

# Direct Market Dealings Policy



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| Document title  | Direct Market Dealings Policy                                   |
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| Date approved   | 9 October 2025                                                  |

# Contents

|                                               |           |
|-----------------------------------------------|-----------|
| <b>Foreword .....</b>                         | <b>4</b>  |
| <b>1. Introduction .....</b>                  | <b>5</b>  |
| 1.1. Policy objectives.....                   | 5         |
| 1.2. Scope of this policy .....               | 5         |
| <b>2. Governance.....</b>                     | <b>5</b>  |
| <b>3. The Process.....</b>                    | <b>7</b>  |
| 3.1. Assessment criteria .....                | 8         |
| 3.2. Stage 0 – Pre-submission meeting .....   | 9         |
| 3.3. Stage 1 – Initial proposal .....         | 9         |
| 3.4. Participation agreement.....             | 11        |
| 3.5. Stage 2 – Investment case .....          | 11        |
| 3.6. Contract negotiations and execution..... | 12        |
| <b>4. Disclosure.....</b>                     | <b>12</b> |
| <b>5. Probity .....</b>                       | <b>12</b> |
| 5.1. Confidentiality .....                    | 13        |
| <b>6. Exclusionary factors.....</b>           | <b>13</b> |
| <b>7. Alternative pathways .....</b>          | <b>14</b> |

## Foreword



Rebuilding the economy is a central goal of this government. A larger economy will drive job creation, improve affordability and access to goods and services, and increase government capacity to invest in the great Territory lifestyle for the benefit of all Territorians.

But we can't do it alone. The *Rebuilding the Economy Strategy 2025* recognises that by partnering with industry and creating a more business-friendly environment, we're unlocking private capital to deliver real economic benefits. Commercial investment brings new expertise, innovation and efficiency, and plays a critical role in supporting the delivery of essential infrastructure and services across the Territory.

It is in this spirit that I am proud to introduce our new *Direct Market Dealings Policy*.

While the Northern Territory Government's standard approach is to procure goods and services or make government assets available through an open and competitive process, this new policy provides a clear and practical framework for the private sector and investment community to contract directly with us on commercial proposals that deliver genuine public value.

This policy will provide a launchpad for bold ideas in infrastructure development and the supply of goods and services that can make the Territory an even better place to live, work and do business. Those ideas might play to our natural strengths in mining, defence, energy, agriculture and tourism, but could also address public service delivery challenges in health and wellbeing, education, housing and more.

This new *Direct Market Dealings Policy* offers the fastest response times in Australia, a more transparent process than ever before and enhanced government capability to respond to strong proposals. With a process that emphasises early and open communication with proponents, the new policy demonstrates our capacity as a credible counterparty.

This policy is not a departure from good governance—it is an evolution of it, designed to meet the needs of a dynamic and growing Territory. We recognise that there are circumstances where it is both pragmatic and responsible to consider direct engagement to maximise the strategic, economic, or operational benefits of a proposal. We remain committed to ensuring value for money, accountability, and public benefit in all our dealings.

Our *Rebuilding the Economy Strategy* outlines five key priorities to accelerate growth: make the Territory the best place to do business, build a bigger and better workforce, deliver for Australia, unlock regional growth, and connect the Territory. The *Direct Market Dealings Policy* speaks to each of those priorities and is just one more way that we are creating a Territory that says, 'yes' to investment opportunities.

The Territory Government is ready to partner with investors to deliver transformative projects that create real and lasting impact for Territorians.

There has never been a better time to invest in the Northern Territory.

The Hon Bill Yan  
Treasurer

# 1. Introduction

## 1.1. Policy objectives

This *Direct Market Dealings Policy* aims to:

- encourage compelling commercial proposals that are backed by market capability and justify exclusive dealings to unlock new opportunities and deliver economic value
- leverage private investment to stimulate delivery of infrastructure and services that address the Territory's needs and Territory Government priorities, particularly in areas of critical infrastructure or service demand
- provide a structured process that is clear and transparent, and balances the investment of time, effort and expense by proponents with the interests of the Territory Government
- foster effective partnership between the Territory Government, the private sector, and investors.

## 1.2. Scope of this policy

The *Direct Market Dealings Policy* applies to proposals put forward by an investor, private sector entity or other non-government organisation to the Territory Government outside of a standard government procurement process.

Such proposals may consist of a commercial proposition, project, or developed concept which aims to deliver public value, for example, by building infrastructure, providing goods or services, or other developments.

The *Direct Market Dealings Policy* is targeted at genuine commercial propositions to the Territory Government which justify exclusive dealings and address the Territory's needs and Territory Government priorities, particularly in areas of critical service or infrastructure demand. Territory Government priorities are listed on the policy webpage and are updated periodically.

Before submitting a proposal, you are encouraged to review the factors in section 6 that may exclude proposals from consideration under this policy.

# 2. Governance

The administration and implementation of the *Direct Market Dealings Policy* will be led by the Commercial Team at the Department of Treasury and Finance (DTF Commercial Team).

The DTF Commercial Team will manage the pre-submission and initial proposal processes during Stages 0 and 1 and will remain involved throughout subsequent stages of the process.

During Stage 1, proposals will be assessed by the DTF Commercial Team together with senior officers from relevant delivery agencies who will determine whether to recommend progressing a proposal to Stage 2.

During Stage 2, proposals will be assessed by a project specific assessment panel at the Deputy Chief Executive level or above. Expert advisors (e.g., legal, financial and technical) will be engaged to support the assessment of proposals as required. A project specific steering committee will determine whether to recommend proceeding to contract negotiations.

In Stages 1 and 2, the decision of whether a proposal will progress is made by Cabinet.

Other relevant Territory Government agencies may be consulted as necessary throughout Stages 1 and 2 of the process.

An overview of governance arrangements across the stages of the process under this policy is provided in Figure 1.

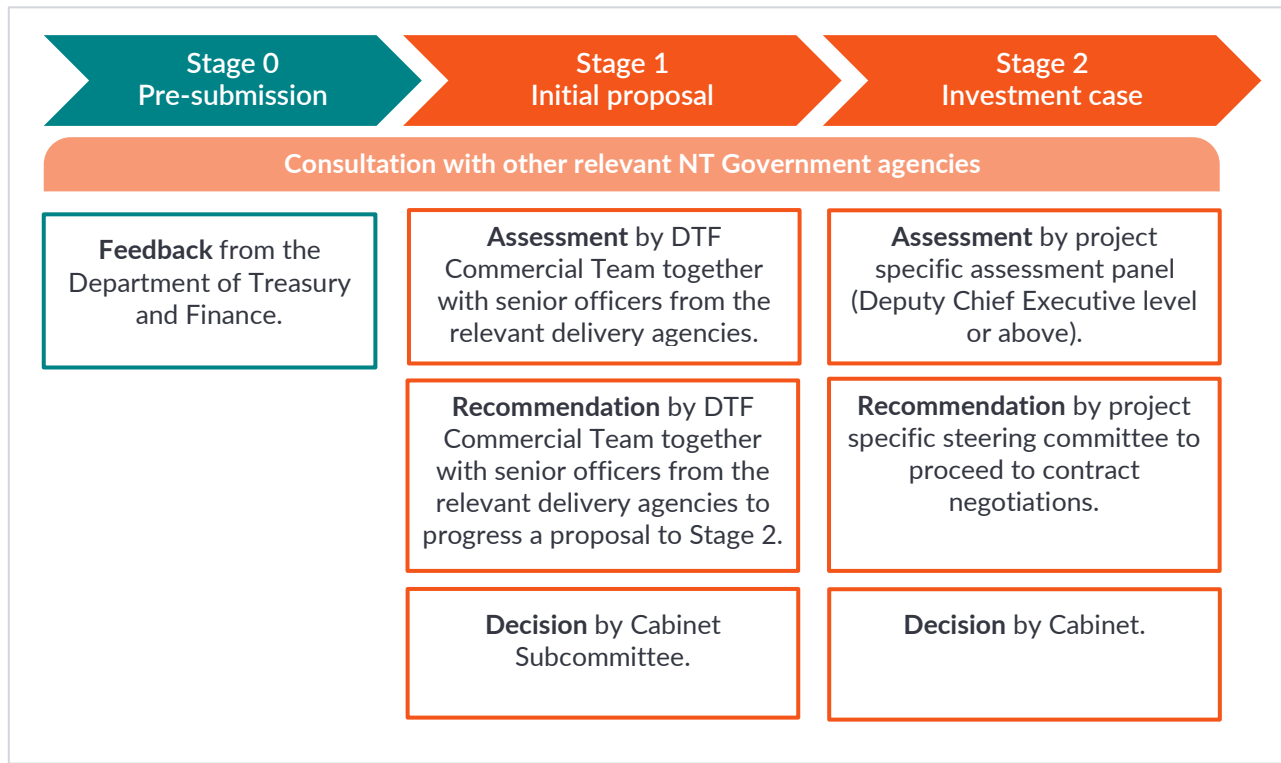


Figure 1: Governance overview

### 3. The Process

The *Direct Market Dealings Policy* process is designed to be efficient and robust, and lead to defensible decision-making and outcomes by the Territory Government.

The staged approach to progression under the *Direct Market Dealings Policy* balances our information requirements and your resource input at each stage to minimise unnecessary expenditure.

The level of information required from you will likely increase at each stage of the process and will vary based on the nature and complexity of your proposal. More complex or higher-risk proposals are likely to take longer to assess.

A high-level overview of the stages under this policy together with target timeframes is provided in Figure 2.

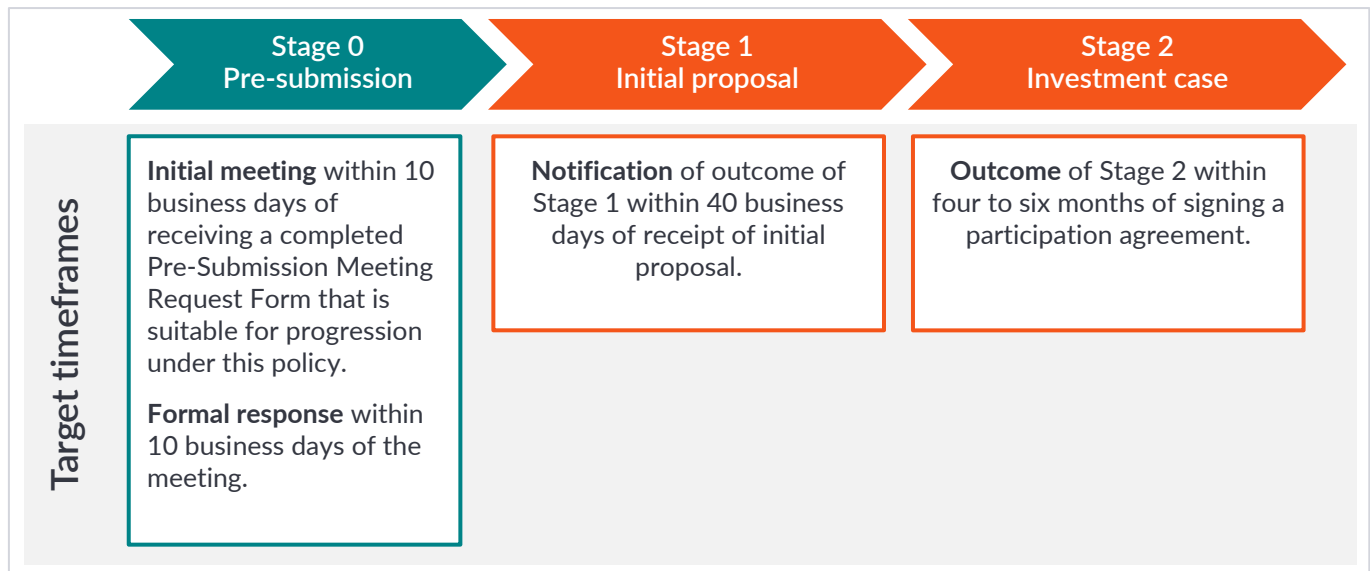


Figure 2: Process and timeframes overview

### 3.1. Assessment criteria

We will use assessment criteria below to evaluate your proposal.

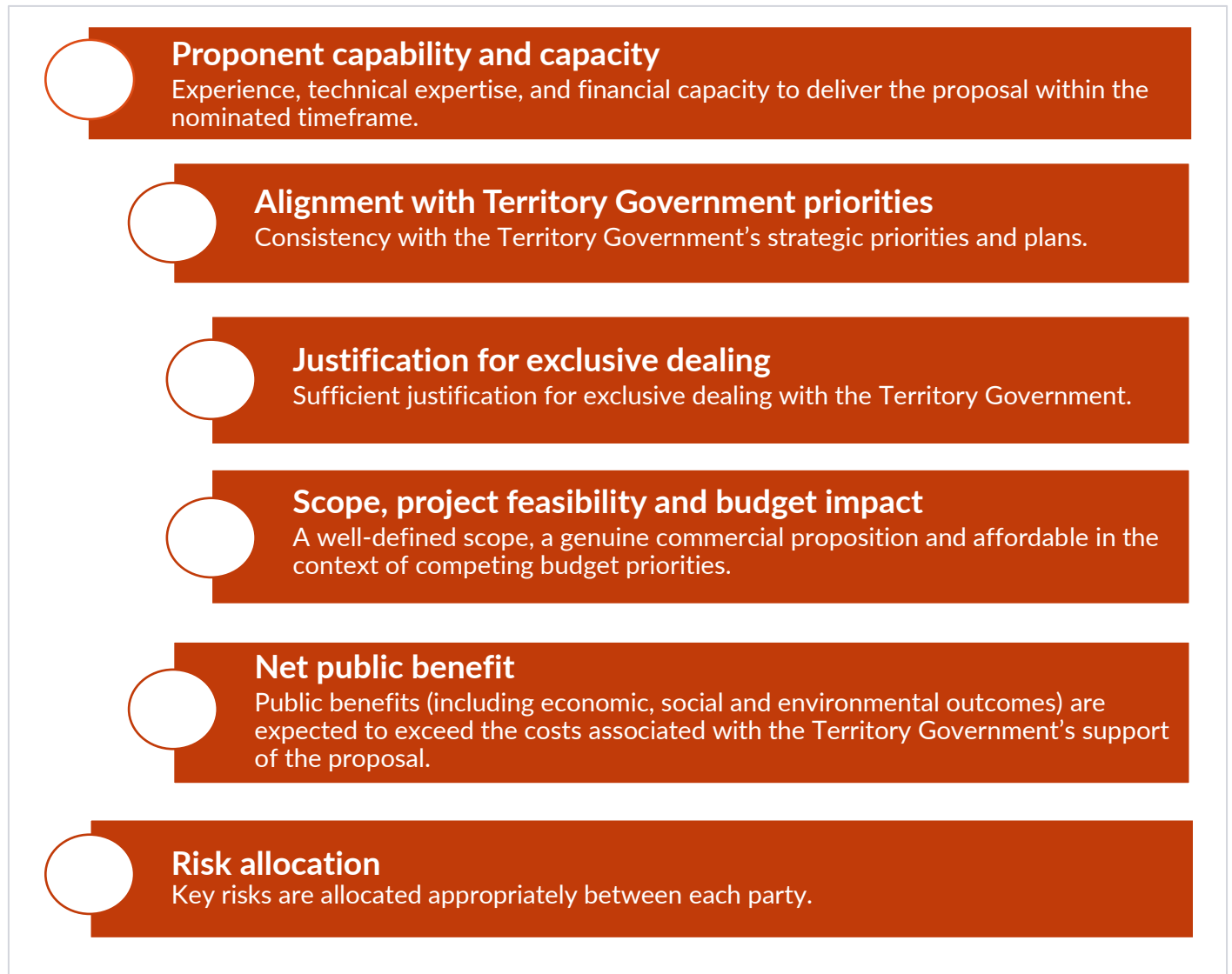


Figure 3: Assessment criteria

## 3.2. Stage 0 – Pre-submission meeting

Mandatory pre-submission meetings provide an opportunity for early engagement, allowing you to seek early and clear feedback from us before committing further time and resources to a proposal. This step also ensures that the Territory Government can work constructively with you and help support the development of well-considered, high-quality proposals.

To request a pre-submission meeting, please complete and submit the Pre-Submission Meeting Request Form on the Direct Market Dealings web page.

The Pre-Submission Meeting Request Form requires you to provide a minimum amount of high-level information about you and your proposal, and to complete a short checklist.

If the information in the Pre-Submission Meeting Request Form is incomplete or insufficient, we may ask you to provide more particulars before scheduling a pre-submission meeting. If the information in the Pre-Submission Meeting Request Form shows that your proposal is not suitable under the *Direct Market Dealings Policy* (refer to section 6 of this policy), we may direct you to alternate government pathways for progression.

The DTF Commercial Team will be available to meet with you within 10 business days of receiving a completed Pre-Submission Meeting Request Form that prima facie is suitable for progression under this policy. We recommend that you bring a visual overview or slide deck outlining your proposal in alignment with the form's content, to present at the pre-submission meeting.

### Outcome

Within 10 business days of the meeting, you will be provided feedback in writing on the likelihood of your proposal being considered further.

## 3.3. Stage 1 – Initial proposal

After receiving the outcome of the pre-submission meeting you may submit your initial proposal for consideration under Stage 1.

Your initial proposal should build on the preliminary information provided in the Pre-Submission Meeting Request Form and supporting materials, and be further refined following the pre-submission meeting, incorporating feedback from and following that session.

The level of information provided in the initial proposal may be indicative (high-level) in nature but must be sufficient to enable assessment against the assessment criteria. You may be asked to provide additional information to support assessment of your initial proposal as required.

## Submission

Proposals may be submitted electronically via email to [direct.dealings@nt.gov.au](mailto:direct.dealings@nt.gov.au)

If desired, a hard copy may also be submitted, with an electronic copy to the email address above. Hard copy submissions should be sent to:

DTF Commercial Team  
Department of Treasury and Finance  
Northern Territory Government  
GPO Box 1974  
Darwin, NT 0801

Copy to: [direct.dealings@nt.gov.au](mailto:direct.dealings@nt.gov.au)

Upon receipt of a proposal, we will issue you with a confirmation receipt.

## Assessment

Once received, we will assess the initial proposal against the criteria in section 3.1 to determine whether the proposal should be progressed to Stage 2. We may seek clarifications from you during this stage.

## Target timeframes

We aim to notify you of the Stage 1 outcome within 40 business days of receipt of your initial proposal. We will consult with you in the unlikely event that additional time is required. Timing may be influenced by factors such as the complexity of the proposal and your responsiveness to any requests for further information.

## Possible outcomes

Outcomes of the Stage 1 assessment may include:

1. a decision to progress the proposal to Stage 2, which will require you to enter into a participation agreement (as detailed in section 3.4), or
2. advice that the proposal will not be considered further.

Proponents whose Stage 1 proposals do not proceed to Stage 2 will be offered the opportunity for a debrief.

### 3.4. Participation agreement

If we wish to progress your proposal to Stage 2, you will be required to enter into a participation agreement.

The participation agreement establishes our respective roles, responsibilities and obligations during Stage 2. The participation agreement may also, on the basis of your initial proposal:

- detail the information requirements and outputs to be submitted as part of a detailed proposal
- require the development of a business case
- include terms and conditions associated with Stage 2, including probity, consultation and confidentiality commitments
- set out protocols for collaboration between the parties during Stage 2
- include high level principles and key commercial parameters on which the Territory Government is prepared to progress consideration of the proposal
- address any cost sharing or intellectual property arrangements, as appropriate
- set out further due diligence activities needed during Stage 2 and
- any other conditions for the proposal to proceed

### 3.5. Stage 2 – Investment case

The aim of Stage 2 is to further develop and assess your proposal to support an investment decision by you and the Territory Government. The level of information required will likely be comprehensive and will be outlined in the participation agreement.

Stage 2 involves the proponent and the Territory Government working together to address issues identified in Stage 1 and allows both parties to undertake due diligence to inform later contractual positions and decisions. We will support you in refining your proposal, with a view to helping you meet the required standards and address all relevant considerations. We may seek clarifications from you to inform the assessment or assist with decision-making during this stage.

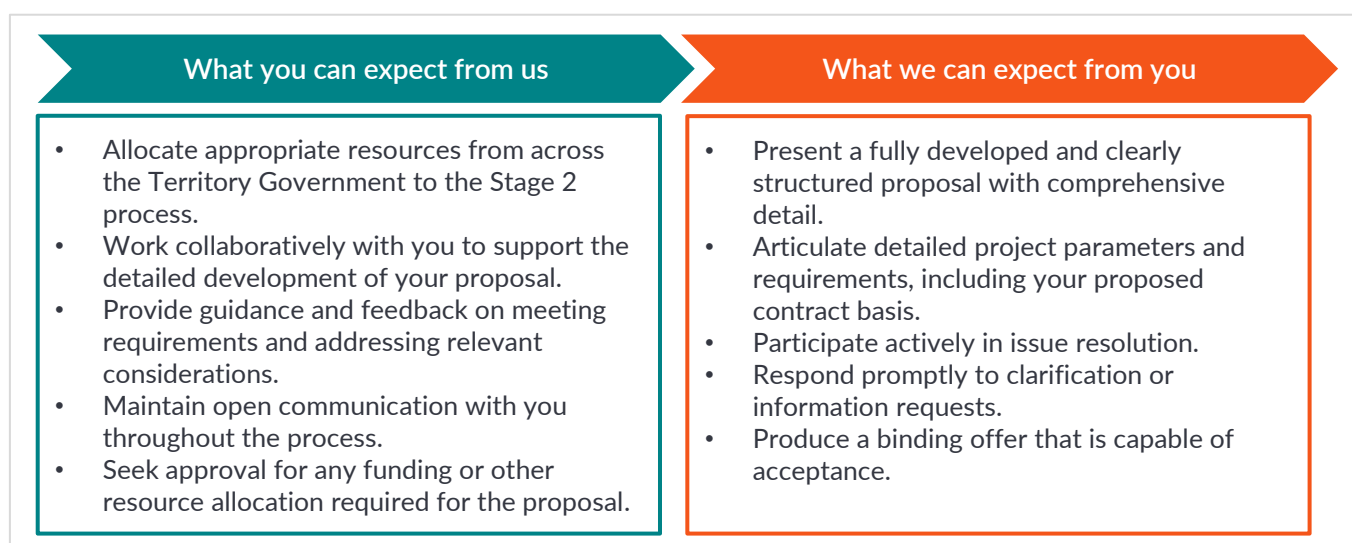


Figure 4: General expectations for Territory Government and proponents in Stage 2

## Target timeframes

The Territory Government aims to conclude Stage 2 within four to six months of execution of the participation agreement. We will consult with you in the unlikely event that additional time is required. Timing may be influenced by factors such as the complexity of the proposal and your responsiveness to any requests for further information.

## Possible outcomes

Outcomes of the Stage 2 assessment may include:

1. a decision to proceed to final contract negotiations and execution, or
2. advice that the proposal will not be considered further.

Proponents whose proposals do not proceed to contract negotiations will be offered the opportunity for a debrief.

## 3.6. Contract negotiations and execution

Once a decision has been made to progress to contract negotiations, we will invite you to enter contract negotiations.

## 4. Disclosure

From Stage 1 of the process, certain details of the proposal may be subject to disclosure via publication as set out in Table 1.

Table 1: Disclosure requirements

| Stage reached                                                    | Disclosure                                                                                                                                                                                                                                            |
|------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Proposals received under Stage 1 that do not progress to Stage 2 | De-identified data, disclosing the sector of the economy the proposal relates to.                                                                                                                                                                     |
| Proposals proceeding to Stage 2                                  | High-level disclosure including: <ul style="list-style-type: none"> <li>• the name or organisation of the proponent</li> <li>• the scope and benefits of the proposal</li> <li>• the justification for exclusive dealing under the policy.</li> </ul> |
| Proposals proceeding to contractual close                        | Project summary and overview of the Territory Government's rationale for progressing the project under the policy                                                                                                                                     |

## 5. Probity

The Territory Government seeks to conduct its commercial dealings with transparency and accountability in all actions. The application of established probity principles aims to ensure all parties of the integrity of the decision-making process.

We may decide, at our sole discretion, to appoint a probity advisor, where warranted, during some or all stages of the process under this *Direct Market Dealings Policy*.

## 5.1. Confidentiality

All documents and information that you provide as part of the *Direct Market Dealings Policy* will be held in confidence, except where disclosure is required for the purpose of compliance with Territory Government reporting or audit requirements, or by law.

The Territory Government will be entitled to retain all proposals and all correspondence and other materials received from you.

## 6. Exclusionary factors

This framework is not suitable for proposals which demonstrate the factors set out in Table 2 and are therefore unlikely to be progressed.

Table 2: Exclusionary factors

|    | Exclusionary factors                                                                                                                                                                                                                                                                                                                                      |
|----|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1  | No demonstrable commercial proposition for the Territory Government                                                                                                                                                                                                                                                                                       |
| 2  | Lack of structure and sufficient supporting information                                                                                                                                                                                                                                                                                                   |
| 3  | Proposes to provide goods or services that are already widely available to the Territory Government                                                                                                                                                                                                                                                       |
| 4  | Falls within the scope of an existing Territory Government process that is already underway, including projects where a procurement process has formally commenced, whether published or not, or relating to a project that the Territory Government has already decided and/or announced will be released to the market                                  |
| 5  | Seeks to stop or suspend another government process (e.g., compulsory acquisition)                                                                                                                                                                                                                                                                        |
| 6  | Put forward by a Government-Owned Corporation                                                                                                                                                                                                                                                                                                             |
| 7  | Put forward by organisations that rely on significant financial or in-kind support from the Territory Government                                                                                                                                                                                                                                          |
| 8  | Seeks a letter of support or form of government endorsement to leverage third-party funding or other commercial arrangement                                                                                                                                                                                                                               |
| 9  | Seeks to obtain grant funding or other assistance, where such assistance is available through existing programs                                                                                                                                                                                                                                           |
| 10 | Solely seeks to extend or vary an existing contract or lease                                                                                                                                                                                                                                                                                              |
| 11 | Seeks an exclusive mandate, or exclusive rights over a government asset for a period of time so that the proponent can develop a feasibility study                                                                                                                                                                                                        |
| 12 | Seeks to develop land that is not owned by the Territory Government or the proponent                                                                                                                                                                                                                                                                      |
| 13 | Seeks only to change government policy where there is no associated project                                                                                                                                                                                                                                                                               |
| 14 | Identifies the proponent's skills or workforce capability as the only justification for exclusive dealings. A proponent with personnel holding superior expertise or experience in a particular field is not sufficient for the Territory Government to justify exclusive dealings, unless the claimed skills cannot be procured elsewhere in the market. |

## 7. Alternative pathways

Proposals which demonstrate factors listed in section 6 may be suitable for progression through an alternative pathway rather than through the *Direct Market Dealings Policy*. General information on alternative pathways is provided on the policy webpage and updated periodically. You are also encouraged to consult Territory Government agencies via their websites or through direct engagement for information on alternative programs or initiatives that may be better aligned with your needs.