

Request for Proposals

Firm Specializing in Licensing and Intellectual Property Matters

October 9, 2009

1. The WHL Group (WHL) invites qualified individual Consultants to apply for the following position: **Licensing and Intellectual Property Expert**
2. Interested bidders must submit both a technical and financial proposal. The proposals must be submitted in hard-copy format in one envelope containing two separate, sealed envelopes: one for the technical and one for the financial proposal. Both proposals must be signed. They must contain:

Technical Proposal:

- a) Expression of understanding of the assignment;
- b) Demonstration of experience with firm confidentiality and licensing of intellectual property;
- c) A proposed work plan for undertaking the assignment, including key activities and milestones, time allocations and assumptions about client requirements;
- d) Project manager / team details, with CVs;
- e) An indication of availability from January through December 2010. It is expected that the project will require a total of 20 consultant days over this time period.

Financial Proposal:

- f) Proposed fees and costs, broken down by key components, for completing the assignment based on the work program in the TOR
3. The budget estimated for the position is approximately \$10,000.
 4. All proposals must be submitted to the address below. Proposals should be in the English language and contain all information requested above and as per the Terms of Reference. Firms are welcome to bid.

The deadline for submission: Friday 18th December at 5pm, to whl.travel Americas, LLC at 3250 NE 1st Ave, #1117, Miami, FL 33137. All proposals must remain valid for three weeks. For any clarifications or further inquiries about this notice, please send by email before 15th December to openings@whlconsulting.com.

5. Eligibility: Firms must be legal entities registered in an Inter-American Development Bank Member country. Member countries can be viewed at: <http://www.iadb.org/aboutus/i/members.cfm>.

6. The Selection Criteria are:

<u>Criteria</u>	<u>Points</u>
(i). Demonstration of experience in the type of development work required by the assignment	30
(ii). Adequacy of the proposed work plan and methodology for undertaking the assignment (as per the Terms of Reference)	30
(iii). Qualifications and competence of the key staff for the Assignment	20
If shortlisted:	
(iv). Proposed fee	20
TOTAL	<u>100 Points</u>

7. A firm will be selected based on the above selection criteria. The top scoring technical proposals will be shortlisted. The minimum score required in order to be shortlisted is 60 (of the 80 total before reviewing the financial proposal). WHLC will only review the financial proposals of three shortlisted firms. Finally, the firm achieving the highest score based on both the technical and financial proposal evaluations will be invited for negotiations. Subsequently, a contract will be issued.
8. Confidentiality: All data and information received from WHL Consulting for the purpose of this assignment are to be treated confidentially and are only to be used in connection with the execution of these Terms of Reference. The contents of written materials obtained and used in this assignment may not be disclosed to any third parties without the expressed advance written authorization of WHL Consulting.

Further details on the services are provided in the attached Terms of Reference. This assignment is expected to commence during the second week of January 2010.

Yours sincerely,



Zachary Rozga
Executive Director

TERMS OF REFERENCE
FOR
LICENSING AND INTELLECTUAL PROPERT EXPERT

BACKGROUND

whl.travel Americas, LLC (WHLA) is the regional branch of the WHL Group (WHL). WHLA is the executing agency of the project, Sustainable Market Access Project, which is a project under the Sustainable Tourism Cluster (STC) in the Multi-lateral Investment Fund (MIF) a part of the Inter-American Bank Group (IADB). This project is being run in association with WHL Consulting (WHLC), a specialized unit of WHL, which focuses on technical assistance and capacity building for enterprises at the destination level. WHL has developed a unique business model for enabling micro, small and medium-sized enterprises (MSME) to be listed and sold online, whilst limiting revenue leakage. The business model involves having locally owned and operated e-marketplace web portals connected to a global network (providing hosting, payment gateways, booking engine and web marketing) and utilizing a common management system.

This e-marketplace model was designed and built from the ground up to meet the special needs of MSME accommodation providers in the developing world, and has proven to be very successful in reaching a community of accommodation providers who have not been well served by existing e-marketplace models. The new model has also allowed booking commissions to be retained on-shore in the developing countries, further reducing the “leakage” of tourism profits from the developing world. New ratings schemes called “caring for the customer” and “caring for the destination” have been added to the WHL sites to encourage MSMEs to improve customer service and to engage in proactive sustainability initiatives.

WHLC works with the product providers in the developing world (mostly the smaller local hotels, guesthouses and tour / activity operators) to assess market readiness (readiness for groups like whl.travel, Expedia, Orbitz and others to sell online); to develop high quality digital content needed for global distribution in the online world; to build capacity; leverage renewable energy practices; and to assist with access to finance. WHLC also has a strong commitment to sustainable travel and has built a focus on sustainable development into all the consulting products and programs in practice.

With the MIF STC, WHLA is implementing a project in the Latin America Caribbean region, specifically one destination in Mexico, Brazil, Guatemala and the Bahamas. The goal is to provide tools to MSME product owners to be able to participate in the global online marketplace through a variety of activities and tools unique to WHL and WHLC. To meet the overall goals WHLA with WHLC has devised a set of tools and activities that will be rolled out in each of the destinations. The WHLC tools to be employed are the Sustainable Market Readiness Assessments (SMRA), the Sustainable Content Collection Exercises (SCCE) and Sustainable Market Access Training Seminars (SMATS). In addition, WHLA will be constructing e-commerce websites. Finally, jointly the two entities will be developing a tool called the Tourism Development Bank (TDB) which will allow for this program of activities to be replicated in other destinations.

OBJECTIVES

The overall objective of the project and the work by WHL is to improve market access for MSME accommodation and activity providers through a cluster marketing strategy in the Latin America and Caribbean Region. The WHL program will help them to more effectively market to the growing independent traveler (FIT) market. The tool to assess the SMEs, Market Readiness Assessment (MRA), has the objective to identify accommodation products ready to participate in marketing directly to a global audience via e-commerce channels, as well as those nearly ready or not ready at all.

The vast majority of benefits gained by delivery of Market Access Program are directly aimed at the SMEs and provides them with the tools to enable them to get more customers in their door. However, it is understood that low income or low occupancy SMEs (small hotels, bed & breakfasts, hostels, etc) do not have ready cash to pay for the services being provided in the project. To overcome this hurdle WHLC has developed a new “barter system” for this exchange of services. In this new system the SMEs are required to “pay” for the capacity building services through a new concept called the “Tourism Development Bank.” WHLC is able to take what SMEs have, excess rooms, and convert them into cash. This gives the SMEs a stake in their own development without having to invest cash they do not have, and brings the overall project cost to the project donor way down.

The commercial booking business of WHL is an existing franchise opportunity where local partners in each of the destinations own, operate and manage the booking business. WHL provides them the technology, technical support and global marketing. The MIF has seen similar opportunities to franchise out elements of the operation of the WHLC Capacity Building services: SMRA, SCCE and SMATS. The franchising on the operations side is seen as important by the project to be able rapidly scale up the activities to include destinations outside of the 3 pilots. The shape and form of the franchise or license is to be decided in the project.

The consultant will be hired as an advisor to the Project to help scope the legal and business issues for the franchising or licensing of the WHLC tools and products. This work will also include recommendations on how to ensure that quality standards are met so that data collected by multiple operators can be used reliably.

In addition, due to the nature of consulting work there is some concern of the potential of “copy-cat” or “pirate” versions of the tools developed by WHLC under the scope of the MIF project that would harm the overall reputation of the program and could potentially destroy the market for the products and services. It is therefore seen as important that the Intellectual Property, particularly of the Tourism Development Bank is protected.

SCOPE OF WORK

Working closely with the appointed WHLC task team leader, tasks the consultant will undertake, will include:

- Provide council on the requirements to protect the intellectual property of WHLC.
- Advise on best course of action towards protecting the tools in each country of operation.
- Create a licensing or franchising structure for the identified tools of WHLC.
- Draw up documentation templates (contracts or agreements) for licensing or franchising for the identified tools of WHLC

The work done by the consultant will be performed at the consultant's home base and potential visit to WHL Americas office in Miami, FL or Seattle, WA.

DELIVERABLES

The following is a list of the anticipated deliverables. The exact deliverables will be decided on conclusion of contract.

- Terms and condition of use document for enterprises that will use the Tourism Development Bank
- Licensing agreement template specifically for 3rd party use of the Market Readiness Assessment and the Market Access Training Seminars
- Confidentiality or non-disclosure agreement for 3rd parties involved in the development or deployment of the overall market access program
- Plan or roadmap for protecting the Intellectual Property of the WHLC with different cost-based options

QUALIFICATIONS

Successful Applicants should:

- Have a university degree, preferably a masters or JD.
- Have relevant service industry licensing or franchising experience.
- Have at least five years practical experience working in the topic of the licensing or franchising.
- Have experience working in developing legal frameworks, financial considerations and trade methodology;
- Able to work flexible hours and manage their own time efficiently.
- Regular access to email and Skype for correspondence, coordination and virtual training with WHLC prior to and during implementation.

REMUNERATION

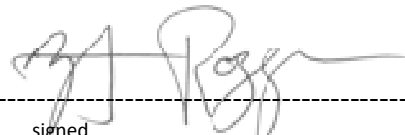
The contract will be a lump sum contract for fees. Fees will be commensurate with past experience and in line with project budget allocations. Reimbursable expenses will be at the cost of the project either as a reimbursable expense or paid directly by the project. All reimbursable expenses will be paid out *at cost* with corresponding documentary evidence.

REPORTING

The consultant will report to Zachary Rozga, Project Executive Director.


signed

Prepared by: Jodi McKeeman
Date: 9 October 2009


signed

Approved by: Zachary Rozga
Date: 9 October 2009