

THE SCHEDULE PART 2

This is the Schedule Part 2 comprising Completion Documents referred to in the Project Agreement relating to the design, financing and construction of, and the provision of services at the Stobhill Local Forensic Psychiatric Unit

between

Greater Glasgow Health Board

and

Stobhill Healthcare Facilities Limited

SCHEDULE PART 2

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:
 - (i) Planning Consent
 - (ii) Non-material Variations letter
 - (iii) Roads drawing
- 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 Schedule Part 2) 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 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 by 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 11 below in the Agreed Form, executed by the parties to such agreements (other than the Board).
- 6 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, HoldCo and each of the other parties to the documents listed in the Schedule Part 2, Part 1, 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.
- 7 A certificate of the Secretary of each of the companies referred to in paragraph 6 above setting out the names and specimen signatures of the person or persons named in the relevant certified extract.
- 8 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.
- 9 Project Co's and HoldCo's Certificate of Incorporation and of any Certificate of Incorporation on Change of Name.
- 10 The Memorandum and Articles of Association of Project Co and HoldCo.
- 11 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.
- 12 Two copies of the Financial Model audited by Operis and a computer disk copy.

- 13 A written undertaking in the Agreed Form from Project Co in favour of the Board that, prior to the start of the Works, Project co shall:-
- (a) make a declaration to the Health and Safety Executive that it is to act as sole "client" for the project for the purposes of the CDM Regulations; and
 - (b) if the same has been received by Project Co, deliver to the Board a copy of the Health and Safety Executive's notice confirming receipt of Project Co's said declaration that it is to act as sole "client" for the purposes of the CDM Regulations (and if not received prior to the start of the Works, Project Co shall use all reasonable endeavours to obtain the notice and shall deliver a copy of the notice to the Board as soon as reasonably practicable following receipt of the same).
- 14 Evidence that the Insurance Proceeds Account has been opened.
- 15 An original duly executed copy of the Project Agreement.

SCHEDULE PART 2

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 Project 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 by 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 A certified copy of the establishment order pursuant to which the Board was established.
- 8 A certified copy of the transfer order, transferring all rights and liabilities from the Trust to the Board.
- 9 Confirmation in the required form from the NHS Management Executive in Scotland to the Board of approval of the final business case for the project including confirmation that no approval of the final business case is required from the Scottish Ministers.