



St Kilda Marina Project

Procurement Plan

May 2019





St Kilda Marina Project - Procurement Plan

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1. INTRODUCTION

1.1 Background

History of the St Kilda Marina

St Kilda Marina was Australia's first large-scale purpose-built and self-contained marina. The Marina is located at 42 A-E Marine Parade Elwood, between two recreational reserves, Marina Reserve to the north and M.O Moran Reserve to the south.

The Marina occupies approximately 8 Ha (80,000 m²) of foreshore Crown land, managed by Council as Committee of Management. It was developed in stages from 1968 to 1969, within an artificial harbour originally purpose-built in 1966 from reclaimed land. The then St Kilda City Council constructed the boat harbour, including the concrete seawalls and three slipways. Following this, the current lessee and developer (Australian Marinas Pty. Ltd.) was procured via a tender process in 1967 to create a marina.

The current lease of the St Kilda Marina expired on 30 April 2019 and is now in overholding. A new interim lease has been negotiated with the existing tenant that ends in April 2022. This is currently progressing through the State Government approvals process.

A new long-term lease of the St Kilda Marina presents an exciting opportunity to unlock the full potential of this working marina as a key destination for locals, Melburnians and visitors. This enables Council, the Victorian Government, community, users of the marina and other key stakeholders to work together to reimagine the future of this site.

Project to secure a new long-term lease

In September 2016, Council resolved to undertake a competitive selection process for a new long-term lease arrangement for St Kilda Marina. On 7 February 2018, Council endorsed the Project Approach for procuring a new long-term lease which sets out the various stages of the project and the timeline.

As the project has evolved, the Project Approach has been updated to incorporate the requirement for a planning scheme amendment, and amendments to the overall project timeline. The revised Project Approach is being brought to Council in June 2019 (**Appendix 1**).

Also in June 2019 the Community and Stakeholder Engagement Plan (previously endorsed by Council on 18 April 2018 for Stages 1 to 3) updated with the engagement process for Stages 4 to 6 of this project is being brought Council for endorsement. (**Appendix 2**).

Both are key documents guiding the project to secure a new long-term lease arrangement for the site.

The timeline forecasts that the new long-term lease arrangement will likely not be in place until late 2020 at the earliest, and the new operator will likely require some time to plan, transition to the site, and execute any new elements of the property.

Accordingly, an interim short-term lease arrangement is required to cover the gap between the expiry of the existing lease on 30 April 2019 and the commencement of a new lease arrangement. Council has agreed to a three-year term as a negotiated outcome with the



existing lease holder. This term is considered sufficient to include some contingency for a complex procurement and lease process and a lead in time for a new operator.

Applicable legislation

The St Kilda Land Act 1965 was enacted to enable the creation of the St Kilda Marina. Under this Act, the former St Kilda City Council (now part of the City of Port Phillip) and the Melbourne and Metropolitan Board of Works reclaimed the land to create a harbour. St Kilda City Council constructed the boat harbour, including the concrete seawalls and three slipways.

As a result, the St Kilda Marina is governed by its own piece of legislation. With the passing of the St Kilda Land Act 1965, the City of St Kilda became empowered to “lease the said land to any person to be used only for the purposes of a marina”.

The Act stipulates that the area is reserved for a marina and provides facilities for the recreational convenience of boat users and the public. It enables the grant of a lease for up to 50 years subject to approval by Governor in Council. The existing lease was granted under this Act.

Since the creation of the St Kilda Land Act 1965, a number of other Acts have come into play that have implications for the site including, but are not limited to, the Crown Land Reserves Act 1978, the Marine and Coastal Act 2018 and the Retail Leases Act 2003 (RLA). Relevant legislation and the St Kilda Land Act are discussed in detail in the Site Brief. The Site Brief can be found on the St Kilda Marina Project web page (<http://www.portphillip.vic.gov.au/st-kilda-marina.htm>)

The St Kilda Land Act 1965 can be found in this link:

http://classic.austlii.edu.au/au/legis/vic/consol_act/skla1965117/

The State Government *Leasing Policy for Victorian Crown Land 2018* recognises that Crown Land is a valuable public asset and that it is essential that it is managed to maximise social, environmental and economic benefits to the State. It requires that a competitive selection process will apply to the leasing of Crown land unless direct negotiations would better achieve an outcome which serves the community interest.

In this case, where the existing lease exceeds 50 years, it was determined, and agreed by Council, that a competitive selection process would be appropriate for a new long-term lease for the St Kilda Marina. The policy also requires that the process must be fair, open and transparent.

The current and interim lease arrangements

Council manages the long-term lease for St Kilda Marina. The original 50-year head lease between Council and Australian Marinas Pty. Ltd. was executed in March 1968. Through a supplemental agreement, the current 50-year lease period was recorded as 1 May 1969 to 30 April 2019. The lease was granted by Council as Committee of Management under Section 4 of the St Kilda Land Act 1965.

Australian Marinas Pty Ltd has a number of subleases with tenants including BP Australia, Riva St Kilda, The Great Provider, Rollo's Kiosk, St Kilda Boat Sales and Australian Volunteer Coast Guard. All subleases expire prior to the head lease expiry date, with the head lessee required to seek approval for any new sublease arrangements.



Community consultation to date

St Kilda Marina is a significant asset in Council's property portfolio. Council is aiming to improve social, cultural, economic, environmental and financial benefits that can be delivered by the St Kilda Marina site in the future. To ensure the full potential of the site is realised as part of a new lease arrangement, Council has undertaken a multi-stage community engagement program, working closely with the community to understand and consider the community's values and aspirations for the local area, and specifically for the site.

Stage Two of the project included a series of investigations by council officers and technical consultants and a comprehensive community engagement program to develop the Site Vision and Objectives. With the support of the community and endorsement by Council in July 2018, the vision and objectives have guided the outcomes of the various steps in the project approach.

Stage Three of the project established the parameters for the site through collaboration between Council, technical consultants and a panel of 23 community members representing diverse demographics and interests. The broader community was also invited to participate in the panel process through an online survey testing approaches and options for the various key site elements.

A key outcome from the Stage 3 Community Panel process was the development of a Site Brief. The purpose of the Site Brief is to provide key information required for everyone to have a shared understanding of current conditions, specific required outcomes and what is allowed and not allowed on the site as part of a future redevelopment of the site to achieve the site vision and objectives. The Site Brief was endorsed by Council on 15 May 2019. The Site Brief is described in more detail later in this document.

1.2 Purpose of the Procurement Plan

This Procurement Plan is intended to serve as an overall guide for the procurement process that will culminate in Council, with the required Victorian Government approvals, entering into a new long-term lease for the St Kilda Marina.

The Procurement Plan includes an overview of the key parts of the procurement process including early market engagement, expressions of interest (EOI), evaluation and shortlisting, the request for proposals (RFP), the evaluation and selection of preferred bid(s) and negotiations.

It identifies workflows for the preparation of key documents, outlines the governance structure and proposes a timetable for key project phases and ultimate selection of a preferred tenderer. The Procurement Plan will enable the Council to set deadlines and support consistent communication of the procurement process to the community, interested bidders and state government.

1.3 Key Parties and Roles

Set out below are the key parties involved in the procurement process and an outline of their roles consistent within the Governance structure outlined in Section 3.



Key Participants in the Procurement Process

Council

- Authorises the procurement process, the key project documents (as outlined in this document) and approves a successful Tenderer to the State to undertake a Governor in Council process for approval of the lease to design, build and operate the St Kilda Marina.
- Delegates authority to the CEO to have primary responsibility for management of the process to identify, select and appoint a successful Tenderer to design, build and operate the St Kilda Marina within the objectives, parameters and process approved by the Council.

Chief Executive

- Has primary responsibility for management of the process to identify, select and appoint a successful Tenderer to design, build and operate the St Kilda Marina.
- Responsible for the resourcing of the Project Team to carry out the procurement process.
- Appoints the Steering Committee, Project Team and Panel Chair.

Project Team

- Coordinates the procurement process and manages the advisory teams to contribute subject matter advice and reporting for specialist subject matter areas.

Evaluation Panel

- The Chair of the panel, who will be a senior Council Officer, is responsible for managing the panel evaluation process, members and meetings, and engagement of panel advisors as required.
- Responsible for the assessment of responses received from the market at a given stage of the process (i.e. EOI or RFP).
- Will be involved in the identification and negotiation of refinements and improvements to the Proponents' bids and providing advice and recommendation reports to decision makers.

Advisors to the Evaluation Panel

- Provides specialist advice to the Project Team and the Evaluation Panel on specific areas of expertise.
- May include some or all of the following: legal, commercial and property, marina operations, financial, design, urban realm and place making.
- For the RFP, the Panel Chair will appoint an expert Design Review Panel (DRP) to review and assess each of the RFP responses to Criterion no. 1 – Vision & Design. The DRP will be appointed following consultation with Councillors.

Other interested parties

Community members and Community Groups

- Broader Community
- Boating and fishing groups
- City of Port Phillip Community Groups



Developer / Operator Market

- Australian Marinas (A/Asia) Proprietary Limited, the existing St Kilda Marina Lease Holder
- Potential and Actual Tender respondents
- Boat owners

Existing Sub-tenants

- Australian Volunteer Coast Guard
- Retail (Skydiving, Boat Charters)
- Food and Beveridge
- Ancillary Marine Retail (e.g. Ships' Chandlers and Boat Sales)

State Government

- Minister
- Member for Albert Park
- DELWP
- Parks Victoria
- Ministerial advisors (Minister for Energy, Environment and Climate Change)



2. COUNCIL REQUIREMENTS

2.1 Council Vision and Objectives

The vision for the St Kilda Marina has been developed through the comprehensive community and stakeholder engagement process and the detailed background investigations undertaken as part of Stages 2 and 3 of the project.

The vision aims to reflect the aspirations of the community, key stakeholders and Council and is:

'A special place on the foreshore for everyone that welcomes a diversity of sustainable uses anchored by a working marina'

The site vision is a high-level statement that sets the scene for the detailed objectives, grouped under the five themes of:

- **Place identity** – develop the identity of the St Kilda Marina.
- **Social and cultural** – improve the social and cultural contribution of the site to the municipality.
- **Economic** – derive improved economic benefit from the site.
- **Environment** – ensure a net positive environmental outcome for the site and surrounds.
- **Financial** – achieve financial sustainability.

Specific, measurable objectives have been created and are detailed for each theme. Refer to the Site Brief found on the St Kilda Marina Project Web Page (<http://www.portphillip.vic.gov.au/st-kilda-marina.htm>) for the detailed Site Objectives.

2.2 The Site Brief

Based on extensive consultation with the Community and councillors as well detailed technical analysis, the Council Project Team has developed a Site Brief to document current conditions and desired outcomes for the Marina to guide future site development and, lease requirements. It is a key document to inform the market and guide interested parties to provide suitable proposals for a long-term lease arrangement.

The Site Brief contains:

- a concise summary of essential background information for prospective tenderers. It provides context for the current process with a precis of the St Kilda Marina History,
- a detailed regional and local context, with analysis on the local terrestrial, foreshore and marine settings.
- a status report summarising the current state of the St Kilda Marina in a number of technical disciplines, each with an overview of investigations undertaken and policy context.
- an outline of the Legislative and Governance Framework, with particular focus on the St Kilda Land Act, the Crown Land (Reserves) Act and the role of the City of Port Phillip Committee of Management to manage the St Kilda Marina. An overview of the Community and Stakeholder Engagement process carried out to date.



Most importantly the Site Brief contains the Mandatory and Discretionary Criteria (design criteria) for the redevelopment, renewal and operation of the St Kilda Marina developed from the Community Panel and Councillor workshops that will form the basis of any new lease of the St Kilda Marina. The design criteria also form the basis for a planning scheme amendment that will be undertaken concurrently with the planning process.

The Site Brief, endorsed at a Council Meeting on 15 May 2019, can be found on the St Kilda Marina Project Web Page (<http://www.portphillip.vic.gov.au/st-kilda-marina.htm>).

2.3 Council's Procurement Process Objectives

Council has developed the following procurement process objectives to guide and shape the approach and conduct of the procurement process. The procurement process objectives are informed by and intended to support the Project Objectives and provide a high level of confidence in the process and high levels of probity.

Procurement Process Objectives

- Objective 1. The process must have integrity and support fair and equal opportunity for bidders and appropriate opportunity for stakeholders and the community to participate. The process should be defensible.
- Objective 2. The process should aim to appropriately maintain the benefits of competition in the interest of achieving the Project Objectives.
- Objective 3. The process should achieve a value for money outcome for Council in that an optimum balance of financial returns and delivery of the site vision and objectives is achieved.
- Objective 4. The process should maintain necessary confidentiality and protection of participants reasonable commercial interest but without unnecessarily withholding information.
- Objective 5. The process should build community and stakeholder confidence that it is able to achieve Council's Project Objectives.
- Objective 6. The process should aim to provide a completed procurement outcome by 30 June 2020 [Target Procurement Completion Date].

3. PROJECT GOVERNANCE

3.1 Governance Principles

The procurement of the new lease for the St Kilda Marina will be carried out according to the following governance principles:

- An agreed governance structure will be set out and adhered.
- All decisions throughout the process will be made by the appropriate individual or body (such as a Panel) in accordance with the agreed structure.
- The governance of the process will be planned and carried out to meet the requirements of the City of Port Phillip, its relevant procurement policies and procurement practices.
- The governance of the process is to be carried out in a manner that supports and promotes the highest standards of fairness and probity and is consistent with the accepted standards applicable to public tender processes and relevant legislation. The



St Kilda Marina Probity Plan was developed at the commencement of project works early 2018, and has evolved to incorporate the requirements of the procurement process as set out in this document.

- Personnel involved in the procurement process will be appropriately qualified, impartial and free of conflict of interest or other impediment to upholding the probity of the process.

3.2 Governance Structure

A governance structure for the procurement process is described in **Figure 3.1**.

Appropriate process and documentation will help ensure accountability at all levels of the governance structure and enable transparency of process, analysis and decision making leading up to the selection of a preferred developer / operator for the St Kilda Marina.

An independent Probity Advisor, CourtHeath, has been appointed to overview the process and ensure key probity principles of process integrity, fairness and confidentiality are maintained. They will assist the Project Team, and monitor procurement approaches, including procurement documents, briefings, communication with prospective tenderers and evaluation processes. The Probity Advisor will provide independent assurance of procurement rigour, procedural fairness and provide a certification of the fairness and probity at key milestones, in order to provide confidence that a comprehensive technical, operational and value for money decision has been made for the proposed commitment of committing ratepayers' resources.

The procurement process will have three levels of governance; 1) the Council, 2) the CEO and 3) the Evaluation Panel.

Council authorises the procurement process and will have oversight of the project, delegating the management of the processes (see 1.3 above) to the Chief Executive Officer. Council will have the ability to review, comment on and require amendment to and endorsement of documentation forming part of the process including:

- this Procurement Plan
- the EOI documents
- the RFP documents.

Council has authority to:

- Approve the Procurement Plan
- Approve the EOI documents
- Approve the RFP shortlist
- Approve the RFP documents
- Approve the appointment of the Lessee

Council is the entity which will ultimately execute the Lease with the new operator.

The key roles in the procurement are set out in Section 4.3 of this Plan. Summarised below are the key functions and organisation of roles in the procurement governance and management arrangements.



The **Chief Executive Officer** will have overall responsibility to manage the process, with authority to resource the Project Team and approve key decisions for the procurement process. The Chief Executive Officer will report to Council, with ultimate responsibility to make a final recommendation to Council to execute the new lease.

The **Evaluation Panel** will be chaired by a senior Council Officer and should consist of a mix of Council Officers and External Experts.

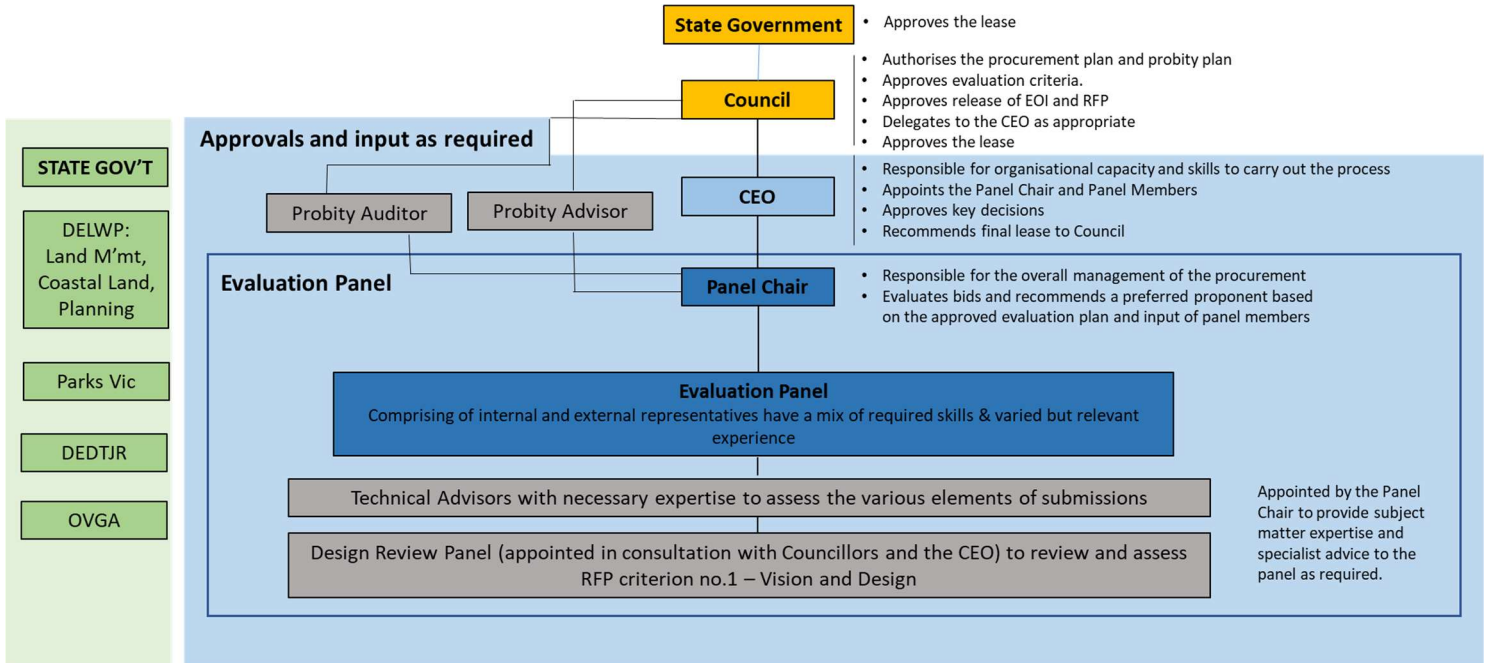
The Evaluation Panel reports to the Chief Executive Officer via the Chairperson. The Evaluation Panel will be supported by Council Officers who will manage the day to day process, including development of the EOI and RFP documentation and Evaluation Plans for the EOI and RFP evaluation.

The Evaluation Panel will produce evaluation reports and manage the communications and interactions with potential Tenderers. The Evaluation Panel supported by Council Officers will obtain the necessary approvals for all documentation and decisions made throughout the procurement process and call upon the Probity Advisor for guidance as required.

The Evaluation Panel will be supported by subject matter experts / specialist advisors (including external consultants), who will support the preparation of EOI and RFP technical inputs, and the evaluation processes. The membership, roles and responsibilities of these advisory teams will be outlined in the EOI and RFP Evaluation Plans, to be prepared by the Project Team.



Figure 3.1 Governance Structure





4 PROPOSED TENDER PROCESS

4.1 Operating Model Options for Council

Background

The existing Lease in place at the St Kilda Marina is a 50-year Build, Lease Land/Own, Improvements, Operate and Transfer model. Under this model, the existing Head Tenant designed and delivered all the facilities, including the buildings, infrastructure, dry storage buildings and wet berths, and has received all revenues and incurred all operating costs during the lease period.

In exchange for making the site available, Council has received annual rent (both fixed and a proportion of the gross revenue received by the Head Tenant). Council will also receive, at the end of the lease, all of the improvements installed by the Head Tenant during its tenure (with the exception of the wet berths and associated infrastructure).

Options and Analysis

As part of the new process being undertaken by Council, a range of operating models available to Council have been considered and analysed. These options range from Council acting as the Landlord (i.e. as per the current Lease arrangement whereby the Lessee is responsible for all aspects of SKM) through to Council taking on the role as the developer and operator of the facility.

The three options assessed were:

- Option 1 Integrated Private Development, Own, Operate & Transfer
- Option 2 Council Develops & Operates
- Option 3 Mixed - Private Develops & Operates Commercial / Council Develops & Operates Public Realm

Option 3 could be arranged in a number of ways and hence has a range of sub-options.

The overall assessment of the three options concluded that Option 1 is the preferred operating model for Council. While it presents some risks for Council, the risk profile is lower than the other two options. A summary of the assessment is as follows:

Option 1 - Lowest risk for Council. Relies on strong procurement and contracting process with robust lease to ensure outcomes are achieved.

Option 2 - Highest risk for Council. Council would need to acquire significant resources to implement this model

Option 3 - High risk for Council, and has an interface risk with Head Lessee, however, Council retains some control

Given the comprehensive process Council has undertaken with the development of the vision and site brief for the project, Council is well positioned to conduct a procurement and contracting process that will produce the desired outcomes whilst minimising Council's risk exposure.



4.2 Procurement Model for the Leasing Process

The procurement model for the lease is to take the form of a two-stage process; an Expression of Interest (EOI) to the broader market and Request for Proposal (RFP) to a shortlist of Tenderers.

This two-stage process will enable Council to assess the capability of interested parties through the EOI and select only those that Council believe is capable of achieving the project objectives to participate in the more detailed RFP phase of procurement. This approach has the benefit of ensuring only qualified participants will need to commit significant resources to the RFP phase whilst also minimising the number of detailed proposals that Council will need to assess.

In the interests of a timely and rigorous process which has industry and community credibility underpinned by probity principles, and managed within clear timeframes with defined decision-making processes, the procurement process needs to be resolved early (prior to commencing procurement), so that procedures associated with key procurement elements are defined and agreed, and responsibility for managing procurement and the path to obtaining outcomes is clearly understood.

Given the projects technical complexity, the demanding nature of the project program, particularly the procurement timeline, the competitive market nature of the process, and the commercial sensitivity of key phases, as per best practice, Council has delegated the management of the procurement process to identify, select and appoint a successful Tenderer to design, build and operate the St Kilda Marina. The CEO will undertake this role with the support of the Evaluation Panel and Project Team. This is illustrated **Figure 4.1** below.



Figure 4.1 Leasing Process Overview

Main Activity	Process Step	Role of Council
Council to review and approve Objectives, outline commercial terms, evaluation criteria, evaluation process and timetable	1 Leasing Process Planning	Approves Procurement Plan and authorizes the Leasing Process <i>Council may review, comment on and/or require changes to documentation</i>
Issue EOI document seeking interest from bidders with appropriate skills, experience and capability. Also seek an outline of site vision and get feedback on any delivery issues or issues with Site Brief	2 Invite Expressions of Interest (EOI)	Approve EOI documents including evaluation criteria. <i>Council may review, comment on, and/or require changes to documentation</i>
	3 Evaluated EOIs and Shortlist	
Update RFP document based on feedback received through EOI submissions (including any amendments to evaluation criteria for RFP). This will include resolution on how Council describes and assesses requirements for a pedestrian and bike bridge in RFP	4 Council approves shortlist and RFP process and document	Receives report on EOI evaluation outcomes including response to Vision and market feedback. Approves shortlist and RFP document <i>Council may review, comment on, and/or require changes to documentation</i>
Issue RFP to shortlisted bidders. Conduct Briefing Sessions. Manage Q&As with bidders and hold at least one interaction session with panel, advisors and bidders	5 Release RFP	<p>Proponent Design Presentation at the end of Stage 1 Evaluation (for top ranked offers) Councilors to also be invited as observers, who can provide feedback and propose clarifying questions to the panel after the presentation They are not evaluating proposals</p> <p>During this phase the CEO controls the process on behalf of Council</p>
	6 Bidder interaction	
	7 RFP Close	
Evaluation of RFP against agreed criteria and assess options for next steps. Options could include: 1. Shortlist and Best & Final Offer (BAFO) 2. Shortlist and structured negotiations 3. Identify single preferred provider. (If so, go directly to negotiation) 4. Abandon process	8 Stage 1 Evaluation **	
Incorporate any further clarifications raised by Councilors (following Design Presentation) and make recommendation to CEO for Stage 2 Evaluation	9 CEO Agreement on Stage 2 Evaluation	
Carry out Stage 2 process (BAFO or structured negotiations) Further evaluation of revised offers against agreed criteria Make recommendation to CEO for Stage 2 Evaluation	10 Negotiation and Stage 2 Evaluation	
Negotiate final lease and redevelopment arrangements with at least one bidder. Complete and have party(ies) execute copies of legal documentation	11 Final negotiation and completion of documentation	
Final Approval by Council and then the State, including execution of documents	12 Final Approval by Council and the State	

Role of Council

The following summarises the role of Council in the procurement process consistent with the process outlined in Figure 4.4 above.

- Reviews and approves the Vision for the project.
- Reviews and approves the Site Brief (including mandatory requirements and allowable uses).
- Approve the Statutory Planning pathway.
- Reviews and approves the Procurement Plan (including delegated authority to CEO).
- Reviews and approves the Expression of Interest (EOI) document.
- Considers the recommendation from the EOI Evaluation Panel and the CEO regarding the short list of Proponents selected to participate in the Requests for Proposal (RFP) and makes a decision.
- Reviews and approves the RFP document.
- Approves the potential candidates for consideration as members of the Design Review Panel Membership
- Councilors will be invited to attend RFP Proponent Design Presentation (1 presentation per top ranked proponent) as an observer. Councilors will be able to provide feedback



following presentations to the Evaluation Panel including any further clarification questions to be put to the Proponents.

- Considers the recommendation from the RFP Evaluation Panel and CEO for entering into a Lease with the Preferred Proposal and makes a decision.

4.3 Evaluation of Tenders

The evaluation of tenders is to be carried out according to the requirements and procedures set out in the EOI and RFP Evaluation Plans, approved by the CEO.

Each Evaluation Plan will include a description of the structure and processes for the review of tenders including the approach to evaluation, the makeup of evaluation panels and any specialist advisors and the specific skills required to review and assess tenders against the agreed tender Evaluation Criteria. Weightings for individual evaluation criterion will be determined and approved through the governance structures prior to issue of EOI and RFP documents respectively. The Evaluation Plan, including weightings for individual evaluation criterion, will be determined and approved by the CEO prior to the release of the EOI and RFP respectively.

The Evaluation Plans will also specify the makeup, roles and responsibilities of the Evaluation Panel and any technical advisors / specialist advisors that will provide advice on the submissions relevant to their technical expertise.

The following details the considerations in assembling the panel and any technical advisors for the evaluation of the EOI and RFP.

- The Panel Chair will be a senior Council officer with appropriate qualifications and experience for such a role.
- The Evaluation Panel should consist of a mix of Council Officers v External Experts (target a minimum 50% external – excluding Chair) to ensure the Panel has the required degree of perceived independence and the requisite expertise to evaluate proposals.
- Skills and expertise required for Panel members:
 - Procurement expertise and experience in complex local or State Government property or infrastructure projects.
 - Impartial, objective and free of conflict of interest.
 - Skills to match evaluation criteria – e.g. Property/Commercial, Urban Design/Placemaking, Marina Operations, Council policy and delivering community benefits.
- Technical advisors will have subject matter expertise to complement Panel members as determined by the Panel Chair (e.g. Council procurement team, legal, asset management and operations, Corporate Social Responsibility transport, heritage, engineering, Environmentally Sustainable Design, food and beverage/retail, specific design disciplines). Their role is to review the submissions in detail and assess and articulate to the panel members each submissions efficacy in addressing the requirements of the RFP, and, in turn, reflecting the vision and objectives for the site. This advice will be for the consideration of the panel members when undertaking their own evaluation of the submissions.



- The Chair will also appoint an expert Design Review Panel (DRP) in consultation with Councillors and the CEO to review and assess RFP criterion no.1 – Vision and Design, The DRP will provide advice to the Evaluation Panel.

It is anticipated that the following type of experience will be required collectively from panel members and any Specialist Sub Panels / specialist advisors (particularly with respect to the evaluation of the RFP).

- Design
 - Architecture / Urban design / Place Making
 - Environmental design
 - Marina specific design
- Property & Commercial / Legal
 - Property development
 - Transaction management
 - Legal and leasing
 - Commercial and risk
- Marina and Property Management
 - Marina operations
 - Retail leasing
 - Asset and facility Management
- Financial
 - Project funding
 - Project finance
 - Project financial modelling
- Council policy and plans for delivering community benefits
 - Assessment of the submissions' understanding of the City of Port Phillip demographics, and future challenges, and plans for the municipality and consideration of this in the responses, including the ability to meet the broader needs of the community
 - Assessment of the solutions presented and the manner in which they holistically address the Site Vision and Objectives
 - Assessment of submissions' sensitivity in addressing the community desires and concerns as articulated through the summary of community engagement outcomes.

In some cases, there will be a number of these skills and areas of expertise that will overlap and can be engaged via a single appointment to an Evaluation Panel or technical advisors.

It is anticipated that the Panel and any technical advisors will be populated with a mix of Council Officers and external expert advisors.



4.4 Tender Evaluation Criteria

EOI Stage and Evaluation Criteria

Shortlisting of respondents from the EOI process will be based on the information provided in their EOI response. The EOI Evaluation Criteria will include the following matters:

- Willingness to comply with the process set out by Council for the leasing of the Marina This will be a mandatory compliance criteria (i.e.: a pass / fail criteria).
- Experience of the bidder or bidding consortium, including any advisors (Organisational).
- Experience and expertise of the bidder team's key personnel (Individuals).
- Financial capacity of the bidder to meet financial obligations if successful.
- Bidders vision for the redevelopment of the Site assessed with reference to the Site Brief

An assessment process will be documented in the Evaluation Plan which will enable a decision to be made as to whether a respondent is shortlisted to progress to the RFP. It will involve an Evaluation Panel approved by the City of Port Phillip CEO..

The EOI will also be used by the Project Team to elicit feedback from the market regarding the various aspects of the Site Brief and Project Objectives. In particular, the Project Team will look to test the viability and attractiveness of the project to the market. This feedback may lead to some refinement of the RFP document which will be in the process of development during the EOI assessment.

RFP Stage and Evaluation Criteria

At the RFP stage, there will be no need to repeat requests for information included in the EOI stage, however, participants will be asked to confirm that the information provided at the EOI stage remain current (and if not, asked to update that information). Furthermore, RFP participants will be required to attend one or more interactive sessions during the RFP bid phase. These sessions are intended to provide an early insight to the project team as to how participants are formulating their response to the RFP whilst also providing some guidance to participants as to any aspects of their responses which require further clarity from Council. The key objective of these sessions is to maximise Tenderers' understanding of requirements and maximise the quality of responses.

The evaluation criteria will be directly connected to the Site Vision and Objectives to ensure that submissions stay true to the aspirations of Council and the Community. They will also embrace the mandatory and discretionary criteria in the Site Brief as a means of ensuring responses adhere to the mandatory criteria, and testing and ranking proposals in their ability to accommodate the desirable criteria.

The evaluation criteria will be confirmed following the EOI process, and documented in the evaluation plan. Broadly, however, the evaluation process will:

- Include three mandatory compliance criteria which receive a pass or fail as part of the assessment:
 - Compliance with minimum Council procurement process and requirements, and mandatory terms included in the RFP
 - Compliance with the Mandatory Design Requirements of Site Brief
 - Compliance Key legal/contractual conditions
- Include qualitative criteria in the general themes of:



- Vision and Design
 - Capability, Capacity and Track Record
 - Commercial Terms, Viability and Operational Plan
 - Corporate Social Responsibility
 - Planning and Transition/Staging Strategy
- Include financial evaluation criteria to assess the detailed financial proposal required by the RFP.

At the end of the first stage of evaluation none, one, or one or more proponents may proceed into Stage 2 of the RFP evaluation and ultimately the negotiation stage.

4.4 Community Engagement

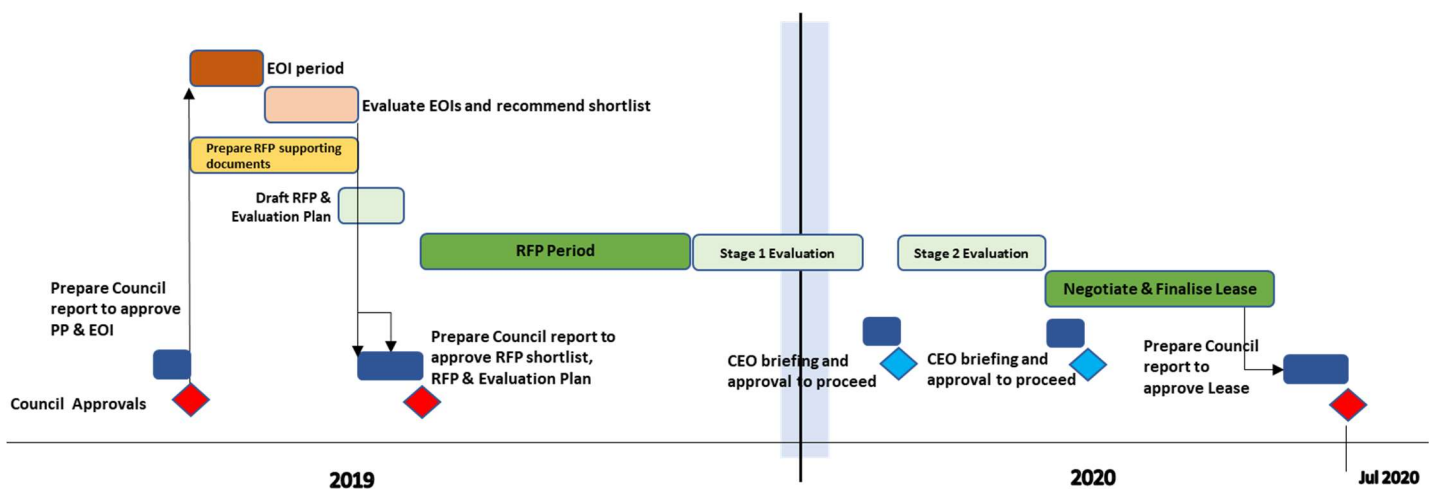
The approach to community engagement during the procurement is documented in the Community and Stakeholder Engagement Plan (**Appendix 2**). The Community Engagement Plan has been developed with advice and input from the Probity Advisor and Council Officers to ensure that an appropriate balance between appropriate and meaningful community involvement and the need for confidentiality without unnecessary secrecy, fairness to bidders and high levels of confidence in the process.

4.5 Procurement Timeline

A procurement timeline has been included as an indicative programme for the process. Actual deadlines will be updated once the process is endorsed, and once commitments to key durations are agreed.

The Gantt chart shows dependencies for key activities, key approvals gateways and major milestones. Once the statutory planning strategy and approach to market sounding strategy are agreed, formal dates can be baselined.

Figure 4.4 Procurement Indicative Timeline





5. KEY PROCUREMENT DOCUMENTS

5.1 Probity Plan

A Probity Plan is already in place for this project and is publicly available on the City of Port Phillip website.

The Probity Plan has been developed with Councillors in mind balancing their role engaging with community and other stakeholders with good probity practice appropriate for competitive processes. It works in tandem with the Council's Code of Conduct and procurement policy, which must be followed by personnel involved with the project.

The Probity Plan is in two parts. The first deals with probity in general for the project. The second part deals specifically with procurement requirements applicable to the conduct of competitive processes such as establishment of the new lease and relate engagements of contractors and consultants. The second part of the plan has been updated to align with this procurement process and is being brought to Council for endorsement in June 2019.

5.2 Invitation for Expression of Interest Document (IEOI)

The invitation to provide an Expression of Interest is intended to introduce the St Kilda Marina redevelopment and operator lease opportunity to the market. As such it is presented at sufficient detail so as to realistically frame the opportunity and to canvas the market of potentially qualified respondents. It seeks submissions from suitably qualified developers or consortia who; embrace the City of Port Phillip vision for the site and have the creativity, resources and expertise to respond to the opportunity and who have the financial and other resources required to meet the obligations expected in the development and lease agreements.

The EOI will target concise responses, which identify and summarise the tenderer's identity (especially in the case of consortia), broadly outline previous experience, and indicate capacity to undertake the role. A simple vision statement or approach (in response to the Vision developed by Council) will also be requested to ensure aligned early expectations.

The EOI should be relatively simple to respond to and not require excessive input or expenditure, as a large number of proposals may be received via an open market invitation. A key provision at the EOI is to demonstrate financial capacity, to enable the City to evaluate the capability of respondents to be able to undertake the role over the lease term.

The purpose of the EOI (including evaluation) is to select only shortlisted respondents to participate in the RFP process where each of the Respondents appears to be fit in all respects to potentially reach a final agreement with the City of Port Phillip and achieve the City's vision.

The technical background and due diligence reports may be subject to confidentiality. A secure electronic data room may be provided to enable limited access to project documents.

During the EOI Phase, respondents and nominated representatives may be required to execute project confidentiality undertakings and make application for Data Room Access to manage the use and access to the data. The undertakings manage the potential for inappropriate use or dissemination of project information which could potentially compromise the integrity of the procurement process.



Market Feedback

It is not uncommon for a market sounding process to be undertaken in advance of issue of the EOI, to enable market feedback to assist in refinement of the procurement strategy for the Project.

The market sounding is intended to:

- Assist the private sector to have a clear understanding of the CoPP's requirements for the redevelopment and lease.
- Assist the CoPP to refine the structure of the procurement documentation of the RFP to optimise a value-for-money outcome.
- Test the Project's scope with the private sector, enabling questions and responses on project-specific issues.
- Use the process to obtain market feedback on likely market conditions and how the conditions may impact the successful delivery of the Project.

An initial market sounding was carried out in 2018. Accordingly, it is proposed not to undertake a full market sounding as part of the procurement process but rather market feedback will be sought as part of the EOI by including a response schedule which invites comments on certain aspects of the project scope, commercial structure and site brief which will be clearly marked as not evaluated. At the EOI briefing it will be emphasised that CoPP is using this information to assist in resolving and finalising the RFP documentation and project requirements and that comments made by EOI respondents will have no bearing on selection of the short list for RFP.

5.3 EOI Evaluation Plan

This document sets out the processes and procedures that apply to the evaluation, selection and shortlist of respondents recommended to advance to the RFP stage. It is a confidential document to safeguard the process as it contains information that will not be disclosed to the market.

The EOI Evaluation Plan provides the framework for:

- Identifying the Respondents most suitable to progress to the RFP phase of the procurement process.
- Ensuring that the evaluation process is undertaken in an efficient and equitable manner consistent with the Probity Plan.
- Providing a clear, coherent and impartial evaluation process.
- Facilitating procedural requirements of the evaluation process.
- An evaluation process that is defensible, auditable and consistent with the Terms and Conditions contained in the Expression of Interest (EOI) documents.
- Ensuring that the Evaluation Report and Project Advisory Team inputs are appropriately documented.

It provides:

- The detailed evaluation criteria for assessing the submissions;
- The weighting for each evaluation criterion;
- The details of the evaluation panel membership and any technical advisors; and



- The processes and programme for evaluation.

The EOI Evaluation Plan is prepared by the Project Team. The document will be endorsed by the Probity Advisor, reviewed and approved by the Chief Executive Officer. As detailed above, the EOI Evaluation Plan will be approved prior to the release of the EOI.

5.4 Request for Proposals

The purpose of the RFP is to:

- Invite respondents to submit detailed redevelopment vision and commercial Proposals.
- Provide respondents with general information to assist in the preparation and lodgement of Proposals.
- Detail the Lease requirements (including proposed Lease document), commercial performance criteria and timeframes required by City of Port Phillip.
- Describe the RFP Evaluation Criteria that the City of Port Phillip will use to evaluate proposals. The RFP detailed evaluation criteria (aligned with the City of Port Phillip Vision and Objectives (Design Criteria)) which resulted from the Community Panel input during the stakeholder engagement phase will detail the specific requirements for response against each criterion are spelt out.
- Describe the interactive tendering approach.
- Summarise the RFP evaluation approach, including the second stage “bid refinement” process.
- Provide respondents with critical information to enable responses that address Council and Community requirements for the site including but not limited to The Site Brief and Site Technical Data.

Respondents’ access to the data room will be reinstated for the duration of the RFP process.

5.5 RFP Evaluation Plan

This document is similar in format to the EOI Evaluation Plan but sets out the processes and procedures that apply to the evaluation of RFPs, selection and further shortlisting of Respondents recommended to advance to the negotiation stage. It is a confidential document to safeguard the process as it contains information that that will not be disclosed to the market.

The RFP Evaluation Plan is prepared by the Project Team, endorsed by the Probity Advisor approved by the CEO. As detailed above, the RFP Evaluation Plan will be developed and approved prior to the release of the RFP.

5.6 Negotiation / Best and Final Offer Terms of Engagement

A negotiation plan to guide the process, meeting structure, timing of face-to-face meetings with shortlisted respondent/s and documentation requirements will be completed prior to commencement of any negotiations. A Negotiation Phase Brief or Negotiation Schedule will be prepared on shortlisting of Respondents, to identify core departures and other issues arising in shortlisted responses to the RFP. The Project Team will work with the Legal team to negotiate and document outcomes on the core and non-core departures and compile an issues log for resolution throughout the Negotiation Phase.



During the conduct of negotiations, the project probity advisors will maintain an appropriate degree of oversight of the process to ensure the integrity of the procurement process and the requirements and principles of the Probity Plan are properly observed.

On successful completion of negotiations, the drafting of the final Lease Agreement is undertaken, and execution of final legal documentation in the form of a Final Offer Terms of Engagement occurs, as a precursor to final approval by Council and formal execution of documents.

ST KILDA MARINA NEW LEASE PROJECT APPROACH

MAY 2019



SUBJECT TO CHANGE
MILESTONE DATES INDICATIVE

STAGE

KEY EVENTS AND DELIVERABLES

DESCRIPTION

1 Planning for the project

Planning for how to proceed with the new lease project.

2 Identifying the site vision & objectives

Investigating current conditions on site, within the leasing boundary (see site map). Improve understanding between Council, State Government and the community about what is preferred and what should be avoided.

3 Setting the parameters

Developing feasible and deliverable options for the future of the site through an iterative process with Council, the community and stakeholders.

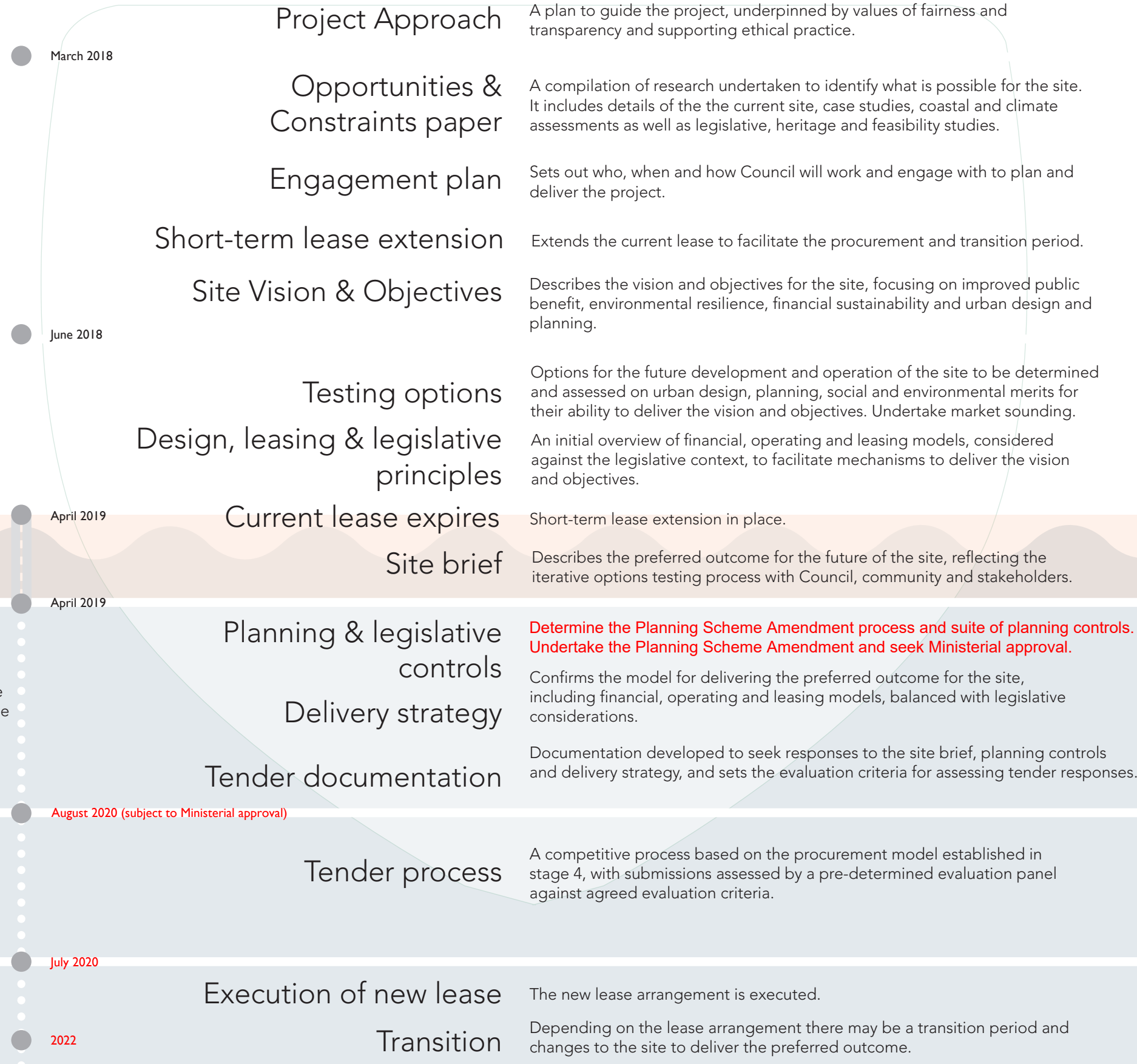
4 Planning for procurement

Determining the strategies and controls to facilitate the procurement process and deliver the preferred outcome for the site.

5 Procuring new lease/s

Conducting a competitive procurement process over a set period of time to secure the future of the site.

6 Delivering new lease/s



Project objectives

Developed with Councillors to guide a robust process.

Project Approach

A plan to guide the project, underpinned by values of fairness and transparency and supporting ethical practice.

Opportunities & Constraints paper

A compilation of research undertaken to identify what is possible for the site. It includes details of the the current site, case studies, coastal and climate assessments as well as legislative, heritage and feasibility studies.

Engagement plan

Sets out who, when and how Council will work and engage with to plan and deliver the project.

Short-term lease extension

Extends the current lease to facilitate the procurement and transition period.

Site Vision & Objectives

Describes the vision and objectives for the site, focusing on improved public benefit, environmental resilience, financial sustainability and urban design and planning.

Testing options

Options for the future development and operation of the site to be determined and assessed on urban design, planning, social and environmental merits for their ability to deliver the vision and objectives. Undertake market sounding.

Design, leasing & legislative principles

An initial overview of financial, operating and leasing models, considered against the legislative context, to facilitate mechanisms to deliver the vision and objectives.

Current lease expires

Short-term lease extension in place.

Site brief

Describes the preferred outcome for the future of the site, reflecting the iterative options testing process with Council, community and stakeholders.

Planning & legislative controls

Determine the Planning Scheme Amendment process and suite of planning controls. Undertake the Planning Scheme Amendment and seek Ministerial approval.

Consult the community through a public exhibition of proposed Planning Scheme Amendment, inviting submissions to Council.

Delivery strategy

Confirms the model for delivering the preferred outcome for the site, including financial, operating and leasing models, balanced with legislative considerations.

Release the delivery strategy to the community and stakeholders.

Tender documentation

Documentation developed to seek responses to the site brief, planning controls and delivery strategy, and sets the evaluation criteria for assessing tender responses.

Tender process

A competitive process based on the procurement model established in stage 4, with submissions assessed by a pre-determined evaluation panel against agreed evaluation criteria.

Provide information and updates to the community and stakeholders during the procurement process, in line with probity requirements.

Execution of new lease

The new lease arrangement is executed.

Transition

Depending on the lease arrangement there may be a transition period and changes to the site to deliver the preferred outcome.

Seek, and respond to, community feedback on the proposed design and Development Plan .

Community and stakeholder engagement

Introductory workshops with Councillors to set objectives for the process and start to explore opportunities and constraints for the site.

Inform the community and stakeholders of the commencement of the project through Divercity magazine, website and communication materials.

Present paper to Councillors and State Government and seek feedback to inform site objectives and vision.

Consult the community and stakeholders on the opportunities and constraints for the site to inform the Site Vision and Objectives.

Community, stakeholders and Councillors participate in an iterative engagement process to inform and test potential options for the site.

APPENDIX 2

St Kilda Marina project

Community and stakeholder engagement plan



The City of Port Phillip is committed to engaging the community and stakeholders throughout the project. We aim to understand and explore community and stakeholder ideas, feedback and opinions to shape future outcomes for the St Kilda Marina site.

The St Kilda Marina project community and stakeholder engagement plan aligns with the project objectives and approach.

Our project objectives

Deliver implement a process that has a high level of public and government partner understanding and confidence by:

- Designing an engagement plan that offers genuine opportunities for community feedback to shape the outcome for the site.
- Developing a tailored approach to project governance and probity that supports Council's need to communicate while maintaining ethical practice and values of fairness and transparency.
- Involving Victorian Government agencies throughout the process, recognising the State will approve the lease arrangement.

We will deliver these objectives through engagement by:

- Ensuring that stakeholders and the community are well informed about the project and the opportunities to seek information and engage.
- Building community and stakeholder understanding of the opportunities and reasons for change at the St Kilda Marina site and facilitate meaningful engagement to shape future change.
- Building community and stakeholder understanding of and support for the preferred outcomes for the St Kilda Marina site.
- Understand the views and values of stakeholders and community to inform future choices and options for the site.
- Building Victorian Government understanding of and support for the preferred outcomes for the St Kilda Marina site.

Key communication and engagement activities will include:

- Online engagement throughout the project via Council's Have Your Say website.
- Workshops with a community representative panel to explore and test future options for the St Kilda Marina site during Stage 3 of the project.
- A working group of Council and Victorian Government officers to meet at each project stage and ensure State expectations and legislative requirements are met as planning progresses.
- Regular communication updates via online and print channels throughout each phase of the project.
- A public exhibition of the proposed Planning Scheme Amendment, inviting submissions to Council.
- Community feedback on the proposed design and Development Plan.

We will evaluate our engagement by:

- Assessing the level of community and stakeholder awareness of the project throughout each stage.
- Reviewing the demographic profile of community and stakeholders participating in engagement, with the aim of having diverse representation of the Port Phillip community.
- Seeking community and stakeholder feedback on how fair, accessible and appropriate the engagement activities were.
- Asking community members and stakeholders if they felt their feedback was fairly recorded and considered by Council throughout the project.

Project stage	Engagement purpose	Community and stakeholder engagement	Government engagement	Engagement outputs
Stage 1 Planning for the project	Project introduction <ul style="list-style-type: none"> Introduced stakeholders and community members to the project. Built community and stakeholder interest in participating in future engagement. 	<ul style="list-style-type: none"> Introduced the project through Council website and Divercity magazine. Established an email database of interested community members and stakeholders. Conducted intercept surveys at the Marina to inform the Opportunities and Constraints Paper. 	<ul style="list-style-type: none"> Initial meetings with Victorian Government agencies to introduce the project and agree a working relationship. 	<ul style="list-style-type: none"> Community and key stakeholders informed of the Project Approach. Feedback about community members' experience of the site from intercept surveys recorded and reviewed.
Completed March 2018				
Stage 2 Identifying the site vision and objectives	Consultation on opportunities and constraints for the site to inform site vision and objectives <ul style="list-style-type: none"> Built stakeholder and community understanding of the opportunities and constraints. Sought feedback on the draft site vision and objectives. Set the scene for Stage 3 engagement. 	<ul style="list-style-type: none"> Sought feedback from community and stakeholders on the draft vision and objectives through a four-week consultation period, using an Opportunities and Constraints Paper to provide information about the site, case studies and marina viability. <p>Between 30 April and 30 May 2018, the following activities occurred:</p> <ul style="list-style-type: none"> Two community pop-up sessions in St Kilda and Elwood St Kilda Marina Project Community Open Day Community drop-in session Survey tool on Council's Have Your Say page 425 community members actively participated via either face-to-face events or the online survey tool. Advertised the expression of interest process for the Stage 3 Community Panel. 	<ul style="list-style-type: none"> Established a working group of Council and Victorian Government officers to be consulted throughout the project. Continued to work with officers from DELWP to undertake a review of government and legislative requirements for the project. Meetings with Victorian Government ministers as planning progressed. 	<ul style="list-style-type: none"> Engagement report summarising key feedback themes and the next steps to confirm the final site vision and objectives.
Completed June 2018				

Project stage	Engagement purpose	Community and stakeholder engagement	Government engagement	Engagement outputs
<p>Stage 3 Setting the parameters</p>	<p>Iterative engagement to test options for the site</p> <ul style="list-style-type: none"> • Iteratively tested ideas and solutions for the site for suitability against the site vision and objectives. • Worked with a community representative panel to explore and test options. • Broader community engagement provided input into the decisions explored by the community representative panel. 	<ul style="list-style-type: none"> • Recruited a representative sample of community members and key stakeholders through an expressions of interest process to participate in a community representative panel. • Twenty-four community members were recruited with one person deciding not to continue at the beginning of the first session. • Panel members met on six separate occasions. • Panel members worked with urban design, property, commercial and sustainability advisors to explore potential ideas for the site and test them against the site vision and objectives. • Between 21 September and 7 October 2018, the wider community was invited to share feedback on the ideas being explored by the Community Panel. • In total, 368 people completed the survey. 	<ul style="list-style-type: none"> • Continued working group meetings with officers from Victorian Government agencies on the options being explored through the panel process. • Continued to work with officers from DELWP to undertake a review of government and legislative requirements for the project. • Meetings with Victorian Government ministers as planning progressed. 	<ul style="list-style-type: none"> • Engagement report summarising key feedback themes and describing options supported and not supported by community, stakeholders and government. • Updated design criteria forming the basis of the Site Brief to guide the future site development based on working sessions with community and stakeholders.
<p>Completed April 2019</p>				

Project stage	Engagement purpose	Community and stakeholder engagement	Government engagement	Engagement outputs
Stage 4 Planning for procurement	Consult with the community on the planning and legislative process <ul style="list-style-type: none"> Consult with the community on the proposed Planning Scheme Amendment. The community will be kept informed of project progress. 	<ul style="list-style-type: none"> Community drop-in sessions to support understanding of the Site Brief, Procurement Plan and Planning Scheme Amendment process. Public exhibition of the proposed Planning Scheme Amendment, inviting submissions to Council. Provide updates to the community and stakeholders. 	<ul style="list-style-type: none"> Council officers will continue to work with officers from Victorian Government agencies to progress project planning. 	<ul style="list-style-type: none"> Summary and response to submissions to be presented at an Ordinary Meeting of Council.
<i>To be completed August 2020</i>				
Stage 5 Procuring new lease	Provide information and updates to the community and stakeholders on the tender process (in line with the probity plan) <ul style="list-style-type: none"> The community will be kept informed of project progress. 	<ul style="list-style-type: none"> Provide updates to the community and stakeholders. Publish a summary of the Procurement Plan. 	<ul style="list-style-type: none"> Council officers will continue to work with officers from Victorian Government agencies to progress project planning. 	<ul style="list-style-type: none"> Community and key stakeholders to be informed of project progress.
<i>To be completed July 2020</i>				
Stage 6 Delivering new lease arrangement	Provide updates to the community on the new lease arrangement, with further engagement to be determined. <ul style="list-style-type: none"> Consult with the community on the proposed design. 	<ul style="list-style-type: none"> Seek community feedback on the proposed design. Seek community feedback on the proposed Development Plan. Provide updates to the community and stakeholders on project progress. 	<ul style="list-style-type: none"> Council officers will continue to work with officers from Victorian Government agencies to prepare and implement the new lease arrangement. 	<ul style="list-style-type: none"> Summary and response to community feedback to be presented at an Ordinary Meeting of Council.
<i>To be completed 2022</i>				