

Balfour Beatty Investment Holdings Limited

Registration number 01198315

Formalities Certificate

To: Dexia Crédit Local, Shackleton House, 4 Battle Bridge Lane, London SE1 2RB as the Facility Agent and Dexia Management Services Limited, Shackleton House, 4 Battle Bridge Lane, London SE1 2RB as the Security Trustee

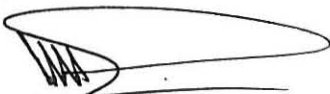
Loan facilities agreement dated on or about the date of this certificate between, amongst others, Balfour Beatty Fire and Rescue NW Limited, the Security Trustee and the Facility Agent (the Loan Facilities Agreement)

Capitalised terms not otherwise defined herein shall have the meanings ascribed to them in the Loan Facilities Agreement.

I, Mark David Peters, being a Director of Balfour Beatty Investment Holdings Limited of 4th Floor, 130 Wilton Road, London, SW1V 1LQ (the **Company**) hereby certify that:

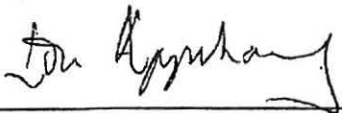
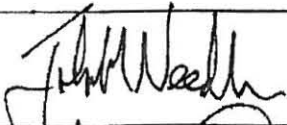
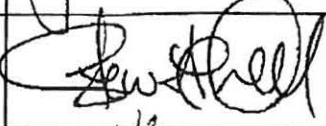

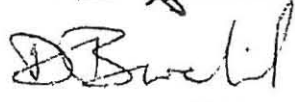
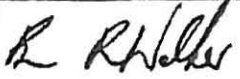
- 1 attached hereto marked "A", is a true and correct copy of the current Memorandum and Articles of Association which form the constitution of the Company together with the Company's Certificate of Incorporation and certificates of incorporation on change of name.
- 2 attached hereto marked "B", is a true and correct copy of resolutions duly passed at a meeting of the board of directors of the Company duly convened and held (during which a quorum was present throughout) on 16 February 2011 which have not been superseded or revoked and are in full force and effect approving the execution, delivery and performance of the documents referred to therein (the **Documents**);
- 3 the execution of the Documents by the Company and the performance of its obligations thereunder will not cause any limit on borrowing or any restriction on the granting of security contained in the constitutional documents of the Company to be breached;
- 4 Shareholder consent to the execution and delivery of the Documents referred to in paragraph 2 above is not required;
- 5 the schedule of signatures attached hereto are the true signatures of persons who have been authorised to sign the Documents and to give notices and communications under or in connection with the Documents in accordance with their terms; and
- 6 at the time of signing this certificate and immediately following the entry by the Company into each of the Transaction Documents to which it is a party, the Company is not and will not be insolvent and is and will be able to pay its debts as they fall due within the meaning given to that term in Section 123(1) of the Insolvency Act 1986.
- 7 I consent to a representative of Ashfords LLP or Tods Murray LLP dating this Formalities Certificate on the date of financial close of the Project (as defined in the attached board minutes).


THIS CERTIFICATE is given by the Director on behalf of the Company without incurring personal liability.




Signed: M D Peters, Director

Date: 23 February 2011

Name	Position	Signature
Ion Francis Appuhamy	Attorney	
John Henry Needham	Attorney	
Stewart Orrell	Attorney	
Ian Kenneth Rylatt	Attorney	
David James Swarbrick	Attorney	
Brian Roland Walker	Attorney	

Name	Position	Signature
Sandip Mahajan	Attorney	

Name	Position	Signature
Andrew Clive Beauchamp	Attorney	

"A"

CERTIFIED TO BE
A TRUE COPY
C. M. Pryce
C. M. PRYCE
Director

**Memorandum & Articles of Association of
Balfour Beatty Investment Holdings
Limited**

(Company No.1198315)

**Incorporated on 29 January 1975 under
The Companies Acts 1948 to 1967**

The Companies Acts 1948 to 1967

**MEMORANDUM
AND
ARTICLES
OF
ASSOCIATION**

OF

LONDON BRIDGE DEVELOPMENTS LIMITED

No. 1198315

Incorporated 29th January 1975

(Reprinted November 1993)



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 1198315

The Registrar of Companies for England and Wales hereby certifies that
BICC INVESTMENT HOLDINGS LIMITED

having by special resolution changed its name, is now incorporated
under the name of
BALFOUR BEATTY INVESTMENT HOLDINGS LIMITED

Given at Companies House, Cardiff, the 5th June 2000



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



C O M P A N I E S H O U S E

C006



CERTIFICATE OF INCORPORATION

ON CHANGE OF NAME

Company No. 1198315

The Registrar of Companies for England and Wales hereby certifies that
LONDON BRIDGE DEVELOPMENTS LTD

having by special resolution changed its name, is now incorporated
under the name of
BICC INVESTMENT HOLDINGS LIMITED

Given at Companies House, Cardiff, the 4th January 1999



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



C O M P A N I E S H O U S E



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 1198315

I hereby certify that

LONDON BRIDGE DEVELOPMENTS LIMITED

having by special resolution changed its name,
is now incorporated under the name of

LONDON BRIDGE DEVELOPMENTS LTD

Given under my hand at the Companies Registration Office,
Cardiff the 15 NOVEMBER 1988


J. PEARCE

an authorised officer



CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME

No. 1198315

I hereby certify that

T.A.V. STAFF AGENCY LIMITED

having by special resolution changed its name, is now
incorporated under the name of
LONDON BRIDGE DEVELOPMENTS LIMITED

Given under my hand at the Companies Registration Office,
Cardiff the 3RD MARCH 1987

A handwritten signature in dark ink, appearing to read 'D. M. WILKIE'.

D. M. WILKIE

an authorised officer

FILE COPY



CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

No. 1198315 | 51

I hereby certify that

T.A.V. STAFF AGENCY LIMITED

having by special resolution changed its name, is now
incorporated under the name of

LONDON BRIDGE DEVELOPMENTS LIMITED

Given under my hand at the Companies Registration Office,
Cardiff the

3RD MARCH 1997

A handwritten signature in dark ink, appearing to read 'D. M. Wilkie'.

D. M. WILKIE

an authorised officer



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 1198315

112

I hereby certify that

COOVOLT LIMITED

having by special resolution and with the sanction of the Registrar of Companies changed its name, is now incorporated under the name of

T.A.V. STAFF AGENCY LIMITED

Given under my hand and seal this 26th June 1975

Taylor
H. TAYLOR

67



CERTIFICATE OF INCORPORATION

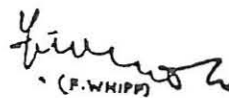
No. **1198315**

I hereby certify that

COOVOLT LIMITED

is this day incorporated under the Companies Acts 1948 to 1967 and that the Company is Limited.

Given under my hand at London the **29TH JANUARY 1975**


(F. WHIPP)

Assistant Registrar of Companies



**CERTIFICATE OF REGISTRATION
OF ORDER OF COURT AND MINUTE
ON
REDUCTION OF CAPITAL**

No.1198315

Whereas

BICC INVESTMENT HOLDINGS LIMITED

having by Special Resolution reduced its capital as confirmed by an Order of the High Court of Justice, Chancery Division

dated the **15th December 1999**

Now therefore I hereby certify that the said Order and a Minute approved by the Court were registered pursuant to section 138 of the Companies Act, 1985, on the **20th December 1999**

Given under my hand at Companies House, Cardiff the **20th December 1999**

J J Lewis

An Authorised Officer

MEMORANDUM OF ASSOCIATION

OF

LONDON BRIDGE DEVELOPMENTS LIMITED

(Adopted by Special Resolution passed 19th November 1993)

1. The name of the Company is "LONDON BRIDGE DEVELOPMENTS LIMITED."
2. The Registered Office of the Company will be situate in England.
3. The objects for which the Company is established are:-
 - (a) To carry on business as a holding company and to acquire and hold shares, stocks, debenture stocks, bonds, mortgages, obligations and other securities of any kind issued or guaranteed by any company, corporation, government, public body or authority or undertaking of whatever nature and wherever constituted or carrying on business;
 - (b) To carry on any other business which may seem to the Company capable of being conveniently carried on in connection with the above objects, or calculated directly or indirectly to enhance the value of or render more profitable any of the Company's property.
 - (c) To purchase or by any other means acquire and take options over any freehold, leasehold or other real or personal property for any estate or interest whatever, and any rights or privileges of any kind over or in respect of any real or personal property.

(d) To apply for, register, purchase, or by other means acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere, any patents, patent rights, brevets d'invention, licences, secret processes, trade marks, designs, protections and concessions and to disclaim, alter, modify, use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon, testing and improving any patents, inventions or rights which the Company may acquire or propose to acquire.

(e) To acquire and undertake the whole or any part of the business, goodwill, and assets of any person, firm, or company carrying on or proposing to carry on any of the businesses which this Company is authorised to carry on, and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm or company, or to acquire an interest in, amalgamate with, or enter into partnership or into any arrangement for sharing profits, or for co-operation, or for mutual assistance with any such person, firm or company, or for subsidising or otherwise assisting any such person, firm or company, and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any shares, debentures, debenture stock, or securities that may be agreed upon, and to hold and retain, or sell, mortgage, and deal with any shares, debentures, debenture stock, or securities so received.

(f) To improve, manage, construct, repair, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant licences, options, rights and privileges in respect or otherwise deal with all or any part of the property and rights of the Company, both real and personal.

(g) To invest and deal with the moneys of the Company not immediately required in such manner as may from time to time be determined and to hold, sell or otherwise deal with any investments made.

(h) To lend and advance money or give credit on such terms as may seem expedient and with or without security to customers and others, to enter into guarantees, contracts of indemnity and suretyships of all kinds, to receive money on deposit or loan upon such terms as the Company may approve and to become security for any persons, firms, or companies.

(i) To borrow and raise money in such manner as the Company shall think fit and to secure the repayment of any money borrowed, raised , or owing, by mortgage, charge, lien or other security upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled capital, and also by a similar mortgage, charge, lien or security to secure and guarantee the performance by the Company of any obligation or liability it may undertake or which may become binding on it.

(j) To draw, make, accept, endorse, discount, negotiate, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures, and other negotiable or transferable instruments.

(k) To guarantee, grant indemnities in respect of, support or secure, whether by personal covenant or by mortgaging or charging all or any part of the undertaking, property and assets (present and future) and uncalled capital of the Company or by both such methods, the performance of the contracts or obligations and the repayment or payment of the principal and premium of and interest and dividends on any securities or obligations of any company whether having objects or engaged or intending to engage in business similar to those of the Company or not, notwithstanding the fact that the Company may not receive any consideration or advantage, direct or indirect, from entering into any such guarantee or other arrangement or transaction contemplated herein.

(l) To the extent that the same is permitted by law to give financial assistance for the purpose of acquisition of shares in the Company or any holding company of the Company for the time being (as defined by Section 736 of the Companies Act 1985) and to give such assistance by any means howsoever permitted by law.

(m) To apply for, promote, and obtain any Act of Parliament, Provisional Order, or Licence of the Department of Trade and Industry or other authority for enabling the Company to carry any of its objects into effect, or for effecting any modification of the Company's constitution, or for any other purpose which may seem expedient, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.

(n) To enter into any arrangements with any Governments or authorities (supreme, municipal, local, or otherwise) that may seem conducive to the attainment of the Company's objects or any of them, and to obtain from any such Government or authority any charters, decrees, rights, privileges or concessions which the Company may think desirable and to carry out, exercise, and comply with any such charters, decrees, rights, privileges, and concessions.

(o) To subscribe for, take, purchase, or otherwise acquire and hold shares or other interests in or securities of any other company having objects altogether or in part similar to those of the Company or carrying on any business capable of being carried on so as directly or indirectly to benefit the Company or enhance the value of any of its property and to co-ordinate, finance and manage the businesses and operations of any company in which the Company holds any such interest.

(p) To act as agents or brokers and as trustees for any person, firm or company, and to undertake and perform sub-contracts, and also to act in any of the businesses of the Company through or by means of agents, brokers, sub-contractors, or others

(q) To remunerate any person, firm or company rendering services to this Company either by cash payment or by the allotment to him or them of Shares or other securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient.

(r) To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company, or to contract with any person, firm or company to pay the same and to pay commissions to brokers and others for underwriting, placing, selling or guaranteeing the subscription of any Shares or other securities of the Company.

(s) To support and subscribe to any charitable or public object, and to support and subscribe to any institution, society, or club which may be for the benefit of the Company or its employees, or may be connected with any town or place where the Company carries on business; to give or award pensions, annuities, gratuities, and superannuation or other allowances or benefits or charitable aid to any persons who are or have been Directors of, or who are or have been employed by, or who are serving or have served the Company, or of any company which is a subsidiary of the Company or the holding company of the Company or of the predecessors in business of the Company or of any such subsidiary or holding company and to the wives, widows, children and other relatives and dependants of such persons; to make payments towards insurance; and to set up, establish, support and maintain superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of any such persons and of their wives, widows, children and other relatives and dependants; and to set up, establish, support and maintain profit sharing or share purchase schemes for the benefit of any of the employees of the Company or of any such subsidiary or holding company and to lend money to any such employees or to trustees on their behalf to enable any such share purchase schemes to be established or maintained.

(t) To promote any other company for the purpose of acquiring the whole or any part of the business or property and undertaking any of the liabilities of the Company, or of undertaking any business or operations which may appear likely to assist or benefit the Company or to enhance the value of any property or business of the Company and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company as aforesaid.

(u) To sell or otherwise dispose of the whole or any part of the business or property of the Company, either together or in portions, for such consideration as the Company may think fit, and in particular for shares, debentures, or securities of any company purchasing the same.

(v) To distribute among the Members of the Company in kind any property of the Company of any kind.

(w) To procure the Company to be registered or recognised in any part of the world.

(x) To do all or any of the things or matters aforesaid in any part of the world and either as principals, agents, contractors or otherwise and by or through agents or otherwise and either alone or in conjunction with others.

(y) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

The objects set forth in each sub-clause of this Clause shall not be restrictively construed but the widest interpretation shall be given thereto, and they shall not, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from any other object or objects set forth in such sub-clause or from the terms of any other sub-clause or by the name of the Company. None of such sub-clauses or the objects therein specified or the powers thereby conferred shall be deemed subsidiary or ancillary to the objects or powers mentioned in any other sub-clause, but the Company shall have as full a power to exercise all or any of the objects conferred by and provided in each of the said sub-clauses as if each sub-clause contained the objects of a separate company.

4. The liability of the Members is limited.
5. The Share Capital of the Company is £300,000,000 divided into 300,000,000 shares of £1 each *

* The share capital of the Company upon incorporation was £100 divided into 100 shares of £1 each.

On 1 October 1984, the authorised share capital of the Company was increased from 100 Ordinary Shares of £1 each to 100,000 Ordinary Shares of £1 each.

On 16 November 1994, the authorised share capital of the Company was increased from £100,000 to £700,000,000 by the creation of 699,900,000 Ordinary Shares of £1 each.

On 17 December 1998, the authorised share capital of the Company was increased from £700,000,000 to £900,000,000 by the creation of £200,000,000 B Ordinary Shares of £1 each.

On 20 December 1999, the authorised share capital of the Company was reduced by £600,000,000 by way of an Order of the High Court of Justice Chancery Division dated 15 December 1999.

We, the several persons whose names, addresses, and descriptions are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association, and we respectively agree to take the number of Shares in the Capital of the Company set opposite our respective names.

Names, addresses and descriptions of Subscribers	Number of Shares taken by each Subscriber
Michael Richard Counsall 15, Pembroke Road Bristol BS99 7DX Commercial Manager	One
Michael Kodola 15, Pembroke Road Bristol BS99 7DX Commercial Manager	One

Dated this 14th day of January 1975

Witness to the above signatures:- Dawn Bennett
15, Pembroke Road
Bristol
BS99 7DX

"A"

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION
OF
LONDON BRIDGE DEVELOPMENTS LTD (No. 1198315)

THIS IS THE DOCUMENT
PRESENTED TO THE
EXTRAORDINARY GENERAL
MEETING OF THE COMPANY
ON 16 NOVEMBER 1994.

Summary
CHAIRMAN
OF THE MEETING

Adopted by Special Resolution Passed on 16 November 1994

Preliminary

1. The regulations contained in Table A in the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 ('Table A') shall apply to the Company save in so far as they are excluded or varied hereby, that is to say, regulations 46, 47, 64, 73 to 75 inclusive and 80 of Table A shall not apply to the Company; and in addition to the remaining regulations of Table A, as varied hereby, the following shall be the articles of association of the Company. No form of Table A contained in any earlier enactment shall apply to the Company. Any words or expressions defined in the Companies Act 1985 ('the Act'), the Companies Act 1989 or in Table A shall (if not inconsistent with the subject or context) bear the same meanings in these articles.
2. The Company is a private company and accordingly no offer shall be made to the public (whether for cash or otherwise) of any shares in or debentures of the Company and no allotment or agreement to allot (whether for cash or otherwise) shall be made of any shares in or debentures of the Company with a view to all or any of those shares or debentures being offered for sale to the public.

Shares

3. (a) The share capital of the Company at the date of adoption of this present is £700,000,000 divided into 99,998 "A" ordinary shares of £1 each ("the "A" Shares"), 699,900,000 "B" ordinary shares of £1 each ("the "B" Shares") and 2 deferred shares of £1 each.
- (b) The "A" shares and the "B" shares (together "the ordinary shares"), shall have the following rights and restrictions:
 - (i) The Company may by ordinary resolution at any General Meeting declare that no dividend shall be payable to the holders of the "A" Shares (notwithstanding that the Company may by ordinary resolution at any General Meeting declare that a dividend shall be payable to the holders of the "B" Shares) and regulation 102 of Table A shall be construed accordingly.

- (ii) (Subject to Article 8 hereof) upon delivery to the Company at any time of a written notice signed by the holders of a majority of the "A" Shares the directors shall appoint to the board a minimum of one and a maximum of two persons nominated by the said holders and willing to act as directors of the Company and regulation 79 of Table A (as modified by Article 9 hereof) shall be construed accordingly.
- (c) In all other respects the "A" Shares and the "B" Shares shall rank pari passu and the same rights shall attach thereto.
- (d) The Deferred Shares shall confer upon the holders thereof the following rights and shall be subject to the following restrictions:-
 - (i) no right to receive any dividend in respect of any financial year or other period of the Company nor otherwise to participate in any profits which the Company may determine to distribute in respect of any financial year or other period;
 - (ii) on a return of assets on a winding up or otherwise the right to receive out of the surplus assets of the Company a sum (not exceeding 1p per share) equal to one tenth of the sum receivable in respect of each of the ordinary shares of the Company in excess of ten pounds per ordinary share;
 - (iii) no right to receive notice of nor be present at nor speak or vote (whether in person or by proxy) at any General Meeting of the Company.
- 4. (a) Subject to Sub-Article (b) hereof all shares shall be under the control of the directors and the directors may allot, grant options over, or otherwise deal with or dispose of the same to such persons and generally on such terms and in such manner as they think fit.
- (b) The directors are generally and unconditionally authorised for the purposes of the Section 80 of the Act to allot relevant securities (as defined in Section 80 of the Act) provided that the aggregate nominal value of such securities allotted pursuant to this authority shall not exceed the amount of the authorised share capital at the date of adoption of these Articles and that this authority shall expire on the fifth anniversary of the date of adoption of these Articles unless varied or revoked or renewed by the Company in general meeting.
- (c) The directors shall be entitled under the authority conferred by this article to make at any time before the expiry of such authority any offer or agreement which will or may require relevant securities to be allotted after the expiry of such authority.
- (d) In accordance with section 91 of the Act, section 89(1) and section 90(1)-(6) of the Act shall not apply to any allotment of equity securities (as defined in section 94 of the Act) by the Company.

Transfer of Shares

- 5. The directors may, in their absolute discretion, and without assigning any reason therefore decline to register any transfer of any share, whether or not it is a fully paid share, and regulation 24 of Table A shall be modified accordingly.

Proceedings at General Meetings

6. No business shall be transacted at any General Meeting unless a quorum is present at the time when the meeting proceeds to business. Two members present in person or by proxy shall be a quorum for all purposes provided always that one member shall be a holder of A shares and one member shall be a holder of B shares, save that:

If, and for so long as, the company has only one member, the following provisions shall apply:

- (A) One person entitled to vote upon the business to be transacted, being the sole member of the company or a proxy for that member or (if such member is a corporation) a duly authorised representative of such member, shall be a quorum and regulation 40 of Table A shall be modified accordingly. Regulation 41 of Table A shall not apply to the company.
- (B) The sole member of the company (or the proxy or authorised representative of the sole member representing that member at the relative general meeting) shall be the chairman of any general meeting of the company and regulation 42 of Table A shall be modified accordingly).
- (C) A proxy for the sole member of the company may vote on a show of hands and regulation 54 of Table A shall be modified accordingly.
- (D) All other provisions of these articles shall (in the absence of any express provision to the contrary) apply with such modification as may be necessary in relation to a company which has only one member.

7. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless before or immediately following the declaration of the result of the show of hands a poll is demanded by the chairman or any other member present in person or by proxy. Unless a poll be so demanded a declaration by the chairman that a resolution has on a show of hands been carried (whether unanimously or by a particular majority) or lost and an entry to that effect made in the book containing the minutes of the proceedings of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

Directors

8. Unless and until otherwise determined by ordinary resolution the number of directors shall not be more than twelve but need not exceed one. If and so long as there is a sole director, he may exercise all the powers and authorities vested in the directors by the articles of association of the Company, and regulation 89 Table A shall be modified accordingly.
9. A director appointed to fill a casual vacancy or as an addition to the board shall not retire from office at the annual general meeting next following his appointment and the last two sentences of regulation 79 of Table A shall be deleted.
10. A director shall not be required to retire by rotation and regulations 76, 77 and 78 of Table A shall be modified accordingly.

11. If and for so long as a majority of the equity share capital for the time being of the Company is beneficially owned by another body corporate the directors of the Company or any of them may be appointed and removed by written notice served on the Company by the beneficial owner for the time being of such amount of the equity share capital of the Company.
12. If any director shall be called upon to perform extra services or to make special exertions in going or residing abroad or otherwise for any of the purposes of the Company, the Company may remunerate the director so doing either by a fixed sum or by a percentage of profits or otherwise as may be determined by a resolution passed at a board meeting of the directors of the Company, and such remuneration may be either in addition to or in substitution for any other remuneration to which he may be entitled as a director.
13. Provided that he shall declare his interest in any contract or transaction a director may vote as a director in regard to any such contract or transaction in which he is interested or in respect of his appointment to any office or place of profit or upon any matter arising thereout and if he shall so vote his vote shall be counted, and regulation 94 of Table A shall be modified accordingly.
14. In regulation 93 of Table A the following words 'either signed or approved by letter, telex or telegram' shall be substituted for the word 'signed' where this first appears in the regulation, and all other references in the regulation to a resolution in writing being signed shall be construed accordingly.

Indemnity

15. Subject to the provisions of the Act, and in addition to such indemnity as is contained in regulation 118 of Table A, every director, officer or official of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities incurred by him in or about the execution and about the duties of his office.

BALFOUR BEATTY INVESTMENT HOLDINGS LIMITED
Registered Number 01198315
(the Company)

MINUTES

of a meeting of the board of directors of the Company
held at Fourth Floor, 130 Wilton Road, London SW1V 1LQ
on Wednesday 16 February 2011

PRESENT:	Mr M D Peters	(Chairman)
	Mr P W Goldsmith	(Director)
	Mr S K Leadill	(Director)
	Mr C M Pryce	(Director)
APOLOGIES:	Mr C D Vaughan	

1 OPENING

- 1.1 It was agreed that Mr Peters would be Chairman of the meeting. The Chairman noted that the meeting was quorate and that the meeting was duly convened in accordance with the requirements of the Company's articles of association (the **Articles**).
- 1.2 The Chairman reported that the meeting had been convened in connection with the project agreement to be entered into between (1) Balfour Beatty Fire and Rescue NW Limited and (2) Cumbria County Council, Lancashire Combined Fire Authority and Merseyside Fire and Rescue Authority under the Private Finance Initiative for the design, construction, operation and maintenance of sixteen (16) fire stations within Cumbria, Lancashire and Merseyside (the "**Project**").
- 1.3 The Chairman tabled at the meeting the latest drafts of the agreements, documents and instruments listed in the Schedule annexed to these minutes (the **Relevant Documents**) associated with the Project and which the Company is to enter into and comply with in order to give efficacy to the Project.

2 INTERESTS

- 2.1 For the purposes of sections 177 and 182 of the Companies Act 2006 and the Articles, the Directors present declared, where appropriate, their respective personal interests in the Relevant Documents or any of the business to be transacted at the meeting.
- 2.2 It was noted that pursuant to the Articles, a director may vote and form part of the quorum in relation to any matter in which he has declared an interest.

3 PRODUCTION AND REVIEW OF DOCUMENTS

- 3.1 There was then produced to the meeting:
 - a) a copy of each of the Relevant Documents as listed in the Schedule; and
 - b) an engrossment of a power of attorney (the **Power of Attorney**) pursuant to which Ion Francis Appuhamy, John Henry Needham, Stewart Orrell, Ian Kenneth Rylatt, Brian Roland Walker, David James Swarbrick, Andrew

