

Amendment to Request for Proposal

Amendment number: 01
Reference Request for Proposal Number: RFP-CATALYZE-APEP-2024-0008

Amendment effective date: August 1, 2024

Description of Amendment:

1. This amendment serves to add an additional Bidders' Conference date to be held on August 21, 2024 at 13:00 EDT (UTC-4). The link to register for the conference can be found in the ***Evaluation and Award Process*** section of the RFP.

Request for Proposal (RFP)

Subject RFP #:	RFP-CATALYZE-APEP-2024-0008
RFP Issue Date:	July 10, 2024
Project	CATALYZE Innovative Blended Finance
The Company	Palladium International, LLC
Country of Performance	Uruguay
	Open Enrollment until August 31, 2024, at 17:00 EDT (UTC-4)
Closing Date and Time	First Round of Proposal Evaluations: July 30, 2024 Second Round of Proposal Evaluations: August 15, 2024 Third Round of Proposal Evaluations: August 31, 2024
Questions Deadline	<input checked="" type="checkbox"/> Accepted at catalyze.procurements@thepalladiumgroup.com initial responses posted to CATALYZE procurement site and response document to be updated based on questions received by August 20, 2024, at 17:00 EDT (UTC-4).
Bidders' Conference	<input checked="" type="checkbox"/> July 25, 2024, at 13:00 EDT (UTC-4) August 21, 2024 at 13:00 EDT (UTC-4)
Details for Submission	Submissions will be accepted: <input checked="" type="checkbox"/> Electronically: email to catalyze.procurements@thepalladiumgroup.com
Offer Validity Period	6 months

Thank you for your interest in the above procurement. As implementer for the CATALYZE Innovative Blended Finance Project funded by United States Agency for International Development (USAID), Palladium invites you to submit a proposal for the scope of work attached in Annex A. Your proposal must be valid for the Validity Period.

Please email your notice of intention to submit a proposal by the Questions Deadline. Answers to questions shall be distributed to all offerors that have indicated an intention to submit a proposal by the deadline.

Please submit your proposal in accordance with the Details for Submission above by the Closing Date and Time. This RFP in no way obligates Palladium to award a contract nor does it commit Palladium to pay any cost incurred in the preparation and submission of a proposal. Palladium bears no responsibility for data errors resulting from transmission or conversion processes.

Yours sincerely,

CATALYZE Procurement Team

Terms and conditions

1. Proposal Conditions

By submitting a proposal, potential suppliers are bound by these terms and conditions. Potential suppliers must submit offers with all details provided in English and with prices quoted in a single currency.

2. Proposal Lodgement

The Company may grant extensions to the Closing Time at its discretion. The Company will not consider any quotes received after the Closing Time specified in the RFP unless the Company determines to do so otherwise at its sole discretion.

3. Evaluation

The Company may review all proposal to confirm compliance with this RFP and to determine the best proposal in the circumstances.

4. Alterations

The Company may decline to consider a proposal in which there are alterations, erasures, illegibility, ambiguity or incomplete details.

5. The Company's Rights

The Company may, at its discretion, discontinue the RFP; decline to accept any proposal; terminate, extend or vary its selection process; decline to issue any contract; seek information or negotiate with any potential supplier that has not been invited to submit a proposal; satisfy its requirement separately from the RFP process; terminate negotiations at any time and commence negotiations with any other potential supplier; evaluate proposals as the Company sees appropriate (including with reference to information provided by the prospective supplier or from a third party); and negotiate with any one or more potential suppliers.

6. Amendments and Queries

The Company may amend, or clarify any aspect of the RFP prior to the RFP Closing Time by issuing an amendment to the RFP in the same manner as the original RFP was distributed. Such amendments or clarifications will, as far as is practicable be issued simultaneously to all parties.

Any queries regarding this RFP should be directed to the Contact Person identified on the cover page of this RFP.

7. Clarification

The Company may, at any time prior to execution of a contract, seek clarification or additional information from, and enter into discussions and negotiations with, any or all potential suppliers in relation to their proposals. In doing so, the Company will not allow any potential supplier to substantially tailor or amend their proposal.

8. Confidentiality

In their proposal, potential suppliers must identify any aspects of their proposal that they consider should be kept confidential, with reasons. Potential suppliers should note that the Company will only agree to treat information as confidential in cases that it considers appropriate. In the absence of such an agreement, potential suppliers acknowledge that the Company has the right to disclose the information contained in their proposal.

The potential supplier acknowledges that in the course of this RFP, it may become acquainted with or have access to the Company's Confidential Information (including the existence and terms of this RFP and the TOR). It agrees to maintain the confidence of the Confidential Information and to prevent its unauthorised disclosure to any other person. If the potential supplier is required to disclose Confidential Information due to a relevant law or legal proceedings, it will provide reasonable notice of such disclosure to the Company. The parties agree that this obligation applies during the RFP and after the completion of the process.

9. Alternatives

Potential suppliers may submit proposals for alternative methods of addressing the Company's requirement described in the RFP where the option to do so was stated in the RFP or agreed in writing with the Company prior to the RFP Closing Time. Potential suppliers are responsible for providing a sufficient level of detail about the alternative solution to enable its evaluation.

10. Reference Material

If the RFP references any other materials including, but not limited to, reports, plans, drawings, samples or other reference material, the potential supplier is responsible for obtaining the referenced material and considering it in framing their proposal. And provide it to the Company upon request.

11. Price/Cost Basis

Prices or costs quoted must show the tax exclusive price, the tax component and the tax inclusive price.

The contract price, which must include any and all taxes, supplier charges and costs, will be the maximum price payable by the Company for the Goods and/or Services.

12. Financial information

If requested by the Company, potential suppliers must be able to demonstrate their financial stability and ability to remain viable as a provider of the Goods and/or Services over the term of any agreement.

If requested by the Company, the potential supplier must promptly provide the Company with such information or documentation as the Company reasonably requires in order to evaluate the potential supplier's financial stability.

13. Referees

The Company reserves the right to contact the potential supplier's referees, or any other person, directly and without notifying the potential supplier.

14. Conflict of interest

Potential suppliers must notify the Company immediately if any actual, potential or perceived conflict of interest arises (a perceived conflict of interest is one in which a reasonable person would think that the person's judgement and/or actions are likely to be compromised, whether due to a financial or personal interest (including those of family members) in the procurement or the Company).

15. Inconsistencies

If there is inconsistency between any of the parts of the RFP the following order of precedence shall apply:

- (a) these Terms and Conditions;
- (b) the first page of this RFP; and
- (c) the Schedule

so that the provision in the higher ranked document will prevail to the extent of the inconsistency.

16. Collusion and Unlawful Inducements

Potential suppliers and their officers, employees, agents and advisors must not engage in any collusive, anti-competitive conduct or any other similar conduct with any other potential supplier or person or quote any unlawful inducements in relation to their proposal or the RFP process.

Potential suppliers must disclose where proposals have been compiled with the assistance of current or former the Company employees (within the previous 9 months and who was substantially involved in the design, preparation, appraisal, review, and or daily management of this activity) and should note that this may exclude their proposal from consideration.

Potential suppliers warrant that they have not provided or offered any payment, gift, item, hospitality or any other benefit to the Company, its employees, consultants, agents, subcontractors (or any other person involved in the decision-making process relating to this RFP) which could give rise to a perception of bribery or corruption in relation to the RFP or any other dealings between the parties.

17. Jurisdiction

This RFP shall be subject to the laws of the District of Columbia, United States of America. The language of the arbitration will be English.

The Potential Supplier and the Company will use their best efforts to settle amicably any dispute, controversy, or claim arising out of, or relating to this RFP or the breach, termination, or invalidity thereof. If no agreeable settlement can be found, any dispute, controversy, or claim arising out of or relating to this RFP or the breach, termination, or invalidity thereof, shall be settled by mediation through the American Arbitration Association by filing a request for mediation with the AAA and the other party. The Parties will be bound by any arbitration award rendered as a result of such arbitration as the final adjudication of any such dispute.

Company Information

Palladium is a global leader in the design, development and delivery of Positive Impact — the intentional creation of enduring social and economic value. We work with corporations, governments, foundations, investors, communities and civil society to formulate strategies and implement solutions that generate lasting social, environmental and financial benefits.

Project Background

The CATALYZE Blended Finance Mechanism is a \$250 Million, 8-year, performance-based contract (5-year base period, with a single 3-year option period) which builds partnership platforms with public and private sector actors to leverage USAID resources to mobilize up to \$2 Billion in private capital towards development solutions for underserved countries, sectors and populations. CATALYZE offers a great deal of flexibility to project designers, with a wide-ranging set of activities, including programs focused on building blended finance platforms to deliver education finance to support improved access, quality and learning outcomes among primary school children in non-state schools; achieving women's economic empowerment objectives, such as expanding delivery of finance to women SMEs, financial institutions serving women and female and youth agribusiness owners; financing and technical assistance to improve SME competitiveness; improving access and quality of early child care; improving access to employment, food security, water, sanitation and hygiene, among other development challenges.

The CATALYZE Americas Partnership for Economic Prosperity (APEP) Accelerator Activity is a two-year initiative focused on promoting the inclusive growth of social and impact startup enterprises within the Americas Partnership countries, which include Barbados, Chile, Colombia, Costa Rica, Dominican Republic, Ecuador, Mexico, Panama, Peru, and Uruguay. The CATALYZE APEP Accelerator was created to support the overarching Americas Partnership for Economic Prosperity that was announced by President Biden in June 2022 to foster economic growth, decrease inequity, and build the competitiveness of the Western Hemisphere. The CATALYZE APEP Accelerator aims to build upon ecosystems and market players to facilitate increased socioeconomic and climate impacts, including improved employment, and increased incomes in the target region.

Specifically, the CATALYZE APEP Accelerator Activity will facilitate resources to strengthen startup enterprises, strengthen regional networks, and establish market linkages to address current gaps in the entrepreneurial ecosystem. The CATALYZE APEP Accelerator will provide growth enterprises with a range of capacity building and investment readiness support and will build linkages to markets, investors, other entrepreneurs, and other stakeholders. Through delivery of these resources, startup/growth enterprises will be better able to improve business productivity and access new markets and financing to scale their businesses, leading to financial returns alongside positive socioeconomic and climate impacts in the region.

The CATALYZE APEP Accelerator Activity objectives are:

1. Improve the internal capacities and performance of social and impact startup enterprises in the target region.
2. Mobilize additional investment to social and impact startup enterprises in the target region.
3. Strengthen and better integrate regional entrepreneurial ecosystems and networks.

Purpose

To unlock the potential of private capital to strengthen the growth of social and impact startup enterprises in Uruguay, the CATALYZE APEP Accelerator is seeking to facilitate connections between enterprises and investors to mobilize private capital to finance high growth potential enterprises in sectors that can generate positive social and environmental impact to enable them to become resilient, create sustainable jobs, and improve livelihoods. Therefore, the purpose of this RFP is to engage Transaction Advisory Service Providers (TASPs) under a Pay-for-Results (P4R) services model to deliver increased investment and advisory services to mobilize capital for enterprises in Uruguay. These services are meant to be complementary to the CATALYZE APEP Accelerator's grant program to provide business acceleration services to SMEs in Uruguay.

The CATALYZE APEP Accelerator Activity seeks to engage qualified TASPs to meet the need of the private sector enterprises in the target sectors in accessing financing more effectively. Under this RFP, TASPs are individuals and/or organizations which will advise enterprises to strengthen their business models, identify relevant financial partners depending on the enterprise needs to ensure an appropriate financing vehicle is utilized, assist in the preparation of due diligence materials and financing applications to financial intermediaries, and assist with any meetings/due diligence required to receive approval for the financing.

We anticipate that TASPs will support in enterprise identification, structuring and facilitation of financing transactions valued between USD \$300,000 and \$5,000,000, with a minimum transaction size of USD \$300,000. TASPs will report to CATALYZE APEP Accelerator's Regional Program Managers to share status updates of pipeline opportunities and ongoing transactions and to receive referrals from the Accelerator Program.

Through this RFP, we intend to mobilize TASPs that have an understanding of the impact investment ecosystem in Uruguay to work with enterprises to close capital gaps and unlock financing opportunities. The intent is to engage one or multiple qualified TASPs through this procurement. Therefore, to be eligible under this Tender, TASPs must demonstrate a track record of successfully assisting enterprises to secure financing in Uruguay or demonstrate pipeline with potential investors that are willing to invest in social and impact focused enterprises in Uruguay.

Type of Contract

Palladium intends to issue a Firm Fixed Price subcontract to the selected offeror/s.

Anticipated Contract Period of Performance

The contract period of performance will be a one-year contract with an option to renew annually until the end of the life of the project, currently September 30, 2025.

Place of Performance

The place of performance of the work to be performed under this contract is in Uruguay. The CATALYZE APEP Accelerator will only approve transactions for financing that supports enterprises operating in Uruguay. Please note that Offerors can be based in any country that is not deemed a prohibited source by USAID.

Target Sectors

TASPs will be compensated for successful delivery of services towards transactions that align with the project's objectives, such as those in the following sectors: Climate (such as AgTech, Climate Tech, Clean Energy, and Blue Economy), Financial Inclusion and Access to Markets (in particular for the informal sector), Ed Tech (with focus on upskilling and job training for women and youth), and other products and services improving the productivity and outcomes for the informal sector. These sectors are illustrative; a criteria sheet will be shared with contracted TASPs by the CATALYZE APEP Accelerator team which will be utilized to guide TASPs on whether identified transactions align with the project's goals and is eligible for services.

Illustrative Key Deliverables and Payment Schedule

Required Documents (subject to modification)	Payment Amount for the first investment with the client enterprise	Payment Amount for the second or any subsequent investment with the client enterprise
Deliverable 0: Pre-Approval: Opportunity Description and Transaction Eligibility Matrix demonstrating eligibility of the transaction (see Sample Transaction Eligibility Matrix in Attachment 2).	No payment	No payment
Deliverable 1 - Engagement: If TASP received approval of Deliverable 0, the TASP will be required to submit: (1) Engagement Agreement signed by the TASP and the qualified client enterprise, noting any cost sharing or co-investment from the client enterprise; (2) Work plan including a GANTT chart with expected timeline of work on any investor materials, financing application submissions, and disbursement of financing.	\$1,000	0
Deliverable 2 - Investment Application: Evidence of completed and accepted loan application or confirmation of start of investor due diligence (may include a complete due diligence folder with evidence of access by at least one investor via email or screenshot). A minimum transaction value of \$300,000 may qualify for this payment.	\$1,000	\$0
Deliverable 3 - Private Capital Mobilized: Transaction approval documentation (investment agreement document i.e. term sheet, letter of intent, loan agreement or shareholder agreement).		
A) Debt	1.5% of the transaction value of debt capital raised	1.0% of the transaction value of debt capital raised
B) Equity or quasi-equity	3.0% of the transaction value of the equity capital raised	2.0% of the transaction value of the equity capital raised
Maximum payment per contract:	\$20,000	

Please see Illustrative Payment Examples in Attachment 3.

The Pay-for-Results payments for qualified enterprise financing under this RFP/subcontract will pay a success fee of no higher than 3.0% of the financing approved and received by qualified enterprises per the schedule above. In a Pay-for-Results contract, the TASP will be compensated based on the results it delivers. The ceiling for each contract is \$20,000, however this may be adjusted based on TASP performance and pipeline of transactions. The TASP must demonstrate evidence results (private capital mobilized) to receive payment. Private financing refers to funding provided by a non-state, private finance provider (with the caveat that financing from state-owned but independently-managed finance providers are eligible). Mobilized is defined as: i) for debt, a written or electronic financing commitment from a finance provider and accepted by the finance seeker and ii) for non-debt (or equity), disbursement of financing. In

this instance, a TASP must provide proof of financing commitment and acceptance, or disbursement of financing to the supported enterprise to receive payments.

To promote sustainability of the effort and ecosystem building, we recognize that TASP's may seek additional compensation from client enterprises which we do not discourage, however we require the TASP to report the value of such arrangements as part of Deliverable 1 above.

Instructions to Offerors

Technical proposals must be submitted by email no later than the time and date specified on the cover page. The CATALYZE APEP Accelerator will accept proposals from nongovernmental organizations, non-profit, and for-profit organizations that meet all requirements stipulated in the Evaluation and Award Process section of this RFP.

1. Technical Proposal

For the technical proposal, the offeror must submit:

- (a) Cover letter with the following information:
 - 1. Firm or Individual contact info and address.
 - 2. Type of firm or organization (not applicable to individuals).
 - 3. Unique Entity Identification (UEI) Number (Company must have a UEI number or obtain one within 5 days of being notified of selection). UEI does not apply to individuals applying.
 - 4. Signed by an authorized representative of the company.
- (b) Background on the firm or CV of individual consultant (max 2 pages)
- (c) Past Experience and Capability Statement of the applicant in performing similar transaction advisory services and the result of those services (maximum 2 pages).
- (d) Technical Proposal including investment readiness services that the offeror can provide to enterprises, current pipeline of enterprises seeking capital (include pipeline enterprise name, impact area, country of operation, target amount of capital, target type of capital, and potential investors identified, if possible), plan to identify additional enterprises that meet CATALYZE APEP Accelerator's criteria, and total amount of capital expected to be raised within a one-year period. Offerors should also provide a work plan (Gantt Chart) indicating specific activities to be undertaken with timeline and explaining how the Offeror will collect required monitoring and verification data (maximum 3 pages with Gantt as a separate annex).
- (e) Contact details for three referees that can speak to the Offerors experience with transaction advisory (max 1 page)
- (f) All supporting documentation specified below in the pass/fail evaluation criteria.

Note: GSA has developed a useful interactive PDF tool that guides through the most common scenarios about UEI (https://www.fsd.gov/gsafsd_sp?id=kb_article_view&sysparm_article=KB0060383)

Submission of Offers

Electronic proposals must be submitted by email with the RFP number in the subject lines. The RFP number can be found on the cover page.

Offers received past the deadline stated on the cover page will be deemed non-responsive and will not be considered for award.

Evaluation and Award Process

Proposals will be evaluated using a best value trade off methodology. This is a two-stage evaluation process.

- (1) The first set of evaluation criteria is graded on a pass/fail basis. Offerors must meet the following minimum eligibility qualification criteria and provide supporting documentation:

	Requirement	Supporting Documentation
(a)	Firm - Must be a registered legal entity in one of the project's 10 target countries for a minimum of one year (not applicable to individuals applying)	Firm - Copy of certificate or articles and memorandum of associate.

	Requirement	Supporting Documentation
	Individual - Must share a copy of their legal identification card	Individual – Copy of valid legal identification.
(b)	Must not have any active exclusions from the working with the US government (www.sam.gov), the UN (Sanctions List), or the US Department of the Treasury Office of Foreign Asset Control	N/A (Palladium will conduct an online check of mentioned exclusion with pass/fail evaluation).
(c)	Must have a Unique Entity Identifier (UEI) or submit proof of UEI registration. Offerors can register at SAM.gov.	UEI number, screenshot of registration confirmation, or email confirmation of registration. Offerors submitting proposals as individual consultants are excluded from this requirement.
(d)	Certify that they are not part of a government or any government structures. Additionally, certify that they are not affiliated with any political party nor engaged in any partisan activities.	Completion and certification of annexed Due Diligence Questionnaire.

(2) If these minimum criteria are met, the offer's technical proposal will be evaluated as follows:

Evaluation Criteria	Documents Evaluated	Points
Proposed key personnel (team or individual)	List of personnel with proposed CV(s) with demonstrate experience working with social and impact enterprises in target country, specifically in supporting investment readiness of such enterprises and enabling them to raise capital.	20
Past performance record	References and demonstrated experience and success in closing of transactions including evidence and description of these assignments. List transactions closed (enterprise, lender / investor, and general terms of the transactions)	20
Technical approach	Explanation of how results will be achieved, including approach to: (1) transaction pipeline development (target sectors, stage, inclusivity criteria), (2) investment readiness methodology to be applied, (3) access to investors/capital providers (existing contacts or networks to be developed), (4) due diligence and negotiation of terms with investors on behalf of client enterprises.	30
Expected capital raise	Provide an estimate of anticipated capital to be mobilized (closed transactions) during the contract period, including anticipated type of capital, sectors, inclusion of women-led and other minority-led enterprises. Estimates should be based on the TASP's existing pipeline, track record, and understanding of market opportunities.	30
TOTAL		100

Palladium reserves the right to award under this solicitation without further negotiations. The offerors are encouraged to offer their best terms and prices with the original submission.

Technical proposals will be evaluated by the CATALYZE team during three separate periods. The first evaluation will occur on July 30th, 2024, and include any proposals received up until 17:00 EST (UTC-5) of that day. The second evaluation will occur on August 15th, 2024, and include any proposals received up until 17:00 EST (UTC-5) of that day. The final evaluation will occur on August 31st, 2024, and include all remaining proposals received after the initial two evaluations.

Offerors should send any questions related to the RFP to the CATALYZE Procurement email listed on the cover page by August 20, 2024. Offerors may also register for the Bidder's Conference that will be held on August 21, 2024 at 13:00 EDT (UTC-4) by following the [link here](#). Please note that the Bidder's Conference will be held in Spanish.

PROCUREMENT INTEGRITY AND ETHICS

It is Palladium's Policy that no gifts of any kind and of any value be exchanged between vendors/contractors and Palladium personnel. Discovery of the same will be grounds for disqualification of the vendor/contractor from participation in any Palladium's procurements and may result in disciplinary actions against Palladium personnel involved in such discovered transactions.

Resulting Award

This RFP in no way obligates Palladium to award a contract. Palladium may opt to select multiple offers in response to this RFP.

Any contract/purchase order resulting from this solicitation must be signed by both parties in order to be considered valid and in force. All costs associated with, but not limited to, production, preparation and/or delivery of goods or services, including deliveries, accepted by Palladium staff, without a fully executed (signed by both parties) contract/purchase order, are at the vendor's risk only. Palladium shall not pay for any costs, without limitation, associated with production, preparation or delivery of goods and/or services under this or any other contract/purchase order, which has not been signed by both parties.

If your proposal is successful, you will be required to enter into the Company's standard contract for the types of goods or services being provided. In the provision of the Goods and Services, you will be required to comply with the Company's policies, including (without limitation) its Business Partner Code of Conduct and any relevant client terms and conditions. Potential suppliers must also comply with the Company's Business Partner Code of Conduct in the submission of any proposals pursuant to this RFP.

If you are bidding as part of a joint venture, partnership or similar, please make this clear in your submission. Likewise, if you propose to subcontract any part of the goods or services provision, then disclose this fact within your submission. The Company may require additional information from you and approval for subcontracting will not be automatic as subcontractors will be subject to Palladium's Due Diligence process.

Attachments

Please review the additional documentation and proposed contracts terms and conditions which should be given consideration when preparing your proposal. By submitting your bid you will certify that that you are in agreement with the contract terms and conditions as included in this solicitation and that all prices include all aspects of the required compliance with the terms and conditions of the proposed contract.

Attachment 1- Due Diligence Questionnaire

Attachment 2 – Sample Opportunity Description and Transaction Eligibility Matrix

Attachment 3 – Illustrative Payment Examples

Attachment 4 – Illustrative Pipeline

Palladium Business Partner Code of Conduct and Child Protection Guidelines can be downloaded in full at: <http://www.thepalladiumgroup.com/policies> or request through email from Catalyze.procurements@thepalladiumgroup.com