

Memo

Date: November 30, 2006

Subject: Request for Qualifications
Fairness Advisors for Partnerships British Columbia Projects
RFQ Number: 1056

Partnerships BC welcomes qualified individuals, who are interested in providing Fairness Advisory services, to submit a proposal to the above mentioned Request for Qualifications ("RFQ").

This RFQ continues to be open for submissions. Please see Section **5.4 Response Time and Response Location** for submission details.

PBC issued this RFQ for Fairness Advisory services on February 3, 2006. The purpose of this RFQ is to obtain information from suitably qualified individuals who are interested in acting as Fairness Advisors, in relation to our projects. Based on an assessment of the Responses to this RFQ, PBC has established a List of Fairness Advisor candidates (the List), to be included in our List. The List is an open one in that any person may submit their qualifications for consideration to be added to the List at any time during the term of the List, and any person who is included on the List may submit amendments to their qualifications.

REQUEST FOR QUALIFICATIONS

**Fairness Advisors
for
Partnerships British Columbia
Projects**

Issue Date: February 3, 2006

RFQ Number: 1056

Response Location:

Responses to be received before the Response Time at:

Partnerships British Columbia Inc.
1250-999 West Hastings St.
Vancouver, B.C. V6C 2W2
Attention: Lisa Cherney

Response Time:

Responses to be received at the above Response Location prior to:

4:30 pm local time, March 3, 2006

Contact Person:

Lisa Cherney

Fax: (604) 660-1199

E-mail: Lisa.Cherney@partnershipsbc.ca

No telephone queries, please

Table of Contents

1.	OVERVIEW.....	3
2.	DEFINITIONS	3
3.	THE LIST OF FAIRNESS ADVISORS	4
4.	NATURE OF ENGAGEMENTS	6
5.	RFQ TERMS & CONDITIONS.....	7
	5.1 Enquiries.....	7
	5.2 Receipt Confirmation Form	7
	5.3 Respondents' Meeting	7
	5.4 Response Time and Response Location	7
	5.5 Late Responses.....	7
	5.6 Evaluation Committee.....	7
	5.7 Review and Classification	7
	5.8 Clarification and References.....	8
	5.9 Changes to Responses.....	8
	5.10 Respondents' Expenses	8
	5.11 Not A Contract	8
	5.12 Form of Contract.....	8
	5.13 List Not Binding.....	9
	5.14 Modification of Terms	9
	5.15 Ownership of Responses.....	9
	5.16 Confidentiality of Information	9
6.	SELECTION CRITERIA FOR LIST ELIGIBILITY.....	9
	6.1 Mandatory Criteria	10
	6.2 Desirable Criteria	10
7	RESPONSE DELIVERY, FORMAT, & CONTENT REQUIREMENTS	10
	7.1 Delivery.....	10
	7.2 Format	10
	7.3 Content.....	10

1.

Overview

Partnerships British Columbia Inc. (“PBC”), a company wholly owned by the Province of British Columbia reports to its shareholder, the Minister of Finance.

PBC’s mandate includes assisting public sector client agencies in identifying and managing public private partnership opportunities. This includes providing specialized services, ranging from advice to project leadership/management, to government and government agencies with respect to identifying opportunities for maximizing the value of public capital assets and developing public private partnerships.

The company’s clients are public sector agencies and authorities, including ministries, Crown corporations, post-secondary institutions and health authorities. In addition, PBC’s clients include municipalities, regional districts and government entities outside of British Columbia.

It is anticipated that a variety of fairness review and procurement process monitoring services will be required in conjunction with the planning and implementation of procurement processes for related public private partnerships. These may include transportation, health, advanced education, water and sewage treatment, and other service delivery and infrastructure projects.

The purpose of this Request for Qualifications (“RFQ”) is to obtain information from suitably qualified individuals who are interested in acting as Fairness Advisors, in relation to these projects.

Generally, the role of the Fairness Advisor will be to act as an independent observer and provide arms length advice to the project team, and independent assurance with regard to the fairness of the procurement process. At the end of that process, the Fairness Advisor will provide an independent opinion as to whether the project team faithfully and fairly carried out the process set out in the solicitation/procurement documentation.

2. Definitions

Throughout this document capitalized terms shall be given the following meaning:

“Public Private Partnership” includes business models for the innovative delivery of infrastructure and services that involve a private sector role in the delivery of such infrastructure and services, including public private partnerships, alternative project delivery processes, asset leveraging, and concession agreements;

“Client” may include the Province of British Columbia, a Public Sector Agency, a municipality, regional district or other public sector entity which has engaged, or proposes to engage, PBC to provide services related to public private partnerships;

“Contact Person” means the person identified as such on the RFQ cover page;

“Contract” means a written contract executed by a Fairness Advisor, and by PBC or a Client as the case may be, for the performance of Fairness Advisor, or other similar services;

“Fairness Advisor Candidate” means a person who has satisfied the conditions for being added to, and staying on, the List of Fairness Advisors, and has been added to the List by PBC;

“List of Fairness Advisor Candidates” or “List” means the list of Respondents, prepared and maintained by PBC, who have satisfied the evaluation committee that they possess the qualifications described in this RFQ for being added to, and staying on, that list;

“Open List” means a list, such as the List of Fairness Advisor Candidates, to which any suitably qualified party may submit a Response at any time during the term of the List and be considered eligible for subsequent opportunities once their credentials have been evaluated;

“Project Sponsor” means the head of PBC or the Client (for example, CEO or Deputy Minister), or their designate, as the case may be, who has overall executive responsibility for project delivery within the Contracting agency;

“Partnerships BC” or “PBC” means Partnerships British Columbia Inc.;

“Province” means Her Majesty the Queen in Right of the Province of British Columbia ;

“Public Sector Agency” means a government body as defined in the *Financial Administration Act* R.S.B.C. 1996, c.138, including taxpayer-supported and commercial Crown corporations and their subsidiaries, and local agencies such as school districts, health authorities, universities and colleges;

“Request for Qualifications” or “RFQ” means this document, and the appendices attached to it, as it may be amended from time to time by PBC;

“Respondent” means an individual who submits a Response to this RFQ;

“Response” means a statement of information that substantially complies with the form and content requirements of this RFQ;

“Response Time” means the time and date indicated as such on the RFQ cover page;

“Response Location” means the location identified as such on the RFQ cover page.

3. The List of Fairness Advisors

Based on an assessment of the Responses to this RFQ, PBC intends to establish a List of Fairness Advisor Candidates (the List).

PBC and its Clients may, in their discretion, use the List to identify Fairness Advisors to provide services to PBC and a Client.

PBC may, in its discretion, make the List available to a Client in connection with projects involving public private partnership, or distinct tasks in connection with such projects. The use, if any, of the List and the selection, retention and instruction of legal services will be at the discretion of each Client.

PBC may, in its discretion, and from time to time:

- use the List to identify Fairness Advisor Candidates with relevant expertise in connection with specific projects involving public private partnerships or distinct tasks in connection to such projects or related policy development.
- use or make the List available to a Client in connection with public private partnership projects or distinct tasks in connection with such projects or related policy development. The use, if any, of the List and the selection, retention and

instruction of Fairness Advisors in association with specific projects will be at the discretion of the Client.

There is no obligation whatsoever on PBC or the Client to:

- contact any one or more Fairness Advisor Candidates on the List; or
- to consider or invite any one or more Fairness Advisor Candidates to enter into any Contracts.

The List is expected to be in place for a period of approximately two years from the closing date of this RFQ.

PBC may, in its sole discretion, and from time to time:

- extend the period during which the List is valid;
- request or permit one or more Fairness Advisor Candidates to submit additional information, including updated experience, availability and fee information;
- update the List at any time by adding new Fairness Advisor Candidates and removing Fairness Advisor Candidates from the List;
- Update the List based on revised eligibility criteria.

Fairness Advisor Candidates named to the List will be required to promptly notify the Contact Person in writing of any material changes to the information contained in their Response. PBC may, but will not be obligated to, update the List, at any time, in its discretion, to reflect such changes.

Each of PBC and the Client shall have the right, at its discretion, to:

- select Fairness Advisor Candidates to enter into one or more Contracts directly from the List;
- develop and implement processes and criteria for identifying, classifying, selecting, retaining and removing Fairness Advisors.
- invite any or all of the Fairness Advisor Candidates on the List to participate in selection processes for one or more Contracts;
- develop shortlists of Fairness Advisor Candidates in connection with specific tasks and projects and invite the shortlisted Fairness Advisor Candidates to be considered for one or more Contracts in connection with the tasks and projects;
- not engage any Fairness Advisors in connection with a project or task;
- not utilize the List in any way whatsoever, including without limitation, by not selecting any Fairness Advisor Candidates to enter into, or by not inviting any Fairness Advisor Candidates to compete for any one or more Contracts;
- employ other means or mechanisms to identify prospective fairness advisors external to the List or otherwise engage fairness advisors external to the List, in connection with any project or task; or
- screen Fairness Advisor Candidates for conflicts of interest or other relationships that require them to commit to strict confidentiality obligations.

PBC, in establishing and maintaining the List and the information contained in the List, in classifying Fairness Advisor Candidates on the List, in distributing or giving access to the List as contemplated in this RFQ, and in permitting the Client to utilize and give access to the List to others, is neither intending to, nor endorsing, recommending, or otherwise

making any representation, express or implied, as to the List, the information (including its accuracy or completeness) contained in the List, the suitability of the Fairness Advisor Candidates classified on the List, or the use that may be made of the List or the information. The List, the information contained in the List, or the classification of any or all Fairness Advisor Candidates on the List must not be held out as an endorsement, recommendation, or representation whatsoever, express or implied, of PBC.

4. Nature of Engagements

The nature and scope of a Fairness Advisor engagement will vary to suit the requirements of the underlying project. A Fairness Advisor is normally retained by the Project Sponsor to provide arms length advice to project managers and independent assurance to the Project Sponsor as to the fairness and appropriateness of specific project management activities related to the procurement process. The scope of a Fairness Advisor engagement may include, but is not limited to, monitoring and providing an opinion on procurement process / contractor selection and / or contract finalization / negotiations. The scope of the engagement may also be impacted by the project scope.

A 'typical' Fairness Advisor engagement might include, but is not limited to, the activities listed below:

The Fairness Advisor meets with the procurement project management at pre-determined stages, usually in advance of key management decisions being finalized, to:

1. receive information updates and review project documents;
2. ask any questions that the Fairness Advisor deems necessary to test the logic, fairness, and merit behind key decision-making activities; and
3. provide advice and perspective on request, similar to the advisory service provided by an internal reviewer.

The Fairness Advisor reports to the Project Sponsor at pre-determined stages, usually in advance of key sponsor decisions being finalized, as to whether the Fairness Advisor is satisfied that:

1. the processes and decisions developed by the procurement project management are fair, reasonable, and consistent with the procurement process laid out for the project; and
2. those processes and decisions have been reasonably implemented and materially complied with by project management in delivering those aspects of the project.

At the end of the engagement, the Fairness Advisor provides the Project Sponsor with a written opinion / full public report summarizing their activities and findings. This document is usually subject to public disclosure. The Fairness Advisor may also be requested by the Project Sponsor to respond to public and media enquiries in relation to the written opinion / full public report. Examples of previous opinions and reports may be found on the Partnerships BC website at www.partnershipbc.ca.

5. RFQ Terms & Conditions

5.1 Enquiries

All enquiries related to this RFQ are to be directed, in writing, to the Contact Person. Information obtained from any source other than the Contact Person is not official and should not be relied upon. Enquiries and answers will be recorded and may be distributed to all parties who return the completed Receipt Confirmation Form, at the Contact Person's discretion.

5.2 Receipt Confirmation Form

Respondents are advised to fill out and return the attached Receipt Confirmation Form (Appendix A). All subsequent information regarding this RFQ, including changes made to this document will be directed only to those parties who return the completed Receipt Confirmation Form. Examples of previous Fairness reports are available at www.partnershipsbc.ca.

5.3 Respondents' Meeting

A Respondents' meeting is not anticipated at this time. PBC reserves the right to schedule a Respondents' meeting at its discretion. All parties who return the completed Receipt Confirmation Form in advance of a Respondents' meeting being called will be advised by the Contact Person of the time and location of any Respondents' meeting.

There is no intention to distribute minutes of any Respondents' meetings, if held. Information disclosed at any Respondents' meeting does not form a part of this RFQ and is not binding on PBC, except to the extent subsequently verified in writing by the Contact Person. If a meeting is scheduled, prospective Respondents may forward questions in advance to the Contact Person. There is no intention to schedule private meetings with prospective Respondents.

5.4 Response Time and Response Location

Responses shall be delivered to the Response Location before the Response Time.

5.5 Late Responses

The List is an Open List in that any suitably qualified person may submit a Response at any time during the Term of the List. PBC cannot guarantee timely evaluation of Responses received after the Response Time. Responses received after the Response Time may be excluded from the initial evaluation at the discretion of PBC.

5.6 Evaluation Committee

Evaluation of Responses will be by a committee formed by PBC.

5.7 Review and Classification

The committee will check Responses against the mandatory criteria. Responses that meet all the mandatory criteria will be assessed against the desirable criteria.

Each Response will be assessed against the desirable criteria and the Respondent will be classified on the basis of the information presented in the Response and in any subsequent clarifications and reference checks.

5.8 Clarification and References

As part of the process of assessing each Response, PBC may, in its discretion, request clarifications and additional information from any Respondent and for that purpose may contact any Respondent. The committee may, but is not obligated to, consider any such clarifications and additional information in its assessment of a Response against the desirable criteria.

PBC is neither obligated to request clarifications or additional information from any or all Respondents nor to submit the same questions to any or all Respondents.

PBC may, in its discretion, contact some or all of the references listed in each Response to verify the information provided in each Response and to conduct reference checks. The committee may, but is not obligated to, consider any information obtained from such references in its assessment of a Response against the desirable criteria.

5.9 Changes to Responses

The Respondent will be responsible for ensuring that any information provided in their Response is current, accurate, and complete. The Respondent will not change the wording of its Response after Closing Time unless requested to do so by PBC. PBC will be under no obligation to seek further information, whether written or oral, from any Respondent.

5.10 Respondents' Expenses

Respondents are solely responsible for their own expenses in preparing a Response and for subsequent negotiations or competitions arising from, or in connection with, a Contract, if any.

There will be no liability on the part of PBC to any Respondent for any claims, including without limitation, for costs, damages, or loss of anticipated profit, incurred by the Respondent arising from, or in connection with, preparing the Response, this RFQ, or any other matter whatsoever.

5.11 Not a Contract

This RFQ is not an agreement to purchase goods or services, a Contract, or any agreement whatsoever. No Contract or any agreement whatsoever is contemplated by this RFQ, nor is there any intention by PBC to create binding legal relations, or legal obligations, of any kind whatsoever, arising from, or in connection with, this RFQ, or the List.

Notice in writing to a Respondent that it has been identified as being on the List of Fairness Advisors will not constitute a Contract, an agreement to purchase goods or services, or any agreement or obligation whatsoever.

5.12 Form of Contract

It is anticipated that the Fairness Advisor retained by PBC will be paid a negotiated fee with allowable expenses. Any Contract between a Fairness Advisor and PBC will be substantially similar to the terms and conditions of the standard Partnerships British Columbia Service Contract (General). Copies of the Contracts are available on request from the Contact Person.

The basis of compensation and form of Contract between a Fairness Advisor and a Client will be as negotiated between the parties.

5.13 List Not Binding

Any Fairness Advisor Candidate may withdraw its name from the List of Fairness Advisors at any time. PBC may, in its discretion, withdraw the name of a Fairness Advisor Candidate from the List at any time. Neither PBC nor a Client are obligated to consider the List when selecting a Fairness Advisor.

5.14 Modification of Terms

PBC reserves the right to modify the terms of this RFQ at any time in its discretion. This includes the right to cancel this RFQ or the List of Fairness Advisors at any time without entering into any Contracts.

5.15 Ownership of Responses

All documents, including Responses, submitted to PBC become the property of PBC. Documents will be received and held in confidence by PBC, subject to the provisions of the *Freedom of Information and Protection of Privacy Act*.

5.16 Confidentiality of Information

Information pertaining to PBC or a Client obtained by the Respondent as a result of participation in this RFQ is confidential and must not be disclosed without written authorization from PBC or the Client (as applicable).

6. Selection Criteria For List Eligibility

PBC wishes to identify prospective Fairness Advisors with experience and knowledge directly relevant to the planning and implementation of infrastructure-related public private partnership projects (including infrastructure development, and operations & services) in specific sectors including:

- Transportation (highway, rail, marine, or rapid transit);
- Health;
- Advanced Education;
- Energy;
- Telecommunications;
- Sports & Recreation;
- Real Estate (post-secondary residences; short-stay facilities);
- Water Treatment and Waste Water Treatment; and
- General Public Procurement

A typical Fairness Advisor Candidate will possess the following:

- significant public or private sector experience in the planning, implementation and management of infrastructure related public private partnership projects;
- relevant professional knowledge and experience (for example, senior engineer, accountant, quantity surveyor, lawyer, or retired judge); and

- a professional reputation that would make him or her a credible mediator or arbitrator of a complex contract dispute.

To ensure that a variety of perspectives are represented, PBC also wishes to identify prospective Fairness Advisors who have a broad business or professional background outside of the above-noted sectors.

6.1 Mandatory Criteria

The following are mandatory requirements. Responses not clearly demonstrating that they meet the following requirements may be excluded from the initial evaluation process.

- 1) Response in English and not be sent by facsimile or email.
- 2) Substantially comply with the Response format and content requirements stated herein.

6.2 Desirable Criteria

Respondents will be considered for eligibility on the basis of the information presented in the Response and in any subsequent clarifications and reference checks. Preference will be given to those who demonstrate that they meet all or the majority of the following criteria:

- 1) Broad commercial or professional knowledge and experience.
- 2) Knowledge and experience relevant to British Columbia market conditions.
- 3) Knowledge and experience relevant to infrastructure procurement.
- 4) Experience with or understanding of public private partnerships.
- 5) Reputation and community standing appropriate to a Fairness Advisor.
- 6) Response includes a cover letter signed by the Respondent.

7. Response Delivery, Format And Content Requirements

To ensure each Response receives full and consistent consideration, all Responses should conform to the following delivery, format, and content requirements.

7.1 Delivery

Responses are to be submitted by hand, mail or courier to the Response Location before the Response Time. Each Response is to be delivered in a package or envelope clearly labelled with the "RFQ Title", "Contact Person", and "Response Location" all as shown on the RFQ cover page. The name and mailing address of the Respondent should also be clearly shown.

7.2 Format

Each of the three (3) complete copies of the Response should be in loose-leaf form (no binders or cerlox please) on single sided 8.5" x 11" paper. Where practical, text should be 1.5 x spaced and not smaller than 11-point typeface.

7.3 Content

Each Response should include the following elements in the sequence described:

A. Respondent Information Summary: This should provide the following information about the Respondent:

1. Name, mailing address, telephone number, and email address (if any).
2. Corporate and government affiliations, appointments, and positions in the last ten (10) years.
3. Describe the Respondent's business and/or professional knowledge and experience relevant to;
 - (a) Sector specific infrastructure development or operations and services projects (if any),
 - (b) market sectors other than those listed in (a) (if any),
 - (c) British Columbia economic & business conditions (if any),
 - (d) government or private sector procurement practices (if any),
 - (e) alternative dispute resolution processes including mediation and arbitration (if any),
 - (f) planning and implementation of public private partnership models (if any).
4. Any additional information or experience that may potentially be relevant to the selection of the Respondent as a Fairness Advisor.
5. The name and telephone number of not less than three (3) references who can and will verify the information in the Response and attest to the Respondent's character.

The Respondent Information Summary should not exceed ten (10) pages.

B. Curriculum Vitae - A current CV describing the Respondent's education, professional or technical standing, and experience.

Appendix A

RECEIPT CONFIRMATION FORM

Request for Qualifications

Fairness Advisors

RFQ # 1056

For any further distributed information about this RFQ,
return this form as soon as possible to:

Attention: Lisa Cherney

MAIL ONLY:	COURIER/BY HAND:
Partnerships British Columbia 1250-999 West Hastings St. Vancouver, B.C. V6C 2W2 Attention: Lisa Cherney	Partnerships British Columbia 1250-999 West Hastings St. Vancouver, B.C. V6C 2W2 Attention: Lisa Cherney

Fax: (604) 660-1199

COMPANY: _____

MAILING ADDRESS: _____

CITY: _____ **POSTAL CODE:** _____

PROVINCE/STATE: _____ **COUNTRY:** _____

FAX NUMBER: (____) _____

PHONE NUMBER: (____) _____

E-MAIL ADDRESS: _____

CONTACT PERSON: _____

Unless it can be sent by fax or email, please send any further correspondence about this RFQ by:

Courier Collect: Courier Name and Account No. _____

SIGNATURE: _____ **TITLE:** _____