



OAS | More rights
for more people

BID N° 06.22

REQUEST FOR PROPOSALS

FOR

GS/OAS SERVICE HUBS (OAS/Hubs) Local Personnel

SECRETARIAT OF ADMINISTRATION AND FINANCE (SAF)

**GENERAL SECRETARIAT OF THE ORGANIZATION OF AMERICAN STATES (GS/OAS)
DEPARTMENT OF PROCUREMENT AND MANAGEMENT OVERSIGHT (DPMO)**

May 2022

TABLE OF CONTENTS

1. GENERAL INFORMATION	3
2. OBJECTIVE	4
3. RFP SCHEDULE	5
4. TERMS OF REFERENCE	5
5. PROPOSAL FORMAT AND CONTENT REQUIREMENTS	5
5.1 TECHNICAL PROPOSAL	5
5.2 PRICE PROPOSAL	7
5.3 LEGAL DOCUMENTATION:	7
5.4 FINANCIAL DOCUMENTATION:	8
5.5 LIMITED USE OF DATA	8
6. THE RFP PROCESS	8
6.1 GOVERNING LAW	8
6.2 BIDDER'S WARRANTIES	8
6.3 SUBMITTING A PROPOSAL IN A JOINT VENTURE	10
6.4 REGISTRATION AT THE OFFICIAL GS/OAS PROCUREMENT PORTAL	10
6.5 BIDDER INQUIRES	11
6.6 PROPOSAL SUBMISSION INSTRUCTIONS	11
6.7 PRESENTATIONS FROM BIDDERS	12
6.8 AWARD CRITERIA	12
6.9 RIGHT TO CANCEL THE RFP AND/OR REJECT PROPOSALS	14
6.10 REQUESTS FOR CLARIFICATION	14
6.11 DISCUSSIONS AND NEGOTIATIONS	15
6.12 AWARD	15
7. CONTRACT TERMS	16
8. GENERAL PROVISIONS	17
8.1 LANGUAGE	17
8.2 PRIVILEGES AND IMMUNITIES	17
9. ANNEXES	18

BID N° 06.22

REQUEST FOR PROPOSALS

FOR

GS/OAS SERVICE HUBS (OAS/Hubs) Local Personnel

SECRETARIAT OF ADMINISTRATION AND FINANCE (SAF)

1. GENERAL INFORMATION

The Organization of American States (OAS) is a public international organization, with headquarters at 1889 F. St. N.W., Washington, D.C. 20006. The OAS brings together the nations of the Western hemisphere to promote democracy, strengthen human rights, foster peace, security and cooperation and advance common interests. For more information about the OAS, please refer to the OAS's web site at www.oas.org.

The General Secretariat of the OAS (GS/OAS) is the central and permanent organ of the OAS in accordance with Article 107 of the Charter.

The Secretariat for Administration and Finance (SAF) provides leadership and guidance on administrative support activities, including budgetary and financial management, information technology services of the General Secretariat, general services management (including buildings and security services), project and mandates management, procurement and contracting of goods and services, as well as personnel management and training, in accordance with established principles of professional management.

The Secretariat for Administration and Finance (SAF), solicits this request for proposals under the context of the implementation of the OAS Service Hubs (OAS/Hubs). The existing Offices of the General Secretariat in Member States (OGSMS) will support the OAS/Hubs, a model that is based on workforce members teleworking¹ and hired as OAS Local Personnel² consistent with local labor laws to perform OAS administrative, project-management and other back-office transactional functions. While OAS/Hub's Local Personnel will, by default,

¹ Telework: A modality of alternative work arrangement that allows eligible workforce members to perform their official functions from an alternate and remote worksite, not on General Secretariat premises. OAS Service Hub positions are designated for performance primarily or fully via telework.

² OAS/Hub workforce are hired as Local Personnel, according to local labor laws governing pay scales, benefits, and employment termination and severance costs, in adherence to [Article 24 \(b\) of the General Standards](#)

primarily telework, there may be rare occasions that require temporary use of the OGSMS. OAS/Hubs model provides an opportunity for the GS/OAS to increase and diversify its workforce, while enhancing social responsibility.

2. OBJECTIVE

The Secretary of Administration and Finance (SAF) of the General Secretariat of the OAS (GS/OAS) seeks to contract with one or multiple vendors, to provide payroll, Human Resources (HR), and other workforce member services in support of OAS/Hubs Local Personnel in its Member States, ensuring compliance with local labor standards. Bidders should submit bids to provide these services to one or a combination of the following initial countries: Costa Rica, Dominican Republic, Panama. Additionally, as the GS/OAS envisions expansion to other OAS Member States where the Organization has OGSMS (currently twenty-seven locations³), bidders may submit proposals for these other locations and the GS/OAS reserves the right to select proposals which include locations beyond the initial three countries. To this end, Bidders should provide the GS/OAS with information on their local offices or partners in the Americas (North, Central & South America, and the Caribbean).

The Organization does not expect all bidders to necessarily offer services in all locations. The Organization may contract with multiple firms to provide service throughout our hemisphere but expects to contract with only a single firm in each country.

Therefore, the purpose of this Request for Proposals (RFP) is to contract the following services: (As described in Annex A)

SERVICE A: HYBRID MODEL

The GS/OAS is the **Employer of Record**⁴, hired talent are OAS/Hubs Local Personnel, and the Human Resources (HR) firm/Service Provider offers payroll services.

SERVICE B: HR FIRM OUTSOURCING SERVICE MODEL

The HR firm/Service Provider offers all other services in addition to being Employer of Record.

³ Antigua and Barbuda, Barbados, Belize, Bolivia, Costa Rica, Dominica, Ecuador, El Salvador, Grenada, Guatemala, Guyana, Haiti, Honduras, Jamaica, Mexico, Nicaragua, Panama, Paraguay, Peru, Dominican Republic, Saint Kitts and Nevis, Saint Vincent and the Grenadines, Suriname, The Bahamas (Commonwealth of), Trinidad and Tobago, Uruguay

⁴ An Employer of Record (EOR) is an organization that serves as the employer for tax purposes while the employee performs work for a different company. The EOR takes on the responsibility of traditional employment tasks and liabilities.

3. RFP SCHEDULE

The following RFP Schedule represents the best time estimate for the GS/OAS during the RFP process. The GS/OAS reserves the right, at its sole discretion, to adjust this schedule. The GS/OAS will notify all Bidders of any adjustments made to the RFP Schedule. These notifications will be sent via email to the address provided by bidders during their registration through the Official GS/OAS Procurement Notices/Opportunities Portal.

Activities	Dates
Request for Proposals and Invitations Released	May 19, 2022
Bidders' inquiries due	Jun 1, 2022
Response to Bidders' inquiries due	Jun 10, 2022
Deadline for Bidders' Registration and Proposal Submission	June 22, 2022
Proposal Closing Date	June 22, 2022
Proposals opening and review	June 23-June 29, 2022
Presentations from Bidders (Optional)	June 30-July 6, 2022
Evaluation Process	July 7-July 13, 2022
Contract Award	July, 2022

4. TERMS OF REFERENCE

The GS/OAS provided the Terms of Reference (TORs) in Annex A of this RFP and herein incorporated by reference.

5. PROPOSAL FORMAT AND CONTENT REQUIREMENTS

The Structure of the Proposals submitted by Bidders must include these four separate sections:

1. Technical Proposal
2. Pricing
3. Legal Documentation
4. Financial Documentation

5.1 Technical Proposal

The Technical Proposal shall include the following information/documents:

5.1.1 Documents related to Bidder's Experience:

- a) A general description of the background and organization of the bidding firm.
- b) A detailed description of the Bidder's work experience like or relevant to this

Project. The description shall substantiate the Bidder's qualifications and capabilities to satisfy the requirements of the RFP; and

- c) A minimum of three (3) references from Bidder's clients to which similar or relevant services were provided by Bidder's during the last three (3) years. These references should include: the name of the client, contact person, telephone number and e-mail address, and a description of the work performed and the duration of the Project. Please follow Format 3 in Appendix 1.

5.1.2 Documents related to the Project:

- a) Proof of legal incorporation in one or more of the following initial countries: Costa Rica, Dominican Republic, Panama, and option to expand to other OAS Member States, in the Americas. The GS/OAS will give preference to those companies with a direct legal presence in the initial countries as well in the rest of the region, versus those working through partners/subcontractors;
- b) Bidders shall provide a work plan that includes a description of the basic infrastructure and associated professional/payroll services offered, implementation methodology, tools as well as technical support, and deliverables. Also, Bidders need to include an estimated timeline for delivery of the requested services (milestones), and ability to serve as an Employer of Record and engage in third party hiring. The GS/OAS intends to be the Employer of Record but may exercise the option (if applicable) for the firm to assume that responsibility, all in accordance with the Terms of Reference contained in Annex A. Innovations and/or enhancements to the service, if offered by the bidders, should be described in the work plan; and
- c) Any firm may bid independently or in joint venture confirming joint and several liability, either with domestic firms and/or with foreign firms. The GS/OAS does not accept conditions of bidding which require mandatory joint ventures or other forms of mandatory association between firms. If the Bidder plans to perform the work with subcontractors and/or in joint venture with other firms, an explanation of the relationship between the firms and how potential inefficiencies in the organization, communications, and Project processes can be avoided. If the form of a joint venture is considered, the Technical Proposal should additionally address joint and several liabilities for all partners

5.1.3 Documents related to Bidder's Personnel:

- a) The resumé of the lead professional staff person assigned by the Bidder to this project as "Project Manager," and two concise but descriptive summaries of this person's prior experience with similar projects. The Project Manager must speak BOTH Spanish and English, fluently. The other members of the team ideally should speak and understand Spanish and English.

5.1.4 Bidder's Point of Contact:

- a) Information of Bidder's point(s) of contact. Provide the name, position, telephone number and email of the person or persons serving as coordinator and/ or main liaison of the Bidder concerning this bidding process.

5.2 Price Proposal

5.2.1 All price proposals submitted by Bidder must include both service models (Hybrid and Full Service – please refer to section 3 of Annex A) for at least one of the following initial countries (Costa Rica, Dominican Republic, or Panama). They may additionally submit their service proposal for the remaining potential countries. The Bidder's price proposal must be in United States Dollars (USD) in numbers. Pricing should be provided individually for each location, and not conditioned to multi-location awards. Special pricing/considerations for multiple location awards should be prepared separately from the individual pricing requirements.

5.2.2 The Bidders may submit a proposal for at least one of the initial locations, as included in **APPENDIX 1**.

5.3 Legal Documentation

5.3.1 A copy of the Bidder's certificate of incorporation issued by the competent authority of its country.

5.3.2 A copy of the Bidder's bylaws.

5.3.3 A copy of the Bidder's licenses and certifications issued by the corresponding authority (if required under the law of the duty station where the Bidder delivers services to the GS/OAS).

5.3.4 A copy of the W-9 Form for US Companies and the Employer Identification Number for companies outside of the US.

5.3.5 A list of the directors, officers, and the names of any stockholder with more than 50% of the stock.

5.3.6 Acceptance of the General Contractual Terms and Conditions Statement. The statement should follow Format 1 of Appendix 1.

5.3.7 A disclosure statement of conflict of interest. The statement should follow Format 2 of Appendix 1, which forms an integral part of this RFP. In the event the Bidder intends to subcontract or perform the contract in joint venture, such statement shall also include disclosure by the subcontractors and by each member of the joint venture.

5.4 Financial Documentation

- 5.4.1** A copy of the Bidder's latest general balance sheet for 2021; and copy of the Bidder's latest three (3) audited financial statements, for the years 2018, 2019, 2020. Or 2021 if available

5.5 Limited Use of Data

If the Proposal includes data that the Bidder does not want to disclose to the public for any purpose or used by the GS/OAS except for evaluation purposes, the Bidder shall include in its Proposal a statement signed by its legal representative with the following legend:

USE AND DISCLOSURE OF DATA

This Proposal includes data that shall not be disclosed outside the GS/OAS and shall not be duplicated, used, or disclosed— in whole or in part—for any purpose other than to evaluate this Proposal. If, however, a contract is awarded to this Bidder because of—or in connection with—the submission of this data, the GS/OAS shall have the right to duplicate, use, or disclose the data to the extent provided in the resulting contract. This restriction does not limit the GS/OAS' right to use information contained in this data if it is obtained from another source without restriction. The data subject to this restriction are contained in sheets [insert numbers or other identification of sheets].

6. THE RFP PROCESS

6.1 Governing Law

The GS/OAS regulates this RFP process according to:

- a) This RFP;
- b) The Procurement Contract Rules of the GS/OAS, approved by Executive Order No. 00-1 <https://www.oas.org/legal/english/gensec/Executive%20Order%2000-1.pdf>;
- c) The Performance Contract Rules, approved by Executive Order No. 05-04, Corr. No. 1 <http://www.oas.org/legal/english/gensec/EXOR-05-04-CORR1.htm>; and
- d) The Executive Orders, memoranda and other dispositions and official documents of the GS/OAS applicable to this process.

6.2 Bidder's Warranties

By submitting a proposal in response to this RFP, the Bidder represents and gives an express warranty for:

- 6.2.1** Its knowledge and acceptance of RFP and the rules and conditions that govern the bidding process.
- 6.2.2** That it has studied and is thoroughly familiar with the requirements and specifications of this RFP in its entirety. This includes familiarity with the technical and contractual information contained in this RFP and its Annexes, with all current equipment, labor, material, market conditions, shipping and with applicable laws, such that the Bidder accepts responsibility for and is prepared to execute and shall completely fulfill all obligations outlined in Annex B General Contractual Terms & Conditions.
- 6.2.3** The accuracy and reliability of all information it submits in this procurement process.
- 6.2.4** Its knowledge that its proposal does not create any right in or expectation of a contract with the GS/OAS.
- 6.2.5** That the Bidder shall bear any, and all costs or expenses associated with or incurred in the formulation or development of a proposal in response to this RFP.
- 6.2.6** That the Bidder accepts that it will not make any claim for or have any right to damages because of any misinterpretation or misunderstanding of the contract, or because of any information which is known or should have been known to the Bidder.
- 6.2.7** The Bidder shall be liable for improper or incorrect use of the data collected or information disclosed to Bidder's by GS/OAS in connection with its Proposal, and/or in connection with any subsequent contract negotiations between GS/OAS and the Bidder.
- 6.2.8** The data and related information are legal documents and that the GS/OAS intends to use them as such.
- 6.2.9** The Bidder takes full responsibility for any errors or mistakes with respect to its bid proposal. The Bidder has used its best efforts to ensure the accuracy, reliability, and completeness of its proposal, and agrees that any cost of any modification of proposal or contract terms based on Bidder's error in the information provided in the Bidder's proposal is borne solely by the Bidder.

6.3 Submitting a Proposal in a Joint Venture

Any firm may bid independently or in a joint venture confirming joint liabilities, either with domestic firms and/or with foreign firms. The GS/OAS does not accept conditions of bidding which require mandatory joint ventures or other forms of mandatory association between firms.

6.4 Registration at the Official GS/OAS Procurement Portal

6.4.1 The GS/OAS will post this RFP and its appendices at the OAS website (<http://www.oas.org/OASpage/bid/default.asp>), United Nations Development Business website (www.devbusiness.com), dgMarket website (www.dgmarket.com) and at the Official GS/OAS Procurement Notices/Opportunities Portal (<https://oas.procureware.com/Bids>).

6.4.2 Companies interested in receiving updates of the RFP Schedule, requesting clarification and/or bidding will need to register as a vendor on the Official GS/OAS Procurement Notices/Opportunities Portal (<https://oas.procureware.com/Bids>)

6.4.3 To start the registration process, the Bidder must complete the following fields and then press "Next" to submit its entry. Bidders will receive an email message with instructions on how to complete the registration.

- a) Company Name
- b) First Name (Contact Person)
- c) Last Name (Contact Person)
- d) Title (Contact Person)
- e) Email Address (Contact Person. This email address will receive all further notifications)
- f) Legal ID # (EIN or Federal Tax ID of the Company)
- g) Phone (Contact Person)

6.4.4 Please note that servers or SPAM filters may block important messages or send them to your junk mail folder because they do not recognize the sender. To help ensure that you receive all emails and further notifications from OAS/Procure Ware, please ensure to add our e-mail address noreply@procureware.com to your address book, contacts, and/ or "Safe Senders" list.

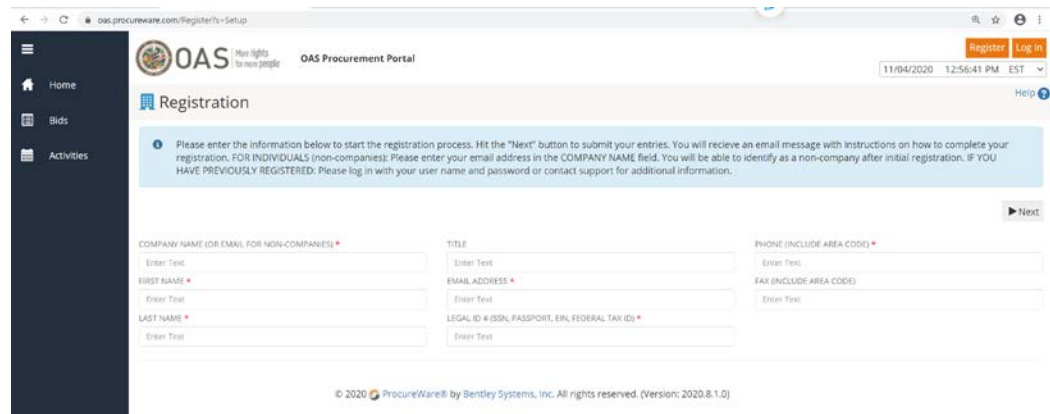


Fig 1: Screenshot of the Official GS/OAS Procurement Notices/Opportunities Portal.

Source: <https://oas.procureware.com/Register?s=Setup>

6.5 Bidder Inquires

6.5.1 Bidders may submit any inquiry or request for more information and clarification regarding terms of reference in this RFP by **June 1st, 2022**, through the Official GS/OAS Procurement Notices/Opportunities Portal at <https://oas.procureware.com/Bids>. Only Bidders registered in the Portal may ask questions.

6.5.2 Bidder inquiries must clearly identify the number of the section of the RFP to which their inquiry is related.

6.5.3 The GS/OAS responses to the Bidder's questions will be addressed through the Official GS/OAS Procurement Notices/Opportunities Portal, directly to the email with which the Bidder registered, on or before **June 10th, 2022**, where all submitted questions and answers (Q&A) will be available for registered Bidders.

6.6 Proposal Submission Instructions

6.6.1 Proposals must be submitted by Bidders through the GS/OAS Procurement Notices/Opportunities Portal at <https://oas.procureware.com/Bids> no later than 11:59 pm EST on **June 22nd, 2022**. **Only registered** Bidders can submit proposals. Bidder's failure to submit a proposal by the deadline will disqualify the Bidder's proposal.

6.6.2 Bidders should not consider their proposal submitted/received unless they receive a Bid submission confirmation email from our address noreply@procureware.com. It is the responsibility of the Bidder to ensure the

reception of their proposal for the GS/OAS. The GS/OAS is not responsible for proposals not received due to email delivery issues.

6.7 Presentations from Bidders

6.7.1 The GS/OAS may require bidders to give presentations and/or to have interviews (question and answer sessions). The GS/OAS may consider the Bidder's presentation or the information given as part of the Technical Evaluation. The GS/OAS reserves the right to incorporate elements from presentations or interviews, if any, in the final contract. The presentation or interview shall not encompass price proposals.

6.7.2 The purpose of the presentations and interviews is to validate the information provided by the Bidder in its proposal and to assess the Bidder's understanding of the delivery of the services, which will be a factor in the overall Technical Evaluation of the Proposals.

6.7.3 The GS/OAS will determine the date and time for each Bidder's presentation and interview and provide the necessary instructions.

6.7.4 The GS/OAS will not inform Bidders of their strengths, deficiencies or weaknesses during the presentation and interviews. The GS/OAS will not engage in bargaining during the presentations and interviews. The presentations and interviews do not constitute discussions with Bidders.

6.8 Award Criteria

The GS/OAS will admit proposal for evaluation only if they comply with the mandatory minimums contained in the RFP. Once admitted, the GS/OAS will review, evaluate, and compare those Proposals according to, but not necessarily limited to, the following criteria:

EVALUATION CRITERIA	POINTS
Technical Evaluation Weight	Sixty (60)
Price Proposal Evaluation Weight	Forty (40)

6.8.1 Technical Criteria:

- a) **Responsiveness.** Whether the Bidder's Technical Proposal conforms in all material respects to the RFP.
- b) **Financial Capability.** The GS/OAS will assess the financial condition of the Bidder to perform the Contract through the review of the Bidder's financial statements.
- c) **References Check.** The GS/OAS will request **performance** information from Bidder's previous clients. Reference checks will be based on the reference information submitted by Bidders under Appendix 2, Commercial References, and the GS/OAS may, at its discretion, seek references from other institutions that are familiar with the Bidder's work. The GS/OAS will use the Information from the reference check as part of the technical evaluation process.
- d) **Responsibility.** Whether the Bidder's Technical Proposal meets the RFP's technical specifications to determine its capability and capacity to perform the Contract.
- e) **Relevant Experience / Past Performance.** The GS/OAS will assess Bidder's capability, comprising of three elements: i) observation of the historical facts of Bidder's work experience (what work it did, when and where it did it, for whom it did it, and what methods it used); ii) qualitative judgments about breadth, depth, and relevance of that experience based on those observations; and iii) qualitative judgments about how well the Bidder performed, also based on those observations. The GS/OAS will evaluate Bidder's relevant experience and past performance in respect to past or current efforts similar or relevant to this Bid.
- f) **Key Personnel.** The GS/OAS will assess the qualifications and relevant experience of the key personnel that the Bidder intends to use to perform the Contract, and its organization. Selection by the Bidder of well trained, experienced personnel is crucial to the success of the Contract and will be a key element for the evaluation of the Proposal.
- g) **Work Plan.** The GS/OAS will assess the completeness of the Proposal to determine technical compliance as per the Terms of Reference detailed in **Annex A**.

- h) **Innovation / Enhancements.** The GS/OAS will favorably consider those bidders who offer innovative technology that enhances and improves the service provided, including reducing the time and effort required by the GS/OAS to complete the reviews and authorizations required to manage the individuals hired, and process and approve periodic payroll payments.

6.8.2 Price Criteria:

- a) The GS/OAS will award **40 points** to the Bidder with the lowest evaluated pricing
- b) Price proposals from other Bidders will receive points based on the relationship of the Bidder's prices to that of the lowest evaluated pricing proposal.

6.8.3 Other Considerations:

- a) **Source of Information.** The GS/OAS shall determine to its satisfaction whether a Bidder is qualified to perform the contract satisfactorily. The determination may be based upon an examination of the documentary evidence of the Bidder's qualifications either submitted by the Bidder or available as public information such as Dun & Bradstreet (D&B) report, and through reference check.

6.9 Right to Cancel the RFP and/or Reject Proposals

6.9.1 This RFP does not in any manner whatsoever constitute a commitment or obligation on the part of GS/OAS to accept any proposal, in whole or in part, received in response to this RFP, nor does it constitute any obligation by GS/OAS to acquire any goods or services.

6.9.2 The GS/OAS reserves the right to reject all proposals, and to disqualify any proposal not following RFP communication procedures and/or not responsive to the minimum technical requirements and proposal content specified in this RFP.

6.10 Requests for Clarification

6.10.1 To enhance the GS/OAS understanding of Proposals, allow reasonable interpretation of the Proposal, or facilitate the evaluation process, the GS/OAS may submit, in writing, any inquiry or request to the Bidders for explanation, substantiation or clarification of certain aspects of its Proposal.

6.10.2 Likewise, during the evaluation process, the GS/OAS may offer the Bidders an opportunity to eliminate minor irregularities, informalities, or apparent clerical mistakes in its Proposal.

6.10.3 The GS/OAS shall not use the requests for clarifications to cure Proposal deficiencies or material omissions that materially alter the technical or cost elements of the Proposal, and/or otherwise revise the Proposal.

6.10.4 The GS/OAS will address Inquiries or requests for clarification to the point of contact indicated by the Bidders in its Proposal.

6.11 Discussions and Negotiations

6.11.1 Before granting the award, the GS/OAS may choose to have written or oral discussions and/or negotiations regarding the terms, conditions, and deliverables of the proposal with the Bidders that, in the opinion of GS/OAS, are within the competitive range.

6.11.2 For that purpose, the GS/OAS, through DPMO, will submit, in writing, any request (including interview requests) to the Bidders. The GS/OAS will address such requests to the point of contact indicated by the Bidders in their proposal.

6.11.3 During the negotiations, the GS/OAS may request the Bidders to revise or modify their proposals. After the negotiations, the GS/OAS may issue a request for Best and Final Offer (BAFO).

6.12 Award

6.12.1 The GS/OAS will evaluate Proposals only if they comply with the mandatory minimum requirements contained in the RFP. Once admitted, the GS/OAS shall analyze and rate those Proposals using the award criteria described in section 6.8.

6.12.2 The GS/OAS will apply a technical-economic analysis in the evaluation of the Proposals. Under this rule, the GS/OAS will evaluate both price and technical factors and will award the Contract to the Offeror that obtains the best score in the sum of both elements.

6.12.3 The GS/OAS reserves the right to award the contract to a single bidder rather than multiple bidders.

6.12.4 The GS/OAS reserves the right to reject any or all Proposals, and to partially award the Contract.

6.12.5 The GS/OAS will award the bid to the Bidder with the highest overall assessment. Such award announcement shall become a contract only once the Bidder accepts the terms and conditions proposed by the GS/OAS. The GS/OAS will draft the contract based on this RFP and the winning bid proposal, and it shall come into effect when signed by both parties.

6.12.6 The GS/OAS will promptly notify the unsuccessful Bidders in writing and the awarded Bidder's information will be posted by the GS/OAS on the following website: <http://www.oas.org/OASpage/bid/default.asp>.

6.12.7 The GS/OAS will enter a contract with each selected Bidder. The contract will be for a period of one (1) year. The GS/OAS may, at its option, renew thereafter for successive (twelve) month periods, up to four (4) years.

7. CONTRACT TERMS

7.1 The GS/OAS will draft each Contract for the services based on the TORs of this RFP, the winning Proposal, and the results of the negotiations with the selected Bidder. The Contract shall come into effect when signed by both GS/OAS and the duly authorized representative of the winning Bidder. Annex B of this RFP contains the Contract Terms & Conditions.

7.2 The GS/OAS shall not accept any changes to the Contract after the contract is awarded. Once the GS/OAS awards the Contract, the Vendor shall be bound by such Contract either as stated herein in the RFP or as mutually modified by the Parties.

7.3 Any Bidder selected by the GS/OAS who proposes changes to the Contract shall not be deemed as acceptance of the Bidder's proposed changes. At all times, the GS/OAS reserves the right to use its own Contract and to negotiate changes to it. The GS/OAS reserves the right to accept or reject any changes in language to the Contract and reserves the right to make final conforming changes to the Contract.

7.4 Bidders wishing to negotiate modification of the Contract Terms & Conditions stated in this RFP must attach a copy of the GS/OAS's RFP and show proposed changes (deleted sections with a strike over and added sections in boldface type). The Bidder's failure to identify any such changes in its Proposal will preclude the Bidder from making any such changes thereafter. If Proposals are subject to additional terms that the GS/OAS decides are not in its best interest, the GS/OAS reserves the right to deem that Proposal as unresponsive.

8. GENERAL PROVISIONS

8.1 Language

All correspondence and responses to this RFP between the GS/OAS and Bidders shall be in English.

8.2 Privileges and Immunities

8.2.1 Nothing in this RFP shall constitute an express or implied agreement or waiver by the GS/OAS, the OAS, or their personnel of their privileges and immunities under the OAS Charter, the laws of the United States of America, or international law.

8.2.2 The Bidders to this RFP are not entitled to any of the exemptions, privileges, or immunities, which the GS/OAS may enjoy arising from GS/OAS status as a public international organization.

8.3 Confidentiality and Privacy

8.3.1 Confidential Information means the bid documentation and all other analyses, reports, memoranda, data, information, and documentation belonging to the GS/OAS and disclosed to the Bidder in any form whatsoever whether written, oral, electronic or otherwise direct or indirect, or which comes into the possession or knowledge of the Bidder through the bidding process as part of the bid documentation or by any other means

8.3.2 The Bidder understands and agrees that all information received as a result of this process is confidential and may not be published, sold or released without the written approval of the GS/OAS. The bidder shall forward to the GS/OAS any public

representations concerning the GS/OAS and/or any request for information made to the bidder by the media, or otherwise.

8.3.3 In addition, information that a party considers as proprietary or confidential and which it has indicated/marked as proprietary or confidential will be treated by receiving party in the same manner as receiving party treats its own proprietary or confidential information.

8.3.4 Period of confidentiality: The obligations under paragraph above shall continue notwithstanding the conclusion of this process.

9. ANNEXES

All annexes listed below form an integral part of this RFP:

Annex A – Terms of Reference

Annex B – General Contractual Terms & Conditions

Appendix 1– Formats

- Format 1: Acceptance of the General Contractual Terms and Conditions
- Format 2: Conflict of Interest Statement
- Format 3: Commercial References
- Format 4: Country Price Index