



Pacific Carbon Trust

#PCT 2386

## Request for Qualifications

### Carbon Management Consulting

Issue Date: November 3, 2010

Closing Date: November 24, 2010

***Pacific Carbon Trust requires the services of consultants with experience and expertise in the Carbon Management field.***

***Your response to this Request for Proposals will include:***

- One signed cover letter (Appendix A)
- One proposal document in MS Word format (*not PDF*) containing the information requested in Response Guidelines.
- The work examples requested in Response Guidelines in a format that is readable on a PC running Windows Vista.

***Please submit your Proposal package electronically (not PDF) to***

***[Procurement@PacificCarbonTrust.com](mailto:Procurement@PacificCarbonTrust.com) and quote***

***Procurement Call # PCT 2386***

***Questions? Please call us at 250 952-6793***

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APPENDIX A – PROPOSAL COVER LETTER

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## 2. ABOUT PACIFIC CARBON TRUST

Pacific Carbon Trust (PCT) is a Crown corporation that delivers BC-based Greenhouse Gas Offsets to help clients meet their carbon reduction goals. Our aim is to reduce emissions province-wide and help grow BC's low-carbon economy. PCT is responsible for purchasing Offsets from BC-based Projects that are in compliance with BC's Emission Offsets Regulation, ensuring credible Offsets.

By helping private and public sector clients implement their carbon reduction strategies, PCT is also providing BC businesses with new economic opportunities.

## 3. OBJECTIVES OF THIS REQUEST FOR QUALIFIED SUPPLIERS (RFQ)

Pacific Carbon Trust is seeking consultants with expertise in the field of carbon management consulting. The objective of this RFQ is to qualify consultants or consulting teams for two (2) separate Qualified Suppliers Lists (QSL). Interested parties ("Proponents") are invited to submit a proposal for one or both of the following opportunities;

1. Offset Project Management with industry specialization in one or more of the following areas:
  - a. Forestry Carbon
  - b. Forest Products (including, but not limited to Pulp & Paper and Lumber)
  - c. Transportation
  - d. Buildings
  - e. Oil & Gas
  - f. Manufacturing (including, but not limited to Cement)
  - g. Waste (including, but not limited to Landfills)
2. Contract Negotiations

Selected Contractors will work with Pacific Carbon Trust on an as, if and when requested basis on specific projects and activities. For information about the scope of services for each QSL please see section seven (7) below.

The Qualified Suppliers Lists for each service area will be in place for one year, with options to renew, at Pacific Carbon Trust's sole discretion, for up to three additional one-year terms.

## 4. SUBMITTING YOUR PROPOSAL

A summary checklist of the proposal requirements and qualifying criteria for this request for proposals is provided on the front page of this document. Prior to submitting a proposal, Proponents are recommended to ensure that each criterion is satisfied. The sub-sections below provide further details about these requirements and criteria.

## 5. THE RFQ TIMETABLE

PCT intends to make commercially reasonable efforts to adhere to the following timetable:

November 3, 2010	RFQ Posting Date
November 24, 2010	RFQ Closing Date
December 3, 2010	Review of Proposals and establishment of List of Qualified Suppliers
December 6, 2010	Notification to Proponents of status on List of Qualified Suppliers

## 6. CONTRACT

Prior to submitting a proposal in response to this RFQ for one or more service areas, Proponents must review the relevant sample General Services Agreement (GSA). The commercial terms and conditions are not negotiable; therefore Proponents are encouraged to familiarize themselves with these, particularly regarding indemnity, and expenses.

As Consultants on the Qualified Suppliers List are selected for engagements for the service areas, they will be offered to sign one or more contracts similar to the sample attached as an appendix to this RFQ:

In some cases, Pacific Carbon Trust may offer the contracts as Standing Offers. In these cases, the contract lays out the terms of the offer, including the terms and conditions that will govern any subsequent draw-downs. In the case of Standing Offers there is no contractual obligation on either party until a draw-down is made. The terms and conditions laid out in the Standing Offer will apply to the draw-down.

*(Please note: The sample GSA is provided as an appendix to this RFP for your reference only. This GSA does not need to be signed nor submitted to PCT as part of your proposal package.)*

## 7. REQUIRED SERVICES

Proponents are invited to submit proposals for one or both of the following service areas:

1. Offset Project Management with industry specialization in one or more of the following areas:
  - a. Forestry Carbon
  - b. Forest Products (including, but not limited to Pulp & Paper and Lumber)
  - c. Transportation
  - d. Buildings
  - e. Oil & Gas
  - f. Manufacturing (including, but not limited to Cement)
  - g. Waste (including, but not limited to Landfills)
2. Contract Negotiations

Each service area is described below, and includes sub-sections describing the requirements, qualifications and proposal response guidelines specific to the service area. Using the response guidelines, Proponents are advised to provide full, complete and relevant information that explains how the Proponent meets the qualification requirements.

Prior to submitting a proposal, Proponents are recommended to ensure that each criterion is satisfied. The sub-sections below provide further details about these requirements and criteria.

Preference will not necessarily be given to proponents that qualify for all service areas.

## 7.1 OFFSET PROJECT MANAGEMENT

This service area features the provision of offset project management services to PCT and/or its stakeholders pertaining to carbon management projects.

### 7.1.1 REQUIREMENTS

Offset project management consulting engagements will vary to suit the requirements of each assignment. The nature and scope of consulting engagements may include, but are not necessarily limited to, some or all of the services and activities set out below:

- General offset project management;
- Quantification of reductions for offset projects;
- Economic-financial modeling;
- Risk modeling and management;
- Energy modeling and management;
- Project due diligence and sector specific technical support for projects;
- Completion of project documentation including, but not limited to project plans and reports;
- Offset project design;
- Writing or managing the development of GHG reduction related protocols; and/or
- Other relevant services as required.

### 7.1.2 GENERAL QUALIFICATIONS

Pacific Carbon Trust has a preference for proponents who meet or exceed the following qualification requirements:

- Demonstrated experience related to BC's Emission Offsets Regulation, as well as other relevant BC environmental and energy policies and regulations;
- Project management experience;
- Experience writing or managing the development of GHG reduction protocols and can demonstrate acceptance of these protocols by industry;
- Completion of ISO 14064 parts 1, 2 & 3;
- Has completed a minimum of three (3) carbon projects under recognized offset systems;
- Has knowledge and experience developing ISO 14064-2 compliant project plans and project reports; and
- Has in depth knowledge of the GHG quantification and reporting process including baseline assessment and additionality.

### 7.1.3 INDUSTRY SPECIFIC QUALIFICATIONS

#### a) Forestry

- Preference will be given to a Registered Professional Forester;
- Demonstrated experience with BC commercial forestry operations (inventory, planning and silvicultural management). Provide references from at least three (3) clients for whom you have completed forest management consulting;

- Demonstrated experience in forest carbon accounting and analysis (provide references from at least three (3) clients for whom they have completed forest carbon analysis);
  - Experience preferred in providing due diligence analysis and technical support to forest carbon offset projects including, but not limited to:
    - Reviewing and preparing project plans, project reports (to ISO 14064-2 standards) and forest carbon modeling;
    - Assessing baselines and additionality;
    - Technical and financial analysis to support the development of projects.
- b) Forest Products (including pulp & paper, lumber, panels, etc.)
- Preference will be given to a Professional engineer with experience in the forest products sector;
  - Demonstrated experience in providing technical support, maintenance support and capital project management for forest products projects. Provide at least three (3) references;
  - Demonstrated experience in energy efficiency and energy cost saving projects. Provide three (3) examples and references;
  - Experience preferred in providing due diligence analysis and technical support to the forest products sector in fuel switching or fuel efficiency, with a preference for work related to carbon offset projects, including, but not limited to:
    - Reviewing and preparing project plans, project reports (to ISO 14064-2 standards) and carbon modeling;
    - Assessing baselines and additionality;
    - Technical and financial analysis to support the development of projects.
- c) Transportation
- Preference will be given to a Civil engineer with experience in emission technologies for the transportation sector;
  - Demonstrated experience in providing technical support, maintenance support and capital project management for the transportation sector. Provide at least three (3) references;
  - Demonstrated experience in energy efficiency and energy cost saving projects. Provide three (3) examples and references.
- d) Buildings
- Preference will be given to a Certified architect or civil/structural engineer (prefer LEED certified) with experience in the building/construction sector;
  - Demonstrated experience in providing technical support, maintenance support and capital project management for the building and construction sectors. Provide at least three (3) references;
  - Demonstrated experience in energy efficiency and energy cost saving projects. Provide three (3) examples and references;
- e) Oil & Gas
- Preference will be given to a Professional engineer with experience in the oil & gas sector;
  - Demonstrated experience in providing technical support, maintenance support and capital project management for oil & gas projects. Provide at least three (3) references;
  - Demonstrated experience in energy efficiency and energy cost saving projects. Provide three (3) examples and references;
  - Experience providing due diligence analysis and technical support to the oil & gas sector in fuel switching or fuel efficiency, with a preference for work related to carbon offset projects.

- f) Manufacturing (including, but not limited to Cement)
  - Preference will be given to a Professional engineer with experience in the manufacturing sector;
  - Demonstrated experience in providing technical support, maintenance support and capital project management for manufacturing projects. Provide at least three (3) references;
  - Demonstrated experience in energy efficiency and energy cost saving projects. Provide three (3) examples and references;
  - Experience providing due diligence analysis and technical support to the manufacturing sector in fuel switching or fuel efficiency, with a preference for work related to carbon offset projects.
  
- g) Waste (including, but not limited to Landfills)
  - Preference will be given to a Professional engineer with experience in the waste sector;
  - Demonstrated experience in providing technical support, maintenance support and capital project management for waste projects. Provide at least three (3) references;
  - Demonstrated experience in energy efficiency and energy cost saving projects. Provide three (3) examples and references;
  - Experience providing due diligence analysis and technical support to the waste sector in methane destruction or capture, fuel switching, or fuel efficiency, with a preference for work related to carbon offset projects.

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#### 7.1.4 PROPOSAL RESPONSE GUIDELINES

- a) Provide the Proponent organization's full legal name and address, operating name (if different from legal name) and the name, address, phone number(s), and email address of the primary contact person for the proposal.
- b) Proposals should clearly identify if they are submitting a proposal for "General Offset Project Management" or "Industry Specific Offset Project Management".
- c) Proposals should clearly demonstrate how the proposed consultant or consulting team meets or exceeds each of the applicable qualification requirements listed above and should provide details of the size, scope and complexity of project examples provided.
- d) Proposals should detail the proponents' experience and approach to providing the services and activities listed above under "requirements".
- e) Proposals should include resumes for each individual consultant that proposed.
- f) Provide the hourly rate for each proposed consultant. (Prices quoted are to be in Canadian dollars)

## 7.2 CONTRACT NEGOTIATIONS

Core to Pacific Carbon Trust's business is the procurement of carbon emission offsets for retirement. Pacific Carbon Trust requires skilled negotiators to assist with negotiating the complex terms and conditions of these procurement agreements.

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### 7.2.1 REQUIREMENTS

Contract negotiation engagements will vary based on project type for offsets being purchased, the timing of the purchases and related factors. The nature and scope of the engagements will include, but is not necessarily limited to, some or all of the services and activities set out below:

- Negotiating with carbon offset suppliers on behalf of PCT;
- Preparation of agreement documentation including, but not limited to term sheets, letters of intent and offset purchase agreements;
- Liaising with PCT staff; and
- Other relevant services as required.

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### 7.2.2 QUALIFICATIONS

- Lead role in negotiating at least four (4) carbon offset purchase agreements (OPAs or ERPA's). Provide three (3) references;
- Prefer five (5) years experience negotiating complex contract terms and conditions; and
- Preference will be given to a member in good standing with the law society of a Canadian province.

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### 7.2.3 PROPOSAL RESPONSE GUIDELINES

- a) Provide the Proponent organization's full legal name and address, operating name (if different from legal name) and the name, address, phone number(s), and email address of the primary contact person for the proposal.
- b) Proposals should clearly identify they are submitted for "Contract Negotiations".
- c) Proposals should clearly demonstrate how the proposed consultant or consulting team meets or exceeds each of the applicable qualification requirements listed above and should provide details of the size, scope and complexity of project examples provided.
- d) Proposals should detail the proponents' experience and approach to providing the services and activities listed above under "requirements".
- e) Proposals should include resumes for each individual consultant that proposed.
- f) Provide the hourly rate for each proposed consultant. (Prices quoted are to be in Canadian dollars)

## 8. USE OF LISTS

*The guidelines set out in this section regarding the use of the List of Qualified Suppliers are subject to change from time to time as Pacific Carbon Trust may deem necessary, without notice to the Consultants or firms on the List.*

- 8.1 The List of Qualified Suppliers will be in effect for one year, with options to renew, at Pacific Carbon Trust's sole discretion, for up to three additional one-year terms.
- 8.2 Pacific Carbon Trust may, in its sole discretion, from time to time, use the List of Qualified Suppliers in connection with projects or assignments. The criteria for selecting Qualified Suppliers for each project or task will vary, depending upon the requirements of the applicable project or task and could involve requiring a Consultant to have a certain demonstrated experience and proficiency level in one or more Service Areas depending on the specific requirements of the project or assignment.
- 8.3 Any Contracts entered into with a Qualified Supplier will be:
  - a) between Pacific Carbon Trust and the individual Consultant where the Qualified Supplier is the individual Consultant, and
  - b) between Pacific Carbon Trust and a company and specifying the individual Consultant(s) to be engaged where the Qualified Supplier is a Respondent company.
- 8.4 Qualified Suppliers may be contacted on an "as, if and when requested" basis and may be contacted directly or asked to compete on opportunities for the provision of services in accordance with the selection method set out in paragraph 8.5 or as revised by Pacific Carbon Trust and communicated to all Qualified Suppliers from time to time. If a Qualified Supplier's requested Consultant is unavailable for a

contemplated project or assignment, the Qualified Supplier may propose a substitute resource to Pacific Carbon Trust for evaluation and consideration.

8.5 Pacific Carbon Trust may select a Qualified Supplier from the List using one or more of the following selection methods:

- a) If the estimated Contract value is less than \$25,000 Pacific Carbon Trust may directly invite a Qualified Supplier to provide a quotation based on Consultant availability and on specified requirements (e.g., deliverables, milestones, term etc.) of the project or assignment with the intent to enter into Contract negotiations with that Qualified Supplier;
- b) If the estimated Contract value is \$25,000 or more and less than \$75,000, Pacific Carbon Trust may directly invite a Qualified Supplier to provide a quotation based on Consultant availability and on specified requirements (e.g., deliverables, milestones, term, etc.) of the project or assignment with the intent to enter into Contract negotiations with that Qualified Supplier if it can be verified by Pacific Carbon Trust that only one Qualified Supplier has a Consultant that:
  - i. is available to undertake the project or assignment; or,
  - ii. has the necessary qualifications to carry out the project or assignment based on Pacific Carbon Trust's specific assessment of the Consultant qualifications.
- c) If the estimated Contract value is \$25,000 or more and less than \$75,000, and more than one Qualified Supplier has a Consultant available who has the necessary qualifications to carry out the project or assignment based on Pacific Carbon Trust's specific assessment of the Consultant qualifications, Pacific Carbon Trust may, in its sole discretion, use a competitive or other selection process between a minimum of three (if available) such Qualified Suppliers that evaluates each Qualified Supplier's available Consultants, proposed approach, pricing, or other elements required for the project or assignment. Pacific Carbon Trust may in its sole discretion consider other Qualified Suppliers' available Consultants that, in Pacific Carbon Trust's sole opinion, meet Pacific Carbon Trust's qualification criteria for the project or assignment (e.g., specialization, experience level, etc.).
- d) If the estimated Contract value is \$75,000 or more, and more than one Qualified Supplier has a Consultant available who has the necessary qualifications to carry out the project or assignment based on Pacific Carbon Trust's specific assessment of the Consultant qualifications, Pacific Carbon Trust will invite all such Qualified Suppliers to compete for the project or assignment.
- e) Notwithstanding subparagraphs a), b), c), and d), Pacific Carbon Trust may directly negotiate a contract with a Qualified Supplier where one of the following exceptional conditions applies:
  - i. only one available Consultant is qualified to provide the services;
  - ii. an unforeseeable emergency exists and the services could not be obtained in time by means of a competitive process;
  - iii. a competitive process would interfere with Pacific Carbon Trust's ability to maintain security or order or to protect human, animal or plant life or health; or
  - iv. the acquisition is of a confidential or privileged nature and disclosure through an open bidding process could reasonably be expected to compromise government confidentiality, cause economic disruption or be contrary to the public interest.

8.6 Qualified Suppliers will immediately, during the period that the List is in effect, advise Pacific Carbon Trust of any material changes to the information contained in their Response.

- 8.7 Pacific Carbon Trust has the sole discretion to remove a Qualified Supplier from the List of Qualified Suppliers for unsatisfactory performance by a Qualified Supplier in a Contract or for failing to meet the requirements for staying on the List of Qualified Suppliers as set out in this RFQ or as may be communicated by Pacific Carbon Trust from time to time.
- 8.8 Pacific Carbon Trust has no obligation to:
  - a) inquire as to the availability of a substitute Consultant when advised by a Qualified Supplier that the Consultant named on the List is not available for a particular project;
  - b) evaluate or accept any substitute Consultant proposed by a Qualified Supplier;
  - c) enter into a Contract with any one or more Qualified Suppliers; or
  - d) invite any one or more Qualified Suppliers to participate in competitive processes for a Contract.
- 8.9 Pacific Carbon Trust reserves the right, in its sole discretion, to:
  - a) employ open competitions that include suppliers external to the List of Qualified Suppliers;
  - b) otherwise engage suppliers external to the List of Qualified Suppliers in connection with any project required by Pacific Carbon Trust; and
  - c) at any time, cancel, extend, expand or make a call to the market-place to renew the List of Qualified Suppliers.
- 8.10 Pacific Carbon Trust may not necessarily select the Qualified Supplier offering the lowest rates, and may also review the qualifications or other criteria required for a specific project.
- 8.11 Pacific Carbon Trust may, in its sole discretion, consider subsequent requests for inclusion on the List of Qualified Suppliers after the Closing Date and during the term of the List. Any such requests will be subject to those Respondents submitting their qualification information for review in the same manner as originally outlined in this RFQ. There is no assurance that Pacific Carbon Trust will require any future additions to the List or will accept any requests for inclusion.

**9. EVALUATION OF PROPOSED PROJECTS**

The evaluation committee will compare responses to the mandatory criteria. Responses not meeting all mandatory criteria will be rejected without further consideration. Responses that meet the mandatory requirements will be evaluated on additional criteria outlined in Section 9.2.

**9.1 MANDATORY CRITERIA**

The following are mandatory requirements. Proposals not clearly demonstrating that they meet them will receive no further consideration during the evaluation process.

<b>Mandatory Criteria</b>
The Proposal should be received electronically by the specified closing date and time on the title page of this Request for Proposals.
The Proposal must be in English.
The Proposal should include a cover letter substantially similar to the cover letter set out in <b>Appendix A</b> and the cover letter must be signed by a person authorized to sign on behalf of the Proponent.

## 9.2 QUALIFICATION REVIEW STAGES

### Stage 1

Responses will be checked for compliance with the Mandatory Criteria. Responses that do not meet the mandatory requirements will receive no further consideration.

### Stage 2

For each Service Area, Consultants will be assessed on their education, professional and other designations, skills, relevant experience and hourly fee rate as presented in their proposal response and résumé. Pacific Carbon Trust reserves the right to interview Consultants when reviewing these criteria for clarification purposes.

### Stage 3

Reference checks may be done by Pacific Carbon Trust during the qualifications review and the term of the List to confirm any submitted information about Consultants. Pacific Carbon Trust reserves the right to contact references other than those provided by the Respondent. If any of the references are unsatisfactory to Pacific Carbon Trust, the Consultant may be excluded or removed from the List of Qualified Suppliers in Pacific Carbon Trust's sole discretion.

### Stage 4

Respondents will be notified of their status on the List of Qualified Suppliers.

## 10. RESPONSE DETAILS

- 10.1 Responses are to be submitted in the following format and sequence to ensure that they receive full consideration during evaluations and that the evaluations themselves may be handled in an efficient and consistent manner. All pages should be consecutively numbered.
- a) The Response covering letter set out in Appendix A for each service area the proposal is being submitted for;
  - b) Contact information, including name, title, address, phone number and email address of the primary proposal contact.
  - c) Full legal name of the proponent organization as well as any "doing business as" names;
  - d) A 1-2 page corporate information overview of the Respondent firm, e.g., types of services offered, length of time in business, and accomplishments;
  - e) Detailed response based on the requirements, qualifications and response guidelines provided in Sections 7.1 and 7.2 of this RFQ. Responses should clearly detail how the proponent meets each of these criteria.
  - f) A résumé (maximum two pages, please) for each Consultant, containing information on the Consultants' education, relevant employment history including positions held and their duration, relevant skills and experience and professional designations and affiliations.
- 10.2 Delivery of the proposal(s) must be in electronic format using MS Word (not PDF or ZIP) to [Procurement@PacificCarbonTrust.com](mailto:Procurement@PacificCarbonTrust.com). No paper copies please.

## 11. DEFINITIONS AND ADMINISTRATIVE REQUIREMENTS

### 1. Definitions

Throughout this Request for Proposals, the following definitions apply:

- “**PCT**” means Pacific Carbon Trust;
- “**Contract**” means the written agreement resulting from this Request for Proposals executed by PCT and the Contractor;
- “**Contractor**” means the successful Proponent to this Request for Proposals who enters into a written Contract with PCT;
- “**must**”, or “**mandatory**” means a requirement that must be met in order for a proposal to receive consideration;
- “**Proponent**” means an individual or a company that submits, or intends to submit, a proposal in response to this Request for Proposals;
- “**Request for Proposals**” or “**RFP**” means the process described in this document; and
- “**should**” or “**desirable**” means a requirement having a significant degree of importance to the objectives of the Request for Proposals.

### 2. Terms and Conditions

The following terms and conditions will apply to this Request for Proposals. Submission of a proposal in response to this Request for Proposals indicates acceptance of all the terms that follow and that are included in any addenda issued by PCT. Provisions in proposals that contradict any of the terms of this Request for Proposals will be as if not written and do not exist.

### 3. Additional Information Regarding the Request for Proposals

All subsequent information regarding this Request for Proposals, including changes made to this document will be posted on Pacific Carbon Trust’s website at [www.pacificcarbontrust.com](http://www.pacificcarbontrust.com). It is the sole responsibility of the Proponent to check for amendments on the website.

### 4. Late Proposals

Proposals will be marked with their receipt time at the closing location. Only complete proposals received and marked before closing time will be considered to have been received on time.

Proposals that are received late will be marked late and will not be considered or evaluated.

In the event of a dispute, the proposal receipt time as recorded at the closing location shall prevail whether accurate or not.

### 5. Eligibility

- Proposals will not be evaluated if the Proponent’s current or past corporate or other interests may, in PCT’s opinion, give rise to a conflict of interest in connection with the project described in this Request for Proposals. This includes, but is not limited to, involvement by a Proponent in the preparation of this Request for Proposals. If a Proponent is in doubt as to whether there might be a conflict of interest, the Proponent should consult with the Contact Person listed on page 1 prior to submitting a proposal.
- Proposals from not-for-profit agencies will be evaluated against the same criteria as those received from any other Proponents.

### 6. Evaluation

Evaluation of proposals will be by a committee formed by PCT and may include employees and contractors of PCT. All personnel will be bound by the same standards of confidentiality. PCT’s intent is to enter into a Contract with one or two Proponents who have the highest overall ranking.

### 7. Negotiation Delay

If a written Contract cannot be negotiated within thirty days of notification of the successful Proponent, PCT may, at its sole discretion at any time thereafter, terminate negotiations with that Proponent and either negotiate a Contract with the next qualified Proponent or choose to terminate the Request for Proposals process and not enter into a Contract with any of the Proponents.

### 8. Debriefing

At the conclusion of the Request for Proposals process, all Proponents will be notified. Unsuccessful Proponents may request a debriefing meeting with PCT.

### 9. Alternative Solutions

If alternative solutions are offered, please submit the information in the same format, as a separate proposal.

## 10. Changes to Proposals

By submission of a clear and detailed written notice, the Proponent may amend or withdraw its proposal prior to the closing date and time. Upon closing time, all proposals become irrevocable. The Proponent will not change the wording of its proposal after closing and no words or comments will be added to the proposal unless requested by PCT for purposes of clarification.

## 11. Proponents' Expenses

Proponents are solely responsible for their own expenses in preparing a proposal and for subsequent negotiations with PCT, if any. If PCT elects to reject all proposals, PCT will not be liable to any Proponent for any claims, whether for costs or damages incurred by the Proponent in preparing the proposal, loss of anticipated profit in connection with any final Contract, or any other matter whatsoever.

## 12. Limitation of Damages

Further to the preceding paragraph, the Proponent, by submitting a proposal, agrees that it will not claim damages, for whatever reason, relating to the Contract or in respect of the competitive process, in excess of an amount equivalent to the reasonable costs incurred by the Proponent in preparing its proposal and the Proponent, by submitting a proposal, waives any claim for loss of profits if no Contract is made with the Proponent.

## 13. Proposal Validity

Proposals will be open for acceptance for at least 90 days after the closing date.

## 14. Firm Pricing

Prices will be firm for the entire Contract period unless this Request for Proposals specifically states otherwise.

## 15. Currency and Taxes

Prices quoted are to be:

- in Canadian dollars;
- inclusive of duty, where applicable; FOB destination, delivery charges included where applicable; and
- exclusive of applicable taxes.

## 16. Completeness of Proposal

By submission of a proposal the Proponent warrants that, if this Request for Proposals is to design, create or provide a system or manage a program, all components required to run the system or manage the program have been identified in the proposal or will be provided by the Contractor at no charge.

## 17. Sub-Contracting

- Using a sub-contractor (who should be clearly identified in the proposal) is acceptable. This includes a joint submission by two or more Proponents having no formal corporate links. However, in this case, one of these Proponents must be prepared to take overall responsibility for successful performance of the Contract and this should be clearly defined in the proposal.
- Sub-contracting to any firm or individual whose current or past corporate or other interests may, in PCT's opinion, give rise to a conflict of interest in connection with the project or program described in this Request for Proposals will not be permitted. This includes, but is not limited to, any firm or individual involved in the preparation of this Request for Proposals. If a Proponent is in doubt as to whether a proposed subcontractor gives rise to a conflict of interest, the Proponent should consult with the Contact Person listed on page 1 prior to submitting a proposal.
- Where applicable, the names of approved sub-contractors listed in the proposal will be included in the Contract. No additional subcontractors will be added, nor other changes made, to this list in the Contract without the written consent of PCT.

## 18. Acceptance of Proposals

- This Request for Proposals should not be construed as an agreement to purchase goods or services. PCT is not bound to enter into a Contract with the Proponent who submits the lowest priced proposal or with any Proponent. Proposals will be assessed in light of the evaluation criteria. PCT will be under no obligation to receive further information, whether written or oral, from any Proponent.
- Neither acceptance of a proposal nor execution of a Contract will constitute approval of any activity or development contemplated in any proposal that requires any approval, permit or license pursuant to any federal, provincial, regional district or municipal statute, regulation or by-law.

## 19. Definition of Contract

Notice in writing to a Proponent that it has been identified as the successful Proponent and the subsequent full execution of a written Contract will constitute a Contract for the goods or services, and no Proponent will acquire any legal or equitable rights or privileges relative to the goods or services until the occurrence of both such events.

## 20. Contract

By submission of a proposal, the Proponent agrees that should its proposal be successful the Proponent will enter into a Contract with PCT on the terms set out in Appendix D.

#### **21. Liability for Errors**

While PCT has used considerable efforts to ensure information in this Request for Proposals is accurate, the information contained in this Request for Proposals is supplied solely as a guideline for Proponents. The information is not guaranteed or warranted to be accurate by PCT, nor is it necessarily comprehensive or exhaustive. Nothing in this Request for Proposals is intended to relieve Proponents from forming their own opinions and conclusions with respect to the matters addressed in this Request for Proposals.

#### **22. Modification of Terms**

PCT reserves the right to modify the terms of this Request for Proposals at any time in its sole discretion. This includes the right to cancel this Request for Proposals at any time prior to entering into a Contract with the successful Proponent.

#### **23. Ownership of Proposals**

All proposals submitted to PCT become the property of PCT. They will be received and held in confidence by PCT, subject to the provisions of the *Freedom of Information and Protection of Privacy Act* and this Request for Proposals.

#### **24. Use of Request for Proposals**

Any portion of this document, or any information supplied by PCT in relation to this Request for Proposals may not be used or disclosed, for any purpose other than for the submission of proposals. Without limiting the generality of the foregoing, by submission of a proposal, the Proponent agrees to hold in confidence all information supplied by PCT in relation to this Request for Proposals.

#### **25. Reciprocity**

PCT may consider and evaluate any proposals from other jurisdictions on the same basis that the government purchasing authorities in those jurisdictions would treat a similar proposal from a British Columbia supplier.

#### **26. No Lobbying**

Proponents must not attempt to communicate directly or indirectly with any employee, contractor or representative of PCT, including the evaluation committee and any elected officials of PCT, or with members of the public or the media, about the project described in this Request for Proposals or otherwise in respect of the Request for Proposals, other than as expressly directed or permitted by PCT.

#### **27. Collection and Use of Personal Information**

Proponents are solely responsible for familiarizing themselves, and ensuring that they comply, with the laws applicable to the collection and dissemination of information, including resumes and other personal information concerning employees and employees of any subcontractors. If this RFP requires Proponents to provide PCT with personal information of employees who have been included as resources in response to this RFP, Proponents will ensure that they have obtained written consent from each of those employees before forwarding such personal information to PCT. Such written consents are to specify that the personal information may be forwarded to PCT for the purposes of responding to this RFP and use by PCT for the purposes set out in the RFP. PCT may, at any time, request the original consents or copies of the original consents from Proponents, and upon such request being made, Proponents will immediately supply such originals or copies to PCT.