

Appendix C - Framework Schedule 6 (Order Form Template and Call-Off Schedules)

Order Form

CALL-OFF REFERENCE: [REDACTED]

THE BUYER: [REDACTED]

BUYER ADDRESS [REDACTED]

THE SUPPLIER: [REDACTED]

SUPPLIER ADDRESS: [REDACTED]

REGISTRATION NUMBER: [REDACTED]

DUNS NUMBER: [REDACTED]

SID4GOV ID: [REDACTED]

APPLICABLE FRAMEWORK CONTRACT

This Order Form is for the provision of the Call-Off Deliverables and dated .
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 1 – General Legal Advice and Services

Framework Ref: RM6179

Project Version: v1.0

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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 7 (Financial Difficulties)
- Joint Schedule 10 (Rectification Plan)
- Joint Schedule 11 (Processing Data)

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- Call-Off Schedules for **C23037**

- Call-Off Schedule 1 (Transparency Reports)
- Call-Off Schedule 2 (Staff Transfer)
- Call-Off Schedule 3 (Continuous Improvement)
- Call-Off Schedule 6 (ICT Services)
- Call-Off Schedule 8 (Business Continuity and Disaster Recovery)
- Call-Off Schedule 9 (Security)
- Call-Off Schedule 10 (Exit Management)
- Call-Off Schedule 13 (Implementation Plan and Testing)
- Call-Off Schedule 14 (Service Levels)
- Call-Off Schedule 15 (Call-Off Contract Management)
- Call-Off Schedule 20 (Call-Off Specification)
- Call-Off Schedule 24 (Special Schedule)

5. CCS Core Terms (version 3.0.11)
6. Joint Schedule 5 (Corporate Social Responsibility) RM6179
7. Call-Off Schedule 4 (Call-Off Tender) as long as any parts of the Call-Off Tender that offer a better commercial position for the Buyer (as decided by the Buyer) take precedence over the documents above

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.

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CALL-OFF SPECIAL TERMS

The following Special Terms are incorporated into this Call-Off Contract:

None

CALL-OFF START DATE: 12/12/2022

CALL-OFF EXPIRY DATE: 12/12/2026

CALL-OFF INITIAL PERIOD: 48 Months

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).

Description	Activity	Deliverable
Templates	Agreement by the Authority of Standard Template Documentation for Heads of Terms, Leases, Site Share Licence, Early Access Agreements, Deed of Variation/ Minute of Variations, Consent Letters and Assignment documentation (Deed of Assignment, Transfer, Assignment, Licence to Assign, Authorised Guarantee Agreement, Guarantee Agreement).	All relevant and appropriate templates drafted, templates agreed with the Authority and ready to use for each jurisdiction. - Heads of Terms - Leases - Site Share Licence - Early Access Agreements - Deed of Variation/ Minute of Variations - Consent Letters - Assignment documentation: Deed of Assignment, Transfer, Assignment, Licence to Assign, Authorised Guarantee Agreement & Guarantee Agreement.
Workshop	Workshop to include a presentation with a Q&A section regarding Leases/ Authority Rights &	Workshop held which fully satisfies the activity requirements, to include Q&A on:

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	Obligations pertinent to SRN e.g. rights to alter, upgrade & to share sites, Consent Letters & Electronic Communications Code/ Lease interaction.	<ul style="list-style-type: none"> - Electronic Communications Code; Leases - Authority Rights & Obligations pertinent to SRN – obligations under Code during negotiations and throughout contract term; - Rights to alter, upgrade & to share sites; - Consent Letters & Code/ Lease interaction; & - Matters pertinent to SRN. - How to deal with unresponsive SP's / professional advisor? - <p>Any follow up questions fully answered.</p>
Site share licence (unilateral sites)	Negotiation, finalisation and engrossment of a Site Share Licence agreement with individual tower owner.	Agreed draft achieved which satisfies the Authority requirements, all matters completed including post completion matters.
Site share (multi sites)	Negotiation, finalisation and engrossment of a Site Share Licence agreement with multi-site owners.	Agreed draft achieved which satisfies the Authority requirements, all matters completed including post completion matters.
Lease (unilateral site)	Negotiation, finalisation, engrossment and registration (if required) of each Lease for a single site (including associated documentation as applicable).	Agreed draft achieved which satisfies the Authority requirements, all matters completed including post completion matters.
Lease (multi sites)	Negotiation, finalisation, engrossment and	Agreed draft achieved which satisfies the Authority

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	registration (if required) of each Lease with a multi-site owner (including associated documentation as applicable).	requirements, all matters completed including post completion matters.
Early Access (unilateral)	Negotiation, finalisation and engrossment of each Early Access Agreement for a single site.	Agreed draft achieved which satisfies the Authority requirements, all matters completed including post completion matters.
Early Access (multi sites)	Negotiation, finalisation and engrossment of each Early Access Agreement for each site with a multi-site owner.	Agreed draft achieved which satisfies the Authority requirements, all matters completed including post completion matters.
Licence to Assign	Negotiation, finalisation of and engrossment of a Licence to Assign for a relevant Site.	Agreed draft achieved which satisfies the Authority requirements, all matters completed including post completion matters.
Deed of Assignment	Negotiation, finalisation of and engrossment of a Deed of Assignment/ Transfer/ Assignment for a relevant Site.	Agreed draft achieved which satisfies the Authority requirements, all matters completed including post completion matters.
Authorised Guarantee Agreement	Negotiation, finalisation of and engrossment of a Authorised Guarantee Agreement/ Guarantee Agreement for a relevant Site.	Agreed draft achieved which satisfies the Authority requirements, all matters completed including post completion matters.
Deed of Variation (unilateral site)	Negotiation, finalisation, engrossment and registration (if required) of each Deed or Minute of Variation for a single site.	Agreed draft achieved which satisfies the Authority requirements, all matters completed including post completion matters.

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Deed of Variation (multi sites)	Negotiation, finalisation, engrossment and registration (if required) of each Deed or Minute of Variation for a site (where Deeds or Minutes of Variation required on multiple sites with the same landlord).	Agreed draft achieved which satisfies the Authority requirements, all matters completed including post completion matters.
Consent Letter (unilateral site)	Negotiation & finalisation of Consent Letter for a site (single site).	Agreed draft achieved which satisfies the Authority requirements, all matters completed including post completion matters.
Consent Letter (multi sites)	Negotiation & finalisation of Consent Letter for a site (multiple sites with the same landlord).	Agreed draft achieved which satisfies the Authority requirements, all matters completed including post completion matters.
Additional Activities		
Code Advice		Full & appropriate advice provided, relevant to issue & circumstances. Appropriate legal documentation agreed & completed (if applicable).
Ad hoc advice		Full & appropriate advice provided, relevant to issue & circumstances. Appropriate legal documentation agreed & completed (if applicable).
Estate Management		Full & appropriate advice provided, relevant to issue & circumstances. Appropriate legal documentation agreed & completed (if applicable).

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Unforeseen Transactions		Full & appropriate advice provided, relevant to issue & circumstances. Appropriate legal documentation agreed & completed (if applicable).
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Upon instruction, the Supplier is to complete the deliverables in line with the following Service Levels, as detailed within Call off Schedule 14 – Service Levels:

KPI	Service Area	KPI description	Target
#1	Lease or Site Share Licence agreements	Draft issued	95% within 3 working days of instruction
#2	Lease or Site Share Licence agreements	Review first draft, comments provided and instructions sought from the Authority	95% within 3 working days of receipt
#3	Site Share Licence agreements	Agreed and executed	95% within 2 months of instruction
#4	Lease agreements	Agreed and executed	95% within 2 months of instruction
#5	Ad hoc advice	Telephone or Email	Full response to the query within 3 working days of instruction

MANAGEMENT OF CONFLICT OF INTEREST

The Supplier's Risk Management & Business Excellence team holds responsibility for making sure that appropriate policies and procedures are in place across the firm for identifying and communicating potential conflicts of interest in all client matters.

The Supplier has undertaken a conflict check internally, following our own formal conflicts check policy, and have not identified any direct conflicts in relation to the potential scope of the work to be undertaken. The Supplier therefore does not anticipate any regular conflicts following Contract Award.

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The Supplier will not act in circumstances where there is a legal conflict of interest when both clients do not wish the Supplier to try to facilitate an "informal mediation" and except in the case where the Supplier is expressly permitted to do so in accordance with the SRA Code of Conduct; and then only:

- with the express consent of both clients, where they have a substantial common interest in relation to a matter;
- on the basis that absolute confidentiality is assured through the adoption of appropriate information barriers; and
- provided the Supplier is satisfied that we can fulfil our obligation to our clients to provide the best advice.

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 [REDACTED] ex VAT.

This is only an estimate and does not provide any commitment to undertake any activities.

CALL-OFF CHARGES

Description	Activity	Deliverable	[REDACTED]
Templates	Agreement by the Authority of Standard Template Documentation for Heads of Terms, Leases, Site Share Licence, Early Access Agreements, Deed of Variation/ Minute of Variations, Consent Letters and Assignment documentation (Deed	All relevant and appropriate templates drafted, templates agreed with the Authority and ready to use for each jurisdiction. - Heads of Terms - Leases - Site Share Licence - Early Access Agreements - Deed of Variation/ Minute of Variations - Consent Letters	[REDACTED]

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	of Assignment, Transfer, Assignment, Licence to Assign, Authorised Guarantee Agreement, Guarantee Agreement).	- Assignment documentation: Deed of Assignment, Transfer, Assignment, Licence to Assign, Authorised Guarantee Agreement & Guarantee Agreement.	
Workshop	Workshop to include a presentation with a Q&A section regarding Leases/ Authority Rights & Obligations pertinent to SRN e.g. rights to alter, upgrade & to share sites, Consent Letters & Electronic Communications Code/ Lease interaction.	Workshop held which fully satisfies the activity requirements, to include Q&A on: <ul style="list-style-type: none"> - Electronic Communications Code; Leases - Authority Rights & Obligations pertinent to SRN – obligations under Code during negotiations and throughout contract term; - Rights to alter, upgrade & to share sites; - Consent Letters & Code/ Lease interaction; & - Matters pertinent to SRN. - How to deal with unresponsive SP's / professional advisor? - Any follow up questions fully answered.	
Site share licence (unilateral sites)	Negotiation, finalisation and engrossment of a Site Share Licence	Agreed draft achieved which satisfies the Authority requirements, all matters completed including post completion matters.	

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	agreement with individual tower owner.		
Site share (multi sites)	Negotiation, finalisation and engrossment of a Site Share Licence agreement with multi-site owners.	Agreed draft achieved which satisfies the Authority requirements, all matters completed including post completion matters.	
Lease (unilateral site)	Negotiation, finalisation, engrossment and registration (if required) of each Lease for a single site (including associated documentation as applicable).	Agreed draft achieved which satisfies the Authority requirements, all matters completed including post completion matters.	
Lease (multi sites)	Negotiation, finalisation, engrossment and registration (if required) of each Lease with a multi-site owner (including associated documentation as applicable).	Agreed draft achieved which satisfies the Authority requirements, all matters completed including post completion matters.	
Early Access (unilateral)	Negotiation, finalisation and engrossment of each Early Access Agreement for a single site.	Agreed draft achieved which satisfies the Authority requirements, all matters completed including post completion matters.	
Early Access (multi sites)	Negotiation, finalisation and engrossment of each Early Access Agreement for each	Agreed draft achieved which satisfies the Authority requirements, all matters completed including post completion matters.	

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	site with a multi-site owner.		
Licence to Assign	Negotiation, finalisation of and engrossment of a Licence to Assign for a relevant Site.	Agreed draft achieved which satisfies the Authority requirements, all matters completed including post completion matters.	
Deed of Assignment	Negotiation, finalisation of and engrossment of a Deed of Assignment/ Transfer/ Assignment for a relevant Site.	Agreed draft achieved which satisfies the Authority requirements, all matters completed including post completion matters.	
Authorised Guarantee Agreement	Negotiation, finalisation of and engrossment of a Authorised Guarantee Agreement/ Guarantee Agreement for a relevant Site.	Agreed draft achieved which satisfies the Authority requirements, all matters completed including post completion matters.	
Deed of Variation (unilateral site)	Negotiation, finalisation, engrossment and registration (if required) of each Deed or Minute of Variation for a single site.	Agreed draft achieved which satisfies the Authority requirements, all matters completed including post completion matters.	
Deed of Variation (multi sites)	Negotiation, finalisation, engrossment and registration (if required) of each Deed or Minute of Variation for a site (where Deeds or Minutes of Variation required on multiple sites with the same landlord).	Agreed draft achieved which satisfies the Authority requirements, all matters completed including post completion matters.	
Consent Letter	Negotiation & finalisation of Consent	Agreed draft achieved which satisfies the Authority	

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(unilateral site)	Letter for a site (single site).	requirements, all matters completed including post completion matters.	
Consent Letter (multi sites)	Negotiation & finalisation of Consent Letter for a site (multiple sites with the same landlord).	Agreed draft achieved which satisfies the Authority requirements, all matters completed including post completion matters.	
Additional Activities			
Code Advice		Full & appropriate advice provided, relevant to issue & circumstances. Appropriate legal documentation agreed & completed (if applicable).	
Ad hoc advice		Full & appropriate advice provided, relevant to issue & circumstances. Appropriate legal documentation agreed & completed (if applicable).	
Estate Management		Full & appropriate advice provided, relevant to issue & circumstances. Appropriate legal documentation agreed & completed (if applicable).	
Unforeseen Transactions		Agreed draft achieved which satisfies the Authority requirements, all matters completed including post completion matters.	

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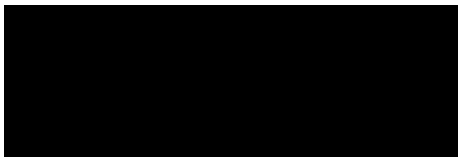
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Hourly Rate Card

Grade	Hourly Rate (£ exc VAT)
Partner	
Legal Director	
Senior Solicitor	
Solicitor	
Junior Solicitor	
Trainee	
Paralegal	

The attached Organograms detail the resources who will be associated with this contract. Grades within the Organogram relate to the Rate Card as per the table above.



In addition to any fixed costs and rate card spend, is for the Supplier to settle on behalf of the Buyer any payments to the landlord or other third parties (e.g. site rents, premiums, disturbance payments etc) (on instruction from the Buyer) and to provide binding fees undertakings to landlords' professional advisors on instruction from the Buyer.

The Statement of Requirements that detail the work required is appended to Call off Schedule 20.

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

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DISBURSEMENTS

[REDACTED]

ADDITIONAL TRAINING CHARGE

None

SECONDMENT CHARGE

None

PAYMENT METHOD

Unless the Parties agree otherwise in writing, all Supplier invoices shall be paid in sterling by electronic transfer of funds to the bank account that the Supplier has specified on its invoice.

Subject to the relevant provisions of this Schedule, the Authority shall make payment to the Supplier within thirty (30) days of verifying that the invoice is valid and undisputed.

An Application for Payment (AFP) process will be established with the Supplier that will govern all payments under this contract.

BUYER'S INVOICING ADDRESS:

[REDACTED]

BUYER'S AUTHORISED REPRESENTATIVE

[REDACTED]

BUYER'S ENVIRONMENTAL POLICY

Social Value Strategy v1.3 dated July 2022

Annexed at Annex A

BUYER'S SECURITY POLICY

available online at [Supply chain security guidance - NCSC.GOV.UK:](#)

BUYER'S ICT POLICY

IT Service Continuity Policy version 1.00 dated 27 June 2022

Annexed at Annex B

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SUPPLIER'S AUTHORISED REPRESENTATIVE

[REDACTED]

SUPPLIER'S CONTRACT MANAGER

[REDACTED]

[REDACTED]

[REDACTED]

PROGRESS REPORT

The Legal Matters Tracker has been included for adoption in Call-Off Schedule 20 (Call off Specification).

PROGRESS REPORT FREQUENCY

Progress Report – weekly on first working day of each week.

Application For Payment – Monthly on first working day of each month.

Performance Monitoring Report – Monthly on first working day of each month.

Operational Board Report – Quarterly on the first Working Day of each quarter.

PROGRESS MEETINGS AND PROGRESS MEETING FREQUENCY

Operational Board - Quarterly on the second Working Day of each quarter.

Delivery Progress Meeting – Fortnightly – day of week TBC (ADB suppliers attendance TBC).

KEY STAFF

Not applicable

KEY SUBCONTRACTOR(S)

Not Applicable

COMMERCIALLY SENSITIVE INFORMATION

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Nothing additional to the CCS Core Terms (Version 3.0.11)

SERVICE CREDITS

Not applicable

ADDITIONAL INSURANCES

Not applicable

GUARANTEE

Not applicable

SOCIAL VALUE COMMITMENT

The Supplier agrees, in providing the Deliverables and performing its obligations under the Call-Off Contract, that it will comply with the social value commitments in Call-Off Schedule 4 (Call-Off Tender)

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For and on behalf of the Supplier:		For and on behalf of the Buyer:	
Signature:	[REDACTED]	Signature:	[REDACTED]
Name:	[REDACTED]	Name:	[REDACTED]
Role:	Partner	Role:	Deputy Director, Commercial, ESMCP
Date:	09 December 2022	Date:	12 December 2022

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Annex A – Social Value Strategy v 1.3



Social Value Strategy
v1.3.pdf

Annex B – IT Service Continuity Policy v 1.00



CYB-POL-026 IT
Service Continuity Pol

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