

**IMPLEMENTING ENTITY
AGREEMENT**

By and between

MCA-Vanuatu

And

National Statistics Office

This IMPLEMENTING ENTITY AGREEMENT (the "Agreement") is made by and between MCA-Vanuatu, an independent unit established within the Ministry of Finance and Economic Management under the laws of the Republic of Vanuatu ("MCA-Vanuatu") on behalf of the Government of the Republic of Vanuatu (the "Government") and the National Statistics Office of the Ministry of Finance and Economic Management of the Republic of Vanuatu and (the "Implementing Entity") shall become effective as provided herein. MCA-Vanuatu and the implementing Entity are referred to herein individually as a "Party" and together as the "Parties".

RECITALS

WHEREAS, the Government entered into Millennium Challenge Compact with the United States of America, acting through the Millennium Challenge Corporation ("MCC"), signed on March 2, 2006 in Port Vila, Republic of Vanuatu, providing for a 5-year grant of up to US\$65.69 Million ("MCC Funding") to advance economic, growth and reduce poverty in Vanuatu (the "Compact");

WHEREAS, the Compact sets forth the terms and conditions on which MCC will provide MCC Funding to the Government to use to implement the program as described in the Compact ("Program") in the Republic of Vanuatu ("Vanuatu") and to achieve the compact Goal and Objective and, pursuant to the Compact;

WHEREAS, the Government has designated MCA-Vanuatu, on its behalf, to oversee and manage the implementation of the program;

WHEREAS, pursuant to the terms of the Compact, MCA-Vanuatu may provide MCC Funding, directly or indirectly, to one or more Government Affiliates to implement and carry out the Projects or any other activities to be carried out in furtherance of the Compact;

WHEREAS, pursuant to the terms of the Compact, MCA-Vanuatu may provide MCC Funding, directly or indirectly, to one or more Government Affiliates to implement and carry out the projects or any other activities to be carried out in the furtherance of the Compact;

WHEREAS, the Government desires that the Implementing Entity be appointed to undertake certain survey activities in connection with the Transport Infrastructure Project and the implementing Entity desires to assume the responsibility for undertaking such activities, and

WHEREAS, the compact provides that the Government shall ensure that MCA-Vanuatu enters into an agreement with each implementing entity, in form and substance satisfactory to MCC, that sets forth the roles and responsibilities of such implementing entity and other appropriate terms and conditions.