



## tie Limited

**Notes of Meeting:      Infraco Contract Meeting**

**Date:                              15th January 2008**

In attendance:	<b>BBS:</b> Scott McFadzen Suzanne Moir Herbert Fettig Tom Murray Martin Gallagher	<b>tie:</b> Geoff Gilbert Andrew Fitchie Phil Hecht Alastair Richards
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Item	Comments	Action
1	SDS Programme <ul style="list-style-type: none"> <li>Proposed consents programme risk allocation as set out in the Consents paper prepared by GG and dated 10<sup>th</sup> January 2007</li> <li>BBS stated that they qualified their bid such that they would not take any risk in respect of the SDS programme (Post Meeting Note – No such Qualification found)</li> <li>BBS want stronger control and incentivisation of the SDS performance</li> <li>BBS want tie to take risk on SDS programme performance.</li> <li>BBS expressed concern that SDS's programme is slipping</li> <li>Believe that SDS contract requires due skill and care only and that they believed time was not of the essence under that contract.</li> </ul>	
2	Programme and Enforceability <ul style="list-style-type: none"> <li>All parties agreed that a programme for delivery of CEC technical and prior approval consents will be agreed and aligned with the BBS construction programme as agreed under the novation plan.</li> <li>Commercial consideration in respect of incentivisation and any price adjustment is to be settled separately.</li> <li>AF explained the basis of SDS's time based obligations under the SDS contract. BBS to consider and respond by 4pm on 16/1/08</li> <li>Additional design control measures – BBS proposal to be provided by 5pm 16/1/08. GG stated that prepared to listen to the proposal but that does not mean acceptance of the principle.</li> <li>GG explained that details of what the contract price represents will be defined in detail in Schedule 4. Any changes from this will be a tie change.</li> </ul>	BBS  BBS
3	Deemed Knowledge <ul style="list-style-type: none"> <li>BBS believe that SDS Novation Agreement covers this point in clauses 3.28, 3.29 – BBS confirm this by 4pm 16/1/08.</li> <li>BBS confirmed that all Infraco contract drafting can be released to SDS. Tie to action.</li> <li>BBS require the following critical areas to be aligned with their programme:-               <ul style="list-style-type: none"> <li>- Programme        } As appendices to</li> <li>- Consents status} Novation Plan</li> </ul> </li> </ul>	

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Item	Comments	Action
	<ul style="list-style-type: none"> <li>- Etc } stated in prev section</li> <li>• Infraco Quality management System – PB to operate to the Infraco quality management system. Put to BBS, BBS to provide their Design Management Procedure for release to SDS.</li> <li>• SDS to confirm that will deliver to ER's. this is part of the Disclosure Statement</li> <li>•</li> </ul>	
4	Review of Specific SDS contract clauses	
	<ul style="list-style-type: none"> <li>• 7.3.5               <ul style="list-style-type: none"> <li>- Alignment with Infraco Proposals                   <ul style="list-style-type: none"> <li>▪ BBS to advise those elements of their Tech Proposals that require BBS to deliver</li> </ul> </li> </ul> </li> <li>• 7.3.6               <ul style="list-style-type: none"> <li>- In accordance with tie and CEC Policies. CEC Policies to be listed in the SDS Novation Agreement as listed in the Infraco Contract schedules.</li> </ul> </li> <li>• 7.3.11               <ul style="list-style-type: none"> <li>- Believe clause 3.3.9 covers this. BBS to consider and advise</li> </ul> </li> <li>• 7.3.18               <ul style="list-style-type: none"> <li>- BBS withdrew this point</li> </ul> </li> <li>• 7.11               <ul style="list-style-type: none"> <li>- Infraco Parties issues – not an issue if add drafting to Infraco that SDS deemed to comply if they have delivered to their contract</li> </ul> </li> <li>• 7.16               <ul style="list-style-type: none"> <li>- Back to back provision in 7.7 of Infraco contract, BBS to confirm agreement</li> </ul> </li> <li>• 19.7-19.12               <ul style="list-style-type: none"> <li>- Consents and TROs – BBS to advise</li> </ul> </li> </ul>	<p>BBS</p> <p>tie</p> <p>BBS</p> <p></p> <p>Tie</p> <p>BBS</p> <p>BBS</p>
	Suzanne to call GG at 9.30 on 16/1/08 re remaining issues <ul style="list-style-type: none"> <li>• Clause 3.5 v 7.5 and</li> <li>• Earlier points in Agreement</li> </ul>	BBS

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