



## Schedule 6.1 – Implementation Plans

## CHANGE HISTORY

Version	Description	Author	Document Number
5.0	Execution version	TfL	75251727.11

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## **1 Introduction**

### **1.1 This Schedule:**

- (a) defines the process for the preparation and implementation of Detailed Implementation Plans for the Services; and
- (b) identifies the Key Milestones and Milestone Criteria.

### **1.2 The Concessionaire shall ensure that the Outline Implementation Plans and Detailed Implementation Plans for the Services are consistent with Schedule 2.3 (Standards) and with Schedule 6.2 (Testing and Assurance).**

## **2 Outline Implementation Plans**

### **2.1 The Outline Implementation Plans are set out in Annexes 1 (Mobile Services Outline Implementation Plan) to 4 (Public Wi-Fi Services Outline Implementation Plan).**

### **2.2 All changes to the Outline Implementation Plans shall be subject to the Change Control Procedure provided that the Concessionaire shall not attempt to postpone any of the Key Milestones in the Outline Implementation Plans using the Change Control Procedure or otherwise (except in accordance with Clause 34 (TTL Cause)).**

## **3 Detailed Implementation Plans**

### **3.1 Within thirty (30) Working Days of the Effective Date, the Concessionaire shall submit to TTL for Approval:**

- (a) a draft Mobile Services Detailed Implementation Plan;
- (b) a draft Fibre Services Detailed Implementation Plan; and
- (c) a draft Streetscape Services Detailed Implementation Plan.

### **3.2 Within thirty (30) Working Days of TTL requesting that the Concessionaire provides Works Funded By Grants Services in accordance with Clause 6.36 (Works Funded By Grants Services), the Concessionaire shall submit to TTL for Approval a draft Works Funded By Grants Services Detailed Implementation Plan.**

### **3.3 No later than 30 September 2022, the Concessionaire shall submit to TTL for Approval a draft Public Wi-Fi Services Detailed Implementation Plan.**

### **3.4 The Concessionaire shall ensure that each draft Detailed Implementation Plan:**

- (a) is consistent with the relevant Outline Implementation Plan;
- (b) incorporates all of the Key Milestones and associated Milestone Dates and Milestone Criteria as set out in the relevant Outline Implementation Plan;
- (c) complies with the requirements set out in Annexes 5 (Mobile Services Detailed Implementation Plan Requirements) to 9 (Works Funded By Grants Services Detailed Implementation Plan Requirements) (as applicable); and

- (d) is produced using a software tool that is capable of generating output that can be imported into Microsoft Project or otherwise as agreed by TTL.
- 3.5 Notwithstanding the provisions of Schedule 8.4 (Document Management), if any Detailed Implementation Plan has not been Approved within sixty (60) Working Days after the Effective Date (or such other period as agreed between the Parties in writing), either Party may refer the matter as a Dispute for resolution in accordance with the Dispute Resolution Procedure.
- 3.6 If TTL Approves a draft Detailed Implementation Plan it shall replace the corresponding Outline Implementation Plan from the date of TTL's notice of Approval.

#### **4 Updates to and Maintenance of the Detailed Implementation Plans**

- 4.1 Not less than ten (10) Working Days prior to the beginning of each month, commencing in the month following the month in which the Detailed Implementation Plans are submitted to TTL for Approval pursuant to Paragraphs 3.1, 3.2, and 3.3, the Concessionaire shall submit to TTL:
    - (a) the current version of each Detailed Implementation Plan which, in respect of the Mobile Services Detailed Implementation Plan only, must incorporate the new Milestones and associated Milestone Dates and Milestone Criteria in respect of any Planned Station and/or Planned Tunnel Section which TTL has (since the Approval of the previous version of the Mobile Services Detailed Implementation Plan) notified to the Concessionaire as being available for use;
    - (b) a commentary describing any changes (subject to Paragraph 4.5) from the previous version of the relevant Detailed Implementation Plan and the impact of those changes on the Concessionaire's ability to meet the Key Milestones; and
    - (c) a document for each Detailed Implementation Plan:
      - (i) for the six (6) month period following the date of submission in accordance with this Paragraph 4.1, that sets out and described on a weekly basis:
        - (A) Key Milestones that will be Achieved in the next six (6) month period with the forecast date;
        - (B) Milestones that will be Achieved in the next six (6) month period with the forecast date;
        - (C) the steps required to Achieve the Milestones;
        - (D) any risks and associated treatments including any mitigations; and
        - (E) without prejudice to Paragraph 12.14 of Part A of Schedule 7.1 (Fees and Charges) a clear description of the required roles and responsibilities of each Party, (including staffing requirements described on a week by week basis);
      - (ii) Key Milestones Achieved and the date of Achievement; and
      - (iii) Milestones Achieved and the date of Achievement,
- (the "**Project Execution Plan**").

- 4.2 The Concessionaire's performance against the Detailed Implementation Plans shall be reviewed at each Monthly Operational Meeting.
- 4.3 When preparing any revised Detailed Implementation Plan, the Concessionaire shall take reasonable account of any comments that TTL has provided during a Monthly Operational Meeting, or through any other meeting described in Schedule 8.1 (Governance).
- 4.4 Without prejudice to Paragraph 4.1, TTL shall be entitled to request copies of the current Detailed Implementation Plans at any time by giving written notice to the Concessionaire and the Concessionaire shall submit the relevant Detailed Implementation Plan to TTL within five (5) Working Days of receiving such a request from TTL (or such longer period as the Parties may agree provided that any failure to agree such longer period shall be referred to the Dispute Resolution Procedure).
- 4.5 The Concessionaire shall only be entitled to alter or request an alteration to any Milestone Date in respect of a Key Milestone using the Change Control Procedure.

## **5 Government Reviews**

- 5.1 The Concessionaire acknowledges that the Services may be subject to Government review at key stages of the project. The Concessionaire shall cooperate with any bodies undertaking such review and shall allow for such reasonable assistance as may be required for this purpose.

## **6 Milestone Achievement Certificates**

- 6.1 TTL shall issue a Milestone Achievement Certificate in respect of a given Key Milestone or a given Milestone (only to the extent that such Milestone is required to Achieve a Key Milestone) when:
- (a) TTL has satisfied itself that the Milestone Criteria have been met in respect of the Key Milestone or Milestone; and
  - (b) the Concessionaire has performed any other tasks identified in Schedule 2.1 (Services Description) and Schedule 6.1 (Implementation Plans) associated with that Milestone or Key Milestone (which may include the submission of a Deliverable that is not due to be Tested, such as the production of documentation) to the satisfaction of TTL.
- 6.2 If TTL or any member of the TfL Group has granted a Standards Concession in respect of compliance with a Standard which affects the Concessionaire's ability to Achieve a Milestone or Key Milestone, TTL shall disregard any non-compliance with the Standards (only to the extent set out in the relevant Standards Concession) when determining whether or not to issue a Milestone Achievement Certificate.
- 6.3 Where applicable, the grant of a Milestone Achievement Certificate shall entitle the Concessionaire to the receipt of a payment in respect of a Milestone Charge associated with the relevant Milestone or Key Milestone in accordance with the provisions of Schedule 7.1 (Fees and Charges).
- 6.4 If a Key Milestone or Milestone is not Achieved, the Concessionaire shall issue a report to TTL setting out the reasons for the relevant Milestone or Key Milestone not being Achieved within two (2) Working Days of the Milestone Date.

- 6.5 If there are Test Issues but these do not exceed the Test Issue Threshold, then provided there are no Material Test Issues, TTL shall issue a Milestone Achievement Certificate.
- 6.6 In respect of Key Milestones only, if there is one (1) or more Material Test Issue(s), TTL shall refuse to issue a Milestone Achievement Certificate and, without prejudice to TTL's other rights and remedies, such failure shall constitute a Notifiable Default for the purposes of Clause 29.1 (Rectification Plan Process).
- 6.7 Subject to Paragraph 6.8, if there are Test Issues which exceed the Test Issues Threshold but there are no Material Test Issues, TTL may at its discretion (without waiving any rights in relation to the other options) choose to issue a Milestone Achievement Certificate conditional on the remediation of the Test Issues in accordance with an agreed Rectification Plan provided that:
- (a) any Rectification Plan shall be agreed before the issue of a conditional Milestone Achievement Certificate unless TTL agrees otherwise (in which case the Concessionaire shall submit a Rectification Plan for approval by TTL within ten (10) Working Days of TTL's receipt of the report set out in Paragraph 6.4); and
  - (b) where TTL issues a conditional Milestone Achievement Certificate, it may (but shall not be obliged to) revise the failed Milestone Date and any subsequent Milestone Date.
- 6.8 In respect of the following Key Milestones only:
- (a) MS7 (Stations (Commercial Mobile) – one hundred per cent (100%) delivered);
  - (b) MS14 (Tunnel Sections (Commercial Mobile) – one hundred per cent (100%) delivered);
  - (c) MS29 (Stations (ESN) – one hundred per cent (100%) delivered);
  - (d) MS33 (Tunnel Sections (ESN) – one hundred per cent (100%) delivered); and
  - (e) MS38 (ESN Annex 3 Locations – one hundred per cent (100%) delivered),

where the Concessionaire can demonstrate to TTL's satisfaction that any Test Issue(s) which exceed the Test Issue Threshold, any Material Test Issue, or any failure to conduct a Test resulting solely from the Concessionaire's inability to get the necessary access to the relevant TTL Asset(s) as a result of circumstances outside its control (including in relation to environmental issues and health and safety issues), TTL shall grant a conditional Milestone Achievement Certificate in accordance with the provisions of Paragraph 6.7.

## Annex 1 – Mobile Services Outline Implementation Plan

Milestone ID	Milestone	Milestone Date	Key Milestone? (Yes/No)	Milestone Criteria
MS1	Five (5) Stations (Commercial Mobile) delivered	18 February 2022	Yes	MACs granted for five (5) Station (Commercial Mobile) Complete Milestones
MS2	Ten (10) Stations (Commercial Mobile) delivered	18 February 2022	Yes	MACs granted for ten (10) Station (Commercial Mobile) Complete Milestones
MS3	Stations (Commercial Mobile) – at least twenty per cent (20%) delivered	1 April 2022	Yes	MACS granted for at least twenty percent (20%) of Station (Commercial Mobile) Complete Milestones
MS4	Stations (Commercial Mobile) – at least forty per cent (40%) delivered	7 July 2022	Yes	MACS granted for at least forty percent (40%) of Station (Commercial Mobile) Complete Milestones
MS5	Stations (Commercial Mobile) – at least sixty per cent (60%) delivered	8 October 2022	Yes	MACS granted for at least sixty per cent (60%) of Station (Commercial Mobile) Complete Milestones
MS6	Stations (Commercial Mobile) - at least eighty per cent (80%) delivered	3 March 2023	Yes	MACS granted for at least eighty per cent (80%) of Station (Commercial Mobile) Complete Milestones




<b>Milestone ID</b>	<b>Milestone</b>	<b>Milestone Date</b>	<b>Key Milestone? (Yes/No)</b>	<b>Milestone Criteria</b>
MS7	Stations (Commercial Mobile) - one hundred per cent (100%) delivered	1 October 2023	Yes	MACS granted for one hundred per cent (100%) of Station (Commercial Mobile) Complete Milestones
MS8	Five (5) Tunnel Sections (Commercial Mobile) delivered	18 February 2022	Yes	MACS granted for five (5) Tunnel Section (Commercial Mobile) Complete Milestones
MS9	Ten (10) Tunnel Sections (Commercial Mobile) delivered	22 March 2022	Yes	MACS granted for ten (10) Tunnel Section (Commercial Mobile) Complete Milestones
MS10	Tunnel Sections (Commercial Mobile) - at least twenty per cent (20%) delivered	6 June 2022	Yes	MACS granted for at least twenty per cent (20%) Tunnel Section (Commercial Mobile) Complete Milestones
MS11	Tunnel Sections (Commercial Mobile) - at least forty per cent (40%) delivered	26 August 2022	Yes	MACS granted for at least forty percent (40%) of Tunnel Section (Commercial Mobile) Complete Milestones
MS12	Tunnel Sections (Commercial Mobile) - at least sixty per cent (60%) delivered	18 December 2022	Yes	MACS granted for at least sixty per cent (60%) of Tunnel Section (Commercial Mobile) Complete Milestones
MS13	Tunnel Sections (Commercial Mobile) - at least eighty per cent (80%) delivered	3 March 2023	Yes	MACS granted for at least eighty per cent (80%) of Tunnel Section (Commercial Mobile) Complete Milestones
MS14	Tunnel Sections (Commercial Mobile) - one hundred per cent (100%) delivered	1 October 2023	Yes	MACS granted for one hundred per cent (100%) of Tunnel Section (Commercial Mobile) Complete Milestones

Milestone ID	Milestone	Milestone Date	Key Milestone? (Yes/No)	Milestone Criteria
MS15A	Base Station Hotel (Commercial Mobile) Completion Milestone for Base Station Hotel (BSH5) Camden Town	30 October 2022	Yes	Test Certificate awarded for Base Station Hotel (Commercial Mobile) (BSH5) Camden Town and TTL is satisfied that a suitable As-Built Record exists for that Base Station Hotel
MS15B	Base Station Hotel (Commercial Mobile) Completion Milestone for Base Station Hotel (BSH2) Old Street	30 October 2022	Yes	Test Certificate awarded for Base Station Hotel (Commercial Mobile) (BSH2) Old Street and TTL is satisfied that a suitable As-Built Record exists for that Base Station Hotel
MS15C	Base Station Hotel (Commercial Mobile) Completion Milestone for Base Station Hotel (BSH3) Paddington	30 October 2022	Yes	Test Certificate awarded for Base Station Hotel (Commercial Mobile) (BSH3) Paddington and TTL is satisfied that a suitable As-Built Record exists for that Base Station Hotel
MS15D	Base Station Hotel (Commercial Mobile) Completion Milestone for Base Station Hotel (BSH4) Earl's Court	31 January 2023	Yes	Test Certificate awarded for Base Station Hotel (Commercial Mobile) (BSH4) Earl's Court and TTL is satisfied that a suitable As-Built Record exists for that Base Station Hotel

Milestone ID	Milestone	Milestone Date	Key Milestone? (Yes/No)	Milestone Criteria
MS15E	Base Station Hotel (Commercial Mobile) Completion Milestone for Base Station Hotel (BSH6) Stockwell	31 January 2023	Yes	Test Certificate awarded for Base Station Hotel (Commercial Mobile) (BSH6) Stockwell and TTL is satisfied that a suitable As-Built Record exists for that Base Station Hotel
MS15F	Base Station Hotel (Commercial Mobile) Completion Milestone for Base Station Hotel (BSH7) Heathrow	31 January 2023	Yes	Test Certificate awarded for Base Station Hotel (Commercial Mobile) (BSH7) Heathrow and TTL is satisfied that a suitable As-Built Record exists for that Base Station Hotel
MS15G	Base Station Hotel (Commercial Mobile) Completion Milestone for Base Station Hotel (BSH8) Finsbury Park	31 January 2023	Yes	Test Certificate awarded for Base Station Hotel (Commercial Mobile) (BSH8) Finsbury Park and TTL is satisfied that a suitable As-Built Record exists for that Base Station Hotel

Milestone ID	Milestone	Milestone Date	Key Milestone? (Yes/No)	Milestone Criteria
MS15H	Base Station Hotel (Commercial Mobile) Completion Milestone for Base Station Hotel (BSH1) Canning Town	31 January 2023	Yes	Test Certificate awarded for Base Station Hotel (Commercial Mobile) (BSH1) Canning Town and TTL is satisfied that a suitable As-Built Record exists for that Base Station Hotel
MS15I	Base Station Hotel (Commercial Mobile) Completion Milestone for Base Station Hotel (BSH9) Aldgate East	31 January 2023	Yes	Test Certificate awarded for Base Station Hotel (Commercial Mobile) (BSH9) Aldgate East and TTL is satisfied that a suitable As-Built Record exists for that Base Station Hotel
MS16	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]

Milestone ID	Milestone	Milestone Date	Key Milestone? (Yes/No)	Milestone Criteria
				
MS17	Mobile High Level Design Complete	Twenty (20) Working Days after the Effective Date	Yes	<p>TTL is satisfied that the Concessionaire has either:</p> <ul style="list-style-type: none"> <li>confirmed to TTL in writing that the Mobile High Level Design does not require amendment; or</li> <li>submitted to TTL for Approval an updated version of the Mobile High Level Design in accordance with requirement CMT1(a) of Schedule 2.1 (Services Description)</li> </ul>
MS18	Low Level Designs complete for at least twenty per cent (20%) of Stations (ESN), at least twenty per cent (20%) of Tunnel Sections (ESN) and at least twenty per cent (20%) of ESN Annex 3 Locations	20 January 2022	Yes	<p>Approved Low Level Design for at least twenty per cent (20%) of Tunnel Sections (ESN) and</p> <p>Approved Low Level Design for at least twenty per cent (20%) of</p>

Milestone ID	Milestone	Milestone Date	Key Milestone? (Yes/No)	Milestone Criteria
				Stations (ESN) (including two (2) Gateway Stations and seven (7) Destination Stations) and Approved Low Level Designs for at least twenty per cent (20%) of ESN Annex 3 Locations
MS19	Low Level Designs complete for at least forty per cent (40%) of Stations (ESN), at least forty per cent (40%) of Tunnel Sections (ESN) and at least forty per cent (40%) of ESN Annex 3 Locations	16 March 2022	Yes	Approved Low Level Design for at least forty per cent (40%) of Tunnel Sections (ESN) and Approved Low Level Design for at least forty per cent (40%) of Stations (ESN) (including an additional two (2) Gateway Stations and an additional seven (7) Destination Stations) and Approved Low Level Designs for at least forty per cent (40%) of ESN Annex 3 Locations
MS20	Low Level Designs complete for at least sixty per cent (60%) of Stations (ESN), at least sixty per cent (60%) of Tunnel Sections (ESN) and at least sixty per cent (60%) of ESN Annex 3 Locations	12 August 2022	Yes	Approved Low Level Design for at least sixty per cent (60%) of Tunnel Sections (ESN) and Approved Low Level Design for at least sixty per cent (60%) of Stations (ESN) (including an additional two (2) Gateway Stations and an

Milestone ID	Milestone	Milestone Date	Key Milestone? (Yes/No)	Milestone Criteria
				additional seven (7) Destination Stations) and Approved Low Level Designs for at least sixty per cent (60%) of ESN Annex 3 Locations
MS21	Low Level Designs complete for at least eighty per cent (80%) of Stations (ESN), at least eighty per cent (80%) of Tunnel Sections (ESN) and at least eighty per cent (80%) of ESN Annex 3 Locations	3 November 2022	Yes	Approved Low Level Design for at least eighty per cent (80%) of Tunnel Sections (ESN) and Approved Low Level Design for at least eighty per cent (80%) of Stations (ESN) (including an additional five (5) Destination Stations) and Approved Low Level Designs for at least eighty per cent (80%) of ESN Annex 3 Locations
MS22	Low Level Designs complete for one hundred per cent (100%) of Stations (ESN); one hundred per cent (100%) of Tunnel Sections (ESN) and one hundred per cent (100%) of ESN Annex 3 Locations	17 May 2023	Yes	Approved Low Level Design for one hundred per cent (100%) of Tunnel Sections (ESN) and Approved Low Level Design for one hundred per cent (100%) of Stations (ESN) and

Milestone ID	Milestone	Milestone Date	Key Milestone? (Yes/No)	Milestone Criteria
				Approved Low Level Designs for one hundred per cent (100%) of ESN Annex 3 Locations
MS23A	Base Station Hotel (ESN) Low Level Design for (BSH5) Camden Town	6 November 2021	Yes	Assured Low Level Design for (BSH5) Camden Town
MS23B	Base Station Hotel (ESN) Low Level Design for (BSH2) Old Street	6 November 2021	Yes	Assured Low Level Design for (BSH2) Old Street
MS23C	Base Station Hotel (ESN) Low Level Design for (BSH3) Paddington	6 November 2021	Yes	Assured Low Level Design for (BSH3) Paddington
MS23D	Base Station Hotel (ESN) Low Level Design for (BSH4) Earl's Court	31 January 2022	Yes	Assured Low Level Design for (BSH4) Earl's Court
MS23E	Base Station Hotel (ESN) Low Level Design for (BSH6) Stockwell	31 January 2022	Yes	Assured Low Level Design for (BSH6) Stockwell
MS23F	Base Station Hotel (ESN) Low Level Design for (BSH7) Heathrow	31 January 2022	Yes	Assured Low Level Design for (BSH7) Heathrow
MS23G	Base Station Hotel (ESN) Low Level Design for (BSH8) Finsbury Park	31 January 2022	Yes	Assured Low Level Design for (BSH8) Finsbury Park
MS23H	Base Station Hotel (ESN) Low Level Design for (BSH1) Canning Town	31 January 2022	Yes	Assured Low Level Design for (BSH1) Canning Town
MS23I	Base Station Hotel (ESN) Low Level Design for (BSH9) Aldgate East	31 January 2022	Yes	Assured Low Level Design for (BSH9) Aldgate East
MS24A	Base Station Hotel (ESN) Completion Milestone for Base Station Hotel (BSH5) Camden Town	30 October 2022	Yes	Test Certificate awarded for Base Station Hotel (ESN) (BSH5) Camden Town and TTL is satisfied that a



Milestone ID	Milestone	Milestone Date	Key Milestone? (Yes/No)	Milestone Criteria
				suitable As-Built Record exists for the Base Station Hotel
MS24B	ESN Base Station Hotel (ESN) Completion Milestone for Base Station Hotel (BSH2) Old Street	30 October 2022	Yes	Test Certificate awarded for Base Station Hotel (ESN) (BSH2) Old Street and TTL is satisfied that a suitable As-Built Record exists for the Base Station Hotel
MS24C	ESN Base Station Hotel (ESN) Completion Milestone for Base Station Hotel (BSH3) Paddington	30 October 2022	Yes	Test Certificate awarded for Base Station Hotel (ESN) (BSH3) Paddington and TTL is satisfied that a suitable As-Built Record exists for the Base Station Hotel
MS24D	ESN Base Station Hotel (ESN) Completion Milestone for Base Station Hotel (BSH4) Earl's Court	31 January 2023	Yes	Test Certificate awarded for Base Station Hotel (ESN) (BSH4) Earl's Court and TTL is satisfied that a suitable As-Built Record exists for the Base Station Hotel
MS24E	ESN Base Station Hotel (ESN) Completion Milestone for Base Station Hotel (BSH6) Stockwell	31 January 2023	Yes	Test Certificate awarded for Base Station Hotel (ESN) (BSH6) Stockwell and TTL is satisfied that a suitable As-Built Record exists for the Base Station Hotel
MS24F	ESN Base Station Hotel (ESN) Completion Milestone for Base Station Hotel (BSH7) Heathrow	31 January 2023	Yes	Test Certificate awarded for Base Station Hotel (ESN) (BSH7) Heathrow and TTL is satisfied that a suitable As-Built Record exists for the Base Station Hotel

Milestone ID	Milestone	Milestone Date	Key Milestone? (Yes/No)	Milestone Criteria
MS24G	ESN Base Station Hotel (ESN) Completion Milestone for Base Station Hotel (BSH8) Finsbury Park	31 January 2023	Yes	Test Certificate awarded for Base Station Hotel (ESN) (BSH8) Finsbury Park and TTL is satisfied that a suitable As-Built Record exists for the Base Station Hotel
MS24H	ESN Base Station Hotel (ESN) Completion Milestone for Base Station Hotel (BSH1) Canning Town	31 January 2023	Yes	Test Certificate awarded for Base Station Hotel (ESN) (BSH1) Canning Town and TTL is satisfied that a suitable As-Built Record exists for the Base Station Hotel
MS24I	ESN Base Station Hotel (ESN) Completion Milestone for Base Station Hotel (BSH9) Aldgate East	31 January 2023	Yes	Test Certificate awarded for Base Station Hotel (ESN) (BSH9) Aldgate East and TTL is satisfied that a suitable As-Built Record exists for the Base Station Hotel
MS25	Stations (ESN) – at least twenty per cent (20%) delivered	13 April 2022	Yes	MACS granted for at least twenty per cent (20%) of Station (ESN) Complete Milestones including at least two (2) Gateway Stations and seven (7) Destination Stations
MS26	Stations (ESN) - at least forty per cent (40%) delivered	24 August 2022	Yes	MACS granted for at least forty per cent (40%) of Station (ESN) Complete Milestones including at least an additional two (2) Gateway Stations and an additional seven (7) Destination Stations
MS27	Stations (ESN) - at least sixty per cent (60%) delivered	9 December 2022	Yes	MACS granted for at least sixty per cent (60%) of Station (ESN) Complete Milestones including an

Milestone ID	Milestone	Milestone Date	Key Milestone? (Yes/No)	Milestone Criteria
				additional two (2) Gateway Stations and an additional seven (7) Destination Stations
MS28	Stations (ESN) - at least eighty per cent (80%) delivered	3 March 2023	Yes	MACS granted for at least eighty per cent (80%) of Station (ESN) Complete Milestones including an additional five (5) Destination Stations
MS29	Stations (ESN) – one hundred per cent (100%) delivered	1 October 2023	Yes	MACS granted for one hundred per cent (100%) of Station (ESN) Complete Milestones
MS30	Tunnel Sections (ESN) - at least twenty per cent (20%) delivered	20 June 2022	Yes	MACS granted for at least twenty per cent (20%) of Tunnel Section (ESN) Complete Milestones
MS31	Tunnel Sections (ESN) - at least forty per cent (40%) delivered	26 September 2022	Yes	MACS granted for at least forty per cent (40%) of ESN Tunnel Section (ESN) Complete Milestones
MS32	Tunnel Sections (ESN) - at least sixty per cent (60%) delivered	18 December 2022	Yes	MACS granted for at least sixty per cent (60%) of Tunnel Section (ESN) Complete Milestones
MS32B	Tunnel Sections (ESN) – at least eighty per cent (80%) delivered	3 March 2023	Yes	MACS granted for at least eighty per cent (80%) of Tunnel Section (ESN) Complete Milestones

Milestone ID	Milestone	Milestone Date	Key Milestone? (Yes/No)	Milestone Criteria
MS33	Tunnel Sections (ESN) – one hundred per cent (100%) delivered	1 October 2023	Yes	MACS granted for one hundred per cent (100%) of Tunnel Section (ESN) Complete Milestones
MS34	ESN Annex 3 Locations – at least twenty per cent (20%) delivered	6 October 2022	Yes	MACS granted for at least twenty per cent (20%) of ESN Annex 3 Locations Complete Milestones
MS35	ESN Annex 3 Locations – at least forty per cent (40%) delivered	3 March 2023	Yes	MACS granted for at least forty per cent (40%) of ESN Annex 3 Locations Complete Milestones
MS36	ESN Annex 3 Locations – at least sixty per cent (60%) delivered	7 May 2023	Yes	MACS granted for at least sixty per cent (60%) of ESN Annex 3 Locations Complete Milestones
MS37	ESN Annex 3 Locations – at least eighty per cent (80%) delivered	24 August 2023	Yes	MACS granted for at least eighty per cent (80%) of ESN Annex 3 Locations Complete Milestones
MS38	ESN Annex 3 Locations – one hundred per cent (100%) delivered	1 October 2023	Yes	MACS granted for one hundred per cent (100%) of ESN Annex 3 Locations Complete Milestones
MS39	Implementation Complete (ESN)	1 October 2023	Yes	TTL is satisfied that suitable As-Built Records exist for each Base Station Hotel (ESN)  and

Milestone ID	Milestone	Milestone Date	Key Milestone? (Yes/No)	Milestone Criteria
				<p>MACS granted for one hundred per cent (100%) of Station (ESN) Complete Milestones</p> <p>and</p> <p>MACS granted for one hundred per cent (100%) of Tunnel Section (ESN) Complete Milestones</p> <p>and</p> <p>MACS granted for one hundred per cent (100%) of ESN Annex 3 Location Complete Milestones</p>

## Annex 2 – Fibre Services Outline Implementation Plan

Milestone ID	Milestone	Milestone Date	Key Milestone? (Yes/No)	Milestone Criteria
FS1	Five (5) PoPs delivered	11 April 2022	Yes	MACs granted for five (5) PoP Complete Milestones
FS2	Fifteen (15) PoPs delivered	6 October 2022	Yes	MACs granted for fifteen (15) PoP Complete Milestones
FS3	Thirty (30) PoPs delivered	3 March 2023	Yes	MACs granted for thirty (30) PoP Complete Milestones
FS4	Fifty (50) PoPs delivered	1 October 2023	Yes	MACs granted for fifty (50) PoP Complete Milestones

### Annex 3 – Streetscape Services Outline Implementation Plan

Milestone ID	Milestone	Milestone Date	Key Milestone? (Yes/No)	Milestone Criteria
SS1	Five hundred (500) Streetscape Assets commercialised	30 June 2025	Yes	Evidence of commercial agreements in place for the rental of five hundred (500) Streetscape Assets

## Annex 4 – Public Wi-Fi Services Outline Implementation Plan

Milestone ID	Milestone	Milestone Date	Key Milestone? (Yes/No)	Milestone Criteria
WF1	Availability of Public Wi-Fi	1 April 2023	Yes	MAC granted for availability of Public Wi-Fi



## Annex 5 – Mobile Services Detailed Implementation Plan Requirements

### 1 Detailed Implementation Plan Requirements

1.1 The Concessionaire shall ensure that each iteration of the Mobile Services Detailed Implementation Plan includes:

- (a) all the Key Milestones (and corresponding Milestone Dates) set out in the Mobile Services Outline Implementation Plan; and
- (b) the Milestones (and corresponding Milestone Dates) the Concessionaire will need to Achieve in order to meet the Key Milestones including:
  - (i) a Milestone for each Station in respect of the completion of the Low Level Design for that Station (an "**Station (ESN) Low Level Design Milestone**");
  - (ii) a Milestone for each Tunnel Section in respect of the completion of the Low Level Design for that Tunnel Section (an "**Tunnel Section (ESN) Low Level Design Milestone**");
  - (iii) a Milestone for each ESN Annex 3 Location in respect of the completion of the Low Level Design for that ESN Annex 3 Location (and "**ESN Location Low Level Design Milestone**");
  - (iv) a Milestone for each Station in respect of the delivery of Commercial Mobile Services in that Station (a "**Station (Commercial Mobile) Complete Milestone**");
  - (v) a Milestone for each Tunnel Section in respect of the delivery of Commercial Mobile Services in that Tunnel Section (a "**Tunnel Section (Commercial Mobile) Complete Milestone**");
  - (vi) a Milestone for each Station in respect of the delivery of ESN Implementation Services in that Station (an "**Station (ESN) Complete Milestone**");
  - (vii) a Milestone for each Tunnel Section in respect of the delivery of ESN Implementation Services in that Tunnel Section (an "**Tunnel Section (ESN) Complete Milestone**");
  - (viii) a Milestone for each ESN Annex 3 Location in respect of the delivery of ESN Implementation Services in that ESN Annex 3 Location (an "**ESN Annex 3 Location Complete Milestone**");
  - (ix) a Milestone for each MNO Commercial Agreement in respect of the date of entry into that MNO Commercial Agreement;

- (x) a Milestone for each Planned Station which TTL has notified to the Concessionaire as being available for use, in respect of the completion of the Low Level Design for that Planned Station (an "**Planned Station (ESN) Low Level Design Milestone**");
- (xi) a Milestone for each Planned Tunnel Section which TTL has notified to the Concessionaire as being available for use, in respect of the completion of the Low Level Design for that Planned Tunnel Section (an "**Planned Tunnel Section (ESN) Low Level Design Milestone**");
- (xii) a Milestone for each Planned Station which TTL has notified to the Concessionaire as being available for use, in respect of the delivery of Commercial Mobile Services in that Planned Station (a "**Planned Station (Commercial Mobile) Complete Milestone**");
- (xiii) a Milestone for each Planned Tunnel Section which TTL has notified to the Concessionaire as being available for use, in respect of the delivery of Commercial Mobile Services in that Planned Tunnel Section (a "**Planned Tunnel Section (Commercial Mobile) Complete Milestone**");
- (xiv) a Milestone for each Planned Station which TTL has notified to the Concessionaire as being available for use, in respect of the delivery of ESN Implementation Services in that Station (an "**Planned Station (ESN) Complete Milestone**"); and
- (xv) a Milestone for each Planned Tunnel Section which TTL has notified to the Concessionaire as being available for use, in respect of the delivery of ESN Implementation Services in that Tunnel Section (an "**Planned Tunnel Section (ESN) Complete Milestone**").

The Concessionaire shall ensure that the Milestones are listed in Milestone Date order in the Mobile Services Detailed Implementation Plan directly below the Key Milestone to which they relate.

## Annex 6 – Fibre Services Detailed Implementation Plan Requirements

### 1. Detailed Implementation Plan Requirements

- 1.1 The Concessionaire shall ensure that each iteration of the Fibre Services Detailed Implementation Plan shall include:
- (a) all the Key Milestones (and corresponding Milestone Dates) set out in the Fibre Services Outline Implementation Plan;
  - (b) the Milestones (and corresponding Milestone Dates) the Concessionaire will need to Achieve in order to meet the Key Milestones including a Milestone for each PoP in respect of the completion of that PoP (a "**PoP Complete Milestone**"); and
  - (c) a Milestone for each PoP that the Supplier will complete after the Milestone Date for Key Milestone FS4.
- 1.2 The Concessionaire shall ensure that the Milestones are listed in Milestone Date order in the Fibre Services Detailed Implementation Plan directly below the Key Milestone to which they relate.

## Annex 7 – Streetscape Services Detailed Implementation Plan Requirements

### 1. Detailed Implementation Plan Requirements

- 1.1 The Concessionaire shall ensure that each iteration of the Streetscape Services Detailed Implementation Plan includes:
- (a) all the Key Milestones and corresponding Milestone Dates set out in the Streetscape Services Outline Implementation Plan;
  - (b) a Milestones (and corresponding Milestone Date) in respect of the installation date of every two hundred and fiftieth (250th) item of Telecommunications Infrastructure to be installed on TfL Group Streetscape Assets prior to the Milestone Date for Key Milestone SS1; and
  - (c) a Milestone (and corresponding Milestone Date) in respect of the installation date of every two hundred and fiftieth (250th) item of Telecommunications Infrastructure to be installed on TfL Group Streetscape Assets after the Milestone Date for Key Milestone SS1.
- 1.2 The Concessionaire shall ensure that the Milestones are listed in Milestone Date order in the Streetscape Services Detailed Implementation Plan directly below the Key Milestone to which they relate.

## **Annex 8 – Public Wi-Fi Services Detailed Implementation Plan Requirements**

### **1. Detailed Implementation Plan Requirements**

- 1.1 The Concessionaire shall ensure that each iteration of the Public Wi-Fi Detailed Implementation Plan includes:
- (a) all the Key Milestones and corresponding Milestone Dates set out in the Public Wi-Fi Services Outline Implementation Plan; and
  - (b) the Milestones (and corresponding Milestone Dates) the Concessionaire will need to Achieve in order to meet the Key Milestones including:
    - (i) a Milestone in respect of the completion of the Authentication Service;
    - (ii) a Milestone in respect of the completion of the Content Filter Service; and
    - (iii) a Milestone in respect of the completion of the Internet Service.
- 1.2 The Concessionaire shall ensure that the Milestones are listed in Milestone Date order in the Public Wi-Fi Services Detailed Implementation Plan directly below the Key Milestone to which they relate.

## **Annex 9 – Works Funded By Grants Services Detailed Implementation Plan Requirements**

### **1. Detailed Implementation Plan Requirements**

- 1.1 The Concessionaire shall ensure that each iteration of the Works Funded By Grants Services Detailed Implementation Plan shall include, for each Works Funded By Grants Group requested by TTL in accordance with Clause 6.36 (Works Funded By Grants) since the Effective Date, the date on which such Works Funded By Grants Group will undergo assurance in accordance with Annex 4 (Works Funded By Grants Services Assurance Process) of Schedule 6.2 (Testing and Assurance). Unless otherwise agreed with TTL, such date will be no later than any date that TTL, acting reasonably, specifies in the Change Request to call off the Works Funded By Grants.

## Annex 10 – Milestone Achievement Certificate

Agreement in respect of the Telecommunications Commercialisation Project (TCP)

### MILESTONE ACHIEVEMENT CERTIFICATE

TO: BAI Communications Limited

FROM: Transport Trading Limited

**[Date of issue of certificate.]**

Dear Sirs,

**[Insert Milestone description and reference.]**

This notice is given pursuant to Paragraph 6 of Schedule 6.1 (Implementation Plans) of the Agreement number [insert number] dated [DD MM 201X].

Terms defined in the Agreement shall have the same meaning herein.

I confirm that, for the purposes of the Agreement, the Concessionaire has:

- (a) met the Milestone Criteria for the [Insert Milestone or Key Milestone name] [Milestone]/[Key Milestone]; and
- (b) the Concessionaire has performed any other tasks identified in Schedule 2.1 (Services Description) and Schedule 6.1 (Implementation Plans) associated with that [Milestone or Key Milestone] to the satisfaction of TTL,

on **[Insert date on which the Milestone or Key Milestone was Achieved]** and accordingly the [Milestone]/[Key Milestone] has been Achieved and the Concessionaire may issue an invoice for the Milestone Charge associated with [such [Milestone]/[Key Milestone] in accordance with the provisions in Schedule 7.1 (Fees and Charges).

Yours Faithfully

**[Name.]**

TTL Representative

acting on behalf of **Transport Trading Limited**