

## Adam McKinlay (Brodies Solicitors)

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**From:** Gill Lindsay <Gill.Lindsay@edinburgh.gov.uk>  
**Sent:** 09 March 2008 21:48  
**To:** Graeme Bissett; 'Gill Lindsay'  
**Cc:** 'Donald McGougan'; 'Alan Coyle'; 'Rebecca Andrew'; 'Willie Gallagher'; 'Susan Clark'; 'Steven Bell'; 'Andrew Holmes'; Fitchie, Andrew; 'Colin MacKenzie'  
**Subject:** RE: Close Report

Graeme

Thanks for the update. Willie also called Friday pm with the good news on taking matters forward. Can you let us have the close report as soon as available. On terms of DLA letter I can liaise further with Andrew on Tuesday. Essentially we will be seeking an updated letter in terms earlier provided indraft but now appropriate for final close stage ie continuing to recommend the terms of the documentation as reflecting the commercial position agreed, continuing to advise that terms are consistent with market terms for the deal and essentially closing the diligence caveats previously existing when the issues of prior approvals and third party and other consents were outstanding. We will expect to see reference to SDS position on agreed risk transfer which is as we are now aware and will be documented through novation agreement and other documentation. I can pick up on further details with Andrew Tuesday am.

At LAG Monday can you please liaise with Colin and Finance to close of all outstanding issues and confirmations from Tie CEC as per agreed matrix which ich

-----Original Message-----

**From:** "Graeme Bissett" <graeme.bissett@edinburgh.gov.uk>  
**To:** "Gill Lindsay" <Gill.Lindsay@edinburgh.gov.uk>  
**Cc:** "Donald McGougan" <Donald.McGougan@edinburgh.gov.uk>; "Alan Coyle" <Alan.Coyle@edinburgh.gov.uk>; "Rebecca Andrew" <Rebecca.Andrew@edinburgh.gov.uk>; "Willie Gallagher" <Willie.Gallagher@tie.ltd.uk>; "Susan Clark" <Susan.Clark@tie.ltd.uk>; "Steven Bell" <Steven.Bell@tie.ltd.uk>; "Andrew Holmes" <Andrew.Holmes@edinburgh.gov.uk>; "Fitchie, Andrew" <Andrew.Fitchie@dlapiper.com>; "Colin MacKenzie" <Colin.MacKenzie@edinburgh.gov.uk>  
**Sent:** 08/03/08 12:33  
**Subject:** Close Report

Gill, the negotiations yesterday were successful in reaching a sound conclusion within the parameters we discussed on Thursday evening. Effort is now focussed on finalising all of the detailed terms of the principal documents which we must complete to support issue of the Notification of Award. You are aware that we are seeking to update the Close Report early this coming week to reflect the final form of the key documents. To avoid duplication and to focus efforts, I have asked DLA to pick up the Close Report sections on the Infraco Contract Suite and the Council's Guarantee. These sections will now be contained in a report to tie and CEC from DLA which will summarise the key terms. DLA's drafting will update the draft material already in the January version of the Close Report and will address the same headings and issues. The DLA Report will then be incorporated as an Appendix to the full Close Report.

This approach will avoid duplication and will ensure that all of the important legal as well as commercial / technical dimensions of the Infraco suite finalisation are reflected in the Close Report.

The DLA report will incorporate the letter and risk matrix we have discussed previously. It is also important that the DLA Report picks up all of the confirmations the Council is seeking which DLA can reasonably be expected to provide and I would also like to ensure that the wording of these confirmations is agreed between CEC and DLA before we get to Wednesday. Can you let me know who from the Council we can discuss the scope and wording of DLA's confirmations with, preferably on Monday 10th.

Thanks

Regards

Graeme

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Graeme Bissett

m : +44 [REDACTED]

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## Adam McKinlay (Brodies Solicitors)

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**From:** Gill Lindsay <Gill.Lindsay@edinburgh.gov.uk>  
**Sent:** 09 March 2008 22:07  
**To:** Graeme Bissett; 'Gill Lindsay'  
**Cc:** 'Donald McGougan'; 'Alan Coyle'; 'Rebecca Andrew'; 'Willie Gallagher'; 'Susan Clark'; 'Steven Bell'; 'Andrew Holmes'; Fitchie, Andrew; 'Colin MacKenzie'  
**Subject:** RE: Close Report

Graeme

Rest of response, sorry to quick with the keys!

As noted if the matrix held by Fin and Duncan can be closed out wherever possible this will narrow any remaining diligence issues for CEC. I have briefly considered your style close report sent by separate mail and agree this. I suggest you may wish Tie to recommend the final terms negotiated to CEC in order for Tom to receive this together with his internal sign off. Officers at CEC are considering this now. It would be helpful for Tie recommendation to also confirm that terms recommended are consistent with the Final Business Case version 2.

It would also be essential for DLA to confirm that no procurement issues arise following further negotiation of terms and allocation of risk.

I will be picking up mails and it would be very helpful to have a call Tuesday am to update and as you say plan remaining activities.

Gill

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