

SCHEDULE 3

PART 3

PROPOSAL FORMAT AND EVALUATION

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A. PROPOSAL FORMAT

The Proposal is to be submitted in both printed copy and electronic copy. In the event of any conflict or inconsistency between the printed copy and the electronic copy of the Proposal, the printed copy shall take precedence.

The Sponsor may, in its sole discretion, exclude pages and/or sections from the Proposal that do not meet the requirements of this Part A.

1.0 General format requirements

The Proposal shall be submitted in the following format:

- a) Proposal shall be submitted in English;
- b) written in single spaced text, not smaller than 11-point font;
- c) sequentially numbered pages in each section of each of the Technical Submission and the Financial Submission, with a numbering system that includes the section number and the page number, such that loose sheets may be easily re-inserted into the correct place;
- d) the Proponent is to limit each component of the Proposal to the maximum number of pages for each section as set out in Part 1 and Part 2 of this Schedule 3, as applicable;
- e) the numbering placed in the following format “Copy x of x”, and on the cover of each binder or bound component of the Proposal; and
- f) a table of contents shall be included for each of the Technical Submission and the Financial Submission, with page numbers, exhibits, tables, attachments and appendices.

For clarity, the tables of contents required in Section 1.0 (f) above are excluded from the page limits.

2.0 Format for Printed Copies

The printed copies of the Proposal should adhere to the following format:

- a) double-sided on 8.5” x 11” paper and contained in standard three-ring binders or alternate secure binding where appropriate;
- b) for design narratives in Part B – Technical Submission Requirements of RFP Schedule 3, Part 1, double sided on 8.5” x 11” paper, portrait format and contained in three ring binders;
- c) single sided 11” x 17” may be used in the Proposal where appropriate (i.e. for organization charts, schedules, etc.). Where 11” x 17” format is used, it shall be contained within a separately bound volume. 11” x 17” format drawings illustrating the design concept may be bound with the explanatory text; and
- d) the drawing component of the Design Submission must be submitted in accordance with the requirements set out in Section 4.0 of Part A of this Part 3 of Schedule 3 to the RFP.

3.0 Format for Electronic Copies

The electronic copies of the Proposal should adhere to the following format:

- a) the files shall be provided in portable hard drives or USB flash drives;
- b) The Proposal shall be submitted electronically in a folder structure that matches the Proposal sections to single decimal point level (i.e. 2.2). The entire Proposal shall be submitted in both PDF and native file formats. Documents with no native file formats (i.e. scanned documents, financial statements, forms etc.) shall be submitted as PDFs. the name of the Project, the name of the Proponent and the numbering of the portable hard drives or USB flash drives (as applicable) should appear on the case of each portable hard drive or USB flash drive (as applicable); and
- c) file formats that are required for specific components of the Proposal are to be included on the portable hard drive or the USB flash drive (as applicable) in the formats indicated below:

File Format	Software Package
Text Documents	Microsoft Word
Spreadsheets	Microsoft Excel
Works Schedule – PBS-1	Primavera 6.0 – Critical Path Method Network and PDF
Drawings	Adobe PDF – All drawings shall be full size A0 or A1 paper size
Renderings	Adobe PDF

4.0 Number of Printed Copies

4.1 Part A - General Submission

For printed copies, the Proponent shall submit:

- a) one signed original marked “Original Copy” and four copies of:
 - (i) the Proposal Submission Form (Schedule 4 to the RFP);
 - (ii) Participant Conflict Screening List (Schedule 5 to the RFP);
 - (iii) Proponent Team Member Declaration (Schedule 6 to the RFP) for each Proponent Team Member;
 - (iv) Proponent Prime Team Member Certificate of Officer (Schedule 7 to the RFP) for each Proponent Prime Team Member;
 - (v) Proponent Standby Letter of Credit (Schedule 9A to the RFP);
 - (vi) Proponent Surety’s Consent (Schedule 9B to the RFP); and
 - (vii) Proponent Proposal Submission Checklist (Schedule 11 to the RFP).
- b) one original and four copies of:
 - (i) Procurement Monitoring and Implementation Plan

4.2 Part B - Technical Submission

For printed copies, the Proponent shall submit:

Part B Technical Submission Components		# of Printed Copies
Each Item detailed below shall be bound in its own separate binder. (references are to Parts/Sections of Part 1 of Schedule 3 to the RFP)		
1.	General Technical Submission (Section 1.0 of Part B)	1 original and 7 copies
2.	Design Submission (Section 2.0 of Part B)	See Below
	Written Design Submissions: The written portion of the Design Submission is to be provided in standard 3-ring loose-leaf binders together with the Design Drawing Submissions (as defined below), which are not to be mounted on presentation boards.	1 original and 7 copies
	Design Drawings Submissions: The drawings portion of the Design Submission is to be provided in two bound sets of half-size drawings, to scale, in colour where colour coded or rendered, printed on A3 (11"x17")size paper.	-
	Mainline Drawing Submission	1 original and 7 copies
	Airport Link Drawing Submission	1 original and 7 copies
3.	Construction Submission (Section 3.0 of Part B)	1 original and 7 copies
4.	Maintenance and Rehabilitation Submission (Section 4.0 of Part B)	1 original and 7 copies

4.3 Part C - Financial Submission

For printed copies, the Proponent shall submit:

- a) one original and four copies of Part C – Financial Submission, with the Price Form (Schedule 8 to the RFP) and the Financial Submission Information in separate packages;
- b) four copies of draft Lane Closure Target Letter.

For clarity,

- a) Proponents shall submit only one hard copy of the Financial Model; and
- b) Proponents shall submit the Price Form (Schedule 8 to this RFP) embedded within the Financial Model and as a separate MS Excel File.

5.0 Number of Electronic copies

For electronic copies, the Proponent shall submit:

Submission	# of Electronic Copies
Part A – General Submission	three portable hard drives, or USB flash drives, containing Part A in PDF format and in editable native file format
Part B – Technical Submission	five portable hard drives or USB flash drives containing Part B in PDF format and in editable native file format
Part C – Financial Submission	four portable hard drives or USB flash drives containing Part C in PDF format and in editable native file format.

6.0 Packaging

All boxes or other packages containing the Proposal should be clearly and legibly identified and marked with:

- a) **“Trillium Line Extension Project”**
 - b) Name of the Contact Person
 - c) Address for Submission
 - d) Proponent’s Name
 - e) Box # of #

All material in both hard copy and electronic versions associated with the Financial Submissions, including the Price Form (Schedule 8 to this RFP) and the Financial Submission Information, must be submitted in **separate, sealed** containers or packages.

B. PROPOSAL EVALUATION**1.0 General Organization of the Proposal**

- a) To facilitate the review and evaluation of the Proposal by the Sponsor, the Proponent must provide the information requested in the Submission Requirements under the same headings and numbers as used in the Submission Requirements contained in Part 1 and Part 2 of this Schedule 3.
- b) If information is relevant to more than one heading or numbered section in the Submission Requirements, the Proponent should ensure that either the information is duplicated in each relevant section or that appropriate cross references are included to indicate where the information can be found in the Proposal. Otherwise, the Proponent assumes the risk that, in evaluating and scoring a particular Evaluation Category, relevant information found elsewhere in the Proposal may be overlooked by the Sponsor.
- c) The Proponent is encouraged, where possible, to use drawings, illustrations and diagrams to emphasize or explain a component of its Proposal.

2.0 Evaluation Categories and Points

- a) The contents of the Proposal will be evaluated against the technical evaluation categories (the “**Technical Evaluation Categories**”) and the financial evaluation categories (the “**Financial Evaluation Categories**”) summarized in the table below (the Technical Evaluation Categories and the Financial Evaluation Categories are collectively, the “**Evaluation Categories**”). The organization and structure of the Evaluation Categories generally correspond to the organization and structure of the Submission Requirements contained in Part 1 and Part 2 of this Schedule 3.
- b) The evaluation and scoring process will award points in each Evaluation Category. As few as zero points will be awarded for each Evaluation Category in which the Proposal does not adequately satisfy the Submission Requirements contained in Part 1 and Part 2 of this Schedule 3. The maximum points available for each Evaluation Category are set out in the table below.
- c) The evaluation will comprise the categories identified in the table below. The Proponent’s Technical Submission will also be evaluated on the clarity of communicated ideas and integration of the requirements contained in Schedule 15 – Output Specifications of the Project Agreement.
- d) The Proponent should carefully review the whole of the RFP, Project Agreement and Schedule 15 – Output Specifications of the Project Agreement for any submission requirements that may be identified in those documents but which may not be identified in this RFP Schedule 3 Part 3 to ensure they do not omit any information that is requested elsewhere. Proponents are reminded of RFP Section 2.5 with respect to a Proponent’s responsibility to carry out its own independent research and due diligence.

3.0 Scoring

- a) The following table sets forth the Evaluation Categories and the maximum points available for scoring in each Evaluation Category.

Evaluation Categories	Maximum Points	Page Count	Minimum Score
A. PROPOSAL SUBMISSION FORMS & DECLARATIONS	NOT SCORED	N/A	N/A
Proposal Submission Form (Schedule 4 to the RFP)	Not Scored	N/A	N/A
Participant Conflict Screening List (Schedule 5 to the RFP)	Not Scored	N/A	N/A
Proponent Team Member Declaration (Schedule 6 to the RFP) for each Proponent Team Member;	Not Scored	N/A	N/A
Proponent Prime Team Member Certificate of Officer (Schedule 7 to the RFP) for each Proponent Prime Team Member	Not Scored	N/A	N/A
Proponent Standby Letter of Credit (Schedule 9A to the RFP)	Not Scored	N/A	N/A
Proponent Surety's Consent (Schedule 9B to the RFP)	Not Scored	N/A	N/A
Proponent Proposal Submission Checklist (Schedule 11 to the RFP)	Not Scored	N/A	N/A
Procurement Monitoring and Implementation Plan	Not Scored	N/A	N/A
B. TECHNICAL SUBMISSION	500		--
1.0 GENERAL TECHNICAL SUBMISSION	105	140	70%
1.1 Project Management Plan	15	30	N/A
1.2 Integrated Management System	20	30	N/A
1.3 Environmental Management Plan	15	20	N/A
1.4 Construction Communications and Stakeholder Engagement	5	10	N/A
1.5 Works Schedule PBS-1	30	10	70%
1.6 Risk Management Plan	5	10	N/A
1.7 Systems Integration Management Plan (SIMP)	15	30	N/A
2.0 DESIGN SUBMISSION	165	250	70%
2.1 Civil and Guideway Design Submission	25	50	N/A
2.2 Utilities, Geotechnical, Drainage and Stormwater Management, Urban Design, Landscape Architecture	25	45	N/A
2.3 Systems Design Submission	25	40	N/A
2.4 Stations Design Submission	30	40	N/A
2.5 New Walkley Yard Design Submission	20	30	N/A
2.6 New Vehicle Fleet Design Submission	20	30	N/A
2.7 Airport Link	0	N/A	N/A
2.8 System Safety and Security Construction	10	15	N/A
2.9 Dows Lake Tunnel Design Submission	10	10	

Evaluation Categories	Maximum Points	Page Count	Minimum Score
3.0 CONSTRUCTION SUBMISSION	105	130	70%
3.1 Emergency Response Plan	10	20	N/A
3.2 Traffic and Transit Management Plan and Construction Access Management Plan	25	40	N/A
3.3 Construction Management Plan	40	40	N/A
3.4 Testing and Commissioning Plan	25	25	N/A
3.5 Health and Safety Certification	NOT SCORED	No Limit	N/A
3.6 Lane Closure Target Letter and Traffic Mobility Management Plan (Lanes) – Appendix A	5	5	N/A
4.0 MAINTENANCE AND REHABILITATION SUBMISSION	125	90	70%
4.1 Maintenance and Rehabilitation Approach to Part 1 of Schedule 15-3 of the Project Agreement;	40	30	N/A
4.2 Maintenance and Rehabilitation: Approach to Appendix A of Schedule 15-3 of the Project Agreement;	40	30	N/A
4.3 Maintenance and Rehabilitation: Approach to Appendix B of Schedule 15-3 of the Project Agreement; and	35	25	N/A
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	5	N/A
C. FINANCIAL SUBMISSION	500		--
1. Total Submission Price	450		N/A
2. Quality of Proposed Financing Plan	50		70%
MAXIMUM POINTS AVAILABLE	1000		--

- b) The Proponent should note the following applicable minimum scores:
 - (i) seventy percent of available points for the General Technical Submission (the “**General Technical Submission Minimum Score**”);
 - (ii) seventy percent of available points for the Design Submission (the “**Design Submission Minimum Score**”);
 - (iii) seventy percent of available points for the Construction Submission (the “**Construction Submission Minimum Score**”); and
 - (iv) seventy percent of available points for the Maintenance and Rehabilitation Submission (the “**Maintenance and Rehabilitation Submission Minimum Score**”); and
 - (v) seventy percent of available points for the Quality of Proposed Financing Plan (the “**Financing Plan Minimum Score**”).
- c) If a Proponent fails to achieve any of the General Technical Submission Minimum Score, Design Submission Minimum Score, Construction Submission Minimum Score, or the Financing Plan Minimum Score, the Sponsor may, in their sole discretion, determine whether that Proponent’s Proposal will continue to be considered in the RFP Process. In considering whether the Proponent’s Proposal will continue to be considered in the RFP Process, the Sponsor may take into account, among other matters, any one or more of the following:
 - (i) the severity of the failure to achieve the applicable minimum score;
 - (ii) the Proponent’s total Technical Submission or Financial Submission score; and
 - (iii) whether multiple Proponents have failed to achieve a minimum score.

4.0 Further Information on the General Submission

4.1 Procurement Monitoring and Implementation Plan

Each Proponent shall submit a procurement monitoring and implementation plan setting out how the Proponent and the Proponent Team Members would ensure:

- a) all procurement practices undertaken by the Proponent and the Proponent’s Team Members comply with Applicable Law;
- b) all Subcontractor bid submissions are kept confidential by the Proponent;
- c) all employees and representatives of the Proponent who are involved in procurement processes are appropriately trained in their legal obligations with respect to procurement in Ontario and Canada;
- d) monitors and reports on the procurement practices of the Proponent and the Proponent Team Members to ensure compliance with the Procurement Monitoring and Implementation Plan;
- e) all Subcontractors are contractually obliged to adhere to the Applicable Law in respect of their procurement practices; and
- f) a complaints system is in place during the RFP Process and during the term of the Project which will address procurement complaints brought by Subcontractors as to the procurement practices of the Proponent, Proponent Team Members, and any Subcontractor.

(the “Procurement Monitoring and Implementation Plan”).

The Preferred Proponent’s Procurement Monitoring and Implementation Plan shall, subject to review by the Sponsor, be attached as Schedule 19 to the Project Agreement.

5.0 Further Information on Scoring of Financial Submission

5.1 Total Submission Price

- a) The Sponsor will review and perform their own analysis of the Financial Model and the Total Submission Price calculation provided by the Proponent;
 - b) The lowest Total Submission Price will be awarded the maximum points available for Total Submission Price (450 points) and the Sponsor will deduct 30 points from the maximum points available for Total Submission Price (450 points) for every percentage point by which the Proponent’s Total Submission Price exceeds the lowest Total Submission Price.
 - c) For clarity,
 - d) the Total Submission Price of the Proponent will be evaluated in accordance with the steps outlined in Section 6.5 of the RFP; and
 - e) the Total Submission Price, as defined in Schedule 3, Part 2 of the RFP, will be used to determine if the Proposal is below or equal to the Affordability Cap as outlined in Section 6.5 of the RFP.

5.2 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 criteria:

- a) The achievability and robustness of the financing plan proposed as evidenced by:
 - (i) Quality and strength of the various investors (for example, credit status, credit rating);
 - (ii) Levels of commitments provided by all investors (including equity funds (if applicable), lenders etc.);
 - (iii) Confirmation of credit committee approval(s) to fund the Project;
 - (iv) Risks associated with the level of direct or indirect conditions that might contradict with or affect any relevant contracts (such as the Lenders’ Direct Agreement) and Lending Agreements;
 - (v) Risks associated with achieving Financial Close due to the inclusion of any Material Adverse Change clauses (“MAC”) or flex conditions in the lending terms and strategies/plans proposed by the Proponents to eliminate and/or mitigate risks associated with such terms and conditions;
 - (vi) Plan to achieve Financial Close including, but not limited to, obtaining all necessary approvals required by investors and/or addressing condition precedent to Financial Close and/or obtaining more efficient financing prior to Financial Close;
- b) The stability of the financing structure and model as evidenced by:
 - (i) The level of volatility to changes in underlying interest rates (prior to Financial Close);

- (ii) Make whole requirements in the event of pre-payment; and
 - (iii) The proportion of inflation indexed payments;
- c) Risks associated with the Sponsor's ability to undertake a System Extension as outlined in Schedule 36 of the Project Agreement and/or to execute Equity Purchase Agreement(s) substantially in the form included in Appendix A to Schedule 36 of the Project Agreement. Such risks to be taken into consideration shall include, without being limited to, the use of drop-down agreement with the Construction Contractor or the Maintenance and Rehabilitation Contractor that are deemed to include provisions not aligned with standard, market-accepted provisions, particularly with regards to termination clauses.

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.