


**ENHANCING CORPORATE GOVERNANCE REGULATION
FOR DEBT ISSUANCE USING PERUVIAN AND
CHILEAN EXPERIENCES**

RG-T2285

CERTIFICACIÓN

I hereby certify that this operation was approved for financing under the Institutional Capacity Strengthening Thematic Fund (ICS) through a communication dated July 10, 2013 subscribed by Goro Mutsuura (ORP/GCM). Also, I certify that resources from the Institutional Capacity Strengthening Thematic Fund (ICS) are available for up to US\$38,000 in order to finance the activities described and budgeted in this document. This certification reserves resources for the referenced project for a period of four (4) calendar months counted from the date of eligibility. If the project is not approved by the IDB within that period, the reserve of resources will be cancelled, except in the case a new certification is granted. The commitment and disbursement of these resources shall be made only by the Bank in U.S. dollars. The same currency shall be used to stipulate the remuneration and payments to consultants, except in the case of local consultants working in their own borrowing member country who shall have their remuneration defined and paid in the currency of such country. No resources of the Fund shall be made available to cover amounts greater than the amount certified herein above for the implementation of this operation. Amounts greater than the certified amount may arise from commitments on contracts denominated in a currency other than the Fund currency, resulting in currency exchange rate differences, for which the Fund is not at risk.

Jane
09/16/2013

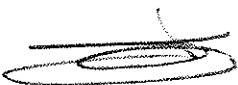


Sonia R. Rivera
Chief
Grants and Co-Financing Management Unit
ORP/GCM

09/16/2013

Date

APROBACIÓN

Approved by: 

Juan Antonio Ketterer
Division Chief
Capital Markets and Financial Institutions Division
IFD/CMF

Sept 17. 2013

Date

TC Document

I. BASIC INFORMATION FOR TC

Country/Region:	Regional
TC Name:	Enhancing Corporate Governance Regulation for Debt Issuance using Peruvian and Chilean Experiences
TC Number:	RG-T2285
Team Leader/Members:	Frank Nieder (IFD/CMF); Stephanie Suber (IFD/CMF); Bernardita Saez (LEG/SGO); and Paola Robles (CSC/CCH)
Date of TC Abstract authorization:	July 9, 2013
Beneficiary (countries or entities which are the recipient of the technical assistance):	Chile and Peru
Executing Agency and contact name	Economic Commission for Latin America and the Caribbean (ECLAC)
Donors providing funding:	Institutional Capacity Strengthening Fund (ICSF)
IDB Funding Requested:	US\$38,000
Local counterpart funding, if any:	US\$77,000
Disbursement period (which includes Execution period):	12 months, including a 10 month execution period.
Required start date:	
Types of consultants (firm or individual consultants):	Individual
Prepared by Unit:	(IFD/CMF)
Unit of Disbursement Responsibility:	Country Office Chile
TC Included in Country Strategy (y/n):	n.a.
TC included in CPD (y/n):	
GCI-9 Sector Priority:	Institutions for Growth and Social Equity

II. OBJECTIVES AND JUSTIFICATION OF THE TC

- 2.1 **Objectives.** The objectives of the Technical Cooperation (TC) are to: (i) increase the capital market regulatory capabilities of Peru and Chile; and (ii) enhance knowledge regarding the relationship between corporate governance and capital market development and best practices for corporate governance regulation in Latin America.
- 2.2 **Justification.** Latin American capital markets still remain relatively underdeveloped, particularly for private corporate debt, in spite of the region's advancements in terms of the maintenance of financial and macroeconomic stability that has allowed for the significant growth of these markets. Corporate debt is the 5 largest capital markets in Latin America in 2010, equaled only about 2% of GDP, compared over 30% in Asian emerging market economies and 60% in advanced economies. As a result, corporations in the region still are highly dependent, on banks for external financing. Given the generally higher cost and shorter term of bank financing, this dependence can put Latin American firms at a competitive disadvantage to those in regions with more robust corporate capital markets.

- 2.3 One factor limiting the development of local capital markets are corporate governance standards in the region.¹ If investors do not have confidence in the corporate governance of a firm both in terms of transparency of information and decision making and that corporate governance structures effectively ensures that their interests are represented, their risks are heightened and their willingness to participate in corporate capital markets reduced.
- 2.4 The Economic Commission for Latin America and the Caribbean (ECLAC) has conducted research previously on the relation between corporate governance and the development of corporate debt markets, and found that there is a strong correlation.² They have also analyzed how regulation can improve corporate governance. This research was based primarily on case studies in Brazil, Colombia and Mexico. Based in part on the conclusions of this research and the understanding of the importance of corporate governance, the capital market regulators in Chile (*Superintendencia de Seguros y Valores*) and Peru (*Superintendencia de Mercados de Valores*) have requested to participate in ECLACs continuing work in this area, including the conduct of similar case studies be conducted on their markets and recommendations provided on how to enhance their regulation. Given the relatively well developed capital markets in regional terms, and strong regulatory capacities, Chile and Peru allow for good case studies to analyze the aforementioned issues. This research will also further increase the knowledge on these subjects, providing lessons learned and identifying best practices in how to enhance corporate governance and promote the expansion of corporate debt markets. The analysis will provide additional knowledge by putting a particular focus on the role of institutional investors and investment banks in creating incentives for enhanced corporate governance.
- 2.5 By promoting greater and lower cost private sector access to finance, which would increase firm competitiveness and accelerate growth, this operation supports the Bank's GCI-9 priority of institutions for economic growth and social equity.

III. DESCRIPTION OF COMPONENTS AND BUDGET.

- 3.1 **Component 1. Knowledge Generation and Lessons Learned.** This component focuses on the conduct of analyses to generate further knowledge on the relationship of corporate governance and the development of corporate debt markets in Latin America, and the role that regulation and financial intermediaries play in establishing the relationship. This would include: (i) the conduct of two case studies by a capital markets expert on this issue in Chile and Peru. The studies would place a special focus of the role of investment banks, and in particular how they help determine investor preferences/criteria for the corporate governance of corporate debt issuers, and the consequent impact on the corporate debt markets; (ii) An overall analysis of these issues and the identification of

¹ Ananchotikul, S. and Eichengreen, B., "Plumbing for Latin American capital markets". Paper prepared for the BIS-Federal Reserve Bank of Atlanta meeting on "New financing trends in Latin America: a bumpy road towards stability" in Mexico City, 24–25 May 2007.

² Nuñez, G. and Oneto, A., Gobernanza corporativa en el Brasil, Colombia y México: La determinación del riesgo en la emisión de instrumentos de deuda corporativa. Naciones Unidas. Santiago, Chile. 2012.

lessons learned based on the results from the Chile and Peru case studies. (iii) A complementary study that would develop corporate governance regulation and enforcement indicators for Chile and Peru based on the methodology developed in the previous corporate governance study of ECLAC. (Terms of Reference of studies are included in Annex III.)

- 3.2 **Component 2. Dissemination.** A workshop bringing together independent capital market experts, regulators, including those from Chile and Peru, as well as private market actors will be organized. The workshop will review and discuss the case studies and overall paper to allow for an initial dissemination of the results as well as to provide comments on the documents and further identify lessons learned and best practices. The documents and summary of workshop conclusions will be published in book, CD and USB form, and ECLAC will post the publication on their web-site studies.
- 3.3 **Component 3. Institutional Strengthening of Capital Market Regulators.** Training workshops will be organized for the capital market regulators in Chile and Peru, using the results of the studies as key inputs. Specialized training materials will be prepared. The individual consultant who prepares the lessons learned paper will likely also lead the training workshops.

Results Framework

	Unit	Baseline		End-of Project		Expected Completion Date	Data Source
		Value	Year	Planned	Actual		
Knowledge Generation and Dissemination							
Workshop: Number of Participants	#	0	2013	30		4/2014	ECLAC: Workshop Minutes.
Book of Case Studies and Lessons Learned Paper Distributed	#	0	2013	300		8/2014	ECLAC
CDs Distributed	#	0	2013	50		8/2014	ECLAC
Citations of Studies	#	0	2013	20		12/2015	
Institutional Strengthening							
Number of Regulator Staff Trained on Corporate Governance Regulation Best Practices	#	0	2013	30		6/2014	ECLAC. Training Minutes.
Percentage of Training Participants who consider the training useful and effective.	%	0	2013	75%		6/2014	ECLAC. Training survey.
Modifications or Changes in Regulatory enforcement for Corporate Governance Regulation of Debt Issuance*	#	0	2013	2: Chile and Peru		12/2015	Communication from Chilean and Peruvian Capital Market Regulators

*Results 1 year after end of project.

- 3.4 **Budget.** The expected cost of the operation is US\$115,000, of which US\$38,000 would be financed by the Bank, and the remainder by ECLAC and the *Corporación Andina de Desarrollo (CAF)*.

Indicative Budget

Activity/Component	Description	IDB/Fund Funding	ECLAC	CAF	Total Funding
Component 1: Knowledge Generation		25,000	5,000	40,000	70,000
Chile and Peru Case Studies	Consultancy to prepare case studies.	10,000		40,000	50,000
Lessons Learned Paper	Consultancy to prepare paper.	15,000	5,000		20,000
Component 2: Dissemination			14,000	10,000	24,000
Workshop	Workshop of experts, regulators and market participants to review studies and paper.			10,000	10,000
Publication of Studies and Paper	Publication of 300 copies of the studies and paper in book form, and 50 copies in CD and USB form.		14,000		14,000
Component 3: Training		7,900	1,000		8,900
Training of Capital Market Regulators in Chile and Peru	Consultancy to provide training based on results from case studies and lessons learned.	7,900	1,000		
Administration		5,100	7,000		1,100
TOTAL		38,000	27,000	50,000	115,000

- 3.5 The technical supervision of the TC products will be coordinated by the Team Leader; however, financial and fiduciary supervision will be the responsibility of the Country Office in Chile, given that this is where the Executing Agency, ECLAC, is based. Monitoring of the project will focus on the review of products; a mid-term progress report will not be required. An end-of project report that covers execution issues. Evaluation would be based on the reporting of the results indicators noted above.

IV. EXECUTING AGENCY AND EXECUTION STRUCTURE

- 4.1 The Economic Commission for Latin America and the Caribbean (ECLAC) will be the executing agency, and as such is responsible for the effective and efficient execution of all components of the project. ECLAC is the UN agency charged with conducting research, providing technical assistance, and disseminating knowledge on social and economic issues in Latin America and the Caribbean. It has demonstrated capabilities in the analysis of capital market and corporate governance issues. In 2011 it completed a book on capital market development in Latin America in coordination with the OECD, and in 2012 completed a project on the relationship between corporate governance and debt issuance that combined knowledge generation and training.
- 4.2 ECLAC has served successfully as the executing agency on numerous IDB Technical Cooperation operations, and therefore has extensive experience with Bank procurement and financial management policies. As such the implementation risks of the project with regard to fiduciary management are low. The execution of the project will follow Bank financial management (OP-273-1 and OP-274-1) and procurement policies (GN-23249-9 and GN2350-9). An external audit will not be required, but ECLAC will provide a financial accounting of the project per the agreement between the Bank and ECLAC in the document CC-5597 of September 15, 2004.
- 4.3 Other institutions involved in the supervision of the project are the CAF and the Chilean and Peruvian capital market authorities. All three will review the project reports and

participate in the experts meeting. As the recipients of the training, the capital market regulators will evaluate the training component of the project.

V. MAJOR ISSUES

- 5.1 **Intellectual Property.** The TC agreement for the project, to be entered into between the Bank and ECLAC, will establish the terms under which the Bank and ECLAC will share the use and enjoyment of the products financed with project resources.

VI. EXCEPTIONS TO BANK POLICY

- 6.1 None.

VII. ENVIRONMENTAL AND SOCIAL STRATEGY

- 7.1 According to the Environment and Safeguards Compliance Policy (OP-703), the TC has been classified as category C. No potential negative environmental and/or social impacts of the TC were identified and therefore no mitigation strategy is required to address any impact. See [Safeguard Policy Filter Report \(SPF\)](#) and [Safeguard Screening Form \(SSF\)](#).

Annexes:

- Annex I.** Letter of Request from ECLAC, and Letter of Request to participate in project from the Superintendencia de Valores of Chile and the Superintendencia de Mercados de Valores of Peru.
- Annex II.** Terms of Reference.
- Annex III.** Procurement Plan.



PERÚ

Ministerio
de Economía y Finanzas

SMV
Superintendencia del Mercado
de Valores

DECENIO DE LAS PERSONAS CON DISCAPACIDAD EN EL PERÚ - AÑO DE LA INTEGRACION NACIONAL Y EL RECONOCIMIENTO DE NUESTRA DIVERSIDAD

Miraflores, 18 de diciembre de 2012

DPPD 2012 DEC 12 12:50

OFICIO N° 5225-2012-SMV/03

Señor

Raúl García-Buchaca

Director

División de Planificación de Programas y Operaciones

Comisión Económica para América Latina y el Caribe - CEPAL

Avda. Dag Hammarskjöld 3477, 7630412 Vitacura

SANTIAGO DE CHILE.-

Ref: Expediente N° 2012041444

De mi consideración:

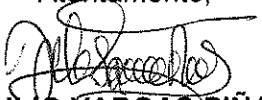
Tengo a bien dirigirle el presente, con relación al proyecto de Gobernanza Corporativa y Emisión de Títulos de Deuda, que la Comisión Económica para América Latina y el Caribe (CEPAL), el Banco Interamericano de Desarrollo (BID) y el Banco de Desarrollo de América Latina (CAF) desarrollarán en el Perú.

Al respecto, cabe indicar que la Superintendencia del Mercado de Valores (SMV) apoya toda iniciativa que se encuentre encaminada a fortalecer las prácticas de buen gobierno corporativo en nuestro país, dada la importancia que este tema reviste para el desarrollo del mercado de valores, por lo que desde ya les expresamos nuestra felicitación por dicha iniciativa. Sin perjuicio de ello, como es natural, aguardaremos las conclusiones y recomendaciones a las que arribe el referido proyecto, para expresar nuestro concreto parecer.

Sin otro particular, aprovecho la oportunidad para reiterarle los sentimientos de mi consideración.



Atentamente,


JULIO VARGAS PIÑA
SECRETARIO GENERAL



SUPERINTENDENCIA
VALORES Y SEGUROS

Santiago-Chile
28 de febrero de 2013

Señor
Raúl García-Buchaca
Director
División de Planificación de Programas y Operaciones
Avda. Dag. Hammarskjöld 3477, Vitacura
PRESENTE
Tel: (+56 2) 2210-2000

De mi consideración:

Tengo a bien dirigirme a usted, en relación al proyecto de Gobernanza Corporativa y Emisión de Títulos de Deuda, con el fin de expresarle, en mi calidad de Superintendente, el interés de esta Institución en participar en la siguiente etapa de este proyecto enmarcado dentro del acuerdo firmado entre la CAF, el BID y la CEPAL.

Cabe señalar que estas materias, en atención a su relevancia para el adecuado funcionamiento del mercado de valores, resultan de especial atención para esta Superintendencia en su calidad de entidad reguladora de dicho mercado en Chile, por lo cual cualquier iniciativa al respecto es bien valorada.

Por último, quedamos a la espera de mayores antecedentes con el fin de concretar de la mejor manera nuestra participación en la misma.

Saluda atentamente,



FERNANDO CORÓMA CORREA
Superintendente
Superintendencia de Valores y Seguros

05 de febrero de 2013

Estimada señora Uribe,

Ref.: Solicitud de Cooperación Técnica Regional No
Reembolsable entre el BID y la CEPAL "Corporate
Governance for Debt Issuance Phase II"

En seguimiento a la cooperación BID-CEPAL ATN/FI-12654-RG "Gobernabilidad para las Emisiones de Deuda" que finalizó exitosamente durante el 2012, tenemos el agrado de solicitar una nueva cooperación técnica, sobre el tema de "Corporate Governance for Debt Issuance Phase II".

El objetivo de las actividades será 1) mejorar la efectividad de la regulación de gobernanza corporativa para la emisión de deuda en Chile y Perú, y 2) mejorar el conocimiento del papel de la gobernanza corporativa en la promoción de la emisión de deuda del sector privado en los mercados de capital de América Latina y el Caribe.

Agradeciéndole el apoyo del Banco a este exitoso programa, le saluda muy atentamente,



Raúl García-Buchaca
Director

División de Planificación de Programas y Operaciones

Señora
María Camila Uribe-Sánchez
Representante en Chile
Banco Interamericano de Desarrollo
Av. Pedro de Valdivia 0193, Piso 10
Santiago, Chile

Cc: Juan Antonio Ketterer, IFD/CMF, 1300 New York Avenue, N.W., Washington, D.C. 20577, USA

Terms of Reference
***Corporate governance, institutional investors and risk determination of
issuance of debt instruments in Chile and Peru***
Base document

I. Background

In 2010-2011, Economic Commission for Latin America and the Caribbean jointly with CAF-Banco de Desarrollo de América Latina and IADB developed a project about corporate governance and debt issuance in Latin America, paying attention to the experiences of Brazil, Colombia and Mexico. The most important outcome was the document of project “*Gobernanza corporativa en el Brasil, Colombia y México: la determinación del riesgo en la emisión de instrumentos de deuda corporativa*”. Now, there are two main goals: a) to expand the analysis and the application of the benchmark to other two countries of Latin American; and b) to take in consideration another critical agents to foster the improvement of corporate governance practice in general and for debt issuance in particular.

II. Purpose and Objective

1. To expand the analysis on corporate governance (CG) and corporate debt issuance to other two Latin American countries, such as Chile and Peru;
2. To take in consideration the role of institutional investors (pension funds, investment banks, development banks, and insurance companies) aiming to foster the improvement of CG practice in general and for debt issuance in particular. The issues to be tackled are:
 - a. To analyze the importance of institutional investors and investment banking in developed countries (U.S., Europe and Japan) and in the Latin America, including the impact on the indicator performance on CG and debt issuance;
 - b. To examine why, when and in which way and intensity the institutional investors and investment banking in developed nations foster better CG in general and for debt issuance in particular;
 - c. To investigate why, when and in which way and intensity the Latin American institutional investors and investment banking foster better CG in general and for debt issuance in particular.
 - d. To point out which factors in terms of regulation and enforcement should be strengthened.

III. Characteristics of the Consultancy.

1. Type of Consultancy: elaboration of report.
2. Start Date: upon signature of contract.
3. Duration: six months
4. Location: in two Latin American countries.
5. Requirements: consultant with extensive experience in Corporate Governance. and Latin America capital markets development.

IV. Activities

1. To participate in a workshop of experts for discussing the first drafts.
2. To participate in two trainings, one in each country.
3. To write a report (chapter) comprising the issues mentioned in the section II (purpose and objective) and including the results of the benchmark in both countries.
4. To stress the “Latin American Component”, aiming to highlight the peculiarities of the Latin American region comparatively to other regions as well as the particularities within the Latin American countries.

V. Products (The product should be presented in Spanish, in electronic versions for the draft.)

1. Work plan and outline for study.
2. Preliminary report.
3. Final report: findings, conclusions and insights and recommendations, regarding the institutional investors and investment banks upon the impact of CG in debt issuances.

VI. Payments

Payments will be paid in two disbursements:

1. First Disbursement equal to 50% of contract amount upon approval of first draft.
2. Second disbursement equal to 50% of contract amount, upon receipt ECLAC/CAF/IDB approval of final report.

VI. Supervision

Georgina Núñez (coordinator of the project).

Corporate governance, institutional investors and risk determination of issuance of debt instruments in Chile and Peru (ECLAC-CAF-IADB)

Terms of Reference

I. Background

In 2010-2011, Economic Commission for Latin America and the Caribbean jointly with CAF-Banco de Desarrollo de América Latina and IADB developed a project about corporate governance and debt issuance in Latin America, paying attention to the experiences of Brazil, Colombia and Mexico. The most important outcome was the document of project “*Gobernanza corporativa en el Brasil, Colombia y México: la determinación del riesgo en la emisión de instrumentos de deuda corporativa*”. Now, there are two main goals: a) to expand the analysis and the application of the benchmark to other two countries of Latin American (Chile and Peru); and b) to take in consideration another critical agents to foster the improvement of corporate governance practice in general and for debt issuance in particular.

This proposal seeks 2 general objectives: 1) to establish guidelines aimed to: increase information transparency, beyond the pure financial-operational information, that impact in the decision making process of the firms; reduce de information asymmetries of the firms; and enhance the conditions upon which investment decisions are made. 2) To determine the feasibility, considering the prevailing regulation, for achieving the proposed benchmark and, therefore, for closing the gaps that have been determined.

II. Purpose and Objective

1. To expand the analysis on corporate governance (CG) and corporate debt issuance to Chile.
2. To take in consideration the role of rating agencies, institutional investors (pension funds, development banks, and insurance companies) and investment banking, aiming to foster the improvement of CG practice in general and for debt issuance in particular. The issues to be tackled are:
 - a. To analyze the importance of rating agencies, institutional investors and investment banking in Chile, including the impact on the indicator performance on CG and debt issuance;

- b. To examine why, when and in which way and intensity of the rating agencies, institutional investors and investment banking in developed nations foster better CG in general and for debt issuance in particular;
- c. To investigate why, when and in which way and intensity the Chilean institutional investors, investment banking and the rating agencies foster better CG in general and for debt issuance in particular.
- d. To point out which factors in terms of regulation and enforcement should be strengthened.
- e. To apply the questionnaire and analyze 4 relevant cases of firms from the following sectors: manufacturing, services, financial and governmental. The companies have issued debt instruments or are in the process of.
- f. The most vulnerable aspects in Corporate Governance enforcement need to be identified. This will result in the determination of gaps to be closed that will foster a responsible performance of Corporate Governance authorities in the issuance of debt instruments.

III. Characteristics of the Consultancy.

- 1. Type of Consultancy: elaboration of report.
- 2. Start Date: upon signature of contract.
- 3. Duration: six months.
- 4. Location: in Chile.
- 5. Requirements: consultant with extensive experience in Corporate Governance and Chilean capital markets development.

IV. Activities

- 1. To participate in conference calls once a month and when the situation requires.
- 2. To participate in a workshop of experts for discussing the first drafts.
- 3. To participate in one training in Chile.
- 4. To write a report (chapter) comprising the issues mentioned in the section II (purpose and objective) and including the results of the benchmark in both countries.
- 5. To stress the “Chilean Component”, aiming the highlight the peculiarities of the Mercado de Integración Latino Americano (MILA) comparatively to other markets of Latin American region.

V. Products (The product should be presented in Spanish, in electronic versions for the draft.)

1. Work plan and outline for study.
2. Preliminary report.
3. Final report: findings, conclusions and insights and recommendations, regarding the institutional investors and investment banks upon the impact of CG in debt issuances.

VI. Payments

Payments will be US\$10,000.00 paid in two disbursements:

1. First Disbursement equal to 50% of contract amount upon approval of first draft.
2. Second disbursement equal to 50% of contract amount, upon receipt ECLAC/CAF/IDB approval of final report.

VI. Supervision

Georgina Núñez (ECLAC).

Corporate governance, institutional investors and risk determination of issuance of debt instruments in Chile and Peru (ECLAC-CAF-IADB)

Terms of Reference

I. Background

In 2010-2011, Economic Commission for Latin America and the Caribbean jointly with CAF-Banco de Desarrollo de América Latina and IADB developed a project about corporate governance and debt issuance in Latin America, paying attention to the experiences of Brazil, Colombia and Mexico. The most important outcome was the document of project “*Gobernanza corporativa en el Brasil, Colombia y México: la determinación del riesgo en la emisión de instrumentos de deuda corporativa*”. Now, there are two main goals: a) to expand the analysis and the application of the benchmark to other two countries of Latin American (Chile and Peru); and b) to take in consideration another critical agents to foster the improvement of corporate governance practice in general and for debt issuance in particular.

This proposal seeks 2 general objectives: 1) to establish guidelines aimed to: increase information transparency, beyond the pure financial-operational information, that impact in the decision making process of the firms; reduce de information asymmetries of the firms; and enhance the conditions upon which investment decisions are made. 2) To determine the feasibility, considering the prevailing regulation, for achieving the proposed benchmark and, therefore, for closing the gaps that have been determined.

II. Purpose and Objective

1. To expand the analysis on corporate governance (CG) and corporate debt issuance to Peru.
2. To take in consideration the role of rating agencies, institutional investors (pension funds, development banks, and insurance companies) and investment banking, aiming to foster the improvement of CG practice in general and for debt issuance in particular. The issues to be tackled are:
 - a. To analyze the importance of rating agencies, institutional investors and investment banking in Peru, including the impact on the indicator performance on CG and debt issuance;

- b. To examine why, when and in which way and intensity of the rating agencies, institutional investors and investment banking in developed nations foster better CG in general and for debt issuance in particular;
- c. To investigate why, when and in which way and intensity the Peruvian institutional investors, investment banking and the rating agencies foster better CG in general and for debt issuance in particular.
- d. To point out which factors in terms of regulation and enforcement should be strengthened.
- e. To apply the questionnaire and analyze 4 relevant cases of firms from the following sectors: manufacturing, services, financial and governmental. The companies have issued debt instruments or are in the process of.
- f. The most vulnerable aspects in Corporate Governance enforcement need to be identified. This will result in the determination of gaps to be closed that will foster a responsible performance of Corporate Governance authorities in the issuance of debt instruments.

III. Characteristics of the Consultancy.

- 1. Type of Consultancy: elaboration of report.
- 2. Start Date: upon signature of contract.
- 3. Duration: six months.
- 4. Location: in Peru.
- 5. Requirements: consultant with extensive experience in Corporate Governance and Peruvian capital markets development.

IV. Activities

- 1. To participate in conference calls once a month and when the situation requires.
- 2. To participate in a workshop of experts for discussing the first drafts.
- 3. To participate in one training in Peru.
- 4. To write a report (chapter) comprising the issues mentioned in the section II (purpose and objective) and including the results of the benchmark in both countries.
- 5. To stress the “Peruvian Component”, aiming the highlight the peculiarities of the Mercado de Integración Latino Americano (MILA) comparatively to other markets of Latin American region.

V. Products (The product should be presented in Spanish, in electronic versions for the draft.)

1. Work plan and outline for study.
2. Preliminary report.
3. Final report: findings, conclusions and insights and recommendations, regarding the institutional investors and investment banks upon the impact of CG in debt issuances.

VI. Payments

Payments will be US\$10,000.00 paid in two disbursements:

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2. Second disbursement equal to 50% of contract amount, upon receipt ECLAC/CAF/IDB approval of final report.

VI. Supervision

Georgina Núñez (ECLAC).

Procurement Plan

Enhancing Corporate Governance Regulation for Debt Issuance using Peruvian and Chilean Experiences (RG-T2285)

Enhancing Corporate Governance Regulation for Debt Issuance using Peruvian and Chilean Experiences (RG-T2285)	Contract Description and Estimated Procurement Budget (US\$)	Estimated cost in (US\$ thousand)	Procurement Method ¹	Ex-Ante or Ex-Post Review)	Financing Source		Prequalification (Yes/No)	Estimated Date		Status (pending, in process, awarded, cancelled)	Comments
					IABD	LOCAL		Begin	End		
	CONSULTANCY SERVICES										
1.	Country Case Studies.	50,000	QCII	Ex - post	20%	80%	No	October, 2013	March, 2014	Pending	
2.	Lessons Learned Paper and Application of Corporate Governance Indicators	20,000	QCII	Ex-post	75%	25%	No	December, 2013	June, 2014	Pending	
3.	Training	8,900	QCII	Ex-post	88%	12%	No	June, 2014	July, 2014	Pending	
	GOODS AND WORKS										
4.	Workshop	10,000	DC	Ex-post	0	100%	No	February, 2014	February, 2014	Pending	
4.	Publication of Book and CDs	14,000	DC	Ex-post	0	100%	No	April, 2014	July, 2014	Pending	

¹ Goods and Works: ICB: International competitive bidding; LIB: limited international bidding; NCB: national competitive bidding; PC: price comparison; DC: direct contracting; FA: force account; PSA: Procurement through specialized agencies; PAs: Procurement agents; IA: Inspection agents; PLFI: Procurement in loans to financial intermediaries; BOO/BOT/BOOT: Build, own, operate/build, operate, transfer/build, own, operate, transfer; PBP: Performance-based procurement; PLGB: Procurement under loans guaranteed by the Bank; PCP: Community participation procurement; Consulting Firms: QCBS: Quality- and cost-based selection; QBS: Quality-based selection; FBS: Selection under a fixed budget; LCS: Least-cost selection; CQS: Selection based on the consultants' qualifications; SSS: Single-source selection; Individual Consultants: QCNI: Selection based on comparison of qualifications of national individual consultants; QCII: Selection based on comparison of qualifications of international individual consultants.