



Highways England Company Limited

Lower Thames Crossing

Integration Partner

NEC4 Professional Service Contract

(June 2017 with amendments January 2019)

Volume 1A

Form of Agreement

DATED FEBRUARY 2021

HIGHWAYS ENGLAND COMPANY LIMITED

AND

JACOBS U.K. LIMITED

FORM OF AGREEMENT BY DEED

relating to the provision of Integration Partner services

in relation to the Lower Thames Crossing Project

FORM OF AGREEMENT

CONTENTS AMENDMENT SHEET

Amend. No.	Document revision	Amendments	Initials	Date
1	0	DLA issue for IFT	NCP	18/06/20
2	0	Engrossment Issue	DLA	04/02/21

THIS AGREEMENT BY DEED is made the day of February 2021.

PARTIES:

- 1 **HIGHWAYS ENGLAND COMPANY LIMITED** (company no 09346363) whose registered office is at Bridge House, 1 Walnut Tree Close, Guildford, Surrey GU1 4LZ (the "*Client*") and
- 2 **JACOBS U.K. LIMITED** a company incorporated in and in accordance with the laws of England and Wales with registered number 02594504 whose registered office is at Cottons Centre, Cottons Lane, London, United Kingdom SE1 2QG (the "*Consultant*").

RECITALS:

- A The *Client* wishes to appoint a consultant to provide Integration Partner services in relation to the Lower Thames Crossing Project and for that purpose has issued invitations to tender (including the Scope) to, amongst others, the *Consultant*.
- B In response to the *Client's* invitation to tender, the *Consultant* has submitted a tender for the provision of Integration Partner services in relation to the Lower Thames Crossing Project in accordance with the Scope.
- C The *Client* has examined the *Consultant's* tender and now wishes to appoint the *Consultant* to undertake the provision of Integration Partner services in relation to the Lower Thames Crossing Project on the terms of this Agreement.

OPERATIVE PROVISIONS:

1 Definitions and interpretation

In this Agreement (including the Recitals) words and expressions have the meanings assigned to them in the Conditions referred to below.

2 Contract Documents

2.1 The following documents form part of this Agreement

- the core clauses of the NEC4 Professional Service Contract (June 2017 and as amended January 2019), the main and secondary Option clauses listed in the Contract Data and the additional conditions of contract set out in the document entitled “Lower Thames Crossing Integration Partner Contract – Z clauses” (the “Conditions”) (Volume 1C),
- the Contract Data Part One and Two (Volume 1B),
- the Scope in the attached Appendix A to this Agreement being the
 - Scope (including the Benchmarking Appendix) (Volume 2A),
 - Scope Annexes (Volume 2B) and
 - Services and Systems Schedules (Volume 2C) (comprising the Systems and Process Schedules, Core services Schedules and Phase Specific Services),
- the Pricing Documents in the attached Appendix B to this Agreement being the
 - Task Schedules (Volume 3A),
 - Form of Task Order, Request for Quotation and Task Brief (Volume 3B),
 - Incentive Schedule (including the Incentive Table) (Volume 3C) and
 - Annexes A to E to the Pricing Documents (Volume 3D),
- the Tender Commitments marked “Annex R Tender Commitments Template” in the attached Appendix C to this Agreement and
- the contract documents in the attached Appendix D to this Agreement being the *Consultant’s*
 - key people schedule marked “Annex F Key People Schedule”,
 - tender mobilisation programme marked “Jacobs_env_2_Tender Mobilisation Programme.pdf”,
 - software schedule marked “Software_Schedule_PSC” and

- bidder KPIs for the Mobilisation Phase (to be read in conjunction with the Incentive Table in Volume 3C) marked “Addendum to Jacobs response to Ambition 3”.

2.2 The several documents forming part of this Agreement are to be taken as mutually explanatory of one another.

3 Agreement

3.1 In consideration of the *Client* making payment in accordance with the Conditions, the *Consultant* hereby agrees to Provide the Service in accordance with this Agreement.

Delivered as a deed on the date of this document.

Executed as a deed by **HIGHWAYS**)
ENGLAND COMPANY LIMITED by affixing)
its common seal in the presence of:)

Authorised Signatory

Executed as a deed by **JACOBS U.K.**)
LIMITED acting by one director:)

Signature of director

Director

In the presence of

Witness Signature:

Witness Name:

Witness Address:

APPENDIX A

SCOPE

(Volumes 2A to 2C)

APPENDIX B

PRICING DOCUMENTS
(Volumes 3A to 3D)

APPENDIX C

TENDER COMMITMENTS

Annex R Tender Commitments Template

Note: Unless and to the extent that capitalised terms in these Tender Commitments are defined in clause 11.2 of the contract, capitalised terms in these Tender Commitments have their natural meaning.

APPENDIX D

OTHER CONTRACT DOCUMENTS