

MILLENNIUM CHALLENGE ACCOUNT-NIGER

MCA-NIGER



MINUTES OF THE FIFTH ORDINARY MEETING OF THE BOARD OF DIRECTORS

NIAMEY APRIL 3, 2018

The Board of Directors of the Millennium Challenge Account-Niger (“MCA-Niger”) held an ordinary meeting on April 3rd, 2018 from 12:05 PM in ROOM Croix du Sud , hotel Gaweye, in accordance with: (i) the Bylaws of MCA-Niger, dated July 4, 2017; (ii) Decree N°2016-706/PRN, dated December 23, 2016, on the creation, attributes, composition and functions of MCA-Niger; (iii) the Millennium Challenge Compact between the United States of America, acting through the Millennium Challenge Corporation (“MCC”) and the Government of Niger (the “ Government ”), dated on July 29, 2016 (the “Compact”); and (iv) the Program Implementation Agreement between the United States of America, acting through the Millennium Challenge Corporation (“MC ”) and the Government of Niger (the “Government”), dated on July 29, 2016 ("Program Implementation Agreement"). Capitalized terms used but not defined herein shall have the meanings given such terms in the Bylaws, the Compact or the Program Implementation Agreement.

I. Attendees

1. Board Members in attendance and constituting a quorum were:

Names	Position	Voting member Vs non voting member	Board member/alternate
. M OUHOUMODOU Mahamadou, of Directors, full member of the Board	Minister, Chief of Staff of the President of the Republic, President of the Board	Voting member	Board member
Mr ALBADE Abouba,	Minister of State, Minister of Agriculture and Livestock,	Voting member	Board member
. Mr MASSODOU Hassoumi,	Minister of Finance,	Voting member	Board member
Mr Saâdou BAKOYE,	Secretary General of the Ministry of	Voting member	Board member

	Planning, representing the Minister of Planning,		
. Mr. KADI Abdoulaye,	Minister of Equipment,		Board member
Mr KATAMBE Issoufou,	Minister of Hydraulics and Sanitation,	Voting member	Board member
7. Ms. ELBACK ADAM Zeinabou Tari Bako, ,	Minister of Population, Promotion of Woman and Child Protection	Voting member	Board member
Mr Ali BETY	High Commissioner to the 3N Initiative,	Voting member	Board member
Mr. Djibo BAGNA,	Representative of the Civil Society,	Voting member	Board member
. Ms. YAHAYA Saadatou Mr. Barmou,	Deputy Chief of Staff of the Prime Minister of Niger,	Voting member	alternate
Ms. FODI Halima,	representative of the Women's Organizations of Civil Society,	Voting member	Board member
Mr DJARIRI Mahaman Salissou,	Chief of Staff of the Minister of Environment and Sustainable Development,	Voting member	alternate
PENN Kristin,	Resident Director of MCC in Niger,	Non-voting	Board member
Mr Mamane M. ANNOU	, Director General of MCA-Niger, Permanent Secretary of the Board of Directors,	Non-voting	Board member

Present by teleconference: None

2. Board members Absent: O1

Names	Position	Voting member Vs non voting member	Board member/alternate
Mr DJADAH Abdoulaye	Representative, 1st Deputy-President of the Chamber of Commerce	Voting member	Board member

Guests

Names	Positions
• Ms. Katherina N'TEP,	Director of Operations, MCC Washington
Maître N'DA-EZOA Alain,	Legal Advisor of MCA-Niger
Mr. Moussa SOW,	Director of Procurement MCA-Niger
Mr. Kaocen AGALHEIR,	Director of Administrative and Financial Affairs of MCA-Niger
Mr. AMADOU Moussa,	Support Unit responsible for Monitoring Indicators

Mr GOURBOUDOU Hadi A.Nasser,	MCA-Niger Audit and Compliance Manager
Mr. SALISSOU A.Kader,	Security Advisor of MCA-Niger
Mr MASRO Hans,	Strategic Communications Manager of MCA-Niger
Mr. Abderahamane Diallo,	Administrative Assistant of the MCC in Niger

Chairperson: Mr Mahamadou OUHOUMODOU , chairperson of the board of directors

Secretary: Mr Mamane M. ANNOU, Director General of MCA-Niger

II. PROCEDURE

At the opening of the meeting at 12:05 PM, the Chairperson noted that a majority of the voting members of the Council were present and accordingly declared that the quorum was established in accordance with MCA-Niger's Rules of Procedure

The Chairperson noted that the notice of the meeting addressed to the members included an agenda. The Chairperson appointed, Mr. Mamane M. ANNOU, Director General of MCA-Niger as Secretary of the meeting, in accordance with the rules of procedure. The President then recalled the agenda

III. DISCUSSIONS AND DECISIONS ON THE ITEMS ON THE AGENDA

The Chairperson opened the fifth Ordinary Meeting by reviewing the agenda noted in the notice of meeting sent to members. Noting that no Board Member made any amendment to this agenda, the Board adopted the following agenda:

- a) Reading the Notice of the Meeting and Adoption of the Agenda
- b) Appointment of new member of the Board of Directors
 - c) Adoption of the Minutes of the meeting of the third session of the Board of Directors meeting held on December 1st, 2017
- d) Validation of the special resolutions N ° 3 and N ° 4, relating respectively to Endorsement No. 1 to the Plan of Transfer MCA-Niger Markets No. 3, and on the Iron Vine Agreement Amendment)
- e) MCA-Niger Logo Adoption
- f) Approval of MCA-Niger updated Organization Chart
- g) Approval of the 12 Implementation Entity Agreement
 1. Synthesis of the framework and the establishment of the budgets of the entity agreements
 - 2) Agreement with the National Permanent Secretariat of the Rural Code (SPN-CR),
 - 3) Communes Sia-Kouanza (Tanda) Agreement
 - 4) Communes Sia-Kouanza (Gaya) Agreement
 - 5) Communes Sia-Kouanza (Tounouga) Agreement
 - 6) Communes Konni (Konni) Agreement
 - 7) Communes Konni (Tsernaoua) Agreement
 - 8) ONAHA | (National Office of Hydro-Agricultural Improvements) Agreement
 - 9) Ministry of National Education Agreement
 - 10) Ministry of Agriculture andLivestock [MAGEL] Agreement

- 11) Ministry of Hydraulics and | Sanitation [MHA] Agreement
- 12) Ministry of Environment and Sustainable Development [MEDD / BEEEI and DGEF] Agreement
- 13) Agreement Ministry of Equipment

1- Open Session: for approval

- h) Approval of the Monitoring & Evaluation Plan (M & E plan)
- i) Approval of the Work Plan
- j) Approval of the Audit Plan (Audit plan)
- k) Approval of the Tax Responsibility Plan (FAP)

2- Executive Session: for information

2.1- Executive Session: for approval

- l) Approval of the Contract with ECOBANK Niger
- m) Approval Amendment No. 2 to the Procurement Plan Number 3 of the MCA-Niger)
- n) Presentation of the report of the work progress and equipment of the new headquarters of MCA-Niger and Approval of the amount of the contract for the renovation of the new building of the MCA: -Niger

2.2- Executive Session: for information

- O) Information on the Request for First Disbursement of the Compact
- P) Information on the registration of disputes related to Bid Submissions
- q) Information on the Detailed Financial Plan (DFP)

3- Open Session: for information

- r) Presentation of the Report on the progress of the Compact program
 - Information on the entry into force of the Compact program in Niger on January 26, 2018
 - Information on Decree No. 2018-046 / PRN / MAG / EL of January 12th, 2018 adopting the Fertilizer Sector Reform Plan in Niger

4- Miscellaneous

- S) Announcement of 5 Senators from the United States of America with exchanges between the 5 Senators and MCA-Niger Board of Directors participants

Summary of discussions:

III I - Opening remarks and presentation of the meeting by the Chairman of the Board of Directors

(a) **Summary of discussions:** The Chairman of the Board of Directors opened the fifth meeting of MCA-Niger's Board of Directors, indicating the presence of Mrs. Katherina N'TEP, Director of Operations of MCC Washington, which is in its third visit to Niger. He also indicated that Mr. Mamane M. ANNOU), Director General of MCA-Niger will act as Secretary of Session of this Board of Directors. Then he specified that this Board of Directors is the first meeting held since the entry into force on January 26th, , 2018 of the Compact Program in Niger. Finally, the Chairman of the Board of Directors has revealed that 5 (five) United States Senators will be present at the end of the meeting of the Board of Directors for exchanges with the directors of MCA-Niger.

III.2 - Message from the Resident Director-Country of the MCC in Niger, Mrs KRISTIN Penn on the important items of the agenda of the Board of Directors

(b) **Summary of discussions:** Mrs. KRISTIN Penn, Resident Country Director of MCC in Niger, thanked the members of the Board of Directors for their contribution to the entry into force of the Compact program

in Niger. She then presented in a synthetic way the objectives of the important visit of the Senators of the United States of America to Niger, and in particular the interest brought to the Board of Directors of MCA-Niger.

III. 3 - Approval of the Appointment of the new member of the Board of Directors

(c) **Summary of the discussions:** the Chairman of the Board of Directors informed the members of the Board that Mr. Hamadou ADAMOU Souley has been appointed as new chief of staff of the Prime Minister of Niger. And, he specified that this appointment to the board is subject to the approval of the members of the Board of Directors.

. Discussions on this item being concluded, the Chairperson put to the vote the adoption of the board resolution N°01.

BOARD RESOLUTION N ° 1:

The Board of Directors approves and adopts, by unanimity of the present voting members, the nomination as new member of the Board of Directors of MCA-Niger, Mr. Hamadou ADAMOU Souley, currently Chief of Staff of the Prime Minister of Niger.

III.4 - Approval of the Minutes of the Third Regular Meeting held on December 1st , 2017

(d) **Summary of the discussions:** The Board noted a few shortcomings in the minutes of December 1st , 2017 meeting of the Board of Directors and forthwith made the appropriate corrections.

Discussions on this item being concluded, the Chairperson put to the vote the adoption of the board resolution N°02

BOARD RESOLUTION N ° 2:

The Board of Directors approves and adopts, by unanimity of the present voting members, the minutes of the third ordinary meeting of the Board of Directors held on December 1st, 2017.

III.5 - Validation of Special Resolution N ° 3 concerning the Amendment No. 1 to MCA-Niger Procurement Plan No. 3, made by home consultation

(e) **Summary of the discussions :** The Chairman of the Board of Directors presented to the members of the Board of Directors Special Resolution N ° 3 concerning the Amendment No. 1 to MCA-Niger's Procurement Plan No. 3 He stated that this special resolution No. 3 was unanimously approved by the members of the Council.

Discussions on this item being concluded, the Chairperson put to the vote the adoption of the board resolution N°03.

BOARD RESOLUTION N ° 3:

The Board of Directors approves and adopts, by unanimity of the present voting members, the validation of the special resolution N ° 3 on the Amendment N ° 1 to the Procurement Plan N ° 3 of the MCA- Niger.

III.6 - Validation of Special Resolution No. 4, on Iron Vine Agreement Amendment, taken by home consultation

(f) **Summary of the discussions:** The Chairman of the Board of Directors presented to the members of the Board of Directors Special Resolution No. 4, concerning the Iron Vine Contract Amendment, made by home consultation. Special Resolution No. 4 was unanimously approved by the members of the board.

Discussions on this item being concluded, the Chairperson put to the vote the adoption of the board resolution N°04.

BOARD RESOLUTION N ° 4:

The Board of Directors approves and adopts, by unanimity of the present voting members the validation of Special Resolution No. 4 on the Iron Vine Agreement Amendment.

III.7 - Adoption of the MCA-Niger Logo

(g) **Summary of the discussions:** Mr. Mamane M. ANNOU, Director General of MCA-Niger presented to the members of the Board of Directors the new draft MCA-Niger Logo which has been modified in terms of the colors of the bottom and the size of the flags of Niger and the United States of America. As desired by the Council at the last meeting of 01 December 2017

Discussions on this item being concluded, the Chairperson put to the vote the adoption of the board resolution N°05.

BOARD RESOLUTION N ° 5:

The Board of Directors approves and adopts, by unanimity of the present voting members, the MCA - Niger logo.

III.8 - Approval of the MCA-Niger Organization updated

- (h) **Summary of the discussions:** Mr. Mamane M. ANNOU, Director General of MCA-Niger presented to the members of the Board of Directors the updated MCA-Niger Organization Chart which takes into account the creation of two positions of Manager in Strategic Communication and Field Communication Manager that have been filled.

Discussions on this item being concluded, the Chairperson put to the vote the adoption of the board resolution N°06.

BOARD RESOLUTION N ° 6:

The Board of Directors approves and adopts, by unanimity of the present voting members, the updated MCA-Niger organization chart.

III.9 - Approval of 12 Implementing Entity Agreements

(i) **Summary of the discussions:** Mr. Mamane M. ANNOU, Director General of MCA-Niger informs members of the board that Mr. Moussa CHANO, Director of MCA-Niger Program will make a preliminary presentation on the content of the 12 Agreements of Entity implementing the Compact program in Niger. Following the presentation made by Mr. Moussa CHANO, the members of the Board asked several questions concerning, in particular, the amount of budget allocated to each Implementing Entity, the type of IT equipment and its destination, the choice of a staff the role of the private sector in the implementation of these Entity Agreements, to which the Director of the Program, the Director of Administrative and Financial Affairs, and the Director General of MCA-Niger were able to respond. In the end, the Director General of MCA-Niger informed the members of the Council that the various observations made will be taken into account in the finalization of these Agreements of Entities.

Discussions on this item being concluded, the Chairperson put to the vote the adoption of the board resolution N°07.

BOARD RESOLUTION N ° 7:

The Board of Directors approves and adopts, by unanimity of the present voting members , the 12 Agreements of Entities of Implementation, including the Agreements, on the one hand with the 5 Communes of (1) Gaya, (2) Tounouga and (3) Tanda [Sia-Kouanza Perimeter], (4) Tsernaoua) and (5) Konni [Konni Perimeter], and on the other hand with (6) the National Office of Hydro agricultural Developments of Niger (ONAHA); (7) the National Permanent Secretariat of the Rural Code (SPN-CR); (8) the Ministry in charge of National Education; (9) Ministry of Agriculture and Livestock [MAGEL]; (10) the Ministry of Hydraulics and | Sanitation [MHA]; (1 1) the Ministry of Environment and Sustainable Development [MEDD / BEEEI and DGEF], and (12) the Ministry of Equipment of Niger.

III.10 - Adoption of the MCA-Niger Monitoring & Evaluation Plan (M & E plan)

Summary of the discussions : Mr. Mamane M. ANNOU, Director General of MCA-Niger gave the floor to Mr. Moussa CHANO, MCA-Niger Program Director to give a presentation on the content of the Monitoring & Evaluation Plan (M & E plan) of MCA-Niger. Following this presentation some questions were asked by some members of the Board of Directors and appropriate answers were given.

Discussions on this item being concluded, the Chairperson put to the vote the adoption of the board resolution N°08.

RESOLUTION N ° 8

The Board of Directors approves and adopts, by unanimity of the present voting members the MCA-Niger Monitoring & Evaluation Plan (M & E Plan),

III.11 - Adoption of MCA-Niger Work Plan

(k) Summary of discussions: Mr Mamane M. ANNOUU, Director General of MCA-Niger informed the members of the board that Mr Moussa CHANO, Program Director of MCA-Niger will present the contents of the Work Plan from MCA-Niger. At the end of his presentation some questions were asked by some members of the Board of Directors and appropriate answers were given.

. Discussions on this item being concluded, the Chairperson put to the vote the adoption of the board resolution N°09.

BOARD RESOLUTION N ° 9:

The Board of Directors approves and adopts, by unanimity of the present voting members, the Work Plan of the MCA-Niger.

III.12 - Adoption of MCA-Niger Audit Plan

(a) **Summary of the discussions:** Mr. Mamane M. ANNOU, Director General of MCA-Niger informed the board members that Mr. Kaocen AGHALHEIR, Director of Administrative and Financial Affairs of MCA-Niger will present the Audit Plan (Audit plan) of MCA-Niger. After this presentation some questions were asked by some members of the Board of Directors and appropriate answers were given.

Discussions on this item being concluded, the Chairperson put to the vote the adoption of the board resolution N°10.

BOARD RESOLUTION N ° 10:

The Board of Directors approves and adopts, by unanimity of the present voting members, the Audit Plan (Audit Plan) of MCA-Niger.

III.13 - Adoption of the MCA-Niger Fiscal Responsibility Plan (FAP)

(b) Summary of the discussions: Mr. Mamane M. ANNOU, Director General of MCA-Niger informed the members of the board that Mr. Kaocen AGHALHEIR, Director of Administrative and Financial Affairs of MCA-Niger will give a presentation on the Finance and administrative Responsibility Plan (FAP): (FAP) MCA-Niger. Questions were raised by some members of the Council following this presentation and appropriate responses were given.

Discussions on this item being concluded, the Chairperson put to the vote the adoption of the board resolution N°11.

BOARD RESOLUTION N ° 11:

The Board of Directors approves and adopts, by unanimity of the present voting members T, MCA Finance and administrative Responsibility Plan (FAP): -Niger.

III.14 - Adoption of the Contract with ECOBANK Niger

(c) **Summary of the discussions** : Mr Mamane M. ANNOU, Director General of MCA Niger, informed the members of the Board of Directors that in accordance with the provisions of the Compact Implementation Agreement a contract has been signed with ECOBANK Niger to allow the opening of bank accounts related to the Compact program in Niger.

Discussions on this item being concluded, the Chairperson put to the vote the adoption of the board resolution N°12.

BOARD RESOLUTION N ° 12: The Board of Directors approves and adopts, by unanimity of the present voting members, the MCA-Niger Contract with ECOBANK Niger.

111.15 - Adoption of Addendum No2 to MCA Procurement Plan No3

(d) **Summary of the discussions:** Mr. Mamane M. ANNOU, Director General of MCA-Niger gave the floor to Mr. Moussa SOW, MCA Procurement Director: -Niger to present Amendment No. 2 to MCA-Niger Procurement Plan Number 3 for the period from January 31st, 2018 to July 31st, 2018. He indicated that the MCA-Niger Procurement Plan No. 03 has been revised by the Amendment No. 02.

Discussions on this item being concluded, the Chairperson put to the vote the adoption of the board resolution N°13.

BOARD RESOLUTION N ° 13:

The Board of Directors approves and adopts, by unanimity of the present voting members, , Amendment No. 2 to the Procurement Plan Number 3 of the MCA: -Niger.

III.16 - Presentation of the status of works and equipment of the new headquarters of MCA-Niger and approval of the amount of the contract of the renovation works of the new building of MCA-Niger

- (e) **Summary of the discussions** : Mr. Mamane M. ANNOU, Director General of MCA-Niger informed the members of the Board that Mr. Kaocen AGHALHEIR, Director of Administrative and Financial Affairs of the MCA: -Niger will give a presentation on the state of progress of the work and equipment of the new headquarters of MCA-Niger.

Following this presentation, the Director of Administrative and Financial Affairs of MCA-Niger presented the cost of the contract for the renovation of the new MCA-Niger building. Some Council members raised questions about the renovation work to be carried out on the new headquarters of MCA-Niger.

Discussions on this item being concluded, the Chairperson put to the vote the adoption of the board resolution N°14.

BOARD RESOLUTION N ° 14: The Board of Directors approves and adopts, by unanimity of the present voting members, the amount of the Contract for the renovation works of the new MCA-Niger building

III.17 - Information on the activities of the Compact program in Niger

f) **Summary of the discussions:** Mr. Mamane M. ANNOU, General Manager of MCA-Niger assisted by Mr. Kaocen AGHALHEIR, Director of Administrative and Financial Affairs and Mr. Moussa SOW Director of Procurement presented to the members of the Board of Directors for information, a summary report on the main activities of the Compact Program, in particular on the following points:

(a) Information on the Request for First Disbursement of the Compact

(b) Information on the registration of contestations related to Bid Submissions

(c) Information on the Detailed Financial Plan (DFP)

(d) Presentation Progress Report on the Compact Program:

(e) Information on the entry into force of the Compact program in Niger on January 26 th, 2018 (# Information on Decree No. 2018-046 / PRN / MAG / EL of January 12 th, 2018 adopting the Fertilizer Sector Reform Plan in Niger

f) The Board of Directors took note of the information and reports presented on the activities of the Compact program and gave its support to the General Management of the MCA: -Niger for the implementation of the Compact program in Niger.

The Chairperson terminates the meeting at 5: 20 pm

Signed:

Name and position	Name and position
M. Mamane M. ANNOU	M. Ouhoumoudou MAHAMADOU
Secretary	Chairperson