

TERMS OF REFERENCE

CLIMATE-RELATED FUNDING POSSIBILITIES AND OPPORTUNITIES IN THE BRAZILIAN STATE OF PARÁ

1. ABOUT TNC

The Nature Conservancy (TNC) is a global conservation organization dedicated to conserving the lands and waters on which all life depends. Guided by science, we create innovative solutions in the field for the most difficult challenges in our world so that nature and people can prosper together. We are tackling climate change, conserving land, waters, and oceans at an unprecedented scale, providing food and water sustainably, and making cities more sustainable. Working in 79 countries, we use a collaborative approach that involves local communities, governments, the private sector, and other partners.

In Brazil, TNC implements conservation projects in partnership with non-governmental organizations, companies, and federal, state, and municipal government agencies, contributing to the protection of nearly two million hectares. TNC has been operating in the Amazon specifically for over 15 years and focuses on consolidating methodologies, tools, and instruments to implement deforestation control policies and the use of responsible and sustainable large-scale agricultural practices. It also acts strongly in the conservation and well-being of Indigenous Peoples and Lands by encouraging responsible, territorial environmental management as a planning and strategic action tool for Indigenous communities, promoting the effective conservation of biodiversity and socio diversity.

2. CONTEXT

In 2018, TNC was selected by Pará state (“Pará”) as a partner in the Governors' Climate and Forests Task Force (GCF Task Force) to implement the project Structuring a Low Carbon Economy in Pará. Some of the partnership's results include establishing a regulatory framework for the States' Climate Change Policy, the development of an Investment Plan for Priority REDD+ actions in Pará, and a Low Carbon Territorial Intelligence Model aimed at production chains in the state. All those actions were developed and validated in the Pará Forum on Climate Change and its working groups.

Based on this effort, Pará launched the "Amazônia Agora" State Plan (PEAA in its Portuguese acronym) in 2020. The goal was to develop initiatives that had, among other objectives: the immediate reduction of illegal deforestation and fires, encouragement of sustainable production and consumption, reforestation of degraded areas, and attracting investments that aid the development of a low carbon economy. The program's innovative systemic approach is expected to integrate proven conservation and development initiatives, local, regional and global partners from the public and private sectors, and civil society organizations so that initiatives gain scale.

Land-use change accounts for 24%¹ of Brazilian Low Greenhouse Gas Emissions, and Pará concentrates 34% of Brazil's total deforested area. To tackle this issue and meet its ambitious target of net zero emissions by 2036, the Pará government created a strategy called "Amazonia Agora" ("AA" or "Amazon Now") in 2019, with four strategic pillars: I - Socioeconomic Development of GHG Emissions; II – Long-Term Environmental Funding; III - Inspection, Licensing, and Monitoring; and IV - Land, Territorial, and Environmental Planning; made operational up to now through the Sustainable Territories Program; the *Regulariza* Pará Program; Command and Control actions such as "Operation Amazônia Viva"; and the Eastern Amazon Fund ("EAF" or "the Fund").

3. OBJECTIVE

TNC and the state government have a signed collaboration agreement. TNC contributes with technical expertise and stakeholder engagement to help the government develop and enhance Pará State's initiatives on conservation, agricultural production, climate policy, and sustainable development.

As part of this collaboration, TNC is looking for consulting firms that can develop a fundraising strategy for the Amazonia Agora program and evaluate how to leverage the Eastern Amazon Fund ("EAF") and strengthen Pará's access to climate-related financial support that would contribute to meeting the Brazilian NDC.

4. PRODUCTS AND ACTIVITIES

Product 1 – Case Analysis (14th Day)

A report in Word and PDF formats accompanied by a summary in PPT (both in Portuguese and English). The report must contain an analysis of national and international funds and initiatives that aim to fund mitigation and climate adaptation programs at the jurisdictional level. The consultant must present an analysis of the funds already established in Brazil and at least three relevant international cases, detailing the economic and financial structures and the instruments that allow investments in public and private initiatives to reduce GHG emissions and deforestation.

Product 2 – Funding Sources (21st Day)

A report in Word and PDF format accompanied by a summary in PPT (both in Portuguese and English). The report must contain mapping and analysis of potential funding sources for the PEAA, including local, national, and international opportunities. The analysis must incorporate alternatives previously identified by the state government and TNC. The list of possibilities can be expanded through interviews with the main players in the field of climate financing.

¹ BUR, 2019

Product 3 – Ranking and Prioritization (35th Day)

A report in Word and PDF formats accompanied by a summary in PPT (both in Portuguese and English). The report must contain a ranking and selection of the most promising sources considering short-, medium-, and long-term priorities of the PEAA. The TNC team must approve the categorizing criteria, which must consider, among other factors to be jointly defined:

- Pará's potential to comply with eligibility requirements and means of implementation
- Observance to objectives between the potential funder and Amazônia Agora
- An analysis of supported projects' profiles, including results obtained due to financial support
- Possibility/potential of each source to leverage additional resources, etc.

Product 4 – Funding and Initiatives matchmaking (50th Day)

A report in Word and PDF formats accompanied by a summary in PPT (both in Portuguese and English). The report must contain the compatibility and matchmaking criteria between prioritized sources of funding and specific short-, medium-, and long-term programs and projects. Also, this product must contain an assessment of funding sources that have a broader scope, not limited to specific projects, including sources that can finance the achievement of the necessary preliminary conditions to access more demanding and robust sources.

Product 5 – Workshop (60th Day)

The proponent must recommend a methodology, prepare, facilitate the realization and systematization of results, and offer an online Workshop with key managers of the identified main sources of funding, considering the results of Products 3 and 4. The goals are, among others, to establish a shared vision of investment opportunities associated with the PEAA (ongoing actions or innovations) and the institutional objectives of these sources; identify other practical opportunities for cooperation in the technical, financial, informational, logistical, and partnership fields, among others, that support achieving the objectives of the PEAA. The Workshop should be designed and prepared in collaboration with TNC representatives, the Pará Government, and their chosen partners, having as a final product a report to be delivered in Word, PDF, and PPT formats (in Portuguese and English).

Product 6 – Roadmap and Fundraising Strategy (90th Day)

A report in Word and PDF formats accompanied by a summary in PPT (both in Portuguese and English). The report must contain a Roadmap to explore the best-rated potential funding sources, identifying each opportunity's mandatory requirements and capabilities. The Roadmap should also consider the short-, medium-, and long-term measures to be taken by the Pará Government and key partners from the PEAA and the Eastern Amazon Fund. The consideration should include the analysis of opportunities with potential for short-term funding, with specific recommendations for achieving that result and increasing the likelihood of raising capital for priority initiatives and projects.

5. PROPONENT'S QUALIFICATIONS

The Consultancy must be carried out by a qualified firm with significant experience in the areas of sustainable funding and climate change and demonstrate:

- i. Previous experience in carrying out at least three similar consultancies in the previous five years. The contractor must provide a list of those projects and associated references
- ii. TNC will consider it a plus if contractor staff recommended for the project had direct participation in projects such as those described above
- iii. The core team must include members fluent in English and Portuguese
- iv. If the consulting company is international, it must introduce a local partner in the country
- v. Understanding the Brazilian legal, institutional, and regulatory framework regarding Brazilian climate policy is required
- vi. Any changes to the proponent's project team must have TNC's prior approval

6. PROPOSAL, BUDGET AND TIMELINE

The technical-financial proposal must be sent no later than 02/15/2021 at 9:00 am Brasilia time, detailing the project steps; the methodology to be adopted; project team; timeline, and a budget by product. The budget must include any and all costs associated with the proposal.

7. CONTACTS

The technical-financial proposals must be sent by the deadline established in item 6, accompanied by the filled-out forms in Annexes I and II, which must be signed. Send all documents to José Otávio Passos, Karen Oliveira, Teresa Moreira, and Andrea Werneburg at jose.passos@tnc.org; koliveira@tnc.org; tmoreira@tnc.org and andrea.werneburg@tnc.org.

ANEXO I
The Nature Conservancy

The Nature Conservancy
CONFLICT OF INTEREST DISCLOSURE FORM

[Read and delete] The date in Section 1(a) is changed annually at the start of each fiscal year and the attached list of key employees and Board members is updated periodically. Please confirm that you have the most recent form, then DELETE this instruction before using the form. [Click here](#) to access this form in Spanish, Portuguese, Chinese, and Bahasa Indonesian.

It is the policy of The Nature Conservancy (“TNC”) to identify actual, potential or perceived conflicts of interest in any situation in which TNC has a significant business interest. To assist TNC in complying with this policy, we request that all individuals and/or organizations that will be involved in a proposed transaction with TNC complete this form.

TRANSACTION *(TNC staff complete transaction section)*

For **Real Estate transactions**, describe the property, its size and the type of deal (e.g., purchase or sale, gift, fee, easement, or other).

For **all other transactions**, describe the type of agreement (e.g., service contract, grant from TNC to grantee, etc.).

Total dollar value of transaction: \$ _____

[For cashless barter transactions, provide the value of the benefits being provided each party.]

STEP 1: ORGANIZATION TYPE

Please check the box to indicate the type of party for which this form is being completed, list all individuals and/or organizations that will be involved in this transaction. An “organization” includes a for profit corporation, partnership, trust, estate, joint venture, limited liability corporation, professional corporation or unincorporated entity of any kind, a foundation, public board, commission, and a 501(c)(3) or other charitable organization.

- Individuals (list all, then complete Section 1):** _____
- For Profit Organizations (list all, then complete Section 2):** _____
- Not for Profit Organizations (list all, then complete Section 3):** _____

STEP 2: QUESTIONS

Complete the applicable section of questions below. Individuals complete Section 1. For Profit Organizations complete Section 2. Not for Profit Organizations complete Section 3. **Note:** Please refer to the attached list of TNC key employees and current and prior members of TNC’s Board of Directors when completing the rest of this form.

Section 1. INDIVIDUALS: Please check all that apply and attach an explanation for any “Yes” answers.

| | Yes | No |
|--|-----|----|
| a. Are you now, or have you been at any time since July 1, 2013, a TNC “key employee” or a member of the TNC Board of Directors as identified on the attached list? | | |
| b. Are you now or have you been in the last 12 months a TNC employee (other than a key employee), a Chapter Trustee or member of a Country Program Advisory Council ? | | |

| | | |
|---|--|--|
| c. Have you contributed to TNC U.S. \$5 million or more during the current fiscal year (July 1 – June 30), or U.S. \$25 million or more, cumulatively, in the current fiscal year and the prior four fiscal years? | | |
| d. To your knowledge, are you a Family Member of any individual identified in paragraph a, b or c above? (For these purposes, the term “Family Member” includes the individual’s spouse, ancestors, brothers and sisters (whether whole or half-blood), children (whether natural or adopted), grandchildren, great-grandchildren, and spouses of brothers, sisters, children, grandchildren, and great-grandchildren; and any person with whom the covered person shares living quarters under circumstances that closely resemble a marital relationship or who is financially dependent upon the covered person.) | | |

Section 2. FOR PROFIT ORGANIZATIONS:

Please check all that apply and attach an explanation for any “Yes” answers.

| | Yes | No |
|--|-----|----|
| a. Has the organization made total aggregate contributions to TNC (i) U.S. 5 million or more during the current fiscal year (July 1 – June 30), or (ii) U.S. \$25 million or more, cumulatively, during the current fiscal year and the prior four fiscal years? | | |
| b. Now or at the time of the proposed transaction, does or will any Substantial Contributor (as defined in 1.c.); TNC employee (includes former TNC employee who left within the last 12 months); member of TNC’s Board of Directors or key employees (see list attached); or TNC Chapter Trustee, Related Entity Board of Director or Advisory Council member (includes former ones who served within the last 12 months) , individually or collectively with other such persons (including Family Members of such persons; see Section 1(d) above for definition of Family Members), own more than 35% of the stock or value of the organization (directly or indirectly), or have the legal or <i>de facto</i> power to exercise a controlling influence over the organization’s management or policies, e.g., as an officer, key management employee, board member or partner? | | |
| c. Now, or at the time of the proposed transaction, have or will any members of TNC’s current Executive Team or Board of Directors (see attached list) serve as: <ul style="list-style-type: none"> • an officer, director, trustee, key employee, or partner; or • if the entity is a limited liability corporation, a member; or • if the entity is a professional corporation, a shareholder? | | |

Section 3. NOT FOR PROFIT ORGANIZATIONS

Please check all that apply and attach an explanation for any “Yes” Answers.

| | Yes | No |
|---|-----|----|
| a. Now or at the time of the proposed transaction, have or will any Substantial Contributor (as defined in 1.c.); TNC employee (includes former TNC employee who left within the last 12 months); member of TNC’s Board of Directors or key employees (see list attached); Chapter Trustee or Advisory Council member (includes former ones who served within the last 12 months) , or Family Members of any of these, individually or collectively, have the ability to control management of the entity? See Section 1(d) above for definition of Family Members. | | |

STEP 3: COMMENTS

Please explain any “Yes” answers checked above.

Individuals who in the current fiscal year (FY21) are or during the preceding five fiscal years have been a Conservancy “key employee” or a member of the Board of Directors:

Key Employees

Keith Arnold
David Banks
Michelle Beistle
Matt Brown
Michael Doane
Eddie Game
Jan Glendering
Meg Goldthwaite
Santiago Gowland
Elizabeth Gray
Wisla Heneghan
Charlotte Kaiser
Marianne Kleiberg
Joyce Ma
Jennifer Morris
Tom Neises
Bola Olusanya
James Page
Jeffrey Parrish
Lynn Scarlett
Michael Sweeney
Michael Tetreault
Bill Ulfelder
Molly Wallace
Joni Ward
Leonard Williams

Other/Former Key Employees

Justin Adams
Kacky Andrews
James Asp
Charles Bedford
Karen Berky
Giulio Boccaletti
Mark Burget
Mario D’Amico
Maria Damanaki
Addison Dana
Andrea Erickson-Quiroz
William Ginn
Sherri Hammons
Steve Howell
Jack Hurd
Sally Jewel
Joe Keenan
Richard Loomis
Robert McKim
Brian McPeek
Pascal Mittermaier
Hugh Possingham
Glenn Prickett
Aurelio Ramos
LaTresse Snead
Heather Tallis
Mark Tercek
Marc Touitou
Peter Wheeler
Janine Wilkin

Heather Wishik
Heather Zichal

Current Board of Directors (FY ‘21)

Amy Batchelor
John Bernstein
Shona L. Brown
Michelle DePass
William Frist
Joseph H. Gleberman
Harry Hagey
Margaret Hamburg
Shirley Ann Jackson
Sally Jewell
Nancy Knowlton
Edwin Macharia
Claudia Madrazo
Craig McCaw
Jennifer Morris
Ana M. Parma
Douglas Petno
Vincent Ryan
Brenda Shapiro
Kent J. Thiry
Jeffrey Ubben
Frances A. Ulmer
Kevin Weil
Ying Wu

Prior Board Members (FYs ’16-’20)

Teresa Beck
David Blood
Gretchen C. Daily
Steven A. Denning
Laurence Fink
Jeremy Grantham
Andrew Liveris
Frank E. Loy
Jane Lubchenco
Jack Ma
Thomas J. Meredith
Thomas Middleton
Stephen Polasky
Roberto Hernández Ramirez
Muneer A. Satter
Rajiv Shah
Mark Tercek
Thomas J. Tierney
Moses Tsang
P. Roy Vagelos
Margaret C. Whitman

TNC expects itself and everyone with whom it does business to conduct themselves in ways that are consistent with its TNC's Code of Conduct found at www.nature.org/codeofconduct. Anyone (whether a part of TNC or not) may contact the TNC Helpline (anonymously, if desired) with questions, concerns, or suspected violations at www.nature.org/tnc Helpline.

STEP 4: SIGNATURES

The undersigned certifies that the information in the disclosure form is true and correct to the best of his/her knowledge.

Signatures for For Profit or Not for Profit Organizations:

Name of Organization: _____

Organization Address: _____

Signature: _____

Printed name of person: _____

Title: _____

Date: _____

Signatures for Individuals:

Signature: _____

Individual's Address: _____

Printed name: _____

Date: _____

Signature: _____

Individual's Address: _____

Printed name: _____

ANEXO II

Anti-Corruption Compliance Explanatory Chart Identifying Anti-Corruption Compliance Risks²

a) Individual

| Individual | Significant Interaction? | What to do? | Legal approval? |
|---|---|---|---|
| Contractor is <u>not</u> a government official³ and is <u>not</u> the immediate family of government officials.⁴ | Contract does <u>not</u> involve significant interactions with government officials. ⁵ | ----- | NO, except if the Contract must be reviewed for different reasons. |
| | Contract <u>does</u> involve significant interactions with government officials. ⁵ | Fill out the Anti-Corruption Due Diligence Questionnaire for Individuals. | YES, Legal must approve both the Anti-Corruption Due Diligence Questionnaire and the Contract. ⁶ |
| Contractor is <u>not</u> a government official,³ but <u>is</u> the immediate family of a government official.⁴ | Contract does <u>not</u> involve significant interactions with government officials. ⁵ | Fill out the Request for Approval. | YES, Legal must approve both the Request for Approval and the Contract. ⁶ |
| | Contract <u>does</u> involve significant interactions with government officials. ⁵ | Fill out both the Anti-Corruption Due Diligence Questionnaire for Individuals and the Request for Approval. | YES, Legal must approve the Anti-Corruption Due Diligence Questionnaire, the Request for Approval, and the Contract. ⁶ |
| Contractor <u>is</u> a government official.³ | Contract <u>does not</u> involve significant interactions with government officials. ⁵ | Fill out the Request for Approval. | YES, Legal must approve both the Request for Approval and the Contract. ⁶ |
| | Contract <u>does</u> involve significant interactions with government officials. ⁵ | Fill out the Anti-Corruption Due Diligence Questionnaire for Individuals and the Request for Approval. | YES, Legal must approve the Anti-Corruption Due Diligence Questionnaire, the Request for Approval, and the Contract. ⁶ |

The Anti-Corruption Due Diligence Questionnaires & Request for Approval are available on CONNECT:
<https://thenatureconservancy462.sharepoint.com/sites/Department/Legal/Documents/Forms/FormsDocsNonUS.aspx>

Please see next page for the Entity Anti-Corruption Compliance Explanatory Chart

² The following Procedures apply only with respect to non-U.S. government officials. It does not address interactions with U.S. government officials. Please see TNC's Anti-Corruption Compliance SOP, Section III for guidance with respect to U.S. government officials.

³ Please see TNC's Anti-Corruption Compliance SOP, Section I for the definition of a government official.

⁴ Please see TNC's Anti-Corruption Compliance SOP, Section III.b.1, to determine if the individual is a member of the immediate family (spouse, parent, child, sibling or sibling's spouse) of a government official.

⁵ Please see TNC's Anti-Corruption Compliance SOP, Section III.a.1, for an explanation of "significant interaction." Please note that the June 2015 revisions to the SOP create a narrow definition of "significant interaction."

⁶ TNC's Anti-Corruption Compliance SOP allows Legal to waive legal review/approval if the Contract is on an unaltered template and the Contract does not otherwise require legal review. Please notify Legal if you are requesting a waiver of the contract review. This applies to all sections of this chart.

b) Entity

| Entity | | Significant interaction | What to do? | Legal approval? |
|--|--|---|---|---|
| Contractor/Grantee is <u>not</u> wholly or partly owned or controlled⁷ by a government official.⁸ | No employee who will be performing services under the proposed Contract is a government official. | Contract does <u>not</u> involve significant interactions with government officials. ⁹ | ----- | NO, except if the Contract must be reviewed for other reasons. |
| | | Contract <u>does</u> involve significant interactions with government officials. ⁹ | Fill out the Anti-Corruption Due Diligence Questionnaire for Entities | YES, Legal must approve both the Anti-Corruption Due Diligence Questionnaire and the Contract. ¹⁰ |
| | There <u>are</u> employees who will be performing services under the proposed Contract who are government officials. | Contract does <u>not</u> involve significant interactions with government officials. ⁹ | Prepare list of government officials to attach to Contract. ¹¹ | YES, Legal must approve both the list and Contract. ⁸ |
| | | Contract <u>does</u> involve significant interactions with government officials. ⁹ | Fill out the Anti-Corruption Due Diligence Questionnaire for Entities and prepare list of government officials to attach to the Contract. ¹¹ | YES, Legal must approve the Anti-Corruption Due Diligence Questionnaire, the list, and the Contract. ⁸ |
| Contractor/Grantee <u>is</u> wholly or partly owned or controlled⁷ by a government official.⁶ | No employee who will be performing services under the proposed Contract is a government official. | Contract does <u>not</u> involve significant interactions with government officials. ⁹ | Fill out the Anti-Corruption Due Diligence Questionnaire for Entities, Request for Approval and prepare list of government officials to attach to Contract. ¹² | YES, Legal must approve the Anti-Corruption Due Diligence Questionnaire, Request for Approval, the list, and the Contract. ⁸ |
| | | Contract <u>does</u> involve significant interactions with government officials. ⁹ | | |
| | There <u>are</u> employees who will be performing services under the proposed Contract who are government officials. | Contract does <u>not</u> involve significant interactions with government officials. ⁹ | Fill out the Anti-Corruption Due Diligence Questionnaire for Entities, Request for Approval and prepare list of government officials to attach to Contract. ¹³ | YES, Legal must approve the Anti-Corruption Due Diligence Questionnaire, Request for Approval, the list, and the Contract. ⁸ |
| | | Contract <u>does</u> involve significant interactions with government officials. ⁹ | | |
| Contractor/Grantee is a government entity. | | Use the Contract clauses related to government entities. | | NO, except if Legal must approve the Contract for other reasons. |

⁷ Please see TNC's Anti-Corruption Compliance SOP, Section III.B.1, for an explanation of "wholly or partly owned or controlled." Please note that the SOP also targets any entity that has a government official as a Board member.

⁸ Please see TNC's Anti-Corruption Compliance SOP, Section I for the definition of a government official.

⁹ Please see TNC's Anti-Corruption Compliance SOP, Section III.a.1, for an explanation of "significant interaction." Please note that the June 2015 revisions to the SOP create a narrower definition of "significant interaction."

¹⁰ TNC's Anti-Corruption Compliance SOP allows Legal to waive legal review/approval if the Contract is on an unaltered template and there are no special risk factors. Please notify Legal if you are requesting a waiver of the contract review. This applies to all sections of this chart.

¹¹ The list is part of the existing contract template. It should provide names, titles, and ministries/agencies of employee government officials who are performing services under this contract. Please see attached Model List.

¹² The list is part of the existing contract template. It should provide names, titles, and ministries/agencies of government officials who are wholly or partly involved in the ownership or control of the company. Please see attached Model List.

¹³ The list is part of the existing contract template. It should provide names, titles, and ministries/agencies of government officials who are (a) wholly or partly involved in the ownership or control of the company or (b) are employees performing services under this contract. Please see attached Model List.



The Anti-Corruption Due Diligence Questionnaires & Request for Approval are available on CONNECT:
<https://thenatureconservancy462.sharepoint.com/sites/Department/Legal/Documents/Forms/FormsDocsNonUS.aspx>

MODEL LIST

ANNEX [III]: LIST OF GOVERNMENT OFFICIALS

| NAME | POSITION OCCUPIED WITH CONTRACTOR/PARTNER | NAME OF GOVERNMENT AGENCY WHERE PERSON WORKS | POSITION OCCUPIED WITH GOVERNMENT AGENCY |
|------|---|--|--|
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