

EXECUTIVE 19th May 2022

Report Title	Highways Procurement
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Key Decision	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
Is the decision eligible for call-in by Scrutiny?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
Are there public sector equality duty implications?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
Does the report contain confidential or exempt information (whether in appendices or not)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
Applicable paragraph number for exemption from publication under Schedule 12A Local Government Act 1974	

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1. Purpose of Report

- 1.1. To update the Executive on the project to procure a new highways contract for North Northamptonshire Council (NNC).
- 1.2. To delegate authority to award the contract to the successful bidder, determined by reference to the published rules, cost and quality criteria, to the Executive Member for Highways, Travel and Assets, in consultation with the Executive Member for Finance and the Executive Director for Place and Economy, the Executive Director for Finance and the Monitoring Officer.

2. Executive Summary

- 2.1 The Highways and Transport services and associated contract have continued as a hosted arrangement since Vesting Day (1st April 2021), provided by West Northamptonshire Council (WNC) to North Northamptonshire Council (NNC) until the conclusion of the re-procurement of new contractual arrangements.

- 2.2 The majority of the Council's highways services are currently provided through a contract with KierWSP, which is managed by WNC and is due to end in September 2022.
- 2.3 The procurement of new arrangements for these services commenced pre-Vesting Day with approval from Northamptonshire County Council (NCC) as the Highways Authority responsible for the contract. The decision to start a procurement exercise was taken by the former NCC Cabinet on 12th November 2019 following discussion with all predecessor authorities via governance arrangements in place prior to Vesting Day.
- 2.4 Delegated authority to make decisions related to the procurement were previously given to representatives of NCC. The commitment to procure a new highways contract was reconfirmed at a meeting of the NNC Executive on 15th July 2021 when the Executive agreed to delegate authority to the Executive Member for Highways, Travel and Assets in consultation with the Executive Member for Finance and the Executive Director for Place and Economy and the Monitoring Officer to take decisions related to the procurement process in order to enable progress as outlined in that report.
- 2.5 The procurement process is being managed jointly by NNC and WNC and will result in two contracts being awarded, one for each authority.
- 2.6 The contract resulting from this procurement will be one of the most significant that the Council awards due to its high value and because it provides essential services for all residents. Bidders have been asked to address a number of key Council outcomes as part of their submissions, ranging from the delivery of safe, legal, customer-focused and value for money services through to making tangible contributions to the Council's commitment to social value and its response to climate change and protecting the environment.
- 2.7 The procurement process is governed and managed through a robust and systematic programme approach. The procurement has progressed positively through the informal market engagement discussions, followed by the formal selection questionnaire, Invitation to Submit Outline Solution (ISOS), Invitation to Submit Detailed Solutions (ISDS), ISDS Extension¹, Invitation to Participate in Final Dialogue (IPFD), and Invitation to Submit Final Tender (ISFT) stages. Three bidders have submitted Final Tenders, and the Council is in a good position to award a contract at the end of the process.
- 2.8 The current procurement timetable indicates that the contract award will be made in June 2022, in time for the services to commence under the new contract from 12th September 2022.

3. Recommendations

- 3.1 It is recommended that the Executive:

¹ Where bidders were asked to consider the costs and quality benefits to West Northamptonshire Council and North Northamptonshire Council should they be successful in both Lots.

- i) Notes the continued progress to procure new arrangements for highways and transport services and the readiness to make an award post Final Tender submission and evaluation;
- ii) Agrees to delegate authority to the Executive Member for Highways, Travel and Assets in consultation with the Executive Member for Finance and the Executive Director for Place and Economy, Executive Director for Finance and the Monitoring Officer to award the contract and to take any further decisions and /or actions required to conclude the procurement.

3.2 Reason for Recommendations:

- i) The Council has a statutory duty to provide highways services as set out in the Highways Act 1980, which are currently met by the hosting arrangement with WNC;
- ii) The Council must provide these services and the Council is procuring a new contract in order to do so in the future;
- iii) Failure to make an award will have a number of implications for the Council, not least the need to establish and mobilise alternative delivery arrangements from the end of the KierWSP contract in September 2022 and the cost and risk associated with commissioning and /or delivering an alternative solution in the medium to long term;
- iv) The delegations requested will enable the procurement process to proceed with appropriate governance through to its conclusion within the required timeframes.

3.3 Alternative Options Considered – The Executive could decide not to delegate authority to the Executive Member for Highways, Travel and Assets. This would require the Executive to make a decision relating to the award of the contract at a future meeting. Given the timeframes involved in completing the procurement process, awarding the contract and mobilising the new contract, this would require the timeframes to be adjusted and more time created to complete all these steps. This may require an extension of the current contract with KierWSP and the hosting arrangements with WNC.

4. Report Background

- 4.1 Procuring a highways services contract of this size and nature is ordinarily a complex project which requires significant time, resources and expertise. Procuring two separate highways services contracts whilst also implementing Local Government Reform which resulted in the creation of two new authorities part way through the procurement exercise makes the project significantly more complex and unusual, if not unique.
- 4.2 Throughout this complex exercise, the authorities have benefitted from the expertise of skilled and experienced programme managers and been advised by external qualified legal, commercial and financial advisors.

- 4.3 The table in **Appendix A** outlines the key milestones of the procurement exercise.
- 4.4 The procurement of new arrangements for these services commenced pre-Vesting Day with approval from NCC as the Highways Authority responsible for the contract. The decision to start a procurement exercise was taken by the former NCC Cabinet on 12th November 2019 following discussion with all predecessor authorities via governance arrangements in place prior to Vesting Day (1st April 2021).
- 4.5 The procurement is being conducted via a competitive dialogue process, which has a minimum number of stages which have been tailored to meet the needs of the Council and ensure the best outcome. The focus throughout the process has been to seek best value for the authorities.
- 4.6 Two contracts will be awarded as a result of this single procurement process: one for NNC and one for WNC. Each contract was offered to the market in separate Lots. The bidders had the choice whether they bid for both Lots or only one.
- 4.7 The resulting contract for NNC will be one of the highest value contracts awarded by the Council (approx. £30m pa) and it provides high profile services which are used by virtually all of the Council's residents and supports the economy. It is therefore very important that the Council conducts a rigorous process to select the best organisation to act as its contractor.
- 4.8 Consideration of residents' needs have been placed at the heart of the procurement process, whilst also balancing the desire for high quality, safe and legally compliant services and the cost of providing the service.
- 4.9 The evaluation of the tenders is based on an equal weighting (50:50) on price and quality representing the Council's commitment to ensuring value for money whilst maintaining a high-quality service for its residents.
- 4.10 The contract allows for a 7-year core contract period, with potential for extensions to a total length of 10-14 years. Extensions comprise up to three years in the first 7-year core period based on performance, and an additional 4-year option at the discretion of NNC.
- 4.11 Prior to the formal procurement process, two 'market engagement' events were held with potential suppliers to signal its intention to procure this contract. These sessions enabled prospective bidders to be reassured about the formation of the two new unitary authorities that would result in a change in the procuring organisation part way through the process, which is highly unusual.
- 4.12 The initial stage of the formal procurement process was for prospective organisations to complete a 'Selection Questionnaire'. This step was completed in February 2021. Four bidders progressed to the following stage, which was an Invitation to Submit an Outline Solution (ISOS). ISOS enabled the first opportunity for dialogue sessions with the bidders so the Council could find out more about their potential tender and possible added value.

- 4.13 The ISOS stage was completed on schedule, with bidders' responses received in April and evaluated by the end of May 2021. This timing coincided with the elections. The procurement process was consequently paused to enable confirmation of the Leader and Executive Members, who have a key role to play in the governance of the procurement.
- 4.14 There was no 'down selection' (or elimination) of bidders at the end of the ISOS stage, and following further rounds of dialogue, all four bidders submitted detailed costs and quality solutions in September 2021 as part of an Invitation to Submit Detailed Solutions (ISDS). They also submitted a Variant A price setting out potential 'bulk discount' efficiencies were they to be successful in both Lots. Variant A permits the bidders to include a price reduction within their bids in the event that they win both Lots. This price reduction would reflect the cost reductions that the winning contractor may expect to benefit from as a result of delivering services across a wider area through economies of scale.
- 4.15 Both Councils also considered wider options to permit the bidders to share some elements of the service delivery across the two authority areas in order to reduce the overall cost of the contracts for each Council. Given the combined value of the individual contracts is expected to be higher than the current single contracts, these financial benefits may result in cost avoidance, rather than cashable savings for each Council.
- 4.16 In order to secure these financial benefits through collaboration, the Councils introduced a focused 'ISDS Extension' phase, where bidders were given a six-week window to design and submit an additional integrated solution (a 'Variant B') submission for consideration. A prerequisite of the same bidder being successful in both Lots was implicit to the approach. If that occurred, then a threshold value of a 5% cost avoidance for both Councils (between the otherwise winning bids and the integrated solution submissions was required to 'trigger' Variant B). In the event, neither criterion were met at the ISDS Extension phase and therefore the Variant B bids were not considered.
- 4.17 The bidder scoring fewest marks in the ISDS/ISDS Extension phase was de-selected in January 2022. The remaining three bidders were invited to Participate in Final Dialogue (IPFD), and an Invitation to Submit Final Tender (ISFT) issued in early April 2022. Lot 1, Lot 2 and Variant solution options (A and B) remain on the table at Final Tender stage, with the same thresholds/rules applied as at ISDS Extension. Final Tenders were received on 26th April 2022 and evaluation and moderation are scheduled to be completed in May 2022.
- 4.18 Award recommendations will be made at conclusion of the evaluation and moderation exercise, and it is proposed that the decision to award a contract for NNC will be made using the delegated authorities which form part of the recommendations within this paper.

5. Project Update

Governance

- 5.1 Two contracts will be awarded as a result of this single procurement process: one for WNC (Lot 1) and one for NNC (Lot 2). Member and officer

representatives of both Councils are involved in the governance of the procurement.

- 5.2 A Highways Contract Procurement Steering Group which includes procurement, technical, financial, and legal specialists lead the project on a day-to-day basis. The work of the Steering Group is overseen by a Steering Board, which includes the Executive Directors of Place and the relevant Executive/Cabinet Members for both Councils. The respective Executive/Cabinet in each Council make decisions related to the procurement. Finally, since highways are a hosted service any changes to the hosting arrangements are subject to a decision by the Shared Services Joint Committee. The governance arrangements are set out in a chart within **Appendix B**.
- 5.3 It is proposed that delegated authority is given to the Executive Member for Highways, Travel and Assets in consultation with the Executive Member for Finance and the Executive Director for Place and Economy, Executive Director for Finance, and the Monitoring Officer to take decisions related to the award of the contract. This delegation would include agreeing the service areas which the Council permits the contractor to share across both authorities should they win both contracts, as well as any limits to those sharing arrangements.

Potential for collaboration between the two contracts

- 5.4 Throughout the procurement, bidders have been keen to emphasise that there are opportunities for cost reductions to both Councils in the event that the same bidder is successful in winning both contracts. This is because of duplication across the two contracts which could be avoided if bidders were permitted to share certain resources across both areas.
- 5.5 Following the formal appointment of Executive/ Cabinet Members to both Councils, the Councils, via their Steering Board members, have been considering to what extent, if any, they would be prepared to collaborate or share between the individual contracts to reduce duplication and gain financial benefits for both Councils in the event that a single bidder were to be successful in the procurement process. The degree of collaboration would be limited to aspects of the contract which do not reduce the experience or quality of the service experienced by residents but would deliver financial benefits for the Council and its residents. This would enable more funding to be available to spend on the front-line services delivered by the contract which residents do experience and benefit from directly.
- 5.6 As examples, the aspects of the contract which may benefit from collaboration include sharing of the contractor's management teams, depots, back-office systems, fleet and plant (although branded vehicles would be limited to their respective Council geographies). Discussions between Councils indicated that there was a preference for direct and separate control by each Council of customer and Member-facing communication and engagement, separate key performance indicators tailored for each contract and that each Council should be able to take decisions regarding the extension of their contract independently.

5.7 In order to ascertain the extent of potential cost avoidance available due to this co-operation it was necessary for bidders to submit a 'Variant B²' bid. Initial indications were that these avoided costs may be around 7% per annum, which for a contract of this size (circa £30m pa) may result in considerable monetary value. A 5% minimum threshold was agreed in consultation with Executive Members, which will be a minimum cost reduction that bidders must achieve for both Councils for their variant bid to be evaluated by the procurement team. This will ensure that the Councils are receiving an acceptable level of cost reduction in return for giving the bidders the flexibility to share certain elements of the service across the two contract areas.

Concluding the Procurement Process

5.8 Final Tender submissions were submitted in April 2022. Bidders produced a bid, including tender prices, for stand-alone contracts for NNC and WNC, which will not include any sharing of resources across the two areas. They also produced a Variant A price and a Variant B price *and* quality submission.

5.9 Evaluation of the tendered solutions was in accordance with pre-determined criteria which include awarding 50% of the marks based on price and 50% of the marks based on the quality of the submitted tender.

5.10 It is important to note that even if the award of a variant bid were to be the outcome of the procurement process, two separate contracts will be awarded, one for NNC and one for WNC. In either case, the successful contractor(s) will be required to agree programmes of work and work priorities with each Council and ring-fence accounting for the use of resources (even if these are shared) so that each Council is correctly invoiced for work carried out. None of the options for co-operation will affect these aspects which are considered crucial for each Councils autonomy.

Timescales

5.11 The desire to consider the opportunities presented by collaboration added time to the planned procurement timescales. This, alongside some delays resulting from the parallel processes for the two separate authorities for decision making and the elections, means that the procurement team have updated the programme timetable.

5.12 The proposed timetable for the remainder of the procurement is set out in the table below. Following award, the successful contractor will be given a 3-month mobilisation period prior to service commencement on 12th September 2022. This aims to ensure the seamless transition of the outgoing contractor to the new contractor.

Procurement Stage	Date
Contract Award	June 2022
Mobilisation	June to September 2022
Service Commencement	12 th September 2022

² A 'Variant A' equivalent has been included in the pricing model since ISDS stage to allow bidders to highlight bulk discount savings were they successful in both Lots. Variant B focus on wider integration cost avoidance opportunities.

Management of the New Contract

- 5.13 The new contract will be managed by an enlarged contract management team which will be led by the Service Manager who will be appointed over the summer and will have experience of managing similar NEC4 Term Maintenance Contracts.
- 5.14 The contract contains a tiered approach to performance management including Strategic Indicators which will be used largely to decide if extensions are earned, Tactical Indicators which will be used to manage any deductions to be applied due to poor performance and Operational Indicators which will be used to manage day to day performance.
- 5.15 There is an expectation which has been shared with the bidders that there should be a significant improvement in communication with Members, stakeholders and residents to increase transparency and to ensure that the outcomes of the Service are fit for purpose. The Scope and Specification and accompanying performance regime has been drafted to ensure that this comes forward.

6. Issues and Choices

- 6.1 Statutory duties must be fulfilled through these contractual and hosting arrangements. There is therefore not an option whereby the Council can allow the existing arrangement to expire prior to the new contract commencing.
- 6.2 The Council has formally committed to procure highways services from the market, and the bidders have committed significant resources to the procurement exercise. Withdrawing from the procurement may result in legal challenge from bidders who will seek to recover their costs. Given prior decisions by both NCC and NNC and the procurement exercise already undertaken, terminating the current procurement exercise and taking a different approach to providing highways services at the end of the current arrangements is not recommended.

7. Next Steps

- 7.1 The contract is expected to be awarded in June 2022 with the new contract to commence on 12th September 2022. During the interim period, the existing contractor will demobilise whilst the mobilisation period for the new contractor will commence.

8. Implications (including financial implications)

8.1 Resources, Financial and Transformation

8.1.1 The overall procurement project budget is approximately £1.2m split between NCC (up until March 2021) and for 2021/22 the unspent balance of £650k equally split between WNC and NNC.

8.1.2 If the outcome of the procurement is to award contracts which enable some collaboration, then the Councils are likely to need to enter into a legal agreement with each other, and this work has not been budgeted for.

8.1.3 The current highways contract was procured 14 years ago, and although the costs have been subject to inflationary increases, it is reasonable to expect that the costs of the new contracts procured will be higher, partly due to the fact that two contracts (one for each Council) are likely to be more expensive than one. There may be economies of scale if Variant A or Variant B is awarded which will partially reduce these anticipated increased costs. To acknowledge the expected increased costs, whilst setting the budget for 2022/23, the Council committed an additional £455k/year to fund the delivery of the highways service.

8.2 Staffing Implications

8.2.1 Planning for disaggregation and transfer of officers from the hosted WNC arrangements to NNC has commenced in good time to allow consultation with staff and a smooth transfer to take place. This has been subject to recent consideration by the Joint Committee Shared Services at their meeting on 23rd March 2022:

<https://northnorthants.moderngov.co.uk/ieListDocuments.aspx?CId=152&MId=501&Ver=4>

8.2.2 Arrangements are also being finalised to ensure a seamless transfer of operational managers and staff from KierWSP to the new provider(s) on 12th September 2022.

8.3 Legal and Governance

8.3.1 WNC will continue with the arrangements to retain the current highways services contractor until a new contract is in place for WNC and for NNC.

8.3.2 As noted earlier, if a variant bid which allows for collaboration is the preferred option at the conclusion of the procurement process, then the Councils are likely to need to enter into a legal agreement with each other.

8.4 Relevant Policies and Plans

8.4.1 The delivery of highways services aligns with NNC's Corporate Plan and particularly supports NNC's priorities to create: safe and thriving places; a

green, sustainable environment; connected communities; and modern public services.

- 8.4.2 The Highways services are delivered in accordance with the Council's Local Transport Plan (which was developed by NCC and inherited by NNC on Vesting Day) and the Council's Network Management Plan and Asset Management Policy and Strategy. These documents will be reviewed in the coming months and years to reflect the ambitions of NNC. The new contractor will be required to work in accordance with these documents, or their successor documents. Current versions can be found at this link:

<https://www.northamptonshire.gov.uk/councilservices/northamptonshire-highways/transport-plans-and-policies/Pages/default.aspx>

8.5 Risk

- 8.5.1 As with any procurement exercise, there is a risk of challenge associated with the award from unsuccessful bidders. The risk of challenge is not the same as the risk of a successful challenge. A robust programme governance and management approach has been applied throughout the procurement, with significant transparency in the process from its inception. In addition, legal advice has been received at each key decision point from Anthony Collins Solicitors in liaison with the Councils' Monitoring Officer. These measures seek to ensure the procurement exercise is legally compliant throughout and bidders do not consider the need for challenge and if they do, their likelihood of success is reduced.

- 8.5.2 There are risks associated with the procurement programme and these are managed by the Steering Group of Officers who take appropriate mitigating action. Until conclusion of the procurement exercise, the key risks associated with the programme remain:

- Pensions & TUPE liability - relevant officers are supporting the identification and mitigation opportunities.
- Procurement cost/budget - mitigated by regular steering group discussions & management of costs with NNC finance colleagues.
- Maintaining competition amongst bidders. Mitigated by a clear process, regular engagement with bidders etc.
- Depot availability.

8.6 Consultation

- 8.6.1 Elected Members have been briefed on and taken key decisions regarding the procurement of the new contract since the project was initiated by NCC and then continued by NNC. All Elected Members have been updated via updates, newsletters, workshops and briefings throughout the procurement exercise.

- 8.6.2 Since the formation of the new authorities, relevant Executive Members have been briefed on the procurement and have been involved in the discussions related to the degree of collaboration between the two contracts, which led to the proposed option for bidders to submit a variant, which may enable cost

avoidance. These discussions will be enshrined in the Highways Co-operation Agreement between the Councils. Executive Members also informed the set of key performance indicators within the future contract, and the required commitments towards climate change.

- 8.6.3 It would not be appropriate to consult widely regarding this procurement due to the commercially sensitive nature of any procurement process.

8.7 Consideration by Executive Advisory Panel

- 8.7.1 Given the nature of a procurement exercise such as this, there has not been the opportunity for the Executive Advisory Panel (EAP) to engage in the procurement process. Once the new contractor is confirmed, the EAP are able to invite the contractor to their meeting to explain how they are going to deliver the service for North Northamptonshire and future contract performance reports can be provided as requested by the EAP.

8.8 Consideration by Scrutiny

- 8.8.1 Prior to commencing the procurement exercise, the scrutiny process at NCC had the opportunity to consider future options for the delivery of the highways service. Once the new contractor is in place, there will be an opportunity for the Scrutiny Commission to invite the contractor to their meeting to explain how they are going to deliver the service for North Northamptonshire and future contract performance reports can be provided as requested by the Commission.

8.9 Equality Implications

- 8.9.1 The recommendations in this report do not have any direct implications for matters relating to equality. The procurement exercise itself has carefully considered equality implications and the bidders are required to consider and comply with the Equalities Act (2010) within their proposals for operating the contract. The evaluation criteria include consideration of the social value that the contractor will deliver to North Northamptonshire.

- 8.9.2 The evaluation criteria includes consideration of particular social value proposals that the contractor will bring as part of their delivery approach in North Northamptonshire. This will include an emphasis on investment in work and training opportunities for young people and hard-to-reach groups; supporting Small and Medium Sized Enterprises (SMEs) within the local economy; working with communities and volunteer groups; and proposals in support of COVID recovery.

8.10 Climate Impact

- 8.10.1 There is no direct climate/environmental impact from the recommendations in this report. As part of their tenders, the bidders are required to provide a Climate Change and Environment Action Plan that sets out their approaches to reducing the impact of climate change and improving the local environment over the life

of the contract in accordance with the Council's ambitions to become carbon neutral by 2030. Each of the bids will be evaluated on their contributions towards social value, including climate change and environmental considerations. Together these equate to 15% of the quality scores in the award process.

8.11 Community Impact

8.11.1 The recommendations in this report provide a basis for collaboration which will result in cost avoidance within the contract which can be directed towards frontline highways services, which benefit communities. Community-facing activities themselves are predominantly outside the scope of the proposed variant submissions and will be specific to the individual authorities. Social value, including engaging the local supply chain, is an evaluated element of the procurement process.

8.12 Crime and Disorder Impact

8.12.1 There are no specific implications for crime and disorder arising from this decision. The future highways contractor, and service, will work in conjunction with other enforcement authorities to address issues of criminal behaviour and disorder relating to the use of the highways network.

9. Background Papers

- 9.1 Northamptonshire County Council Cabinet Paper – Highways Contract Update – 12th November 2019
- 9.2 Northamptonshire County Council Cabinet Paper – Highways Contract Update – 14th July 2020
- 9.3 Northamptonshire County Council Cabinet Paper – Highways Contract Update – February 2021
- 9.4 North Northamptonshire Council Executive Paper – Highways Contract Update – 15th July 2021:
<https://northnorthants.moderngov.co.uk/ieListDocuments.aspx?CId=142&MId=335&Ver=4>
- 9.5 Joint Committee Shared Services (NNC and WNC) – Highways and Transport Disaggregation update - 23rd March 2022:
<https://northnorthants.moderngov.co.uk/ieListDocuments.aspx?CId=152&MId=501&Ver=4>

Appendix A: Key milestones in the procurement project

Project Milestone	Timeframes
Decision by the former NCC Cabinet to start a procurement exercise	12 th November 2019
Prior Indicative Notice (PIN) published	18 th February 2020
Update report to NCC Cabinet and decision to appoint legal, commercial and financial (LCF) advisors (delegated to Executive Director) and confirms funding of the project	14 th July 2020
Industry Day	December 2021
Update report to NCC Cabinet and confirms appointment of LCF advisors	February 2021
'Selection Questionnaire' requested and received from interested bidders	February 2021
Vesting Day: new unitary authorities created	1 st April 2021
Invitation to Submit an Outline Solution (ISOS)	April – May 2021
NNC Executive confirms commitment to continue with the procurement exercise and delegates decisions to Executive Member	15 th July 2021
Invitation to Submit Detailed Solutions (ISDS)	September - October 2021
'ISDS Extension' phase	October – November 2021
Evaluation of ISDS	December 2021 – January 2022
Bidder scoring fewest marks in the ISDS/ISDS Extension phase de-selected	January 2022
Invitation to Participate in Final Dialogue (IPFD), and an Invitation to Submit Final Tender (ISFT)	April 2022
Final Tenders received	April 2022
Final Tenders Evaluated	May 2022
Award of contract	June 2022
Contract commencement	12 th September 2022

Appendix B: Governance Arrangements for the Highways Procurement Project

