FOR TRANSACTION ADVISOR (“TA”) WITH REGARDS TO THE PROCUREMENT PROCESS FOR AN OPERATOR FOR THE MOMBASA – NAIROBI STANDARD GAUGE RAILWAY (SGR) UNDER DEVELOPMENT

Kenya Railways (KR) is a State Corporation established under Cap 397 of the Laws of Kenya. KRC intends to procure a Transaction Advisor to assist in the process of procuring a competent Operator for the operation of the Mombasa to Nairobi SGR currently under construction. The TA scope will include recommending to KRC the appropriate operating model for the railway and subject to an approval by KRC, the TA will manage and participate in the procurement process of the Operator, including but not limited to: preparation of bid specifications and induction of the Operator.

KR therefore invites eligible firms to express their interest to provide the above services.

1. OBJECTIVES OF THE ASSIGNMENT

The objective of the assignment is to manage and lead the process of procuring of an experienced Operator to operate the Mombasa to Nairobi SGR upon completion expected to be completed by May, 2017.
2. **SCOPE OF WORK**

The scope of the TA will include the following key areas:

i) Review KR past and current operations, particularly at the Port of Mombasa and propose on ways of optimising the operation of the existing Metre Gauge Railway (MGR) and the proposed Standard Gauge Railway (SGR) within the Port;

ii) Review Commercial Agreements between KRC and China Road and Bridge Corporation(CRBC) and the Financing Agreements between the Government of Kenya (GoK) and the EXIM Bank of China and all other Agreements related to the development of the Mombasa – Nairobi SGR; familiarise with the current railway project under development in order to align the recommended operating model with the stated requirements;

iii) Review the existing Agreements between KR and Rift Valley Railways (RVR) and propose ways of optimizing the co-existence of the MGR and SGR during operation stage – recommend any enhancements necessary to the existing Agreements or the need for additional agreements to be put in place to realise this objective;

iv) Review GoK transport policy and propose measures necessary to re-direct traffic from the road infrastructure to SGR. It isGoK’s role to encourage the use of SGR in order to reduce freight road traffic. It will also be the GoK’ role to provide adequate traffic for SGR in order to generate sufficient revenue to enable the project meet its obligations such as operational costs, debt repayment and capital expenditures;

v) Review the technical specifications of the infrastructure such as the facilities, locomotives and rolling stock for the MSA-NRB SGR and confirm operability;

vi) Review the operational plan as provided in the MSA-NRB SGR Feasibility Study Report and understand KR operational expectations;

vii) Propose and analyse the various suitable operation models (options) as per the best practices worldwide and recommend to KRC the preferred option;

viii) Prepare bid specifications for the procurement of the operator, and align the process with the preferred operation model;

ix) Participate in the evaluation of the bids and propose a programme and deliverables for due diligence on the winning bidder/s;

x) Undertake the induction of the winning bidder and assist the operator to interrogate the SGR under construction/ commissioning to ensure the EPC Contractor provides a system as per KR and the Operator’s expectations;
3. QUALIFICATION REQUIREMENTS

Consultants can partner with other firms, by way of a consortium to enhance their qualifications. However changes to consortium members at Request for Proposal (RFP) stage shall not be permitted.

Interested parties must provide the information required and meet all the following minimum requirements (mandatory) to qualify for shortlisted:

i) Provide Company Profile(s) of the firm(s). Where the EOI is submitted by a consortium, each firm in the consortium shall provide company names and profiles including addresses;

ii) Provide Constitutional/Registration documents for the Lead Firm and each member of the consortium from the country(ies) of registration. The registration documents shall be in English and shall be either notarised by a Notary Public or commissioned by a Commissioner of Oaths.

iii) The Lead Firm as well as all members of the Consortium shall provide Audited Financials for the last 5 (five) consecutive years. For clarity, the bidders shall provide audited accounts for each of the years 2014, 2013, 2012, 2011 and 2010.

iv) The Lead Firm or at least one member of the Consortium shall provide evidence of a minimum turnover of USD 3 (three) million for each of the years: 2014, 2013, 2012, 2011 and 2010 in Form 1, Appendix A2. The evidence shall be either notarised by a Notary Public or commissioned by a Commissioner of Oaths).

v) The Lead Firm, or at least one member of the Consortium, shall provide evidence of at least 3 (three) Transaction Advisory experience for such projects (“Similar Projects”) in the last 10 years, of which at least one of the studies shall have been undertaken in the last five (5) years. Details of the assignment, name and contact address of the client, value of assignment and period covered to undertake assignment shall be given in the format of Form 2, Appendix A3, which SHALL either be Notarised or commissioned by a Commissioner of Oaths.
vi) The Lead Firm or Consortium shall provide professionally qualified staff to provide the services with the Team Leaders listed in Table 1 below as a minimum requirement. The CV’s of each Team Leader shall be given in the format of Form 3, Appendix A4. In addition, as a sign of commitment each of the Five Team Leaders will be required to complete the Declaration of Staff Availability form (Form 4 Appendix A5).

Table 1: Minimum Qualifications and Experience of Team Leaders

<table>
<thead>
<tr>
<th></th>
<th>Team Leaders</th>
<th>Minimum Education</th>
<th>Specialisation and Experience</th>
<th>Years of Experience</th>
<th>Number of Related Projects/Assignment</th>
</tr>
</thead>
<tbody>
<tr>
<td>1</td>
<td>Project Team Leader</td>
<td>University degree in Engineering</td>
<td>Experience: In any one of the following fields: Project Management or Engineering or logistics or Traffic Studies; and experience in Public-Private-Participation (PPP) operations</td>
<td>15-years</td>
<td>3</td>
</tr>
</tbody>
</table>
| 2 | Technical Advisor    | University degree in Engineering   | **Specialisation:** Engineering  
**Experience:** Railway Operations and maintenance                                   | 10-years            | 2                                    |
| 3 | Financial Advisor    | University degree                 | **Specialisation:** Finance  
**Experience:** Infrastructure related financing; and experience in PPP structure and funding | 10-years            | 2                                    |
| 4 | Legal Advisor        | University                        | **Specialisation:**                                                             | 10-years            | 2                                    |
| 5 | Environmental and Social Impact Assessment Expert | University degree in Science or engineering or Social sciences | Specialisation: Environmental and/or Social Studies, Experience: Environmental protection and mitigation for related Transport infrastructure operations. | 10-years | 2 |

vii) The Lead Firm to provide evidence of engagement of a legal firm registered in Kenya with current practicing licence;

viii) The Lead Firm shall provide evidence of engagement of an environmental and social impact assessment expert duly registered with the National Environmental Management Authority (NEMA) of Kenya as Lead Expert;

ix) Provide Agreement(s) signed between the Lead Firm and each member (firm) of the Consortium for the purpose of this project. The Agreement should state clearly that the Lead firm is submitting the proposal for and on behalf of each of the member firms of the Consortium.

The EOI is a requirement of the Public Procurement and Asset Disposal Act 2015 of the Laws of Kenya.
Expressions of interest must be returned in sealed plain envelopes clearly marked as:

"KRC/PLM/EOI/1/2016: TRANSACTION ADVISORY (TA) WITH REGARDS TO THE PROCUREMENT PROCESS FOR AN OPERATOR FOR THE MOMBASA – NAIROBI STANDARD GAUGE RAILWAY (SGR) UNDER DEVELOPMENT"

and addressed to:

THE MANAGING DIRECTOR
KENYA RAILWAYS
WORKSHOPS ROAD (OFF HAILE SELASSIE AVENUE)
P.O. Box 30121-00100
NAIROBI.

One original and five (5) copies of the EOI should be submitted in the tender box situated at, Kenya Railway Headquarters, Block C, Ground floor, not later than 10.00 am (East African time), on 22 April 2016

Request for Proposal (RFP) will be issued to successful applicants.

Interested firms may seek further clarification or information by sending an email to procure@krc.co.ke or in writing (to the Managing Director) to be received not later than 17.00 hrs on 12 April 2016 Applicants who download the EOI from the website and intend to submit EOI MUST register their interest immediately by sending an email to procure@krc.co.ke stating their names and address. Any clarification or additional information will only be sent to firms that will have so registered.

L NJOROGE
PROCUREMENT MANAGER

21 MARCH 2016
APPENDIX A: INFORMATION & GUIDANCE TO APPLICANTS FOR COMPLETING EOI

1. DEFINITIONS

‘Similar Project’: means a project or Studies or Assignments undertaken for a new railway infrastructure project of magnitude of not less 300 kilometers.

“Related Projects”: means assignments related to the required specialisation and experience of the Team Leader indicated in Table 1.

“Lead Firm” If in consortium, firm that will assume leadership of the consortium for and on behalf of consortium and submit the EOI on their behalf.

2. FORMAT FOR THE SUBMISSION OF LEAD FIRM’S TURNOVER (FORM 1)

(Information provided should be extracted from audited financial statements submitted)

<table>
<thead>
<tr>
<th>YEAR</th>
<th></th>
<th></th>
<th></th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td>TURNOVER USD</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

Signature of the authorized representative of the firm: ______

Full name of authorized representative: _________________________________

Date: ______

NOTARY PUBLIC/ COMMISSIONER OF OATHS

NAME: _________________________________

STAMP: _________________________________

DATE: _________________________________
3. **FORMAT FOR THE SUBMISSION OF LEAD FIRM’S EXPERIENCE (FORM 2)**

Using the format below, provide information on EACH similar assignment for which the lead firm either individually, as corporate entity or in association was legally contracted [see item (v) of the EOI]

**Form 2: Firm’s Experience**

<table>
<thead>
<tr>
<th>Assignment name:</th>
<th>Country:</th>
</tr>
</thead>
<tbody>
<tr>
<td>Location of assignment within country:</td>
<td>Professional Staff provided by Your Firm entity (profiles)</td>
</tr>
<tr>
<td>Name and reference of Client:</td>
<td>Client’s contact person for the assignment:</td>
</tr>
<tr>
<td>Address of Client:</td>
<td>No. of staff-months; Duration of the assignment (months):</td>
</tr>
<tr>
<td>Start date (month/year):</td>
<td>Approximate value of Services provided (US$):</td>
</tr>
<tr>
<td>Completion date (month/year):</td>
<td></td>
</tr>
<tr>
<td></td>
<td>Magnitude of project (Length in Kilometers)</td>
</tr>
<tr>
<td>Name of associated consultants, if any:</td>
<td>No. of months of Professional Staff provided by the Associated Consultants:</td>
</tr>
<tr>
<td>Name of Senior Staff (Project Director/Coordinator, Team Leader) involved and functions performed:</td>
<td></td>
</tr>
<tr>
<td>Narrative description of Project:</td>
<td></td>
</tr>
<tr>
<td>Description of actual services provided by your staff within the assignment:</td>
<td></td>
</tr>
</tbody>
</table>
Signature of the authorized representative of the firm: ______

Full name of authorized representative: _____________________________

Date: _________

NOTARY PUBLIC/ COMMISSIONER OF OATHS

NAME:

STAMP:

DATE:
4. FORMAT FOR THE SUBMISSION OF CURRICULUM VITAE (CV) FOR EACH OF THE PROPOSED TEAM LEADERS (FORM 3)

Proposed Position: ____________________________________________________
Name of Firm: _________________________________________________________
Name of Staff: _________________________________________________________
Profession: ____________________________________________________________
Date of Birth: _________________________________________________________

Years with Firm: _______________ Nationality: __________________________

Membership in Professional Societies: _________________________________
Detailed Tasks Assigned: _____________________________________________

Key Qualifications & Experience:

(Give an outline of staff member’s experience and training most pertinent to tasks on assignment. Describe degree of responsibility held by staff member on relevant previous assignments and give dates and locations).

Education:

(Summarize college/university and other specialized education of staff member, giving names of schools, dates attended and degree[s] obtained.)

Employment:

(Starting with present position, list in reverse order every employment held. List all positions held by staff member since graduation, giving dates, names of employing organizations, titles of positions held, and locations of assignments.)

Certification:

I, the undersigned, certify that these data correctly describe me, my qualifications, and my experience

(Signature of staff member): __________________________
Date: ________________
(Signature of the authorized representative of the firm): _______ Date: _______

Full name of staff member: _________________________________

Full name of authorized representative: ______________________
5. FORMAT FOR THE DECLARATION OF STAFF AVAILABILITY FOR TEAM LEADERS (FORM 4)

I, the undersigned, certify that should we be awarded the contract for the TRANSACTION ADVISORY (TA) WITH REGARDS TO THE PROCUREMENT PROCESS FOR AN OPERATOR FOR THE MOMBASA – NAIROBI STANDARD GAUGE RAILWAY (SGR) UNDER DEVELOPMENT, I shall be available for the project as _______________________________(state position) [see item (vi) of the EOI].

(Signature of staff member): ___________________ Date: _______________

(Signature of the authorized representative of the firm):____ Date: _____

Full name of staff member: ________________________________

Full name of authorized representative: _______________________.

6. FORMAT FOR THE ADDRESS & CONTACT DETAILS FOR CONTACT PERSON (FORM 5)

I, the undersigned being the Authorized Representative of the Lead Firm, certify that the undersigned of details given below shall be our contact person for the purpose of this EOI.

Name of Contact Person:

Physical Address or Post Office Box of Contact Person:

Telephone:

Email:

Fax:

Name & Signature of the Authorized Representative of the firm

.................................................................

Date: .............................................................
APPENDIX B: GENERAL ADDITIONAL INFORMATION

(The following information is not relevant for the EOI stage but may be useful to applicants who will be successful at the EOI stage and invited to submit the RFP. It indicates the minimum staff expertise that will be necessary at RFP and project execution stage)

1. PERSONNEL REQUIRED FOR THE ASSIGNMENT

Applicants, who will be shortlisted after the evaluation of the EOI, will be required to provide at a minimum the following experts at the Request for Proposal (RFP) stage and project execution stage:

i) Design Engineers including: civil, structural engineering, tunnel engineering, permanent way, mechanical, railway electrification, signals, train control and communication;

ii) Railway Operations Experts with experience in standard gauge mixed (passenger and freight) high capacity railway traffic operations;

iii) Railway maintenance experts (infrastructure, signalling and communications, locomotives, freight wagons, passenger coaches, facilities, etc.)

iv) Transport economists and data analysts;

v) Financial analysts;

vi) Financial Accountant

vii) Legal Expertise;

viii) Land Survey Experts with local experience;

ix) Environmental and social impact assessment experts with local experience;

Where it is required by law for purposes of practicing, local Experts shall be fully registered as professionals in their respective disciplines and shall be holders of relevant ‘current practicing certificates’. For example, Engineers, Lawyers, Accountants, Environmental impact assessment experts, etc. shall be holders of current practicing licences for their respective professions. Foreign experts shall be registered in their countries of jurisdiction and shall provide evidence suitably notarised that they are authorised to practice their profession in their country during the year 2016/17.

L. NJOROGE
PROCUREMENT MANAGER
DATE: 21 March 2016