

CONFORMED COPY



UNITED STATES OF AMERICA  
AGENCY FOR INTERNATIONAL DEVELOPMENT  
REGIONAL DEVELOPMENT OFFICE/CARIBBEAN

P. O. BOX 302  
BRIDGETOWN  
BARBADOS

PD-AAV-271

ISA 57959

August 1, 1988

Dr. Robert M. Johnson  
Vice President for Research & Graduate Studies  
Florida State University  
Tallahassee  
Florida 32306-1034  
U.S.A.

Dear Dr. Johnson:

Subject: Cooperative Agreement No. 538-0165-A-00-8219-00

Pursuant to the authority contained in the Foreign Assistance Act of 1961, as amended, the Agency for International Development (hereinafter referred to as "AID" or "Grantor" hereby grants to the Florida State University (hereinafter referred to as "FSU" or "Grantee"), the sum of \$1,500,000 to provide support for a program under which FSU, in cooperation with the University of the West Indies (hereinafter referred to as "UWI"), will establish the Caribbean Law Institute (hereinafter referred to as "CLI") as a viable and effective organization with the purpose of promoting the study and reform of law in primarily the English-speaking, English common law-based Caribbean as described in Attachment 2, entitled "Program Description".

This Cooperative Agreement is effective and obligation is made as of the date of this letter and shall apply to commitments made by Grantee in furtherance of program objectives during the period beginning with the effective date and ending August 31, 1989, and to pre-grant costs authorized herein.

This Cooperative Agreement is entered into with FSU on condition that the funds will be administered in accordance with the terms and conditions as set forth in Attachment 1, entitled "Schedule", Attachment 2, entitled "Program Description", and Attachment 3 entitled "Standard Provisions", which have been agreed to by your organization.

Please sign the original and three (3) copies of this letter to acknowledge your receipt of the Cooperative Agreement, and return the original and all but one copy to the address shown on the letterhead.

Sincerely,



S. D. Heishman  
Agreements Officer

Attachments:

- 1. Schedule
- 2. Program Description
- 3. Standard Provisions

ACKNOWLEDGED:

Florida State University

Signature: 

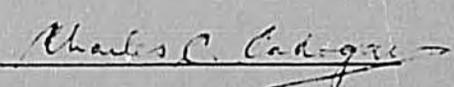
Name: Dr. Robert M. Johnson

Title: Vice President for Research and Graduate Studies

Date: 18 AUG 1988

WITNESS:

University of the West Indies

Signature: 

Name: Professor Charles C. Cadogan

Title: Acting Principal

Date: 18 AUG 1988

FISCAL DATA

Appropriation:	72-1181021
Budget Plan Code:	LDEA-88-25538-KG13
PIO/T No.:	538-0165-3-80090
Project No.:	538-0165
Total Estimated Amount:	\$1,500,000
Total Obligated Amount:	\$1,500,000
DUNS No.:	07-313-5428
IRS Employer Identification No.:	1-59-6001138A1
Funding Source:	USAID

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SCHEDULEA. Purpose

The purpose of this Cooperative Agreement is to provide support through FSU and UWI for the CLI to establish itself as a viable and effective organization with the purpose of promoting the study and reform of law, especially the laws relating to trade, commerce, and investment, in primarily the English speaking, English common law-based Caribbean, as more specifically described in Attachment 2 to this Cooperative Agreement entitled "Program Description".

B. Period

The effective date of this Cooperative Agreement is August 1, 1988, and its expiration date is August 31, 1989.

C. Amount and Payment

1. AID hereby obligates the amount of \$1,500,000 for purposes of this Cooperative Agreement.

2. Payment shall be made to the Grantee in accordance with procedures set forth in Attachment 3 - Standard Provisions entitled "Payment - Letter of Credit".

D. Financial Plan

The financial plan for this agreement is set forth in the budget below.

<u>Cost Element</u>	<u>FSU</u>	<u>UWI</u>	<u>Total</u>
<u>I. Direct Costs</u>			
1. <u>Pre-Grant</u>	\$ 37,802	\$ 4,390	\$ 42,192
2. <u>Administration</u>			
a. Salaries	117,980	130,945	248,925
b. Fringe Benefits	29,425		29,425
c. Travel	45,800	54,900	100,700
d. Equipment	24,434	47,700	72,134
e. Other	10,400	10,400	20,800
Total Administration	\$228,039	\$243,945	\$ 471,984
3. <u>Program</u>			
a. Library	\$ 35,100	\$ 62,600	\$ 97,700
b. Technical Assistance Training & Conferences	169,250	152,750	322,000
c. Treaties Project		66,000	66,000
d. Commercial Law Survey Project		75,200	75,200
e. Arbitration Project	70,600		70,600
Total Program	\$274,950	\$356,550	\$ 631,500
TOTAL DIRECT COSTS	\$540,791	\$604,885	\$1,145,676
II. <u>Indirect Costs</u> (Including pre-grant indirect costs)	\$108,435	\$ 60,488	\$ 168,923
III. Reserve for New Projects			185,401
GRAND TOTAL	\$649,226	\$665,373	\$1,500,000

Except for pre-grant costs, FSU may exceed any of the line items under the FSU budget by up to 15% provided that it does not exceed the FSU grand total. Pre-grant costs of up to \$42,192 are reimbursable hereunder provided that they were incurred in carrying out the purposes of this agreement.

The UWI budget will be incorporated in the FSU-UWI sub-agreement, and any line item flexibility and the procedure for reimbursement of indirect costs will be spelled out in the sub-agreement.

Funds under the Reserve for New Project line item may not be expended without the approval of the Agreements Officer.

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E. Reports

1. Progress

FSU shall submit, in a form satisfactory to RDO/C, a quarterly report containing a narrative progress report, planned activities for the next quarter and problem areas. Reports shall be due on December 15, 1968, and thereafter at 3 month intervals.

2. Financial

In addition to the financial reports required by the Standard Provision entitled "Payment - Letter of Credit", FSU will submit a quarterly report in the above budget format showing current and cumulative expenditures.

F. Evaluations

RDO/C plans to conduct a Mission evaluation of the project at the end of the first year.

G. AID Involvement and Approvals

RDO/C will be involved in cooperatively overseeing the progress of CLI through the approval of key elements contained in this cooperative agreement and sub-agreements funded by this project. RDO/C will therefore maintain approval authority for the following project actions:

1. Selection of the Executive Director and Deputy Executive Director.
2. Approval of all sub-agreements and Memoranda of Understanding that fall under this agreement.
3. Approval of a schedule or other detailed listing of non-expendable property (including library acquisitions) to be procured with funds provided under this agreement.
4. Approval of the follow-on operational plan of action due at the end of the first year's operation.
5. Approval of all changes to the by-laws, constitution, incorporation documents, Board of Director appointments.

H. Title to Property

Title to all property purchased hereunder will vest in CLI unless the parties hereto agree otherwise in writing.

I. Indirect Costs Rates

Pending the establishment of final indirect cost rates pursuant to the Standard Provision entitled "Negotiated Indirect Cost Rates - Provisional", reimbursement of FSU indirect costs will be made on a provisional basis using the following rate and base:

Provisional Rate

Overhead (off-campus) - 21%

Base

Total direct costs less capital expenditures (alterations, improvements, renovations equipment), patient care charges, the portion of each sub grant or subcontract in excess of US\$25,000, and stipends.

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PROGRAM DESCRIPTIONA. Background and Purpose:

The House of Representatives recommended a FY1988 \$1.5 million earmark for a cooperative education program to establish the Caribbean Law Institute (CLI). The program is to be implemented through the joint efforts of the Florida State University (FSU) and the University of the West Indies, Cave Hill Campus (UWI). The FY 1988 Continuing Resolution sustained the earmark and RDO/C has now received an unsolicited proposal from FSU to implement the CLI project.

The Caribbean Justice Improvement Project (CJIP), which was authorized on August 26, 1986, identified the need for law harmonization, law revision, law reform and the clarification of laws in the Commonwealth Caribbean. The CJIP project was, however, unable to fund all of the activities identified as needs. The CLI project is specifically intended to be complementary to CJIP efforts.

The CLI was organized as a Florida registered not-for-profit organization through the efforts of the FSU College of Law and the University of the West Indies Faculty of Law. These institutions have an ongoing program of cooperation in the study of Caribbean laws and legal institutions, and CLI is now in the process of being registered in Barbados. CLI has as one of its primary goals promotion of the reform and codification of laws in the Caribbean, particularly laws relating to trade and commerce. The CLI project will help existing legal bodies such as Caricom and OECS define legal obstacles to commerce in the Caribbean Commonwealth countries, and lead the way in obtaining legislative changes to eliminate those obstacles.

FSU will, in cooperation with UWI, utilize project funds to establish CLI as a viable and effective organization with the purpose of promoting the study and reform of law, especially the laws relating to trade, commerce and investment, in primarily the English-speaking, English common-law based Caribbean. In order to achieve the project purpose, CLI will study and evaluate existing laws and make recommendations for, and provide assistance to, beneficiary countries in effecting reforms which, among other things, will facilitate commerce and investment.

## B. CLI Program Description

### 1. Beneficiary Countries

The work of the CLI will be of primary interest and benefit to the English-speaking, predominantly English common law-based, Commonwealth Caribbean countries. In some cases CLI may be in a position to provide specialized technical assistance or other services to other jurisdictions.

The funding of a Caribbean Law Institute, operating under the joint sponsorship of the FSU and UWI, will open new avenues to legal cooperation and harmonization of laws to the beneficiary countries in the Caribbean region. The addition of a professional network, of which FSU is a part, and UWI's link with the Caribbean legal profession, both public and private, and the library resources available at UWI, will support the law reform process in a manner which was not formerly feasible. This will be of benefit to the Countries of the region in view of the acute shortage of legislative draftsmen, especially in the smaller countries.

### 2. CLI Organization

CLI will be organized to function as an autonomous entity under the direction and control of a Board of directors, with a part time Executive Director and a full time Deputy Executive Director to conduct the day-to-day business of CLI. The Deputy Director will be located in the CLI office in Barbados and will be responsible to the Executive Director for the administration and management of organizational activities. CLI will be composed of the following organizational elements:

- a. A six member Board of Directors.
- b. A part time Executive Director.
- c. A full time Deputy Executive Director.
- d. A project selection committee.
- e. The Fellows of the Caribbean Law Institute.
- f. Reporters for each selected topic.
- g. An Advisory Committee for each selected topic.

The functions of each of these components is separately described in this document.

### 3. Project Administration

#### a. Cooperative Agreement

This cooperative agreement between FSU and RDO/C constitutes the obligation of AID funding for the project and FSU is therefore the primary AID recipient. The two Universities, FSU and UWI, will enter into a sub-agreement under the cooperative agreement, subject to the approval of AID, detailing the administrative and financial arrangements between those parties. This sub-agreement shall be submitted to AID for approval prior to execution, within 60 days of the date of this agreement, or such later date as may be agreed by the parties.

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b. Board of Directors

The institute will be governed by its Board of Directors within the scope of the Articles of Incorporation. The Board of Directors will be responsible for:

- Developing policy guidelines;
- naming the persons to serve as Fellows, including representatives of OECS and CARICOM;
- naming a projects selection committee which will include the legal advisors to CARICOM and OECS;
- selecting the reporters for the identified projects;
- selecting members of the advisory groups to work with Reporters on the identified projects;
- scheduling and arranging for conferences, meetings, etc.;
- appointing, with prior AID approval, CLI'S Executive Director and Deputy Executive Director, as well as replacements on the Board of Directors should vacancies occur.

The Board of Directors of the CLI is composed of the following individuals:

Sir Keith Hunte  
Principal and Pro Vice Chancellor  
University of the West Indies

Talbot D'Alemberte  
Dean, FSU Law School

Elwin Griffith  
Professor of Law, FSU

Ralph Carnegie  
Dean, UWI Faculty of Law

Steve MacNamara  
Attorney at Law and former Associate  
Dean of FSU

Nicholas Liverpool  
Project Director of the Caribbean Justice  
Improvement project and former Dean of  
the UWI Law Faculty

An OECS representative will be invited to  
attend meetings of the Board as an observer.

Change in Board composition or membership would only be made in compliance  
with CLI's articles of incorporation, constitution and/or by-laws.

c. Executive Director

The Executive Director will be based at FSU, will be a member of  
the Faculty of the College of Law, and will spend 60% of his time on institute  
business during the academic year and 80% during the summer. It has been  
proposed and agreed that Professor Elwin Griffith of FSU, a member of the  
Board of Directors, shall be the CLI Executive Director. Any change in the  
person designated as the Executive Director, the location of the Executive  
Director, or the percentage of effort will require the prior approval of AID.  
The Executive Director will be responsible to the Board of Directors for  
execution of the project within the terms of the Cooperative Agreement between  
AID and FSU.

d. Deputy Executive Director

The Deputy Executive Director will be located at the Institute's  
offices in Barbados, for which suitable space will be provided by UWI. The  
Deputy Executive Director will be appointed by the Board of Directors, with  
prior RDO/C approval, and will assist the Executive Director in the day to day  
operations of CLI. The Person filling the position will be selected on the  
basis of possessing the best qualifications, which will include, but not be  
limited to, the qualities listed below:

1. Legal competence-that is, having substantial experience in  
the practice or teaching of law, or other relevant  
equivalent experience, especially as it relates to  
commerce, trade and investment in the Caribbean English  
speaking Commonwealth countries.
2. A degree in Law and substantial legal research experience.

3. Knowledge of the laws, legislative processes and commercial practices of the Caribbean will be a strong consideration during the candidate selection process.
4. The capacity to administer a project with funding in excess of Bds \$2 million, involving multiple institutions, governments and donor agencies. The person selected will also administer an office, coordinate the work of several persons and have the ability to successfully interact on a daily basis with law faculty members, Attorneys General, practicing attorneys, business executives, financiers, legislators and other senior officials throughout the Caribbean.

e. Other Staff

The CLI staff will consist of two administrative assistants, an editor and two secretaries, divided between FSU/UWI.

4. Institutional cooperation

The Organization of Eastern Caribbean States (OECS) had earlier identified the need for harmonized legislation in particular areas of commerce and trade. The Caricom Secretariat has also recognized the need for revised and/or harmonized laws, and has been active in preparing draft legislation, including legislation on maritime laws.

Most recently, at a meeting of the Legal Affairs Committee comprised of the OECS Attorneys General on May 30, 1988, the CLI initiative was specifically endorsed as meeting a perceived need in the Eastern Caribbean.

In many ways, the efforts of CLI are intended to be supportive of, and complementary to, the existing and ongoing programs of regional organizations that have as part of their mandate the reform and improvement of law in the Caribbean. The primary regional institutions with these mandates are the Caricom Secretariat, the OECS Secretariat and the UWI Faculty of Law. Support to these institutions will not only enhance their effectiveness but be a necessity for the effective functioning of CLI. OECS and Caricom have already prepared valuable draft legislation relating to commercial law in the Caribbean Commonwealth region. Modest support to these institutions will obviate the necessity of establishing the full implementation capability within CLI itself.

In some cases, the work of CLI may reveal that laws need not be harmonized or revised to be conducive to commercial activity and investment, but rather need to be made more readily ascertainable to the business community, investors, financiers, and even the legal community itself. In such cases the scope of CLI's mandate will be sufficiently broad to promote ascertainability through technical assistance and training activities.

The mechanism for cooperation among CLI, OECS, Caricom and the private commercial sector will be enhanced through their joint membership in the CLI fellows, the project selection committee and the advisory committees on the specific projects to be undertaken by CLI. The necessary collaboration between CLI and the institutions active in law reform in the region will require project funded inputs to allow them to participate fully in helping CLI achieve its goals. It is anticipated that the following inputs for each institution will be required and that CLI will hold title to capital inputs supplied, including library resources, as long as CLI remains a viable operating entity.

a. UWI Faculty of Law

The UWI faculty of law is uniquely qualified to provide support to CLI, especially in the area of library services. It would be costly and duplicative to establish an even remotely complete law library within CLI. It is agreed that necessary library acquisitions to support the institute's work at UWI will be held and maintained by the Faculty of Law. Library acquisitions will be identified as the "CLI Collection" and title will be in CLI.

b. OECS Secretariat

The OECS Secretariat Legal Advisor (General) has been active in law harmonization and law revision activities for years. Since CLI will benefit the OECS countries, it is envisaged that the OECS Secretariat legal unit will play a pivotal role in achievement of CLI objectives. To maximize the attainment of mutual benefits, certain financial and commodity support is required.

Law library reference materials will be obtained for the OECS Secretariat Legal Unit, as well as certain equipment that will enhance the exchange of information. This latter will include a telefax machine and one personal computer with appropriate software for word processing and legislative drafting. It is anticipated that in some legislative drafting exercises the OECS Legal Advisor (General) will devote specific blocks of time to agreed upon project activities. In such cases, disbursements will be made to OECS for the agreed, allowable, and reasonable cost of such services. It is further anticipated that UWI and OECS will execute a Memorandum of Understanding, to be approved by FSU and AID, detailing disbursement amounts and procedures.

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c. CARICOM Secretariat

The CARICOM Secretariat is in a somewhat analogous situation to the OECS Secretariat, although it is not anticipated that the CARICOM legal counsel will be as involved in specific project activities. Nevertheless, the CARICOM legal advisor will comment extensively on, and in some cases supply, legislative drafts. Therefore, it is agreed that a telefax machine and one personal computer (with appropriate word processing and legislative drafting software) be provided to the CARICOM office of the legal counsel.

5. CLI Approach to Project Selection

It is essential that the CLI project selection process, to the maximum extent feasible, reflect the perceived needs of the commercial and investment sector and the legal community which services it. As a practical matter this will require that the Directors and staff of the Institute, as well as the Fellows of the Institute themselves, establish and cultivate the closest possible working relationships with businessmen, bankers, leaders of industry, trade associations, judges, relevant government officials and legal practitioners to encourage their participation in selecting project activities. The project selection committee will have the responsibility of preparing, for the approval of the Fellows, guidelines on the policy to govern the selection of future projects, after the completion of the first year's programme.

The project selection committee will consist of the Directors of CLI and representatives of OECS and CARICOM. In their selection of projects, the project selection committee will seek consultation with and input from the private commercial sector.

Specific proposals will be generated, taking into account the guidelines approved by the Fellows and the results of consultations with persons from the private commercial sector, and subject to the budgetary allocations specified in the cooperative agreement, from the following general sources:

- 1) by members of the project selection committee arising out of advice from the OECS and CARICOM members on their pre-existing law reform programmes;
- 2) by members of the project selection committee arising out of their study of the results of the commercial law survey;
- 3) from other individual proposals brought to the project selection committee by its members;

6. First Year Project Activities

The project selection process described above is designed to provide the most reliable source of beneficial law improvement activities to the region because it develops the proposals from the community of "law consumers". During CLI's first year of operation, however, there exists certain relatively well defined proposals that meet these criteria and also present the opportunity, if well carried out, to demonstrate the capacity and effectiveness of this newly formed institution to provide real solutions to real problems.

In addition to the four projects already selected for the initial years activities, CLI will also strongly consider undertaking a project to formulate a legal response to the environmental needs of the member states, including toxic waste, insecticides and coastal management (which OECS has already studied). The environmental project will certainly be considered for selection in the second year of the project, if resources are not available during the first year.

The following list of four activities to be undertaken in the first year of funding have been developed by the UWI Faculty of Law, FSU, CARICOM and OECS.

a. Technical Assistance with Treaties

A very important activity of the OECS Legal Unit relates to Treaty Succession. The six independent States of the OECS all made unilateral declarations, at the time of their independence, that all treaties (bilateral and multilateral) which were concluded by the predecessor State (the United Kingdom), and which were applicable to their respective territories on the dates of their independence, would continue to apply provisionally. Each treaty would then be examined and a decision made as to whether the OECS State concerned would still regard itself bound by that treaty.

No such examination of treaties has been undertaken by any of the OECS Governments in the post-independence period. Since August 1984, the OECS Legal Unit has been undertaking that examination for the six independent States of the OECS. The treaty lists obtained from these States show that there are over 200 multilateral treaty instruments, and a similar number of bilateral treaty instruments, which applied to OECS territories at the time of independence.

Taking up the multilateral treaty instruments first - which are by far more important than the bilateral ones - the unit has so far prepared and submitted to the six independent States of the OECS Treaty reports covering approximately 130 multilateral treaty instruments on different subjects, dating from 1856 to 1959. The treaty reports contain an in-depth examination of:

1. the substantive provisions;
2. the adequacy of the implementing legislation if the treaty is to be continued in force;

3. the need for any new legislation or changes in existing legislation, and
4. other appropriate recommendations as to further action by the OECS Governments concerned.

At the first meeting of OECS Attorneys General in Dominica on April 10 - 11, 1986, the treaty reports submitted by the Legal Unit were considered by the Attorneys General, and some decisions were taken on important multilateral treaty instruments which required priority consideration. However, it is essentially up to each OECS State to start making its own decisions on the many different treaty instruments which applied to its territory at the time of independence and notify its decision to the depositaries or the other parties as soon as possible.

The third meeting of the OECS Attorneys General held in St. Vincent and the Grenadines on 30 and 31 May 1988 welcomed the involvement of CLI in this work, and promised support. CLI will therefore review, in collaboration with OECS, draft legislation to implement the reports on the 130 multilateral treaties which have been prepared to date, and survey actions taken by those Governments which have already received draft reports. It is proposed to undertake preparation of similar reports on the remaining treaties in future years.

b. Commercial Law Survey

It is anticipated that commercial law will be a major part of CLI's undertaking. As a first step CLI will conduct a survey of the state of commercial law in the Commonwealth Caribbean. This survey will provide for the interview of various constituencies to determine the areas of law that invite review and possible reform. A consultant will prepare an academic report and the CLI fellows will then meet to consider the report. This report will serve as a basis for further work in the area of commercial law and will allow CLI to set future project selection priorities as a result of input from the appropriate constituencies in the territories.

c. Arbitration Law

CLI will examine the arbitration law of each territory and produce a draft bill to promote the settlement of international commercial disputes through arbitration. This draft bill will then be considered by the advisory committee and the Fellows and, after approval, CLI will begin the process of gaining legislative approval.

d. Technical Assistance - Training Conferences

There will be two major conferences during CLI's first year of operation that will have immediate impact on the region. These conferences will allow consideration of existing CARICOM draft legislation in shipping, and draft legislation in Company Law.

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- i. Shipping legislation- A Technical Committee was appointed by the CARICOM Secretary General to examine a draft Maritime Code prepared by the Secretariat of the International Maritime Organization (IMO). That Committee made certain modifications to that Code and produced revised merchant shipping legislation for enactment in the CARICOM states. CLI will sponsor a major conference to examine the CARICOM draft and prepare a draft for review and legislative action.
- ii. Company Law- The third meeting of the Attorneys General of the OECS on May 30-31, 1988, especially welcomed CLI's consideration of the CARICOM draft document on Company Law. CLI will sponsor a conference to discuss the draft legislation and harmonize it for the immediate needs of the territories. CLI will also provide technical assistance for those territories that request it.

Because these draft documents are ready for immediate review, these conferences will be able to have an immediate impact on CLI's law reform and harmonization objectives. The participants will be drawn from the Caribbean territories, and the discussion will be concentrated on draft legislation that can be adapted to the immediate needs of the territories. The legal advisers of both OECS and CARICOM will be involved in these conferences and other experts will be invited to participate. CLI will be able to provide the necessary resources for prompt consideration of these documents and also immediate technical assistance for those territories that request it.

## 7. Outputs

### a. First year Outputs

- i. CLI will be fully staffed and operational with staff components at UWI and FSU. The Executive Director (part-time) will be based at FSU and the Deputy Executive Director (full-time) based at UWI. They will be assisted by administrative and clerical staff.
- ii. The Board of Directors will be in place to direct the work of CLI. Three directors will be from FSU and three from UWI. The Board will have selected the Fellows, the Advisory Committees, the Reporters for identified projects and a projects selection committee.
- iii. The Reporters selected by the CLI directors will produce draft legislation for the consideration of the Advisory Committees. The Advisory Committees, comprised of experts in the particular field of law, will review the draft legislation and then submit it for consideration by the Fellows. The first year's activities will be in the following areas.

- (a) Technical Assistance With Treaties - CLI will have reviewed and prepared, through the OECS, the draft legislation to implement the OECS reports on 130 multilateral treaties which affect the independent states of OECS, and which continued in force provisionally after the independence of the states.
- (b) Commercial Law Survey - A survey will be completed of the state of commercial law in the Commonwealth Caribbean. The survey will obtain input from different constituencies to determine areas of review and reform. A consultant will prepare an academic report for CLI which will allow CLI to set priorities on the commercial law area and which will serve as a guide for commercial law projects.
- (c) Arbitration Project - CLI will examine the arbitration law of each territory and produce a draft bill to promote the settlement of international commercial disputes through arbitration. This draft bill will then be considered by the Advisory Committee and the Fellows.
- (d) Maritime Law Conference - CLI will sponsor a major conference to examine a CARICOM draft of shipping legislation. This draft was prepared by a CARICOM Technical Committee after a review of a draft Maritime Code of the International Maritime Organization. The CLI conference will allow for further review and discussion of the CARICOM draft with a view to further refining it.
- (e) Company Law - CLI will sponsor another conference to consider CARICOM draft legislation in Company Law and harmonize the draft to produce a draft applicable to the Caribbean countries. The participants will be drawn from the Caribbean countries. CLI will also provide technical assistance for those countries that request it.
- iv. The Fellows will have been appointed by the Board of Directors, and will include the Attorneys-General, CARICOM and OECS legal advisors, representatives of the legal profession and the law schools in the region. The Fellows will have considered all drafts submitted by the Advisory Committees and submit them after consensus is reached to the countries for adoption.
- v. Plan of Action-The Board of Directors will adopt a plan of action for CLI activities during the last four years of the project to include a strategy for CLI financial self-sufficiency by the end of the Project.
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STANDARD PROVISIONS

The following mandatory and optional Standard Provisions are incorporated in this cooperative agreement. Since these Standard Provisions are used for a cooperative agreement, the following terms apply: "Grantee" means "Recipient", "Grant" means "Cooperative Agreement", and "A.I.D. Grant Officer" means "A.I.D. Agreement Officer".

MANDATORY STANDARD PROVISIONS

- |  |                                 |
|--|---------------------------------|
| 1. Allowable Costs (OMB Circular A-21) | 7. Ineligible Countries         |
| 2. Accounting, Audit, and Records      | 8. Nondiscrimination            |
| 3. Refunds                             | 9. U.S. Official Not to Benefit |
| 4. Revision of Grant Budget            | 10. Nonliability                |
| 5. Termination and Suspension          | 11. Amendment                   |
| 6. Disputes                            | 12. Notices                     |

OPTIONAL STANDARD PROVISIONS

- |                                       |  |
|---------------------------------------|--|
| 1. Payment - Letter of Credit         | 8. Patent Rights   |
| 2. Air Travel and Transportation      | 9. Publications  |
| 3. Ocean Shipment of Good             | 10. Negotiated Indirect Costs<br>Rates - Provisional             |
| 4. Procurement of Goods and Services  | 11. Regulations Governing Employees                              |
| 5. A.I.D. Eligibility Rules for Goods | 12. Title to and Care of Property<br>(Cooperating Country Title) |
| 6. Subagreements                      | 13. Conversion of United States<br>Dollars to Local Currency     |
| 7. Local Cost Financing               |  |