

PART 2 OF THE SCHEDULE

This is Part 2 of the Schedule comprising Completion Documents referred to in the Project Agreement relating to the design, financing and construction of, and the provision of services at Gartnavel Royal Hospital

between

Greater Glasgow Health Board

and

Robertson Health (Gartnavel) Limited

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Completion Documents

Part 1: Documents to be delivered by Project Co

Unless an original document is specifically requested, a copy (certified by an officer of Project Co as being a true copy) of each of the following documents is to be delivered by Project Co to the Board in accordance with Clause 2.1 of the Project Agreement:

- 1 The Consents and other authorisations, licences, permits, and approvals listed below:
 - a) Full Planning Permission
 - b) Listed Building Consent (incl Demolition)
 - c) Demolition Warrant
 - d) HSE Notification & Method Statement for removal of Asbestos containing Materials
- 2 The Shareholders Agreements and certification from Project Co that the Shareholders Agreements have become (or will become, simultaneously with delivery of the other documents referred to in this Part 2 of the Schedule) unconditional in accordance with their terms, accompanied by evidence of the same.
- 3 The Funding Agreements and certification from Project Co that (1) the Funding Agreements have become unconditional (other than any condition relating to the conditionality of this Agreement) and (2) that all conditions to the initial availability of funds to Project Co under the Funding Agreements have been satisfied or waived, accompanied by evidence of the same.
- 4 The Construction Contract, the Services Contract and the Performance Guarantees, executed on behalf of the parties to such agreements.
- 5 An original of the Funders' Direct Agreement, the Independent Tester Contract, the Collateral Agreements and the brokers letters of undertaking relating to the Insurances referred to in paragraph 12 below in the Agreed Form, executed by the parties to such agreements (other than the Board).
- 6 An original copy of the Licence, duly executed by ProjectCo;
- 7 Extracts from the minutes of the meeting of the board of directors (certified as true and accurate by the secretary of the relevant company) of each of Project Co, each Shareholder (other than Uberior Investments Limited), HoldCo and each of the other parties (other than the Senior Funders) to the documents listed in Part 1 of Part 2 of the Schedule, at which resolutions were passed approving the execution, delivery and performance of each relevant document to which such person is expressed to be a party and in each case authorising a named person or persons to execute and deliver each such document and any other documents to be delivered by it pursuant to it.
- 8 A certificate of the Secretary of each of the companies referred to in paragraph 7 setting out the names and specimen signatures of the person or persons named in the relevant certified extract.

- 9 Evidence of the share subscriptions required under the Shareholders Agreements and other shareholder funding commitments having been made by the Shareholders in Project Co and HoldCo.
- 10 Project Co's and HoldCo's Certificate of Incorporation and of any Certificate of Incorporation on Change of Name.
- 11 The Memorandum and Articles of Association of Project Co and HoldCo.
- 12 Evidence of the insurances required in accordance with Clause 36 of the Project Agreement (*Insurances*) having been taken out by Project Co and that the policies comply with the requirements of the Project Agreement.
- 13 Two copies of the Financial Model audited by KPMG and a computer disk copy.
- 14 Evidence that an election has been made for Project Co to act as "client" for the Project for the purposes of the CDM Regulations.
- 15 Evidence that the Insurance Proceeds Account has been opened.
- 16 An original duly executed copy of the Agreement.

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Part 2: Documents to be delivered by the Board

The Board shall deliver to Project Co the following documents:

- 1 An original duly executed Certificate of Commencement;
- 2 An original copy of the Funders' Direct Agreement, the Collateral Agreements, the Independent Tester Contract and the Agreement, duly executed by the Board;
- 3 A certificate of the Scottish Ministers issued pursuant to the National Health Service (Private Finance) Act 1997;
- 4 An original copy of the Licence, duly executed on behalf of the Scottish Ministers;
- 5 A certified copy of the board resolution of the Board approving the execution, delivery and performance of the documents referred to in paragraphs 1 and 3 above and in each case authorising a named person or persons to execute and deliver each such document and any documents to be delivered by it pursuant thereto;
- 6 A certificate of the relevant officer of the Board setting out the names and specimen signatures of the person or persons named in the Board Resolution of the Board;
- 7 Evidence of the approval of the Full Business Case for the Project by NHS Executive in Scotland;
- 8 Certified copies of the Establishment Order of the Board and the Transfer Order transferring the functions of the Trust to the Board; and
- 9 A letter from the Scottish Ministers authorising the Board to execute the Licence on its behalf.

PART 3 OF THE SCHEDULE

Not Used

PART 4 OF THE SCHEDULE

This is Part 4 of the Schedule comprising the Key Works Personnel referred to in the Project Agreement relating to the design, financing and construction of, and the provision of services at Gartnavel Royal Hospital

between

Greater Glasgow Health Board

and

Robertson Health (Gartnavel) Limited

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Key Works Personnel

Project Co's Key Works Personnel in the delivery of the Facilities are outlined below:

Construction Contractor Representative:

Ian Jardine
Senior Project Manager
Robertson Construction Central Ltd
Lomond Court
Castle Business Park
Stirling
FK9 4TU

Project Co Representative:

Stephen Kelly
Associate Director
Robertson Capital Projects Ltd
Lomond Court
Castle Business Park
Stirling
FK9 4TU

PART 5 OF THE SCHEDULE

Not Used