OCTOBER 2025

TERMS OF REFERENCE

EXPRESSION OF INTEREST FOR A JOINT VENTURE PARTNERSHIP WITH A PROPERTY DEVELOPER FOR THE DEVELOPMENT AND OPTIMIZATION OF SOS CHILDREN'S VILLAGES NAMIBIA PROPERTIES.

DRAFT

SOS Children's Villages Namibia
31, Heinitzburg Street
Klein Windhoek

1. BACKGROUND

SOS Children's Villages is an independent, non-governmental, non-profit international development organization of which Namibia is a Member Association (MA). We are committed to ensuring that all children throughout the world have quality care. We commit to identifying the most suitable care option for every child according to the child's best interest and in close partnership with the responsible authority. By adopting a variety of programmes that include Family Strengthening (FS) and Family Like Care Programmes (FLC), we care for orphans and vulnerable children, strengthen families within identified communities to prevent the abandonment and neglect of children and advocate for the rights of all children without parental care or at risk of losing it. All the mentioned activities are carried out in Windhoek, Ondangwa and Tsumeb where our villages (Programme Locations) are.

SOS Children's Villages Namibia owns different properties in Windhoek namely: The National Office, SOS Children's Village Windhoek and other residential facilities. The properties consist of buildings such as houses, kindergarten, clinic facility, halls, garages and office blocks. As part of the implementation of recommendations from the findings of an assessment of the organisation's properties, SOS Children's Villages Namibia intends to engage in a joint venture (JV) with an experienced property developer to develop and manage two prime properties.

Therefore, SOS Children's Villages Namibia is inviting proposals from interested property development firms to convert **either one, or both identified properties** into commercial spaces, including office units and other rentable facilities, thereby generating long-term monthly revenue for the organisation. The identified properties are:

- National Office situated at 31 Heinitzburg Street, Klein Windhoek
- SOS Children's Village Windhoek situated at 476 Kornalyn Street, Khomasdal,

2. PURPOSE OF THE EOI

This EOI seeks submissions from qualified and experienced property developers to partner with SOS CV Namibia through a joint venture arrangement. The partnership will involve:

- Upgrading and converting one or both of the identified properties into viable commercial spaces.
- Establishing and operating the properties for rental income generation.
- Sharing risks, responsibilities, and returns as agreed in the JV agreement.

3. SCOPE OF WORK

The selected JV partner will be expected to:

1. Conduct a feasibility study and cost-benefit analysis for the development and rental potential of the properties.
2. Develop conceptual designs, architectural plans, and project timelines.
3. Provide capital investment and/or secure financing for development.
4. Oversee construction, renovation of commercial units.
5. Ensure compliance with all regulatory requirements and building standards.
6. Implement robust risk management and reporting systems.

4. DELIVERABLES

The JV partner will be responsible for delivering:

- Approved feasibility study and business model.
- Finalized architectural and engineering designs.
- All required municipal and regulatory approvals.
- Completed construction/renovation works.
- A fully operational and income-generating property.

5. EXPECTED JV STRUCTURE

The joint venture will be executed through SOS Children's Villages Namibia Investment Proprietary Limited (SOSIPL), a wholly-owned subsidiary of SOS CV Namibia.

- Equity participation and profit-sharing ratios will be negotiated based on investment and risk contributions.
- Governance will be through a JV Board comprising representatives from both partners.
- Contracts will clearly define roles, responsibilities, timelines, and dispute resolution mechanisms.

6. ELIGIBILITY CRITERIA

Interested developers must:

- Have a minimum of 10 years' experience in commercial property development and management.
- Demonstrate successful completion of at least two similar projects in Namibia with a minimum construction cost of N$ 10,000,000.00
- Demonstrate successful completion of at least three similar projects in Namibia.
- Provide evidence of financial capacity to undertake projects of similar scale.
- Have a strong track record in obtaining municipal approvals and adhering to regulatory requirements.
- Possess in-house or contracted expertise in architecture, engineering, project management, and property operations.

7. SUBMISSION REQUIREMENTS

Interested property developers are invited to submit a complete proposal package consisting of both a Technical Proposal and a Financial Proposal.

A. Technical Proposal

Submissions should include:

1. Copies of company certificates of registration,
2. Valid business fitness certificate showing principal place of business
3. Original Certificate of Good Standing with the Social Security Commission
4. Original Certificate of Good Standing with Namibia Revenue Agency (NamRA)
5. Tax Registration Certificate
6. Affirmative Action Compliance Certificate
7. Proof of registration with Ministry of Industrialization as an MSME (where applicable)
8. Relevant experience with proven references and portfolio of completed projects.
9. Proposed approach and conceptual ideas for developing one or both properties.
10. Preliminary project timelines and implementation plan.
11. Proposed partnership structure, governance arrangements, and revenue-sharing model.
12. Contactable references from previous clients/partners.

B. Financial Proposal

Submissions should include:

1. Preliminary financial proposal and investment contribution.

2. Evidence of financial capacity to undertake projects of similar scale in the last 8 years

a. Demonstrated ability to invest at least 10% of Project Equity in resources.
b. Bank Rating Letter of Good Standing
c. Proof of Access to financing facilities and/or credit lines with reputable financial institutions
d. Annual financial statements for the past 5 years

3. Proposed revenue and profit-sharing model.

4. Financing approach and cost projections.

All proposals must clearly indicate whether they are submitted for one property, or both properties together.

8. EVALUATION CRITERIA

EOIs will be evaluated based on:

- Technical capability and experience: 30%
- Financial strength and investment capacity: 30%
- Innovative and sustainable development concepts: 15%
- Proposed JV structure and revenue model: 15%
- References and reputation: 10%

9. SUBMISSION PROCESS AND TIMELINE

- EOI issue date: 24 October 2025
- Submission deadline: 31 November 2025
- Evaluation & shortlisting: 15 November 2025
- Final partner selection: 31 January 2026
- JV agreement signing: 30 April 2026
- Development commencement: July 2026

10. CONFIDENTIALITY

All information shared during the EOI and subsequent processes will be treated as confidential and may only be used for the purposes of preparing submissions.

11. DISCLAIMER

Issuance of this EOI does not constitute a commitment by SOS CV Namibia to award a contract or enter into a JV. SOS CV Namibia reserves the right to withdraw, amend, or terminate the process at any time without incurring any liability.

How to Apply:

Submit your EOI (clearly marked "EOI – JV PROPERTY DEVELOPMENT") via email to: Julieta.Ferreira@sos-namibia.org

or deliver to:

National Director

SOS Children's Villages Namibia

31 Heinitzburg Street

Klein Windhoek

_____**END**_____