

SIEMENS



Our ref: 25.1.201/K#R/4888

3 March 2010

tie limited CityPoint 65 Haymarket Terrace Edinburgh EH12 6HD Bilfinger Berger Civil-EDI

Date Sent 3 --- MAR 7018/W

File Number

Action

Bilfinger Berger-Siemens- CAF Consortium

BSC Consortium Office 9 Lochside Avenue Edinburgh Park Edinburgh EH12 9DJ United Kingdom

For the attention of Steven Bell - Tram Project Director

Dear Sirs,

Edinburgh Tram Network Infraco

Infraco Contract: BSC Proposal to Progress the Construction Works

The current difficulties which beset the project are well documented. The Infraco does not herein intend to restate its position regarding the ongoing delay to the regular progress of the Infraco Works, or otherwise.

After careful and detailed discussion, and in the interests of Project Partnering, the Infraco wish to propose a strategy designed to progress the Infraco Works. During the 2 March 2010 meeting between Infraco (Walker, Flynn, Campos) and tie (Jeffrey, McGarrity), Infraco provided an outline of the proposal for the Stage 1 in particular the "Off Street" Works proposed being that from Edinburgh Airport to Edinburgh Park Bridge with 25 No. outstanding agreement of INTC Estimates valued at circa £12 Million. The finalised Proposal enclosed with this letter extends the Stage 1 "Off Street" Works to the start of Bankhead Drive Tram Stop and has increased the number of INTC's associated with this area which is detailed in the Proposal. This proposal is fully documented in the attached report entitled 'BSC Proposal to Progress the Construction Works' [the Proposal']. This Proposal is expressly made strictly without prejudice to the respective rights and entitlements of the Infraco.

In essence the Proposal involves the completion of the Infraco Works in 3 distinct stages:-

Stage 1 'off Street' works between Edinburgh Airport to but not including Bankhead Drive
Tram Stop and the 'On Street' works between Haymarket Viaduct and Lothian Road
(including completed Princes Street Works);

Stage 2 Completion of remaining 'Off Street' works between Bankhead Drive Tram Stop and Haymarket Viaduct, and extension of the 'On Street' works to York Place; and

Stage 3 'On Street' Works between Picardy Place and Newhaven Tram Stop.

These stages are more fully described in the Proposal, including the associated mitigated summary programme and programming assumptions. The Infraco propose that the mechanism and terms of undertaking the Stage 1 "On Street" Works be those contained in our offer for the overall On Street Supplemental Agreement (OSSA) provided to tie under cover of Infraco letter reference 25.1.201/KDR/4740 dated 19 February 2010.

The Infraco believe that the Proposal will provide considerable benefit to tie, not least the ability to run Trams between the Edinburgh Airport and the crossover at Bankhead Drive

To take this proposal forward we would seek to find an agreement on the following:-

- 1. Mitigated summary programme and programming assumptions described in the Proposal;
- Agreement by tie to the 'Stage 1 OSSA Credit' in the sum of £9,075,084 as detailed in the Proposal by way of commercial settlement;

Billinger Berger UK Limited Registered Office: 7400 Daresbury Park, Warrington, Cheshire, WA4.48S. Registered in England & Wales Company No. 416086 Siernens UK plc. Registered Office: Sir William Siemens Square Frimley Camberley Surrey GU16.8QD Registered in England & Wates Company No. 727817 Constructiones: Y Auxiliar de Ferrocarrilles S.A. Registered Office J.M. Iturriotz 26, 20200 Beasain, Gipuzkoa, Registered in Spain, CIF; A-20061020



SIEWENS



- Agreement to all Construction Change Estimates in excess of £100K detailed in the Proposal in the sum of £17,321,681;
- Agreement that the Proposal expressly excludes any prolongation costs due to the Infraco and that the same shall be reimbursed separately; and
- Agreement of the mechanism and terms as per the OSSA.

We firmly believe that subject to agreement of the above, the Proposal offers the best way forward in terms of programme and price and would permit the programming and execution of work in a manner that benefits the parties, the Project and the City of Edinburgh. The Infraco remains committed to the execution and completion of the Infraco Works and trusts that tie will accept the Proposal in good faith and as evidence of that commitment.

We trust that the Proposal will be of interest and we welcome the opportunity to discuss the same with you at your earliest convenience.

Yours faithfully,

W Foerder

Project Director

Bilfinger Berger Siemens CAF Consortium

Encl: BSC Proposal to Progress the Construction Works

cc: M. Berrozpe

A. Urriza

A. Campos

R. Walker

M. Flynn

EDINBURGH TRAM NETWORK

BSC PROPOSAL TO PROGRESS THE CONSTRUCTION WORKS

Stage 1

Stage 1 of this proposal comprises the off street works between Edinburgh Airport Tram Stop and, but not including, Bankhead Drive Tram Stop and the on street works between Haymarket Viaduct and Lothian Road junction. This includes all works in Intermediate Sections 7A, 6A, 5C and 5B as far as but not including Bankhead Drive Tram Stop and the completion of Intermediate Section 1D.

The attached programme for these construction works assumes that a commercial agreement has been reached to allow the works, not already under construction, to commence no later than 15 March 2010.

This proposal could allow the employer to run a revenue service between Edinburgh Park Station and Edinburgh Airport. Hence a rail & tram link could be established at an early stage between Edinburgh City Centre and Edinburgh Airport. The works would be constructed from Ch 52 3111, which is the start of the catenary wire which provides power to the track cross over at Ch 52 3650. Drainage works are proposed to be taken as far as South Gyle Access Road where they outfall.

These works could be completed by 13 April 2012 assuming that a commercial agreement has been reached to allow those works to commence. However it should be noted that this can only be achieved if instruction is received to allow works to commence on 15 March 2010.

In addition tie has challenged the drainage design in section 5B which detrimentally affects the start of track work construction between Edinburgh Station Tram Stop and Bankhead Drive Tram Stop. This issue would also have to be resolved by 15 March 2010 to achieve the attached programme.

Stage 2

Stage 2 of the proposal comprises the remainder of the off street works between Bankhead Tram stop and Haymarket Viaduct and the extension of the on street works to the track cross over in York Place. This includes all remaining works in Intermediate Sections 5B, 5A and 2A and 1C works as far as but not including the Picardy Place junction.

These works could be completed by 19 October 2012 assuming that a commercial agreement has been reached to allow those works, not already under construction, to commence no later than 17 May 2010.

Stage 3

Stage 3 of the proposal comprises the on street works between Picardy Place and Newhaven Tram Stops. This includes all remaining works in Intermediate Sections 1C, 1B and 1A.

These works could be completed by 15 July 2013 assuming that a commercial agreement has been reached to allow those works, not already under construction, to commence no later than 12 July 2010.

It should be noted that the above dates apply to the completion of the construction works only and do not include for the delivery and commissioning of the trams or the time taken to commission the tram system that extends from the Section $\mathcal C$ milestone date to Section $\mathcal D$ completion.

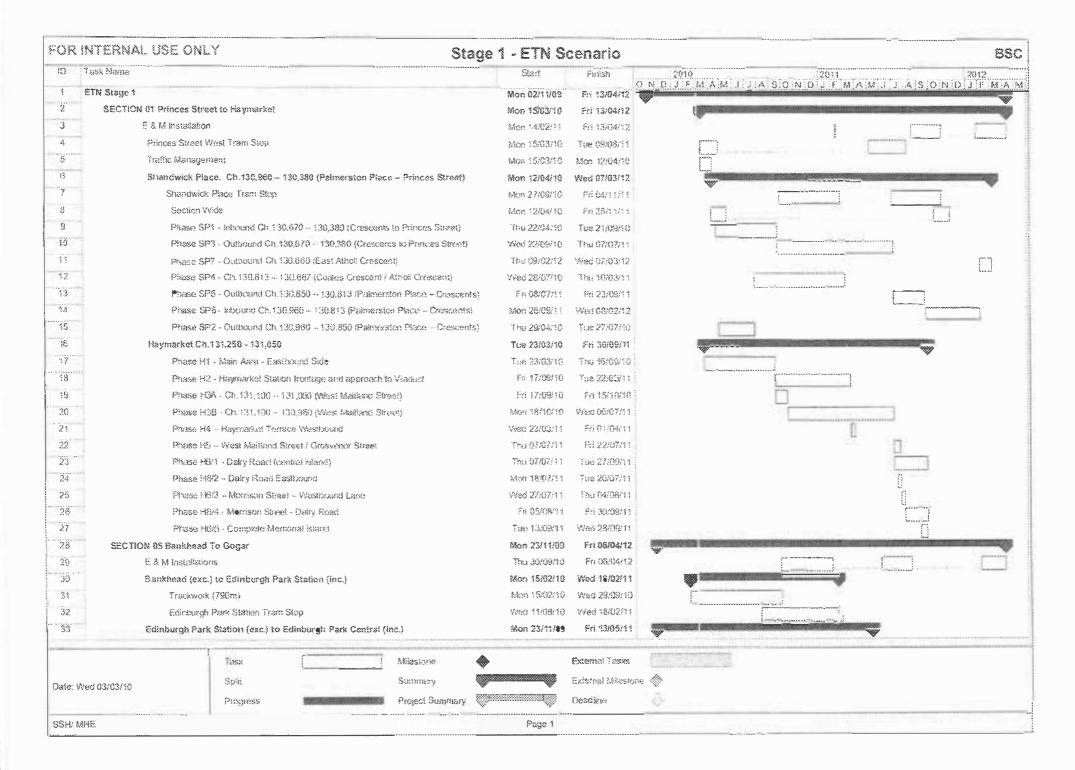
Programming Assumptions

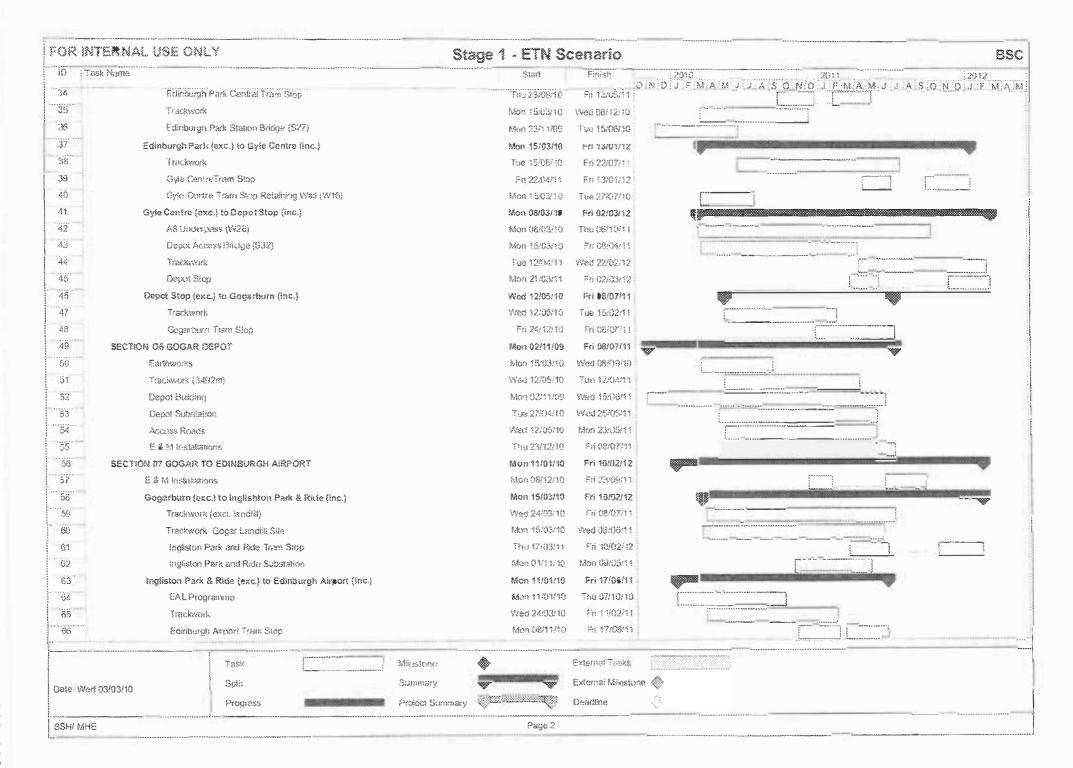
The assumptions and factual statements that have been made to compile the mitigated summary programme attached to this proposal and to calculate the construction completion dates stated above are set out as follows:

- Our programme for the works recognises the allowed working hours stated in the Code of Construction Practice of 0700 to 1900 Monday to Friday and 0800 to 1300 on a Saturday. However a 40 hour effective working week has been used to calculate the duration of activities to take account of rest breaks, unexceptional weather delays and travel between work sites. However construction work will be required outside the hours stated in the Code of Construction Practice for Rail Possessions, work on busy road junctions, works associated with piling at the A8 underpass, stringing catenary cables etc. Prior approval will be sought for such works in accordance with the tender documents and the programme assumes that such approval will be granted as necessary to maintain the programme.
- Allowance has been made for the August and Christmas embargoes, through a "moth balling" of the works during these periods. There is no allowance for demobilisation and re mobilisation of the effected works.
- The phasing of the works is in accordance with the currently approved traffic management schemes.
- The baseline date for this programme is 31 October 2009, which is the same as that agreed to by tie in drafting the "Programme Revision 3". All information that became available after this date has not been considered. The scope of the works comprises that which was envisaged by the IFC drawings issued up to and including 31 October 2009. Provisional construction periods have been allowed for activities that do not have IFC drawing status at 31 October 2009. Hence a detailed programme for the section London Road to St Andrews Square has not been developed at this stage.

- Access to the various worksites is dependent upon the completion of the MUDFA
 and Utilities works. The programme assumes that the dates stated in the matrix
 of access dates received by e mail on 13 February 2010 will be achieved.
- We understand that a "Utilities Conflict Schedule" is currently being prepared by tie; however no allowance for these activities is currently included. Any delays resulting from these works may have a considerable effect on construction periods.
- The scope of work includes for;
 - Excavation and full depth reconstruction of the roads including a 600mm capping layer.
 - Traffic Management and access issues related to the loss of working street width as a result of increased excavation depth.
 - Support to excavation due to adjacent live traffic.
 - o Ground improvements beneath the track slab.
 - Addition of an R.C. Track Improvement Slab.
 - Additional traffic management constraints which include parking bays, bus stops and taxi bays within working areas.
- There is no allowance for unforeseen issues e.g. below ground obstructions, voids, soft or contaminated material.
- There is no allowance for noise and vibration measures for the track work.
- A decision regarding the extent of the Infraco construction works at South Gyle
 Access Bridge will be made prior to 17 May 2010 to allow works to commence on
 that date.
- V51 of the SDS design programme has been incorporated as the source document of the IFC dates.
- The programme reflects the progress of works under construction at 31 October 2009.
- The programme is resourced levelled for the ability to lay track in 3 areas and erect OHLE posts and string cables in two areas.
- In section 7 the design of the Airport Canopy and other objections raised by BAA will be resolved to allow the works to progress as programmed.
- There is no programme allowance for the proposed Gogar Interchange works (GRIP)
- Gogarburn Tram Stop does not include for the proposed Royal Bank of Scotland improvements.
- Traffic Management constraints in the Morrison's third Party agreement have been ignored.

- Other off street Utility works yet to be completed and which have not been transferred to Infraco will be undertaken to allow the works to progress as planned.
- There is no allowance for the public realm works at St Andrews Square and Bernard Street.





Edinburgh Tram Network
Stage 1 - OSSA Credit Summary - 1C/1D

Stage 1 - OSSA Credit Summary - 1C/1D	tie	BSC	Difference	Commercial Proposal
Proposed Credit	7,247,899	7,247,899	34	7,247,899
PA12 Calculation	1,272,812	103,152	1,169,660	536,406
PA14 Calculation	* 1		2	
P5SA based Credits				
Bus Shelters	299,622	98,850	200,772	299,622
Central Reserve				
Prince Street	192,458	192,458	#	192,458
Site Clearance	11,823	11,823	+	11,823
Piling to OLE Bases	221,494	221,494	200	221,494
OLE Sases	4		-	4
Trackwork	315,706	150,436	165,271	233,071
Traffic Management	199,100	199,100	a	199,100
Cable Ducts	255,697	255,697	*	255,697
Orainage	222,485 -	222,485	4.	222,485
Planning Drawings	8 46,888	19	846,888	*
	10,641,013	8,258,423	2,382,591	9,075,084

BSC amount Nil, but offering 50% to obtain Commercial Settlement

tie values are 8SC's assessment based on the submitted OSSA proposal submitted to tie under cover of letter ref: 25.1.201/KDR/4740 dated 19 February 2010

ETN Contract Price - Proposed Credit for On-Street Werks Stage 1 - OSSA Section 1D and Section 1C (part)

This proposed credit reflects the On Street Works from Haymarket to Waverley Bridge (refer attached sketch for exact location)

For the purposes of this calculation we have included 100% of Section 1D and to the end of the work as carried out on Princes Street (approx Waverley Bridge) in Section 1C (approx 31% by length)

Total Construction Costs	Total			OffStreet
Section A Section B	£55,926,064 £27,313,950	pro-rata £55,177,108 £26,947,869	£26.947.869	£55,177,108
Total Construction Costs	£83,239,714	£82,124,977	£26,947,869	£55,177,108
	***	***************************************	On Street Applicable	***************************************
The Construction Works Costs credit would be as follows				
Section 1A Section 1B Section 1C	11.553,993 4,213,750 7,689,869	pro-rata 11,39 9 ,169 4,157,286 7,586,824	0 0 2,375,672	31%
Section 1D	3,856,938	3,804,367	3,804,367	100%
	Applicable Cons	truction Costs	6,180,039	
Prelims				
Prelims - Section A Prelims - Section B	£19,808,542	£33,146,481 £19,608,542		£33,146,481
	£52,755,023	£52,755,023	000000000000000000000000000000000000000	£33,146,481
Total Contract Price / Applicable Credit	£ 138,994,737	£134,880,000	6.180,039	£88,323,589
On Street Credit				
Construction Costs				
Construction Costs - Section B			6,180,039	
Value Engineering (Items 10, 19 & 20) Further Value Engineering			-£24,283 £0	
VE (35% of Item 22) & FVE (35% of Item 1)				
sub-total			£6,070,768	
Construction Works carried out (1C & 1D) Tetal Construction Credit		⊫xon	-8510.229 \$5,560.53 9	
		000000	, , , , , , , , , , , , , , , , , , ,	

ETN Contract Price - Proposed Credit for On-Street Works Stage 1 - OSSA Section 1D and Section 1C (part)

Prelims

Contractual Requirements - Section B		
Contractor's Bond	-	
All other insurance required by the Contract	27	
Accommodation for the Engineer's and Client's Staff; establish and remove offices	*	
Accommodation for the Engineer's and Client's Staff; maintain and operate offices		
Services for Engineer's and Client's Staff; maintain and operate transport vehicles	-	
Equipment for use by the Engineer's and Client's Staff; maintain and operate photograp		
Consortium Supervision	4:	
Consortium Office Hire	2	
Consortium Office Maintenance	-	
Consortium Surveying Instruments Maintenance		
Consortium IT Equipment	-	
Consortium Testing		
Consortium Establish/Remove Offices	¥.	
Consortium Establish/Remove Surveying Equipment	-	
Method Related Charges		
BB Section B Preliminaries (Fixed)	20	
BB Section B Preliminaries (Time Related))	**	
SC2 Section B Preliminaries (Fixed)	23	
SC2 Section B Preliminaries (Time Related)	£1,330,906	58%
SC3 Section B Preliminaries (Fixed)	+5	
SC3 Section B Preliminaries (Time Related)	23	
SC3 Section B Supervision (Time Related)	₽	
High Level Section B Establish Sections & Sites (fixed)	*:	
High Level Section B Packages Supervision	£356,454	24%
High Level Section B Maintain Section Offices(Time Related)	22	
The state of the s	£1,687,360	
	21,001,000	
Total Prefims Credit	£1,687,360	
Total Frening Great	21,001,000	
Total On Street Credit	£7,247,899	
- Star On Octob Ordan	-1 ja 11 jovo	

Notes:

- 1. Credit inclusive of Princes Street works including all surfacing works
- 2. Total Credit is based on the presumption that the recovery shall be on the basis of fully demonstrable cost.
- 3. S/C prelim credit assessed as 1870m / 3230 m (58%) of Section 1C/1D Subcontractor Prelims
- 4. High Level Section B Packages Supervision based on 1870m / 7701m (24%)

On Street Supplemental Agmeinmen Construction Milestances 81: Already achieved

Profess.	no dino 10 Cate	Application to	futhrey			91 <u>%</u>		Herostation		Ne Zipigliko	Settion	no final higher of or become and	appl stie
1.2	8/0 1:5500	ts i	A8750	- Paido - S	entros DA 686-	83	rstables 1	Nonigeworth.	Temp. Trimey.	Tagbatas 1	1.0	Jayroy Arge	\$7,786.90
12	2/02/2003	4%	VA108402	Phenin Street	A 1821 E. 1981	1360	School Service	Management &	area fresure.	H hesy	10	1999003005	35,457.00
1.3	6/03/2004)	16	Advisor	Preum Morett	n 200 - 6, 1935a	350	tabla	Managemood &	rest format	M. Nacona	10	18701/7009	13,457,86

			2	
	355	0016		
N·X	800	900	PSSA	_
dist	ni de la	MI	5000	

30	06/12/2009	%	A8490	Lothian Road Junction Ch 440 - 780	Establish Traffic Management & Temp. Fencing	Mightways	10	05/12/2009	17,295.90
n.	09/12/2009	25	A8580	Eathian Road Junction Ct: 440 - 780	Establish Traffic Management & Ferna Sencing	Nighways	10	05/12/2009	17.295.90
22	05/12/2009	25	000004	Łothiao Road Janctino Ch 440 - 180	Establish Traffic Management & Temp. Fencing	Highways	10	05/12/2009	17,295.9¢
27	05/12/2009	25	A13890	Princes Street Ctr 280 - 0, 3986 - 1360	Resurtace Road	Highways	513	05/12/2009	77,831.55
. 22	05/12/2009	25	: A13900	Frances Street Ch 280 - 0, 1980 - 1360	Pasement (Jim Strip)	Highways	10	05/17/2005	77,831.55
27	05/12/2009	25	A13930	Princes Street Ch 280 - 0, 1980 - 1060	Remove Fencing and Yraffic Management	tolghways	19	05/32/2009	15,457.85
: 22	05/12/2009	25.	A33990	Pances Street Ch 280 - 0, 1960 - 1360	Resurface Boots	Highways	10	05/17/2008	77,831.55
22	05/12/2009	25	A14000	Princes Street Ch 280 - 0, 1980 - 1960	Pavement (Im Strtp)	Highways	555	05/12/2009	77,831.55
22	05/12/2009	25	A34030	Frinces Street Ch 289 - 0, 1980 - 1360	Remove Francing and Traffic Management	Highways	10	08/17/2009	19,457,89
73	02/01/2010	26	A0310	Lothion Boad Junction Ch 440 - 280	Remove Fencing and Tradite Monagement	teighways	163	05/12/2009	17,285.90
.19	02/01/2010	26	A3670	Ledhion Road Janchion Ch 440 - 280	Seronce Funcing and Traffic Management	Fagr:ways	10	08/13/2009	12,295 St
23	02/05/2010	.76	A8669	Lathian Road Junction Ch 440 - 260	Hemour Fending and Traffic Management	Highways	10	05/32/2009	17,285.50
_				Achieved becames a trouble v	25550 med 25 12 (me) me 12555	*			356,0105

	oakt under PSSA
	gaid under 955A
	Paig unner PSSA
	pold under PSSA
(G!	Part to non citing
YO	gaid under 955A
K	Bala under PSSA
vo:	paid under 955A
Of	oald untier 855A
Vot	paid under 955A
iot	paid under 855A

	Achieved Secures 1 2000 Sec 2010 and \$1.4 (Secury 2016)		356,017538
	Detained of decomposit the court 20(x) and that because Mills		 51022946

Ref	Description	Submitted Value	Submitted Date	Assessed Value	Section	Days with the
107	IFC drawing Change Bankhead RTW	718,756	13/08/2008		58	567
160	IFC Drawing changes - Edinburgh Park Bridge	286,063	07/05/2009		58	300
204	IFC Drawing changes - Roads, Streetlighting, Drainage Section 5B	260,508	03/06/2009		58	273
262	#FC Drawing Changes - Section 5B Track Drainage	489,743	27/07/2009		58	219
346	Edinburgh Park Bridge Structural Fill	106,527	15/07/2009		58	231
402	Additional Starter and capping layers in Section 58	356,372	01/02/2010		5 B	30
471	IFC Drawing changes - Section 5B Ducting and Cable Routes			250,000	59	VE
53a	TNC004 : Water Main diversion only	126,513	31/10/2008		sc	488
103	IFC Drawing Changes - A8 Underpass	764,805	07/09/2009		5C	177
108	IFC Drawing Change Gyle Stop RTW	230,995	23/11/2009		5C	100
154	FC Drawing changes OLE Section 5 sheets 1 to 13			100,000	5C	
198	Gogar Roundabout Lighting. Full re-lighting required by CEC - a portion of the works is outside the Limits of Deviation.	150,263	19/10/2009		5C	135
205	IFC Drawing changes = Roads , Streetlightning , Drainage Section 50	578,005	03/06/2009		SC	273
267	Carry out Scottish Water Diversion at Gogar Roundabout	102,170	20/05/2009		5 C	287
335	IFC Drawing Changes - Track Drainage Section 5C	421,052	12/01/2010		5C	50
403	Addition of starter and capping layers in Section 5C	936,544	09/09/2009	- 155	SC	175
495	IFC drawing changes - Section SC - Ducting and Cable Routes			100,000	sc	
203c	Hard Landscaping	196,717	02/06/2009		6	274
203f	Soil Nailing and Soil Reinforcement Works	458,788	22/05/2009		6	285
203h2	Drainage - BDDI to IFC Change	142,712	16/10/2009		6	138
203k1	Piling to OLE poles - IFC Drawings	390,629	19/01/2010		6	43
203k2	Increase on number of OLE bases - BDDI to IFC	69,245	19/01/2010		6	43
_					-	_
203s	!FC drawing Change - revised specification for Kaba Doors	152,505	04/02/2010		6	27
6 6b	Revised Specification (RBS) Gogarburn Tramstop version 2 (66A 26/02/10)	2,049,589	25/02/2009	-	7A	371
111	IFC Drawing Change Gogarburn Bridge	235,958	07/05/2009		7A	300
258	Accommodation Works Future Proofing on behalf of New Ingliston Limited and Highland Properties Limited (Scotland).	1,248,022	25/09/2009		7A	159
313	IFC Drawing Changes - Section 7 Soft Landscaping			600,000	7A	
314	IFC Drawing Changes - Section 7 Track Vertical and Horizontal Alignment Drawings	345,593	30/07/2009		7A	216
315	IFC Drawing Changes · Section 7A Track Drainage	1,024,443	19/01/2010		7A	43
399	Addition of starter and capping layers in Section 7A	1,139,306	09/09/2009		7A	175
417	8AA Dualling Future Proofing (Fastfield Avenue)	46,431	03/09/2009		7A	181
540	Edinburgh Airport Platform changes		1	900,000	7A	
374b	Gogar Landfill Area - Surcharge and Monitoring	458,002	26/02/2010		7A	5
374c	Gogar Landfill Area - Soil Nailing and Reinforced Earth	524,034	26/02/2010		7A	5
153	IFC Drawing changes Soft Landscaping Section 5 Sheets 1 to 26			200,000	5W	

OVERALL TOTAL

17,321,681

There are 64 other Estimates to talling £1.49 Million which are all valued less than £100,000

This report has been propered based on information at the end of February 2010 and there may be more Change Estimates in the future.

Area of the site where we are proceeding at risk highlighted in
The value of Certain INTC's reflect the Stage 1 area ONLY and are not reflective of the actual value submitted which may also cover an area out with that of Stage 1

