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**LETTER OF AGREEMENT**  
**BETWEEN**  
**THE REPUBLIC OF SIERRA LEONE**  
**AND**  
**THE AFRICAN DEVELOPMENT BANK**  
*(AS A LEAD FINANCIER OF THE PROJECT CO-FINANCED*  
*BY THE EU-AFRICA INFRASTRUCTURE TRUST FUND)*  
  
**(COTE D'IVOIRE, LIBERIA, SIERRA LEONE AND**  
**GUINEA (CLSG) ELECTRICITY NETWORKS**  
**INTERCONNECTION PROJECT)**

**PARLIAMENT LIBRARY**  
**TOWER HILL FREETOWN**

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This Letter of Agreement (hereinafter referred to as the "Agreement") is entered into this 28<sup>TH</sup> day of NOVEMBER, 2013 between the REPUBLIC OF SIERRA LEONE, (hereinafter referred to as the "Recipient") and the AFRICAN DEVELOPMENT BANK (hereinafter referred to as the "Bank").

1. The Republic of Cote d'Ivoire, the Republic of Liberia, the Republic of Sierra Leone, and the Republic of Guinea (together the "CLSG Member States" ) have jointly and severally agreed to enter into a Treaty for the Construction Operation and Development of the CLSG Interconnection Line (hereinafter the " Treaty"). The purpose of the Treaty is to *inter alia* establish the financing, construction, operation, maintenance, ownership and development of the CLSG Interconnection Line amongst the CLSG Member States ( hereinafter the "Project");
2. By virtue of the Treaty, the CLSG Member States have created a Special-Purpose Company (hereinafter the "SPC"), equally owned by the National Electricity Companies (hereinafter together the "NECs") of the CLSG Member States, having supranational character, to implement the

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Project. The SPC, titled the CLSG Regional Transmission Company, will *inter alia* finance, construct, develop, operate and maintain the CLSG high tension electricity transmission line and its substations;

3. By virtue of the Treaty, the CLSG Member States and the SPC agree to jointly and severally enter into an International Project Agreement to govern the implementation of the Project;

4. The Executing Agencies of the Project are the West African Power Pool (hereinafter the "WAPP"), for the capacity building sub-component of the Project, the NECs of each of the CLSG Member States, for the rural electrification component of the Project and the SPC for the construction and operation of the CLSG Interconnection Line;

5. The National Power Authority (hereinafter the "NPA") will be the Executing Agency for the Sierra Leone Rural Electrification component of the Project;

6. Pursuant to a Letter of Intent, dated 16 January 2013, the European Investment Bank, acting in its capacity as Manager of the EU-Africa Infrastructure Trust Bank (the "ITF") and the ITF Executive Committee have confirmed their intent to provide a Grant to the Bank, as Lead Financier of the Project, in an amount specified hereunder (the "Grant"), in support of the Sierra Leone Rural Electrification component of the Project;



