

ProRail

Unsolicited Proposal

Manual



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Clear track for market initiative ?

ProRail looks ahead to the future and stimulates innovations to optimise services for our customers. To increase our innovative strength, we gladly make room for creative masterminds. ProRail is looking for your inventiveness, for your commercially feasible, innovative proposals. We call this an unsolicited proposal (USP).

A USP is a business proposal

ProRail is asking parties such as consultancy bureaus, suppliers, construction companies and other creative minds to help us come up with innovative, feasible ideas in our sector. We expect that you, as a professional party, work out the details of your ideas and present them to us in a business proposal that is as concrete as possible. ProRail evaluates and processes these unsolicited proposals according to a set procedure and follows clear criteria and guidelines concerning the content. A detailed description of this process is given in this handy booklet.

A service desk for USPs

ProRail takes your proposals seriously. We have therefore set up a service desk for USPs where all applicants can ask their questions about the form and the process, but also with questions about the originality and feasibility of the idea. This has one major advantage. You can discuss your idea informally at an early stage at this central point within ProRail. That way you can quickly discover whether your idea is worth further effort and submitting.

More than a USP

Of course, the goal for you and us is to come up with a USP that will be implemented and strengthens the rail sector. Reality teaches us however that not every USP will be accepted. And yet, the time and energy that we both invest in it is never wasted. A well thought out USP always contributes to a productive relationship between the parties. In addition, a submitted USP always provides good PR for your organisation.



The unsolicited proposal (USP)

What is it?

A USP is a concrete proposal that a (market) party submits without being asked to. A USP:

- offers a solution for a problem within ProRail's area of activity;
- has a demonstrable added value;
- has not been implemented before;
- offers new opportunities for ProRail.

Three types of USP

Generally speaking, ProRail divides USPs into three types. Each type of USP has a number of specific characteristics and possible outcomes:

• Infrastructure change or expansion

These are proposals for resolving concrete problems in the infrastructure. This concerns innovative implementations where use is made of known technologies.

Such a proposal will often come from a construction company with the intention of carrying out the activities itself.

• System or product development

These are proposals for renovating our system (resources, methods and people). This concerns unconventional solutions for which certain parts will still have to be developed.

This type of USP can concern all phases of the development (from an idea up to an implementation) or parts thereof. You can, for example, limit yourself to an idea and concept, with the proposal to develop this further in collaboration with ProRail and ultimately carry out a pilot.

If you have already developed the concept fully yourself, your proposal can also consist of carrying out a pilot, whether or not together with ProRail.

• Sharing business

These are USPs where you make a proposal to invest together with ProRail in a project or business, each on their own behalf and at their own risk.

In such a case, an important condition is that both parties have something to gain from the joint investment.

If your idea doesn't fit into one of these three classifications, that isn't a problem. You can still submit your idea to the USP service desk. We are looking for your innovative solutions and hope to be surprised by your inventiveness.

Who can submit a USP?

To put it briefly, the USP service desk is looking for ideas from professionals. By this we mean: construction companies, engineering and consultancy bureaus, developers and suppliers but, for example, also inventors.

What does a USP have to contain?

The clearer a USP is developed, the quicker you will know what the possibilities are. ProRail asks its (potential) business partner to make a proposal that is well thought out, is feasible and worked out as concretely as possible. So, develop your idea as if you were defining a new project, with a problem analysis, project goal, a business case, a plan and make clear what you want to achieve with the USP. A good idea on its own is not enough for ProRail to qualify and process it as a USP. You decide for yourself the form in which you submit the USP.

Content guidelines

To make clear what ProRail expects in a USP, the following are a number of important guidelines for the content:

- **Description of the idea**

Start the USP with a detailed explanation of the idea and the problem that you want to resolve. Where possible, support this with examples, test results, experience in other countries, or other evidence. You are free to do this with drawings, short films, a presentation in PowerPoint or other means.

- **Demonstrable added value**

You explain what added value your proposal offers ProRail. This can take many forms. Your proposal, for example, makes a contribution to improving a service that ProRail provides to carriers. Or your proposal leads to lower (maintenance) costs for our infrastructure. Here too, it's important that you justify your expectations.

- **Phasing**

In your USP, indicate which phase of the ProRail development chain your proposal concerns: Phase 1, idea; Phase 2, concept; Phase 3, development; Phase 4, pilot; Phase 5, realisation or operation.

And of course you make it clear what phase your solution is in when you submit it.

- **Desired division of roles**

It is important that you clearly state what role you want to play as submitter should your proposal be implemented. We would also like to know exactly what you expect from ProRail. There are a number of possibilities. You can submit an idea or concept to ProRail, without wanting any further involvement in the development. But often it will actually be your intention to collaborate with ProRail to develop the concept further, carry out pilots, to realise the solution and possibly also to operate it.

- **Commercial**

A USP is a business proposal. You are therefore asked to write in your proposal: what the solution costs, whether or not with financing constructions; what planning you consider feasible; what risks you see; what investments you want to make yourself, and what you expect from ProRail; how and when you expect to recover your investment; etc. You work this out in a (global) business case.

Additional guidelines

These five guidelines apply for all types of USP. For each of the three types of USP there are additional guidelines.

- **Infrastructure**

Every USP that involves the ProRail infrastructure will, if it is accepted, be considered to be a subscription to a tender. For this reason, we also ask you to supply all the details that are required for a tender; you can find these on the ProRail website.

- **System development**

When you propose a joint development, you must have clearly worked out what investments you have made and/or expect to make, and what investment (money, manpower and resources) you expect from ProRail.

- **Sharing business**

There are no extra guidelines for this type of proposal.

In general terms: be concrete and justify your idea, suppositions and expectations as much as possible. ProRail wants your USP as a business proposal, but not as a tender for work to be contracted or a flier for a nice idea.

We realise that producing a USP takes time and energy. Therefore you can check with us whether ProRail is aware of the problem your idea resolves or is perhaps already working on the matter for which you want to submit a proposal. You can put these (control) questions to the USP service desk. It goes without saying that your question will be dealt with in strict confidence. You can also make an appointment at which you can explain your question.

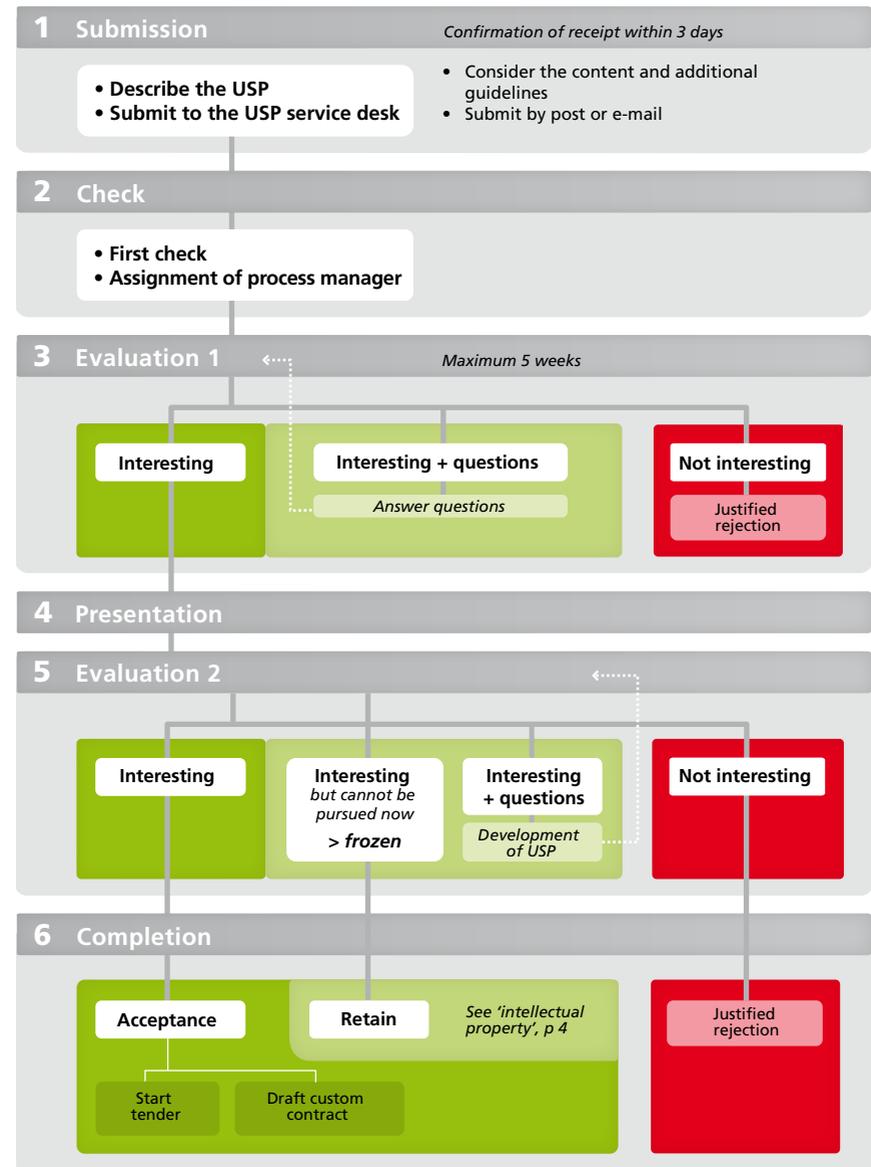


The process from idea to realisation

ProRail deals with all proposals submitted according to a transparent process. Regardless of the content of the proposal, the steps that must be completed are always the same. We strive to complete the steps carefully, but also as quickly as possible, so that you quickly know what the possibilities are of your USP. Of course, the complexity of the proposal can affect the lead time.

Before you submit your USP you can naturally go to the USP service desk with questions about the form and process, but also with questions about the originality and feasibility of the idea. You can already discuss your idea informally at this central point within ProRail. That way you can quickly discover whether your idea is worth further effort and submitting.

The process schematically



Het proces toegelicht

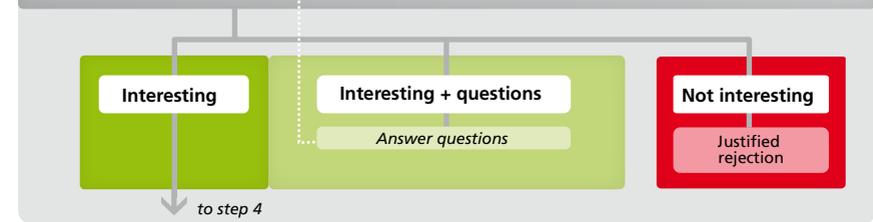
1 Submission

- **Describe the USP**
You describe your USP as a concrete business proposal addressed to ProRail.
- **Submit USP**
Send the proposal by post or email to the USP service desk, including any attachments (preferably in digital form). ProRail will send you a confirmation of receipt by e-mail within three working days.
> [Go to page 17 for the contact details](#)

2 Check

- **First check on completeness and clarity**
ProRail checks whether your USP complies with the specified guidelines and conditions. We check whether the USP is complete and comprehensible. In this phase we also investigate whether ProRail already has a procurement in preparation for the problem your USP addresses. In addition, we check whether on acceptance of your USP, a tender must follow. Should we feel that there is information missing or that is unclear, you will of course be given the opportunity to add to sections.
- **Appoint process manager**
The USP service desk then assigns you a process manager. He (or she) will be your contact person at ProRail for the duration of all subsequent steps. Within two weeks after submitting your USP you will receive a message with their name and contact details. It is the task of your process manager to have your proposal evaluated by right experts and managers. He will contact you to discuss all the steps.

3 Evaluation 1



Under the guidance of the process manager, your proposal is evaluated for the first time. During this we also consult colleagues with whom you have already had contact (who are included in your proposal). The first evaluation takes place quickly and has the form of an interest scan.

Important in the evaluation are:

- **Recognition of the problem**
Various subject matter experts within ProRail look at whether they recognise the problem (or the chance) for which your USP offers a solution. In addition, this solution is assessed as to whether it fits within the existing rail infrastructure and systems. Should this not be the case, then of course it will be checked whether and, if so, how the proposal can be made to fit.
- **Priorities and resources**
We also check whether the solution can be given sufficient priority. During this, the question naturally arises as to whether we have the required financial resources or can make them available within the current budget.
- **Added value and innovative**
ProRail decides whether your proposal offers added value with respect to the current developments. In addition, we check whether your solution has not been implemented already.

We strive to complete this step in five weeks. It is possible that we will need more time. In that case we will of course keep you informed of this. You will always be given the opportunity to discuss the result in a personal interview with the process manager.

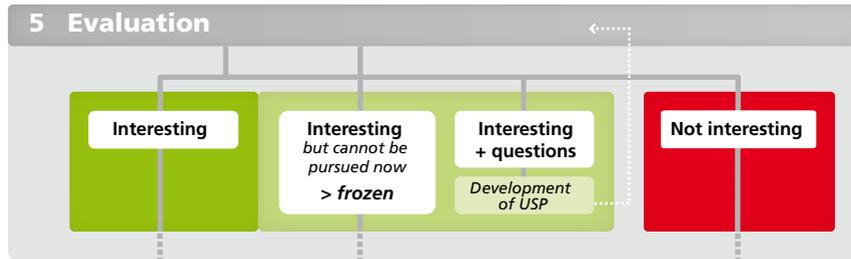
Result of evaluation 1

- **Interesting**
ProRail thinks the proposal is interesting and invites you to come and present your idea, see step 4.
- **Interesting + questions**
ProRail thinks the proposal is interesting, but there are still things that are not clear and questions to be answered. You are given the opportunity to answer these questions. Then a new evaluation follows.
- **Not interesting**
ProRail does not think your proposal is interesting, it is rejected with reasons.

4 Presentation

The process manager invites you to present the proposal to ProRail. The purpose of the meeting is not to immediately welcome or reject the proposal. It is a meeting at which questions and answers can be posed. In an open atmosphere, ProRail explores together with you what the possibilities are of the proposal.

5 Evaluation



After the presentation, when all the questions have been answered, ProRail takes the time to discuss your proposal internally in detail once again. Then the final evaluation is also made. This can have a number of results.

Result of evaluation 2

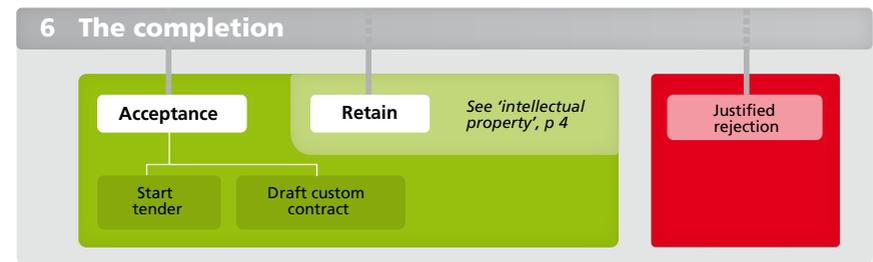
- **Interesting**
ProRail thinks your proposal is interesting. The acceptance procedure is started.

- **Interesting but cannot be pursued now**
ProRail thinks the proposal is interesting, but cannot pursue it now. In consultation with you, the idea will be temporarily 'frozen'
> [Read about Intellectual property on page 15](#)

- **Interesting + questions**
ProRail thinks the proposal has sufficient potential, but there are too many questions still unanswered. In this case it is up to you whether you want to make the extra effort to develop the proposal further. Then a new evaluation follows.

- **Not interesting**
ProRail does not think your proposal is interesting enough and rejects it.

6 The completion



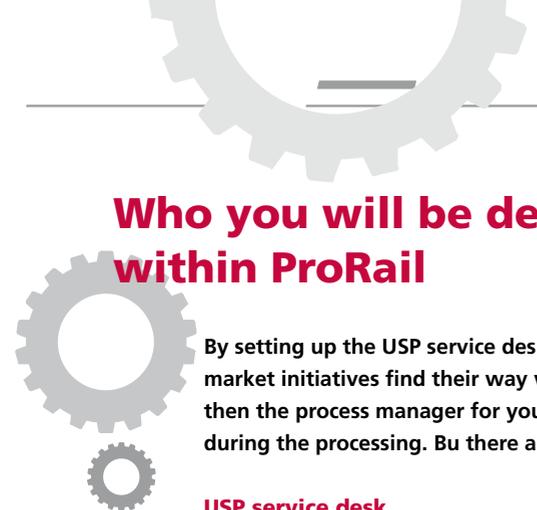
- **ProRail accepts your proposal**
The procedural and content evaluation are both positive. There are now two possibilities. We sign a contract with you immediately, or we start a procurement procedure. In the first case, we proceed with a custom solution. No two USPs are the same. Therefore the commercial and contractual continuation are never the same. In this phase, you discuss with ProRail under what conditions and what form a continuation can take. In the second case we discuss with you how the procurement procedure can be set up and how we will compare your USP with other subscriptions (award criteria).
> [Read about Intellectual property on page 14](#)

- **ProRail retains your proposal**

ProRail thinks your proposal is interesting, but does not see any possibilities now for implementing it. In this case we generally agree with you that after a specified period your proposal and the possibilities of the solution will be re-examined. Here too, you remain the owner of the solution until we jointly decide to make other arrangements.

- **ProRail rejects your proposal**

If ProRail rejects your USP now, we will not undertake any initiatives that match the specific solution of your USP until five years after your submission. In this period, ProRail can of course work on other solutions for the same problem. You remain the owner of the solution proposed by you, but not of the problem that you describe in your proposal. It is possible that within the period of five years we revise our decision and want to use your solution after all. In that case we will of course contact you.



Who you will be dealing with within ProRail



By setting up the USP service desk, ProRail wants to ensure that more market initiatives find their way within ProRail. The USP service desk and then the process manager for your USP are your most important contacts during the processing. Bu there are of course others involved.

USP service desk

The ProRail Innovation department is organising the USP service desk as part of the 'Innovate with the market' innovation program. The program manager receives your USP, finds a process manager and is the constant factor in all processes until the acceptance or rejection. You can also go to the USP service desk with all your questions about the USP process or for an idea scan.

The process manager

The process manager ensures that every USP is processed in an unambiguous manner. He ensures that your USP gets the attention of the right specialists within ProRail. An important part of his task is to inform you at the right moments throughout the process, and to invite you to a follow-up discussion and so on. The process manager is nearly always a program or project manager from the Innovation department.

Other departments within ProRail

During the procedural evaluation and in any contract phase there is intensive collaboration with the Procurements, Cost Management and Purchasing department.

Various subject matter experts and managers from various ProRail departments are involved in evaluating the content of your proposal. This is always done on a confidential basis.

Tender boards

The final decision concerning the acceptance or rejection of your USP takes place in the ProRail Tender Boards. The Innovation Council acts as sponsor group here, under the chairmanship of the Projects Director.



Legal framework

As one of the largest commissioning companies in the Netherlands, ProRail is committed to straightforward compliance with the law and regulations concerning the procurement and contracting of work. Therefore, in some cases ProRail starts a procurement after accepting a USP. As a counterweight to the conditions and requirements with which you as submitter must comply, there are rules for protecting your commercial interests. You can in any event count on our handling your USP with care and confidentiality.

USPs and procurement obligation

ProRail qualifies as procuring service in the sense specified in the Dutch Special Sectors Procurement Act (Bass). The acceptance of unsolicited proposals from the market seems, at first glance, to be in conflict with the procurement obligation for the public sector. Furthermore, there are no agreements or regulations concerning this in the Netherlands and Europe. This is not the case in the United States. There the rules for USPs are specified in the procurement legislation for the federal government, the Federal Acquisition Regulation (FAR). By referring to these FAR regulations, nearly all (semi) government agencies in the US have a policy concerning unsolicited proposals. ProRail has based its USP formula on the description in the FAR. This can also be used in Europe.

Putting your USP out to tender

If we accept your USP and the procurement obligation applies, then we discuss with you how we deal with the procurement. Before the procurement takes place, we consult with you about the selection and award criteria that we are going to use. Of course, in keeping with the terms in the FAR concerning 'full and open competition'. We treat your USP as a subscription. ProRail then starts a procurement procedure with equal chances and the same rules for all participants. For this, we base our request as much as possible on the problem description as you included it in your USP. As submitter, you do not have to take part in the procurement.

When to procure?

For the three types of USP a broad ruling can be made in advance on whether or not to procure.

- **Infrastructure**

USPs concerning a proposal for changing or expanding infrastructure are subject to a procurement obligation in nearly all cases.

- **Systems (a proposal for a new system)**

If your proposal leads to restrictions on competition, we must procure the USP otherwise (the risk of) a monopoly is created. The procurement obligation becomes void if you and ProRail make a combined investment in the development of a system and the results of the development and pilot project(s) are subsequently made public. For example, because ProRail publishes the system specifications. The distribution of costs between the submitter and ProRail in this is not relevant.

- **Sharing business**

If a Sharing business is created, ProRail's procurement obligation in the joint effort continues to exist. So, when a commission is issued by the cooperative for carrying out work, this work must be put to tender.

Intellectual property

USPs concern renewal and innovation and so there are often issues concerning intellectual property. As long as ProRail is considering the USP, the ownership of the idea remains with the submitter. ProRail will allow your proposal and parts thereof to be evaluated by internal staff only and not ever (without your permission) by external suppliers or contractors. On acceptance of your USP, ProRail will investigate with you how the intellectual property must be arranged in the future.

USP and the ProRail Qualification System

For certain activities ProRail uses a qualification system. This means that ProRail can only allow activities that affect the safety and availability of the rail infrastructure to be carried out by qualified companies. Should there be such activities in your USP, these may then only be carried out by qualified companies.

- > *More information about our qualification systems at www.prorail.nl/zakenpartners*

USP and contracting

If we accept your USP, a contract follows between you and ProRail. This creates a normal relationship between contractor and principal. In that case the normal requirements that we set for all companies with whom we collaborate apply.

The contract that results from a USP will generally be based on our normal contract models and General Terms and Conditions.

- > *You can find these documents at www.prorail.nl/zakenpartners*



USP service desk contact details

You can send your USP by post or email (as a PDF) to:

ProRail / Loket USP

attn. Projecten Innovatie
P.O. Box 2038
3500 GA Utrecht
The Netherlands

✉ usp@prorail.nl

☎ +31 (0) 882 315 669 (secretariat)

+31 (0)6 4875 0804 (program manager)

At the USP Service Desk all your questions concerning the process that a USP follows, the form and the conditions are more than welcome.

Should you still have questions or suggestions after reading this brochure, we would like to hear them.

This document is a manual belonging to the USP2008 procedure and explanation (ACB00017, 01122008).

- > *Zie www.prorail.nl/zakenpartners*

Colophon

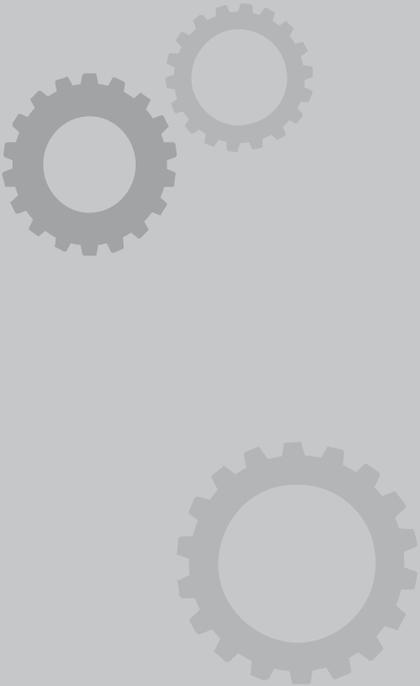
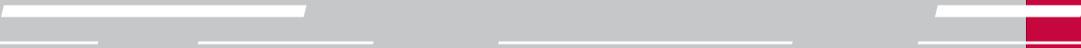
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