Procedure and Standing Agenda for Negotiations

NEGOTIATION PRINCIPLES

1. Negotiations will be held on MS Teams. The Authority will issue MS Teams meeting invites individually to all Tenderers. Each Tenderer will be allocated a negotiation period with the Authority.

2. Negotiations are anticipated to commence between the following dates: [INFORMATION REDACTED].

3. The exact number and pattern of negotiation days will be based on the maturity of the initial tender submitted and the number of elements that the Authority believes require negotiation. The Authority reserves the right to carry out further rounds of negotiation meetings if it considers it to be necessary.

4. The purpose of these negotiation meetings will be to discuss the Tenderer's solution to the Authority's requirement and so enable the Tenderer to develop a compliant and refined solution, and then submit a Final Tender.

5. The Authority considers that the draft Contract represents a fair and reasonable distribution of the risk. Therefore, the Authority does not anticipate making significant changes to the contract conditions during the tendering process. Any other changes or caveats detailed in the Tenderer's Final Tender that have not been agreed in advance with the Authority will be evaluated as non-compliant.

NEGOTIATION PROCESS

6. In accordance with Part A of the evaluation process, set out in DEFFORM47 – Annex D "Evaluation Methodology. The Tenderer will be notified in writing of the Authority's initial assessment of tender compliance and a list of negotiation elements, no later than [INFORMATION REDACTED] business days before the allocated negotiation period.

7. Negotiation elements can also be proposed by the Tenderer in writing to the Authority no later than [INFORMATION REDACTED] business days before negotiation. The Authority reserves the right to remove a tenderer proposed elements from the negotiation agenda if it does not believe it would be appropriate. The Authority will do this no later than [INFORMATION REDACTED] business days before each negotiation.

8. The Authority will provide the Tenderer with a finalised list of elements it wishes to negotiate and a meeting agenda, no later than [INFORMATION REDACTED] business days before the allocated negotiation date.

9. The list of negotiation elements is final. No new elements shall be raised for negotiation by either party during negotiation meetings.

10. The Authority does not expect to disclose new information during negotiations. Requests for additional information or clarification should be sent through the clarification process detailed in the DEFFORM 47 to the ITN.

11. All information (including views and opinions) released by the Authority during negotiations shall not be relied upon by either party unless it is also clearly detailed in the Authority's final negotiation minutes. Therefore, if the Tenderer believes something material has been omitted from

these minutes (in particular something that will influence their Final Tender response) it is important that they contact the Authority and inform them of the omission.

12. The Tenderer's elements will be negotiated in priority order. If negotiations on a specific element run over the allocated time, the Authority will not grant any additional time to compensate, therefore, time allocated for other elements will be sacrificed as a result. It is for the Tenderer to effectively manage its time negotiating specific elements and adhere to the agenda.

13. During the negotiation meetings, the Authority's and the Tenderer's negotiation teams will be allocated time for either party to have separate confidential discussions. Any time spent holding separate discussions shall be within the time allocated for negotiations set in the agenda.

14. Please note that any recording of the negotiation meetings (via any electronic devices, mobile phones, MS Teams, etc), will not be permitted.

15. The Authority shall produce minutes of negotiations and will provide the Tenderer with a copy of its record of the negotiation outcomes and action points. The Tenderer is strongly encouraged to also produce their own set of minutes.

COMPOSITION OF THE NEGOTIATION TEAMS

16. The Tenderer may have no more than [INFORMATION REDACTED] people to attend each negotiation unless agreed otherwise with the Authority.

17. While the Authority will endeavour to have a negotiation team who are sufficiently knowledgeable and empowered to provide direction on elements during the negotiation meeting, the Authority reserves the right to defer their view until after a negotiation meeting.

NEGOTIATION CONFIDENTIALITY

18. The Authority will not release any sensitive information disclosed by the Tenderer during negotiations to any third party unless otherwise agreed with the Tenderer. In this context, sensitive information shall be anything identified within the Tenderer's DEFFORM 539A Tenderer's Commercially Sensitive Information Form (submitted with their initial tender).

19. Unless agreed otherwise (and only in exceptional circumstances), the Authority shall not have a lawyer present in negotiations and therefore will not consider negotiations subject to legal professional privilege.