

**GATEWAY PROJECT – PORT MANN / HIGHWAY 1**  
RFQ Process

**Report of the Fairness Reviewer**

July 17, 2007

I was retained by the Ministry of Transportation as the Fairness Reviewer for the Port Mann / Highway 1 Project (the “Project”). As such, I am to report on whether the procurement process for the Project is conducted in a manner that is fair to proponents, including whether there is material compliance with and fair implementation of established procurement and decision processes. This is my report on the procurement process to the above date.

A Request for Qualifications (the “RFQ”) was issued in May, 2007, setting out information as to the Project, and inviting private sector entities to submit responses describing their experience, track record and capability relative to the Project. The RFQ included details of the information required, the format for submissions, and a summary of the process and criteria for evaluation of responses.

Concurrently with development and issuance of the RFQ, the Project produced an Evaluation Manual setting out in detail the intended manner of evaluation of responses to the RFQ, including specific criteria for scoring and weighting, statements as to standards and methodology, and a timeline. The Evaluation Manual also included detailed procedures for receipt of responses, and security measures with regard to custody of and access to responses during the evaluation period (including secured premises, restrictions on use of electronic devices in the secure premises, restrictions on email communication, and appropriate arrangements for recording access to the responses).

The teams developing the RFQ and the Evaluation Manual included experts in the areas in which respondents were asked to provide information, including project finance, public/private partnerships, highway and tolling operations, and related matters. I attended several of their meetings and observed that all members of the team participated fully in discussions as to the information to be gathered, its relation to the objects of the Project, and methods for scoring submissions. The RFQ and Evaluation Manual were developed in several iterations and all members of the team concurred in the final product.

A Relationship Review Committee conducted a process for eliciting details of any relationships among members of respondent teams, and members of the team evaluating the responses. The Project has retained a Conflicts of Interest Adjudicator for related issues. I observed that the pre-determined process established for the workings of these entities was followed.

After issuance of the RFQ, the Project issued a number of written clarifications and addenda, and answered specific questions raised by respondents related to the content of the RFQ, and the process for submitting responses. The Project followed a pre-determined and documented process for communicating with respondents, to ensure timeliness, consistency, security and confidentiality as appropriate.

Six respondents filed Proposals in response to the RFQ. I observed that the processes documented in the Evaluation Manual for receipt and initial completeness review were followed, and that subsequent storage and review of the Proposals was conducted in accordance with the security and confidentiality provisions of the Evaluation Manual.

I had access to all of the Proposals. I also had full access to the evaluation premises at all times, was informed of meetings, and was copied on all correspondence with respondents. I attended such meetings as I considered necessary, including several telephone meetings at which respondents' references were checked.

Each Proposal included information as to the respondent team's experience, track record and capacity with respect to matters relevant to the Project. Each Proposal was evaluated by three teams; each of those teams was charged with scoring one of three aspects: finance, public/private partnerships, and operations. I attended meetings of all three teams.

The members of each team were persons with appropriate expertise in matters related to the material under consideration. The teams were assisted by professional advisors with additional expertise. Appropriate resources were provided to the teams for the evaluation, including offices and meeting rooms, electronic and communications equipment, and translation facilities (for reference checks).

Evaluations of all six Proposals were conducted in accordance with the evaluation process, criteria and weighting described in the RFQ and the Evaluation Manual. Each team discussed in detail and in turn the specific content of each Proposal. Each aspect of each Proposal was compared against the criteria described in the RFQ, and assigned a score. Teams obtained clarifications as necessary from the respondents. I observed that:

- Prior to commencing the evaluation, and periodically during their work, all of the teams discussed and instructed themselves in the matters set out in the Evaluation Manual, including issues as to consistency and fairness;
- Team members became familiar with each of the Proposals, such that each member could fully discuss and compare the Proposals in meetings;
- Reference checks were conducted in accordance with pre-determined procedures including consistent questions to referees;
- Teams debated among themselves to ensure that scores were careful, rational, consistent and based in the criteria and measures described in the RFQ and the Evaluation Manual;
- Team leaders encouraged open discussion; disagreements were respectful and participants were open to persuasion. Each team member participated fully in scoring, and in each case the results of scoring were approved by the entire group;
- The teams evaluated each of the Proposals in a consistent manner.

On conclusion of their work, the three teams met together, and with the Evaluation Committee, which satisfied itself as to the process followed by the teams, the methods of evaluation used, the rationale for each score, and the overall results obtained. I attended those meetings. I observed that members of the Evaluation Committee asked pointed and thorough questions, relevant to determining that the scoring work by the teams had been conducted diligently and fairly, and that the results of scoring were internally consistent.

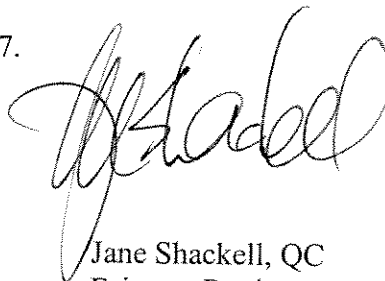
Since my appointment as Fairness Reviewer, the Project team has sought my input on various issues. In each case I have been satisfied that the handling of those issues has been consistent with fairness.

I am satisfied that:

- The RFQ properly described the expectations of the Project team with respect to Proposals, and the basis for evaluation of Proposals;
- The requirements of the RFQ and the basis for evaluation of Proposals were reasonable, and rationally connected to the Project objectives;
- All respondents had consistent information as necessary to provide a response to the RFQ; and
- Evaluation of Proposals was conducted diligently and carefully, and in accordance with the published procedure.

As a result I am satisfied that the procurement process for the Project to date has been conducted in a manner that is fair to proponents, and that there has been material compliance with and fair implementation of established procurement and decision processes.

Signed and dated at Vancouver, July 17, 2007.

A handwritten signature in black ink, appearing to read 'J. Shackell', written in a cursive style.

Jane Shackell, QC  
Fairness Reviewer