

## Attachment 2

### Description of P3 Advisory Roles

*The consulting agreements will contain the City's standard terms for consulting assignments.*

Advisor Role	Duties
<b>Procurement Advisor</b>	<p><b>A full-time role for the duration of the 2 ½ year procurement (development &amp; tendering) phase.</b></p> <ul style="list-style-type: none"> <li>• Lead advisor during the entire procurement phase (development of procurement process and during the actual procurement).</li> <li>• Lead on drafting of procurement documents, including RFQ &amp; RFP, and ensures alignment and consistency of all procurement documents including the performance specifications and concession agreement.</li> <li>• City's representative for bidder interactions, including facilitation of bidder meetings and the Q&amp;A process.</li> <li>• Assist with coordination of the proposal evaluation process.</li> <li>• Prepare all required documentation and coordinate all activities required to support the evaluation processes including any non-disclosure policies and procedures, relationship review requirements, and other relevant activities necessary to maintain an impartial and transparent process.</li> <li>• Participate as a member of the evaluation team to assist with the evaluation of the RFQ and RFP submissions</li> <li>• Assist with bidder negotiations and financial close of the P3 agreement.</li> </ul>
<b>Financial Advisor</b>	<p><b>A full-time role during the procurement development phase and a part-time role (as required) during the tendering phase.</b></p> <ul style="list-style-type: none"> <li>• Develops and maintains the project's financial model and provides financial and commercial advice.</li> <li>• Reviews the draft Concession Agreement and comments on its financial and commercial terms.</li> <li>• Develop of a public sector comparator and shadow bid model in order to evaluate a bidder's value for money (and update as necessary during the process).</li> <li>• Assist/lead on development of evaluation criteria and evaluation of bidder financial and commercial project proposals.</li> <li>• Identify, assess, and quantify financial risks.</li> <li>• Develop and calibrate the payment mechanism, and ensure alignment between the output specifications and the payment mechanism.</li> <li>• Assist with bidder negotiations and financial close of the P3 agreement.</li> </ul>
<b>Legal Advisor</b>	<p><b>A full-time role during the 2<sup>nd</sup> half of the procurement development phase and a part-time role (as required) during the tendering phase.</b></p> <ul style="list-style-type: none"> <li>• Lead on the drafting of the P3 concession agreement.</li> <li>• Work with the City's Law Branch and the Financial Advisor to develop the evaluation framework.</li> <li>• Review and comment on procurement documents such as the RFQ and RFP.</li> <li>• Advise on the project team on contract negotiations and other legal matters.</li> <li>• Identify legal risks and challenges.</li> <li>• Monitor and assist with resolving conflict of interest issues.</li> <li>• Assist with bidder negotiations and financial close of the P3 agreement.</li> </ul>
<b>Fairness Advisor</b>	<p><b>A part-time role (as required) starting mid-way through the procurement development phase and through the entire tendering phase.</b></p> <ul style="list-style-type: none"> <li>• An independent advisor that oversees the procurement phase to ensure the process is fair to all bidders.</li> <li>• Contributes to the development of the procurement protocols.</li> <li>• Instructs the evaluators on the fairness rules and procedures.</li> <li>• Observes the procurement and evaluation process to ensure the rules are being followed.</li> <li>• Draft post-procurement report regarding the procurement process.</li> </ul>
<b>Capital Market Advisor</b>	<p><b>A part-time role (as required) during the 2<sup>nd</sup> half of the procurement development phase, if it is determined that a Capital Markets Advisor is warranted.</b></p> <ul style="list-style-type: none"> <li>• A separate Capital Advisor may be added based on the recommendation of the Financial Advisor.</li> <li>• Provide advice on issues specific to financing and/or capital markets, including issues related to the timing and process of final bid submissions and signing of final agreements.</li> <li>• Provide advice, as required, on issues such as payment terms, revenue sharing, risk transfer related to interest rate movement and lender's security.</li> </ul>