

Schedule 2 – Verification Certificates

TO: Health Administration Corporation (**State**)

We are officers of [*insert name of Selected Entity*] of [*address*] (**Company**) and are authorised to execute this certificate in the name of the Company.

We refer to the deed between, among others, the State and [*insert full name and ABN of Operator*] dated [*insert date*] to, among other things, design, construct, finance and operate the Northern Beaches Hospital (**Project Deed**).

Terms defined in the Project Deed have the same meaning when used in this certificate.

The Company will be a party to the following Project Documents (**Relevant Project Documents**):

- (a) [#]
- (b) [#].

THE COMPANY CERTIFIES as follows:

1. Attached to this certificate are true, complete and up to date copies of each of the following:
 - (a) the constitution of the Company, certificate of registration or other constituent documents of the Company (marked **A**);
 - (b) [*a power of attorney, duly stamped and registered, where necessary, granted by the Company for the purpose of authorising the execution and delivery on behalf of the Company (amongst other things) of the Relevant Project Documents (marked B), which power of attorney has not been revoked and remains in full force and effect;*] and
 - (c) the following (marked **C**):
 - (i) certified extract of minutes of a meeting of directors of the Company authorising the Company to enter into and deliver, and perform and observe its obligations under the Relevant Project Documents [*, and approving the power of attorney (marked B)*]; and
 - (ii) [*insert description of any relevant Consents*];
 - (d) [*the constituent documents of the [insert trust name] of which the Company is the sole trustee (marked D)*].
2. In respect of the resolutions in the extracts of the minutes of meeting of the Company, referred to above:
 - (a) these resolutions have been duly passed at a properly convened meeting of the duly appointed directors of the Company;
 - (b) a duly qualified quorum of directors was present and voting at the meeting of the Company and the requisite majority of directors of the Company voted in favour of approving the resolutions;
 - (c) all provisions contained in the Corporations Act and the constitution of the Company relating to the declaration of interests and the powers of interested directors to vote were duly observed;
 - (d) the resolutions have not been amended or rescinded and are in full force and effect; and

- (e) the power of attorney of the Company referred to in those resolutions has not been revoked.
3. The following signatures are the true signatures of the authorised officers of the Company and the persons who have been authorised to take action or give notices (amongst other things) under the Relevant Project Documents.

Authorised officers

Name	Position	Signature

Signed

Director

Director/Secretary *[delete if not applicable]*

Name in full (please print)

Name in full (please print)