HORN OF AFRICA GATEWAY DEVELOPMENT PROJECT (HoAGDP)
CREDIT NO. 6768-KE

TERMS OF REFERENCE (TOR)

CONSULTING SERVICES FOR FEASIBILITY STUDY AND TRANSACTION ADVISORY SERVICES FOR THE NAIROBI–MOMBASA ROAD UNDER A PUBLIC-PRIVATE PARTNERSHIP FRAMEWORK

TENDER NO. KeNHA/3002/2026

AUGUST 2026

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1.0 BACKGROUND

The Nairobi–Mombasa Road (A8) is Kenya's principal transport corridor and one of the most strategically important transport assets in East Africa. The corridor provides the primary connection between the Port of Mombasa—the country's principal maritime gateway—and Nairobi, the national capital and largest commercial centre. It further forms part of the Northern Corridor, linking Kenya with Uganda, Rwanda, Burundi, South Sudan and the eastern Democratic Republic of Congo, and is an integral component of the Trans-African Highway Network, the East African Community (EAC) transport network, the Common Market for Eastern and Southern Africa (COMESA) transport system, and the African Continental Free Trade Area (AfCFTA) regional trade network.

The corridor supports a substantial proportion of Kenya's domestic and international freight movements and serves as a critical artery for passenger transport, tourism, agriculture, manufacturing, mining, and regional trade. It also provides connectivity to several special economic zones, industrial parks, logistics centres, airports, railway facilities, and urban centres, making it fundamental to Kenya's economic growth and regional integration agenda.

Over the years, significant investments have been made to improve sections of the corridor through capacity expansion, rehabilitation, maintenance, and safety improvement programmes. However, sustained economic growth, rapid urbanization, increasing motorization, and expanding regional trade have resulted in steadily increasing traffic volumes, congestion at major urban centres, deterioration of pavement conditions in some sections, rising maintenance costs, road safety challenges, and increasing vulnerability to climate-related hazards such as flooding and extreme rainfall events.

The Government of Kenya recognizes that addressing these challenges requires substantial long-term investment coupled with efficient operation and maintenance over the asset's lifecycle. Given competing demands on public resources and the need to leverage private sector expertise and financing, the Government is considering expansion and upgrading of the corridor under a Public-Private Partnership (PPP) framework.

Previous efforts to develop the project through unsolicited PPP proposals did not progress to implementation. While these initiatives provided useful insights into potential project structures and market interest, they also highlighted the need for a comprehensive, transparent, and independently prepared feasibility study to establish the project's technical, economic, financial, environmental, social, legal, and commercial viability and to determine the most appropriate PPP delivery model. The Government has therefore resolved to undertake a new feasibility study and, subject to a positive outcome, proceed with a competitive procurement process in accordance with the Public-Private Partnerships Act, 2021 and international good practice.

The assignment will be implemented under a collaborative framework involving the Kenya National Highways Authority (KeNHA), the National Treasury and Economic Planning through the Public Private Partnerships (PPP) Directorate, and other relevant Government institutions. KeNHA shall serve as the Contracting Authority and shall be responsible for procurement, contract administration, and overall contractual management of the consultancy. The PPP Directorate shall be the technical beneficiary of the assignment and shall provide overall technical leadership, strategic guidance, and oversight of the feasibility study and transaction advisory services in accordance with the Government's PPP framework.

In carrying out the Services, the Consultant shall also collaborate with relevant national and county government institutions, regulatory authorities, development partners, utility service providers, affected communities, private sector stakeholders, and other interested parties, as necessary, to facilitate data collection, stakeholder engagement, project preparation, and implementation of the assignment.

The consultancy will be financed by the World Bank under the Horn of Africa Gateway Development Project (HoAGDP). The Consultant shall comply with all applicable laws, regulations, policies, standards, and guidelines of the Government of Kenya, including those governing public-private partnerships, roads, land acquisition, environmental management, public procurement, occupational health and safety, and public financial management.

The assignment will adopt a two-phase approach. **Phase 1** will comprise a comprehensive feasibility study to determine: **(a)** the best option to enhance the capacity of the Mombasa – Nairobi Road corridor to meet the future traffic demand; **(b)** the technical, economic, financial, environmental, social, legal, institutional, and commercial viability of the recommended option; and **(c)** to establish whether PPP procurement offers the optimum implementation option. Subject to Government approval of the feasibility study recommendations, **Phase 2** will comprise transaction advisory services to support the Government in structuring, procuring, negotiating, and concluding the PPP transaction through to commercial close.

The Consultant shall apply international best practice in the preparation of all studies and recommendations, ensuring that the proposed project is technically sound, environmentally and socially sustainable, climate-resilient, economically justified, financially viable, affordable, bankable, and capable of delivering value for money while supporting Kenya's long-term transport, trade, and economic development objectives.

2.0 OBJECTIVES OF THE ASSIGNMENT

2.1 Overall Objective

The overall objective of this assignment is to assist the Government of Kenya in determining the technical, economic, financial, environmental, social, legal, institutional, and commercial feasibility of capacity enhancement of the Nairobi–Mombasa corridor under a Public-Private Partnership (PPP) framework and, subject to a positive feasibility outcome, to provide transaction advisory services for the competitive procurement and commercial close of the PPP transaction.
The assignment shall provide Government with the analyses, recommendations, documentation, and transaction support necessary to enable informed decision-making and successful implementation of the project in accordance with the Public Private Partnerships Act, 2021 and applicable Government policies.

2.2 Specific Objectives

The specific objectives of the assignment are to:

(i) Assess the current condition, operational performance, and capacity constraints of the existing Nairobi-Mombasa Road, and the future transport demand along the corridor;
(ii) Identify and evaluate technically feasible engineering options for upgrading the existing road to meet the required capacity and service standards, including widening of the existing road to at least a dual carriageway standard, or constructing a new parallel Expressway on a new alignment within the existing right of way with minimal land acquisition where unavoidable and, operating, and maintaining the road corridor over a specified concession period;
(iii) Assess environmental, social, climate, land acquisition, road safety, institutional, legal, and regulatory considerations associated with the proposed project;
(iv) Determine the economic viability, financial viability, affordability, fiscal implications, value for money, and commercial bankability of the proposed investment;
(v) Evaluate alternative PPP structures and recommend the most appropriate implementation model, including an optimal allocation of project risks between the public and private sectors;
(vi) Prepare all studies, reports, financial models, environmental and social instruments, procurement documentation, and transaction documents required to support Government decision-making and procurement of the project;
(vii) Support the Government throughout the procurement process, including market sounding, bidder engagement, bid evaluation, negotiations, and commercial close; and
(viii) Strengthen Government capacity in PPP procurement and contract management to facilitate successful implementation and long-term management of the concession.

3.0 SCOPE OF SERVICES

Given the complexity, scale, and strategic significance of the proposed project, the Government intends to engage an experienced multidisciplinary consulting firm to provide comprehensive technical, financial, legal, environmental, social, commercial, and transaction advisory services throughout the project preparation and procurement process.

The Project corridor comprises the Nairobi–Mombasa Road (A8) between A8/A7 junction in Mombasa Island and Athi River Interchange, a total length of approximately 500 kilometers.

The consultancy assignment shall be undertaken in two sequential phases, with the commencement of the second phase being contingent upon successful completion and approval of the first phase. The Consultant shall define the Project corridor at inception by reference to its termini, total length, available Right-of-Way (RoW), section chainages, and the sections of the A8 that are included in or excluded from the assignment (including any sections already constructed, tolled, under concession or under separate procurement), and shall obtain the Client’s written confirmation of that corridor definition before commencing the technical tasks.

The option analysis to be undertaken by the Consultant shall comprise, **as a minimum**, the following two options, each of which shall be developed to a comparable level of detail and assessed on a like-for-like basis against a common Do-Minimum reference case:

Option 1 — Upgrading of the existing Nairobi–Mombasa Road (A8) to at least a dual carriageway, together with the associated rehabilitation, strengthening, structures, junctions, service roads and ancillary facilities; and

Option 2 — Construction of a new parallel expressway on a new alignment (within the existing right of way with minimal land acquisition where unavoidable), with the existing A8 retained and maintained in public operation as a non-tolled alternative route.

The Consultant shall present the comparative assessment of the two options in a stand-alone Options Assessment Report and shall obtain the written approval of the Client, on the advice of the PPP Directorate, of the preferred option before proceeding to preliminary engineering design, environmental and social instruments, land acquisition planning and financial modelling of that option. All subsequent tasks under Phase 1 shall be developed for the approved preferred option only.

Phase 1 – Feasibility Study

The Consultant shall undertake a comprehensive feasibility study to determine the best option for capacity enhancement of the road and the suitability of the Project for implementation under a Public-Private Partnership (PPP) arrangement. The study shall include, but not be limited to, a review of existing studies and previous proposals; traffic and transport demand forecasting; engineering and technical feasibility assessments; environmental and social impact assessments; climate resilience assessments; economic and financial analyses; affordability analysis; value-for-money assessment; fiscal impact assessment; a legal and institutional review; PPP options analysis; project risk assessment and allocation; market sounding with potential investors and lenders; and the preparation of a revised, bankable PPP feasibility study together with all supporting documentation required to obtain the necessary Government approvals.

The outputs of Phase 1 shall enable the Government to establish the preferred technical solution and determine whether the project should proceed as a PPP, with the recommended commercial structure, procurement approach, financing strategy, and implementation arrangements.

Phase 2 – Transaction Advisory Services

Subject to the Government's approval of the feasibility study, the recommended PPP structure, and issuance of written authorization by the Client, the Consultant shall proceed to provide transaction advisory services to support the competitive procurement of a private partner. These services shall include preparation of procurement documentation, management of the bidding process, bidder engagement, evaluation of bids, support during negotiations, preparation and finalization of the PPP Agreement and related project documents, assistance in obtaining statutory approvals, and support through to Commercial Close.

For the purposes of these Terms of Reference, "Commercial Close" means the date upon which the PPP Agreement and all related project agreements to be entered into by the Contracting

Authority have been duly executed by the Contracting Authority and the successful bidder (private partner) following receipt of all approvals required under the Public Private Partnerships Act, 2021 and any no-objection required from the World Bank.

The Phase 2 services terminate on achievement of Commercial Close. The Consultant shall not be required to provide services in support of, or to facilitate the achievement of Financial Close. Any deliverable relating to Financial Close under these Terms of Reference is confined to the preparation and handover to the Client, on or before Commercial Close, of the records, registers and action plans needed by the Client itself to manage the period to Financial Close.

However, Phase 2 is conditional. The Client may, following completion of Phase 1, elect not to proceed to Phase 2, and shall incur no liability to the Consultant beyond payment for Phase 1. Phase 2 shall commence only upon written instruction by the Client. The rates and prices tendered for Phase 2 shall remain firm and valid for a period of eighteen (18) months from the date of submission of the Final Feasibility Study Report and shall thereafter be subject only to such adjustment as the Contract provides.

Where a key expert position exists in both phases, the individual named for Phase 1 shall be the individual mobilized for that position in Phase 2, unless the Client approves a replacement of at least equivalent qualifications and experience in writing.

The assignment is expected to be implemented in accordance with the applicable laws and regulations of Kenya governing Public–Private Partnerships, public procurement, environmental management, land acquisition, road development, and other relevant legislation, while taking into consideration international best practices for the preparation, procurement, and implementation of major transport PPP projects.

Through this assignment, the Government seeks to develop a technically sound, commercially attractive, fiscally responsible, environmentally sustainable, and bankable PPP project capable of attracting qualified private sector participation through a transparent and competitive procurement process while delivering long-term value to road users and the Kenyan economy.

Design Manuals, Standards and Specifications

The Consultant shall carry out the Services in accordance with the latest editions of the applicable Kenyan laws, regulations, design manuals, standards, and specifications (**Standards and Specifications for the Design Works (June 2025 Editions)**. Where the Kenyan standards do not provide adequate guidance for a particular aspect of the design, the Consultant shall adopt internationally recognized standards, subject to the approval of the Client.

Railway Crossings

The design of railway overpasses, underpasses, and other railway interface structures shall comply with the applicable guidelines, standards, and requirements issued by the Kenya Railways Corporation.

Environmental and Social Requirements

The Consultant shall undertake the assignment in accordance with the applicable environmental and social legislation, policies, and standards, including but not limited to the Constitution of Kenya; the Environmental Management and Coordination Act (EMCA) and its subsidiary regulations; the guidelines and requirements issued by the National Environment Management Authority (NEMA); all relevant Acts of Parliament, regulations, policies, Gazette Notices, and guidelines issued by the Government of Kenya; the applicable requirements of the World Bank Environmental and Social Framework (ESF); and all applicable international conventions and treaties relating to environmental protection, biodiversity conservation, climate change, occupational health and safety, cultural heritage, and sustainable development to which Kenya is a signatory.

International Standards

Where Kenyan manuals and specifications do not provide adequate guidance, the Consultant shall adopt the latest editions of internationally recognized standards. The Consultant shall clearly identify and justify any international standards adopted in lieu of Kenyan standards and obtain the Client's approval before their application where required.

PHASE 1 – FEASIBILITY STUDY

Duration of Phase 1 is six (6) months.

The stated duration is the Consultant’s working period and excludes time spent awaiting the Client’s consolidated comments, Government decisions and statutory approvals, including approval of the Environmental and Social Impact Assessment by the National Environment Management Authority and the statutory public participation and disclosure periods required under Kenyan law and the World Bank Environmental and Social Framework. Where such periods delay completion through no fault of the Consultant, the time for completion shall be extended accordingly. The Consultant shall programme the environmental, social and land acquisition instruments from the outset so that the statutory processes run in parallel with the technical tasks.

3.1 Task 1 – Project Inception

The objective of this task is to establish a common understanding of the assignment, review available information, identify key issues and stakeholders, establish coordination arrangements, and prepare the methodology and implementation plan for successful delivery of the assignment.

The Consultant shall review all available information relevant to the assignment, including previous feasibility studies, engineering and traffic studies, environmental and social studies, PPP studies, unsolicited proposals, corridor development plans, maintenance records, legal and policy documents, and other relevant reports. The Consultant shall hold inception meetings with the Client, the PPP Directorate, the World Bank, relevant Government agencies and other key stakeholders to confirm the objectives, scope, reporting arrangements, implementation approach and stakeholder expectations for the assignment.

The Consultant shall undertake reconnaissance visits along the project corridor to verify existing conditions, identify issues requiring further investigation, and assess the adequacy and reliability of available information. Where information gaps are identified, the Consultant shall recommend the surveys, investigations and data collection activities required to support the feasibility study.

The Consultant shall prepare a stakeholder mapping and engagement plan, and develop a detailed methodology, work programme, staffing schedule, quality assurance framework, communication and reporting arrangements, and risk management plan to guide implementation of the assignment. These shall be consolidated into an Inception Report for review and approval by the Client prior to commencement of the subsequent technical tasks.

Task 2 – Existing Corridor Assessment

The Consultant shall undertake a comprehensive assessment of the existing corridor to establish its current condition, performance, operational constraints and opportunities for improvement. The assessment shall include evaluation of the road infrastructure, establishing of baseline road safety, identification of utilities within the ROW, assessment of the socio-economic baseline in the corridor, and review of the institutional arrangements for managing the road corridor, especially identifying any shortcomings and need for improvement.

Task 3 – Traffic and Demand Studies

The Consultant shall undertake all requisite surveys, investigations and analyses necessary to accurately estimate existing and future traffic demand throughout the project life.
The Consultant shall review previous traffic studies and assess their relevance and applicability to the current assignment. Where appropriate, existing information may be supplemented with additional surveys and investigations to ensure that the traffic forecasts are based on current and reliable data.

Traffic surveys shall be carried out for not less than seven (7) consecutive days over 16-hour periods with two 24-hour counts; one on a weekday, and the other on a weekend. Where appropriate, the Consultant shall divide the project road into homogeneous sections and conduct separate analyses accordingly. Existing traffic count data from KeNHA and other relevant agencies shall also be reviewed and incorporated as appropriate. The Consultant shall develop appropriate traffic forecasting models to estimate future traffic volumes over the concession period (including ten (10), twenty (20) and thirty (30) years' projections after construction completion. The modelling shall consider multiple growth scenarios, sensitivity analyses and downside cases suitable for PPP financial modelling. The traffic and revenue study shall be documented to a standard capable of independent verification, setting out the survey data, network and zoning system, model structure, calibration and validation results, elasticities, growth drivers and every assumption relied upon. The Consultant shall deliver the calibrated model in fully operable and editable form together with a model manual. The Client may commission an independent review of the traffic and revenue study, and the Consultant shall respond to the reviewer's queries and incorporate agreed findings at no additional cost.

The Consultant shall estimate the projected traffic by vehicle class, direction of travel, section of road and forecast year. Where tolling is proposed, the Consultant shall estimate traffic diversion associated with alternative toll levels and user willingness to pay. The task shall include origin–destination surveys, commodity and freight flow surveys, travel time and speed surveys, axle load surveys and stated-preference willingness-to-pay surveys.

The Consultant shall prepare traffic forecasts suitable for use in engineering design, financial modelling, economic appraisal and lender due diligence. The traffic and revenue forecasts shall be prepared to a standard capable of supporting lender due diligence and shall expressly assess competition from other modes on the corridor, including the Standard Gauge Railway and the meter gauge railway, and the effect of current and anticipated freight policy on the modal split.

Traffic Analysis and Operational Assessment

a) Assess corridor capacity and Level of Service (LOS) performance and identify capacity constraints;
b) Conduct capacity analysis for key corridor sections, intersections, and interchanges (using HCM, SIDRA, or VISSIM tools).
c) Evaluate current and future Levels of Service (LOS) for design horizons (opening year, 10-year, 20-year, and 30-year projections).
d) In case of tolling, assess toll plaza locations, lane configurations, and queuing performance for both cash and electronic tolling systems.
e) Model traffic flows and turning movements to inform geometric design and access control planning.
f) Identify needs for additional lanes, climbing lanes, service roads, or bypass links.

Task 4 – Engineering Feasibility Study

The objective of this task is to determine the technical feasibility of capacity enhancement of the corridor through either upgrading, operating and maintaining the Nairobi–Mombasa Road or construction of a new parallel dual carriageway road under a Public-Private Partnership (PPP) arrangement and to develop a technically sound, safe, climate-resilient, cost-effective and sustainable engineering solution that meets current and future transport demand and provides the basis for environmental and social assessments, economic and financial analyses, and PPP transaction structuring.

The Consultant shall undertake all engineering investigations, surveys, analyses and preliminary designs necessary to determine the preferred engineering solution for the project. The assessment shall build upon the findings of the corridor assessment, traffic and demand studies, climate resilience assessment, road safety assessment, environmental and social studies, and other technical investigations undertaken as part of the feasibility study. The design life is twenty (20) years for pavements. Bridges and major structures shall be designed for a service life of one hundred (100) years. The Consultant shall confirm that the design life adopted for each element is consistent with the proposed concession period and with the thirty (30) year traffic forecast horizon and shall specify the residual life and condition standards to apply at hand-back.

(a) Review of Existing Information

The Consultant shall review available engineering information relating to the corridor, including previous feasibility studies, engineering designs (service roads, access roads, non-motorized transport (NMT) facilities, and roadside amenities (e.g., logistics hubs, truck parking, rest and service areas), as-built drawings, maintenance records, pavement condition surveys, bridge inspection reports, geotechnical investigations, hydrological studies, utility records and other relevant information. The Consultant shall assess the adequacy and reliability of available information and identify additional investigations required to support the feasibility study.

(b) Engineering Investigations
The Consultant shall undertake the engineering investigations necessary to establish the technical characteristics and constraints of the corridor. These shall include, as appropriate:

(i) **topographic and terrain assessments**
The Consultant shall undertake all topographic surveys necessary to support the feasibility study and preliminary engineering design. Survey methods may include conventional ground surveys, GNSS, total station surveys, UAV photogrammetry, mobile mapping, or other appropriate technologies. The Consultant shall propose the survey methodology in the Inception Report, demonstrating that the selected approach will achieve the required accuracy and level of detail in a cost-effective manner. Airborne LiDAR is not mandatory at this stage. Where LiDAR or other advanced remote sensing technologies are proposed, the Consultant shall provide a clear justification for their use based on engineering, environmental, or climate resilience considerations and to justify the cost effectiveness of its use.

(ii) **hydrological and hydraulic assessments** using internationally recognized software..

The Consultant shall also assess environmentally and socially sensitive areas, including flood-prone zones, wetlands, erosion-prone sections, landslide risks, and other environmentally sensitive areas, and recommend appropriate mitigation measures to enhance the long-term resilience and sustainability of the corridor. .

(iii) **geotechnical and pavement investigations, pavement conditions and structural capacity assessments**
Pavement coring, and test pits shall be done at maximum intervals of 10km and to a depth not exceeding 1m.
The findings shall be used to develop technically and economically justified pavement rehabilitation and strengthening recommendations, supported by appropriate analyses, preliminary designs, cost estimates, and integration with the overall preliminary engineering design for the corridor. These costs shall be assessed against the cost estimates of construction of a new parallel highway.

The Consultant shall review all existing geotechnical and materials data and undertake
The Consultant shall prospect and evaluate borrow pits, quarries, and other sources of construction materials for pavement and structural works, determine the quality and quantities of suitable materials through representative sampling and laboratory testing, and report their locations using geographic coordinates. At locations of proposed new bridges or widening of existing bridges, the Consultant shall review available geotechnical information and undertake additional trenching, sampling, and laboratory testing to determine allowable bearing pressures and other geotechnical design parameters for bridge foundations. The Consultant shall prepare a comprehensive Soils and Materials Report documenting the locations, quantities, and engineering

characteristics of construction materials, together with recommendations for the treatment of problematic ground conditions, including expansive soils and swamps, to support the preliminary engineering design.

(iv) **bridge, culvert and drainage structure inspections**
The Consultant shall assess the structural integrity, load-carrying capacity, condition, safety, and adequacy of existing bridges along the Nairobi–Mombasa (A8) Road to determine their suitability for the proposed road cross-section and future traffic loading. Based on the findings, the Consultant shall identify structural deficiencies and associated risks, and recommend appropriate maintenance, strengthening, widening, rehabilitation, or replacement measures supported by preliminary designs and cost estimates.

(v) utility mapping and interface assessments
(vi) material source investigations
(vii) constructability assessments and
(viii) any additional investigations necessary to support the recommended engineering solution.

(c) Development and Assessment of Engineering Options
The Consultant shall identify, develop and evaluate technically feasible engineering solutions for improving the corridor through either upgrading the existing road or construction of a new parallel expressway, taking into account current and projected traffic demand, safety, operational performance, environmental and social considerations, climate resilience, constructability, maintenance requirements and value for money.

assessment shall consider, carriageway widening and the provision of additional lanes; new alignments and bypasses; junction and interchange improvements; bridge rehabilitation, replacement, and construction of new structures; pavement rehabilitation or reconstruction options; drainage improvements and flood protection measures; climbing lanes and overtaking opportunities; service roads and local access arrangements; grade separation of railway crossings; pedestrian and non-motorized transport facilities; truck parking, rest areas, and emergency lay-bys; toll plazas and electronic toll collection systems; Intelligent Transport Systems (ITS); road operation and maintenance facilities; and any other ancillary infrastructure required for the safe, efficient, and sustainable operation of the corridor. where appropriate:

The assessment shall in each case address the tolling implications of the option, and in particular the availability or absence of a non-tolled alternative route for road users, the resulting proportion of captive traffic, the associated public acceptability and political risk, and the consequences of each for demand risk, revenue robustness and bankability.

The capital and life-cycle cost estimates, economic appraisal and financial model for both options shall be prepared on a common basis, stating the price base date, currency, exchange rates, inflation assumptions, discount rates and appraisal period adopted, so that the two options are directly comparable.

(d) Preliminary Engineering Design
For the preferred option, the Consultant shall prepare preliminary engineering designs sufficient to establish the scope, technical requirements and estimated costs of the project. The preliminary design shall include design criteria and applicable standards; operation and maintenance considerations; the integration of climate resilience and road safety measures; roadside features; ancillary and supporting infrastructure; and street lighting.

(e) Constructability and Implementation Assessment
The Consultant shall assess the practicality of constructing and operating the project while maintaining traffic along this strategic corridor.

(f) Engineering Cost Estimates
The Consultant shall prepare preliminary quantities and cost estimates for the preferred engineering solution using current market rates and appropriate estimating methodologies.
The Consultant shall also undertake life-cycle cost analyses to compare alternative engineering options and demonstrate that the preferred solution provides the optimum balance between capital costs, maintenance requirements and long-term performance.

(g) Value Engineering
The Consultant shall undertake value engineering to identify opportunities to improve technical performance, reduce whole-life costs, simplify construction, enhance durability, improve operational efficiency and optimize resource utilization without compromising safety, environmental sustainability or service levels.

Task 5 – Climate Resilience Assessment

The objective of this task is to assess the current and future impacts of climate change and natural hazards on the Nairobi–Mombasa Road corridor and to identify appropriate adaptation and resilience measures to ensure that the proposed project remains safe, reliable, sustainable, and operational throughout its design life. The assessment shall support the development of a climate-resilient engineering solution and inform the environmental and social studies, economic evaluation, financial analysis, and PPP risk allocation.
The Consultant shall undertake a comprehensive climate resilience assessment consistent with the Government of Kenya's climate policies, the World Bank Climate Change Action Plan, the World Bank Environmental and Social Framework (ESF), and international good practice for climate-resilient transport infrastructure.

The comprehensive assessment shall include review of climate and hazard risks; assessment of overall climate vulnerability and its impact on project performance; recommendation for practical and cost-effective measures to improve the resilience of the corridor; quantitative assessment of greenhouse gas (GHG) emissions associated with the proposed project during construction and operation of the project; and incorporation of climate resilience considerations into project design and PPP framework.

Task 6 – Road Safety Assessment

The Consultant shall undertake a comprehensive road safety assessment covering the entire project corridor. The assessment shall build upon the findings of the Existing Corridor Assessment, Traffic and Demand Studies, Engineering Feasibility Assessment and Climate Resilience Assessment, and shall be integrated into the overall feasibility study. The assessment shall include the following:

(a) Existing Road Safety Assessment
Review the available road safety information, including crash records, police reports, hospital data, previous road safety studies, traffic characteristics, enforcement records and other relevant information to establish the existing road safety performance of the corridor and recommend appropriate mitigation measures.

(b) Road Safety Risk Assessment
Assess existing and future road safety risks associated with the proposed project, considering projected traffic growth, changes in road geometry, proposed engineering improvements, construction activities, climate-related hazards and future operating conditions.
Particular attention shall be given to the safety needs of vulnerable road users, including pedestrians, cyclists, motorcyclists, persons with disabilities, school children and elderly persons.

(c) Preliminary Road Safety Audit
Undertake a preliminary Road Safety Audit of the preferred engineering option in accordance with internationally accepted road safety audit procedures.

(d) Road Safety Improvement Measures
Based on the findings of the assessment, the Consultant shall develop a comprehensive road safety improvement programme incorporating engineering, operational and institutional measures.

(e) Institutional and Operational Measures
The Consultant shall review the institutional framework for road safety management along the corridor and identify opportunities to strengthen coordination among relevant agencies responsible for road safety, enforcement, emergency response and corridor management.
The Consultant shall also recommend appropriate operational measures, monitoring indicators and performance requirements that may be incorporated into the PPP contract to promote continuous improvement in road safety throughout the concession period.

Task 7 - Tolling Requirements and System Options

(i) Recommend the most appropriate tolling strategy for the corridor, supported by technical, operational, and economic justification.

(ii) Prepare the conceptual design of the tolling system, including back-office operations, revenue management, transaction processing, customer account management, cybersecurity, financial reporting, and data management requirements.

(iii) Prepare conceptual designs and layouts for toll plazas and associated infrastructure, including toll lanes, booths, canopies, administration and control buildings, ICT and communications rooms, utilities, parking areas, and maintenance facilities incorporating road safety measures and ensuring climate-resilient infrastructure and future expansion provisions.

(iv) Prepare preliminary technical specifications for tolling equipment and develop functional and performance specifications to support subsequent detailed design, procurement, installation, testing, and commissioning of the tolling system.

(v) Develop the operational framework for toll collection, customer service, incident management, routine and periodic maintenance, asset management, safety, emergency response, and key performance indicators.

(vi) Provide technical inputs to traffic modelling and toll revenue forecasting, including vehicle classification, tollable traffic estimates, projected revenue streams, and assess traffic diversion, demand elasticity, affordability, willingness-to-pay, and the potential impacts of alternative tolling scenarios on traffic volumes and project revenues.

(vii) Develop a conceptual Intelligent Transport Systems (ITS) framework for the corridor, incorporating modern technologies.

(viii) Integrate environmental, social, health, and safety considerations into the tolling system and toll plaza concepts, including noise and air quality mitigation, landscaping, stormwater management, and develop preliminary emergency response, traffic incident management, evacuation procedures, and business continuity arrangements for tolling operations.

(ix) Ensure that the proposed tolling strategy, infrastructure, and system architecture are fully aligned with the overall corridor operational concept, traffic management strategy, asset management framework, and the technical, commercial, operational, and performance requirements of the proposed PPP concession agreement.

Prepare a comprehensive **Tolling System Design Report** documenting the recommended tolling strategy, system architecture, technology assessment and selection, conceptual designs, operational and maintenance framework, ITS integration, implementation approach, preliminary cost estimates, and technical specifications to support subsequent detailed design, procurement, and implementation under the PPP arrangement.

Task 8 – Environmental and Social Studies

The Consultant shall undertake comprehensive environmental and social studies for the proposed project in accordance with the Environmental Management and Coordination Act (EMCA), the Public Private Partnerships Act, 2021, the Land Act, the Wildlife Conservation and Management Act, the Water Act, the Occupational Safety and Health Act, the National Museums and Heritage Act, the Climate Change Act, other applicable laws of Kenya, the World Bank Environmental and Social Framework (ESF), applicable World Bank Environmental, Health and Safety (EHS) Guidelines, and international good practice.

The Consultant shall identify the applicable Environmental and Social Standards (ESSs), determine the environmental and social risks associated with the project, and prepare all environmental and social instruments necessary to support project preparation, approval and implementation. The task will include the following key elements:

(a) Undertake Environmental and Social Baseline Studies

(b) Environmental and Social Impact Assessment

The consultant shall assess all relevant environmental and social impacts of the project and prepare Biodiversity Action Plan, a Biodiversity Management Plan, a biodiversity offset feasibility assessment (where required), and a no-net-loss/net-gain evaluation. Particular attention should be paid to climate change considerations; gender, social inclusion, and impacts on vulnerable and marginalized groups; gender-based violence (GBV), sexual exploitation and abuse, and sexual harassment (SEA/SH); impacts on cultural heritage and chance finds; impacts associated with project-associated facilities; and the cumulative and induced impacts arising from corridor development.

(c) Stakeholder Engagement and Disclosure.

The Consultant shall prepare and implement a stakeholder engagement programme throughout the assignment in accordance with Kenyan legislation and the World Bank ESF. Stakeholder consultations shall be inclusive, timely and meaningful, and shall ensure effective participation of project-affected persons, vulnerable and marginalized groups, national and county governments, regulatory agencies, civil society organizations, transport operators, private sector representatives and other interested parties.

The Consultant shall document all consultations, summarize key issues raised by stakeholders, and demonstrate how stakeholder views have informed the engineering design, environmental and social mitigation measures, and project implementation strategy.

(d) Environmental and Social Management Measures

The Consultant shall develop practical measures to avoid, minimize, mitigate or compensate for identified environmental and social impacts. Appropriate environmental and social management plans shall be prepared, including implementation arrangements, institutional responsibilities, monitoring indicators, reporting requirements, capacity-building measures, emergency preparedness arrangements and cost estimates.

The Consultant shall identify environmental and social obligations to be incorporated into the engineering design, project cost estimates, procurement documents, concession agreement and Environmental and Social Management System (ESMS) to be implemented by the future private partner.

Task 9 – Land Acquisition Assessment

The Consultant shall undertake a comprehensive assessment of all land required for implementation of the preferred engineering option, including permanent and temporary land acquisition, road reserve requirements, utility corridors, borrow areas, quarry sites, construction camps, material stockpiles, access roads, diversion routes and other ancillary facilities.

The assessment shall be undertaken in accordance with the Constitution of Kenya, the Land Act, the National Land Commission Act, the Community Land Act, other applicable legislation, and the World Bank Environmental and Social Framework (ESF), particularly ESS5 on Land Acquisition, Restrictions on Land Use and Involuntary Resettlement.

(a) Land Requirements Assessment
In determining the land requirements for the preferred engineering option, the Consultant shall assess opportunities to avoid or minimize land acquisition and involuntary resettlement through optimization of the engineering design and consideration of alternative alignments or layouts.

(b) Census, Asset Inventory and Socio-economic Surveys
The Consultant shall undertake a census of Project Affected Persons (PAPs) and prepare a comprehensive inventory of affected land, structures, businesses, public facilities, utilities, crops, trees and other assets that may be affected by the proposed project.
The Consultant shall undertake socio-economic surveys to establish the baseline conditions of affected households and communities, including livelihood sources, income levels, vulnerability, land tenure arrangements and dependence on affected assets. Particular attention shall be given to vulnerable and disadvantaged persons, including women, persons with disabilities, elderly persons, child-headed households and other vulnerable groups.

(c) Resettlement Impact Assessment
The Consultant shall assess the potential social and economic impacts associated with land acquisition and resettlement, including the physical displacement of households; economic displacement and loss of livelihoods; impacts on businesses and commercial activities; impacts on agricultural land and production; impacts on community facilities and public infrastructure; impacts on vulnerable and marginalized groups; disruption of social networks and community cohesion; impacts associated with the temporary occupation of land during construction; and cumulative impacts arising from corridor development.
The Consultant shall identify measures to avoid, minimize or mitigate these impacts and evaluate alternatives that reduce involuntary resettlement wherever practicable.

(d) Resettlement Planning
The Consultant shall prepare a Resettlement Action Plan (RAP), or other appropriate resettlement instrument, in accordance with Kenyan legislation and the World Bank ESF.
The Consultant shall ensure that the RAP is fully coordinated with the engineering design and implementation programme.

(e) Land Acquisition Implementation Strategy
The Consultant shall prepare a land acquisition implementation strategy identifying the institutional arrangements, approval processes, sequencing of activities, implementation schedule and funding requirements necessary to ensure that land acquisition is completed in a timely manner.
The Consultant shall identify risks that may affect implementation of land acquisition, including disputes over land ownership, valuation challenges, legal claims, delays in compensation, utility relocation and stakeholder concerns, and recommend appropriate mitigation measures. The Consultant shall also identify land acquisition obligations that should remain the responsibility of Government and those interface risks that should be reflected in the PPP contractual arrangements.

(f) Lenders Environmental and Social Policy Reference Framework
The Lenders Environmental and Social Policy Reference Framework (the "Reference Framework") establishes the policies of the international finance institutions (IFIs) that the E&S activities and deliverables will need to comply with. At this stage in the Project the financiers have not been

confirmed, and the Reference Framework is consequently broad. The Consultant should note that where there are differences and inconsistencies between the standards in the Reference Framework the most stringent requirements shall apply in all cases.

Reference Framework:

- Kenyan national and as applicable, regional and local environmental and social laws and regulations.
- International treaties and conventions to which Kenya is a signatory.
- World Bank Group (WBG) Environmental, Health and Safety (EHS) General Guidelines.
- WBG EHS Sector Guidelines for Toll Roads.
- WBG EHS Sector Guidelines for Construction Materials Extraction[1].
- African Development Bank (AfDB) Integrated Safeguards System 2023
- World Bank Environmental and Social Framework (ESF) 2017
- Equator Principles III

(g) Due Diligence and Risk Allocation assessment

The Consultant shall prepare a PPP Environmental and Social Due Diligence and Risk Allocation Report" including allocation matrix, Government retained liabilities, concessionaire responsibilities, lender requirements and financial close conditions. The PPP-specific E&S due diligence and risk allocation assessment shall identify: E&S obligations retained by Government vs Concessionaire, Pre-existing liabilities on the corridor; Legacy resettlement issues Existing environmental non-compliances; Conditions precedent to financial close and Lender E&S requirements for project finance.

Task 10 – Financial and Economic Analysis

The Consultant shall undertake comprehensive financial and economic analyses of the preferred engineering option, taking into account the findings of the engineering feasibility, traffic and demand studies, environmental and social studies, climate resilience assessment, road safety assessment, land acquisition assessment and legal and institutional review. The task shall include but not be limited to the following:

(a) Capital and Life-cycle Cost Assessment
The Consultant shall prepare detailed estimates of the capital investment and life-cycle costs associated with the preferred project option using accepted engineering cost estimating practices. The Consultant shall identify the principal cost drivers, assess cost uncertainties and recommend appropriate contingency provisions.

[1] The Consultant shall confirm the relevant applicable WBG EHS Guidelines and expand if needed, once the Project and all associated facilities are defined (e.g., the applicability of WBG EHS Guidelines for Power Transmission and Distribution shall be checked, amongst others). The Consultant should note that the WBG EHS Guidelines are currently under revision and reference should be made to the latest available versions when undertaking the scope of work.

(b) Financial Analysis and Financial Modelling
The Consultant shall develop a dynamic financial model suitable for evaluating the commercial viability of the project under alternative PPP structures. The model shall be transparent, auditable and capable of supporting sensitivity analyses and future transaction advisory activities.
The Consultant shall deliver the model unlocked and fully editable, together with a model manual describing its structure, every input and its source, the calculation logic, the checks and the instructions for operating and updating it.

The Consultant shall undertake a comprehensive financial assessment of the Project, including an evaluation of project revenues under alternative tolling scenarios; projected cash flows; debt service capacity and debt service coverage ratios (DSCR); equity returns and investor attractiveness; funding and financing requirements; financial sustainability over the concession period; break-even analyses; sensitivity analyses of key project variables; downside and stress-test scenarios; financial risks affecting project implementation and long-term operation; and the impact of applicable Kenyan taxes on tariffs, Government support requirements, and investor returns, clearly distinguishing measures available under the existing legal framework from those requiring legislative or regulatory approval.

The model shall be subjected to an independent model audit, procured by the Client, before it is used to evaluate bids and again before Commercial Close. The Consultant shall provide the model auditor with full access to the model and supporting documentation, shall respond to audit findings and shall correct all errors identified at no additional cost to the Client.

(c) Economic Analysis
The Consultant shall undertake an economic appraisal of the project in accordance with internationally accepted methodologies and relevant Government and World Bank guidelines (including use of available models such as HDM-4).
The analysis shall compare the costs and benefits of the proposed project against the "without project" scenario and shall quantify all measurable economic benefits.

The Consultant shall determine the project's:
- (i) Economic Internal Rate of Return (EIRR);
- (ii) Economic Net Present Value (ENPV);
- (iii) Benefit-Cost Ratio (BCR); and
- (iv) other relevant economic performance indicators

Sensitivity analyses shall be undertaken to assess the robustness of the economic case under alternative assumptions.

(d) Fiscal Impact and Affordability Assessment
The Consultant shall assess the fiscal implications and affordability of implementing the project as a PPP from the Government's perspective including viability gap funding requirements, Government capital contributions, availability payments, minimum revenue guarantees, contingent liabilities, guarantees and other Government support measures, revenue-sharing mechanisms, taxes and tax incentives on tariffs, fiscal commitments over the concession period and budget affordability and long-term fiscal sustainability

The Consultant shall recommend measures to minimize fiscal exposure while maintaining project bankability.

(e) Value for Money (VfM) Assessment
The Consultant shall undertake a Value for Money assessment to determine whether procurement through a PPP arrangement is expected to deliver better value than conventional public procurement.
Where appropriate, the Consultant shall develop a Public Sector Comparator (PSC) and compare it with the proposed PPP option and demonstrate whether the preferred PPP structure provides value for money and identify the principal factors influencing the assessment.

(f) Financial Risk Assessment
The Consultant shall identify and assess the principal financial and commercial risks associated with the project, including demand risk, construction cost escalation, financing risk, inflation, exchange rate fluctuations, interest rate changes, operation and maintenance costs, force majeure events and other factors that may affect project viability.

The Consultant shall recommend appropriate mitigation measures and identify those risks that should be retained by Government and those that should be transferred to the private partner under the proposed PPP arrangement.

(g) Local Financial Sector and Domestic Capital Markets Integration Strategy

- (i) Review the domestic financing landscape to assess the capacity and appetite of local financial markets – pension funds, insurers, banks, and collective investment schemes – to participate in the project's financing.
- (ii) Advise on the form of investment suitable for domestic participation — including equity, debt, or blended structures — and propose appropriate debt and equity instruments
- (iii) Review and interpret applicable prudential and investment guidelines under the Capital Markets Authority (CMA), Retirement Benefits Authority (RBA), Central Bank of Kenya (CBK), and Insurance Regulatory Authority (IRA).
- (iv) Recommend any regulatory adjustments or exemptions (e.g., classification of infrastructure as a distinct asset class) that could enable wider participation by domestic investors.
- (v) Advise on entry and exit requirements, minimum domestic investor participation thresholds, and any instruments that require CMA approval or listing under the NSE Infrastructure Segment.
- (vi) Prepare a concise Domestic Financing Strategy section of the feasibility study outlining bankability, affordability, opportunities for blended structures, potential investors, indicative terms, minimum domestic participation thresholds
- (vii) Assess credit enhancement options (guarantees, subordinated tranches, liquidity buffers, reserve accounts) that could unlock institutional participation.
- (viii) Recommend fiscal and tax measures that could incentivize and sustain domestic retail and institutional investment on the project.
- (ix) Propose optional stapled financing for inclusion in the RFP.

(x) Provide inputs to ensure the Request for Proposals (RFP) and draft Concession Agreement incorporate clear provisions for domestic participation, refinancing, and secondary-market liquidity.

(xi) Align the financial model's assumptions (pricing, tenor, currency exposure) with local debt-market parameters and institutional benchmarks.

Task 11 – PPP Options Assessment

The Consultant shall assess the suitability of implementing the project under a PPP arrangement, taking into account the findings of the engineering feasibility study, traffic and demand studies, environmental and social studies, climate resilience assessment, land acquisition assessment, financial and economic analyses, and legal and institutional review.

(a) Assessment of Alternative PPP Structures
The Consultant shall identify and evaluate alternative PPP delivery models appropriate for the project and provide a clear justification for the preferred model.

(b) Commercial Structuring
The Consultant shall develop the proposed commercial framework for the preferred PPP option.
The assessment shall include: scope of the concession, concession period, project packaging and phasing, revenue model, tolling strategy and tariff framework, payment mechanism, performance standards, asset hand back requirements, operation and maintenance obligations, performance monitoring arrangements and contract management framework.

The Consultant shall demonstrate that the proposed commercial structure supports long-term service delivery and effective asset management.

(c) Risk Allocation Assessment
The Consultant shall identify and assess all major project risks and recommend an appropriate allocation of risks between the public and private sectors in accordance with international PPP good practice.
The Consultant shall prepare a comprehensive risk allocation matrix identifying the party best placed to manage each risk together with recommended mitigation measures.

(d) Market Sounding and Bankability Assessment
The Consultant shall undertake structured market sounding with potential investors, contractors, operators, lenders, institutional investors and other relevant market participants to assess market appetite for the project and obtain feedback on the proposed PPP structure.
The market sounding shall assess investor interest lender appetite preferred risk allocation financing availability acceptable concession periods payment mechanisms Government support measures procurement packaging key concerns affecting project bankability, and recommendations for improving market attractiveness.
The Consultant shall document stakeholder feedback and incorporate appropriate recommendations into the proposed PPP structure.

(e) Government Support and Fiscal Measures
The Consultant shall identify any Government support measures required to enhance project bankability while maintaining fiscal sustainability.
The Consultant shall evaluate the implications of these measures on fiscal affordability and risk allocation.

(f) Procurement and Implementation Strategy
The Consultant shall develop a procurement and implementation strategy for the preferred PPP option.

The strategy shall include recommended procurement approach indicative procurement timetable key project milestones critical approvals implementation responsibilities readiness actions required before procurement interface with land acquisition and environmental approvals transition to Transaction Advisory Services (Phase 2), and recommendations for successful implementation of the PPP procurement process.

Task 12 – Legal and Institutional Assessment

The objective of this task is to assess the legal, regulatory and institutional framework applicable to the proposed Public-Private Partnership (PPP) project and determine whether the existing framework adequately supports project development, procurement, financing, implementation and long-term contract management. The assessment shall identify any legal, regulatory or institutional constraints that may affect project implementation and recommend appropriate measures to facilitate successful delivery of the project.

(a) Legal and Regulatory Review
The Consultant shall review the legal and regulatory framework applicable to the proposed project and assess its adequacy in supporting implementation of the project under a PPP arrangement.
. The legal review shall include the previous unsolicited proposals relating to the corridor. The Consultant shall establish the status of each proposal, whether any rights, claims, reimbursement entitlements, rights of first refusal, intellectual property or confidentiality obligations survive in favor of the proponents, the extent to which any material submitted may lawfully be used in the assignment, and the implications of each for the integrity and competitiveness of the intended procurement. The Consultant shall advise on the steps required to extinguish or settle any surviving rights before the procurement is launched.

(b) Institutional Assessment
The Consultant shall assess the institutional arrangements for planning, financing, procurement, implementation, regulation, operation and oversight of the project.
The Consultant shall assess institutional capacity, coordination arrangements and decision-making processes, and identify measures required to strengthen implementation and contract management.

(c) Regulatory Approvals and Statutory Requirements
The Consultant shall identify all statutory approvals, permits, licences, consents and clearances required for implementation of the project and prepare an approvals matrix identifying:

(d) Contractual and Institutional Framework
The Consultant shall assess the contractual framework required for implementation of the PPP project and identify the principal contractual relationships between Government, the private partner, lenders and other stakeholders.

(e) Legal and Institutional Risk Assessment
The Consultant shall identify and assess the principal legal and institutional risks that may affect successful implementation of the project.
The Consultant shall recommend appropriate mitigation measures and identify actions required prior to commencement of the procurement process.

(f) Institutional Strengthening and Implementation Framework
Based on the findings of the assessment, the Consultant shall recommend measures to strengthen institutional arrangements for project implementation, procurement, contract management and concession oversight.
The Consultant shall define the roles and responsibilities of the key institutions throughout the project life cycle and prepare an implementation framework that supports effective coordination during project preparation, procurement, construction, operation and handback.

Task 13 – Final Feasibility Study Report

The objective of this task is to consolidate the findings of all technical, environmental, social, financial, economic, legal and institutional studies undertaken during Phase 1 into a comprehensive Final Feasibility Study Report. The report shall demonstrate the technical feasibility, environmental and social acceptability, financial viability, economic justification, legal readiness and commercial bankability of the proposed project, and provide a clear recommendation on whether the project should proceed to procurement under a Public-Private Partnership (PPP) arrangement.

The Consultant shall integrate the findings of all studies undertaken during the feasibility study into a single coherent report that presents the preferred project option, demonstrates its suitability for implementation as a PPP, and provides a roadmap for progressing the project to procurement.

The Consultant shall present the findings of the Draft Final Feasibility Study Report to PPP Directorate, KeNHA and other key stakeholders. The Consultant shall facilitate technical review workshops, respond to comments received, revise the report as necessary and submit the Final Feasibility Study Report incorporating all agreed revisions.

PHASE 2 – TRANSACTION ADVISORY SERVICES

Duration of Phase 2 is nine (9) months.

Task 14 – Project Mobilization and Procurement Strategy Confirmation

The objective of this task is to mobilize the Transaction Advisory team, establish the institutional and transaction management arrangements for implementation of the PPP procurement process, confirm procurement readiness, and prepare a detailed implementation plan for managing the transaction through commercial close.

Following commencement of Phase 2, the Consultant shall mobilize the Transaction Advisory team and establish all management, coordination and reporting arrangements necessary for successful implementation of the transaction advisory services.

The Consultant shall familiarize the transaction team with the approved Feasibility Study and all supporting technical, environmental and social, financial, legal and commercial documentation to ensure that the procurement process is based on the approved project scope and recommended PPP structure.

(a) Procurement Readiness Assessment and Implementation Strategy

The Consultant shall undertake a procurement readiness assessment to determine whether all prerequisites for commencement of procurement have been satisfied.

The assessment shall confirm, where applicable, the approval of the Feasibility Study by the relevant Government authorities; approval of the proposed PPP structure; the availability of an approved procurement strategy; the status of the environmental and social instruments; the status of land acquisition activities relevant to procurement; the availability of funding for the transaction process; the institutional arrangements for procurement management; the establishment of the Project Steering Committee and the relevant procurement and evaluation structures; the availability of project information required by prospective bidders; and any outstanding actions required prior to the issuance of the procurement documents.

Based on the approved feasibility study and Government approvals, the Consultant shall prepare the final procurement strategy for implementation of the transaction.

(b) Transaction Management and Implementation Framework

The Consultant shall establish the transaction management framework for implementation of the assignment including preparation of a Transaction Management Manual and a detailed plan to guide implementation of the procurement process.

(c) Stakeholder Coordination

The Consultant shall establish mechanisms for coordination and communication among the the PPP Directorate, the National Treasury, KeNHA and other key stakeholders throughout the procurement process.

Task 15 – Preparation of Procurement Documentation

The Consultant shall prepare all procurement documentation required for selection of a private partner for implementing the PPP transaction, drawing upon the approved Feasibility Study and Government approvals.

The Consultant shall ensure that all procurement documents are internally consistent, legally enforceable and aligned with the approved PPP structure and procurement strategy.

Documentation Details

Technical Requirements and Performance Specifications
The Consultant shall prepare the technical documentation to be included in the procurement package. The documentation shall include output-based technical specifications, minimum design standards, construction requirements, operation and maintenance standards, asset management requirements, pavement performance requirements, bridge and structural performance standards, road safety requirements, Intelligent Transport Systems (ITS) requirements, climate resilience requirements, environmental and social obligations, quality assurance requirements, inspection and testing requirements, reporting requirements, Key Performance Indicators (KPIs), and performance monitoring arrangements.
The specifications shall clearly define the required outputs while allowing bidders flexibility to propose innovative technical solutions.

Commercial and Financial Documentation
The Consultant shall prepare the commercial and financial provisions forming part of the procurement documents. These shall include the payment mechanism, the tolling framework, tariff adjustment principles, revenue-sharing arrangements, Government support provisions, the financial obligations of the Concessionaire, insurance requirements, securities and guarantees, performance bonds, parent company guarantees (where applicable), financial reporting requirements, audit provisions, and Financial Close requirements.

Environmental and Social Requirements
The Consultant shall incorporate the approved environmental and social obligations into the procurement documentation.

The Consultant shall prepare provisions relating to the implementation of the Environmental and Social Management Plan (ESMP), the Stakeholder Engagement Plan (SEP), the Labour Management Procedures (LMP), the implementation responsibilities under the Resettlement Action Plan (RAP), biodiversity management, occupational health and safety, community health and safety, gender-based violence, sexual exploitation and abuse, and sexual harassment (GBV/SEA/SH) prevention measures, grievance redress mechanisms, environmental and social monitoring requirements, reporting obligations, and compliance with the World Bank Environmental and Social Framework (ESF).

Data Room Preparation
The Consultant shall establish and organize the electronic data room to support the procurement process. The data room shall contain all relevant information required by bidders, including the approved Feasibility Study, engineering reports and drawings, traffic studies, environmental and social documentation, land acquisition information, legal documentation, financial models and assumptions (where appropriate), geotechnical information, utility information, relevant approvals, project correspondence relating to the procurement process, and procedures governing bidder access and confidentiality.
The Consultant shall prepare a Data Room Index and establish procedures for updating documents during the procurement process.

Task 16 – Market Sounding and Investor Engagement

The objective of this task is to promote market awareness of the project, obtain structured feedback from prospective investors, contractors, operators and lenders, assess market appetite and financing capacity, and enhance the attractiveness, competitiveness and bankability of the proposed PPP transaction prior to commencement of formal procurement.
The Consultant shall develop and implement a comprehensive market engagement strategy to introduce the project to the international and domestic investment community and obtain structured feedback on the proposed PPP structure, commercial framework, procurement approach and risk allocation. The market engagement process shall be undertaken in accordance with the applicable laws of Kenya, the approved procurement strategy and the World Bank Procurement Regulations, while ensuring transparency, fairness and equal access to information.

(a) Market Engagement Strategy
The Consultant shall prepare a Market Engagement Strategy identifying the objectives, the categories of stakeholders to be engaged, target participants, engagement methods, communication protocols, confidentiality arrangements, programme of activities and responsibilities for implementation of the market sounding exercise.

(b) Preparation of Marketing Materials
The Consultant shall prepare high-quality project information and promotional materials to support the market engagement process. These shall include a Project Information Memorandum, a Project Teaser, an Investor Presentation, an Executive Project Summary, Frequently Asked Questions (FAQs), project fact sheets, an indicative transaction timetable, a project procurement process overview, and any other communication materials required to facilitate market engagement.

(c) Market Sounding and Feedback
The Consultant shall undertake structured market sounding to obtain feedback from prospective investors and financiers regarding the proposed transaction.

The Consultant shall organize and facilitate one-on-one meetings with prospective investors, consultations with lenders and financial institutions, meetings with construction companies and operators, discussions with infrastructure investment funds, consultations with institutional investors, meetings with development partners and development finance institutions (DFIs), virtual and in-person market sounding sessions, industry briefings, investor roundtables, and any other engagement activities considered necessary.

The Consultant shall ensure that all market participants are provided with consistent information and that no participant receives information that could provide an unfair competitive advantage during the subsequent procurement process.

The Consultant shall analyse the information obtained during the market sounding exercise and assess the implications for the proposed transaction and prepare a structured Investor Feedback Matrix summarizing the issues raised and proposed responses.

(e) Bankability Assessment

Based on the market feedback, the Consultant shall assess the bankability of the proposed transaction and identify measures that could improve investor confidence and financing prospects.

Where appropriate, the Consultant shall recommend refinements to the commercial framework and procurement documentation to enhance bankability while maintaining consistency with the approved Feasibility Study and Government policy.

(f) Updating Procurement Documentation

Following completion of the market sounding exercise, the Consultant shall review the procurement and other transaction documentation and recommend revisions arising from the market feedback.

The Consultant shall prepare a summary of all recommended changes together with the justification for each amendment.

Task 17 – Bid Process Management

The Consultant shall manage all procurement activities from the issuance of procurement documents through receipt and opening of proposals, while ensuring that all bidders are treated fairly and provided with equal access to information throughout the procurement process. The activities will include launching the procurement process; managing the Electrocnic Data Room; communication with bidders and clarification of queries; facilitation of pre-bid meetings, technical workshops and site visits; issuing formal addenda as required; and maintaining comprehensive procurement records;

Task 18 – Bid Evaluation and Selection of Preferred Private Partner

The Consultant shall provide technical, financial, commercial and legal advisory services to the Client and the Evaluation Committee throughout the bid evaluation process. The Consultant shall ensure that the evaluation is conducted in accordance with the approved procurement documentation, applicable laws of Kenya, the World Bank Procurement Regulations, and international good practice.

Following completion of the evaluation, the Consultant shall assist the Client in undertaking due diligence on the highest-ranked bidder to confirm its ability to successfully implement the project, and assist in preparing bidder notifications and conducting debriefing sessions.

At all times, the Consultant shall maintain the confidentiality of the evaluation process and prepare a complete audit trail documenting all evaluation activities and decisions.

Task 19 – Commercial Negotiations and Commercial Close

The Consultant shall support the Client throughout the commercial negotiation process to ensure that the final contractual arrangements are consistent with the approved procurement documents, the selected bid, the Government's objectives, the applicable laws of Kenya, and international good practice for PPP transactions.

The Consultant shall ensure that negotiations are conducted in a transparent, structured and well-documented manner and that any agreed changes do not undermine competition, alter the fundamental characteristics of the procurement process, or adversely affect the project's bankability and value for money. The task shall include the following activities:

(a) Prepare a comprehensive negotiation strategy

(b) Undertake a detailed review of the preferred Private Partner Bid

(c) Support the Client during commercial negotiations with the Preferred Bidder to finalize the commercial and contractual arrangements for implementation of the project.

The Consultant shall document all negotiation outcomes and maintain a complete record of agreements reached.

(d) Review and finalize he allocation of project risks between the Contracting Authority and the Preferred Bidder.

(e) Prepare and finalize the PPP Agreement and all associated contractual documentation.

(f) The Consultant shall support the Client in obtaining all approvals required before execution of the PPP Agreement.

(g) The Consultant shall support the Client in achieving Commercial Close by coordinating all activities required prior to execution of the PPP Agreement.

The Consultant shall verify the completion of the agreed commercial negotiations; confirm the execution readiness of the contractual documents; coordinate the execution of the PPP Agreement and the associated agreements; prepare the Commercial Close documentation; prepare execution records; document any outstanding post-signing actions; prepare a Commercial Close Checklist; prepare a Commercial Close Report; and facilitate the orderly transition to the Financial Close activities.

Task 20 – Transition Planning and Transaction Completion

Following Commercial Close, the Consultant shall support the Client in establishing the governance, contract management, and monitoring arrangements required for successful transition to Financial close activities. The Consultant shall also facilitate the transfer of knowledge and project information to the Client and prepare the final records necessary for completion of the transaction advisory assignment including the following activities:

(a) Transition Planning
The Consultant shall prepare a Transition Plan describing the activities required to move from Commercial to Financial Close to commencement of project implementation expeditiously..

(b) Contract Administration Framework
The Consultant shall establish a contract administration framework to support effective implementation of the PPP Agreement throughout the concession period.

(c) Contract Management Manual
The Consultant shall prepare a Contract Management Manual to guide the Client in administering the PPP Agreement and managing the concession throughout its lifecycle..

(d) Performance Monitoring Framework
The Consultant shall establish a framework for monitoring implementation of the PPP Agreement and evaluating concessionaire performance that will include standard reporting templates and monitoring tools.

(e) Governance and Dispute Management Arrangements
The Consultant shall recommend governance arrangements for oversight of the PPP Agreement during implementation and recommend measures to strengthen the institutional capacity for long-term contract management.

(g) Project Documentation and Records Management
The Consultant shall compile, organize and hand over all documentation prepared during the transaction advisory assignment.

(h) Transaction Completion
The Consultant shall prepare a comprehensive Final Transaction Completion Report summarizing the transaction process, key decisions, outcomes, lessons learned and recommendations for implementation. The report shall include a summary of the transaction activities, the procurement outcomes, the Commercial Close achievements, the final contractual arrangements, an implementation readiness assessment, the outstanding Financial Close actions, lessons learned, recommendations for effective contract administration, recommendations for future PPP projects, and confirmation of the completion of the transaction advisory assignment.

The Consultant shall present the Final Transaction Completion Report to KeNHA, the PPP Directorate and other relevant stakeholders, and incorporate comments received before final submission.

Task 21 – Capacity Building and Knowledge Transfer

This task is cross-cutting and spans both phases of the assignment. The Consultant shall allocate identified key expert and support staff inputs in Phase 1 and Phase 2, and shall show those inputs separately in the staffing schedule submitted with the Inception Report. The Capacity Building and Knowledge Transfer Plan forms part of the Phase 1 Inception Report and shall be updated at the commencement of Phase 2.

The Consultant shall deliver not fewer than two capacity-building workshops, one in each phase, each for three (3) days and each accommodating not fewer than thirty (30) participants drawn from the Client, the PPP Directorate and other relevant Government institutions. The Consultant shall bear the cost of the venue, training materials, equipment and refreshments, and the Client shall meet the travel and subsistence costs of its own participants.

Capacity building and knowledge transfer shall form an integral part of the assignment to strengthen the institutional capacity of the Client and participating Government agencies in the preparation, procurement, implementation, and management of Public-Private Partnership (PPP) projects. Throughout the assignment, the Consultant shall adopt a structured knowledge transfer approach by actively engaging designated counterpart staff through joint technical working sessions, on-the-job coaching, mentoring, participation in field investigations, collaborative review of technical deliverables, and practical demonstrations of analytical tools, financial models, and transaction documentation developed under the assignment. The Consultant shall ensure that Government staff are equipped with the knowledge and practical skills necessary to independently manage future PPP project preparation and procurement processes.

On-the-Job Training and Collaborative Learning

The Consultant shall ensure that designated officers of the Contracting Authority actively participate in the execution of the Assignment through structured on-the-job learning. This shall include, but not limited to, participation in technical investigations, engineering reviews, financial modelling, economic evaluations, environmental and social assessments, stakeholder consultations, procurement planning, preparation of transaction documents, market sounding activities, bid evaluation processes and commercial negotiations, as appropriate. The training activities shall be structured throughout the project implementation phases.

Quality Assurance, Joint Technical Reviews, and Client's Monitoring and Evaluation Activities

The Consultant shall establish and maintain documented internal quality assurance procedures covering all deliverables produced under the Assignment. The Consultant shall also organize collaborative technical review sessions for each major deliverable prepared under the Assignment. These sessions shall provide opportunities for the Client, relevant Government agencies and other designated stakeholders to review draft deliverables, discuss key assumptions, examine technical methodologies, validate findings and agree on appropriate revisions prior to finalization. The Consultant shall further support Monitoring and Evaluation activities by the Client.

Capacity Building Workshop

The Consultant shall organize and deliver a comprehensive **three-day capacity-building workshop** for officials from the Client, the PPP Directorate, and other relevant Government institutions involved in the project. The workshop shall combine presentations, practical demonstrations, interactive discussions, group exercises, and case studies, and shall include comprehensive training materials for future reference.

The workshop shall, at a minimum, cover the following topics:

- **PPP Fundamentals:** Principles and objectives of PPPs; legal and institutional framework; project identification and screening; project preparation; feasibility studies; project appraisal; Value for Money (VfM); affordability; fiscal sustainability; and the PPP project development cycle.
- **Technical and Commercial Structuring:** Development of output and performance specifications; engineering considerations in PPP project preparation; service level requirements; lifecycle asset management; performance-based contracting; payment mechanisms; revenue models; concession structures; and allocation and management of technical, commercial, financial, legal, environmental, and social risks.
- **Financial Modelling and Economic Analysis:** Development and interpretation of PPP financial models; demand and revenue forecasting; project bankability; affordability analysis; Value for Money assessment; sensitivity and scenario analyses; fiscal commitments and contingent liabilities; viability gap funding; and assessment of Government support measures.
- **PPP Procurement and Transaction Advisory:** Procurement planning; market sounding; preparation of Requests for Qualifications (RFQ) and Requests for Proposals (RFP); bid evaluation methodologies; commercial negotiations; concession agreement provisions; commercial close; financial close; contract management; and monitoring of PPP performance.
- **Domestic Capital Markets and Project Financing:** Strategies for mobilizing domestic financing for PPP infrastructure projects; participation of pension funds, insurance companies, commercial banks, development finance institutions, sovereign wealth funds, and institutional investors; infrastructure bonds, project bonds, Sukuk, Infrastructure Investment Trusts (InvITs), blended finance, guarantees, credit enhancement instruments, and other innovative financing mechanisms.
- **International Best Practice and Case Studies:** Lessons learned from successful international toll road and transport PPP projects, including project preparation, risk allocation, financing structures, procurement strategies, contract management, dispute avoidance, and adaptation of international good practice to Kenya's PPP framework.

Knowledge Transfer Programme

In addition to the workshop, the Consultant shall prepare and implement a comprehensive Knowledge Transfer and Capacity Building Programme to be carried out throughout the duration of the assignment. The programme shall identify the target participants, learning objectives, training activities, delivery schedules, expected competencies, and methods for evaluating learning

outcomes. Knowledge transfer shall be integrated into all major phases of the assignment through technical presentations, hands-on training sessions, mentoring, participation in stakeholder consultations, joint review of deliverables, demonstrations of financial models and analytical tools, and practical guidance during procurement and transaction advisory activities.
The Consultant shall prepare and submit a Capacity Building and Knowledge Transfer Plan as part of the Inception Report, and upon completion of the assignment shall submit a Knowledge Transfer Completion Report summarizing the training activities undertaken, participants reached, materials provided, competencies developed, lessons learned, and recommendations for continued institutional strengthening.

4.0 APPLICABLE PROCUREMENT AND LEGAL FRAMEWORK

This assignment is financed from the proceeds of a World Bank-financed project and shall be procured in accordance with the World Bank's **Procurement Regulations for IPF Borrowers revised September 2025 (7th Edition)** and the applicable provisions of the Financing Agreement. The Consultant shall perform the Services in a manner consistent with the requirements of the World Bank's procurement, and shall also ensure that all studies, analyses, recommendations, transaction structures, procurement strategies, bidding documents, and related outputs are fully compliant with the Constitution and laws of the Republic of Kenya, including the Public Private Partnerships Act, 2021 (as amended from time to time), its implementing regulations, and any relevant directives, guidelines, or approvals issued by the PPP Directorate/Committee. In the event of any inconsistency relating to the procurement of consulting services under this assignment, the World Bank Procurement Regulations shall prevail for the selection and engagement of the Consultant, while the development and implementation of the PPP transaction shall comply with the applicable Kenyan PPP legal and regulatory framework.

5.0 DELIVERABLES

PHASE 1 – FEASIBILITY STUDY DELIVERABLES

No.	Deliverable	Summary of Content	Timelines (months after commencement)
1.	Inception Report	Assignment methodology, work programme, staffing schedule, stakeholder engagement plan, quality assurance framework, risk register, communication arrangements, and data gap assessment	0.5
2.	Existing Corridor Assessment Report	Baseline assessment of the corridor, including road condition, structures, traffic operations, road safety, utilities, socio-economic conditions, institutional arrangements, deficiencies and opportunities for improvement	1.0
3.	Traffic and Demand	Traffic survey database, demand forecasting methodology, calibrated traffic model, traffic and	1.5

No.	Deliverable	Summary of Content	Timelines (months after commencement)
	Forecast Report	revenue forecasts, toll sensitivity analysis and traffic risk assessment	
4.	Draft Engineering Feasibility Report	Engineering investigations, alternative analyses, preliminary engineering design, implementation strategy, engineering drawings (plan and profile, General Arrangement (GA) drawings for structures, structural drawings, cross-section drawings, junction layout drawings, toll plaza and roadside stations architectural and engineering drawings, preliminary cost estimates, utility requirements and engineering feasibility recommendations, Bill of Quantities,	4.0
5.	Climate Resilience Assessment Report	Climate risk and vulnerability assessment, adaptation measures, resilience strategy, greenhouse gas assessment (where applicable) and recommendations for climate-resilient infrastructure	4.0
6.	Road Safety Assessment Report	Road safety assessment, identification of black spots, Safe System recommendations, preliminary road safety audit findings and road safety improvement programme	4.0
7.	Environmental and Social Documents	Draft and Final ESIA, ESMP, SEP, Labour Management Procedures (LMP), GBV/SEA-SH Action Plan, Biodiversity assessment & management report, Cultural heritage management measures, and other environmental and social instruments required under Kenyan legislation and the World Bank ESF	4.5
8.	Land Acquisition and Resettlement Documents	Land Acquisition Assessment Report, Draft and Final Resettlement Action Plan (RAP), Inventory of Affected Assets, Census and socio-economic survey report, Compensation framework, Land acquisition implementation strategy	4.5
9.	Financial and Economic Analysis Report	Financial Model (fully functional and editable); Financial and Economic Analysis Report; Lifecycle Cost Estimates Economic Appraisal (including EIRR and NPV) Financial Viability Assessment Fiscal Impact and Affordability Assessment Report; Value for Money Assessment Report; Public Sector Comparator; and all supporting calculations, assumptions and electronic financial model files.	4.5
10.	PPP Structuring Documents	PPP Options Assessment Report Market Sounding Report PPP Structuring Report	4.5

No.	Deliverable	Summary of Content	Timelines (months after commencement)
		Commercial framework and project risk allocation matrix Procurement and implementation strategy Recommendations to guide Phase 2 – Transaction Advisory Services	
11.	Legal and Institutional Assessment Report	Legal and Institutional Assessment Report; Regulatory Approvals and Compliance Matrix; Institutional Roles and Responsibilities Matrix; Legal and Institutional Risk Register; Governance and Implementation Framework; and recommendations for legal, regulatory and institutional actions to support Phase 2 – Transaction Advisory Services	5.0
12.	Toll Plaza Concept Designs and Tolling System Design Report	Conceptual designs and GA drawings for toll plazas and associated infrastructure, system architecture diagrams, functional layouts, BoQs, technical specifications, equipment schedules for the proposed tolling system.	4.5
13.	Final Feasibility Study Report	Final Feasibility Study Report; Executive Summary of the Feasibility Study; Stakeholder Presentation and Workshop Materials; Final Feasibility Study Report incorporating comments from the Client Consolidated Implementation Roadmap; Project Risk Register; Electronic Financial Model and supporting calculations; GIS databases, engineering drawings, traffic models and survey data; Environmental and Social databases and supporting documentation; and Digital copies of all reports, models, databases, drawings and supporting analyses developed during the assignment in editable and PDF formats.	6.0

PHASE 2 – TRANSACTION ADVISORY SERVICES

No.	Deliverable	Summary of Content	Timelines (months after commencement)
14.	Transaction Inception Report	Transaction Inception Report; Procurement Readiness Assessment Report and Procurement Programme; Transaction Management Manual; Procurement Strategy Confirmation Report; Transaction Implementation Plan; Stakeholder Communication and Coordination Plan Governance Arrangements Transaction Risk Register	0.5
15.	Procurement Documentation Package	Draft RFQ and Final RFQ, Draft RFP and Final RFP Draft PP Agreement, Evaluation Manual, Technical specifications, Performance requirements Procurement notices Data room and Complete procurement documentation ready for issuance	1.0
16.	Market Engagement Reports	Market Engagement Strategy; Project Information Memorandum; Project Teaser and Investor Presentation; Market Sounding Report; Investor Feedback Matrix; Bankability Assessment Report; Updated Procurement Documentation (where applicable); Market Engagement Summary Report	1.5
17.	Bid Process Management Reports	Procurement Launch Report; Electronic Data Room and Data Room Register; Clarification Register; Minutes of Pre-Bid Meetings and Site Visits; Addenda Register; Monthly Procurement Progress Reports; Bid Receipt and Bid Opening Report; Procurement Compliance Report; and Procurement Completion Report.	3.5
18.	Bid Evaluation Reports	Evaluation Plan and Evaluation Templates; Preliminary Examination and Responsiveness Assessment Report; Technical Evaluation Report; Commercial Evaluation Report; Financial Evaluation Report; Due Diligence Report on the Preferred Bidder; Combined Bid Evaluation Report; Preferred Bidder Recommendation Report; Bidder Notification and Debriefing Report (where applicable); and Complete Evaluation Audit File.	5.5
19.	Commercial Close Documentation	Negotiation Strategy Report; Negotiation Record and Issues Register; Updated Project Risk Allocation Matrix; Support through Negotiations with the Preferred Bidder; Final PPP (Concession) Agreement and Contract Schedules; Government Approval Support Documentation; Commercial Close Checklist;	7.5

No.	Deliverable	Summary of Content	Timelines (months after commencement)
		Commercial Close Report; and Executed Commercial Documentation.	
21.	Transaction Completion Documents and Transition to Financial Close	Transition Plan; Contract Administration Framework; Contract Management Manual; Performance Monitoring Framework and Reporting Templates; Knowledge Transfer and Capacity Building Report; Training Completion Report; Financial Close Action Plan; Conditions Precedent Register; Financial Close Readiness Report Project Documentation Archive and Document Index; and Final Transaction Completion Report.	8.5
22.	Knowledge Transfer Completion Report	Summary of training activities undertaken, participants reached, materials provided, competencies developed, lessons learned, and recommendations for continued institutional strengthening	9.0

Submission of Reports

All reports shall be submitted in **six (6) hard copies** and **four (4) electronic copies** on portable storage devices (hard drives or other approved digital media), together with editable and searchable electronic versions of all reports, drawings, calculations, GIS data, financial models, databases, and other supporting documents in both their native formats and PDF.
The Consultant shall submit all deliverables simultaneously to the **Kenya National Highways Authority (KeNHA)** and the **Public Private Partnerships (PPP) Directorate**, comprising **three (3) hard copies and two (2) electronic copies** to KeNHA and **three (3) hard copies and two (2) electronic copies** to the PPP Directorate.

All reports, drawings, models, and other technical deliverables shall initially be submitted in draft form for review. Following receipt of consolidated comments from the Client, the Consultant shall revise the draft deliverables and submit the final versions incorporating all accepted comments. The Client shall endeavor to provide consolidated comments within **two (2) weeks** of receipt of the deliverables, and the Consultant shall submit the revised final deliverables within **two (2) weeks** of receiving the consolidated comments. For the avoidance of doubt, the Draft Final Feasibility Study Report is a separate deliverable of Phase 1 and shall be submitted not later than five (5) months after commencement, so that the review and revision cycle and the stakeholder presentation required under Task 13 can be completed before submission of the Final Feasibility Study Report at six (6) months. The Consultant shall add this deliverable to the Phase 1 deliverables schedule.

Payment shall be made against each deliverable listed in the Phase 1 and Phase 2 deliverables schedules upon its formal acceptance by the Client, apportioned in the manner set out in the payment schedule below. No deliverable shall attract payment until it has been accepted in accordance with the review and approval process set out in these Terms of Reference.

The Consultant shall submit to the Client all analytical models, databases, digital datasets, GIS databases, CAD drawings, Building Information Modelling (BIM) files (where applicable), financial models, traffic models, hydrological and hydraulic models, pavement design models, bridge analysis models, tolling system models, and all other digital files, together with the corresponding input data, assumptions, methodologies, calculation sheets, and user documentation necessary for their operation and future updating. All project-specific models, databases, reports, drawings, and other deliverables developed under the assignment shall become the property of the Client upon acceptance of the final deliverables. Where software, software licenses, or proprietary applications are procured specifically under the Contract for use by the Client and the Consultant, such licenses shall be transferred to, registered in the name of, or otherwise assigned to the Client, to the extent permitted by the applicable licensing agreements.

The Addresses for purposes of submission of reports are:

Director General
Kenya National Highways Authority
Barabara Plaza Block A
P.O. Box 49712-00100
NAIROBI

Director General
Public Private Partnerships Directorate
The National Treasury
P.O. Box 30007 - 00100
NAIROBI

6.0 KEY EXPERTS QUALIFICATIONS AND EXPERIENCE

Phase 1 – Feasibility Study

1. Team Leader / PPP Specialist

Role: The Team Leader shall be responsible for the overall management, coordination and quality assurance of the assignment and shall serve as the primary point of contact between the Consultant and the Client. The Team Leader shall ensure that all technical, environmental, social, financial, legal and institutional components of the feasibility study are fully integrated into a bankable PPP project.

Qualifications
- Bachelor’s degree in Civil Engineering, Transportation Engineering
- Master's degree in Civil Engineering, Transport Engineering, Economics, Finance, Business Administration, Project Management or related discipline.

- Professional certification in PPP or Project Finance is desirable.

Experience
- Minimum 25 years' professional experience.
- At least 10 years in transport PPP advisory.
- Team Leader for at least three highway PPP feasibility studies or similar assignments.
- Experience managing multidisciplinary teams and World Bank-funded projects.
- Experience with World Bank-funded transport projects.
- Experience in Africa is highly desirable.

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2. Highway Engineering Specialist / Deputy Team Leader
Role: Lead all highway engineering investigations and preliminary engineering design while supporting the Team Leader in overall project coordination.

Qualifications
- Bachelor's degree in Civil Engineering, Transportation Engineering
- Master's degree in Highway or Civil Engineering
- Registered Professional Engineer.

Experience
- Minimum 20 years' professional experience.
- Experience in feasibility studies and preliminary design of major highways and expressways.

Key Responsibilities
- Review existing road conditions
- Evaluate alternative alignments
- Develop preliminary geometric design
- Review interchange layouts
- Coordinate engineering investigations
- Prepare engineering cost estimates
- Support construction staging
- Coordinate engineering interfaces with environmental and social teams
- Act as Team Leader when required

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3. Traffic and Transport Planning Specialist
Role: Lead traffic demand assessment and traffic forecasting necessary for determining project viability and toll revenue.

Qualifications
- Bachelor's degree in Civil Engineering, Transportation Engineering
- Master's degree in Transport Planning or Transportation Engineering.

Experience

- Minimum 15 years' professional experience
- Extensive experience in traffic surveys, transport modelling and traffic forecasting for toll roads or expressways.
- Experience on toll roads.
- Experience using VISUM, Cube, EMME or TransCAD.

Key Responsibilities

- Design and supervise traffic surveys
- Undertake origin-destination surveys
- Prepare transport demand models
- Forecast future traffic
- Evaluate freight and passenger demand
- Estimate toll revenue
- Conduct willingness-to-pay studies
- Undertake sensitivity analyses
- Assess induced traffic

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4. Pavement and Materials Engineer
Role: Assess pavement conditions and recommend suitable pavement solutions for the project.

Qualifications

- Bachelor's degree in Civil Engineering, Transportation Engineering
- Master's degree in Pavement or Highway Engineering.

Experience

- Minimum 20 years.
- Experience in pavement investigations, rehabilitation, lifecycle costing and HDM-4 analysis.

Key Responsibilities

- Conduct pavement investigations
- Evaluate pavement deterioration
- Recommend rehabilitation strategies
- Design new pavement structures
- Assess material sources
- Undertake lifecycle costing
- Develop pavement maintenance strategies

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5. Bridge and Structural Engineer
Role: Lead assessment and preliminary design of bridges and major structures along the corridor.

Qualifications

- Bachelor’s degree in Civil Engineering, Transportation Engineering
- Master's degree in Structural or Bridge Engineering.

Experience

- Minimum 20 years.
- Experience in bridge inspections, bridge design and major highway structures.

Key Responsibilities

- Inspect existing bridges
- Recommend rehabilitation
- Develop preliminary bridge designs
- Assess structural integrity
- Design river crossings
- Coordinate hydraulic considerations
- Estimate structural costs

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6. Geotechnical Engineer
Role: Provide geotechnical advice for route selection and engineering design.

Qualifications
Master's degree in Geotechnical Engineering or Engineering Geology.

Experience

- Minimum 20 years.
- Experience in highway geotechnical investigations, embankments and foundations.

Key Responsibilities

- Plan ground investigations
- Interpret borehole results
- Assess slope stability
- Recommend foundation solutions
- Identify geohazards
- Assess construction materials
- Recommend ground improvement

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7. Hydrology and Drainage Engineer
Role: Develop drainage solutions and assess flood risks affecting the highway.

Qualifications

- Bachelor’s degree in Civil Engineering
- Master's degree in Water Resources Engineering or Hydrology.

Experience

- Minimum 20 years.
- Experience in highway drainage, flood assessments and flood modelling

Key Responsibilities

- Hydrological modelling
- Flood assessments
- Culvert design
- Bridge hydraulic analysis
- Stormwater management
- Climate resilience assessments

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8. Road Safety Specialist
Role: Ensure road safety principles are incorporated throughout project development.

Qualifications

- Master's degree in Civil Engineering or Transport Engineering.
- Road Safety Audit certification is desirable.

Experience

- Minimum 15 years.
- Experience undertaking road safety audits for major highways.

Key Responsibilities

- Undertake Road Safety Audits
- Identify hazardous locations
- Recommend safety improvements
- Assess vulnerable road users
- Review intersection safety
- Evaluate operational safety

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9. Climate Change and Resilience Specialist
Role: Assess climate risks and develop resilience measures for the project.

Qualifications

Master's degree in Climate Science, Environmental Engineering or related field.

Experience

- Minimum 12 years.
- Experience in climate risk assessments for transport infrastructure.

Key Responsibilities

- Conduct climate risk screening
- Assess vulnerability
- Recommend adaptation measures
- Estimate greenhouse gas emissions
- Integrate resilience into design

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10. Environmental Specialist
Role: Lead environmental assessment and ensure compliance with national legislation and World Bank Environmental and Social Framework (ESF).

Qualifications
Master's degree in Environmental Science or Environmental Engineering.

Experience
- Minimum 20 years.
- Extensive experience in ESIAs and World Bank ESF requirements.
- Environmental permitting.

Key Responsibilities
- Prepare ESIA
- Develop Environmental and Social Management Plans
- Coordinate environmental surveys
- Lead stakeholder consultations
- Identify mitigation measures
- Obtain environmental approvals

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11. Social Development Specialist
Role: Assess social impacts and ensure inclusive stakeholder participation.

Qualifications
Master's degree in Sociology, Anthropology or Social Development.

Experience
- Minimum 20 years.
- Experience in social impact assessments and stakeholder engagement.

Key Responsibilities
- Conduct Social Impact Assessment
- Lead stakeholder engagement
- Assess vulnerable groups
- Prepare stakeholder engagement plans
- Conduct gender analysis
- Develop grievance mechanisms

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12. Resettlement and Land Acquisition Specialist
Role: Lead land acquisition planning and resettlement activities.

Qualifications
Master's degree in Land Economics, Land Management or related discipline.

Experience
- Minimum 20 years.
- Experience preparing RAPs
- Land acquisition and resettlement implementation

Key Responsibilities
- Prepare RAP
- Conduct asset inventories
- Develop compensation frameworks
- Assess livelihood restoration
- Coordinate land acquisition planning
- Support implementation planning

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13. Biodiversity Specialist
Role: Assess ecological impacts and biodiversity risks associated with the project.

Qualifications
Master's degree in Ecology, Biology or Environmental Science.

Experience
- Minimum 12 years.
- Experience in biodiversity assessments for transport projects.

Key Responsibilities
- Conduct biodiversity surveys
- Identify critical habitats
- Assess wildlife movement
- Recommend mitigation
- Develop Biodiversity Action Plans

14. Gender/GBV Expert
Minimum of a bachelor's degree in Gender Studies, Sociology, Social Sciences, Development Studies, Law, Psychology or another relevant discipline. A master's degree in a relevant field will be an added advantage.

- At least **10 years** of professional experience in gender mainstreaming and social risk management for infrastructure projects.

- Experience in assessing and managing risks relating to gender-based violence (GBV), sexual exploitation and abuse (SEA), and sexual harassment (SH) in major infrastructure or PPP projects.
- Experience in preparing and implementing Gender Action Plans, GBV/SEA/SH Action Plans, Stakeholder Engagement Plans (SEPs), and related social safeguard instruments.
- Familiarity with the World Bank Environmental and Social Framework (ESF), particularly ESS1, ESS2, ESS4, ESS5, and ESS10, and other applicable international standards.
- Experience working on donor-funded infrastructure projects in Sub-Saharan Africa, preferably in Kenya, will be an added advantage.
- Excellent analytical, stakeholder engagement, report writing, and communication skills.

Key Responsibilities

- Assess gender, GBV/SEA/SH, vulnerability, and social inclusion risks associated with the Project and recommend appropriate prevention, mitigation, and response measures.
- Prepare, review, and integrate Gender Action Plans, GBV/SEA/SH Prevention and Response Plans, stakeholder engagement measures, grievance redress mechanisms, and related safeguards into project design, procurement documents, and contractual provisions.
- Support inclusive stakeholder engagement, compliance with the World Bank Environmental and Social Framework and Kenyan legislation, and the preparation of environmental, social, procurement, and contractual documentation relating to gender and social safeguards.

15. **Occupational Health & Safety Expert**

A minimum of a bachelor's degree in environmental science, Public Health, or another relevant discipline. A master's degree will be an added advantage.
Professional certification in Occupational Health and Safety from a recognized professional body or an equivalent qualification).

Experience

- At least **10 years** of professional experience in occupational health and safety management for major infrastructure, transportation, or construction projects.
- Demonstrated experience in preparing and implementing Occupational Health and Safety Management Plans for large civil engineering works.
- Familiarity with Kenyan occupational safety legislation, including the Occupational Safety and Health Act (OSHA), 2007, and international good practice, including the World Bank Environmental, Health and Safety (EHS) Guidelines.
- Experience working on donor-funded infrastructure projects, particularly those financed by multilateral development banks, will be an added advantage.
- Strong knowledge of construction risk management, contractor safety management, incident prevention, emergency preparedness, and safety auditing.;

Key Responsibilities

- Assess occupational health and safety risks during construction, operation, and maintenance, and recommend practical measures to prevent workplace injuries, occupational illnesses, and construction-related hazards.

- Prepare and/or review Occupational Health and Safety Management Plans, safety procedures, contractor health and safety systems, emergency preparedness, incident reporting, corrective action procedures, PPE requirements, safe work methods, traffic management measures, and contractor compliance monitoring arrangements.
- Support compliance with Kenyan occupational health and safety legislation, the World Bank ESF, and World Bank Group EHS Guidelines, and integrate OHS requirements into procurement documents, the PPP Agreement, technical specifications, ESIA, ESMP, and monitoring reports.

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16. Financial Modelling / PPP Finance Specialist
Role: Develop financial models to assess project bankability and affordability.

Qualifications
- Bachelor's degree in finance, Economics or Financial Engineering
- Master's degree in finance, Project Finance, Economics or Financial Engineering.

Experience
- Minimum 20 years.
- Experience developing PPP financial models.

Key Responsibilities
- Develop PPP financial model
- Conduct sensitivity analysis
- Assess financing options
- Estimate project returns
- Undertaking Value for Money analysis
- Support fiscal affordability analysis

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17. Economist / Transport Economist
Role: Lead the economic evaluation of the proposed investment.

Qualifications
Master's degree in Economics or Transport Economics.
Experience
- Minimum 20 years.
- Experience in economic appraisal of major transport projects.

Key Responsibilities
- Conduct cost-benefit analysis
- Estimate economic rates of return
- Assess wider economic benefits
- Conduct economic sensitivity analyses
- Evaluate regional development impacts

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18. PPP Commercial Specialist
Role: Develop the commercial structure and risk allocation framework for the PPP project.

Qualifications
- Bachelor’s degree in Finance or Economics
- Master’s degree in Finance, Economics or Business Administration.

Experience
- Minimum 20 years.
- Experience structuring PPP projects.
- Toll road concessions

Key Responsibilities
- Assess PPP options
- Develop payment mechanisms
- Allocate project risks
- Conduct market sounding
- Develop commercial terms
- Support procurement planning

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19. PPP Legal Specialist
Role: Provide legal advice on PPP structuring and contractual arrangements.

Qualifications
LLB with professional legal qualification.
Master's degree desirable
Experience
Minimum 20 years.
Experience in infrastructure PPPs and Kenyan PPP legislation.

Key Responsibilities
- Review legislation
- Prepare legal due diligence
- Draft PPP agreements
- Advise on procurement
- Review concession arrangements
- Support negotiations

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18. Institutional and Governance Specialist
Role: Assess institutional capacity and recommend governance arrangements for project implementation.

Qualifications
Master’s degree in Public Administration, Public Policy or related discipline.
Experience
Minimum 20 years.
Experience in institutional and regulatory assessments.
PPP governance

Key Responsibilities
Review institutional arrangements
Assess regulatory frameworks
Recommend governance structures
Conduct capacity assessments
Prepare institutional strengthening plans

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20. GIS and Spatial Analysis Specialist
Role: Carry out surveying, provide spatial analysis and mapping support for engineering, environmental and land studies.

Qualifications
Degree in GIS, Surveying or Geomatics.
Experience
Minimum 15 years.
Experience supporting highway feasibility studies.

Key Responsibilities
- Take lead in aerial and topographical survey of the road corridor
- Develop GIS databases
- Prepare corridor maps
- Conduct spatial analysis
- Support route selection
- Produce thematic maps
- Integrate survey data

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21. Quantity Surveyor / Cost Engineer
Role: Prepare project cost estimates and lifecycle cost analyses to support financial and economic evaluations.

Qualifications
Degree in Quantity Surveying or Cost Engineering.

Experience
Minimum 15 years.
Experience preparing cost estimates for major transport infrastructure.
Cost planning for transport infrastructure

Key Responsibilities
- Prepare capital cost estimates
- Develop Bills of Quantities
- Estimate operating and maintenance costs
- Conduct lifecycle costing
- Assess cost risks
- Support procurement cost estimates

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22. Architect (Toll Plazas and Roadside Stations)
Role: The Architect shall lead the planning and conceptual architectural design of toll plazas, roadside stations, and associated operational facilities, ensuring that the designs are functional, safe, sustainable, climate-resilient, and compatible with the overall highway and PPP requirements. The Architect shall prepare preliminary architectural designs and coordinate with the multidisciplinary team to deliver integrated engineering solutions and supporting technical documentation.

Qualifications
- Bachelor's degree in Architecture from a recognized university.
- Registered as a Professional Architect with a recognized professional body. Eligibility for registration in Kenya shall be required where applicable.
- A Master's degree in Architecture, Urban Design, Transport Infrastructure, or a related field will be an added advantage.

Experience
- At least 20 years of post-qualification professional experience in architectural planning and design.
- Demonstrated experience in the planning and design of toll plazas, roadside service areas, transport terminals, airports, ports, logistics facilities, or other comparable transport infrastructure.
- Served as Lead or Deputy Architect on at least three (3) similar infrastructure projects, including at least two (2) projects involving toll plazas, roadside stations, or comparable highway operational facilities.
- Experience in PPP and/or World Bank or other Multilateral Development Bank-financed projects will be an added advantage.

Key Responsibilities
The Architect shall be responsible for the planning and conceptual architectural design of toll plazas, roadside stations, and associated operational buildings, including site planning, functional layouts, accessibility, sustainability and climate-resilient design, preparation of preliminary

drawings, outline technical specifications, Bills of Quantities, and coordination with the engineering, tolling, ITS, and environmental teams.

Phase 1: Support Staff Inputs

In addition to the Key Experts, the Consultant shall mobilize the necessary short-term specialists and field personnel, including a topographic survey team, a geotechnical investigation team, materials and pavement engineers, traffic engineers, highway engineers, utility specialists, an Intelligent Transport Systems (ITS) specialist, a toll systems specialist, an environmental field team, social survey enumerators, valuers and land surveyors, GIS/CAD technicians, data analysts, and administrative support personnel.

Phase 2 – Transaction Advisory Services

1. Team Leader / Lead Transaction Advisor

Role: Provide strategic leadership for the transaction advisory services and manage the procurement process through bidder selection, Commercial Close.

Qualifications

- Bachelor's degree in Civil Engineering, Transportation Engineering
- Master's degree in Civil Engineering, Transport Engineering, Economics, Finance, Business Administration, Project Management or related discipline.
- Professional certification in PPP or Project Finance is desirable.

Experience

- Minimum 25 years' professional experience.
- At least 10 years in transport PPP advisory.
- Team Leader for at least three highway PPP feasibility studies or similar assignments.
- Led at least three PPP transactions to Commercial Close and Financial Close.
- Experience managing multidisciplinary teams and World Bank-funded projects.
- Experience with World Bank-funded transport projects.
- Experience in Africa is highly desirable.

Key Responsibilities

- Lead overall transaction advisory activities
- Coordinate legal, commercial, financial and technical workstreams
- Manage procurement and negotiations
- Advise the Client on bidder interactions
- Lead negotiations with preferred bidders and lenders
- Ensure timely Commercial Close

2. PPP Commercial Specialist

Role: Develop and negotiate the commercial structure of the PPP transaction.

Qualifications

- Bachelor's degree in Finance or Economics
- Master's degree in Finance, Economics or Business Administration.

Experience

- Minimum 20 years.
- Extensive experience structuring and negotiating PPP transactions.
- Toll road concessions

Key Responsibilities

- Refine commercial terms
- Develop payment mechanisms
- Support bid evaluation
- Lead commercial negotiations
- Advise on risk allocation and concession terms

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3. Financial Modelling / PPP Finance Specialist
Role: Advise on project financing strategy and support Commercial Close.

Qualifications

- Bachelor's degree in Finance, Economics or Financial Engineering
- Master's degree in Finance, Project Finance, Economics or Financial Engineering.

Experience

- Minimum 20 years.
- Experience developing PPP financial models.
- Experience in project finance, lender negotiations and financial close for PPP projects.

Key Responsibilities

- Review and update financial models
- Evaluate financing structures
- Engage with lenders and investors
- Evaluate lender assumptions
- Assess bankability
- Support financing negotiations leading to Commercial Close

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4. PPP Legal Specialist
Role: Lead legal due diligence and negotiation of all project agreements.

Qualifications
LLB with professional legal qualification.
Master's degree desirable

Experience

- Minimum 20 years.
- Experience in infrastructure PPPs and Kenyan PPP legislation.
- Experience drafting and negotiating PPP Agreements and advising on Commercial Close.

Key Responsibilities

- Draft and negotiate PPP Agreement and ancillary contracts.
- Advise on procurement and regulatory compliance.
- Support Commercial Close.
- Manage legal issues arising during negotiations.

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5. Procurement Specialist

Role: Ensure that procurement is conducted in accordance with World Bank Procurement Regulations and international best practice.

Qualifications

Degree in Procurement, Law, Engineering, Business Administration or related discipline.

Experience

- Minimum 20 years.
- Extensive experience in procurement of major infrastructure PPPs financed by multilateral development banks.

Key Responsibilities

- Prepare procurement documentation
- Manage the bidding process
- Advise on bidder clarifications and evaluation
- Ensure compliance with World Bank procurement requirements
- Support preparation of evaluation reports and procurement approvals

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6. Contract Management Specialist

Role: Advise on contractual provisions and future contract administration arrangements for the PPP concession.

Qualifications

Degree in Engineering, Law, Contract Management or related discipline.

Experience

Minimum 20 years.

Experience administering long-term infrastructure contracts and PPP concessions.

Key Responsibilities

- Review contract provisions
- Develop contract management frameworks
- Advise on performance monitoring mechanisms
- Support claims, variation and dispute management provisions

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7. Technical Advisor / Highway Engineer
Role: Provide technical advice during procurement and negotiations to ensure the selected proposal meets the required engineering and performance standards.

Qualifications
- Bachelor’s degree in Civil Engineering, Transportation Engineering
- Master's degree in Highway or Civil Engineering
- Registered Professional Engineer.

Experience
- Minimum 20 years’ professional experience.
- Experience in feasibility studies and preliminary design of major highways and expressways.

Key Responsibilities
- Review technical proposals
- Evaluate compliance with technical specifications
- Support clarification meetings with bidders
- Advise on engineering risks during negotiations

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8. Environmental and Social Specialist
Role: Ensure environmental and social commitments are maintained throughout procurement and incorporated into the contractual framework.

Qualifications
Master's degree in Environmental or Social Sciences.
Experience
- Minimum 20 years in environmental and social management of major infrastructure projects.

Key Responsibilities

- Review environmental and social obligations.
- Advise on contractual environmental and social requirements.
- Ensure compliance with the World Bank Environmental and Social Framework.
- Support environmental and social due diligence during bidder evaluation.

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9. Land Acquisition and Resettlement Specialist
Role: Advise on implementation of land acquisition and resettlement activities necessary for project delivery.

Qualifications
Master's degree in Land Economics, Land Management or related discipline.
Experience

- Minimum 20 years.
- Experience preparing RAPs
- Land acquisition and resettlement implementation

Key Responsibilities

- Monitor RAP implementation.
- Advise on land availability and compensation.
- Address resettlement issues affecting procurement and commercial close.
- Ensure compliance with requisite law and frameworks

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10. Stakeholder Engagement and Communications Specialist

Role: Lead communication with government agencies, affected communities, market participants and bidders to maintain transparency and stakeholder confidence throughout the procurement process.

Qualifications

Master's degree in Communications, Public Relations or Social Sciences.

Experience

Minimum 15 years.
Experience supporting market engagement, bidder communication and stakeholder management.

Key Responsibilities

- Develop and implement a stakeholder engagement and communications strategy
- Support market sounding and investor outreach
- Coordinate bidder communications and information sessions
- Prepare communication materials, public notices and briefing documents
- Manage stakeholder consultations and maintain records of engagement
- Advise on communication risks and public information management

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11. Institutional and Governance Specialist

Role: Assess institutional capacity and recommend governance arrangements for project implementation.

Qualifications

Master's degree in public administration, Public Policy or related discipline.

Experience

Minimum 20 years.
Experience in institutional development, public sector governance and PPP implementation support.

Key Responsibilities

- Review and refine governance arrangements for project implementation
- Assess institutional capacity and recommend strengthening measures

- Advise on coordination mechanisms among implementing agencies
- Develop institutional frameworks for post-award contract oversight
- Support capacity building and knowledge transfer to the Client

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Phase 2: Support Staff
The Consultant shall provide short-term support personnel (approximately 14 person-months), including procurement assistants, financial analysts, legal associates, technical reviewers, document control specialists, a Data Room Administrator, administrative support personnel, database and document management specialists, and administrative and project support staff.

KEY EXPERTS INPUT

Phase 1 Key Experts – Feasibility Study

No.	Key Expert	Input (person-months)
1.	Team Leader / PPP Specialist	6
2.	Highway Engineering Specialist / Deputy Team Leader	6
3.	Traffic and Transport Planning Specialist	5
4.	Pavement and Materials Engineer	5
5.	Bridge and Structural Engineer	5
6.	Geotechnical Engineer	5
7.	Hydrology and Drainage Engineer	4
8.	Road Safety Specialist	3
9.	Climate Change and Resilience Specialist	2
10.	Environmental Specialist	4
11.	Social Development Specialist	4
12.	Resettlement and Land Acquisition Specialist	4
13.	Biodiversity Specialist	3
14	Occupational Safety and Health Expert	2
15	Gender/GBV Expert	2
16.	Financial Modelling / PPP Finance Specialist	4
17.	Economist / Transport Economist	4
18.	PPP Commercial Specialist	4
19.	PPP Legal Specialist	4
20.	Institutional and Governance Specialist	4
21.	GIS and Spatial Analysis Specialist	4
22.	Quantity Surveyor / Cost Engineer	2
23.	Architect	2
	Total	**88**

Phase 2 Key Experts– Transaction Advisory Services

No.	Key Expert	Input (person-months)
1.	Team Leader / Lead Transaction Advisor	9
2.	PPP Commercial Specialist	9
3.	Financial Modelling / PPP Finance Specialist	9
4.	PPP Legal Specialist	9
5.	Procurement Specialist	6
6.	Contract Management Specialist	4
7.	Technical Advisor / Highway Engineer	6
8.	Environmental and Social Specialist	4
9.	Land Acquisition and Resettlement Specialist	4
10.	Stakeholder Engagement and Communications Specialist	4
11.	Institutional and Governance Specialist	4
	Total	**68**

Support Staff Inputs

Phase 1 Support Staff – Feasibility Study

No.	Specialist	No. of Support Staff	Input (person-months)	Total Input (person-months)
1.	Topographic surveyor	4	1	4
2.	Geotechnical engineers	4	1	4
3.	Materials/Pavement engineers	4	1	4
4.	Traffic engineers	4	1	4
5.	Highway engineers	4	1	4
6.	Structural engineer	1	1	1
7.	Transport economist	1	1	1
8.	Utility specialists	3	1	3
9.	ITS specialist	2	1	2
10.	Toll systems specialist	1	1	1
11.	Financial Modelling specialist	1	1	1
12.	Environmental specialists	1	1	1
13.	Legal expert	1	1	1
14.	Social specialists	1	1	1
15.	Valuers and land surveyor	4	1	4
16.	GIS/CAD technicians	4	1	4
17.	Data analysts	5	1	5
18.	Administrative support	1	1	1
	Total			**46**

All support staff except for GIS/CAD technicians and Administrative support shall have Bachelor’s degrees in their respective field of study.

Phase 2 Support Staff– Transaction Advisory Services

No.	Specialist	No. of Support Staff	Input (person-months)	Total Input (person-months)
1.	Procurement assistants	2	1	2
2.	Financial analysts	2	1	2
3.	Legal associates	2	1	2
4.	Technical reviewers/Highway engineers	1	1	1
5.	Document control specialists	1	1	1
6.	Data room administrator	1	1	1
7.	Administrative support	1	1	1
	Total			**10**

All support staff except for administrative support shall have bachelor's degrees in their respective field of study.

DURATION OF ASSIGNMENT

Phase 1 – six (6) months
Phase 2 – nine (9) months

PAYMENT SCHEDULE

Phase 1

Deliverable	Percentage Payment
Inception report	20
Draft final feasibility study report	30
Financial and economic analysis report	20
Final feasibility study report	30

Phase 2

Deliverable	Percentage Payment
Inception report	20
Bid evaluation report	30
Commercial close	30
Transaction completion report and Knowledge transfer report	20

DATA, SERVICES, PERSONNEL AND FACILITIES TO BE PROVIDED BY THE CLIENT

The Client shall facilitate the Consultant's access to available information, relevant government institutions and project stakeholders (by way of introductory letters), and existing documentation necessary for undertaking the assignment *(where available).* While every effort will be made to provide complete and accurate information, the Consultant shall independently verify the adequacy, accuracy, consistency, and applicability of all data received and shall be responsible for obtaining any additional information necessary for successful completion of the assignment.

The Client shall not be responsible for delays arising from the Consultant's failure to identify additional information requirements in a timely manner.

Engineering, Planning and Technical Data

(i) Previous studies e.g. previous feasibility studies, corridor development studies, previous concession studies, etc. The Client shall also provide the previous unsolicited proposals relating to the corridor, together with the related correspondence, evaluations and decisions, to the extent that disclosure is permitted.

(ii) Existing engineering information e.g. engineering designs, FWD results, IRI results, utility mapping, etc.

(iii) Topographical and survey information e.g. DTMs, LiDAR data, GPS controls, Benchmarks, etc.

Traffic and Transport Data

(i) Traffic counts e.g. classified traffic counts, turning movement counts, etc

(ii) Freight information e.g. freight origin-destination surveys, commodity flow surveys

(iii) Travel behavior e.g. travel time surveys, speed surveys, vehicle occupancy surveys, etc

(iv) Axle load e.g. weighbridge records, axle load surveys, overloading statistics, etc.

(v) Road safety data e.g. accident database, black spot studies, road safety audit reports, etc.

Environmental and Social Information

Environmental e.g. Previous Environmental Impact Assessments, environmental audit reports, environmental management plans, etc.

Social e.g. Previous RAPs, Livelihood restoration plans, stakeholder engagement plans, etc.

Land and Property Information e.g. survey plans, road reserve plans, etc.

Financial and Economic Information e.g. Historical maintenance expenditure, development expenditure, budget allocations, etc.

Stakeholder Coordination

The Client shall facilitate engagement, by way of issuing introduction letters, with all relevant institutions including national government ministries, departments and agencies, county governments, utility providers, security agencies, regulatory authorities, development partners, financial institutions, freight operators, logistics companies, transport associations, private investors, civil society organizations, community representatives, and project-affected persons.

Personnel to be Assigned by the Client

The Client shall establish a dedicated Project Management Team comprising, to the extent available:

(i) Project Director
(ii) Highway Engineer
(iii) Bridge Engineer
(iv) Geotechnical / Pavement Engineer
(v) Traffic Engineer
(vi) Transport Economist
(vii) Financial Analyst
(viii) PPP Specialist
(ix) Procurement Specialist
(x) Legal Adviser
(xi) Environmental Specialist
(xii) Social Development Specialist
(xiii) Land Acquisition Specialist
(xiv) Surveyor/GIS Specialist
(xv) Monitoring and Evaluation Officer
(xvi) Communications and Stakeholder Engagement Officer

The Project Management Team shall review deliverables, provide technical guidance, coordinate with government institutions, facilitate decision-making, and ensure timely feedback on Consultant submissions.

Office Accommodation and Meeting Facilities at Client Offices
The Client shall provide, where reasonably available:
(i) Access to office space for periodic use during meetings.
(ii) Video conferencing facilities for technical meetings.

The Consultant shall provide its own permanent offices, furniture, ICT equipment, communications facilities, software licenses, and all operational support required to execute the Services.

Access to Site and Government Facilities
The Client shall facilitate access to the entire Project corridor, the existing road infrastructure, bridges and structures, material testing laboratories, and weighbridges. Where access to restricted facilities is required, the Client shall assist in obtaining the necessary approvals.

Client Review and Decision- Making
The Client shall:
(i) Review all reports and deliverables within the periods specified in the Contract.
(ii) Consolidate comments from all participating institutions into a single coordinated response.
(iii) Provide timely approvals to enable progression between assignment phases.
(iv) Convene Technical Working Group and Steering Committee meetings.
(v) Facilitate consultations with the World Bank and other financing partners where required.
(vi) Coordinate approvals required under the PPP project cycle.

Responsibilities Remaining with the Consultant
Notwithstanding the support provided by the Client, the Consultant shall remain fully responsible for the planning, execution, quality assurance, and completion of all Services. This includes undertaking all field investigations, surveys, traffic counts, engineering assessments, geotechnical investigations, laboratory testing, environmental and social studies, financial and economic analyses, legal and institutional due diligence, PPP structuring, market sounding, procurement support, commercial negotiations, and all other activities necessary to deliver a bankable project and achieve commercial close. The Consultant shall also provide all personnel, vehicles, survey equipment, laboratories, software, hardware, communications, office facilities, logistics, and administrative resources required to perform the assignment.

INSTITUTIONAL AND ORGANIZATIONAL ARRANGMENTS

The Kenya National Highways Authority shall serve as the **Contracting Authority and therefore the Client** for this assignment and shall be responsible for the procurement, contract administration, financial management, and overall contractual oversight of the Consultant in accordance with the Contract and the applicable World Bank Procurement Regulations.
The **Public Private Partnerships (PPP) Directorate**, within the National Treasury, shall be the **Beneficiary** of the assignment and shall provide the overall technical leadership, strategic direction, and oversight of the feasibility study and transaction advisory services. The assignment is intended to support the PPP Directorate in fulfilling its mandate of preparing and implementing the Nairobi–Mombasa Road as a Public-Private Partnership (PPP) project.

The Consultant shall work under a dual reporting arrangement:

1. **Contractual reporting** to **KeNHA**, which shall be responsible for all matters relating to contract administration, including contract management, review and acceptance of deliverables, payment certification, contract amendments, and communications relating to the Contract. KeNHA shall appoint a Contract Manager/Project Manager responsible for day-to-day contract administration.
2. **Functional and technical reporting** to the **PPP Directorate**, which shall provide technical guidance, review and coordinate comments on deliverables, approve the technical direction of the assignment, and ensure that the outputs satisfy the requirements of the PPP project development process. The PPP Directorate shall appoint a Project Coordinator.

The Consultant shall receive technical guidance and comments from the PPP Directorate, acting on behalf of the Client. However, all contractual instructions, approvals affecting the Contract, changes in scope, variations, extensions of time, and payment matters shall be issued solely by KeNHA as the Client. The Consultant shall work closely with both institutions throughout the assignment to ensure effective coordination and timely delivery of the Services.

Review and Approval of Deliverables
The review of Consultant deliverables shall follow the process below:

(i) The Consultant shall submit all deliverables simultaneously to KeNHA and the PPP Directorate.

(ii) KeNHA shall acknowledge receipt and undertake an initial completeness review.

(iii) The PPP Directorate shall coordinate the technical review of the deliverables, including consultations with relevant Government institutions.
(iv) Technical comments from participating institutions shall be consolidated by the PPP Directorate into a single coordinated set of comments.
(v) The consolidated comments shall be transmitted to the Consultant through KeNHA.
(vi) The Consultant shall revise the deliverables and resubmit them to KeNHA with copies to the PPP Directorate.
(vii) Upon confirmation by the PPP Directorate that the revised deliverables satisfactorily address the comments, KeNHA shall formally accept the deliverables for contractual purposes.

Project Management Structure
The assignment shall be managed through the following institutional structure:

KeNHA
(i) Contract Management
(ii) Procurement Administration
(iii) Financial Management
(iv) Contract Administration
(v) Payment Certification

PPP Directorate
(i) Technical Oversight
(ii) Strategic Direction
(iii) Technical Review
(iv) PPP Structuring
(v) Transaction Advisory Oversight
(vi) Inter-agency Coordination

Technical Working Group (TWG)
A multi-disciplinary Technical Working Group shall be established to support the assignment. The TWG shall be coordinated by the PPP Directorate and shall comprise representatives from KeNHA and relevant Government institutions, including the State Department for Roads, the National Treasury, sector regulators, environmental and social agencies, land administration agencies, county governments, and other stakeholders as appropriate.
The TWG shall provide technical review of Consultant outputs, facilitate access to information, coordinate stakeholder consultations, and support timely resolution of technical issues.

Communication Protocol
All contractual communication between the Consultant and the Client shall be addressed to KeNHA. Technical correspondence, working papers, presentations, draft analyses, and requests for technical clarification may be shared directly with the PPP Directorate, with copies provided to KeNHA.
The Consultant shall not issue public statements, communicate officially with prospective investors, or engage external stakeholders on behalf of the Government without prior authorization from KeNHA and the PPP Directorate.