



METROPOLITAN
TRANSPORTATION
COMMISSION

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August 1, 2012

**REQUEST FOR QUALIFICATIONS
REGIONAL EXPRESS LANE NETWORK ELECTRONIC TOLL SERVICES
SYSTEM MANAGER**

To: Interested Parties

The Metropolitan Transportation Commission (MTC) invites your firm to submit a Statement of Qualifications (SOQ) to act as the system manager for the Regional Express Lane Network electronic toll system. The firm selected for this role will assist MTC with development of the toll system requirements and provide strategic advice regarding procurement of a system integrator for the Regional Express Lane Network which MTC is eligible to implement and operate. The firm will subsequently assist MTC with procurement and oversight of the integrator during the development, implementation and, potentially, the operation of the electronic toll system. In support of these assignments, the firm will perform project management and consulting, oversight, and operational and financial technical advisory services to MTC. MTC or BATA may use the selected firm to provide project management and technical assistance services for other toll collection activities.

This letter, together with its enclosures, comprises the Request for Qualifications (RFQ) for this project. Statements of Qualifications should be submitted in accordance with the instructions set forth in this RFQ.

Statement of Qualifications Due Date

Interested firms must submit an original, eight (8) hard copies of their Statement of Qualifications (SOQs) no later than 4 p.m., Thursday, August 30, 2012, as specified below. **SOQs received after that time and date will not be considered.** One (1) electronic copy must also be submitted to the Project Manager. Submission of the electronic copy will not satisfy the SOQ submission deadline. SOQs submitted before the deadline shall be considered firm offers to provide the services described in this RFQ for a period of one hundred twenty (120) days from the date of submittal.

MTC Point of Contact

Statements of Qualifications and all inquiries relating to this Request for Qualifications shall be submitted to Lisa Klein, who is the Project Manager, at the address shown below. For telephone inquiries call (510) 817-5832. Email inquiries may be addressed to: lklein@mtc.ca.gov.

Lisa Klein, Express Lane Network Principal
Metropolitan Transportation Commission
Joseph P. Bort MetroCenter
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Executive Director

Ann Flemer
Deputy Executive Director, Policy

Andrew B. Fremier
Deputy Executive Director, Operations

Background

In October of 2011, the California Transportation Commission (CTC) found the Regional Express Lane Network eligible for development and operation by MTC. The “MTC-authorized Network” includes conversion of existing High Occupancy Vehicle (HOV) lanes to express lanes and construction of new express lanes for network of 270 directional miles of express lanes. The firm selected for this project will assist MTC with the development, procurement and implementation of the electronic tolling system for the initial phase(s) of the MTC-authorized Network.

The financial and operational analyses for the CTC application proposed build-out of the MTC-authorized Network over a period of 20 years. Based on that analysis, staff has selected an initial set of HOV conversion segments to advance as the first phase of the MTC-authorized Network. MTC and Caltrans have begun the environmental process for approximately 76 lane miles with the intent that these segments begin operating as express lanes in 2015. These segments include portions of I-680 in Contra Costa County; I-880 in Alameda County; and the westbound approaches to the San Francisco-Oakland Bay Bridge, San Mateo-Hayward Bridge, and Dumbarton Bridge. This work is being undertaken through a single project approval document and a single environmental document in anticipation of opening at roughly the same time. However, if initial studies show it is possible to approve some segments sooner than others, MTC and Caltrans will consider splitting the segments to allow some segments to move forward ahead of the others.

Concurrently and in coordination with MTC’s efforts, the Solano Transportation Authority (STA) is undertaking environmental studies for an express lane on I-80 in Solano County. The intent is to begin operations on portions of this facility in 2016 or 2017. This project is part of the MTC-authorized Network.

At the same time MTC is developing the MTC-authorized Network, the Alameda and Santa Clara county congestion management agencies and Sunol Smart Carpool Lane Joint Powers Authority are pursuing express lanes they are authorized under separate statute to develop and implement. These entities currently operate two express lanes on southbound I-680 in Alameda County and on the I-880/State Route 237 direct connector in Santa Clara County. (See map in Figure 1.) Work is underway by these agencies to open additional express lanes in the 2015 to 2020 timeframe: Route 237 extension, I-580, State Route 85, US 101 and I-680 northbound over the Sunol Grade. While each entity is presently planning to develop the systems for their authorized lanes, all partners are committed to operating a system of express lanes that is as seamless as possible from the point of view of the traveler, regardless of boundaries between operating entities. It is possible that the system development and operations of one or more of these corridors may be integrated in the future with the MTC-authorized Network through agreements among MTC and one or more other entities.

While it is assumed that all express lanes will rely on the FasTrak® system, or its successor technologies, the degree to which MTC’s express lane toll system will build upon the assets of the BATA toll system, including the ATCAS II toll processing system, has not been determined and will be outlined in the Express Lane concept of operations and/or system requirements.

Scope of Work, Budget and Method of Payment

The firm selected as a result of this RFQ will be expected to work under the direction of staff from MTC or BATA as outlined in *Appendix A, Preliminary Scope of Work*. All work will be assigned pursuant to MTC-initiated task orders, which will include a specific scope of work based on the tasks identified in *Appendix A, Preliminary Scope of Work*. Payment for work performed under task orders may be deliverables-based or time and materials, as determined by the MTC Project Manager. A sample task

order form is attached hereto as part of Attachment A-2, Task Order Form, of *Appendix C, MTC Standard Consultant Agreement*.

The initial contract will be for a five-year period, covering FYs 2012-13 through FY 2016-2017, with the option to extend in one –year increments for up to a total of three additional years, subject to the parties’ agreement on renewal terms. This duration is intended to allow the selected firm to perform tasks on the schedule presently estimated as follows:

- | | |
|-------------------------|--|
| Fall 2012 – early 2014: | Provide strategic advice; develop system requirements and support procurement of system integrator, as appropriate |
| Early 2014 – late 2016: | Oversee detailed system design, installation, testing for Phase 1, and initial operations |

From late 2016 to mid-2020 the firm may be asked to assist MTC with optional tasks, including oversight of ongoing operations. Within the period of this contract, the firm also may be asked to assist MTC with initial tasks as required for the tolling system for the second phase of the Network.

The amount the agency has budgeted for work up through procurement of the system integrator is up to \$700,000. Additional funding of up to approximately \$2,500,000 may be added to the project during the project term, subject to availability of funding and project needs.

MTC may add federal funding to the resulting contract. In that event, the federal requirements in Section VI.H and Appendices C, D-1 and D-2 of the SOQ shall apply.

Notice of Addenda and Requests for Clarification/Exceptions

Any addenda to this RFQ that may be issued by MTC will be posted at <http://www.procurements.mtc.ca.gov>.

Please note that it is each proposer’s responsibility to check for addenda to this RFQ and comply with new or revised requirements that may be stated therein.

Requests for clarification or exception to RFQ provisions, including to any MTC standard contract provisions, must be received no later than 4:00 p.m., August 14, 2012 to guarantee consideration.

Minimum Qualifications

To be eligible for SOQ evaluation, firms must meet the Minimum Qualifications (MQs) described in Section II of this RFQ.

Organizational Conflict of Interest

See Sections IV.J and VI.G of this RFQ for a discussion of organizational conflict of interest. The following contractors are **not** eligible to submit SOQs: (1) any firm that develops or sells software for tolling systems; or (2) any firm that operates the Bay Area FasTrak® Customer Service Center.

Contents of SOQ

Each SOQ should include the information set forth in Section IV, Form of Statement of Qualifications, of this RFQ.

Evaluation

SOQs meeting the MQs and not demonstrating impermissible organizational conflicts of interest will be evaluated based on the evaluation factors set forth in *Section V.B.*

MTC reserves the right to accept or reject any and all SOQs submitted, to waive minor irregularities in an SOQ, and to request additional information from the submitters. Any awards made will be to a firm whose qualifications are best suited to the program and most advantageous to MTC, based on the evaluation factors in *Section V.* MTC reserves the right to award a contract at the time the recommendation is approved.

Selection Timetable

(Note that MTC may change the selection timetable if necessary)

10 a.m. August 10, 2012	Proposers' Conference in the 3 rd Floor Fishbowl Conference Room of the MTC Offices, 101 8 th Street, Oakland, CA.
4 p.m. (PST) August 14, 2012	Closing date and time for requests for clarifications/exceptions
No later than one (1) week prior to the date SOQs are due	Closing date for objections to RFQ provisions
4 p.m. (PST), Thursday, August 30, 2012	Closing date and time for receipt of Statements of Qualifications at MTC offices
September 18- 24, 2012 (approx.)	Interviews (if needed)
October 10, 2012	MTC Administration Committee Approval
November 1, 2012 (approximate)	Execution of Contract

General Conditions

MTC will not reimburse any firm for costs related to preparing and submitting an SOQ.

Materials submitted by respondents and evaluated by MTC are subject to public inspection under the California Public Records Act (Government Code § 6250 *et seq.*) after the MTC Executive Director selects a firm for award.

MTC reserves the right to cancel this RFQ, accept or reject any and all submittals, negotiate with any or all firms submitting SOQs, waive minor irregularities in SOQs, and request any additional information from firms submitting SOQs. Any award made will be to the firm whose SOQ is the most advantageous to MTC, based on the evaluation criteria listed above.

A copy of MTC's contract provisions is enclosed for your reference as *Appendix C.* If a firm wishes to propose a change to any standard MTC contract provision, the provision and the proposed alternative language must be submitted by the deadline specified above for requests for exception. If no such change is requested, the firm will be deemed to accept MTC's standard contract provisions based on its submission of an SOQ.

The selected will be required to maintain insurance coverage, during the term of the contract, at the levels described in *Appendix D*. By submitting an SOQ, a firm agrees to provide the required certificates of insurance providing verification of the minimum insurance requirements listed in *Appendix D*, Insurance Requirements within ten (10) days of MTC's notice to a firm that it is prepared to enter into a contract with the firm. Requests to change MTC's insurance requirements must be brought to MTC's attention no later than the date for requesting exceptions to RFQ provisions. If such objections are not brought to MTC's attention by that deadline, compliance with the insurance requirements will be assumed.

Any contract resulting from this RFQ may be funded in part with federal funds. Federally-required contract provisions are included in *Appendix C*, MTC's Standard Professional Services Agreement, Attachment H, Federally Funded Clauses and *Appendix D-1* and *D-2*.

Authority to Commit MTC

Based on an evaluation conducted by the selection panel, the Executive Director will recommend a Consultant or consultant team to the MTC Administration Committee, which will commit to the expenditure of funds in connection with this RFQ. Thank you for your participation.

We appreciate your interest in this RFQ and look forward to receiving your SOQ.

Sincerely,



Andrew B. Fremier
Deputy Executive Director, Operations

AF: LK

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REQUEST FOR QUALIFICATIONS

to the

METROPOLITAN TRANSPORTATION COMMISSION

REGIONAL EXPRESS LANE NETWORK
ELECTRONIC TOLL SERVICES
SYSTEM MANAGER

August 1, 2012

Joseph P. Bort MetroCenter
101 Eighth Street
Oakland, CA 94607-4700

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I. PURPOSE & PROJECT DESCRIPTION

Background

In October of 2011, the California Transportation Commission (CTC) found the Regional Express Lane Network eligible for development and operation by MTC. The “MTC-authorized Network” includes conversion of existing High Occupancy Vehicle (HOV) lanes to express lanes and construction of new express lanes for network of 270 directional miles of express lanes as shown in Figure 1.

The financial and operational analyses for the CTC application proposed build-out of the MTC-authorized Network over a period of 20 years. Based on that analysis, staff has selected an initial set of HOV conversion segments to advance as the first phase of the MTC-authorized Network.

Phase 1 of the MTC-authorized Network includes those segments that are expected to open in 2015 or very soon thereafter.

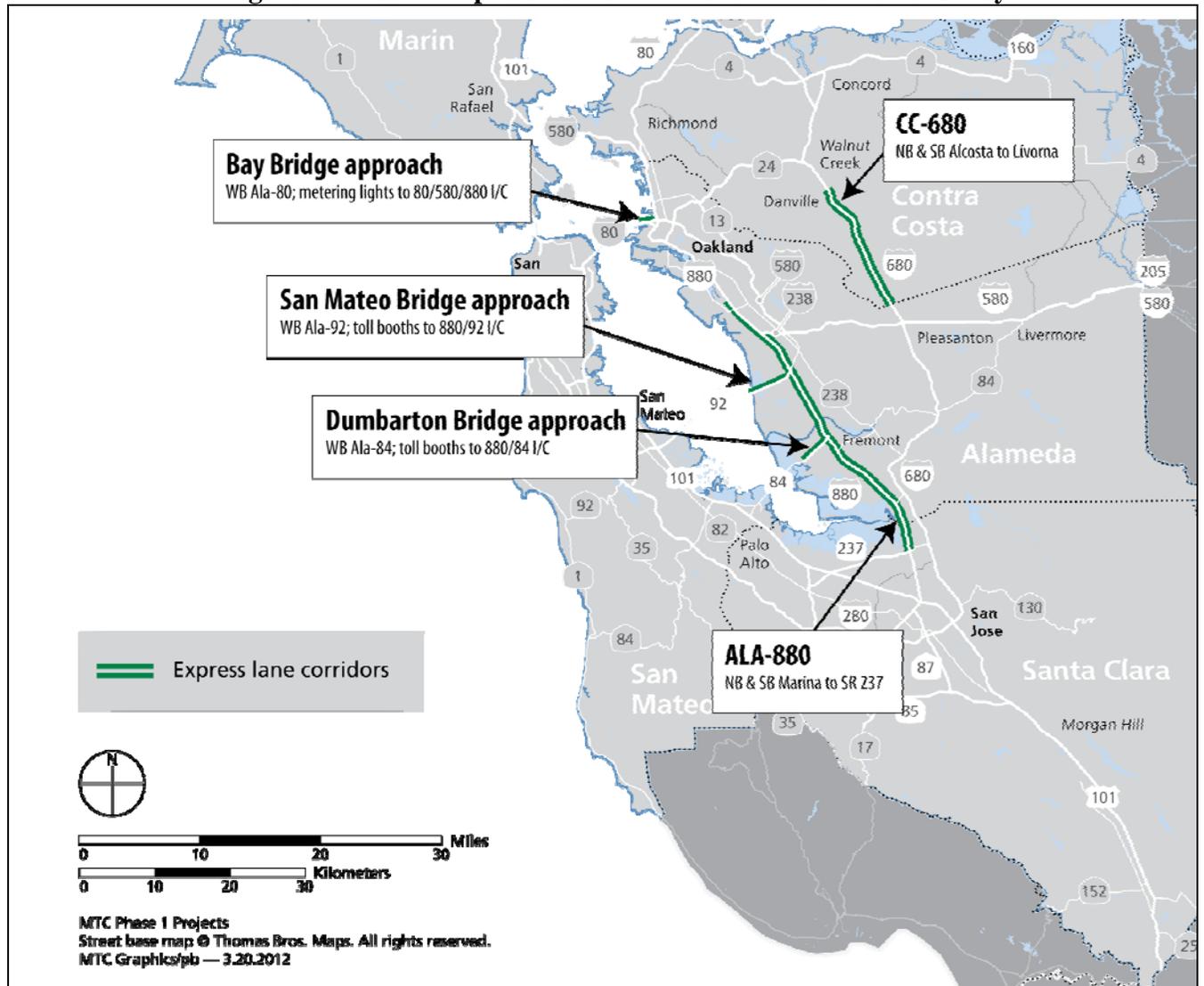
MTC and Caltrans have begun the environmental process for approximately 76 lane miles, with the intent that these segments begin operating as express lanes in 2015. This work is being undertaken as a single project approval and environmental document in anticipation of opening at roughly the same time. However, if initial studies show it is possible to approve some segments sooner than others, MTC and Caltrans will consider splitting the segments to allow some segments to move forward ahead of the others. These segments include (See map in Figure 2):

- I-680 in Contra Costa County northbound between Alcosta Boulevard and Livorna Road and southbound between Rudgear Road and Alcosta Boulevard
- I-880 in Alameda and Santa Clara counties northbound between SR-237 and Lewelling Boulevard and southbound between Hegenberger Road and SR-237
- Westbound approach to the San Francisco-Oakland Bay Bridge on the I-80 flyover to the toll plaza and including the I-880 and I-580 approaches
- Westbound approach to the Dumbarton Bridge on State Route 84 from I-880 to the toll plaza
- Westbound approach to the San Mateo-Hayward Bridge on State Route 92 from I-880 to the toll plaza

Concurrently and in coordination with MTC’s efforts, the Solano Transportation Authority (STA) is undertaking environmental studies for an express lane on I-80 between Red Top Road and I-505 in Solano County. This project, which is part of the MTC-authorized Network, includes conversion of the existing HOV lane between Red Top Road and Air Base Parkway and construction of a new lane east of Air Base Parkway to I-505. The conversion portion is expected to open at approximately the same time as the segments included in MTC’s environmental document.

At the same time MTC is developing the MTC-authorized Network, the Alameda and Santa Clara county congestion management agencies and Sunol Smart Carpool Lane Joint Powers Authority are pursuing express lanes they are authorized under separate statute to develop and implement. These entities currently operate two express lanes on southbound I-680 in Alameda County and on the I-880/State Route 237 direct connector in Santa Clara County. (See map in Figure 1.) Work is underway by these agencies to open additional express lanes in the 2015 to 2020 timeframe: Route 237 extension, I-580, State Route 85, US 101 and I-680 northbound over the Sunol Grade. While each entity is presently planning to develop the systems for their authorized lanes, all partners are committed to operating a system of express lanes that is as seamless as possible from the point of view of the traveler, regardless of boundaries between operating entities. It is possible that the system development and operations of one or more of these corridors may be integrated in the future with the MTC-authorized

Figure 2: Phase 1 Express Lanes in MTC's Environmental Study



MTC is developing a Concept of Operations, in conjunction with the environmental process for Phase 1. The Concept of Operations will address the entire MTC-authorized Network and include more detail on the MTC Phase 1 segments, and possibly on the I-80 segment in Solano County if it appears that a portion of the project will open in the same time frame as the other MTC Phase 1 segments. MTC's 2011 application to the California Transportation Commission summarizes the range of design and operations options under consideration. (See link below.) Specific toll system and operations approaches will be developed further in the Concept of Operations which is anticipated to be completed in October 2012, and the system requirements, which will be developed as part of the contract associated with this RFQ.

While it is assumed that all express lanes will rely on the FasTrak® system, or its successor technologies, the degree to which MTC's express lane toll system will build upon the assets of the BATA toll system, including the ATCAS II toll processing system, has not been determined and will be outlined in the Express Lane concept of operations and/or system requirements.

For additional background, please refer to <http://procurements.mtc.ca.gov/Solicitations/solicitation-list.html>, which includes supporting documentation such as:

1. *MTC's application to the California Transportation Commission: Bay Area Express Lanes Public Partnership Application for High Occupancy Toll Lanes*. Submitted to the California Transportation Commission by the Metropolitan Transportation Commission. September 28, 2011. (See Attachment 6: Operational Plan)
2. *Project Study Report to Support the Bay Area Express Lane Backbone Network*. September 2, 2011
3. *Final Draft Switchable Toll Tag Feasibility Study*. Bay Area Toll Authority. June 2010
4. *RFP for New Advanced Toll Collection and Accounting System (ATCAS II) for the Seven State-owned Toll Bridges in the San Francisco Bay Area*. Bay Area Toll Authority. January 16, 2009
5. *Eastbound I-580 Express Lanes Electronic Toll System Request for Proposals*. November 2009
6. *Southbound I-680 Express Lanes Electronic Toll System Request for Proposals*. July 16, 2008

Purpose and Project Description

The Express Lane Network Toll Service System Manager (“Consultant”) will assist MTC with oversight of the development, implementation and, potentially, of the initial operations of the toll system for the MTC-authorized Network. The firm selected for this project will provide strategic advice on how to structure the system development process and how to procure system integrator services that build on existing toll system infrastructure over the multi-phase build-out of the network. System requirements and design for Phase 1, those projects on the MTC Network that are expected to open in 2015 or soon thereafter, will need to anticipate the eventual build out to support the entire MTC-authorized Network, as well as the potential transition of any separate express lane systems that may be integrated with the MTC-authorized Network.

Over the term of any contract resulting from this RFQ, the Consultant will be expected to manage implementation of the toll system for the MTC Phase 1 and may manage operations as well as some portions of implementation for subsequent phases of the Network. This is expected to entail assisting MTC with development of the toll system requirements and systems engineering management plan, based on the completed Concept of Operations, followed by procurement of a system integrator, if appropriate. Subsequently, the Consultant will assist MTC with oversight of the system integrator during the development and implementation of the electronic toll system for Phase 1. During the contract term, the firm may also be asked to assist MTC with early steps to develop, procure and design the system for subsequent phases. In support of these assignments, the firm will perform project management and consulting, oversight, and system technical advisory services to MTC.

In addition to managing the vendor eventually selected as the systems integrator, the Consultant will need to coordinate with several transportation agencies and their contractors. This list includes, but is not limited to the following:

Agency	Responsibility	Contractor
MTC	Express lane operator (MTC-Authorized Network)	Express Lane Network Program Management (Parsons Brinkerhoff through June 2013) Phase 1 PA/ED (HDR, Inc.) System integrator (TBD) 511 system operator (SAIC)
BATA	Toll collection on state-owned bridges. FasTrak® operator	BATA toll system, ATCAS II (Transcore) FasTrak® Customer Service Center (ACS through FY 2014, TBD thereafter)
Caltrans	State highway system owner/operator Regional traffic management center operator	
California Highway Patrol	Express lane enforcement	
Sunol Smart Carpool Lane Joint Powers Authority	I-680 SB express lane operator	System integrator (ETC)
Valley Transportation Authority	237 express lane operator	System integrator (Transcore)
Alameda County Transportation Commission	I-580 express lane operator	System integrator (ETC for eastbound; TBD for westbound)

Note: No determination has been made regarding which agency or agencies would be responsible for detailed design, advertisement, award and construction oversight for the civil components; this role could be performed by Caltrans, MTC or a county congestion management agency.

II. MINIMUM QUALIFICATIONS AND OTHER PROPOSER QUALIFICATIONS

A. Minimum Qualifications

To be eligible for Statement of Qualifications (SOQ) evaluation, proposers must meet the following minimum qualifications (MQs):

1. Task leads proposed for the project must have at least five (5) years of experience in management of toll system procurement and implementation for express lanes involving the tasks similar to those outlined in *Appendix A, Preliminary Scope of Work*.
2. Designated Project Manager in charge must have at least ten (10) years relevant experience.

B. Other Qualification

In addition to the qualifications reflected by the MQs listed above, MTC seeks a firm with the following qualifications, which will be evaluated in accordance with the evaluation criteria in Section V.

1. Project management experience:

- Development of system requirements and requests for proposal or other procurement documents for express lane toll system integrators;
- Evaluation of vendors and vendor selection for public sector clients;
- Project management consulting with government, transportation, and tolling entities;
- Development of project work plans and timelines, and coordination with multiple departments on business, financial transactions and reporting, IT, and operations requirements;
- Project tracking, project status reports and change control;
- Oversight for installation and operation of electronic toll collection equipment on express lanes; and
- Setting up test plans, test criteria, monitoring tests, and drawing conclusions.

2. IT architecture, software design/development and implementation oversight experience:

- Design, development, testing, and implementation of electronic toll collection systems, including the internal controls and financial systems for express lanes;
- IT solutions for integration with traveler information systems and traffic management center operations; and
- IT solutions, including current software best practices and standards, and systems architecture.

3. Express lane system design and procurement experience:

- Providing services for the evaluation of business, financial, and operational requirements;
- Violation enforcement rules and technologies; Network and communication technologies;
- Traffic data collection;
- Express lane pricing algorithm design and evaluation; and

- ❑ Disaster recovery planning and documentation.

III. SCOPE OF WORK, BUDGET AND METHOD OF PAYMENT

The scope of work for the project is set forth in *Appendix A, Preliminary Scope or Work*.

All work will be assigned pursuant to MTC-initiated task orders, which will include a specific scope of work based on the tasks identified in *Appendix A, Preliminary Scope of Work*. Payment for work performed under task orders may be deliverables-based or time and materials, as determined by the MTC Project Manager. A sample task order form is attached hereto as Attachment A-2, Task Order Process to *Appendix C, MTC Standard Consultant Agreement*.

The initial contract will be for an approximate five-year period, covering FYs 2012-13 through FY 2016-2017, with the option to extend in one year increments for up to a total of three additional years, subject to the parties' agreement on renewal terms. This duration is intended to allow the selected firm to perform tasks on the schedule presently estimated as follows:

Fall 2012 – early 2014:	Provide strategic advice; develop system requirements and support procurement of system integrator, as appropriate
Early 2014 – late 2016:	Oversee detailed system design, installation, testing for Phase 1, and initial operations

From late 2016 to mid-2020 the firm may be asked to assist MTC with optional tasks, including oversight of ongoing operations. Within the period of this contract, the firm also may be asked to assist MTC with initial tasks as required for the tolling system for the second phase of the Network.

The amount the agency has budgeted for work up through procurement of the system integrator is up to \$700,000. Additional funding of up to approximately \$2,500,000 may be added to the project during the project term, subject to availability of funding and project needs.

MTC may add federal funding to the resulting contract. In that event, the federal requirements in Section VI.H and Appendices C, D-1 and D-2 of the SOQ shall apply.

IV. FORM OF STATEMENT OF QUALIFICATIONS

Sections that should be included in each SOQ are described below. Page limits, where specified, are for each side of print. Proposers are encouraged to print double-sided copies to save paper.

A. Transmittal Letter

A transmittal letter signed by a partner or official of the firm authorized to solicit business and enter into contracts for the firm indicating your firm's interest in providing the services required by this RFQ. The transmittal letter should include the name and telephone number of a principal contact person, if different from the authorizing official. The letter should also indicate whether there are any conflicts of interest that would limit the proposer's ability to provide the requested services, which should be fully addressed as described in Section IV.J below. The letter should indicate that the SOQs are firm offers to enter into a contract to perform work related to this RFQ for a period of one hundred twenty (120) days from SOQ submission.

B. Title Page

Title page showing the RFQ subject, the name of the proposer's firm, address, telephone number, fax, name of contact person and email, and the date.

C. Qualifications and Experience

A detailed statement of the firm's qualifications relative to the MQs stated above and the areas outlined in *Appendix A*, including resumes of the staff likely to work on the resulting contract and the designation of the Project Managers, referred to in the MQs, as well as the lead staff person for each task described in the *Appendix A, Preliminary Scope of Work*.

D. References

References attesting to your firm's previous experience in performing work substantially similar or related to the services requested. Please provide the names of current clients, along with the names and telephone numbers of client contact person(s) for each reference.

E. Similar Projects

A summary (no longer than one page each) of at least three (3) projects completed within five (5) years prior to the date of this RFQ similar in subject matter and scope to tasks in *Appendix A, Preliminary Scope of Work*. The summary must include the name of the client agency, the firm's role and responsibilities, key staff and their roles and responsibilities, the firm's contract term and amount, and a contact person (with telephone number and e-mail) who may be contacted as a reference.

G. Work Sample

A copy of one report or final work product prepared by key members of the consultant team in which scope and details are comparable to this project. Where key members of the consultant team have not worked together on the same project, separate reports or final work products shall be submitted. Identify which key members worked on each report or final work product and in what capacity, and provide client contact information.

The work sample will be considered in evaluating firm and staff expertise and experience, and written presentation effectiveness (see Section V). To save paper, MTC requests (but does not require) that where this Part G: Work Sample exceeds 50 pages, it be submitted separately from the SOQ in .pdf format on a CD or DVD; provide 1 electronic copy in lieu of 8 printed copies.

H. MTC and Bay Area Express Lane Contracts

A list of any contracts with MTC (or Bay Area Toll Authority (BATA) or the MTC Service Authority for Freeways and Expressways (SAFE)) by the Consultant or any of its subconsultants in the past three (3) years.

Additionally, a list of any contracts for services related to express lane toll systems with any of the following Bay Area express lane operators: Alameda County Transportation Commission, Sunol Smart Carpool Lane Joint Powers Authority or the Valley Transportation Authority

For each contract listed, include a brief description of the scope of work, the contract amount, date of execution and the agency project manager.

I. Price Proposal

Provide your firm's hourly rates, including a description of all charges that would be passed on to MTC. For hourly rates, indicate when rates are due to change and approximately how much they can be expected to change each year.

J. Conflict of Interest

Describe in detail any current and/or future potential organizational conflicts of interest as they relate to the tasks listed in *Appendix A, Preliminary Scope of Work*, and propose mitigations for the potential conflicts. Please include in this discussion any potential conflicts arising from contracts with other Bay Area express lane operators identified in Section IV.H above.

The following contractors are **not** eligible to submit SOQs: (1) any firm that develops or sells software for tolling systems; or (2) any firm that operates the Bay Area FasTrak® Customer Service Center.

See Section VI.G for additional information concerning organization conflicts of interest.

By submitting a SOQ, the Proposer represents and warrants that no commissioner, officer or employee of MTC is in any manner interested directly or indirectly in the Proposal or in the contract that may be made under it or in any profits expected to arise therefrom, as set forth in California Government Code Section 1090. The Proposer further warrants and represents that it presently has no interest and agrees that it will not acquire any interest that would present a conflict of interest under California Government Code Sections 1090 *et seq.* or 87100 *et seq.* during the performance of services under any contract resulting from this RFP and that it will not knowingly employ any person having such an interest. Violation of this provision may result in the contract being deemed void and unenforceable.

K. Forms and Certificates

1. A signed California Levine Act statement (*Appendix B*)
2. A signed Insurance Provisions document (*Appendix D*).
3. Federal Requirements: If federal funds are added to this project, the federally-required provisions included in *Appendix C, Attachment H - Department of Transportation Requirements, D-1 and D-2*, will apply. Proposers are required to submit completed federal-required certifications related to lobbying and debarment (*Appendices D-1, D-2*).
4. A signed Iran Contracting Act statement (*Appendix E*).

V. EVALUATION

A. Review for Satisfaction of Minimum Qualifications and Responsiveness

The MTC Project Manager, in consultation with the MTC Office of General Counsel, will conduct an initial review of the SOQs for responsiveness to ensure that each SOQ meets the minimum qualifications set out in Section II, Minimum Qualifications (MQs). Proposers failing to meet the MQs will be considered non-responsive. Also, any SOQ that does not include enough information to permit the evaluators to rate the SOQ in any one of the evaluation factors listed below will be considered non-responsive and will not be evaluated. An SOQ that fails to include one or more items requested in Section IV, Form of Statement of Qualifications, may be considered responsive, if evaluation in every criterion is possible.

MTC reserves the right to request additional information from responsive proposers prior to evaluation.

B. Evaluation

Responsive SOQs meeting the MQs will then be evaluated by a panel of staff representatives from MTC and other public agencies based on the following evaluation factors, listed in order of relative importance.

1. Experience and qualifications of the firm and of proposed staff in relation to the expertise sought by MTC, as listed in Section II under “Other Qualifications”, and the tasks described in *Appendix A, Preliminary Scope of Work*; this may include information gathered through references.
2. Written and oral communication, as evidenced in the submitted SOQ and interviews, if held; and
3. Hourly rates and expenses passed through to MTC.

Following the evaluation, the panel may elect to recommend award to a firm or may develop a “short list” of firms with a reasonable likelihood of being awarded a contract for interviews. MTC reserves the right to review and evaluate the references of short-listed firms only.

During this phase of the selection, any potential conflicts of interest (see Section VI.G) will be considered. MTC may request additional information from any Proposer that appears to have an organizational conflict of interest, including a plan to mitigate any such conflicts. MTC reserves the right not to award a contract to a Proposer that appears with a conflict of interest, actual or apparent, that cannot be adequately mitigated, in MTC’s opinion.

MTC reserves the right not to convene interviews, but to make an award on the basis of written SOQs, alone. Further, MTC reserves the right to accept or reject any and all submitted SOQs, to waive minor irregularities, and to request additional information from the firms at any stage of the evaluation.

C. Recommendation for Award

The panel will recommend a Contractor to the MTC Executive Director, based on its evaluation of the written proposals and interviews (if held). The Executive Director will review the recommendation and, if he agrees, forward the recommendation to the Administration Committee for approval.

VI. GENERAL CONDITIONS

A. Limitations

This RFQ does not commit MTC to award a contract or to pay any costs incurred in the preparation of a SOQ in response to this RFQ. MTC will not reimburse any firm for costs related to preparing and submitting an SOQ.

B. Award

Any award made will be to the Contractor whose proposal is most advantageous to MTC based on the evaluation criteria outlined above.

C. Binding Offer

A signed SOQ submitted to MTC in response to this RFQ shall constitute a binding offer from proposing firms to contract with MTC according to the terms of the proposal for a period of one hundred twenty (120) days after its date of submission, which shall be the date SOQs are due to MTC.

D. Contract Arrangements

A copy of MTC's Standard Consultant Agreement is enclosed for your reference as *Appendix C*. If a firm wishes to propose a change to any standard MTC contract provision, the provision and the proposed alternative language must be submitted by the deadline specified above for requests for exception. If no such change is requested, the firm will be deemed to accept MTC's standard contract provisions based on its submission of an SOQ.

The selected firm will be required to maintain insurance coverage, during the term of the contract, at the levels described in *Appendix D, Insurance Requirements*. By submitting an SOQ, a firm agrees to provide the required certificates of insurance providing verification of the minimum insurance requirements listed in *Appendix D, Insurance Requirements* within ten (10) days of MTC's notice to a firm that it is prepared to enter into a contract with the firm. Requests to change MTC's insurance requirements must be brought to MTC's attention no later than the date for requesting exceptions to RFQ provisions. If such objections are not brought to MTC's attention by that deadline, compliance with the insurance requirements will be assumed.

E. Selection Disputes

A firm/team may object to a provision of the RFQ on the grounds that it is arbitrary, biased, or unduly restrictive, or to the selection of a particular Consultant on the grounds that MTC procedures, the provisions of the RFQ or applicable provisions of federal, state or local law have been violated or inaccurately or inappropriately applied by submitting to the Project Manager a written explanation of the basis for the protest:

1. No later than one (1) week prior to the date SOQs are due, for objections to RFQ provisions; or
2. No later than three (3) working days after the date the firm/team is notified that it did not meet the minimum qualifications or was found to be non-responsive; or
3. No later than three (3) working days after the date on which the contract is authorized by the MTC Executive Director or the date the firm is notified that it was not selected, whichever is later, for objections to consultant selection.

Except with regard to initial determinations of non-responsiveness, the evaluation record shall remain confidential until the MTC Administration Committee authorizes award.

Protests of recommended awards must clearly and specifically describe the basis for the protest in sufficient detail for the MTC review officer to recommend a resolution to the Executive Director.

The Executive Director will respond to the protest in writing, based on the recommendation of a staff review officer. Should a proposer wish to appeal the decision of the MTC Executive Director, it may file a written appeal with the appropriate MTC Committee, no later than three (3) working days after receipt of the written response from the MTC Executive Director. The appropriate MTC Committee's decision will be the final agency decision.

Authorization to award a contract to a particular Contractor by the appropriate MTC Committee shall be deemed conditional until the expiration of the protest period or, if a protest is filed, the issuance of a written response to the protest by the MTC Executive Director or, if the decision of the MTC Executive Director is appealed, the issuance of the appropriate MTC Committee's decision.

F. Public Records

This RFQ and any material submitted by a proposer in response to this RFQ are subject to public inspection under the California Public Records Act (Government Code § 6250 *et seq.*), unless exempt by law. Statements of Qualifications will remain confidential until the MTC Executive Director has authorized award. Other than proprietary information or other information exempt from disclosure by law, the content of proposals submitted to MTC will be made available for inspection consistent with its policy regarding Public Records Act requests.

If the Proposer believes any communication contains trade secrets or other proprietary information that the Proposer believes would cause substantial injury to the Proposer's competitive position if disclosed, the Proposer shall require that MTC withhold from disclosure such proprietary materials by marking each page containing propriety information as confidential and shall include the following notice at the front of its proposal:

“The data on the following pages of this proposal, marked along the right margin with a vertical line, contain technical or financial information which are trade secrets and/or which, if disclosed, would cause substantial injury to the proposer's competitive position. The proposer requests that such data be used for review by MTC only, but understands that exemption from disclosure will be limited by MTC's obligations under the California Public Records Act. If a contract is awarded to the proposer submitting this proposal, MTC shall have the right to use or disclose the data, unless otherwise provided by law. [List pages].”

Failure to include this notice with relevant page numbers shall render any “confidential/proprietary” markings inadequate. Individual pages shall accordingly not be treated confidentially. **Any language purporting to render the entire proposal confidential or proprietary will be regarded as ineffective and will be disregarded. In addition, the Proposer may not designate any required Proposal Forms or the cost proposal as confidential.**

In the event properly marked data is requested pursuant to the California Public Records Act, the proposer will be advised of the request. If the Proposal requests that MTC withhold such data from disclosure and MTC complies with the Proposer's request, the Proposer shall assume all responsibility for any challenges resulting from the non-disclosure; indemnify MTC and hold it harmless from and against all damages (including but not limited to attorneys' fees that may be awarded to the party

requesting such Proposer information) and pay any and all costs and expenses relating to the withholding of the Proposer information.

If the Proposer does not request that MTC withhold information marked as confidential and requested under the California Public Records Act, MTC shall have no obligation to withhold the information from disclosure, and the Proposer shall not have a right to make a claim or maintain any legal action against MTC or its commissioners, officers, employees, or agents in connection with such disclosure.

G. Organizational Conflicts Of Interest.

Whenever MTC is awarding a contract that involves the rendering of advice, it will consider whether there exists the potential for bias, because of other activities, relationships or contracts of the Proposer, and if so, whether any potential bias can be mitigated acceptably by MTC and the Proposer. After award, the Consultant shall take all reasonable measures to preclude the existence or development of an organizational conflict of interest in connection with work performed under the resulting agreement. An organizational conflict of interest occurs when, due to other activities, relationships, or contracts, a firm or person is unable, or potentially unable, to render impartial assistance or advice to MTC; a firm or person's objectivity in performing the contract work is or might be impaired; or a firm or person has an unfair competitive advantage in proposing for award of a contract as a result of information gained in performance of this or some other Project.

Proposer shall not engage the services of any subcontractor or independent contractor on any work related to this Agreement if the subcontractor or independent contractor, or any employee of the subcontractor or independent contractor, has an actual or apparent organizational conflict of interest related to work or services contemplated under this Agreement.

H. Disadvantaged Business Enterprise (DBE) Policy

MTC may add federal funding to the contract resulting from this RFQ. In that event, the following requirements apply.

Effective July, 2012, the California Department of Transportation (Caltrans) requires recipients of DOT grant funds through Caltrans to impose the following DBE utilization requirements on its consultants and contractors. Consultant's DBE participation on this Agreement will assist Caltrans in meeting its federally mandated statewide overall DBE goal.

MTC will establish Disadvantaged Business Enterprise (DBE) goals for each task order issued under any contract entered into as a result of this RFQ.

1. TERMS AS USED IN THIS DOCUMENT

- The term "Disadvantaged Business Enterprise" or "DBE" means a for-profit small business concern owned and controlled by a socially and economically disadvantaged person(s) as defined in Title 49, Part 26.5, Code of Federal Regulations (CFR).
- The term "Agreement" also means "Contract."
- Agency also means the local entity entering into this contract with the Contractor or Consultant.
- The term "Small Business" or "SB" is as defined in 49 CFR 26.65.

2. AUTHORITY AND RESPONSIBILITY

- A. DBEs and other small businesses are strongly encouraged to participate in the performance of Agreements financed in whole or in part with federal funds (See 49 CFR 26, “Participation by Disadvantaged Business Enterprises in Department of Transportation Financial Assistance Programs”). The Contractor should ensure that DBEs and other small businesses have the opportunity to participate in the performance of the work that is the subject of this solicitation and should take all necessary and reasonable steps for this assurance. The proposer shall not discriminate on the basis of race, color, national origin, or sex in the award and performance of subcontracts.
- B. Proposers are encouraged to use services offered by financial institutions owned and controlled by DBEs.

3. SUBMISSION OF DBE INFORMATION

If there is a DBE goal on the contract, a “Local Agency Proposer DBE Commitment (Consultant Contract)” (Exhibit 10-O1) form shall be included in the procurement document. In order for a proposer to be considered responsible and responsive, the proposer must make good faith efforts to meet the goal established for the contract. If the goal is not met, the proposer must document adequate good faith efforts. All DBE participation will be counted towards the contract goal, and all DBE participation shall be collected and reported.

A “Local Agency Proposer DBE Information (Consultant Contract)” (Exhibit 10-O2) form shall be included with the procurement document. The purpose of the form is to collect data required under 49 CFR 26. This form collects all DBE participation. Even if no DBE participation will be reported, the successful proposer must execute and return the form.

4. DBE PARTICIPATION GENERAL INFORMATION

It is the proposer’s responsibility to be fully informed regarding the requirements of 49 CFR, Part 26, and the Department’s DBE program developed pursuant to the regulations. Particular attention is directed to the following:

- A. A DBE must be a small business firm defined pursuant to 13 CFR 121 and be certified through the California Unified Certification Program (CUCP).
- B. A certified DBE may participate as a prime contractor, subcontractor, joint venture partner, as a vendor of material or supplies, or as a trucking company.
- C. A DBE proposer not proposing as a joint venture with a non-DBE, will be required to document one or a combination of the following:
 1. The proposer is a DBE and will meet the goal by performing work with its own forces.
 2. The proposer will meet the goal through work performed by DBE subcontractors, suppliers or trucking companies.
 3. The proposer, prior to proposing, made adequate good faith efforts to meet the goal.
- D. A DBE joint venture partner must be responsible for specific contract items of work or clearly defined portions thereof. Responsibility means actually performing, managing, and supervising the work with its own forces. The DBE joint venture partner must share in the capital contribution, control, management, risks and profits of the joint venture commensurate with its ownership interest.
- E. A DBE must perform a commercially useful function pursuant to 49 CFR 26.55, that is, a DBE firm must be responsible for the execution of a distinct element of the work and must carry out its responsibility by actually performing, managing and supervising the work.
- F. The proposer shall list only one subcontractor for each portion of work as defined in their proposal and all DBE subcontractors should be listed in the bid/cost proposal list of subcontractors.
- G. A prime contractor who is a certified DBE is eligible to claim all of the work in the Agreement toward the DBE participation except that portion of the work to be performed by non-DBE subcontractors.

5. RESOURCES

- A. The CUCP database includes the certified DBEs from all certifying agencies participating in the CUCP. If you believe a firm is certified that cannot be located on the database, please contact the Caltrans Office of Certification toll free number 1-866-810-6346 for assistance.
- B. Access the CUCP database from the Department of Transportation, Civil Rights, Business Enterprise Program web site at: <http://www.dot.ca.gov/hq/bep/>.
- Click on the link in the left menu titled *Disadvantaged Business Enterprise*
 - Click on *Search for a DBE Firm* link
 - Click on *Access to the DBE Query Form* located on the first line in the center of the page
 - Searches can be performed by one or more criteria
 - Follow instructions on the screen
- C. How to Obtain a List of Certified DBEs without Internet Access:
DBE Directory - If you do not have Internet access, Caltrans also publishes a directory of certified DBE firms extracted from the online database. A copy of the directory of certified DBEs may be ordered from the Caltrans Publications Unit at (916) 263-0822, 1900 Royal Oaks Drive, Sacramento, CA 95815-3800.

6. MATERIALS OR SUPPLIES PURCHASED FROM DBES COUNT TOWARDS THE DBE GOAL UNDER THE FOLLOWING CONDITIONS:

- A. If the materials or supplies are obtained from a DBE manufacturer, count 100 percent of the cost of the materials or supplies. A DBE manufacturer is a firm that operates or maintains a factory, or establishment that produces on the premises the materials, supplies, articles, or equipment required under the Agreement and of the general character described by the specifications.
- B. If the materials or supplies purchased from a DBE regular dealer, count 60 percent of the cost of the materials or supplies. A DBE regular dealer is a firm that owns, operates or maintains a store, warehouse, or other establishment in which the materials, supplies, articles or equipment of the general character described by the specifications and required under the Agreement are bought, kept in stock, and regularly sold or leased to the public in the usual course of business. To be a DBE regular dealer, the firm must be an established, regular business that engages, as its principal business and under its own name, in the purchase and sale or lease of the products in question. A person may be a DBE regular dealer in such bulk items as petroleum products, steel, cement, gravel, stone or asphalt without owning, operating or maintaining a place of business provided in this section.

- C. If the person both owns and operates distribution equipment for the products, any supplementing of regular dealers' own distribution equipment shall be, by a long-term lease agreement and not an ad hoc or Agreement-by-Agreement basis. Packagers, brokers, manufacturers' representatives, or other persons who arrange or expedite transactions are not DBE regular dealers within the meaning of this section.
- D. Materials or supplies purchased from a DBE, which is neither a manufacturer nor a regular dealer, will be limited to the entire amount of fees or commissions charged for assistance in the procurement of the materials and supplies, or fees or transportation charges for the delivery of materials or supplies required on the job site, provided the fees are reasonable and not excessive as compared with fees charged for similar services.

I. Iran Contracting Act of 2010

AB 1650, Iran Contracting Act of 2010, which adds Sections 2200 et seq. to the California Public Contract Code, requires Proposers for contracts equal to or in excess of one million dollars (\$1,000,000) to certify, at the time of proposal submission that proposer is not identified on a list created pursuant to subdivision (b) of Section 2203 as a person engaging in investment activities in Iran described in subdivision (a) of Section 2202.5, or as a person described in subdivision (b) of Section 2202.5, as applicable.

APPENDIX A, PRELIMINARY SCOPE OF WORK

The Scope of Work for the project includes researching and writing the technical specification and the procurement document to select a vendor to design, develop, test, implement and operate the electronic toll system for the MTC-authorized Network, assist with evaluation of the proposals received and provide project management and technical assistance services through project implementation and into the first several years of operation. Initial work will focus on the system for the first phase of the MTC-authorized Network, and it is anticipated that work on the second phase may be initiated under this contract.

All work to be provided under this RFQ will be initiated by task orders.

Task 1: Provide Strategic Advice

This task shall include, but not be limited to:

- Providing strategic advice on how to structure the system development process;
- Assessing approaches to obtain system integrator services in order to integrate with and build upon the Advanced Toll Collection and Accounting System (ATCAS II), and to provide services over the multi-phase build-out of the network;
- Assessing and recommending strategies to respond to evolution in toll technologies and technology requirements such as California Title 21 and national interoperability requirements;
- Identify key areas for coordination with the existing Bay Area express lane toll systems; and
- Developing transition plans for any independent express lane systems that may be integrated with the MTC-authorized Network, subject to agreements to be reached between MTC and the owner/operator of the independent system.

Task 2: Analyze System Requirements, and Develop Technical Specifications and Procurement for the System Integrator for the Express Lane Network Electronic Toll System for MTC Phase 1

This task shall include, but not be limited to:

- Analyzing and reviewing the operational requirements, financial and internal control requirements, and system architecture for the electronic toll collection system. The system will consist of in-lane and roadside equipment, communications, software and back office equipment to perform toll rate setting, toll collection, traffic monitoring, enforcement, financial transactions and reporting;
- Preparing the technical specifications and procurement documents, as appropriate based on the outcome of Task 1, to issue a competitive bid for the selection of the system integrator (“contractor”) to design, test and build the Express Lane Network electronic toll system, including:

- Developing business requirements, system technical specification, performance measures, evaluation criteria and scope of work;
- Assisting with pre-bid meetings, and questions and requests submitted by proposers once the RFP has been released;
- Assisting with vendor evaluations and selection, contract negotiation, and execution.; and
- Alternatively, or additionally, assisting with development, negotiation and execution of change order(s) with the ATCAS II contractor.

Task 3. Prepare System Engineering Management Plan (SEMP) for MTC Phase 1

This task shall include preparation of a SEMP as needed to meet federal requirements.

Task 4. Project Management Oversight for the MTC Phase 1 Toll System Integration

This task shall include, but not be limited to:

- Developing the project plan and timeline with assistance from MTC management and the MTC Express Lane Network Program Management Consultant;
- Tracking project's progress and provide periodic updates;
- Attending and organizing regular project update meetings;
- Maintaining and updating detailed project schedules, including tracking major milestones;
- Identifying and developing plans for the resolution of project issues;
- Preparing a system implementation plan; and
- Coordinating all work between the contractor, MTC, BATA, Caltrans and other agencies in planning any system modification required to implement and integrate the system.

Task 5. System Design, Development, Installation and Testing, and Technical Assistance for the MTC Phase 1 Toll System

This task shall include participating in all aspects of the System Design, Integration and Development process, which includes, but is not limited to:

- Assisting MTC in documenting issues, decisions, direction, and agreements as necessary for these meetings;
- Assisting MTC on policy and technical issues including assessing changes to project requirements for their impact on software/hardware development;
- Assisting with identifying, tracking and closing project issues;
- Reviewing all software and hardware system specifications against requirements;
- Monitoring progress of the system design, development and installation against design specifications, identifying any issues that present a risk to achieving the project schedule or performance, and proposing preventive and corrective actions;
- Assisting in coordinating the Contractor's installation on site and work with Caltrans as directed by MTC;
- Reviewing contractor deliverables, assessing whether the deliverable meets the contract requirements and recommending approval or provide recommended changes;

- Preparing test plans, assisting with issue tracking and helping to evaluate test results;
- Preparing implementation plans; and
- Providing review of all deliverables in accordance with the approved contract schedule.

Task 6. Oversight of Operations and Performance Monitoring for the MTC Phase 1 Toll System
(Optional-MTC reserves the right to assign this Task to the contract resulting from this RFQ or contract separately for these services.)

This task shall include providing oversight during the initial operations, including monitoring performance of the contractor.

Task 7. Design, Procurement and Development for Future Phases *(Optional-MTC reserves the right to assign this Task to the contract resulting from this RFQ, or contract separately for these services.)*

This task shall include any or all of the tasks listed above as needed to implement a subsequent phase of the Network or to integrate independent express lane systems into the MTC-authorized Network, subject to agreements to be reached between MTC and the owner/operators of the independent systems.

Task 8. Other Project Management and Technical Services Related to MTC's or BATA's Toll Collection Systems *(Optional-MTC reserves the right to assign this Task to the contract resulting from this RFQ, or contract separately for these services.)*

This task would include other project management, financial and technical assistance related for toll collection systems owned and operated by MTC and BATA as determined by MTC or BATA staff. This task could include services related to operations of the Express Lane Network including assistance with staffing and operating the traffic management center.

APPENDIX B, CALIFORNIA LEVINE ACT STATEMENT

California Government Code § 84308, commonly referred to as the “Levine Act,” precludes an officer of a local government agency from participating in the award of a contract if he or she receives any political contributions totaling more than \$250 in the 12 months preceding the pendency of the contract award, and for three months following the final decision, from the person or company awarded the contract. This prohibition applies to contributions to the officer, or received by the officer on behalf of any other officer, or on behalf of any candidate for office or on behalf of any committee.

MTC’s commissioners include:

Tom Azumbrado
Tom Bates
Mark Green
Sam Liccardo
Jake Mackenzie
Bill Dodd
David Campos

Dorene M. Giacobini
Federal D. Glover
Scott Haggerty
Anne W. Halsted
Steve Kinsey
Kevin Mullin

Scott Weiner
Bijan Sartipi
James P. Spering
Adrienne J. Tissier
Amy Rein Worth
Dave Cortese

1. Have you or your company, or any agent on behalf of you or your company, made any political contributions of more than \$250 to any MTC commissioner in the 12 months preceding the date of the issuance of this request for qualifications?

YES NO

If yes, please identify the commissioner: _____

2. Do you or your company, or any agency on behalf of you or your company, anticipate or plan to make any political contributions of more than \$250 to any MTC commissioners in the three months following the award of the contract?

YES NO

If yes, please identify the commissioner: _____

Answering yes to either of the two questions above does not preclude MTC from awarding a contract to your firm. It does, however, preclude the identified commissioner(s) from participating in the contract award process for this contract.

DATE

(SIGNATURE OF AUTHORIZED OFFICIAL)

(TYPE OR WRITE APPROPRIATE NAME, TITLE)

(TYPE OR WRITE NAME OF COMPANY)

APPENDIX C, MTC STANDARD CONSULTANT AGREEMENT

See Appendix C, posted at: <http://procurements.mtc.ca.gov/Solicitations/solicitation-list.html>

APPENDIX D, INSURANCE REQUIREMENTS

Minimum Insurance Coverages. Consultant shall, at its own expense, obtain and maintain in effect at all times the following types of insurance against claims, damages and losses due to injuries to persons or damage to property or other losses that may arise in connection with the performance of work under this Agreement, placed with insurers with a Best's rating of A-VIII or better.

Yes (√)	Please certify by checking the box below that required coverages will be provided within ten (10) days of MTC's notice to firm that it wishes to contract with the firm.
—	<u>Workers' Compensation Insurance</u> with Statutory limits, and Employer's Liability insurance with a limit of not less than \$1,000,000 per employee and \$1,000,000 per accident, and any and all other coverage of CONSULTANT's employees as may be required by applicable law. Such policy shall contain a Waiver of Subrogation in favor of MTC. Such Workers Compensation & Employers Liability may be waived, if and only for as long as CONSULTANT is a sole proprietor or a corporation with stock 100% owned by officers with no employees.
—	<u>Commercial General Liability Insurance</u> for Bodily Injury and Property Damage liability, covering the operations of CONSULTANT and CONSULTANT's officers, agents, and employees and with limits of liability which shall not be less than \$1,000,000 combined single limit per occurrence with a general aggregate liability of not less than \$2,000,000, and Personal & Advertising Injury liability with a limit of not less than \$1,000,000. Such policy shall contain a Waiver of Subrogation in favor of MTC. MTC, BATA, Caltrans, [FHWA, if federal funding is added] and their commissioners, directors, officers, representatives, agents and employees are to be named as additional insureds. Such insurance shall be primary and contain a Separation of Insureds Clause as respects any claims, losses or liability arising directly or indirectly from CONSULTANT's operations.
—	<u>Business Automobile Insurance</u> for all automobiles owned (if any), used or maintained by CONSULTANT and CONSULTANT's officers, agents and employees, including but not limited to owned (if any), leased (if any), non-owned and hired automobiles, with limits of liability which shall not be less than \$1,000,000 combined single limit per accident.
—	<u>Errors and Omissions Professional Liability Insurance</u> for errors and omissions and the resulting damages, including, but not limited to, economic loss to MTC and having minimum limits of \$5,000,000 per claim. The policy shall provide coverage for all work performed by CONSULTANT and any work performed or conducted by any subcontractor/consultant working for or performing services on behalf of the CONSULTANT. No contract or agreement between CONSULTANT and any subcontractor/consultant shall relieve CONSULTANT of the responsibility for providing this Errors & Omissions or Professional Liability coverage for all work performed by CONSULTANT and any subcontractor/consultant working on behalf of CONSULTANT on the project.
—	<u>Umbrella Insurance</u> in the amount of \$5,000,000 providing excess limits over Employer's Liability, Automobile Liability, and Commercial General Liability Insurance. Such umbrella coverage shall be following form to underlying coverage including all endorsements and additional insured requirements.
—	<u>Property Insurance</u> covering CONSULTANT'S own business personal property and

equipment to be used in performance of this Agreement, materials or property to be purchased and/or installed on behalf of MTC (if any), and builders risk for property in the course of construction (if applicable). Coverage shall be written on a "Special Form" policy that includes theft, but excludes earthquake, with limits at least equal to the replacement cost of the property. Such policy shall contain a Waiver of Subrogation in favor of MTC.

Deductibles and Retentions. CONSULTANT shall be responsible for payment of any deductible or retention on CONSULTANT's policies without right of contribution from MTC. Deductible and retention provisions shall not contain any restrictions as to how or by whom the deductible or retention is paid. Any deductible or retention provision limiting payment to the Named Insured is unacceptable.

In the event that MTC seeks coverage as an additional insured under any CONSULTANT insurance policy that contains a deductible or self-insured retention, CONSULTANT shall satisfy such deductible or self-insured retention to the extent of loss covered by such policy, for any lawsuit arising from or connected with any alleged act of CONSULTANT, subconsultant, subcontractor, or any of their employees, officers or directors, even if CONSULTANT or subconsultant is not a named defendant in the lawsuit.

Claims Made Coverage. If any insurance specified above is written on a "Claims-Made" (rather than an "occurrence") basis, then in addition to the coverage requirements above, CONSULTANT shall:

- (1) Ensure that the Retroactive Date is shown on the policy, and such date must be before the date of this Agreement or the beginning of any work under this Agreement;
- (2) Maintain and provide evidence of similar insurance for at least three (3) years following project completion, including the requirement of adding all additional insureds; and
- (3) If insurance is cancelled or non-renewed, and not replaced with another claims-made policy form with a Retroactive Date prior to the Agreement effective date, CONSULTANT shall purchase "extended reporting" coverage for a minimum of three (3) years after completion of the work.

Failure to Maintain Insurance. All insurance specified above shall remain in force until all work or services to be performed are satisfactorily completed, all of CONSULTANT's personnel, subcontractors, and equipment have been removed from MTC's property, and the work or services have been formally accepted. CONSULTANT must notify MTC if any of the above required coverages are non-renewed or cancelled. The failure to procure or maintain required insurance and/or an adequately funded self-insurance program will constitute a material breach of this Agreement.

Certificates of Insurance: Prior to commencement of any work hereunder, CONSULTANT shall deliver to MTC Certificates of Insurance verifying the aforementioned coverages. Such certificates shall make reference to all provisions and endorsements referred to above and shall be signed on behalf of the insurer by an authorized representative thereof.

Disclaimer: The foregoing requirements as to the types and limits of insurance coverage to be maintained by CONSULTANT are not intended to and shall not in any manner limit or qualify the liabilities and obligations otherwise assumed by CONSULTANT pursuant hereto, including, but not limited to, liability assumed pursuant to Article 9 of *Appendix C*.

Subcontractor's Insurance: Consultant shall require each of its subcontractors to provide the aforementioned coverages, unless such coverages are waived or reduced in writing by the MTC Project Manager.

By signing below you acknowledge and agree to provide the required certificate of insurance providing verification of the minimum insurance requirements listed above within ten (10) days of MTC's notice to firm that it wishes to contract with the firm.

Representative Name and Title	
Name of Authorizing Official	
Authorized Signature	
Date	

NOTE: If you were unable to check "Yes" for any of the required minimum insurance coverages listed above, a request for exception to the appropriate insurance requirement(s) must be brought to MTC's attention no later than the date for protesting RFQ provisions. If such objections are not brought to MTC's attention consistent with the protest provisions of this RFQ, compliance with the insurance requirements will be assumed.

**APPENDIX D-1, CERTIFICATION REGARDING DEBARMENT,
SUSPENSION, AND OTHER RESPONSIBILITY MATTERS**

(Third Party Contracts and Subcontracts over \$25,000)

Instructions for Certification:

1. By signing and submitting this bid or proposal, the prospective lower tier participant is providing the signed certification set out below.
2. The certification in this clause is a material representation of fact upon which reliance was placed when this transaction was entered into. If it is later determined that the prospective lower tier participant knowingly rendered an erroneous certification, in addition to other remedies available to the Federal Government, MTC may pursue available remedies, including suspension and/or debarment.
3. The prospective lower tier participant shall provide immediate written notice to MTC if at any time the prospective lower tier participant learns that its certification was erroneous when submitted or has become erroneous by reason of changed circumstances.
4. The terms “covered transaction,” “debarred,” “suspended,” “ineligible,” “lower tier covered transaction,” “participant,” “persons,” “lower tier covered transaction,” “principal,” “proposal,” and “voluntarily excluded,” as used in this clause, have the meanings set out in the Definitions and Coverage sections of rules implementing Executive Order 12549 [49 CFR Part 29]. You may contact MTC for assistance in obtaining a copy of those regulations.
5. The prospective lower tier participant agrees by submitting this proposal that, should the proposed covered transaction be entered into, it shall not knowingly enter into any lower tier covered transaction with a person who is debarred, suspended, declared ineligible, or voluntarily excluded from participation in this covered transaction, unless authorized in writing by MTC.
6. The prospective lower tier participant further agrees by submitting this proposal that it will include the clause titled “Certification Regarding Debarment, Suspension, Ineligibility and Voluntary Exclusion - Lower Tier Covered Transaction,” without modification, in all lower tier covered transactions and in all solicitations for lower tier covered transactions.
7. A participant in a covered transaction may rely upon a certification of a prospective participant in a lower tier covered transaction that it is not debarred, suspended, ineligible, or voluntarily excluded from the covered transaction, unless it knows that the certification is erroneous. A participant may decide the method and frequency by which it determines the eligibility of its principals. Each participant may, but is not required to, check the Non-procurement List issued by U.S. General Service Administration.

8. Nothing contained in the foregoing shall be construed to require establishment of system of records in order to render in good faith the certification required by this clause. The knowledge and information of a participant is not required to exceed that which does a prudent person in the ordinary course of business dealings normally possess.
9. Except for transactions authorized under Paragraph 5 of these instructions, if a participant in a covered transaction knowingly enters into a lower tier covered transaction with a person who is suspended, debarred, ineligible, or voluntarily excluded from participation in this transaction, in addition to all remedies available to the Federal Government, MTC may pursue available remedies including suspension and/or debarment.

**CERTIFICATION REGARDING DEBARMENT, SUSPENSION,
INELIGIBILITY AND VOLUNTARY EXCLUSION
LOWER TIER COVERED TRANSACTION**

(1) The prospective lower tier participant certifies, by submission of this bid or proposal, that neither it nor its “principals” [as defined at 49 CFR Section 29.105(p)] is presently debarred, suspended, proposed for debarment, declared ineligible, or voluntarily excluded from participation in this transaction by any Federal department or agency.

(2) When the prospective lower tier participant is unable to certify to the statements in this certification, such prospective participant shall attach an explanation to this proposal.

Date	(Signature of authorized official)
	(Type/print name and title)

APPENDIX D-2, CERTIFICATION OF RESTRICTIONS ON LOBBYING

I, _____ hereby certify on behalf of _____ that:
(name and title of grantee official) (name of grantee)

1. No Federal appropriated funds have been paid or will be paid, by or on behalf of the undersigned, to any person for influencing or attempting to influence an officer or employee of any agency, a Member of Congress, an officer or employee of Congress, or an employee of a Member of Congress in connection with the awarding of any Federal contract, the making of any Federal grant, the making of any Federal loan, the entering into of any cooperative agreement, and the extension, continuation, renewal, amendment, or modification of any Federal contract, grant, loan, or cooperative agreement.
2. If any funds other than Federal appropriated funds have been paid or will be paid to any person for influencing or attempting to influence an officer or employee of any agency, a Member of Congress, an officer or employee of Congress, or an employee of a Member of Congress in connection with this Federal contract, grant, loan, or cooperative agreement, the undersigned shall complete and submit Standard Form-LLL, "Disclosure Form to Report Lobbying," in accordance with its instructions.
3. The undersigned shall require that the language of this certification be included in the award documents for all sub-awards at all tiers (including subcontracts, sub-grants, and contracts under grants, loans, and cooperative agreements) and that all sub-recipients shall certify and disclose accordingly.

This certification is a material representation of fact upon which reliance is placed when this transaction was made or entered into. Submission of this certification is a prerequisite for making or entering into this transaction imposed by Section 1352, Title 31, U.S. Code. Any person who fails to file the required certification shall be subject to a civil penalty of not less than \$10,000 and not more than \$100,000 for each such failure.

Executed this _____ day of _____, 2012.

By _____ (signature of authorized official)

(title of authorized official)

APPENDIX E, IRAN CONTRACTING ACT
(Public Contract Code sections 2202-2208)

Prior to bidding on, submitting a proposal or executing a contract or renewal for a MTC contract for goods or services of \$1,000,000 or more, a Proposer must either: a) certify it is not on the current list of persons engaged in investment activities in Iran created by the California Department of General Services (“DGS”) pursuant to Public Contract Code section 2203(b) and is not a financial institution extending twenty million dollars (\$20,000,000) or more in credit to another person, for 45 days or more, if that other person will use the credit to provide goods or services in the energy sector in Iran and is identified on the current list of persons engaged in investment activities in Iran created by DGS; or b) demonstrate it has been exempted from the certification requirement for that solicitation or contract pursuant to Public Contract Code section 2203(c) or (d).

To comply with this requirement, please insert your Proposer or financial institution name and Federal ID Number (if available) and complete one of the options below. Please note: California law establishes penalties for providing false certifications, including civil penalties equal to the greater of \$250,000 or twice the amount of the contract for which the false certification was made; contract termination; and three-year ineligibility to bid on contracts. (Public Contract Code section 2205.)

OPTION #1 - CERTIFICATION

I, the official named below, certify I am duly authorized to execute this certification on behalf of the vendor/financial institution identified below, and the vendor/financial institution identified below is not on the current list of persons engaged in investment activities in Iran created by DGS and is not a financial institution extending twenty million dollars (\$20,000,000) or more in credit to another person/vendor, for 45 days or more, if that other person/vendor will use the credit to provide goods or services in the energy sector in Iran and is identified on the current list of persons engaged in investment activities in Iran created by DGS.

<i>Proposer Name/Financial Institution (Printed)</i>		<i>Federal ID Number (or n/a)</i>
<i>By (Authorized Signature)</i>		
<i>Printed Name and Title of Person Signing</i>		
<i>Date Executed</i>	<i>Executed in</i>	

OPTION #2 – EXEMPTION

Pursuant to Public Contract Code sections 2203(c) and (d), a public entity may permit a Proposer/financial institution engaged in investment activities in Iran, on a case-by-case basis, to be eligible for, or to bid on, submit a proposal for, or enters into or renews, a contract for goods and services.

If you have obtained an exemption from the certification requirement under the Iran Contracting Act, please fill out the information below, and attach documentation demonstrating the exemption approval.

<i>Proposer Name/Financial Institution (Printed)</i>	<i>Federal ID Number (or N/A)</i>
<i>By (Authorized Signature)</i>	
<i>Printed Name and Title of Person Signing</i>	<i>Date Executed</i>