

QUESTIONS AND ANSWERS – APRIL 23, 2014

**FOR THE NEW BRIDGE FOR THE ST. LAWRENCE CORRIDOR
PROJECT**

FOR THE GOVERNMENT OF CANADA

85	Will project and Key Individual experience of affiliates of Equity Members and Prime Members, respectively, count as if experience of Respondent?	Please see Addendum 004 and Question and Answer 62.
86	<p>Appendix B: Response Declaration Form, Page 29:</p> <p>Can Respondent use the Third Party Experts table to name dedicated sub-contractors and/or advisors and/or sub-consultants if Respondent is not proposing employees of Third Parties as Key Individuals?</p>	<p>Respondents can use the Third Party Experts Table in the Response Declaration Form to name dedicated advisors that are not employees of Prime Members or Equity Members. Names of those that are employees of Prime Members or Equity Members are to be listed as Key Individuals.</p> <p>This table cannot be used to name Subcontractors or Subconsultants.</p>
87	<p>Appendix C: Package 3-FINANCIAL CAPABILITY AND FINANCING ABILITIES, Page 40:</p> <p>With regards to Criterion 3-5, please confirm if there is a preference for transportation project examples vs. for example, social projects? Is there a scoring benefit to utilizing transportation project examples?</p>	As per Package 3, Criterion 3-5, Evaluation Criteria, the Respondent must demonstrate experience with project financing that is similar in scope and in nature to that required for the New Bridge of the St. Lawrence Corridor Project (“Project”). Comparability of the submitted projects to the Project will be evaluated.
88	The evaluation criteria of Criterion 5.1 and 5.4 states that “the Response will be evaluated on the degree to which each project is deemed comparable to the Project in terms of scope, complexity, content and delivery schedule and to which the listed sub-criteria are demonstrated”. The following sentence mentions that “Responses will also be evaluated	Responses will also be evaluated based on the degree to which the submitted projects collectively demonstrate all the listed sub-criteria. Accordingly, both the degree to which projects meet several of the subcriteria on an individual basis and all of the criteria on a collective basis will be considered.

based on the degree to which the submitted projects collectively demonstrate all the listed sub-criteria”.

We request that the scoring mechanism is clarified:

- Is the objective that each project reference individually meets as many sub-criteria as possible?
- Or is the objective that all project references as a whole will collectively cover as many sub-criteria as possible?

89 Appendix A - Definition of Prime Member: Would the Authority consider allowing Respondents to designate certain team members providing critical activities to the Project as a Prime Member, such as the Tolling Systems Operations and Maintenance, even though that team member does not hold the prescribed percentage of this activity specified in the definition of Prime Member? Please see Addendum 004 and Question and Answer 56.

90 Criterion 2-1, Requirement D – Given that it appears completeness of Teaming Agreement(s) will be evaluated separately, we hereby request that such Teaming Agreement(s) be allowed to be provided as an appendix to said section, and that such appendix not count towards the relevant 5 page limit. Please see Addendum 003 and Question and Answer 25.

91 Criterion 2-2. Refers to “A description of three (3) comparable projects where two or more of the Respondent Team members ... • ... which reached substantial completion in 2009 or later;” Projects should have reached Substantial completion in 2007 or later. Canada requests that Substantial Completion has been reached by the NBSLC RFQ Response Submission Deadline. Please see Addendum 004.

This description limits certain experience that could be directly comparable to the Project and relevant

to the evaluation, for example projects that have achieved financial close, where operations, maintenance and tolling activities are being undertaken but substantial completion has not yet been achieved.

We therefore request that the criterion be amended as follows "which reached substantial completion in 2009 or later or where the respondent can demonstrate substantial achievements in design, construction, operations and maintenance."

92 A "Project Manager" is identified as a key individual in the O&M experience in Criterion 6-3 .and in the Tolling experience in Criterion 7-3. We see advantages in co-ordinating these roles through the appointment of a single individual with the experience necessary for effective oversight of both sets of activities.

Please see Addendum 004.

Please confirm that we would be at no disadvantage in the evaluation should we choose to present one individual to perform both of these Project Manager roles.

If we choose to combine the Project Manager roles please confirm if we would be permitted to propose an additional key individual for example Deputy Project Manager.

93 Given the specifics of the "toll installation and collection" in the Project, it is very likely that the Tolling O&M activities are performed by a specialized company.

Please see Addendum 004 and Question and Answer 56.

Is Canada considering to add a "Toll installation and collection Prime Member" in order to give respondents the possibility to address correctly the

requirement of criterion 7.1 of Package 7: “ The Respondent should provide a description of two tolling O&M projects on highways and/or bridges in which the Prime Member(s) displayed their tolling experience.”?

94	<p>1. Is supplier required to team up with other proponent and be identified on RFQ response?</p> <p>2. If supplier has to team up, is it possible to become a member in multiple teams?</p>	<p>Supplier is not a term defined in the RFQ. Please refer to Appendix A – Glossary and Definitions.</p> <p>Subsection 1.1.3 - Eligibility states that any interested party or parties may submit a Response to this RFQ. Respondents may be individuals, corporations, joint ventures, consortia, partnerships or any other legal entity. Further definitions can be found in Appendix A – Glossary and Definitions. Please note that Prime Members, Equity Members and Third Party Expert are exclusive to one Respondent.</p>
95	<p>I understand the presentation material used during the Industry Day on March 31st is supposed to be posted on buyandsell.gc.ca, but haven't seen it. Could you let me know if it's been posted or not?</p>	<p>Links to the Information Session and Site Visit have now been posted on BuyandSell.</p> <p>https://buyandsell.gc.ca/procurement-data/tender-notice/PW-NB-001-64871</p>
96	<p>Lors de la journée de présentation du 31 mars 2014, M. Brazeau a mentionné que les acétates de sa présentation seront disponibles sur le site web "achatsetventes".</p> <p>J'ai certainement mal cherché car je ne l'ai pas trouvé. Pouvez-vous me donner la page web où sa présentation a été déposée ?</p>	<p>Please see Questions and Answer 95.</p>
97	<p>In the evaluation criteria of sections 4-4 and 5-4, the RFQ refers to “highway structures”. Would it be possible to define that term?</p>	<p>“Highway Structures” refer to civil engineering structures typically found in highway infrastructure including but not limited to overpasses, underpasses, pedestrian tunnels, retaining walls, culverts, buried structures, and confinement walls.</p> <p>Please see Addendum 005.</p>
98	<p>The Response Declaration Form (pages 28 and 29) indicates that the response is submitted by the Respondent Team</p>	<p>Please see Appendix A - Glossary and Definitions. Third Party Experts are Key Individuals who are exclusive to</p>

	consisting of Equity Members, Prime Members and Third Party Experts. In Appendix A – Glossary and Definitions, Respondent Team is meant to include “the Respondent and its Equity Members, Prime Members and Key Individuals”. Please clarify.	one Respondent.
99	RFQ Reference: Appendix B, Section 4. Please confirm whether the official version of the Project Agreement to be circulated and concluded during the RFP stage will be the English language or the French language version.	Please see Appendix B - Mandatory Forms and Certifications. Subsection 4 of the Response Declaration Form is seeking the language preference of the Respondent for correspondence and documentation. The documents will be made available in the preferred language of the Respondent.
100	RFQ Reference: Appendix E, Section 11. Please confirm that Respondents will not, in either RFQ stage or the RFP stage, be required to obtain an authorization under the Integrity in Public Contracts Act (Quebec).	Respondents and Proponents will not be required to obtain authorization under the Integrity in Public Contracts Act which is a Quebec provincial legislation.
101	In addition to the 10 page limit allowed under the corporate profile section of the RFQ (page 31), we request the use of an 11x17 to show the organization chart.	Please see Addendum 004.
102	In Appendix B – Mandatory Forms and Certifications - List of Directors of the Respondent Team requires the “names of all individuals who are currently members of the board of directors of the Equity Members and Prime Members of the Respondent Team”. If an Equity Member is part of an investment fund which is a limited partnership which does not have a board of director but is in fact managed by a Fund Advisor, should we list the Investment Committee Members for the Fund Advisor in the Directors of the Respondent Team list?	Please see Question and Answer 78.
103	On the financial capabilities, can you explain why you’ve required the design	Canada will not change the requirement.

firms to provide their financials as your guarantee for design quality will be wrapped by the design builder? It's a little difficult to understand why you need financials from the designers since they will have no financial exposures.

104	Evaluation of Construction Prime Members' Financial Package will be based on each Construction Prime Member's proportional participation in the Project (criterion 3.2). Should this proportionality not be adapted in case of a joint and several partnerships which extend the protection of the strongest Construction Prime Member for the whole partnership? If not, how will each Prime Member be evaluated taking into account that the combined Prime Members might have a lower participation in the Project than 100% given the presence of members which are not Prime Members? Could members which are not Prime Members be involved in the evaluation criteria for criterion 3.2 as well?	Criterion 3-2 evaluates the financial capability of the Construction Prime Member. If the Construction Prime Member is a joint venture, the financial package of each joint venture member will be evaluated to determine the financial capability of the Construction Prime Member. If the Respondent has more than one Construction Prime Member, each will be evaluated based on the proportion of their participation.
105	Appendix E, section 2 - Applicable Law. It is understood that the RFQ will be governed by laws applicable in Quebec, including applicable Federal laws. In terms of provincial / local licenses and authorizations, are respondents required to apply for such including the AMF Authorization or RBQ license for the RFQ? If so, please advise which ones and when they need to be in place by.	Licenses and authorizations will not be required at the RFQ stage. These responsibilities will be defined at the RFP stage.
106	Projects comparable in size, scale and features to the NBSL Project can take a number of years to implement and consequently only a few close in any year. The best qualified individuals who meet the experience	The date for Financial close for projects submitted for Criterion 3-7 has been changed. Please see Addendum 004.

requirements for the Director of Financing will typically work intensively on all aspects of structuring a comparable project over an extended period of time. Sometimes successfully obtaining fully committed financing to support a bid does not result in a financial close because the bid itself is not successful. For these reasons, the requirement that a single individual demonstrate 3 projects which have reached financial close since 2010 too restrictive.

We suggest the following amendments to this requirement.

- that the Director of Financing's experience should be capable of being met and supplemented by the inclusion of experience of other key individuals within the financing team proposed for the NBSL project.

- that the time period for satisfaction of financial close of nominated projects should be extended to the past ten years.

- that the evaluation criteria are expanded to include comparable projects for which fully committed financing was secured to support a bid but where that financing did not proceed to financial close.

107

Criterion 2-1 helpfully allows respondents two 11x17 pages for the purpose of organizational charts. It would be very helpful if this provision was also allowed in the following sections which we believe would also benefit from the inclusion of detailed organizational charts: 4-2, 4-5, 5-2, 5-5, 6-2, and 7-2.

Please see Addendum 005.

108

We note that in Appendix A to the

Please see Addendum 005.

document the term “Bonding Company” is defined as follows (excerpt): Bonding Company means a company appearing on Treasury Board's Contracting Policy, Appendix L - Acceptable Bonding Companies, at the following address: <http://www.tbs-sct.gc.ca/pol/doc-eng.aspx?id=12027§ion=text#appl>

We note that the link provided in this definition is for an archived html page published December 2008. On that list we note that our company appears under its former name. This information is no longer current.

We note also that the current list of Acceptable Bonding Companies published August 2013 and found at <http://www.tbs-sct.gc.ca/pol/doc-eng.aspx?section=text&id=14494#appl> correctly shows this information.

We would respectfully ask that you consider issuing an addendum updating the definition of Bonding Company in Appendix A to show the current list of Acceptable Bonding Companies.

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| 109 | In section 1.4 (e) Payment deductions, it is stated that the Project Agreement will permit Canada “to make deductions from the Service Payments if the Private Partner fails to make the Project available for use as required by the Project Agreement, or otherwise fails to meet defined performance standards”. As stated in the definition of Service Payments, such deductions could also apply to “toll operation and maintenance”. Can Canada precise whether such service and/or performance requirements of the Project Agreement that shall trigger deductions will apply to the | Canada plans to make this information available at RFP issuance. |
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performance of the tolling equipment itself or to the failure to collect the revenue generated by the vehicles using the Project?

110 On page 24 of the RFQ, a design prime member is defined as someone with “20% or more of the design activity”. Will ‘Design of Bridges’ and ‘Design of Highways’ as covered by Criteria 4-1 to 4-3 and 4-4 to 4-6 respectively, be considered separate design activities in evaluating responses to the RFQ? Are these the only separable design activities?

In the Evaluation Criteria 4-1 to 4-3 apply strictly to the Design of Bridges where as 4-4 to 4-6 apply strictly to the Design of Highways. As for the definition, please see Appendix A – Glossary and Definitions for definition of Design Prime Member.

111 In the RFQ, Appendix C, Package 3, Criterion 3-2 (pages 38-39), the Respondent is required to provide the Construction Prime Member’s Financial Package.

Please see Question and Answer 104.

In the Evaluation Criteria, it is indicated that “Should the Respondent have more than one Construction Prime Member, the evaluation will be based on each Construction Prime Member’s proportional participation in the Respondent”.

If a respondent has a construction team with one or more construction firms that are members of a construction joint venture but that are not Construction Prime Members (i.e. with less than 25% of the construction activity), will their contribution to the overall financial strength of the construction team be valued? If so, we would assume that they would need to provide financial packages. Please confirm.

112 Section 1.2.2 Project Components, Page 8:

a) With regards to operations, please

Canada will specify at the RFP stage.

clarify the scope under the heading Tolling Infrastructure and Intelligent Transportation Systems. Will Private Partner be responsible for i) issuing transponders and managing transponders inventory, ii) ensuring interoperability, iii) processing toll transactions, iv) managing customers' accounts, v) collecting toll payments, and/or vi) providing customer service?

b) Please provide clarification regarding the statement "this component is expected to be phased in once the components become operational." i) What does "phased in" refer to? ii) To the completion of what components is the completion of the Tolling Infrastructure and ITS attached to? The New Bridge for the St. Lawrence with expected completion in 2018 or all other components with expected completion in 2020?

113 The RFQ does not seem to require the presentation of the Key Individual who will be in charge of the Project Co. (the Concessionaire). We propose to introduce the position of Project Director. If we do so, will this Key Individual be evaluated? Positions that are not required Key Individuals can be presented in the Corporate Profile. Only Key Individuals will be evaluated.

114 The RFQ states that the government agency will be retaining the toll revenue risk, which typically means the customer service operations are managed by the government agency. Does the government agency plan to have a regional toll operation run by the government that signs up customers, processes the toll transactions and answers customer calls? Or is there a chance that the toll operations / customer service will be procured separately by the government agency before Canada will specify at the RFP stage.

construction completion? The RFQ mentions “enforcement of tolling” in criterion 7.1 Evaluation criteria (nr. 4). Does this mean the toll system operation and maintenance provider is working with local law enforcement or does enforcement mean pursuing toll violators?

115 The Consortium would like to clarify the Sponsors’ definition of Design Prime Member in the RFQ and request that the definition in the RFQ be modified as set out below on the basis that it is presently difficult to confirm that the highway component of the Project will comprise 20% or more of the overall design activity of the Project.

We would therefore request the following change be made:

Prime Member means an individual, corporation, joint venture, partnership or other legal entity, exclusive to one Respondent for the purposes of the Project, who has a role which involves:

- 25% or more of the construction activity (Construction Prime Member); or
- 20% or more of the design activity relating to either the highway component or the bridge component of the Project (in either case, a Design Prime Member); or
- 25% or more of the O&M activity (O&M Prime Member);

No, Canada will not be amending the definition of Prime Member.

116 Criterion 3.5 limits the Respondent to providing 3 project descriptions that “should have reached financial close in 2010 or later”. Relatively few projects with comparable features to the NBSL

No, Canada will not be amending the long term financing structure.

Project and with long term financing in excess of \$500m have closed in the Canadian or international markets since 2010 therefore this requirement restricts Proponents from including a number of projects that could be directly comparable to the Project and relevant to the evaluation.

To allow Respondent's to most effectively demonstrate their comparable project financing experience, we request that the timeframe for financial close for projects to satisfy this criterion is extended to the past ten years.

In addition we request that the description of long term financing structure be expanded to "(equity, bank borrowings or bonds) of at least \$500 million."

117 The requirement for Package 3 Criterion 3-7 is that the Director of Financing for the Project presents 3 projects that have reached financial close in 2010 or later. Could a project that will close after the NBSLC RFQ Response Submission Deadline is included as one of these three projects? The Proponent understands that if Financial Close is not achieved by NBSLC RFQ Response Submission Deadline, this project would have to be discarded.

Please refer to Addendum 004. Canada requests that projects have reached financial close by the NBSLC RFQ Response Submission Deadline.

118 Response Content and Format Instructions in Criterion 3.4.

Considering the section 3.4.2 and 3.4.3, please confirm that the two USBs will contain all packages (package 1 through 7) and that you do not require two USBs per package.

Two USBs per package are required.

119	Section 3.4.4, Page 19: Can a font other than “Arial” be used, as long as it is font size 10?	Canada recommends that Arial font size 10 be used.
120	<p>Section 2.3 Anticipated Procurement Schedule, Page 15:</p> <p>We respectfully request an extension to the Response Submission Deadline of at least two weeks (from April 30, 2014 to May 14, 2014). Given the nature of the questions submitted to date and the nature of the responses, we request an extension</p>	Please see Addendum 005.
121	<p>The final date for the acceptance of RFI's is 22 April 2014. No date has been specified as the final date changes may be made to the RFQ as a result of RFIs. In order to facilitate submission of a fully compliant response by April 30th 2014, we would suggest that there needs to be a final date beyond which changes to the RFQ will no longer be made. We suggest this date should be no later than 23rd April 2014.</p>	Please see Addendum 005.
