

**PANEL AGREEMENT SCHEDULE 4**  
**ORDER FORM AND TERMS AND CONDITIONS**

**Legal advice relating to procurement of a delivery partner to support Ofwat's 2019  
Price Review  
ORDER FORM**

**PART 1**

**SECTION A**

- (i) This Order Form dated **5 December 2017** is issued in accordance with the provisions of the Panel Agreement for the provision of general legal services.
- (ii) The Supplier agrees to supply the Ordered Panel Services specified below on and subject to the terms of this Legal Services Contract.
- (iii) For the avoidance of doubt this Legal Services Contract consists of the terms set out in this Order Form and the Terms and Conditions.
- (iv) By signing and returning this Order Form (which may be done by electronic means) the Supplier agrees to enter this Legal Services Contract with the Customer to provide the Ordered Panel Services in accordance with this Order Form and the Terms and Conditions.
- (v) The Parties hereby acknowledge and agree that they have read this Order Form and the Terms and Conditions and by signing below agree to be bound by this Legal Services Contract.
- (vi) In accordance with paragraph 7 of Panel Schedule 5 (Ordering Procedure), the Parties hereby acknowledge and agree that this Legal Services Contract shall be formed when the Customer acknowledges (which may be done by electronic means) the receipt of the signed copy of this Order Form (together with the Terms and Conditions) from the Supplier within two (2) Working Days from such receipt.

<b>1.1</b>	Procurement Ref: PROC.01.0582
<b>1.2</b>	Water Services Regulation Authority (Ofwat) Centre City Tower 7 Hill Street Birmingham B5 4UA ("CUSTOMER")

<b>1.3</b>	<p>Gowling WLG (UK) LLP  Two Snowhill  Birmingham  West Midlands  ENGLAND  B4 6WR</p> <p><b>("SUPPLIER")</b></p>
<b>1.4</b>	<b>Commencement Date: 8 November 2017</b>
<b>1.5</b>	<p><b>Term (delete either (a) or (b), as appropriate.</b></p> <p><b>(a) Expiry Date</b></p> <p>Expiry date of Legal Services Contract Term <b>7 August 2018</b>, unless terminated or extended in accordance with this Order.</p> <p>Legal advice is subject to a Cabinet Office expenditure control (litigation is exempt from this control); in the event that legal <b>advice</b> received under the Contract is anticipated to exceed £20,000 the Customer will require Cabinet Office approval to commit to such expenditure. Where approval is not received the Customer will terminate the legal advice element of the Contract.</p> <p>To facilitate the monitoring of expenditure to date on legal advice, the Supplier is required to issue separate invoices for legal advice (quoting code 31160) and legal services relating to civil or criminal litigation; and - legal disputes (including disciplinary, regulatory or tribunal matters), inquiries (quoting code 31800).</p>

<b>1.6</b>	<b>Signed for and on behalf of the Customer by an authorised representative:</b>	
	Name and Title	<i>Jenny Block</i> <i>General Counsel</i>
	Signature	
	Date	<i>5 December 2017</i>
<b>1.7</b>	<b>Signed for and on behalf of the Supplier by an authorised representative:</b>	
	Name and Title	
	Signature	
	Date	<i>15 December 2017</i>

## SECTION B

### 1. PANEL SERVICES

<b>1.1</b>	<p><b>Panel Services:</b></p> <p>1. Overall objectives</p> <p>The objective of this procurement is to appoint an external law firm (the "Supplier") to provide practical, commercial, timely and robust advice and support on matters relating to procurement law and contract law.</p> <p>Ofwat requires procurement and contract law advice which:</p> <ul style="list-style-type: none"><li>• must be available as and when required, including at short notice;</li><li>• be delivered by suitably skilled and experienced legal advisers;</li><li>• offers best value for money; and</li><li>• enables the development of in-house procurement and legal expertise.</li></ul> <p>2. Scope of Requirement</p> <p>The scope of legal advice and services required includes but is not limited to:</p> <p>A) Procurement support with respect to the procurement of a delivery partner to support Ofwat's 2019 Price Review</p> <ul style="list-style-type: none"><li>• Advice on the procurement approach and its draft timetable. We are looking for robust and responsive advice to guide us through the process which will support the formulation of an effective procurement strategy leading to agreement with a Delivery Partner by no later than end April 2018. The aim is to publish the ITT for preselection of potential partners by early December. There is therefore a premium on timely advice in this initial phase and an emphasis on the need for solutions-focused advice, including on risk-mitigation.</li><li>• Advice on key documents: Ofwat has prepared drafts (or will prepare drafts) of the key procurement documents which will accompany the contract notice for consideration by the Supplier on appointment. The Supplier will be asked to advise on the documents (and others produced in the process), in particular with a view to enabling us to meet our commercial objectives in a legally robust</li></ul>
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	<p>way. There may well be documents which the Solicitor will be asked to draft on their own.</p> <ul style="list-style-type: none"> <li>• Advice on contract drafting: The Supplier will lead on the production and agreement of the contract. The contract will be complex as we are looking to incorporate risk sharing and incentives for high quality performance. Any contract will need to be suitably flexible to meet our needs, whilst providing appropriate protection to Ofwat. Therefore, it will need to incorporate appropriate protections across a range of legal areas, including without limitation, intellectual property, data protection, employment, governance arrangements, including partnering and teaming provisions, and incentive and penalty arrangements. The Supplier will support Ofwat in dealing with any queries on the draft contract with bidders up to the point of contract award.</li> <li>• Support throughout the procurement process: we are looking for a Supplier with sufficient experience to be able to provide valuable tactical, commercial and legally robust advice throughout the procurement on an ad hoc basis, focused on identifying the best solution and mitigating legal risk at every stage.</li> </ul> <p>Services that may be required include advice and support on legal matters related but not limited to drafting specifications, evaluation criteria, tender documentation and associated procurement and contractual documentation.</p> <p>The outputs and deliverables may vary depending on the advice or support required, and may involve verbal or written advice.</p>
<p><b>1.2</b></p>	<p><b>Management and review of the Services</b></p> <p>We request this on a monthly basis end January please (short form), then within a month of the award of the delivery partner contract.</p>
<p><b>1.3</b></p>	<p><b>Place of performance</b></p> <p>Services will principally be performed at the Solicitor's Offices. Where required the Solicitor may be required to attend meetings with the Customer in our Birmingham or London office.</p>