

THE COMPANIES ACT, 2002

COMPANY LIMITED BY SHARES

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

**CARRIBEAN ENGINEERING AND
CONSTRUCTION CO. LIMITED**

Incorporated thisday of.....2011

**DRAWN BY:
FAUSTINE M. RUGE
(SUBSCRIBER)
P.O. BOX 10408
MUSOMA.**

THE COMPANIES ACT, 2002
COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION
OF

CARRIBEAN ENGINEERING AND CONSTRUCTION CO. LIMITED

1. The name of the company "CARRIBEAN ENGINEERING AND CONSTRUCTION CO. LIMITED".

2. The Registered office of the Company will be situated in Tanzania.

3. The objects for which the Company is established are:-

(a) To carry on the business of builders and civil contractors, engineers, founders, construct, maintain, repairs, pull down and restore either alone or jointly and establish jointly ventures with other companies, persons works or all descriptions including ginneries oil mills, textiles, factories, engines, roads, bridges, machineries and houses, offices, workshops, buildings and premises and any fixed or movable machineries, tools, plant, implements, patterns, stock-in-trade, patents and patent rights, technical know-how, goodwill liabilities and engagements of or connected with workshops.

(b) To build, construct, alter, improve, enlarge, repair, maintain, develop, demolish, remove or replace and to work, manage, carry out or control works of all descriptions, including but not limited to offices, factories, mills, warehouses, shops, stores, garages and other buildings, roads, machinery and plants, which may in the opinion of the Directors of the Company, be likely to advance directly or indirectly the Company's interests; to clear sites for the same; to contribute to, subsidize or otherwise assist in the building, construction, alternation, repair, improvement, enlargement, maintenance, development, demolition, removal, replacement, working, management, carrying out or control of the above.

(c) To engage and or carry on the business of general civil works, engineering, buildings, road constructions renovations, office partitioners, decoratories, maintainers of dilapidated buildings, plumbing, furniture manufactures, suppliers and exporters, residential and office furnishers and general to be designers and fabricators of all kinds of gadgets whatsoever, to be timber processors, sawmillers and suppliers of all kinds of timber to be hardware and building materials suppliers, manufactures of electrical equipments and suppliers.

(d) To carry on the business of building contractors, mansory and general construction contractors and among other things to construct, execute, carry out, equip, improve, work and advertise railways, tramways, docks harbours, sharves, canals, water-courses, irrigations, reclamations, sewage, drainage and other sanitary works, water, gas, electric and other supply works, houses building and erections of every kind.

(e) To carry on the business of Architectural work and technical drawings on building and contractors, masonry and general construction and were necessary to give consultation on the same. To provide consulting on estate plans, architecture, construction, soil testing, structural designs and engineering construction labour management.

- (j) To carry on business as general traders, importers and exporters of construction materials, building materials, hardware, bricks, tiles, corrugated iron, metal materials, machines and materials for road, rail making and other related equipments for building purposes of all kinds.
- (g) To establish workshops for training of heavy duty construction equipment handling and safety measures, hire of construction equipment, construction labour and general advisory services.
- (h) To carry on the business of management of all kind of construction works and construction management, property management, real estate and any related works thereto.
- (i) To carry on the business of real estate agents, property managers, and realty administrators of buildings, services of letting or valuation, builders, contractors for construction works, renovation, decoration and demolition and to purchase otherwise acquire land for houses, offices, workshops and building premises.
- (j) To carry on the business as traders, suppliers, general merchants, importers, exporters, stockists, wholesalers, retailers and dealers in all types of electrical goods, hardware, building materials, spare parts and maintenance, tyres, tubes, tools and accessories for all types of automotive, motor vehicles, scrapers, agricultural machinery, implements, equipment, all kinds of industrial projects machinery and equipment, timber, fishing gears, groceries, computers, office equipments, cooking oils, salts, foodstuffs, cosmetics, oils, paints, spirits sheets, hinges, screws, iron mongery, textiles piece goods, all types of leather goods, shoes, bags and other similar goods.
- (k) To carry on the business of importers, exports, general merchants, general store-keepers, universal providers, wholesale and/or retail traders, dealers of weighing scales, inkjet technology, moisture analysis, lab equipment, solar technology, hardware, piece wood, paints, glassware, crockery, cutlery, ironmongery, turners and other household fittings and requirements, other articles and commodities of personal, household use and consumption provisions, textiles, groceries, medicines, drugs, wines spirits, liquors, chemical, surgical, option photographic and other instruments, apparatus and materials, motor vehicles, automobiles and generally in all manufactured goods of all types and merchandise of all kinds.
- (l) To carry on the business of clearing and forwarding agents, commission agents, transporters, freighters, haulers, customs bonded warehouse and godown keepers, cargo and travel agents, insurance agents, tourist agents, manufacturers' representatives, road contractors, cargo superintendents, packers, machinery haulage specialists, warehousemen, engineers, electricians, motor cars, cabs, omnibus, lorries, oil tank and coach proprietors and transporters, civil transport contractor and transporters by any means of conveyance of people and goods in Tanzania and the neighboring countries and in such other place or places as may from time to time determined by the company, engage in and or otherwise carry on the business as transporters and transport agents, freight forwarders.
- (m) To carry on all or any of the business of transport, carriage and haulage contractors, owners and charter of road vehicles, aircraft and ships and boats of every description and carriers of goods and passenger by road, rail, water or air and to establish, acquire, maintain and operate transport service of every description both public and private and all services ancillary thereto and for such purposes or as independent undertakings to purchase, take in exchange, charter, hire, build, contract or otherwise acquire and to own, operate, work, manage, maintain, repair,

- (bb) To accept payment for any property or rights sold or otherwise disposed or dealt with by the company either in cash, by installment or otherwise or in fully or partly paid up shares of the company or corporation, with or without deferred or preferred or guaranteed rights.
- (cc) To carry any other trade or business whatever which can in the opinion of the Board of Directors be advantageously carried on by the Company in connection with the above business or the general business of the company.
- (dd) To act as agents for the sale and purchase of any stocks shares or securities or for any other monetary or mercantile transactions.
- (ee) To act as executors and trustees of wills and settlements made by customers and others and undertake and execute trusts of all kinds.
- (ff) To do all or any of the above things in any part of the world and either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others and either or through agents, sub-contractors, trustees and otherwise.
- (gg) To remunerate any person, firm or company rendering services to this company, whether by cash payments or by allotment to him or them of shares or securities of the Company credited and paid in full or in part, otherwise.
- (hh) To accept for safe custody and keep for customers of the company all kinds of securities valuables and things.
- (ii) To lend money on any terms that may thought fit, and particularly to customers or other person or corporations having dealing with societies and to give any guarantees that may be expedient.
- (jj) To advance money to shareholders in the company, and other to the purpose of enabling the person borrowing the same erect or purchase, or enlarge or repair any house or building or to purchase the fee simple or any less estate or interest in, or to take a demise for any term or terms of years of any freehold or leasehold property upon such terms and conditions as the company may think fit.
- (kk) To invest and deal with the moneys of the Company not immediately required, upon such securities and in such manner as may from time to time be determined.
- (ll) To distribute among the members in pieces any property of the company, or any proceeds of sale or disposal of any property of the company.
- (mm) To draw, make, accept, endorse, discount execute and issue promissory notes, bills of lading, warrants, debentures and negotiable or transferable instruments.
- (nn) To act as agents or brokers, and as trustees for any person firm or company, and to undertake and perform sub-contracts and also to act in any other business of the company through or by means of agents, brokers, sub-contractors or others.
- (oo) To obtain any provisional order, ordinance or act of Parliament for enabling the Company to carry any of it is objects into effect, or for affecting any modification of the Company's constitution, or any other purpose which may seem expedient, and to oppose any proceedings or applications which may seem calculated, directly or indirectly to prejudice the company's interest.

- (pp) To take or otherwise and hold shares in any other company having objects altogether or in part similar to this company, or carrying on any business capable of being conducted so as directly or indirectly to benefit the company.
- (qq) To transact or carry on all kinds of Agency business and in particular in relation to the investment of money, the sale of property, and the collection and receipt of money.
- (rr) To do all other things as may be deemed incidental or conducive to the entertainment of the objects or any of them.

And it is hereby declared that:-

The word "company" in this clause, except where used in reference to this Company, shall be deemed to include any partnership or other body of persons, whether corporate or incorporate, and whether domiciled in the United Republic of Tanzania or elsewhere.

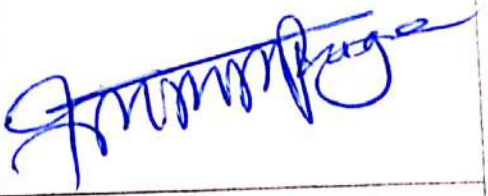

The object specified in each of the paragraphs of the paragraph of this clause shall be regarded as independent objects, and accordingly shall in no way be limited or restricted (except where otherwise expressed in such paragraphs) by reference to or inference from the terms of any other paragraph of the name of the Company but may be carried out in as full and ample a manner and construed in as wide a sense as if each of the said paragraph define the objects of the separate and distinct compound.

That the meaning of any general word or words in any paragraph of this clause shall not be restricted by being construed ejusdem generis with any particular word or words in the same paragraph.

4. The Liability of the Members is Limited.

5. The capital of the Company is Shillings 3,000,000/= divided into 100 shares of Shillings 10,000/= each. The Company shall have powers to increase its capital and to divide the shares in its capital for the time being into several classes of stock or shares and to attach thereto respectively such preferential, deferred or special rights, privileges, or conditions as may be determined by or in accordance with the Articles of Association of the Company.

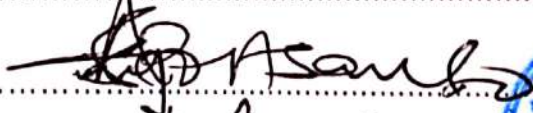
We, the several persons whose names and addresses are subscribed, are desirous of being formed into a company, in pursuance of this Memorandum of Association, and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names:

NAMES, ADDRESSES, AND DESCRIPTION OF SUBSCRIBERS	NUMBER OF SHARES TAKEN	SIGNATURE
FAUSTINE MARO RUGE P.O. BOX 10408 MUSOMA	70	
SANGI F.M. RUGE P.O. BOX 10408 MUSOMA	30	

Dated at Dsalaam this 9 day of August 2011

Witness to the above signatures

Name : Andrew Tawete

Signature : 

Postal Address : 62297 Dsalaam

Qualification : Advocate



THE COMPANIES ACT, 2002
COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION

GARRIBEN ENGINEERING AND CONSTRUCTION CO. LIMITED

INTERPRETATION

In these articles:-

"the Act" means the Companies Act;

"the articles" means the articles of the company;

"clear days" in relation to the period of a notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;

"the seal" means the Common Seal of the Company;

"Secretary" shall mean any person appointed to perform the duties of Secretary of the Company;

Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photograph, and other modes of representing or reproducing words in a visible form.

Unless the context otherwise requires, words or expressions contained in these articles shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these articles become binding on the company.

PRIVATE COMPANY

The company is a Private Company and accordingly:-

- (a) The right to transfer shares is restricted in manner hereinafter prescribed.
- (b) The number of members of the company (exclusive of persons who are in the employment of the company and persons who have been formerly in the employment of the company and persons who were while in such employment to be the member of the company) is limited fifty, provided that where two or more persons hold one or more shares in the company jointly they shall for the purpose of this regulation be tested as a single member.
- (c) Any invitation to the public to subscribe for any shares or debentures of the Company is prohibited.
- (d) The company shall not have power to issue share warrants to bearer.

MEMBERS

The number of members with which the company proposes to be registered is two but the directors may from time to time register an increase of members.

The subscribers to the memorandum of association and such other persons as the directors shall admit to membership shall be members of the company.

GENERAL MEETINGS

The Company shall in each year hold a general meeting as its annual general meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notice calling it; and not more than fifteen months shall elapse between the date of one annual general meeting of the company and that of the next.

Provided that so long as the company holds its first annual general meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The annual general meeting shall be held at such time and place, as the directors shall appoint.

All general meetings other than annual general meetings shall be called extraordinary general meetings.

The directors may, whenever they think fit, convene an extraordinary general meeting, and extraordinary general meetings shall also be convened on such requisition, or in default, may be convened by such requisitionists, as provided by section 133 of the Act. If at any time there are not within the Tanzania sufficient directors capable of acting to form a quorum, any director or any two members of the company may convene an extraordinary general meeting in the same manner as nearly as possible as that in which meeting may be convened by the directors.

NOTICE OF GENERAL MEETINGS

8. Every general meeting shall be called by twenty-one clear days' notice in writing at the least. The notice shall specify the place, the day and hour of meeting and, in case of special business, the general nature of that business:

Provided that a meeting of the company shall, notwithstanding that it is called by shorter notice than that specified in this article be deemed to have been duly called if it so agreed:-

- (a) in the case of a meeting called as the annual general meeting, by all the members entitled to attend and vote thereat; and
- (b) in the case of any other meeting, by a majority in number of the members having a right to attend and vote at the meeting, being a majority together representation not less than ninety – five percent of the total voting rights at that meeting of all the members.

9. Subject to the provisions of the articles, the notice shall be given to all the members, to all persons entitled to a share in consequence of the death or bankruptcy of a member and to the directors and auditors. The accidental omission to give notice of a meeting to, or the non receipt to notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

10. All business shall be deemed special that is transacted at an extraordinary general meeting, and also all that is transacted at an annual general meeting, with the exception of declaring a dividend, the consideration of the accounts, balance sheets, and the reports of the directors and auditors, the election in the place of those retiring and the appointment of, and the fixing of the remuneration of the auditors.

15. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting shall be entitled to a second or casting vote.

16. A poll demanded on the election of a chairman, or on a question of adjournment, shall be taken immediately. A poll demanded on any other question shall be taken either immediately or at such time as the chairman of the meeting directs, and any business other than upon which a poll has been demanded may be proceeded with pending the taking of the poll.

17. A resolution in writing executed by or on behalf of each member who would have been entitled to vote upon it if it had been proposed at a general meeting at which he was present shall have effect as if it had been passed at a general meeting duly convened and held, and consist of several instruments in the like form each executed by or on behalf of one or more member.

VOTE OF MEMBERS

18. Every member shall have one vote.

19. A member in respect of whose estate a manager has been appointed under section 26 of the Mental Diseases Act, may vote, whether on a show of hands or on a poll, by his said manager, and any such manager may, on a poll, vote by proxy.

20. No member shall be entitled to vote at any general meeting unless all moneys presently payable by him to the company have been paid.

21. On a poll votes may be given either personally or by proxy.

22. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorized in writing, or, if the appointer is a corporation, either under sea) or under the hand of an officer or attorney duly authorized. A proxy need not be a member of the company.

23. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the registered office of the company or at such other place within the Territory as is specified for that purpose in the notice convening the meeting, not less than 48 hours before the time for holding the meeting of adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.

24. An instrument appointing a proxy shall be in the following form or a form as near hereto as circumstances admit:-

"..... Limited
I/We of, being a member/ members of the above-named company, hereby appoint, of or failing him of, as my/our proxy to vote for me/us on my/or behalf at the {annual or extraordinary, as the case maybe} general meeting of the company to be held on the day of 201....., and at any adjournment thereof.

Signed day of, 201"

Where it is desired to afford members an opportunity of voting for or against a resolution the instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit:-

"..... Limited
I/We of Being a member/members of the
above named company, hereby appoint of of or
failing him of as my/our proxy to vote for me/us on
my/our behalf at the {annual or extraordinary, as the case may be} general meeting of the
company to be held on the day of 201..... and
at any adjournment thereof.

Signed day of, 201"

This form is to be used* in favour of/against the resolution. Unless otherwise instructed, the proxy will vote as he thinks fit.

*Strike out which ever is not desire"

- 29 The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
- 30 A vote given in accordance with the terms of an instrument of proxy, or poll demanded by proxy, or by the duly authorized representative of a corporation shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the company at its registered office (or at such other place at which the instrument of proxy was duly deposited) before the commencement of the meeting or adjourned meeting at which the proxy is used.

CORPORATIONS ACTING BY REPRESENTATION AT MEETINGS

31. Any corporation which is a member of the company may by resolution of its directors or other governing body authorize such person as it thinks fit to act as its representative at any meeting of the company, and the person so authorized shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual member of the company.

DIRECTORS

32. The Number of the directors and the names of the first directors shall be determined in writing by the subscribers of the memorandum of association or a majority of them and until such determination the signatories to the Memorandum of Association shall be the first directors. Unless otherwise determined by ordinary resolution, the number of directors shall not be subject to any maximum but shall be not less than two.
33. The following persons shall be first Directors to the Company:-
1. **FAUSTINE MARO RUGE**
 2. **SANGI F.M. RUGE**

34. The remuneration of the directors shall from time to time be determined by the Company in general meeting. Such remuneration shall be deemed to accrue from day to day. The directors shall also be paid all traveling, hotel and other expenses properly incurred by them in attending and returning from meetings of the directors or any committee of the directors or general meetings of the company or in connection with the business of the company.

BORROWING POWERS

35. The director may exercise all the powers of the company to borrow money, and to mortgage or charge its undertaking and property or any part thereof, and to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the company or any third party.

POWERS AND DUTIES OF DIRECTORS

36. Subject to the provisions of the Act, the memorandum and the articles and to any directions given by special resolution, the directors, who may exercise all the powers of the company, shall manage the business of the company. No alteration of the memorandum or articles and no such directions shall invalidate any prior act of the directors, which would otherwise have been valid. The powers given by this article shall not be limited by any special power given to the directors by the articles and a meeting of directors at which a quorum is present may exercise all powers exercisable by the directors.

37. The directors may by power of attorney appoint any person to be the attorney or agent of the company for such purposes and on such conditions as they determine, including authority for the attorney or agent to delegate all or any of his powers.

38. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as they case may be, in such manner as the directors shall from time to time by resolution determine,

39. The directors shall cause minutes to be made in books provided for the purpose:-

- (a) of all appointments of officers made by the directors;
- (b) of the names of the directors present at each meeting of the directors and of any committees of the directors;
- (c) of all resolutions and proceedings at all meetings of the company, and of the directors, and of committees of directors.

DISQUALIFICATION OF DIRECTORS

40. The office of director shall be vacated if the directors:-



- (a) Without the consent of the company in general meeting holds any other office of profit under the company; or
- (b) Becomes bankrupt or makes any arrangement or composition with his creditors generally; or
- (c) Ceases to be a director by virtue of any provision of the Act or becomes prohibited by law from being a director; or
- (d) Becomes of unsound mind; or
- (e) Resigns his office by notice in writing to the company; or
- (f) Is directly or indirectly interested in any contract with the company and fails to declare the nature of his interest in manner required by the Act

60. In accordance with section 164 of the Act, the copy of the company's annual accounts to be laid before the company in general meeting together with a copy of the directors' report and the auditors shall not less than twenty – one days before the date of the meeting be sent to every member of, and every holder of debentures of, the company. Provided that this regulation shall not require a copy of those documents to be sent to any person of whose address the company is not aware or to more than one of the joint holders of any debentures.

AUDIT

61. Auditors shall be appointed and their duties regulated in accordance with sections 170 to 179 of the Act.

62. Any notice to be given to or by any person pursuant to the articles shall be in writing except that a notice calling a meeting of directors need not be in writing. The company may give any notice to a member either personally or by sending it by post in a prepared envelope addressed to the member at his registered address, or by leaving it at that address. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying, and posting a letter containing the notice, and to have been effected at the expiration of seventy – two hours after the letter containing the same was posted. A member whose registered address is not within the Tanzania and who gives to the company an address within the Tanzania at which notices may be given him shall be entitled to have notices given to him at that address, but otherwise no such member shall be entitled to receive any notice from the company.

NAMES, ADDRESSES, AND DESCRIPTION OF SUBSCRIBERS	NUMBER OF SHARES TAKEN	SIGNATURE
FAUSTINE MARO RUGE P.O. BOX 10408 MUSOMA	70	
SANGI F.M. RUGE P.O. BOX 10408 MUSOMA	30	

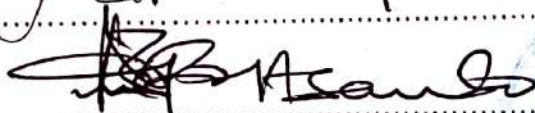
Dated at Dsalaam this 9 day of August 2011

Witness to the above signatures

Name :

Andrew Tumbete

Signature :



Postal Address :

62297 Dsalaam

Qualification :

Advocate



ILALA MUNICIPAL COUNCIL



INVITATION FOR QUOTATIONS

QUOTATION NO. LGA/015/IMC/2013/2014/ QTN/ W/48

FOR

**DRILLING AND DEVELOPMENT CONSTRUCTION OF 90M BOREHOLES AT
MWANAGATI- KITUNDA IN ILALA MUNICIPALITY**

JULY, 2014

ILALA MUNICIPAL COUNCIL

ALL COMMUNICATIONS TO BE ADDRESSED TO THE MUNICIPAL DIRECTOR

BOX NO. 20950
TEL.NA. 2128800/ 2128805



MUNICIPAL DIRECTOR'
OFFICE - ILALA

FAX NO. 2121486

INVITATION FOR QUOTATIONS QUOTATION NO. LGA/015/IMC/2013/2014/QTN/W/48

FOR DRILLING AND DEVELOPMENT CONSTRUCTION OF 90M BOREHOLES AT MWANAGATI – KITUNDA ILALA MUNICIPALITY

Date: 08th JULY, 2014

To: CARRISAN ENR
AND CONS. CO. LTD.

1. The ILALA MUNICIPAL COUNCIL has set aside funds during the financial year 2013/2014 towards the cost of construction in Ilala Municipality. It is intended that part of the proceeds of the fund will be used to cover eligible payments under the Contract for Drilling and Development Construction of 90m Boreholes at Mwanagati – Kitunda Ilala Municipality
2. You are hereby invited to submit your price quotation for executing the works as described in the Bills of Quantities (BoQs) as shown in Section II
3. All quotations in one original, properly filled in, and enclosed in plain envelopes marked Drilling and Development Construction of 90m Boreholes at Mwanagati – Kitunda Ilala Municipality Payment of a non-refundable fee of Tshs.50,000.00. Payment should be by Cash, payable to Ward Executive Officer-Kitunda. The document must be delivered to the address below
WARD EXECUTIVE OFFICE – KITUNDA
ILALA MUNICIPAL COUNCIL
P.O BOX 20950
DAR ES SALAAM
4. The deadline for submission of quotations is 10.00a.m on the 11th July 2014. Quotations will be opened promptly thereafter in public and in the presence of Tenderer's representatives who choose to attend in the opening at the office of Ward Executive Officer – Kitunda at 10.00a.m on the 11th July, 2014
5. Late quotations, portion of quotations, electronic quotations, quotations not received, quotations not opened at the quotation opening ceremony shall not be accepted for evaluation irrespective of the circumstances.

MUNICIPAL DIRECTOR
ILALA MUNICIPAL COUNCIL

ILALA MUNICIPAL COUNCIL



Contract No LGA/015/IMC/2013/2014/QTN/W/48

CONTRACT FOR WORKS

Between

THE ILALA MUNICIPAL COUNCIL

And

M/S CARRIBEAN ENGINEERING AND CONSTRUCTION CO.LTD

For

DRILLING AND DEVELOPMENT CONSTRUCTION OF 90M BOREHOLES AT
MWANAGATI-KITUNDA IN ILALA MUNICIPAL COUNCIL

Ilala Municipal Council
P.O Box 20950
Dar es Salaam

OCTOBER, 2014

A large, stylized handwritten signature in black ink is located in the bottom left corner of the page.

A smaller, more fluid handwritten signature in black ink is located in the bottom right corner of the page.

FORM OF AGREEMENT

AGREEMENT is made this 14 day of NOVEMBER, 2014

Between

DAR ES SALAAM MUNICIPAL COUNCIL, a Local Government Authority established under the Local Government (Urban Authorities) Act, 1982 [Cap.288 R.E 2002] of P.O. Box 20950 DAR ES SALAAM (hereinafter referred to as the 'Employer') on the one part

And

CARRIBEAN ENGINEERING AND CONSTRUCTION COMPANY LTD of P.O. Box 76893, DAR ES SALAAM, TANZANIA (hereinafter called the "Contractor") on the other

WHEREAS the Employer invited bids for **Drilling and Development Construction of 90m boreholes at Mwanagati - Kitunda** (hereinafter called the works) and has accepted a bid by the Contractor for works in the sum of **Tanzania shillings Eighteen million Six Hundred Twenty thousand Only (Tsh 18,620,000.00)**.

IN WITNESS WHEREOF, THE PARTIES HAVE SIGNED AND AFFIXED THEIR SEALS AND HANDS ON THIS AGREEMENT WITNESSES as follows:-

1. In this Agreement words and expressions shall have the same meanings as are respectively assigned to them in the Conditions of Contract hereinafter referred to and;
2. The following documents shall be deemed to form and be read and construed as part of this Agreement, viz: -

1. Form of Agreement;
2. Letter of Acceptance;
3. Quotation Submission Form
4. Contract Data
5. General Conditions of Contract
6. Specifications
7. Drawings
8. Priced Bill of Quantities
9. Any other document forming part of the contract (Minutes of clarifications, anti-bribery memorandum)

3. All aforesaid documents are hereinafter referred to as "the Contract" and shall be taken as complementary and mutually explanatory of one another but in

case of ambiguities or discrepancies, precedence shall be taken in the order set out above.

In consideration of the payments to be made by the Employer to the Contractor as hereinafter mentioned, the Contractor hereby covenants with the Employer to execute and complete the Works within a contract period of **Two (2) Weeks** of the calendar days and remedy any defect therein in conformity and in all respects with the provisions of the Contract.

The Employer hereby covenants to pay the Contractor in consideration of the execution and completion of the Works and the remedying of defects therein the Sum of **Tanzania shillings Eighteen million Six Hundred Twenty thousand Only (Tsh 18,620,000.00)**, hereinafter referred as "Contract price" at the times and in such manner prescribed by the Contract.

WITNESS whereof, the parties hereto have caused this contract to be signed in their own names as of the day and year first above written.

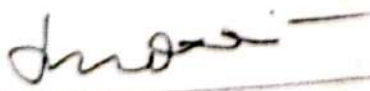
MADE WITH THE COMMON SEAL OF THE ILALA MUNICIPAL COUNCIL THIS
DAY OF November 2014

Signature of:



Jerry W. Silaa
WORSHIP MAYOR

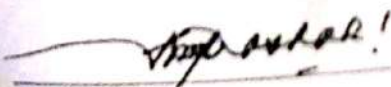
Signature:



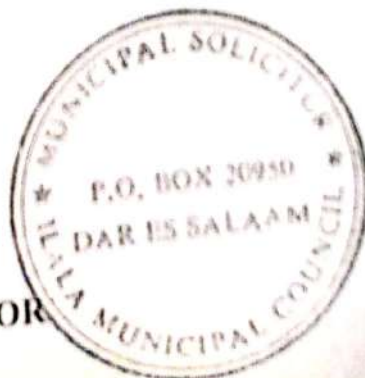
Isaya M. Mngurumi
MUNICIPAL DIRECTOR

Witness:

Signature:




Mashauri Musimu
AG. MUNICIPAL SOLICITOR




LED WITH THE COMMON SEAL OF M/s CARRIBEAN ENGINEERING AND
STRUCTION COMPANY LTD
S 14..... DAY OF NOVEMBER 2014

Presence of:

Signature:
Name:
Title:


SAMIR PATEL
MANAGING DIRECTOR

CARRIBEAN ENGINEERING AND CONSTRUCTION CO. LTD.
P. O. BOX 76893
DAR ES SALAAM

~~~~
Devis - D. Nainandu
Engineer / CAD.

ILALA MUNICIPAL COUNCIL

ALL COMMUNICATIONS TO BE ADDRESSED TO THE MUNICIPAL DIRECTOR

Box No.
Phone No.
Fax No.

20950
2128800
2128805
2121486



MUNICIPAL DIRECTOR'S
1 MISSION STREET
P.O. BOX 20950
11883 - DAR ES SALAAM

Ref.No: IMC/BOL.7/1/3

23rd September, 2014

Letter of Acceptance

To: M/S Carribean Engineering and Construction Co. Ltd,
P.O. Box 76893,
DAR ES SALAAM.

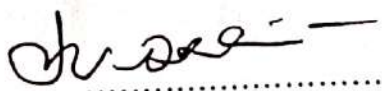
Re: AWARD OF CONTRACT NO. LGA/015/IMC/2013/2014/QTN/W/48 FOR
DRILLING AND DEVELOPMENT CONSTRUCTION OF 90M
BOREHOLES AT MWANAGATI - KITUNDA IN ILALA MUNICIPALITY

This is to notify you that your Bid dated 11/07/2014 for drilling and development construction of 90m boreholes at Mwanagati - Kitunda in Ilala Municipality for the Contract price of Eight Million Six Hundred Two Thousand Only (18,620,000.00) VAT inclusive Tanzanian Shillings for the period of two weeks is hereby accepted by Ilala Municipal Council.

You are required to sign contract agreement within 28 days and commence the work within seven (7) days from the date of signing the contract.

Authorized Signature.....

Name and Title of Signatory:


Isaya M. Mngurumi
Municipal Director
Ilala Municipal Council

Copy: Municipal Water Engineer
Ilala Municipal Council.

Municipal Treasurer,
Ilala Municipal Council.

Municipal Solicitor
Ilala Municipal Council.