

No. 54496*

**South Africa
and
Benin**

Memorandum of Understanding between the Government of the Republic of South Africa and the Government of the Republic of Benin in respect of the project of construction and development of the International Airport of Glo-Djigbé. Cotonou, 3 July 2015

Entry into force: *3 July 2015 by signature, in accordance with article 11*

Authentic texts: *English and French*

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**Afrique du Sud
et
Bénin**

Mémorandum d'entente entre le Gouvernement de la République du Bénin et le Gouvernement de la République d'Afrique du Sud concernant le projet de construction et d'aménagement de l'aéroport international de Glo-Djigbé. Cotonou, 3 juillet 2015

Entrée en vigueur : *3 juillet 2015 par signature, conformément à l'article 11*

Textes authentiques : *anglais et français*

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MEMORANDUM OF UNDERSTANDING

BETWEEN

**THE GOVERNMENT OF THE REPUBLIC OF
SOUTH AFRICA**

AND

**THE GOVERNMENT OF THE REPUBLIC OF
BENIN**

IN RESPECT OF

**THE PROJECT OF CONSTRUCTION AND DEVELOPMENT
OF THE INTERNATIONAL AIRPORT OF GLO-DJIGBE**

PREAMBLE

The Government of the Republic of South Africa and the Government of the Republic of Benin (hereinafter jointly referred to as the “Parties” and in the singular as a “Party”)

ACKNOWLEDGING that the Parties would like to cooperate in a project for the development of the International Airport of Glo-Djigbé;

RECOGNISING the potential benefits of this Project for the Beninese people and the interest it represents for the cooperation between the Republic of South Africa and the Republic of Benin;

RECOGNISING that the Parties intend to play a substantial and determinant role to enable the development of the Project, with the expectation that Airports Company South Africa SOC Limited will play a leading role in the completion of the Project, working with the Government of the Republic of South Africa, pursuant to definitive agreements to be concluded in relation to the Project.

NOTING that the Parties require investments and the provision of various services in relation to the Project through the various participants (or their affiliates), all as may be agreed from time to time;

NOTING FURTHER that the Government of the Republic of Benin will award a concession to and in favour of a company to be established for the funding and development of the New Glo-Djigbé Airport, and for the operation, management and provision of services related to the New Glo-Djigbé Airport for a period of at least 20 (twenty) years.

ACKNOWLEDGING that the Parties support Airports Company South Africa SOC Limited and all service providers and funders in their efforts to accelerate the airport’s construction works, to develop and manage the Project;

HEREBY AGREE as follows:

ARTICLE 1
DEFINITIONS

For the purposes of this Memorandum of Understanding, unless the context otherwise requires-

“ACSA”	means the Airports Company South Africa SOC Limited, a company incorporated in accordance with the domestic law of South Africa;
“Airport”	means the new greenfield Glo-Gjibe airport which shall be approximately 40km (forty kilometres) away from the existing airport;
“Aviation Facilities”	means the development and completion of the airport, including all aspects relating to the project;
“Benin”	means the Government of the Republic of Benin, as may be constituted from time to time;
“business day”	means any day other than a Saturday, Sunday or statutory holiday in the Republic of South Africa or the Republic of Benin;
“Concession”	means the duly authorised award by the Government of the Republic of Benin of a concession to and in favour of a company to be established for the funding and development, maintenance and operation of the Glo-Djigbé Airport Facilities for the duration of the Concessionary Period;
“Concessionary Period”	means a minimum period of 20 (twenty) years following completion of the Airport building as detailed in the definitive agreements to be concluded between both Parties;
“DOT”	means the Department of Transport of the Republic of South Africa;

“Funding Participants”	means the private financial entities in the who will participate in the implementation of the Project by assisting with facilitating the mobilisation of financial resources;
“Implementation Agreement”	means an agreement to be concluded between both parties and/or the Competent Authorities, and shall include the principal terms and shall, among other things : – <ol style="list-style-type: none">a. affirm the joint commitment of the Parties to the Project;b. create an enabling environment and necessary framework for the implementation of the Project;c. include defined milestones for the implementation of the Project following the Pre-feasibility Studies;d. set out the roles and responsibilities of the Participants in the Project;e. provide guidelines and mechanisms to be employed to expedite decisions that are required in order to facilitate the implementation of the Project; andf. set out the key principles as mutually agreed between the Parties.
“Memorandum”	means this Memorandum of Understanding as may be amended or varied from time to time and includes its annexures (if any) which shall form part of it;
“MTPT”	means the Ministry of Public Works and Transport of Benin, (MTPT)
“Participants”	means the entities in the Republic of South Africa who shall take part in the implementation of the Project and includes the