

Schedule 11 – Commercial Acceptance Criteria

The criteria set out below constitute the Commercial Acceptance Criteria for the purposes of this Deed. Unless stated otherwise, Project Co must satisfy each of the Commercial Acceptance Criteria to the reasonable satisfaction of the State (with the Independent Certifier certifying those matters set out below that are specifically stated to be the responsibility of the Independent Certifier) to demonstrate that Commercial Acceptance for a Stage is achieved.

Commercial Acceptance Criteria			
Item	Subject Matter	Commercial Acceptance Criteria	Certifying party
1	Fit For Purpose	Each of Project Co and the D&C Subcontractor must have provided the State and the Independent Certifier with a certification in the form set out in Annexure A to this Schedule 11 warranting that the Works for each Stage and, to the extent that Project Co is responsible for its installation or location in accordance with Schedule 26 (Design Brief), Group 3 FF&E for each Stage, have been designed, constructed, installed or located (as applicable) so that they are Fit For Purpose as at the Date of Commercial Acceptance for that Stage. The State will determine that the required certification has been provided.	Independent Certifier
2	Compliance with Commercial Acceptance Plan	Project Co must have successfully carried out all activities in accordance with and otherwise complied with its obligations in respect of Commercial Acceptance as set out in the Commercial Acceptance Plan submitted in accordance with Schedule 12 (Review Procedures) which requirement will be determined by the State (acting reasonably).	Independent Certifier
3	Commercial Acceptance Tests	Project Co must have: <ul style="list-style-type: none"> (a) successfully carried out and completed all of the Minimum Completion Tests in accordance with Part 1 (Minimum Completion Tests) of Schedule 26 (Design Brief), the Commercial Acceptance Tests in accordance with Clause 20 (Commercial Acceptance) and the Commercial Acceptance Plan, to demonstrate the full capability of all aspects of the Works for the relevant Stage to comply with the Design Requirements and Services Requirements; and (b) demonstrated that Project Co is suitably resourced to deliver the full suite of Services from the commencement of the Operating Phase. 	Independent Certifier
4	Additional Commercial Acceptance Tests	Project Co must have successfully completed all of the Additional Commercial Acceptance Tests in accordance with Clause 20.3 (Additional Commercial Acceptance Tests) and the Commercial Acceptance Plan.	Independent Certifier
5	Initial	Project Co must have submitted to the State and the	Independent

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	Commercial Acceptance Report	Independent Certifier the draft Commercial Acceptance Report in accordance with Clause 20.4 (Initial Commercial Acceptance Report).	Certifier
6	Post Commercial Acceptance Tests	Project Co must have provided to the State the notice referred to in Clause 20.10 (Post Commercial Acceptance) in accordance with that clause and the Commercial Acceptance Plan.	Independent Certifier
7	Annual Operating Documents	Project Co must have: <ul style="list-style-type: none"> (a) submitted final versions of the Annual Operating Documents (as described in Part F, Schedule 27 (Services Specifications)), as required by and otherwise in accordance with Part F, Schedule 27 (Services Specifications); (b) received approval to those final versions in accordance with Schedule 12 (Review Procedures); and (c) otherwise demonstrated that it is prepared for the immediate delivery of the Services. 	State
8	Minor Modification Running Schedule	Project Co must provide to the State and the Independent Certifier the Minor Modification Running Schedule for the relevant Stage.	Independent Certifier
9	FF&E Title and responsibility for risk	Project Co must have fulfilled its obligations under Clause 27(b) (Transfer of title).	Independent Certifier
10	State access	If applicable, Project Co must have fulfilled its obligations in respect of providing access for the State to the Site to exercise its rights in accordance with Clause 17.1 (State's right to enter, inspect and test) of this Deed.	State
11	Asset Register	Project Co must have provided to the State the Asset Register with up to date information, including barcoding of all Group 1 FF&E, Group 2 FF&E and Group 3 FF&E (subject to the State providing the relevant information in relation to Group 3 FF&E) in accordance with Schedule 27 (Services Specifications).	Independent Certifier
12	Keys and access cards	Project Co must have provided to the State all keys and access cards required by the State for use by School Staff during the Operating Phase.	Independent Certifier
13	Consumables	Project Co must have delivered to the Site all Consumables necessary for the provision of the Services by Project Co for the commencement of the Operating Phase in accordance with this Deed.	Independent Certifier
14	No Defects	The Works must be free from all Defects.	Independent Certifier

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15	Damage	Project Co must have repaired or rectified any property damage including damage on or to property adjoining the Site, or the Verge Works Site, or to the Works, arising in connection with the Project.	Independent Certifier
16	As-Built Asset Information	All As-Built Asset Information must have been provided to the State in accordance with Schedules 9 (Design Development) and 26 (Design Brief).	Independent Certifier
17	Other documents	Project Co must have provided all documents and information Project Co is required to supply to the State or the Independent Certifier under this Deed, at a time before or as part of Commercial Acceptance, that are reasonably required for: <ul style="list-style-type: none"> (a) operation of the School Facility and the associated Off-Site Infrastructure relevant to the Stage, as required to facilitate safe and efficient conduct of the School Activities; and (b) provision of the Services. 	Independent Certifier
18	Clean	Project Co must thoroughly clean the Site and completed Works and provide, in accordance with Schedule 27 (Services Specification) so that the completed Works are to the required services standards for the Operational Commencement Date for a Stage and is safe for Users, clean, tidy and free from rubbish, construction waste, dust, metal and scrap.	Independent Certifier
19	Insurances	Project Co must have provided evidence that it has procured all Insurances required in Clause 39 (Insurance).	State
20	Handover of Environmental Management Plan data and documentation	Without limiting Project Co's obligations in respect of environmental management and monitoring during the Operating Phase, Project Co must have fulfilled its obligations under the Environmental Management Plan to ensure any environmental management and monitoring data is handed over to the State, where required.	Independent Certifier
21	Approvals	Project Co must have obtained all Approvals that it is obliged to obtain and certificates of compliance required for the occupation and operation of the Stage and Off-Site Infrastructure in accordance with this Deed and provided copies of those Approvals and certificates of compliance to the Independent Certifier and the State. To the extent that such Approvals contain conditions, those conditions must not prevent the Services from being carried out and must not, in the opinion of the State (acting reasonably), impact on the ability for the Stage and Off-Site Infrastructure to be Fit For Purpose and for Project Co to otherwise satisfy the FFP Warranty.	Independent Certifier

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		Satisfaction of this Commercial Acceptance Criteria is independent of and will not affect the ability of the State to challenge any of the conditions on an Approval.	
22	Removed construction machinery	Project Co must have removed all relevant temporary site accommodation, construction machinery, equipment and materials from the Site (as determined by the State acting reasonably).	Independent Certifier
23	Services Subcontractor capable of obtaining Approvals to perform Services	The Works must be such that the Services Subcontractor(s) will not be prevented from obtaining any Approvals necessary (and which Project Co is not required by this Deed to obtain) to enable the Services Subcontractor(s) to perform the Services (as determined by the State acting reasonably).	Independent Certifier
24	State capable of obtaining Approvals to conduct School Activities	The Works must be such that the State and State Associates will not be prevented from obtaining any Approvals necessary (and which Project Co is not required by this Deed to obtain) to enable the State and State Associates to conduct the School Activities (as determined by the State acting reasonably).	State
25	School Facility Personnel Induction and Training Program	Project Co must have prepared and submitted to the State a final version of the School Facility Personnel Induction and Training Program in accordance with Schedule 27 (Services Specifications).	State
26	Miscellaneous	Project Co must have otherwise done all other things required by this Deed to achieve Commercial Acceptance for each Stage.	State

Annexure A - Form of certification

[Project Co/D&C Subcontractor Letterhead]

[To be addressed to the State Representative]

For and on behalf of **[Project Co/the D&C Subcontractor]** it is warranted and agreed that:

- 1 subject to paragraph 4 below, the Works which are on the Site or in the case of Verge Works on the Verge Works Site in respect of the relevant Stage, have been designed, procured, constructed, commissioned and completed in accordance with the For Construction Documentation, the Design Requirements and all other requirements of the Deed, including so that the Works are Fit For Purpose as at the Date of Commercial Acceptance for that Stage;
- 2 all Project Co FF&E has been installed (or set in its correct locations) in accordance with the For Construction Documentation as set out in Schedule 26 (Design Brief);
- 3 all relevant Group 3 FF&E has been installed (or set in its correct locations) in accordance with the For Construction Documentation to the extent that Project Co is responsible for its location and installation, as set out in Schedule 26 (Design Brief); and
- 4 I have made due investigation on behalf of **[Project Co/the D&C Subcontractor]** to satisfy myself that the Works meet the requirements of this certification.

It is acknowledged that the State is relying on this certification.

Signed for and on behalf of **[Project Co/the D&C Subcontractor]** by the **[D&C Subcontractor/Project Co]** Representative

Dated