ANNEX I: TERMS OF REFERENCE TECHNOLOGY TRANSFER EXPERT

Background:

Fundación Chile will implement the project " Building a Climate" Resilient Water Investment Pipeline Program to "Maximize Water Preservation and Mobilize Private Finance in Chile" (CHL-RS-014), funded by the Green Climate Fund (GCF). The project aims to develop climate-resilient investment strategies for the water sector, mobilize private financing, strengthen national capacities, and prepare a Funding Proposal for the GCF. This consultancy will contribute to achieving the project's objectives, results, and deliverables.

Scope of work:

Evaluate and design the legal and contractual arrangements necessary to acquire, license, adapt, transfer, operate, and scale technologies related to the selected water projects . The consultant should assess viability of selected water technologies from the technology availability and costs in Chile. It should embrace but not be limited to: intellectual property, software (if applicable), data (if applicable), licenses, and regulatory environment for implementation in Chile. For the selected technology solution which will become part of the project criteria, consultant shall propose contractual terms that adequately distribute risks and ensure performance, licensing and spare parts cost coverage , costs of capacity building and maintenance certified training (if applicable). The consultant will also be expected to analyse if and which elements of the technology transfer shall be financed from the technical assistance provided alongside the investment line (in case market failures are identified in respect to technology transfer). The consultant will work with national technical, financial, legal, and environmental and social specialists; consult with suppliers, technology centers, rights holders, promoters, and funders; and prepare inputs for D6, D10, and the Funding Proposal .

This is an individual consultancy, primarily remote, with availability for meetings in Chile and international coordination.

Deliverables under your direct responsibility:

- Map of technological needs, providers and access methods by project type, including maturity, availability, local capabilities and applicable restrictions. The mapping shall include indicative price ranges and key commercial terms for each access method, together with a total cost of ownership comparison over the expected asset life across relevant modalities, such as outright purchase, licence, lease, SaaS, performance-based or energy/water-savings contracts, joint ventures and local manufacturing. Cost and technical parameters shall be reconciled with the National Engineering Expert to ensure consistency across the project's technical and financial analyses.

- Preliminary legal assessment of intellectual property, licensing, software, data, confidentiality, freedom of operation and third-party risks. Identified intellectual property, freedom-to-operate and third-party risks shall be accompanied, where feasible, by an indicative likelihood and financial exposure, so that they can be appropriately provisioned or incorporated into the project's risk and sensitivity analysis.

- Technology transfer strategy by type: test or pilot, adaptation, certification, training, support, operation, scaling and eventual localization. The strategy shall include the incremental cost and timing of each stage, distinguishing one-off and recurrent costs, and identifying, where applicable, which costs are eligible for GCF financing, which are expected to be co-financed, and which would be borne by the private sponsor. For imported technologies, the analysis shall also identify import content, applicable duties and VAT, foreign exchange exposure and payment currency, so that these elements can be incorporated consistently into the economic and financial analysis.

- Indicative contract package for licenses, supply or services, installation, acceptance testing, performance, warranties, O&M, data, IP, training, liability and dispute resolution. Performance guarantees, availability guarantees, warranties and liquidated damages shall be summarized in quantified form, including, where applicable, guaranteed performance levels, caps on liability and damages formulas. Contractual payment schedules shall also be provided in a format that can be directly incorporated into the project cash-flow model.

- Monitoring record of technologies and suppliers and final inputs for manuals, investment strategy and Funding Proposal. Final inputs shall include a technology cost and risk data sheet for each prioritized technology, provided in editable Excel format and structured to feed directly into the economic and financial analysis annex of the

Funding Proposal. The source and base year shall be stated for each price and cost assumption.

- Technology adoption and scaling strategy for prioritized investment lines, including analysis of barriers, incentives, required capabilities, and transfer mechanisms. Barriers and incentives shall be quantified where feasible, including the cost premium relative to incumbent technologies, expected learning or cost-reduction effects associated with scaling, and the estimated incremental cost that may need to be covered through concessional finance. These inputs shall be structured to support the incremental cost, additionality and paradigm-shift rationale of the Funding Proposal and shall be coordinated with the Economic and Financial Analysis Expert.

Deliverables for which it will provide support:

- D6.2. Technical specification of project portfolios, including the identification of technologies, suppliers, costs, risks and required capabilities.
- D10.1–D10.3. Design of the investment line, technical assistance, acquisitions, contractual arrangements and implementation strategy.
- D10.4. Preparation of the Funding Proposal to the GCF and relevant annexes.

Minimum requirements

- Professional degree in law, economy, engineering or related subjects.
- At least 5 years of specific experience in technology transfer, licensing, intellectual property and negotiation or drafting of technology contracts in water related sectors
- Experience working in multi-disciplinary teams providing technology transfer research and analysis to define investments, including technical assistance, financial structuring and contracts.

Language:

Professional Spanish and English, spoken and written.

Desirable requirements

- Postgraduate degree or specialization in intellectual property, technology transfer, contracting, technology law, international trade or related areas.
- Experience in water technologies, infrastructure, climate tech , cleantech or adaptation solutions.
- Experience with supply contracts, EPC/O&M, SaaS, performance services, joint ventures, collaborative research or technology localization.
- Experience in drafting proposals for financing by international organizations is a plus.
- Experience in technology transfer on international market sand risk assessment associated with IP, data, performance, support and continuity is a plus

Knowledge of the applicable Chilean framework a**Background information for applying**

- Updated curriculum vitae, indicating months/years, functions and relevant experiences.
- Brief letter of motivation and suitability to the profile (maximum 2 pages).
- Availability and price proposal (indicate currency, taxes and format).
- Verifiable references and declaration of conflicts of interest.

Duration, level of effort and financial proposal

- The consultancy is expected to be carried out over approximately 18 months. The level of effort will be intermittent and will vary according to the project workplan, technical activities, deliverable schedule and review milestones.
- The consultant must ensure adequate availability during critical periods of analysis, preparation and integration of deliverables, coordination with the project team, preparation of the GCF Funding Proposal and related review iterations. The consultant shall remain available throughout the contractual period to respond to comments, clarification requests and reasonable revisions arising from the integration of deliverables and the preparation and review of the Funding Proposal.
- The consultancy will be contracted under a professional services arrangement. Payments will be linked to the delivery and acceptance of agreed outputs and milestones.
- Applicants must submit a financial proposal indicating the estimated total cost of the consultancy, considering the scope of work, deliverables and expected level of effort described in these Terms of Reference. The proposal must indicate the currency and applicable taxes.

- The proposed amount must include all costs necessary to perform the consultancy. No additional travel, accommodation or per diem expenses will be reimbursed for consultants residing outside Santiago in connection with meetings or in-person activities required under the assignment. These costs must be covered by the consultant and considered in the financial proposal.