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These slides were used for a supplier event for information purposes and to aid our further development of the programme



Outside In Market Engagement Event

3 February 2020

Welcome & Introduction

09:15 – 09.20

Agenda

Timing	Duration	Agenda Item	By
9.15 - 9.20	5 minutes	1) Welcome & Introduction	Raj Kalia CEO of BDUK
9.20 - 9.30	10 minutes	2) Programme Overview	Laura Battisegola Head of Market Intervention & Value for Money
9.30 - 10.30	60 minutes	3) Commercial Principles <ul style="list-style-type: none"> • Presentation – Procurement Approach, DPS, Contracts, Reporting & Payment 	Nick Bibby Commercial Manager - Market Intervention
10.30 - 11.00	40 minutes	<ul style="list-style-type: none"> • Breakout discussion 	Kristina Dimitrova Value for Money Manager
11.00 - 11.10	10 minutes	4) Coffee Break	
11.10 - 11.20	10 minutes	5) Feedback from breakout discussions	Nick Bibby Commercial Manager - Market Intervention
11.20 - 11.30	10 minutes	6) Operating Principles <ul style="list-style-type: none"> • Presentation - Operating Model, Ways of Working 	Andy Carter Operating Model, Governance & Stakeholder Lead Outside In Programme
11.30 - 11.50	20 minutes	<ul style="list-style-type: none"> • Breakout discussion and feedback 	
11.50 - 12.10	20 minutes	7) Q&A	Raj Kalia, Laura Battisegola, Nick Bibby, Kristina Dimitrova, Andy Carter, Andy Crump, Richard Moore
12.10 - 12.15	5 minutes	8) Close and Next Steps	Laura Battisegola Head of Market Intervention & Value for Money

Presenters

Raj Kalia

BDUK CEO

Laura Battisegola

Head of Market Intervention & Value for Money -
Superfast and Outside In

Andy Carter

Operating Model, Governance & Stakeholder Lead
Outside In

Kristina Dimitrova

Value for Money Manager

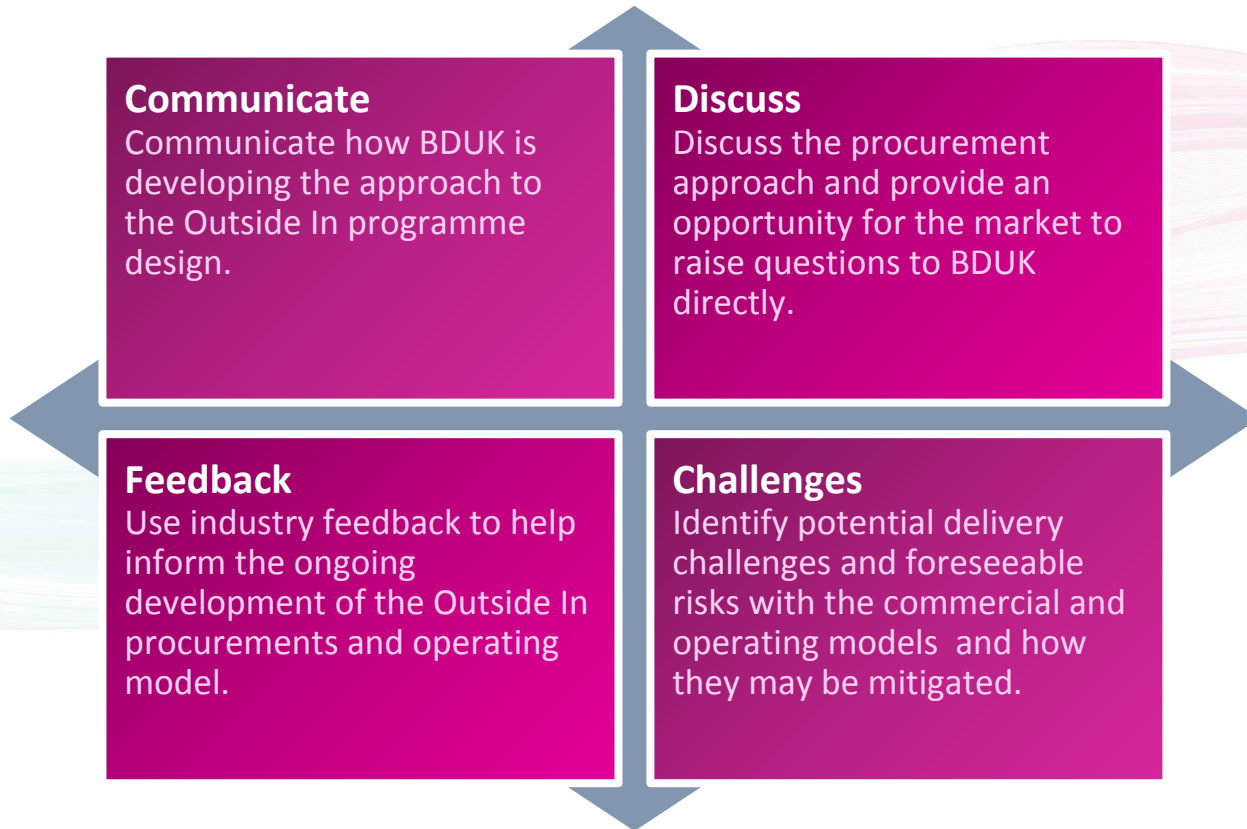
Nick Bibby

Commercial Manager

Objectives for the Day

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What we want to achieve from today's market engagement



Market Engagement Event in August

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Feedback from the market has been used to shape key commercial and operational elements of the programme

Bundling

What we did

- Shared the assumptions behind the bundling and allow industry to have an input.

What we learned

- Need better understanding of where backhaul capacity is available.
- Clarity needed on whether there is a requirement to build to **all** premises in a bundle.
- SMEs may find it difficult to attract civil engineering companies
- Bundling approach needs to be flexible to provide a best fit for each market conditions/geography

Funding Model

What we did

- Shared initial thoughts around funding approaches that are compliant with State aid requirements

What we learned

- Concession may not be the right approach as hands over a contractual monopoly.
- One model might not fit all bundles
- Local Authorities are the custodian of their digital future and can do more i.e. work with private sector in a JV.
- Preference for gap-funding, but a hub funding model could also work.

Procurement Model

What we did

- Shared the emerging procurement strategy to gain industry insight into most efficient procurement routes.

What we learned

- Procurement model: contracting in 2 stages may be wasteful.
- Introduce a break clause option after stage 1 under a single contract.
- If the DPS makes the procurement quicker, then it is a positive.
- Need to match how we transpose Article 22 of the EEC with the Open Market Review (OMR)

Programme Overview

09.20 – 09.30

Overview of this section

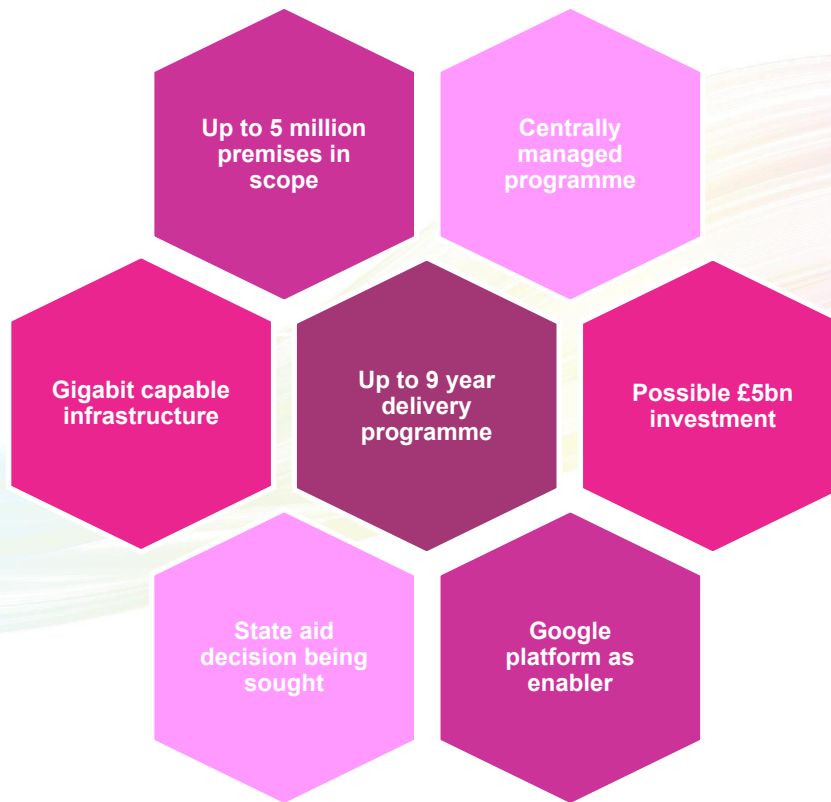
We are going to update the market on our progress on the following:

- > Outside In Programme Scope
- > Background to Future Telecoms Infrastructure Review (FTIR)
- > Key Objectives of the Procurement
- > Current Procurement Timeline
- > State Aid Approach

Outside In Programme Scope

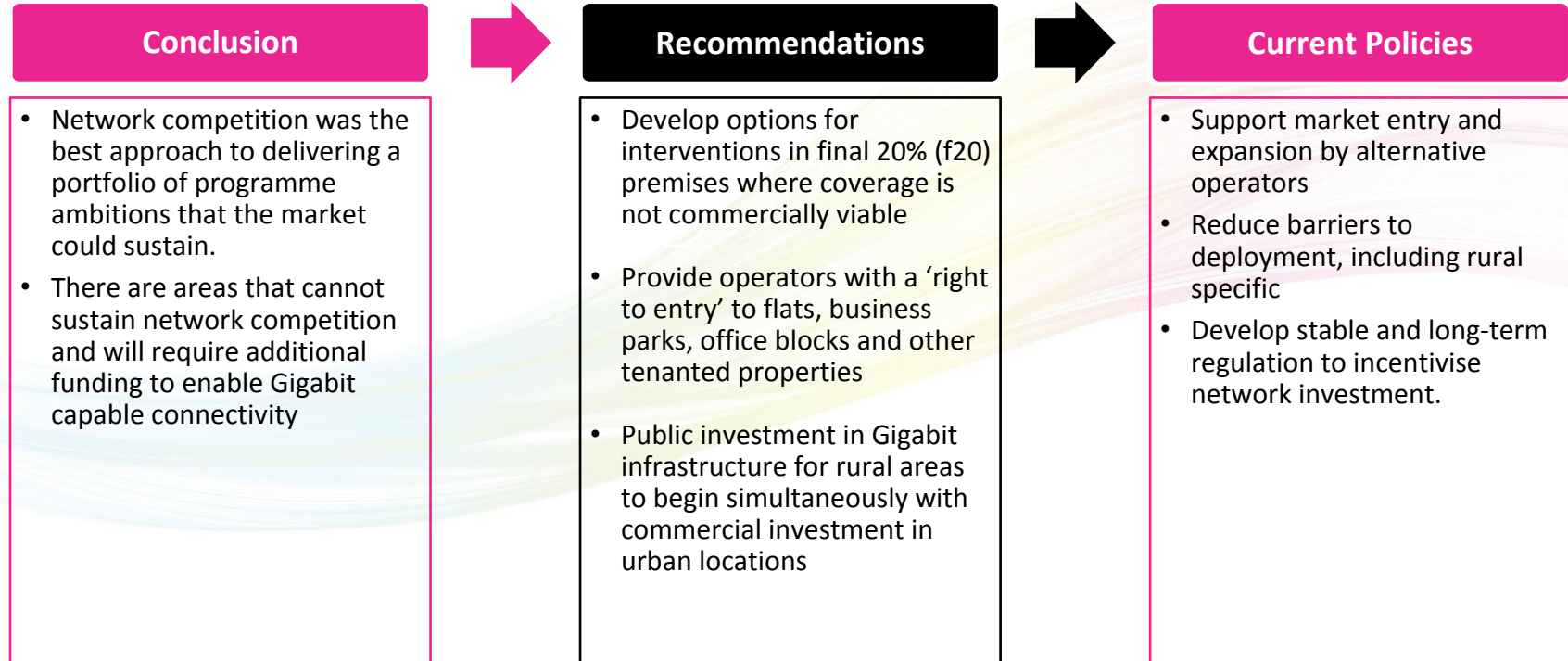
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The Outside In programme is a high profile programme building on lessons learnt from previous BDUK programmes



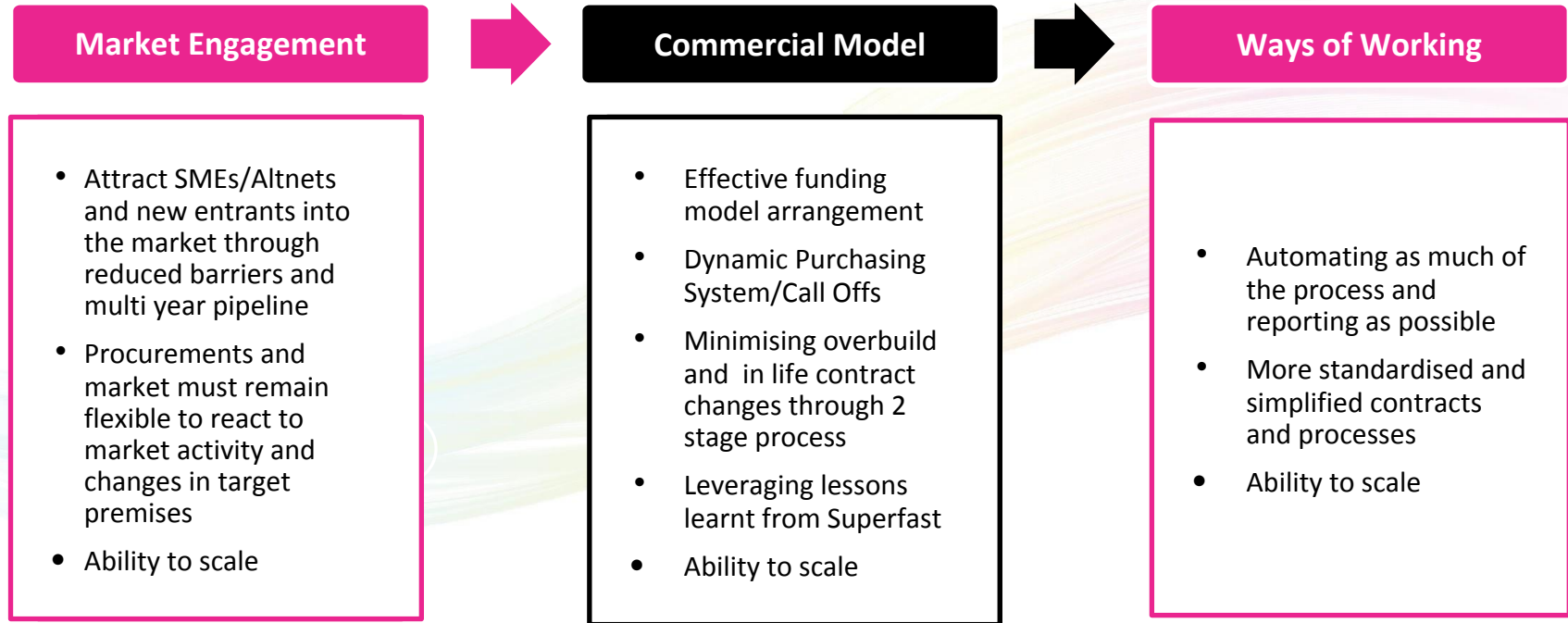
Background to FTIR

The FTIR highlighted the need for additional market intervention to address the final 10% of UK premises.



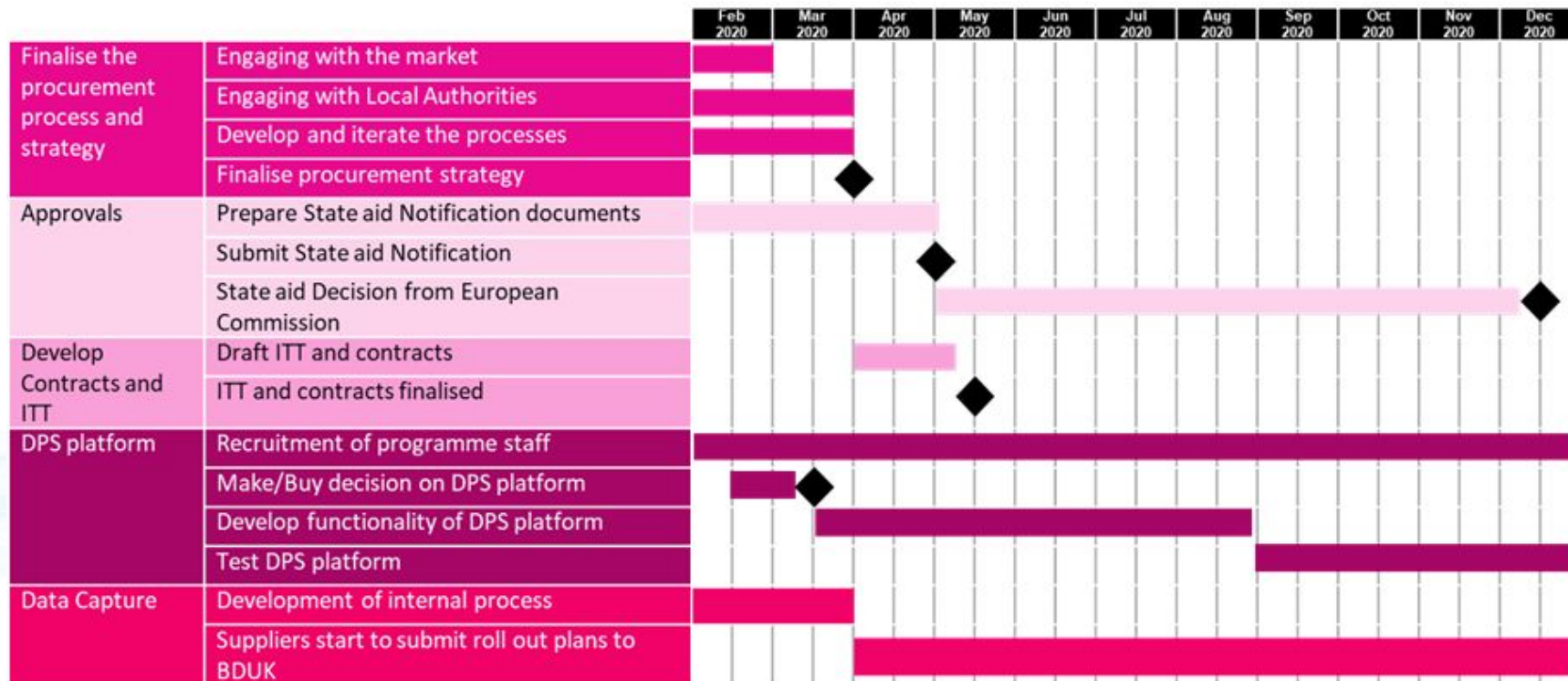
Key Objectives of the Procurement

The commercial design of the Outside In programme will facilitate supplier participation and aims to streamline high volumes of procurements and contracts



Current Procurement Timeline (2020)

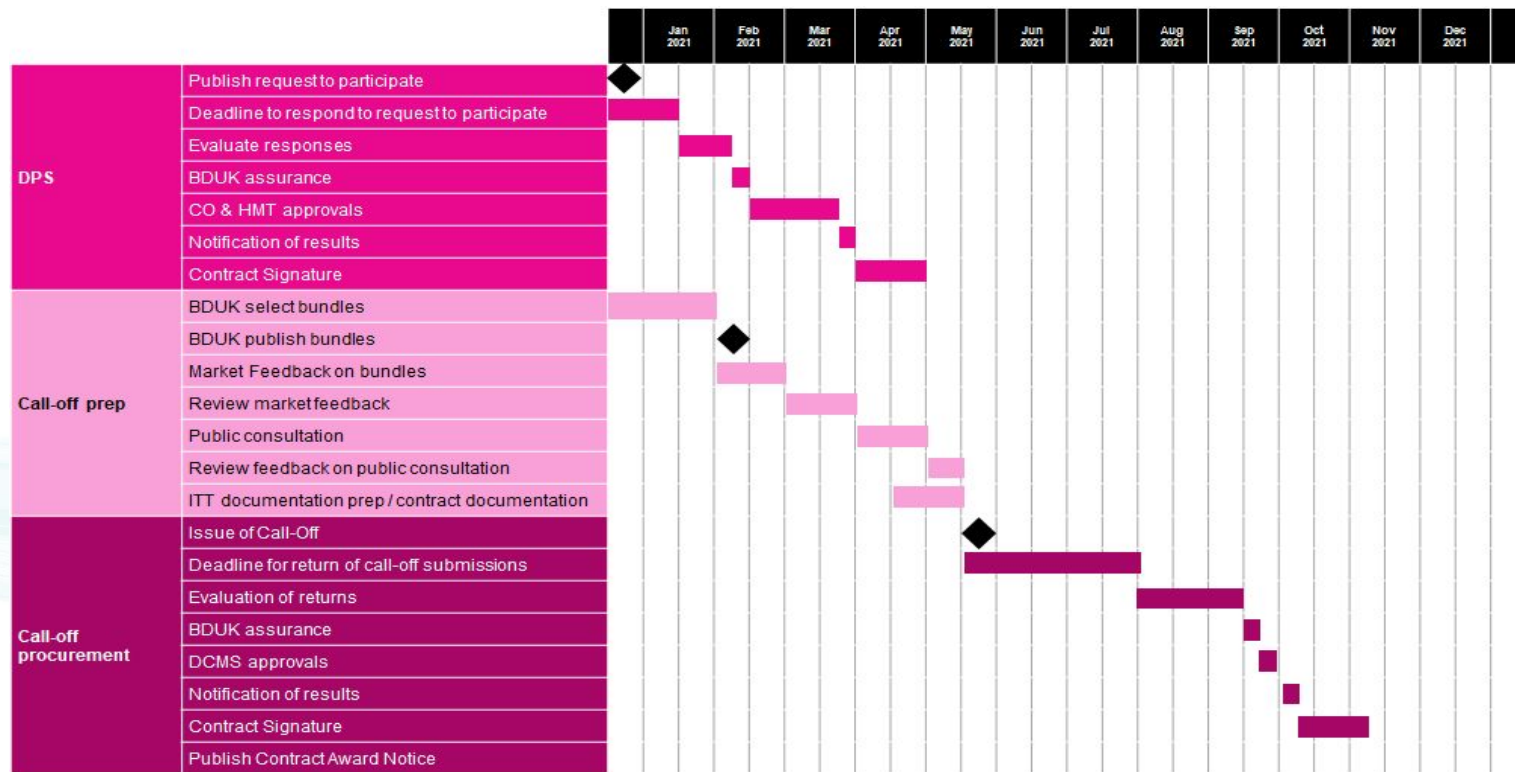
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Current Procurement Timeline (2021)

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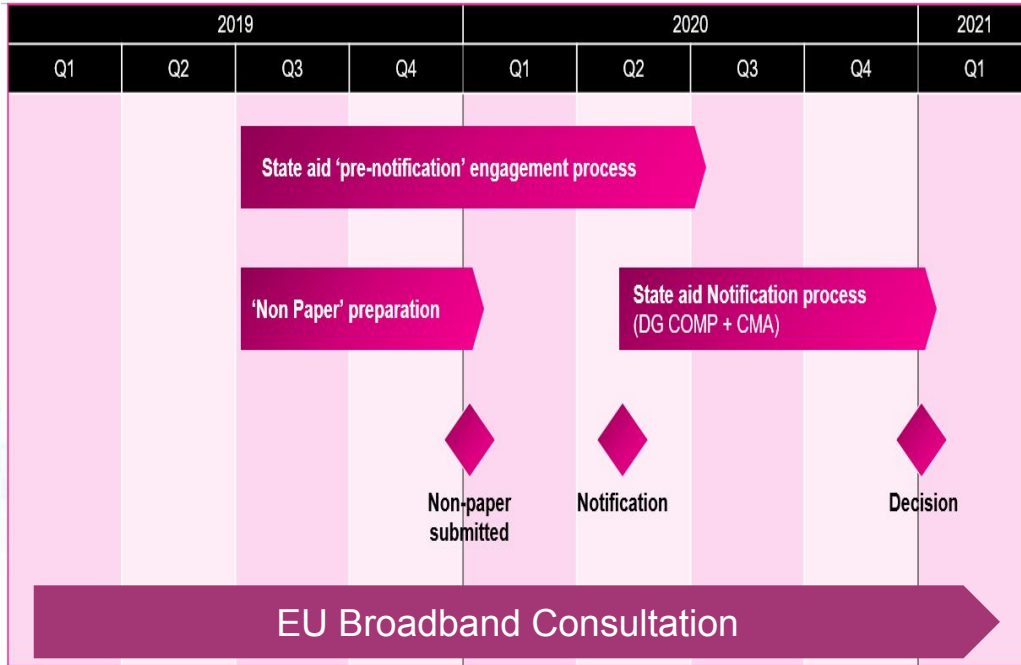
High level view. Full programme plan and risk register developed. The programme plan will support stakeholder engagement across the critical path



State Aid Approach

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BDUK anticipates a State aid decision by the end of 2020 and continues to work with the European Commission and CMA



In line with current guidelines, the State aid Decision is expected to require:

- A competitive selection process and most economically advantageous offer
- Technological neutrality
- Wholesale access/wholesale access pricing
- Monitoring and clawback mechanism
- Transparency and reporting process

The European Commission is currently reviewing the Broadband Guidelines – we are developing definition of Gigabit and seeking your input through the RFI, but may need to flex.

Commercial Principles

09.30 – 10.30

Overview of this section

We are going to share emerging thoughts on the following:

- > What is a Dynamic Purchasing System (DPS)
- > Procurement Approach
- > Call-Off Process
- > Supplier Submissions to join the DPS
- > Key Contractual Terms
- > Social Value
- > Identifying Eligible Premises and Bundles
- > Requirements Release Principles and Release Scenarios
- > Coverage Data Management
- > Pricing and Payment Mechanism
- > Reporting
- > Ongoing Market Engagement

What is a Dynamic Purchasing System

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A DPS is similar to a framework, with potential suppliers able to join throughout the life of the programme

DPS

- Doesn't close to suppliers and new applications are accepted for the life of the DPS
- Will run for 9 years
- Does not require essay response questions
- Requires suppliers to self certify to a list of pre-set criteria

Framework

- Creates a marketplace of capable suppliers
- SQ style entry
- Mini-competitions for specific contracts
- Closes to suppliers after initial procurement and re-let every 4 years
- Doesn't allow for new entrants to the market in the life of the framework
- Often requires essay response questions at entry to Framework

Benefits of a DPS

- ✓ Faster bid response
- ✓ Open to all eligible bidders
- ✓ Enables new entrants to the market to join the DPS at any time
- ✓ Standardised contracts and reduced transaction costs
- ✓ Reduced contract management costs
- ✓ Ongoing market engagement and opportunity to input

Procurement Approach

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BDUK must work within the PCR/EU procurement rules and State aid requirements. Suppliers will be invited to qualify onto the DPS with annual requirements releases and mini competitions for call-off contracts

Suppliers join the DPS

- Suppliers qualify to join the DPS and become shortlist of 'pre-agreed suppliers'
- Suppliers may join the DPS at any point
- Suppliers need to meet the entry criteria to the DPS
- BDUK will host and manage the DPS
- DPS will run for the duration of the procurements

Procure the contracts

- BDUK will manage the annual requirements releases, mini competitions and manage the contracts for England
- The current proposal is to release bundles on an annual cycle. The number of bundles will ramp up and then ramp down over the programme. Each bundle will contain on average around 3,300 premises.
- The call-off Stage 1 and 2 are expected to run for 2.5 years on average.
- BDUK will carry out formal market engagement ahead of each requirements release to generate interest and help suppliers prepare

Call-off Stage One

- Detailed design, survey and cost model
- Break clause after Stage One
- Validity of survey output TBD
- 6 months approx

Call-off Stage Two

- Build
- 2 years approx

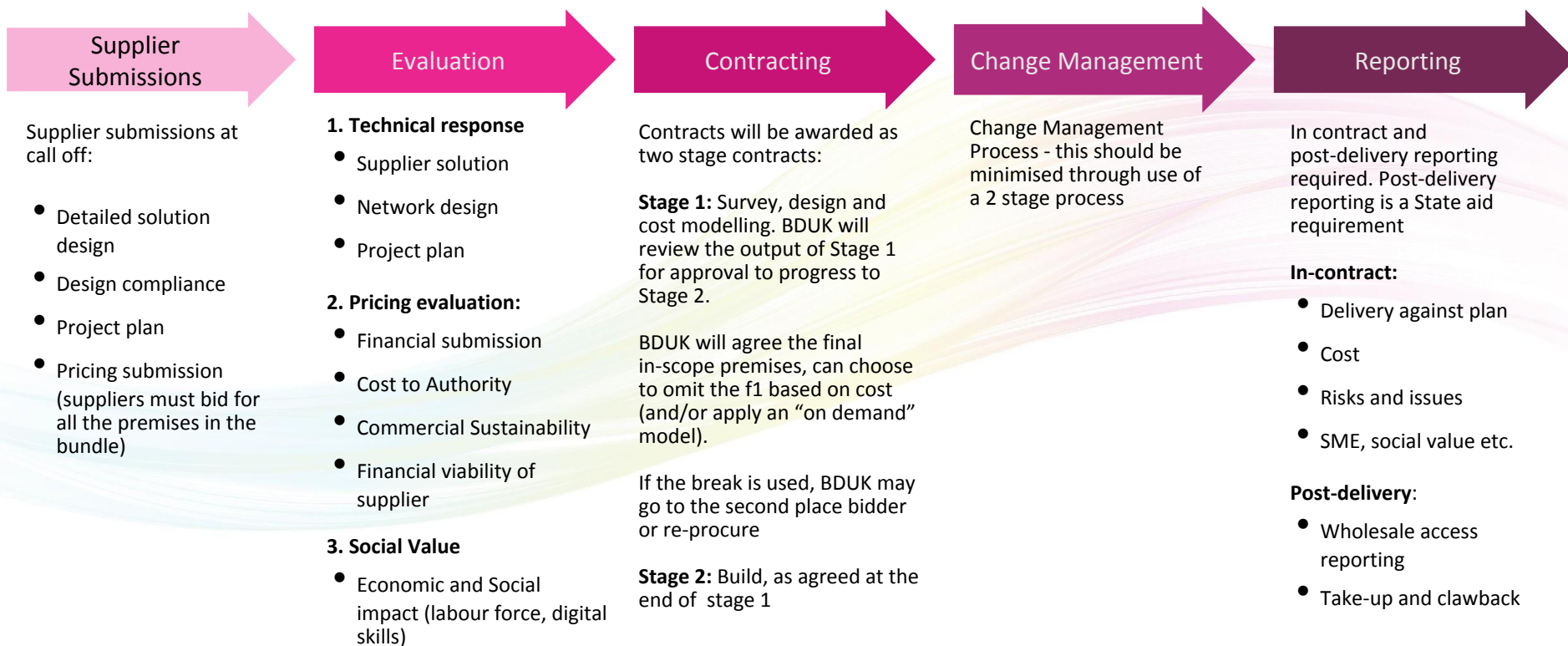
Monitoring and Clawback

- Wholesale access, take up
- 7 years min. (TBD)

Call-Off Process

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Once the requirements have been released through the DPS, mini competitions are run to award call-off contracts



Supplier Submissions to Join the DPS

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The DPS submissions should provide confidence in a suppliers financial and operational ability to deliver

Submissions	Required submission	Evaluation criteria
Supplier Information Form	Schedule/ form provided: Supplementary Questionnaire with additional information on Gigabit capability, State aid compliance and T&Cs	Satisfactory completion of all forms/information schedules.
Self Certification	Schedule/ form provided: Annual declaration of going concern	Supplier must prove that it is operating healthily and not at risk of going under.
Financial Information Templates	Schedule/ form provided: Assessment of economic and financial robustness against pre-set criteria	Demonstrate good financial standing (assessed through the financial template and supported by additional financial information such as audited accounts, financial guarantees, etc.)
Key Contractual Terms	Acceptance of terms: Agreement to Key Contractual terms including details of exit clauses, definitions of key technical terms	Supplier agrees to the key contractual terms
Code of conduct	Acceptance of terms: Agreement to comply with requirements to make infrastructure available and participate in OMR.	Supplier agrees to the code of conduct
Technical guideline template	Schedule/ form provided: Outline of technologies and possible solutions	<ul style="list-style-type: none"> Supplier provides evidence that their solution is Gigabit capable Supplier provides evidence that their solution meets the minimum technical criteria Supplier provides evidence how they will successfully implement and manage the contracts at the call-off stage
Pricing schedule (Rate card)	Submission of rate card: rates structured by cost category and activity	This will be used for benchmarking and is not scored. At call-off stage the pricing template will populate with the supplier's submitted rate card.
Insurance	Submission of certificate	Supplier has the required insurance policies in place

Key Contractual Terms

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The terms and conditions will allow each party to manage its risks at each stage of contract delivery and demonstrate State aid compliance

Key Contractual term	Overarching principle
State aid compliance	Compliance with State aid requirements is mandatory; <ul style="list-style-type: none">• wholesale access requirements• Gigabit capability• clawbacks
Break clause	The contract will allow for BDUK to end a contract after Stage One in the event of material differences in time or cost to deliver after the completion of the survey works. This reduces risk in delivery and gives greater price and delivery certainty for both parties.
Liquidated damages	Delays to delivery of the programme will incur appropriate damages - supplier will not be able to charge PMO, the authority can recover contract and programme management costs.
Reporting (KPIs)	The contract will include Key Performance Indicators (KPIs) associated with contract reporting to ensure that these are on time, accurate and complete.
GDPR	Compliance with GDPR is required as address level data will be handled by Suppliers
Social Value & SMEs	Where possible, economic, social or environmental benefits should be delivered through the contract. Additionally, use of SMEs in the Supply Chain is encouraged.
Relief events	The contract will ensure that supplier risk is mitigated in the event of delays as a result of Authority action on which the Supplier is dependant.

Social Value

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Policy Area	Example Criteria	Example Evaluation
Safe and Secure Supply Chains	Cyber security	Confirm you have Cyber Essentials accreditation.
	Modern Slavery	Having a policy in place.
	Effective measures to mitigate and manage modern slavery risks relating to the contract.	Describe how your organisation will take effective measures to mitigate and manage modern slavery risks relating to the contract, and how you will monitor, measure and report on the impact of this.
Environmental Sustainability in support of the Government's 25 Year Environment Plan	Effective measures to remove or reduce negative environmental impacts of the contract and to deliver environmental benefits through the contract, in support of the corresponding goals in the 25-Year Environmental Plan	Describe the measures you will put in place to remove or reduce negative environmental impacts of the contract and to deliver environmental benefits through the contract. How you will achieve this and how you will monitor, measure and report on the impact of this?
Diverse Supply Chains	Access to supply chain opportunities under the contract for a diverse range of businesses, including SMEs, VCSEs and mutuals.	Describe how your organisation will ensure that supply chain opportunities under the contract are accessible to a diverse range of businesses, including SMEs, VCSEs and mutuals, and how you will monitor, measure and report on the impact of this.
Skills and Employment	Employment and skills practices in relation to the contract which seek to ensure open and equal access to opportunities, appropriate conditions and wider skills improvement.	Describe how your organisation will recruit, train, retain and support employees and other persons engaged or to be engaged in the performance of the contract to seek to ensure open and equal access to opportunities, appropriate conditions and deliver wider skills improvement and how you will monitor, measure and report the impact of this.

Identifying Eligible Premises and Bundles

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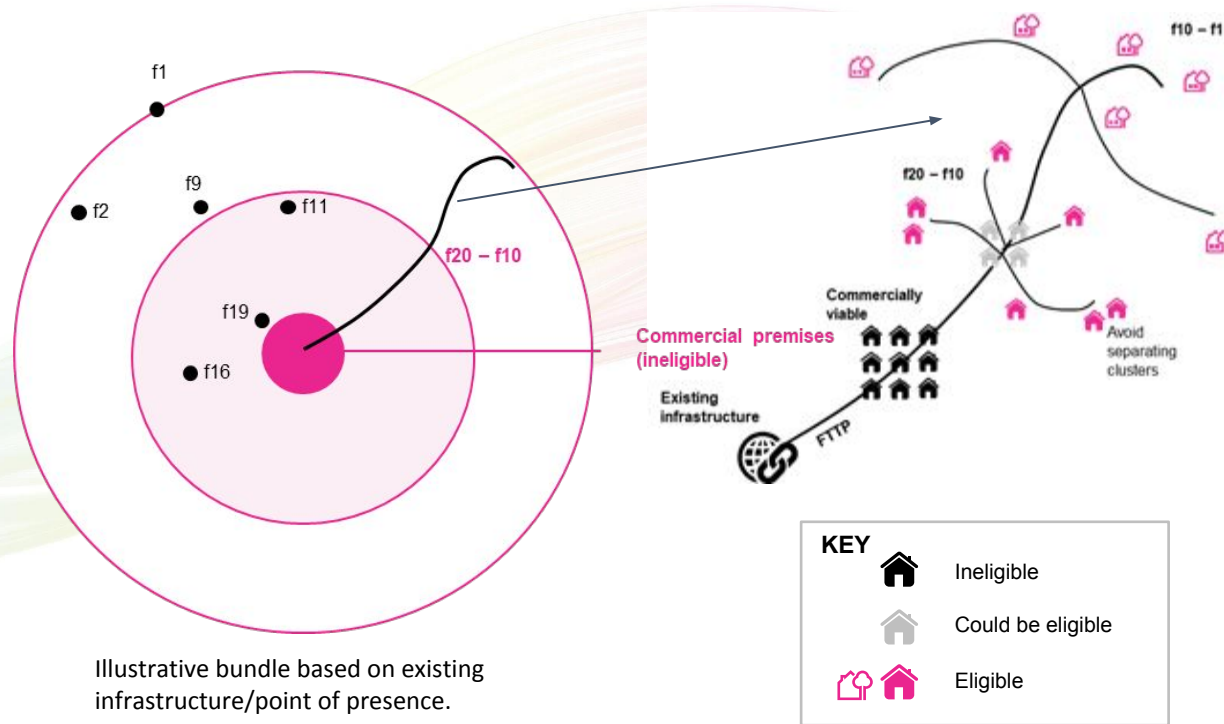
Requirements will only be finalised following market feedback ahead of call-off

Identifying the f20:

There are a number of considerations to determine the size, composition and sequencing of requirements releases.

Eligible premises (under current assumptions):

- are NGA white or grey (currently only 1 NGA provider or none at all)*;
- currently receive less than 300Mbps (State aid requirement);
- are in a low density areas (policy decision);
- are in an area where the market has indicated that it will not go in the next 3 years (SA requirement); and
- are in an area where the expected costs to build the infrastructure and operate the services exceed expected revenues over the asset life.



Illustrative bundle based on existing infrastructure/point of presence.

* this is under review and subject to agreement with the EC

Requirements Release Principles

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Premises will be packaged together in bundles (clusters of clusters of premises) under the following principles

Contract Size

- Target contract size: ~3,300 premises (based on market feedback on optimum contract size for build within a two year period).
- There are **secondary considerations** relating to the impact of contract size on the eventual retail market, and natural constraints on the geographic radius of deployment.

Contract Composition

- All contracts to include a mix of f20 to f1 premises within the geographical area identified.
- Contracts will cover whole local areas so as to avoid separating neighbourhoods or leaving small areas behind.
- **“On demand” deployment** is one alternative model to address ‘f1’ premises deployment. The rationale is that it may be inefficient to deploy FTTP networks to remote homes where the value for money may be too low at the time of build.

Sequencing of contracts

- To minimise the risks of overbuild and dead-weight, requirements releases will prioritise areas with lowest existing quality of services.
- Requirements releases will avoid those areas with high levels of commercial competition while targeting areas with existing capacity to deliver within the timescales.
- Within geographic areas, sequencing of contracts will factor in all available data on operators' existing networks and commercial build plans so as to offer a fair chance of competing for contracts.

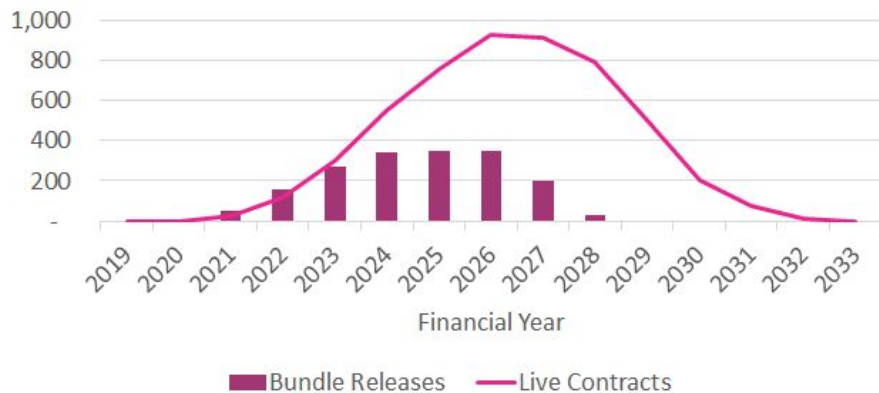
Modelled Procurement Scenario 1

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The programme is expected to target 5m premises with £5bn. The delivery profile needs to be shaped by market.

The following scenarios are still being finalised and are provided for discussion only.

Live Contracts



Number of Premises Delivered per Year



This scenario reflects the current requirements release principles. The procurement profile will continue to be informed by the requirement release principles and discussions with the market on capacity, ability to mobilise and ramp up.

BDUK anticipates an annual cycle of procurement, with the first release to the DPS being scheduled for 2021, once the State aid decision is in place.

Delivery curve will continue to be under review. Aiming to flatten the curve based on BDUK's ability to procure and contract manage and the market's ability to bid and deliver. This will also form part of the continuing dialogue between BDUK and the market.

Modelled Procurement Scenario 2

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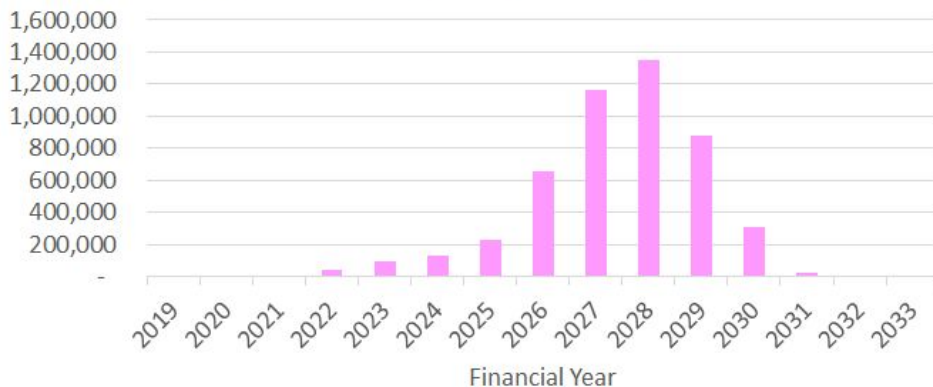
The programme is expected to target 5m premises with £5bn. The delivery profile needs to be shaped by market.

The following scenarios are still being finalised and are provided for discussion only.

Live Contracts



Number of Premises Delivered per Year



Scenario reflects a ramp-up in subsidised delivery after 2025, giving time for the market to deliver the majority of easier to reach premises faster.

BDUK expects a smaller number of larger contracts with procurement and delivery starting in 2021 and ramping up. Assumption that we will have confidence in the majority of hard to reach areas by 2025.

Higher pressure on delivery in a smaller time-frame and reliance on commercial build to stay on track decreases probability of delivery completion on time.

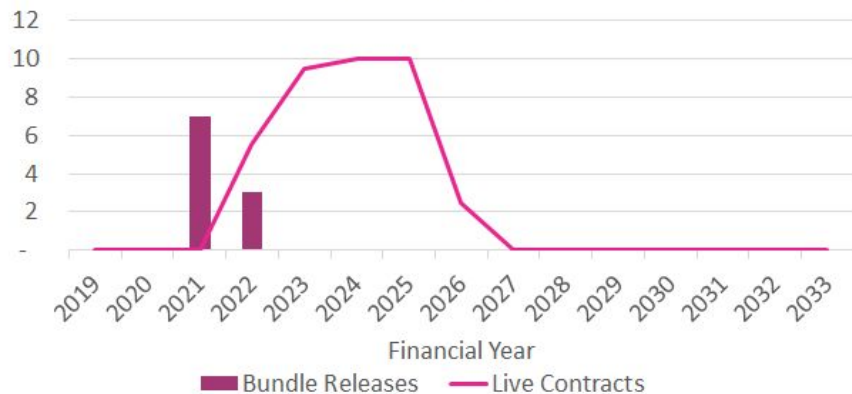
Modelled Procurement Scenario 3

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The programme is expected to target 5m premises with £5bn. The delivery profile needs to be shaped by market.

The following scenarios are still being finalised and are provided for discussion only.

Live Contracts



Number of Premises Delivered per Year



Scenario reflects an aim to deliver the whole of the F20 by 2025.

BDUK anticipates a much smaller number of much larger contracts, all procured by 2022. Assumes a high confidence in the definition of the hardest to reach areas within the next year.

Delivery profile and peak delivery year in 2024 would need to be achieved alongside commercial delivery. Likelihood of delays increased.

Mock Pipeline

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For each procurement year, BDUK will seek to provide the following (or similar) information for each bundle

Year	Location	County	Town/Village	No of bundles
2021	N/S/E/W/DA	County 1	Town 1	3
			Town 2	7
			Village 1	1
			Village 2	1
			Village 3	1
	N/S/E/W/DA	County 2	Town 1	8
			Town 2	4
			Town 3	6
			Village 1	1
N/S/E/W/DA	County 2	Village 2	2	
		Town 1	3	
		Town 2	9	
		Town 3	1	
		Village 1	2	
2022	N/S/E/W/DA	County 3	-	20
		County 4	-	30
		County 5	-	20

- Initial years will have the most detailed information with later years becoming increasingly indicative and high level
- The level of detail and exact location and number of bundles will be refined on an ongoing basis and communicated to the market on a quarterly basis
- The pipeline will always be subject to change as data is refreshed regularly on eligible premises and planned commercial build
- Visibility of the pipeline should help suppliers plan future capacity and make longer term agreements with their supply chain based on their assumed win rate

Collection of Commercial Build Plans

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BDUK is proposing a new regular data return from suppliers: Commercial Build Plan (CBP) data. This will form the basis of the OMR process to adhere to State aid requirements.

Commercial Build Plan data

- A standard format of data return to be used by all suppliers to BDUK.
- CBP data will provide, all current build and planned future build data (for the next three years) at UPRN level.
- Data format will be closely aligned to suppliers' UPRN level return to Ofcom, to minimise the need for a new format of data collection.
- Submissions to be via a new online portal.
- Data can be uploaded anytime, but suppliers are encouraged to do so every 4 months, in line with their returns to Ofcom.
- Anonymised version of build plan will be fed back to all the suppliers (seeking market feedback on this proposal)

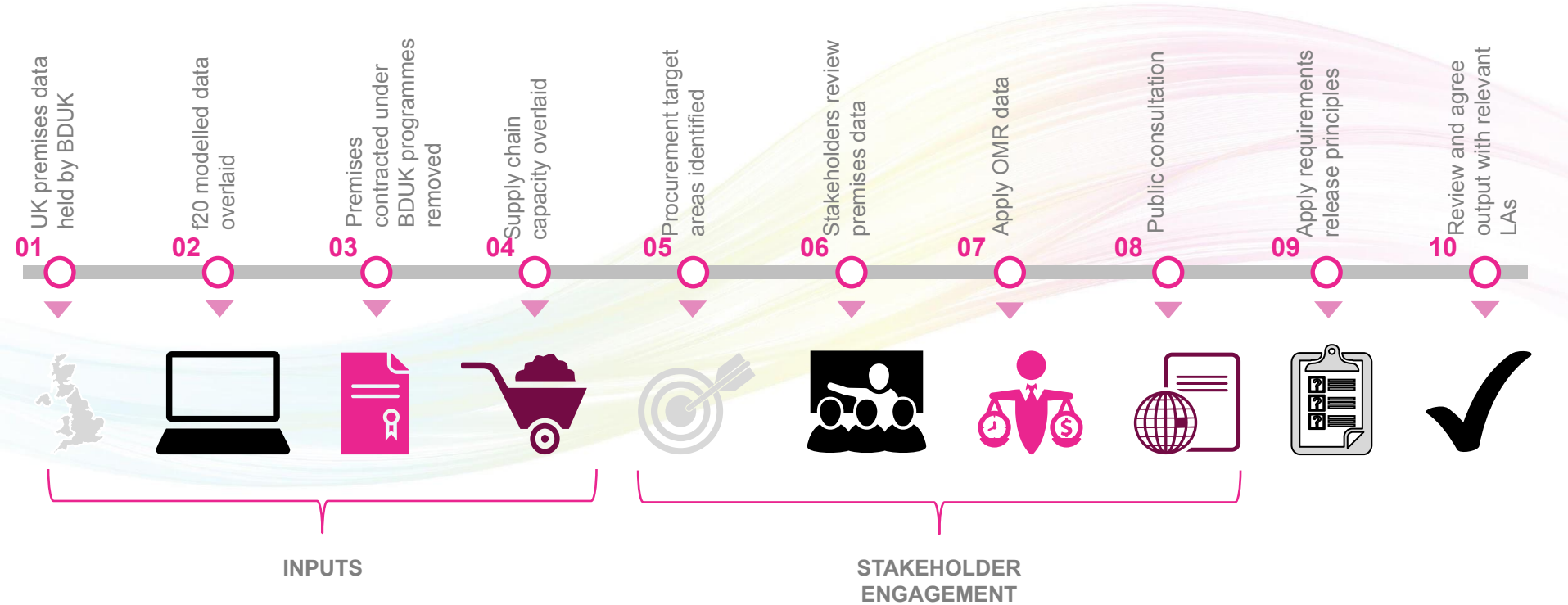
Open Market Review process

- An OMR will be required each time a contract is procured.
- The CBP data will be used as a starting point for the OMR.
- Suppliers will be required to provide updated data for the proposed contract area.
- The information will be verified against local body knowledge.
- The final list of UPRNs eligible for State aid will then undergo public consultation.

Coverage Data Management

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Illustrative process (indicative order). Premises data will be cross referenced against multiple inputs and validated through public consultation.



Pricing & Payment Mechanism

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The pricing and payment mechanism will be transparent and simplified based on lessons learnt from Superfast

Pricing

- High level of transparency and granularity expected for build cost, operating cost and expected revenue.
- Suppliers will be asked to submit a Price Book and Product List at DPS stage. This will be used for benchmarking purposes only but suppliers are advised to be as thorough as possible.
- Expectations with suppliers set on entry to the DPS through a rate card. This will provide an initial idea of the key cost categories to price the supplier's solution
- At call-off stage, suppliers use the rate card to submit information of costs at structure/ONT level or premises level.
- This process is repeated at each call off as geography and bundle size may affect some elements of pricing, so the rate card may vary from bundle to bundle.
- Cost categories need to align with the rate card pricing submitted at call-off. Supplier will need to provide evidence of actual costs incurred

Payment

- Milestone to cash process, Superfast payment mechanism, is too complicated and clunky for Phase 3. Long and has a high administrative for suppliers and LBs
- For typical contracts under Outside In, there will be only 2 planned payment points: at the end of stage 1 and the end of stage 2
- Additional payment points might be possible for larger contracts
- Reporting will be quarterly through GCP and verification of costs against invoices will be automated as much as possible to minimise manual reviews.
- Verification of premises delivered process TBC. However, suppliers will be expected to provide evidence of speed tests at each premises.
- Subsidy retention/clawback for underspend and/or higher than predicted take-up.
- BDUK will conduct regular audits to ensure claims are not fraudulent.

Reporting frequency

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Suppliers are required to share delivery, cost and compliance information throughout the life of the contract

Stage	Report name	Description	Frequency
DPS	Self-certification/Social Value/Continuous Improvement	<ul style="list-style-type: none"> •Self-certification of compliance/continued financial viability •Ongoing reporting on other DPS requirements (social value, cont. Improvement) 	Annual certification Quarterly engagement
Stage One	Stage 1 completion report	<ul style="list-style-type: none"> •Updated Project plan •Planned Coverage •Planned Connection date •Planned Bandwidth •Planned Costs/survey costs incurred •Risks and issues register 	Stage One completion
Stage Two	Build progress reports	<ul style="list-style-type: none"> •Updated Project plan •Status report •Risks and issues register •Coverage achieved to date •Connection date •Bandwidth •Costs incurred (with invoices and timesheets as evidence) 	Monthly
Stage Two	Stage Two completion report	<ul style="list-style-type: none"> •Coverage •Connection date •Bandwidth •Costs incurred (with invoices and timesheets as evidence) 	Stage Two completion
Stage Two	SME Inclusion	Report to monitor SME supply chain inclusion	Quarterly
Post-completion	Wholesale access	<ul style="list-style-type: none"> •Wholesale access benchmarking 	Quarterly
Post-completion	Take up report	<ul style="list-style-type: none"> •Number of new connections & requests (take up) •Number of disconnections (churn) •Connection date •Maintenance costs 	Quarterly

Ongoing Market Engagement

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BDUK wants to understand the capacity of the market to enable efficient delivery and encourage competition

- Prior to DPS and call-off competition, **training** will be made available to the market to help suppliers understand the application and call-off processes and contracting requirements.
- In life, there will be **quarterly** engagement meetings with suppliers on the DPS to discuss pipeline, data, market capacity, risks and issues. This will also allow suppliers to ask questions and better understand our needs.
- In life, lessons learnt from each procurement cycle and contract delivery will inform **continuous performance improvement** across the programme for the duration.
- **BDUK will ask for feedback** from the first requirements release to inform subsequent releases. It is intended that this process will continue throughout the programme.
- Ongoing engagement will continue over the programme with the market including the supply chain, new entrants or suppliers who have not joined the DPS yet.

The operating model has been designed around the following principles:

- Enabling **efficient procurement** of multiple call-off contracts
- **Managing the interdependencies** across a highly complex programme
- Create **clarity about the roles and responsibilities** for each party
- **Transparency** and **accuracy** in data sharing, build plans, forecasting of build timescales in bids
- Allowing for **flexibility around changing timelines**

Roles and Responsibilities

This is illustrative. Roles are still TBC.

Roles & Responsibilities								
	Managing infrastructure intelligence	Requirements release strategy	Market Engagement	Infrastructure build	Contract management	Delivery management	Assurance	Evaluation
Suppliers	✓		✓	✓				
BDUK	✓	✓	✓		✓	✓	✓	✓
Local Authorities	✓	✓	✓	✓	✓	✓	✓	✓

Potential Engagement Channels

- **Quarterly market engagement events** (Suppliers, BDUK, Local Authorities)
- **Assurance, evaluation, and continuous improvement checkpoints** (BDUK, Local Authorities)
- **Ongoing collaboration on intelligence gathering and resolving local issues** (BDUK, Local Authorities)
- **Joint working with suppliers** (Local Authorities, Suppliers)
- **Programme governance fora** (BDUK, Local Authorities)

Next Steps

1. **Slides:** This slide deck will be available on the supplier section of the Digital Connectivity Portal which will be a supplier point of reference going forward.
1. **Request for information (RFI):** BDUK will provide you an opportunity to give detailed written feedback beyond what we have discussed here today. This will be issued shortly after this engagement event via email.
1. **1:1 Discussion with BDUK:** If you are interested in providing feedback via a 1:1 session about the procurement strategy, ahead of responding to the RFI, please email bduksuppliers@culture.gov.uk to arrange.

Dates and details for future engagements

1. **1:1 discussion dates:** available between 5/2/2020 and 26/2/2020
2. **RFI response deadline:** 28th February
3. **Next market engagement:** June 2020 (exact date to be communicated)

You can contact the BDUK team via email at: bduksuppliers@culture.gov.uk.

Thank You

bduk suppliers@culture.gov.uk