

MEMORANDUM OF UNDERSTANDING (MOU) between
L'Agence de promotion des Investissements Privés (APIP)
and
The Elite Coalition for African Project Delivery (ECAPD)

This is an agreement between "L'Agence de promotion des Investissements Privés", hereinafter called "APIP" at 252, rue KA 022 - BP: 2024, Boulbinet, Conakry (Republic de Guinea), represented by its general Director, M. Gabriel Curtis

And,

The Elite Coalition for African Project Delivery", hereinafter called "ECAPD" at 15224 E Progress Place, Aurora CO 80015, represented by its Executive Director, Kadiatou Konate.

I. PURPOSE & SCOPE

The purpose of this MOU is to clearly identify the roles and responsibilities of each party as they relate to a partnership intended to present the 2016 "Africa in the 21st" Inaugural Annual Conference to be held in Conakry, Guinea on December 7- 9, 2016. Through this year's theme: "**Effective Governance: The pathway to reducing investment risk and ensuring timely delivery of capital projects in sub-Saharan Africa**" ECAPD and APIP will provide a unique platform to discuss and assess the impact of Governance on Project Risk and Delivery across the continent.

In particular, this Conference is intended to:

1. **Engage** different stakeholder groups in identifying challenges and defining potential solutions that will impact Governance in Africa
2. **Discuss/Learn** through illustrative "case studies" about the "good" and "not so good" with relations to Country and Project Governance in Africa
3. **Review** best practices cases across the continent and evaluate ways to applies lessons learned
4. **Identify** hurdles to good governance and capital project delivery and define ways to overcome those hurdles



5. **Explore** approaches how we can more frequently achieve successful capital development, funding and delivery

II. BACKGROUND

Elite Coalition for African Project Delivery (ECAPD®) is a global "Not for Profit" entity established 2015 by a group of dedicated African professionals to **support sustainable economic development** initiatives in sub-Saharan Africa. Through our annual conference series "Africa in the 21st" the group intends to create a venue to discuss innovative ways to tackle challenges of capital projects and sustainable economic development in the areas of Energy, Agriculture, Mining, Infrastructure and Real Estate across sub-Saharan Africa.

The Conference will bring together high government officials and regulatory agents from Africa, investors, institutional organizations, policy makers and industry leaders from across the globe to collaboratively and openly discuss individual challenges faced by the continent with the goal to identify solutions and approach to address those challenges.

The 2016 Conference will also serve as a launch pad for the introduction of **ECAPD** to participants as well as for a discussion of our approach to project development. The strategy of ECAPD is focused on an almost exclusive reliance on the most skilled African professionals. We believe in early partnering with local regulatory and government authority, a strong presence "on the ground" during critical pre-funding phase and a strong emphasis on capacity building and knowledge transfer through hands-on "shadowing" programs during project development.

Furthermore, during the 2016 "Africa in the 21st" conference, APIP will present and lead a discussion about Guinea's overall economic environment and market attractiveness. APIP will also discuss tools, process and mechanism implemented by the agency and the government to facilitate investment, partner with the private sector and support development and delivery of capital projects.

III. APIP RESPONSIBILITIES UNDER THIS MOU

APIP shall undertake the following activities:

Identify the right contributors internally to cover during the conference the following areas:

- Coordinate the participation and involvement of relevant agencies in Guinea and high ranking government officials as required.
- Ensure approvals, if any required from Guinean authorities, are obtained for the organization of the conference.
- Work in collaboration with ECAPD to secure and coordinate a panel of subject matter experts and relevant individuals to lead discussions on the following topics

1. **Country governance:** case studies and example of successful approaches as well as approaches which have been less effective or are potentially detrimental to growth and economic development.
 2. **Project Governance :** Roles and responsibilities of regulatory authorities versus Project Owners (challenges and way forward)
- Present and lead a discussion on project pipeline in Guinea in the areas of Energy and Agriculture. This discussion should also specifically outline the resources available and needed to bring some of those key projects to life. Coordinate a panel discussion on capacity building needs in Guinea.

IV. ECAPD RESPONSIBILITIES UNDER THIS MOU

ECAPD shall undertake the following activities related to the organization of the conference:

- Coordinate all the planning and preparation for the event, including the engagement of an event management firm which will oversee logistics for the conference
- Coordinate sponsorship and funding for the conference
- Select and secure a venue
- Identification of external lecturers, subject matter experts and professional organization to prepare and deliver panel discussions and presentations on the following subjects:

Part I - Country Governance

- History of Governance in Africa and the key Governance challenges facing sub-Saharan African countries
- The impact of good and bad Governance on economic development, investment risk and project development in Sub-Saharan Africa
- Approaches to Governance: *case studies and example of successful approaches as well as approaches which have been less effective or are potentially detrimental to growth and economic development*
- The role of public institutions and how they can adopt Governance frameworks that support and enable demands placed on partners in the development and delivery of capital projects.

Part II - Project Governance

- Roles and responsibilities of regulatory authorities versus Project Owners (challenges and way forward) – *Case studies*

- Project governance framework in Africa - A discussion on various project governance framework used for capital projects in Africa: what has worked, what has not worked and what we should do
- Investment framework for Capital Project - define and discuss expectations from multiple points of view: Investors, Governments, Institutional organizations.

Part III – Our Approach

The Elite Coalition for African Project Delivery: Who we are? What we do? and “our approach” to Project Development in Sub-Saharan:

- Present overview of selected projects for ECAPD first development
- Discuss the project staffing and capacity building approach
- Discuss the potential impact of selected projects on local employment during development, constructions and post commissioning.

V. IT IS MUTUALLY UNDERSTOOD AND AGREED BY AND BETWEEN THE PARTIES THAT:

- Any modification or changes of the current MOU shall be formally agreed between both parties no later than 3 months prior to the conference date mentioned above.
- If either of the parties wishes to dissolve the partnership, a minimum of three months’ notice must be given in writing to the other party, with reasons for the termination.
- This MOU is not intended to be legally binding or to create legally enforceable rights between the Parties.
- The provisions of this MOU are subject to Guinean law.
- Any dispute concerning the subject matter of this document is to be settled by full and frank discussion and negotiation between the parties.

- VI. FUNDING

This MOU does not include the reimbursement of funds between the two parties as ECAPD coordinate directly all fundraising, sponsorships and other funding required for the successful

organization of the conference. ECAPD will also receive and manage all conference attendance fees paid by participants.

Any fees, donations and sponsorships funds, not used toward the organization of the conference, will be later applies as seed for pre-development funding of specific projects selected by ECAPD for development.

VII. EFFECTIVE DATE AND SIGNATURE

This MOU shall be effective upon the signature of APIP and ECAPD authorized officials. It shall be in force from May 15 2016 to December 31st 2016.

Signatures and dates

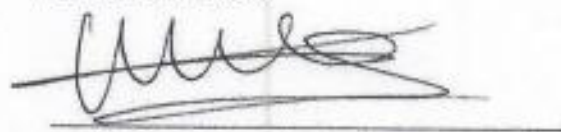
M. Gabriel Curtis



6/24/2016 Date



Kadiatou Konate



6/16/16 Date