

ONTARIO INFRASTRUCTURE AND
LANDS CORPORATION



Value for Money Assessment

Ontario Provincial Police Modernization Phase 2

Fall 2018

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I. EXECUTIVE SUMMARY

This report provides a summary of the procurement process for Ontario Provincial Police (OPP) Modernization – Phase 2 Project, and demonstrates how value for money was achieved by delivering the project using Infrastructure Ontario’s (IO) Public-Private Partnerships approach.

► Infrastructure Ontario

IO is a Crown agency owned by the Province of Ontario that provides a wide range of services to support the Ontario government’s initiatives to modernize and maximize the value of public infrastructure and realty.

Projects delivered by IO are guided by five key principles: transparency, accountability, value for money, public ownership and control, and public interest.

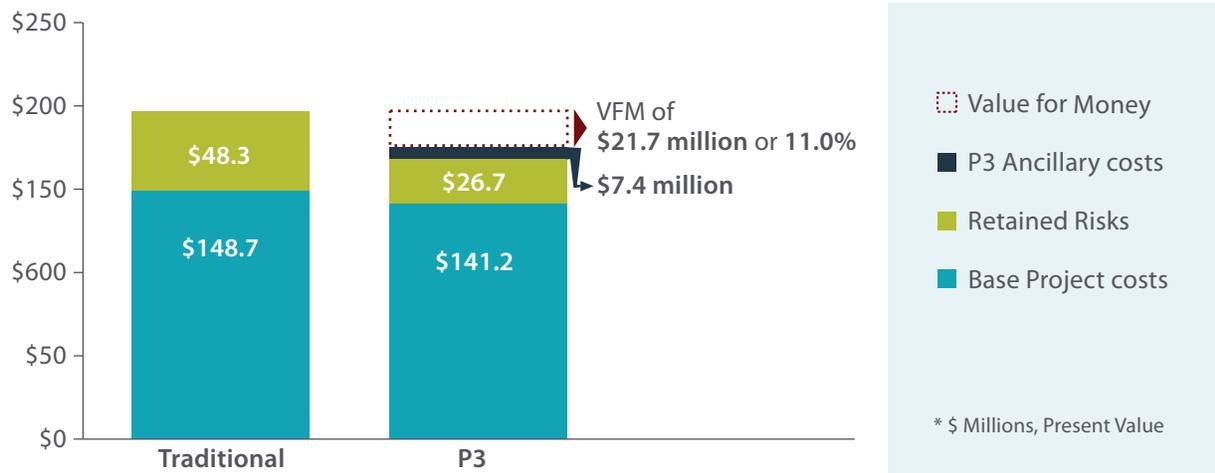
► Public Private Partnerships (P3s) in Ontario

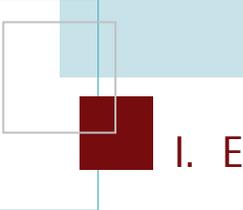
IO delivers public infrastructure projects using a project delivery model called Public-Private Partnerships (P3). The P3 model brings together private and public sector expertise in a unique structure that transfers to the private sector partner the risk of project cost increases, and scheduling delays, typically associated with traditional project delivery. The goal of the P3 approach is to deliver a project on time and on budget and to provide real cost savings for the public sector.

All projects with a cost greater than \$100 million are screened for their suitability in being delivered as a P3 project. The decision to proceed with a P3 delivery model is based on both qualitative considerations (e.g., size and complexity of the project) and a quantitative assessment. The quantitative assessment, called Value for Money (VFM), is used to assess whether the P3 delivery model will achieve greater value to the public compared to a traditional public sector delivery model. VFM compares the estimated total project costs of delivering public infrastructure using P3s relative to the traditional delivery model.

► Achieving Value for Money

The VFM assessment (letter attached) of the OPP Modernization – Phase 2 Project indicates an estimated cost savings of \$21.7 million at Substantial Completion or 11.0 percent (in present value terms) by using the P3 approach compared to traditional delivery.





I. EXECUTIVE SUMMARY

► External Review

As part of the procurement process and VFM assessment, three external parties were retained by IO:

- KPMG LLP was retained to complete the VFM assessment,
- Optimus SBR Management Consulting acted as the Fairness Monitor for the project, and
- Rebanks Pepper Littlewood Architects with Morrison Hershfield acted as the Planning Design and Conformance Consultant for the project.

II. PROJECT HIGHLIGHTS

➤ OPP Modernization – Phase 2 Project



Courtesy of Bird Construction Inc.

Purpose	Ontario is working to improve community safety and better support modern policing operations by updating Ontario Provincial Police facilities across the province.
Project Owner	Nine new detachments will be constructed, replacing buildings at the end of their useful lifespan.
Private Partner	Ontario Provincial Police (OPP)
Location	Huron County Detachment, 325 Albert Street, Clinton Mississauga Detachment, 2735 Argentia Road, Mississauga Hawkesbury Detachment, 1425 Cameron Street, Hawkesbury Manitoulin Island Detachment, 54 Boozeneck Road, Little Current Marathon Detachment, 101 Peninsula Road, Marathon Parry Sound Detachment, 1 North Road, Parry Sound Fort Frances Detachment, 901 Colonization Road West, Fort Frances Moosonee Detachment, 16 Butcher Road, Moosonee Orillia Detachment, 1 University Avenue
Project Type	Design-Build-Finance
Infrastructure Type	Justice
Contract Value	\$148.3 million
Construction Period	Nov. 2018 to 2020
Estimated Value for Money (Present Value)	\$21.7 million or 11.0%

II. PROJECT HIGHLIGHTS

➤ Background

The structures being replaced are an average of 40 to 60 years old and are well past their expected lifespan. They need to be replaced so the OPP can offer the best possible service to the people it serves.

➤ Objectives

Through the Moving Ontario Forward plan, the province is investing in social justice projects that will provide Ontarians with access to high quality policing close to home.

➤ Project Scope

New detachments will range in size from approximately 17,000 to 35,000 square feet and will include:

- ▶ CCTV system for cell monitoring.
- ▶ Secure sallyport allowing for direct access to secure holding cells and prisoner processing area.
- ▶ Open concept administration areas complete with secure but inviting public reception.
- ▶ Spacious Exhibit/Evidence Vaults with a proper processing area.
- ▶ Holding cells (Adult Male/Adult Female/YOA).
- ▶ Modern building infrastructure to meet changing technology requirements.

In addition the detachments will meet new accessibility standards in the public area. They will also be designed and built to meet the Leadership in Energy and Environmental Design (LEED) Silver standard, which recognizes buildings with reduced environmental impacts.

➤ Economic Benefits & Job Creation

The OPP Modernization – Phase 2 project will create and support hundreds of direct and indirect jobs. At the peak period during construction, 180 to 270 workers are expected to be the sites daily (20 to 30 workers per site).

III. ACHIEVING VALUE FOR MONEY

Value for money assessment for the
OPP Modernization – Phase 2 Project cost savings of:

\$21.7 million or 11.0%

The VFM assessment methodology is outlined in *Assessing Value for Money – An Updated Guide to Infrastructure Ontario’s Methodology*, which can be found at www.infrastructureontario.ca.

► Value for Money Concept

The VFM compares the estimated total-risk adjusted project costs, expressed in dollars measured at the same point in time, of delivering the same infrastructure project under two delivery models: the Traditional Design, Bid, Build (DBB) model and the P3 model.

MODEL # 1:

Traditional Delivery (PSC)

Estimated costs to the public sector of delivering an infrastructure project using a traditional procurement delivery model. Total risk-adjusted costs are known as the Public Sector Comparator or PSC Costs.

MODEL # 2:

P3 Delivery

Estimated costs to the public sector of delivering the same project to the identical specifications using the P3 delivery model. Total risk-adjusted costs are known as P3 Costs.

$$\left\{ \text{Value for Money \$} = \text{PSC Costs} - \text{P3 Costs} \text{ or } \text{Value for Money \%} = \frac{(\text{PSC Costs} - \text{P3 Costs})}{\text{PSC Cost Costs}} \right\}$$

The difference between the total estimated PSC costs and the total estimated P3 costs is referred to as VFM. Positive VFM is demonstrated when the cost of delivery under P3 is less than PSC.

► Calculating Value for Money – Inputs & Assumptions

The VFM is assessed and refined throughout the entire procurement process to reflect updated information and OPP Modernization – Phase 2 actual bid costs. All costs and risks in this report are expressed in present value terms and have been discounted back to present terms.

The VFM assessment relies on a number of inputs and assumptions, including:

- 1. Base Project Costs
 - ▼ 1.1. Adjusted Base Costs (design, construction)
 - ▼ 1.2. Financing Costs
- 2. P3 Ancillary Costs
- 3. Retained Risks

III. ACHIEVING VALUE FOR MONEY

1. Base Project Costs

▼ 1.1. Calculation of Base Costs

Traditional Delivery Model (PSC)		P3 Delivery Model	
Base Costs adjusted for:	(\$)	Base Costs adjusted for:	(\$)
Innovation Factor	N/A	Innovation Factor	↓ to Construction Costs
Adjusted Base Costs	Base Costs (\$) +/- Adjustments	Adjusted Base Costs	Base Costs (\$) +/- Adjustments
Estimated Savings / (Costs) in Base Costs under the P3 Model			PSC – P3

Base costs in this scenario include design and construction cost. In the estimation of base costs, IO relies on external cost consultants to estimate the costs of the project. This becomes the starting point for both the PSC and P3 models. These costs are then adjusted for:

- ▶ An innovation factor (DBF and DBFM projects only) – the VFM methodology typically includes an innovation factor which recognizes that the base cost of the P3 model will be lower than the PSC model as a result of:
 - ▶ the use of performance-based specifications in P3 projects allow contractors to consider innovative and alternative ways to deliver a project, such that project costs are lower as compared to a traditional delivery which uses more prescriptive specifications; and,
 - ▶ an increased competitive environment on P3 projects which have resulted in cost reductions.

▼ 1.2. Financing Costs

Traditional Delivery Model (PSC)		P3 Delivery Model	
Financing Costs	Public sector notional financing costs	Financing Costs	Private sector financing costs
Estimated Savings / (Costs) from Financing under the P3 Model			PSC – P3

One of the common elements of the P3 model is the use of private finance for some or all of the project period. Under the traditional delivery model, the public sector makes progress payments throughout construction. Whereas under the P3 model, the government pays a portion of construction costs during construction as interim payments or milestone payments and/or pays the entire amount at the end of the construction period.

Financing costs are reflected as follows:

- ▶ Traditional Delivery Model or PSC - the public sector notionally incurs an “opportunity cost” for having paid earlier as compared to the P3 model. The notional public sector financing cost is calculated at the

III. ACHIEVING VALUE FOR MONEY

current Provincial cost of borrowing or weighted average cost of capital. This cost is also reflected in the discount rate used to assess and compare the project costs.

- ▶ P3 Delivery Model – the private sector party borrows at private financing rates to pay for the project costs during construction and carries that financing until fully repaid by the public sector. This private sector financing cost is ultimately passed through to the public sector as a cost and reflected in the P3 model.

2. P3 Ancillary Costs

Traditional Delivery Model (PSC)		P3 Delivery Model	
P3 Ancillary Costs	N/A	P3 Ancillary Costs	P3 costs
Estimated Savings / (Costs) from Financing under the P3 Model		PSC – P3	

There are significant costs associated with the planning and delivery of a large complex project. The VFM methodology quantifies the incremental ancillary costs arising under the P3 delivery model only. Ancillary costs typically incurred include legal, capital markets, fairness, transaction, and the cost of IO services.

3. Retained Risks

Traditional Delivery Model (PSC)		P3 Delivery Model	
Retained Risks	PSC costs	Retained Risks	P3 costs
Estimated Savings / (Costs) from Retained Risks under the P3 Model		PSC – P3	

The concepts of risk transfer and mitigation are key to understanding the overall VFM assessment. To estimate and compare the total cost of delivering a project under the traditional delivery model versus the P3 model, the risks borne by the public sector, which are called “retained risks”, are identified and quantified. Details on how retained risks are identified and quantified are in *Assessing Value for Money – An Updated Guide to Infrastructure Ontario’s Methodology*, which can be found at www.infrastructureontario.ca

Project risks are defined as potential adverse events that may have a direct impact on project costs. To the extent that the public sector retains these risks under both delivery models, they are included in the estimated cost under the PSC and P3 model as “retained risks”. Risks retained under the P3 model are lower than risks retained by the public sector under the PSC model. This reflects the transfer of certain project risks from the public sector to the private sector and the appropriate allocation of risk between the public and private sectors based on the party best able to manage, mitigate, and/or eliminate the project risk.

As a result of a comprehensive risk assessment, the following are examples of key project risks that have been transferred under the Project Agreement to Bird:

- ▶ Project Schedule – risk of a longer construction period and resulting in a higher total program cost.
- ▶ Due Diligence (by the owner in preparation of tender in RFP) – risk that an insufficient level of due diligence is undertaken and communicated to the proponents, resulting in reduced tolerance to risk and higher bid price.

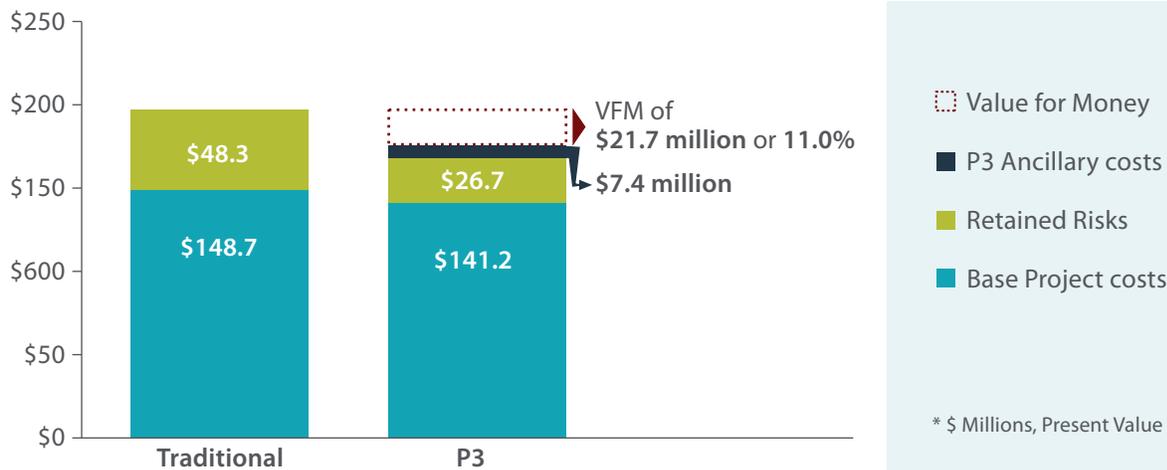
III. ACHIEVING VALUE FOR MONEY

► Quality Management – risk associated with meeting design standards and codes as they relate to long-term asset performance.

► OPP Modernization – Phase 2 Value for Money Results

The VFM assessment of the OPP Modernization – Phase 2 indicates an estimated cost savings of \$21.7 million or 11.0 percent by using the P3 approach compared to traditional delivery.

Traditional Delivery Model (PSC)	\$ Millions, Present Value	P3 Delivery Model	\$ Millions, Present Value
I. Base Project Costs (Adjusted Base Costs + Financing)	\$148.8	I. Base Project Costs (Adjusted Base Costs + Financing)	\$141.2
II. P3 Ancillary Costs	N/A	II. P3 Ancillary Costs	\$7.4
III. Retained Risks	\$48.3	III. Retained Risks	\$26.7
Total	\$197.0	Total	\$175.3
Estimated Value for Money (cost difference)		\$21.7	
Estimated Percentage Savings		11.0%	





III. ACHIEVING VALUE FOR MONEY

➤ External Review

KPMG LLP completed the VFM assessment for the project. Their assessment demonstrates projected cost savings of 11.0 percent by delivering the project using the P3 model versus what it would have cost to deliver the project using a traditional delivery model (see letter on page 15).

Optimus SBR acted as the Fairness Monitor for the project. They reviewed and monitored the communications, evaluations and decision-making processes associated with the project, ensuring the fairness, equity, objectivity, transparency and adequate documentation of the process. Optimus SBR certified that these principles were maintained throughout the procurement process (see letter on page 17).

IV. PROJECT AGREEMENT

The Project Agreement signed between IO, OPP and Bird defines the obligations and risks of all parties involved. Key highlights that pertain to the construction terms are below:

- ▶ **Contract Price Certainty** – A \$148.3 million fixed-price contract (without inflation) to design, build and finance the OPP Modernization – Phase 2 Project. Any extra costs incurred as a result of a schedule overrun caused by Bird will not be paid by the Province.
- ▶ **Scheduling, Project Completion and Delays** – Bird has agreed to a substantial completion date of October 2020. The schedule can be modified in limited circumstances, in accordance with the terms of the Project Agreement. Bird has the obligation to mitigate impact on the Project schedule as much as possible on the occurrence of particular delays, as specified in the Project Agreement. A sizeable payment will be made by the Province at substantial completion, providing further incentive for Bird to complete construction on time.
- ▶ **Site Conditions and Contamination** – Bird is responsible for maintaining and managing and where required, remediating any contamination, at the Site. This includes contamination that was disclosed from Site Condition Reports or readily apparent/discoverable from inspecting the Site, or that is caused by Bird or any of its parties.
- ▶ **Construction Financing** – Bird is required to finance the construction of the project.
- ▶ **Commission and Facility Readiness** – Bird must achieve a prescribed level of commissioning at substantial completion within the agreed-to schedule. This ensures OPP Modernization – Phase 2 will be able to achieve operational service in late 2020.

V. COMPETITIVE SELECTION PROCESS

The procurement process for the OPP Modernization – Phase 2, from Request for Qualifications to Financial Close, took 19 months to complete.

After concluding a fair and competitive procurement process, OPP and IO entered into a Project Agreement with Bird to design, build and finance the project.

► Procurement Process

i. Request for Qualifications | January 27, 2017

- OPP and IO issued a Request for Qualifications (RFQ) to solicit interested parties to design, build and finance the project.
- In March 2017, the RFQ period closed and the Sponsors received statements of qualifications from three teams.
- RFQ submissions were evaluated by IO and OPP. High standards were set to ensure the shortlisted teams exceeded the technical and financial standards required for this complex and large project. The evaluation process resulted in three proponents being shortlisted:
 - Bird Capital OMP Project Co.
 - DBF Pomerleau Team
 - EllisDon Infrastructure Justice

ii. Request for Proposals | July 24, 2017

- A Request for Proposals (RFP) was issued to the shortlisted proponents, setting out the bid process and proposed Project Agreement for the project.
- The proponents spent approximately six months to prepare high-quality, competitive submissions
 - Pomerleau withdrew at before the bid stage

iii. Proposal Submission | March 2018

- The RFP period closed on March 7, 2018 and two of the three proponents submitted bids on time.
- March 2018 – July 2018: bids were evaluated using criteria as set out in the RFP by an Evaluation Committee comprised of subject matter experts from IO, OPP and technical consultants enlisted by the Sponsors. The evaluation process resulted in Bird receiving the highest score.
- In July 2018, the ‘first-ranked proponent’ – also referred to as the First Negotiations Proponent – Bird was notified of their standing.

iv. Preferred Proponent Notification | July 18, 2018

- After successful negotiations with the First Negotiations Proponent, Bird was selected as the Preferred Proponent. Bird best demonstrated the ability to meet the specifications outlined in the RFP, including technical requirements, construction schedule, price and financial backing.

V. COMPETITIVE SELECTION PROCESS

v. Commercial and Financial Close | August 16, 2018

- ▶ Upon conclusion of negotiations and once a financing rate was set, a Project Agreement (contract) was executed between Bird and the OPP on August 16, 2018.

The Bird Capital OMP Project Co. team includes:

- ▶ Bird Capital OMP Project Co. (Bird), comprised of:
 - ▶ Developer: Bird Capital Limited,
 - ▶ Architects: NORR Architects,
 - ▶ Engineering Teams: MCW Consultants Ltd.,
 - ▶ Design-Builder: Bird Design-Build Construction Inc.,
 - ▶ Financial Advisor: Bird Capital Limited;

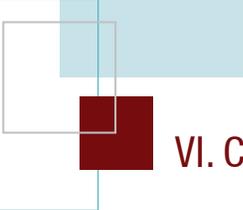
▶ Construction and Maintenance Phases

vi. Construction Phase | 2018 – 2020

- ▶ The construction phase will begin in fall 2018 and will be carried out in accordance with the Project Agreement and the builder's schedule as approved by the Sponsors.
- ▶ During the construction period, the builder's construction costs will be funded through their own equity, bond and lending arrangements, which will be paid in monthly installments based on the construction program set out by Bird.
- ▶ Project construction will be overseen by the OPP and IO.

vii. Payment

- ▶ Bird will receive a substantial completion payment expected in late 2020.



VI. CONCLUSION

This report provides a project overview and summary of the procurement process for the OPP Modernization – Phase 2 Project, and demonstrates that a VFM of \$21.7 million or 11.0 percent will be achieved by using the P3 approach compared to traditional delivery.

Going forward, IO, OPP and Bird will continue to work together to ensure the successful delivery of the project while ensuring value for the public is protected.



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PRIVATE & CONFIDENTIAL

Mr. John Traianopoulos
Infrastructure Ontario
777 Bay Street
Toronto, Ontario
M5G 2C8

Re: Value for Money Assessment – OPP Modernization Phase 2 Project

Dear Mr. Traianopoulos:

KPMG LLP (“KPMG”) has prepared the Value for Money (“VFM”) assessment for the OPP Modernization Phase 2 Project (“Project”) at the Financial Close stage, in accordance with our letter of engagement with Infrastructure Ontario (“IO”) and IO’s methodology *Assessing Value for Money: An Updated Guide to Infrastructure Ontario’s Methodology*.

The VFM assessment is based on a comparison of the total project costs at financial close for the Project under:

1. The traditional delivery approach, as reflected in the Public Sector Comparator (“PSC”) model; and
2. The Alternative Finance and Procurement approach (“AFP”), incorporating the Successful Bidder’s proposed costs.

The VFM assessment was calculated using the following information (collectively the “Information”) within the VFM model:

- i. A Risk Matrix developed for IO by Altus Group and adapted by IO to reflect Project specific risks; and
- ii. Cost and other input assumptions extracted from the bid submitted by the Successful Bidder and other VFM model assumptions as provided by IO.

We have not audited or attempted to independently verify the reasonableness, accuracy or completeness of the Information.

Based on our understanding of IO's VFM methodology, we can confirm that, the Information has been appropriately used in the VFM model, and that the VFM assessment demonstrates the AFP approach provides estimated cost savings of 11.0% in comparison to the traditional delivery approach.

Yours very truly

A handwritten signature in black ink, appearing to read "Paul Lan". The signature is fluid and cursive, with a long horizontal flourish extending to the right.

KPMG LLP

Paul Lan
Partner
Toronto, Ontario
August 30, 2018

Infrastructure Ontario
 1 Dundas Street West
 Suite 2000, Toronto
 Ontario M5G 2L5

May 16, 2018

Attention: Michael Inch
 Vice-President, Procurement

Subject: Final Fairness Report – Request for Proposal (“RFP”) Stage for the Ontario Provincial Police Modernization II RFP No. 17-020

Dear Michael:

SEG Management Consultants Inc. a Division of OPTIMUS|SBR (“SEG”) was engaged as the Fairness Monitor to review, observe and confirm the processes of communication, evaluation and decision-making associated with the procurement process for the Request for Proposals for the Ontario Provincial Police Modernization II RFP No. 17-020, issued by Infrastructure Ontario. Our role related to ensuring openness, fairness, consistency and transparency from the RFQ transition through to the conclusion of the Project RFP process.

SEG hereby presents its final procurement fairness attest report to Infrastructure Ontario at the conclusion of the RFP stage in the procurement process, describing how the procurement process has complied with RFP requirements. The following chart included below is in accordance with Infrastructure Ontario’s procurement guidelines. It summarizes our involvement and findings:

Stage	Task	Fair (Yes / No)
Pre- RFP		
1.	The procurement documents, including the evaluation tools, were reviewed and were deemed to be consistent with the guidelines established by Infrastructure Ontario and the Procurement Framework	Yes
2.	The RFP open period was consistent with the Procurement Framework	Yes
3.	The time and place of the closing were clearly identified in the procurement documents	Yes
RFP Open Period		
4.	Procurement documents were made available in an open and equitable manner	Yes
5.	Mandatory meetings were clearly identified in the procurement documents and there were no meetings of which all Proponents were not notified	Yes
6.	Answers were made available to all Proponents for all questions that were submitted through the Request for Information protocols	Yes

Stage	Task	Fair (Yes / No)
7.	Infrastructure Ontario confirmed that the requisite information would be made available regarding the results of the procurement	Yes
8.	All participants confirmed their adherence to the conflict of interest and confidentiality requirements throughout the RFP Open period	Yes
9.	Protocols were in place to control access to information as appropriate, including protection of Commercially Confidential information	Yes
10.	Proponents confirmed their adherence to the conflict of interest and confidentiality requirements in their submissions	Yes
11.	The submissions were logged and recorded upon receipt, clearly confirming Proponent submissions were received on time	Yes
12.	The composition of the Evaluation Committee adhered to the Evaluation Framework document	Yes
13.	There was a protocol in place to ensure that document confidentiality was maintained	Yes
Post-RFP Close		
14.	The evaluation criteria and process were included in the RFP	Yes
15.	The evaluation and scoring guideline were finalized before the Closing	Yes
16.	Evaluators were trained on the evaluation tools	Yes
17.	The pricing was contained in a separate envelope and any Mandatory requirements were adhered to for the proposals that were evaluated	Yes
18.	All subject matter expert reports were reviewed prior to being distributed to evaluators	Yes
19.	The pricing envelopes were opened only for Proponents who met the requirements of the procurement process according to the RFP and Evaluation Framework	Yes
20.	Evaluations were done in an unbiased manner and in accordance with the RFP and Evaluation Framework	Yes
21.	The selection of the "First Negotiations Proponent" (Bird Capital Limited Partnership) was approved according to the RFP documents and Evaluation Framework	Yes
Post-RFP Evaluation		
22.	Upon request, debriefings are to be provided for all unsuccessful Proponents and offered for the successful Proponent.	Yes

Observations and Findings

The procurement process is established clearly in Infrastructure Ontario's Project RFP and Evaluation Framework. The evaluation process and criteria described in the documents were applied consistently and equitably. In the final evaluation discussions, the evaluators demonstrated that they had been diligent in their responsibilities, that they were able to support their individual evaluation assessments and that they held no bias for or against any Respondent. There were no unresolved issues at the RFP stage of the procurement. Consensus was reached and confirmed by all evaluators. An official record was produced to document the evaluation and scoring consensus decisions, including the supporting rationale.

Conclusion

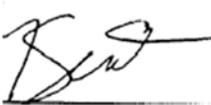
As a result of the Evaluation Team consensus processes, and presentation to the Evaluation Committee on May 11th, 2018, an approval of the RFP evaluation results and identification of a First Negotiations Proponent was achieved. SEG confirms that the identified First Negotiations Proponent successfully satisfied the requirements of the RFP evaluation process and was the highest scoring Proponent in this process.

As the Fairness Monitor for the Project, we certify that the principles of openness, fairness, consistency and transparency have been, in our opinion, properly established and maintained throughout the procurement process. Furthermore, we were not made aware of any issues that emerged during the process that would impair the fairness of this initiative.

As Fairness Monitor, we attest that:

- a) the Project RFP process was conducted in accordance with the provisions of the RFP, and met the fairness and transparency requirements established in the RFP and other related policies of Infrastructure Ontario and the Government of Ontario.
- b) the Sponsors' personnel and external advisors adhered to Infrastructure Ontario's conflict of interest and confidentiality requirements, and
- c) all Proponents were treated consistently in the evaluation process and in accordance with the Project RFP and the established principles of fairness, openness and transparency.

SEG Management Consultants Inc. a division of OPTIMUS|SBR

 Katelyn Scott Lead Fairness Monitor Senior Associate, Procurement and Fairness Advisory Services	 Greg Dadd Corporate Lead Principal, Procurement and Fairness Advisory Services
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cc: Anna Dowse
Ranveer Dhillon

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