Procurement Strategy –

Brent Cross Thameslink

28 March 2017

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Contents

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1 Executive Summary

1.1 Introduction

This paper will explore, compare and evaluate the various available pathways to effectively procure the above packages and to ensure the end client London Borough of Barnet (LBB) and their respective stakeholders attain best value for money from the recommended route.

The paper will seek to identify procurement routes for the packages of work that can be delivered by Network Rail, LBB's Strategic Construction supplier and their supply chains as well as those that will be directly procured by London Borough of Barnet to optimise value and reduce delivery programme.

The overall purpose of this strategy is to:

- To approve the Brent Cross Thameslink Procurement Strategy attached to the ARG report and delegate authority to the Chief Executive in consultation with the Leader to finalise the procurement strategy for each work package and authorise commencement of the procurement.

1.2 Options

The strategy identifies the procurement options available to LBB to procure the various packages of works.

1.3 Recommendations

As such a procurement strategy needs to be defined and approved. The purpose of this paper is to set out and evaluate the potential delivery model / procurement strategies for the detailed design and construction of the new infrastructure taking into account the operational requirements for the new Thameslink Station at Brent Cross. It will also outline the various procurement approaches to achieve the best value and outcomes for LBB.

Therefore, we require the ARG committee to approve the Procurement Strategy so that we can issue PIN notice as appropriate to enable market engagement and the initiation of enabling works.

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Given the nature of the programme, approval for this procurement strategy should be presented to both committees, ARG 24 April 2017, P&R 16 May 2017 for the totality of the programme. Procurement and delivery updates including any issues and escalations required will go through ARG.

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2 Introduction

2.1 Background

The Brent Cross – Thameslink Station Programme is £215m capital investment programme for new transport infrastructure to be delivered by 2022 to support the wider Brent Cross Cricklewood Regeneration Programme. The Thameslink Programme element of the wider regeneration programme is being developed and delivered by the London Borough of Barnet (LBB) and the programme consists a number of distinct but interrelated assets and work packages.

This includes the construction of the new Thameslink Station, relocated Sidings, the Midland Main Line Bridge, a new Waste Transfer Station, a new Freight Facility and the necessary Highways improvements works.

2.2 The Timeframe

The procurement timeline during which the main works need to be tendered and awarded is constrained by interrelated delivery of the various packages of works which are required to be tightly managed so that the programme stays on time and within budget. LBB will need to ensure that the various partners delivering the work packages are engaged and working collaboratively.

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3 The Scope of the Brent Cross Thameslink Programme to be Procured

3.1 Work Packages

The programme will be disaggregated into a number of separate packages for each of the main deliverables. The document will confirm the recommended packaging structure setting out the rationale and routes to market for these arrangements. Further details of the scope of each work package are noted below:

Work Package O – Enabling Work

The enabling works are required to prepare site for further work packages and these are scheduled to commence January 2018 through to May 2019. The enabling works include demolition, land clearance, and geo technical surveys.

Work Package A – New Thameslink Station

Delivery of a new train station situated between Cricklewood and Hendon stations on the Midland Main Line, to serve the Brent Cross Cricklewood Development. The station will serve stopping trains operated by the Thameslink and Great Northern Franchise, currently operated by Govia Thameslink Railway. The Station will meet the following requirements:

- Be served by trains operating on the slow lines at a frequency of up to 8 trains per hour in the peak and 4 trains in the off peak.
- The platforms shall be of sufficient length to accommodate 12 car Thameslink trains. Four platforms shall be provided (2 on the slow lines and 2 on the fast lines to allow for slow line maintenance and service perturbation).
- A pedestrian footbridge shall be provided providing a through route from the east and west station entrances as well as passenger access/egress to the platforms.

Work Package B – Relocated Sidings and Rail Systems

To enable the development of the station area, the existing North sidings have to be relocated. The main requirement for the proposed sidings is a like for like facility, with the new arrangement meeting the existing operational requirements:

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- Track works, overhead line equipment and rail systems for both the sidings and the station will be included in this package

- From a track alignment aspect, five sidings are required that are all capable of stabling 5 x 24 cars (2x12car sets), of Class 700. Standard S&C units have been proposed.

- The existing fuel road is to remain unaltered by the proposed alignment and the access road servicing this is also to remain in-situ. This has driven the positioning of the sidings.

- As these are new sidings the civils infrastructure, Overhead Line equipment and signalling will be developed to normal design standards with cognisance of the new track alignment. The existing sidings are to remain in operational use until the new sidings are constructed and commissioned.

Work Package C – Midland Mainline Bridge (MML)

A new highway crossing is to be provided to the south of the new station, known as the Midland Mainline Bridge. The MML Bridge will provide vehicle connectivity between the new housing development and existing highway network, without putting additional traffic through the existing residential streets. Two bus lanes are to be incorporated into the bridge, along with 2 carriageway lanes, cycle lanes and pedestrian footpaths.

Work Package D – Freight Facility

The provision of a new rail freight facility located to the south west of the site for aggregate storage and transfer. The new freight site will enable vehicular access form the A5, an internal access road, 2 rail freight sidings fed from the Hendon Freight lines on the Midland Main line route, car parking for up to 30 vehicles and a gatehouse.

Work Package E – Relocated Waste Transfer Site

To allow the relocation and improvement of other rail assets within Brent Cross Thameslink area, the existing North London Waste Authority's (NLWA) Hendon road to rail Waste Transfer Site (WTS) needs to be relocated within the Brent Cross area.

The work package allows for a planning level design of a fully enclosed, road to road WTS to take waste material from the London Boroughs of Barnet & Camden, where the waste material will be bulked and sent onto other sites for processing and disposal.

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The Waste Transfer Site design is to provide up to a capacity of 175k per annum of household and recyclable waste.

Work Package G - Highways Improvement

Due to the above packages of works the surrounding highways need to undergo improvements works. This provision of these works are to be undertaken at the following locations:

- A5 / Humber Road Junction
- A5 / Geron Way Junction
- A5 / Oxgate Gardens Junction
- Freight Facility Access improvements

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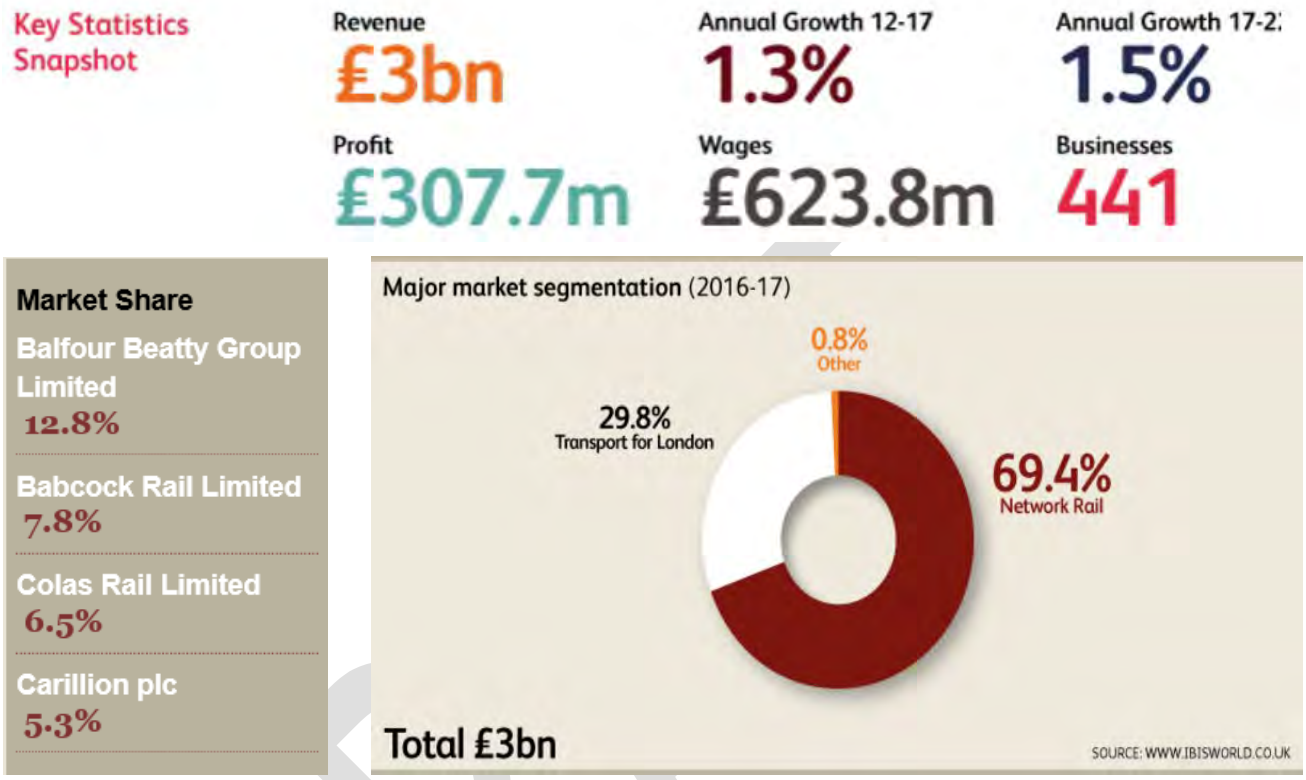
4 Exploring Market Capability

4.1 Review of Railway and Underground Railway Construction Marketplace



4.2 Performance

Operators in the Railway and Underground Railway Construction industry construct and maintain railway and tramway infrastructure. They are mainly employed by government bodies such as Network Rail, Transport for London and Northern Ireland Railways. These organisations are funded by the government's Department for Transport (DfT) and also generate income from private train operators and passenger fares. Rail infrastructure spending is organised in five-year cycles called control periods, which can result in uneven spending distribution. However, industry revenue has grown solidly for most of the period due to the commencement of construction of major projects like Crossrail and Thameslink and an increased government focus on rail infrastructure.

An increase in passenger numbers and improved demand from freight rail services has also boosted industry performance in the rail maintenance and upgrades segments. National Rail has continued to invest heavily in improving and expanding services, particularly in populous

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areas like London. Revenue did fall in 2014-15 as payments for Control Period 5 (CP5) contracts were completed in the previous year. This decline, as well as a projected slowdown in growth in the final year of the period has limited industry growth to a compound annual rate of 1.3% over the five years through 2016-17. Revenue is anticipated to grow by just 1.1% to reach £2.9 billion in the current year as general uncertainty caused by the EU referendum outcome weighs on demand from freight transport.

Growth is forecast to continue over the next five years, as the overhaul of the UK's rail infrastructure continues. Economic uncertainty is expected to boost demand for rail services as commuters seek to reduce travel costs. Work to update tracks in southern England and improve connections between cities in the north of the country should boost growth. Major planned projects include Crossrail 2 and HS2. However, uncertainty regarding government expenditure and rail regulations may challenge growth to some extent. This has already been evidenced by National Rail's struggles with the Great Western electrification project. Ongoing labour shortages and a potential loss of EU funding for transport infrastructure represent further long-term threats. As a result growth is expected to be much more muted over the five years through 2021-22, rising at a compound annual rate of 1.5% to reach £3.2 billion.

4.3 Industry Issues

4.3.1 Threats

Investment in railway infrastructure is conducted by Network Rail, Transport for London and other organisations, but their budgets largely reflect the levels of government funding allocated through the DfT. The government has proposed to invest heavily in rail infrastructure over the next five years but some plans have already been shelved, posing possible threats to growth. In 2016-17, the level of government capital expenditure is forecast to increase.

4.3.2 Opportunity

Transport between the major cities of the United Kingdom is provided by private train operators, which pay Network Rail to use the tracks it manages. Higher demand for intercity passenger rail transport not only necessitates frequent track maintenance and prompts route expansions, but also directly increases Network Rail’s revenue, much of which goes to industry contractors through large contracts. Demand from intercity

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passenger rail transport is expected to rise in 2016-17, providing an opportunity for industry operators.

4.4 Market Dynamics

4.4.1 Brexit

Following the outcome of the EU referendum on 23 June 2016, with the UK electorate voting to leave the European Union, uncertainty surrounds many industries. In addition to greater long-term uncertainty, UK industries are likely to face a series of short-term effects that are anticipated to have an immediate influence on their performance.

- Demand for public transport such as railway commuting is expected to be altered by trends in disposable incomes
- Investment from the European Investment Bank could be threatened by widespread uncertainty in the short term and subdued economic conditions in the coming years, constraining opportunity for railway contractors.
- Demand from rail freight could also be threatened by falling discretionary spending as consumer confidence and business confidence are weighed down by economic uncertainty.

Construction industries such as the Railway and Underground Railway Construction industry are expected to be affected in several ways. In the short term, the prevailing uncertainty caused by the UK's decision to exit the European Union will have an immediate effect on the competitiveness of the industry.

4.4.1.1 Investment and demand

The Railway and Underground Railway Construction industry is heavily affected by trends in government expenditure, as well as demand for intercity passenger travel. Government investment into the UK's transport infrastructure is expected to remain a key driver of industry growth, despite government capital expenditure levels being threatened by rising uncertainty. Nevertheless, industry growth has been somewhat constrained recently due to a lack of skilled construction workers, and this may be compounded by any potential travel restrictions on migrant workers from EU countries in the long run. This remains a relatively distant threat, and will depend on the terms of the UK's exit from the European Union, but it could considerably limit the scope of industry

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activity in the coming years, particularly for major projects like HS2. Such a restriction on the free movement of labour could also push up labour costs, constraining profitability.

Demand for public transport, such as railway commuting, is expected to be altered by trends in disposable incomes. Demand from rail freight could be threatened by falling discretionary spending as consumer confidence and business confidence are weighed down by economic uncertainty. This could have a knock-on effect on demand for the industry's services. In the short term, a depreciating pound may push up fuel prices for drivers and support a shift towards public transport, such as rail travel. This trend is expected to be compounded by falling consume confidence, and may stimulate demand for industry contractors.

In addition, investment from the European Investment Bank and schemes like the European Regional Development Fund could be threatened by widespread uncertainty in the short term and subdued economic conditions in the coming years, constraining opportunity for railway contractors. Moreover, nearly 90% of the projects supported by the European Investment Bank are located in EU member states, and the UK's exit from the European Union could therefore limit operators' access to this source of funding. Upon the UK's exit from the European Union, UK projects would no longer be eligible for further funding through the European Regional Development fund, which could affect the industry in the longer term.

4.4.1.2 Regulation

The proposed adoption of the Fourth Railway Package, which aims to standardise European rail operations and create a single rail system, may be restricted by the UK's exit from the European Union. If the scheme is adopted by EU countries without the UK's inclusion, some industry operators, many of which have widespread international operations, may find it more beneficial to focus more heavily on projects outside the United Kingdom, limiting industry performance. Similarly, emissions regulations may change once the United Kingdom exits the European Union. Lower emissions targets could discourage investment in rail projects because the increased use of rail freight over road freight services to meet targets would not be as necessary.

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5 Social Value Criteria

5.1 Employment and Skills

Outline planning permission for Brent Cross North and Brent Cross South phased deliveries defines requirements for Skills Development Method Statement element of the plans will build up over the lifetime of the scheme starting with measures to improve job opportunities associated with demolition and construction phases and then employment opportunities in each subsequent Phase or Sub-Phase of the development including the operation of any plot development after occupation. Permission context references the Employment and Skills Action Plan' (ESAP) and includes the statement "As well as targeting those people already in the labour market, there is also a need to ensure that young people (as the labour market of the future) are made aware of the career progression opportunities available in the local area, particularly in relation to the construction sector and retail sector."

The BXC Development Partners are committed by Condition 10.1 of the Outline Planning Permission to producing Employment and Skills Action Plans as part of the reserved matters application for each phase of development. These Action Plans will include specific targets in relation to (inter alia):

- Traineeships /Apprenticeships / Internships / Graduate programmes
- Work experience placements and volunteering
- Pre-employment support
- A minimum target of 20% local residents represented in the workforce
- Meet-the-buyer events
- Supply chain needs met locally
- Community site visits
- Engagement with local schools, colleges and universities to promote awareness of career opportunities
- Early notification of, and periods of exclusivity for, vacancies on-site to local training providers/job brokerage schemes

The Council is preparing an overarching strategy for Brent Cross and BX Thameslink will be required to develop their own Employment and Skills Action Plan (ESAP) to comply with Condition 10.1 as highlighted in 6.1.2 above.

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The actions identified in 6.1.3 will be subject to review with regard to Entrepreneurial Barnet strategy delivery and will be defined for Summer 2017 in advance of BX Thameslink procurements.

5.2 SME and local inclusion

Procurement evaluation weighting criteria will be developed to support Entreprenurial Barnet delivery including working with SMEs and supply chain local inclusion.

5.3 Recycling and reuse

Review is to be undertaken to ensure that RAMS, onsite remediation opportunities and use of rail to takeaway construction spill are considered and inform the finalisation of specification requirements for BX Thameslink procurements.

5.4 Sustainable environmental considerations

Review is to be undertaken to address Environmental Impact Assessment, S73 and S106 obligations with regard to BX Thameslink delivery requirements.

The outcome of this review will inform the finalisation of specification requirements for BX Thameslink procurements

5.5 Commission Equality Impact assessment

Equality Impact Assessment requirements are ongoing with regard to CPOs for Brent Cross regeneration and will be reviewed with regard to BX Thameslink procurement requirements as these are finalised.

5.6 Commission Health and Safety

All procurement activity is to include terms and conditions which cover contract delivery requirement in accordance with:

- Considerate Contractor Scheme
- Work Related Road Risk Terms – Non-Construction Contracts
- Work Related Road Risk Terms – Construction
- Fleet Operator Recognition Scheme (FORS) Accreditation
- Safety Equipment on Vehicles
- Driver Licence Checks

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- Driver Training
- Collision Reporting
- Traffic Routing
- Requirements for Contractors with Site Management Responsibility
- CLOCS Associate

5.7 Commission geotechnical surveys to de-risk future procurement

Where enabling works package delivery does not cover geotechnical surveys these will be commissioned to cover rail Systems in GRIP4

Geotechnical surveys to de-risk future procurement exercises will be commissioned through existing frameworks to support options for BXS

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6 Work Packages Procurement Processes

The options for the procurement strategy for each of the work packages are detailed below. For each package, the various routes to market are compared and the advantages and disadvantages of each option are discussed including a recommended option. If the strategy is required to be changed during the course of the programme for any reason, then approval from ARG will have to be obtained.

6.1 Work Pack O – Enabling

6.1.1 Option

1. Grahams Construction Ltd

Grahams Construction (GC) have recently been appointed the Strategic Construction Partner for LBB following a competitive tendering exercise. Within the scope of this contract, GC would be permitted to complete this package of works without LBB going to the open market and GC having to participate in the procurement process. This will enable the Council to start the enabling works in January 2018 to prepare the site for further work packages and in order to meet the Thameslink programme. If a supplier is not appointed swiftly, it may delay the programme and have an impact on the timings of the other work packages going forward.

Estimated timeframe 2 – 3 months

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6.2 Work Package A – New Thameslink Station

6.2.1 Options

The high value and complexity of this work means that this procurement has to be conducted under an Official Journal European Union (OJEU) or appoint utilising an existing LBB contract.

1. OJEU Competitive Dialogue

Due to the complexity of the procurement and the design and innovation requirements an option would be to undergo a Competitive Dialogue process to ensure that LBB achieve the best possible outcome within their budget in terms of cost and quality. Even though there are high bidding costs associated with a CD process this shouldn't deter the market for this opportunity because of the high value of the works and the expectation that large organisations would bid.

Estimated timeframe 6 – 8 months from OJEU advert

2. Network Rail

An option would be, the Council appoint Network Rail to manage the programme on behalf on the Council and would therefore be responsible for negotiating and appointing the contractor via their frameworks for the design and build of the station. The Station building has a large interface with the operational railway and rail systems package, where the risks and cost of delay escalate if not managed properly, this package would benefit by being delivered by a competent contractor with experience of working on the railway. The advantages and disadvantages of appointing Network Rail are summarised below:

Estimated timeframe 2 – 3 months to appoint

3. Grahams Construction Ltd

Similar to the enabling works, Grahams Construction (GC) have recently been appointed the Strategic Construction Partner for LBB following a competitive tendering exercise. Within the scope of this contract, GC would be permitted to complete this

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package of works without LBB going to the open market and GC having to participate in the procurement process. Grahams do have rail related experience and have constructed Tennyson Bridge, Croydon and are an approved contractor with Network Rail.

Estimated timeframe 2 – 3 months to appoint

6.3 Work Package B – Relocated Sidings and Rail Systems

Due to the stakeholder involvement of Network Rail and their role in the design of the sidings and rail systems, a sensible approach would be to procure a rail systems contractor, with experience and competence in this area. The scheduled commencement of the sidings and rail systems works is July 2018. The AIP design for this package is due for completion in December 2017, which is the earliest date the works would be competitively tendered via OJEU would delay the commencement of detailed design until August 2018 giving a start date of March 2019 on site, which reinforces the approach to negotiate a design and build contract with Network Rail and their supply chain for the sidings and rail systems packages.

6.4 Work Package C – New Midland Mainline Bridge

The innovation required and complexity of this work means that this procurement will be conducted under an Official Journal European Union (OJEU). There is also the option of running a competitive tender through the NR and TfL frameworks

6.4.1 Options

1. TfL Major Works Framework

Transport for London have recently awarded a Major Infrastructure Works framework which includes bridge construction within the scope. The framework includes multidisciplinary suppliers and runs for 4 years with the option to extend for a further 2 years. The Council could procure based on a two-stage open book design and build delivery model which focuses on savings through determination of the optimum construction methodology and design rather than an emphasis on price at the point of award.

The challenges the Council could face if they were to procure from the framework are you are constrained to the named suppliers. In a market where there are relatively few

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suppliers to meet the demand, there is the possibility that 1 or more of the suppliers may not bid for the work because of timings and / or capacity. Due to the limited competition, this in turn may have a negative effect on the bid prices when running a mini competition compared with tendering to the open market to potentially more suppliers.

Estimated timeframe 3 – 4 months from start of competition

2. OJEU Competitive Dialogue

Similar to the Station procurement, there are design and innovation complexities that could suit a Competitive Dialogue process to ensure that LBB achieve the best possible outcome within their budget in terms of cost and quality. Also, due to timings, this CD process could be run alongside the Station process to ensure best value is achieved. Even though there are high bidding costs associated with a CD process this shouldn't deter the market for this opportunity because of the high value of the works and the expectation that large organisations would bid.

Estimated timeframe 6 – 8 months from OJEU advert

3. Graham Construction Ltd

Similar to the enabling works and Station build, Grahams Construction (GC) have recently been appointed the Strategic Construction Partner for LBB following a competitive tendering exercise. Within the scope of this contract, GC could be permitted to complete this package of works without LBB going to the open market and GC having to participate in the procurement process.

Estimated timeframe 2 – 3 months to appoint

4. Network Rail

The Council have the option to appoint Network Rail to manage the programme on behalf on the Council and could therefore be responsible for negotiating and appointing the contractor via their frameworks for the design and build of the station. This package would benefit by being delivered by a competent contractor with experience of working on the railway. The advantages and disadvantages of appointing Network Rail are summarised below:

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Estimated timeframe 2 – 3 months to appoint

6.5 Work Package D – Relocated Freight Facility

1. D.B. Cargo Ltd

Due to it being owned and managed by the contractor, D.B. Cargo Ltd could take forward the relocation and improvement of freight facility.

Estimated timeframe 3 – 4 months

2. OJEU procedure

The requirements of this site could suit an OJEU procedure to ensure that LBB achieve the best possible outcome within their budget in terms of cost and quality.

Estimated timeframe 6 – 8 months from OJEU advert

3. Graham Construction Ltd

Similar to the enabling works and Station build, Grahams Construction (GC) have recently been appointed the Strategic Construction Partner for LBB following a competitive tendering exercise. Within the scope of this contract, GC could be permitted to complete this package of works without LBB going to the open market and GC having to participate in the procurement process.

Estimated timeframe 2 – 3 months to appoint

4. Network Rail

The Council have the option to appoint Network Rail to manage the programme on behalf on the Council and could therefore be responsible for negotiating and appointing the contractor via their frameworks for the relocation of the freight facility. This package would benefit by being delivered by a competent contractor with experience of working in proximity of the railway. The advantages and disadvantages of appointing Network Rail are summarised below:

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Estimated timeframe 2 – 3 months to appoint

6.6 Work Package E – Relocated North London Authority Waste Facility

This package has the potential for the works to be awarded directly and delivered by LBB strategic construction partner, Grahams Construction Ltd. Subject to negotiation with the contractor. This requirement would become a Strategic Construction Contract project delivery. Or, there is the option to go through an OJEU Procurement, either under one package of works or, split the package in to lots for demolition, build and fit out.

6.6.1 Options

1. OJEU Open Procurement Process – One Package

There is the option under an Open procedure to procure the whole package, demolition, build and fit out and award to a single supplier.

Estimated timeframe 6 – 8 months from OJEU advert

2. OJEU Open Procurement Process – Lots

Another option would be to go to market under an Open procedure but split the package in to three separate lots; demolition, build and fit out.

Estimated timeframe 6 – 8 months from OJEU advert

3. Grahams Construction Ltd

Again, within the scope of this contract, GC would be permitted to complete this package of works without LBB going to the open market and GC having to participate in the procurement process.

Estimated timeframe 2 – 3 months to appoint

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6.7 Work Package F – Highways Improvement

6.7.1 Options

1. LoHAC Direct Call Off

LBB have an existing contract for highways term maintenance and works with London Highways Alliance Contract (LoHAC). This is a framework contract let by TfL. Therefore, the incumbent contractor, Conway Aecom could be directly appointed to deliver the highway improvements package of works. The contract would need to be benchmark to understand if the contract demonstrates best value to the Council, if not, then LBB would have to undertake an OJEU procurement process.

Estimated timeframe 2- 3 months

2. TfL Framework

LBB could review additional TfL Framework options should direct call off from LoHAC contractor not prove an option to undertake. If not, then LBB would have to undertake an OJEU procurement process.

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7 Procurement Timeframes

7.1 Time Frames

The below tables are a summary of the current commencement and completion dates for each package of works based on current timeframes and identified procurement routes.

Key: S = Start End, E = End Date

7.2 Work Package O – Enabling Works

The enabling works are required to prepare site for further work packages and these are scheduled to commence January 2018 through to May 2019

7.3 Work Package A – Station

No	Project Name	Jan 2017	Aug 2017	Oct 2017	Nov 2017	May 2018	Jun 2018	July 2018	Dec 2018	Jan 2019	May 2019	May 2021	May 2022
A	**BX Thameslink Station** Procurement GRIP 5 Design Commence on site Complete on Site				S	E		S	E	S			E

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7.4 Work Package C – MML Bridge

No	Project Name	Jan 2017	Aug 2017	Oct 2017	Nov 2017	May 2018	Jun 2018	July 2018	Dec 2018	Jan 2019	May 2019	May 2021	May 2022
C	**MML Bridge** GRIP 3 & 4	S	E										
	Procurement			S		E							
	GRIP 5						S		E				
	Commence on Site								S		S		
	Complete on Site											E	

7.5 Work Package E – Relocate Waste Transfer Site

No	Project Name	Jan 2017	June 2017	Aug 2017	April 2018	Jun 2018	Dec 2018	Jan 2019	May 2019	Dec 2019	May 2021	May 2022
E	**NLWA Waste** Feasibility Design to AIP	S	E									
	Procurement		S		E							
	Commence on site							S				
	Complete on site									E		

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7.6 Work Package F – Highways

No	Project Name	Jan 2017	July 2017	Aug 2017	Nov 2017	May 2018	Jun 2018	July 2018	Sept 2018	Jan 2019	May 2019	May 2021	May 2022
F	**Highways** AIP Design	S	E										
	Procurement			S		E							
	Commence on site								S				
	Complete on site										E		

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