

TERMS OF REFERENCE

THE PROVISION OF TRANSACTION ADVISOR SERVICES FOR THE PROCUREMENT OF MASTER DEVELOPER(S) OF TRANSIT-ORIENTED DEVELOPMENT PROJECTS AT KIVUKONI DART'S TERMINAL DAR ES SALAAM

1. INTRODUCTION

The Government of the United Republic of Tanzania (GoT) has received a credit from the International Development Association (IDA) towards the cost of the Dar es Salaam Urban Transport Improvement Project (DUTP). Part of the proceeds of this credit will be used to fund advisory support to guide the redevelopment of station areas along the Dar es Salaam Bus Rapid Transit (BRT) corridors.

The purpose of this document is to invite the submission of proposals to provide Transaction Advisory services to the Dar Rapid Transit Agency (DART). The work to be undertaken by the advisors (Consultant) will be to assist the Client in attracting private sector investment and in developing transit-oriented development (TOD) pilot projects based on Public-Private Partnership (PPP) arrangement along BRT corridors at Kivukoni DART's terminal in Dar-es-Salaam. The work of the Consultant will be funded through the DUTP.

TOD is a high-value complement to mass transit development, with the dual benefits of (1) attracting a higher ridership base that enhances the economic and financial viability of the mass transit investment, reducing the need for subsidies; and (2) maximizing the accessibility benefits of the mass transit system. The design components of TOD include densification of urban areas with good accessibility to public transit, high-quality and connected public transit networks and high-quality non-motorized transport, mixed-use development, creation of public and green spaces, and resilience. Ensuring that TOD projects are successful also requires careful consideration of infrastructure requirements needed to sustain increased densities.

Supported by a sound regulatory framework and adequate incentives to foster private investment, built environment and real estate transformations around key BRT stations have the potential to support vibrant and liveable communities. High quality urban design TOD in highly accessible nodes also has the potential for land-based value capture (LVC) mechanisms to help finance transport and other public infrastructure by capturing the capitalization of accessibility and urban renewal benefits on land values brought by the transit infrastructure/TOD. This, in turn, creates an opportunity to include the private sector through PPPs in the joint development of not only transit infrastructure but also of other much needed investments such as housing, schools, pedestrian infrastructure, and public space.

2. RELEVANT BACKGROUND

Urbanization Challenges

Tanzania is urbanizing rapidly – half of the population is expected to live in major and secondary cities by 2050. The share of the urban population increased from 18 to 27 percent over 1990–2012. Dar es Salaam is Tanzania's largest and most important industrial and commercial center with a population of 5.2 million in 2022, equivalent to approximately 10% of the country's total population and 50% of its urban population. Growing at 5.01% percent per year, Dar es Salaam's population is expected to reach more than 7 million by 2025 and more than 10 million by 2030. Dar es Salaam is the engine of growth for the nation and has the largest concentration of economic assets (ports, airports, industry, universities, real estate, etc.). It accounts for 83% of the national government domestic revenues, collects 33% of all own-source revenues by local government authorities (LGAs) in the country, and produces about 40% of the national GDP. About half of the country's manufacturing employment is located in the city, and it is home to a growing and active youth and women-dominated informal sector.

If the urbanization process is managed well, there could be tremendous economic, environmental and quality of life benefits from improved efficiencies. However, Dar es Salaam has fundamental barriers limiting the quality and potential of its future development. These include a backlog in public infrastructure development, physical growth outpacing investment in essential services; poor connectivity between residential and business centers; sprawling, energy-intensive settlement patterns; an absence of effective metropolitan planning and governance arrangements; and limited capacity for management and delivery of public services. These factors impact the business environment, competitiveness, and the conditions supporting job creation and social mobility.

Dar es Salaam's growth has been largely shaped by informal settlements resulting in sprawl. An estimated 70-80 percent of residents in Dar es Salaam live in unplanned settlements and 80 percent of land in Dar es Salaam is 'informal' – or developed without an official land title (officially called a "Certificate of Residential Occupancy" or CRO). Significant capacity, regulatory, and institutional barriers remain to address the problems of informality. The current development model does not provide sufficient infrastructure and housing to make sure that the tens of thousands of people arriving annually settle in compact, high-density communities. Thus, most new residents gravitate towards land on the periphery of the city, which only further contributes to sprawl and the proliferation of slum expansion.

The city's radial form, lack of hierarchy in roads and transport modes, and rapid growth in vehicle ownership make mobility an increasing challenge. This affects the region's competitiveness and adds to high transport costs, while constraining opportunities for the poor. There is significant need for increased mass transit capacity and supporting non-motorized and pedestrian pathways. In terms of road hierarchy, there are only four main arterial corridors and few paved roads between them. The residents of Dar es Salaam spend an average of 170 minutes per day commuting,

which leads to a loss of approximately 34% of their monthly incomes. For the majority who travel by bus, the average commute time for a 15 km trip exceeds 90 minutes. Meanwhile, the number of cars in Dar es Salaam more than doubled between 2002 and 2008 alone, from 19 to 43 per 1,000 inhabitants. While some increase in motorization is inevitable with rising incomes, international evidence suggests that an accessible, compact city oriented towards mass transit is more likely to be able to convince the residents who have a choice to delay buying a vehicle and to use it less.

Relevant Regulations and Legislation

The Land Act 1999 details provisions for the classification and tenure of land, land administration and the rights, incidents and procedure of land occupation. The Act places administration of the land in the care of the President, Ministry of Lands and the Commissioner of Lands. The revised Land (Amendment) Act, passed in 2004, makes a few but significant amendments to the Land Act 1999, namely, allowing and regulating the sale of undeveloped land. In essence, this act covers land rights and would need to be considered in where land is being transferred as part of, for example, land re-development near a BRT station area.

The Land Use Planning Act 2007 and Urban Planning Act 2007 are the most relevant to the future development of the BRT corridor. They set out a comprehensive and modern planning framework for managing development in urban and rural areas: provide for the procedures and the powers for the preparation, administration and enforcement of land use and development planning. This includes the creation of statutory spatial plans for a range of urban scales. The Acts also set out the powers and functions of the Minister in charge of planning and the jurisdiction of planning authorities whether they be at City, District or Town that are responsible for using the Acts planning instruments and planning controls.

The Urban Planning and Space Standard Regulations of 2011 set out overall land planning and level of service standards for different types and sizes of settlements in Tanzania. The standards are categorized by settlement type (housing cluster, neighbourhood, community, district, city) and by size of population unit. Their relevance for the development of TOD projects near the BRT station areas lies in the fact that these Regulations define the requirements for a range of community, amenity and civic requirements from schools to clinics to open space.

New legislation, issued in 2015, allows the formation of Real Estate Investment Trusts (REITs). Commonly used in Europe and North America these vehicles allow for tax-efficient and liquid investment in property. The first REIT in Tanzania is Watumishi Housing Company Real Estate Investment Company (WHC-REIT). REITs could provide the ideal platform for investors to participate in transport-related developments.

There are no previous experiences of PPP-based TOD projects in Tanzania, or experience with any type of comprehensive TOD initiatives. As part of a broader effort

to develop infrastructure services, the GoT has taken concrete steps to develop PPPs to encourage private sector participation in infrastructure services. In 2009 it passed the PPP Policy, followed by the PPP Act Number 103 of 2010 (as amended) and PPP regulations of 2020 in order to optimize efficient delivery of service and to leverage the private sector's expertise, finance and efficiency among several advantages.

The GoT mandated a PPP Center at the Ministry of Finance and a PPP Technical Committee chaired by Permanent Secretary, Finance to approve projects at various stages. In addition, a PPP Node is established at the Prime Minister's Office Regional and Local Governments (PMO-RALG) that will support local governments in the preparation and implementation of PPP transactions.

The DMDP project is currently supporting an extensive mapping exercise and analysis for BRT line 1, with the goal to prepare Integrated Land Use and Transport Plans and Corridor Development Guidelines (Specialized Planning Scheme) that could also be applied to BRT lines 3 and 4. The ongoing study is also identifying specific opportunities for TOD that would enhance the economic value of the transit investment, local accessibility, and achieve urban transformation of the site area, and is preparing Detailed Planning Schemes for two TOD project pilot sites along the BRT line 1. The Detailed Planning Schemes will be subject to PPP structuring to be coordinated through the PPP Centre in the Ministry of Finance and DART. The ToD PPP project structuring will be performed by the Transaction Advisory Consultancy that is being procured through these Terms of Reference.

3. OBJECTIVES OF THE ASSIGNMENT

The objective of the assignment is for the Consulting Firm ("The Consultant") to successfully conclude negotiations with a competitively selected bidder for private sector investment in the proposed Transaction. Specifically, the Consultant will assist the DART in procuring a master developer or several developers to develop land according to TOD principles in pre-selected sites at the Kivukoni DART Terminal. This will be accomplished through the following tasks:

- (1) Project Structuring: Undertaking various studies and preparation of project documents in full compliance with the requirements of the PPP Act Number 103 of 2018 (as amended) and PPP regulations of 2020 (as amended) and International Best Practices for Integrated Transit Oriented Developments for BRT systems.
- (2) Stakeholders Engagement: Implementation of sound Community Engagement and Market Sounding of the selected ToD projects to collect and consider community input in the design and implementation of the ToD Projects and to assess the market appetite for the project as well as ensure that the PPP projects are likely to attract quality bids by responding to the market needs respectively.
- (3) Project Competitive Tendering: Facilitation of successful competitive tendering of the Master Developer(s) through preparation of bidding documents and PPP Agreements, provision of transaction support services during the bid process

and through signing of the PPP Agreement (i.e. contract close). Delivery of RFQ final evaluation report- List of Pre-qualified bidders; RFP final evaluation report to help identify successful bidder(s); negotiations report (if any); final negotiated contract; and financial close report

The proposed Transaction will be further informed by a Technical Analysis, funded under the DMDP that covers the development of a Corridor Development Strategy for BRT phase 1 and Detailed Planning Schemes of two or more TOD pilot sites ("Site plans"). Based on the Detailed Planning Schemes, the task for the Consultant will be to structure concrete TOD pilot projects based on PPP principles and to manage the selection of a single master developer or several developers for these sites. The deliverables are expected to include not only guidance on the financial aspects of specific investment plans but also advice on the required set of actions on behalf of the various government entities to ensure that the pilot projects are implemented successfully and achieve maximum positive impact.

The Consultant is not expected to propose long-term institutional changes in the planning and development control frameworks, but is encouraged to provide recommendations for immediate and short-term measures to improve TOD delivery within those existing frameworks by identifying obstacles and recommendations for their resolution. To the extent possible, the Consultant would be able to provide guidelines for possible/achievable/allowable financing mechanisms and also provide metrics and methodology for evaluating the bidders' financial solvency and ability to finance. The Consultant will address public infrastructure financing mechanisms, construction financing and end-user financing inputs required for successful TOD to develop a general framework to financially structure TOD projects through PPPs. The Consultant should submit the methodology for valuation of land right in consultation with the Agency to calculate the rights and obligations for both parties, prepare a risk allocation matrix, lease or sale terms, instruments for land owners to participate in projects, and asset management structure (e.g. fiduciary arrangements).

4. SCOPE OF WORK

Broadly, the services of the Consultant shall comprise technical (including social and environmental aspects), financial, legal and procurement services, including management of the bidding process and PPP contract negotiation through the project's financial close. The services shall cover the different stages of project preparation and implementation including: project due diligence, preparation of a risk allocation matrix, carrying out detailed project financial modeling to support the commercial and financial structuring (develop project term sheet), managing the PPP bidding process, including bid document preparation, drafting of project agreements and ensuring the bankability of the agreements, assist in negotiation process, assisting in contract award and providing advisory services until the financial close of the project.

The Consultant is expected to work closely with DART, PPP Center and any other government agencies as may be required during the assignment. DART shall have an oversight role during the project development and procurement process. The Consultant shall be expected to carry out the services described but will not be limited to them. The Consultant shall also be responsible for other aspects of the project, as needed, to successfully develop and bring to commercial close a well-structured, bankable PPP project.

The Consultant will review and provide solution for public transport integrations/Multimodal Integration and public transport accessibility. Direct and safe connectivity of pedestrians and non-motorized transport and seamless interchanges between all modes of public transport and feeder transport to increase accessibility of BRT system. Ensure Safety and convenience for Pedestrians and Public Transport Users and provide transit supportive uses such as hawkers, ATMs, convenience retail, amenities, etc. at required locations. Improve local connectivity and para-transport facility provisions through urban-retrofitting measures so that short journeys can be made by foot or nonmotorized modes. Create livable 'places' through introduction of round-the-clock activities, provision of public amenities and spatial improvements of underused and unsafe streets/spaces.

The Consultant will analyze the potential and opportunities for absorption of more population through infill, redevelopment or re-densification within influence zones of BRT Terminals/Stations. Propose the Density projections and corresponding to national urban development policies for the influence zones under study along with connectivity, placemaking and parking demand management strategies and required physical and social infrastructure augmentation - required to facilitate an integrated and unique TOD. Propose Housing and other mixed-use typologies that have zero/minimal parking requirements. Enlist the non-permissible uses that are unsuitable for each particular TOD Typology. Proposed Development Criteria such that decentralized and sustainable infrastructure systems become part of the development. Develop a TOD-based Urban Development Code that promotes walkability, better connectivity, safety and overall sustainability in urban design.

The Transaction Advisor (TA), including the entire advisory team and relevant members, under the management of a single lead advisor who shall Contract with DART shall carry out all the tasks necessary to achieve the defined objectives. The services shall be carried out in two phases namely:

Phase I:

Undertaking of a comprehensive feasibility study for the Project which includes technical, economic & financial validity and social viability and management of procurement of the private party.

The TA shall also prepare methodology and Training Program for transfer of skills

and capacity building of the Contracting Authority in accordance with the PPP Regulations, 2020, citing Regulation 75.

Phase II:

Advisory support for facilitation of financial close, assistance to secure necessary approvals and preparation of PPP management plan for the Employer to manage the project effectively, to minimize its risks and to have rights and obligations after financial close.

- 1.1 The progression of the consultancy services from one Phase to the advancing Phase, shall be subject to successful completion of the previous Phase and shall be subject to specific instruction of the Employer.
- 1.2 Cost for each Phase of the consultancy shall be estimated separately to facilitate payment of the services relating to the respective Phases.
- 1.3 This is the first PPP TOD Project to be implemented under the PPP Act, Cap 103 hence it will serve as a model for similar future projects. Accordingly, the TA shall perform its services in a manner that is propitious for replication in similar future services by the Government. If on the basis of the feasibility study a PPP solution is decided on, and if the Employer requires it, the TA will provide the necessary technical, legal and financial advisory support for the procurement of a concessionaire in compliance with all elements of PPP Act, CAP. 103.

5. PHASE I: FEASIBILITY STUDY AND MANAGEMENT OF PROCUREMENT OF THE PRIVATE PARTY

The Feasibility Study Report should be prepared in accordance with the Regulation 15 and Schedule C of the First Schedule in the PPP Regulations, 2020.

The TA is required to produce, in close liaison with the Employer, a comprehensive feasibility study for the Project. The feasibility study needs to clearly demonstrate affordability for the full project cycle and propose the optimal Value-for-Money solution for the Employer to achieve its desired outcomes. The TA is also required to advise the Contracting Authority options that may expedite procurement and implementation of the project.

The feasibility study will be carried out in the following steps:

- I. Introduction:
- II. Needs Analysis
- III. Solution Options Analysis
- IV. Project Due Diligence
- V. Value for Money Assessment
- VI. Economic Valuation
- VII. Preparation of Draft RFQ and RFP

5.1 Needs Analysis

In this stage, the TA gathers all available information on the project, publics' present and future needs and the resources on hand for project development/implementation, including institution's strategic objectives, budget, institutional analysis, output specifications and scope of the Project.

5.2 Solution Options Analysis

Options analysis sets out a range of technical, legal and financial options available to the institution to satisfy its output specifications. The options analysis will allow the institution to choose a preferred option from the available options. Accordingly, the Consultant shall;

- 5.2.1 Assess Government's role in the proposed PPP project, whether that role corresponds with the Government's legal obligations, maintains sufficient power to protect the Government's interests and corresponds to the proposed corporate structure of the project vehicle, and how in practice the Government role will be established in the project vehicle (e.g. voting rights, pre-emption rights, golden shares and the protection of minority shareholders); and
- 5.2.2 Develop and provide details to the legal architecture and design of the transaction, identifying the (i) type of PPP Contract to be used (e.g. concession, BOT, operation and maintenance or management contract etc.) (ii) investment commitments to be required, their nature and management, (iii) investment plan (iv) type of public sector support required, including terms and conditions and (v) corporate structure for the investment and commercial management including nature of the Special Purpose Vehicle (SPV) holding the concession, etc.;
- 5.2.3 Summarize evaluation and assessment of all options considered;
- 5.2.4 Review risk allocation assumptions to assess whether those risks can be allocated (e.g. legally) to the private sector (e.g. land acquisition, collection of tariffs from individual consumers and safety monitoring);
- 5.2.5 Review project assumptions and whether they are practically and legally viable, (e.g. management of staff rights and benefits and whether there might be legal limitations to how staff can be treated);
- 5.2.6 Assess the financial management and accounting structures proposed to identify efficiency gains available through other structural mechanisms, (e.g. taxation of revenues and accounting methods for depreciation of assets);
- 5.2.7 Identify other contractual and commercial relationships in the sector or related to the sector and how those relationships will interface with the PPP project;
- 5.2.8 Assess risk management structures for potential efficiency gains through alternative structures or modifications;
- 5.2.9 Assess the financial viability and provide valuation of revenues according to

the different options and based on various assumptions used in the forecasts including those of demand and pricing should be stated clearly;

- 5.2.10 Advise on a financial (capital) structure for mobilizing debt;
- 5.2.11 Confirm legality of budgeting assumptions and the management of revenue flows (e.g. are there restrictions on the use of monies collected for use with public services?);
- 5.2.12 Assess risk allocation approaches to ensure that they correspond with private sector appetite and lender requirements. This should be done before bidding to avoid failure of the bidding process and the costly and reputational damaging recommencement of the tendering process;
- 5.2.13 Assess chosen approach to PPP and whether any aspect of that approach will conflict with available or required procurement, contracting and financing structures;
- 5.2.14 Recommend a preferred option.

5.3 Project Due Diligence

The TA shall ensure that all legal, land site, technical, social safeguard and environmental issues are dealt with at this stage of the feasibility study, which include:

- 5.3.1 Legal aspects, including Land access/right;
 - (i) Use rights;
 - (ii) Regulatory matters;
 - (iii) Approvals required;
 - (iv) Veers of grantor; and
 - (v) Key challenges to risk allocation following the applicable Laws.
- 5.3.2 Identification of licenses, permutations and other legal risks that need to be addressed and allocated under the chosen approach;
- 5.3.3 All necessary approvals and permissions are obtained for PPP processes before commencement of tender process, in particular to allow the relevant Government entity to sign the tender documents and the PPP Contract;
- 5.3.4 Site enablement is done;
- 5.3.5 Socio-economic and environmental matters are undertaken; and
- 5.3.6 Initial market testing is carried out.

5.4 Value for Money Assessment

The TA should appraise and incorporate in the financial model, sensitivity and scenario testing for various financing options, comparing PPP option versus Engineering, Procurement, Construction and Financing (EPC+F) modalities and Design and Build and other Traditional Procurement of Projects, to determine whether the PPP option will offer optimal Value for Money; and if not, determine whether there will be government support required in each case. Accordingly, the TA should assess Value for Money for implementing the project under PPP modality by considering/generating the following:

5.4.1 Public Sector Comparator (PSC) Model

- (i) Technical definition of project;
- (ii) Discussion on costs (direct and indirect) and assumptions made on cost estimates;
- (iii) Discussion on revenue (if relevant) and assumptions made on revenue estimates;
- (iv) Discussion on all model assumptions made in the construction of the model, including inflation rate, discount rate, depreciation, and budgets;
- (v) Summary of results from the base PSC model: NPV, FIRR, DSCR.

5.4.2 PPP Reference

- (i) Technical definition of project;
- (ii) Discussion on costs (direct and indirect) and assumptions made on cost estimates;
- (iii) Discussion on revenue (if relevant) and assumptions made on revenue estimates;
- (iv) Discussion on proposed PPP type;
- (v) Proposed PPP project structure and sources of funding;
- (vi) Payment mechanism;
- (vii) Discussion on all model assumptions made in the construction of the model, including inflation rate, discount rate, depreciation, tax and VAT; and
- (viii) Summary of results from the PPP-reference model: NPV.

5.4.3 Risk Assessment

- (i) Comprehensive risk matrix for all project risks, including but not limited to Market Risk, that is demand, Counterparty risk (especially payment risks of user charges or toll charge; Completion risk; Operation Risk; Price and tariff risk; Political risk; Legal risks; Fiscal/macroeconomic risks; Regulatory risk; Environmental risks; and Force Majeure risks;

- (ii) Identify the risks that the Project would face;
- (iii) Who among the stakeholders (governments, investors, IFIs and other financiers) would be negatively affected in the event of the risk materializing;
- (iv) Summary of the institution's retained and transferable risks;
- (v) The NPV of all risks (retained and transferable) to be added onto the base PSC model; and
- (vi) The NPV of all retained risks to be added onto the PPP reference model.

The report shall contain recommendations on the mitigation mechanisms for each of the identified risks to be implemented by the party identified to bear that risk. In so doing, assessment and applicability and economy of various risk mitigation mechanisms shall be carried out, including but not limited to:

- (a) Private mechanisms such as commercial insurance;
- (b) Specific developed country mechanisms such as export credit insurance and investment insurance available from national agencies (e.g., Overseas Private Investment Corporation OPIC of US);
- (c) Risk mitigation and insurance mechanisms from IFIs, including partial risk and partial credit guarantee mechanisms;
- (d) The risk mitigation instruments available from World Bank Group's Multilateral Investment Guarantee Agency (MIGA); and
- (e) Any special mechanisms that have been developed/deployed around the world in a high risk contexts and their applicability and adaptation for the current context;
- (f) Risk-adjusted PPP-reference:
 - (i) Summary of results: NPV, key indicators;
 - (ii) Sensitivity analyses;
 - (iii) Statement of affordability;
 - (iv) Statement of value for money;
 - (v) Recommended procurement choice
 - (vi) Information verification

6. ECONOMIC VALUATION

The TA shall calculate the incremental benefits and costs of the project to the society as a whole based on the "with" and "without" project scenarios, and demonstrate in economic terms that the proposed project is the least cost option when considering both capital and recurrent costs. In determining the economic viability of the project, the TA should use latest model of software. This will involve:

- (a) Introduction and evaluation approach;

- (b) Assumptions;
- (c) Valuation results;
- (d) Macroeconomic Impact that should analyze: (a) revenues that would accrue to the Government through (i) value-added taxes; (ii) other taxes and levies as contributions to specific funds (e.g- Social Fund); (iii) corporate taxes; (iv) municipal taxes; (v) customs duties and excise levies on equipment and services imported/ purchased; (vi) guarantee/on-lending margins charged by Government; (b) impact on Governments overall debt and debt service position; and (c) employment generation, regional development, betterment of people directly affected by the project etc;
- (e) Market Analysis - Economic aspects of the target markets: demand projections for the length of the project period (minimum [20] years); alternative options to meet the projected demand;
- (f) Project Level Analysis - Project cost-benefit analysis, including Net Present Value (NPV), Financial Internal Rate of Return (FIRR) and Economic Internal Rate of Return (EIRR).

7. PRESENTATION OF THE FEASIBILITY STUDY

The feasibility study, comprising all the above deliverables, shall be compiled in a single report in Word format (with relevant annexure), and delivered as both electronic and hard copy documents. All financial models shall be in Excel format, and shall clearly set out all assumptions made; sensitivity analyses carried out, and model outputs.

The financial models shall be sufficiently adaptable for use by others at later stages. The feasibility study shall include a thorough Executive Summary and shall be accompanied by a PowerPoint presentation that encapsulates all the key features of the study. The Executive Summary and PowerPoint presentation shall be compiled in such a manner that they can be used by the Employer for decision-making purposes.

8. ENVIRONMENTAL AND SOCIAL IMPACT ASSESSMENT

The TA shall carry out an Environmental Impact Assessment (EIA) and Social Impact Assessment (SIA), based on the national EIA guidelines and the World Bank Safeguards Policies. Among others, the assessment will cover the identification of environmental and social impacts (both positive and negative) for the project and propose mitigation measures for the negative impacts.

Before undertaking the Environmental Impact Assessment, scoping exercise shall be conducted with key environmental stakeholders (i.e Vice-President's Office, The **National Environment Management Council** (NEMC), ministry of Natural

Resources and Tourism, etc.). In the process of scoping, the TA shall review the scope for undertaking EIA and SIA.

Since the Project works are likely to affect the life of the community staying along the project, the TA shall as part of the preliminary social mitigation plan, devise HIV/ AIDS awareness and prevention programme. The campaign shall be targeted at the construction workers and the general public within the area of influence off the project.

9. ASSISTANCE DURING PROCUREMENT PROCESS OF THE PRIVATE PARTY

Following approval of the Feasibility Study Report by the relevant authority, the TA is required to work with DART to manage the procurement process for securing Contracts with a private party. All procurement process should be in accordance with the PPP Act, Cap 103 and its Regulations, 2020. The TA will then have to deliver the following:

9.1 Approval and Administration of the Bidding Process

The TA shall prepare a complete set of procurement documents in accordance with the PPP Act, Cap 103 and its Regulations of 2020, standard procurement documents provided by Public Procurement Regulatory Authority (PPRA) and the tendering systems of Tanzania. The documentation shall be consistent with the results of the feasibility study and enable the Employer to obtain relevant approvals.

The TA shall also give the Employer all the necessary drafting, bidder communication and administrative support necessary for the entire procurement process to be conducted in accordance with law and policy, and to the highest standards of efficiency, quality and integrity.

9.2 Detailed Procurement Plan

The TA will design a complete procurement plan and process in consideration of packaging the project in Lots, to expedite the project implementation process based on applicable procurement requirements, including:

- (i) Advice on mechanisms to maximize competition while avoiding unrealistic bids and project vulnerability from overly aggressive bidding;
- (ii) Reviewing information to be provided by the Government to bidders to manage

liabilities;

(iii) Technical Review, including:

- a) review of general functional/technical solutions;
- b) assessment of the estimated capital and operating costs;
- c) review the proposals and compare them with current best practice, highlighting areas where the proposed solutions will increase risk (and therefore price) and making suggestions for changes in current proposals;
- d) capacity of the site, and appropriateness for the technology and performance required of the Project;
- e) weather conditions, status of land availability, status of permissions and permits;
- f) management and construction management constraints etc.;
- g) service levels and operating costs;
- h) review of project data, including ground conditions and sub soil conditions;
- i) review of capital cost estimates from feasibility study, benchmarking against out turn costs / published cost estimate data on other projects;
- j) review of operability of scheme in relation to technical specification, infrastructure, off-take demand and required levels of output, availability and safety; and
- k) Environmental impact assessments and proposed mitigation measures.

(iv) Designing pre-qualification and bidding procedures;

(v) Designing key aspects of the tender procedure, for example deciding whether and to what extent to accept variant and non-conforming bids, how many bidders shall bid before the process is valid, what rules to set in relation to the assessment of bids (scoring regimes, timing of bids and rejecting of excessively low bids) and how to maximize competition without sacrificing quality of bids;

(vi) Outlining tender documentation;

(vii) Outlining the PPP Contract (including all annexes) that implements the chosen PPP approach:

- a) applying the risk matrix developed during the feasibility study, but updated to address all project issues and market context;
- b) developing and implementing a detailed financial model and developing the Contract to fit the requirements of the model;
- c) explaining to the Employer whether and to what extent certain provisions could be amended without disturbing the key risk allocation goals of the Government;
- d) the Government may need to obtain debt or provide a loan to the project

company or to provide some other financial instrument (e.g. guarantee or subsidy) to make the PPP project financially viable or more cost effective. The TA will provide advice on structuring of such instruments, their drafting, negotiation and implementation (e.g. setting up trusts and escrow accounts, arrangements with security sharing and management and other aspects of financial management and ensuring compliance with financial covenants).

- (viii) All advice compliant with applicable law and considering any constraints or opportunities associated with applicable law;
- (ix) A 2 day “workshop” with the Government, and the Employer officials to discuss policy decisions and risk transfer issues, followed by one further more extensive “workshop” to agree on final project design.

9.3 Pre-Qualification

The TA shall design and administer a Pre-Qualification (Request for Qualification (RFQ)) process with the intention of:

- (i) ensuring that the Employer 's exact interest is communicated clearly to the market;
- (ii) determining the extent and nature of interest in the private sector;
- (iii) pre-qualifying a competitive number of competent consortia in an equitable and transparent way. The desired result is that every pre-qualified bidder is capable of providing the facilities and services required by the Employer. The TA shall:
 - a. prepare all the necessary RFQ documentation, including advertising material;
 - b. set up and administer the process by which the Employer can pre-qualify the parties, including responding to questions and interfacing with bidders; and
 - c. help the Employer to evaluate and pre-qualify bidders.

As part of this process, the TA shall develop a tightly focused promotional campaign for the Project, including short press briefings, advertisement inserts to be published in international trade publications and business newspapers, followed up by the targeted marketing of the selected generation and distribution companies through organizing Road Shows and Seminars for potential investors as well as initiating direct communications with them.

9.4 Bid Evaluation Criteria and Bid Process Design

The TA shall:

- (i) set up a bid evaluation system and criteria;
- (ii) design a suitable bid process that will ensure comparable bids;
- (iii) devise effective systems for communicating with bidders; and
- (iv) inspire market confidence; and

If appropriate, a system that allows for variant bids may be designed.

9.5 Request for Proposals (RFP)

The TA shall 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 shall concisely set out:

- (i) the output specifications of the Employer;
- (ii) requirements for compliant bids;
- (iii) a risk profile as established in the feasibility study;
- (iv) the payment mechanism;
- (v) the bid process;
- (vi) evaluation criteria; and
- (vii) bidder communication systems.

9.6 A draft PPP agreement

The TA shall prepare a draft PPP agreement, in close liaison with the Employer, implementing the risk allocation regime and using best practice to maximize competition and keep pricing low, while protecting the Employer's interests with a view to project implementation and manageability over the term of the project. The agreement will include all necessary annexes and subsidiary documentation, e.g. performance specification, project scope, Employer's requirements, technical specification, Project performance monitoring regime, code of construction practice, etc.

9.7 Employer's Approval

The TA shall compile all the documentation necessary for the Employer to obtain necessary approvals to enable the procurement process to begin.

9.8 Administration of the bidding process

The TA is to provide all necessary administrative support to the Employer for the efficient and professional management of the bidding process. This includes managing a data room and other dissemination of project data to bidders, facilitating structured engagement between the Employer and bidders, helping the Employer to communicate effectively with bidders, including responding to bidder queries, managing bidder conferences and responding to communications with bidders to manage Government liabilities, and receiving bids.

9.9 Evaluation of Bids, Demonstrating Value for Money

9.9.1 Evaluation of Bids

The TA shall help the authorized staff of the Employer to evaluate bids. A Best and Final Offer (BAFO) process may be required. When costing this phase of work, the TA

shall allow for the possibility of administering BAFO processes. If there is no BAFO process, the TA's remuneration will be adjusted accordingly.

9.9.2 The Value-for-Money Report and Approval

The Value for Money shall be demonstrated by comparing the Net Present Value (NPV) of the bids received with the NPV of the Public Sector Comparator (PSC) for the TOD construction with a suitable adjustment for risk assumed. The results of the bidding and evaluation of bids shall be presented in a single value-for-money report (with relevant annexes) that demonstrates clearly how value for money will be achieved with the preferred bidder. The report shall clearly indicate the preferred and second-ranked bidders and provide motivations. The value-for-money report shall be in a suitable format and of a suitable standard for the Employer to get necessary approvals.

9.9.3 PPP Agreement Negotiations, PPP Agreement Management Plan

The TA shall assist the Employer in final negotiations with the preferred bidder. This will involve:

- (i) preparing suitable negotiations teams;
- (ii) categorizing issues appropriately, developing timelines for completion;
- (iii) planning and preparation of negotiation strategies;
- (iv) reviewing proposed Sub-Contracts, in particular with the construction Contractor and operator, to the extent forms of these Contracts have not been included in the PPP Contract or the tender documents;
- (v) advising on proposed changes to the agreed form Sub-Contracts;
- (vi) review of preferred bidder 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;
- (vii) relationship with second and third place bidders, including managing bid bonds and on-going discussions to prepare for the eventual withdrawal of the preferred bidder;
- (viii) processes for reaching agreement;
- (ix) the above will normally involve a second set of negotiations with the lenders arguing similar points as those raised by the preferred bidder during the tender process and new issues often focused on financial covenants and protections. This may involve extended discussions of Government financial participation to protect the lenders from specific risks. The legal service providers should be involved in these discussions;
- (x) review and negotiation of the financial documentation which will often have a direct effect on the rights and obligations of the Government;
- (xi) legal opinion that transaction is binding on its terms;
- (xii) legal opinion on security and financial management structure, and

(xiii) legal opinion on revenue structure and current regulatory mechanism.

The TA shall ensure that all agreements reached are incorporated into all the financial, commercial and legal documentation, and shall assist with drafting the necessary and related correspondence.

The final terms of the agreement, each as negotiated with the preferred bidder, will be submitted by the Employer, along with the PPP agreement management plan for the Project, for the necessary approval.

The TA is responsible for compiling the necessary submissions for the Employer to obtain approval, including a comprehensive legal due diligence of the accounting officer/authority. This will relate to legal compliance, competence and capacity to enter into the PPP agreement

10. PHASE II: PPP AGREEMENT SIGNATURE, CLOSE-OUT REPORT, CASE STUDY, AND FINANCIAL CLOSURE

The TA shall help the Employer in carrying out all functions related to financial close and signing the final agreement. The TA shall also compile a comprehensive close-out report and case study, and shall incorporate any additional factors that may be required by the Employer. The close-out report will be a confidential document of the Employer. The case study will become a public document, made available on various government websites.

The TA shall, in close liaison with the Employer, draft a comprehensive Project Management Plan for the Employer, in accordance with the Regulation 96 of the PPP Regulations, to help the Employer in the management of the Project and its risks, rights and obligations after financial close. The management plan will be delivered no later than 20 days before financial close. This will be followed by a 5 day “workshop” with the Employer’s project team to discuss project implementation and management of the Employer’s rights and obligations over the term of the Project, followed by 1 further” workshop” as a follow-up.

Financial Closure signifies that all the procurement deliverables have been successfully completed, and that the TA's work is finished.

11. TRANSACTION ADVISOR SKILL, EXPERIENCE, REMUNERATION AND MANAGEMENT BY THE EMPLOYER

11.1 Necessary Transaction Advisor Skills and Experience

The TA will comprise a team, managed by a single lead advisor. The members of the team shall have the skills and experience necessary to undertake the range of tasks set out in these Terms of Reference. Each individual on the team shall be personally

available to do the work as and when required. 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 skills and experience required in the Transaction Advisory team are as follows:

- (a) Financial analysis, with relevant PPP and project finance experience for financial close;
- (b) PPP procurement and structuring;
- (c) Legal, with relevant skills and experience in the drafting and negotiating of PPP agreements;
- (d) Technical due diligence and advice on PPP structuring and Contracts;
- (e) Project planning management;
- (f) Project facilities management;
- (g) Relevant expertise in TOD design and construction;
- (h) Negotiations;
- (i) Contract management; and
- (j) Project management.
- (k) Environmental and social management.
- (l) Community engagement.

11.2 Professional Staff

The professional staff to be provided by the TA shall have the following qualifications:

11.2.1 Project Manager/Team Leader

The Team Leader shall be responsible for the proper conduct of the entire study and shall be the principal contact person between the Feasibility Study Team and the Employer

She/he should have degree in Finance/Business/Town planning/Transport planning. Postgraduate qualification in Finance/Business/Town planning/Transport planning will be an added advantage. He/She shall have at least 15 years of experience (of which 10 years relate to TOD studies and design under PPP/Build-Operate-Transfer (BOT)/Build-Own-Operate-Transfer (BOOT)/Build-Transfer (BT) projects pertaining to the Public TOD PPP project, operation and maintenance. She/he shall possess experience in revenue forecasting in public TOD PPP project including construction and he/she shall have extensive experience in transport sector policies, economic and financial assessments, project selection and prioritization, value for money analysis, business case preparation and audit. (iii) He/She shall have served in a similar capacity on at least two (2) projects of similar magnitude and complexity. (iv) He/She shall have working experience in developing countries. Fluency in written and spoken English is mandatory.

11.2.2 Real Estate Development and Project Finance Expert:

She/he should Demonstrated experience in real estate market assessment, investor outreach and engagement, structuring mixed-use real estate transactions, design of sustainable business models for real estate investment and operations, advisory on the use and benefits of land value capture mechanisms, development of legal and institutional requirements to facilitate TOD

She/he should have degree in Finance/Economics/. Postgraduate qualification in Finance or Economics /Business/Town planning/Transport planning will be an added advantage. He/ She must have a minimum of ten (10) years of working experience in carrying out socio-economic analyses of public investment projects. He/ She must have served in a similar position in at least 1 project of TOD investment studies of similar magnitude within the last 10 years. He/ She must have at least 3 years of working experience in developing countries. Fluency in both written and spoken English is mandatory

11.2.3 Civil Engineer / Cost Estimator

Demonstrated experience in the preparation of bills of quantities and cost estimates related to the development of TOD and urban real estate projects.

- (i) He/She shall be a registered professional Highway Engineer with a degree in Civil Engineering. Postgraduate qualification in Civil Engineering will be added advantage.
- (ii) He/She shall have a minimum of ten (10) years cumulative experience in studies and designs.
- (iii) He/She shall have served in a similar capacity on at least two (2) projects of similar magnitude and complexity in the last 10 years.

He/ She must have at least 3 years of working experience in developing countries. Fluency in both written and spoken English is mandatory

11.2.4 Urban Development & Land scape Expert

Demonstrated experience in the preparation of urban development project in metropolitan cities and TOD project.

She/he should have degree in Urban Planning/Design/. Postgraduate qualification in Urban Planning or design will be an added advantage. He/ She must have a minimum of ten (10) years of working experience in carrying out urban planning projects. He/ She must have served in a similar position in at least 1 project of TOD investment studies of similar magnitude within the last 10 years. He/ She must have at least 3 years of working experience in developing countries. Fluency in both written and spoken English is mandatory

11.2.5 PPP Expert

She/he should have degree in Economics/Business Administration. Postgraduate qualification in Economics/Business Administration will be an added advantage.

Master's degree in Economics, Business Administration and or other related field with specialized Public-Private Partnership policy. She/he should have at least 10 years of relevant experience professional experience in structured finance, including hands-on experience in originating, structuring loans and structuring finance transactions for transport project and/or hands-on experience developing and financing PPPs, including structuring and delivering transport projects with PPP components. Demonstrated ability to negotiate with project sponsors, financing parties, private investors and Government. Prove strong analytical capabilities, particularly in credit assessment and risk mitigations. He/ She must have served in a similar position in at least 1 project of TOD investment studies of similar magnitude within the last 10 years. He/ She must have at least 3 years of working experience in developing countries. Fluency in both written and spoken English is mandatory

11.2.6 Legal Advisor

The PPP legal/Specialist shall be responsible for advising on legal issues of the project.

He/She shall be a registered law practitioner with a degree in Laws. Postgraduate qualification in Laws is an added advantage. (ii) The Legal Expert shall have a minimum of ten (10) years cumulative experience in the legal structuring and documentation of construction and operation of large infrastructure projects (iii) The Legal Expert should have proven experience in developing and reviewing legal documents to financial close, in line with specific regulatory issues. (iv) He/She shall have served in a similar capacity on at least one (1) project of similar magnitude and complexity in developing countries. Fluency in written and spoken English is mandatory.

11.2.7 Financial Advisor

The Financial Modeling Specialist shall be responsible for Transaction Structuring and Financial Assessment in order to come up with optimal feasible financial structures for the Project. He/she will be assisting the team leader in obtaining necessary inputs for the feasibility study.

He/she shall be a certified Accountant with a degree in finance or an equivalent qualification. Postgraduate qualification in Finance management or Accounting will be added advantage. (ii) The Financial Modeling Specialist shall have a minimum of ten (10) years cumulative experience relating to financial analysis/ structuring of large infrastructure projects, value for money analysis, project costing and revenue forecast, development of financing plans, PPP tendering arrangements, PPP bid evaluation, global insurance and guarantee products, etc., with proven project finance experience until financial closure and successful Contract award. (iii) He/she shall have served in similar capacity on at least two (2) projects of similar and complexity. (iv) He/she shall have experience in feasibility study of expressway under PPP in developing countries. Fluency in written and spoken English is mandatory.

11.2.8 Environmental Expert

The Environmentalist shall be responsible for carrying out an environmental impact

assessment of the project and prepare environmental management plan in order to minimize any negative impacts that the project will have on the environment.

(i) The Environmentalist shall have a degree in environment management or related discipline. (ii) He/She shall have at least ten (10) cumulative experience related to EIA and shall have done an EIA of at least two (2) projects of a similar nature. (iii) He/She shall have at least 2 years working experience in developing countries. Fluency in written and spoken English and Swahili are mandatory.

11.2.9 Social Economist/Sociologist

The Sociologist shall be responsible for conducting the social impact assessment in the corridor of impact and prepare mitigating plans and Resettlement Action Plan(RAP) in order to minimize any negative impacts that the Project construction will have on the people along project area.

(i) The Sociologist shall be holder of a degree in Sociology. A postgraduate qualification in Social Science will be added advantage. (ii) He/She shall have at least ten (10) cumulative experience related to SIA and shall have done a SIA on at least two (2) PPP projects. (iii) He/She shall have at least 2 years working experience in developing countries. Fluency in written and spoken English and Swahili are mandatory.

11.2.10Procurement Specialist

The Procurement Specialist shall be holder of a degree in Engineering/ Quantity Surveyor/ Economics/ Procurement. A postgraduate qualification in Engineering/ Quantity Surveyor/ Economics/ Procurement will be added advantage. (ii) He/She shall have at least ten (10) cumulative experience related to procurement and she/he must serve in at least on at least two (1) PPP project. (iii) He/She shall have at least 2 years working experience in developing countries. Fluency in written and spoken English is mandatory

11.3 Support Staff

In addition to the Key staff designated above, the TA shall determine the support staff deemed necessary to assist for the successful completion of the assignment. Some support staff who are considered essential for execution of the assignment are included the table for the TA's staff inputs presented in next section. The said essential support staff are indicated for pricing only and will not considered for evaluation purposes

11.4 Staff Input

The services are anticipated to be completed within Twenty-Three (23) months from Effective Date. The TA's staff inputs over this duration are anticipated to be as presented in the Table below:

Phase I (a): Feasibility Study - Period of 8 months

No.	Key Personnel	Staff-Months
1	Project Manager/ Team Leader	11

2	PPP Expert	7
3	Financial Specialist and PPP Specialist	5
4	Legal Specialist and PPP Specialist	5
5	Civil Engineer and Cost Estimator	5
6	Urban Development & Land scape Expert	5
7	Real Estate Development and Project Finance Expert	5
8	Environmental Expert	4
9	Sociologist	4
	Sub Total	51

No.	Essential Support Staff	Staff-Months
1	Financial Specialist	5
2	Legal Specialist (for Local)	5
3	Tax Consultant (for Local)	3
4	ITS Specialist	3
5	O&M Specialist	4
6	Institutional Expert	5
7	Quantity Surveyor	6
8	Valuer	5
9	Architect	5
10	Secretary	8
	Sub Total	79

Phase I (b): Management of Procurement of the Private Party – Period of 6 months

No.	Key Personnel	Staff-Months
1	Financial Specialist and PPP Specialist	3
2	Legal Specialist and PPP Specialist	3
3	Procurement Specialist	2
4	Environmental Expert	0.5
5	Sociologist	0.5
	Sub Total	9

No.	Essential Support Staff	Staff-Months
1	Procurement Specialist	3
2	Secretary	6

	Sub Total	9
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Phase II: Facilitation of Financial Close – Period of 2 months

No.	Key Personnel	Staff-Months
1	Team Leader	2
2	Financial Specialist and PPP Specialist	2
3	Legal Specialist and PPP Specialist	2
4	PPP Expert	2
	Sub Total	8

No.	Essential Support Staff	Staff-Months
1	Financial Specialist	2
2	Secretary	2
	Sub Total	4

*Note: The Essential Support Staff will not be considered in the evaluation. However, the TA shall submit their CV approved from the Client before mobilization.

12. REPORTS

The TA shall prepare, and submit all reports in English and presented on A4 sized paper. All reports shall be submitted initially as draft versions, which shall be finalized to accommodate Employers' comments. Survey data for both draft and final reports shall be submitted in a format compatible to Windows version.

12.1 Report for Phase I (a)

12.1.1 Inception Report (5 copies)

This report shall briefly describe the mobilization and establishment status of the TA, the specific staffing plan, the updated work plan the TA proposes to follow in carrying out the assignment, based on the TAs initial findings, details of any constraints or inputs required from the employer and such remarks as are deemed appropriate including the works done so far. The report shall cover the following major aspects:

- (i) Project appreciation;
- (ii) Detailed methodology to meet the requirements of the TOR; including scheduling of various sub-activities to be carried out for completion of various stages of the work;

stating out clearly their approach & methodology for project preparation after due inspection of the entire project stretch and collection necessary information;

(iii) Task Assignment and Manning Schedule;

(iv) Work programme;

(v) Indicative design standards, methodologies and specifications

(vi) Quality Assurance Plan (QAP).

The report shall be submitted within one (1) months from the Commencement Date

12.1.2 Interim Report (10 copies)

This report shall focus on identification of the alignment to be followed by the project basing on sound engineering practice and considerations for environmental and social impacts. The project is to be developed as a fully access controlled facility with appropriate measures to provide access to all having access at present.

The Interim Report shall be submitted within two (2) months from the Commencement Date.

12.1.3 Draft Feasibility Study and Preliminary Design Report

The Draft Feasibility Study and Preliminary Design Report shall summarize all the work performed, the findings and recommendations of the TA. The report shall include an executive summary; highlighting most important findings from the studies, conclusions and recommendations. The draft final Feasibility report shall be submitted together with the following documents:

(i) Baseline Design Report (10 copies)

The report shall cover soils and materials report, and baseline design engineering drawings for the proposed constructions.

(ii) Baseline Cost Estimate (10 copies)

The confidential cost estimate for works and services shall be in the form of completed Bills of quantities. The estimate shall be submitted together with other reports

(iii) Environmental and Social Impact Assessment Reports (10 copies)

The report shall comprise the Environmental and Social Impact Assessment (EIA) including preliminary environmental impact mitigation plan (EMP), the Social Impact Mitigation Plan (SMP) and the preliminary Resettlement Action Plan (RAP).

(iv) Economic analysis report (10 copies)

In addition to this report, the TA shall submit to the Employer the soft copies HDM4 inputs/output files for further verification.

(v) Financial Analysis report (10 copies)

The TA shall submit the Draft Feasibility Study and Preliminary Design Report six (6)

months from the Commencement Date.

The TA shall arrange to present Draft Feasibility Study Report to a panel of DART experts. The presentations shall be at least 5 days after submission of the hard and soft copies of the reports. The presentations shall preferably be in PowerPoint.

12.1.4 Final Feasibility Study and Preliminary Design Report

The Final report shall be submitted in 10 copies within 30 days of receipt of the Employers' comments on the Draft Final Feasibility Study Report complete with plans incorporating all the revisions deemed appropriate by the TA after receipt of comments on the Draft Final Report of the study from the Employer.

The TA shall submit the draft Request for Qualification & Request for Proposals at the same time.

13. Report for Phase I (b)

In due course, the reports to be prepared by the TA under this Phase include:

- (a) Final Request for Qualification
- (b) Final Request for Proposals
- (c) Evaluation Report for RFQ
- (d) Evaluation Report for RFP
- (e) Report for preferred Bidder(s) clarification/Negotiation Plan

14. Report for Phase II

The report for this Phase shall comprise a comprehensive close-out report and shall incorporate any additional information

- (a) Transaction advice during Lender due diligence and Financial Close;
- (b) Close-out Report and Case Study; and
- (c) PPP Management Plan.

After delivery of all Final documentation, the originals of the documents are to be deposited with the Employer in Compact Disc compatible with software used and agreed with the Employer at inception, such as Microsoft Word for word processing, Microsoft Excel for spreadsheet, Microsoft project for project management, AutoCAD etc.

15. MODALITY OF PAYMENT

The TA's fee shall be fixed for both phases of the study covering all expenses and payment in foreign and local currencies.

Tentative payments shall be in accordance with the following schedule:

13.1 Phase I (a): Feasibility Study

- a) Upon submission of the acceptable Inception report. - 20% of Phase I(a) Cost.
- b) Submission and approval of Interim Report: - 20% of Phase I(a) Cost.
- c) Submission and approval of Draft Final Report: - 30% of Phase I(a) Cost.
- d) Submission and approval of Final Report: - 30% of Phase I (a) Cost.

13.2 Phase I (b): Tender Administration

- a) Submission and approval of Final RFQ and RFP: 20% of Phase I(b) Cost
- b) Submission and approval of Tender Evaluation report, Negotiation Plan and Risk Matrix: 50% of Phase I(b) Cost
- c) Negotiation close with Bidder: 30% of Phase I(b) Cost

13.3 Phase II: Facilitation for Financial Close

Submission and approval of Financial Close Out Report, Case Study, PPP Management Plan and Final Complete PPP Agreements: - 100 % of Phase II Cost.

16. SPECIFIC RESPONSIBILITIES OF THE TRANSACTION ADVISOR

- 16.1 All information, data and reports obtained from the Employer in the execution of Consultancy services shall be properly reviewed and analysed by the TA. The TA shall be responsible for the correctness of using such data. All such information, data and reports shall be treated as confidential.
- 16.2 The TA shall be responsible for arranging for all necessary office and living accommodation, transport, equipment, supplies, secretarial services, and such other services, necessary for the proper implementation of the services.

17. OBLIGATION OF THE EMPLOYER

- 17.1 The Client shall provide the TA with copies of the data and reports as available and considered relevant to the execution of the TA's services.
- 17.2 The Client shall facilitate liaison with other institutions in order to introduce the TA to them. The TA shall be fully responsible for collection of data and information from the agencies, and shall be responsible for any costs thereof.

18. ASSISTANCE TO THE TRANSACTION ADVISOR

The Employer will assist the TA to:

- (a) Obtain formal consent from outside authorities or persons having rights or powers in connection with the works or the site thereof;
- (b) Obtain ministerial orders, sanctions, licenses and permits in connection with the works;
- (c) Register a non-Tanzanian firm and senior staff with the Engineers Registration Board. Any associated cost will be borne by the TA.