

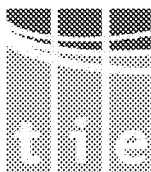
Monthly Progress Report

Edinburgh Tram Network Project

Reporting Period: 1 – 31 July 2006

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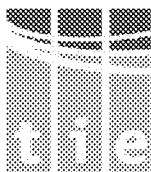
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1. Executive Summary

1.1 Highlights

The Tramco ItN was issued on Friday 7th July 2006.

Progress has been made on the procurement of MUDFA, culminating in a recommendation of the two preferred bidders.

The Preliminary Design package was delivered by SDS on 30 June, as per the programme.

Following approval from the TEL Board, SDS has been incorporating the 'integration' changes into the design. SDS has committed to have included most of these changes into the design by 31 August 2006, so that they will inform the Draft Final Business Case.

Significant progress has been made on the project programme. Specifically, the integration of the design, the procurement process, modelling, and the Business Case is now well defined and also, most of the necessary engagements with stakeholders.

The new Tram project organisation has been finalised and focuses on delivery of workstreams and improved project control. (See Appendix E)

Following the review of Infracore procurement process, the ItN issue has now been brought forward from 3rd November to 4th October 2006.

1.2 Funding and Costs

The budget covering the period from 1 April 06 to 31 December 06 totals £32.7m (including specified contingency) as reflected in the Outline Business Case (OBC) approved by CEC and TEL and submitted to Transport Scotland in mid March 2006. A detailed tabulation of costs to date, anticipated commitments, and the latest forecast outturn for April to Dec 06 is attached.

The current project outturn for the funding period April to Dec 2006 have been re-estimated at £25.0m (previously £22.7m), the increase of £2.3m primarily as a result of the proposed TEL and CEC changes.

Following the submission of Preliminary Design, SDS are now carrying out a 'Bill of Quantities' based estimate, This will be now be completed by 18th August and then validated by TSS for 1st September to further refine estimating accuracy. In addition, Cyril Sweet, via Transport Scotland, has been engaged to conduct an independent bottoms-up estimate. Interim results will be known at the end of August, and the exercise will be completed one month later.

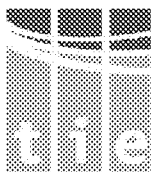
1.3 Programme

Development continues and re-submission of MUDFA programs are currently being analysed against live programme.

SDS submission of detail design re-baselined programme expected by 11th of August.

Following the review of Infracore procurement process, the ItN issue has now been brought forward from 3rd November to 4th October 2006.

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1.4 Procurement

MUDFA

The MUDFA (CARP) bids were opened on 7th August and MUDFA procurement programme remains on schedule, with final recommendation being reported to CEC on 14th August.

Advance Works

Definition of the scope of these works is continuing and the programme is being revisited to ascertain exactly which works require to be carried out in advance. Discussions are also continuing with Transport Scotland regarding the funding of such works.

Tramco

The Tramco ItN was released to the bidders on Friday 7th July. Bids are due back on 5th October. A series of meetings is being scheduled with the tram bidders to discuss the implications of the submissions received from the bidders in response to the preliminary technical information release (PTIR), which were received at the end of June.

Infraco

Prequalification resubmissions have been made by the following groupings of companies:

- Amec Spie
- M-Pact (Laing O'Rourke/Grant Rail) – Bombardier
- Bilfinger & Berger – Siemens – Morgan Est

Further meetings are being arranged with the three consortia who have submitted prequalification responses in order to complete the prequalification evaluations.

A proposal to address concerns regarding bid costs has been submitted to Transport Scotland for approval.

The development of the ITN is continuing. The documents have been reconfigured and simplified. Work is proceeding on a number of volumes and various key documents eg the scope of works, the Infraco Maintenance contract are being developed.

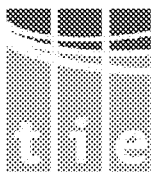
The ITN release date has been reviewed and the target date for the release is 2 October 2006. The programme has been reviewed and modified to reflect and support this.

1.5 Land Assembly

Regular meetings have now been established with CEC Property and Legal as well as other stakeholders involved in the Land Assembly process including the SDS and some key landowners. Significant progress has been made with CEC in regard to signing off the Land Assembly protocols, and it is envisaged that these will be completed by early August. The primary assumption that title will be secured under compulsory purchase using the General vesting Declaration has been approved by CEC Property and Legal.

The draft Land Assembly Management Plan (LAMP) and programme has been submitted to Tram Team Management for comment.

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A general letter has been drafted informing identified landowners of the process to date, as well as the expected process going forward. It is expected that this letter will be issued during late August / early September.

1.6 Issues that have affected / will affect Cost or Progress

Completion of the Infraco bidders pre-qualification process, this awaits a decision from Transport Scotland on bid costs and could delay programme and affect market confidence.

Lack of definition of the amount, area, and specification of off-network traffic flows and implementation work (ranging from the reconstruction of traffic junctions to minor signalling adjustments) requires to be resolved to ensure that a definitive position is reflected in the project programme and CapEx estimates. tie will continue to engage with CEC & Transport Scotland to achieve a mutual understanding of the position regarding funding for these works.

1.7 Decisions / Assistance required from the TEL Project Board this Period

- Preferred Bidder of the MUDFA
- Ratification of pre-qualified bidders for Infraco and bid cost arrangements
- Charette changes - currently being assessed by TSS
- Views on using communications letter to affected land owners re CPO process etc.

2. Public Relations and Media

2.1 Tram Press

Positive press has been received on TRAMCO, the positive impact LUAS is having on Dublin property prices and the Evening News transport survey. Coverage has recently focussed on traders concerns in Leith Walk, comment was provided and a positive letter placed by Cllr Trevor Davies following the article.

2.2 Newsletters

The next tramtime newsletter, in our new family colours, is due to be issued in September. The new weekly stakeholder, media and political newsletters start this month.

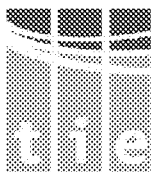
2.3 Strategy

Work to deliver the Communication Strategy that feeds into the draft final business case is going well and will be completed shortly. This strategy takes communication up to operation of the tram and shows all work streams through each of the phases of the project. This has been developed at the same time as the TEL Communications, Stakeholder and Marketing Business Plan to ensure that the documents reference each other and work together.

2.4 Stakeholder Strategy

tie has identified the key project spokespeople. These are Willie Gallagher, Andie Harper and Mike Connolly. They will be complimented by TEL spokespeople David Mackay and Neil Renilson. Additional CEC representatives are currently being identified to assist in this area. With stakeholders being a key focus of the 'hearts and minds campaign' work has already

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started with meetings being held with each of the prospective council leaders. Meetings will take place with all Councillors over the month of August.

2.5 Consultation

Recommendations, venues and plans are being finalised for the next round of consultation meetings showing the preliminary design. This includes the second meeting frontagers will have had and the first round of public meetings. Plans around TRO consultation with taxi drivers and bus companies are also being developed.

Work is ongoing to ensure that all relevant stakeholders are informed in advance of survey work in their area, by way of explanatory letters, briefing notes and meetings, and permission from land and property owners is sought where required

3. Design

3.1 Activities Completed this month

The Key focus of work during this period has been on the delivery of the Preliminary design to CEC (planning and transport) and assisting them in their understanding of its detail. The SDS team report progress of the preliminary design to 98.77% complete (against an April Baseline target of 99.77). Considerable work has been put into developing the revised designs for St Andrew Square and Leith Walk in accordance with the agreed outcomes of the CEC Charettes and from other discussions with CEC.

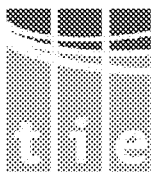
SDS gave a full presentation of the Tram Stops and Substations to the Tram Design Working Group. These have generally been well received. There is a recognition that the ability to progress the design of the tram stops is heavily influenced by the CEC changes arising out of the Charette process. In addition, SDS also gave a presentation on the retaining wall options along the Roseburn Corridor. The need for consultation on the interaction between all aspects of the Roseburn Corridor was highlighted.

Change Notices previously prepared in consultation with Transdev and TEL have now been evaluated and costed by SDS and this is being reviewed. These relate to Bus and Tram interface, CCTV, Real time Passenger Information, Back Office Systems, Conductors, Common Ticketing, Stop Locations and Princes Street / Leith Walk Alignment. As noted above SDS been progressing this work at risk in parallel to their main design programme. SDS have further developed the change notices arising out of the CEC 'Charettes' once again providing design and capital expenditure cost estimates which are being reviewed by TSS. As previously noted the charette changes have informed the junction design and the layout of public space for the whole area between Haymarket and the foot of Leith Walk, however it has come too late for inclusion in PD1 which was submitted at the end of June. In addition there has been significant discussion with CEC regarding Haymarket which was excluded from this Charette process.

Unfortunately the Design Approval Panel process generated by tie, to bring together all relevant parties in the review process and ensure clarification and a speedy stage gate process between preliminary and detailed design has not progressed as smoothly as had been hoped. However following extensive engagement with all parties the issues have been resolved and the first Design Approval Panel on the preliminary design of the substations is due to take place on 4 August.

As previously reported SDS have identified concerns regarding the location and cost of the proposed depot and whilst alternative ideas have to date been inconclusive this was the subject of a Value Engineering workshop. This is one of a range of workshops to ensure

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that the project returns value for money and to enable the design to embrace those options which offer additional benefits over the earlier work. The outcomes of this workshop are expected from SDS on 8 August at the same time as the updated CAPEX evaluation of the Preliminary Design.

There has been ongoing technical consultation with a wide range of stakeholders including Network Rail, BAA, and a range of landowners.

3.2 Activities planned for next month

The key activities planned for the coming period continue to reflect the need for SDS to obtain approval of their preliminary design. As mentioned above the Design Approval Panel consisting of CEC transport and planning, TEL, Transdev and the **tie** design team is now in place and is scheduled to meet on all aspects of the preliminary design over the next month. The first session is due to take place on 4 August in respect of the substations.

As noted above the public realm work has raised a number of change requests which impact on the design but have not been brought forward early enough to be included in the PD1. SDS will be progressing these in parallel with the approval process, keeping **tie** and CEC apprised through regular progress reports.

To short cut decision making on outstanding design issues a "Planning Summit" has been established with senior members of TEL, **tie** and CES as promoter.

SDS have expressed their intention to continue their design process, moving directly into detailed design. It is recognised that such work would be completed at risk of the outline design not being approved.

3.3 Key issues / requirements

Key issues which continue to require careful attention and potential input from CEC and TEL include:

- Signoff of the preliminary design recognising the variety of roles held by CEC as promoter, the planning authority and the roads authority
- Further development of the Stop location / Interchange requirements
- Approval of St Andrew Square design once prepared by SDS

4. Project Spend: Actual Versus Budget & Anticipated Cost – Apr to Dec 06

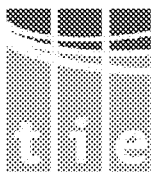
Note: July 06 month end costs are, where necessary, based on estimates and these will be confirmed upon receipt of invoices.

A tabulation of the costs, commitments and forecasts for Implementation activities is included at Appendix A.

4.1 Tram Implementation

Forecast expenditure for the period Apr to Dec 2006 has been re-appraised at £25.0m (June £22.7m) including a specified contingency of £1.4m. Funding available for the corresponding period remains at £32.7m

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Details of the individual sub elements of the forecast to Dec 06 that present a significant variance with the sub elements of the forecast presented at the end of June are as follows:

- tie Resources – (Bud Ref 1) - an increase of £239k in expenditure to the end of Dec 2006. Project team restructuring is reaching its conclusion with significant staff cost increases anticipated. Full implications will follow shortly on conclusion of the agreement of the overall project team, incorporating TSS resource.
- SDS Design (Bud Ref 4) – an increase of £2,043k in expenditure to the end of Dec 2006. The increase is primarily due to the inclusion of change notices covering recent TEL and CEC (Charette) changes, Nos 1-10 excl 9 and 10A-15 respectively. Following notification by SDS of the likely financial impact to the design contract, the tie project team have commenced a commercial validation review, the results of which shall be incorporated into next months Monthly Report. On completion of the validation the full implication of the changes to the project AFC, including construction, shall be incorporated in the Cost Summary Report to the TEL Board.
- JRC Modelling (Bud Ref 5) – an increase of £100k in expenditure to the end of Dec 2006. This increase reflects the agreement reached with SDG for pending Change Order No 5 covering latest scope changes.
- Construction (Bud Ref 18) - a decrease of £160k in expenditure to the end of Dec 2006. Projected MUDFA pre-construction costs have been reduced to reflect the latest information via the tender evaluation/negotiation process.

Appendix B has a graphical representation of actual spend against the forecast.

We continue to seek to identify value adding advanced works which can be implemented to improve spend forecasts.

5. Programme

Development continues and re-submissions of MUDFA programs is currently being analysed against live programme.

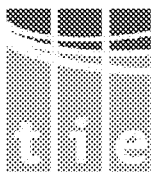
SDS submission of detail design re-baselined programme expected by 11th of August.

Following the review of Infracore procurement process the ItN issue has now been brought forward from 3rd November to 4th October 2006.

The status of main project milestones is presented below:

Key Activities / Deliverables	Original Completion Date	Actual Completion Date	Projected Completion Date	Status
TL1: Achievement of Royal Assent	31 Dec 2005	22 Mar 2006		Royal Assent granted on 8 th May 2006
TL2: Achievement of Royal Assent	31 Dec 2005	29 Mar 2006		Royal Assent granted on 27 th April 2006
Design Requirements	31 Dec 2005	21 Apr 2006		Completed

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Key Activities / Deliverables	Original Completion Date	Actual Completion Date	Projected Completion Date	Status
Definition				
Submission of Outline Business Case	28 th February 2006	8 Mar 2006		Submitted 8 th March
Completion of Preliminary Design 1	31 Mar 2006		28 July 2006	Submitted to tie. Now under review.
Completion of Preliminary Design 2	N/A		31 August 2006	Unable to comment as SDS was unable to provide progress information for July.
Completion of Detailed Design	28 Feb 2007		24 Jul 2007	Await submission of re-baselined detail design programme – expected 11 th August. Date changed due to slippage of 1 month
MUDFA Award	28 Apr 2006		2 Oct 2006	Rescheduled following integrated programme review. Final 2 bidders identified.
Infraco Award	29 Jun 2007		14 Dec 2007	Rescheduled following integrated programme review.
Tramco Award	29 Jun 2007		3 May 2007	Subject to change due to election Purdah period.

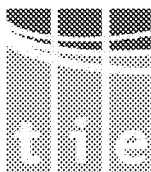
5.1 Activities completed this month

- MUDFA tenders submitted and evaluation process completed. Number of bidders was reduced from 4 to 2 and tender evaluation continues.
- Land Assembly draft protocols submitted to CEC for approval, still await approval.
- INFRACO Pre-Qualification awaits completion.
- Tramco ItN issued.
- MUDFA sign-off CARP methodology.
- JRC Revenue and Risk Model presented to MRSG.

5.2 Activities to be completed next month

- Prepare MUDFA papers for submission to CEC;
- Complete INFRACO pre-qualification;

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- Land Assembly sign-off approval of L.A.M.P.
- Land Assembly – tie to issue informal letters to landowners
- TSS complete JRC Due Diligence;

6. Change Control

The Change Log indicating all changes is presented in Appendix C and the Change Order Register indicating all approved Change Orders is presented in Appendix D.

6.1 TEL Board / CEC Changes

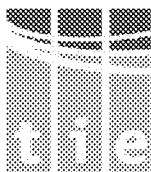
The following TEL Board change notices have been issued to SDS on 20th June with the indication to proceed preparing the estimates. The estimates were received on 4th July within the contractual deadline of 18 days for estimates submissions.

- CNB001 - Interchange design and cost / benefit
- CNB002 - CCTV arrangements
- CNB003 - Passenger Information Arrangements
- CNB004 - Back-Office Systems
- CNB005 - Inspectors/Conductors - on board security
- CNB006 - Common Ticketing
- CNB007 - Stop Locations (if any changes proposed)
- CNB008 - Princes Street & Leith Walk Tramway Alignment
- CNB010 - St Andrews Square Alignment

The following CEC change notices have been issued to SDS on 18 July and the estimates were received on 2nd August

- CNB010A – St Andrews Square Alignment
- CNB011 – Shandwick Place Stop Location
- CNB012 – Princess St. Alignment Confirmation
- CNB013 – Picardy Place Tram / Road Realignment
- CNB014 – Leith Walk Alignment Confirmation
- CNB015 – Foot of Leith Walk Stop Location

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6.2 SDS Changes

SDS has issued during May the following three change requests which are currently under analysis within **tie**.

- 05-CRT-00001 – High Level Option at Baird Drive
- 06-CRT-00001 – New Bridge Over Tramway at Depot
- SW-CRT-00003 – **tie** Procurement Support.

The status of **tie** initiated changes is the following:

- CNS001 - Phasing of the Construction of the Edinburgh Tram Project - disputed
- CNS003 - Change in Scope of Services - Traffic Regulation Orders – disputed
- CNS004 - Change in Scope of Services - Temporary Traffic Regulation Orders – disputed
- CNS006 - Utilities Diversions - Edinburgh Airport Link (EARL) – under analysis within **tie**.
- CNS007 - Utilities Diversions - Tram / Edinburgh Airport Link (EARL) Interface – under analysis within **tie**.
- CNS009 – Provision of CEC Resources. Change notice was issued on 5th July and answer from SDS was expected by 23rd July but not received as of 31st July.
- CNS010 – Earl Design and Construction Implications to ETN Project – Tram Depot and Stabling Arrangements. Change notice was issued on 31st July and answer is expected by 18th August.
- CNS011 – Earl Design and Construction Implications to ETN Project – Bridge Structure S33. Change notice was issued on the 31st July and answer is expected by 18th August

6.3 JRC Changes

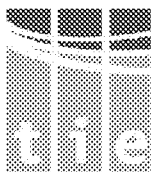
Change CNJ004 for the completion of an updated STAG 2 report to compliment the TEE tables and business case submission to Transport Scotland has been instructed this month, with completion anticipated in line with business case submissions.

7. Risk Management

7.1 Activities completed last month

- SDS accepted their Risk Management role as being as envisaged by **tie** during the drafting of the contract. Essentially, this is to co-ordinate and report on risks covering all aspects of the ETN project.

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- TSS activity for July has centred on facilitating this change of position, ensuring SDS understand what is required, preparation and transmission of comments on previous work to enable relevant items to be updated as follows:-
 - Update Risk Management Plan in order that it can become the “master” RMP for all project service providers – first draft received 31 July.
 - Change of format and content for the SDS Risk Progress Report so that it meets contractual requirements.
 - Update of both structure and content of the risk database tool, Active Risk Manager. This will enable risk categorisation and reporting to tie requirements however, relies on a decision from tie as to which cost/work breakdown structure will be used for the project.
- SDS have undertaken 5 Value Engineering workshops as part of a VE exercise covering areas such as contractual/commercial and various aspects of design.
- One of the key outputs was a proposed review of the Depot positioning at Gogar in favour of only stabling at Gogar and locating the depot at Leith. This is currently being reviewed in detail.
- TSS have continued to develop the TSS Quantified Risk Register to enable cost contingency reporting and integration into ARM.
- TSS provided information for tie Risk Management Team to report to TEL Board on the Primary Project Risks. This was produced through interview with relevant project personnel in combination with an analysis of the highest impact risks within the TSS QRR. Many of the Primary Project Risks are outside of the QRR because they are “showstoppers” and not quantifiable. Currently, the majority of the risks within the Primary Register impact on the ability to produce a Business Case that is on time (Feb 2007) and viable.

7.2 Activities to be completed next month

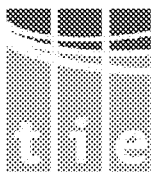
- SDS to finish update of information within ARM – expected completion mid August.
- SDS to finalise and agree project Risk Management Plan with tie/TSS.
- SDS to complete VE exercise with final report expected 21 August.
- tie/TSS to agree content and format of Risk Progress Report.
- TSS to complete QRR review and provide to SDS to integrate into ARM.
- tie to agree breakdown structure to allow SDS to report on risk in a relevant manner.

8. Safety Management and Quality Management

8.1 Activities completed last month

The following points provide a summary of the main items being undertaken:

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- Induction process for Tram Project is continuing with the induction of SDS and Adien Survey personnel.
- The following method statements / risk assessments have been submitted for review:
 - Accessing Network Rail land for survey work.
- The 28 day look ahead programme for work activities has been implemented by SDS and has been issued to **tfe**.
- Amendments to the document entitled "Technical Requirements for Contractors" have been made regarding environmental issues and noise criteria.
- The use of Access Permits is being implemented on the works being carried out by Adien on the survey of utilities.
- No non-conformances have been issued this month. The close out action regarding the Adien survey at an incorrect location is awaited.

- Monitoring has been undertaken on the following activities:

Organisation	Scope	No
SDS	Roads design	2
Adien	Utilities detection	2

- Outstanding information regarding the Infraco PQQ submissions has been reviewed.
- Monthly meetings have been initiated with Network Rail to discuss safety, quality and environmental requirements.
- The Corporate Safety Management System is being developed for the specific sections relating to **tfe** activities.

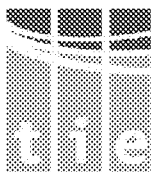
Item	No	kpis
Method statements submitted.	1	1 accepted.
Risk assessments submitted	0	
Inductions undertaken.	13	100% pass.

8.2 Activities to be completed next month

The following points provide a summary of the main points to be undertaken:

- The completion of the **tfe** Corporate Safety Management System.
- Development of Safety & Quality Interface Document for issue to contractors.
- Review of MUDFA tender submissions.

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9. Business Case and Finance

9.1 TEL Business Plan / Draft Final Business Case (DFBC)

9.1.1 Overall Delivery Programme

As presented last month, the programme for delivery of the DFBC is predicated on the Council considering the first version of the document at the full CEC meeting on **21 December 2006** and therefore the delivery of the complete DFBC document 6 weeks prior to that date on **9 November 2006**. The work programme, including interim approvals required from TEL, CEC and SE, is included at Appendix 1.

The most critical element of the programme is the approval of a TEL Business Plan by the TEL Board on **23 October 2006**. That document will present financial projections for TEL as a business alongside all the key strategies (e.g. fares and ticketing, service patterns and service integration, interchange proposals) and the key drivers of business delivery as embodied in the Strategic Marketing approach.

The significant deliverables on the programme since the end of June were the first draft forecasts of Tram and Bus operating, maintenance and replacement costs for input to both the TEL Business Plan and the calculation of Benefit Cost Ratios in the STAG report.

Key periods / milestones leading up to the 9 November submission of the DFBC include:

Week beginning 4 September

- Focussed workshops and analysis of first round of JRC outputs and modelled TEL operating results/cash flows
- Define updates required to first draft operating, maintenance and replacement costs
- Define scope for second round of JRC tests

Week beginning 16 October

- Focussed workshops to validate and present 'final' patronage/revenue projections, BCR and TEL operating results/cash flows to BPIC sub committee

23 October

- TEL Business Plan and Economic Appraisal (incl. BCRs) presented to TEL Board for approval
- Outputs from parallel workstreams on capex estimates, programme and affordability presented to TEL Board for approval

9 November

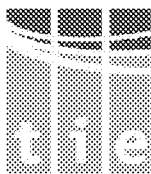
- DFBC completed and delivered to CEC (and concurrently to Transport Scotland) for review

9.1.2 JRC Progress

Alasdair Sim has taken up the position of Project Manager on the JRC contract. Alasdair, who was previously with Faber Maunsell, comes with a wealth of technical expertise and presentational skills with respect to transport modelling and STAG and represents a significant strengthening of the tie/TEL delivery team on the TEL Business Plan.

The JRC contractor remains on programme to deliver the first round of tests outputs including revenue and patronage analyses and TEE tables by **1 September**. The first draft of the STAG report (excluding the TEE tables) will also be delivered by the end of this month.

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Critical activities during the month of August involving engagement with stakeholders (**tie**, TEL, CEC and TS) include:

Week ending 4 August – Calibration / Validation reports in respect of the Base Year Model submitted by JRC. The Base Year Model represents the transport network today without Tram and stakeholder acceptance of the calibration of the model to the real world is an important part of validating the integrity of the model.

Thursday 10 August (MRSG) – Presentation by JRC of the following:

- Base Year Model
- Format of standard revenue patronage and risk reports
- Assumptions register including selection of mode constants, interchange penalties and annualisation factors (all of which are modelling parameters which have a significant influence on the modelling outputs)

Week beginning 14 August – JRC complete Future Years Model (both with and without Tram) and present to stakeholders

Key risks to the JRC programme which are being actively managed remain:

- The design delivery and approval process – both preliminary design and updates to reflect Interchange proposals and any further significant design changes.
- Effective engagement with **tie** and TEL during the August to October period. The milestone review weeks beginning 4 September and 16 October are now diarised.
- Effective engagement with CEC – in particular defining the criteria to be applied to endorse the JRC modelling of impacts on the wider Edinburgh area traffic network (i.e. how the introduction of Tram will affect traffic flows in places other than on the tram route).

9.1.3 Design Issues Impacting JRC Modelling

Wider area traffic impacts

We have continued engagement with CEC on the process for analysis of the wider area traffic impacts following the completion of the Future Years Model. The major issue which needs resolution in this regard is responsibility for:

- The design of rectifications to affected “off-line” junctions and streets (i.e. not on the tram alignment).
- An assessment of the costs of implementing such rectifications.
- Consideration as to whether such costs should be included in the scope of the Tram project.

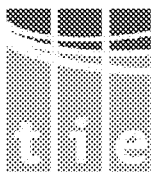
Design changes already initiated

The JRC model is currently being constructed based upon the Preliminary Design submissions by SDS. Preliminary Design did not include certain design changes which are currently in progress and which are likely to have an impact on the JRC model are:

- Interchange Proposals
- St Andrews Square - realignment to East Side
- Shandwick Place – closure to general traffic

It is anticipated that the impact of these design changes will be reflected in the JRC modelling during September.

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9.1.4 Affordability Assessment and Infraco ITN Programme

The DFBC delivered on 9 November will incorporate an appraisal of capex estimates and affordability based upon the information available for presentation to the TEL Board at that time. The cost estimates available will represent a significant evolution of those we have now, reflecting MUFA tender prices, a design based estimate for Infraco and (based on current programme) an initial appraisal of tenders returned for Tramco.

It remains the wish of CEC and Transport Scotland that prior to commencement of physical utility diversions the affordability assessment in the DFBC must be informed by pricing information received from Infraco tenderers. The programme for Infraco procurement currently reflects ITN issue on 3 October with return of first prices in the early January.

The challenge remains to develop and agree with TS/CEC, a compressed assessment procedure, programme and format for reporting on the impact of the prices received on our capital cost estimates.

9.1.5 TS/CEC Agreement on Funding and Risk Sharing

TS and CEC have now commenced discussions to develop an agreement on funding and risk sharing. The development of such an agreement is a condition precedent to issue of Infraco tenders and must be reflected in the DFBC. The principal elements of such an agreement will be:

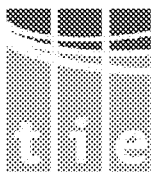
- The nature and timing of delivery of the presently agreed funding package £500m (max) from TS plus £45m from CEC.
- What constitutes adequate 'headroom' between the risk inclusive capital cost estimates (or range of possible outcomes) and the funding available.
- The decision making process, criteria and timing for determining whether phase 1b should be included in the first phase of construction.
- The stage-gate points at which the 'headroom' would be reassessed prior to the project continuing – likely to include pre Infraco tender issue, at the point the DFBC is considered and again when Infraco tenders have been received and evaluated. Each re-evaluation would necessarily include an examination of whether there are any additional sources of funding.
- The way in which any capital cost overruns (or underruns – it can happen!) would be borne. This would include any financial support TS might provide to CEC in respect of any determined CEC share.
- The exact nature of any financing arrangements (borrowings) to be employed by CEC/TS to manage the timing of their respective cash inputs to the project – including any agreements to guarantee or otherwise provide support for the servicing (payment of interest) on such financing arrangements.

10. Land Assembly

10.1 Activities completed last month

Regular meetings have now been established with CEC Property and Legal as well as other stakeholders involved in the Land Assembly process including the SDS and some key landowners. Significant progress has been made with CEC in regard to signing off the Land Assembly protocols, and it is envisaged that these will be completed by early August. The primary assumption that title will be secured under compulsory purchase using the General vesting Declaration has been approved by CEC Property and Legal.

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A general letter has been drafted informing identified landowners of the process to date, as well as the expected process going forward. It is expected that this letter will be issued during late August.

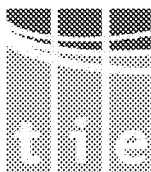
Otherwise, all other activities are proceeding satisfactorily. Activities completed last month include:

- Programme: the master schedule has been updated with the Land Assembly activities and dependencies – this is an ongoing process;
- The draft Land Assembly Management Plan (LAMP) has been submitted to Tram Team Management for comment. This document outlines the processes, responsibilities and activities to be carried out in securing all unencumbered title and rights in advance of INFRACO.
- Budget: the estimates for land and property valuations (developed by the DV and tie) have been forwarded to CEC Property. These estimates will be refined going forward.
- Budget: an assessment was carried out to identify properties that could potentially be purchased in advance of the FBC approval, as long as certain criteria were met. It transpired that only one property met all the criteria. A paper describing the process and outcome has been prepared and forwarded to CEC and Transport Scotland.
- Database: the population of the database has been completed and comments fed back re the format and user features. It is recommended that this database be linked to a GIS system which is fully compatible with CEC systems. This will be an invaluable tool in monitoring and tracking the land assembly process. A motivation for the purchase of ArcGIS is being prepared for consideration.
- Stakeholder management: a draft strategy has been developed by tie's Communications team; internal team meetings continue to address appropriate responses to emerging issues with stakeholders external meetings have been held with Network Rail and National Car Rentals; there has also been further liaison with a potential Blight Notice applicant;
- Design interface: regular meetings continue with SDS re extent of land required, building fixings and works outside the LOD, including requirements for wayleaves for utility diversions. The preliminary designs submitted by SDS have been reviewed and comments forwarded to the tie Design Manager.

10.2 Activities planned for next month

- Finalise the remaining outstanding issues within the Land Assembly Protocols with CEC Property and Legal;
- Achieve approval of the Land Assembly Management Plan;
- Programme: update the Land Assembly element of the master programme going forward;
- Risk Register: collate and review the mitigation plans for the risks identified in the workshop held in June;

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- Assumptions Register: conclude the legal review of outstanding questions and get final sign-off for key assumptions;
- Design interface: continue meetings with SDS re extent of land take and impact on associated consents and notification requirements;
- Database: finalise format and “usability” features;
- GIS: there are considerable benefits to be realised by linking the database to an Geographical Information System (GIS); the team will produce a justification paper and seek approval for the purchase of the appropriate software;
- Continue meetings with key land owners about the process and timing of land

10.3 Budget

Workstreams have been identified that were not in D&W’s Scope of Service (these relate to Land Referencing and Building Fixings). A Change Request will be processed to adjust the budget accordingly.

11. Procurement

A procurement strategy paper reflecting the discussions and options determined by the tram Board procurement sub-committee has been produced and is currently being reviewed, prior to submission to the TEL Board.

MUDFA

The MUDFA group formally ratified the decision to move two bidders through the CARP on 17th July.

CARP candidates returned fresh bids, in line with the procurement process on Friday 4th August. Both bidders attended separate design update presentations by SDS on 19th July. Both candidates presented their clarifications during the period 24th July and 29th July.

The Evaluation Team is working toward presenting a recommendation to the major stakeholders on Friday 11th August.

Advance Works

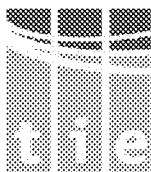
TSS have been asked to develop a proposal for the management of this package of works. An initial proposal has been received. Definition of the scope of these works is continuing and the programme is being revisited to ascertain exactly which works require to be carried out in advance. Discussions are also continuing with Transport Scotland regarding the funding of such works.

Tramco

The tramco ITN was released to bidders on Friday 7 July. Bids are due back on 5 October. A series of meetings is being scheduled with the tram bidders to discuss the implications of the submissions received from the bidders in response to the preliminary technical information release (PTIR), which were received at the end of June.

Infraco

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Prequalification resubmissions have been received from all Infraco candidates, reflecting the conclusion of discussions between the candidates with a view to forming organisations capable of undertaking the entire Infraco scope of works. The following groupings of companies have resubmitted:

- Amec Spie (with no partner)
- M-Pact (Laing O'Rourke/Grant Rail) – Bombardier
- Bilfinger & Berger – Siemens – Morgan Est

Infraco bidder evaluation report has been drafted and is currently being reviewed. Further meetings are being arranged with the three consortia who have submitted prequalification responses in order to complete the prequalification evaluations. All three candidates have achieved the required criteria however further discussion is required with one candidate who has qualified his response to the effect that bid costs are to be recoverable.

A proposal to address concerns regarding bid-costs has been made to Transport Scotland and awaits their response. This is now delaying completion of the pre-qualification process.

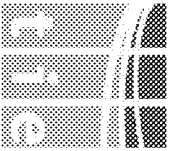
The development of the ITN is continuing. The documents have been reconfigured and simplified. Work is proceeding on a number of volumes and various key documents eg the scope of works, the Infraco Maintenance contract are being developed.

The ITN release date has been reviewed and the target date for the release is 2 October 2006. The programme has been reviewed and modified to reflect and support this.

12. Appendices

A.	ETN Project Progress Report – Project Spent
B.	Implementation – Actual Versus Budget – April 2006
C.	Change Log
D.	Change Order Report
E.	New Project Organisation Chart

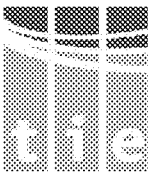
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tie Limited
ETN PROJECT PROGRESS REPORT - PROJECT SPEND - July 2006

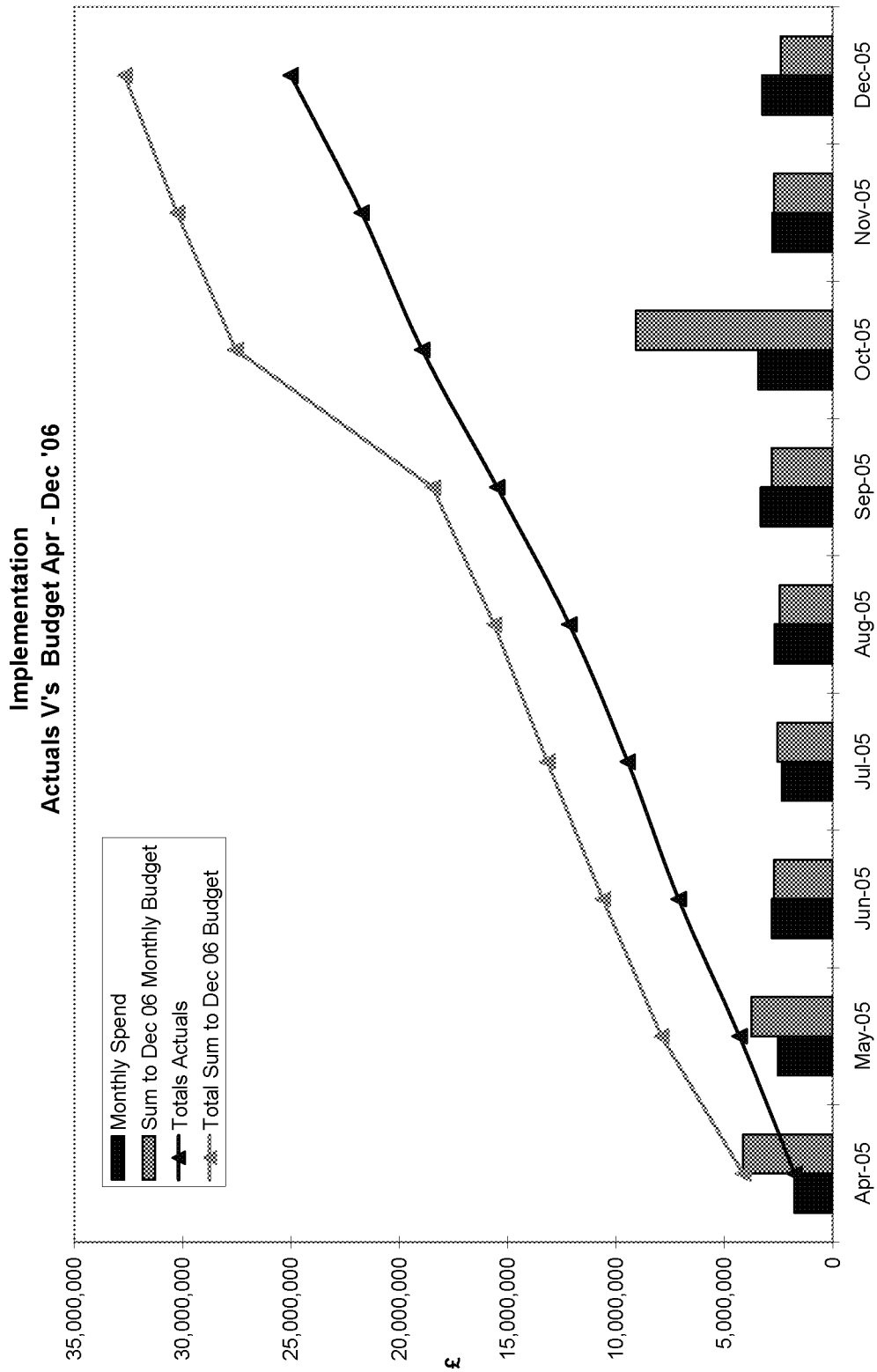
Ref	This Month					Last Month	Budget		Variances		
	Costs Month	Costs to date	Committed not spent	Not Committed	Forecast 9m to 12/06	Forecast 9m to 12/06	Costs to date	Budget 9m to 12/06	Forecast this month v. last	Actual costs to date v. budget	
	1	2	3	4	5=2+3+4	6	7	8	9=5-6	10=7-2	
IMPLEMENTATION											
1	tie RESOURCES	508	1,893	410	1,216	3,519	3,280	1,152	2,612	239	(741)
2	DPOF	50	107	75	175	357	357	240	540		133
3	LEGALS	217	817	428	821	2,065	2,022	1,016	2,072	44	199
4	SDS	885	4,633	1,170	5,701	11,504	9,461	6,385	11,478	2,043	1,753
5	JRC	86	221	135	278	634	534	468	638	100	248
6	TSS	394	1,144	567	1,473	3,184	3,111	1,657	3,585	73	513
7	UTILITIES										
8	DESIGN SUPPORT										
9	3RD PARTY NEGOT	30	53		157	210	210				(53)
10	LAND & PROPERTY	0	6	5	22	33	36	32	72	(3)	26
11	TROs										
12	COMMS / MKTG	6	107	150	201	458	464	154	461	(6)	47
13	TEL	65	203	120	205	528	528	260	585		57
14	SERVICE INTEGRATION		58		30	88	88	120	250		62
15	PUK	6	32	10	20	62	62	24	54		(8)
16	FINANCIAL ADVISORS		38	22	58	118	118		60		(38)
17	INSURANCE	3	12		65	77	77	57	994		45
18	CONSTRUCTION	100	110	50	540	700	860	390	6,260	(160)	280
19	OTHER	0	37	10	15	62	67	20	45	(5)	(17)
99	SPECIFIED CONTINGENCY				1,413	1,413	1,415	1,198	2,971	(3)	1,198
	SPECIFIED COSTS	2,350	9,470	3,152	12,390	25,012	22,690	13,173	32,678	2,321	3,702
	SCOPE / PROGRAMME CONTINGENCY				7,666	7,666	9,988			(2,321)	
	FUNDED COSTS	2,350	9,470	3,152	20,056	32,678	32,678	13,173	32,678		3,702

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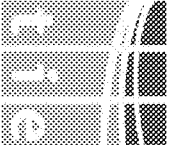


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Appendix B



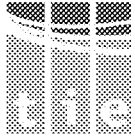
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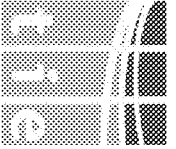
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 Appendix C

CHANGE LOG
 OVERALL PROJECT



Change Description	Change Request			Change Notice			Change Estimate			Change Order			Remarks
	CRX Number	Issue Date	Status	CNX Number	Issue Date	Status	CEX Number	Issue Date	Status	COX Number	Issue Date	Status	
TEL Board Changes - B													
Interchange Design and Cost / Benefit				CNB001	19-May-06	Issue 1	CEB001	04-Jul-06	Pending				Estimate received from SDS and not issued to TEL Board yet.
CCTV Arrangements				CNB002	06-Jun-06	Issue 1	CEB002	04-Jul-06	Pending				Estimate received from SDS and not issued to TEL Board yet.
PI Arrangements				CNB003	07-Jun-06	Issue 1	CEB003	04-Jul-06	Pending				Estimate received from SDS and not issued to TEL Board yet.
Back-Office Systems				CNB004	07-Jun-06	Issue 1	CEB004	04-Jul-06	Pending				Estimate received from SDS and not issued to TEL Board yet.
Inspectors / Conductors - on board security				CNB005	08-Jun-06	Issue 1	CEB005	04-Jul-06	Pending				Estimate received from SDS and not issued to TEL Board yet.
Common Ticketing				CNB006	08-Jun-06	Issue 1	CEB006	04-Jul-06	Pending				Estimate received from SDS and not issued to TEL Board yet.
Stop Locations (if any changes proposed)				CNB007	19-May-06	Issue 1	CEB007	04-Jul-06	Pending				Estimate received from SDS and not issued to TEL Board yet.
Princes St. & Leith Walk Tramway Alignment				CNB008	09-Jun-06	Issue 1	CEB008	04-Jul-06	Pending				Estimate received from SDS and not issued to TEL Board yet.
Branding				CNB009									Not issued yet
St.Andrews Square Alignment				CNB010	09-Jun-06	Issue 1	CEB010	04-Jul-06	Pending				CEC modified original CNB010. Initial description currently attached to latest version of CNB010.
Shandwick Place Stop Location				CNB011	03-Jul-06	Issue 1							CEC change notice.
Princes St. Alignment Confirmation				CNB012	03-Jul-06	Issue 1							CEC change notice.
Picardy Place Tram / Road Realignment				CNB013	03-Jul-06	Issue 1							CEC change notice.
Leith Walk Alignment Confirmation				CNB014	03-Jul-06	Issue 1							CEC change notice.
Foot of Leith Walk Stop Location				CNB015	03-Jul-06	Issue 1							CEC change notice.

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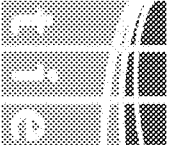


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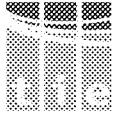
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Change Description	Change Request			Change Notice			Change Estimate			Change Order			Remarks
	CRX Number	Issue Date	Status	CNX Number	Issue Date	Status	CEX Number	Issue Date	Status	COX Number	Issue Date	Status	
JRC Changes - J													
Interim Management Costs for January 2006				CNJ001	25-Nov-05	Issue 1	CEJ001	22-Dec-05	Approved	COJ001	11-Jan-06	Approved	
Project Darwin Analysis and Report				CNJ002	10-Feb-06	Issue 1	CEJ002	21-Feb-06	Approved	COJ002	27-Feb-06	Approved	Change Order Issued
Economic Evaluation				CNJ003	22-Feb-06	Issue 1	CEJ003	17-Mar-06	Approved	COJ003	29-Mar-06	Approved	Change Order Issued
STAG 2 Compilation				CNJ004	05-Jul-06	Issue 1	CEJ004	05-Jul-06	Approved	COJ004	12-Jul-06	Approved	Change Order Issued
SDS Changes - S													
Phasing of the Construction of the Edinburgh Tram Project				CNS001	08-Feb-06	Issue 1	CES001	17-Mar-06	Pending				Change Estimate received on 16 Mar, revised estimate received on 17 May - currently under analysis.
Instruction to SDS to set-up Project Office for SDS / tie / TSS				CNS002	16-Feb-06	Issue 1							
Change in Scope of Services - Traffic Regulation Orders				CNS003	27-Feb-06	Issue 1							PB requested with letter 002077 received on 04Apr06 that CNS003 and CNS004 be withdrawn. tie to formally
Change in Scope of Services - Temporary Traffic Regulation Orders				CNS004	27-Feb-06	Issue 1							PB requested with letter 002077 received on 04Apr06 that CNS003 and CNS004 be withdrawn. tie to formally
Omission of Provisional Additional Work				CNS005	27-Feb-06	Issue 1	CES005	16-Mar-06	Approved				Change Order to be issued by tie
Utilities Diversions - Edinburgh Airport Link (EARL)				CNS006	23-Mar-06	Issue 1	CES006	05-May-06	Pending				Change Estimate was expected before 10 April. tie to formally respond.
Utilities Diversions - Tram / Edinburgh Airport Link (EARL)				CNS007	23-Mar-06	Issue 1	CES007	05-May-06	Pending				Change Estimate was expected before 10 April. tie to formally respond.
SDS Co-location at City Point				CNS008	29-Mar-06	Issue 1	CES008	05-May-06	Pending				Change Estimate was expected before 10 April. tie to formally respond.

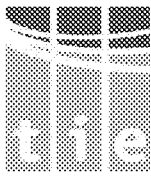


**CHANGE ORDER REPORT
 OVERALL PROJECT**



Change Order No	Description	Originator / tie Sponsor	Change Estimate No	Date of Change Estimate	Value of Change Estimate	Value of CAPEX Impact	Total Anticipated Change Cost	tie Internal Estimated Value	Date of Change Order	Status	Value of Pending CO's	Value of Approved CO's	Comments
COB001	Interchange Design and Cost / Benefit	TEL	CEB001	04-Jul-06	£162,155	£200,000	£362,155						Applied only to 3 major interchanges
COB002	CCTV Arrangements	TEL	CEB002	04-Jul-06	£154,643	£300,000	£454,643						For the provision of head end equipment and integration with 2 other CCTV systems
COB003	PI Arrangements	TEL	CEB003	04-Jul-06	£82,039	£1,000,000	£1,082,039						Applicable only to the 3 major interchanges. For all tram stops the estimate is £1M
COB004	Back-Office Systems	TEL	CEB004	04-Jul-06	£38,403	£500,000	£538,403						SDS estimate confirmation awaited
COB005	Inspectors / Conductors - on board security	TEL	CEB005	04-Jul-06	£60,243	£450,000	£510,243						Allows only for facilities in depot for conductors but no additional space.
COB006	Common Ticketing	TEL	CEB006	04-Jul-06	£13,035	£250,000	£263,035						Only for a simple TVM. Reduced quality specifications already accounted in CEB005.
COB007	Stop Locations (if any changes proposed)	TEL	CEB007	04-Jul-06	£87,642	£250,000	£337,642						For moving 10 (estimate) bus stops closer to the tram stop. Further clarifications needed.
COB008	Princes St. & Leith Walk Tramway Alignment	TEL	CEB008	04-Jul-06	£125,632	£500,000	£625,632						Allows for upgrading 11 major highway junctions along the route.
COB009	Branding	TEL											
COB010	St.Andrews Square Alignment	TEL	CEB010	04-Jul-06	£91,919	£0	£91,919						CapEx implications tba
COB010A	St.Andrews Square Alignment	CEC	CEB010A	02-Aug-06	£199,751	£0	£199,751						CapEx implications tba
COB011	Shandwick Place Stop Location	CEC	CEB011	02-Aug-06	£140,900	£200,000	£340,900						Considered unfeasible by SDS - alignment would involve possible demolition works.
COB012	Princes St. Alignment Confirmation	CEC	CEB012	02-Aug-06	£114,443	£200,000	£314,443						Allows for unforeseen minor works
COB013	Picardy Place Tram / Road Realignment	CEC	CEB013	02-Aug-06	£168,523	£3,000,000	£3,168,523						
COB014	Leith Walk Alignment Confirmation	CEC	CEB014	02-Aug-06	£212,944	£3,000,000	£3,212,944						Considered unfeasible - compliant solution = loss of loading space at shop frontages.
COB015	Foot of Leith Walk Stop Location	CEC	CEB015	02-Aug-06	£125,084	Not applicable	£125,084						Considered unfeasible - no space available to accommodate proposal.
Total Changes - TEL Board					£1,777,356	£9,850,000	£11,627,356	£0			£0	£0	Total value of committed Change Orders
COJ001	Interim Management Costs for January 2006	tie C.Reid	CEJ001	22-Dec-06	£15,000			£15,000	11-Jan-06	Approved	£0	£15,000	CE issued by JRC as JRC_Let_019 CO Issued previously as CR085
COJ002	Project Darwin Analysis and Report	tie C.Reid	CEJ002	21-Feb-06	£17,788			£20,000	27-Feb-06	Approved	£0	£17,788	CO issued, JRC endorsment not received
COJ003	Economic Evaluation	tie C.Reid	CEJ003	17-Mar-06	£30,625			£30,000	23-Mar-06	Approved	£0	£30,625	CO issued, JRC endorsment received
COJ004	STAG 2 Compilation	tie C.Reid	CEJ004	05-Jul-06	£45,160			£45,160	12-Jul-06	Approved	£0	£45,160	
Total Changes - JRC Contract					£108,573			£110,160			£0	£108,573	£108,573 Total value of committed Change Orders
COS001	Phasing of the Construction of the Edinburgh Tram Project	tie W. Fraser	CES001	16-Mar-06	-£635,665			-£1,000,000			£0	£0	Estimate received. Value being negotiated.
COS003	Change in Scope of Services - Traffic Regulation Orders	tie W. Fraser			£0			-£100,000			£0	£0	Disputed
COS004	Change in Scope of Services - Temporary Traffic Regulation Orders	tie W. Fraser			£0			-£100,000			£0	£0	Disputed
COS005	Omission of Provisional Additional Work	tie W. Fraser	CES005	16-Mar-06	-£1,665,000			-£1,665,000	27-Jun-06	Approved	£0	£1,664,550	
COS006	Utilities Diversions - Edinburgh Airport Link (EARL)	tie W. Fraser	CES006	05-May-06	£293,721			£0			£0	£0	
COS007	Utilities Diversions - Tram / Edinburgh Airport Link (EARL)	tie W. Fraser	CES007	05-May-06	-£30,785			£0			£0	£0	
COS008	SDS Co-location at City Point	tie W. Fraser	CES008	05-May-06	-£111,346			-£175,000	27-Jun-06	Approved	£0	£119,911	£8,565.04 monthly until SDS contract novation to Infraco (14 Dec '07 as of June 06)
Total Changes - SDS Contract					-£2,149,074			-£3,040,000			£0	£1,784,461	£1,784,461 Total value of committed Change Orders
Total Changes - Overall Project					-£263,145			-£2,929,840			£0	£1,893,034	£1,893,034 Total value of committed Change Orders

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Appendix E

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