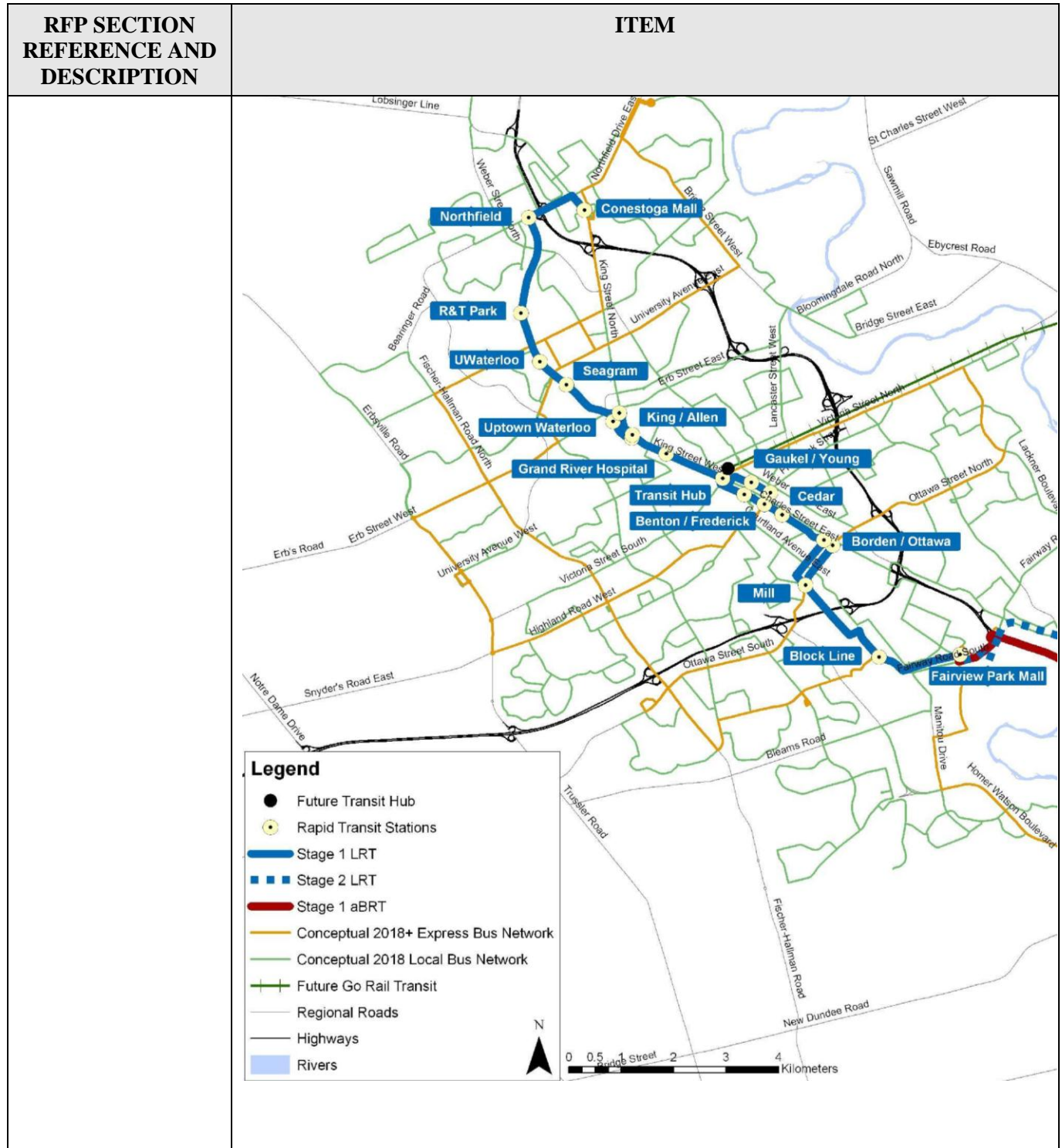


SCHEDULE 1

RFP DATA SHEET

RFP SECTION REFERENCE AND DESCRIPTION	ITEM
<p>RFP Section 1.1(6) – Description of Project</p>	<p>Project Name: Region of Waterloo Stage 1 Light Rail Project</p> <p>Overview of Project:</p> <p><u>Pertaining to the RFP:</u> The Region of Waterloo’s Rapid Transit project, as approved by Regional Council in June 2011, is a visionary plan that will fundamentally shape the community for the future by bringing light rail transit (LRT) in two stages.</p> <p><u>Stage 1 (LRT section)</u> Stage 1 features a 19 km LRT route from Conestoga Mall in Waterloo to Fairview Park Mall in Kitchener with 16 stations. This Stage will include an Operations, Maintenance and Storage Facility (OMSF). This LRT route and the OMSF is part of the Project for purposes of the RFP.</p> <p><u>Outside Scope of RFP:</u></p> <p><u>Stage 1 (aBRT section)</u> Stage 1 also includes a 17 km route of adapted bus rapid transit (aBRT) from Fairview Park Mall to the Ainslie Street Terminal in Cambridge. The aBRT service is expected to start in 2014, and does <u>not</u> form part of the Project described in this RFP.</p> <p><u>Stage 2</u> Stage 2 of the Waterloo Rapid Transit project will convert the aBRT line to LRT, creating a seamless 37 km system of 23 stations between Cambridge and Waterloo. Stage 2 does <u>not</u> form part of the Project described in this RFP.</p>



RFP SECTION REFERENCE AND DESCRIPTION	ITEM
	<p>The Project Goals:</p> <ul style="list-style-type: none"> • <u>Enhance the Region’s Character and Place-making</u>: enhance the character of Cambridge, Kitchener and Waterloo, integrating a strong sense of identity into the RT corridor and station stops that will attract residents, businesses and visitors alike; • <u>Support New Development that is Compact and Transit-supportive</u>: support communities that contain a full range of development densities and land uses, including those that are compact, mixed-use and pedestrian friendly; • <u>Be Compatible with Adjacent Communities and Neighbourhoods</u>: transform some communities and neighbourhoods, while protecting the stability of others and recognizing the need to enhance connectivity; • <u>Integrate Sustainable Design</u>: enhance the RT system with “green” infrastructure, designs, materials and technologies that encourage sustainability; • <u>Serve as an Investment in the Region’s Future</u>: ensure the Region’s economic competitiveness by investing in more sustainable modes of transportation, centered around an efficient RT system; • <u>Preserve and Enhance Natural and Physical Environments</u>: minimize impacts to the natural environment to the greatest extent possible and protect outlying areas from urban encroachment by developing a RT system; • <u>Increase Transit Accessibility and Mobility</u>: ensure that all residents, including those with low incomes, physical challenges, the elderly and others who cannot or do not own a vehicle, are provided safe, affordable and accessible RT service; • <u>Provide Convenient and Accessible RT Station Stops</u>: develop transit station stops as the hub of activity along the corridor, incorporating safety, comfort, aesthetics and convenience for system users; • <u>Provide Safe and Efficient Infrastructure</u>: construct innovative, but proven, infrastructure to facilitate safe and efficient movement of RT; and • <u>Collaborate with the Community to Manage Project Issues</u>: proactively work with the community to minimize negative effects on residents and business during construction and operations.

RFP SECTION REFERENCE AND DESCRIPTION	ITEM
	<p>Project Objectives:</p> <ul style="list-style-type: none"> • <u>OMSF and Test Track</u>: complete OMSF and Test Track by July 1, 2016; • <u>On Time</u>: complete the Project on-time for a 2017 revenue service; • <u>On Budget</u>: complete design and construction as well as operate and maintain the LRT System within the Region’s budget; • <u>Operations and Maintenance</u>: provide and operate the LRT System in a manner that enhances ridership; • <u>Grade Separation & LRT Integration</u>: design and construct the LRT station in a manner which promote passenger integration into the Transit Hub planned at the intersection of King Street and Victoria Street in the City of Kitchener; • <u>Maintain Traffic/Transit Activity During and After Construction</u>: implement an approach that minimizes impacts to traffic during construction. Design the LRT system such that the operation of the LRT, with an updated traffic control system, provides good LRT service without significant impacts to vehicular traffic; • <u>Optimize Integration of Transportation Systems</u>: design and construct the LRT system to provide a smooth integration with other transportation modes; • <u>Clean Secure Stations/Trains</u>: design and construct the station stops such that passengers perceive a sense of cleanliness and security; • <u>Integration of LRT & Roadway Maintenance</u>: implement a maintenance program which integrates LRT maintenance activities with other entities performing roadway maintenance; • <u>Station Integration</u>: design and construct the LRT station stops in a manner that promotes integration of the station stops with its surroundings; • <u>Maintain Business Access – No Loss of Businesses due to construction</u>: implement the construction work in a manner so that existing businesses are not distressed by these activities; and • <u>System Expansion</u>: implement the Project to enhance the potential of extending the LRT towards Cambridge.

RFP SECTION REFERENCE AND DESCRIPTION	ITEM
RFP Section 1.2(1) – Prequalified Parties	Only the following individuals/firms are prequalified to participate in this RFP Process: <ul style="list-style-type: none"> • GrandLinq • Kitchener Waterloo Cambridge Transit Partners • Tricity Transit Systems
RFP Section 1.4(1) – Fairness Monitor	Name of Fairness Monitor: P1 Consulting Inc.
RFP Section 2.1(1) – RFP Documents	The RFP Documents include the Project Agreement and Attachments: <ul style="list-style-type: none"> Schedule 1 - Definitions and Interpretation Schedule 2 - Completion Documents Schedule 3 - Custody Agreement Schedule 4 - Lenders' Direct Agreement Schedule 5 - Direct Agreements Schedule 6 - Independent Certifier Agreement Schedule 7 - Mobility Matters Schedule 8 - Intentionally Deleted Schedule 9 - Key Individuals Schedule 10 - Review Procedure Schedule 11 - Quality Management Schedule 12 - Intentionally Deleted Schedule 13 - Project Co Proposal Extracts Schedule 14 – Commissioning Schedule 15 - Output Specifications Schedule 16 - Title Encumbrances Schedule 17 – Environmental Obligations Schedule 18 - Communications and Public Consultation Protocol Schedule 19 - Heritage Guidelines and Protocols Schedule 20 - Payment Mechanism Schedule 21 – Construction Period Payments Schedule 22 - Variation Procedure Schedule 23 - Compensation on Termination Schedule 24 - Expiry Transition Procedure Schedule 25 - Insurance and Performance Security Requirements

RFP SECTION REFERENCE AND DESCRIPTION	ITEM	
	Schedule 26 - Record Provisions Schedule 27 - Dispute Resolution Procedure Schedule 28 – Refinancing Schedule 29 - Standby Letter of Credit Schedule 30 - Insurance Trust Agreement Schedule 31 - Project Co Information Schedule 32 - Financial Model Extracts Schedule 33 - Works Report Requirements Schedule 34 – Transition Out Services – Operations Services Schedule 35 – Vehicles Schedule 36 – Intentionally Deleted Schedule 37 – System Extension Schedule 38 – Intentionally Deleted Schedule 39 – Intentionally Deleted Schedule 40 – Intellectual Property	
RFP Section 3.1(1) – Timetable	Proponents shall submit their agendas and list of attendees for each of the Commercially Confidential Meetings at least five (5) Business Days prior to the date of that Commercially Confidential Meeting. Timetable:	
	(a) Issuance of RFP Documents	June 6, 2013
	(b) Data Room Accessible to Proponents	June 6, 2013
	(c) Initial Proponents Meeting Please see the following section of the Data Room for additional information concerning this meeting: Bid Documents\“Your Consortia’s Folder”\Meetings\Initial Proponent’s Meeting	June 12, 2013
	(d) Project Overview Workshop Please see the following section of the Data Room for additional information concerning this meeting: Bid Documents\“Your Consortia’s Folder”\Meetings\Project Overview Workshop	June 26, 2013
	(e) PA Version 1.0 Comments Due	June 28, 2013

RFP SECTION REFERENCE AND DESCRIPTION	ITEM	
	(f) Output Specifications Comments Due	July 12, 2013
	(g) Finance Overview – Affordability/Compliance Please see the following section of the Data Room for additional information concerning this meeting: Bid Documents\“Your Consortia’s Folder”\Meetings\Affordability/Compliance	July 3, 2013
	(h) First Delivery of Certificate of Officer in the form of Schedule 5A by each Proponent Team Member	July 8, 2013
	(i) Commercially Confidential PA Meeting #1 Please see the following section of the Data Room for additional information concerning this meeting: Bid Documents\“Your Consortia’s Folder”\Meetings\PA CCM #1	July 8 and 9, 2013
	(j) Commercially Confidential Meeting - Construction Period Payments Please see the following section of the Data Room for additional information concerning this meeting: Bid Documents\“Your Consortia’s Folder”\Meetings\Construction Payments CCM	July 10, 2013
	(k) Design Presentation Meeting #1 Design/Construction/Project Management/O&M Please see the following section of the Data Room for additional information concerning this meeting: Bid Documents\“Your Consortia’s Folder”\Meetings\Design Presentation 1	July 16, July 17 and July 18, 2013
	(l) Commercially Confidential Meeting – Municipalities and Utilities Please see the following section of the Data Room for additional information concerning this meeting: Bid Documents\“Your Consortia’s Folder”\Meetings\Municipalities and Utilities	September 10, September 13, and September 20, 2013
	(m) Commercially Confidential Meeting – Output Specifications Please see the following section of the Data Room for additional information concerning this meeting:	July 25, 2013

RFP SECTION REFERENCE AND DESCRIPTION	ITEM	
	Bid Documents\“Your Consortia’s Folder”\Meetings\Output Specifications CCM	
	(n) Schedule 20 – Payment Mechanism and Schedule 6 – Part III – Affordability Compliance Form comments due	July 26, 2013
	(o) Commercially Confidential Meeting (Vehicles) Please see the following section of the Data Room for additional information concerning this meeting: Bid Documents\“Your Consortia’s Folder”\Meetings\CCM – Vehicles	July 30, and 31 and August 1, 2013
	(p) PA Version 2.0 Issued	August 9, 2013
	(q) Design Presentation Meeting #2 Design/Construction/Project Management/O&M Please see the following section of the Data Room for additional information concerning this meeting: Bid Documents\“Your Consortia’s Folder”\Meetings\Design Presentation 2	August 13, 14 and 15, 2013
	(r) Commercially Confidential Meeting – Paymech/Finance/Insurance) Please see the following section of the Data Room for additional information concerning this meeting: Bid Documents\“Your Consortia’s Folder”\Meetings\CCM – Paymech/Finance/Insurance	August 20, 21 and 22, 2013
	(s) Design Presentation Meeting #3 Design/Construction/Project Management/O&M Please see the following section of the Data Room for additional information concerning this meeting: Bid Documents\“Your Consortia’s Folder”\Meetings\Design Presentation 3	September 24, 25, 26, 2013
	(t) PA Version 2.0 Comments Due	September 13, 2013
	(u) Potential Innovation Submissions Due	October 4, 2013
	(v) Commercially Confidential PA Meeting #2	September 30, 2013

RFP SECTION REFERENCE AND DESCRIPTION	ITEM	
	Please see the following section of the Data Room for additional information concerning this meeting: Bid Documents\“Your Consortia’s Folder”\Meetings\PA CCM #2	
	(w) Schedule 21 – Construction Period Payment (version 2.0) Comments Due	October 2, 2013
	(x) Commercially Confidential Meeting – Paymech/Affordability/Schedule 21 - Construction Period Payments Please see the following section of the Data Room for additional information concerning this meeting: Bid Documents\“Your Consortia’s Folder”\Meetings\Paymech/Affordability CCM	October 3 and 4, 2013
	(y) Design Feedback Meeting	October 8, 9, 10, 2013
	(z) Schedule 20 – Payment Mechanism Comments Due and Schedule 21 –Construction Period Payments Comments Due	October 11, 2013
	(aa) Commercially Confidential Meeting – Finance Please see the following section of the Data Room for additional information concerning this meeting: Bid Documents\”Your Consortia’s Folder”\Meetings\Finance CCM	October 29, 2013
	(bb) Release of RFP and PA v.3.0	November 1, 2013
	(cc) PA Version 3.0 Comments Due (Comments must be limited to a maximum of five (5) key commercial items, comments should be a typed (12 point Arial font), double spaced document of no more than 5 pages (cross-references to prior comments, including those submitted through RFIs, will not be considered). Minor comments relating to typos and drafting clean-up are also permitted and can be submitted separately and are excluded from the 5 page maximum.)	November 8, 2013
	(dd) Final day to submit RFIs on all items except: <ul style="list-style-type: none"> • Matters pertaining to the 14 and 16 Vehicle 	November 8, 2013

RFP SECTION REFERENCE AND DESCRIPTION	ITEM	
	<p>Submissions as set out in the main body of the RFP, Schedule 3 to the RFP (Parts 1, 2, 3 and 4) and Schedule 6 to the RFP.</p> <ul style="list-style-type: none"> • Schedule 15-2, Article 9 (Intelligent Transportation Systems) • Schedule 16 (Title Encumbrances) 	
	<p>(ee) Commercially Confidential PA Meeting #3</p> <p>Please see the following section of the Data Room for additional information concerning this meeting:</p> <p style="padding-left: 40px;">Bid Documents\“Your Consortia’s Folder”\Meetings\PA CCM #3</p>	November 13, 2013
	<p>(ff) Last day for issuance of Addenda and RFI Responses pertaining to comments and RFIs received from Proponents on or prior to November 8, 2013 and the issuance of the RFP and PA Version 4.0</p>	November 22, 2013
	<p>(gg) Last day to submit RFIs related to the following items:</p> <ul style="list-style-type: none"> • Matters pertaining to the 14 and 16 Vehicle Submissions as set out in the main body of the RFP, Schedule 3 to the RFP (Parts 1, 2, 3 and 4) and Schedule 6 to the RFP. • Schedule 15-2, Article 9 (Intelligent Transportation Systems) • Schedule 16 (Title Encumbrances) <p>RFIs must be received no later than 5:00pm (EST) on the date indicated.</p> <p>RFIs received on items not listed above in this section (gg) will not be considered.</p>	November 26, 2013
	<p>(hh) Last day for issuance of Addenda and RFI Responses relating to RFIs received from Proponents relating to the following items:</p> <ul style="list-style-type: none"> • Matters pertaining to the 14 and 16 Vehicle Submissions as set out in the main body of the RFP, 	November 29, 2013

RFP SECTION REFERENCE AND DESCRIPTION	ITEM	
	Schedule 3 to the RFP (Parts 1, 2, 3 and 4) and Schedule 6 to the RFP. <ul style="list-style-type: none"> • Schedule 15-2, Article 9 (Intelligent Transportation Systems) • Schedule 16 (Title Encumbrances) 	
	(ii) Credit Benchmarking Formula due	December 2, 2013
	(jj) Last date for Proponents to contact Region in respect of Region litigation list	December 4, 2013
	(kk) Establish Benchmarking Date pursuant to Part 2 of Schedule 3 to the RFP, under Section 2.7 (Interest Rates) of Part E	December 9, 2013
	(ll) Deadline for Submission of Proposals (Submission Deadline, according to the date and time stamp)	December 16, 2013 at 2:00:00 p.m. (EST)
	(mm) First Credit Spread Lock-In	●
	(nn) Target Date of Identification of Preferred Proponent	February 26, 2014
	(oo) Final Credit Spread Lock-In	●
	(pp) Commercial Close Target Date	April 22, 2014
	(qq) Financial Close Target Date	April 25, 2014
RFP Section 3.2.1(1) – RFP Contact Person	The coordinates of the Contact Person are: Lisa Buitenhuis Manager, Procurement Region of Waterloo Procurement & Supply Services 150 Frederick Street, 4th Floor Kitchener, ON N2G 4J3 email: lbuitenhuis@regionofwaterloo.ca Tel: (519) 575-4459	
RFP Section 3.2.2(4) – Form of RFI	The Proponent shall submit all RFIs by posting them to the Data Room using the Request for Information Form in the Data Room.	

RFP SECTION REFERENCE AND DESCRIPTION	ITEM
RFP Section 3.2.3(1) – RFP Documents Comments	<p>Comments on the RFP Documents will be permitted.</p> <p>Format of submission of comments on the RFP Documents:</p> <p>Comments on the RFP Documents are to be provided in chart form with columns for document name, relevant section numbers, proposed wording changes (in blackline format) and rationale for proposed wording changes (optional).</p> <p>Comments on the Output Specifications are to identify areas where the Proponents hold the opinion that the Output Specifications may be overly prescriptive and therefore restrictive in nature. Proposed wording changes must address the needs of the Region in terms of functionality, quality, reliability and life safety and enhance the value for money obtained by the Region.</p>
RFP Section 3.3.2(2)(f) Prohibited Contracts and Lobbying Prohibition	<p>The following are additional Ministries, agencies and other entities to which RFP Section 3.3.2(2)(f) applies:</p> <ul style="list-style-type: none"> • Ministry of Transportation • Ministry of Environment • Ministry of Natural Resources • Fisheries and Oceans Canada (DFO)
RFP Section 3.4.1(1) – General Proponents Meetings	<p>Locations to be determined and particulars with respect to such General Proponent’s Meetings will be communicated to the Proponents in advance by a representative of the Region. All meetings will be held in Toronto or the Region of Waterloo.</p>
RFP Section 3.4.2(1) – Commercially Confidential Meetings	<p>Locations to be determined and particulars with respect to such Commercially Confidential Meetings will be communicated to the Proponents in advance by a representative of the Region. All meetings will be held in Toronto or the Region of Waterloo.</p>
RFP Section 3.5.1(1) – Scheduled Visits	<p>None.</p>
RFP Section 3.5.4(1) – Additional Environmental and Geotechnical Investigations	<p>The following additional environmental and geotechnical investigations are being completed and the reports are expected to be posted to the Data Room by August 30, 2013</p> <ul style="list-style-type: none"> • LRT Corridor Phase II ESAs
RFP Section 3.9.2(1) – Ineligible Persons	<p>The following are Ineligible Persons in this RFP Process:</p> <ul style="list-style-type: none"> • Deloitte LLP

RFP SECTION REFERENCE AND DESCRIPTION	ITEM
	<ul style="list-style-type: none"> • Norton Rose Fulbright Canada LLP • Norton Rose LLP • LEA Consulting Ltd. • Genivar Inc. • P1 Consulting • Parsons Brinkerhoff Halsall Incorporated • Quarry Integrated Communications Inc. • Enterprise Canada • Intueor Consulting, Inc. • MTE Consultants Inc.
<p>RFP Section 5.1(1) – Address for Submission of Proposal</p>	<p>Proponents shall submit their Proposals to the following address:</p> <p>For all portions of the Proposal <u>except</u> the Financial Submission Region of Waterloo Rapid Transit Suite 800 50 Queen St. North, 8th Floor Kitchener, Ontario N2H 6P4 Attention: Lisa Buitenhuis, Manager, Procurement</p> <p>For the Financial Submission Region of Waterloo c/o Infrastructure Ontario 777 Bay Street, Suite 900 Toronto, ON, M5G 2C8 Attention: Nicki Bregolin, Manager, Strategic Sourcing</p>
<p>RFP Section 9.1(2) – Letter of Credit</p>	<p>The Letter(s) of Credit shall be in the aggregate amount of twenty million dollars (\$20,000,000) and substantially in the form of Schedule 8 to this RFP. The initial expiry date of the Letter(s) of Credit shall be no less than ten (10) days following the later of the Commercial Close Target Date or the Proposal Validity Period.</p>
<p>RFP Section 10.3 – Break Fee</p>	<p>No Break Fee is offered for this Project.</p>

RFP SECTION REFERENCE AND DESCRIPTION	ITEM
<p>RFP Section 10.3.2 – Design and Bid Fee</p>	<p>Design and Bid Fee offered on this Project: Yes. Design and Bid Fee Amount: \$200,000 per Proponent eligible under RFP Section 10.3.2. Additional Requirements relating to the Design and Bid Fee: The Region shall, no later than ten (10) days following Financial Close and subject to the provisions of Section 10.3.2 of the RFP and satisfaction of the conditions listed in Section 10.3.2(1), pay the Design and Bid Fee amount to each of the two unsuccessful Proponents.</p>

Appendix A**Litigation List****Effective Date: November 1, 2013**

The following are the persons currently on the list that is referenced in subparagraph 3.9.3(3) of the RFP who are in litigation or pending litigation with the Region pursuant to the Purchasing By-law. This list is effective as of the date stated above only. Proponents are cautioned that this list is updated from time to time as circumstances require in order to add or remove persons who are in litigation or pending litigation with the Region and that the Proponent is responsible, as per subparagraph 3.9.3(3) of the RFP, to determine if any changes have occurred in the list leading up to the Submission Deadline. In addition, Proponents are advised for purposes of subparagraph 3.9.3(4) of the RFP that the last regularly scheduled Council meeting prior to the Submission Deadline is December 11, 2013.

1. **VICTORIA PLASTERING INC. and
PEGDON CONSTRUCTION LTD**
2. **JOHN BIANCHI GRADING LTD.**
3. **GERDAU AMERISTEEL CORPORATION**
4. **REGIONAL SEWER AND WATERMAIN LTD.**
5. **ARDI INC.**
6. **PROCAN DISPOSAL LIMITED**
7. **R-MAN CONTRACTING LTD.**
8. **MARITIME GROUP CORP.**
9. **LAHREN JAMES INC. AND LJNEXT INC.**
10. **CHAD'S ROOFING AND CONTRACTING**
11. **ARNOLD MEATS (2258775 Ontario Inc.)**