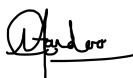


	Renewables Just Energy Transition Office		REFERENCE:
			Revision 0
	Terms of Reference for a Consultant to support Eskom in conducting a feasibility study and implementation plan to repurpose the Cooling Towers at Komati Power Station.		DATE: 16 October 2025
			PAGE 1 OF 9
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CONFIGURATION CONTROL

Document History

Rev.	Date	Preparer	Document No	Changes

Document Retention Time

This document is a Quality Record and shall be retained in accordance with Eskom Quality standards.

NOTE

This document defines the services required from a consultant to conduct a feasibility study and develop an implementation plan for the repurposing of the Cooling Towers at Komati Power Station.

CONTENTS

1. CONTEXT	4
2. STUDY OBJECTIVE	4
3. SCOPE OF WORK	4
4. DELIVERABLES	6
5. CONSULTANT REQUIREMENTS	7
6. DELIVERY SCHEDULE	8
7. PRICING AND PAYMENT	8
8. EVALUATION OF PROPOSALS	9
9. CONFIDENTIALITY	9

1. CONTEXT

Eskom Holdings SOC Ltd has received financing from the World Bank towards the cost of the Eskom Just Energy Transition Project and intends to apply part of the proceeds for the Repurposing of the Cooling Towers at Komati Power Station, Mpumalanga. The final generating unit at Komati Power Station was switched off in October 2022. Eskom intends to procure the consulting services to provide a feasibility study and an implementation plan for the repurposing of the cooling towers at Komati Power Station. The results of this study are a key input to decisions around the repurposing of cooling towers at Komati and other Eskom Power Stations.

This initiative aligns with Eskom's commitment to fostering a low-carbon, resilient economy by 2050 and ensuring the sustainable economic and social development of the Komati area. It is important to note that Komati Power Station is listed as a Critical Infrastructure asset, necessitating individual vetting, access controls, and protocols to prevent loss, damage, disruption, or immobilisation of the power station's core business.

2. STUDY OBJECTIVE

The consulting services aim is to provide a feasibility study and an implementation plan for the repurposing of the cooling towers at Komati Power Station. Key objectives of this study include:

- Identify, shortlist, and prioritise viable, innovative projects that can utilise the existing towers without compromising their structural integrity. These projects must align with sustainability principles and comply with safety and regulatory requirements. The repurposing projects can be for energy or non-energy uses.
- Produce a comprehensive feasibility assessment for the preferred project, encompassing technical and financial considerations, along with an optimal execution and operating model.
- Draft an implementation plan, detailing critical success factors and identifying key risks.

3. SCOPE OF WORK

3.1 Project Identification and Prioritisation

- Propose at least one project concept that, at face value, presents a potentially viable opportunity for repurposing the cooling towers.
- Provide a basic outline of the repurposing concept for the proposed project.
- Estimate the scale of investment required to realise the projects.
- Outline the likely mechanism(s) for recouping the investment.

- Describe the envisioned impact of the project, specifically noting environmental, job creation, and local economic benefits.
- Explicitly state any known critical dependencies, such as environmental authorisations, energy generation license approvals, or the right to use patented processes/technology.
- Provide a high-level risk assessment for each proposed project, noting any high-risk factors.
- Identify the preferred project for the feasibility assessment based on criteria agreed with Eskom.

3.2 Feasibility Assessment

- Conduct a technical feasibility assessment for the proposed new use of the towers, including an assessment of the required structural modifications and possible new infrastructure development, availability of any enabling technology, utilities requirements and availability (water, power, waste disposal), and site access. This assessment should consider the pre-existing visual inspection report of the cooling towers (Eskom will share this report with the appointed service provider).
- Produce a financial feasibility assessment for the preferred project, including high-level capital expenditure and operational expenditure estimates, revenue projections, realistic funding options and key financial indicators.
- Estimate the number of direct jobs that would be created at various stages (e.g. construction and operating phases), including categorisation by skill level. Articulate and quantify other relevant local economic benefits.
- The financial and economic feasibility must clearly state the value for money proposition, including a qualitative and quantitative assessment of public good benefits where applicable.
- Provide a preliminary assessment of potential environmental and social impacts, identification of key regulatory requirements (permits, licenses). This should include waste management and decommissioning considerations for the new purpose.
- Identify any technical, financial, environmental, safety, social or regulatory risks associated with the preferred project and develop mitigation strategies.
- Determine the optimal execution and operating model for the preferred project.

3.3 Implementation Plan Development

- Draft a comprehensive implementation plan for the preferred project.
- Identify critical success factors necessary for the successful execution of the project.
- Produce a risk management strategy for the project's implementation.
- Develop a detailed project timeline with key milestones.

- Propose an organisational and governance structure for the implementation phase.
- Outline any key stakeholder engagement requirements.
- Estimate costs and resource requirements.

4. DELIVERABLES

The deliverables of this feasibility study are summarised as follows:

4.1. Project Concept Submission Report

- Submission of at least one project concept detailing the repurposing idea, estimated investment, recoupment mechanisms, envisioned impact (environmental, job creation, local economic benefits), and critical dependencies and a preferred project recommendation.
- This report should include the identification, shortlisting and prioritisation of the viable options for the repurposing of the cooling towers. Additionally, a clear justification should be provided for the selected repurposing model from the options considered.

4.2. Feasibility Report

- A comprehensive evaluation of the preferred project's viability, including technical, structural and financial considerations.
- Analysis of location suitability and resource availability relevant to the proposed repurposing.
- An optimal execution and operating model.
- Data-driven insights to support decision-making.

4.3. Implementation Plan

- An actionable plan outlining the steps needed to launch the project.
- Identification of critical success factors.
- Estimate costs and resource requirements.
- Note, all data, models (e.g., financial models in editable Excel format), and analytical tools used or developed during the assignment are to be submitted to Eskom.

Note: Eskom will pay for and supply an independent structural engineering report on the cooling towers and associated repair/ replacement costs when the project is implemented.

5. CONSULTANT REQUIREMENTS

The Consultant is expected to field experts who are qualified to complete the scope of work as detailed in Section 3 of this Terms of Reference. When responding to these Terms of Reference, the Consultant must warrant that the proposed experts are available to work on the feasibility study and that they have the requisite expertise to do so. The Consultant must demonstrate successful experience in conducting feasibility projects that demonstrate multi-disciplinary complexity, public-private partnership models, and projects that have successfully progressed from feasibility to execution.

The key expert roles, whose CVs and experience will be evaluated, should include the following:

Position	Minimum Experience	Experience Requirements	% Weighting
Project Manager	10+ years relevant experience University Degree	- Proven track record in managing complex, multi-disciplinary feasibility studies for industrial or infrastructure projects. - Experience with World Bank or similar international financial institution (IFI) funded projects is highly desirable. - Strong understanding of project risk management, process management, stakeholder management, and financial oversight. - Excellent reporting and communication skills.	30%
Lead Structural /Civil Engineer	10+ years relevant experience Structural/Civil Engineering Degree	- Experience in developing engineering solutions for large-scale reinforced concrete structures, ideally including the refurbishment and re-use of brownfield infrastructure. - Experience with structural integrity analysis and conditional assessments - Familiarity with relevant international and South African engineering codes and standards.	20%
Technical/ Industrial Specialists	5+ years relevant experience Relevant Engineering Degree	- Proven experience in relevant technical and operational feasibility for industrial or energy projects. - Ability to assess infrastructure requirements for the proposed new uses.	20%

Position	Minimum Experience	Experience Requirements	% Weighting
		Experience in process design, equipment selection, and operational planning.	
Economic Analyst	6+ years relevant experience Economics Degree	- Robust experience in economic cost-benefit analysis and economic impact assessment for large-scale projects. - Understanding of local economic development objectives, job creation metrics and skills requirements.	10%
Financial Analyst	5+ years Relevant University Degree	- Strong expertise in financial modelling and financial feasibility analysis for multiple large-scale infrastructure projects. - Experience in developing business cases, identifying feasible funding sources (public and private), and performing financial sensitivity/risk analysis.	10%
Environmental Specialist	5+ years relevant experience Environmental Sciences degree	- Experience in conducting Environmental Impact Assessments (EIAs) or scoping studies for industrial or infrastructure projects in South Africa. - Knowledge of South African environmental regulations, permitting processes, and waste management. - Experience with sustainable development principles and integrating them into project design.	5%
Legal Advisor	3+ years relevant experience Law Degree	- Experience with South African legislation related to land use, zoning, construction permits, industrial site regulations, and occupational health and safety. - Experience in advising on public procurement and contractual matters for large projects.	5%

6. DELIVERY SCHEDULE

The feasibility study is expected to be completed within 4 months from the signing of the contract. The Consultant must provide a Gantt chart in response to this Terms of Reference, which shows the activities, milestones, and deliverables over the term of the project.

7. PRICING AND PAYMENT

The consultant needs to provide a lump sum bid for all fixed and variable costs for conducting the service as part of the financial proposal. The bid should cover all staff costs, research

activities, site visits and travel, data collection and report preparation. The Consultant must propose a deliverables-based payment schedule. No more than 10% of the total budget will be made available as a mobilisation payment.

8. EVALUATION OF PROPOSALS

The selection for the assignment will be based on the Consultant Qualification Selection (CQS) Method, where technical quality is weighted 80% and cost is weighted 20%. For the technical proposal, the relative weighting of team CVs, methodology and project Gantt chart is 60%, 30% and 10%, respectively.

9. CONFIDENTIALITY

- All data and information received from Eskom for the purpose of this assignment must be treated confidentially and is only to be used in connection with the execution of this Terms of Reference.
- All intellectual property rights arising from the execution of these Terms of Reference are assigned to Eskom.
- The contents of written materials obtained and used in this assignment may not be disclosed to any third parties using any media, without the expressed advance written authorisation of Eskom.