

## **RFP APPENDIX A**

### **CCM GUIDELINES**

#### **A1. General**

- A1.1 The fundamental rules and requirements with respect to the Commercially Confidential Meetings are set out in RFP Section D4.3.
- A1.2 Proponents are reminded that Commercially Confidential Meetings are not intended to be a question and answer session about the RFP Process or the RFP Documents (the RFI process outlined in RFP Section D.2.2 is intended for this purpose) or the forum in which commercially confidential questions are submitted for oral responses. The Commercially Confidential RFI process outlined in RFP Section D.2.2 is intended to serve that purpose.
- A1.3 The City views Commercially Confidential Meetings as a tool intended to facilitate frank and open communications between the Proponents and the City on key issues. These meetings are also intended as an important forum for getting input on terms and conditions of the RFP and Term Sheet, in an effort to ensure that the RFP and Term Sheet are commercially reasonable.

#### **A2. Background and Purpose of RFP and Term Sheet CCMs**

- A2.1 The primary purpose of the Commercially Confidential Meetings is to discuss the RFP and Term Sheet and the Proponent's suggested amendments to the RFP and Term Sheet and to solicit feedback from Proponents based on the comments received by the City and the agendas proposed by Proponents. It is likely that different Proponents may wish to discuss different matters with the City during the Commercially Confidential Meetings and the meetings are intended to be flexible enough to allow this. Proponents should note that they are expected to lead the discussion through their agendas and the City representatives may ask questions and provide responses as the meeting progresses.
- A2.2 As set out in RFP Section D2.3 and the RFP Step 1 – Notice No. 02, Proponents are requested to submit comments on the RFP and Term Sheet as well as an agenda for each Commercially Confidential Meeting. The deadlines to submit comments and an agenda for each round of Commercially Confidential Meetings are also set out in the RFP Step 1 – Notice No. 02.
- A2.3 At the Commercially Confidential Meetings, Proponents may raise issues on certain commercial principles of the transaction by identifying and explaining problems and/or inconsistencies with those commercial principles. Proponents may also raise issues on specific sections of the RFP and Term Sheet by identifying and explaining problems and/or inconsistencies with those sections. Proponents are strongly encouraged to propose solutions or revised drafting and rationale for consideration by the City.

#### **A3. Questions During Commercially Confidential Meetings**

- A3.1 The City may or may not respond to questions or comments during the Commercially Confidential Meetings, and may request that a Proponent submit a question in writing pursuant to the RFI submission process. Subject to any questions submitted in writing to the City pursuant to the RFI submission process, the information provided by the Proponents in the Commercially Confidential Meeting will remain confidential with the City. If the City makes a decision to amend the RFP Documents, the revisions will be communicated to all Proponents by Addendum.

A3.2 If a Proponent raises problems and/or inconsistencies in the RFP and Term Sheet, and the City is of the view that the Proponent has misunderstood a particular provision of the RFP and Term Sheet or the City is of the view that the problem or inconsistency raised is covered in another provision, the City may direct the Proponent to certain provisions. If the Proponent has a question regarding the interpretation of a certain provision of the RFP and Term Sheet, the Proponent should raise the question either in its comments on the RFP and Term Sheet or in the form of a RFI.

**A4. General Principles**

- A4.1 Proponents are reminded that, as set out in RFP Section D.4.3(e), all Commercially Confidential Meetings are non-binding and nothing said at the Commercially Confidential Meetings, by either the City or any of its Advisors or representatives can amend any of the RFP Documents, nor will anything said be binding on the City except when and only to the extent expressly confirmed in an Addendum to the RFP Documents.
- A4.2 Proponents are not evaluated on either their submissions for the Commercially Confidential Meetings, or Proponent comments made during these meetings. Commercially Confidential Meetings are not interviews for the purpose of evaluation.
- A4.3 The Fairness Advisor will provide third-party independent oversight and will attend the Commercially Confidential Meetings.
- A4.4 All participants in Commercially Confidential Meetings, are obliged to treat all information received at the meetings in confidence in accordance with the terms and conditions of the Request for Proposals (see RFP Section D.7.4).