



REPUBLIC OF KENYA

THE NATIONAL TREASURY AND PLANNING

**INFRASTRUCTURE FINANCE AND PUBLIC PRIVATE PARTNERSHIPS –
ADDITIONAL FINANCING**

IMPLEMENTING AGENCY: MOI TEACHING AND REFERRAL HOSPITAL

COMPONENT 2 – SUPPORT TO PROJECT PREPARATION AND PROCUREMENT

TERMS OF REFERENCE

FOR

**TRANSACTION ADVISORY SERVICES FOR THE PROPOSED
ULTRA MODERN MEDICAL TRAINING COMPLEX PPP PROJECT FOR THE
MOI TEACHING AND REFERRAL HOSPITAL- COLLEGE OF HEALTH SCIENCES**

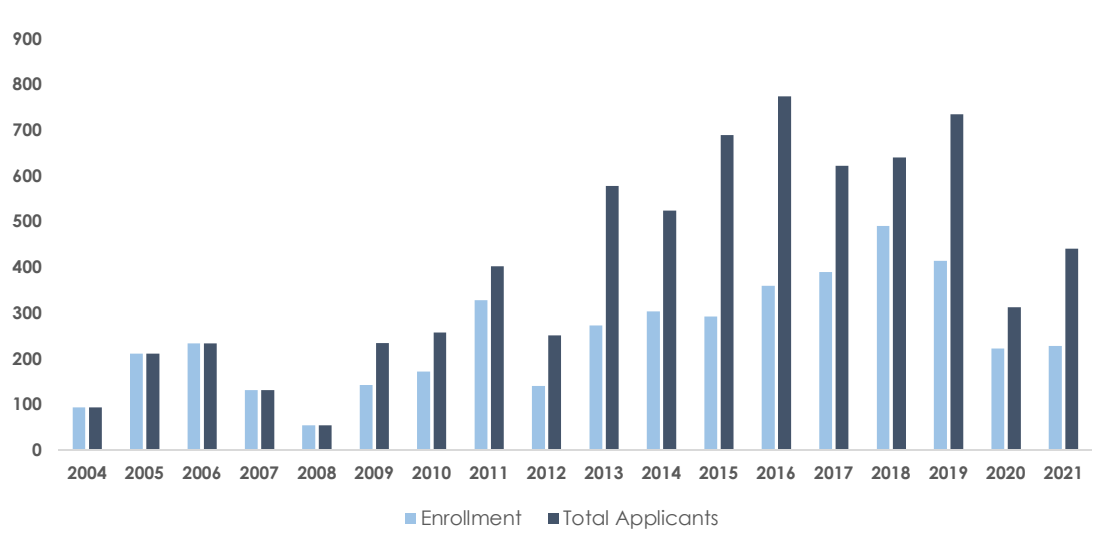
MARCH 2022

1. Introduction

- 1.1. Vision 2030, Kenya's national long-term development strategy covering the period 2008 to 2030, places emphasis on rebuilding and creating the much-needed infrastructure in the country's journey towards poverty reduction as well as social, political and economic transformation. However, in a time of constrained public budgets all competing with development pressures especially in the social sectors (particularly in health and education), and rising public expenditure demands from the current and new devolved structures, the Government of Kenya (GOK) is facing a significant fiscal deficit challenge, which increases the infrastructure funding gap.
- 1.2. Responding to this challenge, the GOK, through its National Treasury, has made infrastructure development and public service provision through Public Private Partnerships (PPP) a priority mechanism that can help it address this major infrastructure funding gap and achieve the benefits of successful PPP investments including: substantial private investment; transfer of significant risk to the private sector; improving access to infrastructure; creating higher quality assets with better operation and maintenance; and helping achieve better value for money. Details relating to the legal and regulatory regime for PPPs can be found at www.pppunit.go.ke.
- 1.3. As part of its overall PPP Program, the GOK has identified the health sector as one of the priority infrastructure sectors for PPP investment for which a number of prospective Projects have been identified and considered, including the Moi Teaching and Referral Hospital Ultra-Modern College of Health Sciences Project. This is on account of the fact that teaching hospitals train future healthcare professionals; conduct medical research and fulfill a distinct and vital role in the delivery of patient care. Kenya currently experiences a key shortage of health workers of all levels; it is, therefore, that strategies to boost the increase of health workers and facilitate the attainment of universal healthcare in the country are formulated in that regard. The Moi Teaching and Referral Hospital College of Health Sciences Project is seen as one of the potential drivers of this success.
- 1.4. Moi Teaching and Referral Hospital (MTRH) is a level 6B National/International Teaching and Referral Hospital offering Outpatient, Inpatient, and Specialized healthcare services. It is located along Nandi Road in Eldoret Town, Uasin Gishu County (310 Kilometers Northwest of Nairobi). The Hospital serves residents of 22 Counties in Kenya, parts of eastern Uganda and southern Sudan with a population of approximately 24 million.

- 1.5. MTRH started operations in 1917 with a bed capacity of 60 to cater for the health needs of Africans. It later served as a District Hospital before attaining referral status vide Legal Notice No. 98 of 12th June 1998 of the State Corporations Act (Cap 446). Currently the bed capacity is 1020 with an average number of 1200 inpatients at any time and 1500 outpatients per day.
- 1.6. MTRH established the College of Health Sciences (CHS) as one of its Directorates in order to deliver its teaching mandate. The College was established in 2004 as an upgrading center for the enrolled community nurses. Its offering has since increased to 17 courses, of which 7 are basic courses and 10 are specialized courses. The College has experienced an increase in demand over the years with the number of qualified applicants far exceeding intake due to capacity constraints within the existing facility.
- 1.7. The student's applications vis a vis enrolment is as shown in figure 1 below:

Figure 1: Enrollment vs Applicants



- 1.8. Since inception, the number of qualified applicants for the various courses being offered have exceeded the actual enrollment and grown at a compounded Annual Growth Rate (CAGR) of 9%. Student enrollment over the same period has grown at a rate of 5.1%. This mismatch between qualification and enrollment is a reflection of the capacity constraints that the CHS has endured over the first 17 years of its life. It is for the same reason that the College has two intake cycles per annum. The College is competitive in attracting students on account of the following factors:
 - The diversity of its courses in terms of target groups with basic courses for high school graduates and specialized post graduate courses for working professionals;

- High graduation rates in the order of 95% of intake. As a result, the College has seen over 3,000 students graduate since inception. Most of its graduates' secure employment in both public and private health facilities, locally and abroad, thus making the College a popular choice among interested students;
 - The College has a competitive advantage in various courses., it is the only institution in the Western part of Kenya that offers the Anesthetic Assistant and Mortician Services certificate courses; and
 - The demand from local government entities such as the counties of Machakos, West Pokot, Kericho and Kisumu, to train their healthcare workers on specialized areas such as peri operative nursing, critical care nursing and renal/nephrology nursing. Despite the need and market interest for the training the College has not been able to address the requests due to the limited infrastructure available. The resultant effect has been that both the employers and potential trainees have not achieved their training needs, while the College has missed out on the income that would have been earned.
- 1.9. The College is registered by the relevant bodies, which include the Ministry of Education, Science and Technology; the Kenya National Examination Council (KNEC); the Technical and Vocational Education and Training Authority (TVETA) and the Kenya National Qualifications Authority (KNQA). The courses being offered are regulated by the Nursing Council of Kenya (NCK); the Clinical Officers Council (COC) and the Association of Medical Records Officers of Kenya (AMRO-K).
- 1.10. The CHS occupies an area of about 1.5 acres (5713 m²) within the precinct of the MTRH. The College is housed in old buildings, many of which are low-grade residential houses built before independence and not suitable for the instruction functions that the CHS is mandated with. Moreover, some of the structures are temporary in nature erected to somewhat ease the acute shortage of facilities. The College does not have proper student accommodation facilities. Some of the students are housed in old houses that were previously staff quarters located within the hospital premises while the majority of students stay off-campus in informal privately provided dwellings.
- 1.11. It is against this foregoing that the idea to develop an ultra-modern training complex and associated facilities was conceived. The project is expected to comprise: teaching facilities that include 32 classrooms that can accommodate an estimated 3,000 students; staff offices; two skills labs; one library; an administration block; student accommodation space to house up to 800 students and games and recreational facilities. The project will also

include a component of facilities management. The proposed CHS is expected to be delivered and operated as a PPP project under contract formats and terms consistent with the provisions of the PPP Act (2013).

- 1.12. As a first step in getting the Project underway, MTRH seeks the services of a Transaction Advisor (TA). The TA will be tasked with undertaking a feasibility study of the proposed Project and, if confirmed as feasible for delivery through the PPP mode, advance it to procurement through provision of the necessary support to the Contracting Authority (CA).
- 1.13. As indicated in above and for the avoidance of doubt, a decision to proceed to the procurement phase will be made on the basis of the findings of the feasibility study and the subsequent decision by the CA.

2. Scope of Work

Inception Report:

- 2.1 The Transaction Advisor shall prepare and submit an Inception Report to the Contracting Authority. The Inception Report shall elaborate the TA's submission towards carrying out all activities and deliverables under both phases. It will detail the methodology to be followed, the proposed work plan, the interim and final delivery milestones, the schedule of timing for the deliverables and the frequency of the reports that are to be produced.

Phase One:

The first phase of the assignment is the project feasibility study assessment with the expected outcome of this stage being a comprehensive feasibility study report that includes the following key components:

2.2 Needs Assessment and Economic Analysis:

The main objective of this component of the assignment is that the TA should assess the current situation that the existing College faces alongside an industry assessment of the health care sector in Kenya with a focus on the output of trained medical professionals relative to the demand trajectory. The TA should clearly define demand including breakdown of the courses and the cost of tuition in the country. The demand forecasts should then inform the optimization of the capacity of the proposed facilities. Lastly, the TA is to undertake an economic review to assess the net benefits of the project to the economy. An economic and social cost benefit analysis will comprise both a qualitative and quantitative assessment of the economic and social costs and benefits of the proposed

Project including a determination of the Economic Internal Rate of Return and the Benefit-Cost Ratio for the Project. The viability study should also include ranges of estimates on key health outcomes such as reduction of patient waiting times; increased clinical application of specific technology; access to treatment, mortality rates, cost savings, etc.

2.3 **Project Due Diligence:** The TA is expected to undertake Project due diligence to cover technical, legal, financial, social and environmental aspects of the proposed Project. This is further discussed in this section.

2.3.1 Technical Options Analysis: The technical due diligence will, among other things, address the following:

- Undertake site assessment covering engineering & topographic surveys, soil investigations, supporting infrastructure – connecting roads, access to utilities etc. Establish suitability of the site.
- Assess the condition and requirements on the supporting infrastructure for the project and recommend ancillary infrastructure requirements of the proposed Project;
- Undertake an asset condition assessment survey of existing CHS facilities, assess their life with respect to the needs established for the project. Assess the suitability for rehabilitation etc.
- Undertake design options analysis on various technical combinations for constructing the project including phasing of the project, recommend construction design options including architectural master plans. Architectural master plans should include building plans, elevation, land scape layouts etc.
- Assess and formulate the technical specifications for the selected option and the project components necessary to construct the CHS to the standard required, including an assessment of the project site, the teaching facility and equipment required to efficiently run the facility.
- Set out a detailed operations and maintenance plan for the project assets;
- Prepare an equipping and maintenance plan for the equipment required for the project. Estimate the full life cycle costs of the outline design and the proposed technical solution;
- Set out the implementation schedule for the proposed Project with an optimization of the project tenure.

- Build the Public Sector Comparator using historical data from MTRH to be used in the financial model to determine the Value for Money and;

2.3.2 Legal Due Diligence: The legal due diligence component of the assignment is expected to cover a range of areas, including but not limited to:

- Whether the applicable legal, regulatory and institutional framework permits MTRH to implement the proposed project as a PPP project;
- Provide guidance on the form of agreement that should be signed between the private partner and MTRH;
- Identify the mandatory approvals and consents from the relevant regulatory body(ies) that will be necessary to facilitate delivery of the project;
- Ascertain the existing regulatory and institutional framework sanctions on the proposed PPP option;
- Identify the licenses and permits that may be required for the delivery of the project.
- Propose appropriate institutional arrangements for the Project taking into consideration the roles and responsibilities of MTRH and other government agencies and entities, private sector, other stakeholders, including users and the public at large; and,
- Consider and advise on matters relating to land use and planning consent specific to the proposed Project.

2.3.3 Financial Modelling: The financial modelling will entail the construction of a financial model, which will be used as a standard financial model for the Project, based on the same output specifications assumed in the proposed PPP structure. The Transaction Advisor, through a combination of their experience and econometric modeling, is expected to determine the rate of return expectations of potential private sector bidders. The model should, therefore, cover the same categories of whole life-cycle costs as the proposed technical solution and be within comparable contract period(s). The financial modelling should consider the following: -

- Make financial accounting and economic assumptions to be used as reliable inputs for the financial model;
- Economic cost benefit analysis of the Project and alternative technical solutions;
- Determination of revenue requirements to meet project funding needs;

- Undertake demand assessment for the CHS, affordability levels for the tariffs and occupancy levels for “user pays” required by the project in order to attract private sector investment to the Project;
- Evaluation of economic justification for implementing the Project through a PPP model, at different levels of ‘return to the private partner.
- Evaluation of affordability of the project to prospective students of CHS
- Determination of the Project’s financing requirements and the evaluation of alternative financing structures and sources;
- Evaluation of alternative procurement options and PPP options, including value for money analysis;
- Sensitivity analysis to determine the impact of changes in some key variables on all critical output parameters such as cost overruns and delays in Project completions;
- Render key financial viability metrics for ease of analysis such as Annual Debt Service Cover Ratio (ADSCR), Loan Life Coverage Ratio (LLCR) and Financial Net Present Value (FNPV); and
- Undertake a comprehensive Value for money assessment, utilizing information received from the public sector comparator constructed in section (2.2.1) above.

2.3.4 **Environmental and Social (E&S) Due Diligence:** The scope of this will be to review and update the already existing ESIA report to account for any risks that may arise from the proposed project delivery model. The EASIA will be done in accordance with the Environmental Impact and Social Assessment and Audit Regulations, 2003 established under the Environmental Management and Coordination Act (EMCA), 1999 (amendment) 2015 of Kenya and the World Bank Safeguards Policies. There exists an ESIA for the project the scope of work will therefore include the review and the updating of necessary elements of this study in line with the laws mentioned above.

2.4 **Risk Assessment.** The Transaction Advisor is expected to do a comprehensive risk assessment and set out a risk allocation matrix including the identification of risks, allocation of risks, quantification and proposal of methods for mitigating the identified risks. This information shall be of interest to MTRH in its review of the fiscal risk commitments and contingent liabilities assumed in the proposed Project structure. The risk matrix shall contain the following information:

- Risk and its description;

- Expert's estimate of the probability that the risk will be realized, together with the rationale/assumption;
- Expert's estimate of the impact of the risk as a percentage of the base;
- The base or amount;
- Most likely timing of the risk event;
- Cost of the risk in NPV terms;
- Risk distribution between public and private parties in terms of percentage of costs borne;
- Distribution of cost of the risk between parties in terms of NPV amount; and
- Mitigation of risk including proposals of potential government support measures, as defined within the confines of the Government Support Measures Policy, 2018, required to make the project attractive

2.5 **Procurement and PPP Structure Options Analysis:** The Transaction Advisor will be expected to formulate a suitable PPP Project structure providing the following: -

- Detailed description of the type of PPP Project option proposed and the rationale for its selection, including feedback from the investor sounding exercise;
- Anticipated key roles and responsibilities of the private sector and MTRH;
- A summary assessment of the proposed Project fiscal impact on public finances
- Construction, and operational efficiencies that may realistically be expected of the private sector;
- A summary of the output specifications for the Project;
- Other potential services that may be provided or commercial activities that may be undertaken by the private partner and not included in the initial Project description;
- Outline payment mechanism;
- Indicative financing structure (appropriate equity returns, debt service cover ratios and costs of debt etc. and;
- Set out the envisaged PPP Project procurement process map

- 2.6 Market Sounding and Investor Consultations:** The Transaction Advisor will be required to carry out a comprehensive market sounding exercise to get feedback from investors on the proposed project structure which will then feed into various elements of the project.
- 2.7 Project Agreement Head of Terms:** Based on the proposed risk allocation and PPP Project structure in 2.3 and 2.4 above, the Transaction Advisor will be expected to set out the heads of terms for the Project Agreement whose conclusion would mark the culmination of the PPP Project procurement process. The Project Agreement heads of terms will set out key contract provisions.
- 2.8 Support to the CA:** The Feasibility Study (FS) Report will be submitted in the first instance to MTRH and the PPP Unit, and subsequently to the PPP Committee for approval. The consultants shall complete all required documents--basically the FS and the Fiscal Commitment and Contingent Liability (FCCL) estimates--to be submitted to the CA Node, the PPP Unit and PPP Committee, and assist MTRH (including the conduct of Project briefings). The Consultant shall address all of the MTRH's PPP Node, Project Appraisal Team (PAT) and PPP Unit concerns until the approval is accorded by the MTRH Node and the PPP Committee. The Consultant will also provide assistance in securing approval of the estimated FCCL funding by the Public Debt Management Office (PDMO) through the preparation of the FCCL estimates required under the FCCL Framework for PPP projects in Kenya. If necessary, the TA shall assist the CA in obtaining PPP Committee approval for public sector support to the Project (financial, guarantee, legal etc.) as recommended in the Feasibility Study. The Consultant will also assist the CA in securing the necessary NEMA approvals on the ESIA.

Phase Two:

Once the project feasibility study has been completed and approved by the relevant approving bodies, the CA will make a decision whether or not to proceed to the next stage of the project which is the Procurement Stage.

2.9 Procurement of the PPP Project.

This stage of the assignment will entail several components, which are outlined below:

- ***Project Information Memorandum (PIM):*** The Transaction Advisor will be expected to prepare a PIM for issue to interested parties that may wish to participate in or learn more about the proposed project. The information contained in the PIM should be of a non-confidential nature. The PIM will include (but is

not limited to) the following information: background and rationale for the proposed project including country context; statement from the appropriate Minister in support of the proposed project; a summary of the key business case issues; project scope; regulatory issues; project term; other unique project matters; key project participants and timetable for implementation

- ***Prepare the advertisements and notices*** required for the launch of the procurement processes
- ***Request for Qualification Documentation (RFQ)***. The Transaction Advisor will propose and agree on the content of the RFQ document with MTRH and other specialist advisers; recommend the technical and financial pre-qualification criteria for the prequalification of bidders, in line with market practice and comparable transactions (where possible); based on selection criteria agreed by MTRH, coordinate and lead the development of an evaluation framework for pre-qualification of bidders with relevant input from MTRH and other advisers as appropriate and take a leading role in the development of the RFQ, ensuring input from the CA and any specialist advisers
- ***Prequalification***: The TA will provide advice and support to the Prequalification Committee in the evaluation of the technical, financial and legal responses received in the RFQ submissions from Prospective Bidders. In addition, they will provide input to, and support the production of the evaluation report on the RFQ submissions for approval by assisting the CA in non-logistical preparations for a bidder conference and support such conference as required.
- ***Request for Proposals (RFP) Documentation***. The TA will take the leading role in the production of the RFP documentation, including but not limited to: production of the “Instructions to Bidders” section of RFP ensuring key input from MTRH and other specialist advisers; setting the detailed deliverables list; develop the PA for issue to Bidders with the input of other specialist advisers; develop the payment mechanism and performance standards; setting up and managing the content, and access to the project data room; support MTRH in obtaining approval to issue the RFP; production of evaluation criteria for approval by MTRH and other specialist advisers for inclusion in the RFP; assist MTRH to obtain all required statutory approvals; draft appropriate statutory notices for publication and obtain approval to publish same through MTRH.

- ***Bid Period.*** The TA will receive Pre-Qualified Bidder queries and co-ordinate response to same in a timely manner, ensuring input from MTRH and other specialist advisers as required; advise MTRH on the implications of Pre-Qualified Bidder queries having consulted with other specialist advisers as required; support MTRH in all bid processes including (without limitation) preliminary bidder meetings, competitive dialogue meetings and any other meetings as requested by MTRH ensuring accurate minutes are taken and distributed; attend meetings with MTRH and other specialist advisers; ensure the Data Room is always available and up to date acting as joint administrator with MTRH; update the RFP if required in response to Pre-Qualified Bidder queries; ensure compliance by MTRH and other specialist advisers with the requirements of the RFP and report formally and informally to MTRH as required
- ***Tender Evaluation.*** The TA will advise and support the Evaluation Committee in the evaluation of Pre-Qualified Bidder RFP response ensuring compliance with the evaluation criteria specified in the RFP; produce and populate the evaluation matrix with the input of the members of the Evaluation Committee; advise and assist the Evaluation Committee in raising and obtaining response from Pre-Qualified Bidder to clarifications as required and assist the Evaluation Committee in the production and approval of the Evaluation Report
- ***Bidder Negotiations and Financial Closure.*** The TA shall update the PSC, VFM and affordability model using updated costs based on Pre-Qualified Bidder prices and revenue information from the CA; coordinate the conduct of all negotiations, supporting MTRH and other advisers on all aspects of any negotiations of terms with the preferred bidder; support MTRH and other specialist advisers throughout the process of finance raising for the Project, up until Financial Close, by providing oversight of the financing process; support MTRH and specialist advisers in reviewing, commenting and negotiating the project documents (for example PA, Direct Agreement, EPC Contract, O&M Contract, PA Schedules, Government support measures etc.); attend and support and specialist advisers in all negotiation meetings; assist and advise MTRH in preparing the Project Report, FCCL Report and any report as required.

3 **Transaction Advisor Skills and Experience**

The proposed project will require a combination of typical PPP and project finance structuring skills and specialist medical teaching facilities design experience. The standard

PPP project skills required include PPP structuring; financial modelling; legal and environmental and social impact assessment skills. The technical skillset required will draw on specialists with medical teaching facilities design experience, facilities management, purpose-built student accommodation design experience and services engineering. The TA will be invited to propose for MTRH's approval their preferred staffing complement by way of professional discipline and headcount. The indicative staffing component is set out in Table 1 below:

Table 1: Staffing Complement

No.	Position	Qualifications and Experience
1.	Project lead/PPP expert	<p>A university degree in Finance, Management, Economics, Engineering or any other relevant field. A minimum of 15 years' demonstrated experience in providing PPP transaction advisory services/development of medium to large infrastructure projects on a PPP basis including extensive experience in:</p> <ul style="list-style-type: none"> ▪ Project structuring; ▪ Risk Management including allocation and quantification; ▪ Drafting of Project Agreements; ▪ Bid process management, including preparation of bidding process documentation and post-bid process monitoring; ▪ Understanding of tax matters; and ▪ Successful preparation of PPP projects with at least two financially closed projects, one of which as the lead advisor in the healthcare infrastructure field. <p>Relevant qualifications and experience in the development and operation of academic and healthcare infrastructure such as referral or teaching hospitals in developing countries in</p>

No.	Position	Qualifications and Experience
		<p>particular, and familiarity with the World Bank Safeguard policies and standards would be an added advantage.</p> <p>Good communication and writing skills in English is essential.</p>
2.	Architect	<p>A university degree in Architectural Engineering. A minimum of Twelve (12) years' experience including experience in designing several academic institution facilities, health facilities and purpose-built-student accommodation (PBSA)</p>
3.	Healthcare training Facilities Infrastructure Expert	<p>A university degree in any relevant field. a minimum of Ten (10) years' experience in advising on the design equipping and general operations of various health care training facilities.</p>
4.	Civil/ Construction Engineer	<p>University degree in Civil or Structural engineering or any other related field. Minimum of 12 years' experience in the design and setup of buildings and specific experience in the construction and equipping of medical school buildings and PBSA. In addition, experience in the design of waste management systems is required.</p>
5.	Services Engineer	<p>University degree in Electrical or Mechanical Engineering. Minimum of Ten (10) years' experience in HVAC, fire-fighting/suppression, plumbing and waste water treatment designs on commercial and public buildings, in addition, experience in electrical and building communications designs in commercial and public buildings, with at least one healthcare training facility and PBSA facility.</p>

No.	Position	Qualifications and Experience
6.	Quantity Surveyor	<p>University degree in Quantity Survey or Building Economics. Minimum of 10 years' experience in the preparation of Bills and Schedules of Quantities of materials, labor and services required in the construction and equipment of building, or engineering works of a scope similar to the proposed project. In addition, equivalent experience in the provision of post-occupancy advice with respect to facilities management services and life cycle costing. Exposure to health infrastructure projects will be an added advantage.</p>
7.	PPP Legal Expert	<p>University degree in Law and postgraduate qualification in Law. A minimum of 10 years' demonstrated experience in drafting PPP contractual agreements and other related documents/agreements; PPP procurement, managing bidding process, and resolving legal issues, policy and institutional assessment; and, successful preparation of PPP projects with at least one financially closed PPP project. Experience in education facility projects will be an additional merit. The legal expert must demonstrate expertise and experience in drafting PPP Project Agreements and an understanding of the Kenyan legal environment.</p>
8.	Financial Expert	<p>University degree in Finance, Accounting, Economics or any other relevant professional qualification. At least 8 years of professional experience in PPPs and project finance, with a proven track record in financial evaluation and financial modelling of PPP projects including</p>

No.	Position	Qualifications and Experience
		value for money, Public Sector Comparator analysis, affordability and fiscal impact assessment. Demonstrated experience in dealing with project finance structures and products and experience in capital raising having financially closed two project finance deals of at least US\$ 10 Million each. Experience in the health sector will be an additional merit.
Key Personnel for Environmental and Social Impact Assessment		
9.	Environmental Specialist	Advanced degree in environmental studies or related field and must be a NEMA registered lead expert. At least 10 years of professional experience and must have held similar positions in at least 4 assignments of similar nature. He/she should be well familiar with World Bank Environmental and Social safeguards policies and IFC Performance Standards and be registered with NEMA.
10.	Social Development Expert	Advanced university degree in social studies or related field. At least 10 years of professional experience and must have held similar positions in at least 4 assignments of similar nature. She/he will establish the socio-economic environment of the proposed project area, including land use; assess likely social risks and impact of the project including risks related to Labor Influx, GBV; carry out vulnerability assessment as well as prospects for gender, disability and intergenerational inclusion and proposed mitigation measures. She/he will ensure that consultations with interested and affected parties are conducted in accordance with procedures and

No.	Position	Qualifications and Experience
		regulations of Kenya and the World Bank safeguards and Standards for stakeholder consultations.

The preceding description of the team composition is however not intended to be prescriptive.

3.1 Qualification Evaluation Criteria

The Transaction Advisor is expected to comprise a firm or a consortium of firms/individuals providing the requisite financial, legal, academic/healthcare, environmental and social expertise.

Qualification submissions will be evaluated against the following criteria:

- (a) Acted as Transaction Advisor, or part of TA consortium, and successfully completed (reached financial close whilst TA advising) of at least 2 projects in any sector and at least one in academic/healthcare infrastructure PPP in Sub-Saharan Africa or in any other emerging markets in the last 15 years (only experience in the last 15 years will get credit, with preference given for more recent experience)
- (b) Specific experience gained in the last 15 years in the setup of at least 2 academic or healthcare infrastructure projects of comparable scale as that envisaged by the proposed project (only experience in the last 15 years will get credit, with preference given for more recent experience)
- (c) Experience in conducting Environmental and Social Impact Assessment (ESIA) for at least 2 infrastructure projects, in the last 10 years, in accordance with international best practice including World Bank/ IFC guidelines in the academic/health sector in Kenya and elsewhere in sub-Saharan Africa (only experience in the last 10 years will get credit, with preference given for more recent experience).

4 Remuneration Schedule and Disbursement Arrangements

The Transaction Advisor will be paid on the Lump Sum basis against timely and acceptable deliverables over an envisaged contract period of 18 months. The remuneration schedule is as set out below:

Table 2 Remuneration Schedule

No	Deliverable	Payment Amount	Timeline (After Contract Signature)
1.	Completion of the Inception report	10%	1 month
	Phase I		
2.	Completion of draft Feasibility Study Phase Deliverables including Feasibility Study Report and ESIA Report	20%	2.5 months

3.	Completion of final Feasibility Study Phase Deliverables including Feasibility Study Report and ESIA Report	10%	3.5 months
4.	Acceptance of the Feasibility Study deliverables by MTRH and PPP Committee	5%	4 months
Phase II			
5.	Completion of ALL Request for Qualification (RFQ) Phase Transaction Documentation, RFQ Process and RFQ Evaluation Deliverables	10%	5 months
6.	Completion of ALL RFP Phase Deliverables including Tender Evaluation Phase Deliverables	15%	10 months
7.	Commercial Close	10%	12 months
8.	Financial Close	20%	18 months

Payments will only be made once deliverables have been submitted to the Contracting Authority (CA) and subsequently deemed acceptable.

Bidders are expected to provide a comprehensive and detailed Project Implementation Plan, preferably using Microsoft Project, or equivalent software, indicating all the key tasks, deliverables, milestones, responsibilities, timetables and critical paths for successful project implementation, capturing as a bare minimum the outlined tasks above.

13 Project-based Learning

To ensure knowledge and skills transfer by the TA to MTRH's project implementation team, the TA will be expected to incorporate a project-based learning approach along the entire PPP project management cycle with a mix of classroom and on the job capacity building to a cohort of at least 10 Public officials within the Contracting Authority. All bidders are, therefore, expected to enumerate a clear and deliberate approach as to how knowledge and skills will be transferred to the CA's project Appraisal Team (PAT). The TA will also be expected to prepare a detailed case study and project close out report upon completion of the assignment, which will be submitted to the CA.

It is the expectation the classroom trainings will be by way of organized by the Transaction Adviser for each of the assignment deliverables and contract management training for the CA's PPP contract management team. An outline of such a Training Programme should be included in the

TA's Technical Proposal. The TA will make all arrangements for these trainings in consultation with MTRH. The TA will meet personnel costs associated with facilitation of the trainings while GOK shall meet costs associated with the training venue and logistics for the GOK staff that shall participate at these training workshops. Reports on capacity building sessions/workshops shall be prepared in a form to be provided by the Client.

ANNEX 1:

ENVIRONMENTAL AND SOCIAL IMPACT ASSESSMENT (ESIA) TOR

The scope of this terms of reference is the preparation of an Environmental and Social Impact Assessment (ESIA) and an Environmental and Social Management Plan (ESMP) for the Moi Teaching and Referral Hospital College of Health Sciences Project.

Given the involvement of the private sector, the GoK and the World Bank have agreed that the Project activities will comply with the Environmental Impact Assessment and Audit Regulations 2003 established under the Environmental Management and Coordination Act (EMCA), 1999 (amendment) 2015 of Kenya, as well as meet the requirements of the World Bank Safeguard Policies, including the Environment, Health and Safety Guidelines (ESHGs).

OBJECTIVES

The objectives of the ESIA are to evaluate the potential impacts of Project activities, and to define appropriate mitigation measures during the Project's design, construction, operation and decommissioning phases. The PPP Directorate will the findings and conclusions of the ESIA and its associated Environmental and Social Management Plan are taken into account and addressed into the final designs of the College of health sciences.

The ESIA and ESMP will be bid stage documents that will provide a starting point and define criteria for the bidders to indicate in their bids how they will address environmental and social risks and impacts in the full ESIA and Concessionaire ESMP (C-ESMP) that the winning bidder will prepare. For the avoidance of doubt, the ESIA to be developed by the TA will be based on the preliminary Project design against which NEMA approval will be sought. The responsibility for carrying out the ESIA based on the final design and seeking either re-approval by NEMA or transfer of the license from MTRH to the Project Company will rest with the Project Company who in their ESIA will provide a reassessment of impacts based on the final design.

The Key tasks include amongst others:

- (a) Identify significant and secondary environmental and social issues associated with project design, construction and operation;
- (b) Identify measures needed to ensure compliance with above-mentioned standards and benchmarks;
- (c) Identify relevant stakeholders and describing requirements for the integration of stakeholder engagement (public participation) during the ESIA process, with special consideration of local conditions.

- (d) Provide guidance on Stakeholder Mapping including the development of an outline for Stakeholder Engagement Management Plan (SEMP) and Grievance Redress Mechanism (GRM);
- (e) Identify the range of project siting, design and operational alternatives that need to be considered;
- (f) Identify the environmental and social impacts and risks pertaining to the College;
- (g) Identify and describing an institutional framework relevant to project implementation;
- (h) Define the environmental and social baseline needed to better assess the magnitude, significance and temporality of the potential impacts and risks;
- (i) Recommend feasible and cost-effective measures to prevent, reduce or mitigate risks and negative impacts and enhance positive impacts of the project.
- (j) Estimate the impacts and costs of those measures, and of the institutional and training requirements to implement them.
- (k) Assess the likelihood of labor influx into to the project area as a result of the project as well as potential risks related to Gender Based Violence (GBV) and Sexual Exploitation and Abuse (SEA). The ESIA will clearly define responsibilities for the mitigation of social risks and impacts
- (l) Identify relevant prevention, mitigation, management and monitoring measures and arrangements that need to be considered;

SCOPE OF WORK

The ESIA and ESMP shall be prepared in a manner that will:

- (a) Comply with the Environmental Impact Assessment and Audit Regulations 2003 established under the Environmental Management and Coordination Act (EMCA), 1999 (amendment) 2015 of Kenya.
- (b) Meet the requirements of World Bank World Bank Safeguards Policies
- (c) Follow the World Bank Group Environment, Health and Safety (EHS) Guidelines, particularly:
 - Environmental, Health, and Safety General Guidelines (2007)
 - Environmental, Health, and Safety Guidelines for Waste Management (2007)

- Environmental, Health, and Safety Guidelines for Construction Materials Extraction (2007)
- (d) Provide sufficient detail to clearly identify the Environmental and Social Management Programs to be implemented by MTRH and the Concessionaire.
- (e) Identify any risk management measures (supplementary studies, plans, policies, actions, mechanisms, and tools) to be developed and implemented during pre-construction, construction, and operation phases, should be organized to reflect the roles and responsibilities of two key actors:
- GOK, and in particular MTRH, the implementing agency, who will manage risks and impacts under its control (unless some of such risks and impacts are clearly made a contractual responsibility of the Concessionaire and can be effectively managed by them) as well as oversee the performance of the Concessionaire;
 - The Concessionaire will design, build and maintain the College and related facilities, and must thus prepare and carry out actions necessary to comply with the environmental and social requirements included in its contractual obligations, including the preparation of further studies or risk management plans once the road design has been finalized.

The ESIA report must be informed by the opinions collected during Public Consultations. Such public consultations should be conducted twice – at the project report stage of the ESIA and during the full ESIA stage where the findings will be shared with project stakeholders.

The Consultant must also summarize the environmental and social risk mitigation measures in the ESMP in an Environmental and Social Action Plan (ESAP)¹ highlighting the required additional studies, social and environmental mitigation plans, policies, actions, tools etc. together with milestones/ timelines for achievement of certain outcomes, and clearly indicate main responsible party (GoK/MTRH, the Concessionaire, contractors / sub-contractors, supply chain actors).

It is critical that the different Chapters and sections of the ESIA and ESMP form a coherent and linked narrative, rather than be developed as distinct tasks.

Outline of the ESIA

The Consultant will prepare the ESIA according to the following outline:

¹ Examples of ESAPs can be found at www.ifc.org/disclosure

(a) **Baseline data.** Presents data directly relevant to decisions about project location, design, operation, or mitigatory measures, including physical aspects (such as topography, landforms, geology, soils, climate, air quality, and hydrology), and socioeconomic conditions (such as demography, settlements, community structures, vulnerable and marginal groups, sources and distribution of income, employment and labor markets, land use, and cultural heritage).

(b) **Project Description.** Based on the latest feasibility study, the Chapter will:

- Summarize the history, purpose, context and expected economic benefits (local and national) of the proposed facility, including any proposed or ongoing development that might have a cumulative impact
- Describe the design, location, footprint, layout and size of the College, including a detailed plan. This shall include design features of the College of health sciences and related facilities, and how the new building will interface with existing facilities.
- Identify and define the project area of influence;
- Describe expected activities during pre-construction, construction, and operation (to the extent known).
- Describe construction and operation schedules, including scheduling of site preparation, cell construction, and interim road development;
- Describe of responsible parties, including the organizational structure and staffing for the College of health sciences development;
- Describe operational plans for waste types and quantities which are anticipated to be generated by the project
- Indicate the number of construction workers likely to be involved at each location
- Include maps at two scales:
 - *1:1000 equivalent* showing the proposed location of the College relative to support facilities such hospitals and major populations centers and roads, and the areas likely to be directly impacted by the construction and operation of the facility
 - showing the area of influence, including associated facilities such as quarries and waste disposal sites, locations of major surface waters, roads, railways, villages and communities, administrative boundaries, existing land use and all critical

habitats including parks and recreation areas, and historical and cultural resources

(c) **Review of Relevant Institution and Legal Framework.** The Chapter will:

- Present the laws and regulations of the Government of Kenya that are relevant to the project, most particularly the requirements and procedures of the National Environmental Management Agency, including reporting requirements;
- Summarize the requirements and features of World Bank Safeguard Policies;
- Summarize the specifications of the World Bank Group Environment, Health and Safety (EHS) Guidelines, particularly:
 - a.Environmental, Health, and Safety General Guidelines (2007)
 - b.Environmental, Health, and Safety Guidelines for Waste Management Facilities (2007)
- Present the environmental and social requirements of potential financiers of the Concessionaire, if known at the time of ESIA completion; and
- Identify relevant international environmental and social agreements and treaties – including labor-related such as ILO conventions - to which the country is a party.
- Describe the roles and responsibilities of the key players, most particularly MTRH, the PPPU at the National Treasury, the Transaction Advisor, the future Concessionaire, the relationship between MTRH and National Environmental Management Agency (NEMA) and any other institutions relevant to the Project.

(d) **Environmental and Social Baseline.** The Consultant shall provide the environmental and social information required to understand the proposed facility, assess potential risks and impacts, design appropriate and sufficient mitigation measures, and monitor actual impacts during construction and operation. The baseline should be concise, and background information required for documentation purposes, or for project files, should be provided in appendices. The Chapter will:

The environmental and social baseline should be concise and focused on the potential impacts of the Project, clearly defining the area of influence.

- Assemble, evaluate and present data directly relevant to decisions about project location, design, operation, or mitigation measures, including physical aspects (such as topography, landforms, geology, soils, climate, air quality, and hydrology), biological

aspects (including biodiversity, fauna, flora, animal migration, endangered species, critical natural habitats, forests, protected and sensitive areas), and socio-economic conditions (such as demography, settlements, community structures, vulnerable and marginalized groups, sources and distribution of income, employment and labour markets, land use, and cultural heritage).

- Organizes and presents data according to three levels of detail: (i) footprint, (ii) a buffer area around the project and its associated facilities, and (iii) area of influence.
- As necessary, illustrate baseline data with figures and maps.
- Identify any social and environmental changes anticipated before the activities commence, and take into account current and proposed development activities within the area of influence, even if not directly connected to the project.
- Identify and estimate the extent, quality, accuracy and reliability of available data, of key data gaps, and of uncertainties associated with predictions.
- Specify topics that require further attention, including costs and time estimates.
- Carry out any field surveys, interviews, and consultations needed to fill information gaps critical to assess potential impacts and define mitigation measures.
- Confirm the accuracy of available data by “walking the site”, including photographic illustration of all key points and findings.

Biophysical Environment

The Consultant shall include the following:

- Description of the geology and geomorphology of the proposed site (rock types, reported, fractures/faulting, folding, warping), and history of any volcanic activity, seismicity and associated hazards
- Topography of the site for the proposed facility and of surrounding areas where there might be an aesthetic impact;
- Soil type, classification, characteristics, soil properties, soil cover, field permeability tests, geotechnical surveys etc. are important engineering considerations for design of structures.

- Meteorological data for 10-year period from the nearest weather station: (i) wind speed and direction; (ii) rainfall; (iii) relative humidity; (iv) temperature, and; (v) barometric pressure
- Ambient air parameters, such as RSPM, nitrogen dioxide, sulphur dioxide, carbon monoxide, heavy metals and other harmful air pollutants should be collected.
- Background noise pollution up to 1 km or nearest residential areas, as per the NEMA regulations
- Information on quarries that might be used by the Project, including location, management and track record, yields, strength of rock.
- Information on waste disposal sites that might be used during construction or operation of the proposed facility
- Information on potential sources of workers during construction, and of staff during operation of the facilities.
- Current procedures for managing waste and effluents from the College of health sciences and related facilities, and identification any impacts that hospital waste and effluents currently have on the environment, inside and outside the hospital sites.

Socio-Economic and Occupational Health Environment

The Consultant shall:

- Characterize the neighbourhood in which the facility will be located, in terms of demography, land use, economic activities, employment and education, and access to the proposed facilities
- Describe the social and economic aspects of the service area (number of inhabitants, residential areas including the type of structures involved, land use, including previous use over the last 20-50 years, industrial areas, transfer stations, current land-based livelihood strategies if any).
- Identify significant and secondary social risks, concerns, perceptions and impacts associated with the design, construction and operation of the project
- Analyse the poverty level, vulnerability and social risks, such as prevalence of sexual and gender- based violence (SGBV), high-risk behaviours among youth, child and forced labour in the construction sector, community cohesiveness.

- Provide data on vulnerable or disadvantaged groups (if any) and if relevant. Data should be disaggregated accordingly if technically and financially feasible. To the extent possible demographic data should report on HHs with members with disabilities legacy issues on land take for the project and associated facilities.
- Describe the existing facilities and of its personnel, including existing staff houses and any livelihood activities on hospital grounds.
- Provide information on the service areas for the College of health sciences.
- Provide information on Environment, Health, and Safety (both occupational and community) performance in the building construction sector, and identify potential challenges and weaknesses.

(e) **Potential Risks and Impacts.** The Consultant shall:

- Describe the methodology used to identify and assess the likely environmental and social risks and impacts.
- Determine the scale and nature of the changes that the construction and operation of the proposed facilities will bring about to the baseline environmental and social conditions.
- Identify and assess the potential environmental and social risks and impacts that might be caused by the construction and operation of the proposed facility, including positive and negative impacts.
- Quantify impacts to the extent possible, in terms of costs and benefits and distinguish between positive and negative impacts, direct and indirect impacts, and immediate and long-term impacts.
- Determine whether potential risks and impacts are irreversible or reversible, permanent or temporary, direct or indirect, or large scale or local.
- Identify residual impacts that cannot be avoided or mitigated.
- Identify and assess cumulative impacts.

Impacts during construction

- Assess the potential positive and negative direct and indirect environmental and social impacts of the Project, as measured in comparison with baseline conditions, during construction and operation of the College of health sciences and related facilities;

- Assess potential for cumulative impacts that result from the incremental impact, on areas or resources used or directly impacted by the project, from other existing, planned or reasonably defined developments at the time the risks and impacts identification process is conducted.
- Identify the receptors that may be affected, indicating their sensitivity and significance
- Describe how impacts should be assessed, such as model studies, empirical observation, reference to similar situations, or reference to existing studies
- Quantify impacts to the extent possible, in terms of their magnitude, duration and consequences, including in terms of environmental costs and benefits
- Distinguish impacts of pre-construction, construction and operation
- Determine if the potential impacts are: (i) avoidable; (ii) temporary and reversible; (iii) permanent and irreversible; (iv) short-term or long-term, and; (vi) large scale or local
- Highlight when the consequence of impacts cannot be determined.
- Distinguish the risks and impacts that are the direct responsibility of contractors, such as all aspects of construction site management, from those that are out of the control of contractors and are instead the responsibility of public authorities, such as the Project's design, the granting of permits, and monitoring of the environmental and social performance of contractors (poor supervision of contractors can be a major risk).
- Distinguish the risks and impacts for construction workers (occupational health and safety), from the risk and impacts for other stakeholders (community health and safety), including students, staff and neighboring communities
- Identify and describe potential major social and environmental impacts from the project development which could be significant over the long-term. Describe as a minimum, the environmental and social consequences from construction activities:
 - Impacts affecting air quality by dust emissions of construction works
 - Noise impacts
 - Impacts on flora and fauna
 - Impacts on hydrology
 - Impacts on geology

- Impacts affecting air quality by equipment and vehicles exhaust
- Impacts of construction waste other than excavated soil
- Risk of damaging Chance-Find antiquity objects
- Impact to neighborhoods along direct haul routes from increased traffic (primarily noise, dust, litter, odour, and vibrations), and including economic development due to improvements in roadways and trade from refuse haulage personnel;
- Impacts on local traffic, and the risk of traffic accidents
- Analyse and describe potential sources of conflict, disputes or grievances during construction and operation of the MTRH CHS
- Labour influx as a direct result of the activities;

Impacts during operations

- Identify operation impacts from waste disposal including a clear description of the different types of waste from all the facilities (sources) including an estimation of the quantities of HCWs.
- Describe the toxicity of the different types of wastes based on their hazard nature (waste classification)
- Describe the waste characteristics e.g., those with a high content of heavy metals (e.g., cadmium, thallium, arsenic, lead)
- Describe the impacts from exhaust air equipment
- Describe impacts from pollutants potentially emitted from hospital waste incinerator (HWT) that will be installed for waste management e.g., Heavy metals; Organics in the flue gas, Various organic compounds
- Describe sources of air emissions at the College of health sciences (HCF) may include exhaust air from heating, ventilation, and air conditioning (HVAC) systems, ventilation of medical gases and fugitive emissions released from various sources from waste incineration if this waste management option is selected by the facility. In addition, air emissions may result from combustion related to power generation.
- Distinguish biomedical waste from other types of waste.

- Describe impacts from process wastewater from HCF. Wastewater may also result from treatment disposal technologies and techniques, including autoclaving, microwave irradiation, chemical disinfection, and incineration (e.g., treatment of flue gas using wet scrubbers which may contain suspended solids, mercury, other heavy metals, chlorides, and sulphates).
- Identify and describe waste disposal measures of all types and categories of wastes and related impacts
- Identify and describe waste storage measures (temporary and permanent) of all types and categories of wastes and related impacts.
- Identify and describe waste transportation measures (within the facility and outside of the facility) of all types and categories of wastes and related impacts
- Risks to Occupational Health and Hygiene- HCF health and safety hazards may affect health care providers, cleaning and maintenance personnel, and workers involved in waste management handling, treatment, and disposal. Identify and describe specific hazards and impacts associated with: -
 - Exposure to infections and diseases
 - Exposure to hazardous materials / waste
 - Exposure to radiation
 - Fire safety
- Identify impacts associated with community health and safety particularly related to transport, storage and disposal of hazardous health care waste and at associated waste disposal sites (e.g., landfills).

(f) Analysis of Alternatives. The Consultant will:

- Describe the technology, design, and operation alternatives to the proposed facility associated ancillary facilities that were examined in the course of screening sites and conducting preliminary design and assessment of the proposed site., including the “without project” scenario of continuing with the existing College of health sciences.
- Provide reasons why an upgrade of the MTRH CHS and related facilities was selected.
- Compare the alternatives in terms of potential environmental and social impacts (which are irreversible, unavoidable and which can be mitigated); expected social

benefits; capital and recurrent operational costs; sustainability under local conditions; and institutional, training and monitoring requirements. When possible, the costs of the environmental and social impacts and of the necessary mitigation measures should be quantified.

- Include alternatives considered for waste management, including waste minimization and waste disposal.
- Include intangible social factors such as proximity to relatives.

(g) **Public Consultations and Disclosure.** The Chapter will present and analyse the results of two public meaningful and accessible consultation conducted by the Consultant: (i) during the preparation and finalization of the ToRs; and (ii) when the draft ESIA reports is ready.

The Chapter must:

- Indicate when, where and who attended the consultations
- Document the concerns and expectation expressed by stakeholders, including potentially Project Affected Persons (PAPs)
- Indicate how the views of stakeholders were incorporated into the design of the proposed facility.

Disclosure of the draft report prior to the second consultation shall be done in a manner, form and language that is understandable and accessible to enable the public full participation.

Outline of the ESMP

The ESMP will specifically describe individual mitigation and monitoring measures during both construction, operation and decommissioning, assign institutional responsibilities, and estimate the resources required for its implementation.

The Consultant will prepare the ESIA according to the following outline:

(a) **Mitigation Plan.** Identifies feasible and cost-effective measures that may avoid potentially significant adverse environmental impacts or reduce them to acceptable levels. The plan includes compensatory measures if mitigation measures are not feasible, cost-effective, or sufficient. The plan distinguishes between the construction and operations phases. The plan is organized specifically, the plan:

(i) Mitigation plan, including Contractor Clauses. Distinguish the mitigation measures that will be the responsibility of MTRH and the Concessionaire from the measures that will be

the direct responsibility of contractors. The mitigation measures for which contractors will be directly responsible will be managed through a set of Environmental and Social Clauses, including a Code of Conduct, worker Grievance Redress Mechanisms, and monitoring requirements. Example of such clauses (Minimum Environmental and Social Criteria) are included in Annex 2.

- identifies and summarizes all anticipated significant adverse environmental impacts (including those involving indigenous people or involuntary resettlement), and identifies both generic and site specific environmental and social mitigation measures during construction and maintenance phases;
- describes with technical details--each mitigation measure, including the type of impact to which it relates and the conditions under which it is required (e.g., continuously or in the event of contingencies), together with designs, equipment descriptions, and operating procedures, as appropriate;
- include emergency/disaster preparedness plans;
- describes with details other plans that will be required during the construction and operation phases (e.g., Contractor ESMP, Occupational Health and Safety plans and labour influx plan).
- estimates any potential environmental impacts of these measures;
- provides linkage with any other mitigation plans (e.g., for involuntary resettlement, indigenous peoples, or cultural property) required for the project.
- includes additional data collection to fill identified data gaps

(b) Environmental and Social Clauses for Contractor clauses will:

- Define environmental and social clauses that the Concessionaire and its contractors will include in bidding documents and contracts for the construction and for the supervision of the proposed facility, to ensure satisfactory environmental, social, health and safety performance of activities.
- The clauses will cover occupational health and safety in communities affected by the rehabilitation activities and its associated ancillary facilities, worksite health and safety; environmental management of construction sites; labour camps/labour influx; labour rights and the employment of community members; and land, property and livelihood compensation

- The Clauses will include a Code of Conduct template that addresses workplace sexual abuse and exploitation (SEA) and sexual harassment (SH).

(c) **Monitoring Plan.** The Consultant will:

- Detail Hospital procedures to monitor the implementation of the E&S risk and impact mitigation measures under its control and responsibility, as identified in the first Chapter of the ESMP.
- Detail the Hospital procedures to monitor the environmental and social performance of the Concessionaire during construction and operation of the facility, including technical details of monitoring measures that indicate the parameters to be measured, methods to be used, sampling locations, frequency of measurements, detection limits (where appropriate), and definition of thresholds that will signal the need for corrective actions
- Provide monitoring and reporting procedures to: (i) ensure early detection of conditions that necessitate particular mitigation measures; and (ii) furnish information on the progress and results of mitigation.
- Define a set of indicators that will be used by MTRH to report on the implementation of risk mitigation measures to GoK and the World Bank, and will also be used by the Concessionaire to report to MTRH.
- Define the types of reports, roles and accountability (who reports - who gets the reports), when and how frequently reports are prepared
- Provide an outline of the report on implementation of E&S risk mitigation measures by MTRH (as relevant) and the Concessionaire that they will prepare from time to time
- Define procedures to trigger change management and the management of corrective actions
- List mandatory government clearance requirements, most particularly NEMA's certification of compliance and annual environmental audits during operation

(d) **Institutional Arrangements.** The Consultant will:

- Describe institutional arrangements, responsibilities and procedures within the PPP Unit, the implementing partner, and the concessionaire and its contractors to carry out each of the mitigatory and monitoring measures (e.g., for operation, supervision,

enforcement, monitoring of implementation, remedial action, financing, reporting, and staff training).

- Recommend, if necessary, institutional strengthening required at the PPP Directorate and the Contracting Authority
- Include training of contractors regarding the environmental and social clauses that apply to them.
- Estimate the resources required by the concessionaire to implement and monitor the ESMP, such as level of effort (LOE), and equipment.
- As necessary, propose capacity building, additional technical support or organizational changes, to ensure the timely and effective implementation of the ESMP.

(e) Stakeholder Engagement Plan (SEP), including Grievance Redress Mechanism.

The Consultant should refer to suggested outline for a Stakeholder Engagement Plan in Annex B of IFC's Guidance Note 1: Assessment and Management of Environmental and Social Risks and Impacts (2012).

The consultant shall:

- Verification of social due diligence measures, which involves describing the social, economic and cultural status of the project area.
- Identify and map relevant stakeholders and describe requirements for stakeholder engagement and consultations (public participation) during the ESIA process, with special consideration of local conditions.
- Undertake public stakeholder consultations as described in Part II section 17 of the Environmental (Impact Assessment and Audit) Regulations, 2003 and the World Bank Safeguards Policies. Public consultations should be transparent, accessible to stakeholders involved and conducted in consideration of socially acceptable means in relation to the project area.
- Organize forums for public participation to enable interested & affected parties to present their concerns and opinions regarding the proposed project, the stakeholders should include County officials, relevant Government agencies, community groups, and NGOs. The views of the public will be solicited and incorporated in the ESIA report.

- Record public consultations and other actions that will indicate participation of interested and affected parties throughout the ESIA study process, including: surveys used to seek views of affected stakeholders; date and location of consultation meetings; a list of attendees, their affiliation, contact addresses and a summary. The SEP must present an approach to ongoing stakeholder engagement.
- Keep a record of all consultation meetings, including date and location, a list of attendees, their affiliation and contact addresses, voiced concerns or opinions, and how these concerns were incorporated into the design of the project. The record should also indicate any surveys used to seek views of affected stakeholders. A record of information disclosure, public consultations and surveys should be summarized in the ESIA and the records preserved to indicate participation of interested and affected parties throughout the ESIA study process. Such records may include: surveys used to seek views of affected stakeholders; date and location of consultation meetings; a list of attendees, their affiliation, contact addresses and summaries of the outcome of the meetings. This section needs to present an approach to ongoing stakeholder engagement.
- Describe the Grievance Redress Mechanism (GRM), including procedures for receiving, handling and resolving complaints for each project. The GRM must specify entry points for complaints, assign responsibilities, and define timelines for the resolution of complaints.

(f) **Assessment of Capacity for Environmental and Social Risk Management.** The Consultant will:

- Assess MTRH's current systems and its capacity to manage the environmental and social aspects of the tendering processes, and to monitor and oversee the environmental and social performance of the Concessionaire during Project implementation.
- Recommend measures to close any capacity gap, to ensure that MTRH has the capacity to meet the requirements of the World Bank's safeguard policies, such as staff recruitment, staff training, the development of procedures, and the use of contractors to supplement MTRH's capacity. These measures will be summarized in an action plan, including a timeline and itemized costs for capacity strengthening measures.

(g) **Implementation Schedule and Cost Estimates.** The Consultant will:

- Provide a clear statement of financial responsibilities
- Identify summary of costs for implementation of the proposed mitigation measures
- Provide detailed estimated budget for all phases of the project including planning, implementation, monitoring and evaluation, with contingencies
- Include an implementation schedule for mitigation measures that must be carried out as part of the project, showing phasing and coordination with overall project implementation plans;
- Estimate the capital and recurrent cost estimates and sources of funds for implementing the Environmental and Social Management Programs

Annexes

These following documents will be required as annexures to the ESIA:

- (i) List of report preparers--individuals and organizations.
- (ii) Terms of Reference
- (iii) References. Documents all sources of written information, both published and unpublished, used in the ESIA.
- (iv) Records of public participation and consultations for obtaining the informed views of the affected and interested parties, as well as local nongovernmental organizations (NGOs), on the positive and negative impacts of the proposed project. The records will summarize concerns and opinions presented during the consultations. The record will also specify any means other than consultations (e.g., surveys) used to obtain the views of affected groups and local NGOs.
- (v) Records of consultation meetings with institutional stakeholders
- (vi) Tables presenting the relevant data referred to or summarized in the main text.
- (vii) List of associated reports, if any

FACILITIES TO BE PROVIDED BY THE PPP DIRECTORATE

The client will provide the following subject to availability

- (i) Project preliminary documents including project proposal
- (ii) Access to other relevant information to the extent of its availability
- (iii) Access to the project site and other sites belonging to the client
- (iv) ESMF for IFPPP