

QUESTIONS AND ANSWERS – APRIL 15, 2014

**FOR THE NEW BRIDGE FOR THE ST. LAWRENCE CORRIDOR
PROJECT (NBSLC)**

FOR THE GOVERNMENT OF CANADA

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| 54 | Package 1: with regard to the response Declaration Form, if the Respondent is a consortium with multiple members, is it expected that each of the members would complete and submit a set of forms, or is this required of just the member authorized to represent the other members? | If the Respondent is a consortium with multiple members than only one Response Declaration Form is required to be filled out but each Member Representative's signature must appear on the form. Please see Addendum 004 for a revised version of the form to allow for additional signatures. |
| 55 | RFQ Reference: Appendix C, Package 5, 5-3 & 5-6(d).

Sections 5.3 and 5.6(d) request teams to provide a list of key people for the construction of bridges and also for the construction of highways. Because this is a single project, the bridge construction and highway construction will be managed on a consolidated basis under certain areas of expertise (ex: project management, quality & health and safety). For these areas of expertise, is it acceptable for teams to provide the same key person for both roles (i.e. project manager – bridge and project manager – highways be the same key individual) or are separate individuals required to be put forward? | In certain cases only, it is acceptable for Respondents to propose the same Key Individual for more than one role.

A chart has been included to indicate which Key Individuals have a single function (to be filled by one Individual), and which can be split into more than one function (to be filled by multiple individuals).

Please see Addendum 004. |
| 56 | Appendix A - Definition of a Prime Member: Given the importance of the tolling function and given the fact that the scope of the tolling services will not permit a weighting of 25% of the overall O&M function, would the Procurement Authority permit a toll | No, Canada will not be amending the definition of Prime Member to allow for a Tolling O&M Prime Member. However, Canada has allowed for Tolling Subcontractors. |
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provider who joins a team under an exclusive basis to be considered as a Prime Member?

Please see Addendum 004.

57

Packages 3 to 7 / Definition of Key Individuals

We understand that Canada is requesting that the Respondent indicates the following specific Key Individuals roles that are repeated across different disciplines for package #3 to #7. Please confirm that the Respondent has the flexibility to propose different or the same Key Individual(s) for the roles indicated in the table above. For example, three different Key Individuals could be presented as Project Manager for each of the Packages 4, 5, and 6.

In certain cases only, it is acceptable for Respondents to propose the same Key Individual for more than one role.

A chart has been included to indicate which Key Individuals have a single function (to be filled by one Individual), and which can be split into more than one function (to be filled by multiple individuals).

Please see Addendum 004.

58

Section 13: Status and Availability of Key Individuals and Changes to Respondent Team. Given the amount of time that will pass between the date of this RFQ and commencement of the O&M activities (4 years from now), it is difficult for any company to give the level of certainty for Key Individuals that is required by Subsection 13.3 and 13.4. For example, an employee may be listed as a key individual for the RFQ submission, but that employee would have to forgo any interim internal employment opportunities while they wait for the start of the O&M activities or be appointed to another position within the company. Given the protection that the Procurement Authority has with a consent right over any substitution, can the Procurement Authority consider modifying 13.3 and 13.4 with the following to add some flexibility: "If a Respondent wishes to

Please see Addendum 004.

replace any of the O&M Key Individuals proposed by the Respondent, it may submit a proposed substitute with at least the same level of qualifications and experience. The Procurement Authority has the right to accept or reject the substitute. 13.4 The Respondent must advise the Procurement Authority of the reason for the substitution and provide the name, qualifications and experience of the proposed replacement.

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| 59 | In the RFQ, Appendix C, Package 3, Criterion 3-2 (page 38), the Respondent is required to provide the Construction Prime Member's Financial Package. If a Construction Prime Member is a legal entity (Entity A) which is a subsidiary of another entity with stronger financial credentials, what are the submission requirements? Are the Financial Packages required for both the parent and its subsidiary (perhaps with a letter from the parent confirming that it will support its subsidiary)? | Prime Members may submit information from its Parent Company with its response, however the Response must include a detailed description expressing the relationship and the Parent Company must be prepared to provide the necessary financial guarantees and technical support on behalf of the subsidiary.

Please see Addendum 004. |
| 60 | Can electronic signatures be utilized? | No, electronic signatures are not acceptable. |
| 61 | Will all financial statements have to be converted into CAD? | There is no need to convert the currency on Financial Statements. |
| 62 | Will parent company support letters be required to be submitted together with the response to the RFQ so as to evidence financial support and/or key individual support offered by such parent company to Equity Members and/or Prime Members? | Yes, support letters must be submitted with the response. Equity Members will require a Letter of Support from their Parent Company, and Prime Members will require a detailed description of the legal relationship between them and their Parent Company. Parent companies must be prepared to provide the necessary financial guarantees and technical support on behalf of the subsidiary.

Please see Addendum 004. |
| 63 | Section 5 Construction of Bridges and Highways: For Key Construction Individuals (5.3 and 5.6), is it required | Please see Addendum 004. |

to have two Project Managers (PM), with one for bridge construction, the other for highway construction. It there going to be an overall PM Key Individual to be nominated for overall project (including the Bridge and Highway), or is there the expectation that one of the 2 PMs (Bridge and Highway) will be the overall project PM?

64 Section 6-3 Key Individuals for Bridge and Highway Operation and Maintenance: The Key Individual for the Project Manager will be the individual in charge of overseeing all O&M activities. Based on previous experience, we understand that this Individual will be in charge of the whole project during the operation stage. Can we then assume that this role is equivalent to the Chief Executive Officer (CEO) of the Project Co., or at least the Chief Operations Officer (COO)? The understanding of the level of seniority and responsibilities of this role will allow us to better understand the requirements for the other key individuals. Please see Addendum 004.

65 Appendix A: Glossary and Definitions, Pages 24 and 25: Please modify the definition of "O&M Prime Member" to include legal entities with 20% or more of the O&M activity. Given the size of the Project, 20% is aligned with common market practice. Canada will not be amending the definition of a Prime Member, however Canada has allowed for Tolling Subcontractors. Please see Addendum 004.

Key Individuals refers to a specific role or person, as defined in Appendix A – Glossary and Definitions. Please see Addendum 004 for more information on Key Individuals.

Please clarify: Does the definition of Key Individuals encompass persons and companies? Are dedicated subcontractors and/or advisors and/or sub-consultants considered Key Individuals?

Third Party Experts are defined as Key Individuals, and therefore a specific role or person, as defined in Appendix A – Glossary and Definitions.

Does the definition of Third Party Experts encompass persons and

companies? Are dedicated subcontractors and/or advisors and/or sub-consultants considered Third Party Experts?

66 Appendix B: Response Declaration Form, Page 30: Please see Addendum 004.

Please modify “Name of Firm” to “Name of Entity” or “Name of person(s) or entity(ies) or joint venture or consortium.”

Please clarify the difference between “Name of Respondent’s Representative” and “Name of Authorized Signatory.”

67 Appendix A: Glossary and Definitions, Pages 24 and Appendix B: Directors of the Respondent Team, Page 32: No, a Respondent and an Equity Member are not equivalent. As per Appendix A Glossary and Definitions, a Respondent means the person or entity submitting a response and an Equity Member forms part of the Respondent Team.

Please clarify that “Respondent” is equivalent to “Equity Member(s).”

The Respondent may be a yet to be incorporated entity. In this case, the Respondent will not have affiliates. Please confirm that “Respondent and its affiliates” is equivalent to “Equity Member(s) and its affiliates.”

Please see Addendum 004 for updated definitions.

68 Appendix C: Rated Evaluation Criteria, All Packages: Respondents should identify the currency in which the project was paid. Canada will convert the dollar values based on the posted Bank of Canada rate on the date of RFQ closing.

With regards to project experience, what currency should be used to identify project value or cost or financing? If Canadian dollars, what exchange rate (date and publication) should we use to convert foreign currency?

69 Appendix C: Package 2, Page 34: Please see Addendum 003.

For Criterion 2-1, please confirm that a total of five pages is expected (two 11x17 organizational charts and three

8.5 x 11 pages with text)

70

Appendix C: Package 3-FINANCIAL CAPABILITY AND FINANCING ABILITIES, Page 40:

With regards to Criterion 3-5, please confirm that “long-term financing” refers to post-construction financing, and if there is a minimum tenor (years) requirement

Please consider amending the project financing requirement such that:

o Each project should have involved a long-term financing structure (bank borrowings or bonds); AND

o Have a total financed value of >\$500MM

With respect to the above, there have not been a large number of PPP projects that have had >\$500MM of long-term financing put into place given the large amount of public capital invested in the form of milestone/completion payments

Long term Financing refers to a debt with 10 years tenure or more, after substantial completion.

Canada will not be amending the project financing requirements.

71

Appendix C: Rated Evaluation Criteria, Criteria: 4-3, 4-6, 5-3, 5-6, 6-3

Information regarding the Key Individuals Project Manager, Quality Manager, Design Manager, Construction Manager, Safety Officer, and Environmental Officer is requested under multiple criteria.

At the Industry Day on March 31, 2014, it was mentioned that only eleven Key Individuals were needed as part of the statement of qualifications. When we read the RFQ, however, we identify twelve: Director of Finance, Project Manager, Lead Architect, Lead Structural Engineer, Design Manager,

Please see Addendum 004.

Quality Manager, Lead Highway Engineer, Construction Manager, Safety Officer, Environmental Officer, OMR Manager and Toll Operation Manager. Please clarify.

o Furthermore, based on the industry day, and the count mentioned above, we assume that the RFQ anticipates persons that meet multiple criteria will be nominated. For example, one person would be nominated to be the Safety Officer during construction and O&M. However, if one person does not have the experience to satisfy multiple criteria, please clarify if two different persons can be named after the same Key Individual role defined in the RFQ. For example, can a Design Quality Manager and a Construction Quality Manager be nominated to satisfy, aggregately, the Quality Manager role? Or can two Project Managers be nominated, one for the SPV (or Developer) and one for the DBJV (or Lead Contractor)?

72 Appendix E: RFQ STANDARD INSTRUCTIONS, Joint Venture Section 14.1, Page 84:

Please consider removing 'requirement b' (obtaining a Procurement Business Number) and making it a requirement for the RFP phase instead.

Obtaining a Procurement Business Number (PBN) will be a requirement at the RFP stage.

Please see Addendum 004.

73 Appendix A: GLOSSARY AND DEFINITIONS, Page 23:

The definition of "Financial Institution" reads that the entity must have a place of business in the Province of Quebec (... "and, that has a place of business in the Province of Quebec;")

Canada will not be amending the definition of Financial Institution.

With a number of international entities looking at submitting a response to the RFQ, not all will have established relationships with Canadian Financial Institutions that have a place of business in Quebec

Please remove the requirement for a Financial Institution needing to have a place of business in Quebec.

74 The evaluation grid does not mentioned economic spinoffs. Should we expect that once the three proponents have been selected that they will include in their final submission information on their choice of subcontractors or supplier of materials within Quebec or Canada?

There are no requirements to hire or engage local partners.

75 We have heard that there is a requirement about architecture and some concern about UNESCO. What will be the type of requirements in the design domain? In the second step of the competition you'll select the lowest price. Is lowest price not a contradiction with the request architectural elegance?

The RFP will outline specific criteria that will set a standard of design, architecture and engineering. Technically compliant proposals will have to meet the standards set out in the RFP.

76 Will bidders of countries that we have equal access to, with reciprocity agreements, be allowed to participate in the process?

Canada is open to doing business with companies that are open to Canada's commercial obligations and that are covered by Commercial Agreements, and International companies are invited to participate. When it comes to a Private-Public Partnership, the Proponent will have to create a legal Canadian entity in order to manage the project over its 35 year concession period.

77 Are there fixed dates for the RFP release in July and the submission deadline in February? There is a potential of 2 months difference, depending on if the dates fall early or late in the month.

Canada will publish the dates over the next few weeks, as soon as they become available.

78 With regards to Equity Partners (Equity Members), when one of the

If one of the Equity Members is a fund, they are exempt from sending the Board of Directors. When submitting

equity members is a fund, which is a limited partnership, there is no structure as such as a corporation with a Board of Directors. Who are you expecting us to list as the Board of Directors?

the names of the Board of Directors in their response, Respondents must indicate that the Equity Member is a Limited Partnership and that there is no Board of Directors.

79

In some procurements, we've seen the requirements for a key individual satisfied by the submission of, say, two people sharing the job. Some of the requirements for key individuals are quite extensive. So when you say key individuals, do you mean a single person or can those requirements be satisfied by, say, a lead and a deputy who combined satisfy the qualifications?

Please see Addendum 004.

And then if we believe that there's one or more other key individuals who are really integral to the team, is there anywhere in the document that we can sort of name those key individuals?

80

In sections 4-3, 4-6, 5-3, 5-6, 6-3, 7-3 the RFQ requires to present Key Individuals including a Project Manager. Can you please provide more background on what is envisioned for the Project Manager role in each one of these sections? Does the RFQ require that there is a separate Project Manager for each one of these sections or the intent is that there is a single Project Manager for the entire duration (35 years) of the Project? The same question applies to Quality Manager.

Please see Addendum 004.

We would like to note that in our opinion it is at least necessary to have a different Project Manager for the Design/Construction period and one for the Operations/Maintenance period.

81	For criterion 3-8, please confirm that the required letter(s) of intent for letters of credit and / or bonding may be provided on behalf of either the Equity Members or the Construction Prime Members.	The team as a whole must meet this requirement. Please refer to Package 3, 3-8 Evaluation Criteria – The Equity Members and Prime Members can provide individual guarantees whereby the aggregate value of the guarantees will be equivalent to the required total.
82	If the Respondent is a joint venture or team, please confirm whether the Response Declaration Form must also be signed and submitted on behalf of each Equity Member or Prime Member.	If the Respondent is a consortium with multiple members then only one Response Declaration Form is required to be filled out but each Member Representative’s signature must appear on the form. Please see Addendum 0-04 for a revised version of the form to allow for additional signatures.
83	If a corporation with multiple shareholder is the Respondent submitting a Response, please confirm whether or not the Response Declaration Form must also be signed and submitted on behalf of each shareholder of said corporation	If the Respondent is a consortium with multiple members then only one Response Declaration Form is required to be filled out but each Member Representative’s signature on the form. Please see Addendum 004 for a revised version of the form to allow for additional signatures.
84	In section 3-8, our interpretation is that either the Equity Members or the (Construction) Prime Members, or both, can provide the required letter(s) of intent. Please confirm.	The team as a whole must meet this requirement. Please refer to Package 3, 3-8 Evaluation Criteria – The Equity Members and Prime Members can provide individual guarantees whereby the aggregate value of the guarantees will be equivalent to the required total.