Supplemental Letter to the WAPP Financing Agreement

WEST AFRICA POWER POOL

December 12, 2017

International Development Association
1818 H Street, N.W.
Washington, D.C. 20433
United States of America

Re: WEST AFRICAN POWER POOL: Grant No. D244
(Additional Financing for the West African Power Pool (WAPP)
Integration and Technical Assistance Project and Amendment to the
Original Project Financing Agreement)

Representations

Dear Sirs and Mesdames:

In connection with the WAPP Financing Agreement of even date herewith between the International Development Association ("Association") and the West African Power Pool ("Recipient" or "WAPP") for the above-captioned Grant, the Recipient hereby undertakes and warrants to the Association that:

1. The financial statements dated December 31, 2016, copies of which have been furnished to the Association, correctly set forth the financial and operating condition of the Recipient as of that date, and since that date there have been no material adverse changes in the financial and operating conditions of the Recipient.

2. The Recipient is not engaged in litigation as plaintiff or defendant, the outcome of which might materially and adversely affect its financial condition.

3. The Recipient has no outstanding agreements or liabilities, contingent or otherwise (including taxes), that might materially and adversely affect its financial condition.

4. The Recipient is not in violation of, and execution and delivery of the WAPP Financing Agreement and the compliance with all its terms do not and will not result in any violation of, any provisions of any existing agreement, franchise, concession, license, or permit, or of any statute, law, decree-law, executive decree, regulation, or any other legal rule of a similar nature presently in effect and applicable to the Recipient.

5. The Recipient is a duly existing international organization established by the Authority of Heads of State and Government of the ECOWAS pursuant to the Decision A/Dec.18/01/06 dated January 12, 2006 and granted the character of a specialized institution by the Decision A/Dec.20/01/06, with full authority to carry out its present business, to carry out the Project, and to execute and deliver the WAPP Financing Agreement, and has furnished to the Association true copies of the ECOWAS Energy Protocol number A/P4/1/03 adopted and signed by the ECOWAS Heads of State on January 31, 2003, and of its Articles of Agreement dated July 6, 2006, presently in force and effect and governing or applicable to the operations of the Recipient.
It is our understanding that, in making the Grant and entering into the WAPP Financing Agreement with the Recipient, the Association may rely on the representations contained herein.

Very truly yours,
WEST AFRICAN POWER POOL

By: _____________________________
Authorized Representative