

## APPENDIX B: PROPOSAL REQUIREMENTS

### 1. Submission Guidelines Overview

This Appendix and attachments describe the specific documentation that a Proponent is required to submit to satisfy the proposal requirements, and to demonstrate that they are capable of performing the responsibilities and obligations of Project Co under the Project Agreement. The Proponent's Proposal documents are to comprehensively address the requirements set out in this Appendix and the Final Draft Project Agreement. Without limiting any other term of this RFP, including Section 8.2 of this RFP, Proponents may provide additional information or supplemental material to clarify any Proposal item.

Proposals are to be presented in three submissions: a Technical Submission; an Advance Interest Rate Submission and a Financial Submission, each of which consists of the following packages, and each of which is outlined in Sections 2 - 4 of this Appendix, respectively:

### Section 2 TECHNICAL SUBMISSION

#### 1. Package 1: Transmittal Package

- Contact Information
- Anticipated Project Work Scope Level that will be achieved
- Compliance of the Proposal with the Final Draft Project Agreement
- Appendix D - Relationship Disclosure Form(s)
- Appendix L – Proponent Team Member List
- Overview Table of Contents for the Proposal

#### 2. Package 2: Project Co Management

Executive Summary and Contents List

- 2.1 Confirmation of RFQ Response
- 2.2 Details of Proponent and Proponent Team
- 2.3 Details of Design-Builder
- 2.4 Details of Design-Builder's Design Team
- 2.5 Details of Service Provider
- 2.6 Governance Structure

#### 3. Package 3: Implementation Schedules and Plans

Executive Summary and Contents List

- 3.1 Schedules
- 3.2 Design and Construction
- 3.3 Services
- 3.4 Communications

### **Section 3 ADVANCE INTEREST RATE SUBMISSION (AIRS)**

- 1. Package 1: Initial AIRS**
- 2. Package 2: Interim AIRS**
- 3. Package 3: Final AIRS**

### **Section 4 FINANCIAL SUBMISSION**

- 1. Package 1: Transmittal Package**
  - Affordability Requirements confirmation
  - Selected Project Work Scope Level that will be achieved
  - Confirmation of no changes to the Proponent Team
  - Appendix C - Proposal Declaration Form
  - Overview Table of Contents for the Proposal

- 2. Package 2: Financial**

Executive Summary and Contents List

- 4.1 Structure of Project Co and Relationship with the Province
- 4.2 Agreements between Proponent Team Members
- 4.3 Pricing Proposal
- 4.4 Basis of Financial Submission
- 4.5 Financial Capacity
- 4.6 Financing
- 4.7 Financial Model
- 4.8 Affordability Model
- 4.9 Insurance

### 3. Submission Requirements for Technical Submission

Without limiting the terms of this RFP, this section summarizes the information and documentation that Proponents are to submit in their Technical Submissions.

The Technical Submission should demonstrate that the Proponent is capable of performing the obligations and responsibilities of Project Co and delivering the Project under the Project Agreement, and that the Proponent has a good understanding of the Project and of the Project Work.

The Technical Submission is to be prepared on the basis of the version of the Final Draft Project Agreement most recently issued prior to the Submission Time for Technical Submissions, and for purposes of Section 2.3 of the RFP, this version will be considered the version of the Final Draft Project Agreement issued as at the Submission Time for Technical Submissions.

Where drawings are to be provided, it is the Province's preference that Proponents may, where reasonable, provide combined drawings which will provide the information for more than one requirement with the appropriate references in each section. Proponents should provide a drawing index clearly identifying which Proposal requirement is met on which drawing.

Proponents are to arrange the content of their Technical Submissions in accordance with the sequencing of, and using the section numbers and corresponding titles shown in, the following tables.

The Technical Submission is to provide information and documentation in three packages in accordance with the following tables.

#### Package 1: Transmittal Package

The transmittal package is to contain the following information and documents:

- The contact person for all future communications between the Province and the Proponent, including name, employer, mailing address, telephone number and email addresses;
- Confirmation of the anticipated selected Project Work Scope Level that will be achieved;
- Confirm compliance of the Proposal with the Final Draft Project Agreement, including Schedule 3 [Design and Construction Specifications];
- One (1) fully executed copy of Appendix D – Relationship Disclosure Form;
- One (1) copy of Appendix L – Proponent Team Member List; and
- Overview Table of Contents for all parts of the Technical Submission.

#### Package 2: Project Co Management

##### Executive Summary and Contents List:

Package 2, at a minimum, is to provide information and documentation about the Proponent including:

- Organization, legal status and ownership information;

- Details of Design-Builder;
- Details of the Design-Builder's Design team;
- Details of the Service Provider;
- Governance structure; and
- Key Individuals.

Package 2 of the Technical Submission is to address the requirements set out in Table 1. Proponents are to use the section numbers and corresponding titles shown in this table in their Technical Submissions.

**Table 1: Package 2 Content Requirements (Project Co Management)**

Section No.	Title	Contents
<b>2.1</b>	<b>Confirmation of RFQ Response</b>	
	<p>The Proponent is to confirm that, other than Changes permitted by the Province, there have been no changes to information provided in its RFQ Response regarding:</p> <ul style="list-style-type: none"> <li>▪ The Equity Provider(s), the Design-Builder, the Design-Builder’s Design Team and the Service Provider listed as part of the Respondent Team; or</li> <li>▪ The Key Individuals listed for the Respondent Team.</li> </ul> <p>If Changes are proposed to the above, the Proponent will clearly identify each proposed Change, include a written request for the Province’s permission and provide additional information and documentation as required by this RFP, including section 6.12 of the RFP.</p>	
<b>2.2</b>	<b>Details of Proponent and Proponent Team</b>	
2.2.1	Legal Name	<p>Describe the legal structure of the Proponent (or that the Proponent will adopt as Project Co) including the proposed full legal name of the Proponent, or as applicable, each legal entity which comprises the Proponent.</p> <p>Provide the incorporation number, or extraprovincial registration number for British Columbia, for the Proponent or as applicable, each legal entity that comprises the Proponent, and further details, including certificate of incorporation, memorandum and articles of incorporation, and documentation demonstrating that the Proponent, or as applicable, each legal entity which comprises the Proponent, is duly authorized to carry on business in British Columbia.</p>
2.2.2	Shareholdings	<p>Provide details, including corporate details, identifying each Equity Provider and degree of equity participation, and shareholder agreements.</p> <p>If the Proponent does not have an equity structure, provide details of the ownership structure and copies of all agreements related to ownership.</p>
2.2.3	Organizational Structure and Details	<p>Organizational description of Project Co, including organization chart, indicating and listing the members of the board of directors, the senior officers and key management officials, key members of the Proponent’s Project team, their roles and responsibilities and reporting relationships.</p>
<b>2.3</b>	<b>Details of Design-Builder</b>	
2.3.1	Legal Name	Full legal name(s).

Section No.	Title	Contents
2.3.2	Contact Details	Authorized representative, registered office, telephone number and email address.
2.3.3	Legal Details	Full incorporation details, including certificate of incorporation, memorandum and articles of incorporation, and documentation demonstrating that the company is duly authorized to carry on business in British Columbia. If the Design-Builder is an unincorporated legal entity, please provide full details and proof of the existence of the individuals, corporations, other entities or the underlying legal entities that make up joint ventures and partnerships who have the direct responsibility of the Design-Builder.
2.3.4	Organizational Structure and Details	Organizational description, including organization chart, indicating key members/firms of the Design-Builder, their roles and responsibilities, and reporting relationships.
<b>2.4</b>	<b>Details of Design-Builder's Design Team</b>	
2.4.1	Name	Full legal name(s).
2.4.2	Contact Details	Registered office, telephone number and email address.
2.4.3	Legal Details	Full incorporation details, including certificate of incorporation, memorandum and articles of incorporation, and documentation demonstrating that the company is duly authorized to carry on business in British Columbia. If a member of the Design-Builder's Design Team is an unincorporated legal entity, please provide full details and proof of the existence of the individuals, corporations, other entities or the underlying legal entities that make up joint ventures and partnerships who have the direct responsibility of the Design-Builder's Design Team.
2.4.4	Organizational Structure and Details	Organizational description indicating key members/firms of the Design-Builder's Design Team, their roles and responsibilities and reporting relationships.
<b>2.5</b>	<b>Details of Service Provider</b>	
2.5.1	Name	Full legal name(s).
2.5.2	Contact Details	Registered office, telephone number and email address.
2.5.3	Legal Details	Full incorporation details, including certificate of incorporation, memorandum and articles of incorporation, and documentation demonstrating that the company is duly authorized to carry on business in British Columbia. If a member of the Service Provider is an unincorporated legal entity,

Section No.	Title	Contents
		please provide full details and proof of the existence of the individuals, corporations, other entities or the underlying legal entities that make up joint ventures and partnerships who have the direct responsibility of the Service Provider.
2.5.4	Organizational Structure and Details	Organizational description indicating key members/firms of the Service Provider, their roles and responsibilities and reporting relationships.
<b>2.6</b>	<b>Governance Structure</b>	
2.6.1	Organizational Structure and Relationships between the Proponent and Proponent Team Members	<p>a) The Proponent is to provide a project organization chart which, at a minimum, identifies all Key Individuals, including those provided in the RFQ Response, and those listed in Sections 2.2, 2.3, 2.4 and 2.5 of this table in Appendix B.</p> <p>b) Describe the relationships and reporting arrangements among the Proponent Team members at critical stages of the Project:</p> <ol style="list-style-type: none"> <li>i. identify responsibilities of each Key Individual;</li> <li>ii. reporting relationships between the Proponent and its Equity Provider(s);</li> <li>iii. nature of any contractual relationship(s) to be entered into between the Proponent Team members; and</li> <li>iv. the nature of any sub-contracting arrangements and details of the risk allocation between the parties.</li> </ol>
2.6.2	Key Individuals	<p>a) Confirm the Key Individuals are as submitted with the RFQ Response.</p> <p>b) For the two new Key Individuals that were not included in the RFQ, provide a comprehensive résumé for Project Co's Communication Advisor and the Design-Builder's Commissioning Lead. At a minimum, the following information is required:</p> <ul style="list-style-type: none"> <li>▪ Name;</li> <li>▪ Professional qualifications/designation(s);</li> <li>▪ Role and responsibility for the Project;</li> <li>▪ Summary of education/qualifications; and</li> <li>▪ Relevant experience and capability in relation to the Project.</li> </ul>

**Package 3: Implementation Schedules and Plans**

**Executive Summary and Contents List:**

Package 3 of the Technical Submission is to provide information and documentation that reasonably demonstrates that the Proponent is capable of performing Project Co's responsibilities and obligations under the Project Agreement to deliver the Project Work, including Design, Construction, Maintenance, operations, rehabilitation, other construction activities and other required services in accordance with the requirements set out in this RFP, including the Final Draft Project Agreement.

Package 3 of the Proponent's Technical Submission is to address the requirements set out in Table 2 and Table 3.

Proponents are to use the section numbers and corresponding titles shown in these tables in their Technical Submissions.

**Table 2: Package 3 Content Requirements (Implementation Schedules and Plans)**

Section No.	Title	Contents
<b>3.1</b>	<b>Schedules</b>	
3.1.1	Project Schedule	<p>Provide an initial Project Schedule prepared in accordance with Schedule 2 [Design and Construction Protocols] and Schedule 3 [Design and Construction Specifications] of the Final Draft Project Agreement which includes, at a minimum, the following information as well as a Project Schedule brief explaining how the Project Work will be implemented to achieve the milestone dates and describing the key milestones and decisions on how each align and work together:</p> <ul style="list-style-type: none"> <li>a) The critical path.</li> <li>b) Effective Date.</li> <li>c) Mobilization.</li> <li>d) Key dates related to the Design Management Plan including:               <ul style="list-style-type: none"> <li>i. key milestone dates;</li> <li>ii. design development, including Administration Consultation; and</li> <li>iii. design reviews.</li> </ul> </li> <li>e) Provision of mock-ups.</li> </ul>



Section No.	Title	Contents
		f) Major construction stages and key milestones. g) Target Service Commencement Date. h) Major rehabilitation / life cycle activities.
3.1.2	Submittals Schedule	Provide a draft Submittals Schedule in accordance with Schedule 2 requirements including the order and timing of all Submittals in relation to the Project (including the anticipated submission date and finalization date) and a description of each Submittal, including the subject matter and form (for example, a drawing or narrative) of each Submittal, clearly outlining the components / detail that are to be reviewed by the Province.
3.1.3	Accommodation Schedule	Provide an accommodation schedule (room list) for all Functional Areas identifying for each space: a) An area summary of the Proponent's design by department and by floor that includes the total net and a gross floor area, and the net to gross ratios for each department and for each floor. b) An area summary of the building that includes total net and gross areas by floor and by building totals. c) Amount of any variance(s) in net area between the Proponent's design and the Schedule 3 [Design and Construction Specifications] Appendix 3A [Functional Program] expressed in real terms and as a percentage.  The accommodation schedule should follow the same sequence and terminology as in the Schedule 3 [Design and Construction Specifications] Appendix 3A [Functional Program].

**Table 3: Package 3 Content Requirements (Design and Construction)**

Section No.	Title	Contents
<b>3.2</b>	<b>Design and Construction</b>	
<p><u>Overview:</u>            The Proponent is to provide a written narrative for its approach to Design and Construction that clearly describes the design process, the key design and construction issues, and the Proponent's strategy to manage those issues. The summary of the Proponent's approach and strategy to manage Design and Construction will govern the development of Project Co's plan as required in accordance with Schedule 2 [Design and Construction Protocols] of the Project Agreement.            No submission is required associated with this Overview section.</p> <p>The Technical Submission is to include text and drawings providing information as noted below. Floor plans are to be provided in hard copy and as PDF at the scales noted. All drawings are to be provided in AutoCAD version 2008 or newer files at the scales noted.</p>		
<b>3.2.1</b>	<b>General Approach and Protocols – Schedule 2</b>	
3.2.1.1	Design Approach and Considerations	a) Describe and provide details of the Proponent's management plan for the Design including: <ol style="list-style-type: none"> <li>i. the design methodology and general approach overall including the Facility Threat and Risk Assessment;</li> <li>ii. how consideration of the Services will be integrated into the design;</li> <li>iii. security and IT integration; and</li> <li>iv. how constructability considerations will be included in the design process.</li> </ol> b) Describe and provide details of how the Proponent will preserve sufficient flexibility in the initial design submitted in its Proposal to accommodate changes during the detailed design development process that will take place post-Financial Close.
3.2.1.2	Construction Approach	Describe and provide details of the Proponent's management plan for the Construction including: <ol style="list-style-type: none"> <li>a) The overall construction methodology and general approach.</li> <li>b) Construction constraints, risks and mitigation strategies.</li> <li>c) Process for managing change orders.</li> </ol>
3.2.1.3	Construction Safety	Describe the Proponent's approach to safety for Construction activities throughout the Term. At a minimum, the following items are to be provided:

Section No.	Title	Contents
		<ul style="list-style-type: none"> <li>a) A safety policy statement providing the Proponent's health and safety objective.</li> <li>b) An outline of the overall safety plan in conformance with the requirements of the Final Draft Project Agreement.</li> </ul>
3.2.1.4	Quality Assurance	<ul style="list-style-type: none"> <li>a) Provide a preliminary Quality Assurance Plan describing the implementation of the Proponent's Quality Assurance program.</li> </ul>
3.2.1.5	Commissioning	<ul style="list-style-type: none"> <li>a) Describe and provide details of the Proponent's process for managing commissioning including a table of contents or description of the major elements of the Commissioning Plan, as described in Schedule 2.</li> </ul>
3.2.1.6	Appendix 2D [Energy] and LEED® Gold Certification	<ul style="list-style-type: none"> <li>a) Provide anticipated narrative and summary of the Proponent's LEED® Gold certification strategy.</li> <li>b) Describe the Proponent's plan to apply for and obtain available energy funding or incentives for the Province, if applicable.</li> <li>c) Describe and provide details of the Proponent's Energy Management Plan, including accountability mechanisms.</li> <li>d) Describe and provide details of the planned energy performance of the Facility.</li> <li>e) Provide an Energy Model (in one of the three applicable file formats) supporting the expected energy performance, the proposed Design and Construction Energy Target and the proposed Agreed Proportions of Energy for the Facility.</li> </ul>
<b>3.2.2</b>	<b>Preliminary Design Submittals – Schedule 3 Part 3 – Design Principles</b>	
3.2.2.1	Design Redundancy	<ul style="list-style-type: none"> <li>a) Provide written and graphical summaries to demonstrate how the design of the Facility, including its infrastructure, makes provision for loss of primary service.</li> </ul>
3.2.2.2	Use of Wood	<ul style="list-style-type: none"> <li>a) Consistent with the Wood First Act, describe the Proponent's plan to incorporate wood products, where appropriate, into the design of the Facility.</li> </ul>

Section No.	Title	Contents
<b>3.2.3</b>	<b>Preliminary Design Submittals – Schedule 3 Part 4 - Architectural Design Principles</b>	
3.2.3.1	Design	<p>a) Provide functional relationship drawings (1:200 architectural plans) indicating the location and functional relationships of all program elements, horizontal and vertical circulation and internal traffic flow [inmate, staff, visitor and support services (goods and services)]. Use colour to illustrate the program elements and to differentiate the following types of internal circulation systems: public, service, controlled access for staff and inmate movement (flow diagram and evacuation route plan).</p> <p>b) Provide written and graphical summaries to demonstrate the Proponent's understanding of the Functional Program in the following areas as described in Schedule 3 [Design and Construction Specification]:</p> <ul style="list-style-type: none"> <li>i. location and siting;</li> <li>ii. form and character;</li> <li>iii. safety and security;</li> <li>iv. building configuration and circulation;</li> <li>v. design redundancy; and</li> <li>vi. way finding and signage.</li> </ul>
3.2.3.2	Building Design	<p>Provide:</p> <p>a) Large format renderings of the exterior and interior of the Facility, including:</p> <ul style="list-style-type: none"> <li>i. the Facility as seen from Tucelnuit Drive; and</li> <li>ii. the main entrance area of the Facility as seen from Enterprise Way.</li> </ul> <p>Such renderings should be convertible to a printable 11 x 17 format.</p> <p>b) A 3-D animated model illustrating context, massing and architectural features. Provide video animation no more than four (4) minutes in length that demonstrates the exterior and interior in a complete manner.</p> <p>c) Building elevations and sections and site sections, sufficient to illustrate design aesthetics, materials and major features, including proposed exterior colour schemes.</p> <p>d) North-south and east-west cross sectional diagrams (1:200) showing relationship between the Project and adjacent site uses.</p> <p>e) Floor plans (1:100) including basic dimensions with room numbers cross-referenced to the Functional</p>

Section No.	Title	Contents
		Program space requirements. Include all walls and doors, structural elements, circulation elements (for example, stairs, elevators) and major service shafts.
3.2.3.3	Building Code	Provide: a) A basic Code analysis, including bylaw requirements and implications of legislation and policies including the Wood First Act. b) Any BC Building Code “Alternative Solution” supported by a code consultant’s report outlining and supporting the proposed approach.
3.2.3.4	Site Development	Provide the following development plans: a) Site plan (1:500) including site development, adjacent roads and property uses showing location of all buildings (including full build-out), roadways, pathways, firefighting access, post-disaster provisions, green space, vehicle parking, and services elements. b) Landscape plan, sections and elevations (1:200) which present the proposed landscape design.
3.2.3.5	Wayfinding and Signage	Describe in written narrative and, if necessary, provide supporting sketches of the wayfinding and signage program including: a) Exterior wayfinding and directional signage. b) Interior wayfinding and directional signage.
3.2.3.6	Building Envelope	Describe in written narrative and if necessary provide supporting sketches of the Facility’s building envelope including: a) Exterior insulation and cladding systems. b) Roofing systems. c) Exterior finishes/colours. d) Glazing.
3.2.3.7	Site Circulation and Parking	Describe and provide details of the Proponent’s parking plan for the Project, including: a) The Proponent’s temporary parking solution during Construction, if required. b) The Proponent’s permanent parking solution, including confirmation of the total number of parking spaces that will be provided.

Section No.	Title	Contents
<b>3.2.4</b>	<b>Preliminary Design Submittals – Schedule 3 Part 5 – Engineering Design Principles</b>	
3.2.4.1	Structure	<p>Describe and provide details of the structural systems for the Facility including schematic level (1:200) drawings including the following as a minimum:</p> <ul style="list-style-type: none"> <li>a) Foundation system including bearing assumptions for footings and rafts, pile capacity, foundation walls, drainage, expected total and differential settlement.</li> <li>b) Floor and roof framing systems including member sizes, columns and walls sizes and layout and grid dimensions.</li> <li>c) Lateral load resisting system including design criteria, system type, system layout and member dimensions, foundations, and any special features including seismic joints.</li> </ul>
3.2.4.2	Mechanical Systems	<ul style="list-style-type: none"> <li>a) Provide descriptions of the mechanical systems, including maintainability, zoning, redundancy and future capacities as applicable. At a minimum, the following systems are to be included:           <ul style="list-style-type: none"> <li>i. primary energy source;</li> <li>ii. secondary energy source;</li> <li>iii. cooling system;</li> <li>iv. heating system;</li> <li>v. ventilation system;</li> <li>vi. domestic hot and cold water systems;</li> <li>vii. sanitary and storm drainage;</li> <li>viii. natural gas services;</li> <li>ix. mechanical equipment related to food services;</li> <li>x. all major mechanical space locations;</li> <li>xi. Building Management System; and</li> <li>xii. fire protection systems.</li> </ul> </li> <li>b) Provide and detail the following:           <ul style="list-style-type: none"> <li>i. outline ventilation strategy for each building component, and demonstrate, in that strategy, how all applicable ASHRAE ventilation requirements are to be met for systems with varying occupant densities, and how pressure relationships are to be maintained; and</li> </ul> </li> </ul>

Section No.	Title	Contents
		<ul style="list-style-type: none"> <li>ii. smoke control and operations under fire service requirements.</li> <li>c) Provide drawings and details as follows:               <ul style="list-style-type: none"> <li>i. mechanical room schematic layout including corridors and access;</li> <li>ii. roof layout;</li> <li>iii. list of major equipment including air handling units, heat pumps, cooling towers, boilers, or any other significant pieces of equipment; and</li> <li>iv. control sequences.</li> </ul> </li> <li>d) Provide system schematic drawings as follows:               <ul style="list-style-type: none"> <li>i. heating;</li> <li>ii. cooling;</li> <li>iii. fire protection;</li> <li>iv. domestic water; and</li> <li>v. ventilation and air distribution including exhausts.</li> </ul> </li> </ul>

Section No.	Title	Contents
3.2.4.3	Electrical Engineering	<p>Provide a brief description of each of the following systems, including capacities, redundancy and spare capacities as applicable:</p> <ul style="list-style-type: none"> <li>a) Outline basic electrical criteria for each system;</li> <li>b) Load classification and identification;</li> <li>c) Electrical system spare capacity;</li> <li>d) Wiring methods and devices;</li> <li>e) Raceway systems;</li> <li>f) Grounding system;</li> <li>g) Lightning protection;</li> <li>h) Power quality;</li> <li>i) Acoustics for electrical including acoustic measures for electrical systems;</li> <li>j) Electrical utilities;</li> <li>k) Emergency power;</li> <li>l) Electrical distribution;</li> <li>m) Metering;</li> <li>n) Lighting;</li> <li>o) Lighting control;</li> <li>p) Electrical instrumentation and controls for mechanical; and</li> <li>q) Fire alarm system.</li> </ul>
<b>3.2.5</b>	<b>Preliminary Design Submittals – Schedule 3 Part 9 – Infrastructure Services</b>	
3.2.5.1	Location and Configuration of Services	Provide a site plan (1:250) showing location and configuration of services including power, telephone, cable TV, data, security, routing of buried concrete-encased duct banks, and any other electrical and communication services outside the Facility.
3.2.5.2	Electrical Systems Submission	<ul style="list-style-type: none"> <li>a) Provide single line and design drawings (1:200) and design documentation for electrical services and distribution, showing and describing: <ul style="list-style-type: none"> <li>i. origin of supply(s);</li> <li>ii. arrangements for service redundancy;</li> <li>iii. main service switchgear and transformer locations and main electrical distribution room;</li> <li>iv. sub-electrical room locations; and</li> <li>v. position, size and capacity for emergency power, associated switchgear, UPS and transfer</li> </ul> </li> </ul>



Section No.	Title	Contents
		<p>switches.</p> <p>b) Provide floor plans (1:200) and design documentation for lighting and power, showing typical spaces (typical Living Unit, A&amp;D, S&amp;OU, access between SLC Secure and SLSC Non-Secure, Women’s Living Unit, typical Sally Port and typical Secure Vestibule) and describing:</p> <ul style="list-style-type: none"> <li>i. position and types of site lighting (general and at threat and building perimeter);</li> <li>ii. lighting and controls, including proposed day lighting measures and energy management measures;</li> <li>iii. proposed power monitoring systems;</li> <li>iv. main single-line diagram showing sizes of all transformers, generators and distribution breakers, the proposed methodology of distribution, and the general arrangement methodology of supply to the Facility;</li> <li>v. interconnection block diagram and networking between lighting system, power monitoring, fire alarm, clock, ESCS and BMS systems; and</li> <li>vi. Indicate design illumination levels (including maintenance factors) for each area.</li> </ul> <p>c) Describe the electrical services to be provided and include details of:</p> <ul style="list-style-type: none"> <li>i. power distribution and maximum demand calculations for normal power, emergency power – including loads on generator, delayed generator, critical (life safety and non-life safety systems) and normal power branch;</li> <li>ii. low-voltage network including: type of switchgear proposed; type of breakers and trip units proposed; type of feeders and raceways proposed;</li> <li>iii. type(s) of lighting to be used, incorporating standards of design and exit lighting;</li> <li>iv. standby and UPS requirements and distribution;</li> <li>v. proposed equipment cut sheets for power distribution, lighting and emergency generator;</li> <li>vi. fire alarm system, including details of fire alarm panels, detection and signaling devices;</li> <li>vii. a schematic riser diagram and describe the proposed integration with other systems; and</li> <li>viii. motor control system, including details and locations.</li> </ul>
3.2.5.3	Electronic Safety and Security System (ESCS)	<p>a) Provide written and graphical description of the ESCS demonstrating the overall system logical architecture or framework of all sub-systems as described in Schedule 3 and how they integrate with each other. Describe the level of redundancy and fault tolerance proposed to maintain mission-critical ESCS services.</p>

Section No.	Title	Contents
		<ul style="list-style-type: none"> <li>b) Provide floor plans (1:200) showing device locations in typical spaces (e.g., typical Living Unit, A&amp;D, Segregation and Observation unit, access between SLC Secure and SLC Non-Secure, Women’s Living Unit, typical Sally Port and typical Secure Vestibule).</li> <li>c) Describe how the integration HMI software will facilitate the integration of the ESCS sub-systems. Provide sample HMI GUI screen shots and manufacturers’ product data sheets to support the proposed solution.</li> <li>d) Provide written descriptions, supported by conceptual system line diagrams and manufacturer’s data sheets to demonstrate meeting the requirements described in Schedule 3 for each of the ESCS sub-systems as listed in Schedule 3, Section 9.8.1.</li> <li>e) Provide written narrative and logical network diagrams to demonstrate the approach to the design of the ESCS LAN (including WLAN) and how the design makes provisions for the following aspects:               <ul style="list-style-type: none"> <li>i. Core switches;</li> <li>ii. Access layer switches;</li> <li>iii. Application servers (virtual and/or physical);</li> <li>iv. Proposed major VLANs;</li> <li>v. Connectivity of ESCS sub systems to the ESCS LAN;</li> <li>vi. Integration of the ESCS LAN with the ESCS WLAN; and</li> <li>vii. Redundancy and fault tolerance.</li> </ul> </li> <li>f) Describe the Proponent’s approach to performing the network threat and risk assessment (network TRA) on the proposed ESCS LAN. Provide a sample network TRA (generic TRA or from a past project).</li> <li>g) Describe the Proponent’s approach to developing the disaster recovery plan (DRP) of the ESCS LAN and how it relates to the network TRA. Provide a sample DRP (generic DRP or from a past project).</li> <li>h) Describe the interoperability between the ESCS and Facility life safety systems and requirements (e.g. fire alarm, voice evacuation, emergency evacuation).</li> <li>i) Provide any proposed value-added features or functionality of the ESCS that would improve the operations and functionality of the Facility.</li> </ul>
3.2.5.4	Communication Systems	<ul style="list-style-type: none"> <li>a) Provide written narratives and diagrams to demonstrate the approach to the design of the Structured Cabling system (end-to-end) and how the design makes provisions for the following aspects:</li> </ul>

Section No.	Title	Contents
		<ul style="list-style-type: none"> <li>i. Overall floor plan with locations of Communications Entrance Room, Main CER, Main ESCS, all Sub ESCS/Telecomm rooms and horizontal cable zoning;</li> <li>ii. Room layouts for Communications Entrance Room, Main CER, Main ESCS and typical Sub ESCS/Telecomm rooms; and</li> <li>iii. Communications backbone cabling, including redundancy requirements.</li> </ul> <ul style="list-style-type: none"> <li>b) Provide manufacturers' data sheets for the proposed Structured Cabling solution (copper and fibre horizontal and backbone cabling and patch panels).</li> <li>c) Provide predictive wireless LAN simulations for coverage, signal strength, noise and interference for both 2.4GHz and 5GHz frequencies. The predictive simulations shall be performed on the entire floor plate for each level in the Facility and take into account major wall construction type.</li> <li>d) Provide a description of the proposed Intelligent Infrastructure Management System. Include the manufacturers' product data sheets for the proposed solution.</li> <li>e) Provide a written and graphical description of the proposed Video Visitation System design and how it meets the requirements as described in Schedule 3. Include concept line diagram(s) and manufacturers' product data sheets for major components and a schematic of how the Video Visitation booths/kiosks are arranged.</li> <li>f) Provide any proposed value-added features or functionality of the Communications Systems that would improve the operations and functionality of the Facility.</li> </ul>
3.2.5.5	Food Services	<ul style="list-style-type: none"> <li>a) Provide a written description and diagrams outlining the approach to the organization of Food Services including the following spaces:               <ul style="list-style-type: none"> <li>i. Food and tray preparation;</li> <li>ii. Food storage (dry, cooled and frozen goods); and</li> <li>iii. Dishwashing and cart storage areas.</li> </ul> </li> </ul>
<b>3.2.6</b>	<b>Preliminary Design Submittals – Schedule 3 Part 11 – Sitework</b>	
3.2.6.1	Site Services	Provide site plan drawings (1:200) showing interconnection with utility services, external electrical infrastructure and outside lighting concept.
3.2.6.2	Civil Works	Provide drawings (1:500) and documentation that illustrate the proposed site civil works, including: <ul style="list-style-type: none"> <li>a) Storm water drainage.</li> </ul>

Section No.	Title	Contents
		b) Sanitary sewer. c) Geothermal. d) Natural gas systems. e) Domestic/fire water. f) Road and sidewalk designs.  For each of the above, describe and provide information on origin of supply, connection points, and distribution and, as appropriate, storage, drainage and disposal.
<b>3.2.7</b>	<b>Schedule 3 – Appendix 3G [Equipment and Furniture]</b>	
3.2.7.1	Appendix 3G [Equipment and Furniture]	a) Describe the Proponent's approach to managing the Equipment and Furniture procurement process including an indicative Equipment procurement schedule and indicative Equipment and Furniture brief identifying major procurement activities and dates for Province selection of all Equipment and Furniture, including and highlighting those items that are on the critical path for Design and Construction of the Facility.

**Table 4: Package 3 Content Requirements (Services)**

Section No.	Title	Contents
<b>3.3</b>	<b>Services</b>	
<p><u>Overview:</u>            The Proponent is to provide a written narrative for its approach to delivering the Services, including the utilization of major subcontractors that clearly describes the processes for planning for, managing, implementing and performing the requirements and obligations set out in Schedule 4 [Services Protocols and Specifications] of the Final Draft Project Agreement.            No submission is required associated with this Overview section.</p>		
3.3.1	Approach	<ul style="list-style-type: none"> <li>a) Provide a general description of the overall concept of operations and approach to the delivery of the Services, including the utilization of major subcontractors.</li> <li>b) Provide a description of the proposed Operating Period Quality Monitoring Program including description of how the Proponent will manage performance of the Service Provider and/or sub-contractors and create an environment responsive to end users' needs.</li> <li>c) Describe how Services will interface with the Province's services in every area, including security, waste, supplies, food services, building and equipment maintenance.</li> <li>d) Provide a description of how scheduled and unscheduled work impacting services in the Facility will be managed.</li> <li>e) Describe the reporting system and the ability for the Province to access reports.</li> <li>f) Describe the involvement of Service Provider's staff in the development of design and the execution of construction. Provide examples of how the life cycle and facilities management considerations have influenced the proposed design.</li> </ul>
3.3.2	Organization	<p>Describe Project Co's proposed organization including details regarding:</p> <ul style="list-style-type: none"> <li>a) The organizational structure proposed to meet the requirements of Schedule 4 [Services Protocols and Specifications], including an organization chart that identifies the key names (to the extent available) and positions that will be responsible for management and delivery of the Services. Include a brief description of each position's responsibilities.</li> <li>b) The number of staff expected to be on site during the regular business hours of the Services team and their roles, and provide rotations.</li> <li>c) How Services will be addressed outside of regular business hours.</li> </ul>

Section No.	Title	Contents
3.3.3	Startup Plan	Provide a draft Start-up Plan covering all of the requirements of Section 3.8 of Schedule 4 [Services Protocols and Specifications].
3.3.4	Appendix 4B [Roads, Grounds and Landscape Maintenance Services]	Describe and provide details of the Roads, Grounds and Landscape Maintenance Services that will be provided.
3.3.5	Appendix 4C [Handback Requirements]	Describe the approach and strategies to be implemented throughout the Term to ensure the meeting of the Handback Requirements as described in Appendix 4C [Handback Requirements] of the Project Agreement.
3.3.6	Appendix 4D [Plant Services]	Describe and provide details of the Plant Services that will be provided, including: <ul style="list-style-type: none"> <li>a) Project Co's approach to maintenance management for the Facility and how Project Co will ensure that the performance requirements of all Maintained Elements will be met at all times.</li> <li>b) A description of the CMMS to be employed and how Scheduled Maintenance work will be planned, scheduled and monitored. Provide an example of a preventive maintenance schedule and an individual job plan.</li> <li>c) Project Co's approach to the management of demand maintenance, including emergencies and how Response Times and Rectification Periods will be met.</li> </ul>
3.3.7	Appendix 4F [Help Desk Services]	Describe and provide details of: <ul style="list-style-type: none"> <li>a) The proposed approach to deliver the Help Desk Services on a 24/7 basis.</li> <li>b) The hardware and software technology to be utilized and how it is integrated to the CMMS if different than the CMMS.</li> <li>c) The business processes and security features related to maintenance of electronic logs, records and response and rectification times and how the business processes are integrated with the CMMS.</li> <li>d) How Project Co will track and monitor Response Times and Rectification of all Events.</li> <li>e) How the Help Desk, as the sole Services user contact for the Site, will interface with the delivery of services by the other services provider, in particular those that are not the responsibility of Project Co (e.g., misdirected calls, confusion in who is accountable for delivering a service between the Province and Project Co).</li> </ul>

Section No.	Title	Contents
3.3.8	Appendix 4G [Utility Management Services]	<p>Describe and provide details of the proposed approach to delivery of Utilities Management Services, including:</p> <ul style="list-style-type: none"> <li>a) Management and administration of all utility services as part of a fully integrated and coordinated facilities management solution.</li> <li>b) The plan to meet Annual Energy Targets including examples of policies to set utilities consumption targets.</li> <li>c) Energy model used and ongoing measurement, analysis, and energy reporting.</li> <li>d) Arrangements for continual optimization of building systems.</li> </ul>
3.3.9	Appendix 4H [Environmental and Sustainability Services]	<p>Describe and provide details of the Environmental and Sustainability Services that will be provided.</p>
3.3.10	Life Cycle Plan	<ul style="list-style-type: none"> <li>a) Describe and provide details of the approach and methodology to life cycle building management including a description of decision-making processes, business case analyses and technology tools.</li> <li>b) Describe the overall approach to optimization of design and construction quality, facility management services and life cycle strategies.</li> <li>c) Describe and provide details of the capital expenditures associated with the life cycle/capital replacement plan.</li> <li>d) Describe and provide details of the approach to the development of the Life Cycle Plan required in Schedule 4 [Services Protocols and Specifications].</li> <li>e) Provide a proposed Life Cycle Schedule in Excel spreadsheet format, clearly identifying the assumed asset life, strategy and replacement schedule for all types of plant and equipment for which Project Co is responsible, including Equipment and Furniture from the Equipment List. Proponents are responsible to determine the specific components and elements within each division required to support their proposed approach, methodology and cost structure for life cycle replacement and refurbishment.</li> <li>f) Describe and provide details of how the Services Provider has influenced the proposed design for the Facility and in particular, how total Life Cycle costs have been optimized.</li> </ul>

Section No.	Title	Contents
<b>3.4</b>	<b>Communications</b>	
3.4.1	Communications Plan	Provide a draft Communications Plan indicating activities the Proponent proposes to undertake in its lead roles in conformance with requirements of the Final Draft Project Agreement. The Communications Plan will be appended to the Province's strategic communications plan, which will direct communications activities on the Project.



**3. Submission Requirements for Advance Interest Rate Submission (AIRS)**

Please refer to Appendix K for the submission requirements.

#### 4. Submission Requirements for Financial Submission

Without limiting the requirements set out below and in the following table, each Proponent should include in its Financial Submission information and documentation that reasonably demonstrates that the Proposal satisfies the financial requirements set out in the RFP and the Final Draft Project Agreement.

This section summarizes the information and documentation that Proponents should address in their Financial Submissions.

The Financial Submission will provide evidence that the Proponent has in place all necessary financial arrangements for the Project.

The Financial Submission will be used to evaluate Proposals and select the highest ranked Proposal.

##### Package 1: Transmittal Package

The transmittal package is to contain the following information and documents:

- A letter that confirms that the Affordability Requirements have been met;
- Confirmation of the Scope Ladder items used, if any, to achieve the Affordability Requirements;
- Confirmation that there have been no changes to the Proponent Team other than those with respect to which the Proponent has complied with Section 6.12 of the RFP;
- One (1) fully executed copy of Appendix C – Proposal Declaration Form; and
- Overview Table of Contents for all parts of the Financial Submission.

## Package 2: Financial

### Executive Summary and Contents List:

Without limiting the requirements set out below, the Proponent is to include in Package 2 of the Financial Submission:

- A fully developed, robust Financial Model and Financing Plan.
- Written evidence that the Proponent has sufficient support and commitment from the Lenders to support all financial aspects of the Project, and that the Proponent will:
  - execute the Project Agreement, substantially in the form of the Final Draft Project Agreement, in accordance with Section 2.3 of this RFP; and
  - perform all of the obligations of Project Co as set out in the Final Draft Project Agreement.
- A profile of the proposed Construction Period Payments and Service Payments during the Term and confirmation that the Affordability Requirements have been met.
- Package 2 of the Financial Submission is to provide sufficient information and documentation, in accordance with the requirements set out below, to allow the Province to evaluate whether:
- The Proposal satisfies the financial requirements set out in this RFP and the Final Draft Project Agreement, including, but not limited to:
  - Confirming that the Proponent has arranged sufficient committed financing for the Project in accordance with the requirements set out in this Appendix B and having regard to the requirements of the Final Draft Project Agreement;
  - Assessing financial robustness and deliverability; and
  - Determining that the financing plan can be executed expediently if the Proponent is selected as Preferred Proponent.
- Each of the Equity Provider(s) of the Proponent continue to have the ability to raise sufficient capital to fund the equity requirements.
- The Proponent, the Equity Provider(s), the Design-Builder, the Service Provider and Guarantors have the financial capacity to meet the obligations of the Project.

Package 2 of the Financial Submission is to address the requirements set out in Table 5 below. Proponents are to use the section numbers and corresponding titles shown in this table in their Proposals.

**Table 5: Content Requirements for Package 2 (Financial)**

Section No.	Title	Contents
<b>4.1</b>	<b>Structure of Project Co and Relationship with the Province</b>	
4.1.1	Structure of Project Co	Describe (up to approximately 1,000 words) the legal structure of Project Co and the existing or anticipated contractual relationship between Project Co team members.
4.1.2	Structure of Proponent Team	Describe management structure, reporting relationships and roles of all Key Individuals.
4.1.3	Relationship with the Province	Describe (up to approximately 1,000 words) the management structure of, and Key Individuals within, Project Co and their roles in interacting with the Province.
<b>4.2</b>	<b>Agreements between Proponent Team Members</b>	
4.2.1	Proponent Team Members	Provide, at a minimum: a) Draft heads of agreement executed by all applicable parties for all major contractors and subcontractors, including those related to Design, Construction (including mechanical and engineering all other major subcontractors) and Services requirements; and b) Details of all performance security (e.g., performance bonds, parent company guarantees, joint and several guarantees, financial guaranty insurance policy, bank letter of credit or other performance or financial support) being provided by the Proponent Team members.
<b>4.3</b>	<b>Pricing Proposal</b>	
4.3.1	Pricing Forms	Proponents should complete and include each of Forms A1 through A5. The Pricing Forms should also be completed in the Affordability Model with links to the appropriate outputs from their Financial Model. Except where otherwise expressly indicated herein, include all taxes other than GST. Figures in the Pricing Forms should be rounded to the nearest Canadian dollar.
<b>4.4</b>	<b>Basis of Financial Submission</b>	
4.4.1	Key Dates	Use a Base Date of March 1, 2014.

Section No.	Title	Contents
		Assume March 1, 2014 for Financial Close (the “ <b>Assumed Financial Close Date</b> ”).
4.4.2	Currency	Prices requested in this RFP are to be submitted in thousands of Canadian dollars.
4.4.3	Price Validity	The Proponent is to provide confirmation that with the exception for permitted adjustments to interest rates, all prices and input costs in the Proposal are to remain firm and valid for a period of 120 days from the Financial Submission date.
4.4.4	Interest Rates	<p>The Proponent is to provide a table showing separately the assumed Base Rate, spreads and fees associated with the proposed Senior Debt.</p> <p>The Base Rate assumed for any Senior Debt that was designated as an Adjustment Credit Facility in accordance with the process described in Section 5.4 of the RFP must equal the Base Rate agreed as part of the Final AIRS process if the Proponent’s relevant Senior Debt profile is unchanged between Final AIRS and Financial Submission.</p> <p>If the Proponent’s relevant Senior Debt profile has changed between Final AIRS and Financial Submission then the Proponent is to recalculate its Base Rate based on the information provided by the Province as part of the Final AIRS process using the same methodology as was agreed as part of the Final AIRS process. If this paragraph applies, then the Proponent is to submit with its Financial Submission an update to the information submitted by the Proponent as part of the Final AIRS process.</p>
4.4.5	Interest Income Rate on Reinvestment Product(s)	<p>The Proponent is to provide a table showing separately the assumed Base Rate, spreads and fees associated with any proposed reinvestment product.</p> <p>The Base Rate assumed for any reinvestment product that was designated as an Adjustment Credit Facility in accordance with the process described in Section 5.4 of the RFP must equal the Base Rate agreed as part of the Final AIRS process if the Proponent’s relevant reinvestment profile is unchanged between Final AIRS and Financial Submission.</p> <p>If the Proponent’s relevant reinvestment profile has changed between Final AIRS and Financial Submission then the Proponent is to recalculate its Base Rate based on the information provided by the Province as part of the Final AIRS process using the same methodology as was agreed as part of the Final AIRS process. If this paragraph applies, then the Proponent is to submit with its Financial</p>

Section No.	Title	Contents
		Submission an update to the information submitted by the Proponent as part of the Final AIRS process.
4.4.6	Inflation	<p>Assume that an element of the Service Payment will be indexed using the CPI in accordance with Form A3 and Schedule 8 (Payments) to the Final Draft Project Agreement. For evaluation purposes, assume CPI at a rate of 2.50% per annum and indexation applied on an annual basis starting April 1 and ending March 31. As the first adjustment period runs from March 1, 2014 (the Base Date) until March 31, 2014, the CPI rate for that period should be 0.21% to reflect the shorter time period.</p> <p>The Province is prepared to pay indexation only on the:</p> <ul style="list-style-type: none"> <li>a) Facility Maintenance Payments; and</li> <li>a) Life Cycle Payments.</li> </ul> <p>Only the Life Cycle Payments portion of the Service Payment may vary in real terms during the Operating Period.</p> <p>The Proponent is to confirm that it has indexed the Service Payment in accordance with this section 4.4.6.</p>
4.4.7	Discount Rate	For the purposes of any net present cost calculation, the Proponent should use a nominal annual rate of 7.72% as the Discount Rate.
4.4.8	Tax	The Proponent should provide full details of its taxation assumptions to demonstrate that in preparing its Proposal, the Proponent has given full consideration to all tax implications, including GST, which affect the total project cost to the Province. The description is to include the Proponent's assumption with respect to any timing differences between the payment and/or receipt of GST amounts and the net recovery or remittance of GST amounts.
4.4.9	Payment Mechanism	<p>The payment mechanism as described in Schedule 8 [Payments] should be used without modification to calculate:</p> <ul style="list-style-type: none"> <li>a) The Construction Period Payments; and</li> <li>b) The Service Payments.</li> </ul> <p>The Service Payment profile should be shown assuming no deductions.</p>

Section No.	Title	Contents
<b>4.5</b>	<b>Financial Capacity</b>	
4.5.1	Equity Provider(s), Design-BUILDER, Service Provider, and Guarantors	<p>Proponents should provide the following information, unless previously provided in the RFQ (with a reference to the applicable section of that submission) and updated as necessary, in respect of each of its Equity Provider(s), its Design-BUILDER, its Service Provider, and its Guarantors:</p> <ul style="list-style-type: none"> <li>a) Full legal name(s) and classification as one or more of the Proponent, an Equity Provider, Design-BUILDER, Service Provider, or a Guarantor;</li> <li>b) Confirmation of no material changes to the Proponent's organization since the RFQ other than as consented to by the Province in accordance with Section 6.12 of this RFP;</li> <li>c) Annual audited financial statements (including any notes accompanying such financial statements) or other similar financial information for each of the last three fiscal years of the relevant entity ending immediately prior to the Submission Time for Financial Submissions (if available and not provided at the RFQ stage or otherwise pursuant to the Competitive Selection Process) and where such information is not available, an explanation of why it is not available. For clarity, the information requested in c) – g) of this section does not have to be provided for a Proponent Team member if their performance is being guaranteed by a Guarantor. Providing this information for the Proponent Team member's Guarantor will suffice (refer also to section 4.5.3, Commitments by Guarantors for further information);</li> <li>d) Interim financial statements since the last annual financial statements provided pursuant to Section 4.5.1 c) of Appendix B (if available and not provided at the RFQ stage or otherwise pursuant to the Competitive Selection Process) and where such information is not available, an explanation of why it is not available;</li> <li>e) For entities which do not prepare audited financial statements, a certificate of a senior officer of each such unaudited financial statements, or other similar financial information, for each of the last three fiscal years and confirming that such financial statements present fairly, in all material respects, the financial position of such entity, in conformity with GAAP;</li> <li>f) Details of any credit rating(s), including details of any updates since the RFQ stage (and if none then a confirmation as such);</li> </ul>

Section No.	Title	Contents
		<ul style="list-style-type: none"> <li>g) Details of any material off-balance sheet financing arrangements currently in place (and if none, confirmation of such);</li> <li>h) Details of any bankruptcy, insolvency, company creditor arrangement or other insolvency litigation in the three years immediately prior to the Submission Time for Financial Submissions (and if none then a confirmation as such);</li> <li>i) Written acknowledgement of no material adverse change executed by the Chief Financial Officer or other authorized officer of each respective entity. If there has been a material adverse change, full details should be provided. The Province may, in its sole discretion, request further evidence of financial capacity.</li> </ul>
4.5.2	Equity Commitment to the Proponent	<p>The level of commitment that the Province expects in respect of each Proposal is that all Equity (and any bonding and guarantees related to Equity) are to be fully committed subject only to documentation and material adverse change.</p> <p>With respect to each form of Equity financing the following information is required:</p> <ul style="list-style-type: none"> <li>a) Estimated level of Equity participation in the Project for each Equity Provider, including details regarding the terms under which Equity finance is available (including, where applicable, detailed terms sheets and head of terms) and a demonstration of how that Equity will be funded (including, to the extent applicable, guarantees, a description of credit lines, cash or other liquid investments available to support the estimated level of Equity participations required);</li> <li>b) Certified copies of board resolutions (or equivalent corporate documentation to the satisfaction of the Province if the relevant person is extra-territorial) from each Equity Provider approving the investment of the Equity finance, confirming the maximum amount (if any maximum is set) of the Equity finance and authorizing the submission of the Proposal in response to the RFP; and</li> <li>c) If the Proponent or any Equity Provider is not yet incorporated, certified copies of board resolutions (or equivalent corporate documentation to the satisfaction of the Province if the relevant person is extra-territorial) from each Financial Sponsor to the Proponent or such Equity Provider that address the matters identified in b).</li> </ul>



Section No.	Title	Contents
4.5.3	Commitments by Guarantors	<p>With respect to commitments by Guarantors, the following information is required.</p> <p>If person(s) are providing any financial or performance guarantees or other support, in respect of the obligations of a Proponent Team member, certified copies of board resolutions (or equivalent corporate documentation to the satisfaction of the Province if the relevant person is extra-territorial) are to be provided by each person providing such guarantee or other support confirming:</p> <ul style="list-style-type: none"> <li>a) The size, nature and extent of such guarantee;</li> <li>b) That it is willing and able to provide such a guarantee; and</li> <li>c) That it will have financial standing to meet the obligations under such guarantee and all terms associated with the guarantee or other support.</li> </ul>
<b>4.6</b>	<b>Financing</b>	
<p>In this Section 4.6:</p> <p><b>“Acceptable Credit Rating Agency”</b> means Moody’s Investor Services, Standard &amp; Poor’s, Dominion Bond Rating Service or Fitch Ratings, Ltd.</p> <p><b>“Credit Rating”</b> means a credit rating from an Acceptable Credit Rating Agency.</p> <p>If a Credit Rating is required for an entity but not available, the Proponent should provide the following information for that entity (or if provided in its RFQ submission, refer to the applicable section of that submission):</p> <ul style="list-style-type: none"> <li>a) copies of annual audited financial statements or other similar financial information for each of the last three fiscal years;</li> <li>b) if available, copies of the interim financial statement for each quarter since the last fiscal year for which audited statements are provided;</li> <li>c) details of any material off-balance sheet financing arrangements currently in place;</li> <li>d) details of any material events that may affect the entity’s financial standing since the last annual or interim financial statements provided; and</li> <li>e) details of any bankruptcy, insolvency, company creditor arrangement or other insolvency litigation in the last three fiscal years.</li> </ul>		
4.6.1	Financing Plan	<p>Each Proponent should provide a Financing Plan which demonstrates that the Proponent has arranged sufficient financing for the Project and which complies with the following:</p> <ul style="list-style-type: none"> <li>a) Includes full details of the financial structure and instruments proposed, including a description of the</li> </ul>



Section No.	Title	Contents
		<p>Proponent’s anticipated hedging strategy and requirements.</p> <p>b) Indicates which form(s) of lending facility, if any, is a Credit Spread Hold Facility and which is a Senior Debt Credit Spread Refresh Facility.</p> <p>c) The sources of financing match the use of funds throughout the Term, and the Financing Plan includes:</p> <ul style="list-style-type: none"> <li>i. a description of all sources of financing; and</li> <li>ii. a description of how the Construction Period Payments have been integrated into the Financing Plan.</li> </ul> <p>d) Provide the following details for each Senior Lender:</p> <ul style="list-style-type: none"> <li>i. fully executed and applicable original commitment letter(s) in the form set out in Appendix G of this RFP from each Senior Lender, which for Credit Spread Hold Facilities should also include confirmation of the Credit Spread that will be applicable to such facility until Financial Close; and</li> <li>ii. evidence, in the form of detailed term sheets which have received formal credit approval, from providers of financing, of their commitment to provide the level of financing required; and</li> <li>iii. if any of the term sheets submitted in accordance with this section includes terms of flex, a clear and unqualified acknowledgement and confirmation that the exercise, including by the Senior Lenders, of any flex provisions in the lending or financing commitments is not a significant event within the contemplation of Section 8.5 (b) (3) of this RFP; and</li> <li>iv. evidence of its Credit Rating.</li> </ul> <p>e) If a capital market and/or bond funding solution is proposed which depends on a Credit Rating, provide an indicative Credit Rating together with a timetable to achieve final ratings.</p> <p>f) If a solution involving a financial guarantor is proposed, provide:</p> <ul style="list-style-type: none"> <li>i. letters from all financial guarantors with confirming letters from such financial guarantors’ legal counsel confirming that the financial guarantors and their legal counsel have no additional comments on the Final Draft Project Agreement; and</li> </ul>



Section No.	Title	Contents
		<ul style="list-style-type: none"> <li>ii. evidence, in the form of detailed term sheets or in the commitment letters referred to in Section 4.6.1(c) of this Appendix B of the financial guarantor(s) to provide the guarantee required; and for each financial guarantor's Credit Rating.</li> </ul>
4.6.2	Terms of Financing	<p>The Financing Plan should include the terms of each source of financing (including any equity bridge loans), set out as follows:</p> <p>With respect to the parties that will provide financing (including Equity Providers), if the Proponent is selected as the Preferred Proponent and enters into the Project Agreement, the following should be provided:</p> <ul style="list-style-type: none"> <li>a) Identity and Credit Rating of each party;</li> <li>b) Amounts to be provided by each party;</li> <li>c) The timing of injection, including the proposed funding schedule during Construction;</li> <li>d) The terms and conditions of subscription, including returns or yields;</li> <li>e) Dividend rights (Equity Providers only);</li> <li>f) Voting rights (Equity Providers only); and</li> <li>g) The conditions, if any, upon which funds would be committed.</li> </ul>
4.6.3	Planned Refinancing	<p>If a Proponent's Proposal includes Planned Refinancing, the Proponent should:</p> <ul style="list-style-type: none"> <li>a) Describe its Planned Refinancing, including details of any assumptions about the structure and the timing of the Planned Refinancing, interest rates, margins, timing of repayments, reserve accounts and cover ratios; and</li> <li>b) Demonstrate that the benefits of the Planned Refinancing have been taken into account in its Proposal.</li> </ul>
4.6.4	Financial Robustness	<ul style="list-style-type: none"> <li>a) As part of their Financing Plan, a Proponent should provide a description of the robustness of their proposed financial structure, including, but not limited to, details of how key risks will be managed (e.g., interest rate, schedule overruns, inflation, operation, maintenance, life cycle and construction). The Proponent's description is to include details of the strategies to be adopted by the party</li> </ul>

Section No.	Title	Contents
		<p>ultimately responsible for bearing such risks.</p> <p>b) To the extent that the Proponent’s Proposal contemplates or includes third party security, including performance bonds, parent company guarantees (including any contemplated by Section 4.5.3 of this Table 4 and letters of credit, Proponents are to describe in detail and with respect to each such security:</p> <ul style="list-style-type: none"> <li>i. the beneficiaries of such third party security;</li> <li>ii. the parties whose obligations are secured by such third party security;</li> <li>iii. the type, amount and anticipated provider of such third party security;</li> <li>iv. all circumstances in which such third party security may expire, be subject to termination and can be called upon; and,</li> <li>v. if called upon, the purposes for which such third party security may be used.</li> </ul> <p>c) The Proponent is to provide a description and the results of any sensitivities required by the Senior Lenders.</p>
<b>4.7</b>	<b>Financial Model</b>	
4.7.1	Financial Model and Structure	<p>Proponents should submit a Financial Model as an electronic copy.</p> <p>The Proponent’s Financial Model should be consistent with the following assumptions and structure:</p> <ul style="list-style-type: none"> <li>a) Produced in a Microsoft Excel version compatible with the 2007 version;</li> <li>b) Provide financial projections (cost and revenue projections) on a monthly basis during construction and a semi-annual basis thereafter in accordance with a fiscal year basis commencing April 1;</li> <li>c) Be expressed in thousands of Canadian dollars;</li> <li>d) All financial instruments are to be priced as described in Section 4.6.1(c)ii of this Table 3.</li> <li>e) A list of necessary Excel “add-ins” required to run the Financial Model is to be provided;</li> <li>f) If any macros are used in the model, a detailed description as to how they function in the model should be provided;</li> <li>g) If a calculation is circular, circularities are to be solved. If circularities are included, a description of</li> </ul>

Section No.	Title	Contents
		<p>where and why these occur should be included;</p> <ul style="list-style-type: none"> <li>h) Present inputs in blue font and formulas in black font;</li> <li>i) Flow calculations down and to the right;</li> <li>j) Limit the number of “if” statements;</li> <li>k) Include no hidden or password protected cells or worksheets;</li> <li>l) Include a print option macro and ensure all sheets are set up to be clearly printable and legible on 8.5 x 11” paper with row and column descriptions on each printed page; and</li> <li>m) The Financial Model is to be saved in the scenario equivalent to the base case scenario.</li> </ul>
4.7.2	Financial Model Inputs and Outputs	<p>The Proponent’s Financial Model should include and provide:</p> <ul style="list-style-type: none"> <li>a) Inputs: <ul style="list-style-type: none"> <li>i. capital (including a breakdown of development costs), operating, maintenance and life cycle costs;</li> <li>ii. time-based assumptions (those that change over time);</li> <li>iii. static assumptions (those that do not change over time);</li> <li>iv. taxation;</li> <li>v. financing (including refinancing);</li> <li>vi. payments associated with the payment mechanism, including the Construction Period Payments and Service Payments;</li> <li>vii. any assumed revenue (in addition to the Service Payments);</li> <li>viii. payment mechanism; and</li> <li>ix. a scenario control section; and Independent Certifier cost estimate of \$80,000 spread evenly over the period starting from the Effective Date and ending at the Substantial Completion Date (\$160,000 total and 50% to Project Co’s account).</li> </ul> </li> <li>b) Outputs:</li> </ul>

Section No.	Title	Contents
		<ul style="list-style-type: none"> <li>i. summary outputs;</li> <li>ii. sources and uses of funding for the Construction Period (excluding operations and maintenance costs), with totals shown in both nominal and net present value (using the Discount Rate) forms;</li> <li>iii. sources and uses of funding for the Operating Period, with totals shown in both nominal and net present value (using the Discount Rate) forms;</li> <li>iv. a schedule of payments by the Province that sets out the expected date of payment (i.e., funding from the Province and any other funding sources and Service Payments) and the amount to be paid by the Province, in nominal terms;</li> <li>v. the proposed funding structure, with funding schedules that specify the expected debt repayment dates and the amount of debt service, in nominal terms only, to be repaid;</li> <li>vi. the calculation of Project returns for the different elements of financing;</li> <li>vii. financial statements (income statement, cash flow statement and balance sheet) presented in accordance with Canadian GAAP, including any relevant IFRS provisions;</li> <li>viii. a cash flow statement that reflects the priority of access to cash flow based on the investor covenants and requirements of the Proponent’s Financing Plan;</li> <li>ix. financial ratios as required by Senior Lenders as appropriate to the capital structure set out in the Proponent’s Financing Plan;</li> <li>x. returns on equity and Junior Debt, in both real terms and nominal terms;</li> <li>xi. a blended equity return that incorporates all sub-senior debt finance (“Threshold Equity IRR” as defined in the Final Draft Project Agreement); and</li> <li>xii. Project internal rate of return (IRR), before financing and tax, in nominal terms (“Base Case Project IRR” as defined in the Final Draft Project Agreement) and project internal rate of return (IRR) calculated using the methodology found in the ‘Capital Cost Ceiling’ tab of the Affordability Model.</li> </ul> <p>c) Affordability Model – link the outputs of the Financial Model to the Affordability Model.</p>

Section No.	Title	Contents
4.7.3	Financial Model Assumptions Book	<p>Proponents should include an assumptions book for their Financial Model, which should provide sufficient detail for a duplicate Financial Model to be constructed from it and should cover the following areas:</p> <ul style="list-style-type: none"> <li>a) A summary of the financing assumptions (including refinancings), including a breakdown of all fees and costs of the financing;</li> <li>b) Capital, operating, maintenance and life cycle costing schedules;</li> <li>c) Macro-economic assumptions;</li> <li>d) Taxation assumptions;</li> <li>e) Depreciation rates and other accounting policies; and</li> <li>f) All other assumptions required to construct the Financial Model.</li> </ul> <p>The assumptions book should reconcile with the Financial Model. If the assumptions detailed in the assumptions book are not consistent with the assumptions in the Financial Model, the Province may require the Proponent to resubmit either the Financial Model and/or the assumptions book.</p>
4.7.4	Instructions Manual for Financial Models	<p>The Proponent is to include an instruction manual, which should explain the functionality of their Financial Model and how it is structured. It should provide:</p> <ul style="list-style-type: none"> <li>a) Sufficient detail to allow the Province to change model inputs; and</li> <li>b) Details of the optimization procedure in order to calculate the adjustment to the Service Payments to be made as a result of changes to model inputs.</li> </ul>
4.7.5	Model Audit	<p>Proponents are required to submit an independent financial model audit, for the benefit and reliance of the Province. The financial model audit report will be submitted by the Proponent along with the Financial Model on the Submission Time for Financial Submissions.</p> <p>This opinion may result from the same independent review of the Financial Model carried out to satisfy the Senior Lenders. The Province expects that after Preferred Proponent is determined, the Preferred Proponent will provide the Province with a copy of the auditor's terms of engagement (which shall be in a form satisfactory to the Province) and the Province will become an addressee or co-addressee on all</p>

Section No.	Title	Contents
		future model audit reports including any interim model audit reports and related correspondence. The model auditor will carry minimum liability coverage of \$2,000,000. For clarity, the Province does not expect to have priority over the funders should both the funders and the Province make a claim against this coverage.
<b>4.8</b>	<b>Affordability Model</b>	
4.8.1	Affordability Model	Proponents should complete and include the Affordability Model directly into their Financial Model and link the appropriate outputs from their Financial Model. Except where otherwise expressly indicated herein, include all taxes other than GST. Figures in the Affordability Model should be rounded to the nearest Canadian dollar.
<b>4.9</b>	<b>Insurance</b>	
4.9.1	Insurance Requirements	Proponents should include a completed “Construction Insurance Underwriting Questionnaire” in the form attached as Appendix I, together with all supporting documents.



**Form A1 – Construction Period Payments During Construction Period – (\$ Indexed)**

Contract Month	Eligible Costs	Proportion of Eligible Costs Applicable for Construction Period Payments	Construction Period Payments	Total Cumulative Construction Period Payments during Construction Period
1		40%		
2		40%		
3		40%		
4		40%		
5		40%		
6		40%		
7		40%		
8		40%		
...		40%		
28		40%		
29		40%		
30 (end of Construction period)		40%		
<b>Total</b>				

Add or delete rows to match Construction Period



**Form A2 - Service Payments (Unindexed \$ as of Base Date)**

<b>Contract Month (A)</b>	<b>Facility Maintenance Payment (\$ as of Base Date) (B)</b>	<b>Life Cycle Payment (\$ as of Base Date) (C)</b>	<b>Capital Payment (\$ not Index Linked) (D)</b>	<b>Total Service Payment (E) E=B+C+D</b>
1				
2				
3				
4				
5				
6				
7				
8				
...				
388				
389				
390				
<b>Total</b>				

**Form A3 – Service Payments (\$ Indexed)**

<b>Contract Month (A)</b>	<b>Facility Maintenance Payment (\$ Indexed) (B)</b>	<b>Life Cycle Payment (\$ Indexed) (C)</b>	<b>Capital Payment (\$ not Index Linked) (D)</b>	<b>Total Service Payment (E) E=B+C+D</b>
1				
2				
3				
4				
5				
6				
7				
8				
...				
388				
389				
390				
<b>Total</b>				

**Form A4 – SPV Running Costs**

Provide full details of the real annual running costs of Project Co for the first full year of operation. Such costs should cover the operation of Project Co itself and should not include any costs for the provision of the “Services”. The costs should be broken into the following:

Cost Item	Cost (\$ as of Base Date)
Regulatory	
Staff	
Accommodation	
Margin	
Technical	
Legal	
Audit/Tax	
Project Communications	
Finance Fees	
Insurance Costs	
Other costs 1 – please detail	
Other costs 2 – please detail	
<b>TOTAL</b>	

**Form A5 – Financial Model Sensitivities**

Form A5 is only to be completed if the Senior Credit Facility is designated by a Proponent during the Advance Interest Rate Submission process as an Adjustment Credit Facility.

Description	Proposal Net Present Cost	Change vs. base case
Base Case (the Proposal Net Present Cost included in the Financial Submission)		N/A
Senior Debt Interest rates increase by 50bps		
Senior Debt Interest rates decrease by 50bps		
Senior Debt Interest rates increase by 100bps		
Senior Debt Interest rates decrease by 100bps		