Guarantee Agreement

(Guayaquil Wastewater Management Project)

between

REPUBLIC OF ECUADOR

and

INTERNATIONAL BANK FOR RECONSTRUCTION
AND DEVELOPMENT

Dated JUNE 29, 2015
GUARANTEE AGREEMENT

AGREEMENT, dated \textit{June 29}, 2015 entered into between the REPUBLIC OF ECUADOR ("Guarantor") and INTERNATIONAL BANK FOR RECONSTRUCTION AND DEVELOPMENT ("Bank") ("Guarantee Agreement") in connection with the Loan Agreement of same date between the Bank and the EMPRESA MUNICIPAL DE AGUA POTABLE Y ALCANTARILLADO DE GUAYAQUIL (EMAPAG-EP) ("Borrower") ("Loan Agreement"). The Guarantor and the Bank hereby agree as follows:

ARTICLE I - GENERAL CONDITIONS; DEFINITIONS

Section 1.01. The General Conditions (as defined in the Appendix to the Loan Agreement) constitute an integral part of this Agreement.

Section 1.02. Unless the context requires otherwise, the capitalized terms used in this Agreement have the meanings ascribed to them in the General Conditions or in the Loan Agreement.

ARTICLE II - GUARANTEE

Section 2.01. The Guarantor declares its commitment to the objective of the Project. To this end, without limitation or restriction upon any of its other obligations under the Guarantee Agreement, the Guarantor hereby unconditionally guarantees, as primary obligor and not as surety merely, the due and punctual payment of all Loan Payments payable by the Borrower pursuant to the Loan Agreement.

ARTICLE III - REPRESENTATIVE; ADDRESSES

Section 3.01. The Guarantor’s Representative is the Minister of Finance.

Section 3.02. The Guarantor’s Address is:

Ministry of Finance
Avenida 10 de Agosto y Jorge Washington
Quito, Ecuador

Facsimile: (5932) 2503-111
2558-232
Section 3.03. The Bank’s Address is:

International Bank for
Reconstruction and Development
1818 H Street, N.W.
Washington, D.C. 20433
United States of America

Cable: INTBAFRAD
Telex: 248423 (MCI) or 64145 (MCI)
Facsimile: (202) 477-6391

AGREED at the District of Columbia, United States of America as of the
day and year first above written.

REPUBLIC OF ECUADOR

By

Authorized Representative

Name: FRANCISCO BORJA CEVALLOS
Title: AMBASSADOR OF ECUADOR
TO THE UNITED STATES OF AMERICA

INTERNATIONAL BANK FOR
RECONSTRUCTION AND DEVELOPMENT

By

Authorized Representative

Name: JORGE FAMILAR
Title: REGIONAL VICE PRESIDENT
LATIN AMERICA AND THE CARIBBEAN REGION