

December 20, 2019

Mrs. Fanny Sumaya Castillo Lara
Minister
Ministry of Environment and Natural Resources
Km 12.5 North Highway, in front of the Duty-Free Zone
Managua
Nicaragua

Re: Second Amendment to the Letter of Intent between the International Bank for Reconstruction and Development, acting as the trustee of the Carbon Fund of the Forest Carbon Partnership Facility, and the Republic of Nicaragua dated April 6, 2018 with respect to the “REDD+ Program to Combat Climate Change and Poverty in Nicaragua”

Excellency:

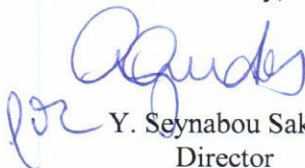
We refer to the Letter of Intent between the International Bank for Reconstruction and Development (“**IBRD**”) acting as the trustee (“**Trustee**”) of the Carbon Fund of the Forest Carbon Partnership Facility (“**Carbon Fund**”) and the Republic of Nicaragua (“**Program Entity**”) and together referred to as “**Parties**”) dated April 6, 2018 (“**Letter of Intent**”), as amended on August 2, 2019, with respect to the “REDD+ Program to Combat Climate Change and Poverty in Nicaragua.” Capitalized terms used in this amendment letter shall have the same meaning ascribed to them in the Letter of Intent.

1. The Parties agree to herewith amend the Letter of Intent as follows:
 - (a) The Exclusivity Period specified in Section 3.1 of the Letter of Intent shall be extended from fifteen (15) months to twenty-six (26) months and twenty-four (24) days until June 30, 2020.
 - (b) Section 7.2 of the Letter of Intent shall be deleted in its entirety and replaced as follows:

“**7.2** If the ERPA Negotiation Period has not started within twenty-three (23) months from the date of this Letter of Intent, the Trustee may, at its sole and absolute discretion, either terminate this Letter of Intent and the understandings it provides or extend the deadline provided in this Clause 7.2.”
2. Unless expressly provided for otherwise in this amendment letter, all other provisions of the Letter of Intent shall remain unchanged and in full force and effect.

Please confirm your agreement to the foregoing amendment letter by countersigning the received copies in the spaces provided below and return it to me in care of the Carbon Finance Unit, MC-3-309, the World Bank, 1818 H Street, Washington D.C. 20433, U.S.A. Following your countersignature, the provisions of this amendment letter shall become effective on the date of this letter.

Sincerely,



Y. Seynabou Sakho
Director
Central America
Latin America and the Caribbean Region

AGREED AND CONFIRMED:

On behalf of the Republic of Nicaragua, represented by the Ministry of Environment and Natural Resources:



(Authorized Signatory)

Name: Fanny Sumaya Castillo Lara
Title: Minister

cc: Mr. Ivan Acosta, Minister of Finance, Minister of Finance and Public Credit
Mr. Jorge Alejandro Chavez Presa, Executive Director, World Bank