



A - 30 Completion

Request for Qualifications

for
the design, construction,
financing, operation,
maintenance and rehabilitation
of
the A-30 Completion
in the Montréal region
using a public-private
partnership approach



Request for Qualifications for the A-30 PPP Completion

To Respondents:

The Ministère des Transports du Québec (the “**Ministère**”) plans to undertake a portion of the Completion of A-30 in the Montréal region using a public-private partnership approach following an international selection process.

This Request for Qualifications represents the first stage of the selection process leading to the eventual selection of a Private Partner with which the Ministère wishes to contract for the A-30 PPP Completion.

In order to have their Submission evaluated, Respondents must satisfy all eligibility requirements, as described in this document.

For purposes of standardizing the presentation of the Submissions, to keep them simple and easy to use, and to help the Respondent prepare a complete document, a Submission Outline is included in Schedule 1 attached hereto.

The key dates relating to the first stage of the selection process are:

- issuance of Request for Qualifications.....November 8, 2006
- information session for Respondents.....November 22, 2006
- end of question period regarding
the Request for Qualifications.....December 15, 2006
- deadline for filing Submissions.....January 17, 2007
- Announcement of Qualified Respondents
invited to the Request for Proposals.....February 16, 2007

We would like to thank all Respondents for their interest in this A-30 PPP Completion.

Mr. Denys Jean
Deputy Minister



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Glossary

A-30 Completion:

All of the activities required to complete Autoroute 30, using a PPP approach and the Conventional Approach, from the junction of highways A-540 and A-20 in Vaudreuil-Dorion to the Jean-Leman interchange located east of Autoroute 15 in the municipality of Candiac, as more fully described in Schedule 2 of this Request for Qualifications.

A-30 PPP Completion:

All of the activities involved in the design, construction, operation, maintenance and rehabilitation to be carried out over a period of approximately 35 years for which the Private Partner will be responsible pursuant to the Partnership Agreement in connection with the Western Portion of Autoroute 30, including the toll system, plus, as the case may be, activities involved in the operation, maintenance and rehabilitation of the Eastern and Central Portions of Autoroute 30, including the financing of all such activities.

Associate:

Where used to indicate a relationship with a Person, means:

1. any company in which the Person owns securities assuring him of more than 10% of a class of shares to which are attached voting rights or an unlimited right to participate in earnings and in the assets upon winding-up;
2. any partner of that Person;
3. any trust or succession in which the Person has a substantial ownership interest or to which he fulfils the functions of a trustee or liquidator or similar functions;

Furthermore, for purposes of the definition of "Associate", a company is associated with another company when it is a subsidiary of the other or if they are affiliates within the meaning of Section 9 of the *Securities Act*, R S Q. c. V-1.1.

BMOPPP:

The *Bureau de la mise en oeuvre du partenariat public-privé*.

Canada-Quebec Agreement Concerning Autoroute 30:

The agreement executed on May 12, 2004 between the Government of Canada and the Government of Québec entitled *Canada-Québec, Fonds canadien sur l'infrastructure stratégique, entente sur l'autoroute 30 (volet 1), 2003-2004/2006-2007*, as it may be amended.

Consortium:

A group of two or more Persons created for the purpose of presenting their Submission and, where applicable, carrying out the A-30 PPP Completion.

Conventional Approach:

The typical Ministère processes for awarding contracts and carrying out work involving the construction of transportation infrastructure other than as a PPP.

DOM:

The Ministère's Direction de l'Ouest de la Montérégie, being the branch in charge of western Montérégie.

Equity Capital:

The sums invested for purposes of acquiring shares in the capital stock, an interest in a general partnership, an interest in a limited liability partnership, an interest in a limited partnership, an interest in a trust or some other type of interest in the capital stock of a Person, including warrants, options and other rights entitling the bearer to purchase or acquire any such interest. For purposes of this Request for Qualifications, "Equity Capital" shall also mean hybrid financing proceeds, subordinated, in the form of participating loans, subordinated loans, venture loans, debentures or convertible loans, and generally having the characteristics of venture capital, such as a moratorium on the repayment of principal or interest, a risk premium or a yield determined based on cash flow or otherwise.

Fairness Auditor:

The person appointed as such, who is responsible for reviewing the overall process of selecting Qualified Respondents, and for ascertaining that the process

unfolds in a fair and transparent manner and in accordance with the provisions of the Request for Qualifications.

Government:

The Government of Québec.

Infrastructure:

All of the roads, bridges, tunnels, toll systems and other works to be built or maintained under the Partnership Agreement.

Key Individual:

A physical person who holds one of the following positions on behalf of a Respondent or an equivalent position in the hierarchy of the administrative structure proposed for purposes of the A-30 PPP Completion:

- Project Director;
- Director of Financing;
- Director of Administration;
- Project Head (an individual who shall be required to be on the site where the activities for the A-30 PPP Completion take place, who shall be responsible for the management thereof and who shall be in constant communication with the Ministère's team, until the Infrastructure

is commissioned);

- Director of Quality Control;
- Director of Environmental Matters;
- Director of Design;
- Director of the Civil Engineering Works Design Team;
- Director of Construction;
- Assistant-Director of Construction (civil engineering works, etc.);
- Director of Operations and Maintenance.

Member:

A Person that is part of a Respondent and will invest Equity Capital in the Private Partner for purposes of the A-30 PPP Completion.

Minister:

The Minister of Transport of Québec or his representative.

Minister's Representative:

The representative of the Minister, designated as such in Section 5.2 of this Request for Qualifications.

Ministère:

The Ministère des Transports du Québec or his representative.

Participant:

A Person that will be responsible, on behalf of a Respondent, for at least one of the following:

- 25% of the value of the design work on the A-30 PPP Completion
- 15% of the value of the construction work on the A-30 PPP Completion
- 25% of the value of the operation and maintenance work on the A-30 PPP Completion

In this Request for Qualifications, the term "Participant" shall also include any Person the Respondent may designate as a "Participant" due to the special expertise they may be able to provide for purposes of the A-30 PPP Completion.

Partnership Agreement:

The partnership agreement to be executed between the Minister and the Private Partner with respect to the A-30 PPP Completion.

Person:

A physical or legal person, partnership (including a limited partnership), trust, fund, association, agency or any other group of persons, whether or not incorporated, and any physical person or other person acting in his capacity as trustee, liquidator, executor or legal representative.

Portions:

Central Portion:

The portion of the A-30 Completion summarily described in Section 2.1 of this Request for Qualifications under the heading "Central Portion".

Eastern Portion:

The portion of the A-30 Completion summarily described in Section 2.1 of this Request for Qualifications under the heading "Eastern Portion".

Western Portion:

The portion of the A-30 Completion summarily described in Section 2.1 of this Request for Qualifications under the heading "Western Portion".

PPP:

A public-private partnership.

PPPQ:

Partenariats public-privé Québec, also known as the Agence des partenariats public-privé du Québec, the Agency established under *An Act respecting the Agence des partenariats public-privé du Québec*, R.S.Q. c. A-7.002.

Private Partner:

The Selected Proponent that executes a Partnership Agreement at the outcome of the Request for Proposals.

Qualified Respondent:

A Respondent that has been qualified under this Request for Qualifications.

Request for Proposals:

The Request for Proposals for the A-30 PPP Completion, to be delivered to those Qualified Respondents invited to participate in the Request for Proposals.

Request for Qualifications:

This Request for Qualifications, including its schedules and any addenda.

Respondent:

A Person or Consortium that submits a Submission for the A-30 PPP Completion, in response to this Request for Qualifications.

Selected Proponent:

The Qualified Respondent selected pursuant to the Request for Proposals for the purposes of entering into a Partnership Agreement.

Selection Committee:

The Selection Committee, consisting of all of the individuals, committees and subcommittees responsible for processing, analyzing and evaluating the Submissions received in connection with the Request for Qualifications and for making recommendations to the Minister in respect of the selection of the Qualified Respondents.

Submission Agreement:

An agreement between the Minister and each of the Qualified Respondents invited to take part in the Request for Proposals, concluded prior to any Qualified Respondents being given access to the electronic data room or being permitted to download volumes 2 (Draft Partnership Agreement) and 3 (Technical Requirements) of the Request for Proposals. The draft Submission Agreement shall form part of the Request for Proposals documentation.

Submission:

All of the information prepared and supplied by a Respondent in support of its Submission in response to this Request for Qualifications, including all information gathered by the Minister from his verifications, and the additional information obtained during the evaluation of the Respondent's Submission and in the context of this Request for Qualifications.

1. Introduction

1.1 Purpose and Main Stages of Request for Qualifications

The purpose of this Request for Qualifications is to select Respondents that will be invited to submit a proposal for the A-30 PPP Completion in the Montréal region. As part of the A-30 PPP Completion, the Minister is considering awarding the Private Partner responsibility for operating and maintaining an additional stretch of Autoroute 30 approximately 21.2 km long that was already built by the Ministère and a portion that is underway, for a period of approximately 30 years.

The Minister is inviting Respondents to present their Submissions in accordance with the instructions and conditions set out in this Request for Qualifications. Respondents should indicate their interest, experience, financial capacity and financing and technical capabilities and the quality of their resources. The evaluation criteria for the Submissions are described in Section 4 of this Request for Qualifications.

The Minister will only evaluate Submissions that meet all the eligibility criteria set out in this Request for Qualifications. The Submission Outline attached as Schedule 1 should be followed for purposes of standardizing the Respondents' presentation of the required information so as to facilitate the evaluation process.

Up to three Respondents having obtained the highest overall grades will be placed on the list of Qualified Respondents invited to participate in the Request for Proposals. Such Qualified Respondents will then be invited to submit a proposal based on the criteria and conditions set out in the ensuing Request for Proposals.

The main stages leading to the execution of the Partnership Agreement, amongst which the selection of the Qualified Respondents, are described in Section 3.2 of the Request for Qualifications.

This Request for Qualifications shall not constitute, either directly or indirectly, an offer to negotiate a government contract, and shall not obligate the Minister to enter into any such contract with any party whatsoever. The Minister may terminate or amend this Request for Qualifications at his sole discretion at any time.

1.2 Business Opportunity

The Government, acting through the Minister, with the financial collaboration of the Government of Canada, wishes to complete Autoroute 30, from the junction of autoroutes A-540 and A-20 in Vaudreuil-Dorion up to the Jean-Leman interchange, located to the east of Autoroute 15 in the municipality of Candiac. As a result of this initiative, the Island of Montréal will gain a four-lane bypass highway, via the South Shore, to be completed based on the following conditions and guidelines:

- build the Western Portion of the A-30 Completion, totalling 42 km, between Vaudreuil-Dorion and Châteauguay, using a public-private partnership approach, commonly known as a PPP, for which the order of magnitude of the cost of design and construction will exceed one billion dollars;
- build the Eastern Portion of the A-30 Completion, totalling 12.2 km, between the existing Autoroute 30 in Saint-Constant up to the Jean-Leman interchange in Candiac, using a Conventional Approach. The Minister is also considering awarding the future Private Partner responsibility for maintaining, operating, and rehabilitating the Eastern Portion as well as the 9 km comprising the Central Portion of Autoroute 30 connecting the Western and Eastern Portions;
- carry out the A-30 completion at the best possible cost and on schedule for both the sections built using the PPP approach or the Conventional Approach;
- build the A-30 Completion in compliance with applicable laws, such as environmental laws, while maintaining a proper balance between environmental and transportation safety concerns;
- build the A-30 Completion while respecting, in particular, the operational constraints resulting from the activities involved in the construction of a bridge over the Beauharnois Canal and the St. Lawrence Seaway, including certain safety issues.

The Minister advocates using a PPP approach for a portion of the A-30 Completion in order to take advantage of private sector expertise. He is relying on major involvement by the private sector as regards the sharing of risks and responsibilities as well as financing. The Minister would also like to accelerate the construction of the A-30 PPP Completion through the expertise, technological input and management provided by a Private Partner. The Government is therefore looking at an approach by which a Person or Consortium will bear, as Private Partner, the responsibility for designing, constructing, operating, maintaining, rehabilitating and financing the A-30 PPP Completion.

At every stage of the selection process the Minister will act in accordance with the principles of transparency, fairness and competitiveness.

Pursuant to the provisions of the Canada-Québec Agreement Concerning Autoroute 30, the Government of Canada will make a financial contribution to the Government of Québec exclusively for the A-30 PPP Completion of the Western Portion of Autoroute 30 located between Vaudreuil-Dorion and Châteauguay. The specifics of the Government of Canada's contribution will be described at the end of the Request for Proposals stage. The Government's decision to carry out the A-30 PPP Completion, to be made at the end of the Request for Proposals stage, will in particular rely on an analysis demonstrating that the added value under that approach is superior to the Conventional Approach.

1.3 Objectives

The A-30 Completion is in response to the needs frequently expressed by socio-economic interests, both local and national. The objectives and expected results cover a broad spectrum:

- facilitate access of goods and services to external markets by developing the Canadian and Québec strategic transportation network;
- allow through-traffic to bypass the Island of Montréal more readily and promote the economic development of the Montérégie region. As a result, travel time will be more predictable and transportation costs due to highway congestion will be reduced throughout the Montréal region;
- create an efficient and continuous highway link for the Montérégie communities;
- integrate western Montérégie more fully into the socio-economic space of the Montréal region and provide the Montérégie population with better access to services and industries;
- improve highway reliability in the Montréal region and highway safety for all users in the regional municipalities through which the Eastern, Central and Western Portions of Autoroute 30, which are the subject of the A-30 Completion pass;
- create an alternate link that will offset the impact of the temporary unavailability of the metropolitan highway network due to construction or a major incident;
- reduce the number of accidents in municipalities along Autoroute 30 and prevent dangerous goods from being transported through urban areas.

1.4 Carrying Out the Project as a PPP

Various scenarios have been considered for the A-30 Completion. Such considerations have led the Minister to conclude that it would be advisable to use a PPP for at least part of the work.

The Minister therefore plans to complete a portion of Autoroute 30 in the Montréal region, in particular by entering into a public-private partnership agreement with a Private Partner interested in accepting such a challenge.

The increased involvement of the Private Partner as opposed to the usual relations between the Ministère and its suppliers will translate into a new sharing of risks and responsibilities. This sharing, which is founded on the respective abilities of the private and public partners, demands that a greater role be allotted to the private sector. Through this approach, a quality infrastructure should be delivered to the citizens, faster and at a lower cost.

1.5 Socio-Economic Context of the Montérégie

The site of the A-30 PPP Completion Infrastructure is to the south-west of the Island of Montréal, located in the administrative region of Montérégie.

Economically and demographically, the Montérégie represents the second-largest administrative region in Québec. Its greatest asset is its geographical location, being close to Montréal, Ontario and the United States, as well as to Montréal's airports and port. Indeed, it is at the crossroads of the east-west and north-south links to the United States and represents the nearest gateway to the north-eastern United States.

The Montérégie is an important region in terms of the exporting of goods, second only to Montréal, and its economy is strongly focused towards American markets. Most of the trade between Québec and the United States, namely close to two-thirds, is done by highway, and the growth of this mode of transportation is destined to continue. The Montérégie acts as a corridor for foreign trade. In fact, the Montérégie generates almost as much inter-city truck traffic as the Island of Montréal, i.e., 36,800 weekly trips in the Montérégie versus 41,000 for the Island of Montréal.

The discontinuity of the highway network, which makes it necessary to drive through the Island of Montréal, represents a drawback for such travel. Congestion due to the lack of an artery bypassing the Island of Montréal leads to increased transportation times which impacts the ability of businesses to compete effectively.

1.6 A-30 PPP Completion Team

The Minister has created an official project headquarters known as the Bureau de projet de l'autoroute 30 (BPA 30) which is headed by a project director. His role is to oversee all of the work for the A-30 Completion, including the A-30 PPP Completion. The project director is also assisted by the BMOPPP, the PPPQ and the DOM. The Minister has retained the services of various consultants and experts to help him initiate the A-30 PPP Completion. Any hiring of such consultants or experts by a Respondent or one of its Members, Participants or Key Individuals must comply with Section 6.2 of this Request for Qualifications.

1.7 Oversight of Selection Process

The Fairness Auditor's mandate is to reassure both the government authorities and the Respondents that the Qualified Respondents selection process is fair and transparent and that it complies with the conditions of the Request for Qualifications. To that end, he will observe the selection process's progress and provide an opinion to the Minister, stating whether the selection process unfolded fairly and transparently in light of the selection requirements set out in this Request for Qualifications.

1.8 Auditing

The Government of Québec and the Government of Canada may conduct audits to ascertain, amongst other things, that their respective standards and procedures have been complied with, notably as regards financial management, or for purposes of evaluating public programs, as provided for in the Canada-Québec Agreement Concerning Autoroute 30.

2. The A-30 Completion

The Eastern, Central and Western Portions forming part of the A-30 Completion are located to the south-west of the Montréal metropolitan area, near the province of Ontario and the United States.

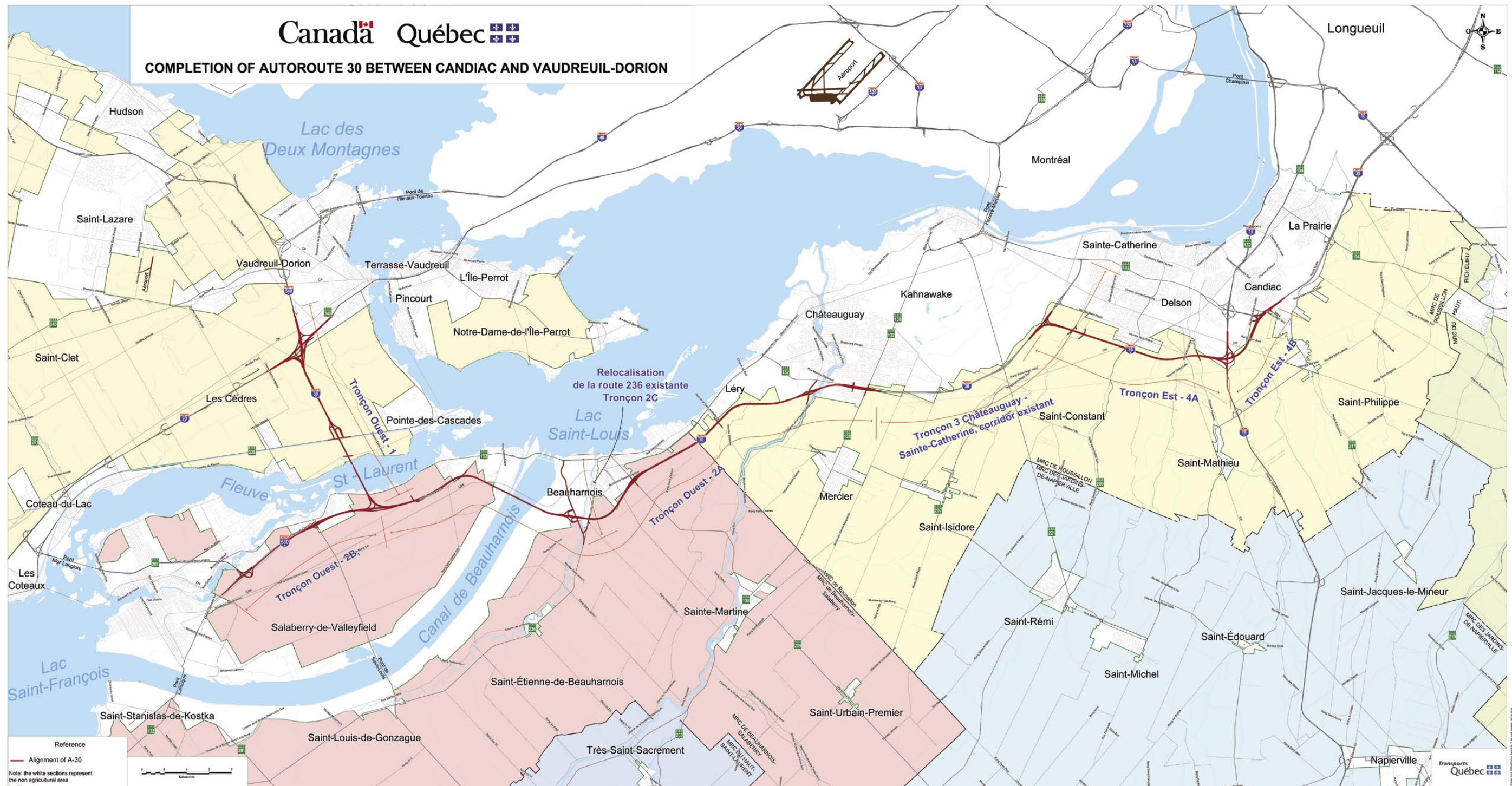


Additional information is available on the Ministère's website at: <http://www.autoroute30.qc.ca>

2.1 Main Components

The Government, acting through the Minister, will go ahead with the A-30 Completion, from the junction of Autoroutes 20 and 540 in Vaudreuil-Dorion up to the Jean-Leman interchange, located east of Autoroute 15 in the municipality of Candiac (see map below). The A-30 PPP Completion between Vaudreuil-Dorion and Châteauguay will be carried out with the financial collaboration of the Government of Canada.

Altogether, the work on the A-30 PPP Completion and the work undertaken using the Conventional Approach will cover the Western, Central and Eastern portions.



Western Portion

The Western Portion of the A-30 Completion is a total of 42 km long. It extends from Vaudreuil-Dorion to Châteauguay, covering a distance of approximately 35 km. In addition to this 35 km there will be a 7 km stretch connecting with Route 201 in the municipality of Salaberry-de-Valleyfield. The Western Portion is divided into four sections, represented on the above map by Western Sections 1, 2A, 2B and 2C:

- **Western Section 1**

This section connects Vaudreuil-Dorion to Saint-Timothée, a distance of approximately 9 km, crossing under the Soulanges Canal and over the St. Lawrence River.

- **Western Section 2A**

This section, which is approximately 26 km long, runs from the future Saint-Timothée interchange to Route 132/138 (Saint-Jean-Baptiste Boulevard) in Châteauguay. This section comprises, in particular, the bridge that will cross the St. Lawrence Seaway at the Beauharnois Canal.

- **Western Section 2B**

This section, which is approximately 7 km long, consists of a stretch known as the A-530 which connects with Route 201 in Salaberry-de-Valleyfield.

- **Western Section 2C**

This section, which is at right angles to Autoroute 30, is essentially the rerouting of the existing Route 236 and the redevelopment of Chemin Saint-Louis.

Eastern Portion

The Eastern Portion, approximately 12.2 km long, extends from the existing Autoroute 30 in Saint-Constant up to the Jean-Leman interchange in Candiac. It is divided into two sections, represented on the above map by Eastern Sections 4A and 4B:

- **Eastern Section 4A**

This section, which is approximately 8.8 km long, connects the existing Autoroute 30 in Saint-Constant with Autoroute 15 in Candiac.

- **Eastern Section 4B**

This section of 3.4 km is located between Autoroute 15 and the Jean-Leman interchange in Candiac.

Central Portion

The Central Portion consists of 12 km, approximately 9 km of which are between the Western Portion and the Eastern Portion, and it is represented on the above map by Section 3. This is a stretch of highway first opened in 1992, between the Western and Eastern Portions described above.

2.2 Business Model and Responsibilities of Private Partner

The Private Partner must, in particular, design, construct, finance, operate, maintain and rehabilitate the Western Section consisting of Western Sections 1, 2A and 2B, as well as the planned interchange between Autoroute 30 and Route 236 (see description of the main technical characteristics of the A-30 Completion in Schedule 2) in accordance with the terms of the Partnership Agreement, which include:

- **Permits and authorizations**

The Private Partner will obtain all permits and authorizations necessary to carry out its work in connection with the A-30 PPP Completion which have not been obtained beforehand by the Minister prior to the execution of the Partnership Agreement, including those required for construction purposes;

- **Design**

The Private Partner will design the work to be done in connection with the A-30 PPP Completion based on the Minister's objectives, and in compliance with all of the requirements set out in the Partnership Agreement;

- **Construction**

The Private Partner will undertake the construction work to be done in connection with the A-30 PPP Completion. It shall at all times ensure that it complies with all of the requirements set out in the Partnership Agreement and that it achieves all of the objectives sought;

- **Financing**

The Private Partner will be responsible for structuring and implementing the financing for the work to be done in connection with the A-30 PPP Completion;

- **Operations, maintenance and rehabilitation**

The Private Partner will be responsible for the operation, maintenance and rehabilitation of Western Sections 1, 2A and 2B of Autoroute 30. This responsibility will include the operation and maintenance of the toll system as well as collection of the toll revenue for the Western Portion.

The Minister is also considering awarding the Private Partner responsibility for the operation, maintenance and rehabilitation of Eastern Sections 4A and 4B and a stretch of approximately 9 km in the Central Portion, between the Western Portion and the Eastern Portion, for the term of the operating, maintenance and rehabilitation period provided for in the Partnership Agreement;

- **Ownership of the Infrastructure and toll system**

Subject to third-party rights, the right-of-way and Infrastructure to be built by the Private Partner (including the toll system) shall at all times remain the property of the Minister;

• Conditions for handing over

At the end of the Partnership Agreement, the Infrastructure will be handed over to the Government under the terms and conditions that will be defined in the Partnership Agreement. The Infrastructure will be subject to an inspection and correction mechanism to ensure that it is handed over according to the predetermined contractual terms and conditions.

In addition to the responsibilities described above, some of the Private Partner's responsibilities in connection with the environmental process are briefly described in Section 2.4.

Furthermore, the Respondents must ensure that their obligations, in particular regarding the design, construction, commissioning, quality control, operation, maintenance and rehabilitation of the Infrastructure and its financing, in connection with the A-30 PPP Completion are discharged throughout the term of the Partnership Agreement, including compliance with the conditions for handover of the Infrastructure.

The Private Partner must assume all administrative and technical responsibilities required by the A-30 PPP Completion which would typically have been assumed by the Minister had the A-30 PPP Completion been carried out using a Conventional Approach.

Accordingly, the Private Partner's responsibilities will include, amongst other things, the following obligations: coordination with third parties, such as other departments, municipalities, police forces, public bodies including public security, and public utilities; communication with the citizens, residents and media; traffic management in the vicinity of the work forming part of the A-30 PPP Completion, including detour roads; signage; environmental protection measures and monitoring thereof; the protection of works adjacent to the works forming part of the A-30 PPP Completion; cost overruns; keeping to timetables.

The Minister disclaims any liability in respect of the performance of the activities involved in the A-30 PPP Completion other than as provided in the Partnership Agreement. A draft Partnership Agreement will be provided to each Qualified Respondent invited to participate in the Request for Proposals.

2.3 Payments to Private Partner

In consideration for honouring and fulfilling all of its obligations under the Partnership Agreement, the Private Partner will be compensated through a combination of the following forms of payment, which may be made by the Minister.

- progress payments made during the construction period based on the attainment of milestones, as provided in the Partnership Agreement. Such payments shall not exceed 50% of the estimated costs of construction of the A-30 PPP Completion;
- periodic payments made throughout the operating period to cover, in particular, the costs of construction, operation, maintenance, financing and rehabilitation;
- remittances throughout the operating period linked to the toll revenues collected.

The various payments to be made to the Private Partner under the Partnership Agreement may be subject to offset or deductions or withholdings, in whole or in part, as provided in the Partnership Agreement.

2.4 Approval Process

Approvals

The Minister has instituted various measures in order to have the A-30 Completion authorized, more particularly the A-30 PPP Completion or the activities arising therefrom. The request for qualifications process has been authorized pursuant to a Government of Québec order-in-council.

The A-30 PPP Completion file shall be submitted to the Cabinet of Ministers to obtain the required authorizations for the issue of the Request for Proposals to up to three Qualified Respondents and to carry out the A-30 PPP Completion.

Following the Request for Proposals, when the Selected Proponent has been named and the final details of the Partnership Agreement have been agreed upon, such agreement shall be presented to the Cabinet of Ministers for authorization to have it signed by the Minister.

The Minister has also obtained the certificate of conformity provided for in Section 149 of *An Act respecting land use planning and development*, R.S.Q. c. A-19.1 from the three regional county municipalities affected by the A-30 Completion, i.e. the regional county municipalities of Rousillon, Beauharnois-Salaberry and Vaudreuil-Soulanges.

As regards the environment and the protection of agricultural land, various measures have been instituted, which have, in particular, resulted in delivery of orders-in-council or authorizations allowing certain work or activities to be carried out which are part of the A-30 Completion and, more particularly, the A-30 PPP Completion. The measures pertaining to the authorizations required for the A-30 PPP Completion are more fully described under the headings "Environmental approvals" and "Approvals pertaining to protection of agricultural land".

The Private Partner must, amongst other things, comply with all amendments, additions or provisions of a legislative, regulatory or administrative nature dealing with the environment, at the federal, provincial and municipal levels, which apply to the A-30 PPP Completion.

Last, certain steps have been initiated with third parties to permit certain activities in connection with the A-30 PPP Completion. Such activities would include, for instance, the erection of the bridge across the St. Lawrence Seaway and the Beauharnois Canal, and those that may be affected by the presence of railroads.

Environmental approvals

Pursuant to Order-in-Council No. 509-99 dated May 5, 1999, the Government issued a certificate of authorization (the "CAR") to the Minister for the A-30 Completion between Châteauguay and Autoroute 20 in the jurisdictions of the regional county municipalities of Roussillon, Salaberry-de-Valleyfield and Vaudreuil-Soulanges .

In the summer of 2006, the Minister completed the environmental feasibility study required under federal environmental laws. The federal process was completed in October 2006, which, as regards the carrying out of the A-30 PPP Completion, authorizes the various federal departments involved to exercise their respective responsibilities. The Private Partner will then submit final plans and specifications to the relevant authorities in order to obtain the required authorizations from the various relevant departments under, as the case may be, the Fisheries Act, R.S.C. 1985, c. F-14, the *Canadian Environmental Assessment Act*, S.C. 1992, c. 37 and the *Navigable Waters Protection Act*, R.S.C. 1985, c. N-22. Where the Private Partner's activities might lead to the deterioration, destruction or disturbance of the fish habitat, the Private Partner will be required to obtain the appropriate authorizations and will be responsible for implementing any related remedial measures.

Under the *Environment Quality Act*, R.S.Q. c. Q-2 and its regulations, the Private Partner will have to obtain one or more certificates of authorization for the construction of the Project (the "CAC's") at the detailed design phase and construction phase of the A-30 PPP Completion.

Before it begins construction on the works forming part of the A-30 PPP Completion, the Private Partner must comply not only with the applicable requirements of the CAR, the CACs and all other terms prescribed by the laws and regulations in force in Québec, but also with those resulting from the federal government environmental authorization process, including, in particular, under the *Canadian Environmental Protection Act*, S.C. 1999, c. 33 and the *Fisheries Act*, R.S.C. 1985, c. F-14.

The Private Partner must take into account the obligations existing under the laws and regulations in force in Québec with a view to obtaining, maintaining in force and renewing the necessary permits and authorizations to carry out and manage the A-30 PPP Completion throughout the term of the Partnership Agreement.

Approvals pertaining to protection of agricultural land

The major part of the Infrastructure to be built, rehabilitated and operated in connection with the A-30 Completion and, more particularly, the A-30 PPP Completion, will be located in an agricultural zone. Accordingly, to carry out the A-30 Completion it will be necessary to obtain authorizations from the Commission de protection du territoire agricole (the "CPTAQ") or from the Government. In order to carry out the A-30 PPP Completion, the Minister has obtained the appropriate authorizations from the Government and the CPTAQ to use the lots or parts of lots located in an agricultural zone for non-agricultural purposes¹. The Private Partner will be bound to comply with the applicable agricultural protection laws, permits and authorizations throughout the term of the Partnership Agreement. Moreover, should it become necessary to use more agricultural land than that already covered by the authorizations obtained by the Minister, the Private Partner will be required to obtain the relevant authorizations.

¹ In this regard, the Government adopted Order-in-Council No. 538-2006 and the CPTAQ handed down the following decisions: 67050 – 244707, 67055 – 244708, 70020 – 244709, 70026 – 244710, 70055 – 244711, 70080 – 244712, 71050 – 244713, 71083 – 244714.

2.5 Legislative Framework

The A-30 PPP Completion must be carried out by the Respondent, its Members, Participants and Key Individuals and, as the case may be, all their subcontractors, mandataries or other representatives in compliance with (i) all of the applicable laws and regulations of Quebec and Canada and (ii) the orders, decisions, etc. of any government, judicial or conventional authority, the whole as will be more fully stated in the Partnership Agreement.

Accordingly, Respondents are formally invited to familiarize themselves with certain legislative provisions that might be of particular relevance to the A-30 PPP Completion.

As regards Québec laws, the following legislation should be mentioned: *An Act respecting transport infrastructure partnerships*, R.S.Q. c. P-9.001, *An Act respecting the Agence des partenariats public-privé du Québec*, R.S.Q. c. A-7.002 and the *Environment Quality Act*, R.S.Q. c. Q-2, the *Public Administration Act*, R.S.Q. c. A-6.01 and the *Financial Administration Act*, R.S.Q. c. A-6.001. *An Act respecting transport infrastructure partnerships*, R.S.Q. c. P-9.001 stipulates certain rules respecting highway tolls and their collection. Under the Partnership Agreement, the Private Partner will collect the toll proceeds.

It should also be noted that in April 2006, the Québec National Assembly adopted the *Sustainable Development Act*, R.S.Q. c. D-8.1.1 and in June 2006, it adopted *An Act respecting contracting by public bodies*, S.Q. 2006, c. 29.

This Request for Qualifications was authorized pursuant to Section 60 of the *Public Administration Act*, R.S.Q. c. A-6.01 and pursuant to Sections 2 and 3 of *An Act respecting transport infrastructure partnerships*, R.S.Q. c. P-9.001.

As regards the laws of Canada, the *Highway 30 Completion Bridges Act*, S.C. 2005, c. 37 received assent on November 3, 2005. This act authorizes the Government to erect and maintain the bridges located in the Western Portion spanning the St. Lawrence River and the Beauharnois Canal respectively. This act stipulates a certain number of requirements to be satisfied and authorizations to be obtained by the Government.

Respondents must also pay special attention to the prescriptions of the *Canada Marine Act*, S.C. 1998, c. 10, the *Fisheries Act*, R.S.C. 1985, c. F-14, the *Canadian Environmental Assessment Act*, S.C. 1992, c. 37 and the *Navigable Waters Protection Act*, R.S.C. 1985, c. N-22 in view of obtaining, maintaining or renewing the necessary permits and authorizations, as required under such acts and their regulations. Also noteworthy are the requirements of the *Financial Administration Act*, R.S.C. 1985, c. F-11 and of the *Federal Real Property and Federal Immovables Act*, S.C. 1991, c. 50.

2.6 Trade Agreements

Over the years, the Government has signed trade agreements with other governments, be it the Government of Canada, those of the provinces, territories or other States, that may apply, in whole or in part, to the Private Partner selection process for the A-30 PPP Completion. Mention should be made of the agreement for the opening of markets between the federal government, the provinces and the Canadian territories, entitled the *Agreement on Internal Trade* (the "AIT"), the *Agreement on the Opening of Public Procurement for Ontario and Quebec* (the "OQA"), and the *Intergovernmental Agreement on Public Procurement between the Government of Quebec and the Government of the State of New York* (the "QNYA").

3. Private Partner Selection Process

3.1 Description of Selection Process

The Private Partner will be chosen following a selection process comprising two principal stages:

- this Request for Qualifications, at the end of which a maximum of three Qualified Respondents will be invited to participate in the Request for Proposals;
- the Request for Proposals to the Qualified Respondents, at the end of which the Selected Proponent will be selected for the purposes of entering into a Partnership Agreement with the Minister.

Each stage is described below.

3.1.1 Stage One: Request for Qualifications

The purpose of this Request for Qualifications is to select a maximum of three Respondents who will be invited to continue with the selection process for the A-30 PPP Completion.

In particular, Respondents to the Request for Qualifications must demonstrate:

- their financial capacity;
- their project financing capability;
- their ability to manage projects that are similar in scope;
- their technical ability in terms of designing and building the required Infrastructure, including a toll system;
- their technical ability in terms of operating, maintaining and rehabilitating the Infrastructure, including the toll system.

3.1.2 Stage Two: Request for Proposals

The terms described in this section are provided as an indication only. They may be modified by the Minister, at his sole discretion, at the Request for Proposals stage.

No more than three Qualified Respondents that obtained the highest total grades will be invited to submit a detailed proposal for the A-30 PPP Completion. Proposals should describe the recommended approaches and concepts in sufficient detail to permit an evaluation of how they conform to the content of the Request for Proposals, their technical feasibility and the financial implications of the A-30 PPP Completion for the Government. More specifically, the proposals should contain:

- a preliminary design describing the final product, materials, work methods and techniques to be used, and the design concept;
- a financing structure that considers, amongst other things, the payments or remittances described in Section 2.3 of this Request for Qualifications;
- the deposit of a bid security in the amount of \$3 million (Canadian), in the form of an irrevocable letter of credit, will be required from every Qualified Respondent invited to participate in the Request for Proposals. The letter of credit must be drawn up and deposited in accordance with the conditions set out in the Submission Agreement. The \$3 million (Canadian) deposit will be required when the Qualified Respondent files its proposal. If a Qualified Respondent delivers a deposit at the Request for Proposals stage, it will be entitled to a refund of the deposit if the conditions set out in the Submission Agreement are met;
- a further bid security deposit of \$15 million (Canadian), in the form of an irrevocable letter of credit will be required from the Selected Proponent in the days following its selection. The letter of credit and its deposit will have to comply with the conditions set out in the Submission Agreement.

A draft Partnership Agreement will be included in the Request for Proposals. The Qualified Respondents invited to participate in the Request for Proposals will have the opportunity to submit comments, questions and suggested amendments to the Partnership Agreement. Suggested amendments must be accompanied by the reasons

for requesting the change and the text reflecting the suggested amendment. In view of such comments and suggestions, a revised version of the Partnership Agreement will be distributed to the Qualified Respondents invited to participate in the Request for Proposals. However, the Minister reserves the right to accept or refuse any proposed change to the Partnership Agreement, at his sole discretion. The revised Partnership Agreement should be used by the Qualified Respondents invited to participate in the Request for Proposals whilst preparing their proposal.

The Request for Proposals might possibly include a set of standardized forms. If so, the Qualified Respondents invited to participate in the Request for Proposals must use the forms, in particular, to submit their technical proposals and their price proposals.

This stage will end with the announcement of the Selected Proponent. As of that moment, the last stages leading to closing of the commercial transaction will consist of finalizing, once the Government authorization needed for execution of the Partnership Agreement has been obtained, the documentation giving effect to the Partnership Agreement and completing the financing. At present, the Request for Proposals is expected to be issued in April 2007. The Qualified Respondents invited to participate in the Request for Proposals should file their technical proposals on or before the date mentioned in the Request for Proposals and thereafter their financial proposals.

Each Qualified Respondent invited to participate in the Request for Proposals that has submitted a complete proposal which is judged to be in compliance with the request for proposals but is not selected to enter into the Partnership Agreement with the Minister may receive \$2 million as full and final compensation for all of the costs and expenses it incurred in relation to the A-30 PPP Completion selection process, provided it complies with the terms and conditions for such compensation as described in the Submission Agreement.

3.2 Project Calendar

Respondents must submit their Submissions no later than January 17, 2007 in accordance with the terms and conditions described in Section 5 of this Request for Qualifications. The complete calendar of the selection process is provisionally established as follows:

ACTIVITIES	DATE
1. Issuance of Request for Qualifications	November 8, 2006
2. Information session and site visit	November 22, 2006
3. End of question period relating to the Request for Qualifications	December 15, 2006
4. Deadline for filing Submissions	January 17, 2007
5. Announcement of Qualified Respondents invited to the Request for Proposals	February 16, 2007
6. Issuance of Request for Proposals	April 2007
7. Filing of proposals	January 2008
8. Choice of the Selected Proponent	February 2008
9. Signing of Partnership Agreement	April 2008
10. Commencement of work	2008

The Minister reserves the right to change this calendar at his complete discretion.

3.3 Transparency of Selection Process

The Request for Qualifications and Request for Proposals will ultimately be made public.

In addition, the entire selection process, up to the signing of the Partnership Agreement, will be examined by the Fairness Auditor. At the end of the selection process, he will issue a final report that will be made public.

After the Partnership Agreement is signed, a summary of the comparative study which led the Minister to conclude that a PPP was the best option for the A-30 PPP Completion will be made public.

4. Evaluation of Submissions

Submissions must be prepared and submitted according to the Submission Outline set forth in Schedule 1 of this Request for Qualifications.

4.1 Selection Process

The Minister has developed the criteria and conditions for the Qualified Respondent selection process. Such criteria and conditions were approved by the Government pursuant to Order-in-Council No. 983-2006 which was adopted on October 25, 2006, in accordance with Sections 2 and 3 of *An Act respecting transport infrastructure partnerships*, R.S.Q. c. P-9.001.

Pursuant to such criteria and conditions, the Submissions will be analyzed and evaluated by a Selection Committee composed of individuals appointed by the Minister, including experts working in the appropriate fields.

The Ministère and PPPQ will be jointly responsible for managing the Request for Qualifications process, including holding the information meeting, distributing the Request for Qualifications addenda and receiving the Submissions. The Ministère will be the project manager for the process.

4.2 Evaluation of Submissions

The evaluation of Submissions will be a three-phased process:

- satisfaction of eligibility criteria;
- satisfaction of financial capacity criteria;
- assessment of technical capacity (design, construction, operation, maintenance and rehabilitation of the Infrastructure and toll system) and project financing capability.

4.3 Eligibility Criteria

Any Submission that does not meet one or more of the eligibility criteria described below in this section shall be considered ineligible and shall be automatically rejected:

- the Submission must be submitted at the place indicated in this document and by the deadline prescribed herein;

- an authorized representative of the Respondent and of each Member and Participant of the Respondent must complete and sign the undertaking form contained in Schedule 3. Each Key Individual or his duly authorized representative must also complete and sign the undertaking form. The undertaking form must be drafted in French and contain the same provisions, although for a Key Individual, it may be drafted in English, in which case, the undertaking form shall contain the same provisions as are set out in Schedule 3 to this English version of the Request for Qualifications;
- the resolution or other instrument authorizing a representative of the Respondent and of each Member and each Participant of the Respondent and, as the case may be, each Key Individual, to sign the undertaking form contained in Schedule 3 must accompany such undertaking form.

Any other error or omission respecting the Submission will not result in rejection of the Submission, provided that the Respondent rectifies such error or omission to the satisfaction of the Minister within a maximum period of 72 hours following the deadline for filing the Submissions.

4.4 Financial Capacity

The Respondent and its Members and Participants must demonstrate that their financial situation is healthy and sound. If the Minister, at his sole discretion, deems that a Respondent or one of its Members or Participants does not demonstrate financial capability enabling it to carry out the A-30 PPP Completion, such Respondent's Submission will be rejected. The assessment of financial capacity will be based primarily on the following factors:

- financial soundness, as described in Section 3.1 of Schedule 1;
- the ability to obtain appropriate insurance coverage, which may be in the form of a letter of intent from an insurer or insurance broker, in either case duly authorized to do business in Quebec, as described in Section 3.2 of Schedule 1;
- the ability to obtain the appropriate guarantees for performance and labour, equipment and services (bond or letter of credit), the whole in accordance with the provisions of Section 6.1, which should be in the form of a letter of intent from an appropriate financial institution, as described in Section 3.3 of Schedule 1.

4.5 Assessment Criteria

All Submissions considered eligible will be analyzed and evaluated on the basis of the assessment criteria presented below:

Evaluation Grid

ASSESSMENT CRITERIA	POINTS
1 - Ability in the design and construction of major engineering structures	20
2 - Ability in the design and construction of highways	15
3 - Ability in the operation, maintenance and rehabilitation of roads and bridges, and ability in the design, construction, implementation and operation of electronic toll systems	20
4 - Ability in project management	10
5 - Ability in environmental management	10
6 - Ability in the area of quality control	10
7 - Project financing expertise	20
Maximum Grade	105

Because the responsibilities and obligations that the Private Partner must assume will require experience, expertise and a range of abilities, the Minister is open to receiving Submissions from Consortiums formed specifically for the purposes of satisfying the requirements for the A-30 PPP Completion provided, however, that they comply with the requirements of this Request for Qualifications.

For purposes of evaluating the Submissions, the term "Respondent" will include the subsidiaries¹ of the Respondent, provided the Submission contains relevant information thereon. In addition, for the same purposes, the Selection Committee may consider any Person who will act as a Member, Participant or Key Individual of the Respondent, if such Person has agreed to act as a Member, Participant or Key Individual of the Respondent and their written undertaking in that regard, drafted in French², is appended to the Submission in the form set forth in Schedule 3.

The goal of the evaluation is to gauge the Respondent's capability and experience in terms of designing, building, financing, operating, maintaining and rehabilitating projects similar to the A-30 PPP Completion. The Selection Committee will choose as Qualified Respondents those that it believes are best qualified to design, build, finance, operate, maintain and rehabilitate the A-30 PPP Completion. The Submissions will be evaluated from a technical as well as from a financial standpoint using the criteria set out in the evaluation grid.

With regard to each assessment criteria, the Submission must specify the respective role and responsibilities of the Respondent and each of its Members, Participants and Key Individuals and must demonstrate their respective expertise, experience and capacity to satisfy such assessment criteria.

Where a Respondent designates a Person as a Participant due to the special expertise such Person can contribute to the A-30 PPP Completion, it must specifically state such designation and indicate the nature of the special expertise.

The total number of points in the evaluation grid is 105 and the weighting assigned to each criterion is established on the basis of its relative importance. Each Respondent, for each criterion, will receive a grade from zero up to the maximum grade established on the evaluation grid presented herein.

The Minister may ask a Respondent to provide any additional information in order to clarify its Submission. Any such clarification must be provided in writing within at most 72 hours following the date of a written request therefor from the Minister's Representative. Clarifications thus provided will become an integral part of the Submission.

The Minister will not accept any additional or clarifying information that has not been requested by the Minister or his representative.

Each Submission must satisfy the requirements of this Request for Qualifications and, accordingly, will be evaluated solely on the information it contains, the additional information received further to a request for clarification made by the Minister's Representative, to any verification made by the Minister or any additional information obtained by the Minister, as the case may be.

¹ When used here, "subsidiary" shall have the meaning given to that term in Section 9 of the Securities Act, R.S.Q. c. V-1.1.

² A Key Individual may submit his undertaking in the English language.

4.6 Choice of Qualified Respondents

No more than three Respondents with the greatest number of total points will be put on the list of Qualified Respondents invited to participate in the Request for Proposals.

A minimum passing grade of 60% is required for each of the following assessment criteria:

- ability in the design and construction of major engineering structures;
- ability in the area of quality control.

If a Qualified Respondent invited to participate in the Request for Proposals does not satisfy the conditions of the Submission Agreement by the prescribed deadline, the Minister may, at his sole discretion, extend an invitation to participate to the Qualified Respondent having received the best grade among the Qualified Respondents not selected to take part in the Request for Proposals for the A-30 PPP Completion. If such Respondent refuses, the same procedure will apply to the next Qualified Respondents.

Under no circumstances is the Minister committed to accepting any of the Submissions received.

4.7 Maintaining of Respondent's Submission

A Submission filed in response to this Request for Qualifications may not be withdrawn, and must be maintained at least until the announcement of the Qualified Respondents invited to participate in the Request for Proposals. Qualified Respondents may not withdraw their Submission, but shall maintain it until 20 days after the Qualified Respondents invited to participate in the Request for Proposals are given initial access to the Request for Proposals documents. After that period, Qualified Respondents who are not invited to participate in the Request for Proposals may withdraw their Submission, while Qualified Respondents who are invited to participate shall maintain their respective Submissions until the Selected Proponent is chosen. Thereafter, Qualified Respondents invited to take part in the Request for Proposals but who are not the Selected Proponent may withdraw their Submissions, whereas the Selected Proponent must maintain its Submission until the Partnership Agreement is executed.

Accordingly, by signing the undertaking form contained in Schedule 3, the Respondent and its Members, Participants and Key Individuals agree to abide by the conditions of this Request for Qualifications as provided in the foregoing paragraph of this Section 4.7. The Minister, at his sole discretion, may disqualify any Respondent that fails to adhere to the provisions of this section.

4.8 Transmission of Evaluation Results to the Respondents

Once the evaluation process is completed, each Respondent will receive the following information:

- the number of eligible and ineligible Submissions;
- the Respondent's own grade if its Submission was deemed eligible or, where applicable, the reasons for its rejection;
- the list of the Qualified Respondents invited to participate in the Request for Proposals.

5. Instructions to Respondents

5.1 Date and Place of Delivery

Submissions must be sent to or submitted at the following address:

REQUEST FOR QUALIFICATIONS
FOR A-30 PPP COMPLETION

KPMG LLP

Attention: Zyna I. Boubez, CA

600 de Maisonneuve Blvd. West

Suite 1500

Montréal, Québec H3A 0A3

The deadline for filing Submissions is January 17, 2007, at 3:00 p.m. Montréal time. Submissions received after the deadline will be returned to sender unopened.

The Respondent is responsible for ensuring that its Submission is submitted at the time and place indicated above.

Submissions sent electronically or by fax will not be accepted.

5.2 The Minister's Representative

For the purpose of ensuring uniformity of interpretation of the Request for Qualifications documents and to facilitate the exchange of information, the Minister designates the following person as his representative:

Contact: Zyna I. Boubez, CA
KPMG LLP

Address: 600 de Maisonneuve Blvd. West
Suite 1500
Montréal, Québec H3A 0A3

Facsimile: 514-840-2552

E-mail: a30mtq@kpmg.ca

All requests for information must be made in writing, by letter, e-mail or fax. The Minister's Representative is the only Person with whom potential Respondents may communicate regarding this Request for Qualifications.

Any information provided by a Person other than the Minister's Representative will not be binding on the Government or the Minister, and the Respondent must not rely on such information. Any communication with the Minister or his staff, the staff of the Ministère, the PPPQ or any other Person not authorized by the Minister could result in the Submission being rejected. The Minister reserves the right, at his sole discretion, to decide whether or not to reject a Submission under such circumstances.

5.3 Examination of Documents

A Person participating in the Request for Qualifications must ensure that it has been sent all sections of the Request for Qualifications and schedules thereto that are listed in the Table of Contents. Unless the Minister's Representative receives written notice to the contrary from the Respondent before the opening of the Submissions, it shall be assumed that it received all of the aforementioned documents.

Each Person must carefully examine the Request for Qualifications documents and is responsible to inform itself as to the purpose and requirements of this Request for Qualifications. Should the Respondent consider that there are any ambiguities, omissions or contradictions in the documents or if it has any doubts regarding their significance, it must notify the Minister's Representative thereof.

As indicated in the Undertaking Form attached hereto as Schedule 3, the Respondent acknowledges, by submitting its Submission, that it has read the documents and agrees to all of the conditions thereof.

5.4 Questions and Answers

All Persons who have questions concerning this Request for Qualifications must submit them in writing to the Minister's Representative beginning on November 8, 2006, at 9:00 a.m. Montréal time. The deadline for submitting questions is December 15, 2006, at 3:00 p.m. Montréal time.

Any questions submitted in this manner will be handled at the sole discretion of the Minister, who reserves the right to refuse to answer any of such questions. If a question or answer results in an amendment to this Request for Qualifications, the amendment will be communicated by way of an addendum posted on the electronic request for proposals system used by the Government known as the *Système électronique d'appel d'offres* (SEAO). The addendum will describe the relevant question (without revealing the identity of the Person having raised the question) and the answer supplied by the Minister. Any such addendum will complete or replace the information and requirements contained in this Request for Qualifications. Only the information provided by way of an addendum may amend the Request for Qualifications requirements.

5.5 Information Session and Site Visit

The Ministère will hold an information session and a site visit on dates to be determined. Persons who requested a copy of this Request for Qualifications will be invited to attend. During the information session, the Ministère will present the A-30 PPP Completion to the Persons who are present.

5.6 Preparation and Submission of Submissions

The Selection Committee will be responsible for evaluating and analyzing the Submissions in accordance with the criteria and weighting defined in Section 4 of this Request for Qualifications, and will make its recommendations to the Minister regarding the selection of Qualified Respondents. It is therefore essential that Respondents provide, in a precise and ordered manner, their responses to the established criteria by demonstrating, for each criterion, why they are qualified to carry out the A-30 PPP Completion.

The rules for submitting Submissions are as follows:

- with the exception of financial statements, annual reports and credit rating reports, as described in Section 3.1 of Schedule 1 and the undertaking forms of Key Individuals, which may be drafted in French or English, the Submission and related documents, if any, must be drafted in French. However, the Respondent may, at its sole discretion, submit additional information in French or in English provided that such information is not strictly necessary to respond to this Request for Qualifications, it being understood that the Selection Committee may, at its entire discretion, decide whether or not to consider this additional information;
- the Submission Outline set forth in Schedule 1 must be complied with.
- the Submission must be submitted on "8½ x 11" paper or its equivalent in the international system (A4);
- the description of each project must not be more than eight pages long;
- the document must be printed in size 12 font and be single spaced;
- the Respondent must submit its Submission in 15 signed copies, including one clearly identified original, all in a sealed package with the return label provided in Schedule 4.

Failure to comply with any of these rules will not lead to rejection of the Submission, provided the Respondent corrects such non-compliance with the rules within 72 hours of a request by the Minister's Representative and to the latter's satisfaction.

5.7 Withdrawal of Submission

A Respondent may withdraw its Submission at any time upon written notice delivered to the Minister's Representative before the time and date fixed for receiving Submissions, without inasmuch affecting its right to submit a new Submission within the prescribed time period.

5.8 Opening of Submissions

The Minister's Representative will publicly disclose, on expiration of the deadline for submitting Submissions, the names of Respondents who submitted Submissions, and she will send a copy of that list to any Respondent who so requests.

6. General Conditions

6.1 Letters of Credit, Bonds and Other Guarantees

The letters of credit required from the Qualified Respondents who are invited to participate in the Request for Proposals must be issued by a bank listed in any of Schedules I, II or III of the *Bank Act*, S.C. 1991, c. 46 or by another recognized Canadian financial institution incorporated under the laws of Canada and carrying on business in Canada. The letters of credit, their terms and conditions and the bank or recognized Canadian financial institution on which the letters of credit were drawn must be acceptable to the Minister, at his sole discretion. In addition, bonds or other guarantees delivered by the Qualified Respondents and the respective terms and conditions thereof as well as the Bank or other recognized Canadian financial institution offering such bonds or guarantees must also be acceptable to the Minister, in his sole discretion. Any bank or financial institution offering a bond must also be legally empowered to act as a surety in Québec.

6.2 Hiring of Certain Consultants or Experts by a Respondent

As of the launching of this Request for Qualifications, the Minister has retained the services of various consultants and experts to help him initiate the A-30 PPP Completion. According to the nature and terms of reference of the mandates entrusted to them or the services they are called upon to provide, such consultants and experts have been divided into three separate groups as described below.

The Respondent including its Members, Participants and Key Individuals are all bound to honour the conditions of hire and use of the consultants and experts making up each of such three groups, respectively. Any departure from such conditions could result in the disqualification of the Respondent.

Group One

No Respondent or any of its Members, Participants or Key Individuals may retain the services of the group one consultants or experts mentioned below or those of an individual who works or worked for any of such consultants or experts on tasks or assignments related to the A-30 PPP Completion (a "Group One Concerned Individual"), for the

drafting and presentation of its Submission under this Request for Qualifications or at any later stage of the selection process, up to the execution of the Partnership Agreement, nor for activities related to the A-30 PPP Completion.

- **Engineering consultants:**

Groupement CBR, which consists of CIMA+ S.E.N.C.; BPR Inc.; Roche Ltée., groupe conseil;
SM Consultants Inc.; Dessau-Soprin Inc.; the SM-Dessau-Soprin consortium; SM-Pelletier et associés;

- **Special consultants:**

VYM Consultants Inc.;
Partnerships British Columbia;
A. H. B. 2000 Inc.

- **Economic, financial and selection process consultants:**

KPMG S.R.L./S.E.N.C.R.L.;

- **Traffic and revenue consultants:**

PB Consult Inc.; Travol Inc.; Groupe HBA, experts conseils, s.e.n.c.; HBA Specto Inc.; Les Conseillers ADEC Inc./Géocom; Inro Solution Inc.;
Groupe conseil Loctrans Inc.

- **Legal advisors:**

Fraser, Milner, Casgrain S.E.N.C.R.L.

- **Fairness Auditor:**

To be named

When a Respondent or any of its Members, Participants or Key Individuals wishes to make use of the services of a consultant or expert from group one to perform tasks or assignments in connection with the A-30 PPP Completion, or a Group One Concerned Individual, it shall immediately give written notice to the Minister, who shall have thirty (30) days to indicate his refusal in writing. If the Minister fails to object within such period, he shall be deemed to have consented.

The Minister may, at his sole discretion, refuse to grant such authorization at any time until one year has elapsed from the date the Infrastructure is commissioned. Thereafter, the Minister may not refuse his consent unless he believes that the use of the services of such consultant, expert or Group One Concerned Individual for the performance of tasks or assignments related to the A-30 PPP Completion may prejudice the exercise of his rights and obligations under the Partnership Agreement, namely, in particular, with respect to any litigious matter involving the Minister or the Government pertaining to the A-30 PPP Completion or the interpretation or application of the Partnership Agreement.

Group Two

No Respondent or any of its Members, Participants or Key Individuals may retain the services of the group two consultants or experts mentioned below or those of an individual who works or worked for any of such consultants or experts on tasks or assignments related to the A-30 PPP Completion (a “**Group Two Concerned Individual**”) for the drafting and presentation of its Submission under this Request for Qualifications or at any later stage of the selection process, up to the execution of the Partnership Agreement. Such consultants, experts and Group Two Concerned Individuals may, however, participate at stages of the A-30 PPP Completion subsequent to the execution of the Partnership Agreement.

- **Engineering and laboratory consultants:**
EXCOTECH Inc.; Le Groupe conseil Lasalle Inc.; Parsons Brinckerhoff Quade & Douglas, Inc.; Paul Gauvreau, Engineer; Guy Doré; Laboratoire d’expertise de Québec Ltée (LEQ); Foramec Inc.; Groupe Qualitas Inc.;
- **Special consultants:**
Suffolk Consulting Inc.;
- **Communications consultants:**
Octane Stratégie Inc.; Richard Vigneault;

When a Respondent or any of its Members, Participants or Key Individuals wishes to make use of the services of such a consultant or expert to perform tasks or assignments in connection with the A-30 PPP Completion, or a Group Two Concerned Individual, it shall immediately give written notice to the Minister, who shall have thirty (30) days to indicate his refusal in writing. If the Minister fails to object within such period, he shall be deemed to have consented.

Until the Partnership Agreement has been executed the Minister may, at his sole discretion, refuse to grant such authorization at any time.

Group Three

No Respondent or any of its Members, Participants or Key Individuals may use the services of an individual who works or has worked in the group three consulting firms mentioned below and who has advised the Minister, the Ministère, the PPPQ, or their mandataries, representatives, advisors or experts listed in groups one and two of this Section 6.2 for the drafting of any documentation

pertaining to the Autoroute 25 Completion public-private partnership or who has had access to documents or information concerning the request for qualifications and request for proposals in connection with activities related to the Autoroute 25 Completion public-private partnership (a “**Group Three Concerned Individual**”).

- Fasken Martineau DuMoulin S.E.N.C.R.L., s.r.l.
- PricewaterhouseCoopers s.r.l./S.E.N.C.R.L.

When a Respondent or any of its Members, Participants or Key Individuals wishes to make use of the services of a Group Three Concerned Individual to perform tasks or assignments in connection with the A-30 PPP Completion, it shall immediately give written notice to the Minister, who shall have thirty (30) days to indicate his refusal in writing. If the Minister fails to object within such period, he shall be deemed to have consented.

The Minister may, at his sole discretion, refuse to grant such authorization at any time until one year has elapsed from the date the Infrastructure is commissioned. Thereafter, the Minister may not refuse his consent unless he believes that the use of the services of such Group Three Concerned Individual for the performance of tasks or assignments related to the A-30 PPP Completion may prejudice the exercise of his rights and obligations under the Partnership Agreement, namely, in particular, with respect to any litigious matter involving the Minister or the Government pertaining to the A-30 PPP Completion or the interpretation or application of the Partnership Agreement.

6.3 Communication

The Respondent and its Members, Participants and Key Individuals must abstain from communicating in connection with this Request for Qualifications and the A-30 PPP Completion with members of the Québec National Assembly, the Parliament of Canada or their staff, Government of Québec or Government of Canada civil servants or any Person associated with the A-30 PPP Completion whose services have been retained by the Government, the Minister or any other government body, in any manner whatsoever, except the Minister’s Representative designated in Section 5.2. If a Respondent or its Members, Participants, Key Individuals or their Associates breach such obligation, the Minister may, at his sole discretion, disqualify the Respondent.

6.4 Access to Information

To the extent permitted under Québec access to information legislation, such as, in particular *An Act respecting Access to documents held by public bodies and the Protection of personal information*, R.S.Q. c. A-2.1, the Minister will maintain the confidentiality of information supplied as such by the Respondents in their respective Submissions.

Each Respondent (including its Members, Participants and Key Individuals) accepts and agrees that any information contained in the Submission may be conveyed, as permitted in the consent set out in the undertaking form contained in Schedule 3 to this Request for Qualifications, to the various mandataries, representatives or experts of the Minister, the Ministère or the PPPQ, as well as to the members of their respective staffs, who may be called upon to assist any of them in connection with the Request for Qualifications process. Moreover, the Minister may convey, without the consent of the Respondent, Member, Participant or Key Individual, as the case may be, any information contained in the Submission which access to information legislation permits or requires to be conveyed to a third party without consent being obtained or requested, as the case may be, from the Respondent, or from one of its Members, Participants or Key Individuals.

Furthermore, nothing in this Request for Qualifications should or may be interpreted as in any way preventing the Minister, his mandataries, representatives, agents, experts or any member of their respective staffs from conveying any information contained in the Submission, if so required by a court or public authority having the power and jurisdiction to so order.

Any Person who submits a Submission, by virtue thereof, consents to disclosure of the following information:

- its name and whether its Submission was accepted or rejected;
- where applicable, that its Submission was accepted.

The above paragraph applies to every Member, Participant and Key Individual of a Respondent, adapted as necessary.

The Respondent (including its Members and Participants) may submit financial statements or the equivalent information described in Section 3.1 of Schedule 1 in a separate sealed envelope, clearly identified with the filing of its Submission. The Minister will maintain the confidentiality of such financial statements or equivalent information so provided by Respondents to the extent provided under *An Act respecting Access to documents held by public bodies and the Protection of personal information*, R.S.Q. c. A-2.1. Following the announcement of the Qualified Respondents invited to participate in the Request for Proposals, the financial statements supplied to the Minister by a Respondent in a sealed envelope will be put back into a sealed envelope and retained and destroyed in accordance with the Ministère's archive management procedures.

6.5 Conflicts of Interest and Exclusivity

6.5.1 Conflicts of Interest

The Respondent and its Members, Participants and members of their respective staffs or representatives and Key Individuals agree to avoid any situation that would put their personal interests in conflict with those of the Minister, the Ministère or the Governments of Québec or Canada. Should such a situation occur, the Respondent must immediately inform the Minister's Representative, and the Minister may, at his sole discretion, instruct the Respondent how to remedy the conflict of interest or disqualify the Respondent.

The Minister intends to appoint a conflict of interest arbitrator whose mandate will consist in making recommendations to the Minister pertaining to eligibility issues raised by the hiring of certain consultants or experts identified in Section 6.2 and any conflict of interest issues that may arise in connection with the Request for Qualifications. All decisions by the Minister further to a recommendation by the conflict of interest arbitrator, whether in response to an application for an advance ruling or at the request of the Minister at any stage of the Request for Qualifications, will be final and enforceable against the Persons that requested arbitration and any other party to the Request for Qualifications, including a Respondent, Member, Participant or Key Individual, their Associates, or Persons identified in Section 6.2 of this Request for Qualifications.

6.5.2 Exclusivity

Members, Participants and Key Individuals of a Respondent and their Associates must act on an exclusive basis for a Respondent and, therefore, may not be part of the team of another Respondent filing a Submission in response to this Request for Qualifications.

6.6 Lobbying and Post-Mandate Obligations

The Respondent, its Members and Participants and Key Individuals agree to comply (and to ensure that their respective staffs or representatives comply) with the requirements pertaining to lobbying and post-mandate obligations as set out in particular in the *Lobbying Transparency and Ethics Act*, R.S.Q. c. T-11.011, *An Act respecting the Ministère du Conseil exécutif*, R.S.Q. c. M-30 and in the *Lobbyists Registration Act*, R.S.C. 1985 (4th Supp.), c. 44 and their regulations.

No senator, federal member of Parliament or member of the Québec National Assembly shall be eligible to have any interest arising from this Request for Qualifications, the Request for Proposals or the Partnership Agreement, nor to any related benefit whatsoever.

Should a Respondent or any of its Members or Participants and members of their respective staffs or representatives or any of their Key Individuals breach the lobbying or post-mandate obligations with respect to this Request for Qualifications, the Minister may, at his sole discretion, disqualify the Respondent.

6.7 Collusion

Each Respondent must submit its Submission without any joint action, exchange or comparison of information or any agreement with any other Respondent, or any other employee, representative or Member or Participant of a Respondent or their Associates. Each Respondent is responsible for ensuring that it participates in this Request for Qualifications process honestly and without collusion or fraud. Should there be any collusion, the Minister may, at his sole discretion, disqualify the Respondent.

6.8 Respondents' Costs and Expenses

In the context of this Request for Qualifications, the Minister will not reimburse any costs or expenses incurred by Respondents.

6.9 Change in the Composition of a Respondent

The Respondent may not add, remove or replace a Member, Participant or Key Individual of a Respondent or make any change in the participation of any Member, Participant or Key Individual on the Respondent's team after its Submission has been filed until the announcement of the Qualified Respondents pursuant to this Request for Qualifications.

In the event that due to special circumstances, a Qualified Respondent wishes to add, remove or replace a Member, Participant or Key Individual or make any change in the participation of any Member, Participant or Key Individual, such Qualified Respondent shall submit the change to the Minister's Representative in writing, explaining the nature and reasons for such change.

Where the Person intended to act as Private Partner (a "specific purpose vehicle") has not been incorporated by a Respondent prior to the filing of its Submission, the Respondent must undertake to obtain the Minister's prior approval, at his sole discretion, for its incorporation and use, and must provide the Minister with all appropriate information in that regard. The Respondent and its Members must guarantee that such Person will comply with the terms of this Request for Qualifications and, where applicable, the Request for Proposals, including as regards the obligations contained in the undertaking form in Schedule 3. The Respondent may thus include such specific purpose vehicle as part of the selection process or the Partnership Agreement.

All proposed changes will be subject to the examination and approval of the Minister, at his sole discretion. Any change that violates the provisions of this section may result in the disqualification of the Qualified Respondent.

6.10 Minister's Rights

The Minister has full power to conduct any independent verification of information pertaining to a Respondent and to obtain any additional information about the Respondent.

This Request for Qualifications does not constitute, either directly or indirectly, an offer to enter into a government contract and does not oblige the Minister to award such a contract to any party whatsoever. The Minister may cancel or amend this Request for Qualifications at any time, at his sole discretion.

The Minister reserves the right, and the full power, to amend the dates, schedules, limits and scope of the A-30 PPP Completion, to reject any or all Submissions, to cancel this Request for Qualifications or the A-30 PPP Completion, to issue a new Request for Qualifications for the A-30 PPP Completion, to amend the selection process or decide that it will not issue the Request for Proposals, without incurring his liability or that of the Government in respect of any costs or damages incurred by any Respondent, including its Members, Participants and Key Individuals.

The Minister reserves the right, and the full power, to exclude or authorize the correction of any irregularity he considers minor appearing in any Submission, and to verify or request clarifications or supplementary information respecting any Submission.

The Minister reserves the right to disqualify any Submission which, in his opinion, at his sole discretion, contains false or misleading information.

No recourse or legal action may be taken against the Government, the Minister, the Ministère or their mandataries, representatives, advisors and experts for any reason whatsoever relating to any exercise of their rights and powers described in this Request for Qualifications, including those mentioned in this Section 6.10.

6.11 Minister's Liability Regarding Accuracy of Information

The Minister and the Government, as well as the organizations, companies and Persons listed in Section 6.2 disclaim any responsibility and provide no warranty as to the accuracy, pertinence or completeness of information emanating from a third Person, the Minister or the Ministère that is provided to a Respondent regarding this Request for Qualifications. Persons interested in participating in the Request for Qualifications should only consider the information referred to in this document.

6.12 No Recourse

No recourse or legal action may be taken against the Government, the Minister or their mandataries, representatives, advisors and experts for any reason whatsoever that may arise from the preparation, submission or receipt of a Submission, or from the Respondent selection process.

6.13 Ownership of Documents

All Submissions submitted by Respondents, and all documents enclosed therewith, will become the exclusive property of the Minister, without any compensation of the Respondents, Members, Participants or Key Individuals by the Minister.

6.14 Official Version of the Request for Qualifications

Only the French version of the Request for Qualifications is official and has legal effect.

6.15 Official Language

Under Section 21 of the *Charter of the French language*, R.S.Q. c. C-11, contracts entered into by the Government, its departments and bodies must be drafted in the official language, namely French. Furthermore, it shall be mandatory that any communications or notices arising from the exercise of a right or obligation under the Partnership Agreement be in writing and in French.

6.16 English Versions of Documents

English versions of the Request for Qualifications and Request for Proposals (including the draft Partnership Agreement and the technical requirements) will be made available, but solely for information purposes.



Schedules

Schedule 1

Submission Outline

Schedule 2

Description of Main Technical Characteristics of the A-30 Completion

Schedule 3

Undertaking Form

Schedule 4

Return Label



Schedules 1

Submission Outline



Schedule 1

Submission Outline

Submissions must adhere to the Submission Outline set forth in this Schedule and follow the indicated order and numbering.

In its Submission, the Respondent must present only information that pertains to its organization and its own experience, plus information respecting its Members, Participants and Key Individuals.

Only information pertaining to the Respondent, and those of its Members, Participants and Key Individuals that have signed the undertaking form contained in Schedule 3 will be considered.

1. Introduction

The Respondent must present its Submission by inserting its undertaking forms (Schedule 3) in the first pages. Every Respondent, Member, Participant and Key Individual must deliver an undertaking form duly signed by them or by their duly authorized representative.

The Respondent will then provide details with respect to the main features of its Submission, and then present, where applicable, the Members, Participants and Key Individuals involved, giving a precise description of their contribution to the A-30 PPP Completion. If the Respondent designates a Person as a Participant due to the special expertise it may be able to provide for purposes of the A-30 PPP Completion, it shall do so specifically, indicating the nature of such special expertise.

The objective of the evaluation is to assess ability and experience in designing, building, financing, operating, maintaining and rehabilitating projects comparable to the A-30 PPP Completion. The Selection Committee will identify the Respondents that it deems to be the most capable of carrying out the A-30 PPP Completion. Submissions will be evaluated from both a technical and financial point of view, based on the criteria set out in Section 4 of the Request for Qualifications.

The Respondent must specify which of the Respondent, its Members, Participants and Key Individuals have the expertise, experience and ability required in respect of each evaluation criterion.

The Respondent must demonstrate, clearly and specifically, that it satisfies each of the requirements set out in the Request for Qualifications.

The Selection Committee will evaluate the extent to which each Submission meets the requirements of this Request for Qualifications and will also evaluate the Submission based on the information it contains, the additional information received further to requests for clarification from the Minister's Representative, verifications made by the Minister and additional information obtained by him.

Only such information as is contained in the Submission, as supplemented by clarifications submitted by the Respondent at the request of the Minister's Representative, or information gathered by the Minister from his own verifications or obtained as additional information shall be taken into account for the evaluation by the Selection Committee.

2. Presentation of the Respondent

2.1 Description of the Respondent

A description of the Respondent must be provided, including a description of all of its Members and Participants and of the nature of their legal relationship. The following must also be provided:

- a general introduction to the Respondent;
- identification of the Respondent's jurisdiction of incorporation;
- the location of the Respondent's principal place of business;
- identification of the Respondent's sectors of activity.

The Respondent must also present this information for each of its Members and Participants. It must also submit the agreement or memorandum of understanding establishing, where applicable, the Consortium as well as the percentage of each Member's interest.

2.2 Roles and Responsibilities of Members and Participants

Describe the respective roles and responsibilities of the Respondent and its Members and Participants and provide an organizational chart showing the relationships among them.

2.3 Roles and Responsibilities of Key Individuals

Describe the roles and responsibilities to be assumed by the Respondent's Key Individuals by preparing one or more organizational project charts describing the organization of the A-30 PPP Completion in its various phases. The Respondent's Key Individuals must be able to adequately express themselves in French or English. Other members of the Respondent's personnel may also be presented if deemed advisable, in order to demonstrate the required experience. Some roles may also be combined.

However, the Selection Committee shall only be required to evaluate, and will only evaluate, the Persons the Respondent designates by name as being one of the Key Individuals.

The curriculum vitæ of the Key Individuals must be presented as set out in Section 5 of this Schedule.

2.4 Majority Interests

Indicate the Persons that hold a substantial or majority interest in the Respondent or, as the case may be, in the eventual Private Partner and each of the Respondent's Members or Participants.

For the purposes of this Section 2.4, substantial interest means a Person that either:

- a) owns or controls 10% or more of the voting securities of the Respondent or, as the case may be, of the eventual Private Partner or of a Respondent's Member or Participant; or
- b) is able to affect materially the control of the Respondent or, as the case may be, of the eventual Private Partner or of a Respondent's Member or Participant, whether acting alone or by acting in concert with others.

2.5 Prior Joint Projects

Briefly describe the prior joint projects between the Respondent, its Members and Participants (business relations), on the one hand, and between the Key Individuals (individual relations), on the other.

2.6 Identification of a Representative of the Respondent

Provide the name and contact information of the representative of the Respondent with whom the Ministère must communicate for any request, question or clarification. The contact information must include an office telephone number, cell phone number, fax number, e-mail address and mailing address.

3. Financial Capacity

The Respondent must explicitly prove and demonstrate that it has the financial capacity and adequate resources to see the A-30 PPP Completion through to term, based on the criteria set out in Sections 3.1, 3.2 and 3.3 of this Schedule 1.

3.1 Financial Stability

The stability of the Respondent's financial situation will be assessed based on the information supplied in the Submission, in particular as to profitability, indebtedness, investment capacity, evolution of financial situation, financial obligations and credit rating, if any.

All of the required financial documentation that accompanies the Submission must be properly identified as to the Respondent, Members and Participants, as the case may be.

The Respondent must provide the following information for itself and each of its Members and Participants:

- if available, the audited annual financial statements for the last five fiscal years or, in their absence, unaudited statements, and copies of the quarterly financial statements for each quarter since the last annual financial statement produced or, in their absence, the equivalent financial information;
- annual reports, including management's discussion and analysis, if any, or other comparable information if the annual reports or management's discussion and analysis are unavailable;
- information pertaining to financial demands for current projects and order book commitments, including their timetables, capital value and the financial participation;
- confirmation of the absence of any material financial information not disclosed in information already provided (provide all off-balance sheet financial obligations), signed by the relevant Person's chief financial officer or comptroller, or by a director, agent or employee of the Person authorized to sign such confirmation;
- confirmation of the absence of any material adverse change not disclosed in information already provided, signed by the relevant Person's director or comptroller, or by a director, representative or employee of the Person authorized to sign such confirmation;

- for Persons that have debt rated by a credit rating agency, a copy of the most recent rating report (including all credit warnings issued since publication of the report) from each credit rating agency evaluating the relevant Person's indebtedness, or a confirmation of the absence of any such information;
- any other pertinent information.

3.2 Evidence of Ability to Obtain Insurance

The Respondent and its Members and Participants must provide evidence that they are able to obtain the appropriate insurance coverage for a project valued at no less than one billion dollars needed to protect themselves as well as the Government, the Minister, the Ministère, and their representatives, employees, mandataries, experts and consultants, successors and assigns, and evidence that they can obtain comprehensive all risks property insurance, full civil liability insurance with respect to the A-30 PPP Completion and any other insurance that would normally be obtained by a prudent respondent involved in a project similar in scope to that of the A-30 PPP Completion, notably with respect to professional liability and civil liability for environmental damage. This evidence may take on the form of a letter of intent obtained from an insurer or insurance broker, in either case holding a licence, certificate or other authorization for purposes of conducting such business in Québec.

3.3 Evidence of Ability to Secure Guarantees (Performance Bonds or Letters of Credit)

The Respondent and its Members and Participants must provide evidence, by way of a letter of confirmation from the appropriate financial institutions, of their ability to obtain, in accordance with the requirements provided under Section 6.1 of the Request for Qualifications, appropriate performance and labour, material and services guarantees (bond or letter of credit) for the A-30 PPP Completion totalling at least two hundred and fifty (250) million dollars (Canadian). The said amount should not be construed as representing the estimated cost of the A-30 PPP Completion nor as the exact amount of the guarantees that may be required under the Partnership Agreement or any ancillary agreements.

Such guarantees for performance and for labour, material and services may be in the form of either:

- a bond for at least two hundred and fifty (250) million dollars;
- an irrevocable letter of credit for at least one hundred (100) million dollars;
- a combination of a bond and an irrevocable letter of credit, provided the total amount comes to at least two hundred and fifty (250) million dollars. In the event of such a combination, the equivalence factors shall be one (1) for the bond and five (5) for the letter of credit. For instance, a bond for one hundred and fifty (150) million dollars combined with an irrevocable letter of credit for twenty (20) million dollars shall be acceptable, as would a bond for one hundred (100) million dollars combined with an irrevocable letter of credit for thirty (30) million dollars.

4. Infrastructure Development Capability

The Respondent must explicitly prove and demonstrate, by way of the projects already carried out by itself, its Members or Participants, that it has sufficient resources and technical skills to bring the A-30 PPP Completion to fruition.

4.1 Ability in the Design and Construction of Major engineering structures (20 points)

The Respondent must provide a description of four projects (two major bridge projects and two highway projects comprising civil engineering works) in which it displayed its design and construction expertise. The projects must comprise major engineering structures comparable to those forming part of the A-30 PPP Completion in terms of their scope, complexity, content and operating schedule in order for the experience to be deemed pertinent for the needs hereof.

The Respondent, by choosing two major bridge projects, must explicitly demonstrate its expertise in the design and construction of engineering structures, being mindful that the A-30 PPP Completion includes:

- bridges 2 to 3 km long, with at least one main span in the range of 150 metres.

The Respondent, by choosing two highway projects comprising civil engineering works, must explicitly demonstrate its expertise in the design and construction of engineering structures, being mindful that the A-30 PPP Completion also includes:

- a short tunnel less than 100 metres long under the Soulanges Canal, in a difficult and complex geotechnical environment;
- river-crossing bridges in the range of 100 metres long, river-crossing bridges with multiple spans, complex interchange structures, overpasses and other civil engineering works.

For the four projects, in demonstrating its expertise, the Respondent should highlight:

- its experience integrating construction requirements into the design;
- the materials and methods used;
- the type of structures, foundations and decks, and protective measures for major works;
- the climate conditions under which the work was done, in order to evaluate the Respondent's ability to design and build durable works in a northern climate comparable to Québec's;
- any innovative features;
- any prizes or acknowledgments.

The Respondent's expertise should be demonstrable through its recent projects. The examples given should also demonstrate that the Respondent's design and construction methods took into account:

- aesthetics;
- environmental integration; and
- durability and long-term maintenance in its design and construction methods.

The Respondent should identify who (either the Respondent or one of its Members or Participants) will be responsible for design and construction for purposes of the A-30 PPP Completion. The four projects presented must have been carried out by the Respondent or its Members or Participants.

4.2 Ability in the Design and Construction of Highways (15 points)

The Respondent must provide a description of three highway projects to demonstrate its ability in the design and construction of highways. The projects should be comparable to the A-30 PPP Completion in terms of their scope, complexity, highway content and operating schedule in order for the experience to be deemed pertinent for the needs hereof.

The Respondent should provide an explicit demonstration of its expertise in the design and construction of highways.

The expertise demonstrated should, in particular, cover the following:

- design and construction of highways in both rural and urban settings;
- design and construction of embankments and foundations on sensitive soil with low load-bearing capacity;
- design and construction of related works required for a highway project comparable to the one included in the A-30 PPP Completion (road drainage, culverts, walls, electrical service, signage);
- design and construction of interchanges on sensitive soil with low load-bearing capacity (complexity comparable to those included in the A-30 PPP Completion and traffic maintenance);
- experience integrating construction requirements into the design;
- experience integrating operating and maintenance requirements into the design;
- the type of climatic conditions construction was carried out in, so as to evaluate the Respondent's ability to design and build durable highways in a northern climate comparable to Québec's;
- innovative features, if any;
- prizes and acknowledgments, if any.

The Respondent should identify who (either the Respondent or one of its Members or Participants), will be responsible for highway design and construction for purposes of the A-30 PPP Completion. The three projects presented must have been carried out by the Respondent or its Members or Participants.

4.3 Ability in the Operation, Maintenance and Rehabilitation of Roads and Bridges and Ability in the Design, Construction, Implementation, Operation and Maintenance of Electronic Toll Systems (20 points)

The Respondent must provide a description of three projects, one for a highway, one for a major bridge (span in the range of 150 metres) and one involving an electronic toll system.

The projects should demonstrate its ability in the operation, maintenance and rehabilitation of highway projects, and its ability in the design, construction, implementation, operation and maintenance of electronic toll systems, in a context closely resembling a PPP. The projects should be comparable to the A-30 PPP Completion in terms of their scope, complexity and content in order for the experience to be deemed pertinent for the needs hereof.

The expertise demonstrated should cover, in particular, the following:

- operation on a long-term basis of highway projects comprising major engineering structures covering the overall management of the services required for the safe functioning of a highway (infrastructure management, traffic management, user support, inspections and inventories, records and winter/summer operations plans for roads and civil engineering works, etc.) in rural and urban settings;
- daily and periodic maintenance of highway projects comprising major engineering structures and all products and services required for the safe functioning of a highway (winter and summer maintenance of roads, structures, etc.);
- rehabilitation of major highway components, including major roads and major engineering structures (e.g., monitoring program for the main performance criteria of the components of the highway and civil engineering works, mid- and long-term response plans and analyses, response strategies, rehabilitation strategies with a view to the hand over of the works, etc.).

In addition, the expertise demonstrated should also cover the following:

- design, implementation and operation of a fully electronic “open road” toll system (comparable to the one briefly described in Schedule 2 of this Request for Qualifications. As regards the electronic toll system for the A-30 PPP Completion, the specific technical and administrative criteria will be provided to Qualified Respondents at the Request for Proposals stage.

In its presentation of the projects, the Respondent may also highlight the following:

- any innovative operating, maintenance and rehabilitation concepts, or any innovative features introduced;
- any prizes and acknowledgments.

The Respondent should identify who amongst either the Respondent or one of its Members or Participants will be responsible for the operation, maintenance and rehabilitation of roads and bridges, and for the design, construction, implementation, operation and maintenance of the electronic toll system.

4.4 Ability in Project Management (10 points)

The Respondent must provide a description of three projects in which it demonstrated its expertise in the management of major projects, aside from its expertise in quality control and environmental management, which are included in other expertise categories under this Request for Qualifications. The said projects must be comparable to the A-30 PPP Completion in terms of their scope, content and complexity.

The Respondent should also provide a text no more than eight pages long which describes the project management systems applied in projects similar in scope to the A-30 PPP Completion and include a presentation of the results, reports, systems and functionalities.

The Respondent should explicitly demonstrate its expertise by highlighting:

- the management of major projects encompassing all of the responsibilities borne under a PPP approach as it applies to the various phases of the project, namely, design, construction, commissioning, operation, maintenance and rehabilitation;

- the project approach taken in each case (construction, design/construction, design/construction/operation, etc.);
- the contextual and technical complexity;
- its expertise and ability in terms of setting up a complete integrated project management system covering major project management responsibilities, i.e., cost control, scheduling, procurement, risks and changes, human resources, documentation and internal and external communications;
- its expertise and ability in designing and implementing communications plans (internal or external communications, interfaces with the local residents along the road, creation of websites, call centres, etc.) applicable to not only the design and construction phases but also to the operating, maintenance and rehabilitation phases, including its ability to react under extraordinary circumstances, such as a major emergency.

The cohesiveness of the Respondent’s team will be an asset, namely its experience working as a group, the complementary nature of the members and their past accomplishments.

The Respondent should identify who (either the Respondent or one of its Members or Participants), will be responsible for project management for purposes of the A-30 PPP Completion. The three projects presented must have been carried out by the Respondent or its Members or Participants. In addition, the three projects should demonstrate to what extent the proposed management systems may apply to the A-30 PPP Completion and explain their effectiveness based on the results obtained.

4.5 Ability in Environmental Management (10 points)

The Respondent must demonstrate its ability in environmental management and monitoring during each of the design, construction, commissioning, operation and rehabilitation phases. Such projects (maximum of three) must be relevant, in terms of scope and complexity, particularly in terms of the environmental impact and issues surrounding the A-30 PPP Completion.

The expertise demonstrated should relate, in particular, to the following:

- the description of environmental management and monitoring systems that it has implemented based on ISO 14000 standards, with proof of the efficient use of such systems;

- knowledge of the procedures of the Governments of Canada and Québec as they relate to environmental requirements and permits;
- knowledge of environmental issues, such as: protection of fish habitat and corresponding remedial measures, protection of archaeological sites, noise abatement measures, protection of wetlands, protection of threatened species, protection and redevelopment of watercourses, protection of the environment during the construction period, etc.;
- the implementation of requirements arising under the permits and from the application of the environmental laws, regulations and orders relating to the A-30 PPP Completion;
- environmental monitoring as such, protection of the environment and archaeological assets.

The Respondent should identify who (either the Respondent or one of its Members or Participants) will be responsible for environmental management for purposes of the A-30 PPP Completion. The three projects presented must have been carried out by the Respondent or its Members or Participants.

4.6 Ability in the Area of Quality Control (10 points)

The Respondent must provide a description of two projects (one for a major bridge with a main span in the range of 150 metres, and one highway project) to demonstrate its expertise in quality management, including, inter alia, the implementation, enforcement and monitoring of quality control programs that meet ISO 9001-2000 standards. The projects should be comparable to the A-30 PPP Completion in terms of their scope, content and complexity.

The Respondent should provide an explicit demonstration of its quality management expertise, highlighting, in particular, the following:

- a description of its quality control systems and how they are implemented;
- quality control and quality assurance on projects that include major bridges and highway projects (quality program and manual, quality plans, etc.);

- interfacing with an independent engineer and with the client's quality audit systems;
- identification of the processes used to implement, follow up and ensure continued improvement of processes and results.

The Respondent should identify who (either the Respondent or one of its Members or Participants) will be responsible for quality management for purposes of the A-30 PPP Completion. The two projects presented must have been carried out by the Respondent or its Members or Participants.

The Respondent should be mindful that the future Private Partner must undertake to implement and obtain certification for its quality assurance program as it specifically relates to the A-30 PPP Completion under ISO 9001-2000 within a reasonable period of time (under one year) from the date of execution of the Partnership Agreement.

4.7 Project Financing Expertise (20 points)

The Respondent should demonstrate that it has experience in arranging financing and putting it in place on projects that are comparable in nature and scope. The Respondent must indicate who amongst either the Respondent or one of its Members or Participants will be responsible for structuring and putting in place the financing for the A-30 PPP Completion. The projects presented (three at the most) must have been carried out by the Respondent or its Members or Participants. Only projects that have successfully passed the financial closing stage will be considered.

For each project listed, a brief description of the project, the total project cost, the commercial structure, the financing structure, the types of financial instruments used, the terms and conditions of the financing and the financial institutions involved should be mentioned. The institution that participated in the financing of the projects described need not be an integral part of the Respondent's team. The Respondent must be able to show that it was able to arrange the requisite financing.

5. Curriculum Vitæ of Key Individuals

The Respondent must provide, for evaluation purposes, the curriculum vitæ of all Key Individuals whom it intends to entrust with major responsibilities associated with the A-30 PPP Completion. Such curriculum vitæ should be no more than five pages long. Key Individuals, including any Key Individual who is not an employee of the Respondent or of one of its Members or Participants, must personally sign the undertaking form contained in Schedule 3 or have it signed by their duly authorized representative in order to be considered for evaluation.

The curriculum vitæ must demonstrate that each Key Individual has professional experience in all or some of the functional competencies listed in the relevant sections above and any other functional competency needed to carry out projects of a nature and scope similar to the A-30 PPP Completion. Each Key Individual's curriculum vitæ should include the following:

- identity of their current employer;
- number of years of experience in the transportation infrastructure industry, and the positions held;
- number of years of experience in the role proposed for the A-30 PPP Completion;
- the role played and responsibilities assumed in each project presented;
- experience in carrying out multi-phase projects, such as design, construction, operations, maintenance and rehabilitation;
- sound knowledge of the standards that apply in Québec and Canada;
- at least three references from clients who can confirm the quality of relevant accomplishments in previous projects.

By executing an Undertaking Form, the Respondent certifies the availability of each Key Individual for the A-30 PPP Completion.

6. Uniform Presentation of Projects

For each project presented, the Respondent will provide a description of no more than eight pages per project. A single project may be presented more than once to explicitly illustrate different skills. Information on each project must include:

- the name and location of the project, and the name of the client;
- a brief description of the project, including the responsibilities assumed and the approach taken (EPCM, PPP, Design/Build, etc.);
- names of the Respondent or its Members or Participants that participated in carrying out the project, as well as their roles, responsibilities and percentage of participation;
- a photo (no more than ¼ page) depicting the physical scale of the project;
- the planned and actual schedules for the project;
- a detailed description showing, clearly and explicitly, the expertise required for the A-30 PPP Completion;
- the name, title, role and responsibilities in such project of the Key Individuals presented by the Respondent for the A-30 PPP Completion;
- the initial budget and final cost of the project, and reasons for any cost discrepancies;
- litigation and claims, settled or pending, involving the Respondent, its Members or Participants;
- at the very least, the name of an individual (who cannot be one of the Respondent's or any of the Respondent's Members' or Participants' Associates, nor one of its Key Individuals) who played a material role in the project (name, position, organization, current address, telephone number, fax number and e-mail address). The Minister must be able to consult each reference without an intermediary, and up-to-date contact information for such individual must be supplied;
- the Respondent may add any information it finds pertinent. Such additional information should be set out in a schedule in order to keep the size of the basic document to a minimum. However, the Minister reserves the right not to consider such information. The Respondent should append all documentation required by the Request for Qualifications documents not expressly indicated in this submission outline, including the undertaking forms in Schedule 3.



Schedules 2

Description of Main Technical
Characteristics of the A-30
Completion

Schedule 2

Description of Main Technical Characteristics of the A-30 Completion

The A-30 Completion, from the junction of Autoroutes 20 and 540 in Vaudreuil-Dorion up to the Jean-Leman interchange located east of Autoroute 15 in the municipality of Candiac, encompasses work that will be carried out using a PPP approach, and work that will be carried out using a Conventional Approach, as set out in this Request for Qualifications.

A physical design that produces the desired results as closely as possible while minimizing costs of construction was studied in greater detail and utilized for purposes of the environmental approval processes. The physical design of the A-30 PPP Completion to be proposed by the Qualified Respondents at the Request for Proposals stage may depart from the physical design developed by the Ministère, but must respect its requirements, including the environmental requirements, the overall results expected, good industry practices, the standards and requirements pertaining to the design, construction, maintenance and rehabilitation of the infrastructure, and the other standards and requirements described in the Request for Proposals.

The A-30 Completion is divided into three separate portions: the Western Portion (Sections 1 and 2) which is the subject of the A-30 PPP Completion, the Central Portion (Section 3) and the Eastern Portion (Section 4) (see map on page 8 of the Request for Qualifications).

The **Western Portion (Sections 1 and 2)** of the A-30 Completion covers a total distance of approximately 42 km (distance from one interchange to the other excluding connections) and it is subdivided into several sections shown on sketches "CRI-A" and "CRI-B". This portion comprises physical elements, for instance, expressways, overpasses and major bridges, access ramps to express lanes, service lanes and changes to municipal networks. A detailed description of the elements contained in Sections 1 and 2 is set out on the following pages.

The **Central Portion (Section 3)** will serve as a link between the Western and Eastern Portions of the A-30 Completion. It consists of the existing stretch of Autoroute 30, put into service in 1992, located between the municipalities of Châteauguay and Sainte-Catherine. This section is approximately 12 km long, of which approximately 9 km are between the junction of Autoroute 30 and Route 138 in Châteauguay and the new interchange between A30 (existing) and A30 (projected) south of Saint-Constant. This section will need to be rehabilitated before the entire A-30 Completion is commissioned.

The **Eastern Portion (Section 4)** is approximately 12 km long and extends from the existing Autoroute 30 in Saint-Constant up to where the projected Autoroute 30 will merge with the existing Autoroute 30, just east of the Jean-Leman interchange in Candiac. It is subdivided into two separate sections which the Ministère is currently building using a Conventional Approach, namely:

- Section 4A, approximately 8.8 km long, from the existing Autoroute 30 in Saint-Constant to the junction with Autoroute 15 in Candiac;
- Section 4B, approximately 3.4 km long, from Autoroute 15 to a point located east of the Jean-Leman interchange in Candiac.

For all three portions described above, the distances referred to are approximate. They correspond to the distances measured from the centre of the road, without taking into account curb lanes, service lanes, connecting roads, tunnels, side roads, bicycle paths, connections to existing networks, etc. In addition, the secondary civil engineering structures and other highway engineering structures to be built are not specifically mentioned, but are part of the A-30 Completion. A more precise description of the main technical characteristics of the A-30 Completion is set forth below, and the design documents prepared by the Ministère will be available at the Request for Proposals stage.

Description of Main Components of the Western Portion (Sections 1 and 2)

This portion includes, in particular, the related elements described below:

- drainage infrastructure, including culverts, ditches, foundation drains, curb drainage, installation of outlets, manholes and drainage wells, etc.;
- lighting, including wall fixtures, single and double light standards, high-mast lighting, electrical supply, etc.;
- cameras and detector loops, etc.;
- a windbreak of greenery planted on the western side of Section 1;
- vertical signage, lateral signage (small signage), variable-message signs, road markings, traffic lights, etc.;
- approach noses, inertial barriers, guardrails and end barriers, etc.;
- landscaping (fencing, seeding, sodding, landscaping, etc.);
- environmental safeguards (sound barriers and berms, remedial measures for loss of habitat, sedimentation basins if necessary, etc.);
- demolition and dismantling, and all other work or equipment required as part of the A-30 PPP Completion which the Ministère would be required to perform or provide had it designed and carried out the A-30 PPP Completion itself;
- an electronic toll system and related works to serve the clientele;
- a maintenance centre for emergency equipment, administration offices and a point of access for the clientele (users, municipalities and other stakeholders) in close proximity to the Infrastructure contemplated by the A-30 PPP Completion.

From west to east, as depicted on sketch CRI-A, Section 1, approximately 9 km long, links the junction of Autoroutes 540 and 20 located in Vaudreuil-Soulanges

to the Municipality of Salaberry-de-Valleyfield (St-Timothée sector), crossing under the Soulanges Canal and over the St. Lawrence River. In addition to the related elements mentioned above, it includes the following major physical components:

- the A20 / A540 / A30 interchange, including the connections to the express lanes, the overpasses; the access ramps; and the rerouting of Chemin Chicoiné;
- the Autoroute 30 expressways, including two lanes in each direction, between the A20 / A540 / A30 interchange and the bridge over the St. Lawrence River;
- the bridge over Chambery Creek, including a single span of about 35 metres, the straightening of two meanders in the watercourse and the rerouting of an agricultural lane;
- the A30 / Rte 338 interchange, comprising connections to the express lanes, four ramps to/from Route 338 and the rehabilitation of a portion of both lanes of Route 338 so the interchange ramps can be connected;
- the tunnel under the Soulanges Canal, approximately 72 metres long with two lanes in each direction;
- an overpass at Chemin du Fleuve over Autoroute 30;
- relocation of a section of Chemin du Fleuve approximately 700 metres long (one lane in each direction);
- a bridge over the St. Lawrence River close to 1,860 metres long and about 30 metres wide. This bridge across the St. Lawrence River will have four traffic lanes and noise barriers at the southern end.

Section 2, located between Route 201 and the existing Autoroute 30 in Châteauguay, is subdivided into two sections:

- Section 2A, depicted on sketches CRI-A and CRI-B, linking the future A30/ A530 interchange to the existing Autoroute 30 in Châteauguay. It covers a total distance of approximately 26 km. In addition to the related elements mentioned above, it includes the following major physical components:
 - the A30 / A530 interchange, including connections to the express lanes, overpasses and all connecting works;

- the Autoroute 30 expressways, including two lanes in each direction, between the A30 / A530 interchange and the existing Autoroute 30 in Châteauguay;
 - an overpass at Montée Pilon crossing Autoroute 30 and the rehabilitation of the related sections of Chemin de l'Aqueduc, Chemin du Canal East and Montée Pilon (all of which have one lane in each direction);
 - an overpass at Chemin du Canal East crossing Autoroute 30, including the rehabilitation of the adjacent road sections;
 - the bridge over the Beauharnois Canal, approximately 2,550 metres long. This bridge across the Beauharnois Canal and the Seaway will have six traffic lanes, including one traffic lane for heavy trucks. Facilities will have to be built in accordance with requirements necessitated by the Seaway and the Beauharnois Canal, which present certain operational and safety constraints;
 - the A30 / Rte 236 interchange, including connections to the express lanes, the construction of a portion of Route 236 (from the interchange to Chemin Saint-Louis); four access ramps; Route 236 overpass over Autoroute 30;
 - the Route 236 bridge over the Saint-Louis river;
 - two bridges across the Saint-Louis river, one for each direction of Autoroute 30;
 - an overpass at Chemin Saint-Louis across the four express lanes of Autoroute 30, including the rehabilitation of Chemin Saint-Louis;
 - an overpass for a bicycle path over the four express lanes of Autoroute 30;
 - the A30 / Chemin de la Beauce (Route 205) interchange, including connections to the express lanes, four access ramps, an overpass at Chemin de la Beauce across Autoroute 30, partial rehabilitation of Chemin de la Beauce for connection of ramps and overpass;
 - a crossing over Saint-Zéphirin Creek;
 - the A30 / Montée Bellevue crossing, including an overpass at Montée Bellevue across Autoroute 30, with no access ramps, and the rehabilitation of Montée Bellevue;
 - the A30 / Chemin de la Haute-Rivière interchange, including connections to the express lanes, the rehabilitation of Chemin de la Haute-Rivière up to René-Lévesque Boulevard (Route 132), also including the redevelopment of the Dorais Street intersection and the rehabilitation of a portion of Allard Street, and four access ramps. The Chemin de la Haute-Rivière overpass across Autoroute 30 may be built using a Conventional Approach;
 - the bridge over the Châteauguay River, approximately 220 metres long. This bridge across the Châteauguay River will have four traffic lanes and an acceleration lane;
 - the A30 / Saint-Joseph and Saint-Jean-Baptiste Boulevards interchange, including connections to the express lanes, four access ramps; north and south service lanes; two overpasses crossing Autoroute 30; isolated rehabilitation of René-Lévesque Boulevard (Route 132), Beauchemin Street, Beaupré Street, Saint-Joseph Boulevard and Saint-Jean-Baptiste Boulevard.
- Section 2B, depicted on sketch CRI-A, beginning west of Route 201 and ending at the future A30 / A530 interchange.
Part of this section includes the existing Autoroute 30 and a two-lane road of less than five kilometres long which will be renamed Autoroute 530. In addition to the related elements mentioned above, it includes the following major physical components:
 - the Autoroute 530 expressways, which include two lanes in each direction, between the A30 / A530 interchange and the A530 / Rte 201 interchange, including the western connection;
 - the A530 / PIE-XII Boulevard interchange, including connections to the express lanes, the rehabilitation of PIE-XII Boulevard and Chemin du Canal West, four access ramps; two Autoroute 530 overpasses over PIE-XII Boulevard;
 - the A530 / Rte 201 interchange, including connections to the express lanes, Route 201 overpass across Autoroute 530, four access ramps and the rerouting of Chemin du Canal West;
 - a portion of the south access road (Canal West) from the A530 / PIE-XII Boulevard interchange to the A530 / A30 interchange.

Description of Main Components of the Already-Built Central Portion (Section 3)

Section 3 of Autoroute 30 was built based on a rural highway concept with two lanes in each direction. This section starts at Saint-Jean-Baptiste Boulevard in Châteauguay (Route 132 / 138) and ends 12 km to the east, at the junction with Route 132 in Sainte-Catherine. In addition to the related elements mentioned above, it includes the following major physical components:

- the existing Autoroute 30 expressways between Châteauguay and Sainte-Catherine;
- the Industriel Boulevard interchange in Châteauguay;
- the agricultural overpass;
- the Route 207 interchange;
- the future interchange with Section 4 of Autoroute 30 to be built;
- the Montée Saint-Régis interchange;
- the overpass over the CP railroad tracks;
- the T-intersection with Route 132, which will be equipped with traffic lights.

Description of Main Components of the Eastern Portion (Sections 4A and 4B)

Sections 4A and 4B, which will be built by the Ministère, represent a total stretch of approximately 12.2 km and they link Section 3 of the existing Autoroute 30 (Central Portion) with the existing Autoroute 30 located near the Jean-Leman interchange in Candiac. Aside from the related elements mentioned above, Section 4A has no interchanges with the local network.

Section 4A consists of the following elements:

- a rural highway concept, with two lanes in each direction;
- the crossings at Rang Saint-Régis North and Rang Saint-Régis South and the abandoned CN Railway Massena subdivision;
- the crossing at Rang Saint-Pierre and then the crossing over the Saint-Pierre river;
- the embankment crossing and overpass over Montée Saline, the CP railroad, Saint-Ignace Street and the Tortue river;
- the crossing at Chemin Saint-François-Xavier;
- the A15 / A30 interchange, including redevelopment of the CP railroad overpass to enable efficient connection of the ramps of the future interchange with the existing Autoroute 15 north and south.

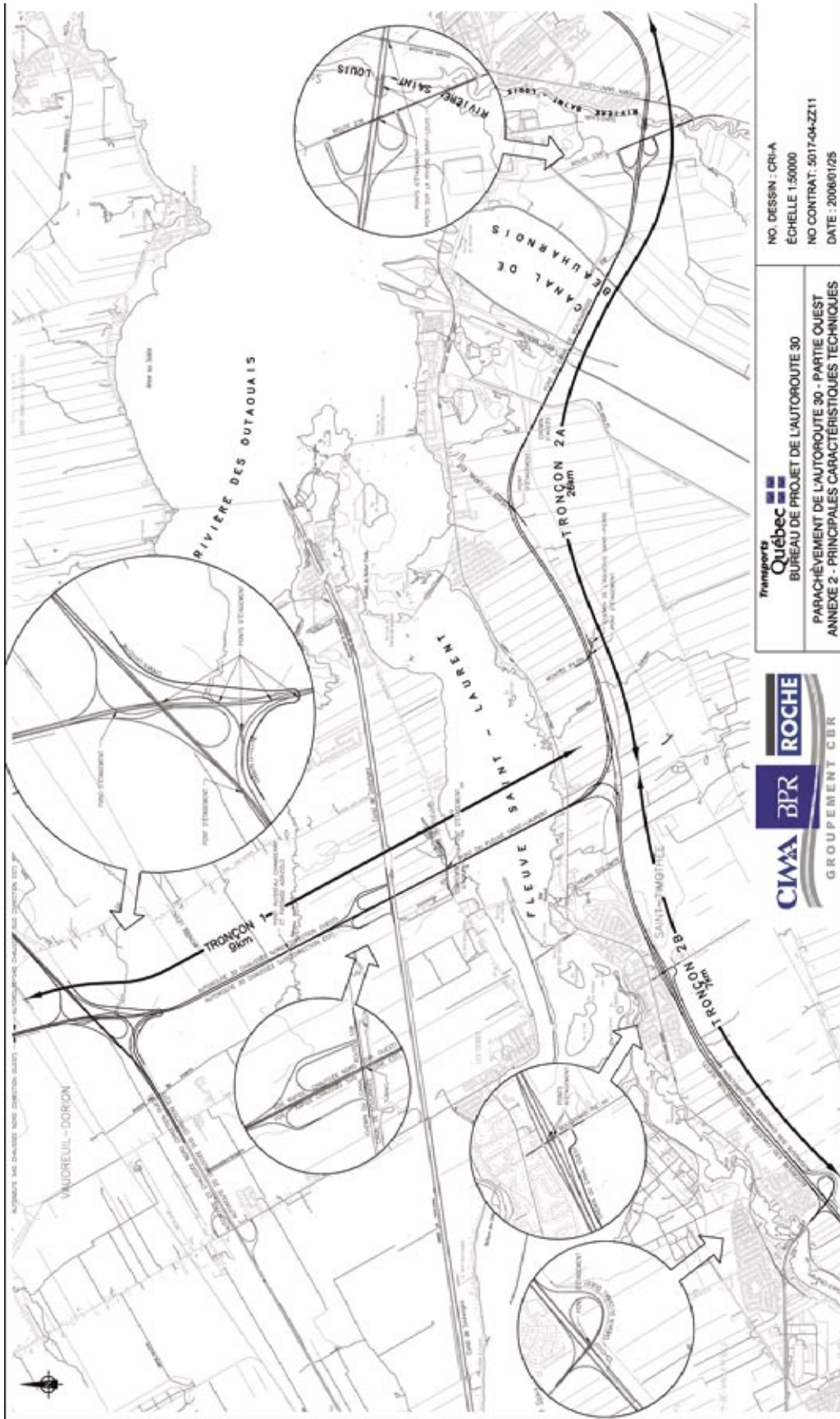
Section 4B consists of the following elements:

- a rural highway concept, with two lanes in each direction;
- the underpass beneath the CP railroad tracks, which will require a railroad overpass;
- the crossing at rang Saint-André, in the form of an overpass;
- the connection with the existing Autoroute 30, east of the existing Jean-Leman interchange.

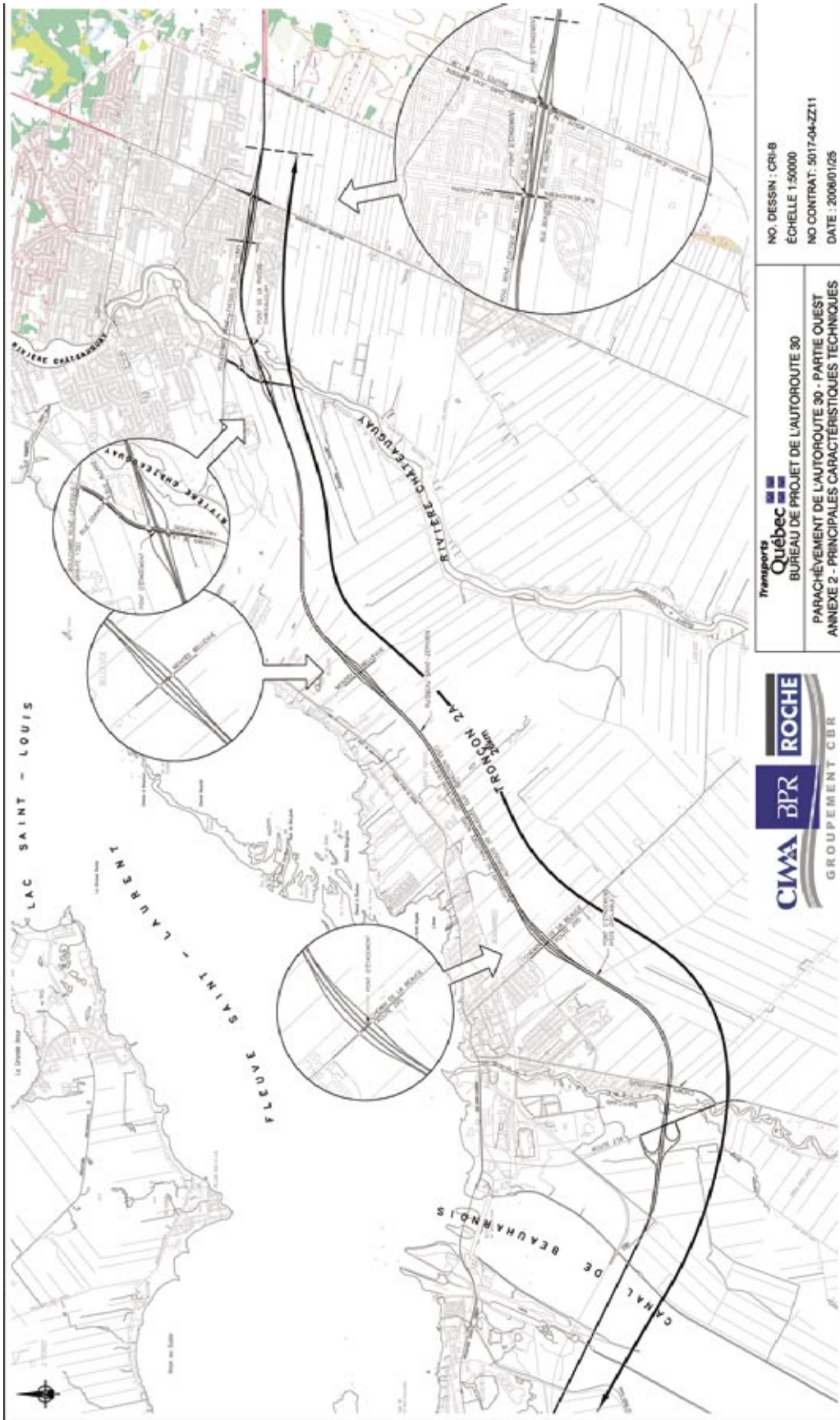
Toll System

A fully electronic "open-road" toll system and the equipment required to collect tolls from the users is planned as part of the A-30 PPP Completion. This feature of the A-30 PPP Completion could include, depending on the Respondent's concept, a customer service centre that would also be used as a technical service centre. The reference to a fully electronic toll system means a system that collects electronic tolls from toll-highway users without their having to slow down or stop their vehicle. The system automatically detects cars as they drive on the highway by way of a transponder installed in the vehicle or by optically reading the licence plate. Every trip is recorded, and the system bills the user an amount based on the number of trips made on the toll road over a defined period of time and the type of vehicle. The technical requirements for this toll system will be specified in the Request for Proposals. The Minister does not intend to limit the choice of technologies for the toll system, provided the features and performance criteria are achieved. The Minister will also have all intellectual property rights needed for the operation of the toll system. The Minister's objective is to own all of the intellectual property rights required for the purpose, in particular, of ensuring that the Infrastructure is operated on a continuous basis, without interruption, in the event of a default by the Private Partner.

SKETCH
CRI-A



SKETCH
CRI-B





Schedules 3

Undertaking Form



Schedule 3 Undertaking Form

A-30 PPP Completion

Project Number: 20-5400-9301-X2

REQUEST FOR QUALIFICATIONS
UNDERTAKING FORM

REQUEST FOR QUALIFICATIONS
for the design, construction,
financing, operation, maintenance
and rehabilitation of the A-30
Completion in the Montréal
region using a public-private
partnership approach

This undertaking form must be completed by the Respondent and each of its Members, Participants, and Key Individuals. It shall form an integral part of the Submission and must be inserted in the first pages of the Submission. For purposes of this undertaking form, the Respondent and each of its Members, Participants and Key Individuals shall be an "Interested Party" and the defined terms used herein shall have the meaning ascribed to them in the Request for Qualifications.

to: **Ministre des transports du québec**

The undersigned is (check box (a), (b), (c) or (d)):

- (a) a duly authorized representative of the Respondent;
- (b) a duly authorized representative of a Member of the Respondent;
- (c) a duly authorized representative of a Participant of the Respondent;
- (d) a Key Individual or his duly authorized representative;

and declares being an Interested Party or having the power and authority to execute this undertaking form for and on behalf of the relevant Interested Party. The Interested Party agrees to act as a Respondent, Member of the Respondent, Participant of the Respondent, or Key Individual of the Respondent, as the case may be.

The Interested Party hereby acknowledges having received, read, examined and understood the document entitled "Request for Qualifications for the design, construction, financing, operation, maintenance and rehabilitation of the A-30 Completion in the Montréal region using a public-private partnership approach" and all documents pertaining thereto, as well as all of the terms and conditions contained therein, including all of the schedules attached thereto and any other information made available by the Minister or his representatives with respect to the Request for Qualifications. The Interested Party declares having inquired about and received all necessary information on the nature of the requirements of the A-30 PPP Completion and the services to be provided in connection therewith.

By submitting this undertaking form, duly signed by the Interested Party or its authorized representative, the Interested Party agrees to be bound by and to comply with all the terms and conditions of the Request for Qualifications, as provided in Section 4.7 - Maintaining of Respondent's Submission of the Request for Qualifications.

The Interested Party hereby acknowledges and agrees that the Government, the Minister, the Ministère, the PPPQ and the members of their staff, and their respective mandataries, advisers and representatives may verify any information contained in the Submission, and may conduct any background investigation, including without limitation, criminal records investigations, credit and solvency inquiries, litigation searches, and bankruptcy registration and taxpayer information investigations under all taxation laws that may apply to the Interested Party.

The Interested Party hereby authorizes the Government, the Minister, the Ministère and the members of their staff, and their respective mandataries, advisers and representatives to collect and use confidential or personal information on the Interested Party for the purposes of evaluating the Submission attached to this undertaking form, provide such information to the Persons charged with evaluating the Submission, or release certain information to the public in accordance with the provisions of Section 6.4 of the Request for Qualifications and as permitted or required by *An Act respecting Access to documents held by public bodies and the Protection of personal information*, R.S.Q. c. A-2.1.

The Interested Party acknowledges and agrees that pursuant to the Canada-Québec Agreement Concerning Autoroute 30, the Minister or the Ministère may communicate the required information contained in the qualification file to the federal Minister of State (Infrastructure), the Minister of Transport and the Minister of the Environment, to enable such federal bodies to see to the application of the laws and programs that are controlled and administered by them and that are concerned by the A-30 PPP Completion, and to the application and implementation of the Canada-Québec Agreement Concerning Autoroute 30.

Each Interested Party also acknowledges that the Minister or the Ministère may communicate the information contained in the Submission to the various mandataries, representatives, staff members or advisors who assist the Minister, the Ministère or the PPPQ in connection with the qualification process.

Each Interested Party acknowledges and agrees that a Fairness Auditor will ensure that the Request for Qualifications process is fair

representatives and advisers in conjunction with such mandate to enable him to properly discharge his duties.

Interested Parties whose personal information is included in a Submission agree that such personal information may be communicated to the various provincial or federal bodies mentioned above for the purposes for which such bodies request same and which are described above.

Each Interested Party consents to the disclosure of the following information:

- its name and whether the Submission of the Respondent with which such Interested Party is related was accepted or rejected;
- where applicable, the fact that the Submission was accepted.

Each Interested Party agrees to comply with the provisions of the *Lobbying Transparency and Ethics Act*, R.S.Q. c. T-11.011, as the case may be, the *Code of Conduct for Lobbyists*, R.Q. c. T-11.011, r.0.2, the enabling regulations and notices from the Lobbying Commissioner and the Lobbyists Registrar issued under such statute. Each Interested Party also acknowledges and will ensure that anyone who is subject to post-mandate, ethical or conflict of interest provisions under the laws of Canada or Québec that apply to members of the Parliament of Canada, the National Assembly of Québec or the members of their staff or the civil service of Canada or Québec derive no direct benefit from the Request for Qualifications unless they comply with the applicable provisions.

An Interested Party agrees to be bound by and subject to any decision of the Minister that establishes whether it:

- complies with the evaluation criteria established in the Request for Qualifications;
- is deemed by the Minister to be a Qualified Respondent;
- is a Qualified Respondent invited to participate in the Request for Proposals;
- is disqualified due to failure to comply with any of the conditions of the Request for Qualifications.

The Interested Party hereby confirms:

- the availability of each Key Individual for the A-30 PPP Completion (Respondent only);
- that it is not an associate of any Respondent other than (_____ : name of Respondent);
- that it is not in a situation of conflict of interest with the Minister, the Ministère, the Government of Québec or the Government of Canada for the purposes of this Submission.

This undertaking and the obligations arising therefrom shall be governed by the laws in force in the province of Québec. Any Interested Party binding itself pursuant to this undertaking form attorns irrevocably to the jurisdiction of the courts of the province of Québec.

Name of Respondent: _____

Name of Interested Party: _____

Address: _____

Telephone Number: _____

Fax Number: _____

Name of authorized representative, where applicable (block letters): _____

Title: _____

Signature: _____

Signed in _____, _____ 2006.

THIS UNDERTAKING FORM MUST BE SUBMITTED IN FRENCH ONLY. PLEASE REFER TO ANNEXE 3 OF THE FRENCH VERSION OF THIS REQUEST FOR QUALIFICATIONS.



Schedules 4

Return Label



Schedule 4
Return Label

Mailing of Submission

The Respondent Must:

- use the appropriate envelope size;
- cut out and affix the following RETURN LABEL on the envelope;
- indicate its name and return address in the upper left-hand corner of the envelope.

SUBMISSION	REQUEST FOR QUALIFICATIONS PROJECT NO.: 20-5400-9301-X2
	Reception deadline: January 17, 2007, 3:00 P.M., Montreal time

A-30 PPP COMPLETION
REQUEST FOR QUALIFICATIONS
KPMG LLP
Attention: Zyna I. Boubez, C.A.
600 de Maisonneuve Blvd. West, Suite 1500
Montreal, Quebec H3A 0A3

ITEM x OF y

Cut along dotted line

Label to affix
on return envelope

