

## **Base Scenario to contracting HSL-transport**

- Working Hypothesis
- Version 9/3/1999

### ***Purpose of this document***

This is a working document to facilitate discussions and development of assumptions regarding the contracting strategy for transport over HSL-South. It does not imply any decision making on the issues described. A more developed document will be presented for decision making in May 1999.

Please note that this document includes the procedure for directly contracting NS. The possibility of a tender would keep the pressure on NS to come up with a good bid. Should this route be taken extreme caution must be taken not to convey any information on the tender or the evaluation to NS. Our legal and commercial advisors have strongly recommended against this route precisely because of this, as it might jeopardise the later participation of NS in a public tender.

### ***Strategic environment***

#### **HSL South**

HSL South can be considered as part of the (largely French) TGV-system. Internationally it provides an alternative for air travellers to Paris and for car travellers to Brussels. Nationally it creates an alternative superior to conventional train and competitive with car between Amsterdam, Rotterdam and Breda.

The decision to build HSL-South was based on its macro-economic benefits resulting from this substitution from road and air to rail and the generation of additional traffic. In these calculations a contribution of NLG 1,8 billion from transport profits to infrastructure provision was included. The key objective of the work to contract transportation has always been to secure the macro-economic value of HSL-transport for The Netherlands, through:

- *Contracting good operators.*  
The HSL-transport will be provided by one or more companies or consortia. We will favour the one(s) that offer the best assurances for the development of the transport and related services associated with HSL.
- *With incentives to maximise economically feasible transport offer.*  
The payment by train operators for using the HSL will consist of a fixed sum and a variable cost per train reflecting its marginal costs for the provision of infrastructure. The fixed sum will be broken down in a payment profile with monthly payments. The fact that a significant amount of money has to be paid will induce the operator to maximise absolute contribution rather than relative contribution, making a volume-based strategy more likely. By only charging the marginal costs for an extra train the operator is able to operate every train that brings in additional net contribution above the extra costs (for transport and infrastructure provision) it creates, provided there is sufficient infrastructure capacity.
- *Returning a fair part of the profits to the State.*  
While the previous two objectives ensured an optimal transport offer to passengers, the third objective is based on the fact that HST-transport is predicted to be very profitable once the infrastructure is paid for. The concession/contract structure and contracting process guarantee that the operators will indeed contend themselves with a reasonable profit and not more than that. In principle this favours a process where several parties are competing for the contract(s), and also NS is not certain of acquiring it.

## Dutch Railways in Europe

The European rail network is still carved up in national railway systems. The European Commission has however enforced a separation between infrastructure and transportation. With the increase of international transport the offer of infrastructure will be co-ordinated between (mostly national) Capacity Managers. The transportation market for freight and charter trains will be liberalised, whereas the provision of domestic public services will most probably be based on well-defined concessions for operating a network of services.

This would in the long run result in a number of European operators bidding for public service networks. To be strong enough to negotiate such concessions operators will want to be party to several of such concessions instead of depending on only one. Depending on the maturity and size of such concessions, a certain degree of consolidation and specialisation can be expected.

The Dutch Government aims to develop the railway sector in line with the development described, while giving the Dutch Railways (NSR) a position to prepare for its privatisation. It is clear that NS needs to develop the efficiency and the capabilities to tender successfully in the future European market. There is however no stated policy whether NSR will specialise or not, and whether (for reasons of scale) NSR should seek partnerships (like NS Cargo did with DB).

## Interaction of objectives

The objectives of the State as owner of NS and as owner of HSL South need to be balanced. The key question is whether and under which conditions favouring NS for the contract(s) is in the interests of the State and the Dutch society?

Network integration is not sufficient argument to favour NS. NS argues that national HSL-transport can not be seen as separate concession, because it would be part of the conventional rail network. Carving it out would result in suboptimal use of available infrastructure.

- If this is true, NS would be able to make a better bid for the concession than anybody else, since NS holds the concession over HRN and can afterwards serve both in an integrated way.
- NS communicated however that operating HSL as part of the network is financially not very attractive and high user charges are not to be expected. Expensive new HS rolling stock needs to be acquired, that perform less cost effective on conventional track. When NS makes the final schedules economic necessity will probably limit through services to Rotterdam-Den Haag en Breda-Eindhoven, services that could be included in the concession on a non-exclusive basis.

An integral evaluation of the States interests is required. Seeing that there is no obstacle against defining a HSL-concession, the State will have to optimise the economic value resulting from two sources of value creation:

- From the States perspective as owner of HSL South the key question is whether NS has the best plans, drivers and capabilities to realise the full potential of HSL South. What brings economic value to HSL? This is best tested in a public tender.
- From the States perspective as owner of NS the key question is whether it is an attractive strategy to let NS invest heavily to become a player in HST-transport. What brings economic value to NS? NS however has stated that their chances in the international HST-arena are very limited indeed. On their own the incremental value to NS would perhaps not offset the loss of economic value to HSL. A more feasible strategy seems that of acquiring a minority share in an HST-company of SNCB, SNCF/SNCB or DB. The State could use HSL as a means to secure NS-participation in a successful HST-player.

Finally the effects on contribution towards i.a. conventional infrastructure need to be considered as well. Please note however that the interests of the State as stakeholder in public transport should not be considered here. These can be served through contractual agreements, regardless of which competent operator is engaged.

## ***The offer to the market***

In all cases the State will negotiate with (consortia including) Railway Undertakings over the use of HSL. Any offer to the market must include some degree of exclusivity in the relevant market. This will provide operators with the necessary guarantees for long term commitments and investments. It will also enable them to pursue a yield optimisation strategy, offering both higher and lower fares to the public. This will result in a higher average yield per train and therefore *more* trains that can pay for their costs.

## **National market exclusivity**

Current legislation and EC-policies make it possible to grant exclusive concessions for domestic public transport. In their White Paper, DG VII favour public tenders for well defined concessions.

The holder of the concession of the national HSL-Shuttle will have market exclusivity. He holds the exclusive right to issue tickets and provide open transport over HSL between Amsterdam, Schiphol, Rotterdam and Breda. In practice the concessionaire will have the right to operate up till four trains per direction per hour, with the right to extend the service (though not on an exclusive basis) to Den Haag and Eindhoven.

The concession could be split into an Amsterdam-Rotterdam shuttle and a Den Haag-Eindhoven shuttle. The Amsterdam-Rotterdam shuttle would be a strong line in its own right, connected with municipal transport systems. The second shuttle would enable us to evaluate the concept of HSL as part of the existing network: does the smaller portion of HSL-track attract enough extra passengers to justify the investment in expensive HS-rolling stock?

The concessionaire also has the right to come to an agreement with other operators to serve his market, including the international operator and NS. In other words: their through trains will have cabotage rights only under a subagreement with the concessionaire. We will propose a cabotage-agreement between the shuttle and the international concessionaire as part of the negotiation process. A facility for cross-selling of tickets with NS will be mandatory (NS may for example sell a ticket from Alkmaar to Rotterdam, and the concessionaire from Rotterdam to Zaanstad).

If potential bidders suspect that there is no level playing field with NS during the bidding or during operations, a public tender cannot be successful. The alternative is to create a separate company (with or without NS) to start operations and later, when a good regulatory framework is in place, sell the shares of this company.

## **International capacity rights**

EC-directive 91/440 gives international groupings of Railway Undertakings open access to provide international services. Market exclusivity can therefore not be obtained. Special capacity rights or long term framework agreements regarding infrastructure capacity may however be granted in a non-discriminatory way. Such agreements cannot keep others from providing competing services. Moreover their average user charges may (in the EC-proposals) not differ. Why then would an operator pay for a 'concession'?

It is possible however to give the best 'slots' to a preferred party as well as the lowest 'variable' user charges. In the long term agreement, a fixed charge per month and a variable charge per trainkm or seatkm will be agreed to with the dominant operator. Other users however will pay the same average price (within a plus/minus 10% range). In this system an extra train will cost the dominant operator less than a new operator, making it easier for him to fight off competition. The 'bid' for the long term agreement in this way 'sets' the user charges for all future operators. Lastly our lawyers will evaluate the possibility of some sort of an exclusive cabotage agreement with the national concessionaire, giving 'our' international operator a better utilisation between Amsterdam and Rotterdam than potential competitors.

A combination of NS and SNCB (and SNCF) would in such a contract obtain a high degree of 'protection', since they are hold most of the domestic rights on the existing infrastructure. It would not be easy for outsiders to make use of the HSL-spare capacity because of bottlenecks like Rotterdam.

On the other hand, if outsiders would acquire the HSL-slots, NS cum suis can always sacrifice a few of their conventional trains in capacity restrained areas. In this way they can always add more HSL-trains to the schedule.

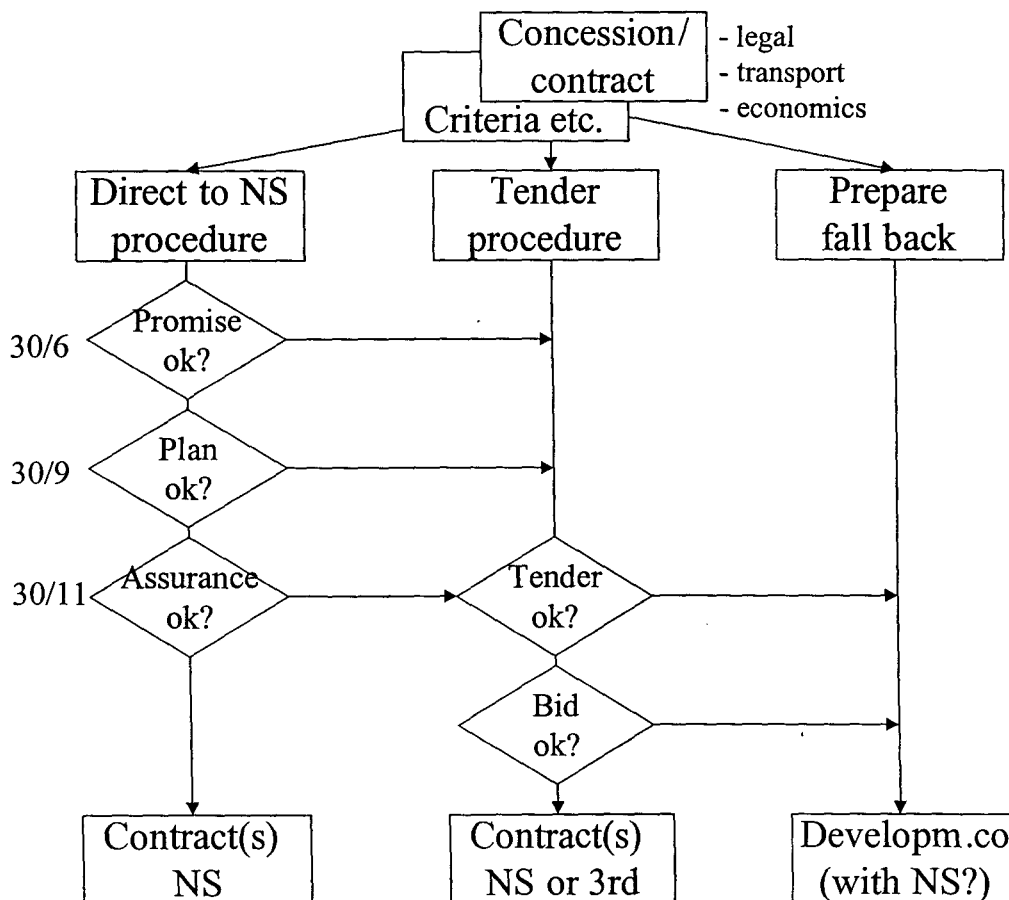
A successful public tender of capacity rights can in our opinion only be based on a long term exclusive and fair agreement with at least SNCB and probably SNCF. We are unclear however how such agreement can be achieved and in return for what. Without such agreements a joint-venture with SNCB, continuation of Thalys and direct negotiations with Westrail (the HST-daughter of SNCF and SNCB) seem to be the options.

## Other users

There may be different users of HSL, such as charters, international groupings (e.g. London-Amsterdam) and NS-through traffic. They may apply for capacity, provided they conform to all the (operational) requirements. In principle the user charges will consist of the marginal costs plus a charge to recover part of the investment in HSL. In co-ordination with the other IM/CMs on the route concerned, the investment recovery charge may be lowered if this would result into a higher overall income for HSL than would otherwise be achievable (eg for the London Shuttle).

## A modular and controlled approach

A tender process would be the best way to secure the value of HSL for the State. This has been done successfully in several other countries. It is however uncertain whether in time a level playing field will be created and sufficient political resolve will be demonstrated, to make a success of this process. A fall-back plan needs to be in place in time. It is also unclear whether the wider interests of the State (as owner of both NS and HSL) are best served in this way, because the integral economic evaluation discussed earlier has not taken place yet. To make this possible a procedure is needed to first test the plans of NS, should HSL be granted directly to NS.



The evaluation may have a different outcome for the national shuttle(s) than for the international operator. Given also the different degree of exclusivity on the one hand and the potential operational synergies on the other, we favour a modular approach. In this approach the State will retain the right to combine, split or withdraw the contract(s).

## Direct-to-NS procedure

The key question here is for which modules NS should be preferred over the best bidder in a tender procedure (which could be NS but also another operator). To evaluate the potential value of a tender we have commissioned the development of a reference position for all modules. NS should demonstrate the value NS can create with the two national and the international modules of HSL as compared to the reference position.

A detailed breakdown must be provided to allow for an evaluation on three aspects:

- Environment : substitution from car and air;
- Mobility : traffic generation;
- Tax returns : financial contribution towards the infrastructure.

In the second round NS will have to provide realistic plans that can be tested by independent transport experts. Are the plans realistic enough, as compared to those of the reference position? Finally safeguards need to be given by NS to ensure that the results promised will be delivered. What will be consequences if NS fails to deliver and how will the State then be enabled to go to other parties?

A clear answer should be obtained well before the start of the tender process, because it is legally impossible and from the perspective of negotiations undesirable to give NS a first bid or a right of first refusal in a public tender (it is also necessary not to disclose any figures or evaluation results from the reference position to NS should we decide to proceed with the tender!).

A possible phasing could be:

- Summer 1999 : is NS promising 'enough' compared to the reference position?
- Autumn 1999 : do NS plans convince us that these promises are realistic?
- Winter 1999 : will NS give sufficient safeguards? Is there an alternative in case NS defaults?

If one of the three questions is answered negatively, we recommend to proceed with the tender or the fall-back alternative for the module concerned (in other words: NS could be contracted directly for anything between zero and three modules).

## A public call for tender as an official working hypothesis

Even if the Minister intends to contract NS without inviting competing bids, a serious working hypothesis needs to be that of a public call for tender. Without such a declared intention to make a tender possible, NS will not really have to stretch themselves to make the best offer and give sufficient guarantees, nor engage in a consortium (with for example KLM, Schiphol or a commercial railway) to acquire capabilities that may perhaps be less developed in NS.

Process. Firstly capable consortia have to be formed. Secondly there has to be a real competition between these consortia to make them offer their best. They are asked to bid for the two modules (national and international) separately and in combination.

The timeline for the different steps is roughly as follows:

- 1999 : political approval of tender procedure  
: completion of preparations
- 2000 : public notification of tender procedure  
: prequalification  
: shortlist of qualified consortia  
: bidbook issued  
: bids evaluated
- 2001 : contract negotiations  
: signed contract(s) in time for ordering rolling stock according to the bidders specifications.

Bidders. In principle a public call for tender is open to any qualified company or consortium. We will encourage potential bidders to present themselves in the prequalification round and assess these with regard to the various selection criteria. Consortia can be formed or modified afterwards to create the strongest combinations.

There are however private parties who are likely to be needed to develop HSL, independently from the party winning the bid. Such parties should be prevented from offering unequal terms to different bidders. This applies to (the holdings of) NS, SNCB and SNCF, engaged in the provision of countless services to the HST-operators.

It also applies to exclusive partners in the offer of multimodal transport to HST-travellers, like the municipal transport companies of Amsterdam and Rotterdam and Schiphol and KLM. It may even apply to other suppliers that have a near monopoly, like under certain circumstances a supplier of rolling stock. If one of these intend to be part of a consortium, they should clearly indicate what the arrangements and financial flows are between HSL on the one hand and bidders related activities on the other. The latter should be offered to other bidders at the same terms. They should clearly outline how their bid is build up and allow verification to ensure that their bid is not based on abuse of their dominant position (by cross-subsidising their bid from their HSL-'excess profits' on related activities).

Bid evaluation and contracting. We will assess the bids on the aspects mentioned earlier (environment in terms of substitution from car and air; mobility in terms of traffic generation and tax returns in terms of financial contribution towards the infrastructure). A thorough review of the bids ('reverse engineering') and the consortium capabilities will be conducted before rating the bids.

In the contracting phase we will start negotiations with the consortium that made the best bid. There will be a firm deadline to this process so the State can always continue with the second best bidder. In this way the pressure on the negotiations with the first party is maintained.

We will publish the criteria before the bidding itself. The State will evaluate the bids, both quantitatively and qualitatively. When no bid comes near to the minimal value or quality levels specified (and deposited with a notary public), the State is free not to award the contract(s).

## Preparing a fall-back alternative

Requirements. To strengthen the negotiation position of the State in the complex processes ahead, it is crucial to develop a strong alternative. The alternative should give the Minister the possibility to contract in the best way, once the situation has become more clear or a level playing field has been created. When for example the task forces (currently with NS) are not yet clearly independent of NS it may be impossible to attract very competitive bids. Postponing the bidding will of course cost some of revenues, but these losses may be offset by the advantage of a more successful bid once the task forces are truly independent. At the same time however, the alternative must involve a competent operator to develop HST-transport in those crucial years. It is not the competence of the State to run trains. NS however cannot 'simply' be given the HSL-concession, since under the corporate regime (*structuurvennootschap*) the freedom for the Minister is restricted.

Structure. The solution lies in setting up a special purpose vehicle which holds the national concession and the long term capacity rights. In principle there is no activity here whatsoever. The idea is that the rights will be transferred to the operators, once contracted.

But if it is not clear whether NS-exclusivity should be preferred over a public tender or if not all conditions for a tender have been met in time, this vehicle can be used to prevent the State from finding herself in a catch 22. Competent management (could be provided by NS) can be contracted to proceed with the sourcing of rolling stock, renew contracts with SNCB/SNCF or start operations, should the contracting process take longer than envisaged. Once such actions are undertaken the 'bidding' changes. It is no longer the acquisition of a right, but it includes the shares, assets, people of (part of) an existing company.

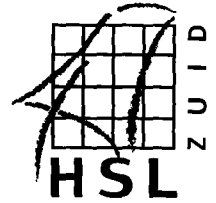
Process. In 1999 the only activity undertaken is to investigate the exact timespan and requirements to set up the 'company'. A decision to legally register the company can be taken in December 1999, if not all modules are contracted directly with NS. Not sooner than in 2001 would the company (if ever at all) become active and only then would it be necessary to contract some form of management. This gives ample time to work out the different opportunities with NS over 2000.

Opportunities. The company could also be used for a joint-venture with NS, replacing the current HST-VEM. Such a company could even in name be part of NS, when NS organises it as a separate company and gives the State an option to acquire the majority of the shares at a set price. During the first years all obstacles against operation as a non NS-entity must then be removed. Long term contracts or a tight regulatory framework will be put in place to make the company 'saleable'.

After some years, the following options are open:

1. Sell (part of) the company and reward both NS and the State for their efforts (operations and infrastructure).
2. Exchange the shares for those of a specialised HST-company (like Westrail), securing a role for NS in the international HST-arena.
3. Sell the States shares to (a privatised?) NS.

Fax



## VERTROUWELIJK

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Heren,

Ter voorbereiding van vanmiddag, bijgaand het concept-advies van de Commissie van Wijzen zoals dat vanmorgen naar de leden is verstuurd, en morgen met de commissie besproken wordt. Graag zou ik vanmiddag willen inzoomen op bijlage D: noodzakelijke voorbereiding van een tender. Partijen hebben aangegeven interesse te hebben in de HSL-zuid, maar maken zich ook zorgen over level-playing field t.o.v. NS:

- afspraken met Belgen
- contractuele afspraken depots, stations etc
- kaartintegratie
- etc. etc.

Voor het beleidsdeel lopen reeds voldoende acties (uitplaatsen taakorganisaties, Regulator), voor de contractuele voorbereiding moet het nog worden opgestart.

- Welke afspraken moeten noodzakelijkerwijs voorafgaand aan de aanbesteding geregeld zijn, hoe lang hebben we daarvoor nodig en hoe kan je dat in de praktijk doen (met onderscheid nationaal en internationaal)?
- Indien NS niet mee durft te bieden, maar liever een vast aandeel heeft (b.v. 30%), hoe loopt de aanbesteding in dat geval?

Wij zullen korte toelichting geven op onze denklijn tot nu toe, ben benieuwd naar jullie respons

Groet Jeroen Kok

Datum

11 oktober 1999

Ons kenmerk

U-199903282

Uw kenmerk

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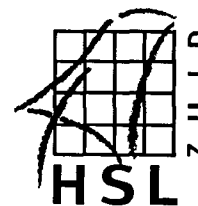
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## Nota

Aan Leden van de Tenderboard

Onderwerp Stand van zaken aanbesteding vervoer HSL-Zuid en advies aan de Minister van VenW

Bijgaand kort de stand van zaken met betrekking tot het vervoer over de HSL-Zuid.

De Minister van Verkeer en Waterstaat heeft een overleg gehad met de Minister President over het verdere verloop van de aanbesteding van het vervoer over de HSL-Zuid, naar aanleiding van het rapport van de Commissie van Wijzen. Tijdens dit gesprek kwam naar voren dat de Minister President de NS nog een laatste kans wil geven.

Naar aanleiding van deze wens van de Minister President heeft de Projectorganisatie HSL-Zuid aangegeven hoe deze laatste kans eruit dient te zien en onder welke voorwaarden deze laatste kans gegeven dient te worden.

Aan de Minister van Verkeer en Waterstaat is vervolgens het volgende medegedeeld:

Indien u overweegt NS een laatste kans te geven, moet ik u erop wijzen dat het voor NS vrijwel onmogelijk is om vervolgens nog deel te nemen aan een eventuele openbare aanbesteding. Billijkheid naar NS gebiedt dat zij zich van dit risico bewust is voordat er inhoudelijk gesproken wordt. NS heeft dan de keuze om óf te onderhandelen op uw voorwaarden, óf deel te nemen aan een openbare aanbesteding.

### Advies

Het is cruciaal dat een eventuele laatste kans tactisch goed voorbereid wordt ingezet. Ik adviseer u het volgende:

1. *Hou de belangstelling uit de markt vast.* Marktspanning vasthouden kan alleen als de huidige procedure overeind en geloofwaardig blijft. De geregistreerde partijen moeten in u blijven geloven. Daarom kan alleen informeel, snel en binnen korte tijd met NS onderhandeld worden.
2. *Hou de spanning bij NS vast.* Het gat tussen wat NS heeft voorgesteld en wat VenW wenselijk en mogelijk acht is uitermate groot. De meeste kans op

Datum

29 oktober 1999

Ons kenmerk

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Uw kenmerk

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succes heeft u als u de dreiging van openbare aanbesteding veel directer maakt.

- Hierbij past niet een benadering waarbij u, al is het informeel, de NS nu ook nog het recht geeft om buiten concurrentie op het internationale vervoer te bieden. Dit lijkt op een beloning voor slecht gedrag.
  - Hierbij past wel een MR-besluit om op 15/12 de openbare aanbesteding te starten tenzij NS voor 15/11 akkoord gaat met de specificaties, prijs en voorwaarden van VenW.
3. *Vermijd open einden.* Het NS-voorstel biedt geen basis voor onderhandelingen. De projectorganisatie HSL-Zuid heeft op basis van het NS-voorstel een beknopt en sluitend 'tegenvoorstel van VenW' gemaakt dat wel kan dienen als basis voor de onderhandelingen.

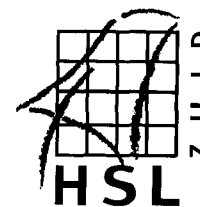
Het proces voor NS ziet er dan als volgt uit:

- 1 november: VenW informeert NS van het besluit om openbaar aan te besteden tenzij NS op zeer korte termijn akkoord gaat met de prijs, specificaties en voorwaarden van VenW.
- vóór 15 november: NS kiest ofwel voor openbare aanbesteding ofwel voor onderhandelen onder de voorwaarden van VenW.

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Indien het niet mogelijk is om vóór 15/12 tot een overeenkomst met NS te komen wordt het vervoer openbaar aanbesteed. U kunt in dat geval nog altijd NS het recht gegeven worden om 30% van de nieuwe HSL-onderneming te verwerven tegen marktwaarde.

**Fax**



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Onderwerp Tenderboard Vervoer  
Aantal pagina's 27  
(incl. voorblad)

Paul,

Hierbij ontvang je de stukken ter voorbereiding op de meeting van de Tenderboard op dinsdag 2 november, 16.15 uur Plesmanweg in Den Haag.

De stukken bestaan uit een nota waarin de laatste stand van zaken is beschreven en een eerste concept van het tenderplan.

De agenda voor deze meeting ziet er als volgt uit:

1. Stand van zaken, laatste ontwikkelingen
- (2. Eventueel: hoe zou een laatste kans van NS eruit moeten zien)
3. Tenderplan

Met vriendelijke groet,

b/k

Jeroen Kok  
Projectorganisatie HSL-Zuid

Bijlagen:

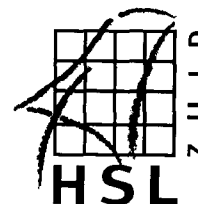
- Nota (Laatste ontwikkelingen)
- Tenderplan (conceptversie 1.0, 29-10-1999)

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29 oktober 1999  
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Onderwerp Tenderboard Vervoer

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Geachte heer Postulart,

Hierbij ontvangt u de stukken ter voorbereiding op de meeting van de Tenderboard op dinsdag 2 november, 16.15 uur Plesmanweg in Den Haag.

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Met vriendelijke groet,

Jeroen Kok  
Projectorganisatie HSL-Zuid

Bijlagen:

- Nota (Laatste ontwikkelingen)
- Tenderplan (conceptversie 1.0, 29-10-1999)

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## Fax



Aan Bert Roelofs

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Onderwerp Tenderboard Vervoer

Aantal pagina's 27  
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Geachte heer Roelofs,

Hierbij ontvangt u de stukken ter voorbereiding op de meeting van de Tenderboard op dinsdag 2 november, 16.15 uur Plesmanweg in Den Haag.

De stukken bestaan uit een nota waarin de laatste stand van zaken is beschreven en een eerste concept van het tenderplan.

De agenda voor deze meeting ziet er als volgt uit:

1. Stand van zaken, laatste ontwikkelingen
- (2. Eventueel: hoe zou een laatste kans van NS eruit moeten zien)
3. Tenderplan

Met vriendelijke groet,

Jeroen Kok  
Projectorganisatie HSL-Zuid

Bijlagen:

- Nota (Laatste ontwikkelingen)
- Tenderplan (conceptversie 1.0, 29-10-1999)

Datum  
29 oktober 1999

Ons kenmerk  
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Uw kenmerk  
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## Fax

Aan Joop Jansen

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Faxnummer 020-6734822

Onderwerp Tenderboard Vervoer

Aantal pagina's 27  
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Geachte heer Jansen,


Hierbij ontvangt u de stukken ter voorbereiding op de meeting van de Tenderboard op dinsdag 2 november, 16.15 uur Plesmanweg in Den Haag.

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Met vriendelijke groet,

*b/jc*  
  
Jeroen Kok  
Projectorganisatie HSL-Zuid

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