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Competitive Process Protocol

1. Purpose and Interpretation

The purpose of this protocol is to set out the minimum requirements and steps for planning and conducting a competitive process to ensure compliance with the trade agreements and best practices in Canada. This protocol should be read in conjunction with Kinetic's Procurement Policy. Defined terms used in this protocol have the meaning assigned in the Procurement Policy.

2. Minimum Requirements

In conducting its procurements, Kinetic will establish standing offer agreements on behalf of its members. In doing so, Kinetic shall:

- Publish by electronic means a detailed notice of intended procurement and a brief summary notice for all of its procurement opportunities;
- Make its solicitation documents available by electronic means and free of charge;
- Conduct its procurement by electronic means using IT systems and software that are generally available and maintaining mechanisms that protect the integrity of the process and prevent inappropriate access to bidder's information and IT systems and software that are generally available;
- Specify any conditions for eligibility or participation in the process in advance in the tender notice and also in the tender documentation;
- Limit any conditions of bidder participation to those that are essential to ensure that a supplier has the legal and financial capacities and the commercial and technical abilities to provide the deliverables;
- Include in its solicitation documents all information necessary to permit prospective bidders to prepare and submit responsive bids;
- Describe the deliverables using generic functional and non-biased technical requirements and specifications;
- Clearly identify the requirements of the procurement, the criteria that will be used in the evaluation of bids and the methods of weighting and evaluating the criteria;
- Provide sufficient time for prospective bidders to prepare and submit responsive bids;
- Modify its solicitation documents and respond to questions from prospective bidders only through the issuance of publicly posted addenda;
- Receive, open and treat all bids in a manner that ensures fairness and impartiality and protects the confidentiality of the bids;
- Select bidders and award Master Agreements in accordance with the evaluation and selection process and based solely on the evaluation criteria set out in the solicitation document;
- Promptly inform bidders of the outcome of the competitive process; and
- Publish notices of award identifying the successful bidder(s).

In conducting its procurements, Kinetic will not:

- Discriminate or confer more or less favourable treatment based on the origin of a supplier, the degree of foreign affiliation or ownership of a supplier or the origin of the deliverables offered by the supplier;
- Schedule events in the tendering process in order to prevent suppliers from submitting tenders;
- Use price discounts or preferential margins in order to favour particular suppliers;
- Use registration or qualification procedures or technical requirements or specifications that create unnecessary obstacles to competition or inter-provincial or international trade;
- Require supplier to have prior experience in Canada or any particular jurisdiction;
- Limit participation in a procurement only to suppliers that have previously been awarded one or more contracts by a procuring entity;
- Engage or take advice from any person that may have a commercial interest in the procurement in the preparation of technical specifications or requirements; or
- Provide any supplier with information that could prejudice fair competition between suppliers.

3. Planning Process

Once a determination has been made to establish a standing offer agreement for Kinetic Members, in consultation with the Business Lead, where applicable, and Legal Counsel and other internal stakeholders as appropriate, the Procurement Lead shall develop and document a proposed procurement strategy for presentation to, and approval by, the President.

Following approval of the procurement strategy, the Procurement Lead shall establish a project plan for the procurement, including tasks, timelines and responsibilities, and communicate the plan for approval by the President and other internal stakeholders.

The Procurement Lead shall ensure the project plan for the procurement is adhered to and shall ensure variations to the plan are approved by the President as necessary.

4. Preparing Solicitation Document

The Procurement Lead shall be responsible for consulting on and preparing the solicitation documents and notices as required. Solicitation documents shall be based on Kinetic's standard templates.

Legal Counsel must approve any document prior to publication or release to bidders to ensure the documents comply with applicable trade agreement requirements and other legal standards.

5. Publication of Notices and Delivery of Solicitation Documents

Content of Notices - Notice of Procurement and Summary Notice

The Procurement Lead will post a notice of intended procurement and the summary notice on Merx, Biddingo and any other public posting site approved by the President. If the Government of Canada has established an electronic single point of access, then Kinetic must ensure its tender notice is directly accessible through the single point of access.

The foregoing notices shall be available to the public free of charge. Solicitation documents may or may not be posted on the public posting sites as determined by the President.

Each notice of intended procurement will contain at least the following information:

- Kinetic's name and contact information;
- a list of participating procuring entities while also outlining the potential for other procuring entities to participate in the procurement after the standing offer agreement(s) is put in place;
- a description of the procurement, including the nature and quantity of the deliverables and the contracting opportunity;
- a list and brief description of any conditions for participating in the process and requirements for specific documents/certificates (unless already included in the tender documentation);
- specify whether the procurement is subject to a trade agreement and, if so, then specify the trade agreement(s);
- a description of the initial term of the agreement and description of any options;
- the procurement method that will be used and whether it will involve negotiation;
- if the agreement contemplates the procurement using electronic means, then specify any authentication and encryption requirements related to the submission of supplier information by electronic means;
- the location and deadline for the submission of bids;
- the language or languages in which bids may be submitted;
- if intending to select a limited number of qualified suppliers to be invited to tender, the criteria that will be used to select them and any applicable limitation on the number of suppliers permitted to tender (unless already included in the tender documentation)

The summary notice will contain at least the following information:

- the subject-matter of the procurement;
- the deadline for the submission of bids; and

- the method and/or location for obtaining the solicitation document.

Content of Solicitation Documents (at minimum):

- if a standing offer agreement is contemplated, the solicitation document must indicate how subsequent purchases will be made from a supplier once the agreement is in place;
- Evaluation criteria including methods of weighting and evaluation, unless price is the sole criterion;
- Requirements to be fulfilled by the supplier, and terms or conditions applicable to tender, including:
 - Technical specifications;
 - Requirements for servicing or warranty;
 - Transition costs;
 - Applicable conformity assessment certification, plans, drawings, or instructional materials;
 - Requirements related to the submission of the tender;
 - Date for delivery/supply of goods/services, if applicable.

6. Time Period for Bid Submission

Suppliers will be given a minimum of 40 calendar days to respond to the solicitation document, subject to reductions in posting times permitted under applicable trade agreements. Legal Counsel should be consulted if the Procurement Lead or other internal stakeholder wishes to reduce the time period.

7. Communication with Potential Bidders and Addenda Process

All communications with potential bidders after issuance of the solicitation document must be made in writing through a single contact person designated in the solicitation document. The designated contact person will be the Procurement Lead.

Any other individual who receives inquiries from potential bidders will direct those bidders to the designated contact person and will not discuss the procurement with any potential bidder or supplier.

All bidder questions must be submitted in writing to the designated contact person. The designated contact person will consult with the Business Lead, as necessary, to prepare responses to questions of a technical nature. Bidders' questions and the proposed Kinetic responses will be consolidated in a "Q&A" document that will be published as an addendum. The Q&A document will not identify the bidder(s) that submitted the question(s). Questions that are duplications may be consolidated, so long as all legitimate bidder questions and concerns are addressed.

All changes to the solicitation document will be communicated to all bidders through the publication or provision to each bidder (as applicable) of a written addendum posted on the tendering website or system used by Kinetic to post the original solicitation document.

If an addendum containing significant new information is released close to the submission deadline, the submission deadline may be extended to allow bidders a reasonable period of time to review and respond to the addendum.

8. Receipt of Bids

Bids will generally be received electronically in the manner set out in the solicitation document.

9. Evaluation of Bids

The evaluation of bids shall strictly comply with the evaluation process set out in the solicitation document.

10. Evaluation and Scoring of Evaluation Criteria

The evaluation team will consist of the Business Lead, where applicable, and at least two other individuals with expertise in the subject matter. The Procurement Lead will serve as a facilitator and advisor to the evaluation team.

The evaluation team will ensure that the evaluation plan as indicated in the solicitation document is followed, and the scoring of the bids is defensible.

All evaluation team members will sign a declaration stating that they have no conflicts of interest in respect of the procurement process and agreeing to keep the content of bids and the evaluation confidential.

The evaluation team will evaluate the bids in accordance with the following steps:

Each evaluator will review and evaluate each bid individually. Evaluators will evaluate using the pre-established evaluation criteria and weightings set out in the solicitation document and will only evaluate the materials included in the bidder's bid. Evaluators will make notes, including their scores and any comments to support their scores based on the established evaluation criteria.

If an evaluator believes clarification is needed in respect of information contained in a bid, they will make a note of it for discussion with the evaluation team. Under no circumstances will an evaluator attempt to contact or communicate directly with a bidder.

Once all evaluators have conducted their individual evaluations, the entire evaluation team will meet to finalize their scores. The Procurement Lead will serve as an observer and advisor to the evaluation team.

If the evaluation team wishes to seek clarification from a bidder in respect of information contained in its bid, they will prepare the proposed clarification questions for review by the Procurement Lead. If determined to be appropriate, the Procurement Lead will send the clarification request to the bidder. The bidder's response will be provided to the Procurement Lead, who will review the response from the bidder and, if it is determined to be appropriate, will provide it to the evaluation team.

During the meeting for the finalization of scores, discrepancies in scoring between the individual evaluators will be discussed. Evaluators will explain how they arrived at the particular score they assigned and point out the relevant information in the bid that supports the score. Evaluators may adjust their scores based on these discussions but will not be compelled to do so if they feel the score they have assigned is fair and supported by the content of the bid. Where there is no consensus among the evaluators, the bidder's score for each of the criteria will be determined by averaging the scores assigned by each individual evaluator.

Once the evaluation of non-price factors has been completed and the scores for the non-price factors have been totaled, the evaluation team will factor in the evaluation of price, if applicable, in accordance with the method set out in the solicitation document.

11. Interviews and Presentations

Where expressly set out in the solicitation document, interviews and presentations may be utilized during an evaluation process. Interviews and presentations will be scheduled in advance to allow bidders the opportunity to prepare properly. All bidders will be provided with the same amount of time for the interview and presentation and be provided with the same level of review. The evaluation of interviews and presentations will be consistent with the process set out in the solicitation document.

12. Best and Final Offer Process

Where expressly set out in the solicitation document, the evaluation process may include a process for engaging in negotiations or discussions with a short-list of bidders followed by the submission of "best and final offers". In such cases, the evaluation team will evaluate the original bid submissions in accordance with this protocol and will create a short-list based on the results of those evaluations and the process set out in the solicitation document. The bidders that are included on the short-list will be invited to engage in discussions and negotiation of their bids before submitting a best and final offer. The best and final offers will then be evaluated in accordance with this protocol and the process set out in the solicitation document.

13. Selection of Preferred Bidder(s)

The preferred bidder(s) will be selected based on the results of the evaluation process in accordance with the solicitation document. All individual evaluator score sheets, the summary score sheet, and any applicable notes in support of the scores will be retained to support the selection decision.

Where the solicitation document provides for contract negotiations with the selected bidder(s), the negotiations will be conducted in accordance with Kinetic's Negotiation Protocol.

14. Cancellation of Competitive Process

Where the deadline for submission of bids has passed and bids have been received, a competitive process will not be cancelled without the approval of the President, in consultation with Legal Counsel where necessary.

15. Reviews and Amendments

Kinetic shall review this Protocol at least annually with a view to ensuring it always reflects current trade agreement requirements and best practices. Amendments may only be made with the approval of the President.

Solicitation Document Drafting Protocol

1. Purpose and Interpretation

The purpose of this protocol is to provide direction in respect of the preparation of procurement plans and solicitation documents, including guidelines for developing specifications and selecting the appropriate evaluation methodology and pricing structure. This protocol should be read in conjunction with Kinetic's Procurement Policy. Defined terms used in this protocol have the meaning assigned in the Procurement Policy.

2. General Drafting Principles

The following general principles will guide the drafting of the solicitation document:

Plain and clear language will be used, and technical jargon and vague terms will be avoided.

Where technical terms or specifications are required, they will be set out in a separate section or schedule to the document.

Defined terms will only be used where: (a) the meaning is not clear from a plain reading; and (b) the term is used consistently throughout the document.

Repetition of the same information in different sections of the document will be avoided. If it is necessary to repeat information, it will be repeated using the same language and terminology to avoid any inconsistencies or contradictions.

The use of acronyms that may not be understood by everyone will be avoided. If the use of acronyms is necessary, they will be spelled out in full the first time they are used in the document.

Contract performance and other contractual terms will be appropriately located in the form of agreement and not buried in the specifications or evaluation sections.

Documents will be carefully proof-read, by someone other than the drafter to correct inconsistent terminology, vague wording and typographical, spelling and grammatical errors.

3. Initial Mapping Statement

The drafting process will begin with the preparation of a clear and concise initial mapping statement that describes what is being procured. The initial mapping statement is essential in major projects with many stakeholders, and it is also very important in smaller, routine purchases in order to ensure a smooth and efficient drafting process.

4. Requirements and Specifications

The business requirements and specifications in the solicitation document will be clear and comprehensive to provide a “blueprint” for bidders to develop bids and determine pricing.

The format of the solicitation document will dictate the level of specificity that is required for requirements and specifications:

- If price is the only factor being evaluated, then the specifications and all requirements that inform price must be fully disclosed in detail to solicit responsive pricing; or
- If the requirements cannot be clearly defined before the solicitation document is issued (i.e. bidders will be proposing creative solutions or bidder specifications will be evaluated during the competitive process), and the selected format contemplates negotiation of the final contract, then the specifications may be drafted with less specificity.

Specifications may include any or all of the following:

- physical characteristics;
- functional, performance or expected results characteristics;
- quality characteristics defined by recognized, third-party standards bodies; and/or
- intended use descriptors such as consumer grade, industrial grade, medical or laboratory grade, or suitable for use under extreme conditions.

Specifications will be non-biased and will not be written in a way that unduly restricts suppliers from bidding, and will be designed to encourage open, fair, and transparent competition.

Where appropriate, technical specifications must be set out in terms of performance and functional requirements, rather than design or descriptive characteristics and must be based on international standards, if they exist, or otherwise on recognized national standards.

Technical specifications will not require or refer to a particular trademark or trade name, patent, copyright, design, type, specific origin, producer or supplier, unless there is no other sufficiently precise or intelligible way of describing the requirements and, in such cases, the words such as "or equivalent" will be included.

5. Material Disclosures

In order to solicit competitive and responsive pricing, bidders will be provided with all material information relating to the procurement. Where applicable, the Business Lead,

as the subject area expert, will determine what information should be disclosed in the material disclosures section of the solicitation document.

6. Pricing Structure Selection

Where pricing information is solicited, the pricing structure will be clearly set out in the solicitation document so that bidders know exactly how to submit pricing and so that pricing can be evaluated fairly and defensibly. Where applicable, the pricing structure will align with industry standards.

Regardless of the pricing structure employed, the solicitation document will clearly state what is included or not included with respect to pricing (e.g. is the submitted pricing “all-in” or are certain expenses allowed to be charged in addition, such as delivery charges). The pricing structure will also clearly state whether taxes should be included in the total price or separately stated.

7. Evaluation Methodology and Criteria

To run a defensible competitive process, Kinetic will fully disclose in the solicitation document the evaluation criteria and methods of weighting and evaluation that will be used to determine the successful bidder(s).

All eligibility or threshold criteria (also referred to as “mandatory requirements”) will be fully disclosed and be capable of review upon submission of a bid. Mandatory requirements should be kept to a minimum and used only for those eligibility requirements that are essential to the procurement.

When evaluating responses to a Request For Supplier Qualifications (“RFSQ”) for the establishment of a Qualified Supplier Roster, the solicitation document will disclose:

- the criteria that will be used to prequalify suppliers (unless included in qualification documentation);
- a statement that only suppliers on the Qualified Supplier Roster will receive further notices of procurement covered by the list;
- the period of validity of the list (or if not provided, an indication of the method by which notice will be given of the termination of the use of the list);
- any limitation on the number of suppliers permitted to tender and the criteria for selecting the limited number of suppliers, if applicable;
- if the Qualified Supplier Roster will be valid for three years or less, the period of validity and that further requests will not be posted, if applicable.

If the Qualified Supplier Roster will be valid for more than three years, the request for prequalification inviting interested suppliers to apply for inclusion on the prequalification list shall be published in a tender notice annually.

Eligibility may be determined by satisfying minimum mandatory requirements and/or obtaining a threshold score based on the scoring of evaluation criteria (e.g. bidders with a score of 65% or greater will be prequalified).

When the evaluation will be based on both price and non-price factors, the relative weighting for each category of evaluation will be disclosed in the solicitation document.

When an evaluation category includes several different factors that will be evaluated, details of the evaluation criteria and the sub-weightings for those criteria will also be disclosed.

When interviews or presentations are requested, the weight, value and impact on the evaluation and selection process will be set out in the solicitation document. Interviews and presentations may be given a pre-determined weight or may be used to confirm or adjust the scores assigned in the evaluation of the paper-based bid.

When price and non-price factors are both being evaluated, the method for evaluating price will be disclosed. Typically, price is scored by dividing the price(s) submitted by each bidder into the lowest price submitted during the competitive process and then multiplying that value by the weighting allocated to price (lowest proposed price / bidder's proposed price X weighting). The scores for qualitative factors and the score for price are combined and bidders are ranked based on highest total score.

In addition to the most commonly used "high score" evaluation method described above, examples of other recognized methods include:

Price per Point – In this method, all factors except price are considered and scored according to the established criteria. Once this is completed, the price evaluation is completed by dividing the proposed price by the total points awarded to the bid (price / point). In this method, a value is presented in the form of a price per point. The bid with the lowest price per point represents the best value and is the successful bidder.

Lowest Evaluated Price Meeting Evaluated Criteria Threshold – In this method, all qualitative factors are scored to get a total evaluated criteria score. Those bidders who obtain a score above the disclosed threshold are advanced to the second stage of the evaluation process where the bidder with the lowest price is successful.

8. Integration of Components

The assembled solicitation document will be reviewed to ensure proper integration and alignment of all the components. The requirements will align with the pricing structure, where applicable, and the evaluation criteria will be tailored to align with the requirements and, where applicable, the pricing structure.



The editing process will be well coordinated in order to maintain proper version control and ensure revisions are carefully tracked and integrated to avoid gaps and inconsistencies in the final version of the solicitation document.

Legal Counsel must approve any document prior to publication or release to bidders to ensure the documents comply with applicable trade agreement requirements and other legal standards.

Negotiation Protocol

1. Purpose and Interpretation

The purpose of this protocol is to establish guidelines and procedures for negotiating with bidders or suppliers. This protocol should be read in conjunction with Kinetic's Procurement Policy. Defined terms used in this protocol have the meaning assigned in the Procurement Policy.

2. Negotiation with Bidders in a Competitive Process

Negotiation with bidders will only be part of a competitive process if explicitly provided for in the notice of intended procurement and the solicitation document. The negotiation process for a particular procurement will be conducted in accordance with the process described in the solicitation document.

Where provided for in the solicitation document, negotiations are an opportunity to clarify requirements and bid details to ensure the bidder understands the project and Kinetic understands what the bidder is proposing. Kinetic may seek improvements to the bid, including improvements to performance terms.

It is expected that the terms and conditions in the standard Master Agreement included in the solicitation document will be a starting point for the negotiations. However, the negotiation process is intended to enable commercially reasonable adjustments and clarifications to the legal terms and conditions contained in the Master Agreement to ensure that the terms and conditions suit the nature of the deliverables.

The scope of the negotiation phase can vary greatly depending on the nature and complexity of the project. Not all negotiated procurement processes require extensive formal negotiations. In some cases, "negotiation" can be as simple as a teleconference with the selected bidder to confirm the details of their bid and discuss any minor changes to the standard form of agreement. In such cases, some of the procedures set out in this protocol may not be applicable.

3. Parameters for Negotiating in a Competitive Process

In all competitive procurement processes, including those that involve negotiations with bidders, public purchasers must protect the integrity of the procurement process and adhere to policy objectives, best practices and trade treaty obligations.

In the context of conducting negotiations in a competitive process, this involves:

- (a) ensuring that no bidder is given preferential treatment or unfair advantage;
- (b) protecting bidders' confidential and proprietary information;
- (c) upholding the rules and requirements of the process; and

(d) contracting for the deliverables that were the subject of the competition.

(a) Ensuring No Preferential Treatment or Unfair Advantage

The negotiation team will ensure that bidders are given fair and equal treatment. Reasonable accommodations will be made in the scheduling of negotiation sessions and, where negotiations will be conducted with more than one bidder, an equal amount of time will be allocated to negotiations with each bidder. Information will not be provided to bidders in a discriminatory manner which may give some bidders an advantage over others.

(b) Protecting Confidentiality

Competitive processes are intended to encourage innovation, which means asking bidders to share their ideas and sensitive commercial information. Negotiations will be carried out individually with each bidder on the basis of the ideas and solutions of the bidder concerned. The negotiation team will not use one bidder's commercially sensitive and confidential information to enhance other bidders' solutions.

(c) Upholding the Rules and Requirements of the Process

Negotiations will be conducted in accordance with the rules of the solicitation document and changes that materially alter the requirements of the competitive process will not be permitted.

A material change is any change, irrespective of value, which would have:

- allowed other potential suppliers to participate in the competitive process, or another tender to be accepted;
- changed the evaluation and scoring of bids; or
- affected the ranking and potentially resulted in the selection of a different bidder.

Negotiations tend to involve give-and-take on many issues, and it may be possible to justify a concession on one point by demonstrating a benefit obtained on a different point. However, negotiations will not be used to alter or remove critical contract terms or minimum performance requirements.

In general, the less prescriptive the solicitation document is in terms of establishing minimum requirements and dictating mandatory specifications or methodologies, the fewer limits there may be on what is open to negotiation.

(d) Contracting for the Deliverables that were Subject to Competition

The negotiation team will not depart from the original intent, goals and objectives of the solicitation and must not negotiate an agreement that is materially different in scope from what was described in the solicitation document.

4. Planning for Negotiations

Advanced planning is required for an effective and efficient negotiation process. Prior to entering into negotiations, the Procurement Lead will:

- Establish the negotiation team and roles and responsibilities of the team members;
- Confirm the availability of expert advisors, including legal, financial and technical, as necessary;
- Ensure all team members have a clear understanding of the project requirements and objectives and, in the case of a competitive process, have thoroughly reviewed the solicitation document and the bidder's bid;
- Compile a list of all issues that need to be addressed in the negotiations;
- Identify and prioritize the objectives of the negotiations;
- Identify any non-negotiable items; and
- Consolidate all of the relevant documents that may need to be referred to during the negotiations.

5. Initiating Negotiations

When inviting bidders to enter into negotiations, it will be clearly communicated that entering into negotiations does not create any obligations to proceed with an agreement. Bidders may be requested to submit a list of the issues they want to address in the negotiations prior to the first meeting.

6. Conducting Negotiations

When conducting negotiations, it is important to:

- Identify key issues at the outset of the negotiation process;
- Ensure that everyone involved in the negotiations is aware that any agreements that are reached are subject to approval and no legally binding commitments are made until the final agreement is signed;
- Ensure that information given in confidence by bidders is not revealed to others;
- Take a collaborative approach and avoid being defensive or aggressive;
- Take time to consider all information presented and verify and confirm information as necessary; and
- Clearly document areas of agreement as the negotiations progress to avoid revisiting issues multiple times.

7. Record Keeping and Finalizing the Agreement

It is critical that a record of all negotiations be kept for audit purposes. If negotiations are conducted through written correspondence, copies of all such correspondence must be kept in



the file. Clear and concise minutes of any in-person or telephone meetings, including date, time, persons present, topics discussed and outcomes, must be kept.

Whatever is agreed upon between the parties in the negotiations must be included in the contract in clear language.

8. Reviews and Amendments

Kinetic shall review this Protocol at least annually with a view to ensuring it always reflects current trade agreement requirements and best practices. Amendments may only be made with the approval of the President.

Bidder Debriefing Protocol

1. Purpose and Interpretation

The purpose of this protocol is to provide guidelines for conducting debriefings requested by bidders in respect of a competitive procurement process. This protocol should be read in conjunction with Kinetic's Procurement Policy. Defined terms used in this protocol have the meaning assigned in the Procurement Policy.

2. Purpose of a Bidder Debriefing

The purpose of a debriefing is to provide constructive feedback in respect of the bidder's bid. The debriefing process is not a complaint process and should not be treated as such.

Information about bids submitted by other bidders must not be discussed or disclosed in the debriefing.

Debriefings are an important component of a competitive process and provide an opportunity to:

- a) Recognize the efforts bidders make in responding to solicitation documents issued by Kinetic;
- b) Provide constructive criticism and suggestions for improvements so that unsuccessful bidders have a better opportunity at winning future bids and Kinetic has access to more qualified bidders that are better able to compete for Kinetic's business; and
- c) Address questions and concerns in a non-confrontational manner, which may assist in mitigating the risk of unsuccessful bidders pursuing litigation or initiating procurement protests.

3. Initiation and Scheduling of a Debriefing

A debriefing is only initiated at the request of a bidder. Requests for a debriefing should be directed to the contact person identified in the solicitation document (the "**Contact Person**"). Bidders are expected to make their request within sixty (60) days of the notification of the outcome of the procurement process. Requests for a debriefing that are made after this time period may be considered by Kinetic on a case by case basis.

The Contact Person is responsible for communicating and scheduling the debriefing with the bidder's representative. Debriefings may occur in person at Kinetic's offices or by way of teleconference, depending on the location of the requesting bidder. Kinetic should be as flexible as possible, within reason, with respect to scheduling bidder debriefings.

When scheduling the debriefing, the following should be addressed with the bidder's representative:

- a) Confirm the time and location of the debriefing or dial-in information if the debriefing is being conducted by way of teleconference; and
- b) Explain the purpose of the debriefing;
- c) Explain that the debriefing is intended to be an informal meeting and that the bidder should not bring legal counsel to the briefing; and
- d) Confirm who will be attending the debriefing to represent the bidder.

4. Preparation for the Debriefing

Debriefings should be conducted by representatives of both the purchasing group and the evaluation team that are knowledgeable in all aspects of the bid and the evaluation process. Attendance should generally be limited to two or three individuals.

Prior to the debriefing, Kinetic's representatives should prepare the necessary materials, including obtaining a copy of the bidder's bid for reference purposes and preparing discussion points based on the suggestions for conducting a debriefing set out below. The materials for the meeting must be distributed in advance to all Kinetic representatives who will be attending the debriefing.

5. Conducting the Debriefing

- a) The following is a suggested structure for conducting a debriefing:
 - Introductions and reiteration of the purpose of the debriefing;
 - Overview of the bidder's bid, including where the bidder lost significant points in Kinetic's evaluation process;
 - Discussion of suggestions on how the bidder could improve their bid for future opportunities; and
 - Questions and answers.
- b) The following may be discussed in a debriefing:
 - General overview of the evaluation process;
 - The name, address, and total price of the successful bidder;
 - Specific evaluation information related to the criteria used to evaluate the bids;
 - The bidder's evaluation score and strengths and weaknesses of the bidder's bid in relation to the evaluation criteria;

- The bidder's evaluation ranking (e.g., 3rd out of 5);
- Suggestions on how the bidder could improve a future response to a competitive process issued by Kinetic;
- Specific questions and issues raised by the bidder in relation to the above topics;
- Feedback from the bidder on Kinetic's procurement processes and practices; and
- Any information that was shared publicly as part of the competitive process.

c) The following **must not** be discussed in a debriefing:

- Information concerning other bidders and bids must not be provided during a debriefing as it may relate to confidential, third-party proprietary information that is subject to confidentiality duties.
- Challenges to the procurement process should not be discussed or debated during the debriefing. If a bidder is dissatisfied with the outcome of competitive process, The Procurement Group should inform them that the next step is to formally challenge the Procurement Project, in accordance with the steps outlined in Kinetic's Procurement Protest Protocol.

6. Debriefing Follow-up

Following the conclusion of a debriefing, an internal memo outlining the outcome of the debriefing, including all questions raised by the bidder and any comments or feedback that the bidder might have had about Kinetic's processes, should be prepared and reviewed by Kinetic's representatives and included in the procurement.

Procurement Protest Protocol

1. Purpose and Interpretation

The purpose of this protocol is to set out the process for suppliers to make a formal complaint about a particular procurement process. This protocol should be read in conjunction with Kinetic's Procurement Policy. Defined terms used in this protocol have the meaning assigned in the Procurement Policy.

2. Scope of the Procurement Protest Process

The procurement protest process set out in this protocol is meant to provide an opportunity for suppliers to voice complaints and to assist Kinetic in identifying any gaps or shortcomings in its procurement policies and practices. The procurement protest process is intended to help resolve issues that involve no significant factual or interpretive disagreement between the parties. It is not intended to resolve fundamental disputes over facts or legal rights and obligations or to establish a mechanism to adjudicate such disputes.

3. Restrictions

A bidder that is challenging a competitive process must request and attend a debriefing prior to engaging in the procurement protest process.

The procurement protest process set out in this protocol shall not be used to challenge a procurement process in respect of which the supplier has commenced legal proceedings against Kinetic.

4. Procurement Review Committee

Kinetic will establish a Procurement Review Committee (the "PRC") for the purpose of making determinations under this protocol. The PRC will consist of: an officer, appointed by Kinetic as the leader of the PRC (the "PRC Leader"); and a minimum of two (2) other Kinetic representatives appointed at the discretion of the PRC Leader.

5. Procurement Protest Process

5.1 A supplier that wishes to make a formal complaint about a procurement process must submit a request for review in writing within sixty (60) days from notification of the outcome of the procurement process. Requests for review will not be addressed under this protocol until after Kinetic has publicly posted or otherwise provided formal notification of the outcome of the procurement process. The supplier's request for review will not result in the rescission of an awarded contract or delay the progress of any project, unless recommended by the PRC.

- 5.2** A request for review of a procurement process must be directed to a representative appointed by Kinetic and must contain the following:
- A clear statement as to which procurement the supplier wishes to have reviewed;
 - A clear and detailed explanation of the supplier's concerns with the procurement, including specifics as to why it disagrees with the procurement process or its outcome;
 - Any accompanying documentation relevant to the supplier's concerns; and
 - The supplier's contact details, including name, telephone number, and email address.
- 5.3** Within five (5) business days from receiving the supplier's request for review, Kinetic will send an initial response to acknowledge receipt and indicate the date by which it will provide the supplier with a formal response. In general, Kinetic will endeavor to make a determination and provide a formal response within twenty (20) business days from receipt of the supplier's request for review.
- 5.4** Kinetic staff involved in the procurement process will conduct an initial review of the supplier's request for review in order to compile any background information and documentation relevant to the procurement process and the supplier's concerns. The supplier's request for review and the compiled background information and documents will then be submitted to the PRC.
- 5.5** The PRC will convene a meeting to review and consider the supplier's request for review and all internally compiled background information and documents. The PRC may seek any additional information it requires and may consult with other Kinetic officers or representatives, Legal Counsel or other advisors, as necessary.
- 5.6** Upon completion of its review, the PRC will make a determination and issue a response to the supplier as follows:
- (a) If the PRC finds that the supplier's rationale for requesting a review of the procurement process does not have merit, then it will issue a response to the supplier indicating that the PRC has reviewed its concerns and providing reasons for its determination; or
 - (b) If the PRC finds that the supplier's concerns in respect of the procurement process have merit, then it will further determine the appropriate resolution to the matter. In making its determination, the PRC may consider any factors it considers relevant, including:
 - whether the complainant participated in the procurement process or was prevented from doing so;

- the seriousness of any deficiency found in the procurement process;
- the degree to which the complainant was prejudiced by any deficiency in the procurement process; and
- whether the parties acted in good faith.

5.7 Upon making its determination, the PRC will issue a response to the supplier indicating its proposed resolution to the matter, if any, and indicating any changes that will be made to Kinetic’s policies and practices to help prevent similar issues arising in future procurement processes. Any such response will be provided to the supplier on a “without prejudice” basis.

5.8 The determination of the PRC is the final determination under the procurement protest process. If the supplier is not satisfied with the response of the PRC, the supplier may consider its other options, including challenges under governing laws.