



REGIONAL MUNICIPALITY
OF **WOOD BUFFALO**

**REQUEST FOR PROPOSALS (“RFP”)
for
SPORTS AND ENTERTAINMENT CENTRE
AND ANCILLARY DEVELOPMENTS**

RFP Number

QU 2975

(THIS IS NOT A TENDER)

Closing Time

November 14, 2013

4:00 PM Mountain Time

TABLE OF CONTENTS

1.	DEFINITIONS AND RFP DOCUMENTS.....	1
1.1.	DEFINITIONS	1
1.2.	RFP DOCUMENTS	1
2.	INVITATION SUMMARY	2
2.1.	PROJECT OVERVIEW	2
2.2.	PURPOSE OF THE RFP	2
2.3.	SHORT LISTED PROPONENTS.....	3
2.4.	PROPOSAL DELIVERY.....	3
2.5.	REQUESTS FOR CLARIFICATION	3
2.6.	NO LOBBYING.....	4
2.7.	CONFIDENTIALITY, PUBLIC ANNOUNCEMENTS.....	4
2.8.	REQUEST FOR EXTENSION.....	4
2.9.	RFP DATA ROOM	4
2.10.	ADDENDA	5
2.11.	RFP TIME TABLE.....	5
2.12.	PROPONENT MEETINGS	5
2.13.	EVALUATION OF PROPOSALS	6
2.14.	EFFECT OF RFP.....	10
3.	PROPOSAL SUBMISSION	12
3.1.	PROPOSAL CONTENT.....	12
3.2.	PRIMARY CONTACT	12
3.3.	CONFLICT OF INTEREST.....	12
3.4.	COST OF PREPARATION.....	12
3.5.	CONSENT TO USE OF INFORMATION.....	12
3.6.	FREEDOM OF INFORMATION AND PROTECTION OF PRIVACY ACT (ALBERTA).....	13
3.7.	BUSINESS CODE OF CONDUCT	13
3.8.	COUNCIL APPROVAL.....	13
3.9.	INTELLECTUAL PROPERTY RIGHTS AND PROPOSAL RETURN.....	13
3.10.	LITIGATION.....	13
3.11.	GEOTECHNICAL AND ENVIRONMENTAL INVESTIGATIONS	13
3.12.	OTHER INVESTIGATIONS	14
	APPENDIX A – PROJECT DETAILS AND PROPOSAL CONTENT REQUIREMENTS.....	A-1
1.	PROJECT DESCRIPTION.....	A-1
1.1.	BACKGROUND.....	A-1
1.2.	PROJECT SETTING	A-2
1.3.	SUPPORTING INFORMATION	A-3
1.4.	PROJECT SCOPE.....	A-4
1.5.	PROJECT LOCATION	A-4
2.	DESIGN REQUIREMENTS	A-8
2.1.	INTRODUCTION	A-8
2.2.	PROJECT SIZE – SPORTS AND ENTERTAINMENT CENTRE	A-9
2.3.	PROJECT SIZE – ANCILLARY DEVELOPMENTS.....	A-11
2.4.	OTHER PROJECT DESIGN CONSIDERATIONS	A-11
2.5.	PROJECT DESIGN TEAM BACKGROUND.....	A-13
2.6.	DRAWINGS AND SPECIFICATIONS – SPORTS AND ENTERTAINMENT CENTRE.....	A-13
2.7.	DRAWINGS AND SPECIFICATIONS – ANCILLARY DEVELOPMENT	A-15
3.	BUSINESS ARRANGEMENTS.....	A-16
3.1.	PREAMBLE	A-16
3.2.	BASIS OF AGREEMENT.....	A-17

TABLE OF CONTENTS

3.3.	FINANCIAL CONTRIBUTION BY THE PROPONENT TO THE PROJECT	A-17
3.4.	FINANCIAL CONTRIBUTION BY THE REGIONAL MUNICIPALITY OF WOOD BUFFALO TO THE PROJECT	A-18
3.5.	DETAILED BUSINESS PLAN – SPORTS AND ENTERTAINMENT CENTRE	A-19
3.6.	DETAILED BUSINESS PLAN – ANCILLARY DEVELOPMENTS	A-24
3.7.	FINANCING ARRANGEMENT – SPORTS AND ENTERTAINMENT CENTRE	A-24
3.8.	CONSTRUCTION PLAN - SPORTS AND ENTERTAINMENT CENTRE.....	A-26
3.9.	OTHER PROJECT MATTERS	A-27
APPENDIX B – REQUEST FOR INFORMATION.....		B-1
APPENDIX C – URBAN DESIGN GUIDELINES		C-1

1. DEFINITIONS AND RFP DOCUMENTS

1.1. DEFINITIONS

The following definitions apply to the following terms used throughout this document:

- (a) Ancillary Development Lands – means that portion of the Project Lands on which the Ancillary Development will be constructed.
- (b) Closing Time – means the date and time for the closing of this RFP as identified on the front cover, such extended date and time as determined by the RMWB.
- (c) Evaluation Team – means the individuals who will evaluate the Proposals on behalf of the RMWB.
- (d) Procurement Contact – means the individual identified in section 2.5 *Requests for Clarification* of this RFP responsible for managing the RFP process through whom all correspondence will flow, including receiving all commercial and technical questions and issuing addenda to this RFP.
- (e) Project - means the Sports and Entertainment Centre and Ancillary Development.
- (f) Project Lands – means the parcels with the legal descriptions of Plan 3523MC, Block 13, Lots 10-12 and Plan 616AO, Block 13, Lots 1-9 and Lots 18-25.
- (g) Proposal - means the Proponent's response to the RFP and includes all the Proponent's attachments and presentation materials.
- (h) Proponent – means a team of private sector participants approved by the RMWB to participate in this RFP, as set out in section 2.3 –*Short Listed Proponents* of this RFP.
- (i) RFP – means this Request for Proposals.
- (j) RMWB – means the Regional Municipality of Wood Buffalo.
- (k) Sports and Entertainment Centre Lands – means that portion of the Project Lands on which the Sports and Entertainment Centre will be constructed.

1.2. RFP DOCUMENTS

The following documents are attached to and form part of this RFP:

- Appendix A - Project Details and Proposal Content Requirements
- Appendix B - Request for Information
- Appendix C - Urban Design Guidelines

2. INVITATION SUMMARY

2.1. PROJECT OVERVIEW

The RMWB's procurement policies require fair, transparent and open exchange of opportunities with the public to develop relationships that will support the rapid growth of the RMWB.

This RFP is issued to invite Proposals for the Sports and Entertainment Center and development of Ancillary Development Lands, as further detailed in Appendix A attached.

Project Name:	Sports and Entertainment Centre and Ancillary Developments
Location:	Fort McMurray AB
Project Description:	<p>The RMWB has embarked on an exciting journey to develop a sustainable and vibrant City Centre within the Fort McMurray Urban Service Area ("City Centre McMurray") that will take its place on the world stage. RMWB has a vision to reinvent the central business district of City Centre McMurray to reflect a culturally diverse community and to highlight its natural landscapes, heritage features and iconic urban structure. As well, the new central business district will mirror a region that is vital and healthy and fosters an enviable quality of life. As part of this cornerstone of the downtown reinvention and revitalization, the RMWB will partner with industry to design, build, finance, operate and maintain a Sports and Entertainment Centre with a minimum of 7,000 fixed seats to be located in City Centre McMurray.</p> <p>In addition, there is a desire to see the Sports and Entertainment Centre developed in conjunction with other complementary uses on the Ancillary Development Lands. Complementary uses may include one or more of: convention and conference facilities, parking structure, hotel, retail outlets, restaurants, commercial offices, and residential.</p>

This RFP is not a tender and is not subject to the law of competitive bidding. No contract or agreement is created by the submission of a Proposal.

2.2. PURPOSE OF THE RFP

The purpose of this RFP is to solicit Proposals from Proponents with the expectation of selecting an appropriate Proponent team for the Project and entering into agreements with a Proponent to (a) design, build, finance, operate and maintain the Sports and Entertainment Centre and (b) to purchase or lease the Ancillary Development Lands and to develop the Ancillary Development Lands as described in this RFP. Submissions that do not address both elements (i.e., the Sports and Entertainment Centre and the Ancillary Development Lands) may be considered incomplete by RMWB. The RMWB may, however, choose to proceed separately with the Sports and Entertainment Centre and the Ancillary Development.

2.3. SHORT LISTED PROPONENTS

The RMWB approved four Proponent teams to participate in this RFP process further to the Request for Expressions of Interest issued previously for the Project. The Proponents are set out below. The RMWB may allow Proponents to make changes to their team composition upon the provision of appropriate information to the RMWB. Permitting changes to Proponent team composition will allow Proponents to provide Proposals that best respond to the nature of the Project and the detailed submission requirements set out in the RFP.

The following Proponents, listed in alphabetical order, are invited to submit Proposals for the Project:

Clearwater Consortium

Forum Equity Partners Inc.

International Coliseums Company and WAM Development Group

Integrated Team Solutions

2.4. PROPOSAL DELIVERY

The Closing Time for this RFP is **November 14, 2013** at 4:00 pm, Mountain Time.

Proposals should be received at the following address before the Closing Time.

Procurement Services Branch
Fourth Floor
9909 Franklin Avenue
Fort McMurray, AB T9H 2K4
Attn: Paul Warren

Proposals should be sealed and clearly marked with the RFP number, closing date and time.

The Proponent should submit 2 paper copies of its Proposal, inclusive of all written information and required drawings, one clearly marked “Original”, and the other clearly marked “Copy” and should not be bound. The Proponent should also submit one electronic copy of its Proposal in PDF format on CD, DVD or USB drive.

2.5. REQUESTS FOR CLARIFICATION

All enquiries relating to this RFP should be directed electronically to the Procurement Contact no later than October 31, 2013.

The Proponent should utilize the Request for Information (“RFI”) template attached at Appendix B for the submission of all questions, enquiries or requests for clarification or further information to the Procurement Contact, at:

Procurement Contact: Paul Warren
Supply Chain Management
Ph: 780-799-7482
Fax: 780-799-8696
Email: tenders@woodbuffalo.ab.ca

At its sole discretion, the RMWB may choose to not respond to an RFI. Unless expressly stated in the RFI submission, the RMWB will consider all RFI submissions to be general in nature and may at its discretion choose to make its response available to all Proponents as appropriate. The Proponent may clearly identify an RFI to be confidential in nature. If an RFI is identified as confidential, the RMWB may respond to the Proponent only. If the RMWB determines that an RFI submitted is not of a confidential nature, it will notify the relevant Proponent and request that the RFI be withdrawn as a confidential RFI and, at the Proponents discretion, resubmitted as a general RFI.

2.6. NO LOBBYING

Proponents and any other person associated with the Proponent should not communicate or attempt to communicate directly or indirectly with the RMWB, or any elected official, any Municipal employee or representative regarding this RFP during this RFP process other than through the contacts and methods provided in this RFP. The RMWB, in its sole discretion, may disqualify any Proponent who has not acted in accordance with this section 2.6.

2.7. CONFIDENTIALITY, PUBLIC ANNOUNCEMENTS

Proponents are expected to keep confidential all documents, data, information and other materials of the RMWB that are provided to or obtained or accessed by a Proponent in relation to this RFP and not otherwise made publicly available. Proponents are expected to not make any public announcements or news releases regarding this RFP, the Proponent's Proposal or the entering into of a Letter of Intent or any project agreement pursuant to this RFP, without the prior written approval of the RMWB.

2.8. REQUEST FOR EXTENSION

A request for an extension to the Closing Time will be considered if received by the Procurement Contact, in writing, by October 31, 2013.

2.9. RFP DATA ROOM

The RMWB has established an electronic Data Room to hold various detailed documentation relating to the specifications of the Project.

Further information may be added to the Data Room throughout the RFP process in response to Proponent requests or at the discretion of the RMWB. Proponents will be notified of this additional information through the issue of addenda to the RFP. Review of the documentation in the Data Room is highly recommended.

Proponents wishing to access the Data Room are required to execute a confidentiality agreement in a form provided by the RMWB and to return it by email to the Procurement

Contact. Proponents who do not execute and return the confidentiality agreement will not be given access to the Data Room. Failure to access the Data Room for any reason whatsoever, including as a result of not executing and returning the confidentiality agreement, will not be accepted as a valid excuse for failing to address any of the RFP requirements.

2.10. ADDENDA

The RMWB may respond to questions, make clarifications and changes, in its sole discretion, to this RFP at any time prior to the Closing Time through the issuance of addenda. Proponents should ensure they have received and reviewed all addenda (if any) prior to submitting a Proposal. All addenda issued by the RMWB form part of this RFP. Should the RMWB issue any addenda to the RFP, such addenda will be issued directly, by email, to Proponents. Proponents should acknowledge receipt of each addendum by return email.

2.11. RFP TIME TABLE

The timetable below shows the anticipated schedule for this RFP process. The dates shown are estimates and the RMWB may change the schedule at its sole discretion.

Activity	Date
Issuance of Request for Proposal	August 1, 2013
Proponent Meeting	September 12, 2013
Close of Questions	October 31, 2013
Closing Time	November 14, 2013
Proponent Interviews	Week of November 25, 2013
Presentations by short-listed Proponents	Week of January 13, 2014
Negotiation of the Letter(s) of Intent	January – March, 2014
Approval of Letter of Intent with Preferred Proponent	April - May, 2014
Negotiation of the final Project Agreements	June – August, 2014

2.12. PROPONENT MEETINGS

- (a) A meeting of RMWB with Proponents is scheduled as follows:

Date: September 12, 2013

Time: 1:30 PM

Location: Jubilee Centre, 9909 Franklin Avenue, Fort McMurray

Pertinent information regarding this RFP and the Project will be conveyed at this meeting and the meeting will allow Proponents to ask clarification questions related to the Project. The RMWB will issue an addendum following this meeting to confirm information conveyed to Proponents.

- (b) A meeting of Project stakeholders with Proponents is anticipated to be scheduled as follows:

Date: September 12, 2013

Time: TBD

Location: TBD

The purpose of this meeting is for the Proponents to receive input from Project stakeholders so as to better understand local needs and interests.

Note that this date is subject to change. The RMWB may require additional meetings with the Proponents at its discretion. Proponents will be responsible for any costs associated with preparation for and attendance at the Proponent meetings.

2.13. EVALUATION OF PROPOSALS

The RMWB may seek clarifications from any Proponent and conduct reference checks at any time during the evaluation process as needed.

The RMWB expects to evaluate Proposals in stages as follows:

Stage 1 – Weighted Evaluation based on Submitted Proposals and Interviews

The RMWB intends to review the submitted Proposals, and to interview each Proponent, and to then evaluate the Proposals using a weighted evaluation scoring method.

The purpose of the interviews is to address any questions or clarifications that the RMWB may have relating to Proposals. Proponents will be responsible for any costs associated with preparation for and attendance at the interview. The interviews will take place at a specified location within the RMWB.

Proposals will be evaluated using a scoring scale of 1 to 5 with the resulting score then multiplied by the pre-determined weighted evaluation value for each particular criterion. The weighted score for each item will be added together to arrive at an aggregate (total) score for the evaluation.

Proposals will be scored based on the subjective judgement and sole discretion of the RMWB's evaluation team with reference to the evaluation criteria and weightings set out below.

Item	Criteria	Weighted value
1	<p>Quality of Overall Team</p> <ul style="list-style-type: none"> - completeness of the team (design, construction, operations, financing, real property development, leasing) - experience and capabilities as demonstrated from previously completed comparable projects (mid-sized arenas and commercial development projects) - experience and capabilities of key individuals assigned to this project based on resumes and references - quality of references 	20
2	<p>Quality of Sports and Entertainment Centre Design and Construction Methodology and Approach</p> <ul style="list-style-type: none"> - quality of site planning including but not limited to access, traffic, parking strategy - quality of urban design approach - quality of the architectural design for the Sports and Entertainment Centre - innovation - flexibility of technology to respond to variety of uses for the Sports and Entertainment Centre - experience and capabilities as demonstrated from previously completed comparable projects (mid-sized arenas) - quality of development - demonstrated ability to deliver high quality projects on-time and on-budget - experience and capabilities of individual project managers - demonstrated ability to work with municipal client through the construction process - construction and project management approach - demonstrated ability to meet applicable Green Building Standard - quality of references 	15
3	<p>Quality of Operating Plan</p> <ul style="list-style-type: none"> - demonstrated experience in successfully managing mid-sized arenas including but not limited to booking 	20

	<p>and marketing</p> <ul style="list-style-type: none"> - experience and capabilities of individuals assigned to manage the facility - quality and completeness of the Proponent’s business plan - approach to securing events for the facility including but not limited to booking and marketing - approach to securing a lead tenant for the facility and timeline - quality of Maintenance Performance Plan 	
<p>4</p>	<p>Quality of Ancillary Development</p> <ul style="list-style-type: none"> - nature and timeline of the Ancillary Development - integration with Sports and Entertainment Centre Lands - design quality - quality of parking strategy - value ascribed to Ancillary Development Lands - responds to CCARP and CCLUB - maximizing density on the site - innovation in design - experience and capabilities as demonstrated from previously completed comparable commercial development projects - demonstrated ability to meet applicable Green Building Standard 	<p>15</p>
<p>5</p>	<p>Financing Plan</p> <ul style="list-style-type: none"> - extent of risk transfer from the RMWB to the Proponent - total development costs - nature and amount of financial obligations/contributions expected from the RMWB (including both capital contributions and operating contributions and including value ascribed to Ancillary Lands) - amount of equity and debt contributed by the Proponent - evidence of financial capacity and ability to obtain equity, debt and performance bonds - appropriateness of financial plan and financing strategy - length of term of Project Agreements - adequacy of Maintenance Performance Plan reserve 	<p>30</p>

	fund for Sports and Entertainment Centre	
	TOTAL	100

Stage 2 - Short-listing of Proponents

Based on the scores determined through the process described in Stage 1, the RMWB expects to rank the Proposals from highest to lowest score and to use this ranking to create a shortlist of Proponents to present their Proposals as contemplated in Stage 3. The RMWB will determine in its discretion how many Proponents to shortlist for Proposal presentations.

Stage 3 – Proposal Presentations

The RMWB expects to invite those Proponents shortlisted for Proposal presentations as contemplated in Stage 2 to present their Proposal, in person, to the RMWB and possibly to stakeholder representatives. The RMWB may provide shortlisted Proponents with guidance on expected content of the presentations.

The Proposal presentations will take place at a specified location within the RMWB. Shortlisted Proponents will be responsible for any costs associated with preparation for and attendance at their Proposal presentation.

Stage 4 - Re-evaluation and Adjusted Scores

Following the presentations, the RMWB may, if necessary, re-evaluate and assign adjusted scores to the previously determined scores of the shortlisted Proponents based on the new or updated information arising from the Proposal presentations, if any.

Stage 5 - Negotiation of Letter of Intent and Selection of Preferred Proponent

Based on the adjusted scores determined under Stage 4, if applicable, the RMWB will determine whether to invite the Proponent with the highest score to finalize a Letter of Intent with the RMWB, through the course of which the RMWB may negotiate with the Proponent with the highest score. Alternatively, the RMWB may invite the Proponents with the highest and second highest score (and third highest score and so on) to negotiate Letters of Intent with the RMWB either consecutively or concurrently, in which case the RMWB may modify its intended process as it considers appropriate.

During the negotiation process the RMWB may continue to seek clarifications and additional information from Proponents. An invitation to negotiate does not obligate the RMWB to conclude any contract with that Proponent.

The RMWB anticipates that the Letter of Intent will represent a statement of the shared understanding of the parties on the central terms and conditions of any future, final Project Agreements, including but not limited to:

1. Agreement Period(s);

2. Financial plan;
3. Performance security;
4. Operating and Maintenance Standards;
5. Lead tenant;
6. Other leasing, licencing, and concession agreements;
7. Project delivery schedule;
8. Design development and approval; and
9. Framework for the final project agreements

For greater clarity, the Letter of Intent is only to frame the negotiations of any final Project Agreements that the parties may enter into in future and is not a binding agreement.

The RMWB may negotiate and sign Letters of Intent with more than one Proponent. Upon concluding the process of negotiating and signing Letter(s) of Intent, the RMWB expects to identify as the preferred Proponent the Proponent that provides the best overall value to the RMWB as determined by the RMWB having regard to the negotiated Letters of Intent and the evaluation criteria set out in Stage 1 above. The preferred Proponent will be the Proponent selected to negotiate definitive project agreements with the RMWB.

The RMWB intends that the Letter of Intent with the preferred Proponent be presented to Council for approval following the identification of the preferred Proponent.

For clarity, the RMWB may negotiate with any Proponent, or more than one Proponent consecutively or concurrently.

Stage 6 - Negotiation of Project Agreements

Subsequent to Council approval of the Letter of Intent, the RMWB and the preferred Proponent will enter into negotiations on the final detailed Project Agreements with respect to the terms and conditions governing the design, construction, financing and ongoing operation and management of the Sports and Entertainment Centre and the lease or purchase and development of the Ancillary Development Lands by the Proponent.

If RMWB is unable to conclude these Project Agreements with the preferred Proponent, the RMWB may terminate negotiations with the preferred Proponent and enter into negotiations with any other Proponent, or cancel this RFP.

2.14. EFFECT OF RFP

This RFP is not intended to be a tender or otherwise subject to the laws applicable to competitive bidding. Except for any agreement or agreements entered into by the RMWB and each Proponent addressing matters relating to the payment of an honorarium, transfer of intellectual property rights and confidentiality, the RMWB does not intend to create a contractual relationship (either expressed or implied) or create any other legal duties or obligations, whether in contract, tort or other legal theory, with any Proponent submitting a Proposal in response to this RFP.

Submission of a Proposal does not obligate the RMWB to accept any Proposal or to proceed further with the development of the Project. Consideration of any Proposal shall be in the RMWB's sole discretion.

Proposals may be withdrawn or amended by Proponents by giving written notice to the RMWB prior to the RMWB and a Proponent executing the project agreements.

For greater certainty, Proponents are advised that RMWB is intending to conduct a flexible procurement process, not subject to the laws of competitive bidding or other legal duties, and that RMWB may, in its sole discretion, at any time and for any reason:

- (a) reject any and all Proposals (including, for greater certainty, the lowest cost proposal);
- (b) modify or vary any aspect of this RFP at any time before or after the time for submission of Proposals;
- (c) extend the deadline for submission of Proposals at any time before or after the time for submission of proposals;
- (d) accept any incomplete, conditional or irregular Proposal or any alternate Proposal, in whole or in part;
- (e) discuss the terms of a Proposal submitted by a Proponent with that Proponent at any time, on a confidential basis, for the purposes of clarification and/or negotiation of that Proposal;
- (f) allow any Proponent submitting a Proposal to modify or vary any aspect of its Proposal at any time;
- (g) verify or seek clarification of any and all information provided pursuant to this RFP;
- (h) negotiate any aspect of any Proposal (including price, design proposal, scope of services, letters of intent, and the terms of final project agreements) with one or more Proponent at any time;
- (i) allow any Proponent submitting a Proposal to make changes to the composition of its team at any time;
- (j) invite any Proponent to make changes to the composition of its team at any time, including during the evaluation process or as part of the evaluation process;
- (k) invite Proponents who were not shortlisted to present their Proposal, as contemplated at Stage 3 of the evaluation process described in section 2.13 of this RFP, to negotiate a Letter of Intent with the RMWB; and/or
- (l) cancel this RFP at any time for any reason and thereafter proceed in any manner it sees fit, in its sole discretion, including:

- i. issuing a new request for Proposals or other procurement document based on the same or changed specifications or other requirements;
- ii. entering into sole source negotiations with any one or more of the Proponents or any other person; or
- iii. cancelling the procurement in its entirety.

3. PROPOSAL SUBMISSION

3.1. PROPOSAL CONTENT

Proposals are expected to address the proposal content as set out in Appendix A – *Project Details and Proposal Content Requirements* and elsewhere in this RFP.

3.2. PRIMARY CONTACT

The Proponent should identify to the RMWB an organization from among the Proponent's team members and a primary contact at that organization. The contact individual at the contact organization identified by the Proponent will be the contact to whom the RMWB will direct all future communications to that Proponent for the purposes of this RFP.

3.3. CONFLICT OF INTEREST

The Proponent should identify in its Proposal any actual or potential conflicts of interest, or what could be perceived as a conflict of interest, that may compromise this procurement process or the entering into of any project agreement as contemplated in this RFP. The RMWB may reject any Proposal where, in the opinion of the RMWB, the Proponent could be in a conflict of interest or could be perceived to be in a possible conflict of interest position.

3.4. COST OF PREPARATION

The Proponent is responsible for all costs of preparing and presenting its Proposal and, if applicable, any negotiation and finalization of any agreement with the RMWB.

The RMWB expects to provide an honorarium in the amount of \$200,000 to unsuccessful Proponents who, in the opinion of the RMWB, followed the process described in this RFP and submitted a good faith proposal that is full and complete and that is acceptable to the RMWB in its sole and absolute discretion.

Further details relating to the payment of and eligibility for the honorarium will be set out in an agreement between the RMWB and each Proponent. The RMWB expects to pay the honorarium to eligible unsuccessful Proponents upon conclusion of the RFP process and execution of final project agreements between the RMWB and the preferred Proponent.

3.5. CONSENT TO USE OF INFORMATION

The Proponent consents, and has obtained the written consent from any individuals identified in the Proposal, for the RMWB to use any personal information provided in the Proposal to

evaluate the Proposal. The RMWB may request that the Proponent provide proof of the consent of individuals as described in this paragraph.

3.6. FREEDOM OF INFORMATION AND PROTECTION OF PRIVACY ACT (ALBERTA)

The RMWB recognizes that each response may contain information in the nature of trade secrets or commercial, financial, labour relations, scientific or technical information of or about a Proponent. The RMWB also understands that responses to this RFP are provided in confidence and protected from disclosure to the extent permitted under law. The RMWB is, however, bound by the *Freedom of Information and Protection of Privacy Act* (Alberta) and all documents submitted to the RMWB will be subject to provisions of this legislation.

The Proponent should identify appropriate parts of its Proposal as confidential since this will clearly establish its expectations toward the document, both to the RMWB as a public body and to the Information and Privacy Commissioner in any review or refusal of access. The RMWB, however, may not be able to meet these expectations in every instance.

3.7. BUSINESS CODE OF CONDUCT

Proponent must not offer to any municipal employee any gifts, gratuities, discounts or any other favours from a supplier or potential supplier to the RMWB.

3.8. COUNCIL APPROVAL

Any agreements resulting from this RFP are subject to the approval of Municipal Council.

3.9. INTELLECTUAL PROPERTY RIGHTS AND PROPOSAL RETURN

Proposals and accompanying documentation will not be returned to the Proponent. All intellectual property rights associated with the materials comprising the Proponent's Proposal will be transferred to the RMWB pursuant to an agreement between the RMWB and the Proponent.

3.10. LITIGATION

The RMWB may not consider Proposals received from Proponent where a team member of the Proponent is engaged in litigation with the RMWB as a party adverse in interest at the time of this RFP. Proposals received from such individuals or legal entities may be rejected.

3.11. GEOTECHNICAL AND ENVIRONMENTAL INVESTIGATIONS

RMWB has retained a firm to conduct geotechnical and environmental investigations of the Project Lands. It is the intention of the RMWB to post the report resulting from this work in the Data Room by mid-August 2013.

Should the results of this investigation be delayed, the RMWB may adjust the Closing Date.

3.12. OTHER INVESTIGATIONS

Proponents should conduct their own due diligence in relation to the Project and, except for the geotechnical and environmental investigations described in section 3.11 above, are responsible for carrying out, at their own cost, any independent investigations, surveys and studies that they consider necessary or appropriate in connection with developing a Proposal.

APPENDIX A - PROJECT DETAILS AND PROPOSAL CONTENT REQUIREMENTS RFP QU2975

APPENDIX A – PROJECT DETAILS AND PROPOSAL CONTENT REQUIREMENTS

1. PROJECT DESCRIPTION

1.1. BACKGROUND

The Regional of Wood Buffalo (“RMWB”) has embarked on an exciting journey to develop a sustainable and innovative City Centre within the Fort McMurray Urban Service Area (“City Centre McMurray”) that will take its place on the world stage.

At the heart of the largest industrial development in North America, the RMWB is one of the most dynamic and culturally diverse places in Canada. RMWB also continues to experience unmatched growth that is expected to continue for many years to come as the Athabasca Oil Sands continue to be developed. RMWB, in terms of population, has grown into the third largest municipality in Alberta. The opportunities presented in this dynamic environment are truly unique.

Central to the region’s future will be the development of City Centre McMurray. RMWB has a vision to reinvent the central business district of City Centre McMurray to reflect a culturally diverse community and to highlight its natural landscapes, heritage features and iconic urban structure. As well, the new central business district will mirror a region that is vital and healthy and fosters an enviable quality of life. RMWB is rapidly moving to ensure that the downtown is transformed into a city centre worthy of the global stature of the industry that it supports.

A number of key investments have already stimulated this reinvention process. To complement those investments, and stimulate even more creative and innovative growth, RMWB will be looking to private sector developers and consortia of developers to play a key part in contributing to, supporting and executing that vision.

To aid in the development of a new entertainment district, RMWB issued a Request for Expressions of Interest (“REI”) in March 2011 for a “Master Developer” for a regional events centre. This REI identified the need for a regional events centre (the “Sports and Entertainment Centre”) with a minimum of 7,000 fixed seats to be located in City Centre McMurray to serve as a cornerstone of the broader downtown reinvention and revitalization. In addition, the REI also identified a desire to see this Sports and Entertainment Centre developed in conjunction with other complementary uses, which may include one or more of the following:

- convention and conference facilities;
- hotel;
- retail outlets;
- restaurants;
- parking structure;
- commercial offices; and
- residential components

(the “Ancillary Development”)

APPENDIX A - PROJECT DETAILS AND PROPOSAL CONTENT REQUIREMENTS

RFP QU2975

With the closing of the REI process and the short listing of the four Proponents, RMWB is now looking to select a Proponent who will be creative in their approach, timely in their delivery and offer the community a result second to none, and envisioning the Project as the starting point of a creative, ongoing development of the entertainment district.

1.2. PROJECT SETTING

The central business district of City Centre McMurray lies in a natural setting bounded by the Athabasca and Clearwater Rivers. Located some 400 kilometres northeast of Edmonton, RMWB has a total population (2012) of almost 119,500 people, with some 76,000 people living in the Fort McMurray Urban Service Area. With an annual population growth rate of more than 7% per year for the last decade, RMWB is quickly becoming a burgeoning world centre. Close to the City Centre are the growing communities of Sapræ Creek, Anzac, Draper, Gregoire Lake Estates and Fort McKay; overall, RMWB is projected to become a regional market of over 230,000 people by 2030, more than 196,000 of whom are expected to reside within the Fort McMurray Urban Service Area.

Figure 1

Location of Regional RMWB of Wood Buffalo

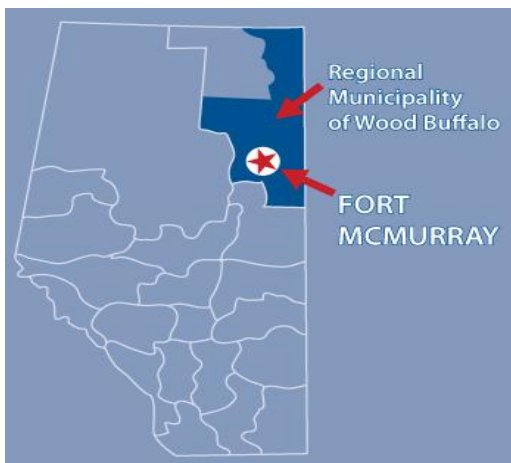
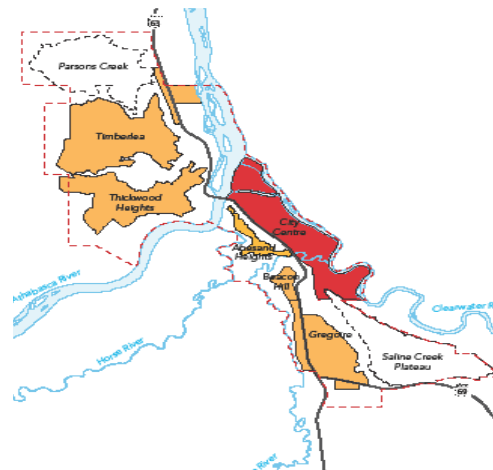


Figure 2

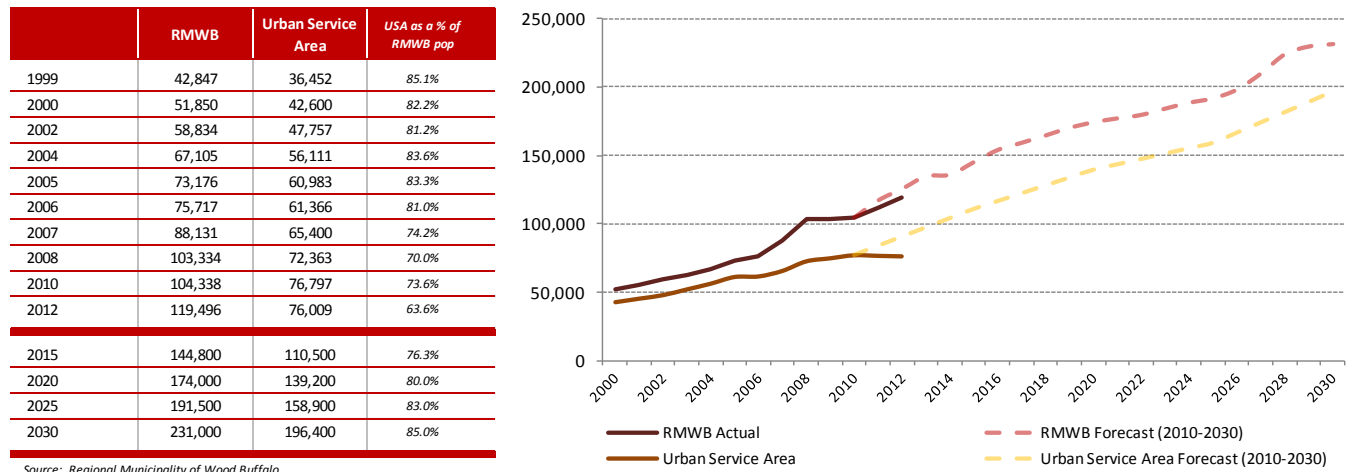
Map of the RMWB Urban Service Area



APPENDIX A - PROJECT DETAILS AND PROPOSAL CONTENT REQUIREMENTS
RFP QU2975

Figure 3

Actual and projected population, RMWB, Urban Service Area and City Centre McMurray, 1999 – 2030



The Athabasca Oil Sands have been the subject of exploration and experimentation for a considerable time. Serious oil sands exploration began in 1914, and by 1936, an experimental oil sands site began operating along the Clearwater River, just opposite the central business district of City Centre McMurray. These efforts paved the way for the eventual development of the Great Canadian Oil Sands Company (now Suncor) project in 1963 and the Syncrude Oil Sands plant in 1973. Today, RMWB is anchored by an oil sands industry which has committed over \$97 billion in current and scheduled project starts; planned investments of over \$500 billion are also expected over the next two decades.

1.3. SUPPORTING INFORMATION

RMWB’s interest in the Sports and Entertainment Centre and Ancillary Developments (together referred to as the “Project”) has been substantiated by various community engagement sessions and a range of planning studies and statutory documents. Interested developers are encouraged to review such documents as the Municipal Development Plan (“MDP”), City Centre Area Redevelopment Plan (“CCARP”), City Centre Land Use Bylaw (“CCLUB”), Waterfront Program, the development plans for MacDonald Island, the Wood Buffalo Regional Economic Development Strategy and others.

The RMWB has recently updated its planning bylaws to underlie its ongoing commitment and growth for City Centre McMurray. Proponents are encouraged to follow ongoing planning processes since they are intended to define the RMWB’s future.

APPENDIX A - PROJECT DETAILS AND PROPOSAL CONTENT REQUIREMENTS

RFP QU2975

Proponents are also encouraged to thoroughly review and understand the goals, objectives, policies, frameworks and requirements of each of the MDP, CCARP, and CCLUB, among other documents. These documents will be available in the data room.

1.4. PROJECT SCOPE

RMWB owns the lands upon which the Project will be developed. It is anticipated that the RMWB will enter into a long-term lease with the preferred Proponent in respect of the Sports and Entertainment Centre Lands; the Proponent will then design, build, finance, operate and maintain the Sports and Entertainment Center. The RMWB will also either sell the Ancillary Development Lands to the preferred Proponent or enter into a long-term lease with the preferred Proponent pursuant to which the preferred Proponent will develop the Ancillary Development Lands.

The Sports and Entertainment Centre component of the Project is to contain the following features:

- An NHL-sized bowl with a minimum of 7,000 fixed-seats, in addition to concert seating on the floor;
- Club seating, corporate boxes and corporate hospitality areas;
- Box office;
- At-grade, street accessible commercial spaces (retail, restaurants, etc.);
- Site servicing and specified on-site parking.

The potential land uses and applicable development standards associated with the Project are more particularly described in the MDP, CCARP and CCLUB; Proponents should refer to these documents in developing their Proposal. Without limiting the foregoing, the Ancillary Development may include a mixed-use development containing such uses as parking structure, retail, commercial, office, hotel and residential uses and built to a potential maximum development density of up to ten times site coverage (measured on the Project Lands).

Proponents should note that RMWB will have no financial involvement whatsoever in the Ancillary Development.

1.5. PROJECT LOCATION

The Project Lands are located within the central business district of City Centre McMurray on a site generally bounded by Franklin Avenue to the northeast, Morrison Street to the northwest, MacDonald Avenue to the southwest and Main Street to the southeast. Proponents should note that the Project Lands do not include the lands occupied by the Nomad Inn building, located at the southern corner of the site (at the intersection of Main Street and MacDonald Avenue).

APPENDIX A - PROJECT DETAILS AND PROPOSAL CONTENT REQUIREMENTS
RFP QU2975

Figure 4

General Location of Project Lands in City Centre McMurray



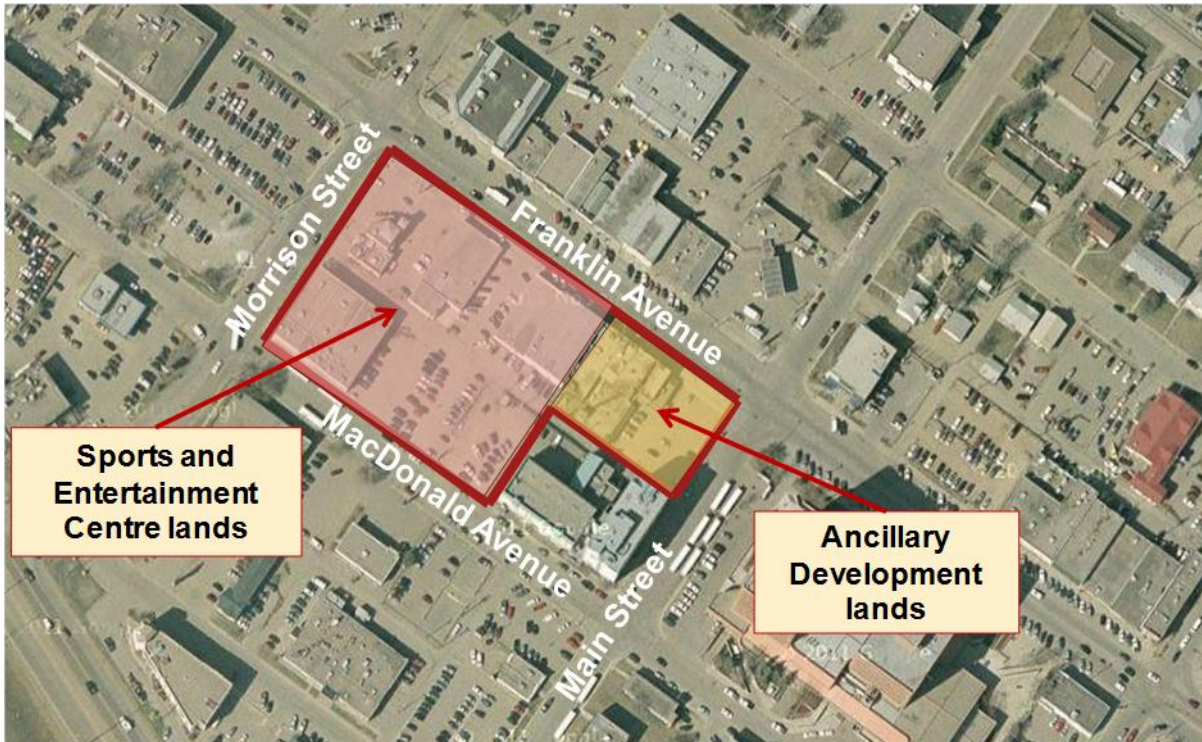
Figure 5

Location of Project Lands within the Central Business District of City Centre McMurray



APPENDIX A - PROJECT DETAILS AND PROPOSAL CONTENT REQUIREMENTS
RFP QU2975

Figure 6
Delineation of the Sports and Entertainment Centre and Ancillary Development Lands



The Project Lands measure approximately 3.04 acres in total size, divided between 2.44 acres for the portion upon which the Sports and Entertainment Centre may be constructed, and 0.60 acres for the portion upon which the Ancillary Developments may be constructed.

The portion of Project Lands upon which the Sports and Entertainment Centre may be constructed has the following measurements:

- 380 feet of frontage along Franklin Avenue;
- 280 feet of frontage along Morrison Street;
- 380 feet of frontage along MacDonald Avenue; and
- 280 feet of depth between MacDonald and Franklin Avenues.

The portion of Project Lands upon which the Ancillary Developments may be constructed has the following measurements:

- 200 feet of frontage along Franklin Avenue;
- 130 feet of frontage along Main Street;

APPENDIX A - PROJECT DETAILS AND PROPOSAL CONTENT REQUIREMENTS RFP QU2975

- Morrison Street: 450 mm storm sewer and 150 mm water pipe;
- MacDonald Avenue: 200 mm sanitary sewer and 400mm water pipe; and
- Main Street: 250 mm sanitary sewer, 600 mm storm pipe and 150 mm water pipe.

Figure 8

Location of Municipal Services in vicinity of Project Lands



As noted in Section 3.11 of this RFP, some preliminary geotechnical and environmental information with respect to the Project Lands is being prepared for the RMWB.

2. DESIGN REQUIREMENTS

2.1. INTRODUCTION

The design and construction of the Sports and Entertainment Centre must be of a high quality, compatible with an iconic, state-of-the-art sports and entertainment centre, and designed to facilitate RMWB's desire to establish City Centre McMurray as an entertainment hub and facilitate the area's reinvention and revitalization in accordance with the CCARP. The design, construction and use of the Ancillary Development must be similarly iconic high quality urban mixed-used development, and

APPENDIX A - PROJECT DETAILS AND PROPOSAL CONTENT REQUIREMENTS

RFP QU2975

consistent with the MDP, CCARP and CCLUB. The following sections describe in more specifics the architectural, urban design and functional space design considerations of the Project.

Proponents should do sufficient design analysis to (a) ensure that the functional and urban design criteria set out in this RFP and relevant planning documents can be met, and (b) to properly estimate the cost of the Sports and Entertainment Centre (Class C estimate). The RMWB is not expecting a fully developed schematic design at this time. The drawings and specifications to be submitted should be sufficient in detail to illustrate how objectives (a) and (b), above, have been met. However, in order to be able to understand and assess the level of quality proposed with respect to materials, finishes, mechanical systems, landscaping, etc., Proponents should submit examples of existing 5,000-10,000 seat arena complex projects which have been constructed in the last 10 years, against which such proposed quality standards can be benchmarked. Examples submitted should be projects on which the Proponent or members thereof have first-hand knowledge, based on having been responsible for the execution, design and / or delivery of same. In proposing quality standards that will be met in this Sports and Entertainment Centre, architectural drawings and specifications submitted as part of a Proposal should make direct reference to the applicable aspects of those comparable projects.

2.2. PROJECT SIZE – SPORTS AND ENTERTAINMENT CENTRE

Proposals should be based on the following general information:

- An NHL-sized arena bowl (200 feet by 85 feet, with 28 foot corner radii), with fixed-seating for a minimum of 7,000 spectators;
- Club seating, luxury suites and corporate hospitality areas;
- Accessible viewing positions;
- Floor non-fixed seating for up to 1,500 spectators;
- One home team dressing room complete with washroom facilities, showers and coach's offices and suitable for a quality hockey team;
- Home team weight and fitness room, trainer's room, laundry room and storage;
- Home team office area complete with portioning, finishes and washroom facilities;
- Boardrooms and smaller meeting rooms for use by the lead tenant, administration, etc.;
- Five (5) additional dressing rooms, each with bench seating, coat hooks, toilets, sinks, bottle filler hose bibs and shower area, one of which would be suitable for use for visiting quality hockey teams;
- One (1) official's room complete with bench seating, lockers, toilet, sink and shower area;
- Female and male accessible washrooms sufficient in size and number of fixtures to accommodate the anticipated occupancy load;

APPENDIX A - PROJECT DETAILS AND PROPOSAL CONTENT REQUIREMENTS

RFP QU2975

- Concession points of sale within an interior concourse, complete with required furnishings and equipment;
- Kitchen facilities, complete with required furnishings and equipment, for servicing the concession points of sale and corporate boxes / luxury suites;
- Press boxes with a full view of centre ice and an unobstructed view of the playing surface, complete with counters and washroom facilities;
- Main lobby, concourses and circulation spaces;
- Central security office;
- Facility administration offices complete with partitioning, finishes and washroom facilities;
- Ticket sales office;
- Retail and restaurants spaces providing both Sports and Entertainment Centre and street-front access;
- First aid room;
- Staff room and janitor room;
- Associated back-of-house and other support spaces to facilitate the Sports and Entertainment Centre being used for concerts and other special events and flat-floor shows (including adequate storage, green rooms, ability for transport truck access into the building, etc.);
- Sufficient storage (including storage for ice surface covering, chairs, supplies, dashboards and dasherboard glass, etc.);
- loading / unloading areas (to accommodate shows, etc.);
- Electrical and mechanical rooms;
- Ice resurfacing machine rooms with ice pit;
- 2,000-4,000 square feet of space to be leased by the RMWB for its exclusive use;
- The RMWB may have certain concession requirements, which requirements, if any, will be available in the Data Room; and
- Stair shafts and elevators and elevator lobbies.

The Proposal should provide a parking strategy for the Sports and Entertainment Centre including the following:

- On the Sports and Entertainment Centre Lands:

APPENDIX A - PROJECT DETAILS AND PROPOSAL CONTENT REQUIREMENTS

RFP QU2975

- parking for building staff, team officials and players, and suite holders; parking for handicapped patrons; parking required for any commercial, restaurant or retail use in the proposed development in accordance with the requirements of the CCLUB; and surface parking may be considered only for very limited loading and drop off areas.
- Off the Sports and Entertainment Centre Lands:
 - a strategy to accommodate all spectator parking.

Access by buses and transport trucks to the Sports and Entertainment Centre should also be addressed.

2.3. PROJECT SIZE – ANCILLARY DEVELOPMENTS

Proposals should be based on the following general information:

- A minimum total land size of 0.60 acres with the general dimensions set out in section 1.5 of this Appendix A;
- Intended uses, densities and features should comply with the requirements, specifications and policies outlined in the MDP, CCARP and CCLUB. For clarity, uses may include but are not limited to, convention and conference facilities, parking structure, hotel, retail outlets, restaurants, office and residential, whether stand-alone or in combination as part of a mixed-use development.

The Proposal should provide a parking strategy for the Ancillary Developments to address the parking requirements of the proposed development in accordance with the CCLUB standards.

2.4. OTHER PROJECT DESIGN CONSIDERATIONS

General

Other matters to be addressed include the following:

- The quality of the design, construction, internal and external finishings and the amenities of the Sports and Entertainment Centre should allow and enable it to lend itself to a wide variety of sports, entertainment and community uses on a year-round basis.
- The urban design and architectural treatment of the Project should be consistent with its downtown locational context and should enhance the role of the Project in encouraging significant further development interest within the central business district of City Centre McMurray.
- The physical design of the Sports and Entertainment Centre should comprise a bowl shaped arena / stadium, with retractable seats to allow for the option of a larger playing area (including an international ice hockey configuration) as well as a staging area for concerts.

APPENDIX A - PROJECT DETAILS AND PROPOSAL CONTENT REQUIREMENTS

RFP QU2975

- Luxury suites and Club seats are to be included within the minimum of 7,000 fixed seat requirement of the Sports and Entertainment Centre.
- Proponents are encouraged to maximize the amount of at-grade, street front retail and restaurant uses to be included in the Project.
- The Proponent may suggest amendments to the CCLUB that will allow a better Project design, if the current CCLUB requirements are unnecessarily restrictive.

Urban Design

Attached as Appendix C are a set of urban design guidelines that have been developed to assist Proponents in the design and siting of the Project in a way that is consistent with the policies of the CCARP and CCLUB.

Barrier free access

Barrier free access should be provided for physically disabled persons within the Sports and Entertainment Centre, including a portion of the seating area, the ice surface, washrooms and ancillary spaces including but not limited to restaurants, retail spaces, and parking areas. The Ancillary Development should also provide barrier free access for physically disabled persons.

In keeping with the principles of accessibility, the Project design should recognize and accommodate those with disabilities (including physical, visual and hearing disabilities) and provide a design which will ensure accessibility, comfort and safety.

Communications systems

The Sports and Entertainment Centre should be equipped with appropriate media communications systems including provision for audio, visual, data and wireless communications, including within the press box areas, along with appropriate camera mounts / boxes for televising events. The Sports and Entertainment Centre should have effective sound, lighting and control space and include appropriate public address systems throughout.

Gender equity

The design of the Sports and Entertainment Centre should have regard to gender equity in the provision of recreational facilities and opportunities (including but not limited to visual separation into change rooms).

Proponents should also have specific regard to the need for the safe usage of the Project developments by all user groups.

Green Building Standard

The Project should achieve the Green Building Standard requirements outlined at Section 9.7.11 of the CCLUB.

APPENDIX A - PROJECT DETAILS AND PROPOSAL CONTENT REQUIREMENTS

RFP QU2975

2.5. PROJECT DESIGN TEAM BACKGROUND

Sports and Entertainment Centre

Proponents should submit the following with respect to the Sports and Entertainment Centre:

- Detailed descriptions of three (3) to five (5) comparable projects about which the Proponent will describe, at a minimum:
 - (a) building features,
 - (b) overall design quality,
 - (c) approach to finalizing the design,
 - (d) approach to working with its client and broader community, and
 - (e) its approach to working with municipal clients.
- Identification of the principal designers /architects who will be continually assigned to the Sports and Entertainment Centre, noting their role on the above reference projects; and
- Two (2) additional client references.

Ancillary Development

Proponents should submit the following with respect to the Ancillary Development:

- Detailed descriptions of three (3) to five (5) comparable projects similar to the Proposal as it relates to the Ancillary Development, about which the Proponent will describe key building features and overall design quality.
- Identification of the principal designers / architects who will be continually assigned to the Ancillary Development, noting their role on the above reference projects; and
- Two (2) additional client references.

Proponents should provide client references for all of the above referenced projects.

2.6. DRAWINGS AND SPECIFICATIONS – SPORTS AND ENTERTAINMENT CENTRE

Proponents should do sufficient design analysis to (a) ensure that the functional and urban design criteria set out in this RFP and relevant planning documents can be met, and (b) to properly estimate the cost of the Sports and Entertainment Centre (Class C estimate). The RMWB is not expecting a fully developed schematic design at this time. However, submitted drawings and specifications should be of sufficient scale and depth to illustrate how the objectives set out in (a) and (b), above, have been met in the Proposal.

APPENDIX A - PROJECT DETAILS AND PROPOSAL CONTENT REQUIREMENTS

RFP QU2975

Proponents should detail the approach they would implement, if selected, to finalize the design of the Sports and Entertainment Centre, including their approach to stakeholder consultation.

The following drawings should be provided in the Proposal:

Architectural

1. A context plan showing a roof plan of the proposed buildings on the site, in the context of the surrounding streets buildings to a distance of approximately 400 meters from the site's boundaries.
2. A site plan (scale 1:500) illustrating the street level plans of all buildings proposed for the site, clearly illustrating the location of street-related retail uses, proposed pedestrian entry and exit points for each, points of entry and exit for service deliveries and event loading, and parking.
3. A landscape plan (scale 1:400) showing locations of proposed landscaping, paved areas and walkways, proposed locations for public art. Standard of landscape and paving materials should be described citing examples of comparable projects completed by the Proponent.
4. A ground floor plan (scale 1:200) of each major building on the site clearly illustrating street-related retail uses, proposed pedestrian entrances and exits for each, entries and exits for service delivery and event loading, and on-site parking facilities.
5. Floor plans of other typical and non-typical levels (scale 1:200) showing conceptual floor layouts and normal and emergency pedestrian circulation facilities (vertical and horizontal), and annotations of rentable / saleable areas proposed.
6. Building sections (scale 1:200) clearly illustrating the vertical layout of key elements of the Sports and Entertainment Centre and their interrelationship, key building profile characteristics and dimensions relative to the requirements of the CCLUB and Urban Design Guidelines, vertical arrangement and interrelationship of proposed land uses. Standard of finishes and materials should be described citing examples of comparable projects completed by the Proponent.
7. Building Elevations (scale 1:200) indicating intended massing, conceptual façade articulation, and including indication of the intent with respect to all elements required by the CCLUB and Urban Design Guidelines. Standard of finishes and materials should be described citing examples of comparable projects completed by the Proponent.

Structural

- Outline description of structural design concept
- Outline description of structural specifications

Mechanical / electrical

- The RMWB is developing a district energy system (the "System") for the City Centre area. It is expected the Sports and Entertainment Centre may connect to and utilize the available capacity

APPENDIX A - PROJECT DETAILS AND PROPOSAL CONTENT REQUIREMENTS

RFP QU2975

of the System for heating and cooling demands. Proponents should review section 9.7.12 of the CCLUB on Green Utilities.

- Outline description of specifications of the proposed mechanical systems including consideration of connection to the proposed infrastructure of the RMWB's proposed System.

Information technology and communications

- Describe IT systems as it pertains to:
 - scoreboards (typical, video quality, etc.) and other spectator experience technologies
 - press boxes
 - luxury suites
 - advertising and way finding
 - telecommunications infrastructure, including communications systems within the Sports and Entertainment Centre
 - data and wireless
 - television – CCTV / broadcast
 - security systems
 - building and energy management
 - emergency management

Green Building Standard

- Describe the approach the Proponent will take to achieve the Green Building Standard outlined at section 2.4 of this Appendix A to the RFP.

2.7. DRAWINGS AND SPECIFICATIONS – ANCILLARY DEVELOPMENT

Proponents are expected to do sufficient design analysis to ensure that (a) the functional and urban design criteria set out in this RFP can be met, and (b) to properly estimate the cost of the Proponent's proposed Ancillary Development (Class C estimate). The RMWB is not expecting a fully developed schematic design at this time. However, submitted drawings and specifications should be of sufficient scale and depth to illustrate how the objectives in (a) and (b), above, have been met in the Proposal.

Drawings that should be provided in the Proposal:

Architectural

APPENDIX A - PROJECT DETAILS AND PROPOSAL CONTENT REQUIREMENTS

RFP QU2975

1. A context plan showing a roof plan of the proposed buildings on the site, in the context of the surrounding streets buildings to a distance of approximately 400 meters from the site's boundaries.
2. A site plan (scale 1:500) illustrating the street level plans of all buildings proposed for the site, clearly illustrating the location of street-related uses, proposed pedestrian entry and exit points for each, points of entry and exit for service deliveries and parking and integration, if any, with the Sports and Entertainment Centre.
3. A landscape plan (scale 1:400) showing locations of proposed landscaping, paved areas and walkways, proposed locations for public art. Standard of landscape and paving materials should be described citing examples of comparable projects completed by the Proponent.
4. A ground floor plan (scale 1:200) of each major building on the site clearly illustrating street-related uses, proposed pedestrian entrances and exits for each, entries and exits for service delivery and on-site parking facilities.
5. Floor plans of other typical and non-typical levels (scale 1:200) showing conceptual floor layouts and normal and emergency pedestrian circulation facilities (vertical and horizontal), and annotations of rentable / saleable areas proposed.
6. Building sections (scale 1:200) clearly illustrating the vertical layout of Ancillary Development and its interrelationship, key building profile characteristics and dimensions relative to the requirements of the CCLUB and Urban Design Guidelines, vertical arrangement and interrelationship of proposed land uses. Standard of finishes and materials should be described citing examples of comparable projects completed by the Proponent.
7. Building Elevations (scale 1:200) indicating intended massing, conceptual façade articulation, and including indication of the intent with respect to all elements required by the CCLUB and Urban Design Guidelines. Standard of finishes and materials should be described citing examples of comparable projects completed by the Proponent.

Mechanical / electrical

- The RMWB expects that the Ancillary Development may use the System described at Section 2.6 of this Appendix A.
- Outline description of specifications of the proposed mechanical systems including consideration of connection to the proposed infrastructure of the RMWB's proposed System.

Green Building Standard

- Describe the approach the Proponent will take to achieve the Green Building Standard outlined at section 2.4 of this Appendix A to the RFP.

3. BUSINESS ARRANGEMENTS

3.1. PREAMBLE

APPENDIX A - PROJECT DETAILS AND PROPOSAL CONTENT REQUIREMENTS

RFP QU2975

Proponents should have completed sufficient due diligence in order to submit comprehensive business plans and financial proposals as part of their Proposal. It is the expectation of RMWB and its advisors that Proponents will provide, at a minimum and as part of their business and financial proposals, their basis and market support for all other contract and non-contract revenue.

3.2. BASIS OF AGREEMENT

It is expected that the preferred Proponent will design, build, finance, operate and maintain the Sports and Entertainment Centre for a 40 year period, and will lease or purchase the Ancillary Development Lands and will develop the Ancillary Development within a specified period of time (each, an “*Agreement Period*”).

Separate Project Agreements respecting the Sports and Entertainment Centre and Ancillary Development will be entered into.

The duration of the Agreement Period for each of the Sports and Entertainment Centre and Ancillary Development should be agreed upon in the Letter of Intent.

Upon expiry of the Agreement Period(s), ownership of the Sports and Entertainment Centre and, if the Ancillary Development Lands have been leased, the Ancillary Development, will revert to RMWB free and clear of all encumbrances.

Proponents should indicate the required length of the Agreement Period for the Sports and Entertainment Centre and Ancillary Development as part of the detailed business plan which must be submitted. The Agreement Period should be of sufficient duration for the Proponent to amortize the capital costs and achieve its desired return on invested capital. Proponents must also describe in detail how all rights, title and interest in the facilities which comprise the Sports and Entertainment Centre and Ancillary Development (if the Ancillary Development Lands are leased) will be transferred to RMWB at the end of the Agreement Period(s).

3.3. FINANCIAL CONTRIBUTION BY THE PROPONENT TO THE PROJECT

Proponents should detail their proposed financial contribution to the Sports and Entertainment Centre and their purchase or lease of the Ancillary Development Lands. Proponents should provide the following:

- A clear indication of the amount and source(s) of any equity which is to be invested in the Sports and Entertainment Centre, together with details of any covenants or agreements relating to the use of these funds.
- The value which they have ascribed to the lease or purchase of the Ancillary Development Lands. If purchased, the RMWB may consider contributing all or part of this value as a contribution to the financing of the Sports and Entertainment Centre; if leased, the RMWB may consider directing all or part of the annual lease revenue to support the Sports and Entertainment Centre’s operations or it may provide a capitalized contribution, based on its cost of capital, to the financing of the Sports and Entertainment Centre.

APPENDIX A - PROJECT DETAILS AND PROPOSAL CONTENT REQUIREMENTS

RFP QU2975

- Details regarding the amount of financing which the Proponent will raise to separately fund the Sports and Entertainment Centre and the Ancillary Development. In this regard, Proponents should not identify any contribution to the Sports and Entertainment Centre's capital cost from Federal or Provincial Government sources of any kind. In addition, all private sector financing, including corporate sponsorships, should be substantiated as part of the submission.
- Proof, to the satisfaction of RMWB and its advisors, including audited financial statements and letters from bankers, that the Proponent has sufficient capacity to finance the construction of the Project and to cover any annual operating shortfall / loss related to the Sports and Entertainment Centre. The RMWB expects that this proof be provided by those members of the Proponent providing equity and arranging financing.

Proponents should note that all equity investments and project financing which are to be invested in the Sports and Entertainment Centre must be invested at the outset of the Sports and Entertainment Centre's development. RMWB may consider assisting in funding a portion of the capital costs of constructing the Sports and Entertainment Centre through a capital contribution as detailed above, only once all equity has been invested by the Proponent and debt financing has been fully advanced and spent. Detailed requirements regarding financing arrangements are provided in Section 3.7, of this Appendix A.

3.4. FINANCIAL CONTRIBUTION BY THE REGIONAL MUNICIPALITY OF WOOD BUFFALO TO THE PROJECT

Land and capital costs

The Project will be located on the site described in Section 1.5, above. The Sports and Entertainment Centre Lands will be leased from the RMWB. The Ancillary Development Lands may be either leased or purchased from the RMWB.

The RMWB desires to minimize its capital investment and eliminate its exposure to all on-going business risks associated with the Sports and Entertainment Centre and will have no on-going involvement or financial interest whatsoever in the Ancillary Development.

The RMWB will not underwrite or provide its corporate guarantee or covenant on any debt financing which is to be secured by the Proponent in order to complete the Project or any portion of it but may consider providing the contribution as described above. The RMWB may agree to provide fixed annual operating contributions to the Sports and Entertainment Centre in exchange for certain right to access and use of same.

No assumption of operating risk

The RMWB will not be involved in the ongoing operation of the Project, but will have approval and supervisory rights with respect to certain aspects of the operations and financial matters of the Sports and Entertainment Centre, acting reasonably.

APPENDIX A - PROJECT DETAILS AND PROPOSAL CONTENT REQUIREMENTS

RFP QU2975

In seeking to minimize its capital and on-going business risks associated with the Sports and Entertainment Centre, RMWB will not underwrite any operating losses or have any liability associated with the Sports and Entertainment Centre.

Proposals should eliminate risk to the RMWB associated with the construction, financing, operation and long-term maintenance of the Project.

3.5. DETAILED BUSINESS PLAN – SPORTS AND ENTERTAINMENT CENTRE

Proponents should submit a detailed business plan for the Sports and Entertainment Centre that identifies, over the term of the proposed Agreement Period, all projected operating revenues, expenses and major maintenance obligations.

Proposals should include a description as to how the Proponent will approach securing the lead tenant hockey franchise for the Sports and Entertainment Centre, including the timeline.

Proposals should include the following:

- Identification of three (3) to five (5) comparable projects which the Proponent has managed. Proponents should outline their role on the management, programming, event attraction, marketing, operations, and maintenance of each and detail the programming and event history and net operating position which the project obtained over its most recently completed three years. Client references should be provided for each referenced project.
- Identification of specific team members to be assigned to the management, operations, programming and marketing of the Sports and Entertainment Centre , noting their proposed role and the role they played at the referenced projects.

Detailed business plans for the Sports and Entertainment Centre should be provided and include the following components:

Projected capital costs

Proponent submissions should include a detailed breakdown of the estimated capital costs associated with the Sports and Entertainment Centre. Capital costs should be calculated at a “Class C” level and, at a minimum, include the following:

- All infrastructure and site works;
- “Hard” construction costs, including estimates by line item and on a per square foot basis;
- Construction contingencies;
- All related “soft” costs, including architectural and design fees, design contingencies, engineering and other professional services, costs of development approval processes,

APPENDIX A - PROJECT DETAILS AND PROPOSAL CONTENT REQUIREMENTS

RFP QU2975

development permits, building permits, off site levies, and other approvals, project management fees, etc.;

- All major building systems not included within the hard construction costs (including, for example, ice pad refrigeration systems, voice and data telecommunications infrastructure, etc.);
- An itemized list of all furniture, fixtures and equipment (“FF&E”) expenditures relating to all proposed services and facilities within the Sports and Entertainment Centre (including, but not limited to scoreboards, shot clocks, restaurant and concession equipment, dashboards, ice resurfacers, luxury suite fit-out, ice surfacing covering, skate runners, etc.);
- Landscaping, access / egress and other site works;
- Financing costs during construction; and
- Any other capital works (whether on or off-site) required as a result of the development of the Sports and Entertainment Centre .

Proponents should also provide a detailed monthly cash flow of construction expenditures, assuming delivery of a development-ready site on July 1, 2014. The Proponent should provide all pricing information in Canadian funds, exclusive of GST and include provision for price escalation of rates and guaranteed maximum price.

Maintenance Performance Plan ("MPP")

As part of its agreement with the RMWB, the preferred Proponent will be required to continually keep and upgrade the Sports and Entertainment Centre so that it remains in a good state of repair and meets all required standards associated with the condition and operation of a major community and spectator event facility. RMWB will require the preferred Proponent to maintain the Sports and Entertainment Centre in accordance with good business practices and in accordance with a Maintenance Performance Plan ("MPP") that will form part of the agreement. The MPP must cover the entire Agreement Period and provide for the establishment of a capital reserve funded through annual payments in an amount sufficient to replace all major capital components of the Sports and Entertainment Centre as they near the end of their useful life. Any balance remaining in the capital reserve fund will revert to RMWB at the end of the Agreement Period.

Proposals should include a detailed description of:

- the MPP;
- a reserve fund, the minimum balance of the reserve fund and proposed payments to the reserve fund;
- a management plan that identifies each of the maintenance functions that are expected to be necessary in order to achieve the MPP;

APPENDIX A - PROJECT DETAILS AND PROPOSAL CONTENT REQUIREMENTS

RFP QU2975

- a description of how the Proponent intends to perform each function between the completion date of the Sports and Entertainment Centre and the end of the Agreement Period, including the nature and timing of major repair, rehabilitation and replacement items;
- the performance standards and standard procedures which the MPP will adhere to; and
- evaluation procedures.

Projected operating revenue

Proponents should include a detailed operating budget identifying all sources of revenue and operating expenses of the Sports and Entertainment Centre as well as their rationale and assumptions for each revenue and operating expense line item.

For the purpose of estimating revenues, Proponents will be responsible for ensuring that the Sports and Entertainment Centre will serve as the home arena of a quality hockey franchise that will meet expectations and provide entertainment experiences for the residents of the Regional Municipality of Wood Buffalo. The franchise team could be members of a proven, sustainable and successful league. Proponents are encouraged to understand the existing entertainment options that currently exist within the region.

Proponents should submit a detailed plan outlining their approach to securing such a lead tenant for the Facility.

Proponents should submit the following information:

- An outline of the Proponent's approach to marketing and securing events for the Sports and Entertainment Centre.
- A detailed listing of all events, by type, expected to be programmed into the Sports and Entertainment Centre on an annual basis throughout the Agreement Period (for example, hockey, basketball, curling, figure skating, basketball, other sports, music concerts, family shows including ice events, trade shows, conventions, community group usage, ice rentals, etc.).
- The number of event days associated with each event in each year.
- The expected attendance at each type of event in each year.
- The anticipated revenues derived from each type of event in each year, including details of all ticket charges, space rental fees, flat rate charges, surcharges, etc.
- Projected gross and net concession revenue by type of event. Proponents should also specifically identify its assumptions with respect to concession / food and beverage spending per caps for suites, club seats and general attendance.
- The terms and conditions and fixed cost associated with any access allocated to the RMWB.

APPENDIX A - PROJECT DETAILS AND PROPOSAL CONTENT REQUIREMENTS

RFP QU2975

- The fixed cost to the RMWB for the lease of 2,000-4,000 square feet of space that is not prime retail space.
- Projected gross and net revenue from advertising and sponsorships. Proponents should also specifically identify its assumptions with respect to advertising and sponsorships (i.e., number of positions, locations, etc.), and its assumptions with respect to the sharing of such revenues with the lead tenant.
- The distribution of gross revenue between the Sports and Entertainment Centre and the lead tenant, in terms of percentage share of gate receipts for each applicable source of revenue. At a minimum, Proponents must indicate the assumed distribution of revenue between the Sports and Entertainment Centre and the lead tenant(s) with respect to gate receipts, concessions (food and beverage, suite catering, etc.), merchandising, advertising, etc.
- Proponents should separately identify revenue associated with the sale of any naming rights and sponsorships for any part or the entirety of the Sports and Entertainment Centre.
- All revenues from the leasing of space within the Sports and Entertainment Centre (for example, restaurants, retail spaces, office, etc.) must be detailed in terms of all expected lease and additional revenue from these sources. For leases, Proponents should identify the lease structure and method of escalation over Agreement Period. If it is proposed that any subtenants, concessionaires or licensees fixture their premises, this should be identified and the consequent impact on revenue (and FF&E costs) should be identified.
- At a minimum, all revenues should be shown in terms of gross revenue before deduction of costs and taxes. Revenues should also be shown net of all costs and applicable taxes.

Projected operating expenses

Proponents should submit the following information describing the costs associated with the operations and management of the Sports and Entertainment Centre:

- Utility costs;
- Event operations;
- Security costs (Proponents should note that the preferred Proponent will be expected to work with the RMWB and RCMP to develop building specifications and an emergency operations plan for the Sports and Entertainment Centre to address safety and security issues as well as emergency management for the Sports and Entertainment Centre).
- Insurance;
- Payroll and benefits. Proponents should provide a detailed staffing plan identifying the number of personnel, role / function and anticipated remuneration (for both full time salaries and part-time hourly personnel);

APPENDIX A - PROJECT DETAILS AND PROPOSAL CONTENT REQUIREMENTS

RFP QU2975

- Management fees;
- Janitorial expenses;
- Repair and rehabilitation work (i.e., minor repair / rehabilitation work outside the scope of the MPP);
- MPP / Capital reserve fund contributions;
- Food and beverage cost of sales;
- Legal and audit fees;
- Marketing expenses;
- Office equipment and supplies;
- Applicable taxes; and
- All debt service requirements in order to retire debt over the Agreement Period.

Proponents should identify within their Proposals the distribution of any surplus revenues, including to the RMWB, available after servicing all debt.

Proponents should address each of the above revenue and expense items in detail. Failure to address any item or to provide the required business plan and accompanying cash flow statements may result in the Proposal being considered incomplete, not valid and discarded.

A cash flow model, in Microsoft Office Excel, should be included. The model should be presented in sufficient detail to allow individual revenue and expense items to be thoroughly assessed by RMWB. Proponents should also provide a detailed discussion of each key assumption which underpins its financial projections. Finally, Proponents should also outline key risk areas, and should indicate the extent to which the business plan is sensitive to changes in key revenue and operating expense assumptions, including debt service.

The Excel financial model should include all necessary supporting files and explanatory notes. In addition, the financial model should be sufficiently flexible to allow RMWB and its advisors to subject it to sensitivity analyses (i.e., the use of “hard keyed” inputs should be minimized); ***submissions which include financial models containing extensive hard keyed inputs or whose formulae have been converted to values could result in the Proposal being deemed incomplete, not valid and discarded.***

Detailed marketing plan (including pre-opening)

All information regarding anticipated revenues should be supported by a detailed marketing plan which indicates the rationale for the overall scale of activity which is expected to be accommodated at the Sports and Entertainment Centre.

APPENDIX A - PROJECT DETAILS AND PROPOSAL CONTENT REQUIREMENTS

RFP QU2975

In addition, a detailed marketing plan for the sale of the luxury suites and club seats and any other corporate hospitality initiatives should form part of the Proposal.

The marketing plan should provide justification for the proposed business plan to the satisfaction of RMWB and its advisors. ***Failure to provide sufficient support in its marketing plan to validate the projections of revenue could result in the Proposal being considered incomplete, not valid and discarded.***

The marketing plan should include details relating to pre-opening marketing strategies and a proposed schedule to liaise with RMWB and the lead tenant for the purposes of programming the commencement of operations.

3.6. DETAILED BUSINESS PLAN – ANCILLARY DEVELOPMENTS

Proponents should furnish an appraisal of the fair market value of the Ancillary Development Lands,

Proposals should identify and justify the value assigned to its lease or purchase of the Ancillary Development Lands, taking into consideration future appreciation in land value. In justifying such value, Proponents should identify the following:

- A detailed description of the proposed Ancillary Development, including number of floors, intended use(s) and square foot allocation by intended use;
- The total development costs (broken out into hard construction costs, soft costs, fit-out, site costs, other development costs, etc.);
- The amount of leasable space to be included within the proposed development and the net rental rate(s) associated with those spaces (and the basis / justification for those rates);
- The capitalized value of the project divided between land and building; and
- Suggested purchase price for the Ancillary Development Lands or, if leased, the annual lease payment to the RMWB noting the land lease term, annual land lease yield, and mechanism for future adjustments in land rent (five-year bumps based on CPI, based on appraised value of the property every 10 years).

Proponents should provide a detailed construction schedule for the Ancillary Development, noting its phasing and implications with the development and construction of the Sports and Entertainment Centre. Proponents should provide all pricing information in Canadian funds, exclusive of GST and include provision for price escalation of rates and guaranteed maximum price.

3.7. FINANCING ARRANGEMENT – SPORTS AND ENTERTAINMENT CENTRE

Principles of the financing agreements between the Proponent and RMWB

APPENDIX A - PROJECT DETAILS AND PROPOSAL CONTENT REQUIREMENTS

RFP QU2975

In addition to the financing matters described in other sections of the RFP, the Proposal should be reflective of the following:

- The Proponent should assume all risk (except as expressly set out in this RFP) and it is entitled, but is not guaranteed, to earn a fair rate of return on its invested capital, commensurate with the level of risk assumed.
- The RMWB will not guarantee (a) any debt incurred by the Proponent or other party related to the Sports and Entertainment Centre, (b) patronage levels for events staged at the Sports and Entertainment Centre, or (c) any other factual condition which might have an impact on the Proponent's calculation of estimated revenue and costs associated with the operation of the Sports and Entertainment Centre.
- 100% of the Sports and Entertainment Centre's capital cost is to be arranged by the Proponent, excepting any capital contribution made by the RMWB as described herein, if any.
- The Sports and Entertainment Centre must be continually operated and maintained throughout the operating Agreement Period and all necessary and required maintenance, repair and rehabilitation work must be paid for in priority to debt service, if paid for out of revenues accruing from the operation of the Sports and Entertainment Centre.

Financial structure

Proponents should provide a description of and define the sources which together will support the overall cost of constructing the Sports and Entertainment Centre:

Total capital cost of the Sports and Entertainment Centre		\$\$ Million
Proponent's equity	\$ Million	
Private financing (non recourse to the RMWB)	\$ Million	
Value of Ancillary Development Lands	\$ Million	
Proposed capital contribution from RMWB, if any	\$ Million	\$\$ Million
		\$ 0.00

Proposed structure of private financing

APPENDIX A - PROJECT DETAILS AND PROPOSAL CONTENT REQUIREMENTS

RFP QU2975

Each Proposal should include detailed information regarding the proposed financing structure for the Sports and Entertainment Centre, including a discussion of the equity participation in the Sports and Entertainment Centre by the Proponent.

Proponents should demonstrate that they have ready access to sufficient financing necessary to complete the construction of the Sports and Entertainment Centre. In this regard, Proposals should include sufficient details of the financial arrangement(s) between the Proponent and the financing organization, as follows:

- Amount of financing (detailed of senior and all subordinate debt);
- Source(s) of financing, including amounts and the name of the source;
- Term;
- Structure;
- Interest rate(s);
- Participation by the financing organization or any other organization in the profits of the Sports and Entertainment Centre;
- Security;
- Covenants;
- Terms of repayment;
- Debt coverage ratio; and
- Any other pertinent information which the Proponent wishes to provide.

Any financial information submitted by the Proponent which is deemed to be commercially sensitive, may be included within a separately sealed envelope as part of the Proposal and addressed to PricewaterhouseCoopers LLP ("PwC"). The contents of the sealed envelope will only be viewed by PwC and will be returned upon completion of their review, if so directed by the Proponent. Only one copy of such financial information should be included within a Proposal.

With respect to the sources of all financing, Proponents should demonstrate that the identified financing partners are willing to provide the necessary financing for the Sports and Entertainment Centre.

3.8. CONSTRUCTION PLAN - SPORTS AND ENTERTAINMENT CENTRE

Proponents should detail its approach to construction and project management and should include the following:

APPENDIX A - PROJECT DETAILS AND PROPOSAL CONTENT REQUIREMENTS

RFP QU2975

- Identify three (3) to five (5) comparable projects which the Proponent has constructed, outlining their role on each referenced project and describing the overall quality of the development, its projected and actual completion timeframes, its projected and actual cost, issues encountered and approach taken to address those issues, and any other pertinent information applicable to each project that the Proponent believes is best able to convey its demonstrated ability to deliver high quality projects on time and on budget. Client references should be provided for each referenced project.
- Identify the specific team members which will be assigned to construction and project management of the Sports and Entertainment Centre, noting their proposed role on this Project and the role they played on the referenced projects.
- Identify and outline approach to managing the construction process, in particular focusing on protocols and methodologies to minimize the use of change orders and to ensure the on-time and on-budget delivery.
- Proof, to the satisfaction of RMWB and its advisors, that the Proponent has sufficient capacity to fully bond the construction of the Sports and Entertainment Centre. Such proof should be in the form of a letter from the Proponent's surety.

3.9. OTHER PROJECT MATTERS

Taxes and development charges

Each Proponent should satisfy itself as to the tax, development charge, off-site levy and legal consequences of its Proposal.

Each Proponent must clearly outline in their business plan, any specific tax issue(s) which it believes may be associated with its proposed business structure, including taxes which are assumed to be the responsibility of the Sports and Entertainment Centre to pay. Requests for special tax or other legislated concessions from tax authorities will not be entertained.

In reviewing the Proposals, RMWB will assess the acceptability of any financial plan or structure which may require or is based on tax rulings; however RMWB may reject any business plan which is conditional upon such rulings from applicable authorities.

Project Delivery

The Proposal should describe the Proponent's understanding of the Project and the proposed approach, together with a full description and detailed plans for mobilization of resources and delivery of the Project. Proponents are encouraged to explore innovations for the delivery of the Project in furtherance of the RMWB's goals for Project completion.

The Proponent should provide a detailed description of its understanding of:

- (a) an approach to delivering the Project, including proposed governance structure and reporting to the RMWB;

APPENDIX A - PROJECT DETAILS AND PROPOSAL CONTENT REQUIREMENTS

RFP QU2975

- (b) project risks, and a detailed plan for identifying and mitigating those risks before commencement and on an ongoing basis throughout the Project; and
- (c) the RMWB's goals and vision vis-à-vis the Project requirements and development objectives.

The Proponent should provide a detailed description and plan for the delivery of the Project.

Proponents should include a schedule with respect to detailed design and construction of the Sports and Entertainment Centre which assumes a site hand over on July 1, 2014 (Proponents should note that the July 1, 2014 date is to provide all Proponents with a standard date). The resulting schedule should clearly identify all significant design and construction tasks, as well as outline the responsibilities of each of the Proponent's members during the design and construction process.

The Proponent should include a preliminary schedule of key milestones, construction activity and a mobilization plan to support that activity. Particular attention should be paid to the procurement of labour and materials, health and safety and quality control. All plans should include, where practical, supporting timetables and gantt charts which may be included as an Appendix.

Proponents should include a preliminary schedule of key milestones, construction activity and a mobilization plan to support that activity, with respect to the development of the Ancillary Development.

Risk Matrix

Proponents should include a detailed risk matrix, identifying key risks in the Proposal, describing the potential impact of each risk, proposing measures to mitigate each risk as well as analyzing the effectiveness of the mitigation measures and any other considerations.

APPENDIX B – REQUEST FOR INFORMATION

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Request Number: RFI - _____

Date: _____

Request for Information:

Proponent Name:	
Date of Request:	

This request contains commercially sensitive or confidential information

APPENDIX C - URBAN DESIGN GUIDELINES

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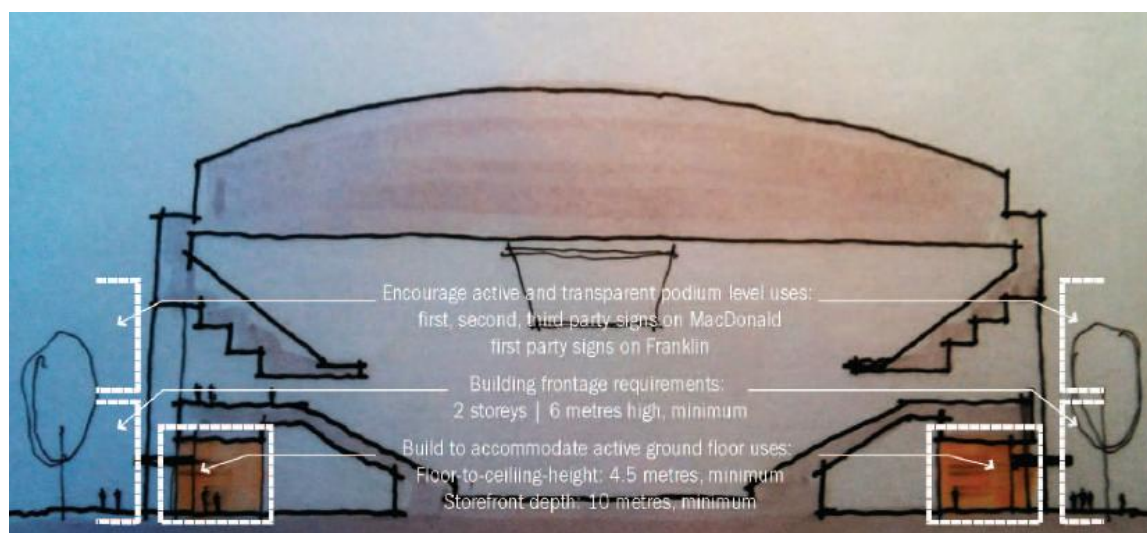
The following guidelines are intended to supplement the CCLUB and CCARP. In the event of a conflict the CCLUB and CCARP prevail.

1. Sports and Entertainment Centre Entrance

The main entrance to the Sports and Entertainment Centre should be located on Morrison St. (the Civic Corridor) and should address both Franklin Avenue (Transit Corridor) and Macdonald Avenue (Entertainment Corridor). The entry sequence should include significant public plaza spaces reflecting those factors. Secondary entrances off of MacDonal and Franklin Avenues are encouraged.

2. Street Level Retail

Both the Franklin and Macdonald Avenue frontages should feature street-level retail spaces. Retail frontages on Morrison Street are encouraged, if feasible. All street-facing edges should provide a high quality, pedestrian-friendly facade treatment that promotes visual and physical connections between the interior spaces and adjacent sidewalks. Provide active ground floor uses to the maximum extent possible. Ground floor retail spaces should have a minimum ceiling height of 4.5 meters and a minimum store depth of 10 meters.



3. Ancillary Development

The Ancillary Development should address and enhance the Main Street and Franklin Avenue intersection. Ancillary Development uses need not be limited to this corner of the block. Separate and distinct street oriented entrances should be provided for each use.

4. Through Block Connection

A through block pedestrian walkway, linking Franklin and Macdonald Avenues, is required by Section 9.10.2 of the CCLUB. This walkway should incorporate the easement described at page A-7 of this RFP and any vehicular access to the Sports and Entertainment Centre and Ancillary Development. The walkway should be an attractive weather-protected urban space, a minimum width of 5 meters and

APPENDIX C - URBAN DESIGN GUIDELINES

should comprise a minimum total surface area of 1100 m². It should include a mid block atrium or plaza area and be lined with retail spaces where possible. The design of this connection need not be limited to the street types outlined in Section 9.10.4 of the CCLUB.

5. Loading and Service Vehicle Access

The loading entrance(s) for the both the Sports and Entertainment Centre and the Ancillary Development should be accessed off Main Street and accommodated internal to the block. Design the ground floor area as a high quality urban plaza that serves intermittently as a service vehicle parking/holding area. This area will also accommodate routine delivery and garbage service and therefore should be laid out to serve vehicles as well as pedestrian traffic (see Through Block Connection above). The design of this area should be coordinated with the easement described at page A-7 of this RFP. Access to below grade parking and service bays should be limited to Main Street

6. Public Art

Opportunities for public art should be incorporated in the entry plazas and in the interior atrium / plaza spaces.

7. Signage

Signage on Franklin Avenue, Morrison and Main Streets should be limited to first party signage. First, second and third party signage may be incorporated into the MacDonald Avenue frontage. In all cases signage should be limited to the podium levels.