



REQUEST FOR QUALIFICATIONS

for

the design, construction, financing,
operation and maintenance

of

seven service areas along
the Québec highway system

(File No. 7310-06-AS02)



REQUEST FOR QUALIFICATIONS FOR THE DESIGN, CONSTRUCTION, FINANCING, OPERATION AND MAINTENANCE OF SEVEN SERVICE AREAS ALONG THE QUÉBEC HIGHWAY SYSTEM

To Respondents,

The Ministère des Transports du Québec is planning to develop seven service areas along the Québec highway system in partnership with the private sector through an international selection process.

This RFQ represents the first stage of the selection process leading to the selection of a Partner with which the Minister of Transport of Québec wishes to enter into a Partnership Agreement in connection with the Project.

To have their Submission evaluated, Respondents must satisfy all conditions for eligibility, as set out in this RFQ.



In order to standardize the presentation of the Submissions, ensure that they are straightforward and effective and help the Respondents prepare a complete document, an outline of the presentation and contents of the Submissions is included in **Schedule 1** of this RFQ.

The key dates in the first stage of the selection process are the following:

- | | |
|---|-------------------------------|
| ▪ Issuance of RFQ | November 10, 2006 |
| ▪ Tour of sites | If required, to be determined |
| ▪ End of RFQ question period | December 12, 2006 |
| ▪ Deadline for filing Submissions | January 10, 2007 |
| ▪ Announcement of Qualified Respondents | February 2007 |

We wish to thank all Respondents for their interest in this Project.

Denys Jean
Deputy Minister
Ministère des Transports du Québec



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SCHEDULES

1. Outline of Presentation and Contents of Submissions
2. Partnership Agreement Term Sheet
3. Form of Undertaking
4. Return Label
5. Information about the Sites
6. Required Services, Permitted Services, Unauthorized Services and Services (Other)
7. List of Excluded Enterprises
8. Addenda to the Request for Qualification published on June 19, 2006



GLOSSARY

AADT: Average annual daily traffic, i.e., the average daily number of vehicles passing over a given stretch of the highway, in both directions.

ASDT: Average summer daily traffic, i.e., the average daily number of vehicles passing over a given stretch of the highway, in both directions, in the summer months (June, July, August and September).

AWDT: Average winter daily traffic, i.e., the average daily number of vehicles passing over a given stretch of the highway, in both directions, in the winter months (December, January, February and March).

Associated Company: A company is associated with a person when it is an associate (as such term is defined in Section 5 of the *Securities Act* (R.S.Q., c. V-1.1)) of that person. Moreover, a company is associated with another company when it is a subsidiary of that company or an affiliate thereof within the meaning of Section 9 of the *Securities Act* (R.S.Q., c. V-1.1).

Canada's Food Guide: A guide designed and periodically revised by Health Canada, which divides food into four food groups:

- Grain Products
- Vegetables and Fruit
- Milk Products
- Meat and Alternatives

Further details can be found at www.hc-sc.gc.ca

Consortium: A group of two or more Persons formed for purposes of presenting a common Submission and, where applicable, carrying out the Project.



Development Strategy:	The presentation describing the preliminary concept contemplated by the Respondent for each site and describing, in particular, the Respondent's plans for food and restaurant services, Fuel supply and space leasing, as described in Section 2.7 .
Fuel:	Includes at least gasoline and diesel fuel.
Government:	The Government of Québec.
Key Individual:	<p>A natural person holding any of the following positions for and on behalf of a Respondent:</p> <ul style="list-style-type: none">▪ project director for all of the sites, and who is the senior person in charge of managing the design, construction, operation and maintenance of all of the sites ("Key Individual No. 1");▪ person in charge of food and restaurant services ("Key Individual No. 2");▪ person in charge of Fuel supply (if offered by the Respondent) ("Key Individual No. 3"); and▪ person in charge of space leasing (if offered by the Respondent) ("Key Individual No. 4"). <p>A natural person may hold more than one of these positions, but cannot be a Key Individual for and on behalf of more than one Respondent.</p>
Member:	A Person who is part of a Respondent, will be a signatory to the Partnership Agreement and will have a financial interest within the meaning of Sections 2.1 of Schedule 1 and 10.4 of Schedule 1 . A Member may not be part of more than one Respondent.
Minister:	The Minister of Transport of Québec.
Ministère's Representative:	The person described in Section 4.2 .
MTQ or Ministère:	The Ministère des Transports du Québec.



<i>Output specifications:</i>	Document setting out the performance requirements to be met by the Partner with respect to its design, construction, operation and maintenance activities of the service areas. Such document shall form an integral part of the Partnership Agreement.
<i>Participant:</i>	<p>A Person who will act as main subcontractor for and on behalf of a Respondent for purposes of the Project, for any of the following activities:</p> <ul style="list-style-type: none">▪ design;▪ construction;▪ operation of each of the following Services, if provided by the Respondent:<ul style="list-style-type: none">✓ food and restaurant service;✓ Fuel supply; and✓ operation of leasable premises. <p>It should be noted that a Member, rather than a Participant, may be responsible for one or more of these activities.</p> <p>A Participant need not necessarily be part of a Respondent exclusively.</p>
<i>Partner:</i>	The Selected Respondent that will enter into a Partnership Agreement with the Minister further to the request for proposals and final selection process.
<i>Partnership Agreement:</i>	The agreement to be entered into between the Minister and the Partner.
<i>Permitted Services:</i>	For each site, the Permitted Services, as defined or referred to in Section 2.4.2 and Schedule 6 .
<i>Person:</i>	A natural or legal person, partnership or trust.
<i>PPP:</i>	Public-private partnership.
<i>PPPQ:</i>	Partenariats public-privé Québec, the agency established under <i>An Act respecting the Agence des partenariats public-privé du Québec</i> (R.S.Q., c. A-7.002).



Program:	The new network of approximately 33 service areas along Québec's highways and other roads that the MTQ plans to put in place in the coming years with the assistance of private sector firms.
Project:	The design, construction, financing, operation and maintenance of the seven service areas along the Québec highway system referred to in Section 2.3 , based on the conditions to be set out in the Partnership Agreement.
Qualified Respondent:	A Respondent that has qualified further to this RFQ.
Region:	One of Québec's administrative regions, as set out in the description and boundary map contained in schedule 1 of Order-in-Council Number 2000-87 dated December 22, 1987, as subsequently amended, a description of which is available on the web site of the Ministère des Affaires municipales et des Régions (www.mamr.gouv.qc.ca).
Required Services:	For each site, the Required Services, as defined or referred to in Section 2.4.1 and Schedule 6 .
Respondent:	<p>A Person or Consortium filing a Submission for the Project in response to this RFQ.</p> <p>For purposes of evaluating the Submissions, the term "Respondent" will include a Respondent's subsidiaries, provided the Submission contains the information required in respect thereof as set out in Schedule 1.</p> <p>For purposes of evaluating the Submissions, the term "Respondent" also includes, in addition to its Members, any Person who will act for the Respondent as a Participant or Key Individual, where such Person has agreed to be involved in the Project as a Participant or Key Individual¹ and a written undertaking by such Person confirming that fact is attached to the Submission in the form contained in Schedule 3.</p>
RFQ:	This Request for Qualifications.

¹ If the Key Individual is not an employee of the Respondent or of a Member or Participant of the Respondent.



<i>Selected Respondent:</i>	The Qualified Respondent selected to enter into a Partnership Agreement further to the request for proposals.
<i>Selection Committee:</i>	The selection committee and its sub-committees established by the MTQ for purposes of analyzing and evaluating the Submissions.
<i>Services:</i>	The Required Services and the Permitted Services.
<i>Services (other):</i>	The services, operations or activities contemplated by a Respondent in its Development Strategy which are neither Required Services nor Permitted Services or Unauthorized Services but which could become Permitted Services if approved by the MTQ after the latter has consulted with the regional stakeholders.
<i>Submission:</i>	The set of qualification documents prepared and presented by the Respondent in connection with this RFQ.
<i>Unauthorized Services:</i>	<p>The following services, operations or activities:</p> <ul style="list-style-type: none">(a) hotels, motels, campgrounds and all other lodging facilities;(b) bars and other alcoholic beverage outlets;(c) live entertainment;(d) sale or distribution of alcoholic beverages for on-site consumption;(e) casinos, video-lottery terminals, arcade games and similar amusements;(f) any advertising visible from the highway; and(g) any other services, operations or activities the MTQ may designate as Unauthorized Services.



Works:

Construction, work or plantations on an immovable property of the Minister or the Government for purposes of the Project, whether or not owned at any given time by the Minister, the Government or the Partner and, in respect of a service area known as of the date of this RFQ, as the Porte-du-Nord Service Area, whether or not owned by a third party until the end of the contractual agreements in force on the date the Partnership Agreement is executed.

INTERPRETATION

When used in this RFQ, the terms “site”, “sites”, “service area” and “service areas” shall be synonymous unless otherwise required by the context.

DISCLAIMER

As specified in **Section 6.13**, only the French version of this RFQ is official and has legal effect. The English version is provided for information purposes only.





1. INTRODUCTION

1.1 Business Opportunity

The Government wishes to establish **a new network of approximately 33 service areas** along Québec's highways and roads. The Program, a summary of which is contained in this RFQ, is the chosen solution to the complaints of highway users regarding the current network of highway rest areas in Québec.

To carry out the Program, the MTQ recommends an approach that will take advantage of the design, development and operating expertise of the private sector. In particular, the following Services must or, as the case may be, may be offered by the Partner:

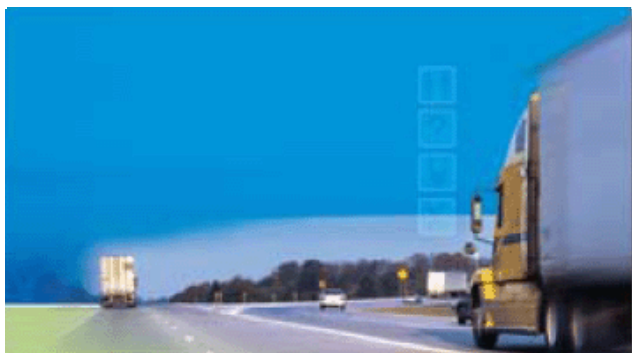
- **Food and restaurant service**
- **Automated banking machines**
- **Convenience stores**
- **Advertising**
- **Fuel**
- **Space leasing (tourist bureaux)**

According to the recommended approach, the MTQ offers to an eventual Partner exclusive operating and commercial rights to the sites in consideration for which the Partner must offer the Required Services in accordance with predetermined performance requirements, and pay a royalty to the MTQ. In addition to its operating and commercial responsibilities, the Partner will have to design, build, finance and maintain the required Works. The expected term of the Partnership Agreement is **30 years**.

The first phase of the Program consists in setting up an initial group consisting of the seven service areas mentioned in **Section 2.3**.

The appeal of the first seven sites offered to the Partner is undeniable. These sites offer:

- highway traffic representing a potential market estimated at over 50 million vehicles and over 100 million passengers a year;
- very convenient access to the sites;
- already established commercial revenue at the Porte-du-Nord site and good potential at the other sites; and
- potential for optimizing the traffic capture rates through the integration of a development and marketing strategy to be defined by the Partner.



The Ministère estimates that the cost of developing the group of sites will be in the range of \$20 to \$30 million. The final cost will depend on the Partner based on its proposal.



1.2 Project Overview

The first phase of the Program covers an initial group of seven service areas. As opposed to a highway rest area, which can consist of a few picnic tables and toilets, a service area is a much larger infrastructure that offers a variety of services, allowing users to rest, eat, obtain information and, sometimes, buy Fuel for their vehicles.

The seven service areas concerned by this RFQ are located along highways where traffic is heavy and at strategic locations on the highway network that are highly visible, such as at certain entry points into Québec. Facilities for the Required Services must be commissioned at the seven service areas within thirty (30) months following execution of the Partnership Agreement, except for the service areas of Canton-de-Melbourne, Baie-de-Maskinongé and Cap-de-Pierre, where they must be commissioned within nine (9) months following execution of the Partnership Agreement.

The seven service areas covered by the Project are the following:

1. Porte-du-Nord, along Hwy 15 in Saint-Jérôme;
2. Olivier-Guimond, along Hwy 40 in Rigaud;
3. Des Pionniers, along Hwy 20 East in Rivière-Beaudette;
4. Magog, along Hwy 10 at the junction with Route 112 in Magog;
5. Canton-de-Melbourne, along Hwy 55 at the junction with Route 243 in Melbourne;
6. Baie-de-Maskinongé, along Hwy 40 East in Maskinongé; and
7. Cap-de-Pierre, along Hwy 40 East in Saint-Augustin-de-Desmaures.



The service areas planned for this initial phase will require the construction of new infrastructures and, in the case of existing Works, their takeover or renovation and expansion (subject to the specific conditions at the Rivière-Beaudette and Cap-de-Pierre sites mentioned in **Sections 2.5.2** and **2.5.4**).

1.3 PPP Delivery

After making the decision to proceed with the improvement and development of the network of highway parks, the MTQ compared various delivery models and concluded that it would be relevant to use a PPP delivery model.

A PPP involves a long-term agreement between the Minister and the Partner both of whom will share the risks and benefits related to the Project. Without limiting the generality of the foregoing, the design, construction, financing, operation and maintenance responsibilities, as well as the implementation of the development strategy for the service areas, will be entirely the Partner's responsibility.



The Partnership Agreement will be entered into for the entire Project. The entire selection process will be conducted in accordance with the principles of transparency and fairness.

1.4 Purpose of RFQ

The purpose of this RFQ is to identify and select potential Respondents for the Project. Since this is a major project, the MTQ would like to award the work to a Partner that will have demonstrated that it has the interest, experience, expertise, ability and capacity to successfully carry out the Project.

To facilitate the evaluation, Respondents will present their Submissions as per the outline for presentation of Submissions described in **Schedule 1**. The MTQ will select a maximum of four Respondents which will have been evaluated based on the criteria described in **Section 5**. The Qualified Respondents will then be invited to submit a proposal based on the terms and conditions set out in the request for proposals referred to in this RFQ.

1.5 Project Team

The MTQ has appointed a project director whose mandate is to oversee the entire Project.

In addition, the MTQ manages the PPP process for the Project in conjunction with the PPPQ.

The Minister has also retained the services of various experts to support the implementation of the Project. These advisers are:

- | | |
|--|--|
| ▪ Technical adviser: | BPR inc. |
| ▪ Financial, process and real estate adviser: | PricewaterhouseCoopers LLP
Partenariats public-privé Québec |
| ▪ Legal counsel: | Desjardins Ducharme LLP |

To ensure that the process unfolds in a fair and transparent manner, P3 Experts-Conseils will act as process auditor.

As explained in **Section 6.1**, none of the advisers or persons or Associated Companies related to them may work for a Respondent in connection with the Project or take part in the presentation of its Submission or in any other subsequent phase of the selection process. Any violation of these conditions will result in the Respondent's disqualification.



2. THE PROJECT

2.1 Transformation of Highway Parks

Over the last few years, the MTQ has made an analysis of its network of highway parks. From the analysis, it has become apparent that there is a need for making highway travel more secure and thereby contribute to improving the overall transportation safety record.

Québec's highway park network currently has 107 infrastructures, namely 2 *service areas*, 31 *permanent highway rest areas*, 46 *seasonal highway rest areas*, 26 *scenic overlook* and 2 *parking lots for heavy vehicles*. After conducting a series of interviews with various organizations representing highway users, the MTQ also found that the clientele deems the services offered clearly unsatisfactory, not only in terms of the accessibility and variety of services offered but also in terms of the hours that certain services are available. In addition, the current network does not seem to make a sufficient contribution to the safety of highway users. The lack of round-the-clock supervision and inadequate lighting of these sites make the users feel unsafe. Finally, the current distribution of the highway rest areas does not encourage travellers to stop frequently enough to rest, which would eliminate fatigue and thereby reduce the number of accidents.

The issues that were identified confirmed the need for action by the MTQ. After analyzing several solutions, the MTQ, in cooperation with the Ministère du Tourisme, unveiled a master plan for the modernization of Québec's network of highway parks. The government plan goes beyond a mere renovation of the existing Works; it consists in the development and transformation of highway parks throughout Québec over a number of years. The plan includes, in particular, the conversion of several *permanent highway rest areas* into *service areas*, thus creating a new network of *service areas*.

The MTQ's analyses indicate that it would be advantageous for the Government to enter into partnerships with the private sector to develop the new *service area* network over the coming years. Based on these analyses, the MTQ has also determined that the project should be carried out in stages, beginning with an initial program of seven service areas. Once this program has been completed, the MTQ will be able to learn from it and survey the level of satisfaction of the highway users. After analyzing the results of the first stage, the Ministère may consider continuing the transformation of the network. Thus, further work may be offered under a selection process that is independent of this RFQ.

To optimize its chances of success, offer the Partner good potential for commercial revenue and simultaneously satisfy the interests of highway users and the wishes of the municipalities in which the service areas are located, the MTQ has strategically grouped the first seven service areas to which this RFQ relates. They are located alongside highways where traffic is heavy and at strategic locations on the highway network, notably at certain points of entry into Québec.



2.2 Government Aims and Objectives

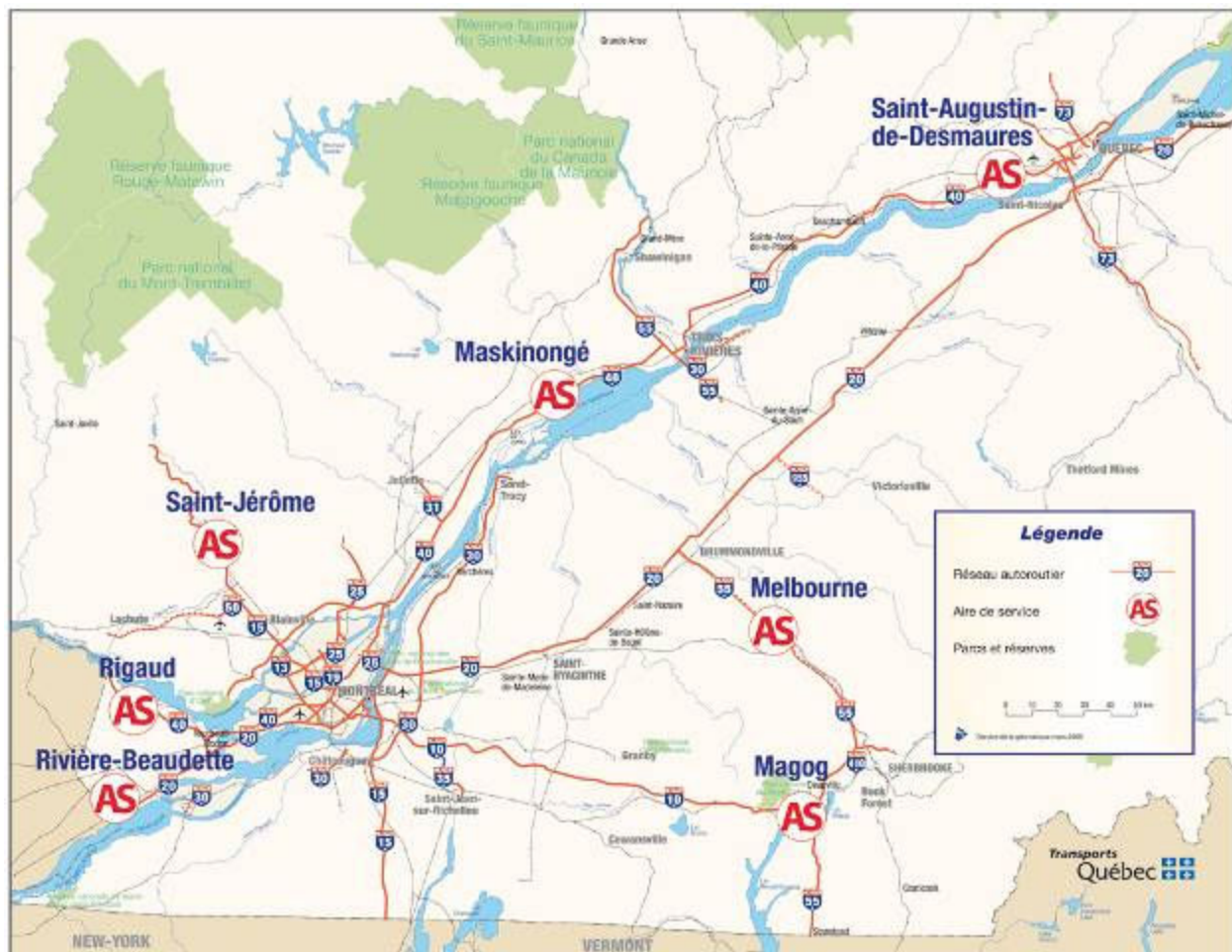
The primary objectives sought by the MTQ in connection with its initiative to develop and transform the highway parks are the following:

- To offer services that are better adapted to the needs of highway users;
- To improve highway safety;
- To give Québec a positive and attractive image; and
- To work in concert with the municipalities.

2.3 Project Sites

Figure 1 below illustrates Québec's network of highways and the locations of the seven service areas covered by this RFQ. These seven service areas are represented by the letters "AS".

FIGURE 1





Of the seven service areas contemplated in this RFQ, three are new and four already exist. The following table presents some of the features of each site. Detailed information on each site can be found in **Schedule 5**.

	<i>Service Area</i>	<i>Highway</i>	<i>AADT¹</i>	<i>Fuel sales permitted²</i>	<i>Comments</i>
NEW SITES	Canton-de-Melbourne in Melbourne	Hwy 55	9,400	Yes	Located at exit 85. Easily accessible from the highway in both directions and from Route 243.
	Magog in Magog	Hwy 10	20,500	Yes	Located at exit 115. Easily accessible from the highway in both directions and from Route 112.
	Olivier-Guimond in Rigaud	Hwy 40	17,200	Yes	Gateway to Québec. Located at exit 12. Easily accessible from the highway in both directions and from Route 342.
EXISTING SITES	Porte-du-Nord in Saint-Jérôme	Hwy 15	50,000	Yes	Easily accessible from the highway in both directions. Located at exit 51. Transfer of existing contracts.
	Baie-de-Maskinongé in Maskinongé	Hwy 40 East	20,100	No	Gateway to Mauricie region. Located east of exit 160.
	Des Pionniers in Rivière-Beaudette	Hwy 20 East	17,200	Yes	Gateway to Québec.
	Cap-de-Pierre in Saint-Augustin-de-Desmaures	Hwy 40 East	26,000	No	Gateway to the National Capital. Modern-style building, recently built.

2.4 Services, Unauthorized Services and Services (other)

Respondents can be creative in terms of both the design and construction of the service areas. Although the seven service areas do not have to be identical, they should nevertheless offer a certain number of predetermined services, either required (the “Required Services”) or merely permitted (the “Permitted Services”). Additional services may also be offered by the Partner, upon approval by the MTQ (the “Services (other)”). However, certain operations will not be allowed in the service areas (the “Unauthorized Services”). **Schedule 6** lists all of the Required Services, Permitted Services and Unauthorized Services for each service area.

¹ Based on traffic observed in 2004 in both directions. More detailed information on the AADT for each site is contained in **Schedule 5**.

² See Permitted Services (**Section 2.4.2**).



2.4.1 Required Services

The following Required Services must be offered at each of the service areas:

1. Food and restaurant services;
2. Tourist information;
3. Sanitary facilities;
4. Drinking water and wastewater treatment;
5. Public telephones;
6. Separate parking lots for cars and heavy vehicles;
7. Outdoor rest area with picnic tables; and
8. Playground for children.

For food and restaurant services, the Partner will have to offer a variety of food products from all four groups in the Canada Food Guide, 24 hours a day, 7 days a week. The Partner will have to operate, at minimum, a 48-seat restaurant from 6 a.m. to midnight. Outside the mandatory operating hours for the restaurant, food service may be in another form, such as vending machines, food counters, convenience stores or extended restaurant hours. In responding to this RFQ, the Respondents should communicate their strategy for the food and restaurant services that they plan to provide. When preparing their proposals, the Qualified Respondents will specify the opening hours of the sit-down restaurant based on their estimate of the profitability potential, while at the same time satisfying the security requirements of the service area.

With regards to food and restaurant services and Fuel sales, if the Partner uses franchise operations, it must first offer them to people from the Region. If the Partner does not use franchise operations, it must first offer one or more important positions to people from the Region (e.g., manager or assistant manager). If it wants to bring in someone from outside the Region, the Partner will have to demonstrate that it has taken reasonable steps to comply with the above requirements.

For tourist information, the Partner will not be required to provide tourist information services, but it must make space available to occupants who will offer such services. The occupants will agree to pay rent to the Partner for such premises during a predefined period. The MTQ will guarantee to the Partner the payment of a certain rental revenue in case of vacancy of these premises during the first 15 years of availability. The areas required are described in **Schedule 6**.

Facilities for the Required Services will have to be commissioned at all seven service areas within thirty (30) months following execution of the Partnership Agreement, except for the service areas of Canton-de-Melbourne, Baie-de-Maskinongé and Cap-de-Pierre, which must be commissioned within nine (9) months following execution of the Partnership Agreement.



2.4.2 Permitted Services

In addition to the Required Services, Permitted Services may also be offered, at the Partner's option, to optimize the commercial potential of the sites and the quality of the services and facilities available to users. The following is a list of the predetermined Permitted Services:

- Fuel (see clarification below);
- Convenience stores;
- Automated banking machines;
- Advertising (not visible from the highway);
- Telecommunications (wireless Internet);
- Dump stations for recreational vehicles; and
- Pet-exercise areas.

Fuel may be sold and distributed at all of the service areas, except at Baie-de-Maskinongé (in Maskinongé) and Cap-de-Pierre (in Saint-Augustin-de-Desmaures). The design of the five other sites must take into account the eventual sale and distribution of Fuel.

2.5 Specific Conditions at Certain Sites

Certain sites have specific conditions which are described in the following sections.

2.5.1 Porte-du-Nord Service Area in Saint-Jérôme

The Porte-du-Nord service area in Saint-Jérôme is a special case because there already are contracts for this site, a summary of which is contained in **Section 1 of Schedule 5**.

In the context of the Project, the current contracts for Porte-du-Nord will not be cancelled, but will instead be assigned to the Partner by the MTQ. As a result, all of the MTQ's rights and obligations relating to the administration of the contracts and the collection of royalties will be assigned to the Partner pursuant to the Partnership Agreement.

When each existing contract at Porte-du-Nord expires, the Partner may decide how it plans to use the premises until the end of the term of the Partnership Agreement so as to optimize the site's commercial value.

2.5.2 Des Pionniers Service Area in Rivière-Beaudette

The existing Works in Rivière-Beaudette will be made available to the Partner which can either refurbish or expand them, or demolish them and replace them with new Works, while respecting the architectural characteristics of the existing Works.



2.5.3 Baie-de-Maskinongé Service Area in Maskinongé

The two existing buildings in Maskinongé are obsolete and will need to be demolished.

2.5.4 Cap-de-Pierre Service Area in Saint-Augustin-de-Desmaures

The existing Works at this site are relatively new and the MTQ considers them adequate. The Respondent will not be allowed to demolish them, but may submit proposals to the MTQ for their expansion or refurbishment.

2.6 Partner's Responsibilities

The MTQ will grant its future Partner exclusive operating and commercial rights to the sites in consideration for which the Partner will offer the Required Services and will have the option of offering predetermined Permitted Services and Services (other) based on predetermined performance requirements, and will pay the applicable royalties. Aside from its operating and commercial responsibilities, the Partner will be responsible for the design, construction, maintenance and financing of the required Works.

The Ministère, in collaboration with the municipalities and the regional stakeholders, has defined the performance requirements expected from the Partner for each service area. The Partner must satisfy these criteria, as they are set out in the Partnership Agreement.

The physical layout, architectural criteria and operating and maintenance requirements for each service area will be defined in the Output specifications, which will specify, among other things, the requirements for:

- the buildings;
- the parking lots for cars and heavy vehicles;
- signage;
- outdoor lighting;
- site security (e.g., person on-site 24/7, video surveillance); and
- maintenance of the lands, infrastructure and equipment, including regularly scheduled refurbishment.

The Ministère will make the lands available to the Partner, together with any existing Works, and will be responsible for the access roads.

The Partnership Agreement will be for a term of 30 years.

The risks and responsibilities related to the design, construction, financing, operation and maintenance of the sites will be borne by the Partner. Without limiting the foregoing, the Partner will be responsible for the following:



- Permits and authorizations – The Partner will obtain all permits and authorizations required for the performance of its work (construction or development) in connection with the Project.
- Development Strategy – The Partner will prepare a Development Strategy that optimizes the commercial potential of each site; the Development Strategy may include future development plans with a schedule for their completion.
- Design – The Partner will design the Works for the Project based on the results sought by the Ministère and in compliance with applicable laws and regulations.
- Construction – The Partner will build the Works, and will ensure that it is in compliance with applicable laws and regulations; in setting up the construction site, consideration shall be given to the special context of the highway corridor (signage, access to the construction site, etc.); construction planning will take into account the existing activities at certain sites (tourist information).
- Financing – The Partner will structure, arrange and obtain financing for the Project.
- Operation and maintenance – The Partner will be responsible for operations and maintenance, including regular and major maintenance, at the seven service areas throughout the term of the Partnership Agreement.
- Royalties – The Partner will pay the Minister royalties in accordance with the proposal the Partner submitted to the Ministère which is accepted by the Minister and agreed upon in the Partnership Agreement. The royalties will consist of minimum fixed royalties and royalties based on gross revenue. The Partnership Agreement will provide for financial incentives to take into account the Partner's satisfaction of the requirements set out in the Output specifications for each site.
- Conditions upon expiration – At the expiration of the Partnership Agreement, full title to the Works (free of any charges) will be surrendered, without compensation, to the Minister or the Government in the state and condition described in the Partnership Agreement. The Works will be subject to an inspection and correction mechanism to ensure that they are surrendered in accordance with the conditions predefined in the contract.

The highlights of the Partnership Agreement the MTQ is proposing are described in **Schedule 2**. This information is submitted as an indication only to illustrate the general terms of the Partnership Agreement contemplated by the Ministère. The terms and conditions of the Project will be determined in the draft Partnership Agreement that will be remitted to the Qualified Respondents when the request for proposals will be issued.

2.7 Development Strategy

This RFQ requires that Respondents describe their Development Strategy. The Development Strategy will set out the preliminary development concept contemplated by the Respondent, and will include the Respondent's plans for the services described in **Section 2.4**. When preparing its Development Strategy, the Respondent should put an emphasis on optimizing the commercial value of the sites, a key factor for the MTQ.

When preparing their proposals, the Qualified Respondents will have an opportunity to change or adapt the Development Strategy presented in their Submission.



3. PARTNER SELECTION PROCESS

3.1 Description of Selection Process

The Partner will be chosen through a two-stage selection process:

- The RFQ, further to which a maximum of four Respondents scoring highest among those with a minimum score of 60% for predetermined criteria will qualify (see **Section 5.4**).
- The request for proposals further to which one Qualified Respondent will be selected to execute a Partnership Agreement with the Minister.



Both stages are described below.

3.1.1 Request for Qualifications

The purpose of this RFQ is to arouse the interest of potential partners and determine which ones will be invited to continue with the selection process.

Respondents must provide a demonstration of:

- their experience in retail marketing and operations;
- their experience in the development and commercial value enhancement of sites;
- their experience offering diversified services to a high-volume clientele;
- their experience integrating into a regional environment;
- their experience carrying out or managing the design, construction and long-term maintenance of buildings or other infrastructures; and
- their financial capacity and ability.

Respondents should describe the roles of each of their Members, Participants and Key Individuals.

3.1.2 Request for Proposals

The terms described herein are provided as an indication only; the specifics of the request for proposals are provisional and the MTQ may modify them at its sole discretion.



The Qualified Respondents selected further to this RFQ will be invited to submit a detailed proposal for the Project. The proposals will describe the recommended development strategies in sufficient detail to permit an evaluation of their merits, the technical feasibility and the financial implications for the Government with respect to the Project. The proposals will contain, among other things:

- the development strategy for each site;
- design plans for the development of each site, the conceptual approach and architectural features, and the construction materials and methods chosen;
- the financing plan for the Project;
- the proposed royalties for the MTQ;
- the required bid security; and
- appropriate guarantees by the lenders.

The proposed royalties will be presented in such a way that the MTQ can easily understand their components, so it can ascertain whether or not they are realistic. They will be an important consideration in the evaluation of the proposals.

The MTQ will prepare a draft Partnership Agreement and remit it to the Qualified Respondents as a companion document to the request for proposals. The Qualified Respondents will have an opportunity to submit comments, questions and suggested changes to the draft Partnership Agreement. Comments, questions and suggested changes must be accompanied by the rationale behind the change request and the legal wording reflecting the suggested change. In light of such comments, questions and suggestions, the MTQ will assess whether the Partnership Agreement should be revised and, if so, will distribute a revised version of the agreement (identical for all parties) to the Qualified Respondents.

The request for proposals will also contain a set of standard forms which the Qualified Respondents will use, in particular, to propose the amount of the royalties for each commercial activity at each service area.

This stage will end with an announcement of the Selected Respondent. A second irrevocable letter of credit will be required from the Selected Respondent when it is selected. From then on, the final stages leading to the closing of the transaction will consist in finalizing the legal documents to implement the Partnership Agreement, reaching financial close, and obtaining Government authorization for the execution of the Partnership Agreement.



3.2 Calendar of Activities

The Respondents must submit their Submission by no later than January 10, 2007 in accordance with the provisions of **Section 4** of this RFQ. The complete calendar for the selection process is as follows:

	<i>Activities</i>	<i>Deadline</i>
1.	Issuance of RFQ	November 10, 2006
2.	Tour of sites	If required, to be determined
3.	End of question period regarding RFQ	December 12, 2006
4.	Deadline for filing Submissions	January 10, 2007
5.	Announcement of Qualified Respondents invited to the request for proposals stage	February 2007
6.	Issuance of request for proposals	March 2007
7.	Deadline for filing proposals	August 2007
8.	Announcement of Selected Respondent	October 2007
9.	Finalization of legal documentation for the Project	Autumn 2007

The MTQ reserves the right to change this calendar at its sole discretion.

3.3 Government Authorizations

The Project was presented to the Conseil des ministres on February 28, 2006 for purposes of obtaining authorization to proceed with the RFQ and request for proposals for the Project (Order-in-Council Number 114-2006). The Government authorized the MTQ to proceed with these stages of the selection process.

Following the request for proposals, once the Selected Respondent has been named and the legal documentation has been finalized, the Partnership Agreement must be submitted to the Government in order to authorize the Minister to enter into the Partnership Agreement.

3.4 Oversight of Selection Process

An independent selection process auditor is retained by PPPQ. Generally speaking, the role of the process auditor is to assure the government authorities and Respondents that the Partner selection process is fair and transparent. For this purpose, the auditor must observe how the process unfolds and provide an independent opinion indicating whether the process was carried out in a fair and transparent manner with regards to the evaluation and selection criteria described in this RFQ and the request for proposals.



3.5 Transparency of Selection Process

This RFQ and the request for proposals will be made public after the Partnership Agreement has been executed, except for information protected under *An Act respecting access to documents held by public bodies and the protection of personal information* (R.S.Q., c. A-2.1).

Moreover, the entire selection process, up to the execution of the Partnership Agreement, will be examined by the process auditor. When the selection process is over, the auditor will issue a final report that will be made public.

The information and particulars provided by the Respondents will be treated confidentially, as described in **Section 6.3** of this RFQ, in compliance with applicable laws.





4. INSTRUCTIONS TO RESPONDENTS

4.1 Date and Place for Submission

Submissions must be filed at the following address:

REQUEST FOR QUALIFICATIONS FOR THE DEVELOPMENT OF SEVEN SERVICE
AREAS ALONG THE QUÉBEC HIGHWAY SYSTEM
Partenariats public-privé Québec
c/o Robert MacKay, CA
1050 René-Lévesque Blvd. East
Suite 408
Québec, Québec, CANADA G1R 4X3

The deadline for filing Submissions is 3:00 p.m. (Québec city time) on January 10, 2007. Submissions received after the deadline will be returned to the sender.

It is up to the Respondent to ensure that its Submission is filed by the date and time and at the place indicated above.

Submissions sent by email or facsimile will not be accepted.

4.2 Ministère's Representative

To ensure that this RFQ is interpreted uniformly and to facilitate the communication of information, the Ministère has designated the following person to represent it (the "Ministère's Representative"):

Ministère's Representative:
Robert MacKay, CA
Partenariats public-privé Québec
Address: 1050 René-Lévesque Blvd. East
Suite 408
Québec, Québec, CANADA G1R 4X3
Facsimile: (514) 528-7155
E-mail: airesdeservice@ppp.gouv.qc.ca

4.3 Requests for Information

All requests for information will be in writing and sent either by mail, email or facsimile. The cut-off date for submitting questions is 3:00 p.m. (Québec city time) on December 12, 2006. The Ministère's Representative is the only person with whom prospective Respondents may communicate in connection with this RFQ.



Any information supplied by any person other than the Ministère's Representative will not be binding on either the Government or the Ministère, and the Respondent must not rely on any such information. Any communication with the MTQ or any other unauthorized person may result in the Submission being rejected.

Whenever a question or answer leads to an amendment of this RFQ, an addendum will be sent to Persons who requested a copy of this RFQ. Only such information as the Ministère's Representative provides in writing by way of an addendum will be used to amend the requirements of this RFQ.

The MTQ reserves the right not to answer certain questions.

The addenda, if any, will supplement or replace the information and requirements contained in this RFQ. No Person shall be bound by amendments or additions other than the addenda.

4.4 Review of Documents

It is up to the Respondents to ensure that they have received all sections of this RFQ and the schedules listed in the Table of Contents.

Respondents must review this RFQ carefully, and it will be up to the Respondents to ensure that they are informed about its purpose and requirements. If a Respondent believes that there are ambiguities, oversights or contradictions in the documents or if it has doubts as to their meaning, it should notify the Ministère's Representative in writing.

As indicated in the form of undertaking contained in **Schedule 3**, by filing its Submission, the Respondent acknowledges that it has taken cognizance of the documents and that it agrees with the provisions, obligations and conditions set forth therein.

4.5 Tour of Sites

Tours of sites were conducted for the June 19, 2006 RFQ. The questions from prospective Respondents and the answers provided at the time of these tours are reproduced in Schedule 8 of this RFQ. The Ministère will conduct tours of sites if one of the Respondents feels the need for. The latter will have until November 24, 2006 to indicate their interest to the Ministère's Representative. If necessary, in the week of November 27, the Ministère will publish by addenda, the schedule of the tours of sites.



If tours or the sited are conducted, Prospective Respondents who have requested a copy of this RFQ will be invited to attend. Interested Respondents will have to confirm their attendance in writing to the Ministère's Representative no later than 3:00 p.m. December 4, 2006. The exact meeting places for the tours will be advised in writing to the Respondents who confirmed their attendance. The site tours are not compulsory.

The questions from prospective Respondents and the answers provided during the tour of sites will be sent via an addendum to the Persons who requested a copy of this RFQ. The MTQ reserves the right not to answer certain questions.



4.6 Preparation and Presentation of Submission

The evaluation of the Submissions is the responsibility of a Selection Committee which will proceed to make an evaluation based on the criteria and weighting system defined in **Section 5.4**. It is therefore essential that the Respondent supply, in a precise and orderly fashion, the answers to the established criteria by indicating for each criterion what qualifies it to carry out the Project.

The rules for the presentation and contents of the Submissions are set out in **Schedule 1** and must be followed.

4.7 Withdrawal of Submission

A Respondent may withdraw its Submission by sending written notice to the Ministère's Representative at any time prior to the date and time set for filing of the Submissions, without thereby affecting its right to submit a new one by the required deadline.

4.8 Opening of Submissions

The MTQ will publicly disclose, on the expiration of the deadline for filing Submissions, the names of the Respondents (and their Members) who submitted a Submission and will forward a copy of the list to Respondents who request it.



5. EVALUATION OF SUBMISSIONS

Submissions must be prepared as described in the outline for presentation of the Submissions contained in **Schedule 1** of the RFQ.

5.1 Selection Committee

The Submissions received will be analyzed and evaluated by a Selection Committee, which will make appropriate recommendations to the MTQ. The Ministère will determine the Qualified Respondents on the basis of such recommendations.

The Selection Committee will be made up of representatives of the Minister and experts from appropriate fields. It will review the Submissions that are deemed eligible based on the requirements and materials indicated in this RFQ.

5.2 Evaluation of Submissions

The evaluation of the Submissions will be a two-phase process. The first phase will consist of ensuring that all eligibility conditions are met (see **Section 5.3**).

The second phase will consist in an evaluation of the Submissions in terms of technical and commercial abilities (Assessment Criteria no. 1 to no. 5 of **Section 5.4**) and financial capacity and ability (Assessment Criterion no. 6 of **Section 5.4**) to duly carry out the Project in terms of the Required Services, Permitted Services and the Development Strategy the Respondent plans to implement (see **Section 5.4**).

5.3 Eligibility Conditions

Any Submission that does not meet one or more of the eligibility conditions described below will be considered ineligible and will be rejected:

- The Submission must be filed at the place indicated in this RFQ by the prescribed deadline;
- An authorized representative of the Respondent and of each Member (as the case may be) must complete and sign a form of undertaking drafted in French in the form and wording of the one shown in **Schedule 3** (without any alteration or amendment); and
- The resolution authorizing a representative of the Respondent and of each Member (as the case may be) to sign the Submission must be forwarded with the duly completed form of undertaking from **Schedule 3**.

5.4 Assessment Criteria

The Selection Committee will evaluate all Submissions considered eligible on the basis of the assessment criteria presented below. The Submissions will be evaluated in terms of the



Required Services, Permitted Services and Development Strategy that the Respondent plans to implement. In order to have its capability and ability assessed, a Respondent must submit its Development Strategy including the information requested in **Schedule 1**.

Because the responsibilities of the Partner require experience, expertise and a range of abilities, the MTQ recognizes the difficulty for a single Person to meet all the assessment criteria and, therefore, is open to receiving Submissions from Consortiums.

The Respondent must specify which of its Members, Participants and Key Individuals have the expertise, ability and capacity required for each assessment criterion. Where a Submission does not provide for a full team to undertake all the responsibilities contemplated, the Respondent must submit a clear and precise plan of the measures it intends to implement for undertaking such responsibilities.

The total score on the evaluation grid is 100 and the weighting assigned to each criterion is established on the basis of its relative importance. The Selection Committee will attribute a score to each Respondent for each criterion, from zero up to the maximum score.

Upon written request and within the time frame fixed by the Selection Committee, a Respondent undertakes to provide the Selection Committee with all the information needed to clarify its Submission. The information provided will become an integral part of the Submission.

The Selection Committee will determine to what extent each Submission satisfies the requirements of this RFQ and will evaluate it solely on the information it contains and on such clarifying information as the Selection Committee may request.

The assessment criteria that will be used by the Selection Committee to evaluate the Submissions are the following:

No.	Assessment Criteria	Maximum Score
1	Experience in retail marketing and operations	20
2	Experience in the development and commercial value enhancement of sites	20
3	Experience offering diversified services to a high-volume clientele	20
4	Past experience integrating into a regional environment	10
5	Experience carrying out or managing the design, construction, operation and long-term maintenance of buildings or other infrastructures	10
6	Financial capacity and ability	20
Total		100

Respondents failing to provide information on any assessment criterion will receive a score of zero for that criterion.



Choice of Qualified Respondents

Among the Respondents that receive a score of at least 60% for the criteria relating to Assessment Criterion No. 1 – *Experience in retail marketing and operations* and Assessment Criterion No. 6 – *Financial capacity and ability*, the four Respondents who receive the highest score will be entered on the list of Qualified Respondents. In the event less than four Respondents obtain the minimum scores of 60%, all such Respondents will be selected.

5.5 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 score if its Submission is eligible or, where applicable, the reasons for its ineligibility; and
- The names of the Qualified Respondents.



6. GENERAL CONDITIONS

6.1 Eligibility

Because of their involvement in the Project, the enterprises listed in **Schedule 7** and persons related to such enterprises or their Associated Companies are not eligible to participate, either as a Member, Participant or Key Individual of a Respondent or play any other role for or on behalf of the Respondent.

6.2 Communication

Under penalty of having their Submission rejected, Respondents must abstain from communicating in connection with this RFQ and the Project with members of the Québec National Assembly or their staff, Government civil servants or any other person associated with the Project in any manner whatsoever, except the Ministère's Representative.

6.3 Confidentiality

The MTQ will maintain the confidentiality of the information provided by the Respondents, in compliance with applicable laws.

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

- His, her or its name, whether its Submission was retained or not;
- Where applicable, that his, her or its Submission was retained.

The above paragraph applies to every Member and Participant of a Respondent, making all necessary adjustments.

6.4 Conflicts of Interest

Respondents who may find themselves in a conflict of interest are obliged to disclose that fact in their Submission. A Respondent is deemed to have a conflict of interest if there is an actual or apparent conflict of interest.

The Members and Key Individuals of a Respondent (as well as persons related to them and their Associated Companies) may not be part of another Respondent that is filing a Submission in response to this RFQ.

If a conflict of interest arises after the filing of its Submission, a Respondent must immediately inform the Ministère's Representative, who may, at the discretion of the Ministère, instruct the Respondent to remedy the conflict of interest to the Ministère's satisfaction, or disqualify the Respondent.



6.5 Collusion

Each Respondent must submit its Submission without any consultation, exchange or comparison of information or any agreement with any other Respondent (or any other employee, representative or Member of a Respondent). Each Respondent is responsible for ensuring that it participates in this RFQ process honestly and without collusion. In the event of any collusion, the Ministère may, among other things, disqualify the Respondents concerned.

6.6 Respondents' Costs and Expenses

In connection with this RFQ, the Ministère will not reimburse any costs or expenses incurred by the Respondents.

6.7 Change in the Composition of a Respondent

A Respondent may not add, remove or replace a Member, Participant or Key Individual or make any change in the participation of any Member, Participant or Key Individual after its Submission has been filed until the names of the Qualified Respondents under this RFQ are announced. Any change made in violation of the foregoing may result in the disqualification of the Submission.

Should a Qualified Respondent wish 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, the Qualified Respondent must submit such changes to the Ministère's Representative in writing explaining the nature of and reasons for such change so that the Ministère may evaluate the request. Any proposed change will be subject to the examination and approval of the Ministère, in its sole discretion. Any change that is made in violation of the provisions of this section may result in the disqualification of the Qualified Respondent.

6.8 MTQ's Rights

The Ministère has full power to conduct an independent verification of information pertaining to a Respondent.

This RFQ does not oblige the Ministère to enter into a Partnership Agreement with any Person whatsoever, nor does this RFQ constitute an offer to enter into such agreement with any Person whatsoever.

The Ministère reserves the right, and the full powers, to amend the dates, schedules, limits and scope of the Project, to reject any or all of the Submissions, cancel this RFQ or the Project, issue a new request for qualifications for the Project, amend the selection process or decide not to issue the request for proposals, or to undertake the Project itself (or through a Government body) or a similar project, without incurring liability in respect of any costs or damages suffered by any Respondent.



The Ministère reserves the right to disqualify any Submission which, in its opinion, contains inaccurate, incomplete, false or misleading information. Furthermore, the Ministère reserves the right to allow the correction of any irregularity found in a Submission which it deems minor.

6.9 Ministère's Liability Regarding Accuracy of Information

The Ministère, as well as the organizations, companies and persons mentioned in **Section 1.5**, disclaim any liability and provide no warranty as to the accuracy, relevance or completeness of information sent by the MTQ or a third party to any Respondent in connection with this RFQ. Only information referred to in this document and in any addenda thereto must be considered by the prospective Respondents.

Without limiting the foregoing, it is up to each Respondent to develop its own assumptions for purposes of determining the economic potential of each of the sites, based in particular on the possible customer traffic.

6.10 No Recourse

No recourse may be taken against the Government, the MTQ or their representatives and advisers for any reason whatsoever arising from the preparation, filing, eligibility or selection of a Submission, in particular as regards the rights and powers described in **Section 6.8**.

6.11 Legislative Framework

The Project is governed, *inter alia*, by *An Act respecting transport infrastructure partnerships* (R.S.Q., c. P-9.001).

During the selection process and throughout the term of the Partnership Agreement, the Respondents will take into account the obligations under the laws and regulations in force in Québec in view of obtaining or maintaining the required permits and authorizations for the Project and its operations throughout the term thereof.

6.12 Ownership of Documents

General clause

The Submissions will remain the exclusive property of the MTQ, without compensation.

Additional information concerning handling of financial statements

The MTQ wishes to advise the Respondents, Members and Participants that they can submit their financial statements in a separate envelope, sealed and clearly identified, when they file their Submission. All members of the Selection Committee are required to sign a confidentiality agreement in favour of the MTQ and are bound to maintain the confidentiality of all information obtained in connection with the evaluation of the Submissions. The MTQ will maintain the



confidentiality of the information provided by the Respondents as described in **Section 6.3** of this RFQ. Furthermore, upon written request by a Respondent, the MTQ agrees not to make any photocopies of the financial statements submitted by the Respondent in connection with its Submission. Finally, further to the announcement of the Qualified Respondents, the MTQ will return, upon written request only, the financial statements of the Respondents, Members or Participants that have not been selected.

6.13 Official Version of this RFQ

Only the French version of this RFQ is official and has legal effect. The English version is provided for information purposes only.

6.14 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.

Submissions must be drafted in French, except for the financial statements, annual reports and credit rating reports, which may be drafted in French or English.



SCHEDULES 1 TO 8
OF REQUEST FOR QUALIFICATIONS

for

**the design, construction, financing,
operation and maintenance**

of

seven service areas along the Québec highway system

(File No. 7310-06-AS02)



Schedule 1

Outline of Presentation and Contents of Submissions





Schedule 1 – Outline of Presentation and Contents of Submissions

General

Submissions must adhere to the submission outline and follow the indicated order and numbering set out below.

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

With the exception of financial statements, annual reports and credit rating reports which may be drafted in French or English, the Submission must be drafted in French. A Respondent may include with his, her or its Submission, at his, her or its discretion, additional information in French or English, provided a summary of such additional information, no more than 5 pages long and drafted in French, is included.

The Submission must be submitted on 8½" x 11" or "A4" paper and be in size 11 font.

The Respondent must submit its Submission in 10 signed copies, including one clearly identified original, all in a sealed package with the return label provided in **Schedule 4**. With its original document, the Respondent must also include a CD containing an electronic version of the Submission.

Evaluation

The evaluation of the Submissions will be a two-phase process. The first phase will consist in ensuring that all eligibility conditions have been met. Only Submissions that meet all of the eligibility conditions will be evaluated based on the assessment criteria.

The second phase will consist in an evaluation of the Submissions in terms of technical and commercial abilities as well as financial capacity and ability. The Submissions will be evaluated to determine the Respondents' capacity and ability to bring the Project to fruition with regards to the Required Services, Permitted Services and Development Strategy that each Respondent plans to implement.

The evaluation of the Submissions using the eligibility conditions and assessment criteria set out in **Sections 5.3 and 5.4** of this RFQ will be based on the information requested in this **Schedule 1**.

Presentation of Projects

For each past project mentioned in **Sections 5 to 10** of this **Schedule 1**, the Respondent must provide a description that does not exceed five pages per project. In addition to the specific information requested in each section, the information on each project must contain:

- The project commencement and completion dates and the dates the Respondent worked on the project;



- The initial budget for the project and its final cost (in dollars of the year of construction);
- At the very least, a reference (name, position, organization, current address, telephone number, fax number and email address). Each reference must be independent of the Respondent and the Ministère must be able to consult it.

A same project may be presented more than once if the Respondent has demonstrated several types of ability based on the development of the same project.

In addition to the five-page limit per project mentioned above, a Respondent may attach a maximum of five pages of photographs or other illustrative documents that will help in the evaluation of the relevance and quality of the experience, work and communications strategies previously used and the results obtained.

All of the projects referred to in **Sections 5 to 10** of this **Schedule 1** must have been carried out by one or more of the Respondent's Members or Participants identified as being in charge of that aspect of its ability.

1. INTRODUCTION

The Respondent must present its Submission by inserting, in the first page thereof, its undertaking forms (**Schedule 3**). Where applicable, every Member, Participant and Key Individual (who is not an employee of the Respondent, or of one of its Members or Participants – see **Section 2.3** of this **Schedule 1**), must sign an undertaking form.

After the undertaking forms, the Respondent must provide a resolution of its Board of Directors or other provision authorizing the representative of the Respondent and, where applicable, of each Member and Participant to sign the Submission.

The Respondent will then provide details with respect to the main features of its Submission, and then present, where applicable, the Members and Participants involved, giving a precise description of their contribution to the Project.

2. PRESENTATION OF THE RESPONDENT

2.1 Description of the Respondent

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

- a general presentation of the Respondent;
- the location of the Respondent's main place of business;



- the location of the Respondent's local offices in Canada and Québec; and
- the identification of the Respondent's sectors of activity.

The above information must be provided for each Member and Participant. Where applicable, the Respondent must also provide the contemplated financial interest held by each of its Members, expressed as a percentage. The percentages of financial interest will be used to evaluate the financial capacity and ability as set out in **Section 10.4 of Schedule 1**.

The Respondent must also provide the name and contact information of a single individual who will act as liaison. The contact information must include the telephone number, fax number, email address and mailing address.

2.2 Roles of the Members and Participants

Describe the respective roles of each Member and Participant of the Respondent and provide a corporate organization chart showing the relationships among them.

2.3 Roles of Key Individuals

Describe the roles of the Key Individuals by drawing up one or more organization charts. The Respondent must ensure that the Key Individuals are able to meet all of the major requirements of the Project.

For each Key Individual, the Respondent must describe the employment or contractual relationship he or she has with the Respondent. A Key Individual who is not employed by a Member or Participant must sign an Undertaking Form in accordance with **Section 3**.

3. DEVELOPMENT STRATEGY

In this section, the Respondent must present its Development Strategy by describing the Services it plans to offer. At the very least, for each site the Respondent must provide a description of:

- 1) its planned concept in response to the MTQ's requirements for food and restaurant services; and
- 2) its intentions regarding the sale of Fuel and space leasing.

Respondents are also encouraged to provide descriptions of their intentions for the other services.

The descriptions should be presented in the following order:

1. Porte-du-Nord, along Hwy 15 in Saint-Jérôme;
2. Olivier-Guimond, along Hwy 40 in Rigaud;
3. Des Pionniers, along Hwy 20 East in Rivière-Beaudette;



4. Magog, along Hwy 10 in Magog;
5. Canton-de-Melbourne, along Hwy 55 in Melbourne;
6. Baie-de-Maskinongé, along Hwy 40 East in Maskinongé;
7. Cap-de-Pierre, along Hwy 40 East in Saint-Augustin-de-Desmaures.

In describing the Services, the Respondent must set out what methods it plans to use to encourage travellers to stop at the sites and thus optimize their commercial value.

A summary timetable must be produced indicating the approximate opening dates of the various Services at each site (the dates should be expressed in months), based on the assumption that the Partnership Agreement will be signed in Autumn 2007. An indication of the Respondent's ability to comply with the schedule established by the MTQ, as described in **Section 2.4.1**, must be provided.

4. CURRICULUM VITAE OF KEY INDIVIDUALS

The Respondent must provide the curriculum vitae of the Key Individuals holding any of the following positions:

- project director for all the sites, who is the senior person in charge of managing the design, construction, operation and maintenance of all of the sites ("Key Individual No. 1");
- person in charge of food and restaurant services ("Key Individual No. 2");
- person in charge of Fuel supply (if offered by the Respondent) ("Key Individual No. 3");
- person in charge of space leasing (if offered by the Respondent) ("Key Individual No. 4").

The curriculum vitae must show that each Key Individual has recent, extensive and valid professional experience for purposes of carrying out the duties entrusted to him or her on projects similar in nature and scope to the Project. The curriculum vitae must also include the following:

- The number of years of experience, positions held, names of employers and corresponding dates of employment, together with a precise description of their duties/roles and experience on projects;
- The number of years of experience in the role proposed for the Project;
- Three (3) references from clients who can effectively confirm the calibre of relevant accomplishments on previous projects.

In its Undertaking Form, the Respondent must also certify the availability of each Key Individual for the Project (see **Schedule 3**).



A Key Individual may hold more than one position. In such instance, the Respondent must provide a curriculum vitae that is adapted to each position the Key Individual will hold or indicate whether one and the same curriculum vitae is being submitted for all of the positions to be held by such Key Individual.

5. EXPERIENCE IN RETAIL MARKETING AND OPERATIONS

The Respondent must describe two projects in which it has successfully demonstrated its expertise in marketing and operating businesses in the tourism, retail sales or services sectors. The projects should be sufficiently comparable to the Required Services and Permitted Services contemplated in the Respondent's Development Strategy (in terms of scope, content and cost) for the experience to be deemed relevant for purposes of the Project. A project will be evaluated positively if it has met the needs of highway users, such as:

- food and restaurant services; or
- sale of Fuel;

interconnected with:

- information bureaux (e.g., tourist or geographic); or
- rest areas.

In this regard, the Respondent must provide at the very least the following information for each project:

- A summary description of the project;
- A description of the retail marketing and operating activities;
- Its scope, including the costs of design/construction for each retail business activity (at each site if the project includes several sites) and the number of years the business was in operation;
- The construction timetable (duration of design, construction and commissioning phases) with a comparison to the original timetable, including an explanation of any delays, where applicable;
- For activities involving food and restaurant services:
 - the number of seats in each restaurant;
 - a demonstration of experience managing several work shifts in a single day; and
 - characteristics indicating the speed of the service provided to the customers.
- The Key Individuals who worked on each project and their precise roles.



The Respondent must identify which of its Members or Participants is or are responsible for retail marketing and operations. The projects presented must have been carried out by the Respondent or by one of its Members or Participants.

The retail marketing and operations expertise of Key Individuals No. 1, 2, 3 and 4 will also be evaluated in this section.

6. EXPERIENCE IN THE DEVELOPMENT AND COMMERCIAL VALUE ENHANCEMENT OF SITES

The Respondent must describe two projects in which it has successfully demonstrated its ability to develop a commercial site and enhance customer traffic or sales potential in the tourism, retail sales or services sectors. These projects should be sufficiently comparable to the Project in terms of scope, content, cost and timetable in order for the experience to be deemed relevant for the purposes hereof.

For each project, the Respondent must:

- provide a summary description of the project;
- present the development and commercial value enhancement strategies used for the project and the results of each strategy. The results of each strategy must describe, in particular, the increase generated in gross revenue, the increase in customer traffic at the site and the increase in the average amount spent per customer;
- demonstrate its experience in the negotiation and administration of leases so as to be able to optimize the commercial value of the site;
- demonstrate its experience in the negotiation and administration of service contracts and subcontracts so as to be able to optimize the commercial value of the site;
- demonstrate its experience in creating landscaping and architectural features with a view to optimizing the site's appeal and commercial value; and
- for each of the foregoing elements, identify the Key Individuals who played a major role in developing and carrying out each of the activities, and describe their role.

The Respondent must identify which of its Members or Participants is or are responsible for the development and commercial value enhancement of sites. The projects presented must have been carried out by the Respondent or by one of its Members or Participants.

The development and commercial value enhancement of sites expertise of Key Individuals No. 1, 2, 3 and 4 will also be evaluated in this section.

7. EXPERIENCE OFFERING DIVERSIFIED SERVICES TO A HIGH-VOLUME CLIENTELE

- A) The Respondent must describe two projects in which it has successfully demonstrated its ability to attract and manage a large clientele by offering a broad range of products or services.



For this purpose, the products and services deemed relevant will comprise primarily the Required Services and Permitted Services described in **Schedule 6**.

For each project, the Respondent must provide at the very least the following information:

- A summary description of the project;
- The products and services offered at each site;
- The customer traffic rate (number of users) on an annual basis for the site (or for each site if several sites are included in the project);
- The mechanisms implemented in order to:
 - deal with high traffic and facilitate its management (e.g., mechanisms for managing traffic or customer waiting times);
 - satisfy a clientele with varied needs, such as rest, information, food and refuelling;
 - manage emergencies, particularly environmental emergencies;
 - handle complaints, questions and comments from customers, including the average response time; and
 - offer a rest area or other area to enhance the users' experience.
- Identify the Key Individuals who worked on implementing such mechanisms for each project and their precise roles.

The Respondent must identify which of its Members or Participants is or are responsible for offering diversified services to a high-volume clientele. The projects presented must have been carried out by the Respondent or by one of its Members or Participants.

The expertise of Key Individuals No. 1, 2, 3 and 4 in terms of providing diversified services to a high-volume clientele will also be evaluated in this section.

B) In addition to the project descriptions required in A) above, for each retail business activity proposed in its Development Strategy (**Section 3** of this **Schedule 1**), the Respondent must provide:

- the number of locations where it operates or manages this type of operation (i.e., the number of gas stations, the number of locations that have restaurants, the number of convenience stores, etc.); and
- its total annual sales (i.e., for all of its locations) over the last three years.



8. EXPERIENCE INTEGRATING INTO A REGIONAL ENVIRONMENT

The Respondent must describe two projects in which it has successfully demonstrated its expertise integrating into a regional environment. One of the projects must show the Respondent's experience integrating into the economic and social environment (cities, municipalities, merchants' associations or civic groups). The other project must show the Respondent's experience integrating into the architectural and urban environment. The same project may be used to illustrate both aspects.

For the first project, the Respondent must present, with regard to integration into the economic and social environment:

- the context and problematics of the project;
- the approach taken;
- the results obtained; and
- communication experience with the regional stakeholders.

For the second project, the Respondent must present, with regard to integration into the architectural and urban environment:

- the context and problematics of the project;
- the approach taken;
- the results obtained; and
- communication experience with the regional stakeholders.

The project descriptions may be supported by local newspaper articles or other media communications that relate how the Respondent strove to integrate into the regional environment.

The Key Individuals who were involved in each project must be identified and their precise roles in the projects must be described.

The Respondent must identify which of its Members or Participants is or are responsible for integration into the regional environment. The projects presented must have been carried out by the Respondent or by one of its Members or Participants.

The expertise of Key Individual No. 1 in terms of integration into a regional environment will also be evaluated in this section.



9. EXPERIENCE CARRYING OUT OR MANAGING THE DESIGN, CONSTRUCTION AND MAINTENANCE OF BUILDINGS OR OTHER INFRASTRUCTURES ON A LONG-TERM BASIS

The Respondent must describe two projects in which it has successfully demonstrated its ability to carry out or manage the design, construction, renovation and maintenance of buildings or other infrastructures under a long-term agreement. The projects should be sufficiently comparable to the Project in terms of scope, content, cost and timetable in order for the experience to be deemed relevant for the purposes hereof.

The Respondent must identify which of its Members or Participants is or are responsible for carrying out or managing the design, construction, renovation and maintenance of buildings or other infrastructures on a long-term basis. The projects presented must have been carried out by the Respondent or by one of its Members or Participants.

For each project presented, the Respondent must indicate the precise role played by the Key Individuals. The expertise of Key Individual No. 1 in carrying out or managing design, construction and long-term maintenance will also be evaluated in this section.

Experience must be demonstrated in the following fields:

Design

- The design of projects involving various phases or activities such as design, construction, maintenance and renovation;
- Design of projects governed by the standards and practices applicable in Québec and Canada;
- Projects that required an innovative design because of the needs and limitations of the site;
- The integration of architectural and urban considerations in order to harmonize the project with the surrounding area.

Construction

- Construction governed by the standards and practices applicable in Québec and Canada;
- Construction that accounts for the climatic conditions of Québec;
- Innovative construction methods to deal with design and budget requirements (quality of materials and assembly, response to climatic conditions, etc.).

Project Management

- Management of projects similar in nature and scope which include all of the disciplines inherent in the Project, such as (without limitation): design, construction (or refurbishment) and maintenance;



- Management of several projects simultaneously in a context where they are geographically dispersed;
- Management approaches taken to deal with the complex nature of the projects and their timetables.

Regular and Major Maintenance

- Development and application of cleaning programs;
- Development and application of exterior maintenance programs (landscaping, snow removal, etc.);
- Major renovations and maintenance of buildings or infrastructures;
- Implementation and management of emergency measures;
- Development and application of electromechanical and system maintenance programs.

The Respondent must also indicate the period (number of years) during which it handled regular and major maintenance on buildings or other infrastructures for the projects presented.

10. FINANCIAL CAPACITY AND ABILITY

10.1 Financial Statements and Other Financial Information

The Respondent must attach the following information to its Submission, not only for itself but also for each of its Members:

- The audited annual financial statements for the last three fiscal years (or if none exist, unaudited statements) and copies of quarterly financial statements for each quarter since the last annual financial statement produced, or 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 not available;
- Confirmation of the absence of any material financial information not disclosed in the information already provided, signed by the entity's chief financial officer or comptroller, or by a director, agent or employee of the entity authorized to sign such confirmation;
- Confirmation of the absence of any material adverse change not disclosed in information already provided, signed by the director or comptroller of the entity, or by a director, agent or employee of the entity authorized to sign such confirmation; and
- For entities 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 entity's indebtedness, or a confirmation of the absence of any such information.



Additional information concerning handling of financial statements

The MTQ wishes to advise the Respondents, Members and Participants that they can submit their financial statements in a separate envelope, sealed and clearly identified, when they file their Submission. All members of the Selection Committee are required to sign a confidentiality agreement in favour of the MTQ and are bound to maintain the confidentiality of all information obtained in connection with the evaluation of the Submissions. The MTQ will maintain the confidentiality of the information provided by the Respondents as described in **Section 6.3** of this RFQ. Furthermore, upon written request by a Respondent, the MTQ agrees not to make any photocopies of the financial statements submitted by the Respondent in connection with its Submission. Finally, further to the announcement of the Qualified Respondents, the MTQ will return, upon written request only, the financial statements of the Respondents, Members or Participants that have not been selected.

10.2 Ability to Obtain Financing

The Respondent must describe two projects in which it has successfully demonstrated its expertise in the development and implementation of financing for projects comparable in nature to the Project.

The Respondent must indicate which of its Members or Participants will be responsible for implementing the financing for the Project. The projects presented must have been carried out by the Respondent or by one of its Members or Participants.

For each past project, the following information is required:

- the total project cost;
- the commercial structure (contractual relationships and cash flows);
- the financing structure;
- the types of financial instruments used;
- the terms and conditions of the financing; and
- the financial institutions involved.

The institution that participated in the financing of the projects 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 for the projects cited.

10.3 Preliminary Financing Plan

The Respondent must provide a preliminary financing plan and the sources of financing for carrying out the Project by identifying the preliminary proportions of shareholders' equity and borrowings (bank or bond borrowings). The Respondent is not required to show that financing for the Project is in place; it need only indicate its general preliminary approach for arranging such financing.



10.4 Evaluation

The evaluation of the financial capacity and ability of the Respondents will take into account the percentage of financial interest of the Members, as requested in **Section 2.1** of this **Schedule 1**. The MTQ will require that any subsequent changes to the percentage of such interest not have an adverse impact on the Respondent's financial capability.



Schedule 2

Partnership Agreement Term Sheet





Schedule 2 – Partnership Agreement Term Sheet

Glossary

Unless otherwise indicated or the context dictates otherwise, the words and expressions used in this schedule will have the meaning ascribed thereto in the glossary of this RFQ.

Disclaimer

This information is submitted only as an indication in order to illustrate the type of partnership the Ministère contemplates. The terms and conditions of the partnership will be set out in the draft Partnership Agreement that will be provided to the Qualified Respondents with the request for proposals.

- 1. Purpose; Parties:**

The Minister will be the contracting party on behalf of the Government. Under the terms of the Partnership Agreement, the Partner will be responsible for designing the Project and for building, financing, operating and maintaining the Project Works, and for ensuring that such Works are at all times in compliance with the prescribed standards. The Minister, although retaining ownership, will make the lands available to the Partner for purposes of the Project. The Minister will retain ownership of the Works existing as of the date of execution of the Partnership Agreement and will make them available to the Partner for purposes of the Project. The Partner will retain ownership of the Works it builds or erects until they are surrendered to the Minister upon the end of the Partnership Agreement.
- 2. Term:**

The term of the Partnership Agreement will be 30 years, commencing on the date of execution of the Partnership Agreement, except in the event of early termination.
- 3. Allocation of Risks and Responsibilities:**

The allocation of the risks and responsibilities relating to the Project, including as set out in paragraph 1 of this schedule, will be specified in the Partnership Agreement. The Partnership Agreement will establish, *inter alia*, the Partner's responsibility regarding the supply of drinking water for the sites, the treatment of wastewater and payment of property taxes (as this term is defined in *An Act respecting municipal taxation* (R.S.Q., c. F-2.1)). It will also be provided therein that, upon the end of the Partnership Agreement, the Partner must surrender the Works to the Minister in good condition and for no additional compensation payable by the Minister or the Government. Further information on the allocation of risks and responsibilities is set out in **Section 2.6** of this RFQ.



- 4. Royalties:** The Partner will pay royalties to the Minister in accordance with the proposal the Partner makes to the Ministère, as accepted by the Minister and agreed to in the Partnership Agreement. The royalties will include fixed minimum royalties and royalties based on a percentage of gross revenue.
- 5. Performance:** The Partnership Agreement will contain provisions for financial incentives to take into account the Partner's compliance with the requirements set out in the Output specifications for each of the sites.
- 6. Services:** In addition to the Required Services, the Partner may offer other services, some of which will be preauthorized and others on prior approval of the Ministère and provided they do not form part of the Unauthorized Services.
- 7. Insurance and Guarantees:** The Partnership Agreement will provide for appropriate insurance coverage, guarantees, letters of credit and bonds.
- 8. Government Prerogatives:** The Partner will be bound to comply with certain rights-of-way and servitudes for public utilities granted from time to time by the Minister or the Government on the lands required for the Project.

The Partner must operate and maintain all Project Works in accordance with all applicable legislation, including any future legislation.

The Government will retain the right to pass legislation and ensure the application of any law that applies to the Works or activities carried out thereon or therein. However, the Partnership Agreement will contain provisions to indemnify the Partner in the event of a discriminatory action or unilateral termination at the sole discretion of the Minister.

Neither the Minister nor the Government will be limited with respect to the offer of new services that may or may not compete with the Project in the future, subject, however, to no new service area being erected within a linear distance of 30 kilometres following a one-way or two-way axis along the highway in question (depending on whether it is possible, as of the date of execution of the Partnership Agreement or, as the case may be, when the construction works to be performed by the Ministère as provided in the Partnership Agreement are completed, to access the service area from one side only or from both sides), upstream



as well as downstream from the service area. For greater certainty, in the case of a service area with one-way access, the 30-kilometre distance will apply only to the highway direction where the service area is located.

9. General:

Adequate assurance that the Partner has the financial capacity to assume and honour its obligations and responsibilities under the Partnership Agreement must be provided by the Partner, its Members and/or a guarantor, as the case may be. The terms, conditions and limits will be set out in the Partnership Agreement.

The Partnership Agreement will contain the terms, conditions, representations, warranties, commitments and indemnifications common to this type of transaction, taking into account the particularities of the Project.



Schedule 3

Undertaking Form





Schedule 3 – Undertaking Form

Development of seven service areas along the Québec highway system File Number: 7310-06-AS02

UNDERTAKING FORM

(to be completed by: 1- the Respondent; 2- each of the Respondent's Members; 3- each of the Respondent's Participants; and 4- each Key Individual who is not an employee of the Respondent or of a Member or Participant of the Respondent.)

TO: MINISTÈRE DES TRANSPORTS DU QUÉBEC

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

- ☐ (a) a duly authorized representative of (circle one of the following entities):
- (i) the Respondent
 - (ii) a Member of the Respondent
- ☐ (b) a duly authorized representative of a Participant of the Respondent
- ☐ (c) a Key Individual of the Respondent

(each being an "Interested Party") and declares having the power and authority to execute this Undertaking Form for and on behalf of the Interested Party or, where applicable, in his, her or its own name. 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 and maintenance of seven service areas along the Québec highway system" and all documents pertaining to the above-captioned project, as well as all of the terms and conditions contained therein, including, without limitation, all of the schedules attached thereto and other information made available with respect to the RFQ. The Interested Party declares having gathered the necessary information on the nature of the services to be provided and the Project requirements.

In submitting this Undertaking Form, the Interested Party agrees to be bound by and to comply with the terms and conditions of the RFQ.

The Interested Party hereby acknowledges and agrees that the Government, the MTQ and their respective advisers may verify any information contained in the Submission and may conduct any background investigation (including, without limitation, criminal record investigations, credit inquiries, litigation searches, and bankruptcy registration and tax payer information investigations) in respect of the Interested Party.



The Interested Party hereby authorizes the Government, the MTQ and their respective advisers to collect and use confidential or personal information on the Interested Party for the purposes of evaluating the Submission attached to this Undertaking Form and disclosing such information to the persons charged with evaluating the Submission, or disclosing to the public in accordance with **Section 6.3** of the RFQ and in compliance with applicable laws.

The Interested Party agrees to be bound by and subject to any decision of the Ministère that establishes whether the Respondent:

- complied with the evaluation criteria established in the RFQ;
- is deemed by the Ministère to qualify for the request for proposals;
- will be invited to participate in the request for proposals.

The Interested Party hereby confirms:

- the availability of each Key Individual for the Project (applies to Respondent only);
- that it is not related to or otherwise associated with any Respondent other than [name of Respondent: _____] (applies to Members and Key Individuals only);
- that it is not ineligible under **Section 6.1** of the RFQ;
- that it is not in a situation of conflict of interest with the MTQ or the Government for the purposes of this Submission.

The defined terms used in this Undertaking Form shall have the meaning ascribed thereto in the RFQ.

Name of Respondent: _____

Name of Interested Party: _____

Address: _____

Telephone: _____

Fax: _____

Name of authorized
representative (block letters): _____

Title: _____

Signature: _____

Signed in _____ on _____.



Schedule 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.

MAILING OF SUBMISSION	FILE NO.: 7310-06-AS02
	<u>Deadline (date and time):</u> January 10, 2007, 3:00 p.m. Québec city time
REQUEST FOR QUALIFICATIONS FOR THE DEVELOPMENT OF SEVEN SERVICE AREAS ALONG THE QUÉBEC HIGHWAY SYSTEM Partenariats public-privé Québec Attention: Robert MacKay, CA 1050, René-Lévesque Blvd. East Suite 408 Québec, Québec CANADA G1R 4X3	

Cut along dotted line

LABEL TO AFFIX ON RETURN ENVELOPE



Schedule 5

Information about the Sites





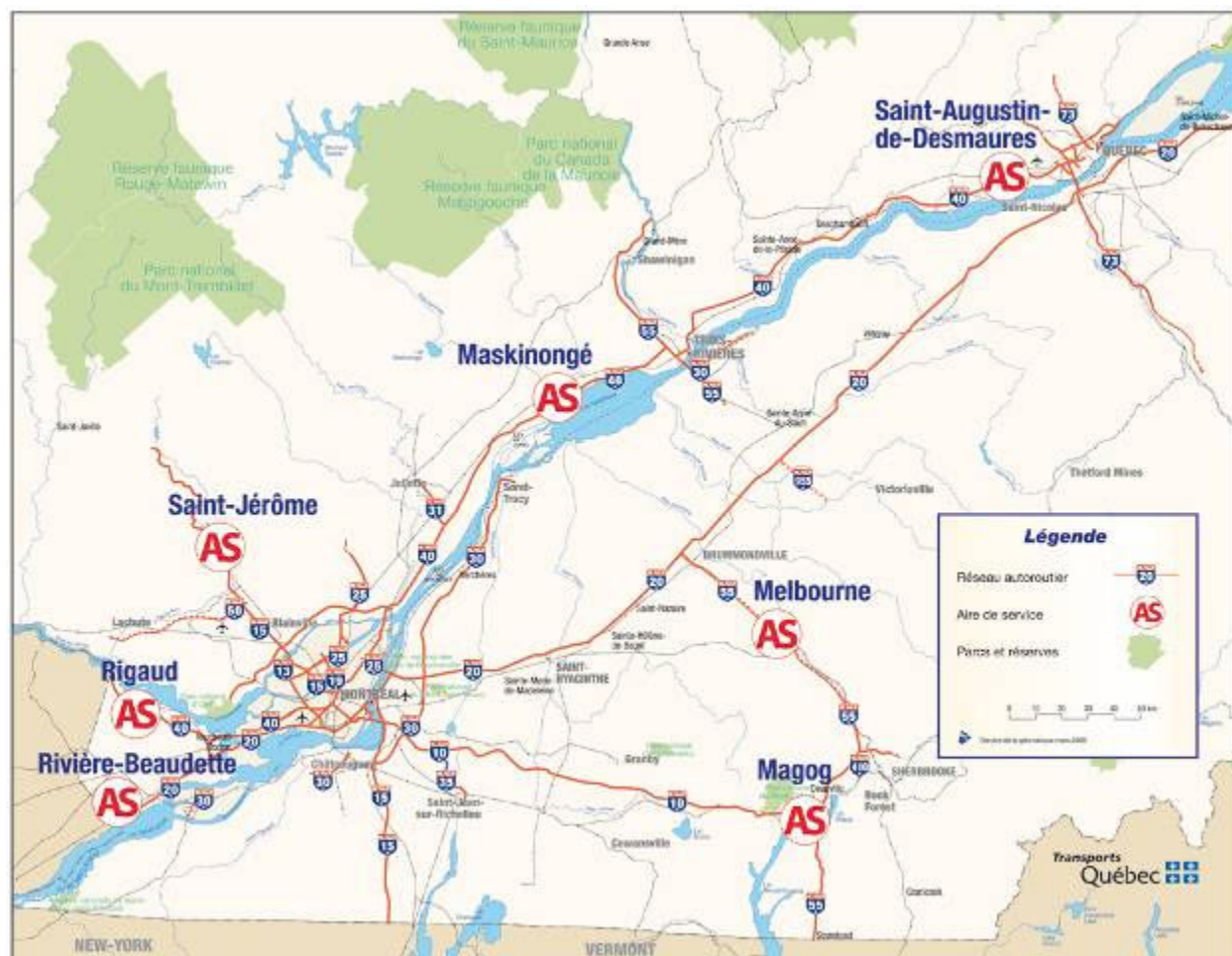
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Schedule 5 – Information about the Sites

Schedule 5 describes the seven service areas in summary.



Service Area Location Map



1. PORTE-DU-NORD SERVICE AREA IN SAINT-JÉRÔME

The Porte-du-Nord Service Area is situated in a strategic location as a gateway to the Laurentian tourist area, on Highway 15, vis-à-vis Saint-Jérôme. Built within an interchange, the highway park is easily accessible from both directions of the highway. The services offered meet the needs of a large number of customers: a 250-seat restaurant, an ultra-modern tourist information office, a gas station with a convenience store and a huge parking lot.

The building boasts a traditional architectural style with a stone façade and a bead-moulding roof, interspersed with skylights. Inside, large fireplaces provide the restaurant with a warm and friendly ambience.

Description

- The site has been in operation for several years and has built up a steady volume of business.
- The service area is strategically located just north of Saint-Jérôme (in the former municipality of Bellefeuille), on Highway 15.
- An interchange allows access to the service area from either direction.
- The main building includes a 250-seat restaurant operated by Placements McDonald (Québec) Ltée, a tourist information office operated by the Association touristique des Laurentides (now known as Tourisme Laurentides) and an office operated by a community group under an undertaking by Placements McDonald (Québec) Ltée for the MTQ. The current contract with respect to the operation of the restaurant expires in December 2010. The sub-lease granted by Placements McDonald (Québec) Ltée to Tourisme Laurentides also expires in December 2010, on the condition that the MTQ has undertaken with Tourisme Laurentides that it may use the aforesaid offices until 2025.
- The area of the service area is 23,409 m².
- The existing restaurant was fitted up in the early 1990s in a building owned by the Ministre des Transports du Québec. The tourist information office occupies the west wing, which was built in the winter of 2004-2005.
- The service area also includes a gas station with a convenience store operated by Imperial Oil (Esso). The current contract with Esso expires September 30, 2013.



Traffic Volume

History of Traffic Volume¹ – Porte-du-Nord

Years	2000	2001	2002	2003	2004
AADT A-15	43,000	46,000	47,000	49,000	50,000
ASDT A-15	50,000	53,000	53,000	55,000	58,000
AWDT A-15	39,000	45,000	45,000	46,000	47,000

¹ The traffic volume includes the total amount of traffic that flows along Highway 15 in both directions.



The office

Building area

Total area of the building: 1,411 m² (ground floor)

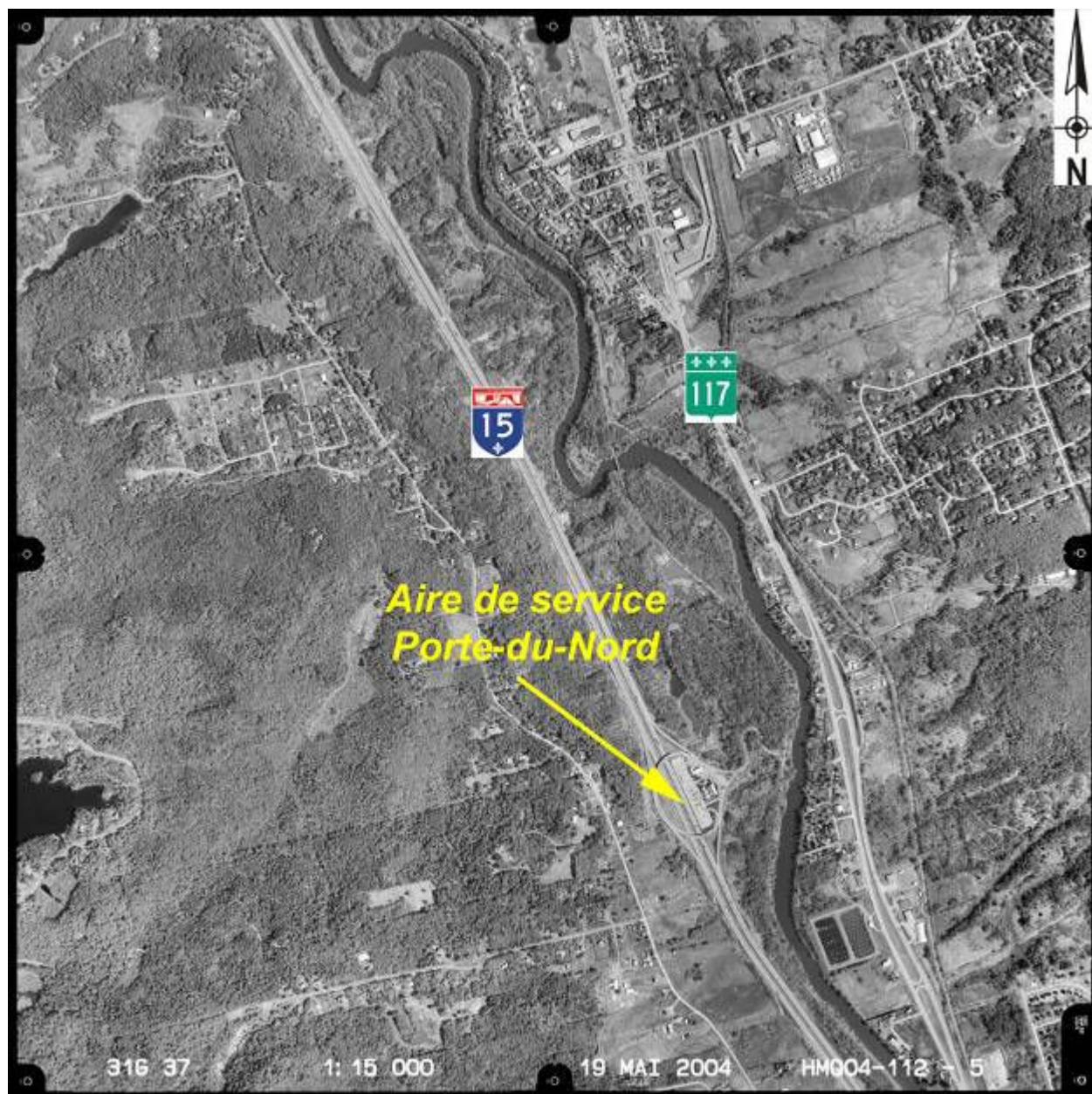
- Restaurant:
 - ground floor: 1,124 m²
 - basement: 544 m²
- Tourist information office
 - ground floor: 287 m²
 - second storey: 98.6 m²

The table below shows the evolution of the volume of visitors following the relocation of the tourist information office to the Porte-du-Nord Service Area. The volume in 2005 corresponds to the tourist information office's activity at the Porte-du-Nord Service Area.

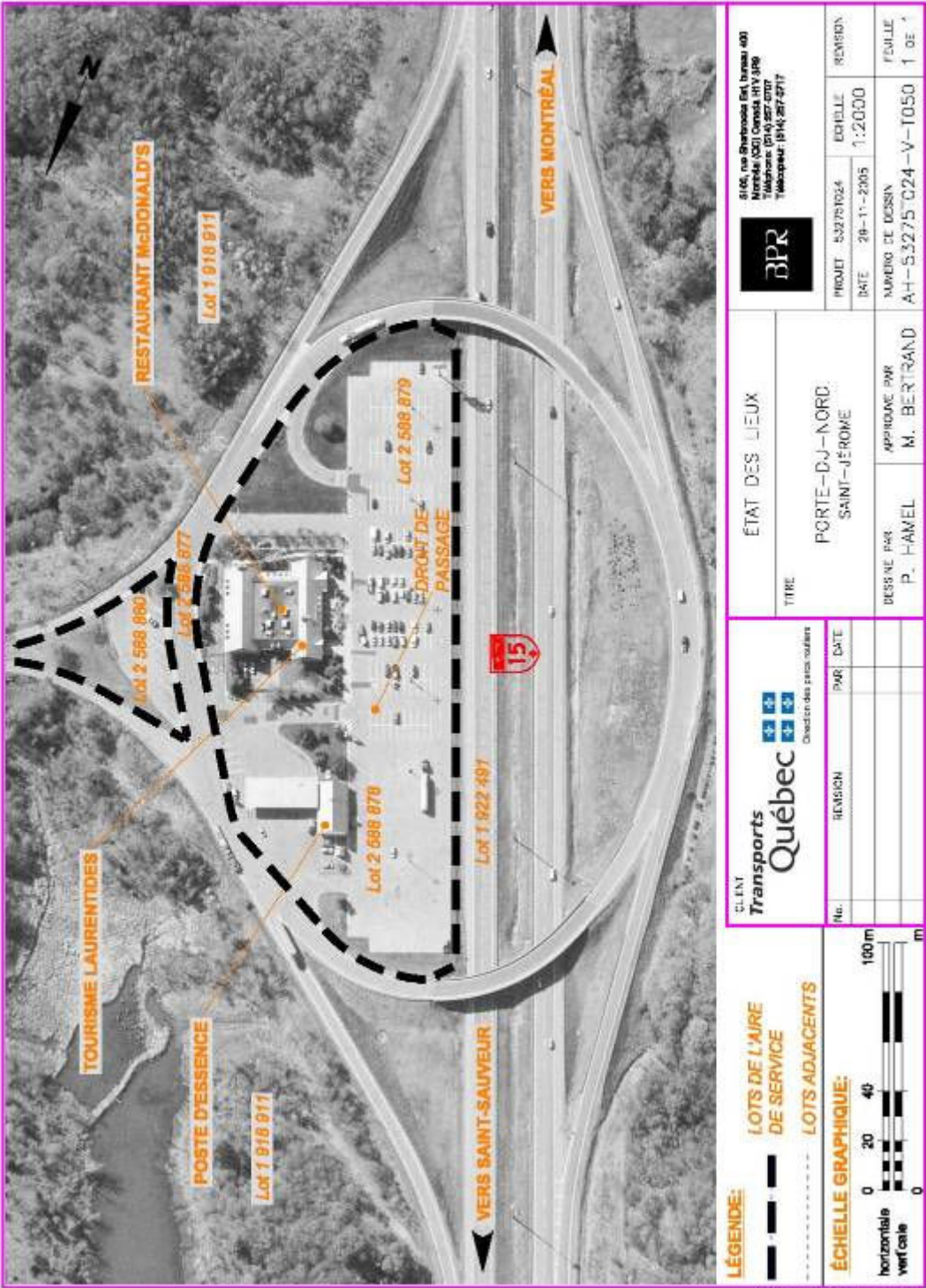
Number of visitors to the Tourist Information Office			
	Number of visitors (who signed the register)		Rate of increase
	2004	2005	
June	1,977	3,936	99.1%
July	5,798	9,433	62.7%
August	4,086	6,706	64.1%

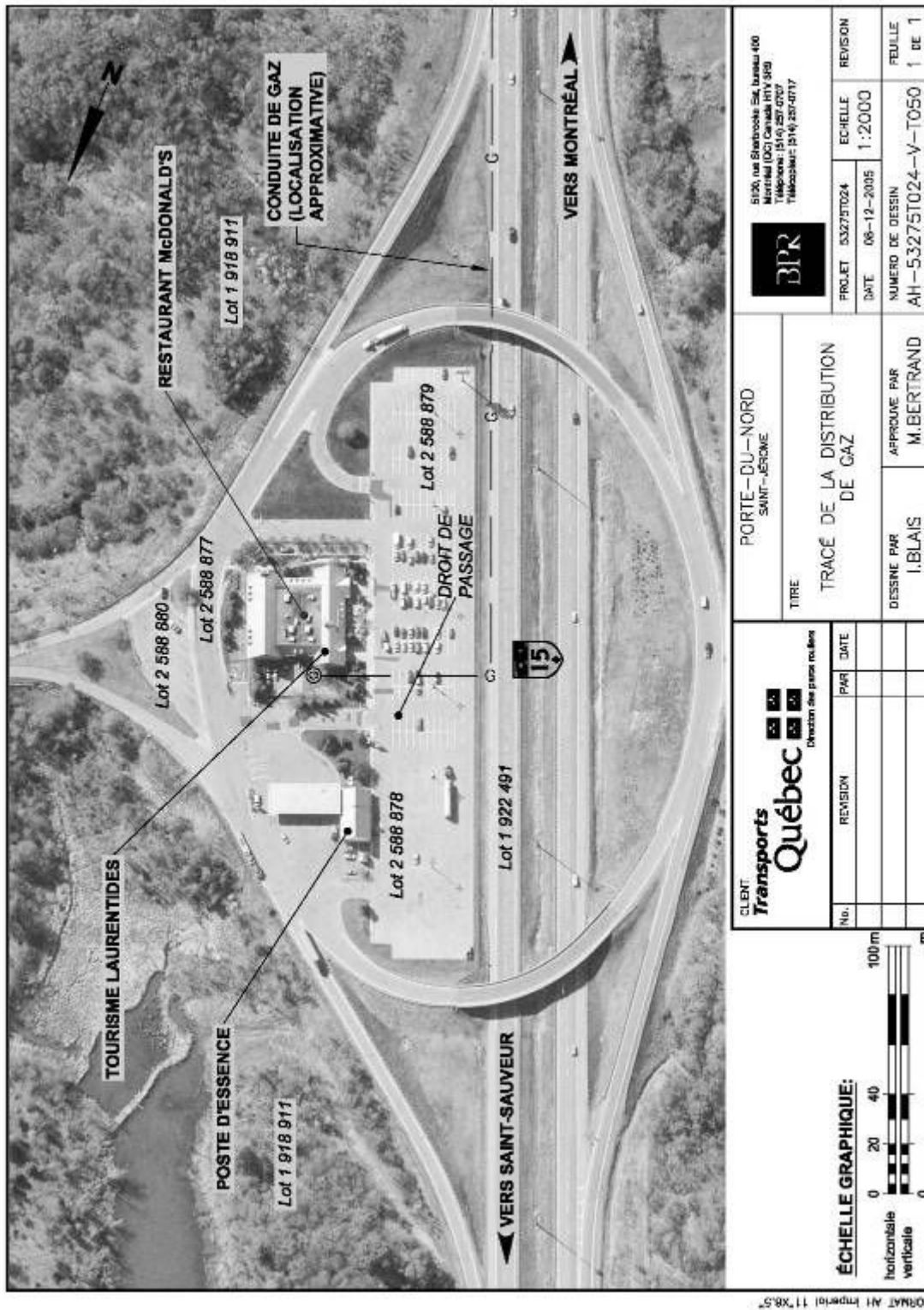


Location of the Porte-du-Nord Service Area



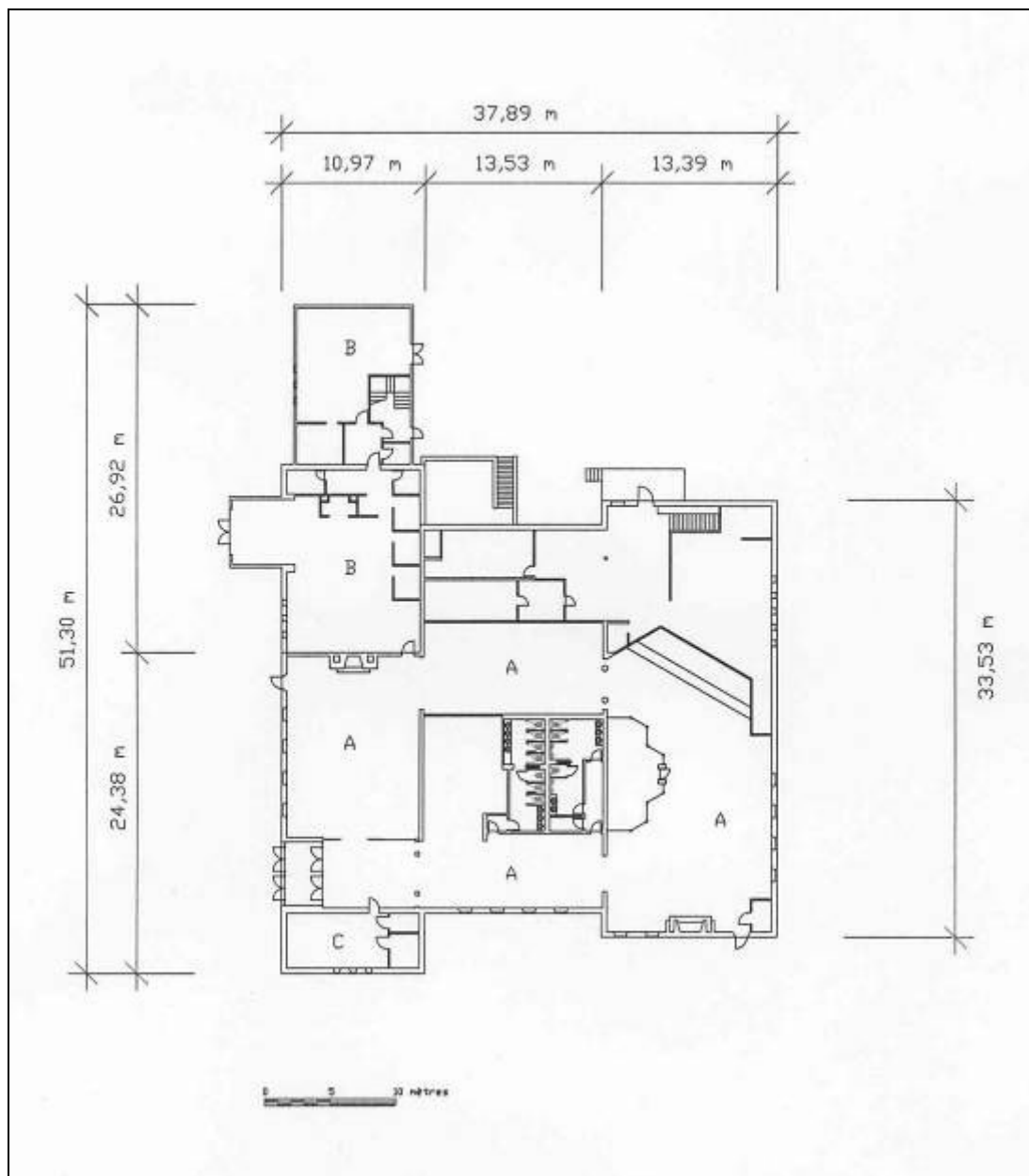
Aerial photo taken on May 19, 2004







Layout of the ground floor of the Porte-du-Nord Service Building



Total area of the ground floor: 1,411 m²

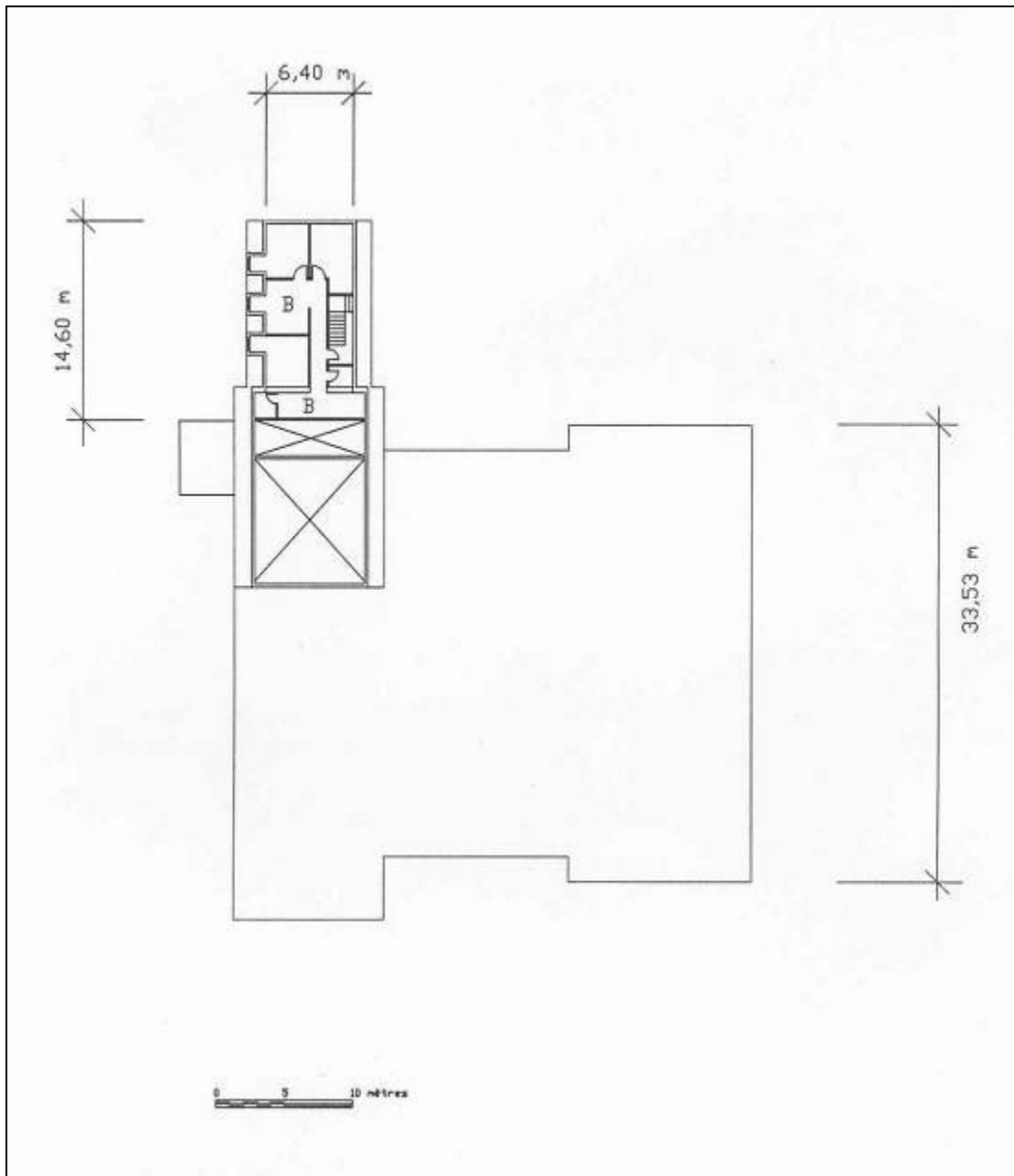
A: Restaurant area of 1,124 m²

B: Tourist information office area of 287 m²

C: Office area of the Régie intermunicipale du parc régional de la Rivière-du-Nord of 37 m²



Second Storey Floor plan of the Tourist Information Office

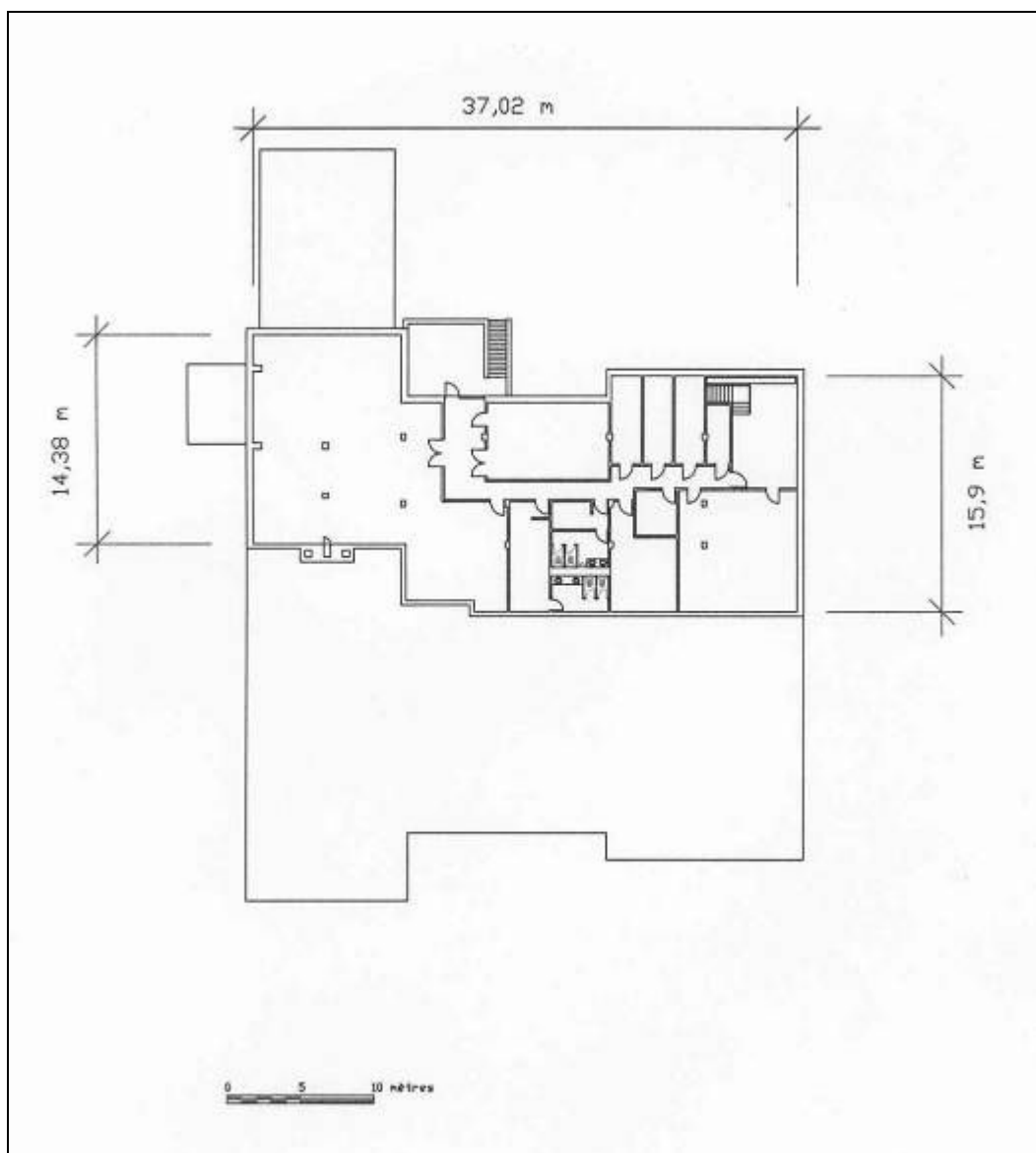


Floor area of the second storey: 98.6 m²

B: Tourist Information Office



Layout of the restaurant basement (storage rooms and machinery equipment)



Floor area of the restaurant basement: 544 m²



2. OLIVIER-GUIMOND SERVICE AREA IN RIGAUD

The Olivier-Guimond Service Area is located in Rigaud, about 12 kilometres from the Québec-Ontario border on Félix-Leclerc Highway (40). Thanks to its location, the service area plays a strategic role as a gateway to Québec and as a tourist information office for Québec, for Rigaud and the du Suroît region.

Currently, the highway park is located near Exit 9 at the western entrance to Rigaud. The project consists of building a new service area near Exit 12 to replace the Exit 9 rest area, on land owned by the Minister. As the aerial photo shows on the next page, the site is sandwiched between chemin de la Mairie to the west, Route 342 to the north, Highway 40 access ramps to the south and Highway 40 traffic lanes to the east.

The new site has numerous advantages and will very effectively accommodate the creation of a new service area there. Indeed, the Exit 12 site:

- is visible from the highway;
- is larger than the current site;
- is connected to Rigaud's commercial artery and borders on a commercial development zone;
- could accommodate several commercial activities such as a gas station;
- is owned by the Minister and would require no new roadway infrastructures to access it;
- would increase the volume of visitors to the Tourist Information Centre; and
- is free of any existing structures.

Description

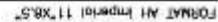
- The site is located on Félix-Leclerc Highway (40), going east, about 12 kilometres from the Ontario border.
- Area of the land: about 38,000 m².

Traffic Volume

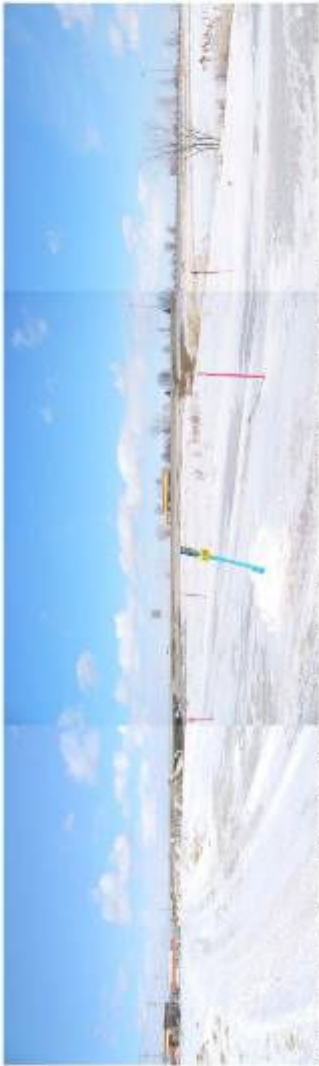
History of Traffic Volume¹ – Rigaud

Years	2000	2001	2002	2003	2004
AADT A-40	16,000	16,200	17,100	17,400	17,200
ASDT A-40	19,300	19,200	20,600	20,900	20,300
AWDT A-40	13,200	13,500	13,800	14,500	14,500

¹ The traffic volume includes the total amount of traffic that flows along Highway 40 in both directions.









R1: Vue vers l'ouest et le nord. Champ visuel limité par le talus de l'autoroute; présence de la structure du viaduc et des commerces implantés le long de la rue Saint-Jean-Baptiste Est.



R2: Vue vers l'est. Bossé et relief montagneux en arrière; scène avec repère de la tour de l'hôtel de ville de Rigaud.



R3: vue vers le sud, couvrant le secteur du chemin de la Maline. Architecture commerciale sans intérêt spécifique.



Ministère des Transports

Direction des parcs routiers

Pluram

Avis de service
Régularité
Analyse visuelle





R4: Seul élément caractéristique du site: le ruisseau noir.



R5: Approche d'ouest en est. Vue du viaduc de la rue Saint-Jean-Baptiste Est.



R6: approche d'ouest en est depuis le viaduc de la rue Saint-Jean-Baptiste Est. Vue générale du site. Uniformité du relief montagneux et présence du repère visuel de la tour de l'hôtel de ville.



R7: Approche d'est en ouest à l'ouest de la sortie 12 nord. Le site est peu visible, considérant l'uniformité de la plaine et le boisé localisé dans la bretelle 12 sud qui limite la vue.



R8: intersection sortie ... sud. Vue de l'ensemble du site.


Groupement de entreprises Direction des parcs routiers
Pluram
Membre Aide de service Éligible Analyse visuelle



3. DES PIONNIERS SERVICE AREA IN RIVIÈRE-BEAUDETTE

The Rivière-Beaudette site is located at the gateway to Québec coming from Ontario via Jean-Lesage Highway (20). The service area plays a strategic role as a tourist information office for Québec, Rivière-Beaudette and the du Suroît region.

The des Pionniers Service Area is a natural place for the visitor to stop, a pleasant and restful site. A landscaped picnic area surrounds the stone building whose style reminds one of the characteristics of Québec's architecture.

The project to modernize the des Pionniers Service Area in Rivière-Beaudette is an opportunity to improve the hospitable features of the area and by the same token to increase the volume of visitors to the site. Also, thanks to the addition of a service road by the MTQ that connects to Route 325, the site could also welcome travellers from chemin du Roy.

Description

- The service area is located about 1 kilometre from the Ontario border, on Highway 20 going east.
- The property is located on lots P873 and P874 of the Parish of Saint-Zotique, registry division of Vaudreuil.
- The land is relatively flat.
- Built in 1972, the building with an area of 323 m² houses a Tourist Information Centre operated by the Ministry of Tourism and washroom facilities that are available to users of the site. The basement with an area of 69 m² houses a storage room and mechanical equipment. The second storey with an area of 92 m² houses the Tourist Information Centre offices.
- The architectural style of the building is that of a traditional home with a stone façade and a sloping roof with skylights. An expansion was completed in the 1980s to fit up new washroom facilities.
- Access to the site is easy and safe. The access ramp provides direct access to the service road and two parking lots, one in front of and the other behind the building.
- The area surrounding the building includes a play area for children and picnic tables.
- The area of the site is 214,121 m².

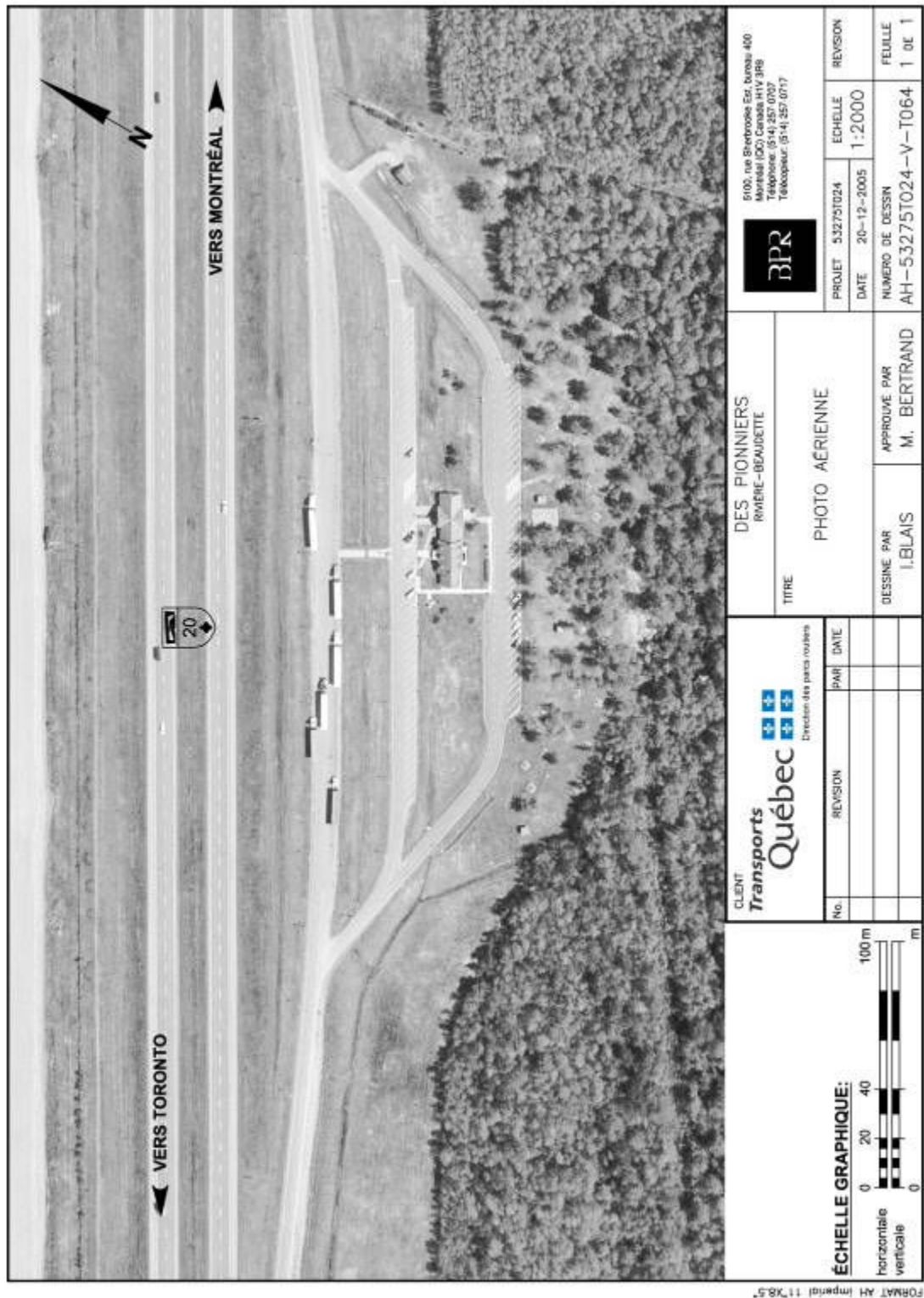
Traffic Volume

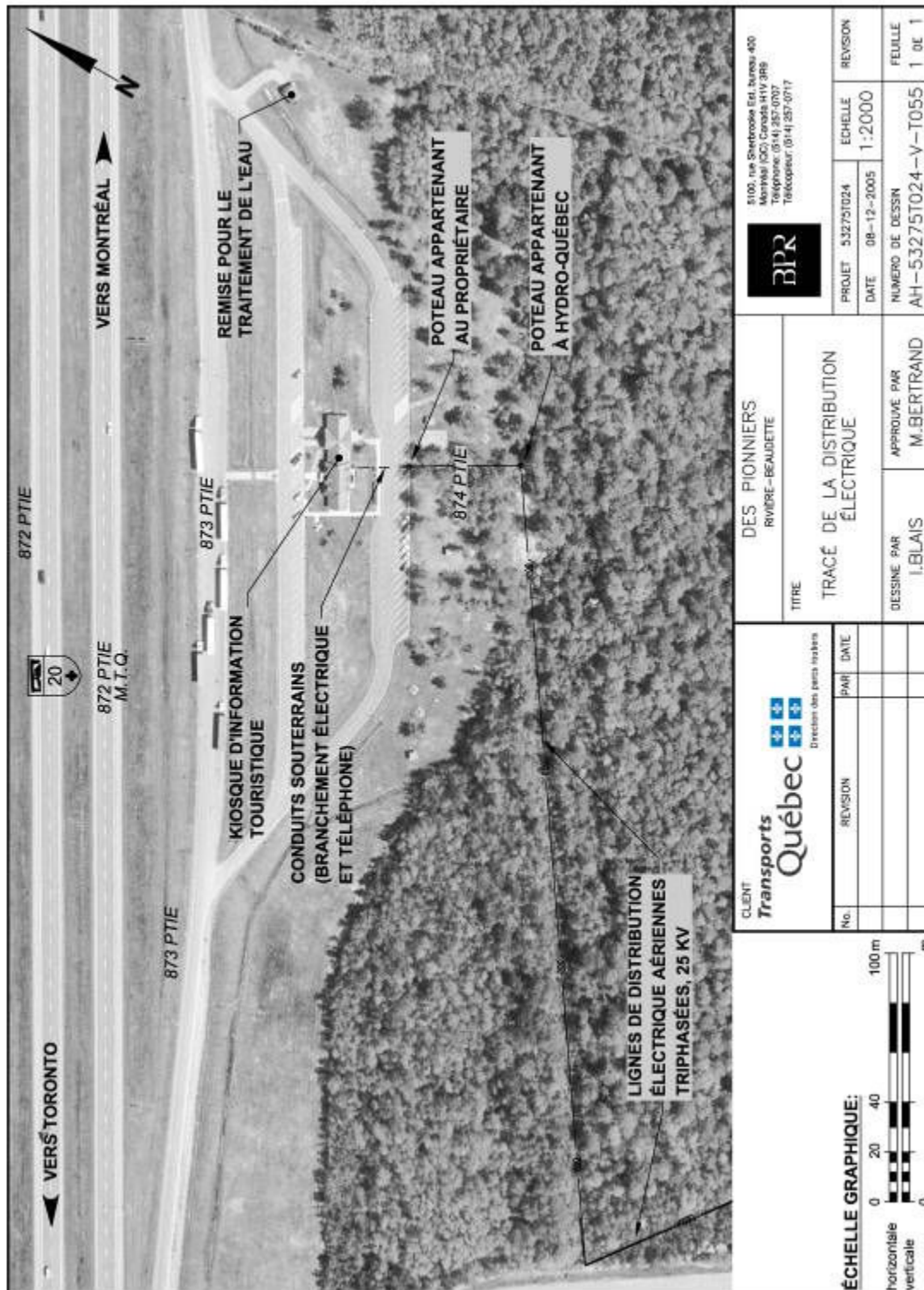
History of Traffic Volume¹ – Rivière-Beaudette

Years	2000	2001	2002	2003	2004
AADT A-20	16,700	17,100	18,100	17,800	17,200
ASDT A-20	20,300	20,800	21,900	21,000	20,400
AWDT A-20	13,500	14,100	15,100	15,000	14,600

¹ The traffic volume includes the total amount of traffic that flows along Highway 20 in both directions.

Development of seven service areas along the Québec highway system
Request for Qualifications





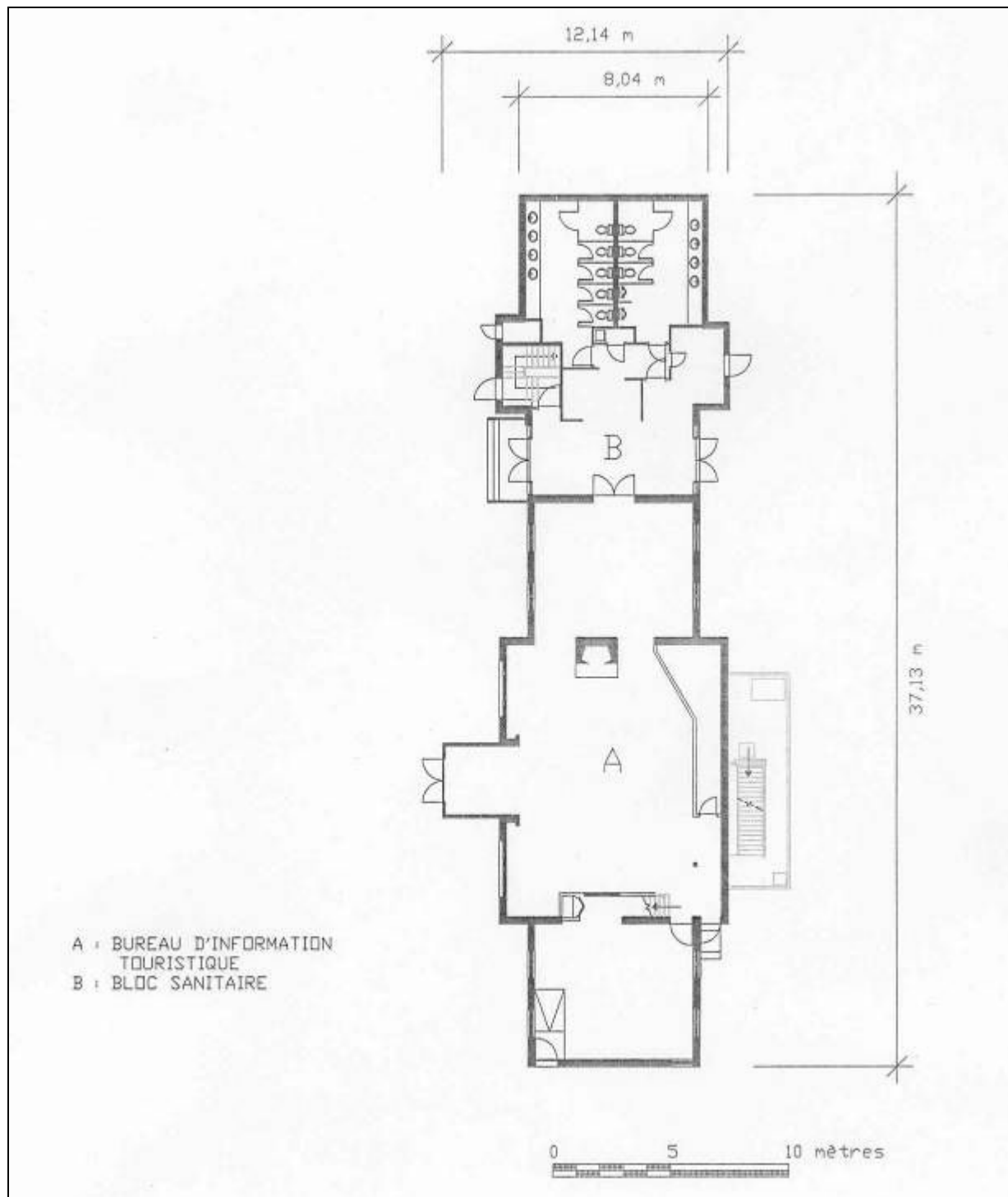








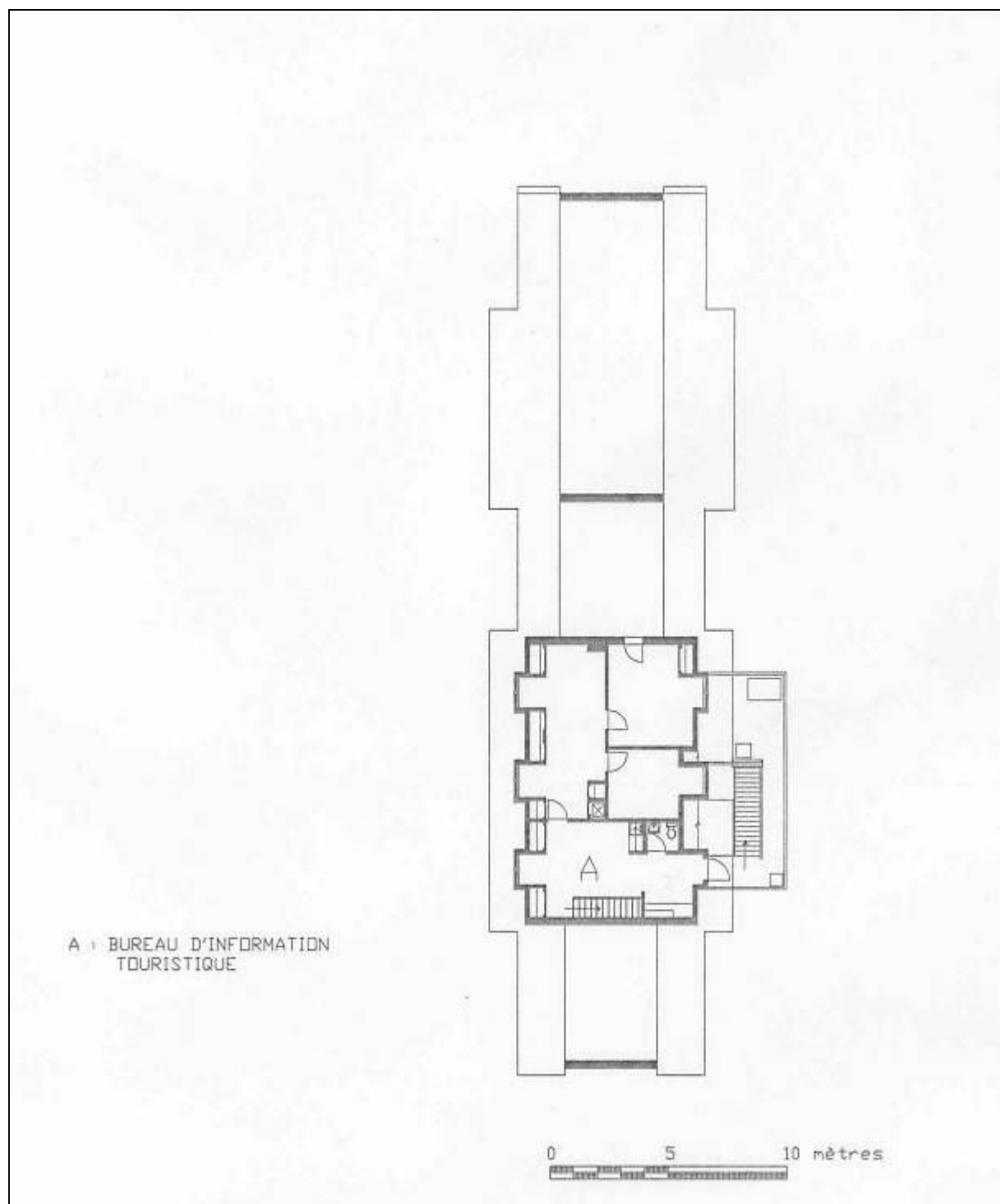
Layout of the Rivière-Beaudette Service Building (ground floor)



Area of the ground floor: 323 m² (building area)



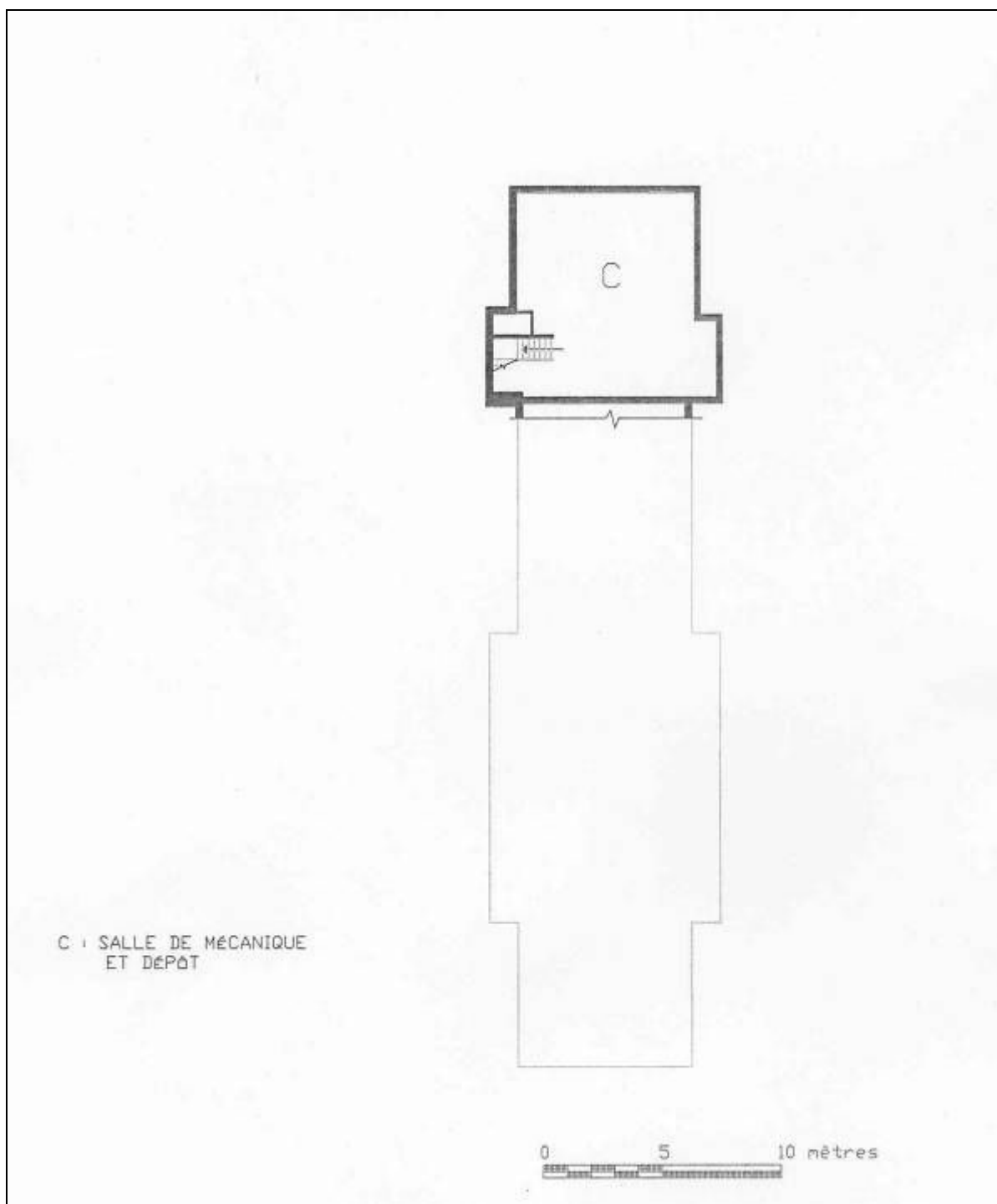
Layout of the Rivière-Beaudette Service Building (second storey)



Area of the second storey: 92 m²



Layout of the Rivière-Beaudette Service Building (basement)



Area of the mechanical equipment room and storage area in the basement: 69 m²



4. MAGOG SERVICE AREA IN MAGOG

The Magog Service Area will occupy an attractive site at the gateway to Magog and near Mont-Orford Park, one of the top tourist sites in the Eastern Townships. Located 5 kilometres west of Magog, the service area site is ideal, due both to its location at a highway interchange and to the quality of its geographic setting. Accordingly, the project will provide an opportunity to give form to and showcase the ecological and tourist significance of this sector, which is enhanced by its proximity to Mont Orford. Furthermore, the landscaping and architecture of the property should communicate the values and history of the regional culture.

Description

- The Magog Service Area will be built near Exit 115 from Highway 10 to the west of Magog.
- This interchange provides access to Route 112 near Mont-Orford Park, 5 kilometres west of Magog.
- A land of approximately 4 hectares will be made available by upgrading the interchange and eliminating the South overpass of Route 112 (works to be performed by the MTQ).
- The site will be accessible directly from the Highway going east, and via the interchange going west.
- The site provides a view of Mont Orford.

Traffic Volume

History of Traffic Volume¹ – Magog

Years	2002	2003	2004
AADT A-10	17,000	17,400	20,500
ASDT A-10	21,800	22,300	26,300
AWDT A-10	13,100	13,500	15,800

¹ Traffic segment on Highway 10 in both directions bordered by the Exit 115 access ramps.



PHOTOS OF THE SITE



View of the site looking east



*View looking west from the site
towards Mont Orford*



FORMAT A4 Imperial 11"x8.5"

Development of seven service areas along the Québec highway system
Request for Qualifications





AERIAL PHOTO





5. CANTON-DE-MELBOURNE SERVICE AREA IN MELBOURNE

The service area will be an entirely new infrastructure built along Highway 55 near the municipality of Canton-de-Melbourne, at the intersection of Route 243. This service area will replace the du Moulin highway park, located 23 kilometres farther north.

Located within the interchange, the service area will be accessible in both directions from Highway 55 and will be easily accessible, via Route 243, from Richmond and the surrounding communities.

The site is situated in a strategic location, halfway between Victoriaville and Sherbrooke. The project is an opportunity to improve the tourist information service in this area and to develop the site as a gateway to the Eastern Townships tourist area.

Description

- The project involves building a service area on land with an area of approximately 5 hectares owned by the Ministre des Transports, within the Exit 85 interchange at the intersection of Route 243 (see the outlined area in the aerial photo that appears on page 32).
- In order to prepare the land for the development of the new service area, the access ramp to Highway 55, which is currently part of the site, will be eliminated and a new access ramp to Highway 55 south from Chemin Keenan will be built by the MTQ.
- The property is located on parts of lots 13A and 12B of the cadastre of Canton-de-Melbourne, Range VII, registry division of Richmond.
- The land is partially wooded with trees scattered about. Tall grass covers virtually the entire surface of the land.
- The site is accessible from Highway 55 in both directions, as well as by Route 243 that goes from Melbourne to Racine and to Valcourt to the west.

Traffic Volume

History of Traffic Volume – Canton-de-Melbourne

Years	2000	2001	2002	2003	2004
AADT A-55 ¹	8,200	8,500	8,900	9,000	9,400
ASDT A-55 ¹	9,200	9,600	9,900	10,100	10,500
AWDT A-55 ¹	n/a	n/a	n/a	n/a	8,400
AADT 243 ²	1,650	1,600	1,600	1,470	1,530
ASDT 243 ²	1,780	1,730	1,730	1,590	1,650
AWDT 243 ²	n/a	n/a	n/a	n/a	1,370

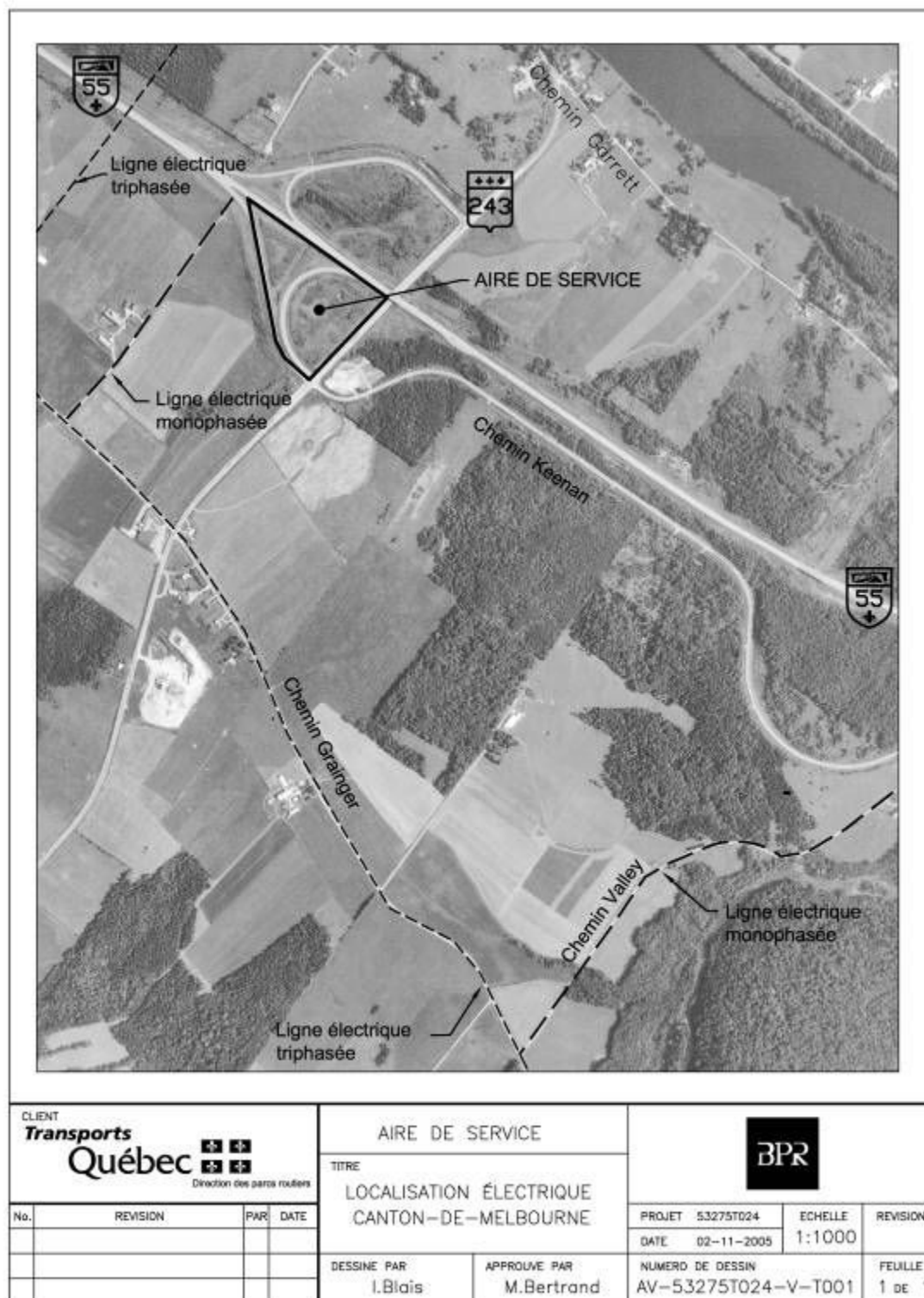
¹ The traffic volume covers the traffic segment of Highway 55, south of Route 243, in both directions.

² The traffic volume covers the traffic segment of Route 243 in both directions.



PHOTOS OF THE SITE







6. BAIE-DE-MASKINONGÉ SERVICE AREA IN MASKINONGÉ

The Baie-de-Maskinongé Service Area is situated in a strategic location as a gateway to the Mauricie tourist area. The site is located within the highway property limits of Félix-Leclerc Highway (A-40), along Lac Saint-Pierre, in Maskinongé, about halfway between Exits 160 and 166. Roadside rest areas currently exist on both sides of the highway. The area covered by the project is on the south side of the highway. It is only accessible from the south lanes of the Highway (A-40 East).

The service area currently consists of two buildings, the first one housing a tourist information centre and the second one housing washroom facilities that are available to highway travellers. Both of these buildings are obsolete and should therefore be demolished.

The site is situated in an ecologically desirable location: it is surrounded by the shores of Lac Saint-Pierre. The project thus provides an opportunity to enhance the unique characteristics of this setting and develop the site for a tourist information centre for the Mauricie region.

Description

- The service area is located on Highway 40 going east near Maskinongé, about 35 kilometres west of Trois-Rivières.
- The area of the land available for development is about 37,440 m².
- The area of the current service building is 81.4 m² and dates back to the 1980s. This building as well as the tourist information office building must be demolished.

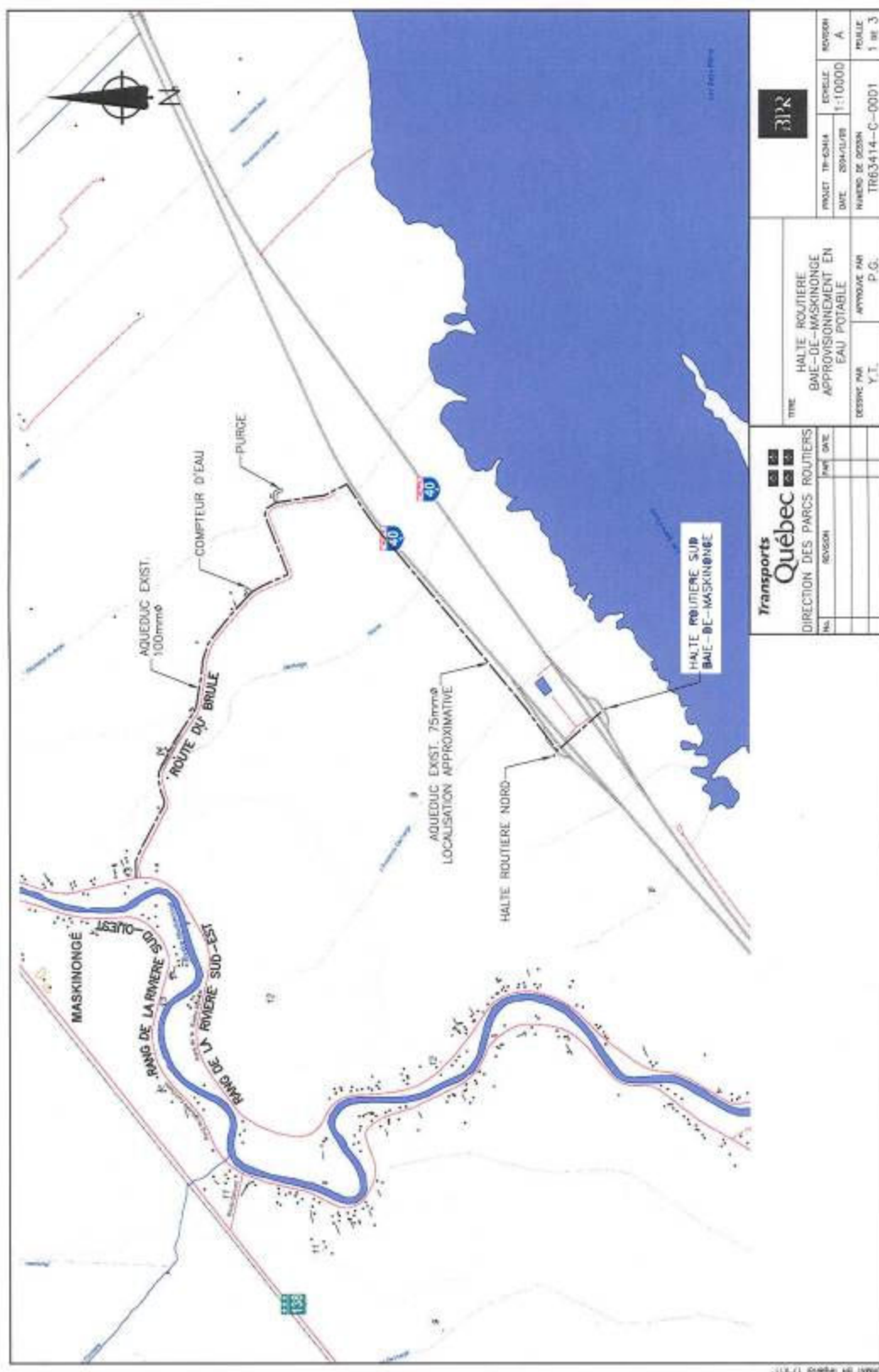
Traffic Volume

History of Traffic Volume¹ – Baie-de-Maskinongé

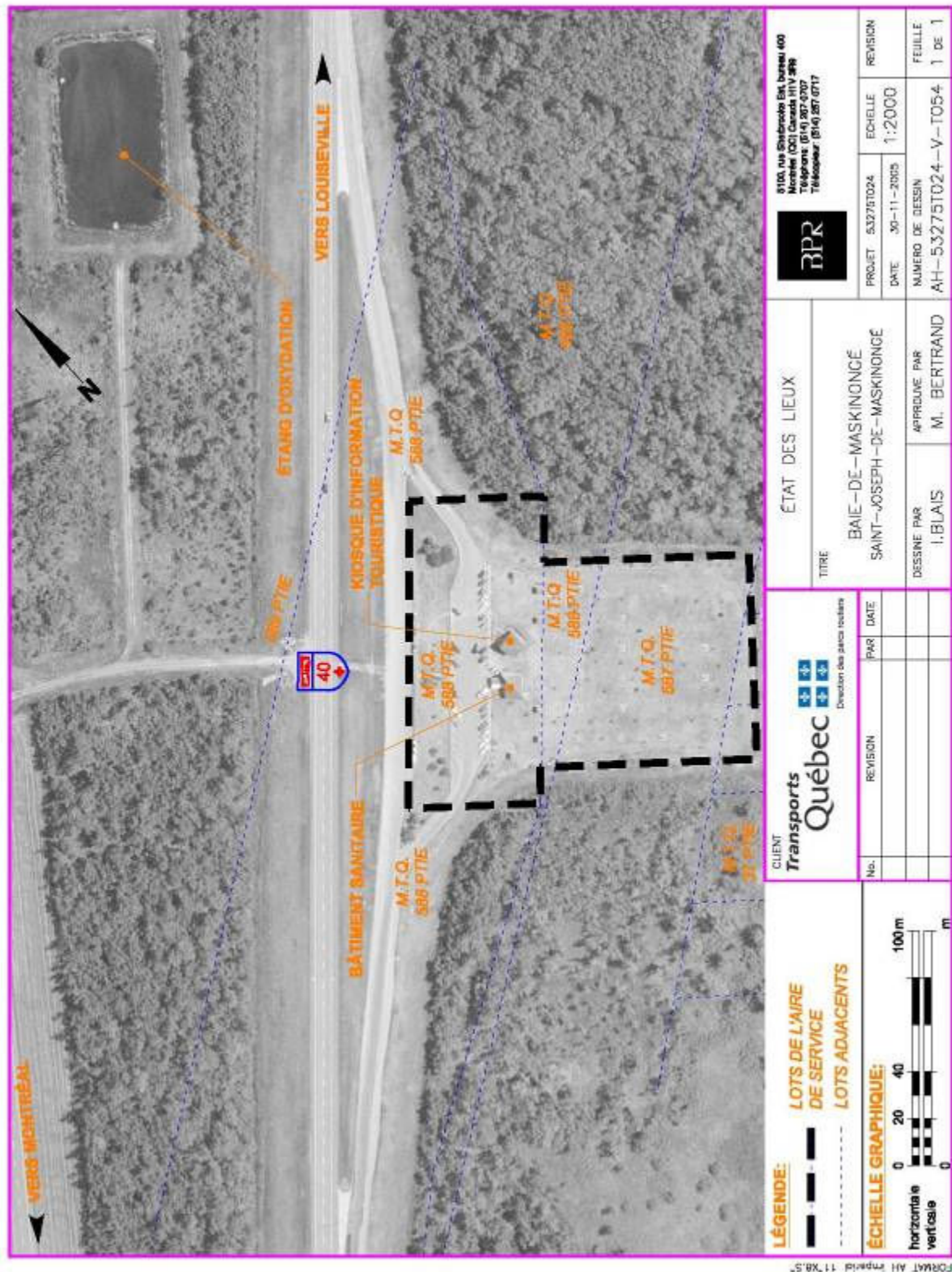
Years	2000	2001	2002	2003	2004	2005
AADT A-40	19,700	17,600	20,000	20,700	20,100	21,700
ASDT A-40	27,000	23,800	27,000	28,300	27,500	29,300
AWDT A-40	13,800	12,600	15,000	14,500	14,100	15,500

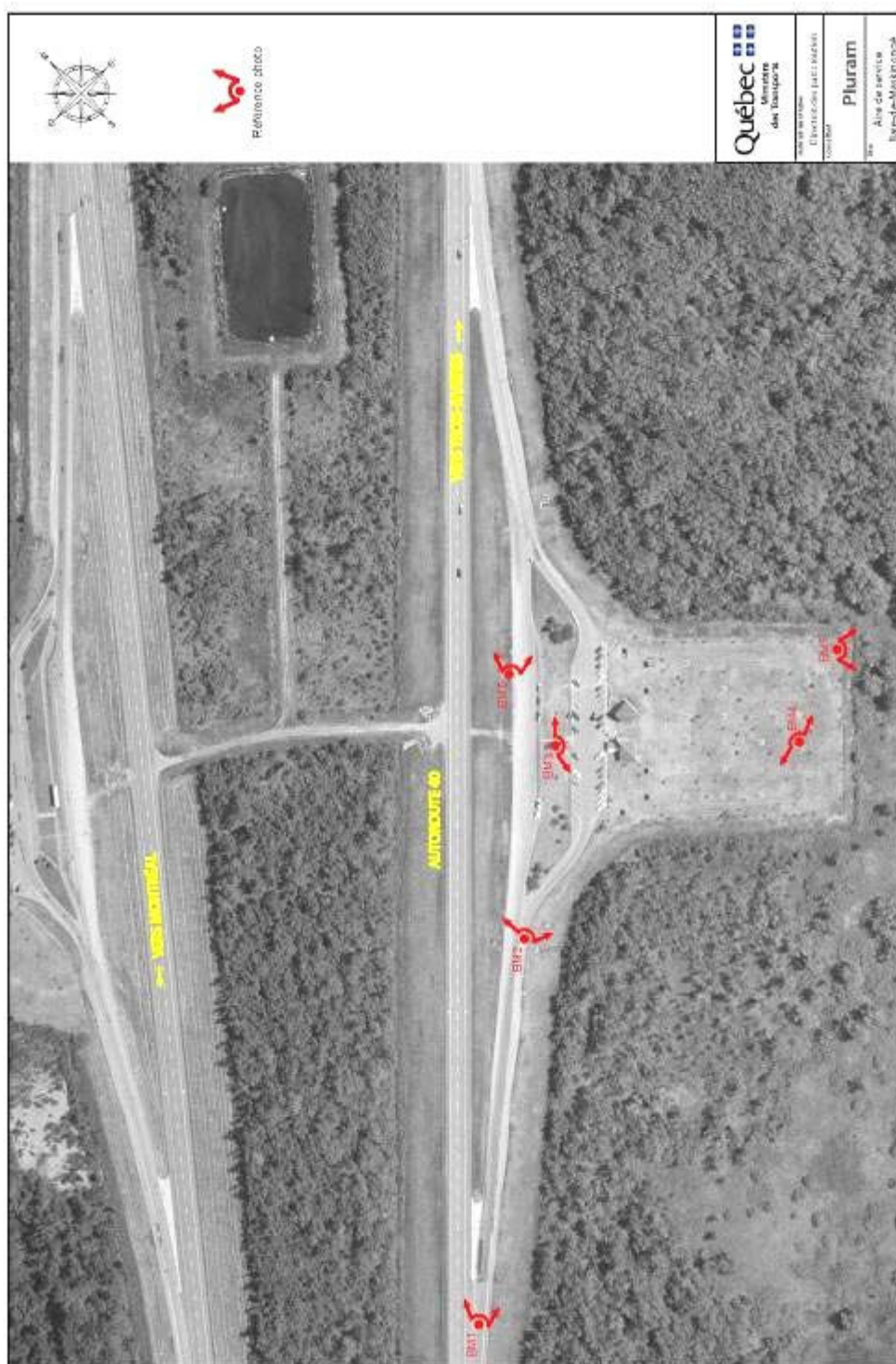
¹ The traffic volume includes the total amount of traffic that flows along Highway 40 in both directions.

Development of seven service areas along the Québec highway system
Request for Qualifications



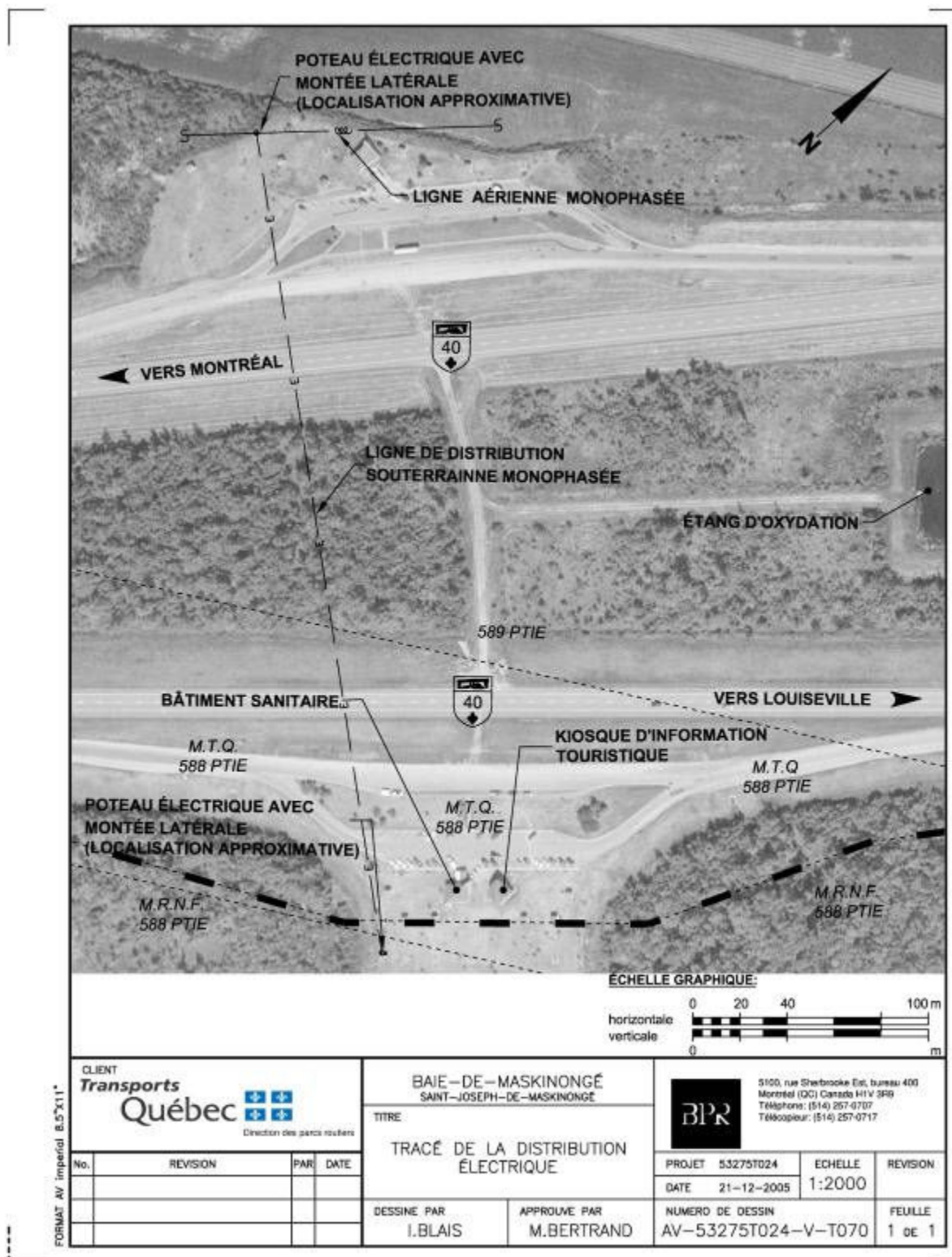
Development of seven service areas along the Québec highway system
Request for Qualifications













7. CAP-DE-PIERRE SERVICE AREA IN SAINT-AUGUSTIN-DE-DESMAURES

The Cap-de-Pierre Service Area is situated in a strategic location as a gateway to the Québec City region on Félix-Leclerc Highway (40). The quality of the current building's design and its modern style, built in 2003, mirror the evolution of travellers' needs with regard to service areas.

The building has many windows. It is a hospitable and safe place for visitors who can stop there at any time of the day. Notwithstanding its modern style, the building's architecture relates to the region, with its black granite façade, for example, which is quite typical of the Portneuf region.

Outside, the landscaped decks and play area provide for a rest area that enables the visitor to truly appreciate the surrounding natural setting.

Description

- The service area is located on Félix-Leclerc Highway (40) going east, near Saint-Augustin-de-Desmaures, 12 kilometres from Québec City.
- The property is located on lot 3,055,744 of the cadastre of Québec, registry division of Portneuf. The total area of the site is 213,386 m².
- The existing building, with an area of 364 m², was built in 2003.
- The architectural style of the building is modern and the latter is air conditioned, with a steel structure and granite and wood exteriors. The building houses a Tourist Welcome Centre with an area of 35 m² operated by Ville de Québec, under a lease between the Ministre des Transports and Ville de Québec, which is in force until July 11, 2008.
- A 99 m² area is reserved for the restaurant (vacant and not fitted up); this space could be expanded provided that any expansion conforms with the present architectural style.
- The washroom facilities are modern, clean and well ventilated.
- The area around the building, which was redesigned and landscaped in 2003, includes a play area for children, decks, plant beds and new outdoor furnishings.

Traffic Volume

History of Traffic Volume¹ – Cap-de-Pierre

Years	2000	2001	2002	2003	2004
AADT A-40	25,000	26,000	27,000	28,000	26,000
ASDT A-40	34,200	36,000	37,000	38,000	28,000
AWDT A-40	17,500	18,000	19,000	20,000	23,000

¹ The traffic volume includes the total amount of traffic that flows along Highway 40 in both directions.



PHOTOS OF THE SITE



***The existing building, with an area of 364 m²,
was built in 2003***

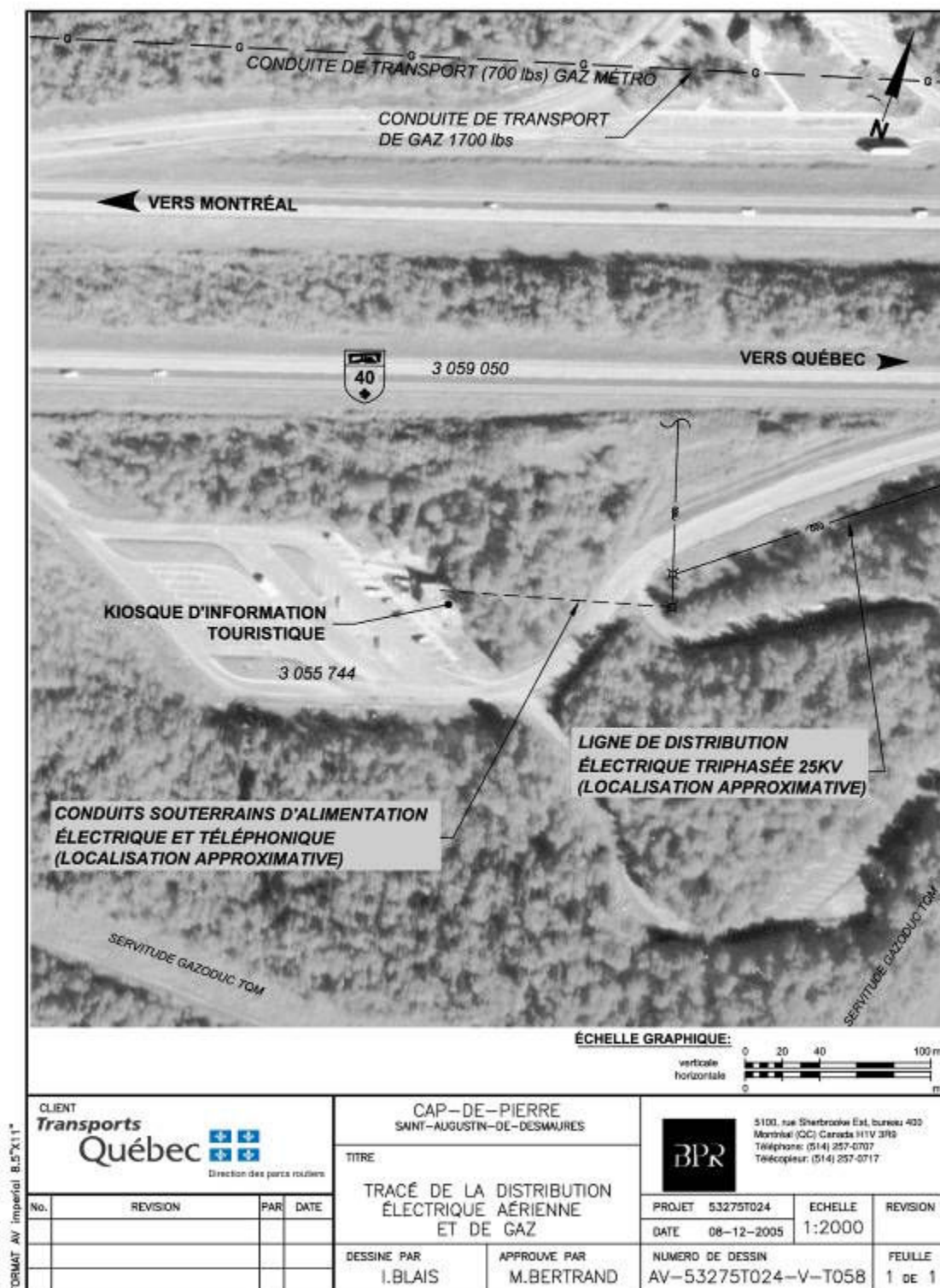


Play area for children



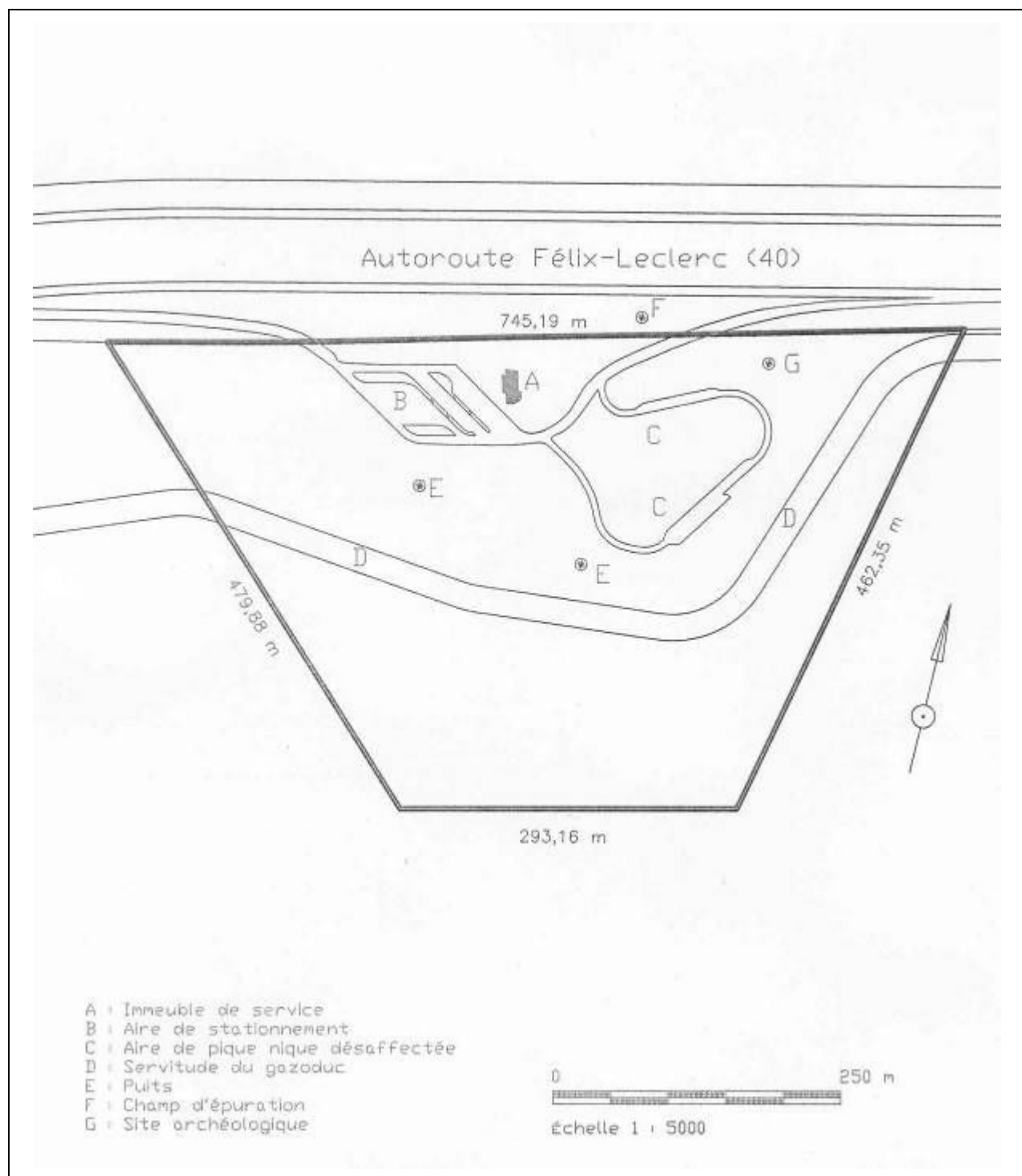
***Tourist Welcome Centre, with an area of 35 m²,
operated by Ville de Québec***







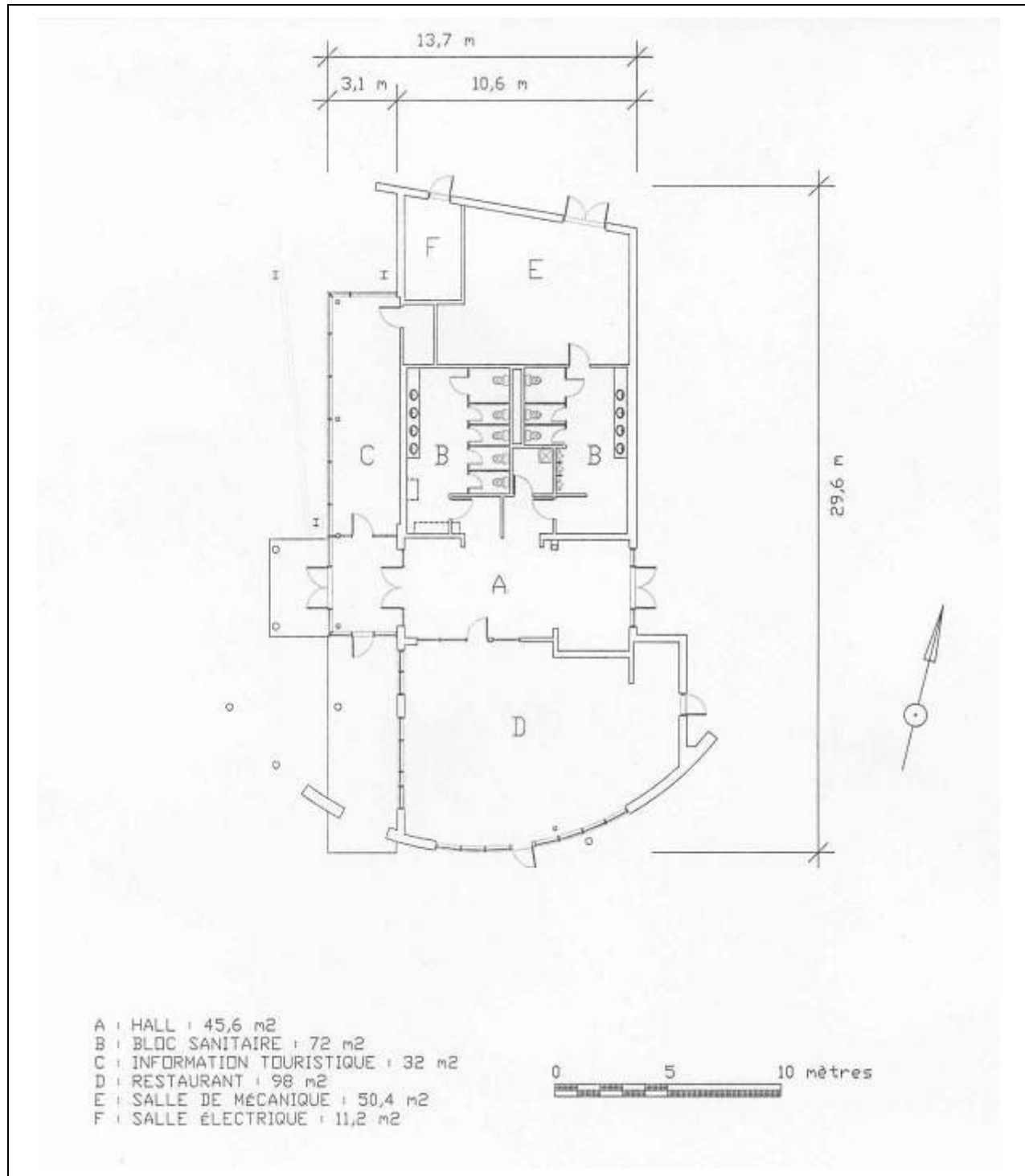
Survey Plan of the Cap-de-Pierre Service Area



Area of the land: 213,386 m²



Layout of the Cap-de-Pierre Service Building



Area of the building: 364 m²



Schedule 6

Required Services, Permitted Services, Unauthorized Services and Services (Other)





Schedule 6 – Required Services, Permitted Services, Unauthorized Services and Services (Other)

Service Areas:	1 <u>Porte-du-Nord</u>	2 <u>Olivier-Guimond</u>	3 <u>Des Pionniers</u>	4 <u>Magog</u>	5 <u>Canton-de-Melbourne</u>	6 <u>Baie-de-Maskinongé</u>	7 <u>Cap-de-Pierre</u>
Municipalities:	Saint-Jérôme	Rigaud	Rivière-Beaudette	Magog	Melbourne	Maskinongé	St-Augustin-de-Desmaures
Food services, restaurant	R	R	R	R	R	R	R
Washroom facilities	R	R	R	R	R	R	R
Drinking water and wastewater treatment	R	R	R	R	R	R	R
Public telephones	R	R	R	R	R	R	R
Separate parking lots for cars and heavy vehicles	R	R	R	R	R	R	R
Outdoor rest area	R	R	R	R	R	R	R
Play area for children	R	R	R	R	R	R	R
Tourist information	R 385 m ²	R 400 m ²	R 400 m ²	R 300 m ²	R 60 m ²	R 200 m ²	R 37.5 m ²
Fuel	P	P	P	P	P	X	X
Convenience store	P	P	P	See note 1	P	P	P
Automated banking machine	P	P	P	P	P	P	P
Advertising not visible from the highway	P	P	P	P	P	P	P
Telecommunications: Wireless Internet (Wi-Fi), Internet-capable computer.	P	P	P	P	P	P	P
Dump stations for recreational vehicles	P	P	P	P	P	P	P
Pet-exercise areas	P	P	P	P	P	P	P
Other services	SO	SO	SO	SO	SO	SO	SO
R: Required service P: Permitted service X: Unauthorized service SO: Services (other) – requiring the MTQ's prior approval after consultations with the regional stakeholders. Note 1: A convenience store is not authorized in Magog. However, more modest commercial operations in relation to the sale of Fuel are authorized.							



Schedule 7

List of Excluded Enterprises





Schedule 7 – List of Excluded Enterprises

- BPR inc.
- ECGL
- Desjardins Ducharme LLP
- Ernst & Young LLP
- P3 Experts-Conseils
- PricewaterhouseCoopers LLP

SCHEDULE 8



**Addenda
Request for Qualifications
June 19th, 2006**



**REQUEST FOR QUALIFICATIONS FOR THE DESIGN, CONSTRUCTION,
FINANCING, OPERATION AND MAINTENANCE OF SEVEN SERVICE AREAS ON
THE QUEBEC HIGHWAY SYSTEM, TO BE DELIVERED AS A PUBLIC-PRIVATE
PARTNERSHIP**

ADDENDUM NO.1 – RFQ – JUNE 19TH, 2006

Tour of Sites July 11 and 12, 2006 – Extended Deadline to Confirm Attendance
(Section 4.5)

Please note that prospective Respondents who requested a copy of the Request for qualifications and who wish to attend the tour of sites must confirm their attendance, in writing, to the Ministère's Representative no later than 12:00 noon on July 10, 2006.

Additional Tour of Sites

Considering it is impossible for some prospective Respondents to participate in the tour of sites on July 11 and 12, the MTQ wishes to offer an additional tour of the sites at the following dates, times and locations:

SERVICE AREA	DATE AND TIME
Canton-de-Melbourne, along Hwy 55 in Melbourne	August 9, 2006, 9:00 to 9:30 a.m.
Magog, along Hwy 10 in Magog	August 9, 2006, 10:15 to 10:45 a.m.
Des Pionniers, along Hwy 20 East in Rivière-Beaudette	August 9, 2006, 2:30 to 3:00 p.m.
Olivier-Guimond, along Hwy 40 in Rigaud	August 9, 2006, 4:00 to 4:30 p.m.
Porte-du-Nord, along Hwy 15 in Saint-Jérôme	August 10, 2006, 9:00 to 9:45 a.m.
Baie-de-Maskinongé, along Hwy 40 East in Maskinongé	August 10, 2006, 2:00 to 2:30 p.m.
Cap-de-Pierre, along Hwy 40 East in Saint-Augustin-de-Desmaures	August 10, 2006, 4:00 to 4:30 p.m.

Prospective Respondents who wish to attend the additional tour of sites must confirm their attendance, in writing, to the Ministère's Representative no later than 12:00 noon on Monday, August 7, 2006.

Extended Deadlines for Questions and for Filing Submissions (Sections 3.2, 4.1 and 4.3)

Considering the additional tour of sites scheduled for August 9 and 10, 2006, the end of the question period is extended up to Wednesday, September 6, 2006 and the deadline for filing Submissions is extended up to Wednesday, September 27, 2006.



The Request for Qualification is therefore modified as follows:

1. The table in section 3.2 – Calendar of Activities – is modified as follows:
 - Item 2 – Tour of Sites – is modified by adding the dates “August 9 and 10, 2006”;
 - Item 3 – End of question period regarding RFQ – is modified by replacing the date “August 7, 2006” with the date “September 6, 2006”;
 - Item 4 – Deadline for filing Submissions – is modified by replacing the date “August 30, 2006” with the date “September 27, 2006”.
2. Section 4.1 of the RFQ is modified by replacing the date “August 30, 2006 at 3:00 p.m. (Montreal time)” with the date “September 27, 2006 at 3:00 p.m. (Montreal time)” in the second paragraph.
3. Section 4.3 of the RFQ is modified by replacing the date “August 7, 2006 at 3:00 p.m. (Montreal time)” with the date “September 6, 2006 at 3:00 p.m. (Montreal time)” in the first paragraph.

July 7, 2006.



**REQUEST FOR QUALIFICATIONS FOR THE DESIGN, CONSTRUCTION,
FINANCING, OPERATION AND MAINTENANCE OF SEVEN SERVICE AREAS ON
THE QUEBEC HIGHWAY SYSTEM, TO BE DELIVERED AS A PUBLIC-PRIVATE
PARTNERSHIP**

ADDENDUM NO.2 – RFQ – JUNE 19TH, 2006

QUESTIONS AND ANSWERS

Please find below a list of questions received from prospective respondents and the answers provided.

QUESTION NO.1 – SCHEDULE 6, PAGE 1

Why is a convenience store not authorized in Magog? Please specify what you mean by a limited offer related to the sale of fuel?

ANSWER

The list of Permitted Services is based on agreements with various organizations representing municipal, touristic and business circles. The MTQ accepted to respect the list. In all service areas, a convenience store is permitted, except at Magog where more modest commercial operations in relation to the sale of fuel is permitted.

With regards to the limited offer, we are referring to minor items useful to road users. For illustrative purposes only and without restricting the span of our previous comment, such items could comprise of windshield washer, motor oil, coffee, chips, chocolate, chewing gum, lozenges, water and soft drinks. We expect such items to be displayed on a few shelves in a small local.

QUESTION NO.2

At the Request for Proposals stage, will the MTQ offer compensation to Qualified Bidders?

ANSWER

This question will be addressed at the Request for Proposals stage.

July 11, 2006.



**REQUEST FOR QUALIFICATIONS FOR THE DESIGN, CONSTRUCTION,
FINANCING, OPERATION AND MAINTENANCE OF SEVEN SERVICE AREAS ON
THE QUEBEC HIGHWAY SYSTEM, TO BE DELIVERED AS A PUBLIC-PRIVATE
PARTNERSHIP**

ADDENDUM NO.3 – RFQ – JUNE 19TH, 2006

**LIST OF RESPONDENTS THAT REQUESTED THE REQUEST FOR
QUALIFICATIONS DOCUMENT**

The enterprises that requested the Request for Qualifications document on the SEO website will receive the list of enterprises that requested the Request for Qualifications document by email every Friday afternoon, from July 14 to September 22, 2006, inclusively.

July 14, 2006



**REQUEST FOR QUALIFICATIONS FOR THE DESIGN, CONSTRUCTION,
FINANCING, OPERATION AND MAINTENANCE OF SEVEN SERVICE AREAS ON
THE QUEBEC HIGHWAY SYSTEM, TO BE DELIVERED AS A PUBLIC-PRIVATE
PARTNERSHIP**

ADDENDUM NO.4 – RFQ – JUNE 19TH, 2006

QUESTIONS AND ANSWERS

Please find below one question received by the Minister's Representative and the answer provided.

QUESTION

Would it be possible to obtain more information on the location of the 33 service areas you plan in the future, except for the 7 service areas for which you asked for Submissions?

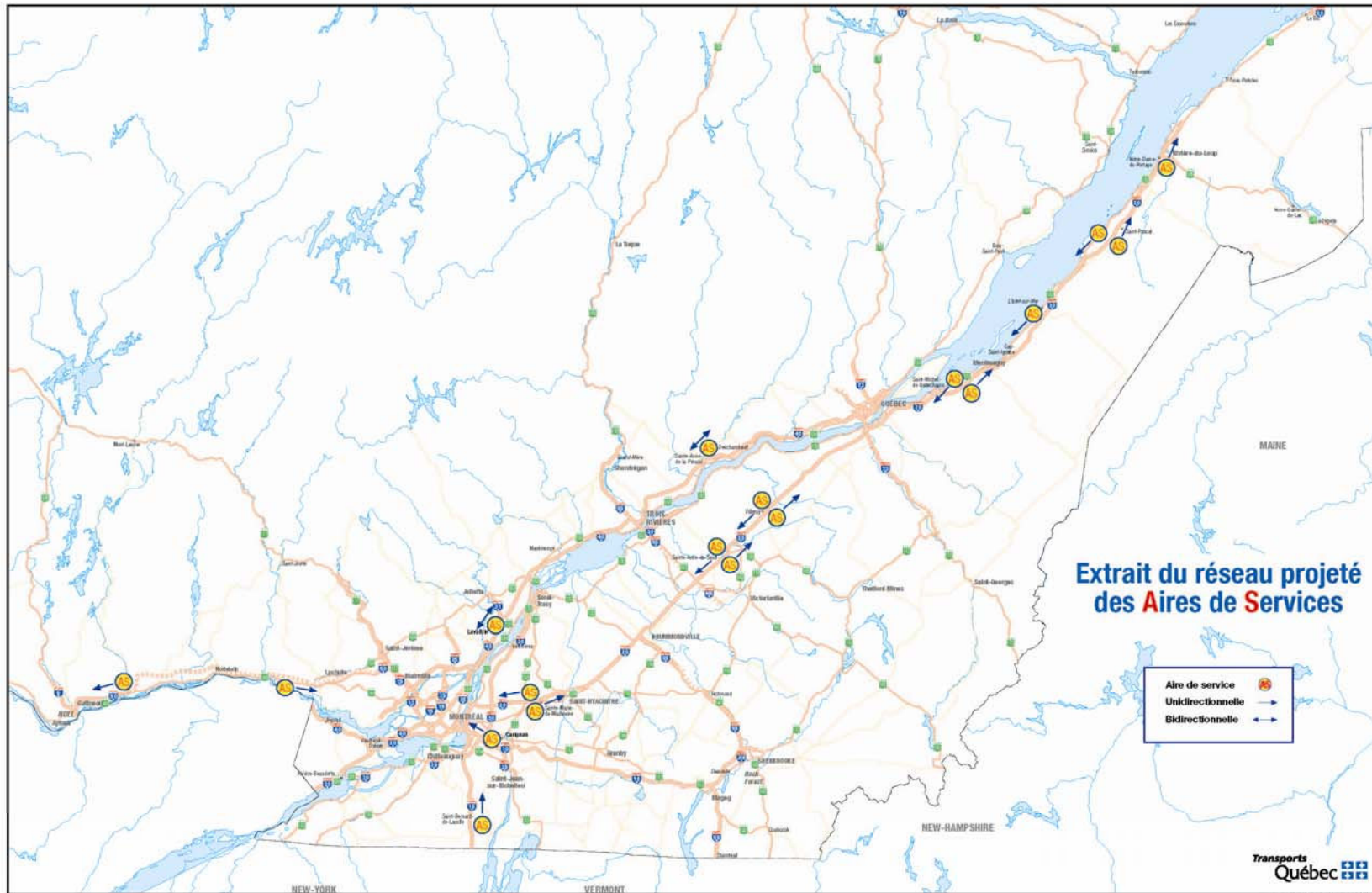
ANSWER

As mentioned in the Request for Qualifications, after the establishment of the first group of 7 service areas, an assessment of the outcome will be produced and the authorities will decide whether they continue the development of the service area network which could reach 33.

The service areas which could be targeted in other Requests for Qualifications are along Highways 10, 15, 20, 30, 40, 50. You will find the potential sites for 18 of these service areas on the map shown at the end of this addendum

July 24, 2006

Development of seven service areas along the Québec highway system
Request for Qualifications





**REQUEST FOR QUALIFICATIONS FOR THE DESIGN, CONSTRUCTION,
FINANCING, OPERATION AND MAINTENANCE OF SEVEN SERVICE AREAS ON
THE QUEBEC HIGHWAY SYSTEM, TO BE DELIVERED AS A PUBLIC-PRIVATE
PARTNERSHIP**

ADDENDUM NO.5 – RFQ – JUNE 19TH, 2006

1. MODIFICATION TO THE RFQ

The date indicated on the return label in Schedule 4 of the RFQ, which is “August 30, 2006, 3:00 p.m. Montréal time” should be replaced with the date “September 27, 2006, 3:00 p.m. Montréal time”.

2. PARTICIPANTS OF THE TOUR OF SITES ON JULY 11 AND 12, 2006

Below is the list of companies present during the tour of the sites on July 11 and 12, 2006:

TOUR OF SITES <i>JULY 11 AND 12, 2006</i>	
PARTICIPATING COMPANIES	
Alimentation Couche-Tard	Le Groupe Harnois
Chez Cora	Ministère du Tourisme du Québec
Devise Mondiale	Pomerleau
F. Dufresne - Réseau EKO	Roche Ltée
Genivar	Rôtisserie St-Hubert
Groupe T.D.L.	Tecsult
HMS Host	Tower Building Management
Immostar / Les Projets Comartech	Ultramar



3. MODIFIED HOURS FOR THE ADDITIONAL TOUR OF SITES

We would like to remind you that the MTQ is offering an additional tour of the sites at the following dates, times (please note times modified) and locations:

SERVICE AREA	DATE AND TIME
Canton-de-Melbourne, along Hwy 55 in Melbourne	August 9, 2006, 9:00 a.m. to 9:30 a.m.
Magog, along Hwy 10 in Magog	August 9, 2006, 10:15 a.m. to 10:45 a.m.
Des Pionniers, along Hwy 20 East in Rivière-Beaudette	August 9, 2006, 2:30 p.m. to 3:00 p.m.
Olivier-Guimond, along Hwy 40 in Rigaud	August 9, 2006, 3:45 p.m. to 4:15 p.m.
Porte-du-Nord, along Hwy 15 in Saint-Jérôme	August 10, 2006, 9:00 a.m. to 10:00 a.m.
Baie-de-Maskinongé, along Hwy 40 East in Maskinongé	August 10, 2006, 11:45 a.m. to 12:15 p.m.
Cap-de-Pierre, along Hwy 40 East in Saint-Augustin-de-Desmaures	August 10, 2006, 2:30 p.m. to 3:00 p.m.



4. QUESTIONS AND ANSWERS FROM THE TOUR OF SITES ON JULY 11 AND 12, 2006

Here is a list of questions and answers formulated during the tour of the sites on July 11 and 12, 2006. They are provided for information purposes only.

QUESTION 1

Will the Partner be required to incorporate the artwork program in the design of this Project?

ANSWER

This question will be addressed at the request for proposals stage.

QUESTION 2

Will the Minister make available to the Qualified Respondents the technical documents in relation to the studies, evaluations or characterization done for the sites?

ANSWER

Yes, each one of the sites was subject to certain evaluations, studies and characterizations. The Qualified Respondents will have access to these documents from an electronic data room.

CANTON-DE-MELBOURNE (MELBOURNE)

QUESTION 3

Why was this site chosen?

ANSWER

Several reasons can be given for this decision, but the main one is that this site has the advantage of receiving traffic in both directions along Highway 55 as well as the local traffic of Route 243.

QUESTION 4

Will the rest area located a few kilometers north of the current site be closed?

ANSWER

Yes. The Canton-de-Melbourne service area will replace it.

QUESTION 5

Which services will be made available to the Partner on this site?

ANSWER

The municipal waterworks system will be extended to the site. The wastewater will have to be treated on site by the Partner. As for the electrical distribution system, the information will be provided at the request for proposals stage.



QUESTION 6

What are the possible site accesses?

ANSWER

The site will be accessible by Highway 55 and also by Route 243 which runs from Melbourne to Racine and to Valcourt to the west.

QUESTION 7

Will special attention have to be paid to the waterway crossing the south-eastern part of the site?

ANSWER

The waterway is not part of the area to be developed by the Partner and therefore is not part of the Project.

QUESTION 8

Can the site and the highway be drained together?

ANSWER

Details to this effect will be provided at the request for proposals stage.

MAGOG (MAGOG)

QUESTION 9

Will the portion of Highway 112 that currently runs through the site be dismantled by the MTQ?

ANSWER

Yes

QUESTION 10

Can the fill created by the dismantling operation be used by the Partner to raise the site?

ANSWER

The fill surplus will be spread over on the site. However, the evaluation of the quantity of fill generated by the dismantling operation will be provided in the request for proposals document. The Partner will be able to use or dispose of it with respect to environmental norms.

QUESTION 11

Why can there not be a convenience store on site?

ANSWER

Please refer to Addendum No. 2.

QUESTION 12

What services will be made available on this site to the Partner?

ANSWER

The MTQ is currently in discussions with certain government agencies regarding the waterworks system and the sewers. At the request for proposals stage, this information will be known and released to the Qualified Respondents.



QUESTION13

Is the watercourse that crosses the site east of Route 112 part of the site?

ANSWER

No, the waterway is not part of the area to be developed by the Partner and therefore is not part of the Project.

QUESTION14

Will the watercourse west of Highway 112 receive any special attention?

ANSWER

Yes, it must be considered a wetland. Details to this effect will be provided at the request for proposals stage.

QUESTION 15

Will the Project be submitted to the BAPE?

ANSWER

No.

QUESTION 16

Can the site and the highway be drained together?

ANSWER

Details to this effect will be provided at the request for proposals stage.



DES PIONNIERS (RIVIÈRE-BEAUDETTE)

QUESTION 17

Is the tourist information office open year-round?

ANSWER

It is currently open from April 1 to October 31. Although, the *Direction générale des services à la clientèle touristique du ministère du Tourisme* (General management tourism customer services for the Minister of Tourism) is presently analyzing the possibility to offer welcoming and tourist information services year-round.

QUESTION 18

Is the wooded area available for site development?

ANSWER

Yes, although each site configuration proposition will be analyzed on its merits, with the understanding that all clearing would be performed considering the needs (e.g.: parking for heavy vehicles).

QUESTION 19

Where will the service road be located?

ANSWER

It will be located in the right-of-way of Highway 20, i.e. along the east lane and connecting with Route 325.

QUESTION 20

What about the current wastewater treatment system?

ANSWER

The system upgrade up to regulatory standards must be taken care of by the Partner.

OLIVIER-GUIMOND (RIGAUD)

QUESTION 21

What about the current rest area located at Exit 9 at the west entrance to Rigaud?

ANSWER

The service area will replace it.

PORTE-DU-NORD (SAINT-JÉRÔME)

QUESTION 22

What about current contracts that relate to the future Partner?

ANSWER

All of the MTQ's rights and responsibilities concerning the management of contracts and the collection of fees will be transferred to the Partner in accordance with the terms and conditions that will be defined at the request for proposals stage. When each of the contracts expires, the Partner will decide how it intends to use the premises until the Partnership Agreement expires.



QUESTION 23

How many parking spots are there on site?

ANSWER

There are more than 200 parking spots located in front of the main building of the restaurant. There is also an additional parking lot for heavy vehicles east of the restaurant.

QUESTION 24

In the contract with Placement McDonald (Quebec) Ltd, does the latter have a first right of refusal or an option to renew its contract after 2010?

ANSWER

No. Placement McDonald (Quebec) Ltd will not have any specific rights when its contract expires.

QUESTION 25

In the contract with Imperial Oil (Esso), does the latter have a first right of refusal or an option to renew its contract after 2013?

ANSWER

No. Imperial Oil (Esso) will not have any specific rights when its contract expires.

QUESTION 26

How old are the underground oil tanks?

ANSWER

The Esso representative present at the tour of the sites confirmed that the tanks are about 15 years old, double-walled and made of fibreglass.

QUESTION 27

Was an environmental assessment done on site?

ANSWER

No. The Ministère will proceed to the environmental characterization of the site once the contract with Imperial Oil (Esso) expires. If it is proven that the soil has been contaminated by the actual tenants, they will have to immediately decontaminate it at their own expense.

QUESTION 28

Is the road that leads to Rivière-du-Nord part of the site?

ANSWER

No

QUESTION 29

Is the tourist information office open year-round?

ANSWER

Yes, 365 days a year.



BAIE-DE-MASKINONGÉ (MASKINONGÉ)

QUESTION 30

What is being planned for the rest stop in the other direction (40 West)?

ANSWER

The MTQ plans to eventually convert this site into a parking lot for heavy vehicles.

QUESTION 31

Why not use the same configuration as the Lavaltrie service area?

ANSWER

For safety reasons, the Ministère is not designing any entrances or exits on the left lane of a highway.

QUESTION 32

What about wastewater treatment?

ANSWER

The wastewater treatment system is used by both current service areas and is located in the highway median. An upgrade to regulatory standards is required and will be taken care of by the MTQ.

CAP-DE-PIERRE (SAINT-AUGUSTIN-DE-DESMAURES)

QUESTION 33

Has the restaurant space always been unoccupied?

ANSWER

Yes. The Ministère has preferred to wait for the actual partnership process before filling this space.

QUESTION 34

Is the MTQ planning to advertise along the highway the services that will be offered on site?

ANSWER

Yes, as is done on the other sites, e.g. at Saint-Nicolas, Porte-du-Nord and Lavaltrie. If a restaurant service is available, a pictogram will be added to the sign announcing the service.

QUESTION 35

Will the Partner be able to increase visibility (from the highway) of the service area it is operating by using pylon signage, a bit as it is done at Porte-du-Nord?

ANSWER

This matter will be addressed at the request for proposals stage.



QUESTION 36

What systems are in place to treat drinking water?

ANSWER

The existing water treatment system produces two different levels of water quality – one that supplies washrooms and urinals, and one that offers drinking water to supply the restaurant, drinking fountains, sinks and basins. Details on the water treatment system will be provided in the electronic data room at the request for proposals stage.

QUESTION 37

What systems are in place to treat wastewater?

ANSWER

The system design complies with the provisions of the *Technologies conventionnelles de traitement des eaux usées d'origine domestique (Conventional Domestic Wastewater Treatment Technologies)* guide and has third-level treatment with disinfection. Equipment treatment capacity will be presented in greater detail in the electronic data room at the request for proposals stage.

QUESTION 38

What is the tonnage of the air-conditioning system for the restaurant?

ANSWER

There is no air-conditioning unit in the restaurant space. However, power supply conduits have been provided to this effect and for the actual restaurant space. The Partner will be able to install this equipment, if desired.

August 2, 2006



**REQUEST FOR QUALIFICATIONS FOR THE DESIGN, CONSTRUCTION,
FINANCING, OPERATION AND MAINTENANCE OF SEVEN SERVICE AREAS ON
THE QUEBEC HIGHWAY SYSTEM, TO BE DELIVERED AS A PUBLIC-PRIVATE
PARTNERSHIP**

ADDENDUM NO.6 – RFQ – JUNE 19TH, 2006

QUESTIONS AND ANSWERS

Please find below one question received by the MTQ and the answer provided.

QUESTION

Is it possible for a company to present its Submission in regards to 3 of the service areas only and not the 7 service areas proposed in total?

ANSWER

The Submission must be prepared and filed based on the 7 service areas indicated in the Request for Qualifications (« RFQ »). If selected, the Respondent (including his Members as defined in the RFQ), will have the responsibility of all 7 service areas. However, it is not mandatory that each Participant which is part of a Respondent have a role in all of the 7 service areas.

August 3, 2006



**REQUEST FOR QUALIFICATIONS FOR THE DESIGN, CONSTRUCTION,
FINANCING, OPERATION AND MAINTENANCE OF SEVEN SERVICE AREAS ON
THE QUEBEC HIGHWAY SYSTEM, TO BE DELIVERED AS A PUBLIC-PRIVATE
PARTNERSHIP**

ADDENDUM NO.7 – RFQ – JUNE 19TH, 2006

1. PARTICIPANTS OF THE TOUR OF SITES ON AUGUST 9 AND 10, 2006

The companies present during the tour of the sites on August 9 and 10, 2006 are the following (in alphabetical order):

- Aquatech, Société de gestion de l'eau inc.
- HMS Host
- Opsis, Gestion d'infrastructures inc.
- Roche Ltée

**2. QUESTIONS AND ANSWERS FROM THE TOUR OF SITES ON AUGUST 9 AND
10, 2006**

Here is a list of questions and answers formulated during the tour of the sites on August 9 and 10, 2006. They are provided for information purposes only.

QUESTION 1

Are the customer traffic statistics available for the tourist information offices?

ANSWER

Yes. Details to this effect will be provided at the Request for Proposals stage.

MAGOG (MAGOG)

QUESTION 2

How will the entrance and exit be done on the site?

ANSWER

This question will be addressed at the Request for Proposals stage.

QUESTION 3

Will the businesses actually located on Milletta road remain there?

ANSWER

These businesses are located outside the project site.



DES PIONNIERS (RIVIÈRE-BEAUDETTE)

QUESTION 4

Why do the Works constructed or renovated, where applicable, by the Partner need to respect the architectural characteristics of the existing Works?

ANSWER

This specific condition regarding the Rivière-Beaudette site was the object of an agreement with various local organizations representing the municipal, touristic and business community. The Ministered agreed to respect these conditions.

CAP-DE-PIERRE (SAINT-AUGUSTIN-DE-DESMANES)

QUESTION 5

Is the maintenance of the site done by the MTQ?

ANSWER

Presently, the maintenance, monitoring and mechanical controls are the object of contracts tendered by the MTQ to specialized companies.

August 28, 2006



**REQUEST FOR QUALIFICATIONS FOR THE DESIGN, CONSTRUCTION,
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THE QUEBEC HIGHWAY SYSTEM, TO BE DELIVERED AS A PUBLIC-PRIVATE
PARTNERSHIP**

ADDENDUM NO.8 – RFQ – JUNE 19TH, 2006

Reminder: as specified in Addendum No. 1, the deadline for filing Submissions is 3:00 p.m. (Montreal time) on Wednesday, September 27, 2006.

QUESTIONS AND ANSWERS

PORTE-DU-NORD (SAINT-JÉRÔME)

QUESTION 1

If our understanding is correct, the Ministère will make the existing buildings of this site available to the Partner?

ANSWER

Yes; see section 2.5.1 of the Request for Qualifications.

QUESTION 2

Once the leases expire, will we be able to expand the buildings to offer additional services?

ANSWER

Yes, refer to Addendum No. 5, Question 22. As part of the request for proposals, the Qualified Respondents will be required to describe in their proposals how they intend to use the sites until the end of the Partnership Agreement.

QUESTION 3

At this stage, could we obtain financial information pertaining to the current leases and to the other contractual agreements?

ANSWER

The contractual agreements will be made available during the request for proposals.

DES PIONNIERS (RIVIÈRE-BEAUDETTE)

QUESTION 4

When we visited the site, the person responsible for the tourist information office informed us that the current office space, including storage space, was insufficient. However, according to the documents, the total floor area is currently 484 m while the required floor area, according to the documents, is 400 m. Why is there a difference?



ANSWER

According to the ground floor plan (RFQ, Schedule 5, p. 23), the building covers a total area of 323 m² (outside of the exterior walls). Part B is occupied by the sanitary facilities and is not included in the floor area of the tourist information office. Part A, which is occupied by the tourist information office, has a net floor area of 195 m² (inside of the exterior walls).

GENERAL QUESTIONS

QUESTION 5

Must a Key Individual be employed by the Respondent?

ANSWER

No. In accordance with the definition of the term “Respondent,” for the purposes of evaluating the Submission, any Key Individual meeting the following criteria will be considered: (i) the Key Individual is employed by the Respondent or by a Member or Participant of the Respondent or (ii) the Key Individual is not employed by the Respondent, or by a Member or Participant of the Respondent, but has provided a written undertaking agreement, in accordance with the Undertaking Form in Schedule 3 of the RFQ

QUESTION 6

If a Key Individual is not employed by the Respondent, what will his or her status be?

ANSWER

A Key Individual, as set out in the definition of the term, is a natural person. As set out in the definition of the term “Respondent” and in Section 2.3 of Schedule 1 of the RFQ, a Key Individual may be employed by a Member or Participant of the Respondent. Without being employed by the Respondent, or by a Member or Participant of the Respondent, a Key Individual could be a sole proprietor and his or her services could be used by a Respondent, or by a Member or Participant of the Respondent.

QUESTION 7

Once a Respondent has been selected following the RFQ, will the Respondent be able to add one or more Members?

ANSWER

Yes, with the Minister’s approval. The second paragraph of Section 6.7 of the RFQ indicates that a Qualified Respondent wishing to add, remove or replace a Member, Participant or Key Individual, or wishing to modify the participation of a Member, Participant or Key Individual is required to submit these changes to the Minister’s Representative explaining the nature of and the reasons for the changes so that the Ministère may evaluate the request, provided that all proposed changes are subject to review and approval by the Minister’s.



QUESTION 8

Based on observed traffic, do you know what percentage of users stop at each of the existing service areas?

ANSWER

Surveys carried out in July 2002 showed a customer traffic rate at the Porte-du-Nord service area of 9.3% of the average annual daily traffic (AADT). With regards to other sites, the ones at Magog and Melbourne don't exist. For the other sites, they currently do not offer services comparable to the ones expected for the Project; the customer traffic rate is therefore irrelevant.

September 15th, 2006