

Our Ref: NTI01.18.01/MH/JRM

Date: 25th November 2002

DLA
3 Noble Street
London, EC2V 7EE

FAO: Mr Mark Swindell

Dear Sirs,

Appointment of Advisors for Edinburgh Tram, Line One & Two – Legal Advice

On behalf of and as instructed by Transport Initiatives Edinburgh Limited (**tie**), a company incorporated under the Companies Act (registered number 230949) and having its Registered Office at City Chambers, High Street, Edinburgh EH1 1YJ, I hereby appoint you to execute work required in connection with the provision of legal advice for the above project up to the point of final Royal Assent for the legislation required.

For the avoidance of doubt this offer is dependant on acceptance of **tie**'s Appointment of Consultants, General and Financial Conditions of Appointment. The rates that will be used in this commission will be those submitted by you on 17th September 2002.

This offer is held to incorporate the fact that you will warrant to the other consultants who have been appointed to this project that the services that you will provide to the project will be produced with all reasonable skill, care and diligence and you acknowledge that the other consultants appointed by **tie** for Edinburgh Tram Lines One and Two (being Mott McDonald, Faber Maunsell, Grant Thornton and Weber Shandwick) shall be entitled to rely upon said warranty and you will owe a duty of care to such other consultants. You will benefit from a reciprocal warranty from these parties.

In accordance with Clause G5.3 of the said General and Financial Conditions of Appointment, you have provided a list of staff to be used on this commission submitted as part of the offer submitted on 17th September. Notwithstanding the provisions contained in Clauses G5.3 and G7.7, the client (**tie**) reserves the right to determine the contract should there be major and significant changes in staff now relevant to the

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attached scope of work, which, in **tie**'s reasonable opinion, would be detrimental to the successful completion of the commission.

Clause G6 of the said General and Financial Conditions of Appointment states that you are to provide satisfactory evidence that all the necessary insurance arrangements have been effected and within 7 days of the Start Date, which is the date of this letter, produce the insurance policies for inspection. As such, I look forward to receiving from you this information as soon as possible.

The scope of your work will be to provide legal advice to the extent required by **tie** in relation to overall procurement and strategy options for the delivery of the Edinburgh Tram project, including covering the issues outlined in Appendix B2 of your submission of 17th. **tie** will be appointing Bircham Dyson Bell (BDB) to co-ordinate all legal advice on the project, including that produced by yourselves. Our current view of the division of legal responsibilities for this project is shown in the attached schedule but it will be open to BDB in consultation with DLA and/or D&W as appropriate to recommend, and **tie** to accept, changes to the attached schedule in terms of the allocation of work.

It will also be a condition of your acceptance that any publicity announcement connected with this appointment be agreed with **tie** before release to the media.

Please acknowledge receipt of this letter within 14 days from today's date by returning to me the enclosed copy of this letter with the docket duly signed. If you have any comments or require any further information please do not hesitate to contact me.

Yours faithfully

Michael Howell
Chief Executive

Please sign and return one copy

I / We hereby acknowledge receipt of your contract award letter, dated 25th November, 2002 for "**Appointment of Advisors for Edinburgh Tram, Line One & Two – Legal Advice**" commission.

Signature Name (please print)

Date Capacity

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Lines One and Two
Provision of Legal Services
Indicative Schedule of Responsibilities

Scope of legal support:

1. Bircham Dyson Bell (BDB): Parliamentary Agency

- Co-ordination of legal advice
- Ian McCulloch (IM) as overall Legal Project Director
- Overall responsibility for securing Bills on schedule
- Management of overall Parliamentary process
- Preparation of Promoter's Memorandum
- Preparation and drafting of Bills
- Advice on case and evidence to be promoted
- Negotiation of protection for/agreements with third parties
- Joint instructing solicitor for Senior Counsel
- Support from D&W and DLA, as required
- Reporting directly to tie

2. DLA: Procurement and Strategy for the delivery of tram system

- Advice on project procurement to inform the content of the Bills, Promoter's Memoranda, Funding and Environmental Statements
- Mark Swindell as Legal Director for overall procurement
- General project direction advice with IM of BDB
- Advising on requirements of HMRI, SRA, ORR, OFT (e.g. integrated ticketing, fares policy, and system capacity) and Inland Revenue
- Line risk registers and risk allocation strategy
- Development of procurement and funding plan (including advising on project information memoranda, bidder structure, network extension, production of draft pre-qualification and evaluation documentation, concession contract and schedules, management of project data room, funding strategy and related agreements insofar as required until the passage of the Bills)
- Public, UK, and EU procurement advice
- Provision of support to IM in relation to instruction of Senior Counsel
- Provision of supporting advice to BDB on third party agreements where required to produce market oriented and bankable arrangements
- Reporting directly to tie

3. Dundas & Wilson: Public Policy, Property and Planning

- Scottish support to BDB on public law and related matters
- Support in following areas: Planning & Environment; Roads and Transportation Law incl. Traffic Regulation Orders; Property & Compulsory Purchase; ECHR; Scottish Contract Law
- Joint instructing solicitor for Senior Counsel in relation to Bills. Ann Faulds acting as Scottish instructing solicitor but taking instructions from IM, who will be responsible for legal strategy and scope of instructions
- Dealing with any challenge through the Scottish Courts
- Limited Scottish context procurement advice, in consultation with DLA

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LEGAL TEAM TO SECURE PARLIAMENTARY ORDERS FOR EDINBURGH TRAMLINES PROJECT

Transport Initiatives Edinburgh Ltd (**tie**), the company delivering the new, integrated transport initiative for Edinburgh and South East Scotland, has appointed three legal firms to support the development of tramline projects for the city:

- Bircham Dyson Bell, one of the UK's leading parliamentary agents, has been appointed as legal co-ordinator to oversee the passage of the tramline bills through the Scottish parliament.
- DLA, which has unrivalled experience of light rail and tram procurement, will provide legal advice on overall procurement and strategy for the delivery of the tramline system.
- Dundas & Wilson, one of Scotland's leading firms, will focus on public policy, property and planning matters.

The three firms will work closely together under **tie**'s direction. The two tramline projects currently managed by **tie** are 1) a northern loop connecting the city centre to the major developments taking place along the waterfront, and 2) a western line from the city centre to Newbridge via Edinburgh Park and the airport.

Welcoming the appointment of the legal team, Chief Executive Michael Howell says: "These appointments will ensure the very best legal advice for **tie** in achieving its mission to deliver an excellent tram system for Edinburgh. The three firms have impressive and complementary track records in urban transport development, which will serve Edinburgh's interests well."

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Editors Note

tie is a wholly owned subsidiary of City of Edinburgh Council and was established in May 2002 to manage the procurement and implementation of the integrated transport initiative for Edinburgh and South East Scotland.

transport initiatives **edinburgh**

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Funding totalling £11.5m over 3 years is being provided by the Scottish Executive for development work on the first two tram lines for Edinburgh.

To allow the construction of a tram line, a private Bill must be passed by the Scottish Parliament. This would be introduced once the technical details of the tram scheme, including the route, have been finalised and full environmental, economic and financial appraisals are complete.

In addition to legal services, a number of other commissions have been let to take forward the development work on the trams. These are as follows:-

- Technical and environmental work for line 1 Northern Loop is being led by Engineering Consultant Mott MacDonald
- Technical and environmental work for line 2 Western line is being led by Engineering Consultant Faber Maunsell
- Financial and business case advice for both line 1 and line 2 is being provided by Grant Thornton
- Communications and PR advice for both line 1 and line 2 is provided by Weber Shandwick

ENDS

25 November 2002

Issued on behalf of Transport Initiatives Edinburgh Ltd by Weber Shandwick, public relations consultants. For more information contact Alex Macaulay on 0131 718 4270.