

SCHEDULE 1

RFP DATA SHEET

RFP SECTION REFERENCE	ITEM
<p>RFP Section A1.1 – Description of Project</p>	<p>Project Name: Southwest Rapid Transitway (Stage 2) and Pembina Highway Underpass Project (the “Project”).</p> <p>The Project was previously referred to as the “Capital Integration Project – Southwest Transitway (Stage 2) and Pembina Highway Underpass” and has now been changed to the Project Name as set in this RFP Data Sheet. Any reference throughout the RFP and its schedules, or in any other project documentation, to the previous name shall be read as the Project.</p> <p>Project Description:</p> <p>The City of Winnipeg Public Service has received Council approval to proceed with procurement of design and construction of Stage 2 of the Southwest Transitway and the widening of Pembina Highway beneath the Jubilee Overpass. Stage 2 of the Southwest Transitway includes a 7.6 km southerly extension of the existing infrastructure of Stage 1 of the Southwest Transitway from Pembina Highway and Jubilee Avenue to Markham Road and the University of Manitoba.</p> <p>To take advantage of private sector resources, ingenuity and expertise, the City intends to use a public-private partnership (P3) process with the goal of awarding a contract for the design, build, financing and maintenance of the assets to a well-qualified private sector team. This Project includes the widening and reconstruction of Pembina Highway and construction of 7.6 km of exclusive transitway runningway, eleven (11) structures (2 CN rail bridge reconstructions over arterial roads, 2 transitway bridges over arterial roads, separate transitway underpasses of a pair of CN wye tracks, a transitway overpass of an arterial road, a transitway tunnel beneath the CN Letellier subdivision, pedestrian tunnel beneath the Jubilee Overpass ramp, pedestrian connection to Hopewell Lands, and a pedestrian overpass connection between Investors Group Field and IGF Station), retaining wall structures, 2 drainage pump stations, land drainage and utility relocation works, rapid transit stations, park and ride facilities and active transportation paths. The Project also includes life cycle maintenance of the Southwest Transitway Stage 2 constructed works over a 30 year time frame and operational maintenance of the existing Southwest Transitway Stage 1. The City will retain responsibility for periodic major and lifecycle maintenance for the Southwest Transitway Stage 1 works. This Project does not include any operations or maintenance of the Winnipeg Transit bus fleet. This Project includes work within CN right-of-way including CN rail structures, CN rail relocation, CN detours and connection to existing CN rail lines. All lands and rights in respect of lands required for the Project will be the City’s responsibility to acquire and will be in place for the start of construction.</p> <p>The City is initiating a fair competitive selection process by issuing this Request for Proposals (the “RFP”). The Prequalified Parties are invited to consider the potential business opportunity outlined in the RFP and related materials and respond to this invitation seeking to be selected as the Preferred Proponent for award of the Project Agreement.</p> <p>On November 19, 2013 the Province of Manitoba announced that it will contribute up to \$225 million of capital funding to the Project. Following this announcement, the Province</p>

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	<p>has provided a commitment letter to the City confirming its investment in support of the Project through the 2014 Provincial Budget.</p> <p>On February 9, 2015, the Government of Canada announced it will contribute up to \$137.3 million through the P3 Canada Fund.</p>
RFP Section A2.1 – Prequalified Parties	<p>Only the following individuals/firms are prequalified to participate in this RFP Process:</p> <ul style="list-style-type: none"> • Plenary Roads Winnipeg • Red River Infrastructure Group • WinnCity Transportation Partners
RFP Section A4.1 – Fairness Monitor	<p>The Fairness Monitor is P1 Consulting Inc.</p>
RFP Section B1.1(k) – Project Agreement	<p>Project Agreement</p> <p>Schedule 1 – Definitions and Interpretation</p> <p>Schedule 2 – Project Co’s Construction Schedule</p> <p>Schedule 3 – Project Co Proposal Extracts</p> <p>Schedule 4 – Project Co’s Management Systems and Plans</p> <p>Schedule 5 – Review Procedure</p> <p>Schedule 6 – Subcontractors and Key Individuals</p> <p>Schedule 7 – Dispute Resolution Procedure</p> <p>Schedule 8 – Lenders’ Direct Agreement</p> <p>Schedule 9 – Direct Agreements</p> <p>Schedule 10 – Independent Certifier Agreement</p> <p>Schedule 11 – Insurance Requirements</p> <p>Schedule 12 – Lands and Title Encumbrances</p> <p>Schedule 13 – Traffic Management</p> <p>Schedule 14 – Payment Mechanism</p> <p>Schedule 15 – Termination Payments</p> <p>Schedule 16 – Standby Letters of Credit</p> <p>Schedule 17 – Change Orders</p> <p>Schedule 18 – Technical Requirements</p> <p>Schedule 19 – Handback Procedure</p> <p>Schedule 20 – Insurance Trust Agreement</p> <p>Schedule 21 – Refinancing</p> <p>Schedule 22 – Security Clearance Requirements</p>

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RFP Section C1.1 – Timetable	<table border="1"> <thead> <tr> <th colspan="2" data-bbox="448 527 1481 573">Timetable:</th> </tr> </thead> <tbody> <tr> <td data-bbox="448 579 1192 625">Date of RFP Issuance</td> <td data-bbox="1196 579 1481 625">July 17, 2015</td> </tr> <tr> <td data-bbox="448 625 1192 672">Date on which Data Room becomes accessible to Proponents</td> <td data-bbox="1196 625 1481 672">July 17, 2015</td> </tr> <tr> <td data-bbox="448 672 1192 718">Date of Proponents Meeting</td> <td data-bbox="1196 672 1481 718">August 13, 2015</td> </tr> <tr> <td data-bbox="448 718 1192 764">Date of Scheduled Visit</td> <td data-bbox="1196 718 1481 764">August 13, 2015</td> </tr> <tr> <td data-bbox="448 764 1192 840">Date for Submission of Initial Request for Review of Rail Subcontractor by Proponents</td> <td data-bbox="1196 764 1481 840">August 14, 2015</td> </tr> <tr> <td data-bbox="448 840 1192 886">Date for City Response on Initial Rail Subcontractor Request</td> <td data-bbox="1196 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	Last Day for Submission of Subsequent Requests for Review of Rail Subcontractor Qualifications by Proponents	December 22, 2015
	Date for City Response on Subsequent Rail Subcontractor Request	15 Business Days following receipt of request
	Date Range for the third round of Commercially Confidential Meetings on the Project Agreement	January 11-15, 2016
	Date Range for the third round of Design Presentation Meetings	January 11-15, 2016
	Date of issuance of revised Project Agreement	January 29, 2016
	Last Day for Proponents to submit RFIs	12:00 PM (Winnipeg time) February 16, 2016
	Last Day for Posting of Responses to RFIs	February 19, 2016
	Last Day for Issuance of Addenda	February 19, 2016
	Benchmarks Information (Part A) Submission Date	4:00PM (Winnipeg time) February 22, 2016
	Benchmarks Information (Part B) Submission Date	4:00PM (Winnipeg time) March 3, 2016
	Technical Submission Deadline	4:00 PM (Winnipeg time) March 4, 2016
	Financial Submission Deadline	4:00 PM (Winnipeg time) March 24, 2016
	Target Preferred Proponent Notification	Early May, 2016
	Final Credit Spread Lock-in Date	June 13, 2016
	Commercial Close Target Date	June 14, 2016
	Financial Close Target Date	June 17, 2016
RFP Section C2.1 – Contact Person	The coordinates of the Contact Person are: Scott Payne Project Manager Telephone No.: 204-794-4369 Facsimile No.: 204-986-6863 Email: spayne@winnipeg.ca	

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RFP Section C2.2(d) – RFI Submission Instructions	The Proponents shall submit all RFIs to the Contact Person electronically by posting them to the Data Room using the Request for Information Form in the Data Room. The Proponents should post all RFIs to the folder entitled “Proponent RFIs”. For clarity, Proponents shall not submit any RFI through e-mail communication to the Contact Person.
RFP Section C2.3 – Project Agreement Comments	<p>Comments on the Project Agreement will be permitted.</p> <p>Format of submission of comments on the Project Agreement:</p> <p style="padding-left: 40px;">Comments on the RFP Documents are to be provided in table form with columns for: Comment number, Document name, Section number, Proposed wording (blacklined against existing language), Rationale for proposed wording changes.</p> <p>Each Proponent shall include an agenda for the Commercially Confidential Meeting at which the Proponent’s comments on the RFP Documents are going to be discussed and which sets out or highlights the comments the Proponent would like to prioritize for the purposes of discussion at the Commercially Confidential Meeting.</p> <p>Comments on the Project Agreement and agendas for the Commercially Confidential Meetings should be posted to the Data Room in the folder entitled “Proponent Submission” for the applicable Commercially Confidential Meeting.</p>
RFP Section C3 – Communications Restrictions	<p>All correspondence and contact with the City in relation to this RFP and/or the Project must be directly with the Contact Person, and/or, with permitted City persons identified in RFP Section C3.2(b)(iii)(B) in accordance with RFP Section C3.1.</p> <p>Contact with the persons or organizations identified in RFP Section C3.2(b), in relation to the Project or with a view to influencing the outcome of this RFP Process is strictly prohibited. Failure to comply with this provision may result in disqualification from the RFP Process.</p>
RFP Section C4.1 – General Proponents Meeting(s)	Detail of locations to be determined and particulars with respect to such General Proponent’s Meetings will be communicated to the Proponents in advance by a representative of the City. All meetings will be held in the City of Winnipeg, Manitoba.
RFP Section C4.2 – Commercially Confidential Proponent Meetings	<p>Detail of locations to be determined and particulars with respect to such Commercially Confidential Meetings will be communicated to the Proponents in advance by the Contact Person.</p> <p>All Commercially Confidential Meetings will be held in the City of Winnipeg, Manitoba.</p>
RFP Section C5.1 – Scheduled Visits	Proponents must submit requests for any Scheduled Visits to the City at least five (5) Business Days in advance of the requested date.
RFP Section C5.3 – Additional Geotechnical Investigations and	<p>If additional geotechnical investigation is required, Proponents shall provide their request of no more than six (6) boreholes to the City in an RFI.</p> <p>The information requested in the RFI’s by all Proponents will be amalgamated and pursued by the City, who will work towards providing the additional geotechnical</p>

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Tests	<p>information to the Proponents.</p> <p>The City reserves the right to exclude a requested borehole location based on a denial in the approval process by CN or Manitoba Hydro. All Proponents will receive all geotechnical information gathered as a result of any additional geotechnical investigations and tests. It should be noted that information requested within the lands under the control of CN or Manitoba Hydro may not all be possible to obtain due to restrictions in place by Manitoba Hydro and CN.</p>
RFP Section C6 – Review of Rail Subcontractor Qualifications	<p>The Proponents shall propose up to five (5) rail subcontractors for performing the Rail Work and shall submit the information requirements provided below in accordance with the times stated in the Timetable necessary for the City, subject to CN’s approval, to carry out a review and qualification process.</p> <p>The Proponents must provide details demonstrating the history and experience of the rail subcontractor(s) in providing construction services for projects where, as a company, they have led participation in a minimum of seven (7) major work block outages (5 hours or greater) involving switch installs, shoo-fly cut-ins or other similar experience on class 1 railway lines carrying 40 million gross tons or greater.</p> <p>For each project listed above, the Proponents should submit the following in tabular form:</p> <ol style="list-style-type: none"> 1. Description of the project; 2. Role of the subcontractor; 3. Project’s original contracted construction cost and final construction cost; 4. Anticipated construction schedule and final construction schedule; 5. Project owner; and 6. Reference information (one current name with telephone number per project). <p>For each rail subcontractor proposed by the Proponents to carry out construction of the Rail Work, the Proponents must provide a minimum of two (2) personnel who will be directly involved in the work program. Personnel shall have had participation in projects including major work block outages (5 hours or greater) involving switch installs, shoo-fly cut-ins or other similar experience on class 1 railway lines carrying 40 million gross tons or greater.</p> <p>For each personnel listed, the Proponents should submit the following in tabular form:</p> <ol style="list-style-type: none"> 1. Names of personnel assigned to the Project; 2. Job title; 3. Educational background and degrees; 4. Professional affiliation; 5. Years of experience in current position; 6. Description of projects (minimum seven); 7. Role of personnel;

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	<p>8. Project owner; and</p> <p>9. Reference information (one current name with telephone number per project).</p>
<p>RFP Section C9.2 – Ineligible Persons</p>	<p>The following are Ineligible Persons in this RFP Process:</p> <ul style="list-style-type: none"> • Dillon Consulting Limited • Deloitte LLP • Blake, Cassels & Graydon LLP • P1 Consulting Inc. • JCRA Financial LLC <p>AECOM Canada Ltd., McGowan Russell Group Inc., and Landmark Planning and Design Inc. have provided input to Dillon as sub-consultants with respect to the Stage 2 Transitway Design Requirements Report as well as the Preliminary Engineering Study for Upgrading the Pembina Highway Underpass (copies of which have been shared with all Proponents). In the City’s opinion, these relationships or associations do not create a conflict of interest or will not be likely to create a perception of conflict of interest because of this disclosure. The City has made a determination that these firms may participate in the RFP Process and are not Ineligible Persons.</p>
<p>RFP Section C11.1 – Affordability and Re-scoping</p>	<p>An Affordability Threshold is applicable to this Project as set out in Schedule 8 of this RFP.</p>
<p>RFP Section E1.1 – Address for Submission of Proposal</p>	<p>Proponents shall submit their Proposals to the following address:</p> <p>The City of Winnipeg Corporate Finance Department Materials Management Division 185 King Street, Main Floor Winnipeg MB R3B 1J1 (the “Submission Address”) Attention: Scott Payne, Project Manager</p> <p>Office Hours: 8:30 a.m. – 4:30 p.m. local Winnipeg time</p>
<p>RFP Section E4.1 – Proposal Irrevocability</p>	<p>The number of days is 120 days.</p>
<p>RFP Section E6.3 – Extension of Proposal Validity Period (Resubmission of Prices by Negotiations Proponent)</p>	<p>The number of days is 90 days.</p>

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RFP Section I1.2 – Letter of Credit	The Letter of Credit shall be in the amount of seven and a half million dollars (\$7,500,000).
RFP Section J3.2 – Proposal Submission Fee	Proposal Submission Fee offered on this Project: YES Proposal Submission Fee shall be in the amount of 28(1)(c)(iii) , including all applicable taxes, per Proponent eligible in accordance with RFP Section J3.2.

<p>RFP Section J3.3 – Break Payment</p>	<p>Break Payment offered on this Project: YES</p> <p>Break Payment shall be in the amount of up to 28(1)(c)(iii), including all applicable taxes, per Proponent</p> <p>If the City cancels the Project and the Proponent has met the requirements of RFP Section J3.3, the City shall pay the Proponent a percentage of the Break Payment, calculated based on the timing of the Notification to the Proponents that the City has elected to cancel the RFP Process, in accordance with the following table:</p> <table border="1" data-bbox="477 569 1510 909"> <thead> <tr> <th data-bbox="477 569 1036 646">Timing of Notification to Proponents of Cancellation</th> <th data-bbox="1036 569 1510 646">Percentage of the Break Payment to be Paid to each Proponent</th> </tr> </thead> <tbody> <tr> <td data-bbox="477 646 1036 695">Prior to Design Presentation Meeting #1</td> <td data-bbox="1036 646 1510 695">0%</td> </tr> <tr> <td data-bbox="477 695 1036 743">On or after Design Presentation Meeting #1</td> <td data-bbox="1036 695 1510 743">25%</td> </tr> <tr> <td data-bbox="477 743 1036 791">On or after Design Presentation Meeting #2</td> <td data-bbox="1036 743 1510 791">50%</td> </tr> <tr> <td data-bbox="477 791 1036 840">On or after Design Presentation Meeting #3</td> <td data-bbox="1036 791 1510 840">75%</td> </tr> <tr> <td data-bbox="477 840 1036 909">On or after the Technical Submission Deadline</td> <td data-bbox="1036 840 1510 909">100%</td> </tr> </tbody> </table>	Timing of Notification to Proponents of Cancellation	Percentage of the Break Payment to be Paid to each Proponent	Prior to Design Presentation Meeting #1	0%	On or after Design Presentation Meeting #1	25%	On or after Design Presentation Meeting #2	50%	On or after Design Presentation Meeting #3	75%	On or after the Technical Submission Deadline	100%
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