Request for Proposals

RFP # SR-2004-001

Issued: November 17, 2004

Project: SKYTRAIN RETAIL

Closing Time: 2:00 p.m. Vancouver time, Thursday, January 27, 2005

Instructions:

Proposals and their envelopes are to be clearly marked with the name and address of the Proponent, the Request for Proposal number indicated above, and the project title indicated above.

Nine (9) complete sets (the original and eight copies) of each Proposal are to be received no later than the closing time stated above at the following location and addressed as follows:

RFP # SR-2004-001, SKYTRAIN RETAIL

Materials Manager
British Columbia Rapid Transit Company Ltd.
6800 14th Avenue
Burnaby BC
V3N 4S7

Proposals are not to be sent by facsimile or e-mail.

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1. INTRODUCTION

1.1 Background

(a) Greater Vancouver Transportation Authority ("TransLink") is responsible for planning, financing and operating a regional transportation system that moves people and goods efficiently throughout the Greater Vancouver Regional District.

(b) British Columbia Rapid Transit Company Ltd. ("BCRTC"), is a subsidiary of TransLink. BCRTC operates, on behalf of TransLink, the internationally respected advanced rapid transit system known as SkyTrain. SkyTrain is a vital component of TransLink's integrated, multi-modal transit system ("Transit"). SkyTrain is currently made up of two lines (the Expo Line and the Millennium Line), consisting of 49 kilometres of track and 32 stations, linking downtown Vancouver with the municipalities of Burnaby, New Westminster and Surrey. SkyTrain is one of Canada's largest distribution channels of customers and people. It is estimated to carry over 65 million people annually, and is growing.

(c) TransLink is permitting selective retail development at SkyTrain stations and under parts of the SkyTrain rail guideway. Opportunities exist for a wide range of retail operations, including kiosks/carts, convenience stores, food and beverage outlets, and general and specialty merchandise and services outlets. It is hoped that this Request for Proposals will attract broad interest, from local businesses and organisations and from national chains and operators, and will identify a large variety of retail opportunities.

(d) The character of the retail opportunities that would be optimal varies by location, and is influenced by factors such as the size of the retail space available, station ridership, future development plans, safety and operational limitations, utilities and other servicing available, and zoning and regulatory requirements.

(e) This Request for Proposals is not intended to attract proposals for short-term (less than one year) or seasonal retail opportunities. Any such opportunities are outside of the scope of this Request for Proposals. Any interest in short term or seasonal opportunities should be directed to the Materials Manager of BCRTC, separately from any inquiries or interest in this Request for Proposals.

1.2 BCRTC and TransLink

(a) As previously stated, BCRTC is a subsidiary of TransLink. In connection with this Request for Proposals and the Operating Licences and Kiosk Licences which are to be entered into, BCRTC is agent for TransLink.

(b) Proponents acknowledge and accept that:

(i) all rights, powers and entitlements of TransLink in connection with this Request for Proposals, Operating Licences, Kiosk Licences, Proposals submitted by Proponents, and letters of credit provided by Proponents may be exercised and enforced by BCRTC, either in its own name (if BCRTC so elects) or in its name on behalf of TransLink, will also extend and apply to BCRTC; and

(ii) in interpreting and applying this Request for Proposals, Operating Licences, Kiosk Licences, Proposals submitted by Proponents, and letters of credit provided by Proponents: (1) any term or provision that provides for a release or indemnification of TransLink or a limitation of liability will extend to and be interpreted to apply to and for the benefit of BCRTC; (2) any covenant made in favour of TransLink will also be interpreted as a covenant in favour of BCRTC; and (3) any term or provision respecting insurance for the benefit or protection of TransLink will extend to and be interpreted to apply to and for the benefit of BCRTC.

1.3 SkyTrain Ridership and Expected Growth

(a) SkyTrain Ridership statistics, by station, are attached as Appendix 1.

(b) SkyTrain ridership is expected to increase, reflecting the major expansion of the system and its strong integration with the bus network and population growth of the region as a whole. SkyTrain's new Millennium Line, capacity improvements on the Expo Line, the U-Pass program at SFU and UBC, proposed increases of 2 to 3 percent per year in additional bus and minibus (community shuttle) service, construction of extensions to existing rapid transit lines, and other measures, are all expected to bolster Transit ridership.

(c) One of TransLink's priorities is increasing Transit use by commuters and post-secondary students in prime target areas during the peak and mid-day time periods. One of the greatest opportunities for growth in Transit use is on SkyTrain. Introduction of the SkyTrain retail program is intended to support increased ridership by

enhancing ambience, convenience, scope of service, and overall experience for users of the TransLink system.

2. RETAIL SPACES

2.1 Retail Spaces - Drawings

The spaces currently available for retail development are identified on the drawings attached as Schedule A of this Request for Proposals.

2.2 Retail Space Matrix

Particulars of the spaces available are set out in the Retail Space Matrix attached as Schedule B of this Request for Proposals.

2.3 Kiosk Licences and Operating Licences

(a) As stated in NOTE 1 of Schedule A of the Form of Proposal, Proponents may, as they wish, choose to propose a **Kiosk Licence** or an **Operating Licence** for any Retail Space, by selecting one or the other as is provided for in Schedule A of the Form of Proposal.

Proponents may do so regardless of how extensive the proposed equipment and any installations may be – whether a "cart" style kiosk, or a fixture or structure with millwork and other design, or a full scale improvement. Of course, in many cases the size (i.e. the area) of the Retail Space or the capital investment required may dictate that a lesser use, or a shorter assured term of years, would not be optimal or practicable. Proponents are left to their creativity, and their own assessments, as to how best to address the opportunities and present their Proposals.

(i) If "**Kiosk Licence**" is selected by the Proponent for a Retail Space, then, for that Retail Space, for the Proponent's Proposal:

- the **Proforma Kiosk Licence** shall apply;
- the initial Term of the **Kiosk Licence** shall be ONE YEAR; and
- the **Kiosk Licence** will provide for THREE successive renewal periods, at the option of the Proponent, for ONE YEAR EACH.

(ii) If "**Operating Licence**" is selected by the Proponent for a Retail Space, then, for that Retail Space, for the Proponent's Proposal:

- the **Proforma Operating Licence** shall apply;
- the initial Term of the **Operating Licence** shall be FIVE YEARS; and
- the **Operating Licence** will provide for TWO successive renewal periods, at the option of the Proponent, for FIVE YEARS EACH.

(b) In this Request for Proposals:

(i) "**Proforma Kiosk Licence**" refers to the document identified as "Proforma for RFP # SR-2004-001, SKYTRAIN RETAIL SPACE, **Kiosk Licence"**, of which a copy can be obtained at BCRTC's website, **www.skytrain.info**; and

(ii) "**Proforma Operating Licence**" refers to the document identified as "Proforma for RFP # SR-2004-001, SKYTRAIN RETAIL SPACE, **Operating Licence**", of which a copy can be obtained at BCRTC's website, **www.skytrain.info**.

Copies of the **Proforma Operating Licence** and the **Proforma Kiosk Licence** can also be picked up from:

Material Manager British Columbia Rapid Transit Company Ltd. 6800 14th Avenue Burnaby BC, V3N 4S7	Fax. no. (604) 520-1598 Tel. no. (604) 520-3641

2.4 Servicing and utilities

Information regarding servicing and utilities is set out in Schedule C of this Request for Proposals. See also Schedule D - [PROTOCOL FOR SERVICING] of this Request for Proposals.

2.5 Zoning and regulatory requirements

Zoning and regulatory requirements must be considered on a location-by-location basis. It may be necessary to amend existing zoning bylaws, or obtain development variances or other approvals, to permit retailing in areas where it is currently restricted. See Schedule E - [ZONING AND REGULATORY REQUIREMENTS] of this Request for Proposals.

3. RFP PROCESS AND SELECTION PROCESS

3.1 Request for Proposals Process

(a) This process does not constitute an offer by TransLink or BCRTC. No contract results from the issuance of this Request for Proposals or the submission of Proposals, except only with the Proponents, if any, whose proposals are accepted by TransLink. TransLink reserves the right to accept any proposal that TransLink considers to be most beneficial and advantageous to TransLink, and reserves the right to reject any or all Proposals.

(b) TransLink may accept a non-compliant Proposal. TransLink may waive, regardless of severity, any non-conformity, non-compliance, lateness or delay, irregularity or error. TransLink may at any time elect to request re-submissions, and may undertake the entire process over again, in the same or an altered format, and with the same or different participants.

(c) Before any contract or obligation relative to the subject matter herein becomes binding on TransLink approval thereof by the Chief Executive Officer of BCRTC will be required. Before such approval, the Chief Executive Officer of BCRTC might choose to submit the matter for approval of the Board of Directors of TransLink.

(d) Proposals will be opened privately.

(e) TransLink may seek clarification or confirmation from any one or more Proponents, and may give any one or more Proponent an opportunity to correct its Proposal or to cure, regardless of severity, any non-conformity, non-compliance, irregularity or error relative to its Proposal.

3.2 Selection

(a) The evaluation of Proposals will be based on a number of factors, weighted and applied according to the needs and interests of TransLink. The highest or any Proposal will not necessarily be accepted. TransLink intends to consider the following:

- proposed design concepts
- compatibility and complementary aspects
- services and products proposed
- pricing
- length of term relative to capital costs
- construction timeline
- projected annual sales forecasts and expenses
- proposed rent
- covenant / credit-worthiness / co-covenantor(s)
- quality of the submission, and conformity of the Proposal to requirements set forth
- experience and proficiency of the Proponent, and past dealings (if any)
- the overall best value or best projected impact or result to TransLink
- other factors that may arise or are reasonably considered by TransLink to be relevant

(b) Selection of licensees for the Retail Spaces will also be governed and influenced by factors such as:

- requirements for on-site and off-site services and utilities
- perceived or anticipated potential:
  - affect or impact on Transit operations (which must not be impeded by retail development and operations)
  - affect or impact on pedestrian flow in and around Transit property, line-ups (queuing) of customers, and measures to mitigate
  - affect or impact on and enhancements to general safety and security

- affect or impact of shipping and receiving to and from the retail location
- needs for amenities (washrooms, etc) by licensees and their staff;
- objectives of TransLink, such as:
  - increasing ridership
  - enhancing ambience, convenience, scope of service, and overall experience for users of the Transit system
  - complementary retail mix
  - supporting the customer's desire for an increased sense of safety and security at SkyTrain stations
  - providing optimal return on investment
  - balancing the interests of communities and businesses
  - making SkyTrain stations more people and community friendly
- perceived or anticipated potential impact of operations on the community, and community involvement including support through advertising and sponsorship
- operational needs of the SkyTrain, as a functioning rail transportation system, including future planning needs
- future planning for retail opportunities

(c) In connection with this Request for Proposals and the SkyTrain retail program, TransLink reserves the right and flexibility to select among the Proposals received and negotiate and deal with Proponents, so as to make optimal choices, as judged and perceived by TransLink, for TransLink its operations, regardless of how individual Proponents are affected.

(d) The evaluation process might apply certain criteria or sets of criteria on a "pass/fail" basis, pursuant to which failing Proposals are eliminated. For example, it is intended that safety and security will be applied as a "pass/fail" criteria. Other criteria or sets of criteria might be applied so as to require a "minimum requisite score", pursuant to which Proposals that do not satisfy the threshold "minimum requisite score" are eliminated.

(e) Evaluation of proposals will be by a committee formed by BCRTC and may include employees and contractors of BCRTC and TransLink and consultants.

(f) The evaluation committee will not be required to keep the financial bids separate or undisclosed while carrying out the evaluation of non-financial criteria. The financial bid submitted by Proponents may be known by the evaluation committee at the outset of the evaluations, regardless of when other criteria are to be evaluated or scored or the sequence in which they are to be evaluated or scored.

The evaluation committee may consult with and take into account the input, comments and views of senior management of BCRTC and TransLink, in applying the relevant criteria.

3.3 Negotiation

TransLink may engage in discussions with one or more Proponents, as TransLink sees fit, to explore ways to alter, refine or improve the opportunity or the ultimate arrangement or agreement, and to attempt to reconcile among Proposals received and to achieve optimal overall results, and to negotiate and finalise agreements based on such discussions, and TransLink will not be obligated to offer any modified terms to any other Proponent.

TransLink may invite one or more Proponents to make a presentation or presentations, without inviting others to do so.

3.4 Acceptance of Conditions; Release; Limitations of Liability

(a) Each Proponent, by submitting a Proposal, accepts all of the conditions and stipulations set out herein and in the Form of Proposal, and acknowledges and agrees that TransLink will have no liability or obligation to any Proponent except only as to any one or more of the Retail Spaces awarded to the Proponent by TransLink, and agrees that, other than as previously stated, whether or not any express or implied obligation has been discharged by TransLink, TransLink shall be fully and forever released and discharged of all liability and obligation in connection with the Request for Proposals and all related matters, and all actions and procedures which preceded.

(b) Any and all claims for damages or other recovery against TransLink, in connection with any claims regarding the conduct or outcome of the Request for Proposals and related matters, will be limited to $10,000 in the aggregate for all Proponents making such claims. TransLink may at any time elect to proceed with one or more Proponents, or with none, and will have no further liability to the other(s), or to any of the Proponents (if TransLink proceeds with none), as the case may be, in connection with the Request for Proposals and related matters and the conduct or outcome of the Request for Proposals and related matters.

(c) Proponents also agree that if a court of competent jurisdiction determines that TransLink or BCRTC has any liability, it is a term of this Request for Proposals that the maximum claim recoverable by anyone affected is limited to the out of pocket costs of that person of preparing the Proposal, up to $1,000.

3.5 Proposals Irrevocable

Proposals will be open for acceptance by TransLink at any time on or before April 27, 2005, and will be irrevocable until then. Proponents agree that Proposals shall be irrevocable and open for acceptance as previously stated even if the Proposal is non-compliant.

TransLink contemplates that if a suitable operator has not been selected or terms have not been settled upon, for a particular location, retailing sector or product or service, by this date, then TransLink may wish to elicit offers from other parties (whether or not such parties have previously submitted a proposal in response to this Request for Proposals) or engage in another request for proposals. TransLink will be at liberty to do so.

3.6 Settled in Stages

TransLink and BCRTC contemplate that the assignment of the Retail Spaces with Proponents will be settled with groups of Proponents, or groups of Retail Spaces, in stages, based on factors such as location, nature of operations (i.e. cart/kiosk), operational impact, transitional considerations, and so on. The target dates for such stages are:

Closing Time:	2:00 p.m. Vancouver time, Thursday, January 27, 2005

	Recommendation(s) by BCRTC to be made by:	**Approval by the Chief Executive Officer of BCRTC and if applicable the Board of Directors of TransLink:**
Target date for the first stage:	Tuesday, February 15, 2005	Tuesday, February 22, 2005
Target date for the second stage:	Tuesday, March 1, 2005	Tuesday, March 8, 2005
Subsequent stages, if needed	*To be determined*	*To be determined*

3.7 Addenda

It is Proponent's responsibility to ensure that Proponent has reviewed and kept itself apprised of all addenda issued from time to time respecting this Request for Proposals. Addenda will be posted at BCRTC's website, as follows:

www.skytrain.info

All addenda from time to time issued by BCRTC or TransLink respecting this Request for Proposals are expressly incorporated as part of Proponents' Proposals.

No addenda will be issued on the Closing Date or the two days prior to the Closing Date.

4. CONDITIONS OF THE RFP

4.1 Ownership of Proposals

Proposals become the property of TransLink. All writings, programs, plans, drawings and specifications prepared by or on behalf of a Proponent may be used by TransLink for any purpose.

4.2 Governing Law and Submission

This Request for Proposals shall be governed by and construed in accordance with the laws of the Province of British Columbia, which shall be the proper law hereof. Proponents agree to attorn and submit to the jurisdictions the Courts of British Columbia as to all matters, claims and disputes arising out of or in any way connected with this Request for Proposals.

4.3 Sub-licensing

(a) TransLink will consider Proposals which contemplate sub-licensing by the Proponent.

(b) Proponents are instructed to provide comparable information and material, relative to proposed sub-licensee(s), as is called for in the Form of Proposal for Proponents themselves.

(c) Where a Proposal contemplates sub-licensing by the Proponent:

(i) the Proponent agrees that, if awarded one or more of the Retail Spaces for which sub-licensing is proposed, the Proponent will execute and deliver to TransLink and will cause the proposed sub-licensee to execute and deliver to TransLink a "consent to sub-license" instrument, including covenants of the Proponent and the sub-licensee in favour of TransLink, on terms and conditions reasonably prescribed by TransLink; and

(ii) no additional sub-licensing will be permitted, nor other changes permitted, as to the sub-licensees named in the Proposal, unless approved in writing by BCRTC.

(d) TransLink and BCRTC are resolute that sub-licensing will not be effective as a means of circumventing disclosure of information or requirements that would be applicable if the sub-licensee had submitted a Proposal directly as a Proponent.

(e) Once the Operating Licence or Kiosk Licence (as the case may be) has been entered into, then the provisions therein respecting sub-licensing will govern as to any subsequent sub-licensing.

4.4 Assignment by Proponents

Assignment by the Proponent before the Operating Licence or Kiosk Licence (as the case may be) has been entered into is not permitted. Once the Operating Licence or Kiosk Licence (as the case may be) has been entered into, then the provisions therein respecting assignment will govern.

4.5 Costs and expenses

Proponents are solely responsible for their costs and expenses in connection with this Request for Proposals.

4.6 Expressly reserved

TransLink and BCRTC reserve the right at any time to assign Retail Spaces to and enter into kiosk or operating licences with retail operators who have not responded to this Request for Proposals, for short term or long term periods.

TransLink and BCRTC reserve the right to decline to proceed with retail development of any one or more or all the Retail Spaces.

5. INSTRUCTIONS TO PROPONENTS

5.1 No lobbying or indirect communication

Proponents are instructed that they are not to attempt to communicate directly or indirectly with any employee, contractor or representative of BCRTC or TransLink, including the evaluation committee and any officers or directors of BCRTC or TransLink or with members of the public or the media, about the project described in this Request for Proposals or otherwise in respect of the Request for Proposals, other than as expressly stated in this Request for Proposals or expressly directed or permitted by BCRTC. Any such lobbying or other communication will constitute sufficient grounds for disqualification.

5.2 Considerations for Proponents

In responding to this Request for Proposals, potential retailers should consider and take into account:

(a) the factors and objectives described in Sections 3.2 above;

(b) the specific circumstances of each Retail Space as set out in the Schedules to this Request for Proposals;

(c) their own assessment of the opportunities, and the results of their own due diligence and investigations;

(d) the compatibility restrictions described in Section 5.3 below;

(e) the following limitations and requirements:

(i) Transit operations must not be materially impeded by retail development and operations;

(ii) pedestrian flow in and around Transit property must not be materially impeded;

(iii) retail development and operations must not detract from or adversely affect passenger and employee safety and security, but should provide enhancements to safety and security;

(iv) building improvements, including additions, will be permitted at some stations and under some guideway sections;

(v) all improvements must meet local zoning and building regulations;

(vi) BCRTC must approve any station improvement;

(vii) any expenditure associated with station improvements will be the retailer's responsibility;

(viii) many in-station opportunities will be within a "fare paid zone" requiring any potential customers to have paid the appropriate Transit fare and be able to produce proof of payment;

(ix) advertising on Transit property is contracted out to a third party contractor and any advertising by retailers on Transit property must be conducted through this third party contractor, the cost of which will be the retailer's responsibility. TransLink has limited control over advertising, the form of advertising or the proximity of any advertising to the retailer's location; and

(x) signage at retail locations and any advertising within the retail location visible from outside (including any signage and advertising placed in windows) will be subject to approval by TransLink and must conform to the applicable elements of TransLink's policy in effect from time to time for Transit Advertising. For the current policy, see Appendix 2

(f) potential retailers are encouraged to demonstrate that they and their retail outlets: (A) have a history of good management; (B) are community-minded; and (C) are financially stable.

5.3 Compatibility restrictions

Certain businesses are not considered suitable or desirable for operation at the SkyTrain stations. These include:

- adult telephone services
- body rub salon/massage parlour
- escort service
- pornographic film studio/video rental
- unlicensed karaoke box business
- pawn shops
- tattoo shop/piercings
- hazardous or dangerous materials
- arcades

TransLink will from time to time proscribe specific products. Product(s) currently proscribed are: chewing gum.

5.4 Identification and Background checks etc.

At any stage in the Request for Proposals process, TransLink or BCRTC may require consents, for persons associated with the Proponent including employees, for police, credit, financial and reference background checks. TransLink or BCRTC may also require such consents from time to time during the Term, as provided for in the Operating Licence and the Kiosk Licence.

Proponents are advised that retail personnel operating on Transit property will be required to obtain photo identification cards issued by BCRTC, which must be produced upon request while engaged in retail operations.

5.5 Inquiries / Addenda

Proponents are instructed to submit inquiries in writing marked for the attention of the "Materials Manager" for BCRTC and sent by fax to. (604) 520-1598. Please make reference to RFP # SR-2004-001.

The Materials Manager's telephone number is (604) 520-3641.

If TransLink or BCRTC determines that a clarification is required, a written and numbered addendum will be issued. TransLink and BCRTC may at any time issue addenda, for clarification as previously described, or to alter or supplement this Request for Proposals. See Section 3.7 above.

Proponents are instructed not to make inquiries except through the Materials Manager. Proponents are instructed not to make inquiries regarding this Request for Proposals with departments of TransLink or BCRTC, or staff, board members or consultants.

TransLink and BCRTC will not be bound by any informal explanations, clarifications or interpretations, whether given orally or in writing, by whomsoever made, that are not incorporated into an addendum to this Request for Proposals.

5.6 Freedom of Information and Protection of Privacy

TransLink is subject to the Freedom of Information and Protection of Privacy Act of British Columbia. All Proponents are advised to review this Act and to seek legal advice regarding the categories of records that may be exempted from disclosure under that Act. All Proposals and any other information supplied to TransLink or BCRTC by Proponents pursuant to this Request for Proposals and related matters are supplied subject to the terms of that Act. Proponents are advised that TransLink will comply fully with its obligations under that Act, as such obligations may be interpreted and applied by TransLink from time to time and case by case. Proponent accepts that TransLink will be entitled to do so.

5.7 Security and orientation program

Retail development and operations must not detract from or adversely affect passenger and employee safety and security but should provide enhancements to safety and security. TransLink will require that retail personnel attend and participate in a short training session on safety and security, including general information on Transit operations and an overview of the Transit network.

5.8 Confidentiality

Information and materials provided by TransLink or BCRTC in connection with this Request for Proposal will be treated as confidential, and will be used and disseminated only as is strictly necessary for the purpose of making a Proposal. On the request of TransLink or BCRTC, Proponents will return all written materials (including drawings and plans), and retrieve them from others so that they can be returned.

5.9 Submission Instructions

Proponents are instructed to:

(a) comply with the instructions on the first page of this Request for Proposals; and

(b) use and follow the Form of Proposal supplied by BCRTC for this Request for Proposals. Alterations to this Form of Proposal are discouraged. TransLink is entitled to assume that no alterations have been made, unless clearly marked and highlighted.

5.10 Multiple Retail Spaces in a single Proposal, and more than one Proposal

Proponents may, if they so choose, combine multiple Retail Spaces in a single Proposal, and may, if they so choose, submit more than one Proposal.

5.11 Currency

All financial information and monetary amounts should be expressed in Canadian dollars.

6. GENERAL

6.1 Future Opportunities

It is anticipated that from time to time new retail spaces will be added to the SkyTrain retail program, or existing retail spaces will become available. BCRTC intends to keep a record of proponents who have submitted bids. From time to time, BCRTC may draw from among past proponents, other identified interested parties, and suitable target candidates, where considered appropriate, for future opportunities. A request for proposals process might be followed for future opportunities, or a less formal process might be followed. In some cases prospects might be approached directly.

6.2 Operation of SkyTrain and Transit is paramount

The following provisions are contained in the Kiosk Licence and the Operating Licence:

> "SkyTrain is an operating rail transportation system and is part of an integrated, multi-modal transit system. The Licensee recognises that the operation of SkyTrain and the multi-modal transit system is paramount, that the Licensor at all times retains the right and power to conduct operations thereof as the Licensor determines, that disruptions to the Licensee's operation will from time to time occur, and that operating requirements, events and activities relating to the SkyTrain or the rest of the transit system will from time to time adversely impact the Licensee's operation. The

Licensee acknowledges that the Licensor will have no liability to the Licensee in connection with any of the foregoing (including for negligence by the Licensor towards the Licensee in connection with any of the foregoing), and despite the foregoing the Licensee will remain liable to pay the Fees and otherwise fully comply with this Licence.

The Licensee acknowledges that: (i) passenger flow must not at any time be obstructed or impeded by or in connection with Licensee's operations; (ii) any inconvenience to passengers, by or in connection with Licensee's operations, must at all times be minimal and minimized; and (iii) the Licensee will at all times take and implement such steps and measures as the Licensor may from time to time prescribe, to give effect to the foregoing, and such steps and measures might entail temporary closure of the Licensee's retail operations for peak passenger flow periods (for example, concerts and sporting events).

The foregoing applies during any period of construction or refurbishment of the Licensed Space. Specific written approval must be obtained in writing from the Licensor, for any exceptions."

6.3 2010 Olympic and Paralympic Games

The 2010 Olympic and Paralympic Games may take place during the term or renewal periods of some of the licenses being entered into as a result of this Request for Proposals. Proponents are advised that Transit operations, including the SkyTrain, may be subject to restrictions, possible black-out periods, closures and interruptions from time to time, which will affect retail operations, which may include prohibitions or restrictions on signage, sponsorship and advertising (including within retail locations) and system-wide or location specific shutdowns which may prevent or curtail all or some retail operations. Details are not known at this time. These may be in effect before, during and potentially after the Olympic and Paralympic Games.

The Proforma Operating Licence and the Proforma Kiosk Licence contain specific provisions recognising that the Licensee will be subject to the foregoing and will have no claim or recourse against TransLink or BCRTC therefor.

Appendix 1

SKYTRAIN RIDERSHIP STATISTICS
BY STATION

See "2003 SkyTrain System Monitoring Program Summary Report", which is available at BCRTC's website, www.skytrain.info. A copy can also be picked up from:

Material Manager British Columbia Rapid Transit Company Ltd. 6800 14th Avenue Burnaby BC, V3N 4S7	Fax. no. (604) 520-1598 Tel. no. (604) 520-3641

This is the only report put forward by TransLink and BCRTC, for the purpose of this Request for Proposals.

The statistics and other information in this report are not exact. Assumptions and extrapolations may have been applied. TransLink and BCRTC do not warrant these statistics and information, except only to state that they believe them to be a reasonable representation of what they purport to represent. TransLink does not accept liability if they are inaccurate in any way. Proponents must make their own investigations and judgements.

Proponents agree that any claim based on any inaccuracy in connection with the above report, or in connection with any other statistics or information disseminated in connection with the Request For Information for Sky Train Retail issued February 12, 2004, shall be limited to $100.

Appendix 2

TRANSLINK'S POLICY FOR TRANSIT ADVERTISING

TRANSLINK

Corporate Policy

TRANSIT ADVERTISING

ISSUE DATE: January 16, 2004

Sponsored by: Chief Executive Officer

Accountable Manger: Vice President, Corporate and Public Affairs

Working Contact: Manager, Transportation Demand Management

PURPOSE:

To set TransLink Policy with respect to:

- the display of advertisements on TransLink property;
- product endorsement; and
- the use of registered trademarks and official marks.

POLICY:

1. The display of acceptable advertisements on TransLink vehicles, property, and in printed material distributed by TransLink is accepted as a means of generating revenue for the Corporation.

2. Advertisements, to be accepted, shall be limited to those which communicate information concerning goods, services, public service announcements and public events.

3. Advertisements accepted for display on TransLink property or in its publications shall conform to the standards and limitations from time to time adopted by the Board of Directors.

4. Unless authorized by the Board of Directors, TransLink shall not endorse any product, service, cause, proposition or thing.

5. The style of the name TransLink and the registered trade marks, and official marks of the Corporation, including but not limited to SeaBus, SkyTrain, SkyBridge and HandyDART shall not be authorized for use in any manner other than to identify a transit service without the express authorization of the Board of Directors.

PROCEDURES:

The Manager, Transportation Demand Management TransLink is charged with the responsibility of implementing this policy and for that purpose is authorized to make interpretations and directions as may be required. Any dispute with respect to the interpretation of this policy or directives issued under it, shall be referred to the Board of Directors whose decision shall be final.

The acceptability of advertisements for display on TransLink property or in publications distributed by it shall be governed by this policy as interpreted by the Manager, Transportation Demand Management or other persons to whom that authority has been delegated, including a licensee of TransLink.

Each person charged with the authority to accept advertisements has the responsibility of ensuring compliance with this policy and implementing the directions issued by the Board of Directors of TransLink from time to time.

Standards and Limitations

In determining the acceptability of any advertisement within the provisions of this policy, TransLink will be guided by the general principles embodied in the Canadian Code of Advertising Standards. Without limiting the generality of those standards:

1. All advertisements must comply with the laws, statutes, regulations and bylaws in force in the province of British Columbia;

2. No advertisement will be accepted which TransLink, in the exercise of its sole discretion, considers to be of questionable taste or in any way offensive in the style, content or method of presentation;

3. All advertisements shall be of a moral and reputable character;

4. All advertisements shall be free of any demeaning, derogatory, exploitative or unfair comment or representation of any person or group of persons, or any such comment or representation based on race, colour, ancestry, ethnic origin, creed, religious affiliation, sex, sexual orientation, disability, age, marital or family status;

5. Advertisements which pertain to occupational and educational opportunities shall recognize the changing role of women and men in our society and fairly reflect the availability of occupations, the distribution of labour and the equality of opportunities in the workplace;

6. Advertisements, otherwise acceptable under this policy, which convey information about a meeting, gathering or event, must contain, but are limited to, the name of the sponsoring group, the name of the persons participating in the event, and the location, date and time of the event;

7. No advertisement will be accepted which is likely, in the light of prevailing community standards, to cause offence to any person or group of persons or create controversy;

8. No advertisement will be accepted which promotes or opposes a specific theology or religious ethic, point of view, policy or action;

9. No advertisement will be accepted which advocates or opposes any ideology or political philosophy, point of view, policy or action, or which conveys information about a political meeting, gathering or event, a political party or the candidacy of any person for a political position or public office;

10. No advertisement will be accepted which exploits the sexuality of men or women;

11. No advertisement will be accepted which uses portrayals of men or women for the purpose of promoting the consumption of goods and services unless the nature of the goods or services necessarily require such portrayal;

12. No advertisements will be accepted which promotes any tobacco company, tobacco product or tobacco brand promotions, including sponsorship of promotion of cultural or sporting events;

13. Any advertising with reference to public transit and/or TransLink must be presented by the advertiser to the licensee for approval, prior to production of advertising materials.

POLICIES REPLACED:

None

SCHEDULE A

DRAWINGS IDENTIFYING THE LOCATIONS

These are available at BCRTC's website, www.skytrain.info. A copy can also be picked up from:

Material Manager British Columbia Rapid Transit Company Ltd. 6800 14th Avenue Burnaby BC, V3N 4S7	Fax. no. (604) 520-1598 Tel. no. (604) 520-3641

SCHEDULE B
RETAIL SPACE MATRIX

	(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)	(10)
	Retail Space ID	Station	Address	Level	Drawing	Approx. Area sq. ft.	Local Government	Contact Person at Local Government FOR DEVELOPMENT APPROVALS and Tel. # [See NOTE 1 below]	Site visits scheduled for: [See NOTE 2 below]	Caveats and conditions
1.	BD-C-001-00	Braid	81 Braid St.	Concourse	DW-990123-001 B	450	New Westminster	Senior Planning Analysis (604) 527-4588	November 22 and 27, 2004. See NOTE 2 below.	
2.	BR-M-001-00	Brentwood	4533 Lougheed Highway	Mezzanine	DW-990129-001 B	1125	Burnaby	Assistant Director (604) 294-7412	November 22 and 27, 2004. See NOTE 2 below.	
3.	BR-M-002-00	Brentwood	4533 Lougheed Highway	Mezzanine	DW-990129-001 B	695.8	Burnaby	Assistant Director (604) 294-7412	November 22 and 27, 2004. See NOTE 2 below.	
4.	BR-M-003-00	Brentwood	4533 Lougheed Highway	Mezzanine	DW-990129-001 B	136	Burnaby	Assistant Director (604) 294-7412	November 22 and 27, 2004. See NOTE 2 below.	
5.	BR-P-004-00	Brentwood	4533 Lougheed Highway	Platform	DW-990129-002 B	262	Burnaby	Assistant Director (604) 294-7412	November 22 and 27, 2004. See NOTE 2 below.	
6.	BR-P-005-00	Brentwood	4533 Lougheed Highway	Platform	DW-990129-002 B	262	Burnaby	Assistant Director (604) 294-7412	November 22 and 27, 2004. See NOTE 2 below.	
7.	BU-C-001-00	Burrard	635 Burrard St. @ Dunsmuir	Concourse	DW-990102-001 B	84	Vancouver	Inquiry Centre (604) 873-7618	November 22 and 27, 2004. See NOTE 2 below.	November 17, 2004 – This Retail Space has not been fully cleared, for inclusion at this time in the Retail Program. An addendum will be distributed once this has been clarified.
8.	BU-C-002-00	Burrard	635 Burrard St. @ Dunsmuir	Concourse	DW-990102-001 B	300	Vancouver	Inquiry Centre (604) 873-7626	November 22 and 27, 2004. See NOTE 2 below.	November 17, 2004 – This Retail Space has not been fully cleared, for inclusion at this time in the Retail Program. An addendum will be distributed once this has been clarified.
9.	BU-C-003-00	Burrard	635 Burrard St. @ Dunsmuir	Concourse	DW-990102-001 B	100	Vancouver	Inquiry Centre (604) 873-7620	November 22 and 27, 2004. See NOTE 2 below.	November 17, 2004 – This Retail Space has not been fully cleared, for inclusion at this time in the Retail Program. An addendum will be distributed once this has been clarified.
10.	BU-C-004-00	Burrard	635 Burrard St. @ Dunsmuir	Concourse	DW-990102-001 B	84	Vancouver	Inquiry Centre (604) 873-7619	November 22 and 27, 2004. See NOTE 2 below.	November 17, 2004 – This Retail Space has not been fully cleared, for inclusion at this time in the Retail Program. An addendum will be distributed once this has been clarified.
11.	BU-I-005-00	Burrard	635 Burrard St. @ Dunsmuir	Inbound	DW-990102-002 B	512	Vancouver	Inquiry Centre (604) 873-7629	November 22 and 27, 2004. See NOTE 2 below.	November 17, 2004 – This Retail Space has not been fully cleared, for inclusion at this time in the Retail Program. An addendum will be distributed once this has been clarified.
12.	BU-I-006-00	Burrard	635 Burrard St. @ Dunsmuir	Inbound	DW-990102-002 B	112	Vancouver	Inquiry Centre (604) 873-7621	November 22 and 27, 2004. See NOTE 2 below.	November 17, 2004 – This Retail Space has not been fully cleared, for inclusion at this time in the Retail Program. An addendum will be distributed once this has been clarified.
13.	CM-C-001-00	Commercial	1725 E. Broadway	Concourse	DW-990133-001 B	269.5	Vancouver	Inquiry Centre (604) 873-7624	November 22 and 27, 2004. See NOTE 2 below.	
14.	CM-C-002-00	Commercial	1725 E. Broadway	Concourse	DW-990133-001 B	285.8	Vancouver	Inquiry Centre (604) 873-7625	November 22 and 27, 2004. See NOTE 2 below.	
15.	CO-P-001-00	Columbia	435 Columbia St.	Platform	DW-990116-001 B	60	New Westminster	Senior Planning Analysis (604) 527-4588	November 22 and 27, 2004. See NOTE 2 below.	
16.	CO-P-002-00	Columbia	435 Columbia St.	Platform	DW-990116-001 B	60	New Westminster	Senior Planning Analysis (604) 527-4588	November 22 and 27, 2004. See NOTE 2 below.	
17.	CO-P-003-00	Columbia	435 Columbia St.	Platform	DW-990116-001 B	210	New Westminster	Senior Planning Analysis (604) 527-4588	November 22 and 27, 2004. See NOTE 2 below.	
18.	ED-G-001-00	Edmonds	6944 18th Ave. @Rumble	Ground	DW-990113-001 B	2400	Burnaby	Assistant Director (604) 294-7412	November 22 and 27, 2004. See NOTE 2 below.	
19.	GM-G-001-00	Gilmore	2199 Gilmore Ave.	Ground	DW-990130-001 B	1747	Burnaby	Assistant Director (604) 294-7412	November 22 and 27, 2004. See NOTE 2 below.	
20.	GM-G-002-00	Gilmore	2199 Gilmore Ave.	Ground	DW-990130-001 B	1058	Burnaby	Assistant Director (604) 294-7412	November 22 and 27, 2004. See NOTE 2 below.	

	(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)	(10)
	Retail Space ID	Station	Address	Level	Drawing	Approx. Area sq. ft.	Local Government	Contact Person at Local Government **FOR DEVELOPMENT APPROVALS** and Tel. # [See NOTE 1 below]	Site visits scheduled for: [See NOTE 2 below]	Caveats and conditions
21.	GM-G-003-00	Gilmore	2199 Gilmore Ave.	Ground	DW-990130-001 B	1074	Burnaby	Assistant Director (604) 294-7412	November 22 and 27, 2004. See NOTE 2 below.	
22.	GV-C-001-00	Granville	655 Seymour St. @ Dunsmuir	Concourse	DW-990103-001 B	72	Vancouver	Inquiry Centre (604) 873-7616	November 22 and 27, 2004. See NOTE 2 below.	Note: Retail development cannot block “The Bay” signage.
23.	HO-C-001-00	Holdom	2111 Holdom Ave.	Concourse	DW-990128-001 B	23.5	Burnaby	Assistant Director (604) 294-7412	November 22 and 27, 2004. See NOTE 2 below.	
24.	HO-C-002-00	Holdom	2111 Holdom Ave.	Concourse	DW-990128-001 B	80.7	Burnaby	Assistant Director (604) 294-7412	November 22 and 27, 2004. See NOTE 2 below.	
25.	HO-C-003-00	Holdom	2111 Holdom Ave.	Concourse	DW-990128-001 B	76.9	Burnaby	Assistant Director (604) 294-7412	November 22 and 27, 2004. See NOTE 2 below.	
26.	HO-C-004-00	Holdom	2111 Holdom Ave.	Concourse	DW-990128-001 B	151.6	Burnaby	Assistant Director (604) 294-7412	November 22 and 27, 2004. See NOTE 2 below.	
27.	JY-G-001-00	Joyce	5099 Joyce St. @ Vaness	Ground	DW-990109-002 B	840	Vancouver	Inquiry Centre (604) 873-7633	November 22 and 27, 2004. See NOTE 2 below.	
28.	JY-G-002-00	Joyce	5099 Joyce St. @ Vaness	Ground	DW-990109-001 B	161	Vancouver	Inquiry Centre (604) 873-7623	November 22 and 27, 2004. See NOTE 2 below.	
29.	KG-G-001-00	King George	9875 King George Highway	Ground	DW-990120-001 B	873	Surrey	Manager of Area Planning Division (604) 591-4492	November 22 and 27, 2004. See NOTE 2 below.	
30.	KG-G-002-00	King George	9875 King George Highway	Ground	DW-990120-001 B	1165	Surrey	Manager of Area Planning Division (604) 591-4493	November 22 and 27, 2004. See NOTE 2 below.	
31.	KG-P-003-00	King George	9875 King George Highway	Platform	DW-990120-002 B	840	Surrey	Manager of Area Planning Division (604) 591-4491	November 22 and 27, 2004. See NOTE 2 below.	
32.	LC-C-001-00	Lake City	3191 Lake City Way	Concourse	DW-990126-001 B	463	Burnaby	Assistant Director (604) 294-7412	November 22 and 27, 2004. See NOTE 2 below.	
33.	LH-C-001-00	Lougheed	9755 Lougheed Highway	Concourse	DW-990124-001 B	1613.7	Burnaby	Assistant Director (604) 294-7412	November 22 and 27, 2004. See NOTE 2 below.	
34.	LH-C-002-00	Lougheed	9755 Lougheed Highway	Concourse	DW-990124-001 B	344	Burnaby	Assistant Director (604) 294-7412	November 22 and 27, 2004. See NOTE 2 below.	
35.	LH-P-003-00	Lougheed	9755 Lougheed Highway	Platform	DW-990124-002 B	560	Burnaby	Assistant Director (604) 294-7412	November 22 and 27, 2004. See NOTE 2 below.	
36.	LH-P-004-00	Lougheed	9756 Lougheed Highway	Platform	DW-990124-002 B	260	Burnaby	Assistant Director (604) 294-7412	November 22 and 27, 2004. See NOTE 2 below.	
37.	MT-G-001-00	Metrotown	4401 Beresford St. @ Patterson	Ground	DW-990111-001-B	1296	Burnaby	Assistant Director (604) 294-7412	November 22 and 27, 2004. See NOTE 2 below.	TransLink anticipates possible redevelopment of this Station, which may occur in 10 to 15 years. This may require termination of the licence with the retail operator, or temporary or permanent relocation of the Retail Space, at that time.
38.	MT-M-002-00	Metrotown	4401 Beresford St. @ Patterson	Mezzanine	DW-990111-001-B	1296	Burnaby	Assistant Director (604) 294-7412	November 22 and 27, 2004. See NOTE 2 below.	TransLink anticipates possible redevelopment of this Station, which may occur in 10 to 15 years. This may require termination of the licence with the retail operator, or temporary or permanent relocation of the Retail Space, at that time.
39.	NA-G-001-00	Nanaimo	2450 E. 24th Ave. @ Nanaimo	Ground	DW-990107-001 B	450	Vancouver	Inquiry Centre (604) 873-7628	November 22 and 27, 2004. See NOTE 2 below.	
40.	NA-G-002-00	Nanaimo	2450 E. 24th Ave. @ Nanaimo	Ground	DW-990107-001 B	78	Vancouver	Inquiry Centre (604) 873-7617	November 22 and 27, 2004. See NOTE 2 below.	
41.	NA-G-003-00	Nanaimo	2450 E. 24th Ave. @ Nanaimo	Ground	DW-990107-001 B	60	Vancouver	Inquiry Centre (604) 873-7614	November 22 and 27, 2004. See NOTE 2 below.	
42.	RE-G-001-00	Renfrew	2998 Hebb Ave.	Ground	DW-990132-001 B	523.7	Vancouver	Inquiry Centre (604) 873-7630	November 22 and 27, 2004. See NOTE 2 below.	
43.	RO-G-002-00	Royal Oak	5200 Beresford St. @ Royal Oak	Ground	DW-990112-001 B	235	Burnaby	Assistant Director (604) 294-7412	November 22 and 27, 2004. See NOTE 2 below.	
44.	RO-M-001-00	Royal Oak	5199 Beresford St. @ Royal Oak	Mezzanine	DW-990112-002 B	336	Burnaby	Assistant Director (604) 294-7412	November 22 and 27, 2004. See NOTE 2 below.	
45.	RU-G-001-00	Rupert	2698 Rupert St.	Ground	DW-990131-001 B	802	Vancouver	Inquiry Centre (604) 873-7632	November 22 and 27, 2004. See NOTE 2 below.	

	(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)	(10)
	Retail Space ID	Station	Address	Level	Drawing	Approx. Area sq. ft.	Local Government	Contact Person at Local Government FOR DEVELOPMENT APPROVALS and Tel. # [See NOTE 1 below]	Site visits scheduled for: [See NOTE 2 below]	Caveats and conditions
46.	RU-G-002-00	Rupert	2698 Rupert St.	Ground	DW-990131-001 B	156	Vancouver	Inquiry Centre (604) 873-7622	November 22 and 27, 2004. See NOTE 2 below.	
47.	SA-C-001-00	Sapperton	200 Spruce St.	Concourse	DW-990122-001 B	306	New Westminster	Senior Planning Analysis (604) 527-4588	November 22 and 27, 2004. See NOTE 2 below.	
48.	SP-C-001-00	Sperling	2800 Sperling Ave.	Concourse	DW-990127-001 B	505.3	Burnaby	Assistant Director (604) 294-7412	November 22 and 27, 2004. See NOTE 2 below.	
49.	SP-C-002-00	Sperling	2800 Sperling Ave.	Concourse	DW-990127-001 B	309.5	Burnaby	Assistant Director (604) 294-7412	November 22 and 27, 2004. See NOTE 2 below.	
50.	SR-C-001-00	Scott Road	12515 110th Ave.	Concourse	DW-990117-001 B	284.5	Surrey	Manager of Area Planning Division (604) 591-4490	November 22 and 27, 2004. See NOTE 2 below.	
51.	ST-M-001-00	Stadium	590 Beatty St. @ Dunsmuir	Mezzanine	DW-990104-001 B	428	Vancouver	Inquiry Centre (604) 873-7627	November 22 and 27, 2004. See NOTE 2 below.	
52.	TN-G-001-00	29th Avenue	2790 E. 29th Ave. @ Vaness	Ground	DW-990106-001 B	49	Vancouver	Inquiry Centre (604) 873-7613	November 22 and 27, 2004. See NOTE 2 below.	
53.	TN-G-002-00	29th Avenue	2790 E. 29th Ave. @ Vaness	Ground	DW-990106-001 B	66	Vancouver	Inquiry Centre (604) 873-7615	November 22 and 27, 2004. See NOTE 2 below.	
54.	TN-G-003-00	29th Avenue	2790 E. 29th Ave. @ Vaness	Ground	DW-990106-001 B	525	Vancouver	Inquiry Centre (604) 873-7631	November 22 and 27, 2004. See NOTE 2 below.	
55.	TS-G-001-00	22nd Street	649 22nd St. @ 7th Ave.	Ground	DW-990114-001 B	8520	New Westminster	Senior Planning Analysis (604) 527-4588	November 22 and 27, 2004. See NOTE 2 below.	
56.	TS-G-002-00	22nd Street	649 22nd St. @ 7th Ave.	Ground	DW-990114-001 B	1950	New Westminster	Senior Planning Analysis (604) 527-4588	November 22 and 27, 2004. See NOTE 2 below.	

NOTE(S)

(1) Proponents are responsible to make their own inquiries and investigations with municipal and other regulatory authorities, as to uses proposed by them. The contact persons named above were provided to us as the initial contact persons in the given municipality. It may be necessary to inquire with others, at the municipal offices, and it may be necessary to inquire with other regulatory bodies also.

(2) The site visits will take place @ 8:00AM on November 22 and 27, 2004. Details will follow, as to the meeting place(s) for the site visits. **Proponents are instructed to do both of the following:**

(a) Let us know you are planning to attend, so that we can plan as appropriate. Do this by telephoning:

Material Manager British Columbia Rapid Transit Company Ltd.	Tel. no. (604) 520-3641

(b) Check the BCRTC website for an addendum or addenda, as follows:

www.skytrain.info.

It is Proponent's responsibility to ensure that Proponent has reviewed and kept itself apprised of all addenda issued from time to time respecting this Request for Proposals. Addenda will be posted at BCRTC's website, stated above.

Attendance at the site visits is encouraged but not mandatory.

SCHEDULE C

SERVICING INFORMATION

		Principal Services			Allocated Servicing Amount	Other Services		Local Government	Contact Person at Local Government FOR SERVICING ISSUES and Tel. #
	Retail Space ID	Elec.	Water and drainage	Tel.	See NOTE 2 and NOTE 3 below.	Other Communications	Exhaust		
1.	BD-C-001-00	AVAILABLE See NOTE 1 below.	AVAILABLE See NOTE 1 below.	AVAILABLE See NOTE 1 below.	$10,000.00	Inquire See NOTE 7 below.	Inquire See NOTE 7 below.	New Westminster	Senior Planning Analysis (604) 527-4588
2.	BR-M-001-00	AVAILABLE See NOTE 1 below.	AVAILABLE See NOTE 1 below.	AVAILABLE See NOTE 1 below.	$2,500.00	Inquire See NOTE 7 below.	Inquire See NOTE 7 below.	Burnaby	Assistant Director (604) 294-7412
3.	BR-M-002-00	AVAILABLE See NOTE 1 below.	AVAILABLE See NOTE 1 below.	AVAILABLE See NOTE 1 below.	$8,000.00	Inquire See NOTE 7 below.	Inquire See NOTE 7 below.	Burnaby	Assistant Director (604) 294-7412
4.	BR-M-003-00	AVAILABLE See NOTE 1 below.	AVAILABLE See NOTE 1 below.	AVAILABLE See NOTE 1 below.	$8,000.00	Inquire See NOTE 7 below.	Inquire See NOTE 7 below.	Burnaby	Assistant Director (604) 294-7412
5.	BR-P-004-00	AVAILABLE See NOTE 1 below.	NOT feasible or available	AVAILABLE See NOTE 1 below.	$4,000.00	Inquire See NOTE 7 below.	Inquire See NOTE 7 below.	Burnaby	Assistant Director (604) 294-7412
6.	BR-P-005-00	AVAILABLE See NOTE 1 below.	NOT feasible or available	AVAILABLE See NOTE 1 below.	$4,000.00	Inquire See NOTE 7 below.	Inquire See NOTE 7 below.	Burnaby	Assistant Director (604) 294-7412
7.	BU-C-001-00	See NOTE 4 below.	NOT feasible or available	See NOTE 4 below.	$8,000.00	Inquire See NOTE 7 below.	Inquire See NOTE 7 below.	Vancouver	Inquiry Centre (604) 873-7618
8.	BU-C-002-00	See NOTE 4 below.	See NOTE 4 below.	See NOTE 4 below.	$25,000.00	Inquire See NOTE 7 below.	Inquire See NOTE 7 below.	Vancouver	Inquiry Centre (604) 873-7626
9.	BU-C-003-00	See NOTE 4 below.	NOT feasible or available	See NOTE 4 below.	$10,000.00	Inquire See NOTE 7 below.	Inquire See NOTE 7 below.	Vancouver	Inquiry Centre (604) 873-7620
10.	BU-C-004-00	See NOTE 4 below.	NOT feasible or available	See NOTE 4 below.	$8,000.00	Inquire See NOTE 7 below.	Inquire See NOTE 7 below.	Vancouver	Inquiry Centre (604) 873-7619
11.	BU-I-005-00	See NOTE 4 below.	See NOTE 4 below.	See NOTE 4 below.	$55,000.00	Inquire See NOTE 7 below.	Inquire See NOTE 7 below.	Vancouver	Inquiry Centre (604) 873-7629
12.	BU-I-006-00	See NOTE 4 below.	See NOTE 4 below.	See NOTE 4 below.	$8,000.00	Inquire See NOTE 7 below.	Inquire See NOTE 7 below.	Vancouver	Inquiry Centre (604) 873-7621
13.	CM-C-001-00	AVAILABLE See NOTE 1 below.	AVAILABLE See NOTE 1 below.	AVAILABLE See NOTE 1 below.	$15,000.00	Inquire See NOTE 7 below.	Inquire See NOTE 7 below.	Vancouver	Inquiry Centre (604) 873-7624
14.	CM-C-002-00	AVAILABLE See NOTE 1 below.	AVAILABLE See NOTE 1 below.	AVAILABLE See NOTE 1 below.	$15,000.00	Inquire See NOTE 7 below.	Inquire See NOTE 7 below.	Vancouver	Inquiry Centre (604) 873-7625
15.	CO-P-001-00	AVAILABLE See NOTE 1 below.	NOT feasible or available	AVAILABLE See NOTE 1 below.	$10,000.00	Inquire See NOTE 7 below.	Inquire See NOTE 7 below.	New Westminster	Senior Planning Analysis (604) 527-4588
16.	CO-P-002-00	AVAILABLE See NOTE 1 below.	NOT feasible or available	AVAILABLE See NOTE 1 below.	$10,000.00	Inquire See NOTE 7 below.	Inquire See NOTE 7 below.	New Westminster	Senior Planning Analysis (604) 527-4588
17.	CO-P-003-00	AVAILABLE See NOTE 1 below.	AVAILABLE See NOTE 1 below.	AVAILABLE See NOTE 1 below.	$25,000.00	Inquire See NOTE 7 below.	Inquire See NOTE 7 below.	New Westminster	Senior Planning Analysis (604) 527-4588
18.	ED-G-001-00	AVAILABLE See NOTE 1 below.	See NOTE 5 below.	AVAILABLE See NOTE 1 below.	$60,000.00	Inquire See NOTE 7 below.	Inquire See NOTE 7 below.	Burnaby	Assistant Director (604) 294-7412
19.	GM-G-001-00	AVAILABLE See NOTE 1 below.	AVAILABLE See NOTE 1 below.	AVAILABLE See NOTE 1 below.	$2,500.00	Inquire See NOTE 7 below.	Inquire See NOTE 7 below.	Burnaby	Assistant Director (604) 294-7412

		Principal Services			Allocated Servicing Amount	Other Services		Local Government	Contact Person at Local Government FOR SERVICING ISSUES and Tel. #
	Retail Space ID	Elec.	Water and drainage	Tel.	See NOTE 2 and NOTE 3 below.	Other Communications	Exhaust		
20.	GM-G-002-00	AVAILABLE See NOTE 1 below.	AVAILABLE See NOTE 1 below.	AVAILABLE See NOTE 1 below.	$10,000.00	Inquire See NOTE 7 below.	Inquire See NOTE 7 below.	Burnaby	Assistant Director (604) 294-7412
21.	GM-G-003-00	AVAILABLE See NOTE 1 below.	AVAILABLE See NOTE 1 below.	AVAILABLE See NOTE 1 below.	$10,000.00	Inquire See NOTE 7 below.	Inquire See NOTE 7 below.	Burnaby	Assistant Director (604) 294-7412
22.	GV-C-001-00	See NOTE 4 below.	NOT feasible or available	See NOTE 4 below.	$8,000.00	Inquire See NOTE 7 below.	Inquire See NOTE 7 below.	Vancouver	Inquiry Centre (604) 873-7616
23.	HO-C-001-00	AVAILABLE See NOTE 1 below.	AVAILABLE See NOTE 1 below.	AVAILABLE See NOTE 1 below.	$8,000.00	Inquire See NOTE 7 below.	Inquire See NOTE 7 below.	Burnaby	Assistant Director (604) 294-7412
24.	HO-C-002-00	AVAILABLE See NOTE 1 below.	AVAILABLE See NOTE 1 below.	AVAILABLE See NOTE 1 below.	$10,000.00	Inquire See NOTE 7 below.	Inquire See NOTE 7 below.	Burnaby	Assistant Director (604) 294-7412
25.	HO-C-003-00	AVAILABLE See NOTE 1 below.	AVAILABLE See NOTE 1 below.	AVAILABLE See NOTE 1 below.	$10,000.00	Inquire See NOTE 7 below.	Inquire See NOTE 7 below.	Burnaby	Assistant Director (604) 294-7412
26.	HO-C-004-00	AVAILABLE See NOTE 1 below.	AVAILABLE See NOTE 1 below.	AVAILABLE See NOTE 1 below.	$10,000.00	Inquire See NOTE 7 below.	Inquire See NOTE 7 below.	Burnaby	Assistant Director (604) 294-7412
27.	JY-G-001-00	AVAILABLE See NOTE 1 below.	AVAILABLE See NOTE 1 below.	AVAILABLE See NOTE 1 below.	$25,000.00	Inquire See NOTE 7 below.	Inquire See NOTE 7 below.	Vancouver	Inquiry Centre (604) 873-7633
28.	JY-G-002-00	AVAILABLE See NOTE 1 below.	AVAILABLE See NOTE 1 below.	AVAILABLE See NOTE 1 below.	$35,000.00	Inquire See NOTE 7 below.	Inquire See NOTE 7 below.	Vancouver	Inquiry Centre (604) 873-7623
29.	KG-G-001-00	AVAILABLE See NOTE 1 below.	AVAILABLE See NOTE 1 below.	AVAILABLE See NOTE 1 below.	$30,000.00	Inquire See NOTE 7 below.	Inquire See NOTE 7 below.	Surrey	Manager of Area Planning Division (604) 591-4492
30.	KG-G-002-00	AVAILABLE See NOTE 1 below.	AVAILABLE See NOTE 1 below.	AVAILABLE See NOTE 1 below.	$30,000.00	Inquire See NOTE 7 below.	Inquire See NOTE 7 below.	Surrey	Manager of Area Planning Division (604) 591-4493
31.	KG-P-003-00	AVAILABLE See NOTE 1 below.	AVAILABLE See NOTE 1 below.	AVAILABLE See NOTE 1 below.	$15,000.00	Inquire See NOTE 7 below.	Inquire See NOTE 7 below.	Surrey	Manager of Area Planning Division (604) 591-4491
32.	LC-C-001-00	AVAILABLE See NOTE 1 below.	AVAILABLE See NOTE 1 below.	AVAILABLE See NOTE 1 below.	$2,500.00	Inquire See NOTE 7 below.	Inquire See NOTE 7 below.	Burnaby	Assistant Director (604) 294-7412
33.	LH-C-001-00	AVAILABLE See NOTE 1 below.	AVAILABLE See NOTE 1 below.	AVAILABLE See NOTE 1 below.	$2,500.00	Inquire See NOTE 7 below.	Inquire See NOTE 7 below.	Burnaby	Assistant Director (604) 294-7412
34.	LH-C-002-00	AVAILABLE See NOTE 1 below.	AVAILABLE See NOTE 1 below.	AVAILABLE See NOTE 1 below.	$10,000.00	Inquire See NOTE 7 below.	Inquire See NOTE 7 below.	Burnaby	Assistant Director (604) 294-7412
35.	LH-P-003-00	AVAILABLE See NOTE 1 below.	NOT feasible or available	AVAILABLE See NOTE 1 below.	$4,000.00	Inquire See NOTE 7 below.	Inquire See NOTE 7 below.	Burnaby	Assistant Director (604) 294-7412
36.	LH-P-004-00	AVAILABLE See NOTE 1 below.	NOT feasible or available	AVAILABLE See NOTE 1 below.	$4,000.00	Inquire See NOTE 7 below.	Inquire See NOTE 7 below.	Burnaby	Assistant Director (604) 294-7412
37.	MT-G-001-00	See NOTE 6 below.	See NOTE 6 below.	See NOTE 6 below.	$60,000.00	Inquire See NOTE 7 below.	Inquire See NOTE 7 below.	Burnaby	Assistant Director (604) 294-7412
38.	MT-M-002-00	See NOTE 6 below.	See NOTE 6 below.	See NOTE 6 below.	$60,000.00	Inquire See NOTE 7 below.	Inquire See NOTE 7 below.	Burnaby	Assistant Director (604) 294-7412
39.	NA-G-001-00	AVAILABLE See NOTE 1 below.	AVAILABLE See NOTE 1 below.	AVAILABLE See NOTE 1 below.	$30,000.00	Inquire See NOTE 7 below.	Inquire See NOTE 7 below.	Vancouver	Inquiry Centre (604) 873-7628
40.	NA-G-002-00	AVAILABLE See NOTE 1 below.	NOT feasible or available	AVAILABLE See NOTE 1 below.	$5,000.00	Inquire See NOTE 7 below.	Inquire See NOTE 7 below.	Vancouver	Inquiry Centre (604) 873-7617

		Principal Services			Allocated Servicing Amount	Other Services		Local Government	Contact Person at Local Government FOR SERVICING ISSUES and Tel. #
	Retail Space ID	Elec.	Water and drainage	Tel.	See NOTE 2 and NOTE 3 below.	Other Communications	Exhaust		
41.	NA-G-003-00	AVAILABLE See NOTE 1 below.	NOT feasible or available	AVAILABLE See NOTE 1 below.	$5,000.00	Inquire See NOTE 7 below.	Inquire See NOTE 7 below.	Vancouver	Inquiry Centre (604) 873-7614
42.	RE-G-001-00	AVAILABLE See NOTE 1 below.	AVAILABLE See NOTE 1 below.	AVAILABLE See NOTE 1 below.	$2,500.00	Inquire See NOTE 7 below.	Inquire See NOTE 7 below.	Vancouver	Inquiry Centre (604) 873-7630
43.	RO-G-002-00	AVAILABLE See NOTE 1 below.	AVAILABLE See NOTE 1 below.	AVAILABLE See NOTE 1 below.	$30,000.00		Inquire See NOTE 7 below.	Burnaby	Assistant Director (604) 294-7412
44.	RO-M-001-00	AVAILABLE See NOTE 1 below.	AVAILABLE See NOTE 1 below.	AVAILABLE See NOTE 1 below.	$25,000.00	Inquire See NOTE 7 below.	Inquire See NOTE 7 below.	Burnaby	Assistant Director (604) 294-7412
45.	RU-G-001-00	AVAILABLE See NOTE 1 below.	AVAILABLE See NOTE 1 below.	AVAILABLE See NOTE 1 below.	$2,500.00	Inquire See NOTE 7 below.	Inquire See NOTE 7 below.	Vancouver	Inquiry Centre (604) 873-7632
46.	RU-G-002-00	AVAILABLE See NOTE 1 below.	AVAILABLE See NOTE 1 below.	AVAILABLE See NOTE 1 below.	$2,500.00	Inquire See NOTE 7 below.	Inquire See NOTE 7 below.	Vancouver	Inquiry Centre (604) 873-7622
47.	SA-C-001-00	AVAILABLE See NOTE 1 below.	AVAILABLE See NOTE 1 below.	AVAILABLE See NOTE 1 below.	$16,000.00	Inquire See NOTE 7 below.	Inquire See NOTE 7 below.	New Westminster	Senior Planning Analysis (604) 527-4588
48.	SP-C-001-00	AVAILABLE See NOTE 1 below.	AVAILABLE See NOTE 1 below.	AVAILABLE See NOTE 1 below.	$10,000.00	Inquire See NOTE 7 below.	Inquire See NOTE 7 below.	Burnaby	Assistant Director (604) 294-7412
49.	SP-C-002-00	AVAILABLE See NOTE 1 below.	AVAILABLE See NOTE 1 below.	AVAILABLE See NOTE 1 below.	$10,000.00	Inquire See NOTE 7 below.	Inquire See NOTE 7 below.	Burnaby	Assistant Director (604) 294-7412
50.	SR-C-001-00	AVAILABLE See NOTE 1 below.	AVAILABLE See NOTE 1 below.	AVAILABLE See NOTE 1 below.	$15,000.00	Inquire See NOTE 7 below.	Inquire See NOTE 7 below.	Surrey	Manager of Area Planning Division (604) 591-4490
51.	ST-M-001-00	AVAILABLE See NOTE 1 below.	NOT feasible or available	AVAILABLE See NOTE 1 below.	$12,000.00	Inquire See NOTE 7 below.	Inquire See NOTE 7 below.	Vancouver	Inquiry Centre (604) 873-7627
52.	TN-G-001-00	AVAILABLE See NOTE 1 below.	NOT feasible or available	AVAILABLE See NOTE 1 below.	$5,000.00	Inquire See NOTE 7 below.	Inquire See NOTE 7 below.	Vancouver	Inquiry Centre (604) 873-7613
53.	TN-G-002-00	AVAILABLE See NOTE 1 below.	NOT feasible or available	AVAILABLE See NOTE 1 below.	$5,000.00	Inquire See NOTE 7 below.	Inquire See NOTE 7 below.	Vancouver	Inquiry Centre (604) 873-7615
54.	TN-G-003-00	AVAILABLE See NOTE 1 below.	AVAILABLE See NOTE 1 below.	AVAILABLE See NOTE 1 below.	$30,000.00	Inquire See NOTE 7 below.	Inquire See NOTE 7 below.	Vancouver	Inquiry Centre (604) 873-7631
55.	TS-G-001-00	AVAILABLE See NOTE 1 below.	AVAILABLE See NOTE 1 below.	AVAILABLE See NOTE 1 below.	$60,000.00	Inquire See NOTE 7 below.	Inquire See NOTE 7 below.	New Westminster	Senior Planning Analysis (604) 527-4588
56.	TS-G-002-00	AVAILABLE See NOTE 1 below.	AVAILABLE See NOTE 1 below.	AVAILABLE See NOTE 1 below.	$28,000.00	Inquire See NOTE 7 below.	Inquire See NOTE 7 below.	New Westminster	Senior Planning Analysis (604) 527-4588

NOTE(S)

(1) Where "AVAILABLE" is stated, it indicates that BCRTC and TransLink staff who have considered the matter expect that the service will be available, and have not identified anything that would preclude availability. There may be issues or circumstances that such staff have not identified. It remains the Proponent's responsibility to confirm and ascertain availability.

(2) Neither TransLink nor BCRTC warrants that the Allocated Servicing Amount is accurate, or that it reflects a reasonable estimate. Neither TransLink nor BCRTC have conducted adequate investigation to render an estimate. The Allocated Servicing Amount merely represents a suggested order of magnitude, for the purposes of this Request for Proposal, for the cost of servicing connections and related consulting. Upon investigation, it might be the case that the actual cost will be substantially higher, and in some cases the cost might be prohibitively high.

This could be due, for example, in some cases, to municipal or other regulatory requirements that TransLink and BCRTC staff have not identified in preparation of this Request for Proposals. The Allocated Servicing Amount for each Retail Space will be treated in the manner set out in Schedule D - [PROTOCOL FOR SERVICING] of the Form of Proposal.

(3) **Proponents are advised that, in assigning the Allocated Servicing Amount, TransLink and BCRTC have assumed that the only services and utilities connections required will be electrical (unless indicated to be "NOT feasible or available"), water and drainage (unless indicated to be "NOT feasible or available"), and telephone (unless indicated to be "NOT feasible or available"), and that no other servicing or utilities (e.g. "Other Communications", or "Exhaust") will be required.**

(4) Utility hook ups are a difficulty, particularly drainage. Potential retailers will likely have to engage engineering services to work out the method of securing utility hook ups.

(5) Water, Sanitary and Storm lines are located in the bus loop area immediately north east of the proposed retail site.

(6) Utility services are available 120 feet south of the area designated for retail development. Water, Sanitary and Storm Sewer lines terminate at the north end of Telford Ave. at Beresford St. adjacent to the Sky Train right of way. Sanitary and Storm Sewer lines also run under Central Boulevard immediately north of the Station but utility hook ups appear to be more convenient south of the Station.

(7) It is up to the Proponent to inquire with municipal and regulatory authorities and with BCRTC and TransLink, to investigate availability of servicing. No expectation is expressed and no assurance is given that such services will be feasible or available at all.

SCHEDULE D

PROTOCOL FOR SERVICING

1. Servicing Work to be carried out by Trade Contractors and Consultants prescribed or approved by BCRTC

In this Schedule, "Servicing Work" refers to all work concerning services and utilities (including any work potentially affecting structural aspects, or carried out in proximity to existing utilities and services) and related consulting (such as mechanical, electrical, and engineering), and includes work for:

(a) electrical, water and drainage, and telephone (if proposed by the Proponent for the Proponent's proposed use for the subject Retail Space); and

(b) any other servicing or utilities (e.g. other communications, or exhaust) that is proposed by the Proponent for the Proponent's proposed use for the subject Retail Space),

whether or not it has been taken into account by TransLink in assigning the Allocated Servicing Amount as is described in Schedule C.

All Servicing Work shall (unless exempted in specific instances from this requirement, by BCRTC in writing) be carried out by trade contractors and consultants prescribed in writing by BCRTC or approved in writing by BCRTC. Trade contractors and consultants prescribed or approved by BCRTC may vary from SkyTrain station to station, or from site to site.

2. Contracts will be entered into with TransLink (or BCRTC)

TransLink requires that the trade contractors and consultants engaged for Servicing Work will have direct and primary responsibility to TransLink (or BCRTC). Accordingly, the contracts for Servicing Work shall be entered into with TransLink (or BCRTC), in accordance with contract documents prescribed by TransLink (or BCRTC).

3. Costs of Servicing Work, and related matters

(a) Costs will be paid by Licensee

The Licensee will reimburse TransLink and BCRTC for all Servicing Work. Payment will be made within 30 days after demand.

(b) Indemnity

The Licensee agrees to indemnify and save harmless TransLink and BCRTC from and against all costs related to Servicing Work, and from and against all claims in connection therewith including claims by trade contractors under the contracts entered into with them and claims by persons claims through such trade contractors. BCRTC may require that the Licensee execute a specific indemnity, in a form prescribed by BCRTC, at any time (before the commencement of the Servicing Work, while the Servicing Work is being carried out, or after) in favour of BCRTC and TransLink. This indemnity extends to claims of builder liens.

(c) Administration Charge

The Licensee will pay an administration charge to BCRTC in the amount of 12% (the "Administration Charge") of the cost of the Servicing Work. The reasonable calculation and determination by BCRTC of the amount of this Administration Charge will be binding upon the Licensee.

(d) Letter of Credit to be posted by Proponent before work is commenced

The Licensee will post a letter of credit, in an amount reasonably required by BCRTC, before any physical work is commenced. The Licensee may also require that this letter of credit be posted at an earlier time (for example, if consulting fees will be substantial, BCRTC might require that the letter of credit be posted sooner).

The amount of the letter of credit required will be approximately equal to the costs of the Servicing Work, as reasonably estimated by BCRTC at the time the letter of credit is to be posted, plus the Administration Charge. If in the reasonable determination of BCRTC it appears at any time that the costs of the Servicing Work will exceed the previous estimate(s), then BCRTC may revise the amount of the letter of credit required (for which a replacement or revised letter of credit shall be provided by the Licensee to BCRTC within 7 days after request therefor made by BCRTC).

The form of the letter of credit will comply with the requirements for letters of credit under the Operating Licence (see Section 7.2) and the Kiosk Licence (see Section 6.2), as applicable.

4. Allocated Servicing Amount

(a) Amount not warranted

TransLink does not warrant that the Allocated Servicing Amount is accurate, or that it reflects a reasonable estimate. See NOTE (2) of Schedule C of this Request for Proposals.

(b) If Allocated Servicing Amount exceeded

If, after the Licensee has carried out investigations, or at any time, it appears that the Allocated Servicing Amount will be exceeded, then:

(i) ***if more than double the Allocated Servicing Amount***

If the Licensee demonstrates to the reasonable satisfaction of BCRTC that the probable cost of Servicing Work plus the Administration Charge, for the subject Retail Space, will be more than double the Allocated Servicing Amount stated in the Retail Space Matrix, or BCRTC otherwise makes the determination that the probable cost will be more than double, then:

A. the Proponent may decline to proceed with the Operating Licence or Kiosk Licence (as the case may be) as to that Retail Space. If the Proponent wishes to decline to proceed on this basis, then the Proponent must give notice in writing to that effect to BCRTC not later than 45 days prior to the date set out in the Retail Space Matrix for commencement of operation in that Retail Space. Provided that TransLink may elect to pay the excess (that is, over double), in which case: (1) the Proponent will, notwithstanding the foregoing, be obligated to proceed; and (2) for greater certainty, the abatement set out in Clause 4(b)(ii) of this Schedule will apply as to the costs over the Allocated Servicing Amount that are paid by the Proponent for that Retail Space; and

B. TransLink may also (rather than face the abatement set out in Clause 4(b)(ii) of this Schedule) decline to proceed with the Operating Licence or Kiosk Licence (as the case may be) with the Proponent as to that Retail Space. If TransLink wishes to decline to proceed on this basis, then TransLink must give notice in writing to that effect to the Proponent before the contracts for the work with the trade contractors are executed by TransLink;

and provided further that, in any case, the Proponent's obligations for other Retail Space (if any) in the Proponent's Proposal will remain in effect.

(ii) ***if NOT more than double – abatement***

Except as otherwise stipulated in Clause 4(b)(i) of this Schedule, the Proponent will remain obligated to proceed, provided that abatement will apply as follows:

The amount if any by which the costs for Servicing Work paid by the Proponent for the subject Retail Space exceed (as reasonably calculated and assessed by BCRTC) the Allocated Servicing Amount for that Retail Space by more than 25% will be credited to the Proponent by way of an abatement of Fees (without interest), applying straight line amortization over the initial term.

For example, for Retail Space for which the initial term (disregarding renewal periods) is five (5) years, if the Allocated Servicing Amount was $50,000 and the actual costs for Servicing Work inclusive of the Administration Charge was $90,000, then $27,500 [i.e. $90,000 less $62,500, which is 125% of $50,000] will be credited to the Licensee over 60 months @ $458.33 per month. Accordingly, the Fees payable as otherwise determined under the Operating Licence or Kiosk Licence (as the case may be) will be reduced by $458.33 per month for the initial five (5) years.

5. Keep BCRTC informed and apprised, and report

The Proponent shall keep BCRTC informed and apprised, on a timely basis, of the status of proposed Servicing Work and related costs. Upon request by BCRTC from time to time, the Proponent shall within 7 days report to BCRTC as to all material information concerning proposed Servicing Work and related costs.

6. Aggregated, if more than one Retail Space

If the Proponent has been awarded more than one Retail Space, then the Allocated Servicing Amount for them and the actual costs for Servicing Work for them will be aggregated for the purpose of calculating and applying the abatement allowed for in Clause 4(b)(ii) of this Schedule.

7. No liability other than abatement

Except for the abatement provided for in Clauses 4(b)(ii) and 6 of this Schedule, and whether not the Operating Licence or Kiosk Licence (as the case may be) proceeds, TransLink and BCRTC will have no liability whatsoever to any Proponent for any variance between the Allocated Servicing Amount and the costs (actual, or estimated) for Servicing Work.

SCHEDULE E

ZONING AND REGULATORY REQUIREMENTS

1. Approvals needed will depend on uses proposed

It would be impractical to seek approvals of regulatory authorities without having ascertained the specific uses for which each Retail Space will be developed. In some cases, development permits will be necessary - which will require submissions of plans and details of the development proposed by the Proponent and of the alterations and improvements proposed by the Proponent.

2. Authorities Having Jurisdiction

In this Schedule, "Authorities Having Jurisdiction", with respect to each Retail Space respectively, refers to all regulatory authorities, including local government, having jurisdiction or authority with respect to development of that Retail Space for the proposed retail uses or having jurisdiction or authority with respect to construction of work or improvements in connection with such development.

3. Mutual subject condition

The obligations of TransLink and the Proponent in connection with the Proponent's Proposal are subject to, with respect to each Retail Space respectively, obtaining requisite approvals of Authorities Having Jurisdiction, as follows:

(a) As to each Retail Space for which the Proponent has submitted its Proposal, the Proponent shall make all commercial practicable best efforts to obtain requisite approvals of the Authorities Having Jurisdiction for the use proposed by the Proponent for such Retail Space and for the construction of work or improvements proposed by the Proponent therefor. The Proponent shall continue to make shall make all commercial practicable best efforts until the Subject Removal Date (with respect to that Retail Space, as set out herein) has passed.

(b) If requisite approvals of Authorities Having Jurisdiction have not been obtained by the Subject Removal Date for such Retail Space, then each of TransLink and the Proponent may decline to proceed with the Operating Licence or Kiosk Licence (as the case may be) as to that Retail Space.

Provided that the Proponent's obligations for other Retail Space (if any) in the Proponent's Proposal will remain in effect (unless the Proponent may likewise decline to proceed as to such other Retail Space, because approvals of Authorities Having Jurisdiction have not been obtained, or the Proponent is otherwise entitled to decline to proceed according to the terms and conditions set out in this Request for Proposal).

This subject condition is to be removed, as to each Retail Space, by an instrument executed by both TransLink and the Proponent and delivered on or prior to the Subject Removal Date for that Retail Space, failing which this subject condition will be deemed not to have been satisfied or waived as to that Retail Space.

(c) "Subject Removal Date", relative to each Retail Space, means the date that is 45 days prior to the date set out in Schedule 1 (disregarding NOTE 2 thereof) of the Form of Proposal for commencement of operation in that Retail Space, unless otherwise agreed upon from time to time by the Proponent and BCRTC, and provided that BCRTC may, by notice given by BCRTC to the Proponent before the Subject Removal Date for the Retail Space has passed, extend the time for up to 30 days, and BCRTC may do so up to three times (each time for up to 30 days) for each Retail Space.

4. Keep BCRTC informed and apprised, and report

The Proponent shall keep BCRTC informed and apprised, on a timely basis, of the status of approvals of Authorities Having Jurisdiction. Upon request by BCRTC from time to time, the Proponent shall within 7 days report to BCRTC as to all material information concerning approvals of Authorities Having Jurisdiction.

5. No liability

Neither BCRTC nor TransLink will have any liability to Proponents, in connection with zoning and regulatory requirements or failure to obtain approvals of Authorities Having Jurisdiction.

6. Commencement Date Likewise extended

If, for any Retail Space, the Subject Removal Date is extended as is provided for in Section 3(c) of this Schedule, then the Commencement Date for the Retail Space shall also, in each instance, be extended, by the same period.