

May 30, 2024

Request for quotation (RFQ) – Legal Services

RFQ Title:	Legal Services
RFQ Issue Date:	June 17, 2024
Terms of Reference / Specifications:	The Services to be delivered are detailed in the attached Schedule
The Company	Palladium Group Honduras S.A.
Closing Date and Time	July 5, 2024 at 5:00 p.m. (Honduras time)
Contact Person	Ingrid Lagos and Marina Navarro
Details for Submission	Please submit quotes to ingrid.lagos@thepalladiumgroup.com

Thank you for your interest in the above procurement. The Company invites you to submit a quote for the Services listed below. Your quote will be valid for the Validity Period.

Please forward your quote in accordance with the Details for Submission above by the Closing Date and Time.

I look forward to your response. If you have any queries, please do not hesitate to contact me via e-mail at ingrid.lagos@thepalladiumgroup.com or marina.navarro@thepalladiumgroup.com .

Yours sincerely,

PROPEL Health Honduras

Terms and conditions

1. Quote Conditions

By submitting a quote, 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. Quote 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 RFQ unless the Company determines to do so otherwise at its sole discretion.

3. Evaluation

The Company may review all quotes to confirm compliance with this RFQ and to determine the best quote in the circumstances.

4. Alterations

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

5. The Company's Rights

The Company may, at its discretion, discontinue the RFQ; decline to accept any quote; 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 Quote; satisfy its requirement separately from the RFQ process; terminate negotiations at any time and commence negotiations with any other potential supplier; evaluate quotes 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 RFQ prior to the RFQ Closing Time by issuing an amendment to the RFQ in the same manner as the original RFQ was distributed. Such amendments or clarifications will, as far as is practicable be issued simultaneously to all parties. Any queries regarding this RFQ should be directed to the Contact Person identified on the cover page of this RFQ.

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 quotes. In doing so, the Company will not allow any potential supplier to substantially tailor or amend their quote.

8. Confidentiality

In their quote, potential suppliers must identify any aspects of their quote 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 quote.

The potential supplier acknowledges that in the course of this RFQ, it may become acquainted with or have access to the Company's Confidential Information (including the existence and terms of this RFQ 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 RFQ and after the completion of the process.

9. Alternatives

Potential suppliers may submit quotes for alternative methods of addressing the Company's requirement described in the RFQ where the option to do so was stated in the RFQ or agreed in writing with the Company prior to the RFQ 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 RFQ 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 quote. And provide it to the Company upon request.

11. Price Basis

Prices quoted must be provided as a fixed maximum price and 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 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 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. 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 quote or the RFQ process.

Potential suppliers must disclose where quotes 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 quote 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 RFQ) which could give rise to a perception of bribery or corruption in relation to the RFQ or any other dealings between the parties.

1. INTRODUCTION

Palladium Group Honduras S.A. intends to hire the legal services of an experienced and accredited legal firm for general corporate law matters related to its operations in the Republic of Honduras according to this Terms of Reference (ToR).

2. DESCRIPTION OF THE COMPANY

Palladium Group Honduras S.A. provides professional services on health, education, and economic growth matters to deliver positive impact in the Republic of Honduras. Our main office is located in the capital city of Tegucigalpa, with presence in San Pedro Sula and Cortés. Our group of technical experts and management specialists provide technical assistance to the government of Honduras through international development projects funded by the United States Agency for International Development (USAID).

3. SCOPE OF THE WORK

The scope of the work consists of advising and assisting Palladium Group Honduras S.A. with local law matters in Honduras including, but not limited to, Corporate, Contracts, Labor and Employment, Mergers and Acquisitions, Commercial, Tax, Foreign Investments, Intellectual Property, Technology Transfer, Real Estate, Environmental, Civil, Labor and Tax Litigation and issues related to Administrative and Legal Proceedings (Regulatory Agencies), according to the Palladium Group needs. Proven experience working with USAID implementing partners required.

4. FEE

Please provide your alternative fee proposals including discounted hourly rates, monthly retainers, and annual retainer. Please include hourly rates for each team member.

5. Selection Criteria

Palladium will assess each submission based on a Selection Panel Report, and will be based on compliance with this Request for Quotation (RFQ), ability to meet the requirement as specified and overall value for money using the following criteria:

- Proven subject matter expertise;
- Relevant Past Experience;
- The fee to be charged for providing the Services.

PROPOSAL SUBMISSION

The proposal must contain:

- Applicable registration/license of the proposing company;
- Selected Experience in the areas mentioned above;
- A list of the technical team responsible for executing the proposal, including the professional's resume(s);
- Company Profile;

- Professional indemnity Insurance, if applicable; and
- Separate Financial Proposal.

8. Other Requirements:

- The Company must complete Due Diligence Questionnaire if selected for Award within 5 days (please see attached Due Diligence Questionnaire)
- The Company must have a UEI number or obtain one within 5 days of being notified of selection (please see attached instructions for obtaining UEI number)

If your quote is successful, you will be required to enter into the Company's standard contract for the types of services being provided. In the provision of Services, you will be required to comply with the Company's policies, including (without limitation) its Business Partner Code of Conduct and any relevant Project Manual. Potential suppliers must also comply with the Company's Business Partner Code of Conduct in the submission of any quotes pursuant to this RFQ.

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 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.

ANNEX B

Due diligence form

Please provide answers to and information regarding all of the questions below. For any answer requiring more space than is given in this form, please attach the complete answer on a separate sheet. To the extent permitted by law, all information provided in this form will be held in confidence and not disclosed to any third parties without prior notice and approval.

Part 1 Identifying information

Part 1 a

To be completed if an **organisation** is the subject of Due Diligence

Name of organisation: ...

Organisation headquarters address/main office: ...

Country or countries where activities will take place: ...

Website for organisation: ...

Name of owner/managing director for organisation: ...

List any former name(s) owner/managing director for organisation: ...

Part 1 b

To be completed either if an **individual** is the Subject of Due Diligence or, if an **organisation** is the Subject of Due Diligence, then to be filled out by the owner/managing director of the organisation

Full Legal Name (As written on passport or national identification card) ...

Home address for individual or owner/managing director, phone number, and email address: ...

Identify card / Passport: ...

Nationality: ... Date of birth: dd/mm/yyyy

Telephone: ... E-mail: ...

Part 2 Business information

(Only applicable if an organisation is the Subject of Due Diligence. For individual move to part 4)

To be completed by the owner/managing director

a Sole Proprietorship Partnership Corporation Non Profit Other

If other, please specify below:

...

b Is this organisation registered? If so, Yes No
please note the country and registration
number below

...

d Is the entity an organisation listed on a Yes No
public stock exchange? If so, please
provide relevant details below.

...

e If applicable, please list any parent companies or subsidiaries below:

...

Does any Public Official or government entity have any financial, management Yes No
or controlling interest in your organisation? If so, provide details and level of
interest below.

...

Please list the full names and date of birth of all Principals for your organisation. (Note: the term
"Principal" includes, but is not limited to, the executive officers, partners, owners, directors, trustees
or others who exercise control over your organisation).

...

Part 3 Compliance, health and safety

Does the organisation have an institutionalized Financial and internal controls policy? If so, please attach or provide details below. Yes No

...

Does the organisation have an occupational health and safety (OHS) policy? If so, please attach or provide details below. Yes No

...

Please state whether the organisation meets the legislative requirement of compulsory insurance where business will take place and please attach the certification or provide details by country or countries.

...

Part 4 Government relationships

To be completed by the individual or owner/managing director of the organisation

Please state whether:	You are currently, or have been during the last two years, a Public Official (as that term is defined in Part 7 below)	Yes <input type="checkbox"/>	No <input type="checkbox"/>
	Your organisation employs a current Public Official (<i>If applicable</i>)	Yes <input type="checkbox"/>	No <input type="checkbox"/>
	You are a close relative (i.e. mother, father, sister, brother, spouse or child) of a Public Official	Yes <input type="checkbox"/>	No <input type="checkbox"/>
	Any Principal of your organisation has a close relative who is a Public Official (<i>If applicable</i>)	Yes <input type="checkbox"/>	No <input type="checkbox"/>

For any person identified as a close relative above, please provide their name (surnames and given name), title, relationship to you or the organisation, and responsibilities for the government, agency, or government controlled enterprise or company. If additional space is needed, attach a separate sheet of paper.

...

Part 5 Prior conduct

To be completed by the individual or owner/managing director of the organisation

Have you (or any Principals of your organisation) ever been investigated for, charged with, convicted or otherwise implicated in criminal, corrupt, unethical, or unlawful conduct? Yes No

(If applicable) Has the organisation, or any subsidiary or affiliate of your organisation ever been investigated for, charged with, convicted or otherwise implicated in criminal, corrupt, unethical, or unlawful conduct? Yes No

(If applicable) Has the organisation ever been issued a sanction or committed a violation of law or regulation? Yes No

If yes to any of the above, please describe the circumstances below:

...

Part 6 Additional disclosures

To be completed by the individual or owner/managing director of the organisation

Please provide any additional information below that would assist the company in performing its due diligence review. If more space is needed, attach a separate sheet.

...

Part 7 Certification

To be completed by the individual or owner/managing director of the organisation

Certification

I hereby certify that:

To the best of my knowledge, all information in this response is truthful, correct and complete; I have read the information at the websites noted below and I am familiar with the requirements of these anticorruption statutes:

UK Bribery Act 2010;

Australian Criminal Code;

U.S. Foreign Corrupt Practices Act;

I have read the definition of Public Official below and declare that neither I, nor any of my immediate family members, are Public Officials, except as previously disclosed.

I have never paid, approved for payment or otherwise provided, directly or indirectly, anything of value to a Public Official for any improper, corrupt or illegal purpose, nor will I; and I have never created a false invoice or otherwise manipulated documentation to disguise making a payment or otherwise providing anything of value to a Public Official for any purpose, nor will I.

NOTE: "Public Official" means any person, whether elected or appointed who holds an executive, legislative, administrative or judicial office or position in any public entity, including any international agency. In addition, "Public Official" includes any person who performs public functions in any branch of the national, state, local or municipal government of any country or territory or who exercises a public function, by employment or under contract, for any public entity, agency or enterprise of such country or territory, including state owned or controlled enterprises, or any part of a government. The definition of "Public Official" also includes any official of a political party or any candidate for political office.

I further hereby acknowledge that I have reviewed the Business Partner Code of Conduct and I, and/or my organisation, will comply with all requirements set out in such Code.

Data Collection Notice

If you are completing this form for yourself as an individual, then you acknowledge the following. If you are completing this form for an organisation (whether a company, trust, charity or similar), you acknowledge that you have obtained consent to the following from the relevant individuals.

Palladium is committed to the protection of personal information and compliance with relevant data protection and privacy laws. The information requested by this form is collected directly from you to assess your suitability, or that of a relevant individual, to provide services to Palladium, its clients and/or any of its projects. The information we will collect pursuant to this due diligence exercise is as outlined in this form, but we may also obtain information through an investigative report, which may draw on public registers, interviews or public media. We collect this information on the legal basis of your consent, and then will later use it for the performance of any contract with you or for the performance of any relevant contract with our clients.

This information may be shared with any of Palladium's related companies or relevant clients where such sharing is a) required by a relevant law, our contract with you or with our clients; or b) permitted by a relevant data protection law. Where sharing is with related companies, such related companies will comply with Palladium data protection guidelines.

This information may be provided to our offices/related companies overseas, subject to such overseas offices/related companies being bound by the same data protection standards as the office or company to which you provide the information and provided also that such transfer of information is required as part of fulfilling the purpose of or reasons for the provision of the information, or for the performance of any subsequent contract. An example of this might be that the relevant decision maker or individual involved in the decision is based in another location. Further details are available at <http://thepalladiumgroup.com/legal/our-policies>.

The information you provide will be used to a) make an informed assessment about whether Palladium can enter into an agreement with you or your organisation, b) manage your contract and services with Palladium in the event we enter into an agreement with you, or c) assess certain internal diversity and inclusion metrics. If you do not provide your data or consent to processing by us then we cannot assess your suitability to enter into a contract with you.

Depending on your country of residence, you may have certain data protection or privacy rights. You can find details, including our retention guidelines, at <http://thepalladiumgroup.com/legal/our-policies>. Privacy or data protection queries can be directed to Privacy@thepalladiumgroup.com

Signature:

Name: ...

Title: ...

Date: ...

How to Obtain a Unique Entity Identifier (UEI):

- 1) Step 1 – Watch the video on How to get a Unique Entity Identifier (UEI)
 - a. Video can be found at the [Sam.gov website](https://sam.gov)
 - b. Once on this page, scroll down to get to the video and click play


Have Questions about SAM.gov?

VIDEO TRAINING:
Get a Unique Entity ID

TOPIC	Duration
WHAT IS THE UNIQUE ENTITY ID	00:00
THE UNIQUE ENTITY ID & ENTITY REGISTRATION	01:01
GET A UNIQUE ENTITY ID	02:00
CORRECT YOUR ENTITY INFORMATION	04:00
DOCUMENTATION FOR YOUR ENTITY	08:00

The Unique Entity ID is a 12-character alphanumeric value assigned, managed, and owned by the federal government.

The Unique Entity ID is a verification that your organization is what you say it is.



UNIQUE ENTITY ID

- ✓ 12-character alphanumeric value
- ✓ Assigned, managed, and owned by the federal government
- ✓ Validates your organization's legal business name and address

GSA

SAM.gov

00:00

Video: How to get a Unique Entity ID

Frequently Asked Questions

- ① [Do I need a user account?](#)
- ① [What's the difference between signing up and registering?](#)
- ① [What if I already have a login.gov account?](#)
- ① [What do I need to register my entity?](#)

- 2) Step 2 – go to this website: <https://sam.gov/content/home> and will go to the screen below
- 3) Step 3 – click Get Started and follow the steps
- 4) Step 4 – follow the instructions from the Video to get the UEI

