Letter of Engagement (LoE)

for the ENTRANCE Purchase Aggregation

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| **1. Parties** | **A.** | 1. **ORGANISATION X**, having its main office in \_\_\_\_\_\_\_, at the address \_\_\_\_\_\_ 2. **ORGANISATION Y**, having its main office in \_\_\_\_\_\_\_, at the address \_\_\_\_\_\_ 3. **ORGANISATION Z**, having its main office in \_\_\_\_\_\_\_, at the address \_\_\_\_\_\_ 4. …   Hereinafter individually referred to as “Buyer” and  the “**Buyer Community**”. |
| **B.** | **ORGANISATION A,** having its main office in \_\_\_\_\_\_\_, at the address \_\_\_\_\_\_  hereinafter referred to as “**Neutral Trustee**”. |
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| **2. Recitals** | **A.** | ENTRANCE offers a common and legitimate European Matchmaking Platform and complementary off-line services designed to mobilize financial resources to accelerate the market access and scale up of “first of a kind” sustainable transport solutions, thereby reducing the European CO2 emissions and pollutants caused by the transport and mobility sector. The overall concept focus of the ENTRANCE project lies in the “supply-demand-finance” triangle that is envisaged for all transport and mobility modes and all relevant stakeholders. |
| **B.** | The ENTRANCE Purchase Aggregation is aimed at grouping the buyers with a common interest in a particular (type of) solution or with a common problem or need. The ENTRANCE Purchase Aggregation acts as a Neutral Trustee of the Buyer Community to ensure a fair negotiation of the risk-, cost-, and gain-sharing mechanisms between the Buyers of the Buyer  Community. |
| **C.** | Each Buyer of the Buyer Community has confirmed its interest in the topic as described in article 3.B by having signed a Letter of Intent (LoI). |
| **D.** | The Buyer Community entered a Gentlemen’s Agreement (GA) on *[Date]* aimed at formalizing (1) the common intention of the Buyer Community and (2) the alignment of the expectations of the buyers in the process of a joint purchase initiative within the scope of the ENTRANCE platform. This stepwise process is guided by the Neutral Trustee. |
| **E.** | Each Buyer of the Buyer Community has signed a separate Non-Disclosure Agreement (NDA) with the Neutral Trustee before entering this LoE. |
| **F.** | This Letter of Engagement (LoE) for the ENTRANCE Purchase Aggregation is aimed at formalizing the intention of the Buyer to participate to the multiple step process of a joint purchase initiative within the scope of the ENTRANCE platform. This stepwise process is guided by the Neutral Trustee. |
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| **3. Subject** | **A.** | The Buyer confirms its interest in a Subject of the Taxonomy of the ENTRANCE Platform. |
| **B.** | ***Description of the Subject*** |
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| **4. Process steps** | **A.** | The process leading to a Purchase Aggregation contains 7 steps  Step 1: Matchmaking  Step 2: Common needs assessment  Step 3: Alignment on expectations  Step 4: Requirements & Conditions & Critical Success Factors  Step 5: Joint Business Case  Step 6: Preparation  Step 7: Implementation |
| **B.** | This Letter of Engagement (LoE) for the ENTRANCE Purchase Aggregation engages the parties for steps 4 and 5 of the process as described in Article 4.A. This stepwise process is guided by the Neutral Trustee. |
| **C.** | The setup of a Purchase Aggregation in the framework of the ENTRANCE will be free of charge for each member of the Buyer Community, as long as it is performed under the ENTRANCE project. This project has received funding from the European Union’s Horizon 2020 research and innovation program under Grant Agreement N°101006681. |
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| **5. Engagement** | **A.** | The Neutral Trustee will prepare and send a Request for Proposal (RFP) on the Subject described in Article 3.B. This RFP contains the requirements, conditions and the critical success factors to setup a joint purchase process. The Neutral Trustee leads the entire tendering process aiming at selecting one or more suppliers for the joint purchase. |
| **B.** | Each Buyer of the Buyer Community engages to share data and information with the Neutral Trustee enabling him to write and appropriate RFP. |
| **C.** | The Neutral Trustee will elaborate the joint business case, based on the proposal of the selected supplier(s). The business case compares the TO-BE joint purchasing solution with the AS-IS company’s individual purchasing solution on several objectives (cost-efficiency, effectiveness and/or sustainability). |
| **D.** | Each Buyer of the Buyer Community engages to share the required data and information with the Neutral Trustee enabling him to calculate the joint purchasing solution and the Buyer’s company specific purchasing solution. |
| **E.** | If the Business case turns out to be positive, overall as well as for each Buyer individually, then each Buyer will engage to enter the Multilateral Contract to formalize the purchase aggregation. |
| **6. Jurisdiction** | **A.** | In the event of a dispute, Belgian law shall apply and the courts of Brussels shall have jurisdiction. |

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| **On behalf of the Buyer:** | **On behalf of the Buyer:** | **On behalf of the Buyer:** |
| **Represented by:** | **Represented by:** | **Represented by:** |
| **Capacity:**  **Date:**  **Place:**  **Signature:** | **Capacity:**  **Date:**  **Place:**  **Signature:** | **Capacity:**  **Date:**  **Place:**  **Signature:** |

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| **On behalf of Neutral Trustee:** |
| **Represented by:** |
| **Capacity:**  **Date:**  **Place:**  **Signature:** |