

**Framework Schedule 6 (Order Form Template and Call-Off Schedules)**  
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## **Framework Schedule 6 (Order Form Template and Call-Off Schedules)**

### **Order Form**

CALL-OFF REFERENCE:	prj_1006
THE BUYER: Industrial Strategy	Department for Business, Energy and
BUYER ADDRESS	1 Victoria Street, London, SW1H 0ET
THE SUPPLIER:	Eversheds Sutherland (International) LLP
SUPPLIER ADDRESS:	One Wood StreetLondonEC2V 7WSEngland
REGISTRATION NUMBER:	OC304065

#### **APPLICABLE FRAMEWORK CONTRACT**

This Order Form is for the provision of the Call-Off Deliverables and dated 21st September 2022.

It's issued under the Framework Contract with the reference number Legal Services Panel RM6179 for the provision of legal advice and services.

CALL-OFF LOT(S):  
Lot 2 – Finance and Complex Legal Services



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**CALL-OFF INCORPORATED TERMS**

The following documents are incorporated into this Call-Off Contract. Where numbers are missing we are not using those schedules. If the documents conflict, the following order of precedence applies:

1. This Order Form including the Call-Off Special Terms and Call-Off Special Schedules.
2. Joint Schedule 1(Definitions and Interpretation) RM6179
3. Framework Special Terms
4. The following Schedules in equal order of precedence:

- Joint Schedules for RM6179

- Joint Schedule 2 (Variation Form)
- Joint Schedule 3 (Insurance Requirements)
- Joint Schedule 4 (Commercially Sensitive Information)
- Joint Schedule 10 (Rectification Plan)
- Joint Schedule 11 (Processing Data)

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● **Call-Off Schedules**

- Call-Off Schedule 1 (Transparency Reports)
- Call-Off Schedule 2 (Staff Transfer)
- Call-Off Schedule 3 (Continuous Improvement)
- Call-Off Schedule 24 (Special Schedule)

5. CCS Core Terms (version 3.0.11)

6. Joint Schedule 5 (Corporate Social Responsibility) RM6179

No other Supplier terms are part of the Call-Off Contract. That includes any terms written on the back of, added to this Order Form, or presented at the time of delivery.

**CALL-OFF SPECIAL TERMS**

None

**CALL-OFF START DATE:** 21 September 2022

**CALL-OFF EXPIRY DATE:** 23 September 2022

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CALL-OFF INITIAL PERIOD: 3 Days

TOTAL CONTRACT VALUE £57,000.00 (EXCLUDING VAT)

### CALL-OFF DELIVERABLES

The Buyer is entitled to 2 hours of free initial consultation and legal advice with each Order in accordance with Paragraph 5.2 of Framework Schedule 1 (Specification).

A short report to be delivered to BEIS Automotive team by 5pm Friday 23rd September 2022. Report to include:

- review existing finance documentation and council call option from an obligations and security release perspective, and considering potential insolvency concerns in relation thereto
- review and finalise deeds of release in relation to existing finance and council call option
- considering and discussing security release and timeline
- discuss and draft loan agreement documents
- draft, negotiate and finalise documents taking security over gigafactory land
- review and comment on the documentation required to support a scenario in which the site is acquired for deferred consideration and lease back to the company
- Comment on how the scenario of deferred consideration and leaseback to the company compares to other options in terms of risks and benefits
- Consider the legality and deliverability of other options for deployment of funding to the company for an AMA process.

### CONFIDENTIALITY

Non-Disclosure agreement to be signed by Supplier.

### MAXIMUM LIABILITY

The limitation of liability for this Call-Off Contract is stated in Clause 11.2 of the Core Terms, and as amended by the Framework Special Terms.

The Estimated Year 1 Charges used to calculate liability in the first Contract Year is £57,000.00

### CALL-OFF CHARGES

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☐ Fixed Price;

**VOLUME DISCOUNTS**

Where the Supplier provides Volume Discounts, the applicable percentage discount (set out in Table 2 of Annex 1 of Framework Schedule 3 (Framework Prices)) shall automatically be applied by the Supplier to all Charges it invoices regarding the Deliverables on and from the date and time when the applicable Volume Discount threshold is met and in accordance with Paragraphs 8, 9 and 10 of Framework Schedule 3.

**REIMBURSABLE EXPENSES**

None

**DISBURSEMENTS**

Not Payable

**PAYMENT METHOD**

Payment by BACS following receipt of valid invoice, payable within 30 days

**BUYER'S INVOICING ADDRESS:**

The Department for Business, Energy and Industrial Strategy  
1 Victoria Street, London, SW1H 0ET  
c/o [REDACTED]

**BUYER'S AUTHORISED REPRESENTATIVE**

[REDACTED]  
Programme Manager  
[REDACTED]  
1 Victoria Street, London, SW1H 0ET

**BUYER'S ENVIRONMENTAL POLICY**

Available upon request

**BUYER'S SECURITY POLICY**

Available upon request

**BUYER'S ICT POLICY**

Available upon request

**SUPPLIER'S AUTHORISED REPRESENTATIVE**

[REDACTED]  
Framework Ref: RM6179

[Redacted]  
[Redacted]  
One Wood Street, London, EC2V 7WS

SUPPLIER'S CONTRACT MANAGER  
[Redacted]  
[Redacted]  
[Redacted]  
1 Callaghan Square, Cardiff, CF10 5BT

PROGRESS REPORT  
Not applicable.

KEY STAFF  
[Redacted]  
[Redacted]  
[Redacted]  
  
[Redacted]  
[Redacted]  
[Redacted]  
  
[Redacted]  
[Redacted]  
[Redacted]  
  
[Redacted]  
[Redacted]  
[Redacted]  
  
[Redacted]  
[Redacted]  
[Redacted]

KEY SUBCONTRACTOR(S)  
Not Applicable

COMMERCIALLY SENSITIVE INFORMATION  
Supplier's Commercially Sensitive Information

SERVICE CREDITS  
  
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Not applicable

**ADDITIONAL INSURANCES**

Not applicable

**GUARANTEE**

Not applicable

**SOCIAL VALUE COMMITMENT**

Not applicable

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Organisation Name:  
Eversheds Sutherland (International) LLP

Role/Title:



Name:



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Signature:



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