



**Executive**

**Open Report on behalf of Richard Wills,  
Executive Director for Environment and Economy**

Report to:	<b>Executive</b>
Date:	<b>05 December 2017</b>
Subject:	<b>Highways 2020 - Options Appraisal</b>
Decision Reference:	<b>I014443</b>
Key decision?	<b>Yes</b>

**Summary:**

The current Lincolnshire Highways Alliance contracts are due to reach full term on the 31st March 2020 and cannot be further extended under European Union Procurement Law.

This report outlines the replacement options available to the Highway Service and recommends a future option that is best suited to Lincolnshire County Council.

The Executive is asked to consider the information within this Report and the Lincolnshire Highways 2020 Business Case and approve the recommended option as the basis on which the Council should proceed to put in place replacement arrangements.

**Recommendation(s):**

That the Executive:

- 1) Approves the carrying out of a procurement process for the external commissioning of the services currently covered by the Highways Alliance contracts.
- 2) Approves Option 17 as described in this Report as the package of contracts to be offered to the market within an Alliance model utilising the New Engineering Contract NEC4.
- 3) Delegates to the Executive Director for Environment and Economy in consultation with the Leader of the Council and the Executive Councillor for Highways Transportation and IT all decisions necessary to progress the procurement of the replacement arrangements to include choice of procurement procedure, scope of the services and the terms of all necessary legal documentation but excluding the final decision to award the contract.

**Alternatives Considered:**

1. Seventeen alternative options have been considered during the Option Appraisal stage that was developed from eight broad option families. The seventeen options were down selected to five main options that underwent Change Impact Analysis and further investigation prior to the Evaluate Options stage. The Five main options were:

Option 2

Single provider contractor with improved reactive service incentivisation for works contract.

Single Provider for design services with LCC design function externalised  
Separate works contract for Traffic Signals.

Option 4

Works contract split down into multiple providers (reactive service, schemes, and cyclical).

Design service top up widened to broader highway service/  
Separate contract for Traffic Signals.

Option 1

Single provider contractor for works contract to remain as is.

Design service top up for current LCC in house design function  
Separate works contract for Traffic Signals

Option 17

Single provider contractor with improved reactive service incentivisation for works contract.

Design service top up widened to broader Highway Service.  
Separate works contract for Traffic Signals.

Option 13

Single provider contractor with reactive service brought in house.

Design service top up widened to broader highway service.  
Separate works contract for Traffic Signals.

**Reasons for Recommendation:**

The recommended option offers the most effective and efficient mechanism for delivering the Highway Service in Lincolnshire following an extensive exercise to review possible options and market conditions.

**1. Background**

The three contracts that form the backbone of the Lincolnshire Highways Alliance (LHA) began on 1st April 2010 and are due to reach full term on 31st March 2020. Work began on the LHA in 2007 with a preliminary report to the Highways Policy

Development Group, the precursor to the current Scrutiny Committee with decision making at key milestones carried out through the Executive.

The eventual decision to progress with the LHA reflected all of our recent experiences, member's preference for the retention of some control and our best effort to provide flexibility for the future.

The chosen solution was highly innovative at the time and captured a number of areas of best practice from the projects knowledge capture exercise. We were one of the first Authorities to adopt the New Engineering Contract (NEC)3 Term Service Contract and our template was soon adopted by the Midlands Highways Alliance (MHA) and subsequently the Highways Maintenance Efficiency Programme (HMEP) for their model documents. Our use of the X12 Clause to link contracts remains class leading and the linked performance management system is still being used nationally as an example of best practice.

This model contributed to LCC being identified as one of only two Band 3 highway authorities in the country by the Department for Transport when judged against the 22 assessment areas including asset management works planning and programming.

The three contracts that form the LHA are:



The Highway Works Term Contract delivers the majority of highway works including surfacing, patching, surface dressing, drainage, street lighting, bridges/structures, signs, lines, grass cutting, weed control, drainage cleansing, emergency response and winter maintenance.

The Traffic Signals Term Contract delivers all the maintenance and improvement work to our existing signals and controlled crossings together with the provision of new signal installations.

The Professional Services Contract provides access to professional consultancy services including highway and drainage design, transport modelling, planning advice, ecology and archaeology expertise.

Since the current arrangement started in 2010 there has been significant consolidation between providers in the Highways Sector. Suppliers have become much more selective about bidding opportunities due to the large resource implication of taking part in a competitive tender process. Some Authorities have found it difficult to attract an appropriate number of bidders to provide effective competition so it is therefore important for LCC to understand these market drivers. A comprehensive exercise of soft market testing and local authority visits has therefore been undertaken to ascertain what type of model will attract the market and how different models are operating in practice. It should be noted that several

other authorities are on a similar timeline to LCC which exacerbates the need for LCC to undertake an informed procurement process.

**Soft Market Testing**

Soft market engagement has been carried out with both works and professional service providers to test the market position of the various options and collate best practice. To date meetings have been held with:

<b>Works</b>	<b>Traffic Signals</b>	<b>Professional Services</b>
Eurovia	Dynniq	WSP
Skanska	Siemens	Aecom
Kier	Talent	
Tarmac		
Amey		
Volker Highways		
Costain		

The meetings enabled the project team to test key aspects of the service arrangement so that the Highways 2020 recommended option can meet the market requirements and be viewed attractively.

The following key messages emerged:-

- Only one potential provider expressed interest in delivering all of the services covered by the current Alliance arrangement as prime provider. The rest would be interested in competing for the individual elements.
- The current arrangement of separate contracts within the Alliance structure reflects the structure of the market in that business models within the market are broadly based on core offerings falling within the categories of works, traffic signals and professional services.
- A model based on this structure ensures that the providers are not forced into a relationship outside of their core offering which encourages unnecessary sub-contracting or in which they price for additional risk.
- The minimum contract duration the market would be looking for to recoup investment in plant and equipment would be six or seven years. That kind of duration would also enable the market to engage more in a collaborative, partnership-based arrangement.

Where other messages from the soft market testing are relevant to the options analysis they are referred to at the relevant point in this Report.

**Local Authority Benchmarking**

LCC carried out a service efficiency review in May 2017 to determine the areas of strengths and weaknesses in comparison with other local authorities within the Highways and Transportation field. The review focused on the Customer Quality and Cost (CQC) data developed by the National Highways & Transportation network (NHT) and the NHT public satisfaction survey. The report concluded that

dialogue should be progressed with Shropshire, Durham and Leicestershire as they were similar in characteristics to Lincolnshire and were showing strong performance in certain aspects.

The Project team has actively pursued current best practice within the market engaging with a wide variety of Local Authorities to test differing approaches to Highway maintenance and share best practice. Discussion has been carried out with the following authorities:

- Devon – Contractual arrangement and procurement route choice
- Hampshire – Contractual arrangement and procurement route choice
- Rutland – Incentivising the Reactive service
- Shropshire – General overview
- Leicestershire – General overview, reactive service, winter and design. Member involvement from both sides
- Staffordshire – General overview, reactive service, winter and design
- Durham - General overview, reactive service, winter and design. Member involvement from both sides
- Telford and Wrekin – Target Cost Vs Lump Sum

Each of the authorities visited varied in their approach to model selection and the split between client and provider. Each authority discussed their strengths and weaknesses and how LCC were approaching each aspect.

During discussion with the authorities, operational improvement tasks were identified and recorded for development within the Highway 2020 recommended option. This is referred to later in this Report.

Where specific lessons could be learnt from other experiences relevant to the choice between models they are referred to in the following analysis. Overall, in terms of the options appraisal, the benchmarking exercise identified that all authorities were facing similar pressures in terms of both value for money and service quality regardless of the contractual model itself or the split within that model between the client and the provider. The solution in most cases was not solved by the model itself but more related to people and process.

### **Options Appraisal**

We have used the Highway Maintenance Efficiency Programme (HMEP) Procurement Options Toolkit to evaluate the options that are available. Use of the Toolkit is a key factor for our current Band 3 status and helps us to consider the eight key models for highway service delivery. These alternative delivery models are listed below:

- Private Funding
- Single Provider
- Multiple Providers
- Framework
- Joint Venture
- In-House with top up

- Teckal
- In-House

The "Explore Options" element of the HMEP toolkit requires scores to be input against thirty two questions relating to the Highway Service. The scores and comments were inserted into the web based system and the results were as follows:

<b>Works Contracts</b>	<b>1st - Single Provider / 2nd - Joint Venture or Teckal / 3rd - In-house</b>
<b>Design Contract</b>	<b>1st - Single Provider or Teckal / 2nd - Joint Venture / 3rd - In-house</b>

The Private Funding and Framework options were withdrawn from the results above as they were deemed unsuitable options to progress.

Private Funding was withdrawn as PF2 is not currently available and requires a long term financial arrangement which with an uncertain future highways funding situation did not seem attractive.

The Framework option relates to the Council procuring a Framework Contract from which it would call off services as needed. This option was withdrawn because framework agreements are restricted to four years under the Procurement Regulations and the timescales indicated from soft market testing suggested that the optimum timescales for plant and equipment procurement is six to seven years. The short timescale would also limit the likelihood of a collaborative relationship between parties if the duration was capped at four years.

The scoring preferences from the Explore Options section were fed into an Options Heat Map facilitated by Proving Services Ltd of Cranfield University. The remaining core options were expanded further to test hybrid elements and test refined options. Each option was scored in terms of Attractiveness and Achievability with weightings applied for factors that were politically most important. The Political Preference was obtained for each option and recorded during the Member Workshop. During this phase the seventeen options were reduced to five and subjected to further analysis. A copy of the Options Heat Map is included in the Highways 2020 Business Case at Appendix A.

During this phase a combined Contractor and Designer single provider was discounted. This was for two main reasons. The first was that the soft market testing identified that there would be a very minimal market and therefore competition for such a contract with only one provider expressing an interest in a contract structured in such a way. The second was that feedback from our contact with other local authorities identified that either (i) the lack of clear boundaries between those designing and supervising works and those delivering them gave rise to concerns about probity (at worst) or that there was sufficient rigour to deliver best value for money (at best) or (ii) the implementation of strict boundaries within the contractor's operations to deliver the contract has not offered any benefits from streamlined processes.

Furthermore, following discussion with the market it was decided the remaining options should all assume that the Traffic Signal service will be split out of the main works contract as a dedicated service. Following soft market testing and local authority benchmarking it is clear that this service is not currently offered from the main providers and would be sub-contracted. The reactive and high risk nature of this service is something that LCC should retain as a discrete contract. The decision to combine this element of the service with street lighting was also considered and not progressed as the skill sets of these specialisms fundamentally differ.

As a result of this analysis it was decided that-

- Market attractiveness requires design and works to be separated
- The HMEP toolkit analysis had identified that an externally delivered solution was the best option for both works and design.
- In addition the Works element should be further broken down into works and traffic signals elements for the reasons given above.

As a result the remaining options were all combinations of different approaches to this basic arrangement.

Given that this arrangement is already the basic structure of the existing Alliance this leaves one remaining challenge which came out particularly clearly from engagement with elected members – i.e. if the structure of the model is not fundamentally changing how does the Council ensure continuous improvement in the quality of service and in particular the reactive maintenance service. In other words, what scope exists for the Council to change the terms and conditions of the contracts it uses or to change the way it operates the contracts to enhance the rigour of its contract management and its ability to incentivise the contractor or hold the contractor responsible in relation to our required service standards.

This question has been approached through two routes. Firstly LCC has conducted its own lessons learnt exercise in the light of experience of the existing highways alliance. Secondly, the potential for such improvements formed a key part of both the soft market testing and local authority benchmarking engagement. This has all been seen in the light of the availability of a new version of the NEC contract conditions (NEC4).

As a result of that activity a longlist has been drawn up of potential improvements to the contract documentation. This longlist requires further analysis and preferably would be the subject of further discussion with bidders through the procurement process. However potential such improvements include:

- Improved definition of employers risk
- Defined contract review periods to allow potential changes to service splits
- Adoption of the HMEP Price List where possible
- Use of the HMEP method of measurement

We are confident as a result of this work that the contract documentation can be further enhanced to secure service improvement. The precise nature of the changes would be determined under the delegated authority contained in recommendation 3.

In advance of the final option recommendation, Change Impact Analysis workshops were carried out within the Project Team to differentiate each of the remaining five models and prioritise further packages of work. The packages of work were required at both a wider service level and detailed option level to inform the Project Team prior to a recommendation.

**The Five Options**

<b>Option 2</b>	<p><b>Single provider Contractor with improved reactive service incentivisation for works contract</b></p> <p><b>Single provider for design services with LCC design function externalised</b></p> <p><b>Separate works contract for Traffic Signals</b></p>
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The defining features of this option are (i) to develop the contract provisions to improve reactive service incentivisation and (ii) to outsource the design element of the service to an external provider.

Improved reactive service incentivisation is dealt with in more detail under Option 17 below.

The market is able to contend with all aspects of LCC's in house design service but this option considered the traditional design service and was therefore restricted to Technical Services Partnership (TSP) and Operational Asset Management (OAM). If this option was selected it would result in approximately 100 FTEs moving from LCC to the provider.

The positive element of this approach would be that the design service is fully contained within the same organisation that can attract and deliver works on a national level combining best practice from a variety of sources.

The negative element of this approach is that the LCC loses a major element of the intelligent client to make whole life cost considerations in relation to the asset that is being constructed. Outsourcing this element may result in a higher percentage of design being completed outside of Lincolnshire that will gradually result in a loss of engineering skill in the region that will negatively impact the local economy.



<b>Option 4</b>	<b>Works contract split down into multiple providers (reactive service, schemes and cyclical)</b> <b>Design service top up widened to broader highway service</b> <b>Separate contract for Traffic Signals</b>
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The defining characteristics of this option are (i) to break up the current Highway Works Term Contract into specialisms such as cyclic maintenance, reactive service and surface treatments with the winter service delivered either within one of the contracts or delivered across them all and (ii) to broaden the design service top up to the broader highway service.

The positive element of approach (i) is that the service (if won by local contractors) may result in corporate overhead expenditure that is more likely to be located within Lincolnshire and have a positive impact on the local economy. It is also anticipated that the direct cost relating to that discrete service area may drop as there is no additional main provider fee placed on top.

The negative element of approach (i) is that it would move the administration of these contracts back in house requiring additional resource. Risks and overlaps in service would sit with the client and the service would lose resilience as the potential to retain operatives carrying out multiple disciplines would be lost. The winter service staffing pool would also be significantly reduced and split across various parties. This would result in a more expensive winter service or force LCC to implement a major change in winter service provision. The local supply market would also require time to develop the capacity to undertake the scale of LCCs operation.

In terms of approach (ii) the proposal here is as described and evaluated under Option 17 below.

<b>Option 1</b>	<b>Single provider contractor for works contract to remain as is</b> <b>Design service top up for current LCC in house design function to remain as is</b> <b>Separate contract for Traffic Signals to remain as is</b>
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This option assumes that the current arrangement is maintained with only minor updates to accommodate changes in law and recommended best practice.

The positive element of this approach is that the model has enabled Lincolnshire to successfully deliver works and services for the duration of the contract. The delivery model has been in place since 2010 and is understood by the stakeholders involved. The model has assisted LCC to achieve and maintain Level 3 status Incentive funding from the DfT and suits the recent FOM restructure that was carried out on the internal Highway Service in February 2017. The cost to implement and mobilise this option would be low in comparison to all other options.

The negative element of this approach is that the current reactive service contractual mechanisms don't fully incentivise and enable the provider to deliver best value. The current design service is not able to effectively evidence the

potential savings which should be achieved through the appropriate management of design risk provided by the In-house capability.

<b>Option 17</b>	<b>Single provider contractor with improved reactive service incentivisation for Works contract Design service top up widened to broader highway service Separate works contract for Traffic Signals</b>
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The defining characteristic with this option is to develop on the current model by implementing further best practice and improving areas of weakness. The model specifically targets incentivising the reactive service and widening the design services top up arrangement to offer provision for the broader highway service.

The positive element of this approach is that it develops on a successful model and looks to improve elements from a known position. The model fits with the majority of providers within the market and should be viewed attractively due to its size and evolved position. Incentivising the reactive service contractually by creating specific performance measures and linking the service area to output improvement targets will improve on the area of weakness identified in the current model. The design top up arrangement would be widened to offer the possibility of providing the broader range of highway services with a more robust design review process to challenge the design option process whilst capturing realised benefits.

The negative element of this approach is that the reactive service incentivisation could lead to a drop in service quality if the mechanisms used are not robust. This element would need to be monitored and reviewed with the provider throughout the life of the contract to ensure this does not occur.

<b>Option 13</b>	<b>Single provider contractor with reactive service brought in house Design service top up widened to broader highway service. Separate works contract for Traffic Signals</b>
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The fundamental difference in this approach is to bring the reactive service in house. If this option was selected it would create the demand for approximately 75FTEs with the strong potential for staff of the existing contractor to transfer to the Council under TUPE.

The positive element of this approach is that it would enable LCC to deliver a combined service in response to fault identification and fault rectification of the asset. Delivering these elements of service in house would give full control to LCC to manage this process.

The negative element of this approach is that the skills to deliver this service are no longer contained within the authority and the reduced volume of work split between two parties reduces opportunity for efficiency. Splitting the works element of the service would confuse the winter service provision as the staffing pool would be split between the client and provider. A study has been carried out to calculate the anticipated financial impact this change would have on LCC. The net cost of this transfer is likely to result in an increase in service cost of approximately £380,000

per annum due to a combination of factors including LCC being responsible for costs currently covered by the Fee, increased pension costs, increased costs consequent on any future harmonisation of terms and conditions with existing Council staff and additional costs of equipment and plant due to loss of purchasing power.

**Conclusions of Options Analysis**

The criteria selected to differentiate between the above five options were a combination of those recommended within the HMEP Options Appraisal toolkit and additional criteria selected by the Project Team. The criteria selected were:

- Enhance the Local Economy
- Deliver Value for Money
- Complexity in delivering option (Project)
- Complexity and capacity to manage the contract (Ongoing)
- Enhance authority's access to capability & capacity
- Supports Innovation and Continuous Improvement
- Contribution to Corporate Strategic Plan Outcomes
- Resilience (ability to react to uncertainty)
- Retention of intelligent client and probity
- Provider readiness and sector success stories

During the Evaluate Options stage the Project Team weighted each of the assessment criteria. The final weightings were agreed with members at the final Member workshop.

The evaluation identified the following preferred option:

<b>Option 17</b>	<b>Single provider contractor with improved reactive service incentivisation for works contract Design service top up widened to broader highway service Separate works contract for Traffic Signals</b>	<b>SCORE 101</b>
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The remaining options scored:

- Option 2: SCORE 60
- Option 4: SCORE 69
- Option 1: SCORE 93
- Option 13: SCORE 78

A copy of the completed Evaluate Options Scoring Matrix can be found within the Lincolnshire Highways 2020 Business Case at Appendix C.

The recommended option following the Options Appraisal stage is to proceed with a developed iteration of the existing model with some notable changes in relation to the reactive service and a broader design (and other professional services) top up arrangement. The base contract will be the recently released New Engineering Contract four (NEC4) with incentive mechanisms that are performance related and

encourage collaboration between parties. Particular areas for improvement include:

- Reactive Service (quality and productivity)
- Enhancing the client consultant dynamic within design services
- Winter Maintenance
- Cyclical works
- Customer digital engagement
- Engagement with local supply chain
- Social Value
- Value for Money assessment for Client and Provider functions

## **2. Legal Issues:**

### Equality Act 2010

Under section 149 of the Equality Act 2010, the Council must, in the exercise of its functions, have due regard to the need to:

- \* Eliminate discrimination, harassment, victimisation and any other conduct that is prohibited by or under the Act.
- \* Advance equality of opportunity between persons who share a relevant protected characteristic and persons who do not share it.
- \* Foster good relations between persons who share a relevant protected characteristic and persons who do not share it.

The relevant protected characteristics are age; disability; gender reassignment; pregnancy and maternity; race; religion or belief; sex; and sexual orientation.

Having due regard to the need to advance equality of opportunity involves having due regard, in particular, to the need to:

- \* Remove or minimise disadvantages suffered by persons who share a relevant protected characteristic that are connected to that characteristic.
- \* Take steps to meet the needs of persons who share a relevant protected characteristic that are different from the needs of persons who do not share it.
- \* Encourage persons who share a relevant protected characteristic to participate in public life or in any other activity in which participation by such persons is disproportionately low.

The steps involved in meeting the needs of disabled persons that are different from the needs of persons who are not disabled include, in particular, steps to take account of disabled persons' disabilities.

Having due regard to the need to foster good relations between persons who share a relevant protected characteristic and persons who do not share it involves having due regard, in particular, to the need to tackle prejudice, and promote understanding.

Compliance with the duties in section 149 may involve treating some persons more favourably than others.

The duty cannot be delegated and must be discharged by the decision-maker. To discharge the statutory duty the decision-maker must analyse all the relevant material with the specific statutory obligations in mind. If a risk of adverse impact is identified consideration must be given to measures to avoid that impact as part of the decision making process.

Equality Impact Analysis (EIA) has been carried out on the recommended option and forms part of the Highways 2020 Business Case at Appendix E . The results of the analysis are as follows:

**Positive Impacts:**

It is anticipated that the recommended option will encourage apprentice schemes within the provider contracts. This will be monitored through contractual performance indicators and commitments made by the providers during the procurement process.

**Negative Impacts:**

No perceived adverse Impacts

The EIA will be continually monitored throughout the process

Joint Strategic Needs Analysis (JSNA and the Joint Health and Wellbeing Strategy (JHWS)

The Council must have regard to the Joint Strategic Needs Assessment (JSNA) and the Joint Health & Well Being Strategy (JHWS) in coming to a decision.

The effect of the Highways 2020 recommended option on the JSNA and JHWS has been considered and deemed to have no direct impact.

Crime and Disorder

Under section 17 of the Crime and Disorder Act 1998, the Council must exercise its various functions with due regard to the likely effect of the exercise of those functions on, and the need to do all that it reasonably can to prevent crime and disorder in its area (including anti-social and other behaviour adversely affecting the local environment), the misuse of drugs, alcohol and other substances in its area and re-offending in its area.

The duties under section 17 of the Crime and Disorder Act 1988 have been considered and it is deemed that the Highways 2020 recommended option will have no direct impact.

### 3. Conclusion

The recommended option is identified in recommendation 2 of this Report.

The reason to proceed with this model is that it improves on the existing model through a knowledge capture exercise from the current arrangement and offers the opportunity for ongoing improvement.

The risks involved with moving to an alternative model at this stage were not offset by the challenges that the existing model faces. Lessons learnt, market analysis and local authority benchmarking confirmed that the model is the correct solution for Lincolnshire County Council. Implementing these improvements, together with the continued implementation of the Future Operating Model, will enable Lincolnshire to continue to be a leading authority in the Highways sector.

The Report recommends approval to proceed to approach the market on the basis of this model. If approval is given, work begins to detail the procurement route and prepare contract documents, incentivisation schedules and specifications to enable contract award in October 2019 with service commencement in April 2020. This work would be carried out under the delegation proposed in recommendation 3 including consultation on key issues and at key stages with senior members.

#### 4. Legal Comments:

The Council has the power to enter into the contracts proposed. Due to the values of the contracts they will have to be procured in accordance with the Public Contracts Regulations 2015.

The decision is consistent with the Policy Framework and is within the remit of the Executive if it is within the budget.

#### 5. Resource Comments:

Accepting the recommendation as set out in this report should have no direct impact on the Council's finances. There is an expectation that the costs of any contracts awarded following the procurement exercise will be met from resources available for the delivery of this activity and should be able to respond to changes in both the revenue and capital funding available based on the budget the Council approves for the periods from April 2020.

### 6. Consultation

#### a) Has Local Member Been Consulted?

n/a

#### b) Has Executive Councillor Been Consulted?

Yes

### c) Scrutiny Comments

The decision will be considered by the Highways and Transport Scrutiny Committee on 06 November 2017 and the Committee's comments will be reported to the Executive.

### d) Have Risks and Impact Analysis been carried out?

Yes

### e) Risks and Impact Analysis

Each of the main options considered during the Option Appraisal stage have been subject to Change Impact Analysis. The recommended option has been subject to Change Impact Analysis, Equality Impact Analysis and Risk Analysis.

The documents are contained within Appendix A – Lincolnshire Highways 2020 Business Case.

## 7. Appendices

These are listed below and attached at the back of the report	
Appendix A	Lincolnshire Highways 2020 Business Case V 2.0

## 8. Background Papers

Document title	Where the document can be viewed
Highways 2020 Update Report: 18th September 2017	Highways and Transport Scrutiny
Highways 2020 Update Report: 27th July 2017	Highways and Transport Scrutiny
Highways 2020 Update Report: 16th June 2017	Highways and Transport Scrutiny

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