

SCHEDULE 5

PROPONENT TEAM MEMBER DECLARATION

[Note to Proponents: The Proponent must submit a Proponent Team Member Declaration for each Proponent Team Member.]

TO: The City of Winnipeg

ATTENTION: Scott Payne, Project Manager

NAME OF PROJECT: Design, Build, Finance (Operate) Maintain The City of Winnipeg's Southwest Rapid Transitway (Stage 2) and Pembina Highway Underpass

NAME OF PROPONENT: [•]

A1. Definitions

A1.1 Unless otherwise defined in this Proponent Team Member Declaration, capitalized terms and expressions used in this Proponent Team Member Declaration have the meanings given to them in the RFP Documents.

A2. Representations and Warranties

A2.1 The Proponent Team Member represents and warrants as follows:

- (a) We have not engaged in any form of political or other lobbying, of any kind whatsoever, to influence the outcome of this RFP Process in contravention of RFP Section C.3.2.
- (b) We have complied fully with RFP Section C.3.4. We confirm that:
 - (i) we have not discussed or communicated, directly or indirectly, with any other Proponent, any information whatsoever regarding the preparation of the Proposal or the Proposal of the other Proponents in a way that would contravene Applicable Law; and

- (ii) we have assisted with the preparation and submission of the Proposal independently and without connection, knowledge, comparison of information or arrangement, direct or indirect, with any other Proponent.

A2.2 Except for those actions, suits or proceedings set out in Section A2.3 of this Proponent Team Member Declaration, there are no actions, suits or proceedings pending that could have a material adverse effect on our ability to carry out the Project or, to the best of our knowledge after reasonable inquiry, threatened against us and we are not aware of any ground on which such an action, suit or proceeding might be commenced.

A2.3 All actions, suits and proceedings referenced in Section A2.2 of this Proponent Team Member Declaration are as follows:

[Note to Proponents: Add additional lines if necessary.]

- 1. _____
- 2. _____
- 3. _____

A2.4 We have complied fully with RFP Sections C.3.3, C.9.3, C.9.4(b) and the provisions of any confidentiality agreement entered into in connection with the RFP Process.

A2.5 Except as listed in Section A4 of this Proponent Team Member Declaration, we:

- (a) have not received Confidential Information of the City that is relevant to the Project and that was not received through this RFP Process from the City; and
- (b) do not have a Conflict of Interest in respect of this Project.

A2.6 We have conducted ourselves with integrity and propriety and have not engaged in any inappropriate bidding practices or unethical behaviour in the course of this RFP Process, and there are no charges or investigations by a public body or convictions related to inappropriate bidding practices or unethical behaviour by us in relation to a public sector tender or procurement in any Canadian jurisdiction that:

- (a) are related to the Project;
- (b) may compromise the reputation or integrity of the City so as to affect public confidence in the Project; or
- (c) would contravene any applicable law or could have a material adverse effect on the Proponent or any Proponent Team Member in a way which could impair the Proponent or any Proponent Team Member's ability to perform its obligations under the Project Agreement.

A3. RFP Terms and Conditions Binding

- A3.1 We agree to be bound by and to comply with the terms and conditions of the RFP Documents.
- A3.2 We confirm that we have examined the RFP Documents in detail and confirm that we have received all pages of all documents constituting the RFP Documents.

A4. Conflicts of Interest

- A4.1 We confirm that, to the best of our knowledge, the following list represents a complete list of perceived, actual and potential Conflicts of Interest:

Name of Party	Details of Conflict of Interest

[NAME OF PROPONENT TEAM MEMBER]

Per: _____
Name:
Title:

Per: _____
Name:
Title:

I/We have authority to bind the Proponent Team Member.