
Ag360 Climate Fund - Request for Proposal : Legal Services

Big Valley GmbH has developed a \$120m circular bioeconomy fund that will invest in companies that are developing agwaste/invasive-species biochar projects, as well as other circular economy initiatives in agricultural value chains throughout the Global South (“Ag360 Climate Fund” or the “Fund”). The Fund will be set up with a GP/LP structure, with investors including development finance institutions, foundations, high-net worth individuals, venture funds and corporates.

Big Valley is seeking proposals from potential legal advisors to support it, guide the development of Fund structuring and draft the relevant documentation according to the below Scope of Services.

Scope of Services

Big Valley is seeking proposals to achieve the objective of being ‘investor ready’ and to take the Fund to first closing that include as a minimum the following list of service provision features:

- Phase 0 - Fund structuring
 - High level review of the proposed Fund structure; proposed regulatory approach, organisational structure, corporate form and governance
 - High level tax/VAT analysis to identify potential pitfalls the Fund may face given its proposed structure and intended investor base (if full tax analysis requested, separate quote to be provided)
 - Review of the Fund term sheet, and provision of standard clauses as required based on the review of the Fund structure prior to drafting of the PPM
- Phase 1A - Drafting of legal documentation
 - Private Placement Memorandum
 - Limited Partnership Agreement of the Fund
 - Subscription Agreement template
 - Articles of incorporation of the General Partner (GP)
 - Investment Advisory Agreement
- Phase 1B - Providing review of service provider agreements (as prepared by the service providers):
 - AIFM Agreement
 - Administration Agreement

- Depositary Agreement
- GP Director's Contract
- Distribution Agreement
- Phase 2 – Closing and launch - first closing:
 - Incorporation of the GP and the Fund in the appropriate manner and preparation of all relevant corporate formalities; signing in front of notary, preparation of proxies and other corporate formalities
 - Drafting of the first board resolutions; approving the PPM, the subscription agreement, side letters (if applicable), service providers agreements and other documentation
 - Legal assistance during the first closing
 - Issuance of legal opinion (optional)

Proposal submission

Please provide a proposal that includes the following components:

Technical proposal

- A brief summary of the firm
- Names and bios of people who will work on the assignment
- Workplan and timeline for completing work

Financial proposal

- Fee estimate based around the Scope of Work set out above ideally with a capped fee estimate up to first close (expressed in terms of 'max number of hours' x 'hourly rate')
- For any components of the Scope of Work that are not included in the capped fee estimate, an indication of the estimated time needed to perform the task and an hourly rate

Interested service providers shall submit their proposal in writing to Will Howe at Will.Howe@bigvalley.ch and Mauricio Benitez at Mauricio.Benitez@bigvalley.ch, with programme@icfa.lu in copy by 12 (midnight) on 21 September 2025.

Date 13 August 2025