ALBERTA TRANSPORTATION

REQUEST FOR QUALIFICATIONS

FOR THE

DESIGN, BUILD, FINANCE, OPERATE

OF

SOUTHEAST STONEY TRAIL
BEING THE SOUTHEAST LEG OF THE RING ROAD FOR
THE CITY OF CALGARY, ALBERTA, CANADA

Alberta Transportation

March 11, 2009

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1 INTRODUCTION

1.1 Executive Summary of the Business Opportunity

Alberta Transportation (the **"Department"**) has received Alberta Government approval to proceed with procurement of the design, build, financing and operation ("**DBFO**") of Southeast Stoney Trail (the "**Project**"), being the southeast leg of the ring road for the City of Calgary, Alberta, Canada. The location of the Project in the context of the City of Calgary is shown on Figure 2. The Project is described in detail in Section 2 of this Request for Qualifications ("**RFQ**").

In summary, the Project consists of an approximately 25 kilometre divided highway consisting of six lanes plus additional basic and auxiliary lanes, 9 interchanges (includes a system interchange), 2 flyovers, and additional pre-grading for future interchanges (see Figure 1).

The Project will be procured as a DBFO. The RFQ phase of the procurement will be followed by a Request for Proposals ("**RFP**"), which will culminate in a DBFO Agreement. The procurement process and the DBFO Agreement will be based in large measure upon the successful processes and DBFO Agreements realized in the Edmonton Southeast Anthony Henday Drive, Calgary Northeast Stoney Trail, and Edmonton Northwest Anthony Henday Drive DBFOs that closed in January 2005, February 2007, and July 2008 respectively.

The DBFO Agreement for the Project will award to the successful bidder responsibility to design, construct and partially finance the Project, and to operate and maintain it, together with the 12 kilometres of Deerfoot Trail between Southeast Stoney Trail (currently Highway 22X) and Highway 2A junction, for a term of 30 years following opening of the road. The Department will provide partial funding for the Project in an amount currently anticipated to be between 30% and 70% of the successful bidder's capital cost of the Project. The successful bidder will supply private financing for the balance of the capital cost of the Project.

The Department intends that the RFP will be issued on or about May 19, 2009, that final bids in response to the RFP will be required on or about January 13, 2010, and that the DBFO Agreement will be entered into on or about March 15, 2010. (See Project Schedule in Section 2.4 below.)

1.2 Background

Alberta is an excellent place to work, live and do business.

The City of Edmonton and the City of Calgary are two of the six largest cities in Canada with metropolitan area populations exceeding one million each.

The Department is responsible for the operation of 25,000 kilometres of paved and 5,000 kilometres of gravel highway network in the Province, including 3,800 bridge structures. This highway network has a depreciated value of about $20 billion.

The Department is planning to expand its transportation network throughout the Province and to expand the ring roads around Edmonton and Calgary. The 2005 Throne Speech stated that one of the Alberta Government's goals is to complete the ring roads around Edmonton and Calgary by 2015.

The Project will be a vital transportation corridor for the movement of goods through Alberta and a key transportation link within the City of Calgary.

The Project is a top priority for the Department. The DBFO Agreement will be one of the largest single transactions entered into by the Department.

1.3 Objectives of this RFQ

This RFQ is the first stage in the DBFO procurement process. The purpose of this RFQ is:

a. to confirm sufficient interest among qualified private sector participants to proceed effectively with the DBFO procurement process; and

b. to identify three teams (each, a "**Consortium**") of private sector participants for participation in the RFP phase of the DBFO procurement process.

The objectives of the Department for the Project and the DBFO procurement process are:

(i) to expeditiously complete the procurement process;

(ii) to complete construction of the Project so that it is ready for traffic availability by October 1, 2013;

(iii) to achieve value for money, that is, optimal value over the life of the Project, i.e. during the design-build phase and for a 30 year term thereafter (the "Term");

(iv) to ensure that the Project is designed, built and operated in an environmentally sound manner and in a manner that ensures the safety of the traveling public; and

(v) to ensure that the highway infrastructure is handed back to the Department in suitable condition at the end of the Term.

Accordingly, the principal objective of this RFQ is to identify, from among Consortia responding to this RFQ (the "**Respondents**"), the three Respondents ("**Proponents**") who are most likely to further the above objectives for the Project. Specifically, by this RFQ process the Department hopes to identify the three Respondents who are most likely to:

(A) engage in the procurement process through to final bids;

(B) submit highly competitive final bids that will achieve value for money for the DBFO; and

(C) if selected as the successful bidder, design and build and operate the highway effectively and efficiently and in a manner that is financially and environmentally sound and that appropriately protects the safety of the traveling public.

The Department believes that assessment of Respondents' respective ability to satisfy the above criteria and meet the above objectives turns on four key questions:

1. Who are you? -- who are the key business entities ("**Team Members**") on your team, and who are the individuals ("**Key Individuals**") that will play a lead role on behalf of those Team Members? Section 4 of this RFQ addresses this key question.

2. What have you done? -- what pertinent experience, knowledge and skills do your Team Members and their Key Individuals have? Section 5 of this RFQ addresses this key question.

3. What is your plan? -- How do you plan to structure your Consortium and your approach to each of the project lead, design-build, the operation and maintenance, and the financing of the Project? Section 6 of this RFQ addresses this key question.

4. What is your advantage? -- What are your significant advantages, whether of experience, organization, methodology or innovation, that suggest a relatively high probability that your Consortium will be able to deliver the winning bid and thereafter successfully carry out the Project through to the end of the Term? Section 7 of this RFQ addresses this key question.

1.4 Instructions to Interested Parties

All interested parties requesting an RFQ information package are required to register with the Department. To become "**Registered Parties**", interested parties will be required to pay a $250 non-refundable fee. Only Registered Parties will be entitled to receive addenda to the RFQ issued by the Department.

Submissions by Respondents in response to this RFQ must:

- be in the format described in Section 3.3 of this RFQ;
- clearly identify the submission package as relating to "Southeast Stoney Trail, Request for Qualifications"; and
- be addressed to the attention of and physically delivered (fax or e-mail submissions will be rejected) to the address set out below no later than 4:00 p.m. local (Edmonton) time on April 15, 2009:

Attention: Tom Loo
Executive Director, Major Capital Projects
Location: Alberta Transportation

Tender Administration
Tender Deposit Counter
1st Floor Twin Atria Building
4999 – 98 Avenue
Edmonton, Alberta, Canada
T6B 2X3

1.5 Addenda to this RFQ

The Department may make modifications to this RFQ by issuing addenda. It is the responsibility of the Respondent to ensure the Respondent's submission is in accordance with all addenda to the RFQ.

1.6 Communications

All correspondence and contact by Registered Parties or Respondents (including their Team Members and Key Individuals) with the Department in relation to this RFQ must be directly and only with the following individual (the "**Designated Representative**") designated by the Department:

Tom Loo
Executive Director, Major Capital Projects
Alberta Transportation
2nd Floor Twin Atria Building
4999 – 98 Avenue
Edmonton, Alberta, Canada
T6B 2X3
Email: tom.loo@gov.ab.ca
Phone: (780) 415-4876
Fax: (780) 422-2846

Registered Parties who wish to ask questions regarding this RFQ (other than in the course of the information meeting contemplated by Section 1.8, below) must submit them by a letter to the Designated Representative (which may be by e-mail attachment in PDF form). The Department may decline to respond to questions received less than ten business days before the RFQ closing date indicated in Section 1.4 above. The Department may, where in its assessment confidentiality is not in issue and its response to a particular question is likely to be of interest to other Registered Parties, distribute to all Registered Parties copies of questions and the Department's responses.

1.7 No Lobbying

Interested parties, Registered Parties, Respondents and their Team Members and Key Individuals are strictly prohibited from engaging in any form of political or other lobbying whatsoever in relation to the Project or with a view to influencing the outcome of this RFQ process. Failure to comply with this provision may result in disqualification of your

Consortium from the RFQ process or, if the Department becomes aware of your breach of this provision after the RFP has been issued, from the RFP process.

1.8 Information Meeting

The Department intends to hold an information meeting with all interested parties as a group. The purpose of the information meeting will be to respond to questions and comments that interested parties may have regarding the RFQ and the Project. Attendance will be optional. The information meeting is scheduled to be held as follows:

Date: March 19, 2009
Time: 2:30 P.M. to 4:30 P.M. local (Calgary) time
Location: To be determined, Calgary, Alberta

Interested parties wishing to attend the information meeting must confirm their intention before March 17, 2009 to:

Carla Armstrong
Executive Secretary
Alberta Transportation
2nd Floor Twin Atria Building
4999 – 98 Avenue
Edmonton, Alberta, Canada
T6B 2X3
Email: carla.armstrong@gov.ab.ca
Phone: (780) 644 5612
Fax: (780) 422 2846

1.9 Available Information

All Registered Parties have access to the FTP site:

ftp://ATFTP:sestread1@www.tu.gov.ab.ca/SEST_RFQ/

which site shall have the following electronic information:

- draft Stage 1 Functional Planning Study drawings;
- the RFP issued for the Northwest Henday DBFO;
- the versions of the DBFO Agreement that culminated the Northeast Stoney Trail RFP process and the Northwest Henday RFP process, dated September 26, 2006 and July 29, 2008, respectively; and
- Tables 3.2, 4.1, 4.2/5.2, 5.1, and 5.3 in electronic MS Word format.

The Department also maintains the following website that includes all of the Department's Guidelines, Standards and Specifications as well as current news and information:

- www.transportation.alberta.ca

1.10 No Liability

The Department does not, by issuing this RFQ or by any communication or documentation made or provided in connection with this RFQ, incur any duty of care or contractual obligation to any interested party, Registered Party, Respondent, Team Member, Key Individual or other person, and expressly disclaims any liability or obligation to any interested party, Registered Party, Respondent, Team Member, Key Individual or other person in connection with this RFQ. Statements in this RFQ of the Department's expectation in relation to the Project and the Project schedule and the RFP process are relied upon or acted upon by interested parties, Registered Parties, Respondents, Team Members, Key Individuals and other persons solely at their own risk.

The Department may amend, suspend, postpone, cancel, or extend the closing of this RFQ or any future stage of the procurement of the Project without incurring liability to any interested party, Registered Party, Respondent, Team Member or Key Individual.

1.11 Defined Terms

Defined terms used in this RFQ are defined as they are introduced and capitalized throughout. For convenience, a summary of defined terms is attached as Appendix "A".
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2 THE PROJECT

2.1 Description of Project

The Project will comprise:

- Approximately 25 kilometres of a new six lane divided freeway between 17 Avenue SE (Highway 1A) and the east side of the existing Macleod Trail interchange within the Department owned Transportation/Utility Corridor in the City of Calgary. The design life will be 75 years for structures. All designs will have to meet national and provincial design codes and technical standards;

- interchanges at:
  - 17 Avenue SE
  - Peigan Trail SE
  - Glenmore Trail SE
  - 114 Avenue SE
  - Highway 22X
  - 52 Street SE
  - Deerfoot Trail SE
  - McKenzie Lake Boulevard/Cranston Boulevard SE
  - Sun Valley Boulevard/Chaparral Boulevard SE;

- flyovers at:
  - CNR South of Peigan Trail SE; and
  - CPR North of 114 Avenue SE.

The operation and maintenance component of the DBFO will comprise:

- pavement surface maintenance (ride, skid resistance, etc.);
- pavement rehabilitation;
- bridge maintenance and rehabilitation;
- snow and ice removal;
- sign and landscape maintenance;
- drainage maintenance; and
- illumination and signal control.

The operation and maintenance component will include the operation and maintenance but not rehabilitation, of 12 kilometres of Deerfoot Trail between Southeast Stoney Trail (currently Highway 22X) and Highway 2A junction.

The Department will provide partial funding for the Project in an amount currently anticipated to be between 30% and 70% of the successful bidder’s capital cost of the Project. The successful bidder will supply private financing for the balance of the capital cost of the Project.

The entire right of way has been purchased by the Department with the exception of some minor parcels which will be purchased by June 30, 2011. The highway will not be tolled.

2.2 Procurement Process

The first stage of the procurement process for the Project is this RFQ. The Department intends to invite three Respondents (but reserves the right to invite less or more than three Respondents) to participate in the second stage of the procurement process, the RFP.

During the RFP stage, the Department intends to require Proponents to submit the following packages:

- Package Submission Requirement (“SR”) 1 -
    - general management plan;
- Package SR 2 –
    - detailed plans for design, construction, operations, maintenance, safety audit, whole-life management (preservation and rehabilitation), traffic management, quality management, environmental management, public communication, safety, project schedule, collaborating, insurance and indicative financial model;
- Package SR2B
    - Restated SR2 with all components clarified and indicative financing plan; and
- Package SR 3 –
    - financial model, financing plan and financial offer.

The Department also intends to invite but not require Proponents to participate in an Optional Innovation Submission and feedback process. The Optional Innovation Submission would include non-binding information on innovative solutions being considered and identify departures from the solutions presented in the functional plan provided by the Department. Proponents are not required to adopt in their SR Packages the innovative solutions proposed in their Optional Innovation Submissions.

An honorarium for RFP proposal development costs of $ 1,500,000 (One Million, Five Hundred Thousand Canadian Dollars) will be paid to each of the unsuccessful Proponents who has submitted a compliant proposal to the RFP and agrees to transfer to the Department all intellectual property rights (including waiving of moral rights) contained within the Proponent's proposal. The successful Proponent will not be paid the honorarium.

2.3 DBFO Agreement

The draft DBFO Agreement will be issued concurrently with the RFP. It will be based in large measure upon the agreement utilized in the successful Northwest Henday DBFO (see Section 1.9 above).

Proponents will be afforded at least two opportunities to provide written comments on the DBFO Agreement and thereafter engage in meetings with the Department's team. The DBFO Agreement will be finalized prior to the submission of final bids (see Project Schedule Section 2.4 below), and will not be negotiated further following selection of the Proponent submitting a compliant bid with the lowest net present value (the "**Preferred Proponent**").

2.4 Project Schedule

The Department intends (but see the disclaimer in Section 1.10, above) to adhere to the following schedule:

• Issue RFQ	March 11, 2009
• RFQ Information Meeting	March 19, 2009
• RFQ Response Deadline	April 15, 2009
• RFQ Respondent Presentations to Selection Committee	May 13, 2009
• RFP Proponent Selection Announcement	May 15, 2009
• Issue RFP	May 19, 2009
• Proponents Information Meeting	May 22, 2009
• Utility Stakeholder Meeting	May 26, 2009
• SR 1 Submission Deadline	June 11, 2009
• First Draft DBFO Agreement Comments Deadline	June 24, 2009
• Notification of SR1 Results	June 26, 2009
• Innovation Submission Deadline	July 3, 2009
• Agreement Meeting #1	July 6, 7, 8, 2009
• Engineering Meeting #1	July 14, 15, 16, 2009

• Notification of Innovation Results	July 21, 2009
• Issue Second Draft of DBFO Agreement	July 30, 2009
• Second Draft DBFO Agreement Comments Deadline	September 4, 2009
• Engineering Meeting #2	Sept. 9, 10, 11, 2009
• Agreement Meeting #2	Sept. 15, 16, 17, 2009
• SR 2 Submission Deadline	September 22, 2009
• Issue Penultimate DBFO Agreement	October 8, 2009
• Penultimate Draft DBFO Agreement Comments Deadline	October 16, 2009
• Issue Final Form of DBFO Agreement	November 6, 2009
• Notification of SR2 Results	December 3, 2009
• SR 2B Submission Deadline	December 15, 2009
(new to process compared to previous ring road DBFO's)	
• Notification of SR 2B Results	January 6, 2010
• Notification of Discount and Inflation Rates	January 11, 2010
• SR 3 Submission Deadline	January 13, 2010

• Notification of Preferred Proponent	January 20, 2010
• DBFO Agreement Signing Deadline	March 15, 2010
• Traffic Availability	October 1, 2013

3 RFQ REQUIREMENTS

3.1 Ineligibility

Respondents must not include among their Team Members or Key Individuals any business entity or individual who is, or is associated with in any way likely to create a conflict of interest or a perception of conflict of interest, any of the following:

- any consultant retained by the Department in relation to the Project, including but not limited to consultants providing engineering, process, finance or financial capacity advice, namely:
  - Engineering Consultants
    - To be determined;
  - Financial and Process Consultant
    - Deloitte & Touche LLP;
  - Capital Markets/Banking Consultant
    - CIBC World Markets Inc.;
- the fairness auditor for the Project, Gary C. Campbell, Q.C. and GGC Consultants Inc.;
- any member of the Legislative Assembly of Alberta, or any associated person (as set out in the *Conflicts of Interest Act* (Alberta)).

If a Respondent considers that a particular relationship or association does not create a conflict of interest and will not create a perception of conflict of interest, but is concerned that the Department could arrive at a different conclusion, the Respondent should fully disclose the circumstances to the Department at the earliest possible date, and request that the Department provide an advance interpretation as to whether the relationship or association will be likely to create a conflict of interest or a perception of conflict of interest.

Failure to comply with this provision may result in disqualification of your Consortium from the RFQ process or, if the Department becomes aware of your breach of this provision after the RFP has been issued, from the RFP process.

3.2 Team Name and Lead Contact

A Respondent's submission must at the outset state a team name and an organization (the "**Contact Organization**") that will be the contact for all communications with the Department regarding this RFQ, and an individual (the "**Contact Individual**") responsible for all such communications on behalf of that organization. The Department shall be entitled to rely on any communication from the Contact Individual as having been duly authorized by the Contact Organization and as being duly given on behalf of the Respondent and its Team Members.

The following information must be provided for the Contact Individual:

- name;
- company name;
- title;
- address;
- phone number;
- fax number;
- e-mail address.

Table 3.2 in the attached Appendix "B" must be completed and provided as part of the Respondent's submission.

A Respondent may change its Contact Organization only by providing notice from the previous Contact Organization. The Contact Organization may substitute a new Contact Individual only by a written notice to the Department signed either by the previous Contact Individual or by an officer of the Contact Organization whose authority to do so is affirmed to the satisfaction of the Department.

3.3 Format of Submission

Your submission must:

- be entirely in the English language;
- consist of the information required by Section 3.2 and Sections 4, 5, 6 and 7 of this RFQ;
- include one original hard copy and 12 additional hard copies (including one copy in unbound form and otherwise suitable for copying), and one electronic copy.

Notwithstanding the foregoing, for the financial statements, annual reports, bank references and alternative information indicated in Section 4.1, all that is required is one original hard copy; and

- in furtherance of confidentiality, include in a **SEPARATE SEALED ENVELOPE MARKED "CONFIDENTIAL FINANCIAL INFORMATION"** all financial statements, annual reports, bank references and alternative information indicated in Section 4.1 that are part of the submission.

3.4 Confidentiality of Submissions and the Collection of Personal Information

Except as otherwise expressly indicated by Respondents, submissions in response to this RFQ will be considered to have been submitted in confidence and will be treated by the Department and its consultants as confidential, subject however to the provisions of the *Freedom of Information and Protection of Privacy Act* (Alberta) ("**FOIP**") governing access to information. In the event of a request under FOIP for access to any submissions under this RFQ, affected Respondents will be given notice and an opportunity to object to disclosure, pursuant to the provisions of FOIP protecting the confidentiality of third party business information.

The Respondent must advise, and must ensure Team Members advise, Key Individuals that all personal information (as defined in FOIP) provided to the Department in conjunction with the RFQ process is being collected for the purpose of evaluating the Respondent's RFQ submission, pursuant to the *Government Organization Act* (Alberta). The Key Individuals must also be advised that should they have any questions regarding this collection they may contact the Designated Representative. It is the Respondent's responsibility to obtain Key Individuals' authorization to include such personal information in the RFQ submission and authorization for the Department to do reference checks. Respondents must, if so requested by the Department, supply evidence demonstrating that such authorizations have been properly obtained in accordance with this section.

3.5 Publicity

No press release shall be issued by any interested parties or Respondents or their Team Members or Key Individuals in relation to the Project without first obtaining the prior written consent of the Department. Breach of this provision may result in disqualification of your Consortium from the RFQ process or, if the Department becomes aware of your breach of this provision after the RFP has been issued, from the RFP process.

3.6 No Collusion

Respondents must ensure that their participation in this RFQ is conducted without collusion or fraud on their part or any of their Team Members or Key Individuals. Respondents and their Team Members and Key Individuals shall not engage in discussions or other communications with any other Respondents or their Team Members and Key Individuals regarding the preparation or submission of their responses to this RFQ. Common ownership between Team Members on different

Respondents ("Common Ownership") may be deemed to be collusion by the Department. If a Respondent considers that a particular Common Ownership should not be deemed to be collusion, but is concerned that the Department could arrive at a different conclusion, the Respondent should fully disclose the circumstances to the Department at the earliest possible date, and request that the Department provide an advance interpretation as to whether the particular Common Ownership would be deemed to be collusion. Breach of this provision may result in disqualification of your Consortium from the RFQ process or, if the Department becomes aware of your breach of this provision after the RFP has been issued, from the RFP process.

3.7 Non-Conforming Submissions

If a Respondent's submission is not strictly in accordance with any provision of this RFQ ("Non-Conformance"), the Department may, at its option:

- if in the Department's opinion the Non-Conformance is immaterial, waive the Non-Conformance;
- if the Non-Conformance is an omission, the Department may give the Respondent up to five business days to supply the omitted material; or
- if in the Department's opinion the Non-Conformance is material, reject the submission as non-compliant.

3.8 Expenses

No honorarium or compensation will be offered by the Department to any Respondent, Team Member or Key Individual in consideration of expenses incurred in responding to this RFQ.

4 YOUR TEAM

4.1 Team Members

Tell us about the Team Members who constitute your Consortium, including at least completion of Table 4.1A in the attached Appendix "B". As indicated by that Table, Team Members must be separately listed for:

- your "Project Lead" (as defined in Section 6.4 below);
- your design-construction team;
- your operation and maintenance team;
- your financing team.

Tables 4.1B to 4.1E in the attached Appendix "B" must be fully completed and included as part of your submission.

A particular Team Member may be part of more than one of those teams, and thus be listed in more than one of those Tables.

The providing of organizational charts as part of the response to this RFQ is strongly encouraged. You must indicate a lead (the "**Lead Team Member**") for each of your design-construction team, your operation & maintenance team, and your financing team. For ***<u>each</u>*** Lead Team Member, as well as for any Team Member who is or is part of the “Project Lead” but is not otherwise a Lead Team Member, you must include as part of your submission:

- audited financial statements and annual reports for each of the last three years;
- interim financial statements for each quarter since the most recent year for which audited statements are provided;
- bank references (or alternatively, in the case of the Lead Team Member of your financing team, such alternative information as in your estimation will fully satisfy the Department of the financial capability of such Lead Team Member to lead and carry out your Consortium’s plan for financing the Project). Bank references should be letters from the bank setting out at least the: length of banking relationship; types and amounts of credit facilities; and credit history with the bank;
- Credit rating information, if available; and
- Details of any material events that may affect the entity’s financial standing since the last annual or interim financial statement provided.

No Team Member is to be listed as part of your Consortium unless they have formally consented in writing to be so listed in your submission (which written consent must be produced if requested by the Department).

Where prospective Team Members are under consideration but have not formally committed to being part of your Consortium, they are not to be mentioned in your submission unless:

- your submission expressly indicates that the prospective Team Member is under consideration but has not formally been accepted by your Consortium and/or have not formally committed to being part of your Consortium; and
- the prospective Team Member has consented in writing to being so mentioned in your submission (which written consent must be produced if requested by the Department).

4.2 Key Individuals

Tell us about the Key Individuals who will be the lead for each Team Member, including at least completion of Tables 4.2/5.2A, 4.2/5.2B, 4.2/5.2C, and 4.2/5.2D in the attached Appendix “B”. As indicated by those Tables, Key Individuals must be separately listed for:

- your “Project Lead” (as defined in Section 6.4 below);
- your design-construction team;
- your operation and maintenance team;
- your financing team.

The providing of resumes of Key Individuals as part of the response to this RFQ is strongly encouraged. A particular Key Individual may be part of more than one of those teams, and thus be listed in more than one of those Tables.

For each Key Individual, indicate your best estimate of the probability that the Key Individual will be available as needed throughout the Project. Where appropriate, identify a proposed back-up or replacement for any Key Individual, and include the same information as if that back-up or replacement were a Key Individual.

4.3 Substitutions

If, following submission of your response to this RFQ, you become aware that any of your Team Members or Key Individuals will be unable or is likely to be unable to participate in your Consortium, you must immediately so advise the Department, and indicate your proposed substitute Team Member or Key Individual. Failure to do so may result in disqualification of your Consortium from the RFQ process or, if the Department becomes aware of your breach of this provision after the RFP has been issued, from the RFP process.

All information required in this RFQ in respect of Team Members or Key Individuals must be provided to the Department in respect of any proposed substitute Team Members or Key Individuals, as applicable.

5 YOUR EXPERIENCE

5.1 Team Members' Experience

Tell us about the experience of each Team Member that is pertinent to the Project, including at least completion of Tables 5.1A, 5.1B, 5.1C, and 5.1D in the attached Appendix "B". As indicated by those Tables, the experience of Team Members must be separately listed for:

- your "Project Lead" (as defined in Section 6.4 below);
- your design-construction team;
- your operation and maintenance team;
- your financing team.

Where a Team Member is part of more than one of those teams, the pertinent experience of that Team Member must be listed in each applicable Table.

5.2 Key Individuals' Experience

Tell us about the experience of each Key Individual that is pertinent to the Project, including at least completion of Tables 4.2/5.2A, 4.2/5.2B, 4.2/5.2C, and 4.2/5.2D in the attached Appendix "B". As indicated by those Tables, the experience of Key Individuals must be separately listed for:

- your "Project Lead" (as defined in Section 6.4 below);
- your design-construction team;
- your operation and maintenance team;
- your financing team.

Where a Key Individual is part of more than one of those teams, the pertinent experience of that Key Individual must be listed in each applicable Table.

5.3 Collective Experience

Indicate past experience of Team Members or Key Individuals participating together in a DBFO or similar projects, including results achieved, lessons learned, relationships forged and synergies produced that are anticipated to be advantageous in relation to the Project. The providing of a summary of such past experience through the completion of Table 5.3 as part of the response to this RFQ is strongly encouraged.

6 YOUR PLAN

6.1 Design-Construction Plan

Describe your plan for the design and construction of the Project, having specific regard to:

- any pertinent information regarding the intended organization, management and coordination of the design-construction team;
- design management, roadway design, bridge design, drainage design, and utilities design;
- construction management, grading, surfacing, utilities and underground work, and bridge construction;
- quality management, quality control and quality assurance;
- safety;
- environmental management;
- whole-life management;
- any specifically intended innovative approaches to design or construction; and
- how your team proposes to deliver cost certainty.

6.2 Operation & Maintenance Plan

Describe your plan for the operation & maintenance of the Project following completion of the design-construction phase, having specific regard to:

- any pertinent information regarding the intended organization, management and coordination of the operation & maintenance team;
- operations and routine maintenance, bridge whole-life management, roadway and corridor whole-life management, traffic management;
- public safety;
- major rehabilitation;
- quality control;
- environmental management;
- any specifically intended innovative approaches to operation & maintenance; and
- how your team intends to deliver a measure of cost certainty over the term of the DBFO.

6.3 Financing Plan

Describe your plan for financing of the Project, having specific regard to:

- any pertinent information regarding the management, organization and coordination of the financing team;
- delivery of the "Financing and Initial Performance Letter of Credit" (see the Northwest Henday DBFO Agreement) that will be required to be lodged upon signing of the DBFO Agreement;
- equity financing (including anticipated sources);
- debt financing (including anticipated sources, if possible);
- any specifically contemplated innovative approaches to financing of the Project;
- any specifically contemplated alternatives to your financing plan; and
- the ramifications for your financing plan of the Province providing cash funding between 30% and 70% of the capital cost of the Project.

6.4 Consortium Management Plan

Describe your plan for governing your Consortium through the RFP stage and during the design-construction phase of the Project and beyond, having specific regard to:

- which Team Member or combination of Team Members, and which Key Individual or Key Individuals (collectively, the "**Project Lead**") will be the directing mind and will of your Consortium;
- decision-making on behalf of the Consortium, both during the RFP stage and beyond;
- contractual relationships among Team Members;
- risk allocations among Team Members;
- communications with media, the public, The City of Calgary, the Municipal District of Rocky View No. 44, and other stakeholders; and
- any other pertinent information regarding the organization, management and coordination of the Consortium.

7 YOUR ADVANTAGE

7.1 Submission Requirements

Under the heading "Why We Should Be Selected to Participate in the RFP Process", summarize in no more than five pages why the experience, organization, innovation or methodology of your Consortium gives you an advantage over other Respondents. In other words, why is your Consortium, if selected to participate in the RFP, more likely than other Respondents to:

a. engage in the procurement process through to final bids;

b. submit a highly competitive final bid that would achieve value for money for the DBFO; and

c. if selected as the successful bidder, design and build and operate the highway effectively and efficiently and in a manner that is financially and environmentally sound and that appropriately protects the safety of the traveling public.

8 RFQ EVALUATION

8.1 Scoring Matrix

The Department intends to evaluate Respondents in accordance with the following scoring matrix:

Evaluation Category	Weighting (%)
Project Lead	25
• Organization and Plan	10
• Team Members' Experience	10
• Key Individuals' Experience	5
Design - Construction Team	30
• Organization and Plan	10
• Team Members' Experience	10
• Design Key Individuals' Experience	5
• Construction Key Individuals' Experience	5
Operation and Maintenance (O&M) Team	20
• Organization and Plan	10
• Team Members' Experience	5
• Key Individuals' Experience	5
Financing Team	25
• Organization and Plan	10
• Team Members' Experience	10
• Key Individuals' Experience	5
Total	100

8.2 Pass/Fail Threshold

In addition to the scoring matrix in Section 8.1, Respondents will be evaluated on a pass-fail basis based on the Department's assessment of:

- financial capacity to successfully design and construct the Project; and
- capability of arranging financing required for the Project;

in each case having regard to the magnitude of the Project.

8.3 Basis of Evaluation

Respondents will be evaluated primarily on the basis of their RFQ submissions, including any additional clarifications or information supplied pursuant to requests from the Department under Section 8.4, below. In addition, the Department may have regard to information received from any source that the Department considers reliable, including but not limited to:

- information and opinions supplied by the Department's consultants; and
- banking and reference checks (to which banking and reference checks Respondents and their Team Members and to which reference checks Key Individuals, shall be deemed to have consented by the Respondent's submission in response to this RFQ).

8.4 Clarifications and Interviews

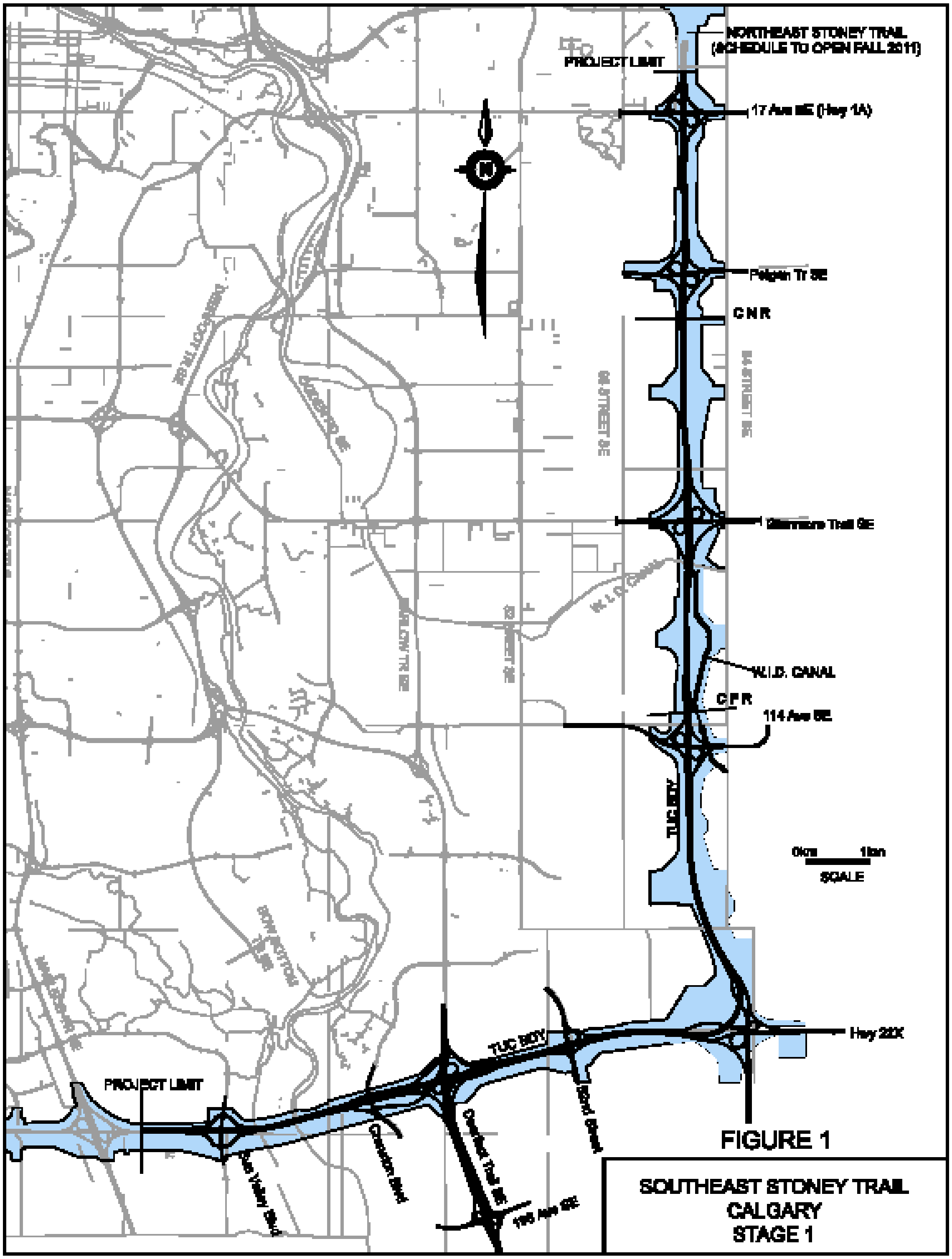
If requested by the Department to provide clarification or additional information in relation to a submission in response to this RFQ, a Respondent must provide such clarification or additional information within the time specified by the Department.

If requested by the Department, a Respondent must, within the time specified by the Department, meet with representatives of the Department to provide explanation or clarification of its submission in response to this RFQ.

8.5 Debriefing

Following completion of the evaluation process and announcement of the Respondents short-listed as Proponents for participation in the RFP, the Department will upon request conduct a debriefing session with any unsuccessful Respondent.

During such debriefing, the evaluation, scoring, ranking and content of any responses will not be disclosed. Only the strengths and weaknesses of the Respondent's response relative to the evaluation criteria will be disclosed and discussed.


NORTHEAST STONEY TRAIL
(SCHEDULE TO OPEN FALL 2011)
PROJECT LIMIT
17 Ave SE (Hwy 1A)
Peigan Tr SE
CNR
Glenmore Trail SE
W.I.D. CANAL
CPR
114 Ave SE
TUC ROW
SCALE
Hwy 22X
PROJECT LIMIT
Deerfoot Trail SE
Boyd Street
Cranston Blvd
Sun Valley Blvd
196 Ave SE
FIGURE 1
SOUTHEAST STONEY TRAIL
CALGARY
STAGE 1

SOUTHEAST STONEY TRAIL
CALGARY

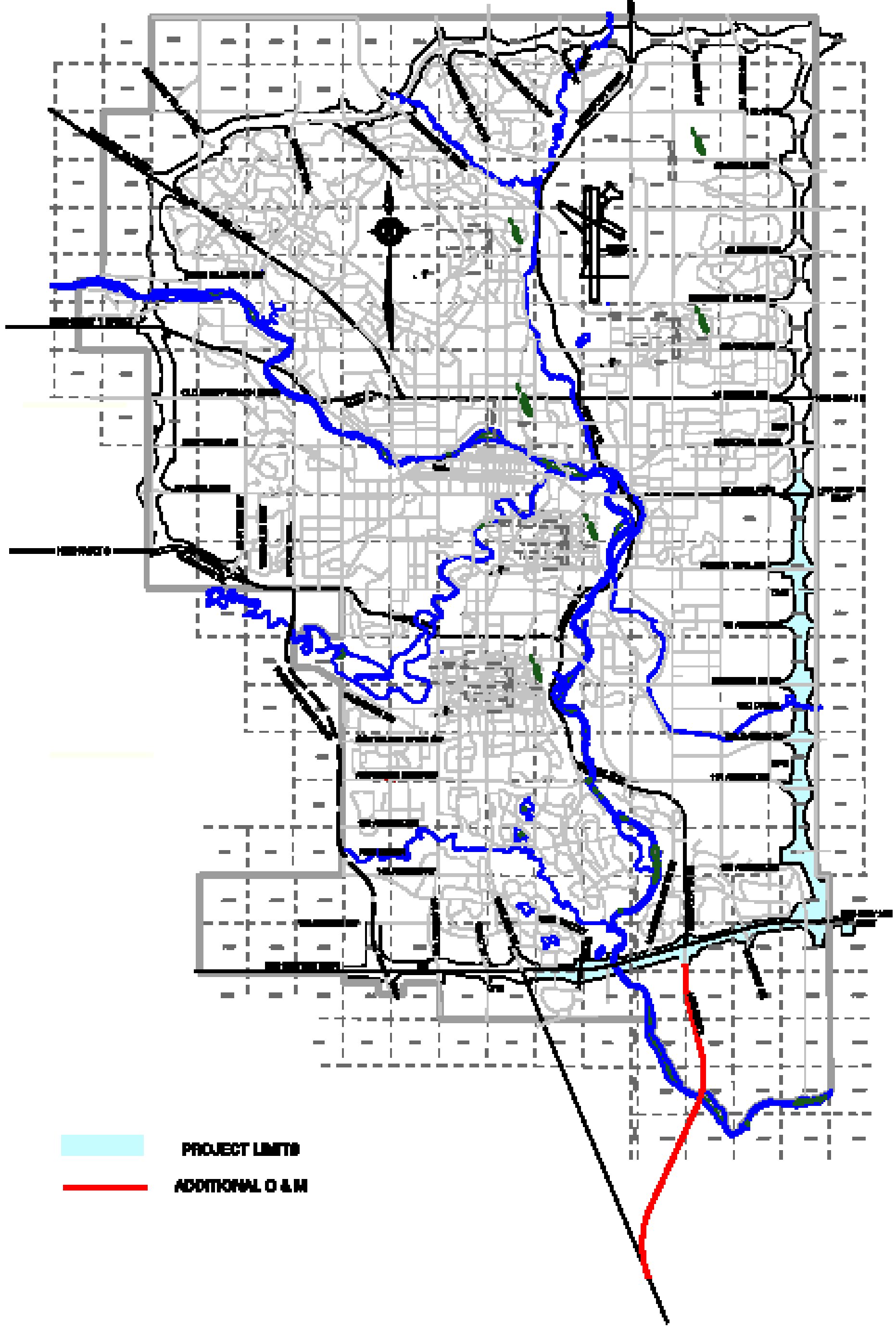


FIGURE 2

APPENDIX “A”
(Section 1.11 – Defined Terms)

“Consortium” means a team of private sector participants;

“Contact Individual” has the meaning as set out in Section 3.2;

“Contact Organization” has the meaning as set out in Section 3.2;

“DBFO” means design, build, financing and operation;

“Department” means Her Majesty the Queen in right of Alberta, as represented by the Minister of Transportation;

“Designated Representative” means the individual on behalf of the Department set out in Section 1.6;

“FOIP” means *Freedom of Information and Protection of Privacy Act* (Alberta);

“Key Individuals” mean the individuals that will play a lead role on behalf of a particular Team Member;

“Lead Team Member” has the meaning as set out in Section 4.1;

“Preferred Proponent” means the Proponent submitting a compliant bid to the RFP whose bid is a payment stream having the lowest net present value over the Term;

“Project” means Southeast Stoney Trail as described in Section 2.1;

“Project Lead” has the meaning as set out in Section 6.4;

“Proponents” means the Respondents short-listed to participate in the RFP;

“Registered Parties” means interested parties registered with the Department pursuant to Section 1.4;

“Respondents” mean Consortia responding to the RFQ;

“RFP” means Request for Proposals;

“RFQ” means this Request for Qualifications;

“SR” means submission requirement;

“Team Members” means the key business entities forming a particular Respondent;

“Term” means the design-construction phase and the 30 year term thereafter.

APPENDIX "B"

Table 3.2 - Contact Organization and Contact Individual

Name of Respondent	
Contact Organization Mailing Address	Address: City: Province/State: Country: Postal Code:
Contact Organization Telephone Number	
Contact Organization Fax Number	
Contact Organization E-mail Address	
Contact Organization Website Address	
Name of Contact Individual	
Title	
Company	
Mailing Address	Address: City: Province/State: Country: Postal Code:
Telephone Number	
Fax Number	
E-mail Address	

Table 4.1A - Team Members

Team Member Category	Team Member (Company/Firm Name)	Indicate if Lead Team Member	Primary Role and Responsibility	Lead Key Individuals (Name, title and brief description of primary role and responsibility) [please note that more detail may be provided in Tables 4.2/5.2A through 4.2/5.2D]
Project Lead				
•				
•				
Design-Construction				
•				
•				
O&M				
•				
•				
Financing				
•				
•				

Table 4.1B – Project Lead Team Member Name, Role and Legal Status

(repeat this table for each Team Member that constitutes the Project Lead)

Name	
Mailing Address	Address: City: Province/State: Country: Postal Code:
Telephone Number	
Fax Number	
E-mail Address	
Website Address	
Lead Key Individual	
Mailing Address	Address: City: Province/State: Country: Postal Code:
Telephone Number	
Fax Number	
E-mail Address	
Role and Responsibility of Team Member in Project Lead	

Type of Entity (corporation, partnership, joint venture, etc.)	
Legal Name	
Jurisdiction of Incorporation / Registration	
Registration No.	
Year of Incorporation / Registration	
Registered Address	
Current Trading/Business Name	
For Privately Held Corporation provide Director list	
For Subsidiary Corporation provide name of Parent Company(ies)/Holding Company(ies)	

Table 4.1C – Design-Construction Team Member Name, Role and Legal Status

(repeat this table for each Team Member in the Design-Construction team)

Name	
Mailing Address	Address: City: Province/State: Country: Postal Code:
Telephone Number	
Fax Number	
E-mail Address	
Website Address	
Lead Key Individual	
Mailing Address	Address: City: Province/State: Country: Postal Code:
Telephone Number	
Fax Number	
E-mail Address	
Role and Responsibility of Team Member in Design-Construction Team	

Type of Entity (corporation, partnership, joint venture, etc.)	
Legal Name	
Jurisdiction of Incorporation / Registration	
Registration No.	
Year of Incorporation / Registration	
Registered Address	
Current Trading/Business Name	
For Privately Held Corporation provide Director list	
For Subsidiary Corporation provide name of Parent Company(ies)/Holding Company(ies)	

Table 4.1D – O&M Team Name, Role and Legal Status

(repeat this table for each Team Member in the O&M team)

Name	
Mailing Address	Address: City: Province/State: Country: Postal Code:
Telephone Number	
Fax Number	
E-mail Address	
Website Address	
Lead Key Individual	
Mailing Address	Address: City: Province/State: Country: Postal Code:
Telephone Number	
Fax Number	
E-mail Address	
Role and Responsibility of Team Member in O&M Team	

Type of Entity (corporation, partnership, joint venture, etc.)	
Legal Name	
Jurisdiction of Incorporation / Registration	
Registration No.	
Year of Incorporation / Registration	
Registered Address	
Current Trading/Business Name	
For Privately Held Corporation provide Director list	
For Subsidiary Corporation provide name of Parent Company(ies)/Holding Company(ies)	

Table 4.1E – Financing Team Member Name, Role and Legal Status

(repeat this table for each Team Member in the Financing team)

Name		
Mailing Address	Address: City: Province/State: Country: Postal Code:	
Telephone Number		
Fax Number		
E-mail Address		
Website Address		
Lead Key Individual		
Mailing Address	Address: City: Province/State: Country: Postal Code:	
Telephone Number		
Fax Number		
E-mail Address		
Role and Responsibility of Team Member in Financing Team		

Type of Entity (corporation, partnership, joint venture, etc.)	
Legal Name	
Jurisdiction of Incorporation / Registration	
Registration No.	
Year of Incorporation / Registration	
Registered Address	
Current Trading/Business Name	
For Privately Held Corporation provide Director list	
For Subsidiary Corporation provide name of Parent Company(ies)/Holding Company(ies)	

Table 4.2/5.2A – Project Lead Key Individuals

Key Individual Name	Employing Team Member	Key Individual's Role in Project	Key Individual Years of Experience	Selected Past Project Name, Description, and Stage of Procurement (3 projects max. per Key Individual)	Role of Key Individual on Past Project	Past Project Capital Value and Overall Net Present Value with Associated Discount Rate OR Past Project Capital Value and Total Project Value with Term of Project in Years	Project Client Reference (Client Name, Contact name, Phone number, Fax, E-mail)

Table 4.2/5.2B – Design-Construction Team Key Individuals

Key Individual Name	Employing Design-Construction Team Member	Key Individual's Role in Project	Key Individual Years of Experience	Selected Past Project Name, Description, and Stage of Procurement (3 projects max. per Key Individual)	Role of Key Individual on Past Project	Past Project Capital Value and Overall Net Present Value with Associated Discount Rate OR Past Project Capital Value and Total Project Value with Term of Project in Years	Project Client Reference (Client Name, Contact name, Phone number, Fax, E-mail)

Table 4.2/5.2C - O&M Team Key Individuals

Key Individual Name	Employing O&M Team Member	Key Individual's Role in Project	Key Individual Years of Experience	Selected Past Project Name, Description and Stage of Procurement (3 projects max. per Key Individual)	Role of Key Individual on Past Project	Past Project Capital Value and Overall Net Present Value with Associated Discount Rate OR Past Project Capital Value and Total Project Value with Term of Project in Years	Project Client Reference (Client Name, Contact name, Phone number, Fax, E-mail)

Table 4.2/5.2D – Financing Team Key Individuals

Key Individual	Employing Financing Team Member	Key Individual's Role in Project	Key Individual Years of Experience	Selected Past Project Name, Description, and Stage of Procurement (3 projects max. per Key Individual)	Type and Amount of Financing Raised (include capital structure, any innovations or variations from the normal financing)	Role of Key Individual on Past Project	Project Client Reference (Client Name, Contact name, Phone number, Fax, E-mail)

Table 5.1A – Project Lead Team Member DBFO Experience

(repeat this table for each Team Member that constitutes the Project Lead)

Project Lead Team Member: ____

Past DBFO Project Name/Description/Stage of Procurement	Client Reference (Client Name, Contact name, Phone number, Fax, E-mail)	Project Lead Team Member Role on Past DBFO Project	Past DBFO Project Capital Value and Overall Net Present Value with Associated Discount Rate OR Past DBFO Project Capital Value and Total Project Value and Term of Project in Years	Date of Financial Close and Construction Completion for Past DBFO Project	Key Individuals named in Table 4.2/5.2A who (if any) where involved in the listed Past Project
DBFO Projects within past two years:					
Other DBFO projects:					

Table 5.1B – Design-Construction Team Member Experience

(repeat this table for each Team Member in the Design-Construction team)

Design-Construction Team Member: ____

Past Project Name/Description/Stage of Procurement	Client Reference (Client Name, Contact name, Phone number, Fax, E-mail)	Design-Construction Team Member Role on Past Project	Past Project Capital Value and Overall Net Present Value with Associated Discount Rate OR Past Project Capital Value and Total Project Value with Term of Project in Years	Names of Design-Construction Lead Team Members on Past Project	Key Individuals named in Table 4.2/5.2B who (if any) were involved in the listed Past Projects
Projects within past two years:					
Other projects:					

Table 5.1C – O&M Team Member Experience

(repeat this table for each Team Member in the O&M team)

O&M Team Member: ______________________________

Past Project Name / Description / Stage of Procurement	Client Reference (Client Name, Contact name, Phone number, Fax, E-mail)	O&M Team Member Role on Past Project	Past Project Capital Value and Overall Net Present Value with Associated Discount Rate OR Past Project Capital Value and Total Project Value with Term of Project in Years	Names of O&M Lead Team Members on Past Project	Key Individuals named in Table 4.2/5.2C who (if any) were involved in the listed Past Project
Projects within past two years:					
Other projects:					

Table 5.1D–Financing Team Member Experience

(repeat this table for each Team Member in the Financing team)

Financing Team Member: ____

Past Project Name and Description/Stage of Procurement	Client Reference (Client Name, Contact name, Phone number, Fax, E-mail)	Type and Amount of Financing Raised (include capital structure, any innovations or variations from the normal financing)	Date of Financial Close	Role of Team Member on Past Project	Names of Financing Lead Team Members on Past Project	Key Individuals named in Table 4.2/5.2C who (if any) were involved in the listed Past Project
Projects within past two years:						
Other projects:						

Table 5.3 – Collective Experience

Project Name/Description /Stage of Procurement	Team Member 1	Team Member 2	Etc.	Key Individual 1	Key Individual 2	Etc.	
Project A	•	•		•			Bullet indicates Team Member/Key Individual worked on Project
Project B		•	•		•		Bullet indicates Team Member/Key Individual worked on Project
Project C	•	•	•				Bullet indicates Team Member/Key Individual worked on Project
Etc.							Bullet indicates Team Member/Key Individual worked on Project