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14 November 2022

**By email only**

Dear Sara

**Bromley Health and Wellbeing Centre  
Project Agreement – London Borough of Bromley (“LBB”) and NHS South East London  
Integrated Care Board (the “ICB”)**

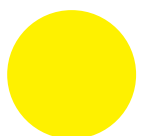
This letter concerns the proposed development of the Bromley Health and Wellbeing Centre at the former Adventure Kingdom Site, Stockwell Close, Bromley BR1 3UH.

The ICB are grateful to LBB for their support in moving forward with this important project, which will deliver significant health and wellbeing benefits for the local population.

As you are aware, the majority of the funding for the project will be provided by NHS England, under a national capital investment programme. However, the local NHS (by way of the ICB) will be responsible for the successful delivery of the project. With that in mind, the ICB and LBB will be entering into a Project Agreement, which will define the responsibilities of the parties and ensure that all risk to LBB is appropriately underwritten by the NHS.

The Project Agreement will cover the following:

- a) the appointment of the ICB by the Council to provide development management services in relation to this project;
- b) the granting of authority from the Council to the ICB to allow the ICB to instruct the Lead Consultant, run the main contractor procurement process and, during the construction phase, to instruct the contract administrator under the building contract;
- c) detailed payment arrangements, providing for the Council to pay fees raised by the Lead Consultant where within the ICB funding provided and, then, the main contractor from the NHS England funding;



- d) agreement that the ICB will meet all cost overrun in relation to the project;
- e) a full indemnity from the ICB in relation to all risks, additional design fees or any other costs associated with the project and also in relation to claims brought by the contractor or other parties against the Council, to be provided throughout the term of the Project Agreement;
- f) the ICB paying the Council's costs and expenses which are estimated at £545,000. These shall be accounted for on an open book basis.
- g) dispute resolution/governance provisions setting out the project plan and the joint governance structure through the project board with an agreed procedure for any escalation of disputes.
- h) an agreed list of the services that the ICB will provide, during the pre-construction and construction phases.

These terms are set out in more detail in the heads of terms currently being discussed and agreed by LBB and the ICB. Once those heads of terms are finalised, our solicitors will then prepare a draft of the Project Agreement for LBB consideration and, once agreed, this document can be put in place to govern arrangements between the ICB and LBB going forward.

While the Project Agreement will provide a formal basis for the relationship, we very much look forward to continuing to work with you in the spirit of openness and collaboration that has brought us to this point and will, I am sure, see the successful delivery of this important project.

Yours sincerely



Mark Cheung

**One Bromley Programme Director – Integrated Care**  
**For and on behalf of NHS South East London Integrated Care Board and One Bromley LCP**

