

SCHEDULE 2
DESIGN CONSULTATION PROCESS

A1. Overview

A1.1 This Schedule 2 describes the design consultation process that the City will undertake prior to the Technical Submission Deadline (the “**Design Consultation Process**”). The Design Consultation Process will consist of a series of Commercially Confidential Meetings and associated follow-up focused on assisting Proponents in developing designs that are compliant with the Technical Requirements set out in the Project Agreement. The Design Consultation Process will involve representatives and Advisors of the City and other stakeholders (collectively, the “**Design Consultation Team**”) and representatives of the Proponent and will be conducted in accordance with this Schedule 2 and the RFP. Stakeholders include, but are not limited to, Manitoba Hydro, the University of Manitoba, and CN.

A2. Design Consultation Process

A2.1 The Design Consultation Process will include the following Commercially Confidential Meetings (held pursuant to RFP Section C.4.2(a)(i)) and associated follow-up:

- (a) design presentation meetings for the presentation of the Proponent’s proposed design as it develops (“**Design Presentation Meetings**”); and
 - (b) the provision of Design Feedback, as defined in Section A7 of this RFP Schedule 2, by the Design Consultation Team to the Proponents,
- (each, a “**Design Consultation**”).

A2.2 For clarity, all Design Consultations shall be commercially confidential, and the provisions of RFP Sections C.4.2(d) and C.4.2(e) shall apply to all Design Feedback.

A3. General Conditions of the Design Consultation Process

A3.1 The Evaluation Committee and sub-committees of the Evaluation Committee are prohibited from basing any part of their evaluation of a Proposal in this RFP Process on,

- (a) information obtained or shared;
- (b) the conduct of the Proponent or the Design Consultation Team; or
- (c) discussions that occur between the Design Consultation Team and the Proponent,

during a Design Consultation.

A3.2 The Proponent shall ensure that each of its Proponent Team Members and each individual in attendance on behalf of the Proponent at any part of any Design Presentation Meeting is familiar with and abides by the terms of this Schedule 2.

A3.3 The Design Consultation Team will use reasonable efforts to distribute to all Proponents any new information provided by the Design Consultation Team to the Proponent during a Design Consultation. The Design Consultation Team may issue written responses to the Proponent addressing some or all of the questions raised by the Proponent during a

Design Consultation and/or the City may issue one or more Addenda to resolve issues raised by Proponents.

- A3.4 All Proponent communications with the Design Consultation Team outside of the Design Consultation must be submitted to the Contact Person in accordance with RFP Section C.2.
- A3.5 If the Proponent wishes to follow-up upon anything said or indicated at a Design Presentation Meeting, or pursuant to any Design Feedback, the Proponent must submit an RFI in accordance with RFP Section C.2.
- A3.6 It is anticipated that during the Design Consultations, each Proponent will propose options and alternatives in the development of its design submission. The Design Consultation Team will provide comments with regard to whether the proposed design submission is compliant with the Technical Requirements and may provide context and background information that might assist the Proponent in making decisions to ensure that its design submission is compliant with the Technical Requirements.
- A3.7 The Design Consultation Team will not suggest alternatives or express preferences with regard to the Proponent's design during the Design Presentation Meetings, or pursuant to any Design Feedback, except to the extent that such preferences are embedded in the Technical Requirements.
- A3.8 The Proponent shall not release or discuss any specific pricing or costing information during the Design Consultations.

A4. Scheduling of Design Presentation Meetings

- A4.1 A summary of the sequence and anticipated topics that will be addressed at each Design Presentation Meeting are set out in Attachment 1 to this Schedule 2.
- A4.2 The Design Consultation Team will randomly assign specific Design Presentation Meeting dates for each Proponent within the range of dates set out in the Timetable. The identification of venue(s) for all Design Presentation Meetings will be confirmed with the Proponent by the Contact Person at a later date. The Proponent should note that the venue(s) for all Design Presentation Meetings will be located in Winnipeg, Manitoba
- A4.3 Attendance by the Proponent at a Design Presentation Meeting is not mandatory (as is the case for all Commercially Confidential Meetings). If a Proponent wishes to decline to attend a Design Presentation Meeting, the Proponent should submit a notice, by e-mail, to the Contact Person at least five Business Days prior to the scheduled date for the Design Presentation Meeting. Proponents are strongly encouraged to attend Design Presentation Meetings and, in accordance with RFP Section C.4.2(b), a Proponent's failure to attend is at the Proponent's sole risk and responsibility.

A5. Attendance at Design Presentation Meetings

- A5.1 The Design Consultation Team will, in its discretion, determine which members of the Design Consultation Team will be present at any Design Presentation Meeting.
- A5.2 For the benefit of continuity, it will generally be expected that the Proponent representatives in the first Design Presentation Meeting will be the same Proponent representatives in all subsequent Design Presentation Meetings, except where the

Design Presentation Meeting focuses on disciplines or subject matter not previously included as an agenda item or matter discussed in a prior Design Presentation Meeting.

A5.3 The City has engaged a Fairness Monitor who will report to the City and will monitor the Design Consultation Process and the Design Consultations.

A6. Design Presentation Meetings

A6.1 The Design Presentation Meetings will be chaired by the Proponent and are intended,

- (a) to allow the Proponent to present its design submission in its development stage in order to demonstrate its compliance with the Technical Requirements;
- (b) to assist the Design Consultation Team in understanding the underlying issues and rationale behind matters raised by the Proponent with respect to the development of its design submission;
- (c) to allow the Proponent to raise questions with regard to the design requirements set out in the Technical Requirements which are relevant to the development of its design submission as part of its Proposal; and
- (d) to allow the Proponent to request feedback on the compliance of its proposed design with the Technical Requirements.

A6.2 The topics and expected submittals for each Design Presentation Meeting are set out in Attachment 1 to this Schedule 2. Based on the topics and expected submittals for each Design Presentation Meeting, the Proponent must post an agenda to their specific link in the Data Room for each Design Presentation Meeting in the folder entitled “Proponent Submission” at least four Business Days prior to the first scheduled date for each Design Presentation Meeting. The Design Consultation Team may, in its sole discretion, provide comments to the Proponent on its proposed agenda.

A6.3 At the end of each Design Presentation Meeting, the Proponent shall post to their specific link in the Data Room in the folder entitled “Proponent Submission” for the applicable Design Presentation Meeting a **readable pdf** electronic copy and provide the Design Consultation Team with **six (6) hard copies** of,

- (a) materials presented at the Design Presentation Meeting; and
- (b) all submittals for the Design Presentation Meeting.

A6.4 The readable pdf electronic copies and hard copies for all presentation materials and submittals for the Design Presentation Meeting shall match what was presented at the Design Presentation Meeting. In the event of inconsistencies, the hard copy data shall govern.

A6.5 The following shall apply with respect to submissions provided to the Design Consultation Team pursuant to Section A6.3:

- (a) Proponents shall format any design briefs, materials presented and submittals for the Design Presentation Meeting to a maximum 11” x 17” size;
- (b) Proponents shall format drawings at the drawing scales to maximum ISO A0 size and, to facilitate review, Proponents shall submit a copy of all drawings reduced to a maximum 11” x 17” size;

- (c) If an individual drawing component will not fit on a single sheet at the required scale, the Proponent shall provide a supplementary single-sheet drawing at as large a scale as possible on the stipulated sheet size;
- (d) Proponents' drawings must provide a drawing title, legend, scale, key plan, north arrow, design and construction firm name, Proponent name, Project name, Design Presentation Meeting number, and date prepared on each sheet; and
- (e) Proponents' drawings, plans and design narratives shall be produced to demonstrate compliance with the Technical Submission Requirements set out in Schedule 3, Part 2 of the RFP and the Technical Requirements.
- (f) Proponents shall organize and tab their submissions into separated sections based on the topics and Design and Construction components as set out in Attachment 1 to this Schedule 2. For example, for Design Presentation Meeting (Third Round), each Design and Construction component noted in Topic 1 shall be separated and tabbed into its own section, and Topic 2 and Topic 3 shall each have their own sections as well.
- (g) Readable pdf electronic copies and hard copies shall be separated in accordance with A6.5(f), which shall include all presentation materials and submittals for the Design Presentation Meeting.
- (h) Proponent's design briefs, presentation, and drawings shall have consistent page and sheet numbering. The numbering for the pages and sheets for each section, separated in accordance with A6.5(f), shall start at "01" and increase for each page or sheet accordingly. Each section shall not restart the page or sheet numbering within the section. Prefixes and suffixes of page or sheet numbering will be permitted, but must remain consistent within each section.
- (i) Proponents shall prepare a drawing list, including a list of all drawings in each section, separated in accordance with A6.5(f). At a minimum, the drawing list shall include the sheet number and sheet title.

A7. Design Feedback

- A7.1 The Design Consultation Team intends to provide written feedback to the Proponent on the materials submitted by the Proponent in the Design Presentation Meetings with respect to the compliance of the Proponent's design with the Technical Requirements (the "**Design Feedback**"). The Design Consultation Team intends to provide such written Design Feedback within approximately two weeks following each Design Presentation Meeting. The City will not provide written feedback on all the materials submitted, by the Proponents, in its Design Feedback, nor does the Proponent need to ask whether each item is compliant in order to get feedback. The City will advise of any design elements that, based on the information provided, it is of the opinion that such design elements are not compliant. If the City does not comment on a design element in the Design Feedback, then the City did not form the opinion that it was non-compliant. The absence of a comment cannot necessarily be taken to mean that the element is compliant, but rather could mean that there was not enough detail to form an opinion that it was non-compliant. However, given that the purpose of the Design Feedback is to provide the Proponents with information on what is not compliant, the City will do its best to note any concerns it has regarding design elements.

A8. Design Development with the Preferred Proponent

A8.1 Following identification of the Preferred Proponent and prior to Financial Close, the City may, in its sole discretion, choose to engage with the Preferred Proponent in order to further advance the development of the Preferred Proponent's design (the "**Preferred Proponent Design Review and Feedback**") in accordance with the following:

- (a) The Preferred Proponent Design Review and Feedback shall be undertaken in accordance with Schedule 5 to the Project Agreement;
- (b) The City shall, in its sole discretion, prescribe a date on which the Preferred Proponent Design Review and Feedback will commence, and the Preferred Proponent Design Review and Feedback shall end upon achieving Financial Close;
- (c) Upon achieving Financial Close,
 - (i) all of the Preferred Proponent Design Review and Feedback shall be deemed to have been performed in furtherance of the Project Agreement that is executed and delivered;
 - (ii) the Preferred Proponent Design Review and Feedback shall be wholly included in the Design and Construction to be undertaken by the Preferred Proponent in accordance with the Project Agreement and reimbursed as part of the Substantial Completion Payment; and
 - (iii) there shall be no adjustment to the Financial Model or to any payments from the City to the Preferred Proponent under the Project Agreement, including the Substantial Completion Payment, as a result of the Preferred Proponent Design Review and Feedback; and
- (d) For clarity, the City shall not be liable to pay any amounts to the Preferred Proponent in respect of the Preferred Proponent Design Review and Feedback if the Preferred Proponent fails to achieve either Commercial Close or Financial Close as a result of a breach by the Preferred Proponent of its obligations under the RFP prior to Commercial Close or under Section B of the Project Agreement after Commercial Close, as applicable.

Attachment 1 to Schedule 2 to the RFP – Design Presentation Meetings – Topics and Submittals

Design Presentation Meetings	Duration	Topics and Submittals Required
Design Presentation Meeting (First Round)	Half a Day	<p>Topic 1: Design and Construction</p> <p>Submittals for Topic 1: Design and Construction</p> <ol style="list-style-type: none"> 1. Proponents shall provide a written description of the following: <ol style="list-style-type: none"> (a) an overview of the Proponent’s approach to the proposed design solution, including key features and challenges; and (b) an overview of the Proponent’s approach to construction, including phasing and key challenges. 2. Proponents shall provide conceptual drawings for proposed design solutions (to a 5% - 10% level of detail) of the following: <ol style="list-style-type: none"> (a) CN rail infrastructure design including, but not limited to, the following: <ul style="list-style-type: none"> • Staging of Rail Work. (b) City structures design; (c) Transitway and Roadway infrastructure design; (d) Transitway stations design including the following: <ul style="list-style-type: none"> • Staging of Stadium Access Works. (e) Aesthetics and landscaping design; (f) Utility infrastructure design including the following: <ul style="list-style-type: none"> • Staging of Manitoba Hydro infrastructure. 3. Proponents shall provide a high level draft of the expected Design and Construction Schedule including sequence of work and major components identified in Schedule 18 of the Project Agreement, including: <ol style="list-style-type: none"> (a) Rail Work; (b) Stadium Access Works; and (c) Manitoba Hydro infrastructure. <p>Design Consultation Team to review:</p> <ol style="list-style-type: none"> 1. Status and schedule of Manitoba Hydro Transmission Line Relocation.

Design Presentation Meetings	Duration	Topics and Submittals Required
<p>Design Presentation Meeting (Second Round)</p>	<p>6 hours</p>	<p>Topic 1: Design and Construction</p> <p>Submittals for Topic 1: Design and Construction</p> <ol style="list-style-type: none"> 1. Proponents shall provide a draft of the design brief for the Design and Construction components: <ol style="list-style-type: none"> (a) CN rail infrastructure design including staging and scheduling of the Rail Work; (b) City structures design; (c) Transitway and Roadway infrastructure design; (d) Transitway stations design including staging and scheduling of Stadium Access Works; (e) Aesthetics and landscaping design; and (f) Utility infrastructure design. 2. Proponents shall provide a draft of the proposed design options (to a 15% - 20% level of detail) including the following: <ol style="list-style-type: none"> (a) CN rail infrastructure design drawings; (b) City structures design drawings; (c) Transitway and Roadway infrastructure design drawings; (d) Transitway stations design drawings; (e) Aesthetics and landscaping design drawings; (f) Utility Infrastructure design drawings; and 3. Proponents shall provide a draft of the detailed Design and Construction Schedule as outlined in Schedule 3, Part 2 of the RFP including order of components, key tasks, critical stages, and milestones related to the major design components.

Design Presentation Meetings	Duration	Topics and Submittals Required
<p>Design Presentation Meeting (Third Round)</p>	<p>6 hours</p>	<p>Topic 1: Design and Construction</p> <p>Submittals for Topic 1: Design and Construction</p> <ol style="list-style-type: none"> 1. Proponents shall provide a draft of the proposed design options (to a 25% - 30% level of detail) including the following: <ol style="list-style-type: none"> (a) CN rail infrastructure design report and drawings; (b) City structures design report and drawings; (c) Transitway and Roadway infrastructure design report and drawings; (d) Transitway stations design report and drawings; (e) Aesthetics and landscaping design report and drawings; (f) Utility Infrastructure design report and drawings; and (g) Design and Construction Schedule. <p>Topic 2: Operations, Maintenance and Rehabilitation</p> <p>Submittals for Topic 2: Operations, Maintenance and Rehabilitation</p> <ol style="list-style-type: none"> 1. Proponents shall provide a draft of the proposed OMR Plan and OMR Services Schedule. <p>Topic 3: Project Approach, Management Systems, and Plans</p> <p>Submittals for Topic 3: Project Approach, Management Systems, and Plans</p> <ol style="list-style-type: none"> 1. Proponents shall provide a draft of the following: <ol style="list-style-type: none"> (a) Quality Management System; (b) Environmental Management System; (c) Safety Plan; (d) Public Communication Plan; (e) Risk Management Plan; (f) Construction Management Plan; and (g) Commissioning Plan.