

JAPAN'S GRANT AID

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1. Grant Aid Procedures

The Japanese Grant Aid is conducted as follows-

- Preparatory Survey (hereinafter referred to as “the Survey”)
 - The Survey conducted by JICA
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 - The Notes exchanged between the GOJ and a recipient country
- Grant Agreement (hereinafter referred to as “the G/A”)
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 - Implementation of the Project on the basis of the G/A

2. Preparatory Survey

(1) Contents of the Survey

The aim of the Survey is to provide a basic document necessary for the appraisal of the Project by JICA and the GOJ. The contents of the Survey are as follows:

- Confirmation of the background, objectives, and benefits of the Project and also institutional capacity of agencies concerned of the recipient country necessary for the implementation of the Project.
- Evaluation of the appropriateness of the Project to be implemented under the Grant Aid Scheme from a technical, financial, social and economic point of view.
- Confirmation of items agreed on by both parties concerning the basic concept of the Project.
- Preparation of a basic design of the Project.
- Estimation of costs of the Project.

The contents of the original request by the recipient country are not necessarily approved in their initial form as the contents of the Grant Aid project. The Basic Design of the Project is confirmed considering the guidelines of the Japan's Grant Aid scheme.

JICA requests the Government of the recipient country to take whatever measures are necessary to ensure its self-reliance in the implementation of the Project. Such measures must be guaranteed

even though they may fall outside of the jurisdiction of the organization in the recipient country actually implementing the Project. Therefore, the implementation of the Project is confirmed by all relevant organizations of the recipient country through the Minutes of Discussions.

(2) Selection of Consultants

For smooth implementation of the Survey, JICA uses (a) registered consulting firm(s). JICA selects (a) firm(s) based on proposals submitted by interested firms.

(3) Result of the Survey

The Report on the Survey is reviewed by JICA, and after the appropriateness of the Project is confirmed, JICA recommends the GOJ to appraise the implementation of the Project.

3. Japan's Grant Aid Scheme

(1) The E/N and the G/A

After the Project is approved by the Cabinet of Japan, the Exchange of Notes(hereinafter referred to as "the E/N") will be signed between the GOJ and the Government of the recipient country to make a plea for assistance, which is followed by the conclusion of the G/A between JICA and the Government of the recipient country to define the necessary articles to implement the Project, such as payment conditions, responsibilities of the Government of the recipient country, and procurement conditions.

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The consultant firm(s) used for the Survey will be recommended by JICA to the recipient country to also work on the Project's implementation after the E/N and the G/A, in order to maintain technical consistency.

(3) Eligible source country

Under the Japanese Grant Aid, in principle, Japanese products and services including transport or those of the recipient country are to be purchased. When JICA and the Government of the recipient country or its designated authority deem it necessary, the Grant Aid may be used for the purchase of the products or services of a third country. However, the prime contractors, namely, constructing and procurement firms, and the prime consulting firm are limited to "Japanese nationals".

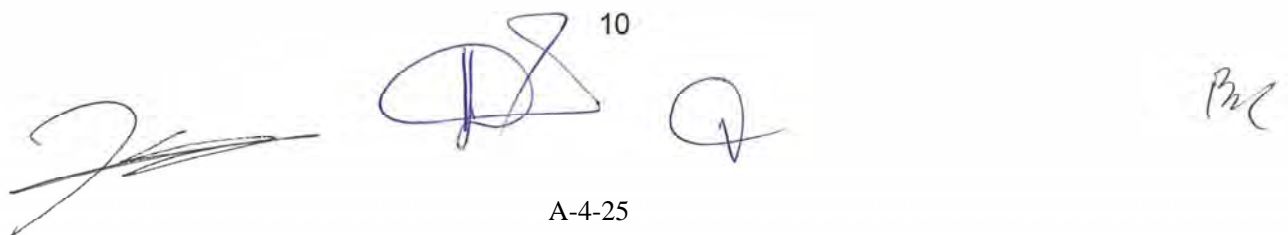
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The Government of the recipient country or its designated authority will conclude contracts denominated in Japanese yen with Japanese nationals. Those contracts shall be verified by JICA. This "Verification" is deemed necessary to secure accountability to Japanese taxpayers.

(5) Major undertakings to be taken by the Government of the Recipient Country

In the implementation of the Grant Aid Project, the recipient country is required to undertake such necessary measures as Annex-4.

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(6) "Proper Use"

The Government of the recipient country is required to maintain and use the facilities constructed and the equipment purchased under the Grant Aid properly and effectively and to assign staff necessary for this operation and maintenance as well as to bear all the expenses other than those covered by the Grant Aid.

(7) "Export and Re-export"

The products purchased under the Grant Aid should not be exported or re-exported from the recipient country.

(8) Banking Arrangements (B/A)

- a) The Government of the recipient country or its designated authority should open an account in the name of the Government of the recipient country in a bank in Japan (hereinafter referred to as "the Bank"). JICA will execute the Grant Aid by making payments in Japanese yen to cover the obligations incurred by the Government of the recipient country or its designated authority under the Verified Contracts.
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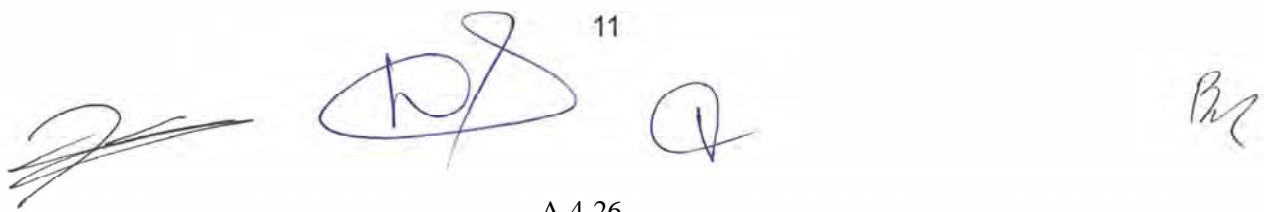
(9) Authorization to Pay (A/P)

The Government of the recipient country should bear an advising commission of an Authorization to Pay and payment commissions to the Bank.

(10) Social and Environmental Considerations

A recipient country must ensure the social and environmental considerations for the Project and must follow the environmental regulation of the recipient country and JICA socio-environmental guideline.

(End)

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Minutes of Discussions
on 3rd Preparatory Survey on the Project for
Rehabilitation of Substation and Transmission Line in Kilimanjaro Region
in the United Republic of Tanzania

(Explanation on Draft Final Report)

In response to the request from the Government of the United Republic of Tanzania (hereinafter referred to as "Tanzania"), the Japan International Cooperation Agency (hereinafter referred to as "JICA"), in consultation with the Government of Japan, decided to conduct a Preparatory Survey (hereinafter referred to as "the Survey") on the Project for Rehabilitation of Substation and Transmission Line in Kilimanjaro Region (hereinafter referred to as "the Project").

In order to explain and to consult with the officials of Tanzanian authorities concerned (hereinafter referred to as "Tanzanian side") on the components of the Draft Final Report, JICA sent to Tanzania the 3rd Preparatory Survey Team (hereinafter referred to as "the Team"), headed by Mr. Toshihisa HASEGAWA, Senior Representative of JICA Tanzania office, from November 21, 2010 to November 30, 2010.

In the course of the discussions, both sides have confirmed the main items described in the sheets attached hereto.

Dar es Salaam, November 29, 2010



Toshihisa HASEGAWA
 Senior Representative
 Tanzania Office
 Japan International Cooperation Agency



Bashir J. Mrindoko
 Commissioner for Energy and Petroleum Affairs
 Ministry of Energy and Minerals
 The United Republic of Tanzania

Witnessed by :



William G. Mhando
 Managing Director
 Tanzania Electric Supply Company Ltd.
 The United Republic of Tanzania



Ngosha Said Magonya
 Commissioner for External Finance
 Ministry of Finance and Economic Affairs
 The United Republic of Tanzania

ATTACHMENT

1. Objective of the Project

The objective of the Project is to rehabilitate the substations and transmission/distribution network in Kilimanjaro Region so as to improve the living environment of the people in the region by stable and sufficient electricity supply.

2. Contents of the Draft Final Report

The Ministry of Energy and Minerals (hereinafter referred to as "MEM") and Tanzania Electric Supply Company Ltd. (hereinafter referred to as "TANESCO") accepted in principle the contents of the Draft Final Report explained by the Team. The Tanzanian side shall inform the Team in writing of the comments on the Draft Final Report and the Draft Technical Specifications by December 17, 2010. The Final Report will be sent to the Tanzanian side around April 2011.

3. Components of the Project

The following (1) to (7) are the outline of the Project components selected through 1st and 2nd Preparatory Survey. Annex-1 and 2 show the location and detailed contents of the components, respectively.

- (1) Upgrading of existing 33/11kV substations at YMCA, Lawati and Machame
- (2) Construction of 33/11kV substation at KCMC
- (3) Installation of 33kV outgoing bay at Trade School substation
- (4) Installation of 33kV distribution line from Trade School to KCMC substation
- (5) Construction of 66/33kV substation at Makuyuni
- (6) Installation of 66kV transmission line from Kiyungi to Makyuni and outgoing bay at Kiyungi substation
- (7) Installation of 132/66kV transformer at Kiyungi substation

However, if it is difficult to acquire an enough budget to cover all the components above, one component might be excluded from the scope of the Project. Both sides agreed that Machame substation is a candidate for further exclusion in such an occasion. The final decision will be made through the consultation with and due consideration by the Government of Japan.

4. Japan's Grant Aid Scheme

- (1) JICA confirmed that the Tanzanian side understood Japan's Grant Aid Scheme explained by the Team at the 1st Preparatory Survey as described in Annex-3.
- (2) The Tanzanian side will take necessary measures, as described in Annex-4, for smooth implementation of the Project as prerequisites for the Japan's Grant Aid to be implemented.

5. Project Cost

The Tanzanian side agreed that the cost for the Project should not exceed the upper limit of amount agreed on E/N. The Tanzanian side also agreed that the cost for the Project contains procurement cost of equipment, transportation cost up to the Project site, installation cost and the Consultant fee.


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6. Confidentiality of the Project

(1) Detailed specifications of the Facilities and Equipment

JICA and the Tanzanian side agreed that all the information related to the Project including detailed drawings and specifications of the facilities and equipment and other technical information shall not be disclosed to any outside parties (i.e. outside of JICA and Tanzanian side) before the conclusion of all contract(s) for the Project.

(2) Confidentiality of the Cost Estimation

The Team explained the estimated cost of the Project as described in Annex-5. JICA and Tanzanian side agreed that the estimated cost for the Project should never be duplicated or disclosed to any outside parties (i.e. outside of JICA and Tanzanian side) before tender for the Project. Tanzanian side understood that the estimated cost for the Project attached as Annex-5 is not final and is subject to change as a result of examination through revision of the Outline Design Study.

7. Other Relevant Issues

(1) Status of the 3rd Preparatory Survey

The Team explained that the purpose of the Survey is to explain and to consult with Tanzanian side on the components of the Draft Final Report.

(2) Coordination among relevant donors and agencies

The Team requested the Tanzanian side to ensure coordination among relevant donors and agencies for smooth implementation of the Project.

(3) Environmental and Social Considerations

- a) The Team requested the Tanzanian side to ensure access to the site and undertake expropriation if necessary in order to secure the project site.
- b) The Team requested the Tanzanian side to conduct the required environmental works, and obtain approval on environmental clearance for implementation of the Project
- c) The Tanzanian side agreed to comply with the JICA Guidelines for Environmental and Social Considerations (hereinafter referred to as "JICA Guidelines") as well as Tanzanian laws and regulations, and requested to prepare Environmental Checklist and Monitoring Form which are designated by JICA Guidelines for an outline design. The Tanzanian side agreed to make necessary arrangements with governmental organizations concerned in order to secure funding for and execution of the above environmental matters in a schedule as required for smooth execution of the Project.


(4) Counterpart Personnel

The Team requested the Tanzanian side that necessary number of counterpart personnel shall be assigned to the Team and necessary arrangements with related organizations be made during the Survey and implementing stage in Tanzania.

(5) Customs Duties and Tax Exemption

The Tanzanian side agreed that the Government of Tanzania shall take necessary arrangement for the exemption of all customs duties, tax, levies and duties incurred in Tanzania for the implementation of the Project.

(2)


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(6) Major Undertakings to be taken by the Tanzanian side

The Tanzanian side agreed to undertake the following particular items out of general undertakings described in Annex-4.

- a) To install 33kV feeder lines to connect Makuyuni substation and the existing 33kV distribution lines by the completion of the work by the Japanese side.
- b) To allocate a budget for the above mentioned work.
- c) To construct temporary roads necessary for the construction of 66kV transmission line between Kiyungi and Makuyuni (approx. 34km) by the commencement of the work by the Japanese side.
- d) To complete compensation for land owners necessary for the construction work by the Japanese side by the end of January 2011.
- e) To secure a storage yard with the area of 150m x 150m by the commencement of the work by the Japanese side.
- f) To remove obstacles from the Project sites such as obsolete reactors, outdoor cubicles and foundation at Kiyungi substation, trees, bush and crops on the way leave of transmission and distribution lines to be installed under the Project, etc. by the commencement of the work by the Japanese side.
- g) To procure and install OPGW (Optical Grounding Wire) for 66kV transmission line in a timely manner.

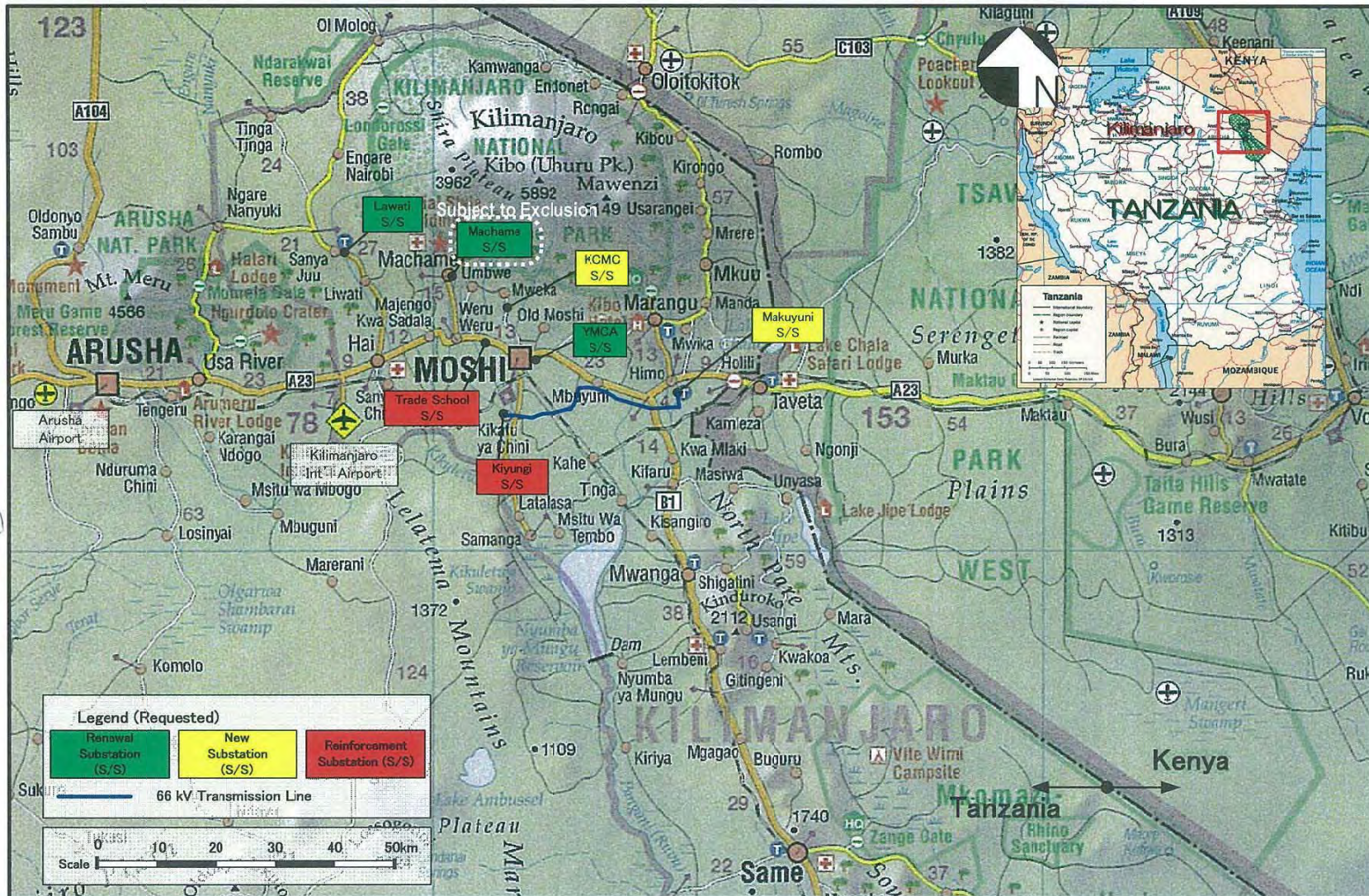
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- Annex-1 Project sites
Annex-2 Detailed Contents of Components to be Covered by the Project
Annex-3 Japan's Grant Aid Scheme
Annex-4 Major Undertakings to be taken by Each Government
Annex-5 Project Cost Estimation









Project Sites

Annex-1

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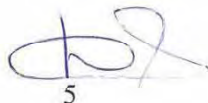
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Detailed Contents of Components to be Covered by the Project

- A. 33/11kV, 17MVA Transformer Substation at YMCA**
- a) 33kV Incoming switchgear panel with VCB (1 No.)
 - b) 33/11kV, 17MVA (ONAN) Transformer with On-load Tap-changer (1 No.)
 - c) 11kV switchgear panel (6 Nos.)
 - Transformer secondary (1 No.)
 - Line feeder (3 Nos.)
 - Station supply transformer (1 No.)
 - LV supply and control (1 No.)
 - d) 33kV Cable and end treatment material (1 Lot)
 - e) 11kV Cable and end treatment material (1 Lot)
 - f) Miscellaneous (1 Lot)
 - g) Civil and Installation work (1 Lot)
- B. 33/11kV, 10MVA Transformer Substation at Lawate**
- a) 33kV Incoming switchgear panel with VCB (1 No.)
 - b) 33/11kV, 10MVA Transformer with On-load Tap-changer (1 No.)
 - c) 11kV switchgear panel (6 Nos.)
 - Transformer secondary (1 No.)
 - Line feeder (3 Nos.)
 - Station supply transformer (1 No.)
 - LV supply and control (1 No.)
 - d) 33kV Cable and end treatment material (1 Lot)
 - e) 11kV Cable and end treatment material (1 Lot)
 - f) Miscellaneous (1 Lot)
 - g) Civil and Installation work (1 Lot)
- C. 33/11kV, 10MVA Transformer Substation at KCMC**
- a) 33kV incoming switchgear panel with VCB (3 Nos.)
 - b) 33/11kV, 10MVA Transformer with On-load Tap-changer (1 No.)
 - c) 11kV switchgear panel (6 Nos.)
 - Transformer secondary (1 No.)
 - Line feeder (3 Nos.)
 - Station supply transformer (1 No.)
 - LV supply and control (1 No.)
 - d) 33kV Cable and end treatment material (1 Lot)
 - e) 11kV Cable and end treatment material (1 Lot)
 - f) Miscellaneous (1 Lot)
 - g) Civil and Installation work (1 Lot)




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D. 33kV Outgoing bay at Trade School substation

- a) 33kV Outgoing switchgear panel with VCB (1 No.)
- b) 33kV Cable and end treatment material (1 Lot)
- c) Civil and Installation work (1 Lot)

E. Installation of 33kV distribution line from Trade School to KCMC (5 km)

F. 66/33kV, 20MVA Transformer Substation at Makuyuni

- a) 66kV Incoming line bay with GCB, etc. (1 Lot)
- b) 66kV Transformer bay (2 Lots)
- c) 66/33kV, 10MVA Transformer with On-load Tap-changer (2 Nos.)
- d) 33kV switchgear panel (7 Nos.)
 - Transformer secondary (2 Nos.)
 - Line feeder (4 Nos.)
 - Station supply transformer (1 No.)
- e) 66kV Control and protection panel (3 Nos.)
- f) 33kV Control and protection panel (6 Nos.)
- g) DC Supply Equipment (1 Set)
- h) 66kV Conductor (1 Lot)
- i) 33kV Cable and end treatment material (1 Lot)
- j) Miscellaneous (1 Lot)
- k) Civil, Building and Installation work (1 Lot)

Remarks: Excluding SCADA and data transfer system for Makuyuni substation

G. 66kV Outgoing bay at Kiyungi

- a) 66kV transmission line with GCB (1 Lot)
- b) 66kV Control panel (1 No.)
- c) Civil and Installation work (1 Lot)

H. Installation of New 66kV transmission line from Kiyungi to Makuyuni (34km)

I. Installation of 132/66kV, 20MVA transformer at Kiyungi substation

- a) 132/66kV, 20MVA transformer with On-load tap changer (1 No.)
- b) 132kV switch gear (1 Lot)
- c) 66kV switch gear (1 Lot)
- d) 66kV line switch (bus section) (1 Lot)
- e) 132kV Control and Protection panel (1 No.)
- f) 66kV Control and Protection panel (1 No.)
- g) Miscellaneous (1 Lot)
- h) Civil and Installation work (1 Lot)

(9)



J. 33/11kV, 10MVA Transformer Substation at Machame (subject to exclusion if required)

- a) 33kV Incoming switchgear panel with VCB (1 No.)
- b) 33/11kV, 10MVA Transformer with On-load Tap-changer (1 No.)
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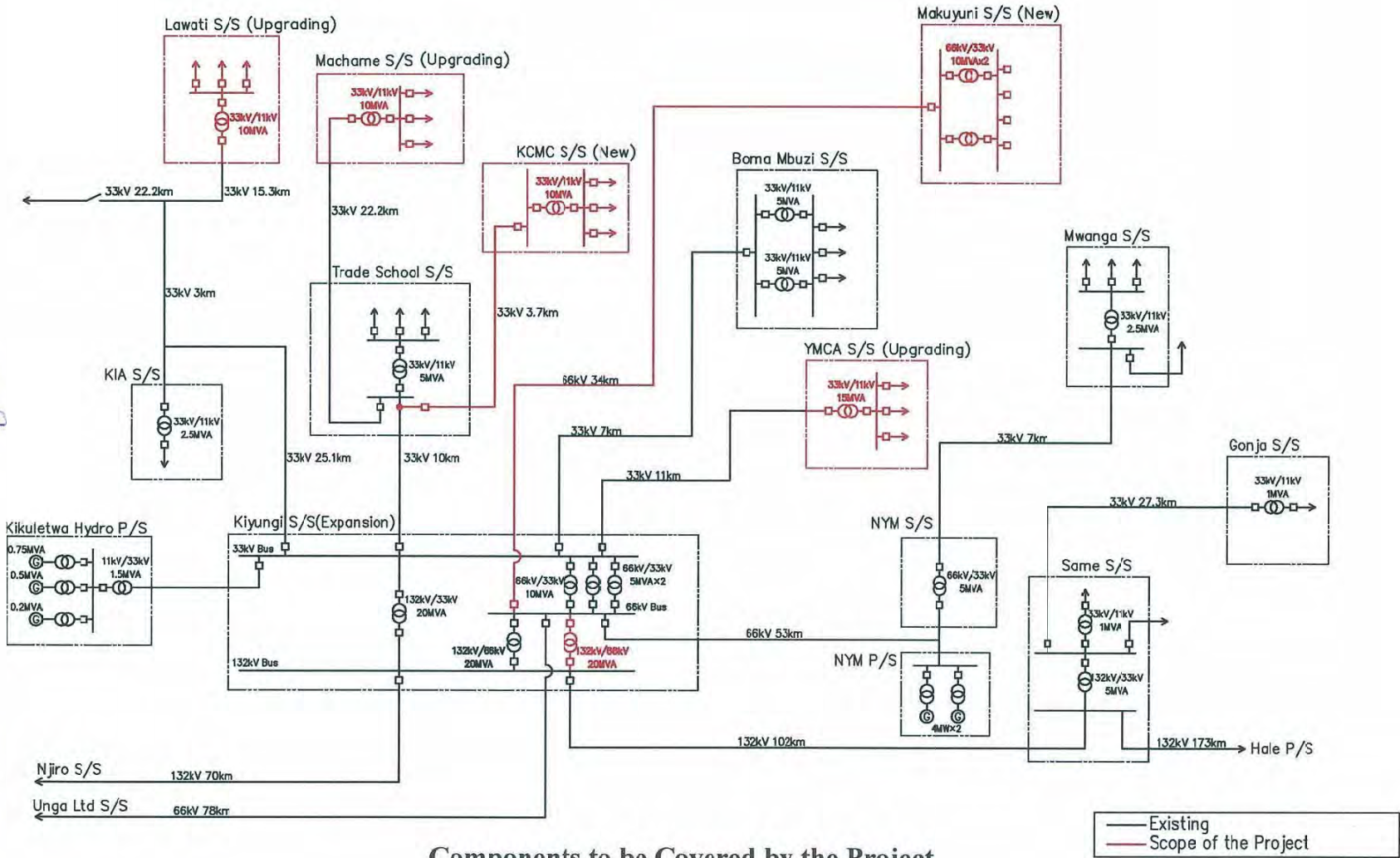
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(End)

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