

Outsourcing of ICT: General Overview of Legal and Commercial Aspects

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Introduction

- Topics “In-Scope” Today:
 - Deal Approach
 - Working Towards Contract
 - Multinational Clearances
 - Contract Structure and Components
 - Key Commercial Terms

Deal Approach

- Top-Down versus Bottom Up:
 - MOU/ HOT : Capturing Key Drivers and Caveats
 - RFP/Subsequent Steps : Capturing All Positions

Working Towards Contract

- Full Spectrum:
 - (First) Due Diligence
 - Work Streams - Multi Tasking
 - All-in-Contract – Requires Leadership
 - Addressing Gaps (Pre- and Post Closing)

(Multinational) Clearances

- Internal and Corporate Authorizations and Processes:
 - DOA : Understand Both Sides
- External Authorizations and Procedures:
 - Competition Laws
 - Country Specific
 - Industry Specific

Contract Structure & Components

- Deal Specific but Common :

- ATA + MSA
- Master and Local Dimension
- Components ATA
- Components MSA

Key Commercial Terms – Set Up

- Deal Specific but Frequent Principles:
 - Phase-In: Transition & Transformation
 - Managed Take Over (TPS's – LOA/Assignment)
 - Committed Savings/Volume
 - Price Book & Discounts
 - Base Line, True-Up

Key Commercial Terms - Dynamics

- Deal Specific but Frequent Principles:
 - SOW Dynamics Going Forward – More, Less and New Work
 - Contract Changes/Minor Operational Changes
 - Pre-defined Flexibility
 - Price/Performance Adjustments

Key Commercial Terms – Issues/Exit

- Deal Specific but Frequent Principles:

- QOS Deficiencies
- (Material) Breach of Contract
- Step-In
- Termination Assistance
- Disengagement Rules - Reverse Transfer