

Annex B12 – Major Developments

The Contracting Authority uses the term Major Development to refer to special circumstances beyond the Concession Holder's control that have a (financial) impact that is so severe that the Concession Holder cannot be expected to absorb this impact within the framework of the existing agreements. In that case, the Contracting Authority may enter into discussions with the Concession Holder to adjust the Concession (Revision) or provide financial compensation (see Financial Provisions), but the Contracting Authority is not required to do so. Developments that may give rise to a Revision of the Concession include but are not limited to:

- Policy changes that result in a significant increase or decrease in the number of passengers and/or vehicles to be transferred, such as a change in the vehicle policy of one or more Wadden Islands;
- Changes in the routing and maintenance dimensions of fairways and/or changes in a departure/arrival location that lead to substantially lower or higher costs and/or that result in a significant increase or decrease in the number of passengers and/or vehicles to be transferred;
- Changes in laws and regulations that lead to substantially lower or higher costs and/or that result in a significant increase or decrease in the number of passengers and/or vehicles to be transferred.

1. Major Developments

- 1.1. In the event of a Major Development, the Concession Holder and the Contracting Authority will discuss a possible Revision of the Concession. The Contracting Authority and the Concession Holder will take the following steps:
1. Assessment by the Contracting Authority to determine if the situation qualifies as a Major Development;
 2. Consultation between the Contracting Authority and the Concession Holder to determine the consequences of the Major Development (non-exhaustive);
 - i. The required number and type of Vessels (including the total transport capacity for the Connection);
 - ii. The total costs, broken down at a minimum into personnel, materials and fuel;
 - iii. The expected number of Passengers and vehicles to be transferred and the expected Revenues.
 3. Assessment by the Contracting Authority to determine whether the Concession Holder has made and continues to make every effort to minimise the adverse effects of the Major Development;
 4. Agreement between the Contracting Authority and the Concession Holder about the impact of the Major Development on the agreements set out in the Concession.

Failure by the Contracting Authority and the Concession Holder to reach an agreement about the outcome of one or more of the abovementioned steps will trigger an escalation mechanism. This escalation mechanism consists of the Contracting Authority and the Concession Holder jointly commissioning an independent expert to provide a binding opinion on the issues on which there is no agreement. The costs of the independent expert will be divided equally between the Contracting Authority and the Concession Holder.

- 1.2. In deviation of the provisions in article 1.2, the procedure described in section 8.4 of the Schedule of Requirements will apply in the event of changes in the dimensions of the Ameland Fairway and/or the mainland departure/arrival location for the Connection to Ameland.

- 1.3. If paragraph 1 reveals that the Major Development will have a significant (financial) impact, the Contracting Authority may decide to initiate a Revision of the Concession and/or provide a financial contribution to compensate for any negative net financial effect. The provisions described in article xx will apply in the event of a Revision. The provisions described in article xx of the Financial Provisions will apply in the event of financial compensation.