



THE CITY OF WINNIPEG

REQUEST FOR QUALIFICATION

RFQ NO. 100-2009 B

**STRATEGIC PARTNERSHIP PROCUREMENT FOR LONG-TERM PLANNING AND
IMPLEMENTATION OF CAPITAL AND OPERATIONAL IMPROVEMENTS TO
WINNIPEG'S WASTE WATER TREATMENT FACILITIES**

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REQUEST FOR QUALIFICATION INFORMATION

1. INVITATION

1.1 Executive Summary of the Business Opportunity

- 1.1.1 The City of Winnipeg (the “**City**”) invites submissions in response to this Request for Qualification (“RFQ”) from **premier private sector wastewater treatment service providers with World Class experience (“Respondents”)** interested in further competing in a Request for Proposal (“RFP”) process for the opportunity of being selected to enter into a Strategic Partnership arrangement with the City as its **Private Sector Partner**.
- 1.1.2 Only if a Respondent company, its parent and related non-arm’s length companies lack the capacity to self-perform, or believes that it will be unable to procure competent third parties to fulfill certain of the Private Sector Partner functions set out in Clause 3.2 of this RFQ as and when they are periodically required, should arm’s length, unrelated companies be included in a Respondent’s submission as intended participants in the long-term Strategic Partnership arrangement. If a Respondent will require one or more Team Members to effectively play the role of Private Sector Partner for the term of the Strategic Partnership, any such Respondent shall lead its Team and shall provide the Strategic Partnership with ongoing access to its own World Class wastewater treatment service experience and associated personnel (“**Resources**”).
- 1.1.3 The Strategic Partnership is to be charged by the City with planning, design, financing, procurement and delivery, on a long-term basis, of capital and operational improvements to the City’s wastewater treatment facilities. Ownership of the facilities and control of associated supervisory and operational staff will remain with the City or may, at some time in the near future, transfer to a municipal utility corporation, the creation of which is currently contemplated by the City.
- 1.1.4 The City contemplates periodic renewals every five (5) to ten (10) years for a potential term of 30 years for the Strategic Partnership arrangement.
- 1.1.5 The City together with its Private Sector Partner are intended to develop a strategic plan inclusive of a complete programme for capital development of the City’s wastewater treatment facilities together with planned operational enhancements to finance and deliver capital projects now valued in the range of \$700 Million to \$1 Billion (CDN). The Strategic Partnership, and hence both of its public and private sector partners, will be well compensated under a model or models that will entitle them to share in savings expected to be realized from their planned efforts designed to optimize the long-term effectiveness of operations within the City’s ever evolving wastewater treatment facilities.
- 1.1.6 This invitation is issued to all lead firms and to each team member which fully responded to and participated in the City’s Request for Expressions of Interest No. 100-2009-A issued March 2, 2009 (“REOI”).
- (a) American Water Canada Corp.
 - (b) Black & Veatch Corporation
 - (c) CH2M HILL Canada Ltd.
 - (d) Corix Utilities Inc.
 - (e) EPCOR – SENA (Suez Environment North America Inc.)
 - (f) m2t Technologies / Lotepro Environmental Systems & Services
 - (g) PCL Constructors Canada Ltd.
 - (h) Peter Kiewit Sons’ Co.
 - (i) Plenary Group (Canada) Ltd.

- (j) SNC-Lavalin Inc.
- (k) UGL Canada Inc. / Jacobs Canada Inc. / UGL – Unico Inc.
- (l) Vatten Infrastructure Inc.
- (m) Veolia Water Canada, Inc./ Veolia Water North America – Central, LLC
- (n) Wardrop – a Tetra Tech Company
- (o) Winnipeg Wastewater Solutions (Parsons + United Utilities Plc.)

1.1.7 Invitees named should have careful regard to the City's procurement objectives set out above.

1.1.8 Since issuance of the REOI, the City's objectives have become more focussed. Invitees must therefore assess whether they qualify for further participation in this procurement process as a Respondent and Respondents must consider whether they actually require any Team members to perform the long-term Private Sector Partner functions.

1.2 Submission Deadline

1.2.1 To be evaluated, each submission must be received not later than:

4:00 pm Winnipeg time on July 21, 2009 at:
The City of Winnipeg
Corporate Finance Department
Materials Management Division
185 King Street, Main Floor
Winnipeg MB R3B 1J1
Canada

1.3 Purpose and Objectives of this RFQ

1.3.1 The City received useful and informative feedback in response to its REOI respecting potential options for engaging private sector participation in the planning, financing, design and implementation of pending upgrades and expansions to its wastewater treatment facilities, and respecting the City's options for optimizing the operations of its wastewater systems in those facilities over the long term.

1.3.2 As a result of its consultations, the City has determined that its best interests will be served by pre-qualifying for the Private Sector Partner selection process up to four (4) World class premier wastewater treatment service providers with relevant experience and proven success in the planning, financing, design, implementation and operational analysis of wastewater treatment or other public utility systems which face challenges and opportunities similar to those known and anticipated in Winnipeg.

1.3.3 Where necessary, the submissions of World class premier wastewater treatment providers which lack in-house experience or capacity to meet the private sector financing requirements in this RFQ, shall contain evidence of that Respondent's confirmed access to financial support sufficient to perform the functions required of the Private Sector Partner if successful in this procurement process.

1.4 Strategic Partnership Procurement Process and Schedule

1.4.1 Time is of the essence, and hence this RFQ process is to be completed within a compressed period. All Respondents should be notified as to results of this RFQ Process by August 4, 2009.

1.4.2 The City will concurrently be finalizing its RFP with a view to issuing same to those Respondents who are selected to proceed to the RFP stage of this procurement process shortly after they have been notified of their selection.

- 1.4.3 The City's objective is to complete its review of RFP submissions, and make any selection of its Private Sector Partner prior to close of 2009. An interim form of agreement may be required to allow the Strategic Partnership to promptly commence work on the South End Water Pollution Control Centre capital project which is pending.

1.5 Process Monitor

- 1.5.1 Prior to evaluation of responses to this RFQ, the City will retain an independent Process Monitor whose function shall be to ensure that the procurement process is adhered to in a consistent manner.

1.6 City's Project Team

- 1.6.1 The City has appointed a Project Team to oversee all stages of its Strategic Partnership procurement and negotiation of a Strategic Partnership arrangement with any successful RFP Proponent.

1.7 City Approval Process

- 1.7.1 In November the City of Winnipeg elected Council approved a recommendation "That the Winnipeg Public Service be authorized to begin the procurement of a Private Sector Partner that could bring private sector experience to the design, construction, finance and potentially the operation of the North and South End Water Pollution Control Centers as well as potential operation of the West End Water Pollution Control Center, and that the Chief Administrative Officer be authorized to approve and issue the Request for Expressions of Interest (REOI) followed by a Request for Qualifications (RFQ) and the Request for Proposals(RFP)".
- 1.7.2 The REOI process has been completed and this document presents the RFQ part of the process which will be followed by the issue of an RFP to up to four (4) well qualified Respondents.
- 1.7.3 Each stage of the procurement process will culminate in a report to the project sponsors. The project sponsors are the Chief Administrative Officer (CAO), the Chief Financial Officer and the Director of Water and Waste. If a municipal corporate utility is created prior to the completion of the Strategic Partnership procurement process then the role of project sponsors will transfer to the utility corporation's board of directors.
- 1.7.4 When the RFP submissions have been evaluated and a Preferred Proponent is identified by the evaluation team a recommendation will be made to the project sponsors for consideration. If the project sponsors accept a recommendation to engage the selected Private Sector Partner then either the utility corporation's board of directors will approve the recommendation and engage the Private Sector Partner, or, if the utility corporation is not yet operating, the CAO will present a report to City Council for approval to engage the Preferred Proponent to participate in the Strategic Partnership.

2. EXISTING FACILITIES, OPERATIONS AND PENDING CAPITAL IMPROVEMENTS

2.1 City Wastewater Treatment Facilities

- 2.1.1 The City operates three (3) well established and strategically located, sewage treatment plants, one in the North End, one in the South End and one in the West End of the City. Flow to each treatment plant comes from a large network of sewage piping and pumping stations that comprise the City's wastewater collection system. These systems operate together as an integrated collection and treatment system.
- 2.1.2 Biosolids produced by the West End and South End Sewage Treatment plants are transported by road in sludge tankers to the North End Sewage Treatment plant which provides centralized biosolids processing.

- 2.1.3 During the times that Winnipeg is threatened with flood conditions due to high levels in the Red and Assiniboine Rivers, the wastewater collection network and treatment plants also act as an integral part of the City's flood defence system. The raw wastewater pumping system at each of the three treatment plants act as storm pumping stations, helping to prevent basement flooding from sewer back-up by diverting excessive rainfall to the Assiniboine and Red Rivers.
- 2.1.4 The integrated nature of the wastewater collection and sewage treatment systems makes independent operation of each of the treatment plants unnecessarily complex.
- 2.1.5 For historical and background information respecting the City's existing wastewater treatment facilities, see REIO No. 100-2009-A issued March 2, 2009.
- 2.1.6 The City's wastewater treatment facilities include the following:
- (a) South End Water Pollution Control Centre ("SEWPCC")
 - (b) North End Water Pollution Control Centre ("NEWPCC"), and
 - (c) West End Water Pollution Control Centre ("WEWPCC")

2.2 Operations

- 2.2.1 Over the years the City's operation of its wastewater treatment facilities has been benchmarked against industry standards and has been rated as a highly efficient operation.
- 2.2.2 The City has a small dedicated engineering team which has evolved to meet the normal operational needs of its Water and Waste Department. These professionals bring significant skills and valuable experience to new projects as well as to the operations and maintenance of the wastewater treatment system as a whole.
- 2.2.3 In addition, the City has and will maintain a core team of certified operations staff including sufficient Class 4 Wastewater Facility Operators who operate and maintain the existing and upgraded system.
- 2.2.4 The City's professional and operations staff will be seconded to the Strategic Partnership as and when required.
- 2.2.5 The City has been an innovator in the wastewater treatment field in North America and believes that it can leverage its operational and maintenance experience to the overall benefit and success of the proposed Strategic Partnership.
- 2.2.6 Further information on the City's wastewater treatment facility operations is available at the City Owned Utility website at:
<http://winnipeg.ca/interhom/utility/>
or at the City's Materials Management website at:
http://www.winnipeg.ca/MatMgt/FolderContents.asp?FOLDER_NAME=100-2009&YEAR=2009

2.3 Regulatory Upgrade Requirements, Costs and Known Capital Project Schedule

- 2.3.1 Recent Provincial Regulatory licences issued in 2005 and 2006 (WEWPCC – Aug. 17, 2005, SEWPCC - Mar. 3, 2006 and NEWPCC – May 8, 2006) issued under the authority of *The Manitoba Environment Act* required the City to complete sewage treatment plant Biological Nutrient Removal ("BNR") upgrades for:
- (a) the WEWPCC by the end of 2008;
 - (b) for the SEWPCC by the end of 2012; and
 - (c) for the NEWPCC by the end of 2014.

2.3.2 Work required by the licenses but not yet completed is to be addressed by the Strategic Partnership.

WEWPCC

2.3.3 Required upgrades at this Plant were recently completed modifying the current secondary treatment processes to achieve the required standard of BNR. As part of the BNR upgrade, the work included the following new installations:

- (a) Two Dissolved Air Flotation (DAF) thickeners;
- (b) Polymer and ferric dosing systems;
- (c) Two primary sludge fermenters with covers;
- (d) One secondary clarifier with mechanism and cover; and
- (e) One thermal oxidizer odour control system.

2.3.4 The following renovations have also been completed:

- (a) Two existing aeration tanks reconfigured as BNR bioreactors including aeration equipment, new internal walls and a new electrical room;
- (b) Replacement of the mechanisms of two existing secondary clarifiers with new mechanisms; and
- (c) Upgrade to electrical supply system and services, to the distributed control systems (DCS) and the HVAC systems.

2.3.5 To achieve year round disinfection, a new UV disinfection facility has been designed for the WEWPCC. However, given the good performance at the WEWPCC during most months because of the practice of routing final effluent through existing lagoon cells or polishing ponds, the City has requested that the Province of Manitoba amend the environmental licence issued and delete the requirement for disinfection at the WEWPCC during the winter months.

2.3.6 The City has obtained an updated cost estimate of \$10 Million to build the UV disinfection facility.

2.3.7 Total cost expended to date on BNR upgrades and expansion at this Plant, are approximately \$37 million.

SEWPCC

2.3.8 BNR Upgrades and expansion at the SEWPCC have progressed to the stage of completion of the preliminary engineering and a conceptual design study and some minor site servicing requirements have been constructed.

2.3.9 The upgrading at the SEWPCC is to include the reduction of nitrogen, phosphorous, biochemical oxygen demand, and total suspended solids from the SEWPCC effluent as well as the inclusion of year-round effluent disinfection.

2.3.10 The completion date of December 31, 2012 for these upgrades is specified in the environmental license.

2.3.11 Additionally, expansion of the SEWPCC treatment capacity will be required to accommodate population growth in the service area of the SEWPCC. The current plant is almost operating at its average dry weather flow capacity of 60 ML/d and needs to be expanded to 70 ML/d based on the 25-year population projection.

2.3.12 The license specifies flow and loading limits to the SEWPCC that will eventually be exceeded as increased development occurs and population increases within the Plant's contributing service area.

- 2.3.13 Future population growth must be taken into consideration for the SEWPCC upgrade which is currently estimated to cost \$205 Million.

NEWPCC

- 2.3.14 Upgrades for the NEWPCC must include the reduction of nitrogen, phosphorous, biochemical oxygen demand, and total suspended solids from the NEWPCC effluent as well as the inclusion of year-round effluent disinfection.
- 2.3.15 The completion date of December 31, 2014 for these upgrades is specified in the environmental license.
- 2.3.16 To date both the disinfection and the centrate (phosphorus and nitrogen removal from centrate supernatant) treatment facilities have been constructed and are operating. The Centrate facility was built at the NEWPCC ahead of the BNR upgrades because it was a cost effective means of reducing the City-wide nitrogen and phosphorus loading to the receiving stream in a relatively short time period.
- 2.3.17 The scope of the NEWPCC BNR expansion is presently being defined to more clearly identify the system processes needed to meet the environmental licence guidelines.
- 2.3.18 A draft Treatment Plant Master Plan is soon to be available to help define the processes that will be required for construction of the BNR upgrades to the existing treatment plant.
- 2.3.19 The current amount carried for the NEWPCC plant expansion in the Department's Capital program is \$400 million. Options considered in the Master Plan range from \$343 to \$530 million in 2008 dollars.
- 2.3.20 The Master Plan also includes a review of Biosolids handling and processing options which will be provided in a separate companion report.

KNOWN CAPITAL PROJECT COSTS

- 2.3.21 SEWPCC – estimated cost \$205 million – proposed completion date – Dec. 2012; and
- 2.3.22 NEWPCC – estimated cost \$400 million – proposed completion date – Dec. 2014.
- 2.3.23 In addition to the above specific capital projects, the City has over \$200 million included in its five year Capital estimates for wastewater treatment plant infrastructure upgrades.
- 2.3.24 The wastewater by-product, biosolids, processed at the NEWPCC will also need an additional investment to meet existing and future environmental regulations. Although \$60 million is included in the Capital Estimates for this upgrade, the magnitude of the required investment is currently under study and results are not known at this time.

3. STRATEGIC PARTNERSHIP PRIVATE AND PUBLIC SECTOR PARTNER FUNCTIONS

3.1 Strategic Partnership Characteristics.

- 3.1.1 There are numerous public-private partner capital project and program delivery models in use around the globe. None of the existing models considered by the City provides a complete solution to all the City's specific requirements. However, select components of existing models, such as the Australian Alliance model, Scottish Water Solutions model and the Design Build Finance Operate model each include some of the City's desired attributes for the Strategic Partnership.
- 3.1.2 The functional details of the Strategic Partnership have yet to be completely defined and will evolve through the RFP Process. However, the model will have, as a minimum, the following characteristics:

- (a) The model will be based in a contractual partnership, a joint venture agreement or a corporate shareholding agreement with either the City or its contemplated utility corporation as the public partner.
- (b) The City/utility corporation will have a minimum 51% controlling interest in the Strategic Partnership.
- (c) Operations and engineering staff will remain employed by the City/utility corporation and will be seconded to the Strategic Partnership as required.
- (d) The Private Sector Partner will likewise second qualified and experienced personnel to the Strategic Partnership to augment City/utility corporation staff for the planning, design, procurement and delivery of the capital projects and assistance with the management of operations during the term of the Strategic Partnership.
- (e) Risks will be equitably shared between the City/utility corporation and the Private Sector Partner.
- (f) Both partners shall be required to agree to alternate dispute resolution methods to encourage the partners to resolve their disputes or other difficulties in a collaborative, cooperative way, without seeking to assign blame or resorting to traditional legal remedies.
- (g) The Private Sector Partner will be required to invest equity and/or substantial performance commitments in the Strategic Partnership to provide a base for a proportionate compensation arrangement.
- (h) The City/utility corporation may provide some capital project financing in accordance with its own assessment and financing considerations within the Strategic Partnership from time to time.
- (i) The Private Sector Partner shall be required to access and provide debt financing in support of specific projects in the capital program which will contribute to the base for proportionate compensation arrangements.
- (j) Performance criteria related to lifecycle costs and the pain/gain principle will be factored into the Strategic Partnership compensation model for the facilities management and capital projects.
- (k) Delivery of the programme and delivery of specific capital upgrade and expansion projects will require integration of the public and private sector Resources to effectively plan, finance, design, construct and operate the City's facilities throughout the term of the Strategic Partnership.

3.2 Private Sector Partner Functions

PLANNING

- 3.2.1 The City will rely upon the World class experience, Resources and leadership of its Private Sector Partner to jointly create a comprehensive programme for the timing and delivery of capital projects and operational enhancement of its wastewater facilities.
- 3.2.2 All own-forces work provided to the Strategic Partnership by its Private Sector Partner shall, in accordance with the fundamental principles that will govern the Strategic Partnership, be performed on an open-book, cost reimbursable basis. Appropriate provision will also be made for recovery by the Private Sector partner of its overhead and a reasonable return on its investment.
- 3.2.3 Assessment, possible re-scoping, budget preparation, consideration of financing options, procurement and capital delivery at the SEWPCC must be an early priority. Upgrades to and co-ordination of all three (3) City facilities must follow.
- 3.2.4 The required programme is expected to contemplate a 30 year time frame.

FINANCING

- 3.2.5 The City anticipates equity contributions or performance commitments to the Strategic Partnership by both itself and by its Private Sector Partner which contribution amounts shall establish each partner's respective entitlement to benefit under a compensation model appropriate to the Strategic Partnership project development work. The City will contribute the controlling 51-60% share of the equity/ partner investments in the Strategic Partnership.
- 3.2.6 Specific capital projects designed and delivered by or under the management of the Strategic Partnership are expected to be variously financed by the City, by the Private Sector Partner and/or by private debt financing facilitated by the Private Sector Partner.

DESIGN

- 3.2.7 Design services for specific capital projects required under the Strategic Partnership programme will be led by the Private Sector Partner. If necessary, unrelated third parties may be procured to fulfill aspects of the Strategic Partnership programme requirements, however the Respondent's World class in-house process design expertise is an important qualification to be evaluated in this RFQ process.

PROCUREMENT

- 3.2.8 Throughout the term of the Strategic Partnership, the City and its Private Sector Partner will each second personnel to support the Strategic Partnership project development work. Actual costs of such support shall be reimbursed to each partner out of the specific project financing ultimately arranged.
- 3.2.9 Where neither partner has skilled and experienced personnel necessary to the performance of Strategic Partnership functions, the programme shall call for procurement of third parties on terms advantageous to the objectives of the City and the Strategic Partnership.

CAPITAL PROJECT DELIVERY

- 3.2.10 Depending upon the Private Sector Partner's structure and in-house capabilities, it shall be directly involved in the design, programme planning, financing and operational analysis and may also provide construction and/or project management services for specific capital projects. The compensation model adopted for each specific capital project will operate on an open-book basis and provide for recovery of Strategic Partner costs and will provide a reasonable return on investment to the Private Sector Partner.

OPTIMIZING OPERATIONS

- 3.2.11 The Strategic Partnership will be required to audit existing operations within the City's wastewater treatment facilities at the outset and from time to time thereafter. Key performance indicators shall be developed and the Strategic Partnership will embark upon and periodically update its programme for optimizing efficiencies and minimizing costs associated with the ongoing operation of the City/utility corporation wastewater treatment facilities.
- 3.2.12 The Strategic Partnership will develop targets and other mechanisms for gain sharing of savings which accrue from enhancements it develops for the improved operation of the City's wastewater facilities and for pain sharing where performance fails to meet targets set by the Strategic Partnership.

3.3 Public Sector Partner (City/Utility Corporation) Functions

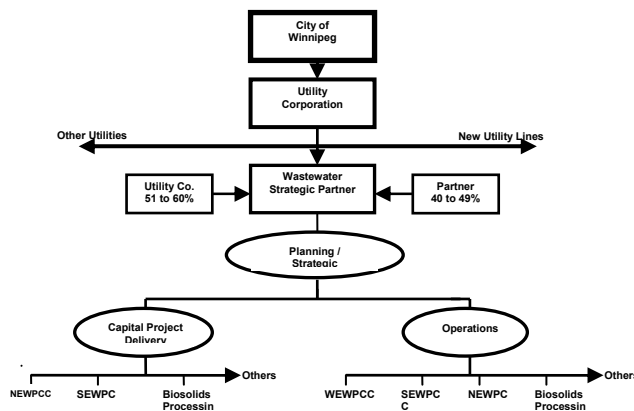
3.3.1

The role of the City/utility corporation will be the same as the owner's typical role in a Design Build Finance Operate model. The owner will:

- (a) Contribute to the Strategic Partnership an agreed amount, annually or at mutually agreed intervals, based on operational performance over an anticipated 30 year term to cover -
 - (i) Debt repayment, Capital and debt service, for expenditures on the capital program in proportion to the public and/or private debt financing raised within the Strategic Partnership.
 - (ii) The cost of operations and maintenance indexed to account for inflation and energy related costs.
 - (iii) Compensation to cover the private partners corporate overhead.
 - (iv) Payment adjustments based on and the Private Sector Partner's contribution to the service provision measured against key performance targets (pain/gain sharing).
- (b) Have the final approval for individual capital project target prices and the associated lifecycle costs and the ultimately for the overall programme budget.
- (c) Second available engineering and operations staff to the Strategic Partnership necessary for construction and operation of the treatment plants during the term of the Strategic Partnership.
- (d) In conjunction with the private sector partner;
 - (i) establish a cohesive Strategic Partnership management team, based on a 'best for role' philosophy to fully utilize the respective strengths of both the public and private sector partners;
 - (ii) develop key performance indicators to measure performance and quantify improvements in project cost control, wastewater treatment service delivery, etc.
 - (iii) raise public financing for the capital projects. The structure and sources of financing will be determined for each capital project with due consideration of the financial markets at that point in time.

3.3.2

The anticipated governance structure is presented in the following diagram:



- Rectangles are legal entities
 - Ovals are functions

- 3.3.3 The above diagram shows the utility corporation positioned between the City of Winnipeg and the Strategic Partner. If the utility corporation is not established the link will simply continue directly between the City of Winnipeg and the Strategic Partner.

4. STRATEGIC PARTNERSHIP AGREEMENT

- 4.1.1 The City envisages periodic renewals over a potential 30 year term for its agreement with the selected Private Sector Partner. Detailed effectiveness reviews will be conducted at mutually agreed intervals.
- 4.1.2 The Strategic Partnership agreement (or shareholder's agreement if a corporate structure is used) will be unique, incorporating aspects of the Scottish Water model modified for this special purpose while the City intends to also draw as appropriate from terms and concepts in other PPP arrangements.
- 4.1.3 The City objective is to create terms which promote successful capital project completion and management assistance service delivery while also providing the Strategic Partnership and each of its partners with opportunity for reasonable compensation relative to their respective investments with appropriate specific project incentive schemes to be agreed.

5. COMPENSATION MODEL(S)

- 5.1.1 At the Strategic Partnership level, the City will solicit in the RFP competitive proposals for the reasonable compensation models that each Proponent would find acceptable.
- 5.1.2 Beyond that, the programme to be developed by the Strategic Partnership shall be required to incorporate opportunities and incentives for additional sharing by the City and its Private Sector Partner of pain/gain according to capital project delivery success and achievement of operational cost and saving estimates, targeted schedules, etc.

6. EVALUATION OF RFQ SUBMISSIONS

6.1 Evaluation Committee

- 6.1.1 A City Evaluation Committee will review and evaluate all submissions received in accordance with the Evaluation Matrix below. Up to four (4) well qualified Respondents will be selected to participate in the RFP stage of the Strategic Partner procurement process.
- 6.1.2 The Evaluation Committee will include representatives from the City's Project Team and qualified experts from appropriate fields. Such advisors to the City will be identified in the RFP to ensure that conflicts of interest can be avoided by all Proponents.

6.2 Evaluation of Submissions

- 6.2.1 The evaluation of submissions will proceed in two steps:
- (a) Step 1 – check to ensure that all eligibility criteria set out below have been met.
 - (b) Step 2 – assess the submissions according to the RFQ Evaluation Matrix below.

6.3 RFQ Evaluation Matrix

6.3.1 Submissions will be evaluated in accordance with the criteria in the following Matrix:

Evaluation Category	Weighting (%)	Pass Threshold
1. Respondent	10	6
(i) World class wastewater services provider acting as Lead Entity & Contact Individual	2.5	
(ii) Organizational Structure for Respondent Lead Entity, its Related Entities and any Unrelated Team Members	2.5	
(iii) Entities related to Lead Entity which will participate/provide Resources to the Strategic Partnership	2.5	
(iv) Key Individuals (Resources) from the Lead and from each Related Entity	2.5	
2. Resources to be provided by the Lead and its Related Entities re:	30	18
(i) Strategic Planning/Utility Management	10	
(ii) Design	10	
(iii) Project Management/Construction	5	
(iv) Operations	5	
3. Experience, Qualifications & References of Lead and its Related Entities	35	21
(i) Public-Private Partnerships	5	
(ii) Wastewater Design & Build Leadership	5	
(iii) Project Management /Construction	5	
(iv) Operational Experience	5	
(v) Competitive Advantage	5	
(vi) References - Respondent and Proposed Team Member(s)	10	
4. Methodology	10	6
(i) Methodology /Approach	5	
(ii) Proposed Member(s) of Respondent's Team, if any, and Function(s)	5	
5. Financing	15	9
(i) Financial Condition of Lead Entity	5	
(ii) Financial Capacity of Lead Entity	5	
(iii) Debt Financing Experience & Track Record of Lead Entity or Financing Team Member	5	
Total	100	60

6.4 Pass/Fail Threshold

6.4.1 It shall be necessary for each Respondent to achieve a Pass score for each of the five (5) Evaluation Categories above, together with a total Pass score of 60 or more to be eligible for selection in this RFQ process.

6.4.2 Where all Respondents fail to achieve a Pass score in the same Evaluation Category, the City reserves the right to waive that particular Pass Threshold requirement.

6.4.3 Up to four (4) of the highest scoring Respondents meeting or exceeding the required total Pass score will be selected to proceed to the RFP stage of this procurement process.

6.5 Basis of Evaluation

- 6.5.1 Respondents will be evaluated on the basis of their RFQ submissions, including any additional clarifications or information supplied pursuant to requests from the Evaluation Committee under Clause 6.3 above, Clause 6.7 or 6.8 below. In addition, the Evaluation Committee may have regard to information received from any source that the Evaluation Committee considers reliable, including but not limited to:
- (a) banking and reference checks (to which banking and reference checks each Respondent shall be deemed to have consented by its submission in response to this RFQ);
 - (b) Information obtained through discussions with public or private sector clients either identified in the Respondent's submission or identified from other sources.
- 6.5.2 Reference checks will not be restricted to only those submitted by the Respondent, and may include organizations representing persons, companies or individuals known to have done business with the Respondent.

6.6 Non-Conforming Submissions

- 6.6.1 Notwithstanding 8, with the exception of the 1.2, if a Respondent's Submission is not strictly in accordance with any provision of this RFQ, the City may, at its option:
- (a) waive the non-conformance if, in the City's opinion, the non-conformance is immaterial; or
 - (b) reject the Submission as non-responsive if, in the City's opinion, the non-conformance is material.
 - (c) If the non-conformance is an omission, the City may, at its discretion, give the Respondent up to five (5) business days to supply the omitted material.
- 6.6.2 If the requested information is not submitted by the time specified in 6.6.1(c) above, the Submission will be determined to be non-responsive.

6.7 Clarifications and Interviews

- 6.7.1 The Evaluation Committee may request that a Respondent provide clarification or additional information in relation to its submission to this RFQ.
- 6.7.2 The Evaluation Committee may request one or more meetings with a Respondent to obtain explanations or clarifications for aspects of its submission but shall not be required to do so. It is possible that the evaluations will proceed solely on the basis of written submissions and any information obtained as contemplated in herein.
- 6.7.3 The Evaluation Committee may, however, in its sole discretion, interview any or all Respondents during the evaluation process.

6.8 Debriefing

- 6.8.1 Following completion of the evaluation process and selection of up to four (4) Respondents short-listed to be Proponents in the RFP stage of this procurement process, the City will, upon request, conduct a debriefing session with any unsuccessful Respondent.

6.9 Monitoring of the RFQ Process

- 6.9.1 The final Report of the Process Monitor will be made public at the end of this RFQ process and at the conclusion of each subsequent stage of the procurement process.

7. INSTRUCTIONS TO RESPONDENTS

7.1 Submission Requirements

- 7.1.1 The RFQ submission shall be submitted in a sealed package clearly marked with the RFQ number and the Respondent's name and address.
- 7.1.2 Each Respondent is responsible for ensuring that its submission is delivered at the time and place and in the manner indicated herein.
- 7.1.3 Submissions sent electronically or by fax will not be accepted.

7.2 Communications with the City

- 7.2.1 All correspondence and contact with the City in relation to this RFQ must be directly and only with the City's Designated Representative, namely:
Henry S. Hunter, C.Eng., P.Eng., LL.M.
Manager, Utility Development
City of Winnipeg
Corporate Finance Department
510 Main Street, 4th Floor
Winnipeg MB R3B 1B9
Canada
Email: hhunter@winnipeg.ca
Phone: (204) 986-2538
Fax: (204) 986-3350
- 7.2.2 Questions regarding this RFQ must be submitted by letter (which may be by e-mail attachment in PDF form) to the Designated Representative. No response will be made to questions received less than five (5) Business Days before the RFQ Submission Deadline set out above, or any extension thereto.

7.3 Addenda to this RFQ

- 7.3.1 The City may, at any time prior to the Submission Deadline, issue addenda correcting errors, discrepancies or omissions in the RFQ, or clarifying any of its provisions.
- 7.3.2 Any addendum will issue at least five (5) business days prior to the Submission Deadline, or will provide at least five (5) business days for consideration of the addendum by extending the Submission Deadline.
- 7.3.3 All parties invited to respond to this RFQ will be notified regarding the issuance of each addendum at the contact address they provided at time of their REOI submission. The Addenda will then either be sent directly to all invitees or made available via a specific web page.
- 7.3.4 Respondents to this RFQ are responsible for ensuring that they have received all addenda and notice of any extensions of time to respond.

7.4 Submission Format

- 7.4.1 In order to maximize the chance of success in this RFQ process, and to assist the Evaluation Committee in its timely review of submissions in accordance with the Matrix set out in 0 above, it is essential that each Respondent provides the following information, in a concise [not to exceed one (1) three (3) inch binder] and ordered manner:
- (a) Form A: Request for Qualification Application (Tab A).
 - (b) Executive Summary (Tab B).
 - (c) Competitive Advantage (Tab C)
 - (d) Respondent's Organizational Structure (Tab D).

- (e) Resources (Personnel) to be provided by the Lead and its Related Entities (Tab E).
- (f) Experience & Qualifications of Key Individuals and Lead Entity (Tab F).
- (g) Methodology (Tab G).
- (h) References – Lead and its Related Entities (Tab H)
- (i) Team Member(s), if any, and Functions, (Tab I)
- (j) References for Team Member(s) (Tab J)
- (k) Financial Information (Tab K)
- (l) Non-Disclosure Agreement (Tab L)

7.4.2 Furthermore, each Respondent to this RFQ is to provide:

- (a) One (1) unbound hard copy, marked original, of its entire submission;
- (b) Ten (10) additional hard copies; and
- (c) One (1) copy of the submission in an MSOffice compatible electronic format.

7.4.3 If there is any discrepancy between the electronic version and the original hard copy, the original hard copy submission shall take precedence.

7.5 Opening of Submissions

7.5.1 Submissions will not be opened publicly.

7.5.2 The City reserves the right to post the names of the selected Respondents on its webpage or otherwise make this information public at the end of the RFQ selection process.

8. SUBMISSION CONTENTS

For ease of comparison and to facilitate assessment of the relative ability of each Respondent to satisfy the criteria set out in 0 above, to meet the City's objectives for this RFQ and potentially to be capable of fulfilling the Private Sector Partner functions in the Strategic Partnership, each Respondent is asked to provide responses to the following:

8.1 Form A: Request for Qualification Application (Tab A).

8.1.1 Respondents shall complete and submit Form A which is provided as Appendix A with this RFQ.

8.2 Executive Summary (Tab B).

8.2.1 In the executive summary to accompany its submission, each Respondent is to clearly identify the World class premier provider of wastewater treatment services proposed for qualification to participate in the competition for selection as Private Sector Partner in the Strategic Partnership by naming the Lead Entity and individual (the "Contact Individual") who is to be the contact for all communications between the said Respondent and the City regarding this RFQ and subsequent procurement processes.

8.3 Competitive Advantage (Tab C)

8.3.1 Under the heading "Why We Should Be Selected to Participate in the RFP Process", summarize in no more than one (1) page with specific examples, why your qualifications and experience should give you an advantage over other Respondents and/or their proposed teams. In other words, why, if selected to participate in the RFP, are you more likely than other Respondents to provide the resources and experience over the long-term required to meet or exceed the City's objectives for the Strategic Partnership?

8.4 Respondent's Organizational Structure (Tab D)

LEAD ENTITY

- 8.4.1 Provide details of the Lead Entity proposed for competition in the RFP to follow including, as a minimum the following:
- (a) Summary of the Lead Entity's corporate history (max two (2) pages);
 - (b) Organization chart, showing the Lead Entity's parent, sister and subsidiary corporations to be included in the Respondent's organization together with details of each related entity's originating jurisdiction;
 - (c) Global presence and geographic location(s) of relevant Resources.

8.5 Resources to be provided by the Lead and its Related Entities (Tab E)

- 8.5.1 Describe the Respondent's Resource pertinent to the functions required of the Private Sector Partner by, as a minimum, providing a Table including details of the Respondent's total relevant Resources identifying all those individuals who would be available to the Strategic Partnership for performance of the following functions:
- (a) Strategic Planning/Utility Management;
 - (b) Design;
 - (c) Financing;
 - (d) Project Management;
 - (e) Construction and;
 - (f) Operations.
- 8.5.2 The geographic location of the proposed individuals should be identified along with details of their expertise and any international recognition received.
- 8.5.3 Describe how the Respondent would facilitate access for the Strategic Partnership to its global expertise and Resources throughout the term of the Strategic Partnership.

8.6 Experience & Qualifications of Key Individuals & Lead Entity (Tab F)

- 8.6.1 Describe for each Key Individual his/her experience and qualifications pertinent to functions of the Private Sector Partner including:
- (a) Position within the Lead Entity or related entity organizations;
 - (b) Strategic Planning;
 - (c) Wastewater Process Design ;
 - (d) Wastewater (Design Build) Project Management;
 - (e) Utilities Management, Service Delivery;
 - (f) Wastewater Operations and Operations Improvement Management; and
 - (g) Project Financial Planning.
- 8.6.2 For each Key Individual provide full contact details including mailing address, telephone number and email address.
- 8.6.3 Can the Respondent Lead Entity and any related entities provide examples of leadership roles performed in the global wastewater industry including:
- (a) innovation or extensive experience on wastewater treatment plant construction and operation in cold weather?
 - (b) Biological Nutrient Removal to effluent levels of nitrogen @ 15 mg/l and phosphorus @ 1 mg/l for sewage treatment plants?

- (c) operational experience – monitoring operations and providing advice to ensure optimum wastewater process functionality?

8.6.4 Describe the Respondent's Lead Entity's experience and qualifications pertinent to the functions to be required of the Private Sector Partner by, at minimum, providing a Table that provides details of the experience of Respondent entities, separately listing each aspect of the Private Sector Partner's contemplated wastewater treatment service functions, namely:

- (a) planning ;
- (b) financing;
- (c) design ;
- (d) procurement;
- (e) capital project delivery;
- (f) optimizing operations; and
- (g) leadership in the above.

8.7 **Methodology (Tab G)**

8.7.1 Each Respondent must provide a detailed methodology describing how it intends to:

- (a) assume the Private Sector Partner role as a single entity;
- (b) obtain/access the necessary Resources as the Strategic Partnership demands unfold;
- (c) approach the raising of finances required to support its role in the Strategic Partnership;
- (d) participate in the analysis of lifecycle options for design, construction and operation of the City's wastewater treatment facilities to minimize capital expenditures and optimize lifecycle costs.

8.7.2 Is it the Respondent's intention to perform the majority of the Private Sector Partner functions required for the Strategic Partnership on its own, together with related/non-arm's length entities or relying to some extent upon one or more unrelated Team Member(s) which operate at arm's length from all Respondent participants which are related to the Lead Entity? If so, what functions would have to be bought in from outside the Lead Entity and its related/non-arm's length entities?

8.8 **References – Lead and its Related Entities (Tab H)**

8.8.1 Each Respondent will be evaluated on the extent to which it demonstrates a successful track record over 20 years of providing relevant premier wastewater treatment or closely related services World wide with not less than 10 project examples where its long-term capabilities, approaches, experience and leadership role were relevant to the nature and scope of the Private Sector Partner functions set out in this RFQ. For each example provide:

- (a) Project name and location (City, Province/State, Country);
- (b) Client reference (client name, contact name, location, phone number, and e-mail address);
- (c) Project description (including start and completion dates) and current status;
- (d) The method of delivery (e.g. conventional, design-build, public-private-partnership, alliance, joint venture model, etc);
- (e) The organizational structure and membership in the delivery team;
- (f) Project capital cost ;
- (g) Role, if any, in providing, arranging, or securing financing for the construction project;

- (h) Key individuals and their respective roles;
- (i) Relevance to the Private Sector Partner functions set out in this RFQ;
- (j) Any history of litigation; and
- (k) Any further information that will assist in evaluating the RFQ Submission.

8.8.2 The majority of the reference projects should be within the past 10 years and the key individuals involved should, ideally, still be employed within the Respondent's Lead Entity organization. Details of the projects should indicate the actual role of the Respondent's Lead Entity and provide contact details for the client's representative.

8.9 Team Member(s), if any, and Functions (Tab I)

- 8.9.1 Provide details of the Respondent's proposed Team Member(s), if any, including, as a minimum, the following information:
- (a) List of all arm's length legal entities not related to any Respondent participants related to, and not related to the Lead Entity proposed to serve as Members of the Respondent's Team;
 - (b) The functions to be performed by each such Team Member proposed;
 - (c) Respondent's organization chart showing Team Member(s) and;
 - (d) Details of the experience, if any, that the Respondent's Lead Entity has had working together on other similar partnering type projects or programs with each proposed Member of its Team.

8.10 References for Team Member(s) (Tab J)

- 8.10.1 Provide for proposed team members, at least three (3) client references for recent projects similar in size and scope. Each reference should consist of a company name, contact name, email address, phone number and a brief description of the project.

8.11 Financial Information (Tab K)

RESPONDENT'S FINANCIAL CONDITION

- 8.11.1 Each Respondent is to submit the following information for its Lead Entity:
- (a) A current credit rating report from Standard & Poor's, Moody's Investor Services, Fitch Ratings or Dominion Bond Rating Service;
- or-
- (b) In lieu of a credit rating report from one of the above noted rating agencies, the following financial information (collectively the 'Financial Information'):
 - (i) Copies of annual audited (to the extent an audit has been conducted) or unaudited Financial Statements and annual reports or other similar financial information for each of the last three (3) fiscal years available, each of which is signed by an officer of the company;
 - (ii) Details of any material off-balance sheet financing arrangements currently in place;
 - (iii) Details of any material events that may affect financial standing which have arisen since the last annual or interim financial statements provided; and
 - (iv) Details of any bankruptcy, insolvency, company creditor arrangement, major litigation in excess of \$10 million, or other insolvency proceeding in the last three (3) fiscal years.

RESPONDENT'S FINANCIAL CAPACITY

8.11.2 Each Respondent must demonstrate the capacity of its Lead Entity and/or relevant Team Members to access a minimum of \$50 million of equity capital in a timely manner for the purposes of financing an equity stake in the Strategic Partnership. Also confirm that any other committed or proposed projects that the Respondent is, or intends to be, involved with will not impair its capacity to access this minimum capital requirement. Each Respondent should submit the following information respecting the unrelated financing Member, if any, of its proposed Team:

- (a) A current letter of reference from a bank or other licensed financial institution that confirms length of time the financing Member of the Respondent's proposed Team has been a client, and details of the relationship, and support in meeting the financial criterion set out above; and
- (b) Any known or committed participation by the proposed Team Member in construction projects to occur over the next five (5) years, addressing the impact on its ability to raise capital for the Strategic Partnership.
- (c) Respondent's Debt Financing Experience and Track Record

8.11.3 Each Respondent will be evaluated on the extent to which it demonstrates a successful track record of equity investment and borrowing for infrastructure projects that are of the scope and magnitude of the City's proposed capital projects (e.g. up to minimum of \$400 million of debt) in its own right. Where applicable, the financing Member of the Respondent's proposed Team, must instead identify a minimum of two (2) project examples where its financing capabilities, approaches and experience are relevant to the nature and scope of the proposed wastewater facility upgrade projects. For each example provide:

- (a) Project name and location (City, Province/State, Country);
- (b) Client reference (client name, contact name, location, phone number, and e-mail address);
- (c) Project description (including start and completion dates) and current status;
- (d) The method of delivery (e.g. conventional, design-build, public-private-partnership, etc);
- (e) The organizational structure of the delivery team;
- (f) Project capital cost;
- (g) Role in providing, arranging, or securing financing for the construction project;
- (h) A summary of the amounts, term, and types of financing raised (including the risk capital contributed), and disclosure of any incidents of default;
- (i) Key individuals and their respective roles;
- (j) Relevance to the design, construction or maintenance components of the present Project;
- (k) Any history of litigation; and
- (l) Any further information that will assist in evaluating the RFQ Submission.

8.12 Non-Disclosure Agreement (Tab L)

8.12.1 Any Respondent wishing to submit a non-disclosure agreement related to their audited financial statements must enclose the financial statement in a sealed envelope with the non-disclosure agreement referenced on the outside. If the Evaluation Committee, in its sole discretion, determines that the non-disclosure agreement is unacceptable, the Respondent will be so advised. If the matter cannot be resolved in a timely manner, the Respondent may be disqualified from the RFQ process.

9. GENERAL CONDITIONS

9.1 No Lobbying

- 9.1.1 Under penalty of rejection of their submission, Respondents must abstain from communicating in connection with this RFQ with elected members of Winnipeg City Council or their staff, officers or employees of the City's Public Service or any person associated with this procurement process in any manner whatsoever, other than the City's Designated Representative.

9.2 Confidentiality and Privacy

- 9.2.1 Respondents shall not make any statement of fact or opinion regarding any aspect of this RFQ or the RFP to the media or to any member of the public without the prior written authorization of the City.
- 9.2.2 Participants in this procurement process shall comply with all applicable privacy legislation, including but not limited to the Personal Information Protection and Electronic Documents Act (Canada).
- 9.2.3 Furthermore, the City is subject to The Freedom of Information and Protection of Privacy Act (Manitoba). To the extent permitted, the City will treat all submissions to this RFQ as confidential, however Respondents are advised that any information contained in any submission will be released if required by City policy or procedures, by The Freedom of Information and Protection of Privacy Act (Manitoba), by other authorities having jurisdiction, or by law. The City will have the right to make copies of the RFQ submissions for its internal review processes and to provide copies to its staff and external advisors.

9.3 Conflict of Interest and Good Faith

- 9.3.1 Respondents must not include any business entity or individual who is in a conflict of interest or is in a position likely to create a perception of conflict of interest with any advisor retained by the City in relation to this RFQ.
- 9.3.2 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 City could arrive at a different conclusion, the Respondent should fully disclose the circumstances to the City at the earliest possible date, and request that the City provide an advance interpretation as to whether the relationship or association is or will be likely to create a conflict of interest or a perception of conflict of interest.
- 9.3.3 Upon submitting a response to this RFQ, each Respondent shall declare that it does so in good faith and shall undertake to avoid and to promptly disclose any circumstance that comes to the notice of the Respondent whereby a member of City Council, any officer or employee of the City is or could possibly gain any pecuniary interest, direct or indirect, as a result of the Respondent's participation in this procurement process.
- 9.3.4 Failure to comply with this provision may result in disqualification from the RFQ process and, if the City becomes aware of a breach of these provisions after the RFP has been issued, disqualification from the RFP process.

9.4 Non-Disclosure

- 9.4.1 Respondents must not disclose any details pertaining to this RFQ or the selection process to anyone not specifically involved in their submission without the prior written approval of the City. Respondents must not issue a news release or other public announcement pertaining to details of their RFQ submission or the selection process without the prior written approval of the City. Breach of these provisions may result in disqualification from the RFQ process and, if the City becomes aware of a breach of this provision after the RFP has been issued, disqualification from the RFP process.

9.5 No Collusion

- 9.5.1 Upon making a submission to this RFQ, each Respondent shall declare that it has not participated in any collusive scheme or combine.
- 9.5.2 Respondents must ensure that their participation in this RFQ is conducted without collusion or fraud on their part or on the part of any of their Key Individuals. Respondents and Key Individuals shall not engage in discussions or other communications with any other Respondents or Key Individuals of other Respondents regarding the preparation or submission of responses to this RFQ. Breach of this provision may result in disqualification from the RFQ process and, if the City becomes aware of a breach of this provision after the RFP has been issued, from the RFP process.

9.6 Respondent Expenses

- 9.6.1 No honorarium or compensation will be paid to any Respondent in consideration of expenses incurred in responding to this RFQ.

9.7 City Privileges Reserved

- 9.7.1 The City has full power to conduct an independent verification of information in any submission received and generally pertaining to the qualifications and experience of the Respondent and Key Individuals named.
- 9.7.2 Issuance of this RFQ does not oblige the City to short-list or to award a contract to any party whatsoever, nor does this RFQ constitute an offer to enter into a contract with any party whatsoever.
- 9.7.3 The City reserves the right and the full power to give notice in writing of any change to its Designated Representative, amend the dates, schedules, limits and functions of the Strategic Partnership, and any contract awarded, or to reject any and all submissions, to cancel this RFQ and this procurement process, to launch a new or amended procurement process, to decide that it will not issue the Request for Proposals, without incurring any liability in respect of costs or damages incurred by any Respondent. Without limiting the generality of the foregoing, the City reserves the right and the full power to amend or cancel this RFQ, the procurement process or the Project at any time.
- 9.7.4 The City reserves the right, and the full power, to exclude or authorize the correction of any irregularity appearing in any submission to this RFQ and to request clarifications or supplementary information respecting any submission.
- 9.7.5 The City reserves the right to disqualify any Respondent whose submission, in the opinion of the City, contains false or misleading information.

9.8 No Recourse

- 9.8.1 No recourse or legal action may be taken against the City, its representatives or advisors for any reason whatsoever relating to the exercise of rights and powers described in Clause 9.7 above, or for any reason whatsoever that may arise from the preparation, submission or receipt of a submission made to this RFQ.

9.9 Ownership of Documents

- 9.9.1 All RFQ submissions received by the City in response to this RFQ will be kept in confidence with the sole purposes of evaluating and developing the best possible strategic options for the City of Winnipeg. RFQ submissions and the information they contain will be the property of the City of Winnipeg upon receipt and none will be returned. The City will have the right to make copies of all RFQ submissions for its internal review process and to provide such copies to its staff and external advisors.

APPENDIX A

FORM A: REQUEST FOR QUALIFICATIONS APPLICATION
(See Clause 8.1)

1. Title STRATEGIC PARTNERSHIP PROCUREMENT FOR LONG-TERM PLANNING AND IMPLEMENTATION OF CAPITAL AND OPERATIONAL IMPROVEMENTS TO WINNIPEG'S WASTE WATER TREATMENT FACILITIES

2. Respondent

Name of Respondent

Street

City Province Postal Code

Facsimile Number

(Mailing address if different)

Street or P.O. Box

City Province Postal Code

The Respondent is:

(Choose one)

a sole proprietor

a partnership

a corporation

(OTHER ENTITY)

carrying on business under the above name.

3. Contact Person

The Respondent hereby authorizes the following contact person to represent the Respondent and all Team Members of the Respondent for purposes of the Submission.

Contact Person Title

Telephone Number Facsimile Number

4. Signatures

The Respondent or the Respondent's authorized official or officials have signed this

_____ day of _____, 20_____.

Signature of Respondent or
Respondent's Authorized Official or Officials

(Print here name and official capacity of individual whose signature appears above)

(Print here name and official capacity of individual whose signature appears above)