

Terms of Reference for a Consultancy to Map Financial and Operational Mechanisms for RFN in Peru

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I. CONTEXT

The Rainforest Foundation Norway (RFN) is a non-governmental organization founded in 1989 that works for the protection of the rainforest with a focus on the rights of indigenous peoples. RFN manages international cooperation funds for projects with counterparts in six countries on three continents. Most of these funds come from the Norwegian Agency for Development Cooperation (Norad).

RFN has worked in Peru since 2004, during that time RFN has supported the strengthening of indigenous organizations (IO). After 20 years, there are many lessons-learned from this work. With the aim to scale up action for protection and better management of the most intact forests in Peru, RFN is currently looking for a legal or consultancy firm in Peru to help us understand challenges and map viable financial and operational mechanisms to enable scalability of our work with IO while ensuring robust financial and political risk management.

The consultancy should assess alternative financing modalities and risk mitigation measures, for an NGO like RFN, to finance activities in Peru considering the financial, political and regulatory environment. The consultancy should also map similar experiences from other allies working in the country and deliver recommendations, to start implementation in 2026.

The consultancy should be seen as a two-phase process:

1. Mapping study offering possible intermediary operational models that fall between the current partner-based system and a full country office. The study should look at existing structures to analyse the pros and cons of creating new or aligning with alternative solutions. This should include recommendations on how to do the setup according to Peruvian national legislation and in alignment to our contractual requirements with NORAD.
2. In the second phase, planned for Q1 2026, the firm should support RFN in designing and setting up the right mechanism to disburse funds and undertake financial transactions in the country. This should include supporting with legal applications and monitoring the process to be able to have a mechanism in place by Q2 2026.

II. SCOPE

Under the coordination of the RFN, the selected firm will present a series of intermediary operational models (e.g. intermediary fiscal agents, direct payments, pooled funds, or third-party implementers) as alternatives to both a fully RFN-run country office and the current partner-led model. These models should ensure robust financial risk management, abide to legal and political constraints, enable scalability of our work and draw on peer iNGOs experiences. Furthermore, the work should consider:

- Assess suitable legal and administrative models that meet our needs. These models need to prove compliance to NORAD regulations¹ and contractual requirements under Norwegian Law. For each model, or scenario, the firm share an analysis and recommendations on legal feasibility, financial and operational implications of setting up the mechanism (incl. localization of funds; endowment funds; possible tax implications regarding registrations in state institutions such as the APCI, tax obligations, among others; and risks of having funds in the country, subject to Peruvian jurisdiction, in the current political situation). The firm will weigh in risks and opportunities as a standalone mechanism or as a window of an existing one, including key criteria to consider for choosing one or the other model. The firm should explore options outside the establishment of a country office or having legal representation².
- The firm will assess the pros and cons of setting up each option in Peru versus the current situation.
- Propose the outlines of a process to legally establish and register the mechanism. Indicate the process to setting up, the timeline, and the projects costs involved.
- Propose required changes to be made to the current operational and administrative structure of RFNs financial mechanism and estimate the needed expertise, resources, and costs to establish and run a new mechanism.
- Conclusions and recommendations will be presented and discussed with RFN to facilitate decision making.
- A final report covering answers and recommendations against points 1 to 4 and integrating observations and feedback will be delivered by December 2025.

III. BUDGET

The estimated budget for this project goes to a maximum of \$30,000.

IV. SELECTION CRITERIA

The study shall be carried out by audit/law firm or consultancy firm with expertise on Peruvian national regulation related to the topic; an international NGO intending to manage funding and transactions in the country. The qualification of the firm shall as a minimum constitute 10 years' experience from working on relevant issues. Suitable consultant(s) will have in-depth knowledge and expertise on:

1. Legal advice to international NGOs managing funds and implementing activities and projects in Peru
2. Supporting the establishing of legal and administrative ways to undertake the above-mentioned activities
3. Peru regulation and current context

¹ Amongst main requirements, a) All funds received must be audited, right down to the end user. B) All applicable requirements for partners recipients, including sub-grantees, also apply to smaller recipients. E.g. Partners Assessment Tool is applicable. c) NORAD's procurement rules must be complied to.

² E.g. the proposed model should mainly allow transfers to counterparties, direct payment to suppliers and execute or co-execute activities in the country.

RFN will select the candidate(s) that provide best value for money based on a consideration of

- a) to what extent the firm is well suited for the task, emphasizing in-depth expertise (including educational background but mostly practical experience) and the relevance of the specific technical expertise and experience of the team member(s),
- b) the proposed methodology
- c) the total cost of the proposal

V. EVALUATION OF PROPOSALS

Tenderers will be ranked according to a score based on the following criteria:

Understanding of the assignment: 10%

Methodology :30%

Past experience: 20%

Team competency: 20%

Budget: 20%

VI. ESTIMATED SCHEDULE

The consultancy should be seen as a two-part process:

1. Part One:
 - Selection of firm: **28 October 2025**
 - Mapping study assessing intermediary operational models: **November 2025**
 - Mapping report approval: **Mid December 2025**
 - Presentation of results to RFNs senior management team / board and internal decision-making **end of December 2025**
2. Part Two:
 - The firm should support RFN in designing the right mechanism to disburse funds and undertake financial transactions in the country: **January/February 2026**
 - The firm should support RFN in setting up the right mechanism to disburse funds and undertake financial transactions in the country: **March/April 2026**

VII. TIME FRAME

This assignment will be executed approximately during the period from October 2025 to March 2026. Suggested timelines and deliverables should be agreed and included in the contract signed with the selected audit firm.

VIII. HOW TO APPLY

Proposals should be delivered by the 26 of October 2025.

Candidates must submit the following:

1. CV of all consultants in the team, and a summary (maximum two pages combined) of their qualifications.
2. Proposed methodology and timeline, max 2 pages.
3. A financial offer, including daily fees based on 8 working hours per day. If team members have different fees, the expected division of labour between them must be indicated. Include any other costs necessary to carry out the review. Travel costs will be agreed separately, based on economy class travel, and compensated according to Norwegian government travel regulations.
4. At least two references (including contacts) for similar work.

Questions regarding the assignment can be submitted to the main contacts, Mayu Velasco Anderson Mayu@rainforest.no and Marcela Hommefoss marcela@rainforest.no

IX. ELIGIBLE TENDERERS

- i. Tenderers must provide information on their legal form and ownership structure.
- ii. Tenderers shall be excluded from participation in a procurement procedure if:
 - a. they are bankrupt, are having their affairs administered by the courts, or have suspended business activities.
 - b. they or persons having powers of representation, decision-making, or control over them have been convicted of an offence concerning their professional conduct by a final judgment.
 - c. they have been guilty of grave professional misconduct.
 - d. they have not fulfilled obligations relating to the payment of social security contributions or taxes in accordance with the legal provisions of the country in which they are established, or those of the country where the contract is to be performed.
 - e. they or persons having powers of representation, decision-making, or control over them have been convicted for fraud, corruption, involvement in a criminal organization or money laundering by a final judgment.
 - f. they make use of child labor or forced labor and/or practice discrimination, and/or do not respect the right to freedom of association and the right to organize and engage in collective bargaining pursuant to the core conventions of the International Labor Organization (ILO).

iii) Tenderers shall confirm in writing that they are not in any of the situations listed above. RFN reserves the right to investigate any of the situations listed above if it has reasonable grounds to doubt the contents of such confirmation.

- iv) Contracts shall not be awarded to tenderers which, during the procurement procedure:



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Norway**

- a. are subject to a conflict of interests.
 - b. are guilty of misrepresentation in supplying the information required as a condition of participation in the tender procedure or fail to supply this information.
- v) RFN's right to reject proposals: RFN reserves the right to reject any of the proposals that it does not consider relevant.