
From: Gill Lindsay
Sent: 18 December 2007 14:37
To: Fitchie, Andrew
Cc: Graeme Bissett; Nick Smith; Colin MacKenzie
Subject: RE: Agency

Andrew

Yes, thanks we will consider and revert to all.

Gill

From: Fitchie, Andrew [<mailto:Andrew.Fitchie@dlapiper.com>]
Sent: 18 December 2007 12:42
To: Gill Lindsay
Cc: Graeme Bissett; Nick Smith; Colin MacKenzie
Subject: Agency
Importance: High

Gill

Apologies for playing the same record.

There is an explicit reference in the draft Operating Agreement to the fact that no relationship of agency is created. I have made the point several times that CEC is creating a relationship of agency using **tie**.

Two prime examples are:

- **tie** needs to be acting as CEC's agent so that the optimum tax structure is achieved
- Recommendation 10.11 in the Council Report actually states that **tie** is acting as CEC's agent for NRSWA purposes.

The 'Nature of Relationship' provision is a very standard term where two commercial entities contract. I question what it adds here either in terms of logic or legal protection for CEC, given that **tie's** relationship with CEC is mapped in detail in the governance structure. It directly contradicts both explicit needs for **tie** to be acting as CAC's agent.

Please could this be looked at with a view to removing it, for CAC's own benefit.

Kind regards

Andrew FITCHIEA
Partner, Finance & Projects
DLA Piper Scotland LLP
T: +44 (0) [REDACTED]
M: +44 (0) [REDACTED]
F: +44 (0) [REDACTED]

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