

PROFESSIONAL SERVICE SUBCONTRACT

# Option X29 Climate Change

<b>Identified and defined terms</b>	X29	(1) The Climate Change Requirements are the requirements relating to climate change stated in the Subcontract Scope.
	X29.1	(2) The Climate Change Plan is the <i>climate change plan</i> or is the latest climate change plan accepted by the <i>Contractor</i> . The latest climate change plan accepted by the <i>Contractor</i> supersedes previous Climate Change Plans.
		(3) The Climate Change Partners are the people or organisations who contribute to the achievement of the Climate Change Requirements and are identified in the Climate Change Requirements.
		(4) The Performance Table states the targets the <i>Subcontractor</i> is to achieve in Providing the Subcontract Service and sets out the adjustment to payment if a measured performance is higher, the same or lower than its target. The Performance Table is the <i>performance table</i> unless later changed in accordance with the subcontract.
<b>Collaboration</b>	X29.2	The <i>Subcontractor</i> collaborates with other Climate Change Partners as stated in the Climate Change Requirements.
<b>Early warning</b>	X29.3	The <i>Subcontractor</i> and the <i>Contractor</i> give an early warning by notifying the other as soon as either becomes aware of any matter which could adversely affect the achievement of the Climate Change Requirements.
<b>Climate change plan</b>	X29.4	(1) If a climate change plan is not identified in the Subcontract Data, the <i>Subcontractor</i> submits a first climate change plan to the <i>Contractor</i> for acceptance within the period stated in the Subcontract Data.
		(2) The Climate Change Plan shows how the <i>Subcontractor</i> plans to meet the Climate Change Requirements.
		(3) Within three weeks of the <i>Subcontractor</i> submitting a climate change plan for acceptance, the <i>Contractor</i> notifies the <i>Subcontractor</i> of the acceptance of the climate change plan or the reasons for not accepting it. A reason for not accepting a climate change plan is that <ul style="list-style-type: none"> <li>• it does not comply with the Climate Change Requirements or</li> <li>• it will not allow the <i>Subcontractor</i> to Provide the Subcontract Service.</li> </ul>
		(4) The <i>Subcontractor</i> submits a revised climate change plan to the <i>Contractor</i> for acceptance <ul style="list-style-type: none"> <li>• within the <i>period for reply</i> after the <i>Contractor</i> has instructed it to and</li> <li>• when the <i>Subcontractor</i> chooses to.</li> </ul>
<b>Disclosure</b>	X29.5	The Parties may use, disclose and publicise information relating to climate change as stated in and for the purposes stated in the Climate Change Requirements.
<b>Acceleration and accepting Defects</b>	X29.6	Quotations for acceleration and accepting Defects include any proposed changes to the Performance Table.
		If the quotation is accepted the <i>Contractor</i> changes the Performance Table accordingly.

<b>Notifying compensation events</b>	X29.7	<p>(1) For compensation events notified by the <i>Contractor</i> that only affect the Performance Table, the <i>Contractor</i> instructs the <i>Subcontractor</i> to submit quotations if the event does not arise from a fault of the <i>Subcontractor</i>, at the time of the notification of the compensation event.</p> <p>(2) If the <i>Subcontractor</i> does not notify a compensation event within seven weeks of becoming aware that the event has happened, the Performance Table is not changed unless the event arises from the <i>Contractor</i> giving an instruction or notification or changing an earlier decision.</p> <p>(3) If a compensation event notified by the <i>Subcontractor</i> only affects the Performance Table the <i>Contractor</i> notifies the <i>Subcontractor</i> that the event is a compensation event and includes in the notification an instruction to the <i>Subcontractor</i> to submit quotations unless the event</p> <ul style="list-style-type: none"> <li>• arises from a fault of the <i>Subcontractor</i>,</li> <li>• has not happened and is not expected to happen,</li> <li>• has not been notified within the timescales set out in these <i>conditions of subcontract</i> or</li> <li>• is not one of the compensation events stated in the subcontract</li> </ul> <p>in which case the <i>Contractor</i> notifies the <i>Subcontractor</i> that the Performance Table is not to be changed and states the reasons in the notification. The notification is issued within two weeks of the <i>Subcontractor's</i> notification of the compensation event.</p>
<b>Quotations for compensation events</b>	X29.8	<p>Quotations for compensation events include proposed changes to the Performance Table assessed by the <i>Subcontractor</i>.</p>
<b>Assessing compensation events</b>	X29.9	<p>(1) A change to the Performance Table is assessed as the effect of the compensation event upon the targets, amounts and dates stated in the Performance Table.</p> <p>(2) The rights the <i>Contractor</i> and the <i>Subcontractor</i> have in respect of a compensation event include the right to changes to the Performance Table.</p> <p>(3) A compensation event which is an instruction to change the Subcontract Scope in order to resolve an ambiguity or inconsistency is assessed as if the Performance Table were for the interpretation most favourable to the Party which did not provide the Subcontract Scope.</p>
<b>Implementing compensation events</b>	X29.10	<p>When a compensation event is implemented the Performance Table is changed accordingly.</p>
<b>Subcontractor's proposals</b>	X29.11	<p>The <i>Subcontractor</i> may propose to the <i>Contractor</i> that the Subcontract Scope is changed in order to reduce the impact of the <i>subcontract service</i> or the results of the <i>subcontract service</i> on climate change. The <i>Contractor</i> considers the change and if it is of interest instructs</p> <ul style="list-style-type: none"> <li>• a change the Subcontract Scope or</li> <li>• the <i>Subcontractor</i> to submit a quotation for a proposed change to the Subcontract Scope.</li> </ul>
<b>Performance measurements</b>	X29.12	<p>(1) From the <i>subcontract starting date</i> until Completion of the whole of the <i>subcontract service</i>, the <i>Subcontractor</i> reports to the <i>Contractor</i> its performance against the targets in the Performance Table. Reports are provided at the intervals stated in the Performance Table.</p> <p>(2) If the <i>Subcontractor's</i> performance against a target in the Performance Table is not achieving or is forecast not to achieve the performance target stated, it submits to the <i>Contractor</i> for acceptance its proposals for improving performance.</p> <p>A reason for not accepting the proposals is that they will not provide the improvement in performance needed to achieve the target in the Performance Table.</p>

(3) At the dates stated in the Performance Table,

- if the relevant performance does not meet the target stated in the Performance Table, the *Subcontractor* pays the amount stated in the Performance Table,
- if the relevant performance exceeds or meets the target stated in the Performance Table, the *Subcontractor* is paid the amount stated in the Performance Table.

(4) Information in the Performance Table is not Subcontract Scope.

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**Limitation of liability**

X29.13 An excluded matter is the amounts stated in the subcontract as payable by the *Subcontractor* in accordance with the Performance Table.

## SUBCONTRACT DATA – PART ONE

### X29 Climate change

If Option X29 is used

The *performance table* is in

If no *climate change plan* is identified in part two of the Subcontract Data

The period after the Subcontract Date within which the *Subcontractor* is to submit a first climate change plan for acceptance is

## SUBCONTRACT DATA – PART TWO

### X29 Climate change

If Option X29 is used

If a *climate change plan* is to be identified in the Subcontract Data

The *climate change plan* identified in the Subcontract Data is