



## TERMS OF REFERENCE

### **Specialized technical assistance for operating *PARPÚBLICA - Participações Públicas (SGPS), S.A.***

#### **I. Background**

The Government of Cabo Verde has received a total of US\$40 million loan from the International Development Association (IDA)/World Bank (WB) for the implementation of the Improving Connectivity and Urban Infrastructure in Cabo Verde Project (ICUIP), through IDA Credits Nos. 74360 and 74370. The objective of the ICUIP is improve access to climate-resilient transport and urban infrastructure for selected project areas in Cabo Verde, and consists of 5 (five) components:

Component 1 - Enhancing Resilient Urban and Community Infrastructure (USD 11.20 million): to rehabilitate public spaces and upgrade key public assets to maximize climate change adaptation and low-carbon economic development.

Component 2 - Enhancing Transport Connectivity and Resilience (USD 21.00 million): to finance climate informed rehabilitation and upgrading of inter-city and rural roads, with the objective of ensuring reliable all-season connectivity and access to transport services and reduce transport costs in project areas in Cabo Verde.

Component 3 - Technical Assistance (USD 5.30 million): to provide support for capacity building and technical assistance activities for improved, climate-resilient low-carbon integrated urban and transport planning, intermodal connectivity, and transport asset management.

Component 4 - Project Management and Implementation (USD 1.70 million): provide support for the management and implementation of the proposed project.

Component 5 - Contingency Emergency Response Component (CERC): to enable rapid response to potential future crises.

To this end, they intend to use part of the revenues for contracting consulting services for the operationalization of *PARPÚBLICA - Participações Públicas (SGPS), S.A.*



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## II. Justification

Cabo Verde became an independent country in 1975, after five centuries of Portuguese colonization. Like most African countries that gained independence in the 1960s and 1970s, the new country was organized on the basis of a one-party system, in which the state took a large part of the economic initiative, essentially creating a number of state-owned enterprises and leaving little room for private initiative. In 1990, in line with the changes that characterized the developing world after the fall of the Berlin Wall, the country opened up to a multi-party system, and the government that emerged from the 1991 legislative elections adopted a program of liberalization and promotion of private initiative. One of the main features of the new direction of the country's governance was the adoption of a privatization program designed and implemented with the support of the *Bretton Woods* institutions.

In 1991, the Public Enterprise Sector (PES) comprised some 40 companies, 30 of which were public enterprises, i.e. majority-owned by the state. The PES covered almost all sectors of activity: light industry, commerce, fishing, finance, transport, telecommunications, energy and water. The sector's performance was characterized by low productivity, high losses and growing indebtedness, putting pressure on the banking sector, public finances and the balance of payments.

The priorities of the privatization program, based on the Law 47/IV/92 of July 6, were (i) to privatize as quickly as possible those productive activities that could be carried out more efficiently by the private sector, and (ii) to create an environment conducive to private investment, both foreign and local. In operational terms, the program was led by the State Business Sector Reform Support Office (GARSEE) at the Ministry of Finance.

In 1998, when the first privatization project was concluded, the process of the State<sup>1</sup> withdrawing from 28 companies in the PES had been completed and 10 other similar operations were underway. The PES was reduced to 30 companies, 19 of which were public companies. Other hallmarks of the process included (i) the creation of 41 new fully private companies, (ii) 5.3 billion ECV in privatization revenues, (iii) an improvement in

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<sup>1</sup>Through public sale of shares, sale of assets, acquisition of shares by managers and/or employees or liquidation.



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the economic and financial performance of the privatized companies and (iv) the creation of twice as many jobs as had been lost through privatization.

In addition, given the need to accelerate and consolidate the privatization program and to create a regulatory framework that would guarantee its success, the government launched a second privatization project in the same year. The project, which also received technical and financial support from the World Bank, introduced an important innovation related to the promotion of private participation in various sectors, such as telecommunications, transport, energy, water and pharmaceuticals, by creating regulatory capacity for these sectors.

From the point of view of PES governance, the Minister of Finance relied on the technical support of the Directorate General of the Treasury through the DSPE (Department of State-owned Enterprises). In 2014, through [Resolution no. 13/2014 of 21 February](#), the Government created the Privatizations and Public-Private Partnerships Unit (UPPP) to lead the process of resuming privatizations in a context of consolidated regulation and implementation of a major infrastructure program, with the aim of positioning Cabo Verde to mobilize international strategic partnerships. In addition to its responsibility for the resumption of privatization, the UPPP has taken on the task of creating an environment conducive to the promotion of public-private partnerships (PPPs) and an environment conducive to private investment.

However, in 2016, by [Decree-Law no. 57/2016 of November 9](#), the government created the State Enterprise Sector Monitoring Unit (UASE) within the Ministry of Finance, following the merger of UPPP and DSPE, as a central department equivalent to a directorate general. The UASE's mission was modified by the new organizational structure of the Ministry of Finance and Business Development (MFFE), approved by [Decree-Law no. 76/2021 of November 2](#), and it was tasked with assisting the Minister: i) in the exercise of the State's shareholder function and intervention in the public enterprise sector; ii) in relations with independent regulators; and iii) in the management and coordination of privatization and public-private partnership processes.

PES companies operate in strategic sectors such as finance, transport and logistics (air and sea), technology, media and telecommunications, pharmaceuticals, and energy, water and sanitation, which are key to achieving the objectives set out in the Government of



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Cabo Verde's Strategic Plan for Sustainable Development II (PEDS II), thereby stimulating economic growth, diversifying the economy and accelerating sustainable development.

The good management and good governance of PES companies and the oversight of the financial and asset management tools of independent regulators and public service concessionaires are top priorities for the Government of Cabo Verde.

UASE is responsible for the implementation of public policies for the PES, whose assets and liabilities represented approximately 53.9% and 49.3%, respectively, of the Gross Domestic Product in 2022. It is therefore working on several fronts: legislative, strategic, organizational and restructuring, in order to strengthen its role and, more importantly, to enable the PES to fulfill its mission more effectively and transparently vis-à-vis the shareholder state.

The Government of Cabo Verde has evidences that managing privatization processes, guaranteeing the role of the state as shareholder, i.e., controlling the asset, economic and financial management and aligning it with the country's development programs, creating and managing concessions and public-private partnerships, requires authority, administrative, financial and patrimonial autonomy and, above all, human and institutional capacities that the UASE does not have and will not be able to have as an organic unit of the Ministry of Finance and Economic Development..

In this sense, the Government of Cabo Verde, by [Decree-Law no. 28/2020 of March 23](#), created PARPÚBLICA – *Participações Públicas* (SGPS), S.A., which has not yet been implemented. The Government's objective is to transform the role of the State as a shareholder, which monitors and issues general and/or specific guidelines for the activities of public companies, into that of a shareholder that manages corporate life in a profound and specialized way, following all the dynamics of companies, so that PES companies can fulfill their mission of satisfying collective needs, whose management should be guided by high levels of performance, in accordance with best practices in terms of quality, efficiency and effectiveness, as well as in terms of risk, leading to the production of results in line with the objectives set for the development of the country. Similar entities have been created in several countries, such as Singapore, France and Portugal.



Thus, with the aim of rationalizing the existing structures, the Government of Cabo Verde intends to implement, with the operationalization of PARPÚBLICA, a new governance model for the PES, as shown in the figure below, which will entail the extinction of UASE and the transfer to PARPÚBLICA of all that in the exercise of the State's role, has public and private service concessionaires as a common basis, that is, in the relationship with public and participated companies, as well as the restructuring processes to which they belong, such as privatizations, partial sales, PPPs or concessions.

On the other hand, the transfer of the current competences of the UASE in terms of relation with the Independent Regulatory Entities (ERI) to the Directorate General of the Treasury, in the field of financial and asset management of the ERI, in particular the monitoring of the management instruments submitted to the Minister in accordance with the law and the respective statutes, as well as the provision of a technical advice to assist the Minister.



Figure 1: Proposal of new PES 's governance model

### III. General objective

The general objective of the procedure, which is the subject of these Terms of Reference (ToR), is to hire a specialized consulting company for the operationalization of PARPÚBLICA, *Participações Públicas* (SGPS), S.A. It is intended to be an attractive holding company for experienced and specialized staff, as a national and regional specialized competence center in the management of PES and PPP, technically better able to carry out its mission, namely the exercise of the shareholder function with its



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subsidiaries and the representation of the grantor with private companies that are concessionaires of services of general economic interest. This is due to the weight of the PES in the economy, the diversification and complexity of the sectors and industries involved, as well as the macro-fiscal, economic and social risk stemming from the public interest nature that guides the PES's performance. In this way, to ensure the satisfaction of economic and social needs, the improvement of the performance and competitiveness of PES companies, as well as the rigor and transparency of the management of public assets and resources, in addition to ensuring the implementation of the agenda of privatization of public companies and public-private partnerships of public services and/or exploitation of public assets. Likewise, to ensure, through its own and other financial means, investments for the viability of the sectors in which strategic companies operate and that guarantee public services, whether they are public companies or private concessionaires of public services, thus contributing to the generation of employment and income, as well as to the promotion of economic development.

#### **IV. Specific objective**

The purpose of the procedure under these Terms of Reference (ToR) is to engage a specialized consulting firm to assist the Government of Cabo Verde in the operationalization of PARPÚBLICA, the objectives of which include, at a minimum, the preparation of the following instruments

- A. The strategic plan, with the organizational and corporate model of a holding company and the mandate of its staff, attractive to experienced and specialized staff, as a specialized national and regional competence center for PES and PPP governance, which will integrate into its assets the current shareholdings of the State in the PES companies and the contractual rights and obligations resulting from the PPPs;
- B. Define the procedures, diligence and processes for the transfer of direct shareholdings by the shareholder State (see State <sup>2</sup> Shareholdings) to PARPÚBLICA, as an increase in share capital, as well as the assumption by

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<sup>2</sup> List of public companies of the state:

<https://www.mf.gov.cv/web/mf/empresas-p%C3%BAblicas-e-participadas-do-estado>



PARPÚBLICA of contractual rights and obligations resulting from PPPs (see Public Service Concessionaires<sup>3</sup>);

- C. The legal and regulatory instruments for the management of a holding company and the identification of the legal texts that will require changes as a result of the operationalization of the public PAPER, SGPS;
- D. The opening balance sheet and the five-year business plan of PARPÚBLICA;
- E. The operationalization, support and monitoring plan for the transition process from UASE to PARPÚBLICA, with a clear and comprehensive reassignment of all business processes and functions currently performed by UASE, or part of UASE's current responsibilities, to (i) PARPÚBLICA or (ii) a department of the Ministry of Finance or other relevant department.

## V. Tasks

The consultancy will work directly with UASE, the entity that ensures technical support to the Government in the process of implementing PARPÚBLICA, and should develop the following tasks:

### Task 1

Present a proposal for a strategic plan, with the organizational and corporate model of a holding company, attractive to experienced and specialized staff, as a national and regional specialized competence center in PES and PPP governance, integrating into its assets the current shareholdings of the State in the PES companies and the contractual rights and obligations resulting from the PPPs, and the consultancy must proceed with at least the following steps

1. Benchmarking at the level of the world trend regarding the strategy and attributions for the governance and management of the PES in a framework of management of shareholdings by a holding company, in which the government reserves the definition of institutional and regulatory policies for the PES;
2. Benchmarking at the level of typology of the organizational and corporate model of a holding company, as well as the expertise required for a management company, taking into account its relevance given the weight of the PES in the

<sup>3</sup> List of Public Service Concessionaires:  
<https://www.mf.gov.cv/web/mf/concession%C3%A1rias>



- economy, the portfolio of shareholdings, the responsibilities in the field of investment decisions in the national and international market, as well as divestments with the entry of private parties, for the viability of the sectors where strategic companies operate and that guarantee public services;
3. The definition of objectives, actions, strategic targets, KPIs for monitoring and evaluating the results of participation management and a catalog of deliverables capable of guaranteeing the effects and impacts measured by the KPIs. It should take into account the sectoral size of PES enterprises, their technical, operational, economic and financial challenges, as well as current and potential fiscal, environmental and other risks;
  4. SWOT analysis of PARPÚBLICA, focusing on the context in which the PES operates (sectoral, regulatory, financial policies, etc.), with the definition of the risk matrix and recommendations for critical areas that ensure the fulfillment of PARPÚBLICA's mission and the achievement of the Holding's results, as well as the sectors in which its subsidiaries operate;
  5. Define the organizational chart and operating model, defining the functions of each sector or area of activity, taking into account the legal, regulatory, operational and efficiency aspects, i.e. the requirements imposed on a holding company;
  6. Definition of the human resources management strategy, including the personnel, the discretion of the functions of the various positions and, consequently, the professional profiles, careers, as well as the performance and potential evaluation and management systems;
  7. Definition of the financial management strategy (i.e. investments, financial assets, liabilities, etc.), taking into account the tax risk, the market and the liquidity needs of the PES;
  8. Definition of the profit distribution policy;
  9. Definition of PARPÚBLICA's digital strategy;
  10. Definition of PARPÚBLICA's communication strategy.





## Task 2

Based on task 1, present proposals for legal and regulatory instruments for the management of PARPÚBLICA, and the consultancy must proceed with at least the following:

1. Benchmarking at the level of PES companies and national and international reference and similar institutions (preferably in similar contexts), regarding the relationship between the State, the Holding Company and its subsidiaries and public service concessionaires, the model of internal regulation, management and development of human resources, with a specific approach to career personnel, middle managers, advisors and directors, taking into account their size and relevance, namely with regard to professional profiles, the remuneration framework, benefits, bonuses and management incentives, as well as the system for evaluating and managing performance and potential, recruitment, integration, careers and retention of staff;
2. Definition of the Positions, Careers and Remuneration Plan (PCCR), of career staff, middle managers, advisory and administrators, which considers specificities regarding the remuneration framework, benefits, bonuses and management incentives, as well as the performance and potential evaluation and management system. In the definition, the size and relevance of a holding company must be taken into account, in the national and international context, which manages the shareholdings of public and large companies and ensures the management of large concession contracts with private companies, resulting from the implementation of the privatization agenda of public companies and public-private partnerships of public services and/or exploitation of public assets;
3. Definition of policies for the adjustment of human resources management instruments, aiming to maintain PARPÚBLICA's competitiveness from the perspective of attracting and retaining staff vis-à-vis national and international reference and similar institutions;



4. Definition of the process manual and procedures of the governance of the PES, with flowchart, inputs and outputs, as well as KPIs resulting from the execution of tasks as elements of support to the evaluation and management system of performance and potential. Also, design of templates for the different outputs and/or reports that are used in each process and procedure;
5. Definition of the regulation and specific procedure for the relationship between the State (financial and sectoral competent Ministry, which annually issue guidelines for the PES), PARPÚBLICA and the companies that are part of its perimeter, as its subsidiaries and/or private public service concessionaires, which within the framework of their relations have reporting duties to the Holding and financial flow, loan and/or provision of guarantees in the financing framework. Likewise, the relationship between the State and PARPÚBLICA in the financing framework for the reform of the PES, through funds from international organizations;
6. Definition of a performance and potential evaluation and management system, subject to digitalization, based on at least the KPIs pre-defined in the process and procedures manual, including its connection with the PCCR;
7. Definition of the internal regulations, including the code of ethics and conduct in the internal relationship with third parties, as well as regulations for controlling attendance and punctuality;
8. Definition of the policy for the management of financial means and investments, including financing mechanisms through the State Budget and/or in the market for application with PARPÚBLICA's subsidiaries and/or to meet any liabilities with public service concessionaires ;
9. Preparation of the proposal for the transition and framing of current UASE employees at PARPÚBLICA, based on the evaluation of their profiles in relation to the staff and job description, as well as the possible individual needs for the development of skills to face the gap in relation to the requirements of the position;
10. Preparation of skills development plan, including recruitment, training and other skills development modalities;



11. Proposal for a legal instrument to effect the transition and framing of current UASE employees in PARPÚBLICA;
12. Definition of procedures, diligences and procedures for the transfer of direct shareholdings by the shareholder State (see State shareholdings 4 ) to PARPÚBLICA, as an increase in share capital, as well as the assumption of contractual rights and obligations resulting from PPPs (see public service concessionaires<sup>5</sup>) by PARPÚBLICA;
13. Proposal to revise the Statutes of PARPÚBLICA, in order to contemplate and/or clarify aspects that may prove necessary;
14. Analysis of the legal framework surrounding the governance of the PES, namely the legal framework relating to privatizations, the legal regime of PPPs, the organic structure of the Ministry of Finance and Business Development, as well as other diplomas related to the PES or that may impact it, aiming to assess dysfunctions and overlapping competences, and proposing adjustments accordingly.

### Task 3

Based on tasks 1 and 2, present a proposal for a five-year business plan for PARPÚBLICA, with all individual and consolidated forecasting financial statements, in accordance with the Cape Verdean SNCRF and the respective economic and financial indicators, including the respective financial model, certified by an audit and/or accounting specialist, and the consultancy must proceed with, at least, the following:

1. Analysis from the business perspective of the PES companies that will integrate the assets of PARPÚBLICA and the public service concessionaires, in order to determine the annual and multi-annual income potential of the Holding, in terms of dividends, concession rents, revenues and capital gains from privatizations and PPPs;
2. Forecast of income and gains resulting from investments and financial investments;

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<sup>4</sup> List of Public Sector Companies in the State: <https://www.mf.gov.cv/web/mf/empresas-p%C3%BAblicas-e-participadas-do-estado>

<sup>5</sup> List of Public Service Concessionaires: <https://www.mf.gov.cv/web/mf/concession%C3%A1rias>



3. Definition of other sources of direct or indirect income that may constitute PARPÚBLICA's revenue, based on its corporate purpose;
4. Analysis of the economic and financial situation of PES companies that carry tax risk and face difficulties in accessing the market, as a way to determine their liquidity needs;
5. Analysis of the State's responsibilities in terms of the PPPs in force, as a way of determining the financial needs, to be covered in the State Budget and/or financing through the market;
6. Determination of the annual and multi-annual investment plan in fixed, intangible and financial assets;
7. Determination of PARPÚBLICA's annual and multi-annual financing plan, based on its revenues in relation to the liquidity needs of the companies that make up its portfolio that face difficulties in accessing the market, its financial responsibilities in terms of PPPs, as well as other own responsibilities towards third parties;
8. Determination of operational, investment and detailed financing cash-flow, as a result of the strategic and business plan, with consequent impact on the individual economic and financial structure of the Holding;
9. Preparation of PARPÚBLICA's forward-looking financial statements, including their annexes, certified by an accountant and/or auditor;
10. Definition of the methodology and valuation of the portfolio of public and state-owned companies, as well as other assets, for integration into the share capital of PARPPÚBLICA, through the increase of the respective share capital, with consequent impact on the individual asset structure of the Holding.

#### Task 4

Based on the previous tasks, present the operationalization, assistance and monitoring plan in the transition process from UASE to PARPÚBLICA, and the consultancy must proceed with at least the following:

1. Planning of tasks to be materialized, with schedule, deliverables, resources, *owner* and risks;



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2. Presentation of the Draft minutes and draft of the documents to the parties that the client may determine, as well as, consequently, conclusion of the final proposals with absorption of inputs and all assistance until approval and respective implementation;
3. Comprehensive and clear reorganization of all business functions and processes currently under the responsibility of UASE or actually carried out by UASE for PARPÚBLICA or another government department.
4. Presentation of legal instruments for the transfer of direct shareholdings by the shareholder State (see State shareholdings<sup>6</sup>) to PARPÚBLICA, as an increase in share capital, as well as the assumption of contractual rights and obligations resulting from PPPs (see public service concessionaires<sup>7</sup>) by PARPÚBLICA;
5. Identify the legal and organizational changes that will be required as a result of the operationalization of PARPÚBLICA (e.g., updating laws, SOE statutes, guidance documents, etc.).

## VI. Work methodology

In planning and executing its tasks, the consulting firm will adopt relevant best practices, but with due attention to the particularities of national experience and context that may affect the quality of results. Indicatively, the consultancy team should:

- a. To carry out a global analysis of the state of the art in the areas related to PARPÚBLICA's activity, including a survey of international best practices and success stories in countries relevant to the Cape Verdean reality;
- b. To analyse the national experience in the areas related to PARPÚBLICA's activity, including a SWOT analysis of said experience;
- c. Analyze the existing documents related to PARPÚBLICA, namely the respective Feasibility Study, Statutes and others;

<sup>6</sup> List of Public Sector Companies in the State: <https://www.mf.gov.cv/web/mf/empresas-p%C3%BAblicas-e-participadas-do-estado>

<sup>7</sup> List of Public Service Concessionaires: <https://www.mf.gov.cv/web/mf/concession%C3%A1rias>





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- d. To listen to relevant entities and individuals from the perspective of the operationalization process of PARPÚBLICA, including SGPS in other geographies and international cooperation and development partners.

## VII. Duration and products

The deliverables will be presented by the consulting company based on the work plan, aligned with the ToR and the technical proposal, approved by the client at the beginning of the service provision. Deliverables should be of high quality and reflect best practices applicable to similar work. In addition:

- a. All deliverables must be prepared in Portuguese.
- b. All deliverables must be presented in digital format, in a closed version and in an editable version, with the respective formulas in the case of the financial model and others in Microsoft Excel and Word.
- c. Digital documents must be readable without restrictions. If some parts of the documents are presented in a protected format to prevent accidental alteration of the documents, the passwords for unlocking them must accompany the said documents.
- d. All deliverables submitted must comply with the applicable requirements contained in this ToR and are subject to approval by the customer, after which they become final versions.

The consultancy lasts 20 (twenty) weeks, with consequent delivery of the following products:

***Inception report*** – initial report and detailed work plan, which includes the methodology and work schedule, as well as the affected team.

**Deadline: 1 (one) week after the signing of the contract, plus another 1 (one) week for evaluation, presentation and approval.**

**Product 1** – Proposal for a strategic plan, with the organizational and corporate model of a holding company, containing at least the following:



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1. Benchmarking on the strategy and attributions for the governance and leadership of the PES ;
2. Benchmarking on the organizational and corporate model of a holding company;
3. Objectives, actions, strategic goals, PARPÚBLICA KPI and deliverables catalog;
4. SWOT analysis of PARPÚBLICA;
5. Organizational chart and operating model;
6. Human Resources management strategy;
7. Financial management strategy (namely, investments, financial investments, liabilities, among others);
8. Profit distribution policy;
9. PARPÚBLICA's digital strategy;
10. PARPÚBLICA's communication strategy;

**Deadline: 6 (six) weeks after the signing of the contract, plus another 2 (two) weeks for evaluation, presentation and approval.**

**Product 2** – Proposals for legal and regulatory instruments for the management of a holding company, containing at least the following:

1. Benchmarking on PES companies and national and international reference and similar institutions;
2. Positions, Careers and Remuneration Plan (PCCR);
3. Policies for the adjustment of human resources management instruments;
4. Manual of process and procedures of the governance of the PES;
5. Regulation and specific procedure for the relationship between the State (financial and sectoral competent Ministry, which annually issue guidelines for the PES), PARPÚBLICA and the companies that are part of its perimeter;
6. Performance and potential evaluation and management system;
7. Internal regulations, including the code of ethics and conduct;
8. Policy for the management of financial means and investments;



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9. Proposal for the transition and framing of current UASE employees in PARPÚBLICA;
10. Proposal for procedures, diligences and procedure for the transfer of direct shareholdings by the shareholder State to PARPÚBLICA, as an increase in share capital, as well as the assumption of contractual rights and obligations resulting from PPPs by PARPÚBLICA, including the respective legal instruments of execution;
11. Skills development plan;
12. Legal instrument for the transition and framing of current UASE employees in PARPÚBLICA;
13. Proposal for the revision of the Statutes of PARPÚBLICA;
14. Analysis report of the legal framework surrounding the governance of the PES.

**Deadline: 8 (eight) weeks after the signing of the contract, plus another 2 (two) weeks for evaluation, presentation and approval.**

**Product 3** – Proposal of PARPÚBLICA's five-year business plan, containing at least the following:

1. Analysis of the business perspective of the PES companies that will integrate the assets of PARPÚBLICA and the public service concessionaires;
2. Forecast of income and gains resulting from investments and financial investments;
3. Provision of other sources of direct or indirect income that will constitute PARPÚBLICA's assets, based on its corporate purpose;
4. Analysis of the economic and financial situation of PES companies that carry macro fiscal risk and that face difficulty in accessing the market;
5. Analysis of the State's responsibilities in relation to the PPPs in force;
6. Annual and multi-annual investment plan in fixed, intangible and financial assets;
7. PARPÚBLICA's annual and multi-annual financing plan;
8. Detailed operational, investment and financing cash-flow forecast;



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9. PARPÚBLICA's forward-looking financial statements, including their annexes, certified by an accountant and/or auditor;
10. Methodology and valuation of the portfolio of public and state-owned companies, as well as other assets, to be part of PARPPÚBLICA's share capital.

**Deadline: 14 (fourteen) weeks after the signing of the contract, plus another 2 (two) weeks for evaluation, presentation and approval.**

**Product 4** – Proposal for an operationalization, assistance and monitoring plan in the transition process from UASE to PARPÚBLICA, containing at least the following:

1. Plan of tasks to be materialized, with schedule, deliverables, resources, owner and risks;

**Deadline: 18 (eighteen) weeks after the signing of the contract, plus another 2 (two) weeks for evaluation, presentation and approval.**

The consultancy includes presentation of the products to the governors of the Ministry of Finance and Business Development and to the Council of Ministers.

*Table 1: Summary chart of products, lead time and % of payment after customer approval*

Products	Term	Duration until customer approval	% Payment after customer's approval
<i>Inception report</i>	1 (one) week after the signing of the contract, plus another 1 (one) week for evaluation, presentation and approval	2 weeks	10%
Product 1 - Proposal for a strategic plan, with the organizational and corporate model of a holding company	6 (six) weeks after the signing of the contract, plus another 2 (two) weeks for evaluation, presentation and approval	8 weeks	25%
Output 2 - Proposals for legal and regulatory instruments for the management of a holding company	8 (eight) weeks after the signing of the contract, plus another 2 (two) weeks for evaluation, presentation and approval	10 weeks	25%
Output 3 - Proposal for PARPÚBLICA's five-year business plan	14 (fourteen) weeks after the signing of the contract, plus another 2 (two) weeks for evaluation, presentation and approval	16 weeks	20%
Product 4 - Proposal for an operationalization, assistance and monitoring plan in the	18 (eighteen) weeks after the signing of the contract, plus another 2 (two) weeks for	20 weeks	20%



transition process from UASE to PARPÚBLICA	evaluation, presentation and approval		
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### VIII. Consulting Team

The work that is the subject of this ToR requires a consulting team composed of specialists with at least 15 years of proven experience in business management, especially, operationalization and management of holding companies, management and development of human resources, corporate finance, financial modeling, definition of legal-institutional, regulatory and financial framework, governance of public companies, business communication and privatizations, disposals, concessions and PPPs.

The team should also have experience in similar projects, implemented in a context comparable to Cabo Verde and preferably knowledge of the Cape Verdean reality, as well as have an excellent level of comprehension, oral and written expression in Portuguese and a good level in English.

The team must consist of:

- **1 (one) Team leader** – senior staff with solid training and experience in the areas of intervention of this project and namely: bachelor's degree in economics, business management and/or engineering and master's degree in business management, finance and/or business auditing; at least 15 (fifteen) years of participation and leadership of projects related to the realization of studies, strategic planning, implementation, monitoring, restructuring and management of holding companies, public and affiliated companies, public service concessionaires and/or large private companies; proven experience in top management of public companies and/or large private companies, especially in holding and/or project management, as well as experience in public financial management, including issues related to debt management and tax risk, is considered as a preferential requirement; have an excellent level of comprehension, oral and written expression in Portuguese and a good level in English.
- **1 (one) Specialist in corporate finance** – senior staff with solid training and experience in financial management and modeling in areas of intervention of this project and namely: bachelor's degree training in economics, business





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management, corporate finance, auditing and/or accounting and master's degree in business management, finance and/or business auditing; at least 10 (ten) years of proven experience in monitoring, financial evaluation, planning and modeling, auditing and accounting of *Holdings*, public and investee companies, public service concessionaires and/or large private companies; also have experience in the development and implementation of innovative financing modalities, namely PPPs, capital market instruments, thematic and sectoral funds; have an excellent level of comprehension, oral and written expression in Portuguese and a good level of English.

- **1 (one) Accounting and/or auditing specialist** – certified accountant and/or auditor at senior level; bachelor's level training in economics, business management, corporate finance, auditing and/or accounting and/or master's degree in business management, finance and/or business auditing; at least 8 (eight) years of proven experience in performing accounting and/or auditing of *a holding* company, public and investee companies, public service concessionaires and/or large private companies; have experience in the implementation of accounting, control and internal audit systems, *compliance* and risk; also have experience in analysis of innovative financing, namely PPPs, capital markets instruments, thematic and sectoral funds; have an excellent level of comprehension, oral and written expression in Portuguese and a good level in English.
- **Legal specialist** – senior staff with solid training and expertise in business law; bachelor's degree in law and master's degree in corporate finance; have experience in the legal area as a jurisconsult and/or lawyer specialized in the *Corporate Governance* areas in the areas of intervention of this project; have at least 8 (eight) years of proven experience in legal advice to the *Holding*, public and investee companies, public service concessionaires and/or large private companies; have participated in the implementation of *Holding*, public and affiliated companies, public service concessionaires and/or large private companies; as a preferential condition, have solid knowledge of the Cape Verdean legal-institutional framework; have an excellent level of comprehension, oral and written expression in Portuguese and a good level in English.



- **Specialist in human resources management** – senior staff with solid training and expertise in human resources management; bachelor's degree in management, sociology, psychology and master's degree in human resources management; have at least 8 (eight) years of experience in the preparation and implementation of human resources management and development instruments in  *Holding*, public and affiliated companies, public service concessionaires and/or large private companies, in areas of intervention of this project and namely in: diagnosis, analysis, design, development and implementation of management plans and development of human resources; design, implementation and management of performance and potential evaluation and management systems; restructuring of entities and related phenomena, namely mobilization and engagement of resources, transition, integration, reconversion,  *downsizing*, etc.; design and implementation of competitiveness policies and strategies in terms of human resources; have an excellent level of comprehension, oral and written expression in Portuguese and a good level in English.
- **Specialist in business communication** – senior staff with solid training in the field of communication sciences and specialty in business communication; bachelor's degree in communication sciences; have at least 8 (eight) years of experience in the preparation and implementation of communication strategies and plans in  *Holding*, public and affiliated companies, public service concessionaires and/or large private companies, in the areas of intervention of this project and namely in: diagnosis, analysis, design, development of strategies and implementation of communication plans; Preparation and implementation of corporate  *marketing* plans ; image management in general and in particular related to specific events and processes; performance in the field of communication with existing entities and/or in the process of installation/consolidation; ability to deal with sensitive situations with potential for great social impact, as well as to involve  *diverse public and private* stakeholders; have an excellent level of comprehension, oral and written expression in Portuguese and a good level in English.

In the applicants' proposal, it will also be important to demonstrate that the consultancy firm has the technical capacity in terms of looking for potential tax risks and how to manage them.



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## **IX. Ownership/Copyright**

The products developed by the consultancy will be under the intellectual property of the State Business Sector Monitoring Unit (UASE)/ PARPÚBLICA – *Participações Públicas* (SGPS), S.A.

Service providers are bound by the duty of confidentiality and are committed to using any information/documents provided by UASE for the purposes exclusively stipulated in this document.

## **X. Type of contract**

A lump sum contract will be signed and remuneration payments are linked to the approval of the contract products. Payment of reimbursable expenses will be made upon presentation of the receipt of expenses incurred at the workplace.