

**Terms of Reference**  
**Procurement of Legal Consultancy Firm for Tenant Agreement and Policy Documents**

***This document is issued in draft form for the purpose of the Expression of Interest (EOI) process. The complete and finalized Terms of Reference (TOR) will be provided only to the shortlisted consultants.***

The Sri Lanka Institute of Biotechnology (SLIBTEC) intends to appoint a suitably qualified and experienced legal firm to provide comprehensive legal advisory and drafting services in connection with the development and operation of the **SLIBTEC Innovation Park**, a biotechnology industrial park to be developed as a global hub for biotechnology innovation.

The selected lawyer shall provide legal services including, but not limited to, the following:

**1. Lease Structure and Framework**

- Advise on the optimal legal structure for leasing land plots within the Innovation Park for a **lease period of up to 30 years**, including renewal, extension, or termination mechanisms.
- Develop a standardized leasing framework suitable for multiple tenants, including local and foreign biotechnology companies.
- Advise on rights and obligations of lessor and lessees in relation to land use, infrastructure, common facilities and shared services.

**2. Drafting of Lease Agreements and Negotiation Support**

- Draft comprehensive and legally enforceable **Lease Agreements** for land plots within the Innovation Park, tailored for each tenant, considering the biotechnology aspects and related industrial activities.
- Ensure lease agreements address, inter alia:
  - Permitted use of land and facilities
  - Development and construction obligations of tenants
  - Infrastructure and utility provisions
  - Service charges and fee-based services provided by SLIBTEC
  - Lease rentals, escalation mechanisms and payment terms
  - Compliance with environmental, biosafety, waste management and regulatory requirements
  - Split intellectual property rights and/or related commercial benefits arising from innovations developed within the SLIBTEC Innovation Park
  - Restrictions on assignment, subleasing and transfer
  - Maintenance, insurance and indemnity provisions
  - Default, remedies, termination and handover conditions
  - Dispute resolution mechanisms and governing law
- Support SLIBTEC in negotiations with prospective tenants on lease terms and related legal matters.
- Review and provide legal opinions on proposed deviations or amendments requested by tenants.

**3. Advisory on Ancillary Agreements and Policies**

- Advise on and draft ancillary agreements or legal documents required for the operation of the Innovation Park, including:
  - Service agreements for utilities, common facilities and support services
  - Rules, regulations and operational guidelines for tenants
  - Critically review the legal aspects of the policies developed by SLIBTEC on biosafety, environmental compliance, waste management and occupational health (in coordination with technical experts, where necessary).

## **Deliverables**

The selected law firm shall be retained for a period of two years and required to deliver the following as the timeline specified in the Request for Proposals (RFP), as applicable to the requirements of SLIBTEC Innovation Park:

### **1. Draft Standard Lease Agreement**

- A comprehensive, standardized Lease Agreement for land plots within the SLIBTEC Innovation Park, suitable for long-term leases of up to 30 years, incorporating SLIBTEC's commercial, operational and regulatory requirements.

### **2. Finalized Lease Agreements**

- Customized and finalized Lease Agreements for individual tenants, incorporating negotiated terms approved by SLIBTEC.

### **3. Ancillary Legal Documents**

- Drafts of ancillary agreements, rules, policies and legal instruments required for the operation of the Innovation Park, including service agreements and tenant regulations, where requested.

### **4. Revisions and Updates**

- Updated versions of documents to reflect changes in law, policy, or project requirements during the term of engagement.

All documents must comply with Sri Lankan law and be approved by the SLIBTEC Board of Directors before acceptance.

## **Confidentiality Clause**

The Consultant shall sign a Non-Disclosure Agreement with SLIBTEC and treat all information, documents, data, reports, agreements, and any other materials obtained or generated in connection with this assignment as strictly confidential. Such information shall not be disclosed, published, or communicated to any third party without the prior written consent of the SLIBTEC.

## **Reporting Requirements**

### **1. Progress Updates**

- Provide periodic progress updates to SLIBTEC, either in writing or through meetings, on the status of assigned legal tasks and deliverables.

### **2. Consultation Meetings**

- Attend meetings (physical or virtual) with SLIBTEC officials as required to discuss legal issues, draft documents and negotiation matters.

### **3. Submission of Drafts**

- Submit draft documents within timelines agreed with SLIBTEC, allowing sufficient time for review and comments.

4. **Final Submissions**

- Submit finalized legal documents incorporating comments and instructions provided by SLIBTEC.

5. **Availability and Responsiveness**

- Maintain reasonable availability to respond to legal queries and provide advice within agreed response times.