



Qualification System for the provision of Public Bus Services in Ireland

Pre-Qualification Documents

Document 1 of 2: Information Memorandum

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QUALIFICATION SYSTEM FOR FUTURE TENDER COMPETITIONS FOR THE PROVISION OF PUBLIC BUS SERVICES IN IRELAND

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Document 1 of 2: Information Memorandum

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Document Control

Version	Date	Reason for the Version	Prepared By	Checked By	Approved By
1.0	21/06/23	Issue	BM	GR	JR
2.0	10/01/25	Clarification purposes	SOM	BA	SOM

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Important Notice

The information in this Information Memorandum and its accompanying Pre-Qualification Questionnaire (the “**Pre-Qualification Documents**”) is given for the guidance of Candidates only and does not purport to be comprehensive, or to have been independently verified. It may be altered without notice at any time.

The National Transport Authority does not warrant or represent that the Pre-Qualification Documents, or any other information given to Candidates, is accurate or complete. Neither the National Transport Authority nor its advisers accept liability for any error, misstatement, or omission (negligent or otherwise) in the Pre-Qualification Documents, or in any other information given to Candidates. None of the National Transport Authority or its advisers or any of their respective directors, officers, employees, agents or any other person owes any duty of care to any recipient either in relation to the Pre-Qualification Documents or any other information that a potential contractual party is provided with at any time. Recipients must undertake such investigations as they see fit before entering into any contract.

Save for Candidates’ obligations as to confidentiality as may be set out during the Qualification Stage, the Pre-Qualification Documents are neither a contract, nor part of a contract, nor an offer to make a contract. There will be no contract between the National Transport Authority and any Candidate (including, but not limited to, any contract in respect of the competition) unless and until a Contract is finally and formally concluded at the end of a Call-Off Competition (if any) run under the Qualification System. The National Transport Authority has no obligation to enter into any contract with any Tenderer in respect of any Call-Off Competition run under the Qualification System.

Neither the National Transport Authority nor its advisers are liable for Candidates’ arising in connection with the Qualification Stage (or, where Candidates are admitted to the Qualification System, any Call-Off Competition), irrespective of the outcome of the Qualification Stage, any subsequent tender competition, or its cancellation or postponement.

The National Transport Authority has the right at any time and without notice to (a) terminate the Qualification Stage, Qualification System or any subsequent tender Call-Off Competition (or part of it), (ii) change the Qualification Stage, Qualification System or any Call-Off Competition’s basis or procedures, (iii) procure any contracts for the provision of Public Bus Services in Ireland by other means, (iv) negotiate or engage with one or more parties at any time, or to do any combination of the foregoing or anything else deemed appropriate. In no instance will the National Transport Authority be required to give any reason for any alteration or termination of the Qualification Stage, Qualification System or a Call-Off Competition

If any past or future contracts, Call-Off Competitions or other documents are summarised or described in the Pre-Qualification Documents, or in other information given to Candidates, the summary or description must not be taken as comprehensive, or as a substitute for reading the relevant ITN for a particular Call-Off Competition or other document itself, when available. The Pre-Qualification Documents are being made available by the National Transport Authority to Candidates on the terms set out therein. The Pre-Qualification Documents are not being distributed to the public, nor have they been filed, registered or approved in any jurisdiction. Their possession or use in any manner

contrary to any applicable law is expressly prohibited. Candidates shall inform themselves concerning, and shall observe, any applicable legal requirements.

In this Important Notice, references to the Pre-Qualification Documents include all information contained in them and/or information/opinions made available in writing to Candidates before the notification of the outcome of the Qualification Stage by or on behalf of the National Transport Authority, its advisers, contractors, servants and/or agents in connection with Pre-Qualification Documents including, without limitation, the information made available in response to any queries.

Irish law is applicable to the Pre-Qualification Documents. The Irish courts shall have exclusive jurisdiction in relation to any disputes arising from the Pre-Qualification Documents.

Each Candidate's acceptance of delivery of the Pre-Qualification Documents constitutes its agreement to, and acceptance of, the terms set forth in this Important Notice.

2.0 INTRODUCTION

2.1 Definitions

Save where the context otherwise admits or requires, the following words and expressions shall have the meanings assigned to them below for the purposes of this Information Memorandum and Pre-qualification Questionnaire.

“2008 Act” means the Dublin Transport Authority Act 2008, as amended;

“Bus” means a mechanically propelled vehicle designed for travel by road, having seating accommodation for more than nine (9) persons (including the driver);

“Call-Off Competition” means any subsequent tender competition which will be run pursuant to the Qualification System;

“Candidate(s)” mean(s) the interested party/parties seeking to qualify for admission to the Qualification System;

“Candidate Member” means each member of the group where the Candidate is a group;

“Contract” means a public transport services contract to operate public bus services which will govern the relationship between the Authority and any subsequent successful Tenderer pursuant to a Call Off Competition;

“Contract Band” means the maximum scale of contract for which the Candidate will prequalify and be allocated to for the purposes of being invited to particular Call Off Competitions, as described in section 7 of this Information Memorandum.

“Contracting Entity” means the entity which it is proposed will enter into the Contract (as Operator) with the Authority for the provision of Public Bus Services contemplated by this Information Memorandum. Such entity may be:

- a) a single entity; or
- b) two or more entities acting as a joint venture

but will not include, for the avoidance of doubt, any other person to which such entity is subcontracting some or all of the services contemplated by this Information Memorandum. Where the Contracting Entity is intended to be an incorporated joint venture but which has not yet been formed, or where it intends to be an unincorporated joint venture, references in this Information Memorandum and PQQ to the Contracting Entity shall mean the intended members of such joint venture;

“Good Industry Practice” means, at any time, the exercise of that degree of skill, diligence, prudence and foresight which would reasonably and ordinarily be expected at such time from a skilled and experienced Operator seeking in good faith to comply with its contractual obligations, complying with all applicable law and engaged in the same type of undertaking as the Operator and operating under the same or similar circumstances and conditions;

“Invitation to Negotiate” (ITN) means the document(s) that will be circulated to Tenderers and will govern the next stage in any subsequent Call-Off Competition;

“Negotiated Procedure” is a procedure whereby the contracting authority allows potential suppliers to bid for contract by means of negotiation. It must comply with the European Union (Award of Contracts by Utility Undertakings) Regulations 2016 (S.I. No. 286/2016).

“NTA” or “the Authority” means the National Transport Authority;

“Operator” means the successful Tenderer with whom the Authority will enter into a Contract for the provision of public bus services;

“Pre-qualification Questionnaire” (PQQ) means Document 2 of 2 of the Pre-Qualification Documents;

“PQQ Submission” means the completed Pre-qualification Questionnaire, including the completed ESPD and requested documentation submitted in response to this Information Memorandum and Pre-qualification Questionnaire (as may be clarified in accordance with the Pre-Qualification Documents);

“public bus services” means the use of a Bus or Buses travelling wholly or mainly on public roads for the carriage of passengers in such a manner that:

- a) the service is provided on a regular and scheduled basis;
- b) each journey is open to use by members of the public;
- c) carriage is provided for passengers between specified terminal points or along a specified route or otherwise in accordance with a published timetable; and
- d) a charge or charges are paid in respect of each passenger,

but does not include a bus service solely for carrying children to or from school;

“Public Passenger Transport Services” means public bus services or rail passenger services. A rail passenger service means a passenger transport service provided by rail (including light rail and metro) to the public on a non-discriminatory and scheduled basis;

“PVR” means Peak Vehicle Requirement, the maximum number of buses required to operate services operated by an Operator;

“Qualification Stage” means the process governed by this document which consists of the submission of a PQQ Submission by a Candidate to be assessed for admission to the Qualification System;

“Qualification System” means the system (divided into Contract Bands and Regions) to be operated by the Authority, whereby, during its term, Qualified Candidates may be invited to submit a tender for the award of Call-Off Contracts within a relevant Contract Band and Region from time to time;

“Qualified Candidate” means those Candidates who have been successful pursuant to this Qualification Stage and have been admitted to the Qualification System in accordance with this Information Memorandum in respect of one or more Contract Bands and Regions;

“PQQ Submission” means the completed PQQ, including the completed ESPD and any requested documentation to be submitted in response to this Information Memorandum and PQQ (as may be clarified in accordance with the Pre-Qualification Documents);

“Tender” means the proposal submitted by a Tenderer in response to a future Call-Off Competition;

“Tenderer” means a Candidate who is pre-qualified to participate in the next stage of a Call-Off Competition.

2.2 Background

2.2.1 Background to the Qualification System

The Authority established a Qualification System pursuant to which it intends to invite Qualified Candidates to participate in Call-Off Competitions for the award contracts to operate certain public bus services throughout Ireland.

During the term of the Qualification System, the Authority intends to invite Qualified Candidates to participate in Call-Off Competitions that may comprise (but not be limited to) operating public bus services of varying types (e.g. urban bus services and stage carriage/interurban/commuter bus services). Further details are provided in Section 3.0 of this Information Memorandum.

The Qualification System is envisaged to expire on 04/07/2033, unless extended or terminated earlier by the Authority.

The Authority does not bind itself to exclusively use the Qualification System to procure contracts to operate Public Bus Services and may procure such contracts by other means. However, there is no guarantee that the Authority will procure contracts to operate public bus services by other means and any Candidate interested in the provision of these services are advised to seek admission to the Qualification System in order to be informed of potential opportunities.

2.2.2 National Transport Authority

The National Transport Authority is a statutory non-commercial body, which operates under the aegis of the Department of Transport. It was established on foot of the Dublin Transport Authority Act 2008. Originally conceived as a transport authority for the Greater Dublin Area under the 2008 Act, it was renamed the National Transport Authority in the Public Transport Regulation Act 2009. The 2009 Act, the Taxi Regulation Act 2013 and 2016, the Vehicle Clamping Act 2015 and various statutory instruments have greatly extended the Authority’s functions and geographic remit.

In broad terms, the Authority’s statutory functions can be summarised as follows:

- Procure public transport services by means of public transport services contracts;
- Provide integrated ticketing, fares and public transport information;
- Develop an integrated, accessible public transport network;

- License public bus passenger services that are not subject to a public transport services contract;
- Manage the Rural Transport Programme and the successor structure of Transport Co-ordination Units;
- Provide bus infrastructure and fleet and cycling facilities and schemes;
- Develop and implement a single public transport brand;
- Develop and maintain a regulatory framework for the control and operation of small public service vehicles (taxis, hackneys and limousines) and their drivers;
- Regulate the clamping of vehicles in statutory and non-statutory clamping places;
- Prepare statutory submissions on Regional Planning Guidelines;
- Collect statistical data and information on transport;
- Enforce EU passenger rights in rail, maritime and bus and coach transport;
- Validate EU authorisations and journey forms in relation to bus and coach travel in accordance with EU Regulation No. 1073/2009; and
- Operate as the national conciliation body for electronic toll service providers.

Greater Dublin Area alone

- Undertake strategic planning of transport;
- Invest in all public transport infrastructure;
- Develop the effective management of traffic and transport demand.

In addition to its statutory functions the Authority also undertakes a number of functions on behalf of the Department of Transport, on a non-statutory basis. The non-statutory functions include:

- Planning and funding of sustainable transport projects in the regional cities of Cork, Galway, Limerick and Waterford;
- Administration of the Smarter Travel Workplaces programme;
- Management of the Green Schools Travel programme; and
- Provision of accessibility funding to transport operators and other relevant bodies.

The Authority is governed by a Board of up to twelve members appointed by the Minister for Transport. Three positions on the Board are *ex officio* positions reserved for the Chief Executive, another senior manager of the Authority, and the Dublin City Manager.

Board members may be appointed for a period of up to five years and may be re-appointed. However, Board members may serve a maximum of ten years. This restriction does not apply to the *ex officio* members who stand appointed for as long as they occupy the relevant position.

The role of the Advisory Committee on Small Public Service Vehicles is to provide advice to the Authority or the Minister for Transport, as appropriate, in relation to issues relevant to small public service vehicles and their drivers.

Members of the Advisory Committee are appointed by the Minister for Transport.

2.3 Purpose of this document

This document is one of two principal documents governing the Qualification Stage to constitute the Qualification System under which future Call-Off Competitions may be run to appoint Operators for contracts.

It constitutes an Information Memorandum providing Candidates with general information regarding the scope of the Qualification Stage requirements and providing a description of the procurement process for Call-Off Competitions.

Candidates should also refer to Document 2, the Prequalification Questionnaire (PQQ), which is to be completed by Candidates who wish to apply to be admitted to the Qualification System

The purpose of this Information Memorandum is to provide potential Candidates with the information that they need to decide whether to participate in the Qualification System and facilitate the submission of a completed PQQ by interested Candidates.

As set out in the Important Notice, the Authority gives no warranty or representation as to the accuracy or completeness of the information in these Pre-Qualification Documents and shall not be liable for any errors or omissions.

The information herein may be supplemented by further, more detailed information should the Authority determine it is necessary to do so.

No warranty or representation is given by the Authority or its advisors, consultants, contractors, servants and/or agents as to the accuracy or completeness of any of the information issued in connection with this Qualification System. Neither the Authority nor its advisors, consultants, contractors, servants and/or agents will be under liability for any error, misstatement or omission in such information and none of such information will constitute a contract or any part of a contract with Candidates. The Authority does not accept any liability or responsibility whatsoever or howsoever arising in respect of any such information or for any failure to disclose or to make available to Candidates any information, documents or data relating to Public Bus Services or any Contract that is now or may at any time hereafter be in the Authority's possession. In addition, the Authority does not accept any liability or responsibility whatsoever to keep information up to date, or to inform Candidates of any inaccuracy, error, omission, unfitness for purpose, defect or inadequacy in such information. Reliance by a Candidate on information issued in connection with the Qualification System in the preparation of its PQQ Submission is entirely at the Candidate's own risk.

Candidates will note that these Version 2.0 of the Pre-Qualification Documents supersede Version 1.0 of the same documents published on 04-07-2023, which are withdrawn. The revised documents are intended to clarify the original documentation constituting the Qualification System as published on 04-07-2023. Therefore, any Qualified Candidates who were admitted to the Qualification System

pursuant to the original documentation published on 04-07-2023 need not re-apply and they will continue to be considered Qualified Candidates for the Contract Band(s) to which they were originally allocated (subject to their entitlement to seek admission to different Contract Band(s) on the basis of new information, should they so choose.

3.0 DESCRIPTION OF REQUIREMENTS

3.1 Overview

This section provides an overview of the envisaged scope of the Public Bus Services and associated obligations to be provided pursuant to any future Contract which may be called off from the Qualification System. Candidates should note that the information set out herein is preliminary only and is qualified entirely by the terms of an ITN and Contract (which will be circulated at a later stage in any future Call-Off Competitions to Qualified Candidates).

In general, the expected duration of any future Contract will be for 3 to 5 years, with an option to extend up to a maximum of a further 2 to 4 years.

3.2 Description of Public Bus Services

A description of particular public bus services will be given as part of an ITN and Contract for a particular Call-Off Competition.

Qualified Candidates will be allocated to Contract Bands, as described in Section 7.3, each of which is defined by minimum and maximum values for (a) annual average turnover, and (b) experience in operating annual average fleet PVR numbers. The Qualification System will also be divided by the following Regions (Leinster (excluding Dublin metropolitan area), Ulster, Munster (excluding Cork metropolitan area), Connaught, Dublin metropolitan area and Cork metropolitan area). Candidates will be able to select the region(s) in the Qualification System for which they wish to be considered for in Section 9 of the PQQ.

It is envisaged that Call-Off Competitions may be issued in respect of particular service type (e.g. urban bus services and stage carriage/interurban/commuter bus services) and the opportunity to participate in the relevant Call Off Competition will be open to all Qualified Candidates who have been allocated to the relevant Contract Band(s) and relevant Region. Please note the process set out in section 7.3 in respect of how the NTA will determine which Contract Bands will be deemed relevant in respect of particular Call Off Competitions.

Candidates should note that the routes and/or stopping locations may be subject to alteration during the life of any Contract, either on a short-term basis (e.g. to facilitate roadworks) or otherwise, including the potential for the inclusion of additional routes or an increase in frequency over the duration of the Contract. It is envisaged that the addition or omission of routes during the term of any Contract will be governed by a contractual change management procedure, further detail of which will be set out in the relevant Contract.

Candidates should further note that the Authority reserves the right to include additional routes or services within the scope of any Contract and/or omit routes or services from the scope of any Contract, whether during the Call-Off Competition period or during the term of the relevant Contract.

3.3 The Services

The services ("Services") to be provided by the Operator will be defined by a service specification provided within the relevant Contract which is the subject of a Call Off Competition.

The scope of the Services that may be required under each specific Contract will be set out in detail in the relevant ITN tender documents.

Generally, a Contract is expected to comprise but not be limited to the following principal obligations:

- Operate and maintain Buses for the duration of the Contract;
- Operate reliable and punctual Public Bus Services to meet performance standards;
- Provide customer care services;
- Collect and reconcile passenger fare revenue, and issue tickets to passengers, and provide associated data to the Authority as required;
- Provide operational data for use by the Authority's passenger information and journey planning systems and its contractual performance monitoring systems; and
- Report on contractual operations and performance on a four weekly or quarterly basis, depending on the contractual requirements.

3.4 Contract Key Provisions

3.4.1. Payment

The method of payment to the Operator for operating each Contract will be stated in the ITN for the relevant Call Off Competition. It is envisaged that contracts will be gross cost i.e. payments will be based on the Operators tendered price for providing the Services, with all revenues associated with operating the services, in particular fare revenues, being retained by the Authority.

3.4.2 Bus fleet and on-board equipment

There are three possible scenarios for the provision of Bus fleet and on-board equipment as part of any Contract.

Firstly, the Authority may provide the Operator with the Bus fleet, and all associated on board equipment required to operate the Services.

Secondly, the Authority may require the Operator to provide the Bus fleet but require the provision and installation of certain on-board equipment (including but not limited to equipment such as ticketing or automatic vehicle location (AVL) equipment) by the Authority.

Thirdly, the Authority may require the Operator to provide the Bus fleet and certain on-board equipment (including but not limited to equipment such as ticketing equipment) themselves.

requirements (such as passenger capacity, engine emission type, fuel type etc.) will be specified within the ITN for that particular Call-Off Competition.

It should be noted that arrangements for provision of fleet or on-board equipment may change during the lifetime of any Contract, and the Bus fleet requirements may also change. Any such changes required by the Authority during the term of a Contract would be implemented through a contract variation process provided within the Contract.

3.4.3 Depots

There are two possible scenarios for depot provision as part of a Contract.

Firstly, the Authority may provide the Operator with access to a depot, which would be an appropriate size for the Services to be required under the Contract.

Secondly, it may be a condition of the Contract that the Operator provide and secure suitably sized depot facilities, either on a temporary basis until a permanent depot facility is provided by the Authority, or, for the entire duration of the Contract. Candidates should note that where an Operator proposes to lease a depot to operate the services from and the Authority has provided the Bus fleet, it may be a condition of entry into the Contract that the Operator provides evidence to the Authority that it has secured the lease of the depot for the maximum duration of the Contract.

Depending on the Bus fleet type to be used in the contract, the Authority may require that suitable electric bus charging facilities to enable the operation of electric Buses is provided, either from the outset of the Contract, or at some point during the lifetime of the Contract. Such charging facilities may be provided by the Operator or the Authority. Any changes to depot required by the Authority during the term of a Contract would be implemented through a contract variation process provided within the Contract.

3.4.4 Maintenance of Bus fleet and depots

It is envisaged that the Operator will be responsible for the maintenance of depot facilities, Bus fleet and associated equipment to specifications provided in the Contract.

The Operator shall also be responsible for providing suitable staff facilities.

3.4.5 Customer Service

There are two possible scenarios in relation to the provision of customer services in a Contract.

Firstly, the Operator may be responsible for the provision of a customer service centre to provide customer services function, and which will include addressing and responding to complaints and queries and providing other customer services such as management of lost property.

Secondly, the Operator may be required to use a case management system provided by the Authority's Consolidated Customer Contact Centre (CCC). The CCC provides first line customer contact for queries and complaints, travel service management services (via social media) to advise of disruptions to public transport services and a lost property function. Where a first line contract cannot be resolved by the CCC, it will be transferred via the case management system to the Operator for resolution under the Operator's own customer service procedures. The CC also provides a centralised lost property function. The Operator will be responsible for the resolution of issues referred to it in accordance with its own customer services procedures and following the CCC standard operating procedures within specified timeframes (the latter two items will be set out in the Contract).

3.4.6 Performance Management Regime

The Operator will be required to operate and manage the Public Bus Services to achieve certain performance standards. These key performance indicators will be defined in the Contract and are envisaged to include, but not be limited to:

- Availability, based on a percentage of the timetabled kilometres operated;
- Punctuality, based on achieving timetable times or service headways;
- Service quality elements, based on either Operator records, surveys and/or mystery shopping surveys;
- Revenue protection activities, which may be based on fare evasion surveys

The Contract will include a performance payment mechanism whereby performance payments are made when the Operator meets the key performance indicators. The Contract will also include a “lost kilometre” deduction mechanism whereby deductions will be made to payments when the Operator fails to operate the required percentage of timetabled kilometres.

Candidates should also note that the Authority may require the Operator to provide operational data to the Authority via an AVL system to be provided by the Authority, including data to support the Authority’s national journey planner, real-time passenger information system and contractual performance monitoring.

3.4.7 Ticketing, Revenue Collection and Revenue Protection

The Operator will be responsible for the sale of on-board tickets and the collection of fare revenue and will also be responsible for revenue protection activities.

In addition, the Operator will be required to provide full ticketing data and will be required to support the Authority’s integrated ticketing (Leap Card) system as specified in the Contract.

4.0 PROCUREMENT PROCESS

This section of the Information Memorandum provides detailed information on the Qualification Stage and the operation of the Qualification System, i.e. the procedures that will be followed and the criteria that will be applied in deciding which of the Candidate's submitting a PQQ Submission will be admitted to the Qualification System and – if admitted – how they may then be selected to participate in any subsequent Call-Off Competitions.

The Authority shall not be obliged to invite any of the Qualified Candidates to participate in any Call-Off Competition under the Qualification System, and the Authority reserves the right not to proceed with any award process under the Qualification System and to withdraw from the Qualification System or Call-Off Competition at any time. No Contract to be entered into with any successful Qualified Candidates will contain any representation or warranty in respect of this Pre-qualification Document.

There is no deadline for Candidates to apply to the Qualification System. It is open to a Candidate to seek admission to this Qualification System at any time during its term. However, Candidates should note that where a PQQ Submission is received on a date that falls 5 days or less before the date of publication of a Call-Off Competition, Candidates (in the event that they are successful in their application to be admitted) will not be eligible to participate in that particular Call-Off Competition.

Where a Candidate is unsuccessful in being admitted to the Qualification System it is entitled to re-apply. It is also open to a Qualified Candidate to seek admission to additional Region(s) or to seek allocation to a different Contract Band by making a subsequent PQQ Submission.

Call Off Competitions will be run under the Negotiated Procedure under this Qualification System.

The procurement process will comprise two main stages: this Qualification Stage and any subsequent tender stages in respect of a particular Call Off Competition. At the outcome of the Qualification Stage, the Qualification System will be constituted. The Authority intends to use this Qualification System to run future Call-Off Competitions, during which it will invite tenders from Qualified Candidates who have been admitted to the Qualification System and allocated to a relevant Contract Band and Region. The tender stage may involve sub-phases, including but not limited to shortlisting of Qualified Candidates, and negotiation with Tenderers.

The tender stage for a future Call-Off Competition will commence with the issuing by the Authority of the ITN to each Tenderer. The ITN will supersede this Information Memorandum and contain greater detail about the scope of Services, the draft Contract, supporting material, and detailed information regarding the award process and award criteria. The ITN may also include selection criteria and/or shortlisting criteria.

The ITN will set out the process for the tender stage of the Call-Off Competition, but the Authority currently envisages that Qualified Candidates will be invited to submit a Tender for the Contract in accordance with the ITN, following which the Authority reserves the right to take such further steps as it considers appropriate, including but not limited to:

- a) Awarding the Contract to the Tenderer identified as the most economically advantageous;

- b) Conducting one or more further rounds of tenders with some or all of the Tenderers, including but not limited to a Best and Final Offer (“BAFO”) stage;
- c) After any round of tendering, selecting a single preferred Tenderer and negotiating with that Tenderer.

5.0 PRE-QUALIFICATION OF CANDIDATES

Candidates are invited to complete the PQQ, which must be returned to the Authority in accordance with the provisions of the Pre-Qualification Documents.

5.1 The Pre-qualification Questionnaire

The PQQ is the means through which Candidates are required to provide the information and supporting documentation requested by the Authority to demonstrate their suitability to be admitted to the Qualification System. The PQQ incorporates the European Single Procurement Document (“ESPD”), which must be completed in accordance with its instructions. The PQQ sets out which questions must be answered in full and which may be responded to by way of declaration in the ESPD.

The PQQ Submissions must be completed in accordance with the instructions set out in these Pre-Qualification Documents. Candidates' attention is drawn to the fact that failure to provide the requested information in the prescribed form, the omission of supporting documentation where requested and the provision of incomplete or misleading information may result in their exclusion from the Qualification Stage or Qualification System or a Call-Off Competition.

The Authority reserves the right to seek further evidence substantiating PQQ Submissions (including the ESPD) at any time. Any Candidate who cannot provide any information required by the Authority within the timeframe specified by the Authority (as may be extended at its discretion) or whose evidence demonstrates that the minimum qualification criteria or the further qualification criteria are not met, will be excluded from this Qualification Stage, or the Qualification System or a Call-Off Competition, as may be applicable.

The Authority may also from time to time refresh its assessment of the Qualified Candidates during the term of the Qualification System. To this end the Authority may seek updated information substantiating the PQQ Submissions at any time. This may be in the context of a particular Call-Off Competition or otherwise, at the discretion of the Authority. Where a Qualified Candidate no longer meets the minimum requirements set out in this Qualification System, such Qualified Candidate they may be removed from the Qualification System by notice from the Authority. Such updated responses may also result in a Candidate being moved to a different Contract Band or otherwise deemed ineligible for a particular Call-Off Contract.

It is recognised that a Candidate may be comprised of several Candidate Members. Where this is the case, each Candidate Member must supply the information required in the PQQ to the extent specified in the relevant section. Further instructions on this point are provided in the PQQ. Candidates' attention is drawn to the fact that the failure to provide the requested information as it relates to each Candidate Member may result in the exclusion of the Candidate from the Qualification Stage, the Qualification System, or a Call-Off Competition (as may be applicable).

Entities may be involved with (including acting as advisor to) more than one Candidate, subject to the approval of the Authority. Any proposed involvement of an entity with more than one Candidate shall be notified to the Authority as soon as possible and in any event at least ten (10) calendar days prior to a PQQ Submission being submitted. The Authority will take such steps as it considers appropriate,

which may include allowing such involvement, prohibiting the entity from being involved with more than one Candidate or making such involvement conditional on certain conditions being met.

Candidates shall not, without the prior approval of the Authority, enter into exclusive arrangements with any entity where the entity is a supplier of proprietary parts or services which are required for the performance of the Contract and which are not generally available in the marketplace. Where a Candidate is already party to such an exclusive arrangement as of the date of publication of the Pre-Qualification Documents the Candidate must inform the Authority promptly and the Authority will take such steps as it considers appropriate.

5.2 Evaluation Methodology

PQQ Submissions will be assessed in accordance with the criteria set out in Section 6 and 7 of this documents.

It is intended that the Qualification Stage will consist of the following steps, any of which may be conducted in parallel, or which may be conducted in a different sequence:

1. PQQ Submissions will be checked to ensure completeness and compliance with the provisions of the Procurement Documents. Candidates which do not comply with the provisions of the Procurement Documents may be excluded;
2. PQQ Submissions will be checked with regard to whether any of the criteria for exclusion are applicable to the Candidate, any Candidate Member, subcontractor, or entity being relied on.
3. PQQ Submissions from the remaining Candidates will be checked to ensure that Candidates meet the minimum qualification criteria (see Section 6). Candidates who do not meet the minimum qualification criteria will be excluded;
4. Candidates meeting the minimum qualification criteria are allocated to Contract Bands using based on the further qualification criteria (see Section 7).
5. The Authority will inform Candidates of the outcome of the evaluation of their PQQ Submissions; and
6. Any unsuccessful Candidate may resubmit for entry onto the Qualification System at any time.

5.3 Grounds for Exclusion

Subject always to the provisions of Article 57 of Directive 2014/24/EU and Regulation 57 of the European Union (Award of Public Authority Contracts) Regulations 2016 (SI 284 of 2016):

1. If any of the conditions set out in Articles 57(1) or 57(2) (first paragraph) of Directive 2014/24/EU or Regulations 57(1) or 57(3) of the 2016 Regulations apply to the Candidate (or any Candidate Member, in the case of a group), the Candidate shall be excluded from the competition;
2. If any of the conditions set out in Articles 57(2) (second paragraph) or 57(4) of Directive 2014/24/EU or of Regulation 57(4) or 57(8) of the 2016 Regulations apply to the Candidate (or any Candidate Member, in the case of a group), the Candidate may be excluded from a Call-Off Competition.

The Candidate (and each Candidate Member, in the case of a group) must provide a declaration in this respect in their completed ESPD. Any Candidate which is in one of the situations referred to above is invited to provide details of any factors or circumstances which it believes are relevant to the Authority's assessment of these grounds for exclusion. For example, where a Candidate is in one of the situations referred to above but has taken measures which it believes are sufficient to demonstrate its reliability, such Candidate may provide evidence of such measures to NTA for consideration in accordance with Regulation 57(12) – (18) of the 2016 Regulations.

Entities being relied upon as described in Section 9.1 of this Information Memorandum and any subcontractors proposed in respect of the contract, must also complete the declaration in Section 2 of the PQQ or in Part III of the ESPD. Subject again to the provisions of Article 57 of Directive 2014/24/EU and Regulation 57 of the 2016 Regulations, and provided the Authority is satisfied that it is otherwise compliant with law to do so:

- a. to the extent that any of the grounds listed in Regulations 57(1) or 57 (3) of the 2016 Regulations or Articles 57(1) or 57(2) of Directive 2014/24/EU applies to such entity/subcontractor, the Authority shall require that the Candidate replaces such entity/subcontractor with another entity/subcontractor to whom the grounds do not apply;
- ii. to the extent that any of the grounds listed in Regulations 57(8) of the 2016 Regulations or Article 57(4) of Directive 2014/24/EU applies to such entity/subcontractor, the Authority may require that the Candidate replaces such entity/subcontractor with another entity/subcontractor to whom the grounds do not apply.

In the event that the entity/subcontractor cannot be replaced with another entity/subcontractor to whom the grounds do not apply (including where the Authority concludes that to permit such replacement would be contrary to law), the Authority reserves the right to eliminate the Candidate from the Qualification System.

5.4 Additional Exclusion Grounds

The Authority reserves the right to exclude any Candidate from entry to the Qualification System should the Authority be of the view that the possibility of ultimately entering into any Call-Off Contract with a Candidate (bearing in mind any Candidate Members, entities relied upon or subcontractors) shall be contrary to any applicable law or regulation, including any applicable sanctions regime. Candidates are required to disclose in their PQQ Submission any issues giving rise to possible sanctions application.

6.0 PRE-QUALIFICATION CRITERIA – MINIMUM QUALIFICATION CRITERIA

To be eligible for admission to the Qualification System, Candidates must satisfy the minimum qualification criteria for participation set out below in Sections 6.1 to 6.4 inclusive. Each of these criteria will be assessed on a pass/fail basis and any Candidate not achieving a pass in any criterion will be excluded from the Qualification Stage. Candidates meeting the minimum qualification criteria will be assessed as to whether they meet the further qualification criteria (see Section 7.0) to be allocated to relevant Contract Bands.

Where the Candidate is a group, the following sections 6.1 to 6.4 indicate whether the relevant minimum criterion may be satisfied by the group as a whole and/or whether there are individual requirements for each Candidate Member.

In addition, Candidates and Candidate Members may rely on the capacities of other entities in order to meet the minimum criteria, as set out in section 9.1 of this Information Memorandum. Where reliance is placed on another Entity to meet the minimum qualification criteria, the following sections 6.1 to 6.4 indicate whether the relevant minimum criterion may be met by the Candidate/Candidate Member in reliance on the other entity and/or whether there are individual requirements that must be met by any Entity.

Candidates shall note that a substantive response to the criterion set out in this Section 6.3 Operation of Public Bus Services must be provided in the PQQ Submission. Candidates should not respond to Section 6.3 solely by way of ESPD and failure to provide a substantive response to this question may lead to elimination from the Qualification Stage.

Questions 6.1, 6.2 and 6.4 may be responded to by way of declaration only at this stage, subject to the Authority's right to verify such declarations at any time.

6.1 Economic and Financial Standing (Pass/Fail Assessment)

Please note: For the purposes of responding to the PQQ, Candidates are simply required to confirm that they meet the standard set out below and that they will provide the verifying details upon request.¹

The evaluation of a Candidate's economic and financial standing will be based upon an evaluation of the information provided under Section 3.A of the PQQ for the Candidate/Candidate Members and any entity being relied upon for the purpose of economic and financial standing, in the manner described below.

The "pass" in respect of this pass/fail requirement is as follows:

¹ Note that where verifying information is sought during a Call-Off Competition or in advance of entry into a Call-Off Contract, the Candidate will be required to show that it has the requisite financial capacity, to the Authority's satisfaction, to meet all financial requirements and contingencies that might arise from the Contract which is the subject matter of the relevant Call-Off Competition. This will be determined by reference to such updated financial information as is available at the relevant time. If a Candidate is unable to demonstrate the requisite financial standing in the context of a particular Call-Off Competition, the Candidate may be eliminated from the Call-Off Competition process notwithstanding its status as a Qualified Candidate pursuant to this Qualification System.

- a) a Candidate which is a single entity must have the financial capacity, to the Authority's satisfaction, to meet all financial requirements and contingencies that might arise from **at least a Band 1 Contract** if awarded to the Candidate.
- b) where a Candidate is a group or is relying on the resources of another entity or entities for the purpose of demonstrating economic and financial standing, the Candidate as a whole must have the requisite financial capacity, to the Authority's satisfaction, to meet all financial requirements and contingencies that might arise from at least **a Band 1 Contract** if awarded to the Candidate. Written confirmation from the entity providing the support must be included with the Candidate's submission (refer to Appendix 3 for form of written confirmation).

An analysis will be undertaken of the financial information provided in response to Section 3 of the PQQ following to a request by the Authority, at any time. The analysis may consider a range of financial indicators including (but not necessarily limited to) turnover, trading performance, liquidity ratios and gearing to verify that the pass/fail requirement is satisfied. No one financial indicator will be taken in isolation – an overall commercial judgement will be made on the basis of an assessment of the information requested in the PQQ and the information included in the responses provided by the Candidate, each relevant Candidate Member (in the case of a group) and any entity being relied upon for the purpose of demonstrating economic and financial standing (as relevant).

Candidates, and each relevant Candidate Member and/or entity(s) on whom reliance is being placed in order to satisfy the economic and financial standing minimum criteria, must provide the information required by Section 3 of the PQQ.

6.2 Possession of a Road Transport Operator Licence (RTOL) (Pass / Fail Assessment)

The "pass" in respect of this pass/fail requirement is as follows:

The Candidate must possess a current, valid, Road Transport Operator Licence issued by the Department of Transport.

The Authority reserves the right to seek a copy of such Road Transport Operator Licence before admission of the Candidate to the Qualification System (and the Authority also reserves the right to verify that the Candidate continues to hold a valid Road Transport Operator Licence before award of any Contract pursuant to the Qualification System or at any time during the term of the Qualification System).

Where the Candidate is relying on the resources of a parent or other entity for the purpose of compliance with this criterion, the information required in Section 4.A of the PQQ must be provided in respect of the entity being relied upon.

6.3 Operation of Public Bus Services (Pass / Fail Assessment)

The "pass" in respect of this pass/fail requirement is as follows:

The Contracting Entity (either itself or in reliance on another entity or entities), must demonstrate, in the five years immediately preceding the date of the Candidate's PQQ Submission, a minimum of three consecutive years' experience of operating Public Bus Services under a license or under a contract.

Operation of Public Bus Services is to be demonstrated by the information provided in response to section 4.B of the PQQ.

Candidates shall note that substantive responses to this section must be provided with the PQQ Submission (in addition to the ESPD). It shall not suffice for a Candidate to purport to respond to Section 4.B by way of ESPD only.

6.4 Safety Management (Pass / Fail Assessment)

A Candidate (whether a single Candidate or a group, and subject to its right to rely on other entities in accordance with Section 9.1) must confirm by completing Section 4.C of the PQQ whether they have been issued with any convictions, prohibitions, improvement notices or any similar claims or notices in any jurisdiction initiated or instituted by and any safety authority within the past 5 years.

Where such convictions, prohibitions, improvement notices or any similar claims or notices have been issued to a Candidate or Candidate Member, Candidates shall provide details of the incident(s) and the measures put in place to mitigate against the incident(s) happening again. Failure to adequately address the issues giving rise to the conviction, prohibition etc shall result in the Candidate's exclusion from the Qualification System.

The "pass" in relation to this requirement is that the Candidate and any Candidate Member has not been subject to any convictions, prohibitions, improvement notices or any similar claims or notices related to health and safety in the last 5 years OR, if it has been so subject, that it has taken measures to prevent further incidents which are deemed to be adequate by the Authority.

Candidates shall note that substantive responses to this section must be provided with the PQQ Submission (in addition to the ESPD). It shall not suffice for a Candidate to purport to respond to Section 4.C by way of ESPD only.

7.0 FURTHER PRE-QUALIFICATION CRITERIA – CONTRACT BAND ALLOCATION

The objective of this assessment is to determine which Contract Band is appropriate for each Candidate which is not otherwise eliminated.

7.1 Minimum Turnover Criterion

A Candidate (whether a single Candidate or a group, and subject to its right to rely on other entities in accordance with Section 9.1) must have an average annual turnover equal to or exceeding the minimum values in Table 1 below in the five years immediately preceding the date the Candidate submitted its PQQ Submission. Where this requirement is not met in respect of any of the values in Table 1 below the Candidate will not be admitted to the Qualification System.

In the event that any entity whose information is being provided in response to this Section 7.1 has been trading for less than five financial years, the minimum average annual turnover levels in Table 1 must be met for the financial years for which the entity in question has been trading.

Minimum turnover must be demonstrated as follows:

1. Completing section 5.A of the Pre-Qualification Questionnaire in relation to turnover; and
2. When requested by the Authority, at any time, of a copy of the Candidate's audited financial accounts substantiating the declared turnover.

The average annual turnover figures that a Candidate states in Section 5.A of its PQQ Submission will determine the Turnover Band for which the Candidate qualifies.

The Turnover Bands are set out in Table 1 below.

Turnover Band	Minimum Average Annual Turnover Levels (Euro)
1	250,000
2	850,000
3	1,700,000
4	3,400,000
5	8,500,000
6	17,000,000

Table 1 –Minimum Average Annual Turnover Bands

Candidates shall note that a substantive response to the above must be provided in section 5.A of the PQQ.

7.2 Minimum Fleet PVR Operation Experience Criterion

A Candidate (whether a single Candidate or a group, and subject to its right to rely on other entities in accordance with Section 9.1) must have experience in operating an annual average fleet PVR equal to or exceeding the minimum values set out in Table 2 below in the five years immediately preceding the date the Candidate submitted its PQQ Submission.

This must be answered by the Candidate by providing a response to section 5.B.1 of the PQQ.

In the event that any entity whose information is being provided in response to this Section 7.2 has been trading for less than five financial years, the above minimum average annual PVR levels must be met for the financial years for which the entity in question has been trading.

A Candidates average annual fleet PVR experience determines the “Fleet PVR Band” for which the Candidate qualifies.

Fleet PVR Band	Minimum average annual PVR Experience
1	1
2	5
3	10
4	20
5	50
6	100

Table 2 – Minimum average annual PVR Experience Bands

7.3 Allocation of Candidates to Contract Bands

Candidates, who have not been excluded under the pass/fail criteria set out in Section 6.0, and that meet the further qualification criteria in Section 7.1 and 7.2 above will be placed into Contract Bands (see Table 3 below) according to the average annual turnover and average annual PVR experience supplied with their PQQ Submission as described in Section 7.1 and 7.2.

Where a Candidate meets both the Fleet PVR Band and Turnover Band required for a particular Contract Band, the Candidate will be allocated to that Band.

Where a Candidate meets either of the Fleet PVR Band or the Turnover Band, but not both, the Candidate will be assigned to the Contract Band in respect of which the Fleet PVR Band or the Turnover Band (as applicable) is met.

For example, where a Candidate with experience of operating an annual average fleet PVR of 10 (which meets the Fleet PVR Band for Contract Band 3) and has an average annual turnover of €1,000,000, (which meets the Turnover Band for Contract Band 2), the Candidate will be allocated to Contract Band 2, as the threshold for the Turnover Band in Contract Band 3 is not met.

Contract Bands	Turnover Band	Fleet PVR Band
1	1 (250,000-849,999 euro)	1 (1-4 vehicles)
2	2 (850,000–1,699,999 euro)	2 (5-9 vehicles)
3	3 (1,700,000–3,399,999 euro)	3 (10-19 vehicles)
4	4 (3,400,000-8,499,999 euro)	4 (20-49 vehicles)
5	5 (8,500,000-16,999,999 euro)	5 (50-99 vehicles)
6	6 (17,000,000+ euro)	6 (100+ vehicles)

Table 3 – Contract Band

In terms of identifying which Contract Band(s) to which a particular Call Off Contract will be made available, the Authority envisages that it will take the following approach for each Call Off Competition in a particular Region:

- a) The Authority will identify the appropriate Fleet PVR Band relevant by reference to the anticipated maximum PVR of the particular Contract. Therefore, an estimated maximum PVR of 4 vehicles would indicate that the appropriate Fleet PVR Band is Band 1;
- b) The Authority will consider the turnover based on the approach that the appropriate minimum Turnover Band for a particular Contract will generally correspond with the value of the particular Contract. Therefore, where the annual estimated value of a particular Contract is e.g. €1,500,000, the Contract would be allocated to Turnover Band 2.
- c) The Authority will then attribute the Call Off Contract to the Contract Band corresponding to the higher of the Fleet PVR Band and the Turnover Band. Therefore, in the examples made in paragraphs a) and b) above, Qualified Candidates in Contract Band 2 and above will be invited to participate in the Call Off Competition. This is because
 - i. The Turnover Band (2) is higher than the Fleet PVR Band (1); and
 - ii. Qualified Candidates in Contract Bands 3, 4, 5 and 6 will also be invited, as Candidates meeting the requirements for entry into Contract Bands 4, 5 and 6 would also meet the requirements for entry to Contract Band.

The Authority reserves the right to make certain opportunities available only to Qualified Candidates within a higher Contract Band than would be determined by the above provisions, where the requirements of the particular opportunity (e.g. in relation to risk, complexity) would justify same.

Where a Contract has estimated PVR/turnover requirements which fall *within* a band, the invitation to tender shall be extended to all Qualified Candidates within the relevant Contract Band within the relevant Region (subject to the remainder of the provisions set out above). For example, if a contract has been allocated to Contract Band 3 including because it has an estimated max PVR of 15, Qualified Candidates within Contract Band 3 and above in the relevant Region shall be invited to tender, even if that Candidate gained admission to PVR Fleet Band 3 by demonstrating PVR of 11).

7.4 Allocation of Candidates to Regional Tender preferences

1. In Section 9 of the PQQ Candidates will select the regions they wish to tender for bus services contracts, where the services are anticipated to operate wholly or partially within that region. Candidates can select multiple regions. For the purpose of the Qualification System, the country has been split into six regions which are: Leinster (excluding routes entirely within Dublin metropolitan area),
2. Ulster (excluding Northern Ireland),
3. Munster,
4. Connacht,
5. Dublin metropolitan area and
6. Cork metropolitan area.

A map of the Leinster, Ulster, Munster and Connaught provinces is at Figure 1 of Appendix 2. A map demonstrating the Dublin and Cork metropolitan areas is at Figure 2 and 3 of Appendix 2.

8.0 FORMAT OF RESPONSES

Candidates must complete the Pre-qualification Questionnaire, (Document 2 of 2 of the Pre-Qualification Documents), which must be returned to the Authority in accordance with the instructions in Section 11 below. Candidates must submit a completed ESPD as part of their response to the Pre-Qualification Questionnaire (in addition to any other information required by the Procurement Documents).

The Authority reserves the right to seek further evidence substantiating the PQQ Submissions (including the ESPD) at any time. Any Candidate who cannot provide any information required by the Authority within the timeframe specified by the Authority (as may be extended at its discretion) or whose evidence demonstrates that the minimum qualification criteria in Section 6 (or the further qualitative criteria in Section 7) are not met, will be excluded from the Qualification Stage or the Qualification System or Call-Off Competition (as may be applicable).

9.0 GENERAL PROVISIONS

9.1 Groups

Where the successful Candidate is a group, it is currently anticipated that the Authority shall enter into the Contract with the lead member of the group identified in the Candidate's PQQ Submission (the Lead Member), and such Lead Member will be required to be liable for the performance of the Contract, with other members of the group entering into collateral warranties with the Authority if the Authority so requires. However, the Authority reserves the right to require the group to contract on any other basis the Authority considers appropriate, including but not limited to, joint and several liability.

9.2 Information provided by Candidates

Candidates are referred to the Data Protection Notice set out in Appendix 1.

The Authority is subject to the provisions of the Freedom of Information Act 2014 and other legislation in relation to access to information. Therefore, where Candidates consider any information, they provide in the course of this competition to be commercially sensitive or confidential in nature, the Authority shall be so advised and the reasons specified. The nature of the documentation may then be taken into account by the Authority in considering requests, if any, for access to such information under applicable legislation.

Candidates shall note that, on conclusion of the Contract, that agreement and associated documents will be open to public examination to the extent required by the Freedom of Information Act 2014 or any act amending or replacing it, or any other legislation in relation to access to information.

Statutory requirements will, in all circumstances, supersede all the stated requirements of the various parties.

9.3 Publicity

Candidates shall note that, save as provided for under section 9.2 above, the Authority shall have the right to publicise or otherwise disclose to any third party, information regarding the Qualification System including the awarding of any Contract, details of Candidates or Tenderers, and the details any the Successful Tenderer, including details of the tendered cost of the Services to be acquired.

Candidates shall not at any time release information concerning this Qualification System and/or accompanying documentation and/or any Call-Off Competition for publication in the press or on radio, television, screen or any other medium.

9.4 Conflict of interest

Sections 9.2 and 9.3 will apply to actual or potential conflicts of interest including, without limitation, those arising from either:

- (A) a Candidate's involvement (or the involvement of any Candidate Member or advisers to the Candidate or Candidate Member) with the procurement process for Public Bus Services in a capacity other than that of a Candidate; or

(B) a Candidate's involvement (or the involvement of any Candidate Member) in or with another Candidate.

With regard to (A) above, where Candidates or Candidate Members or any of their advisers, contractors, consultants, servants or agents are or have been in the past, an adviser, contractor, consultant, servant or agent to the Authority, in relation to Public Bus Services, such involvement will be deemed by the Authority for the purpose of this section 9.4 to be a conflict of interest. The Candidate should contact the Authority in accordance with section 9.4.2 and the Authority will advise on the appropriate course of action.

For the avoidance of doubt, both (A) and (B) are deemed to be conflicts of interest for the purpose of this section 9.4.

9.4.1 Rules Applying to Candidates

No entity may be involved with (including acting as advisor to) more than one Candidate without the prior approval of the Authority, except where the entity is a supplier of proprietary parts or services which are required for the Public Bus Services which may be the subject of any Call-Off Competition and which are not generally available in the marketplace.

Candidates shall not, without the prior approval of the Authority, enter into exclusive arrangements with any entity where the entity is a supplier of proprietary parts or services which are required for the Public Bus Services which are the subject of any Call-Off Competition and which are not generally available in the marketplace. Where a Candidate is already party to such an exclusive arrangement as of the date of publication of this Information Memorandum, the Candidate must inform the Authority in accordance with section 9.4.2 below.

9.4.2 Obligation to disclose actual or potential Conflicts of Interest

Any situation giving rise to a conflict of interest or potential conflict of interest (including without limitation the situations identified in this section 9.4), must be fully disclosed to the Authority as soon as it becomes apparent. The Authority shall, in its absolute discretion, decide on the appropriate course of action which may involve *inter alia* the exclusion of the relevant Candidate or Candidate Member from the Qualification Stage, Qualification System or Call-Off Competition (as the case may be) or permitting the relevant involvement to continue subject to any safeguards deemed appropriate by the Authority being agreed, put in place and observed.

9.5 Costs

The Authority will not be liable in respect of any costs incurred by Candidates in this Qualification Stage, including in the preparation of PQQ Submissions, or any associated work effort. It is the responsibility of Candidates to ensure that they are fully aware and understand the requirements as laid out in this document.

Candidates will also be responsible for any costs incurred by them in the event of their being required to attend for interview and/or make a presentation of their PQQ Submission or clarify any aspect of their PQQ Submissions.

9.6 Authority Right of Clarification

The Authority reserves the right to seek clarification of PQQ Submissions (and may seek further information) where it considers appropriate to do so. However, Candidates should not assume that they will have any opportunity to clarify any aspect of their PQQ Submission and should ensure that their PQQ Submission is clear and complete.

9.7 Tax Clearance Certificate

Subject to the following paragraph, it is a condition for the award of the contract that the Successful Tenderer in a Call-Off Competition must be able to produce for inspection a valid Tax Clearance Certificate or Tax Access Code and Tax Registration Number from the Irish Revenue Commissions in advance of the start date. The Successful Tenderer (if awarded a Contract) shall continue to hold, in good standing, current issues of all such certificates for the duration of the Contract.

Either the Tax Clearance Certificate or statement from the Revenue Commissioners or the Tenderer's Tax Clearance Access Number and Tax Reference Number must be provided to the Authority within 28 days of a request for same, or such longer period as the Authority may determine.

When supplying the Tax Clearance Access Number and the Tax Reference Number a Successful Tenderer acknowledges and agrees that the Authority has the permission of the Successful Tenderer to verify its tax cleared position online.

9.8 Insurance Certificates

It is a condition for the award of any Contract that the Successful Tenderer must be able to produce for inspection valid insurance certificates and letters for the required insurances.

9.9 Prompt Payment of Accounts Act

The Authority is subject to the provisions of the Prompt Payment of Accounts Act 1997 (as amended).

9.10 English Language

All documents submitted to the Authority, including any correspondence shall be in English. In circumstances where an original document which is to form part of the PQQ Submission or correspondence with the Authority, is not in the English language, the Candidate must provide an accurate English translation together with a copy of the original document. In the event of any discrepancy or difference between various languages, the version in the English language shall prevail.

The working language of a Contract will be English.

9.11 Non-compliant PQQ Submissions

If a Candidate fails to comply in any respect with the requirements set out in the Pre-qualification Documents, the Authority shall be entitled but not obliged to take such action as it considers appropriate, including but not limited to:

- Rejecting the relevant PQQ Submission as non-compliant;
- Without prejudice to the Authority's right to reject the PQQ Submission:

- a. Meeting with, raising issues and/or seeking clarification from the Candidate in respect of the relevant PQQ Submission;
- b. Requesting the Candidate to provide information or items which has/have not been provided or has/have been provided in an incorrect form;
- c. Waiving a requirement which, in the Authority's opinion, is minor or procedural; and/or
- d. Amending the relevant requirements of the Pre-qualification Documents and inviting Candidates to adjust their PQQ Submissions on the basis of such revised requirement.

9.12 Reliance on Capacities

Where, in order to prove its suitability for the Qualification System, a Candidate or a Candidate Member wishes to rely on the capacities (including, for the avoidance of doubt, turnover) of entities or undertakings with which it is directly or indirectly linked, whatever the legal nature of those links may be (including, for example, but not limited to, reliance on a parent company's capacities), the Candidate must demonstrate the commitment of such other entity to provide the necessary capacities. This confirmation should take the form of a letter, as set out in Appendix 3 and Appendix 4, from the entity providing the resources, confirming that those resources are available to the Candidate. If availability of resources being relied upon is not established to the satisfaction of the Authority, the Authority will assess the suitability of the Candidate without taking into account the resources of the entity being relied on. A guarantee from such entity may subsequently be required as a condition of any Contract award.

Any entity being relied upon in accordance with this section 9.12 must complete an ESPD and such completed ESPD must be included in the PQQ Submission.

A guarantee or other commitment from such entity may be required as a condition of contract award.

9.13 Prior Knowledge

Candidates must not make assumptions that Authority or any of its advisors has prior knowledge of their organisation or their service provision. Candidates will be evaluated on the information provided in their PQQ Submission, which may be clarified in accordance with the provisions of this Information Memorandum.

9.14 Confidentiality

Candidates must treat their PQQ Submissions and their participation in this Qualification System as confidential.

In the event of a PQQ Submission not being submitted, or being unsuccessful, the Authority may require that the whole of the documentation issued by the Authority in connection with the Qualification System, together with all copies made, shall be returned to the Authority or destroyed, at the Authority's discretion.

10.0 INFORMATION AND COMMUNICATIONS

10.1 Amendments and/or Clarifications

If the Authority is of the opinion that a clarification of and/or amendment to the Pre-qualification Documents and/or additional information is required to be issued, then the Authority shall be entitled to make any such clarification of and/or amendment to the Pre-qualification Documents and/or issue such additional information at any time (even where arising from a confidential query).

10.2 Communications and Queries

All queries regarding any element of these Pre-qualification Documents must be forwarded to the Authority via the eTenders website (Question and Answer function) at www.etenders.gov.ie.

Candidates may not address queries to, or communicate with, the Authority other than in the manner provided for in this Section 10. Queries may not be made verbally or by any other means, and the Authority reserves the right to eliminate any Candidate who attempts to engage in canvassing.

The Authority will, if appropriate, circulate to all Candidates copies of all queries submitted pursuant to this Section 10, together with the Authority's responses thereto, by posting the responses to the queries via the Irish Government's e-tenders website, www.etenders.gov.ie. Accordingly, it is critical that Candidates record their interest in this request via the www.etenders.gov.ie website. Otherwise, a Candidate may not receive a breakdown of queries submitted along with the Authority's responses.

The Authority will endeavour to respond to all reasonable queries/requests received.

The Authority reserves the right to respond separately to a Candidate's query if, in the Authority's absolute opinion, the response should be treated as confidential to that particular Candidate.

The Authority does not accept responsibility for any communications issued which are missed or not received by Candidates, or for communications issued by Candidates, which are not received by the Authority.

If a Candidate believes a query and/or its response relates to a confidential aspect of its PQQ Submission, it must mark the query as "confidential". If the Authority agrees that the query and/or its response should be answered confidentially, the Authority will (subject to section 3.8) send a response only to the Candidate that submitted the query. If the Authority is of the opinion that it would be inappropriate to answer the query/request on a confidential basis it will notify the Candidate and require the Candidate to either withdraw the query or to raise any objection within 2 days of such notification and state the grounds for its objection. If the Candidate does not withdraw the query/request or raise any objection within the specified period, or if the Authority is of the opinion that notwithstanding the objection of the Candidate, the query/request is not confidential, the Authority may issue the query and its response to all of the Candidates.

Subject to the above, it will be a requirement that all exchanges shall be kept confidential by the Candidates and their respective advisers, consultants, funders, contractors, servants and agents. Candidates may also be asked to enter into undertakings of confidentiality should it become appropriate to release confidential information to them.

Notwithstanding the provisions of the paragraph above, the Authority shall have the right to publicise or otherwise disclose to any third-party information regarding the Qualification System, the identity of the Candidates and/or Candidate Members, the procurement process and the Pre-qualification Documents at any time (including where arising as part of a confidential query).

10.3 Change in Circumstances

The information submitted in a PQQ Submission (in particular, but without limitation, regarding the circumstances or structure of a Candidate, the Contracting Entity, the shareholding or role of a Candidate Member,), may only be changed following the submission of the completed PQQ Submission, with the consent of the Authority. The Authority reserves the right, at its absolute discretion, to withhold such approval for any such change and to disqualify the Candidate from further participation in the Qualification System

The Candidate's choice of legal structure (e.g. joint venture/ incorporated/ unincorporated) will not be relevant in assessing eligibility at this time (however the Authority reserves the right to require the Candidate to assume a specific legal form for the purpose of entry into the Contract, if successful).

11.0 RETURN OF PQQ SUBMISSIONS

Candidates shall submit an electronic copy of the PQQ Submission which should be submitted via www.etenders.gov.ie. PQQ Submissions must be capable of being read in “PDF” or “MS-Office” format.

The PQQ Submission should be submitted via the eTenders web portal available on www.etenders.gov.ie. Candidates may submit a PQQ Submission at any time until further notice is given by the Authority. Candidates are entitled to submit updated PQQ Submissions should their circumstances change. To be considered for any Call-Off Competition PQQ Submissions must be received by the Authority at least five business days in advance of the issuing of an ITN for the relevant Call-Off Competition.

The first Call-Off Competition arising from this Qualification System shall not commence for at least 20 Business Days after the initial publication of the Pre-Qualification Documents.

12.0 POST-SUBMISSION PROCEDURES

Without prejudice to the Authority’s other rights, if a PQQ Submission fails to comply in any respect with this Information Memorandum and/or the PQQ or is ambiguous or unclear, the Authority shall be entitled at its absolute discretion (but shall not be obliged) to take such steps as it considers appropriate including but not limited to the following:

- a) to reject the relevant PQQ Submission; or
- b) without prejudice to the Authority’s right to reject the PQQ Submission:
 - i. to meet with, raise issues and/or seek clarification from the Candidate in respect of the relevant PQQ Submission;
 - ii. to request the Candidate to provide the Authority with information or items which have not been provided or have been provided in an incorrect form;
 - iii. to waive a requirement which, in the opinion of the Authority, is minor or procedural; and/or
 - iv. to amend a requirement and invite all Candidates to adjust their respective PQQ Submissions on the basis of such amended requirement in compliance with applicable law.

Appendix 1 – Data Protection Notice

As part of your response to the Pre-Qualification Documents for the Qualification System, or any Call-Off Competition, you may provide personal data relating to you or your organisation, employees or other third parties. In the Pre-Qualification Documents or in Call-Off Competition, , “Data Protection Law” means all applicable data protection law including, with effect from 25 May 2018, the General Data Protection Regulation (Regulation (EU) 2016/679) and the Data Protection Act 2018; and the terms ‘personal data’, ‘process’, ‘controller’, ‘processor’ and ‘data subject’ shall have the meanings given to them under Data Protection Law.

Where you provide personal data relating to third parties, you must ensure that such third parties are made aware of the contents of this Data Protection Notice in full.

Where such personal data is provided, the relevant controller is the Authority. If you have any questions about our use of your personal data, please contact us at privacy@nationaltransport.ie. Alternatively you can get in touch with our Data Protection Officer at privacy@nationaltransport.ie.

We may process the following personal data as part of this competition:

- Name;
- Contact details;
- CV details (including but not limited to qualifications, education, experience, previous roles and responsibilities etc.);
- Details of proposed role(s) and responsibilities on this contract;
- Referee details; and
- Any other data provided by you as part of your submission.

We collect personal data from you directly, and from the following sources:

- Your organisation;
- Other members of your consortium;
- Referees;
- Revenue.ie; and
- etenders.gov.ie.

Any personal data provided will be processed for the purposes of the competition, the administration of any contract awarded on foot of this competition, reporting to any regulators or oversight bodies and/or any disputes relating to the competition or the contract. Our legal basis for processing such personal data in accordance with the provisions of this Data Protection Notice is that it is necessary for the exercise of official authority vested in us.

In connection with the above, we may disclose your personal data to various recipients including:

- Your employer;
- Other members of your consortium;
- Our third party service providers, such as advisors and contractors;
- Regulators or oversight bodies;

- Office of the Revenue Commissioners; and
- Our employees.

If you are unsuccessful as part of this Qualification Stage or a Call-Off Competition, such personal data will be retained until three years after your PQQ Submission, or in the case of a Call-Off Competition the conclusion of the tender process or the award of a Contract to the successful party, whichever is later. If you are successful, and you are admitted to the Qualification System, such personal data will be retained in accordance with our Record Retention Policy.

Any data subjects in respect of which we hold or process personal data have rights in relation to their personal data, including the right to request access to their data and, in certain circumstances to request rectification, erasure or restriction of the processing of their personal data. All such data subjects have the right to lodge a complaint with the Irish supervisory authority, the Data Protection Commission.

The PQQ Documents set out, in respect of each criterion or requirement, whether a response (including any personal data required in order to respond to the criterion or requirement) is required in order to avoid elimination from this Qualification Stage. Even where a failure to respond or to provide relevant personal data will not, of itself, lead to elimination, failure to provide such personal data may affect the completeness or quality of your response to the PQQ Documents (which may affect the assessment of such response).

Appendix 2 – Tender Region Preference Area Maps



Figure 1 – Connaught, Leinster, Munster & Ulster regions

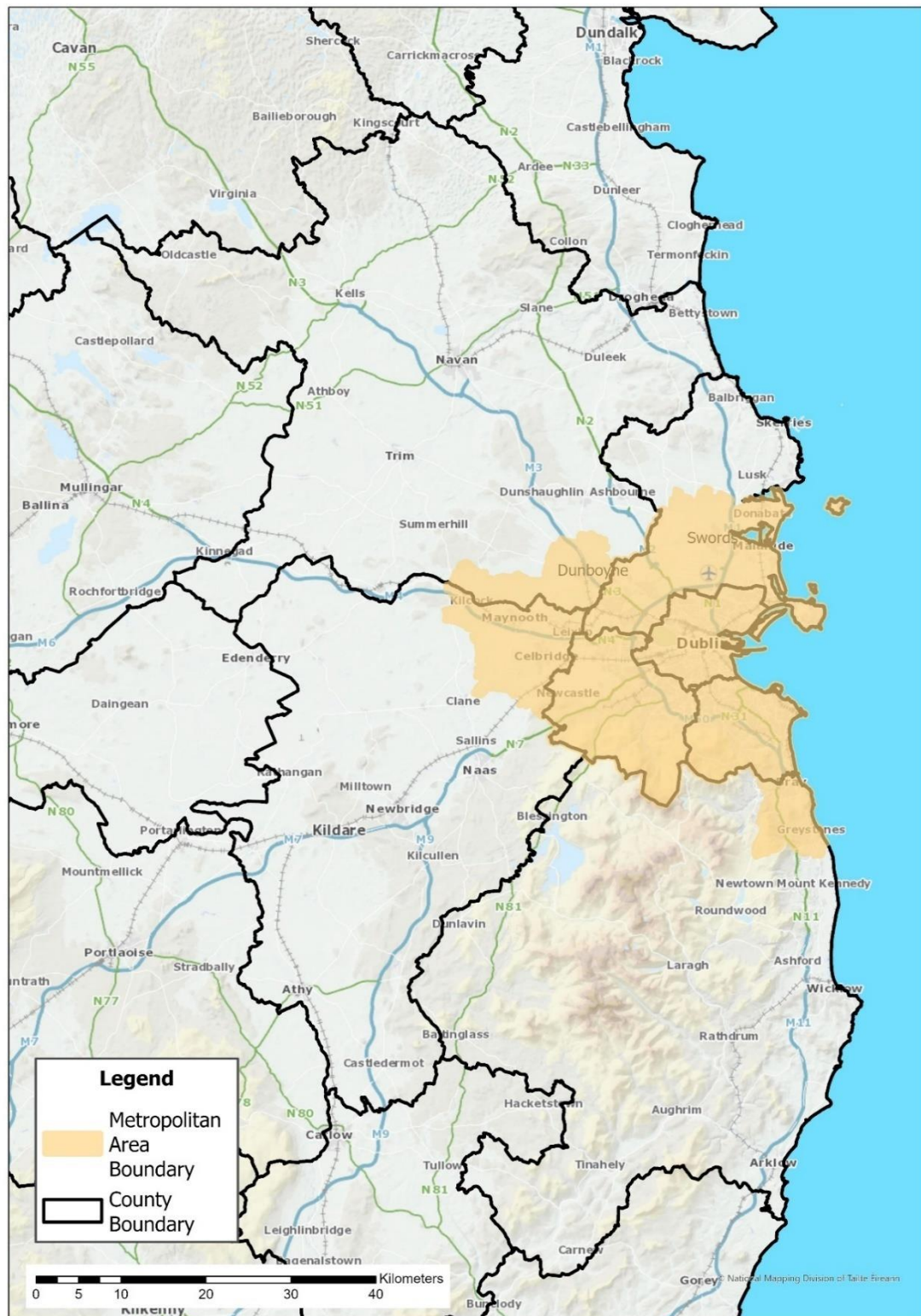


Figure 2 – Dublin Metropolitan Region

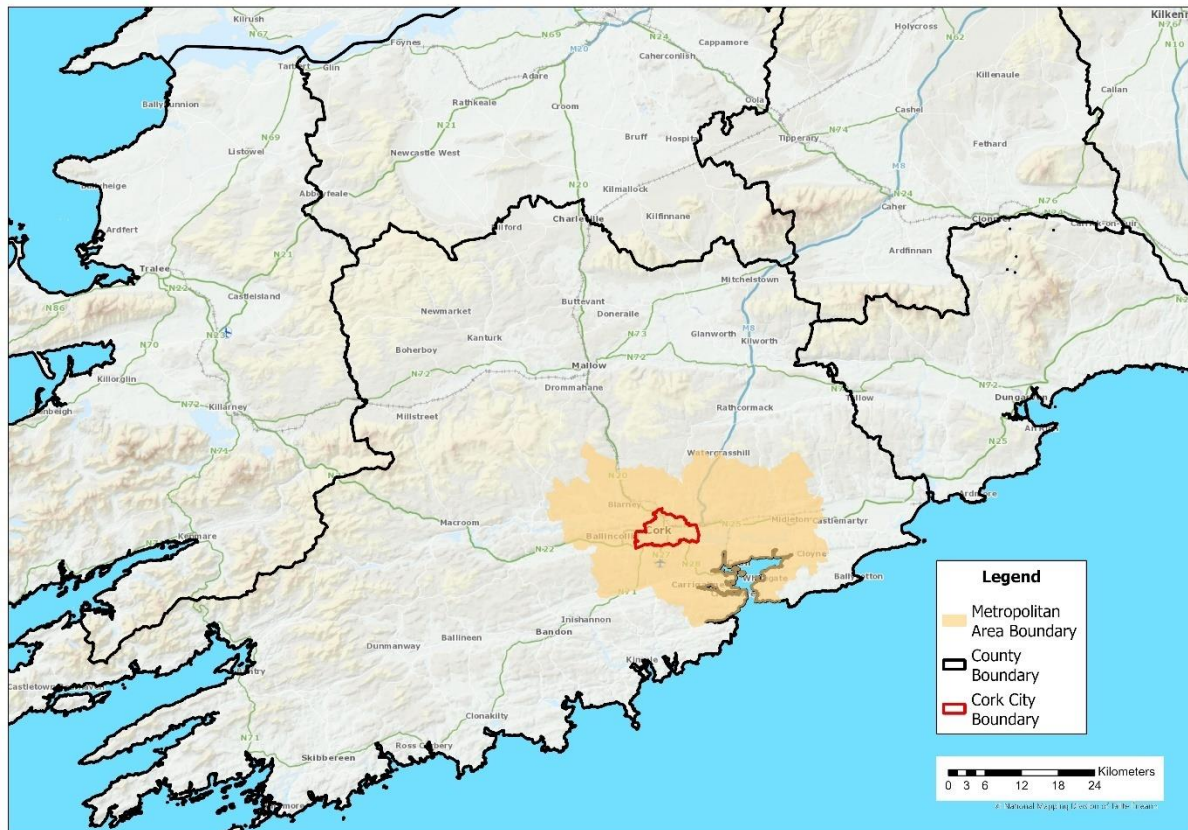


Figure 3 – Cork Metropolitan Region

Appendix 3 – Form of Letter Confirming Financial Resources are Available to the Candidate

To whom it may concern,

Re: Qualification System to provide Public Bus Services in Ireland

PQQ Submission by **[Candidate name]**

Financial Resources

We understand that **[Candidate name]**, is relying on our economic and financial standing in the above Qualification System and requires confirmation that those financial resources are available to it.

Accordingly, we confirm that we can provide the financial resources identified in the PQQ Submission to facilitate **[Candidate name's]** participation in the Qualification System. In addition, if the Candidate is admitted to the Qualification System, then we will provide a guarantee to you in a form approved by the Authority that those financial resources will be made available for the duration of the Qualification System.

Yours faithfully,

Authorised representative of guarantor of financial resources

Appendix 4 – Form of Letter Confirming Resources/Technical Ability are Available to the Candidate

To whom it may concern,

Re: Qualification System to provide Public Bus Services in Ireland

PQQ Submission by [**Candidate name**]

Resources/Technical Ability

We understand that [**Candidate name**], is relying on our resources/technical ability to meet minimum criteria for the above Qualification System and requires confirmation that those resources are available to it.

Accordingly, we confirm that we can provide the resources identified in the PQQ Submission to facilitate [**Candidate name's**] participation in the Qualification System. In addition, if the Candidate is admitted to the Qualification System, then we will provide a guarantee to you in a form approved by the Authority that those resources will be made available for the duration of the Qualification System.

Yours faithfully,

Authorised representative of guarantor of technical resources