



## United States Department of State

*Bureau of Oceans and International  
Environmental and Scientific Affairs  
Washington, D.C. 20520*

June 15, 2012

**Subject: Keystone XL Oil Pipeline Project – Request for Proposal No. 6152012  
For Department of State Supplemental Environmental Impact Statement Third-Party Contractor  
Services**

The U.S. Department of State (Department) is undertaking a search for a third-party contractor to provide services to the Department in conducting an environmental review of a Presidential Permit application received from TransCanada Keystone Pipeline, LP (TransCanada). The selected contractor would work under direct supervision and control of the Department pursuant to a contract between the contractor and TransCanada, consistent with the National Environmental Policy Act and its implementing regulations, and Department of State guidelines on the use of third-party contractors for environmental reviews. The proposed scope of work is attached as Appendix 1 to this letter.

Notwithstanding anything contained in this Request for Proposal (RFP) or in anything said or done during the course of dealing with this RFP, no contract shall be formed or be deemed to be formed between TransCanada or any of its affiliates and any Contractors or prospective Contractors (the "Participant(s)") arising out of or in respect of this RFP or any Proposal unless and until a specific Proposal is accepted by the Department and the final contractual documents are executed by both TransCanada or its affiliate and the Participant.

The Department reserves the right, in its discretion:

- to not choose any of the Participants;
- to waive any irregularities, omissions or errors in any Proposal;
- to accept a Proposal containing exceptions or alternatives;
- to accept any one or more of the Proposals; or
- to communicate or negotiate with one or more of the Participants, at any time after the Closing Time.

Proposals shall be submitted without any connection, comparison of figures or arrangement with or without knowledge of any other person or persons submitting a Proposal for the same work and shall be, in all respects, fair and without collusion or fraud.

### **Proposal Submission and Due Date:**

Proposals shall be submitted on or before **June 28, 2012, by 5:00 pm EST** ("Closing Time") to the address indicated below. Six (6) hard copies of the Proposal shall be submitted. Additionally, Proposals shall be submitted electronically, either on a CD-ROM, DVD, or via e-mail, on or before the RFP Closing Time.

Proposals should be marked "**Private and Confidential – NOT USG CLASSIFIED**" and submitted to:

### **Keystone XL Project – RFP No. 6152012 for the Department of State SEIS Third Party Contractor Services**

**U.S. State Department  
2201 C Street, NW  
OES / ENV Room 2657  
Washington, DC 20520**

**Attention: Genevieve Walker  
NEPA Coordinator**

**Email: [WalkerG@state.gov](mailto:WalkerG@state.gov)**

**Requests for Clarification:**

Any questions or clarification requests related to this RFP must be sent in writing, via e-mail, to the Department at the address indicated above.

**Acknowledgement of Receipt and Proposal Submission Confirmation:**

We ask that you please provide the following information, via e-mail, within three business days of receipt of this RFP to the e-mail address provided above:

- Acknowledgement of receipt of this RFP;
- Your intention to submit or not submit a Proposal; and
- Name, title, address, phone, and fax numbers of your single point of contact for this RFP, if different from the addressee above.

**Selection of Contractor:**

The selection of the Third-Party Contractor shall be made by the U.S. Department of State (Department).

**Request for Proposal Documents:**

This RFP includes the following documents:

1. Introduction to RFP
2. Appendix 1 RFP Instructions and Scope of Work
3. Attachment "A" Pricing
4. Attachment "B1" OCI Representation Statement
5. Attachment "B2" OCI Disclosure Statement
6. Attachment "C" OCI Ongoing Obligations Certification
7. Attachment "D" OCI Questionnaire
8. Attachment "E" Contractor CII Non-Disclosure Agreement
9. Attachment "F" Keystone XL Project Map

**APPENDIX 1**  
**RFP INSTRUCTIONS AND SCOPE OF WORK**

**U.S. Department of State**

**Keystone XL Project (“Keystone XL”)  
Supplemental Environmental Impact Statement Preparation**

Date: June 15, 2012

## **DISCLAIMER**

**THIS IS NOT A FEDERAL PROCUREMENT.  
NO APPROPRIATED FUNDS WILL BE USED FOR THIS CONTRACT.**

THE FOLLOWING REQUEST FOR PROPOSALS (RFP) IS INTENDED TO RESULT IN A PRIVATE CONTRACT BETWEEN TRANSCANADA KEYSTONE PIPELINE, LP (TRANSCANADA) AND A CONTRACTOR FOR THE CONTRACTOR TO PROVIDE SERVICES TO THE DEPARTMENT UNDER THE DEPARTMENT'S SUPERVISION AND DIRECTION.

QUESTIONS CONCERNING THIS SELECTION PROCESS SHOULD BE DIRECTED ONLY TO THE DEPARTMENT BY EMAIL. THE DEPARTMENT WILL PROVIDE INFORMATION SUPPLIED TO ANY INDIVIDUAL PARTICIPANT TO ALL PARTICIPANTS SUBMITTING A LETTER OF INTENT TO RESPOND TO THE RFP.

**TRANSCANADA SHOULD NOT BE CONTACTED AND WILL NOT RESPOND TO ANY QUESTIONS CONCERNING THE SELECTION PROCESS.**

ONCE SELECTED, THE TERMS OF THE CONTRACT WILL BE NEGOTIATED SEPARATELY BY TRANSCANADA AND THE CONTRACTOR.

## **HOLD HARMLESS**

The parties agree that the Department of State, TransCanada, and their respective employees are not liable for any costs or judgments arising from the conduct of this selection process, and administration or supervision of the contract for the services described herein.

## **1.0 BACKGROUND, OVERVIEW AND SCOPE OF WORK**

### **1.1 Background**

TransCanada Keystone Pipeline, LP (TransCanada) a subsidiary of, TransCanada PipeLines Limited, is developing a pipeline project to transport crude oil from the Western Canadian Sedimentary Basin (WCSB) and the Williston Basin in Montana and North Dakota, to a point located on the existing Keystone Pipeline system at Steele City, Nebraska, which will allow for the delivery of that production to existing refinery markets in the Texas Gulf Coast area. This project is known as the Keystone XL Project (hereinafter called the "Project" or "Keystone XL"). In the U.S., the Project involves the construction of a new crude oil pipeline and related facilities, including pumping stations, across Montana, South Dakota, and Nebraska. Pump stations and additional pumping capacity will also be added in Kansas along the Cushing Extension segment of the Keystone Pipeline. The Project is more specifically described in Section 1.2.

The Department of State (Department) is soliciting proposals for the preparation of a Supplemental Environmental Impact Statement (SEIS) and related documents and services for the proposed Project. The SEIS will supplement the Final Environmental Impact Statement (FEIS) issued by the Department on August 26, 2011 for the original Keystone XL Pipeline Project. The SEIS will be prepared under a third-party contractual agreement paid for by TransCanada and supervised and controlled by the Department, with TransCanada being the Applicant. The Department will act as the lead Federal agency for preparing the SEIS consistent with the National Environmental Policy Act (NEPA). The Department will be responsible for providing supervisory and technical direction to the Third-Party Contractor. A contract will be executed pursuant to third-party contracting procedures consistent with 40 CFR 1506.5(c) and the Department's Interim Guidance for the Use of Third Party Contractors in the Preparation of Environmental Documents (Interim Guidance).

The Department is soliciting proposals through this RFP for a Third-Party Contractor to provide the services described in sections 1.2 and 1.3. The technical and cost proposals will be reviewed and evaluated by the Department. The Department will make the final selection of the Third-Party Contractor, based on its review of the technical, cost, managerial, personnel, and Organizational Conflict of Interest (OCI) aspects of each proposal. Upon selection of the Third-Party Contractor by the Department, TransCanada will finalize a contract with and fund the successful contractor for the preparation of an SEIS and attendant activities.

Once a Third-Party Contractor is selected, the Department will supervise and direct the activities of the contractor in the consultation, review, preparation and processing of documents within the scope identified herein. TransCanada will not have control over, nor direct the activities of the contractor.

TransCanada submitted an application for a Presidential Permit for the original Keystone XL Pipeline Project on September 19, 2008. The Department reviewed that application and issued a FEIS on August 26, 2011. On January 18, 2012, a determination was made that the Project – as presented and analyzed at that time – did not serve the national interest. TransCanada submitted a new application for a Presidential Permit for the current Keystone XL Pipeline Project on May 4, 2012.

The Project as included in TransCanada's current application follows the route from the Canadian border across Montana and South Dakota that was studied in the FEIS. TransCanada has incorporated by reference the FEIS prepared by the Department for the original proposed Keystone XL Project. The FEIS was developed by the Department over the course of three years with input from the public and the participation of numerous affected agencies.

On April 17, 2012, the Governor of Nebraska signed into law a statute authorizing the Nebraska Department of Environmental Quality (NDEQ) to review alternative routing in that State, including collaboration with a Federal agency. TransCanada submitted an initial alternative routing report to the NDEQ on April 18, 2012. TransCanada expects the Nebraska alternative route selection process to be complete later this year. TransCanada will supplement its application to the Department with the revised routing in Nebraska as soon the Nebraska alternative route selection process is complete. TransCanada will provide any information necessary to update the FEIS during the course of the Nebraska alternative route review. Although there will be a new route through a portion of Nebraska that avoids the Sandhills region, the remainder of the Nebraska route will utilize the routing already studied.

## 1.2 The Project

As noted, the proposed Project is an international project designed to transport Canadian oil from the WCSB, and domestic U.S. crude oil production from the Williston Basin in Montana and North Dakota, to refinery markets in the Gulf Coast region. Specifically, TransCanada proposes to construct and operate a crude oil pipeline and related facilities from an oil supply hub near Hardisty, Alberta, Canada to the northernmost point of the existing Keystone Pipeline Cushing Extension at Steele City, Nebraska, which will provide access to existing refinery markets in the Texas Gulf Coast area.

Subject to the requirements and descriptions, set forth in this RFP, the selected Third-Party Contractor will work under the direction of the Department to perform the following tasks:

- Review and comment on the adequacy of data contained in the FEIS for the Keystone XL Project dated August 26, 2011 insofar as relevant to the new Keystone XL Steele City Application. Request additional data where needed for the development of an environmental document consistent with NEPA and NHPA. This review may include, but not be limited to, the following items:
  - maps and alignment sheets;
  - work consistent with the Endangered Species Act, including field surveys, determination of potentially impacted species, and consultations with the U.S. Fish and Wildlife Service;
  - work consistent with the National Historic Preservation Act, including field surveys, consultations, and review of the previously prepared Programmatic Agreement;
  - work required to comply with BLM requirements for Minerals Leasing Act and Federal Land Policy Management Act;
  - work required to comply with the Montana Major Facilities Siting Act (MFSA); and
  - work (including field surveys) required to delineate waters of the U.S. and wetlands that will be subject to Federal permitting requirements.
- Identify data or analysis that may need to be updated because of significant new circumstances or information relevant to environmental concerns bearing on the proposed action or its impacts.
- Identify data needs not included in the Final EIS relevant to a new route or new regulations, studies, or other circumstances not available for consideration in the FEIS. Work with the Department to identify most advantageous way of obtaining data.
- Review and comment on field surveys conducted by TransCanada’s environmental consultant and NDEQ’s environmental consultant in Nebraska, to include:
  - review information that will be the basis of the new environmental document; and
  - recommendation of alternatives, as appropriate, to avoid or minimize major environmental/cultural concerns.
- Verify, supplement as appropriate, update, and maintain mailing lists.
- Coordinate with the Department and if necessary host and maintain the Department’s Project website.
- Create a web-based administrative record inventory and create, house, and store the administrative record on the Keystone XL application.
- Finalize and assist the Department in issuing Notices in print, by mail, and in media releases.
- Coordinate and attend meetings and site visits, as required by the Department and other regulatory agencies.
- Work with the Department to identify and summarize concerns of affected/adjacent landowners, landowner organizations, environmental groups, other interested stakeholders, and Federal, State, and local agencies.
- Communicate with and assess information from those concerned parties and advise the Department regarding the collection of additional data, suggested alternative routes, and/or mitigation to respond to these concerns.
- Coordinate and assist (as necessary) with any new Section 7 Endangered Species Act consultations.
- Coordinate and assist in Section 106 National Historic Preservation Act consultations (including drafting of a new Programmatic Agreement if required), and any other consultations consistent with relevant laws.

- Prepare and submit a Preliminary Draft SEIS consistent with NEPA and NHPA and other relevant laws to the Department for review and comment.
- Incorporate comments from the Department into the Preliminary Draft SEIS.
- Prepare and submit a Draft SEIS to the Department. Prepare, print and mail public and Agency copies including copies to identified libraries and other stakeholders (assume 250 copies).
- Coordinate, as needed, public comment on draft SEIS, including drafting a notice of availability of environmental documents, and helping the Department arrange public comment meetings, as appropriate.
- Assist the Department in preparing any responses to public and agency comments on the SEIS to include creating web-based tracking of all comments.
- Prepare, print, and submit a revised Final SEIS to the Department. Prepare, print, and mail public and Agency copies (assume 250 copies).
- Draft the notice of Public Availability of the Final SEIS and assist the Department in issuing that notice to include mailings and media releases.
- If required, assist the Department in preparing certain sections of a Record of Decision (ROD).

### 1.3 Scope of Work

The selected third-party contractor will be responsible for working with the Department and the various stakeholders. Under the Department's direction, and consistent with the Department's Interim Guidance the Third-Party Contractor may coordinate with TransCanada as necessary. The selected Third-Party Contractor will keep the Department apprised of issues as they arise, and when the Department determines it is appropriate, participate in meetings to identify and help resolve issues.

The Third-Party Contractor will also be responsible for assisting the Department in conducting the NEPA review, preparing the SEIS, and completing related work within an agreed-upon schedule and approved budget. It will be the contractor's responsibility to notify the Department and TransCanada if the work effort required by the Department exceeds the work effort on which the bid was based, or the approved budget.

The Third-Party Contractor will be responsible for providing the following services:

- 1.3.1 Preparation, printing and reproduction of all project-related documents, reports, and notices required by the Department. In addition to paper copies, all materials must be provided to the Department in electronic form in Microsoft Word and Acrobat PDF format. TransCanada will provide any required databases (such as mailing lists). A camera-ready SEIS will be provided as PDF files in addition to hard copy. Note that all printing and mass mailings will be completed by the contractor.
- 1.3.2 The Third-Party Contractor may be responsible for preparing draft notices and presentation materials for public meetings and for reviewing and finalizing these materials with the Department for their issuance and use. The selected Third-Party Contractor will also set-up and coordinate (as required) public meetings, including arrangement for and payment of a court stenographer. This task will require close coordination with the Department. Required work will include arranging for meeting places, placing notices or announcements in the appropriate news media (local newspapers, radio stations, etc.), making mailings to stakeholders to include each landowner. The selected contractor will prepare a summary of scoping comments/issues for subsequent agency review and concurrence, as well as summarizing written public comments received during the scoping process. The comments will be posted on the agency's web-site.
- 1.3.3 Maintenance of a computerized (sortable database) mailing list of all interested agencies, officials, members of Congress, community/environmental groups, concerned citizens, affected property owners, and other interested parties. TransCanada will provide the contractor with an initial mailing list, as well as providing updates throughout the NEPA process.
- 1.3.4 Set up and maintain on a daily basis a computerized, web-based administrative record similar to an Electronic Docket system.
- 1.3.5 Set-up and maintain an internet website with the capability to accept public comments, and post public information regarding the Project.

- 1.3.6 Characterization of existing environmental conditions, incorporation of issues identified during scoping, assessment of potential environmental effects and significance associated with implementation of the Keystone XL Project, identification of potential route location alternatives (both locally and regionally), and determination of necessary mitigation to avoid and/or reduce impacts to acceptable levels for the environmental topics listed below. Studies shall take into account both direct and indirect effects of Project facilities construction, operation and maintenance, upset conditions, and abandonment. Information contained in the application, the subsequent field surveys, the FEIS, and other already available technical data shall be used to the maximum extent practicable. Use of any data not in the public record for the Project must be approved by the Department.
- 1.3.7 Preparation of the SEIS consistent with NEPA; the National Historic Preservation Act; Endangered Species Act; other applicable laws and regulations; any additional requirements of the Department; address comments and issues raised during the scoping and/or public meeting processes.
- 1.3.8 TransCanada will be responsible for developing the maps requested by the Department or the Third-Party Contractor. Map scale will range from 1:24,000 to 1:3,600 depending on the complexity/sensitivity of the resources potentially affected and Project specifics.
- 1.3.9 Maintain ongoing review of potential environmental issues and assessment of adequacy of overall scope of the environmental analysis. The Department shall be advised immediately of any potential data gaps or analysis shortcomings.
- 1.3.10 May arrange with TransCanada to participate in site inspections with the Department.
- 1.3.11 Prepare camera-ready copies of the SEIS and any required notices for submission to the Department and arrange for printing and mailing. For purposes of proposal preparation, assume that the contractor will print and distribute a minimum of 250 copies of the SEIS to cooperating and consulting agencies and other interested stakeholders. (The actual number of preliminary documents required will be determined based on consideration of cooperating agencies' needs). Please note that mailing to Federal agencies must be carried out by Federal Express or equivalent service to avoid irradiation of regular Department mail. CDs or hardcopies of the SEIS may be distributed to appropriate members of Congress.
- 1.3.12 Develop and maintain a formal project management system to allow for weekly tracking of schedule and budget status for the prime contractor and any subcontractor
- 1.3.13 Regular consultation with the Department including travel to Washington, DC to meet as required. Potential consultation with Nebraska DEQ and its contractor. Potential travel to Nebraska, Montana, and South Dakota, as necessary.
- 1.3.14 Adherence to the schedule is essential. The Department will determine, as appropriate, a specific project schedule with the selected Third-Party Contractor.

## **2.0 PROPOSAL REQUIREMENTS AND PROCESS**

### **2.1 Prospective Contractors' Teleconference**

A Prospective Contractors' Teleconference will be held by the Department on June 18, 2012. At the conference, questions will be answered by Department representatives. The purpose of this teleconference will be to:

- answer contractors' questions about the RFP;
- discuss any other information to be used in the submission of a proposal;
- discuss software that was used by TransCanada's environmental consultant and engineering consultant in the development of documents; and
- discuss access to the Presidential Permit application, FEIS, maps, and other Project information.

All prospective Third-Party Contractors are strongly encouraged to participate in this teleconference. A list of participants is required in advance from each prospective Third-Party Contractor. The Department reserves the right to restrict participation in the teleconference. A call-in number will be provided to those contractors who confirm their intent to submit a Proposal as indicated in the RFP Letter.

## 2.2 Proposal Requirements

Contractors must provide six (6) hard copies of the technical proposal and cost estimate. In addition, Proposals shall be submitted electronically, either via e-mail or CD-ROM or DVD. Cost estimates must be submitted in separate sealed envelopes labeled "Cost Estimate." All materials should be concise, well organized, and contain the following information in the order presented below:

### 2.2.1 Price Schedule

Contractor shall provide a time and materials estimate. Provide a subtotal for each item listed in the Scope of Work set forth at Section 1.3 of this RFP. A table to complete is provided in Attachment "A" – Pricing. Any limiting cost assumptions used to prepare the cost estimate should be clearly specified in the proposal by each task.

TransCanada anticipates signing a "time and materials" contract. All work and any other costs applicable to the scope of work defined above shall be submitted as a time and materials, cost not to exceed without prior authorization, estimate, with an attached cost breakdown. TransCanada understands that there may be out-of-scope requirements for the completion of this Project.

Also include a labor rate schedule that will apply to the Project and for any work to complete the scope of work stated in this RFP, as well as any out-of-scope work.

Assume that Department, will provide the successful contractor with copies of all relevant environmental information filed with the Department including the Presidential Permit application.

### 2.2.2 Introduction

Explain the contractor's understanding of the Project and a summary of the contractor's qualifications for this Project in one or two pages. Because the Project is a crude oil pipeline located in multiple states, qualifications for assessing the environmental impacts of this type of pipeline in this region of the country should be highlighted.

### 2.2.3 Technical Approach

Present both an overall technical approach for the preparation of the SEIS and the approach proposed for individual technical areas and tasks. Include any recommendations to improve the scope (including rationale) and reflect those recommendations in the cost estimate.

### 2.2.4 Project Organization and Management Approach

Describe your proposed project organization, with an organization chart including positions, responsibilities and reporting relationships. The senior specialist and/or subcontractor(s) with responsibility for each resource area must be identified and their location specified. These key personnel shall not be reassigned within the Project or to other projects without prior written approval from the Department.

Describe the proposed management scheme for the Project, with a discussion of where the work will be done and where each key person and subcontractor presently resides. Provide the proposed mechanisms for communication, reporting, technical direction and control, cost control, schedule control, quality control, quality assurance and control of subcontractors.

### 2.2.5 Qualifications and Experience

Describe qualifications and prior experience in completing similar NEPA compliance projects, particularly interstate crude oil or liquids pipeline construction projects. Large-scale natural gas pipeline project experience may

also be considered. Discuss experience with pipeline construction projects, particularly in the Midwestern United States.

Statements of qualifications and prior experience should be provided not only for the contractor but also for the key personnel and any subcontractors that will be assigned to the Project, along with their specific experience with crude oil pipeline or other pipeline projects.

The past, current, and proposed use of small and small disadvantaged owned business enterprises by the Contractor should be described.

#### 2.2.6 Project Schedule

It is important that the contractor demonstrate that ample resources exist to meet the demands of the Project. If the contractor has multiple EIS obligations underway concurrently, it must clearly show separate resources or provide convincing evidence that it can meet the schedule.

#### 2.2.7 References

List and describe three successfully completed or in-process projects of a similar nature with the name and phone number of your client's project manager. Additionally, list three client references specifically for your proposed project manager.

#### 2.2.8 Conflicts of Interest and Critical Infrastructure Non-Disclosure Agreements

Identify all possible conflicts of interest that may require investigation by the Department. Include a discussion of all work completed by the contractor for similar work on other projects within the last three years. Pursuant to 40 CFR 1506.5(c), contractor selection is based on ability and absence of conflict of interest. All proposals must include:

- Either: (a) the attached Organizational Conflict of Interest (OCI) representation Statement, or (b) the attached OCI Disclosure Statement, prepared by a responsible official attesting the Contractor and its subcontractor(s) have no financial or other conflicting interest in the outcome of the Project, or proposing a mitigation plan if an actual or potential OCI exists (see Attachment "B").
- The attached OCI Questionnaire (see Attachment "D").
- A contractor's Critical Infrastructure Non-Disclosure Agreement (see Attachment "E").

#### 2.2.9 Resumes

Resumes for key personnel are encouraged and may be submitted as an attachment to the proposal or as a separate volume. All resumes should be limited to two pages and must include the institution and date of graduation for all academic degrees as well as a summary of relevant work experience and the date of performance.

#### 2.3 Maps

Consult the maps presented in the August 26, 2011 FEIS for the Steele City Segment of the prior Keystone XL Project as well as the Nebraska Alternative Routing Report submitted by TransCanada to the Nebraska DEQ (see Attachment F).

#### 2.4 Contract

The Department will not answer specific contract issues, but will facilitate communication with TransCanada to answer any questions on contract issues.

## 2.5 Proposal Submission

Proposals shall be submitted on or before **June 28, 2012, at 5:00 pm EST** ("Closing Time") to the address indicated below. **Six hard copies** of the Proposal shall be submitted. Additionally, Proposals shall also be submitted **electronically**, either on a CD-ROM or via e-mail, on or before the Closing Time.

Proposals should be marked "**Private and Confidential – NOT USG CLASSIFIED**" and submitted to:

### **Keystone XL Project – RFP No. 6152012 for Department SEIS Third Party Contractor Services**

**U.S. State Department  
2201 C Street, NW  
OES / ENV Room 2657  
Washington, DC 20520**

**Attention: Genevieve Walker  
NEPA Coordinator**

**Email: [WalkerG@state.gov](mailto:WalkerG@state.gov)**

## 3. SELECTION CRITERIA

Only those Proposals received from prospective contractors prior to the deadline will be evaluated. The Proposals will be reviewed by the Department. The Department will make the final selection of the contractor. Lack of an OCI Statement, or the existence of an identifiable OCI (relative to the Contractor, its key personnel, or any proposed subcontractor) that cannot be mitigated to the satisfaction of the Department, will be sufficient grounds for Proposal rejection. The Department will be responsible for answering any questions from unsuccessful Participants.

Criteria for screening will be based on a qualification appraisal of all Proposals submitted consistent with the Department's Interim Guidance.

### 3.1 Qualifications Appraisal

Technical Approach (*40 percent*)

The Proposal must show:

- technical expertise
- familiarity with environmental regulations and procedures for satisfying NEPA and related requirements;
- ability to prepare quality NEPA documentation for crude oil pipeline construction projects;
- familiarity with how to proceed in the environmental evaluation of the proposed Project, understanding of the available data, identification of possible issues, and a description of any needed supplemental analyses;
- ability to prepare a complete Work Plan that thoroughly addresses the various parts of the RFP, recognizes any pitfalls or shortcomings, and presents innovative approaches for the tasks presented; and
- that the contractor's proposed technical and procedural approach to the preparation of the identified tasks will result in compliance with NEPA and other environmental documentation requirements.

### Organization Qualifications and Experience (20 percent)

The Proposal must show:

- experience in managing major NEPA reviews for large projects; preferably the same or similar types of construction projects;
- past record of the contractor's organization in meeting performance and delivery requirements for similar contracts;
- resources and facilities available to the organization to fulfill contract requirements, including those of any subcontractor(s) proposed for use;
- familiarity with the specialized issues and requirements of large diameter pipeline construction; and
- experience in working with multiple Federal and State agencies on large construction projects, particularly in the Midwestern United States.

### Project Management and Personnel (20 percent)

The Proposal must show:

- adequacy of contractor's approach for Department interface, and for planning and scheduling task activities as presented in the RFP;
- ability to assign and commit key personnel to the Project, and use of appropriate personnel to accomplish specific tasks;
- ability to satisfy logistical requirements such as materials, transportation, office location(s), document production, computer services and so forth to ensure an effectively managed program;
- experience, education, and location of the Project Manager;
- experience, education, and location of the Deputy Project Manager;
- experience of the Project Manager and Deputy Project Manager in working with multiple Federal and State agencies on large construction projects, particularly in the Midwestern United States and Gulf Coast states;
- experience, education, and location of various key environmental specialists, and any subcontractors proposed for use;
- qualifications and experience of the administrative support personnel; and
- that all conflict of interest requirements, including with respect to the disclosure of information, have been met and that no disqualifying conflicts are present.

### Schedule and Work Plan (20 percent)

The Proposal must show:

- demonstrated ability to meet schedule requirements using staff and resources separate from (or not conflicting with) other EIS efforts underway or scheduled for the same time frame;
- presentation of a detailed Schedule and Work Plan to perform the tasks as presented in the RFP; and
- adequate support for any schedule changes.

## 3.2 Oral Presentation

Following review of the Proposals, the Department may request oral presentations from the short-listed Participants. At a minimum, the Project Manager, Deputy Project Manager, and other key technical staff identified in the Proposal's organization chart will be required to present their team's capabilities to the Department. Participants will be notified of the time and place of the presentation and will be provided with further details regarding the presentation. The interviews will take place on July 5, 2012, in Washington, DC.

### 3.3 Selection of the Third-Party Contractor

Upon completion of the oral presentation (if required), the Department will then conduct a review of the Proposals and make a selection. Once the Department has notified TransCanada of its selection, TransCanada will negotiate and fund a contract with the contractor. TransCanada will keep the Department apprised of the negotiations with the contractor and the Department will have the ability to review the contract to ensure it is consistent with the Department's practice regarding use of third-party contractors. Once the contract has been executed, the contractor shall proceed to work solely under the direction and guidance of the Department. The Department shall furnish guidance and participate in the preparation and shall independently evaluate the SEIS prior to its approval and take responsibility for its scope and contents.

## ATTACHMENT "A"

### PRICING

#### 1.0 Contract Price:

The Contract Price shall be the sum of reimbursable costs, costs resulting from the application of fixed mark-ups and costs resulting from third party nominees and disbursements, all as specified in Section 2.0 of this Attachment "A".

The Contract Price will not exceed \_\_\_\_\_ Dollars (\$\_\_\_\_\_) ("Maximum Price") without prior approval by Change Order. The Contractor shall advise the Company:

- (a) at the point in time at which the Company accrued costs reach seventy-five percent (75%) of Maximum Price;
- (b) at the earliest possible date, of any potential to overrun Maximum Price.

Contract rates shall not be subject to escalation.

#### 2.0 Compensation:

Except as otherwise noted below, for Work performed under this agreement the Contractor shall be paid hourly rates which consist of reimbursable costs multiplied by fixed mark-ups, both as defined below.

Reimbursable costs: includes wages and premiums at actual cost paid by the Contractor for hours worked by personnel performing the Work. The wage rates used by the Contractor to charge TransCanada shall not exceed the maximums listed in Exhibit 1 of this Attachment "A" without the prior written approval of the Company.

Fixed mark-up: shall be applied to wages of the Contractor's personnel per Exhibit 1 of this Attachment "A" for the time they are directly engaged in performing Work. The fixed mark-up shall be comprised of:

- (a) Payroll burden, which includes the cost to the Contractor for all statutory holidays; vacation with pay; unemployment insurance; health, medical, and liability insurance; group life insurance; pension plan contribution or non-discretionary profit sharing plan; sick or other leave with pay; and all other employment taxes and contributions imposed by law or labor agreements.
- (b) General overhead, which includes the Contractor's cost of office space, property and business taxes, insurance, business license, interest on capital employed or on money borrowed for financing costs in connection with this agreement, office utilities (light, heat, gas, telephone), furniture, office equipment (excluding computers except as specified below), normal audits, stationery, drafting supplies, supervision, accounting staff and clerical support staff including all computers in support thereof, and other similar costs to the Contractor.
- (c) Fee, which shall be full and complete compensation to the Contractor for; corporate overhead; all royalty or license/"know how" fees, research and development costs, franchise costs, corporate income taxes, total profit related to work performed hereunder, and all other costs not covered elsewhere.

#### Description

#### Mark-up

Fixed Mark-up applied to salaries paid and billable to TransCanada:

\_\_\_\_\_

**3.0 Other Costs:**

Overtime: Overtime, consistent with Contractor's normal policy for its personnel and agents, shall be incurred after \_\_\_\_\_ hours per \_\_\_\_\_. Premium for overtime paid to Contractor's personnel and agents reimbursable is \_\_\_\_\_ x (times) base hourly rate.

Expenses: The Contractor shall invoice TransCanada for expenses reasonably incurred in performing the Work.

Fixed Rates for Services: When performing Work, TransCanada shall pay the Contractor a fixed rate for services of \$\_\_\_\_\_/billable person hour which includes:

- (a) Geographic Information Systems and associated devices;
- (b) Reprographics (including reports);
- (c) Field computers;
- (d) Drawing reproduction (all sizes);
- (e) Electronic media preparation;
- (f) Photographs and reproductions; and
- (g) Photocopies (color and black and white).



**ATTACHMENT "A" - EXHIBIT 2**

**COST ESTIMATES – KEYSTONE XL PROJECT**

For the following table, please provide details of the number of man-hours required by discipline for each task. You may require extra rows to undertake the analysis.

<b>Task</b>	<b>No. of Man Hours</b>	<b>Contractor Estimate (\$)</b>	<b>Subcontractor Estimate (\$)</b>	<b>Expenses (\$)</b>	<b>Total Estimate (\$)</b>
1.4.1 Preparation of Project related documents					
1.4.2 Prepare draft notices and presentation materials					
1.4.3 Maintenance of computerized mailing list					
1.4.4 Maintain computerized, web-based administrative record					
1.4.5 Set-up and maintain public comment website					
1.4.6 Prepare Data Request					
1.4.7 Review TransCanada's Environmental Report					
1.4.8 Review Nebraska Reroute selection received from Governor					
1.4.8 Preparation of SEIS					
1.4.9 Preparation of Record of Decision					
<b>TOTAL COSTS</b>					

**Assumptions:**

**ATTACHMENT "B1"**

**OCI REPRESENTATION STATEMENT**

Name of Person or Organization: \_\_\_\_\_

I hereby certify (or as a representative of my organization, I hereby certify) that, to the best of my knowledge and belief, no facts exist relevant to any past, present or currently planned interest or activity (financial, contractual, personal, organizational or otherwise) that relate to the proposed work; and bear on whether I have (or the organization has) a possible conflict of interest with respect to (1) being able to render impartial, technically sound, and objective assistance or advice; or (2) being given an unfair competitive advantage. I provide a detailed description of the internal processes undertaken to conduct our internal OCI review in the attached page(s).

Signature: \_\_\_\_\_

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

Name: \_\_\_\_\_

Organization: \_\_\_\_\_

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

**ATTACHMENT "B2"**

**OCI DISCLOSURE STATEMENT**

I hereby certify (or as a representative of my organization, I hereby certify) that, to the best of my knowledge and belief, all relevant facts – concerning past, present or currently planned interests or activities (financial, contractual, organizational or otherwise) that relate to the proposed work and bear on whether I have (or the organization has) a possible conflict of interest with respect to (1) being able to render impartial, technically sound, and objective assistance or advice, or (2) being given an unfair competitive advantage are fully disclosed on the attached \_\_\_\_ page(s). I also provide a detailed description of the internal processes undertaken to conduct our internal OCI review in the attached pages.

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

Name: \_\_\_\_\_ Title: \_\_\_\_\_

Organization: \_\_\_\_\_

\* Additional Guidance for the Preparation of OCI Disclosure:

For ease of presentation, the OCI information is divided into four parts, indicating whether the possible OCI is: organizational, contractual, financial, or other.

- List the company, agency, organization in which I (or my organization) have a past, present, or currently planned interest or activity (financial, contractual, organizational, or otherwise).
  - Provide a brief description of the relationship according to the guidelines set forth in Section II and III, as applicable. Be sure to include:
    - The period of the relationship;
    - the extent of the relationship (such as value of financial interest of work; percent of total holdings, total work, etc.); and
    - a mitigation plan, as necessary.

**ATTACHMENT "C"**

**OCI ONGOING OBLIGATIONS CERTIFICATION**

I recognize that OCI is an ongoing obligation. Should I or my organization become aware of any actual or potential OCIs during performance of this contract, I or my organization will advise the Department of State and (Contractor/Applicant Name) and propose mitigation or explain why none is needed. I provide a description of internal controls for ensuring OCI does not arise during the Project on the attached page(s).

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

Name:

Title:

Organization:

**ATTACHMENT "D"**  
**OCI QUESTIONNAIRE**

Name of Person or Organization: \_\_\_\_\_

1. Will you (or your organization) be involved in the performance of any portion of the proposed work?  
 No.  
 Yes. The portion of the proposed work; the proposed hours and dollar value; and the type of involvement are fully disclosed on the attached pages.
  
2. What is (are) the major type(s) of business conducted by you (or your organization)? Please reply on the attached pages.
  
3. Do you (or your organization) have any affiliates?<sup>1</sup> All questions in this questionnaire apply to affiliates as well. Whenever possible, each affiliate should submit a separate questionnaire (for instance, to avoid completing a large number of questionnaires), this questionnaire must incorporate information regarding all affiliates.  
 No.  
 Yes. The name and a description of the major type(s) of business that each affiliate conducts are disclosed on the attached pages.
  
4. Will any of the following be involved in performing the proposed work: (a) any entities owned or represented by you (or your organization); (b) your organization's Chief Executive or any of its directors; or (c) any affiliates?<sup>1</sup>  
 No.  
 Yes. A full disclosure and discussion is given in the attached pages.

---

<sup>1</sup>The term "affiliates" means business concerns which are affiliates of each other when either directly or indirectly one concern or individual controls or has the power to control another, or when a third party controls or has the power to control both.

5. Are you (or your organization) an energy concern?<sup>2</sup>

- No.
- Yes. A full disclosure and discussion is given on the attached pages.

6. Within the past three years, have you (or your organization) have a direct or indirect relationship (financial, organizational, contractual or otherwise) with any business entity that could be affected in any way by the proposed work?

- No.
- Yes. List the business entity(ies) showing the nature of your relationship (including the dates of the relationship) and how it would be affected by the proposed work under this solicitation.

7. What percentage of your total income for the current and preceding fiscal years resulted from arrangements with any of the entities identified in Question 6 above?

\_\_\_% For the current fiscal year -- from \_\_\_\_\_ to \_\_\_\_\_.  
\_\_\_% For the preceding fiscal year -- from \_\_\_\_\_ to \_\_\_\_\_.  
\_\_\_% For the second preceding fiscal year -- from \_\_\_\_\_ to \_\_\_\_\_.

8. Do you (or your organization) currently have or have you had during the last 6 years any arrangements (for example, contracts and cooperative agreements) awarded, administered, or funded -- wholly or partly -- by the Department of State or any other Federal agency which relate to the proposed Statement of Work?

- No.
- Yes. A full disclosure and discussion is given on the attached pages.

---

<sup>2</sup> The term "energy concern" includes:

- i. Any person significantly engaged in the business of developing, extracting, producing, refining, transporting by pipeline, converting into synthetic fuel, distributing, or selling minerals for use as an energy source, or in the generation or transmission of energy from such minerals or from wastes or renewable resources;
- ii. Any person holding an interest in property from which coal, natural gas, crude oil, nuclear material or a renewable resource is commercially produced or obtained;
- iii. Any person significantly engaged in the business of producing, generating, transmitting, distributing, or selling electric power;
- iv. Any person significantly engaged in development, production, processing, sale or distribution of nuclear materials, facilities or technology; and
- v. Any person --

(1) significantly engaged in the business of conducting research, development, or demonstration related to an activity described in paragraphs (i) through (v); or

(2) significantly engaged in conducting such research, development, or demonstration with financial assistance under any Act the functions of which are vested in or delegated or transferred to the Chair of the Commission.

9. Do you (or your organization) have or have you ever had any contracts, agreements, special clauses, or other arrangements which prohibit you (or your organization) from proposing work to be performed in this solicitation or any portion thereof?
- No.  
 Yes. A full disclosure and discussion is given on the attached pages.
10. Do you (or your organization) have any involvement with or interest (direct or indirect) in technologies which are or may be subjects of the contract, or which may be substitutable for such technologies?
- No.  
 Yes. A full disclosure and discussion is given on the attached pages.
11. Could you (or your organization) in either your private or Federal Government business pursuits use information acquired in the performance of the proposed work; such as:
- (a) Data generated under the contract?  
(b) Information concerning Department plans and programs?  
(c) Confidential and proprietary data of others?
- No.  
 Yes. A full disclosure and discussion is given on the attached pages.
12. Under the proposed work, will you (or your organization) evaluate or inspect your own services or products, or the services or products of any other entity that has a relationship (such as client, organizational, financial, or other) with you (or your organization)? This could include evaluating or inspecting a competitor's goods and services.
- No.  
 Yes. A full disclosure and discussion is given on the attached pages.
13. To avoid what you perceive as a possible organizational conflict of interest, do you (or your organization) propose to: exclude portions of the proposed work; employ special clauses; or take other measures?
- No.  
 Yes. A full discussion is given on the attached pages.  
 No possibility of an organizational conflict of interest is perceived. This answer is briefly justified on the attached pages.

I hereby certify that I have authority to represent my organization, if applicable, and that the facts and representations presented on the pages of this questionnaire and on the \_\_\_\_ pages of the attachment(s) to it and my OCI Disclosure Certification are accurate and complete.

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

Name: \_\_\_\_\_

Organization: \_\_\_\_\_

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

**ATTACHMENT "E"**

**CONTRACTOR CII NON-DISCLOSURE AGREEMENT**

On behalf of [contractor name], I certify that [contractor name] will abide by the following terms with respect to critical infrastructure information (CII) that the company has access to because of its work for the Department of State.

- Only authorized company employees with a need for the information will be given access to CII [contractor name] will maintain a list of each employee who is given access to CII, including a listing of each project for which the employee has been given CII.
- [Contractor name] will not provide CII to or discuss CII with anyone outside the company, except that CII may be discussed with the Department and other agencies as directed by the Department, the project's owner, operator, or applicant.
- Any copies made of CII will be marked as CII and treated as CII.
- CII will be used only in performance of [contractor name]'s work for the Department of State. When [contractor name] has completed work on the Project, all CII will be returned to the Department of State.
- I acknowledge that a violation of this agreement may result in negative consequences and could alter [contractor name]'s ability to contract with the Department of State in the future.

By: \_\_\_\_\_

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

Representing: \_\_\_\_\_

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

**ATTACHMENT "F"**

**KEYSTONE XL PROJECT MAP**

In lieu of attachment, please refer to the Nebraska Department of Environmental Quality Keystone XL website for the proposed route in Nebraska:

<https://ecmp.nebraska.gov/deq-seis/DisplayDoc.aspx?DocID=%2bypHG0ZT056WXqpS8fgl5w%3d%3d>