

## SCHEDULE 5A

## CERTIFICATE OF OFFICER

This Form 5A – Certificate Of Officer is delivered pursuant to the Request for Proposals (the “**RFP**”) in respect of the Region of Waterloo Stage 1 Light Rail Project (“**Project**”) dated ●, 2013 issued by the Region. All terms not otherwise defined herein have the meaning given to them in the RFP. This Form 5A – Certificate Of Officer has not been modified in any manner by Company, except to complete the required information.

CERTIFICATE OF OFFICER  
OF  
[PROPONENT TEAM MEMBER]

TO: Regional Municipality of Waterloo (“**Region**”)

RE: [Company] (“**Company**”), as a Proponent Team Member of [Proponent] (“**Proponent**”), in respect of the RFP issued by the Region for the Project

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I, [Name], the undersigned, in my capacity as [Title] of Company and not in my personal capacity, regarding the matters contained herein, do hereby certify, to the best of my knowledge, after full inquiry, that:

- 1 **Corporate Structure.** [Describe nature, legal structure and jurisdiction of Company]
- 2 **Integrity, Propriety.** Company has conducted itself with integrity and propriety and has not engaged in any inappropriate bidding practices or unethical behaviour in the course of the procurement for the Project and the RFP Process.
- 3 **Irregular Bidding Practices or Unethical Behaviour.** Company confirms, except for those matters listed in **Appendix A** hereto, there are no charges or investigations by a public body in Canada or convictions in Canada related to inappropriate bidding practices or unethical behaviour by Company, any of its Affiliates or any of their respective Employees (as defined below) in relation to a public or broader public sector tender or procurement in Canada or elsewhere.
- 4 **No Conflict of Interest.** Company does not have a perceived, potential or actual Conflict of Interest in respect of this Project.
- 5 **Employees.** Company acknowledges that the certification contained herein on the bidding practices, unethical behaviour and Conflict of Interest of Company extends to Company

- employees, including people who are no longer employees, who might have or had involvement or the ability to influence the affairs of Company (“**Employees**”).
- 6 **Policies.** Company has internal written policies establishing ethical standards for its bidding practices which prohibit inappropriate bidding practices and unethical behaviour and Company has internal written processes and controls in place which monitor our bidding practices to ensure compliance with such policies. These policies specify that violation may result in sanctions, including disqualification. All such policies, processes and controls have been fully adhered to and complied with by Company and shall, upon request, be provided to the Region.
- 7 **Further Assurances.** Company agrees to provide further information and assurances relating to the contents of this Certificate, as the Region may reasonably request, including without limitation an explanation as to the nature and extent of such charges or investigations by a public body or convictions.
- 8 **Reliance and Notice of any Change.** Company acknowledges and agrees that the Region is relying upon the truth, accuracy and completeness of the statements set forth herein including in Appendix A in all aspects relevant to the procurement process for the Project. **The undersigned acknowledges that if at any time during the RFP Process up to and including Financial Close any of the information contained herein changes, Company will forthwith provide the Region’s Contact Person with another and updated Certificate in the form prescribed as Schedule 5A to the RFP.**
- 9 **Disqualification.** Company acknowledges and agrees that if a breach of any obligations by Company hereunder occurs or if this Certificate fails to continue to be correct during the RFP Process, the Region reserves the right in its sole and absolute discretion (without limitation to any other right that the Region may have), to disqualify Company from continued participation in the RFP Process for the Project.

IN WITNESS WHEREOF I have signed the certificate on the \_\_\_ day of \_\_\_\_\_, 2013.

[COMPANY]

\_\_\_\_\_  
Name:

Title:

**APPENDIX A TO SCHEDULE 5A – CERTIFICATE OF OFFICER**

**CHARGES OR INVESTIGATIONS BY A PUBLIC BODY IN CANADA OR CONVICTIONS  
IN CANADA RELATED TO INAPPROPRIATE BIDDING PRACTICES OR UNETHICAL  
BEHAVIOUR**

[NTD: List to be provided by Company as applicable including with respect to Affiliates and Employees.]