



KENYA PETROLEUM REFINERIES LIMITED

Refinery Road, Changanwe | P O Box 90401 – 80100, Mombasa, Kenya

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EXPRESSION OF INTEREST

LEADING TO REQUEST FOR PROPOSALS FOR PROVISION OF TAX CONSULTANCY SERVICES

TERMS OF REFERENCE AND BIDDING REQUIREMENTS

REF: KPRL/EOI/023.021/2023-2024

SEPTEMBER 2023

SECTION 1 (A) - INVITATION FOR EXPRESSION OF INTEREST

Date: 12th September 2023

KENYA PETROLEUM REFINERIES LIMITED (KPRL) now invites eligible firms to indicate their interest in providing below services. interested firms must provide information indicating that they are qualified to perform the services, core business description, description of similar assignments, experience in similar assignments and availability of appropriate skills among its workforce etc.

NO	DESCRIPTION	REFERENCE NUMBER
1	PROVISION OF TAX CONSULTANCY SERVICES	KPRL/EOI/023.021/2023-2024

The shortlisting criteria on required qualification and experience of the firm are: -

- i. Experience in the assignment including technical and managerial capability
- ii. Number of years in business working on the area of the assignment
- iii. Reference letters from corporate firms of atleast three (3) assignments of similar nature and size carried out in the last three (3) years

Shortlisted companies will be invited to submit a Request for Proposal. Companies will be selected in accordance with Quality and Cost Based Selection method procedures as set out in the Public Procurement and Asset Disposal Act 2015.

Interested companies are required to register their interest through email tenders@kprl.co.ke to facilitate any further clarification or addendum. No other email shall be used.

Expression of interest must be delivered to the address below by **TUESDAY, 26TH SEPTEMBER 2023 at 10:00am**. The EOI document will be opened on the same day in the presence of bidders or their representatives who choose to attend.

Chief Executive Officer,
Kenya Petroleum Refineries Ltd,
Refinery Road, Changamwe,
P O Box 90401–80100,
Mombasa, Kenya.

EOI submitted later than the indicated closing date and time shall automatically be disqualified.

CHIEF EXECUTIVE OFFICER

TERMS OF REFERENCE

I. BACKGROUND

Kenya Petroleum Refineries Limited (KPRL)

KPRL was incorporated as a limited liability company in Kenya under the Companies Act in 1960; with the Government of Kenya (GoK) holding fifty percent (50%) in shareholding. On 24th June 2016, the GoK entered into an agreement with Essar Energy Overseas Limited (Essar), Essar Energy Holdings Limited (EEHL) and Kenya Petroleum Refineries Limited (KPRL) for the transfer of the legal and beneficial interest in all of the shares owned by Essar in KPRL to GoK. The agreement and the disposal of the shares converted KPRL to a state-owned entity. The entity is currently under the Ministry of Energy and Petroleum.

KPRL is a petroleum refinery located in Changamwe, Mombasa mandated to process crude oil mainly imported for oil marketing companies. KPRL's main products include liquefied petroleum gas, unleaded premium gasoline, regular petrol, automotive gasoil, industrial diesel, fuel oil and special products like bitumen and grease. The company's refining operations stopped on 4th September, 2013, however the company continued operating by rendering storage of imported petroleum products services and leasing its storage tanks and pipelines.

On 11th August, 2016, when the Cabinet of the GoK (as the sole shareholder of KPRL) directed that KPRL be taken over by Kenya Pipeline Company Limited (KPC). KPC initiated a due diligence process which was conducted by Price Water House Coopers(PWC), to facilitate evaluation of KPRL, and form the basis for the takeover decision. As an interim measure, KPRL signed an operating lease agreement with KPC so as to allow the finalization of the due diligence and decision making on the pending takeover of KPRL by KPC.

On 18th July 2023 the government approved KPRLs acquisition by KPC through shares transfer. Pending the finalization of the acquisition process, KPRL remains a corporate entity with responsibilities to its shareholder amongst other regulatory, statutory and corporate obligations.

Kenya Petroleum Refineries Limited intends to award this tender to a reputable and capable firm to undertake **ad-hoc tax advisory services** and **Corporate Tax Compliance Services** for a period of three (3) years. The services aim at ensuring compliance with tax laws.

II. SCOPE OF SERVICES, TASKS (COMPONENTS) AND EXPECTED DELIVERABLES

A. AD-HOC TAX ADVISORY SERVICES

The Scope of the Ad Hoc Tax Advisory Services

Deliverables for tax advisory services will be in form of detailed advisory memos or as shall be advised by KPRL.

Scope of the engagement

The scope of the ad hoc tax advisory services will depend on the specific nature of the respective queries or requests for the tax advisory services.

The scope will cover the following tax areas:

- Corporation Tax;
- Value Added Tax (VAT);
- Pay As You Earn (PAYE);
- Withholding Tax (WI-IT);
- Customs and Excise duty;
- Training of staff on taxation matters
- Assisting KPRL deal with routine queries from the Kenya Revenue Authority (KRA); and
- Any other tax matter arising.

Our review and advice will be based on the findings from the selected samples and our interpretation of the tax legislation which may differ from the subsequent interpretation of that legislation by the KRA. Review and advice will also be based on the current tax legislation, as at the time of conducting the assignment, and should not be relied upon subsequent to any change in the legislation.

1. Reporting

Consultant shall report to Chief Finance Officer or appointed KPRL Representative on all issues considered important and, on the day-to-day operational issues...

2. Fees

The fee for providing any ad hoc tax advisory services shall be based on the time commitment, complexity and seniority of the individuals required to complete each specific task.

3. Deliverables

Deliverables for ad-hoc advisory services will be in form of email memos or detailed advisory memos as shall be agreed between KPRL and the Service provider.

B. CORPORATE TAX COMPLIANCE SERVICES

The Consultant shall:

- Review the draft tax computations prepared by KPRL to assess tax provisions to be included in the company's annual statutory accounts. Any issues arising from the review will be discussed and any amendments arising therefrom that are agreed upon will be incorporated in the tax computation;
- Review the company's position at the time of determining the instalment tax or minimum tax payments;
- Notify KPRL or duly authorized representative of:
 - i. Dates on which the instalment tax or minimum tax payments are due;
 - ii. Basis that is available for computing minimum tax, if applicable;
 - iii. Basis that are available for computing the instalment tax liabilities, if applicable;

- iv. Basis that we recommend for paying the instalment tax or minimum tax;
- v. Amount of instalment tax payable, if applicable; and
- vi. Amount of minimum tax payable, if applicable.
 - Review the deferred tax calculations prepared by management for inclusion in the company's annual financial statement.
 - Advise on filing the annual SAR with the KRA on iTax;
 - Review the iTax data pack before filing of the SAR.

1. Reporting

Consultant shall report to Chief Finance Officer or appointed KPRL Representative on all issues considered important and, on the day-to-day operational issues.

The tax return, tax computation, tax advice and any correspondence relating to these will be prepared solely in connection with, and for use in accordance with, the terms of reference.

These will be provided on the basis that they are for the company's information only and that they will not be copied or disclosed to any third party or otherwise quoted or referred to, in whole or in part, without KPRL's written consent.

2. Fees

The fees shall be a lump sum exclusive of VAT for a twelve (12) months accounting period. Disbursements in respect of travelling expenses, photocopies, stationery, postage and telephone calls shall be recoverable at cost.

3. Deliverables

The deliverables for this assignment will be to review the draft tax computations prepared by KPRL for the Accounting year.

III. MANDATORY SUPPORT DOCUMENTS

- a) Must submit copy of Certificate of Incorporation/Certificate of Registration
- b) Must submit copy of valid KRA Tax Compliance Certificate
- c) Must submit valid copy of Practice License or Certificate for the Firm from Institute of Certified Public Accountants Kenya (ICPAK)
- d) Must submit duly filled FORM SD1 (herewith attached)
- e) Must submit duly filled FORM SD2 (herewith attached)
- f) Must submit duly filled Declaration and Commitment to The Code of Ethics (herewith attached)
- g) Must submit duly filled Confidential Business Questionnaire (herewith attached)

TECHNICAL EVALUATION CRITERIA

NO.	ITEM DESCRIPTION	MAX SCORE
1	<p>Proof of at least Three (3) assignments of similar nature undertaken</p> <p>Bidder to attach Letters of reference from at least three (3) corporate clients clearly indicating services rendered – reference checks will be done from the tenderer’s clients.</p> <p>(15 marks for each reference)</p>	45
2	<p>Experience in Tax Consultancy for state owned entities.</p> <p>Bidder to attach proof of experience.</p> <p>Over 10 years of experience (25 marks) 5-10 years of experience (15 marks) below 5years of experience (5marks)</p>	25
3	<p>General experience in Tax Consultancy and Corporate Tax Compliance matters.</p> <p>Bidder to attach proof of general experience by providing either letters of reference, training certificates on tax consultancy and corporate tax compliance</p> <p>(10 marks for each proof, max three required)</p>	30
	TOTAL	100
	<p><i>For the tenderer to be considered technically responsive they should score a minimum Technical Score of 70 points to be considered for shortlisting to participate in the Request for Proposal.</i></p>	

REQUIRED FORMS TO BE FILLED AND SUBMITTED AS PART OF THE EOI

1. CONSULTANT'S ORGANIZATION AND EXPERIENCE

A brief description of the Consultant's organization and an outline of the recent experience of the Consultant that is most relevant to the assignment. In the case of a joint venture, information on similar assignments shall be provided for each partner. For each assignment, the outline should indicate the names of the Consultant's Key Experts and Sub-consultants who participated, the duration of the assignment, the contract amount (total and, if it was done in a form of a joint venture or a sub-consultancy, the amount paid to the Consultant), and the Consultant's role/involvement.

A - Consultant's Organization

Provide here a brief description of the background and organization of your company, and-in case of a joint venture-of each member for this assignment.

B - Consultant's Experience

1. List only previous similar assignments successfully completed in the last three years.
2. List only those assignments for which the Consultant was legally contracted by the Procuring Entity as a company or was one of the joint venture partners. Assignments completed by the Consultant's individual experts working privately or through other consulting firms cannot be claimed as the relevant experience of the Consultant, or that of the Consultant's partners or sub-consultants, but can be claimed by the Experts themselves in their Curriculum Vitae (CV).
3. The Consultant shall substantiate their claimed experience by presenting copies of relevant documents such as the form of contract (not the whole contract), purchase order, service order, performance certificate, etc.; which shall be included in the proposal as part of *Form Tech 7 Mandatory Documentary Evidence*.

Assignment name:	Approx. value of the contract [KES, US\$ etc.]:
Country:	Duration of assignment (months):
Name of Procuring Entity:	Total N ^o of staff-months of the assignment:
Contact Address: Email:	Approx. value of the services provided by your firm under the contract:
Start date (month/year): Completion date:	N ^o of professional staff-months provided by associated Consultants:
Role on Assignment: (E.g. Lead Member in ABC JV, or Sole Consultant):	Name of senior professional staff of your firm involved and functions performed:
Narrative description of Assignment:	
Description of actual services provided by your staff within the assignment:	
Name of Consulting Firm:	Name and Title of Signatory:

2. COMMENTS AND SUGGESTIONS

The Consultant to provide comments and suggestions on the Terms of Reference, counterpart staff and facilities to be provided by the Procuring Entity that could improve the quality/effectiveness of the assignment; and on requirements for counterpart staff and facilities, which are provided by the Procuring Entity, including: administrative support, office space, local transportation, equipment, data, etc.

A - On the Terms of Reference

{Improvements to the Terms of Reference, reporting, potential issues/risk if any}

B - On Counterpart Staff and Facilities

{Include comments on counterpart staff and facilities to be provided by the Procuring Entity. For example, administrative support, office space, local transportation, equipment, data, background reports, etc., if any}

3. DESCRIPTION OF APPROACH, METHODOLOGY, AND WORK PLAN

A description of the approach, methodology and work plan in responding to the terms of reference for performing the assignment, including a detailed description of the proposed methodology and staffing for training, if the Terms of Reference specify training as a specific component of the assignment.

4. TEAM COMPOSITION, ASSIGNMENT, AND KEY EXPERTS' INPUTS which should include

- i. Academic Certificates
- ii. Professional Certificates
- iii. Professional Membership of Key Experts

FORMAT OF CURRICULUM VITAE (CV)

Position Title and No.	{e.g., K-1, Team Leader}
Name of Expert:	{Insert full name}
Date of Birth:	{day/month/year}
Country of Citizenship	

Education: {List college/university or other specialized education, giving names of educational institutions, dates attended, degree(s)/diploma(s) obtained}

Employment record relevant to the assignment: {Starting with present position, list in reverse order. Please provide dates, name of employing organization, titles of positions held, types of activities performed and location of the assignment, and contact information of previous Procuring Entity's and employing organization(s) who can be contacted for references. Past employment that is not relevant to the assignment does not need to be included.}

Period	Employing organization and your title/position. Contact Infor for references	Country	Summary of activities performed relevant to the Assignment
[e.g., May 2011-present]	[e.g., Ministry of, advisor/consultant to... For references: Tel...../e-mail.....; Mr. Bbbbbb, deputy manager]		

Membership in Professional Associations and Publications: _____

Language Skills (indicate only languages in which you can work): _____

Adequacy for the Assignment:

Detailed Tasks Assigned on Consultant's Team of Experts:	Reference to Prior Work/Assignments that Best Illustrates Capability to Handle the Assigned Tasks
{List all deliverables/tasks as in TECH- 5 in which the Expert will be involved}	

Expert's contact information : (e-mail.....)

phone.....) Certification:

I, the undersigned, certify that to the best of my knowledge and belief, this CV correctly describes myself, my qualifications, and my experience, and I am available to undertake the assignment in case of an award. I understand that any misstatement or misrepresentation described herein may lead to my disqualification or dismissal by the Procuring Entity, and/or sanctions by the PPRA.

Name of Expert _____ Signature _____ Date _____
{ day / month/year }

Name of authorized _____ Signature. _____ Date _____

Representative of the Consultant (the same who signs the Proposal

SELF-DECLARATION FORMS

FORM SD1

SELF DECLARATION THAT THE PERSON/TENDERER IS NOT DEBARRED IN THE MATTER OF THE PUBLIC PROCUREMENT AND ASSET DISPOSAL ACT 2015.

I,, of Post Office Box being a resident of in the Republic of do hereby make a statement as follows: -

1. THAT I am the Company Secretary/Chief Executive/Managing Director/Principal Officer/Director of (Insert name of the Company) who is a Bidder in respect of **Tender No.** for..... (Insert tender title/description) for..... (Insert name of the Procuring entity) and duly authorized and competent to make this statement.
2. THAT the aforesaid Bidder, its Directors and subcontractors have not been debarred from participating in procurement proceeding under Part IV of the Act.
3. THAT what is deponed to here in above is true to the best of my knowledge, information and belief.

.....
..... (Title) (Signature)
(Date)

Bidder Official Stamp

FORM SD2

SELF DECLARATION THAT THE PERSON/TENDERER WILL NOT ENGAGE IN ANY CORRUPT OR FRAUDULENT PRACTICE.

I, of P. O. Box.....being a resident of in the Republic of do hereby make a statement as follows: -

- 1. THAT I am the Chief Executive/Managing Director/Principal Officer/Director of..... (insert name of the Company) who is a Bidder in respect of Tender No. for (insert tender title/description) for (insert name of the Procuring entity) and duly authorized and competent to make this statement.
2. THAT the aforesaid Bidder, its servants and/or agents /subcontractors will not engage in any corrupt or fraudulent practice and has not been requested to pay any inducement to any member of the Board, Management, Staff and/or employees and/ or agents of..... (insert name of the Procuring entity) which is the procuring entity.
3. THAT the aforesaid Bidder, its servants and/or agents /subcontractors have not offered any inducement to any member of the Board, Management, Staff and/or employees and/or agents of..... (name of the procuring entity).
4. THAT the aforesaid Bidder will not engage /has not engaged in any corrosive practice with other bidders participating in the subject tender.
5. THAT what is deponed to herein above is true to the best of my knowledge information and belief.

..... (Date) (Title) (Signature)

Bidder Official Stamp

DECLARATION AND COMMITMENT TO THE CODE OF ETHICS

I (person) on behalf of (*Name of the Business/ Company/Firm*) declare that I have read and fully understood the contents of the Public Procurement & Asset Disposal Act,2015, Regulations and the Code of Ethics for persons participating in Public Procurement and Asset Disposal Activities in Kenya and my responsibilities under the Code.

I do here by commit to abide by the provisions of the Code of Ethics for persons participating in Public Procurement and Asset Disposal.

Name of Authorized signatory.....

Sign.....

Position.....

Office address.....

Telephone..... E-

mail.....

.....

Name of the Firm/Company.....

Date.....

(Company Seal/ Rubber Stamp where applicable)

Witness

Name

Sign.....

Date.....

i) TENDERER'S ELIGIBILITY - CONFIDENTIAL BUSINESS QUESTIONNAIRE

Instruction to Tenderer

Tender is instructed to complete the particulars required in this Form, *one form for each entity if Tender is a JV*. Tenderer is further reminded that it is an offence to give false information on this Form

a) Tenderer's details

	ITEM	DESCRIPTION
1	Name of the Procuring Entity	
2	Reference Number of the Tender	
3	Date and Time of Tender Opening	
4	Name of the Tenderer	
5	Full Address and Contact Details of the Tenderer.	1. Country 2. City 3. Location 4. Building 5. Floor 6. Postal Address 7. Name and email of contact person.
6	Current Trade License Registration Number and Expiring date	
7	Name, country and full address (<i>postal and physical addresses, email, and telephone number</i>) of Registering Body/Agency	
8	Description of Nature of Business	
9	Maximum value of business which the Tenderer handles.	
10	State if Tenders Company is listed in stock exchange, give name and full address (<i>postal and physical addresses, email, and telephone number</i>) of state which stock exchange	

General and Specific Details

b) **Sole Proprietor**, provide the following details.

Name in full _____ Age _____ Nationality _____ Country of Origin _____ Citizenship _____

c) **Partnership**, provide the following details.

	Names of Partners	Nationality	Citizenship	% Shares owned
1				
2				
3				

d) **Registered Company**, provide the following details.

i) Private or public Company .

ii) State the nominal and issued capital of the Company-

Nominal Kenya Shillings (Equivalent)

Issued Kenya Shillings (Equivalent)

iii) Give details of Directors as follows.

	Names of Director	Nationality	Citizenship	% Shares owned
1				
2				
3				

e) **DISCLOSURE OF INTEREST-Interest of the Firm in the Procuring Entity.**

i) Are there any person/persons in..... (*Name of Procuring Entity*) who has/have an interest or relationship in this firm?

Yes/No.....

If yes, provide details as follows.

	Names of Person	Designation in the Procuring Entity	Interest or Relationship with Tenderer
1			
2			
3			

ii) **Conflict of interest disclosure**

	Type of Conflict	Disclosure YES OR NO	If YES provide details of the relationship with Tenderer
1	Tenderer is directly or indirectly controlled by or is under common control with another tenderer.		
2	Tenderer receives or has received any direct or indirect subsidy from another tenderer.		
3	Tenderer has the same legal representative as another tenderer		
4	Tenderer has a relationship with another tenderer, directly or through common third parties that puts it in a position to influence the tender of another tenderer, or influence the decisions of KPRL regarding this tendering process.		
5	Any of the Tenderer's affiliates participated as a consultant in the preparation of the design or technical specifications of the works that are the subject of the tender.		
6	Tenderer would be providing goods, works, non-consulting services or consulting services during implementation of the contract specified in this Tender Document.		
7	Tenderer has a close business or family relationship with a professional staff of KPRL who are directly or		

	Type of Conflict	Disclosure YES OR NO	If YES provide details of the relationship with Tenderer
	indirectly involved in the preparation of the Tender document or specifications of the Contract, and/or the Tender evaluation process of such contract.		
8	Tenderer has a close business or family relationship with a professional staff of KPRL who would be involved in the implementation or supervision of the Contract.		
9	Has the conflict stemming from such relationship stated in item 7 and 8 above been resolved in a manner acceptable to KPRL throughout the tendering process and execution of the Contract?		

f) Certification

On behalf of the Tenderer, I certify that the information given above is complete, current and accurate as at the date of submission.

Full Name:

Title or Designation

Signature:

Date & Stamp:
