

MILLENNIUM CHALLENGE ACCOUNT:-NIGER

MINUTES OF THE SECOND ORDINARY MEETING OF THE BOARD OF DIRECTORS, HELD IN NIAMEY ON AUGUST 23rd, 2017

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The Millennium Challenge Account Niger Board of Directors (MCA-Niger) held a regular meeting on August 23rd, 2017 from 9:30 am in 'Room Croix du Sud' of Gaweye Hotel, pursuant to (i) decree establishing, attributing, composing, and operating MCA-Niger dated December 23rd, 2016, and (ii) the Millennium Challenge Compact between the United States of America, acting through the Millennium Challenge Corporation ("MCC") and the Government of Niger (the "Government"), executed on July 29th, 2016 (the "Compact").

The capitalized terms used but not defined in this document must have the meanings given in the articles of association or the accounting policies.

I. MEMBERS OF COUNCIL: The following people were present

1. Mr. OUHOUMODOU Mahamadou, Minister, Chief of Staff of the President of the Republic, President of the board, full member of the board;
2. Mr. Mohamed BOUCHA, Minister Delegate to the Minister of State, Minister of Agriculture and Livestock in charge of Livestock, alternate member of the board;
3. Mr. Ahamat JIDOUD, Minister Delegate to the Minister of Finance for the Budget, representing the Minister of Finance, alternate member of the board;
4. Mr. Saâdou BAKOYE, Secretary General of the Ministry of Planning, representing the Minister of Planning, alternate member of the board;
5. Mr. KADI Abdoulaye, Minister of Equipment, full member of the board
6. Mr. BARMOU Salifou, Minister of Hydraulics and Sanitation, titular member of the board;
7. Mr. HACHIMOU Abdoukarim, Secretary General of the Ministry of Women's Empowerment and Child Protection, alternate member of the board;
8. Mr. Abdourahamane TARI BAKO, Chief of Staff, representing the Minister of Environment and Sustainable Development, alternate member of the board
9. Mr. MAHAMADOU Gado, Chief of Staff of the Prime Minister, full member of the board;
10. M. Mahamane SANI ABDOU, Secretary General to the High Commissioner to the 3N Initiative, representing the High Commissioner to the 3N Initiative, alternate member of the board ;
11. M. MOUNKAILA Ousseini, Vice President of the Private Sector Representative Chamber of Commerce, representing Mr. Abdoulaye DIADAH, 1st Vice President of the Chamber of Commerce, Alternate Member of the Board;

12. Ms. FODI Halima, representative of the Women's Organizations of Civil Society, full member of the board ;

13.M. GAMBO Ahmadou, representative of the civil society, substitute member of the board

14. PENN Kristin, Resident Director of MCC in Niger, full member of the Board as non-voting observer.

Present by teleconference: None

Absent: None

Other members who were present:

- GREENHALGH Emilie, Deputy Resident Director of MCC in Niger:
- Mr DOUNGOU BOUBACAR Ali, Deputy Coordinator of UC-PMC:
- Barrister KADRI Oumarou Sanda Legal Counsel;
- Ms. Zeinabou LABO, Lawyer:
- Mrs. MADOUGOU Amina Moussa Salla, Assistant to the Coordinator of the UC-PMC

Person acting as Chairman of the Board: Mr. OUHOUMODOU MAHAMADOU

Person acting as Secretary of the meeting: Mr. Sâadou BAKOYE, Secretary General of the Minister of Planning has been appointed as secretary in the absence of the coordinator of the UC-PMC

II. PROCEDURE

At the opening of the meeting at 09.00 and 30 minutes, the President noted that a majority of the voting members of the board were present and therefore declared that the quorum was established in accordance with the MCA-Niger's articles of Association.

The Chairman noted that the notice of the meeting addressed to the members included an agenda.

The President noted the absence of the Coordinator of the UC-PMC and appointed, in accordance with the rules of procedure, a Secretary of Session in the person of Mr. Saâdou BAKOYE, Secretary General of the Ministry of Planning;

The President then read again the agenda to the participants.

No Board member made any amendments to the agenda, the Board adopted the agenda

1 – DEBATES AND DECISIONS ON THE ITEMS R OF THE AGENDA

A / - Approval of the Minutes of the First ordinary Meeting, held on April 27th -28th , 2017

- (a) Summary of the debates : The Board identified several shortcomings in the minutes of the meeting and forthwith made the appropriate corrections. The board then requested the members to send to the secretariat of MCA-Niger any other shortcomings they may come across after a careful reading of the minutes.

The debates on this item having been covered, the Chairman submitted to the vote the adoption of Resolution No. 1

RESOLUTION N°1 :

The Board unanimously adopts the minutes of the first ordinary meeting of the Board of Directors held on April 27th and 28th , 2017.

B / - Approval of the Minutes of the extraordinary meeting of the Board of Directors dated July 14, 2017.

- (b) (a) Summary of the debates : The Chairman of the Board of Directors briefly reviewed the minutes of the special meeting of the Board of Directors held on July 14th , 2017 and the Chairman of the Board then requested the members to send to the Secretariat of MCA-Niger any other shortcomings they may come across after a careful reading of the minutes for correction.

The debates on this point having been covered, the Chairman submitted to the vote the approval and adoption of Resolution No. 2.

The Board approves, by unanimous vote of the members present, the minutes of the first extraordinary meeting of the Board of Directors held on July 14th , 2017.

C / - Presentation and adoption of Implementing Entity Agreements:

(a) Summary of the debates : Ms. GREENHALGH Emilie, Deputy Resident Director of MCC in Niger gave a brief presentation of two inter-institutional agreements between MCA-Niger and the Ministry of Agriculture and Livestock. The first agreement concerns an operational partnership to support the implementation of the compact through the Regional Project for Supporting Pastoralism in the Sahel (PRAPS). As for the second, it aims at establishing an operational partnership to support the implementation of the compact through the Community Resilience for Climate Change Project (PASEC).

Several questions were asked, namely on harmonization with the World Bank projects in the same fields; management costs; exemptions and indemnifications.

To all these questions, Mrs GREENHALGH first gave the appropriate answers, then the MCA-NIGER lawyer, and finally the President of the Board of Directors, who explained to the members of the board more about the object of both agreements.

As the debates were covered on this item, the Chairman submitted to the vote the approval and adoption of Resolution No. 3

Mrs Emilie GREENHALGH also came back to Article IV of the PASEC agreement, which provides for the municipal level for the choice of sub-projects. The stipulations of Article VI have been the subject of substantive discussions with the Ministry of Agriculture and Livestock and a deal has been found in the sense of (i) keeping the communal level for the selection of sub projects; (ii) to provide in Article IV (new) that the Mayor will create a Technical Committee which will screen the subprojects and (iii) to provide in Article IV (new) that the sub-projects pre-selected by the Committee will be submitted to the validation of the Communal Land Commission (COFOCOM).

The board accepted the amendments to Article IV of the PASEC Agreement which were the subject of a deal between the parties,

As the debates were covered on this item, the Chairman submitted to the vote the approval and adoption of resolution 4

The commitment of the chosen person following the negotiations will be effective only after having signed with MCA-Niger a fixed-term employment contract which will be targeted by the National Agency for the Promotion of Employment (ANPE) of Resolution No. 3

RESOLUTION N ° 5

The Board of Directors, after having submitted the three shortlisted candidates by the KPMG Cabinet to an interview of approximately 40 minutes each, nominates the candidate ANNOU Mamane ranked first to enter into negotiations with the Chairman of the Board of Directors in order to sign the employment contract.

The agenda of the board having been completely covered, the Chairman moved to declare the meeting closed at 2 :00 pm

SIGNED by:

The Secretary of the meeting Mr. Saïdou BAKOYE

Mr Ouhoumoudou Mahamadou, Chairman of the Board of Directors