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Ottawa LRT Stage-2

Evaluation Framework – RFP

Trillium Line Extension Project

RFP Issued on: July 17, 2017

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CONFIDENTIAL**Glossary of Terms**

Unless otherwise defined herein, all capitalized terms have the meanings assigned to them in the RFP.

Defined Term	Definition
Completeness Review Team	As defined in Section 2.2.(6).
Confidentiality Agreement	The agreement and undertaking contained in Appendix 1 of this Evaluation Framework that contains terms and conditions regarding confidentiality that each Participant has agreed to comply with.
Conflict of Interest Agreement	The agreement and undertaking contained in Appendix 1 of this Evaluation Framework that contains terms and conditions regarding conflict of interest that each Participant has agreed to comply with.
Conflict Review Team	As defined in Section 2.2.(5).
Design Submission	The component of the Proposal submitted in response to the requirements set out in Technical Submission Requirements Part B of Part 1, Schedule 3 of the RFP.
Due Diligence	The process of examination and review through which reasonable care is taken to ensure all material information and facts have been considered to determine the final result of the Evaluation Process.
Evaluation Centre	Offices of Norton Rose Fulbright Canada 45 O'Connor Street, Suite 1500 Ottawa, ON K1P 1A4 Individual Technical Evaluations: Stage 2 Procurement Office 180 Elgin Street, Suite 601 Ottawa, ON
Evaluation Manager	The individual that has been designated by the Sponsors to coordinate all matters related to the Evaluation Process and serve as the lead of Evaluation Coordination Team, as defined in Section 2.2.4
Evaluation Framework	This document entitled "Ottawa Stage 2 Project, Framework To Evaluate Responses To Request For Proposals".
Evaluation Process	The process established to evaluate each Proposal in a manner consistent with the RFP as set out in the Evaluation Framework.
Fairness Commissioner	As defined in Section 2.2.(3).
Financial Evaluation Team	As defined in Section 2.2.(9).
Negotiations Proponent	As defined in Section 8.1(1)(b) of the RFP.
OLRT Executive Steering Committee, or "ESC"	As defined in Section 2.2.(1).
OLRT Bid Evaluation Steering Committee, or "BESC"	As defined in Section 2.2.(2).
Participant	Any individual listed in Section 2.2
Preferred Proponent	As defined in RFP Section 1.1(2).
Proponent	As defined in RFP Section 1.1(2).
Proponent Team Members	All members of the Proponent team that were identified in the RFQ process and were prequalified as a Proponent team to submit a Proposal in this RFP Process.
Proposals	As defined in RFP Section 1.1(2).

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Defined Term	Definition
Rated Criteria Scoring	As defined in Section 2.2(8).
Subject Matter Experts	As defined in Section 2.2(10).
Technical Conformance	Means the review of Proponents' Proposals to ensure that the Design Submission is materially conformant with the output specifications.
Technical Conformance Team	As defined in Section 2.2.(8).
Technical Evaluation Team	As defined in Section 2.2(8).
Technical Submission	The component of the Proposal submitted in response to the requirements set out in Part 1, Schedule 3 to the RFP.

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SECTION 1 – BACKGROUND

1.1 Overview

On April 7, 2017, the RFQ was issued by the City of Ottawa (the “City”) to seek submissions from proponents interested in the Project. RFQ submissions were received on July 10, 2017. The evaluation of the RFQ submissions resulted in the selection of the following Proponents:

- Trillium Extension Alliance (TEA)
- Trillium Link (TLink)
- TransitNEXT (TNext)

The RFP was issued on July 17, 2017 to each of the Proponents. The Technical Submission components of the Proposals are due on August 10, 2018 before 3:00:00 p.m. local time. The Financial Submission components of the Proposals are due on September 21, 2018 before 3:00:00 p.m. local time.

1.2 Objectives of the Evaluation Framework

This Evaluation Framework has been developed by the Sponsors to describe and outline the Evaluation Process that will be used to select the Preferred Proponent and, in doing so, safeguard the interests of the Sponsors from claims of an invalid or unfair process.

The objectives of this Evaluation Framework are to:

- (a) ensure that the Evaluation Process is conducted in a manner that is consistent with the RFP and is conducted in a fair, open and transparent manner, free from conflicts of interest and respecting all confidentiality requirements of the RFP and commercially confidential materials submitted within the Proposals, safeguarding the interests of the Sponsor claims of an invalid or unfair process;
- (b) define the authority, decision making process and reporting structure while ensuring an appropriate separation of roles and responsibilities related to approvals, conflict of interest determination, fairness oversight, Due Diligence, overall co-ordination, and Rated Criteria Scoring;
- (c) provide multiple levels of Due Diligence to confirm that all material facts have been considered in selecting the Preferred Proponent;
- (d) ensure an efficient and effective use of resources is applied without duplication;
- (e) provide direction to Participants by describing the methodology that will be used to evaluate Proposals by outlining timing requirements and defining when key actions will be taken and decisions made;
- (f) ensure that the Evaluation Process is conducted in a secure environment;
- (g) ensure that an appropriate document control process is applied to create a record of the Evaluation Process that will support the selection of the Preferred Proponent; and
- (h) align the Evaluation Process with best practices and industry expectations.

The Evaluation Framework was developed as a reference to facilitate the evaluation process in a manner that is consistent with the bid evaluation provisions in the RFP. Notwithstanding any other provision of this Evaluation Framework, in the event of a conflict or inconsistency between the RFP and this Evaluation Framework, the provisions of the RFP shall prevail.

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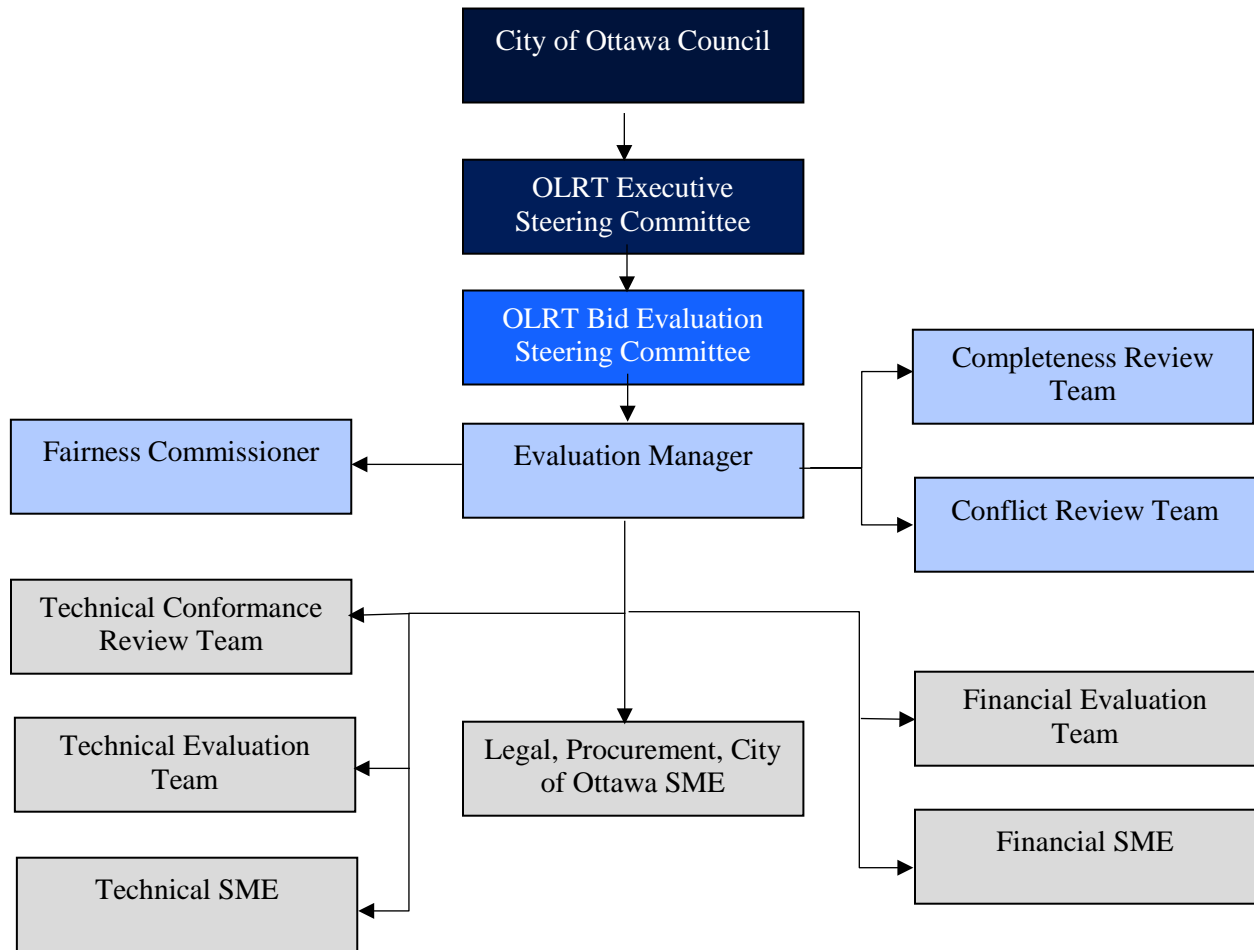
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SECTION 2 - OVERVIEW OF EVALUATION PROCESS

2.1 The Reporting Structure

The reporting structure that will guide the Evaluation Process is presented in Figure 1, and a detailed organizational chart is shown in Appendix 9.

Figure 1: Reporting Structure



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2.2 Authority, Function And Participants

Additional duties may be included, where appropriate.

(1) OLRT Executive Steering Committee

The OLRT Executive Steering Committee is comprised of the individual Participants designated in Appendix 9 to this Evaluation Framework and is responsible for the following:

- (a) receive reports, presentations and makes decisions on matters of substance related to the RFP evaluation raised by the OLRT Bid Evaluation Steering Committee;
- (b) rule on any material non-conformance issues, taking advice from the OLRT Bid Evaluation Steering Committee;
- (c) rule on any material non-conformance issues, taking advice from the OLRT Bid Evaluation Steering Committee;
- (d) endorse the recommendation of the Preferred Proponent at the completion of the Evaluation Process for approval by the City of Ottawa Council; and

For the purposes of the RFP, the OLRT Executive Steering Committee derives its direction provided by Ottawa City Council in the Implementation of the Stage 2 Light Rail Transit Implementation Report dated March 8, 2017.

(2) OLRT Bid Evaluation Steering Committee

The OLRT Bid Evaluation Steering Committee is comprised of the individual Participants designated in Appendix 9 to this Evaluation Framework and is responsible for the following:

- (a) approve all documents related to the Evaluation Process;
- (b) propose and approve any divergence from the Evaluation Framework where, in the course of the Evaluation Process, and in accordance with the OLRT Bid Evaluation Steering Committee's broader Due Diligence function, such divergence is determined to be appropriate under the circumstances and otherwise in accordance with, and respecting the provisions of the RFP;
- (c) delegate authority to each team in Section 2.1, Figure 1: Reporting Structure, as defined within this Evaluation Framework;
- (d) review the technical conformance review checklist for each Proponent;
- (e) may review the Technical Submissions and may review the work of the Evaluation Teams. Will only gain access to Financial Submissions once the results are presented by the financial team lead at the OLRT Bid Evaluation Steering Committee Meeting;
- (f) for greater certainty, notwithstanding anything in this evaluation framework, the OLRT Bid Evaluation Steering Committee shall not have access to the financial submission prior to presentation to the OLRT Bid Evaluation Steering Committee pursuant to Section 3.5.3
- (g) approve scoring criteria to be used by the Technical Evaluation Team, Financial Evaluation Team and the Technical Conformance Team, all of which are attached as appendices;

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- (h) review findings from the Conflict Review Team, Completeness Review Team, Technical Conformance Team, Technical Evaluation Team, Financial Evaluation Team, and the Innovation Submission Evaluation Team;
- (i) attend any meeting of the Team, listed in Section 2.1, Figure 1: Reporting Structure, excluding the Financial Evaluation Team;
- (j) complete Due Diligence with respect to the Rated Criteria, in the manner prescribed in Section 3.5.3;
- (k) rule on any non-conformance issue identified by the Completeness Review Team, Technical Conformance Team, Technical Evaluation Team, and Financial Evaluation Team. Any decision whether non-conformance is material, or whether such material non-conformance should be waved must be escalated to the Executive Steering Committee and the Fairness Commissioner;
- (l) rank Proponents based on the Final Proposal Score and, in the event of a tie in the Final Proposal Score between two Proponents, gives the Proponent with the higher Financial Score a higher ranking;
- (m) may assign additional ex-office members if deemed necessary;
- (n) the Team Lead may assign a member of the project team, who is not a team member listed below, as a note taker to take meeting notes; and
- (o) endorse the recommendation of the Preferred Proponent at the completion of the Evaluation Process for approval by the OLRT Executive Steering Committee.

For the purposes of the RFP, the OLRT Bid Evaluation Steering Committee derives its authority from the delegated authority of the Director, O-Train Planning and reports to the OLRT Executive Steering Committee.

(3) Fairness Commissioner

The Fairness Commissioner is an independent third party retained by the Sponsor that is responsible for providing a report to the Sponsor that verifies that the RFP has been conducted in a fair, open and transparent manner. The Fairness Commissioner Participants are those individual Participants designated in the Appendix 9 to this Evaluation Framework. In respect of the Evaluation Process, specifically, the Fairness Commissioner is responsible for the following:

- (a) review any document, including this Evaluation Framework, related to the Evaluation Process and related processes/procedures, and where necessary, provide comments;
- (b) attend any meetings (including but not limited to Evaluator Training, Technical Evaluation Team/Financial Evaluation Team evaluator progress meetings, consensus evaluation, etc.), as necessary and up until Preferred Proponent is named, for the purpose of observing the Evaluation Process, including debriefing sessions and interviews, if any, with Proponents;
- (c) participate in any recommendation by Evaluation Manager to the BESC to approve any divergence from the Evaluation Framework, and any proposal or approval by the BESC to a divergence or amendment to the Evaluation Framework;

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- (d) observe the Technical and Financial Evaluation Process in order to assess the extent to which the Evaluation Process is fair, transparent, and conducted in accordance with the evaluation criteria and within the Evaluation Framework. Review communication with Proponents, including clarification questions and responses (prior to being issued);
- (e) advise the OLRT Bid Evaluation Steering Committee on the adherence of the Evaluation Process to the previously established RFP, and this Evaluation Framework;
- (f) participate in review of Conflict of Interest;
- (g) participate in all status meetings;
- (h) report to the OLRT Bid Evaluation Steering Committee; and
- (i) provide an attestation on the Evaluation Process, including but not limited to signing off on final ranking, openness, fairness, and transparency of process.

(4) Evaluation Manager

The Evaluation Manager is the individual Participant chosen as designated in Appendix 9 to this Evaluation Framework, and is central resource for all Participants to the Evaluation Process, accountable to the OLRT Bid Evaluation Steering Committee, and responsible for the following:

- (a) manage the Evaluation Process and interact with the OLRT Bid Evaluation Steering Committee, Fairness Commissioner, Technical Conformance Team, Technical Evaluation Team, Financial Evaluation Team, and Conflict Review Team, as necessary, and ensure meetings are scheduled, assign tasks and assist in the completion of the evaluation;
- (b) work with each of the Completeness Review Team, Conflict Review Team, Technical Conformance Team, Technical Evaluation Team, and Financial Evaluation Team to ensure the evaluator Worksheets are developed;
- (c) provide a Code of Conduct to each Participant who has not previously executed as outlined in Appendix 1;
- (d) provide a Confidentiality Agreement and Undertaking to each Participant as outlined in Appendix 1;
- (e) provide the Conflict of Interest Agreement and Undertaking to each Participant as outlined in Appendix 1;
- (f) coordinate the review of any Proponent or Participant conflict of interest disclosures that are to be reviewed by the Conflict Review Team, as outlined in Schedule B of the Conflict of Interest and Undertaking document;
- (g) issue any Request for Clarification (RFC) to Proponents as outlined in Section 3.7.1. Summary of the RFCs along with the answers will be reported to the OLRT Bid Evaluation Steering Committee;
- (h) review questions proposed by Participants (to Proponents) for consistency with the RFP, in consultation with the Fairness Commissioner, and determine whether, in the absence of a response, Participants could proceed by applying judgment and assumptions;

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- (i) review answers from Proponents to prevent introduction of material not related to the stated RFC and notifies the OLRT Bid Evaluation Steering Committee if an issue arises;
- (j) propose divergence from the Evaluation Framework, with the exception of the Worksheet, to the OLRT Bid Evaluation Steering Committee where, in the course of the Evaluation Process, they are found to be necessary;
- (k) provide direction to Participants on the Evaluation Process through oversight and management of the overall Evaluation Process; evaluation leads will be responsible for managing their respective evaluations, including convening consensus meetings;
- (l) ensure that the document security and information confidentiality provisions set out in the Evaluation Framework are followed;
- (m) receive presentations and findings from each Team Lead, in preparation for any meetings with the OLRT Bid Evaluation Steering Committee;
- (n) facilitate all communications between members of the Technical and Financial Evaluation Teams and SMEs;
- (o) facilitate all communications between members of the Technical and Financial Evaluation Teams and SMEs;
- (p) facilitate all meetings and communications with OLRT Bid Evaluation Steering Committee and record results;
- (q) ensure that the Final Proposal Score of all Proponents is established in accordance with the consensus scoring and recording of results described in Section 3.5.5; and
- (r) preparation of Final Report on the Evaluation Process as described in Section 3.8.

(5) Conflict Review Team

The Conflict Review Team ensures that all Participants in the Evaluation Process, and in particular individual evaluators and Subject Matter Experts, are clear of any disclosed Conflicts of Interests and that any perceived, potential or actual Conflicts of Interest are adequately managed or mitigated. The Conflict Review Team is comprised of those individual Participants designed in Appendix 9 to this Evaluation Framework. The Conflict Review Team is responsible for the following:

- (a) assess any disclosure of relationships with Proponents identified by any Participant, as outlined in Section 3.3;
- (b) assess any conflict of interest or potential conflict of interest that has been disclosed by a Proponent, as outlined in Section 3.3;
- (c) make a recommendation on corrective measures to address conflicts of interest, as required, including the replacement of any Participant or disqualification of a Proponent, in consultation with the Fairness Commissioner and Norton Rose Fulbright;

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- (d) in the event that any material judgment or discretion is required to address conflicts of interest, the OLRT Bid Evaluation Steering Committee will be consulted through the Evaluation Manager; and
- (e) provide a final presentation to the OLRT Bid Evaluation Steering Committee at the completion of the Evaluation Process.

(6) Completeness Review Team

The Completeness Review Team is accountable to the OLRT Bid Steering Committee and performance the role ensuring that all submitted Proposal are, from a procurement perspective only, compliant with mandatory submission requirements and complete in accordance with Step 1 in RFP Section 6.5.1. The Completeness Review Team is comprised of those individual Participants designated in Appendix 9 to this Evaluation Framework. In performing this role, the Completeness Review Team is responsible for the following:

- (a) overseeing the receipt and collection of all Proposal on the Proposal Deadline, including ensuring that all Proposals are not submitted on or before the prescribed time are rejected;
- (b) open Proposals with Fairness Commissioner present;
- (c) compile a list of each Proponent Team Members as outlined in Appendix 1, Schedule A;
- (d) identify to the Conflict Review Team, through the Evaluation Manager, any conflicts of interest identified by a Proponent in the Proponent Team Member Declaration (Schedule 5 to RFP);
- (e) ensure that each Proposal contains information required under the terms of the RFP, including page limits;
- (f) remove any pages in excess of the page limits set out in the RFP;
- (g) review the Proposal Submission Form;
- (h) where required, identify areas in which clarifications may be sought from a Proponent and submit such clarifications to the Evaluation Manager, in consultation with the Fairness Commissioner;
- (i) set aside the original copy of each Proposal;
- (j) report to the OLRT Bid Evaluation Steering Committee as required; and
- (k) provide a final presentation to the OLRT Bid Evaluation Steering Committee at the completion of the completeness process.

(7) Technical Conformance Team

The Technical Conformance Team is accountable to the OLRT Bid Evaluation Steering Committee and performs the role of reviewing the Proponents' Technical Submission to ensure a general conformance to the RFP. The Technical Conformance Team is comprised of those individual Participants designated in Appendix 9 to this Evaluation Framework, and a number of Technical Conformance Leads. In performing this role, the Technical Conformance Team is responsible for the following:

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- (a) Perform Technical Conformance review in order to ensure there is material conformance with the technical aspects of the RFP;
- (b) conduct a detailed review of Proposals to determine conformance or deficiencies as outlined in Appendix 5, utilizing the Technical Conformance Checklists;
- (c) identify areas in which clarifications may be sought from a Proponent and submit any Request For Clarification to the Technical Conformance Team Lead and the Evaluation Manager, as outlined in Section 3.7.1;
- (d) identify where clarification may be necessary relative to completeness or any non-conformance and submits such to the Evaluation Manager;
- (e) the Lead will prepare a report and following Fairness review and approval make a presentation to the OLRT Bid Evaluation Steering Committee.
- (f) Once approved by the OLRT Bid Evaluation Steering Committee, the conformance report will be sent to the Evaluation Team Lead and Evaluation Manager for distribution to the Technical Evaluation Team.

(8) Technical Evaluation Team

The Technical Evaluation Team is accountable to the OLRT Bid Evaluation Steering Committee. It is a group that lead by a designated Technical Evaluation Lead and is responsible for evaluating all Technical Submissions. The Technical Evaluation Team is comprised of the Participants identified in Appendix 9 to this Evaluation Framework.

In discharging their responsibilities, all members of the Technical Evaluation Team shall:

- (a) be responsible for securing and keeping confidential all working papers and Evaluation Worksheets during the Evaluation Process;
- (b) evaluate (including scoring and/or rating) all RFP Proposals in accordance with the RFP and the Evaluation Framework;
- (c) complete the applicable Technical Evaluation Worksheet attached as Appendix 5 to this Evaluation Framework for each Proponent during the individual review stage and at the conclusion of the Evaluation Team's consensus meeting execute the applicable Technical Evaluation Worksheet for the Technical Evaluation Team;
- (d) via the Evaluation Manager, seek clarification or additional information from Subject Matter Experts or via historical RFI responses as required to appropriately evaluate the submissions; and
- (e) liaise with the Evaluation Manager (or the Technical Evaluation Lead) in all administrative matters to ensure an efficient and timely completion of the evaluation;
- (f) attend and participate in all applicable technical evaluation consensus meetings;
- (g) complete a review of the relevant part of the Proposal in order to confirm substantial conformance with the RFP in concert with the Technical Conformance Report;

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- (h) evaluate all responses against Rated Criteria Scoring developed in accordance with in Schedule 3 of the RFP and outlined in Section 3.5.3 and Appendix 6, for the: (i) General Technical Submission, (ii) Design Submission, (iii) Construction Submission; and (iv) Maintenance and Rehabilitation Submission;
- (i) identify areas in which clarifications may be sought from a Proponent and submit any request for clarification to the Team lead, as permitted by the RFP and outlined in Section 3.7.1;
- (j) identify where clarification may be necessary relative to completeness or any non-conformance and submits such to the Evaluation Manager;
- (k) complete Due Diligence with respect to the Rated Criteria Scoring, in the manner prescribed in Part 1 of Schedule 3 of the RFP and outlined in Section 3.5.5;
- (l) be responsible for individual Technical Worksheets during the evaluation process;
- (m) the Team Lead is responsible to convene the consensus meeting(s), record the consensus results, record sufficient consensus notes on both the positive and negative attributes of each bid submission and obtain provisional sign-off on scoring once the consensus meeting is complete;
- (n) the Evaluation Manager may assign a member of the project team, who is not a team member listed below, as a note taker to take the consensus notes;
- (o) report to the OLRT Bid Evaluation Steering Committee as required; and
- (p) provide a final presentation to the OLRT Bid Evaluation Steering Committee at the completion of the Evaluation Process.

(9) Financial Evaluation Team

The Financial Evaluation Team is accountable to the OLRT Bid Evaluation Steering Committee and is the group that is responsible for evaluating all Financial Submissions. The Financial Evaluation Team is comprised of the Participants identified in Appendix 9 to this Evaluation Framework and includes the designated Financial Evaluation Lead. In discharging their responsibilities, all members of the Financial Evaluation Team shall:

- (a) be responsible for securing and keeping confidential all working papers and Evaluation Worksheets during the Evaluation Process;
- (b) evaluate (including scoring and/or rating) all RFP Proposals in accordance with the RFP and this Evaluation Framework, including:
- (c) complete the applicable Financial Evaluation Worksheet attached as Appendix 7 to this Evaluation Framework for each Proponent during the individual review stage and at the conclusion of the Evaluation Team's consensus meeting execute the applicable Financial Evaluation Worksheet for the Financial Evaluation Team;

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- (d) via the Evaluation Manager, seek clarification or additional information from Subject Matter Experts or via historical RFI responses as required to appropriately evaluate the submissions
- (e) liaise with the Evaluation Manager (or the Financial Evaluation Lead) in all administrative matters to ensure an efficient and timely completion of the evaluation;
- (f) attend and participate in all applicable evaluation consensus meetings;
- (g) complete a review of the relevant part of the Proposal in order to confirm substantial conformance with the RFP in concert with the Technical Conformance Report;
- (h) evaluate all responses to the RFP using Financial Submission Requirements which have been developed in accordance with Part 2, Schedule 3 to the RFP, and as outlined in Appendix 7;
- (i) identify areas in which clarifications may be sought from a Proponent and submit any request for clarification to the Financial Evaluation Lead;
- (j) be responsible for individual Financial Worksheets during the evaluation process;
- (k) the Financial Evaluation Lead is responsible to convene the consensus meeting(s), record the consensus results, record sufficient consensus notes on both the positive and negative attributes of each bid submission and obtain provisional sign-off on scoring once the consensus meeting is complete;
- (l) notify the OLRT Bid Evaluation Steering Committee, through the Evaluation Manager, of the outcome of the Affordability Review;
- (m) the Financial Evaluation Lead may assign a member of the project team, who is not a team member listed below, as a note taker to take the consensus notes;
- (n) report to the OLRT Bid Evaluation Steering Committee as required; and
- (o) provide a final presentation to the OLRT Bid Evaluation Steering Committee at the completion of the Evaluation Process.

(10) Subject Matter Experts

Subject Matter Experts are those who have particular expertise with respect to certain of the contents and subject matter of the Proposals who may be called upon to assist any other Participant, the Evaluation Manager, Technical Evaluation Team, Financial Evaluation Team, Completeness Review Team, and/or Conflict Review Team in discharging their respective duties.

Subject Matter Experts can be accessed by the Technical Evaluation Team Lead and Financial Evaluation Team Lead through the Evaluation Manager who will coordinate responses from Subject Matter Expert as appropriate and circulate response to Team Member. The Evaluation Manager will coordinate a review from the Fairness Commissioner as part of this process.

Subject Matter Experts shall not propose to evaluate, rate or score the Proposals and shall not include in any materials given to any other Participant any presumed rating or score for any part of the Proposals or criteria included in this Evaluation Framework. Furthermore, no Subject Matter Expert in support of the

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Technical Evaluation Team or Financial Evaluation Team shall propose to presume the legal conformance or legal non-conformance of a Proposal and no Subject Matter Expert shall fetter or otherwise derogate from the Sponsors sole and absolute discretion to determine the legal conformance of a Proposal in accordance with the terms of the RFP.

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SECTION 3 – ADMINISTRATIVE PROCEDURES

3.1 Code of Conduct

Each Participant will be bound by the provisions contained in the Code of Conduct provided in Appendix 1 (or, in consultation with the Fairness Commissioner and other appropriate persons, an amended form thereof). The Evaluation Manager will require the Participants to sign this agreement at the initial evaluation training session and the City of Ottawa will retain the original copy.

3.2 Confidentiality Agreement And Undertaking

Each Participant will be bound by the confidentiality provisions contained in the Confidentiality Agreement and Undertaking provided in Appendix 1 (or, in consultation with the Fairness Commissioner and other appropriate persons, an amended form thereof). The Evaluation Manager will require the Participants to sign this agreement and the City of Ottawa will retain the original copy.

3.3 Conflict of Interest Agreement and Undertaking

Each Participant will be required to sign the Conflict of Interest Agreement and Undertaking provided in Appendix 1 (or, in consultation with the Fairness Commissioner and other appropriate persons, an amended form thereof). The Evaluation Manager will require the Participants to sign this agreement and the City of Ottawa will retain the original copy.

(1) Participants

This section sets out the procedures designed to protect the Evaluation Process from conflicts of interest related to the Participants. Upon opening each Proposal, the Completeness Review Team will complete Schedule A to Appendix 1 and provide this Schedule (i.e. completed Schedule A) and the Conflict of Interest Agreement and Undertaking to the Participants through the Evaluation Manager. In so doing, each Participant will review the persons listed in Schedule A to Appendix 1, will review and agree to the terms and conditions regarding disclosure or conflicts of interest related to the Evaluation Process as outlined in Appendix 1 and make appropriate disclosure in Schedule B to Appendix 1.

The Conflict Review Team will assess each declared relationship to determine if there is a conflict and provide direction on corrective measures. Disclosure of relationships that may constitute conflicts of interest is an ongoing obligation on all parties up until the selection of the Preferred Proponent. From time to time throughout the Evaluation Process, Participants may be required to sign a revised Conflict of Interest Agreement by the Evaluation Manager.

(2) Proponents

This section sets out the procedures designed to protect the Evaluation Process from conflicts of interest related to the Proponents. Under the terms of the RFP, Proponents are required to disclose any conflicts of interest or potential conflicts of interest. The Completeness Team will refer any disclosures made by the Proponents to the Conflict Review Team through the Evaluation Manager.

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3.4 Submission Document Security

Strict standards of security are to be adhered to throughout the entire Evaluation Process. The following procedures will be implemented to ensure security and confidentiality:

- (a) Technical Submissions will be received at Norton Rose Fulbright, 1500 - 45 O'Connor Street, Ottawa, ON, K1P 1A4;
- (b) Technical Submissions will be couriered via a bonded courier company, to 180 Elgin Street, Suite 601, Ottawa, ON and kept in a secure room located in the Stage 2 Procurement Office;
- (c) Financial Submissions will be received at Norton Rose Fulbright, 1500 - 45 O'Connor Street, Ottawa, ON, K1P;
- (d) as directed by the Evaluation Manager relevant sections of the Proposals will be distributed to the Evaluation Teams;
- (e) as directed by the Evaluation Manager copies (hard copy or electronic copy) of the technical submission will be made as required, number such copies and record distribution to Participants. The Evaluation Manager will make any copies (hard copy or electronic copy) of the financial submissions as required. All such copies will be destroyed upon completion of the Evaluation Process;
- (f) the Evaluation Teams will meet in separate rooms, and unless otherwise indicated herein, will have access to only that section of the Proposal relevant to their evaluation;
- (g) electronic submissions will be made available to the Technical Conformance Review team via e-Builder. Login credentials and permissions will be structured to maintain the confidentiality of this information. In particular, the Technical Conformance Review Team will only be granted "View" capabilities and will only be able to access other functions (copy, modify, etc.) on an exceptional basis, upon presenting a compelling reason for additional access to the Evaluation Manager;
- (h) the Technical Conformance Review Team will be reviewing the Technical Submission electronically. Submissions will be uploaded to e-Builder by the Evaluation Manager. Separate folders with individualized permissions will be set up for each reviewer/discipline that will contain relevant sections of the submission for review and the electronic worksheets;
- (i) the Technical Evaluation Team will be evaluating in individual office spaces in the Stage 2 Procurement Office;
- (j) hard copy or electronic worksheets may be used. If hard copy worksheets are used, technical evaluators must store their notes and worksheets in their respective offices in a lockable cabinet when not in use. If electronic worksheets are used, a backup copy must be saved in protected folders on e-Builder. The e-Builder folders will only be accessible by the author of the evaluator notes and the Evaluation Manager(s). Upon completion of the evaluation process, technical evaluators must delete all individual worksheets from their computers;
- (k) the submissions must be taken and returned to the document storage room daily and at any time when they are not in use. The Evaluation Manager is responsible for logging the

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submissions in and out of the document storage room each time the documents are taken or returned;

- (l) the evaluation teams will receive only those Worksheets relevant to their section of the evaluation;
- (m) participants will not modify, remove, copy, print or otherwise reproduce Proposals, including electronic copies, from the designated evaluation rooms, data rooms, or office spaces unless deemed essential to the evaluation by the Evaluation Manager (or member of the evaluation coordination team) in consultation with the Fairness Commissioner. Any materials, including electronic, so authorized will be signed in/out of the evaluation rooms. Participants will be required to comply with any offsite evaluation guidelines in consultation with the Fairness Commissioner;
- (n) upon completion of the evaluation, any materials approved to be removed from the evaluation centre will require confirmation, from the Participant, that they have been shredded. In the case of electronic copies, confirmation from the Participant, that they have been deleted will be required; and
- (o) upon completion of the evaluation process all technical and financial submissions, excluding the original and one copy, will be shredded by the Evaluation Manager.

The documentation produced during the bid evaluation process will be captured as official business records using either BIMS (Business Information Management System) for electronic records or RMS (Records Management System) for physical records. Physical records will be kept in the secure bid room prior to being transferred to storage at the end of the evaluation process.

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SECTION 4 - EVALUATION STEPS AND PROCEDURES

All submissions from a Proponent shall be evaluated in accordance with the process set out below. In the event of a conflict or inconsistency between the Request for Proposal and the Evaluation Framework, including the Evaluation Steps and Procedures below, the provisions of the Request for Proposal shall prevail. The evaluation steps listed below can occur simultaneously and out of sequence.

2.1 RFP Submission Deadline

(1) Technical Submission

Proponents shall submit the Technical Submission component of their Proposals on August 10, 2018 before 3:00:00 pm local time. The Technical Submissions will immediately proceed to Step 1 of the evaluation process (Completeness Review).

(2) Financial Submission

Proponents shall submit the Financial Submission component of their Proposals on September 21, 2018 before 3:00:00 pm local time. The Financial Submissions will immediately proceed to Step 1 of the evaluation process (Completeness Review).

2.2 Step 1 – Completeness, Conflict of Interest and Technical Conformance Review

(1) Completeness Review of the Proposal Submissions

(a) The Completeness Review of the Technical Submissions of the Proposals commences with the opening of the Proposals at the Stage 2 Procurement Office. The assessment of whether a Proposal is complete in accordance with the terms of the RFP Documents is conducted by Completeness Review Team using Completeness Review Form attached as Appendix 4 to this Evaluation Framework.

(b) Each Proponent's Proposal Submission Form and applicable declarations attached to the Proposal will be reviewed from a completeness perspective to ensure that all such documents have been properly completed and signed. If a Proposal Submission Form or applicable declaration attached to the Proposal contains material deviations which render a Proposal not legally conformant in accordance with the terms of the RFP, such Proposal shall not proceed to Step 2 of the Evaluation Process. This determination will be made by the OLRT Executive Steering Committee and presented with recommendation to them by the OLRT Bid Evaluation Steering Committee.

(c) To the extent that page limits apply to certain sections of the Proposals and those page limits have been exceeded for those sections, such page limit exceedance shall not be presumed to be material deviations, as defined in the RFP, and the Completeness Review Team shall remove, from all copies of the Proposals any excess pages from the end of the relevant section and substitute in their place a sheet advising evaluators that pages in excess of the RFP prescribed page limits were removed. For greater certainty, all original electronic copies of the Proposals will also show the deletion and removal of excess pages.

(d) Notwithstanding the assessment of a Proposal's completeness in this Step 1, any substantive matter contained within any Proposal that amounts to it not being legally conformant and which could not be determined on its face at the time of the Completeness Review, may subsequently be identified by the Conformance Review Team, OLRT Bid Evaluation Steering Committee, or Technical Evaluation Team during their review of the Proposals. If such substantive matter is determined to render the Proposals legally non-conformant, then such Proposal shall be deemed not to have passed Step 1 of the Evaluation Process.

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(e) Any failure or deviation falling short of rendering the Proposals not legally compliant may be waived by the Conformance Review Team without escalation to the OLRT Bid Evaluation Steering Committee, provided that such waivers are subsequently reported to the OLRT Bid Evaluation Steering Committee.

(f) Any decision to waive a matter that renders a Proposal not legally compliant must be approved by the OLRT Bid Evaluation Steering Committee and disclosed to the City's Executive Steering Committee at final presentation.

(2) Review of the Proposal Submission Form and Applicable Declarations

Proponent Team Member Changes

(a) The Conflict Review Team shall review the Proposal Submission Forms and identify whether there have been any changes to the Proponent or Proponent Team Members from their Prequalification Submissions other than those changes that were approved by the Sponsors in accordance with the RFP.

Proponent Conflicts of Interest and Confidential Information

The Conflict Review Team shall review the Proposal Submission Forms and identify:

(a) whether any Ineligible Person or Ineligible Person's Affiliate has participated in the preparation of the Proposals;

(b) whether any Proponent has disclosed an actual or potential Conflict of Interest; and

(c) whether any Proponent has disclosed its possession of confidential information which would have conferred upon that Proponent an unfair competitive advantage in the RFP Process; and

(d) in each instance, determine in conjunction with the Evaluation Manager and Conflict Review Team the steps to be taken in response to such disclosure, consulting with the Sponsors' legal counsel and the Fairness Commissioner before implementing any such steps.

Participant Conflicts of Interest

(a) The Evaluation Manager shall verify the listing of names of all individuals involved in preparing the Proponents' Proposals as provided by the Proponents in RFP Schedule 4A against the names contained in the Proponents' Proposals and will use such verified list to complete the applicable schedule to the Participant Agreement and Undertaking attached as Appendix 1 to this Evaluation Framework. Thereafter, the Evaluation Manager will circulate the Participant Agreement and Undertaking to Participants for execution.

(b) Upon receipt of a Participant's executed Participant Agreement and Undertaking, the Conflict Review Team shall assess each relationship declared by a Participant to determine if there is a Conflict of Interest and provide direction on mitigation measures in accordance with the Sponsors policies, procedures and guidelines with respect to Conflicts of Interest and further advice of legal counsel to the Sponsors.

(c) Participants are responsible for making all Conflict of Interest declarations within the Participant Agreement and Undertaking and shall have a continuing obligation to disclose any actual, potential or perceived Conflicts of Interest that arise after the date of execution of the Participant Agreement and Undertaking. From time to time throughout the Evaluation Process, Participants may be requested to

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execute a revised Participant Agreement and Undertaking or agree to amendments thereto in order to continue participating in the Evaluation Process.

(3) Technical Conformance Review

(a) The Technical Conformance Review of the Technical Submission of the Proposals commences subsequent to the Completeness Review and Conflict Review. The Technical Conformance Review Team reviews in detail the Technical Submissions determine conformance with the Project Agreement (including PSOS) and the Technical Submission Requirements (RFP Schedule 3, Part 1).

(b) The Technical Conformance Review Team shall complete the Technical Conformance Worksheets and communicate their completion to their respective Conformance Lead before commencement of the Conformance Consensus. The Conformance Worksheets shall include a review of each section of the Submission, against the Technical Submission Requirements, and the requirements defined in the Project Agreement. Conformance Reviewers shall flag any non-conformances and concerns, as well as any exceedances or innovations identified in the Submission, in their observation notes. The Conformance Review is not intended to evaluate or score the Submissions, hence it should be an objective review of the documents submitted, and should be guided by the requirements in the Project Agreement.

(c) The Conformance Leads shall work together during consensus to review the worksheets and develop a Technical Conformance Report, which will inform the Technical Evaluation Team's consideration as part of the Evaluation Process.

(d) If a Proposal contains material deviations which render a Proposal materially non-conformant in accordance with the terms of the Project Agreement, such issue shall be raised to the Evaluation Manager for escalation to the OLRT Bid Evaluation Steering Committee prior to proceeding to Step 2 of the Evaluation Process. This determination if a Proposal shall not proceed to Step 2 of the Evaluation Process will be made by the OLRT Executive Steering Committee and presented with recommendation to them by the OLRT Bid Evaluation Steering Committee.

2.3 Step 2 – Technical Evaluation And Consensus

The Technical Submission will be evaluated and scored in accordance with the criteria set out in Schedule 3, Part 3 of the RFP and on the form of Technical Evaluation Worksheet attached in Appendix 6 to this Evaluation Framework.

(1) Individual Review of the Technical Submissions

(a) All Participants on the Technical Evaluation Team should note that the Evaluation Worksheets are intended to provide general direction on scoring and to list the Evaluation Criteria. Each member of the Technical Evaluation Team must use his or her individual judgement in applying the Evaluation Criteria. If it is determined that any member of the Technical Evaluation Team has been inappropriately biased in his or her evaluation, such member may be removed and/or substituted by the OLRT Bid Evaluation Steering Committee in accordance with this Evaluation Framework.

(b) Each member of the Technical Evaluation Team will individually review the parts of the Proposals relevant to their evaluation taking into account the requirements of RFP and the Evaluation Criteria. No discussion or sharing of ideas or information regarding the content of Proposals is permitted among members of the Technical Evaluation Team during the individual review phase of the Evaluation Process, with the exception that such Participants may confer amongst each other regarding matters where verification or clarification is required pursuant to (i) the engagement of a Subject Matter Expert or (ii) in connection with a Request for Clarification.

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(c) All Evaluation Worksheets completed by each Participant for individual evaluation purposes, shall be returned to the Evaluation Manager in electronic format before the start of consensus meetings. Individual evaluators who have not diligently completed the individual review of Proposals, including supplying the Evaluation Manager with the applicable completed Evaluation Worksheets, will not be permitted to participate in the consensus scoring process. Alternatively, the Evaluation Manager shall postpone the commencement of the consensus scoring phase until such time as all individual evaluators have completed their evaluations and review of the Proposals.

Appendix 8 provides a schedule of activities including individual review of Technical Submissions and subsequent Technical Evaluation Consensus.

(2) Access to Subject Matter Experts

Subject Matter Experts will provide responses to questions posed by the team and may be requested to attend meetings as an observer who is available for questions. Subject Matter Experts can be accessed through the Evaluation Manager, who will coordinate the communication with the SMEs and Fairness Commissioner. Upon receiving the SME response, if appropriate, the Evaluation Manager will reply directly to the relevant team member.

(3) Consensus Scoring of the Technical Submissions – Technical Evaluation Team

(a) The Evaluation Manager will facilitate the consensus meeting of the Technical Evaluation Team, ensuring at all times the presence of the Fairness Commissioner.

(b) All evaluators are required to attend consensus meetings. In the event that an evaluator cannot attend the consensus meetings, arrangements must be made with the respective Technical Evaluation Team Lead and Evaluation Manager to provide input through alternative means.

(c) During the consensus meeting, members of the Technical Evaluation Team will arrive at a consensus score for each Proposal through conducting of Due Diligence, discussing and reviewing each member's individually assigned scores and comments regarding a strengths and areas of improvement.

(d) In respect of consensus scores, the Evaluation Manager will be responsible for recording all consensus scores. All weighted consensus scores shall be rounded to the nearest hundredth of a point (two decimal places).

(e) In respect of consensus notes, the Evaluation Manager, or their approved designate, shall be responsible for drafting the consensus notes that sufficiently describe both the strengths and areas of improvement for each relevant scored criterion of the Proposals.

(f) Upon reaching consensus on the Proposal scores and notes regarding strengths and areas of improvement, the Evaluation Manager will obtain confirmation from all members of the Technical Evaluation Team of the consensus results. Such results will be reviewed by the Fairness Commissioner to ensure that they accurately reflect the consensus result.

(4) Impasse Amongst the Technical Evaluation Team

(a) In the event that the Technical Evaluation Teams cannot reach consensus and the Evaluation Manager is of the opinion that there is an issue involving the application of an RFP principle or an evaluation criterion, such impasse may be escalated to the OLRT Bid Evaluation Steering Committee for resolution.

(b) Without limiting the foregoing, in the event that members of the Technical Evaluation Team cannot reach consensus in respect of the scoring of a specific evaluated criterion, an average of the

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scores of all individual evaluators for that evaluated criterion will be calculated and shall be recorded as the provisional consensus score, subject to the approval of the OLRT Bid Evaluation Steering Committee. Any provisional consensus score calculated as a result of individual score averaging must be accompanied by an explanation of the details of the impasse and must be disclosed to the OLRT Bid Evaluation Steering Committee members as part of the respective team's presentation of results to the OLRT Bid Evaluation Steering Committee.

(5) Acceptance of Technical Submissions Consensus Scores – OLRT Bid Evaluation Steering Committee

(a) After the Evaluation Manager has received all confirmations from the members of the Technical Evaluation Team and the Fairness Commissioner, as applicable, the consensus results of the Technical Evaluation Team will be presented to the OLRT Bid Evaluation Steering Committee by the Technical Evaluation Team Lead.

(b) Any materials to be presented to the OLRT Bid Evaluation Steering Committee shall be circulated to the Evaluation Manager and the Fairness Commissioner for review to confirm that they accurately reflect the consensus result.

(c) The Technical Evaluation Lead shall be the sole representatives from the Evaluation Teams during the presentation to the OLRT Bid Evaluation Steering Committee.

(d) The OLRT Bid Evaluation Steering Committee will perform Due Diligence on the consensus results of the Technical Evaluation Team in order to arrive at a final Technical Submission score for each Proposal.

(e) In conducting Due Diligence, the OLRT Bid Evaluation Steering Committee should identify issues and ask questions to the Technical Evaluation Team Lead and Evaluation Manager. In the event that an issue or question has not been resolved or answered to the satisfaction of the OLRT Bid Evaluation Steering Committee, a formal direction to resolve a specific issue or answer a specific question shall be drafted and assigned to the Evaluation Manager with instructions for the Technical Evaluation Team to re-convene, review, and if necessary, re-score and re-evaluate the Technical Submission. Any such direction to the Evaluation Manager must be:

(i) recorded by an Evaluation Coordinator, making reference to the applicable Evaluation Criteria and reasons for review and/or reconsideration, such recorded direction to be reviewed by the Fairness Commissioner;

(ii) acknowledged by the Technical Evaluation Lead; and

(iii) referenced by the OLRT Bid Evaluation Steering Committee as part of its approval pursuant to and included in Appendix 2 – OLRT Evaluation Steering Committee Sign-off Form.

(6) Re-Convening of the Technical Evaluation Team and Re-Presentation to the OLRT Bid Evaluation Steering Committee (If Necessary)

(a) If a direction pursuant to Section 3.5.3.5(e) is given, the Technical Evaluation Team shall reconvene in a manner similar to a consensus meeting to resolve the question or request for review made by the OLRT Bid Evaluation Steering Committee (following, if necessary, any individual re-review of the Proposals).

(b) After arriving at a consensus in respect of the issue or question posed to the Technical Evaluation Team, the Evaluation Manager will present the resolution, answer and/or revised consensus

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score (if applicable) to the OLRT Bid Evaluation Steering Committee, who may accept or reject the response, answer or score.

(c) In the event that the OLRT Bid Evaluation Steering Committee rejects the response, answer or score, the OLRT Bid Evaluation Steering Committee shall be entitled to make its own decision on the issue in accordance with the principles of the RFP and this Evaluation Framework.

(7) Finalization of the Technical Submission Scores by the OLRT Bid Evaluation Steering Committee

(a) In the event that the OLRT Bid Evaluation Steering Committee is at an impasse and is unable to agree on the acceptance of consensus results or matters presented to them by the Technical Evaluation Team, then the OLRT Bid Evaluation Steering Committee may make use of additional independent third party Subject Matter Experts and/or seek the input or guidance of the OLRT Executive Steering Committee in order to resolve such impasse.

(b) Upon acceptance of the consensus results and resolution Due Diligence questions, or upon the resolution of any impasse of the OLRT Bid Evaluation Steering Committee, as applicable, the final Technical Submission Score of the Proposals will be recorded and the OLRT Bid Evaluation Steering Committee will deliver an executed sign-off form as set out in Appendix 2 to this Evaluation Framework in respect of the Technical Submission.

(c) Any Proposal whose final Technical Submission score does not achieve an applicable minimum scoring threshold as set out in RFP Schedule 3 Part 3 shall not continue in the Evaluation Process (and the Financial Submission of such Proposal will not be opened or evaluated), subject to the rights of the Sponsors as set out in the RFP.

(d) Only after the OLRT Bid Evaluation Steering Committee has approved the evaluation results of the Technical Submissions in their entirety (including the waiver of a minimum score threshold in accordance with this Evaluation Framework) will a Proposal's Financial Submission be opened by the Conformance Review Team in the presence of the Fairness Commissioner. Unopened Financial Submissions will be returned to Proponents at the conclusion of the RFP.

2.4 Step 3 – Financial Evaluation and Consensus

The Financial Submission will be evaluated and scored in accordance with the criteria set out in Schedule 3, Part 3 of the RFP and on the form of Financial Evaluation Worksheet attached in Appendix 7 to this Evaluation Framework. The evaluation teams engaged in the Step 2 evaluations will be different than those engaged for the Step 3 evaluations. The evaluation will be conducted in the manner contemplated in Part 3 of Schedule 3 to this RFP.

(1) Individual Review of the Financial Submissions

(a) In Step 3 of the evaluation process, the Completeness Team will open each Financial Submission and review the contents of the Financial Submission to assess whether it is in compliant with the terms and conditions of the RFP Documents.

(b) If the Completeness Team identifies a material deviation in a Financial Submission then, subject to RFP Section 6.3(3)(b), the Completeness Team may determine that the Proposal to which the Financial Submission relates is non-conformant in accordance with RFP Section 6.3 and take such action as described in RFP Section 6.3(5).

(c) Notwithstanding the assessment of the Financial Proposal's completeness by the Completeness Team, any substantive matter contained within the Financial Proposal that amounts to it not

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being legally conformant and which could not be determined on its face at the time of the Completeness Review, may subsequently be identified by the Financial Evaluation Team, or the OLRT Bid Evaluation Steering Committee, during their review of the Proposals. If such substantive matter is determined to render the Proposals legally non-conformant, then such Proposal shall be deemed not to have passed Step 3 of the Evaluation Process.

(d) The Financial Evaluation Team shall review each Proposal to determine whether they constitute an Unaffordable Proposal based on the criteria defined in Part 2 of Schedule 3 to this RFP (“Affordability Determination”). Unaffordable Proposals will receive a score of zero (0) on the Price Proposal component of the evaluation of the Financial Submissions. In the event that:

- (i) all Proposals are determined to be Unaffordable Proposals (the “**Affordability Event**”), or
- (ii) the Preferred Proponent fails to achieve Financial Close or Commercial Close, or
- (iii) only one of the Proposals has a Total Submission Price submitted in the Financial Submission that is an Affordable Proposal and, in such case, in order to establish the Second Negotiations Proponent,

then the Financial Evaluation Team shall advise the OLRT Bid Evaluation Steering Committee so that it can determine whether it is appropriate not award a score of zero (0) to the Total Submission Price element of the Financial Evaluation and instead shall proceed to complete the financial evaluation of all Proposals as contemplated in this Section 6.5.3 and to rank them in accordance with Section 6.5.4.

(e) Subject to 6.5.3(3), Financial Submissions will be evaluated and scored based on the Proponent’s Total Submission Price and Quality of Proposed Financing Plan in accordance with Parts 2 and 3 of Schedule 3 to this RFP.

(f) If a Proponent fails to achieve any of the minimum scores or fails to have in place the approval(s) required for its Proposal to have committed financing as set out in the applicable provisions of Part B – Proposal Evaluation of Part 3 of Schedule 3 to this RFP, then, as part of Step 3 of the evaluation process and pursuant to and in accordance with such provisions, the Evaluation Team may determine whether that Proponent’s Proposal will continue to be considered in the RFP Process.

(g) Regardless of the event that a Proponent’s Financial Submission fails to achieve any of the minimum scores as set out in the applicable provisions of Part B (Proposal Evaluation) of Part 3 of Schedule 3 to this RFP, all responses will be scored and exercise the right to do so in the RFP.

(2) Access to Subject Matter Experts

Subject Matter Experts will provide responses to questions posed by the team and may be requested to attend meetings as an observer who is available for questions. Subject Matter Experts can be accessed through the Evaluation Manager, who will coordinate the communication with the SMEs and Fairness Commissioner. Upon receiving the SME response, if appropriate, the Evaluation Manager will reply directly to the relevant team member.

(3) Consensus Scoring of the Financial Submissions – Financial Evaluation Team

The consensus scoring of the Financial Submissions will follow the same process outlined in the Step 2, (3) Consensus Scoring of the Technical Submissions – Technical Evaluation Team.

(4) Impasse Amongst the Financial Evaluation Team

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In the case where there is impasse amongst the Financial Evaluation Team, the same process will be followed as outlined in Step 2, (4) Impasse Amongst the Technical Evaluation Team.

2.5 Step 4 – Presentation, Approval of Results, and Determination of First Negotiations Proponent

(a) After the Evaluation Manager has received all confirmations from the members of the Technical Evaluation Team, Financial Evaluation Team and the Fairness Commissioner, as applicable, in Step 4, the OLRT Bid Evaluation Steering Committee shall review the rankings proposed by the Evaluation Manager, coordinated from the technical and financial total scores.

(b) The Evaluation Manager shall establish a “Final Proposal Score” for each Proposal. The Final Proposal Score will be calculated using the following formula:

Final Proposal Score = Technical Submission Score (max. 500 points) + Financial Submission Score (max. 500 points)

(c) The Technical Submission Score and Financial Proposal Score shall be based on the weightings and scorings detailed in RFP Schedule 3 – Part 3.

(d) The Evaluation Manager will then rank the Proposals based on their Final Proposal Score and determine the First Negotiations Proponent.

(e) In the event of a tie in the Final Proposal Score between two Proponents, the OLRT Bid Steering Committee may, in its sole discretion, give the higher ranking to the Proponent proposing the lower Total NPV Payments as defined in RFP Section 6.5.4.(3).

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SECTION 5 - EVALUATION METHODOLOGY

5.1 Participant Training

The Technical Conformance Team and each Participant on the Technical Evaluation Team, and the Financial Evaluation Team, including the Leads, Coordinators, and members of the OLRT Bid Evaluation Steering Committee will receive mandatory training in advance of carrying out their respective RFP evaluation tasks.

The training session will be conducted to provide an overview of the evaluation process, and to review privacy, confidentiality and conflict obligations of all Participants, and to inform the Technical Conformance Team, the Technical Evaluation Team, and the Financial Evaluation Team, of the communication protocol, and their respective evaluation requirements during the process.

5.2 Communication

During the Evaluation Process, Participants will only communicate with regard to the Proposal related matters with other members of their team (except during the Individual Review of the Technical or Financial Submissions, during which no communication with members of their team relating to the Proposal is permitted) or with the Evaluation Manager, and Fairness Commissioner. All communication with the Subject Matter Experts should be directed through the Evaluation Manager.

No participant shall make any public comment, respond to questions in a public forum, or carry out any activities to publicly disclose, promote or advertise their role in the Evaluation Process.

5.3 Evaluation

(1) Documentation of Work

Each team is required to develop and maintain a comprehensive file of working papers to fully document their analysis and findings. The working papers are to include:

- A copy of completed evaluation Worksheets, with sufficient notes on both the positive and negative attributes of each bid submission under each evaluation sub-category to justify the scores awarded;
- All presentations or reports submitted for OLRT Bid Evaluation Steering Committee review; and
- Any other supporting material developed to assist each team in its work.

(2) Worksheets

Worksheets have been developed to assist each Participant (refer to Appendices):

- To ensure that each evaluation team works independently from the other teams, each evaluator will receive only those Worksheets related to their evaluation team;
- Participants are responsible for the security of their own Worksheets during the evaluation process;
- Participant Worksheets are not to be destroyed without the prior approval of the Evaluation Manager;
- At the end of the end of the evaluation process Participant Work Sheets will be destroyed and only a consolidated team Worksheet that has the concurrence of each Participant will be retained as the record;
- All working papers, if used, shall be returned to Evaluation Manager at the end of the Evaluation Process; and

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- Participants are not to make notes on any Proposal material.

(3) Use of Subject Matter Experts (SMEs)

Subject Matter Experts will provide responses to questions posed by the team and may be requested to attend meetings as an observer who is available for questions. Subject Matter Experts can be accessed through the Evaluation Manager, who will coordinate the communication with the SMEs and Fairness Commissioner. Upon receiving the SME response, if appropriate, the Evaluation Manager will reply directly to the relevant team member.

5.4 Other Matters

(1) Questions By Participants (To Proponents) – Request For Clarification (RFC)

Participants may formally request clarifications regarding a Proposal, at any time during the Evaluation Process, as individuals or within the team, using the following procedure. No communication with Proponents or Proponent Team Members regarding their Proposals is permitted, except as stipulated below:

- Present the question to the Evaluation Manager;
- The Evaluation Manager, in conjunction with the Fairness Commissioner, will review the question proposed by Participants for consistency with the RFP, and determine whether, in the absence of a response, Participants could proceed by applying judgment and assumptions.
- No RFCs shall be issued without signoff from the Fairness Commissioner;
- Subsequent to the review, the question will be submitted to the Proponent through the Contact Person, copying the Fairness Commissioner;
- Answers from Proponents will be reviewed by the Evaluation Manager and Fairness Commissioner to prevent introduction of material not related to the question, and then provided to the appropriate team lead;
- The Technical Evaluation Lead or Financial Evaluation Lead has the discretion to circulate the response to the team member that requested the clarification or to the entire evaluation team as determined appropriate; and
- The Evaluation Manager and Fairness Commissioner may consult the OLRT Bid Evaluation Steering Committee when necessary.

5.5 Evaluation Schedule

The evaluation schedule attached as Appendix 8 to this Evaluation Framework is not binding on the Sponsors. The dates included within the Evaluation schedule are subject to change, provided that such changes are consistent with the principles and requirements set out in this Evaluation Framework.

5.6 Final Report

At the completion of the Evaluation Process, the Evaluation Manager will compile a report which shall include:

- Worksheets for each of the Completeness Review Team, the Conflict Review Team, the Technical Conformance Team, the Technical Evaluation Team, and the Financial Evaluation Team;
- The RFP and any addenda issued;

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- All agreements;
- A list of all Participants;
- All questions to Proponents and any corresponding answers;
- Presentations made to the OLRT Bid Evaluation Steering Committee;
- Committee and team sign-off forms;
- Fairness Attestation; and
- Any memos written to file.

The Final Report will be kept by the City of Ottawa.

5.7 Proposed Schedule Of Tasks

Appendix 9 presents the proposed schedule for completion of the work of all evaluation teams and the OLRT Bid Evaluation Steering Committee. This schedule is indicative and will be revised, as needed, depending on the detail and completeness of the Proposals and any issues that may arise during the Evaluation Process.

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SECTION 6 – WORK PLAN DETAILS

The successful completion of the Evaluation Process will depend on an appropriate commitment of time by each Participant. Any issues should be reported to the Evaluation Manager.

6.1 OLRT Bid Evaluation Steering Committee Approval

This Evaluation Framework will be approved by the OLRT Bid Evaluation Steering Committee.

6.2 Evaluation Location

Evaluations will occur in separate rooms located in the City of Ottawa Stage 2 Procurement Office, Norton Rose Fulbright Office, Ottawa, or any other area designated by the City as a secure location.

6.3 Confidentiality Agreements

Code of Conduct, Confidentiality Agreements and Undertakings will be signed by the Participants and provided to the Evaluation Manager during the Evaluator Training as specified in Section 4.2.4. Upon the completion of the agreement, the Participant will return the Confidentiality Agreement and Undertaking to the Evaluation Manager, using the fastest means practical.

Participants will not be given access to the Proposals until this document is executed.

6.4 Evaluator Training

The Technical Conformance Team, the Technical Evaluation Team, and the Financial Evaluation Team will receive mandatory training in advance of carrying out their respective RFP evaluation tasks.

The training session will be conducted to provide an overview of the Evaluation Process, and to review privacy, confidentiality and conflict obligations of all Participants, and to inform the Technical Conformance Team, the Technical Evaluation Team, and the Financial Evaluation Team of the communication protocol, and their respective evaluation requirements during the process.

Details of the training session are as follows:

Date: August 8 – 9, 2018

Location: 180 Elgin Street, Ottawa, ON

6.5 Conflict Of Interest Agreements

A Conflict of Interest Agreement and Undertaking will be signed by each Participant and provided to the Evaluation Manager as specified in Section 3.2.

Participants will not be given access to the Proposals until this document is executed.

6.6 Opening Of Technical Submissions And Completeness Review

The Technical Submissions will be opened at Norton Rose Fulbright, 1500 – 45 O’Connor Street, Ottawa, ON. The Fairness Commissioner will be present.

The completeness review will be completed by the Completeness Review Team, with the Fairness Commissioner as an observer, as specified in Section 2.2.3. The technical completeness reviews will be conducted at Norton Rose Fulbright, 1500 – 45 O’Connor Street, Ottawa, ON and will begin August 13, 2018 for Trillium Line.

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6.7 Opening of Financial Submissions And Completeness Review

Opening of the Financial Submissions will be carried out in accordance with Section 3, and will be opened at Norton Rose Fulbright, 1500 – 45 O’Connor Street, Ottawa, ON. The Fairness Commissioner will be present.

The completeness review will be completed by members of the Completeness Review Team, with the Fairness Commissioner as an observer, as specified in Section 2.2.3 The financial completeness review will be conducted at Norton Rose Fulbright, 1500 – 45 O’Connor Street, Ottawa, ON and will begin September 24 for Trillium Line.

6.8 Individual Evaluation

The individual evaluations will be conducted in a manner consistent with Section 3.5.

All Evaluation Teams will conduct and complete the evaluation generally in accordance with the dates set out in Schedule 9.

6.9 Team Consensus

Consensus scoring and recording of results will be conducted in a manner consistent with Section 3.5.5

All voting members of all Evaluation Teams will attend the consensus scoring meetings of their respective Evaluation Team that will be held generally in accordance with the dates set out in Schedule 9 and all Evaluation Teams will make every reasonable effort to discharge their responsibilities by the deadline stipulated in Schedule 9. Evaluation Participants shall make every attempt to partake in the consensus scoring in person; in extreme circumstances, Evaluation Participants may partake in the consensus scoring through either conference calls or by videoconference. The Consensus scoring results along with the consensus comments will be signed off by each Participant and form part of the Final Report as described in Section 3.7

6.10 Preparation for the OLRT Bid Evaluation Steering Committee Meetings

Towards the completion of the consensus scoring as specified in Section 3.5.7 findings from the Completeness, Technical, and Financial reviews must be organized in a manner that can be effectively communicated to the OLRT Bid Evaluation Steering Committee during the week stipulated in Schedule 9. The style of the presentation of findings will be at the discretion of the Team Lead of each of the evaluation and review teams, although guidance will be provided by the Evaluation Manager to the teams.

6.11 Due Diligence of OLRT Bid Evaluation Steering Committee

Due Diligence, will be conducted by the OLRT Bid Evaluation Steering Committee. OLRT Bid Evaluation Steering Committee members may participate or attend by either conference calls or by videoconference.

6.12 Allowance for Questions Back to Participants From the OLRT Bid Evaluation Steering Committee

To the extent questions arise during the OLRT Bid Evaluation Steering Committee review that will require additional information/clarification from the Participants of the Evaluation Process, such questions will be directed back to the Participants during the due diligence period through the Evaluation Manager.

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6.13 Final Review

A final review of all documents related to the Evaluation Process will be conducted by the OLRT Bid Evaluation Steering Committee and a recommendation to the City of Ottawa, endorsing the Preferred Proponent, is expected to be made on December 12, 2018.

6.14 Notification Of Proponents

Upon the completion of the final review and approvals, it is anticipated that Preferred Proponent notification will be issued by the Sponsors to the Successful Proponent in mid-October. The notification will be sent by the Contact Person in writing.

6.15 Final Report

A final report, as specified in Section 3.5 will be issued after the completion of the RFP Evaluation Process.

6.16 Debrief

After Execution of the Project Agreement by the Preferred Proponent, all Proponents, successful and unsuccessful, will be offered a debriefing. The timing, conduct and content of all debriefings will be determined at that time.

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APPENDIX 1 – PARTICIPANT AGREEMENTS AND UNDERTAKINGS

Code of Conduct –

To: The City of Ottawa

And To: The Fairness Commissioner

From: _____

(Print name of Participant)

**Re: Initiation of the Planning & Procurement Process for
Implementation of the Stage 2 City of Ottawa Light Rail Transit Project**

This Code of Conduct is intended to ensure the highest standards and maintenance of the integrity of the City of Ottawa (“the City”) for the implementation of the Stage 2 Ottawa Light Rail Transit Project (“the Project”) By disclosing relevant personal, occupational or financial connections or interests with interested respondents/proponents, the City will ensure that conflicts of interest can be avoided, thereby preserving the objectivity and credibility of the process.

I am a member of the Project team for the Project. I am aware that the City requires the highest ethical conduct from its elected officials, employees, and advisors as well as those who do business with the City and requires that conflicts of interest must be avoided.

I am aware that the principles of ethical conduct are intended to ensure the maintenance of the highest standards of integrity while completing the Project and is comprised of three primary elements:

- a) acting responsibly;
- b) avoiding conflicts of interest; and
- c) maintaining the confidentiality of proprietary information arising from or forming part of all phases of the Project.

ACTING RESPONSIBLY

I affirm my understanding, as set out in the *City's Employee Code of Conduct (Revised September 2016)*¹ that all City employees and advisors must perform their duties in a manner that maintains and enhances public confidence and trust.

In fulfilling my duties as a member of the Project team, I agree and acknowledge that I shall:

- a) act fairly in the conduct of my duties;
 - b) avoid both impropriety and the appearance of impropriety;
 - c) observe continuing high standards of conduct so that the integrity and impartiality during all phases of the Project is preserved;
-

¹ The City's Employee Code of Conduct - Revised September 2016 – published at http://www.ottawa.ca/City_hall/policies/empl_codeconduct_en.html

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- d) be independent and impartial and not be influenced by self-interest, outside pressure, political considerations or fear of criticism;
 - e) not allow past or existing financial, business, professional, family or social relationships or responsibilities to influence my conduct or judgment;
 - f) treat all interested parties and participants in all phases of the Project with dignity and respect in performing my duties;
 - g) be collegial and assist colleagues through the respectful exchange of views, information and opinions; and
 - h) act with honesty and integrity while conducting myself in a manner consistent with the nature of the responsibilities and accountabilities required of members of the Project teams as applicable.
-

CONFLICT OF INTEREST

I am aware that by disclosing relevant personal, occupational or financial connections or interests with interested respondents/proponents, the City will ensure that conflicts of interest can be avoided or mitigated to an appropriate degree.

I acknowledge that a conflict of interest refers to situations in which personal, occupational or financial considerations may affect or appear to affect the objectivity or fairness of an individual. A conflict of interest may be real, potential or perceived in nature, for example:

- a) a real conflict of interest arises where an individual has a private or personal interest, such as, a close family connection or financial interest with an interested or prospective respondent/proponent;
- b) a potential conflict of interest may arise when an individual has a private or personal interest such as an identified future commitment with an interested or prospective respondent/proponent; and
- c) a perceived or apparent conflict of interest may exist when a reasonable person, well-informed about the facts, has a reasonable belief that a conflict of interest exists, even if there is no real conflict.

In order to avoid any conflict of interest, I also acknowledge that no individual who has been in the employ of or a consultant to a prospective or actual respondent/proponent within one year prior to the publication date of any solicitation documents may serve on any Project teams.

In addition, I acknowledge that members of any such teams must not, either directly or indirectly, accept any gift, reward or benefit of any kind from any member of any interested organization, special interest group, or interested or prospective respondent/proponent with whom they are brought into contact by reason of their duties therein.

Furthermore, I acknowledge that as a member of the Project team and/or participates in the evaluation of any future proposals for goods and services related to the Project, that neither I nor any members of my immediate family are permitted to:

- a) have any direct or indirect interests or relationships, financial or otherwise (e.g. employment, a creditor or debtor relationship, or a prospective employee / employer relationship) in the award of a contract to any respondent/proponent;
- b) be retained or employed by, or as a consultant to or under contract to a prospective or actual respondent/proponent nor that they are currently retained or employed by, or are a consultant to or under contract to a prospective or actual respondent/proponent;

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- c) be negotiating or have an arrangement concerning future employment or contracting with any prospective or actual respondent/proponent;
- d) have any ownership interest in or be an officer or director of any prospective or actual respondent/proponent; or
- e) use any information acquired through participation in any planning or evaluation process for my personal gain, the personal gain of any member of my immediate family, or in a manner that would result in a benefit to any third party.

I will complete the Conflict of Interest Agreement and Undertaking. I understand that this Agreement and Undertaking may be reviewed and an updating may be requested by the City at any time throughout the Project and that the City may in its sole and absolute discretion exclude me from any evaluation process related to the City's acquisition of goods and services for the Project where, as a result of new information, it may be reasonably construed that I may be in an actual or perceived conflict of interest in connection with my participation in this procurement process. In that regard, I understand that I may be provided by the City, from time to time, with an updated list of prospective or actual proponents.

If any conflict of interest between my work with existing or potential suppliers of goods and services to the City arises during the development of the Project and/or the evaluation of proposals, I will immediately Report it in writing to the Manager, Rail Procurement and agree to comply with any requirements prescribed by the City to resolve such conflicts of interest.

CONFIDENTIALITY

I have read, understood and executed the Confidentiality Agreement and Undertaking. I further acknowledge that during the course of all phases of the Project, I will acquire certain knowledge or receive certain written or oral information (collectively, the "Information") which is non-public, confidential or proprietary and agree to treat it consistently with the Agreement and Undertaking.

I agree to the following terms and conditions regarding confidentiality of the Proposals and the Evaluation Process:

- a) I will perform all tasks assigned to me by the Evaluation Manager.
- b) I will comply with all procedures as outlined in the Evaluation Framework.
- c) I will undertake the evaluations honestly, in good faith and in conformance with the highest ethical standards.
- d) I am participating in the Evaluation Process and conducting the evaluations in my professional capacity; I have advised my employer, if applicable, of my participation as a Participant and my employer has agreed to my participation.
- e) Except as otherwise permitted under the terms of this Evaluation Framework and applicable City procurement policies or guidelines, I will not discuss any aspect of the Proposals and the Evaluation Process with my co-workers or any other representative of my employer; with any representative of any of the Proponents or with anyone else with whom I have not been specifically authorized to discuss such issues.
- f) I will treat all information related to the Proposals and the Evaluation Process as confidential.
- g) I will safeguard all information related to the Proposals and the Evaluation Process in accordance with directions from the Evaluation Manager as described in the Evaluation Framework.

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- h) I understand that, as a Participant, if I breach any terms or conditions of this agreement and undertaking or have made a false representation or warranty herein, the City may, in addition to its other rights and remedies available at law, terminate my participation in the Evaluation Process and restrict or refuse my participation in any other City projects.
- i) Although I understand that some information related to the Proposals and the Evaluation Process, which is now confidential, may become public information, I will nevertheless keep all information related to the Proposals and the Evaluation Process, including this Participant Agreements and Undertaking, confidential and will neither release, publish, disseminate nor disclose it now or at any time hereafter to anyone without the prior written consent of the Sponsors, and agree to take reasonable precautions to prevent any unauthorized use, disclosure, publication, or dissemination of such information.
- j) I will only use the information related to the Proposals and the Evaluation Process to carry out tasks assigned to me by the Evaluation Manager in relation to the Evaluation Process and I will not use such information for any other purpose whatsoever unless authorized by the City.
- k) I will comply with all instructions from the Evaluation Manager in connection with the Evaluation Process and the information related to the Proposals and the Evaluation Process.
- l) On instructions from the Evaluation Manager, I will immediately deliver all information related to the Evaluation Process, regardless of its format, to the Evaluation Manager.
- m) Notwithstanding anything to the contrary contained in this Participant Agreement and Undertaking, the requirement to safeguard the confidentiality of information related to the Proposals and the Evaluation Process shall not apply to any information that:
 - (i) is or becomes generally available to the public, other than as a result of a breach of this agreement and undertaking;
 - (ii) becomes lawfully available to the Participant on a non-confidential basis from a source other than the Sponsors or their representatives in connection with the Evaluation Process, so long as that source is not, to my knowledge, bound by a confidentiality agreement and undertaking with respect to such information or otherwise prohibited from transmitting such information by a contractual, legal or fiduciary obligation;
 - (iii) was known to me on a non-confidential basis before it was disclosed to me by the Sponsors or their representatives in connection with the Evaluation Process; or
 - (iv) is required to be disclosed by statute, regulation or decision or order of a court, tribunal or regulatory authority.

TRAINING

I have attended at or received, or shall undertake to attend at or receive prior to the receipt of any Proposals or on a date prescribed by the Evaluation Manager, participant training provided by Evaluation Manager for this Evaluation Process in accordance with the Evaluation Framework.

My signature below acknowledges that I have received and read this document and that in consideration of being appointed a member of the Project team, I agree with its terms.

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PRINT NAME

SIGNATURE

DATE

Witnessed by:

PRINT NAME

SIGNATURE

DATE

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CONFIDENTIALITY AGREEMENT AND UNDERTAKING

To: The City of Ottawa (“City”)

From: _____ (“Participant” or “me” or “I”)

Print Name of Participant, title or organization

Re: RFP No: 09717-94065-P01 issued on July 17, 2017

I, the Participant, acknowledge that I will assist in the Evaluation Process.

In consideration of being selected to participate in the Evaluation Process, I agree and undertake to comply with the following terms and conditions.

Unless otherwise defined in this Appendix 1, all capitalized terms are defined in the RFP No: 09717-94065-P01 issued on July 17, 2017.

CONFIDENTIALITY

I agree to the following terms and conditions regarding confidentiality of the Evaluation Process:

- a) I will comply with all procedures as outlined in the Evaluation Guideline.
- b) I will undertake the evaluations honestly, in good faith, and in completeness with the highest ethical standards.
- c) I am participating in the Evaluation Process and conducting the evaluations in my professional capacity; I have advised my employer, if applicable, of my participation as a Participant and my employer has agreed to my participation.
- d) Except as directed by the Evaluation Manager or as otherwise permitted under the terms of this Evaluation Guideline, I will not discuss any aspect of the Evaluation Process with my co-workers or any other representative of my employer; with any representative of any of the RFP Proponents or with anyone else with whom I have not been specifically authorized to discuss such issues.
- e) I will treat all information related to the Evaluation Process as confidential.
- f) I will safeguard all information related to the Evaluation Process in accordance with directions from the Evaluation Manager as described in the Evaluation Guideline.
- g) Although I understand that some information related to the Evaluation Process, which is now confidential, may become public information, I will nevertheless keep all information related to the Evaluation Process, including this Confidentiality Agreement and Undertaking, confidential and will neither release, publish, disseminate nor disclose it now or at any time hereafter to anyone without the prior written consent of the Sponsors and agree to take reasonable precautions to prevent any unauthorized use, disclosure, publication, or dissemination of such information.
- h) **I understand that if I breach any terms or conditions of this agreement, in addition to its other rights and remedies, the Sponsors may terminate my participation in the Evaluation Process.**
- i) I will only use the information related to the Evaluation Process to carry out tasks assigned to me by the Evaluation Manager in relation to the Evaluation Process and I will not use such information for any other purpose whatsoever unless authorized by the Sponsors.

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- j) Notwithstanding anything to the contrary contained in this Confidentiality Agreement and Undertaking, the requirement to safeguard the confidentiality of information related to the Evaluation Process shall not apply to any information that:
 - (i) is or becomes generally available to the public, other than as a result of a breach of this agreement and undertaking;
 - (ii) becomes lawfully available to the undersigned on a non-confidential basis from a source other than the Sponsor or their representatives in connection with the Evaluation Process, so long as that source is not, to my knowledge, bound by a confidentiality agreement and undertaking with respect to such information or otherwise prohibited from transmitting such information by a contractual, legal or fiduciary obligation;
 - (iii) was known to me on a non-confidential basis before it was disclosed to me by the Sponsor or their representatives in connection with the Evaluation Process; or
 - (iv) is required to be disclosed by statute, regulation or decision or order of a court, tribunal or regulatory authority.

SIGNATORIES

This agreement is signed _____ day of _____, 2018.

Signature of Participant

Print Full Name of Participant, title and organization

Signature of Witness

Print Full Name of Witness

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CONFLICT OF INTEREST AGREEMENT AND UNDERTAKING

To: The City of Ottawa (“City”)

From: _____ (“Participant” or “me” or “I”)

Print Name of Participant, title or organization

Re: RFP No: 09717-94065-P01 issued on July 17, 2017

I, the Participant, acknowledge that Sponsors have invited me to assist in the Evaluation Process.

In consideration of being selected to participate in the Evaluation Process, I agree and undertake to comply with the following terms and conditions.

Unless otherwise defined in this Appendix 1, all capitalized terms are defined in the RFP No: 09717-94065-P01 issued on July 17, 2017.

CONFLICT OF INTEREST

I agree to the following terms and conditions regarding disclosure or conflicts of interest related to the Evaluation Process:

I understand that the RFP Proponents listed in the attached Schedule A have responded to the RFP.

I represent and warrant that I do not have any interests, activities or relationships, financial or otherwise with any of those entities, nor am I providing any services to those entities listed in Schedule A, that create an actual or potential conflict of interest with completing the tasks that I may be asked to perform as a Participant. For greater certainty, I understand and agree that a financial interest may include employment, stock ownership, a creditor or debtor relationship or a prospective employee / employer relationship with any of the entities in Schedule A.

I have listed on Schedule B all of the relationships that either I have or my spouse, partner or children have with the entities listed in Schedule A, each of which may be a conflict of interest or appears as a potential conflict of interest with completing the tasks that I may be asked to perform as a Participant.

I understand that Schedule B will be reviewed by the Sponsor and that the Sponsor may prescribe certain requirements to resolve any situations that the Sponsor determine, in their sole and absolute discretion, create an actual or potential conflict of interest and/or exclude me from the Evaluation Process.

I understand that it shall also be a conflict of interest for me to use information where the Sponsor have not specifically authorized such use and agree and undertake that I shall not use any information acquired through participation in the Evaluation Process for my personal gain, the personal gain of any member of my immediate family, or in a manner that would result in a benefit to any third party.

I understand that I may be provided with an updated Schedule A from time to time by the Sponsor.

I agree to immediately disclose in writing to the Sponsor any actual or potential situation that may be reasonably construed as constituting an actual or potential conflict of interest in connection with the Evaluation Process, including a situation arising from the updated Schedule A, and to comply with any requirements prescribed by the Sponsor to resolve such conflict of interest. I understand that the Sponsors may, in their respective sole and absolute discretion, exclude me from the Evaluation Process.

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For greater certainty, an actual or potential conflict of interest shall not include the representation by the firm of which I am an associate/partner, of any of the RFP Proponents listed in Schedule A.

SIGNATORIES

This agreement is signed _____ day of _____, 2018.

Signature of Participant

Print Full Name of Participant, title and organization

Signature of Witness

Print Full Name of Witness

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SCHEDULE A

[Instructions: *Completeness Review Team to list the Proponent Team Members*]

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SCHEDULE B

The Participant declares that the following is a list of all the interests, activities or relationships which the Participant, and or any member of their immediate family has with the entities listed in Schedule A.

[Instructions: To be completed by Participant based on names of member firms of all of the Proponents listed in Schedule A]

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APPENDIX 2 – OLRT BID EVALUATION STEERING COMMITTEE SIGN-OFF FORM

PARTICIPANT SIGN-OFF FOR OLRT BID EVALUATION STEERING COMMITTEE

Date: **Insert Date**

To: City of Ottawa, Finance Department
Supply Branch
100 Constellation Crescent
4th Floor, West Tower
Ottawa, ON K2G 6J8

Attention: Simon Dupuis
Title: Manager, Procurement and Funding
Telephone: 613 580 2424 x 12560
E-mail: simon.dupuis@ottawa.ca

Re: RFP for Ottawa Light Rail Transit Project
Participant Sign-off for OLRT Bid Evaluation Steering Committee

We are the members of the OLRT Bid Evaluation Steering Committee, as specified in the Ottawa Light Rail Transit Project Framework to Evaluate Responses to Request for Proposals” (“Evaluation Framework”). All terms used within this letter are defined in the Evaluation Process.

As specified in the Evaluation Framework, we received a presentation from each Team Lead. These presentations addressed the scope of each team’s work, the methodology applied and the results of the Evaluation Process. A summary of the scores assigned to each Proponent’s Proposal is attached. We also received a report from the Fairness Commissioner on the conduct of the Evaluation Process.

On the basis of the presentations made and our queries of the Evaluation Manager, each Team Lead, and the Fairness Commissioner, we have determined the following Preferred Proponent to proceed to the next stage of the Process: _____.

Sincerely yours,

OLRT Bid Evaluation Steering Committee

Print Name of Lead, title and organization

Lead Signature

Print Name of Participant, title and organization

Participant Signature

Print Name of Participant, title and organization

Participant Signature

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WORKSHEET FOR OLRT BID EVALUATION STEERING COMMITTEE

Proponent:

B. Technical Submission

Criteria	Maximum Score	Proponent's Score
1.0 GENERAL TECHNICAL SUBMISSION	105	
1.1 Project Management Plan	15	
1.2 Integrated Management System	20	
1.3 Environmental Management Plan	15	
1.4 Construction Communications and Stakeholder Engagement	5	
1.5 Works Schedule PBS-1	30	
1.6 Risk Management Plan	5	
1.7 Systems Integration Management Plan (SIMP)	15	
2.0 DESIGN SUBMISSION	165	
2.1 Civil and Guideway Design Submission	25	
2.2 Utilities, Geotechnical, Drainage and Stormwater Management, Urban Design, Landscape Architecture	25	
2.3 Systems Design Submission	25	
2.4 Stations Design Submission	30	
2.5 New Walkley Yard Design Submission	20	
2.6 New Vehicle Fleet Design Submission	20	
2.7 Airport Link	0	
2.8 System Safety and Security Construction	10	
2.9 Dows Lake Tunnel Design Submission	10	
3.0 CONSTRUCTION SUBMISSION	105	
3.1 Emergency Response Plan	10	
3.2 Traffic and Transit Management Plan and Construction Access Management Plan	25	
3.3 Construction Management Plan	40	
3.4 Testing and Commissioning Plan	25	
3.5 Health and Safety Certification	NOT SCORED	
3.6 Lane Closure Target Letter and Traffic Mobility Management Plan (Lanes) – Appendix A	5	
4.0 MAINTENANCE AND REHABILITATION SUBMISSION	125	
4.1 Maintenance and Rehabilitation Approach to Part 1 of Schedule 15-3 of the Project Agreement;	40	
4.2 Maintenance and Rehabilitation: Approach to Appendix A of Schedule 15-3 of the Project Agreement;	40	
4.3 Maintenance and Rehabilitation: Approach to Appendix B of Schedule 15-3 of the Project Agreement; and	35	
4.4 Maintenance and Rehabilitation: Approach to Appendix C of Schedule 15-3 of the Project Agreement and Schedule 23 of the Project Agreement.	10	
Total RFP Score for Technical Submission	500	

Proponent:

C. Financial submission

Criteria	Maximum Score	Proponent's Score
1. Total Submission Price	450	
2. Quality of Proposed Financing Plan	50	
Total RFP Score for Financial Submission	500	
Total RFP Score for Technical and Financial Submission	1000	

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APPENDIX 3 – CONFLICT REVIEW TEAM

PARTICIPANT SIGN-OFF FOR CONFLICT REVIEW TEAM

Date: **Insert Date**

To: City of Ottawa, Finance Department
Supply Branch
100 Constellation Crescent
4th Floor, West Tower
Ottawa, ON K2G 6J8

Attention: Simon Dupuis
Title: Manager, Procurement and Funding
Telephone: 613 580 2424 x12560
E-mail: simon.dupuis@ottawa.ca

Copy to: [NTD]

Re: RFP for Ottawa Light Rail Transit Project
Participant Sign-Off for Conflict Review Team

We are the members of the Conflict Review Team, as specified in the “Ottawa Light Rail Transit Project Framework to Evaluate Responses to Request for Proposals” (“Evaluation Framework”). Please refer to the Evaluation Framework for the definition of all capitalized terms that are not specifically defined within this letter.

In total, the Evaluation Manager received [number] of signed Codes of Conduct and Conflict of Interest Agreements.

To the extent necessary, signatories are asked to elaborate on and/or clarify their statements on the Code of Conduct and/or Schedule B of the Conflict of Interest Agreement. The response from [number] signatories indicated no conflict of interest. The response from [each name of Participant] indicated a conflict of interest; such conflict was reported to the Evaluation Manager and [name of Participant] was removed from the Evaluation Process.

In addition, we reviewed RFP Schedule 5, 6, and 7 and reported that the following Conflict of Interest (as defined at RFP Section 3.9.1(7)) existed to the Evaluation Manager for consideration by the Evaluation Steering Committee: _____.

Sincerely yours,

Conflict Review Team

Print Name of Lead, title and organization

Lead Signature

Print Name of Participant, title and organization

Participant Signature

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APPENDIX 4 – COMPLETENESS REVIEW TEAM

PARTICIPANT SIGN-OFF FOR COMPLETENESS REVIEW TEAM

Date: **Insert Date**

To: City of Ottawa, Finance Department
Supply Branch
100 Constellation Crescent
4th Floor, West Tower
Ottawa, ON K2G 6J8

Attention: Simon Dupuis
Title: Manager, Procurement and Funding
Telephone: 613 580 2424 x12560
E-mail: simon.dupuis@ottawa.ca

Copy to: [NTD]

Re: RFP for Ottawa Light Rail Transit Project
Participant Sign-off for Completeness Review Team

We are the members of the Completeness Review Team, as specified in the “Ottawa Light Rail Transit Project – Framework to Evaluate Responses to Request for Proposals” (“Evaluation Framework”). Please refer to the Evaluation Framework for the definition of all capitalized terms that are not specifically defined within this letter.

We have undertaken our responsibilities in accordance with the RFP and the Evaluation Framework. On that basis, we have reached consensus as to the findings made in the attached evaluation Worksheet.

The Proponents that satisfied the completeness requirements are: **[insert list of Proponents that met completeness requirements]**

The Proponents that did not satisfy the completeness requirements are: **[insert list of Proponents that did not meet completeness requirements]**

Sincerely yours,

Completeness Review Team

Print Name of Lead, title and organization

Lead Signature

Print Name of Participant, title and organization

Participant Signature

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Print Name of Participant, title and organization

Participant Signature

Attachments: Worksheets for Completeness Review Team

WORKSHEET FOR COMPLETENESS REVIEW TEAM

Proponent:	
Submission Opening Room:	
Date/Time Record for Receipt of Submission	
Date of Submission Opening	
Time of Submission Opening:	
Participants Present at Opening:	

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APPENDIX 5 – TECHNICAL CONFORMANCE TEAM

PARTICIPANT SIGN-OFF FOR TECHNICAL CONFORMANCE TEAM

Date: **Insert Date**

To: City of Ottawa, Finance Department
Supply Branch
100 Constellation Crescent
4th Floor, West Tower
Ottawa, ON K2G 6J8

Attention: Simon Dupuis
Title: Manager, Procurement and Funding
Telephone: 613 580 2424 x12560
E-mail: simon.dupuis@ottawa.ca

Copy to: [NTD]

Re: RFP for Ottawa Light Rail Transit Project
Participant Sign-off for Completeness Review Team

We are the members of the Technical Conformance Team, as specified in the “Ottawa Light Rail Transit Project – Framework to Evaluate Responses to Request for Proposals” (“Evaluation Framework”). Please refer to the Evaluation Framework for the definition of all capitalized terms that are not specifically defined within this letter.

We have undertaken our responsibilities in accordance with the RFP and the Evaluation Framework. On that basis, we have prepared a report as to the findings made in our review of the Proposals.

Sincerely yours,

Technical Conformance Team

Print Name of Lead, title and organization

Lead Signature

Print Name of Participant, title and organization

Participant Signature

Print Name of Participant, title and organization

Participant Signature

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[Attachments: Worksheets for Technical Conformance Team]

GENERAL INSTRUCTIONS

The Technical Conformance Team will carry out a detailed review of each Proponent's design to ensure it complies with the requirements of the RFP. The Technical Conformance Team will identify any potential or actual material deviations and will summarize the results of its review and present to the OLRT Bid Evaluation Steering Committee, which shall review and approve these findings, deem the Proposal non-conformant, or seek clarification from the Proponent. Once approved by the OLRT Bid Evaluation Steering Committee, the Technical Conformance review shall be provided to the Technical Evaluation Team for reference only.

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APPENDIX 6 – TECHNICAL EVALUATION TEAM

PARTICIPANT SIGN-OFF FOR THE TECHNICAL EVALUATION TEAM

Date: Insert Date

To: City of Ottawa, Finance Department
Supply Branch
100 Constellation Crescent
4th Floor, West Tower
Ottawa, ON K2G 6J8

Attention: Simon Dupuis
Title: Manager, Procurement and Funding
Telephone: 613 580 2424 x12560
E-mail: simon.dupuis@ottawa.ca

Copy to: [NTD]

Re: RFP for the Ottawa Light Rail Transit Project
Sign Off for Technical Evaluation Team

We are the members of the Technical Evaluation Team as specified in the “Ottawa Light Rail Transit Project – Framework to Evaluate Responses to Request for Proposals” (“Evaluation Framework”). Please refer to the Evaluation Framework for the definition of all capitalized terms that are not specifically defined within this letter.

We have undertaken our responsibilities in accordance with the RFP and the Evaluation Framework. On that basis, we have reached consensus as to the findings made in the attached evaluation Worksheets.

A summary of the scores assigned to each Proponent’s Technical Submission is provided below: **[insert summary table of Rated Criteria Scoring]**

Sincerely yours,

Technical Evaluation Team

Print Name of Lead, title and organization

Lead Signature

Print Name of Participant, title and organization

Participant Signature

Print Name of Participant, title and organization

Participant Signature

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GENERAL INSTRUCTIONS

The Technical Evaluation Team (TET) will assess the following evaluation categories:

Evaluation Categories	Maximum Potential Points
B1.0 General Technical Submission	105
B2.0 Design Submission	165
B3.0 Construction Submission	105
B4.0 Maintenance and Rehabilitation Submission	125
Total Maximum Points available:	500

Each of these evaluation categories is further broken down into sub-categories.

Technical Submission	500
1.0 GENERAL TECHNICAL SUBMISSION	105
1.1 Project Management Plan	15
1.2 Integrated Management System	20
1.3 Environmental Management Plan	15
1.4 Construction Communications and Stakeholder Engagement	5
1.5 Works Schedule PBS-1	30
1.6 Risk Management Plan	5
1.7 Systems Integration Management Plan (SIMP)	15
2.0 DESIGN SUBMISSION	165
2.1 Civil and Guideway Design Submission	25
2.2 Utilities, Geotechnical, Drainage and Stormwater Management, Urban Design, Landscape Architecture	25
2.3 Systems Design Submission	25
2.4 Stations Design Submission	30
2.5 New Walkley Yard Design Submission	20
2.6 New Vehicle Fleet Design Submission	20
2.7 Airport Link	0
2.8 System Safety and Security Construction	10
2.9 Dows Lake Tunnel Design Submission	10
3.0 CONSTRUCTION SUBMISSION	105
3.1 Emergency Response Plan	10
3.2 Traffic and Transit Management Plan and Construction Access Management Plan	25
3.3 Construction Management Plan	40
3.4 Testing and Commissioning Plan	25
3.5 Health and Safety Certification	NOT SCORED
3.6 Lane Closure Target Letter and Traffic Mobility Management Plan (Lanes) – Appendix A	5
4.0 MAINTENANCE AND REHABILITATION SUBMISSION	125
4.1 Maintenance and Rehabilitation Approach to Part 1 of Schedule 15-3 of the Project Agreement;	40
4.2 Maintenance and Rehabilitation: Approach to Appendix A of Schedule 15-3 of the Project Agreement;	40
4.3 Maintenance and Rehabilitation: Approach to Appendix B of Schedule 15-3 of the Project Agreement; and	35
4.4 Maintenance and Rehabilitation: Approach to Appendix C of Schedule 15-3 of the Project Agreement and Schedule 23 of the Project Agreement.	10
Total RFP Score for Technical Submission	500

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As explained in the Technical Evaluation Worksheet, when evaluating each evaluation category:

- a) Assign a grade of Very Poor, Poor, Marginal, Good, or Very Good to each evaluation category.
- b) Translate grades into scores for each evaluation categories according to the table below.
- c) In assigning scores based on grades, evaluators may score as they deem appropriate. In assigning scores based on grades, evaluators should generally assign the middle score for that grade; however, higher or lower scores may be assigned where appropriate.

In translating the evaluation categories into scores the following table may be a useful reference:

Grade	Description	Score Range		
		Low	Mid	High
Very Poor	The response fails to address the submission requirements.	0	17	34
Poor	Demonstrates limited understanding of the Project needs and/or limited ability to satisfy those needs. Little or no detail is provided.	35	52	69
Marginal	Demonstrates an adequate level of understanding of the Project needs and/or a minimally adequate level of understanding that may allow the delivery of the Project.	70	75	79
Good	In addition to Pass criteria, demonstrates a level of understanding of the Project needs that should result in the successful delivery and/or an ability to successfully deliver those needs.	80	85	89
Very Good	In addition to Good criteria, demonstrates a further level of understanding of the Project needs that fully satisfies the expected requirements for the Project and demonstrates the ability to successfully delivery the Project.	90	95	100

Prior to the beginning the process of reaching consensus on the scoring of the Design Submission component of the Technical Submission, evaluators will receive the results of a conformance review conducted by the Technical Conformance Team. The document will be identified as the technical conformance review checklist and will identify issues that are not conformant with the requirements in the Project Agreement, Schedule 15: Output Specifications. Evaluators should note that a finding by the Technical Conformance Team that a Proponent’s design is conformant, which will be vetted by the OLRT Bid Evaluation Steering Committee, a Proponent has attained a presumptive design score of 70%. The Technical Evaluation Team may nonetheless assess a score of more or less than 70%, at its discretion.

Evaluators should note that a minimum score of at least seventy percent (70%) of available points must be achieved by a Proponent for the General Technical Submission, the Design Submission, the Construction Submission, and the Maintenance and Rehabilitation Submission. Failure to achieve the minimum score for any of the General Technical Submission, the Design Submission, the Construction Submission, or the Maintenance and Rehabilitation Submission may, in the Sponsors’ sole discretion, prevent the Proposal from being considered further.

In determining the results of scoring, the Technical Evaluation Team shall refer to the grading system referred to above and is to provide sufficient information (positive and negative attributes) to satisfy the OLRT Bid Evaluation Steering Committee that the grades assigned are appropriate.

In conducting the work, the Technical Evaluation Team may identify deficiencies in materials submitted by Proponents, such as some of the project details requested in, for example, Schedule 3, Part 1 to the RFP or unclear wording, which was not identified by the Completeness Review Team. In these cases, the Technical Evaluation Team or the individual members thereof may submit a request to the Evaluation

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Manager for clarification following the protocol for RFCs which is stipulated in Section 3.7.1, and which includes approval from Fairness prior to issuance to Proponent(s).

All of the determinations of the Technical Evaluation Team are to be made on a consensus basis, as described in section 3.5.5 of this Evaluation Framework. Technical Evaluation Team members should first review the Proposals individually, and then collectively arrive at the Technical Evaluation Team's consensus findings in accordance with provisions of section 3.5.5.

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[Please refer to the excel spreadsheet “Appendix 6” for the Technical Review Team Worksheet]

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PROPONENT SCORE SUMMARY SHEET

Proponent:

B. Part I – Technical Submission

Criteria	Maximum Score	Proponent's Score
B1.0 General Technical Submission	105	
B2.0 Design Submission	165	
B3.0 Construction Submission	105	
B4.0 Maintenance and Rehabilitation Submission	125	
Total Maximum Points available:	500	

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APPENDIX 7 – FINANCIAL EVALUATION TEAM

PARTICIPANT SIGN-OFF FOR FINANCIAL EVALUATION TEAM

Date: Insert Date

To: City of Ottawa, Finance Department
Supply Branch
100 Constellation Crescent
4th Floor, West Tower
Ottawa, ON K2G 6J8

Attention: Simon Dupuis
Title: Manager, Procurement and Funding
Telephone: 613 580 2424 x12560
E-mail: simon.dupuis@ottawa.ca

Copy to: [NTD]

Re: RFP for Ottawa Light Rail Transit Project
Sign Off for Financial Evaluation Team

We are the members of the Financial Evaluation Team as specified in the “Ottawa Light Rail Transit Project – Framework to Evaluate Responses to Request for Proposals” (“Evaluation Framework”). Please refer to the Evaluation Framework for the definition of all terms that are not specifically defined within this letter.

We have undertaken our responsibilities in accordance with the RFP and the Evaluation Framework. On that basis, we have reached consensus as to the findings made in the attached evaluation Worksheets.

A summary of the scores assigned to each Proponent’s Financial Submission is provided below:
[insert summary table of Rated Criteria Scoring]

Sincerely yours,

Financial Evaluation Team

Print Name of Lead, title and organization

Lead Signature

Print Name of Participant, title and organization

Participant Signature

Print Name of Participant, title and organization

Participant Signature

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GENERAL INSTRUCTIONS

The Financial Evaluation Team collectively or individually may identify deficiencies in materials submitted by Proponents, or unclear wording. In these cases, they may submit a request to the Evaluation Manager for clarification pursuant to Section 3.7.1 of this Evaluation Framework.

The Financial Evaluation Team will assess the following evaluation categories:

Evaluation Categories	Maximum Potential Points
1. Total Submission Price (Net Present Value)	450
2. Quality of Proposed Financing Plan	50
Maximum Potential Points	500

(1) Net Present Value

The Sponsors will review and perform their own analysis of the Financial Model and Net Present Value calculation provided by the Proponent. The lowest Net Present Value will be awarded the maximum points available for Net Present Value (450 points) and the Sponsors will deduct 30 points from the maximum points available for Net Present Value (450 points) for every percentage point by which the Proponent's Net Present Value exceeds the lowest Net Present Value.

Illustrative Example:

3 submissions with NPVs of: Proponent A - \$500 million; Proponent B - \$530 million; Proponent C - \$550 million

	Proponent A	Proponent B	Proponent C
NPV	\$500M	\$530 M	\$550 M
Calculation of NPV score	NA	$450 - \left(\frac{530}{500} - 1\right) * 100 * 30$	$450 - \left(\frac{550}{500} - 1\right) * 100 * 30$
NPV Score	450	270	150

(2) NPV Bonus:

In the event that a Proponent's Scheduled Substantial Completion Date as identified in its Proposal falls on, or before, the Early Schedule Substantial Completion Eligibility Date, the Early Scheduled Substantial Completion NPV Bonus shall be applied as a negative amount in the calculation of the Proponent's Total Submission Price for evaluation purposes only. For clarity, if the Scheduled Substantial Completion Date falls on a date that is later than the Early Scheduled Substantial Completion Eligibility Date, no Early Scheduled Substantial Completion NPV Bonus shall apply.

"Early Scheduled Substantial Completion Eligibility Date" shall be December 1, 2021

"Early Scheduled Substantial Completion NPV Bonus" shall be an amount of \$5,000,000

(3) Quality of Proposed Financing Plan

The Proponent will receive a score related to the quality of its proposed financing plan up to 50 points. The evaluation of the proposed financing plan will be based on the following:

a) **Description of Financing Plan**

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- (i) a description of each equity investor along with the amount of funds and timing of investment of these funds. This description should also include, but not be limited to, clearly defining the sources of funds, levels of commitments and all necessary approvals required or received to commit/earmark the necessary funds by Financial Close. This must include clear identification of the identity and credit status of each investor as well as the amount to be provided by each investor;
- (ii) a description of the proposed financing structure during the Construction Period and during the Maintenance Period including, but not limited to, lenders, funding structure, organizational chart of the consortium and role of its investors;
- (iii) details of any working capital requirements and details of how these requirements will be met, including a description of any internally generated or other funds that may be used to finance the Project or any part of the Project;
- (iv) details of any standby facilities provided to meet the requirements of the Project Agreement; and
- (v) to the extent that other forms of finance, other than equity, are to be used, the Proponent is to provide appropriate details equivalent to those requested for equity.

b) The achievability and robustness of the financing plan proposed as evidenced by:

- (i) a description of each investor (lenders, subordinated lenders and other investors) along with the amount of committed funds and timing of investment of these funds. This description should also include, but not be limited to, clearly defining the sources of funds, confirmation of commitments (for example, credit committee approval and other similar approvals) and all other necessary approvals received to commit or earmark the necessary funds by Financial Close. This must include the identity and credit status of each investor as well as the amount to be provided by each investor;
- (ii) a plan that details and ensures committed financing from potential debt providers for a timely Financial Close;
- (iii) a description of Project Co's ownership structure and overall Project organizational structure, including copies of agreements to be entered in to with the Construction Contractor and the Maintenance and Rehabilitation Contractor
- (iv) a plan of bond distribution by underwriters (where applicable);
- (v) equity distributions which follow industry practices and standards for availability based public-private partnerships projects in Canada;
- (vi) a detailed plan of actions to eliminate or mitigate risks associated with lenders terms and conditions that may impact the Proponent's ability to reach Financial Close, including

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among others: (i) conditions precedent to Financial Close, (ii) any material adverse condition clauses (“MAC”), (iii) the level of direct or indirect conditions that might conflict with or affect the existing Project Documents, (iv) any flex conditions, and (v) any other terms or conditions that might put the financing commitment at risk, whether at Financial Close or after;

- (vii) the source(s) of equity capital (i.e. specific fund or investing entity) and the current financial position of each source including an overview of current financial position evidenced by supporting documentation such as, but not limited to, financial statements, fund performance reports, rating reports, etc. (as applicable);
- (viii) detailed process and internal approval procedures/timelines for allocation of funding, and anticipated timeline for committing funding for this Project;
- (ix) a plan that details how the source of equity capital shall provide adequate funding by Financial Close (including anticipated third party support or guarantees);
- (x) details of how funding of all development costs leading up to Financial Close will be secured including costs for Early Works as part of the Early Works Agreement, if applicable.;
- (xi) description of the scope of Early Works proposed to be undertaken as part of the Early Works Agreement and in accordance with the Contract Price indicated in Schedule 12 of this RFP;
- (xii) description of the security provided at Financial Close guaranteeing future injection of equity (including, but not limited to, sources, amount, type and level of guarantees);
- (xiii) description of any anticipated change in Project Co’s ownership structure (i.e. exchange of equity shares) either prior to Substantial Completion or during the Maintenance Period;
- (xiv) the Proponent’s contingency equity financing plans as evidenced by one or more of the following: (i) commitment by equity investors to top up their respective share(s) (to replace any equity investor who might fail to advance); (ii) level of diversification in pool of equity investors; (iii) strength of relationships with committed equity investors, and (iv) any other contingency plans to ensure Financial Close is achieved under the same conditions;
- (xv) the Proponent’s plan for achieving Financial Close, including the level of completeness of equity funding agreements, as well as the assessment of risks associated with uncommitted syndications or any other processes or conditions that might put Financial Close at risk; and
- (xvi) the Proponent’s commitment and/or plan to minimize the period between Commercial Close and Financial Close.

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The Proponent should note that a minimum score of at least seventy percent of available points must be achieved for the Quality of Proposed Financing Plan category of the Financial Submission. If the Proponent fails to achieve the minimum score for the Quality of Proposed Financing Plan category under the Financial Submission, the Sponsor may, in accordance with RFP Section 6.5.3(5), prevent the Proponent from becoming the Preferred Proponent.

The Sponsor has a strong preference to receive submissions that have committed financing, where the funding of the project has already passed through the applicable lender(s) credit committee approval process. If the Proponent does not have such approval(s) in place, then the Sponsor may, in their sole discretion, prevent the Proponent from becoming the Preferred Proponent.

The Sponsor reserves the right to request and/or approve a change in the financing plan or debt strategy (such as fixed or variable rate, the use of synthetics, bank debt or capital market debt) following selection of the Preferred Proponent and prior to Financial Close.

As discussed below, evaluators should use their professional judgment when assigning grades for the subcategories:

Poor	0-59% of the points available for the category
Satisfactory	60-79% of the points available for the category
Good	80-100% of the points available for the category

Evaluators should note that a minimum score of at least sixty percent (70%) of available points must be achieved by a Proponent for the Quality of Proposed Financing plan category of the Financial Submission. Failure to achieve the minimum score for the quality of financing category under the Financial Submission may prevent a Proponent from becoming the Preferred Proponent.

(4) Affordability Determination

The Sponsor will undertake an Affordability Determination as part of the evaluation process as outlined in the RFP. The Affordability Determination will assess each Proposal to determine if it satisfies the Capital Cost Affordability Criteria and the Aggregate Cost Affordability Criteria (an “Affordable Proposal”).

In respect of the Affordability Determination process, the following definitions apply:

- a) **Capital Cost Affordability Criteria** means the sum of aggregate Construction Period Payments, the Substantial Completion Payment, aggregate amounts payable under the Revenue Vehicle Supply Contract and any amounts payable under the Early Works Agreement (if applicable) is less than or equal to the Capital Cost Affordability Cap;

Capital Cost Affordability Cap is \$613,100,000.00;

- b) **Aggregate Cost Affordability Criteria** means the aggregate of amounts accounted for in the Capital Cost Affordability Criteria plus amounts payable by the City to Project CO throughout the Maintenance Period, based on Service Level 1, is less than or equal to the Aggregate Cost Affordability Cap; and

Aggregate Cost Affordability Cap is \$1,733,200,000.00.

In conducting the work, the Financial Evaluation Team may identify deficiencies in materials submitted by Proponents, or unclear wording, which was not identified by the Completeness Review Team. In these

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cases, the Financial Evaluation Team may request a clarification through the Request for Clarification process.

All of the determinations of the Financial Evaluation Team are to be made on a consensus basis. Financial Evaluation Team members should first review the Proposals individually, and then collectively arrive at the Financial Evaluation Team's consensus findings.

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PROPONENT SCORE SUMMARY SHEET

Proponent:

C. Financial Submission

Criteria	Maximum Score	Proponent's Score
1.0 Total Submission Price	450	
2.0 Quality of Proposed Financing Plan	50	
Total RFP Score for the Financial Submission	500	

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APPENDIX 8 – EVALUATION WORK PLAN AND SCHEDULE

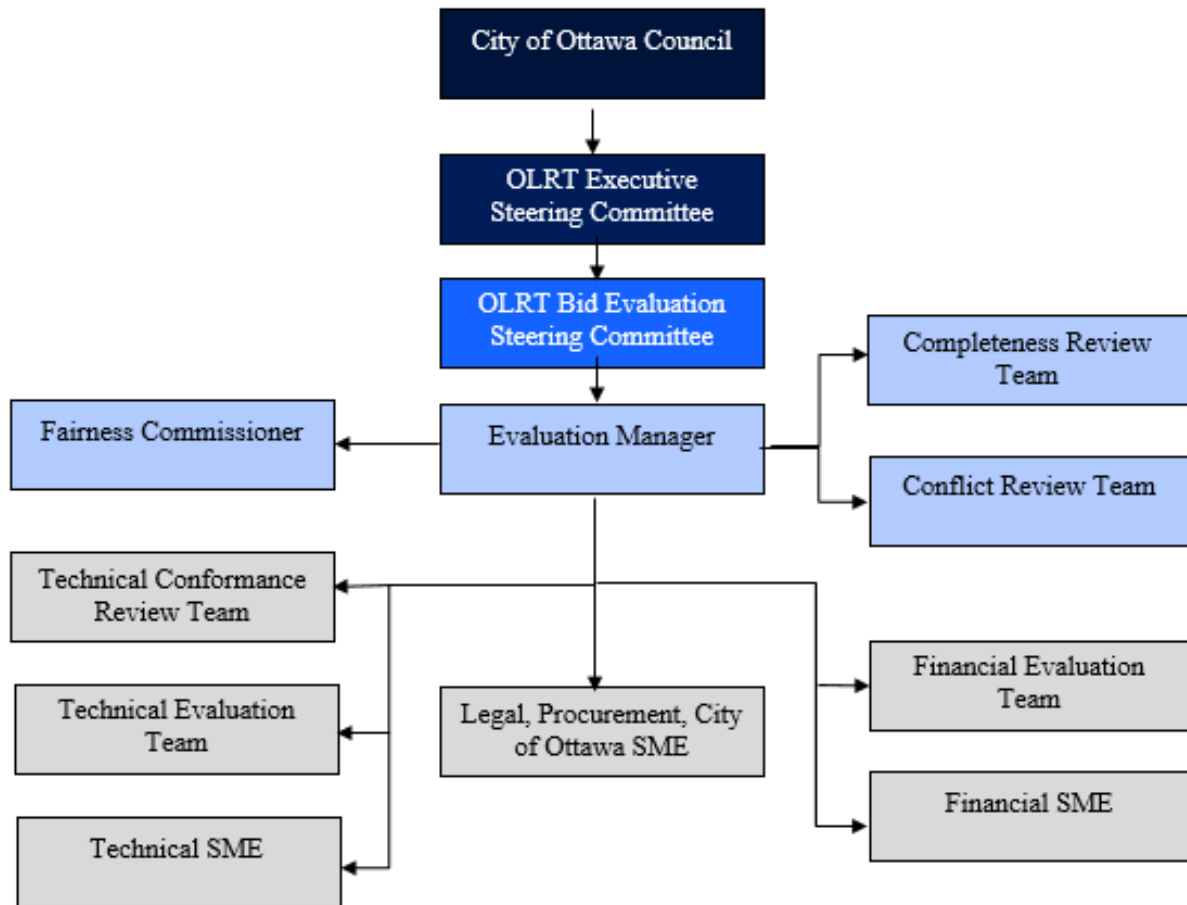
Notwithstanding the key dates below and at the discretion of the OLRT Bid Evaluation Steering Committee, these dates may be altered if deemed advantageous to the evaluation process.

Milestone	Target Date (Trillium)
Trillium Technical Submission	August 10, 2018
Completeness & Conformance Check	August 13 – 15, 2018
Conflict Clearance	August 13 – 15, 2018
Technical Conformance Review	August 16 – 31, 2018
Technical Conformance Consensus	September 5 – 6, 2018
PDC/ Fairness approval of Technical Conformance Report	September 6, 2018
Technical Conformance Report to Evaluators	September 6, 2018
Technical Evaluation	August 20 – September 21, 2018
Technical Re-Evaluation of PBS-1 Work Schedule (if necessary)	September 25, 2018
Technical Evaluation Consensus	September 26 – October 2, 2018
Trillium Financial Submission	September 21, 2018
Financial Completeness	September 24, 2018
Financial Evaluation	September 25 - October 5, 2018
Financial Consensus	October 9 – 12, 2018
Trillium First Ranked Proponent	October 15, 2018
Preferred Proponent to Council	December 12, 2018

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APPENDIX 9 – ORGANIZATIONAL CHART AND LIST OF PARTICIPANTS



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LIST OF PARTICIPANTS

Role	Name	Organization
OLRT Executive Steering Committee	Lead: Steve Kanellakos	City Manager
	John Manconi	GM, Transportation Services
	Marian Simulik	City Treasurer
	Brian Guest	Boxfish Group
	Rick O'Connor	City Solicitor and City Clerk
	Chris Swail	Director, O-Train Planning, Transportation Services
OLRT Bid Evaluation Steering Committee	Lead: Geoff Gilbert	Norton Rose Fulbright
	Simon Dupuis	Manager, Procurement & Funding, City
	Remo Bucci	Transaction Lead, Deloitte
Fairness Commissioner	Lead: Oliver Grant	P3 Advisors
	Louise Panneton	P3 Advisors
Evaluation Manager	Lead: Emily Marshall-Daigneault	City of Ottawa
	Chris Gillcash	City of Ottawa
	Cathy Burden	OE
	Raquel Gold	Technical Procurement Lead
	Katelyn Kornelsen (August only)	City of Ottawa
	Hicham Hamze (September only)	OE
	Evelyn Danilko (October only)	City of Ottawa
	Michael Harvey	Deloitte
Conflict Review Team	Martin Masse	Norton Rose Fulbright
	Chris Gillcash	City of Ottawa
	Cathy Burden	OE
Completeness Review Team	Lead: Benedict Wray	Norton Rose Fullbright
	Michael Harvey	Deloitte
	Katelyn Kornelsen	City of Ottawa
	Emily Marshall-Daigneault	City of Ottawa
Technical Conformance Team	Lead: Colin Sandler	OE
	Cathy Burden	OE
	Katelyn Kornelsen	City of Ottawa
	Emily Marshall-Daigneault	City of Ottawa
Conformance Leads	Rich Piloseno	OE
	Kelly Roberts	OE
	Paul Beede	OE
	Harrell Thomas	OE
	Jack D'Andrea	OE
	Allan Fraser	OE
	Campbell Inwood	City of Ottawa
Technical Evaluation Team	Lead: Peter Schwartzentruber	OE
	Russ Hoas	City of Ottawa
	Al Klag	OE
	Colleen Connelly	City of Ottawa
	Michael Morgan	City of Ottawa
Financial Evaluation Team	Lead: Mohammed Mehany	Deloitte
	Isabelle Jasmin	City of Ottawa
	Jeff Sward	Advisor to the City
	Denise Lamoureux	City of Ottawa
	Ash Hashim	Deloitte

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