



Bank Station Capacity Upgrade

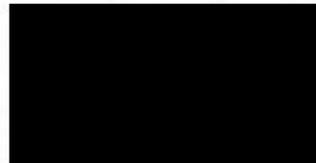
Procurement Execution Plan for the Innovative Contractor Engagement (ICE)

Signature

Date

Prepared by

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8/5/12

Checked by

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8 May 2012

Checked by

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04.05.12.

Approved by

Sue Barrett
Head of Commercial – Stations



8/5/12



Consultation

The following stakeholders have been consulted during the preparation of this execution plan.

- Billy Kavanagh – Work Package Manager
- Viki James – Work Package Manager
- Lyndon Adolphus – Work Package Manager
- Tom Mayes – Project Controls Manager
- Jenny Hamilton – Senior Sponsor
- Adrian Congdon – Legal Manager, Contacts and Upgrades

Document History

Version	Date	Summary of changes
1.0	04.05.2012	First issue

TABLE OF CONTENTS

ITEM	DESCRIPTION	PAGE
1	PURPOSE	4
2	SCOPE	4
3	GOVERNANCE PRINCIPLES AND CONFIDENTIALITY	4
4	ORGANISATION STRUCTURE	5
5	SCHEDULE OF ACTIVITIES	10
6	CORRESPONDENCE MANAGEMENT	11
7	TOPIC MANAGEMENT	14
	APPENDIX A	17
	APPENDIX B	18
	APPENDIX C	19

1. PURPOSE

The purpose of this document is to set out the LUL internal management arrangements that the Bank SCU Project (the Project) team will abide by whilst conducting the competitive procurement of a Design and Build contractor for the Project, with a particular emphasis on how the Project will manage information from the four bidders shortlisted following the PQQ evaluation (the Bidders) resulting from the Innovative Contractor Engagement (ICE) procurement strategy.

Preserving the confidentiality of Bidders' information is a critical requirement for the Project. Under the terms of the Information Agreement (included as part of the Invitation to Participate ITP document) between LUL and the Bidders, LUL is obliged to treat all Bidders' information as confidential unless it is excluded by the Agreement.

LUL is now about to formally embark on protected dialogue with the Bidders following the briefing day which was held on 20 April 2012. Bidders are required to have signed the Information Agreement by 11 May in order to participate.

All LUL Participants are required to abide by the contents of this document to ensure that LULs obligations under the Information Agreement are met.

2. SCOPE

The scope of this execution plan is limited to the LUL internal management arrangements of the ICE between 8th May 2012 and Contract Award anticipated to be in July 2013.

This version of the plan will concentrate on the dialogue stage of the procurement process. It will be updated prior to issue of the Invitation to Tender (ITT).

The detailed intent of the ICE, its processes, instructions to Bidders, timescales, Information Agreement, Project Requirement Statement and other tendering documentation will not be described here and can be found in the Invitation to Participate document ref LUSTN-0008798-CRT-002117.

3. GOVERNANCE PRINCIPLES AND CONFIDENTIALITY

3.1 PRINCIPLES

A key risk to LUL is that LUL Participants, which include LULs suppliers, fail to meet its obligations to treat Bidders information in accordance with the terms of the Information Agreement. Therefore all LUL Participants will act in accordance with the principles established here.

During the dialogue stage, all LUL Participants will act in an equitable and non discriminatory manner towards all Bidders by:

- ensuring that individual Bidders information is not unwittingly divulged to any other Bidder
- being able to fully understand all aspects of the Project Requirement Statement to date;
- being able to fully understand all aspects of the design development to date as may relate to their specific discipline areas;
- adhering to the commercially secure context created for Bidders, via the Information Agreement, to avoid prejudicing any one tender submission;
- fairly reviewing their Request to Proceed statement at the end of the dialogue;
- fairly informing the preparation of the final ITT.

Further details of the processes which all LUL Participants will follow are set out in Sections 6 and 7 of this plan.

3.2 CONFIDENTIALITY

All TfL and LUL staff are reminded that their terms of employment require them to act in TfL/LUL's interest. In relation to the Bank SCU Project this includes keeping all information provided by Bidders confidential to the Project unless advised in writing by the Project Manager, the Head of Commercial - Stations, or the Commercial Manager.

All non-permanent staff, including LUL Suppliers, will be asked to sign a Confidentiality Agreement which will be returned to the Commercial Manager.

4.0 ORGANISATION STRUCTURE

4.1 THE CORE TEAM

In addition to the Bank SCU organisation structure detailed in the Project Execution Plan LUSTN-0008798-PLN-001486, a specific organisation structure will be established to manage the dialogue stage of the ICE procurement strategy. Principally, this will consist of the Core Team of individuals listed below supported by other project team members, discipline experts from other LUL Directorates and LUL Suppliers (including the Multi Disciplinary Consultant).

The Core Team members are

- The Project Manager (Simon Addyman)



- The Senior Sponsor (Jenny Hamilton)
- The Programme Engineering Manager (Clive Appleyard)
- The TWA and Property Works Package Manager (Viki James)
- The Senior Commercial Manager (Mark Elliott)
- The Commercial Manager (Paul Wiltshire)

The Projects' execution of the dialogue stage will be witnessed by an Independent Observer who will be in attendance at all briefings and meetings with the Bidders as required in order to witness compliance with the Invitation to Participate. Further details regarding the Independent Observer are provided in Section 4.2.7.

4.2 ROLES AND RESPONSIBILITIES

The roles and responsibilities of the Core Team members in relation to the ICE Process are:

4.2.1 The Project Manager - Simon Addyman

Accountable for leading all LUL departmental activities for the whole ICE procurement process. The Project Manager will lead every meeting held with the Bidders, unless it is specifically delegated to a member of the Core Team. Such delegation will be given by the Project Manager in writing.

4.2.2 The Senior Sponsor - Jenny Hamilton

Accountable for leading the overall assessment of innovative ideas development relating to the project requirements, most specifically –

- Scope;
- Business Case
- Benefits
- Requirements;
- History;
- Variations to scope/requirements.
- Passenger Modelling

4.2.3 The Programme Engineering Manager - Clive Appleyard

Accountable for leading all engineering department activities of the procurement process, specifically ensuring:

- consistency of message to all Bidders is provided through presentations at Bidders briefing day and closed forums;
- access to engineering expertise is achieved in a timely manner;
- engineering expertise is given to the Bidders in accordance with the governance principles set out in section 3 of this paper

4.2.4 The TWA and Property Works Package Manager – Viki James

Accountable for leading all property and TWA related activities of the procurement process, specifically ensuring:

- consistency of message to all Bidders is provided through presentations at Bidders briefing day and engagement forums;
- access to property and TWA expertise is achieved in a timely manner;
- property, TWA and Consents expertise is given to the Bidders in accordance with the principles set out in Section 3.

4.2.5 The Senior Commercial Manager - Mark Elliott

Accountable for leading all commercial department activities during the procurement process, specifically ensuring:

- the preparation of all tender documentation is to a high standard, approved internally before issuing and done in a timely manner;
- a Commercial Manager is available to be in attendance at every meeting with the Bidders, and is adequately resourced in order to fulfil the function described elsewhere in this document.

4.2.6 The Commercial Manager - Paul Wiltshire

Accountable for the day to day administration of the procurement process, specifically ensuring;

- a record is kept of every meeting held with the Bidders, including a set of minutes;
- administering all communication to and from the Bidders to the project team, including requests for information and technical queries
- responses to requests for information are responded to in a timely manner;
- any other information provided to Bidders collated and compiled in a consistent manner;
- Requests to Proceed statements are logged, reviewed and commented on in a timely manner.
- other duties as outlined in Section 6 of this document.

4.2.7 The Independent Observer

The appointment of an appropriately qualified and experienced Independent Observer will follow the recommendations of the President of the Institution of Civil Engineers. LUL will take all reasonable steps to ensure that the Independent Observer will be available to witness the Project's execution of the dialogue stage. Where reasonably practicable the Independent Observer shall:

- witness all the meetings between LUL Participants and Bidders in order to attest that the conduct between the parties is equitable, non-discriminatory, and transparent in

line with the provisions of the ITP, Information Agreement and the principles established in this Execution Plan.

- exercise judgement and intervene to moderate the conduct of the parties where it is considered that a particular dialogue or line of enquiry is likely to result in breach of the Information Agreement or is not in keeping with the principles of conduct required in Section 3.1 above.

4.2.8 All Other LUL Participants

All other members of the Bank SCU team will undertake their roles and responsibilities as set out in the Project Execution Plan LUSTN-0008798-PLN-001486 and in accordance with the principles in Section 3 and management process in Sections 6 and 7 of this document.

4.2.9 External Support

LUL has sought external expertise support in terms of engineering, TWA, commercial, traffic modelling and project management, via a mini competition for a call off from the TfL 90001 Engineering and Project Management Framework Agreement to support it through the ICE procurement process. Any external person joining the LUL team will be considered LUL Participants, will act in accordance with the governance principles in Section 3 and management process in Sections 6 and 7, and will be required to sign a Confidentiality Agreement as in Section 3.2.

The Project will also retain the services of various Independent Experts who will act as a third Party checker for all critical conclusions by LUL Participants. This will maintain the third party checking role established during the development of the project to date.

4.3 TOPIC SPECIALITIES

In order to ensure that the correct LUL Participants are used in transferring knowledge of the scheme and assessing Bidders ideas during the proposed forums, Table 1 sets out an indicative arrangement of topic headings and associated team members and specialists. These team members may be called upon to assist the Core Team either during direct engagement and dialogue with the Bidders, during the preparation of responses to Bidders correspondence or during the evaluation of the Bidders Request to Proceed submissions.

In addition to the participants shown in Table 1, other LUL Asset Discipline Engineers will continue to support the delivery of the project within their discipline areas as is the norm.



Subject Area	Engineering									Commercial / Sponsor	TWA	Commercial / Engineer
	Running tunnel alignment & tie in & Blockade	NL / CL Link	NL/DLR Interchange	Vertical Access	NL / DLR PRM Lift	Station Cooling & Sustainability	DLR head shunt tunnel	Value engineering / Tactical engineering	Mechanical, electrical & power			
Topic	Commercial / incentivisation / Risks & Contract / Project Req.	TWA & Consents, Land, property acquisition, OSD & Heritage	Risk & Value management									
Topic reference	01	02	03	04	05	06	07	08	09	10	11	12
Team												
Simon Addyman	•	•	•	•	•	•	•	•	•	•	•	•
Jenny Hamilton			•	•		•	•			•	•	•
Clive Appleyard	•	•	•	•	•	•	•	•	•		•	•
Viki James	•							•			•	•
Mark Elliott										•	•	•
Paul Wiltshire										•		
Keith Bowers	•	•	•	•		•						
Andrew Martin	•											
G Pollinger / K Patel		•	•	•								
Martin Skiggs		•	•	•	•							
Vince Mondesir									•			
Des Keehan									•			
Sharon Duffy						•						
Sharon Moller											•	•
Nick Street											•	
Charles Stimpson											•	
Billy Kavanagh								•	•			
Jon Colclough						•					•	
Begona De La Cruz								•				•
Robert Solomon	•										•	
Barry Franklin	•	•	•	•	•	•	•	•	•			•
Adrian Congdon										•	•	•
Sponsor Team				•	•	•	•			•	•	•
Gall Ziedler	•	•	•	•	•	•	•	•				•
Eversheds											•	

Table 1 – Subject Areas and Topic headings



5.0 SCHEDULE OF ACTIVITIES

5.1 KEY DATES

The key dates for the procurement process are shown below. These key dates are firstly provided in the Instruction to Participate but are given here for guidance only and are subject to change without amendment to this document.

Procurement Activity	Timeframe Guide
Bidder Briefing Day	20 April 2012
Issue of draft Invitation to Participate including Information Agreement	20 April 2012
Bidders confirm ITP terms and signed Information Agreement	11 May 2012
Confidential Bidder Briefing Day	14 to 18 May 2012
Open Agenda Forum	June / July 2012
Request to Proceed return	22 August 2012
Issue ITT	October 2012
ITT Submission	January 2013
Tender Evaluation complete	April 2013
Best & Final Offer (if required)	May 2013
Approvals complete	June 2013
Contract Award	July 2013

A graphical schedule is shown in Appendix A for the ICE procurement process. Any changes will be communicated externally to the Bidders.

Internal LUL team members can keep track of the timescales via the monthly Primavera schedule in MPD.

5.2 CONFIDENTIAL BIDDER BRIEFING DAY

Four individual briefing days will be held between 14 and 18 May 2012. The briefing days will be led by the Project Manager and supported by the Core Team. The day will provide an opportunity for the Project to brief each Bidder more specifically on some of the 12 topics within the 3 subject areas outlined in Table 1.

Bidders will be invited to confirm any other matters that they wish to discuss with LUL Participants one week prior to the briefing day in order to ensure that the necessary LUL Participants are available to attend. The Bidders will align and reference the matters to the 12 topic headings in Table 1. The Project Manager in conjunction with the appropriate Core Team member will decide on the LUL Participants required to support each of the Briefing days and notify them accordingly.

LUL does not expect to have to discuss topic 10, Commercial / incentivisation / Risks & Contract, until the later stages of the dialogue.

The Commercial Manager will issue final arrangements for the Confidential Bidder Briefing Day to the Bidders a week in advance of the first scheduled meeting.

5.3 ADDITIONAL BIDDER ENGAGEMENT FORUMS

There is currently provision for further engagement with the Bidders in June and July through the Open Engagement forum. One day during each month has been allocated to each Bidder. However the Project Manager will consider Bidders requests for additional forums at any time during the dialogue stage, and will not unreasonably withhold consent. LUL Participants will be available to confidentially meet with each of the Bidders under the terms of the Information Agreement, in response to the Bidders request to engage and discuss matters which have been notified to LUL in advance, which the Bidders will align and reference to the 12 topic headings in Table 1. The Bidders will provide notice to LUL of the matters for discussion at least one week before the date of the proposed meeting.

The Open Engagement Forum will be led by the Project Manager, or a Core Team member if so notified by the Project Manager in writing. The Commercial Manager, will be responsible for preparing a record of each Forum. Responses to topic matters will follow the guidelines set out in Section 7 below.

6.0 MANAGEMENT OF CORRESPONDENCE

The ITP sets out the contact details for Bidders to communicate with LUL during the dialogue process.

The Information Agreement sets out the obligations that LUL and Bidders shall comply with in order to protect the confidentiality of each other's documentation.

A schematic of the process for the management of Bidders' correspondence is included in Appendix B.

6.1 ELECTRONIC DOCUMENT MANAGEMENT

The project team will maintain an Electronic Document Management System (EDMS) – SharePoint - for the management of all incoming and outgoing documentation. The project will convert to LiveLink at a point in time during the procurement process and a decision will be made as to whether the project will convert over prior to the end of the Dialogue stage. The Project Administrators for Sharepoint are Robert Solomon and Angela Le Pera.

Bidders will be given access to a common area on SharePoint called the Data Room where all project data will be held. In addition, each Bidder will have a confidential area on Sharepoint for all correspondence with LUL. The Core Team members are the only LUL Participants that have access to the Bidders confidential area, which will be via a dedicated Sharepoint login.

The Secure Area is a locked and controlled physical space within the project office equipped with the necessary IT hardware for viewing the Bidders' correspondence and for compiling and authorising responses to the same.

Access to the Secure Area is controlled by the Commercial Manager. Access to the Bidders confidential area must take place within the Secure Area only. All Bidders' correspondence will reside within the Secure Area only. The Project Manager must give permission in writing before any copy of Bidders correspondence is transmitted outside of the Secure Area.

6.2 SUBMISSION OF CORRESPONDENCE

All correspondence, including RFI's and TQ's from each Bidder will be submitted in writing via the Bidder's confidential area. All correspondence from LUL to each Bidder will be submitted in writing via the Bidders' confidential area, and must be authorised in accordance with the principles set out at the end of this section.

All correspondence will be numbered using the numbering system set out in the Project document numbering guidelines which can be found in the Project Execution Plan LUSTN-0008798-PLN-001486. Bidders are requested to reference all correspondence to 1 of the 12 topic areas identified in Table 1.

During the dialogue phase, Bidders are required to keep a log of all correspondence uploaded into Sharepoint and submit a copy of the log to the Commercial Manager at the end of every week. The Commercial Manager will validate the contents of the log and issue a response to the Bidders confirming that LUL is in agreement with the log or otherwise. This response will also provide a status update confirming LUL's intended reply date to all correspondence received.

6.3 GENERAL CORRESPONDENCE MANAGEMENT GUIDELINES

The following guidelines will apply.

- The Commercial Manager convenes a meeting on a daily basis to review incoming Bidders' correspondence. The review is held with a minimum of two other Core Team members in attendance. The purpose of the review is to determine the appropriate action for each item of correspondence.
- Each action agreed at the review meeting will be allocated to a member of the Core Team, who will make all reasonable endeavours to complete and issue a response within 10 working days of receipt. All review meeting actions will be recorded by the Commercial Manager. The Core Team member will keep the Commercial Manager advised of progress.

- Where the review meeting considers that clause 3.1.6 or 3.1.5 of the Information Agreement applies, the Commercial Manager will issue a notice to the respective Bidder confirming LUL's assessment and permitting the Bidder to withdraw the correspondence. LUL reserves the right to issue responses to Bidders correspondence to the Data Room, particularly when such responses are necessary to rectify omissions, ambiguities or errors and provide clarification to information which has already been published to the Data Room.
- Core Team members will undertake a detailed review of the Bidders correspondence in the Secure Area and determine the necessary course of action. In the event that other LUL Participants are required to support the preparation of a response, a meeting will be arranged in the Secure Area for other LUL Participants to review the correspondence. Under no circumstances will a copy of the Bidders' correspondence be transmitted outside the Secure Area either in hard copy or electronic format without the written permission of the Project Manager.

6.4 RESPONSE TO BIDDERS

The Core Team member will prepare a response to the Bidders' correspondence, where necessary, enable independent checking as described in Section 7 below, and present the response to the Project Manager for signature. It is generally expected that all responses will be compiled within the Secure Area.

All LUL responses must be prepared in writing and signed off by the Project Manager and the Core Team member before it is uploaded into the Bidders confidential area. Where a response is subject to disclosure provision, then the response will be uploaded into the Data Room instead of the Bidder's confidential area. The Commercial Manager will be responsible for uploading the response and will satisfy himself that the response has been duly signed as specified.

6.5 ENGAGEMENT WITH OTHER LUL PARTICIPANTS

It will often be necessary for the Core Team member to engage other LUL Participants in the preparation of a response to Bidders enquiries. The management of enquiry Topics is dealt with in Section 7 below. The following guidelines will apply to all engagements outside of the Core Team.

- Bidders' correspondence will be restricted to the Secure Area unless approved otherwise by the Project Manager in writing.
- The Core Team member will arrange a meeting with other LUL Participants to review correspondence in the Secure Area. To the extent that it is possible to do so, all LUL Participants will discuss Bidders enquiries and prepare responses within the Secure Area.
- Where it is necessary to prepare a Brief to instruct other LUL Participants, including the Review Team, the Core Team member will prepare such a brief from contemporaneous notes. The brief will avoid any direct reference to Bidders' identity, and refrain from making reference to any commercial matters unless expressly required for the purposes of fulfilling the enquiry. The brief will be authorised by the Project Manager prior to issue to the LUL Participant, who will as a condition of

receipt, be required to understand and act consistently with the principles established in this Execution plan.

7.0 TOPIC MANAGEMENT

It is anticipated that during the early stages of the dialogue, the majority of enquires from the Bidders will likely relate to any 1 of the 9 topics highlighted in the engineering subject area of Table 1.

With reference to Table 1, it is generally expected that the Programme Engineering Manager will be the Lead Person for responding to any Engineering subjects raised by the Bidders. The TWA and Property Works Package Manager will lead on TWA subjects, the Senior Commercial Manager will lead on Commercial subjects and the Senior sponsor will lead on Sponsor subjects.

7.1 ORGANISATION STRUCTURE

Topic Review Teams will convene under the Core Team member to deal with Bidders enquiries. It is anticipated that the teams will operate at two levels. A small core will deal with day to day enquiries which seek clarification and minor modifications to the existing works proposals. The core will be expanded to a larger team to deal with significant proposals from Bidders which are likely to represent a step change from the existing works and warrant a more in depth study prior to response.

The Topic Review teams for each of the Subject areas are:

Engineering subject area:

- Programme Engineering Manager - Clive Appleyard
- LUL Professional Head -Deep Tube Tunnels - Keith Bowers
- LUL Senior Civil Engineers - Paul Dryden, Chris Kilpatrick
- LU Premises / Architecture -Martin Skiggs
- Senior Sponsor - Jenny Hamilton
- LU Operations -Barry Franklin

Commercial subject area

- Senior Commercial Manager – Mark Elliott
- Head of Commercial – Stations – Sue Barrett
- Senior Sponsor - Jenny Hamilton
- Legal Manager, Contacts and Upgrades - Adrian Congdon
- Senior Commercial Manager – Steve Flemming
- Commercial Manager – John Rayner

TWA subject area

- TWA and Property Works Package Manager – Viki James

- TWA and Consents Manager – Nick Street
- Consultation Manager – Sharon Moller
- TFL Operational Property Manager – Charles Stimpson
- TFL Principal Solicitor (Planning & Highways) – Stephen Gardner

Sponsor subject area

- Senior Sponsor – Jenny Hamilton
- Assistant Sponsor – Ariella Levin
- Senior Commercial Manager – Mark Elliott.

In addition to the Core Team members, further support is available from other TFL directorates and LUL suppliers, including the Multidisciplinary Consultants as described above. The Lead Person will be responsible for securing the appropriate level of support necessary to resolve matters as they arise.

A schematic of the proposed arrangement is presented in Appendix C

7.2 OPERATIONAL ARRANGEMENTS AND PRINCIPLES

The following principles will apply to the management of Topics during the dialogue phase:

- The Core Team member responsible for a given subject area will engage with Bidders during the Confidential Bidders Briefing Day and Open Engagement forums as required subject to the discussion topics notified in advance by Bidders. Where necessary the Core Team member will be supported by a Review Team member. A principal objective of all meetings is to help the Bidders understand the scheme design proposed to date, and to develop their own innovative ideas.
- The Core team member will use best endeavours to ensure that the engagement with the Bidders is equitable, non-discriminatory, and transparent particularly with regards to the confidentiality of other Bidders ideas and opinions.
- LUL will provide a written response to all questions formally posed by the Bidders during meetings. Where appropriate, the Commercial Manager will intervene during the dialogue to formally note and record the questions that LUL will provide a written response to.
- Where necessary, the Core Team member will convene a meeting of the Review Team to prepare a response, noting that Bidders will be required to validate their Innovative Ideas before submission to LUL for comment.. The Review Team will meet within the Secure Area.
- Where it is necessary to engage other LU Participants in order to prepare a response, the Core Team member will follow the principles outlined in Section 6 above for dealing with bidders correspondence.
- The Project Manager or their delegated authority will be required to sign off all final response before it is uploaded to the Bidders Confidential Area or Data Room as required.

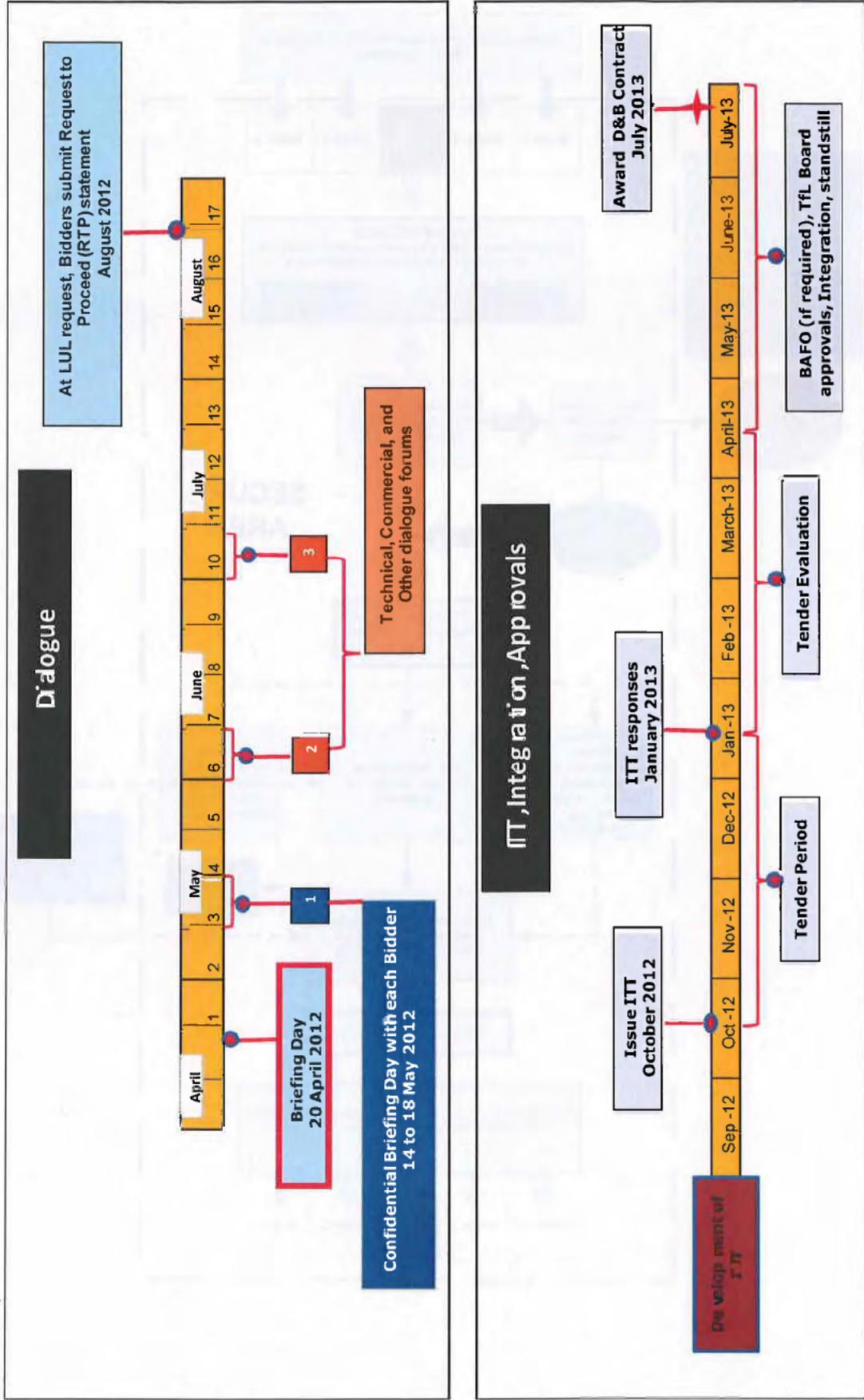
7.3 THE INDEPENDENT CHECKER

During the earlier phases of the scheme design, an Independent Checker provided assurance to the Project Manager for the outputs produced by the project team. This principle will continue during the ICE Dialogue stage. At the discretion of the Core Team, all significant responses from the Review Teams will be independently checked as appropriate.

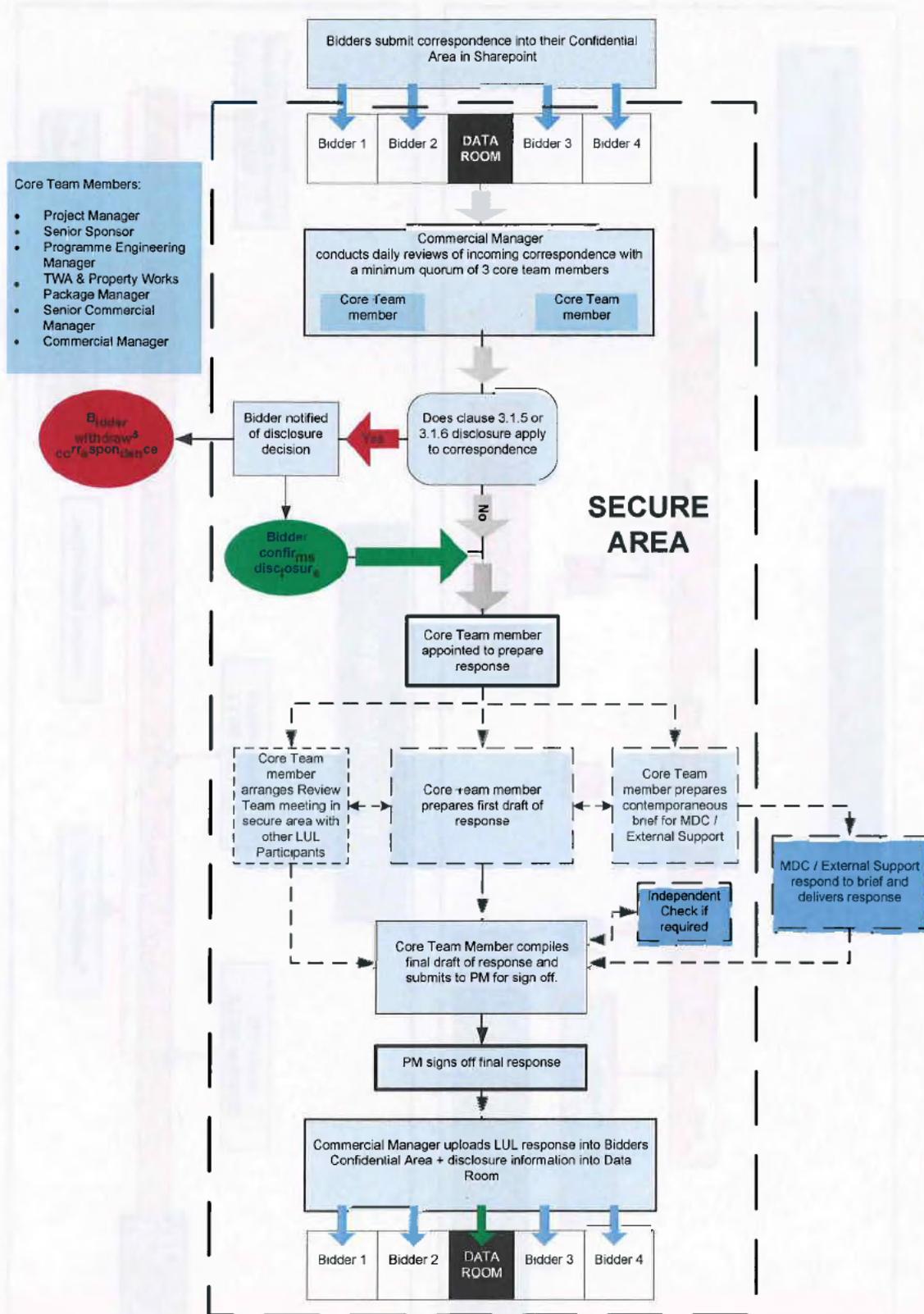
Where so referred, the Independent check will be completed before the final written response is submitted to the Project Manager for signature. It is expected that meetings / discussions with the Independent Checker will take place in the Secure Area.

Gall Zeidler Consultants will be retained as the Independent Checker for engineering subjects. Other independent checkers for other subject areas will be appointed as required.

Appendix A – Procurement Schedule



Appendix B – Management of Bidders correspondence.



Appendix C – ICE Topic Management.

