

187

01/25/2018

In case of reply the  
number and date of this  
letter should be quoted

Our Ref.: **WBU/FCPF/Vol.II**  
Your Ref.:  
Tel. No: (+233) 030 274 7197



REPUBLIC OF GHANA

**MINISTRY OF FINANCE**  
**P. O. BOX MB 40**  
**ACCRA**

23<sup>rd</sup> JANUARY, 2018.

**FOREST CARBON PARTNERSHIP FACILITY**  
**RE: SECOND AMENDMENT TO THE LETTER OF INTENT WITH RESPECT TO THE**  
**EMISSION REDUCTION PROGRAMME FOR THE COCOA FOREST MOSIAC**  
**LANDSCAPE**

Please find attached for your information and necessary action, a countersigned copy of the Second Amendment to the Letter of Intent for the Cocoa Forest REDD+ Program.

2. We count on your usual cooperation.

**SAUDA AHMED SEINU**  
**HEAD, WBU**  
for: MINISTER

**THE COUNTRY DIRECTOR**  
**WORLD BANK OFFICE**  
**ACCRA**

CC: Hon. Minister, MOF  
Hon. Minister, MLNR  
Hon. Deputy Ministers, MOF  
Chief Executive, FC  
The Project Coordinator, FCPF

Encl

December 19, 2017

Honourable Ken Ofori-Atta  
Minister  
Ministry of Finance  
Accra - Ghana

Mr. Kwadwo Owusu-Afriyie  
Chief Executive  
Forestry Commission  
P. O. Box MB 434  
Accra - Ghana

Honourable Minister and Mr. Owusu-Afriyie:

***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 Forestry Commission of Ghana dated September 29, 2014 with respect to the Emission Reductions Program for the Cocoa Forest Mosaic Landscape (Cocoa Forest REDD+ Program) in Ghana***

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 Forestry Commission of Ghana (“Program Entity”, and together referred to as “Parties”) dated September 29, 2014, as amended on September 22, 2016 (“Letter of Intent”), with respect to the Emission Reductions Program for the Cocoa Forest Mosaic Landscape (Cocoa Forest REDD+ Program) in Ghana. 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 further 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 thirty-nine (39) months to forty-five (45) months.
  - (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 forty-two (42) 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.”

Hon. Ken Ofori-Atta  
Mr. Kwadwo Owusu-Afriyie

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December 19, 2017

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 second 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 second amendment letter shall become effective on the date of this letter.

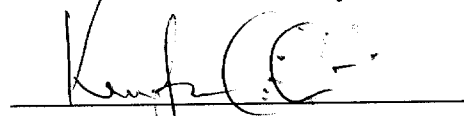
Yours sincerely,



For: Henry G. R. Kerali  
Country Director for Ghana  
Africa Region

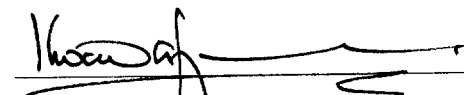
**AGREED AND CONFIRMED:**

**On behalf of the Ministry of Finance:**



Name: Honourable Ken Ofori-Atta  
Title: Minister, Ministry of Finance

**On behalf of the Forestry Commission of Ghana:**



Name: Mr. Kwadwo Owusu-Afriyie  
Title: Chief Executive