



Asian Development Bank

Central and West Asia Department

4 January 2013

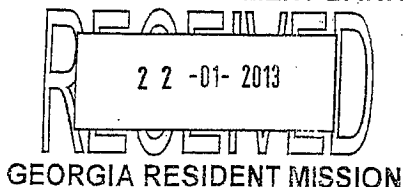
Mr. Archil Tsabutashvili
Director
United Water Supply Company of Georgia Limited Liability Company
#5, Anna Politkovskaia Street, Tbilisi 0186
Georgia

Dear Mr. Tsabutashvili:

**Subject: L2749-GEO(SF): Urban Services Improvement Investment Program
– Project 1 - Amendment to the Project Agreement**

1. We refer to the Project Agreement dated 27 May 2011 between United Water Supply Company of Georgia Limited Liability Company (“UWSCG”) and the Asian Development Bank (“ADB”) for the Urban Services Improvement Investment Program – Project 1 (“Project Agreement”). All capitalized terms used but not defined herein shall have the meaning given thereto in the Project Agreement, unless the context requires otherwise.
2. In response to the letter of the Ministry of Finance dated 18 June 2012, ADB approved a change in scope of Project 1 of the Urban Sector Services Improvement Investment Program. To reflect these changes, we propose to amend the Project Agreement as set forth below:
 - (i) In Section 1.01, reference to “Components 1 and 3 of the Project” shall be replaced with “Components 1, 2(a), 2(c) and 3 of the Project”.
 - (ii) In Section 4.02 (a), reference to “[he]” shall be replaced with “such Director”.
3. Save and except to the extent set out above, the Project Agreement remains unchanged.
4. Pursuant to ADB’s Public Communications Policy (“PCP”) on disclosure and exchange of information, the amendments to the Project Agreement will be posted on ADB’s website within 2 weeks from the date that the amendments become effective, after removing any information that falls within the PCP exceptions as specified by UWSCG.
5. Please indicate UWSCG’s concurrence to the amendments set out in paragraph 2 of this letter agreement and to the terms of this letter agreement by countersigning each of the two originals of this letter agreement in the space indicated below. Please retain one signed original of this letter agreement for your records and return the other to ADB. The proposed amendments shall take effect on the date of receipt by ADB of a signed original of this letter agreement.

ASIAN DEVELOPMENT BANK



Yours sincerely,


Klaus Gerhaeusser
Director General

Office of the Director General

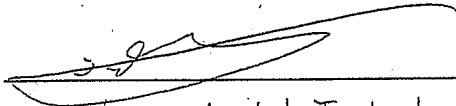
6 ADB Avenue, Mandaluyong City
1550 Metro Manila, Philippines
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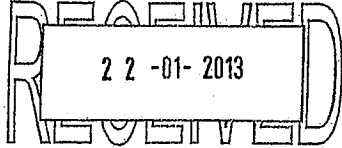
Tel +63 2 632 4444
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A. Accepted and agreed.

B. Confirmed that the amendments to the Project Agreement do not contain information falling within the PCP exceptions.

For and on behalf of
UNITED WATER SUPPLY COMPANY OF GEORGIA LIMITED LIABILITY COMPANY


Name: Archil Tsabutashvili
Designation: Director
Date: 18.01.2013

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GEORGIA RESIDENT MISSION

