SCHEDULE 2.6

CALL OFF TEMPLATE

THIS Call Off is issued on 23/11/2023 (the “**Services Commencement Date**"), by the Authority to **WHP Telecoms Limited** (the “**Supplier**”), a company incorporated under the laws of England and Wales and whose registered office is located at 401 Faraday Street, Birchwood, Warrington, England, WA3 6GA, pursuant to the ADB Services Agreement (relating to the provision of ADB Services to extend the Shared Rural Network to the Extended Area Service) dated as of   
29 October 2021 (as amended and supplemented from time to time, the “**MFA**”), to which both the Authority and Supplier are a “Party” as are they also referred to in this Call Off individually as a “Party” and collectively as the “Parties”.

The Authority and the Supplier both desire to enter into this Call Off pursuant to clause 5 of the MFA under which the Supplier will provide the scope of Services requested in respect of the EAS Sites identified by the Authority within this call Off;

The Parties hereby agree as follows:

1. Incorporation of MFA. Except as otherwise provided herein, the terms of the MFA are incorporated into this Call Off by this reference as if such terms were stated in full herein and as if references therein to the “Agreement” were references to this Call Off. Capitalized terms used in this Call Off without definition that are defined in the MFA shall have the meanings set out in the MFA.
2. To the extent that there is any conflict or inconsistency between the provisions of this Call Off and the terms of the MFA, the terms of this Call Off shall govern but only with respect to the provision and receipt of relevant Services under this Call Off. To the extent there are matters which by their nature are to be performed under the MFA or another Call Off such matters shall be performed under the MFA or such other Call Off.

# TERM AND TERMINATION

* 1. The term of this Call Off shall commence on the date first written above and expire on the later of the expiry of the MFA or the date upon which the last EAS Site is completed under this Call Off, unless terminated earlier in accordance with Section 3.2 below or extended by the Parties’ mutual agreement as expressed in writing. In the event the MFA expires prior to the expiry of this Call Off, the terms of the MFA will continue to govern the Call Off until the expiry or termination of the Call Off.
  2. Termination. This Call Off may be terminated by the Authority to the extent the Authority may terminate the MFA as if this Call Off were the MFA. Except as otherwise provided in the MFA, any such termination of this Call Off or any other Call Off under the MFA shall not in and of itself give rise to a termination of the MFA or any other Call Off.

# SERVICES

## Set out in Appendix 1 is the list of EAS Sites in respect of which the Supplier is to provide Services. Within Appendix 1 EAS Sites are identified as being either EAS Site in needs of an Upgrade (EAS Upgrade Sites) or EAS Sites in need of a New Build (EAS New Build Sites). The Authority shall include where applicable any Transmission Hop Sites within the list of EAS New Build Sites and the Authority shall further identify within Appendix 1 any such Transmission Hop Sites.

## It is acknowledged that in the delivery of the Services the Supplier shall follow the methodology and protocol it has set out for delivering the Services in Schedule 4.

# Implementation Services.

## For each EAS Upgrade Site the Supplier shall produce a Minor Schedule of Works in accordance with the provisions of the MFA and more specifically in a form that shall follow the structure set out in Appendix 2.

## For each EAS New Build Site the Supplier shall produce a Major Schedule of Works in accordance with the provisions of the MFA and more specifically in a form that shall follow the structure set out in Appendix 3.

# Operational Services

## For each EAS Site identified within Appendix 1 the Supplier shall deliver the Operational Services as described and set out in Schedule 2.1 to the MFA and as further particularised in the Minor Schedule of Works or Major Schedule of Works for that EAS Site as applicable

# Service DELIVERY

## All Services carried out under this Call Off shall be subject to the operation of the following Schedules of the MFA as applicable

## The Supplier shall as part of the delivery of the Implementation Services in respect of each EAS Site identified in Appendix 1 generate and provide to the Authority as part of the Implementation Services the Minor Schedule of Works for each EAS Upgrade Site and the Major Schedule of Works for each EAS New Build Site, as applicable.

# Applicablity of construction act

## For all Services and work carried out either in the delivery of the Implementation Services or in the delivery of the Operational Services it is acknowledged that all such work shall be governed by the Construction Act 1998 (As amended).

# Charges and Reimbursements

## The Authority shall for each Call Off issue as at the Call Off Commencement Date a Purchase Order for the Implementation Services to be delivered in relation to each Batch.

## Thereafter in relation to each individual EAS Site as the Implementation Services are completed then upon the ATP Milestone being Achieved the Authority shall issue a Purchase Order for the delivery of the Operational Services.

## All Charges payable for work carried out by the Supplier under this Call Off shall be paid on a monthly basis in accordance with the provisions of Schedule 7.1 (Charges) of the MFA.

# Governance

## This Call Off shall be governed by the centralised governance process described in Schedule 8.1 (Governance) of the MFA.

# INSURANCE

## For this Call Off, Contractors “All Risks” Insurance as specified in Schedule 2.5 is required.

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| SIGNED for and on behalf of ) WHP Telecoms Limited by a director: )  )  ) | Signature:  Name (block capitals):  Position: |

|  |  |
| --- | --- |
| SIGNED for and on behalf of ) the Secretary of State for the Home Department )  )  ) | Signature:  Name (block  capitals):  Position: |

Appendix 1

EAS Sites in scope:

1. List of EAS New Build Sites under this instruction, referred to as Batch 14a Build
   1. EAS/SRN0113

Appendix 2

EAS New Build Sites Major Schedule of Works

(to be submitted by Supplier for each EAS New Build Site)

**EAS SITE NAME AND UNIQUE REFERENCE ID: EAS0113 [INSERT REF]**

1. Operational Services
   1. Construction Services
   2. Power Management Services

1. Milestones for EAS New Build Sites

| ID | Description | Minimum Outputs required to claim | Responsible | MILESTONE DATE (Milestone + X Working Days) |
| --- | --- | --- | --- | --- |
| MS19 | * Instruct Build * Formal instruction provided to commence build. PO raised. | Build Instruction and PO | Authority |  |
| MS20 | * Pre-Build Meeting Completed * Cross stakeholder agreement for the build programme has been obtained; RAMS and all CDM requirements are in place (including the Construction Phase Health & Safety Plan). The on-Site pre-build meeting has been completed. | Agreed Site development plan and RAMS  Formal CDM notifications  Construction Phase Health & Safety Plan | Supplier | MS19 + 20 |
| MS21 | * Civils and Accommodation Works Completed * Civils and accommodation works have been completed in accordance with the approved detailed design. This will include access trackway/roads/paths (including temporary), concrete base/foundations for both tower and accommodation, Cabins/equipment rooms and/or cabinet/power plinths, Antenna structures (tower, poles etc.) and other compound works (e.g., fencing, gates, hardstanding). The work has been tested and the appropriate certification provided. | Completion certificate(s) | Supplier |  |
| MS22 | * Steelwork Completed * Steel works have been completed in accordance with the approved detailed design. This will include cable management systems and tray work for all power and equipment cabling, cabin aperture glands (e.g., Roxtec), antenna and dish mount steelwork. The work has been tested and the appropriate certification provided. | Completion certificate(s) | Supplier |  |
| MS23 | * Site Build Complete * A summation of MS21 (Civils and Accommodation Works complete) and MS22 (Steelwork completed). | MS21 – Civils and Accommodation Works Completed  MS22 – Steelworks Completed | Authority | MS19 + 60 |
| MS24 | * Power Ordered * Purchase orders raised (for power connection and power services) and formal instruction provided to supply a power solution to Site (permanent and/or tactical) | Power PO(s) and formal instruction | Supplier | MS14 + 15 |
| MS25 | * Site AC Power Complete * AC power has been delivered to Site (permanent or tactical). AC power distribution has been completed. The work has been tested and the appropriate certification provided. | Completion certificate(s) | Supplier |  |
| MS26 | * Site DC Power Complete * Rectifiers, batteries, and DC power distribution has been completed. The work has been tested and the appropriate certification provided. | Completion certificate(s) | Supplier |  |
| MS27 | * Transmission Ordered * Purchase orders raised and formal instruction provided to supply a transmission solution to Site (permanent and/or tactical) | Transmission PO and formal instruction | Authority |  |
| MS28 | * Transmission Delivery Complete/Site is IP enabled * The transmission solution has been delivered to Site (permanent or tactical). The transmission link has been established and the Site is IP enabled. The work has been tested and the appropriate certification provided. | Completion certificate(s) | Authority |  |
| MS29 | * Site Built and Ready for Installation * Site civil works, accommodation and steelwork are completed. AC and DC power distribution is completed. Transmission delivery is complete, and the Site is IP enabled. | MS23 – Site Build complete  MS25 – Site AC power complete  MS26 – Site DC power complete  MS28 – Transmission delivery complete/Site is IP enabled | Authority |  |
| MS30 | * Pre-Installation Site Meeting Complete * A PISM has been held and agreement is reached with the ESN supplier that the Site is ready for the installation of the ESN equipment | Completed PISM checklist and MS supplier approval | Supplier |  |
| MS31 | * Build HOP Approved * All build snags cleared. The Build HOP has been submitted to and approved by the Authority. | Approved Build HOP | Authority |  |
| MS32 | * Site Ready for Go-Live * The ESN supplier equipment has been installed and commissioned and ready for integration into the ESN network and go-live | Acceptance certificate – Site declared ready for go-live | Supplier |  |
| MS33 | * Pre-Implementation visit (PIV) completed (CDM duties), * PIV to plan active installation phase with appropriate representation from all parties at site completed | Acceptance of report following the visit. | Supplier |  |
| MS34 | * Active installation complete (CDM duties) * Active equipment installation work is complete and documentation closed | Acceptance of proofs from the supplier that all works have been concluded by 3rd party MNO’s | Supplier | MNO’s work completed on site + 10 working days |

Appendix 3

List of Authority Documents Published on SharePoint

Not applicable as documents provided under Acquisition and Design instruction.