



REQUEST FOR EXPRESSION OF INTEREST TO OPERATE A TECHNOLOGY INNOVATION HUB

October 22nd , 2022

Proposals must be submitted by September 5th , 2022 to

Office of the Vice Chancellor

Kyambogo University, P.O BOX 1

Kyambogo Hill, Main Building

Send softcopy to: vckyu@kyu.ac.ug

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I. OPPORTUNITY

To support Kyambogo Universities Directorate of ICT and Services (DICTS) growing technology and innovation capacity, the University calls for expression from venture capital firms for a partnership to invest and operate a Technology Hub. This is expected to boost the resource mobilization efforts of the University using ICT innovations/solutions/platforms created at the university overtime.

Under the Business Development section of DICTS, many ICT solutions and innovations that need vital capital and assistance for scaling and commercializing are on-going. Additionally, this initiative exemplifies Kyambogo University's longstanding commitment to innovation and provides an opportunity through leveraging synergies with the Government, The private sector, and its academic platform.

The University envisions unlimited potential linkage opportunities to its Science, Technology, Engineering, Agriculture and Math (STEAM), intellectual property commercialization, and entrepreneurship programs.

II. BACKGROUND

A. DICTS BUSINESS DEVELOPMENT SECTION

The Directorate of Information Communication Technology (DICT) has an established Department responsible for information systems development, applied research, innovations and business development (MISR) for efficient and competitive ICT solutions for the University and the wider national and international market. The MISR Department has two sections, namely, Management Information Systems (MIS) and Research, Innovations and Business Development (RIBD) (section 7.0 pg 9 of DICTS structure).

The MIS section is by policy mandate responsible for all information systems development, customization, deployment and continual improvement across the University including development/acquisition, implementation and deployment as well as resolving systems issues, developing innovations and solutions for internal and external consumption, monitoring the performance of key information systems, performance tuning, documenting systems, developing user manuals and system reports.

The RIBD is responsible for the development and review of ICT policies and strategies for the University, development of proposals and concept papers for external projects and funding, conduct of cutting-edge research and presentation of research papers, software incubation, nurturing and packaging of research outcomes into valuable products to meet the demands of the national and international community and ICT capacity building for the University and the National economy. The department in the established DICTS structure given the mandate to generate revenue for the University through ICT research, consultancy and training.

To exercise above mandate, the DICTS is taking active steps to achieve the ICT policy objective 6.1.6 which allows DICTS to carry out ICT consultancy services, innovations, applied research and business developments. The implementation strategy extracted from section 7.6 (a) to (e) of the policy framework and resource mobilization policy framework section (8.1) below:

- a. develop mechanisms the university technology transfers through establishment of software and hardware incubations center at the directorate
- b. conduct applied research and innovations to provide ICT solutions to the wider national and international markets that generate income to the University;
- c. market the University through the use and production of innovative and sustainable ICT solutions to societal challenges.
- d. (develop a business framework to establish linkages with firms, industry and government with a view of addressing their ICT needs through consultancy works and services;
- e. strengthen coordination and partnerships between public and private sectors through strategies for the development of commercialization of the university developed ICT solutions;
- f. Ensure the establishment of mechanisms to tap and train students of the University who excel in their ICT programmes and incorporate them into the University human resources structure for research

B. ABOUT KYAMBOGO UNIVERSITY

Kyambogo University (KYU) was established with the main aim of promoting and advancing knowledge and development of skills in Science, Technology and Education and such other fields having regards for quality, equity, progress and transformation of society.

The University that now sits on Banda Hill is one of Uganda's largest public Universities established by the Universities and Other Tertiary Institutions Act 2001 and the Universities and Other Tertiary institutions (Establishment of Kyambogo University) instruments of 2003. It is a merger of the former Uganda Polytechnic Kyambogo (UPK), the Institute of Teacher Education, Kyambogo (ITEK), and the Uganda National Institute of Special Education (UNISE). More information about the University is available on: www.kyu.ac.ug.

C. PARTICIPATION OF THE FIRMS

The University expects both national and international firms with capacity to establish and operate an ICT innovation hub at Kyambogo University. Respondents should have diversity in their resource mobilization, team's management and ownership, as well as diversity among its Subcontracting Entities consistent with Kyambogo Universities mission and vision. Additionally, the prospecting firms is encouraged to identify and include the graduates of Kyambogo University on the team.

D. SPACE FOR INCUBATOR PROPERTY

Kyambogo may offer space but not ownership to the technology hub operator firm selected. The Site will be identified by Kyambogo University Management and in the Kyambogo University main hill campus or other spaces deemed fit for the hub on sites owned by the university.

E. MEMORANDUM OF UNDERSTANDING

Kyambogo University envisions entering into a memorandum of understanding or joint venture with the Operator on terms that will be discussed with the successful firm. The Operator will have the responsibility for obtaining all operating capital necessary for the development and operation of the hub. At its discretion, the University may reject proposals that do not meet the universities strategic goals. Member firms engaged by the Operator are subject to oversight by Kyambogo University to ensure that public policy goals are supported. As an example, member companies engaged certain industries like those identified below are not permitted to operate at the Site.

- Liquor or cigarette products
- Gambling

III. SCOPE OF WORK

In the collaboration, the University wishes to establish a center of excellency for innovations and computing focused on scaling the innovations of the university and also introduction new technologies founded by entrepreneurs typically in the ICT industry. Services are broken into required and other categories to accommodate the varied and unique business models employed by the operators. Kyambogo encourages innovation in Respondents' proposed Programs that employ many of the university graduates or provide a training ground. The hub should be a place for building human resources capacities in technologies for national transformation. The programs must be aligned with those of the university research and innovation agenda. The university will not prescribe a specific business model. Kyambogo University will support firms with the potential to scale quickly, but also wish to foster an inclusive, supportive environment. The application process will serve to identify a company's potential growth, business challenges and knowledge, in addition to, an applicant's programs towards resource mobilization for the university.

A. REQUIRED SERVICES

The Operator will:

1. Establish a hub with workspace– workspace includes desks, lounges, temporary and dedicated offices, ICT equipment, labs, software services and other creative solutions.
2. Focus its Program on serving the university will entrepreneurship and commercialization of innovations as part of revenue mobilization for the university.
3. Sign subleases, membership agreements, or other contracts with Program members and/or programmatic partners requiring space at the Site.
4. Provide design guidance to University to build out and furnish the hub.
5. Launch a Program that aligns with Site creations within a period of one year.
6. Market Kyambogo University innovations to prospective entrepreneur members or Government and partners.

7. Recruit innovators and entrepreneurs to participate in the Program.
8. Recruit undergraduate and graduate students’ science, engineering, technology and entrepreneurship in the programmes
9. Engage with staff undertaking research and innovation in the ICT and emerging technologies
10. Finance the launch and ongoing operation of the Program through a combination of capital sources of the Operator’s choosing. The Program should become self- sustaining through net income generated.
11. Create clear linkages between its Program and the broader Kyambogo University technology and innovation ecosystem.

B. OTHER SERVICES

The Operator may offer or engage in:

1. A successful Operator will demonstrate a strategy to assist member university with access to capital through mechanisms such as:
 - a. Direct investment from the Operator.
 - b. Training on venture capital culture, processes, valuation, and other key topics.
 - c. Direct connections to the regional and national investment community.
 - d. Investor pitch training sessions and events.
 - e. Information session to access funding from public policy programs.
2. Talent acquisition – A successful Operator will demonstrate a strategy to connect member companies to talent pools.
3. Mentorship – entrepreneurs benefit from hands-on advice from experienced business leaders. A successful Operator will offer structured mentorship opportunities to member companies.
4. Education – to succeed, startup founders are required to become experts on financial, accounting, marketing, customer acquisition, regulatory, and technical matters. A successful Operator will offer business education targeted toward innovation companies seeking to scale.
5. Opportunities for Kyambogo University Community – A successful Operator will offer affordable opportunities within its Program for Kyambogo students, faculty, and staff. A successful Respondent might offer set-asides of affordable memberships, events, and training opportunities. Where applicable, Respondents should quantify benefits and levels of affordability proposed to support these goals.
6. Specialization – Some incubators and accelerators focus on a single sector, business vertical, or customer base. Kyambogo in this call is advocating for a specific sector. The University will consider Operators who specialize, provide technology innovation and entrepreneurs in their proposed Program.
7. Partnerships – Respondents are encouraged to team with strategic partners to offer a robust Program and/or defray operating costs. A successful Operator will also know how to interact with Top management of the University and researchers.
8. The Operator should leverage and share connections to industry leaders and potential customers with member companies to enable their success.

IV. EOI PROCESS

A. KEY DATES

	DEADLINE
Release of EOI	August 22, 2022
Site Visit Period	August 23 – August 31, 2022
Deadline for Written Questions	September 2, 2022 – 5:00pm EAT
University responses to Written Questions	September 3, 2022 – 5:00pm EAT
Proposals Due Date	September 5, 2022 – 3:00pm EAT
<i>Oral Interviews (optional)</i>	TBD
Operator Selection	October, 15, 2022

B. SITE VISITS

Respondents are invited to visit the university prior to submitting a proposal. The University representative will host Respondents **from August 24, 2022 to August 31, 2022** for site visits. Respondents must arrange an appointment with Dr. Okuonzi John at jokounzi@kyu.ac.ug or dicts@kyu.ac.ug at least 24 hours prior to the desired date of access.

C. WRITTEN QUESTIONS

Questions related to this EOI may be submitted by Respondents via email to jokuonzi@kyu.ac.ug or dicts@kyu.ac.ug at any time during the EOI process, but final questions must be received by 5:00pm EAT on August 2, 2022. The University will prepare written responses to all questions submitted and make the questions and responses available to all Respondents no later than 5:00pm EAT on September 3, 2022.

D. DEADLINE FOR SUBMISSION

Proposals in response to this EOI are due by **3:00PM EAT on September 5, 2022**. Four hard copies and one electronic copy of Proposals must be submitted to: Office of the Vice Chancellor (vcKyu@kyu.ac.ug), Main Building, P.O BOX 1, Kyambogo.

E. ORAL PRESENTATIONS

The University may require all, or a short-list, of the Respondents to participate in oral presentations for the purpose of clarifying the information presented in the Proposal. Details regarding the date, format, and other logistics for oral presentations will be provided to Respondents at a later date, if needed.

V. PROPOSAL SUBMISSION REQUIREMENTS AND FORMAT

Responsive Proposals should provide straightforward, concise information that provides a description of the Respondent's capabilities to satisfy the requirements of the solicitation. Emphasis should be placed on brevity, conformity to the instructions and requirements of this RFP as well as completeness and clarity of content. In evaluating the capabilities of the Respondent, Kyambogo University may utilize any and all information available to it (including information not provided by the Respondent).

Text portions of the electronic version of a Proposal must be in a searchable format. All financial information (including budgets and pro formas) included within a Proposal must be submitted in Microsoft Excel with fully functional formulas. Any submitted Proposal shall remain a valid Proposal for three (3) months after the Proposal due date.

Proposal should be contained in a single volume and meet the following formatting guidelines:

- Proposals should be prepared on 8.5 x 11-inch paper.
- Typeface shall be no smaller than 11 point and margins shall be no less than one inch on all sides.
- Expensive bindings, color displays and the like are not necessary.
- Proposals should follow the proceeding format and should not exceed the following page limitations:

Cover Letter	One (1) page
Qualifications, Experience and Past Performance	Four (4) pages
Financial Capability and Approach	Three (3) pages
Program Plan	Five (5) pages
Community Relations and Partnerships Plan	Two (2) pages
Appendices	No page limitation

Proposals that do not include all of the information required below may not receive consideration under this EOI. The determination as to whether or not a Proposal is responsive is at the sole discretion of the University. Respondents may wish to explain any omitted or unaddressed information; provided, however, that any failure to address completely the requirements of the Proposal may be grounds for disqualification of a proposal and an explanation alone will not be deemed a substitute for failure to submit information. Proposals received after the deadline will not be reviewed.

EACH PROPOSAL SHOULD ADDRESS THE FOLLOWING ITEMS, IN THE ORDER LISTED BELOW.

A. COVER LETTER

Respondents should sign and submit the cover letter in which acknowledges that the Respondent has read and understood all contents of the EOI and takes no exception to the materials provided. The cover letter should be signed by a person that has full authority to bind the Respondent to all terms and conditions of the proposal.

B. QUALIFICATIONS, EXPERIENCE AND PAST PERFORMANCE

Respondents should provide information that will enable the University to evaluate the Respondent's qualifications, experience and past performance in the financing, design, and operation of a Program of comparable size and scope as this project. At a minimum, the following items should be addressed in this section:

i. Operating Entity

Provide the following information for the entity that will execute the lease ("Operating Entity") and related documents:

1. Entity name
2. Type of entity, year and state in which registered
3. List of owners, partners, members or entity participants, and roles of owners/partners/participants (example, general partners, limited partners, members, etc.)
4. Brief summary of the Respondent's organizational history and background
5. Functions to be performed in the Program
6. Street and mailing addresses
7. Primary contact name, title, phone number, e-mail address
8. Organization chart of the partners describing the function of each entity.
9. **If the entity proposed is not formed at the time of submission, or if the Respondent is an existing joint venture or a partnership, provide the above information for each partner or member ("Team Member").**

ii. Subcontracting Entity (ies)

Provide the above information for any other key participants (subcontracting entities) who are not part of the Operating Entity, including, but not limited to, training providers and event management professionals.

iii. Key Personnel

Include a description of the role to be played and qualifications of key personnel. In an appendix, attach resumes of key personnel describing their education and relevant experience on similar projects. While the appendix has no page limit, brevity is encouraged.

iv. Relevant Experience

Provide a description of relevant past experience. For each Team Member, at least two (2), and no more than three (3), examples of projects completed within the last five years that demonstrate relevant experience should be included. In particular, any projects that were public-private partnerships requiring the Respondent to coordinate with public and/or academic institutions should be described. For each example, identify:

1. Name and location of the program
2. Ownership, equity sources, and amounts
3. Debt financing sources and amounts
4. Current state of program
5. Date launched
6. Description of physical space used for the program, including square footage and uses
7. Description of services offered by the Respondent Team Members
8. Respondent Team Members that participated in the program
9. The role the Team Member played in the project
10. The period of performance for Team Members
11. Unusual issues that arose and how they were addressed
12. Metrics of matriculation of member companies including number of companies; stage of company development; level of funding received by members; and number of jobs created by members.

v. References

Provide two (2) business references who are familiar with Respondent team and their work on projects described in the Relevant Experience section of the Proposal.

1. Name and title
2. Company name
3. Street and mailing addresses
4. Phone number and email address
5. Respondent team entities and persons having the relationships, and types of relationships

C. FINANCIAL CAPABILITY AND APPROACH

This information is requested to evaluate the Respondent's financial strength and ability to obtain debt and equity financing.

i. Financial Stability and Risks

The University will evaluate the financial risks possessed by each Respondent that may impact the Respondent's ability to successfully execute the project. Respondents should provide information that

will enable the University to evaluate the Respondent’s financial capability and approach to the project. Respondents should provide:

1. Audited financial statements prepared for the most recent year. If audited financial statements are not available, please submit a balance sheet and income statement for the most recent year certified by your firm’s financial professional, such as a Chief Financial Officer or Chief Operating Officer.
2. If the entities are publicly owned, provide a copy of the most recent financial reports;
3. Credit Report and, if available, financial rating reports and other documents indicating the financial condition of the contracting and financially responsible entities and any controlling entities.
4. Bankruptcy Information – provide a statement indicating whether the contracting and financially responsible entities, any controlling entities, any principal personnel or key Respondent team members or other proposed equity investors have declared bankruptcy during the past five (5) years, and briefly describe the bankruptcies. If there are no bankruptcies to report, please note that in your Proposal.
5. Pending Litigation – provide a statement indicating whether the contracting and financially responsible entities, any controlling entities, any principal personnel or key Respondent team members or other proposed equity investors have been issued a final demand letter / “intent to sue letter”, or equivalent, or are involved in any business-related litigation, liens, legal claims, or pending voluntary or involuntary bankruptcy filings, and briefly describe such matters. If there is no pending litigation to report, please note that in your Proposal.
6. Judgments – provide a statement indicating whether the contracting and financially responsible entities, any controlling entities, any principal personnel or key Respondent team members or other proposed equity investors have had a business-related, court-sanctioned financial judgment against it/them during the past five (5) years, and briefly describe each instance. If there are no judgements to report, please note that in your Proposal.
7. Operating Agreements—provide copies of any existing operating agreements within your Team Members.

ii. Financing Plan

Respondents should provide a clear understanding of the financial resources pledged to the Project, the sources of capital required to successfully complete the Project, and the cash flow requirements needed to operate the Program throughout the life of the Lease, and possibly beyond. Respondents should provide information that will enable the University to evaluate a Respondent’s ability to obtain debt and equity financing for the Program; and to provide a reasonable assurance regarding the ability of the Respondent to deliver the proposed Program within the relevant timeframes.

1. Financing including anticipated debt and equity amounts, by Team Member, and sources and costs. In addition to the rent subsidy offered by Howard, the University encourages the inclusion of programmatic partners that bring funding to the Program. For each source of equity, debt, or grant funding Respondents should provide:
 - a. Entity name
 - b. Street and mailing address
 - c. Contact name
 - d. Phone number

- e. Prior and existing relationships with Operating Entity
 - f. Letter with a preliminary commitment to provide the required equity funding
 - g. Evidence of the financial capability to provide adequate funding
 - h. Evidence of ability to post adequate security for performance, including guarantees, letters of credit, escrowed cash deposits.
2. A statement disclosing whether the Respondent intends to utilize any public economic development programs (and if so, a statement describing how and the extent to which the Respondent intends to utilize such programs).
 3. The financial plan should include a description that demonstrates the soundness of the Respondent’s strategy for financing the Project, including anticipated financing terms and costs, discussion of the risks and benefits of the financing structure, the Respondent’s expectation of return on equity, and why this strategy is the most advantageous to the University.
 4. The University will consider proposals that substitute equity in the Operator’s business or revenue sharing arrangements, if Respondents can demonstrate successful experience with this arrangement.

iii. Operating Pro Forma

Provide a detailed description of Program economics and financing. Information should include:

1. A three (3) year pro forma showing all anticipated revenue sources, expense line items (including staff salaries), and deductions from revenue and debt service. Revenue and expenses, and any other deductions should be identified by user (members, programmatic partners, etc.). The basis for all assumptions utilized in the pro forma should be stated clearly in the Proposal.
2. Economics of sharing arrangements between principal members or investors including identification of sources of return to the owners and investors.
3. Economics of any proposed revenue sharing or equity arrangement with the University.

D. PROGRAM PLAN

Respondents should provide information that will enable the University to evaluate the Respondent’s ability to timely and competently operate the Program. At a minimum, the following items should be addressed in this section:

1. Detailed description of a proposed Program that responds directly to the Scope of Work.
2. Detailed description of the Space uses and the number of square feet dedicated to each use; and all other amenities proposed for the Site.
3. Timeline estimating the planning, marketing, licensure, launch, and stabilization of the Program. Timing for phases and any milestones that must be satisfied before beginning a phase should be addressed in addition to contingencies affecting the time line. Launch should be estimated for November 2022.
4. Respondents are required to provide comments on the alignment of these concepts with their Kyambogo programs. Please describe specific space requirements and uses not included in the site plan.

Comments on the design will not impact Proposal evaluation, but will be used to guide renovation of the Site during Operator selection.

E. *COMMUNITY RELATIONS AND PARTNERSHIPS PLAN*

A primary function of business incubators, specifically in the fast-paced technology innovation industries, is to connect entrepreneurs with strategic resources that would not otherwise be available. Successful Operators will quickly connect to and leverage DICTSs technology and innovation network to steep participating entrepreneurs in networks of investors, customers, talent, and strategic partners. Respondents should describe how they will maintain positive and beneficial relationships with all involved parties (including the Government, Research in the University and DICTS innovation ecosystem, and surrounding community) throughout the Lease term. Specifically, Respondents should:

1. Describe local innovation market knowledge.
2. Identify existing and intended partners (including investment, education, human resource, and corporate partners) and their anticipated roles.
3. Describe an innovation community relations strategy applicable to the District of Columbia.
4. Highlight intended relationships with the Kyambogo University community and broader at national levels.
5. Commit to coordinating their kickoff outreach efforts with the University's Management and other representatives.

VI. EVALUATION CRITERIA

A. *EVALUATION FACTORS*

Respondents will be evaluated based upon the evaluation factors listed below. The evaluation factors are listed in descending order of importance with the first having the most weight and each of the following evaluation factors having equal or lesser weight than the one preceding it. The exact percentage of the weightings and their application to each Respondent's Proposal will be at University's sole discretion and shall not be subject to disclosure.

Factor 1	Qualifications, Experience and Past Performance
Factor 2	Financial Capability and Approach
Factor 3	Program Plan
Factor 4	Community relations and Partnerships

The details of the criteria is provided in the table below:

1. Previous experience (Firm experience) a) Proven ability to enter contracts and conduct business in Uganda (certificate of registration, tax registration and tax clearance, PPDA registration required) b) Prior experience in implementation of Information Systems. (certificate of completion or recommendation letters from clients required) c) Proven prior experience with big Joint Venture projects both in public and private sectors d) Prior experience in the design, build and operation of a technology hub and or Centre of Excellence e) Proven experience in the ICT industry in Uganda with specific experience in the delivery of national scale ICT projects f) Possession of collaborations with global institutions of higher learning to help with best practices in the delivery of different programs.
2. Have clear Methodology and Understanding of the a) Terms of Reference b) Approach to the assignment c) Work plan and schedule of activities d) Investment and sustainability plan
3. Financial Capacity a) Proven financial capacity of at least USD 15,000,000 (fifteen million United States Dollars) having run projects of similar monetary value (audited financials required) b) Proven experience in raising capital and project finance for similar projects c) Responsiveness of financial proposals to the TORs, including ability to finance the project if required
4. Key Personnel Availability of suitably qualified personnel to conceptualize, design execute and monitor the setup and operations of the hub. This include but not limited to Team Lead, Business Development Lead, Technology Lead, Monitoring and Evaluation Lead, software developers, field operations team.
5. Have Uganda National Participation and local content

B. SELECTION

Respondents' Proposals will be evaluated by an experienced selection committee comprised of representatives from the Government, the University, and its advisors. Once the University has completed the review of the Responses, at Kyambogo Universities' sole discretion, it may:

1. Identify a short-list of Respondents that will be required to make an oral presentation to the University.
2. Invite one Respondent to negotiate exclusively with the University to become the **Selected** Developer.

3. Disregard all Proposals – the University may choose to reject any and all Proposals without a requirement for justification, without any liability.

VII. TERMS AND CONDITIONS

A. *DISCLAIMER*

Notwithstanding anything contained in this EOI, neither Kyambogo nor any of its trustees, officers, employees, attorneys or consultants (collectively its “Agents”) shall be deemed to make or have made any representation or warranty, express or implied, regarding the accuracy or completeness of any statements or other information contained in or attached to this EOI (including, without limitation, any representation or warrants as to the condition of the Property or the suitability of the Property for any purpose). Respondents to this EOI may not rely on any statements or information provided by Kyambogo University or its Agents, and shall be responsible for satisfying themselves as to the reliability, accuracy and or completeness of each such statement and information and ascertaining all conditions that affect or might affect its proposed Project.

B. *UNIVERSITY PROPERTY RIGHTS*

All designs and plans that are produced by the Respondent as part of the Project will become the property of the University whether or not the Respondent is retained to continue beyond the submission stage of the project.

C. *AMENDMENTS TO THIS EOI*

This EOI may be amended, by Kyambogo University, by formal amendment, document, letter, or facsimile. If this EOI is amended, then all terms and conditions that are not amended remain unchanged.

D. *AUTHORIZATIONS BY SUBMISSION OF PROPOSAL*

Any and all information provided by a Respondent may be used by the University to conduct credit and background checks. The University is authorized to contact the individuals listed by the Respondent in the Program examples for purposes of discussing the Respondent’s performance.

E. *DISCLOSURE OF RESPONDENT’S RESPONSE*

This Request for Proposal specifies the format, required information, and general content of Proposals submitted in response to this EOI. The University will not disclose any portions of the Proposals prior to selection to anyone outside the University, the University’s administrative staff and counsel, representatives of the Government, if required, and the members of the committee evaluating the Proposals and its advisors. After the selection of the firm in whole or in part, the University

shall have the right to duplicate, use, or disclose all Proposal data submitted by Respondents in response to this EOI as a matter of public record.

F. *CONFIDENTIALITY*

Kyambogo University respects the confidentiality of Respondents' sensitive financial information and proprietary data

G. *RESTRICTIONS ON COMMUNICATIONS WITH UNIVERSITY STAFF*

From the issue date of this EOI until an Operator is chosen, Respondents are not allowed to solicit advantages about the subject of the EOI with any official or University administrator, faculty, staff, or members of the Board of Trustees or advisors except the designated point of contact. If violation of this provision occurs, the University reserves the right to reject the Respondent's Proposal.

H. *TEAMING ARRANGEMENTS AND SPECIAL PURPOSE ENTITIES*

Multiple Team Members may form a joint venture for the purpose of submitting a Proposal in response to this EOI. A special purpose entity may be created for the purpose of submitting a Proposal. The University may require that financial and performance guarantees be provided by Team Members. Team members of one Respondent may participate as Team Members of another Respondent (so long as each affected Respondent gives its consent).

I. *TEAM COMPOSITION*

Prior to the selection, a Respondent may not change the composition of its proposed team unless it has given Kyambogo University prior written notice of the proposed change. After award, the composition of Respondent team shall be a material condition, and change of team composition without permission from Howard may lead to revocation of the award. In addition, a Respondent must provide any financial or other materials requested by Howard to evaluate the newly proposed composition of the Respondent. Howard reserves the right, in its sole discretion, to reevaluate the proposed change in composition and to eliminate the team from further consideration (or to revoke the selection of the Respondent). The Operator must receive Howard's written approval before changing its team's composition; otherwise the Operator will be disqualified.

J. *HOLD HARMLESS*

K. BY PARTICIPATING IN THIS EOI PROCESS, EACH RESPONDENT AGREES TO INDEMNIFY AND HOLD HARMLESS THE UNIVERSITY AND ITS OFFICERS, EMPLOYEES, CONTRACTORS AND ADVISORS FROM AND AGAINST ANY AND ALL REAL ESTATE FEES AND OTHER FEES OR COMMISSIONS, FINDER'S FEES, AND ANY OTHER FORMS OF COMPENSATION RELATED IN ANY WAY TO ACTIVITIES UNDERTAKEN BY ANY PERSON AS A RESULT OF SUCH PERSON'S EFFORTS AND PARTICIPATION IN THIS RFP PROCESS OR THE SUBMISSION BY SUCH PERSON OF A PROPOSAL, AND LIABILITIES, LOSSES, COSTS, AND EXPENSES (INCLUDING REASONABLE ATTORNEY'S FEES AND

EXPENSES) INCURRED THEREFOR. THIS INCLUDES, BUT IS NOT LIMITED TO ANY AND ALL ACTIVITIES RELATED TO THE UNIVERSITY’S EXCLUSIVE NEGOTIATIONS WITH THE PROPOSED OPERATOR.

L. ORGANIZATIONAL CONFLICTS OF INTEREST

When submitting and signing a Proposal, a Respondent is certifying that no actual, apparent or potential conflict of interest exists between the interests of the University and the interests of the Respondent. A conflict of interest (whether contractual, financial, organizational or otherwise) exists when any individual, contractor, or subcontractor has a direct or indirect interest because of a financial or pecuniary interest, gift, legal proceeding for or against the University, or other activities or relationships with other persons (including business, familial or household relationships) and is thus unable to render or is impeded from rendering impartial assistance or advice, has impaired objectivity in performing the proposed work, or has an unfair competitive advantage.

M. COST OF PREPARING PROPOSAL

Costs for developing the Proposals and any subsequent activities prior to selection are solely the responsibility of the Respondents. The University will provide no reimbursement for such costs.

N. CODE OF ETHICS AND CONDUCT

It is the policy of the University to conduct itself with the highest degree of integrity and honesty in all of its dealings. To further this process, its Kyambogo University has adopted a Code of Ethics and Conduct (the “Code”) that contains a set of guiding principles and responsibilities governing all members of the Howard Community. Members of the Kyambogo University community include all University employees, corporate officers, and board of governors, and the immediate families and close personal acquaintances of the foregoing. Certain provisions of the Code deal with the relationship of Kyambogo University Community with those seeking to do business with the University. In general, the Code prohibits any member of the Kyambogo University Community from receiving or soliciting anything of value in return for influencing or exercising his or her discretion in a particular way. In addition, no member of the Kyambogo Community may receive or solicit anything of value because of any official act performed or to be performed by such an individual.

If a Respondent violates or facilitates a violation of this policy, it will not be considered an appropriate party to undertake the Project and may also be disqualified from doing business with the University in the future. Such a decision will rest within the University’s sole discretion and may be made on any basis that the University deems appropriate under the circumstances.

O. CIVIL RIGHTS

It is the policy of the University to provide an environment for its students, faculty and

administrative employees that is free from illegal discrimination, intrusion, intimidation, or exploitation. Therefore, the University will not tolerate any illegal treatment of a member of the Kyambogo University Community that is based on race, color, religion, national origin, sex (including sexual harassment), age, marital status, personal appearance, sexual orientation, family responsibilities, disability, matriculation, political affiliation, or on any other classification that is prohibited by law.

All individuals who come onto the property of the University, or who enter property where the University conducts its business (“University Property”) are expected to conform to this policy. Respondents will be held responsible for the actions of their employees, officers, principals, consultants, and agents while on University Property. The University reserves the right to take all appropriate remedial measures to impose sanctions and to mitigate against the recurrence of any violation of this policy. In such an event, the University may bar culpable individuals from University Property. In addition, in lieu of taking such action, the University may conclude that the Respondent is not an appropriate party to undertake the Project and may disqualify the Respondent from doing business with the University in the future. Such decisions will rest within the University’s sole discretion and may be made on any basis that the University deems appropriate under the circumstances.

P. REPRESENTATIONS AND WARRANTIES OF RESPONDENTS

By submitting a Proposal in response to this EOI, the Respondent warrants and represents that (i) if selected, it will not engage in illegal discrimination in any employment action on the basis of race, religion, color, gender, sexual orientation, age, national origin, or on any other basis proscribed by the laws of Uganda and (ii) that it has not offered or given anything of value to any member of the Kyambogo University Community in return for such party’s influencing or exercising his or her discretion in a particular way or performing any official act.

Q. PROPOSAL ADDENDA AND RULES FOR WITHDRAWAL

Prior to the date specified for receipt of offers, a submitted Proposal may be withdrawn by submitting a written request for its withdrawal to the designated point of contact, signed by the Respondent. Unless requested by the University, the University will not accept revisions, or alterations to Proposals after the Proposal due date. The University reserves the right to reject all submittals for any reason. Each firm responding will be notified whether its submittal is to be shortlisted.

R. GENERAL CONDITIONS

Please note the Kyambogo University is a public university and manages its own rules of EOI

processes following national laws. Kyambogo University reserves the following specific rights, without limitation, with respect to Proposals:

- The right to waive any irregularities or technical difficulties in the proposal process.
- The right to reject any Response that the University deems incomplete or unresponsive and the right to remove the Property from the market and reject all Responses.
- The right to afford unsuccessful Respondents an opportunity to enter into backup contracts in an order of priority determined by the University in its sole discretion.
- The right to re-offer the Property if the University elects not to accept any Response.
- The right to select a developer whose Response may or may not result in the highest return to the University.