**Penwith Landscape Recovery Project**

**Legal and Governance Consultancy**

**Statement of Work**

**Plan Overview**

The PLR project team require an experienced legal professional company to support the development of a legal structure and governance plan suitable to enter implementation in April 2026 and enable the delivery of the project for the duration of 20 years. Please refer to the invitation to tender for an overview of the PLR vision and objectives for the two-year development phase.

**Success Criteria**

DEFRA Landscape Handbook – All aspects of the Governance plan must meet the requirements of the DEFRA Landscape Recovery Handbook V3. This has been summarised below.

PLR project vision – The Governance structure must enable the vision of the PLR team to be realised. This has been summarised below.

Stakeholder Engagement – Land Manager and stakeholder buy in is maintained to enable the delivery of the PLR project across the West Penwith landscape and at least the current project area of 4,170.65ha and 56 land managers.

Timeline – The legal team shall begin work early March 2025 and conclude all work by March 2026.

Ability to liaise with land agent – This tender has gone out alongside a land agent tender, who will need to work closely with the Contracted Delivery Partner (CDP) throughout the process. Joint submissions will be considered (please see collective tender letter document for details).

Scope of Work

1.Deliverables produced in the development phase must meet the criteria and be limited to the deliverables outlined in the DEFRA Landscape Handbook. Criteria are outlined below.

2.The PLR project area shall be no more than 4,170.65ha as shown in map 1. No more land is able to be added to the project boundary.

Please provide your hourly rate and the expected timeframe for each item of the work detailed below.

**Work Criteria**

It is difficult to say at this stage exactly what we need from legal partners. Landscape Recovery is in a pilot phase, and new guidance is being continuously developed. There are aspects which we know we may need legal advice on, and they include, but may not be limited to:

A) **Blended Finance Business Model -** Advice and consultation on the legal agreement for funding from private sources and for the long-term grant or contract from Landscape Recovery. At present it is unknown how many investors there may be and whether they will take the form of grants or contracts between businesses.

B) **Due Diligence -** Any due diligence work on third party land (56 land holdings) to ensure there are no third-party interests, restrictions on use, or any other rights that will constrain or prevent the proposed activities in the project area. There will be a template property due diligence letter issued by DEFRA that will need completing.

C) **Individual landowner agreements –** It may be necessary to set up legal agreements for individual land holdings based on personal circumstances that may include licences to enter onto land and binding successors in title, exploring and setting up a mix of conservation covenants, land registry notices, equitable charges in order to secure obligations on third party land. The final agreement with DEFRA would need to lock the land into Landscape Recovery for at least 20 years.

Di) **Single Legal Entity (SLE) -** Establishment of a single legal entity – the project will require a single legal entity (SLE) to enter the implementation phase from April 2026. The entity will hold the agreement between DEFRA and the project. It will hold the agreements between the project and the individual land managers and also with other entities including tenants, suppliers, investors and buyers of natural capital. The SLE should secure implementation for a minimum of a 20-year period and ensure that the project can secure its deliverables for this period and beyond. At year 15 plans will need to be produced to show how the environmental outcomes of the project will be safeguarded for the future.

Dii) Advise CWT on the risks and benefits of becoming the SLE to deliver the PLR project and in the future look at delivering potential other Landscape Recovery projects in the County. Advice on whether setting up a Special Purpose Vehicle (SPV) would be more suitable.

Ei) **Governance -** The Contracted Delivery Partner (CDP) should advise PLR on the appropriate legal and governance structures. Justification needs to be given to how the structure will:

* Ensure fair representation and decision making
* Enable a change management process in implementation
* Manage and disperse funds
* Manage any appeals
* Detail the process, policies and procedures required to manage the project delivery

Eii) The CDP shall advise and report on a process for the governance and management of project finances within the SLE. The governance structure established shall give funders, investors, grant givers and Government the confidence that the money will be managed well and the reassurance that PLR project outputs will be delivered.

Eiii) Through collaboration with CWT and any blended finance consultant the CDP shall advise the project team to enable the production of a governance plan addressing the following areas:

* The legal relationship between the SLE and the land managers participating in PLR project
* The legal relationship between the land managers participating in the project
* How the liability of the project partners and landowners can be limited
* How project funds including grants, green finance, DEFRA payments should be distributed i.e. based on landholding, specific interventions etc.
* If asset locks are necessary and should be utilised
* Tax implications of the SLE delivering the project and for individual landowners
* Implications for inheritance tax for participating landowners
* Implications for disposal of assets for the participating landowners individually and the project.
* Implications and mitigations if a landowner alter their business plan, potentially jeopardising the project agreement with DEFRA.
* Decision making process of the SLE agreed with the landowners
* Regulation and reporting requirement needs for the SLE
* Mitigations for underperformance by a single land manager i.e. enforcement, redress or proportional reward. How does this affect the collective environmental targets?

**Contract Development**

The CDP shall be responsible for defining contracts with private funders and participating landowners to enable the delivery of a Penwith that thrives for all over the 20-year implementation period. Through collaboration with CWT they shall negotiate:

* A bespoke contract with DEFRA
* Bespoke contracts with private funders
* A standard contract with participating farmers (inclusive of owner occupiers, tenants and landlords)

**Reporting and communication**

Monthly progress reports shall be collated and submitted to the Project Manager including:

1. Progress against tasks and milestones detailed in a work breakdown structure.
2. A risk management plan – maintained throughout delivery of this contract. This should identify the likelihood and impact of project risks and mitigation.
3. An account of resources used.

Update land managers where required of progress updates and facilitate feedback and collaboration.

The CDP may be required to send a representative to attend a Project working group meeting to engage with project stakeholders.

**Payment for work completed**

Payment will be made monthly in arrears of work being completed and on production of an invoice detailing the work carried out, or a similar structure once discussed with the CDP.

**Timeline of activities**

|  |  |  |
| --- | --- | --- |
| Deliverable | Responsibility | Progress Measures |
| January to March 2025 | | |
| Tender and procure legal professional to inform Project Management and Governance plan. | PLR | Contract secured with CDP by end of February 2025 |
| Liaise with legal team to select appropriate single legal entity. | PLR/CDP | 25% complete |
| March to June 2025 | | |
| Liaise with legal team to select appropriate single legal entity. | PLR/CDP | 100% complete |
| Deliver presentation to land manager group meeting to outline legal entity and governance during implementation | PLR/CDP | Meeting held in May 2025 |
| Liaise with land agent team to inform contract development. | PLR/CDP | 75% complete |
| July to September 2025 | | |
| Liaise with land agent team to inform contract development. | PLR/CDP | 100% complete |
| Farmer group meeting to approve legal contracts and review project plans | PLR/CDP | Meeting held in September 2025 |
| Draft and execute bespoke agreements. Agreements negotiated and signed by all parties. | PLR/CDP | 25% complete |
| Establish long term legal safeguard – set up business entity (creating special purpose vehicle (SPV) to operate and deliver 20 year implementation. | PLR/CDP | 25% complete |
| October to December 2025 | | |
| Draft and execute bespoke agreements. Agreements negotiated and signed by all parties. | PLR/CDP | 100% complete |
| Establish long term legal safeguard – set up business entity (creating special purpose vehicle (SPV) to operate and deliver 20-year implementation. | PLR/CDP | 100% complete |
| January to April 2026  Lead entity will liaise with DEFRA to negotiate the implementation.  All partners will ensure a representative is available for questions and clarifications on the work produced. | | |

Map 1

Agreement

Land

**Legend**

Agreement

Land

as

Amended

0

1,000

Meters

2,000

4,000

**Project**

**Name:**

**[12]**

**Penwith**

**Agreement land: project extent as amended February 2025**

**Amended project size: 4,170.65ha**

