



REPUBLIC OF KENYA
THE NATIONAL TREASURY
STATE DEPARTMENT FOR PUBLIC INVESTMENTS AND ASSETS
MANAGEMENT
P. O. BOX 30007-00100
NAIROBI

TERMS OF REFERENCE (ToRs)

FOR
PROCUREMENT OF TRANSACTION ADVISORY SERVICES FOR
DEVELOPMENT OF A COMMERCIAL SPACEPORT.

ISSUED ON: 16TH DECEMBER, 2025

VIRTUAL PRE-BID CONFERENCE ON: 9TH JANUARY, 2026 AT 11:00
AM East Africa Time (EAT).

CLOSING ON: 13TH FEBRUARY, 2026

TERMS OF REFERENCE (TOR)

1. BACKGROUND

There are 35 spaceports and launch facilities worldwide that can launch satellites or spacecraft into sub-orbit, orbit and beyond. 22 of the spaceports are currently active.

Satellite launches from low latitudes near the equator provide significant savings in fuel budget and cost of launches compared to launches from higher latitudes. In addition, launch facilities near the equator such as Kourou in French Guyana enable placement of satellite in equatorial orbits and low inclined orbits which facilitate shorter satellite revisit time for regions near the equator, hence higher temporal resolutions.

In Africa, the Diamant launch pad (located at 30° 46' 41" N, 3° 3' 14" W) near Hammaguir, Algeria, and the San Marco Project (located at 2° 56' 18" S, 40° 12' 45" E) near Malindi, Kenya, were used to conduct satellite rocket launches. Between 1947 and 1967 the Inter-Army Special Vehicles Test Centre (CIEES) in Hammaguir was used by France for launching sounding rockets and the satellite carrier "Diamant" between 1965 and 1967. The Hammaguir facility was also used for testing surface-to-air and air-to-air missiles, with the first French satellite Astérix being launched from the facility in 1965. Between 1964 and 1988 the San Marco Equatorial Range (SMER) was also used to launch sounding rockets and satellites. The Malindi facility was used to launch 18 sounding rockets and 9 satellites over the period.

The above two facilities in Africa no longer conduct launches. As a result, satellites manufactured in Africa must be transported outside the continent to be launched thereby attracting considerable costs. Other factors favouring consideration for a spaceport in Kenya include:

- i. Kenya's geographical position straddling the equator and east facing coast offers it natural and distinct advantages for a spaceport.
- ii. East facing coast allows recovery of rocket parts downrange with no danger to habitation
- iii. Good weather allows launch activities to occur all year round
- iv. Availability of good maritime ports and global supply chain

2. PROJECT DESCRIPTION & OBJECTIVES

2.1 Contracting Authority's Profile

The Kenya Space Agency (KSA) is a State Corporation mandated under KSA Order 2017, to promote, coordinate and regulate space-related activities in Kenya. Key functions of the agency are as follows:

- i. Enhancement of the utilization of space services and technologies for socioeconomic development, defence and security
- ii. Development of national space capability
- iii. Promotion and nurturing of national space economy
- iv. Awareness creation

2.2 The Proposed Project and Objectives

A key aspiration of the Kenya Space Agency is to develop satellite launch capability as a key component of Kenya's national space capability. The Agency seeks partnership in the development of a satellite launch facility within Kenya in the general area of Kipini, between Malindi and Lamu.

In order for this to be realized, there is need for procurement of a transaction advisor with the following objectives:

- a. To prepare feasibility studies, consistent with the PPP Act, 2021 which shall:
 - Provide a baseline guide for construction of a commercial spaceport.
 - Propose contractual structure of execution of the project as a PPP
 - Provide proposals for launch vehicle development or acquisition.
 - Comprise a technical, economic, financial, environmental and social feasibility of developing a launch facility in Kenya.
 - Provide preliminary designs and drawings along with phased implementation plan for the spaceport development.
 - Provide a value-for-money analysis and affordability assessment.
- b. To recommend the best PPP model for the procurement of the project based on an analysis of alternative technical solutions and PPP models.
- c. To conduct market sounding based on proposed contractual structure.
- d. To develop tender documents for the procurement process including RfQ, RfP and draft Project Agreement including assisting in any requisite approvals.
- e. To advise KSA on the optimum risk allocation and the resultant contract structure
- f. To provide advice on negotiations with the preferred bidder.
- g. To provide transaction advisory support through to financial close of the project.
- h. To ensure capacity is developed on project PPP transaction implementation team and PPP contract management of KSA and PPP Directorate team

3. SCOPE OF WORK

KSA, under provisions of the PPP Act 2021, wishes to engage a Transaction Advisor (TA) to assist with all the phases of the project preparation. KSA shall be the Contracting Authority (CA). The scope of work is divided into the following three key phases:

Phase I: Undertaking of the PPP Feasibility Study, development of the project implementation schedule; project marketing and development of the all transaction documents needed for PPP approvals up to approval of project development phase.

Phase II: Development of requisite tender documents (RFQ, RFP and Project Agreement), tender process organization, and support on transaction implementation through to financial close. This includes: data room design and documentation; bid documentation; bid process implementation and support for bidders' consultations, RFQ and RFP evaluation support; supporting contract negotiations post award with the Preferred Bidder.

Phase III: Project Based Learning. This entails capacity building for the Project Implementation Team (KSA & PPP Directorate), including knowledge and skills transfer. The TA will be required to provide classroom based and on-the-job capacity building to a cohort of at least fifteen (15) Public officials at critical points of the project preparation

process. All bidders are therefore expected to enumerate a clear and deliberate approach, as to how knowledge and skills will be transferred to the team that would be tasked to carry out various roles in the course of the preparation and implementation of the project to effectively manage the PPP contract and supervise the Project Company post Financial Close. This phase shall be implemented simultaneously with phases I and II.

PHASE I: FEASIBILITY STUDY AND PROJECT IMPLEMENTATION SCHEDULE

The PPP Feasibility Study is intended to examine the Project's technical, legal, social, environmental, economic and financial feasibility.

The specific tasks within Phase 1 are detailed in Task 1 and 2 below.

TASK 1: Project Feasibility Assessment

Task 1.1: Technical Feasibility and Commercial Options Analysis

The Technical and Commercial Feasibility will analyze the alternative technical configurations and commercial set up for the project. The TA will evaluate projected market demand for the type of project and give recommendations.

In detail, the Technical Feasibility will undertake, but shall not be limited to:

- ☐ Conduct a business case analysis for a satellite launch facility in Kenya to determine if there is a credible basis for space launch from Kenya. This shall include:
 - Strategic Case - establish strategic drivers of the project and anticipated economic benefits
 - Determine the total addressable market
 - Identify target payload operators with desire to launch from Kenya
- ☐ Identify suitable location(s) for vertical and horizontal launch site for medium-size launch vehicles (both liquid and solid) by taking into consideration the following amongst others:
 - Logistical assessment based on necessary supporting infrastructure
 - Ground safety assessment - risk to population, critical assets and environment
 - Climatology assessment by undertaking climate assessment for proposed sites, focusing on key parameters such as monthly temperature ranges, humidity levels, cloud cover, lightning strike occurrence, and prevailing wind patterns.
- ☐ Prepare concept design(s) for the proposed commercial spaceport based on accessible inclination ranges. In collaboration with KSA engineering team, design and prepare schematic drawings with technical specifications of the proposed spaceport.
- ☐ Undertake a trajectory analysis of accessible trajectories and orbits available
- ☐ Propose appropriate technologies for the launch systems (solid and liquid- based launch vehicles, tower launch and pad) and supporting infrastructures.
- ☐ Evaluate the alternative technical configurations for the project and advise on the most suitable when evaluated against appropriate evaluation criteria
- ☐ Identify the requisite infrastructure and supporting facilities needed. Review of existing utilities including power, water, surface water drainage and communications against the project demand.
- ☐ Propose technology development requirements for the launch vehicle.

- Propose a phased implementation plan synchronised with other necessary supporting developments.
- Undertake a review of air space classification and air traffic use
- Estimate the full life cycle costs of the Project based on:
 - Estimated construction costs indicating proposed phasing of CAPEX
 - Maintenance, management and operating costs taking into account current asset replacement and major maintenance schedules
 - Regulatory requirement costs
- Examine funding options for the project & consider alternative commercial structures for the project .
- Conclude on the preferred configuration of the Project from a Technical and Commercial point of view.
- Assess the feasibility of integrating orbital launch activities within Kenya's controlled airspace by analysing regional air traffic patterns, major flight routes, and seasonal traffic variations.

Task 1.2 Financial Feasibility

Following development of an outline concept of operations, the Feasibility Study is expected to be supported by a detailed and comprehensive Financial Model which will be used to evaluate the financial viability of the Project.

In particular, the financial model is expected to help:

- i. Indicate the sources and uses of funds for undertaking of the project on a project finance basis.
- ii. Support the determination of revenue requirements to meet Project Funding needs
- iii. Support in determining the Project's Financing requirements on CAPEX and the evaluation of alternative financing structures and sources
- iv. Indicate Project Funding Needs – assessment of annual funding requirements to cover O&M, debt service and other recurring costs
- v. Support in the evaluation of alternative procurement options and PPP options, including Value for Money analysis (based on public-sector comparator) and affordability analysis
- vi. Support the Economic Cost Benefit Analysis of the Project and Alternative Technical Solutions
- vii. Propose an Equity IRR acceptable for the sector based on market sounding and CAPM.

And in the implementation phase of the Project:

- i. Support in the detailed design of the any proposed payment mechanism or revenue share under the Project Agreement
- ii. Act as a shadow Bid Model and assist in evaluating bids and their robustness

The Report should include a description of the Financial Model and key outputs in support of the various analyses and conclusions throughout the Report.

In accordance with GOK's PPP Fiscal Commitment and Contingent Liability (FCCL) Management Framework, the TA will also analyze the potential fiscal risk and contingent liabilities of the Project. The TA will quantify the liabilities associated with the recommended project configuration and propose how the same shall be managed and the funding requirements. FCCL work shall also include updating of the Feasibility Study,

FCCL quantitative and qualitative assessments and other documentation throughout the TA contract period; updating of costing and all other related numbers in the financial model and in the report through the period prior to final RFP issuance (i.e. the final RFP prior to receipt of bids following competitive dialogue), negotiations and financial close stages.

The FCCL assessments should be done using the formats recommended by the Government of Kenya (GOK) and should adhere to the FCCL guidelines/ technical guidance and latest excel model in use for such assessments. The advisor will be expected to propose how the FCCL assessments shall be managed.

Task 1.3 Economic and Social Cost Benefit Analysis (ECSBA)

The ECSBA 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.

The Feasibility report should include a Value for Money analysis and Affordability assessment

Task 1.4 Legal Feasibility

The Legal feasibility will examine the complete applicable legal, regulatory and institutional framework within which the Project will be implemented in order to identify any impediments to Project implementation and advise how any such impediments should be addressed.

The TA is expected to also propose any requisite policy, legal and regulatory framework to facilitate the development and operations of the facility, including export/import regimes.

The legal due diligence will examine also the implications of alternative forms of procurement and alternative PPP structures which will be considered in Task 2 and will identify a legally sound approach for the establishment of the preferred PPP approach.

The TA will identify the necessary amendments to make the proposed PPP modality workable.

The TA will, inter alia, carry out the following tasks:

- ☐ Assess current domestic laws, acts, regulations, administrative issuances, policies and institutional arrangements to ascertain first any constraints to Project implementation, and second the validity and viability of the alternative PPP structures for the project
- ☐ Develop appropriate institutional arrangements for the Project taking into consideration the roles and responsibilities of KSA, other Government agencies & entities, private sector, and other stakeholders, including consumers and public at large.
- ☐ Propose a contractual structure based on selection of suitable PPP arrangement
- ☐ Prepare a risk allocation matrix
- ☐ Provide advice on appropriate Institutional and Organizational Framework and Capacity Building needs for project procurement and subsequent contract management – including advice on:

- i public sector side procurement management and procurement steering arrangements
- ii resourcing, training and capacity building needs for the public sector side of operational arrangements between public sector side and advisers during procurement
- iii contract management arrangements
- iv resourcing, training and capacity building needs for contract management function
- v prepare terms of reference and procurement strategy for Independent Engineer/Consultant

Task 1.5 Environmental and Social Feasibility

The environmental and social due diligence component of the assignment will take the form of a Preliminary Environmental and Social Impact Assessment (ESIA) study (Bidding ESIA) based on concept design. The main objective of this preliminary ESIA study is to provide potential developers or concessionaires with a comprehensive understanding of the environmental and social requirements and obligations they must adhere to during project implementation as they prepare their bids. The winning PPP concessionaire will be responsible for updating this preliminary ESIA study into a full, comprehensive ESIA based on their final design and construction plan.

The TA is accordingly expected to prepare a preliminary ESIA against the reference conceptual design that covers the following:

- i. Identifies major E&S risks, potential impacts, and preliminary mitigation measures.
- ii. Informs the project's feasibility study, risk allocation, and the specific E&S provisions and standards to be included in the tender documents.
- iii. Allows potential bidders to factor the cost of E&S mitigation measures into their financial proposals, ensuring a level playing field.
- iv. Helps the government secure necessary environmental approvals and clearance from regulatory bodies reducing project risk for the PPP concessionaire.

The TA is also expected to prepare a Resettlement Action Plan (including detailed land acquisition plan: entitlement matrix, compensation, livelihood restoration and resettlement assistance plans as appropriate) for implementation. Additionally, the TA will propose a Land acquisition plan and social strategy frameworks (i.e. resettlement and gender action plan) based on identified project site where needed.

The TA is expected to engage key government ministries, departments and agencies (MDAs) where needed with the support of the Contracting Authority (KSA), including, but not limited to:

- Ministry of Defence and Kenya Defence Forces
- Ministry of Interior and National Administration
- The National Treasury and Economic Planning
- Ministry of Energy and Petroleum
- Ministry of Roads and Transport
- Ministry of Investments Trade, and Industry
- Ministry of Lands, Public Works, Housing and Urban Development

- Ministry of Information, Communication Technology & Digital Economy
- National Intelligence Service
- Kenya Civil Aviation Authority
- Kenya Maritime Authority
- Communications Authority of Kenya
- Kenya Metrological Department
- National Lands Commission
- National Environmental Management Authority
- Special Economic Zones Authority
- Kenya Ports Authority
- National Commission for Science, Technology and Innovation
- International Partners

In consultation with the Contracting Authority (CA), the TA shall assist the CA develop a comprehensive communications and stakeholder management plan and provide technical support to the implementation of the strategy and plan. The Plan will include:

- i stakeholder identification and mapping for the project
- ii stakeholder communication needs analysis for the project
- iii communication strategies across multiple stakeholders to address the identified communications needs
- iv means to seek feedback from stakeholders on critical aspects of the project and to find mutually acceptable solutions for potentially conflict issues

TASK 2: Procurement Options and PPP Options and Structure Analysis

Having established the Project Feasibility, the TA will determine the optimum way of procuring the Project – through traditional procurement or through a PPP, and if a PPP, which form of PPP is the most appropriate.

In their analysis the TA must consider all infrastructures which need to be developed for the Project – including generation assets if any, ancillary, access and supporting infrastructure, recognizing that different procurement and PPP options may be appropriate for different types of infrastructure.

Task 2.1: Options Development, Evaluation and Selection

The TA will:

- ☐ Assess a range of credible alternative procurement and PPP options including justification for their selection.
- ☐ Develop, describe and justify a set of evaluation criteria to be used in evaluating alternative procurement and PPP options to include, inter alia:
 - i Value for Money assessment. The Value for Money assessment is expected to examine both the choice between traditional public sector and PPP procurement, as well as alternative risk allocations between the alternative PPP options. The report should present clearly how the Public Sector Comparator Model, the Risk Adjusted Public Sector Comparator Model, the PPP Reference Model and the Risk Adjusted PPP Reference Model have been developed, populated with data and the assumptions considered.
 - ii Affordability for users and risks on the public sector

- iii Assessment of Fiscal impact including any contingent liabilities for the public sector
- iv Risk allocation on public service delivery
- v Private sector feedback on attractiveness, bankability and risk allocation, based on a Preliminary Market Sounding amongst potential operators, developers, investors and financiers
- ☐ Present the results of the Evaluation defining the different PPP options studied, presenting for each the structure of relationships, contractual undertakings, risk profile, and major pre-requisites. The TA will make a recommendation of which PPP option in its professional judgment is the most viable and bankable.
- ☐ Carry out Market Sounding of the Project and of alternative risk allocations/ PPP structures
- ☐ Provide a detailed description of the preferred Procurement Option and PPP Structure, including:
 - i Risk Allocation
 - ii Outline of Payment Mechanism/ Tariff arrangements
 - iii Indicative financing structure and sources – private sector bank debt, multilateral debt, public sector debt, project bonds, grants (indicate source), developer equity, other (specify)
 - iv Heads of Terms for the proposed PPP Structure

Task 2.2: Market Sounding

To enable the preparation of a responsive Feasibility Study Report, the TA shall undertake a Market Sounding exercise that shall include the following tasks:

- ☐ Propose and agree with KSA an approach to market sounding of the project;
- ☐ Prepare a Market Sounding document that will include a Project information memorandum (which will cover the objectives of KSA, an overview of the Project, the process and timetable for procurement, outline Risk Allocation), as well as a summary of the key issues to be discussed with and questions to be asked of the market, i.e. equity investors, debt financiers, contractors and operators, the process of how the market sounding will be conducted, the proposed list of parties to be approached;
- ☐ Provide the Project Profile to the identified private parties and holding one-on-one discussions with them, either telephonically, or if practical and cost effective, face to face;
- ☐ Organize and participate in workshops with KSA and other stakeholders to review findings of the market sounding and determine key areas that will need consideration in preparing the Feasibility Report.
- ☐ Prepare a Market Sounding Report (which will form an appendix to the Feasibility Study) that will summarize the findings from the exercise and will consist of, but is not limited to, the following information:
 - i Market sounding objective;
 - ii Key issues that needed to be considered;
 - iii List of companies consulted;
 - iv List of questions and answers;
 - v Summary findings and matters considered in the Feasibility Report.

In summary, the TA will organize consultation discussions with potential market participants including, but not limited to, potential developers, operators, equity

partners, investors, lenders and guarantors to fulfil the market sounding requirements. The conclusions drawn from these consultation meetings shall be taken into account in the preparation of the feasibility report and in designing the PPP transaction structure.

Task 2.3: Summary Recommendations, Project Implementation Plan and Feasibility Study Report

The TA will prepare a comprehensive feasibility study report in accordance with the requirements of the PPP Act, and as guided under Task 1. This report will present the analysis carried out, the conclusions reached and the recommendations made concerning the project feasibility and the preferred method of procurement including recommended PPP structure, as well as legal, regulatory, institutional, financial, economic, funding, tariff structure, environmental, social and risk allocation recommendations necessary for the successful implementation of the Project.

The report will include a complete description of the project as structured, based on the recommendations contained in the report, covering:

- ☐ A summary of the output specifications for the Project
- ☐ Other potential commercial activities that the Project Company may undertake to augment revenues
- ☐ A list of significant Government assets which will be used for the Project (such as land and existing structures, access roads, etc.)
- ☐ A summary of the fiscal implications and potential contingent liabilities for the public sector
- ☐ A detailed description of the type of PPP project proposed and its envisaged payment mechanism/ tariff regime
- ☐ A detailed description of the proposed Key Risk Allocation
- ☐ Draft Heads of Terms which will form the basis for the Project Agreements to be developed in Phase 2

The report will also include a detailed Project Implementation Plan which will set out a clear timetable for the Project Implementation and monitoring and will cover all the tasks required of all parties to procure the Project, identifying:

- ☐ Tasks
- ☐ Timing
- ☐ Responsibilities for each task
- ☐ Key approval/ decision points and milestones

CONTRACT BREAK BETWEEN PHASE I AND PHASE II

If it is determined at the feasibility study stage that the project is not suitable for implementation under PPP arrangements, the consultancy services shall be deemed to have been completed under the contract and the TA shall be paid for the milestone(s) completed.

PHASE 2: PPP PROCUREMENT

The TA will work with KSA and the PPP Directorate to implement the PPP procurement process in accordance with the PPP Act, 2021.

The work of the TA will include, inter alia, the tasks described below:

Task 1: Administration of the bidding process

The TA must prepare a complete set of procurement documents, complying with applicable law and other relevant policies and guidelines. The following steps and deliverables are envisioned, subject to the TA's recommendations in the feasibility study and the requirements of applicable law and related regulations.

Task 1.1: Detailed Procurement Plan

The TA will design a complete procurement plan and process, based on applicable procurement requirements, including:

- ☐ Advice on optimum bid strategy
- ☐ Advice on mechanisms to maximize competition while avoiding unrealistic bids and project vulnerability from overly aggressive bidding.
- ☐ Review of information to be provided by KSA to bidders to manage third party liabilities.
- ☐ Design of pre-qualification and bidding procedures and evaluation criteria including advice and justification on the best-value bidding parameter, including, but not limited to least cost/NPV, least viability gap funding, shortest concession period, lowest operating subsidy, highest concession fees, etc.
- ☐ Design of key aspects of the tender procedure, for example the number of stages in the process, use of competitive dialogue (if necessary), deciding whether and to what extent to accept variant bids and non-conforming bids, how many bidders must bid before the process is valid and what rules to set in relation to the assessment of bids (scoring regimes, timing of bids and rejecting of excessively low bids).
- ☐ Define the eligibility criteria and bidding parameters
- ☐ Design of the bidder communication strategy, including marketing, road shows, bidder conferences, data room creation and management (actual and virtual), dialogue meetings, and mechanisms to gather bidder comments and concerns and resolving them. The Data room shall be proprietary to this project and the CA, but which will be managed throughout the procurement process by the TA.
- ☐ Prepare Project Information Memorandum and other marketing materials, including Tender documentation.
- ☐ All advice shall be compliant with applicable law (and considering any constraints or opportunities associated with applicable law), international best practice and market feedback.

The TA will prepare and deliver a draft procurement plan to KSA, and subsequently a final procurement plan incorporating any comments provided.

Task 1.2: Pre-qualification

The TA will, on behalf of KSA, design and administer a pre-qualification/request for qualification (RFQ) process with the intention of:

- ☐ ensuring that project objectives and requirements are communicated clearly to the market
- ☐ determining the extent and nature of interest from the private sector
- ☐ pre-qualifying a competitive number of competent bidders in an equitable and transparent way

The desired result is that every pre-qualified bidder is capable of implementing the Project to the standards required and considering the risk allocation established in the Feasibility Study, the TA will:

- ☐ prepare all the necessary RFQ documentation, including advertising and marketing material;
- ☐ set up and administer the process by which KSA can pre-qualify the parties, including responding to questions and interfacing with bidders; and
- ☐ help KSA evaluate and pre-qualify bidders

As part of this process, the TA shall develop a tightly focused promotional campaign for the Project, which may include (based on the advice of the TA) short press briefings, advertisement inserts to be published in international trade publications and business newspapers, followed up by the targeted marketing of identified companies.

Task 1.3: Bid Evaluation Criteria and Tender Process Design

The TA will:

- ☐ design a suitable bid evaluation process and criteria. This criteria will be included in the tender document;
- ☐ design a suitable tender process that will help ensure compliant, high quality and comparable bids; and
- ☐ devise effective systems for communicating with bidders during the tender process (response to questions);

Task 1.4: Request for Proposals (RFP)

The TA will prepare an RFP document in accordance with best industry practice and applicable laws and regulations, consistent with the results of the Feasibility Study. The RFP must concisely set out:

- ☐ The bidding parameter
- ☐ design criteria
- ☐ the output and performance specifications
- ☐ requirements for compliant bids
- ☐ a risk profile as established in the feasibility study
- ☐ the payment mechanism and revenue share proposed
- ☐ the bid process
- ☐ evaluation criteria
- ☐ bidder communication systems and procedures
- ☐ bid forms – technical and financial bid submission forms, bid letter, statement of compliance etc.

Task 1.5: Draft PPP Project Agreements

The TA will prepare a draft PPP agreement, related schedules, and ToR for Independent Engineer/ Expert), in close liaison with KSA, implementing the risk allocation regime and using best practice. The agreement will include all necessary annexes and subsidiary documentation, such as performance specification, project scope, KSA requirements, technical specification, Project performance monitoring regime, performance security, reporting.

Task 1.6: Necessary Approvals

The TA will compile all the documentation necessary for KSA to obtain the necessary approvals of the procurement process.

Task 1.7: Administration of the Bidding Process

The TA will provide all necessary support to KSA for the efficient and professional management of the bidding process. This includes and is not limited to creating & managing a data room, facilitating structured engagement between the TA, KSA and bidders, helping KSA communicate effectively with bidders, (including responding to bidder queries, managing bidder conferences and one on one/ dialogue meetings) amending documents further to bidder comments, receiving bids, helping in bid evaluation processes and compilation of the evaluation report.

Task 1.8: Evaluation of bids

Bids will be evaluated with the support of the TAs in accordance with the tender documents and within the framework for bid evaluation developed earlier.

Task 1.9: PPP agreement negotiations, PPP agreement management plan

The TA will assist KSA in final negotiations of the project documents (Project Agreement, PA Schedules, Government support measures, Direct Agreement etc.); attend and support in all negotiation meetings; and advise KSA in preparing the Project Negotiation and Financial Risk Assessment Report, FCCL Report. This task will also involve:

- ☐ categorizing issues appropriately, developing timelines for completion
- ☐ planning negotiation tactics
- ☐ updating of costing and all other related numbers in the financial model and in the report through the period negotiations and financial close stages
- ☐ advising on proposed changes to the agreed PPP contract and/or form of sub-contracts
- ☐ advice on public and private sector satisfaction of the conditions precedent to the PPP contract, often including the validity of licenses and permissions obtained by the preferred bidder, formation of corporate vehicles in the form required, financial close of the project financing, and implementation of the commercial requirements for performance of the project
- ☐ managing relationship with second bidder, including managing bid bonds and on-going discussions to prepare in case of withdrawal of the preferred bidder
- ☐ assisting with processes for reaching agreement
- ☐ managing and assisting with additional sets of negotiations with lenders. This may involve extended discussions of Government financial participation
- ☐ Providing legal opinions as required e.g. that transaction is binding on its terms, on security and financial management structure, on revenue structure and current regulatory mechanism.
- ☐ The TA will ensure that all agreements reached are incorporated into all the financial, commercial and legal documentation, and will assist with drafting the necessary and related correspondence

Task 1.10 Development of Contract Management Framework for the Project

During the bidding process, the TA in close liaison with KSA, shall design a project – specific contract management framework in accordance to the provisions of the Project Agreement (PA) and the project’s risk allocation structure. This will include a clear, complete and easy to follow guide for KSA on the implementation of the PPP, with mapping of the different rights and obligations of all parties, including the role of the Independent Engineer and guidance to KSA on processes, remedies and mechanisms set out in the Project Agreement.

This should be packaged into a manual, guidelines, norms and practices that is specific to the project.

Task 1.11: Commercial closure, close-out report and case study

The TA will be expected to update the financial model through the period of financial close, covering the period between commercial close and financial close, and must incorporate any additional factors that may be required by KSA.

The TA will also prepare a close out report at financial close. The close-out report will be a confidential document of KSA and the PPP Directorate. This shall be packaged as the final case study for the project.

Task 1.12: Disclosure of information

The TA will be expected to assist KSA and the PPP Directorate in providing the requisite disclosure of basic project and procurement information which will be based on the proposed disclosure framework as contained in the report on improving transparency and accountability in PPP.

PHASE 3: PROJECT BASED LEARNING (TO RUN CONCURRENTLY WITH PHASES I & II)

To ensure knowledge and skills transfer by the TA to KSA and the PPP Directorate, the TA will be required to provide classroom-based and on-the-job capacity building to a cohort of at least 15 No. Public officials within the CA at critical points of the project preparation process.

All bidders are therefore expected to enumerate a clear and deliberate approach, as to how knowledge and skills will be transferred to Project Appraisal Team and any other Project Teams that would be tasked to carry out various roles in the course of the preparation and implementation of the project to effectively manage the PPP contract and supervise the Project Company post Financial Close. In particular, a selected cohort of officials from KSA and PPP Directorate will shadow the respective TA expert teams at every stage of the PPP project preparation and structuring i.e. inception stage; feasibility study stage; pre-tender stage, tender and at project closeout stage.

At the inception stage, KSA will be appraised on the approach and methodology proposed by the TA so as to gain a deeper understanding of the process of project development and structuring. At feasibility study stage, the TA will, beyond presenting the findings and recommendations of the updated study, present on lessons learnt during the feasibility study process. At the pre-tender stage, the TA will sensitize KSA and PPP Directorate on critical tender documents and processes, including the rationale for content in the tender documents. After commercial close but before financial close, the TA shall build capacity of KSA on implementation of the contract management framework.

The Transaction Adviser is expected to provide classroom-based training by organizing workshops 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 meet its 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.

4. DELIVERABLES OF THE ASSIGNMENT

The general deliverables¹ of the project are as represented in the table below.

No.	Deliverable	Target Timeline (Time from contract signing)
Phase I		
1	Inception Report	3 weeks
2	Draft Feasibility Study Phase Deliverables including: <ul style="list-style-type: none"> • Feasibility Study Report • Site selection and suitability assessment • Draft Preliminary ESIA report • Land acquisition plan, • Market sounding report • Project Financial Model 	5 months
3	Updated Feasibility Study Phase Deliverables including: <ul style="list-style-type: none"> • Feasibility Study Report • Finalized Preliminary ESIA report • RAP and Land acquisition plan, • Market sounding report • Project Financial Model • Communication Strategy and Plan 	6 months
Phase II		
4	RFQ stage procurement documentation and completion of the RFQ process	7 months
5	RFP bidding stage documents, including RFP, draft PPP project agreements, Design Criteria and Performance Specifications, evaluation criteria, including any other relevant bid documents	9 months

1 Completion of approved capacity building workshop(s) shall be part of the package of a listed deliverable where the workshop's completion timelines fall within the completion timeline for any of the listed deliverables.

No.	Deliverable	Target Timeline (Time from contract signing)
6	Completion of the RFP bidding process and evaluation of bids, and delivery of the evaluation report	12 months
7	Draft Project Agreement & Negotiation Report	16 months
8	Commercial Close, Project's contract management framework and case study	18 months
9.	Financial Close	24 months

Bidders are expected to include, as a part of their proposal, anticipated dates of delivery. 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 path for successful project implementation, capturing as a bare minimum the following tasks.

This detailed plan will be discussed and agreed with KSA and PPP Directorate before signing the contract.

The TA shall submit an Inception Report including an updated detailed work plan for project implementation, covering tasks and responsibilities of all parties involved not just the TA's personnel.

The TA, in close coordination with KSA, shall conduct quality reviews to obtain feedback on all draft versions of deliverables as appropriate. The TA shall make presentations to the Project Implementation Team on each deliverable (e.g. draft Feasibility Study).

4.1 Duration of the Assignment

Considering that many activities will be undertaken concurrently, it is estimated that the above services would require a period of about **24 Calendar Months** from the date of commencement of the services until the financial close of the project.

5. TRANSACTION ADVISOR SKILLS AND EXPERIENCE

The Transaction Advisor will be a single organization or consortium of firms, collectively covering the range of technical, environmental & social, financial, legal and other expertise required to procure the Project through a PPP transaction.

The Transaction Advisor (TA) will be a single organization or consortium of firms led by either a Financial or Technical Advisor. The Lead Advisor will be held accountable in terms

of the Transaction Advisor contract for ensuring Project deliverables and for the professional conduct and integrity of the team. The TA will collectively cover the range of technical (including environmental and social), financial (including economic), legal and other expertise required to procure the Project through a PPP transaction. The Lead Advisor shall enter into contract with the Client (National Treasury and KSA).

Team members may not be changed or removed without the prior written approval of KSA and the PPP Directorate confirming replacement with someone at least as qualified and capable. Each individual on the team must be personally available to do the work as and when required.

The TA will need to have the requisite expertise to provide all needed support, inputs, documentation, services and content for the Project as set out in these terms of reference to achieve successful financial close. The skills and experience on PPPs required as a minimum of the TA team are as follows:

5.1 General Experience

- ☐ Experience in project structuring, financial modelling, financial analysis, financial advisory, procurement, and negotiations of Project-finance or PPPs with evidence of having led Transaction Advisory assignments on at least two (2) Project-finance or PPP/PFI projects, which have financially closed projects (only experience in the last 10 years will get credit, with preference given for more recent experience);
- ☐ Experience in planning, design, and implementation/construction supervision of large infrastructure projects entailing civil works (only experience in the last 10 years will get credit, with preference given for more recent experience).
- ☐ Experience in procurement for large infrastructure projects via a turnkey procurement route to a public contracting authority (only experience in the last 10 years will get credit, with preference given for more recent experience).
- ☐ Experience in consultancy for operations and maintenance of large infrastructure projects (only experience in the last 10 years will get credit, with preference given for more recent experience);

a. Specific Experience

- ☐ Experience in undertaking feasibility, design and managing implementation/construction supervision of complex space infrastructure projects, including vertical and horizontal spaceports or launch facilities. (only experience in the last 15 years will get credit, with preference given for more recent experience);
- ☐ Experience in the design, development and operations of solid and liquid propellant launch vehicles including sounding rockets. (only experience in the last 15 years will get credit, with preference given for more recent experience);

- ❑ Experience in providing consultancy on the operations and maintenance of commercial spaceports/ space launch facilities with demonstration of experience in development of operational safety standards and procedures of launch and launch systems including range safety procedures. (only experience in the last 10 years will get credit, with preference given for more recent experience);
- ❑ Experience in undertaking environmental and social impact assessments for high hazard projects such as energy generation projects, hydrogen projects, on and offshore oil and gas, similar transport projects, marine projects (experience in the last 10 years will get credit, with preference given for more recent experience); Additional experience in providing consultancy on process safety and risk management primarily in international high hazard industry sectors specifically the space, energy/energy transition/hydrogen, on and offshore oil and gas, chemical, pharmaceutical, transport or marine sector will get additional credit.
- ❑ Experience in providing consultancy on security/threat analysis (local and international, physical and cyber) for spaceports systems or similar infrastructure. (experience in the last 10 years will get credit, with preference given for more recent experience);
- ❑ Experience in launch and payload operator analysis. (experience in the last 10 years will get credit, with preference given for more recent experience);
- ❑ Experience in space activity regulation and licensing (experience in the last 10 years will get credit, with preference given for more recent experience);
- ❑ Experience in the development of handling procedures, transportation and storage of dangerous goods and materials related to space systems. (experience in the last 10 years will get credit, with preference given for more recent experience);
- ❑ Demonstrated experience in financial advisory, commercial analysis and/or financial modelling on a spaceport project or space launch facilities (only experience in the last 10 years will get credit, with preference given for more recent experience);
- ❑ Experience in project structuring, procurement process management and negotiations of spaceport(s) or launch facilities with provided evidence of having provided Transaction Advisory services on **at least one (1) spaceport project which has completed construction and is in operation**(only experience in the last 10 years will get credit, with preference given for more recent experience);

Under each of the experience criteria, firms are expected to clearly state relevant projects or transactions for the experience required, country where the project was done and stage of the project. A project may be used to demonstrate compliance with multiple experience

criteria. This should be supported by relevant documentation (TA contract award letters, completion certificates, letters of recommendation etc).

b. Key Personnel Requirements

The Consultant should have technical expertise in space systems engineering, project planning and implementation, or related fields, and with demonstrated extensive hands-on experience in launch platforms. This shall be complemented by project-finance and PPP/P3 expertise both financial and legal as detailed in the table below on key experts:

Table 1: Specified Key Personnel Expertise Expectations

No.	Position	Expertise Expectations
1.	Space Systems Expert / Team Leader	<ul style="list-style-type: none"> <input type="checkbox"/> A university degree in Aerospace Engineering, Space systems Engineering, space transportation, engineering or any other relevant qualifications with specialization in launch and launch vehicles design, development and manufacturing. <input type="checkbox"/> A minimum of 10 years demonstrated experience in the design and construction and operation of launch vehicles, launch systems and spaceports. <input type="checkbox"/> A minimum of 10 years demonstrated experience in rocket market assessment, business case development for launch facilities. Relevant experience in space infrastructure development, operation & maintenance projects in general, with evidence of such undertaking within the last 10 years. <input type="checkbox"/> Demonstrable experience in advising on the development of a commercial spaceport(s) in the last 10 years. <input type="checkbox"/> The expert must also demonstrate expertise and experience in undertaking technical feasibility studies. <input type="checkbox"/> Good understanding of the global market trends and relevant practitioner's associations in spaceport development and operations. <input type="checkbox"/> Good understanding of the legal framework that guide space operations, rocket development and operations. <input type="checkbox"/> Demonstrable project life cycle management skills. <input type="checkbox"/> Experience in managing multi-discipline teams within complex functional matrix organisations. <input type="checkbox"/> Good English communication and project report writing skills.
2.	PPP Expert	<ul style="list-style-type: none"> <input type="checkbox"/> A university degree in Finance, Management, Economics, Engineering, Law or any other relevant field. <input type="checkbox"/> A minimum of 10 years' demonstrable experience in infrastructure project management, with at least 5 years providing PPP transaction advisory services/ development of large infrastructure projects on PPP basis including extensive experience in project structuring and risk analysis, allocation

No.	Position	Expertise Expectations
		<p>and management; project agreements; bid process management including preparation of bidding process documentation and post-bid process monitoring.</p> <ul style="list-style-type: none"> □ Successful preparation of Project Finance projects with at least three (3) financially closed projects, of which one (1) should be a mega infrastructure. Experience related to spaceport infrastructure development through project finance will be an added infrastructure. □ Relevant qualifications and experience in power infrastructure development, operation & maintenance projects in general, and in developing countries in particular. □ Experience in space sciences and engineering will be an additional merit. □ Good English communication and report writing skills.
3.	Civil Engineer	<ul style="list-style-type: none"> □ A university degree in civil or structural engineering. □ A minimum of 10 years' demonstrated experience in design and supervision of mega infrastructure. □ Demonstrated experience in involvement in the design and construction of at least one (1) spaceport, launchpad or associated infrastructure. □ Demonstrated expertise and experience in undertaking technical feasibility for mega infrastructure projects. □ Experience in preparation of procurement documents of engineering works including engineer's cost estimates through bills of quantities. □ Experience in Kenya and/or developing markets will be an added advantage. □ Good English communication and report writing skills.
4	Project Architect	<ul style="list-style-type: none"> □ A university degree in BSc Architecture. □ A minimum of 10 years' demonstrated experience in design and supervision of mega infrastructure. □ Demonstrated experience in involvement in the design and/or construction management of at least one (1) commercial spaceport, launchpad complex or associated infrastructure. □ Demonstrated expertise and experience in undertaking technical feasibility for mega infrastructure projects. □ Project and programme management experience including involvement in procuring and managing multidisciplinary teams to deliver complex infrastructure projects from concept and feasibility to completion and handover. □ Member of a professional body for architects

No.	Position	Expertise Expectations
		<ul style="list-style-type: none"> <input type="checkbox"/> Experience in Kenya and/or developing markets will be an added advantage. <input type="checkbox"/> Good English communication and report writing skills.
5.	Project Finance/PPP Financial Expert	<ul style="list-style-type: none"> <input type="checkbox"/> A relevant university degree preferably with a relevant post graduate qualification in Finance, Engineering, Mathematics, Economics or relevant field. <input type="checkbox"/> At least 10 years of professional experience in infrastructure finance, PPPs and project finance, with a proven track record in financial evaluation and financial modelling of PPP projects including value for money, Public Sector Comparator analysis, affordability and fiscal impact assessment, economic viability assessments, etc. <input type="checkbox"/> Demonstrated experience in dealing with project finance structures and products and experience in financially closing at least two PPP projects. <input type="checkbox"/> Experience in commercial spaceports is an added advantage <input type="checkbox"/> Good English communication and report writing skills.
6.	Legal Expert	<ul style="list-style-type: none"> <input type="checkbox"/> A university degree in Law preferably with a relevant post graduate qualification. <input type="checkbox"/> A minimum of 10 years' demonstrated experience in space industry regulation, airspace change applications and export and import control legal frameworks. <input type="checkbox"/> Experience in assisting clients acquire launch and reentry licenses <input type="checkbox"/> Experience in drafting launch service contracts, project agreements for spaceports and satellite transactional matters <input type="checkbox"/> Experience in project-finance transactions will be an added merit <input type="checkbox"/> Good English communication and report writing skills.
7.	Systems Engineer	<ul style="list-style-type: none"> <input type="checkbox"/> A university degree in systems engineering, physics or any other relevant field. An MSc in remote sensing or relevant field will be an added advantage <input type="checkbox"/> Professional working experience of trajectory simulation for spaceports and launch sites through at least four contracts in the last 15 years <input type="checkbox"/> Professional working experience of dispersion analysis for spaceports and launch sites through at least four contracts for launch industry clients in the last 15 years <input type="checkbox"/> Professional working experience of at least 10 years in blast and acoustic analysis for spaceports and launch sites <input type="checkbox"/> Professional working experience of at least 10 years in orbital mechanics

No.	Position	Expertise Expectations
		<input type="checkbox"/> Professional working experience of at least 5 years in rockets ground support operations, launch vehicle analysis, recovery system design and launch pad design (including launch ramp, ground power systems, umbilical systems, fuel and oxidiser ground filing control systems)
8.	Team leader Environmental & Social Safeguards Specialist	<input type="checkbox"/> A university degree in Environmental Sciences or Environmental Engineering from a recognized University. <input type="checkbox"/> NEMA registration <input type="checkbox"/> Minimum overall experience of 10 years, with at least 5 years' international experience on similar projects in sub-Saharan Africa <input type="checkbox"/> Participation in an ESIA for a large civil works that met the requirements of an International Financial Institutions <input type="checkbox"/> Experience of working in a private sector participation project will be an additional merit <input type="checkbox"/> Good English communication and report writing skills. <input type="checkbox"/> 10 years' experience in socio-economic surveys <input type="checkbox"/> Experience in the World Bank's social safeguard policies is an added advantage

The proposed non-key experts may include but are not limited to, the following profiles:

N-1 Position – Geotechnical Engineer

N-2 Position - Kenya PPP Legal Expert

N-3 Position – Project Manager/ Cost Manager Commercial Spaceports

N-4 Position - Land Valuer / Valuation Expert

N-5 Position – Project Finance Financial Modeler

N-6 Position – Electrical and Power Systems Engineer

The preceding description of the team composition is however not intended to be prescriptive. Individual members of the team must be personally available to do the work as and when required. The TA will be invited to propose for the CA's approval their preferred staffing complement by way of professional discipline and headcount. The Transaction Adviser is expected to comprise of a firm or a consortium of firms/ individuals providing the requisite technical (including environmental/ social), financial, legal expertise.

6. REMUNERATION SCHEDULE AND DISBURSEMENT ARRANGEMENTS

The Transaction Advisor contract will be a lump sum contract and will be paid on the basis of timely and acceptable deliverables over an envisaged contract period of 24 calendar months. The appointed TA is expected to sign a contract for 24 months, extendable at no extra

cost for a further one year in the event that Financial Close has not been reached within the period.

The remuneration schedule is as set out below: Bidders must submit bids in the formats prescribed in the RFP. Bidders should specify a fixed amount for each of:

- ☐ Phase 1 (the “Phase 1 Amount”) - 45% of the contract amount
- ☐ Phase 2 (the “Phase 2 Amount”) - 55% of the contract amount

The following disbursement schedule is set for each phase of the contract. Bidders should keep these in mind in writing their proposals.

For Phase 1:

- ☐ 10% of the Contract Amount upon delivery of the inception report;
- ☐ 15% of the Contract Amount upon delivery of the draft Feasibility Study Phase Deliverables including Feasibility Study Report, draft preliminary ESIA report (screening of E&S risks). The Communication Strategy and Plan should also be delivered at this point.
- ☐ 15% of the Contract Amount upon delivery of the final Feasibility Study Phase Deliverables including Feasibility Study Report, finalized preliminary ESIA report including RAP and land acquisition plan where needed. This shall also include presentation of the findings and recommendations.
- ☐ 5% of the Contract Amount upon acceptance of the final feasibility study by KSA and the PPP Committee.

If KSA elects to proceed to Phase 2:

- ☐ 15% of the Contract Amount upon delivery of the RFQ stage procurement documentation and completion of the RFQ process;
- ☐ 15% of the Contract Amount upon delivery of the RFP bidding stage documentation, including RFP, draft PPP project agreements, Design Criteria and Performance Specifications, evaluation criteria, including any other relevant bid documents and completion of the RFP bidding process including evaluation of bids, and delivery of the evaluation report;
- ☐ 10% of the Contract Amount upon execution of the PPP agreements, delivery of Project’s contract management framework and case study; and
- ☐ 15% of the Contract Amount upon financial close and delivery of the close-out report and final case study.

After Phase 1, KSA will decide whether to proceed with Phase 2. If KSA decides not to proceed with Phase 2, the contract with the TA will be terminated.

7. INSTITUTIONAL ARRANGEMENTS AND COUNTERPART ASSISTANCE

A Project Implementation Team (PIT), composed of representatives from KSA and the PPP Directorate, will be established to review and assess the acceptability of project deliverables. During the tender stage, KSA shall also create a Prequalification Committee, Proposal

Evaluation Team, (Contract) Negotiation Committee, and other bodies specified in the PPP Act, 2013.

KSA shall provide the Transaction Advisor with all available pertinent data and previous studies, if any, useful to the Project. KSA will liaise with other agencies to ensure that the TA has access to all information required as may be allowed under Kenyan laws.

The TA will be responsible for providing all necessary facilities and logistical support for its staff, including office space, vehicles, miscellaneous transportation, office equipment (computers, printers, telephone, and internet services), survey and investigation equipment, communications, utilities, office supplies and other miscellaneous costs for carrying out the services as per the requirements of the TOR.

Further, the TA will need to provide all the administrative, technical professional, and support staff needed to carry out their services including market/demand survey teams, social surveys teams, etc. as deemed necessary.

8. EVALUATION CRITERIA

The selection method shall be quality and cost-based. The evaluation committee composed of representatives from the Contracting Authority and the PPP Directorate, appointed by the PPP Directorate shall evaluate the proposals on the basis of their compliance and responsiveness to ToR's.

Completed tenders shall be submitted through the e-GP System as per the requirements contained in the Tender Document.