His Excellency Abdoulaye Diop  
Minister of State, Minister of Economy and Finance  
Ministry of Economy and Finance  
Dakar  
Republic of Senegal  

SENEGAL: Education for All – Fast Track Initiative Catalytic Trust Fund  
Catalytic Fund Grant for Education  
(Grant TF094753)  
Amendment No. 1 to the Grant

Excellency:

For the above-mentioned Project, we refer to the Grant (the “Grant”) dated July 17, 2009, made to the Republic of Senegal ("Recipient") by the International Development Association ("World Bank or Association"), acting as administrator of the Education for All-Fast Track Initiative Catalytic Trust Fund and to your letter dated March 30, 2010, requesting specific amendments to the Grant.

I. We are pleased to inform you that the Association agrees to your request and proposes to:

1) Amend Article 1.02 of the Grant to insert after the definition of “Affected Persons,” the definition of “ARDs” as follows:

“(b) “ARDs” means the Recipient’s Regional Development Agencies for Diourbel, Kaolack, Louga, Saint-Louis and Thies.”

2) Amend Article 2.03(a) of the Grant to add paragraph (v) as follows:

“(v) For the second year of the Project in addition to Article 2.03(a)(iv) above, (A) the DCS, with the support of a full time engineer hired within the project implementation unit of QEFA2, to be responsible for part of the procurement activities under Parts A and B of the Project and (B) the ARDs, and a part time procurement specialist, with terms of reference acceptable to the Association, to be responsible for part of the procurement activities under Part A of the Project.”

3) Amend Article 3.02 of the Grant as follows:

“3.02. Withdrawal Conditions. Notwithstanding the provisions of Section 3.01 of this Agreement, no withdrawal shall be made for:

(i) payments made prior to the date of countersignature of this Agreement by the Recipient; and
(ii) Under Category (1) unless (A) the Recipient has signed a memorandum of understanding with each of the ARDs in form and substance satisfactory to the Association, defining each ARD’s role and responsibilities under the Project; and (B) the ARDs have collectively recruited one qualified and experienced procurement specialist on a part time basis under terms of reference and terms and conditions acceptable to the Association."

II. This Amendment No.1 to the Grant shall not become effective until evidence satisfactory to the Association has been furnished to the Association that the Recipient has satisfied the following conditions:

1) The Recipient has updated the Project Implementation Manual to reflect (a) the inclusion of the DCS and the ARDs as implementation entities for the Project and (b) consequent procedures for coordination, implementation, monitoring and evaluation, procurement, financial management, and administration processes specific to the Project for and, where applicable, among the Delegated Management Agency, DCS and ARDs in form and substance satisfactory to the Association.

All other provisions of the Grant, except amended herein, shall remain in full force and effect.

Please confirm your agreement to the above by signing, dating and returning to us the enclosed copy of this amendment letter.

Sincerely,

INTERNATIONAL DEVELOPMENT ASSOCIATION,

[Signature]

CONFIRMED:

[Signature]

Date: ____________