distribute the RFP, provided that the Board is satisfied with the adequacy of such system. If the RFP is distributed electronically, the electronic system shall be secure to avoid modifications to the RFP and shall not restrict the access of short-listed consultants to the RFP.

Letter of Invitation (LOI)

- 1.12 The LOI shall state the intention of the Trust to enter into a contract for the provision of the consulting services, the source of funds, the details of the client, the date and time and address for submission of proposals.

Instructions to Consultants and Data Sheet (ITC)

- 1.13 The Instructions to Consultants (“**ITC**”) shall contain all necessary information that would help consultants prepare responsive proposals. The aim is to bring as much transparency as possible to the selection procedure by providing information on the evaluation process and by indicating the evaluation criteria and factors, their respective weights, and the minimum passing quality score. The ITC shall indicate either an estimate of the key experts’ inputs (in person-months) required of the consultants or the estimated budget, but not both. Consultants, however, shall be free to prepare their own estimates of experts’ time to carry out the assignment and to offer the corresponding cost in their proposals. When, under time-based contracts, the services are of a routine nature or do not require an innovative approach, the Secretariat may, subject to no objection from the Board, require the consultants to include in their proposal the same level of experts’ time inputs as indicated in the RFP. If they fail to do so, their financial proposal shall be adjusted for the purpose of comparison of proposals and decision for award. The ITC shall specify the proposal validity period, which should be adequate for the evaluation of proposals, decision on award, Secretariat/Board review, and finalization of contract negotiations.

Receipt and Opening of Proposals

- 1.14 The Secretariat shall allow enough time for the consultants to prepare their proposals. The time allowed shall depend on the assignment, but will normally range from four (4) weeks to three (3) months (Example, for assignments requiring establishment of a sophisticated methodology, preparation of a multidisciplinary master plan etc.). During this interval, the firms may request clarifications about the information provided in the RFP. The Secretariat shall provide these clarifications in writing and copy them to all firms on the short list (who intend to submit proposals). If necessary, the Secretariat shall extend the deadline for submission of proposals. The technical and financial proposals shall be submitted at the same time. No amendments to the technical or financial proposal shall be accepted after the deadline, although amended proposals may be submitted before such deadline. To safeguard the integrity of the process, the technical and financial proposals shall be submitted in separate sealed envelopes. A committee of officials drawn by the MEPA Trust Board shall open all technical proposals received by the deadline for the submission of proposals at the designated place stipulated in the RFP irrespective of the number of proposals received by such deadline. At the opening of technical proposals, in the presence of consultants wishing to attend, the MEPA Trust shall neither reject nor discuss the merits of any proposal.

All proposals received after the deadline shall be declared late and rejected and promptly returned unopened. The committee shall read aloud the names of the consultants that submitted proposals, the presence or absence of duly sealed financial envelopes, and any other information deemed appropriate. The financial proposals shall remain sealed and shall be deposited with a reputable public auditor or independent authority until they are opened in accordance with paragraph 1.22 below. The MEPA

Trust may use electronic systems permitting consultants to submit proposals by electronic means, provided the Board and the Secretariat are satisfied with the adequacy of the system, including, inter alia, that the system is secure, maintains the integrity, confidentiality, and authenticity of proposals submitted, and uses an electronic signature system or equivalent to keep consultants bound to their proposals.

Clarification or Alteration of Proposals

- 1.15 While evaluating proposals, the MEPA Trust shall conduct the evaluation solely on the basis of the submitted technical and financial proposals, and shall not ask consultants for clarifications, except for perfunctory queries. This shall be done with no prior objection from Board. Except as otherwise provided in paragraphs 1.26 to 1.28 below, consultants shall neither be requested nor permitted to alter their proposals in any way after the deadline for the submission of proposals.

Evaluation of Proposals: Consideration of Quality and Cost

- 1.16 The evaluation of the proposals shall be carried out in two stages: quality, followed by cost. Evaluators of technical proposals shall not have access to the financial proposals until the technical evaluation, including any other relevant reviews and no objection, is concluded. Financial proposals shall be opened only thereafter. The evaluation shall be carried out in full conformity with the provisions of the RFP.

Evaluation of Quality

- 1.17 Given the need for high quality services, the quality of the evaluation of technical proposals is paramount. The MEPA Trust shall evaluate each technical proposal using an evaluation committee of at least three (3) and normally no more than seven (7) members including qualified specialists in the sector of the assignment under consideration. Each member of the committee shall not be in a conflict of interest situation and shall certify to that effect before participating in the evaluation.
- 1.18 The technical evaluation shall take into account the criteria indicated in paragraph 1.19 and the sub-criteria indicated in paragraphs 0 and 1.21 as reflected in the RFP. The RFP shall describe each such criterion and sub-criterion along with their relative maximum scores and disclose the overall minimum technical score below which a proposal will be rejected as nonresponsive. The indicative range for the overall minimum technical score is seventy to eighty-five (70 to 85) on a scale of 1 to 100. The maximum score for each criterion and the minimum overall technical score shall be determined based on the nature and complexity of the specific assignment.
- 1.19 The criteria shall include: (a) the consultant’s relevant experience for the assignment, (b) the quality of the methodology proposed, (c) the qualifications of the key experts proposed, (d) the transfer of knowledge, if required in the TOR, and (e) the extent of the participation of nationals among key experts in the performance of the assignment. They shall be within the indicative range of scores specified below. The maximum score for the “Participation by national experts” as indicated below shall not exceed ten (10).

Consultant’s Specific Experience	0 to 10
Methodology	20 to 30

Key Experts	20 to 40
Transfer of Knowledge	0 to 10
Participation by national experts	0 to 10
Total	100

- 1.20 The MEPA Trust shall normally divide these criteria into sub-criteria. Each criterion shall then be scored on the basis of the weights assigned to respective sub-criteria. For example, sub-criteria under methodology might be *innovation* and *level of detail*. However, the number of sub-criteria should be kept to the essential. The use of exceedingly detailed lists of sub-criteria that may render the evaluation a mechanical exercise more than a professional assessment of the proposals is not recommended. The weight given to experience can be relatively modest, since this criterion has already been taken into account when short-listing the consultant. More weight shall be given to the methodology in the case of more complex assignments (for example multidisciplinary feasibility or management studies).
- 1.21 Only the key experts should be evaluated. Since they ultimately determine the quality of performance, more weight shall be assigned to this criterion if the proposed assignment is complex. The MEPA TRUST shall review the qualifications and experience of proposed key experts in their *curricula vitae*, which must be accurate, complete, and signed by an authorized official of the consulting firm and the individual proposed. The individuals shall be rated in the following three sub-criteria, as relevant to the task:
- (a) General qualifications: education and training, length of experience, positions held, previous assignments as team expert, experience in developing countries, and so forth;
 - (b) Adequacy for the assignment: education, training, and experience in the specific sector, field, subject, and so forth, relevant to the particular assignment; and
 - (c) Experience in the region: knowledge of the local language, culture, administrative system, government organization, and so forth.
- 1.22 MEPA Trust shall evaluate each proposal on the basis of its responsiveness to the TOR. A proposal shall be considered unsuitable and shall be rejected at this stage if it fails to comply with important aspects described in the RFP. Technical proposals containing any financial information shall be declared nonresponsive.
- 1.23 The members of the evaluation committee shall evaluate proposals in accordance with the evaluation criteria specified in the RFP, independently of each other, and without any external influence from any person or entity. A proposal shall be rejected if it fails to achieve the overall minimum technical score specified in the RFP. At the end of the evaluation process, the MEPA Trust shall prepare a Technical Evaluation Report using evaluation forms used by the Secretariat. The report shall substantiate the results of the evaluation and justify the total technical scores assigned to each proposal by describing

the relative strengths and weaknesses of the proposal. Large differences in the individual scores given to a proposal for the same criterion or sub-criterion by different members shall be addressed and a justification be provided in the technical evaluation report. In the case of contracts subject to prior review, the technical evaluation report including the detailed evaluation sheets of each committee member shall be submitted to the Board for its review and no objection. All records relating to the evaluation, such as individual score sheets, shall be retained in accordance with the Consultant Procurement Guidelines.

Opening of Financial Proposals and Evaluation of Cost

- 1.24 After the Technical Evaluation Report is completed (and for prior review contracts, after the Board has issued its no objection), the Trust shall inform consultants whose proposals did not meet the minimum qualifying technical score or who were considered nonresponsive to the RFP and TOR that their financial proposals will be returned unopened after the signature of the contract. In addition, the Secretariat shall inform each of the above consultants of their overall technical score as well as scores obtained for each criterion and sub-criterion if any. The Secretariat shall simultaneously notify the consultants that have secured the minimum overall technical score of the date, time, and place set for opening the financial proposals. The opening date shall be set allowing sufficient time for consultants to make arrangements to attend the opening of the financial proposals. The financial proposals shall be opened in the presence of representatives of the consultants who choose to attend (in person or online). When the financial proposals are opened the name of the consultant, the technical scores, including the break-down by criterion, and the offered total prices shall be read aloud and recorded. The information will also be posted online when electronic submission of proposals is used. The Secretariat shall also prepare the minutes of the opening and a copy of this record shall be promptly sent to the Board and to all consultants who submitted proposals.
- 1.25 MEPA Trust shall then evaluate and compare the financial proposals in accordance with the following procedures. As stated in the RFP all prices shall be in USD or local currency. The MEPA Trust shall make this conversion by using the selling (exchange) rates for those currencies quoted by an official source (such as the Central Bank) or by a commercial bank. An internationally circulated newspaper may also be used for similar transactions. The RFP shall specify the source of the exchange rate to be used and the date of that exchange rate, provided that the date shall not be earlier than four (4) weeks prior to the deadline for submission of proposals, nor later than the original date of expiration of the period of validity of the proposal. For a time-based contract, any mathematical errors shall be corrected, and prices shall be adjusted if they fail to reflect all inputs that are included in the respective technical proposals. For a lump-sum contract, the consultant is deemed to have included all prices in its financial proposal, so neither arithmetical corrections nor price adjustments shall be made, and the total price, net of taxes understood as per paragraph 1.26 below, included in the financial proposal shall be considered as the offered price.
- 1.26 For the purpose of evaluation, the offered prices shall exclude local identifiable indirect taxes on the contract and income tax payable to the country of the MEPA Trust on the remuneration of services rendered in the country of the MEPA Trust by non-resident experts and other personnel of the consultant. In exceptional circumstances, when

indirect taxes cannot be fully identified by the MEPA Trust when evaluating the financial offers, the Board may agree that prices, for the purpose of evaluation only, include all taxes payable to the country of the MEPA Trust. The offered total price shall include all consultants' remuneration and other expenses such as travel, translation, report printing, or secretarial expenses. The proposal with the lowest offered total price may be given a financial score of 100 (one hundred) and other proposals given financial scores that are inversely proportional to their prices. Alternatively, a directly proportional or other methodology may be used in allocating the scores to the financial proposals. The methodology to be used shall be described in the RFP.

Combined Quality and Cost Evaluation

- 1.27 The total score shall be obtained by weighting the quality and cost scores and adding them. The weight for the "cost" shall be chosen, taking into account the complexity of the assignment and the relative importance of quality. The weight for cost shall normally be 20 (twenty) points out of a total score of 100 (one hundred). The proposed weightings for quality and cost shall be specified in the RFP. The firm obtaining the highest total score shall be invited for negotiations.

Negotiation and Award of Contract

- 1.28 Negotiations shall include discussions of the TOR, the methodology, MEPA Trust's inputs, and special conditions of the contract. These discussions shall not substantially alter the original scope of services under the TOR or the terms of the contract, lest the quality of the final product, its price, and the relevance of the initial evaluation be affected. Major reductions in work inputs should not be made solely to meet the estimated cost or available budget. The final TOR and the agreed methodology shall be incorporated in the "description of services" which shall form part of the contract.
- 1.29 The selected firm should not be allowed to substitute key experts, unless both parties agree that undue delays in the selection process make such substitution unavoidable or that such changes are critical to meet the objectives of the assignment. If this is not the case and if it is established that key experts were included in the proposal without confirming their availability, the firm may be disqualified and the process continued with the next ranked firm. The key experts proposed for substitution should have qualifications equal to or better than the key experts initially proposed.
- 1.30 Financial negotiations shall include clarification of the consultants' tax liability in the MEPA Trust's country (if any) and how this tax liability has been or would be reflected in the contract. Payments under lump-sum contracts are based on the delivery of outputs (or products), hence the offered price shall include all costs (experts' time, overhead, travel, hotel, etc.). Consequently, if the selection method for a lump-sum contract included cost as a factor in evaluation, the offered price shall not be negotiated. In the case of time-based contracts, payment is based on inputs (experts' time and reimbursables) and the offered price shall include experts' rates and an estimation of the amount of reimbursables. When the selection method includes cost as a factor in evaluation, negotiations of experts' rates shall not take place, except in special circumstances, such as, for example, experts' rates offered are much higher than typically charged rates by consultants for similar contracts. Consequently, the prohibition of negotiation does not preclude the right of the client to ask for clarifications, and, if the fees are very high, to ask for their change, after due

consultation with the Board. Reimbursables are to be paid on actual expenses incurred at cost upon presentation of receipts and therefore are not subject to negotiations. However, if the client wants to define ceilings for unit prices of certain reimbursables (like travel or hotel rates), they should indicate the maximum levels of those rates in the RFP or define a per diem in the RFP.

- 1.31 If the negotiations with the highest ranked consultant fail, the Secretariat shall inform the concerned consultant in writing of all pending issues and disagreements, and provide them a final opportunity to respond in writing. Contract negotiations shall not be terminated only for budget considerations. If there are still disagreements, the Secretariat shall inform the consultant in writing of its intention to terminate negotiations. Negotiations may then be terminated after obtaining a no objection from the Board. The next ranked consultant will then be invited for negotiations. The Secretariat shall furnish to the Board for review the minutes of negotiations and all relevant communications, as well as the reasons for such termination. Once negotiations have commenced with the next ranked firm, the Secretariat shall not reopen the earlier negotiations. After negotiations are successfully completed and the Board has issued its no objection to the initialed negotiated contract, the Secretariat shall promptly notify other firms on the short list that they were unsuccessful.

Debriefing by the MEPA TRUST

- 1.32 The Board shall specify that any consultant who wishes to ascertain the grounds on which its proposal was not selected should request an explanation from the Secretariat. The Secretariat shall promptly provide in writing an explanation of why such proposal was not selected. If a consultant requests a debriefing meeting, the consultant shall bear all their costs of attending such a debriefing meeting.

Rejection of All Proposals and Re-invitation

- 1.33 The MEPA Trust will be justified in rejecting all proposals only if:
- (i) All proposals are nonresponsive because they fail to respond to important aspects of the TOR or present major deficiencies in complying with the TOR in accordance with paragraph 1.21; or
 - (ii) All proposals fail to achieve the minimum technical score specified in the RFP; or
 - (iii) If the offered price of the successful proposal is substantially higher than the available budget or a recently updated cost estimate. In the latter case, as an alternative to re-invitation, the feasibility of increasing the budget or scaling down the scope of services with the firm should be investigated in consultation with the Board. However, in accordance with paragraph 1.27, any substantial reduction in the scope of services will not be acceptable and will require a re-invitation. If cost is a factor in the evaluation for a time-based contract, the number of person-months proposed by the consultant may be negotiated, provided that it does not compromise quality or adversely affect the assignment. Even in such cases, the experts' rates shall not normally be negotiated, as per paragraph 1.29.
- 1.34 Before all the proposals are rejected and new proposals are invited, the Secretariat shall notify the Board, indicating the reasons for rejection of all proposals, and shall obtain

the Board no objection before proceeding with the rejection and the new process. The new process may include revising the RFP, including the TOR, the short list, and the budget. These revisions shall be agreed upon with the Board.

Confidentiality

- 1.35 Information relating to evaluation of proposals and recommendations concerning awards shall not be disclosed to the consultants who submitted the proposals or to other persons not officially concerned with the process, until the publication of the award of contract, except as provided in paragraphs 1.23 and 1.30.

Schedule 15

Alternative Consultant Procurement Selection Process

The following are descriptions of key components of alternative competitive selection processes (other than Quality and Cost Based Selection). Each of the components of these selection processes are subject to review by the MEPA Trust Board *ex ante* and *ex post* in the selection process, as the MEPA Trust Board deems necessary.

Quality Based Selection (QBS)

QBS is used for complex or highly specialized assignments for which it is difficult to define precise TOR or assignments that have a high downstream impact and in which the overriding objective is to have the best experts. Due to the emphasis on the quality of the proposal, the RFP may request submission of a technical proposal only (without the financial proposal), or request submission of both technical and financial proposals at the same time, but in separate envelopes (two-envelope system).

Fixed Budget

This method is appropriate only when the assignment is simple and can be precisely defined and when the budget is fixed. The RFP indicates the available budget and requests the consultants to provide their best technical and financial proposals in separate envelopes, within the budget. TORs should be particularly well prepared to make sure that the budget is sufficient for the consultants to perform the expected tasks. Evaluation of all technical proposals is carried out first, then the price proposals are opened in public and prices read aloud. Proposals that exceed the indicated budget are rejected. The consultant who has submitted the highest ranked technical proposal among the rest should be selected and invited to negotiate a contract.

Least-Cost Selection (LCS)

This method is only appropriate for selecting consultants for assignments of a standard or routine nature (audits, engineering design of noncomplex works, and so forth) where well-established practices and standards exist. Under this method, a “minimum” qualifying mark for the “quality” is established. Proposals, to be submitted in two envelopes, are invited from a short list. Technical proposals are opened first and evaluated. Those securing less than the minimum qualifying mark are rejected, and the financial proposals of the rest are opened in public.

Consultants’ Qualifications (CQS)

This method may be used for small assignments for which the need for preparing and evaluating competitive proposals is not justified. In such cases, the Secretariat should prepare the TOR, request EOIs and information on the consultants’ experience and competence relevant to the assignment, establish a short list, and select the firm with the most appropriate qualifications and references. The selected firm should be asked to submit a combined technical-financial proposal and then be invited to negotiate the contract.

Schedule 16

Environmental Management Framework

Activities	Potential Environmental Impacts	Associated Mitigation Plans
<p>Manage Dive Sites</p> <p>Manage Snorkeling Sites</p>	<p>Damage to coral and reef areas from mismanagement of dive/snorkeling operations, specifically from:</p> <ul style="list-style-type: none"> (i) Excessive dives and damage to sensitive areas (ii) Extraction of reef materials (iii) Improper moorings of boats <p>Inadequate monitoring of reef health, damage, invasive species, etc.</p> <p>Disruption to fish species from feeding by divers/snorkelers</p>	<ul style="list-style-type: none"> - An assessment of the reef area by a trained marine scientist/coral reef ecologist to determine optimal number of dive/snorkeling sites within the MPA limits within the carrying capacity of the site. In addition they would assess information on reef form, fish communities, reef health, sensitive areas, and other such reef attributes. - Sensitive areas (such as those recovering from recent physical damage, areas with large concentrations of soft corals and branching hard corals and areas with high concentrations of coral recruits) should be flagged as “no dive” areas or areas where only experienced divers are allowed to dive. - A dive site map created and used as part of the orientation for the divers. Consideration should be given to depth ranges, wave action, visibility, and currents. - Measures (including fines and sanctions) to stop divers/snorkelers from taking living/nonliving materials from the reef. Instill sense of environmental stewardship by educating divers/ snorkelers about collecting marine debris (such as plastic bottles, aluminum cans etc.). - Proper moorings to prevent shifting or breaking, which may cause damage to the reef by boats or mooring chains/cables. Anchoring of boats at dive sites should be strictly forbidden. Dive/snorkeling operators informed of size/capacity of moorings. - Permanent transects should be used to monitor the reef. Photo/video inventories used to measure reef deterioration to inform dive/snorkeling operations. Dive/snorkeling operators can also do ongoing checks of reef health, reporting evidence of coral disease, coral bleaching, physical damage etc. A fish species list can also be used (divers/snorkelers can check-off types of fish they see) to monitor any significant changes in the fish populations or evidence of invasive species. - Prohibit feeding of fish during dive/snorkeling operations so as to not disturb fish and marine mammal populations.

Activities	Potential Environmental Impacts	Associated Mitigation Plans
		<ul style="list-style-type: none"> - Sound environmental practices in dive shops to deal with waste management, safety, sewage disposal and, boat operations.
Manage Non-Motorized Water Sports	<ul style="list-style-type: none"> - Damage to reefs from inadequate zoning - Improper storage and cleaning of equipment; impacts on ecosystems - Removal of shoreline vegetation 	<ul style="list-style-type: none"> - Zones must be developed to ensure safe areas for such activities, avoiding damage to reefs and other sensitive areas. - Proper storage of water sports equipment at a specific location, not negatively impacting beaches or sand dunes. Cleaning of equipment, especially with soaps or oily substances should not be done close to or in the water. - No removal of shoreline vegetation should be done to facilitate this activity (restrict access to shoreline).
Sea Turtle Nesting Watching	<ul style="list-style-type: none"> - Disturbance of sea turtles due to close proximity by tourists, noise, flash photography - Poor awareness of sea turtle conservation 	<ul style="list-style-type: none"> - Tourists kept at a “safe” distance beyond the location of the nest i.e. they should not be in the area between the high water mark and the location of the nest. - Excessive noise should be avoided; use of bright lights and flash photography should be discouraged. - Activity should be informed with lessons on sea turtle conservation.
Turtle Nest Protection	<ul style="list-style-type: none"> - Inadequate protection measures relating to turtle nesting - Poor public awareness of nesting activities 	<ul style="list-style-type: none"> - Trained personnel in sea turtle nesting behavior. - Regular beach combing to monitor nesting activity; appropriate use of GPS markers or landmarks, with dates to record nesting/hatching. - Education on turtle conservation to nearby homes, hotels, and restaurants so that they can assist in monitoring against poachers and animals during the incubation period. - Nesting area adequately protected against light (redirected, changed, or turned off), and roadways (a small soft barrier between the nest and roadway), especially just before the hatching date. - Use of bright lights/flash photography discouraged. Red lights can be used.
Visitor Center	<ul style="list-style-type: none"> - Large footprint of visitor center, damage to sensitive habitats - Improper adherence to local building codes; inadequate solid waste management system 	<ul style="list-style-type: none"> - The footprint of the center should be at a minimum while achieving form and function. Sight of the facility should avoid very sensitive habitats. - Visitor centers should conform to local building codes, especially as they relate to set-back limits from coastlines, and sewage disposal. A comprehensive solid waste management system should be implemented and effectively managed. - Alternative sources of energy should be considered, but at the very least, energy conservation mechanisms

Activities	Potential Environmental Impacts	Associated Mitigation Plans
		should be in place; green architecture should be a distinct feature of this structure.
Boardwalk	<ul style="list-style-type: none"> - Removal of vegetation to construct boardwalk - Damage to sand dunes from foot traffic - Use of short-lived and non-recycled materials; toxic weather coating paints 	<ul style="list-style-type: none"> - Minimal vegetation removal (especially in mangrove areas); utilize option to raise the boardwalk and meander it over and around the trees. - Boardwalk traversing sand dunes should be minimal and aim to reduce foot traffic over multiple points of the sand dunes and limiting it to the boardwalk. - The material used for the boardwalk should be long lasting, with consideration given to recycled materials. Toxic weather-coating paints must not be used.
Artificial Reefs	<ul style="list-style-type: none"> - Damage to nearby coral and ecosystem changes in patterns of plank tonic food supply from improper design/ placement of artificial reef structure - Use of improper materials to serve as the artificial reef structure; pollution - Excessive fishing at artificial reef sites 	<ul style="list-style-type: none"> - A coral reef restoration expert should design the type, number and placement of the artificial reefs structures; installation should not result in loss of coral from the surrounding areas, and the artificial structures should be anchored properly. - The placement of the artificial structures should not alter the water currents significantly that it leads to change in patterns of the plank tonic food supply. - Use of old ships as artificial reefs must be carefully considered, as all oils and other harmful agents have to be thoroughly removed from the vessel before it is sunk. - Measures should be put in place to prevent fishermen from exploiting these artificial reefs for fishing.
Multiple-Use Zones Demarcation	<ul style="list-style-type: none"> - Poor demarcation of multiple-use zones - Improper mooring of anchors and buoys, inadequate monitoring 	<ul style="list-style-type: none"> - Upon agreement on zones for various uses, a map should be prepared to guide the physical demarcation of the site. - Mooring buoys should be used; mooring anchors must be carefully placed so that they do not drift or drag along the sea floor causing possible damage to the reef; mooring lines should be far away from the reef so they do not touch the reef during heavy wave action. Moorings should be checked regularly to reduce the likelihood of being disconnected from the anchor and creating marine debris.
Sand Dune Restoration	<ul style="list-style-type: none"> - Inadequate information about dune/ beach/ mangrove characteristics 	<ul style="list-style-type: none"> - An assessment of the dune/beach site characteristics done prior to restoration work. Includes review of historical data, design of restorative profile, amount of sand required, source of sand, species inventory, types of vegetation needed, etc.
Beach Vegetation Restoration	<ul style="list-style-type: none"> - Improper restoration relating to vegetation; impacts on other marine areas 	<ul style="list-style-type: none"> - Local vegetation planted and characteristic of the sand dune/beach vegetation; no new species should be introduced.

Activities	Potential Environmental Impacts	Associated Mitigation Plans
Mangrove Restoration/ Maintenance	<ul style="list-style-type: none"> - Damage to mangrove from use of heavy machinery 	<ul style="list-style-type: none"> - Soft solutions (such as improving vegetation cover) explored before exploring hard construction-type solutions involving heavy machinery. Should not impact other adjacent marine areas such as seagrass beds. - Vegetation profile of beach should be taken into consideration, as various species have specific sea spray and wind tolerance regimes. - Hard structures must be removed from the beach, especially between the high water mark and the sand dunes -this would reduce the interference of sand movement.
Bird Watching	<ul style="list-style-type: none"> - Disturbance to bird species due to inadequate consideration of nesting/mating habits; and excessive trips scheduled - Accidental transfer of invasive species due to negligence - Improper waste disposal during trips; oil leaks from boats 	<ul style="list-style-type: none"> - Guides trained in best practices by an ornithologist; trips scheduled after consideration of species-specific mating and nesting habits (time of year, time of day, etc.), to not cause unnecessary disturbances. Carrying capacity calculated to ensure that minimal numbers of visitors and minimal frequency of trips. - Care taken by the bird watchers not to transfer invasive plant/animal species from one area to another. - Trips must make allowances for restroom stops (if trips are long), and deal with all garbage generated on the trip. Boats must be well maintained and not leak oil. Ideally, the engines should be quiet, or non-motorized boats should be considered.
Marine Mammal Watching	<ul style="list-style-type: none"> - Disturbance due to inadequate information about species habit, characteristics etc. leading to improper guidance for organized trips - Injury to marine mammals from boat operations, including from propellers 	<ul style="list-style-type: none"> - An assessment of the marine mammal(s) carried out for site-specific information on species habit, temporal variations in movement, migratory patterns, feeding habits, social relationships, etc. to provide proper guidance for trips including minimal disturbance to the mammals. - Safe viewing distance must be established and observed at all times. Number and frequency of trips should be agreed by the operators (under guidance) and followed. - Persons should be well trained in boat handling, and propellers properly guarded to avoid injury especially to slow moving mammals (e.g. manatees).
Scientific Research	<ul style="list-style-type: none"> - Damage to species from improper sampling techniques; introduction of invasive species - Protection of information about location of rare species 	<ul style="list-style-type: none"> - Non-extractive and non-destructive sampling should be preferred. If any removal and relocation of live specimens is done, care must be taken not to introduce these species into new areas where they may become invasive.

Activities	Potential Environmental Impacts	Associated Mitigation Plans
		<ul style="list-style-type: none"> - Sensitive information discovered from scientific research, such as location of rare species, should be given privileged access rather than open access.
Development of Alternate Livelihoods	<ul style="list-style-type: none"> - Negative environmental impacts from the alternate livelihoods activities 	<ul style="list-style-type: none"> - The alternative livelihood developed should not have equal or greater negative environmental impact than the livelihood being displaced. - Ideally, there should be no negative environmental impact. Studies, such as those under the OPAAL project, should be used to guide the development of this activity. - Residual material from previous livelihood (such as fish pots, nets, etc.) should be disposed of properly, or recycled into other products.
Education and Outreach	<ul style="list-style-type: none"> - Misguided messages can lead to promotion of poor practices or non-acceptance of best practices - Inaccuracy of messages - Increased use of paper 	<ul style="list-style-type: none"> - The information transferred to the audience must be carefully constructed; it must be accurate, unbiased and clear. Attention must be paid to highlighting sound environmental practices, therefore, these must be well-researched and applicable to the subject matter and the audience - Excessive use of paper should be discouraged; reuse and recycle paper where possible.

Schedule 17

Process Framework for Mitigating Potential Livelihood Impacts

Principles for Mitigating Potential Livelihood Impacts

[To be discussed with CBF And the Department of the Environment – note that language in prior draft is taken from the World Bank Project Appraisal Document]

1. **Minimizing Social Impact.** The MEPA Trust shall avoid funding projects with negative social impacts that involve loss of livelihood or land. All proposed conservation strategies must take into account actual practices of resident and/or user communities in each affected Protected Area compatible with conservation. If a project proposes to limit access to natural resources and/or areas, the following safeguards must be satisfied:
 - (a) The project must ensure that Government (SIRF), CBF and other donor funding is not being used towards activities that result in the loss of land or livelihood;
 - (b) The project must demonstrate that if indeed some loss must occur, it is being done in accordance with the relevant laws and permissions of the Government of Antigua and Barbuda.
 - (c) All necessary and applicable protocols have been carried out. Including all appropriate and legally required permissions obtained, compensation paid, and evidence has been submitted to the MEPA Trust of compliance with such protocols and payment of such compensation prior to any advance of MEPA Trust funds.
2. **Adherence to Sustainable Development Action Plans (SDAPs).** The Trust, where possible, should adhere to relevant national and regional Sustainable Development Action Plans and programs and keep them under the review of the Board. *[to be developed further]*
3. **SDAP Monitoring and Evaluation**

SDAPs should include process and outcome indicators in line with the M&E Guidelines. Particular attention should be paid to monitoring the re-establishment of socioeconomic conditions of target populations, recovery of protected resources and areas, and effectiveness of enforcing restrictions.

Schedule 18

External Audit Terms of Reference – To be **Provided by the Secretariat**

[To be completed]