

**Request for Qualifications**  
**to**  
**Build-Own-Operate-Transfer**  
**Ships Wharf Cargo Port**  
**Southside, St. George's, Bermuda**

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## REQUEST FOR QUALIFICATIONS

### SECTION 1 – INTRODUCTION

#### 1.1 Purpose and Background

- (1) Bermuda Land Development Company Limited (“**BLDC**”) is pleased to present this opportunity to design, finance, procure, construct, commission, operate, and maintain the Ships Wharf Marine Cargo Port, located in the parish of St Georges, Bermuda and more particularly described in Schedule A - RFQ Data Sheet (the “**Project**”).
- (2) The purpose of this Request for Qualifications (“**RFQ**”) is to ascertain levels of private sector interest in the Project and, if possible, to shortlist proponents who demonstrate appropriate qualifications to carry out the Project.
- (3) BLDC wishes to assess whether there is a sufficient number of interested and qualified private sector parties to participate in a competitive procurement process for this Project. If this can be ascertained, BLDC will invite eligible parties to submit proposals for this Project, and evaluate them in order to select a Successful Proponent. BLDC is committed to ensuring that the whole process is conducted in a fair, open, and transparent manner.
- (4) Established pursuant to an act of the legislature in 1996, BLDC is a private company limited by shares owned by the Bermuda Government and charged with the management, maintenance, marketing, and promotion of publicly owned lands located in Bermuda, as well as strategic planning for those lands.
- (5) BLDC works with its existing lessees to modernize, expand, and improve the BLDC facilities and to market those facilities to prospective customers.

#### 1.2 Proponent Representatives

- (1) In this RFQ, all members of a team submitting responses to this RFQ are referred to collectively as a “**Proponent**” and a Proponent’s submission is referred to as a “**Prequalification Submission**”. Each Proponent shall be represented by a Proponent Representative for the purpose of submitting the Proponent’s Prequalification Submission. The Proponent Representative shall have full power and authority to bind all members of the Proponent’s team for the purposes of this RFQ.

#### 1.3 Submission Requirements

- (1) This RFQ requires each Proponent to submit the information described in Schedule B - Prequalification Submission Requirements (“**Schedule B**”) and to submit the forms contained in Schedule C - Prequalification Submission Forms (“**Schedule C**”) attached to this RFQ. It is anticipated that Proponents may be required to form consortia or joint ventures in order to submit a Prequalification Submission.
- (2) In addition to meeting the Prequalification Submission Requirements and utilizing the Prequalification Submission Forms, Proponents will be required to pay the non-refundable Registration Fee and Submission Fee, referenced below, in order to qualify for consideration under this RFQ.

#### 1.4 Structure of the Procurement Process

The procurement of the Project is expected to take place in the following phases:

(1) Phase 1 – RFQ Process

The present prequalification phase (the “**RFQ Process**”) is expected to precede an RFP process, more particularly described in Section 1.4(2) (the “**RFP Process**”), and is intended to identify the prequalified parties that are eligible to participate in the RFP Process (the “**Prequalified Parties**”). This RFQ Process is a standalone and independent stage that begins with issuance of this RFQ and ends when the Prequalified Parties are identified by BLDC and all Proponents are notified as to the results of the RFQ Process.

(2) Phase 2 – RFP Process

The RFP Process is the competitive procurement process that may follow the RFQ Process and is intended to result in the identification of a successful Proponent (the “**Successful Proponent**”).

(3) Phase 3 –Project Agreement Negotiation and Completion

If BLDC and the Successful Proponent successfully negotiate and enter in to the Project Agreement, the Project will proceed in accordance with the terms and conditions of the Project Agreement.

## 1.5 Proponent Information Meeting

- (1) BLDC may elect to hold an optional meeting for prospective Proponents (an “**Information Meeting**”). If BLDC elects to hold an Information Meeting, the date, time, and location of the meeting shall be set out in the Timetable and the RFQ Data Sheet. If held, the purpose of the Information Meeting shall be to provide further information about the Project and RFQ Process and to respond to any immediate questions that Proponents may have.
- (2) If BLDC elects to hold an Information Meeting, Proponents will be asked to provide to the Contact Person, by e-mail, a written list of the proposed attendees for the Information Meeting (including individual name, title, and firm name). BLDC may, at its discretion, limit the number of attendees at the Information Meeting.

## 1.6 Timetable

- (1) It is anticipated that this RFQ Process and the Project will be implemented in accordance with the estimated timetable set out in the RFQ Data Sheet (the “**Timetable**”).
- (2) All dates and times listed in the Timetable may be subject to change in the absolute discretion of BLDC. Any change to a date or time set out in the Timetable with respect to the RFQ Process will be issued by addendum through the Official BLDC-Proponent Communication Interface.

## SECTION 2 – INTERPRETATION AND DEFINITIONS

### 2.1 Interpretation

- (1) Any reference in the RFQ Documents to a submission deadline means the noted time to the second, even where seconds are not explicitly noted. For greater certainty, a submission deadline is as of the zero count in seconds of the noted time.

- (2) All references in this RFQ to BLDC’s “discretion” means BLDC’s absolute sole unqualified subjective discretion and all references to BLDC’s “judgment” means BLDC’s absolute sole unqualified subjective judgment. BLDC shall bear no obligation to act promptly or reasonably with regard to any matter left in its discretion or judgment.
- (3) In the RFQ Documents, words in the singular include the plural and vice-versa, and words in one gender include all genders, all references to dollar amounts are to the lawful currency of Bermuda, the words “include”, “includes” or “including” mean “include without limitation”, “includes without limitation” and “including without limitation”, respectively, the words following “include”, “includes” or “including” will not be considered to set forth an exhaustive list, and “related”, when used in relation to a Person, means a Person not dealing at arm’s length with the first mentioned Person.

## 2.2 Definitions

Unless otherwise specified or the context otherwise requires, whenever used in this RFQ:

“**Affiliate**” is defined in Section 7.4(6).

“**Bermuda Government**” means Her Majesty the Queen in Right of Bermuda or any ministry, agency, board, commission, department, corporation or other legal entity of (or owned by) the Bermuda Government.

“**BLDC**” is defined in Section 1.1(1).

“**Confidential Information**” means all material, data, information or any item in any form, whether oral or written, including in electronic or hard-copy format, supplied by, obtained from, or otherwise procured in any way, whether before or after the Prequalification Submission, from BLDC in connection with the Project, but does not include any information which (i) is or becomes generally available to the public other than as a result of a breach of Section 7.5, (ii) becomes available to the Proponent on a non-confidential basis from a source other than BLDC so long as that source is not bound by a confidentiality agreement with respect to the information or otherwise prohibited from transmitting the information to the Proponent by a contractual, legal or fiduciary obligation, or (iii) the Proponent is able to demonstrate it was known to it on a non-confidential basis before it was disclosed to the Proponent by BLDC.

“**Conflict of Interest**” is defined in Section 7.4(1).

“**Contact Person**” means the Person named as the Contact Person in the RFQ Data Sheet.

“**Control**” means:

- (1) with respect to any Person, the ownership at the relevant time of securities carrying more than 50% of the exercisable voting rights attached to all outstanding securities of that Person, other than by way of security only, if the votes carried by those securities are sufficient to elect a majority of that Person’s board of directors or otherwise provide for effective control of that Person; and
- (2) with respect to a trust, the ability to appoint and remove trustees of that trust.

“**Controlled**”, “**Controls**” and “**Controlling**” have corresponding meanings.

“**Evaluation Criteria**” means the evaluation criteria set out in the RFQ Data Sheet at Schedule A.

**“Evaluation Criteria Categories”** means the evaluation criteria categories set out in the RFQ Data Sheet at Schedule A.

**“Financial Information Package”** is defined in Section 4.3(1)(b).

**“Ineligible Persons”** is defined in Section 7.4(6).

**“Information Meeting”** is defined in Section 1.5(1).

**“Joint Venture”** means an association of two or more Team Members engaged in a limited purpose business enterprise for profit without actual partnership or incorporation.

**“Key Individual”** means an individual who will play an important role in the Project on behalf of a Prime Team Member as set out in Schedule B - Prequalification Submission Requirements.

**“Official BLDC-Proponent Communication Interface”** means the communication tools and protocols identified for use in respect of this RFQ in the RFQ Data Sheet.

**“PATI”** is defined in Section 8.4(3)(a).

**“Person”** means any individual, partnership, limited partnership, joint venture, syndicate, sole proprietorship, company, corporation or body corporate with or without share capital, unincorporated association, trust, trustee, executor, administrator or other legal personal representative, regulatory body or agency, government or governmental agency authority or entity however designated or constituted.

**“Pre-RFP Meeting”** means any meeting called by BLDC in advance of the date on which Proponents are to submit the RFPs.

**“Prequalification Submission”** is defined in Section 1.2(1).

**“Prequalified Parties”** is defined in Section 1.4(1).

**“Prime Team Member”** means an entity or Joint Venture that: (i) is the Proponent Lead; (ii) has or will have a risk capital interest of at least 10 percent in Project Co.; (iii) will undertake at least 25 percent of the construction work based on total estimated construction costs of the Project; (iv) will play the lead design role for the Project; (v) will provide any of the financial advisory services; (vi) will play a lead role in the operation of the Project; or (vii) has been put forward by the Proponent as a Prime Team Member providing a critical or material portion of the design or construction in connection with the Project.

**“Prohibited Act”** means:

- (1) offering, giving, or agreeing to give to BLDC or any public body (or anyone employed by or acting on their behalf), or to any family member of such Person, any gift or consideration of any kind as an inducement or reward:
  - (a) for doing or not doing, or for having done or not having done, any act in relation to a Proponent becoming a Prequalified Party; or
  - (b) for showing or not showing favour or disfavour to any Person in relation to a Proponent’s Prequalification Submission;

provided that this definition shall not apply to a Proponent, Team Member, or Key Individual (or anyone employed by or acting on their behalf) providing consideration to BLDC or any public body in the ordinary course;

- (c) entering into any other agreement with BLDC or any public body in connection with the Project if a commission or a fee has been paid or has been agreed to be paid by a Proponent or any of its Team Members, Key Individuals or any of their Affiliates, or on its behalf or its knowledge, to BLDC or any public body (or anyone employed by or acting on their behalf), or to any family member of such Person, unless, before the relevant agreement is entered into, particulars of any such commission or fee have been disclosed in writing to BLDC, provided that this definition shall not apply to a fee or commission paid by the Proponent or any of its Team Members, Key Individuals or any of their Affiliates (or anyone employed by or acting on their behalf) to BLDC or any public body pursuant to an agreement where such fee or commission is paid in the ordinary course without contravening the intent of this section;
- (d) breaching or committing any offence under applicable law in respect of corrupt or fraudulent acts in relation to this RFQ Process; or
- (e) defrauding or attempting to defraud or conspiring to defraud BLDC or any other public body.

**“Project”** is defined in Section 1.1(1).

**“Project Agreement”** means the agreement to be made with the Successful Proponent in respect of the design, construction, financing and operation by the Successful Proponent of the Project.

**“Project Co.”** means the entity formed, or that will be formed to enter into the Project Agreement.

**“Proponent”** is defined in Section 1.2(1).

**“Proponent Lead”** means the Team Member or Joint Venture on a Proponent’s team which will play the lead project management and coordination role in respect of the Project.

**“Proponent Representative”** means the entity who completes and executes the declaration in FORM C-1 - Master Submission Form of Schedule C - Prequalification Submission Forms to this RFQ.

**“Proponent Team”** means, collectively, all Team Members or Joint Venture partners which will participate with the Proponent in the Project.

**“Proponent’s Technical Submission”** is defined in Section 4.3(1)(a).

**“Proposed Prequalified Parties”** is defined in Section 5.1(4).

**“Registration Fee”** is defined in Section 3.4(1).

**“Relevant Experience”** is defined in Schedule A - RFQ Data Sheet.

**“Representatives”** means the directors, officers, ministers, employees, agents, accountants, consultants, financial advisors, legal advisors, and all other representatives of the Person being referred to.

**“Reserve Prequalified Party”** means the Proponent with the next highest-ranking score after the Prequalified Parties based on the evaluation process described in Section 5.1(2).

**“Restricted Person”** means any Person who, or any member of a group of Persons acting together, any one of which:

- (1) has, directly or indirectly, its principal or controlling office in a country that is subject to any economic or political sanctions imposed by Bermuda or by the United Kingdom and extended to Bermuda;
- (2) has as its primary business the illegal manufacture, sale, distribution, or promotion of narcotic substances or arms, or is or has been involved in terrorism;
- (3) in the case of an individual, (i) has been convicted of any indictable offence less than five years prior to the date at which the consideration of whether such individual is a “Restricted Person” is made hereunder, whether or not such Person received a custodial sentence; or (ii) has been sentenced to a custodial sentence, other than a suspended sentence;
- (4) in the case of a Person other than an individual, (i) it or any of the members of its (or its general partner’s) board of directors or its senior executive managers has been convicted of any indictable offence less than five years prior to the date at which the consideration of whether such Person is a “Restricted Person” is made hereunder, whether or not such Person received a custodial sentence; or (ii) any of the members of its (or its general partner’s) board of directors or its senior executive managers has been sentenced to a custodial sentence, other than a suspended sentence;
- (5) has as its primary business the acquisition of distressed assets or investments in companies or organizations which are or are believed to be insolvent or in a financial standstill situation or potentially insolvent; or
- (6) subject to a material claim of BLDC or the Bermuda Government under any proceedings (including regulatory proceedings) which have been concluded or are pending at the time at which the consideration of whether such Person is a “Restricted Person” is made hereunder, and which (in respect of any such pending claim, if it were to be successful would, in BLDC’s view, in either case, be reasonably likely materially to affect the ability of the Proponent to perform its obligations under the Project Agreement, if it were to become the Successful Proponent under the RFP Process.

**“RFP”** means the Request for Proposals in respect of the Project.

**“RFP Process”** is defined in Section 1.4(1).

**“RFQ”** is defined in Section 1.1(2).

**“RFQ Data Sheet”** means the RFQ Data Sheet attached as Schedule A - RFQ Data Sheet to this RFQ.

**“RFQ Documents”** is defined in Section 3.1.

**“RFQ Process”** is defined in Section 1.4(1).

**“RFQ Submission Deadline”** is defined in Section 3.2(1).

**“Satisfactory”** means that a Proponent has demonstrated evidence of having the financial capability to deliver the Project in a manner that satisfies the Project’s needs and objectives, based on the Proponent’s responses to Schedule B – Table 1, Section B – Financial Information Package.

**“Submission Address”** is defined in Section 3.2(1).

**“Submission Fee”** is defined in Section 4.3(2).

**“Successful Proponent”** means the Proponent identified at the end of the RFP Process, if any, as having won the competitive procurement bid.

**“Team Member”** means, except as set out in Section 7.4 and FORM C-3 – Conflict Of Interest, Confidential Information & Litigation Declaration of Schedule C - Prequalification Submission Forms to this RFQ, an entity that is a member of the Proponent’s team, including a Prime Team Member.

**“Technical Information Booklets”** means certain background information regarding the Project made available to registered Proponents by BLDC.

**“Timetable”** is defined in Section 1.6(1).

**“Unsatisfactory”** means that a Proponent has not demonstrated evidence of having the financial capability to deliver the Project in a manner that satisfies the Project’s needs and objectives, based on the Proponent’s responses to Schedule B – Table 1, Section B – Financial Information Package.

**“Wire Payment Confirmation”** means written confirmation of payment by wire transfer which includes at least (a) the full name and address of the payor, (b) the name and address of the financial institution from which funds have been sent, (c) the transit number for the financial institution from which the funds have been sent, (d) the confirmation provided by the financial institution that confirms that the wire payment has been properly authorized and executed, and (e) the date and time at which funds were actually sent.

## **SECTION 3 – INSTRUCTIONS TO PROPONENTS**

### **3.1 RFQ Documents**

This RFQ consists of the following documents (collectively, the **“RFQ Documents”**):

- (1) Request for Qualifications;
- (2) Schedule A – RFQ Data Sheet;
- (3) Schedule B – Prequalification Submission Requirements;
- (4) Schedule C – Prequalification Submission Forms;
- (5) Schedule D – Prequalification Submission Checklist;
- (6) Schedule E – Proponent Information Enquiry Form; and
- (7) Addenda, if any.

In addition to the RFQ Documents, separate Technical Information Booklets regarding the Project will be made available to registered Proponents. BLDC makes no representation as to the accuracy, currency or comprehensiveness of the Technical Information Booklets.

### 3.2 RFQ Submission Deadline and Methodology

- (1) Prequalification Submissions must be received by BLDC no later than the date and time set out in the Timetable (the “**RFQ Submission Deadline**”). Proponents must deliver their Prequalification Submissions by hand or courier to the address set out in the RFQ Data Sheet (the “**Submission Address**”).
- (2) BLDC will not accept Prequalification Submissions sent by facsimile, electronic mail, telex or other telegraphic means. The determination of whether the Prequalification Submission is submitted by or before the RFQ Submission Deadline shall be based on the time and date stamp the Proponent must ensure it receives from BLDC at the Submission Address. It is the sole responsibility of each Proponent to make sure that its Prequalification Submission is delivered to the Submission Address by or before the RFQ Submission Deadline. The Prequalification Submissions received after the RFQ Submission Deadline shall be rejected and returned to the Proponent unopened.

### 3.3 Contact Person

- (1) For the purpose of this RFQ Process, the Contact Person and the coordinates of the Contact Person are set out in the RFQ Data Sheet.

### 3.4 Obtaining Correct and Complete Versions of the RFQ

- (1) Parties seeking to obtain a copy of the RFQ Documents shall register using the Official BLDC-Proponent Communication Interface and pay a non-refundable fee in the amount specified in the RFQ Data Sheet (the “**Registration Fee**”) pursuant to the payment instructions provided in the RFQ Data Sheet. No other forms of payment will be accepted. Only Persons registered using the Official BLDC-Proponent Communication Interface and paid the non-refundable Registration Fee on or prior to the last day to register as a Proponent specified in the RFQ Data Sheet are entitled to submit a Prequalification Submission.
- (2) Proponents are strongly advised to obtain the RFQ Documents directly from the Official BLDC-Proponent Communication Interface to ensure that they receive all issued communications from BLDC.
- (3) If the Proponent obtains this RFQ in some way other than through the Official BLDC-Proponent Communication Interface, the Proponent is solely responsible for ensuring that it has, in fact, received correct versions of all communications issued by BLDC, including all communications in accordance with Sections 3.5, 3.6 and 3.7, and a failure to obtain any such communication is at the sole and absolute risk of the Proponent.
- (4) BLDC reserves a copyright interest in and to all the RFQ Documents and the Technical Information Booklets.

### 3.5 Amendments to the RFQ

If BLDC, for any reason, and in its discretion, determines that it is necessary or desirable to amend the RFQ Documents, any amendment will be communicated in writing through the Official BLDC-Proponent Communication Interface to all Proponents in the form of a written addendum

numbered for identification purposes. Each addendum will be considered to form an integral part of these RFQ Documents. In the event of any conflict in the wording or any issue of interpretation, addenda, when issued, take priority over the original wording in the RFQ Documents and any wording included in prior addenda.

### **3.6 Extension of the RFQ Submission Deadline**

BLDC may, in its discretion, extend the RFQ Submission Deadline for such period of time as it, in its discretion, deems appropriate.

### **3.7 Questions and Clarifications**

- (1) Proponents may make inquiries only by submitting questions or requests for clarification to the Contact Person by e-mail and in accordance with the instructions set out in the RFQ Data Sheet no later than the last day for Proponents to submit questions or concerns specified in the Timetable. Questions submitted to anyone other than the Contact Person, or by any means other than e-mail, will not be answered.
- (2) Any Proponent that has questions as to the meaning of any part of this RFQ or the Project, or who believes that the RFQ contains any error, inconsistency, or omission, must submit its concern, in writing, to the Contact Person in accordance with Section 3.7(1).
- (3) In its discretion, BLDC may provide all questions or requests for clarification submitted by prospective Proponents or any other Persons, with or without expressly identifying the originator, along with BLDC's answers thereto, to all prospective Proponents through the Official BLDC-Proponent Communication Interface system. BLDC reserves the right not to answer or respond to queries submitted by Persons not registered as Proponents.
- (4) Any oral or written response provided by BLDC or its Representatives in connection with this RFQ will not bind BLDC or change, modify, amend, or waive the requirements of this RFQ in any way. Proponents shall not rely on any response provided other than an addendum issued in accordance with Section 3.5.
- (5) Proponents may also make inquiries on matters they consider to be commercially sensitive or confidential. Proponents must designate such inquiries as "commercially confidential" and submit them in accordance with Section 3.7(1). If BLDC determines, in its discretion, that an inquiry designated as commercially confidential is not commercially confidential and is either of general application or would provide a significant clarification to the RFQ Documents, the RFQ Process, or the Project, BLDC may issue a clarification to all Proponents that deals with the same subject matter. If BLDC agrees with the Proponent's designation of an inquiry as commercially confidential, BLDC will provide a response to only the Proponent that submitted the commercially confidential inquiry.

## **SECTION 4 –PREQUALIFICATION SUBMISSION**

### **4.1 General**

Proponents shall prepare their Prequalification Submissions by completing and submitting the information and forms required by Schedule A, Schedule B, and Schedule C to this RFQ, in accordance with the instructions set out therein or elsewhere in this RFQ.

### **4.2 Proponents' Review of Documents**

Each Proponent is responsible for ensuring that it has all of the information necessary to respond to this RFQ and for independently informing and satisfying itself with respect to all information contained in this RFQ along with any conditions that may in any way affect its Prequalification Submission.

### 4.3 Prequalification Submission Instructions

- (1) Proponents shall prepare all Prequalification Submissions in English and shall submit, in two separate sealed envelopes,
  - (a) the following items placed together in a single package marked “Technical Information”:
    - (i) one bound, signed original marked as “Original” and nine (9) bound copies of, all the information required by Schedule B – Table 1, Section A – Proponent’s Technical Submission and each of the documents listed in Schedule B – Table 1, Section C – Additional Information and Items Required; and
    - (ii) one USB format flash drive containing electronic copies, in PDF and/or Word format, of all of the information provided pursuant to Section 4.3(1)(a)(i) and marked “Technical Information” on USB flash drive,  
  
(the “**Proponent’s Technical Submission**”); and
  - (b) the following items placed together in a single package marked “Financial Information”:
    - (i) one bound original marked as “Original” and nine (9) bound copies of all information required by Schedule B – Table 1, Section B – Financial Information Package; and
    - (ii) one USB format flash drive containing electronic copies, in PDF and/or Word format, of all information provided pursuant to Section 4.3(1)(b)(i) and marked “Financial Information” USB flash drive,  
  
(the “**Financial Information Package**”).
- (2) Each Proponent shall provide with its Prequalification Submission a non-refundable submission fee in the amount specified in the RFQ Data Sheet (the “**Submission Fee**”) pursuant to the payment instructions provided in the RFQ Data Sheet and provide a copy of a Wire Payment Confirmation confirming payment of the Submission Fee together with its Proponent’s Technical Submission package. No other forms of payment will be accepted. Only Persons that have registered using the Official BLDC-Proponent Communication Interface and paid the non-refundable Registration Fee on or prior to the last day to register as a Proponent specified in the RFQ Data Sheet are entitled to submit a Prequalification Submission.
- (3) Proponents must include the Proponent’s Technical Submission and the Financial Information Package together in one sealed package with the name of the Proponent, the name of the Project, and the Contact Person’s name clearly stated on the exterior of the package.

- (4) Proponents should not submit promotional materials as part of their Prequalification Submissions and Proponents are strongly encouraged not to submit information that is not required by the RFQ Documents. Proponents are strongly encouraged to be succinct in their Prequalification Submissions. If there are page limits set out in Schedule B, the Proponent shall limit its Prequalification Submission, or each component of the Prequalification Submission, to the maximum number of pages indicated in Schedule B. Proponents are cautioned that, if there are page limits set out in Schedule B, BLDC will not review or score pages submitted in excess of the maximum number of pages indicated for such item. For greater clarity, any page limits set out in the RFQ Documents shall apply to all materials submitted by the Proponent in response to the item that is the subject of a page limit, whether submitted in the text of the Prequalification Submission or included as an appendix, Schedule, or other attachment to the Prequalification Submission.

A Prequalification Submission that is not submitted in a sealed envelope may be rejected by BLDC and BLDC shall not be under any obligation to return an unsealed Prequalification Submission to the Proponent or to notify the Proponent that the envelope was not sealed.

#### **4.4 Revising Prequalification Submissions**

At any time prior to the RFQ Submission Deadline, a Proponent may withdraw and amend its Prequalification Submission. A Proponent wishing to amend its Prequalification Submission shall withdraw its initial Prequalification Submission and replace it with a complete, revised Prequalification Submission prior to the RFQ Submission Deadline.

#### **4.5 Officer's Certificate Regarding Appropriate Bidding Practices and Ethical Behaviour**

Each Prime Team Member of any Proponent is required to provide a certificate of an officer from such Prime Team Member in the form attached as FORM C-4 – Certificate of Officer of Schedule C. Without limitation to any other rights of BLDC hereunder, to ensure the integrity, openness and transparency of the procurement process, BLDC may, in its discretion, require at any time, including any time after a Proponent has submitted its Prequalification Submission, that any Team Member of any Proponent provide or resubmit a certificate of an officer from such Team Member substantially in the form attached as FORM C-4 – Certificate of Officer of Schedule C.

#### **4.6 Accounting Firm Letter Regarding Bidding Practices Including Conflicts of Interest**

Each Prime Team Member of any Proponent is required to provide a letter substantially in the form attached as FORM C-5 – Accounting Firm Letter of Schedule C – Prequalification Submission Forms from a reputable, international professional accounting and advisory firm with expertise in forensic reviews dated no earlier than two years prior to the RFQ Submission Deadline. Such accounting firm letter will be reviewed and approved by BLDC in its discretion.

### **SECTION 5 – RFQ EVALUATION PROCESS AND OVERVIEW**

#### **5.1 Evaluation Process**

BLDC will not open Prequalification Submissions publicly. BLDC and its Representatives will evaluate the Prequalification Submissions in accordance with the following steps:

- (1) Step 1:

The Prequalification Submissions will be reviewed to determine whether they are substantially complete. The “substantial completeness” review will assess whether the required information and forms have been substantially provided in the Prequalification Submission. A Proponent’s failure to provide a substantially complete Prequalification Submission may result in the Prequalification Submission not being evaluated.

(2) Step 2:

The evaluation committee established by BLDC will evaluate the Proponent’s Financial Information Package of those Prequalification Submissions that pass the substantial completeness review in Step 1 in order to determine whether the financial capability of the Proponent is Satisfactory or Unsatisfactory.

(3) Step 3:

The evaluation committee established by BLDC will evaluate the Proponent’s Technical Submission of those Proponents that obtain a Satisfactory rating after the evaluation of the Financial Information Package in Step 2.

(4) Step 4:

The evaluation committee established by BLDC will present its findings from Steps 1, 2, and 3 to BLDC. The evaluation committee will recommend to BLDC which Proponents should be prequalified for the RFP Process based on the scores arising out of Step 3 of the evaluation process (the “**Proposed Prequalified Parties**”). The Proposed Prequalified Parties will be selected based on the scores arising out of Step 3 of the evaluation process. In the event of a tie in the final prequalification submission score between two or more Proponents, the evaluation committee will recommend those Proponents which have tied as Proposed Prequalified Parties.

(5) Step 5:

Subject to Section 5.2, and following approval by BLDC, the Contact Person will contact all Proponents to inform them whether or not they have been determined to be Prequalified Parties.

## **5.2 Maximum Number of Prequalified Parties and Reserve Prequalified Parties**

- (1) BLDC intends to prequalify, at a maximum, the number of Prequalified Parties set out in the RFQ Data Sheet.
- (2) BLDC may, in its discretion and before the issuance of the RFP Documents, increase the number of Prequalified Parties, designate one or more Proponents not selected as a Prequalified Party as a reserve Prequalified Party, replace a Prequalified Party that has been disqualified by it, has informed BLDC that it does not intend to participate in the RFP Process, or otherwise ceases to be qualified to participate in the RFP Process, by inviting other Proponents, based on their ranking in this RFQ Process, to be added to the list of Prequalified Parties, even if those Proponents were not Prequalified Parties in the first instance.

At any time before or after the issuance of the RFP documents, BLDC may, in its discretion, invite one or more reserve Prequalified Parties to participate in the RFP Process.

Prior to such invitation and identification of a Reserve Prequalified Party as a Prequalified Party, BLDC may, without limiting the applicability of any other provision of this RFQ:

- (a) impose upon such Reserve Prequalified Party any requirement set forth in Sections 7.4(4) and 8.3(4); and
- (b) require such Reserve Prequalified Party to confirm in writing, in a form satisfactory to BLDC, that it will participate in the RFP Process.

### **5.3 Clarifications of Prequalification Submissions**

- (1) During the evaluation of Prequalification Submissions, BLDC may request that any Proponent provide further clarification of any part of its Prequalification Submission. The evaluation of a Prequalification Submission will include any clarifications provided in writing in response to questions posed by BLDC as well as any other investigations made by BLDC. BLDC will have the right to verify any information received, including any references, and, for that purpose, the Proponents shall be deemed to consent to and authorize the release of such information to BLDC. If required, it may be necessary for a Proponent to attend one or more clarification meetings with BLDC.
- (2) BLDC is under no obligation to request clarification with respect to, or verify, any information in any Prequalification Submission, including the clarification or verification of an ambiguity in the Prequalification Submission. BLDC may, in its discretion, request clarification with respect to, or verify, matters related to none, one or some of the Prequalification Submissions.

### **5.4 Proponent Interviews and Reference Checks**

BLDC reserves the right to check references provided by Proponents and references other than those provided by Proponents in their Prequalification Submissions. BLDC also reserves the right to conduct interviews with the Proponents to further understand the Proponent's Prequalification Submission and to meet key members of the Proponent's team. BLDC may request clarification of a Proponent's Prequalification Submission at an interview and BLDC may treat these clarifications in the same fashion as clarifications provided in writing in accordance with Section 5.3(1). BLDC is under no obligation to check references provided by Proponents or to conduct interviews with the Proponents.

### **5.5 Changes of Proponents or Team Members**

- (1) Proponents are not permitted to withdraw, substitute, add to, or otherwise change any Team Members after the Submission Deadline where such withdrawal, substitution, addition or other change is within the control of the Proponent or applicable Team Member without the prior written consent of BLDC, acting in its discretion.
- (2) In the event of a change in Control of a Team Member or other material change to a Team Member, either of which is not within the control of the Proponent or the applicable Team Member:
  - (a) the Proponent shall provide written notice to BLDC no later than five calendar days after such change; and
  - (b) following delivery of such written notice BLDC shall make an assessment, acting in its discretion, as to whether the change may have an adverse impact on the Proponent's Prequalification Submission.

- (i) If BLDC determines there to be an adverse impact on the Proponent's Prequalification Submission, then BLDC may either disqualify the entire Proponent Team and/or reject the Proponent's Prequalification Submission or permit the Proponent to propose a substitute of the applicable Team Member subject to prior written consent of BLDC, acting in its discretion.
  - (ii) If BLDC determines there to be no adverse impact on the Proponent's Prequalification Submission, then BLDC may either continue to consider the Proponent in the RFQ Process or permit the Proponent to propose a substitute of the applicable Team Member, the acceptability of which shall remain subject to prior written consent of BLDC, acting in its discretion.
- (3) A Proponent that becomes a Prequalified Party shall not make any material change to the role or scope of work to be performed by any Prime Team Member without the prior written consent of BLDC, acting in its discretion.

In respect of any consent required from BLDC pursuant to this Section 5, BLDC may request additional information or require some or all of the Team Members, including any Team Member that will no longer form part of the Proponent, to confirm in writing their agreement to the Team Member withdrawal, substitution, addition, or change, as applicable.

## **5.6 Material Changes**

- (1) Proponents have an ongoing obligation at all times to immediately report any material change in their Prequalification Submissions, including financial changes, any information contained in any officer's certificate, Prequalification Submission Form, or any other form submitted in connection with this RFQ.
- (2) If there are any material changes to a Proponent's Prequalification Submission, the Proponent shall immediately provide details of such changes in accordance with any requirements the BLDC may impose, in their discretion, at that time. Failure to respond to BLDC's request for updated information may result in the disqualification of the Prequalified Party.
- (3) After the identification of Prequalified Parties but before the issuance of the RFP documents, the BLDC may, in its discretion, request any Proponent to confirm that there have been no material changes to the information submitted by the Proponent in response to the Prequalification Submission Requirements, including any information in respect of financial changes, any information contained in any officer's certificate, Prequalification Submission Form, or any other form submitted in connection with this RFQ.
- (4) BLDC shall evaluate, if applicable, the updated information submitted by the Proponents in accordance with the Evaluation Criteria set out in this RFQ and may revise the Proponent's score and ranking to reflect the results of the evaluation. If a Proponent's revised score results in a change in its ranking, BLDC may, in discretion, invite a Reserved Prequalified Party to become a Prequalified Party in the manner set forth in Section 5.2(2).

## **5.7 Debriefing**

Any Proponent which has not been approved to proceed further in the RFQ Process or the RFP Process may request a debriefing from BLDC. BLDC reserves the right to hold individual and/or

group debriefing sessions with each Proponent that has been approved to proceed to the RFP Process. Any information provided by BLDC in good faith during a debriefing shall not be used against BLDC or its Representatives in any way whatsoever, including in any legal action.

## **SECTION 6 – RFQ EVALUATION CRITERIA CATEGORIES**

### **6.1 Evaluation Criteria Categories**

- (1) A Prequalification Submission that has passed the substantial completeness review will be subjected to a scoring, further details of which are set out in Schedule B – Prequalification Submission Requirements to this RFQ.
- (2) The weightings for the Evaluation Criteria Categories in this RFQ Process are set out in the RFQ Data Sheet. The Evaluation Criteria are set out in Schedule A – RFQ Data Sheet. A score will be assigned to each point of information requested.
- (3) The evaluation teams will evaluate each Prequalification Submission on the extent to which it meets or exceeds the Evaluation Criteria and meets or exceeds any other requirements of this RFQ.

## **SECTION 7 – CONDUCT OF PROPONENTS**

### **7.1 Communications and Public Comment**

- (1) Neither Proponents nor their Representatives or Team Members shall,
  - (a) make any public comment, respond to questions in a public forum, or carry out any activities to publicly promote or advertise their qualifications, interest in or participation in the Project or this RFQ Process without BLDC's prior written consent, which consent may be arbitrarily withheld or delayed; or
  - (b) engage in any way whatsoever in any form of political or other lobbying to influence the outcome of this RFQ Process.
- (2) Neither Proponents nor their Representatives or Team Members shall issue news releases, internet postings, advertisements or any other public communications pertaining to the Project without the prior written approval of BLDC and then only in coordination with BLDC.
- (3) In the event of any lobbying or communication by a Proponent in contravention of Section 7.1(1), BLDC may, in its full, absolute, complete, and arbitrary discretion and at any time, prohibit a prospective Proponent from submitting a Prequalification Submission or reject the Prequalification Submission submitted by that Proponent in this RFQ Process, without further consideration. BLDC may, as an alternative to the rejection of a Prequalification Submission or the related prospective Proponent impose such conditions on that Proponent's continued participation in the RFQ Process and any subsequent procurement process as BLDC, in its discretion, may consider in the public interest or otherwise appropriate.
- (4) Other than as expressly permitted or required in this RFQ, any attempt on the part of any Proponent or any of its Representatives or Team Members to contact, or any contact of, any of the following Persons, directly or indirectly, with respect to this RFQ, may lead to disqualification of a Proponent or rejection of a Prequalification Submission:

- (a) any Person at BLDC, including all officers, directors, managers, and employees of BLDC, other than the Contact Person;
- (b) any member of the evaluation committee;
- (c) any expert or advisor assisting BLDC, or the evaluation committee;
- (d) any member of the Premier's Office, the Cabinet Office, or the staff of any such member or any Bermuda Government employee;
- (e) any Bermuda Government member of the Upper House (Senate) or the Lower House (House of Assembly);
- (f) any public officer of the Bermuda Government;
- (g) any other Proponent or Representative thereof (except Team Members that are part of more than one Proponent in accordance with Section 7.3); or
- (h) any other additional party named in the RFQ Data Sheet.

## **7.2 Restriction on Communication between Proponents**

- (1) A Proponent shall not discuss or communicate, directly or indirectly, with any other Proponent, any information whatsoever regarding the preparation of its own Prequalification Submission or the Prequalification Submission of the other Proponent in a fashion that would contravene the applicable law. Each Proponent shall prepare and submit its Prequalification Submission independently and without any connection, knowledge, comparison of information, or arrangement, direct or indirect, with any other Proponent.
- (2) For greater clarity, Section 7.2(1) applies to Proponents, their Team Members, and their respective Representatives.

## **7.3 Participation by Team Members on More than One Proponent Team**

- (1) A Prime Team Member of one Proponent, or any Person related thereto, may not be a Team Member (except as a lender in a non-financial advisory role) or otherwise participate in the Prequalification Submission of any other Proponent.
- (2) Section 7.3(1) and Section 7.2(2) do not prohibit a Team Member of one Proponent from also being a Team Member of another Proponent, provided that such Team Member is not:
  - (a) a Prime Team Member of any other Proponent;
  - (b) an Affiliate of a Prime Team Member of any other Proponent; or
  - (c) otherwise ineligible to do so.
- (3) A Key Individual, or any Person related thereto, may not be involved in the Prequalification Submission of more than one Proponent.

## **7.4 Conflict of Interest and Ineligible Persons**

- (1) Each Proponent Representative, on behalf of the Proponent and such Proponent's Team Members, must declare and continue to be under an obligation to declare all Conflicts of Interest or any situation that may be reasonably perceived as a Conflict of Interest that exists now or may exist in the future. "**Conflict of Interest**" includes any situation or circumstance where a Proponent and/or Team Member:
  - (a) has other commitments, relationships, financial interests or involvement in any litigation or proceeding that:
    - (i) could or could be seen to exercise an improper influence over the objective, unbiased and impartial exercise of BLDC's independent judgment; or
    - (ii) could or could be seen to compromise, impair, or be incompatible with the effective performance of its obligations under the Project Agreement;
  - (b) has contractual or other obligations to BLDC that could or could be seen to have been compromised or impaired as a result of its participation in the RFQ, the RFP Process or the Project; or
  - (c) has knowledge of confidential information (other than Confidential Information disclosed by BLDC in the normal course of the RFQ Process) of strategic and/or material relevance to the RFQ Process or to the Project that is not available to other Proponents and that could or could be seen to give the Proponent an unfair competitive advantage.
- (2) In connection with its Prequalification Submission, each Proponent shall,
  - (a) avoid any perceived, potential, or actual Conflict of Interest in relation to the Project;
  - (b) prior to or following submission of its Prequalification Submission, upon discovering any perceived, potential or actual Conflicts of Interest, promptly disclose same to BLDC in a written statement to the Contact Person;
  - (c) at the request of BLDC, provide BLDC with the Proponent's proposed means to mitigate and minimize to the greatest extent practicable any perceived, potential or actual Conflict of Interest and shall submit any additional information to BLDC that BLDC consider necessary to properly assess the perceived, potential, or actual Conflict of Interest; and
  - (d) comply with any requirements prescribed by BLDC to mitigate or resolve any perceived, potential or actual Conflict of Interest.
- (3) Without limiting Section 7.4(4), BLDC may, in its discretion, waive any and all perceived, potential or actual Conflicts of Interest. A waiver may be upon such terms and conditions as BLDC, in its discretion, requires to satisfy itself that the Conflict of Interest has been appropriately managed, mitigated and minimized, including requiring the Proponent to put into place such policies, procedures, measures and other safeguards as may be required by and be acceptable to BLDC, in its discretion, to manage, mitigate and minimize the impact of such Conflict of Interest.
- (4) Without limiting Section 7.4(3), and in addition to all contractual or other rights or rights available at law or in equity or legislation, BLDC may, in its discretion, immediately

exclude a Proponent from further consideration or remove the Proponent from the RFQ Process or require the Proponent to remove and/or replace any Team Member in the manner set forth in Section 8.3(2) of the RFQ, if, in each case as determined by BLDC in its discretion,

- (a) the Proponent fails to disclose an actual or perceived Conflict of Interest;
  - (b) the Proponent and/or any Team Member fails to comply with any requirements prescribed by BLDC to mitigate or resolve a Conflict of Interest; or
  - (c) the Proponent's or Team Member's Conflict of Interest issue cannot be mitigated or otherwise resolved.
- (5) The final determination of whether a perceived, potential, or actual Conflict of Interest exists shall be made by BLDC in its discretion.
- (6) As a result of their involvement in the Project, the Persons listed in the RFQ Data Sheet and, subject to the rules set out below, any Person who is a Member of the Legislature of the Bermuda Government, any Person who is a Permanent Secretary or Cabinet Member or ranked higher in the Bermuda Government, any Person Controlled by, that Controls, or that is under common Control with, such listed Persons (each, an "**Affiliate**"), the subcontractors, and consultants of such listed Persons are not eligible to participate as a Proponent's Team Member ("**Ineligible Persons**").
- (7) An Affiliate may be eligible to participate as a Team Member provided that a Proponent has submitted to the Contact Person prior to the date and time set out in the Timetable a request for clarification that includes the following information:
  - (a) the full legal name of the Affiliate that it wishes to include as a Team Member;
  - (b) information regarding the Affiliate's relationship to the Ineligible Person;
  - (c) a description of the policies and procedures that will be put in place to mitigate any Conflict of Interest or potential Conflict of Interest; and
  - (d) the justification for excluding the Affiliate from the Conflict of Interest provisions of this RFQ.
- (8) Upon receipt of the request set out in Section 7.4(7) BLDC shall, in its discretion, make a determination as to whether it considers there to be a real, perceived, or potential Conflict of Interest and whether such a Conflict of Interest can be mitigated. The Proponent shall be notified of BLDC's decision and, where applicable, the Affiliate that has been deemed to have a Conflict of Interest which cannot be mitigated shall be added to the list of Ineligible Persons.
- (9) A subcontractor or consultant to any of the Ineligible Persons may be eligible to participate as a Team Member provided that it has undertaken to implement internal policies and procedures to protect and, if requested by BLDC, to return or destroy all Confidential Information which it obtained from or through BLDC in the performance of any obligations under the Project Agreement, and to abide by all confidentiality obligations previously imposed on it in relation to such Confidential Information and Project Agreement obligations.

- (10) With respect to Ineligible Persons or their subcontractors or consultants, BLDC reserves the right, in its discretion, to exclude any Proponent, Affiliate, subcontractor, or consultant to any Proponent on the grounds of Conflict of Interest. BLDC may also, in its discretion, waive the ineligibility of an Affiliate, subcontractor, or consultant of an Ineligible Person on such terms and conditions as BLDC, in its discretion, may require, including that the Proponent or entity put into place adequate safeguards to mitigate the impact of any Conflict of Interest and to ensure that any and all Confidential Information the Proponent may have continues to be kept confidential and not disclosed or used except as expressly allowed by BLDC.
- (11) Other Persons that may be contracted or retained by BLDC to work on the Project may also be deemed Ineligible Persons, at BLDC's discretion.
- (12) For the purposes of this Section 7.4, "**Team Member**" means an individual or entity that is a member of the Proponent's team, including a Prime Team Member and a Key Individual.

### **7.5 Use of Confidential Information**

- (1) Except where the Bermuda Government or BLDC have specifically and expressly authorized a Proponent to the contrary, each Proponent must declare, and continue to be under an obligation to declare, that it does not have knowledge of, or the ability to avail itself of, Confidential Information of the Bermuda Government or BLDC relevant to the Project.
- (2) Confidential Information,
  - (a) shall remain the sole property of the Bermuda Government or BLDC, as applicable, and the Proponent shall treat it as confidential;
  - (b) may not be used by the Proponent for any other purpose other than submitting a Prequalification Submission or an RFP submission or performing a subsequent agreement relating to the Project with the Bermuda Government or BLDC, as applicable;
  - (c) may not be disclosed by the Proponent to any Person who is not involved in the Proponent's preparation of its Prequalification Submission or RFP submission or the Proponent's performance of a subsequent agreement relating to the Project with the Bermuda Government or BLDC, as applicable, without prior written authorization from the party in respect of whom the Confidential Information relates;
  - (d) if requested by the Bermuda Government or BLDC, will be returned to same no later than ten calendar days after such request; and
  - (e) may not be used in any way that is detrimental to the Bermuda Government or BLDC.
- (3) Each Proponent shall be responsible for any breach of the provisions of this Section 7.5 by any Person to whom it discloses the Confidential Information. Each Proponent acknowledges and agrees that a breach of the provisions of this Section 7.5 would cause BLDC, the Bermuda Government, and/or their related entities to suffer loss which could not be adequately compensated by damages, and that BLDC, the Bermuda Government, and/or any related entity may, in addition to any other remedy or relief, enforce any of

the provisions of this Section 7.5 upon application to a court of competent jurisdiction for injunctive relief without proof of actual damage to BLDC, the Bermuda Government, or any related entity.

- (4) The provisions in this Section 7.5 shall survive any cancellation of this RFQ or the RFP and the conclusion of the RFQ and RFP Processes.

## **7.6 Protest Procedures**

- (1) A Proponent that is aggrieved in connection with the selection of the Pre-Qualified Parties or any other decision made by BLDC as a result of this RFQ must file a verified protest with the Chief Executive Officer of BLDC in writing within seven calendar days after the time the Proponent knows or should have known of the facts giving rise to the protest. Protests received after such seven calendar days are untimely and may be disregarded by BLDC in its discretion, and any claim or assertion that is not raised in a protest shall be deemed irrevocably waived. If a protest is not resolved by mutual agreement, the Chief Executive Officer shall promptly, but in no event later than 60 calendar days from the filing of the protest, issue a decision in writing stating the reason for the action taken. No action may be commenced in a court of competent jurisdiction in connection with any decision made by BLDC resulting from this RFQ unless the Proponent has exhausted the process and remedies set forth in this Section 7.6. The provisions in this Section 7.6 shall survive any cancellation of this RFQ or the RFP and the conclusion of the RFQ and RFP Processes.
- (2) This RFQ shall be governed by and construed in accordance with the laws of Bermuda.
- (3) Provided that the parties have first completed the consultation process contemplated in Section 7.6(1) above, any dispute, controversy or claim arising out of or relating to this RFQ shall be settled by arbitration in accordance with the *Bermuda International Conciliation and Arbitration Act 1993*. The appointing authority shall be the Appointments Committee of the Chartered Institute of Arbitrators, Bermuda Branch. The place of arbitration shall be Bermuda. There shall be only one arbitrator.

## **SECTION 8 – BLDC RIGHTS AND PROPONENT OBLIGATIONS**

### **8.1 Use of Information**

- (1) These RFQ Documents may not contain all of the information that a Proponent may need in deciding whether to submit a Prequalification Submission.
- (2) BLDC and its Representatives shall not be liable for any information or advice or any errors or omissions that may be contained in these RFQ Documents or the addenda, appendices, data, materials, or documents (electronic or otherwise) attached or provided to the Proponents pursuant to these RFQ Documents or otherwise with respect to the Project.
- (3) BLDC and its Representatives make no representations or warranties, and there are no representations, warranties, or conditions, either express or implied, statutory, or otherwise, in fact or in law, with respect to the accuracy or completeness of these RFQ Documents or any addenda, appendices, data, materials, or other documents, and BLDC and its Representatives will not be responsible for any claim, action, cost, loss, damage, or liability whatsoever arising from any Proponent's reliance on or use of these RFQ Documents or any addenda, appendices, data, materials, or other documents provided, delivered, or made available by BLDC or its Representatives.

- (4) Each Proponent is responsible for obtaining its own independent financial, legal, accounting, engineering, environmental, architectural, and other technical and professional advice with respect to the Project, the RFQ Documents, the RFQ Process, and any addenda, appendices, data, materials, or other documents provided, delivered, or made available or required by BLDC or its Representatives.

## 8.2 Costs and Expenses of Proponents

- (1) All costs and expenses incurred by each Proponent in the preparation and delivery of its Prequalification Submission or in providing any additional information necessary for the evaluation of its Prequalification Submission shall be borne solely by that Proponent.
- (2) Neither BLDC nor its Representatives will be liable to pay any costs or expenses of any Proponent or prospective Proponent or to reimburse or compensate a Proponent or prospective Proponent in any manner whatsoever under any circumstances, including in the event of the rejection of any or all Prequalification Submissions or if BLDC decides not to proceed with the Project.

## 8.3 Rights of BLDC

- (1) Right to Disqualify a Proposed Prequalified Party / Reject a Prequalification Submission

Without limiting BLDC's general right to disqualify a Proponent or reject a Prequalification Submission, BLDC shall have the following rights, at any time and in its discretion unless otherwise stated in this Section and, in each case, without incurring any liability for costs and damages incurred by the Proponent:

- (a) **Unethical or Inappropriate Behaviour:** to disqualify a Proponent, or reject a Prequalification Submission from a Proponent, where the Proponent or any Team Member has been disqualified from a BLDC procurement process as the result of any convictions related to inappropriate bidding practices or unethical behaviour or where there are any convictions related to inappropriate bidding practices or unethical behaviour by a Proponent, Team Member, or any of their Affiliates in relation to a public or broader public sector tender or procurement in any jurisdiction. BLDC may reject and not consider a Proponent's Prequalification Submission or otherwise elect not to proceed further in the procurement process with such Proponent, including after notifying such Proponent of the results of the RFQ Process and that Proponent has been named as a Prequalified Party, in the event that the Proponent:
- (i) fails to comply with a requirement prescribed by BLDC pursuant to Section 4.5 or Section 8.3(4).
  - (ii) complies with BLDC requirement as prescribed in accordance with Section 4.5 or Section 8.3(4) but BLDC determines that the Proponent or Team Member thereof has or may have engaged in inappropriate bidding practices or unethical behaviour; or
  - (iii) fails to comply with a requirement prescribed by BLDC pursuant to Section 4.6.
- (b) **Prohibited Contact:** to disqualify a Proponent or reject a Prequalification Submission where there is attempted contact with specified individuals in Section 7.1(4) by the Proponent or any of its Representatives or Team Members;

- (c) **Lobbying:** to prohibit a prospective Proponent from submitting a Prequalification Submission, or to reject the Prequalification Submission submitted by that Proponent, in the event of any lobbying or communication by a Proponent in contravention of Section 7.1(1) as stated in Section 7.1(2);
- (d) **Team Member Changes:** pursuant to Section 5.5(1):
  - (i) to disqualify a Proponent or reject that Proponent's Prequalification Submission if BLDC determines that a Team Member change, a change in Control of a Team Member or a material change to any Team Member may have a material adverse impact on that Proponent's Prequalification Submission; or
  - (ii) after the identification of Prequalified Parties but before the issuance of the RFP documents, to disqualify a Proponent, reject that Proponent's Prequalification Submission, revoke the status of a Prequalified Party, or refuse to issue the RFP documents to such Prequalified Party if the Proponent fails to obtain written consent of BLDC to any Team Member change, a change in Control of a Team Member or a material change to any Team Member in accordance with the instructions or requests of BLDC, acting in its discretion;
- (e) **Conduct:** to disqualify a Proponent that:
  - (i) does not meet the requirements of this RFQ, including for a contravention of any prohibition or requirement that is set out in this RFQ in respect of the conduct of Proponents; or
  - (ii) has an economic or other interest or relationship that, in BLDC's discretion:
    - (A) is, or could reasonably be perceived to be, contrary to the objectives of the Project; or
    - (B) could potentially compromise BLDC's reputation or integrity or BLDC's procurement process, so as to affect public confidence in that process,

whether or not such interest or relationship creates a Conflict of Interest.
- (f) **Applicable Law and Prohibited Acts:** to disqualify a Proponent if:
  - (i) the Proponent fails to comply with applicable law; or
  - (ii) the Proponent or any of its Team Members, Key Individuals, identified subcontractors, or any of their directors, officers, employees or Affiliates have engaged in a Prohibited Act.
- (g) **Restricted Person:** to disqualify a Proponent if the Proponent, any of its Team Members, Key Individuals, identified subcontractors, or any of their directors, officers, employees or Affiliates are a Restricted Person;
- (h) **False, Misleading, or Undisclosed Material Information:** to disqualify a Proponent or reject that Proponent's Prequalification Submission if:

- (i) the Proponent's Prequalification Submission, including any officer's certificate, Prequalification Submission Form or any other form attached to the Prequalification Submission, contains false or misleading information; or
  - (ii) the Proponent fails to disclose any information (including in any officer's certificate, Prequalification Submission Form or any other form attached to the Prequalification Submission of the Proponent in connection with this RFQ) that would materially adversely affect BLDC's evaluation of the Prequalification Submission.
- (i) **Conflict of Interest:** to exclude or remove any Proponent from the RFQ Process:
- (i) pursuant to Section 7.4(10), on grounds of Conflict of Interest with respect to Ineligible Persons or their subcontractors or consultants;
  - (ii) pursuant to Section 7.4(4), where there is a failure to disclose an actual or perceived Conflict of Interest, failure to comply BLDC requirements to mitigate or resolve a Conflict of Interest or the Proponent's Conflict of Interest cannot be mitigated or resolved; or
  - (iii) BLDC becomes aware that the Proponent or any Proponent team member failed to disclose, in the twelve (12) months prior to the RFQ Submission Deadline, as may be extended, an actual Conflict of Interest in any past or current procurement issued by BLDC, unless the Proponent has demonstrated to the satisfaction of BLDC that the Proponent has implemented measures to prevent future false or omitted disclosure of actual Conflicts of Interest.
- (j) **Late Submission:** pursuant to Section 3.2, to reject without discretion any Prequalification Submissions received after the RFQ Submission Deadline;
- (k) **Submission Integrity:** pursuant to Section 4.3, to reject a Prequalification Submission that is not submitted in a sealed envelope;
- (l) **Submission Completeness:** to not evaluate a Prequalification Submission that is found to be not substantially complete pursuant to Section 5.1(1);
- (m) **Minimum Score:** to determine whether a Proponent's Prequalification Submission may continue to be considered in the RFQ Process if a Proponent fails to achieve any minimum score requirements stated; and
- (n) **Vendor Performance:** to consider, in the evaluation of the Prequalification Submissions, any instances of poor performance of a Proponent, Team Member, or Key Individual, or any other unfavorable experiences with any of them, that BLDC has experienced.
- (2) **Right to Require Removal or Replacement of a Team Member or Key Individual**

BLDC shall have the following rights in its discretion with respect to any Team Member or Key Individual(s) as applicable and in each case without incurring any liability for costs and damages incurred by any Proponent, Team Member, or Key Individual. In exercising its discretion, BLDC may have reference to the Evaluation Criteria Categories set out in the RFQ Documents and such other criteria as BLDC may consider relevant.

- (a) **Unethical Behaviour or Inappropriate Bidding:** pursuant to Section 5.5(1), to require the Proponent to remove or replace a Team Member or Key Individual, if the applicable Team Member has been disqualified from an BLDC procurement process as the result of a conviction related to inappropriate bidding practices or unethical behaviour, or if there are any convictions related to inappropriate bidding practices or unethical behavior by a Team Member or Key Individual or any of their Affiliates in relation to a public or broader public sector tender or procurement in any jurisdiction. Furthermore, BLDC shall have the discretion to require the Proponent to remove or replace any Team Member or Key Individual in the event that any Team Member or Key Individual:
- (i) fails to comply with any requirement prescribed by BLDC pursuant to Section 4.5 or Section 8.3(4); or
  - (ii) complies with BLDC's requirement as prescribed in accordance with Section 4.5 or Section 8.3(4) but BLDC determines that a Team Member or Key Individual has or may have engaged in inappropriate bidding practices or unethical behavior;
- (b) **Applicable Law and Prohibited Acts:** to require the Proponent to remove or replace any Team Member or Key Individual, as applicable, if:
- (i) the Team Member or Key Individual fails to comply with applicable law; or
  - (ii) the Team Member, Key Individual, identified subcontractor of a Team Member or any of their directors, officers, employees or Affiliates have engaged in a Prohibited Act;
- (c) **Restricted Person:** to require the Proponent to remove or replace any Team Member or Key Individual, as applicable, if the Team Member, Key Individual, identified subcontractor of a Team Member or any of their directors, officers, employees, or Affiliates are a Restricted Person;
- (d) **Conduct:** to require the Proponent to remove or replace any Team Member or Key Individual:
- (i) that does not meet the requirements of this RFQ, including for a contravention of any prohibition or requirement that is set out in this RFQ in respect of the conduct of a Team Member or Key Individual; or
  - (ii) that has an economic or other interest or relationship that, in BLDC's discretion,
    - (A) is, or could reasonably be perceived to be, contrary to the objectives of the Project; or
    - (B) could potentially compromise BLDC's reputation or integrity or the BLDC procurement process, so as to affect public confidence in that process,

whether or not such an interest or relationship creates a Conflict of Interest;

- (e) **Conflict of Interest:** to require the Proponent to remove or replace any Team Member or Key Individual:
    - (i) pursuant to Section 7.4(10), on grounds of Conflict of Interest with respect to Ineligible Persons or their subcontractors or consultants;
    - (ii) pursuant to Section 7.4(4), where there is a failure to disclose an actual or perceived Conflict of Interest, failure to comply with BLDC requirements to mitigate or resolve a Conflict of Interest or the Team Member or Key Individual's Conflict of Interest cannot be mitigated or resolved; or
    - (iii) where the Team Member or Key Individual is known to have failed to disclose, in the twelve (12) months prior to the RFQ Submission Deadline, an actual Conflict of Interest in any past or current procurement issued by BLDC unless the Proponent has demonstrated to the satisfaction of BLDC that the Proponent has implemented measures to prevent future false or non-disclosure of Conflicts of Interest;
  - (f) **False, Misleading or Undisclosed Material Information:** to require the removal or replacement of a Team Member or Key Individual if:
    - (i) the Team Member or Key Individual's portion of the Prequalification Submission, including any officer's certificate, Prequalification Submission Form, or any other form attached to the Prequalification Submission, contains false or misleading information; or
    - (ii) the Team Member or Key Individual fails to disclose any information (including in any officer's certificate, Prequalification Submission Form or any other form attached to the Prequalification Submission in connection with this RFQ) that would materially adversely affect BLDC's evaluation of the Prequalification Submission;
  - (g) **Analogous Grounds:** to require a Proponent to remove or replace a Team Member or Key Individual for any reason for which BLDC have the discretion to disqualify a Proponent or reject a Prequalification Submission.
- (3) Additional BLDC Rights

Notwithstanding anything to the contrary in this RFQ, BLDC may exercise the following rights, at any time and in its discretion unless stated otherwise, in each case without incurring any liability for costs and damages incurred by any Proponent:

- (a) **Revision of RFQ Documents:** to change the dates, Schedule, deadlines, process, and requirements described in the RFQ Documents;
- (b) **Changes to Project:** to change the limits, scope, and details of the Project;
- (c) **Reissuance of RFQ:** to reissue the same RFQ or a different request for qualifications document in relation to the Project;
- (d) **Cancellation of RFQ:** to cancel this RFQ or the Project;
- (e) **Cancellation of Project:** to elect not to proceed with the Project for any reason whatsoever;

- (f) **Page Limit Observations:** pursuant to Section 4.3(2) and without discretion, to not review or score any pages that exceed the maximum number of pages specified for each item in Schedule B ; and
  - (g) **General Right to Disqualify a Proponent or Require the Removal or Replacement of a Team Member:** to reject a Prequalification Submission, disqualify a Proponent or require a Proponent to remove or replace a Team Member, or otherwise elect not to proceed further in the procurement process with any Proponent, including after notifying such Proponent of the results of the RFQ Process, if that Proponent has been named as a Prequalified Party.
- (4) Without limitation to any other rights of BLDC hereunder, to ensure the integrity, openness, and transparency of the procurement process, BLDC may, in its discretion:
- (a) impose at any time on all Proponents and/or any Team Member or Key Individuals of the Proponents additional conditions, requirements or measures with respect to bidding practices or ethical behaviour of the Proponents and Team Members; and
  - (b) require that any or all Proponents and/or any Team Member at any time during the RFQ Process and RFP Process provide BLDC with copies of its internal policies, processes and controls establishing ethical standards for its bidding practices and evidence of compliance by the Proponent and all Team Members with such policies, processes, and controls.

#### 8.4 Reservation of Rights

- (1) **Not Contract A.** This RFQ is not an offer to enter into any contract of any kind whatsoever. This RFQ is not intended to create a bidding contract (often referred to as "Contract A").
- (2) **Legislative Discretion.** Proponents are advised that no provision of this RFQ (including a provision stating the intention of BLDC) is intended to operate, nor shall any such provision have the effect of operating, in any way, so as to interfere with or otherwise fetter the discretion of the Legislature of Bermuda in the exercise of its legislative powers.
- (3) Public Access to Information Act, Personal Information Protection Act and Other Disclosure Requirements.
  - (a) Proponents are advised that BLDC may be required to disclose part or parts of any Prequalification Submission pursuant to the *Public Access to Information Act* ("**PATI**").
  - (b) Proponents are also advised that PATI may or may not adequately provide protection for confidential and proprietary business information. Proponents are strongly advised to consult their own legal advisors as to the appropriate way in which confidential or proprietary business information should be marked as such in their Prequalification Submissions.

Subject to the provisions of PATI, BLDC will endeavour to use commercially reasonable efforts to safeguard the confidentiality of any information identified by the Proponent as confidential but shall not be liable in any way whatsoever to any Proponent or Team Member if such information is disclosed based on an order or decision of the Privacy Commissioner or otherwise as required under applicable law.

- (4) **Publication of Submissions and Proponent Identities.** BLDC may, in its discretion, publish all or any of the Prequalification Submissions received including the entire contents of the RFQ submission, the names and identities of any Proponents and/or Proponent Team Members, the results of its evaluation and ranking of the Prequalification Submissions received and/or the reasons for any decision taken by it pursuant to this RFQ as it sees fit. BLDC may make such disclosure on an individual basis, or as aggregated with information provided by other Proponents.
- (5) **Submissions Property of BLDC.** Prequalification Submissions will become the property of BLDC and will not be returned to the Proponents unless withdrawn pursuant to Section 4.4.

## **8.5 Verification of Information**

- (1) BLDC may, in its discretion, independently verify any information in any of the Prequalification Submissions, but is under no obligation to conduct such verification.
- (2) If BLDC determines, in its discretion, that a Prequalification Submission, including any officer's certificate, Prequalification Submission Form, or any other form attached to the Prequalification Submission, contains false or misleading information or that a Proponent, Team Member, or Key Individual has failed to disclose any information that would, if disclosed, materially adversely affect BLDC's evaluation of the relevant Proponent's Prequalification Submission, then BLDC shall be entitled to the exercise of all rights set out under Sections 8.3(1)(j) and 8.3(2)(f), as applicable.

**SCHEDULE A – RFQ DATA SHEET**

RFQ SECTION REFERENCE AND TITLE	ITEM
RFQ Section 1.1(1) Project	<p><b>Project Name:</b></p> <p>Ships Wharf Cargo Port (the “<b>Project</b>”)</p> <p><b>Description of Project:</b></p> <p>BLDC is seeking to enter into a Project Agreement with one or more Prequalified Parties to design, build, finance, operate and maintain the Project. BLDC is an organization that is committed to job creation and economic development and seeks to generate activity that will maximize port-related employment and revenues by promoting the use of port infrastructure.</p> <p>The requirement is to build port infrastructure capable of handling the traffic from two container ships of the type and size currently used on the Bermuda route. The design target is to deliver a terminal that can handle a weekly throughput of up to 500 TIU (20’ containers).</p> <p>Although final decisions with regard to the nature of the concession to be granted have not been made, it is anticipated that the successful proponent under the RFP will enter into a long term conditional site lease with BLDC the commencement date of which is expected to be three or more years from the date hereof.</p> <p>Delivery Mode: Build-Own-Operate-Transfer (BOOT)</p> <p>The Project:</p> <p>The Project consists of the design, financing, construction and operation of two wharfs capable of supporting two 380’ vessels simultaneously. In order to deliver the turnaround speed, two ship-to-shore cranes are required to conduct loading/unloading operations enabling a maximum 24 hour turnaround. The port project is to deliver a turnkey solution.</p> <p>Additional technical details and background information are contained in the Technical Information Booklets made available to Proponents after registration and payment of the Registration Fee. In outline, the Project will require the delivery of the following infrastructure:</p> <ul style="list-style-type: none"> <li>• dredged channels to enable required ship docking;</li> <li>• new dock wall, bollards and fenders;</li> <li>• hard surfacing of the working area to enable efficient container handling;</li> <li>• container yard with space for up to 500 containers allowing for stacking, sorting, loading and unloading;</li> <li>• dry stack space for 2,000 tons of aggregate type materials;</li> <li>• parking for car carrier loads of up to 140 cars;</li> <li>• plant to manage and move the containers: six stackers of three types are envisaged and half the plant must be able to handle 40’ containers;</li> </ul>

RFQ SECTION REFERENCE AND TITLE	ITEM
	<ul style="list-style-type: none"> <li>• port container x-ray facility (required in order to exchange freight with the U.S.A.);</li> <li>• reefer bank with 480V supply for up to 24 containers;</li> <li>• HM Customs facility for processing imports and exports including search and palette x-ray facility;</li> <li>• workshops for supporting the dock operations;</li> <li>• office and administrative areas for the dock operator;</li> <li>• bonded warehouse for breakdown of goods;</li> <li>• dock power distribution and lighting; and</li> <li>• all dock security infrastructure, fencing and landscaping.</li> </ul> <p>The Project area template shown in Project Information Book 2 falls directly on top of the existing Ships Wharf operating area. The Project shall include acquisition of clearances and licenses to operate the facility as an international sea port.</p> <p>The project delivery timescale is planned to be 18 months subject to contract.</p> <p>The main operations that will be required for the Project are:</p> <ul style="list-style-type: none"> <li>• Drafting of comprehensive planning documentation, including required Planning and Building Permit stages;</li> <li>• An Environmental Impact Study;</li> <li>• Demolition of existing dock infrastructure;</li> <li>• Dredging;</li> <li>• New dock wall;</li> <li>• Cut and fill on the land side;</li> <li>• Hardscaping;</li> <li>• Reconstruction of access road;</li> <li>• Construction of buildings;</li> <li>• Fencing and landscaping;</li> <li>• Delivery and installation of dock cranes and plant;</li> <li>• Set up administration and customs areas;</li> <li>• Construction and commissioning of x-ray building and x-ray equipment;</li> <li>• Installation of ILO/IMO compliant dock lighting &amp; security;</li> <li>• Training staff; and</li> <li>• Welcoming first freight ship and operating terminal on an ongoing basis.</li> </ul>
Signing Party to Project Agreement	<p><b>Signing Party or Parties to the Project Agreement:</b></p> <ul style="list-style-type: none"> <li>• Bermuda Land Development Company Limited</li> </ul>

RFQ SECTION REFERENCE AND TITLE	ITEM																					
RFQ Section 1.5 Information Meeting	<p><b>Information Meeting:</b> The time and location of the Proponents information meeting will be provided on the Official BLDC-Proponent Communication Interface.</p> <p>Proponents should notify the Contact Person at least <b>five (5)</b> days before the date of the meeting of their intention to attend. Attendance at the Information Meeting is limited to a maximum of ten (10) individuals per Proponent.</p>																					
RFQ Section 1.6(1) Timetable	<p><b>Timetable:</b></p> <table border="1" data-bbox="451 682 1511 1476"> <thead> <tr> <th data-bbox="451 682 1117 735">Step in the Procurement Process</th> <th data-bbox="1117 682 1511 735">Date</th> </tr> </thead> <tbody> <tr> <td data-bbox="451 735 1117 787">Issue RFQ</td> <td data-bbox="1117 735 1511 787"><b>March 27, 2018</b></td> </tr> <tr> <td data-bbox="451 787 1117 966">Information Meeting</td> <td data-bbox="1117 787 1511 966"><b>Time and Dates to be released directly to registered Proponents once registration fee is received.</b></td> </tr> <tr> <td data-bbox="451 966 1117 1018">Last day to register as a Proponent</td> <td data-bbox="1117 966 1511 1018"><b>June 8, 2018</b></td> </tr> <tr> <td data-bbox="451 1018 1117 1102">Last day for Proponents to submit questions or concerns</td> <td data-bbox="1117 1018 1511 1102"><b>June 8, 2018</b></td> </tr> <tr> <td data-bbox="451 1102 1117 1186">Last day to submit a request regarding Affiliates' Conflict of Interest (See Section 7.4(7))</td> <td data-bbox="1117 1102 1511 1186"><b>June 8, 2018</b></td> </tr> <tr> <td data-bbox="451 1186 1117 1270">Last day for issuance of Addenda (except Addenda related to Timetable changes)</td> <td data-bbox="1117 1186 1511 1270"><b>June 15, 2018</b></td> </tr> <tr> <td data-bbox="451 1270 1117 1375">RFQ Submission Deadline</td> <td data-bbox="1117 1270 1511 1375"><b>June 29, 2018</b> no later than 2:00:00 pm Hamilton, Bermuda Local Time (AST)</td> </tr> <tr> <td data-bbox="451 1375 1117 1428">Targeted notification of Prequalified Parties</td> <td data-bbox="1117 1375 1511 1428"><b>August 17, 2018</b></td> </tr> <tr> <td data-bbox="451 1428 1117 1476">Targeted date for issuance of RFP</td> <td data-bbox="1117 1428 1511 1476"><b>September 2018</b></td> </tr> </tbody> </table>		Step in the Procurement Process	Date	Issue RFQ	<b>March 27, 2018</b>	Information Meeting	<b>Time and Dates to be released directly to registered Proponents once registration fee is received.</b>	Last day to register as a Proponent	<b>June 8, 2018</b>	Last day for Proponents to submit questions or concerns	<b>June 8, 2018</b>	Last day to submit a request regarding Affiliates' Conflict of Interest (See Section 7.4(7))	<b>June 8, 2018</b>	Last day for issuance of Addenda (except Addenda related to Timetable changes)	<b>June 15, 2018</b>	RFQ Submission Deadline	<b>June 29, 2018</b> no later than 2:00:00 pm Hamilton, Bermuda Local Time (AST)	Targeted notification of Prequalified Parties	<b>August 17, 2018</b>	Targeted date for issuance of RFP	<b>September 2018</b>
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RFQ Section 2.2 Official BLDC-Proponent Communication Interface	<p>All RFQ Documents can be downloaded from the BLDC website at <a href="http://www.bl dc. bm">www.bl dc. bm</a>. Official BLDC-Proponent Communication Interface log-in credentials will be sent after Registration Fee is received.</p> <p>All other communication must in writing via Email: <b>cargoproject@bl dc. bm</b></p>																					
RFQ Section 2.2 Pre-RFP Meetings	<p>Any Pre-RFP Meeting(s) will be communicated to the Prequalified Parties by advance notice from a representative of BLDC.</p>																					
RFQ Section 2.2 Definitions	<p><b>"Relevant Experience"</b> means, in respect of project examples provided or referenced by the prescribed Proponent Team Members or Key Individuals, as applicable, evidence of experience with cargo port projects that:</p>																					

<b>RFQ SECTION REFERENCE AND TITLE</b>	<b>ITEM</b>
	<p>a. are comparable to the type, nature and complexity of the Project, including but not limited to, experience in new construction within a constrained site (limited parking and construction mobility including lay-down areas, access, etc.), complex redevelopment within and adjacent to marine environments and also within close proximity to established residential neighbourhoods;</p> <p>b. were delivered using build-finance, design-build-finance, build-finance-operate and design-build-finance-operate models; and</p> <p>c. at the time of the RFQ Submission Deadline, had successfully secured project financing and achieved financial close.</p>
RFQ Section 3.2(1) Submission Address	<p><b>Submission Address:</b></p> <p>Reception Desk BLDC Triton House 1 Longfield Road Southside St. George DD03</p> <p>BLDC's office hours are Monday to Friday from 9:00 a.m. to 5:00 p.m. (Bermuda local time), local holidays excluded.</p>
RFQ Section 3.3 Contact Person	<p><b>Contact Person and Contact Person coordinates:</b></p> <p>Ships Wharf Redevelopment Manager Email: <a href="mailto:energyproject@bldc.bm">energyproject@bldc.bm</a></p>
RFQ Section 3.4(1) Registration Fee	<p><b>Registration Fee:</b> The amount of the Registration Fee to be provided by a Proponent is the sum of: \$5,000.00 USD. RFQ Documents will be released once the registration process is completed and the Registration Fee is received.</p> <p>Payment of the Registration Fee shall be made by electronic transfer pursuant to the instructions provided in the Official BLDC-Proponent Communication Interface.</p>
RFQ Section 3.7(1) Questions / Clarifications	<p>To submit requests for information, Proponents must complete and submit to the Contact Person the form in Schedule E – Proponent Information Enquiry Form to this RFQ.</p> <p>The last date for submission of questions and requests for clarification is found in the Timetable.</p>

RFQ SECTION REFERENCE AND TITLE	ITEM	
RFQ Section 4.3(2) Submission Fee	<p><b>Submission Fee:</b> The amount of the Submission Fee to be provided by a Proponent is the sum of \$5,000.00 USD and shall be provided with the Proponent's Prequalification Submission.</p> <p>Payment of the Submission Fee shall be made by electronic transfer pursuant to the instructions provided in the Official BLDC-Proponent Communication Interface and Wire Payment Confirmation confirming payment of the Submission Fee shall be included together with the Proponent's Technical Submission package.</p>	
RFQ Section 5.2(1) Maximum Number of Prequalified Parties	<b>Maximum Number of Prequalified Parties:</b> 6 (six)	
RFQ Section 6.1(2) Evaluation Categories	<b>General:</b> Generally, scores will be informed by a consideration of the Proponent's demonstrated prior experience, demonstrated capability for best practices, demonstrated understanding of the Project's needs and demonstrated ability to meet those needs.	
	Evaluation Criteria Categories	Points
	<b>1.0 Proponent</b>	
	1.1 Proponent's Organization and Experience	5
	<b>2.0 Proponent Lead</b>	
	2.1 Proponent Lead's Organization	5
	2.2 Proponent Lead's Project Management Approach	5
	2.3 Proponent Lead's Experience	5
	<b>3.0 Design Team Member(s)</b>	
	3.1 Design Team Member(s) Organization	5
	3.2 Design Team Member(s) Design Approach	10
	3.3 Design Team Member(s) Experience	10
	3.4 Design Team Member(s) Local Bermuda Experience	10
	<b>4.0 Construction Team Member(s)</b>	
4.1 Construction Team Member(s) Organization	5	
4.2 Construction Team Member(s) Construction Approach	5	
4.3 Construction Team Member(s) Experience	10	

RFQ SECTION REFERENCE AND TITLE	ITEM	
	4.4 Construction Team Member(s) Local Bermuda Experience	10
	4.5 Construction Team Member(s) Capacity	5
	<b>5.0 Operation Team Member(s)</b>	
	5.1 Operation Team Member(s) Organization	5
	5.2 Operation Team Member(s) Operation Plan	5
	5.3 Operation Team Member(s) Experience	5
	5.4 Operation Team Member(s) Local Bermuda Experience	5
	<b>6.0 Local Capacity Building and Engagement</b>	
	6.1 Proponent Organization's Plan to Create Local Employment, Training Opportunities and Capacity Building	8
	6.2 Proponent Organization's Proposal for Community Stakeholder Engagement	7
	<b>7.0 Conceptual Development Plan</b>	
	7.1 Proponent Organization's Conceptual Design Plan for the Project	5
	<b>8.0 Financial</b>	<b>Satisfactory / Unsatisfactory</b>
RFQ Section 7.1(4) Communications and Public Comment	<p><b>Additional parties not to be contacted by Proponents with respect to this RFQ:</b></p> <p>Any employee, contractor, agent or representative of BLDC (other than the Contact Person), any serving member of the Legislature, the Bermuda Regulatory Authority or the Department of Energy.</p>	
RFQ Section 7.4(6) Conflict of Interest and Ineligible Persons	<p><b>Ineligible Persons:</b></p> <ol style="list-style-type: none"> <li>1. Gowling WLG (Canada) LLP</li> <li>2. Onsite Engineering Services Ltd.</li> <li>3. All employees of BLDC</li> <li>4. All Members of the Legislature of the Bermuda Government</li> <li>5. All Persons who are Permanent Secretaries or Cabinet Members or ranked higher in the Bermuda Government.</li> </ol>	

## **SCHEDULE B – PREQUALIFICATION SUBMISSION REQUIREMENTS**

### **INSTRUCTIONS:**

#### **1. Introduction**

The Prequalification Submission requirements for,

- (a) the Proponent's Technical Submission; and
- (b) the Financial Information Package,

are set out in Table 1 of this Schedule B – Prequalification Submission Requirements. Proponents should prepare their Proponent's Technical Submission and their Financial Information Package by providing the information in the order and as set out in Table 1 and should refer to the RFQ and the guidelines and instructions set out below for additional submission instructions.

For clarity, in respect of the Prequalification Submission requirements for the Proponent's Technical Submission, a Joint Venture respondent must submit a single response reflecting the collective knowledge and experience of the members of the Joint Venture within the project example and page limits allowed. In respect of the Prequalification Submission requirements for the Financial Information Package, a Joint Venture respondent's Team Members must each submit a response.

If the answer to the questions posed in Table 1 is "Nil" or "Not Applicable", indicate this accordingly.

Responses are to be submitted double-sided, in 12-point font and on 8.5" x 11" sized paper (unless otherwise indicated in Table 1). Page limits, if applicable, are indicated in Table 1. For clarity, each side of a double-sided page counts as one page. Page limits are maximum page numbers and do not need to be reached for each item indicated, but should not be exceeded. Proponents are cautioned that, in accordance with Section 4.3(4) of the RFQ, the evaluation teams will not review or score pages in excess of the maximum number of pages for each item.

For further clarity, any submitted page will be counted as part of the page limit, whether the page is fully utilized or not (i.e. a page submitted ¼ full will be counted as 1 page.) Proponents should not submit pictures along with project examples that exceed the page limit.

#### **2. General Guidelines and Instructions with Respect to the Prequalification Submission Requirements**

In selecting which projects to submit as examples to demonstrate experience, Proponents should submit projects that demonstrate a Proponent's capacity to undertake this Project by describing its Relevant Experience (as such term is defined in the RFQ Data Sheet).

In evaluating the Prequalification Submissions, BLDC may also look at how advanced the Proponent's named projects were (e.g. level of completeness), how recent, what the role that a firm or individual played on the prior project was (e.g. was the role similar to proposed role on the Project), how recent the named projects are and the overall success of the named project (i.e. on-time, on-budget, post-occupancy success factors).

#### **3. Guidelines and Instructions with Respect to Project Management, Design, Construction and Operation Experience**

For each project submitted as an example of project management, design, construction or operations experience in response to this Schedule B, the following information must be included (as applicable):

- (a) name of Prime Team Member(s) or firm responsible for the project and a description of their role on the project;
- (b) project name and location (City, Parish/Province/State, Country);
- (c) project description (including dates and type of facility, size and current status);
- (d) project delivery type (e.g. Design-Build, Design-Build-Finance, Design-Build-Finance-Maintain or similar type of project, stipulated sum, construction management, etc.);
- (e) project capital cost (original and final, including total value of change orders as a percentage of total construction cost and a brief explanation of any variance between the two);
- (f) project Schedule (original and actual, including a brief explanation of any variance between the two);
- (g) role of the Prime Team Member in project management, design or construction (as applicable), including the management of subcontractors, and other team members;
- (h) all Key Individuals involved in the project and their respective roles, including identification of individuals who are put forward to act in similar key roles for the Project;
- (i) design and/or quality objectives of the project, key challenges, and solutions implemented to respond to these objectives and challenges;
- (j) unique aspects such as energy conservation, energy performance once operational, sustainability, workplace excellence, etc.;
- (k) any lessons learned;
- (l) relevance to the Project;
- (m) graphic illustrations, drawings and/or photographs;
- (n) significant honours, awards, publications, peer recognition, or other evidence of design excellence (as applicable);
- (o) client reference (client name, contact name, title, location, phone number, and e-mail address); and
- (p) any further information that will assist in the evaluation of the Prequalification Submission.

#### 4. **Guidelines and Instructions with Respect to Project Lists**

Each list submitted in response to Table 1 to this Schedule B must include the following project information:

- (a) project name;

- (b) delivery model;
- (c) involvement of the Team Member and anticipated release date from the project;
- (d) Scheduled Substantial Completion Date (as defined in the applicable project agreement);
- (e) Substantial Completion Date (as defined in the applicable project agreement);
- (f) Final Completion Date (as defined in the applicable project agreement);
- (g) project status;
- (h) achievements; and
- (i) all disputes, if any.

<b>TABLE 1: TECHNICAL INFORMATION PACKAGE AND FINANCIAL INFORMATION PACKAGE REQUIREMENTS</b>		
<b>Item</b>	<b>Criteria Score</b>	<b>Page Limit</b>
<b>Evaluation Criteria Categories</b>	<b>Points</b>	
<b>SECTION A – Proponent’s Technical Submission</b>		
<b>1.0 Proponent</b>		
1.1 Proponent’s Organization and Experience	5	
<p><b>Provide the following:</b></p> <p>1.1.1 Summary narrative describing:</p> <ul style="list-style-type: none"> <li>a. Proponent’s overall organizational structure;</li> <li>b. The role and relevant experience summary of the Proponent Lead and each Team Member</li> <li>c. Strengths and overall benefits of the Proponent’s organizational approach (include examples of prior relevant experience acting together)</li> </ul> <p>1.1.2 Organization chart of the Proponent</p> <p>1.1.3 Responsibility matrix indicating primary responsibilities, decision making authority of the Proponent Lead and all Team Members</p>		<b>4 pages</b> (excluding Organization Charts)
<b>2.0 Proponent Lead</b>		
2.1 Proponent Lead’s Organization	5	
<p><b>Provide the following:</b></p> <p>2.1.1 Summary narrative describing:</p> <ul style="list-style-type: none"> <li>a. The Proponent Lead’s organizational structure</li> <li>b. The strengths and benefits of the proposed organizational structure (provide examples of prior experience acting as a Proponent Lead)</li> <li>c. The proposed Proponent Lead’s Key Individual management personnel including reporting relationships, descriptions of Project specific work teams and the identity of substitutes for Key Individual management personnel</li> </ul>		<b>2 pages</b>
2.2 Proponent Lead’s Project Management Approach	5	
<p><b>Provide the following:</b></p> <p>2.2.1 A narrative description of the Proponent Lead’s proposed project management approach in the following areas (including examples of prior experience):</p> <ul style="list-style-type: none"> <li>a. Integration and coordination of the Proponent’s design, construction and operating activities (highlight prior Relevant Experience acting together)</li> <li>b. Developing a successful partnership with: <ul style="list-style-type: none"> <li>i. Project sponsors</li> <li>ii. Stakeholders (i.e. community engagement and communications strategies)</li> <li>iii. Authorities having jurisdiction</li> </ul> </li> <li>c. Approach to effectively managing and delivering the Project through multiple phases</li> </ul>		<b>3 pages</b>

Item	Criteria Score	Page Limit
<b>Evaluation Criteria Categories</b>	<b>Points</b>	
2.3 Proponent Lead's Experience	5	
<b>Provide the following:</b> 2.3.1 Project examples (maximum of five) demonstrating project experience completed by the Proponent Lead 2.3.2 Provide resumes for the Proponent Lead's Key Individuals who will lead the Project		<b>7 pages</b>
<b>3.0 Design Team Member(s)</b>		
3.1 Design Team Member(s) Organization	5	
<b>Provide the following:</b> 3.1.1 A summary narrative describing: <ol style="list-style-type: none"> <li>a. The organizational structure of the Prime Team Member responsible for design</li> <li>b. Strengths and benefits of the organizational structure</li> <li>c. The role and relevant experience of all Team Members responsible for design</li> <li>d. The proposed design Prime Team Member's Key Individual management personnel including reporting relationships, descriptions of Project specific work teams and the identities of substitutions for key personnel.</li> </ol>		<b>3 pages</b>
3.2 Design Team Member(s) Design Approach	10	
<b>Provide the following:</b> 3.2.1 A narrative description of the design Prime Team Member(s) proposed approach in the following areas (provide examples of prior experience): <ol style="list-style-type: none"> <li>a. Coordination of a multidisciplinary design team</li> <li>b. Integration of input from other Team Members who are not directly involved in design development</li> <li>c. Developing a successful partnership with:               <ol style="list-style-type: none"> <li>i. Project sponsors and their planning, design and compliance teams</li> <li>ii. Stakeholders (i.e. community involvement and communications strategies)</li> <li>iii. Authorities having jurisdiction</li> </ol> </li> </ol>		<b>3 pages</b>
3.3 Design Team Member(s) Experience	10	
<b>Provide the following:</b> 3.3.1 Project examples (maximum of five) demonstrating project experience completed by the design Prime Team Member(s) 3.3.2 Provide resumes for the design Prime Team Member(s) Key Individuals who will lead the overall design management role for the Project		<b>7 pages</b>
3.4 Design Team Member(s) Local Bermuda Experience	10	
<b>Provide the following:</b> 3.4.1 Project examples (maximum of five) demonstrating project experience completed by any design Team Member(s) in Bermuda		<b>2 pages</b>

Item	Criteria Score	Page Limit
<b>Evaluation Criteria Categories</b>	<b>Points</b>	
<b>4.0 Construction Team Member(s)</b>		
4.1 Construction Team Member(s) Organization	5	
<p><b>Provide the following:</b></p> <p>A narrative summary describing:</p> <ul style="list-style-type: none"> <li>a. The organizational structure of the Prime Team Member responsible for construction</li> <li>b. Strengths and benefits of the organizational structure</li> <li>c. The role and relevant experience summary of all Team Members responsible for construction</li> <li>d. The role and anticipated experience of the mechanical, civil and electrical contractors that will be identified at a later date</li> <li>e. The role and relevant experience of all Team Members responsible for construction</li> <li>f. The proposed overall construction Prime Team Member's Key Individual management personnel including reporting relationships, descriptions of Project specific work teams and the identities of substitutions for key personnel</li> </ul>		<b>3 pages</b>
4.2 Construction Team Member(s) Construction Approach	5	
<p><b>Provide the following:</b></p> <p>4.2.1 A narrative description of the construction Prime Team Member(s) proposed approach in the following areas (provide examples of prior experience):</p> <ul style="list-style-type: none"> <li>a. Coordination of a multidisciplinary construction team</li> <li>b. Coordination and integration of the construction activities</li> <li>c. Developing a successful partnership with: <ul style="list-style-type: none"> <li>i. Project sponsors</li> <li>ii. Stakeholders (i.e. community involvement and communications strategies)</li> <li>iii. Authorities having jurisdiction</li> </ul> </li> <li>d. Approach to renovation of existing facilities, highlighting the approach to: <ul style="list-style-type: none"> <li>i. phasing and sequencing of work</li> <li>ii. maintaining health and safety procedures</li> <li>iii. hazardous material and designated substance abatement</li> </ul> </li> </ul>		<b>5 pages</b>

Item	Criteria Score	Page Limit
<b>Evaluation Criteria Categories</b>	<b>Points</b>	
<ul style="list-style-type: none"> <li>e. Methodology to accommodate existing site uses, such as phasing of work, construction activity on a tight site, planning and mitigation of potential operational impacts</li> <li>f. Approach to site organization involving limited on-site parking, construction mobility (including lay-by areas, traffic management and general site access)</li> <li>g. Methodology and best practice for scheduling and coordination of all major disciplines, and demonstrate how the work among various trades (including mechanical and electrical) will be coordinated to avoid on-site conflict and interference</li> <li>h. Approach to implementing testing/inspections and an effective quality assurance program for the duration of the Project</li> <li>i. Approach to coordination of procurement, installation and commissioning of fixtures and equipment</li> <li>j. Approach to Project commissioning</li> <li>k. Approach to installation, integration and commissioning of energy technology systems</li> <li>l. Methodology and best practice for maintaining schedule including: <ul style="list-style-type: none"> <li>i. Approach to maintaining phased, interim and substantial completion dates</li> <li>ii. Coordination of design development, approvals and construction timelines</li> </ul> </li> <li>m. Coordination of all major disciplines and trades avoiding on-site conflicts and interferences</li> </ul>		
4.3 Construction Team Member(s) Experience	10	
<p><b>Provide the following:</b></p> <ul style="list-style-type: none"> <li>4.3.1 Project examples (maximum of five) demonstrating project experience completed by the construction Prime Team Member(s)</li> <li>4.3.2 Provide resumes for the construction Prime Team Member(s) Key Individuals who will lead the overall construction of the Project</li> </ul>		<b>7 pages</b>
4.4 Construction Team Member(s) Local Bermuda Experience	10	
<p><b>Provide the following:</b></p> <p>Project examples (maximum of five) demonstrating project experience completed by any construction Team Member(s) in Bermuda</p>		<b>2 pages</b>
4.5 Construction Team Member(s) Capacity	5	
Provide a narrative describing the resourcing strategy that will facilitate the identified construction Team Member(s) being available for the Project		<b>2 pages</b>
<b>5.0 Operation Team Member(s)</b>		
5.1 Operation Team Member(s) Organization	5	

Item	Criteria Score	Page Limit
Evaluation Criteria Categories	Points	
<p><b>Provide the following:</b></p> <p>5.1.1 A narrative summary describing:</p> <ol style="list-style-type: none"> <li>a. The organizational structure of the Prime Team Member responsible for operating the Project after substantial completion</li> <li>b. Strengths and benefits of the organizational structure</li> <li>c. The role and relevant experience of all Team Members responsible for operations</li> <li>d. The proposed overall operation Team Prime Member's Key Individual management personnel including reporting relationships, descriptions of Project specific work teams and the identities of substitutions for key personnel</li> </ol>		<b>2 pages</b>
<p>5.2 Operation Team Member(s) Operation Plan</p>	5	
<p>5.2.1 Provide a narrative description of the operation Prime Team Member(s) proposed approach in the following areas (provide examples of prior experience):</p> <ol style="list-style-type: none"> <li>a. Coordination of a multidisciplinary operations team</li> <li>b. Developing a successful partnership with: <ol style="list-style-type: none"> <li>i. Project sponsors</li> <li>ii. Stakeholders (i.e. community involvement and communications strategies)</li> <li>iii. Fuel and equipment suppliers</li> <li>iv. Authorities having jurisdiction</li> </ol> </li> <li>c. Methodology to accommodate proximate operations on a tight site, planning and mitigation of potential operational impacts</li> <li>d. Approach to implementing testing/inspections for the duration of the Project life</li> <li>e. Approach to maintenance of equipment</li> <li>f. Approach to Project commissioning</li> <li>g. Approach to community stakeholder engagement</li> <li>h. Coordination of approvals, licensing and compliance</li> </ol>		<b>5 pages</b>
<p>5.3 Operation Team Member(s) Experience</p>	5	
<p>5.3.1 Provide Project examples (maximum of five) demonstrating project experience of the operation Team Member(s) (following the Guidelines and Instructions with Respect to Project Lists set forth above)</p> <p>5.3.2 Provide resumes for the operation Team Member(s) Key Individuals who will lead the overall construction of the Project</p>		<b>7 pages</b>
<p>5.4 Operation Team Member(s) Local Bermuda Experience</p>	5	
<p>5.4.1 Project examples (maximum of five) demonstrating project experience completed by the operation Team Member(s) in Bermuda</p>		<b>2 pages</b>
<p><b>6.0 Local Capacity Building and Engagement</b></p>		
<p>6.1 Proponent Organization's Proposal to Create Local Employment, Training Opportunities and Capacity Building</p>	8	

Item	Criteria Score	Page Limit
<b>Evaluation Criteria Categories</b>	<b>Points</b>	
Provide a narrative description outlining the Proponent's proposal to create opportunities for local employment, training opportunities, business opportunities and local capacity building through the development, construction and ongoing operation of the Project.		<b>2 pages</b>
6.2 Proponent Organization's Proposal for Community Stakeholder Engagement	7	
Provide a narrative description outlining anticipated community stakeholder concerns regarding the Project, anticipated regulatory concerns regarding the Project and proposed means and methodologies for communicating with, receiving input from and working together with all local community stakeholders to ensure the success of the Project.		<b>3 pages</b>
<b>7.0 Conceptual Development Plan</b>		
7.1 Proponent Organization's Conceptual Design Plan for the Project	5	
Provide a conceptual design plan for the Project indicating possible equipment, parking and building layouts, potential site constraints and proposed landscaping and site design features which will enhance the appearance of the Project site and facilitate other adjacent site uses and amenities (such as the development of a fish processing plant at the site).		<b>7 pages</b>

Item	Criteria Score	Page Limit
Evaluation Criteria Categories	Points	
<b>SECTION B – Financial Information Package</b>		
<b>8.0 Financial</b>	<b>Satisfactory / Unsatisfactory</b>	
<p>In responding to this requirement, Proponents should provide supplementary information to support the requested responses (e.g. including financial statements, letters of support from funding sources, etc.). Such supporting information is not subject to the page limit.</p> <p>Provide the following information:</p> <ul style="list-style-type: none"> <li>a. A plan that details how you intend to secure funding for all development costs leading up to financial close, (including financing commitment, process for internal approvals, etc.); and</li> <li>b. An overview of recent financial performance and financial strength from (i) all equity/risk capital funders; (ii) each entity that will undertake at least twenty-five percent of the construction work; (iii) each entity that is intended to provide a guarantee of the performance obligations of a subsection (ii) entity and (iv) each Prime Team Member.</li> </ul> <p>In addition, attach a letter from the Chief Financial Officer or equivalent officer of the company or companies whose financial statements are being provided stating that there have been no material adverse changes since the date that the attached financial statements were last audited.</p>		<b>N/A</b>
<b>SECTION C - Additional Information and Items Required</b>		
<b>9.0 Additional Information and Items Required</b>		
9.1 Master Submission Form:		
The Proponent Representative must complete and execute the declaration in FORM C-1 in Schedule C Prequalification Submission Forms.		
9.2 Consent Declaration:		
Each Team Member, including, for greater certainty must complete and execute the declaration in FORM C-2 – Consent Declaration in Schedule C - Prequalification Submission Forms.		
9.3 Conflict of Interest, Confidential Information & Litigation Declaration:		
The Proponent Representative must complete and execute the declaration in FORM C-3 – Conflict of Interest, Confidential Information & Litigation Declaration in Schedule C – Prequalification Submission Forms.		

Item	Criteria Score	Page Limit
<b>Evaluation Criteria Categories</b>	<b>Points</b>	
9.4 Certificate of Officer:		
Each Prime Team Member of any Proponent is required to provide a certificate of an officer from such Prime Team Member in the form attached as FORM C-4 – Certificate of Officer of Schedule C – Prequalification Submission Forms.		
9.5 Accounting Firm Letter:		
Each Prime Team Member of any Proponent is required to provide a letter substantially in the form attached as FORM C-5 – Accounting Firm Letter of Schedule C – Prequalification Submission Forms.		
9.6 Financial Performance Forms		
Each Prime Team Member of any Proponent is required to provide the Financial Performance Forms attached as FORM C-6 Statement of Financial Net Worth and FORM C-7 Income Summary of Schedule C – Prequalification Submission Forms.		
9.7 Prequalification Submission Checklist		
a. The Proponent is encouraged to complete and submit the form in Schedule D – Prequalification Submission Checklist to this RFQ. The checklist is solely provided for the information and convenience of the Proponents and is not scored or otherwise evaluated.		

## SCHEDULE C – PREQUALIFICATION SUBMISSION FORMS

### FORM C-1 – MASTER SUBMISSION FORM

Name of Proponent:

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Name of Proponent  
Representative:

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Address:

---

City / Postal Code:

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Proponent  
Representative Contact  
Name(s):

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Title:

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Telephone:

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Fax:

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Alternate Telephone:

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E-mail:

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The above named Proponent Representative hereby declares on its own behalf and on behalf of the Proponent that:

- (a) it has the power and authority to bind the Proponent for the purpose of the Request for Qualifications (the “**RFQ**”) in respect of the **Ships Wharf Cargo Port project** dated March 27, 2018 and issued by BLDC and acknowledges that all terms not otherwise defined herein shall have the meaning given to them in the RFQ;
  - (i) the Proponent agrees to comply with and be bound by the requirements, terms and conditions contained in the RFQ Documents;
  - (ii) the Proponent acknowledges its obligations regarding Confidential Information contained in Section 7.5 of the RFQ and agrees to be, and to use reasonable efforts to cause its Representatives, potential Team Members and Team Members to be, bound by such terms, irrespective of whether the Proponent, potential Team Members or Team Members submit a Prequalification Submission in the RFQ Process or are invited to submit or submit a proposal in the subsequent Request for Proposals process for the Project;
  - (iii) the Proponent acknowledges having received and reviewed the RFQ Documents and the Technical Information Booklets, as well as any addenda thereto, and having read and reviewed the same in their entirety;
  - (iv) the information submitted in the Prequalification Submission or otherwise related to this RFQ Process is accurate and complete in all respects;
  - (v) the information required by the RFQ Documents has been substantially provided in the Prequalification Submission;

- (vi) the Proponent agrees that the information submitted may be clarified, verified and investigated and that other pertinent information may be obtained and hereby consents to such clarification, verification and investigation;
- (vii) the Proponent agrees that BLDC is not obliged, in any way whatsoever, to carry out further clarifications, verifications or investigations of any Prequalification Submission;
- (viii) the Proponent understands that any omission or failure to substantially comply with a requirement included in the RFQ Documents or to make a complete submission may result in the Prequalification Submission being disqualified;
- (ix) the Proponent understands that the RFQ is not an offer to enter into any contract of any kind whatsoever and is not intended to create a bidding contract (often referred to as "Contract A");
- (x) the Proponent acknowledges that BLDC will, in connection with the impartial exercise of independent judgment in the evaluation of the Prequalification Submission, use the contents of the attached Schedule A to FORM C-1 to assess any perceived, potential or actual Conflict of Interest;
- (xi) the Proponent understands that the RFQ and RFQ Documents do not constitute any offer of work by BLDC; and
- (xii) this FORM C-1 – Master Submission Form has not been modified in any manner, except to include the Proponent's required information.

In witness whereof, the Proponent Representative has executed this FORM C-1 – Master Submission Form effective as of the RFQ Submission Deadline.

**DATED** as of the \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_.

**[NAME OF PROPONENT]**

\_\_\_\_\_

Signature

\_\_\_\_\_

Printed Name

\_\_\_\_\_

Title/Position

I/We have the authority to bind the Proponent.

### APPENDIX 1 TO FORM C-1 – LIST OF INDIVIDUALS

**[Proponents are requested to provide the information contained in this Appendix 1 to FORM C-1 in a text searchable (e.g. .doc, .docx, or optical character recognition (OCR) enabled .pdf) electronic format. Questions regarding the completion of this Appendix 1 to FORM C-1 can be directed to the Contact Person prior to the deadline to submit questions as identified in Schedule A – RFQ Data Sheet.]**

We confirm that the following individuals from the following Team Members are identified in our Prequalification Submission:

Name of Individual	Team Member

We confirm that the following additional individuals, not already listed in Table 1.1 above, participated in the preparation of our Prequalification Submission:

Name of Individual	Organization	Business Address and Telephone Number

## FORM C-2 – CONSENT DECLARATION

### Team Member Consent Declaration

I, \_\_\_\_\_, am an authorized officer or director of \_\_\_\_\_ (“**Team Member**”) and confirm for and on behalf of the Team Member and without any personal liability that:

- (a) the Team Member has read fully and understands the Request for Qualifications (the “**RFQ**”) in respect of the **Ships Wharf Cargo Port project** dated March 27, 2018 and issued by BLDC and acknowledges that all terms not otherwise defined herein shall have the meaning given to them in the RFQ;
- (b) the Team Member agrees to be bound by the requirements of the RFQ;
- (c) the Team Member consents to its inclusion as a member of the Proponent;
- (d) the Team Member confirms that the Prequalification Submission accurately reflects the qualifications of the Team Member;
- (e) the Team Member consents to BLDC performing reference checks;
- (f) the Team Member understands and accepts the obligations imposed on it as a result of the Prequalification Submission; and
- (g) declares that this FORM C-2 – Consent Declaration has not been modified in any manner, except to complete the required information.

In witness whereof, the Team Member has executed this FORM C-2 – Consent Declaration effective as of the RFQ Submission Deadline.

**DATED** as of the \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_.

**[TEAM MEMBER]**

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Printed Name

\_\_\_\_\_  
Title/Position

**FORM C-3 – CONFLICT OF INTEREST, CONFIDENTIAL INFORMATION & LITIGATION  
DECLARATION**

This FORM C-3 – Conflict Of Interest, Confidential Information & Litigation Declaration is delivered pursuant to the Request for Qualifications (the “RFQ”) in respect of the **Ships Wharf Cargo Port project** dated March 27, 2018 and issued by BLDC. For the purposes of this Conflict Of Interest, Confidential Information & Litigation Declaration, “Team Member” means an individual or entity that is a member of the Proponent’s team, including a Prime Team Member and a Key Individual.

All terms not otherwise defined herein have the meaning given to them in the RFQ.

The Proponent Representative hereby declares on behalf of the Proponent and such Proponent’s Team Members:

1. There is not nor was there any actual or perceived Conflict of Interest or any other type of unfair advantage in our submitting the Prequalification Submission.  True  Not True

If the answer to the above statement is “Not True”, attach, on a separate page, a list and explanation of situations, each of which may be a Conflict of Interest or an instance of unfair advantage, or which may appear as a potential Conflict of Interest or unfair advantage in the Proponent submitting the Prequalification Submission.

For the purposes of this FORM C-3 - Conflict Of Interest, Confidential Information & Litigation Declaration, “Conflict of Interest” has the meaning ascribed thereto in the RFQ.

2. We have no knowledge of or the ability to avail ourselves of Confidential Information (other than Confidential Information which may have been disclosed by BLDC to the Proponents in the normal course of the Request for Qualifications) that is or was relevant to the Project or the Request for Qualifications evaluation process.  True  Not True

If the answer to the above statement is “Not True”, attach, on a separate page, a brief explanation.

For the purposes of this FORM C-3 - Conflict Of Interest, Confidential Information & Litigation Declaration, “Confidential Information” has the meaning ascribed thereto in the RFQ.

3. Neither the Proponent nor such Proponent’s Team Members are the subject of any adverse ruling or conviction determined in the last 5 years involving fraud, fraudulent misrepresentation or professional misconduct.  True  Not True

If the answer to the above statement is “Not True”, attach, on a separate page, a brief explanation.

4. Neither the Proponent nor such Proponent’s Team Members are involved in any litigation or proceeding that is currently ongoing, either directly or indirectly (e.g. through a related party) that:

a) is against or involving BLDC or the Bermuda Government; or  True  Not True

b) may materially adversely affect the Proponent's or such Proponent's Team Members' ability to participate in the Project or perform its obligations under the Project Agreement.  True  Not True

If the answer to any of the above statements is "Not True", attach, on a separate page, a brief explanation and include the following information: (1) plaintiff name; (2) defendant name; (3) year litigation or proceeding initiated; (4) disputed amount (\$USD); and (5) nature of dispute.

5. This FORM C-3 - Conflict Of Interest, Confidential Information & Litigation Declaration has not been modified in any manner, except to complete the required information.

6. Full disclosure of the requirements set out in the RFQ has been made.

In witness whereof, the Proponent Representative has executed this FORM C-3 - Conflict Of Interest, Confidential Information & Litigation Declaration effective as of the RFQ Submission Deadline.

DATED as of the \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_\_.

**[PROPONENT REPRESENTATIVE]**

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Printed Name

\_\_\_\_\_  
Title/Position

I/We have the power to bind the Proponent.

## FORM C-4 – CERTIFICATE OF OFFICER

This FORM C-4 – Certificate of Officer is delivered pursuant to Section 4.5 of the Request for Qualifications (the “RFQ”) in respect of **Ships Wharf Cargo Port project** dated March 27, 2018 and issued by BLDC. All terms not otherwise defined herein have the meaning given to them in the RFQ. This FORM C-4 – Certificate of Officer has not been modified in any manner, except to complete the required information.

### CERTIFICATE OF OFFICER OF [TEAM MEMBER]

TO: Bermuda Land Development Company Limited (“BLDC”)

RE: **[Company]** (the “**Company**”), as a Team Member of **[Proponent]** (“**Proponent**”), in respect of the Request for Qualifications (the “RFQ”) issued by BLDC for the **Ships Wharf Cargo Port project** (the “**Project**”)

I, **[Name]**, the undersigned, in my capacity as **[Title]** of the Company and not in my personal capacity, regarding the matters contained herein, do hereby certify, to the best of my knowledge, that:

1. **Corporate Structure.** [Describe nature, legal structure and jurisdiction of the Company]
2. **The Project.** The Company has conducted itself with integrity and propriety and has not engaged in any inappropriate bidding practices or unethical behaviour in the course of the procurement for the Project and the RFQ Process.
3. **Inappropriate Bidding Practices or Unethical Behaviour.** The Company confirms there are no charges or investigations by a public body except for those listed in Appendix 1 hereto or convictions related to inappropriate bidding practices or unethical behaviour by the Company or any of its Affiliates in relation to a public or broader public sector tender or procurement in any jurisdiction that:
  - (a) are related to the Project;
  - (b) may compromise the reputation or integrity of the Bermuda Government so as to affect public confidence in the Project; or
  - (c) would contravene any applicable law or could have a material adverse effect on the Company in a way which could impair the Company’s ability to perform its obligations under the Project Agreement.
4. **Employees.** The prohibition contained in the RFQ for the Project on the bidding practices and unethical behaviour of the Company extends to the Company employees under the control of the Company, including former employees during the time that such former employees were under the control of the Company, who might have or had involvement or the ability to influence the affairs of the Company.
5. **Policies.** The Company has internal policies establishing ethical standards for its bidding practices which prohibit inappropriate bidding practices and unethical behaviour (including with respect to reporting on conflicts of interest) and the Company has internal processes and controls in place which monitor its bidding practices to ensure compliance with such policies. All such policies, processes and controls have been fully adhered to and complied with by the Company.

6. The prohibition on inappropriate bidding practices and unethical behaviour (including with respect to reporting on conflicts of interest) contained herein and the measures taken by the Company to ensure that such activity does not happen shall be stated in a written policy that shall, upon request, be provided to BLDC, and include copies of internal policies, processes and controls establishing ethical standards for the Company’s bidding practices and evidence of compliance by the Company with all such policies, processes and controls, and shall specify that violation may result in sanctions, up to and including disqualification.
7. **Notice.** The Company shall immediately notify BLDC in the event of a breach of its obligations contained in the RFQ for the Project. If a breach occurs, BLDC reserves the right (without limitation to any other right that may have), to disqualify the Company from continued participation in the RFQ and RFP for the Project.
8. **Further Assurances.** The Company agrees to inform BLDC of any future charges or investigations by a public body or convictions that may arise in the course of the procurement for the Project including the RFQ Process and the RFP Process, and to provide further information and assurances relating thereto, as BLDC may reasonably request, including without limitation an explanation as to the nature and extent of such charges or investigations by a public body or convictions.
9. **Reliance.** BLDC is relying upon the truth and accuracy of the statements set forth herein in all aspects relevant to the procurement process for the Project. The undersigned acknowledges that if at any time any of the information contained herein changes, the undersigned will advise of same in writing to BLDC, at the address below:

Reception Desk  
 BLDC  
 Triton House  
 1 Longfield Road  
 Southside  
 St. George DD03

Attention: Ships Wharf Redevelopment Manager

**IN WITNESS WHEREOF** I have signed the certificate effective as of the RFQ Submission Deadline.

**DATED** as of the \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_\_.

**[COMPANY]**

\_\_\_\_\_  
 Signature

\_\_\_\_\_  
 Printed Name

\_\_\_\_\_  
 Title/Position

I/We have the authority to bind the Company.

**APPENDIX 1 TO FORM C-4 – CERTIFICATE OF OFFICER**

**CHARGES OR INVESTIGATIONS BY A PUBLIC BODY  
RELATED TO INAPPROPRIATE BIDDING OR UNETHICAL BEHAVIOUR**

[List existing charges or investigations, if applicable]

**FORM C-5 – ACCOUNTING FIRM LETTER**

**[TO BE INSERTED ON CORPORATE LETTERHEAD]**

**[INSERT ADDRESS OF NAMED PROPONENT TEAM MEMBER]**

**Attention:**

**Date:**

**[Note to Proponents: Pursuant to Section 4.4 of the RFQ, the letter cannot be dated earlier than two years prior to the RFQ Submission Deadline.]**

**Re: BLDC Request for Proposals**

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Dear Sir/Madam,

We have been engaged by **[INSERT NAMED PROPONENT TEAM MEMBER]** (the “**Named Proponent Team Member**”) *to deliver the letter required by Section 4.6 of the RFQ.*

After review of the Named Proponent Team Member, we confirm:

- (a) attached as Appendix 1 to this letter is our methodology and key findings. In considering our summary of findings as documented in points (b) and (c) below one should read and consider all information documented in Appendix 1;
- (b) that the Named Proponent Team Member has, based on our view of general and best practices in managing conflicts of interest and ethical bidding practices, appropriate internal policies, processes and controls establishing ethical standards for its bidding practices (including with respect to reporting on conflicts of interest) in place; and
- (c) such policies, processes and controls, if consistently followed, are designed to provide a reasonable level of protection against unethical bidding practices, including failures to disclose conflicts of interest.

Sincerely,

*We have been engaged by **[INSERT NAMED PROPONENT TEAM MEMBER]** (the “**Named Proponent Team Member**”) to deliver the letter required by Section 4.6 of the RFQ.*

**APPENDIX 1 TO FORM C-5 – ACCOUNTING FIRM LETTER  
ACCOUNTING FIRM METHODOLOGY AND KEY FINDINGS**

[Attach accounting firm letter on methodology and key findings.]

**FORM C-6 – STATEMENT OF FINANCIAL NET WORTH**

**[TO BE INSERTED ON CORPORATE LETTERHEAD]**

**[INSERT ADDRESS OF NAMED PROPONENT TEAM MEMBER]**

TO: Bermuda Land Development Company Limited (“**BLDC**”)

RE: **[Company]** (the “**Company**”), as a Team Member of **[Proponent]** (“**Proponent**”), in respect of the Request for Qualifications (the “**RFQ**”) issued by BLDC for the Ships Wharf Cargo Port project (the “**Project**”)

I, **[Name]**, the undersigned, in my capacity as **[Title]** of the Company and not in my personal capacity, regarding the matters contained herein, do hereby certify, to the best of my knowledge, that the following financial information regarding the Company is true and accurate:

Financial information in (US\$ equivalent in 000s)	Historic information for previous 3 years (US\$ equivalent ‘000s)		
	Year 1 <sup>1</sup>	Year 2	Year 3
From Balance Sheet			
Total Assets			
Total Liabilities			
Current Assets			
Current Liabilities			
Net Worth			

I certify that the information provided herein has been extracted from the financial statements that have been submitted with this response to the Bermuda Land Development Limited Ships Wharf Cargo Port RFQ.

**IN WITNESS WHEREOF** I have signed the certificate effective as of the RFQ Submission Deadline.

**DATED** as of the \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_.

**[COMPANY]**

\_\_\_\_\_

Signature

\_\_\_\_\_

Printed Name

\_\_\_\_\_

Title/Position

I/We have the authority to bind the Company.

\_\_\_\_\_

<sup>1</sup>The most recent year must be no earlier than 2014.

**FORM C-7 – INCOME SUMMARY****[TO BE INSERTED ON CORPORATE LETTERHEAD]****[INSERT ADDRESS OF NAMED PROPONENT TEAM MEMBER]**TO: Bermuda Land Development Company Limited (“**BLDC**”)RE: **[Company]** (the “**Company**”), as a Team Member of **[Proponent]** (“**Proponent**”), in respect of the Request for Qualifications (the “**RFQ**”) issued by BLDC for the Ships Wharf Cargo Port project (the “**Project**”)I, **[Name]**, the undersigned, in my capacity as **[Title]** of the Company and not in my personal capacity, regarding the matters contained herein, do hereby certify, to the best of my knowledge, that the following financial information regarding the Company is true and accurate:**From Income Statement<sup>2</sup>:**

Total Revenue US\$ 000s					
Profits Before Taxes					
Profits After Taxes					

I certify that the information provided herein has been extracted from the financial statements that have been submitted with this response to the Bermuda Land Development Limited Ships Wharf Cargo Port RFQ.

**IN WITNESS WHEREOF** I have signed the certificate effective as of the RFQ Submission Deadline.**DATED** as of the \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_\_.**[COMPANY]**\_\_\_\_\_  
Signature\_\_\_\_\_  
Printed Name\_\_\_\_\_  
Title/Position

I/We have the authority to bind the Company.

\_\_\_\_\_  
<sup>2</sup> Income Statement from 2015, 2016, and 2017

## SCHEDULE D – PREQUALIFICATION SUBMISSION CHECKLIST

This checklist is provided for information purposes only and does not set forth specific requirements in detail. It is the exclusive responsibility of each Proponent to submit a complete Prequalification Submission in accordance with these RFQ Documents.

Section Reference		
<b>Request for Qualifications</b>		
Section 4.3(1)(a)	The Proponent’s Technical Submission was submitted in a separate sealed package marked “Technical Information”.	Yes / No
Section 4.3(1)(b)	The Financial Information Package was submitted in a separate sealed package marked “Financial Information”.	Yes / No
Section 3.4(1)	Proponent registered using the Official BLDC-Proponent Communication Interface service and paid the Registration Fee on or prior to the last day to register as a Proponent specified in the RFQ Data Sheet.	Yes / No
Section 4.3(2)	Proponent has paid the Submission Fee and submitted Wire Payment Confirmation confirming payment of the Submission Fee shall be included together with the Proponent’s Technical Submission package.	Yes / No
<b>Schedule B to the RFQ – Table 1</b>		
SECTION A – Proponent’s Technical Submission		
Section 1.0	Proponent’s Organization and Experience: 1.1 Proponent’s Organization and Experience	Yes / No
Section 2.0	Proponent Lead: 2.1 Proponent Lead’s Organization 2.2 Proponent Lead’s Project Management Approach 2.3 Proponent Lead’s Experience	Yes / No
Section 3.0	Design Team Member(s): 3.1 Design Team Member(s) Organization 3.2 Design Team Member(s) Design Approach 3.3 Design Team Member(s) Experience 3.4 Design Team Member(s) Local Bermuda Experience	Yes / No
Section 4.0	Construction Team Member(s): 4.1 Construction Team Member(s) Organization 4.2 Construction Team Member(s) Construction Approach	Yes / No

Section Reference		
	4.3 Construction Team Member(s) Experience 4.4 Construction Team Member(s) Local Bermuda Experience 4.5 Construction Team Member(s) Capacity	
Section 5.0	Operation Team Member(s): 5.1 Operation Team Member(s) Organization 5.2 Operation Team Member(s) Operation Plan 5.3 Operation Team Member(s) Experience 5.4 Operation Team Member(s) Local Bermuda Experience	Yes / No
Section 6.0	Local Capacity Building and Engagement: 6.1 Proponent Organization's Proposal to Create Local Employment, Training Opportunities and Capacity Building 6.2 Proponent Organization's Proposal for Community Stakeholder Engagement	Yes / No
Section 7.0	Conceptual Development Plan 7.1 Proponent Organization's Conceptual Design Plan for the Project	
SECTION B – Financial Information Package		
Section 8	Financial <ul style="list-style-type: none"> <li>• Supplementary information to support the requested responses (e.g. including financial statements, letters of support from funding sources, etc.)</li> <li>• Plan to secure funding</li> <li>• Overview of recent financial performance and financial strength</li> <li>• Letter from the Chief Financial Officer or equivalent officer of the company or companies whose financial statements are being provided stating that there have been no material adverse changes</li> </ul>	Yes / No
SECTION C - Additional Information and Items Required		
Section 9.0	Additional Information and Items Required	

Section Reference		
	9.1 Master Submission Form 9.2 Consent Declaration 9.3 Conflict of Interest, Confidential Information & Litigation Declaration 9.4 Certificate of Officer 9.5 Accounting Firm Letter 9.6 Statement of Financial Performance Forms Net Worth 9.7 Income Summary 9.8 Prequalification Submission Checklist	Yes / No

**SCHEDULE E – PROPONENT INFORMATION ENQUIRY FORM**

**Ships Wharf Cargo Port Project RFQ**

<b>To Be Completed by the Proponent:</b>			
<b>Request #</b>	[Insert Proponent Name and Sequential Number (e.g. 1, 2, 3, etc.)]		
<b>Raised By:</b>	[Insert Contact Name]		
<b>Address:</b>	[Insert Address]		
<b>Telephone:</b>	[Insert Telephone]		
<b>E-mail:</b>	[Insert E-mail]		
<b>Date Raised:</b>	[Insert Date]		
<b>Type of Request: (check applicable box)</b>	<input type="checkbox"/> Information	<input type="checkbox"/> Clarification	
<b>Source of Query:</b>			
<b>Reference Document:</b>	[Indicate Section reference and date, if applicable]		
<b>Request / Query (One request / query per sheet)</b>			
<b>To Be Completed By BLDC:</b>			
<b>Name of individual who prepared the response to this inquiry:</b>			
<b>Date response to inquiry was forwarded to above Proponent:</b>			

Note: Use this form to submit your questions regarding the RFQ to the Contact Person via e-mail.

TOR\_LAW\9428385\11  
DRAFT 06/09/18