**[●]th SUPPLEMENTAL AGREEMENT**

**DATED**

**[*insert date*]**

**Between**

**[*insert name of SFO*]**

**-and-**

**[*insert name of beneficiary*]**

**\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_**

**relating to the implementation of the**

**2018 periodic review (PR18)**

**\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_**

**THIS [●]th SUPPLEMENTAL AGREEMENT** is dated the [●] day of [●] 2019 and made

**BETWEEN**

1. **[*insert name of SFO*]**, the station facility owner, being a company registered in [●] under number [●], having its registered office at [●] (the “**SFO**”); and
2. **[*insert name of beneficiary*]**, a company registered in [●] under number [●], having its registered office at [●] (the “**Beneficiary**”).

WHEREAS

1. The parties entered into [*a/the*] station access agreement[*s*] [*dated [●] / listed in the Schedule to this Supplemental Agreement*] (the “**Agreement[*s*]**”). [***see note in the Schedule regarding amendments to multiple access agreements using one Supplemental Agreement***]
2. The parties now propose to enter into this Supplemental Agreement in order to comply with and give effect to the directions set out in the review implementation notices given by the Office of Rail and Road on 11 March 2019 in connection with the implementation of the station LTC periodic review.

**IT IS AGREED AS FOLLOWS:**

1. **INTERPRETATION**

In this Supplemental Agreement, unless the context otherwise requires:

1. “**station LTC** **periodic review**” means the access charges review known as the 2018 periodic review, implementation of which was initiated by the Office of Rail and Road publishing and serving the Station LTC review notice;
2. “**regulated amendments**” has the meaning ascribed to it in paragraph 3.2;
3. “**relevant changes**” means the amendments specified, to the extent applicable to the Agreement[*s*], in paragraph 2.1 of the station LTC review notice;
4. “**relevant date and time**” means 1 April 2019 at 02:00 hours;
5. “**station LTC review notice**” means the document entitled “Review Notice: Station Long Term Charges” given by the Office of Rail and Road on 20 December 2018 in relation to the proposed relevant changes to be made to, among other things, the Agreement[*s*]; and
6. words and phrases defined in, and rules of interpretation set out in, the Agreement[*s*] shall have the same meaning and effect when used in this Supplemental Agreement.
7. **EFFECTIVE DATE**

Notwithstanding the date on which the parties signed this Supplemental Agreement, it shall take effect on and from the relevant date and time.

1. **AMENDMENTS TO THE AGREEMENT**
   1. **Standard amendments**

Subject to paragraph 3.2, the relevant changes shall be made to the Agreement[*s*].

* 1. **Regulated amendments**

If, before the relevant changes come into operation in accordance with this paragraph 3, the Agreement[*s*] [*is/are*] amended in a manner which is:

1. approved by the Office of Rail and Road under section 22 of the Act; or
2. directed by the Office of Rail and Road under section 22A or 22C of the Act,

(each a “**regulated amendment**”), then:

1. the relevant changes shall come into operation in relation to the Agreement[*s*] subject to the regulated amendments; and
2. if there is any conflict between a relevant change and a regulated amendment, the regulated amendment shall take precedence.
   1. Any amendments made to the amount of the Long Term Charge (as defined in the Station Access Conditions) in the Agreement[*s*] under the General Approval for stations 2017 issued by ORR on 26 January 2017 will not be considered regulated amendments for the purpose of this paragraph 3.
   2. **Continuing Agreement[*s*]**

Except as provided in this paragraph 3, the Agreement[*s*], as amended by this Supplemental Agreement, shall remain in full force and effect in accordance with [*its/their*] terms.

1. **GOVERNING LAW**

This Supplemental Agreement shall be governed by and construed in accordance with the laws of [*England and Wales/Scotland*][[1]](#footnote-1).

1. **COUNTERPARTS**

This Supplemental Agreement may be executed in two counterparts which, taken together, shall constitute one and the same document. Either party may enter into this Supplemental Agreement by signing either of such counterparts.

**IN WITNESS** of which the duly authorised representatives of the SFO and the Beneficiary have executed this Supplemental Agreement on the date first above written.

Signed by

Print name

Duly authorised for and on behalf of

[*NAME OF SFO*]

Signed by

Print name

Duly authorised for and on behalf of

[*NAME OF BENEFICIARY*]

**SCHEDULE**

**The Agreements**

[Note: if the SFO and the Beneficiary have entered into more than one station access agreement, this Supplemental Agreement can be used to amend each of those station access agreements at the same time. This can be achieved by listing in this Schedule all of the relevant station access agreements between the SFO and the Beneficiary, and using the plural ‘options’ in this Supplemental Agreement.]

1. Delete as applicable. [↑](#footnote-ref-1)