



HORSESHOE LANDS

Request for Expression of Interest

ABSTRACT

Stoney Nakoda Developments is seeking a development partner for the Horseshoe Lands in the MD Bighorn, Alberta. Located in the sought after Bow Corridor Kananaskis Region, this is a unique world class development opportunity.

Stoney Nakoda Developments is a wholly owned corporation of the Stoney Nakoda Nations



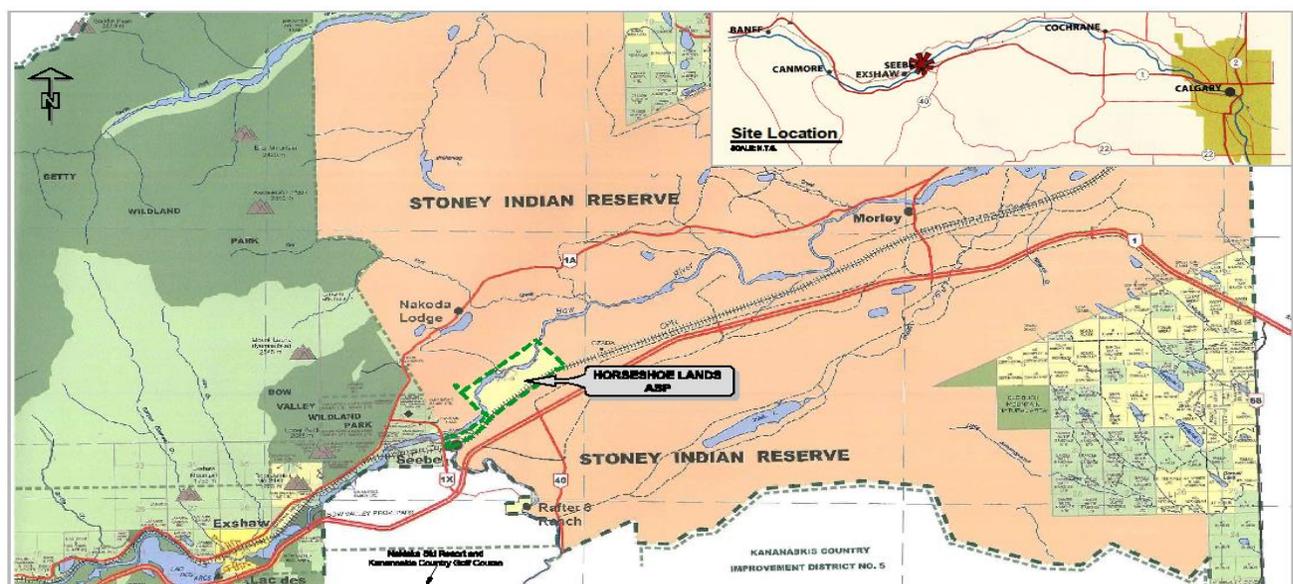
Horseshoe Lands Request for Expression of Interest

Stoney Nakoda Developments Ltd. has launched a Request for Expressions of Interest for the Horseshoe Lands in the MD Bighorn, Alberta and is seeking a development partner for this unique world class development located in the sought after Bow Corridor Kananaskis Region. The Horseshoe Lands Development has an Approved Area Structure Plan for the development of an exciting new community along the banks of the Bow River at the gateway to the Rocky Mountains. The development will be located on an area referred to as the “Horseshoe Lands” which is situated north of the TransCanada Highway and Kananaskis Highway 40 interchange. This strategically selected community location was chosen to take advantage of the wide valley floor which provides long sunny days and spectacular mountain views. A copy of the Area Structure Plan is available at www.stoneynation.com.

The development at the Horseshoe Lands will be a community that will attract and accommodate residents and visitors of all ages, interests, and means. There will be a balance of employment and residential opportunities with a range of housing, retail, industrial, and public uses.

Expressions of interest are being accepted until March 24, 2017 at 2:00pm MST. Interested parties should review the full Request for Expression of Interest Document available at www.stoneynation.com.

Contact: horseshoe@stoney-nation.com



Request for Expression of Interest

For the development of the Horseshoe Lands in Kananaskis, Alberta

This REOI is being issued by: Stoney Nakoda Developments Ltd. (“SNDL”)

REOI Issue Date: February 28, 2017

Deadline for Intent to Respond: March 7, 2017 at 2:00pm MST

Non-mandatory Information
Web Call March 10, 2017 at 2:00pm MST

Last Date for Questions/
Clarifications March 13, 2017 at 2:00pm MST

Response to all Questions March 16, 2017

Response Deadline: March 24, 2017 at 2:00pm MST

EOI's must be addressed to: Stoney Nakoda Developments Ltd.
Box 40
Morley, AB T0L 1N0

EOI's must be physically delivered to: Stoney Nakoda Developments Ltd.
c/o Rae & Company
900 – 1000 5th Avenue S.W.
Calgary, AB T2P 4V1

EOI Copies to be delivered: 3 Hard Copies
1 Electronic Copy (on a USB device)

REOI Information Contact: Heather Carnahan
403-650-6622
Email: horseshoe@stoney-nation.com

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Section A Background Information

1. Objective

This call for Requests for Expressions of Interest (REOI) is intended as the first step in exploring the development of the Horseshoe Lands. Stoney Nakoda Developments Limited (SNDL) wishes to receive Expressions of Interest (EOI) from suitably qualified land developers with an interest in developing the mixed-use Horseshoe Lands property in the MD Bighorn, Alberta either in partnership or business relationship with SNDL or otherwise. The EOI will:

- a. Develop a list of teaming and partnering options and ideas to be examined by the SNDL Board of Directors.
- b. Develop a list of interested parties with suitable credentials.
- c. Develop a list of potential contracting and ownership arrangements for financing and developing the Horseshoe Lands.

Interested parties may be contacted to participate in a future round of development discussions and/or be asked to provide a more detailed proposal at a later date. All submissions for the REOI are expected to contain proposals which will add value to the SNDL, and to the Stoney First Nation.

It should be noted that this is not an expression of interest for planning, engineering or project management services.

2. Introduction and Background

Stoney Nakoda Developments (“SNDL”) is a wholly owned corporation of the Stoney Nakoda Nations. SNDL is the sole owner of a development property known as the Horseshoe Lands. The Horseshoe Lands is a 580 acre fee simple property located in the sought after gateway to the Canadian Rockies in the MD Bighorn, Alberta. Bordering the Bow River with unsurpassed views of Mount Yamnuska and the Canadian Rockies, this property is centrally located at a distance of 65 km from Calgary, 50 km from Banff, and 25 km from Canmore. SNDL will retain majority ownership of the Horseshoe Lands. This REOI is not an offer for sale of the property.

3. The Horseshoe Lands Property

SNDL is the sole owner of the Horseshoe Lands Property which is comprised of two titled properties being the former Seebe townsite (44 acres) and the Horseshoe Lands (538 acres). For the purpose of this REOI, the Horseshoe Lands is defined as the combined property of the former Seebe townsite (44 acres) and the Horseshoe Lands (538 acres) for a total area of 582 acres. The map of the subject property is included at Section E.

The value of the Horseshoe Lands lies foremost in its beauty and location. As a development site, the value of this property is found in its land, its approved Area Structure Plan and associated supporting studies, its existing water license applications and its unique relationship with the Stoney Nakoda Nations.

4. The Horseshoe Lands Area Structure Plan

The Horseshoe Lands is located within the Municipal District of Bighorn No. 8, Alberta (“the MD Bighorn”). The Horseshoe Lands Area Structure Plan was adopted by the MD Bighorn through Bylaw 19/06 on September 27, 2007. The Area Structure Plan is a public document available on the MD Bighorn website and also available on the Horseshoe Lands website at www.stoneynation.com.

Since the completion of the Area Structure Plan in 2007, SNDL is now the sole owner of the lands described in the Area Structure Plan as the “Horseshoe Lands” (538 acres), having acquired the interest of Moondance Land Company Ltd. and the “Transalta Seebe Lands” (44 acres), having acquired these lands from Transalta.

5. The Horseshoe Lands Water Licenses

The Horseshoe Lands borders the Bow River, an important and protected waterway in Southern Alberta. SNDL holds two Water Act Applications (and associated priority numbers) with Alberta Environment and Parks for surface water withdrawals from the Bow River. These are solely for the development of the Horseshoe Lands with priority numbers dated February 13, 2006 and March 28, 2006 which pre-date an August 2006 decision by Alberta Environment to no longer accept surface water applications for the Bow River.

Section B REOI Process and Conditions

1. REOI Process and Documents

- 1.1. The issue of this REOI and associated documents (the “REOI Documents”) is not an offer to enter into a contract.
- 1.2. The REOI Documents have been provided to assist interested parties in preparing an EOI. SNDL does not represent or warrant the completeness or accuracy of the REOI Documents. SNDL, its affiliates or owners, or their respective directors, officers, employees, agents, contractors or advisors disclaim any and all liability for information supplied, either written or oral, and no representation or warranty is made with respect to the accuracy or completeness of such information or otherwise. For greater certainty, the only representations or warranties being made by any entity would be those set forth in definitive agreements as executed with SNDL. Interested parties rely on information provided in relation to this REOI at their own risk and are responsible for the interpretation of that information. REOI Documents remain the property of SNDL.
- 1.3. All Communications in respect to the REOI will be directed to:

Ms. Heather Carnahan
Stoney Nakoda Developments Ltd.
Phone: 403-650-6622
E-mail: horseshoe@stoney-nation.com
- 1.4. SNDL may cancel or amend the REOI process without liability at any time.

2. Questions and Clarifications

- 2.1. All requests for clarification and questions regarding this REOI should be submitted in writing to the contact at horseshoe@stoney-nation.com. All questions or requests should be specific to this REOI and should include references to a specific section or schedule and item number.
- 2.2. All requests for clarification and questions requests must be submitted by March 13, 2017 at 2:00pm MST.
- 2.3. Requests will be answered by the contact or forwarded to the appropriate technical contact for reply. Dependent on their nature, comments or answers will be returned directly to the respondent or through an addendum to the REOI should the information be applicable to all respondents.

3. Instructions for Submitting EOIs

- 3.1. Each EOI must be:
 - 3.1.1. All EOIs must be submitted on or before the Closing Date and Closing Time. Proposal submitted after the Closing Date and Closing Time will not be accepted.

- 3.1.2. Physically delivered. EOI's submitted by post, facsimile or email or any other means other than personal delivery will not be accepted.
- 3.1.3. Include the required EOI information as set out in Section C.
- 3.1.4. Signed by or on behalf of the respondent.
- 3.1.5. 3 hard copies and 1 electronic copy (on a USB device) of the EOI are to be submitted.
- 3.1.6. Respondents may submit their electronic copy electronically in MS Word and Adobe PDF format.

3.2. Submission Instructions

- 3.2.1. Respondents are invited to submit a written Proposal in report format. Brevity is appreciated and respondents are requested to limit their Responses to no more than twenty (20) single sided pages or ten (10) double sided pages. Appendices, organizational charts and personnel resumes are not to be considered in the number of pages.
- 3.2.2. Responses should be prepared simply and economically, providing a straight forward, concise description of the respondent's capabilities for satisfying the requirements of this REOI. Emphasis should be on completeness and clarity of content.
- 3.2.3. Respondents must include all the information set out in Section C of this document to provide the basis of the respondent's response.
- 3.2.4. SNDL reserves the right to accept or reject late EOI's. Any late EOI in respect of which SNDL chooses not to exercise its discretion will be returned unopened.
- 3.2.5. The cost of preparing and submitting an EOI, and the cost to the respondent of any subsequent negotiations, meetings or discussions, will be borne by the respondent. Respondents shall not be entitled to receive payment from SNDL on account of this REOI process.

3.3. Multi-Firm Proposals

- 3.3.1. If the application is submitted as a multi-firm EOI, the EOI should:
 - 3.3.1.1. Demonstrate the extent to which the proposed firms have worked together before, including a description of the type of work;
 - 3.3.1.2. Identify those project team members, from each firm, that have worked together in a multi-firm or consortium business arrangement;
 - 3.3.1.3. Provide examples of where they have successfully partnered in a similar type engagement previously;
 - 3.3.1.4. Demonstrate a multi-firm management approach that will ensure, for the duration of the project, clear lines of communication and delivery of services;
 - 3.3.1.5. Identify management, ownership, and financial and legal relationships between the consortium members;
 - 3.3.1.6. Indicate how the consortium is proposing to contract with SNDL to ensure a single point of accountability for project completion and dispute

resolution. Identify which firm will be designated as the lead firm; and define the scope of work to be performed by each firm.

4. Pre-proposal Meeting Notice

NOT APPLICABLE. No pre-proposal meeting will be held for this REOI.

5. EOI Review and Selection Process

5.1. SNDL may request any respondent to clarify and/or adjust aspects of its REOI and may request further information from respondents.

5.2. SNDL will evaluate each EOI based on the information set out in Section C (EOI Requirements).

5.3. After evaluation of EOI's, SNDL may proceed to a competitive process, which may include a request for proposals (RFP) or request for tender (RFT) from shortlisted respondents or negotiate directly with one or more selected respondents. Participation in next steps will not be limited to those who provide EOI's under this REOI.

5.4. Shortlisting of any respondent does not constitute acceptance by SNDL of that respondent's EOI or imply or create any obligations on SNDL to proceed to a competitive process or enter into any commitment to purchase any particular goods or services from the respondent.

5.5. SNDL, its affiliates or owners, or their respective directors, officers, employees, agents, contractors or advisors will not have any liability or obligation to any party as the result of the rejection of any EOI or the acceptance of another respondent's EOI.

5.6. SNDL reserves the right to:

5.6.1. Accept none or any of the EOI's;

5.6.2. Waive any irregularities or informalities in the REOI process;

5.6.3. Extend the deadline for submission of EOI's;

5.6.4. At its discretion, accept late submission of EOI's;

5.6.5. Amend the REOI process or any associated documents;

5.6.6. Suspend, withdraw or cancel, in whole or in part, the REOI process or any subsequent process at any time;

5.6.7. Enter into negotiations with one or more respondents (short-listed or not); and/or request additional EOI's; and

5.6.8. Proceed to the next procurement process of its choosing or not proceed to a competitive process at all without incurring any liability to any respondent (short-listed or not).

6. Assurances of the Respondent

6.1. The respondent warrants that:

6.1.1. all information it submits is complete and accurate in all material respects and is not misleading whether by omission or otherwise;

- 6.1.2. none of the information it submits breaches any third party's rights, including intellectual property rights, and the use of information in relation to this REOI will not breach such property rights;
 - 6.1.3. it has not withheld any information potentially relevant to SNDL's consideration of its response, including any actual or potential disputes or claims involving the respondent; and
 - 6.1.4. the foregoing warranties will remain true and correct during the period of negotiations between the respondent and SNDL
- 6.2. The respondent will declare any conflict of interest by completion of the Conflict of Interest Declaration in Section D.
- 6.2.1. SNDL reserves the right to exclude any respondent from this REOI process if SNDL becomes aware that a respondent has:
 - 6.2.1.1. Any undeclared conflict of interest;
 - 6.2.1.2. Made any attempt to influence the outcome of this REOI process;
 - 6.2.1.3. Engaged in any practice that is illegal
 - 6.2.1.4. Engaged in any practice that gives or is intended to give one or more respondents an improper advantage

7. Notification of Acceptance

- 7.1. Respondents will be notified of the outcome of this REOI.

8. Due Diligence

- 8.1. As part of the REOI process, SNDL may carry out due diligence investigations of any respondent submitting an EOI.
- 8.2. Each respondent agrees to fully co-operate with any due diligence activities

9. Confidentiality

- 9.1. EOIs submitted through this REOI process are for the intended use and information of SNDL and, are otherwise, to be treated as confidential information between the respondent and SNDL, its affiliates or owners, or their respective directors, officers, employees, agents, contractors or advisors.
- 9.2. Respondents must not make any public statement regarding this REOI process without the prior written consent of SNDL.
- 9.3. SNDL may require an interested party or a respondent to sign a Non-Disclosure Agreement before releasing any confidential or commercially sensitive information.

On behalf of Stoney Nakoda Developments Ltd., we thank you for your interest in the Horseshoe Lands.

Section C Expression Of Interest Requirements

The EOI submission should include the following information:

1. Identification - Identify your organization and, if you intend to include a partner, identify the partner and the nature of the partnership. Provide a statement of interest and role your firm envisions in the development.
2. Corporate Management. Describe the capabilities and corporate management qualifications by highlighting and provide details such as:
 1. Your organization's management including organizational structure and roles and responsibilities of key executives.
 2. Identify your understanding of the goals and objectives of this REOI.
 3. Identify your corporate qualifications to manage projects of this nature and specifically with First Nations.
3. Record of Related Performance and Achievements. Include details such as:
 1. Experience with similar land development projects
 2. Provide examples for up to three (3) projects similar in scope, preferably for relevant land development projects where you have led successfully over the last five years. If available, include one First Nation development.
 3. If applicable, projects should present the involvement of the First Nation community, such as the incorporation of local First Nation labour and resources into the project.
 4. References – provide contact details for references from three recent projects.
 5. Respondents will be evaluated based on the number of projects their firm has successfully completed of similar type.
4. Team Experience and Qualifications. Indicate the names of any external consultants, including legal, financial, engineering or environmental advisors that you have or plan to retain regarding your EOI and outline their expertise and provide details such as
 1. Describe the composition, lead and individual roles of the proposed core team to be assigned and provide an organization chart of the team. Reference the applicable skill sets, credentials and years of experience in delivering similar projects. Provide SNDL where they are currently geographically based and their ability and availability to provide services in Alberta.
 2. Attach the resumes of the key project team members. Limit each resume to two pages or one double sided page.
 3. Identify how you will partner with and utilize First Nation resources within the EOI.

5. Financial. Provide details of available resources and financing plan for this project
 - Provide a high-level commentary on the economic feasibility, including high level presentation of costs estimates and expected streams of income.
 - Provide evidence of your financial capability to undertake and complete the development project.
 - Provide a high-level ownership and management structure including a form of agreement or relationship to support the partnership with the SNDL.
6. Detail and any additional information the respondent feels may add value.
7. Warranty Include in the EOI the following warranty statement as detailed in Section B paragraph 6:

The respondent warrants that:

1. all information it submits is complete and accurate in all material respects and is not misleading whether by omission or otherwise;
 2. none of the information it submits breaches any third party's rights, including intellectual property rights, and the use of information in relation to this REOI will not breach such property rights;
 3. it has not withheld any information potentially relevant to SNDL's consideration of its response, including any actual or potential disputes or claims involving the respondent; and
 4. the foregoing warranties will remain true and correct during the period of negotiations between the respondent and SNDL
8. Conflict of Interest Provide completed Section D (Conflict of Interest Declaration)
 9. Reply Instructions:

Please confirm your intent to participate by March 7, 2017 at 2:00pm MST by completing the attached Form in Appendix A. A failure to confirm will signify your company is not participating in the REOI. The Intent to Respond should be sent to the attention of:

Ms. Heather Carnahan
Stoney Nakoda Developments Ltd.
Phone: 403-650-6622
E-mail: horseshoe@stoney-nation.com

10. Value Added Offerings are encouraged to also include innovative ideas relating to execution and delivery of the project and anything else that may enhance their information.

11. Closing Date and Time

February 28, 2017	2:00 p.m. MST	ROEI made available to proponents
March 7, 2017	2:00 p.m. MST	Deadline for Intent to Respond
March 10, 2017	2:00 p.m. MST	Non-mandatory Information Web Call
March 13, 2017	2:00 p.m. MST	Deadline for submitting questions
March 16, 2017	2:00 p.m. MST	Response to all questions
March 24, 2017	2:00 p.m. MST	Deadline for receiving ROEI / Closing Date

Section D Conflict of Interest Declaration

This form must accompany each EOI submitted.

Definition:

A conflict of interest is a situation in which a party could gain (or be seen to gain) an unfair advantage through an association with an individual or organization.

Associations include financial, personal, professional, family-related or community-related relationships.

An actual conflict of interest is where there already is a conflict.

A potential conflict of interest is where the conflict is about to happen or could happen.

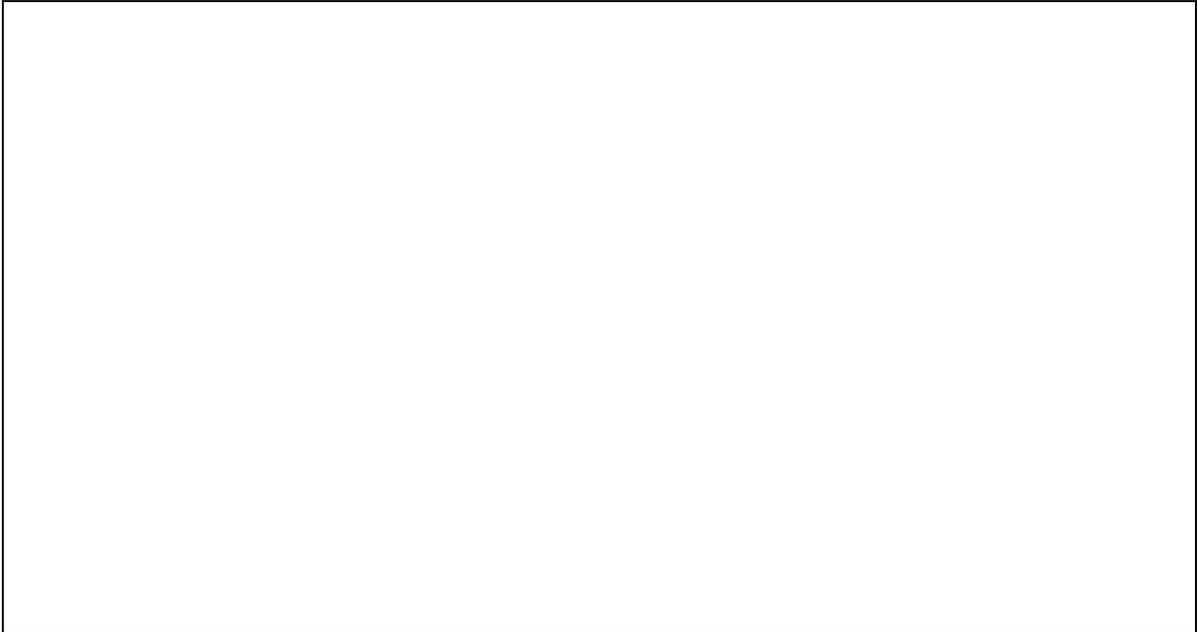
A perceived conflict of interest is where other people might reasonably think there is a conflict.

QUESTION	RESPONSE Select one answer for each question. Select “potentially” if others could perceive that a conflict exists
Does any person in your organization have a close friend or relative who is (or could be) involved in any evaluation or decision-making relating to this procurement process?	Yes/No/Potentially
Has any person in your organization recently offered any special discounts, gifts, trips, hospitality, rewards or favours to any person involved in any evaluation or decision-making relating to this procurement process?	Yes/No/Potentially
Does any person involved in any evaluation or decision-making relating to this procurement process have a financial interest in your organization such as being an employee, consultant, shareholder, investor, lender or any other financial interest?	Yes/No/Potentially
Are you aware of anything that might give the appearance that any person involved in the evaluation stage or decision-making stage of this procurement process is biased towards or against your organization?	Yes/No/Potentially

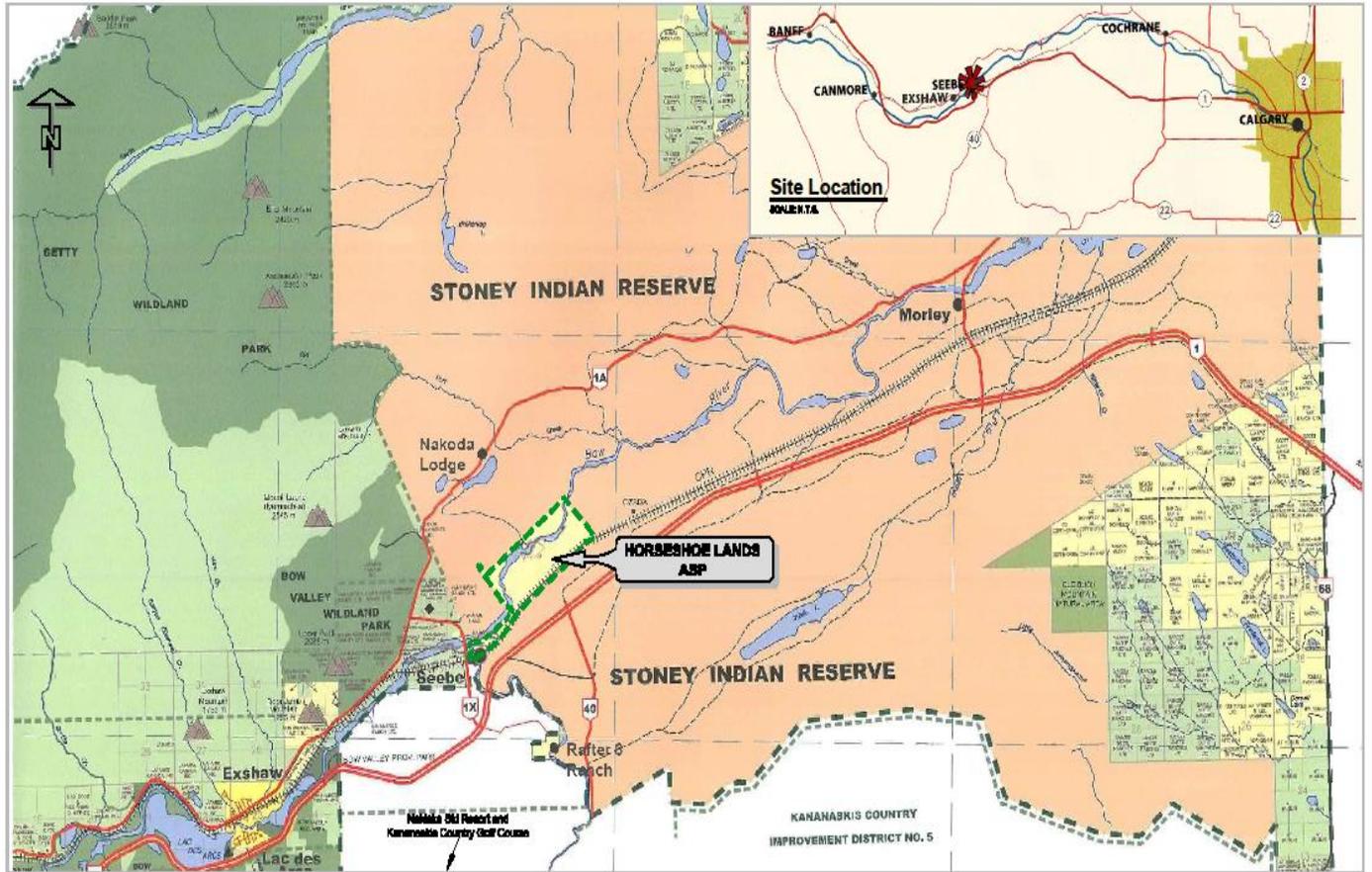
<p>Is your organisation or is any person in your organization currently in a financial or business relationship with any associated entity of SNDL including the Stoney Nakoda Nations, Stoney Tribal Administration, Bearspaw First Nation, Chiniki First Nation, Wesley First Nation or any of the wholly owned business entities or corporations of these entities or with any individual or company that is an employee, advisor, consultant or business affiliate of any of these entities?</p>	<p>Yes/No/Potentially</p>
<p>Has any person in your organization recently offered any special discounts, gifts, trips, hospitality, rewards or favours to any associated entity of SNDL including the Stoney Nakoda Nations, Stoney Tribal Administration, Bearspaw First Nation, Chiniki First Nation, Wesley First Nation or any of the wholly owned business entities or corporations of these entities or with any individual or company that is an employee, advisor, consultant or business affiliate of any of these entities?</p>	<p>Yes/No/Potentially</p>
<p>Does any person involved in any associated entity of SNDL including the Stoney Nakoda Nations, Stoney Tribal Administration, Bearspaw First Nation, Chiniki First Nation, Wesley First Nation or any of the wholly owned business entities or corporations of these entities or any individual or company that is an employee, advisor, consultant or business affiliate of any of these entities have a financial interest in your organization such as being an employee, consultant, shareholder, investor, lender or any other financial interest?</p>	<p>Yes/No/Potentially</p>
<p>Is there anything else that we should know?</p>	<p>Yes/No/Potentially</p>

If you answered “yes” or “potentially” to any of the questions above, please set out the details of the situation in below.

Please provide details below (name, role and information received) of any meetings or representations made to your organization in relation to the Horseshoe Lands by an entity or association other than SNDL.

A large, empty rectangular box with a thin black border, intended for the user to provide details of meetings or representations as requested in the text above.

Section E Site Plan of Horseshoe Lands Property



APPENDIX A – Intent to Respond

From:

To: Stoney Nakoda Developments Ltd.
Box 40
Morley, AB T0L 1N0
Attention: Ms. Heather Carnahan

RE: Request for Expression of Interest

We confirm receipt of the above Request for Expression of Interest (REOI) and confirm our intent to participate.

All Communications in respect to the REOI will be directed to:

Ms. Heather Carnahan
Stoney Nakoda Developments Ltd.
Phone: 403-650-6622
E-mail: horseshoe@stoney-nation.com

We acknowledge that only those that confirm intent to participate will be invited to a non-mandatory web conference call and receive Addendums and other pertinent information regarding this REOI.

Signature: _____ **Date:** _____

Title: _____