

FORM OF AGREEMENT (Short Form Call-Off Contract)

Call-Off Contract Number: tfl_scp_002353

Lot: A2: Multi-Disciplinary Rail Services

Outline Agreement: REDACTED

THIS AGREEMENT is made the 1/11/2023 | 10:51 GMT

BETWEEN:

- (1) **Transport for London**, whose registered office is at 5 Endeavour Square, London, E20 1 JN (“the *Employer*” which expression shall include its successors in title and assigns); and
- (2) **Mott MacDonald Limited**, whose registered office is at Mott Macdonald House, 8-10 Sydenham Rd, CR0 2EE (“the *Consultant*”).

WHEREAS:

This Agreement is made pursuant to a framework agreement between the Parties relating to the provision of TfL PSF2 94203 – Engineering Consultancy Services dated 04 January 2021 (“the Framework Agreement”). The Employer wishes to have provided Consultancy Services as contained in Table 3. The Employer has accepted a proposal (Table 4) by the Consultant for the Services in accordance with the Short Form conditions of contract (as defined in the Framework).

NOW IT IS AGREED THAT:

Terms and expressions defined in (or definitions referred to in) the short form conditions of contract have the same meanings herein. The Consultant Provides the Services in accordance with the Short Form Conditions of Contract, Tables and Schedules. The Employer pays the Consultant the amount due in accordance with the short form conditions of contract. The documents forming the contract are:

This Form of Agreement duly executed by the Parties;
Short Form Conditions of Contract;
Table 3, Table 4 and Table 5;
The Schedules.

Where there is any discrepancy or conflict within or between the documents forming the contract the order of priority shall be as follows:

- | | | |
|--------|---|------------------------------------|
| First | : | This Form of Agreement; |
| Second | : | Table 5; Contract Particulars; |
| Third | : | Table 3; Employer’s Requirement; |
| Fourth | : | The Schedules; |
| Fifth | : | Short Form Conditions of Contract; |
| Sixth | : | Table 4; Consultants Proposal; |

- 1. Notwithstanding the manner of execution of this Agreement it is agreed that:
 - 1.1 the limitation period within which any claim may be brought by the Employer for breach of this Agreement by the Consultant is 6 years from the date of breach; and
 - 1.2 the Consultant agrees not to raise in defence of any such claim a shorter limitation period whether pursuant to the Limitation Act 1980 (as the same may be amended or re-enacted from time to time) or otherwise.

This Agreement has been signed for and on behalf of the Employer and the Consultant the day and year written above.

Signed by

for and on behalf of

The Employer

Signature

Print name and position

REDACTED Senior
Sourcing Manager

Date: 1/11/2023 | 10:51 GMT

DocuSigned by:

REDACTED
REDACTED

Signed by

for and on behalf of

The Consultant

Signature

Print name and position

REDACTED Project
Principal

Date: 27/10/2023 | 13:51 BST

DocuSigned by:

REDACTED

Table 3, Employer's Requirement:

The Services:
A full description of the services required is included within tfl_scp_002353_vol_3_scope & Clarification Log 7.

Table 4, Consultants Proposal:

The Consultant (supplier name) is: Mott MacDonald Limited	
Proposal Ref: 100113828 and additional provided clarifications; 25/9/2023: MSG185329598.4 Copy of Tender Assumptions Clarifications Mott MacDonald.xlsx Email: From: REDACTED Sent: 06 October 2023 13:01 Subject: RE: Therapia Lane Rates	Proposal Date: 07/08/2023
Bid Manager's contact details: REDACTED]	
Conflicts of Interest: None	
Value of services: £294,866 (two hundred and ninety-four thousand, eight hundred and sixty-six pounds)	

Table 5, Contract Particulars:

Contract Number / PO number: tfl_scp_002353
The Contract Commencement Date is: 27/10/2023 . The Service Commencement Date is: 3/11/2023 . The Term is: 33 Weeks .
In accordance with Clause 7.1 of the Short Form Conditions of Contract, the Employer's Contract Manager is: REDACTED] REDACTED] REDACTED]

In accordance with Clause 7.1 of the Short Form Conditions of Contract, the Employer’s **Procurement Manager** is:

REDACTED]
REDACTED]
REDACTED]

In accordance with Clause 8.5 of the short form Conditions of Contract, the Consultant’s Key Persons are:

REDACTED] Bid Manager, E: REDACTED T: +44 (0) REDACTED]
REDACTED] Bid Principal, E: REDACTED T +44 (0) REDACTED]

Notice period in accordance with Clause 25.4 of the Short Form Conditions of Contract (termination without cause): 30 days

Indemnity, insurance and liability (refer to the clauses 18 and 19) of the Short Form Conditions of Contract.

Special Conditions of Contract:

Notwithstanding anything to the contrary in the Framework Agreement or any related document, the Consultant shall have no other responsibility than to provide the services with skill, care and diligence normally used by professionals providing services similar to the services, including in respect of design all reasonable skill, care and diligence as may be expected of a properly qualified competent professional designer of the appropriate discipline(s) for such design, experienced in carrying out design of a similar scope, nature, timescale and complexity and relating to a similar site or at a similar location to the services.

Payment Period: (see Clauses 5.1 and 5.4 of Short Form Conditions of Contract)

Clause 5.1

Where no alternative is listed, the payment period shall be 4-weekly

Clause 5.4

Where no alternative is listed, payment must be made within 30 days of receipt of invoices.

Address where invoices shall be sent: REDACTED

Supporting Documents



tfl_scp_002353_atta
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Indicative
Programme 20.10.20