

**TRANSPORT EDINBURGH LIMITED**

(the “Company”)

RESOLUTION OF THE BOARD OF DIRECTORS OF Transport Edinburgh Limited AT A MEETING ON 23 JANUARY 2008, HELD JOINTLY WITH THE Tram Project Board AND BOARD OF Tie Limited

The Board resolved after due consideration of the papers presented and discussion of matters at the meeting :

1. to approve the terms of Infraco Contract Suite and all related agreements and documents, as such documents were defined in the Board papers, as a basis for commitment to the contractual agreements, noting the main open areas and in the context of the delegated authority to conclude the above agreements approved under Resolution 2 below;
2. to recommend to the City of Edinburgh Council that the Council approve the terms of Infraco Contract Suite and all related agreements and documents, as such documents were defined in the Board papers, as a basis for commitment to the final contractual agreements, noting the main open areas and in the context of the delegated authority to conclude the above agreements approved under Resolution 5 below;
3. to acknowledge the terms of those aspects of the Infraco Contract Suite and related documents which were anticipated to be assigned to the Company at an appropriate point in the future, at which point a detailed review of the terms of assignment would be examined by the Board ;
4. to approve the terms of the Governance and Delegations paper, subject to one specified wording change relating to the title of a member of the TPB, as the basis on which the Tram Project would be governed and managed in the period following financial close, until further amendment;
5. to approve the proposed delegated authority arrangements to be adopted in order to ensure an efficient and properly controlled process was followed through to contractual commitment and during project implementation:

The delegated authority arrangements proposed and approved were :

A Committee of the Boards of the Company and tie Limited would be immediately formed comprising messrs Gallagher, Mackay and Renilson, to whom authority is delegated by the Company, the Tram Project Board and tie Limited to approve signature by the tie Chairman of Notification to Award, the Infraco Contract Suite and any necessary related agreements on condition that :

1. The final terms of the contractual arrangements are within the terms of the Final Business Case, subject to slippage of up to one month in programmed revenue service in 2011; and
2. They unanimously conclude that it is appropriate to proceed to execution of the Infraco Contract Suite; and
3. Approval has been received from the CEC Chief Executive to do so

6. To approve the terms of the draft Operating Agreement between the City of Edinburgh Council and the Company, noting that detailed comments were awaited from the Council which, if and when received, would be presented to the Board for consideration.

By order of the Board of Directors of the Company

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Brian Cox  
Deputy Chairman