

SCHEDULE 5
QUALITY MANAGEMENT

Part 1
Principles for Quality Documentation

1. The DBFO Co shall submit to the Department's Nominee Quality Documentation in accordance with the provisions of Clause 22 (Quality Management). The requirements and principles which apply to the Quality Documentation are set out in Annexes 1 to 5 of this Part 1 of Schedule 5.
2. All Quality Documentation shall indicate points where no further work or activity shall proceed without the documented authorisation of the designated person identified in the related work instruction, method statement, inspection and test plan, design review plan, design verification plan, operation and maintenance manual or other control document ("**Hold Points**").

**Annex 1 to
Part 1 of Schedule 5**

Quality Documentation for the DBFO Co

The Quality Documentation for the DBFO Co shall include:

1. a quality manual describing the Quality Management System of the DBFO Co which as a minimum satisfies the requirements of BS EN ISO 9001;
2. written quality procedures which will ensure the effective management of the DBFO Co's activities for the design, building, financing and operation of the Project;
3. other documentation (which shall include a quality plan or plans which follow ISO 10005) describing how the obligations of the DBFO Co in respect of the Project will be met and which includes:
 - 3.1 details of the DBFO Co's and its contractors' main contractual arrangements;
 - 3.2 a list of certificates, reports and other deliverables to be provided to the Department's Nominee and target dates for delivery of the same;
 - 3.3 details of the responsibilities of the DBFO Co and its contractors and subcontractors in relation to this Agreement;
 - 3.4 details of the organisational structure of the DBFO Co to cover the activities to be performed in respect of this Agreement and lines of communication with other parties;
 - 3.5 details of the Project Quality Director including name, job specification and responsibilities;
 - 3.6 details of the supporting staff of the Project Quality Director;
 - 3.7 the arrangements (including timing and scope) for auditing and management review of the DBFO Co's own and its contractors' and subcontractors' activities and Quality Management Systems;
 - 3.8 job descriptions for key staff describing responsibilities and the specific experience required for those positions (a copy of the CV for each individual shall be separately submitted to the Department's Nominee on that individual's appointment);
 - 3.9 the name of the DBFO Co's Representative referred to in Clause 21.2;
 - 3.10 the names of the key DBFO Co staff and contact details for the DBFO Co's contractors and subcontractors and any third party with which the DBFO Co will have dealings in the course of its activities in relation to the Project;
 - 3.11 the liaison, document control and reporting arrangements with the Department's Nominee, Relevant Authorities and other Interested Parties;

- 3.12 the DBFO Co's quality control arrangements including Hold Points, testing arrangements and lists of any relevant inspection and test plans of the DBFO Co, its contractors and subcontractors;
- 3.13 details of performance indicators and the measures for monitoring and reporting on those indicators;
- 3.14 the arrangements for the management of the Operations during the Pre-Commencement Period;
- 3.15 the arrangements for reporting the occurrence of any matter listed in Schedule 18 and any other breach of the DBFO contract to the Department's Nominee;
- 3.16 the arrangements for the DBFO Co recording and dealing with reports from its contractors and subcontractors concerning matters listed in Schedule 18 and any other matter which constitutes or may constitute a breach by the DBFO Co of its obligations under this Agreement;
- 3.17 details of other arrangements for direct reporting to the DBFO Co by parties not directly contracted to the DBFO Co;
- 3.18 a list of the quality records required and retention periods;
- 3.19 a list of the DBFO Co's contractors and reference to the location of a list of the main subcontracts of the DBFO Co's contractors and reference to related Quality Documentation;
- 3.20 the arrangements for the procurement of services, materials and products and control of contractors and subcontractors including the requirements for the preparation and submission of Quality Documentation and records;
- 3.21 the health and safety arrangements (including obligations in the CDM Regulations regarding the Planning Supervisor);
- 3.22 an explanation as to how changes to the Quality Documentation are to be managed;
- 3.23 the arrangements for controlling the interface between those responsible for landscaping, ecological and archaeological aspects of the Project Road and those responsible for other aspects of the design, construction, operation and maintenance of the Project Road;
- 3.24 the name of the DBFO Co's nominee to be responsible for controlling the interface between those responsible for landscaping, ecological and archaeological aspect of the Project Road and those responsible for other aspects of the design, construction, operation and maintenance of the Project Road; and
- 3.25 details of any other measures necessary to meet the DBFO Co's quality objectives and those imposed by the DBFO Co on its contractors and subcontractors.

**Annex 2 to
Part 1 of Schedule 5**

Quality Documentation for the Contractor

The Quality Documentation for the Contractor shall include a quality manual and a quality plan or plans which follow ISO 10005, shall cover the requirements of the relevant part of the BS EN ISO 9000 series, and shall describe how the obligations of the Contractor under the Construction Contract and any other activities of the Contractor in respect of the Project will be performed. Such Quality Documentation shall include:

1. written quality procedures which will be followed (including, where any procedure is not pertinent at the time when the quality plan is submitted, a short synopsis of each such procedure);
2. details of the scope of the Contractor's work and the certificates, reports and other deliverables to be provided;
3. where applicable a description of any joint venture Quality Management System to be operated (including details of any third party certification);
4. a list of the written procedures and method statements which will be followed to ensure the effective management of the activities to be undertaken by the Contractor in respect of the Project (indicating a programme for submission of any written procedure or method statement which allows for its submission to the Department's Nominee in accordance with the Review Procedure prior to the commencement of the relevant activity);
5. details of the Contractor's main contractual arrangements including a list of its subcontractors and of related Quality Documentation;
6. details of the Contractor's organisational structure and lines of communication;
7. job descriptions of key staff describing responsibilities and the specific experience required for those positions (a copy of the CV for each individual shall be separately submitted on that individual's appointment);
8. details of the person with defined authority for establishing, maintaining and reporting on the Contractor's Quality Management System;
9. details of the on-site quality management staff and responsibilities;
10. the arrangements (including timing and scope) for auditing and management review of the Contractor's own and its subcontractors' activities and Quality Management Systems;
11. the Contractor's quality control arrangements including Hold Points, testing arrangements and lists of any relevant inspection and test plans or like items and identifying the proforma and/or databases to be used for recording the inspection and test results and the certification of compliance of all items of the Works by authorised key personnel;
12. the arrangements for the quality control of the work of subcontractors and suppliers both on and off site including a list of inspection and test plans or like items and for records of compliance;

13. the liaison, document control and reporting arrangements with the DBFO Co, Department's Nominee, Relevant Authorities and other Interested Parties, including arrangements to allow the Department's Nominee to designate specific or random witness points or Hold Points;
14. detailed method statements for each major activity whether directly undertaken or subcontracted;
15. a list of the work instructions or other like detailed documentation describing the activities to be carried out in respect of the Project;
16. a list of, and the retention arrangements for, quality records;
17. details of the Quality Documentation submitted by the Contractor's subcontractors and suppliers which provide for:
 - 17.1 the quality objectives to be attained including quality records;
 - 17.2 the specific allocation of responsibilities and authority during different phases of the Project;
 - 17.3 the specific procedures, methods and work instructions to be applied;
 - 17.4 suitable testing, inspection, examination and audit programmes at appropriate stages;
 - 17.5 method for changes and modifications in the Quality Documentation;
 - 17.6 other measures necessary to meet quality objectives;
18. health and safety arrangements (including obligations under the CDM Regulations);
19. arrangements for the procurement of services, materials and products and control of subcontractors;
20. a programme for the Works;
21. handling, storage, package, preservation and delivery arrangements for materials, documents, drawings and data to be used in respect of the Project;
22. arrangements for reporting, review and disposition of nonconforming work or products;
23. arrangements for recording and reporting to the DBFO Co the occurrence of any of the matters listed in Schedule 18 and any other matter which constitutes or may constitute a breach by the DBFO Co under this Agreement;
24. arrangements for corrective and preventive action reporting;
25. details of servicing and/or statistical technique requirements;
26. arrangements for contract review;
27. details of the method for controlling changes and modifications to the Contractor's Quality Documentation;

28. the arrangements for the interface with those responsible for landscaping, ecological and archaeological aspects of the Project Road; and
29. details of any other measures necessary to meet the Contractor's quality objectives and those imposed by the DBFO Co.

**Annex 3 to
Part 1 of Schedule 5**

Quality Documentation for the Designer

The Quality Documentation for the Designer shall include a quality plan or plans which follow ISO 10005 and shall describe how the obligations of the Designer under the Design Contract and any other activities of the Designer in respect of the Project (including examination of the Works or other services) will be performed. Such Quality Documentation shall include:

1. details of the scope of services and the certificates, reports and other deliverables to be provided and target dates for delivery of the same;
2. a quality manual describing how the Designer's Quality Management System meets the requirements of BS EN ISO 9001 on site and in the design office;
3. a list of the written procedures to be followed in the design office and on site to ensure the effective management of the activities to be performed by the Designer, including details of any amendments required to its standard procedures;
4. any written project specific procedures which will be followed;
5. details of the Designer's main contractual arrangements, including subconsultants and a list of the related Quality Documentation;
6. details of the Designer's organisational structures, staffing and lines of communication both for the design office and on site;
7. job descriptions for key staff including responsibilities and the specific experience required for those positions (a copy of the CV for each individual shall be separately submitted on that individual's appointment);
8. the arrangements for the Designer's quality control of its own work including Hold Points both for the design office and on site, including design review or verification plans or a list of inspection and test plans as appropriate;
9. the arrangements (including timing and scope) for auditing and management review of the Designer's own and its subconsultants' activities and Quality Management Systems;
10. names of key staff and contact details of other parties including the Planning Supervisor (as defined in the CDM Regulations), Checking Team, Checker (if any) and Road Safety Auditor;
11. details of the particular arrangements related to the Designer's obligations under the CDM Regulations;
12. the liaison, document control and reporting arrangements with the DBFO Co, the Contractor, the Department's Nominee, Relevant Authorities and other Interested Parties;
13. measures for reporting and dealing with the identification of non conforming work or on-site problems;

14. arrangements for recording and reporting to the DBFO Co the occurrence of any of the matters listed in Schedule 18 and any other matter which constitutes or may constitute a breach by the DBFO Co under this Agreement;
15. details and scope of current third party certification of operating a Quality Management System which complies with BS EN ISO 9001 for the locations where the work will be undertaken;
16. programme of the Designer's work and arrangements for monitoring and reporting progress of its own work and the work of the Contractor;
17. details of particular quality record requirements including retention times;
18. details of the person with defined authority for establishing, maintaining and reporting on the Designer's Quality Management System;
19. details of the particular key reference documents, standards and performance and design input criteria (normally by a listing of Technical Appraisal Forms);
20. details of the method for controlling changes and modifications to the Designer's Quality Documentation;
21. arrangements for interfacing with the Contractor and the Contractor's Quality Management System;
22. quality control arrangements for monitoring the work and testing undertaken by others, which should include Hold Points and measures for carrying out examinations of the Works, reviewing of examinations, issuing of Certificates, the observation of testing and the reporting of the results;
23. the arrangements for the procurement and control of subconsultants or subcontractors, including the requirements for the preparation and submission of Quality Documentation and records;
24. the arrangements for the interface with those responsible for landscaping, ecological and archaeological aspects of the Project Road; and
25. any other information to demonstrate how the Designer will meet its obligations under the Design Contract or otherwise in respect of the Project.

**Annex 4 to
Part 1 of Schedule 5**

Quality Documentation for the Operator

The Quality Documentation for the Operator shall include a quality plan or plans which follow ISO 10005, shall cover the requirements of the relevant part of the BS EN ISO 9000 series, and shall describe how the obligations of the Operator under the O&M Contract and any other activities of the Operator will be performed. Such Quality Documentation shall include:

1. the written quality procedures which will be followed;
2. a quality manual describing how the Operator's Quality Management System meets the requirements of the relevant part of the BS EN ISO 9000 series;
3. details of the scope of services and the certificates, reports and other deliverables to be provided, including target dates for delivery of the same;
4. a list of the written procedures and method statements, work instructions and the operation and maintenance manual which will be followed to ensure the effective management of the activities to be undertaken by the Operator in respect of the Project (including a programme for submission of these items which allows for their submission to the Department's Nominee in accordance with the Review Procedure prior to commencement of the relevant activity);
5. details of the Operator's organisational structure and lines of communication;
6. details of the Operator's main contractual arrangements including subcontractors and a list of their Quality Documentation;
7. the arrangements for quality control of the Operator's own work including where applicable Hold Points and testing arrangements and a list of inspection and test plans or like items;
8. the arrangements for quality control of the work of others including Hold Points and testing arrangements, including a list of inspection and test plans or like items and identifying the proforma and/or databases to be used for recording the inspection and test results and the certification of compliance by authorised key personnel;
9. job descriptions of key staff including responsibilities and the specific experience required for those positions (a copy of the CV for each individual shall be separately submitted to the Department on the individual's appointment);
10. details of the person with defined authority for establishing, maintaining and reporting on the Operator's Quality Management Systems;
11. details of the staff reporting to the person with defined authority for reporting on the Operator's Quality Management Systems;
12. the liaison, document control and reporting arrangements with the DBFO Co, Department's Nominee, Relevant Authorities and other Interested Parties, including arrangements to

- allow the Department's Nominee to designate specific or random witness points or Hold Points;
13. particular arrangements for dealing with comments/complaints received from road users and others;
 14. particular arrangements for monitoring and reporting performance;
 15. details and scope of current third party certification of operating a Quality Management System which complies with BS EN ISO 9001;
 16. the arrangements (including timing and scope) for auditing and management review of the Operator's own and its subcontractors' activities and Quality Management Systems;
 17. interfacing arrangements with the Contractor during construction;
 18. arrangements for servicing and statistical control;
 19. particular arrangements for handling, storage, packaging, preservation and delivery of materials, documents, drawings or data to be used in respect of the Project;
 20. details of the Quality Documentation for the Operator's subcontractors and suppliers which provide for:
 - 20.1 the quality objectives to be attained including quality records;
 - 20.2 the specific allocation of responsibilities and authority during different phases of the Project;
 - 20.3 the specific procedures, methods and work instructions to be applied;
 - 20.4 suitable testing, inspection, examination, and audit programmes at appropriate stages;
 - 20.5 the method for changes and modifications in the Quality Documentation; and
 - 20.6 other measures necessary to meet quality objectives;
 21. arrangements for contract review;
 22. arrangements for the procurement of services, materials and products and control of subcontractors;
 23. arrangements for reporting, review and disposition of nonconforming work or products;
 24. arrangements for recording and reporting to the DBFO Co the occurrence of any of the matters listed in Schedule 18 and any other matter which constitutes or may constitute a breach by the DBFO Co under this Agreement;
 25. arrangements for corrective and preventive action reporting;
 26. arrangements for listing and retaining quality records;

27. details of the method for controlling changes and modifications to the Operator's Quality Documentation;
28. the arrangements for the interface with those responsible for landscaping, ecological and archaeological aspects of the Project Road; and
29. any other information to demonstrate how the Operator will meet the requirements imposed by the O&M Contract or otherwise in respect of the Project.

**Annex 5 to
Part 1 of Schedule 5**

Other Quality Documentation

The Quality Documentation for any other party carrying out any of the Operations (which may include a quality manual and quality plan) shall cover the requirements of the relevant part of BS EN ISO 9000 series and shall describe how the obligations of that party in respect of the activities to be performed by that party in respect of the Project will be performed. Such Quality Documentation shall include:

1. the quality objectives to be attained;
2. details of the specific allocation of responsibilities and authority including organisation structures and lines of communication;
3. details of the arrangements for quality control, including testing arrangements and Hold Points;
4. the liaison, document control and reporting arrangements with the Department's Nominee, Relevant Authorities or other Interested Parties during the different phases of the Project;
5. details of the particular written procedures, methods and work instructions to be applied;
6. the arrangements for the procurement and control of subcontractors, including the requirements for the preparation and submission of Quality Documentation and records;
7. details of the method for controlling changes and modifications to the Quality Documentation; and
8. any other information to demonstrate how that party will meet the requirements imposed by its contract or otherwise in respect of the Project.

SCHEDULE 5
QUALITY MANAGEMENT

Part 2
Quality Documentation

1. The Quality Documentation listed below has been provided by the DBFO Co to meet the requirements of Clause 22.2:
 - 1.1 UK Highways Plc's Quality Manual;
 - 1.2 UK Highways Plc's Quality Plan;
 - 1.3 The Contractor's Quality Manual;
 - 1.4 The Contractor's Quality Plan;
 - 1.5 The Designer's Quality Plan;
 - 1.6 The Designer's Quality Manual;
2. The documents referred to:
 - 2.1 in paragraphs 1.1 and 1.2 above have been provided by the DBFO Co to meet the requirements set out in Annexes 1 and 4 to Part 1 of this Schedule 5 (the DBFO Co's Quality Documentation);
 - 2.2 in paragraphs 1.3 and 1.4 above have been provided to meet the requirements set out in Annex 2 to Part 1 of this Schedule 5 (Quality Documentation for the Contractor);
 - 2.3 in paragraphs 1.5 and 1.6 above have been provided to meet the requirements set out in Annex 3 to Part 1 of Schedule 5 (Quality Documentation Design).
3. The provisions of Clause 22.1.4 shall continue to apply to any revisions or amendments to the documents referred to in paragraph 1 above or any other Quality Documentation (or parts thereof) which have not been agreed by the Secretary of State and for the avoidance of doubt where there is a reference to information to be provided after the date of the execution of the Agreement such documents, procedures or information have not been agreed by the Secretary of State and shall be subject to the provisions of Clause 22.1.4.

BF298294.05