



UGANDA RAILWAYS CORPORATION

REF NO.URC/PPP/2021-22/00001

REQUEST FOR QUALIFICATION (RFQ) FOR Procurement of a private party for the Gulu Logistics Hub project under a Public Private Partnership (PPP)

The Government of Uganda (GoU) through Uganda Railways Corporation (URC) is developing the Gulu Logistics Hub (GLH) project in conjunction with TradeMark East Africa (TMEA), Foreign, Commonwealth and Development Office, U.K. (FCDO) and the European Union (EU). The development of the GLH is being undertaken in a phased manner. The Phase 1 of the project focusses on establishment of a large portion of the hard infrastructure required and is envisaged to be completed by early 2022. The Phase 2 focusses on expansion of the hard infrastructure and development of new facilities.

The Contracting Authority, Uganda Railways Corporation ("URC"), supported by its Transaction Advisors, is in the process of procuring a private sector participant to lease, develop, operate and transfer the GLH (the "Gulu Logistics Hub PPP Project"). The private party appointed for the GLH will have two specific obligations as follows:

- Operate and maintain the infrastructure developed in the Phase 1; and
- Finance, design, construct, operate and maintain the infrastructure in the Phase 2.

The URC invites Statement of Qualification (SOQ) through this (RFQ) for procurement of a private party for the Gulu Logistics Hub project under a Public Private Partnership (PPP) arrangement. Following receipt of the SOQs, URC intends to select a shortlist of Qualified Respondents to be invited to participate in the RFP Stage of the Project. The submission of an SOQ is the first required stage of the Tendering process.

Please refer to the RFQ document for the minimum eligibility criteria along with submission requirements. The complete RFQ document can be viewed / downloaded from portal of URC at www.urb.go.ug from 21.12.2021 to 28.02.2022 (up to 12:00 Hrs).

Submission:

*The Respondent shall enclose the original and the copies (including any soft copies of SOQ with file size not exceeding 5 MB to be sent through email on the email id provided below) of the SOQ in a sealed envelope or box and addressed to URC by **Monday, 28th February, 2022 at 12 noon** as per the details provided in the RFQ*

For further information about this RFQ, visit www.urb.go.ug or contact us on +256 (0) 312 219 144 or email: info@urb.go.ug

Draft Pre-Qualification Document

Procurement of a private party for the Gulu Logistics Hub project under a Public Private Partnership (PPP) arrangement

Procurement Ref. No.: **URC/PPP/2021-22/00001**

Uganda Railways Corporation
Plot 57, Nasser Rd, Kampala, Uganda



The Republic of Uganda



Preface

The Government of Uganda (GoU) through Uganda Railways Corporation (URC) is developing the Gulu Logistics Hub (GLH) project in conjunction with TradeMark East Africa (TMEA), Foreign, Commonwealth and Development Office, U.K. (FCDO) and the European Union (EU). The development of the GLH is being undertaken in a phased manner. The Phase 1 of the project focusses on establishment of a large portion of the hard infrastructure required and is envisaged to be completed by mid-2021. The Phase 2 focusses on expansion of the hard infrastructure and development of new facilities.

The Contracting Authority, Uganda Railways Corporation ("URC"), supported by its Transaction Advisors, is in the process of procuring a private sector participant to develop, finance, operate, maintain and transfer the GLH (the "Gulu Logistics Hub PPP Project"). The private party appointed for the Gulu Logistics Hub PPP Project will have two specific obligations as follows:

- Operate and maintain the infrastructure developed in the Phase 1; and
- Finance, design, construct, maintain and operate the infrastructure in the Phase 2.

This Request for Qualification ("RFQ") relates to the above detailed Gulu Logistics Hub PPP Project, which will be procured through a Public Private Partnership (the "Project").

The purpose of this RFQ is to invite prospective respondents to indicate their interest in participating in the Project. The private sector participant will be expected to undertake the above stated obligations within the contract period and transfer the Project back to URC at the conclusion of the contract period. URC's first stage in procuring this Project will be to receive, from interested private sector parties, a Statement of Qualification (SOQ) through this RFQ.

Following receipt of the SOQs, URC intends to select a shortlist of Qualified Respondents to be invited to participate in the RFP Stage of the Project. The submission of an SOQ is the first required stage of the Tendering process.

The disclaimers and terms and conditions presented in this RFQ document shall remain in full force and effect notwithstanding the project documents that may be concluded in respect of the Project.

The Project shall be executed according to the provisions of the PPP Act and the guidelines laid down by the Government of Uganda.

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Definitions

"Addendum" means any change, amendment or addenda to this RFQ issued in accordance with Provision 6 of Section 1 of this RFQ.

"Affiliate" means any Person which, alone or together with any other Person, directly or indirectly through one or more intermediaries:

- (a) Controls the Respondent (or, if the Respondent is a Consortium, Controls any Consortium Member);
- (b) is Controlled by the Respondent (or, if the Respondent is a Consortium, any Consortium Member); or
- (c) is under common Control with the Respondent (or, if the Respondent is a Consortium, any Consortium Member).

"Authorized Representative" means the person nominated by a standalone Respondent, or Consortium Member, as the case may be, to act on its behalf pursuant to Form 6 in relation to the submission of the Statement of Qualification and all related documentation and clarifications.

"Authority" means the Government of the Republic of Uganda (represented by Uganda Railways Corporation).

"Bidder" means a Qualified Respondent that submits a Proposal.

"CBM" means cubic meter.

"Coercive Practice" means impairing or harming, or threatening to impair or harm, directly or indirectly, any participant in the Tender Process or execution of the Project Documents or the property of the participant in the Tender Process or execution of the Project Documents to influence improperly the actions of that party.

"Collusive Practice" means an arrangement between two or more participants in the Tender Process (including public officials) designed to achieve an improper purpose, including (without limitation) attempting to establish bid prices at artificial, non-competitive levels and attempting to influence improperly the actions of another party.

"Company" means a company, firm, corporate body or other legal entity and "Companies" shall have a corresponding meaning.

"Competitive Dialogue" means the process established under the PPP Act, as will be described further in the RFP, whereby URC shall be able to conduct dialogue with Qualified Respondents directly and consider comments and suggestions from Qualified Respondents after the RFP has been issued, with the aim of issuing a revised RFP.

"Consortium" means a joint venture, partnership or other arrangement or combination of Companies jointly participating as a Respondent or Bidder (subject to the terms of the RFP in the case of the Bidder) with the intention that each party shall be involved in the Project.

"Consortium Member" means any member of the Consortium, including the Lead Member.

"Constitution" the Constitution of the Republic of Uganda, 1995, as amended by the Constitution (Amendment) Act 2005, Act No. 11 of 2005 and the Constitution (Amendment) (No.2) Act 2005, Act No. 21 of 2005, being the supreme law of Uganda.

"Control" or **"Controlled"** means the power to direct, or cause the direction of, the management policies of a Company whether through:

- (a) direct or indirect ownership of at least fifty per cent (50%) plus one share of the outstanding voting shares;
or
- (b) direct or indirect ownership of at least twenty-six per cent (26%) of the outstanding voting shares and:

- (i) possession of voting rights through voting trusts or voting agreements over a certain number of shares, such that the total number of shares owned together with the number of shares over which it has voting rights is equivalent to fifty per cent (50%) plus one share of the outstanding voting shares; or
- (ii) the ability to elect a majority of that Company's board of directors.

"Corrupt Practice" means the offering, giving, receiving or soliciting, directly or indirectly, of anything of value to influence improperly the actions of another party (another party including a public official) acting in relation to the Tender Process or execution of the Project Documents.

"Eligible Country" has the meaning given to it in Section V (Eligible Countries).

"Equity Consortium Member" means any Consortium Member that intends to take an equity share in the Project Company and has indicated such in Form 4 as provided in Section IV of this RFQ.

"Evaluation Committee" means the committee established in accordance with the PPP Act for the preparation and evaluation of all aspects of this RFQ and the RFP.

"Financial Minimum Qualification Criteria" means the financial minimum requirements that the Respondent must meet to pass this RFQ Stage and be invited to participate in the RFP Stage, details of which are set out in Provisions 8 of Section III of this RFQ.

"Financial Proposal" means the financial proposal submitted by a Bidder as part of the Proposal.

"Financial Year" means the 12 (twelve) consecutive month period used by each Respondent as its accounting period.

"Fraudulent Practice" means any act or omission, including (without limitation) a misrepresentation or an attempt to influence the Tender Process or execution of the Project Documents, that knowingly or recklessly misleads, or attempts to mislead, a public official to obtain a financial or other benefit or to avoid an obligation in relation to the Tender Process or execution of the Project Documents.

"Government" means the Government of Uganda.

"Improper Practice" means any action taken by a Respondent to influence the Tender Process or execution of the Project Documents for undue advantage, including any Corrupt Practice, Fraudulent Practice, Collusive Practice, Coercive Practice or Obstructive Practice.

"Gulu Logistics Hub PPP Project" has the meaning given to it in the Preface to this RFQ.

"Lead Member" means the leading Consortium Member of a Respondent, who shall also appoint the person who shall be the Authorised Representative for all of the Consortium.

"Legal Minimum Qualification Criteria" means the legal minimum requirements that the Respondent must meet to pass this RFQ Stage and be invited to participate in the RFP Stage, details of which are set out in Provisions 1 to 7 (each inclusive) of Section III of this RFQ.

"Minimum Qualification Criteria" means the requirements that the Respondent must meet to pass this RFQ Stage and be invited to participate in the RFP Stage, details of which are set out in Section III of this RFQ and includes the Legal Minimum Qualification Criteria, Financial Minimum Qualification Criteria and Technical Minimum Qualification Criteria.

"MoFPED" means the "Ministry of Finance, Planning and Economic Development" which is the Ministry of the Government responsible for formulating economic policies, maximising revenue mobilization and ensuring efficient allocation and accountability of public resources.

"Net Worth" means,

, in respect of:

- (a) a Company or a consortium, aggregate value of the paid-up share capital and all reserves created out of the profits and securities premium account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, as per the audited balance sheet, but does not include reserves created out of revaluation of assets, write back of depreciation and amalgamation; or
- (b) a closed investment fund, the available funds which have yet to be committed to projects together with a declaration by its Authorised Representative that the anticipated investment in the Project by such investment fund falls within the investment fund's country and sectoral limits, taking into account investments held as on the date of submission of the PDS.

"Obstructive Practice" means:

- (a) deliberately destroying, falsifying, altering or concealing of evidence or material in an investigation or the making of false statements to investigators in order to materially impede the Government's investigation into allegations of a corrupt, fraudulent, coercive or collusive practice; and/or threatening, harassing or intimidating any party to prevent it from disclosing its knowledge of matters relevant to the investigation or from pursuing the investigation; or
- (b) acts intended to materially impede the exercise of the Government's inspection and audit rights provided for under Provision 2.1(c) of Section I of this RFQ.

"PDS" means the pre-qualification data sheet set out in Section II of this RFQ.

"Person" means a natural person or a Company.

"PPP Act" means the Public Private Partnerships Act of Uganda 2015.

"PPP Committee" means that committee established under section 5 of the PPP Act.

"Preferred Bidder" means the Bidder to whom URC issues a Preferred Bidder Letter and should the Preferred Bidder subsequently become disqualified, the Preferred Bidder shall be URC's second choice of Bidder to whom URC will issue a Preferred Bidder Letter.

"Preferred Bidder Letter" means the letter to be sent by URC to the Preferred Bidder, following the evaluation of the Proposals.

"Pre-Qualification Meeting" means the meeting where interested respondents can seek clarifications on the Request-for-Qualification document.

"Project" has the meaning given to it in the Preface to this RFQ, as more accurately described in the Project Description.

"Project Agreement" means the Public Private Partnership agreement (inclusive of all technical and other schedules) to be entered into between URC and the Project Company in relation to the requirement to design, build, finance, operate (including maintenance) and transfer the logistics hub.

"Project Company" means the SPV incorporated in Uganda by the Preferred Bidder to be designated by URC to sign the Project Agreement following the Tender Process, and to undertake the Project.

"Project Description" means the detailed description of the Project set out in Section VI (Project Description) of this RFQ.

"Project Documents" means the Project Agreement, RFP and other related documents to be floated by the Authority in respect to the Project.

"Proposal" means a bid submitted by a Bidder in respect of the Project in response to the RFP.

"Qualified Respondent" means a Respondent that is shortlisted to go through to the RFP Stage.

"Receipt Confirmation Form" means the form to be submitted by interested parties intending to submit a SOQ in the form provided in Section IV of this RFQ.

"Response Declaration Form" means the form to be submitted by Respondents as part of their SOQ in the form provided in Section IV of this RFQ.

"Respondent" means any single Company or Consortium that submits, or, prior to the date for submission of the SOQ in accordance with Provision 13.1 of Section I of this RFQ, intends to submit, a response to this RFQ.

"RFP" means the request for proposal document inviting Qualified Respondents to submit a Proposal for the Project.

"RFP Stage" means the stage of the Tender Process from the issuance of the RFP until the final Project Agreement form is signed with the Preferred Bidder.

"RFQ" means this request for qualification document inviting Respondents to submit a SOQ.

"RFQ Stage" means the stage of the Tender Process from the issuance of this RFQ until the announcement of the Qualified Respondents.

"Site" means the site upon which the Project Company is to operate and construct the logistics hub for the purposes of the Project.

"SPV" means a special purpose vehicle company.

"SOQ" means a statement of qualification, being a response to this RFQ setting out how the Respondent meets the Minimum Qualification Criteria.

"TEU" means 'Twenty Equipment Unit' or in other terms a '20-foot container'

"Technical Minimum Qualification Criteria" means the minimum technical requirements that the Respondent must meet to pass this RFQ Stage and be invited to participate in the RFP Stage, details of which are set out in Provisions 9 to 11 (each inclusive) of Section III of this RFQ.

"Technical Proposal" means the technical proposal submitted by Bidders as part of the Proposal.

"Tender Process" means the competitive bid process implemented by URC through RFQ and RFP in order to identify Qualified Respondents, the Preferred Bidder, and the Project Company.

"Transaction Advisors" means the transaction advisors to URC, led by the CRISIL Risk and Infrastructure Solutions Limited (CRIS) as lead transaction advisor, and its consortium partner Africa Economic and Social Development Consultants Limited (AESDC)

"URC" means the Uganda Railways Corporation, the Government authority procuring the Project.

"USD" means the lawful currency of the United States of America.

Disclaimer

The information contained in this RFQ has been compiled by URC and other relevant Government entities on behalf of the Government with the assistance of the Transaction Advisors to assist interested parties in applying to pre-qualify as Qualified Respondents to receive the RFP in relation to the Project. It does not constitute and will not form part of any offer or invitation to make an offer in relation to the Project. This RFQ outlines the Government's expectations in relation to the Tender Process.

This RFQ does not contain all the information that Respondents and their advisors may desire or require in reaching a decision as to any potential investment. Respondents should form their own views as to what information is relevant to such decisions, and make their own independent investigations in relation to information contained in this RFQ or any additional information. Neither URC nor any of their respective consultants or advisors (including the Transaction Advisors) makes any representation or warranty (express or implied) as to the accuracy or completeness of the information contained herein or in any other document made available to a Respondent or any other Person at any time.

Neither issuance of this RFQ nor issuance of the RFP or any other document in the future or any request by or on behalf of URC at any time will oblige URC, the Government or the Transaction Advisors to enter into any agreement (including the Project Agreement) or impose any liability on any of them other than as expressly assumed pursuant to the executed Project Documents.

Neither the Government, URC nor the Transaction Advisors shall be under any obligation to return any SOQ submitted by any Respondent or to reimburse any Respondent for any cost or expense, whether incurred in preparing its SOQ, in response to the RFP or to any other request from the Government, URC, the Transaction Advisors or otherwise.

The Respondent is expected to examine all instructions, forms, and terms in this RFQ and to furnish all information required by this RFQ. If a Respondent intends to submit a SOQ and wishes to receive any further information distributed by URC in relation to the Project and the Tender Process, it must fill out and submit a Receipt Confirmation Form in the form set out in Form 1 as provided in Section IV of this RFQ as soon as possible and no later than the date indicated in the Pre – Qualification Data Sheet (PDS) at the email address indicated in the PDS. Failure to submit a Receipt Confirmation Form shall not preclude a Respondent from submitting an SOQ, however, URC shall only provide official communications in relation to the Tender Process (including any clarification responses) to the email address of the contact person nominated in the Receipt Confirmation Form and therefore any Respondent who submits an SOQ without providing a Receipt Confirmation Form shall not receive official communications from URC and submits its SOQ at its own risk that it has all the up to date and relevant information required for such submission.

The Government reserves all rights in connection with the conduct of the Tender Process (which rights are exercisable by the Government in its sole and absolute discretion) including without limitation all rights to:

- (a) suspend, cancel, modify or extend the Tender Process at any time;
- (b) reject any or all Qualified Respondents; and
- (c) modify all dates set or projected in this RFQ.

This disclaimer shall remain in full force and effect notwithstanding any Project Agreement or document that may be concluded in respect of the Project.

PART 1 – Pre-Qualification Procedures and Conditions

Section I - Instructions to Respondents

A. General

1. Scope and contents of RFQ

- 1.1 In connection with the Project, URC issues this RFQ to Respondents interested in bidding for the Project as described in the Project Description.
- 1.2 This RFQ consists of Parts 1 and 2 which comprise all the Sections indicated below, and should be read in conjunction with any Addendum issued in accordance with Provision 6 of Section I of this RFQ.

PART 1 Pre-Qualification Procedures and Conditions

- | | | |
|-----|-------------|------------------------------------|
| (a) | Section I. | Instructions to Respondents |
| (b) | Section II. | Pre-Qualification Data Sheet (PDS) |
| (c) | Section III | Minimum Qualification Criteria |
| (d) | Section IV. | SOQ Forms |
| (e) | Section V. | Eligible Countries |

PART 2 Project Scope

- | | | |
|-----|-------------|---------------------|
| (f) | Section VI. | Project Description |
|-----|-------------|---------------------|

2. Fraud, Corruption and Conflict of Interest

- 2.1 It is the Government's policy to require that URC, as well as any Respondents and, where a Respondent is a Consortium, any Consortium Members, (including their respective contractors and subcontractors, parent guarantors and other parties working with the Respondents and, if applicable, their Consortium Members in relation to the Project) observe the highest standard of ethics during the procurement and execution of any contract, agreement or undertaking in respect of the Project (including the Project Agreement) and does not otherwise engage in any Improper Practice. In pursuance of this policy, the Government, represented by URC:
- (a) will reject a SOQ in its entirety if it determines that the Respondent or, in the case of a Consortium, any of its Consortium Members, has, directly or through an officer, employee, agent or advisor, engaged in Corrupt Practice, Fraudulent Practice, Collusive Practice, Coercive Practice or Obstructive Practice in connection with the Tender Process;
 - (b) will sanction a Respondent or, in the case of a Consortium, any Consortium Member, including imposing an indefinite or time limited declaration of ineligibility from being awarded any contract procured by the Government, if at any time URC determines that the Respondent or Consortium Member has, directly or whether acting through any officer, employee, agent or advisor, engaged in Corrupt Practice, Fraudulent Practice, Collusive Practice, Coercive Practice or Obstructive Practice in competing for, or in executing, any contract procured by the Government; and
 - (c) will have the right to require that a provision be included in the RFP and in the Project Documents, requiring Respondents and Bidders (including their suppliers and sub-contractors) to permit the Government to inspect their accounts and records and other documents relating to their SOQ or Proposal and contract performance and to have them audited by auditors appointed by the Government.

- 2.2 A Respondent shall be disqualified if it (or in the case of a Consortium, any of its Consortium Members) is under a declaration of ineligibility by the Government or otherwise is subject to grounds for disqualification in accordance with Provision 2.1 of Section I of this RFQ, at the date of submission of the SOQ or thereafter. The Government maintains a list of entities and individuals that have been sanctioned by the Government pursuant to Provision 2.1(b) of Section I of this RFQ and are not eligible to participate in any procurement undertaken by the Government.
- 2.3 Any Respondent that has itself (or in the case of a Consortium, any of its Consortium Members) been determined to be ineligible by the Government in relation to the Government's "Guidelines On Preventing and Combating Fraud and Corruption in Projects Financed by Government of Uganda" shall not be eligible to participate in this RFQ.
- 2.4 A Respondent shall not be eligible to participate in this RFQ or any other part of the Tender Process if it (or in the case of a Consortium, any of its Consortium Members) is subject to any conflict of interest or potential conflict of interest which arises from:
- (a) there being a relationship between:
- (i) it or its directors, employees, consultants or advisers; and
 - (ii) any Government ministry, department, agency or body (including the Evaluation Committee) or its officials or employees which has, or have, direct or indirect influence in the scope or manner of execution of the Project, or the conduct of the Tender Process,
- and which relationship may give rise to reasonable concerns about the impartiality of the Tender Process or members of the Evaluation Committee; or
- (b) any agent or sub-contractor to a Respondent being or having been also:
- (i) an agent or subcontractor to URC or any other public authority in relation to the Project;
 - (ii) an agent or subcontractor to any other Respondent, including a Consortium Member of that other Respondent, as applicable; or
 - (iii) a Consortium Member in respect of any other Respondent, as applicable.
- (c) there being a relationship between it and another Respondent (which is not part of its Consortium) to the extent that they:
- (i) are controlled by or control another Respondent or are under common control with another Respondent. For avoidance of doubt, this also includes public/ government owned entities;
 - (ii) receive from or grant subsidies directly or indirectly to another Respondent;
 - (iii) have the same legal representative as another Respondent; or
 - (iv) maintain direct or indirect contacts with another Respondent which allows them to have or give access to information contained in the respective bids, to influence them or influence the decisions of URC.
- 2.5 A Respondent shall not be eligible to participate in this RFQ or any other part of the Tender Process if it (or in the case of a Consortium, any of its Consortium Members) attempts to
- (a) illegally and/ or inappropriately influence URC, the Evaluation Committee, the Transaction Advisors or the Government (and their respective advisors) during the Tender Process;
 - (b) obtain information relating to the Tender Process through an unauthorised manner; or

- (c) collude or otherwise make arrangements with other Respondents or any Consortium Members of other Respondents, as applicable, that might have an impact on the competitiveness or transparency of the Tender Process;
- 2.6 A Respondent is required to review carefully its, and where it is a Consortium, each Consortium Member's details required in accordance with the Minimum Qualification Criteria provided under Section III of this RFQ, prior or current involvement in the Project and, without limiting Provisions 2.4 and 2.5 of Section I of this RFQ, fully disclose any actual or potential conflict of interest to URC as soon as the same is identified by the Respondents. URC will advise if the Respondent or, where it is a Consortium, any Consortium Member, will not be entitled to continue in the Tender Process as a result of the conflict of interest being one to which Provision 2.4 of Section I of this RFQ applies.
- 2.7 The eligibility criteria listed in Provision 2 of Section I of this RFQ shall apply to the Respondent and, where a Consortium, each Consortium Member throughout the entire Tender Process, including following submission of a Respondent's SOQ. A Respondent shall be disqualified from the Tender Process for failure either of itself or where the Respondent is a Consortium, a failure by any Consortium Member, to abide by such terms.
- 2.8 Respondents shall provide such evidence of their (and, where the Respondent is a Consortium, their Consortium Members') continued eligibility that is satisfactory to URC, as URC shall reasonably request, at any time throughout the Tender Process.

B. About the RFQ

3. No Contract

- 3.1 Nothing in this RFQ or any other documentation or information issued during the RFQ Stage shall constitute the basis of a contract that may be concluded in relation to the Project or otherwise, nor shall such documentation or information be used in construing any such contract. A Respondent must rely on the terms and conditions contained in the relevant Project Documents when, and if, finally executed, subject to such limitations and restrictions that may be specified in such Project Documents. The Project Documents shall not contain any representation or warranty in respect of the RFQ or any other pre-contract documentation or information and all such pre-contractual information shall be expressly excluded from the construction of such Project Documents.

4. Ownership and copyright

- 4.1 All documentation supplied by URC and/or its advisors (including the Transaction Advisors) in relation to the Project (including this RFQ) is, and shall always remain, the property of URC and must be returned upon written demand, without any copies being retained in any form. Copyright to this RFQ and other documentation supplied by URC rests exclusively with URC and such documentation may not be copied, reproduced, distributed or otherwise made available to any other third party (either in whole or in part) without the prior written consent of URC, except when required directly for the preparation and submission of an SOQ (and provided that any third party to whom such disclosure is made is first put under a similar duty of confidentiality). All SOQ(s) submitted to URC shall become the property of URC on the date submitted.

5. Clarification of RFQ and Contact with URC

- 5.1 Respondents (or their Authorised Representatives) may submit in writing any clarification, enquiry or other communication in respect of this RFQ to URC only at the e-mail address and within the clarification period specified in the PDS. At the end of the clarification period set out in the PDS (as may be extended by URC in its absolute discretion) no further clarifications or enquiries shall be raised by Respondents (or their Authorised Representatives). Clarifications and enquiries should not contain details or information which identifies the Respondent making the clarification or enquiry.

- 5.2 A Pre-Qualification Meeting shall be held by URC at the date and time set out in the PDS. Respondents may raise their queries in person with URC representatives during the meeting. The meeting shall be held in virtual mode. The access details for the meeting shall be communicated to the Recipients of this RFQ in a separate notice.
- 5.3 URC shall share its response to such clarification with any other Respondent that has submitted, or subsequently submits, a Receipt Confirmation Form in accordance with Section IV. All responses shall remove any information which identifies the Respondent that made the initial clarification or enquiry.
- 5.4 URC shall share its responses no later than two (2) weeks prior to the deadline for submission of the SOQ (as set out in the PDS).
- 5.5 Recipients of this RFQ shall only be contacted by URC in relation to this Project via the contact e-mail address set out in the Receipt Confirmation Form in Section IV and Respondents shall forward all enquiries for URC to the email address in the PDS.
- 5.6 Without limiting the foregoing, from the end of the clarification period (as specified in the PDS) to the time of notification of the results of the pre-qualification in accordance with Provision 20 of Section I of this RFQ, any Respondent that wishes to contact URC on any matter related to the pre-qualification process, may do so but only in writing. Any such communication shall not contain any information which may prejudice the impartiality of the Tender Process or create a conflict of interest and where such communication does then this shall be grounds for disqualification of the Respondent from the Tender Process.

6. Amendment of RFQ

- 6.1 At any time up until one (1) week prior to the deadline for submission of the SOQ (as set out in the PDS), URC may amend the RFQ by issuing an Addendum.
- 6.2 Any Addendum issued shall be part of the RFQ and shall be communicated in writing to all who have obtained the RFQ from URC.
- 6.3 To give Respondents reasonable time to take an Addendum into account in preparing their SOQ, URC may, at its discretion, extend the deadline for the submission of the SOQ.

7. Confidentiality

- 7.1 Recipients of this RFQ shall regard and treat all information provided in relation to the Project (which is not made publicly available) as being strictly private and confidential and shall ensure that the same is not disclosed, copied, reproduced, distributed or passed to any other person at any time except for the purpose of enabling a SOQ to be prepared, provided that the disclosing party ensures that the receiving party shall comply with the terms of this RFQ (the "Confidentiality Undertaking").

C. Preparation of SOQ

8. Cost of SOQ

- 8.1 Each Respondent is solely responsible for all costs it incurs in relation to submitting a SOQ, including, without limitation, all costs incurred in connection with providing information requested by, or on behalf of, URC, attending meetings, conducting due diligence and preparing and negotiating any documents of any nature. Under no circumstances shall URC, nor any other Government entity or any of their advisors (including the Transaction Advisors) be liable for any costs or expenses borne or incurred by the Respondents or their advisors or its funders or any other party in the Tender Process.
- 8.2 No bond or fee is required to be submitted with a SOQ. This in no way limits URC's right to require a bond or fee at some stage of the Tender Process.

9. Language of SOQ

9.1 The SOQ as well as all correspondence and documents relating to the pre-qualification exchanged by the Respondent and URC, shall be written in English. Supporting documents and printed literature that are part of the SOQ may be in another language, provided they are accompanied by an accurate translation, from an official certified translator (details of such certification to also be provided), of the relevant passages in the language specified in the PDS, in which case, for purposes of interpretation of the SOQ, the translation shall govern.

10. Documents Comprising the SOQ

10.1 The SOQ shall comprise the following:

- (a) Response Declaration Form (Form 2A)
- (b) Legal Minimum Qualification Criteria Declaration Form (Form 2B);
- (c) Power(s) of Attorney (Form 3);
- (d) Respondent's Structure and Composition (Form 4);
- (e) Respondent's Basic Details (Form 5);
- (f) Respondent's Authorised Representative (Form 6);
- (g) Financial Standing (Form 7);
- (h) Technical Experience – Area Requirement (Form 8);
- (i) Technical Experience – Container Throughput Requirement (Form 9); and
- (j) Technical Experience – Warehousing space requirement (Form 10); and
- (k) Pending Litigation (Form 11);

10.2 The SOQ must include all completed forms set out in Section IV in order to be considered a valid SOQ, with the requested documents attached to the relevant forms. In addition the SOQ must display that the Respondent meets the Minimum Qualification Criteria in full, to be considered a valid SOQ.

10.3 For the avoidance of doubt, and in accordance with Provisions 10.1 and 10.2 of Section I of this RFQ, the table below sets out all Forms, additional documentation, and documentation requirements and formalities in order to submit a valid SOQ. All Respondents should be aware that, while not a requirement for the SOQ, where a Respondent becomes a Qualified Respondent then, as part of the RFP Stage, Bidders will be required to provide notarised copies of documentation in accordance with the terms of the RFP. Where a document is from a Bidder whose country of origin is not Uganda then such document may be required to be legalised by the Ugandan Embassy or Consulate in that document's country of origin.

Requirements for Submission of Forms Comprising SOQ

Form No.	Form Description	Additional documents to be submitted with the forms	Location in RFQ	Detailed Requirements/ Formalities
1	Receipt Confirmation Form	N/A	N/A	N/A
2a	Response Declaration	Letter of commitment / letter of arrangement /	Provisions 3.5 and 3.6	To be signed by the Authorised Representative or, where the

Form No.	Form Description	Additional documents to be submitted with the forms	Location in RFQ	Detailed Requirements/ Formalities
	Form	consortium agreement.	of Section III.	Respondent is a Consortium, by the Authorised Representative of each Consortium Member
2b	Legal Minimum Qualification Criteria Declaration Form	N/A	Provision 1 to 7 of Section III	To be signed by the Authorised Representative
3	Power of Attorney	Board Minutes confirming the authorised execution of the power of attorney and appointment of the Authorised Representative	N/A	Each Respondent, or each Consortium Member in the case of a Consortium, shall provide a power of attorney. For a Respondent, the power of attorney must appoint the Authorised Representative. Where the Respondent is a Consortium the Lead Member's power of attorney must appoint the Authorised Representative.
4	Respondent's Structure and Composition	Articles of Incorporation or Documents of Constitution. Registration Documents as required by Provisions 2 and 5 of Section III of this RFQ. Documents relating to shareholding, including share certificates and members register, or equivalent, as required by Provision 2 of Section III of this RFQ.	Provision 2 of Section III Provision 3.2 of Section III Provision 5 of Section III	To be signed by the Authorised Representative In the event the Respondent is a Consortium each Consortium Member shall provide the supporting documentation
5	Respondent's Basic Details	N/A	N/A	To be signed by the Authorised Representative. In the event the Respondent is a Consortium each Consortium Member shall fill out the required table as part of Form 5 (Respondent's Basic Details).
6	Respondent's Authorised Representative	N/A	Provision 5.1 of Section I	To be signed by the person appointed under Form 3 or, where the Respondent is a Consortium, by each person appointed under the Form 3 of each Consortium Member
7	Financial Standing (Form 7)	Auditor's Certificate of Net Worth as required by Provision 10 of Section III of this RFQ.	Provision 8 of Section III	To be signed by the Authorised Representative. Auditor's certificate of Net Worth must be signed by the auditor. The Auditor's certificate of Net Worth must be submitted by

Form No.	Form Description	Additional documents to be submitted with the forms	Location in RFQ	Detailed Requirements/ Formalities
				each Consortium Member in the case of a Consortium.
9	Technical Experience – Area Requirement (Form 8)	Supporting information such as project description sheets for each project listed and the standards applied for the project.	Provision 9 of Section III	To be signed by the Authorised Representative. Provide certificate from the Auditor as per the specified format in the Form 8
10	Technical Experience – Container Throughput Requirement (Form 9)	Supporting information such as project description sheets for each project listed and the standards applied for the project.	Provision 10 of Section III	To be signed by the Authorised Representative. Provide certificate from the Auditor as per the specified format in the Form 9
11	Technical Experience – Warehousing space requirement (Form 10)	Supporting information such as project description sheets for each project listed and the standards applied for the project.	Provision 11 of Section III	To be signed by the Authorised Representative. Provide certificate from the Auditor as per the specified format in the Form 10
12	Pending Litigation (Form 11)	N/A	N/A	To be signed by the Authorised Representative.

11. Signing of the SOQ and number of copies

- 11.1 The Respondent shall prepare one original of the documents comprising the SOQ as described in Provision 10 of Section I of this RFQ and clearly mark it “ORIGINAL”. The original of the SOQ shall be typed on single sided A4 in font size 12 (Arial) and bound with a suitably sturdy binding system and shall be signed by the Respondent’s Authorised Representative where a form requires a signature with all other pages of the original SOQ to be initialed. All pages of the original SOQ shall be stamped and paginated by the Respondent (or the Lead Member in the case where the Respondent is a Consortium).
- 11.2 The Respondent shall submit copies of the signed original SOQ, in the number specified in the PDS, and clearly mark them “COPY”. In the event of any discrepancy between the original and the copies, the original shall prevail. There is no requirement for a copy to be additionally stamped or signed. Where a soft copy of the SOQ is required to be submitted as specified in the PDS, there is no requirement that such soft copy contain any electronic stamp or signature, however, the hard copy original shall prevail over a soft copy.

D. Submission of SOQ

12. Sealing and Identification of SOQ

- 12.1 The Respondent shall enclose the original and the copies (including any soft copies) of the SOQ in a sealed envelope or box that shall:
- bear the name and address of the Respondent;
 - be addressed to URC, in accordance with Provision 13.1 of Section I of this RFQ;
 - bear the specific identification of this pre-qualification process indicated in the PDS; and

12.2 URC will accept no responsibility for not processing any package that was not identified as required.

12.3 A Respondent shall submit only one SOQ in respect to this RFQ.

13. Deadline for Submission of SOQ

13.1 The SOQ shall be received by URC at the address and no later than the deadline indicated in the PDS. A receipt will be given for all SOQs submitted.

13.2 URC may, at its discretion, extend the deadline for the submission of the SOQ by issuing an Addendum in accordance with Provision 6 of Section I of this RFQ.

14. Late SOQ

14.1 Any SOQ received by URC after the deadline for submission of SOQ prescribed in accordance with Provision 13 of Section I of this RFQ will be returned to the Respondent unopened and will not be accepted.

15. Opening of SOQ

15.1 Following submission of the SOQs URC shall, at the same location and on the same date that the SOQs were submitted in accordance with the PDS, open each SOQ which was submitted on time (and shall disregard any to which Provision 14.1 of Section I of this RFQ applies) in front of one representative from each Respondent that submitted an SOQ. It will not be mandatory for a representative of a Respondent to attend such opening, however, Respondents will be required to send particulars of their nominated attendee to the official address for correspondence set out in the PDS at least 48 hours prior to the date for submission of the SOQ.

15.2 URC shall undertake a completeness check of the documentation provided and prepare a record of the opening of each SOQ that was received on time and shall include, as a minimum, the name of each Respondent. A copy of the record shall be distributed to all Respondents.

E. Evaluation of SOQ and Pre-Qualification of Respondents

16. Evaluation of SOQ

16.1 URC shall use the criteria defined in Section III of this RFQ (being the Minimum Qualification Criteria) to evaluate the qualifications of the Respondents. The use of other methods, criteria, or requirements shall not be permitted.

16.2 URC requires all Respondents to put their best foot forward for pre-qualification and is seeking commitment that all Persons whose skill and experience are to be used to meet the Minimum Qualification Criteria will be the Persons that URC will engage (or will be engaged by the Project Company), at the end of the Tender Process, for the Project. Accordingly, Respondents may not, subject to the terms of this RFQ, rely on any Affiliates (including any parent company) to satisfy any of the Minimum Qualification Criteria set out in Section III of this RFQ. This limitation, however, is not intended to preclude Respondents from relying on projects to meet the Minimum Qualification Criteria, where the Respondent was a shareholder or joint venture partner (or equivalent) in a project where a special purpose vehicle company (or equivalent) was established and the Respondent held at least 26% equity in the special purpose vehicle company. If a Respondent is seeking to rely on such a project then it should bear in mind any requirements as set out in Section III of this RFQ in relation to its required interest in those projects.

16.3 Further, such limitation as set out in Provision 16.2 of Section I of this RFQ is not intended to preclude the use of the credentials of all Consortium Members if the Respondent is a Consortium. Consortium Members may be related or unrelated entities which meet, collectively, the Minimum Qualification Criteria, however (and as stated in Provision 22.2 of Section I of this RFQ), all Consortium Members whose skill, experience and financial

standing are used to meet the Minimum Qualification Criteria (including where such are related entities) must hold at least 26% equity in the Consortium responding to the RFP.

- 16.4 For the avoidance of doubt, and as reiterated in Provision 3.2 of Section III of this RFQ, all Consortium Members will be required to be Equity Consortium Members and will be required to have a shareholding in the Project Company. Any request to change the role of an Equity Consortium Member designated in Form 4, at any time following submission of an SOQ shall be treated as if it is a request to change the composition of the Consortium itself in accordance with Provision 22 of Section I of this RFQ.
- 16.5 Following the opening of the SOQs, and prior to considering the substantive merits of such SOQs, URC will undertake an initial examination of each SOQ to determine whether it is complete, whether the documents have been properly signed, and whether it is generally in order. URC shall thereafter evaluate whether each SOQ meets the Minimum Qualification Criteria.
- 16.6 Subject to Provision 16.7 of Section I of this RFQ, URC shall reject any SOQ that does not meet the Minimum Qualification Criteria in full as set out in Section III of this RFQ.
- 16.7 URC reserves the right to waive minor formality deviations or omissions if, in the opinion of URC, they do not materially affect the responsiveness of an SOQ, provided, however, that the Minimum Qualification Criteria, as set out in Section III, must be met in full.

17. Clarification of SOQ

- 17.1 To assist in the evaluation of each SOQ, URC may, at its discretion, ask any Respondent for any clarifications of its SOQ which shall be submitted within a stated reasonable period of time. Any request for clarification and all clarifications shall be in writing.
- 17.2 If a Respondent does not provide clarifications of the information requested by the date and time set in URC's request for clarification, its SOQ may be rejected.

18. Cancellation or variation

- 18.1 This RFQ does not commit URC (or the Government) in any way to proceed with the Tender Process or the Project. Furthermore, URC reserves the right, at any time, in its sole and absolute discretion and with no liability whatsoever, to:
 - (a) amend the scope of the Project and/or the information or terms of the business opportunity described in this RFQ;
 - (b) amend, terminate or suspend all or any element of the Tender Process, including by extending any date, time period or deadline provided for in this RFQ;
 - (c) re-advertise for new SOQs to be submitted or enter into negotiations for the Project with third parties; and/or
 - (d) proceed with the Project and/or work of a similar nature in some other manner or not at all.

19. Pre-Qualification of Respondents

- 19.1 All Respondents who meet the Minimum Qualification Criteria will be pre-qualified by URC, except where their SOQ has otherwise been rejected by URC in accordance with this RFQ. Provisions 16.6 and 16.7 of Section I of this RFQ shall apply in the event that a Respondent fails to demonstrate or fulfil any of the required Minimum Qualification Criteria or fails to provide complete information.
- 19.2 In the event any additional facts emerge whereby any aspect of a Qualified Respondent's signed declarations in the Form 2B in Section IV of this RFQ are no longer complete and accurate, the Qualified Respondent shall, subject to Provision 16.7 of Section I of this RFQ, be disqualified from the Tender Process.

20. Notification of Pre-Qualification

20.1 Following the necessary approvals of the list of Qualified Respondents, URC will notify Qualified Respondents and unsuccessful Respondents by providing a notice of pre-qualification to all Respondents via email and publicly announce the list of Qualified Respondents.

21. Invitation to Bid

21.1 Following the notification of the results of the pre-qualification URC shall invite all the Qualified Respondents to submit a Proposal.

21.2 Qualified Respondents will be required to provide a bid bond at the RFP Stage acceptable to URC (in form and amount) in accordance with the terms of the RFP, and the successful Preferred Bidder shall, when it is appointed as the Project Company, be required to provide a performance bond (and potentially parent company support) as specified in the Project Agreement.

22. Changes in Composition of Respondents

22.1 Without limiting Provisions 16.1 to 16.4 and subject to Provisions 22.2 and 22.3 of Section I of this RFQ, any change in the structure of any Consortium after submission of the SOQ, including after being notified as a Qualified Respondent, shall not be accepted without the prior written consent of URC.

22.2 A Consortium Member which was put forward as part of the Consortium to pre-qualify for the RFQ in order to meet the Minimum Qualification Criteria must form part of the Consortium for the purposes of the RFP, subject at all times to the terms of the RFP in relation to Consortiums. Failure to do so shall, unless such change has been approved by URC (including in accordance with the terms of the RFP or pursuant to Provision 22.3 of Section I of this RFQ), be a ground for disqualification under the RFP.

22.3 Respondents should specifically note that where it proposes to:

- (a) remove, replace or add a Consortium Member;
- (b) alter the role of any Consortium Member designated in Form 4, after the date of submission of the SOQ, URC will only consider such request either:
 - (i) in accordance with the terms of the RFP if the RFP has been issued; or
 - (ii) if prior to the commencement of the RFP Stage, where such replacement or addition (in combination with the remaining Consortium Members) would have meant that the Consortium, as a whole, would have still been awarded Qualified Respondent status based on the addition and/or replacements credentials on the date for submission of the SOQ.

A Qualified Respondent shall be disqualified from further participation in the Tender Process if it seeks to replace or add a Consortium Member other than as permitted under this RFQ or under the RFP.

22.4 In the case where a Consortium is selected as the Preferred Bidder:

- (a) subject to the terms of the RFP, all parties forming the Project Company shall be jointly and severally liable for the Project Company's performance;
- (b) without prejudice to paragraph (c) below, each Consortium Member will be considered an Equity Consortium Member in the Project Company; and
- (c) the Lead Member of the Consortium will be required to hold a minimum of 26% of the equity in the Project Company.

The Equity Consortium Members shall be required to commit to a "lock in" period, the length of which will be confirmed in the RFP. Respondents who are not prepared to commit to any form of "lock-in" period should not submit an SOQ.

23. Grounds for disqualification

- 23.1 URC shall disqualify or fail to pre-qualify (as applicable) a Respondent from participating in the Tender Process if: -,
- (a) At any time during the Tender Process, such Respondent fails to meet any aspect of the Legal Eligibility Criteria set out in Provision 1 of Section III of this RFQ (either at the time of submission of the SOQ or subsequently), or;
 - (b) the Respondent completed the SOQ incorrectly or incompletely, or has submitted the SOQ after the deadline for the same, set by URC, in accordance with this RFQ, or;
 - (c) any aspect of such Respondent's signed declarations in the Form 2B in Section IV of this RFQ, or;
 - (d) the Respondent colludes, connives or is in any way involved in Corrupt Practice, Fraudulent Practice, Collusive Practice, Coercive Practice or Obstructive Practice;
 - (e) any other statement or representation made by such person in connection with the Tender Process is found to have been false, incomplete or misleading in any material way when made;

24. Complaint's redressal mechanism

- 24.1 The Government, through the PPP Committee, is committed to promoting good governance, accountability and the rule of law in public office by enhancing the level of transparency in all of its procurement processes and providing an equal and fair chance to all eligible Respondents to compete in the Tender Process through an open competition. For any grievance related to the submission of the SOQ or the ongoing Tender Process, a written complaint which has been signed by the complainant should be submitted to the Chairman of the PPP Committee at any time during the pre-qualification process and not later than 7 calendar days after announcement of the results of the pre-qualification process, with all necessary supporting documentation through any of the following:

Attn:

Chairperson of the Public Private Partnership Committee

Address:

Ministry of Finance, Planning and Economic Development
Plot 2-12, Apollo Kaggwa Road
PO Box 8147
Kampala, Uganda

Telephone:

(+256) 414 707 000

Fax:

(+256) 414 230 163

Email:

finance@finance.go.ug

- 24.2 The findings of the enquiry/grievance redress shall be notified to the complainant upon completion of the PPP Committee's investigations within a period of 21 calendar days.

Section II. Pre-Qualification Data Sheet

1. General

Provision 1.1 of Section I Name of Contract: - Procurement of a private party for the Gulu Logistics Hub project under a Public Private Partnership (PPP) arrangement
Procurement Reference No. – **URC/PPP/2021-22/00001**

Provision 3.1 of Section III The parties in a Consortium shall be jointly and severally responsible to URC for all representations made and information provided in its SOQ and throughout the Tender Process.
The maximum number of partners in the Consortium shall be: unlimited provided the relevant Consortium Members can, as a Consortium, meet the requirements of this RFQ

2. Timeline for Tender process

Disclaimer Deadline for submission of Receipt Confirmation Form: **14.01.22**

Provision 5.1 of Section I Deadline for submission of queries on RFQ: **23.01.22**

Provision 5.2 of Section I Date and time of the Pre-Qualification Meeting: **24.01.22 at 11.00am** Ugandan local time

Provision 13.1 of Section I Deadline for submission of SOQ: **28.02.22 at 12 noon** Ugandan local time

3. Contents of the RFQ

Contents of the RFQ For clarification purposes, URC's address is: Uganda Railways Corporation (URC), Plot 57, Nasser Rd, P.O Box 7150, Kampala, Uganda
Attention: The Project Officer, Gulu Logistics PPP Project
Uganda Railways Corporation (URC), Plot 57, Nasser Road, Kampala, Uganda
Email: info@urc.go.ug
Copy to: t.kimera@urc.go.ug

4. Preparation of the SOQ

Provision 9.1 of Section I The language of the SOQ as well as of all correspondence is: English

Provision 10 of Section I The Respondent shall submit with its SOQ, the following additional documents:
(a) Certificate of Registration/Incorporation or equivalent (for itself and, if applicable, any Consortium Members) *

- (b) Articles of Incorporation or "Documents of Constitution" and "Registration Documents" (for itself and, if applicable, any Consortium Members) *
- (c) Unqualified Audited financial statements for the past three Financial Years (for itself and, if applicable, any Consortium Members) *
- (d) Auditor's certificate of Net Worth (for itself and, if applicable, each Consortium Member) *
- (e) Where the Respondent is a Consortium, it shall submit a letter of commitment or consortium agreement, as applicable *
- (f) A government owned entity shall submit documents relating to its shareholding, including share certificates and the members' register or equivalent (for itself and, if applicable, any Consortium Members) *
- (g) Supporting documents (if any) to Form 7, Form 8, Form 9, Form 10 and Form 11, as appropriate
- (h) Response to each form contained in Section IV

Respondents are not permitted to submit information not requested or required in this RFQ. Any information which is provided which was not requested or required will be disregarded and not read.

Documents marked with an * shall be required to be notarised during the RFP Stage in accordance with the terms of the RFP and where such documents' country of origin is a country other than Uganda, then such documents shall also be legalised by the Ugandan Embassy or Consulate in that documents' country of origin or where such country does not have a Ugandan Embassy or Consulate then the Ugandan Embassy or Consulate which has relative geographical proximity to that country and is accessible to the Respondent.

Provision 11.2 of Section I The Respondent shall submit copies of the SOQ in the number and format detailed below:

- (a) One (1) physical original and two (2) physical copies bound with a suitably sturdy binding system, on single side A4 paper in font size 12 (Arial)
- (b) Three (3) soft copies presented on CDs in the format below;
 - (i) Form sheets in Microsoft Word 2010 format (or compatible) and in PDF format
 - (ii) Spreadsheets in Microsoft Excel 2010 format (or compatible) showing the relevant formulae, and in PDF format
 - (iii) Supporting evidence (e.g., copies of unqualified audited financial statements) in PDF format

5. Submission of SOQ

Provision 13.1 of Section I A Respondent's SOQ shall be delivered (personally or via courier) to the following address:

Attention: The Project Officer, Gulu Logistics PPP Project, Uganda Railways Corporation (URC)

Street Address: Uganda Railways Corporation (URC), 1st Floor Room No. 10, Plot 57, Nasser Rd, Kampala, Uganda

Town/City: Kampala

Country: Uganda

The SOQ will be submitted in a sealed envelope or box containing no markings other than the address above indicated on the face and the information below marked on the rear (or side in the case of a box)

Statement of Qualification for the Procurement of a private party for the Gulu Logistics Hub project under a Public Private Partnership (PPP) arrangement

From: [Respondent name and Respondent representative]

Address: [insert Respondent details]

Telephone number: [insert Respondent details]

Email Address: [insert Respondent details]

The soft copies of SOQ with file size not exceeding 5 MB should be sent through registered email address on the email id of URC provided above.

Provision 14.1 of Section I URC shall reject any late SOQ received after the submission deadline for the SOQ. Respondents shall bear the risk, cost and responsibility of ensuring that their SOQ is received before the submission deadline for the SOQ to the above address, including any clearance of customs

Section III. Minimum Qualification Criteria

This Section contains the Minimum Qualification Criteria that each Respondent must meet or exceed in order to be named as a Qualified Respondent. If a Respondent fails to meet the Minimum Qualification Criteria set out in this Section III of this RFQ, it shall be disqualified. URC shall use the ability of a Respondent (which shall, in the case of a Consortium, mean collectively all Consortium Members) to meet the Minimum Qualification Criteria to evaluate each SOQ. The information to be provided in relation to each requirement and the definitions of the corresponding terms are included in the respective SOQ forms in Section IV (SOQ Forms) of this RFQ.

This Section is divided into three parts:

- A. Legal and Eligibility Minimum Qualification Criteria
- B. Financial Minimum Qualification Criteria
- C. Technical Minimum Qualification Criteria

A compliance checklist summary table has been included at the end of this Section for Respondents reference only. It provides details of the SOQ forms in Section IV (SOQ Forms) of this RFQ which are intended to be completed to show that the Respondents (which shall, in the case of a Consortium, mean collectively all Consortium Members) meet the Minimum Qualification Criteria. Without limiting the foregoing, the mere completion of a SOQ form shall not, itself, mean that the Minimum Qualification Criteria has been met.

A. Legal minimum qualification criteria

A Respondent must satisfy all of the following Legal Minimum Qualification Criteria:

1. Eligible Respondents

1.1 A Respondent may be:

- (a) a single entity with at least 30% equity held by firms registered in Uganda;
- (b) subject to Provision 2 of Section III of this RFQ, a government owned entity; or
- (c) subject to Provision 3 of Section III of this RFQ, any combination of entities under (a) and/or (b) above in the form of a Consortium, who has the formal intent to enter into an agreement (as evidenced by a letter of intent) or who intends to combine under an existing agreement (as evidenced by a copy of this existing agreement), such that at least 30% equity in the Consortium is held by firms registered in Uganda

and provided that at all times the entity that will enter into the Project Agreement, the Project Company, must be a SPV in compliance with the PPP Act.

2. Government Owned Entities

- 2.1 Where the Respondent is also a government-owned entity the Respondent shall be legally and financially autonomous, operate under commercial law and not be a dependent agency of URC.
- 2.2 As evidence of compliance with the foregoing requirements, such entities shall attach copies of their "Articles of Incorporation" or "Documents of Constitution" and "Registration Documents" and documents relating to their shareholding, including share certificates and the members' register or equivalent, to Form 4 as provided in Section IV of this RFQ.
- 2.3 In addition, such entities shall attach Certificate from Auditor confirming the Net Worth per Financial Year for each of the past three Financial Years.as per the Form 7 as provided in Section IV of this RFQ.

3. Consortium

- 3.1 Subject to Provision 1 of Section III of this RFQ, a Consortium may participate in, and apply for pre-qualification for, the Project.
- 3.2 Each Consortium must submit information, data and documents both for the Consortium as a whole and for each Consortium Member where expressly required under this RFQ. Consortium Members shall specify their key roles in the Consortium and their proposed project share in Form 4 as set out in Section IV of this RFQ. For the avoidance of doubt, a Respondent shall only be required to submit a single Form 4 as set out in Section IV of this RFQ even where the Respondent is a Consortium. Respondents shall clearly identify in Form 4, the proposed Consortium Members. For the avoidance of doubt, the Consortium Members listed in Form 4 are necessarily required to be, Equity Consortium Members and are necessarily required to be, shareholders in the eventual Project Company that will be established to enter into the Project Documents. Each Consortium Member shall, however, commit to its participation in a single Consortium only.
- 3.3 Where a SOQ is submitted by a Consortium, the qualifications and capabilities of each Consortium Member holding minimum 26% equity, shall first be evaluated separately and then evaluated as whole to determine whether or not individually, the Consortium Members meet the required thresholds set out in the Minimum Qualification Criteria and whether, together, the Consortium as a whole meets the Minimum Qualification Criteria. A Consortium where two (or more) Consortium Members worked on the same project previously may not "double count" their respective experience on that project to meet a Minimum Qualification Criteria but may jointly present the project as a credential for the Consortium on a combined basis only.
- 3.4 After submission of an SOQ, there shall be no change in identity, control, financial standing or any other factor that impacts on the selection and/or evaluation process affecting the Consortium Members.
- 3.5 A consortium agreement is not required to be submitted at the RFQ Stage (although, the Consortium may submit a consortium agreement if this has been agreed and executed), however, a letter of commitment or other letter of arrangement between Consortium Members in relation to their participation in the Project is strictly required where no consortium agreement can be provided.
- 3.6 Each Consortium must provide a letter of commitment, letter of arrangement or consortium agreement (as appropriate) as an attachment to Form 2, provided at Section IV of this RFQ.
- 3.7 No entity may participate in more than one Consortium applying for pre- qualification.
- 3.8 If a Consortium is successful and is awarded the Project, the Equity Consortium Members are required to form the Project Company as a SPV pursuant to article 20 of the PPP Act. The Project Company shall then be required to enter into the Project Agreement. The composition of the Project Company shall comply with Provision 22.4 of Section I of this RFQ.

4. Eligible Goods and Related Services

- 4.1 In relation to all goods and related services to be supplied under the Project Documents, goods must be manufactured in an Eligible Country and, services must be supplied by a service provider headquartered in an Eligible Country. Each Respondent shall have consideration for this requirement when creating its Consortium or when engaging with potential subcontractors during the Tender Process. Respondents should note the local content requirements (such as adherence to the "Buy Uganda, Build Uganda" Government policy) will be set out in the RFP and Project Agreement.

5. Nationality

- 5.1 Each Respondent, including where the Respondent is a Consortium, any Consortium Member thereof, shall have the nationality of an Eligible Country. A Respondent, or any Consortium Member thereof, shall be deemed to have the nationality of the country in which it is constituted, incorporated or registered. The Respondent, including where the Respondent is a Consortium, any Consortium Member, shall not have an Affiliate which does not have the nationality of an Eligible Country.

- 5.2 The Respondents, including where the Respondent is a Consortium, any Consortium Member thereof, shall attach copies of its "Articles of Incorporation" or "Documents of Constitution" and its "Registration Documents" to Form 4 as provided in Section IV of this RFQ.

6. Conflict of Interest

- 6.1 No Respondent, including where the Respondent is a Consortium, no Consortium Member, shall have a conflict of interest or potential conflict of interest in accordance with Provision 2.4 of Section I of this RFQ, and each of them shall confirm that no conflict of interest exists on the date of submission of the Respondent's SOQ.
- 6.2 The Respondent, including where the Respondent is a Consortium, the Lead Member on behalf of all Consortium Members, must submit confirmation of the foregoing in the Legal Minimum Qualification Criteria Declaration Form (Form 2B as provided in Section IV of this RFQ).

7. Reputation and Ethics

- 7.1 The Respondent must satisfy all of the following Legal Minimum Qualification Criteria and the Respondent, or the Lead Member on behalf of all Consortium Members (in which case the following shall apply severally to each Consortium Member), must submit confirmation in the Legal Minimum Qualification Criteria Declaration Form (Form 2B as provided in Section IV of this RFQ) to satisfy such by affirming the following:
- (a) The Respondent nor any of its Affiliates have not been convicted of fraud, corruption, collusion, money laundering or for a criminal act involving dishonesty, physical violence or harm to human life, nor is under investigation for, such criminal activities.
 - (b) The Respondent nor any of its Affiliates are not in bankruptcy or liquidation proceedings and have a reasonable expectation of being able to meet their debts as they fall due.
 - (c) The Respondent nor any of its Affiliates have not made any misrepresentations in the information provided by them in connection with the Tender Process provided the required information in relation to this RFQ and all representations made by any such persons, are at all times true.
 - (d) No Respondent nor any of its Affiliates have been disqualified by the Public Procurement and Disposal of Public Assets Act such that it becomes illegal or otherwise forbidden for the Respondent to continue to participate in the Tender Process or the Respondent is otherwise disqualified by regulations made under the PPP Act.
 - (e) The Respondent is licensed in the relevant country in which it is established and is a member of an organisation in that relevant country where the law of that relevant country requires that person to be so licensed or to be such a member in order to undertake the Project.
 - (f) The Respondent nor any of its Affiliates have not breached the Confidentiality Undertaking throughout the Tender Process in accordance with Provision 7 of Section I of this RFQ.
 - (g) The Respondent and its Affiliates have complied with any and all requirements of this RFQ (including submitting the SOQ on time) and/or instructions of URC.
 - (h) The Respondent nor any of its Affiliates are not currently 'blacklisted' by the Government (i.e. the Government has made an official statement that there shall be no further dealings between such person and the Government) or debarred by any of the "Development Financial Institutions" or are on the UN sanctions list.
 - (i) The Respondent nor any of its Affiliates have not taken any action described in Provision 2 of Section I of this RFQ and no circumstances as described in Provision 2 of Section I of this RFQ exist.

- (j) The Respondent nor any of its Affiliates have no tax liabilities or liabilities in respect of judgments awarded by any court or similar proceedings in the period of three years prior to the date of this RFQ, save in each case to the extent that it has made a suitable accounting provision for such liabilities in accordance with applicable accounting regulations.
 - (k) The Respondent nor any of its Affiliates are not currently debarred from financing by any multilateral development bank that is party to the "Agreement on Mutual Enforcement of Debarment Decision" of 9 April 2010 (www.crossdebarment.org).
 - (l) The Respondent nor any of its Affiliates are not currently listed on any financial sanctions lists promulgated by the UN Security Council or its Committees pursuant to any resolution under Chapter VII of the Charter of the United Nations.
 - (m) The Respondent or any of its Affiliates do not, and have not, engaged in operations (directly or through any subsidiary) or transactions that are not in compliance with the sanctions promulgated by the UN Security Council or its Committees pursuant to any resolution under Chapter VII of the Charter of the United Nations or national sanctions in Uganda.
 - (n) The Respondent or any of its Affiliates have complied with the obligations relating to the payment of social security contributions as required by the laws of Uganda (where the Respondent or any of its Affiliates are entities incorporated or registered in Uganda) or otherwise the equivalent laws, where applicable, of the country of origin of the Respondent (where such entities are not incorporated or registered in Uganda).
 - (o) The Respondent or any of its Affiliates have not been suspended from participation in, had any contract cancelled, or had any bid bond called as a result of any incident related to sexual exploitation and abuse or gender-based violence.
- 7.2 In the event that the above representations made by the Respondent (including where made on behalf of any of its Affiliates) in the Legal Minimum Qualification Criteria Declaration Form (Form 2B as provided in Section IV of this RFQ), cease to hold true, or if representations given cease to be true (or are found to be false, incomplete or misleading in any material way), then that Respondent shall be disqualified at any point in the Tender Process in accordance with Provision 23 of Section I of this RFQ.

B. Financial minimum qualification criteria

A Respondent must satisfy all of the following Financial Minimum Qualification Criteria:

8. Minimum Qualification Criteria - Net worth

- 8.1 Respondents shall have an average Net Worth of equal to or more than USD 6.1 million (the "Requisite Net Worth Value") in the past three Financial Years.
- 8.2 In the event the Respondent is a Consortium, combined average net worth of those Members, who have an equity share of at least 26% (twenty-six per cent) each in the SPV, should satisfy the above condition of eligibility. The following is an illustration of the calculation of the Net worth in case of a consortium

Illustration for calculating the Net worth of a consortium:

For illustration and avoidance of any doubts, the following method is placed in clarification:

If Company A (average Net Worth: USD 10 million) & Company B (average Net Worth: USD 5 million) in a Consortium with shareholding of A as 60% and B as 40% then the combined average Net Worth of the Consortium shall be:

$$10 \times 60\% + 5 \times 40\% = \text{USD } 8 \text{ million}$$

- 8.3 The Respondent shall provide details of its Net Worth in Form 7 as provided in Section IV of this RFQ. The Respondent shall attach a certificate confirming its Net Worth signed by its auditor to support the information provided in Form 7.
- 8.4 For the avoidance of doubt, the auditor's certificate of Net Worth which complies with the above requirements shall be provided by each Consortium Member where the Respondent is a Consortium.

C. Technical minimum qualification criteria

A Respondent must satisfy all of the following Technical Minimum Qualification Criteria

9. Minimum Qualification Criteria – Area requirement

- 9.1 The Respondent shall provide evidence that it owned and operated a logistics facility with a minimum area of 4 Acres¹ within the past five years
- 9.2 The Respondent shall provide details of its projects satisfying the above requirements in Form 8 as provided in Section IV of this RFQ. The Respondent shall also attach a certificate from the auditor as per the format provided in Form 8
- 9.3 Where the project that the Respondent is relying on to meet the Minimum Qualification Criteria under Provisions 9.1 of Section III of this RFQ was carried out through a joint venture or other such partnership arrangement, then the percentage involvement or shareholding of the Respondent (or the relevant Consortium Member, as applicable) in the project joint venture or other such partnership arrangement undertaking the project shall be specified, and shall be a minimum of 26 per cent of that project in order for that project to be considered for evaluation.
- 9.4 Projects listed in Form 8 may also be listed in Form 9 and/or Form 10.
- 9.5 The Respondent may, where the Respondent is a Consortium, rely on the collective experience of its Consortium Members to meet the Minimum Qualification Criteria. However, where two or more Consortium Members worked on the same project then this shall only be considered as one qualifying project in accordance with Provision 3.3 of Section III of this RFQ and the experience on that same project may not be aggregated to meet the requirements of Provisions 9.1, 9.2 and 9.3 of Section III of this RFQ.

10. Minimum Qualification Criteria – Container throughput requirement

- 10.1 The Respondent shall provide evidence that it owned and operated a logistics facility with a minimum annual throughput of 15,000 TEUs per Annum within the past five years:
- 10.2 The Respondent shall provide details of its projects satisfying this Minimum Qualification Criteria in Form 9, as provided in Section IV of this RFQ. The Respondent shall also attach a certificate from the auditor as per the format provided in Form 9
- 10.3 Where the project that the Respondent is relying on to meet the Minimum Qualification Criteria under Provision 10.1 of Section III of this RFQ was carried out through a joint venture or other such partnership arrangement, then the percentage involvement or shareholding of the Respondent (or the relevant Consortium Member, as applicable) in the project joint venture or other such partnership arrangement undertaking the project shall be specified, and shall be a minimum of 26 per cent in order for that project to be considered for evaluation.
- 10.4 Projects listed in Form 9 may also be listed in in Form 8 and/or Form 10.
- 10.5 The Respondent may, where the Respondent is a Consortium, rely on the collective experience of its Consortium Members to meet the Minimum Qualification Criteria. However, where two or more Consortium

¹ 1 hectare = 2.471

Members worked on the same project then this shall only be considered as one qualifying project in accordance with Provision 3.3 of Section III of this RFQ and the experience on that same project may not be aggregated to meet the requirements of Provisions 10.1, 10.2 and 10.4 of Section III of this RFQ.

11. Minimum Qualification Criteria – Warehousing space

- 11.1 The Respondent shall provide evidence that it owned and operated a logistics facility with a minimum covered warehousing space of 20,000 CBM within the past five years:
- 11.2 The Respondent shall provide details of its projects satisfying this Minimum Qualification Criteria in Form 10, as provided in Section IV of this RFQ. The Respondent shall also attach a certificate from the auditor as per the format provided in Form 10.
- 11.3 Where the project that the Respondent is relying on to meet the Minimum Qualification Criteria under Provision 11.1 of Section III of this RFQ was: carried out through a joint venture or other such partnership arrangement, then the percentage involvement or shareholding of the Respondent (or the relevant Consortium Member, as applicable) in the project joint venture or other such partnership arrangement undertaking the project shall be specified, and shall be a minimum of 26 per cent in order for that project to be considered for evaluation.
- 11.4 Projects listed in Form 10 may also be listed in in Form 8 and/or Form 9.
- 11.5 The Respondent may, where the Respondent is a Consortium, rely on the collective experience of its Consortium Members to meet the Minimum Qualification Criteria. However, where two or more Consortium Members worked on the same project then this shall only be considered as one qualifying project in accordance with Provision 3.3 of Section III of this RFQ and the experience on that same project may not be aggregated to meet the requirements of Provisions 11.1, 11.2 and 11.3 of Section III of this RFQ.

Illustration for calculating the Experience of a consortium:

For illustration and avoidance of any doubts, the following method is placed in clarification:

If Company A (1 project of owned and operated a logistics facility with a minimum area of 4 Acres² within the and 1 project of owned and operated a logistics facility with a minimum annual throughput of 15,000 TEUs per Annum in past five years) & Company B (1 project of owned and operated a logistics facility with a minimum covered warehousing space of 20,000 CBM within the past five years) in a Consortium with shareholding of A as 60% and B as 40% then the combined experience of the Consortium shall be:

= 1 project of owned and operated a logistics facility with a minimum area of 4 Acres³ within the + 1 project of owned and operated a logistics facility with a minimum annual throughput of 15,000 TEUs per Annum + 1 project of owned and operated a logistics facility with a minimum covered warehousing space of 20,000 CBM within the past five years

² 1 hectare = 2.471

³ 1 hectare = 2.471

Pre-Qualification Requirements Compliance Checklist Summary Table

Minimum Qualification			Compliance Requirements			Documentation Criteria
No.	Subject	Single Entity	Consortium			Submission Requirements
			All Parties Combined	Each Member	Lead Member	
1. Legal and Eligibility Minimum Qualification Criteria						
1.1	Eligible Respondents	Must meet requirement	Must meet requirement	Must meet requirement	N/A	Form 4 attachments ("Articles of Incorporation" or "Documents of Constitution" and its "Registration Documents") Documents relating to a parties shareholding, including share certificates and the members' register (or equivalent) Form 7 attachments (financial standing)
	Government Owned Entities	Must meet requirement	Must meet requirement	Must meet requirement	N/A	Form 4 attachments ("Articles of Incorporation" or "Documents of Constitution" and its "Registration Documents") Documents relating to a parties shareholding, including share certificates and the members' register (or equivalent) Form 7 attachments (financial standing)
	Consortium	N/A	Must meet requirement	Must meet requirement	Must meet requirement	Consortium agreement and/or letter of intent and/or letter of arrangement showing commitment of Consortium Members and compliance with respective financial requirements for Lead Member and Equity Consortium Members Form 4 attachments ("Articles of Incorporation" or "Documents of Constitution" and its "Registration Documents") Documents relating to a parties shareholding, including share certificates and the members' register (or equivalent) Form 7 attachments (financial standing)
1.3	Nationality	Must meet requirement	Must meet requirement	Must meet requirement	N/A	Form 2B (Legal Minimum Qualification Criteria Declaration Form) Form 4 attachments ("Articles of Incorporation" or "Documents of Constitution" and its "Registration Documents")

Minimum Qualification			Compliance Requirements			Documentation Criteria
No.	Subject	Single Entity	Consortium			Submission Requirements
			All Parties Combined	Each Member	Lead Member	
1.4	Conflict of Interest	Must meet requirement	Must meet requirement	Must meet requirement	N/A	Form 2B (Legal Minimum Qualification Criteria Declaration Form)
1.5	Pending Litigation	Must meet requirement	N/A	Must meet requirement	Must meet requirement	Form 11
1.6	Reputation and Ethics	Must meet requirement	Must meet requirement	Must meet requirement	N/A	Form 2B (Legal Minimum Qualification Criteria Declaration Form)
2. Financial Minimum Qualification Criteria						
2.2	Net worth	Must meet requirement	Must meet requirement	Must meet requirement	Must meet at least twenty-six per cent (26%) of the overall requirement	Form 7 and attachments
3. Technical Minimum Qualification Criteria						
3.1	Area Requirement	Must meet requirement	Must meet requirement	N/A	N/A	Form 8 and attachments
3.2	Container throughput requirement	Must meet requirement	Must meet requirement	N/A	N/A	Form 9 and attachments
3.3	Warehousing space requirement	Must meet requirement	Must meet requirement	N/A	N/A	Form 10 and attachments

Section IV. SOQ Forms

FORM 1: RECEIPT CONFIRMATION FORM

Request for Qualifications – Procurement of a private party for the Gulu Logistics Hub project under a Public Private Partnership (PPP) arrangement (the "RFQ")

[INSERT PARTY NAME] confirms it has received the RFQ and it is interested in submitting a SOQ and wishes to receive any further information distributed by URC or the Transaction Advisors in relation to the Project and the Tender Process. The interested party's contact details are as follows:

Name of Entity:

Street Address:

City/Postal Zip Code:

Province/State and Country:

Telephone:

Contact Person:

E-mail Address:

FORM 2A: RESPONSE DECLARATION FORM

[Lead Member/Respondent's Letterhead]

To:

The Project Officer
Uganda Railways Corporation (URC),
Plot 57, Nasser Rd, Kampala, Uganda

Dear Sir

Procurement of a private party for the Gulu Logistics Hub project under a Public Private Partnership (PPP) arrangement (the "Project")

Introduction

- Unless the context requires otherwise, capitalised terms used herein shall have the meanings ascribed thereto in the Request for Qualifications for Procurement of a private party for the Gulu Logistics Hub project under a Public Private Partnership (PPP) arrangement (the "RFQ").
- In consideration of URC agreeing to consider responses in accordance with the terms of the RFQ, [name of the entity] OR [the Consortium consisting of [insert names of Consortium Members], with [name of the entity] as the Lead Member, (the "Lead Member")] (the "Respondent"), hereby agrees, confirms and acknowledges, on its own behalf and on behalf of any affiliates, employees, agents, subcontractors and representatives, and, where applicable, on behalf of each Consortium Member the following statements set out below in this Response Declaration Form.

Response to the RFQ

- This Response Declaration Form has been duly authorised and validly executed by the Respondent (or, if the Respondent is a Consortium, by the Lead Member and each Consortium Member).
- The Respondent (and, where applicable, each Consortium Member) is bound by all statements and representations in its SOQ.
- The Respondent's SOQ is in all respects a fair response made without collusion or fraud.
- URC reserves the right to verify information in the Respondent's SOQ and conduct any background investigations including, but not limited to, criminal record investigations, verification of the response, credit enquiries, litigation searches, bankruptcy registrations and taxpayer information investigations or other investigations on the Respondent (and, where applicable, each Consortium Member) and by submitting a SOQ, the Respondent agrees that it (and where applicable, each Consortium Member) consents to the conduct of all or any of those investigations by URC.

Acknowledgements and undertakings with respect to the RFQ

- In submitting this SOQ and signing this Form 2 Response Declaration Form, each Respondent, (and in the case of a Consortium, each Consortium Member) on behalf of itself and any of its affiliates, employees, agents, subcontractors and representatives hereby acknowledges and affirms that it:

- (a) has received, read, examined and understood the entire RFQ including all of the terms and conditions, and all documents referred to in the RFQ;
- (b) it has had sufficient time to consider, and has satisfied itself as to the applicability of the material in the RFQ and all conditions that may in any way affect its SOQ;
- (c) agrees to be bound by the entire RFQ including all of the disclaimer, the terms and conditions (in particular the Confidentiality Undertaking) and all documents referred to in the RFQ;
- Each Respondent (and in the case of a Consortium, each Consortium Member) shall affirm and thereby provide an undertaking of the above by signing this Form 2 Response Declaration Form.

Evaluation of SOQ(s)

- The RFQ is not an offer, a tender or a RFP, it is a request for qualifications and the responsibility of URC is limited to consider SOQ(s) in accordance with, and subject to, the terms of the RFQ.

Respondent's Authorised Representative

- The Respondent's Authorised Representative for the purpose of the RFQ, the SOQ and/or any other stage of the Tender Process, unless otherwise notified in writing to URC, shall be the person specified in Form 6 (Respondent's Authorised Representative) as submitted as part of the SOQ.
- The Respondent's Authorised Representative referred to above is fully authorised to represent the Respondent in any and all matters related to its SOQ, including but not limited to providing clarifications and additional information that may be requested in association with the RFQ.
- Where the Respondent is a Consortium, each Consortium Member in signing this Form 2 Response Declaration Form, acknowledges and confirms that the Lead Member's Authorised Representative specified in Form 6 (Respondent's Authorised Representative) shall be the Authorised Representative of the Consortium for the purpose of this letter.

By signing this RESPONSE DECLARATION FORM, the Respondent, (including, where applicable, each Consortium Member) on behalf of itself and any of its Affiliates, employees, agents, subcontractors and representatives affirms and acknowledges that the statements contained herein are true and correct and undertakes to inform URC immediately should any situation arise whereby its position changes in relation to the declarations made at paragraphs 2 and 3 above.

Signed: [insert signature(s) of the authorised representative(s) of the Respondent]

Name of Authorised Representative:

Position of Authorised Representative:

Date:

OR

Signed: [insert signature(s) of the authorised representative(s) of the Lead Member]

Name of Lead Member Authorised Representative:

Position of Lead Member Authorised Representative:

Date:

Signed: [insert signature(s) of the authorised representative(s) of the Consortium Member]

Name of Consortium Member Authorised Representative:

Position of Consortium Member Authorised Representative:

Date:

[Signed: [insert signature(s) of the authorised representative(s) of the Consortium Member]

Name of Consortium Member Authorised Representative:

Position of Consortium Member Authorised Representative:

Date:]

FORM 2B – LEGAL MINIMUM CRITERIA DECLARATION FORM

In submitting this SOQ and signing Form 2B, the Respondent or the Lead Member on behalf of all Consortium Members (in which case the following Legal Minimum Qualification Criteria shall apply severally to each Consortium Member) hereby acknowledges and affirms all of the following Legal Minimum Qualification Criteria:

1. The Respondent nor any of its Affiliates have not been convicted of fraud, corruption, collusion, money laundering or for a criminal act involving dishonesty, physical violence or harm to human life, nor is under investigation for, such criminal activities.
2. The Respondent nor any of its Affiliates are not in bankruptcy or liquidation proceedings and have a reasonable expectation of being able to meet their debts as they fall due.
3. The Respondent nor any of its Affiliates have not made any misrepresentations in the information required of them and have provided the required information in relation to this RFQ and all representations made by any such persons, are at all times true.
4. No Respondent nor any of its Affiliates have been disqualified by the Public Procurement and Disposal of Public Assets Act such that it becomes illegal or otherwise forbidden for the Respondent to continue to participate in the Tender Process or is otherwise disqualified by regulations made under the PPP Act.
5. The Respondent is licensed in the relevant country in which it is established and is a member of an organisation in that relevant country where the law of that relevant country requires that person to be so licensed or to be such a member in order to undertake the Project.
6. The Respondent nor any of its Affiliates have not, and shall not breach the Confidentiality Undertaking throughout the Tender Process in accordance with Provision 7 of Section I of the RFQ.
7. The Respondent nor any of its Affiliates have complied with any and all requirements of this RFQ (including submitting the SOQ on time) and/or instructions of URC.
8. The Respondent nor any of its Affiliates is not currently 'blacklisted' by the Government (i.e. the Government has made no official statement that there shall be no further dealings between the Respondent (or any of its Affiliates) and the Government) or debarred by any of the "Development Financial Institutions" or on the UN sanctions list.
9. The Respondent nor any of its Affiliates have not taken any action described in Provision 2 of Section I of the RFQ and no circumstances as described in Provision 2 of Section I of the RFQ exist.
10. The Respondent nor any of its Affiliates have no tax liabilities or liabilities in respect of judgments awarded by any court or similar proceedings in the period of three years prior to the date of the RFQ, save in each case to the extent that it has made a suitable accounting provision for such liabilities in accordance with applicable accounting regulations.
11. The Respondent nor any of its Affiliates are not currently debarred from financing by any multilateral development bank that is party to the "Agreement on Mutual Enforcement of Debarment Decision" of 9 April 2010 (www.crossdebarment.org).
12. The Respondent nor any of its Affiliates are not currently listed on any financial sanctions lists promulgated by the UN Security Council or its Committees pursuant to any resolution under Chapter VII of the Charter of the United Nations.

13. The Respondent nor any of its Affiliates do not, and have not, engaged in operations (directly or through any subsidiary) or transactions that are not in compliance with the sanctions promulgated by the UN Security Council or its Committees pursuant to any resolution under Chapter VII of the Charter of the United Nations or national sanctions in Uganda.
14. No Respondent shall have a conflict of interest or potential conflict of interest as defined in Provision 2.4 of Section I of the RFQ.
15. The Respondent or any of its Affiliates have complied with the obligations relating to the payment of social security contributions as required by the laws of Uganda (where the Respondent or any of its Affiliates are entities incorporated or registered in Uganda) or otherwise the equivalent laws, where applicable, of the country of origin of the Respondent (where such entities are not incorporated or registered in Uganda).
16. The Respondent or any of its Affiliates have not been suspended from participation in, had any contract cancelled, or had any bid bond called as a result of any incident related to sexual exploitation and abuse or gender-based violence.

By signing this LEGAL DECLARATION FORM, the Respondent (and where the Respondent is a Consortium, the Lead Member on behalf of itself and each other Consortium Member) affirms and acknowledges that the statements contained herein are true and correct and undertakes to inform URC immediately should any situation arise whereby its position changes in relation to the representations made above.

The Respondent (and where the Respondent is a Consortium, the Lead Member on behalf of itself and each other Consortium Member) acknowledges that in the event that any of the above representations made by the Respondent (or where the Respondent is a Consortium, by the Lead Member on behalf of itself and each other Consortium Member) in this LEGAL DECLARATION FORM cease to hold true, or if representations given cease to be true (or are found to be false, incomplete or misleading in any material way), then the Respondent shall be disqualified at any point in the Tender Process.

Signed: [insert signature(s) of an authorised representative(s) of the Respondent]

Name of Authorised Representative:

Position of Authorised Representative:

Date:

Duly authorised to sign the application for and on behalf of:

Name of Consortium Member:

Position of Consortium Member:

FORM 3: POWER OF ATTORNEY

BY THIS POWER OF ATTORNEY made on [●] [insert date], [●] [insert name and address of Respondent/Consortium Member] (hereinafter referred to as the "Principal") hereby nominates, appoints and authorises [●] [insert name and address] as its true and lawful attorney (the "Authorised Representative") and in the principal's name or otherwise and on its behalf:

AUTHORITY

1. to negotiate, consider, settle, approve, sign, execute, deliver and/or issue all agreements, documents and instruments (all whether as a deed or not) which the Authorised Representative in his absolute discretion considers desirable in connection with the Principal's [statement of qualification and proposal/joint statement of qualification and proposal with [●] [insert consortium details]] (the "Tender Response") in response to the request for pre-qualification and request for proposals issued by the Uganda Railways Corporation (URC) for the project agreement (the "Project Agreement") to be entered into for 'Procurement of a private party for the Gulu Logistics Hub project under a Public Private Partnership (PPP) arrangement' (the "Project");
2. in the event of being selected as preferred bidder, engage in negotiations with the Uganda Railways Corporation and enter into the Project Agreement; and
3. to take any steps or do anything which the Authorised Representative in his absolute discretion considers desirable in connection with the Tender Response, the Project Agreement or the Project.

TERM

This power of attorney shall expire [24] months from today's date.

RATIFICATION

The Principal undertakes to ratify and confirm whatever the Authorised Representative does or purports to do in good faith in the exercise of any power conferred by this power of attorney.

THIRD PARTY

The Principal declares that a person who deals with the Authorised Representative in good faith may accept a written statement signed by that Authorised Representative to the effect that this power of attorney has not been revoked as conclusive evidence of that fact.

GOVERNING LAW AND JURISDICTION

This power of attorney (and any dispute, controversy, proceedings or claim of whatever nature arising out of or in any way relating to this power of attorney or its formation or any act performed or claimed to be performed under it) shall be governed by and construed in accordance with Ugandan law and the Courts of Uganda shall have exclusive jurisdiction to hear and decide any suit, action or proceedings and/or settle any disputes which may arise in connection with this power of attorney or its formation or any act performed or claimed to be performed under it.

IN WITNESS whereof this power of attorney has been executed and delivered as a deed on [●] **[INSERT DATE]**

Executed by)
[insert name of)
[Respondent]/[Consortium Member] in)
bold and upper case] acting by [insert)
name of the company authorised representative]:

Signature of representative:
.....
Signature of witness:
.....
Name of witness:
.....
Address of witness
.....
.....
Occupation of witness
.....
.....

[Note: where the Bidder is a Consortium each Consortium Member shall provide a power of attorney.]

[Note: Bidders will be required to provide a notarised copy of any Power of Attorney signed outside of Uganda.]

[Note: Board Minutes confirming the authorised execution of power of attorney and appointment of Authorised Representative must also be provided for each power of attorney provided]

FORM 4: RESPONDENT’S STRUCTURE AND COMPOSITION

Name of Respondent:
 Name of Authorised Representative:
 Signature of Authorised Representative:
 Date:

I, [NAME OF AUTHORISED REPRESENTATIVE] as the Authorised Representative of the aforementioned [Respondent] hereby confirm that the below information is a fair and accurate representation of each Consortium Member in relation to the Project.

Respondent structure and composition:

No	Role in the Project	Name of responsible party	Equity Consortium Member (Y/N)*	Indicative project share (%)
1				
2				
3				
4				
5				
6				

**All members need to be Equity Consortium Members.*

Attached are copies of original documents of:

- 1. In the event the Respondent is a Consortium it shall provide an organisation chart as part of its Form 4 (Respondent's structure and composition) showing internal relationships between Consortium Members fulfilling the above roles. It shall also provide a consortium agreement or letter of commitment/arrangement in accordance with Provision 3.5 of Section III of the RFQ.*
- 2. The Respondent shall provide Articles of Incorporation or Documents of Constitution for itself and, if the Respondent is a Consortium, for each of the Consortium Members.*
- 3. In case of a government owned entity, any additional documents not covered under 2 above required to comply with Provision 2 of Section III of the RFQ including share certificates and the members' register or equivalent.*

FORM 5: RESPONDENT'S BASIC DETAILS

Name of [Respondent]/[Consortium Member]:

Name of Authorised Representative:

Signature of Authorised Representative:

Date:

I, [NAME OF AUTHORISED REPRESENTATIVE] as the Authorised Representative of the aforementioned [Respondent/Consortium Member] hereby confirm that the below information is a fair and accurate representation of [INSERT NAME OF RESPONDENT/CONSORTIUM MEMBER] in relation to the Project.

No.	Required details	Respondent's response*
1	Registered company name:	
2	Current trading name:	
3	Previous trading names (if different):	
4	Registered address:	
5	Year of registration:	
6	Country of registration:	
7	Contact person name:	
8	Telephone:	
9	Fax:	
10	E-mail:	

** In the event the Respondent is a Consortium, each Consortium Member shall fill out the above table as part of Form 5 (Respondent's Basic Details)*

FORM 6: RESPONDENT'S AUTHORISED REPRESENTATIVE

The Respondent (and, where applicable, each Consortium Member) shall designate the following Authorised Representative for the purposes of this RFQ Stage and the submission of the SOQ:

Name:	
Organisation:	
Position:	
Address:	
Telephone:	
Fax:	
Email:	

Name of Respondent:

Position of authorised representative:

Name of authorised representative:

Signature of authorised representative:

Date:

OR

Name of Consortium Member:

Position of authorised representative:

Name of authorised representative:

Signature of authorised representative:

Date:

Name of Consortium Member:

Position of authorised representative:

Name of authorised representative:

Signature of authorised representative:

Date:

[Note: The Authorised Representative appointed in this Form 6 must be the person appointed as such by the Respondent in the Form 3 power of attorney. Where the Respondent is a Consortium, the Authorised Representative of the Consortium must be the person appointed as such in the Lead Member's power of attorney.]

[Note: This form shall be signed by the Authorised Representative (including the Authorised Representative of each Consortium Member) appointed under the power of attorney in Form 3.]

[Note: A board resolution from the Respondent (or each Consortium Member where the Respondent is a Consortium) confirming that appointment of the Authorised Representative in this Form 6 shall accompany this Form 6. For the avoidance of doubt, each Consortium Member's board resolution shall appoint the Lead Member's Authorised Representative as the Authorised Representative for the Consortium under this Form 6.]

FORM 7: FINANCIAL STANDING

Name of Respondent:

Name of Authorised Representative:

Signature of Authorised Representative:

Date:

Company	Status (Respondent/ Lead Member /Consortium Member/parent company)	Net Worth in USD
		Financial Year 2020: Financial Year 2019: Financial Year 2018: Average for 2020, 2019 and 2020:
		Financial Year 2020: Financial Year 2019: Financial Year 2018: Average for 2020, 2019 and 2020:
		Financial Year 2020: Financial Year 2019: Financial Year 2018: Average for 2020, 2019 and 2020:

Attached are copies of financial statements (balance sheets, including all related notes, and income statements) for the years required above complying with the following conditions:

1. Historical financial statements must be audited by a certified accountant, must be complete including all notes to the financial statements and must correspond to accounting periods already completed and audited (no statements for partial periods shall be requested or accepted).
2. In the event that the relevant audited financial statements of the Respondent are prepared in any currency other than USD, then the following shall apply:
 - (a) Net Worth figures presented in this Form 7 shall be converted by the Respondent into USD at the "relevant exchange rate" for the financial year end date to which the latest audited financial statements were drawn up; and

The "relevant exchange rate" referred to above in respect of any date shall be the daily representative exchange rate published by the International Monetary Fund as on that date and shall be applied to determine the USD amount to complete this Form 7. Where the exchange rate is not published for any currency by the International Monetary Fund, the exchange rate published by the central bank of the country of which the currency is to be converted into USD shall be deemed to be the relevant exchange rate.

3. The Respondent shall, together with its SOQ, state all the exchange rates, the reference date and the definitive source of the exchange rate for the currency used.
4. All documents must otherwise comply with the requirements of this RFQ.

Further, for citing the Net worth requirement, a certificate from an Auditor shall need to be produced by the entity confirming the Net worth for the last three financial years. Such certificate shall need to be obtained from the company's auditor. Such certificate shall cover the details required in the format prescribed below. Separate auditor certificates would be required for the Consortium Members

Certificate from an Auditor (Applicable for Prospective Bidder / Consortium Member satisfying Net Worth Criteria)

Entity that fulfills the criteria requirement.

Name of the entity	
Entity which fulfills the requirement:	<i>(Prospective Bidder/ Consortium Member)</i>

Based on its latest available books of accounts [*and <please include any other published information referenced by the auditor>*], this is to certify that the details of the Net Worth of the (*Name of the Prospective Bidder / Member of Consortium*) for the last three financial years are as follows:

Company	Status (Respondent/ Lead Member /Consortium Member/parent company)	Net Worth in USD
		Financial Year 2020:
		Financial Year 2019:
		Financial Year 2018:
		Average for 2020, 2019 and 2020:
		Financial Year 2020:
		Financial Year 2019:
		Financial Year 2018:
		Average for 2020, 2019 and 2020:
		Financial Year 2020:
		Financial Year 2019:
		Financial Year 2018:
		Average for 2020, 2019 and 2020:

Name of the audit firm:

Seal of the audit firm:

(Signature, name and designation of the Authorised Signatory)

For the purpose of calculation of Net Worth, the following definitions shall be considered:

"Net Worth" means,

, in respect of:

- (a) a Company or a consortium, aggregate value of the paid-up share capital and all reserves created out of the profits and securities premium account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, as per the audited balance sheet, but does not include reserves created out of revaluation of assets, write back of depreciation and amalgamation;
or
- (b) a closed investment fund, the available funds which have yet to be committed to projects together with a declaration by its Authorised Representative that the anticipated investment in the Project by such investment fund falls within the investment fund's country and sectoral limits, taking into account investments held as on the date of submission of the PDS.

FORM 8: TECHNICAL EXPERIENCE – AREA REQUIREMENT

Name of Respondent:

Name of Authorised Representative:

Signature of Authorised Representative:

Date:

Name of logistics facility	Location of the logistics facility (Country, State/Province, Region/city)	Type of facility (Covered Warehouse, Covered Bonded Warehouse, CFS, ICD, Port Terminal etc.)	Area of the logistics facility in Acres	Ownership of the Logistics Facility: (Owned, leased, concessioned)	Percentage shareholding in the facility in case of joint venture or special purpose vehicle	Current status (Operational, under construction, under expansion along with dates)

For citing the experience towards the Pre-Qualification Requirement, a certificate shall need to be produced by the entity claiming such experience as an evidence for having the said experience. Such certificate shall need to be obtained from the company's auditor. Such certificate shall cover the details required in the format prescribed below. Separate auditor certificates would be required for the Consortium Members

Certificate from an Auditor (Applicable for Prospective Bidder / Consortium Member satisfying Area requirement)

Entity that fulfills the criteria requirement.

Name of the entity	
Entity which fulfills the requirement:	<i>(Prospective Bidder/ Consortium Member)</i>

Based on its latest available books of accounts [*and <please include any other published information referenced by the auditor>*], this is to certify that (*Name of the Prospective Bidder / Member of Consortium*) owns (or has concession to) and operates a Logistics Facility having the following profile and characteristics:

Name of logistics facility	Location of the logistics facility (Country, State/Province, Region/city)	Type of facility (Covered Warehouse, Covered Bonded Warehouse, CFS, ICD, Port Terminal etc.)	Area of the logistics facility in Acres	Ownership of the Logistics Facility: (Owned, leased, concessioned)	Percentage shareholding in the facility in case of joint venture or special purpose vehicle	Current status (Operational, under construction, under expansion along with dates)

Name of the audit firm:

Seal of the audit firm:

(Signature, name and designation of the Authorised Signatory)

FORM 9: TECHNICAL EXPERIENCE – CONTAINER THROUGHPUT REQUIREMENT

Name of Respondent:

Name of Authorised Representative:

Signature of Authorised Representative:

Date:

Name of logistics facility	Location of the logistics facility (Country, State/Province, Region/city)	Type of facility (Covered Warehouse, Covered Bonded Warehouse, CFS, ICD, Port Terminal etc.)	Container throughput (In TEUs)	Ownership of the Logistics Facility: (Owned, leased, concessioned)	Percentage shareholding in the facility in case of joint venture or special purpose vehicle	Current status (Operational, under construction, under expansion (along with dates)

For citing the experience towards the Pre-Qualification Requirement, a certificate shall need to be produced by the entity claiming such experience as evidence for having the said experience. Such certificate shall need to be obtained from the company's auditor. Such certificate shall cover the details required in the format prescribed below. Separate auditor certificates would be required for the Consortium Members.

Certificate from an Auditor (Applicable for Prospective Bidder / Consortium Member satisfying Container throughput requirement)

Entity that fulfills the criteria requirement.

Name of the entity	
Entity which fulfills the requirement:	<i>(Prospective Bidder/ Consortium Member)</i>

Based on its latest available books of accounts [*and <please include any other published information referenced by the auditor>*], this is to certify that (*Name of the Prospective Bidder / Member of Consortium*) owns (or has concession to) and operates a Logistics Facility having the following profile and characteristics:

Name of logistics facility	Location of the logistics facility (Country, State/Province, Region/city)	Type of facility (Covered Warehouse, Covered Bonded Warehouse, CFS, ICD, Port Terminal etc.)	Container throughput (In TEUs)	Ownership of the Logistics Facility: (Owned, leased, concessioned)	Percentage shareholding in the facility in case of joint venture or special purpose vehicle	Current status (Operational, under construction, under expansion(along with dates)

Name of the audit firm:

Seal of the audit firm:

(Signature, name and designation of the Authorised Signatory)

FORM 10: TECHNICAL EXPERIENCE – WAREHOUSING SPACE REQUIREMENT

Name of Respondent:

Name of Authorised Representative:

Signature of Authorised Representative:

Date:

Name of logistics facility	Location of the logistics facility (Country, State/Province, Region/city)	Type of facility (Covered Warehouse, Covered Bonded Warehouse, CFS, ICD, Port Terminal etc.)	Covered warehousing space (In CBM*)	Ownership of the Logistics Facility: (Owned, leased, concessioned)	Percentage shareholding in the facility in case of joint venture or special purpose vehicle	Current status (Operational, under construction, under expansion(along with dates)

*CBM – Cubic Meters

For citing the experience towards the Pre-Qualification Requirement, a certificate shall need to be produced by the entity claiming such experience as an evidence for having the said experience. Such certificate shall need to be obtained from the company’s auditor. Such certificate shall cover the details required in the format prescribed below. Separate auditor certificates would be required for the Consortium Members

Certificate from an Auditor (Applicable for Prospective Bidder / Consortium Member satisfying Warehousing space requirement)

Entity that fulfills the criteria requirement.

Name of the entity	
Entity which fulfills the requirement:	<i>(Prospective Bidder/ Consortium Member)</i>

Based on its latest available books of accounts [*and <please include any other published information referenced by the auditor>*], this is to certify that (*Name of the Prospective Bidder / Member of Consortium*) owns (or has concession to) and operates a Logistics Facility having the following profile and characteristics:

Name of logistics facility	Location of the logistics facility (Country, State/Province, Region/city)	Type of facility (Covered Warehouse, Covered Bonded Warehouse, CFS, ICD, Port Terminal etc.)	Covered warehousing space (In CBM*)	Ownership of the Logistics Facility: (Owned, leased, concessioned)	Percentage shareholding in the facility in case of joint venture or special purpose vehicle	Current status (Operational, under construction, under expansion (along with dates)

*CBM – Cubic Meters

Name of the audit firm:

Seal of the audit firm:

(Signature, name and designation of the Authorised Signatory)

FORM 11: PENDING LITIGATION

Name of Respondent:

Name of Authorised Representative:

Signature of Authorised Representative:

Date:

Pending litigation, as indicated below.

Year	Outcome of the dispute or litigation, if available	Contract Name	Name and address of Employer	Main issues in dispute or litigation

Section V. Eligible Countries

Eligibility for the Provision of Goods, Works and Services in Government of Uganda -Financed Procurement

The Government permits firms and individuals from all countries to offer goods, works and services for Government-financed projects. As an exception, firms of a Country or goods manufactured in a Country shall be excluded if:

- (a) as a matter of law or official regulation, the Government prohibits commercial relations with that Country;
- (b) by an Act of Compliance with a Decision of the United Nations Security Council taken under Chapter VII of the Charter of the United Nations, the Government prohibits any import of goods from that Country or any payments to persons or entities in that Country; or
- (c) an international embargo is in force by the United Nations, European Union or UK in respect of that Country or the goods manufactured in that Country.

To the extent a Respondent or Bidder is from a country other than those that are subject to paragraphs (a) and above then they shall be from an "**Eligible Country**".

PART 2 – Project Description

Section VI. Project Description

1. General

The Government of Uganda (GoU) through Uganda Railways Corporation (URC) is developing the Gulu Logistics Hub (GLH) project in conjunction with TradeMark East Africa (TMEA), Department of International Development (DFID) and the European Union (EU). The Contracting Authority, Uganda Railways Corporation ("URC"), supported by its Transaction Advisors, is in the process of procuring a private sector participant to build, operate and transfer a logistics hub at Gulu region (the "Gulu Logistics Hub PPP Project").

The private party appointed for the Gulu Logistics Hub PPP Project will have two broad obligations:

- Operate and maintain the infrastructure developed in the Phase 1; and
- Finance, design, construct, maintain and operate the infrastructure in the Phase 2.

This Request for Qualification ("RFQ") relates to the above detailed Gulu Logistics Hub PPP Project, which will be procured through a Public Private Partnership (the "Project").

The purpose of this RFQ is to invite prospective respondents to indicate their interest in participating in the Project. The private sector participant will be expected to do the above stated obligations within the contract period and transfer the Project back to URC at the conclusion of the contract period. URC's first stage in procuring this Project will be to receive, from interested private sector parties, a Statement of Qualification (SOQ) through this RFQ.

2. Project Location

The GLH is being developed in the Layibi division of Gulu Municipality. Gulu is a city in Northern Uganda and the commercial and administrative centre of the Gulu district. According to the Uganda National Development Plan II and Uganda Vision 2040, Gulu is targeted to be among the regional cities to be developed in Uganda apart from Kampala; the others being Mbale, Mbarara and Arua. Arua is also in vicinity of Gulu at a distance of around 250 km by road.

Gulu is strategically placed, connected by the international trunk road linking Mombasa – Kampala – Juba as well as regional and municipal roads. The Gulu region was previously connected with Tororo in south-eastern Uganda through a rail line extending from Tororo to Packwach via Gulu. The line is currently non-operational but is being rehabilitated from Tororo-Gulu under an EU-funded project and is expected to be commissioned in the near term.

The region around Gulu is rich in agriculture and produces major cash crops and horticultural crops such as sunflower, Sesame, sorghum, tobacco, fruits and vegetables. The region has been receiving development aid from multiple donor agencies. One of the major development programmes running in the region is the Development Initiative for Northern Uganda (DINU) funded by the EU under the 11th European Development Fund. DINU focuses on agriculture, roads and governance. Under the programme, the internal roads in the region connecting farms to the urban areas are also being developed. The development of rural road network in the region is expected to significantly enhance the prospects of the GLH due to enhanced connectivity.

The Gulu Logistics Hub is being developed on land measuring 24.1 acres (9.75 hectares) owned by the URC.

Figure 1: Location of GLH

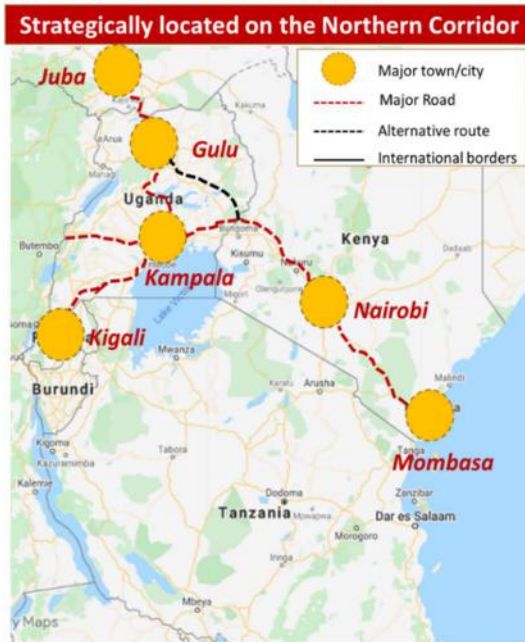


Figure 2: Layout for GLH



Some of the key features of the locations are as follows:

- The site is split in half by the existing metre gauge line which passes through the land parcel
- The development of the GLH is being undertaken on one side of the land parcel (as highlighted in the layout schematic)
- The hub will have access through three municipal roads that are directly connected to the Kampala Gulu Highway
- The access roads to the facility have been designed to have 15 m dual carriageway enabling smooth inward and outward movement for trucks
- The internal roads are designed as dual carriageway roads with individual lanes of 3.5 m width allowing two trucks to move in the same direction
- The hub is being designed to accommodate trucks up to a maximum size of 18 m

3. Project Objectives

The overall objective of the proposed action is to contribute to sustainable and inclusive economic development in Uganda and the East African Community.

4. Project Team

URC has appointed a Project team to assist in executing the functions under the Project Agreement and is in the process of recruiting a team of experienced experts to constitute the "Project Implementation Unit" that will be dedicated to the management of the Project and reporting to the "Project Officer".

URC has also procured the Transaction Advisors to assist it in procuring the services of a qualified and experienced investor for the Project. URC, with the support of the Transaction Advisors, has conducted a feasibility study for the Project. Selected project documentation including the reference design may be made available to all Bidders at the RFP Stage for information purposes only.

5. Key Stakeholders

It is anticipated that the Government entities which will be directly or indirectly involved in the procurement of the constituent elements of this Project will include:

URC: Established under the Uganda Railways Corporation Act, 1992, URC is the procuring entity for the Project. It will be involved in all stages of the Project development, from inception to financial close and will enter into the Project Agreement with the successful Bidder.

MoFPED: Pursuant to article 5 of the PPP Act, the Minister of Finance, Planning and Economic Development, will appoint a committee for overseeing and advising on the Public Private Partnership. The committee will be assisted by a Public Private Partnership Unit within MoFPED, created pursuant to article 10 of the PPP Act.

Ministry of Works and Transport: The Ministry will be responsible for Policy Formulation, Regulation, Setting of Standards and adjustment of tolls.

Ministry of Justice: The Ministry will be responsible for approving the Project Agreement and any subsequent amendments.

The following Government entities shall also be stakeholders in the Project:

Uganda Revenue Authority (URA): URA was established under the URA Act as a central body for the assessment and collection of specified revenue, to administer and enforce laws relating to such revenue and to account for all revenue to which those laws apply.

6. Legal Matters

PPP Act (2015)

The PPP Act lays out the policy, legal and institutional framework for Public Private Partnerships within Uganda. It governs the relationship between Government authorities, such as URC, and private parties by specifying the principles to be complied with when managing Public Private Partnerships, requesting, developing and evaluating proposals, drafting agreements, imposing fines, etc. This Project is being procured under the PPP Act and is being designed to meet the requirements of the PPP Act both in respect of the Tender Process and the risk allocation under the Project Agreement.

Governing law and jurisdiction

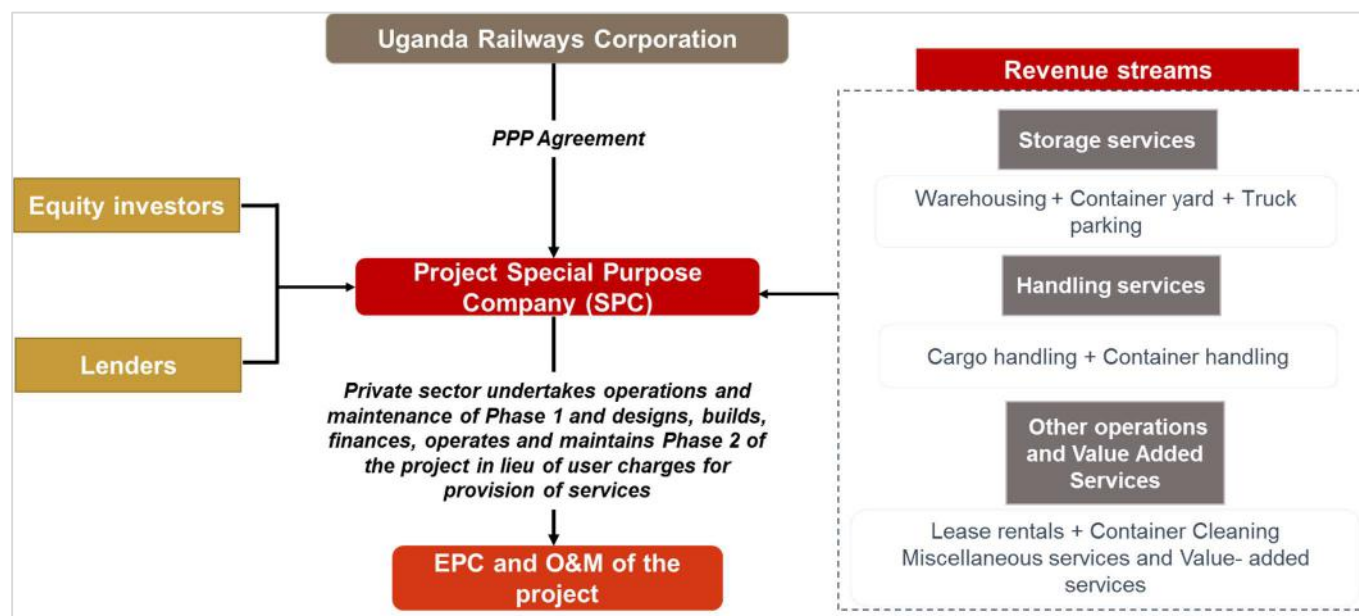
The governing law of this RFQ and the Tender Process shall be Ugandan law. The courts of Uganda, subject to Provision 24 of Section I of this RFQ, shall be the competent jurisdiction for any dispute which may arise out of or in connection with either this RFQ or the Tender Process.

Contractual structure

The proposed PPP model will have URC as the contracting authority or the grantor, which will enter into an agreement with the private party (the SPC) to undertake the project during the contract period of 25 years. The contracting authority will hand over the project site with assets developed during the Phase 1 of the project to the private party on lease basis at the inception of the contract period. As part of its obligations under the contract, the private party will be responsible to undertake the operations and maintenance of assets developed under the Phase 1 and for financing, developing and operating the Phase 2, combining both equity investors and lenders (commercial banks or domestic financial institutions).

The Phase 2 of the project will have to be commissioned on or before the fifth anniversary of the appointed date⁴. The private party will generate revenue through various user charges on provision of services such as storage (bonded/ non-bonded warehousing, container yard storage, truck parking), handling services (cargo handling and container handling), operations-related services, including weighment, lease rentals and value-added services (last mile, grading, sorting, packaging, labelling etc.) under both the Phase-I and -II of the project.

Figure 3: Proposed PPP structure



7. Tender process

The Tender Process has been designed to deliver a fair, transparent, efficient, practical and timely process for the award of the Project and the negotiation of the Project Documents. An indicative timetable for the whole of the Tender Process, which is subject to change at URC's discretion, is set out below.

Table 1: Tender Process Timetable

No.	Phase	Indicative timeline
1.	Issuance of the RFQ	21 December 2021
2.	Pre-Qualification Meeting	24 January 2022
3.	Deadline for providing clarifications on RFQ by URC	14 February 2022
4.	Qualification Documents Submission Date	28 February 2022
5.	Opening of Qualification Documents	01 March 2022
6.	Notification of the results of evaluation of the Qualification Documents	24 March 2022
7.	Issuance of Request for Bids, Draft PPP Agreement & annexes	To be finalised
8.	Pre-Qualification Conference	To be finalised
9.	Deadline for Bidder's Clarifications to the Request for Bids, Draft PPP Agreement & Draft output specifications	To be finalised

⁴ The date on which all the conditions precedent are met is termed as appointed date

No.	Phase	Indicative timeline
10.	Issuance of Final PPP Agreement and output specifications	To be finalised
11.	Bids Submission Date	To be finalised
12.	Opening of Technical Bid	To be finalised
13.	Notification of the results of evaluation of the Technical Bids	To be finalised
14.	Opening of Financial Bid	To be finalised
15.	Notification of the results of the evaluation of the Financial Bids	To be finalised
16.	Issuance of Notice of Award	To be finalised
17.	Submission of Post-Award Requirements	To be finalised
18.	Issuance of Notice of complete compliance with all Post-Award Requirements	To be finalised
19.	Signing Date of PPP Agreement and Compliance with other requirements	To be finalised

8. RFP Stage

The following is for information purposes only to highlight the intended process for the procurement of this Project following the completion of this RFQ. URC makes no commitment on the adhering to the indicative process indicated below (or the timeline above) and may amend it at its complete discretion and shall not be held to the process below, notwithstanding its current intentions.

- (a) Following the publication of the shortlist of Qualified Respondents, the Qualified Respondents will be invited to purchase the RFP. The RFP will provide detailed legal, technical, environmental and commercial background for the Project, set out instructions and guidelines in accordance with which Proposals must be prepared and submitted and describe the methodology for the evaluation of Proposals at the RFP Stage.
- (b) The RFP will include, amongst other things, the following:
 - (i) Instructions to Bidders: this will define the Project and the RFP Stage and give Bidder's instructions as to what is required of them, and when, during the RFP Stage;
 - (ii) Technical Specification: this will set out URC's technical requirements for the Project and may include technical drawings and documents and the output-based specification;
 - (iii) A draft Project Agreement / URC's Project requirement: this will include the draft Project Agreement (including schedules) and any other relevant contractual document; and
 - (iv) Bid deliverables: this will set out the various legal, technical and financial forms that Bidders must complete and submit as part of their Proposal.
- (c) Shortly after the RFP is issued, URC will host a pre bid conference with the Bidders. Here, URC and the Transaction Advisors will provide further detail on the information and documentation relating to the Project and respond to initial queries in the presence of all Bidders.
- (d) After the conference, the Competitive Dialogue stage will follow, whereby Bidders will be invited to submit clarifications. At the end of the Competitive Dialogue stage URC may issue a revised Project Agreement.
- (e) Following the Competitive Dialogue stage, Bidders will be required to submit their Proposal by the deadline set out in the RFP. The evaluation will start with the technical proposal and thereafter the financial proposal

by way of the process set out in the RFP. Bidders will be expected to bid against the last version of the form of Project Agreement issued by URC on an unamended basis, however, where issues or deficiencies are identified Bidders may submit comments and proposed amendments provided that any such mark-up is kept to a minimum and does not materially change the underlying risk allocation of the Project Agreement.

- (f) After due evaluation, a Provisional Preferred Bidder will be selected in accordance with the process set forth in the RFP and PPP Act. A final round of discussion will then be carried out with the Provisional Preferred Bidder to agree the final form of the Project Agreement and the Preferred Bidder Letter issued which shall set out the agreement reached between URC and the Preferred Bidder on all the points raised by the Preferred Bidder in its Proposal and during its negotiations with URC and formally appoints the Provisional Preferred Bidder as the Preferred Bidder. It is then anticipated that the final form Project Agreement will be produced to reflect the detail in the Preferred Bidder Letter which shall then be entered into by URC and the Project Company.