

## RFP SCHEDULE 2

### STEP 1 PROCESS

#### SECTION A – DEFINITIONS

##### A1. Schedule 2 Definitions

A1.1 Capitalized terms used in this Schedule 2 have the meaning set out in the RFP, unless otherwise expressed in this Schedule 2.

- (a) **“Business Day”** means any Calendar Day, other than a Saturday, Sunday, or a statutory or civic holiday observed by the City;
- (b) **“Calendar Day”** means the period from one midnight to the following midnight on every day of the year;
- (c) **“Certificate of Authorization”** means the certificate issued by Engineers Geoscientists Manitoba (EGM) that authorizes a Person to perform engineering and geoscience work in the Province of Manitoba;
- (d) **“Certificate of Recognition (COR)”** means the Manitoba (COR) certificate and Letter of Good Standing as issued under the COR program administered by the Construction Safety Association of Manitoba (CSAM) or by the Manitoba Heavy Construction Association (MHCA), WORKSAFETY™, COR™ program;
- (e) **“Construction Team”** means the Proponent Team Member(s) who will plan and perform construction activities for the Project;
- (f) **“Construction Team Lead(s)”** means the Proponent Team Member(s) that will lead and be responsible for the Construction Team and the construction of the Project;
- (g) **“Design Team”** means the Proponent Team Member(s) who will perform the professional engineering and design role(s) for the Project, and will perform compliance certification of their work;
- (h) **“Design Team Lead(s)”** means the Proponent Team Member(s) that will lead the Design Team and be principally responsible for the engineering and design of the Project;
- (i) **“Evaluation Criteria”** means the evaluation criteria set out in Table 1;
- (j) **“Financial Disclosure Entity”** has the meaning given in Table 1, Section D;
- (k) **“Financial Statement Non-Disclosure Agreement”** means the Financial Statement Non-Disclosure Agreement in the form attached as Form D-5;

- (l) **“Financial Information”** means the component of the Step 1 Submission submitted in response to the requirements set out in Table 1, Section D – Financial Information;
- (m) **“Guarantor”** means the Person providing financial and/or performance support to a Proponent by way of a financial guarantee or a commitment to provide equity or dedicated credit facilities to support the participation of that Proponent in the procurement process and for performance of the Project if the Proponent becomes the Development Partner;
- (n) **“Indigenous Peoples”** has the meaning given in Appendix E – Anticipated Social Procurement Details;
- (o) **“Officer”** means an individual authorized by a Person to represent their interests and bind the Person;
- (p) **“Project Management Team”** means the Proponent and / or Proponent Team Member(s) who will perform the project management roles during the Project;
- (q) **“Project Management Team Lead”** means the Proponent Team Member that will lead the Project Management Team, and be principally responsible for the Proponent’s overall project management for the Project;
- (r) **“Proponent Representative Contact Individual”** means the individual who shall be responsible for all of the Proponent’s communications with the City with respect to this RFP and the Step 1 Process, and shall be identified as such in all communications with the City during the Step 1 Process;
- (s) **“Proponent Team”** means all team members that join the Proponent in the Step 1 Process to become prequalified by the City;
- (t) **“Proponent Team Lead(s)”** means the team member(s) that will lead and be principally responsible for each of the following: the Project Management Team, Design Team and Construction Team;
- (u) **“Shortlisted Proponents”** means the three (maximum) highest ranked Proponents that have passed the evaluation requirements as per Section C, for their respective Step 1 Submissions;
- (v) **“Skilled Labour”** has the meaning given in Appendix E – Anticipated Social Procurement Details;
- (w) **“Under-Represented Groups”** has the meaning given in Appendix E – Anticipated Social Procurement Details;
- (x) **“Updated Financial Information”** has the meaning given in Section C3.1; and
- (y) **“Work”** or **“Works”** means, depending on context, at least one of: (i) the design, engineering, construction, installation, training, commissioning, testing and completion of the Project, including correction and rectification of any items on

the deficiency list, preparation of project closeout documents, warranty work, all other work and activities necessary to fulfill the requirements of the Development Phase Agreement and Project Agreement; and (ii) the infrastructure and other deliverables resulting from the foregoing activities or otherwise created pursuant to the Project.

## **SECTION B – INSTRUCTIONS TO PROPONENTS**

### **B1. Step 1 Submission**

B1.1 The Step 1 Submission shall consist of the following Sections:

- (a) Section A: Step 1 Submission Forms, which shall consist of Appendix A – Step 1 Submission Forms:
  - (i) Form A-1: Master Step 1 Submission Form;
  - (ii) Form A-2: Step 1 Proponent Team Member Consent Declaration Form; and
  - (iii) Form A-3: Step 1 Conflict of Interest, Confidential Information and Litigation Declaration Form;
- (b) Section B: Project Organization, which should include Appendix B – Step 1 Project Organization Forms:
  - (i) Form B-1: Proponent Representative and Proponent Representative Contact Individual;
  - (ii) Form B-2: Proponent and Proponent Team Lead(s) Member Composition;
  - (iii) Form B-3: Proponent Team Members Roles and Responsibilities; and
  - (iv) Form B-4: Proponent Team Member(s) – Legal Status;
- (c) Section C: Past Project Experience, which should consist of Appendix C – Project Experience Forms:
  - (i) Form C-1: Past Project Experience, Project Management Team;
  - (ii) Form C-2: Past Project Experience, Design Team; and
  - (iii) Form C-3: Past Project Experience, Construction Team;
- (d) Section D: Financial Information, which shall include Appendix D – Financial Information Forms:
  - (i) Form D-1: Proponent and Proponent Team Lead(s) Identification;

- (ii) Form D-2: Licenced Financial Institution Credit Reference Letter(s);
- (iii) Form D-3: Guarantor Reference Letter(s);
- (iv) Form D-4: Surety Reference Letter(s); and
- (v) Form D-5: Financial Statement Non-Disclosure Agreement; and
- (e) Section E: Business Information.

B1.2 Proponents should not submit any information other than what is specifically required by the RFP Documents. Proponents should not submit promotional materials as part of their Step 1 Submissions and Proponents are strongly encouraged to be clear and succinct in their Step 1 Submissions.

## **B2. Step 1 Submission Format**

B2.1 The Step 1 Submission shall be submitted in the following format:

- (a) Submit Sections A to C in a single searchable and printable PDF file; and
- (b) Submit Sections D and E in a single searchable and printable PDF file.

B2.2 The Proponent should comply with the following with respect to Section B2.1:

- (a) maximum page counts for the Step 1 Submission are as follows:
  - (i) Section B: 15 pages, excluding Forms;
  - (ii) Section C: 3 pages per Form;
  - (iii) Section D: 15 pages, excluding Forms; and
  - (iv) No maximum page count for all other Forms;
- (b) all parts of the Step 1 Submission shall use font sizes and line spacing to promote legibility;
- (c) all parts of the Step 1 Submission shall have numbered pages; and
- (d) PDF files shall be printable on 8 ½ x 11 inch paper or 11 x 17 inch paper, as applicable.

B2.3 If there are page limits set out in B2.2(a), the Proponent should limit its Step 1 Submission, or each component of the Step 1 Submission, to the maximum pages indicated in B2.2(a). Proponents are cautioned that the City will not review or score pages or other materials submitted in excess of the page limits. For greater clarity, any page limit set out in the RFP Documents shall apply to all materials submitted by the Proponent in response to the item that is the subject of such limit, whether submitted in the text of the Step 1 Submission or included as an appendix, schedule or other attachment to the Step 1 Submission. A single

cover page (or a tab) stating only “Part Title” in the Step 1 Submission to introduce parts will not be included in the page limit.

- B2.4 The City may reject a Step 1 Submission as being non-responsive if the Step 1 Submission is incomplete, obscure or conditional, or contains additions, deletions, alterations or other irregularities. The City may reject all or any part of any Step 1 Submission or waive technical qualification requirements or minor informalities or irregularities if the interests of the City so require.
- B2.5 Without limiting the rights of the City to reject a Step 1 Submission in accordance with this RFP, the City may, in its sole discretion, require the Proponent to submit information required by Section D of Table 1 (Financial Information) to the satisfaction of the City and to be taken into account during the City’s substantial completeness review of the Step 1 Submission. The City is not obliged to request such Financial Information or to seek clarification or verification of any aspect of the Financial Information or any statement by the Proponent, including an ambiguity in the Financial Information or in a statement made by a Proponent.

## **SECTION C – STEP 1 EVALUATION PROCESS OVERVIEW**

### **C1. Evaluation Process**

- C1.1 The City will not open Step 1 Submissions publicly. The City will evaluate the Step 1 Submissions in accordance with the following parts:

(a) Part 1

The Step 1 Submissions will be reviewed to determine whether they are substantially complete. The substantial completeness review will assess whether the required information and forms have been substantially completed and included in the Step 1 Submission. A Proponent’s failure to provide a substantially complete Step 1 Submission will result in the Step 1 Submission not being evaluated. For the purposes of this Step 1 Process, “substantially complete” means that all documents have been submitted as required by these RFP Documents and have been completed without any major gaps in the information. For clarity, “substantially complete” is not a test of “absolute completeness”.

(b) Part 2

The evaluation team established by the City will evaluate the Step 1 Submissions that pass the substantial completeness review. The evaluation team will evaluate and score the Step 1 Submission in accordance with the Evaluation Criteria set out in Table 1. The City will rank only those Step 1 Submissions that receive a “pass” on the “pass/fail” components and achieve the minimum passing score on the qualification evaluation. In the event that there is a tie in the aggregate qualification score among two or more Step 1 Submissions for the last Shortlisted Proponent position in the ranking, the following criteria, in order of precedence, shall be used to break the tie:

- (i) highest score in Section C in Table 1;
  - (ii) highest score in Section B in Table 1; and
  - (iii) highest score on social procurement portion of Section B in Table 1.
- (c) Part 3

The evaluation team established by the City will present the evaluation and ranking results from Parts 1 and 2 to an evaluation committee, also appointed by the City, including the identification of up to three highest ranked Proponents from Parts 1 and 2. The evaluation committee will review the findings of the evaluation team and confirm up to three highest rated Proponents (from Parts 1 and 2) as the Shortlisted Proponents. The role of the evaluation committee will be to confirm that the evaluation team has carried out their respective evaluation, scoring and preliminary ranking in accordance with the requirements of the RFP Documents.

- (d) Part 4

Subject to Section B3.1(a)(v) of the RFP and following approval by the City of the Shortlisted Proponents, the City will publish the identified Shortlisted Proponents on MERX.

## **C2. Financial Information Confirmation**

- C2.1 During the time period from the end of the Step 1 Process until the issuance of the Step 2 Process documents, the City may, in its sole discretion, request any Proponent to confirm that there have been no material changes to Section D: Financial Information submitted by the Proponent. If there have been any material changes to the Proponent's Section D: Financial Information, the Proponent shall report such material change in accordance with Section C3.1.

## **C3. Reporting of Material Financial Changes**

- C3.1 During the time period from the end of the Step 1 Process until the issuance of the Step 2 Process documents, each Shortlisted Proponent shall immediately report any material change to Section D: Financial Information submitted by that Shortlisted Proponent during the Step 1 Process and shall re-submit its updated financial information by providing all financial information originally required by Table 1 and any other information required by the City at that time ("**Updated Financial Information**"). The City shall evaluate the Updated Financial Information and may revise the Shortlisted Proponent's score to reflect the results of the re-evaluation. If, on the basis of the evaluation of the Updated Financial Information, the City determines that the Shortlisted Proponent has failed in accordance with evaluation criteria set out in Table 1, the Proponent will no longer be a Shortlisted Proponent.

## SECTION D STEP 1 PROCESS EVALUATION

### D1. Evaluation Criteria

- D1.1 A Step 1 Submission that has passed the substantial completeness review will be subjected to a scoring evaluation based on the Evaluation Criteria set out in Table 1.
- D1.2 An overview of the weightings for the evaluation in this Step 1 Process is set out in Section D2.
- D1.3 The evaluation team will evaluate each Step 1 Submission based on the Evaluation Criteria.
- D1.4 Evaluation Scoring:

- (a) Generally, scoring of the Submission Requirements of the Step 1 Submission against the evaluation criteria will be done a 0 to 5 scale. The scoring criteria is as follows:

| Score | Scoring Criteria                                                                                                                                                                                                                                                                                                                                           |
|-------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 0     | The component of the Step 1 Submission has not been submitted.                                                                                                                                                                                                                                                                                             |
| 1     | The component of the Step 1 Submission is incomplete or inadequate, not allowing for full evaluation. When evaluated against the evaluation criteria, the component does not meet the Step 1 Submission requirements in Table 1. Material deficiencies noted.                                                                                              |
| 2     | The component of the Step 1 Submission is complete. When evaluated against the evaluation criteria, the component does not meet, or can only partially meet, the Step 1 Submission requirements in Table 1. Material deficiencies noted.                                                                                                                   |
| 3     | The component of the Step 1 Submission is complete. When evaluated against the evaluation criteria, the component can mostly meet the Step 1 Submission requirements in Table 1. Only non-material deficiencies noted.                                                                                                                                     |
| 4     | The component of the Step 1 Submission is complete. When evaluated against the evaluation criteria, the component fully meets the Step 1 Submission requirements in Table 1. No deficiencies noted.                                                                                                                                                        |
| 5     | The component of the Step 1 Submission is complete. When evaluated against the evaluation criteria, the component exceeds the Step 1 Submission requirements in Table 1 and may provide additional benefit to the City. No deficiencies noted, or if any non-material deficiencies are noted, they are mitigated by enhancements in the Step 1 Submission. |

- (b) A score of 0 to 5 will be given for each separate Submission Requirement in accordance with how well it compares against the evaluation criteria listed in Table 1. The score ratio out of 5 is multiplied by the maximum possible points to calculate the points contribution for that Submission Requirement (rounded to

one decimal place). These are summed for each Submission Requirement to determine the total points contribution for the Step 1 Submission Section.

D1.5 Proponents are cautioned that a Proponent which fails to meet:

- (a) a minimum threshold of 55/100 points applicable to the total available points applicable to the entire Step 1 Submission may, as a result, be prevented from becoming a Shortlisted Proponent, in the City's sole discretion;
- (b) minimum threshold of 5/10 points applicable to the total available points applicable to the social procurement objectives of the Construction Team in the Step 1 Submission may, as a result, be prevented from becoming a Shortlisted Proponent, in the City's sole discretion; and
- (c) any Pass/Fail threshold applicable to the Step 1 Submission will be prevented from becoming a Shortlisted Proponent.

## D2. Weighting of Evaluation

| Step 1 Submission Evaluation Overview | Points     |
|---------------------------------------|------------|
| Section A – Step 1 Submission Forms   | Pass/Fail  |
| Section B – Project Organization      | 20         |
| Section C – Past Project Experience   | 80         |
| Section D – Financial Information     | Pass/Fail  |
| Section E – Business Information      | Pass/Fail  |
| <b>TOTAL</b>                          | <b>100</b> |

**TABLE 1**  
**STEP 1 SUBMISSION REQUIREMENTS AND EVALUATION CRITERIA**

| Step 1 Submission Requirement                                                                                                                                                                                                                                                                                                                                                                                                                                                                      | Evaluation Criteria                                                                                                                                                                 | Contributing Points | Points           |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------|------------------|
| <b>Section A – Step 1 Submission Forms</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                         |                                                                                                                                                                                     |                     | <b>Pass/Fail</b> |
| <u>Special Instructions:</u> <ul style="list-style-type: none"> <li>the name and official capacity of all individuals signing Form A-1 Master Step 1 Submission Form shall be printed below the related signature; and</li> <li>if a Step 1 Submission is submitted jointly by two or more Persons, the term “Proponent” shall mean each and all such Persons, and the undertakings, covenants and obligations of such Persons in the Step 1 Submission shall be both joint and several</li> </ul> |                                                                                                                                                                                     |                     |                  |
| Form A-1: Master Step 1 Submission Form                                                                                                                                                                                                                                                                                                                                                                                                                                                            | <ul style="list-style-type: none"> <li>Form fully completed</li> <li>All addenda acknowledged</li> <li>Signed and dated by Proponent Representative(s)</li> </ul>                   | Pass/Fail           |                  |
| Form A-2: Step 1 Proponent Team Member Consent Declaration Form                                                                                                                                                                                                                                                                                                                                                                                                                                    | <ul style="list-style-type: none"> <li>For each Proponent Team Member: <ul style="list-style-type: none"> <li>Form fully completed</li> </ul> </li> <li>Signed and dated</li> </ul> | Pass/Fail           |                  |
| Form A-3: Step 1 Conflict of Interest, Confidential Information and Litigation Declaration Form                                                                                                                                                                                                                                                                                                                                                                                                    | <ul style="list-style-type: none"> <li>Form fully completed</li> <li>Signed and dated by Proponent Representative(s)</li> </ul>                                                     | Pass/Fail           |                  |

| Step 1 Submission Requirement                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             | Evaluation Criteria                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     | Contributing Points | Points    |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------|-----------|
| <b>Section B - Project Organization</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |                     | <b>20</b> |
| <p>Form B-1 – Proponent Representative and Proponent Representative Contact Individual</p> <p>Form B-2 – Proponent and Proponent Team Lead(s) Member Composition</p> <p>Form B-3 – Proponent Team Members Roles and Responsibilities</p> <p>Form B-4 – Proponent Team Member(s) – Legal Status</p> <p>Provide an organizational chart for the Proponent:</p> <ul style="list-style-type: none"> <li>Identify all Proponent Team Members</li> <li>Identify reporting relationship between Proponent and City</li> <li>Identify reporting relationships between Proponent Team Leads</li> <li>Identify reporting relationship between a Proponent Team Lead and the related Proponent Team Members (e.g. the reporting relationship between all Proponent Team Members that make up the Design Team and the Design Team Lead(s))</li> </ul> | <ul style="list-style-type: none"> <li>Form B-1: Form fully complete</li> <li>Form B-2: Form fully complete to include each Proponent Team Member: <ul style="list-style-type: none"> <li>Project Management Lead(s) identified</li> <li>Design Team Lead(s) identified</li> <li>Construction Team Lead(s) identified</li> <li>Other Proponent Team Members identified, if required: <ul style="list-style-type: none"> <li>Proponent Team Members for Project Management Team</li> <li>Proponent Team Members for Design Team</li> <li>Proponent Team Members for Construction Team</li> </ul> </li> </ul> </li> <li>Form B-3 &amp; B-4: Form fully complete for each Proponent Team Member</li> <li>Organizational Chart: The Proponent's organizational chart will be evaluated based on the extent to which it demonstrates a strong understanding of the required reporting relationships that are logical, reasonable, and appropriate for the Project</li> </ul> | 10                  |           |
| <p>Description of the Proponent's Construction Team approach to implementing the social procurement objectives as provided in Appendix E of this Schedule 2.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          | <ul style="list-style-type: none"> <li>The Proponent's social procurement objectives will be evaluated based on the extent to which it demonstrates a strong understanding of the required social procurement objectives including employment of Skilled Labour from Indigenous Peoples and Under-Represented Groups</li> </ul>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         | 10                  |           |

| Step 1 Submission Requirement                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       | Evaluation Criteria                                                                                                                                                                               | Contributing Points | Points    |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------|-----------|
| <b>Section C – Past Project Experience</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |                                                                                                                                                                                                   |                     | <b>80</b> |
| <u>Special Instructions:</u> <ul style="list-style-type: none"> <li>each form shall clearly indicate the Proponent, Proponent Team Leads and/ or Proponent Team Member, identifying their role in each past project, and the respective scope of work and services performed;</li> <li>the required past projects for each of the Project Management Team, Design Team or Construction Team may be submitted by either the Proponent, Proponent Team Leads or Proponent Team Members;</li> <li>the same project may be submitted by the Project Management Team, Design Team or Construction Team provided separate Forms are used to demonstrate and address the required role; and</li> <li>separate forms for each of the Project Management Team, Design Team, and Construction Team are required and the same past project should be repeated, if necessary, even if the projects have been used in response to a previous section or for another Proponent Team Member, and even if some of the information or data is repeated on multiple forms.</li> </ul> |                                                                                                                                                                                                   |                     |           |
| Form C-1 – Past Project Experience, Project Management Team (1 project)                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             | <ul style="list-style-type: none"> <li>3 points: Demonstrates water or wastewater sector project</li> </ul>                                                                                       | 15                  |           |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     | <ul style="list-style-type: none"> <li>3 points: Demonstrates average design flow rate of &gt; 90 ML/d</li> </ul>                                                                                 |                     |           |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     | <ul style="list-style-type: none"> <li>3 points: Demonstrates biological nutrient removal</li> </ul>                                                                                              |                     |           |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     | <ul style="list-style-type: none"> <li>2 points: Demonstrates budget of &gt; \$100 M CAD</li> </ul>                                                                                               |                     |           |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     | <ul style="list-style-type: none"> <li>4 points: Demonstrates collaborative procurement such as PDB, CMAR, IPD or other types of alternative delivery (DB, DBO, DBFO, DBFOM, other P3)</li> </ul> |                     |           |
| Form C-2 – Past Project Experience, Design Team (1 project)                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         | <ul style="list-style-type: none"> <li>6 points: Demonstrates wastewater sector project</li> </ul>                                                                                                | 35                  |           |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     | <ul style="list-style-type: none"> <li>8 points: Demonstrates average design flow rate of &gt; 90 ML/d</li> </ul>                                                                                 |                     |           |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     | <ul style="list-style-type: none"> <li>12 points: Demonstrates design of biological nutrient removal</li> </ul>                                                                                   |                     |           |

| Step 1 Submission Requirement                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   | Evaluation Criteria                                                                                                                                                                                                                                                                                                                                                                                                                                   | Contributing Points | Points    |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------|-----------|
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 | <ul style="list-style-type: none"><li>4 points: Demonstrates budget of &gt; \$100 M CAD</li><li>5 points: Demonstrates collaborative procurement such as PDB, CMAR, IPD or other types of alternative delivery (DB, DBO, DBFO, DBFOM, other P3)</li></ul>                                                                                                                                                                                             |                     |           |
| Form C-3 – Past Project Experience, Construction Team (1 project)                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               | <ul style="list-style-type: none"><li>6 points: Demonstrates wastewater sector project</li><li>5 points: Demonstrates average design flow rate of &gt; 90 ML/d</li><li>6 points: Demonstrates biological nutrient removal</li><li>8 points: Demonstrates budget of &gt; \$100 M CAD</li><li>5 points: Demonstrates collaborative procurement such as PDB, CMAR, IPD or other types of alternative delivery (DB, DBO, DBFO, DBFMO, other P3)</li></ul> | 30                  |           |
| Section D – Financial Information                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |                                                                                                                                                                                                                                                                                                                                                                                                                                                       |                     | Pass/Fail |
| <u>Special Instructions:</u> <ul style="list-style-type: none"><li>except as otherwise indicated in this RFP Schedule 2, the Construction Team Lead(s) and each of their respective parent company or Guarantor (each a “<b>Financial Disclosure Entity</b>”) shall submit the requirements for Section D;</li><li>if any Financial Disclosure Entity is itself the ultimate parent company and does not have a parent company in any jurisdiction, then the Proponent is not required to submit information with respect to the Guarantor of such Financial Disclosure Entity;</li><li>for Form D–2, if the length of time at the current Institution does not equal or exceed five (5) years from the Submission Deadline, additional Form(s) D-2 for each prior institution shall be completed for the remaining period up to the last five (5) years;</li><li>each Financial Disclosure Entity who wishes to have the financial statements protected must complete Form D-5 – Financial Statement Non – Disclosure Agreement(s) and comply with the following process:<ul style="list-style-type: none"><li>execute Form D-5 and submit to the Contact Person identified in the RFP Data Sheet by e-mail, no later than the last day for submission of Form D-5 as indicated in the RFP Data Sheet; and</li></ul></li></ul> |                                                                                                                                                                                                                                                                                                                                                                                                                                                       |                     |           |

| Step 1 Submission Requirement                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        | Evaluation Criteria                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    | Contributing Points | Points |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------|--------|
| <ul style="list-style-type: none"> <li>the City will execute Form D-5 and send it back to the required Financial Disclosure Entity by email, no later than ten (10) Business Days prior to the Step 1 Submission Deadline;</li> <li>each Financial Disclosure Entity, as appropriate, must enclose the required information in a separate PDF file with Form D-5, executed by the appropriate Person and the City; and</li> <li>in the event that a Financial Disclosure Entity advises that they require a revision to any term(s) of Form D-5 and a fully acceptable non-disclosure agreement cannot be agreed upon by no later than the last day for submission of Form D-5 as indicated in the RFP Data Sheet (with the City acting in its sole discretion), the associated Proponent may be disqualified from the Step 1 Process.</li> </ul>                                                                                                                                                    |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |                     |        |
| Form D-1 – Proponent and Proponent Team Lead(s) Identification                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       | The Proponent's financial information will be evaluated on a holistic basis and based on the information provided by the Proponent in response to Section D.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |                     |        |
| <p>Each Financial Disclosure Entity to submit:</p> <ul style="list-style-type: none"> <li>a brief description of each Construction Team Lead's (including each Financial Disclosure Entity's) capacity to undertake its proposed role and Project obligations (e.g., discuss net and total asset size relative to the Project scope, the anticipated financial magnitude of each Construction Team Lead's respective role, financial viability and ability, approach and experience to provide performance security, and describe support and / or guarantees from any other parties).</li> <li>copies of annual reports, which include audited financial statements (including an opinion letter or auditor's report, balance sheet, income statement, statement of changes in cash flow, and notes) for each of the last three (3) fiscal years. If audited financial statements are not available, then unaudited financial statements for each of the last three (3) fiscal years may</li> </ul> | <p>The Proponent's response will be evaluated based on the extent to which the Proponent:</p> <ul style="list-style-type: none"> <li>has fully completed all forms and provided all of the information required in Section D of this Table 1;</li> <li>demonstrates the Proponent's financial capacity to meet its financial obligations required by the Work and performance security requirements that are typical of projects of similar scope and complexity to this Project, estimated at approximately between \$1.0 billion and \$1.1 billion, such ability assessed with respect to profitability, indebtedness, investment capacity, changes in financial position, financial obligations, and if applicable, the credit ratings of each Financial Disclosure Entity;</li> <li>demonstrates that known or committed projects will not impair the Proponent's capabilities to meet the annual financial obligations for design and construction of the Project; and</li> </ul> | Pass/Fail           |        |

| Step 1 Submission Requirement                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             | Evaluation Criteria                                                                                                                                                | Contributing Points | Points |
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| <p>be submitted which must be signed by an Officer of each applicable Person comprising the Proponent.</p> <ul style="list-style-type: none"> <li>• copies of interim financial statements for each quarter (or other internal schedule for which interim statements are prepared) since the most recent fiscal year for which audited statements are provided, and if none have been prepared, a confirmation as such with explanation on why no interim financial statements have been prepared.</li> <li>• a copy of the most recent credit rating report (including credit warnings produced since the publication of said report) from each agency that rates the Financial Disclosure Entity's debt, or confirmation that no such ratings exist.</li> <li>• all known and committed participation in construction projects to occur over the next five years and the impact on the Financial Disclosure Entity's ability to participate in the Project.</li> <li>• a signed letter from the Chief Financial Officer or an authorized signing officer of each Financial Disclosure Entity that contains: <ul style="list-style-type: none"> <li>○ details of any material off-balance sheet financial arrangements currently in place that represent a liability in excess of one million Canadian Dollars (\$1,000,000 CAD);</li> </ul> </li> </ul> | <ul style="list-style-type: none"> <li>• demonstrates that its financial condition is sufficient to complete the Project with minimal risk to the City.</li> </ul> |                     |        |

| Step 1 Submission Requirement                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               | Evaluation Criteria | Contributing Points | Points |
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| <ul style="list-style-type: none"> <li>○ details of any material events that may affect the entity's financial standing since the last annual or interim financial statement provided; and</li> <li>○ details of any bankruptcy, insolvency, company creditor arrangement or other major litigation or other insolvency proceeding in the last three (3) financial years, including the current year.</li> </ul>                                                                                                                                                                                                                                                                                            |                     |                     |        |
| <p>Form D-2 – Licenced Financial Institution Credit Reference Letter(s), completed on the letterhead of a licenced financial institution that, for the past five (5) years, confirms:</p> <ul style="list-style-type: none"> <li>• ability to provide performance security typical of projects of similar scope and complexity to this Project;</li> <li>• length of time each Financial Disclosure Entity has been a client, and details of the relationship;</li> <li>• types and amounts of credit facilities; and</li> <li>• credit history with the financial institution and indicating that the Financial Disclosure Entity is in good standing as a client of the financial institution.</li> </ul> |                     |                     |        |
| <p>Form D-3 – Guarantor Reference Letter(s), dated after issuance of this RFP (Step 1), for each Construction Team Lead(s), as applicable.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |                     |                     |        |

| Step 1 Submission Requirement                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          | Evaluation Criteria                                                                                                                                | Contributing Points | Points           |
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| <p>Form D-4 – Surety Reference Letter(s), dated after issuance of this RFP (Step 1), completed on the letterhead of a surety, licenced to do business in Manitoba and duly authorized to transact the business of suretyship in Manitoba as a surety, confirming:</p> <ul style="list-style-type: none"> <li>the bonding capacity of the Financial Disclosure Entities and support to provide required bonding, including performance bond and labour and materials bond, at a minimum of 50% of the contract value estimated at approximately between \$1.0 billion and \$1.1 billion; and</li> <li>If there are joint and several agreement(s)/guarantee(s) among the Construction Team and their respective bonding company(ies) in the event the Construction Team Lead(s) are comprised of more than one Proponent Team Member, a Form D-4 – Surety Reference Letter may be provided by up to three bonding companies.</li> </ul> |                                                                                                                                                    |                     |                  |
| <b>Section E – Business Information</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |                                                                                                                                                    |                     | <b>Pass/Fail</b> |
| <p><u>Special Instructions:</u></p> <ul style="list-style-type: none"> <li>If the Construction Team Lead(s) comprises more than one Person, then each Person shall provide the documentation; and</li> <li>A list of acceptable independent reviewers and the review template are available on the information connection page at The City of Winnipeg, Corporate Finance, Purchasing Division website at <a href="https://winnipeg.ca/matmgt/Safety/default.stm">https://winnipeg.ca/matmgt/Safety/default.stm</a>.</li> </ul>                                                                                                                                                                                                                                                                                                                                                                                                        |                                                                                                                                                    |                     |                  |
| For the Proponent, provide evidence of insurability for:                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               | <ul style="list-style-type: none"> <li>Provides evidence of insurability or provides letter that Proponent will provide the evidence of</li> </ul> | Pass/Fail           |                  |

| Step 1 Submission Requirement                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                | Evaluation Criteria                                                                                                                                                                                                                                                             | Contributing Points | Points |
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| <ul style="list-style-type: none"> <li>professional liability insurance in the minimum amount of twenty million Canadian Dollars (\$20,000,000 CAD) per claim and in the aggregate</li> <li>contractor's pollution liability (CPL) and pollution legal liability (PLL) (combined form) insurance</li> <li>commercial general liability insurance</li> <li>Automobile liability insurance for licenced automobiles used for or in connection with the Work</li> <li>Property insurance for equipment and tools used on the Project</li> </ul> | insurability for the Proponent within fifty (50) Calendar Days of the Step 1 Submission Deadline                                                                                                                                                                                |                     |        |
| <p>For the Design Team Lead(s) and each Proponent Team Member in the Design Team, submit:</p> <ul style="list-style-type: none"> <li>current status as holder of a Certificate of Authorization with Engineers Geoscientists Manitoba (EGM) to provide design services within Manitoba; or</li> <li>plan to obtain registration as a practicing entity to obtain such certificate</li> </ul>                                                                                                                                                 | <ul style="list-style-type: none"> <li>Provides evidence or provides letter that Proponent will provide the evidence for the Design Team Lead(s) and each Proponent Team Member in the Design Team within fifty (50) Calendar Days of the Step 1 Submission Deadline</li> </ul> | Pass/Fail           |        |
| <p>For the Construction Team Lead(s) that will be in the role of "Prime Contractor" as defined in The Workplace Safety &amp; Health Act (Manitoba), submit:</p> <ul style="list-style-type: none"> <li>a valid Manitoba COR™ certificate and letter of good standing (or Manitoba equivalency) as issued under the Certificate of Recognition (COR™) Program administered by the Construction Safety Association of Manitoba or by the Manitoba Heavy Construction</li> </ul>                                                                | <ul style="list-style-type: none"> <li>Provides evidence or provides letter that Proponent will provide the evidence for the Construction Team Lead(s) within fifty (50) Calendar Days of the Step 1 Submission Deadline</li> </ul>                                             | Pass/Fail           |        |

| Step 1 Submission Requirement                                                                                                                                                                                                                                               | Evaluation Criteria | Contributing Points | Points |
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| Association's WORKSAFELY™ COR™ Program; or <ul style="list-style-type: none"><li>a letter/report from an independent reviewer that confirms that Proponent's safety and health certification meets SAFE Work Manitoba's SAFE Work Certified Standard (e.g., COR™)</li></ul> |                     |                     |        |