

United Nations Development Programme (UNDP)

For the Benefit of the Republic of Yemen Third Additional Financing for the Yemen Emergency Social Protection Enhancement and COVID-19 Response Project (ESPECRP) (P173582)

Additional Financing (P177020)
Second Additional Financing (P180358)
Third Additional Financing (P181468)

ENVIRONMENTAL AND SOCIAL COMMITMENT PLAN (ESCP)

Negotiation Version
7 February 2024

ENVIRONMENTAL AND SOCIAL COMMITMENT PLAN

1. The United Nations Development Program (“UNDP”) (“Recipient”) (for the benefit of the Republic of Yemen), will implement the Third Additional Financing of the Emergency Social Protection Enhancement and COVID-19 Response Project (ESPECRP) (“the Project”) (for the benefit of the Republic of Yemen), with the involvement of the following implementing partners (IPs): the Yemen Social Fund for Development (SFD), the Public Works Project (PWP), and the Small and Micro Enterprise Promotion Service (SMEPs). The International Development Association (“the Association”) has agreed to provide the original financing (P173582), additional financing (P177020) (AF1), second additional financing (P180358) (AF2), and the third additional financing (P181146) (AF3) for the Project as set out in subsequent AF agreements. This ESCP shall apply to the original financing of the Project and additional activities under the Project.
2. The Recipient shall ensure that the Project is carried out in accordance with the Environmental and Social Standards (ESSs) and this Environmental and Social Commitment Plan (ESCP), in a manner acceptable to the Association. The ESCP is a part of the Financing Agreement for the Project for the Third Additional Financing (hereinafter referred to as “AF3”). Unless otherwise defined in this ESCP, capitalized terms used in this ESCP have the meanings ascribed to them in the referred agreements.
3. Without limitation to the foregoing, this ESCP sets out material measures and actions that the Recipient shall carry out or cause to be carried out, including, as applicable, the timeframes of the actions and measures, institutional, staffing, training, monitoring and reporting arrangements, and grievance management. The Recipient is responsible for compliance with all ESCP requirements even where implementation of specific measures and actions is conducted by Implementing Partners (IPs). The Recipients shall require IPs to implement measures and actions specified in ESCP and ESF through their contractual relationship with the IPs, monitoring of IPs’ compliance, reporting to the Association, and cooperation with the IPs to remedy any instances of non-compliance identified. The ESCP also sets out the environmental and social (E&S) instruments that shall be adopted and implemented under the Project, which shall be subject to prior consultation, consistent with the ESS, and in form and substance, and in a manner acceptable to the Association. Once adopted, said E&S instruments will be disclosed as per the ESCP requirements and may be revised from time to time with prior written agreement by the Association.
4. As agreed by the Association and the Recipient, this ESCP will be revised from time to time if necessary during Project implementation, to reflect adaptive management of Project changes and unforeseen circumstances or in response to Project performance. In such circumstances, the Recipient, UNDP, and the Association will agree to update the ESCP through an exchange of letters signed between the Association and the Recipient, the Resident Representative. The Recipient shall promptly disclose the updated ESCP.

MATERIAL MEASURES AND ACTIONS		TIMEFRAME	RESPONSIBLE ENTITY/AUTHORITY
MONITORING AND REPORTING			
A	<p>REGULAR REPORTING</p> <p>Prepare and submit to the Association regular monitoring reports on the environmental, social, health and safety (ESHS) performance of the Project, including but not limited to the implementation of the ESCP, status of preparation and implementation of environmental and social (E&S) instruments required under the ESCP, stakeholder engagement activities, functioning of the grievance mechanism(s) mitigation measures and other ES aspects as agreed with the Association.</p>	<p>Starting from the effectiveness date of subsequent Additional Financings, UNDP shall consolidate monitoring feedback from SFD, SMEPs and PWP every six months during the Project's implementation and submit updates to the Association in the Project's narrative progress reports.</p>	<p>UNDP (with SFD, SMEPs and PWP responsibilities defined in their respective subsidiary agreements)</p>
B	<p>INCIDENTS AND ACCIDENTS</p> <p>Promptly notify the Association of any incident or accident related to the Project which has, or is likely to have, a significant adverse effect on the environment, the affected communities, the public or workers, including, inter alia, cases of sexual exploitation and abuse (SEA), sexual harassment (SH), and accidents that result in death, serious or multiple injury.</p> <p>Provide sufficient details regarding the scope, severity, and possible causes of the incident or accident, indicating immediate measures taken or that are planned to be taken to address it, and any information provided by any contractor and/or supervising firm, as appropriate. Subsequently, at the Association's request, prepare a detailed report on the incident or accident and propose any measures to prevent its recurrence.</p>	<p>Notify the Association no later than 48 hours after learning of the incident or accident, and no later than 24 hours for fatalities and SEA/SH incidents.</p> <p>Provide a subsequent report to the Association within a timeframe acceptable to the Association</p>	<p>UNDP (With SFD, SMEPs and PWP responsibilities defined in their respective subsidiary agreements)</p>

MATERIAL MEASURES AND ACTIONS		TIMEFRAME	RESPONSIBLE ENTITY/AUTHORITY
C	<p>CONTRACTORS IMPLEMENTING PROGRESS REPORTS</p> <p>The bidding documents shall include the requirements for the contractor to manage ESHS risks, security risks, SEA/SH risks and security issues during the construction activities. The contractor shall regularly submit monitoring reports to the implementing agencies during operations. The implementing agencies will consolidate and submit these reports to the Association. These requirements include, but not limited, the following:</p> <ul style="list-style-type: none"> • The Contractor/Bidder shall propose an Environmental, Social, Health and Safety (ESHS) Specialist as the Contractor's Key Personnel at the Site. • All Contractors/Bidders shall submit the Code of Conduct (CoC) that will apply to the Contractor's employees and subcontractors. 	<p>The contractors shall propose an ESHS, Prior to implementation at worksites.</p> <p>Regular monitoring to the implementing agencies at a frequency as defined in their contracts; the IPs will consolidate these reports every six months and submit them to the Association in conjunction with the project progress reports throughout Project Implementation and within (30) thirty days from contract signing, or upon request of the Association.</p>	<p>UNDP (with SFD, SMEPs, and PWP responsibilities defined in their respective subsidiary agreements)</p>
ESS 1: ASSESSMENT AND MANAGEMENT OF ENVIRONMENTAL AND SOCIAL RISKS AND IMPACTS			
1.1	<p>ORGANIZATIONAL STRUCTURE</p> <p>Maintain the Coordination Unit as established under the Parent Project with qualified staff and resources to support the management of environmental and social risks and impacts of the Project and reflect it in the final ESMF.</p> <p>UNDP shall maintain environmental and social staff and resources mobilized under the Parent Project, including environmental, social, gender-based violence (GBV) and OHS specialists.</p> <p>UNDP shall ensure that the IPs will each maintain their environmental, social, GBV staff and mobilize other necessary E&S specialists under the project when necessary.</p>	<p>Throughout project implementation</p> <p>E&S specialists shall be maintained by UNDP throughout Project implementation.</p>	<p>UNDP</p>

MATERIAL MEASURES AND ACTIONS		TIMEFRAME	RESPONSIBLE ENTITY/AUTHORITY
1.2	<p>ENVIRONMENTAL AND SOCIAL ASSESSMENT</p> <p>Update, disclose, adopt and implement the Environmental and Social Management Framework (ESMF), which shall include provisions on Occupational Health and Safety (OHS), labor management, ESHS risks, and SEA/SH, and the exclusion list in accordance with ESS1.</p> <p>The updated ESMF will also include a Toolkit for the screening of risks associated with cash transfers (CT) under Part 2, Geo-focused bundles to reduce food insecurity and malnutrition: (a) Subcomponent 2.1, Cash for Nutrition (CfN); (b) Subcomponent 2.2, Cash for Work (CfW); (c) Subcomponent 2.3, Community assets; and (d) Subcomponent 2.4, Economic opportunities and food market resilience.</p> <p>Furthermore, the ESMF will include a process and structure for Environmental and social due diligence -including screening- and supervision of the micro-finance institutions (MFIs) in a manner acceptable to the Association.</p>	<p>UNDP shall update, disclose and implement the existing project ESMF and OHS Framework within two months after the Effective Date of subsequent additional financing . In the interim, the ESMF for the Parent Project and additional financings shall be implemented for the activities that were already covered under (P177020), AF1 (P180358), and AF2(P181468).</p> <p>The ESMF and OHS Framework shall be updated and disclosed prior to the carrying out of any additional activities to be financed by the additional funding,</p>	UNDP (with SFD, SMEPs and PWP responsibilities defined in their respective subsidiary agreements)
1.3	<p>MANAGEMENT TOOLS AND INSTRUMENTS</p> <p>Prepare, disclose, adopt, and implement any environmental and social assessments and management plans or other instruments required, in accordance with the ESSs and the ESMF.</p>	<p>Plans or instruments to be prepared and implemented immediately after selecting/approving subprojects and prior to the carrying out any project activity.</p> <p>No disbursement will be undertaken under Part 2 of the Project until site-specific ESMPs/Environmental and Social Action Plans (ESAP)/Environmental and Social Risk Assessment and Clauses (ESRAAC) instruments are prepared, disclosed, and adopted.</p>	UNDP (with SFD, SMEPs and PWP responsibilities defined in their respective subsidiary agreements)

MATERIAL MEASURES AND ACTIONS	TIMEFRAME	RESPONSIBLE ENTITY/AUTHORITY
<p>1.4 MANAGEMENT OF CONTRACTORS</p> <p>Ensure that the relevant environmental and social requirements are incorporated into the project tender and contractual documents, and reflected in the Contractor’s ESMP (C-ESMP).</p> <p>The contractor’s ESMP/ ESAP/ESRAAC should include the following key obligations:</p> <ul style="list-style-type: none"> • Specific SEA/SH actions, Labor Management plans, ESHS specifications and waste management, the EHSOs and other relevant GIIP; a security management measures for their staff and equipment. • Environmental, Social, Health and Safety (ESHS) focal points stationed as the Contractor’s Key Personnel at the Site • Develop and enforce Code of Conduct (CoC) for all Contractor’s employees and subcontractors • Non-compliance remedy for possible E&S violation in the contract with contractors/subcontractors <p>Ensure thereafter that contractors comply with the above during their contract execution.</p>	<p>Prior to launching the procurement process for the Cash for Work, community contracting and Community Assets activities and thereafter supervise contractors throughout the carrying out of such activities.</p>	<p>UNDP (with SFD, SMEPs and PWP responsibilities defined in their respective subsidiary agreements)</p>

MATERIAL MEASURES AND ACTIONS		TIMEFRAME	RESPONSIBLE ENTITY/AUTHORITY
1.5	<p>EXCLUSION</p> <p>The following types of activities will be ineligible for financing under the Project:</p> <ul style="list-style-type: none"> • Activities that may cause long term, permanent and/or irreversible adverse impacts (e.g., loss of major natural habitat) • Activities that may have significant adverse social impacts and may give rise to significant social conflict • Activities that may affect lands or other vulnerable minorities • Activities, including new constructions or expansions, that may involve, physical relocation or adverse impacts on cultural heritage • New construction or expansions that may involve permanent resettlement or land acquisition • Activities that have high probability of causing serious adverse effects to human health and/or the environment (unrelated to the treatment of COVID-19 cases) • All the other excluded activities set out in the ESMF of the Project. 	During the assessment process conducted under action 1.2. above.	UNDP
ESS 2: LABOR AND WORKING CONDITIONS			

MATERIAL MEASURES AND ACTIONS		TIMEFRAME	RESPONSIBLE ENTITY/AUTHORITY
2.1	<p>LABOR MANAGEMENT PROCEDURES</p> <p>The project shall be carried out in accordance with the applicable requirements of ESS2. The IPs will implement labor management procedures following the national labor regulations and ESS 2 for the hiring of project workers including contractor’s workers and community workers. The procedures will include terms and conditions of employment including hours of work, wages, overtime, compensation and benefits, holidays, leaves, etc. The procedures will set out measures to prevent and address harassment, intimidation and/or exploitation.</p> <p>UNDP shall update and enforce the Labor Management Procedures (LMP) of the Parent Project and consistent with ESS2. All project workers will sign a Code of Conduct (CoC).</p> <p>The Recipients shall require all MFIs to prepare and implement Labor Management Procedures for their own workforce in accordance with ESS2 including Occupational Health and Safety (OHS) measures and grievance mechanisms for their own workforce.</p>	<p>LMP shall be updated and disclosed prior to carrying out of any additional activities to be financed by the additional funding and enforced throughout project implementation. In the meantime, the Parent Project and Additional Financing LMP will continue to be implemented until the revised version is in place.</p>	<p>UNDP (with SFD, SMEPs and PWP responsibilities defined in their respective subsidiary agreements)</p>
2.2	<p>GRIEVANCE MECHANISM FOR PROJECT WORKERS</p> <p>The grievance mechanism required under ESS2 shall be described in the LMP to be updated. The Recipients shall require the IPs to maintain and operate the grievance mechanism already established for Project workers, as described in the LMP and consistent with ESS2.</p>	<p>The GM shall continue to be operational prior to the hiring of any project workers and maintained throughout project implementation.</p>	<p>UNDP (UNDP, with SFD and PWP responsibilities defined in their respective subsidiary agreements)</p>

MATERIAL MEASURES AND ACTIONS	TIMEFRAME	RESPONSIBLE ENTITY/AUTHORITY
<p>2.3 OCCUPATIONAL HEALTH AND SAFETY (OHS) MEASURES Adopt and implement occupational, health and safety (OHS) measures as described in the ESMF. In addition, the IPs will develop and implement (prior to the commencements of any construction work) a specific OHS management plan and will perform safety audits and site visits to be carried out monthly.</p> <p>The IPs will also:</p> <ul style="list-style-type: none"> • Ensure that an appropriate level of management and resources are in place to comply with the occupational health and safety requirements, including the free distribution of PPEs • Provide visible commitment and leadership to occupational health and safety • Provide insurance coverage for project workers • Identify and evaluate risks and normalize the activities (rules, instructions, and procedures) • Analyze all incidents and accidents • Evaluate the indicators of OHS performance • Carry out internal audits of OHS management systems (MS) • Evaluate OHS training requirements • Carry out the medical follow-up of the workers 	<p>Daily implementation of OHS measures.</p> <p>Monitoring and implementation of OHS measures and monthly safety inspections throughout the project.</p> <p>Contractor's OHS requirements to be incorporated into the contracts as part of the bidding documents.</p>	<p>UNDP (with SFD, SMEPs and PWP responsibilities defined in their respective subsidiary agreements)</p>
<p>2.4 PROJECT WORKERS TRAINING: The IPs shall provide training to all their project workers, prior to any activity or site work, on basic ESHS risks associated with the proposed activities and construction works and the workers' responsibility. Site specific ESMP/ESAP/ESRAAC to include weekly Toolbox meetings at the work sites.</p> <p>Site engineers will provide a weekly or ad-hoc (if and when required) toolbox talks and/or meetings with the construction workers on ESHS risks associated with the construction activities, which have been executed during the past week and for those which are foreseen to be carried out during the next week.</p>	<p>The training program shall start prior to implementation at the worksites and occur on a monthly basis.</p>	<p>UNDP (with SFD, SMEPs and PWP responsibilities defined in their respective subsidiary agreements)</p>
<p>ESS 3: RESOURCE EFFECIENCY AND POLLTION PREVENTATION AND MANAGEMENT</p>		

MATERIAL MEASURES AND ACTIONS		TIMEFRAME	RESPONSIBLE ENTITY/AUTHORITY
	Relevant aspects of this standard shall be considered, as needed, under action 1.2 above, including, inter alia, provisions on waste management will be included in the ESMF.	Prior to implementation at the worksite and throughout the project.	UNDP (with SFD, SMEPs and PWP responsibilities defined in their respective subsidiary agreements)
ESS 4: COMMUNITY HEALTH AND SAFETY			
4.1	<p>TRAFFIC AND ROAD SAFETY:</p> <p>The IPs shall develop, adopt and implement site-specific traffic management plans (as part of the ESMP/ESAP/ESRAAC) – if needed – with details on traffic volume, routes and time of travel. The plan will ensure the presence of flaggers and adequate signs along the routes, indications of alternative routes. Drivers employed by the Project are to be trained, and vehicle safety is to be regularly inspected.</p>	Disclosure and implementation of the ESMPs/ESAPs/ESRAACs at the worksite prior to carrying out of the relevant activities.	UNDP (with SFD, SMEPs and PWP responsibilities defined in their respective subsidiary agreements)

MATERIAL MEASURES AND ACTIONS	TIMEFRAME	RESPONSIBLE ENTITY/AUTHORITY
<p>4.2 COMMUNITY HEALTH AND SAFETY:</p> <p>1. Prepare, adopt, and implement measures and action to assess and manage specific risks and impacts to the community arising from Project activities, in accordance with ESS4.</p> <p>To manage community health and safety, the IPs will:</p> <ul style="list-style-type: none"> • Restrict access to worksites and construction areas to prevent unauthorized entry • Place adequate signboards to divert pedestrian and community members away from the construction works • Place flagmen to reroute vehicles away from the construction areas • Raise awareness among communities about health and safety risks, including on SEA/SH, COVID-19 and other communicable diseases, and road safety, as part of the Stakeholder Engagement Plan (SEP) <p>All visitors to the work area shall wear the Personal Protective Equipment (PPEs), such as safety shoes, hard hats, gloves, goggles and vests.</p> <p>Potential risks under the Cash for work (CfW), Cash for Nutrition (CfN) and Community Assets activities, such as illicit/inappropriate behavior of Project workers, risks of labor influx, response to emergency situations might require additional mitigation measures to be included in the ESMPs, to be prepared, as relevant, in accordance with the ESMF.</p> <p>2. UNDP continue to use their security management plan (SMP) of the Parent Project to ensure security of all Project workers, including workers of UNDP, their implementing agencies and contractors in accordance with ESS4.</p>	<p>Prior to the carrying out of relevant activities.</p> <p>The SMP for the Parent Project (P173582) which was also updated for the AF 1 and AF2 (and will be applicable for subsequent AF.</p>	<ol style="list-style-type: none"> 1. UNDP (with SFD, SMEPs and PWP responsibilities defined in their respective subsidiary agreements) . 2. UNDP (with SFD, SMEPs and PWP responsibilities defined in their respective subsidiary agreements)

MATERIAL MEASURES AND ACTIONS		TIMEFRAME	RESPONSIBLE ENTITY/AUTHORITY
4.3	<p>GBV AND SEA RISKS: Update, adopt, and implement the stand-alone SEA/SH Prevention and Response Action Plan (SEA/SH Action Plan) prepared under the Parent Project, to assess and manage the risks of Sexual Exploitation and Abuse (SEA) and Sexual Harassment (SH).</p> <p>The SEA/SH Prevention and Response Action Plan shall include provision on GBV- sensitive grievance mechanisms (GMs) in compliance with ESS10. GMs shall have multiple channels through which complaints can be registered in a safe and confidential manner for survivors of SEA/SH.</p>	<p>The SEA/SH Action Plan to be updated as a stand-alone document within two months after the Effective Date of the additional financing . In the interim, the Parent Project and updated additional financing 2 (AF2) SEA/SH action plan shall be implemented for the activities that were already covered under (P177020), AF1 (P180358), and AF2(P181468).</p> <p>The SEA/SH shall be updated and disclosed prior to carrying out of any additional activities to be financed by the additional funding,</p>	UNDP (with SFD, SMEPs and PWP responsibilities defined in their respective subsidiary agreements)
4.4	<p>SECURITY PERSONNEL: Prepare, adopt, and implement a stand-alone Security Personnel Management Plan consistent with the requirements of ESS4.</p>	Prior to engaging security personnel and thereafter implemented throughout Project implementation.	UNDP
ESS 9: FINANCIAL INTERMEDIARIES			
9.1	<p>Assess the Environmental and Social Management Systems (ESMS) of all potential eligible FIs, as per Project activity component 2.4 (b).</p> <p>The Recipients shall cause all microfinance institutions (MFIs) to prepare, adopt, and maintain an environmental and social management system (ESMS) acceptable to the Association and approved by its senior management or Board of Directors, as appropriate, and will disclose relevant parts of their ESMS on their website.</p> <p>Whereas MFIs' ESMS were not available or inadequate, an ESMS shall be developed in compliance with the requirements of the ESMF and ESS9. MFIs shall appoint a representative from the senior management to manage and monitor E&S risks in subprojects.</p>	Prior to the implementation of the MFI project activities, MFIs shall maintain organizational capacity, including assigning focal points to implement the ESMS.	UNICEF, (with SFD responsibilities defined in the subsidiary agreements)
9.2	<p>FI ORGANIZATIONAL CAPACITY: Establish and maintain an organizational capacity and competency for implementing the ESMS with clearly defined roles and responsibilities including, E&S management specialists that are a part of the organizational structure.</p>	<p>Throughout the components implementation.</p> <p>Prior to implementation of project activities to be implemented by respective MFI.</p>	UNICEF

MATERIAL MEASURES AND ACTIONS		TIMEFRAME	RESPONSIBLE ENTITY/AUTHORITY
	Plans or instruments to be prepared immediately after selection/approval of subprojects and before the start of the loan guarantee program and on-lending activities and thereafter throughout the implementation of such activities. Instruments to be prepared - as needed in accordance with ESS9.		
9.3	<p>SENIOR MANAGEMENT REPRESENTATIVE: Designate a senior management representative to have overall accountability for environmental and social performance of FI subprojects and for identifying, contacting, communicating, and maintaining a regular dialogue with local, formal, and informal authorities, and beneficiaries to facilitate smooth execution of project activities.</p>	Prior to implementation of project activities to be implemented by respective MFI.	UNDP (with SFD and SMEPs defined in their respective subsidiary agreements)
ESS 10: STAKEHOLDER ENGAGEMENT AND INFORMATION DISCLOSURE			
10.1	<p>STAKEHOLDER ENGAGEMENT PLAN PREPARATION AND IMPLEMENTATION UNDP shall adopt, disclose, and implement the updated Stakeholder Engagement Plan (SEP) in a manner that is consistent with ESS10 to reflect additional or extension of capacity building and citizen engagement activities under Component 2.</p>	The SEP shall be updated and disclosed within two months of the availability of subsequent additional financing to support Component 2 of the Project. In the interim, the SEP for the Parent Project, as updated for the AF1 and AF2, shall be implemented.	UNDP

MATERIAL MEASURES AND ACTIONS		TIMEFRAME	RESPONSIBLE ENTITY/AUTHORITY
10.2	<p>PROJECT GRIEVANCE MECHANISM</p> <p>UNDP shall maintain and make available an accessible grievance mechanism (GM) as described in the SEP, to receive and facilitate resolution of concerns and grievances in relation to the Project, promptly and effectively, in a transparent manner that is culturally appropriate and readily accessible to all Project-affected parties, at no cost and without retribution, including concerns and grievances filed anonymously, in a manner consistent with ESS10.</p> <p>A reporting system for grievance mechanisms (GMs), shall be developed, adopted and maintained by UNDP.</p>	The GM is already in place under the Parent Project, AF1 and AF2 is operational and shall be maintained throughout Project implementation.	UNDP
CAPACITY SUPPORT (TRAINING)			
CS1	<p>Trainings will be required for project staff, stakeholders, communities and project workers, including:</p> <ul style="list-style-type: none"> • Training of Trainers (TOT) training on Environmental and Social Assessment and E&S Risk Management (for UNDP, MFIs and IP professional staff); • Gender, SEA/SH Prevention and Response, and reporting • Stakeholder mapping and engagement and community participation good practices • Disaster Risk Reduction and Management; Community health and safety • Remote monitoring implementation and reporting • Emergency response and reporting • E&S risk mitigation and screening 	Capacity building and training activities to be implemented throughout project implementation.	UNDP, (with SFD, SMEPs, MFI and PWP responsibilities defined in their respective subsidiary agreements)

MATERIAL MEASURES AND ACTIONS	TIMEFRAME	RESPONSIBLE ENTITY/AUTHORITY
<p>CS2 Training for Project workers on OHS including on emergency prevention and preparedness and response arrangements to emergency situations:</p> <ul style="list-style-type: none"> • Training sessions covering the detailed activities for the subprojects, their safety requirements, PPEs usage and maintenance, permit to work, and emergency procedures for all workers. • Prevention of cholera and other infectious diseases, including respiratory borne illnesses awareness sessions to qualified community members, who will then conduct door to door campaigns in the targeted areas to raise health and environmental awareness among communities. • Emergency Response Plan (details about the nearest hospital or medical center, responsibilities and chain of command for all works, drills and first aid, and a list of trained first aiders to be known by all workers). 	<p>Prior to subprojects' implementation, workers shall train on the safety requirements, PPEs, work to permits and these training modules shall be implemented throughout the project implementation</p>	<p>UNDP, (with SFD, PWP and SMEPs responsibilities defined in their respective subsidiary agreements)</p>

