



MINISTRY OF WORKS AND TRANSPORT

**TRANSPORT INFRASTRUCTURE IMPROVEMENT PROJECT (TIIP-II)
Upgrading of the Kransberg – Otjiwarongo Railway Line**

**Transaction Advisor for PPP development of the
Trans-Zambezi Railway extension to link
Namibia and Zambia**

Terms of Reference (ToR)

July 2024

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ABBREVIATIONS

AfDB	African Development Bank
GRN	Government of the Republic of Namibia
MAWLR	Ministry of Agriculture Water and Land Reform
MWT	Ministry of Works and Transport
MFPE	Ministry of Finance and Public Enterprise
MURD	Ministry of Urban and Rural Development
TA	Transaction Advisor
TIIP	Transport Infrastructure Improvement Project
TOR	Terms of Reference
RA	Road Authority

1 Background Information

1.1 The Transport Infrastructure Improvement Project (TIIP)

In 2004 Namibia developed a long-term plan, Vision 2030, which articulates the Country's aspirations of becoming an industrialized economy. National Development Plans (NDPs), that outline prioritized policies and programmes for specified time periods have subsequently followed. The NDPs translate the Vision into practice and make progress towards realizing national long-term objectives. NDP5 (2018-2022) that has been extended is the current one.

Under NDP4, one of the outcomes was to enable Namibia to take a sizeable share of the regional logistics and distribution market. A National Logistics Hub Master Plan, that provides a detailed future image of Namibia as an international logistics and distribution centre was developed. The Masterplan identified key policy measures and actions to be undertaken to promote logistics industries.

The improvements and further developments of the railway system, linking to the Ports (Walvis Bay and Luderitz) in Namibia have been identified as one of the key interventions, underpinned by the goal of strengthening Namibia's position as an international transport and logistics hub connecting the SADC region to international markets.

The Bank has supported the expansion of the container terminal at the Port of Walvis Bay that increased its capacity from 335,000 TEUs to 750,000 TEUs (commissioned in 2019) and is currently supporting the upgrade of 210 km of the 612 km railway line between Walvis Bay and Tsumeb, specifically Walvis Bay to Kranzberg. A funding request to support the upgrade of the section between Kranzberg and Tsumeb and the spur from Otavi to Grootfontein where the railway terminates on the Trans-Zambezi Corridor (Walvis Bay – Ndola – Lubumbashi Development Corridor). This WBNL is one of the key corridors identified under the SADC Regional Infrastructure Development Masterplan (RIDMP).

The Namibian Railway network and railway routes are as follows:

The Trans-Zambezi Railway Extension (TZR) project is a greenfield railway project in Namibia, with a proposed route length of 772 km from Grootfontein to Katima Mulilo. The project is expected to spur trans-border travel between Walvis Bay and neighbouring countries, positioning Namibia as a regional transport hub for land-locked countries. In order to realize an interconnected regional railway, the project should directly link Namibian Railways with Zambia, and facilitate connectivity with Angola, Botswana, and the Southern Democratic Republic of Congo (DRC).

1.2 The Employer

The Government of the Republic of Namibia has received a loan from the African Development Bank (AfDB) towards the implementation of the Transport Infrastructure Improvement Project Phase II (TIIP - II), for which the Ministry of Works and Transport is the Executing Agency.

To further develop the railway corridor, Government of the Republic of Namibia has received a MIC-Grant from the African Development Bank (AfDB) towards the consultancy services (Transaction Advisory Services) on the Trans-Zambezi Railway Link. The Employer for these consulting services is the Ministry of Works and Transport. The consulting contract will be

concluded between the Ministry of Works and Transport and the selected consultant.

The Ministry of Works and Transport requires the Consultancy Services of a Transaction Advisor to assist, advice and facilitate on behalf of the Government with the procurement, management and implementation of this Project, in the most economically beneficial approach. As part of the assignment, the Transaction Advisor will assist Ministry of Finance and Public Enterprises-PPP Unit and Ministry of Works and Transport in the selection of a suitable PPP partner through an Open International Bidding method as provided for in the Public Private Partnership Act, 2017 (Act No.4 of 2017).

2 Objectives of the assignment

2.1 Overall Objective

The Bank has under the ongoing Transport Infrastructure Improvement Project (TIIP) supported the feasibility study for the extension of the railway line from Grootfontein up to the border with Zambia at Katima Mulilo. The objective of the study to determine the feasibility of extending the railway of extending the Namibian Railway to directly link Zambia while also facilitating connectivity with Angola, Botswana and the Southern Democratic Republic of Congo (DRC).

The key conclusion of the feasibility study was that the proposed 772 km railway extension a greenfield line, was viable from a technical, environmental, legal, financial, and economic standpoint. It was proposed that this should be developed further.

The overall objective of the proposed Transaction Advisory services is to explore the modalities for the development of the railway extension.

2.2 Specific objectives

The specific objectives of this assignment is to:

- a) To develop a full feasibility study and detailed design documentation
- b) Explore the structuring options for a PPP development
- c) Draft a PPP agreement document
- d) Develop the Request for Proposals (RFP).
- e) Assist in the selection of the suitable PPP partners through Open International Bid (OIB) method

3 Scope of work

The Ministry of Works and Transport requires the Consultancy Services of a Transaction Advisor in order to assist, advice and facilitate on behalf of the Public Entity with the procurement, management and implementation of this Project, in the most economically beneficial approach. As part of the assignment, the Transaction Advisor will assist MoF PPP Unit and Ministry of

Works and Transport in the selection of a suitable PPP partner through the Open International Bidding method as provided in the Public Private Partnership Act, 2017 (Act No.4 of 2017).

The PPP feasibility study should demonstrate positive results in terms of Value for Money, whole-life cost efficiency, economic benefits, poverty reduction, affordability, employment creation and social, environment and climate change impacts. The interest of the public sector in pursuing a PPP project should be demonstrated through the application of a:

- **PPP Options Assessment.** Which PPP structures are likely to work best as delivery vehicles for the project (or projects)? What are the realistic, available options?
- **Risk Matrix,** Risk analysis includes assessment of which of the parties, public or private, would be best able to bear a particular project risk due to their experience and skills, thus enabling risk allocation to that particular party
- **Public Sector Comparator (PSC),** as the quantitative assessment of the VfM expressed as Net Present Cost (or value), of a hypothetical, whole-of-life, risk-adjusted cost benchmark compared with/of a public sector financed project, delivered through conventional public procurement.

3.1 Key component of the Full Feasibility Study

The feasibility study, according to the procedures established in the PPP Guidelines, should produce:

1. **Review Technical and Economic feasibility** of the proposed railway project.
2. **Financial Feasibility** incorporating projected revenue structure (e.g. proposed tariff, required annuity) and costs to assess project returns and need for financial support from the Line Agency. The financial analysis is aimed at assessing the option with the best value-for-money rate, taking into account: a) risk identification and allocation according to the project characteristics identified in the technical feasibility phase; b) best PPP form among those already listed in the PPP Manual, in relation to the project characteristics identified in the technical feasibility phase and the coherent risk matrix.
3. **Social and Environmental Feasibility including the requirements for impact assessments and associated mitigations.** A sound sustainability assessment, taking into consideration social and economic impacts, led by a mobility-for-all approach, taking into account technological solutions going towards national and international goals in terms of emissions reduction.
4. **Climate risk assessment study** – Namibia is resolutely committed to the Paris Agreement, and to taking practical and ambitious action to reduce emissions and ensure a climate-resilient economy - assessing the life-cycle of the whole project in terms of recycling and materials.
5. **Legal framework assessment** to examine the scope and suitability of the existing legislative environment for the execution and running of the project;
6. **Stakeholder consultation findings** including users, developers, EPC contractors, community participants, citizens likely to be affected, financiers, other relevant Public Agencies, etc. As a potential integrated public transport service, all the stakeholders involved in urban and commuting public transport service have to be active in providing data, in defining criteria and relative weight to assess technical solutions, in envisioning the future development of the city in itself;

7. **Risk Assessment**, identifying material risks associated with the project, specifying the external and project development risks for the Line Agency, the project risks to be allocated to the private sector and those to be retained by the Line Agency;
8. **Key Commercial Principles** including payment mechanisms, relief, compensation and force majeure events, default events, termination payments, Line Agency step-in, cure rights, insurance etc. Drafting PPP Contract if required;
9. **Public Sector Comparator (PSC)** computation including raw PSC, Competitive neutrality, value of risks etc.;
10. **Confirmation of PPP as a procurement option** including Value for Money analysis. As a PPP oriented initiative, the relevant stakeholders need to provide a clear idea of land use and new land for TOD initiatives, taking part to the whole process of citizen engagement and land value definition
11. **Preparation of RFQ stage** identifying potential bidders/categories of bidder to be invited to submit Expressions of Interest, leading to short-list of bidders.

3.1.1 Deliverables

- a. Technical & Economic Feasibility Study
- b. Financial Feasibility Study
- c. Social & Environmental Feasibility
- d. Climate risk assessment study
- e. Legal & procurement assessment and Key Commercial Principles/Draft Contract
- f. Request for Quotations Documents for short list of potential bidders.

3.2 Task 1: Further develop the existing Feasibility Study done

The purpose of this phase is to further develop the existing feasibility study by investigating the most viable railway connection point: Katima Mulilo or Ngoma, linking to the Kazungula Bridge.

3.2.1 Methodology

The Transaction Advisor will develop a comprehensive Feasibility Study for the whole life cycle of the Project to enable the Ministry as well as the AfDB to determine, among others,

- i. Full Project life cycle costs.
- ii. Affordability assessment and limits.
- iii. Risk, risk allocation and their costs.
- iv. Optimal value-for-money for the delivery of the project; and

The Feasibility Study must include the following details of which can be reviewed in Annexure A, but with reference to the Namibia PPP Regulations and Manual:

- **Needs Analysis** that will encompass a review of ministry's project strategic objectives, human resource capabilities, needs assessment and scope of the project in terms of output specifications.

- **Solution Options Analysis** that will evaluate and assess each option for the requisite infrastructure and services and recommend a preferred option.
- **Legal Due Diligence** to bring out the legal aspects of the project, regulatory matters, site enablement and socio-economic factors that would affect the Project.
- Carrying out **social, heritage and environmental due diligence**, and proposing mitigation measures.
- **Value for Money (VfM) Assessment** in terms of the Public Sector Comparator (PSC) which includes all capital and operating costs as well as risks associated with the Project on a stand-alone basis using public sector procurement and a PPP reference model that reflects all the costs and risks associated with the private sector being the service provider. The PSC is to serve as a benchmark and evaluation tool, and must therefore be robust and flexible enough to test various solution options.
- **Comprehensive Risk Assessment(s)** outlining the retained and transferrable risks (Risk Matrix) on the basis of which a risk-adjusted PSC and PPP reference model will be determined.
- **Economic Valuation** presenting the macro-economic benefits of the Project.
- **Financial Model(s)** simulating scenarios for the financing plan and returns on investment for both public and private and/or combined PPP investments.
- **Procurement Plan** recommending a road map for the procurement of the private party for the Project.
- An **assessment of the capacity** of the Ministry of Works and Transport and Ministry of Finance and Public Enterprises to procure, manage and monitor the Project, and recommendations to capacitate Ministry's by means of a **Training Plan**.
- **Project Funding** analyzing sources of possible funding for the project from Government, and identify potential funding gaps for which financing might have to sought from other sources.

3.2.2 Deliverables

The Feasibility Study comprising all the above, must be compiled in a single report in Word format (with relevant annexures) and delivered as electronic document files and ten (10) copies of the hard copy documents. All financial models must be in editable Excel format, clearly setting out all assumptions made, sensitivity analysis carried out, and model outputs. The study must include an executive summary and a PowerPoint presentation and encapsulate all key features of the study.

3.3 Task 2: Assess potential PPP development models

3.3.1 Purpose

The task shall consider both public and private options for the development of the, as well as the modalities for the compensation / payment to (or by) the private party. For example an "Access Charge" if infrastructure is publicly owned or availability payments if structure is private through a concession arrangement.

3.3.2 Methodology

Should the Feasibility Study be feasible the consultant shall advance it through the next prescribed PPP procurement stage, save if the Feasibility Study is not feasible the Consultant's services shall come to an end.

The Scope of Services shall be in accordance with these Terms of Reference; Namibia: Public Private Partnership (PPP) Guidance Manual, 2013; Public Private Partnership Act, 2017 (Act No.4 of 2017) (PPP Act); and Public Private Partnership Regulations, 2017. The Consultancy Services shall be sub-divided into the following stages:

- Stage 1: Feasibility Assessment.
- Stage 2A: Request for Qualification.
- Stage 2B: Request for Proposal.
- Stage 3: Selection of Preferred Bidder.
- Stage 4: PPP Agreement.

Please note that the stage approvals relevant to the process shall be after the Feasibility Assessment stage.

3.3.3 Deliverable

The Transaction Advisor will be responsible for preparing, and reviewing the RFP bid document. The TA shall draft and prepare an RFP document using the results of the feasibility study (VfM, affordability, contingent liability, risk aversion, etc.) in compliance with best industry practices as well as considering applicable legislation and regulations. The RFP must set out the Terms of Reference for the Public Entity, including the risk profile, and the payment mechanism as established in the Feasibility Assessment. In addition, the RFP will provide the Evaluation Criteria for the bidders to comply with the bids.

Preparation of draft PPP Agreement

The Transaction Advisor will be responsible for preparing a draft PPP Agreement based on the guidelines as set out by the PPP Committee. The TA shall ensure to act in the Public Entity's best interests in terms of maintaining low cost and risk aversion, conducive for the implementation and management of the Project. The draft PPP Agreement will include annexes consisting of performance requirements, project scope, client's requirements, project performance monitoring and control plan, parent company guarantees, permits, performance standards and codes (as required) etc.

In the event that The Ministry of Works and Transport or any of its Holding's takes shareholding in the Project, the TA shall allow sufficient time to review the relevant agreements associated with the PPP Agreement i.e. Direct Agreement, Shareholders Agreement, O&M Agreement, EPC Contract and Implementation Agreement.

Transaction Approval 2B: Request for Proposal (RFP)

The PPP Committee is responsible for approving the RFP bid documents, while the Attorney General will be responsible clearing RFP bid documents all other Contract documents. Only once the PPP Agreement and RFP bid documents have been approved by the PPP Committee and cleared by Attorney General's Office, the consultant shall then be permitted to continue with the

procurement/bidding process, starting with publication inviting prospective bidders to submit their EOI.

4 Personal requirements

The TA will propose a core team of key experts, who possess the requisite qualifications and professional experience for the assignment, and who will be responsible for the delivery of the Services. The exact structure and composition of the Transaction Advisor's team must be in line with, and optimized for the proposed methodology and must be submitted by the TA with its proposal.

4.1 Professional Team

The consultant shall propose a team of professionals with sufficient qualifications and experience to successfully complete all aspects of the assignment. The consultant is free to propose a team that responds to these terms of reference however, the positions identified below are proposed as the core team. Detailed curriculum vitae shall be provided for all members of the core team.

- i) Team Leader,
- ii) Financing & TOD Expert (PPP Commercial Expertise);
- iii) Urban Transport Expert,
- iv) Transport Economist,
- v) Railway Engineer,
- vi) Transit Service expert;
- vii) PPP Legal Expert,
- viii) Procurement Legal Expert and
- ix) Environmental and Social Expert
- x) Climate Change Expert

4.1.1 Team Leader

The Team Leader shall assume the overall responsibility and co-ordination of the assignment and be mandated to represent the Consultant in his relations with the Ministry of Works and Transport.

Qualifications and skills:

Minimum qualification shall be a Master's degree from a tertiary education institution in engineering, economics, finance and any other relevant field.

General professional experience:

Minimum of 20 years' experience in transport infrastructure planning, financing and implementation.

Specific professional experience:

Must have been involved in the management of at least 3 similar calls for proposals for investors in the transport sector in the past 15 years.

Regional experience

Experience as a Team Leader in similar transport projects in international projects with IFI financing.

4.1.2 Financing & TOD Expert PPP Commercial Expertise)

Qualifications and Skills:

Minimum qualification shall be a Bachelor's degree from a tertiary education institution in economics, finance or any other relevant field.

General professional experience:

At least 15 years professional experience in public and private sector financing (PPP) of infrastructure projects, with TOD application.

Specific professional experience:

Having been involved in at least two (2) successful financing of transport projects in the past 10 years involving private and public entities.

Regional experience

Experience in PPP financing of transport projects in international projects with IFI financing

4.1.3 Urban Transport Expert

Qualifications and Skills:

Minimum qualification shall be a Bachelor's degree from a tertiary education institution in engineering, planning or any other relevant field.

General professional experience:

At least 15 years professional experience in transportation planning and modelling projects; and/or development of Transport Master Plans.

Specific professional experience:

Minimum of 10 years' professional experience in the management and operation of urban transport.

Regional experience

Experience as an Urban Transport Expert in international projects with IFI financing.

4.1.4 Transport Economist

Qualifications and Skills:

Minimum qualification shall be a Bachelor's degree from a tertiary education institution in Transport engineering or any other relevant field.

General professional experience:

At least 15 years professional experience in transportation planning and modelling.

Specific professional experience:

Minimum of 10 years professional experience in economic assessment of transport projects.

Regional experience

Experience as a Transport economist Expert in international projects with IFI financing.

4.1.5 Railway Engineer

Qualifications and Skills:

Minimum qualification shall be a Bachelor's degree from a tertiary education institution in

Transport engineering or any other relevant field.

General professional experience:

At least 15 years' professional experience in transport system and transit.

Specific professional experience:

Minimum of 10 years professional experience in railway and/or tramway and/or LRT/BRT transport system in urban and metropolitan area.

Regional experience

Experience as Railway Engineer in international projects with IFI financing.

4.1.6 Transit Service Expert

Qualifications and Skills:

Minimum qualification shall be a Bachelor's degree from a tertiary education institution in Transport engineering or any other relevant field.

General professional experience:

At least 15 years professional experience in transit service planning and program

Specific professional experience:

Minimum of 10 years professional experience in railway and/or tramway and/or LRT/BRT service model design [and PPP model design].

Regional experience

Experience as transit service design in international projects and PPPs with IFI financing.

4.1.7 PPP Legal Expert

Qualifications and skills:

Minimum qualification shall be a Bachelor's degree in law or related disciplines.

General professional experience:

Minimum of 15 years professional experience in law practice with demonstrated experience in transaction advisory and PPP contracts formulation and drafting.

Specific professional experience:

Minimum of 10 years professional experience in legal advisory services for public institutions and private sector clients, with demonstrated experience in transaction advisory and PPP contracts formulation/ drafting in international projects

4.1.8 Procurement Legal Expert

Qualifications and skills:

Minimum qualification shall be a Bachelor's degree in law.

General professional experience:

Minimum of 15 years professional experience in law practice with demonstrated experience in procurement in PPP contracts formulation and drafting.

Specific professional experience:

Minimum of 10 years professional experience in legal advisory services for public institutions and private sector clients, with demonstrated experience in transaction advisory and PPP contracts formulation/ drafting in international projects.

4.1.9 Environment & Social Expert

Qualifications and skills:

Minimum qualification shall be a Bachelor's degree in natural science, environmental engineering or economy.

General professional experience:

Minimum of 10 years professional experience in environment assessment and impact evaluation of transport infrastructure.

Specific professional experience:

Minimum 5 years of professional experience as a climate resilience expert on major infrastructure projects; Experience of working on IFI funded projects would be an asset.

4.1.10 Climate Change Expert

Qualifications and skills:

Minimum qualification shall be a Bachelor's degree in environment, science, policy, or the like.

General professional experience:

Minimum of 5 years professional experience in Tech literacy (climate science, impacts, solutions of transport infrastructure).

Specific professional experience:

Minimum 5 years of professional experience as a Tech literacy on major infrastructure projects; Experience of working on IFI funded projects would be an asset.

5 Deliverables and Time schedule

5.1 Reports

5.1.1 General Provisions

The Consultant shall prepare all reports required by these TOR in English. Printed reports must be submitted on agreed upon metric size paper and in the number of copies specified. The same reports must be submitted in electronic format in the version of software agreed upon with the MWT. Printed and electronic versions of all reports shall be submitted to the office of the Director: Railway Infrastructure Management at the Ministry of Works Transport.

5.1.2 Inception Report

Four (4) weeks after the commencement of the services, the Consultant shall submit an Inception Report presenting the detailed work plan and any project-related issues identified and resultant proposals for the performance of the Consultant's services. The draft Inception report shall be presented and discussed at a meeting with the MWT. Thereafter the Consultant will finalize the report, taking into consideration comments received during the meeting. Printed version: 10 copies. Electronic version: by email attachment.

5.1.3 Draft Feasibility Study

The Draft feasibility study will be organised into two main phases, considering the establishment of an optimal scenario from the technical point of view – answer to seamless inter-operability with

Namibia’s railway network – and the potential regional connectivity. The technical section of the document will be developed also engaging relevant stakeholders from Railway Infrastructure Manager, Raod Authority, MEFT, MURD and MAWLR in order to achieve an optimal scenario, from the technical, environmental and financial point of view. Printed version: 4 copies. Electronic version: by email attachment.

5.1.4 Final Feasibility Study

The Final feasibility study document shall include the comments received on the draft. The consultant shall submit the Final feasibility study document to the MWT. The Final report shall be presented and discussed during a meeting with the MWT and all relevant stakeholders. Printed version: 4 copies. Electronic version: by email attachment.

5.1.5 Draft PPP development models

The Draft PPP development models document shall be presented and discussed with the MWT and Stakeholders at a meeting. The consultant shall seek comments and agreement on the contents of the document with the a view of preparing the final models. The Document shall also include the Draft Request for Proposals to be published in the media. Printed version: 10 copies. Electronic version: by email attachment

5.1.6 Final PPP development models

The Final PPP development models document shall include the comments received on the draft. The consultant shall submit the Final Request for Proposals to MWT for issuance to all interested parties. The Consultant shall support and work in close collaboration with the Procurement Department of the MWT during the tendering period. The Draft Final Report shall present all the findings of the Consultant in respect of the Terms of Reference. The draft report shall be presented and discussed during a meeting with the MWT. Printed version: 10 copies for the MWT and further copies as requested by interested parties. Electronic version: by email attachment

The following table summarize the list of Deliverables for this assignment.

Title	Number
Inception Report	1 Original + 4 Copies for MWT +1 Electronic Copy
Draft Feasibility Study	1 Original + 4 Copies for MWT +1 Electronic Copy
Final Feasibility Study	1 Original + 9 Copies for MWT +1 Electronic Copy
Draft PPP development model document and Draft Request for Proposals	1 Original + 4 Copies +1 Electronic Copy
Final PPP development model document and Draft Request for Proposals	1 Original + 9 Copies for MWT + 1 Electronic Copy

5.2 Time Schedule

PROJECT IMPLEMENTATION TIME SCHEDULE (Months)		
Sequence	Activity	Target Date
1	Commencement of Services	M
2	Draft Inception Report	M+1
3	MWT shall issue comments on the Draft Inception Report within two weeks of submission	M +1,5
4	Final Inception Report to be submitted within two weeks of receipt of the comments	M+2
5	Draft PPP Feasibility Study	M+8
6	Final PPP Feasibility Study	M+10
7	Draft Request for Proposals	M+13
8	MWT shall issue comments on the Draft Request for Proposals within two weeks of submission	
9	Final RFP document shall be submitted within two weeks of receipt of the comments	M+15
10	Request for Proposals duration of 3 months	M+17
11	Draft Proposals Evaluation Report and Recommendations	M+18
12	MWT comments on the draft Evaluation Report	M+19
13	Final Technical and Financial Evaluation Report and Recommendations	M+20
14	Draft Completion Report	M+21
15	Final Completion Report	M+22