

**THE CITY OF EDMONTON**

**BYLAW 16766**

**LRT GOVERNANCE BOARD BYLAW**

Whereas, pursuant to:

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

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

Sections 195 to 199 of the *Municipal Government Act* prescribe legislated procedural requirements for Council and Council 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), every Council committee is a separate public body from the City and must approve the appointment of its own FOIP head and FOIP fee schedule;

Edmonton City Council enacts:

**PART I - PURPOSE, DEFINITIONS AND INTERPRETATION**

- |                    |   |   |
|--------------------|---|---|
| <b>PURPOSE</b>     | 1 | The purpose of this bylaw is to continue the LRT Governance Board which was previously established as a committee of Council with a new mandate and terms of reference.   |
| <b>DEFINITIONS</b> | 2 | In this bylaw, words have the same meaning as the meanings ascribed to them by the <i>Municipal Government Act</i> , in addition to the following: <ul style="list-style-type: none"><li>(a) <b>“Board”</b> means the LRT Governance Board which is continued as a Council committee under this bylaw;</li><li>(b) <b>“Chair”</b> means the Chair of the LRT Governance Board;</li><li>(c) <b>“City”</b> means the municipal corporation of the City of Edmonton;</li><li>(d) <b>“City Policy”</b> means the policies passed by Council</li></ul> |

pursuant to the *Municipal Government Act*;

- (e) “**City Manager**” means the chief administrative officer of the City or delegate;
- (f) “**Council**” means the elected governing body of the City;
- (g) “**Fairness Monitor**” means the party retained by the City to monitor and report on the fairness of the competitive procurement process;
- (h) “**FOIP Act**” means the *Freedom of Information and Protection of Privacy Act*, RSA 2000 c F-25;
- (i) “**FOIP Head**” means the individual or group appointed as a public body’s official responsible for making the head’s decisions as required by the FOIP Act;
- (j) “**LRT**” means light rail transit;
- (k) “**LRT Project**” means the southeast to downtown portion of the Valley Line;
- (l) “**member**” means an individual appointed to the Board;
- (m) “**Municipal Government Act**” means the *Municipal Government Act*, RSA 2000 c M-26;
- (n) “**P3**” means public-private partnership;
- (o) “**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;
- (p) “**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;
- (q) “**RFQ**” means the request for qualifications portion of the competitive procurement process for the LRT Project;
- (r) “**Standing Committee**” means Council’s standing committees identified in the City’s Procedures and Committees Bylaw, Bylaw 12300;
- (s) “**Valley Line**” means the City’s southeast to west LRT system.

**INTEPRETATION**

aid for reference purposes only.

- 4 In the event of a conflict between a provision in this bylaw and an enactment, the enactment governs.
- 5 Any reference to an enactment or bylaw includes all amendments or successor or replacement enactments or bylaws, and regulations or orders created pursuant to the authority in an enactment or bylaw.

**PART II - CONTINUATION, MANDATE AND TERMS OF REFERENCE****CONTINUATION**

- 6 The LRT Governance Board established under Bylaw 15659 is continued as a Council committee with a new mandate and terms of reference.

**MANDATE / PURPOSE**

- 7 The mandate of the Board is to provide the expertise of its members to collaborate with the City Manager to develop the competitive procurement process and P3 Agreement for the LRT Project.

**TERMS OF REFERENCE**

- 8 In fulfilling its mandate, the Board will:
- (a) review all public and private Council reports and Council decisions relating to the LRT Project;
  - (b) evaluate whether or not proposed procurement actions for the LRT Project accord with industry best practices;
  - (c) evaluate LRT Project procurement matters in relation to legal, trade agreement, risk management, City Policy requirements and the Valley Line as a whole; and
  - (d) consider Fairness Monitor reports.

**PART III - BOARD FUNCTIONS**

- 9 The Board will:
- (a) give advice and recommendations to the City Manager for the LRT Project procurement;
  - (b) provide the expertise of its members to assist the City Manager to develop and implement the competitive

procurement process for the selection of the contractor that will be awarded the P3 Agreement, including:

- (i) the development and issuance of the RFQ and RFP, including clarifications and addenda;
  - (ii) the development of the evaluation criteria and protocols for the RFQ and RFP;
  - (iii) selection of the individuals who will conduct evaluations and review of the RFQ and RFP; and
  - (iv) developing the form of P3 Agreement that will be issued with the RFP.
- (c) receive and review the Fairness Monitor's reports; and
  - (d) report to Council on Valley Line procurement matters in the manner prescribed by this bylaw.

#### **PART IV - REPORTING**

- 10 The City Manager and the Chair will provide semi-annual reports on the status and progress of the Valley Line procurement to Council through the Standing Committee determined by Council.
- 11 LRT Project status and progress reports will, as much as reasonably possible, be presented to the Standing Committee in public, but meetings may be closed if public discussion of particular matters could compromise the integrity of the procurement process.
- 12 LRT Project matters other than procurement related matters for the Valley Line, such as public consultation and engagement, communications, and budget will be managed by Council or its appropriate Standing Committee in the ordinary course of City business.

#### **PART V - BOARD PROCEDURES**

- 13 The Board will conduct its proceedings in accordance with the requirements of the Municipal Government Act and the City's Procedures and Committees Bylaw, except as otherwise provided

for in this bylaw.

- 14 The Board may approve suspension of meeting procedures when providing advice to the City Manager.
- 15 The Board will approve an annual meeting schedule and provide it to the City Manager, but may call special meetings as required in accordance with the provisions of the Municipal Government Act and the Procedures and Committees Bylaw.
- 16 Quorum is established by a majority of members attending a duly called regular or special meeting.
- 17 Members and others may attend Board meetings using electronic means in accordance with the provisions of the City's Procedures and Committees Bylaw.
- 18 The City Manager will provide resources and assistance to the Board as required, including provision of meeting space and staff, minute taking, records management and recording of public portions of Board meetings.
- 19 Records and minutes of the Board will be retained by the City in accordance with the City's legal and records requirements.
- 20 The City Manager will act as the Board's FOIP Head for the purposes of the FOIP Act.
- 21 Notwithstanding any other procedural requirement, the Board must close its meetings as required to protect the integrity and confidentiality of the public procurement process.
- 22 The Board and its members must maintain the confidentiality of all records and information relating to the procurement process.

#### **PART VI - MEMBERSHIP**

- 23 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.
- 24 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 if at least four members remain.
- 25 The Board Chair will continue to act as Chair until the Board

completes its work, or the Chair resigns from that office and the Board selects another Chair from its members.

- 26 The Board may select a Vice Chair from its membership and the Vice Chair will perform the Chair's duties when the Chair is absent.

**PART VII - GENERAL**

- 27 The Board's mandate will be completed when the P3 Agreement is approved and awarded.
- 28 This bylaw will terminate 90 days after the date on which the P3 Agreement is approved, or on July 31, 2017, whichever is earliest.
- 29 Bylaw 15659 is repealed.

Read a first time

Read a second time

Read a third time

SIGNED AND PASSED

THE CITY OF EDMONTON

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MAYOR

\_\_\_\_\_  
CITY CLERK