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| Our ref: **ITT 5702**Sopra Steria LimitedThree Cherry Trees Lane Hemel Hempstead Hertfordshire HP2 7AHFAO: **Steve Bagge**Via Bravo | Andrew StephensonHighways EnglandThe Cube199 Wharfside StreetBirminghamB1 1RN27th January 2021 |
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Dear Mr Bagge

**National Traffic Information Service (NTIS) 2021**

**OJEU ref 2020/S 102-247225**

On behalf of Highways England Company Limited, I accept your submission dated 13th November 2020 for the above contract.

This letter and the documents listed below (in no order of precedence) will form a binding contract between the Highways England Company Limited and yourselves once signed and sealed by both parties:

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| 1 | NTIS Main Body Agreement (Contract Signature Version) |
| 2 | Schedule 1 (annex to main body) (Contract Signature Version) |
| 3 | Schedule 2.1 Services Description (Contract Signature Version) |
| 4 | Schedule 2.1A Service Description Definitions (Contract Signature Version) |
| 5 | Schedule 2.2 Performance Levels (Contract Signature Version) |
| 6 | Schedule 2.3 Standards (Contract Signature Version) |
| 7 | Schedule 2.4 Security Management (Contract Signature Version) |
| 8 | Schedule 2.5 Insurance Requirements (Contract Signature Version) |
| 9 | Schedule 2.6 Service Improvement (Contract Signature Version) |
| 10 | Schedule 2.7 Protection of Personal Data (Contract Signature Version) |
| 11 | Schedule 3 Customer Responsibilities (Contract Signature Version) |
| 12 | Schedule 4.1 Service Provider Solution (Contract Signature Version) |
| 13 | Schedule 4.2 Commercially Sensitive Info (Contract Signature Version) |
| 14 | Schedule 4.3 Notified Key Sub-Contractors (Contract Signature Version) |
| 15 | Schedule 4.4 Third Party Contracts (Contract Signature Version) |
| 16 | Schedule 5.1 Software (Contract Signature Version) |
| 17 | Schedule 5.2 Escrow (Contract Signature Version) |
| 18 | Schedule 6.1A Transition Plan (Contract Signature Version) |
| 19 | Schedule 6.1B Transformation Plan (Contract Signature Version) |
| 20 | Schedule 6.2 Milestones and Deliverables (Contract Signature Version) |
| 21 | Schedule 6.3 Testing Procedures (Contract Signature Version) |
| 22 | Schedule 7.1 Charges and Invoicing (Contract Signature Version) |
| 23 | Schedule 7.2 Payments on Termination (Contract Signature Version) |
| 24 | Schedule 7.3 Benchmarking (Contract Signature Version) |
| 25 | Schedule 7.4 Financial Distress (Contract Signature Version) |
| 26 | Schedule 7.5 Financial Reports and Audit Rights (Contract Signature Version) |
| 27 | Schedule 8.1 Governance (Contract Signature Version) |
| 28 | Schedule 8.2 Change Control Procedure (Contract Signature Version) |
| 29 | Schedule 8.3 Dispute Resolution Procedure (Contract Signature Version) |
| 30 | Schedule 8.4 Reports and Records Provision (Contract Signature Version) |
| 31 | Schedule 8.5 Exit Management (Contract Signature Version) |
| 32 | Schedule 8.6 Service Continuity Plan and Corporate Resolution Planning (Contract Signature Version) |
| 33 | Schedule 8.7 Conduct of Claims (Contract Signature Version) |
| 34 | Schedule 9.1 Staff Transfer (Contract Signature Version) |
| 35 | Schedule 9.2 Key Personnel (Contract Signature Version) |
| 36 | Schedule 9.3 Customer Relationship Manager and Customer Representative (Contract Signature Version) |
| 37 | Schedule 9.4 Staff Vetting (Contract Signature Version) |
| 38 | Schedule 10 Guarantee (Contract Signature Version) |
| 39 | Schedule 11 Assets Register (Contract Signature Version) |
| 40 | Schedule 12 Quality Plan (Contract Signature Version) |
| 41 | Schedule 13.1 Provisions Regarding the Customer Premises (Contract Signature Version) |
| 42 | Schedule 13.2 List of Customer Premises (Contract Signature Version) |
| 43 | Schedule 13.3 Service Provider Premises (Contract Signature Version) |
| 44 | Sopra Steria Ltd\_2.1\_Commercial Submission (updated descriptions).xlsx |
| 44 | Q&A Issue 8 (16 December 2019 - Final Version) |
| 45 | Other relevant documentation:1. completed Anti-Collusion Certificate - Question Section 1.2 on Bravo
2. completed Anti-Bribery Code of Conduct – Question Section 1.3 on Bravo
3. completed Anti-Fraud Code of Conduct - Question Section 1.4 on Bravo
4. completed Quotation declarations - Question Section 1.1 on Bravo
5. completed Armed Forces Covenant – Question Section 1.5 on Bravo
6. Legal Opinion - 20201211 Letter DLA to Mr Bryant (Highways England) (Signed) (10702145.1).pdf
7. Conflict of Interest - Sopra Steria Ltd\_2.6\_ A Completed Conflict of Interest Declaration template (Appendix C)
8. Insurance Certificates - Sopra Steria Ltd\_2.2\_A Completed Insurance Response template (Appendix D) (1)
9. Guarantee Statement - Sopra Steria Ltd\_2.3\_Guarantee Statement
10. NTIS No Material Changes Letter.docx.pdf
11. Sopra Steria Ltd\_Verification Information Covering Letter.pdf
12. Sopra Steria Ltd\_2.4\_ Legal Opinion for non-UK registered companies V2 (tracked)
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| 46 | Pre-Award Checks - communications: * Highways England’s Key People and Insurances check dated 17th January 2021 via bravo and Sopra Steria’s response dated 21st January 2021 via bravo, including attachments:
	1. Sopra Steria Ltd\_Employers Liability Insurance Certificate 2021.pdf
	2. Sopra Steria Ltd\_Motor Insurance Certificate 2021.pdf
	3. Sopra Steria Ltd\_Public Liability and Professional Indemnity Insurance Certificate 2021.pdf
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| 47 | * NTIS - Action Log (Issue 6 – 6 Oct 2020)
* NTIS (Sopra Steria) - Commercially Sensitive (CS) Action Log (Issue 15 – 23 Oct 2020)
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| 48 | The following messages issued via Bravo in relation to verification & sustainability:1. Highways England Bravo message containing questions in relation to quality verification – Sent 14th December 2020
2. Sopra Steria’s response answering the quality questions – Received via Bravo 16th December 2020
3. Highways England Bravo message containing questions in relation to financial verification – Sent 14th December 2020
4. Sopra Steria’s response answering the financial questions – Received via Bravo 16th December 2020
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The contract value will be no more than £41,842,535.32 for the initial 5-year period. Any additional requirements will be executed in accordance with the contract terms.

The operative period of the contract will be **7 years which is made up of 5 years with two 1-year options to extend (5+1+1)**. The start date of the contract will be 27th January 2021 with the core contract period ending on 26th January 2026 (23:59). The contract will then be subject to the first 1-year option to extend from 27th January 2026. If the second 1-year option to extend is implemented, the contract will then end on 26th January 2028.

Invoices should be submitted as a PDF file (excel is not supported) via email to invoices@highwaysengland.co.uk, quoting the contract reference number **NTIS 2021,** the appropriate Project Identification Number, the appropriate Agreement and cost centre numbers (*to be provided by the Employer).*

**ACTION NOW REQUIRED:**

* Please confirm receipt and understanding of this letter.

You must treat this letter in confidence until Highways England makes a public announcement. If you are planning to issue a press release regarding this Contract please seek approval from Highways England prior to publication. Press notice enquiries should be directed to the Highways England Press Office, 0844 693 1448, PressOffice@highwaysengland.co.uk.

Lee Bryant will be in touch with you shortly regarding the completion of the contract signature.

Yours sincerely

**Andrew Stephenson**

Procurement Director