

FORM CONTRACT

(COUNTY OF MONTERRADO)
(REPUBLIC OF LIBERIA)

CONTRACT FOR SUPPLY & DELIVERY OF PHARMACEUTICAL PRODUCTS

This Agreement dated this 12th day of March, A.D. 2020 is made by and between the Government of Liberia via the **Ministry of Health**, represented by its Minister, Dr. Wilhelmina S. Jallah, of the City of Monrovia, County of Montserrado, Republic of Liberia (herein after referred to as the "Ministry" or "MOH" or "GOL"), and Entrance Pharmaceuticals Ghana Limited, a Pharmaceutical manufacturing and Distributing Entity established and operating under the laws of the Republic of Ghana (No. CA-85,607) with principal offices at No.16 Okpoi Gonno Spintex Road, Accra Ghana, represented by its Chief Executive Officer, Mr. Samuel Amo Tobbin (hereinafter referred to as the "Ent Pharma"). Collectively, the Ministry and the Supplier shall hereinafter be referred to as the "Parties)

WITNESSETH:

WHEREAS, the Ministry is a governmental department charged under Chapter 39 of the Executive Law of Liberia to cater for the Health of the people of Liberia, and

WHEREAS, in fulfilling the above mentioned charge, the Ministry may engage in partnerships with private, public, non-profit or government entities or persons through grants or contracts to provide certain services on its behalf provided that such entity or person makes sufficient assurances that the nature and quality of the services to be provided will conform to the Ministry's requirements, and

WHEREAS, Ent Pharma is a Pharmaceutical manufacturing, Supply and Distributing Entity established and operating under the laws of the Republic of Ghana, and

WHEREAS, the Ministry in line with the aforesaid charge wishes to hire the services of a pharmaceutical firm to supply essential drugs to the ministry to enable the effective discharge of the Ministry's statutory duties, and

WHEREAS, the Ministry has carried out a competitive bidding, in line with the PPCC laws and found the Supplier to be the most responsive bidder, and

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WHEREAS, the Ministry wishes to procure the services of the Supplier for the purpose of supplying and delivering aforesaid essential drugs to the Ministry for use by the Ministry in performance of its statutory duties;

WHEREAS, the Supplier accepts the Ministry's offer and represents and warrants to the Ministry that it is in the business of supplying and distributing drugs and other pharmaceutical products, is experience, willing, and ready to supply the goods described in this contract, and has a valid registration, license and other accreditation required under the applicable laws, rules and regulations for doing pharmaceutical business.

NOW THEREFORE, in consideration of their mutual interests, promises, warranties and covenants set forth herein, the parties hereto, intending to be legally bound, hereby agree as follows:

SECTION I

TERM, COMMITMENTS, DOCUMENTS, PRICE & COVENANTS

1. TERM

The Contract shall commence when signed by all Parties and shall terminate 360 days (one year) thereafter or as otherwise set in the Special Conditions of this Contract.

2. SUPPLIER'S COMMITTEMENT

The Supplier commits to take full responsibility for the technical quality, potency and shelf-life of all drugs and pharmaceutical products as well as all important characteristics of said drugs and pharmaceutical products to be supplied to the Ministry. Further, the Supplier shall provide complete transportation and oversea or transportation insurance, tools and/or efforts as necessary or reasonably inferable to complete the supply and delivery of all ordered drugs and other pharmaceutical products to the point of delivery in Liberia.

3. CONTRACT DOCUMENTS

3.1. The Contract Documents form the entire and integrated Contract for Supply of Assorted essential Drugs and Pharmaceutical Products between the Ministry and the Supplier and supersedes all prior negotiations, representations or agreements, written or oral and consist of:

- a) This Contract including the General and Specific Conditions
- b) Supplier's Proposal including Prices

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- c) The Ministry letter accepting the Suppliers offer
- d) Letter of Award of Contract
- e) Letter of Acceptance;
- f) All Annexes and Appendices

3.2. The Contract documents are to be taken as complementary of one another, but in case of ambiguities, discrepancies or inconsistencies among them, the Contract shall be interpreted on the basis of the following order of priority:

- a. This Form Contract
- b. The Specific Conditions of the Contract
- c. The General Conditions of the Contract
- d. Supplier's Proposal including Prices;
- e. The Ministry Letter accepting the Supplier's Bid
- f. Letter of Award
- g. The Letter of Acceptance from the Supplier

4. CONTRACT PRICE

In consideration for the supply and delivery of drugs and pharmaceutical products to be supplied by the Supplier under this Contract, which supply shall be based on valid purchase order (PO), the Ministry shall pay or cause to be paid to the Supplier the sum of **US\$ 2,585,793.65 (Two million five hundred eighty-five thousand seven hundred ninety-three 65/100 United States dollars)** payable as stipulated in the Special Conditions.

5. SUPPLIERS CONVENANT

In consideration of the payments to be made by the Ministry to the Supplier as mentioned above, the Supplier hereby covenants with the Ministry to execute its duties under this contract and remedy any and all defects therein in conformity with the provisions of this Contract.

6. MINISTRY'S CONVENANT

The Ministry hereby covenants to pay the Supplier in consideration of the execution of duties herein and the curing of defects in any products, the Contract Price stated or such other sum as may become payable under the provisions of this Contract at the times and in the manner prescribed in this Contract.

7. BINDING AGREEMENT

This Contract including all annexes represents the entire and integrated agreement of the Parties with regard to the subject matter hereof and supersedes all prior agreements, negotiations and representations, either written or oral.

Contract for Supply of Assorted Essential Medicines - ENTRANCE PHARMA - JV: 3

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FOR THE SUPPLIER