HARAMBEE

REPUBLIC OF KENYA
THE NATIONAL TREASURY
NATIONAL INFRASTRUCTURE FUND (NIF)

Recruitment of the Chief Legal & Risk Officer / Corporation Secretary

Lead the Legal, Transactional, Risk and Governance Function of Kenya's National Infrastructure Investment Institution

The National Infrastructure Fund (NIF) is Kenya's flagship infrastructure investment institution established to mobilise long-term domestic and international capital into commercially viable infrastructure and strategic development projects that accelerate national development, deepen Kenya's capital markets and catalyse private sector investment.

The Board of Directors invites applications from exceptional legal, transactional, risk and governance professionals to serve as the Fund's **Chief Legal & Risk Officer / Corporation Secretary**.

This is a unique opportunity to establish and lead the legal, risk and governance function of one of Africa's premier infrastructure investment institutions.

The successful candidate will be a **hands-on senior transactional lawyer and governance professional** capable of personally leading complex infrastructure, investment, construction and project-finance transactions while establishing a legal and risk function comparable with leading international infrastructure investment institutions.

The role requires an individual who combines deep legal expertise with commercial judgement, project-finance capability, infrastructure contracting experience, strong understanding of Government and public-sector processes, and the ability to independently identify and manage material risks.

The Role

Reporting administratively to the Chief Executive Officer and with appropriate functional accountability to the Board and relevant Board Committees on governance and risk matters, the Chief Legal & Risk Officer / Corporation Secretary will serve as NIF's principal legal, governance and enterprise risk adviser.

Given NIF's lean organisational model, this is a **hands-on leadership role**. The successful candidate must be capable of personally analysing, structuring, drafting, negotiating and managing complex transactions and project documentation rather than relying primarily on external counsel.

The role will provide legal and risk leadership throughout the complete investment lifecycle — from project origination and development through commercial structuring, contracting, financing, financial close, construction and operations, portfolio management, restructuring and exit.

The successful candidate will work closely with the Chief Investment Officer, Chief Financial & Operating Officer, Chief Engineer and other members of the senior management team while providing appropriate independent legal and risk challenge.

As Corporation Secretary, the position will support the Governing Council, Board of Directors and relevant Committees in discharging their respective statutory and governance responsibilities and will promote the highest standards of institutional governance, integrity, transparency and accountability.

Key Responsibilities

Legal Strategy and Advisory

- Serve as principal legal adviser to the Chief Executive Officer, Board and relevant governance organs.
- Develop and implement NIF's legal strategy, policies, contracting standards and legal-risk framework.
- Interpret and advise on the National Infrastructure Fund Act and other legislation applicable to NIF's mandate, powers, investments and operations.
- Provide commercially informed legal advice on the development, structuring, financing, implementation, management and exit of NIF investments.
- Personally undertake complex legal and transaction work while determining where specialist external legal expertise is required.
- Identify material legal and contractual risks and develop commercially practical mitigation strategies.
- Ensure NIF's legal function is solutions-oriented and facilitates commercially sound transactions while maintaining appropriate statutory, governance and risk safeguards.

Project Development and Bankability

- Provide legal leadership during the development of infrastructure projects from concept and feasibility through bankability and financial close.
- Identify and resolve material legal, land, regulatory, licensing, concession, procurement and contractual matters affecting project development.
- Advise on appropriate project structures and allocation of risk between NIF, Government entities, sponsors, investors, contractors, operators, lenders and other project participants.
- Work with the Chief Engineer, CIO and advisers to ensure technical and commercial project structures are capable of being translated into enforceable and bankable contractual arrangements.
- Coordinate legal due diligence and ensure material legal issues are identified sufficiently early to avoid delaying financial close.
- Ensure project development structures appropriately protect NIF's investment and contractual interests.

Infrastructure, Construction and FIDIC Contracting

- Lead or oversee the structuring, drafting, review and negotiation of major infrastructure and construction contracts.
- Demonstrate strong practical knowledge of **FIDIC-based contracts**, EPC contracts, design-and-build arrangements, construction contracts, O&M agreements and other infrastructure project delivery structures.
- Understand the principal FIDIC forms and their application to different project delivery models.
- Advise on the allocation of construction and completion risks, including design responsibility, site conditions, variations, extensions of time, delay and performance damages, testing and commissioning, defects, performance security, retention, insurance, force majeure and termination.
- Work closely with the Chief Engineer, investment team and technical advisers to ensure that construction and operating contracts appropriately allocate project risks and are consistent with the approved financial model and investment case.
- Ensure construction contracts meet project lender requirements for bankability, including appropriate provisions relating to assignment, direct agreements, lender step-in rights, performance security and completion support.
- Establish appropriate legal and contractual frameworks for contract administration throughout the construction and operating phases of NIF projects.
- Ensure material notices, variations, claims, extensions of time and other contractual events are identified, documented and managed in accordance with applicable contracts.

Commercial and Project Agreements

- Personally lead or oversee the negotiation and drafting of concessions, leases, licences, implementation agreements, development agreements, offtake and revenue arrangements and other material project contracts.
- Lead negotiation of shareholder agreements, subscription agreements, joint ventures and other equity and investment arrangements.
- Assess the commercial and legal implications of project agreements and ensure they appropriately support the project's investment case.
- Ensure NIF has appropriate governance rights, information rights, reserved matters, minority protections, remedies and exit rights.
- Identify contractual provisions that materially affect project value and risk and communicate these clearly to investment decision-makers.

Project Finance and Financing Transactions

- Lead the legal workstreams associated with project finance, bridge facilities, corporate finance, refinancing, capital markets and other financing transactions.
- Personally lead or oversee negotiation of facility agreements, security documents, guarantees, letters of credit, escrow arrangements, direct agreements, intercreditor arrangements and other financing documents.
- Demonstrate a deep practical understanding of **non-recourse and limited-recourse project finance**, including the respective rights and requirements of sponsors, equity investors, senior lenders, mezzanine investors and other financing participants.
- Work with the CIO and CFO/COO in negotiations with commercial banks, development finance institutions, institutional investors and other financing counterparties.
- Understand and assess lender requirements relating to project bankability, security, cash waterfalls, reserve accounts, covenants, conditions precedent, direct agreements and step-in rights.
- Assess financing structures for legal, statutory, governance and enforceability implications.
- Coordinate legal conditions precedent, legal opinions, approvals, execution requirements and other legal matters necessary to achieve financial close.

Government and Public-Sector Interface

- Lead NIF's legal engagement with the **Office of the Attorney-General, the National Treasury, Ministries, Departments and Agencies, regulators and other relevant Government institutions**.
- Coordinate Government legal opinions, statutory approvals, consents and other documentation required for NIF investments and financing transactions.
- Support engagement with Parliament and Parliamentary Committees where legislation, approvals, reporting or other matters affecting NIF require such engagement.
- Advise on the interaction between NIF's statutory mandate and the contractual and financing structures required for commercially financed infrastructure projects.
- Work with Government counterparties to resolve legal, statutory and regulatory matters affecting project development, investment and financial close.
- Ensure transaction structures satisfy the requirements of sophisticated investors and international project lenders while remaining compliant with NIF's statutory and public-sector obligations.

Funds, Investment Vehicles and Institutional Capital

- Advise on the establishment and structuring of investment funds, co-investment vehicles, sector platforms, project SPVs and other investment structures.
- Draft or oversee fund constitutional documents, subscription agreements, investment-management arrangements and investor documentation.
- Advise on investor governance rights, fiduciary obligations, conflicts of interest, distributions and exit arrangements.
- Support negotiations with pension funds, fund managers, insurers, sovereign investors, DFIs and other institutional investors.
- Support investor legal due diligence and respond to legal and governance requirements arising during capital mobilisation.

Transaction Management and Financial Close

- Act as the legal transaction lead for major NIF investments.
- Establish and maintain transaction legal workplans and responsibility matrices.
- Coordinate legal due diligence and maintain comprehensive due diligence trackers.
- Establish and manage conditions precedent checklists.
- Coordinate Government approvals, lender requirements, investor requirements, legal opinions and Board and other governance approvals.
- Coordinate multiple transaction advisers and ensure legal workstreams remain aligned with overall transaction timetables.
- Maintain execution versions and complete records of transaction documents.
- Drive legal workstreams towards timely financial close.
- Establish appropriate post-closing obligation trackers and ensure continuing contractual requirements are appropriately allocated and monitored.

External Kenyan and International Counsel

- Select, appoint and manage Kenyan and international external counsel required for major investments and project-finance transactions.
- Serve as the principal NIF legal interface with sponsor counsel, lender counsel, investor counsel, Government counsel and other transaction advisers.
- Establish clear scopes of work, transaction responsibilities, budgets, deliverables and timelines for external counsel.
- Be capable of engaging, challenging and negotiating credibly with senior partners and specialist lawyers from leading Kenyan and international law firms.
- Maintain ownership of NIF's legal position rather than outsourcing legal judgement or transaction management to external advisers.
- Translate specialist external advice into clear commercial and legal recommendations for management, investment committees and the Board.
- Ensure knowledge generated through external counsel is captured and institutionalised within NIF.

Claims, Disputes and Arbitration

- Establish systems for early identification, management and resolution of contractual claims and disputes across NIF projects.
- Advise on construction claims including variations, extensions of time, delay, disruption, defects, performance failures and other contractual claims.
- Lead or oversee NIF's participation in **dispute avoidance and adjudication boards**, mediation and other contractual dispute-resolution mechanisms.
- Lead NIF's legal strategy for material litigation and domestic and international arbitration.
- Demonstrate practical familiarity with arbitration frameworks and institutions relevant to major infrastructure transactions, including **NCIA, ICC, LCIA and UNCITRAL arbitration**, as applicable.
- Advise on governing law, jurisdiction, arbitration seats, sovereign and state-entity considerations and enforceability of arbitral awards.
- Select and manage specialist dispute counsel, technical experts, quantum experts and other advisers where required.
- Develop dispute strategies that protect NIF's legal and financial interests while seeking commercially sensible outcomes.

Portfolio Legal and Contractual Management

- Maintain oversight of material legal and contractual obligations across NIF's investment portfolio.
- Establish systems for monitoring key contractual rights, obligations,

- milestones, notices, renewal dates, termination rights and other material provisions.
- Support project companies and SPVs on significant legal, contractual and governance matters.
- Monitor material construction and operational claims and their potential impact on project value and investment returns.
- Support the CIO and investment teams in managing underperforming or distressed investments.
- Advise on waivers, amendments, restructuring, refinancing and contractual enforcement.
- Protect NIF's shareholder, contractual and governance rights throughout the life of each investment.

Exit and Capital Recycling
- Ensure appropriate exit rights and mechanisms are incorporated into investment documentation at inception.
- Lead legal workstreams associated with trade sales, secondary sales, institutional placements, refinancing, securitisation, listings and other liquidity events.
- Support the placement of mature and de-risked infrastructure investments with pension funds, fund managers, insurers, infrastructure funds and strategic investors.
- Manage legal due diligence, transaction documentation, warranties, indemnities and completion processes associated with exits.
- Protect NIF against inappropriate residual and contingent liabilities following exit.

Enterprise Risk Management
- Establish and maintain NIF's enterprise risk management framework.
- Develop risk policies, risk appetite frameworks, risk registers, risk reporting and escalation procedures.
- Establish systems for identifying, assessing, monitoring, mitigating and reporting material risks.
- Provide independent risk assessment and challenge on proposed investments prior to approval.
- Ensure investment papers clearly identify material risks, mitigants, residual risks and areas requiring continuing monitoring.
- Monitor portfolio-level risks in collaboration with the CIO, CFO/COO, Chief Engineer and other relevant functions.
- Establish early-warning indicators and escalation mechanisms for emerging risks.
- Periodically assess whether NIF's aggregate risk exposure remains within approved risk appetite and policy limits.
- Provide independent risk reporting to the CEO, Board and relevant Board Committees.

Investment Risk Review
- Independently review material investment proposals from a legal and risk perspective before approval.
- Challenge material assumptions, contractual structures, risk allocation and proposed mitigants where appropriate.
- Assess whether proposed investments comply with NIF's statutory mandate, Investment Policy Statement, delegated authorities and applicable policies.
- Ensure material deviations from approved investment cases or risk parameters are appropriately escalated.
- Maintain independence of risk review while remaining solutions-oriented and commercially pragmatic.

Governance and Corporation Secretarial Responsibilities
- Serve as Corporation Secretary and provide governance and secretarial support to the Board of Directors and, where applicable under NIF's statutory framework, the Governing Council and relevant Committees.
- Advise the Chairperson, Board, CEO and relevant governance organs on their respective statutory responsibilities, fiduciary duties and decision-making authorities.
- Maintain clear governance frameworks setting out the respective responsibilities and delegated authorities of the Governing Council, Board, Board Committees and management.
- Coordinate Board and Committee calendars, agendas, papers, minutes, resolutions and action trackers.
- Ensure decisions and approvals are accurately documented and implemented.
- Maintain statutory registers, governance records, declarations of interest and other required corporate records.
- Develop and maintain Board and Committee charters, governance policies and delegated authority frameworks.
- Coordinate governance evaluations and Board induction and development.
- Promote the highest standards of governance, transparency, accountability and institutional integrity.

Conflicts of Interest, Ethics and Compliance
- Establish and administer NIF's conflicts-of-interest and related-party transaction frameworks.
- Maintain appropriate declarations and registers of interests.
- Ensure actual, potential and perceived conflicts are appropriately disclosed, independently reviewed and managed.
- Establish and oversee NIF's legal and regulatory compliance framework.
- Maintain a comprehensive legal and regulatory obligations register and compliance calendar.
- Monitor changes in legislation and regulation affecting NIF and advise on their implications.
- Support NIF's ethics, integrity, anti-bribery, anti-corruption, anti-money laundering, sanctions and other applicable compliance frameworks.
- Work closely with the CFO/COO and other functions to ensure compliance with applicable public financial management, procurement, tax, employment, data protection and other statutory requirements.

Building a World-Class Legal, Risk and Governance Function
- Establish NIF's legal, governance and enterprise risk architecture from inception.
- Develop legal policies, transaction standards, standard-form documents, precedents and legal procedures.
- Establish a secure central digital repository for project, investment, financing, governance and legal documents.
- Establish contract-management systems capable of tracking material contractual rights, obligations and deadlines.
- Develop efficient processes for due diligence, transaction execution, conditions precedent and financial close.
- Establish appropriate panels and engagement frameworks for Kenyan and international external counsel.
- Build internal legal and risk capability as NIF's transaction volumes increase.
- Benchmark NIF's legal, risk and governance function against leading international infrastructure funds, sovereign investors and development finance institutions.
- Establish high standards for drafting quality, commercial judgement, risk analysis, transaction management and turnaround times.

Leadership
- Recruit, lead, coach and develop a high-performing legal, risk and governance function.
- Combine strategic leadership with a willingness and ability to personally undertake complex legal and transaction work.
- Develop strong working relationships with the CIO, CFO/COO, Chief Engineer and other members of senior management while maintaining the independence required of legal, risk and governance functions.
- Create a culture of commercial responsiveness, professional excellence, independence, integrity and accountability.
- Contribute to NIF's strategy and institutional development as a member of the senior management team.

Qualifications and Experience
The successful candidate should possess:
- A Bachelor's degree in Law (LL.B) from a recognised university.
- Admission as an Advocate of the High Court of Kenya and a current practising certificate.
- Membership in good standing of the Law Society of Kenya.
- **Qualification as a Certified Secretary and membership in good standing of the Institute of Certified Secretaries (ICS), with the appropriate professional standing required to discharge the responsibilities of Corporation Secretary.**
- A Master's degree in Law, Finance, Business Administration or another relevant discipline and/or recognised professional qualifications in governance, risk, finance or investment will be an added advantage.
- At least ten (10) years of progressively responsible legal experience with substantial exposure to complex corporate and commercial transactions, infrastructure, project finance, banking, investment funds, private equity, capital markets or development finance.
- At least five (5) years at senior leadership level, preferably as a **Partner or senior transactional/project-finance lawyer in a leading law firm, General Counsel, Chief Legal Officer, Head of Legal or comparable senior position** involving personal responsibility for complex transactions.

Essential Experience
Applicants must demonstrate a strong **hands-on transactional track record** and provide evidence of having personally led or played a senior leadership role in:
- Structuring, drafting, negotiating and closing large and complex infrastructure, investment or financing transactions.
- Infrastructure project development from project preparation through bankability and financial close.
- Non-recourse or limited-recourse project-finance transactions.
- Negotiating significant construction or EPC arrangements, preferably including **FIDIC-based contracts**.
- Negotiating concessions, leases, implementation agreements, offtake/revenue agreements, O&M contracts and other material infrastructure project agreements.
- Negotiating financing documents involving commercial banks, development finance institutions or other sophisticated lenders.
- Equity investments, shareholder agreements, joint ventures and investment SPVs.
- Legal due diligence and transaction risk assessment.
- Managing legal conditions precedent and achieving financial close.
- Engaging Government institutions and navigating statutory and regulatory approvals affecting major commercial or infrastructure transactions.
- Managing Kenyan and international external counsel on complex transactions.
- Managing significant contractual claims, disputes, arbitration or other dispute-resolution proceedings.
- Supporting investments through portfolio management, restructuring, refinancing and exit.
- Advising Boards and Board Committees at senior executive level.
- Corporation/company secretarial and governance responsibilities.

Experience in infrastructure, project finance, investment management, private equity, development finance, banking, capital markets or institutional investment will be particularly relevant.

Demonstration of Transaction Track Record
Applicants should provide details of **at least five significant transactions or projects** in which they personally played a senior leadership role, indicating, to the extent permitted by confidentiality obligations:
- Project or transaction and sector;
- Approximate project or transaction value;
- Candidate's precise role and responsibilities;
- Stage at which the candidate became involved;
- Principal commercial, project, construction and financing documents personally negotiated;
- Candidate's role in project structuring and risk allocation;
- Lenders, institutional investors or other financing counterparties involved;
- Candidate's role in engagement with Government institutions and regulatory authorities;
- Kenyan and international external counsel involved and the candidate's role in coordinating them;
- Material legal, commercial or regulatory issues resolved;
- Candidate's role in conditions precedent and financial close;
- Whether the transaction achieved financial close;
- Significant construction claims, disputes or arbitration managed, where applicable; and
- Candidate's role during restructuring, refinancing or exit, where applicable.

Particular consideration will be given to candidates who demonstrate that they have **personally undertaken complex transactional work and successfully driven major infrastructure and financing transactions to financial close**, rather than experience primarily confined to governance administration, litigation, routine corporate legal work or supervision of external counsel.

Governance Experience
The successful candidate should demonstrate:
- Extensive experience advising Boards and Board Committees.
- Strong understanding of fiduciary duties, governance structures, delegated authorities, conflicts of interest and institutional decision-making.
- Experience working with investment committees, audit and risk committees or similar governance structures.
- Ability to establish and strengthen governance and enterprise risk frameworks.
- Ability to provide independent professional challenge while remaining commercially pragmatic and execution-oriented.

Competencies
The successful candidate will demonstrate:
- Exceptional legal and commercial judgement.
- Deep practical understanding of infrastructure project development and project finance.
- Strong understanding of **FIDIC and other major infrastructure contracting structures**.
- Strong corporate, commercial, financing and transaction-documentation capability.
- Ability to understand financial models, financing structures and the commercial implications of transaction terms.
- Strong understanding of construction and project risk allocation.
- Strong understanding of investment funds, SPVs and institutional investment structures.
- Strong enterprise and investment risk capability.
- Excellent governance and Corporation Secretarial capability.
- Exceptional negotiation and transaction-management skills.
- Ability to personally draft, review and negotiate sophisticated transaction documentation.
- Ability to coordinate complex multi-party transactions involving Government, investors, lenders, contractors, operators, regulators and advisers.
- Ability to engage credibly with the Office of the Attorney-General, the National Treasury, Parliament, MDAs and regulators.
- Ability to engage, challenge and manage senior Kenyan and international legal advisers.
- Strong understanding of claims management, dispute boards and domestic and international arbitration.
- Ability to distinguish material legal and commercial risks from issues that do not materially affect value or bankability.
- A solutions-oriented approach to complex legal and transaction issues.
- Strong project-management discipline and ability to drive transactions towards financial close.
- Courage and independence to raise and escalate material legal, governance and risk concerns.
- High standards of integrity, professionalism, judgement, confidentiality and accountability.
- Ability to build a world-class legal, risk and governance function within a lean, high-performance organisation.

Terms of Appointment
The Chief Legal & Risk Officer / Corporation Secretary shall be appointed in accordance with the provisions of the National Infrastructure Fund Act and shall serve on a fixed-term renewable contract, subject to satisfactory performance.

A competitive remuneration package commensurate with experience and responsibility will be offered.

In accordance with Chapter Six of the Constitution of Kenya, the successful candidate will be required to satisfy the requirements of leadership and integrity. The National Infrastructure Fund is an equal opportunity employer committed to merit, integrity and excellence.

Shortlisted Candidates
Shortlisted candidates will be required to provide the applicable statutory and professional clearance documents, including evidence of professional membership and standing required for the position, together with the other documents prescribed by NIF for the recruitment process.

Submission of Application
Applications in plain sealed envelopes, stating the referenced position on top, should be mailed to:

The Secretariat
The National Treasury
Treasury Building, Harambee Avenue
P.O. Box 30007-00100
NAIROBI

or hand delivered at the National Treasury on 2nd Floor, Treasury Building, Harambee Avenue.

A soft copy of the application should be emailed to: **recruitment.nif@treasury.go.ke**

Applications should be received not later than **5.00 p.m**. on **Wednesday 9th September, 2026**.

Canvassing in any form or failure to attach any of the stipulated documents shall lead to automatic disqualification.

Chairperson
National Infrastructure Fund Board