



Annex 10. Model Waiting Room Agreement

Onderwerp : **Advice and specific expertise Aviation (2)
2022-2026 – Lots 1 to 8**

According to a : **Public European Tender Procedure**

Reference no. : **331485**

Date : **March 14th, 2022**

Version : **Final**



Waiting room agreement Advice and specific expertise Aviation (2) – Lot ...

The undersigned:

1. The State of the Netherlands, having its registered office in The Hague, represented here by the Minister of Infrastructure and Water Management on behalf of the latter, Director Finance and Integral Management, drs. H.J. Beentjes hereinafter referred to as: The Contracting Authority,

and

2. [full name and legal form of the Contractor], which has its registered office in, Legally represented in this matter by (*and*) [name of the signatory], hereinafter referred to as: Contractor,

The undersigned herinafter jointly referred to as the 'Parties',

WHEREAS:

1. The Contracting Authority wishes to conclude a Framework Agreement with [enter number of Framework Contractors] for Advice and specific expertise in Aviation (2);
2. The Contracting Authority has completed a European tender for this according to the public procedure with reference number **331485**;
3. On [registration date], [Contractor] submitted its Tender for lot ... (..) with regard to the aforementioned tendering procedure;
4. The Contracting Authority has awarded the Assignment to **5-7**, hereinafter referred to as: Framework Contractors, for a period of three (3) years with an option to extend one (1) time for one (1) year. The start date is: [July 15, 2022 Framework Agreement];
5. [Contractor] has finished in rank by virtue of his Registration dated [registration date] if [rank finished];
6. In the aforementioned Tender it was decided to use a waiting room construction, resulting in the present Waiting Room Agreement;
7. [Contractor] has declared that it is prepared to extend the validity of its Tender for the duration of this Waiting Room Agreement and, in the event that the Framework Agreement with (one of) the original Framework Contracting Party(s) ends prematurely, to conclude a Framework Agreement with the Contracting Authority in accordance with the provisions of this Waiting Room Agreement;
8. Against this background, the parties enter into this Waiting Room Agreement with each other, subject to the following conditions and stipulations.



DECLARE THAT THEY HAVE AGREED AS FOLLOWS:

Article 1. Definitions

In deze overeenkomst wordt verstaan onder:

1. Framework Agreement: the agreement concluded with Framework Contractors for EA Advice and specific expertise Aviation (2);
2. Waiting Room Agreement: the present agreement on the basis of which [Contractor], in the case of Article 2, first paragraph, is (potentially) eligible for the requested services.

Article 2. Entry into force

1. The Contracting Authority is entitled to terminate the Framework Agreement with one or more of the Framework Contracts if one or more of the Framework Contracts is/are unable to provide the requested services in accordance with the tender documents, the Framework Agreement concluded and the tenders issued or not (properly), in cases of bankruptcy, merger, default or for any other reason(s) of premature termination. In that case, after the relevant Framework Contract(s) is/are in default, the Waiting Room Agreement can be used.
2. The Contracting Authority will decide whether or not to make use of this Waiting Room Agreement. In the event of premature termination of the Framework Agreement, the Contracting Authority may also decide to re-tender (on a European scale), with regard to one or more Framework Contractor(s).
3. Both the Contracting Authority and the Contractor have the right to end the Waiting Room Agreement without giving any reason(s).
4. Contractor will maintain its Tender for at least the first two (2) years of the Framework Agreement.
5. The Waiting Room Agreement will not be continued during any extension period of the Framework Agreement.
6. In the event of the circumstances referred to in the first paragraph, the Contractor is prepared to perform the Framework Agreement.
7. If the Waiting Room Agreement is used in accordance with the previous paragraph, a Framework Agreement will be concluded as attached to the Tender Guidelines for the remaining term of the contract period.
8. As soon as the Contracting Authority invokes the Waiting Room Agreement, the Contractor will be given a reasonable period of two (2) weeks in which to take the necessary measures to start executing the Framework Agreement.



Drawn up in duplicate and signed by:

The Hague, July 2022

....., July 2022

THE MINISTER/STATE SECRETARY OF
Ministry of Infrastructure and Water
Management

[name Contractor]

on behalf of the latter,
[functional name signatory]

on behalf of the latter,
[functional name signatory]

[name signatory]

[name signatory]