

ROBERT J. SAUM
Regional Country Director
Europe and Central Asia Region

January 25, 2025

H.E. Sergii Marchenko
Minister
Ministry of Finance
12/2 Hrushevskoho
Kyiv, 01008
Ukraine

Re: IBRD Loan No. 8391-UA / CTF Loan No. TF017112
Second Urban Infrastructure Project
(Urban Infrastructure Project – 2)
Amendment No. 6 to the IBRD Loan Agreement
Amendment No. 5 to the CTF Loan Agreement

Excellency:

We refer to (a) the Loan Agreement (No. 8391-UA) between Ukraine (“Borrower”) and the International Bank for Reconstruction and Development (“Bank”), dated May 26, 2014 (“Loan Agreement”); and (b) the Clean Technology Fund Loan Agreement (TF017112) of the same date between the Bank and the Borrower (“CTF Loan Agreement”) for the above-mentioned Project, as amended; both, collectively, hereinafter referred as the “Agreements”. Please note that the capitalized terms used in this letter (“Amendment Letter”) and not defined herein have the meanings ascribed to them in the Agreements.

We also refer to a letter from the Deputy Minister of Finance of Ukraine, dated November 29, 2024, requesting the Bank to amend certain provisions of the Agreements.

We are pleased to inform you that the Bank agrees to your request and proposes to amend the Agreements as follows:

IBRD Loan No. 8391-UA / CTF Loan No. TF017112

1. The tables in Section IV.A.2 of Schedule 2 to the Agreements are hereby amended to read as set forth in the revised tables in Annexes 1 and 2 to this Amendment Letter.

IBRD Loan No. 8391-UA

2. The “Attachment 1 to Appendix” of the Loan Agreement No. 8391-UA is hereby amended to read as set forth in Annex 3 to this Amendment Letter.

Except as amended herein, all other provisions of the Agreements shall remain in full force and effect.

Please confirm the agreement of the Borrower to the amendments set out above by countersigning and dating the confirmation set forth below and returning one fully signed original of this Amendment Letter to us. One fully signed original should be retained by the Borrower. Upon receipt by the Bank of the copy of this Amendment Letter duly countersigned by the authorized representative of the Borrower; this Amendment Letter shall become effective as of the date of countersignature of this letter by the Borrower.

Very truly yours,

INTERNATIONAL BANK FOR RECONSTRUCTION AND DEVELOPMENT

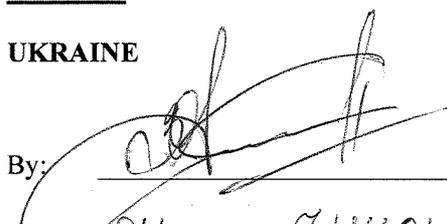
Yours sincerely,



Robert J. Saum
Regional Country Director
Europe and Central Asia Region

AGREED:

UKRAINE

By: 

Name: Olga ZYKOVA

Title: Deputy Minister of Finance of Ukraine

Date: January 28, 2025

IBRD Loan No. 8391-UA

“Category	Amount of the Loan Allocated (expressed in USD)	Percentage of Expenditures to be financed (inclusive of Taxes)
(1) Goods, works, non-consulting services, and consultants’ services for Part 1 of the Project to be implemented by:		
(a) Donetsk UC <i>(deleted per August 2016 amendment)</i>		
(b) Kharkiv UC	24,902,625.00	81.50%
(c) Kharkiv Waste Management UC	41,630,050.46	83.07%
(d) Kyiv UC	9,454,000.00	81.80%
(e) Kirovohrad UC	38,544,452.80	78.04%
(f) Ternopil UC	23,892,726.00	82.15%
(g) Zhytomyr UC	35,801,083.00	68.00%
(h) Vinnytsia UC	15,952,640.84	99.23%
(2) Goods, works, non-consulting services, and consultants’ services for Part 1 of the Project to be implemented by:		
(a) Kramatorsk UC	343,000.00	100%
(b) Kolomiya UC	3,092,250.00	100%
(c) Ivano-Frankivsk UC <i>(deleted per August 2016 amendment)</i>		
(d) Cherkasy UC	12,309,000.00	100%
(e) Novovolynsk UC	5,795,000.00	100%
(f) Chuguiv UC	0.00	100%
(3) Goods, works, non-consulting services, and consultants’ services for Parts 2 and 3 of the Project	6,315,000.00	100%
(4) Front-end Fee	750,000.00	Amount payable pursuant to Section 2.03 of this Agreement in accordance with Section 2.07 (b) of the General Conditions
(5) Interest Rate Cap or Interest Rate Collar premium	0.00	Amount due pursuant to Section 2.07(c) of this Agreement
(6) Unallocated	0.00	
(7) Emergency Expenditures under Part 4 of the Project		
(a) Zhytomyrvodokanal UC	2,116,683.00	100%
(b) Brovaryteplovodoeneria UC	1,578,275.00	100%
(c) Mykolaivvodokanal UC	4,324,518.66	100%

“Category	Amount of the Loan Allocated (expressed in USD)	Percentage of Expenditures to be financed (inclusive of Taxes)
(d) Mykolaivcomuntrans UC	4,306,418.06	100%
(e) Mykolaivoblteploenergo UC	2,052,194.28	100%
(f) Kremenchukvodokanal UC	1,937,846.00	100%
(g) Kherson WSS UC	5,339,345.00	100%
(h) Kharkivvski Teplovi merezhi UC	33,663,970.00	100%
(i) Shostka UC	1,000,000.00	100%
(j) Miskvodokanal Sumy UC	1,995,000.00	100%
Cancelled as of April 17, 2018	7,893,000.00	
Cancelled as of June 12, 2020	15,010,921.90	
TOTAL AMOUNT	<u>300,000,000.00”</u>	

CTF Loan No. TF017112

"Category	Amount of the Loan Allocated (expressed in USD)	Percentage of Expenditures to be financed (inclusive of Taxes)
(1) Goods, works, non-consulting services, and consultants' services for Part 1 of the Project to be implemented by:		
(a) Donetsk UC (deleted)	0.00	
(b) Kharkiv UC	5,651,675.00	18.50%
(c) Kharkiv Waste Management UC	8,486,440.91	16.93%
(d) Kyiv UC	2,103,000.00	18.20%
(e) Kirovograd UC	10,844,789.20	21.96%
(f) Ternopil UC	5,191,274.00	17.85%
(g) Zhytomyr UC	16,846,217.00	32.00%
(h) Vinnytsia UC	123,269.16	0.77%
(2) Management Fee	225,000.00	Amount payable pursuant to Section 2.04 of this Agreement in accordance with Section 4.01 (a) of the Standard Conditions
Cancelled as of June 12, 2020	528,334.73	
TOTAL AMOUNT	<u>50,000,000.00</u>	

“Attachment 1 to Appendix

Column 1	Column 2	Column 3
Acronym of Utility Company	Full Name of Utility Company	CERC Utility Company is established and operating pursuant to its Charter and Identification Number (also defined as Project Implementing Entity’s Legislation) as follows:
Zhytomyr UC	Utility Company “Zhytomyrvodokanal”	Charter approved by Decision of Zhytomyr City Council No. 441 dated August 30, 2012, with Identification No. 03344065.
Brovaryteplovodoenergia UC	Utility Company “Brovaryteplovodoenergia”	The charter approved by the decision of the Brovary city council of the Brovary district of the Kyiv region, No. 39-03-08 dated March 04, 2021, with Identification No. 13711949.
Mykolaivvodokanal UC	Utility Company “Mykolaivvodokanal”	The creation of CME Mykolaivvodokanal was approved by the Decision of Mykolaiv City Council No. 28/12 dated February 28, 2001; ID Code: 31448144; the current version of Statute approved by the Decision of the City Council on December 22, 2016, No. 13/7.
Mykolaivcomuntrans UC	Utility Company “Mykolaivcomuntrans”	The charter approved by the decision of the Mykolaiv City Council of the Mykolaiv Region No. 11/5 of October 21, 2021. Identification No. 32459822.
Mykolaivoblteploenergo UC	Utility Company “Mykolaivoblteploenergo”	Charter approved by Decision of Mykolaiv City Council No. 14/56 dated September 8, 2022, with Identification No. 31319242.
Kremenchukvodokanal UC	Utility Company “Kremenchukvodokanal”	Charter approved by Decision of Kremenchuk City Council of Kremenchuk district of Poltava region dated February 10, 2023, with Identification No. 03361655.
Kherson WSS UC	Utility Company “Production management department of the water supply and sewerage of Kherson city”	The charter approved by the decision of the Kherson city council of the Kherson district of the Kherson region, No. 315 dated May 20, 2021, with Identification No. 03355726.
Kharkivski Teplovi merezhi UC	Utility Company “Kharkivski Teplovi merezhi”	Established in 2021 with Identification No. 31557119 and belongs to the communal property of the Kharkiv territorial community in accordance with the Decision of the 16th session of the Kharkiv City Council of the 4th convocation dated

		September 24, 2003, with No. 191/03. Acts on the basis of the Charter as revision in 2021.
Shostka UC	Utility Company "Production Department of Water Supply and Sewerage"	Charter approved by the decision of the X session of the XXI convocation of the Shostka City Council of people's deputies of March 27, 1992. Acts based on the Charter in the redaction approved by the decision of the VIII session of the V convocation of the Shostka City Council of March 16, 2007, identification number 03352935.
Miskvodokanal Sumy UC	Utility Company "Miskvodokanal" of Sumy City Council	Charter approved by the decision of the Sumy City Council "On Amendments to the Charter of the Utility Company "Miskvodokanal" of Sumy City Council" dated January 25, 2023, No. 3480-MP, identification number 03352455."