Form A: RFQ Response Checklist

**O’HARE EXPRESS SYSTEM REQUEST FOR QUALIFICATIONS (RFQ)**

**RFQ RESPONSE ADMINISTRATIVE CHECKLIST**

Note: This Checklist is intended to assist RESPONDENTS but may not be a complete list of required documentation. RESPONDENT is solely responsible for ensuring that it includes all required documents with its SOQ.

**Part A of the SOQ shall contain the following items:**

*General Requirements*

RFQ Response Checklist (Form A)

Statement of Qualifications Cover Letter (Form B)

Executive Summary

*Respondent Team Composition and Experience*

Information on Respondent, Prime Team Members, and Guarantors (Form C)

Management Structure Description

Organizational Charts

Key Personnel Qualifications

Key Personnel Resumes and References

Commitment of Key Personnel Availability

Comparable Project Development (Forms D-1 and D-2)

*Approach to Project Development*

General Approach to Design, Development, Construct, Operate and Maintain Project

*Workforce*

MBE/WBE/ACDBE Participation Plan

Workforce Development Plan

*Safety Record*

Safety Record Information (Form F) for each Lead Contractor and Lead Operations Firm

*Legal and Administrative Information*

Confidential Contents Index

Legal Issues

Legal Liabilities

Legal Proceedings

**Part B of the SOQ shall contain the following items:**

*Financing Plan and Documents of Support*

Equity Funding Letters

Financial Officer’s Certificate (Form G)

Financial Statements

Financial Letters of Support

*Financing Experience*

General Experience

Project Examples (Form E)

Key Financial Personnel

Key Financial Personnel Resumes and References

Commitment of Key Financial Personnel Availability

*Project Financing Approach*

Preliminary Plan of Project Financing

Form B: Statement of Qualifications Letter Template

***To be duplicated and completed on Respondent’s company letterhead***

(Date)

Chicago Infrastructure Trust

35 East Wacker Drive, Suite 1450

Chicago, Illinois 60601

Re: O’Hare Express System RFQ Response

Dear Ms. Darling:

On behalf of (Full legal name of Respondent), I am pleased to submit our response to the Chicago Infrastructure Trust's (“CIT”) Request for Qualifications (“RFQ") for the O’Hare Express System Project. In this connection, I state the following:

1. I have full authority to bind Respondent with respect to this RFQ response and any oral or written presentations and representations regarding this RFQ response made to the CIT or the City of Chicago (“City”).
2. (Full legal name of Respondent) has read and understands the RFQ and is fully capable and qualified to provide the goods and services as described within the RFQ.
3. I have read and understand the RFQ, including addenda numbers \_\_\_\_\_\_\_\_\_. If none were issued, indicate “NONE”.
4. (Full legal name of Respondent) understands that the CIT and the City shall provide no public funding for the Project. In submitting its Statement of Qualifications (“SOQ”), (Full legal name of Respondent) represents that, if selected, it will be responsible for financing all Project costs and, as compensation for services rendered under the Project agreement, will be entitled only to Project-specific revenues (e.g., farebox revenue, advertising revenue, etc.). Further, (Full legal name of Respondent) represents that it will not request additional CIT or City funding in subsequent stages of the procurement and/or contract negotiations.
5. (Full legal name of Respondent) understands that the CIT and the City will rely on accuracy of this RFQ response and the Respondent agrees to be bound by its representations and statements made herein and in any oral or written RFQ presentation(s) made during the evaluation and selection process.
6. If requested by the CIT or City, (Full legal name of Respondent) agrees to furnish additional information or documentation and/or to participate in oral presentations / interviews to assist the CIT and the City’s SOQ evaluations.
7. Neither I nor (Full legal name of Respondent) has any beneficial interest in or relationship with any other party working or performing services for, or otherwise affiliated with, the CIT or the City; and has no conflict of interest which could interfere with the provision of services to the City.
8. (Full legal name of Respondent) understands that the CIT and the City will rely upon the material representations set forth in the SOQ and that (Full legal name of Respondent) has a continuing obligation to update and inform the CIT and City in writing of any material changes or errors to their RFQ Response. If the CIT and the City determine that any information provided in RFQ response is false, incomplete or inaccurate, or if any provision of the requirements of the RFQ is violated, any subsequent Project agreement may be void or voidable, and the CIT and the City may pursue any remedies under the Contract, at law, or in equity, including terminating the (Full legal name of Respondent) participation in the project or transaction and/or declining to allow the (Full legal name of Respondent) to participate in future CIT and/or City transactions.
9. It is understood that an original and multiple copies of the SOQ have been submitted for consideration. (Full legal name of Respondent) warrants that all copies are identical to the original in all respects.
10. I declare that all required forms provided in this RFQ Response have been examined by me and to the best of my knowledge and belief are true, correct, and complete.
11. (Full legal name of Respondent) understands and acknowledges that the certifications, disclosures, and acknowledgments contained within this RFQ Response may become a part of any subsequent Project contract awarded to the Respondent by the City.
12. (Full legal name of Respondent) has designated the following individual as their Respondent Representative, per RFQ Section 8.1:

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| Name: | |  | | |
| Title: |  | | | |
| Organization: | | | |  |
| Email: | | |  | |
| Phone: | | |  | |
| Address: | | |  | |
|  | | |  | |
|  | | |  | |

Signed:

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Typed/lettered name of signatory

As: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

(Relationship to Respondent/Title/etc.)

Form C: Information Regarding Respondent, Prime Team Members, and Guarantor(s)\*

Name of Respondent: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Name of Firm: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Year Established: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ Individual Contact: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Federal Tax ID No.: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ Telephone No.: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

North American Industry Classification Code: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ Fax No.: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Name of Local Contact: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Name of Respondent: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Business Organization

* Corporation
* Partnership
* Joint
* Venture/Consortium
* Limited Liability Company
* Other (describe)

1. Business Name: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Business Address: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Headquarters: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Office Performing Work: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Contact Telephone Number: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

\*Submit one copy of Form C related to the Respondent team generally (filling in the introductory information and Parts A, B, D, E, and F). Submit one copy of Form C for each of the Equity Members, Lead Contractor, the Lead Design Firm, Lead Operations Firm, and Guarantor(s) (filling in the introductory information and Parts A and C).

1. Equity Member(s) Information. Please fill out the following table, including all Respondent Equity Members. Indicate the planned equity share in the Respondent of each Equity Member, Guarantor (if applicable), and any additional role the Equity Member may have in the Respondent Team.

|  |  |  |  |
| --- | --- | --- | --- |
| **EQUITY MEMBER NAME, ADDRESS, LEGAL NATURE, AND STATE OF ORGANIZATION** | **PLANNED EQUITY SHARE PERCENTAGE IN RESPONDENT (SUM SHOULD TOTAL 100%)** | **GUARANTOR NAME AND ADDRESS (IF APPLICABLE)** | **INDICATE OTHER ROLES: LEAD CONTRACTOR, LEAD DESIGNER, OR LEAD O&M PROVIDER** |
|  |  |  |  |
|  |  |  |  |
|  |  |  |  |

1. Lead Contractor, Lead Design Firm, Lead Operations Firm, and Guarantor(s) Information. If the Lead Contractor, Lead Design Firm, Lead Operations Firm, or Guarantor(s) is a joint venture, consortium, partnership or limited liability company, indicate the name and role of each joint venturer, consortium member, partner or limited liability company member (as applicable) in the spaces below.

|  |  |  |
| --- | --- | --- |
| **NAME AND ADDRESS** | **PROPOSED ROLE WITHIN THE CONSORTIUM, JOINT VENTURE, LIMITED LIABILITY COMPANY OR PARTNERSHIP** | **CURRENT OR EXPECTED PERCENTAGE OF INTEREST WITHIN THE CONSORTIUM, JOINT VENTURE, LIMITED LIABILITY COMPANY OR PARTNERSHIP AND TYPE OF INTEREST (IF APPLICABLE)** |
|  |  |  |
|  |  |  |
|  |  |  |
|  |  |  |
|  |  |  |

1. Respondent Team Information- Lead Contractor. In the chart below, list the members of the Lead Contractor and the percentage interest of each member. If a member is a joint venture, consortium, partnership or limited liability company, indicate the entities making up the joint venture, consortium, partnership or limited liability company and their percentage interest in the entity.

|  |  |
| --- | --- |
| **LEAD CONTRACTOR MEMBER NAME (COMPOSITION OF LEAD CONTRACTOR)** | **PERCENTAGE INTEREST IN RESPONDENT** |
| Example:  Contractor JV  (Joint Venturer #1 - 75%)  (Joint Venturer #2 - 25%) | 50% |
| Member 1: |  |
| Member 2: |  |
| Member 3: |  |

1. Respondent Team Information - Lead Engineering Firm. In the chart below, list the Lead Engineering Firm of the Respondent team in the appropriate box. If the Lead Engineering Firm is a joint venture, consortium, partnership or limited liability company, indicate the entities making up the joint venture, consortium, partnership or limited liability company and their percentage interest in the Lead Engineering Firm entity.

|  |  |
| --- | --- |
| **LEAD ENGINEERING FIRM NAME (COMPOSITION OF THE LEAD ENGINEERING FIRM)** | **PERCENTAGE INTEREST IN LEAD ENGINEERING FIRM** |
| Example:  Lead Engineer- Engineer JV  (Designers Inc- 60%)  (Engineer Co.- 40%) |  |
| Member 1: |  |
| Member 2: |  |
| Member 3: |  |

1. Respondent Team Information - Other. In the chart below, list any other members of the Respondent team not identified above in the appropriate box. If the other member is a joint venture, consortium, partnership or limited liability company, indicate the entities making up the joint venture, consortium, partnership or limited liability company and their percentage interest in the entity.

|  |  |
| --- | --- |
| **FIRM NAME (COMPOSITION OF FIRM)** | **PERCENTAGE INTEREST IN FIRM** |
| Example:  Firm: Other JV  (Firm A- 60%)  (Firm B – 40%) |  |
| Member 1: |  |
| Member 2: |  |
| Member 3: |  |

**AUTHORIZED REPRESENTATIVE:**

Under penalty of perjury, I certify that the foregoing is true and correct, and that I am the Official Representative of the entity to which this form relates:

By: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ Print Name: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Title: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ Date: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

*[Please make additional copies of this form as needed]*

Form D-1: Detailed Project Description

DETAILED PROJECT DESCRIPTION

**Name of Respondent Team Member: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_**

|  |  |
| --- | --- |
| **Project Name:** | |
| 1. Owner information (1): |  |
| 1. Project description (2): |  |
| 1. Dates work performed and project type (3): |  |
| 1. Capital costs and financing value (4): |  |
| 1. Annual O&M Value (5): |  |
| 1. Schedule (6): |  |
| 1. Project role, description and amount of work performed (7): |  |
| 1. Description of design and/or design management role; construction and/or construction management role; lifecycle, safety, operations role; and maintenance role |  |
| 1. Key individuals and their respective roles: |  |
| 1. Key challenges and solutions implemented: |  |
| 1. Unique aspects such as downtown business impact mitigation, innovative technology, railway corridor coordination, environmental management, sustainability, workforce development, workplace excellence, etc.: |  |
| 1. Relevance to the Project: |  |
| 1. Significant honors, awards, publications, peer recognition, or other evidence of design / construction excellence (as applicable): |  |
| 1. Other notable project characteristics: |  |

Notes:

(1) For owner information, provide owner’s name, contact person including position and role in referenced project, location, phone number, and e-mail address.

(2) Provide a brief description of the project including location, type of facility, size and current status.

(3) Identify project type (e.g., design-build, design-build-finance-operate-maintain or similar type of project, stipulated sum, and construction management).

(4) Provide both original and final construction cost, including a brief explanation of any variance between the two. Provide financing value if the entity’s role involved financing.

(5) Provide operations and maintenance value if the entity’s role involved operations and maintenance.

(6) Provide both original and actual schedule, including a brief explanation of any variance between the two.

(7) Describe the work and state the percent or dollar value of the (a) design and construction work the entity performed/was responsible for (if the entity is a design-builder); (b) the construction work performed/was responsible for (if a developer or constructor); or (c) the design work performed (if the entity is a designer). For example, a member of a JV with a 30% stake in a $250 million project would insert 30% or $75 million; an engineer that performed $10 million worth of work on a $250 million project would insert 2.5% or $10 million.

Form D-2: Project Summary Information

PROJECT SUMMARY INFORMATION

**Name of Respondent Team Member: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_**

|  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- |
| **Project Name and Contract Number** | **Owner Information (1)** | **Project Description (2)** | **Dates Work Performed** | **Project Type (3)** | **Capital Costs and Financing Value  (4)** | **Annual O&M Value (5)** | **Schedule (6)** | **Project Role, Description and Amount of Work Performed (7)** |
|  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |

Notes:

(1) For owner information, provide owner’s name, contact person including position and role in referenced project, location, phone number, and e-mail address.

(2) Provide a brief description of the project including location, type of facility, size and current status.

(3) Identify project type (e.g., design-build, design-build-finance-operate-maintain or similar type of project, stipulated sum, and construction management).

(4) Provide both original and final construction cost, including a brief explanation of any variance between the two. Provide financing value if the entity’s role involved financing.

(5) Provide operations and maintenance value if the entity’s role involved operations and maintenance.

(6) Provide both original and actual schedule, including a brief explanation of any variance between the two.

(7) Describe the work and state the percent or dollar value of the (a) design and construction work the entity performed/was responsible for (if the entity is a design-builder); (b) the construction work performed/was responsible for (if a developer or constructor); or (c) the design work performed (if the entity is a designer). For example, a member of a JV with a 30% stake in a $250 million project would insert 30% or $75 million; an engineer that performed $10 million worth of work on a $250 million project would insert 2.5% or $10 million.

Form E: Project Finance Experience

List only the experience of the Equity Member. For entities that invest equity through one or more funds or vehicles under common or similar management or ownership, the experience of all such funds and vehicles may be included.

**Name of Equity Member: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_**

| Project Name and Location | Owner Information (1) | Project Description (2) | Project Structure (3) | Equity Investment Type (4) | Relevant Financing Features (5) |
| --- | --- | --- | --- | --- | --- |
|  |  |  |  |  |  |

Notes:

(1) For owner information, provide owner’s name, contact person including position and role in referenced project, location, phone number, and e-mail address.

(2) Provide a brief description of the project including location, type of facility (transportation, bridges and tunnels, rail and transit projects, etc.), size and current status.

(3) Identify project structure (e.g., design-build, design-build-finance-operate-maintain or similar type of project, availability payment, revenue, hybrid, etc.).

(4) Include the amount of equity investment and structure.

(5) Identify features such as TIFIA financing, PABs, bank loans and other credit and financing tools used in the U.S.

**Description of why the experience will provide value to the Project Sponsors:**

Form F: Safety Record Information

**Name of Respondent Team Member: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_**

Instructions:

• List your firm’s Experience Modification Ratio (EMR) for the five most recent years (Information is available from your workers’ compensation insurance carrier)

• If your firm does not have five years of rates available use the most recent available

Year: \_\_\_\_\_\_\_\_\_\_ Ratio: \_\_\_\_\_\_\_\_\_\_

Year: \_\_\_\_\_\_\_\_\_\_ Ratio: \_\_\_\_\_\_\_\_\_\_

Year: \_\_\_\_\_\_\_\_\_\_ Ratio: \_\_\_\_\_\_\_\_\_\_

Year: \_\_\_\_\_\_\_\_\_\_ Ratio: \_\_\_\_\_\_\_\_\_\_

Year: \_\_\_\_\_\_\_\_\_\_ Ratio: \_\_\_\_\_\_\_\_\_\_

Under penalty of perjury, I certify that the foregoing is true and correct, and that I am the firm’s Official Representative:

By:

Print Name:

Title:

Firm: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Date: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Form G: Financial Officer’s Certificate

*[Complete a separate* ***Form******G*** ***for each*** *Equity Member (and each Guarantor, if any).[[1]](#footnote-1)*]

I, *[Name],* the *[Title]* of *[Name of Prime Team Member]* (the "Company") [and the

*[Title]* of *[Name of Guarantor]* (the "Guarantor")], do hereby certify as of *[Date][[2]](#footnote-2)* that:

1. This certificate is being executed and delivered in connection with the statement of qualifications submitted by [Respondent Name] (the "SOQ") in response to the Request for Qualifications to design, build, finance, operate, and maintain the O’Hare Express System (the "Project"), dated November 29, 2017 (the "RFQ") issued by the Chicago Infrastructure Trust (“CIT”), on behalf of the City of Chicago (“City”).
2. As to the matters herein set forth below, I either have personal knowledge or have obtained information from officers or employees of the [Prime Team Member] [and the Guarantor] in whom I have confidence and whose duties require them to have personal knowledge thereof. I make the certifications herein to CIT pursuant to the requirements of the RFQ with the intent and understanding that they will be relied upon by the CIT and City as a basis for the evaluation of the SOQ contemplated by the RFQ.
3. **[Guarantor Support:** It is the intention of the Guarantor to support the Company with the financial, human resources and other support needed by the Company to successfully satisfy its obligations in respect of the Project if Respondent were to become the Developer.][[3]](#footnote-3)
4. **Audited Financial Statements:** The audited financial statements provided by [the Company] [the Guarantor] in the SOQ for the fiscal years ended [\_], [\_], and [\_] are complete and correct copies thereof. Where [the Company] [the Guarantor] has provided unaudited financial results, such financial results present fairly, in all material respects, the financial position and results of operations and cash flows of [the Company] [the Guarantor and its consolidated subsidiaries, including the Company,] as of such dates and for such periods. [The Company] [The Guarantor] has no material contingent liabilities or unusual forward or long-term commitments not disclosed therein.[[4]](#footnote-4)
5. **Off-Balance Sheet Liabilities:** The [Company][Guarantor] does not have any material off-balance sheet liabilities [other than as described in the financial statements referred to above] [other than the following: [ ]].
6. **Financial Information Summary:** Attached hereto as Annex A is a completed Financial Information Summary relating to [the Company] [the Guarantor and its consolidated subsidiaries, including the Company], which has been prepared based on the information from its audited financial statements and other sources, if not included in its audited financial statements. All the information provided in the attached Annex A is complete and correct to the best of my knowledge.
7. **Bankruptcy/insolvency proceedings:** [There has been no Insolvency Event relating to the Company [or Guarantor] or any of its Affiliates which has occurred within the most recent three fiscal years (whether or not such proceeding was ultimately dismissed).] [Attached hereto as Annex B is a detailed description of an Insolvency Event relating to *[Entity Name].][[5]](#footnote-5)*

For the purposes of this certification, "Insolvency Event" means any voluntary or involuntary bankruptcy, insolvency, liquidation, restructuring, suspension of payments, scheme of arrangement, appointment of provisional liquidator, receiver or administrative receiver, resolution or petition for winding-up or similar proceeding, under any applicable law, in any jurisdiction.

1. **Material Changes in Financial Condition:** [No material change in the financial condition of the Company [or Guarantor] has occurred or is projected to occur, as applicable (i) within the most recently completed three fiscal years that is not reflected in the its audited financial statements; (ii) since the date of its audited financial statements for its most recently completed fiscal year; or (iii) during the next fiscal quarter following the date of the SOQ.] [Attached hereto as Annex C is a detailed description of material changes in the financial condition of [the Company] [the Guarantor].[[6]](#footnote-6)

IN WITNESS WHEREOF, the undersigned is the Chief Financial Officer, Treasurer or equivalent officer of the entity to which this form relates[[7]](#footnote-7), and has duly executed this certificate as of the date first written above.

Name:

Title:

## Financial Officer’s Certificate: Annex A - Financial Information Summary

*Entity: Designate Prime Team Member and Project role*

|  |  |  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
| **FY END[[8]](#footnote-8)** | **TOTAL REVENUES** | **PRE-TAX PROFIT** | **FIXED ASSETS** | **TOTAL ASSETS[[9]](#footnote-9)** | **CONTINGENT LIABILITIES** | **LONG-TERM LIABILITIES** | **SHORT-TERM LIABILITIES** | **NET ASSETS** | **TANGIBLE NET WORTH** | **LONG-TERM GEARING[[10]](#footnote-10)** | **LOCAL CURRENCY AND FX RATE** |
|  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |

|  |  |
| --- | --- |
| **SHAREHOLDER[[11]](#footnote-11)** | **INTEREST (%)** |
| (Shareholder Name) |  |
| (No current shareholders, equity members partners or equivalent have a holding of 15% or greater) |  |

|  |  |
| --- | --- |
| **RATING AGENCY[[12]](#footnote-12)** | **RATING** |
| (Rating Agency Name) |  |
| [Debt of the [Company][Guarantor] Is not rated by any major credit rating agency.] |  |
| [[Company][Guarantor] has no debt] |  |

## Financial Officer’s Certificate: Annex B - Insolvency Event

*[Equity Member or Lead Contractor to Provide Details]*

## Financial Officer’s Certificate: Annex C – Material Change in Financial Condition

*[Prime Team Member to Provide Details]*

**INSTRUCTIONS TO RESPONDENTS REGARDING ANNEX C:**

If applicable, this Annex C should include the following details regarding material changes in the Company or Guarantor's financial condition:

* 1. A description of each material change, actual and projected, and any related changes or disruptions in executive management;
  2. Actual and projected impacts on the affected entity's organizational and financial capacity and its ability to remain engaged in this procurement and submit a responsive SOQ; and
  3. A detailed description of any other projected impacts, positive and negative, of the changes experienced and anticipated to be experienced in the periods ahead, including the likelihood that the circumstances of the change or impacts thereof will continue during the Project term.

Estimates of the impact on revenues, expenses and the change in equity must be provided separately for each material change. References to the notes in the financial statements are not sufficient to address the requirement to discuss the impact of material changes. Where a material change will have a negative financial impact, the affected entity must describe measures that would be undertaken to insulate the Project from any recent material changes and those currently in progress or reasonably anticipated in the future. If its financial statements indicate that expenses and losses exceed income in each of the three completed fiscal years (even if there has not been a material change), the affected entity must describe measures that will be undertaken to make the entity profitable in the future and an estimate of when the entity will be profitable.

Set forth below is a list of examples of what CIT considers to be a material change in financial condition. **At the discretion of the City and the CIT, any failure to disclose a prior or pending material change may result in disqualification from the procurement process:**

1. A change in the tangible net worth of 10% or more of net assets;
2. A sale, merger or acquisition exceeding 10% of the value of net assets prior to the sale, merger or acquisition which in any way involves the affected entity or its parent company or Guarantor;
3. A change in credit rating for the affected entity or its parent company or Guarantor;
4. Inability to meet material conditions of loan or debt covenants by the affected entity or its parent company or Guarantor that has required or will require a waiver or modification of agreed financial ratios, coverage factors or other loan stipulations or additional credit support from shareholders or other third parties;
5. In the current and three most recent completed fiscal years, the affected entity or its parent company or Guarantor either: (i) incurred a net operating loss; or (ii) sustained charges exceeding 5% of the then net assets due to claims, changes in accounting, write-offs or business restructuring; or (iii) implemented a restructuring/reduction in labor force exceeding 5% of employees or involved the disposition of assets exceeding 10% of the then-net assets.); and
6. Other events known to the affected entity which represents a material change in financial condition over the past three years, or may be pending for the next reporting period.

1. Each of the Equity Members should provide Its own separate certificate. However, if any such company is proposing a Guarantor, only one consolidated certificate is required for the Guarantor and its guaranteed entity. If a company has no Guarantor, all references to "Guarantor" should be deleted from this certificate. [↑](#footnote-ref-1)
2. Date must not be earlier than seven calendar days prior to the SOQ Due Date. [↑](#footnote-ref-2)
3. Delete if there is no Guarantor and not applicable. [↑](#footnote-ref-3)
4. For entities that do not prepare audited financial statements, Respondents should submit a question to CIT by the last day for Respondent clarification requests indicated in Section 1.5 of the RFQ, outlining proposed information that would provide similar support to audited financial statements to seek confirmation of its appropriateness by CIT. [↑](#footnote-ref-4)
5. Complete the appropriate certification. Delete the sentence that is not applicable. Do not provide an Annex B if there is no Insolvency Event to disclose. [↑](#footnote-ref-5)
6. Complete the appropriate certification. Delete the sentence that is not applicable. Do not provide an Annex C if there is no material change in financial condition to disclose. Further instructions regarding material changes are provided in Annex C. [↑](#footnote-ref-6)
7. If the Company *does* not have this type of corporate officer internally and will rely on the financial officer of an affiliated or unaffiliated entity, such as an investment advisor or financial manager, both the financial officer delivering this certificate and a duly authorized signatory of the Company must sign this certificate. [↑](#footnote-ref-7)
8. Express in millions (000,000s) of United States Dollars. Where applicable, companies should indicate the conversion to United States Dollars, using the average periods’ exchange rate for income statement and cashflow statements and period end exchange rate for balance sheet times. The local currency and exchange rate used should be identified, if applicable. References to the financial statements are **NOT** sufficient to address the requirement [↑](#footnote-ref-8)
9. Excludes goodwill and intangibles [↑](#footnote-ref-9)
10. Long Term Gearing= Long Term Liabilities/ Net Assets [↑](#footnote-ref-10)
11. List current shareholders, equity members partners or equivalent holding a 15% or greater interest in the company (indicate their percentage interest), as well as those having the right to appoint one or more board director(s). If such interest is held by a holding company, a shell corporation or other form of intermediary, also identify the ultimate or parent entity [↑](#footnote-ref-11)
12. If applicable, Prime Team Members and Guarantors, if any, shall provide a copy of their most recent credit report up to the SOQ Due Date. [↑](#footnote-ref-12)