

THE CITY OF EDMONTON

BYLAW 16766

LRT GOVERNANCE BOARD BYLAW

Whereas, pursuant to:

Sections 1(f), 145 and 203 of the Municipal Government Act, RSA 2000, c M-26, Council may by bylaw establish Council committees, prescribe conduct and procedural rules for them, and delegate powers, duties and function to them;

Section 154 of the Municipal Government Act, the chief elected official is a member of every Council committee, unless a bylaw provides otherwise;

Sections 195 to 199 of the Municipal Government Act, prescribe the legislative requirements for Council and committee meetings;

Sections 1(xii), 1(j), 1(p), and 95 of the Freedom of Information and Protection of Privacy Act, RSA 2000 c F-25 (FOIP), make every Council committee a separate public body from Council that must appoint its own FOIP Head and prescribe a fee schedule, in accordance with the Act's requirements;

Edmonton City Council enacts:

PART I - PURPOSE, DEFINITIONS AND INTERPRETATION

PURPOSE 1 The purpose of this bylaw is to continue the LRT Governance Board with a new mandate, terms of reference and authorities.

DEFINITIONS 2 In this bylaw, words have the same meaning as defined in the Municipal Government Act, except as expressly provided for in this bylaw:

- (a) “**Administrative Directive**” means a directive, procedure or other guideline developed by the City Manager to govern the actions of the City’s administration
- (b) “**Board**” means the LRT Governance Board which is continued as a Committee of Council in this bylaw;

- (c) “**Chair**” means the Chair of the LRT Governance Board;
- (d) “**City**” means the municipal corporation of the City of Edmonton;
- (e) “**City Policy**” means a policy passed by Council;
- (f) “**City Manager**” means the chief administrative officer of the City or delegate;
- (g) “**Council**” means the elected governing body of the City;
- (h) “**Evaluation Committee**” means the group of individuals tasked with the responsibility for evaluating LRT Project proposals and selecting the preferred proponent on the basis of the prescribed criteria;
- (i) “**Fairness Monitor**” means an individual retained by the City to monitor and report on the fairness of a competitive procurement process;
- (j) “**FOIP Act**” means the *Freedom of Information and Protection of Privacy Act*, RSA 2000 c F-25;
- (k) “**FOIP Head**” means the individual or group appointed as a public body’s official with the responsibility for exercising the powers, and performing the powers and duties ascribed to a FOIP Head by the FOIP Act;
- (l) “**LRT**” means light rail transit;
- (m) “**LRT Project**” means the southeast to downtown portion of the Valley Line;
- (n) “**member**” means an individual appointed to the Board;
- (o) “**Municipal Government Act**” means the Municipal Government Act, RSA 2000 c M-26;
- (p) “**P3**” means a public-private partnership;
- (q) “**P3 Agreement**” means the agreement defining the terms and conditions governing the City’s legal relationship with the contractor that will design, build, finance, operate and maintain the LRT Project;
- (r) “**Procedures and Committees Bylaw**” means Bylaw 12300 which establishes Council’s Standing Committees and prescribes procedures for Council and Council

committees;

- (s) “**RFP**” means the request for proposal component of the competitive procurement process that will be conducted to select the contractor that will enter into the P3 Agreement;
- (t) “**RFQ**” means the request for qualifications portion of the competitive procurement process for the LRT Project;
- (u) “**Standing Committee**” has the same meaning as prescribed by the Procedures and Committees Bylaw;
- (v) “**Valley Line**” means the City’s southeast to west LRT system.

**RULES FOR
INTEPRETATION**

- 3 Marginal notes and headings in this bylaw are for ease of reference purposes only, and are not intended to have legal meaning.
- 4 In the event of a conflict between this bylaw and an enactment, the enactment governs.
- 5 Any reference to an enactment in this bylaw includes any amendments, or successor or replacement enactments and any applicable regulations or orders issued under the authority of an enactment.

PART II - CONTINUATION, MANDATE AND TERMS OF REFERENCE

**ESTABLISHMENT /
CONTINUANCE**

6 The LRT Governance Board, established under Bylaw 15659 is continued as a Committee of Council.

MANDATE

7 The mandate of the Board is to employ its expertise in the financing, design, construction, operations and maintenance aspects of light rail transit systems and P3 arrangements to approve the terms of the City’s RFP, including the form and content of the P3 Agreement, for the LRT Project.

**TERMS OF
REFERENCE**

- 8 In exercising its mandate, the Board will:
 - (a) review and consider all public and private reports and proceedings, and Council and Standing Committee decisions relating to the LRT Project;
 - (b) evaluate LRT Project procurement matters and reports in relation to legal, trade agreement, risk management, industry best practice, and due diligence requirements;

- (c) reference City Policy and Administrative Directive requirements that are applicable to decisions to be made by the Board;
- (d) consider LRT Project decisions in light of alignment with what would be in the best interest of the Valley Line system as a whole;
- (e) consider the City Manager's advice with respect to budgets and expenditures for the LRT Project;
- (f) consider Fairness Monitor recommendations; and
- (g) make decisions that optimize Council approved budgets and financial commitments for the LRT Project.

PART III - BOARD POWERS, DUTIES AND FUNCTIONS

- 9 The Board will receive and review reports on all aspects of the LRT Project procurement, and provide direction to the City Manager on them.
- 10 The Board will approve a competitive procurement process to select the contractor that will be awarded the P3 Agreement, including:
 - (a) approving the terms of the RFQ, including evaluation criteria and protocols, clarification and addenda;
 - (b) directing the City Manager to issue the RFQ;
 - (c) selection of the short list of respondents to the RFQ;
 - (d) approving the terms of the RFP, including evaluation criteria and protocols, clarification and addenda, and the form of the P3 Agreement that will be issued with the RFP; and
 - (e) advising on the composition of the Evaluation Committee.
- 11 The Chair and the City Manager will jointly report to Council semi-annually, or as required, on key decisions and progress made on the LRT Project procurement.

PART IV - MEMBERSHIP

- 12 Members appointed under the authority of Bylaw 15659 continue to be appointed to the Board on the same terms and under the same conditions as the appointment made under Bylaw 15659.
- 13 If a member ceases to be a member for any reason, the Board may make recommendations to Council for the appointment of a replacement member, but the Board may continue to meet as long as four appointed members remain.
- 14 The Chair will continue to act as Chair until the Board completes its work, but if the Chair ceases to act, the Board may appoint another Chair from its members.
- 15 The Board may select a vice Chair to perform the Chair's duties if the Chair is absent or otherwise unable to perform the Chair's duties.

PART V - PROCEDURES AND CONDUCT

- 16 The Board will conduct its proceedings in accordance with the Procedures and Committees Bylaw, except for as otherwise provided for in this bylaw.
- 17 The Board will provide its annual meeting schedule to the City Manager and provide at least 48 hours notice when a special meeting is called by the Chair.
- 18 Quorum is established by the presence of a majority of appointed members.
- 19 The Board may employ the electronic meeting procedures as provided for in Schedule "C" to the Procedures and Committees Bylaw.
- 20 The Board may close its meetings to the public in the manner permitted by the Municipal Government Act.
- 21 The members of the Board will maintain the confidentiality of all records and information pertaining to the LRT Project and the procurement process.

PART VI - CITY MANAGER'S ROLE

- 22 The City Manager will establish the Evaluation Committee and appoint members to it.
- 23 The City Manager will provide resources and support as required to the Evaluation Committee.
- 24 The City Manager will award the P3 Agreement to the successful proponent identified by the Evaluation Committee.
- 25 The City Manager will prepare reports on all aspects of the procurement process, comply with Board direction and answer Board inquiries.
- 26 The City Manager will provide resources to the Board for its operations, including the provision of meeting space and staff, minute taking, records management, and recording public portions of Board meetings.
- 27 The City Manager will act as the FOIP Head for the Board, and the City's FOIP fee schedule will apply to FOIP Act requests for Board records unless the Board passes a resolution appointing another individual or group of individuals to perform the FOIP Head's functions in the manner required by the FOIP Act.

DRAFT

PART VII - GENERAL

- REPEALS**
- 28 Bylaw 15659 is repealed.
 - 29 This bylaw expires 90 days after the date on which the P3 Agreement is signed or July 17, 2017, whichever is earliest.

Read a first time

Read a second time

Read a third time

SIGNED AND PASSED

THE CITY OF EDMONTON

MAYOR

CITY CLERK