

DATED

25th May 2017

**JOINT CONTRACT FOR WASTE COLLECTION AND STREET CLEANING SERVICES
(SURREY)**

between

ELMBRIDGE BOROUGH COUNCIL

MOLE VALLEY DISTRICT COUNCIL

WOKING BOROUGH COUNCIL

SURREY HEATH BOROUGH COUNCIL

and

AMEY LG LIMITED

VOLUME 2: SCHEDULES 4 - 28 AND CD

(VOLUME 1 CONTAINS TERMS AND CONDITIONS, SCHEDULES 1 - 3)

CONTENTS

CLAUSE

| | | |
|-----|--|----|
| 1. | Definitions and Interpretation | 1 |
| 2. | Term | 20 |
| 3. | Extending the Initial Term | 20 |
| 4. | Extension of agreement to partner organisations | 21 |
| 5. | Service Provider warranties | 24 |
| 6. | Service Provider due diligence | 27 |
| 7. | Preconditions | 28 |
| 8. | Parent company guarantee..... | 29 |
| 9. | Contract Management | 30 |
| 10. | Mobilisation | 30 |
| 11. | Supply of services | 32 |
| 12. | KPIs | 32 |
| 13. | Service standards | 32 |
| 14. | Strategic objectives | 33 |
| 15. | Compliance and EPA Duty of Care | 34 |
| 16. | Health and Safety | 34 |
| 17. | Equality..... | 34 |
| 18. | Nuisance..... | 35 |
| 19. | Premises, Depots and Stores..... | 36 |
| 20. | Authorities' Premises: Grant of Lease(s)..... | 36 |
| 21. | Authorities' premises: Responsibility for Contamination | 38 |
| 22. | Authorities' Premises: Condition Survey prior to service commencement date | 39 |
| 23. | Authorities' Premises: Use and Management..... | 39 |
| 24. | Authorities' Premises: Rates, Taxes and Utilities | 40 |
| 25. | Authorities' Premises: Modifications | 41 |
| 26. | Authorities' premises: Breach of repairing obligation | 42 |
| 27. | Authorities' Premises: Works in Default | 43 |
| 28. | Authorities' Premises: Surveys on Expiry | 44 |
| 29. | Closure and/or Relocation of the Authorities' Premises..... | 45 |
| 30. | Service Provider's ICT Infrastructure and Software Licensing..... | 45 |
| 31. | Provision of Assets and Equipment..... | 46 |
| 32. | Authorities' Financed Collection Vehicles | 50 |
| 33. | Treatment of Assets in Event of Insolvency | 55 |
| 34. | Branding | 55 |
| 35. | Biodiversity and Environmental Protection | 55 |
| 36. | Ownership of waste | 56 |
| 37. | Service Continuity | 56 |
| 38. | Authorities' Step-in Rights | 57 |
| 39. | Payment | 59 |
| 40. | Performance Deductions and Compensation Events..... | 60 |
| 41. | Commercial Waste Collection Service..... | 61 |
| 42. | Pre-priced optional Services | 61 |

| | | |
|-----|---|----|
| 43. | Payment Disputes and Late Payments | 62 |
| 44. | Set off | 62 |
| 45. | Representatives..... | 63 |
| 46. | Other personnel used to provide the services | 63 |
| 47. | TUPE | 64 |
| 48. | Reporting and meetings | 65 |
| 49. | Monitoring | 65 |
| 50. | Change control | 65 |
| 51. | Change in law | 65 |
| 52. | Mandatory separate collection arrangements..... | 67 |
| 53. | Benchmarking and continuous improvement..... | 68 |
| 54. | Dispute resolution | 68 |
| 55. | Sub-Contracting and assignment | 69 |
| 56. | Payment of Sub-Contractors | 71 |
| 57. | Indemnities | 71 |
| 58. | Limitation of liability | 72 |
| 59. | Insurance..... | 73 |
| 60. | Procurement Challenge..... | 76 |
| 61. | Freedom of information..... | 76 |
| 62. | Data protection | 77 |
| 63. | Whistleblowing | 77 |
| 64. | Confidentiality | 79 |
| 65. | Right to Publish | 79 |
| 66. | Audit..... | 80 |
| 67. | Local Government Ombudsman | 83 |
| 68. | Intellectual property | 83 |
| 69. | Termination for breach | 84 |
| 70. | Termination on notice..... | 86 |
| 71. | Change of Control | 88 |
| 72. | Force majeure | 88 |
| 73. | Prevention of bribery | 89 |
| 74. | Exit management | 90 |
| 75. | Evidence in connection with legal proceedings | 93 |
| 76. | Non-solicitation..... | 93 |
| 77. | Waiver | 93 |
| 78. | Rights and remedies..... | 93 |
| 79. | Severability..... | 93 |
| 80. | Partnership or agency | 94 |
| 81. | Non-Fetter..... | 94 |
| 82. | Third party rights..... | 94 |
| 83. | Publicity..... | 95 |
| 84. | Notices | 95 |
| 85. | Entire agreement | 96 |
| 86. | Counterparts | 96 |
| 87. | Governing law | 96 |

| | | |
|-----|--------------------|----|
| 88. | Jurisdiction | 96 |
|-----|--------------------|----|

SCHEDULE

| | | |
|------------|---------------------|----|
| SCHEDULE 1 | SPECIFICATION | 97 |
|------------|---------------------|----|

| | | |
|------------|------------------------|----|
| SCHEDULE 2 | PRICING SCHEDULE | 98 |
|------------|------------------------|----|

| | | |
|------------|--------------------------|----|
| SCHEDULE 3 | PERFORMANCE REGIME | 99 |
|------------|--------------------------|----|

| | | |
|----|--|-----|
| 1. | Definitions | 99 |
| 2. | The KPIs | 101 |
| 3. | Satisfaction Surveys | 104 |
| 4. | Street Cleaning | 105 |
| 5. | Litter and detritus Surveys | 105 |
| 6. | Remediation notices | 106 |
| 7. | Non-exclusive remedy | 107 |
| 8. | Mobilisation | 107 |
| 9. | Change control – Street Cleaning | 109 |

| | | |
|------------|--------------------------------|-----|
| SCHEDULE 4 | SERVICE PROVIDER'S TENDER..... | 111 |
|------------|--------------------------------|-----|

- Method Statement 1 – Management and Culture
- Method Statement 2 – Monitoring and Information
- Method Statement 3 – Capacity and Resource (Note: Appendix 1 Resources Table and Assets Table is on the CD at the back of volume 2 of the Contract)
- Method Statement 4 – Service Delivery (note: Amey Waste Flow model forming part of this Method Statement is on the CD at the back of volume 2 of the Contract)
- Method Statement 5 – Service Delivery Method (Health and Safety)

| | | |
|------------|---------------|-----|
| SCHEDULE 5 | not used..... | 112 |
|------------|---------------|-----|

| | | |
|------------|--------------------------------|-----|
| SCHEDULE 6 | CONTRACT INCEPTION REPORT..... | 113 |
|------------|--------------------------------|-----|

| | | |
|------------|---------------------------|-----|
| SCHEDULE 7 | CHARGES AND PAYMENT | 114 |
|------------|---------------------------|-----|

| | | |
|-----|---|-----|
| 1. | Definitions | 114 |
| 2. | Calculation of the Charges | 114 |
| 3. | Annual management payment..... | 115 |
| 4. | Calculation of the Annual Sums Service Payment (Unit Based) | 116 |
| 5. | Calculation of the Annual Sums Service Payment (annual sum)..... | 117 |
| 6. | Delivery site Change adjustments | 117 |
| 7. | Changes to charges | 118 |
| 8. | Annual baseline activity adjustments | 118 |
| 9. | Indexation | 118 |
| 10. | Limit on Service Provider profit margin | 120 |
| 11. | Authorities' premises Change adjustments | 121 |

| | | |
|------------|------------------------|-----|
| SCHEDULE 8 | FINANCIAL REPORTS..... | 123 |
|------------|------------------------|-----|

| | | |
|----|---|-----|
| 1. | Definitions | 123 |
| 2. | Financial transparency objectives | 125 |

| | | |
|--|---|-----|
| 3. | Open book data..... | 126 |
| 4. | Provision of the financial reports..... | 126 |
| 5. | Financial model..... | 128 |
| 6. | Discussion of quarterly contract reports and final reconciliation report..... | 129 |
| 7. | Key sub-contractors..... | 129 |
| SCHEDULE 9 CONTRACT MANAGEMENT..... | | 131 |
| 1. | Authorised representatives..... | 131 |
| 2. | Contract management structure..... | 131 |
| 3. | Performance reporting..... | 132 |
| 4. | Service Report..... | 133 |
| 5. | Annual service report..... | 134 |
| 6. | Annual service improvement plan..... | 134 |
| 7. | Performance records..... | 134 |
| 8. | Performance verification..... | 135 |
| SCHEDULE 10 SERVICE CONTINUITY PLAN..... | | 136 |
| SCHEDULE 11 CHANGE CONTROL..... | | 144 |
| 1. | General principles..... | 144 |
| 2. | Procedure..... | 144 |
| SCHEDULE 12 BENCHMARKING..... | | 147 |
| 1. | Interpretation..... | 147 |
| 2. | Benchmark Review..... | 147 |
| 3. | Purpose and scope of benchmark review..... | 148 |
| 4. | Appointment of Benchmarker..... | 149 |
| 5. | Benchmarking process..... | 149 |
| 6. | Benchmark report..... | 151 |
| SCHEDULE 13 EXIT MANAGEMENT PLAN..... | | 152 |
| SCHEDULE 14 TUPE (SECOND GENERATION TRANSFER)..... | | 158 |
| SCHEDULE 15 TUPE (FIRST GENERATION OUTSOURCING)..... | | 170 |
| SCHEDULE 16 PRE-CONTRACT ASSUMPTIONS..... | | 172 |
| Appendix 1: Data | | |
| Appendix 2: Pre-Contract Assumptions | | |
| SCHEDULE 17 PARENT COMPANY GUARANTEE..... | | 176 |
| SCHEDULE 18 FORM OF PERFORMANCE BOND..... | | 185 |
| SCHEDULE 19 COMMERCIALLY SENSITIVE INFORMATION..... | | 187 |
| SCHEDULE 20 AUTHORITIES' PREMISES AND ASSETS..... | | 189 |
| Leases from each Council | | |

| | | |
|-------------|--|-----|
| SCHEDULE 21 | PRESS PROTOCOL..... | 190 |
| SCHEDULE 22 | FORM OF ADMISSION AGREEMENT..... | 194 |
| SCHEDULE 23 | FORM OF PENSION BOND AND INDEMNITY AND FORM OF PENSION GUARANTEE | 195 |
| SCHEDULE 24 | FORM OF JOINING AGREEMENT | 196 |
| SCHEDULE 25 | CONTINGENCY MOBILISATION PLAN | 197 |
| SCHEDULE 26 | FAST TRACK DISPUTE RESOLUTION PROCEDURE | 199 |
| SCHEDULE 27 | AUTHORITIES' FINANCED VEHICLES..... | 201 |
| SCHEDULE 28 | VESTING CERTIFICATE | 202 |

Schedule 4 Service Provider's Tender REDACTED – Commercially Sensitive Information