

**Certificate of the Cabinet Secretary of the
Turks & Caicos Islands Government**

In relation to the Turks & Caicos Islands Hospital Project ("the Project") the Cabinet Secretary of the Turks & Caicos Islands Government certifies on behalf of the Cabinet of the Turks & Caicos Islands Government (the "Cabinet") as follows;

1. The following documents to be entered into by the Crown (in right of its Government in the Turks and Caicos Islands) ("TCIG") relating to the Project were presented to the Cabinet at its meeting held 23 November 2007:
 - 1.1 the Project Agreement to be entered into by TCIG, Interhealth Canada Clinical Services (TCI) Limited and Interhealth Canada Infrastructure (TCI) Limited;
 - 1.2 the Funders' Direct Agreement to be entered into between TCIG, FirstCaribbean International Bank (Bahamas) Limited, Interhealth Canada Infrastructure (TCI) Limited and Interhealth Canada Clinical Services (TCI) Limited;
 - 1.3 the Ringfenced Services Support Deed to be entered into by TCIG, Interhealth Canada Clinical Services (TCI) Limited, Interhealth Canada Limited and Interhealth Canada (TCI) Limited;
 - 1.4 the Ringfenced Services Support Deed Corporate Guarantee to be entered into by TCIG and Interhealth Canada Limited;
 - 1.5 a Collateral Warranty and Guarantee in favour of TCIG from Johnston International Limited;
 - 1.6 a Collateral Warranty in favour of TCIG from Devereux Architects Limited;
 - 1.7 a Collateral Warranty in favour of TCIG from Civil & Structural Engineering Limited;
 - 1.8 a Collateral Warranty in favour of TCIG from Rotary International Limited;
 - 1.9 a Collateral Warranty in favour of TCIG from Interhealth Canada Construction & Services (TCI) Limited (in respect of its performance under the Design & Build Subcontract);
 - 1.10 a Collateral Warranty and Guarantee in favour of TCIG from Interhealth Canada Construction & Services (TCI) Limited (in respect of its performance under the FM Subcontract);
 - 1.11 the Independent Tester Appointment to be entered into between TCIG, Interhealth Canada Infrastructure (TCI) Limited, Interhealth Canada Clinical Services (TCI) Limited, Interhealth Canada Construction & Services (TCI) Limited, FirstCaribbean International Bank (Bahamas) Limited and WYG Management Services Limited;
 - 1.12 the Arbitration Agreement between TCIG, Interhealth Canada Limited, Interhealth Canada Infrastructure (TCI) Limited, Interhealth Canada Clinical Services (TCI) Limited, Interhealth Canada Construction & Services (TCI) Limited, Interhealth Canada (TCI) Limited, Johnston International Limited, Devereux Architects Limited, Civil & Structural Engineering Limited, Rotary International Limited and Oxford Ventures Limited;

- 1.13 the Design Approval Letter from TCIG to each of Interhealth Canada Infrastructure (TCI) Limited and Interhealth Canada Clinical Services (TCI) Limited;
 - 1.14 the Work Permit Side Letter from TCIG addressed to each of Interhealth Canada Infrastructure (TCI) Limited, Interhealth Canada Clinical Services (TCI) Limited, Interhealth Canada Construction & Services (TCI) Limited and Interhealth Canada (TCI) Limited regarding the waiver of work permit fees for professional appointments and the process for obtaining work permits;
 - 1.15 the Donated Equipment Side Letter from TCIG addressed to Interhealth Canada Clinical Services (TCI) Limited in relation to the transfer of Government-donated medical equipment to Interhealth Canada Clinical Services (TCI) Limited;
 - 1.16 a letter from TCIG addressed to each of Interhealth Canada Infrastructure (TCI) Limited and Interhealth Canada Clinical Services (TCI) Limited that all relevant works in relation to the removal of certain ruins from the Providenciales Site have been completed;
 - 1.17 a letter from TCIG addressed to each of Interhealth Canada Infrastructure (TCI) Limited and FirstCaribbean International Bank (Bahamas) Limited relating to clause 28A of the Project Agreement;
- together, the "Documents"; and
- 1.18 a development order under the Encouragement of Development Ordinance Cap. 165 to Interhealth Canada Infrastructure (TCI) Limited, Interhealth Canada Clinical Services (TCI) Limited, Interhealth Canada Construction & Services (TCI) Limited and Interhealth Canada (TCI) Limited (the "Development Order");
 - 1.19 the leases of the Grand Turk Site and the Providenciales Site (each as defined in the Project Agreement) to be granted by the Crown in favour of Interhealth Canada Infrastructure (TCI) Limited (the "Leases").
2. The Cabinet was requested to consider the Documents and to approve TCIG entering into the Documents. The Documents presented to the Cabinet were in a substantially final form for approval and signature. However the Cabinet acknowledged that the Documents may require minor amendments prior to signature.
 3. The Cabinet was requested to consider the process used by TCIG in procuring the Project and to confirm that such process met with the requirements of the Finance and Audit Ordinance and the principles of fairness and transparency.

It was decided that:

4. TCIG was not bound by any procurement regulations under Turks & Caicos Islands law. However TCIG adhered to the procedures of the Financial Instructions made under the Finance and Audit Ordinance and general principles of fairness, transparency and value for money when procuring the Project as required by the Finance and Audit Ordinance.
5. The execution of the Documents and the delivery and performance by TCIG of its rights and obligations under the Documents was approved provided that the Annual Unitary Payment as specified at Schedule 12 (Financial Model) of the Project Agreement is within the range of US\$15.5 Million to US\$16.5 Million;

6. The Hon. Deputy Premier, Floyd Basil Hall and the Hon. Minister for Health and Human Services, Lillian Elaine Boyce were jointly and severally authorised to sign the Documents under hand on behalf of TCIG and to approve on behalf of TCIG such amendments, deletions, supplementary provisions or other variations to such Documents (to the extent that such amendments do not alter TCIG's commercial position);
7. The Hon. Attorney General is authorised to sign and deliver all notices and other communications required or permitted to be given by TCIG under the Documents to which it is a party;
8. His Excellency, the Governor shall grant the Leases to Interhealth Canada Infrastructure (TCI) Limited under section 94 of the Constitution of the Turks and Caicos Islands;
9. The Cabinet having been satisfied as to the matters set out in section 4 of the Encouragement of Development Ordinance Cap. 165 His Excellency the Governor shall grant a development order to Interhealth Canada Infrastructure (TCI) Limited, Interhealth Canada Clinical Services (TCI) Limited, Interhealth Canada Construction & Services (TCI) Limited and Interhealth Canada (TCI) Limited.
10. The above is a true and accurate record of the matters discussed and approved at the Cabinet meeting of the TCIG held on 23 November 2007 in relation to the Project;
11. The attached list of specimen signatures is a true and accurate record of the signatures of those authorised to execute the Documents or any other ancillary documents in connection with the Project.

Signed


Ruth Blackman
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Cabinet Secretary


Dated


23rd November 2007
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Specimen Signature List

Signed 
Print Name His Excellency Richard Tauwhare MVO
Position Governor of the Turks & Caicos Islands

Signed 
Name Hon. Floyd Basil Hall
Position Deputy Premier, Minister of Finance and National Insurance of the
Turks & Caicos Islands

Signed 
Print Name Hon. Lillian Elaine Boyce
Position Minister of Health and Human Services of the Turks & Caicos
Islands

Signed 
Print Name Hon. Kurt DeFreitas QC
Position Attorney General of the Turks & Caicos Islands

Date 23rd November 2007