



tie Limited

Notes of Meeting: **Infraco Contract**

Bidder: **BBS**

Date: **19th June 2007**

Venue: **COSLA (Grampian Room)**

In attendance: Scott McFadzen – BBS
 Gary Dalton – BBS
 Stephen Wright – BBS
 Alastair Richards – TEL (pm)
 Bob Dawson – tie
 Campbell Skinner – tie

Item	Comments	Action
	<p>General introductory items:</p> <p>BBS require tie's revised bid timetable.</p> <p>Letter written to tie (Richard Walker to Matthew Crosse) regarding concerns.</p> <p>Resources are being curtailed for currently as suppliers unwilling to give full information at this stage.</p>	tie
	Review of BBS Contract meeting notes 11 th June 2007	
	Clause 32 – Interface with Traffic and Adjoining Properties	
	<p>Clause 32.3</p> <p>BBS submission unclear and could suggest wholesale changes to building fixings currently indicated. BBS advised that this was not their intention and only minor changes were anticipated to get better solution, such as around corners. tie requested that this is made clear in BBS's response to the technical query and that there may be other factors.</p> <p>Building Fixing Agreement flowchart issued for consideration by tie. BBS generally content but required timescales to be added. Also would like it to recognise possible better solution by BBS.</p>	BBS tie
	BBS have not priced for managing consent process, but would like to do as part of Due Diligence.	BBS

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	BBS to identify where they consider pole bases may be required. BBS to redraft Clause 32.3 in relation to Schedule 13.	BBS
	Clause 41 – Completion of Construction Milestones	
	Clause 41.1 BBS looking for wording to be added so that tie representatives inaction would not delay payment.	tie
	Clause 46 – Snagging	
	Clause 46.1 tie is going to change wording, probably to 20 Business Days.	tie
	Clause 64 – Relief Events	
	Clause 64.7.1.1 BBS concerned regarding concurrent delay and want to consider revised wording to cover their position. BBS would like to reflect The Society of Construction Law Delay and Disruption Protocol.	BBS
	Clause 64.7.3 Requires to be slightly rewording	BBS
	Clause 65 – Compensation Events	
	Compensation Event (a) – Breach by tie Network Rail possessions will be agreed, if altered then would be a tie change. Centres around design approvals, “materially and” to be reinstated.	
	Compensation Event (c) – Failure of tie to give possession Tighter definition of landowner or occupier required, tie agreed to have “for Third Party Work”	tie
	Compensation Event (d) – Discretion to temporary stop up streets “Materially and” to be reinstated	
	Compensation Event (h) – Failure by tie to obtain Land Consents tie to revise Clause 20	tie
	Compensation Event (i) – Any action by Planning Supervisor Needs to be changed to CDM Co-ordinator	
	Compensation Event (l) Failure by Utility Refers to Utility Provider (as old ‘Statutory Authority). BBS seek comfort on ability of	

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	provider to deliver requirements. BBS will consider further and review	BBS
	Compensation Event (n) –Discovery of human remains Suggested be a tie change.	
	Compensation Event (q) – Building Fixing Agreements Suggested as a tie change, tie to review.	tie
	General – Discharge into gullies Agreement of cost required at outset, not currently in cost.	BBS / tie / CEC
	Bonds BBS issued outline statement on bonds and tie made initial comments. BBS said that generally open assignation not acceptable to bank, thus BBS wish to limit number of Third Parties. tie requires sight of any rewording of Bond.	BBS
	Clause 73 – Best Value	
	Clause 73.2 Requirement by CEC on Best Value. Clause designed to get BBS to assist and support. tie uncomfortable with current wording, BBS to review. tie content with support only as onus will be on them to demonstrate to CEC.	BBS
	Clause 73.4 Principle agreed only to agree actual time, change to 20 Business Days.	
	Clause 73.7 "or in connection with delivery of the Transport Services (or the relevant part thereof)" to be added as BBS protected by tie Change. However BBS to review further.	BBS
	Clause 73.8 Same issue as Clause 73.2 requires rewording to suit other clause. BBS to consider. Cost to be taken out, Project Vision could be softened, may be affected by maintenance issues agreed at a later stage.	BBS
	Clause 74 – Bond, Parent Company Guarantees and Collateral Warranties	
	Clause 74.1 Surety will be agreed in advance so addition not necessary.	
	Clause 74.2 – 74.2.3 Principle agreed, agreement on figures required, visibility of pricing will be helpful from BBS.	BBS
	Clause 74.2.4 tie to look at trigger mechanism	tie
	Clause 74.3.1 – 74.3.8 Same comments as Clauses 74.2 – 74.2.3	

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	Clause 74.4 Condition precedent required, one issued other has to be in place first. Reinstatement required.	
	Clause 74.5 "and" added, will need to be "or" instead	
	Clause 74.6 BBS commented that a PCG would not be required if Bilfinger Berger AG is the contracting party but would be if Bilfinger Berger UK. If changes, it will need to regularize issue.	
	Clause 74.7 BBS content with names organisations (including addition of BAA) but would like to consider "other parties". May be part of Due Diligence. Most should be in place at date of a contract signature.	
	Clause 76 Specific insurance meeting required, two weeks notice required. POST MEEING NOTE:Has been agreed for 6 th July 2007	
	Clause 80 – tie Changes	
	Clause 80.4.8 Relates to Clause 80.5	
	Clause 80.5 tie agreed	
	Clause 80.5 second part " tie representative acting responsibly" and "Infraco" taken out.	
	Clause 80.6.2 tie requires changes to be reinstated, BBS to provide alternative wording.	BBS
	Clause 80.6.4 Clause as it stands to be reinstated, BBS to review again.	BBS
	Clause 80.8 Reinstate but change "tender" to "quotation"	
	Clause 80.9 Clause changes require review.	tie
	Clause 80.9.1 Reinstate original clause.	
	Clause 80.10.2 Omit	
	Clause 80.10.3.3 tie to review.	tie

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	Clause 80.10.3.4 Omit	
	Clause 80.11 Check clause, numbers agreed in principle.	BBS / tie
	Clause 80.11.2 Agreed	
	Clause 80.12 Check clause number	BBS / tie
	Clause 80.13 BBS to review.	BBS
	Clause 80.16 and 80.17 Align monthly reporting periods and change to 20 Business Days, then acceptable.	
	Clause 81 – Infraco Changes	
	Clause 81.1.1 Change to 20 Business Days	
	Clause 82 – Small Changes	
	Clause 82.1.3 & 82.2 tie accept in principle, may want to keep tie in	tie
	Clause 83 – Accommodation Works Changes	
	Clause 83.1.3 Accepted	
	Clause 84 Changes in Law has been changed but tie unable to accept. BBS lawyers to review along with associated definitions that have been changes.	BBS
	Clause 85 – 1b Option	
	Clause 85.2 BBS lawyers to review	BBS
	Clause 87 – Suspension of Work	
	Clause 87.1.1 tie to check any other suspension provisions, if not delete, if there are cross reference	tie
	Clause 87.1.1 (new) tie to discuss with lawyers.	tie
	Clause 87.1.3 tie to review.	tie

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	Clause 88 – Termination or Suspension for tie Default	
	Clause 88.1, 88.3 & 88.5 tie request withdrawal of amendment, BBS to review, consider to change Business Days POST MEETING NOTE: BBS proposed 45 Business Days	BBS
	Clause 88.8.4 tie would need information on sub-contractor before agreement, BBS to provide	BBS
	Clause 88.8.5 (new) BBS wish all profit they would have made on the job, not profit based on work done. tie suggested profit on work done and in relation to termination activities, but not future profit. BBS to review.	BBS
	Clause 90 – Termination on Infraco Default	
	Clause 90.1 Change means BBS would not be liable for obligations which are what is intended if BBS were to default. BBS to review.	BBS
	Clause 90.2 tie wish reinstated	
	Clause 90.3 tie wants to reinstate. BBS requested that it be made specific to insolvency.	BBS
	Clause 90.4 As 90.1, review by BBS	BBS
	Clause 90.6 Requires reinstated – BBS may review POST MEETING NOTE: BBS has withdrawn	BBS
	Clause 90.7 Requires reinstated – BBS may review	BBS
	Clause 90.8 Requires reinstated – BBS may review POST MEETING NOTE: BBS accepts the principal but wishes to ensure timescale is established for any monies due under Clause 90.9	BBS
	Clause 90.9 Requires reinstated – BBS may review POST MEETING NOTE: BBS has withdrawn	BBS
	Clause 90.10 Requires reinstated – BBS may review POST MEETING NOTE: BBS has withdrawn but wants to tidy clause reference.	BBS
	Clause 90.11 Requires reinstated – BBS / tie to review	BBS / tie

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	Clause 90.13 Requires reinstated – BBS may review POST MEETING NOTE: BBS understands the point and will check with lawyer.	BBS
	Clause 90.14 Requires reinstated – BBS may review POST MEETING NOTE: BBS has withdrawn	BBS
	Clause 93 – Persistent Breach	
	Clause 93.1.1 - 93.4.2 BBS to review and amend instead of omitting POST MEETING NOTE: BBS accept if three occurrences of the same breach	BBS
	General	
	Review Procedure – Clause 10 and Schedule 14 Flow Diagram Flow Diagram discussed, length of time to be added. Issue in relation to 20 plus 5 days too long for BBS. Network Rail may have to sit outside the Flow Diagram	tie
	Clause 13 – Novation of the Tram Maintenance Agreement	
	General How would BBS carry out Due Diligence on TMA and how long would it take, comments from BBS required.	BBS
	Clause 13.8 Requires reinstatement, BBS to review wording, similar in Clause 14.8, check this as well.	BBS
	Clause 13.9 BBS to review having heard tie concern and wish to reinstate.	BBS
	Clause 14 – Provision of Infrastructure Maintenance Services	
	Clause 14.9 BBS to review as tie wish to reinstate.	BBS
	Clause 15 – Interface with CEC	
	Clause 15.1 Agreement to be issued by tie with matrix	tie
	Clause 17 – Interface with Operator	
	General tie issue of vandalism to be clarified. BBS to review	BBS
	Clause 17.3.1 2 Business Days is not acceptable to tie, 6 to 8 hours would be OK, “likely” acceptable wording.	
	Clause 17.3.2 tie wish reinstated	

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	Clause 17.4 Modification does not work, tie wish reinstated.	
	Clause 17.7 tie wish reinstated, BBS to review wording.	BBS
	Clause 17.8, footnote 32 Deliverables discussed, reinstatement required	
	Clause 17.9, footnote 33 This is for cleaning, first line response is for switching on switches etc, requires to be reinstated.	
	Clause 17.11 Key to TEL/tie. Trying to achieve that BBS works do not affect maintenance agreement. Mark-up required, not deletion of clause	BBS
	Clause 17.22, footnote 34 Table will be provided by tie to clarification	tie
	Clause 17.24 Mark-up not a problem, may not put in.	
	Clause 17.25 Mark-up agreed, diamond sign was to allow cap to be inserted.	
	Clause 17.31.3 Looking for BBS to support as they make contributions to level of service public see, requires reinstatement.	
	Clause 17.31.5 Change to "reasonable endeavours".	
	Clause 17.31.6 BBS to comment on principle, tie wish reinstated, examples training plans, programmes will need to be shared	BBS / tie
	General	
	Workshop required on maintenance to be arranged at some stage, BBS to give dates, aim for early July.	BBS
	***** Meeting closed at 4.50pm *****	

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