



**THE WORLD BANK**  
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January 17, 2020

Dr. Rajan Khanal  
Secretary  
Ministry of Finance  
Government of Nepal  
Singh Durbar, Kathmandu

Dear Dr. Khanal;

***Re: Third 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 Nepal dated June 3, 2015 with respect to the 'People and Forests - An SMF-Based Emission Reduction Program in Nepal's Terai Arc Landscape' in Nepal***

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 Nepal (“**Program Entity**”) and together referred to as “**Parties**”) dated June 3, 2015, as amended on May 18, 2017 and on January 25, 2019 (“**Letter of Intent**”) with respect to the ‘People and Forests - An SMF-Based Emission Reduction Program in Nepal's Terai Arc Landscape’ in Nepal. 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:

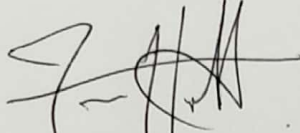
- (a) The Exclusivity Period specified in Section 3.1 of the Letter of Intent shall be extended from fifty-four (54) months (December 3, 2019) to sixty (60) months (June 3, 2020).
- (b) Section 7.2 of the Letter of Intent shall be deleted in its entirety and replaced as follows:

“7.2 If the ERPA Negotiation Period has not started within fifty six (56) months (February 3, 2020) 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.

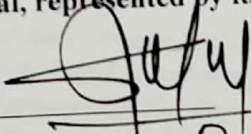
Sincerely,



Faris H. Hadad-Zervos  
Country Manager

**AGREED AND CONFIRMED:**

On behalf of Nepal, represented by its Ministry of Finance:



(Authorized Signatory)

Feb 27, 2020

Name: Mr. Shreekrishna Nepal

Title: joint secretary

