



Transport for London



Volume 1

The Invitation to Tender

**Diversity and Inclusion Training for
Bus Drivers and Bus Support Staff**

TfL Reference Number: 94895

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Date:

November
2019

Transport for London

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1 INTRODUCTION

Overview

This Invitation to Tender (ITT) is being issued for the provision of **TfL 94895 Diversity and Inclusion Training for Bus Drivers and Bus Support Staff**

Transport for London's contact details can be found in [paragraph 3.6](#) of this document.

This ITT forms part of a competitive procurement for the award of a contract for the provision of Diversity and Inclusion Training for Bus Drivers and Bus Support Staff conducted a 2 stage restricted process under Directive 2014/24/EU (public) and in accordance with the "Light Touch Regime" set out in Regulations 74 to 77 of the Public Contracts Regulations 2015 (PCR 2015).

This procurement is being conducted in accordance with Transport for London's drive to deliver best value whilst meeting its own requirements. At the end of this procurement process, Transport for London may choose to award a contract. Any contracts, which Transport for London awards, will be to the suppliers, who submitted the most economically advantageous tenders (MEAT).

You are required to respond to all sections of this ITT.



1.1 Document Structure

This ITT contains three (3) volumes. These are:

1. Volume 1 - The Invitation to Tender
2. Volume 2 – The Specification
3. Volume 3 – The Draft Framework Agreement Terms and Conditions for the Provision of Services

Volume 1 (The Invitation to Tender) includes sections as set out in the Table of Contents of this document.

Volume 2 (The Specification) sets out TfL's requirements and the services that are to be provided.

Volume 3 (The Draft Framework Agreement Contract) will form the basis for the contract between Transport for London and the successful bidder and contains the following:

You should note that Volume 2 of this ITT will ultimately form Schedule 3 of the contract and the successful bidder(s) will be required to carry out the Services in accordance with the terms of the contract.



2 BACKGROUND

2.1 Introduction

This section provides you with background information on the, which is being Diversity and Inclusion Training for Bus Drivers and Bus Support Staff led by Transport for London (“TfL”).

TfL requires a contract to be put in place for March 2020 . TfL is conducting a competitive tender for this contract for duration of 3 years with an option to extend for up to a further 1 years. The framework has five lots covering the following;

2.1.1 The Authority requires a Service Provider to:

- A. Design an engaging and impactful one-day Diversity and Inclusion course for bus drivers
- B. Design and deliver 15-20 train the trainer courses so the training can be delivered by the bus operators’ classroom based trainers (circa 80) to the drivers.
- C. Design and deliver a one day Diversity and Inclusion course for bus support staff and managers.
- D. Provide and maintain technology-enabled training aids, such as Virtual Reality throughout the programme.
- E. Manage the programme and provide ongoing trainer and technology support throughout

2.2 Transport for London – Overview

TfL was created in 2000 as the integrated body responsible for London’s transport system. TfL is a functional body of the Greater London Authority. Its primary role is to implement the Mayor of London’s Transport Strategy and manage transport services to, from and within London.

TfL manages London’s buses, the Tube network, Docklands Light Railway, Overground and Trams. TfL also runs Santander Cycles, London River Services, Victoria Coach Station, the Emirates Air Line and London Transport Museum. As well as controlling a 580km network of main roads and the city’s 6,000 traffic lights, TfL also regulates London’s taxis and private hire vehicles and the Congestion Charge scheme.

Further background on what TfL does can be found on the TfL website here:

<https://tfl.gov.uk/corporate/about-tfl/what-we-do>



2.3 Further Information

Further information on TfL can be found on the following website, and TfL expects that you will review the publicly available material relating to various aspects of this procurement.

<https://tfl.gov.uk/corporate/about-tfl/>



3 THE PROCUREMENT PROCESS

3.1 Introduction

This section describes in broad terms the award process following the issue of this ITT.

3.2 The Procurement Process

TfL is conducting this procurement through the restricted process to identify a service provider.

PLEASE NOTE: No information in this document is, or should be relied upon as, an undertaking or representation as to TfL's ultimate decision in relation to this tender. TfL reserves the right without notice to change the procurement process detailed in this ITT or to amend the information provided, including, but not limited to, changing the timetable, the scope and nature of the procurement and the procurement process. This will be subject to the normal rules of public law, EU principles and procurement rules.

Moreover, TfL reserves the right to provide further information or to supplement and / or to amend the procurement process for this ITT. You enter into this procurement process at your own risk. TfL shall not accept liability nor reimburse you for any costs or losses incurred by you in relation to your participation in this procurement process, whether or not TfL has made changes to the procurement process.

TfL also reserves the right, at any point and without notice, to discontinue the procurement process without awarding a contract, whether such discontinuance is related to the content of tenders or otherwise. In such circumstances, TfL will not reimburse any expenses incurred by any person in the consideration of and / or response to this document. You make all tenders, proposals and submissions relating to this ITT entirely at your own risk.

3.3 Format of Tenders

The format for your tender can be found in [Section 4](#).

3.4 Bidders' Costs

You are reminded that you are solely responsible for the costs, which you incur, as a result of your participation in this procurement.



3.5 Procurement Timeline

The key dates for the procurement process are stated in Table 1 (Procurement Timetable) below. These dates are provided for your **guidance only**, and are **subject to change**.

Table 1: Procurement Timetable

Procurement activity	Timeframe guide – 2019 - 2020
Publish Tender Documentation	18 November 2019
STAGE 1 – Supplier Selection Questionnaire (SSQ)	
Viewing TfL virtual reality Equipment - Southwark	25 November 2019
Suitability Clarification period close	09 December 2019
Suitability Submission Deadline	12 noon 16 December 2019
Suitability Evaluation	16 - 20 December 2019
Suitability shortlist to invite to tender (Target Top 6 highest scoring)	20 December 2019



STAGE 2 – Invitation to Tender - ITT	
Invitation to Tender- Target top 6 highest scoring	23 December 2019
ITT clarification/messages deadline	21 January 2020
ITT Tender Submission Deadline	28 January 2020
Evaluation of tenders	29 January - 11 February 2020
Presentations	17 - 18 February 2020
Notify bidders – 10 day standstill	End February
Preferred bidder confirmation of commitments, contract signing	Beginning March 2020
Contract start and mobilisation	Mid March 2020

3.6 Clarifications

PLEASE NOTE: You must submit any questions relating to this ITT via the clarifications facility on TfL's e-Tendering portal (found at: <https://procontract.due-north.com>) no later than the ITT clarification deadline set out in Table 1 (Procurement Timetable) of paragraph 3.5.

Subject to the provisions in paragraph 3.9, TfL will endeavour to respond within **five** (5) working days to clarification questions, which have been transmitted to TfL via the TfL e-Tendering portal prior to the ITT clarification deadline set out in Table 1 (Procurement Timetable) of paragraph 3.5.

You should be aware that:

- if, in TfL's view, questions are of a general nature, TfL will provide copies of questions in a suitably anonymous form, together with answers, to all bidders;
- if, in TfL's view, questions are of a specific nature, TfL will provide copies of questions, together with answers, only to the bidder seeking clarification; and
- the clarification process will be conducted on the basis of the equal, transparent and non-discriminatory treatment of bidders.



PLEASE NOTE: TfL reserves the right not to answer ITT clarification questions, which it receives after the ITT clarification deadline, set out in Table 1 (Procurement Timetable) of paragraph 3.5.

3.7 Presentations / Clarifications

As detailed in Table 1 (Procurement Timetable) of paragraph 3.5 above, TfL reserves the right to conduct Presentation / Clarification meetings as part of the evaluation process. TfL may clarify elements of your or other bidders' submissions and reserves the right to:

- Re-visit the evaluation scoring; and
- Ask further clarification questions.

Note TfL reserves the right not to hold any clarification meetings.

3.8 Compliant Tenders

A compliant tender must:

- Comply with the submission arrangements and conditions set out in [Section 3.9](#) (Submission Arrangements and Administrative Instructions) below; and
- Address all category modules as further described in [Section 4](#) (Bidders' Tenders) of this Volume 1.

3.9 Submission Arrangements and Administrative Instructions

This paragraph describes submission arrangements for bidders' tenders.

You must upload your tender to the online e-Tendering portal at <https://procontract.due-north.com>

Any help on uploading your tender, please refer to the video tutorials, FAQ's and help pages found in the Help Centre 'Responding to Tenders' section of the e-tendering website <https://supplierhelp.due-north.com/>.

If you encounter any problems please, first refer to the above referenced FAQ's and video tutorials. If the problem persists please contact 'log a ticket' on the supplier support portal (<http://www.proactis.com/Support>) in good time and inform the relevant tender co-ordinator of your issue. You are strongly recommended not to leave uploading of all data to the last day. Neither TfL nor its e-procurement system provider will be responsible for any failure to upload data due to insufficient time being allowed by Bidders. If you encounter a problem with using the e-procurement system website that will prevent you from completing the ITT before the closing date and time you must:



Log the problem with the e-procurement website helpdesk taking note of the time and contact details at the helpdesk, and contact the below named point of contact.

The point of contact for this procurement process is:

Michael O'Connell – Commercial Manager

Transport for London

v_MichaelOConnell@tfl.gov.uk

All documents, which comprise your tender, must be received by TfL no later than **date and time specified on the Procurement** timetable. You are advised to upload your tender allowing an adequate amount of time before this deadline in order to ensure that there is sufficient time to overcome any IT problems, which may accompany the uploading of the tender. **PLEASE NOTE:** TfL reserves the right to reject any tender, if it has been received after the deadline set out in this paragraph 3.9.

You must provide clear contact details for any post-submission clarification questions that TfL may have and ensure adequate staff covers during the evaluation period.

3.10 Rejection of Tenders

Tenders may be rejected if:

- They are not submitted by the submission date and time; or
- The complete information called for is not given at the time of responding; or
- If they are in any other way deemed non-compliant by TfL.



4 BIDDERS' TENDERS

4.1 Introduction

The purpose of this section is to provide you instructions on how to structure and present your tender to enable TfL to carry out its evaluation of your tender.

Whilst TfL is not restricting the length of your tender, you should place emphasis upon brevity and clarity in all aspects of your tender. Tenders should also be concise, contain only relevant information and be structured to reflect the category and modular structure of this ITT. You should note that:

- All documents and materials, which comprise the tender, must be written in English;
- The tender must contain table of contents, which includes all appendices that detail each part of your tender;
- The response to each module of the ITT must begin on a new page and must be in the sequence set out in this Volume 1;
- The name and number of the relevant module of the ITT must appear at the top of each page of the part of the your tender, which relates to that module;
- All additional information, which is outside the scope of the information specifically requested in the modules, must be in clearly referenced annexes. However, TfL reserves the right not to take the additional information into account, when it evaluates the tender; and
- All tenders become the property of TfL upon submission and will be subject to the Freedom of Information Act 2000 (see [Paragraph 6.2](#) for further details).

Your tender must comprise of all these elements:

Stage One - SSQ

SSQ Technical Submission
SSQ Commercial Submission
Equality and Diversity

Stage Two – ITT Technical

- The ITT Technical Submission
The above must not contain pricing information, if it does your bid may be disqualified.
- The Financial (price) Submission
- The Commercial Submission
 - Form of Tender



- Conflict of Interest Declaration
- Non Collusion Declaration
- Contract Response Template
- Reserved Information

The Technical Submission must cover all the Services and should be structured into categories that are specified in [Paragraph 5.4](#) of this Volume 1.

The Financial Submission will consist of your response to the Pricing Template set out in Part 3.

The Commercial Submission will consist of your response to the draft contract acceptance of Terms & Conditions, completed Reserved Information schedule and completed Form of Tender.

Your tender should demonstrate your ability to meet the requirements listed in Volume 2 (The Specification) and your proposals for doing so.



5 RESPONSE EVALUATION

5.1 Introduction

The evaluation process will be conducted in a fair, equal and transparent manner in accordance with UK and EU procurement rules.

The award criteria have been developed to assist TfL in deciding which bidders to award a contract to on the basis that their response represents the most economically advantageous tender. The award criteria are for use by those bidders, who have been invited to tender for the proposed contract, their professional advisers and other parties essential to preparing responses to the ITT and for no other purpose.

Failure to disclose all material information (facts that we regard as likely to affect our evaluation process), or disclosure of false information at any stage of this procurement process may result in ineligibility for award. You must provide all information requested and not assume that TfL has prior knowledge of any of your information.

We actively seek to avoid conflicts of interest and reserve the right to reject tenderers as ineligible where we perceive an actual or potential conflict of interest. You must advise and discuss all potential conflicts of interest with the TfL contact named in [Paragraph 3.6](#) prior to submission of your completed tender.

Completed tenders will be evaluated by TfL Commercial staff, supported by other experts:

- each question will be scored as indicated;
- pass/fail criteria will apply as indicated, and failures will be allocated where threshold scores for failure are indicated;
- indicated weightings will be applied to scored responses, and those tenders with no fails will be ranked;
- award rules will be applied (e.g. to restrict the number of suppliers awarded a contract);
- selection criteria (SSQ) will be revisited and any changes verified for continuing eligibility to tender



5.2 Tender Evaluation Weightings

Bidders must note that the overall weightings for this tender are as follows:-

Technical 60% of marks available

Financial 40% of marks available

A Geared scoring methodology will be used as shown below:

Score	Descriptor
0	Unacceptable
4	Poor
9	Meets Requirement
16	Good
25	Outstanding

Please note the above table is a generic guideline but each question will have its own tailored descriptors for each available geared score. These are detailed within Part two.

Standard Selection Questionnaire (Stage One):

Part 1 and 2 of the SQ consists of supplier information questions. Bidders who fail Part 1 & 2 will be excluded from the procurement process. Part 3 of Standard Selection Questionnaire will have Technical Questions with total score to pass of 60% and a minimum score of 9 – Meets Requirement for Q1, Q2,

If bidders fail any part of the SQ stage they will be excluded from the tendering process.

• Provided there is a sufficient number of suitably qualified Applicants the Contracting Authority shall invite a target of the top scoring 6 Applicants who have met all the thresholds to Stage 2 - the 'Invitation to Tender' (ITT) stage.

ITT Technical Submission (Stage two):

The Evaluation will consist of the following parts:

The technical questions will be evaluated against set criteria, using the geared scoring (0-25) with a minimum threshold score of 9 for each question. For example a score of 9 out of a potential 25

Technical Questions will consist of scored ITT questions using the geared marking. There will be a overall minimum score threshold of 36 out of 60 and a minimum score of 9 – Meets Requirement for Questions 1,2,4,6,8,11



each ITT question of 9 (Meets requirement) which will give us a minimum total threshold of 21.6% out of the 60% available. Please see table showing the working •

Your Price will only be evaluated if you do not fail any of the questions your written submissions.

TfL reserves the right to include a best and final offer (BAFO) stage as detailed in 3.9 of this document

Please be aware that if your FAIL any of the Questions your price will not be evaluated and you will be eliminated from the process.

▪ **Commercial Submission**

The Commercial Submission will consist of that listed under section 4

Please note that the Terms and Conditions form part of the Award Criteria for this project on a Pass / Fail basis.

Bidders must accept the TfL's Terms and Conditions. For those bidders that do not accept the TfL's Terms and Conditions, we require those bidders to state their reservations in 'Contract Response Template' during the Clarification Period stated in the Timetable and before the tender deadline. If following final bid clarifications, the parties cannot agree the Terms and Conditions will be deemed 'Failed' and the bid will be deemed non-compliant and rejected.

5.3 Awarding of Contract

An Agreement will be awarded to the highest scoring bidder (Commercial and Technical scores combined) who have:

- A compliant bid
- Passed all Pass/Fail questions (including acceptance of the Terms and Conditions) and completed all forms as required
- Passed the technical thresholds
- Provided evidence and/or self-certification as requested

5.4 Abnormally Low Tender

Your price proposal will be reviewed to consider if it appears to be abnormally low. An initial assessment will be undertaken using a comparative analysis of the price proposal received from all bidders, with reference to the methods proposed by you.



If the assessment shows that your tender may be abnormally low, then TfL will request from you a written explanation of your tender, or of those parts of your tender, which TfL considers contribute to your tender being abnormally low.

On receipt of your written explanation, TfL will verify with you the tender or parts of the tender.

If TfL is still of the opinion that you have submitted an abnormally low offer, TfL will confirm this to you and will advise either:

- that your tender has been rejected; or
- that, for tender evaluation purposes, TfL will make an adjustment to the price proposal to take account of any consequences of accepting an abnormally low tender.

5.5 Weightings Guidance

Table 2 – Evaluation Weightings

TfL will evaluate the Tenderers' submissions against the following criteria:

Table 1: Evaluation Criteria

Criterion	Sub Criteria	SSQ Evaluation Methodology	
Commercial Suitability	Supplier Information Grounds for Mandatory Exclusion Economic and Financial Standing Compliance with Equality Legislation Environmental Management Health and Safety IR35	Pass/Fail/Information only – as specified in each document	
Technical Suitability			
	DESIGN AND DEVELOPMENT OF RELEVANT SPECIALIST COURSES	25%	
	DELIVERY OF RELEVANT SPECIALIST COURSES	20%	
	APPROACH TO COLLABORATION	15%	
	INNOVATION	12%	
	DELIVERY OF RELEVANT TRAINING IN ORGANISATIONS SIMILAR IN NATURE TO TfL	10%	
	ADMINISTRATION OF LARGE SCALE TRAINING PROGRAMMES	13%	



	MEASUREMENT OF PROGRESS AND EVALUATION	5%	
A target of the top 6 scoring Suppliers who achieve the highest score will be invited to the tender (ITT) – Stage 2			

Criterion	Sub Criteria	ITT Evaluation Methodology	
Price (40%)	Price Submission	40%	Inverse proportion of the lowest cost*
Technical 60%			
Written Technical Capability (54%)	Approach to Assessing the Training Needs and Understanding the Bus Operations Context	6.00%	<u>Scoring</u> The five point geared provided in the next table will be used to evaluate the Technical Criteria. <u>Technical Thresholds</u> Minimum score to pass for Questions 1,2,4,6,8,11. Overall threshold minimum score to pass of 60% Please be aware that if your FAIL any of these Questions your price will not be evaluated you will be eliminated from the process
	Approach to Training Development	7.20%	
	Approach to Training Development	6.60%	
	Approach to Training Design	9.00%	
	Approach to Training Design	6.00%	
	Approach to Training Delivery -	7.20%	
	Assess and evaluate the training and its impact	3.60%	
	Approach to Upskilling of Operator Training Staff - Requirement B (Train the Trainer)	3.60%	
	Skills and Experience of Proposed Personnel	2.40%	
	Staff Recruitment, Selection, Availability and Continuity	2.40%	



Only those suppliers who pass all the ITT minimum technical thresholds in the written submission be invited to the Presentation

Presentation 6%	Presentation	6.00%	
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Commercial Submission	Bidding model Terms & Conditions	Information Only Pass/Fail
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Table 2: Scoring Matrix (Technical) – Geared Methodology

0 - Unacceptable	The response does not meet the requirement. Does not comply and/or insufficient information provided to demonstrate that the Tenderer has the ability, understanding, experience, skills, resource & quality measures required to provide the supplies/services, with little or no evidence to support the response,
4 - Poor	Some minor reservations of the Tenderer's relevant ability, understanding, experience, skills, resource & quality measures required to provide the services, with little or no evidence to support the response
9 - Meets Requirements	Demonstration by the tenderer of the relevant ability, understanding, experience, skills, resource & quality measures required to provide the services, evidence to support the response
16- Good	Above average demonstration by the tenderer of the relevant ability, understanding, experience, skills, resource & quality measures required to provide the services. Response identifies factors that will offer potential added value, with evidence to support the response.
25 - Outstanding	Exceptional demonstration by the tenderer of the relevant ability, understanding, experience, skills, resource & quality measures required to provide the services. Response identifies factors that will offer potential added value and continuous improvement with evidence to support the response.



Table 3: Evaluation (Financial)

The method of evaluating the financial aspect is:-
Inverse proportion of lowest cost:
Weighted Score = (<u>Lowest cost</u>) X Price Weighting
Tender Cost



6 NOTICE TO BIDDERS

6.1 Confidentiality

The contents of this ITT are strictly confidential and shall not be disclosed to any third party other than for the purpose of developing your proposal, after having obtained a similar obligation from that third party to treat any such information disclosed as strictly confidential. Furthermore, you shall not disclose any details of its proposals to any other person.

You should be aware that this ITT and any response to this ITT may be disclosed under the Freedom of Information Act 2000 or the Environmental Information Act 2004.

6.2 Freedom of Information

In relation to this ITT bidders shall provide all assistance reasonably requested by TfL to ensure that TfL complies with the Freedom of Information Act 2000 (FOIA) and/or the Environmental Information Regulations 2004 (EIR) and all related or subordinate legislation.

TfL and its subsidiaries are obliged by law under FOIA/EIR to supply the public with information relating to all areas of its work and are under a duty to operate with openness and transparency unless an exemption applies.

TfL shall be responsible for determining whether information is exempt information under the FOIA/EIR and for determining what information will be disclosed in accordance with the legislation. Further information is available from: www.tfl.gov.uk/foi

An individual may request:

- to be informed whether TfL holds information of the description requested; and
- if so, to have that information communicated to him or her.

Without prejudice to TfL's rights and obligations under the FOIA/EIR, you should be aware that the rules about disclosure apply regardless of where the information held by or on behalf of TfL originated from, and as such the following types of information (without limitation to the generality of the foregoing) may be subject to disclosure:

- information in any tender submitted to TfL;
- information in any contract to which TfL is a party (including information generated under a contract or in the course of its performance);



- information about costs, including invoices submitted to TfL;
- correspondence and other papers generated in any dealing with the private sector whether before or after Agreement award.

You should note that this ITT once published by TfL may be made available to the public on request and:

- you must, in your response to this ITT and in any subsequent discussions, notify TfL of any information which you consider to be eligible for exemption from disclosure under the FOIA/EIR. Such information must be referred to as “Reserved Information” and identified in your response in the form of the table set out in Appendix 3: Reserved Information to this Volume 1. Information not identified as Reserved Information may be made available by TfL on request. Even information identified as Reserved Information may have to be disclosed;
- all decisions relating to the exemption and disclosure of information will be made at the sole discretion of TfL. It should be noted that TfL may disclose your justifications for exemption and any additional information relating to that which is classified as Reserved Information;
- although TfL is not under any obligation to consult you in relation to requests for information made under FOIA/EIR, TfL will endeavour to inform you of requests wherever it is reasonably practicable to do so;
- any Agreement with TfL will require you to supply additional information, and/or provide other assistance, pursuant to any FOIA/EIR request received by TfL;
- TfL’s decision on applying an exemption and, therefore, refusing a request for information by a member of the public may be challenged by way of appeal to the Information Commissioner. The Information Commissioner has the statutory power to direct that the information be disclosed.

For further information on exemption requests please see Appendix 3: Reserved Information to this Volume 1.

Additional information and guidance:

- the exemption that applies to information that would prejudice commercial interests if disclosed is a ‘qualified’ exemption under the FOIA/EIR. This means that TfL is required to consider whether, in all the circumstances prevailing at the time a request is received, the public interest in disclosure outweighs the commercial interest in upholding the exemption;



- information which is exempt under the rules governing commercial matters will not normally be withheld for more than seven years after completion of the Agreement;
- information relating to the overall value, performance or completion of a contract will not be accepted as Reserved Information, although TfL may choose to withhold such information in appropriate cases, at its sole discretion;
- information relating to unit prices or more detailed pricing information may be specified by the you as Reserved Information;
- for further information and guidance, please see the Secretary of State for Constitutional Affairs' code of practice issued under section 45 of the FOIA (see <https://www.gov.uk/government/publications/code-of-practice-on-the-discharge-of-public-authorities-functions-under-part-1-of-the-freedom-of-information-act-2000>).

6.3 Equality and Diversity

TfL is committed to proactively encouraging diverse suppliers to participate in its procurement processes for goods, works and services. It will provide a level playing field of opportunities for all organisations including Small and Medium Enterprises and Black, Asian and Minority Ethnic businesses and other diverse suppliers. Consistent with its obligations as a Best Value authority and in compliance with EU and UK legislation, TfL's procurement process will be transparent, objective and non-discriminatory in the selection of its suppliers. TfL will actively promote diverse suppliers throughout its supply chains.

TfL expects that the Service Provider(s) for the Agreement will have in place and will implement policies to promote these principles [as outlined in Appendix 1: Equality and Diversity to this Volume 1].

6.4 Responsible Procurement

TfL will proactively conduct its procurement process in line with the GLA Group's Responsible Procurement Policy. Within its obligations as a Best Value authority, and in compliance with EU and UK legislation, TfL will adopt the principles of 'Reduce, Reuse, Recycle' and 'Buy Recycled'. TfL is committed to applying these principles in its procurement of goods, works and services, where the required criteria for performance and cost effectiveness can be met. TfL will actively promote 'Responsible Procurement' throughout its supply chain.

Further details on TfL's policies on Responsible Procurement can be found on TfL's website at:

<https://tfl.gov.uk/corporate/publications-and-reports/procurement-information?intcmp=3408>



TfL expects its suppliers to have in place and implement policies to promote these principles.

6.5 Disclaimer

Neither the receipt of this document by any person, nor the supply of any information is to be taken as constituting the giving of investment advice by TfL or any of its advisers to any bidder.

Information provided does not purport to be comprehensive or verified by TfL or its advisers. Neither TfL nor its advisers accept any liability or responsibility for the adequacy, accuracy or completeness of any of the information or opinions stated in the ITT documents.

No representation or warranty, express or implied, is or will be given by TfL or any of its officers, employees, servants, agents or advisers with respect to the information or opinions contained in the ITT or on which the ITT is based. Any liability in respect of such representations or warranties, howsoever arising, is hereby expressly disclaimed but nothing in this ITT shall exclude or restrict liability for fraudulent misrepresentations.

No information in this document is, or should be relied upon as, an undertaking or representation as to TfL's ultimate decision in relation to the agreement. TfL reserves the right without prior notice to change the procurement process detailed in this ITT or to amend the information provided, including, but not limited to, changing the timetable, the scope and nature of the procurement and the procurement process. In particular, TfL reserves the right to issue circulars to bidders providing further information or supplementing and/or amending the procurement process for this ITT. In no circumstances shall TfL incur any liability in respect of any changes. This will be subject to the requirements of public law, the UK and EU procurement rules and Treaty on the functioning of the European Union (TFEU) rules and general principles.

Direct or indirect canvassing of the Mayor, any members of the Greater London Authority, employees, directors, board members, agents and advisers of TfL and any of its subsidiaries by any person concerning the Agreement or any related procurement process and any attempt to procure information from any of the foregoing concerning the Agreement may result in the disqualification of the person and/or the relevant organisation from consideration for the Agreement.

TfL reserves the right without prior notice not to follow up this document in any way and/or to terminate the procurement process without awarding an Agreement at any time.



TfL reserves the right to award the Agreement in whole or in part or not at all as a result of the tendering competition commenced by the OJEU Notice no. [2019/S 172-419996](#).

6.6 Good Faith

In submitting a response to this ITT, you undertake to provide its submission in good faith and that you will not at any time communicate to any person (other than TfL, its advisers or third parties directly concerned with the preparation or submission of its response) the content (or approximate amount) or terms (or approximate terms) of your response or of any arrangements or agreements to be entered into in relation to your response.

In submitting a response to this ITT you undertake that the principles described in this section have been, or will be, brought to the attention of all consortium members, sub contractors, and associated companies which are or will be providing services or materials connected with your response.

6.7 Accuracy of Information

In submitting a response to this ITT you undertake that:

- all information contained in any response at any time provided to TfL in relation to the Agreement is true, accurate and not misleading and that all opinions stated in any part of a response are honestly held and that there are reasonable grounds for holding such opinions;
- any matter that arises that renders any of such information untrue, inaccurate or misleading will be brought to the attention of TfL immediately.

6.8 Intellectual Property Rights

All intellectual property rights in this ITT and in the information contained or referred to in it shall remain the property of TfL and/or third parties, and you shall not obtain any right, title or interest therein.

6.9 Changes in Circumstances

You (including, for this purpose, each participant in any joint venture, consortium arrangement) is required to inform TfL promptly and in any case no later than fourteen (14) days, after the occurrence of:

- any change to your corporate structure from that set out in your response to the Supplier Selection Questionnaire (SSQ). This includes the grant of any options to acquire shares, any agreement relating to the exercise of rights attaching to such shares, and any material



- amendments to a shareholders' agreement, articles of association or similar constitutional documents;
- any changes to any other information provided to TfL as part of the pre-qualification process; or
- any other change to your circumstances, or the basis of your response to the SSQ, which may be expected to influence TfL's decision on your suitability for qualification for receipt of this ITT or to be selected as a supplier

TfL reserves the right to approve (subject to conditions) or reject the changes referred to above (including any changes to the basis on which you pre-qualified to receive this ITT). A rejection of the changes may result in you being excluded from further participation in the procurement process.

TfL reserves the right, and may in certain cases be required under the procurement rules, to disqualify any bidder that has been selected to receive this ITT where the composition of the bidder's bid vehicle, joint venture or consortium has changed after the announcement of those bidders who pre-qualified to receive this ITT. You are therefore advised to discuss any proposed changes of this nature with TfL before they are put into effect.

Where, following notification to TfL by you, at any stage, of a material change in any of the information provided in your response to the SSQ (or failure to give such notification), TfL is of the opinion that you do not have, or are unlikely by the date of commencement of the contract/agreement to have an appropriate financial position, technical capacity or managerial competence, or are otherwise an unsuitable person, to be a supplier, TfL reserves the right to disqualify you from the procurement process.

6.10 Conflict of Interest

If any conflict of interest or potential conflict of interest between you, your advisers, TfL's advisers or any combination thereof becomes apparent to you, you shall inform TfL immediately. In such circumstances, TfL shall, at its absolute discretion, decide on the appropriate course of action. If TfL becomes aware of any conflict of interest that you have not declared to TfL, you may be disqualified from the procurement process.

6.11 Bid Costs

TfL will not be liable to any person for any costs whatsoever incurred in the preparation of bids or in otherwise responding to this ITT.



6.12 Selection of Suppliers

Before selecting you as a supplier, TfL reserves the right to check and confirm:

- your financial standing (including each member of any consortium and of any key sub contractor); and/or
- your qualifications and resources, including verifying all or part of your tender, each in the context of any changes that may have occurred since pre-qualification.

6.13 Data Transparency

The UK government has announced its commitment to greater data transparency. Accordingly TfL reserves the right to publishing its tender documents, contracts and data from invoices received. In so doing TfL may at its absolute discretion take account of the exemptions that would be available under the FOIA and EIR.