

Midland Heart **Draft – Specification** **Legal Services**

Midland Heart requires a Legal Services Contract to offer advice in respect of all functional and geographic areas of our business operations. The successful Contractors will need to be able to deal with Midland Hearts day-to-day legal services and advice needs, work with in-house legal teams, support growth plans through commercially astute advice and help Midland Heart make the necessary connections to succeed in our chosen markets.

The successful Contractors will need to bring a commercial, proactive and innovative approach combined with a wide range of skills. Midland Heart does not expect the successful Contractors to simply provide technically accurate legal advice, but also to understand Midland Hearts business including our growth strategy and the market within which we operate. This will enable the successful Contractors to provide commercially valuable advice, which is in line with the Midland Hearts risk appetite and growth strategy.

Similarly the successful Contractors should identify and communicate to Midland Heart any opportunities for new business which they may become aware of in the course of working in the housing or related sectors or for other clients and which is not in breach of the Contractors confidentiality obligations.

Minimum Standards

Law Society Lexcel accreditation or ISO9001 accreditation.

Insurance

Successful bidders will be required to maintain the levels of insurance as follows:

- Public Liability £5 Million
- Employers Liability £5 Million
- Professional Indemnity £10 Million

The Partners may request that awarded bidder's increase insurances for specific pieces of work.

The successful Contractors will be required on an annual basis to provide proof of their insurance levels.

Work Allocation

Each department will be given a key contact for the successful Contractor they must use for their area of expertise. Each department will then be responsible for contacting the named Contractor for their area as and when needed. If any problems arise the department will raise this with Midland Hearts Contract Manager to address with the Contractor.

In House Collaboration

Midland Hearts in house legal advisors may work with the Contractors on certain agreed matters. In such cases the Contractor will retain responsibility for all legal advice or assistance related to the specific matter unless responsibility for certain aspects is agreed to rest with Midland Hearts in-house advisors.

Instruction and Invoicing

The Contractor must confirm instructions in writing at the start of each new matter and must comply with all regulations under the SRA Code of Conduct 2011 or any subsequent codes.

In addition to these requirements, the Contractor must provide the following:

- The purchase order number allocated to the instruction, no instruction is to be accepted without a corresponding order number. Failure to obtain an order number prior to work commencing will mean payment will be withheld
- The Contractor must inform Midland Heart of the strategy to be deployed in carrying out the instruction, including where appropriate a risk analysis and cost/benefit analysis
- The Contractor must inform Midland Heart of any information or input that is required
- It is important Midland Heart is given advance warning of the time and resources that may be required
- The Contractor must work with Midland Heart to manage the overall legal budget including the costs of any third parties (e.g. experts and counsel).
- The budget information must be clearly broken down and kept under review by both parties
- Midland Heart must be provided with sufficient information about the legal background and costs issues to help achieve their business objects

- The Contractor will not release significant letters, documents and pleadings without Midland Heart having the opportunity to review them
- At the conclusion of appropriate matters the Contractor will prepare a 'Lessons learned' report for Midland Heart where appropriate

Service Providers team

- Midland Heart must be informed of the name and position of the Contractors lead partner on each matter
- The Contractor must use employees of an appropriate level on Midland Hearts matters
- The Contractors non-qualified employees must be properly supervised; however Midland Heart does not expect to be charged for supervision time
- Midland Heart must be informed of any staff changes in the team working on Midland Heart matters
- Midland Heart reserves the right to request alternatives to the team where deemed appropriate
- Midland Heart will not pay for Contractors time spent on handover of files or familiarisation with the file

Lots

The lots for this Contract are listed below:

Lot 1 - Governance, Corporate, Regulatory and Statutory

- Group and sector structures
- Mergers & acquisitions and related lender and regulatory consents
- Corporate protection
- Corporate governance
- Existing and emerging regulatory requirements (FCA, ICO, CQC, HCA, OFT)
- Statutory advice and guidance in relation to data protection
- Company law
- Industrial & provident societies legislation
- Charity law
- Consumer credit and other licenses including finance and other lending licenses
- Advice on setting up social enterprises/shared services operations

- Advice on new business ventures and investment, including related due diligence
- Related litigation and dispute resolution
- General advice and training

Lot 2 - Treasury and Finance

- Advice on existing and new facilities and changes to existing facilities and negotiation of associated documentation
- Advice on capital market issues JVs and other forms of diversification, corporate banking and finance related matters
- Taxation including VAT. Related litigation and dispute resolution
- General advice and training

Lot 3 - Securitisation

- Cost effective securitisation advice and support to ensure timely action to put properties into charge and take properties out of charge in line with securitisation plans
- Advice on section 106 and mortgagee in possession provisions
- Related litigation and dispute resolution
- General advice and training

Lot 4 - Homelessness, Housing Management, Home Ownership, Asset Management

- Statutory homeless decisions and advice
- Advice on allocations including nomination and CBL agreements
- Tenancy agreement advice including general needs, supported tenancies/licenses and other tenures including leasehold. Advice on policies (tenancy, lettings, repairs etc)
- ASB (injunctions, orders, & possessions)
- Demotions
- Mutual exchange
- Disrepair dispute resolution
- Tenancy and leasehold possession/forfeiture and enforcement proceedings
- Service charge dispute resolution including tribunal representation
- Debt 9 recovery
- Gas servicing access actions
- Trespasser abandonment actions
- Management & service charge queries

- Supported Housing matters
- Advice on a range of legal issues arising from agency managed schemes
- Ombudsman complaints
- Rent to Home Buy
- Intermediate Market Rent
- market rent advice and dispute resolution
- Asset management advice and dispute resolution
- Health & Safety advice and dispute resolution
- Other related litigation and dispute resolution
- General advice and training

Lot 5 - Property, Development, Construction

- Site acquisitions and disposals
- Site set up
- Plot sales
- Joint venture agreements
- Planning agreements and obligations including Section 106
- Section 38 & 104 agreements
- All aspects of land & property conveyancing including planning
- Building licenses
- Shared equity
- Part exchange
- Covenants and restrictions
- Easements
- Rights of way
- Party walls
- Boundary rectification
- Auction packs
- Deeds of surrender and statutory declarations
- Construction law including framework agreements
- Consultant appointment letters
- JCT (including amendments) and other building contracts
- Warranties
- Performance bonds
- Shared ownership schemes to include site set up and lease sales
- Stair casing including transfer of property on final tranche and shared ownership re-sales
- Rent to buy extra care site set up
- Extra care shared ownership lease sales
- Repurchase of repossessed shared ownership properties (Lenders repossessions, Buy backs).

- Residential and Right to Buy leasehold work including drafting leases, deeds of variation/rectification
- Lease advice and leasehold management queries
- Lease extensions
- Lease surrender and re-grants
- Injunctions for lease breaches
- Tribunal and court representation re breach of lease
- Commercial Leasehold work including for Care and Support property arrangements
- Drafting leases
- Advising on the security of tenure provisions of the 1954 Act
- Serving notices (including break notices)
- Advising on and drafting licenses and agreements to assign
- Sublet; drafting deeds of variation/ rectification, lease extensions and lease surrender and re- grants
- Injunctions for lease breaches
- Tribunal and court representation re breach of lease
- (Voluntary) Right to Buy and Right to Acquire conveyancing
- Disposals including stock rationalisation
- Advice on and completion of s172 Housing & Regeneration Act applications and other similar applications to dispose
- Related litigation and dispute resolution
- General advice and training

Lot 6 - Employment, TUPE and Pensions

- Employment issues including the practical application of legislation changes and changes in case law
- Employment contracts
- Dispute resolution (including tribunals)
- Settlement agreements
- Fraud
- Discrimination etc.
- The application of TUPE (in particular risks in relation to new business wins and contracts which are lost) and service provision changes
- Pensions advice and guidance (including advice related to new business take-ons, advice on LGPS Admission Agreement and Directions Status pension risks and liabilities)
- Training updates on legislation and general advice where necessary
- Related litigation and dispute resolution including representation at Tribunals

Lot 7 - Contracts, Commercial, Procurement, Health & Safety

- Procurement law, including EU procurement and Procurement Contracts
- Advice on and negotiation and termination of contracts
- Commercial and partnering agreements
- Service level agreements
- Care and support contracts (particularly those with NHS bodies and local authorities)
- Advice regarding set up and termination of agency managed schemes
- Health and Social Care Regulation
- Health and safety law and management of H&S risk
- Related litigation and dispute resolution