

Schedule 3: Project and Ancillary Documents

Part 1 – Overview of Project Documents and Ancillary Documents

1. Project Documents

The Project Documents are as follows:

- (a) this Agreement between the Transport Agency and the Contractor;
- (b) the Major Sub-contractor Direct Deeds, being:
 - (i) the direct deed between the Transport Agency, the Contractor and the Construction Sub-contractor in relation to the Works Provisioning; and
 - (ii) the direct deed between the Transport Agency, the Contractor and the AMM Sub-contractor in relation to the AMM Services;
- (c) the Financier Direct Deed between the Transport Agency, the Contractor and ANZ Bank New Zealand Limited;
- (d) the Independent Reviewer Agreement between the Transport Agency, the Contractor, the Construction Sub-contractor, the AMM Sub-contractor and Aurecon New Zealand Limited; and
- (e) the P2Wk Project Lease (with effect from the Service Commencement Date).

2. Ancillary Documents

The Ancillary Documents are as follows:

- (a) the Construction sub-contract between the Contractor and the Construction Sub-contractor;
- (b) the AMM sub-contract between the Contractor and the AMM Sub-contractor;
- (c) the Interface Agreement between the Contractor, the Construction Sub-contractor and the AMM Sub-contractor;
- (d) the parent company guarantees from Fletcher Building Limited and ACCIONA Infraestructuras S.A. in favour of the Contractor and ANZ Bank New Zealand Limited in respect of the obligations of the Major Sub-contractor responsible for Works Provisioning;
- (e) the parent company guarantees from Fletcher Building Limited and ACCIONA Infraestructuras S.A. in favour of the Contractor and ANZ Bank New Zealand Limited in respect of the obligations of the Major Sub-contractor responsible for AMM Services;
- (f) the Investors' Agreement between the HoldCo Limited Partners, HoldCo LP, Hold Co General Partner, the Contractor and Contractor General Partner;
- (g) the Investment Commitment Deed between the HoldCo Limited Partners, HoldCo LP and HoldCo General Partner;

- (h) the Limited Partnership Agreement between the Contractor General Partner and HoldCo LP;
- (i) the Limited Partnership Agreement between the HoldCo General Partner and the Holdco Limited Partners;
- (j) the business services agreement between the Contractor and Morrison & Co SPV Management Limited; and
- (k) the level of service warranty deed between the Contractor, the AMM Sub-contractor and the Construction Sub-contractor.

Annexure 1: Financier Direct Deed

Annexure 2: Major Sub-contractor's Direct Deed

Annexure 3: Independent Reviewer Agreement

Annexure 4: P2Wk Project Lease

Annexure 5: Third Party Interface Protocols
