

## Appendix 1 Draft Wording for HSE Approval of CNU PPP Project

The draft wording below for the Approval by the HSE Board of the Community Nursing Units Public Private Partnership (CNU PPP) Project is based on the standard form of minute used for PPP transactions in Ireland save for modifications made by the HSE's Legal Advisors that relate to the specific requirements of the HSE acting as the Authority.

Any agreement in principal to this draft wording by the HSE is subject always to final review and agreement by the HSE Board. This draft has been reviewed and recommended by the HSE's legal advisors as an appropriate form of minute to record the HSE's approval of the transaction for the CNU PPP Project.

### APPROVAL OF HSE COMMUNITY NURSING UNITS PPP PROJECT<sup>1</sup>

I, [NAME, POSITION] certify that the below is a true copy of an extract from the minutes of a meeting of the Board of the Executive held on [DATE] which was quorate, and at which the resolution set out below was passed, which resolution remains in effect as of the date of this certificate and has not been rescinded, revoked or amended in any respect:

Having regard to the extensive due diligence in respect of the HSE Community Nursing Units PPP project (the "**Project**") undertaken by the project board set up by the HSE for that purpose and to the recommendation of the project board dated [DATE], **IT IS RESOLVED** that:

1. The proposed transaction implementing the Project (the "**Transaction**") be and is hereby approved;
2. The terms of each document listed in the schedule attached at Appendix 1 (each a "**Document**") be and are hereby approved;
3. Any of Paul de Freine (National Director of Capital & Estates) or Elaine Maye (Project Director) each of whom are members of the Project Board in respect of the Project and employees of the HSE (together "**Authorised Persons**" and each an "**Authorised Person**") be and are hereby authorised:
  - (a) to conclude the Transaction following the HSE Board approval and agree and approve the final terms of all documents in connection with the Transaction, including the Documents, and (subject to paragraph 4) to execute and deliver, on behalf of the HSE in its name or otherwise, the Documents and any other agreement or document of whatever nature as is (in their absolute discretion) necessary, desirable, incidental or ancillary to the Transaction or the Documents, together with such amendments to them which they shall in their absolute discretion approve (such approval to be evidenced conclusively by the execution and delivery of the Documents and any such other agreements or documents);
  - (b) to give any notice, certificate, confirmation or communication or undertake any other action required under or in connection with the Transaction, any

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<sup>1</sup> This draft is based on Board Approval Minutes produced at financial close on previous PPP projects in Ireland. This draft may be subject to change during the financial close process.

transactions contemplated by the Documents or such other agreements or documents referred to in (a) above;

(c) to delegate their authority to do any of the matters referred to in (b) above to such person or persons as they deem appropriate, each person being an officer or member of the staff of the HSE (together the "Authorised Deputies" and each an "Authorised Deputy"), the nature of such delegation to be communicated in writing to the Authorised Deputy prior to the exercise of any delegated authority; and

(d) generally, to do or perform any and all acts or things and/or take any other action in the name of the HSE in relation to any of the matters referred to in paragraphs (a), (b) and/or (c) above or otherwise as the Authorised Persons may consider necessary or advisable in order to give effect to the Transaction, the Documents and any other agreements or documents referred to in (a) and/or (b) above.

4. Pursuant to Schedule 2 of the Health Act 2004 (as amended) (which requires that the seal of the HSE be authenticated either by the signature of two members of the Board, or by signature of both a member of the Board and a HSE employee authorised by the Board to authenticate the seal), the seal of the HSE (a) be affixed to such of the Documents and/or any other agreements or documents as the Authorised Persons consider necessary or desirable in connection with the Transaction and (b) the affixing of such seal be authenticated in accordance with Schedule 2 of the Health Act 2004 (as amended) (an extract from Schedule 2 is contained in Appendix 2).

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[NAME]

[POSITION]

[DATE]