March 3, 2016

Mr. Stanley A. Canton
Supervisory Agreement Officer
U.S. Agency for International Development
American Embassy
Madani Avenue
Baridhara, Dhaka 1212

Amendment Letter to the Trust Fund Administration Agreement between the U.S. Government, represented by the U.S. Agency for International Development (USAID) and the International Development Association concerning the Bangladesh Climate Change Resilience Fund for the Climate Change Program in the People’s Republic of Bangladesh (TF071208) - Cancellation of USAID’s Unpaid Contribution and Pro Rata Share of Uncommitted Balance

Dear Mr. Canton:

1. We refer to the Administration Agreement, dated May 3, 2012 (the “Administration Agreement”), between the U.S. Agency for International Development (“USAID”) (the “Donor”) and the International Development Association (“IDA”) concerning the Bangladesh Climate Change Resilience Fund for the Climate Change Program in the People’s Republic of Bangladesh (TF No. 071208) (the “Trust Fund”). Capitalized terms used but not defined in this letter have the meanings given to them in the Administration Agreement. This letter serves as an amendment to the Administration Agreement pursuant to Paragraph 8 of the Administration Agreement, including the amendment to Annex 2 set forth below, as agreed by all Donors contributing to the Trust Fund.

2. Pursuant to your communication dated November 22, 2015, informing IDA of the Donor’s desire to cancel: (i) the Donor’s unpaid contribution; and (ii) the Donor’s pro rata share of the uncommitted balance of the Trust Fund, it is agreed that:

   (a) The amount of the Donor’s Contribution to the Trust Fund in accordance with Paragraph 1 of the Administration Agreement is amended to read as “nine million U.S. Dollars (US$9,000,000)”.

   (b) In accordance with paragraphs 8.2 of Annex 2 of the Administration Agreement:

      (i) the Donor’s unpaid contribution in the amount of four million U.S. Dollars (USD 4 million) is cancelled effective immediately upon countersignature of this letter; and

      (ii) the Donor’s pro rata share of any uncommitted balance of the Trust Fund is cancelled effective January 31, 2016 (“Cancellation Date”).

For clarity, the Donor’s pro rata share is a proportion of the Donor’s cumulative paid in contributions compared to the total paid in contributions from all donors to the Trust Fund (in the holding currency of the Trust Fund) as of the Cancellation Date.
Following the Cancellation Date, IDA will notify the Donor of the amount of its cancelled pro rata share of the uncommitted balance of the Trust Fund as per Paragraph 2(c)(ii). The committed balance includes, inter alia, (A) undisbursed amounts within the ceilings approved by the BCCRF management committee for Analytical and Advisory Activities and (B) a contingency of US$0.5 million which could only be used following approval by the BCCRF management committee. The Donor hereby instructs IDA to transfer any such cancelled pro rata share to the Donor’s Bank Account as per the signed banking information form.

The Donor shall continue to participate in the applicable governance arrangements of the Trust Fund, and IDA shall continue to be responsible for performing the functions specifically set forth in the Administration Agreement, i.e. the obligations to provide financial and annual progress reports and to return any remaining balance of the Contribution funds upon the final disbursement date in accordance with paragraph 8.3 of Annex 2 of the Administration Agreement.

3. IDA will disclose this letter and related information on this Trust Fund in accordance with the World Bank Policy on Access to Information. The Donor hereby consents to the disclosure of this letter and related information on this Trust Fund.

4. Except as amended herein, all other terms and conditions of the Administration Agreement regarding the Trust Fund remain in full force and effect and in accordance with its terms.

5. Please confirm your agreement with the foregoing, on behalf of the Donor, by signing, dating, and returning to us the enclosed copy of this letter.

Sincerely,

INTERNATIONAL DEVELOPMENT ASSOCIATION

[Signature]

Martin G. Rama
Acting Country Director for Bangladesh
South Asia Region

CONFIRMED AND AGREED:

UNITED STATES AGENCY FOR INTERNATIONAL DEVELOPMENT

By: [Signature]
Stanley A. Canton
Supervisory Agreement Officer

Date: March 3, 2016