1. Background

The Blue Carbon Business Model Activator (BC+) is being developed jointly by Conservation International and The Nature Conservancy (the “Core Institutions”). BC+ aims to build and implement scalable and financially sustainable business models that are human-centered, climate positive and biodiversity conscious. We believe there are major opportunities to deploy regenerative blue carbon business models globally. While specific interventions will vary based on the economic and ecosystem context, BC+ will focus on developing novel regenerative blue carbon business models that enhance healthy ecosystems and increase revenue generation from practices that enhance ecological function while minimizing disturbance.

Over the next five years, BC+ will develop a minimum of five scalable models where sustainably produced commodities explicitly reliant on healthy coastal ecosystems function as the primary investment focus. The result will be nature conservation, sustainable income generation for local people, and climate mitigation benefits. By 2050, this initiative is anticipated to influence and contribute to: 1) The conservation and restoration of up to 16.9 million hectares of mangrove, tidal marsh, and seagrass; 2) Achieved climate benefits up to 2.2 Gt CO2e; 3) Increased incomes for more than 50 million people.

Problem/Challenge
BC+ will support business development through a grant-making structure. As a growing partnership - and not an independent legal entity – BC+ faces a challenge in managing and distributing funds across its core costs which will be spread across multiple organizations, working groups, independent contractors, and nongovernmental organizations.

BC+ is seeking the services of a Fiscal Sponsor, defined as a nonprofit organization that provides fiduciary oversight, financial management, and other administrative services to help eliminate inefficiencies, allow for quick deployment of funds, and build the overall capacity of the BC+ team. The Fiscal Sponsor will report to a committee of the BC+ Core institutions, which will reduce the administrative burden on these organizations. In addition, we expect an increased growth of partners and grantees over the next 5 years, as well as a significant increase in funding and investment. **The Fiscal Sponsor will be expected to manage a minimum of $30,000,000 with more funding to be added over the next 5 years depending on fundraising activities.**
2. Terms of Reference

The Fiscal Sponsor is expected to conduct the following key activities (not exclusively):

- **Financial Management:**
  A. Ensure compliance with all applicable financial laws and regulations in the US and target countries.
  B. Maintain financial records, including income and expenses, and provide regular financial reports.
  C. Issue and fiscally manage sub-agreements to grantees and consultants at the direction of the BC+ Steering Committee.
  D. Process payments, invoices, and reimbursements on behalf of the BC+ (including international agreements).
  E. To contract, by instructions of the Steering Committee, the services of the Statutory Auditor who will perform the financial and accounting audit, and to make available all the accounting and financial information that may be required to prepare the annual report of the financial statements.

- **Administrative Support:**
  A. Maintain legal records as required.
  B. Manage grant applications and reporting process.
  C. Conduct open calls for proposals, set up sub-grants and contracts, and manage deliverable approvals.
  D. Offer support for fundraising activities, including donor acknowledgment and receipt of issuance.

- **Risk Management:**
  A. Ensure compliance with risk management and liability requirements.
  B. Provide transparency and traceability to all funded activities.
  C. Maintain confidentiality.

- **Board and Governance Support:**
  A. Offer guidance and support in matters related to governance and Steering Committee fiscal responsibilities.

3. Submission Details

Deadline. Proposals must be received no later than **May 23, 2024, at 5:00pm EST**. Late submissions will not be accepted. Proposals must be submitted via email to marine@conservation.org.

Validity of bid. 120 days from the submission deadline.

Clarifications. Questions may be submitted to marine@conservation.org at least one week prior to submission deadline to ensure time for a thoughtful response and inclusion in the proposal.
The subject of the email must contain the RFP number and title of the RFP. The BC+ Core Institutions will respond in writing within 48 hours of submission.

<table>
<thead>
<tr>
<th>RFP re-Issued</th>
<th>2 May 2024</th>
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</thead>
<tbody>
<tr>
<td>Clarifications submitted to CI</td>
<td>16 May 2024</td>
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<tr>
<td>Clarifications provided to known bidders</td>
<td>20 May 2024</td>
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<tr>
<td>Complete proposals due to CI</td>
<td>23 May 2024</td>
</tr>
<tr>
<td>Final selection</td>
<td>15 June 2024</td>
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4. Minimum Requirements

- Proven track record in the administration and management of resources.
- Proven track record in designing and operating organizational mechanisms and arrangements that provide long-term financial sustainability to conservation and restoration initiatives.
- Have experience executing international agreements and grantmaking; this may include, but not be limited to:
  - Solicit and review proposals and budgets in the organization’s native language
  - Make recommendations to donors on funding levels and targeted activities to support
  - Follow up with grantees to ensure the funds are being spent as intended
  - Evaluate progress and results once the project is completed
  - Offer our donors a full picture of their grant impact with suggestions for moving forward

5. Proposal Documents to Include

- Signed cover page on bidder’s letterhead with the bidder’s contact information.
- Signed Representation of Transparency, Integrity, Environmental and Social Responsibility (Attachment 1).
- Organization Information:
  - A brief overview of the fiscal sponsor’s organization, including its mission and experience in providing fiscal sponsorship services.
  - Qualifications of Key Personnel. Please attach CVs that demonstrate how the team proposed meets the minimum requirements.
- References:
  - Contact information for at least three references from organizations you have served as a fiscal sponsor.
- Scope of Work:
  - Detailed description of how the fiscal sponsor plans to fulfill the scope of services outlined above, including description of procedures related to procurement, contracting and grant making.
Please include descriptions of similar projects or assignments.

- **Fees:**
  - Describe the agency’s proposed fee for services. Include budget for fees and any expected costs or expenses.

- **Compliance and Reporting:**
  - Details on how the fiscal sponsor ensures compliance with federal, state, and local regulations and reporting requirements.

- **Conflict of Interest Policy:**
  - Information on the fiscal sponsor’s conflict of interest policy and procedures.

### 6. Evaluation Criteria

In evaluating proposals, BC+ will seek the best value for money considering the merits of the technical content and cost of proposals. Proposals will be evaluated using the following criteria:

<table>
<thead>
<tr>
<th>Evaluation Criteria</th>
<th>Score (out of 100)</th>
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<tbody>
<tr>
<td>Proposal: Is the proposed approach and sequence of activities appropriate to the assignment?</td>
<td>40 points</td>
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<tr>
<td>Prior experience: Does the bidder’s past performance demonstrate recent proven experience doing similar work?</td>
<td>20 points</td>
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<td>Expertise: Does the bidder and the proposed personnel have the specific technical expertise for the assignment?</td>
<td>20 points</td>
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<tr>
<td>Cost: Are the costs proposed transparent, reasonable, realistic, and reflect a solid understanding of the assignment?</td>
<td>20 points</td>
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### 7. Resulting Award

The BC+ anticipates entering into an agreement with the selected bidder by July 1, 2024. The selected fiscal sponsor will be required to enter into a formal contractual agreement with Conservation International, on behalf of the BC+ Core Institutions, outlining the terms and conditions of the fiscal sponsorship relationship. Any resulting agreement will be subject to the terms and conditions of CI’s Services Agreement. A model form of agreement can be provided upon request.

This RFP does not obligate BC+ Core Institutions to execute a contract, nor does it commit the BC+ Core Institutions to pay any costs incurred in the preparation or submission of the proposals. Furthermore, the BC+ Core Institutions reserve the right to reject all offers, if such
action is in the best interest of BC+. The BC+ Core Institutions will, in its sole discretion, select the winning proposal and is not obligated to share individual evaluation results.

8. Confidentiality

All proprietary information provided by the bidder shall be treated as confidential and will not be shared with potential or actual applicants during the solicitation process. This includes but is not limited to price quotations, cost proposals and technical proposals. CI’s evaluation results are confidential and applicant scoring will not be shared among bidders.

9. Legal Compliance

The selected fiscal sponsor must comply with all applicable federal, state, and local laws and regulations applicable to a tax-exempt organization registered under section 501(c)(3) or organization with tax exemption under the charitable laws of the jurisdiction in which it is based.

10. Code of Ethics

All Offerors are expected to exercise the highest standards of conduct in preparing, submitting and if selected, eventually carrying out the specified work in accordance with CI’s Code of Ethics. Conservation International’s reputation derives from our commitment to our values: Integrity, Respect, Courage, Optimism, Passion, and Teamwork. CI’s Code of Ethics (the “Code”) provides guidance to CI employees, service providers, experts, interns, and volunteers in living CI’s core values, and outlines minimum standards for ethical conduct which all parties must adhere to. Any violation of the Code of Ethics, as well as concerns regarding the integrity of the procurement process and documents should be reported to CI via its Ethics Hotline at www.ci.ethicspoint.com.
Attachment 1: Representation of Transparency, Integrity, Environmental and Social Responsibility

RFP No. XXXXXXX

UEI Number (if applicable): XXX-XXX-XXX

All Offerors are expected to exercise the highest standards of conduct in preparing, submitting and if selected, eventually carrying out the specified work in accordance with CI’s Code of Ethics. CI’s Code of Ethics provides guidance to CI employees, service providers, experts, interns, and volunteers in living CI’s core values, and outlines minimum standards for ethical conduct which all parties must adhere to. Any violations of the Code of Ethics should be reported to CI via its Ethics Hotline at www.ci.ethicspoint.com.

CI relies on the personal integrity, good judgment and common sense of all third parties acting on behalf, or providing services to the organization, to deal with issues not expressly addressed by the Code or as noted below.

I. With respect to CI's Code of Ethics, we certify:
   a. We understand and accept that CI, its contractual partners, grantees and other parties with whom we work are expected to commit to the highest standards of Transparency, Fairness, and Integrity in procurement.

II. With respect to social and environmental standards, we certify:
   a. We are committed to high standards of ethics and integrity and compliance with all applicable laws across our operations, including prohibition of actions that facilitate trafficking in persons, child labor, forced labor, sexual abuse, exploitation or harassment. We respect internationally proclaimed human rights and take no action that contributes to the infringement of human rights. We protect those who are most vulnerable to infringements of their rights and the ecosystems that sustain them.
   b. We fully respect and enforce the environmental and social standards recognized by the international community, including the fundamental conventions of International Labour Organization (ILO) and international conventions for the protection of the environment, in line with the laws and regulations applicable to the country where the contract is to be performed.

III. With respect to our eligibility and professional conduct, we certify:
   a. We are not and none of our affiliates [members, employees, contractors, subcontractors, and consultants] are in a state of bankruptcy, liquidation, legal settlement, termination of activity, or guilty of grave professional misconduct as determined by a regulatory body responsible for licensing and/or regulating the offeror’s business
   b. We have not and will not engage in criminal or fraudulent acts. By a final judgment, we were not convicted in the last five years for offenses such as fraud or corruption, money laundering or professional misconduct.
   c. We are/were not involved in writing or recommending the terms of reference for this solicitation document.
   d. We have not engaged in any collusion or price fixing with other offerors.
e. We have not made promises, offers, or grants, directly or indirectly to any CI employees involved in this procurement, or to any government official in relation to the contract to be performed, with the intention of unduly influencing a decision or receiving an improper advantage.

f. We have taken no action nor will we take any action to limit or restrict access of other companies, organizations or individuals to participate in the competitive bidding process launched by CI.

g. We have fulfilled our obligations relating to the payment of social security contributions or taxes in accordance with the legal provisions of the country where the contract is to be performed.

h. We have not provided, and will take all reasonable steps to ensure that we do not and will not knowingly provide, material support or resources to any individual or entity that commits, attempts to commit, advocates, facilitates, or participates in terrorist acts, or has committed, attempted to commit, facilitate, or participated in terrorist acts, and we are compliant with all applicable Counter-Terrorist Financing and Anti-Money Laundering laws (including USA Patriot Act and U.S. Executive Order 13224).

i. We certify that neither we nor our directors, officers, key employees or beneficial owners are included in any list of financial or economic sanctions, debarment or suspension adopted by the United States, United Nations, the European Union, the World Bank, or General Services Administration’s List of Parties Excluded from Federal Procurement or Non-procurement programs in accordance with E.O.s 12549 and 12689, “Debarment and Suspension”. [Include additional sanctions lists of the country of a public donor, if required by the donor.]

Name: _____________________________________________

Signature: ___________________________________________

Title: _______________________________________________

Date: _______________________________________________