



*The Kenya Power & Lighting Co. Ltd.
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Stima Plaza, Kolobot Road*

Our Ref: KP1/9A.2/OT/022/LS/24-25

04.03.2025

TO ALL BIDDERS

Dear Sir/Madam,

ADDENDUM NO. 1 TO THE TENDER NO. KP1/9A.2/OT/022/LS/24-25 FOR PROVISION OF LEGAL AND GOVERNANCE AUDIT SERVICES

The following clarifications are made to the specified provisions of the Tender document.

1. RELATIONSHIP WITH THE PRINCIPAL TENDER DOCUMENT

Save where expressly amended by the terms of this Addendum, the Principal Tender Document shall continue to be in full force and effect. The provisions of this Addendum shall be deemed to have been incorporated in and shall be read as part of the Principal Tender Document.

2. SECTION III- EVALUATION AND QUALIFICATION CRITERIA

The following clauses have been amended as follows:

2.7. Qualification Score

- 2.7.1 The minimum technical score (St) required to pass Technical Evaluation is 70% of the total awardable marks from the content of the Tables. Tenderers are advised that only Tenders that score 70% in accordance with the requirements will be considered for further Evaluation.

Technical Evaluation

4.2 Part II – Technical Evaluation and Comparison of Tenders under ITT 34.1.

4.2.1 Part i - Preliminary Technical Evaluation

- 4.2.1.1 Tenderers shall be expected to indicate full compliance to Details of Service.
- 4.2.1.2 Evaluation of Demonstration of ability of the offered service, to comply with the Details of Service (where required).
- 4.2.1.3 Identifying and determining any deviation(s) from the requirements; errors and oversights.
- 4.2.1.4 Confirmation of compliance of previous contract(s) in accordance with its/ their terms and conditions where applicable.
- 4.2.1.5 Evidence of recognition of the law firm by LSK (excluding the law firm's own statement to this effect)
- 4.2.1.6 Certificate of Good Standing from the Advocates Complaints Commission not older than six months from the Date of the Tender Document
- 4.2.1.7 Submission of evidence of physical address and premises through eg. copy of utility bills i.e. electricity, water, telephone; copy of title deed; lease or tenancy agreement

4.2.1.8 *Submission of list of clients as evidence of the Tenderer's performance and experience on (a) Legal Audit and (b) Governance Audit in the last seven (7) years from the Date of the Tender Document*

4.2.1.9 *Submission of copies of the following documents in respect of the Tenderer's key and support personnel who are to be engaged on a day-to-day basis in providing services if successful –*

- a) *Curriculum Vitae (C.V.) as provided in the sample format*
- b) *Letter of the Tenderer proposing the name(s) of the Lead Consultants for the Audits*
- c) *Employment contracts or Service Agreements or commitment documents whichever exists, signed by the authorized person of the Tenderer and the personnel in question*
- d) *Current (2025) Practising Certificate issued by the Judiciary OR valid receipt issued by LSK in full payment for the 2025 Practising Certificate*
- e) *Accredited Governance Auditor (at least two personnel)*
- f) *Certificate of Training in Legal Audits (at least three personnel)*
- g) *2025 letter or other recognition from Institute of Certified Secretaries (ICS) as a Certified Secretary ((formerly CPS (K))*

The key and support personnel may be upto 11 persons for purposes of evaluation

4.2.1.10 *Considering submitted Firm Profile*

4.2.1.11 *Record of unsatisfactory or default in performance obligations in respect of any contract or client shall be considered. This shall include the Tenderer having unresolved disputes with any client in its obligations for more than twelve (12) months. This excludes any dispute before a competent judicial or quasi-judicial or adjudicatory body or any dispute on remuneration*

Tenders will proceed to the Technical Evaluation Part ii only if they qualify in compliance with Part i above of the Preliminary Technical Evaluation under Paragraph 4.2.1

4.2.2 Part ii - Detailed Technical Evaluation (Scoring Criteria)

4.2.2 *This is based on a score of 100 per cent. Only bidders who score 70% and above will proceed to the financial stage of evaluation.*

12.4.1 Specific experience of the Tenderer guided by Table 1 below

Table 1 – Experience of Tenderer (Total Marks Table 1 is 15)

Sr. No.	Criteria	KPLC Requirement (Full scores for compliance and graduated scores for partial compliance)	Tenderer's Response	Marks Awarded
1	Experience conducting Legal Audits for organisations or companies in the last seven (7) years - The Tenderer shall provide evidence in the form of duly signed contracts or Official Orders (LPO/LSO) or reference letters or other contractual documents for two (2) separate assignments.	Max. marks are 2 broken into 1 mark for each assignment.		
2	Experience conducting Legal Audits for organisations or companies (whether public or private) listed on the Nairobi Securities Exchange (NSE) in the last seven (7) years - The Tenderer shall provide evidence in the form of duly signed contracts or Official Orders (LPO/LSO) or	Max. marks are 3 broken into 1 mark for each assignment.		

	<p>reference letters or other contractual documents for three (3) separate assignments.</p> <p>This should not be any of the companies/organisations in no. 1 above.</p>			
3	<p>Experience conducting Governance Audits for organisations or companies (whether public or private) in the last seven (7) years - The Tenderer shall provide evidence in the form of duly signed contracts or Official Orders (LPO/LSO) or reference letters or other contractual documents for two (2) separate assignments.</p>	<p>Max. marks are 2 broken into 1 mark for each assignment.</p>		
4	<p>Experience working for an entity within the public or private Energy Sector or evidence of expertise in the energy sector regulatory framework in the last seven (7) years - The Tenderer shall provide evidence in the form of signed reference letters or other related supporting document on three (3) assignments.</p> <p>This should not be a Legal or Governance Audit as covered in no. 1, 2 and 3 above.</p>	<p>Max. marks are 3 broken into 1 mark for each assignment.</p>		
5	<p>Experience in Data Protection Law or evidence of expertise in data protection in the last five (5) years for a public entity or other private bodies - The Tenderer shall provide evidence in the form of signed contracts or Official Orders (LPO/LSO) or signed reference letters or other related supporting document on data protection audits or Data Protection systems review or other related Data Protection matter for at least three (3) different assignments.</p>	<p>Max. marks are 3 broken into 1 mark for each assignment.</p>		
6	<p>Have undertaken training/sensitization or other capacity building initiatives for Board of Directors (or equivalents) on Governance, Oversight, Fiduciary Responsibility or other related matters in the last seven (7) years in at least three (3) separate assignments - The Tenderer shall provide evidence in the form of duly signed contracts or Official Orders (LPO/LSO) or reference letters or other contractual documents together with training/sensitization/other capacity building initiative material for each of the two (2) assignments.</p>	<p>Max. marks are 2 broken into 1 mark for each assignment.</p> <p>To earn any mark both evidence and training/sensitization/other capacity building initiative material must be provided.</p>		

12.4.2 Key Personnel Qualifications and Competence. Valid evidence of Lead Consultant in Governance Audit appropriate qualification, experience and degree of responsibility guided by Table 2 below

Table 2 – Lead Consultant’s Qualification for Governance Audit (Total Marks Table 2 is 14)

Sr. No.	Criteria	KPLC Requirement (Full scores for compliance and graduated scores for partial compliance)	Tenderer's Response	Marks Awarded
1	Years of experience from undergraduate degree level - a) Between 7 and 10 years b) From 10 years to 15 years c) From 15 years to 20 years d) Above 20 years Provide proof. Marks to be awarded for the highest experience category only and not cumulatively.	1 (a) – 1 mark 1 (b) – 2 marks 1 (c) – 3 marks 1 (d) – 4 marks		
2	Professional Memberships - a) Accreditation as a Governance Auditor b) Certified Secretary by the Institute of Certified Secretaries (ICS) Attach proof of accreditation and certification by relevant body.	3 (a) – 1 mark 3 (b) – 1 mark		
3	Degree of Responsibility in the last seven (7) years - a) Give two (2) different assignments where responsibility was as Lead Consultant in Governance Audit; include the name of the organisation(s); attach proof b) Give two (2) different assignments, where responsibility was not as Lead Consultant but as a member of the Governance Audit Team; include the name of the organisation(s); attach proof.	a) Max. marks are 2 broken into 1 mark for each assignment b) Max marks are 2 broken into 1 mark for each assignment		
4	Capacity Building in the last seven (7) years - a) Experience in leading the conduct of training/sensitization or other capacity building initiatives for Board of Directors (or equivalents) on Governance, Oversight, Fiduciary Responsibility or other related matters in at least two (2) separate assignments; attach proof b) Experience in participating other than as Lead Facilitator in the conduct of training/sensitization or other capacity building initiatives for Board of Directors (or equivalents) on Governance, Oversight, Fiduciary Responsibility or other related matters in at least two (2) separate assignments; attach proof	a) Max. marks are 2 broken into 1 mark for each assignment b) Max marks are 2 broken into 1 mark for each assignment		

12.4.3 Key Personnel Qualifications and Competence. Valid evidence of **Lead Consultant in Legal Audit** appropriate qualification, experience and degree of responsibility guided by Table 3 below

Table 3 – Lead Consultant's Qualification for Legal Audit. (Total marks Table 3 is 17)

Sr. No.	Criteria	KPLC Requirement (Full scores for compliance and graduated scores for partial compliance)	Tenderer's Response	Marks Awarded
1	<p>Qualified Practitioner in Law at –</p> <p>a) Undergraduate degree level</p> <p>b) Post Graduate level ((Masters and/or other relevant Diplomas (2))</p> <p>c) Doctorate degree level</p> <p>Attach copy(ies) of highest level attained only. Marks to be awarded for the highest level attained only and not cumulatively.</p>	<p>1 (a) – 1 mark</p> <p>1 (b) – 2 marks</p> <p>1 (c) – 3 marks</p>		
2	<p>Years of experience from Year of Admission to the Bar -</p> <p>a) Between 7 and 10 years</p> <p>b) From 10 years to 15 years</p> <p>c) From 15 years to 20 years</p> <p>d) Above 20 years</p> <p>Provide proof.</p> <p>Marks to be awarded for the highest experience category only and not cumulatively.</p>	<p>2 (a) – 1 mark</p> <p>2 (b) – 2 marks</p> <p>2 (c) – 3 marks</p> <p>2 (d) – 4 marks</p>		
3	<p>Professional Memberships and Certifications</p> <p>a) Certificate in Training on Legal and Compliance Audits</p> <p>b) Certified Secretary by the Institute of Certified Secretaries</p> <p>Attach proof of training and certification by relevant body.</p>	<p>3 (a) – 1 mark</p> <p>3 (b) – 1 mark</p>		
4	<p>Degree of Responsibility in the last seven (7) years of companies/organisations (whether public or private) -</p> <p>a) Give two (2) different assignments where responsibility was as Lead Consultant in Legal (Compliance) Audit; include name of the organisation(s); attach proof</p> <p>b) Give two (2) different assignments where responsibility was not as Lead Consultant in Legal (Compliance) Audit but as a member of the Legal (Compliance) Audit Team; include name of the organisation(s); attach proof</p>	<p>a) Max. marks are 2 broken into 1 mark for each assignment</p> <p>b) Max marks are 2 broken into 1 mark for each assignment</p>		
5	<p>Capacity Building in the last seven (7) years -</p> <p>a) Experience in leading the conduct of training/sensitization or other capacity building initiatives for Board of Directors (or equivalents) or Senior Management on Legal Audit or Legal or Regulatory matters in at least two (2) separate assignments; include name of organisation(s); attach proof</p>	<p>a) Max. marks are 2 broken into 1 mark for each assignment</p> <p>b) Max marks are 2 broken into 1 mark for each assignment</p>		

	b) Experience in participating other than as Lead Facilitator in the conduct of training/sensitization or other capacity building initiatives for Board of Directors (or equivalents) or Senior Management on Legal Audit or Legal or Regulatory matters in at least two (2) separate assignments; include name of the organisation(s); attach proof			
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12.4.4 Personnel Qualifications and Competence. Valid evidence of Other Key Personnel and Support Staff in Governance Audit appropriate qualification, experience and degree of responsibility guided by Table 4 below

Table 4 – Other Key Personnel and Support Staff Qualification for Governance Audit (Total Marks Table 4 is 22)

Sr. No.	Criteria	KPLC Requirement (Full scores for compliance and graduated scores for partial compliance)	Tenderer's Response	Marks Awarded
	Other Key Personnel (One)			
1	<p>Qualified Practitioner in Law, Business Administration, Economics or other related discipline at –</p> <p>a) Undergraduate degree level</p> <p>b) Post Graduate level ((Masters and/or other relevant Diplomas (2))</p> <p>Attach copy(ies) of highest level attained only. Marks to be awarded for the highest level attained only and not cumulatively.</p>	<p>1 (a) – 1 mark</p> <p>1 (b) – 2 marks</p>		
2	<p>Years of experience after undergraduate degree -</p> <p>a) Between 3 and 5 years</p> <p>b) From 5 years to 7 years</p> <p>c) From 7 to 10 years</p> <p>d) Above 10 years</p> <p>Provide proof.</p> <p>Marks to be awarded for the highest experience category only and not cumulatively.</p>	<p>2 (a) – 1 mark</p> <p>2 (b) – 2 marks</p> <p>2 (c) – 3 marks</p> <p>2 (d) – 4 marks</p>		
3	<p>Professional Memberships</p> <p>a) Accreditation as a Governance Auditor</p> <p>b) Certified Secretary by the Institute of Certified Secretaries</p> <p>Attach proof of accreditation and certification by relevant body</p>	<p>3 (a) – 1 mark</p> <p>3 (b) – 1 mark</p>		
4	Governance Audit Experience in the last seven (7) years -	Max. marks are 2 broken into 1 mark		

	Give two (2) separate assignments where participation was as a member of the Governance Audit Team (whether as Lead or not); include name of organisation(s); attach proof.	for each assignment.		
5	Capacity Building in the last seven (7) years – Experience in participating (whether as Lead Facilitator or not) in the conduct of training/sensitization/other capacity building initiatives for Board of Directors (or equivalents) or Senior Management on Governance, Oversight, Fiduciary Responsibility or other related matters in at least two (2) assignments; include name of organisation(s); attach proof	Max. marks are 2 broken into 1 mark for each assignment		
	Support Staff (Two)			
6	<p>Support Staff for Governance Audit</p> <p>a) Undergraduate degree in Law, Business Administration, Economics or related field</p> <p>b) Certified Secretary by the Institute of Certified Secretaries</p> <p>c) At least 2 years experience after undergraduate degree</p> <p>d) Exposure in the last five (5) years to at least one Governance Audit of a company (whether private or public); attach proof</p> <p>e) State demonstrated experience in research on Governance or Compliance or similar matters in the last five (5) years; attach proof</p> <p>The number of support staff to be deployed to the Governance Audit assignment will be at the discretion of the Tenderer but evaluation will be conducted for only 2 such support staff.</p>	Max. marks are 10 made up as 1 mark for each sub-criterion for each support staff.		

12.4.5 Personnel Qualifications and Competence. Valid evidence of **Other Key Personnel and Support Staff in Legal Audit** appropriate qualification, experience and degree of responsibility guided by Table 5 below

Table 5 – Other Key Personnel and Support Staff Qualification for Legal Audit (Total marks Table 5 is 42)

Sr. No.	Criteria	KPLC Requirement (Full scores for compliance and graduated scores for partial compliance)	Tenderer's Response	Marks Awarded
	Other Key Personnel (Two)			
1	<p>Qualified Practitioners in Law –</p> <p>a) Undergraduate degree level</p> <p>b) Post Graduate ((Masters and/or other relevant Diplomas (2))</p> <p>Attach copy(ies) of highest level attained only. Marks to be awarded for the highest level attained only and not cumulatively for each Legal Audit Other Key Personnel.</p>	<p>a) 2 marks broken down into 1 mark for each key personnel</p> <p>b) 2 marks broken down into 1 mark for each key personnel</p>		

2	<p>Years of experience after undergraduate degree -</p> <p>a) Between 3 and 7 years</p> <p>b) From 7 years to 10 years</p> <p>c) From 10 to 12 years</p> <p>d) Above 12 years</p> <p>Provide proof.</p> <p>Marks to be awarded for the highest experience category only and not cumulatively</p>	<p>a) 2 marks broken down into 1 mark for each key personnel</p> <p>b) 3 marks broken down into 1.5 marks for each key personnel</p> <p>c) 4 marks broken down into 2 marks for each key personnel</p> <p>d) 6 marks broken into 3 marks for each key personnel.</p>		
3	<p>Professional Memberships and Certifications</p> <p>a) Certificate in Training on Legal Audits</p> <p>b) Certified Secretary from the Institute of Certified Secretaries</p> <p>Attach proof of accreditation and certification by relevant body.</p>	<p>a) 2 marks broken down into 1 mark for each key personnel</p> <p>b) 2 marks broken down into 1 mark for each key personnel</p>		
4	<p>Legal Audit Experience in the last seven (7) years -</p> <p>Give two (2) separate assignments where participation was/is as a member of the Legal Audit Team (whether as Lead or not); include name of organisation(s); attach proof</p>	<p>Max. marks are 4 broken into 1 mark for each assignment for each key personnel</p>		
5	<p>Capacity Building in the last seven (7) years –</p> <p>State exposure in participating in the conduct of training/sensitization/other capacity building initiatives for Board of Directors (or equivalents) or Senior Management on Legal Audit, Legal, Regulatory, Compliance matters in at least two (2) separate assignments; attach proof.</p>	<p>Max. marks are 4 broken into 1 mark for each assignment for each key personnel</p>		
Support Staff (Four)				
6	<p>Support Staff for Legal Audit</p> <p>a) Undergraduate degree in Law, Arts, or other Social Science</p> <p>b) Certified Secretary by the Institute of Certified Secretaries</p> <p>c) At least two (2) years experience after undergraduate degree</p> <p>d) Exposure to at least one Legal Audit of an organisation (public or private)</p> <p>e) Demonstrated experience in the last seven (7) years in research on Legal Audit, Legal, Regulatory, Compliance or related matters</p> <p>(For all the above, attach proof).</p> <p>The number of support staff to be deployed to the Legal Audit assignment will be at the discretion of the Tenderer but evaluation will be conducted for only 4 such personnel.</p>	<p>Max. marks are 20 made up as 1 mark for each sub-criterion for each support staff.</p>		

Any inconsistencies noted in any of the above requirements shall lead to automatic disqualification of award. You may be required to produce original Certificates for ease of verification. The procuring entity reserves the right to carry out independent investigations/physical verification to confirm the accuracy of information provided and any fraudulent information/documentation provided may lead to prosecution.

The minimum technical score (St) required to pass is 70% of the total awardable marks. Only Tenderers who score 70% and above will proceed to the Financial stage of evaluation. Tenderers who score less than the required pass mark will be automatically disqualified.

12.5.1 St will be calculated as follows:-

- a) Total marks from the Tables is Y (actual number 110) = 100%
- b) Tenderer's total marks achieved is X
- c) $St = X \div Y \times 100$
- d) St will be expressed in percentage form

4.3 Part III – Financial Evaluation Criteria under ITT 35. These are mandatory requirements.

4.3.1 This will include the following: -

- a) Confirmation of and considering Price/rates Schedule duly completed, without error and signed.
- b) Checking that the Tenderer has quoted prices based on all costs including insurances, duties, levies, Value Added Tax (V.A.T), Withholding Tax and other taxes payable and delivery to the premises of KPLC or designated site(s).
- c) Conducting a financial comparison of the bids.
- d) Considering information submitted in the Confidential Business Questionnaire against other information in the bid including: -
 - i) Declared maximum value of business
 - ii) Shareholding and citizenship for preferences where applicable.

4.3.2 Confirming the following: -

4.3.2.1 that the Supplier's offered Delivery Schedule meets Kenya Power's requirements.

4.3.2.2 that the Supplier's offered Terms of Payment meets Kenya Power's requirements.

4.3 The Successful Tenderers shall be the lowest evaluated Bidder. Commencement of the Service shall be after appointment of the firm by the Office of the Auditor General & as per the award criteria in the Tender Data Sheet.

3. CLARIFICATIONS

The following clarifications were sought on the tender document and shall be deemed to form the addendum.

No.	QUERIES	RESPONSE
1.	Guidance on the Electronic – Procurement System SAP Tendering Portal. Where do we attach the documents? Can we visit the office ICT for guidance on how to operate the SAP system?	In order to offer your bid, you need first to be registered in the KPLC-SAP tendering portal. The manual is available on KPLC website www.kplc.co.ke .

		One can also get in touch or visit our (ILS Team) at KPLC offices, Stima Plaza, kolobot road, 3 rd floor supply chain for further guidance on navigating the portal.
2.	Clarification on Eligibility Criteria for legal audit and governance services. Specifically the issue of prior experience in legal audits and how it impacts the evaluation process	<p>We have reviewed all the questions raised. KPLC will adhere to the terms outlined in the tender document/addendum(s) and the evaluation criteria.</p> <p>All bids will be treated fairly and evaluated in accordance with the Tender document /addendum(s) and the scoring criteria</p>

4. **TENDER CLOSING DATE**

The tender closing date has been extended from **05/03/2025 to 11/03/2025** at 10:30 am and opening on the same day at 10.30am.

All other terms and conditions remain as per the Principal Tender Document (PTD)

Yours faithfully,

For: **THE KENYA POWER & LIGHTING CO. PLC.**



DR. JOHN NGENO, OGW
GENERAL MANAGER SUPPLY CHAIN & LOGISTICS