



**INFRASTRUCTURE ONTARIO
REQUEST FOR PROPOSAL (RFP)
RFP: # OIPC-07-00-M045
FAIRNESS MONITOR SERVICES – VENDOR OF
RECORD (VOR)**

Issue Date: September 7, 2007
Closing Date: **September 25, 2007**
Closing Time: 12:00:00 p.m. Toronto local time

All submissions must be clearly marked with Request for Proposal Number and Closing Date on the face of the package.

Infrastructure Ontario's office hours: Monday to Fridays
9:00 a.m. to 5:00 p.m. Toronto local time

Return completed Proposal to:

**Infrastructure Ontario
777 Bay Street
6th Floor
Toronto, ON, M5G 2C8**

Attention: Vern Lewis

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SECTION 1

REQUIREMENTS

1.1 BACKGROUND

Ontario Infrastructure Projects Corporation (“Infrastructure Ontario” or “IO”) is a crown corporation, which is responsible for overseeing the implementation of infrastructure projects under the new Alternative Financing and Procurement (AFP) methodology. AFP has been introduced as part of Ontario’s investment strategies to address the province’s growing infrastructure deficit. *Renew Ontario*, the province’s five year plan aims to invest more than \$30 billion into infrastructure, through alternative financing and construction strategies.

Infrastructure Ontario was created in recognition of the need to harness both public and private sector expertise, in fields such as commercial law, investment banking and negotiation, in order to optimize resources and achieve success in meeting Ontario’s infrastructure needs. As such, IO’s Board of Directors brings together the skills, expertise and experience required to support such endeavors.

Infrastructure Planning, Financing and Procurement (IPFP) Framework

Modern, efficient public infrastructure is essential to delivering quality public services, stimulating economic growth, creating jobs and improving the quality of life we enjoy in Ontario. To help meet the government’s commitment to deliver better health care, better roads, higher-quality education and a clean and safe environment, in July 2004, the Minister of Public Infrastructure Renewal released “Building a Better Tomorrow – An Infrastructure Planning, Financing and Procurement Framework for Ontario’s Public Sector” (“IPFP Framework”).

This comprehensive framework was established to guide Ontario government ministries and agencies, municipalities and broader public sector partners in the planning, financing and procurement of public infrastructure assets. The framework was developed in consultation with provincial infrastructure ministries, the public and hundreds of stakeholders representing communities, businesses and infrastructure partners from across the province, and incorporates research and best practices from other jurisdictions.

The delivery of AFP projects will be guided by five key principles derived from the IPFP Framework; and include:

- Public interest is paramount
- Value for money must be demonstrable
- Appropriate public control and ownership must be preserved
- Accountability must be maintained
- All processes must be fair, transparent and efficient.

In the case of hospitals, public schools and water and sewer systems, the IPFP Framework principles specifically state that public ownership, control and accountability must be maintained. The IPFP Framework also provides guidance for the adoption of AFP models, which allow for access to more capital investment and more sophisticated project risk management.

It is recommended that proponents review “Building A Better Tomorrow – An Infrastructure Planning, Financing and Procurement Framework for Ontario’s Public Sector” published by PIR. The “Framework Paper” is available at www.pir.gov.on.ca

SECTION 2 THE RFP AND VENDOR OF RECORD PROCESS

2.1 RFP

Infrastructure Ontario is issuing this Request for Proposals (“RFP”) for the purposes of creating and accessing the provision of Fairness Monitor Services through a Vendor of Record (VOR) process. Respondents are asked to indicate their interest and provide the information set out in Section 4 with respect to their experience and qualifications and the Fairness Monitor Services they are prepared to provide. The scope of services for Fairness Monitor Services that Infrastructure Ontario will require are described in Appendix, the “Deliverables”.

In this RFP, entities that submit Proposals are referred to as “Proponents” and the entity or entities that are qualified in accordance with this RFP to be added to the list of vendors of record (“VOR”) are referred to as “Successful Proponent(s)”, “Vendors” or “Vendors of Record”.

Infrastructure Ontario’s process to establish a VOR for Fairness Monitors will commence with the issuance of these RFP Documents and will terminate when Infrastructure Ontario identifies the Proponent or Proponents they wish to add to the VOR for Fairness Monitor Services.

Infrastructure Ontario intends to contract with the selected Proponents which have qualified through this RFP process. The term of the contract will be two (2) years, with the Infrastructure Ontario’s option to extend the contract for one (1) additional 1-year term.

Infrastructure Ontario will evaluate the Proponents’ submissions (the “Proposals” or “Proposal” as applicable) as set out in Section 5. It is the intention of Infrastructure Ontario to review each Proposal in order to select appropriately qualified and interested entities for specific engagements with Infrastructure Ontario in the future. Infrastructure Ontario reserves the right, in its sole discretion, to restrict the number of Vendors selected for the VOR to provide Fairness Monitoring Services.

This RFP details the requirements for Services, as well as the evaluation and Proponent selection process. Successful Proponents may be requested to carry out *either* complete projects (“Assignment”), one or more segments of a project, or general advisory services to IO. It is anticipated that the projects will be of varying length and complexity. The first of these Assignments may begin in Fall 2007. **There is no guarantee, that as a result of being selected as a Vendor of Record, the Vendors will obtain work.**

2.2 PROCUREMENT OF FAIRNESS MONITORS FOR SPECIFIC ASSIGNMENTS

On an as and when required basis Infrastructure Ontario and, where applicable, a Co-Sponsor, may invite one or more members of the VOR to submit a proposal to enter into a contract for a specific Assignment, or group of Assignments, using the contract form set out by Infrastructure Ontario in such invitation. Such contract(s) shall generally include, as a minimum, the following information:

- detailed description of the Services to be performed,
- milestones/deliverables,
- description of standards to be achieved/quality management plan,

- identify personnel to be used by the Vendor, including any subcontractors, and process for approving the replacement of personnel,
- time lines required,
- fees that will be charged for the project, and
- reporting requirements.

Infrastructure Ontario may request that the Vendor(s) provide a résumé and client references for the individual(s) proposed by the Vendor. Infrastructure Ontario may also interview the proposed individual(s). Infrastructure Ontario reserves the right to accept or reject a proposed individual(s) on the basis of the résumé; the information provided by the references; and the results of the interview.

2.3 REFRESH METHODOLOGY

This VOR may, at the sole discretion of Infrastructure Ontario, be refreshed at any time. This refresh process will provide opportunity for new Proponents to enter into a similar VOR and give Proponents selected through this RFP the option to be considered for Services for which they did not offer or for which they were not selected as a result of this RFP.

The refresh methodology is further described in Section 5.2 of this RFP.

SECTION 3 PROPONENT INSTRUCTIONS

It is agreed and understood, that a Proponent submitting a response to this RFP certify that they have read and agree to comply with the Proponents' Instructions, Submission Requirements, and general terms and conditions contained in this RFP, and that any exceptions have been duly noted in their Proposal.

3.1 RFP SCHEDULE

The following dates are tentative and are subject to change without penalty to Infrastructure Ontario. It is Infrastructure Ontario's intention that all Proponents would be given written notice of the change:

| Activity | Date |
|---|---------------------------|
| Issue date of the RFP | September 7, 2007 |
| Proponent's deadline date for questions | September 13, 2007 |
| Deadline for issuing addenda to the RFP | September 17, 2007 |
| Proposal Submission Deadline | September 25, 2007 |
| Notify Respondents | October 11, 2007 |

Infrastructure Ontario shall not be responsible for any costs related to any delays in the RFP or costs associated with any reviews or the approval process, or with obtaining any government approvals.

Amendments to this schedule will only be made at the discretion of Infrastructure Ontario. Proponents will be notified, within forty-five (45) days of the RFP closing date, of the acceptance or rejection of their Proposal.

If any addendum is issued after the Deadline for Issuing Addenda to the RFP, Infrastructure Ontario may at its sole discretion extend the Proposal Submission Deadline, for a reasonable amount of time.

The successful and unsuccessful Proponents shall be so notified by Infrastructure Ontario in writing.

3.2 PROPONENT QUESTIONS

Any Proponent who has questions as to the meaning of any part of this RFP or the project or who believes the RFP contains any error, inconsistency or omission must submit their concern in writing (by email, fax, hand delivery or courier) prior to the deadline for submission of questions set out in the RFP Schedule in Section 3.1, to:

Vern Lewis
Infrastructure Ontario
777 Bay Street, 6th floor
Toronto, On M5G 2C8
Vernal.Lewis@infrastructureontario.ca
Fax: 416-326-9291

At its discretion Infrastructure Ontario may circulate via Merx all such questions, along with Infrastructure Ontario's answers, to all potential Proponents, without identifying the name of the Proponent.

Information obtained from any other source may be inaccurate and is not binding on Infrastructure Ontario.

Any attempt, on the part of any Proponent or any of its employees, agents, contractors or representatives, to contact any person other than the Contact Person with respect to this RFP, will be grounds for disqualification.

Infrastructure Ontario and its advisors do not make any representation, warranty or guarantee as to the accuracy of the information contained in this RFP or issued by way of addenda. It is the Proponent's responsibility to avail themselves of all the necessary information to prepare a Proposal in response to this RFP.

3.3 COMPLETION OF THE PROPOSAL AND GENERAL INFORMATION

The following are a list of instructions regarding the completion of the Proposal:

- 3.3.1 Read carefully the information in this RFP, attachments and any Addenda;
- 3.3.2 All Proposals must be in hard copy form. No facsimile transmissions will be accepted. Infrastructure Ontario's date/time confirmation will determine the time of receipt of Proposals.
- 3.3.3 Proponent shall submit one **(1) original hard copy, three (3) copies** of the original and one **(1) CD-ROM** containing an electronic version of the Proposal, all of which shall be submitted in a sealed package. Infrastructure Ontario reserves the right to make such additional copies as it may require conducting a full evaluation of the Proposals submitted.

It is the Proponent's responsibility to ensure that the Proposal is in Infrastructure Ontario's possession by the Proposal Submission Deadline set out in the RFP Schedule in Section 3.1. Late Proposals will not be considered and will be returned unopened. Infrastructure Ontario may, in its sole discretion, accept or reject late submissions.

Unsigned Proposals or amendments thereto, may be rejected by Infrastructure Ontario.

All Proponents are requested to use the mailing label attached in Appendix E, which specifies the RFP number and Proposal Submission Date.

- 3.3.4 Proponents shall submit their Proposal in a sealed envelope/package which is clearly marked and contains the Proponent's covering letter, executive summary, all required submission forms and all the documentation related to the Submission Requirements.
- 3.3.5 Submissions are to be delivered to:

Infrastructure Ontario
777 Bay Street, 6th floor
Toronto, On M5G 2C8
Attention: Vern Lewis
- 3.3.6 If the documents are too large to fit inside an envelope, the label should be affixed to the outside of the packaging used.

- 3.3.7 Any supporting documents, letters, samples, catalogues or other supporting material should be forwarded, along with the Proposal, in a separate envelope/package. This envelope/package should also indicate the RFP number, the RFP Proposal Submission Date and the Proponent's name and address. (Use copy of the mailing label.)
- 3.3.8 There will be no public tender opening.
- 3.3.9 To assist Infrastructure Ontario in confirming that the RFP was obtained through MERX when a third party has requested the RFP from MERX on behalf of the Proponent, the Proponent must identify this third party on the submission label.
- 3.3.10 Proponents may amend their Proposals after submission but only if the Proposal is amended and resubmitted before the Proposal Submission Deadline in accordance with the following:
- (a) the Proponent will withdraw its original Proposal by notifying the RFP coordinator in writing at the address set out in Section 3.2; and
 - (b) the Proponent will submit a revised replacement Proposal in accordance with the RFP and no later than the Proposal Submission Deadline.
- 3.4 CONTACT PERSON**
Each Proponent shall designate in their response one individual to whom any additional information deemed relevant to the RFP might be communicated.
- 3.5 RIGHT TO INTERVIEW**
Infrastructure Ontario reserves the right to interview any or all Proponents to obtain information about or clarification of their Proposals.
- 3.6 NO IMPLIED COMMITMENT/UNDERTAKING**
The issuance of this RFP to any prospective Proponent shall not cause any expressed or implied commitment or undertaking on the part of Infrastructure Ontario.
- 3.7 LIABILITY FOR EXPENSES OR DAMAGES**
Infrastructure Ontario will not be liable for any loss or damage suffered by any Proponent including, without limitation, any expenses incurred in the preparation and submission of the Proposal or from the demonstration of goods or services.
- 3.8 CONFIDENTIALITY**
All information obtained by Infrastructure Ontario from the Proponent in connection with this RFP is subject to The *Freedom of Information and Protection of Privacy Act*, R.S.O. 1990, c.F.31, as amended. Proponents should identify any information in their Proposal or any accompanying documentation supplied in confidence for which confidentiality is to be maintained. The confidentiality of such information will be maintained, except as otherwise required by law or by order of a court or tribunal. Proponents are advised that their Proposals will, as necessary, be disclosed on a confidential basis, to Infrastructure Ontario's advisers retained for the purpose of evaluating or participating in the evaluation of their Proposals.

By submitting any Personal Information requested in this RFP, proponents are agreeing to the use of such

information as part of the evaluation process, for any audit of this procurement process and for contract management purposes. Where the Personal Information relates to an individual assigned by the Successful Proponent(s) to provide the Services, such information may be used by Infrastructure Ontario to compare the qualifications of such individual with any proposed substitute or replacement.

3.9 SHARING INFORMATION WITH OTHER SPONSORS

The Proponents understand that Infrastructure Ontario may share each Proponent's information (including a Proponent's submission to this RFP) with a Project co-sponsor, such as a Government of Ontario Ministry or hospital.

3.10 FORMAT

Responses to this RFP shall be succinct, and information should be supplied directly in the format requested rather than by reference to technical manuals, etc.

3.11 RIGHT TO ACCEPT OR REJECT

Infrastructure Ontario reserves the right in its sole discretion and for any reason whatsoever:

- (a) To accept or to reject any or all Proposals in whole or in part; and
- (b) Not to proceed with all or any part of the Services.

The Successful Proponent(s) will be required to comply with the RFP, its Proposal, and the terms and conditions of this RFP.

3.12 IRREGULARITY OR OMISSION

Infrastructure Ontario may request clarification where any Proponent's intent is unclear and may waive or request amendment where, in the opinion of Infrastructure Ontario, there is a MINOR irregularity or omission in the information that has been submitted in a required document.

3.13 VERIFICATION

The Proponent understands and agrees that Infrastructure Ontario may, if deemed necessary, verify any information provided in any Proposal. In addition to any references provided by the Proponent, Infrastructure Ontario reserves the right to use its own experiences, and the experiences with other departments or agencies within the Ontario government, with the Proponent in previous contracts to evaluate the Proponent's performance.

3.14 MISLEADING INFORMATION

The Proponent understands and agrees that if there is any evidence of misleading or false information having been given, Infrastructure Ontario may, in its sole discretion, reject the Proposal.

Infrastructure Ontario shall make available to the Proponent all relevant information and data pertinent to the Services of which Infrastructure Ontario has knowledge so as to enable the Proponent to carry out the assignment.

3.15 PERFORMANCE EVALUATION

Infrastructure Ontario will monitor the quality of the Services. Furthermore, Infrastructure Ontario may perform project audits at any point after the termination of the Services. Proponents are hereby notified that results of the monitoring and/or audit of the performance of the Services may impact the Proponent's eligibility to perform

future work for Infrastructure Ontario. Also, they may be used as an evaluation criterion, in addition to other components (including those relating to technical and price components) for the selection of the Successful Proponent on future Infrastructure Ontario projects.

3.16 MERX

Only submissions received from Proponents who have obtained the documents *directly* from the MERX electronic tendering services (telephone #: 1-800-964-MERX(6379); web site: www.merx.com; e-mail: merx@merx.com) will be considered for this RFP.

A Proponent who has not obtained the RFP through MERX will have its Proposal disqualified unless a third party has requested the RFP from MERX on that Proponent's behalf and that Proponent has identified the third party on the Label of its Proposal. If a Proponent who has obtained the RFP from a third party fails to identify that third party in this manner, that Proponent's Proposal will be disqualified.

Infrastructure Ontario accepts no responsibility/liability for any errors or omissions caused by the use of information or documents obtained from sources other than that stated above when responding to this RFP.

3.17 AMENDMENTS TO PROPOSAL OPPORTUNITIES FROM INFRASTRUCTURE ONTARIO

Infrastructure Ontario is aware that Proponents can, at any time while a particular opportunity is open on MERX, receive the initial Proposal document through MERX and then, by deselecting the notifications of amendments and updates selection box found under the column Order Setting on the Order Basket page or by contacting the MERX Call Centre, forgo receipt of subsequent addenda or amendments. Proponents who do so risk not receiving all of the relevant documentation required to respond to this RFP and non compliance.

Proponents who intend to respond to procurement opportunities of Infrastructure Ontario are requested not to cancel the receipt of addenda or amendments, since they must obtain all of the information documents that are issued through MERX by Infrastructure Ontario.

Should a Proponent choose to cancel the receipt of addenda or amendments, their subsequent Proposal may be rejected by Infrastructure Ontario, depending upon how material the addenda or amendments are to the scope of the Proposal and Proponent's pricing.

SECTION 4 SUBMISSION REQUIREMENTS

In this RFP document the specific material requirement elements are identified by the use of “shall”, “must” and “will”.

- a) Each Proponent shall sign and return **page one (1)** of this RFP document with their Proposal or the Proposal may not be accepted.
- b) Proposals shall not be submitted by fax.
- c) Proposals shall be submitted in English.

4.1 PROPONENT'S SPECIFIC INSTRUCTIONS

In issuing this RFP, Infrastructure Ontario is relying on the experience and expertise of the Proponent.

It is the Proponent's responsibility to ensure that it has all the necessary information concerning the intent and requirements of this RFP.

Any change to this RFP will be issued in writing as a formal addendum to all Proponents and will be posted to the MERX system.

Proponents are asked to complete and submit the following in their response:

- Covering letter (maximum one page)
- Executive Summary (maximum two pages) containing at a minimum a brief corporate profile
- Appendix A: Proposal Submission Form
- Appendix B: Tax Compliance Declaration
- Appendix C: Corporate Information
- Appendix D: Submission Checklist
- Submission form F.1: Individuals' Qualifications and Experience
- Submission form F.2: Understanding and Value Add
- Submission form F.3: Availability of Resources
- Submission form F.4: Client Reference Form
- Submission form F.5: Price Form

4.2 NUMBER OF PROPOSAL SUBMISSIONS

Proponents shall not submit more than one (1) Proposal.

4.3 PROPONENT'S CONTACT PERSON

Proponents **should** provide the name of the employee in the Vendors firm who will have overall responsibility for signing and performing the obligations of any eventual Agreement and to whom any additional information deemed relevant to the RFP may be communicated.

4.4 DISQUALIFIED PROPOSALS

Proposals not submitted in accordance with the instructions included in this RFP may be disqualified at the discretion of Infrastructure Ontario. Evaluation of the Submission Requirements will consist of a review by Infrastructure Ontario to determine which Proposals substantially comply with all of the Submission Requirements, Proposals that do not substantially comply with all of the Submission Requirements will be

disqualified.

4.5 CONSORTIUM

Where a Successful Proponent is a consortium and proposes a joint bid using third parties to fulfil any part or parts of the Services, a full explanation of the arrangements must accompany the response.

In such cases, it must clearly state who is responsible for the performance of the Services. Invoices will only be accepted from this primary Proponent. Infrastructure Ontario will, in all cases of dispute, deal only with this primary Proponent.

SECTION 5 PROPOSAL EVALUATION

The evaluation of written Proposals will be conducted by representatives of Infrastructure Ontario in accordance with the rules for competitive procurements and the procedures described in this document. Infrastructure Ontario may also employ contract personnel to assist in the evaluation process, and in other roles in this initiative, from time to time, as Infrastructure Ontario deems necessary.

Proponents must demonstrate a full and complete understanding of the Services to be provided for each category of Service selected. The Proponent will demonstrate this by their Proposal as presented, as well as a commitment to the terms and conditions of this RFP. It is the intention of Infrastructure Ontario to grant VOR status to the Proponent(s) providing the greatest value to Infrastructure Ontario as identified through the evaluation process detailed herein in section 5.

5.1 STAGES OF PROPOSAL EVALUATION

The evaluation of Proposals will be conducted by Infrastructure Ontario in the following stages:

- 5.1.1 **Stage I - Evaluation of the Substantial Completeness**: will consist of a review by Infrastructure Ontario to determine which Proposals are substantially completed. The "substantial completeness" review will assess whether the required information and forms have been substantially provided in the submission. A proponent's failure to provide a substantially complete submission will result in the submission not being evaluated or further considered.

FORM OF SUBMISSION

Each Proposal to include:

1) Conflict Of Interest

Each Proponent must include in its Proposal confirmation of the following:

- a) That the Proponent does not and will not have any conflict of interest (actual or potential) in submitting its Proposal or, if selected, with the contractual obligations of the Proponent as the vendor under the Agreement. Where applicable, a Proponent must declare in its Proposal any situation that may be a conflict of interest in submitting its Proposal or, if selected, with the contractual obligations of the Proponent as vendor under the Agreement; and
- b) That the Proponent neither has nor has access to any confidential information as defined below;

"Confidential Information" refers to the confidential information of the Crown in Right of Ontario (other than confidential information which is disclosed to the Proponents in the normal course of the RFP); the confidential information is relevant to the Services required by the RFP; their pricing or the RFP evaluation process; and the disclosure of which could result in either prejudice to the Crown or an unfair advantage to the Proponent.

- c) In addition, each Proposal shall include a list of the names, addresses and telephone numbers of the persons who participated in the development of the Proposal.

- d) The Proposal of any Proponent may be disqualified where the Proponent fails to provide confirmation of the foregoing or makes misrepresentations regarding any of the above. Further, Infrastructure Ontario shall have the right to rescind any contract with the Successful Proponent in the event that Infrastructure Ontario at his/her sole discretion determines that the Successful Proponent has made a misrepresentation regarding any of the above, in addition to or in lieu of any other remedies that Infrastructure Ontario has in law or in equity.

2) Tax Compliance

The Ontario Government expects all suppliers to pay their provincial taxes on a timely basis. In this regard, Proponents are advised that any contract will require a declaration from the Proponent that the declarant's Ontario taxes are in good standing. To be considered for a contract award, the Proponent must submit the Tax Compliance Declaration attached as Appendix "B". The Tax Compliance Declaration must be signed on behalf of the declarant by a person who is authorized to do so. Proponents should note that when awarding the contract, Infrastructure Ontario is required to forward to the Ministry of Finance a copy of the signed Tax Declaration Forms of the Successful Proponent for verification of their accuracy.

3) Submission Requirements Checklist (Appendix "D")

Be completed by the Proponent according to the instructions contained in that form.

4) Client References (Appendix F)

Each Respondent will complete and include in its Proposal, a Reference Form attached as Submission Form F.4 of this RFP. The references should be from persons for whom the Respondent has successfully provided similar Deliverables to those described in Section 1.0 of Appendix F within the past three years. The name and telephone number of a contact person for each reference and a brief outline of the nature of the goods and services provided should be included. A minimum of three (3) references are to be provided. Infrastructure Ontario, in its sole discretion, may confirm the Respondent's experience and ability to provide the Deliverables required and described in its Proposal by checking the Respondent's references.

5) Price Form (Appendix F)

The Price Form is attached as Submission Form F.5 of this RFP and should be completed as requested.

Proponents are required to:

- a. Provide rates in Canadian funds, inclusive of all applicable duties and taxes *including* the Goods and Service Tax;
- b. Rates quoted by the Respondent will be all inclusive and include all labour and materials, insurance costs and all other overhead including any fees or other charges required by law; and
- c. Travel, meal and accommodation expenses will not be included in the rates quoted and will be billed separately and charged in accordance with the *Management Board Secretariat's Corporate Operating Policy for Travel Management and General Expenses*, as may be amended from time to time. Respondents may contact Infrastructure Ontario to obtain the applicable Rates.. Accommodation arrangements will be made with those facilities listed in the

OPS Travel Accommodation Directory, as may be amended from time to time.

- 5.1.2 **Stage II – Evaluation of Rated Requirements** will consist of scoring by Infrastructure Ontario of each qualified Proposal on the basis of the Rated Criteria. As part of the review process Infrastructure Ontario may, at its sole discretion, require clarification about the Proponent's Proposal. The Rated Criteria are included in Section 3.0 of Appendix F.
- 5.1.3 **Stage III – Evaluation of Financial Requirements (Pricing)** will consist of a scoring by Infrastructure Ontario of each qualified proposal. The Financial Requirements (Pricing) is included in Appendix F5.
- 5.1.4 **Selection Process:**
Proponents who are compliant to Stage 1 (Submission Requirements) of the evaluation will be further evaluated to determine if they are successful (i.e. included on the VOR). Infrastructure Ontario will determine, at its sole discretion, the number of Vendors who qualify to provide the Services, but in any event, only those who achieve a score greater than **45 points** out of the **70 points** available in Stage II (Evaluation of Rated Requirements) will be further evaluated.
To determine the Successful Proponents, scores from the Stage II (Rated Requirements) and the scores from Stage III (Pricing) will be added together. Proponents' proposals that score **60 points** or more out of the available **100 points** will be deemed successful and will be included on the VOR.

5.2 EVALUATION DURING A REFRESH

During a refresh process, a modified version of the RFP will be posted on MERX (or whichever electronic services Infrastructure Ontario uses at the relevant time) and Proponents will be given an opportunity to submit Proposals. The full evaluation process as set out in this Section 5 will apply to these Proposals.

5.2.1 Proponents on this VOR

Should a Proponent on the VOR propose to be considered for Services for they which they did not previously offer or were not selected as a result of this RFP, these Proponents will be required to submit a Proposal. These Proposals will be evaluated in accordance with the evaluation process set out in this Section 5 of this RFP, specifically Stage II of the evaluation. If the Proponent is selected for the additional Services, the Agreement shall be amended accordingly.

SECTION 6 GENERAL TERMS AND CONDITIONS

6.1 GOVERNING LAWS

The laws of the Province of Ontario and the federal laws of Canada applicable in the Province of Ontario govern this RFP and will govern any agreement entered into as a result of this RFP.

6.2 PROPONENT'S RESPONSE

The RFP and the Successful Proponent's Proposal to the RFP shall be schedules to any subsequent agreement for Services between a Vendor and Infrastructure Ontario and, where applicable, a Co-Sponsor. In the event there is conflict between the Agreement and these schedules, the Agreement is paramount.

6.3 APPROPRIATE FUNDS

In accordance with the *Administration Act* (Ontario), in the event that Infrastructure Ontario is unable to appropriate the funds it requires to fulfill its obligations under any forthcoming Agreement or any schedules attached thereto, Infrastructure Ontario may terminate the Agreement.

6.4 TAX REMITTANCE

The Successful Proponent shall collect and remit all applicable government taxes in force at the date of the Agreement.

6.5 ONTARIO RETAIL SALES TAX

Where Infrastructure Ontario is required to pay the Ontario Retail Sales Tax PST (or other applicable taxes) it will pay the full amount of the tax payable even if the rate rises.

6.6 GOODS AND SERVICES TAXES

All prices are to be quoted in Canadian Dollars. Ontario Provincial Sales Tax (PST) and Goods and Services Tax (GST) must be shown separately.

6.7 PROPERTY OF INFRASTRUCTURE ONTARIO

All information, documents and material supplied to the Successful Proponent, its employees and those of any sub-contractors are the property of Infrastructure Ontario and shall be kept confidential by both the Vendor and any sub-contractors. Neither party shall disclose or divulge it to any other party without the prior written consent of Infrastructure Ontario.

6.8 LEGISLATIVE ENACTMENTS

Proponents shall comply with the requirements of all legislative enactments, regulations and orders that may apply to the requirements described herein.

6.9 ANNUAL REVIEW

Infrastructure Ontario reserves the right to conduct an annual review of any Agreement entered into pursuant to this RFP. Such a review shall be conducted at the sole discretion of Infrastructure Ontario, at a time of its choosing.

6.10 LEGAL MATTERS AND RIGHTS OF INFRASTRUCTURE ONTARIO

(1) Notwithstanding any other provision of this RFP, this RFP is not an offer to enter into either a bidding contract (often referred to as "Contract A") or a contract to carry out a project or Assignment (often referred to as "Contract B"). Neither this RFP nor the submission of a Proposal by a Proponent shall create

any contractual rights or obligations whatsoever on either the Proponent or Infrastructure Ontario or any applicable Co- Sponsor, nor shall it create any legal rights or duties applied to a formal "Contract A" binding procurement process. No legal relationship or obligation regarding the procurement of any good or service shall be created between the Proponent and Infrastructure Ontario or any applicable Co-Sponsor until the successful negotiation and execution of a written agreement with the Vendor.

(2) Without limiting the generality of Section 6.10(1), other principles applicable to this RFP process include the following:

- (a) Infrastructure Ontario may, in its sole discretion, change or discontinue this RFP process at any time whatsoever;
- (b) Infrastructure Ontario may, in its sole discretion, decline to evaluate any Proposal that, in Infrastructure Ontario's opinion, is incomplete, obscure or does not contain sufficient information to carry out a reasonable evaluation;
- (c) Infrastructure Ontario may, in its sole discretion, enter into negotiations with any person or persons with respect to the Services that are the subject of this RFP;
- (d) while a Proponent will likely be evaluated more favourably by Infrastructure Ontario if its Proposal is in the format set out in this RFP and meets the requirements of this RFP, a Proponent is not obligated to comply with the format requirements set out in the RFP in order to have its Proposal evaluated by Infrastructure Ontario;
- (e) Infrastructure Ontario may, in its sole discretion, request any supplementary information whatsoever from a Proponent after the deadline for submission of Proposals including information that the Proponent could or should have submitted prior to the deadline for submission (provided however, that Infrastructure Ontario is not obliged in any way whatsoever to request supplementary information from a Proponent);
- (f) neither the Sponsors nor the Proponents shall have the right to make claims against the other with respect to the RFP Process, including the award of an agreement, failure to award an agreement or failure to honour a Proposal;
- (g) Infrastructure Ontario may share any information submitted by, or otherwise obtained in relation to a Proponent with a Project Co-sponsor.; and
- (h) Infrastructure Ontario's evaluation may include information provided by the Proponent's references and may also consider the Proponent's past performance on previous contracts awarded by Infrastructure Ontario, the applicable Co-Sponsors or the Province of Ontario or any other relevant information taken into account by Infrastructure Ontario when determining the acceptability of a Proponent;
 - (i) Infrastructure Ontario may, in its sole discretion and at any time during the RFP process,
 - (i) reject any or all of the Proposals;
 - (ii) accept any Proposal;
 - (iii) if only one Proposal is received, elect to accept or reject it;
 - (iv) elect not to proceed with the RFP;
 - (v) alter the RFP Schedule, the RFP process or any other aspect of this RFP; and
 - (vi) cancel this RFP and subsequently advertise or call for new Proposals for the subject matter of this RFP,

and these terms are included for greater certainty and are not intended to limit the rights of the Infrastructure Ontario, the applicable Co-Sponsors, the Province of Ontario or the Proponents to conduct themselves in accordance with the common law governing direct

commercial negotiations in effect in the Province of Ontario.

6.11 INFRASTRUCTURE ONTARIO'S CONFLICTS OF INTEREST POLICY

In addition to a Vendor's professional obligations with respect to conflicts of interest, Vendors are notified that Infrastructure Ontario's policy with respect to advisor conflicts is as follows:

1. Vendors shall not act for Infrastructure Ontario in respect of a Project and,
 - (a) a Bidder on the same Project, or in any situation in which the Vendor is in possession of confidential information with respect to that Project; and
 - (b) a Bidder on another Project that uses the same AFP delivery model (BF, DBFM, etc.), as applicable, as the first Project while either of the Projects is in the pre-commercial close stage AND where the Vendor is involved in providing advice of a strategic nature to Infrastructure Ontario (including the provision of advice with respect to key commercial terms of the first Project, development and application of evaluation criteria under the RFP, or negotiation of the first Project agreements).
2. Subject to Infrastructure Ontario's prior approval, Vendors may provide advice to Infrastructure Ontario and a Bidder in the circumstances set out in section 6.11(1)(b) provided that an ethical wall that meets the Vendor's professional obligations and Infrastructure Ontario's requirements is in place within the Vendor's organization such that no individual within the Vendor's organization will advise or have access to information on both sides of the Project.
3. For the purposes of this Section 6.11,
 - (a) "Bidder" means, in respect of a Project, any (i) prequalified bidder, (ii) consortium of prequalified bidders, (iii) individual member of a consortium, or (iv) lender to a consortium; and
 - (b) "Project" means an Infrastructure Ontario project.

APPENDIX "A"
PROPOSAL SUBMISSION FORM

TO: VERN LEWIS
INFRASTRUCTURE ONTARIO
777 BAY STREET, 6th FLOOR
TORONTO, ON M5G 2C8

RE: INFRASTRUCTURE ONTARIO REQUEST FOR PROPOSALS FOR FAIRNESS MONITOR SERVICES

1. Proponent Information

| | |
|--|--|
| (a) Proponent's registered legal business name and any other name under which it carries on business: | |
| (b) Proponent's address, telephone and facsimile numbers: | |
| (c) Name, address, telephone, facsimile numbers and e-mail address of the contact person(s) for the Proponent: | |
| (d) Name of the person who is primarily responsible for the Proposal: | |
| (e) Whether the Proponent is an individual, a sole proprietorship, a corporation, a partnership, a joint venture, an incorporated consortium or a consortium that is a partnership or other legally recognized entity: | |

2. Proposal

With respect to the above noted RFP, we confirm as follows:

- (i) capitalized terms used in clauses (ii) through (vi) below have the meanings given thereto in the RFP documents;
- (ii) we have examined the RFP documents and confirm that we have received all pages of the RFP documents;
- (iii) we have made any necessary inquiries with respect to Addenda issued by Infrastructure Ontario and have ensured that we have received and examined all Addenda to the RFP documents;
- (iv) our Proposal is based on the terms and conditions of the RFP documents;
- (v) the prices contained in our Price Submission Section are based on the terms and conditions of the RFP Documents; and
- (vi) we acknowledge that the submission of this Proposal creates no contractual obligations or rights on either Infrastructure Ontario or the Proponent as set out in Section 6.10(1) of the RFP.

3. Conflict of Interest and Confidential Information

(i) We confirm that we do not have any actual or perceived conflict of interest or any other type of unfair advantage in submitting our Proposal, except for the following existing or potential conflicts of interest:

1. _____
2. _____
3. _____

[Proponent to add more rows if necessary.]

(ii) We confirm that we have not had access to confidential information, other than the RFP Documents themselves, with respect to this RFP Process, except for the following confidential information:

1. _____
2. _____
3. _____

[Proponent to add more rows if necessary.]

4. Proof of Insurance

We confirm that we shall provide Infrastructure Ontario with proof of the insurance required for the Agreement (VOR) in the form of valid certificates of insurance that reference this Agreement and confirm the required coverage.

Proponent Signatures

NAME OF PROPONENT

SIGNATURE

Date:

Name:

Title:

I have the authority to bind the Proponent

APPENDIX "B"
TAX COMPLIANCE DECLARATION FORM

The Ontario Government expects all suppliers to pay their provincial taxes on a timely basis. In this regard, Proponents are advised that any contract with Infrastructure Ontario will require a declaration from the Successful Proponent that the Proponent's provincial taxes are in good standing.

In order to be considered for a contract award, the Proponents must submit the following tax compliance status statement and the following consent to disclosure:

Declaration

We hereby certify that at the time of submitting its Proposal, _____ (legal name of Proponent) is in full compliance with all tax statutes administered by the Ministry of Finance for Ontario and that, in particular, all returns required to be filed under all provincial tax statutes have been filed and all taxes due and payable under those statutes have been paid or satisfactory arrangements for their payment have been made and maintained.

Consent to Disclosure

We consent to the Ministry of Finance releasing the taxpayer information described in this Declaration to Infrastructure Ontario as necessary for the purpose of verifying that we are in full compliance with all statutes administered by the Ministry of Finance.

Dated at _____ this _____ day of _____ 2007

(Authorized Signing Officer)

(Title)

(Phone Number) (Fax Number)

Appendix "C"
Corporate Information

Only one form is to be completed by Proponent.

| | | | |
|-----------------------------|--|---------------------|------------------------|
| Proponent Name | | | |
| Contact name | | | |
| Address | | | |
| Phone Number | () | Fax Number : | () |
| e-mail | | | |
| Type of Corporation | <input type="checkbox"/> Sole Proprietary <input type="checkbox"/> Partnership <input type="checkbox"/> Corporation <input type="checkbox"/> Incorporated Joint Venture <input type="checkbox"/> Limited Partnership Joint Venture <input type="checkbox"/> Partnership Joint Venture <input type="checkbox"/> Contractual Joint Venture <input type="checkbox"/> Other, specify: _____ | | |
| Size of Organization | Total Number of Employees | | |
| | | | |
| | | | Administrative Support |
| | | | |

**APPENDIX "D"
SUBMISSION CHECKLIST**

PROPONENTS PLEASE NOTE:

1. Proposals must comply with all the Submission Requirements listed.
2. Proponents should check off the appropriate column ("Yes") beside each material requirement on the checklist to indicate compliance ("Yes"). Also, Proponents are required to note in the appropriate column provided ("Page") the page number of their submission in which the information/documentation required is presented.
3. Proponents should submit this checklist and the information/documentation required as part of their Proposal.

| MATERIAL FORMS REQUIRED: | Yes | Page |
|--|------------|-------------|
| Proposal Submission Form (Appendix A) | | |
| Tax Compliance Declaration Form (Appendix B) | | |
| Corporate Information (Appendix C) | | |
| Submission Forms F.1 to F.5 | | |
| | | |
| Notice to Proponents: There may be other Material Requirements in this RFP other than those set out above. Proponents should check for and address these. | | |

APPENDIX "E"
MAILING LABEL

Return Address:

Name:

PROPOSAL

Address:

**RFP for Fairness Monitor Services –
Vendor of Record (VOR)**

Closing Date: September 25, 2007

Closing Time: 12:00:00 p.m.
Toronto local time

RFP # OIPC-07-00-M045



To: INFRASTRUCTURE ONTARIO
777 Bay Street
6th Floor
Toronto, ON, M5G 2C8
Attention: Vern Lewis



PLEASE CUT AND APPLY ABOVE MAILING LABEL TO YOUR PROPOSAL SUBMISSION
PACKAGE.

***** Proposals must be returned in a sealed envelope/package to the address noted above.

Failure to affix this label may mean that your submission is not recognized as a Proposal. This may cause delays in routing the envelope/package, and Infrastructure Ontario cannot guarantee the confidentiality of information received in packages not clearly identified by the Mailing Label. *****

APPENDIX "F"
Scope of Services

1.0 Deliverables

Fairness Monitor

1. Monitor Infrastructure Ontario's conduct of its procurement process for a Project in accordance with the relevant procurement document (RFQ or RFP), from proponent submission to the selection of a preferred proponent to ensure that in its execution the procurement adheres to the process set out by Infrastructure Ontario in the RFQ or RFP;

In addition to the above, Infrastructure Ontario may require the Fairness Monitor to monitor a small Project or part of a Project instead of a whole Project.

2. Throughout the procurement and evaluation process, the Fairness Monitor will monitor the following:

- (a) that Infrastructure Ontario meets the fairness and transparency requirements established in the applicable RFQ or RFP and other related policies of Infrastructure Ontario;
- (b) that the evaluation criteria and evaluation procedures of Infrastructure Ontario have been defined and applied in accordance with the RFQ or RFP and other related policies of Infrastructure Ontario;
- (c) that all bidders are treated consistently in the evaluation process and in accordance with the applicable RFQ or RFP;
- (d) that Infrastructure Ontario personnel and external advisors adhere to Infrastructure Ontario's conflict of interest and confidentiality requirements; and
- (e) throughout the procurement process, monitor and report immediately to Infrastructure Ontario's Procurement Manager on any known or perceived contraventions by Infrastructure Ontario personnel of the requirements established in the applicable RFQ or RFP and other related policies of Infrastructure Ontario, that may negatively impact on the fairness or transparency of the procurement process.

(3) In carrying out the requirements in Sections 1.0 (1) and (2) (the "Terms of Reference"), the Fairness Monitor will carry out the following non-exclusive list of monitoring functions:

- (a) review of evaluation criteria and procedures: review the evaluation criteria, structure of the evaluation team (including individual roles and responsibilities) and evaluation procedures to ensure that the requirements outlined in the Terms of Reference are met;
- (b) upon Infrastructure Ontario's request, provide Project and evaluation team members with briefings on the principles and duties coming from the requirements outlined in the Terms of Reference;
- (c) evaluation meetings: monitor, facilitate and document evaluation meetings of initial and re-submitted proposals, and in the bid evaluation process, if requested, provide verbal or written comments that seek to ensure all proposals are evaluated in accordance with the applicable RFQ or RFP;
- (d) proponent meetings and other oral communications: attend and monitor all required briefing sessions, presentations, interviews and commercially confidential meetings with potential proponents, and participate in proponent reference checks conducted by Project team, if requested by Infrastructure Ontario. With reference to the criteria established in the Terms of Reference, establish the criteria upon which each proponent meeting will be monitored by the Fairness Monitor prior to each meeting, or group of meetings, with Infrastructure Ontario's Project team; and
- (e) written communications with proponents: as requested by Infrastructure Ontario, provide comments to written communications with proponents (ie. Addenda, RFIs, etc.), that relate to matters being monitored in accordance with the requirements outlined in the Terms of Reference. The Fairness Monitor's scope of

- review will not include comments to written communications with proponents (ie. Addenda, RFIs, etc.) that are of a legal or technical nature.
- (4) The Fairness Monitor will also be responsible for preparing the following key deliverables:
- (a) RFQ report(s): at the conclusion of the Project RFQ process, prepare a report to Infrastructure Ontario and to other parties as Infrastructure Ontario may direct, as to whether the RFQ process was carried out in accordance with the applicable RFQ. In addition, the Fairness Monitor shall, upon request, prepare an interim report. The Fairness Monitor shall provide the Project team with an oral briefing of its findings followed by a draft of any such report in advance, and the Project team shall have the opportunity to comment and raise questions prior to the issuance of such report in final form. In the event that Infrastructure Ontario objects to any findings in the report, Infrastructure Ontario shall have the opportunity to present its argument to the Fairness Monitor and, if necessary, any Infrastructure Ontario dissent (with reasons) shall be appended to the Fairness Monitor's report; and
 - (b) RFP report(s): at the conclusion of the Project RFP process, prepare a report to Infrastructure Ontario and to other parties as Infrastructure Ontario may direct, as to whether the RFP process was carried out in accordance with the applicable RFP. In addition, the Fairness Monitor shall, upon request, prepare an interim report. The Fairness Monitor shall provide the Project team with an oral briefing of its findings followed by a draft of any such report in advance, and the Project team shall have the opportunity to comment and raise questions prior to the issuance of such report in final form. In the event that Infrastructure Ontario objects to any findings in the report, Infrastructure Ontario shall have the opportunity to present its argument to the Fairness Monitor and, if necessary, any Infrastructure Ontario dissent (with reasons) shall be appended to Fairness Monitor's report.
 - (c) The Fairness Monitor must be available to the Project team on short-term notice to attend meetings as requested throughout the procurement process. The Fairness Monitor will also be expected to liaise as necessary and/or as requested with internal and/or external advisors to the Project team (such as legal advisors, process advisors, etc.).
- (5) On occasion Infrastructure Ontario may require the Fairness Monitor to review a part of a project instead of a complete project.
- (6) On occasion Infrastructure Ontario may require the Fairness Monitor to provide Advisory Services on Projects instead of Fairness Monitoring Services.

2.0 Proposal Requirements

Proponents are required to submit **one (1) copy marked "original"** and **three (3) additional printed copies** and **one (1) electronic (CD) copy of the proposal**. Proposals must be submitted such that it is securely bound with tabs and it must be printed double sided. Proposals must be submitted in electronic format using Microsoft Word, Excel, Project or Adobe Acrobat.

- Description of the Proponent's qualifications, experience and understanding of the Services must be set out in the forms.

3.0 Rated Requirements

The Proponent's proposal will be evaluated based on its ability to demonstrate compliance with the following criteria:

a) Corporate (total points available: 30 points)

| # points | Description | Reference |
|----------|--|-----------|
| 30 | <p>Proposed Team's Experience and Qualifications (Maximum 15 pages)</p> <p>Describe the overall experience, capability and leadership ability of the individual named as the Respondent's Team Leader who will be the prime contact with the Sponsors and who will lead this assignment, and of the proposed back up individual, if one is offered.</p> <p>The description should include:</p> <ul style="list-style-type: none"> identification of team leader and proposed back up individuals, if one is offered roles, responsibilities and services to be provided by each team leaders and proposed back up individuals detailed description of the team leader's and the proposed back up individuals' experience and qualifications for provision of the Fairness Monitor Services | Form F.1 |

b) Sample Projects (total points available: 25 points)

| # points | Description | Reference |
|----------|---|-----------|
| 25 | <p>Describe a minimum of two (2) projects completed by the Respondent, that the Respondent believes are most comparable to this assignment with specific reference to size, complexity and scope. Outline the role played in these projects by the Respondent and its contribution to the success of the project. Outline what lessons were learned in these projects that could be applied in a typical AFP project.</p> <p>In responding to this, Respondents should give reference to the skills set out in Submission Form F.1.</p> | |

c) Understanding, Value Add, and availability (total points available: 15 points)

| # points | Description | Reference |
|----------|---|-----------|
| 10 | Understanding the need and Value Add | Form F.2 |
| 5 | Availability of resources on short notice, as and when required | Form F.3 |

d) Financial Requirements (Pricing) (total points available: 30 points)

| # points | Description | Reference |
|----------|-------------------------------|-----------|
| 30 | Proponents Pricing submission | Form F.5 |

Submission Form F.1

Individual's Qualifications and Experience
Submit One Form per Individual

| | | | | | |
|--|--|--|--|-----------|--|
| Proponent Name | | Page | | of | |
| Individual: | | # years with the firm: | | | |
| Total # of years of experience | | # of years of experience in Ontario | | | |
| Associations: | | Accreditations: | | | |
| <p>For each team member who has a significant role in the provision of the Fairness Monitor Services, describe, as applicable, describe the overall experience, capability and leadership ability of the individual named as the Team Leader who will be the prime contact with the Sponsors and who will lead this assignment, and of the proposed back up individual, if one is offered, in the following areas:</p> <ul style="list-style-type: none"> (i) significant senior-level experience providing Fairness Monitoring services for procurement processes related to large complex public sector projects in Canada; (ii) demonstrated mediation, conflict management and resolution skills; and (iii) demonstrated understanding of public infrastructure financing and procurement practices.. | | | | | |

Submission Form F.2
Understanding and Value Add

| Proponent Name | | Page | | of | |
|--|--|------|--|----|--|
| <p>1. The Proposal should demonstrate the Respondent's comprehensive understanding of the assignment /requirements.</p> <p>2. The Proposal should include:</p> <ul style="list-style-type: none"> (a) the Respondent's recommended approach to ensuring feasible, cost-efficient, and timely resourcing; (b) a description of the methodology to be used on Projects and how the Respondent will provide the Deliverables; (c) a description of how the utilization of a Fairness Advisor common to multiple individual Projects will ensure advantageous overall program delivery while maintaining quality Deliverables at the individual Project level; and (d) a description of how the Fairness Advisor will co-ordinate activities and delivery approaches amongst individual Projects if more than one Fairness Advisor is appointed as a result of this RFP. <p>3. Further, the Respondent must describe any unique or specialized approach that it can bring to this assignment that will differentiate the Respondent's Proposal from others in a manner that will provide additional value to the Sponsors.</p> | | | | | |
| This area is intentionally left blank for the respondent's input | | | | | |

Note: Maximum five pages.

Submission Form F.3
Availability of Resources

| Proponent Name | | Page | | of | |
|---|--|------|--|----|--|
| Infrastructure Ontario may from time to time require services on very short notice and in locations around the Province. Describe your contingency plan in the event that the named resources are not available or are requested to be available in northern Ontario. | | | | | |
| | | | | | |

Submission Form F.4
Client Reference Form

Each Respondent shall provide the reference information as requested in Section 5.1.1 (4) of this RFP.

Reference #1

| | |
|---------------------------|--|
| Company Name: | |
| Company Address: | |
| Contact Name: | |
| Contact Telephone Number: | |
| Date Work Undertaken: | |
| Nature of Assignment: | |

Reference #2

| | |
|---------------------------|--|
| Company Name: | |
| Company Address: | |
| Contact Name: | |
| Contact Telephone Number: | |
| Date Work Undertaken: | |
| Nature of Assignment: | |

Reference #3

| | |
|---------------------------|--|
| Company Name: | |
| Company Address: | |
| Contact Name: | |
| Contact Telephone Number: | |
| Date Work Undertaken: | |
| Nature of Assignment: | |

Submission Form F.5
Price Form

TO:

Infrastructure Ontario
777 Bay Street, 6th Floor
Toronto, ON M5G 2C8

RE: Infrastructure Ontario Request for Proposals for Fairness Monitor Services

The proposal will be evaluated based on a blended rate.

The Proponent shall provide per diem fee schedule for all necessary staff including all senior professionals nominated in the Proposal.

In addition to completing this form, by submitting a Proposal, the Proponent acknowledges and agrees that the Fees will be determined on a project-specific basis based on the Rates included in this form

Per Diem Rates

| Provide the Company's Per Diem Rates for positions shown below. Indicate "N/A" in the boxes that are non-applicable. | | | |
|--|------------------------|------------------------|--|
| Proponent Position | Oct 2007- Sept 2008 | Oct 2008- Sept 2009 | <u>Option Year</u> Oct 2009- Sept 2010 |
| Senior Fairness Advisor | | | |
| Intermediate Fairness Advisor | | | |
| Junior Fairness Advisor | | | |
| Other (list below) | | | |
| | | | |
| | | | |
| | | | |
| INFRASTRUCTURE ONTARIO DISCOUNTED RATES – to be used when assessing the VOR | | | |
| Senior Fairness Advisor | | | |
| Intermediate Fairness Advisor | | | |
| Junior Fairness Advisor | | | |
| Other (list below) | | | |
| | | | |
| | | | |
| | | | |

Note:

- It is mandatory to provide rates for the each of the **two (2)** years of the initial term of the contract and the potential option year.

- The above rates include but are not limited to furnishing of material, equipment and labour necessary to perform work specified, overhead and incidentals, any fees or other charges required by law, insurance, handling charges, transportation and any other related charges not stated below.

DISBURSEMENTS

Subject to Infrastructure Ontario's prior written approval, the following disbursements shall be reimbursed to the vendor at the actual costs:

Travel, meals and accommodation expenses, which are incurred during the conduct of a specific Assignment. These expenses are to be billed separately and charged in accordance with Management Board Secretariat's *Travel Management and General Expenses Directive* that may be amended from time to time.

Mark-up on other expenses _____ (up to a maximum of 15%)

Signature _____ Date: _____

Name & title: _____ **I have authority to bind the Proponent**

3. Taxes

The rates set out in section 1 of this Price Form include Ontario Retail Sales Tax and all other taxes where applicable, but do not include the Goods and Services Tax.

Infrastructure Ontario is subject to the federal Goods and Services Tax. If Infrastructure Ontario becomes exempt from payment of the Goods and Services Tax, Infrastructure Ontario will provide the Fairness Advisor with a certification that the Deliverables are required for the use of the Crown in right of Ontario and are therefore not subject to the federal Goods and Services Tax.

Respondent Signatures

NAME OF RESPONDENT

Date

SIGNATURE
Name/Title:
I have the authority to bind the Respondent

NAME OF RESPONDENT

Date

SIGNATURE
Name/Title:
I have the authority to bind the Respondent

APPENDIX H
Sample Authorization for Service Form

Infrastructure Ontario
Authorization for Service Form (Sample)
for
Fairness Monitor Services

| | | | |
|---|--|-----------|--|
| Requestor | | Date | |
| Project Name | | Request # | |
| | | | |
| Expected due date | | | |
| Service description - instructions | | | |
| | | | |
| Documentation –instructions | | | |
| | | | |
| To be completed by the Vendor of Record Supplier | | | |
| Firm Name | | Fees | |
| Consultant(s) Name(s) | | | |
| Comments | | | |
| | | | |
| Committed due date | | | |

This agreement takes effect only upon the signature of both Parties and is subject to the conditions contained in the Infrastructure Ontario Vendor of Record # _____ and agreement signed between the VOR Supplier and Infrastructure Ontario

Vendor of Record Supplier

Infrastructure Ontario

Date

Date