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When Replying Please Quote

Ref: PPPD/O&S/RFP/05/2024-2025

09th May, 2025

REF: REQUEST FOR PROPOSALS (RFP) FOR PROVISION OF CONSULTANCY SERVICES FOR TRANSACTION ADVISORY SERVICES FOR DEVELOPMENT OF TRANSMISSION LINES PROJECTS THROUGH SOLICITED PUBLICPRIVATEPARTNERSHIPS PROJECTS.

RFP NO. PPPD/O&S/RFP/05/2024-2025

ADDENDUM II

The National Treasury and Economic Planning, has issued an addendum to the request for proposals (RFP) for provision of consultancy services for Transaction Advisory Services for Development of Transmission Lines' Projects through Solicited Public Private Partnerships Projects.

All other terms and conditions remain the same.

HEAD, SUPPLY CHAIN MANAGEMENT SERVICES
FOR: PRINCIPAL SECRETARY/THE NATIONAL TREASURY

ADDENDUM II-RFP FOR TRANSACTION ADVISORY SERVICES FOR DEVELOPMENT OF TRANSMISSION LINES PROJECTS THROUGH SOLICITED PUBLIC PRIVATE PARTNERSHIPS PROJECTS

S/No	Query	Clarification
1.	Instructions to Bidders clarified	<p>Bidders are required to submit hard copies in accordance with Clause 17.5.</p> <ul style="list-style-type: none"> • Binding of Documents Tender documents must be securely and firmly bound. The use of spring files, box files, or loose-leaf binding is not permitted. Spiral bound submissions are not permitted • Table of Contents Each submission must include a clear and comprehensive Table of Contents, appropriately referencing the sections and page numbers of the bid. • Pagination/Serialization All pages of the bid document must be paginated or serialized in continuous ascending order from the first page to the last in this format; (i.e. 1, 2, 3...n where n is the last page) using indelible ink (Mandatory)
2.	Liability. The Consultant request that members of the JV are not jointly and severally liable as it affects our ability to provide PI cover (proposed Technical Advisor is not insured to provide financial or legal advice.	The members of the Joint Venture (JV) shall be jointly and severally liable. The Lead Consultant is allowed to obtain professional indemnity insurance on behalf of all consortium/JV members.

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3.	Number of Joint Venture Members	The maximum number of members allowed in the Joint Venture (JV), as specified in Clause 6.2 of the ITC, has been increased to four.
4.	<p>Assignment Duration. In our experience, 20 months to reach financial close for such a deal is optimistic. We normally see periods closer to 36 months. We request that the '20 months from contract signing date' is waived and that the Consultant can propose the time they believe is deliverable. Alternatively, please confirm that the 20 month duration excludes</p> <p>a) time for the Client to review and approve deliverables;</p> <p>b) the RFP period identified in the Market Sounding process</p> <p>c) any delays to the procurement process caused by the Client and/or Private Sector.</p>	The appointed Transaction Advisor (TA) is expected to complete the assignment within 20 months. Phase I should be concluded within 6 months from the date of contract signing, and Phase II within 20 months, As per the deliverables schedule provided in the Terms of Reference (TOR), please refer to Topic 8: <i>Deliverables of the Assignment</i> on page 88 of the RFP.
5.	Documents Constraint. Please confirm the Client is not making any constraints of documents and software it proposes to use	No constraints are being made on this.
6.	No. of Tender Packages. Are all the powerlines shown in Table 2 to be procured under a single deal or as separate deals?	As responded under Item 3 in Addendum 1, the decision on whether to procure one private party through a single concession agreement or several shall be informed by the feasibility study outcome of Phase 1. The Transaction Advisor shall justify and advise on the most effective

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		procurement strategy whether the projects are to be procured as a single lot through one concession agreement or separate concession agreements. This advice shall be taken into consideration.
7.	Key Experts. Is the role of the Key expert K-3 to be staffed by an International person or a Kenyan National	The decision on whether to staff any of the Key Experts including K-3 by an International person or a Kenyan national is at the discretion of the bidder. To score the full 5 marks under the RFP Data Sheet provided for participation by Kenya citizens among proposed Key Experts, bidders need to show a minimum involvement of 4 Kenyan Nationals among key experts.
8.	RAP. For the avoidance of doubt, the scope is only to prepare the RAP and not to deliver it too. Normally, bidders would expect the RAP to be substantially delivered before the Construction Period commences	The Scope involves preparation of RAP including negotiation of easements. The Transaction Advisor is expected to assist in implementation where needed.
9.	Transmission line lengths. Please advise on the approximate lengths of the 220kV Kwale–Shimoni line and the 132kV Meru–Maua line.	Please refer to Annex 3, as submitted with Addendum 1
10.	Financial Tender Evaluation. The Consultant understands that financial tender evaluation is excluded from his services.	The evaluation of bids shall be conducted with the support of the Consultant, in accordance with Task 1.8 of the Terms of Reference, which pertains to the bid evaluation process.

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11.	<p>Bidder Qualifications. Since the bidder has a consultancy background, it is understood that the qualifications requirements for operation and maintenance of transmission lines is not mandatory where the transmission networks operators and their relevant subcontractors are the entities that hold such experience and qualifications requirements.</p> <p>Please confirm noting however that other qualifications requirements for design experience in transmission lines and relevant PPP projects will be provided.</p>	<p>The required technical qualifications and outputs from consultants has been specified in the TOR. Qualifications requirements for operation and maintenance of transmission lines may not be key, however, the consultant needs to be able to determine cost of operating and maintaining the transmission lines as well as the O&M activities to be expected from concessionaires for purposes of preparing tender documents, PPP agreement and shadow financial model.</p>
12.	<p>Surveys. Shall the Consultant prepare the scope of work for the required surveys, which will include Aerial, environmental, underground...etc. surveys while the costs for these services will be agreed upon and borne by the Client. or the cost of surveys is to be considered in the consultant fees.</p>	<p>The cost of survey is to be included and shall be considered as part of the assignment as detailed in the ToRs, the cost of which shall be borne by the consultant.</p>
13.	<p>Project Staff. Can the Consultant assign the same person / CV to two different positions e.g. position 4 of key staff PPP Legal Expert & non-key expert N-2 (Kenya Legal Expert)?</p>	<p>The consultant should not assign the same individual to more than one key expert roles.</p> <p>The list of non-key experts is indicative and not prescriptive; bidders will not be penalized for omitting</p>

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		any of the non-key experts.
14.	Incorporation Certificate. FORMTECH-7 (a) requires a "Certificate of Incorporation/Certificate of Registration". Please confirm if that documentation must be provided for every company in a consortium or only the lead consultant (or JV partners)? In other words, is this documentation required for subcontractors?	The required documents must be submitted for all members of the consortium or joint venture (JV), including any sub-consultants.
15.	Tax compliance evidence. FORMTECH-7 (a) requires a "tax compliance certificate from Kenya Revenue Authority or similar body in the case of foreign consulting firms". Please confirm if that documentation must be provided for every company in a consortium or only the lead consultant (or JV partners)? In other words, is this documentation required for subcontractors?	The required documents must be submitted for all members of the consortium or joint venture (JV), including any sub-consultants.
16.	Treatment of Taxes in Financial Evaluation. Paragraph 25.1 of RFP Section 2A states that "all taxes are deemed to be included in the Consultant's financial proposal as separate items, and, therefore, considered in the evaluation." Please confirm in what manner	For evaluation purposes, all proposals shall be assessed exclusive of taxes. Nonetheless, the financial forms must clearly indicate all applicable taxes relevant to the proposal. During contract negotiations, the Procuring Entity will itemize the applicable taxes and include them as a

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	they will be considered. It is our understanding, based on Paragraph 24.3 of Section 2B, that the evaluation will be based on the total price net of taxes.	separate line in the Contract amount. The Contract will also specify which taxes are to be paid directly by the Consultant and which will be withheld and paid by the Procuring Entity on behalf of the Consultant
17.	Basis for Financial Score Calculation. Please also confirm whether the "price of the proposal under consideration" used for the financial score (RFP page 31, Paragraph 29.1) is inclusive or exclusive of tax. We understand that it will be exclusive of tax, based on Section 2B, Paragraph 24.3: "The total price, net of taxes understood as per ITC 25 below, specified in the Financial Proposal (Form FIN-1) shall be considered as the offered price	Kindly refer to the response provided under Clarification No. 16 above.
18.	Eligibility of Subcontractor Experience in TECH-2. The instructions for FORM TECH-2 include the following statement: "List only those assignments for which the Consultant was legally contracted by the Procuring Entity as a company or was one of the joint venture partners. Assignments completed by the Consultant's individual	Sub-consultant experience shall not be considered for the purposes of demonstrating relevant experience. Accordingly, the maximum number of members in the Joint Venture (JV) provided in clause 6.2 under ITC has been increased to 4.

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	<p>experts working privately or through other consulting firms cannot be claimed as the relevant experience of the Consultant, or that of the Consultant's partners or sub-consultants, but can be claimed by the Experts themselves in their Curriculum Vitae (CV)."</p> <p>Please clarify whether this wording permits inclusion of the prior experience of organizations that are proposed as subcontractors under this engagement, provided those organizations were legally contracted as the prime contractor (or a joint venture partner) in those cases.</p> <p>Section 6.1 of the TOR (page 82) refers to the experience of the TA team and does not appear to exclude the experience of any organizations that form part of the team, regardless of whether they are subcontractors for this engagement. On this basis, our interpretation is that TECH-2 allows for an organization to submit relevant experience where it was previously a prime contractor, even if it is now</p>	

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	proposed as a subcontractor	
19.	Is the Consultant required to determine wayleaves costs, and in particular the cost of land purchases and rights of way leases from private land owners?	The consultant shall be required to determine land and right of way costs for the project.
20.	Does GoK have 'eminent domain' rights to purchase wayleaves access?	Yes, GoK has eminent domain rights. However, the consultant is expected to carry out legal feasibility assessments in accordance with the Terms of Reference and provide recommendations on the structuring of the project and management of land acquisition risk.
21.	After a concession contract is awarded, will it be a requirement for a private operator to negotiate land acquisition and wayleave rights, or will KETRACO carry that responsibility?	The Transaction Advisor is expected to provide assistance where needed in RAP implementation activities occurring prior to financial close
22.	The time difference between completion of feasibility studies and concession contract award may result in a change in land values which will affect the project capital cost and consequently, returns on investment if the t-line payment arrangements have been fixed. Is it expected that the concession contract will allow for an adjustment in pricing (up or down) if the wayleaves costs change?	The consultant shall recommend the best approach to allocate and manage land acquisition risk. All options to be considered including but not limited to the following options: whether a cut-off date is adopted for determining land and ROW costs or whether private operators should bid excluding land and row costs such that risk of land and row cost increase is taken by the contracting authority

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	Tender Closing Date and Time: The RFP closing date remains 30th May, 2025 at 1100 Hrs.	