Borrower's Certificate

**Cheshire & Warrington Local Enterprise Partnership (the "Borrower")**

**(Company number 04453576)**

Date: 2020

To: [ ] Council (the **Lender**) as lender under the facility agreement dated [ ] 2020 and made between (1) the Borrower as borrower and (2) the Lender as lender (as the same may be amended, restated or novated from time to time) (the **Facility Agreement**)

I, , being a director of the Borrower refer to the Facility Agreement.

Capitalised terms defined in the Facility Agreement shall have the same meanings when used in this certificate.

Being duly authorised by the Borrower, I hereby certify, but without personal liability, that:

1. **Borrowing Limit**

Borrowing or securing, as appropriate, the Commitment will not cause any borrowing security or similar limit binding on the Borrower to be exceeded.

2. **Copy Documents**

Each copy document relating to the Borrower specified in Part A of Schedule 1 to the Facility Agreement is correct, complete and in full force and effect, and has not been amended or superseded as at a date no earlier than the date of the Facility Agreement.

3. **Specimen Signatures**

The persons listed below are all of the directors of the Borrower (in accordance with the provisions of the constitutional documents) and were occupying those positions at the date on which any Finance Document was signed by them and such signatories were duly authorised to sign, execute and deliver (as the case may be), and where relevant otherwise perfect, all Finance Documents and related documents to which the Borrower is a party and any other document under and in accordance with the Board Resolutions attached at Annexure 2 and the signatures appearing opposite their names are their true signatures:

|  |  |  |
| --- | --- | --- |
| **Full Name** | **Position** | **Signature** |
|  | [Director] | \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ |
|  | [Director] | \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ |
|  | [Director] | \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ |

4. **Annexures**

**Annexure 1. Constitutional Documents**

4.1 The documents attached to this certificate at Annexure 1 are true copies of authentic, up to date and complete originals of the Certificate of Incorporation, Certificates of Incorporation on Change of name, Memorandum of Association and Articles of Association of the Borrower (the **Constitutional Documents**) which are in full force and effect as at the date of this certificate.

 **Annexure 2. Board Resolutions**

4.2 The document attached to this certificate at Annexure 2 is a true, complete and up to date extract of the resolutions of the board of directors of the Borrower (the **Board Resolutions**), duly and properly passed at a board meeting duly convened and held on 2020 which, inter alia:

(A) approve the terms of, and the transactions contemplated by the Finance Documents to which it is a party, and which resolve that the Borrower execute, deliver and perform the Finance Documents to which it is a party;

(B) authorise a specified person or persons to execute the Finance Documents to which it is a party on its behalf; and

(C) authorise a specified person or persons, on its behalf, to sign and/or despatch all documents and notices to be signed and/or despatched by it under or in connection with the Finance Documents to which it is a party.

A quorum of directors was present throughout the board meeting referred to above and the resolutions passed at such meeting have not been amended or revoked and remain in full force and effect.

5. **Miscellaneous**

This certificate is given on behalf of the Borrower.

For the avoidance of doubt no person completing this certificate or any Finance Document shall be personally liable in any personal capacity for any debts of the Borrower.

This certificate and any non-contractual obligations arising out of or in connection with it shall be governed by the laws of England.

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Director
For and on behalf of

Cheshire & Warrington Local Enterprise Partnership

**Annexure 1**

**Constitutional DocumentsAnnexure 2**

**Board Resolutions**