

City Centre to Māngere Light Rail Project

Response Requirements Document

Strictly Private and Confidential

31 July 2019



Ministry of Transport

TE MANATŪ WAKA

New Zealand Government

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Background and Purpose

1. Project Overview

- 1.1.1. The City Centre to Māngere Light Rail Project (the CC2M Project or the Project) is a priority in the Auckland Transport Alignment Project (ATAP) investment package agreed by Government and Auckland Council. It connects the Auckland City Centre with Auckland Airport, as well as numerous communities along the way. The intention of the Project is to expand Auckland's mass transit network to improve access thereby encouraging a shift to public transport and enabling quality urban communities. It is intended that this line will be a key, main trunk of a modern mass transit system for the city.

2. Background to this Process

- 2.1.1. The CC2M Project will be the spine of a modern mass transit network that will transform Auckland's transport network to connect people to jobs and education and drive change to the city's urban form. As outlined in ATAP, it forms the first priority for construction of the mass transit network, with future expansion planned for the Northwest and the North. The CC2M Project is also one of New Zealand's largest infrastructure investments and it is important the Government procures and delivers the project in a way that maximises the benefits and outcomes sought.
- 2.1.2. The New Zealand Transport Agency (the NZTA) has commenced preparation of an indicative business case for the Project and early stage market engagement, which is consistent with its 'business as usual' approach to infrastructure investment.
- 2.1.3. A joint venture (JV) of the New Zealand Superannuation Fund (NZSF) and Canadian institutional investor, Caisse de dépôt et placement du Québec (CDPQ) (together, NZ Infra) has approached the Government with an alternative proposal to deliver the Project. The NZ Infra proposal falls outside the Government's 'business as usual' terms and expectations, but may present a new approach to infrastructure financing and delivery.
- 2.1.4. The Government requires further information in order to determine the Preferred Delivery Partner. Accordingly, the Government is seeking further information in relation to both Proposals in order to assess these Proposals against established project-related outcomes (the Key Outcomes) and other evaluation criteria as well as public value (including value for money) and public policy considerations. This will enable the Government to make a clear and robust decision on its Preferred Delivery Partner.
- 2.1.5. The process agreed by Cabinet reflects that the indicative business case prepared by NZTA during 2018 and the unsolicited proposal submitted by NZ Infra were developed in entirely different ways and applied different assumptions. As a result, the two Proposals, as of today, are not readily comparable with each other. Cabinet has agreed that over the period to the end of November 2019, both Respondents should continue to advance and refine their Proposals to a level whereby the Government is able to make a decision on its Preferred Delivery Partner.
- 2.1.6. This document seeks to provide Respondents with clarity on the nature of information needed to support their Proposals for the CC2M Project. Respondents will also note that this document asks them in places to consider the Government's intent to expand the light rail network as outlined in ATAP. [REDACTED]

Withheld as the information is commercially confidential and to protect the confidentiality of advice tendered by Ministers or officials

3. Wider Public Policy Considerations

- 3.1.1. Taking a long term view of the Project's contribution to New Zealand's transport system will raise a set of policy considerations for Ministers. The key issues will include:
- The Government's views on the partnership approach that can be achieved with both Respondents and its confidence in how the different partners would perform in operating a key transport asset over the long term.
 - The Government's preferred approach to funding and financing large scale multi-generational transport projects.
 - The nature and duration of any commercial or operational arrangements or legislative and regulatory changes sought by a Respondent and understanding any potential flow-on consequences.
 - The impact of a Respondent's Proposal on the development of an integrated transport system that meets Auckland's needs now and over the long term.
 - The nature and allocation of the risks and responsibilities presented by the two Proposals and any consequential impacts for the Government.
- 3.1.2. This Response Requirements Document is designed to elicit responses that demonstrate Respondents' understanding of these public policy considerations and enable the Ministry to understand the relative trade-offs between Proposals. The Ministry recognises that additional considerations may arise from elements of a Respondent's Proposal and these will also be reflected in advice provided to Ministers on the merits of the Proposals from both a Project and system perspective.
- 3.1.3. The ultimate decision as to the Preferred Delivery Partner lies with Cabinet. It is acknowledged that Cabinet may, having received the Secretary of Transport's recommendation, require further information or decide on an alternative course of action. It is anticipated that if Cabinet elects to proceed with one of the Respondents as the Preferred Delivery Partner, the Ministry will enter into an arrangement with that Respondent for an exclusive negotiation period with a view to finalising the contractual arrangements for the Project.

4. Key Outcomes and Project Scope

- 4.1.1. The Ministry has adopted an approach that allows Respondents flexibility in determining how they might deliver the Project. Consistent with this approach, the Ministry has identified a set of Key Outcomes to guide Respondents in the preparation of their Proposals. Respondents must demonstrate how these Key Outcomes have been considered in developing core elements of their Proposals, and specifically, explain and demonstrate how their overall solution will deliver the Key Outcomes.
- 4.1.2. Consistent with a maximum flexibility, minimum constraints approach, the Ministry is not seeking to specify how Respondents might develop their Proposals to design, construct, finance, maintain and operate the Project. To assist the Ministry's understanding of each Respondent's Proposal and to enable a fair comparison of the deliverability, affordability and fitness for purpose of each Respondent's Proposal, the Ministry has identified an indicative scope for the Project. While this scope is not prescriptive, Respondents should clearly identify any departures from this scope together with the reasons why the Respondent believes that any such departures deliver a superior outcome. The indicative scope for the Project is included in Appendix D.

5. Purpose of This Document

- 5.1.1. This document sets out the minimum response requirements that the Ministry considers necessary to enable an evaluation of the two Proposals and to inform a Cabinet paper in early 2020.
- 5.1.2. The Ministry will evaluate the two Proposals in accordance with the process described in this document. The evaluation will inform the Secretary of Transport's recommendations to Cabinet and assist them in their task of selecting a Preferred Delivery Partner. Further, if Cabinet elects to proceed with a Respondent as the Preferred Delivery Partner, that Respondent's submitted Proposal shall be considered to represent the Respondent's position with respect to the contractual arrangements (including a detailed Project Agreement) to be negotiated during the exclusive negotiation period to follow.

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Key Outcomes

6. Background

6.1.1. The four Key Outcomes are set out in further detail below. These Key Outcomes are integral to delivering public value (including value for money) and securing broader outcomes for Auckland.

6.2. Key Outcome 1: Access and Integration

Improved access to opportunities through enhancing Auckland's Rapid Transit Network and integration with Auckland's current and future transport network.

6.2.1. The CC2M Project must improve access to labour markets, education and social activities. Improved commute times and reliability of journeys increase the size of the labour pool that can be drawn upon, thereby enhancing productivity over time. Good access to education also contributes to productivity and quality access to jobs, education and social activities generally improves people's quality of life.

6.2.2. The CC2M Project should maximise the potential to realise economic benefits from existing and expected concentrations of economic activity in the city centre, the airport precinct and along the corridor.

6.2.3. The CC2M Project is part of building out Auckland's Rapid Transit Network (the RTN). For the Project to improve access for Aucklanders it must integrate with Auckland's current and future public transport network, and active transport modes. In this way, it will drive greater access to opportunities for those communities in the corridor and beyond.

6.2.4. Over the next decade, public transport use in Auckland is projected to grow strongly, increasing the already significant pressure on bus services. Alleviating bus capacity constraints in the city centre is essential to the effective functioning of Auckland's transport network and the CC2M Project plays a critical role in this.

6.2.5. Proposals for the CC2M Project need to demonstrate improved access to the labour market, employment areas, education and social and recreational opportunities including:

- Improved access to major and growing employment areas, especially the city centre and Auckland Airport precinct;
- Improved travel times for Key Journeys;
- Improved access to student positions by public transport;
- Increased public transport mode share for students in the corridor; and
- Improved access to social and recreational facilities.

6.2.6. Proposals for the CC2M Project need to demonstrate integration with the current and future transport network including:

- Increased public transport patronage across the Auckland network;
- Ease of transfer between the proposed light rail and other public transport services;
- Alignment with planned investment in active modes of transport;
- Responsiveness to and flexibility for network changes; and

- Increased public transport mode share at network level and in the corridor.
- 6.2.7. Proposals for the CC2M Project need to demonstrate provision of additional capacity and improved efficiency of the network including:
- Alleviation of current and forecast bus capacity constraints in the city centre;
 - Increased corridor capacity and utilisation of capacity;
 - Increased public transport patronage in the corridor; and
 - Increased service frequency.

6.3. Key Outcome 2: Environment

Optimised environmental quality and embedded sustainable practices.

- 6.3.1. Continued population growth and urban development are likely to increase the severity and intensity of pressure on Auckland's natural environment. The long lived nature of transport infrastructure necessitates a sustainable approach. This requires environmental impacts to be minimised both during construction and in operation. Opportunities should also be identified to protect and enhance the natural environment where possible.
- 6.3.2. The CC2M Project will be part of Auckland's low-emissions and low-carbon future. This requires embedding long-term climate change considerations into planning decisions and infrastructure design and delivery.
- 6.3.3. Proposals for the CC2M Project need to show how natural environmental outcomes will be optimised and sustainable practices embedded including:
- Reduced CO² emissions;
 - Reduced harmful air pollutants;
 - Improved quality of run-off into waterways;
 - Enabled kaitiakitanga outcomes in the management of natural resources;
 - Positive impacts on the natural environment;
 - Maintained and improved ecosystems; and
 - Protected physical and visual integrity of natural features and landscapes, including volcanic landscapes.

6.4. Key Outcome 3: Urban and Community

Enabling quality integrated urban communities, especially around Māngere, Onehunga and Mt Roskill.

- 6.4.1. The CC2M Project is approximately 23 kilometres in length from the city centre through to Auckland Airport. It passes through a wide variety of environments and incorporates diverse communities.
- 6.4.2. Rapid transit shapes urban form and the CC2M Project is expected to enable high density development along the corridor and support good amenity and liveability for communities particularly in centres and around stations. Good connectivity to the light rail line is expected to promote more pedestrian-oriented communities that are less car dependent.
- 6.4.3. The number of people living, working and travelling within the CC2M corridor is expected to grow significantly over the next 30 years with significant housing and business development capacity enabled by the Auckland Unitary Plan. In addition to the City Centre, Wynyard Quarter, Dominion

Road, Mt Roskill, Onehunga and Māngere (in particular) are expected to undergo a significant amount of housing and business growth.

- 6.4.4. The CC2M corridor contains substantial areas of publicly owned land for which the Government has housing redevelopment plans. The CC2M Project is considered to be one of the keys to unlocking this potential development.
- 6.4.5. To maximise the benefits of the CC2M Project, it is essential that the transport solution is fully integrated with land use planning and urban development.
- 6.4.6. Proposals for the CC2M Project need to identify how the Project will enable quality integrated urban communities including:
- Potential for additional enabled capacity within 500m and within 1km of a strategic station location;
 - Positive visual impact of the light rail infrastructure;
 - Facilitating transformation of areas around stations while building on local identity;
 - Incorporation of Te Aranga Māori design principles; and
 - Delivery of quality, safe and active public spaces (including streets and any new public spaces).

6.5. Key Outcome 4: Experience

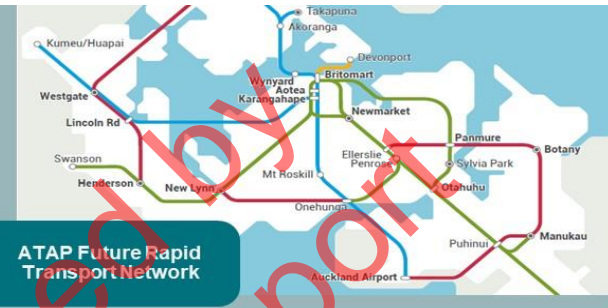
A high quality service that is attractive to users, with high levels of patronage.

- 6.5.1. There are a number of factors that will contribute to the quality of the CC2M Project customer experience and therefore drive its greater use, contributing to overall public transport mode share. Factors include convenience, timeliness, frequency, accessibility, information services and overall customer service.
- 6.5.2. Safety is also a critical component of the experience, including a feeling of safety along the route, in stations, in vehicles and around access to the stations.
- 6.5.3. Proposals for the CC2M Project need to demonstrate how a high quality, attractive service with high levels of patronage will be enabled including:
- Quality passenger experience;
 - Reliable service;
 - Operational resilience;
 - Safety features and standards; and
 - Compliance with applicable accessibility standards

City Centre to Māngere (CC2M) Light Rail Outcomes

ATAP Expectations for the Airport-City Corridor

- Alleviate current and forecast bus capacity constraints in the city centre. A substantial increase in public transport capacity and efficiency is required.
- Improve access to growing employment areas, particularly at and around Auckland Airport.
- Unlock significant growth potential along the corridor, especially around Māngere, Onehunga and Mt Roskill.
- Provide an attractive and reliable "one seat journey" between the city centre and airport for travellers.



ATAP Future Rapid Transport Network

Outcomes Framework

Access and Integration Improved access to opportunities through enhancing Auckland's Rapid Transit Network and integration with the current and future transport network 40%	Environment Optimised environmental quality and embedded sustainable practices 15%	Urban and Community Enabling of quality integrated urban communities, especially around Māngere, Onehunga and Mt Roskill 30%	Experience A high quality service that is attractive to users and highly patronised 15%
Improved access to the labour market, and employment areas <ul style="list-style-type: none"> Improved access to major and growing employment areas, especially the city centre and Auckland Airport precinct Improved traveltimes for key journeys 	Reduced greenhouse gases <ul style="list-style-type: none"> Reduced CO₂ emissions¹ 	Enabling of growth through intensification <ul style="list-style-type: none"> Potential for additional enabled capacity² within 500m and within 1km of a strategic station location Enabling the redevelopment of major public landholdings along the corridor within 500m and within 1km of a station 	A reliable and resilient service <ul style="list-style-type: none"> Quality passenger experience Reliable service Operational resilience
Improved access to education <ul style="list-style-type: none"> Improved access to student positions by public transport Increased public transport mode share for students in the corridor 	Improved air quality <ul style="list-style-type: none"> Reduced harmful air pollutants¹ 	Strengthened quality of urban environment <ul style="list-style-type: none"> Positive visual impact of light rail infrastructure Facilitating transformation of areas around stations while building on local identity Incorporation of Te Aranga Māori design principles Delivery of quality, safe and active public spaces (including streets and any new public open spaces) 	Improved safety of travel in Auckland <ul style="list-style-type: none"> Safety features and standards
Improved access to social and recreational opportunities <ul style="list-style-type: none"> Improved access to social and recreational facilities 	Improved water quality <ul style="list-style-type: none"> Improved quality of run-off into waterways¹ 		
Integrated with the current and future network <ul style="list-style-type: none"> Increased public transport patronage across the Auckland network Ease of transfer between the proposed light rail and other public transport services Alignment with planned investment in active modes of transport Responsiveness to and flexibility for network changes Increased public transport mode share at network level and in the corridor 	Protected and enhanced natural environment, including outstanding natural features and landscapes <ul style="list-style-type: none"> Enabled kaitiaki/guardians outcomes in the management of natural resources Positive impacts on the natural environment Maintained and improved ecosystems Protected physical and visual integrity of natural features and landscapes, including volcanic landscapes 		Access for people of all abilities <ul style="list-style-type: none"> Compliance with accessibility standards
Additional capacity and improved efficiency <ul style="list-style-type: none"> Alleviation of current and forecast bus capacity constraints in the city centre Increased corridor capacity and utilisation of capacity Increased public transport patronage in the corridor Service frequency 	¹ Mandatory requirements	² Additional capacity above the existing enabled capacity	

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Proposal Process

7. Background

- 7.1.1. As a condition precedent to participation in the Proposal Process, Respondents have agreed a set of probity and process requirements. This is in the form of a Deed with NZ Infra and an acknowledged letter with the NZTA. Even though the forms of document differ, expectations of the Respondents are the same.
- 7.1.2. All parties have agreed to abide by the probity and process requirements, the terms of this Response Requirements Document and the Proposal Process. The Ministry is committed to ensuring that the Proposal Process is fair and that both Respondents are given the opportunity to develop and submit their best solution.
- 7.1.3. The Ministry is **not** seeking fully formed project Proposals (for example, it is not required that Respondents include committed construction and maintenance partners or financing). However, it does require a sufficient level of information (as set out in the Response Requirements below) to allow the Ministry to evaluate the nature, viability and deliverability of each Respondent's Proposal.
- 7.1.4. It is anticipated that the selected Preferred Delivery Partner will enter an exclusive negotiation period with the Ministry with a view to finalising all contractual arrangements (including the Project Agreement). The Ministry intends to agree with Respondents the terms governing the exclusive negotiation period prior to the submission of Proposals.

8. Programme

Milestone	Target Date/ Status
Response Requirements Document released	31 July 2019
RRD Briefing	Week commencing 5 August 2019
Commencement of Clarification Question process	Week commencing 5 August 2019
Commencement of Interactive Engagement Process	Week commencing 12 August 2019
Submission of Early Deliverables <ol style="list-style-type: none"> 1. Commercial Terms / Risk and Responsibility Allocation Principles 2. Indicative Proposed Route Alignment 3. Legislative or Regulatory Changes 	2 September, 30 September, and 11 October, for discussion at IEP Meetings in September and October.
Final Clarification Questions and Interactive Engagement Process Meetings	Week commencing 11 November 2019
Deadline for Submission of Proposals	29 November 2019
Evaluation and clarification process	Q1 2020

9. Probity

- 9.1.1. The Ministry has appointed an independent Probity Auditor to provide project and probity assurance during the Proposal Process as follows:

██████████
Associate Director, Specialist Audit and Assurance Services
Audit NZ
Mobile: ██████████
Email: ██████████

Withheld to protect
the privacy of
natural persons

- 9.1.2. The Probity Auditor is not an employee of the Ministry. A Respondent concerned about any procedural issue has the right to contact the Probity Auditor and request their review of the issue. The issue will be dealt with by the Probity Auditor as they deem appropriate. The Ministry expects that this will include written advice to the relevant parties regarding the outcome of any review.
- 9.1.3. The Ministry is committed to ensuring that each of the Respondents in the Proposal Process are treated fairly and equally. The Ministry has a Probity Plan in place for the Proposal Process and there are also external (Probity Auditor) and internal (evaluation moderation processes) checks in place to ensure a fair, robust and balanced assessment of Respondents' Proposals.

10. Project Information

- 10.1.1. The Ministry is committed to ensuring that Respondents have access to historic work on the CC2M Project and is working with key agencies (including the NZTA, Auckland Transport, Auckland Council, the Ministry for Housing and Urban Development and the Ministry for the Environment) to ensure that as much information as possible is made available to Respondents for the Proposal Process. This information will be made available via a secure Virtual Data Room.
- 10.1.2. The Ministry's Authorised Representative will provide each Respondent with access to the Virtual Data Room.
- 10.1.3. Given the tight timeframes for the Proposal Process, the Ministry is focusing on ensuring that the most important information is made available in the Virtual Data Room as soon as possible. The Ministry is working with the key agencies identified above to identify further relevant information and will organise for information to be added to the Virtual Data Room as expeditiously as possible.
- 10.1.4. While the Ministry is using its reasonable endeavours to include relevant information in the Virtual Data Room, each Respondent acknowledges and agrees that the Virtual Data Room will not, and is not intended to, contain the only information that is relevant to the CC2M Project.
- 10.1.5. Not all historic information has been able to be included in the Virtual Data Room, particularly where information is subject to privilege or other ownership rights. Where a Respondent considers further information is required, it may formally request (through the Clarification Question process) that this information be sought by the Ministry and made available to all Respondents.
- 10.1.6. The provisions of the probity and process requirements relating to Disclosed Information apply (without limitation) to the information contained in the Virtual Data Room. In particular, Respondents should be aware that the information made available in the Virtual Data Room was produced at a specific time for a specific purpose and should not constrain a Respondent's solution. The Ministry and its Associates make no warranty or representation with respect to the completeness, accuracy, adequacy, correctness or fitness for any purpose of such information.

11. Authorised Representative and Communications

11.1.1. Any questions regarding the Proposal Process or requests for further information that may be reasonably required by a Respondent to complete its Proposal must be addressed to the Authorised Representative:

Amelia East
Project Director – City Centre to Mangere Light Rail Project
Ministry of Transport

Email: [REDACTED]

11.1.2. All communication from a Respondent to the Ministry must be in writing and be emailed to the Authorised Representative, at the email address above. Telephone requests will not be accepted.

11.1.3. The Ministry will acknowledge receipt of any communication within one Business Day.

12. Contact with the Ministry, Key Agencies, Iwi and Stakeholders

12.1.1. With respect to any matter in relation to the Project or the Proposal Process, Respondents are precluded from making contact with:

- the Ministry;
- Auckland Transport (including its Board of Directors and staff);
- Auckland Council (including elected members, local boards and staff);
- the NZTA;
- Iwi;
- the Treasury;
- any other governmental agency or officer, or any of their Associates;
- any of the Ministry advisers to the Project;
- any Members of Parliament; or
- Stakeholders;

other than the Authorised Representative (as named above) to discuss any aspect of or in connection with the Project or this Response Requirements Document, other than in accordance with any agreed communications plan.

12.1.2. The Ministry is not seeking to limit Respondents' access to key information or individuals but rather to facilitate that access in a manner that preserves fairness. This includes ensuring that Respondents have equal ability to access central government and local government agencies and stakeholders.

12.1.3. Where a Respondent wishes to meet with a representative of the Ministry or any other stakeholder, a request must be submitted in writing to the Authorised Representative. The Authorised Representative, acting reasonably, may approve the request for a meeting including whatever additional conditions the Authorised Representative considers necessary.

12.1.4. References to stakeholders in this section include:

- Auckland Council organisations and elected members;
- Auckland Airport;
- City Rail Link Limited;
- KiwiRail;
- utilities providers;
- infrastructure owners and operators;
- potentially affected community and resident groups;
- potentially affected business groups; and
- any other specific stakeholders identified in this Response Requirements Document.

12.1.5. Auckland Transport and Auckland Council will provide Respondents with community and stakeholder feedback and input during the Proposal Process based on historical engagement through previous phases of the CC2M Project.

13. Clarification Questions

13.1.1. Respondents may ask Clarification Questions on any matters relating to the content of this Response Requirements Document from 5 August 2019 up to and including 15 November 2019. This Clarification Question process is intended to be used by Respondents to raise questions relating to this document and the Proposal Process, not questions relating to a Respondent's proposed solution (which are the focus of the Interactive Engagement Process below).

13.1.2. Clarification Questions must be in writing and be emailed to the Authorised Representative at [REDACTED]

13.1.3. The Ministry will provide its response to Clarification Questions to both Respondents, subject to the following. Where a Respondent's Clarification Question includes commercially sensitive information the Respondent may request that the Clarification Question, and any response to that question from the Ministry, be given 'Commercial in Confidence' status. The Ministry will consider any such request and where the Ministry:

- agrees that the Respondent's Clarification Question includes commercially sensitive information, then the Ministry will notify the Respondent accordingly and treat the question and any response as commercially sensitive to the Respondent; or
- does not agree that the Respondent's Clarification Question includes commercially sensitive information, then the Ministry will notify the Respondent accordingly. The Respondent may then elect to withdraw the Clarification Question (in which case it will not be answered by the Ministry) or to confirm that it should not be treated as commercially sensitive (in which case the question and any response will be made available to both Respondents).

13.1.4. Commercial in Confidence Clarification Questions must be emailed separately from other Clarification Questions and must be clearly marked 'Commercial in Confidence'.

14. Interactive Engagement Process

14.1.1. The Ministry will take an interactive approach to the Proposal Process. This will provide each Respondent with an opportunity to meet with the Ministry to discuss the development of its Proposal, and to seek clarification and feedback so as to better understand the requirements and

objectives of the Ministry. The primary aim of the Interactive Engagement Process (IEP) is to improve the quality of Proposals.

- 14.1.2. The IEP seeks to provide meaningful interaction between the Ministry and each Respondent within a framework that ensures the principles of probity are adhered to and the integrity of the Proposal Process is protected at all times.
- 14.1.3. In order to allow full and frank discussion, all IEP Meetings will be non-contractual. IEP Meetings will not be formally minuted, but agreed actions may be recorded. Audio and/or video recordings of IEP Meetings will not be permitted and neither the Ministry nor a Respondent may place reliance on any response given or information provided in the IEP Meetings.
- 14.1.4. Responses, Early Deliverables, draft Proposals and any other information provided by each Respondent to the Ministry during IEP Meetings will not be considered to form part of the Respondent's Proposal and will not be taken into consideration in the evaluation of the Respondent's Proposal unless incorporated in the final Proposal submission.
- 14.1.5. Should a Respondent wish to formally confirm any topic discussed as part of an IEP Meeting, it must do so through the Clarification Questions process.

14.2. IEP Meeting Timetable

- 14.2.1. The IEP Meetings are a significant logistical undertaking for the Ministry. In order to assist with organisation, each Respondent will be allocated one Business Day per fortnight as their scheduled IEP Meeting day (e.g. every 2nd Tuesday), for the period from 12 August to 15 November (the IEP Period). The Authorised Representative will advise each Respondent of its respective allocation for IEP Meetings.

14.3. IEP Meeting Format

- 14.3.1. IEP Meetings will take place in Wellington or Auckland (depending on the location of the majority of attendees) at venues arranged by the Ministry. For logistical reasons, a maximum of 8 personnel representing the Respondent may be present in an IEP Meeting at any one time, unless otherwise agreed by the Ministry.
- 14.3.2. IEP Meetings belong to the Respondent. The Respondent will be responsible for setting the agenda and chairing all IEP Meetings, however the Ministry reserves the right to add items to the agenda where it is deemed appropriate. The Ministry anticipates that there will be some matters that will need to be discussed during the course of the IEP Meetings in order to allow Respondents to receive timely feedback and to ensure that the Ministry has a good understanding of any key issues that might be material to the overall viability of the Proposals as they arise. Such matters are likely to include:
 - Draft commercial terms;
 - Risk and responsibility allocation principles;
 - The Respondent's proposed route alignment; and
 - Any regulatory or legislative amendments proposed.
- 14.3.3. Respondents should prioritise the scheduling of these matters (and corresponding deadlines as set out in section 15.1.1) when submitting their indicative IEP programme (IEP Programme).
- 14.3.4. The Ministry will involve appropriate subject matter experts as well as technical, commercial and legal advisors on an as required basis, and as determined by the Ministry based on the agenda provided by the Respondent. The Ministry does not guarantee the availability of relevant subject matter experts unless sufficient notice is given.
- 14.3.5. Each Respondent must:

- a) by 12 August 2019, submit an IEP Programme showing the Respondent's outline programme for its proposed IEP Meetings. The IEP Programme must provide sufficient detail to enable the Ministry to determine on an indicative basis those subject matters experts who are likely to be required, and when, for the Respondent's IEP Meetings;
 - b) at least 5 clear Business Days in advance of each meeting, submit its proposed meeting time and length and discussion topics (indicating the relevant subject matter areas) for the relevant meeting. This is to provide the Ministry sufficient time to confirm and arrange subject matter experts to attend the relevant meetings;
 - c) at least two clear Business Days in advance of each meeting, submit its confirmed agenda and meeting time and length; and
 - d) by the date specified in section 15.1.1 below, submit all relevant materials in relation to an Early Deliverable.
- 14.3.6. IEP Meetings may take place between 10am and 5pm, unless otherwise agreed with the Ministry. Respondents should not feel obliged to utilise each IEP Meeting, or the full time period, if they do not consider it to be necessary.
- 14.3.7. Respondents must take into account any amendments or additions the Ministry may request to a Respondent's discussion topics and agenda.
- 14.3.8. Respondents are encouraged to submit any supporting information to the Ministry in advance of the IEP Meetings. This will assist the Ministry in maximising the usefulness of its engagement with Respondents at the IEP Meetings.
- 14.3.9. Subject to the application of any relevant law that would require or permit disclosure of confidential information (including without limitation the Official Information Act 1982 and the Local Government Official Information and Meetings Act 1987), or as required by convention or Parliamentary or Cabinet Office practice, the Ministry, and its advisors will treat all information submitted and/or discussed in the IEP Meetings as commercially confidential (unless otherwise agreed with the Respondent). The Ministry reserves the right to discuss aspects of a Respondent's Proposal with statutory bodies, utility companies and other such entities as required. Subject to any disclosure required or permitted by law, confidential information will only be disclosed in these discussions after the Ministry gains the affected Respondent's approval and in any event these discussions will be conducted as being commercially confidential.

15. Early Deliverables for Discussion at IEP

- 15.1.1. Commercial terms (including risk and responsibility allocation), route alignment, and legislative or regulatory changes that Respondents may seek could materially affect the acceptability of Respondents' Proposals or the ultimate Project timetable. Early responses on these matters are therefore to be submitted and discussed with the Ministry during IEP Meetings, prior to final Proposal submission.

Early Deliverable	Due Date and IEP Meeting for Discussion
Draft Commercial Terms Sheet (including risk and responsibility allocation)	Due Monday 2 September, for discussion at September IEP Meeting
Indicative Route Alignment response	Due Monday 30 September, for discussion at October IEP Meeting

Any legislative or regulatory amendments that may be sought	Due Friday 11 October, for discussion at November IEP Meeting
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- 15.1.2. Early Deliverables are to be submitted to the Ministry's Authorised Representative in electronic form.
- 15.1.3. Material changes to Early Deliverable content following discussion with the Ministry at the relevant IEP meeting should be noted briefly at any subsequent IEP meeting and addressed in the Respondent's Proposal.

16. Site Familiarisation

16.1. Site Inspections

- 16.1.1. Respondents may visit publicly accessible areas at any time. When visiting these areas, however, Respondents are requested to show sensitivity towards the local community and businesses, particularly in residential areas and community spaces.
- 16.1.2. Respondents may request, via the Authorised Representative, that the Ministry arrange access to sites that are not publicly accessible for the purpose of site inspections. Respondents must not contact anyone other than the Authorised Representative in relation to such sites. Respondents who have access to sites that are not publicly accessible through other contracts or arrangements must not access that information for the purpose of the Proposal Process under those arrangements and will direct all requests to the Authorised Representative.
- 16.1.3. Where the Ministry is able to facilitate access, it will provide the Respondent with information in relation to the timing of the site inspection together with any safety and training requirements and the processes and protocols that must be followed.

16.2. Site Investigations

- 16.2.1. The Ministry expects each Respondent's Proposal to reflect what can reasonably be known about sites included within its proposed route alignment. The Ministry has provided access to available information via the Virtual Data Room however it recognises that Respondents will likely require additional information.
- 16.2.2. The Ministry anticipates that the majority of site investigations will be undertaken during the next phase once a Preferred Delivery Partner has been selected. While it is unlikely that major site investigations will be able to be facilitated within the Proposal Process, the Ministry is open to undertaking further investigations where these are practicable and the Ministry determines that such site investigations are likely to be of benefit to both Respondents. Where the Ministry agrees to undertake such investigations, it will meet the associated cost.
- 16.2.3. Where a Respondent wishes the Ministry to consider undertaking such investigations it must submit a request to the Authorised Representative. The Ministry will consider that request and reserves the right to request further information from a Respondent and to limit (and prioritise) the number of investigations carried out.
- 16.2.4. Respondents will be responsible for their own interpretation of the information resulting from any site investigations and will be deemed to have satisfied themselves as to the nature of the investigation data and the sufficiency of their submitted designs and responses.

17. Submission of Responses

17.1. Lodgement of Proposals

17.1.1. Proposals must be submitted by midday on 29 November 2019 (the Closing Date and Time).

17.1.2. Proposals are to be delivered to:

Mr. Bryn Gandy
Ministry of Transport
3 Queens Wharf, Wellington

17.2. Form of Proposals

17.2.1. Each Respondent must submit three printed copies of each of its:

- Response Requirements Proposal (excluding pricing information); and
- Pricing Proposal;

together with an electronic copy in both PDF format and in a Microsoft (2010) compatible format provided on USB, including all relevant appendices or schedules.

17.3. Basis for further discussions

17.3.1. It is anticipated that the selected Preferred Delivery Partner will enter an exclusive negotiation period with the Ministry with a view to finalising all contractual arrangements (including the Project Agreement).

17.3.2. Each Respondent acknowledges that, if it is selected as the Preferred Delivery Partner, its Proposal shall be considered to represent the Respondent's position with respect to the contractual arrangements to be negotiated during the exclusive negotiation period.

17.3.3. The Ministry intends to agree with Respondents the terms governing the exclusive negotiation period prior to the submission of Proposals.

17.3.4. Appointment as the Preferred Delivery Partner in no way constitutes a legal agreement between the Ministry and the relevant Respondent or implies or creates any obligation on the Ministry to enter into contractual arrangements with the Preferred Delivery Partner for the Project.

18. Respondents' Costs

18.1.1. In accordance with the probity and process requirements agreed with Respondents, each Respondent will be responsible for meeting the costs involved in submitting a Proposal and participating in the Proposal Process.

18.1.2. Following the conclusion of the Proposal Process, if the Government decides not to proceed with the Proposal submitted by a Respondent, the Ministry may in its absolute discretion reimburse the Respondent its reasonable design and study costs in consideration for the purchase of unfettered rights to such intellectual property contained within the Respondent's Proposal.

18.1.3. The Ministry values private sector innovation and reserves the right to utilise any element of the purchased intellectual property on the Project and / or across the wider transport infrastructure.

18.1.4. The Intellectual Property Payment will be subject to the Ministry receiving satisfactory evidence from the Respondent as to the quantum of reasonable design and study costs and that such costs were incurred in connection with design (as distinct from wider costs).

19. Rights & Obligations

19.1.1. In accordance with the probity and process requirements agreed with Respondents, each Respondent acknowledges and agrees to the Ministry's right at its absolute discretion (but having regard to probity principles) to:

- (a) suspend, terminate or modify the Proposal Process;
- (b) vary or supplement any of the Response Requirements Document terms, conditions and requirements;
- (c) require additional information from either Respondent;
- (d) not enter into any agreement in relation to the matters described in the Response Requirements Document or enter into one or more agreements in relation to such matters;
- (e) withdraw, cancel or modify (substantially or otherwise) the Project;
- (f) revert to public sector delivery of the Project;
- (g) accept or reject any Proposal that does not comply with the requirements of the Response Requirements Document or the probity and process requirements, or which is otherwise incomplete;
- (h) liaise or negotiate with either Respondent without disclosing this to, or doing the same with, the other Respondent;
- (i) not attribute any reasons for any actions or decision taken including in respect of the exercise of any or all of the above mentioned rights; and
- (j) take such other action as it considers appropriate in relation to the Proposal Process.

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Evaluation Methodology

20.1.1. The purpose of this process is to enable an evaluation of the two Respondents' Proposals, so as to inform a Cabinet paper in early 2020 in relation to selecting a Preferred Delivery Partner who will achieve public value and deliver the Key Outcomes for the Project. The evaluation criteria below will be used to evaluate Proposals and to inform the Ministry's policy considerations.

21. Evaluation Principles

21.1.1. The Ministry has designed the Response Requirements and evaluation approach to achieve the following aims:

- a) deliver value for money;
- b) support an efficient and fair Evaluation Process;
- c) ensure clarity and certainty of Proposals received;
- d) provide clarity to Respondents on what the Ministry is seeking and what it values;
- e) encourage Respondents to prepare and present a Proposal that meets the Response Requirements and delivers the Key Outcomes;
- f) support an efficient negotiation of the contractual arrangements (including the Project Agreement); and
- g) provide a platform for a successful partnership.

21.1.2. The evaluation approach is inextricably linked to the Response Requirements. The Response Requirements flow from and support the evaluation approach and Evaluation Criteria. The Ministry has only requested information from Respondents that it considers necessary to enable the Government to select a Preferred Delivery Partner.

22. Evaluation Approach

22.1.1. The Ministry will take an evidence-based approach to evaluating Proposals. The Ministry expects each Respondent to provide the appropriate level of evidence and assurance to support its Proposal.

22.1.2. The Ministry will critically evaluate claims and representations made in Proposals. It will also seek specialist advice as part of its Evaluation Process, including from external advisors and key agencies.

22.1.3. Each Respondent should ensure that the evidence provided is both targeted and appropriate to the relevant section of its Proposal. Except where this Response Requirements Document expressly requires otherwise, Respondents are encouraged to cross reference evidence used in multiple sections of the Proposal, rather than repeating such evidence.

23. Evaluation Process

23.1.1. The Evaluation Process will incorporate four core steps:

23.2. Step 1: Compliance Check

23.2.1. Upon receipt, Proposals will be assessed for compliance with the requirements of this Response Requirements Document and the probity and process requirements agreed with Respondents.

23.3. Step 2: Evaluation of Response Requirements

23.3.1. Proposals will be evaluated as follows:

- Proposals will initially be reviewed by individuals within subject matter expert teams (SMETs) and scored against the Evaluation Criteria.
- Due diligence assessments will be undertaken where applicable. Due diligence reports, including any red flags, will be provided to the SMETs and the Overall Evaluation Team (OET) for use in the Evaluation Process.
- Moderation: Once individual SMET members have undertaken their scoring, each SMET will meet and moderate the team's scoring to a single consensus score for the relevant Evaluation Criteria for each Respondent. This moderated score will be provided to the OET together with a detailed SMET evaluation report.

23.4. Step 3: Overall Evaluation

- 23.4.1. The OET will consider the results of the SMET consensus scoring and form a view on which Respondent's Proposal will best achieve public value and deliver the Key Outcomes.
- 23.4.2. The OET will consider the differences between Proposals, the rationale for scoring decisions, specific risks and issues that will need to be taken into account, any further clarification that is required, and specific areas for negotiation with each Respondent.
- 23.4.3. The composition of the OET will reflect the diverse skillset required to make a fully considered recommendation to the Secretary of Transport. Any actual or perceived conflicts of interest will be managed and disclosed to Respondents.

23.5. Step 4: Recommendation to Ministers

- 23.5.1. The Ministry will develop advice on the basis of the OET's recommendation and with reference to applicable public policy considerations, and the Secretary of Transport will make a recommendation to Ministers.

24. Evaluation Criteria

- 24.1.1. The table below sets out the Evaluation Criteria and weightings that will be used in the Ministry's evaluation of Proposals and provides a brief description of each criterion.

Evaluation Criteria		
	Description	Weighting
1	<p>Commercial and Financial</p> <ul style="list-style-type: none">- Commercial Response- Financial Response- Partnership Response <p>The Ministry will be assessing the extent to which the Respondent's Proposal provides clarity on:</p>	20%

	<ul style="list-style-type: none"> • Its intended commercial, financial and partnership arrangements (including proposed commercial terms and risk allocation); • How the Key Outcomes have informed these arrangements; and • How these arrangements will support and enhance public value and deliverability of the Project. 	
2	<p>Technical Solution</p> <ul style="list-style-type: none"> - Technical Solution Response - Sustainability, Environment and Property Response <p>The Ministry will be assessing the extent to which the Respondent's Proposal provides clarity on:</p> <ul style="list-style-type: none"> • Its intended Technical and Sustainability, Environmental and Property responses; • How the Key Outcomes have informed these responses; and • How these responses will support and enhance public value and deliverability of the Project. 	25%
3	<p>Service Delivery</p> <ul style="list-style-type: none"> - Service Delivery Response - Lifecycle and Asset Management Response - Whole of Life Response <p>The Ministry will be assessing the extent to which the Respondent's Proposal provides clarity on:</p> <ul style="list-style-type: none"> • Its intended Service Delivery, Lifecycle and Asset Management and Whole of Life responses; • How the Key Outcomes have informed these responses; and • How these responses will support and enhance public value and deliverability of the Project. 	20%
4	<p>Iwi and Stakeholder Engagement</p> <ul style="list-style-type: none"> - Maori Engagement Response - Community & Stakeholder Response <p>The Ministry will be assessing the extent to which the Respondent's Proposal provides clarity on:</p> <ul style="list-style-type: none"> • Its intended Maori Engagement and Community and Stakeholder responses; • How the Key Outcomes have informed these responses; and • How these responses will support and enhance public value and deliverability of the Project. 	15%

5	<p>Key Outcomes Narrative</p> <ul style="list-style-type: none"> - Access and Integration 40% - Environment 15% - Urban and Community 30% - Experience 15% <p>The Ministry will be assessing the extent to which the Respondent's Proposal provides clarity on how the Key Outcomes will be delivered. While the Ministry anticipates each component of the Evaluation Criteria will incorporate the Key Outcomes, Respondents must also provide clarity regarding their holistic view of the Key Outcomes and how they propose to meet them.</p>	20%
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25. Price evaluation

25.1.1. Respondents' Price Proposals will not be evaluated by the Ministry in arriving at the evaluated score described above. However, the expected cost of the Project under the Respondent's proposed approach (together with its funding, financing and value capture responses which are evaluated) will be incorporated in the Ministry's overall advice to Ministers on the affordability and value for money of the Project.

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Response Requirements

26. Proposal Response Form

26.1.1. Each Respondent Member must complete and sign the Proposal Response Form set out in Appendix B and submit it with its Proposal.

27. Executive Summary

27.1.1. As part of its Proposal, each Respondent must provide an Executive Summary. The purpose of the Executive Summary is to enable an overall understanding of the Respondent's Proposal for delivery of the CC2M Project and its approach to meeting the Key Outcomes. Each Respondent should, without limitation, address the following areas within its Executive Summary:

- a) how the Respondent's solution will deliver the Key Outcomes;
- b) the Respondent's strategy for providing project governance, leadership and management quality;
- c) the Respondent's approach to partnering with the Ministry, with iwi, and with key stakeholders in the delivery of the Project, including how the Respondent will ensure the partnership endures;
- d) how the Respondent proposes to integrate with the existing public transport network and incorporate any future expansion, consistent with the approach outlined in ATAP (whether that expansion is delivered by the Respondent or another party);
- e) summary of the proposed Contractor structure, financial and commercial arrangements and risk allocation;
- f) overall proposals for design and construction of the CC2M Project; and
- g) overall proposals for the operational services in respect of the CC2M Project.

27.1.2. The Executive Summary shall not include any reference to the Pricing Proposal.

28. Commercial Response

28.1.1. The Ministry expects this process to enable an evaluation of the merits of the alternative approaches to the procurement, financing and delivery of the CC2M Project. The commercial response must therefore be sufficiently well developed and provide enough certainty to enable this evaluation and inform a Cabinet decision on how best to proceed.

28.1.2. While it is expected that a number of matters will inevitably remain 'to be determined', the Ministry stresses that uncertain arrangements, and assertion without evidence or rationale, will be scored conservatively. Respondents are invited to test the level of certainty that they intend to provide during IEP Meetings.

28.2. Respondent Structure and Relationships

28.2.1. Respondents must provide the following details for all Respondent Members/proposed providers (where these have been identified), and detail the legal relationships between them:

- Legal name, form and identifiers (company number etc);
- Ownership structure of each Respondent Member (organisation chart up to Ultimate Parent Companies);

- Ownership structure of any Special Purpose Vehicle or Joint Venture established, or to be established, for the purpose of delivering the Project;
- Outline contractual relationships, roles and responsibilities between the parties and any proposed subcontractors; and
- Brief profile of directors and other key personnel to be involved in the Project (name, location, summarised CV, conflicts of interest).

28.3. Respondent Capability, Capacity and Management of the Project

- 28.3.1. Respondents must demonstrate that their proposed solution is deliverable, and that they have both the capability and capacity to deliver it. Please provide details of up to three relevant reference projects and how they demonstrate the Respondent's capacity and capability to deliver the Project. Respondents must demonstrate that they have adequate organisational resources (human, technical and financial) available to dedicate to the Project.
- 28.3.2. Respondents must demonstrate that they have appropriate management and governance capability for all stages of the Project. Please provide an organisation chart outlining the intended governance and management arrangements for each stage of the Project, including a role description for all lead personnel. Please also provide CV's for those lead personnel that are currently identified.

28.4. Commercial Principles and Arrangements

- 28.4.1. Respondents shall provide a description of the proposed contractual arrangements for the delivery and operation of the Project, which shall include the Project Agreement and all related agreements (including direct agreements), including in relation to:
- construction and delivery of the infrastructure;
 - procurement of the rolling stock;
 - operation of the system;
 - funding and financing; and
 - land and utilities.
- 28.4.2. Respondents must provide the following details in relation to such contractual arrangements:
- A structure diagram of the proposed contractual arrangements and the key responsibilities included within those contractual arrangements; and
 - The anticipated risk allocation between the parties and the reasoning behind the specific risk allocation.
- 28.4.3. In addition to understanding the intended 'internal' contracting and commercial arrangements, the Ministry is seeking to understand the Respondents' intended commercial and risk allocation positions with the Government. Respondents are required to complete Appendix C as an Early Deliverable (as well as forming part of their submitted Proposal) clearly outlining any relevant commercial terms that they consider necessary for delivery of the Project. Responses should be comprehensive and clear in their intent, as these will form the basis of evaluation of the commercial response.

28.5. Asset Ownership

- 28.5.1. The Ministry is seeking detailed responses from Respondents that set out the asset ownership expectations that underpin the Respondents' Proposals.

28.5.2. Respondents should provide, at a minimum, an overview of:

- a) asset ownership during the term of the Project, including which party will own what assets and the expected tenure of such asset ownership; and
- b) how assets will be treated on expiry or termination of the Project, including asset transfer arrangements and handback requirements.

28.6. Funding Structure

28.6.1. Each Respondent must clearly demonstrate how it intends to meet the funding requirements of the CC2M Project (as distinct from the financing requirements which are covered in section 29 below), including through user revenue, Government payments, commercial opportunities, and other revenue streams.

28.6.2. Respondents should provide:

- c) an overview of the funding sources, how these are aligned with the Key Outcomes and the reasons why each source of funding is considered appropriate; and
- d) how its proposed approach mitigates funding risks to both the Respondent and the Government.

28.7. Value Creation and Capture

28.7.1. The Ministry is interested in commercial and financial approaches that capture the value created by the Project in order to help fund it. It does not expect such arrangements to be fully formed, but Respondents must adequately explain how they intend to implement such arrangements and the expected contribution to funding the Project.

28.8. Commercial Opportunities

28.8.1. The CC2M Project will enable a number of commercial opportunities that may be either integrated or ancillary to the core Project. The Ministry is seeking to understand the extent to which Respondents are considering such opportunities. Respondents should identify all commercial opportunities which they intend to pursue (either in their own right or with a partner) in conjunction with the Project.

28.8.2. Respondents should specifically identify where they intend to pursue commercial opportunities in relation to land development around the Project, and where they intend to pursue commercial opportunities in relation to the operation of the Project, such as advertising opportunities.

28.9. Separation of Commercial Opportunities

28.9.1. Where a Respondent intends to pursue such commercial opportunities, it must provide details including:

- An overview of the proposed contractual structure, showing that the commercial opportunities are separate from the Respondent's contractual arrangements with the Government;
- Demonstration that the commercial opportunities will not impact on the Government's risk allocation or detract from the Key Outcomes of the Project, including demonstrating they do not materially interfere with the timing for delivery of the Project and will not interfere with the performance of or affect the safe operation of the Project; and
- The way in which revenue from commercial opportunities may be used to fund the Project.

28.10. Programme to Contractual Close

28.10.1. The Ministry is focused on ensuring the efficient delivery of the Project which includes timely conclusion of negotiations with the Preferred Delivery Partner.

28.10.2. Respondents are to provide a Gantt chart in editable format (MS Project compatible) and narrative response detailing the timeline and steps required from the appointment of Preferred Delivery Partner to Contractual Close. This programme, when read with the Delivery Programme, should contain all works required to deliver the Project.

29. Financial Response

29.1. Financing Structure

29.1.1. Each Respondent must clearly demonstrate how it intends to meet the financing requirements of the CC2M Project.

29.1.2. Respondents should provide:

- a) an overview of the intended financing structure during each phase of the Project;
- b) the reasons why each source of financing has been selected; and
- c) the identity of all known parties proposed to provide finance.

29.1.3. Each Respondent must demonstrate that its proposed financing is deliverable with a reasonable degree of certainty.

29.2. Financial and Commercial Robustness

29.2.1. The Ministry recognises that Respondents' Proposals may not include fully committed construction and delivery contracts or finance. As such, Respondents are to demonstrate how the proposed financial and commercial model is robust and able to withstand market changes, price increases and other elements of risk.

29.3. Financial Model

29.3.1. Each Respondent must submit a financial model for the Project.

29.3.2. The financial model must support the Proposal and be consistent with the responses regarding risk and responsibility allocation and commercial principles.

30. Partnership Approach

30.1.1. In order to achieve the Key Outcomes a partnership approach across a range of agencies is required. Each Respondent must provide a plan outlining the key agencies that it will partner with, why it considers each relationship important and the nature of the partnership it will form with each agency.

30.1.2. The Government's views on the partnership approach that can be achieved with both Respondents and its confidence in how the different partners would perform in operating a key transport asset over the long term is a key element of the evaluation.

31. Technical Solution

31.1. Design Form and Visual Appearance

31.1.1. The Project is a step change for Auckland and will impact not just people's journeys, but also the environment in which they live. The design form and visual appearance is important to understand. It is expected that the form of alignment and stops will change along the route in response to the differing environments and integration challenges.

31.1.2. Respondents are to describe the form of right of way and provide visual images of the proposed design solution demonstrating how the design transitions along the route and integrates into the surrounding streetscape. Respondents must provide sufficient details to demonstrate the solution is operable and to show the impact on the differing environments, including stop identification, safety and security. Responses should include but not be limited to the following:

- Demonstration of design of the transit right of way for each section on the corridor (e.g. shared running, segregated, tunnel, elevated), including details of any transitions between forms (i.e. at-grade to elevated);
- Demonstration of how the design speaks to the changing streetscape from the city centre towards the airport precinct, as it passes through diverse communities with differing challenges and serves the five main hubs of City Centre, Mt Roskill, Onehunga, Mangere, and the Airport;
- Demonstration of the design for stops/stations, providing details of a typical stop/station for each section (for example, shared running, segregated, tunnel, elevated) demonstrating how it responds to the different environments along the corridor. Describe the urban realm and safety response in each location in terms of stops/stations and approaches, and the proposed visual identification of stops/stations;
- Demonstration of the form of rolling stock to encourage modal shift, including safety and security aspects;
- Demonstration of the design approach to transport interchanges, including identification, safety and security responses;
- Demonstration of the design approach to the Depot and approaches;
- Discussion on how the design form and visual appearance will ensure an inviting and positive atmosphere for the public and will complement the surrounding communities including urban and landscape design; and
- Demonstration of how design elements contribute to the Key Outcomes of the Project, particularly integration and access, environment, and urban and community.

31.1.3. This response is to include visualisations for all aspects of the proposed design solution to clearly explain the design form and visual appearance along the route as it changes in response to the changing environment.

31.2. The Proposed Route Alignment

31.2.1. Each Respondent is to confirm its proposed corridor solution for the Project including the wider construction footprint and to indicate the extent of works extending outside the physical corridor and into the neighbouring road network and associated land.

31.2.2. The proposed corridor solution shall be based on the following Minimum Requirements:

31.3. Technical Approach

31.3.1. Each Respondent is required to describe its technical approach to the Project, including but not limited to the following:

- Workstream identification and the associated interfaces;
- Approach to solving technical interface issues;
- Approach to ensuring design innovation and the delivery of a quality solution;
- Approach to optioneering and decision making during the design;
- Approach to determining the corridor and alignment, including gradient constraints and alignment design;
- Approach to determining the number of stops and their location and spacing;
- Locations of crossovers and other special trackwork to provide operational resilience;
- Traction power solution, including substation locations and high voltage power supply requirements;
- Systems Integration and conformity with existing systems and controls, along with the identification of any constraints;
- Identification and response to any sensitive receptors along the route;
- Elements of proposed solution still to be resolved; and
- Design Codes and Standards to be adopted.

31.3.2. This response is to include a Design Report and drawings which should include the following as a minimum:

- General arrangement drawings for the full corridor at 1:1000;
- Plan, long and cross sections for full corridor width at 1:500, horizontal profile 1:1000 and vertical profiles at 1:200;
- Extent of works plans, including identification of land take (both permanent and temporary), building demolition and any significant structures;

- Typical arrangement for each type of stop including all proposed equipment and furniture and access to the stop (vertical transport if required);
- Typical arrangement for each type of major transport interchange stop/station; and
- Typical cross sections along the corridor picking up key changes in the transit right of way, with a focus of integration of the transit system to the existing streetscape.

31.4. Specific Technical Interfaces

31.4.1. In addition to the Design Report, Respondents are to prepare separate technical studies on two areas of complexity.

31.4.2. [REDACTED]

31.4.3. [REDACTED]

31.4.4. [REDACTED].

31.5. Construction Methodology and Staging

31.5.1. The Project will be constructed within a busy city centre and isthmus area, with other major projects also under construction including at the airport. Therefore, an understanding that the Project can be constructed safely and without unduly affecting the surrounding area is important.

31.5.2. Respondents are to describe the proposed construction methodology and staging, including but not limited to the following:

- Typical methodology for construction including details of all stages, ensuring the safety of all workers and the public;
- Details of how any staged opening will be managed;
- Staging plans showing any temporary land requirements;
- The approach to locating and using construction sites along the route;
- The approach to managing materials in/out during construction and likely routes to be used to ensure works occur in a safe and effective manner;
- The approach to managing the impact on local residents and businesses during construction;
- The approach to managing the impact on local traffic;
- The approach to minimising construction waste;
- The approach to managing the impact on the local bus routes during construction and any staged opening; and
- Identification of any Enabling Works Packages that the Respondent proposes to be undertaken prior to commencement of the Construction phase of the project (to be described in more detail under later Enabling Works section).

31.5.3. This response is to include a Construction Management Plan and staging diagrams (including any requirement for temporary land use and traffic management plans).

31.6. Testing and Commissioning

31.6.1. A robust testing and commissioning phase is vital for the successful introduction of a light rail system into Auckland. It is also the phase where many design and construction risks are realised. Each Respondent must demonstrate its understanding of the testing and commissioning phase and give confidence to the Ministry that all risks are understood.

31.6.2. Each Respondent is to describe its approach to testing, commissioning and bringing the Project into operation, including but not limited to the following:

- Staging of Testing and Commissioning;
- Rolling Stock Testing and Commissioning including the location and use of a Test Track; and
- Key roles and responsibilities at each stage of Testing and Commissioning.

31.6.3. This response is to include a Testing and Commissioning Strategy.

31.7. Geotechnical Ground Conditions

31.7.1. Auckland's geotechnical ground conditions vary and include reclaimed land, East Coast bays formation and basalt.

31.7.2. Respondents are to describe their approach to dealing with the differing geotechnical ground conditions including, but not limited to, the following:

- Understanding of the geotechnical ground conditions along the corridor;
- Description of the impact the geotechnical ground conditions will likely have on the proposed solution;
- The requirements for any additional site investigations that are required to complete the design and construction planning; and
- Any assumptions made in preparing this information (including the basis for any such assumptions), particularly in relation to sections of the Respondent's route alignment where geotechnical information is not available.

31.7.3. This response is to include a Geotechnical Impact Report.

31.8. Utilities Response

31.8.1. Underground utilities are one of the biggest risks to the construction and operation of a light rail system.

31.8.2. Each Respondent is required to describe its approach to dealing with utilities, including but not limited to the following:

- Understanding the status of existing utilities in Auckland and along the corridor;
- Process for identification, design and relocation of affected utilities including the requirement for any additional surveys to complete the design and construction planning;
- Description of the likely impact the proposed solution will have on utilities; and

- Identification of any Enabling Works Packages that the Respondent proposes to be undertaken prior to commencement of the Construction phase of the Project (to be described in more detail under later Enabling Works section).

31.8.3. This response is to include a Utilities Management Strategy.

31.9. Enabling Works

31.9.1. The Ministry recognises that Respondents may identify opportunities to deliver programme and cost savings through undertaking packages of early or enabling works prior to Contractual Close. Where a Respondent proposes that early or enabling works are undertaken, it must clearly identify all such packages, who will undertake them, and the corresponding impact on the risk allocation and Delivery Programme.

31.10. Delivery Programme

31.10.1. Respondents are to provide a Delivery Programme, including but not limited to the following:

- Procurement – design, supply, construction, etc;
- Design Stages;
- Design Reviews and Hold Points;
- Stakeholder engagement points;
- Key dates for consenting and consultation;
- Key dates for property acquisition;
- Construction staging;
- Testing and Commissioning phase(s); and
- Opening date(s) including any proposed staged opening.

31.10.2. The response is to include a Gantt chart in editable format (MS Project compatible) and narrative containing clear assumptions and risks.

31.10.3. Respondents shall detail their approach to accommodating planned or special events within Auckland (including cultural, sporting and political events or fixtures) during construction of the Project.

31.11. Approach to Future Expansion

31.11.1. The Government places a high value on delivering an integrated transport system and expects this part of the RTN spine to integrate seamlessly with any future extensions, consistent with the approach laid out in ATAP.

31.11.2. This Response Requirements Document primarily covers the CC2M Project. However, it is likely that the RTN will require expansion of light rail to the West and North (as shown in Potential Future RTN in ATAP and the RPTP). Respondents are to demonstrate how the CC2M Project could accommodate potential future expansion (whether undertaken by the Respondent or another party) after operation of the CC2M Project has commenced.

31.11.3. [REDACTED]

Withheld as the information is commercially confidential, and to enable a Minister, Department or other organisation to carry out commercial activities and negotiations without prejudice or disadvantage

- [REDACTED]
- [REDACTED]

32. Sustainability, Environment, and Property Response

32.1. Sustainability

32.1.1. Each Respondent is to describe its approach to delivering a sustainable project that achieves an excellent/gold or better ISCA rating.

32.2. Environmental Management Strategy

32.2.1. The Project involves development through an existing built environment with a range of existing uses. This poses environmental challenges which need to be managed through the design, construction and operation of the system.

32.2.2. Respondents are to describe their strategy for managing the environmental impacts, including but not limited to the following:

- The approach to the management of construction impacts;
- How living conditions of nearby residents and working conditions of nearby businesses, particularly those sensitive to noise and vibration, will be avoided, remedied or mitigated;
- The approach to avoiding adverse impacts on Auckland's significant geological features and landscapes and the coastal marine environment;
- Identifying and managing impacts on any conservation and heritage assets;
- Providing for quality urban design outcomes that enhance the environment; and
- The approach to preservation and enhancement of the natural environment, including native habitat and biodiversity.

32.2.3. This response is to include an Environmental Management Strategy that outlines how the environmental impacts of the development will be avoided, remedied or mitigated and how enhancements to the built and natural environment will be incorporated.

32.3. Land Ownership and Acquisition

32.3.1. It is likely that not all aspects of the final CC2M route and associated development will be able to be located within land that is currently held in public ownership. This will require acquisition of private land by the Government in accordance with the Public Works Act 1981 (PWA). Respondents are to identify all land that needs to be acquired to deliver the Project and why. This should include both land that must be compulsorily acquired under the PWA and land that may be purchased privately.

32.3.2. Respondents are to prepare a Land Acquisition Strategy detailing the process by which land is intended to be acquired, where the PWA is proposed to be used to compulsorily acquire land and where purchase of private land will be undertaken by other means.

32.3.3. Where land is acquired under the PWA, Respondents must note that the Government is required to offer to sell any acquired land that is not used for the Project back to the person from whom the

land was acquired. Respondents must take this requirement into consideration when preparing their Land Acquisition Strategy.

32.3.4. Respondents may wish to acquire land around the Project for commercial/development purposes as set out in section 28.8. The Government will be unable to acquire land for such purposes under the PWA, as the land will not be acquired for public works. If a Respondent intends to utilise land around the Project for commercial/development purposes, the Respondent's Land Acquisition Strategy must outline how the Respondent intends to acquire such land.

32.3.5. Respondents are advised that the land beneath the CC2M route will be in public ownership throughout the life of the Project. Where land parcels adjacent to the CC2M route have been acquired for commercial/development purposes, Respondents should set out the intended ownership of this land within the Land Acquisition Strategy.

32.4. Approach to Consenting

32.4.1. The Resource Management Act (1991) (RMA) and Building Act (2004) are the overarching legislations for planning approvals, management of the environment and health and safety of the built environment. The Project will need to comply with these legislations.

32.4.2. The RMA sets out the statutory framework for land use planning and the sustainable management of natural and physical resources in New Zealand. There are also other approvals that may be required including:

- The National Environmental Standard for Assessing and Managing Contaminants in Soil to Protect Human Health (NESCS) - a consistent national planning control for the identification of soil contaminant values to ensure that land affected by contaminants is appropriately identified and assessed to make the land safe for human use before it is developed; and
- Heritage New Zealand Pouhere Taonga Act 2014 for archaeological authorities to identify and assess historic places (land, buildings, structures or parts of, either built or natural) which have lasting value in their own right and provide evidence of the origins of New Zealand's distinct society in accordance with the Heritage New Zealand Pouhere Taonga Act 2014 (the Act).

32.4.3. Respondents are to describe their approach to complying with the legislation, including but not limited to the following:

- A summary of how the legislation applies to the Project and the processes which must be followed;
- The risk and opportunities that exist for the Project;
- The timeline for application of the legislation; and
- The RMA approval pathway the proposed solution will be taking.

32.4.4. The response is to include a Consenting Strategy that sets out the statutory framework and proposed approach to securing the necessary RMA and Building Act approvals. The consenting approach in the strategy should test the following matters:

- size, scale, complexity of the Project;
- the current zoning of the land;
- previous work undertaken through feasibility and scheme assessments;
- design requirements;
- requirement for private land;
- timing for construction or operation;

- funding mechanisms and cost;
- potential legal implication; and
- public perception of the Project.

32.4.5. Under the RMA, there are three processes by which the regulatory consents may be processed. These include:

- Processing of NoR's and consents by the Local Authority, Auckland Council;
- Direct Referral to Environment Court; and
- Board of Inquiry.

32.4.6. Respondents should demonstrate the intended pathway for obtaining planning approvals and where this could be a challenge under the existing statutory framework.

32.5. Legislative or Regulatory Changes

32.5.1. Respondents should strive to deliver a high quality Proposal within the bounds of existing legislative and regulatory frameworks. Where a Respondent is of the view that these frameworks unduly constrain the value it is able to deliver through the Project it should identify these constraints in its Proposal.

32.5.2. Each Respondent is required to confirm whether or not its Proposal is dependent on, or otherwise assumes, any such exemptions being obtained. In this context, exemptions means any change to, or adoption of, new legislation or regulation that is needed to enable the Project to proceed and includes the exercise of any power of exemption or approval to modify the application of existing legislation or regulations.

32.5.3. If a Respondent's Proposal is dependent on, or assumes, any exemptions, Respondents are to describe the approach for obtaining such exemptions, including but not limited to the following:

- What legislative or regulatory requirement is causing the constraint;
- How delivery of the Key Outcomes is being constrained;
- What amendments the Respondent is seeking;
- How the proposed changes might better enable the delivery of the Key Outcomes;
- How the Respondent proposes to ensure engagement with parties affected by the proposed change; and
- The timeframe and process for achieving such changes.

32.5.4. Respondents are to outline the implications on the Respondent's Proposal if the exemptions are not granted or there is a delay in the timeline, including whether the Respondent will still be able to deliver the Project in accordance with its Proposal if the exemptions are not granted (at all or in accordance with the timeline).

32.5.5. Respondents must not engage with the Government in relation to any exemptions other than in accordance with the processes set out in this Response Requirements Document.

33. Service Delivery Response

33.1.1. The following are the minimum service requirements for the Project:



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33.2. Operating Strategy and Model

33.2.1. Respondents are to provide a description of the governing principles and organisational structure that will be established to provide the services required to operate and maintain the Project for the period of operation. The response should include, but not be limited to:

- Approach to appointing and managing Operations and Maintenance Subcontractors, including details of responsibilities being contracted out;
- Key staff required including clear roles and responsibilities;
- Capacity that can be delivered for the Project;
- Service Pattern and operating hours;
- Travel times for the following Key Journeys:
 - City Centre to Mount Roskill Town Centre, in each direction;
 - Mangere Town Centre to Auckland Airport, in each direction;
 - Mangere Town Centre to Onehunga Train Station, in each direction;
 - Onehunga Train Station to Mount Roskill Town Centre, in each direction;
 - City Centre to Auckland Airport, in each direction; and
 - City Centre to Mangere Town Centre, in each direction.
- Reliability and approach to service recovery following perturbations;
- Operational speeds along the corridor; and
- Journey Time models showing speed and travel time over all routes in each direction.

- 33.2.2. Respondents have been provided with strategic patronage modelling data from the Auckland Forecast Centre (AFC). This is based on key assumptions associated with growth in Auckland, the developing RTN and evolving transport trends.
- 33.2.3. If Respondents use patronage forecasts generated by models other than those provided, they must provide commentary and a validation strategy for the amended data.
- 33.2.4. Respondents are to provide a draft operating strategy and a concept of operations identifying any assumptions on which it is based. The strategy should demonstrate how aspects of the service delivery achieve the Key Outcomes, particularly integration, access and experience.

33.3. Rolling Stock

- 33.3.1. Respondents are to provide details of the proposed vehicle and confirm that the vehicle alongside the proposed operating strategy can meet the required patronage demand.
- 33.3.2. The response should identify the form of proposed Rolling Stock along with the proposed approach for integration into the system and streetscape environment, identifying details such as the overall length, maximum passenger capacity and geometric interfaces.

33.4. Managing Integration with Auckland's Transport Network

- 33.4.1. The Project must form an integrated part of the Auckland transport network.
- 33.4.2. Respondents must describe how the design delivers the integrated transport benefits required, including, but not limited to, the following:
- Demonstration of how the design deals with City Centre bus capacity constraints specifically along Symonds St and Wellesley St and circulation of buses within the city;
 - Demonstration of how the design responds to and integrates with the hierarchy of Public Transport modes, walking and cycling and impacts on private vehicle trips;
 - Demonstration of how the design integrates with the RTN and the rest of Auckland's transport network through reducing bus movements in the light rail corridor;
 - Demonstration of how design integrates with the existing AT systems, including but not limited to linkage with the Auckland Transport Operations Centre and AT HOP ticketing;
 - Demonstration of how the design integrates and interfaces with road intersections and the surrounding road network, including impacts to general traffic due to light rail priority, based on the traffic forecast data provided;
 - Impact to on-street parking (particularly in town centres) and any additional provisions on the side streets;
 - Pick up and drop off; and
 - Limits in rights of way from adjacent properties.

33.5. Approach to Managing Interfaces with Other Transport Network Operators

- 33.5.1. Respondents are to detail how the interfaces with other Public Transport operators and alignment with Auckland Transport Plans and Procedures for emergency scenarios and coordination with emergency services will be incorporated into the proposed solution.

33.6. Approach to Setting/Collecting Fares

33.6.1. Respondents are to detail their approach for setting and collecting fares and how this approach takes account of Auckland Transport's current role in the setting and collection of fare revenue.

33.7. Enhanced Customer Experience

33.7.1. Light Rail is seen as an attractive mode of transport internationally and is instrumental in encouraging modal shift. Respondents are to provide details of the enhanced customer experience that the proposed solution will provide (within the vehicle, within the stop environment and on access to the stops) and how modal shift will be encouraged.

33.7.2. Respondents are to describe how services will be operated and provide updated customer information, such that they are attractive to users and meet the needs and reasonable expectations of passengers.

33.7.3. Respondents are to describe the approach that will be taken to ensure that the view of passengers and the public regarding the CC2M system will be fully considered on an ongoing basis.

33.8. Safety in Operations Response

33.8.1. An understanding of safety, security and emergency preparedness during operations is important to the Ministry.

33.8.2. Respondents are to describe the approach to ensuring that safety of passengers has paramount importance, including:

- Use of Systems, including CCTV, emergency help points and public address etc;
- Staff providing safety services; and
- Staff compliance and enforcement of Rules and SOPs.

34. Lifecycle and Asset Management Response

34.1. Asset Management and Maintenance

34.1.1. Respondents are required to describe their strategic Asset Management Framework and methodology for the length of the term and for an additional 10 years beyond expiry of the term. The framework should describe their approach to the following:

- Planned maintenance, renewals and implementation issues; and
- Details of the asset management systems to be used and the outputs available from those systems.

34.2. Asset Lifecycle

34.2.1. Respondents are required to provide assumptions and financial projections of the asset lifecycles across the Project including.

- Asset design lives;
- Asset values; and
- Asset classes.

35. Whole of Life Considerations

- 35.1.1. The Respondent's asset solution will be a legacy for the Auckland transport system and for New Zealand.
- 35.1.2. The provision of a high quality, whole of life asset outcome depends critically on:
- receipt of a high quality, fit for purpose asset at the completion of the Construction and Delivery phase;
 - the Respondent's approach to the management and maintenance of that asset throughout the life of the Project; and
 - the Respondent's whole of life integration of its Construction Works and Delivery response and Service Delivery Response.
- 35.1.3. An asset that meets the whole of life outcome will, in accordance with continued asset management and maintenance, support the ongoing delivery of the Key Outcomes.
- 35.1.4. Respondents must provide a narrative response that demonstrates its understanding that the achievement of whole of life value for money will be affected by a range of decisions through both the Construction Works and Delivery phase and the Service Delivery Phase, including among others:
- whole of life project design and implementation;
 - high quality and sustainability focused design choices;
 - future-orientated design choices;
 - choice of construction methodology and materials;
 - approach to proactive and reactive maintenance;
 - approach to life cycle maintenance; and
 - approach to providing residual life.
- 35.1.5. This reflects the Ministry's aspiration and expectation that procurement of the CC2M Project will deliver an asset that embodies a sophisticated whole of life approach to design and delivery.

36. Māori Engagement Response

- 36.1.1. The Treaty of Waitangi establishes the unique relationship between the Government and Māori and is part of the fabric of New Zealand society. The Government has an obligation to act in an informed manner when it forms policy or acts in ways that affect Māori interests.
- 36.1.2. Nineteen mana whenua have territorial affiliations and hold customary interests across Auckland. These groups have specific rights and responsibilities in relation to natural resources. In addition there are Māori who live in Auckland but are not part of a mana whenua group. These are known as urban Māori or mataawaka.
- 36.1.3. The Ministry will evaluate the Respondents' approaches to engagement with mana whenua and urban Māori beyond the current phase.
- 36.1.4. NZTA previously led engagement with mana whenua which commenced in July 2018. Of the 19 mana whenua entities, 15 have a direct relationship to land impacted by the light rail corridor. Engagement included two initial hui to discuss:
- environmental betterment;
 - sustainable practices and outcomes;
 - customer focus/experience;
 - tino rangatiratanga/self-determination;

- Maori expression and uniqueness of Tamaki Mākaaurau;
- urban landscaping and design to reflect and protect the environment;
- accessibility for mana whenua to opportunities and community connections;
- affordability for the use of the service; and
- affordability of land and housing post light rail.

36.1.5. The Ministry will be assessing the extent to which Respondents' Proposals demonstrate the commitment and capability to establish relationships with mana whenua entities and mataawaka throughout the Project.

36.1.6. Each Respondent must consider how it intends to:

- engage with mana whenua and mataawaka throughout the delivery of the Project;
- address disparity in terms of public transport access to work and education, specifically for areas with high Māori populations;
- support the Māori economy (e.g. through partnering with Māori businesses, supporting apprenticeships and training for Māori youth);
- support mana whenua's role as kaitiaki¹, and how they might work together to ensure sustainability and environmental protection; and
- reflect New Zealand's bi-culturalism in terms of place making and inclusion (i.e. the urban design/urban development across the city).

36.1.7. As part of the engagement with the self-identified Mana Whenua a Cultural Values Assessment (CVA) may be required at the request of the self-identified iwi with kaitiaki to support the assessment and consideration of the Project and the effects in relation to the statutory requirements under the RMA.

36.1.8. The purpose of the CVA report is to:

- Consider the issues, information and recommendations arising from engagement with mana whenua;
- Represent an independent review of information relevant to consideration of Māori values and interests in the area; and
- Provide recommendations on measures to avoid, remedy or mitigate any adverse effects on Māori values, or measures to recognise and provide for the relationship of iwi/hapū with their ancestral lands and tāonga.

36.1.9. Respondents must prepare a draft Māori Communications and Engagement Plan, which must include:

- information on the approach (and rationale behind the approach) to be taken;
- desired outcomes;
- components of the Communication and Engagement Plan and planned initiatives including development of a CVA;

1.1.1. _____

¹ Trustee, custodian, guardian

- how the Respondent will ensure that skilled and experienced people with cultural capability and the ability to foster positive and productive relationships with Auckland's Maori will be deployed in the engagement process; and
- risk management measures.

37. Community and Stakeholder Management Response

- 37.1.1. The Ministry will evaluate Respondents' approaches to intended engagement with community groups beyond the current phase.
- 37.1.2. The Ministry will assess the extent to which Respondent's Proposals demonstrate the commitment and capability to establish and maintain a close, responsive relationship and effective communications and engagement with the community, stakeholders, affected landowners, agencies and authorities throughout the Project.
- 37.1.3. Each Respondent must clearly outline details of its intended strategy for communications and building and maintaining effective strategic and operational relationships with a wide range of stakeholders, including community groups. The Respondent must prepare a Project Stakeholder Management and Communication Plan, which must include:
- information on the approach (and rationale behind the approach) to be taken;
 - desired outcomes;
 - components of the Stakeholder management programme and planned initiatives;
 - how the Respondent proposes to engage with communities and stakeholders to build a positive licence to operate (such as through initiatives to involve affected stakeholders in resolving challenges during the design and construction of the Project);
 - risk management measures;
 - how the Respondent will ensure that capable, skilled and experienced people will be deployed as an effective, high performing team who have an understanding of the needs and priorities of the diverse stakeholders and communities; and
 - how the Stakeholder management programme will be measured for effectiveness.
- 37.1.4. Respondents should reflect an understanding of other consultation and engagement processes and how they might impact on these stakeholders and communities to avoid consultation fatigue.

38. Key Outcomes Narrative

- 38.1.1. The Key Outcomes are central to measuring the success of the CC2M Project and the Ministry is seeking a Preferred Delivery Partner who understands and can deliver these Key Outcomes. The Ministry is providing Respondents with an opportunity to demonstrate how their Proposal, when considered in its entirety and on a holistic basis, achieves these Key Outcomes.
- 38.1.2. While each Response Requirement identified above will contain components that deliver against elements of the Key Outcomes, the Ministry recognises that no single Response Requirement above will deliver these Outcomes alone; rather, it will only be through a combination that a Respondent will be able to achieve the Key Outcomes. As such, this section provides the

opportunity for Respondents to draw together the strands of their Proposal to demonstrate the successful achievement of the Key Outcomes.

- 38.1.3. By referencing other parts of its Proposal, each Respondent should demonstrate in its Key Outcomes Narrative how the Proposal works as an integrated solution to deliver the Key Outcomes.
- 38.1.4. The Key Outcomes Narrative should describe and draw out elements that differentiate the Respondent's Proposal to effect delivery and achievement of the Key Outcomes. The Ministry expects to receive Key Outcomes Narratives that are focused, evidence-based and demonstrate that the Respondent has critically assessed the Key Outcomes and developed a solution to deliver them.
- 38.1.5. Respondents must provide a separate Key Outcomes Response for each of the four Key Outcomes. Each Respondent should consider its response to the Key Outcomes Narrative as an opportunity to demonstrate its capability to deliver the Key Outcomes and its unique value offering. Where relevant, Respondents should cross-reference the relevant elements of its Proposal.

38.2. Key Outcome 1: Integration and Access

- 38.2.1. Each Respondent must provide a consolidated response demonstrating how its Proposal provides improved access to the labour market, employment areas, education and social and recreational opportunities.

38.3. Key Outcome 2: Environment

- 38.3.1. Each Respondent must provide a consolidated response demonstrating how its Proposal optimises environmental quality and embeds sustainable practices.

38.4. Key Outcome 3: Urban and Community

- 38.4.1. Each Respondent must provide a consolidated response demonstrating how its Proposal enables quality integrated urban communities.

38.5. Key Outcome 4: Experience

- 38.5.1. Each Respondent must provide a consolidated response demonstrating how its Proposal enables a high quality, attractive and highly patronised service.

39. Pricing Proposal

- 39.1.1. Each Respondent must include a separately addressed Pricing Proposal that provides the Ministry with detailed estimates of the cost of the Respondent's proposed solution. While the Ministry understands that this Pricing Proposal will be based on early design, construction and operational plans, and will therefore not be binding on the Respondent, it should include the Respondent's best estimate of all revenue and costs that it considers appropriate to include to meet the indicative scope of the Project as set out in Appendix D (including any variations to take account of the Respondent's specific Proposal). Respondents are to include this information in a financial model that shows all sources of revenue and expenditure during the proposed term of the Project.

Appendix A: Glossary and Interpretation

Term	Meaning
Asset Management Framework	The response provided by the Respondent to provide information on its ability to manage the infrastructure created for the Project.
ATAP	Auckland Transport Alignment Project.
AT HOP	The electronic payment system used by Auckland Transport to collect fares.
Auckland Airport	Auckland International Airport Limited.
Auckland Council	The local Government Council for the Auckland region.
Auckland Transport	The council-controlled organisation established by section 38 of the Local Government (Auckland Council) Act 2009.
Auckland Unitary Plan	A plan developed by Auckland Council to help Auckland meet its housing and economic needs.
Authorised Representative	The nominated Ministry of Transport contact for all enquiries or engagement under this RRD.
Business Days	Monday to Friday, excluding public holidays as defined by the Holidays Act (2003).
CDPQ	Caisse de dépôt et placement du Québec.
City Rail Link	The heavy rail project currently underway linking Britomart Transport Station and Mount Eden Railway Station.
City Rail Link Limited	The Crown company with the responsibility to deliver the City Rail Link project.
Clarification Question	A clarification question submitted by a Respondent on any matter relating to this RFP within the required time set out in Section 12.
Closing Date and Time	The date and time notified for lodgement of Proposals by Respondents, being 12pm on 29 November 2019.
Commercial in Confidence	The status accorded to Clarification Questions by the Ministry where the Ministry agrees that the Clarification Question includes commercially sensitive information.

Contractor	The entity formed by the Delivery Partner to be the counterparty to the Project Agreement with the Ministry (where applicable)
Crown	Her Majesty the Queen acting in right of New Zealand.
Delivery Partner	The preferred Respondent selected by the Ministry at the conclusion of the RRD Stage.
Draft Commercial Terms Sheet	An early deliverable covering the key commercial terms and allocation of risks and responsibilities as set out in Appendix C.
Early Deliverable	Deliverables sought before the due date provided in the RRD.
Evaluation Criteria	The criteria intended to be used to assess Proposals.
Evaluation Process	The process set out in Section 23 of this RRD.
Evaluation Stage	The stage at which Proposals are evaluated.
Evaluation Teams	The teams of people assembled by the Ministry who will evaluate Proposals in accordance with the Evaluation Criteria.
Frequent Transit Network	The Frequent Transit Network as defined in ATAP.
IEP Meetings	Has the meaning given in section 14 of this RRD.
Interactive Engagement Process (IEP)	Has the meaning given to that term in section 14 of this RRD.
Kainga Ora	A proposed Crown entity which will focus on contributing to sustainable, inclusive and thriving communities.
Kaitiakitanga	Guardianship, stewardship, trusteeship.
Key Outcomes	The overriding outcomes for the CC2M Project.
Key Outcomes Response Evaluation Teams	The evaluation teams that will carry out evaluation of Proposals in respect of the Key Outcomes Requirements.

KiwiRail	The New Zealand state-owned enterprise responsible for rail operations in New Zealand.
Mataawaka	Has the meaning given in paragraph 36.1.2 of this RRD.
NZ Infra	The joint venture (JV) of NZSF and CDPQ.
NZSF	The New Zealand Superannuation Fund.
Overall Evaluation Team	The core team of people assembled by the Ministry who will receive the evaluation of Proposals in accordance with the Evaluation Criteria from Key Outcomes Response Evaluation Teams and Specific Response Evaluation Teams. The Overall Evaluation Team will recommend the Delivery Partner to the Secretary for Transport.
Preferred Delivery Partner	The Government's preferred partner for delivery of the CC2M Project, subject to further discussions.
Pricing Proposal	The component of a Respondent's Proposal that addresses its estimated price and financial model which is to be submitted separately from a Respondent's Response Requirements Proposal.
Probity and Process Deed / Letter	The Deed/ Letter entered into between the Ministry and each of the Respondents and Respondent Members in relation to the probity and process matters of the CC2M Project.
Probity Auditor	The person or organisation who is appointed to audit and provide independent assurance on the Procurement Process.
Probity Plan	The Probity Plan implemented by the Ministry for the Procurement Process.
Proposal	The response to this RFP submitted by a Respondent.
Proposal Process	The process underpinning this RRD.
Respondent	Each group of Respondent Members invited to submit a Proposal in response to this RRD, known collectively by the name specified in the Probity and Process Deed as being the Respondent.
Response Requirements	The requirements for the CC2M Project as summarised in sections 26 –38 of this RRD.
Response Requirements Proposal	The Respondent's non-pricing response to this RRD.
RPTP	Auckland Transport's Regional Public Transport Plan.

RRD	This Response Requirements Document.
RTN	The Rapid Transit Network as defined by ATAP.
Stakeholder	Any entity included in the list of CC2M stakeholders in paragraph 12.1.4 of this RRD.
Subject Matter Evaluation Team (SMET)	The evaluation teams that will carry out evaluation of Proposals in respect of each of the specialist responses required to address an Evaluation Criteria.
SMET Evaluation Report	The report provided to the OET by a SMET.
Te Aranga Maori design principles	A set of outcome-based principles founded on Māori cultural values and formulated to provide practical guidance for enhancing outcomes for the design environment.
Technical Requirements	The technical requirements as given in section 31 of this RRD.
The CC2M Project	The City Centre to Mangere Light Rail Project.
The Ministry	The Ministry of Transport.
The Ministry for Housing and Urban Development	The Government's lead advisor on housing and urban development.
The Ministry for the Environment	The public service department of New Zealand charged with advising the government on policies and issues affecting the environment, in addition to the relevant environmental laws and standards.
The NZTA	The New Zealand Transport Agency.
The Project	The City Centre to Mangere Light Rail Project.
Virtual Data Room	Means the project data room as described in Section 10 of this RRD.

Appendix B: Proposal Response Form

City Centre to Māngere Light Rail Project - Proposal Response Form

Background:

- A. The Respondent is participating in the Ministry's Proposal Process for the City Centre to Māngere Light Rail Project (the CC2M Project).
- B. As part of the Proposal Process, the Ministry has issued a Response Requirements Document setting out the Ministry's requirements for the Respondents to respond to.
- C. The Respondent is submitting a Proposal in response to the Ministry's Response Requirements Document.

In this Proposal Response Form, terms not otherwise defined have the meaning given to those terms in the Response Requirements Document.

Compliance with the Response Requirements Document

1. The Respondent undertakes to participate in the Proposal Process in accordance with the requirements of the Response Requirements Document and on the basis of its Proposal.
2. The Respondent represents that:
 - a. it has examined the Response Requirements Document, any documents referenced in the Response Requirements Document and any other information made available by or on behalf of the Ministry to Respondents for the purpose of the Proposal Process;
 - b. it has examined all further information which is obtainable by the making of reasonable inquiries relevant to the risks, contingencies, and other circumstances having an effect on its Proposal;
 - c. it has satisfied itself as to the correctness and sufficiency of its Proposal including the pricing submitted as part of its Proposal;
 - d. its Proposal is submitted in accordance with the Response Requirements Document;
 - e. it has obtained independent advice, as appropriate;
 - f. it does not rely upon any warranty or representation made by or on behalf of the Ministry but it has relied entirely upon its own inquiries and inspection in respect of the subject of its Proposal; and
 - g. neither the Response Requirements Document nor the Proposal gives rise to any contractual obligations between the Respondent and the Ministry.

Conflicts of interest

3. The Respondent warrants that, other than as disclosed in accordance with the probity and process requirements, no actual, potential or perceived conflict of interest exists which could affect the performance of the Respondent's obligations if the Respondent were to deliver the CC2M Project.

Compliance with laws

4. The Respondent warrants that, other than as disclosed in its Proposal, it complies with and is not in breach of the requirements of any applicable legislation.

Ethical dealing

5. In submitting its Proposal, the Respondent confirms that:
 - a. it has not entered into any improper, illegal, collusive or anti-competitive arrangements with any competitor;
 - b. it has not directly or indirectly approached any representative of the Ministry (other than the Authorised Representative) to lobby or solicit information in relation to the Response Requirements Document; and
 - c. it has not attempted to influence, or provide any form of personal inducement, reward or benefit to any representative of the Ministry.

Consents

6. The Respondent authorises the Ministry to:
 - a. collect relevant information about the Respondent's organisation and key personnel, except commercially sensitive pricing information, from any relevant third party; and
 - b. use such information in the evaluation of the Respondent's Proposal.

Notification of changes

7. The Respondent will, during its involvement in the Proposal Process, promptly notify the Ministry of any changes to its corporate or ownership structure, its ability to deliver the CC2M Project as proposed under its Proposal, or any other circumstances that alter any of the information or assurances that the Respondent has given in its Proposal or this Proposal Response Form or otherwise. The Respondent will specifically identify in detail any alterations necessary to its Proposal required by such changes.

Reliance

8. The Respondent acknowledges that the Ministry will evaluate its Proposal in reliance on this Proposal Response Form. The Respondent acknowledges that the Ministry may suffer loss if any of the representations, undertakings, consents or other statements in this Proposal Response Form or the Respondent's Proposal are false, misleading or deceptive.

Representations and Warranties:

9. The Respondent represents that it has read and fully understood the Response Requirements Document and all related clarification questions and answers and agrees to be bound by them.
10. The Respondent represents and warrants to the Ministry that all information provided by it to the Ministry in, or in relation to, the Response Requirements Document (including its Proposal) is complete and accurate and not misleading in any material respects.
11. The Respondent also represents and warrants to the Ministry that the provision of that information to the Ministry, the use of that information by the Ministry for the evaluation of the Proposal, any resulting negotiation, and any other use related to the Proposal Process, will not breach any third party's intellectual property rights.
12. The Respondent acknowledges and agrees that if the Ministry selects the Respondent as its Preferred Delivery Partner for the CC2M Project, its submitted Proposal shall be considered to represent the Respondent's position with respect to the contractual arrangements to be negotiated during the exclusive negotiation period.

[To be executed on behalf of each individual Respondent Member]

Appendix C: Commercial Terms (including allocation of Risk and Responsibilities)

Commercial Principles

The commercial principles proposed by the Respondent in its Commercial Terms Sheet will inform the evaluation of the Respondent's Proposal and the wider public policy considerations of the Ministry.

It is anticipated that the selected Preferred Delivery Partner will enter an exclusive negotiation period with the Ministry with a view to finalising all contractual arrangements (including the Project Agreement).

Each Respondent acknowledges that, if it is selected as the Preferred Delivery Partner, its Proposal shall be considered to represent the Respondent's position with respect to the contractual arrangements to be negotiated during the exclusive negotiation period.

[REDACTED]

Withheld as the information is commercially confidential, and to enable a Minister, Department or other organisation to carry out commercial activities and negotiations without prejudice or disadvantage

Proactively released by
the Ministry of Transport

Pages 53 - 59 are withheld in full as the information is commercially confidential, and to enable a Minister, Department or other organisation to carry out commercial activities and negotiations without prejudice or disadvantage