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DATED: 17<sup>th</sup> DAY of NOVEMBER 2014

(1) THE MINISTRY OF TRANSPORT AND AVIATION

and

(2) WESTMINSTER FACILITIES MANAGEMENT LIMITED

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CONCESSION AND LEASE AGREEMENT

For Terminals and Ferry Services between Lungi and Freetown

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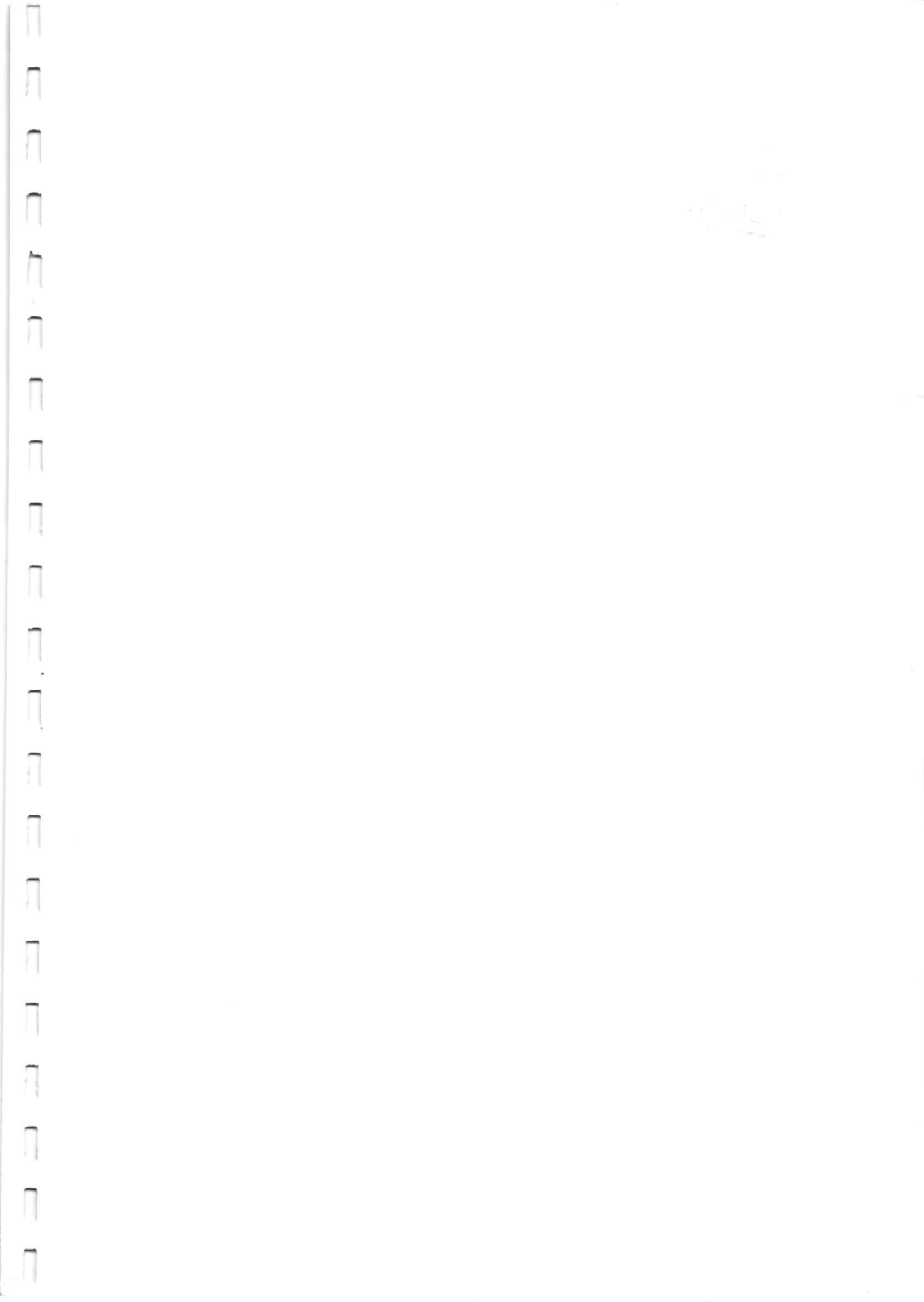


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THIS AGREEMENT is made the seventeenth day of November 2014

**BETWEEN:**

- (1) **THE MINISTRY OF TRANSPORT AND AVIATION**, whose office is at 7<sup>th</sup> Floor, Youyi Building, Brookfields, Freetown, Republic of Sierra Leone (hereinafter referred to as "MTA");  
AND
- (2) **WESTMINSTER FACILITIES MANAGEMENT LIMITED** a company registered in England whose registered number is 05135771 and whose registered office is at Westminster House, Blacklocks Hill, Banbury, Oxfordshire, OX17 2BS and its subsidiary companies (hereinafter referred to as "WFM");

**WHEREAS:**

- (A) It is the policy of the MTA of the Republic of Sierra Leone to optimise the use of the Terminals and to procure Ferry Services are performed, for the more convenient use of the Freetown International Airport currently situate at Lungi for the benefit of the people of the Republic of Sierra Leone and their visitors.
- (B) The Airport Transfer Unit (hereinafter referred to as "ATU") is the unit within the MTA responsible for the Terminals and in this Agreement the ATU acts for the MTA.
- (C) WFM has agreed with ATU to take responsibility for the operation of the Terminals and ATU has agreed with WFM to grant the Terminals Concession to WFM on the terms set out in this Agreement.
- (D) ATU has agreed with WFM to grant a lease of the Terminals to WFM for the purpose of this Agreement.
- (E) WFM has agreed to facilitate the Ferry Services on the terms set out in this Agreement.

**NOW IT IS HEREBY AGREED AS FOLLOWS:**

**1 DEFINITIONS**

In this Agreement the following words and expressions shall have the following meanings:

"Ferry Services" means the ferry services to be performed as described in Schedule 4.

"Concession Fees" means the fees payable by WFM to ATU described in Schedule 5.

"Terminals" means the light craft ferry terminal buildings and jetties described in Schedule 2.

"Terminals Lease" means the lease of the Terminals hereby granted by ATU to WFM in the terms set out in Schedule 1.

"Terminal Services" means the services to be performed by WFM at the Terminals set out in Schedule 3.

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