

MELBOURNE METRO RAIL PROJECT REGISTRATION OF INTEREST

NOVEMBER 2015





IMPORTANT NOTICE

Purpose

This Registration of Interest (ROI) is issued by the Melbourne Metro Rail Authority (MMRA) on behalf of the State of Victoria (State). This ROI is being distributed to facilitate interactions in relation to the procurement of services to deliver the Melbourne Metro Rail Project (Melbourne Metro).

Confidentiality

The information subsequently supplied or given in connection with Melbourne Metro by MMRA is confidential and accordingly any such information may not be published, reproduced, copied or disclosed to any person, other than the recipient's employees and professional advisers, or used for any purpose other than as contemplated by this ROI.

The recipient must not make any public statement, press release or other communication relating to the information contained or subsequently supplied or given in connection with Melbourne Metro without the prior written approval of the State.

Disclaimer

This ROI is not intended to form the basis of any investment decision. No part of this ROI constitutes a recommendation, offer, invitation or solicitation in relation to Melbourne Metro. Recipients must conduct their own independent review, investigations and analysis of the prospective works and rely entirely on such reviews, investigations and analysis and not on this ROI.

This ROI has been provided to the recipient for information purposes only and upon the express understanding that the recipient will use it only for the purposes and on the conditions set out in this ROI. MMRA reserves the right to decline to send further information to any respondent to this ROI.

No guarantee, representation or warranty (express or implied) is given by or on behalf of the State (including without limitation its employees, agents, associates and advisors) as to the quality, accuracy, reliability or completeness of the information contained in this ROI or any other information supplied by or on behalf of the State or that reasonable care has been taken in compiling or preparing any information.

Acknowledgement

By retaining this ROI and submitting a ROI response, recipients acknowledge that they have read, understood and accepted the terms of this ROI.

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1. INTRODUCTION

1.1 Background

Melbourne is Australia's fastest growing city, with the population expected to almost double by the year 2050. Melbourne's public transport system needs to grow with it to maintain the liveability and prosperity of our growing city.

Melbourne Metro is one of the largest transport infrastructure projects ever undertaken in Australia. It will start to transform Melbourne's rail network into an international-style metro system, improving access to, and connectivity with, the CBD and increasing the capacity, reliability and efficiency of train lines serving Melbourne's growth areas in the north, west and south-east.

Melbourne Metro addresses existing capacity constraints in the City Loop, while also enhancing accessibility and intermodal connectivity into and throughout central Melbourne. Ultimately, Melbourne Metro will support new patterns of economic development, residential growth and urban renewal, and deliver substantial economic benefits to the Victorian and national economies.

In addition, a program of proposed wider metropolitan network works (various track and signal works) will exploit the capacity created by Melbourne Metro to significantly increase the capacity and reliability of the metropolitan rail network. Importantly, Melbourne Metro is also the key to the future expansion of Victoria's rail network, enabling our transport system to grow as our community does.

Melbourne Metro is part of a holistic solution that addresses existing capacity constraints across the rail network, and complements other state government transport projects, such as the procurement of High Capacity Metro Trains and the Level Crossing Removal Program. These other projects are not part of Melbourne Metro but are essential to delivering the full benefits to passengers.

Melbourne Metro has an estimated capital development cost of \$9-11 billion. MMRA is responsible for the planning and implementation of Melbourne Metro on behalf of the State.

1.2 Scope of works

Melbourne Metro will include:

- twin nine-kilometre rail tunnels from Kensington to South Yarra as part of a new Sunbury to Cranbourne/Pakenham line
- rail tunnel entrances (portals) at Kensington and South Yarra
- new underground stations at Arden, Parkville, CBD North (providing an interchange with Melbourne Central), CBD South (providing an interchange with Flinders Street) and Domain. The stations are designed to accommodate trains that are significantly longer than those that currently operate on the network
- mechanical and electrical systems in the rail tunnels including lighting, tunnel ventilation and tunnel sub-stations
- rail systems including high capacity signalling systems, power, traction power and communication

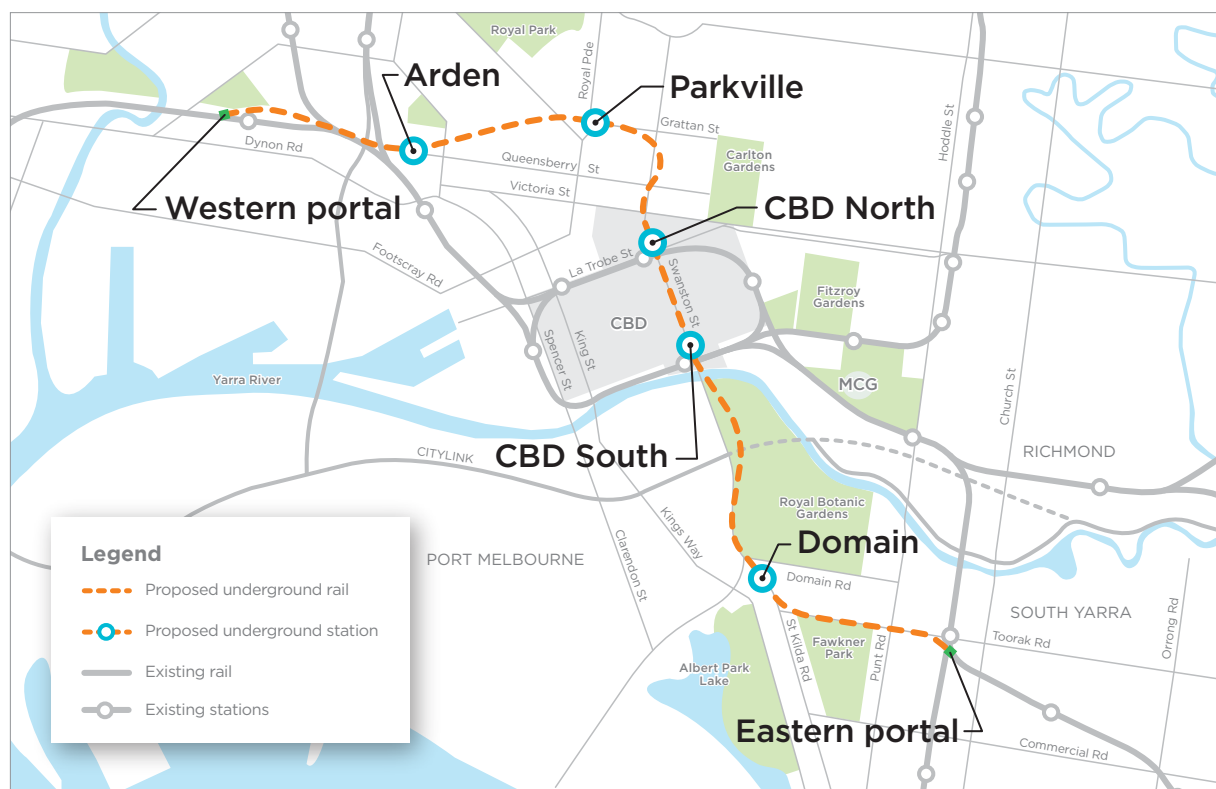
- commercial opportunities including within stations and potentially over-site commercial and/or residential development.

In addition, MMRA will be separately procuring:

- a series of early works to facilitate commencement of the main construction works for the delivery of the Melbourne Metro, including relocation and protection of utility services in conflict with the Melbourne Metro alignment, construction site preparation and some minor tram diversions. These works will be procured separately from the Melbourne Metro
- a series of wider metropolitan network enhancements to enable capacity uplifts across the broader network.

The proposed Melbourne Metro alignment is outlined in Figure 1.1.

Figure 1.1 – Melbourne Metro Rail Project overview



Further information on Melbourne Metro can be found at <http://mmrailproject.vic.gov.au>.

1.3 Packaging and procurement

The majority of early works are to be delivered under a Managing Contractor delivery model. The Managing Contractor Invitation for Expression of Interest (EOI) pre-qualification process is scheduled for release in late November 2015 and is scheduled to close in late December 2015. Further details regarding the Managing Contractor Invitation for EOI will be found at www.tenders.vic.gov.au.

The main construction works for the delivery of Melbourne Metro, including the tunnels, five stations, portals, rail systems and other associated works (Main Melbourne Metro Works), will be delivered through a number of works packages using various delivery models including Public Private Partnership (PPP), Competitive Alliances and Franchisee Delivery. A procurement strategy alignment map outlining the relevant works packages and associated delivery models is provided at Appendix A.

The reference design process for Melbourne Metro has been underway since February 2015 and is ongoing. The formal procurement process for the tunnel and stations PPP is currently proposed to commence in mid 2016, where an EOI will be released.

An Environment Effects Statement (EES) is being prepared under the *Environment Effects Act 1978*. Work has commenced on the EES to examine potential impacts of Melbourne Metro, provide guidance on how adverse impacts can be mitigated, and inform the Minister for Planning's decision on whether to approve Planning Scheme Amendments to regulate the construction and operation of Melbourne Metro. The Minister for Planning's decision is expected by Q1 2017. Planning approvals for wider network enhancements will be separately sought as required.

1.4 MMRA advisers

The following advisers have been appointed to assist MMRA in relation to Melbourne Metro.

Role	Advisers
Technical, Planning and Engaging Adviser (including design)	Aurecon Jacobs Mott McDonald JV
Legal Advisers	Herbert Smith Freehills
Commercial and Financial Adviser	KPMG
Project Estimator	Aquenta
Independent Construction Adviser	Advisian
Probity Adviser	O'Connor Marsden and Associates



2. PURPOSE OF REGISTRATION OF INTEREST

2.1 Purpose of ROI

The purpose of this ROI is to allow MMRA to:

- develop an understanding of organisations that are interested in the Melbourne Metro and have the requisite experience and capability and capacity to potentially deliver one or more Main Melbourne Metro Works packages
- establish a structured process for greater interaction, information sharing and 'market testing' of proposed key commercial principles, processes and timing for the Melbourne Metro's delivery
- provide an opportunity for respondents to this ROI to commence discussions between potential major contractors, financiers, rail systems providers and other relevant providers and advisers via the Industry Capability Network Gateway, noting that the MMRA would not be facilitating any such discussions.

It should be noted that the ROI process is not a pre-qualification for the formal procurement process, which is currently proposed to commence in mid 2016 for certain Main Melbourne Metro Works packages.

2.2 Selection to participate in future market interactions

The information provided by respondents in the ROI Response Schedule (Appendix B) will be used by MMRA in its sole and absolute discretion to determine whether a respondent will be invited to participate in future, pre-procurement process, market interactions. In exercising its discretion, the MMRA will consider respondents for participation in such future market interactions based on each respondent's capacity to meet the following criteria:

For designers, contractors and rail systems providers

- revenue (in Australia or internationally) for the 2014-15 financial year of greater than of AUD100 million; and
- experience of, or be currently involved in, large scale (i.e. greater than AUD150 million) rail or civil construction, design or rail signalling contracts.

For PPP sponsors, investors or financiers

- participation in a PPP project in the last three years.

Potential respondents who do not satisfy the above criteria and who may wish to participate in one or more of the Main Melbourne Metro Works packages and/or offer their services to a potential tendering organisation should register their details with the Industry Capability Network Gateway at <http://gateway.icn.org.au/project/3548/melbourne-metro-rail-project>.



3. INSTRUCTIONS FOR REGISTERING INTEREST

3.1 General instructions

MMRA is now seeking ROIs from suitably experienced and qualified major contractors, financiers, rail systems providers and other relevant providers and advisers who may be interested in tendering for (or providing finance in relation to) packages of work. Organisations that are interested in participating in tendering for one or more packages of work are encouraged to register their interest.

Responses to this ROI should be provided in accordance with the information outlined in the ROI Response Schedule. No other information is to be submitted.

Responses to this ROI are to be submitted by email to MMRA-Procurement@ecodev.vic.gov.au. Respondents may submit their responses at any stage from the release of this ROI.

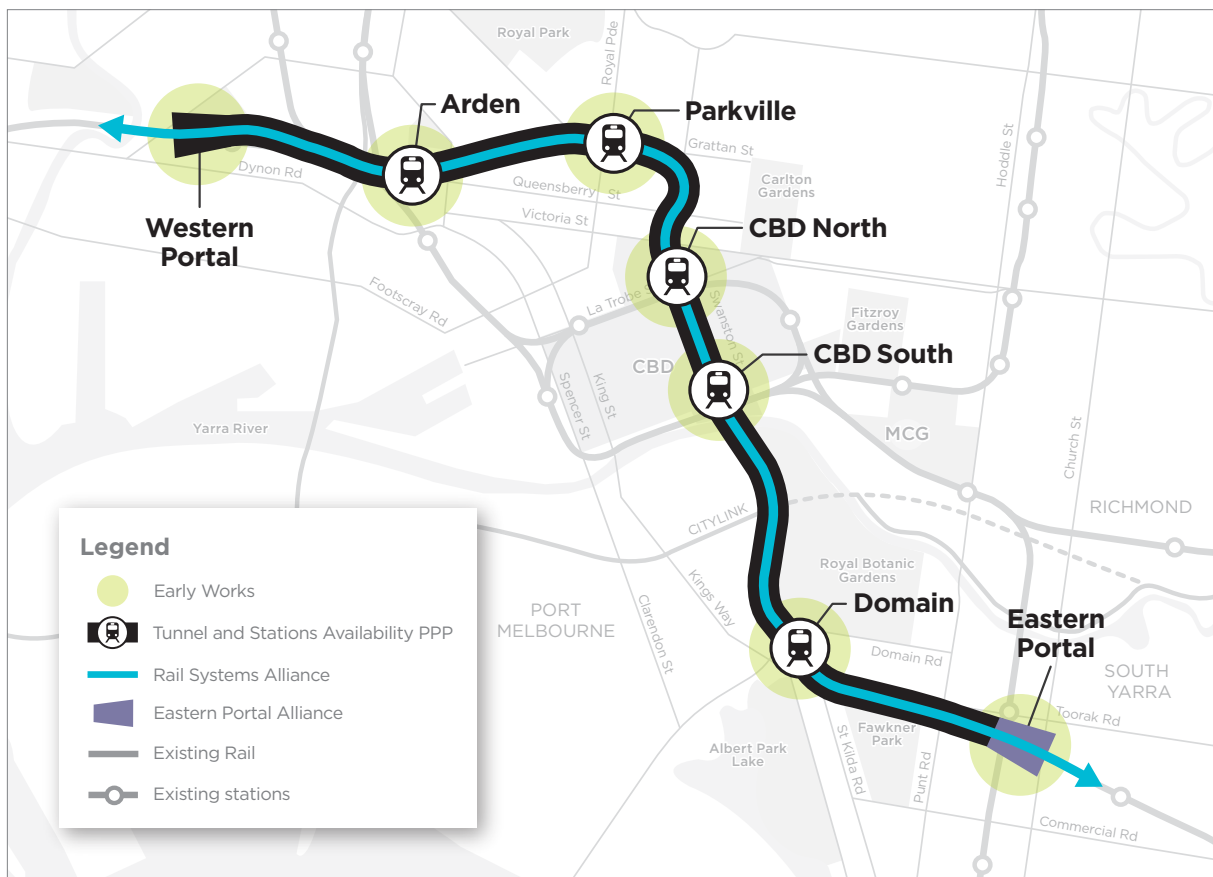
3.2 Additional information for respondents

Respondents to this ROI should note:

- MMRA may have discussions with organisations that do not submit a response to this ROI
- respondents should register interest as individual entities (partially or fully formed consortium structures are not required to be registered at this stage)
- ROI responses should contain the minimum information set out in the attached ROI Response Schedule
- a decision not to submit an ROI will not preclude an organisation from participating in the formal procurement process
- any information made available to respondents that are invited to participate in future, pre-procurement process, market interactions is expected to be made available to all respondents prior to the release of any tender issued by MMRA in relation to the procurement of the Main Melbourne Metro Works
- while not required for the purposes of responding to this ROI, respondents will need to demonstrate their compliance or ability to comply with all Government requirements on or before the execution of any agreement in relation to the procurement of any package of works including:
 - Victorian Industry Participation Policy (VIPP) (the Melbourne Metro has been designated a 'Strategic Project' for the purposes of the VIPP)
 - Ministerial Direction No. 1 - Tendering Provisions for Public Construction - June 2008
 - The principles of the 'Social Procurement: A Guide for Victorian Local Government', as utilised by Victorian councils
 - The Victorian Government's commitments to increasing employment opportunities for Aboriginal people and vocational training and employment opportunities for all Victorians
- to the extent that Melbourne Metro is ultimately jointly funded, either directly or indirectly, by the Australian Government, and while not required for the purposes of responding to this ROI, respondents will also need to demonstrate their compliance or ability to comply with all Australian Government requirements on or before the execution of any agreement in relation to the procurement of any package of works.

APPENDIX A

PROPOSED WORK PACKAGES



EARLY WORKS

- Utility relocation and protection services and other site preparatory works (Managing Contractor)
- Tram diversions (Franchisee works)
- Construction power (Utility Service Provider)

TUNNEL AND STATIONS (AVAILABILITY PPP)

- 9km twin tunnels and five underground stations including fit-out
- Mechanical and electrical systems
- Tunnel and stations maintenance
- Commercial development opportunities

EASTERN PORTAL (ALLIANCE)

- Track decline and tunnel portal cut and cover structures
- Existing track reconfiguration and realignment and modification of existing rail infrastructure (eg. signalling)

RAIL SYSTEMS (ALLIANCE)

- High capacity signalling
- Conventional signalling upgrade
- Overhead traction power
- Train control

WIDER NETWORK ENHANCEMENTS

- Works including turnbacks and signalling system upgrades required across the wider existing rail network



APPENDIX B

ROI RESPONSE SCHEDULE

Respondents wanting to register their interest must respond by providing the information outlined in this Response Schedule. It should be noted that information not requested in this Response Schedule will not be considered.

The response is to be limited to six pages in total.

Responses should address each of the following:

1. Contact Details

Key Contact:

Name

Title

Phone

Mobile

Email

Office Address

Alternate Contact:

Name

Title

Phone

Mobile

Email

Office Address

2. Business Overview

Brief overview of the respondent's business including:

- (a) major areas of operation;
- (b) capacity relative to the estimated scope and capital cost of the Melbourne Metro packages of work; and
- (c) the regions in which the respondent operates.

3. Organisation Key Financials and Employee Information

	Australia	Total
Annual turnover (\$AUD)		
Profitability (net profit after tax) (\$AUD)		
Number of employees		

4. Relevant Experience

Brief description of no more than four recent relevant projects that the respondent has been engaged on, including the project name, value, client organisation and the respondent's specific role.

5. Interest in Melbourne Metro Work Packages

Indicate the Melbourne Metro work package(s) that the respondent may wish to participate in.

Tunnels and Stations PPP

Eastern Portal Alliance

Rail Systems Alliance

Commercial Development Opportunities

6. Further Information

Brief description of any additional information that would be beneficial to understand in relation to the respondent in the context of the Melbourne Metro.

7. Acknowledgement

I, _____, on behalf of, _____,
acknowledge that I have read the 'Important Notice' on page 2 of the Registration of Interest document,
I agree to comply with the terms contained therein and warrant that I have the authority to make this
acknowledgement on behalf of _____.

Signature

Position

Date