

DEXIA MANAGEMENT SERVICES LIMITED,
Shackleton House,
4 Battle Bridge Lane,
London, SE1 2RB (as Security Trustee)

and

DEXIA CRÉDIT LOCAL,
Shackleton House,
4 Battle Bridge Lane,
London, SE1 2RB (as Facility Agent)

Sarah Bourne
Deputy Clerk to Authority
Fire Service Headquarters
Bridle Road,
Bootle,
Merseyside
L30 4YD

Telephone: 0151 296 4122

Fax: **0151 296 4120**

Web Site:
www.merseyfire.gov.uk

23 February 2011

Dear Sirs

North West Fire and Rescue Services PFI Project

To the Facility Agent, the Arranging Banks, the Security Trustee and the Original Lenders, each as defined in the agreement referred to below.

I refer to the loan facilities agreement dated 23 February 2011 between, amongst others, Balfour Beatty Fire and Rescue NW Limited (CN 07403391) of 6th Floor, 350 Euston Road, Regent's Place, London, NW1 3AX, Balfour Beatty Fire and Rescue Holdings Limited (CN 07404085) of 6th Floor, 350 Euston Road, Regent's Place, London, NW1 3AX and yourselves (the "Loan Agreement"). Terms defined and references construed in the Loan Agreement have the same meaning and construction in this Certificate.

I, Sarah Bourne, being the Deputy Clerk of Merseyside Fire and Rescue Authority (the "Authority") am duly authorised by the Authority to deliver this Certificate and make the following certifications.

1 Authority Resolutions

Attached at Appendix 1 are true copies, duly initialled by us, of extracts of the minutes of a meeting of the Authority duly convened and held (during which a quorum was present throughout) recording resolutions passed at such meetings (which resolutions are in full force and effect and have not been rescinded or varied) and which:

- (a) approve the documents narrated therein to which the Authority is a party (the "Documents");
- (b) authorise an authorised signatory of the Authority to execute those Documents and any ancillary documents on behalf of the Authority and to approve any amendments thereto; and
- (c) authorise a specified person or persons to sign and deliver all notices, certificates and other communications required or permitted to be given by the Authority under each of those Documents and ancillary documents to which it is a party.

Attached at Appendix 2 is a true copy, duly initialled by us, of a certificate of specimen signatures of the persons authorised by resolution of the Authority to execute the Documents to which it is a party and all other documents and notices required in connection therewith.

This certificate is given by me on behalf of the Authority without incurring personal liability.

Sarah Kame

on behalf of Merseyside Fire and Rescue Authority

APPENDIX 1

Copies of Minutes

To the extent not redacted for reasons of confidentiality, I, Sarah Bourne, certify this to be a true copy of the original minutes of Merseyside Fire and Rescue Authority.

Sarah Bourne
SOLICITOR AND
DEPUTY CLERK

NOT FOR PUBLICATION

This report contains EXEMPT information by virtue of paragraph 3 of Part 1 of Schedule 12A to the Local Government Act 1972

MERSEYSIDE FIRE AND RESCUE AUTHORITY

SPECIAL MEETING

21st September 2010

PRESENT: Councillors Tony Newman (Chair),
Jimmy Mahon, Dave Hanratty, Sharon Sullivan,
Les Byrom, Colin Strickland, Robbie Ayres,
Barbara Murray, Ted Grannell, Denise Roberts,
Linda Maloney, Lesley Rennie, Gerry Ellis,
Martyn Barber, Steve Niblock and Eddie Clein.

**Apologies for absence
were received from:** Councillors Jimmy Kendrick and
Andrew Blackburn
Independent Member Keith Pickup

1. Preliminary Matters

The Authority considered if there were any declarations of interest, matters of urgency or items that may require the exclusion of the press and public because of the possibility of disclosure of exempt information.

(a) The following declarations of interest were made in relation to items of business on the agenda:

- Councillors Linda Maloney and Robbie Ayres declared an interest in **Agenda Item 3 - CFO/138/10 - PFI Project Final Sign Off**, as they both sit on St. Helens Council Planning Committee.

Councillor Mahon also declared an interest to this item as he sits on Sefton Council's Planning Committee.



- (c) The following items of business required the exclusion of the press and public because of the possibility of the disclosure of exempt information:

- Agenda Item 3 - CFO/138/10 - PFI Project Final Sign Off.

This report contains EXEMPT information by virtue of paragraph 3 of Part 1 of Schedule 12A to the Local Government Act 1972.

- [REDACTED]
- [REDACTED]
- [REDACTED]
- [REDACTED]

2. **Minutes of Previous Meeting**

The Minutes of the previous meeting of the Authority, held on 24th June 2010 were approved as a correct record and signed accordingly by the Chair.

3. **PFI Project Presentation**

It was requested by the Assistant Chief Executive & Treasurer that Mr. Skarratts – Fire Brigades Union Representative be permitted to stay for the presentation and discussion of this item.

The Assistant Chief Executive & Treasurer and Mr. Schofield – PFI Project Manager gave a Power Point Presentation to the Authority explaining the history of the Project from conception to the current day.

During the presentation Members were asked if they had a preference when building work was to commence as the building trade closes down for two weeks over the Christmas period.

Resolved that:

- (a) Members had no preference when the building work was to commence as it would seem pointless to start work mid December to then close down again.
- (b) Noted that Balfour Beatty had confirmed that they would do their utmost to drive the work forward to catch up and meet the deadline.

4. **PFI Project Final Sign Off**
(CFO/138/10)

This Minute is EXEMPT under paragraph 3 of Part 1 of Schedule 12A to the Local Government Act 1972.

Members considered Report CFO/138/10 of the Assistant Chief Executive & Treasurer concerning the Final Sign Off of the North West Fire & Rescue Services Private Finance Initiative Project.

Resolved that:

- (a) The Final Business Case be noted and endorsed, and its submission to CLG be approved;
- (b) Arrangements for the North West Fire & Rescue Services PFI Project be approved on the basis of the financial terms and general principles contained within the report;
- (c) The execution of the following documents (collectively known as "the Agreements") be authorised:
 - The Project Agreement and its Schedules, being the principal agreement to be entered into between the Authority, Cumbria County Council and Lancashire Combined Fire Authority ("the Authorities") and Balfour Beatty Fire and Rescue NW Limited ("Project Co.");
 - The Direct Agreement, being the agreement entered into between the Authorities, Nord LB and Dexia ("the Funders") and Project Co. ("the Direct Agreement");
 - The Collateral Agreements to be entered into between the parties set out below:
 - The Authorities, Mansell Construction Services and Project Co.;
 - The Authorities, Border Construction and Project Co.;
 - The Authorities, Balfour Beatty Workplace and Project Co.;
 - The Authorities, Blue Sky Architects and Project Co.;
 - The Authorities, Seymour Harris Architects and Project Co.;
 - The Authorities, and any other principal building sub-contractors or relevant members of the professional team; and
 - Any other Collateral Agreements required under the terms of the Project Agreement.
 - The Independent Certifier Deed of Appointment to be entered into between the Authorities, Project Co., the Funders and Gleeds;

- The Co-operation Agreement being the agreement being entered into between (1) the Authority, (2) Cumbria County Council, and (3) Lancashire Combined Fire Authority in relation to the relationship between the Authorities for the duration of the Project ("the Co-operation Agreement"); and
 - Any other agreements, certificates, acknowledgements, waivers, notices, letters or other documents incidental to the documents listed above or to the Project or otherwise necessary or desirable in connection with the Project.
- (d) the Assistant Chief Executive & Treasurer (Kieran Timmins), or in his absence, the Director of Finance (Ian Cummins), be authorised to certify that the following contracts are intra vires in accordance with the Local Government (Contracts) Act 1997:
- the Project Agreement and its Schedules; and
 - the Direct Agreement.
- (e) the Chief Executive & Chief Fire Officer (Anthony McGuirk) or the Deputy Chief Executive & Deputy Chief Fire Officer (Michael Hagen) or the Assistant Chief Fire Officer (Daniel Stephens) or the Assistant Chief Executive & Treasurer (Kieran Timmins) or the Director of Legal Services and Monitoring Officer (Janet Henshaw) or the Deputy Clerk (Sarah Bourne) be authorised to execute the Agreements under seal on behalf of the Authority and agree that their execution of the Agreements should conclusively demonstrate approval by the Authority of the Agreements in their final form;
- (f) the Chief Executive & Chief Fire Officer (Anthony McGuirk) or the Deputy Chief Executive & Deputy Chief Fire Officer (Michael Hagen) or the Assistant Chief Fire Officer (Daniel Stephens) or the Assistant Chief Executive & Treasurer (Kieran Timmins) or the Director of Legal Services and Monitoring Officer (Janet Henshaw) or the Deputy Clerk (Sarah Bourne) ("the Relevant Officers") as appropriate be authorised to take all necessary action in connection with the agreements, in consultation with Dickinson Dees LLP, the Authority's legal advisers in relation to this Project; and in consultation with the Chairman of the Authority, or in his absence, the Deputy Chairman of the Authority;
- (g) the Authority will indemnify any of the Relevant Officers in respect of any claims and costs relating to the contract arrangements, provided that the Relevant Officer has acted reasonably and within the ordinary course of their duties.
- (h) the Authority request the PFI Project Team to monitor the use of local economy and report back.

- (i) Members placed their appreciation on record to the PFI Project Team for seeing the project through for the Authority.
- (j) the Chief Executive & Chief Fire Officer placed his thanks on behalf of Officers to the Authority for supporting the PFI Project.
- (k) noted that Kensington Fire Station was now complete; and
- (l) requested information regarding Toxteth Community Hubs to be circulated to Members.

3. [REDACTED]

Date of Next Meeting

Thursday 30th September 2010.

APPENDIX 2

Specimen Signatures

Lancashire Combined Fire Authority (the "Authority")

North West Fire and Rescue Services PFI Project (the "Project")

Specimen Signatures for Financial Close

MERSEYSIDE FIRE AND RESCUE AUTHORITY (the "Authority")
NORTH WEST FIRE AND RESCUE SERVICES PFI PROJECT (the "Project")
SPECIMEN SIGNATURES FOR FINANCIAL CLOSE

The following signatories are authorised to execute documents on behalf of the Authority in relation to the Project pursuant to the authorisation granted at a special meeting of the Authority held on 21 September 2010.

Name	Title	Signature
Anthony McGuirk	Chief Executive and Chief Fire Officer	
Michael Hagen	Deputy Chief Executive and Deputy Chief Fire Officer	
Daniel Stephens	Assistant Chief Fire Officer	
Kieran Timmins	Assistant Chief Executive of Treasurer	
Janet Henshaw	Director of Legal Services and Monitoring Officer	
Sarah Bourne	Deputy Clerk	