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The World Bank

INTERNATIONAL BANK FOR RECONSTRUCTION AND DEVELOPMENT INTERNATIONAL DEVELOPMENT ASSOCIATION

1818 H Street N.W. Washington, D.C 20433 U.S.A.

Cable Address: INTBAFRAD Cable Address: INDEVAS

August 11, 2016

Hon. Aiyaz Sayed-Khaiyum Attorney-General and Minister for Economy, Public Enterprises, Civil Service and Communications Level 7, Savavou House 400 Victoria Parade Suva FIJI

Dear Minister,

Republic of Fiji: IBRD Loan No. 8482-FJ Transport Infrastructure Investment Project Additional Instructions: Disbursement (First Amendment)

I refer to the Loan Agreement ("Agreement") between the Republic of Fiji ("Borrower") and the International Bank for Reconstruction and Development ("Bank"), for the above-referenced project, dated April 14, 2016. The Agreement provides that the Bank may issue additional instructions regarding the withdrawal of the proceeds of Loan No. 8482-FJ ("Loan"). This letter ("Disbursement Letter"), as revised from time to time, constitutes the additional instructions and amends the disbursement letter dated April 14, 2016 by modifying the minimum value of applications, as set out in Paragraph II (v) below, provided, however, that all the attachments to the disbursement letter dated April 14, 2016 shall form an integral part of this Disbursement Letter.

The World Bank Disbursement Guidelines for Projects, dated May 1, 2006, ("Disbursement Guidelines"), are an integral part of the Disbursement Letter. The manner in which the provisions in the Disbursement Guidelines apply to the Loan is specified below. Sections and subsections in parentheses below refer to the relevant sections and subsections in the Disbursement Guidelines and, unless otherwise defined in this letter, the capitalized terms used have the meanings ascribed to them in the Disbursement Guidelines.

¹ Includes (i) World Bunk Disbursement Guidelines for Projects, dated May 1, 2006; (ii) Sample Form for Authorized Signatures; (iii) Terms and Conditions of Use of Secure Identification Credentials in connection with Use of Electronic Means to Process Applications and Supporting Documentation, dated March 1, 2013; (iv) Sample Form of Statement of Expenditures; (v) Sample Form of Payments Against Contracts Subject to the Bank's Prior Review; and (vi) Sample Form of Designated Account Reconciliation Statement.

I. Disbursement Arrangements

- (i) Disbursement Methods (section 2). The following Disbursement Methods may be used under the Loan:
 - Reimbursement
 - Advance
 - Direct Payment
- (ii) Disbursement Deadline Date (subsection 3.7). The Disbursement Deadline Date is four (4) months after the Closing Date. Any changes to this date will be notified by the Bank.
- (iii) Disbursement Conditions (subsection 3.8). Please refer to the Disbursement Condition(s) in the Loan Agreement.

II. Withdrawal of Loan Proceeds

(i) Authorized Signatures (subsection 3.1). An authorized signatory letter should be furnished to the Bank at the address indicated below providing the name(s) and specimen signature(s) of the official(s) authorized to sign Applications:

The World Bank Level 19, 14 Martin Place CML Building Sydney NSW 2000, Australia

Attention: Country Director

(ii) Applications (subsections 3.2 - 3.3). Please provide completed and signed applications for withdrawal, together with supporting documents to the address indicated below:

The World Bank
26th Floor, One Global Place
5th Avenue corner 25th Street, Bonifacio Global City
Taguig City, Philippines

Attention: Loan Department

(iii) Electronic Delivery (subsection 3.4) The Bank may permit the Borrower to electronically deliver to the Bank Applications (with supporting documents) through the Bank's Client Connection, web-based portal. The option to deliver Applications to the Bank by electronic means may be effected if: (a) the Borrower has designated in writing, pursuant to the terms of subparagraph (i) of this Section, its officials who are authorized to sign and deliver Applications and to receive secure identification credentials ("SIDC") from the Bank for the purpose of delivering such Applications by electronic means; and (b) all such officials designated by the Borrower have registered as users of Client Connection. If the Bank agrees, the Bank will provide the Borrower with SIDC for the designated officials. Following which, the designated officials may deliver Applications electronically by completing Form 2380, which is accessible through Client Connection (https://clientconnection.worldbank.org). The Borrower may continue to exercise the option of preparing and delivering Applications in paper form. The Bank reserves the right and may, in its sole discretion, temporarily or permanently disallow the electronic delivery of Applications by the Borrower.

- (iv) Terms and Conditions of Use of SIDC to Process Applications. By designating officials to use SIDC and by choosing to deliver the Applications electronically, the Borrower confirms through the authorized signatory letter its agreement to: (a) abide by the Terms and Conditions of Use of Secure Identification Credentials in connection with Use of Electronic Means to Process Applications and Supporting Documentation ("Terms and Conditions of Use of Secure Identification Credentials"); and (b) to cause such official to abide by those terms and conditions.
- (v) Minimum Value of Applications (subsection 3.5). The Minimum Value of Applications for Reimbursement and Direct Payment is FJD 200,000.
- (vi) Advance (sections 5 and 6).
 - Type of Designated Account (subsection 5.3): One Segregated Account.
 - Currency of Designated Account (subsection 5.4): Fijian Dollar (FJD).
 - Financial Institution at which the Designated Account Will Be Opened (subsection 5.5): A commercial bank or financial institution acceptable to the Bank.
 - Ceiling (subsection 6.1): FJD 5,000,000.

III. Reporting on Use of Loan Proceeds

(i) Supporting Documentation (section 4). Supporting documentation should be provided with each application for withdrawal as set out below:

• For requests for Reimbursement

- List of payments against contracts that are subject to the Bank's prior review, in the form attached to the disbursement letter dated April 14, 2016 (Attachment 4).
- Statement of Expenditure in the form attached to the disbursement letter dated April 14,
 2016 (Attachment 5) for all other expenditures/contracts.
- Records evidencing eligible expenditures (e.g., copies of receipts, supplier invoices) for payments against contracts that are subject to the Bank's prior review.

• For reporting eligible expenditures paid from the Designated Account:

- List of payments against contracts that are subject to the Bank's prior review, in the form attached to the disbursement letter dated April 14, 2016 (Attachment 4).
- Statement of Expenditure in the form attached to the disbursement letter dated April 14, 2016 (Attachment 5) for all other expenditures/contracts.
- Records evidencing eligible expenditures (e.g., copies of receipts, supplier invoices) for payments against contracts that are subject to the Bank's prior review.
- Designated Account reconciliation in the form attached to the disbursement letter dated April 14, 2016 (Attachment 6) and related bank statement.
- For requests for Direct Payment: Records evidencing eligible expenditures, e.g., copies of receipts, supplier invoices

(ii) Frequency of Reporting Eligible Expenditures Paid from the Designated Account (subsection 6.3): Quarterly or more often if needed.

IV. Other Disbursement Instructions

The Designated Account will be established by Fiji Roads Authority (FRA). Withdrawal applications will be prepared by FRA and forwarded to MOF for signature.

V. Other Important Information

For additional information on disbursement arrangements, please refer to the Disbursement Handbook available on the Bank's public website at https://www.worldbank.org and its secure website "Client Connection" at https://www.worldbank.org Print copies are available upon request.

If you have not already done so, the Bank recommends that you register as a user of the Client Connection website (https://dientconnection.worldbank.org). From this website you will be able to prepare and deliver Applications, monitor the near real-time status of the Loan, and retrieve related policy, financial, and procurement information. All Borrower officials authorized to sign and deliver Applications by electronic means are required to register with Client Connection before electronic delivery can be effected. For more information about the website and registration arrangements, please contact the Bank by email at <cli>clientconnection@worldbank.org.

If you have any queries in relation to the above, please contact the World Bank Office in Manila at WFALN MANILA(wworldbank.org using the above reference.

Sincerely,

Lasse Melgadd
Acting Country Director
Timor-Leste, Papua New Guinea
& Pacific Islands
East Asia and Pacific Region