

# Terms of Reference (ToR)

## Aviation Act investment project group<sup>1</sup>

### Purpose of the Terms of Reference

These Terms of Reference (ToR) set out the objective of the Aviation Act investment project group (*Wet Luchtvaart projectgroep investeringen*, abbreviated to WL project group), when the Aviation Act investment project group convenes (at what moments), the content of the meetings and the applicable agreements. The ToR is based on the Aviation Act which has come into force on 1 July 2017.

### Definitions

**Estimate:** An estimate of the project expenditure associated with the functional specifications.

**Functional specifications:** The functional specifications are the same as the System Requirements Specifications (SRS). 'A structured overview of the relevant system, the available space, a description of the required functionalities, the context of the system, the identified interfaces with other systems in the environment, the requirements set for the system, as well as a description of the design choices made' (international System Engineering definition).

**Change Board:** The Schiphol Group decision-making body for investment projects.

**Scope change:** A change (addition to/increase) in the System Requirements Specifications (SRS) after the moment of setting of the estimate and/or the budget. Such a change is not necessary in order to realise the original defined scope (functional specifications).

**Change:** Unforeseen or foreseen adjustment/change after the moment of setting of the estimate and/or the budget that is necessary in order to realise the original defined scope of the project (the functional specifications).

**Budget:** The budget is equivalent to the total price stated by the successful tenderer(s) in their tender, the expenditure on works contracted for the investment project outside the tendering process, such as a framework contract and change-related activities, the expenditure of the Schiphol organisation, the capitalised costs of the work in progress and the risk provisions (These risk provisions will not be part of the efficiency incentive measure (see the section on determination of the efficiency incentive in the 'Protocol implementing the Aviation Act efficiency incentive for investment projects', for the determination rules).

**Risk:** An uncertain event or series of events that, when they occur, would have an impact on the achievement of the investment project objectives. A risk is measured based on the likelihood of an identified threat occurring combined with the extent of its impact on the objectives. A risk budget contains provisions for mitigating risks and/or absorbing the effects of the risks that have occurred.

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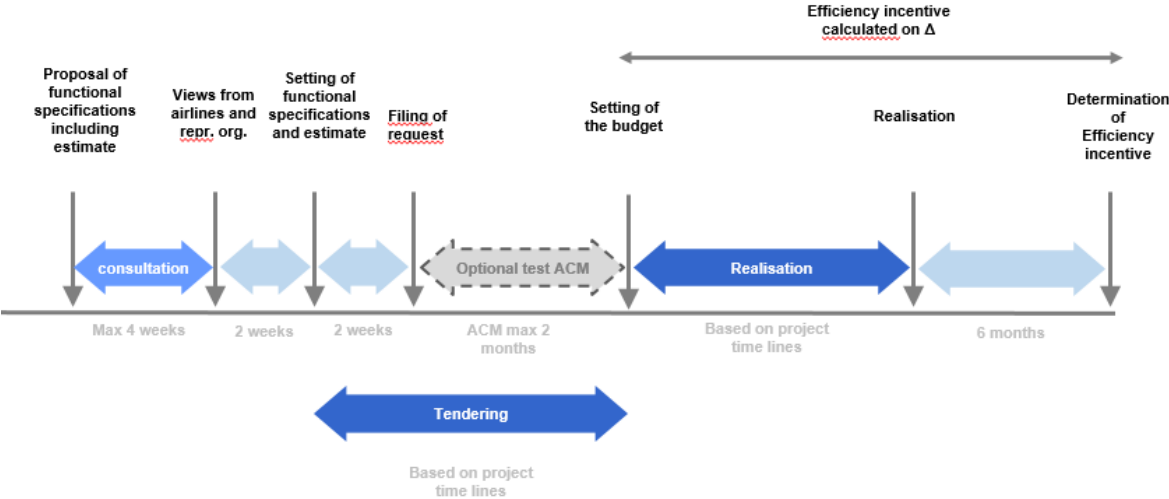
<sup>1</sup> This text is a translation of the original Dutch document. In the event of a difference of understanding, the Dutch text will prevail.

**Realisation:** A project has been realised if all products/constituent products have been delivered operationally and have been put into operation.

**Determination of the efficiency incentive:** The variance between the actual capital expenditure (excluding the risk control expenditure) for the Aviation part and the budgeted expenditure (excluding the risk provisions) for the Aviation part will be determined six months after realisation of the investment project (see determination of the efficiency incentive in the 'Protocol implementing the Aviation Act efficiency incentive for investment projects', for the determination rules).

**Tender procedure:** Ensuring an ethical, transparent, objective, non-discriminatory and efficient procurement process in tendering for works, goods and services in accordance with European law and national laws and regulations.

**Consultation process timeline**



NB: Consultation takes place before commencing the design phase. The estimate may change in the course of the design phase.

NB: 'Tendering' can also be interpreted as awarding a contract to a main contractor. This procedure self-evidently has a shorter duration than the tender process.

For an overview of the entire process, please see the 'Protocol implementing the Aviation Act efficiency incentive for investment projects'.

**Objective of the Aviation Act investment project group**

The objective of the Aviation Act investment project group is to offer users an optimal price-quality ratio and to formulate a realistic budget for investment projects.

The objective of the Aviation Act investment project group excludes making decisions on whether or not a project, a project component or a scope change should be implemented. The responsibility for decision-making lies with Schiphol Group (without prejudicing the consultations on the investment programme pursuant to Section 8.25de of the Aviation Act).

## **When does the Aviation Act investment project group convene?**

The Aviation Act investment project group convenes for the purpose of:

1. Providing information on the content of the project, and planning and making (any) supplementary process agreements regarding the ToR.
2. Consultation (providing explanatory information and answering questions) on the proposed estimate, including the assumptions and the functional specifications.
3. Providing information on and substantiating changes in the estimate arising from the design phase.
4. Setting of the budget following the tender procedure and/or the award of contracts, including providing explanatory information and answering questions.
5. Setting of the efficiency incentive for the relevant project.
6. Exceptional and unforeseen circumstances<sup>2</sup>.
7. A scope change in the relevant investment project (meetings 2 and 4).

The nature, scale and dynamics of the project may impact the process as a result of timing and phasing.

## **Information to be provided to the Aviation Act investment Project Group**

The following information should be submitted to the Aviation Act investment project group one week in advance of the above meetings:

1. A concise description of the project, the project schedule and the ToR.
2. The notification of the proposal of the estimate, including the assumptions and the functional specifications.
3. A specification of the adjusted estimate, including substantiation of the changes arising from the design phase.
4. The budget to be set, including substantiation of the changes against the adjusted estimate, following the tender procedure and/or award of the contract.
5. An overview of the calculation of the amount of the efficiency incentive.
6. An explanation of the exceptional and unforeseen circumstance.
7. A description of the scope change(s) together with the corresponding estimate and the change in the functional requirements.

## **Agreements with the Aviation Act investment project group**

### **General**

- Users and the representative organisations that register for participation to the Aviation Act investment project group are expected to attend and actively participate in meetings in view of the required explanatory information and commitment (see the Explanatory Memorandum).

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<sup>2</sup> For a description of exceptional and unforeseen circumstances, see Article 23 of the General Administrative Order

- Users and representative organisations that register for participation to the Aviation Act investment project group are required to provide their personal data and any changes in their data (on a timely basis) in connection with data privacy and the assignment of rights to the secured website.
- Members of the Aviation Act investment project group are required to sign an attendance list to confirm their presence at each meeting.
- All the information provided must be treated as strictly confidential and may not be shared with anyone outside the Aviation Act investment project group. Each member of the Aviation Act investment project group must sign a confidentiality agreement in advance before gaining access to meetings and documentation.
- English will be used as the working language for meetings as well as for the minutes of meetings (unless agreed otherwise by the Aviation Act investment project group). The functional specifications, the cost review and the estimate will be drawn up in the Dutch language as standard. If available in English, this information will also be shared in English.
- Schiphol will take summary minutes of each meeting, which will be shared with the members of the relevant Aviation Act investment project group.
- The members of the Aviation Act investment project group must duly confirm in advance whether they will attend a meeting.

#### **Consultation process**

- The proposal consists of an estimate, including the assumptions and the functional specifications. The proposal will be made available to the members on the website (further details to be provided) at least one week before the meeting in which the proposal will be clarified.
- At least one week after the proposal has been issued, a meeting will be held in which the proposal will be concisely explained, followed by a question and answer session.
- The members of the Aviation Act investment project group have an opportunity to submit their views in writing to Schiphol within a maximum period of four weeks (to be determined in consultation with the project group members) following notification of the proposal of the estimate and the functional specifications of an investment project.
- Upon expiry of the deadline for the submission of views, Schiphol has a period of two weeks in which to respond to the views (in writing) to the Aviation Act investment project group.
- After having responded to the views submitted stating reasons, Schiphol will set the estimate and the functional specifications by means of publication on the website.
- For the sake of transparency and efficiency, aside from responding to the views submitted, Schiphol does not separately respond to letters from individual airlines referring to content of the process of the efficiency incentive measure. Given that the set estimate may change following the design phase, Schiphol will notify the members of the Aviation Act investment project group of any changes, providing substantiation thereof.
- At the end of the tender process and/or upon awarding the contract, Schiphol will publish an announcement to that effect on the website and inform the participants in the Aviation Act investment project group by email of the setting of the budget for the investment project.

- Upon completion of the realisation phase, Schiphol will notify the Aviation Act investment project group that the products/assets have been taken into operation by publishing an announcement to that effect on the Schiphol website.
- In the event of a scope change following the setting of the budget, Schiphol will clarify the consequences for the budget, extrapolating the costs associated with the relevant investment project or project components, and submit a new proposal to the Aviation Act investment project group for consultation purposes.
- The budget will be adjusted and set as a result of a scope change.
- In the event of exceptional and unforeseen circumstances<sup>1</sup>, Schiphol will state what exceptional or unforeseen circumstance has occurred and what its impact is on the set budget. In this case, Schiphol will set a new budget.
- Should an investment project need to be delivered urgently or ahead of schedule, as stated in the 'Protocol implementing the Aviation Act efficiency incentive for investment projects', a decision can be taken in association with the Aviation Act investment project group to derogate from the procedure.

### **Schiphol's decision-making process**

- After the functional requirements have been defined on the basis of a global design as well as the corresponding estimate for the investment project, a proposal will be submitted to the Change Board for approval along with the request to commence the design phase. Following the approval of the Change Board, this proposal will be submitted to the Aviation Act investment project group for consultation purposes (meeting 2).
- Upon completion of the design phase, an adjusted estimate will be drawn up for the investment project. This proposal will be submitted to the Change Board for approval along with the request to commence implementation of the investment project. Following the approval of the Change Board, the adjusted estimated will be communicated to the Aviation Act investment project group (meeting 3).
- In the event of any scope changes in the investment project, this proposal (change in the functional requirements) together with the corresponding estimate will be submitted to the Change Board for approval with the request to commence implementation of the scope change. Following the approval of the Change Board, the proposal will be submitted to the Aviation Act investment project group for consultation purposes (meetings 2 and 4).