

**Department of Transport and Main Roads
Decision Brief
DBN16221**

To: Director-General

<p>SUBJECT: Rollingstock Expansion Project – Expression of Interest Release</p>	<p>Urgent A decision is required by 10 December 2020 to meet TMR Christmas/New Year Tender Moratorium date</p>
<p>Director-General's comments: "Agreed" by email.</p> <p style="text-align: center;">Approved / Not Approved</p> <p style="text-align: center;">Director-General Mr Neil Scales</p> <p style="text-align: center;">Date 8 December 2020</p>	

Summary

- The purpose of this brief is to seek your approval to release the Rollingstock Expansion Project (REP) Expression of Interest (EOI) via QTenders by 10 December 2020 and have it closed on 10 February 2021.
- Your decision is required by 10 December 2020 to meet the Department of Transport and Main Roads (TMR) Christmas/New Year Tender Moratorium date which commences on 11 December 2020.

Recommendations

- That you approve:
 - the release of the REP EOI via QTenders by 10 December 2020

Part Exempt Sch.3(2)(1)(b) Reveal Cabinet consideration

- That you note the content of the draft EOI (**Attachment 1**) and approve its publishing.

Action Officer:

Danny Foster
Executive Director

ETCS and Future Fleet

Tel:

Date: 7 December 2020

Endorsed by:

Timothy Dighton
General Manager

NGR Branch

Tel: 3066 7450

Date: 7 December 2020

Endorsed by:

Amanda Yeates
Deputy Director General

Infrastructure Management and Delivery

Tel: 3066 7118

Date: 7 December 2020

Financial Implications

Part Exempt Sch.3(2)(1)(b) Reveal Cabinet consideration

Background

Part Exempt Sch.3(2)(1)(b) Reveal Cabinet consideration

- REP will be aligned with and support the state rail manufacturing strategy by establishing a state-owned rollingstock manufacturing facility in the Maryborough region and maximising the local content.

Key Issues

- The EOI is planned to be published via QTenders on 10 December 2020 and close on 10 February 2021.
- TMR has conducted two rounds of market sounding activities in preparation for the EOI, which has both informed the EOI content and provided the market with an understanding of the State's priorities.

Part Exempt Sch.3(2)(1)(b) Reveal Cabinet consideration

- It is anticipated proponents will form consortia early in the EOI process in order to partner with Queensland based construction companies.
- The EOI phase will result in a shortlist of tenderers who will be invited to submit a bid during the subsequent RFP phase in the second quarter of 2021.
- As REP aligns with and supports the rail manufacturing strategy, the local content requirements have been stated within the EOI as:
 - 'applicants are encouraged to consider how to maximise the local content in order to contribute to the manufacturing of the Initial Fleet within Queensland. Applicants are to indicate how they will maximise the local content for the rollingstock in their EOI. In the event TMR orders the Optional Units, the Applicant will be required to manufacture them in Queensland to the maximum extent possible, at the new Manufacturing Facility within the Maryborough region'.
- The EOI has been drafted and reviewed by:
 - Ashurst as legal advisors to REP
 - QProcurement as probity advisors to REP

- SNC-Lavalin as rollingstock technical advisors to REP
- PWC as financial and commercial advisors to REP
- Aurecon as civil technical advisors to REP
- RPS as project and transaction managers for REP.
- The EOI has been reviewed by the TMR Chief Procurement Office.

Consideration of the *Human Rights Act 2019 (HR Act)*

- The HR Act was considered when making the recommendations outlined in this brief, and there are no impacts to human rights

Consultation with Stakeholders

- The EOI has been reviewed by the TMR Chief Procurement Office.

Employment

- | |
|---|
| Part Exempt Sch.3(2)(1)(b) Reveal Cabinet consideration |
|---|
- The manufacture of the first 20 trains is expected to support 360 FTE manufacturing jobs over five years.
- This number is an estimate based on the Queensland Treasury Guidelines for estimating the FTE jobs directly supported by capital works.

Media

- REP has generated media attention through the 2020 State Election and subsequently through the 2020 budget announcement.

Election Commitments

- REP relates 2020 election commitment EC714 ‘to build 20 Queensland trains in Maryborough and the infrastructure needed to build them for Cross River Rail’.

Government Priorities

- REP relates to the following objectives, as set out in the *Unite and Recover – Queensland’s Economic Recovery Plan*:
 - Supporting jobs: support increased jobs in more industries to diversify the Queensland economy and build on existing strengths in agriculture, resources and tourism
 - Making it for Queensland: grow manufacturing across traditional and new industries, making new products in new ways and creating new jobs
 - Building Queensland: drive investment in the infrastructure that supports our recovery, resilience and future prosperity
 - Growing our regions: help Queensland’s regions grow by attracting people, talent and investment, and driving sustainable economic prosperity
 - Investing in skills: ensure Queenslanders have the skills they need to find meaningful jobs and set up pathways for the future.

Department of Transport and Main Roads
Decision Brief
DBN16250

To: Director-General

<p>SUBJECT: Rollingstock expansion program – sponsor requirements</p>	<p>DATE: 6 January 2021</p>
<p>Director-General's Comments: "Agreed" by email on 5.1.21.</p> <p style="text-align: center;">Approved / Not Approved</p> <p style="text-align: center;">Director-General</p> <p style="text-align: center;">Date 5 January 2021</p>	

Summary

- The Rollingstock Expansion Program (REP) will deliver 20 new six-car passenger trains, with an optional 45 additional units, and a purpose-built manufacturing facility in the Maryborough region.
- This brief seeks your approval of the REP sponsor requirements which will form the basis of the rollingstock technical specifications development program.

Recommendations

- That you approve the attached sponsor requirements (**Attachment 1**).

Background

- The REP team has commenced engagement with Queensland Rail to map out the development of the Performance Specification – Rollingstock (PSR), a critical path activity for the Request for Proposal (RFP) phase commencing in March 2021.
- The sponsor requirements will form the basis for the PSR.

Key Issues

- Technical advisors to REP, SNC ^{PI} [] are implementing a Rollingstock Technical Specifications Development (RTSD) program that builds upon learnings from previous projects, including New Generation Rollingstock (NGR).

Action Officer:
 Alex Leggett
 Senior Advisor (New Generation Rollingstock)

Endorsed by:
 Tim Dighton
 General Manager (New Generation Rollingstock)

Endorsed by:
 Amanda Yeates
 Deputy Director-General (Infrastructure Management Division)

Tel: 3066 2740
 Date: 17 December 2020

Tel: 3066 7450
 Date: 18 December 2020

Tel: 3066 7118
 Date: 23 December 2020

- The purpose of the RTSD program is to develop a PSR which is the critical deliverable for the RFP phase.
- To map out and decide Queensland Rail roles and responsibilities at the RFP phase, the RTSD program will develop the business operational requirements document and the concept of operations for the REP, with reference to the sponsor requirements through each of these documents.
- The sponsor requirements were drafted by the REP team and further developed with the strategic rail team and the strategic advisor.
- The sponsor requirements consider learnings from NGR, the development of sponsor requirements for Cross River Rail and Forde Inquiry recommendations.

Financial Implications

- There are no financial implications associated with this matter.

Consultation with Stakeholders

- The REP sponsor requirements were drafted by the REP team and further developed with the strategic rail team and the strategic advisor.

Employment

- Part Exempt Sch.3(2)(1)(b) Reveal Cabinet consideration

- The manufacture of the first 20 trains is expected to support 360 FTE manufacturing jobs over five years (this number is an estimate based on Queensland Treasury's *Guidelines for estimating the full-time equivalent jobs directly supported by capital works*).

Media

- REP has generated media attention through the 2020 State Election and the 2020 Budget announcement.

Election Commitments

- REP relates to election commitment 'to build 20 Queensland trains in Maryborough and the infrastructure needed to build them for Cross River Rail'.

Government Priorities

- REP relates to the following objectives as set out in *Unite and Recover – Queensland's Economic Recovery Plan*:
 - supporting jobs: support increased jobs in more industries to diversify the Queensland economy and build on existing strengths in agriculture, resources and tourism
 - making it for Queensland: grow manufacturing across traditional and new industries, making new products in new ways and creating new jobs
 - building Queensland: drive investment in the infrastructure that supports our recovery, resilience and future prosperity
 - growing our regions: help Queensland's regions grow by attracting people, talent and investment, and driving sustainable economic prosperity
 - investing in skills: ensure Queenslanders have the skills they need to find meaningful jobs and set up pathways for the future.

ROLLINGSTOCK EXPANSION PROGRAM – SPONSOR REQUIREMENTS

Version 1.0

The Department of Transport and Main Roads (DTMR) is the sponsoring organisation setting the strategic requirements for the Rollingstock Expansion Program (REP).

As Chief Executive of DTMR, the Director-General oversees the planning, investment, management and delivery of Queensland's integrated transport environment, connecting people, places, goods and services. The Director-General of DTMR has obligations under the Transport Infrastructure Act 1994 to ensure the construction of transport infrastructure is best practice, promoting safety and value for money, with a priority on social, environmental and economic benefits for commuters. Under the Transport Operations (Passenger Transport) Act 1994, the Director-General of DTMR supports the Minister for Transport and Main Roads to achieve the best possible public passenger transport at a reasonable cost including enabling effective planning and efficient management for a responsive, attractive, safe, accessible and integrated transport system.

At a high level, the sponsor requirements for the REP are summarised as follows:

- SR1** REP will support the achievement of the ultimate Cross River Rail safe, efficient and reliable operational capacity of 24 Trains per Hour (TPH) in both directions through appropriate design and operation of rollingstock and associated infrastructure such as maintenance facilities and stabling yards.
- SR2** REP will align with the Government's aim to provide an accessible public transport network for all members of the community, including adherence to all relevant disability legislation for public transport, applicable standards, and recommendations from the New Generation Rollingstock Train Commission of Inquiry.
- SR3** The size and timing of the new fleet delivery will match requirements identified through service planning undertaken as part of the rail network redesign in progress to implement TMR's operational planning. This work has identified that an initial tranche of 20 six-car units is required in service to align with the commencement of Cross River Rail operations.
- SR4** The product design will be technically capable of operating in all sectors of the SEQ electrified rail network, including Sector 1 Cross River Rail tunnel operations which will include European Train Control System (ETCS) Level 2, Automatic Train Operation and Platform Screen Doors. Traction power should be modifiable to allow for future proofing with respect to providing a pathway to additional capacity, including enhanced speed/acceleration and/or additional cars.
- SR5** The product design shall accommodate the needs of customers, including providing safe, informed, reliable and comfortable transport capable of operating both suburban and inter-urban services. Product design will also include appropriate security and customer facilities such as CCTV, wi-fi and electrical points. Product design should focus on exploring and maximising customer focused technologies.
- SR6** The new fleet will be compliant with relevant standards, including Queensland Rail's Safety and Environment Management System (SEMS).

- SR7** Associated infrastructure required to deliver and operate the new fleet, including manufacturing, maintenance and stabling facilities will be designed to accommodate the full fleet size (65 six-car units) and will be located to enhance operational efficiency guided by the intent to operate this fleet initially predominantly on Sector 1.
- SR8** REP will support long-term social and economic benefits including future introduction of nine-car trains and the ability to expand manufacturing facility capability to meet accelerated delivery rates for future fleets.
- SR9** The successful bidder for the REP will design, build and maintain the new fleet (including cleaning/presentation services). The new fleet will be maintained to a high standard to ensure reliable, consistent performance over its design life and maintenance regimes should consider and implement smart systems such as self-diagnostics and reporting to the extent practicable.
- SR10** REP will support the Government's strategy to secure the State's long-term rail manufacturing industry through local manufacturing/assembly and use of local supply chains to the maximum extent feasible (noting that the initial tranche of 20 six car units may be delivered with reduced local manufacturing compared to subsequent tranches to meet timing requirements).
- SR11** Local manufacturing/assembly will be undertaken at a facility to be funded by the State and delivered by the private sector in the Maryborough region for the REP and future rollingstock procurements.
- SR12** REP shall comply with all environmental statutory and regulatory requirements, promote energy efficient design, construction and operation, and promote sustainable practices amongst contractors, subcontractors and materials suppliers.
- SR13** REP will work in an integrated and collaborative manner with Queensland Rail to facilitate best practice processes for rollingstock design management, testing and commissioning, including incorporation of key lessons learnt from the NGR project and recent rollingstock procurements in other Australian jurisdictions.

The REP and these sponsor requirements are underpinned by the requirement for the State to ensure value for money outcomes for the people of Queensland.

Released under RTI - DTMR



Queensland
Government

Our ref: DG41135

Office of the
Director-General

22 JAN 2021

Department of
Transport and Main Roads

Mr Graeme Newton
Chief Executive Officer
Cross River Rail Delivery Authority
PO Box 15476
CITY EAST QLD 4002

Dear Mr Newton *Graeme*

I write to advise that, as part of the New Generation Rollingstock project, the Department of Transport and Main Roads (TMR) has commenced a competitive Invitation for Expression of Interest (EOI) procurement for the Rollingstock Expansion Program (REP) which includes:

- 20 six-car passenger trains (the Initial Fleet)
- an option for a further 45, six-car passenger trains (the Optional Units)
- a new manufacturing facility located in the Maryborough region suitable for a range of major manufacturing/assembly works and future works for rollingstock fleets
- the ongoing maintenance of the rollingstock fleet and related assets, for a period of up to 30 years.

It is anticipated that rollingstock suppliers, construction companies and design consultants will be interested parties likely to form part of various consortia responding to the invitation. Known interested parties include:

- Alstom
- Bombardier
- CAF
- CRRC
- Downer
- Hitachi Group
- Stradler Rail
- Talgo
- UGL
- Rockrail
- QTectic

This list is not exhaustive as there are likely to be a number of additional construction and design consultants involved as consortia members.

1 William Street Brisbane
GPO Box 1549 Brisbane
Queensland 4001 Australia

Telephone +61 7 3066 7316
Website www.tmr.qld.gov.au
ABN 39 407 690 291

To ensure probity of the process and compliance with the conditions governing the invitation, you and your staff are reminded to not enter into discussion or make any public statement in relation to the award of the REP contract during the procurement period. However, it is acceptable for you and your staff to talk generally about the Government's commitment to investing in Maryborough rail jobs.

In the event you or your staff engage with Interested Parties in relation to other business matters (outside REP) you are encouraged to:

1. Have two or more staff present during any meetings with interested Parties.
2. Appropriately record minutes of meetings and make clear from the outset the rollingstock procurement will not be discussed.
3. Note it would not be appropriate to accept any hospitality or other events with interested parties during the procurement period.

All enquiries in regard to the REP EOI should be directed to TMR at the relevant emails below:

- Procurement related enquiries: REPEOI@tmr.qld.gov.au
- Media enquiries: Translink.Media@translink.com.au
- General project enquiries: REPInfo@tmr.qld.gov.au
- Probity enquiries: @qprocurement.com.au

Please contact Mr Tim Dighton, General Manager (New Generation Rollingstock) by telephone on 3066 7050 if you would like to discuss the probity and compliance process further.

Yours sincerely



Neil Scales
Director-General
Department of Transport and Main Roads

Our ref: D2021/12844

- 8 FEB 2021

Mr Neil Scales
Director-General
Department of Transport and Main Roads
Level 36, 1 William Street
BRISBANE QLD 4000

Dear Mr ^{Neil} Scales

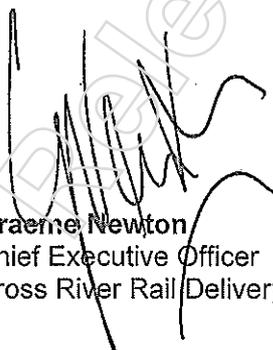
Thank you for your letter dated 22 January 2021 regarding the Department of Transport and Main Roads' (DTMR) commencement of the procurement process for its Rollingstock Expansion Program (REP).

A number of the interested parties referenced by you are already suppliers to the Cross River Rail Delivery Authority (Delivery Authority), and there will be other suppliers to the Delivery Authority who may seek to be involved in the REP procurement. On that basis the Delivery Authority will:

- Send a communication to all personnel, advising them of the REP procurement reiterating that they are not to engage in any discussions in relation to the REP procurement process, other than matters which are in the public domain;
- Send a similar communication to the relevant suppliers, advising them that the Delivery Authority is not the procuring agency, and remind them that all enquiries related to the REP procurement should be directed to DTMR; and
- Request O'Connor Marsden and Associates (OCM) (the Delivery Authority's probity advisors) to make contact with QProcure (REP probity advisors) so that both parties are across those issues that impact both procurements. OCM do this on the Delivery Authority's behalf for all major procurements eg Brisbane Metro, so that any common probity matters that arise can be resolved consistently, and only once.

Based on the contents of your letter it appears unlikely that the procurement process will involve any direct interaction from DTMR with the Delivery Authority or its personnel, however should this eventuate, or if any matters arise during the procurement that require input from the Delivery Authority, please contact ^{PI} [redacted] Executive Director, Governance Risk and Compliance on ^{PI} [redacted] or via email ^{PI} [redacted]@crrda.org.au.

Yours sincerely



Graeme Newton
Chief Executive Officer
Cross River Rail Delivery Authority

Advice for Office of the Director-General

Subject: Expression of Interest commencement of Rollingstock Expansion Project

Document ID: DG41195

- Mr Graeme Newton, Chief Executive Officer, Cross River Rail Delivery Authority (CRRDA), responded to your letter of 22 January 2021 about the Rollingstock Expansion Project (REP) procurement process and probity protocols (DG41135).
- The CRRDA has advised it will send a communiqué to all staff advising them of the REP procurement and not to enter into discussion or make any public statement relating to the REP procurement process. This does not include general discussions relating to the Queensland Government's commitment to investing in Maryborough rail jobs
- A similar communication has also been sent to CRRDA suppliers advising them to direct all REP procurement enquiries to the Department of Transport and Main Roads (TMR).
- CRRDA has requested its probity advisors (O'Connor Marsden and Associates) to contact QProcurement to ensure both parties understand issues which impact both procurements and common matters can be resolved consistently at once.
- If any direct interaction between TMR and CRRDA arise during the aforementioned procurement processes, it is advised to contact [Sch.4 Part 4 s.6 PI] Executive Director, Governance Risk and Compliance, CRRDA, by telephone on [PI] or by email at [Sch.4 Part 4 s.6 PI]@crrda.org.au
- For QProcurement probity enquiries, contact [Sch.4 Part 4 s.6 PI] Legal Practice Director, QProcurement, by email at [PI]@qprocurement.com.au.

Action Officer/Approved by:	Endorsed by GM	Endorsed by DDG	Endorsed by DG
Alex Leggett	Tim Dighton	Amanda Yeates	Neil Scales
Principal Advisor	General Manager (New Generation Rollingstock)	Deputy Director-General (Infrastructure Management and Delivery)	Director-General
Tel: 3066 2740	Tel: 3066 7050	Tel: 3066 7118	Tel: 3066 7316
Date: 22 February 2021	Date: 23 February 2021	Date: 24 February 2021	Date: 24 February 2021

DG41195

Released under RTI - DTMR

Advice for Minister for Transport and Main Roads

Subject: Update on the RNS implementation

Document ID: MBN23903

- The purpose of this brief is to provide you with an update on next steps in relation to the commencement of rollingstock procurement.
- The Rollingstock Expansion Project (REP) team will commence an expression of interest (EOI) process from the start of November 2020, following a ministerial announcement.
- The EOI phase will result in a shortlist of tenderers who will be invited to submit a bid during the subsequent request for proposal (RFP) phase in the second quarter of 2021.

Part Exempt Sch.3(2)(1)(b) Reveal Cabinet consideration

- The REP team will send formal correspondence in October 2020 to previous market sounding participants to close out the previous market sounding process. Previous market sounding participants will not be advised of details of the upcoming EOI process, until that process commences in November 2020.
- The correspondence to previous market sounding participants will remind participants of their binding confidentiality agreements in place.
- It is expected that the correspondence to market sounding participants will prompt consideration of formation of consortia, ahead of the EOI process.

Part Exempt Sch.3(2)(1)(b) Reveal Cabinet consideration

Minister Comments

Noted / Not-Noted

Minister's signature



Date 3/10/2020

Action Officer/ Approved by:	Endorsed by GM	Endorsed by DDG	Endorsed by DG
Alex Leggett	Tim Dighton	Amanda Yeates	Neil Scales
Senior Advisor	General Manager	Deputy Director-General	Director-General
New Generation Rollingstock	New Generation Rollingstock	Infrastructure Management & Delivery	
Tel: 3066 2738	Tel: 3066 7450	Tel: 3066 7118	Tel: 3066 7316
Date: 2 October 2020	Date: 2 October 2020	Date: 2 October 2020	Date: 2 October 2020

Advice for Minister for Transport and Main Roads

Subject: Rollingstock Expansion Project Expression of Interest release and key activities update

Document ID: MBN23954

- The purpose of this brief is to:
 - advise you that the Department of Transport of Main Roads (TMR) will release an Expression of Interest (EOI) to the market for the Rollingstock Expansion Project (REP) via QTenders in the week commencing 7 December 2020.
 - advise you that the REP team has coordinated the release with TMR's Chief Procurement Office to ensure the EOI release complies with the Christmas/New Year Tender Moratorium Policy.
 - advise you the EOI will be in the market for nine weeks to take into consideration the market's ability to respond over the Christmas/New Year period.
 - advise you that TMR will brief you on the outcomes of the EOI process following evaluation in March 2021.

Part Exempt Sch.3(2)(1)(b) Reveal Cabinet consideration

- advise you of key REP activities for the period leading up to March 2021.

Part Exempt Sch.3(2)(1)(b) Reveal Cabinet consideration

- It is anticipated proponents will form consortia early in the EOI process in order to partner with Queensland-based construction companies.
- The EOI phase will result in a shortlist of tenderers who will be invited to submit a bid during the subsequent RFP phase in the second quarter of 2021.

Action Officer/ Approved by:	Endorsed by GM	Endorsed by DDG	Endorsed by DG
Alex Leggett	Tim Dighton	Amanda Yeates	Neil Scales
Senior Advisor	General Manager	Deputy Director-General	Director-General
New Generation Rollingstock	New Generation Rollingstock	Infrastructure Management and Delivery	Department of Transport and Main Roads
Tel: 3066 2738	Tel: 3066 7450	Tel: 3066 7118	Tel: 3066 7316
Date: 8/12/2020	Date: 8/12/2020	Date: 8/12/2020	Date: 9/12/2020

MBN23954

- Proponents will not be considered for the RFP phase if they cannot demonstrate compliance with the:
 - Queensland Procurement Policy 2019 – Local Benefit
 - Best Practice Principles
 - Ethical Supplier Mandate
 - Ethical Supplier Threshold.
- TMR will incorporate the Best Practice Industry Conditions for Transport Infrastructure Projects in the RFP phase.
- In addition to market sounding and EOI activities, TMR will conduct the following activities prior to Christmas 2020:
 - Establish an integrated project governance model led by TMR and including Queensland Rail, Queensland Treasury, Cross River Rail Delivery Authority, the Department of Tourism, Innovation and Sport, and the Department of Regional Development, Manufacturing and Water.
 - Finalise the procurement of advisors to support the project, including specialist accessibility consultants and local industry development professionals.

Part Exempt Sch.3(2)(1)(b) Reveal Cabinet consideration

- In the period to March 2021 the REP project is planning to:
 - evaluate EOI responses from the market and conduct shortlisting

Part Exempt Sch.3(2)(1)(b) Reveal Cabinet consideration

- prepare investment-grade budget envelope forecasts based on market responses
- prepare the RFP process for release to short-listed proponents.

Part Refuse Sch.4 Part 4 s.4 deliberative processes of government

Exempt Sch.3(2)(1)(b) Reveal Cabinet consideration

Minister Comments

Noted / Not Noted

Minister's signature.....

Date/...../.....



Queensland
Government

Our ref: DG41135

Office of the
Director-General

- 3 FEB 2021

Department of
Transport and Main Roads

Dr Beth Woods
Director-General
Department of Agriculture and Fisheries
dafdg.corro@daf.qld.gov.au

Dear Dr Woods

I write to advise that, as part of the New Generation Rollingstock project, the Department of Transport and Main Roads (TMR) has commenced a competitive Invitation for Expression of Interest (EOI) procurement for the Rollingstock Expansion Program (REP) which includes:

- 20 six-car passenger trains (the Initial Fleet)
- an option for a further 45, six-car passenger trains (the Optional Units)
- a new manufacturing facility located in the Maryborough region suitable for a range of major manufacturing/assembly works and future works for rollingstock fleets
- the ongoing maintenance of the rollingstock fleet and related assets, for a period of up to 30 years.

It is anticipated that rollingstock suppliers, construction companies and design consultants will be interested parties likely to form part of various consortia responding to the invitation. Known interested parties include:

- Alstom
- Bombardier
- CAF
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This list is not exhaustive as there are likely to be a number of additional construction and design consultants involved as consortia members.

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Telephone +61 7 3066 7316
Website www.tmr.qld.gov.au
ABN 39 407 690 291

To ensure probity of the process and compliance with the conditions governing the invitation, you and your staff are reminded to not enter into discussion or make any public statement in relation to the award of the REP contract during the procurement period.

However, it is acceptable for you and your staff to talk generally about the Government's commitment to investing in Maryborough rail jobs. Chief Executive Officers (CEOs) and their staff of Government Owned Corporations (GOCs) and Statutory Authorities are also required to be made aware of the EOI process underway and I ask that you write to each GOC and Statutory Authority within your Minister's portfolio.

In the event you, your staff or CEOs of the above engage with Interested Parties in relation to other business matters (outside REP) you are encouraged to:

1. Have two or more staff present during any meetings with Interested Parties.
2. Appropriately record minutes of meetings and make clear from the outset the rollingstock procurement will not be discussed.
3. Note it would not be appropriate to accept any hospitality or other events with Interested Parties during the procurement period.

All enquiries in regard to the REP EOI should be directed to TMR at the relevant emails below:

- Procurement related enquiries: REPEOI@tmr.qld.gov.au
- Media enquiries: Translink.Media@translink.com.au
- General project enquiries: REPinfo@tmr.qld.gov.au
- Probity enquiries: @qprocurement.com.au

Please contact Mr Tim Dighton, General Manager (New Generation Rollingstock), TMR, by telephone on 3066 7050 if you would like to discuss the probity and compliance process further.

Yours sincerely



Neil Scales
Director-General
Department of Transport and Main Roads



Queensland
Government

Office of the
Director-General

Department of
Transport and Main Roads

Our ref: DG41135

- 3 FEB 2021

Ms Deidre Mulkerin
Director-General
Department of Children, Youth Justice and Multicultural Affairs
diedre.mulkerin@csyw.qld.gov.au

Dear Ms Mulkerin

Deidre

I write to advise that, as part of the New Generation Rollingstock project, the Department of Transport and Main Roads (TMR) has commenced a competitive Invitation for Expression of Interest (EOI) procurement for the Rollingstock Expansion Program (REP) which includes:

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- UGL
- Rockrail
- QTectic

This list is not exhaustive as there are likely to be a number of additional construction and design consultants involved as consortia members.

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Website www.tmr.qld.gov.au
ABN 39 407 690 291

To ensure probity of the process and compliance with the conditions governing the invitation, you and your staff are reminded to not enter into discussion or make any public statement in relation to the award of the REP contract during the procurement period.

However, it is acceptable for you and your staff to talk generally about the Government's commitment to investing in Maryborough rail jobs. Chief Executive Officers (CEOs) and their staff of Government Owned Corporations (GOCs) and Statutory Authorities are also required to be made aware of the EOI process underway and I ask that you write to each GOC and Statutory Authority within your Minister's portfolio.

In the event you, your staff or CEOs of the above engage with Interested Parties in relation to other business matters (outside REP) you are encouraged to:

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All enquiries in regard to the REP EOI should be directed to TMR at the relevant emails below:

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- General project enquiries: REPinfo@tmr.qld.gov.au
- Probity enquiries: P1 @qprocurement.com.au

Please contact Mr Tim Dighton, General Manager (New Generation Rollingstock), TMR, by telephone on 3066 7050 if you would like to discuss the probity and compliance process further.

Yours sincerely



Neil Scales
Director-General
Department of Transport and Main Roads

Our ref: DG41135

- 3 FEB 2021

Ms Clare O'Connor
Director-General
Department of Communities, Housing and Digital Economy
clare.o'connor@communities.qld.gov.au

Dear Ms O'Connor

I write to advise that, as part of the New Generation Rollingstock project, the Department of Transport and Main Roads (TMR) has commenced a competitive Invitation for Expression of Interest (EOI) procurement for the Rollingstock Expansion Program (REP) which includes:

- 20 six-car passenger trains (the Initial Fleet)
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- the ongoing maintenance of the rollingstock fleet and related assets, for a period of up to 30 years.

It is anticipated that rollingstock suppliers, construction companies and design consultants will be interested parties likely to form part of various consortia responding to the invitation. Known interested parties include:

- Alstom
- Bombardier
- CAF
- CRRC
- Downer
- Hitachi Group
- Stradler Rail
- Talgo
- UGL
- Rockrail
- QTectic

This list is not exhaustive as there are likely to be a number of additional construction and design consultants involved as consortia members.

To ensure probity of the process and compliance with the conditions governing the invitation, you and your staff are reminded to not enter into discussion or make any public statement in relation to the award of the REP contract during the procurement period.

However, it is acceptable for you and your staff to talk generally about the Government's commitment to investing in Maryborough rail jobs. Chief Executive Officers (CEOs) and their staff of Government Owned Corporations (GOCs) and Statutory Authorities are also required to be made aware of the EOI process underway and I ask that you write to each GOC and Statutory Authority within your Minister's portfolio.

In the event you, your staff or CEOs of the above engage with Interested Parties in relation to other business matters (outside REP) you are encouraged to:

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Please contact Mr Tim Dighton, General Manager (New Generation Rollingstock), TMR, by telephone on 3066 7050 if you would like to discuss the probity and compliance process further.

Yours sincerely



Neil Scales
Director-General
Department of Transport and Main Roads



Queensland
Government

Office of the
Director-General

Department of
Transport and Main Roads

Our ref: DG41135

- 3 FEB 2021

Mr Tony Cook PSM
Director-General
Department of Education
correspondence.dete@dete.qld.gov.au

Dear Mr Cook

I write to advise that, as part of the New Generation Rollingstock project, the Department of Transport and Main Roads (TMR) has commenced a competitive Invitation for Expression of Interest (EOI) procurement for the Rollingstock Expansion Program (REP) which includes:

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- 3 FEB 2021

Mr Warwick Agnew
Director-General
Department of Employment, Small Business and Training
warwick.agnew@desbt.qld.gov.au

Dear Mr Agnew

Warwick

I write to advise that, as part of the New Generation Rollingstock project, the Department of Transport and Main Roads (TMR) has commenced a competitive Invitation for Expression of Interest (EOI) procurement for the Rollingstock Expansion Program (REP) which includes:

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- 3 FEB 2021

Mr James Purtill
Director-General
Department of Energy and Public Works
james.purtill@dnrme.qld.gov.au

Dear Mr Purtill

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- 3 FEB 2021

Mr Jamie Merrick
Director-General
Department of Environment and Science
jamie.merrick@des.qld.gov.au

Dear Mr Merrick

Jamie

I write to advise that, as part of the New Generation Rollingstock project, the Department of Transport and Main Roads (TMR) has commenced a competitive Invitation for Expression of Interest (EOI) procurement for the Rollingstock Expansion Program (REP) which includes:

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Director-General
Department of Transport and Main Roads



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Our ref: DG41135

- 3 FEB 2021

Mr David Mackie
Director-General
Department of Justice and Attorney-General
david.mackie@justice.qld.gov.au

Dear Mr Mackie

David

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Yours sincerely



Neil Scales
Director-General
Department of Transport and Main Roads

Our ref: DG41135

- 3 FEB 2021

Mr Michael Glover
Acting Director-General
Department of Regional Development, Manufacturing and Water
michael.glover@drdm.qld.gov.au

Dear Mr Glover

Michael

I write to advise that, as part of the New Generation Rollingstock project, the Department of Transport and Main Roads (TMR) has commenced a competitive Invitation for Expression of Interest (EOI) procurement for the Rollingstock Expansion Program (REP) which includes:

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- 3 FEB 2021

Mr Mike Kaiser
Acting Director-General
Department of Resources
mike.kaiser@dnrme.qld.gov.au

Dear Mr Kaiser

Mike

I write to advise that, as part of the New Generation Rollingstock project, the Department of Transport and Main Roads (TMR) has commenced a competitive Invitation for Expression of Interest (EOI) procurement for the Rollingstock Expansion Program (REP) which includes:

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- 3 FEB 2021

Dr Chris Sarra
Director-General
Department of Seniors and Disability Services
and Aboriginal and Torres Strait Islander Partnerships
chris.sarra@datsip.qld.gov.au

Dear Dr Sarra

Bottle

I write to advise that, as part of the New Generation Rollingstock project, the Department of Transport and Main Roads (TMR) has commenced a competitive Invitation for Expression of Interest (EOI) procurement for the Rollingstock Expansion Program (REP) which includes:

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Our ref: DG41135

- 3 FEB 2021

Mr Damien Walker
Director-General
Department of State Development, Infrastructure,
Local Government and Planning
damien.walker@ditid.qld.gov.au

Dear Mr Walker

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Mr Dave Stewart
Director-General
Department of the Premier and Cabinet
david.stewart@premiers.qld.gov.au

Dear Mr Stewart

I write to advise that, as part of the New Generation Rollingstock project, the Department of Transport and Main Roads (TMR) has commenced a competitive Invitation for Expression of Interest (EOI) procurement for the Rollingstock Expansion Program (REP) which includes:

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Yours sincerely



Neil Scales
Director-General
Department of Transport and Main Roads



Queensland
Government

Office of the
Director-General

Department of
Transport and Main Roads

Our ref: DG41135

- 3 FEB 2021

Mr John Lee
Acting Director-General
Department of Tourism, Innovation and Sport
john.lee@ditid.qld.gov.au

Dear Mr Lee

John

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Our ref: DG41135

- 3 FEB 2021

Mr Robert Setter
Commission Chief Executive
Public Service Commission
robert.setter@psc.qld.gov.au

Dear Mr Setter

Rob

I write to advise that, as part of the New Generation Rollingstock project, the Department of Transport and Main Roads (TMR) has commenced a competitive Invitation for Expression of Interest (EOI) procurement for the Rollingstock Expansion Program (REP) which includes:

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Our ref: DG41135

- 3 FEB 2021

Commissioner Peter Martin
Commissioner
Queensland Corrective Services
peter.martin@corrections.qld.gov.au

Dear Commissioner *Peter*

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Department of Transport and Main Roads



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Our ref: DG41135

- 3 FEB 2021

Commissioner Greg Leach
Commissioner
Queensland Fire and Emergency Services
greg.leach@qfes.qld.gov.au

Dear Commissioner

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Neil Scales
Director-General
Department of Transport and Main Roads



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Our ref: DG41135

- 3 FEB 2021

Dr John Wakefield PSM
Director-General
Queensland Health
dg_correspondence@health.qld.gov.au

Dear Dr Wakefield

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Director-General
Department of Transport and Main Roads



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Our ref: DG41135

- 3 FEB 2021

Commissioner Katarina Carroll APM
Commissioner of Police
Queensland Police Service
commissioner@police.qld.gov.au

Dear Commissioner

Katarina

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Director-General
Department of Transport and Main Roads



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- 3 FEB 2021

Department of
Transport and Main Roads

Ms Rachel Hunter
Under Treasurer
Queensland Treasury
rachel.hunter@treasury.qld.gov.au

Dear Under Treasurer

Rachel

I write to advise that, as part of the New Generation Rollingstock project, the Department of Transport and Main Roads (TMR) has commenced a competitive Invitation for Expression of Interest (EOI) procurement for the Rollingstock Expansion Program (REP) which includes:

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- 3 FEB 2021

Ms Toni Power
Coordinator-General
Department of State Development, Infrastructure,
Local Government and Planning
toni.power@coordinatorgeneral.qld.gov.au

Dear Ms Power

Toni

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Neil Scales
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Department of Transport and Main Roads

Released under RTI - DTMR

Department of Transport & Main Roads

Invitation for Expression of Interest

Rollingstock Expansion Program

Date of Issue 10 December, 2020

Document Number: REP-14220

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Released under RTI-DTMR



Rollingstock Expansion Program
Invitation for Expression of Interest
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**Rollingstock Expansion Program
Invitation for Expression of Interest**

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1. Introduction

1.1. Project Overview

South East Queensland (**SEQ**) continues to experience strong population growth, generating more demand for public transport. The Shaping SEQ Plan¹ predicts SEQ will be home to an extra 1.9 million people by 2041, with the total regional population growing to around 5.3 million.

This population growth and the transport network demand growth, along with the delivery of Cross River Rail (**CRR**) in 2025/26 calls for increased rail network service levels. This proposed increase drives the need for more tunnel-capable rollingstock ready for when CRR opens and beyond.

The Department of Transport and Main Roads (**TMR**) recently conducted analysis which has indicated that a rollingstock expansion program in the order of up to 65 additional six-car trains will be required over the next 10 years to deliver service uplift and meet demand (**REP**). It is currently contemplated that of these, 20 six-car trains are needed by 2025/26 to maintain service reliability at current levels and deliver minor service uplifts between now and the CRR project opening. Increasing the size of the fleet to meet forecast demand also impacts associated infrastructure, including maintenance and stabling facilities.

TMR is responsible for delivering the REP. The Queensland Government's investment in the REP is designed to benefit local communities and businesses and create local jobs. The REP will include a single design, build and maintain (**DBM**) contract for the Successful Applicant to deliver the rollingstock, maintenance and manufacturing package (**RMM Package**).

In line with the Queensland Government's commitment to source locally, a manufacturing facility for both the RMM Package and future rollingstock manufacturing activities (**Manufacturing Facility**) to be located in the Maryborough region will be secured and funded by TMR and established by the Successful Applicant.

It is currently contemplated that the RMM Package will include the following key components:

- Initial Fleet and Optional Units (if the option is exercised) (together the Rollingstock Fleet);
- Manufacturing Facility; and
- Maintenance of the Rollingstock Fleet.

TMR is currently investigating options for maintenance facilities to be used for maintaining the Rollingstock Fleet, including existing facilities or the design and construction of a new facility (which would be included as part of the RMM Package) (**Maintenance Depot**). TMR will clarify maintenance scope requirements by the commencement of the RFP Phase.

Further details on each of the components of the RMM Package are contained in Section 3.

Queensland Rail will operate the Rollingstock Fleet delivered by the RMM Package.

¹ <https://www.data.qld.gov.au/dataset/south-east-queensland-regional-plan-2017-shapingseq-series>

1.2. Purpose of this Invitation for EOI

The purpose of this Invitation for EOI is to:

- provide information to Applicants about the RMM Package;
- outline the Procurement Process and the proposed procurement timetable for the RMM Package;
- outline the proposed commercial framework and contracting approach for the RMM Package;
- specify the terms and conditions of the EOI Phase;
- invite an Applicant to submit an EOI;
- set out the Evaluation Criteria against which TMR will evaluate each EOI to select Shortlisted Applicants and set out the information requirements to facilitate evaluation; and
- seek feedback from Applicants on the commercial and legal framework.

This Invitation for EOI is provided by TMR subject to the specific terms and conditions contained in Appendix A2.

1.3. Structure of this Invitation for EOI

This Invitation for EOI has been developed in three parts. A high- level overview of each part is outlined below:

- **Part A – RMM Package Overview and Applicant Instructions:** this document which provides context to the RMM Package, EOI information and instructions to Applicants;
- **Part B – EOI Returnable Schedules:** contains the EOI Checklist, EOI Deed Poll and other EOI requirements, the EOI Returnable Schedules and related appendices; and
- **Part C – RMM Package Information:** contains the initial list of supporting information and documentation provided to Applicants as part of the REP EOI Data Room to assist with the preparation of an EOI by an Applicant.

Collectively these form the **Invitation for EOI**.

1.4. Probity and Competitiveness

Given the interrelated nature of the REP and other interfacing State projects, TMR is focussed on ensuring that the interfaces and the probity and competitiveness of the Procurement Process are properly managed. This includes ensuring that the Procurement Process is fair, equitable and transparent. Section 5.8 contains details regarding the requirements for probity and competitiveness.

2. Rollingstock Expansion Program

2.1. Department of Transport and Main Roads

TMR moves and connects people, places, goods and services safely, efficiently and effectively across Queensland. We plan, manage and deliver Queensland's integrated transport environment to achieve sustainable transport solutions for road, rail, air and sea.

Our integrated transport planning approach ensures we contribute to:

- people's quality of life;
- Queensland's economic wellbeing; and
- a sustainable environment.

Central to our business is a proven commitment to actively listen and respond to Queenslanders. We then incorporate their views into decisions that may impact on people's lives. All Queenslanders, irrespective of where they live and work, can expect to have appropriate transport choices and fair access to the transport system.

TMR has an operating budget of \$6.189 billion, capital budget of \$2.877 billion and managed assets worth \$65.148 billion². TMR is the procuring agency for the RMM Package and the Rollingstock Fleet will be owned by TMR and operated by Queensland Rail.

2.2. Queensland Rail network

The rail network extends more than 6,600 kilometers across Queensland. The network consists of the following three core services across multiple customer markets:

- Citytrain;
- Travel and Tourism; and
- Regional Network and Freight.

Rail transport services are provided by Queensland Rail, a statutory authority established by the Queensland Government under the *Queensland Rail Transit Authority Act 2013* (Qld).

Queensland Rail's Citytrain product primarily services the commuter passenger market in SEQ, with more than 54 million passenger trips undertaken in the 2018-19 financial year³.

The current Citytrain network is an integrated passenger and rail access service that extends from the center of Brisbane, south to Beenleigh and Varsity Lakes on the Gold Coast, north to Ferny Grove, Shorncliffe, Doomben, Caboolture, Gympie and Kippa-Ring, east to Cleveland and west to Richlands, Ipswich and Rosewood, and Springfield⁴. Figure 2-1 sets out the network and train stations across the Citytrain network:

² <https://www.tmr.qld.gov.au/About-us/Our-organisation/Director-General>

³ <https://www.queenslandrail.com.au/about%20us/Pages/Ourorganisation.aspx>.

⁴ <https://www.queenslandrail.com.au/forcustomers/stationsmaps/maps>.

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Figure 2-1 The Citytrain network

2.3. Queensland Rail

Queensland Rail is an integrated rail passenger transport and rail infrastructure business servicing the passenger, tourism, resources and freight customer markets throughout Queensland. Queensland Rail manages over 6,500 km of track and employs over 5,800 staff across the State.

Queensland Rail is a statutory authority established under the Queensland Rail Transit Authority Act 2013 (Qld) and has two responsible Ministers for its successful operation:

- Minister for Transport and Main Roads; and
- Treasurer and Minister for Investment.

Queensland Rail's reporting functions include reporting to the Department of Transport and Main Roads, which is responsible for developing rail policy advice and is the agency that oversees the provision of rail services and infrastructure.

Queensland Rail discharges its statutory functions through its wholly-owned subsidiary Queensland Rail Limited. Queensland Rail Limited does not employ any personnel, but owns all related assets and contracts. Unless the context otherwise requires, Queensland Rail together with its subsidiary Queensland Rail Limited, are collectively referred to as 'Queensland Rail' for the purposes of the Invitation for EOI.

Queensland Rail will provide technical input during the procurement phase of the RMM Package and will assist in the testing and commissioning of the Rollingstock Fleet through their delivery. Queensland Rail will perform the role of Rail Transport Operator (RTO) under the Rail Safety National Law (RSNL) for the RMM Package.

2.4. Project Objectives

The RMM Package objectives (or outcomes sought) are:

- rollingstock and associated infrastructure designed according to specifications which meet passenger service requirements;
- enable sufficient fleet size to deliver the various service concept timetables when they are required, with enough spare units available to cover scheduled maintenance and unplanned events;
- rollingstock that is CRR tunnel-capable, meeting required specific interface requirements including fire life safety and grade;
- rollingstock that is fitted with ETCS Level, Baseline 3, Release 2 system with GMS-R Baseline 1 system as defined in the Control Command and Signalling Technical Specification for Interoperability and capable of operating with ETCS wayside systems;
- rollingstock that is fitted with ATO functionality;
- compliance with all industry standards and government policies, including but not limited to the disability access standards and the passenger transport safety standards;
- fixed six-car rollingstock formation that is able to be adapted and run as nine-car units in the future;
- rollingstock that is of an appropriate build-quality, thus minimising the risk of mechanical breakdowns or other issues impacting on reliability and availability;
- procured under a contract or arrangement that allows flexibility to vary rollingstock orders if circumstances require; and
- delivery according to a Procurement Process which delivers a value-for-money outcome to the State with due consideration given to local benefit, including the continued and sustainable development of Queensland's rail manufacturing industry.

2.5. Buy Queensland

The Queensland Government Procurement Strategy and Policy, also known as *Buy Queensland*, prioritises Queensland businesses and supports local jobs in regional Queensland to deliver positive outcomes on behalf of taxpayers. This is achieved by ensuring that significant purchases by budget sector agencies, government-owned corporations, statutory bodies and special purpose vehicles adhere to a set of principles that benefit Queenslanders. Among other elements, the policy requires the application of a local benefits test for all significant procurement, and where possible, at least one regional and one Queensland supplier must be invited to submit a quote or tender.

2.5.1. Queensland's Rail Manufacturing Industry

The Department of Regional Development and Manufacturing is currently developing the Rail Manufacturing Strategy for Queensland. The strategy has four focus areas: developing a sustainable rail manufacturing sector; optimising local content; building rail manufacturing capabilities and skills and strengthening Queensland's rail manufacturing ecosystems to drive investment and exports. The REP will spearhead the roll out of this strategy. In order to promote local rail manufacturing and sustainable industry development within Queensland, as part of the REP the State is investing in the Manufacturing Facility that will be suitable for a range of major manufacturing/assembly works for the new Rollingstock Fleet.

The provision and use of the Manufacturing Facility through the REP will facilitate the longer-term strategy of manufacturing rollingstock in Queensland.

Further details of local manufacturing and industry development requirements will be provided in the RFP Phase.

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2.6. Forde Inquiry

The final report of the NGR Trains Commission of Inquiry⁵ (commonly known as the Forde Inquiry) was presented to the Premier and Minister for Trade on 3 December 2018. The State tabled its response in Parliament on 10 December 2018.

The report analysed the procurement process, contractual obligations and the design approval process associated with the procurement of the NGR fleet. It made 24 recommendations and outlined a range of reforms aimed at ensuring that consultation with the disability sector and compliance with disability legislation and standards is made a fundamental and integral part of all government procurement projects and major rail projects into the future.

The State accepted all 24 recommendations, and the REP will adopt and implement these recommendations. Applicants should be aware of the recommendations and incorporate them in their proposals and designs as appropriate.

2.7. Queensland Transport Strategy

The Queensland Transport Strategy (**QT Strategy**) is structured around 5 high-level customer outcomes. The QT Strategy will move towards a transport industry which will be cost effective, safer and more reliable, where innovation can thrive and benefits are experienced across the community.

The 5 outcomes are:

- accessible, convenient transport;
- safe journeys for all;
- seamless, personalised journeys;
- efficient, reliable and productive transport for people and goods; and
- sustainable, resilient and liveable communities.

2.8. Need for REP

The delivery of 75 NGR trains was completed in late 2019, which have mainly replaced the retiring Queensland Rail EMU fleet and provided a small potential service uplift in peak periods. The NGR trains were never intended to address post CRR demand. The CRR business case specifically identified the need for additional rollingstock and stated that procurement of additional rollingstock would be subject to a separate funding submission. A separate rollingstock investment planning process was recommended to allow government to consider all relevant factors and provide an integrated approach to rollingstock planning and procurement.

⁵ <https://www.traininquiryngr.qld.gov.au/assets/custom/docs/coi-final-report-2018.pdf>

2.9. Procurement Approach

2.9.1. RMM Package

As noted in Section 2.5.1, REP is the commencement of the State's long term plans for a local rail manufacturing industry.

The key scope of the elements for the RMM Package include:

- 20 six-car EMUs (the Initial Fleet Fleet);
- an option for a further 45, six-car EMUs (the Optional Units);
- a new Manufacturing Facility located in the Maryborough region suitable for a range of major manufacturing/assembly works for the new Rollingstock Fleet; and
- the ongoing maintenance of the Rollingstock Fleet and related assets, for a period of up to 30 years.

As noted in Section 1.1, TMR will clarify the Maintenance Depot requirements by the commencement of the RFP Phase.

The RMM Package has been structured to include the Rollingstock Fleet; thus the Manufacturing Facility and the Maintenance Depot are required to be able to accommodate the larger number of rollingstock to meet the REP's and the State's longer term requirements.

The State has provided approval for the funding of the Initial Fleet and Manufacturing Facility. TMR is working with the State on the final scope of the RMM Package.

2.10. Related State Projects

2.10.1. CRR

CRR is a \$5.4 billion project that is designed to address the issues of the single river crossing on the SEQ Rail Network and its nearing capacity. CRR will provide the inner-city capacity to allow more trains to run more often and facilitate introduction of a turn-up and go public transport system across the SEQ region.

Construction work on CRR is underway and CRR is planned to be operational in 2025. Rollingstock procurement is not a CRR project deliverable but was mentioned in the published CRR Business Case. The CRR Business Case states that "while not required for day one of operations, the future acquisition of additional rollingstock will also be required to support the enhanced level of service facilitated by the CRR Project". It is envisaged that the Initial Fleet will be operational in 2025 to coincide with operability of CRR.

2.10.2. ETCS Inner City Project

The ETCS Inner City Project is another of the State's high priority infrastructure projects. It will deliver an ETCS L2 communication-based in-cab signaling and control system (without line side signals) in SEQ. The geographic scope of the project includes the rail lines between Milton and Northgate, including Normanby, and the Shorncliffe Line (together the **Inner City Rail Network**).

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The ETCS Inner City Project is critical in improving both the safety and capacity of the Inner City Rail Network in response to forecast passenger demand. The ETCS Inner City Project is intended to enable a capacity increase in each direction on the Inner City Rail Network.

As part of the State's 2016-17 Budget released in June 2016, \$634 million has been allocated to cover the costs of delivering the ETCS Inner City Project. An ETCS Supplier has been selected to deliver both the ETCS Inner City Project and the ETCS-CRR Works.

The Rollingstock Fleet is required to be fitted with ETCS and ATO.

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3. Rollingstock, Maintenance and Manufacturing Facility Package

3.1. Scope of Work

The proposed scope of work of the RMM Package includes:

1. design, manufacture, supply, delivery, testing and commissioning of the Initial Fleet capable of operating on the SEQ Rail Network and associated supporting equipment;
2. if the relevant option is exercised, manufacture, supply, delivery, testing and commissioning of the Optional Units capable of operating on the SEQ Rail Network and associated supporting equipment;
3. design, construction, testing and commissioning of a new Manufacturing Facility, including the provision and installation of all plant, equipment and materials, at a location within the Maryborough region;
4. if required, the design, construction, testing and commissioning of a new Maintenance Depot, including the provision and installation of all plant, equipment and materials; and
5. maintenance of the Rollingstock Fleet and other related assets for a period potentially up to 30 years⁶.

The Manufacturing Facility will be located in the Maryborough region at a site to be identified and acquired by the State.

The following table shows the expected timeline for the confirmation of site location and completion of site acquisition for the Manufacturing Facility (within the Maryborough region) and the Maintenance Depot (if required).

Table 1: Manufacturing Facility and Maintenance Depot

Site	Confirmation of Site	Site Acquisition completion
Manufacturing Facility	First quarter 2021	First quarter 2022
Maintenance Depot (if required)	First quarter 2021	First quarter 2022

As part of the site acquisition process for the Manufacturing Facility site, TMR is also investigating early works that can be performed by TMR to reduce the design and

⁶ As noted in Section 1.1, TMR is investigating options for maintenance facilities to be used for maintaining the Rollingstock Fleet, including existing facilities or the design and construction of a new facility. TMR will clarify maintenance scope requirements by the commencement of the RFP Phase.

construction phase of the Manufacturing Facility by the Successful Applicant. Further information will be provided during the RFP Phase.

3.2. Local Content

Maximising benefits to Queenslanders, protecting local manufacturing capability in rail rollingstock and supporting local jobs is integral to the REP Procurement Process.

The scope for the RMM Package is for the Initial Fleet of 20 six-car EMUs, with an option for the Optional Units (a further 45 six-car EMUs). Applicants are encouraged to consider how to maximise the local content in order to contribute to the manufacturing of the Initial Fleet within Queensland. Applicants are to indicate how they will maximise the local content for the rollingstock in their EOI. In the event TMR orders the Optional Units, the Applicant will be required to manufacture them in Queensland to the maximum extent possible, at the new Manufacturing Facility within the Maryborough region.

3.3. Configuration and Supply of the Rollingstock Fleet and Optional Units

3.3.1. Configuration

TMR is seeking to procure a proven and reliable technical solution and platform from an established passenger rollingstock supplier and maintainer, which requires only a minimum amount of configuration to be able to operate on the SEQ Rail Network.

In this regard, TMR will issue the RMM Package to a Successful Applicant who will:

- have design responsibility; and
- be responsible for ensuring that its design is able to meet TMR's specifications.

3.3.2. Supply of Trains

The Successful Applicant will be required to:

- configure and supply the Rollingstock Fleet;
- supply train simulator(s);
- supply mock-ups of the key elements of the rollingstock;
- supply rotables, consumable items and collision spares/insurance spares;
- supply special tools required for the operation and maintenance of the Rollingstock Fleet;
- develop all relevant documentation, manuals and plans;
- commission and test the Rollingstock Fleet; and

- provide driver training under the principle of "train the trainer".

3.3.3. Design and Construction of a Manufacturing Facility

The Successful Applicant will be required to:

- design and construct a Manufacturing Facility for the Rollingstock Fleet, at a location in the Maryborough region; and
- procure and install the specialist equipment required to manufacture and test the Rollingstock Fleet.

3.3.4. Design and Construction of a Maintenance Depot

The final scope for the Maintenance Depot is to be confirmed. If the requirement for a new dedicated Maintenance Depot is confirmed, the Successful Applicant will be required to:

- design and construct a Maintenance Depot for the Initial Fleet, at a location to be provided;
- design and construct the Maintenance Depot to accommodate for the Optional Units if the option is exercised;
- procure and install specialist equipment required to maintain the Rollingstock Fleet including mid-life overhaul; and
- provide and maintain a new wheel lathe and wash plant for the Rollingstock Fleet (optional).

3.3.5. Maintenance

The Successful Applicant will be required to:

- provide maintenance (including presentation and cleaning) for the Rollingstock Fleet, and other related assets for a period potentially of up to 30 years;
- provide maintenance and support of the train simulator(s) for the Rollingstock Fleet over the Maintenance Term; and
- be responsible for the maintenance of the Maintenance Depot over the Maintenance Term (final scope to be confirmed for the RMM Package).

3.3.6. Current Indicative Delivery Program

The current indicative Rollingstock delivery program, expressed in terms of Cars in Revenue Service (the "**Current Indicative Delivery Program**"), is set out in Table 2.

Table 2: Current Indicative Delivery Program

Rollingstock	Date	Cars in Revenue Service
Initial Fleet	Mid 2025	120
Optional Units (if option exercised)	End 2030	390

3.4. Management Requirements

3.4.1. Integrated Management System

The Successful Applicant will be required to develop and implement an integrated management system to manage the delivery of the RMM Package, including, but not limited to:

- project management, including financial and schedule management;
- WH&S management;
- rollingstock/rail interface;
- environmental and sustainability management;
- communications and stakeholder engagement management;
- design management;
- configuration management;
- property and land management;
- construction management (including traffic management);
- commissioning and acceptance management;
- rollingstock works management;
- Maintenance Depot works management (to be confirmed);
- human factors integration;
- maintenance service scheduling and management;
- achieving/retaining accreditation as a RIM and RTO in Queensland;
- safety management;
- quality management; and

- transition requirements.

3.4.2. Rail Safety Accreditation

The ONRSR is the national rail safety regulator in Australia, including obligations under the RSNL. One of its functions is to accredit RTOs and RIMs in accordance with the provisions laid down in the RSNL.

It is anticipated that Queensland Rail will maintain the RTO responsibilities of the REP. As RTO, Queensland Rail will apply to ONRSR for a variation to its existing accreditation as a rolling stock operator in order for it to be permitted to operate the Rollingstock Fleet.

ONRSR will require such an application to be accompanied by sufficient documentation to provide assurance that the rollingstock are safe to operate on the electrified rail network.

This will include assurance relating to design, manufacture, testing and commissioning, operation and maintenance.

The Successful Applicant will be required to work with TMR and Queensland Rail in order to ensure that the necessary assurance and information can be provided to permit ONRSR to issue a variation to the accreditation of Queensland Rail.

3.4.3. Systems Engineering and Assurance

System Requirement Specification

The Successful Applicant is expected to comply with ISO15228 in undertaking all stages of delivery of the project and maintaining a systems requirement function throughout the life of the contract.

Interface Control

The Successful Applicant will be required to manage the interfaces between systems designed, manufactured and commissioned and wayside systems that exist on the rail network. The defining of these interface control processes will be required during the design and testing phases to ensure compatibility with existing infrastructure.

3.4.4. Safety

Work Health and Safety

The Successful Applicant will be required to achieve and maintain compliance with the all relevant WH&S legislation and maintain appropriate cover and systems for all activities which it undertakes in Queensland.

Rail Safety

The Successful Applicant will be required to be an accredited operator and RIM with ONRSR. This will involve setting up and maintaining a Safety Management System in line with requirements of the RSNL and maintaining accreditation through the life of the contract.

Electrical Safety

The Successful Applicant will be required to comply with the Electrical Safety Act 2002 in all aspects of the RMM Package and hold competency to support the activities they are required to undertake.

System Safety

The Successful Applicant will manage all safety aspects of delivery of the RMM Package including review of risk and safety in utilising a systems approach. They will also provide all safety information required by the operator in support of Queensland Rail's amendments required to their Safety Case in support of changes to their accreditation associated with the RMM Package.

Cybersecurity

The Successful Applicant will manage cybersecurity aspects of the project in line with IEC62443 4-1 & 4-2 and provide a cybersecurity management plan and ongoing updates through the life of the contract.

3.4.5. Permits and Approvals

The Successful Applicant will be required to obtain all necessary permits and approvals as per the risk allocation table shown in Appendix A3 prior to relevant work commencing.

Further details in relation to permits and approvals will be provided in the RFP Documents.

3.4.6. Queensland Government Requirements

A number of Queensland Government policies, guidelines and other requirements are applicable to the procurement, including:

- Queensland Procurement Policy 2019, including local benefits test;
- Best Practices Principles with respect to quality and safe workplaces;
- Buy Queensland;
- Future Work, Future Jobs;
- Queensland Advanced Manufacturing 10-year Roadmap and Action Plan;
- Backing Queensland Jobs – Queensland Government Procurement Strategy 2017;

- Queensland Charter for Local Content;
- Relevant information standards for Information Communication and Technology (ICT) products and services (for ICT related components);
- the Building and Construction Code of Practice 2000 (Qld);
- Queensland Government – Supplier Code of Conduct;
- Capital Works Management Framework – (Building construction components);
- Ethical Supplier Threshold and Mandate;
- Queensland Government Building and Construction Training Policy (including apprenticeships and traineeships provisions);
- Queensland Indigenous (Aboriginal and Torres Strait Islander) Procurement Policy;
- *Building Industry Fairness (Security of Payment) Act 2017*; and
- Digital Enablement for Queensland Infrastructure – Principles for BIM Implementation. The Successful Applicant will be required to comply with the policy and principles for BIM during the project lifecycle.

3.5. Key Stakeholders

The Successful Applicant will be required to provide experienced personnel in its team with requisite capability in managing stakeholder issues in the delivery of projects such as the RMM Package. The approach to management of stakeholder issues will be further developed during the RFP Phase and will include specific obligations for the Successful Applicant reflecting lessons learned from recent precedent projects.

The key stakeholders include the following:

- State Government, including:
 - TMR;
 - Queensland Rail (exercising its role as the RTO);
 - other relevant departments and agencies including:
 - Queensland Treasury;
 - Department of Regional Development and Manufacturing;
 - Department of Premier and Cabinet;
 - elected representatives;
- Local Government;

- Electrical Safety Office Qld, Worksafe, emergency services etc;
- ONRSR;
- rail customers; and
- community, including:
 - affected residents, land holders, businesses and organisations (also refer to Section 3.6);
 - rail industry groups and special interest groups, including disability groups;
 - regulatory organisations; and
 - worker representative organisations.

3.6. Community Engagement

The Successful Applicant in conjunction and consultation with TMR, will be required to actively engage with the local community during the construction and operation of the scope elements of the RMM Package.

TMR has committed to ongoing consultation with stakeholders, particularly interest groups, including disability groups, on the design and requirements for the rollingstock and residents and businesses within close proximity to the Manufacturing Facility and Maintenance Depot sites (subject to final scope confirmation).

Community consultation for the RMM Package will:

- continue to raise awareness of the RMM Package;
- provide specific and individualised advice about the RMM Package impacts; and
- encourage and gain valuable feedback on the RMM Package, as well as key announcements and decisions.

The Successful Applicant will be required to assist the State to manage community engagement in relation to the delivery of the RMM Package.

4. Proposed Commercial and Legal Framework

4.1. Overview

This section sets out at a high level the proposed commercial framework for the RMM Package, which will be further defined in the RFP Phase. As part of the EOI process, Applicants will be invited to provide feedback on the proposed framework, which may be considered in the development of the commercial structure and legal documentation for the RFP Phase.

4.2. Approach

TMR undertook extensive analysis during the development of the RMM Package, which determined that a DBM contract is the most suitable delivery model. This delivery model offers the most appropriate allocation of delivery and performance risk between the Successful Applicant and State and is the best delivery model to meet the delivery timeline needs.

4.3. Term of the Contract

The term of the DBM Project Deed is likely to be 15 years from the provisional acceptance of the first unit with options for TMR to extend the maintenance component for 5 years up to three times from the expiration of the initial term. If the DBM Project Deed is not extended to this maximum term, then after expiry of the DBM Project Deed, a through life support deed will apply. Under the through life support deed, the Successful Applicant will be required to provide through life support services, including technical support and the supply of spares and other materials to TMR at agreed prices (with TMR carrying out the maintenance of the rollingstock itself or through a third party).

4.4. Commercial Structure

4.4.1. Indicative Contractual Structure

TMR's proposed contractual structure for the RMM Package is outlined in Figure 4-1 below. This structure is based on other rollingstock DBM contracts and is indicative only. It is not intended to constrain an Applicant's approach to subcontracting, provided the State's interests are adequately protected.

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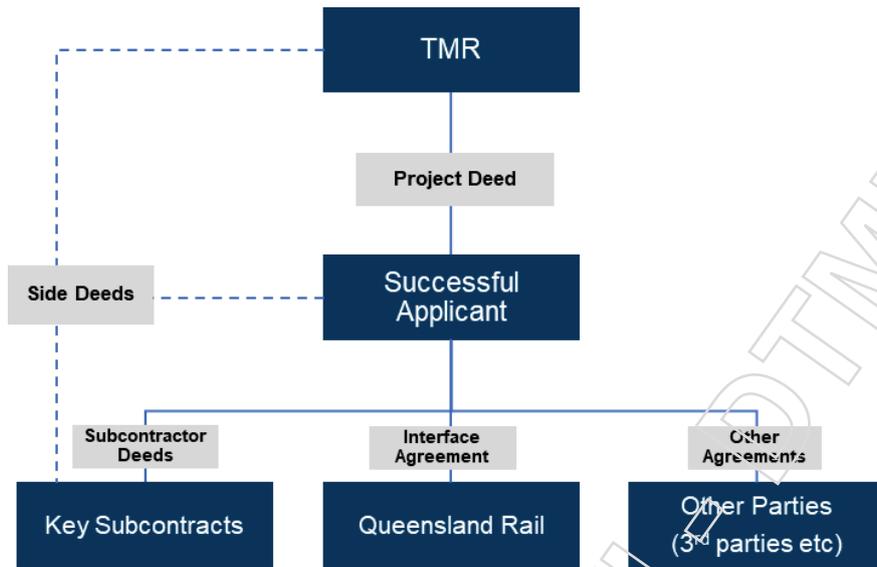


Figure 4-1 Indicative Contractual Structure

4.5. Key Project Documents

Table 3 provides an indicative summary of the of the key Project Documents.

Table 3: Outline of key project documents

Project Document	Description
DBM Project Deed	The DBM Project Deed between the Successful Applicant and TMR will be the main contractual document that sets out each party's respective rights and obligations, including: <ol style="list-style-type: none"> 1. term of the RMM Package; 2. design, manufacture, construction, supply, delivery, testing, commissioning and maintenance requirements; 3. ownership and transfer of title on the Rollingstock Fleet; 4. operational requirements including handover of the Rollingstock Fleet to and from the RTO; 5. performance regime and payment mechanism; 6. change mechanism; 7. default, step in and termination rights for TMR; and 8. disengagement and handback requirements at the end of the maintenance term.
Key Subcontracts	The key subcontracts will set out the terms on which the Successful Applicant's key subcontractors will design, construct, supply, deliver and maintain the RMM Package assets.
Queensland Rail Interface Agreement	It is envisaged that the Successful Applicant will enter into an interface agreement with Queensland Rail and TMR which will deal with the involvement of Queensland Rail in the RMM Package.
Side Deeds	These agreements between TMR, the Applicant, the relevant key subcontractors and their guarantors will set out a number of matters including, notice and information requirements, constraints on the key subcontractors exercising their rights, step-in and novation rights in respect of the key subcontracts in favour of TMR in certain circumstances.
Other Agreements	The Project Documents will also include: <ul style="list-style-type: none"> • Third party agreements; • State Security; and • Other agreements, to be confirmed at the commencement of the RFP Phase.

4.6. Commercial Principles

The proposed commercial principles are being developed based on the indicative risk allocation matrix included at Appendix A3. Applicants are invited to provide feedback through the EOI Returnable Schedule in Section 5 of the Invitation for EOI – Part B. However, this is optional and Applicants are not required to provide such feedback. Any feedback provided will not be considered as part of the Evaluation Process but may be

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considered in the development of the commercial structure and legal documentation for the RFP Phase.

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5. Procurement Approach

5.1. Overview

TMR will be procuring the RMM Package through a single DBM Project Deed. This section describes the Procurement Process for the RMM Package, providing an overview of the procurement program and information on the key issues relevant to the Procurement Process.

5.2. Steps in the Procurement Process

A two stage Procurement Process for the RMM Package is outlined in the steps shown in Figure 5-1. Further details on the Procurement Process is found in Sections 5.3 and 5.4.

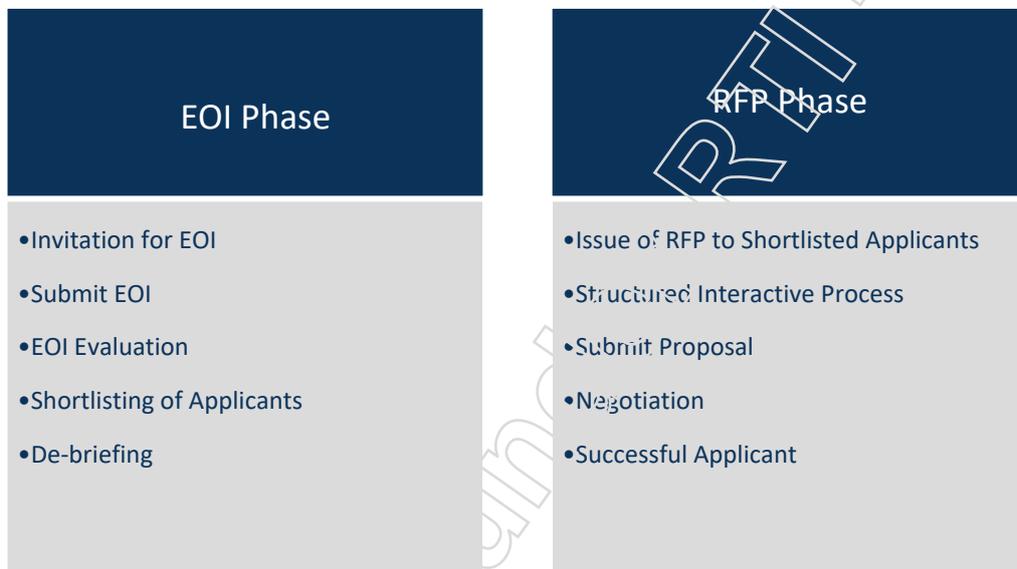


Figure 5-1 Overview of Procurement Process

5.3. EOI Phase

5.3.1. EOI Overview

The EOI Phase represents the first stage in the selection of a Successful Applicant for the RMM Package.

5.3.2. Invitation for EOI

An Applicant that wishes to respond to this Invitation for EOI is required to:

- provide written notice to TMR by 2 pm (AEST), 24 December 2020 of the Applicant's intention to submit an EOI (refer to Appendix A4 of Invitation for EOI – Part A);

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- submit its complete EOI by the EOI Closing Date and Time in accordance with the requirements of this Invitation for EOI (including the requirements in Sections 1 and 2 of the Invitation for EOI – Part B and the requirements of the EOI Returnable Schedules) "collectively the **EOI**".

5.3.3. Applicant

An Applicants can:

- either represent themselves;
- be a consortium consisting of two or more Applicant Members;
- or be either of the above together with Applicant Associates.

An Applicant is required to nominate all Applicant Members (if they intend to form a consortium), Applicant Associates and Key Suppliers as part of their EOI.

Refer to Section 2.2 and Appendix B1 of the Invitation for EOI – Part B regarding the information required in relation to Applicant Members. Refer to Section 14 of Appendix A2 with respect to changes to an Applicant.

5.3.4. EOI Evaluation

The EOI will be evaluated, among other things (and in no particular order) against the Evaluation Criteria outlined in Section 7 (including Mandatory Evaluation Criteria and Comparative Evaluation Criteria) of this Invitation for EOI – Part A to select a shortlist of Applicants who will be invited to participate in the RFP Phase.

5.3.5. Shortlisting of Applicants

TMR's intention is to shortlist up to three Applicants to participate in the RFP Phase.

Applicants will only be eligible for shortlisting if they have:

- submitted a complete EOI by the Closing Date and Time, including all of the information referenced in the EOI Checklist in Section 1.2 of the Invitation for EOI – Part B; and
- entered into the Probity Deed if they are required to do so.

5.3.6. De-briefing

Following the release of the RFP, Applicants may request a debriefing on the evaluation of their EOI.

5.4. RFP Phase

5.4.1. Issue of RFP

TMR intends to issue the RFP following the selection and approval of the Shortlisted Applicants.

The RFP will contain:

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- Volume 1 – General information and instructions to Shortlisted Applicants, including the RFP evaluation criteria which will be used to evaluate Proposals and select the Successful Applicant ;
- Volume 2 – Proposal requirements and Returnable Schedules, including details of the commitments that TMR will require upon lodgment of Proposals;
- Volume 3 – RMM Package scope and technical requirements;
- Volume 4 – Draft contract documents, including draft DBM Project Deed; and
- Volume 5 – Project information.

This phase will require each Shortlisted Applicant to develop and submit a Proposal.

5.4.2. Interaction during the RFP Phase

TMR will conduct a structured interactive process for the RFP Phase.

This will involve a process where TMR will meet with Shortlisted Applicants one-to-one on a regular basis during the Proposal preparation stage. Shortlisted Applicants will be encouraged, but not mandated, to use this opportunity to test the acceptability or otherwise of technical and commercial ideas and solutions with TMR. TMR, will not lead Shortlisted Applicants in the development of their Proposals.

Key meeting streams will include:

- executive meetings – strategic and process issues;
- technical meetings – engineering and environmental issues; and
- commercial meetings – commercial issues.

5.4.3. Contribution to Costs of Shortlisted Applicants in the RFP Phase

As specified in Section 23 of Appendix A2 (Terms and Conditions), Applicants are solely responsible for and will bear all costs and expenses incurred in connection with their participation in the EOI Phase.

However, TMR will make a contribution to the costs of participating in the RFP Phase for each Shortlisted Applicant that is not selected by TMR to enter into the Project Documents and deliver the RMM Package.

The Successful Applicant will not be entitled to receive the contribution to its costs of participating in the RFP Phase as it is expected those costs will be compensated for via the Successful Applicants participation in the RMM Package.

On the basis of shortlisting up to three Applicants, the contribution to the costs of each unsuccessful Shortlisted Applicant will be a lump sum payment equal to the lesser of:

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- 50% of the unsuccessful Shortlisted Applicant’s verifiable external bid costs; and
- AUD 2.5 million (GST exclusive).

This contribution recognises:

- the nature, scale and complexity of the REP and RMM Package;
- recent market practice on relevant projects;
- TMR’s intent to work with the Shortlisted Applicants to reduce bid costs through the interactive tender process;

This entitlement to a contribution will be conditional on:

- the unsuccessful Shortlisted Applicant must have submitted a fully developed, conforming Proposal (as a minimum) and otherwise complied with all requirements of the RFP Documents;
- the unsuccessful Shortlisted Applicant transferring the Intellectual Property Rights in its Proposal to TMR; and
- any other condition or requirement in the RFP Documents.

5.5. Procurement Program

5.5.1. EOI Process Timetable

Table 4 sets out the timetable for the EOI Process.

Table 4: Timetable for EOI Process

Milestone	Target Date
Release of Invitation for EOI	10 December 2020
EOI Closing Date and Time	2 pm (AEST), 11 February 2021
Selection of Shortlisted Applicants	Q2 2021

5.5.2. Indicative RFP Timetable

Table 5 sets out the current indicative timetable for the RFP Phase and completion process.

Table 5: Indicative RFP Timetable

Milestone	Target Date
Indicative RFP Process	
Release of RFP	Q2 2021
RFP Closing Date	Q3 2021
Announcement of Successful Applicant	Q4 2021
Completion Process	
Contract Award	Q1 2022

5.6. Information Available to Applicants

5.6.1. RMM Package Information and the REP EOI Data Room

TMR is providing Applicants with additional supporting information and documentation (including background and reference information) regarding the REP via the REP EOI Data Room to enable them to prepare an informed EOI. Invitation for EOI – Part C contains a list of the additional supporting information and documentation that is included in the REP EOI Data Room as at the date of issue of this Invitation for EOI.

Applicants should note that additional information may be placed in the REP EOI Data Room on a progressive basis.

The REP EOI Data Room is also used for communications between the Applicants and TMR, as further described in Sections 5.6.2 and 6.4.

In order to allow the REP EOI Data Room to be managed, any party accessing the REP EOI Data Room must:

- have executed a Confidentiality and Communications Deed Poll and provided it to TMR as a condition of access; and
- be a rollingstock provider, or in an arrangement with a rollingstock provider in connection with the REP or otherwise obtain TMR's prior written consent.

5.6.2. Questions and Requests for Clarification

If an Applicant has a question or request for clarification during the EOI Phase, these must be addressed in writing to the Transaction Manager through the Q&A function of the REP EOI Data Room.

When submitting a question via the REP EOI Data Room, the Applicant is to mark each question as either "Confidential" or "Non-Confidential", using the applicable form within the REP EOI Data Room.

If an Applicant is of the view that an enquiry relates to proprietary aspects of their EOI or is commercial-in-confidence, the Applicant must identify the enquiry as such, by marking the question as "Confidential" as noted above, and provide details of why the enquiry is proprietary or commercial-in-confidence.

Enquiries and TMR's responses will be provided to all Applicants, except where:

- the enquiry relates to proprietary information relevant to the EOI of the Applicant making the enquiry, or is commercial-in-confidence, and the Applicant has identified that its enquiry is as such (as noted above); or
- TMR, in its absolute discretion, is of the opinion that the enquiry and TMR's response will not materially impact the integrity or the competitiveness of the EOI Phase.

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Where TMR, in its absolute discretion, is of the opinion that the enquiry is not proprietary in nature or commercial-in-confidence, TMR will advise the Applicant that the enquiry and TMR's response will be provided to all Applicants and that it has the opportunity to withdraw the enquiry. If the Applicant then reaffirms its request for a response to the enquiry, the enquiry and TMR's response may be provided to all Applicants.

Applicants must note that the final time for submission of questions is 4 February 2021 at 5:00pm (AEST).

All other general enquiries must also be made via the Q&A function of the REP EOI Data Room.

5.7. Probity Adviser

TMR has appointed the Probity Adviser to monitor the Procurement Process outlined in this Invitation for EOI and to ensure the Procurement Process is applied fairly and equitably to all Applicants. The Probity Adviser may be present at briefings, meetings, interviews and/or workshops during the Procurement Process. Applicants may contact the Probity Adviser by email at the email address noted below, in circumstances where they have concerns in relation to probity or the conduct of the Procurement Process.

*Melissa Grainger Legal Practice Director
QProcurement*

Email: mel@gprocurement.com.au

Subject: REP Probity Matter – [Applicant Name]

5.8. Probity and Competitiveness

5.8.1. Management of Probity Issues

TMR intends to ensure that the probity and competitiveness of the Procurement Process is not materially compromised by:

- the existence of an Applicant, Applicant Member, Applicant Associate or Key Supplier (or their Related Parties) that is a member of Another Applicant Team;
- an Applicant's, Applicant Member's, or Applicant Associate's involvement in a Related State Project;
- an Applicant's, Applicant Member's, Applicant Associate's engagement of any State Advisors in relation to the REP;
- an Applicant's engagement of any former State employees or former State Advisors involved in the REP in relation to REP;
- contact with any Government Parties in relation to the REP, other than in accordance with the Invitation for EOI; or
- any other probity issue.

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5.8.2. Notification of Probity Issues

If an Applicant becomes aware of a probity issue or concern, the Applicant must immediately contact the Probity Adviser by email and provide details of:

- the probity issue or concern;
- how the probity issue or concern impacts on the Applicant's interest, or the integrity of the Procurement Process;
- any relevant background information; and
- the Applicant's proposal(s) for the resolution of the probity issue or concern (where possible).

Any contact or communication with the Probity Adviser will be disclosed by the Probity Adviser to TMR.

The attention of Applicants is drawn to TMR's requirements relating to probity and competitiveness issues outlined in Appendix A2 of the Invitation for EOI – Part A, and Appendix B3 of the Invitation for EOI – Part B.

5.8.3. Exclusivity of Applicant Members, Associates and Advisors

TMR is seeking competitive responses for the REP. Each Applicants, Applicant Members and Applicant Associates must be engaged on a fully exclusive basis.

An Applicant is permitted to use a Common Key Supplier provided that:

- the Common Key Supplier does not have access to an Applicant's confidential information in relation to the EOI;
- the Common Key Supplier is not involved in the development of the EOI and the RFP to the extent that would result in a probity issue; and
- the Applicant immediately informs TMR that it is using a Common Key Supplier (if it becomes so aware).

If there is a Common Key Supplier, TMR may require the relevant Applicants and Common Key Supplier to provide further information and enter into additional probity deeds specifying the barriers established to manage the probity risks associated with the arrangement, including the communication, geographical and physical barriers between personnel who would service the conflicting arrangements.

In limited circumstances, TMR may decide to approve an Applicant Member being a Key Supplier to Another Applicant Team. In considering whether to give that approval, TMR will consider if there is sufficient scarcity of resource in the market for an item, skill or service of the entity that is proposed to be both the Applicant Member and Key Supplier to Another Applicant Team, that makes it impractical or significantly detrimental to the quality and acceptability of an EOI or Proposals, to restrict the entity to being associated with one Applicant only; and

- the nature of the engagement and extent of the proposed involvement of entity;

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- the extent to which the engagement may lead to further probity concerns in the Procurement Process;
- the extent to which any probity concern could be effectively mitigated, including by establishing communication, geographical, or physical barriers between the personnel who would service the potentially conflicting engagements;
- whether suitable barriers are in place and documented to ensure that any potential or perceived probity or competitiveness issues can be appropriately controlled; and
- any other relevant consideration.

Applicants and Applicant Members that do not become Shortlisted Applicants:

- will be required to immediately terminate any exclusive arrangements in place with any Key Supplier or Applicant Associates, for the purposes of the REP; and
- will not be permitted to join a Shortlisted Applicant.

5.8.4. State advisors precluded from bidding

TMR has engaged various advisors to assist with the planning and delivery of the REP. Applicants must make their own enquires as to whether an entity or its Related Party is currently or has previously been engaged by the State in relation to the REP.

TMR's advisors providing client-side services to the REP are precluded from being an Applicant, an Applicant Member or an Applicant Associate without the prior written approval of TMR.

Table 6 provides a non-exhaustive list of TMR's advisors exclusive to TMR for the REP.

Table 6: State's Advisors

Legal Name	Scope
RPS	Project and Transaction Management
PricewaterhouseCoopers (PwC)	Commercial and Financial Advisor
Ashurst	Legal Advisor
SNC Lavalin	Rollingstock Technical Advisor
QProcurement	Probity Adviser
Aurecon	Civil Technical Advisor
Architecture & Access	Accessibility Advisor
Deloitte	Industry Development Advisor
Turner and Townsend	Cost and Program Advisor
The Comms Team	Communication Services

6. EOI Requirements

6.1. Introduction

This Section 6 specifies the basis upon which an Applicant is required to submit their EOI. It is important that Applicants comply with the information and instructions provided below to permit consistency in the EOI evaluation.

If an Applicant fails to provide a complete EOI in accordance with the requirements of this Section 6 and Section 2 of Appendix A2, TMR may, in its absolute discretion, choose to disqualify the Applicant from the selection process.

6.2. Information Required

Applicants are requested to ensure that their EOI reflects the structure set out in, and contains the information requested by the Invitation for EOI – Part B.

Where page limits have not been specified, Applicants are requested to provide a concise EOI that clearly addresses the information requested.

For the purposes of EOI evaluation TMR will consider a response to this Invitation for EOI to be a complete EOI provided that in TMR's reasonable opinion it:

- addresses the required scope of the RMM Package;
- is substantially in accordance with the commercial and legal framework described in Section 4; and
- contains a properly completed and executed EOI Deed Poll and all information required under this Invitation for EOI, including a full suite of completed EOI Returnable Schedules as required by TMR (refer to the EOI Checklist in Section 1.2 of the Invitation for EOI – Part B).

Note that the EOI Returnable Schedule referred to in Section 5 of the Invitation for EOI – Part B is optional and Applicants are not required to provide this EOI Returnable Schedule. If included in an EOI, this EOI Returnable Schedule will not be considered as part of the EOI evaluation process.

6.3. EOI Format

Applicants must note the following with respect to the required format of EOI.

The EOI must:

- be submitted in A4 format (unless otherwise specified within the Page Limit instructions);
- be set out in no smaller than Arial 10 point font;
- include numbered sections for each of the EOI Returnable Schedules; and
- not be unnecessarily elaborate or include excessive attachments beyond that sufficient to present a complete and effective EOI.

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It is permissible to include appendices to the main body of the EOI, however there is a preference to limit the number of appendices. Applicants are not to include generic advertising or marketing material.

Applicants must comply with the Privacy Legislation in relation to any Personal Information provided in their EOI.

6.4. EOI Submission

Each Applicant must submit its EOI electronically through the Q&A function of the REP EOI Data Room.

The question Subject must be marked "Confidential" in the applicable form within the REP EOI Data Room and titled "EOI– Rollingstock Expansion Program – [Applicant Name]".

The EOI is to be submitted as a single, searchable PDF file for each EOI Returnable Schedule. Any attachments can be included in the EOI Returnable Schedule pdf except for the financial statements which should be submitted as a separate pdf(s).

Each EOI will be received and registered by the Transaction Manager or their delegate. The EOI shall remain unopened until the EOI Closing Date and Time (as set out in Section 6.5 below).

6.5. EOI Closing Date and Time

The EOI Closing Date and Time is 2pm (AEST), 11 February 2021. TMR reserves the right to extend the EOI Closing Date and Time by providing a notice to all Applicants.

TMR will not accept changes, modifications or adjustments after the EOI Closing Date and Time other than as outlined in this document and in its absolute discretion.

6.6. Late Submission Policy

EOIs received after the EOI Closing Date and Time will be deemed to be "late" and will be registered separately. A late EOI will only be admitted for evaluation if TMR, in its absolute discretion, makes a decision to do so.

6.7. Amendments to Invitation for EOI

TMR may amend the Invitation for EOI in any way (including, without limitation, by extending the EOI Closing Date and Time) at any time.

Any amendment(s) to the Invitation for EOI will be issued in the form of an Addendum or Addenda that will be issued to all registered Applicants.

No explanation or interpretation provided by TMR may be relied upon by an Applicant as an amendment to this Invitation for EOI unless it has been given in the form of an Addendum or Addenda.

7. EOI Evaluation

7.1. Purpose

The purpose of this Section 7 is to:

- provide a high-level overview of the EOI evaluation process;
- set out the Mandatory Evaluation Criteria, Comparative Evaluation Criteria and other considerations;
- inform Applicants that they may be required to present to the Project Team; and
- inform Applicants of TMR's right to seek clarifications.

7.2. Evaluation Process

The EOI evaluation process will be used to shortlist Applicants that have the proven experience, capability and capacity to deliver the RMM Package and invite them to participate in the RFP Phase.

EOIs will be evaluated by an Evaluation Panel. The Evaluation Panel will consist of appropriately experienced personnel and will be supported by commercial, legal, technical and other specialist advisers, internal and external to TMR, as required.

7.3. Mandatory Evaluation Criteria

The Applicant must demonstrate its capacity to comply with the following Mandatory Evaluation Criteria (refer Table 7) to the satisfaction of TMR. If an Applicant does not comply to any of the Mandatory Evaluation Criteria, the Applicant should disclose full reasons for the nature and type of non-compliance for consideration by TMR. It is at TMR's discretion as to whether an Applicant will be further considered for subsequent stages of the procurement process. The information required to respond to these Mandatory Evaluation Criteria is set out in Section 3 of the Invitation for EOI – Part B.

The Mandatory Evaluation Criteria in Table 7 are considered essential thresholds by TMR.

Table 7: Mandatory Evaluation Criteria

1	Mandatory Evaluation Criterion 1: Local Content and Best Practice Principles The Applicant must provide their commitment and demonstrated approach to addressing the Queensland Procurement Policy 2019 and Best Practice Principles.
2	Mandatory Evaluation Criterion 2: Ethical Supplier Threshold The Applicant must comply with the Queensland Government's Ethical Supplier Mandate and Ethical Supplier Threshold.
3	Mandatory Evaluation Criterion 3: Financial Capacity Demonstrated evidence that the Applicant is supported by entities that have the financial capacity appropriate for a project of this nature.

7.4. Comparative Evaluation Criteria

The Applicant must demonstrate its capabilities in respect of the Comparative Evaluation Criteria set out below (refer to Table 8). The information required to respond to these Comparative Evaluation Criteria is set out in Section 4 of the Invitation for EOI – Part B.

These Comparative Evaluation Criteria in Table 8 are not listed in any particular order of priority.

Table 8: Comparative Evaluation Criteria

1	Comparative Evaluation Criterion 1: Train Supply and Maintenance Demonstrated ability of, and certainty that, the proposed rollingstock will meet or exceed the requirements of the Indicative Technical Specification.
2	Comparative Evaluation Criterion 2: RMM Package Delivery Demonstrated understanding of key RMM Package delivery requirements and the Applicant's ability to deliver the proposed rollingstock within the required timeframes.
3	Comparative Evaluation Criterion 3: Design and Construction of a Manufacturing Facility Demonstrated experience and capability in the design, construction, testing and commissioning of a new Manufacturing Facility complying with all relevant State policies.
4	Comparative Evaluation Criterion 4: Commercial Structure The appropriateness of the proposed commercial structure of the Applicant.
5	Comparative Evaluation Criterion 5: Understanding of Key Risks and Innovation Demonstrated understanding of the key risks of the RMM Package and the ability to provide innovation and leverage lessons learnt to deliver TMR's requirements and optimise customer experience.

7.5. Additional Considerations

The Applicant will also be required to demonstrate that it meets certain public interest and probity requirements. Only those Applicants who satisfy these requirements will be shortlisted. The information required to respond to these additional considerations is set out in Section 2 of the Invitation for EOI – Part B.

Without limiting Appendix A2 (Terms and Conditions), TMR reserves the right to, in its absolute discretion:

- consider any other matter which it deems relevant to the evaluation of an EOI;
- take into account information provided in response to a particular Evaluation Criterion (including both Mandatory Evaluation Criteria and Comparative Evaluation Criteria) in the evaluation of other Evaluation Criteria;
- take into account information from its own and other sources in evaluating EOI;
- accept or reject any EOI at any time (including prior to or during evaluation) or discontinue evaluation of an EOI irrespective of the extent to which it satisfies any of the Evaluation Criteria;

- request additional information or clarifications in relation to any EOI, including via interview or presentation; and/or
- give preference to any one or more of the Evaluation Criteria over another criteria.

7.6. TMR's Right to Seek Clarification

TMR reserves the right, in its absolute discretion, to conduct interviews with one or more of the Applicants, to seek clarification of an EOI and obtain additional information via written request and/or interview. However, the Applicant must submit an EOI which is sufficient to enable evaluation by TMR without the need for clarification and must not rely on being invited to make further submission prior to the shortlist of Applicants being finalised.

The Applicant must promptly respond in writing to any request by TMR for additional information or clarifications. Where such information or clarifications are not provided within the timeframe nominated by TMR, TMR reserves the right to conclude its evaluation processes on the basis of the information available.

8. Enquiries and Further Information

8.1. General Enquiries

All contact and general enquiries in relation to the RMM Package and the REP must be directed in writing as set out in Section 5.6.2.

8.2. TMR Advisors

A dedicated Project Team is being established by TMR to manage the Procurement Process and the design, construction and commissioning phases of the RMM Package. TMR has also appointed a number of advisers for the REP. The key advisers, and any sub-consultants utilised by the project advisers, are set out in 5.8.4.

TMR's advisers, and any of the adviser's sub-consultants, are not available to Applicants without TMR's prior consent.

By providing an EOI, each Applicant acknowledges that the advisers set out in 5.8.4. of this Invitation for EOI have been appointed to assist TMR in respect of the RMM Package. It is the Applicant's responsibility to ensure that any adviser or consultant it proposes to use is not precluded from participating in the RMM Package.

8.3. Contact with Stakeholders

Other than the Transaction Manager, Applicants must not contact:

- the Project Team;
- any members, employees or officers of the Government Parties (which includes Queensland Rail);

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- unions, professional organisations and other stakeholders who may have an interest in the REP, including the stakeholders listed in Section 3.5 (other than potential Applicant Members and potential Applicant Associates, in accordance with the requirements of this Invitation for EOI); or
- elected members of the Commonwealth, State or Local Governments, with a view to providing or obtaining information in respect of any part of the RMM Package, REP, the EOI Phase or their EOI, or attempt to support or enhance their prospect of being shortlisted other than as expressly permitted by the Invitation for EOI.

At the absolute discretion of TMR, any unauthorised communication or attempted approach by an Applicant may lead to the Applicant's exclusion from the EOI Phase.

8.4. Terms and Conditions

This Invitation for EOI is provided by TMR subject to the specific terms and conditions contained in Appendix A2.

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APPENDICES

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Appendix 1 Glossary and Acronyms

Term	Definition
Addenda	Any addenda or addendum to this Invitation for EOI issued by TMR in accordance with the Section 12 of Appendix A2 (Terms and Conditions).
Another Applicant Team	Another Applicant team including the other Applicant and their its members, Applicant Associates and Key Suppliers
Applicant	An entity, partnership, joint venture or consortium who or which lodges a conforming EOI.
Applicant Member	A member of the Applicant.
Applicant Associate	A consultant or advisor to an Applicant who will have access to confidential information in relation to the Applicant's EOI.
Automatic Train Operation	An operational safety enhancement device used to help automate operations of trains.
Car	Single vehicle which forms part of a Unit.
Common Key Supplier	A Key Supplier that is a member of Another Applicant Team.
Comparative Evaluation Criterion	Each comparative evaluation criterion set out in Section 7.4. Comparative Evaluation Criteria has a corresponding meaning.
Confidentiality and Communications Deed Poll	The deed poll executed by each Applicant Member and Applicant Associate as a pre-condition to gaining access to the Date Room.
Current Indicative Delivery Program	Refer section 3.3.6 "Current Indicative Delivery Program" of this Invitation for EOI – Part A.
DBM Project Deed	The deed for the delivery of the RMM Package to be entered into between the State and the Successful Applicant.
EOI	A response to this Invitation for EOI that, in TMR's reasonable opinion, meets the requirements of this Invitation for EOI, including as listed in Section 6 of this Invitation for EOI – Part A and in Section 2 of Appendix A2 .
EOI Checklist	The checklist included in Section 1.2 of the Invitation for EOI – Part B.
EOI Closing Date and Time	The closing date and time for the submission of an EOI, as described in Section 6.5, or such later date and time as is notified to the Applicants in writing by TMR.
EOI Deed Poll	Refer to Appendix B1 of Part B EOI
EOI Documents	Means: <ul style="list-style-type: none"> • this Invitation for EOI, including all appendices and attachments; and all Addenda.
EOI Phase	The stage of the Procurement Process described in Section 5.3, culminating in the selection of the Shortlisted Applicants.
EOI Returnable Schedule	Each of the returnable schedules that the Applicant must submit with its EOI in accordance with the Invitation for EOI – Part B.
Evaluation Criteria	The evaluation criteria against which TMR will evaluate each EOI comprising the Mandatory Evaluation Criteria and the Comparative Evaluation Criteria.
Evaluation Panel	The evaluation panel established by TMR to consider and evaluate the EOI.
Evaluation Process	Refer section 0 "EOI Evaluation Process" of this Invitation for EOI.
Financial Close	The point in time when all conditions precedent to achieving financial close of the Project Documents have been satisfied.
Government Parties	Each of:

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Part A – Project and RMM Package Overview and Applicant Instructions

Term	Definition
	(a) TMR; (b) the State of Queensland; (c) Local government, including Brisbane City Council; (d) The Commonwealth of Australia; (e) Queensland Rail; and (f) Any other governmental, semi-governmental or local government authority, minister, statutory corporation, agency, instrumentality or government-owned corporation.
Guarantor	If a parent company guarantee is to be provided for an Applicant or Applicant Member, the entity providing the parent company guarantee.
Indicative Technical Specification	As listed in Appendix B5 of the Invitation for EOI – Part B.
Initial Fleet	The initial 20 six-car EMUs the State is procuring under the RMM Package.
Inner City Rail Network	As defined in section 2.10.2 of this Invitation for EOI.
Intellectual Property Rights	All present and future registered and unregistered rights conferred by statute, common law or equity in, or in relation to, copyright, trademarks, patents, designs, circuit layouts, trade secrets, know how, confidential information, inventions and all other intellectual property as defined in article 2 of the Convention Establishing the World Intellectual Property Organisation 1967.
Interface and Commissioning Agreement	The agreement covering the relationship between Successful Applicant, the State and Queensland Rail, as described in Section 4.5.
Invitation for EOI	The Invitation for EOI for the RMM Package as described in section 1.3.
Invitation for EOI – Part A	This Invitation for EOI document.
Invitation for EOI – Part B	The document outlining the required format of EOI, including the EOI Returnable Schedules.
Invitation for EOI – Part C	The document containing the initial list of documents contained in the REP EOI Data Room.
Key Suppliers	A Suppliers on which the Applicant is reliant for the manufacture and delivery of sub-systems which are critical to the manufacture of the Train – for example ETCS on-board equipment, Door systems, HVAC, Brakes, Tractions, Interiors/ seating, On-board Communications systems. This list is not exhaustive and the Applicant should ensure it considers all the Train Systems for which it is reliant on others
Maintained Works	The works described in Section 3.3.2, including the tunnel(s), stations and portals.
Maintenance Depot	As defined in section 1.1 “Program Overview” of this Invitation for EOI.
Maintenance Term	As described in section 4.3 of this Invitation for EOI.
Mandatory Evaluation Criterion	Each mandatory evaluation criterion set out in Section 7.3. Mandatory Evaluation Criteria has a corresponding meaning.
Manufacturing Facility	As defined in section 1.1 “Program Overview” of this Invitation for EOI.
Optional Units	The 45 six-car units if the State exercises the options to procure these additional Units.
Personal Information	Has the meaning as defined in any applicable Privacy Legislation.
Privacy Legislation	The <i>Privacy Act 1988</i> (Cth), the <i>Information Privacy Act 2009</i> (Qld) and all other applicable legislation relating to privacy and personal information.
Probity Adviser	Refer section 1.4 “Probity and Competitiveness” and section 5.7 “Probity Adviser” of this Invitation for EOI.
Probity Deed	A deed which TMR may require the Applicant and other parties to execute in order to manage a Probity Issue for the Project.

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Part A – Project and RMM Package Overview and Applicant Instructions

Term	Definition
Procurement Process	Refer to section 0 “ Steps in the Procurement Process” of this Invitation for EOI.
Project Team	The persons appointed by TMR in connection with the procurement and delivery of the RMM Package, including those responsible for managing the Procurement Process and the Evaluation Panel. The Project Team may include employees, officers, secondees, advisers, consultants and contractors.
Proposal	A Shortlisted Applicant's response to the RFP Documents.
Provisional Acceptance	The date that marks Successful Applicant completing the activities required in the Project Documents that are largely within its control (with some involvement from other parties).
Queensland Rail	As defined in section 2.3 of this Invitation for EOI.
RMM	The Rollingstock, Maintenance and Manufacturing facility package of work.
Rail Safety National Law	The Rail Safety National Law (Queensland), as defined in the Rail Safety National Law (Queensland) Act 2017 (Qld), and any associated regulations.
Rail Transport Operator	The operator of the being Queensland Rail.
Related State Project	Refer to 2.10 of this Invitation for EOI.
Related Party	In respect of an entity, another entity which is a related body corporate as defined by sections 9 and 50 of the <i>Corporations Act 2001</i> (Cth)
REP	The “Rollingstock Expansion Program” as described in section 1.1 “Project Overview” of this Invitation for EOI.
REP EOI Data Room	The data room referred to in Section 5.6.1 of this Invitation for EOI – Part A, which contains information related to the RMM Package that is available to Applicants and is used for correspondence between the Applicants and TMR.
Revenue Service	Train operation carrying members of the public as customers in a timetabled service.
RFP Documents	The RFP document(s) to be issued to Shortlisted Applicants, for the purpose of requesting Proposals for the delivery of the RMM Package.
RFP Phase	The phase of the Procurement Process in which TMR requests Shortlisted Applicants to submit Proposals to deliver the RMM Package, evaluates the Proposals, negotiates with one or more Shortlisted Applicants that submit a Proposal and selects the Successful Applicant, leading to contract award and Financial Close.
RMM Package	The rollingstock maintenance and manufacturing package described in section 1.1 of this Invitation for EOI.
Rollingstock Fleet	Initial Fleet and Optional Units (if the option is exercised)
Shortlisted Applicant	An Applicant who has been Shortlisted as a result of the EOI Process and will be offered the opportunity to participate in the RFP Phase.
Shortlisting	The shortlisting of certain Applicants to the RFP Phase. Each of Shortlist and Shortlisted has corresponding meanings.
State	The State of Queensland.
Successful Applicant	The Shortlisted Applicant who, following the Procurement Process, is appointed to undertake the RMM Package.
Technical Performance Specification	The technical performance requirements of the RMM Package to be provided for the RFP Phase.
Transaction Manager	RPS
Unit	The minimum combination of cars that when coupled can be operated independently.

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Part A – Project and RMM Package Overview and Applicant Instructions

Term	Definition
AEST	Australian Eastern Standard Time
ATO	Automatic Train Operation
BCCB	Building Construction Compliance Branch
BIM	Building Information Modelling
CRR	Cross River Rail
DBM	Design build and maintain
DDA	Disability Discrimination Act
EOI	Expression of Interest
EMU	Electric Multiple Unit
ETCS	European Train Control System
ETCS L2	European Train Control System Level 2
NGR	New Generation Rollingstock
ONRSR	Office of the National Rail Safety Regulator
Q&A	Question and answer
RFP	Request for Proposals
RIM	Rail Infrastructure Manager
RSNL	Rail Safety National Law
RTO	Rail Transport Operator
SEQ	South East Queensland
WH&S	Work Health & Safety

Released under RTI

Appendix 2 Terms and Conditions

1. Acknowledgement

By providing an EOI, the Applicant and each Applicant Member acknowledges that:

- (a) it has signed and is bound by the:
 - (i) EOI Deed Poll;
 - (ii) Confidentiality and Communications Deed Poll; and
- (b) it is bound by these Terms and Conditions.

2. EOI requirements

- (a) Each Applicant is required to submit an EOI which:
 - (i) is in the format required by this Invitation for EOI and includes the details and materials required by this Invitation for EOI – Part A and the Invitation for EOI – Part B, including the EOI Returnable Schedules;
 - (ii) meets the requirements of this Invitation for EOI which are current as at the EOI Closing Date and Time;
 - (iii) is endorsed to confirm that the Applicant has allowed in its EOI for the requirements contained in all Addenda issued to the Applicant prior to the EOI Closing Date and Time (each Addendum must be identified by its number and date of issue); and
 - (iv) complies with Section 6 of this Invitation for EOI – Part A and with this Section 2 of **Appendix A2**.
- (b) The Applicant must submit its EOI by the EOI Closing Date and Time.
- (c) The Applicant must submit its EOI in accordance with Section 6 of this Invitation for EOI – Part A and the Invitation for EOI – Part B.
- (d) TMR may decline to consider any EOI that are not submitted as required by Section 6 of this Invitation for EOI – Part A and the Invitation for EOI – Part B.
- (e) The Applicant's EOI Deed Poll to be included in the EOI must be signed for and on behalf of each Applicant Member by a person or persons having full authority to bind the Applicant Member and the Applicant.
- (f) The Applicant must include the name, email address and telephone number of a company contact and an address, not a post box, for service of notices for the purposes of this Invitation for EOI.
- (g) Unless otherwise specified, measurements must be expressed in Australian legal units of measurements and all prices stated in the EOI are to be stated in Australian dollars.

- (h) It is the Applicant's responsibility to ensure that its EOI is complete and submitted by the EOI Closing Date and Time.
- (i) EOI will remain valid for a period of 180 days from the EOI Closing Date and Time. The Applicant may not withdraw its EOI during this period.

3. Non-conforming and late EOI

- (a) A non-conforming EOI will be excluded from consideration unless TMR otherwise determines, in its absolute discretion and without having any obligation to do so, that it is appropriate for it to be considered.
- (b) An EOI submitted after the EOI Closing Date and Time will be deemed to be a non-conforming EOI.

4. Applicant to inform and satisfy itself

4.1 TMR does not warrant EOI Documents are accurate

The Applicant acknowledges and agrees that:

- (a) TMR does not warrant, assume any duty of care or other responsibility for or make representations about the accuracy, adequacy, suitability or completeness of the EOI Documents and any other information made available;
- (b) TMR is under no obligation by this deed to notify the Applicant, or provide any further information to the Applicant, if it becomes aware of any inaccuracy, incompleteness or change in the EOI Documents or any other information made available;
- (c) TMR has made or makes any representation or warranty, express or implied, that the EOI Documents does not infringe on any Intellectual Property; and
- (d) TMR will not be liable upon any claim by the Applicant, Applicant Members, Applicant Associates, or any other person arising out of or in any way in connection with the EOI Documents.

4.2 Applicant to make own assessment

The Applicant agrees and acknowledges:

- (a) to inform itself as to the EOI Documents and any other information made available by TMR, or any other person on TMR's behalf, to the Applicant for the purpose of responding to this Invitation for EOI;
- (b) to inform itself as to all information relevant to the risks, contingencies and other circumstances having an effect on its EOI and which is obtainable by the making of reasonable enquiries;
- (c) that any forecasts or estimates in the information disclosed by TMR or its representatives or any person acting on behalf of TMR may not prove correct or be achieved;

- (d) that it has prepared its EOI based on its own investigations, interpretations, deductions, information and determinations including (without limitation) its own independent evaluation of the accuracy, adequacy, suitability and completeness of the EOI Documents or any other information made available;
- (a) that it has satisfied itself as to the correctness and sufficiency of its EOI; and
- (b) that each Applicant has obtained such professional advice as is appropriate for a process of this type.

5. Further information

- (a) Subject to Section 5(b) of this **Appendix A2**, no Applicant will be permitted to alter its EOI after it has been submitted unless TMR otherwise determines, in its absolute discretion and without having any obligation to do so.
- (b) Notwithstanding any other requirements of the EOI Documents, TMR may require an Applicant to submit additional information, add further offers, rectify a non-conformity in its EOI or make a formal presentation for the purpose of explaining EOI details to allow further consideration of the Applicant's EOI.
- (c) If an Applicant fails to submit any of the information required by any date and time stipulated by TMR, the EOI may be treated as non-conforming.
- (d) Without limiting this Section 5 of this **Appendix A2**, TMR may require that the Applicant submit similar information to that required to be provided by the Applicant pursuant to this Invitation for EOI in respect of any subcontractors to which it proposes to subcontract any part of the Works of the RMM Package or the REP.

6. Selection of Shortlisted Applicant

- (a) TMR may, in its absolute discretion, choose whether or not to select any Applicant as a Shortlisted Applicant. If TMR selects a Shortlisted Applicant, TMR must notify each Applicant in writing of its decision. TMR is not obliged to advise the Applicants of the reasons for the selection or non-selection of any Applicant as a Shortlisted Applicant.
- (b) By submitting an EOI, the Applicant acknowledges that an EOI will not be deemed to have been successful unless and until the Applicant has been selected as a Shortlisted Applicant and, any probity deed required by TMR has been executed by all relevant parties.

7. Queensland Procurement Policy 2019

- (a) By submitting a EOI, the Applicant acknowledges the Queensland Procurement Policy 2019 will apply to the RMM Package and the REP and undertakes to comply with the requirements of the Queensland Procurement Policy 2019.
- (b) The Applicant acknowledges and accepts if the Queensland Procurement Policy 2019 is amended, varied or superseded, the amended, varied or superseded procurement policy will apply to the RMM Package or REP.

8. Compliance with laws, policies and standards

By submitting an EOI, the Applicant acknowledges and agrees that at all material times it will comply with all Commonwealth and State laws, policies and standards (including codes of practice and guidelines) that apply to the RMM Package or REP including, but not limited to the Queensland Government's Code of Practice for the Building and Construction Industry and the Queensland Government's Implementation Guidelines to the Queensland Code of Practice for the Building and Construction Industry.

9. Ethical Supplier Mandate

- (a) The Applicant must ensure the EOI and RFP Response complies with the Queensland Government's *Ethical Supplier Mandate and Ethical Supplier Threshold*.
- (b) At the absolute discretion of the State, if the EOI or RFP Response is inconsistent with the *Ethical Supplier Mandate or Ethical Supplier Threshold*, this may lead to the Applicant's exclusion from the EOI Phase or RFP Phase, or any related processes.

10. GST and other duties and taxes

All rates and prices that are required to be included in the EOI:

- (a) are to be on a GST exclusive basis; and
- (b) except as provided in paragraph (a), must include for all taxes, duties, levies, imposts and charges which may be payable in respect of the relevant work, services or items, (including any customs duty and primage applicable to imported materials, plant and equipment) required for the RMM Package or REP (**Taxes**),

and where applicable, the Applicant must submit with its EOI a statement setting out the amount of any Taxes in respect of any item required for the RMM Package or REP which has been included in the EOI.

11. TMR's rights and discretions

Without limiting any other provision in this Invitation for EOI, TMR has the right, in its absolute discretion, without any obligation to do so and without limiting any other right which it may have (whether under this Invitation for EOI or otherwise), to do any one or more of the following at any time without giving reasons:

- (a) disqualify an Applicant that does not comply with the terms of this Invitation for EOI;
- (b) select or decline to select an Applicant as a Shortlisted Applicant (whether or not the Applicant has submitted an EOI, and if so, whether or not the EOI was submitted on time or was a conforming EOI);
- (c) give preference to any one or more Evaluation Criteria over other Evaluation Criteria and consider relative trade-offs between them;
- (d) pre-qualify, shortlist or enter into negotiations or agreements with any one or more persons;

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- (e) accept a substitution of, withdrawal of, or addition to any of the parties or Applicant Members comprising the Applicant;
- (f) consider and evaluate, or alternatively exclude, a non-conforming EOI;
- (g) reject or refuse to consider or evaluate (or continue to consider or evaluate) any or all EOI;
- (h) amend:
 - (i) this Invitation for EOI; or
 - (ii) any process or procedure (including the Evaluation Criteria) regarding the consideration or the evaluation of any or all EOI;
- (i) withdraw this Invitation for EOI from any or all Applicants;
- (j) terminate the EOI Phase in respect of any or all Applicants;
- (k) terminate further participation in the EOI Phase by any or all Applicants;
- (l) advertise or otherwise call for new EOI;
- (m) extend or change the EOI Closing Date and Time or any other time or date specified in the Invitation for EOI;
- (n) waive any irregularities in the EOI Phase;
- (o) waive any non-compliance with this Invitation for EOI;
- (p) waive any non-conformances in any EOI;
- (q) proceed with, or elect not to proceed with, all or any part of the RMM Package or REP;
- (r) proceed with all or any part of the RMM Package or REP on a different basis or on different terms to those described in this Invitation for EOI;
- (s) not proceed with all or any part of the RMM Package or REP immediately but proceed with the relevant activities or work at some time in the future with any party, including a person other than an Applicant;
- (t) undertake all or any part of the RMM Package or itself or by others;
- (u) use information held by TMR about an Applicant not provided by the Applicant (including any information from TMR's own sources or any outside expertise) for the purposes of any consideration or evaluation during the EOI Phase;
- (v) take into account any information regarding an Applicant;
- (w) conduct any due diligence investigations (including the engagement of any outside expertise to conduct such investigations);

- (x) request additional information from an Applicant;
- (y) request an Applicant attending one or more meetings;
- (z) communicate, in whichever manner it choose, with an Applicant; and
- (aa) take any such other action as it considers in its absolute discretion to be appropriate in relation to the procurement of all or any part of the RMM Package or REP.

12. Amendments and Addenda

- (a) Without limiting Section 11 of this **Appendix A2**, TMR may amend the EOI Documents at any time during the EOI Phase and prior to the RFP Phase commencing (including to extend or change the EOI Closing Date and Time or to vary the Evaluation Criteria or TMR's requirements for the contractual structure proposed for the carrying out of the RMM Package or REP) by issuing a notification in writing called an "Addendum" which will become part of the Invitation for EOI.
- (b) Addenda will be serially numbered and issued to all Applicants via the Data Room:
 - (i) where individual Addenda are issued; or
 - (ii) where TMR has selected one or more Applicants as a Shortlisted Applicant, in which case any Addenda issued after that time might, at the absolute discretion of TMR, only be issued to the relevant Shortlisted Applicants.
- (c) Applicants must acknowledge receipt of all Addenda issued to them by completing the details for Addenda required in the EOI Deed Poll.
- (d) No explanation or interpretation of the EOI Documents may be relied upon by an Applicant as an amendment to the EOI Documents unless given in the form of an Addendum. Such Addenda will become part of the EOI Documents.

13. Reliance on information in EOI

By submitting an EOI, the Applicant:

- (a) warrants to the State that the information contained in its EOI is accurate and complete as at the date on which it is submitted and may be relied on by the State in determining whether or not to shortlist the Applicant;
- (b) undertakes to promptly notify TMR if it becomes aware of any change as described in Section 14 of this **Appendix A2**;
- (c) acknowledges that the State will rely on the above warranty and undertaking when evaluating the EOI; and
- (d) acknowledges that the State may suffer and recover any loss or damage if the Applicant breaches the warranty and undertaking.

14. Changes to Applicants or information

- (a) At any time during the EOI Phase (including, for the avoidance of doubt, before, during or after the EOI evaluation period), an Applicant must notify TMR in writing as soon as the Applicant becomes aware of any change to:
- (i) the Applicant or an Applicant Member;
 - (ii) any entity that proposes to take a direct equity interest in the Applicant or an Applicant Member if the Applicant is or will become a contractor engaged by TMR in relation to the delivery of the RMM Package or REP;
 - (iii) the ultimate parent entity of any entity that proposes to take a direct equity interest of the type mentioned in the paragraph above;
 - (iv) any other entity that is likely to be in a position to exercise control or influence (direct or indirect) over the future management and operation of the Applicant or an Applicant Member;
 - (v) any director, secretary or chief executive of any entity falling within the above paragraphs and any proposed new director, secretary or chief executive officer; and
 - (vi) any key RMM Package or REP resources (including proposed subcontractors and consultants) identified by the Applicant as providing a core capability to the Applicant.
- (b) At any time during the EOI Phase (including, for the avoidance of doubt, before, during or after the EOI evaluation period), an Applicant must notify TMR in writing as soon as the Applicant becomes aware of any material change to any information contained in its EOI, and of any material change in circumstances which may affect the truth, completeness or accuracy of any information provided in, or in connection with, the EOI.
- (c) TMR, in its absolute discretion, determines that a change referred to in Section 14(a) or 14(b) of this **Appendix A2** is material, it reserves the right to re-evaluate any EOI, consider the change during the EOI Phase or the RFP Phase or to eliminate the Applicant from further participation in the EOI Phase or the RFP Phase.

15. Probity and Competitiveness

- (a) Subject to Sections 15(b) and 15(c) of this **Appendix A2**, in providing an EOI, the Applicant warrants that:
- (i) as at the EOI Closing Date and Time, no actual, potential or perceived probity issues (including any actual, potential or perceived conflicts of interest) exist or are likely to arise in respect of the Applicant or its involvement in the RMM Package or REP, including any relationships between the Applicant and Another Applicant Team (including the existence of Related Parties, common directors,

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- advisers or employees), other than those probity issues disclosed and described in its EOI; and
- (ii) it will not place itself, and will ensure that its officers, employees, agents and advisers do not place themselves, in a position that may or does give rise to an actual, potential or perceived probity issue during this EOI Phase.
- (b) If an actual, potential or perceived probity issue arises, or appears likely to arise, including after the submission of its EOI, the Applicant must:
- (i) immediately notify TMR in writing as soon as such actual, potential or perceived probity issue becomes apparent to the Applicant and provide details of such probity issue; and
 - (ii) if the actual, potential or perceived probity issue arises prior to the submission of its EOI, fully disclose and describe such probity issue in its EOI.
- (c) If a notice is given under Section 15(b)(i) of this **Appendix A2**, TMR shall, in its absolute discretion, decide on the appropriate course of action. The Applicant must take all steps required by TMR to prevent, end, avoid, mitigate, resolve or otherwise manage the actual, potential or perceived probity issue.
- (d) The Applicant must provide (or procure) access for the Probity Adviser to the material, records, books, accounts and personnel of the Applicant, Applicant Member or Applicant Associate as relevant to the RMM Package or REP.
- (e) The Applicant agrees to co-operate fully with and do all things reasonably necessary or desirable to enable the Probity Adviser to carry out its duties effectively and expeditiously.
- (f) TMR reserves the right to undertake checks and investigations to satisfy itself that there are no actual, potential or perceived probity issues which may preclude a person from becoming an Applicant or an Applicant Member from being selected as a Shortlisted Applicant.
- (g) The Applicant consents to probity checks and investigations being conducted at any time. Such probity checks and investigations may include:
- (i) investigations into commercial structure, business and credit history;
 - (ii) prior contract compliance;
 - (iii) any criminal records or pending charges; and
 - (iv) research into any relevant activity that is or might reasonably be expected to be the subject of regulatory investigation.
- (h) If an Applicant, Applicant Member or Applicant Associate is a government owned business, a local government or a State or Commonwealth agency or authority, the Applicant, Applicant Member or Applicant Associate must comply with the competitive

neutrality policy of its jurisdiction in determining its price to carry out the RMM Package or REP.

- (i) Nothing in this Section 15 of this **Appendix A2** detracts from or limits the Applicant's obligations or responsibilities for complying with all probity requirements which relate to the EOI Phase.

16. Compliance with laws

The Applicant undertakes to comply with all Laws for the duration of the Procurement Process.

17. Use of former TMR, Government and service provider personnel

The Applicant and each Applicant Member and Applicant Associate must not, without written approval from TMR, permit a person to contribute to, or participate in, any process relating to the preparation of the Applicant's EOI or Proposal, if the person at any time since 1 January 2020 been employed by or provided advice to:

- (a) Queensland Government;
- (b) Queensland Rail; or
- (c) a Federal Government agency,

whether directly or indirectly as a consultant or contractor to any of them, in connection with services related to the development or review of procurement documentation for the RMM Package or REP (including any business case, evaluation plan, procurement plan, EOI Documents and RFP Documents).

18. Ownership and Intellectual Property Rights

- (a) Subject to Section 18(b) of this **Appendix A2**, all EOI become the property of the State on submission to TMR and will not be returned to Applicants.
- (b) Any Intellectual Property Rights that may exist in an EOI will remain the property of the Applicant. The Applicant must clearly identify any element of its EOI it considers to be subject to Intellectual Property Rights in favour of the Applicant and identify the nature of those Intellectual Property Rights. Where the State, in its absolute discretion, agrees that such elements are subject to such a right, the State will only use those elements in accordance with the licence given in 18(c) of this **Appendix A2**.
- (c) By providing an EOI, the Applicant and each relevant Applicant Member grants the State a non-exclusive, fully paid up and royalty free, perpetual, assignable licence to use, reproduce, copy, adapt, modify, disclose, incorporate into other work or do anything else necessary at the State's absolute discretion (and sub-licence any other third party to do so), to all material (including material that contains any Intellectual Property Rights of the Applicant or any other person) contained in an EOI, for the purposes of evaluating and clarifying that EOI and for all other purposes in connection with the EOI Phase, RFP Phase or the RMM Package or REP.

- (d) The Applicant and each Applicant Member will indemnify the State TMR against any claim, loss, cost, expense, damage or liability suffered or Incurred by the State arising out of or in connection with the Intellectual Property Rights described in Section 18(c) of this **Appendix A2** infringing or allegedly infringing any Intellectual Property Rights or any author's moral rights.

19. Disclosure by the State

- (a) The Applicant and each Applicant Member acknowledges and agrees that the State may publish or disclose (on the internet or otherwise), and consents to such publication or disclosure, details of:
- (i) the Applicant (including the Applicant Members and Applicant Associates);
 - (ii) the identity of the Shortlisted Applicants (including the Applicant Members and Applicant Associates);
 - (iii) the status of the EOI Phase or RFP Phase at any time; and
 - (iv) the EOI and Proposals, including communication and promotional information submitted by the Applicant with its EOI and Proposal.
- (b) The Applicant must clearly identify any element of its EOI it considers to be commercial in confidence. If the State, in its absolute discretion, agrees that such information is commercial in confidence and is not in the public domain, it will not disclose that information to another Applicant without first giving the Applicant the opportunity to withdraw the commercial in confidence material.

20. Right to Information

- (a) The Applicant and each Applicant Member acknowledges and agrees that:
- (i) the *Right to Information Act 2009 (Qld)* and the *Information Privacy Act 2009 (Qld)* may allow members of the public rights to be given access to documents relating to the RMM Package or REP;
 - (ii) all or part of an EOI may be disclosed to third parties if there is a requirement to do so under the provisions of the relevant legislation;
 - (iii) any information that is of a confidential nature or concerns the business, professional, commercial or financial affairs of an Applicant, the disclosure of which could reasonably be expected to have an adverse effect on those affairs, may be exempt from disclosure under the relevant legislation and should be marked as follows:

Right to Information Act 2009 (Qld) and the Information Privacy Act 2009 (Qld) – Sensitive business information

Confidential to [entity name]

Refer to [name and title of company representative who is claiming exemption]

Telephone [direct telephone number]

- (iv) marking information in the manner stated above will not necessarily prevent disclosure of the matter in accordance with the relevant legislation. Any decision to grant access to a document will be determined by the requirements of the relevant legislation. Applicants will not be entitled to make any claim in relation to any actions taken in relation to, or under, the relevant legislation.
- (b) Applicants are advised that, while the State may deal with applications for access in response to right to information requests, there may be occasions on which an Applicant exercises a right to seek independent external review of the decisions made.

21. Privacy and personal information

- (a) In relation to any Personal Information provided in connection with the EOI Phase, including any Personal Information provided to them by TMR or by any of its officers, employees, agents or advisers, the Applicant and each Applicant Member (as applicable) must comply with the provisions of the Privacy Legislation.
- (b) The Applicant must take all such steps as are required under relevant legislation, including the Privacy Legislation, to obtain the consent of individuals in order to ensure that TMR may collect, use and disclose to any government agency Personal Information relating to participation of the Applicant and each Applicant Member in the EOI Phase.

22. No liability

The Applicant acknowledges and agrees that neither TMR nor any of its Associates will be liable for any claim whatsoever (whether in contract, restitution, tort (including negligence), equity, under statute or otherwise) by the Applicant, Applicant Member or Applicant Associate arising out of, or in any way in connection with:

- (a) TMR exercising, or failing to exercise, any of its rights in relation to the Procurement Process;
- (b) anything that TMR or its Associates do or fail to do as part of the Procurement Process;
or
- (c) any alleged misrepresentation or misleading or deceptive conduct on the part of TMR or any of its Associates.

23. Costs to be borne by Applicant

Except to the extent that may be provided for in the Invitation for EOI, the Applicant acknowledges and agrees that it is solely responsible for and will bear all costs and expenses incurred by the Applicant in preparing and submitting any EOI, attending any meetings,

providing any further information and otherwise in connection with its participation in the EOI Phase, including as a result of any modification or termination of the EOI Phase.

24. Confidentiality and Canvassing

- (a) The Applicant and each Applicant Member acknowledge they have signed the RMM Confidentiality and Communications Deed Poll.
- (b) The Applicant and each Applicant Member acknowledge and accept that they must comply with the RMM Confidentiality and Communications Deed Poll including:
 - (i) maintaining the confidentiality of Confidential Information (as defined in the Confidentiality and Communications Deed Poll) and not disclosing Confidential Information to any person, except in accordance with the Confidentiality and Communication Deed Poll; and
 - (ii) must not contact any members, or employees or officers of the State, TMR, the RMM Package or the REP team (other than the Transaction Manager or Probity Adviser), elected members of the Commonwealth, State or Local Governments, officers of the State, officers of local Government authorities, government agencies, or the State's advisers with a view to providing or obtaining information in respect of any part of the RMM Package or the REP, the EOI Phase or EOI, or attempting to support or enhance the prospect of being selected as a Shortlisted Applicant other than as expressly permitted by this Invitation for EOI.
- (c) At the absolute discretion of the State, any breach of this Section 24(b)(i) and Section 24(b)(ii) may lead to the Applicant's exclusion from the EOI Phase, or any related processes.

25. Integrity

- (a) Applicants, Applicant Members, Applicant Associates and their respective officers, employees, agents and advisers must not:
 - (i) engage in any collusive tendering, anti-competitive conduct or any other similar conduct with any other Applicant or any other person in relation to the preparation or submission of an EOI;
 - (ii) engage in anti-competitive behaviour, including but not limited to collusion, coercion, abuse of market power or any breach of the *Competition and Consumer Act 2010* (Cth); and
 - (iii) attempt to or provide any advantage, benefit, bribe or inducement to any members, or employees or officers of the State, the RMM Package or the REP team, elected members of the Commonwealth, State or Local Governments, officers of the State, officers of the local Government authorities, government agencies, or the State's advisers with a view to:
 - (A) obtaining a benefit in respect of any part of the RMM Package or the REP, including the EOI Phase or EOI; or

(B) attempting to support or enhance their prospect of being selected as a Shortlisted Applicant.

(b) Evidence of such conduct in Section 25(a) may lead to the Applicant's exclusion from the EOI Phase, or any related processes.

26. Publicity and advertising

The Applicant must not make any public statement or use any media or other public communication channels in relation to the EOI Phase, the RFP Phase or to the procurement of all or any part of the RMM Package or the REP.

27. No appeal

The Applicant and each Applicant Member have no rights to appeal, object or make a claim against TMR in respect of:

- (a) the selection of persons to participate in the EOI Phase or the RFP Phase;
- (b) any other decision, determination, evaluation or analysis by TMR in relation to or in any way in connection with the EOI Phase or the RFP Phase; or
- (c) anything else arising from the EOI Phase, the RFP Phase, the Invitation for EOI or anything related to them,

and the Applicant and each Applicant Member waives all rights to do so.

28. Indemnity

The Applicant and each Applicant Member acknowledges and agrees that it is liable for and indemnifies the State in respect of any Claim, damage, loss, liability, cost, expense or payment which the State suffers or incurs or is liable for arising directly or indirectly from or in connection with:

- (a) any breach of the Terms and Conditions set out in this **Appendix A2** by the Applicant or an Applicant Member;
- (b) any act or omission of an Applicant Associate or an officer, employee, agent or adviser of the Applicant, an Applicant Member or an Applicant's Associate, which, if done or omitted to be done by the Applicant or an Applicant Member, would constitute a breach of the Terms and Conditions set out in this **Appendix A2**; or
- (c) any action or Claim brought by the Applicant, an Applicant Member or an Applicant Associate against the State with respect to any of the matters or events identified in Section 23 of this **Appendix A2**.

Appendix 3 Risk Allocation Matrix

This appendix provides an overview of the key risks associated with the Project and outlines a proposed allocation of these between TMR and the Applicant (refer Table 9).

This table includes references to the Maintenance Depot to be used for maintaining the Rollingstock Fleet, however inclusion of this within the Project scope is yet to be confirmed. TMR is currently investigating options, including existing facilities or design and construction of a new facility (which would be included as part of this Project). TMR will clarify maintenance depot scope requirements by the commencement of the RFP phase.

Table 9: Indicative risk allocation matrix

#	Type of Risk	Description	Risk Allocation		
			TMR	Applicant	Shared
1.	Supply Activities (Rollingstock)				
1.1	Design risk	Risk that the design of the Initial Fleet (and Option Units), simulators, spares, and other assets do not meet contracted operational and technical specifications requirements and are not otherwise fit for purpose.		✓	
1.2	Appropriateness of the Technical Performance Specification to meet TMR requirements	Responsibility that performance requirements and service levels specified in the Technical Performance Specification are appropriate and sufficient to meet TMR's requirements.	✓		
1.3	Feasibility of and ability to meet the Technical Performance Specification	The Applicant takes the risk of the feasibility of the Technical Performance Specification and the ability to meet the Spec with respect to the design, manufacture, supply, testing, commissioning and delivery of the Rollingstock Fleet.		✓	
1.3	Construction / manufacturing risk	Risk that construction / manufacture of the Initial Fleet (and Option Units) cannot be completed on time and / or to budget (other than specific qualifying causes of delay).		✓	
1.4	Integration with the network	Responsibility for integration of the Initial Fleet (and Option Units) with the network and associated infrastructure during testing and commissioning.		✓	
1.5	Commissioning and testing	Responsibility for commissioning and testing in accordance with the testing requirements and the commissioning and testing plan.		✓	
1.6	Infrastructure information	Risk of specified information provided by TMR regarding existing operations, existing rail		✓	

**Rollingstock Expansion Program
Request for Expression of Interest**

Part A – Project and RMM Package Overview and Applicant Instructions

#	Type of Risk	Description	Risk Allocation		
			TMR	Applicant	Shared
		infrastructure and existing rail fleet not being correct.			
1.7	Driver assistance and test running	TMR will be required to provide driver assistance and test running in accordance with the agreed plans. The Applicant takes the risk of unavailability of track access and / or driver crews due to act or omission of the Applicant.			✓
1.8	Storage / movement of rollingstock	Responsibility for providing transport and storage until acceptance of the Units within any facility controlled by the Applicant.		✓	
1.9	Network conditions	The State gives no warranty as to the condition of the Network.		✓	
2.	Manufacturing Facility				
2.1	Land acquisition	Land for the Manufacturing Facility cannot be acquired in a timely manner, costs of procurement of land are greater than anticipated or planning approval is delayed or refused.	✓		
2.2	Approvals	Responsibility for obtaining the required approvals to build the Manufacturing Facility and obtain them within the required timeframes.		✓	
2.3	Access to Manufacturing Facility site	Risk relating to, gaining access to and egress from the Manufacturing Facility noting the land is provided by the State.		✓	
2.4	Native title claims	Risk of native title claims including for compensation or other monies required to be paid to the native title holders.	✓		
2.5	Design risk	Risk that the design does not meet Project scope and technical requirements or is not fit for purpose.		✓	
2.6	Program/timing risk	Failure to develop and deliver the Manufacturing Facility within the required timescale as set out in the agreed program (for the design, build and commissioning phases) (other than specific qualifying causes of delay).		✓	
2.7	Aboriginal heritage and artefacts	Risk of discovery of items of aboriginal heritage and artefacts at the site. The Applicant may be entitled to time and cost relief in some circumstances.			✓

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Part A – Project and RMM Package Overview and Applicant Instructions

#	Type of Risk	Description	Risk Allocation		
			TMR	Applicant	Shared
2.8	Site conditions and contamination during construction of the MF	Shared based on known and unknown risks.		✓	
2.9	Rail safety accreditation – delivery phase	Responsible for obtaining and maintaining accreditation required (if any) for the rollingstock, including movement of rollingstock within a Manufacturing Facility.		✓	
3.	Maintenance Depot (if required)				
3.1	Land acquisition	Land for the Maintenance Depot cannot be acquired in a timely manner, costs of procurement of land are greater than anticipated or planning approval is delayed or refused	✓		
3.2	Approvals	Responsibility for obtaining the required approvals to build the Maintenance Depot and to obtain within the required timeframes.		✓	
3.3	Access to Maintenance Depot site	Risk relating to, gaining access to and egress from the Maintenance Depot		✓	
3.4	Native title claims	Risk of native title claims including for compensation or other monies required to be paid to the native title holders.	✓		
3.5	Design risk	Risk that the design does not meet Project scope and technical requirements or is not fit for purpose.		✓	
3.6	Program/timing risk	Failure to develop and deliver the Manufacturing Facility within the required timescale as set out in the agreed program (for the design, build and commissioning phases) (other than qualifying causes of delay).		✓	
3.7	Aboriginal heritage and artefacts	Risk of discovery of items of aboriginal heritage and artefacts at the site. The Applicant may be entitled to time and cost relief in some circumstances.			✓
3.8	Site conditions and contamination during construction of the Maintenance Depot	Shared based on known and unknown risks.			✓
3.9	Rail safety accreditation – delivery phase	Responsibility for obtaining and maintaining accreditation required (if any) for the rollingstock, including movement of rollingstock within a Maintenance Depot.		✓	

**Rollingstock Expansion Program
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Part A – Project and RMM Package Overview and Applicant Instructions

#	Type of Risk	Description	Risk Allocation		
			TMR	Applicant	Shared
4.	Maintenance Services				
4.1	Required availability and maintenance	Making the rollingstock and simulators available for Queensland Rail and other users in accordance with required availability requirements, the Technical Performance Specification and any accreditation requirements.		✓	
4.2	Lifecycle maintenance	Risk that a component of Project assets requires replacement earlier than anticipated or an overhaul of the Rollingstock Fleet is required earlier than anticipated.		✓	
4.3	Defects / Fault risk	Risk that defects or faults are identified following delivery of the Units and responsibility for rectification.		✓	
4.4	Residual life and end of Term handover	Satisfying the residual design life requirements for the Units at the end of the maintenance phase.		✓	
4.5	Rail safety accreditation – maintenance phase	Providing assistance to Queensland Rail to obtain or vary its accreditation as necessary for use of the Initial Fleet (and Option Units) for the operation of passenger services on the Network.		✓	
4.6	Construction / assembly noise, pollution etc.	Third party claims relating to construction / assembly / maintenance activities (e.g. noise pollution, loss of amenity on adjacent properties etc.) at the Manufacturing Facility and Maintenance Depot.		✓	
4.7	Environmental impact	Responsibility for any adverse environment impacts due to project activities at the Manufacturing Facility and Maintenance Depot, including risk of any costs associated with remedying.		✓	
4.8	Workplace health and safety	Responsibility for the workplace health and safety obligations for employees at the Manufacturing Facility and Maintenance Depot.		✓	
4.9	RiM Accreditation	Responsibility for obtaining and maintaining RiM accreditation required for the rollingstock, including movement of rollingstock within the Manufacturing Facility and Maintenance Depot during the maintenance phase		✓	

**Rollingstock Expansion Program
Request for Expression of Interest**

Part A – Project and RMM Package Overview and Applicant Instructions

#	Type of Risk	Description	Risk Allocation		
			TMR	Applicant	Shared
4.10	Energy usage	Risk that the Rollingstock Fleet consumes more energy than specified in the Technical Performance Specification (resulting in potential additional energy costs)		✓	
5.	Financial / Performance				
5.1	Tax	Risk that actual tax payable by the Applicant differs from the base case financial model.		✓	
5.2	Foreign Exchange	TMR will be responsible for changes in foreign exchange rates between the time of RFT response submission and the time of contract award. The Applicant will be responsible for changes in foreign exchange rates after the time of contract award with respect to the base bid.			✓
5.3	Insurance	Responsibility for effecting insurances for the Project.			✓
5.4	Key Performance Measures	The Applicant fails to meet the specified Technical Key Performance Specification or performance criteria and bears the risk of being abated for failing to meet the required performance levels.		✓	
5.5	Inflation	The Applicant's costs (including labour costs) increase due to inflation at a faster rate than that provided for in the agreed indexation mechanism.			✓
5.6	Distance travelled	Risk that performance or maintenance requirements are adversely affected due to the distance travelled as required by TMR being different from that initially estimated. The Applicant will be compensated based on an agreed mechanism.			✓
6.	Industrial Relations				
6.1	Industrial relations risk	TMR takes the risk on industrial action within Australia that directly affects the Project and that results directly from an act or omission of the State. All other industrial actions are the risk of the Applicant.			✓
7.	Change				

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Part A – Project and RMM Package Overview and Applicant Instructions

#	Type of Risk	Description	Risk Allocation		
			TMR	Applicant	Shared
7.1	Project specific change in law	Risk of additional cost or delay resulting from changes in State policy or law which expressly and exclusively applies to the Project.	✓		
7.3	General change in law	Risk of a general change in law prior to the date of Provisional Acceptance of the first Multiple Unit that is not specifically related to the Project.		✓	
7.3	General change in law	Risk of a general change in law during after the date of Provisional Acceptance of the first Multiple Unit that is not specifically related to the Project.			✓
7.4	Force majeure	Risk that force majeure events cause a delay to the delivery of the rollingstock or the ability of the Applicant to perform maintenance services.			✓
7.5	Variations	The Applicant will take the risk in any change in requirements of the Applicant and/or changes required by the Applicant leading to additional costs or delay. Where TMR requires changes to the Rollingstock Fleet (or Optional Units), or the Manufacturing Facility, or the Maintenance Depot (to be confirmed), simulators or to the services provided by the Applicant, TMR will be responsible for any increase in costs.			✓
8.	Termination				
8.1	Early termination for convenience	Flexibility for TMR to terminate all or part of Project for convenience.			✓
8.2	Early termination for default	Termination for non-performance of Applicant.		✓	
8.3	Early termination for force majeure	Termination by the State due to force majeure.			✓

Appendix 4 Notice of Intention to Submit an EOI

The Applicant is to submit the following notice of intention to submit an EOI in accordance with the

I hold the role of [insert] at [Applicant name].

On behalf of [Applicant name] I confirm to TMR that it is our intention to submit an EOI by the Closing Date and Time.

Our current intention is that the following organisations will be engaged by us for the supply or functions indicated below: of

- Rollingstock Fleet: [Organisation name]
- Manufacturing Facility: [Organisation name]
- Maintenance of the Rollingstock Fleet: [Organisation name]
- [other functions]: [Organisation name]

[Applicant signatory, position held at Applicant]

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Department of Transport & Main Roads
Invitation for Expression of Interest
Rollingstock Expansion Program
Part B - EOI Returnable Schedules

Date of Issue **10 December 2020**

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1. Overview

1.1. Document Outline

This Invitation for EOI – Part B consists of the following:

- EOI Checklist (Table 1 in Section 1.2);
- EOI Deed Poll and Other EOI Requirements (Section 2);
- Mandatory EOI Evaluation Criteria Returnable Schedules (Section 3);
- Comparative EOI Evaluation Criteria Returnable Schedules (Section 4); and
- Feedback on Commercial and Legal Framework (Section 5).

1.2. Instructions for the Completion of the EOI

The Applicant is required to submit its EOI by completing the EOI Checklist outlined in Table 1 and providing the information and documents referenced in the EOI Checklist.

In addition, the Applicant should also prepare and attach an Executive Summary outlining the key aspects of the EOI (Page Limit: 4 x A4 pages).

Refer to Section 6 of the Invitation for EOI – Part A for further details regarding the requirements for, and submission of the EOI.

Table 1: EOI Checklist

Section	Description	Included (Y / N)
Section 2.2 / Appendix B1	The EOI Deed Poll, duly completed any an authorised representative of the Applicant.	
Section 2.3 / Appendix B2	Queensland Government’s Code of Practice for the Building and Construction Industry, duly completed any an authorised representative of the Applicant.	
Section 2.4 / Appendix B3	Requirements Relating to Probity and Competitiveness issues, including describing any probity issue.	
Section 3.1	Mandatory Evaluation Criteria 1 Returnable Schedule: Local Content and Best Practice Principles.	
Section 3.2	Mandatory Evaluation Criteria 2 Returnable Schedule: Ethical Supplier Threshold.	
Section 3.3	Mandatory Evaluation Criteria 3 Returnable Schedule: Financial Capacity	
Section 4.1	Comparative EOI Evaluation Criteria 1 Returnable Schedule: Train Supply and Maintenance	
Section 4.2	Comparative EOI Evaluation Criteria 2 Returnable Schedule: RMM Package Delivery	

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Part B – EOI Returnable Schedules**

Section	Description	Included (Y / N)
Section 4.3	Comparative EOI Evaluation Criteria 3 Returnable Schedule: Design and Construction of a Manufacturing Facility	
Section 4.4	Comparative EOI Evaluation Criteria 4 Returnable Schedule: Commercial Structure	
Section 4.5	Comparative EOI Evaluation Criteria 5 Returnable Schedule: Understanding Key Risks and Innovation	

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2. EOI Deed Poll and Other EOI Requirements

2.1. Form of EOI

The Applicant is required to provide an EOI that addresses the information requested in each EOI Returnable Schedule in a clear and concise manner. The Applicant's EOI must include a response to each EOI Returnable Schedule that is:

- clearly titled as per the heading and numbering provided in the EOI Returnable Schedules;
- completed in accordance with the instructions set out in both Part A and Part B of the Invitation for EOI;
- where applicable, set out in the format of the EOI Returnable Schedules; and
- where applicable, within the prescribed page limits.

Defined terms have the meaning given to them in the Invitation for EOI – Part A.

2.2. EOI Deed Poll

The Applicant is required to provide a completed copy of the EOI Deed Poll as contained in Appendix B1 of this Invitation for EOI – Part B, which must be executed by each Applicant Member and must include details of:

- the Applicant;
- each Applicant Member;
- each Applicant Associate; and
- each Key Supplier,

together with a description of the proposed role of each Applicant Member, Applicant Associate and Key Supplier on the REP.

2.3. Queensland Government's Code of Practice for the Building and Construction Industry

The Applicant is required to provide a compliance schedule in the form set out in Appendix B2, duly completed by an authorised representative of the Applicant.

2.4. Requirements Relating to Probity and Competitiveness Issues

The State intends to ensure that the probity and competitiveness of the procurement process is not materially impacted by any actual, potential or perceived probity issue (including any actual, potential or perceived conflict of interest).

Section 5.8 of the Invitation for EOI – Part A and Appendix A2 of the Invitation for EOI – Part A outline some potential probity issues of concern to the State.

As required under Section 15(b) of Appendix A2 of the Invitation for EOI – Part A, if an actual, potential or perceived probity issue (including any actual, potential or perceived conflict of interest) arises, or appears likely to arise, the Applicant must (in addition to immediately notifying TMR in writing) fully describe the probity issue by providing the details as set out in Appendix B3.

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3. Mandatory EOI Evaluation Criteria Returnable Schedules

The Mandatory EOI Evaluation Criteria and corresponding Returnable Schedules are outlined in the table below.

Table 2: Mandatory EOI Evaluation Criteria mapped to the Returnable Schedules

Returnable Schedule	Relevant Mandatory EOI Evaluation Criteria	
3.1	1	Local Content and Best Practice Principles
3.2	2	Ethical Supplier Threshold
3.3	3	Financial Capacity

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3.1. Local Content and Best Practice Principles

Table 3: Returnable Schedule 3.1 Key Considerations

Mandatory EOI Evaluation Criterion 1: Local Content and Best Practice Principles	
<i>The Applicant must provide their commitment and demonstrated approach to addressing the Queensland Procurement Policy 2019 and Best Practice Principles.</i>	
Key Considerations	<p>Key considerations in the evaluation of this criterion will include:</p> <ul style="list-style-type: none"> (a) the Applicant’s commitment and approach to addressing the Queensland Procurement Policy 2019 – Local Benefit, including but not limited to the achievement of Queensland Government’s Local Benefit objectives to: <ul style="list-style-type: none"> (i) focus on the economic benefit to Queensland – by applying a local benefits test for all significant procurement and supporting secure and fair employment outcomes; (ii) maximise Queensland suppliers’ opportunity to participate; (iii) support regional and remote economies; (iv) support disadvantaged Queenslanders – by increasing procurement with genuine, quality social enterprises; and (v) stimulate the ICT sector and drive innovation.

Table 4: Returnable Schedule 3.1 EOI Requirements

Mandatory EOI Evaluation Criterion 1: Local Content and Best Practice Principles	
<i>The Applicant must provide their commitment and demonstrated approach to addressing the Queensland Procurement Policy 2019 and Best Practice Principles.</i>	
EOI Requirements	<p>PART A: QUEENSLAND PROCUREMENT POLICY 2019- LOCAL BENEFIT</p> <p>The Applicant is to provide a statement of its commitment and its proposed approach to how it’s EOI will assist the Queensland Government in achieving Local Benefit objectives. In this response, the Applicant may cross-reference sections of its EOI.</p> <p>Do you agree to comply with the Local Benefit objectives?</p> <p>The Applicant is to respond ‘Yes’ or ‘No’ in response to this criterion. If ‘No’, the Applicant is to provide full and complete details.</p>
EOI Requirements	<p>PART B: BEST PRACTICE PRINCIPLES</p> <p>Compliance with Best Practice Principles and commitment to Queensland Procurement Policy (QPP).</p>

Mandatory EOI Evaluation Criterion 1: Local Content and Best Practice Principles

The Applicant must provide their commitment and demonstrated approach to addressing the Queensland Procurement Policy 2019 and Best Practice Principles.

Best Practice Principles

The Applicant must provide the following information:

- (a) whether, as at the date of this Invitation for EOI, the Applicant has had any contracts or arrangements with the Queensland Government in the last 10 years:
 - (i) under which the Applicant or Applicant Member has received a breach notice; or
 - (ii) under which the Applicant or Applicant Member has had an adverse findings, infringements or penalties, pursuant to the *Work Health and Safety Act 2011* (Qld); and
 - (iii) providing details of the reasons including any remedial steps taken.
- (b) a statement of commitment to comply with the Best Practice Principles.

The Applicant is to respond 'Yes' or 'No' in response to this criterion. If 'No', the Applicant is to provide full and complete details.

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3.2. Ethical Supplier Threshold

Table 5: Returnable Schedule 3.2 Key Considerations

Mandatory EOI Evaluation Criterion 2: Ethical Supplier Threshold <i>The Applicant must comply with the Queensland Government's Ethical Supplier Mandate and Ethical Supplier Threshold</i>	
Key Considerations	<p>The Applicant must:</p> <ul style="list-style-type: none">(a) comply with the Ethical Supplier Threshold; and(b) have complied with the Ethical Supplier Threshold:<ul style="list-style-type: none">(i) where the invitation is released on or before 1 August 2024, since 1 August 2019; or(ii) where the invitation is released after 1 August 2024, during the prior five years. <p>The Applicant must detail if it has:</p> <ul style="list-style-type: none">(c) contravened a civil remedy provision of Chapter 2 or Chapter 3 of the <i>Fair Work Act 2009</i> (Cth) (FW Act), or committed an offence against the FW Act?(d) contravened a civil remedy provision of Chapter 2, 3, 4, 5, or 7 of the <i>Industrial Relations Act 2016</i> (Qld) (Industrial Relations Act), or committed an offence against the Industrial Relations Act, or failed to pay employment related levies, or other payments, established under Queensland legislation?(e) failed to make superannuation contributions on behalf of employees in accordance with law?(f) purported to treat employees as independent contractors, where they are not?(g) required persons who would otherwise be employees to provide an Australian Business Number so that they could be treated as independent contractors?(h) engaged persons on unpaid work trials or as unpaid interns, where they should be treated as employees?(i) entered into an arrangement for the provision of labour hire services with a person who is not licensed under the <i>Labour Hire Licensing Act 2017</i> (Qld) (Labour Hire Licensing Act), or a supplier who is an unlicensed provider under the Labour Hire Licensing Act?

Mandatory EOI Evaluation Criterion 2: Ethical Supplier Threshold
The Applicant must comply with the Queensland Government's Ethical Supplier Mandate and Ethical Supplier Threshold

	(j) paid employee's wages below those provided for in an applicable modern award?
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Table 6: Returnable Schedule 3.2 EOI Requirements

Mandatory EOI Evaluation Criterion 2: Ethical Supplier Threshold
The Applicant must comply with the Queensland Government's Ethical Supplier Mandate and Ethical Supplier Threshold

<i>EOI Requirements</i>	The Applicant is to respond 'Yes' or 'No' in response to this criterion. If 'No', the Applicant is to provide full and complete details.
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3.3. Financial Capacity

Table 7: Returnable Schedule 3.3 Key Considerations

Mandatory EOI Evaluation Criterion 3: Financial Capacity <i>Demonstrated evidence that the Applicant is supported by entities that have the financial capacity appropriate for a project of this nature.</i>	
Key Considerations	<p>Key considerations in the evaluation of this criterion will include:</p> <ul style="list-style-type: none"> (a) the demonstrated financial capacity of the Applicant and relevant Applicant Members, or where a parent company guarantee is proposed, the Applicant’s Guarantor, for the delivery of the rollingstock maintenance and manufacturing, and Manufacturing Facility, package (RMM Package) including Optional Units, evidenced by the strength of a number of financial aspects, including the balance sheet, turnover, profitability, and liquidity considering the roles / risks assumed by each party as set out in the EOI. (b) any publicly available commercial and financial information available to the Evaluation Team that may be considered relevant to inform the financial capacity assessment in respect of the RMM Package.

Table 8: Returnable Schedule 3.3 EOI Requirements

Mandatory EOI Evaluation Criterion 3: Financial Capacity <i>Demonstrated evidence that the Applicant is supported by entities that have the financial capacity appropriate for a project of this nature.</i>	
EOI Requirements	<p>The Applicant is required to provide the following information:</p> <ul style="list-style-type: none"> (a) name of Applicant; (b) title and contact details of the Applicant’s proposed representative; (c) nature of the Applicant entity (e.g. listed company, partnership, joint venture, consortium or similar); (d) Applicant’s proposed contracting entity (if different from the above); (e) a corporate structure diagram; (f) if a company – ACN, ABN and trading name (if applicable); (g) year established; (h) registered office and place of incorporation (if relevant); (i) main operations / primary source of income;

Mandatory EOI Evaluation Criterion 3: Financial Capacity

Demonstrated evidence that the Applicant is supported by entities that have the financial capacity appropriate for a project of this nature.

- (j) parent company / companies, including a description of linkages with and guarantees provided by parent company / companies (if applicable); and
- (k) insurance details;

(Page Limit: Up to a total of 2 x A4 pages for items (a) through (k))

- (l) a description of the Applicant's and each Applicant Member's estimated obligations, which may be described as a range (e.g. 50%-60% of the total contract value), in relation to each of the following:
 - (i) design, manufacture, supply, delivery, testing and commissioning of the Rollingstock Fleet capable of operating on the South East Queensland Rail Network and associated supporting equipment;
 - (ii) design, construction, testing and commissioning of a new Manufacturing Facility, including the provision and installation of all plant, equipment and materials, at a location within the Maryborough region;
 - (iii) maintenance of the Rollingstock Fleet and other related assets for a period potentially up to 30 years;
 - (iv) design, construction, testing and commissioning of a Maintenance Depot, including the provision and installation of all plant, equipment and materials; (to be confirmed as a part of the RMM Package scope)
 - (v) maintenance of the Maintenance Depot and other related assets for a period potentially up to 30 years; and (to be confirmed as a part of the RMM Package scope)
 - (vi) providing through life support for the Rollingstock Fleet;
- (m) an electronic copy of fully audited financial statements (or other equivalent financial information) detailing the financial performance of the Applicant, each Applicant Member and its Guarantor (if a parent company guarantee is to be provided) over the past three financial years and, where appropriate, interim accounts produced since the date of the most recent full annual report and audited accounts;

Mandatory EOI Evaluation Criterion 3: Financial Capacity

Demonstrated evidence that the Applicant is supported by entities that have the financial capacity appropriate for a project of this nature.

- (n) the Applicant should also provide details of all of the following, if relevant, for the Applicant and each Applicant Member:
 - (i) a statement confirming the solvency of the Applicant and each Applicant Member or Guarantor;
 - (ii) material regulatory or law enforcement agency investigations of the Applicant, any Applicant Member, or its Related Parties;
 - (iii) material instances of contract termination for cause against the Applicant, any Applicant Member, or its Related Parties;
 - (iv) material current or pending litigation against the Applicant, any Applicant Member, or its Related Parties or principals;
 - (v) liquidation or deregistration proceedings against the Applicant or any Applicant Member since the date of the last audited financial statements;
 - (vi) material contingent liabilities of the Applicant or any Applicant Member, including recent or imminent mergers, acquisitions and / or divestments (as can be notified);
 - (vii) copies of any announcements made to the authorities of the Australian Stock Exchange, market or boards, on which the stocks or shares of the company are publicly traded, since the date of the most recent full annual report and audited accounts;
 - (viii) identification of any material change (as generally accepted in Australian accounting rules) in the financial position of the Applicant since the date of the last audited financial statements;
 - (ix) any other event or factor that could have a material impact on the financial capacity and standing of the Applicant or any Applicant Member;
 - (x) credit ratings for the last three years including rating agency; date of rating issuance; rating; and outlook; and
 - (xi) confirmation that the Applicant, and the Applicant Members, have the financial capacity to meet its obligations in relation to the RMM Package; and
- (o) Applicants are to note that the financial capacity of any Guarantor providing a performance or financial guarantee of the Applicant or an Applicant Member's obligations will only be taken into

Mandatory EOI Evaluation Criterion 3: Financial Capacity

Demonstrated evidence that the Applicant is supported by entities that have the financial capacity appropriate for a project of this nature.

consideration if the Guarantor has provided a signed letter of support on its letterhead detailing:

- (i) that the Guarantor is aware of the EOI;
- (ii) the Guarantor understands the Applicant or Applicant Member's role for the RMM Package; and
- (iii) the Guarantor will support the financial obligations of the Applicant or Applicant Member for the RMM Package.

(Page Limit: Up to a total of 6 x A4 pages excluding financial statements and Guarantor letters for items (l) through (o))

Released under RTI/ATIA

4. Comparative EOI Evaluation Criteria Returnable Schedules

The Comparative EOI Evaluation Criteria and corresponding Returnable Schedules are outlined in the table below.

Table 9: Comparative EOI Evaluation Criteria Returnable Schedules

Returnable Schedule	Comparative EOI Evaluation Criterion	
4.1	1	Train Supply and Maintenance
4.2	2	RMM Package Delivery
4.3	3	Design and Construction of a Manufacturing Facility
4.4	4	Commercial Structure
4.5	5	Understanding Key Risks and Innovation

4.1. Train Supply and Maintenance

Table 10: Returnable Schedule 4.1 Key Considerations

Comparative EOI Evaluation Criterion 1: Train Supply and Maintenance <i>Demonstrated ability of, and certainty that, the proposed rollingstock will meet or exceed the requirements of the Indicative Technical Specification.</i>	
<i>Key Considerations</i>	<p>Key considerations in the evaluation of this criterion will include:</p> <ul style="list-style-type: none"> (a) how the proposed Train will meet the Indicative Technical Specification as described in Appendix B5 and comply with relevant State policies during the design, manufacture, supply, delivery, testing, commissioning and maintenance phases; (b) how the proposed solution will meet the key Australian, International and Queensland Rail Standard – Interface Standards listed in Section 1.2 of the Invitation for EOI - Part C RMM Package Information; (c) how the proposed Train will provide a safe, comfortable, accessible and appealing environment for all customers and operating staff, based on a proven technical solution; (d) demonstrated understanding of maintenance requirements for the proposed Train and the ability to deliver high levels of Train availability and reliability; (e) demonstrated experience in managing rail safety including an understanding of the applicable regulatory regime and rail safety accreditation requirements; (f) how the proposed train will reduce environmental impact through provision of vehicles that reduce net emissions per passenger kilometre as compared to comparable public transport modes;

Comparative EOI Evaluation Criterion 1: Train Supply and Maintenance

Demonstrated ability of, and certainty that, the proposed rollingstock will meet or exceed the requirements of the Indicative Technical Specification.

- (g) the relevant experience of the Applicant Member responsible for Train supply within the last 10 years; and
- (h) the relevant experience of the Applicant Member responsible for Train maintenance within the last 5 years.

Table 11: Returnable Schedule 4.1 EOI Requirements

Comparative EOI Evaluation Criterion 1: Train Supply and Maintenance

Demonstrated ability of, and certainty that, the proposed rollingstock will meet or exceed the requirements of the Indicative Technical Specification.

*EOI
Requirements*

PART A: TRAIN SUPPLY

The Applicant must provide:

- (a) a technical overview of the Train in terms of technical data, performance and standard features provided;

(Page Limit: Up to a total of 6 x A4 pages)

- (b) a response to each numbered item of the Indicative Technical Specification as described in Appendix B5 for the proposed Train. The Applicant should, by way of providing the information requested in this EOI Returnable Schedule, identify the:

- (i) performance achieved or outcomes provided by existing Trains of the type proposed without modification, i.e. within the design parameters and performance characteristics of the existing Train platform;
- (ii) nature of any changes that would be necessary to the existing Train design in order to achieve compliance with the requirements of the Indicative Technical Specification; and
- (iii) commentary on why it may not be appropriate to change the existing Train design and the potential benefits of not changing the design.

(Page Limit: Up to a total of 8 x A4 pages)

- (c) The Applicant Member responsible for Train supply is to complete Table 21: Form of Returnable Schedule 3.1 Reference source not found. (Part A) and 4.1 (Part A)– Train Supply at Appendix B4 for each project which demonstrates its relevant experience. No more than 3 reference projects are to be included.

(Page Limit: Up to a total of 2 x A4 pages for each project)

Comparative EOI Evaluation Criterion 1: Train Supply and Maintenance

Demonstrated ability of, and certainty that, the proposed rollingstock will meet or exceed the requirements of the Indicative Technical Specification.

PART B: ASSET PERFORMANCE AND MAINTENANCE STRATEGY

The Applicant must provide the information as requested in this Returnable Schedule 4.1 based on:

- (a) an Initial Fleet and Optional Units (if exercised) of approximately 390 Cars;
- (b) the proven product being offered; and
- (c) a planned annual usage of, on average, 120,000 km per unit.

The Applicant must:

- (d) demonstrate performance achieved by existing Trains of the type proposed, measured in terms of demonstrated and verifiable reliability and availability for various fleets over operating life on different systems;
- (e) provide details on how these measures of reliability and availability were assessed and measured for each fleet;
- (f) identify a breakdown of the key issues that contributed to non-availability or reliability, including those attributable to the key systems or subsystems; and
- (g) identify any changes it would make to the proposed Train to improve availability and reliability of the Rollingstock Fleet.

(Page Limit: Up to a total of 4 x A4 pages)

The Applicant must provide a high level description of the whole of life maintenance strategy that would apply to the:

- (h) Rollingstock Fleet, for the provision as a minimum the following:
 - (i) presentation maintenance and cleaning including prevention of in-service failures;
 - (ii) routine maintenance;
 - (iii) overhaul and mid-life renewal maintenance;
- (i) Manufacturing Facility;
- (j) Simulator(s); and

Comparative EOI Evaluation Criterion 1: Train Supply and Maintenance

Demonstrated ability of, and certainty that, the proposed rollingstock will meet or exceed the requirements of the Indicative Technical Specification.

- (k) Maintenance Depot (to be confirmed as a part of the RMM package scope)

This maintenance strategy should provide details of any innovative use of technology, systems, enhancements or additional features that the Applicant maintenance service, as it relates to the Rollingstock Fleet, Manufacturing Facility and the Maintenance Depot (if required), to provide over and above the TMR requirements.

(Page Limit: Up to a total of 4 x A4 pages)

- (l) The Applicant Member responsible for Train maintenance, is to complete Table 22: Form of Returnable Schedule 3.1 (Part B) and Schedule 4.1 (Part B) – Train Maintenance at Appendix B4 for each project which demonstrates its relevant experience. No more than 3 reference projects are to be included.

(Page Limit: Up to a total of 2 x A4 pages for each project)

PART C: SAFETY MANAGEMENT

The Applicant must:

- (m) provide a summary of its safety performance including accident / injury frequency rates, together with a brief summary of the methods used to calculate frequency rates, and details of any significant accidents / injuries in the past five years. The Applicant shall articulate any lessons learnt from such incidents and explain how it has improved its safety management systems and risk controls as a consequence;
- (n) its understanding of the regulatory regime in Australia, particularly *Rail Safety National Law (Queensland) Act 2017* (Qld);
- (o) its approach to working with TMR and Queensland Rail to ensure compatibility between the Trains and the railway infrastructure, and to facilitate successful application(s) for rail safety accreditation(s); and
- (p) provide details of any current national or international accreditations in relation to health and safety.

Page Limit: Up to a total of 2 x A4 pages excluding certificates.

PART D: ENERGY EFFICIENCY

Comparative EOI Evaluation Criterion 1: Train Supply and Maintenance

Demonstrated ability of, and certainty that, the proposed rollingstock will meet or exceed the requirements of the Indicative Technical Specification.

The Applicant must in relation to the Train proposed for the Rollingstock Fleet, identify the expected energy consumption of the Train evidenced by:

- (q) reference to other projects using the proposed Train or other relevant platform;
- (r) calculated or indicative energy consumption running on straight and level track at 140km/h with a AW2 passenger load;
- (s) a description of any energy saving design innovations provided by the proposed Train or other relevant platform; and
- (t) an explanation of any key differences or innovations as compared to existing trains.

(Page Limit: Up to a total of 2 x A4 pages)

PART E: SUSTAINABILITY

The Applicant must in relation to the Train proposed for the Rollingstock Fleet, identify the anticipated recyclability / reuse rate at the end of Design Life for:

- (u) existing Trains of the platform proposed for the RMM Package; and
- (v) targets that could apply to the RMM Package with explanation of any key differences from existing Trains.

(Page Limit: Up to a total of 2 x A4 pages)

4.2. RMM Package Delivery

Table 12: Returnable Schedule 4.2 Key Considerations

Comparative EOI Evaluation Criterion 2: RMM Package Delivery <i>Demonstrated understanding of key RMM Package delivery requirements and the Applicant's ability to deliver the proposed rollingstock within the required timeframes.</i>	
Key Considerations	<p>Key considerations in the evaluation of this criterion will include:</p> <ul style="list-style-type: none"> (a) demonstrated understanding of the scope of the RMM Package, and the proposed approach to managing the design, manufacture, supply, delivery, testing, commissioning and maintenance of the Rollingstock Fleet and associated infrastructure; (b) capability and capacity of the Applicant and its Key Suppliers, to deliver the proposed Train(s) within the required timeframes, in particular the requirement to deliver the first 20 Trains by 2025; and (c) the Applicant's approach to incorporating local delivery in its proposal for the design, manufacture and testing of the Rollingstock Fleet.

Table 13: Returnable Schedule 4.2 EOI Requirements

Comparative EOI Evaluation Criterion 2: RMM Package Delivery <i>Demonstrated understanding of key RMM Package delivery requirements and the Applicant's ability to deliver the proposed rollingstock within the required timeframes.</i>	
EOI Requirements	<p>PART A: UNDERSTANDING OF THE RMM PACKAGE SCOPE</p> <p>The Applicant is required to provide a commentary demonstrating its understanding of the RMM Package scope, and its proposed approach to managing the design, manufacture, supply, delivery, testing, commissioning and maintenance phases including addressing the individual key considerations raised in Comparative EOI Evaluation Criterion 2 above.</p> <p><u>(Page Limit: Up to a total of 4 x A4 pages.)</u></p> <p>PART B: CAPABILITY AND CAPACITY TO MEET THE DELIVERY PROGRAM</p> <p>The Applicant must provide:</p> <ul style="list-style-type: none"> (a) a summary of Train delivery for each of the projects undertaken within the last 10 years in the form of Table 24: Form of Returnable Schedule 4.2 at Appendix B4. (b) an indicative delivery plan for the RMM Package in the form of a summary level Gantt chart highlighting the key programming

Comparative EOI Evaluation Criterion 2: RMM Package Delivery

Demonstrated understanding of key RMM Package delivery requirements and the Applicant's ability to deliver the proposed rollingstock within the required timeframes.

elements in order to meet the required delivery of the Rollingstock Fleet in tranches based upon and including the:

- (i) design, engineering and configuration stage (accounting for the extent of adaptation/modification to existing platform / Train design);
- (ii) procurement and supply of major system components clearly showing how long-lead items have been accounted for in the plan;
- (iii) design, construction, fit-out of plant and equipment including all jigs and tooling to create assembly line(s) providing the required manufacturing capability and capacity for the Manufacturing Facility;
- (iv) production plan showing timelines for initial trains and proposed steady-state delivery rate for fleet production;
- (v) type test for first train both static and dynamic;
- (vi) regulatory approvals and acceptance for first train;
- (vii) manufacturing of the first 20 Trains;
- (viii) factory testing;
- (ix) routine on-track testing and introduction into passenger service; and
- (x) delivery rate of all 390 Cars.

(Page Limit: Up to a total of 8 x A4 pages)

- (c) a description of the testing assurance processes that will be undertaken in accordance with the indicative delivery plan reference part (b).

(Page Limit: Up to a total of 1 x A4 pages)

- (d) a description of its current and likely future workload with reference to current order book and other bids to demonstrate that it has the capability and capacity to deliver the RMM Package.

(Page Limit: Up to a total of 1 x A4 pages)

Comparative EOI Evaluation Criterion 2: RMM Package Delivery

Demonstrated understanding of key RMM Package delivery requirements and the Applicant's ability to deliver the proposed rollingstock within the required timeframes.

PART C: TRAIN DESIGN, MANUFACTURE AND TESTING

The Applicant is to explain which aspects of the design, manufacture and testing of the trains it intends to conduct in Queensland based on their proposal for:

(e) the Initial Fleet (the first 20 trains); and

(f) the Optional Units (if exercised, the remaining 45 trains).

(Page Limit: Up to a total of 2 x A4 pages).

PART D: LOCAL DELIVERY

The Applicant's demonstrated approach to incorporating local delivery in its proposal for the design, manufacture and testing of the Rollingstock Fleet.

(Page Limit: Up to a total of 2 x A4 pages).

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4.3. Design and Construction of a Manufacturing Facility

Table 14: Returnable Schedule 4.3 Key Considerations

Comparative EOI Evaluation Criterion 3: Design and Construction of a Manufacturing Facility <i>Demonstrated experience and capability in the design, construction, testing and commissioning of a new Manufacturing Facility complying with all relevant State policies.</i>	
Key Considerations	<p>Key considerations in the evaluation of this criterion will include:</p> <ul style="list-style-type: none"> (a) demonstrated experience and capability in the design, construction, testing and commissioning of a new Manufacturing Facility, or equivalent, including the provision and installation of all plant, equipment and materials; (b) the inclusion of local supply chains, local workforce and training opportunities in the Maryborough region; (c) the expected throughput of the facility based on number of 6 car Trains per month; (d) the Applicant’s approach to design and construction of the Manufacturing Facility and demonstrated understanding of, and approach to complying with, relevant State policies during the design, construction, testing and commissioning and maintenance phases; (e) demonstrated capability, track record and approach to safety for constructing the Manufacturing Facility; and (f) demonstrated approach to sustainability practices in design and construction and the ability to achieve a green star rating.

Table 15: Returnable Schedule 4.3 EOI Requirements

Comparative EOI Evaluation Criterion 3: Design and Construction of a Manufacturing Facility <i>Demonstrated experience and capability in the design, construction, testing and commissioning of a new Manufacturing Facility complying with all relevant State policies.</i>	
EOI Requirements	<p>PART A: RELEVANT EXPERIENCE</p> <p>The Applicant responsible for Design and Construction of the Manufacturing Facility, is to complete</p> <p>Table 23: Form of Returnable Schedule 3.1. (Part C) and Schedule 4.3 – Design and Construct of Manufacturing Facility at Appendix B4 for each reference project which demonstrates the Applicants capability in design and construction of similar facilities to the Manufacturing Facility for the RMM Package. No more than 3 reference projects are to be included.</p> <p><u>(Page Limit: Up to a total of 2 x A4 pages for each project)</u></p>

Comparative EOI Evaluation Criterion 3: Design and Construction of a Manufacturing Facility

Demonstrated experience and capability in the design, construction, testing and commissioning of a new Manufacturing Facility complying with all relevant State policies.

PART B: MANUFACTURING FACILITY SPECIFICATION

The Applicant must:

- (a) advise if the high level specification for the Manufacturing Facility is suitable for the Applicant's proposed solution for the RMM Package; and
- (b) provide details of any bespoke features or equipment required within the Manufacturing Facility to build the Applicant's proposed solution for the Rollingstock Fleet.

(Page Limit: Up to a total of 4 x A4 pages)

PART C: SAFETY MANAGEMENT FOR DESIGN AND CONSTRUCTION

The Applicant must:

- (c) nominate up to two of the projects identified by the Applicant in EOI Returnable Schedule 3.1 that demonstrate the Applicant's relevant experience in managing safety and delivering safe outcomes in relation to the design and construction of a Manufacturing Facility;
- (d) for each of the projects nominated, provide a summary of how the Applicant or Applicant Member successfully managed all aspects of safety during design, manufacture, delivery and testing and commissioning of new a new Manufacturing Facility, including:
 - (i) safety assurance in relation to design; and
 - (ii) workplace health and safety;
- (e) provide a summary of its safety performance including accident / injury frequency rates, together with a brief summary of the methods used to calculate frequency rates, and details of any significant accidents / injuries in the past five years. The Applicant shall articulate any lessons learnt from such incidents and explain how it has improved its safety management systems and risk controls as a consequence; and
- (f) provide details of any current national or international accreditations in relation to health and safety.

Page Limit: Up to a total of 2 x A4 pages excluding certificates

Comparative EOI Evaluation Criterion 3: Design and Construction of a Manufacturing Facility

Demonstrated experience and capability in the design, construction, testing and commissioning of a new Manufacturing Facility complying with all relevant State policies.

PART D: SUSTAINABILITY OF THE MANUFACTURING FACILITY

The Applicant must:

- (g) provide details of its successful application of the Infrastructure Sustainability Council of Australia Infrastructure Sustainability rating tool or similar to achieve positive sustainability outcomes on previous projects.

Page Limit: Up to a total of 1 x A4 pages

Released under RTI - DMR

4.4. Commercial Structure

Table 16: Returnable Schedule 4.4 Key Considerations

Comparative EOI Evaluation Criterion 4: Commercial Structure <i>The appropriateness and value for money of the proposed commercial structure of the Applicant</i>	
Key Considerations	<p>Key considerations in the evaluation of this criterion will include:</p> <ul style="list-style-type: none"> (a) the appropriateness of the proposed commercial structure of the Applicant for the delivery of the RMM Package; (b) demonstrated organisational and management structure, and capability to successfully perform and support all aspects of the Project; (c) where the Applicant is a partnership, joint venture, consortium or similar, demonstrated experience of working in such an arrangement and a demonstration of an appropriate risk allocation among Applicant Members for the delivery of the RMM Package; and (d) the appropriateness and strengths of the proposed Key Suppliers.

Table 17: Returnable Schedule 4.4 EOI Requirements

Comparative EOI Evaluation Criterion 4: Commercial Structure <i>The appropriateness and value for money of the proposed commercial structure of the Applicant</i>	
EOI Requirements	<p>PART A: DESCRIPTION AND DETAILS OF THE APPLICANT AND APPLICANT MEMBERS</p> <ul style="list-style-type: none"> (a) In the event that the Applicant is a partnership, joint venture, consortium or similar: <ul style="list-style-type: none"> (i) name of all Applicant Members; (ii) for each Applicant Member, each of the details listed in items (a) through (i); <p><u>(Page Limit: Up to a total of 2 x A4 pages for items (i)(i) through (ii))</u></p> (iii) a diagram showing proposed roles and relationships within the Applicant and in particular: <ul style="list-style-type: none"> A. Rollingstock Fleet supplier; B. maintenance provider; C. Manufacturing Facility design and construction contractor;

Comparative EOI Evaluation Criterion 4: Commercial Structure

The appropriateness and value for money of the proposed commercial structure of the Applicant

- D. Maintenance Depot design and construction contractor (to be confirmed as a part of the RMM package scope); and
 - E. any other key Applicant Members, and
- (iv) an outline of the proposed approach to managing interactions between the Applicant Members in:
- A. supplying and maintaining the Rollingstock Fleet; and
 - B. management and maintenance of the Manufacturing Facility and Maintenance Depot (to be confirmed as a part of the RMM package scope).

(Page Limit: Up to a total of 4 x A4 pages for (I)(iv))

PART B: ORGANISATION AND MANAGEMENT STRUCTURE

The Applicant is to provide its proposed organisation structure for management of the RMM Package and identify key roles, governance and mechanism for dispute resolution.

PART C: EXPERIENCE AS PARTNERSHIP, JOINT VENTURE OR CONSORTIUM

- (b) Where the Applicant is a partnership, joint venture, consortium or other similar arrangement, provide details of the experience of its Applicant Members in working in such an arrangement in general and, specifically, details of the experience of its Applicant Members in working together in the arrangement proposed for the RMM Package.

(Page Limit: Up to a total of 2 x A4 pages (if applicable)).

- (c) An outline of the proposed allocation of risks among Applicant Members, providing a description of the approach proposed by each Applicant Member to manage the risks allocated to them. Refer to Appendix 3 in Invitation for EOI – Part A .

(Page Limit: Up to a total of 2 x A4 pages (if applicable))

PART D: DETAILS OF KEY SUPPLIERS

Key Suppliers are those suppliers on which the Applicant is reliant for the manufacture and delivery of sub-systems which are critical to the manufacture of the Train – for example ETCS on-board equipment, Door systems, HVAC, Brakes, Tractions, Interiors/ seating, On-board Communications systems. This list is not

Comparative EOI Evaluation Criterion 4: Commercial Structure

The appropriateness and value for money of the proposed commercial structure of the Applicant

exhaustive and the Applicant should ensure it considers all the Train Systems for which it is reliant on others ('Key Suppliers'), and for each, supply the information below. Note that it is accepted that at this EOI Phase, the Applicant may have options for various train systems, in which case the Applicant should provide full information on its preferred supplier and indicate the names of potential alternative suppliers for those train systems.

(d) The Applicant is to supply the following information in relation to each Key Supplier:

- (i) name of Key Supplier;
- (ii) role of Key Supplier;
- (iii) nature of Key Supplier (e.g. listed company, partnership, joint venture, consortium or similar);
- (iv) if a company - ACN, ABN and trading name (if relevant);
- (v) year established;
- (vi) main operations / primary source of income / geographical markets;
- (vii) parent company support;
- (viii) registered office and place of incorporation (if relevant);
- (ix) ownership details of Key Supplier (unless a publicly listed company); and
- (x) key strengths each Key Supplier brings to the Applicant.

(Page Limit: Up to a total of 1 x A4 page for each Key Supplier).

4.5. Understanding Key Risks and Innovation

Table 18: Returnable Schedule 4.5 Key Considerations

Comparative EOI Evaluation Criterion 5: Understand Key Risks and Innovation <i>Demonstrated understanding of the key risks of the RMM Package and the ability to provide innovation and leverage lessons learnt to deliver TMR's requirements and optimise customer experience.</i>	
Key Considerations	<p>Key considerations in the evaluation of this criterion will include:</p> <ul style="list-style-type: none"> (a) the Applicant is required to provide a commentary demonstrating its understanding of the key risks associated with the design, manufacture, supply, delivery, testing, commissioning and maintenance of the Rollingstock Fleet and associated infrastructure. This should include a description of the key risks and approaches to mitigating these; and (b) the Applicant is required to provide any proposed innovative approaches and solutions that may be applied to the various stages of the delivery of the RMM Package (including Optional Units), and how these may benefit customers and the State.

Table 19: Returnable Schedule 4.5 EOI Requirements

Comparative EOI Evaluation Criterion 5: Understand Key Risks and Innovation <i>Demonstrated understanding of the key risks of the RMM Package and the ability to provide innovation and leverage lessons learnt to deliver TMR's requirements and optimise customer experience.</i>	
EOI Requirements	<p>PART A: KEY RISKS</p> <p>The Applicant is required to provide a commentary demonstrating its understanding of the key risks associated with the design, manufacture, supply, delivery, testing, commissioning and maintenance of the Rollingstock Fleet and associated infrastructure. This should include a description of the key risks and approaches to mitigating these.</p> <p><u>(Page Limit: 6 x A4 pages.)</u></p> <p>PART B: INNOVATION</p> <p>The Applicant is required to provide any proposed innovative approaches and solutions that may be applied to the various stages of the delivery of the RMM Package (including Optional Units), and how these may benefit customers and the State.</p> <p><u>(Page Limit: 4 x A4 pages.)</u></p>

5. Feedback on Commercial and Legal Framework

Applicants are invited to provide feedback on the proposed commercial and legal framework (including the indicative risk allocation) set out in Section 4 of the Invitation for EOI -- Part A.

Applicants are not required to provide any feedback. Any feedback provided will not be considered as part of the EOI evaluation process, however may be considered in the development of the commercial structure and legal documentation for the RFP Phase.

Feedback should be in the form of Table 25: Form of Returnable Schedule 5 - Feedback on Commercial and Legal Framework at Appendix B4.

Page Limit: Up to a total of 5 x A4 pages

Released under RTI - DMR

APPENDICES

Released under RTI - DTMR

Appendix B1 EOI Deed Poll



Queensland Government

10 December 2020

Department of Transport and Main Roads

Deed Poll - Applicant EOI Response

[Insert Applicant details]

as the Applicant

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[Insert date] 2020

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**Rollingstock Expansion Program
Invitation for Expression of Interest
Part B – EOI Returnable Schedules**

THIS DEED is made on

2020

BETWEEN:

This Deed Poll is made by:

(1) **[Applicant's name/Applicant Member's]** ABN [number] of [address]

in favour of:

(2) **State of Queensland (acting through the Department of Transport and Main Roads)** ABN 39 407 690 291 (TMR).

RECITALS

- (A) On 10 December 2020, TMR released the Rollingstock, Maintenance and Manufacturing Package – Invitation for Expressions of Interest (**Invitation for EOI**) to the Applicant.
- (B) Pursuant to section 2.2 of Part B of the Invitation for EOI, the Applicant is required to provide a completed and executed copy of this Deed Poll to TMR as part of its EOI Response.
- (C) It is anticipated that the selection of Shortlisted Applicant will be in Quarter 2 2021.

THE PARTIES AGREE AS FOLLOWS:

1. DEFINITIONS AND INTERPRETATION

1.1 Definitions

In this Deed Poll, unless the context otherwise requires, defined terms have the meaning given to them in Part A of the Invitation for EOI and the following terms have the following meanings:

Deed Poll means this Deed Poll, and includes any subsequent amendments, variations or supplements thereto, to which TMR has consented in writing.

TMR means the State of Queensland (acting through the Department of Transport and Main Roads) (ABN 39 407 690 291).

1.2 Interpretation

In this Deed Poll:

(a) headings (including headings in bold text enclosed in parentheses at the start of a paragraph) are for convenience only and do not affect the interpretation,

and unless the context otherwise requires:

(b) words importing the singular include the plural and vice versa;

(c) words importing any gender include the other genders;

(d) if a word or phrase is given a defined meaning, any other part of speech or grammatical form of that word or phrase has a corresponding meaning;

(e) a reference to a document (including this Deed Poll) is to that document as varied, novated, ratified or replaced from time to time;

(f) references to "writing" include all means of reproducing words in a tangible permanently visible form and the term "written" has a corresponding meaning;

- (g) references to any of the parties to this Deed Poll include references to their respective successors and permitted assigns;
- (h) references to any parties, clauses, schedules, exhibits, attachments, appendices or annexures are a reference to a party, clause, schedule, exhibit, attachment, appendix or annexure to or of this Deed Poll, and a reference to this Deed Poll includes all schedules, exhibits, attachments, appendices and annexures to it;
- (i) references to statutes include any regulations or other instruments made under it (**delegated legislation**) and a reference to a statute or delegated legislation or a provision of either includes consolidations, amendments, re-enactments and replacements;
- (j) headings have been inserted for guidance only and shall be deemed not to form any part of nor to affect the construction of this Deed Poll;
- (k) any reference to a person shall be construed as a reference to any person, firm, company, corporation, government, governmental authority or any association or partnership (whether or not having corporate legal personality) or any two or more of the above;
- (l) includes in any form is not a word of limitation; and
- (m) this Deed Poll must not be construed adversely to a party just because that party prepared it or caused it to be prepared.

2. **ACKNOWLEDGEMENTS**

The Applicant acknowledges and agrees that:

- (a) it, and each Applicant Member, has complied with and will comply with, and has ensured and will ensure that its officers, employees, agents, nominees, licensees, financiers, investors and Applicant Associates have complied with and will comply with, the terms of the Invitation for EOI, including the Terms and Conditions set out in Appendix A2 of Part A of the Invitation for EOI;
- (b) it, and each Applicant Member, repeats each of the matters acknowledged and agreed to in the Invitation for EOI, including the Terms and Conditions set out in Appendix A2 of Part A of the Invitation for EOI;
- (c) it has completed the EOI Response Checklist in section 1.2 of Part B of the Invitation for EOI and provided as part of its EOI Response all of the information required to comply with the terms of the Invitation for EOI, including a compliance schedule in the form set out in Appendix B2 of Part B of the Invitation for EOI ;
- (d) its EOI Response:
 - (i) is in the format required by the Invitation for EOI and includes the details required by the applicable EOI Returnable Schedules;
 - (ii) meets the requirements of the Invitation for EOI which are current as at the EOI Closing Time and Date;
 - (iii) allows for the requirements contained in the Addenda listed in Appendix A2, which were issued to the Applicant prior to the EOI Closing Time and Date;
 - (iv) complies with section 6 of Part A of the Invitation for EOI and with section 2 of the Terms and Conditions set out in Appendix A2 of Part A of the Invitation for EOI; and
 - (v) will remain valid for a period of 180 days from the EOI Closing Time and Date and the Applicant must not withdraw its EOI Response during this period;

- (e) the details of the Applicant, Applicant Members, Applicant Associates and Key Suppliers in annexure 1 are accurate.

3. PROBITY AND COMPETITIVENESS

The Applicant, Applicant Members and Applicant Associates warrant that:

- (a) no actual, potential or perceived probity issues (including any actual, potential or perceived conflicts of interest) exist or are likely to arise in respect of the Applicant or its involvement in the Project, other than those probity issues disclosed and described in its EOI Response; and
- (b) if an actual, potential or perceived probity issue arises, or appears likely to arise, after the lodgement of its EOI Response, the Applicant will:
 - (i) immediately notify TMR in writing as soon as such actual, potential or perceived probity issue becomes apparent to the Applicant and provide details of such probity issue; and
 - (ii) take all steps required by TMR to prevent, end, avoid, mitigate, resolve or otherwise manage the actual, potential or perceived probity issue.

4. NOTICES

4.1 How notice to be given

Each communication (including each notice, consent, approval, request and demand) under or in connection with this Deed Poll:

- (a) must be in writing;
- (b) must be addressed as follows (or as otherwise notified by that party to each other party from time to time):

- (i) if to the Applicant:

Name: [insert]

Address: [insert]

Telephone: [insert]

Email: [insert]

For the [insert contact position details]
attention of:

- (ii) if to TMR:

Name: Department of Transport and Main Roads

Address: Level 14, 295 Ann Street, Brisbane QLD 4000

Telephone: [Insert]

Email: [Insert]

For the Transaction Manager
attention of:

- (c) must be signed by the party making it or (on that party's behalf) by the solicitor for, or any attorney, director, secretary or authorised agent of, that party; and
- (d) must be delivered by hand or posted by prepaid post to the address, or sent by email to the email address, of the addressee, in accordance with clause (b).

4.2 When notice taken to be received

Each communication (including each notice, consent, approval, request and demand) under or in connection with this Deed Poll is taken to be received by the addressee:

- (a) **(in the case of prepaid post sent to an address in the same country)** three days after the date of posting;
- (b) **(in the case of prepaid post sent to an address in another country)** five days after the date of posting by airmail;
- (c) **(in the case of email)** the first to occur of:
 - (i) receipt by the sender of any email acknowledgement from the addressee's information system showing that the communication has been delivered to the email address of that addressee;
 - (ii) the time that the communication enters an information system which is under the control of the addressee; or
 - (iii) the time that the communication is first opened or read by the addressee; and
- (d) **(in the case of delivery by hand)** on delivery,

but if the communication is taken to be received on a day that is not a working day or after 5.00 pm, it is taken to be received at 9.00 am on the next working day (**working day** meaning a day that is not a Saturday, Sunday or public holiday and on which banks are open for business generally, in the place to which the communication is posted, sent or delivered).

5. GENERAL

5.1 Restriction on Assignment

The Applicant cannot assign or otherwise transfer any of its rights under this Deed Poll without the prior written consent of TMR.

5.2 Consents

Unless this Deed Poll expressly provides otherwise, a consent under this Deed Poll may be given or withheld in the absolute discretion of TMR and to be effective must be given in writing.

5.3 Costs

Each party shall bear its own costs (including legal costs) of and incidental to the preparation, negotiation and signing of this Deed Poll.

5.4 Amendments

This Deed Poll cannot be revoked or otherwise modified without the prior written consent of TMR.

5.5 Governing Law

This Deed Poll is governed by and must be construed according to the law applying in Queensland.

5.6 Jurisdiction

The Applicant irrevocably:

- (a) submits to the non-exclusive jurisdiction of the courts of Queensland, and the courts competent to determine appeals from those courts, with respect to any proceedings that may be brought at any time relating to this Deed Poll; and
- (b) waives any objection it may now or in the future have to the venue of any proceedings, and any claim it may now or in the future have that any proceedings have been brought in an inconvenient forum, if that venue falls within clause (a).

5.7 Severance

If at any time a provision of this Deed Poll is or becomes illegal, invalid or unenforceable in any respect under the law of any jurisdiction, that will not affect or impair:

- (a) the legality, validity or enforceability in that jurisdiction of any other provision of this Deed Poll; or
- (b) the legality, validity or enforceability under the law of any other jurisdiction of that or any other provision of this Deed Poll.

5.8 Waiver

- (a) Failure to exercise or enforce, or a delay in exercising or enforcing, or the partial exercise or enforcement of, a right, power or remedy provided by law or under this Deed Poll to TMR does not preclude, or operate as a waiver of, the exercise or enforcement, or further exercise or enforcement, of that or any other right, power or remedy provided by law or under this Deed Poll by TMR.
- (b) A waiver or consent given by TMR under this Deed Poll is only effective and binding on TMR if it is given or confirmed in writing by TMR.
- (c) No waiver of a breach of a term of this Deed Poll operates as a waiver of another breach of that term or of a breach of any other term of this Deed Poll.

5.9 Survival

- (a) The Applicant's obligations pursuant to this Deed Poll survive the termination or completion of the EOI Phase and RFP Phase.
- (b) This document operates as a deed poll and is enforceable against the Applicant in accordance with its terms by TMR, despite TMR not being a party to this Deed Poll.

5.10 No Contract

The Applicant acknowledges and agrees that the procurement process does not:

- (a) create a contract (including a process contract) between the Applicant and TMR (except, for the avoidance of doubt, for the obligations on the Registrant created under this Deed Poll); or
- (b) impose any obligations at Law or otherwise upon TMR or its Associates.

ANNEXURE 1 - APPLICANT DETAILS

1. APPLICANT DETAILS

Applicant Details	
Name of the Applicant	[insert]
Applicant Members that comprise the Applicant	[insert] [insert]

2. APPLICANT CONTACT DETAILS

Applicant Contact Details	
Primary Contact	
Name	[insert]
Position	[insert]
Landline number	[insert]
Mobile number	[insert]
Facsimile number	[insert]
Email address	[insert]
Secondary Contact	
Name	[insert]
Position	[insert]
Landline number	[insert]
Mobile number	[insert]
Facsimile number	[insert]
Email address	[insert]

3. APPLICANT MEMBERS

Required Information	Response
General Information	
Full name	[insert]
Role on Project (eg D&C subcontractor)	[insert]

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Required Information	Response
Registered office	[insert]
Address for correspondence	[insert]
Australian Business Number	[insert]
Australian Company Number	[insert]
Details of all directors and public officers [Note: provide as attachment if required]	[insert]

Note: table should be replicated for each Applicant Member

4. APPLICANT ASSOCIATES

Associates	ABN	Overview of Role
[Name]	[ABN]	[insert]
[Name]	[ABN]	[insert]
[Name]	[ABN]	[insert]

Note: Applicant Associates (i.e. consultants or advisers) that have been engaged by the Applicant or Applicant Members to assist in the preparation of the EOI Response and/or the procurement of the RMM Package should be identified in the table above.

5. KEY SUPPLIERS

Associates	ABN	Overview of Role
[Name]	[ABN]	[insert]
[Name]	[ABN]	[insert]
[Name]	[ABN]	[insert]

Note: Key Suppliers (ie critical subcontractors) should be identified in the table above

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EXECUTION PAGE

Executed as a Deed Poll on _____ day of _____ 2020

[Applicant to execute in accordance with the execution block appropriate to the Applicant and delete non-applicable execution blocks].

[If Applicant is executing otherwise than in accordance with section 127 of the Corporations Act, the relevant power of attorney or form of authority pursuant to which that party executes must be produced].

EXECUTED by [NAME OF PARTY]:

Signature of director

Signature of director/secretary

Name

Name

SIGNED for [NAME OF PARTY] under power of attorney in the presence of:

Signature of attorney

Signature of witness

Name

Name

Date of power of attorney

SIGNED for [NAME OF PARTY] by its duly authorised officer, in the presence of:

Signature of officer

Signature of witness

Name

Name

Appendix B2 Queensland Code Compliance Schedule

Project:	Rollingstock Expansion Program – RMM Package
Applicant:	[insert full legal name, including Australian Business Number (ABN) and, where applicable, Australian Company Number (ACN) of Applicant]
Applicant authorised representative:	[insert full name and title of the natural person completing this Compliance Schedule on behalf of the Applicant]

1. Primary acknowledgements and undertakings

By completing this Compliance Schedule and submitting an EOI, the Applicant:

- (a) acknowledges that the Queensland Government’s Code of Practice for the Building and Construction Industry (**Queensland Code**) and the Queensland Government’s Implementation Guidelines to the Queensland Code of Practice for the Building and Construction Industry (**Queensland Guidelines**) apply to the project the subject of this EOI;
- (b) undertakes that it, and its related entities, will comply with the Queensland Code and Queensland Guidelines on:
 - (i) the project the subject of this EOI; and
 - (ii) any privately and publicly funded building and construction work to which the Queensland Guidelines apply, on and from the date of submitting this EOI (if not already required to comply on such privately and publicly funded projects);
- (c) confirms that it and its related entities have complied with:
 - (i) the Queensland Code and Queensland Guidelines on all its other projects to which the Queensland Guidelines apply or have applied; and
 - (ii) all applicable legislation, court and tribunal orders, directions and decisions, and industrial instruments;
- (d) confirm that, where it and its related entities are, or have been, required to comply with the Code for the Tendering and Performance of Building Work 2016 (**Federal Code**) as amended from time to time, they have done so; and
- (e) confirms that neither it, nor any of its related entities, are subject to a sanction or other circumstance that would preclude the Applicant from submitting an EOI, or, if successful, being engaged by the State (through the Delivery Authority) as the Successful Applicant.

2. Sanctions for non-compliance

- (a) The Department of Justice and Attorney-General, through the Building Construction Compliance Branch (**BCCB**), has responsibility for enforcing, and ensuring compliance with, the Queensland Code and Queensland Guidelines.
- (b) The Applicant acknowledges that where it, or a related entity, fails to comply with the Queensland Code or Queensland Guidelines, a sanction may be imposed on the Applicant or its related entity or both. The sanctions that can be imposed include, but are not limited to, one or more of the following:
 - (i) a formal warning that a further breach will lead to severe sanctions;
 - (ii) referral of a complaint to the relevant industry organisation for assessment against its own professional code of conduct and appropriate action;
 - (iii) reduction in tendering opportunities at either agency or government-wide level, for example, by exclusion of the breaching party from tendering for government work above a certain value, or for a specified period;
 - (iv) reporting the breach to an appropriate statutory body; and
 - (v) publicising the breach and identity of the party.

3. Disclosure of information

- (a) The Applicant agrees and gives its consent (or reaffirms its consent), and confirms that its related entities agree and give their consent (or reaffirm their consent), to the disclosure of information concerning the Applicant's, and the Applicant's related entities', compliance with the Queensland Code, Queensland Guidelines and Federal Code including disclosure of details of past conduct and whether or not sanctions have been imposed on an Applicant or its related entities.
- (b) The Applicant confirms that it has obtained, or will obtain, the consent of each subcontractor or consultant it proposes to use on the Project, or that it will use if successful in the EOI and any Proposal, to the disclosure of information concerning the subcontractor's and consultant's compliance with the Queensland Code, Queensland Guidelines and Federal Code including disclosure of details of past conduct and whether or not sanctions have been imposed on the subcontractor or consultant or its related entities.
- (c) The consent (or reaffirmation of consent) by the Applicant, its related entities and any proposed or subsequent subcontractors, is given to the State of Queensland, its agencies, Ministers and the BCCB (and its authorised personnel) for purposes including:
 - (i) the exercise of their statutory or portfolio responsibilities;
 - (ii) investigating and checking, claims and assertions made by the Applicant in any documents provided as part of its EOI (including, but not limited to, any Workplace Relations Management Plans);
 - (iii) monitoring, investigating and enforcing the Queensland Code and Queensland Guidelines; and

- (iv) ensuring, facilitating and promoting compliance with the Queensland Code and Queensland Guidelines.
- (d) The Applicant acknowledges that this consent is not limited to this EOI, or this Project, as parties are expected to comply with the Queensland Code and Queensland Guidelines on future projects to which they apply.

4. Positive obligations

- (a) Without limiting the obligations and requirements in the Queensland Guidelines, the Applicant acknowledges and undertakes to comply with its positive obligations under the Queensland Code and Queensland Guidelines, including to:
 - (i) comply with any Workplace Relations Management Plan;
 - (ii) allow Queensland Government authorised personnel to:
 - a. access the project site and other premises;
 - b. monitor and investigate compliance with the Queensland Code and Queensland Guidelines;
 - c. inspect any work, material, machinery, appliance, article, or facility;
 - d. inspect and copy any record relevant to the Project; and
 - e. interview any person,as is necessary to demonstrate compliance with the Queensland Code and Queensland Guidelines;
 - (iii) notify the BCCB (or nominee) and the State of any alleged breaches of the Queensland Code and Queensland Guidelines and of voluntary remedial action taken, within 24 hours of becoming aware of the alleged breach (for principal contractors only) report any grievance or dispute relating to workplace relations or WH&S matters that may impact on project costs, related contracts or timelines to the BCCB (or nominee) and the State within 24 hours of becoming aware of the grievance or dispute and to provide regular updates on the grievance or dispute;
 - (iv) report any threatened or actual industrial action that may impact the Project, project costs, related contracts or timelines to the BCCB (or nominee) and the State within 24 hours and provide regular updates about the steps being taken to resolve the threatened or actual industrial action;
 - (v) take all steps reasonably available to prevent, or resolve, industrial action which adversely affects, or has the potential to adversely affect, the delivery of the Project or other related contracts on time and within budget; and
 - (vi) take all reasonably available steps to prevent, or bring to an end, unprotected industrial action occurring on, or affecting the Project, including by pursuing legal action where possible. Any such legal action must be conducted (and where appropriate, concluded) in a manner consistent with the guiding principles and objectives of the Queensland Guidelines, namely supporting outcomes of compliance with the law, productivity in delivering the Project on time and within budget, maintaining a high standard of safety and protecting freedom of association.

- (b) Without limiting the obligations and requirements of the Queensland Code and Queensland Guidelines, the Applicant acknowledges its obligation to ensure, through contract, that subcontractors and consultants similarly do, or allow for, each of these applicable positive obligations.

5. Privately funded work

The Applicant acknowledges and agrees that in respect of its privately funded building and construction work it, and its related entities, will:

- (a) comply with the Queensland Code and Queensland Guidelines;
- (b) maintain adequate records of compliance with the Queensland Code and Queensland Guidelines (including by contractors);
- (c) allow Queensland Government authorised personnel to:
 - (i) access the sites and premises;
 - (ii) monitor and investigate compliance with the Queensland Code and Queensland Guidelines;
 - (iii) inspect any work, material, machinery, appliance, article, or facility;
 - (iv) inspect and copy any record relevant to the Project; and
 - (v) interview any person as is necessary to demonstrate compliance with the Queensland Code and Queensland Guidelines; and
- (d) ensure contractors and consultants similarly do, or allow for, each of these obligations.

6. Declaration by Applicant and authorised representative

By signing this declaration on behalf of the Applicant, the authorised representative declares that they have full authority to execute it and have obtained any necessary consents and approvals to do so.

7. Definitions

Unless otherwise stated in this Appendix B2 (Queensland Code Compliance Schedule), capitalised terms used in this Appendix B2 have the meanings given to them in the Invitation for EOI – Part A.

Signature of authorised representative:

Name of authorised representative:

[print full name of authorised representative]

Date:/...../20.....

Appendix B3 Probity Declaration

Table 20: Probity Declaration

Item	Reference	Description
1	Part A 2.11.3 & 5.8.1 Related State Project	<p>Applicants must disclose the Applicant, Applicant Member, Applicant Associates or Key Suppliers involvement in a Related State Project. Sufficient details must be provided including:</p> <ul style="list-style-type: none"> (a) name of Applicant, Applicant Member, Applicant Associate or Key Supplier (b) name of Related State Project and the client; (c) role of the Applicant, Applicant Member, Applicant Associate or Key Supplier for REP; (d) role of the Applicant, Applicant Member, Applicant Associate or Key Supplier for the Related State Project; (e) the measures undertaken during the EOI stage to manage the Related State Project risk; (f) the proposed measures to apply during the RFP stage if the Applicant is shortlisted; (g) the manner in which compliance with such governance measures and other procedures will be certified. <p>If there is nothing to declare, please insert "None".</p> <p>[Insert response]</p>
2	Part A 5.8.3 Common Applicant Associate or Common Key Suppliers	<p>This Item 2 of Appendix B3 must be completed for each Applicant Associate or Key Supplier proposed by the Applicant to be a Common Applicant Associate or Common Key Supplier.</p> <ul style="list-style-type: none"> (a) the nature and scope of the engagement and extent of the proposed involvement of the Key Supplier or Applicant Associate; (b) the depth of the market for the goods/services being provided; (c) the measures applied during the EOI stage to manage any actual perceived and potential conflicts of interest, confidentiality and competitiveness issues including communication, geographical and physical barriers between the personnel that would service competing engagements; (d) the proposed measures to apply during the RFP stage, to ensure transparency and accountability and safeguard independence and competitiveness of their Proposals if the Applicant is shortlisted; and (e) the manner in which compliance with such governance measures and other procedures will be certified. <p>If there is nothing to declare, please insert "None".</p>

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Item	Reference	Description
		[Insert response]
3	Part A Appendix A2 clause 15 Other Probity Issue (not covered in Item 1 or 2)	<p>Applicants must give details of any actual perceived or potential Conflict of Interest of the Applicant or a Related Party, not otherwise raised in item 1 or 2 above, that exists or may arise in relation to the Procurement Process or performance of the Contract (if the Applicant is the Successful Applicant).</p> <p>If there is nothing to declare, please insert "None". [Insert response]</p> <p>Where a potential conflict of interest exists, the Applicant is to specify the measures it proposes to take to manage the conflict and ensure confidentiality is maintained and conflicts are avoided.</p> <p>[Insert response]</p>
4	Appendix A2 clause 15 (g) Legal Actions	<p>The Applicant is to set out details of legal actions or prosecutions in the last 10 years, taken against the Applicant or Applicant Member or any officer or director of the Applicant or Applicant Member (Australia or overseas) relating to collusive tendering, anti-competitive conduct, unlawful inducements or other similar conduct, that may adversely affect the reputation of TMR if the Applicant was shortlisted.</p> <p>If there is nothing to declare, please insert "None".</p> <p>[Insert response]</p>

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Appendix B4 Form of Returnable Schedule Responses

Table 21: Form of Returnable Schedule 3.1 (Part A) and 4.1 (Part A)– Train Supply

Required detail	Response
Customer	
Nature of the contract	
Value of contract (AUD million equivalent)	
Name of Applicant Members who are / were party to the contract	
Brief description of the project	
Briefly outline the relevance to this project to this EOI	
Brief description of the Train being supplied including type, key systems and features, car and set numbers	
Brief description of any other services provided by the Applicant Member such as warranty and technical support, maintenance	
Contract dates and delivery rates	
<i>Commencement date</i>	
<i>Duration</i>	
<i>If applicable, termination or expiration date of the contract (where terminated, include reasons)</i>	
<i>First Train delivery date</i>	

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Required detail	Response
<i>Delivery rate</i>	
Brief summary of roles and responsibilities of Applicant Member (including relevant rail safety accreditation)	
Summary of performance against customer service and other operational key performance indicators (including details of any notices to remedy performance-based events)	
What level of configuration or design was required to meet the customer's requirements?	
Referee details <i>(Refer to Note)</i>	

Note: Name of the entity responsible for administration of the project / system and the name and contact details of a representative of that entity who may be contacted as part of a referee check.

Table 22: Form of Returnable Schedule 3.1 (Part B) and Schedule 4.1 (Part B) – Train Maintenance

Required detail	Response
Customer	
Nature of the contract	
Annual value of contract (AUD million equivalent)	
Name of Applicant Member(s) (as applicable) who are / were party to the contract	
Brief description of the project	

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Required detail	Response
Briefly outline the relevance to this project to this EOI	
Brief description of the Train being maintained including type, key systems and features, car and set numbers	
Brief description of any other service provided by the Applicant Member(s) such as configuration management, technology upgrades etc	
Contract dates	
<i>Commencement date</i>	
<i>Duration</i>	
<i>If applicable, termination or expiration date of the contract (where terminated, include reasons)</i>	
Brief summary of roles and responsibilities of Applicant Member(s) (as applicable) (including relevant rail safety accreditation)	
Summary of performance against customer service and other operational key performance indicators (including details of any notices to remedy performance-based events)	
What level of configuration or design of maintenance procedures was required	

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Required detail	Response
to meet the customer's requirements?	
Referee details <i>(Refer to Note)</i>	

Note: Name of the entity responsible for administration of the project / system and the name and contact details of a representative of that entity who may be contacted as part of a referee check.

Table 23: Form of Returnable Schedule 3.1 (Part C) and Schedule 4.3 – Design and Construct of Manufacturing Facility

Required detail	Response
Customer	
Nature of the contract or project	
Name of Applicant and Applicant Member(s) (as applicable) who are / were party to the contract	
Brief description of the project	
Contract dates	
<i>Commencement date</i>	
<i>Duration</i>	
<i>If applicable, termination or expiration date of the contract (where terminated, include reasons)</i>	
Brief summary of roles and responsibilities of Applicant and Applicant Members (as applicable)	
Summary of performance against requirements	

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Required detail	Response
Referee details (Refer to Note)	

Note: Name of the entity responsible for administration of the project / system and the name and contact details of a representative of that entity who may be contacted as part of a referee check.

Table 24: Form of Returnable Schedule 4.2 (Part B)

Project / Contract Description ¹	Duration for first delivery ²	Duration for first Train into service ³	Summary of delivery ⁴
<i>Notes:</i>	<ol style="list-style-type: none"> 1. Description to include type and number of cars, type of contract, e.g. design and supply, supply only. 2. Months from award of contract to order to proceed and first set delivered. 3. Weeks from delivery of first set to commencement of Revenue Service 4. Summary of intervals for subsequent Trains into Revenue Service from first Train. 		

Table 25: Form of Returnable Schedule 5 - Feedback on Commercial and Legal Framework

Commercial Principle	Feedback on Commercial Principle

Appendix B5 Indicative Technical Specification

TMR's current consideration of the potential technical requirements include:

1. Maximum network gradient 3%;
2. Narrow gauge - 1067mm;
3. Network Speed – up to 140km/h;
4. ETCS Level 2 compatible;
5. Overhead Line voltage - 25kV;
6. Fire rated to EN45545 Cat 2 – Underground Operation;
7. Platform height - 1100mm;
8. DSAPT compliant;
9. Automatic Train Operation GoA 2; and
10. Platform Screen Doors interface.

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Department of Transport & Main Roads
Invitation for Expression of Interest
Rollingstock Expansion Program
Part C – RMM Package Information

Date of Issue **10 December, 2020**

Document Number: **REP-14220**

Status **Final**

Released Under RTI - DTMR



Part C – RMM Package Information

INTRODUCTION	3
1.1. Overview.....	3
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Note: The following parts of this Invitation for Expressions of Interest are contained in separate documents:

PART A – RMM PACKAGE OVERVIEW AND APPLICANT INSTRUCTIONS
PART B – EOI RETURNABLE SCHEDULES

Released under RTI - DTMR

INTRODUCTION

1.1. Overview

This Part C – Project Information contains an initial list of relevant supporting information and documents that is contained in the Data Room, as at the date of this Invitation for EOI.

Project Information is provided to the Applicants through the Data Room to assist with the preparation of the Applicant's EOI Response.

Without limiting the terms and conditions of any EOI Response Deed Poll in favour of the Government Parties, during the course of the procurement processes for the Project, TMR may add information and documents to the Data Room and may also remove information and documents from the Data Room.

The information and documents are organised in various categories and sub-categories within the Data Room. The initial list of relevant supporting information and documents in Section 1.2 is organised in accordance with the same structure.

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1.2. Initial List of Project Information

Category	Sub- Category	Document Name
Standards	Australian Standards	<ul style="list-style-type: none"> • AS 1210 Pressure Vessel Code • AS 1269 Occupational Noise Management • AS 1428 Design For Access and Mobility • AS 1668.2 The use of ventilation and air conditioning in buildings-ventilation design for indoor air contaminant • AS 1841 Portable Fire Extinguishers • AS 1850 Portable Fire Extinguishers – classification, rating and testing • AS 2080 Safety glazing for land vehicles • AS 2208 Safety glazing materials in buildings • AS 2377 Acoustics - methods for the measurement of airborne sound from railbound vehicle noise • AS 2670 Evaluation of Human Exposure to Whole-body Vibration • AS 2700 Colour Standards for general purposes • AS 2772 Radio Frequency Radiation – Principles and methods of measurement – 300 kHz to 100 Ghz • AS 3000 Electrical Installation • AS 4024 Safety of Machinery • AS 4292 Rail Safety Management • AS 4806 Closed Circuit Television (CCTV) • AS 7505 Railway Rollingstock – Signalling Detection Interface • AS 7507 Railway Rollingstock – Rollingstock Outlines • AS 7508 Railway Rollingstock – Track Forces and Stresses • AS 7509 Railway Rollingstock – Dynamic Behaviour • AS 7514 Railway Rollingstock – Wheels • AS 7515 Railway Rollingstock – Axles • AS 7516 Railway Rollingstock – Axle Bearings • AS 7517 Railway Rollingstock – Wheelsets • AS 7518.3 Suspension – Part 3 Passenger • AS 7519 Railway Rollingstock – Bogie Structural Requirements • AS 7524 Railway Rollingstock – Couplers and Drawgear • AS 7531 Railway Rollingstock – Lighting and Rollingstock Visibility • AS 60118 Hearing Aids – Magnetic field strength in audio frequency induction loops for hearing aid purposes • AS ISO 9239 Reaction to Fire Test for Flooring • AS/NZS ISO 14001 Environmental Management Systems: Requirements with guidance for use
	International Standards	<ul style="list-style-type: none"> • EN 12663 Railway Application – Structural Requirements of Railway Vehicle Bodies • EN 13261 Wheelsets and Bogies Axles – Product Requirements

Rollingstock Expansion Project
Request for Expression of Interest
Part C –RMM Package Information

Category	Sub- Category	Document Name
		<ul style="list-style-type: none"> • EN 14750 Railway Application – Air Conditioning for Urban and Suburban Rollingstock • EN 15227 Railway Application – Crashworthiness Requirements for Railway Vehicles • EN 15595 Railway Application – Braking – Wheel Slide Protection • EN 45545 Railway Applications – Fire Protection On Railway Vehicles • EN 50121 Railway Application – Electromagnetic Compatibility – Rollingstock • EN 50126 Railway Applications – The Specification and Demonstration of Reliability, Availability, Maintainability and Safety (RAMS) • EN 50128 Software for Railway Control and Protection Systems • EN 50129 Safety Related Electronic Systems for Signalling • EN 50155 Electronic Equipment Used on Rollingstock • GM/RT 2100 Structural Requirements for Railway Vehicles • GM/RT 2461 Sanding Equipment Fitted to Multiple units and On-Track Machines • IEC 60034 Rotating Electrical Machines • IEC 60076 Power Transformers • IEC 60077 Electrical Equipment for Rollingstock • IEC 60085 Electrical Insulation – Thermal evaluation and designation • IEC 60310 Traction transformers and inductors on board Rollingstock • IEC 60349-2 Electric Traction – Rotating Electrical Machines for Rail Road Vehicles • IEC 61287 Railway Applications – Power Converters installed on board Rollingstock • IEC 61373 Railway Applications – Rollingstock Equipment – Shock and Vibration tests • IEC 61377 Electric traction – Rollingstock – Combined testing of inverter fed alternating current motors and their control • ISO 3095 Acoustics – Railway applications – Measurement of noise emitted by rail bound vehicles • ISO 6385 Ergonomic principles in the design of work systems • ISO 7250-2 Basic human body measurements for technological design – Part 2 • ISO 9241 Ergonomic requirements for office work with visual display terminals (VDTs) • ISO 9355 Ergonomic requirements for the design of displays and control actuators. • ISO 9921 Ergonomics Assessment of Speech Communication • ISO 10075 Ergonomic principles related to mental workload

Rollingstock Expansion Project
Request for Expression of Interest
Part C –RMM Package Information

Category	Sub- Category	Document Name
		<ul style="list-style-type: none"> • ISO 9241-210 Ergonomics of human system interaction – Part 210 Human- centred design processes for interactive systems • ISO 18529 Ergonomics – Ergonomics of human-system interaction – Human-centred lifecycle process descriptions • NFPA 550 Guide to the Fire Safety Concepts Tree
	Queensland Rail Standards	<ul style="list-style-type: none"> • MD-11-1339 Risk Management Guideline - Safety • MD-12-163 Human Factors • MD-12-21 General Engineering and Operational Systems and Safety • MD-10-200 Wheel Defect Identification and Rectification • MD-10-214 Windscreen and Cab Side Window Glazing for Rolling Stock • MD-10-217 Event Recorders for Rolling Stock • MD-10-218 Train Safety Systems • MD-12-160 Management of Hazardous Chemicals • MD-12-138 Plant Management • MD-10-86 Mobile Voice Radio Communications Systems • MD-10-120 Rolling Stock Audibility • MD-10-121 Emergency Equipment Carried on Rolling Stock • MD-10-123 Rolling Stock Interior Environment • MD-10-124 Requirements for Hygiene on Rolling Stock • MD-10-125 Electrical Requirements for Rolling Stock • MD-10-126 Rolling Stock Cab Layout • MD-10-128 Rolling Stock Structural Requirements • MD-10-130 Passenger Vehicle Interior Crashworthiness • MD-10-134 Locomotive and Passenger Vehicle Access • MD-10-135 Rolling Stock Fire Performance • MD-10-136 Rolling Stock Brake System Requirements • MD-10-137 Rolling Stock Brake System Maintenance Requirements • MD-10-575 Civil Engineering Track Standard • MD-10-157 Communications on Rolling Stock • MD-10-158 Pantograph Technical Requirements • MD-10-172 Rolling Stock Work • MD-10-173 Rolling Stock Competencies • MD-10-176 Rolling Stock Electromagnetic Compatibility • MD-10-119 AWS Operation Manual • MD-10-194 Interface Standard • MD-12-232 Registrable Plant and Plant Design <ul style="list-style-type: none"> ▪ Specification – Train Control Radio (v 1.3)
Policies and Guidelines		<ul style="list-style-type: none"> • Queensland Procurement Policy 2019, including local benefits test;

Rollingstock Expansion Project
Request for Expression of Interest
 Part C –RMM Package Information

Category	Sub- Category	Document Name
		<ul style="list-style-type: none"> • Best Practices Principles with respect to quality and safe workplaces; • Buy Queensland; • Future Work, Future Jobs; • Queensland Advanced Manufacturing 10-year Roadmap and Action Plan; • Backing Queensland Jobs – Queensland Government Procurement Strategy 2017; • Queensland Charter for Local Content; • relevant information standards for information Communication and Technology (ICT) products and services (for ICT related components); • the Building and Construction Code of Practice 2000 (Qld); • Queensland Government – Supplier Code of Conduct; • Capital Works Management Framework – (Building construction components); • Ethical Supplier Threshold and Mandate;

Released under RTI

Pages 247 through 387 redacted for the following reasons:

Exempt Sch.3, S.2(1)(b) reveal cabinet

Refuse Sch.4 Part 4 s.4 deliberative processes of government

Released under RTI - DTMR

Procurement Plan Addendum

Rollingstock Expansion Program

Addendum Number:	001
Changes:	<input checked="" type="checkbox"/> Background
	<input checked="" type="checkbox"/> Procurement and Delivery Strategy
	<input checked="" type="checkbox"/> Implementation and Timeframes

Section 1 - Background

The original procurement strategy incorporated a multi-stage process consisting of an initial Registration of Interest (ROI) phase followed by an Expression of Interest (EOI) phase and a Request for Proposal (RFP) phase. The ROI phase was intended to:

1. allow TMR to identify organisations with the requisite experience and capability for the Rollingstock Manufacturing and Maintenance (RMM) Package which would allow TMR to select a shortlist of entities to participate in the EOI
2. provide an opportunity for interested suppliers (Suppliers) to register their interest in the RMM Package. The ROI phase was expected to commence before the election following a ministerial announcement of the project.

However, the ministerial announcement regarding REP procurement has been delayed until after the election, meaning that the ROI process cannot commence before the election. To ensure project timelines can be met, it is now proposed to combine the ROI and EOI phases and release an Invitation for EOI to the participants who could provide the full suite of design, build and maintenance for the new rollingstock fleet via an open market process. This would assist to ensure the project timelines communicated to CBRC can be met. Suppliers will be provided with an alternative means to register their interest via the ICN Gateway.

Section 12 – Procurement and Delivery Strategy

It is proposed that the multi-stage procurement is amended as follows:

- a) The ROI process is no longer required.
- b) The EOI phase continues as is but is issued to the open market instead of a shortlist compiled from the ROI phase. Interested entities that do not meet the EOI requirements will be provided an opportunity to register their interest in the RMM Package via the ICN Gateway.
- c) The RFP phase is not changed.

Section 14 – Implementation and Timeframes

All ROI activities are removed. The program timeframes are amended as follows:

Table 1: Indicative Procurement timeline

Milestone	Original Date	Amendment made
Registration of Interest (ROI) commences	October 2020	Deleted
ROI process completed	October/November 2020	Deleted
Expression of Interest (EOI) released	November/December 2020	Nil
EOI Responses submitted by Tenderers	February 2021	Nil

EOI Shortlist announced	March 2021	Nil
Request for Proposal (RFP) released	Q2 2021	Nil
RFP Responses submitted by Tenderers	2 nd half of 2021	Nil
Contract signed	Early 2022	Nil

Other

All other aspects of the Procurement Plan for the Rollingstock Expansion Program executed 2 October 2020 remain unchanged.

Endorsement – Content Owner

As a Content Owner with the relevant technical knowledge, I am satisfied that:

- the demand, scope and business requirements are accurate
- in consultation with the Procurement Delegate;
- the recommended sourcing strategy is appropriate.

I am aware of my responsibilities under the probity and accountability provisions of the Queensland Procurement Policy and I acknowledge that I am accountable for this decision.

Name:	Russell Murray	
Position Title:	Project Manager, Rollingstock Expansion Project	
Branch:	New Generation Rollingstock	
Signature:	Not Relevant	Date: 28/10/2020

Endorsement – Category Management

As a Category Management representative, I am satisfied that:

- the supply market analysis completed is sufficient to support the sourcing strategy
- this document justifies why this is the most appropriate procurement strategy to achieve departmental requirements in this instance
- the recommended sourcing strategy is appropriate.

Name:	Jessica Hill	
Position Title:	Category and Strategic Planning Manager	
Branch:	Finance and Procurement	
Signature:	Not Relevant	Date: 29/10/2020

Approval – Procurement Delegate

As a Procurement Delegate with the appropriate level of delegation, based on the information provided I am satisfied that this request:

- meets the requirements of the TMR Procurement Process
- the supply market analysis completed is sufficient to support the sourcing strategy
- justifies why this is the most appropriate procurement strategy to achieve departmental requirements in this instance
- will provide value for money for the department.

I am aware of my responsibilities under the probity and accountability provisions of the Queensland Procurement Policy and I acknowledge that I am accountable for this decision.

Name:	Max Broadhurst		
Position Title:	A/Chief Procurement Officer		
Branch:	Finance and Procurement		
Delegation Level:	<input type="checkbox"/> 1 <input type="checkbox"/> 2 <input type="checkbox"/> 3 <input type="checkbox"/> 4 <input checked="" type="checkbox"/> 5		
Signature:	Not Relevant		Date: 29/10/2020

Approval – Project Owner

As the Project Owner, I approve this Procurement Plan Addendum.

Name:	Timothy Dighton		
Position Title:	General Manager, New Generation Rolling Stock		
Branch:	New Generation Rolling Stock		
Signature:			Date:

Released under RTI - DTMR

Our ref: DG40465

Office of the
Director-General

18 December 2020

Department of
Transport and Main Roads

Mr Dave Stewart
Director-General
Department of the Premier and Cabinet
dave.stewart@premiers.qld.gov.au

Dear Mr Stewart

Part Exempt Sch.3(2)(1)(b) Reveal Cabinet consideration

The proposed governance structure consists of an Executive Steering Committee, Project Controls Group and various Project Working Groups. For further information on this structure and the groups involved, please refer to the enclosed documents.

I invite you to nominate a representative to join the Executive Steering Committee for the rollingstock expansion project, which will meet monthly as the senior governance body for the project. I also invite you to nominate a senior representative to join the Program Control Group which will meet monthly to guide project decision-making.

Please confirm your nominated representatives to the Executive Steering Committee and the Project Controls Group by 23 December 2020 in writing to Mr Timothy Dighton, General Manager (New Generation Rollingstock), TMR, by email at timothy.z.dighton@tmr.qld.gov.au.

Yours sincerely



Neil Scales
Director-General
Department of Transport and Main Roads

Enc (3)

Our ref: DG40465

Office of the
Director-General

18 December 2020

Department of
Transport and Main Roads

Mr Frankie Carroll
Director-General
Department of Regional Development, Manufacturing and Water
frankie.carroll@dsmip.qld.gov.au

Dear Mr Carroll

Part Exempt Sch.3(2)(1)(b) Reveal Cabinet consideration

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Yours sincerely



Neil Scales
Director-General
Department of Transport and Main Roads

Enc (3)

Our ref: DG40465

Office of the
Director-General

18 December 2020

Department of
Transport and Main Roads

Mr Damien Walker
Director-General
Department of State Development, Infrastructure, Local Government and Planning
damien.walker@ditid.qld.gov.au

Dear Mr Walker

Part Exempt Sch.3(2)(1)(b) Reveal Cabinet consideration

The proposed governance structure consists of an Executive Steering Committee, Project Controls Group and various Project Working Groups. For further information on this structure and the groups involved, please refer to the enclosed documents.

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Yours sincerely



Neil Scales
Director-General
Department of Transport and Main Roads

Enc (3)

Our ref: DG40465

Office of the
Director-General

18 December 2020

Department of
Transport and Main Roads

Mr Graeme Newton
Chief Executive Officer
Cross River Rail Delivery Authority
graeme.newton@crrda.org.au

Dear Mr Newton

Part Exempt Sch.3(2)(1)(b) Reveal Cabinet consideration

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Yours sincerely



Neil Scales
Director-General
Department of Transport and Main Roads

Enc (3)

Our ref: DG40465

Office of the
Director-General

18 December 2020

Department of
Transport and Main Roads

Mr Nick Easy
Chief Executive Officer
Queensland Rail
nick.easy@qr.com.au

Dear Mr Easy

Part Exempt Sch.3(2)(1)(b) Reveal Cabinet consideration

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Yours sincerely



Neil Scales
Director-General
Department of Transport and Main Roads

Enc (3)

Our ref: DG40465

Office of the
Director-General

18 December 2020

Department of
Transport and Main Roads

Ms Rachel Hunter
Under Treasurer
Queensland Treasury
executive.correspondence@treasury.qld.gov.au

Dear Ms Hunter

Part Exempt Sch.3(2)(1)(b) Reveal Cabinet consideration

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Yours sincerely



Neil Scales
Director-General
Department of Transport and Main Roads

Enc (3)

Advice for Minister for Transport and Main Roads

Subject: Not Relevant

Document ID: DLO4926

Not Relevant

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- TMR commenced a competitive Invitation for Expression of Interest (EOI) procurement for the Rollingstock Expansion Project (REP) which the Queensland Government has committed \$600 million to building 20 new six-car passenger trains, with an option for a further 45 trains to be built by 2030 to meet future demand.
- The EOI closed on 10 February 2021.
- To ensure probity of the process and compliance with conditions governing the EOI, Mr Neil Scales, Director-General, TMR, wrote to Directors-General on 3 February 2021, including Mr Michael Glover, Acting Director-General, DRDMW, advising of probity issues relating to the REP EOI.
- All parties were reminded not to enter into discussion or make any public statement in relation to the award of the REP contract during the procurement period.

Action Officer/ Approved by:	Endorsed by A/GM	Endorsed by DDG	Endorsed by DG
Danny Foster	Tim Dighton	Amanda Yeates	Neil Scales
Executive Director	General Manager (New Generation Rollingstock)	Deputy Director-General (Infrastructure Management and Delivery)	Director-General
Tel: Not Relevant	Tel: 3066 7050	Tel:	Tel:
Date: 9 February 2021	Date: 12 February 2021	Date: 15 February 2021 – Progressed under GM endorsement	Date: 17 February 2021

- However, it is acceptable for parties to talk generally about the Government's commitment to investing in Maryborough rail jobs. Chief Executive Officers and their staff of Government Owned Corporations and Statutory Authorities are also required to be made aware of the EOI process.
- Following the EOI process, a successful proponent will be selected in the second quarter of 2021 to manufacture the initial 20 trains.
- The Rail Manufacturing Strategy is an integral document to the development of the REP and DRDMW is represented in the REP integrated governance model.
- The REP will provide considerable benefits, modernising and enabling the expansion of the passenger fleet to support South East Queensland's growth.
- Consistent with the State Procurement Policy, the Queensland Government announced the new trains will be built in the Maryborough region to support local jobs and regional supply chains.
- The Queensland Government has made the following election commitments for future rollingstock fleets:
 - POWERING QUEENSLAND JOBS - RAIL MANUFACTURING: \$600 million to build 20 Queensland trains in Maryborough and the infrastructure needed to build them for Cross River Rail, and
 - MAKING IT FOR QUEENSLAND: Growing manufacturing across traditional and new industries, making new products in new ways and creating new jobs.

Not Relevant

Released under RTI - DTMR

Advice for Minister for Transport and Main Roads

Subject:

Part Refuse Sch.4 Part 4 s.4 deliberative processes of government

Document ID: EE11579

Part Refuse Sch.4 Part 4 s.4 deliberative processes of government

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- The Department of Transport and Main Roads (TMR) has partnered with the Industry Capability Network (ICN) to develop of list of suppliers interested in being part of the Rollingstock Expansion Program (REP).
- TMR encourages Apex, and other businesses wanting to be involved with the REP, to register their interest on the ICN website at <https://icn.org.au/> and click on (1) 'Visit ICN Gateway' (2) under the section 'Looking for work' type 'Rollingstock Expansion Program' in the 'Keywords' search box (3) click on 'Find Work' and (4) click on 'Rollingstock Expansion Program'.

Action Officer/Approved by:	Endorsed by GM	Endorsed by DDG	Endorsed by DG
Danny Foster	Tim Dighton	Amanda Yeates	Matthew Longland
Executive Director	General Manager (New Generation Rollinstock)	Deputy Director-General (Infrastructure Management and Delivery)	A/Director-General
Tel: <input type="text" value="Not Relevant"/>	Tel: <input type="text" value="Not Relevant"/>	Tel: 3066 7118	Tel:
Date: 10 February 2021	Date: 10 February 2021	Date: 10 February 2021	Date: 11 February 2021

Part Refuse Sch.4 Part 4 s.4 deliberative processes of government

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