



TERMS OF REFERENCE FOR INDEPENDENT BUSINESS CONSULTANT FOR PROJECT “PROADAPTA SERTÃO”

Position:

Financial, business and impact investment consultant

Context

ProAdaptaSertão is a project financed by the Multilateral Investment Fund (MIF), which aims to build climate resilience in the main value chains present in Brazilian Sertao – in the state of Bahia. Such objective will be attained by providing small holder farmers and cooperatives with the technological, financial and training resources necessary to successfully cope with climate change, and included the elaboration of a sustainable agro-climate model – the MAIS (Modulo Agroclimático Inteligente e Sustentável).

Rational

ProadaptaSertao was initially designed as a non-commercial project so to test and develop new agro-climate solutions in the Sertao region, and started operating in 2014. Based on its very successful results so far, the project plans to gain scale as a social enterprise providing different agro-climate solutions. The project implementation team has developed and tested during the course of the project several potential services and products that could be eventually offered to a wide array of clients to increase climate resilience of the farmers and decrease investment risks in agriculture.

Objective of the contracting:

The financial consultant will strategically and operationally assist Proadapta Sertao in its transition to a commercial operation as a social enterprise (ADAPTA – working title), assuring its strategic cohesiveness and focus as an enterprise, as well as solidness of its financial, business, marketing, and monetization strategies.

Contract value and source of funding:

- Maximum R\$ 25.000 (Twenty-five thousands Brazilian reais) net value (not including taxes)
- Budget for trips and travels will be allocated separately based on specific needs
- The source of funding will be the ATN/ME 14337 project “Proadapta Sertao”

Submissions of CV and letter of interest

Send email with CV and letter of interest explain motivation by 28/03/2017, 18:00 to cotacaoproadaptasertao@gmail.com

Main tasks:

The tasks to achieve the objective will be divided in two steps. However, the second step can be part of a potential second contracting, which objectives to be specified in due course, depending also on the additional needs that have been identified during step 1.

Task 1 – ADAPTA business and financial plan (3 months, March-June 2017)

- Reviewing all relevant documents, talks and meeting with the Proadapta Sertao team to understand the business scope and identify potential business services
- Working with the project team on ADAPTA’s business plan, which includes the definition of its product and services lines, target clients, scalability plan and best monetization strategy for the technologies and solutions developed during the non-commercial phase

- Working with the project team on ADAPTA’s business plan, including investment required, revenue/cost balance, cash and asset management, and other key financial indicators
- Working with the project team on ADAPTA’s marketing plan, including finding best focus and dissemination of ADAPTA’s products and services
- Structuring ADAPTA enterprise’s pitch deck in such a way that it can be presented in a professional format to potential clients and investors
- Structuring and assisting in raising capitals (if required) for the implementation e deployment of such services
- Assist in organizing and presiding some key meetings with large potential clients and investors either in Brazil or abroad

- The financial consultant shall be:
 - Objective-oriented, determined and focused in delivering the expected results
 - Motivated to explore his/her engagement in the ADAPTA Venture will continue after the IDB/MIF contracting period (beginning 2018) as co-leading the financial operations of the venture and support its development, as appropriate

Task 2 – ADAPTA operational business, financial and plan (5 months, August 2017-February 2018)

The second task will be defined in due course based on the results achieved by the consultant in the first period and ADAPTA needs. This ToR only supports the development of the first phase.

Qualification and requirements

What	Minimum requirements	Points
Living close by (1 hr) one of the largest metropolitan areas of Brazil	Sao Paulo; Rio de Janeiro; Belo Horizonte; Salvador; Brasilia	0 --5
University degree	B.Sc in Economics, Business or finance; MBA or MF highly desired	0 --5
Work experience	Minimum 10 years of work with both business &	0 to 10

	financial planning/launching of startups and emerging enterprises and experience with agriculture/rural enterprises.	
Additional Work experience	Additional experience in the Sertao region, in climate adaptation/resilience projects, and in successful capital raising deals with impact investors is a plus.	0 to 10
Language	Proficiency in Portuguese and English. Proficiency in additional languages is a plus	0 to 7
Required budget	Maximum R\$ 25.000	0 – 1 depending on maximum value offered
Letter of presentation	General summary of own interest and expertise	0 to 3
Oral interview (29 or 30 th of march) – present or phone call	Evaluation of candidates	6 points maximum

Products and chronogram

At the end of the consulting period of 3 months, the consultant and project team should accomplish the following activities and deliverables:

The consultant will analyze and structure the business, financial and marketing plans for ADAPTA Venture. This implies defining the different products and services, identifying potential clients divided by sector, clarifying the legal structure, understanding the market size and the type of monetization strategies that would be offered in each product/service. The consultant will also revise potential opportunities and contracts the ADAPTA venture is actively pursuing already and help reframing/homogenize them (without specific legal counsel responsibilities). In addition, it will help structuring one additional potential larger deal/project not currently in the pipeline.

The list of specific activities and objectives is listed below.

Activity and objective	Description of the activity	Deliverables	Nr of working	Delivery date
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			days	
Analysis and structuring of consulting and financial services				
<p>1. Business and financial plan – version 1.0</p> <p>The objective of this task is to:</p> <ul style="list-style-type: none"> Understand the possible services and business models that can be offered on the market based on the ProadaptaSertao results and activities Develop a first general version of the business and financial plans to be presented to possible investors during the week of April the 20th in the USA 	<p>Starting from an analysis of the work that has been done so far during the Proadapta Sertao project (ATN/ME 14337) and considering also current on-going developments, the consultant will help:</p> <ol style="list-style-type: none"> Defining potential services that can be already offered on the market by the ADAPTA team Defining future services that could be offered and that are at a niching point and those services that need further developments to be offered as a professional service group Defining the indicators that measure impact for each service group at all levels (direct beneficiaries, indirect beneficiaries, contracting agency, investors, ADAPTA team) Identifying the type of clients and investors for each service group and how they would benefit from contracting them Developing a cost-benefit analysis (where possible) for each service group in the form of a business case for capitalization/contracting Developing the financial flow for each service at all levels to justify the investment 	<ul style="list-style-type: none"> Preliminary business and financial plan (edited and graphical version) Financial model of the business plan with possible option of different scenarios Strategic and marketing plan with client identification Institutional presentations divided per service group to present the services to different categories of clients in English, Portuguese and Spanish 	20	April the 18 th

	<p>(direct beneficiaries, indirect beneficiaries, contracting agency, investors, ADAPTA team)</p> <ol style="list-style-type: none"> 7. Understanding the institutional structure that can be developed to offer the ADAPTA services over the short, medium and long term 8. Understanding possible financial structures that would enable the ADAPTA team to work with investors and receive/repay capital 9. Defining costs, revenue sources, revenue streams and cash flows for each service and collectively as part of the ADAPTA venture, including fee composition to enable a solid business growth 10. Defining point of equilibrium, capitalization strategy of the ADAPTA venture, payback to investors and financial resources that are necessary to achieve them 11. Defining competitors, possible alternatives and how the ADAPTA team differentiates from them 12. Identifying risks, expansion potential, and rationale that would enable the ADAPTA services to be offered to other contexts/biome other than the semiarid region where the ProadaptaSertao unfolded 13. Developing the overall strategy for the go-to-market strategy of the ADAPTA team 			
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<p>2. First rounds of talks with potential clients and investors</p> <p>The objective of this task is to help identifying and offering the services to potential clients, raising capital and facilitating the closure of the first deals</p>	<p>Based on the first preliminary plan, meetings with potential investors and partners will be scheduled.</p>	<ul style="list-style-type: none"> • Meeting 3 investors/partners 	<p>10 days</p>	<p>June 2017</p>
<p>3. Revision of business and financial plan – version 2.0</p> <p>The objective of this task is to revise the business plan based on possible development and meetings with potential clients and investors</p>	<ul style="list-style-type: none"> • Revision of the first version of the business and financial plan based on new evidence and developments and services 	<ul style="list-style-type: none"> • Detailed business and financial plan (edited and graphical version) • Strategic and marketing plan with client identification • Institutional presentations divided per service group to present the services to different categories of clients in English, Portuguese and Spanish 	<p>10 days</p>	<p>15 June</p>
<p>4. Support implementation and structuring of a legal entity that would enhance the development of</p>	<ul style="list-style-type: none"> • Analysis of current legal entities engaged in the ADAPTA venture • Identification of possible legal structures that would be responsible for offering the services and be contracted to clients • Definition of which service groups would 	<ul style="list-style-type: none"> • Detailed description of possible legal entities for each service group identified in the previous step, including pros and cons • Helping in the structuring 	<p>10 days</p>	<p>30 June</p>

<p>the ADAPTA business model</p> <p>The ADAPTA services require the creation or consolidation of a legal entity that would be responsible to offer the services, signing contracts, etc. This task will help identifying possible routes over the short, medium and long term depending oalso on the type of services that will be offered.</p>	<p>require a specific legal entities (i.e. financial services) and the type of entity proposed</p>	<p>of the legal entity</p>		
<p>5. Development of one new Bankable project and revision of 3 existing projects in the pipeline using the ADAPTA methodology</p> <p>The objective of this task is to identify and develop at least one new</p>	<ul style="list-style-type: none"> • Identification of potential projects and clients not available yet on the ADAPTA project pipeline • Development of proposition to clients and presentation and structuring of the deal • Negotiation of the business terms in close collaboration with the ADAPTA team • Closure of the deal and definition of roles and responsibilities 	<ul style="list-style-type: none"> • Developing a new project from conception to closure using the ADAPTA services • Revision of 3 existing project in the ADAPTA pipeline and formatting of the projects to be presented to possible investors 	<p>10 days</p>	<p>30 June</p>

project that is still not existing in the ADAPTA pipeline and bring it to closure				
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Chronogram

		2017										2018			
		M	A	M	J	J	A	S	O	N	D	J	F	M	A
Phase 1	1. Business and financial plan - version 1.0	x	x												
	2. First rounds of talks with potential clients and investors		x	x	x										
	3. Revision of business and financial plan - version 2.0		x	x	x										
	4. Support implementation and structuring of a legal entity that would enhance the development of the ADAPTA business model	x	x	x	x										
	5. Development of one new Bankable project and revision of 3 existing projects in the pipeline using the ADAPTA methodology			x	x										