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Deputy Executive Director, Policy

ANDREW B. FREMIER
Deputy Executive Director, Operations

November 7, 2013
REQUEST FOR PROPOSAL (RFP)

**BAIFA Express Lane Network
Toll System Integration & Maintenance**

Dear Toll System Integrators:

The Bay Area Infrastructure Financing Authority (BAIFA) invites your firm to submit a proposal to provide toll system integration and maintenance services for BAIFA's Express Lane Network. The selected Contractor shall design, implement and test BAIFA's Express Lane Toll System, and maintain the accepted system for the contract term.

This letter, together with its enclosures, appendices and attachments, comprises the RFP for this project. Responses to the RFP should be submitted according to the instructions outlined herein.

The Request for Proposal (RFP) documents for this project are available for download on the MTC website at <http://procurements.mtc.ca.gov/>. Proposers are responsible for checking the website for any addenda that may be issued relative to this RFP. Responses should be submitted in accordance with the instructions set forth in the RFP.

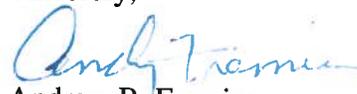
Interested firms must submit an original and fifteen (15) hard copies, as well as one (1) electronic PDF version, of their proposal by **4:00 p.m. PST, Tuesday, January 21, 2014** in accordance with the instructions contained in the RFP. Proposals received after that date and time will not be considered. Other key RFP dates are listed in Section VII, Selection Timetable of the RFP.

The BAIFA point of contact for this Solicitation is:

Jim Macrae, BAIFA Project Manager
Joseph P. Bort MetroCenter
101 Eighth Street
Oakland, CA 94607-4700
Tel: 510/817-5714; E-mail: jmacrae@mtc.ca.gov

Thank you for your interest.

Sincerely,



Andrew B. Fremier
Deputy Executive Director, Operations

AF: jm

REQUEST FOR PROPOSAL
of the
BAY AREA INFRASTRUCTURE FINANCING AUTHORITY
for the
EXPRESS LANE NETWORK
TOLL SYSTEM INTEGRATION & MAINTENANCE

November 7, 2013

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

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I. Background

A. BAIFA

BAIFA was created in 2006 as a Joint Powers Authority (JPA) between the Metropolitan Transportation Commission (MTC) and the Bay Area Toll Authority (BATA) to plan, develop, operate and finance transportation projects. In September 2011, the Joint Exercise of Powers Agreement creating BAIFA was amended to permit BAIFA to participate in developing and operating express lanes. In October 2011, the California Transportation Commission (CTC) found 270 miles of express lanes (described as “Express Lanes to be operated by BAIFA through agreement with MTC” in Figure 1 on the next page) eligible for development and operation by MTC under Section 149.7 of the Streets and Highways Code. In April 2013, MTC delegated its express lane responsibilities to BAIFA. A discussion of BAIFA’s express lane responsibilities is available on MTC’s website at http://apps.mtc.ca.gov/meeting_packet_documents/agenda_2031/4_BAIFA_Resolution_4.pdf.

B. BAIFA’s Express Lane Network

BAIFA’s intended Express Lane Network (ELN) is comprised of 270 miles of express lane corridors located in Solano, Contra Costa and Alameda Counties. BAIFA’s ELN will work in coordination with express lanes operated by the Santa Clara Valley Transportation Authority (VTA) in Santa Clara County, the Alameda County Transportation Commission (ACTC) on I-580 and the Sunol Smart Carpool Lane Joint Powers Authority on I-680 to create a 550-mile Bay Area Regional ELN. The network is shown in Figure 1. The 270 miles of express lanes to be operated by BAIFA are described further in the CTC application materials as the “Regional Express Lanes Network.” These materials, including the programmatic project study report, are available on MTC’s website at http://www.mtc.ca.gov/projects/express_lanes/info_center/.

C. Objectives for the ELN Toll Implementation

The purpose of this Request for Proposals (RFP) is to solicit responses from qualified firms with established expertise in the toll collection industry based on the following objectives:

- Meet or exceed the delivery schedule for tolling commencement.
- Design for long-term cost effectiveness and efficiency for operations and maintenance activities.
- Leverage existing technology and the latest innovations to ensure a high level of system accuracy and performance.
- Develop a scalable system that can accommodate expansion of the express lane network and program over the next 7-10 years.
- Implement a toll program that provides a positive and consistent customer experience.

Key features include the implementation of zone-based tolling in combination with more open access express lane configurations and automated toll enforcement with switchable toll tags. For more detail on these features see:

http://apps.mtc.ca.gov/meeting_packet_documents/agenda_2055/3_Concept_of_Ops.pdf

II. Project Description

The project defined by this RFP will provide toll system integration and maintenance services for approximately 90 miles of Tier 1 express lanes in BAIFA's ELN on the following corridors (also shown in Figure 2):

- I-680 in Contra Costa County between Alcosta Road and Rudgear Road;
- I-880 in Alameda County between Marina and Dixon Landing Road;
- SR-92, the San Mateo Bridge westbound approach;
- SR-84, the Dumbarton Bridge westbound approach; and
- I-80 in Solano County between Red Top Road and Air Base Parkway.

The current schedule for these corridors is as follows:

Environmental Review	2013 - 2014
Design & Construction	2013 - 2017
Sign Structure Contract Award	Winter 2015
I-680 Civil Contract Award	Winter 2015
I-880/SR-92/SR-84 Civil Contract Award	Fall 2015
I-80 Civil Contract Award	Winter 2016
Open for operation (first of the corridors listed above)	Winter/Spring 2016
Open for operation (last of the corridors listed above)	Fall 2017

The Toll System Integrator (TSI) selected through this procurement shall provide toll system design, development, installation, integration, testing and maintenance services in support of BAIFA's toll implementation and operations. It is BAIFA's intention for the TSI to provide toll system services that address the unique needs of the ELN, including:

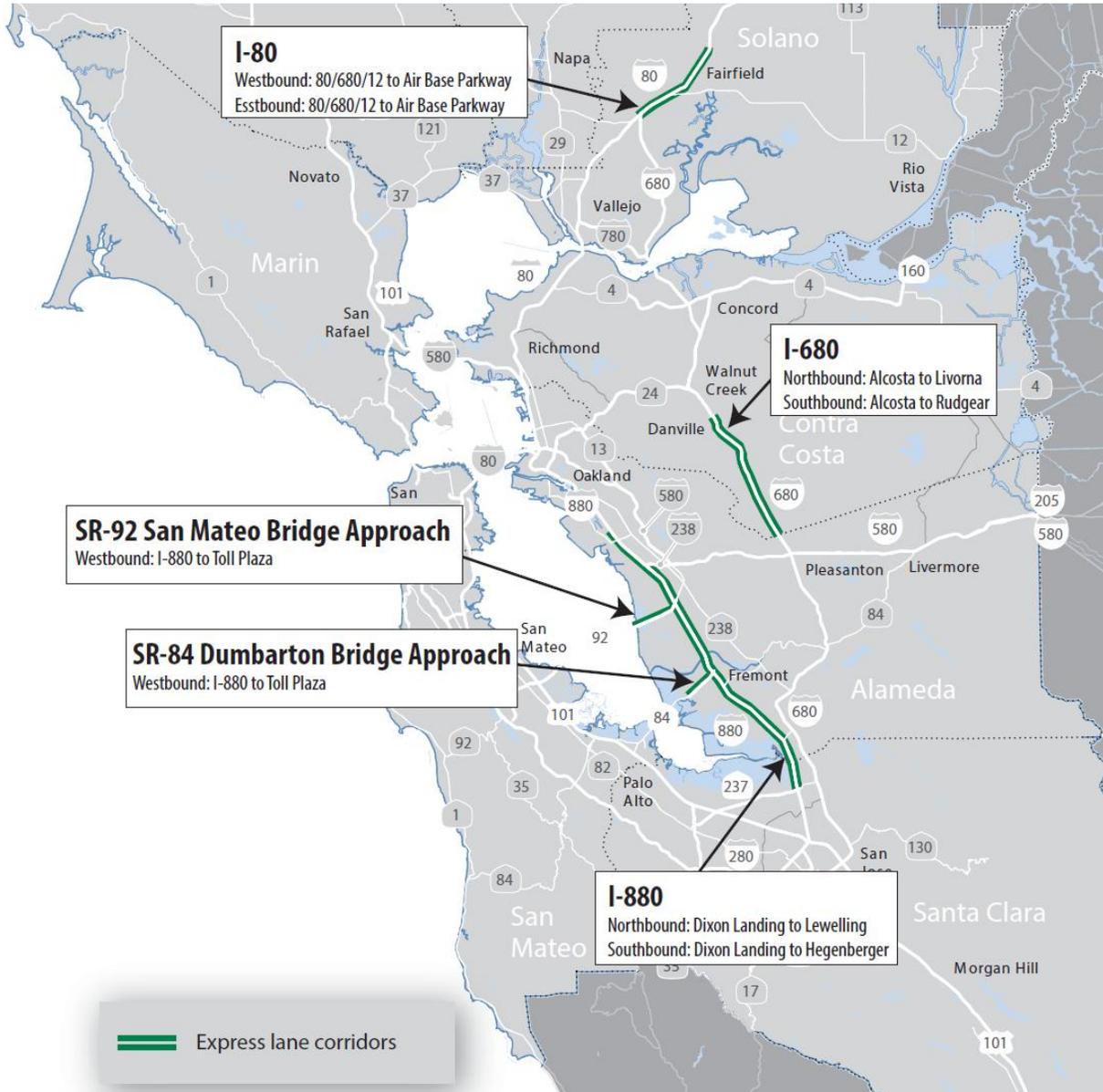
- **Open/Continuous Access**
Driver access to the express lanes will be continuous open access, with restricted access only as needed for traffic safety or management purposes. In continuous access segments, there will be no barriers, solid striping or buffers between the express lanes and the general purpose lanes. In limited access segments, the express lane will be separate from the general purpose lanes by a double striped buffer.
- **Read Points**
Read Points will be spaced approximately one per mile. ("Read Point" is a collective term for each point at which the toll system detects vehicles, reads transponders, and captures images.)
- **Dynamic Pricing**

Toll rates will be determined and set dynamically the majority of the time, based on traffic levels. There may be pre-defined periods when express lane tolls are not charged, or are charged at a flat rate.

- **Zone Pricing**
Tolling will be zone-based, with a single toll rate charged per zone. There will be an estimated three to five read points per pricing zone, unless access requirements dictate differently.
- **Variable Toll Message Signs**
Variable Toll Message Signs (VTMS) will be used to display toll rates to drivers at multiple points along each facility. Signage will display tolls for the current roadway zone and segment. Roadway segments end at key destination points, which may or may not include multiple zones.
- **Locked-in Rates**
The toll rates displayed on VTMS are locked in for drivers as they enter a zone/segment.
- **Trip Building**
Multiple, consecutive zone tolls will be combined into a single trip price for posting to customer accounts.
- **Enforcement Beacons**
Roadside beacons will be used to support HOV enforcement of switchable transponder status.
- **Traffic Management System**
The toll collection system includes a traffic management system (TMS). The toll collection system includes technologies, which will collect data for use by the dynamic pricing algorithm as well as other traffic management efforts.
- **Closed-Circuit Television**
The toll collection system includes closed-circuit television (CCTV) for use by ELN operations staff.
- **Roadside Communications Network**
The scope of this RFP includes the design, development and maintenance of the roadside communications network necessary to support connectivity along the corridors. BAIFA shall provide the backhaul communications network to the ELN Host system.
- **FasTrak® Transponders**
ELN facilities will read switchable transponders to be procured by BATA, as well as standard FasTrak® transponders already in circulation. The switchable transponders will have the functionality to declare occupancy (SOV, HOV 2, and HOV 3+).
- **HOV Operational Hours**
ELN operational hours will coincide with HOV hours for each respective corridor.
- **FasTrak® Regional Customer Service Center (RCSC)**
ELN transactions will be sent to the existing FasTrak® Regional Customer Service Center (RCSC) for posting to customer accounts and revenue collection and exchange with California Toll Operators Committee (CTOC) interoperable agencies.
- **Toll Bridges**
Approaches to some transbay bridges will be included in the ELN, but express lane tolling on the approaches will be kept separate from existing Bay Area Toll Authority tolling on bridge tolls.
- **Regional Express Lane Agencies**

The TSI will not be integrating into any existing toll systems operated by other agencies in the Bay Area, but BAIFA intends to continue close coordination to ensure a consistent customer experience throughout all express lanes in the region.

Figure 2: BAIFA ELN Corridors - First Phase of Toll System Integration



Street base map © Thomas Bros. Maps. All rights reserved.

III. Proposer Minimum Qualifications

Proposals must demonstrate that the proposer meets the following Minimum Qualifications (MQs) to be eligible for consideration for this project:

1. The proposer shall be licensed to do business in the State of California. (Required for the firm submitting the Proposal (the prime) and any/all subcontractors.)
2. The proposer shall have provided the following services to another entity, public or private, within the last five (5) years. (Required for the prime):
 - a. Installation of at least one currently operating electronic toll collection system that employs automatic vehicle identification (AVI) toll collection and image-based toll collection/enforcement supplemented by automated license plate recognition (ALPR) technologies.
 - b. Installation of at least one electronic toll collection system that includes one or more multi-lane open road tolling (ORT) toll lanes.
 - c. Installation of at least one electronic toll collection system that has been accepted by the client entity/agency and is currently being maintained by the proposer or was maintained by the proposer for a minimum of one year.
3. The proposer shall have a minimum of five (5) years of experience with design and implementation of communication network architecture on a regional scale within the last eight (8) years. (This qualification may be met by the prime or by a subcontractor.)
4. Designated Project Manager must have at least five (5) years of toll project management experience and three (3) references from toll projects managed during that five (5) year period. At least one reference shall come from each toll project managed during that time. Multiple references may be provided from the same toll project if the Project Manager managed fewer than three projects during the five (5) year period. Contact information, including name, email address and phone number, for the project references shall be included in the Proposal.
5. Key Personnel, as listed in *Proposal Section 2.3.2*, must each have the specified minimum years of experience in the area relevant to their assigned position on this project (toll system design, network communications, development, testing, installation, operations and/or maintenance).
6. The proposer shall not have received two (2) or more formal notices of material breach of contract (e.g. default notices, cure letters, etc.) in relation to toll project management, performance or delivery within the last three (3) years as of the posting of this RFP. This qualification applies to the prime and all subcontractors.

IV. Scope of Work, Period of Performance and Budget

A. Scope of Work

BAIFA has developed a Scope of Work (Appendix 1) identifying the required tasks necessary to implement and maintain tolling on the first phase of the ELN. The firm selected to enter into an agreement (“Toll System Integrator (TSI)”) will be expected to perform all work and analysis necessary to complete the Scope of Work.

Task Orders may be used for additional scope of the same or similar services to be performed to support implementation and/or maintenance on additional express lane corridors in the Bay Area region. Task Orders shall include, at a minimum, a detailed description of the work to be performed, a completion date for performance, a maximum payment amount, payment terms (deliverables-based or time and materials) and subcontractor participation (if any), in a completed form as shown in Attachment A-7, Task Order Form of Appendix 3, Agreement for BAIFA Express Lane Network Toll System Integration & Maintenance. Payment amounts for additional scopes of work contracted through Task Orders will be based on proposed costs shown in Form “C” Series.

B. Period of Performance

BAIFA expects work to commence on or around June 26, 2014. The initial period of performance for the Agreement shall be five (5) years from June 2014 to June 2019 for implementation of tolling on the corridors in the initial phase and initial maintenance terms, and shall be annually renewable thereafter at BAIFA’s sole discretion for up to five (5) additional years of maintenance, additional services, and/or base contract tasks, if needed, subject to the annual budgetary approval processes of BAIFA.

C. Budget

The budget for the Agreement has not been established and will be based on the selected proposer’s Cost Proposal submitted in response to this RFP.

V. Mandatory Proposers’ Conference

Attendance in person is mandatory for the Proposers’ Conference for firms planning to submit a Proposal as the prime contractor. Failure of a proposer to comply with this requirement will render the proposer ineligible to submit a proposal.

The Proposers’ Conference will be held on Thursday, November 14, 2013 at 9:00 a.m. in Room 171 at 101 Eighth Street Oakland, CA 94607.

Proposers are encouraged to ask questions about all aspects of the project during this event. BAIFA will address questions to the extent possible; responses will be considered non-binding, but written questions may be submitted during the period for Requests for Clarifications and Exceptions to request a formal response from BAIFA. BAIFA may also issue formal responses based on questions posed during the Proposers’ Conference.

VI. Addenda and Requests for Clarifications & Exceptions

Any addenda to this RFP that BAIFA may issue 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 RFP and comply with new or revised requirements that may be stated

therein. BAIFA reserves the right to reject any proposal that contains unauthorized conditions or exceptions.

BAIFA must receive any requests for clarification of or exceptions to RFP requirements no later than **4:00 p.m. PST, Tuesday, November 19, 2013** to guarantee consideration.

Requests must be delivered via email to the BAIFA Project Manager, Jim Macrae, at jmacrae@mtc.ca.gov. Please reference “Toll System Integrator RFP C&E Request” in the subject line of the email. The requests must be submitted in the Request for Clarifications & Exceptions Excel spreadsheet format (Form A of *Appendix 2*) provided with this RFP. The form shall be completed with the following information:

- Proposer’s firm name
- Contact name
- Contact information
- Submittal Date of the Clarification & Exception Request
- Column 1 – Item #
- Column 2 – RFP section or RFP appendix number (e.g. RFP Section III, Proposer Minimum Qualifications)
- Column 3 – Attachment # and title (e.g. Attachment A-1, System Requirements)
- Column 4 – Page number
- Column 5 – Section number
- Column 6 – Specific and applicable text
- Column 7 – Request for clarification or exception

VII. Selection Timetable

All dates are subject to change at BAIFA’s discretion.

Table 1: Selection Timetable

November 7, 2013	Final RFP published
November 14, 2013 at 9:00 a.m.	Mandatory Proposer’s Conference
November 19, 2013 at 4:00 p.m.	Closing date and time for Requests for Clarifications & Exceptions
November 27, 2013	Final addendum issued
January 21, 2014 at 4:00 p.m.	Closing date and time for receipt of proposals
February 26-28, 2014	Discussions and system demonstrations, if held
March 14, 2014	Requests for Best and Final Offer issued, if requested
April 4, 2014 at 4:00 p.m.	Closing date and time for receipt of Best and Final Offers, if requested

May 28, 2014	Recommendation of selection presented for BAIFA approval
June 26, 2014 or sooner	Contract execution

VIII. Submittal of Proposals

A. Submittal Instructions

Interested firms must submit one (1) original and fifteen (15) hard copies, as well as one (1) electronic unrestricted PDF version on a CD, of their proposal no later than **4:00 p.m. PST, Tuesday, January 21, 2014** in accordance with the instructions contained in the RFP. Proposals received after that date and time will not be considered. Email submissions will not be accepted.

The submission of a Proposal will be considered a firm offer to enter into an Agreement and perform the work described in this RFP for a period of one hundred eighty (180) calendar days from the proposal due date.

Proposer's name and return address must appear on the packaging. Proposals are to be addressed as follows:

Bay Area Infrastructure Financing Authority
Joseph P. Bort MetroCenter
Attention: Jim Macrae
Ref: BAIFA ELN Toll System Integration & Maintenance RFP
101 8th Street, 3rd Floor Receptionist
Oakland, CA 94607

B. Submittal Format

Each hard copy of the Proposal shall be submitted in a separate loose-leaf, three-ring binder on letter-size (8½- by 11-inch) paper (unless otherwise specified), in single-spaced format, with a font size of 12 point or larger. Plastic spine-bound or wire-bound submittals will not be accepted. Proposers are encouraged to print double-sided copies to save paper.

All Proposals and the CD shall be clearly labeled with the following information: proposer's name and contact information, "BAIFA ELN Toll System Integration & Maintenance RFP" and the date and time of the submittal deadline.

C. Terms of Proposal Submission

1. Submission of an electronic copy of the proposal without hardcopies will not satisfy the submission requirement.
2. Proposals will be received only at the address shown above and, whether delivered by an employee of the proposer, U.S. Postal Service, courier or package delivery service, must be received and time stamped at the stated address **prior to or no later than the date and time indicated**. The timestamp located on the 3rd floor at the receptionist desk shall be

considered the official timepiece for the purpose of establishing the time of receipt of proposals. BAIFA is not responsible for deliveries delayed for any reason. Any proposals received after said date and time or at a place other than the stated address cannot be considered and will be returned to the proposer unopened.

3. The electronic version of the Proposal shall be an exact replication of the hardcopies provided. In the event of variance, the original hardcopy of the proposal is the version that will be considered binding.
4. Proposer agrees to and acknowledges all RFP specifications and terms and conditions. By submission of a Proposal, proposer indicates its ability to perform. This RFP does not commit BAIFA to pay any costs incurred in the preparation of a proposal in response to this RFP.
5. Only one proposal will be accepted from any one person, partnership, corporation, or other entity.
6. BAIFA reserves the right to accept or reject all proposals submitted, waive minor irregularities, request additional information or revisions to offers and negotiate with any or all proposers.
7. BAIFA reserves the right in its sole discretion not to enter into any agreement as a result of this RFP.
8. If the selected proposer fails to enter into an agreement with BAIFA within thirty (30) calendar days after BAIFA's approved selection, in accordance with the terms and conditions of this RFP, BAIFA reserves the right to reject the proposal and enter into an agreement with the next highest scoring firm.

IX. Form of Proposal

Proposal content and completeness are most important. Clarity is essential and will be considered in assessing the proposer's capabilities. Concrete examples and demonstrations of capabilities, experience, and qualifications should be provided and will be used as critical inputs to proposal evaluation.

Proposers must provide the information listed below in **Table 2: Proposal Organization**. Any material deviation from these requirements, including exceeding the page limits provided in Table 2 below, may be cause for rejection of the proposal, as determined in BAIFA's sole discretion. Proposals shall be organized into sections set forth in Table 2, and the Proposal shall be tab-indexed to correspond to the sections listed. Each Proposal component shall be clearly titled and identified. Include only the information specified for each section.

Any materials exceeding the page limitations set forth in Table 2 will not be read. Page limits exclude the tabs, anything listed as having no page limit on Table 2, and the required forms that have been provided with the RFP. Font sizes for graphic representations (i.e. organizational

charts) may be less than 12 point, but must be readable without magnification in standard printed format.

As noted in the Proposal Organization (Table 2), the original Proposal shall contain all sections with Section 4 (Cost Proposal) and Section 5 (Financial Responsibility Qualifications) each submitted in a separate binder sealed in its own envelope marked “Cost Proposal” and “Financial Responsibility Qualifications” respectively. The Proposal copies shall contain only Proposal Sections 1, 2, and 3. The CD shall contain all sections, excluding Proposal Section 5 Financial Responsibility Qualifications.

Table 2: Proposal Organization and Mandatory Page Limits

PROPOSAL SECTION	Mandatory Page Limit
SECTION 1: Proposer Information (Original + Copies + CD)	
1.1 Transmittal Letter	2
1.2 Title Page	1
1.3 Table of Contents	No Page Limit
1.4 Company Overview & Qualifications	10
1.5 Conflict of Interest Statement	No Page Limit
SECTION 2: Technical Proposal (Original + Copies + CD)	
2.1 Executive Summary	4
2.2 Work Plan	-
2.2.1 Tolling System	75
2.2.2 Roadside Communication Network	30
2.2.3 Implementation and Testing	30
2.2.4 Operations and Maintenance	20
2.2.5 Disposition/Issues Matrix (Form G)	No Page Limit
2.2.6 Preliminary Bill of Materials	No Page Limit
2.3 Qualifications & Staff Experience	-
2.3.1 Project Organization and Staffing	5
2.3.2 Staff Qualifications and Résumés	2/résumé; 1/profile
2.3.3 Proposer Project Experience (Form B)	2 (narrative only) plus form
2.4 Proposed Project Schedule	5 (narrative only)
2.5 Required Supplemental Documentation	-
2.5.1 Example Reports	100
2.5.2 System Design Work Plan	15
2.5.3 Sample Project Management Plan	No Page Limit
2.5.4 Subcontractor Management Plan	15
2.5.5 Sample Maintenance Management Plan	No Page Limit
2.6 Additional submittals and documentation (OPTIONAL)	No Page Limit
SECTION 3: Proposer Affirmations/Certifications (Original + CD)	
3.1 California Levine Act (Form D)	No Page Limit
3.2 Iran Contracting Act (Form E)	No Page Limit
3.3 Acknowledgement of Rights in Data Provisions (Form F)	No Page Limit
3.4 Disclosure of Past and Pending Legal Actions (Form H)	No Page Limit
3.5 Insurance Provisions Acknowledgement (Form I)	No Page Limit
SECTION 4: Cost Proposal (Original, Separate Cover + CD)	
4.0 Completed Cost Proposal Forms (Form "C" Series)	No Page Limit
SECTION 5: Financial Responsibility Qualifications (Hard Copy Only, Separate Cover)	
5.0 Audited financial statements described in Section IX.E.	No Page Limit

A. Proposal Section 1: Proposer Information

1. Transmittal Letter

The original Proposal must include a transmittal letter signed in ink and include a statement that the person or persons signing the Proposal is/are authorized to submit the Proposal and enter into contracts on behalf of the proposer. Copies of the original transmittal letter must be included in the proposal copies.

The transmittal letter shall be on official letterhead of the prime proposer and must include the following information:

- Statement affirming proposer can and shall comply with requirements set forth in the RFP and resulting Agreement.
- Statement affirming the Proposal contains the signed acknowledgement under Form F for expressed agreement to provisions for Rights in Data (Article 4) in *Appendix 3, Agreement for BAIFA Express Lane Network Toll System Integration & Maintenance*.
- Commitment to meet the Schedule & Project Milestone Dates identified in Attachment B of the Scope of Work (*Appendix 1*).
- List of subcontractors.
- Acknowledgement of the receipt, understanding, and full consideration of any addenda to the RFP. List RFP addenda by number and release date.
- List of existing or pending patents or copyrights held by the proposer or its subcontractors that pertain to any portion of the Scope of Work shown in *Appendix 1*; if none, include a statement to that effect.
- Statement that the proposal is a binding offer to contract with BAIFA according to the requirements of this RFP for a period of 180 days from the due date for submission of proposals.

2. Title Page

Proposals must include a title page that includes the RFP subject, the name of the proposer's firm, local address, telephone number, name of contact person, contact person's email address and phone number and the Proposal submittal date.

3. Table of Contents

Proposals must include an accurate table of contents that includes a clear identification of the material by section and page number.

4. Company Overview and Qualifications

The proposer shall provide the proposer's corporate address and a brief history of the company.

In this section, the proposer shall provide all necessary information to demonstrate that the requirements shown in Section III. Proposer Minimum Qualifications (MQs) of this RFP have been met at the time of Proposal submission. Table 3 provides instructions on information that

must be included to satisfactorily demonstrate that the proposer meets each MQ. Proposal content must clearly correlate each MQ to the content requested in the “Proposal Content” column in Table 3 below to be considered for compliance with proposer MQs.

Table 3: Demonstration of Minimum Qualifications

	Section III. Proposer Minimum Qualifications	Proposal Content
1.	The proposer shall be licensed to do business in the State of California. (Required for the prime and any/all subcontractors.)	Provide the California Business License Number for the prime and any/all subcontractors.
2a.	The proposer shall have provided the following services to another entity, public or private, within the last five (5) years: Installation of at least one currently operating electronic toll collection system that employs automatic vehicle identification (AVI) toll collection and image-based toll collection/enforcement supplemented by automated license plate recognition (ALPR) technologies. (Must be met by the prime).	For a minimum of one (1) project: <ul style="list-style-type: none"> • Name of the agency or entity (owner) • Name of the project • Brief description of the project • Proposers’ firm name under which services were provided • List of services provided • Description of the type of toll collection and toll technologies (equipment, systems, and subsystems) provided by proposer • Start and end dates of the project • Contact information of one (1) owner reference
2b.	The proposer shall have provided the following services to another entity, public or private, within the last five (5) years: Installation of at one system that includes one or more multi-lane open road tolling (ORT) toll lanes. (Must be met by the prime).	For a minimum of one (1) project: <ul style="list-style-type: none"> • Name of the agency or entity (owner) • Name of the project • Brief description of the project • Proposers’ firm name under which services were provided • List of services provided • Description of the type of toll collection and toll technologies (equipment, systems, and subsystems) provided by proposer • Start and end dates of the project • Contact information of one (1) owner reference
2c.	The proposer shall have provided the following services to another entity, public or private, within the last five (5) years: Installation of at least one system that has been accepted by the client entity/agency and is currently being maintained by the proposer or was maintained by the proposer for a minimum of one year. (Must be met by the prime).	For a minimum of one (1) project: <ul style="list-style-type: none"> • Name of the agency or entity (owner) • Name of the project • Brief description of the project • Proposers’ firm name under which services were provided • List of services provided • Description of the type of toll collection and toll technologies (equipment, systems, and subsystems) provided by proposer • Start and end dates of the project • Contact information of one (1) owner reference
3.	The proposer shall have a minimum of five (5) years of experience with design and implementation of communication network	For a minimum of one (1) project: <ul style="list-style-type: none"> • Name of the agency or entity (owner) • Name of the project

	architecture on a regional scale within the last eight (8) years. This qualification may be met by the prime or a subcontractor.	<ul style="list-style-type: none"> • Brief description of the project • Firm name under which services were provided • List of services provided • Start and end dates of the project • Contact information of one (1) owner reference
4.	<p>Designated Project Manager must have at least five (5) years of toll project management experience and three (3) references from toll projects managed during that five (5) year period. At least one reference shall come from each toll project managed during that time. Multiple references may be provided from the same toll project if the Project Manager managed fewer than three projects during the five (5) year period. Contact information, including name, email address and phone number, for the project reference shall be included in the Proposal.</p>	<ul style="list-style-type: none"> • Name of Project Manager <p>For three (3) projects, provide:</p> <ul style="list-style-type: none"> • Name of the agency or entity (owner) • Name of the project • Brief description of the project • Proposed individual's employer at the time of the services being provided • Role and responsibilities of the proposed individual • Start and end dates for when services were performed by the individual on the project • Contact information of one (1) owner reference
5.	<p>Key Personnel, as listed in <i>Proposal Section 2.3.2</i>, must each have at least the specified minimum years of experience in the area relevant to their assigned position on this project (toll system design, network communications, development, testing, installation, operations and/or maintenance).</p>	<ul style="list-style-type: none"> • Names of proposed Key Personnel <p>For each proposed individual, provide:</p> <ul style="list-style-type: none"> • Assigned position for this RFP • Description of experience for the requisite number of years including: <ul style="list-style-type: none"> ○ Names of the agencies/entities/owners, projects, etc. ○ Proposed individual's employer at the time of the services being provided ○ Role and responsibilities of the proposed individual ○ Start and end dates for when services were performed by the individual ○ Contact information of one (1) reference (which may not be a firm associated with the proposer's team)
6.	<p>The proposer shall not have received two (2) or more formal notices of material breach of contract (e.g. default notices, cure letters, etc.) in relation to toll project management, performance or delivery within the last three (3) years as of the posting of this RFP. This qualification applies to the prime and all subcontractors.</p>	<p>Statements affirming that no proposer team members have received two (2) or more notices of default or cure letters within the last three (3) years. Statements must be received from the prime and each subcontractor on the proposal team. Statements are excluded from the page limitation.</p>

5. Conflict of Interest Statement

Section XI.F. of this RFP explains what is considered an organizational conflict of interest. BAIFA has determined that the prime consultant (including a member firm of a joint venture, if the prime consultant is a joint venture firm) in a contract that has provided or is currently providing program management services to BAIFA for BAIFA's Express Lane Network is not

eligible to submit a proposal under this RFP. In addition, any firm, including a joint venture partner, that has provided advice relating to this RFP is not eligible to submit a proposal.

Potential conflicts may also exist depending on the role played by the proposer, or a subcontractor on proposer's team, on other express lane contracts issued by BAIFA or other agencies. The selected firm will not be eligible to bid on BAIFA's express lanes civil contracts.

The proposal shall state that the proposer does not have any of the relationships described above that would make it ineligible from bidding on this RFP. Also, indicate whether there are any potential conflicts of interest as defined in Section XI.F. that would limit the proposer's ability to provide the requested services and describe the plan for mitigating any such conflicts.

B. Proposal Section 2: Technical Proposal

1. Executive Summary

This section should clearly convey the proposer's understanding of the nature of the work, stakeholders, and the general approach to be taken, and identify any specific considerations. It should include, but not be limited to, a discussion of the project's purpose, a descriptive summary of the proposed approach, and specific assumptions made in selecting the approach. The summary should identify critical challenges and describe how the selected approach addresses or mitigates the related risks. The approach to managing resources, coordination with stakeholders and maintaining quality results should also be thoroughly addressed.

2. Work Plan

The Work Plan includes the Proposal Sections below. All of the Work Plan Proposal Sections shall respond to the tasks described in *Appendix 1*, Scope of Work and should:

- Discuss the tasks in sufficient detail to demonstrate a clear understanding of the project and component tasks. The proposal may include additional tasks or sub-tasks the proposer believes necessary to accomplish the project goals.
- Describe the approach in detail, using illustrations and examples from similar projects when possible.
- List specific and tangible assumptions made in developing the technical solution.
- Identify and explain any problem areas and/or potential obstacles (such as maintaining schedule, budget overruns, feasibility, communications bandwidth, etc.) to successful completion of the Scope of Work, attached as *Appendix 1*. Discuss methods, formal and informal, that the proposer will use to track and resolve these problems/obstacles during the project.

More specifically, the individual sections within the Work Plan shall address more detailed instructions for content described below.

Proposal Section 2.2.1 – Tolling System

- 1) Describe the overall proposed physical architecture of the TCS, including any preliminary design elements the proposer can include to illustrate the unique aspects of the proposed solution to BAIFA's requirements. Include as part of the description the redundancies, availability and capacity.
- 2) For the lane systems, describe all necessary roadside hardware and software required to support:
 - Lane transactions
 - Roadside enforcement
 - Variable toll message signs (VTMS)
 - CCTV
 - Traffic monitoring system (TMS)
- 3) For the Host system, describe the general proposed approach to meeting the requirements of the Host and provide a specific description of the proposed approach to the following:
 - Toll rate calculations
 - Toll rate publishing
 - Toll rate assignment
 - Toll rate manual overrides and toll rate corrections
 - Financials
 - Real time monitoring
 - Trip building, specifically:
 - Describe how Lane Transactions will be formed into Trip Transactions before sending the Transactions to the RCSC
 - Explain how Lane and Trip Transaction exceptions and anomalies will be handled
- 4) Provide a list of reports that are proposed to meet the financial and audit reporting requirements. Include the name of the report, a description of the report and whether or not it is standard or needs development, and an explanation of its relevancy to section 3.12 of Attachment A-1, System Requirements. BAIFA would prefer to see samples if available. Samples may be included in **Proposal Section 2.5.1**. Samples must be labeled to correspond with the report name on the list of reports.
- 5) Provide a comprehensive list of all reports not included in item 4 above that are proposed to meet the requirements in the Scope of Work (*Appendix 1*). Include the name of the report, a description of the report and whether or not it is standard or needs development, and an explanation of its relevancy. BAIFA would prefer to see samples if available. Samples may be included in **Proposal Section 2.5.1**. Samples must be labeled to correspond with the report name on the list of reports.
- 6) Describe the ad-hoc reporting solution and capabilities.
- 7) Describe the TCS's ability to interface to other external systems.
- 8) Describe the flexibility of the TCS's internal communication protocols.
- 9) Describe the specific solution and approach to the following:

- The ALPR system, with respect to Trip Building, Violation Enforcement System (VES) and communications. Discuss where it will reside and how it will be used in Trip Building.
 - Lane Modes
 - Digital Video Auditing System (DVAS)
 - Maintenance Online Management System (MOMS)
 - Security and access control
- 10) Describe the approach to prevention of single point failures for the solution.

Proposal Section 2.2.2 – Roadside Communication Network

- 1) Describe the overall proposed communications architecture, framework, methodology, and assumptions, including preliminary design elements, to illustrate the unique aspects of their potential solution to BAIFA’s requirements. Include as part of the description: fault tolerance, availability and capacity.
- 2) Provide specific descriptions for the following:
 - Protocols and data structures
 - Network management tools
 - Network security management
 - Bandwidth assumptions and management
 - Utilization of leased lines, wireless, and wired connections
 - Civil infrastructure needed to support the proposed communications solution
- 3) Describe the approach to prevention of single point failures for the solution.

Proposal Section 2.2.3 – Implementation and Testing

- 1) **Design & Development:** The proposer shall fully describe the proposed approach to and ability to meet the Implementation Requirements pertaining to system design and development found in *Appendix 1, Attachment A-2, Implementation Requirements*. The description shall include the following:
 - Specific and detailed assumptions the proposer made in determining the response to the Implementation Requirements;
 - Proposer’s general approach to design and development of the system prior to formal testing; and
 - Proposer’s processes for internal testing, tracking defects, regression testing and ensuring correct software versions and configurations.
- 2) **System Design Planning:** The proposer shall submit a System Design Work Plan as part of the proposal in *Proposal Section 2.5.2*. This document shall describe the planned methods for collecting input to the requirements and design process, communicating issues with BAIFA, design methodology for both hardware and software and plans for integrating existing software with new development.
- 3) **Installation & Testing:** The proposer shall fully describe the proposed approach to and ability to meet the Implementation Requirements pertaining to installation, testing and

training found in *Appendix 1*, Attachment A-2. The description shall include the following:

- Specific and detailed assumptions the proposer made in determining the response to the Implementation Requirements;
 - Proposer's general approach to the installation and testing of the system prior to live deployment. The proposer shall focus attention on Implementation Requirements that create the most project risk and the proposer's approach to avoiding or mitigating those risks;
 - Proposer's approach to site installation phasing, lane closure, and traffic control requirements; installation and inspection resources; and potential authorizations and/or support required from BAIFA, Caltrans or the California Highway Patrol (CHP);
 - Proposer's approach to ensuring the safety of all project personnel, of personnel from related agencies and of motorists on the roads surrounding the ELN installations during the installation and testing phases of the project;
 - Anticipated proposer requirements for ensuring a clean turnover from civil contractors and utility providers;
 - Proposed approach during installation and testing that each Read Point's AVI has been properly tuned and tested to optimize operation for the physical environment and for the expected traffic for all transponders issued by California tolling agencies. Examples of potential issues include tag collisions, cross-lane reads, vehicle lane determination, standalone capability, tag data storage capacity, tag acknowledge versus handshakes, and measured performance with Title 21 tags currently in use by California toll agencies.
 - Proposer's response to required functional demonstrations and tests, both off site and on site, including approach to creating test plans, internal testing in preparation for formal testing, possibilities for combining individual tests, external interface testing and testing the pricing algorithm;
 - A description of the critical planning and system cutover activities necessary prior to Tolling Commencement; and
 - Initial system and operational monitoring, issue troubleshooting and correction, and contingency procedures for use during and immediately after Tolling Commencement.
- 4) **Project Management:** The proposer shall fully describe the proposed approach and ability to meet the Implementation Requirements pertaining to project management and delivery set forth in *Appendix 1*, Attachment A-2, Implementation Requirements including a description of:
- The proposer's overall understanding of the project and ability to manage it.
 - Risks, constraints and challenges.
 - The proposer's detailed approach to requirements management, including:

- identification of the proposed requirements trace matrix (RTM) tool; and
 - the proposed processes for maintaining and updating the RTM including ways that the proposer will ensure transparency and accuracy
 - The proposer's detailed proposed approach to project management, including processes, systems, tools and/or techniques to manage the following:
 - Major tasks and deliverables that track to the Qualifying Events shown in Attachment B Project Schedule & Milestone Dates;
 - Deliverable management, specifically processes for tracking reviews, resolution of comments and document revisions;
 - Schedule management, specifically the resources, tools and techniques used to routinely maintain, update and coordinate schedules with interdependent project partners and activities;
 - Change control and management, specifically the tools and processes used to initiate, assess, document, track and implement changes;
 - Quality management, specifically the resources and processes identified to maintain quality control and assurance throughout project delivery;
 - Information security, specifically addressing resources and processes for tracking access to and ensuring the security of project and personally identifiable information; and
 - Risk Management, specifically the approach to identifying, assessing, quantitatively and/or qualitatively measuring, managing and reporting risks in a routine manner.
- 5) **Communications Plan:** The proposer shall fully describe:
- Integration and communication with BAIFA, its consultants, and other third parties.
 - Proposed methods and tools for ensuring routine and accurate transparency into progress; provide detailed specifics for transparency into progress made during system development and testing.
 - Approach for reporting on progress on all project activities in a timely manner.
- 6) **Project Management Plan:** The proposer shall provide a sample Project Management Plan. This may be provided in *Proposal Section 2.5.3*.
- 7) **Subcontractor Management Plan:** The proposer shall include a Subcontractor Management Plan in *Proposal Section 2.5.4*. The Subcontractor Management Plan shall describe the proposer's plans for managing subcontractors to deliver the project in compliance with the requirements in the Scope of Work at the required quality, cost and schedule. At a minimum, the plan shall:
- Indicate areas for which each subcontractor will provide support and demonstrate the appropriate use of the subcontractor based on expertise and experience;

- Indicate the percent of that work that each subcontractor will perform and the number of full-time equivalent (FTE) positions the subcontractor will use on the project;
- Include a description of the relevant experience of the project manager for that subcontractor and the size of its team;
- Include details on any agreements between the prime proposer and the subcontractor regarding the provision of equipment, machinery, working space, test environments or other matters related to the ability of the team to complete the Scope of Work; and
- Describe how the prime proposer will ensure that the subcontractors meet the project requirements including prime proposer plans for ensuring the quality of subcontractor work.

Proposal Section 2.2.4 – Maintenance

- 1) Describe the overall proposed approach to maintenance of the TCS.
- 2) Identify and specifically articulate the areas of the maintenance approach that increase cost effectiveness and provide economical benefits to BAIFA.
- 3) Specify and describe assumptions the proposer made in determining the response to the Warranty & Maintenance Requirements.
- 4) Clearly identify and describe assumptions that were considered for the approach.
- 5) Provide specific descriptions of the approach to:
 - Preventative maintenance
 - Operational equipment availability
 - Responding to equipment issues
 - Maintenance staffing
 - Communications with BAIFA
- 6) Provide a sample Maintenance Management Plan in *Proposal Section 2.5.5*.

Proposal Section 2.2.5 – Disposition/Issues Matrix

The proposer shall complete Form G, Disposition/Issues Matrix, found in *Appendix 2*. This is a mandatory document that must be provided using the instructions and format provided on the form.

Proposal Section 2.2.6 – Preliminary Bill of Materials

The proposer shall provide a preliminary bill of materials including but not limited to:

- Quantities
- Manufacturer
- Type, class
- Specifications
- Model (name or number)

Proposal Section 2.2.7 – Software List

The proposer shall provide a comprehensive list of software that is proposed or may potentially be included in the design of the TCS. Include the software publisher and version, and identify whether it is Commercial Software (as defined in Article 4 of the Agreement) or custom, provided by a third party or by the proposer, proprietary or free and open source software, and a designation to which project system the software shall be used (i.e. Host, Lane, or To Be Determined (TBD)). Proposer may not list its own software as Commercial Software. If the proposed software package includes both a base Commercial Software portion and portions that may be customized for the purposes of the project, include a list and description of the components or modules that are expected to be customized and their purpose.

3. Qualifications & Staff Experience

Proposal Section 2.3.1 – Project Organization & Staffing

- 1) Provide a detailed and comprehensive staffing plan to address:
 - Each project phase from design and development through maintenance
 - Management and support of the various project disciplines (Host systems, lane systems, communications, installation, testing, etc.)
- 2) Provide an organizational chart that shows roles and responsibilities of personnel and reporting structure, including subcontractors, if any. Clearly delineate Key Personnel positions and the names of the individuals assigned to those positions. Include the city/state in which each individual is physically located for work.
- 3) Describe the availability of all project personnel and their commitment to be on site.

Proposal Section 2.3.2 – Staff Qualifications & Résumés

- 1) Provide résumés for all key project personnel listed below, including a minimum of two (2) professional references. Work history for the last ten (10) years is preferred but résumés must include no less than the last five (5) years of employment. Résumés may be no longer than two (2) pages per person.
- 2) The proposer shall propose Key Personnel with the following qualifications:
 - **Principal-in-Charge:** This individual should have been an employee of proposer for at least six (6) months and shall have a minimum of ten (10) years of experience in the toll/revenue collection industry of which at least the last five (5) years shall have included senior management responsibility for major projects of which at least one (1) project shall have been \$5 million or more in value.
 - **Project Manager:** This individual shall have a minimum of five (5) years of experience, within the last eight (8) years, in program management for similar toll services. Certification as a Project Management Professional by the Project Management Institute is preferred, but not required.
 - **System Design Manager:** This individual shall have a minimum of three (3) years of experience designing and developing open road TCSs.
 - **Software Development Manager:** This individual shall have a minimum of three (3) years of experience in managing the development lifecycle of software and hardware for TCSs.

- **Installation Manager:** This individual shall have a minimum of three (3) years of experience providing construction and/or TCS installation management and oversight, although five (5) years is preferred.
 - **Communications Development Manager:** This individual shall have a minimum of three (3) years of experience managing network design, implementation, and integration in support of toll systems and interfaces, although five (5) years is preferred.
 - **Maintenance Manager:** This individual shall have a minimum of five (5) years of experience maintaining TCSs for clients.
 - **Project Quality Manager:** This individual shall have at least three (3) years as a Quality Assurance Manager on similar size and type projects.
- 3) For Key Personnel, in addition to the résumé, provide profiles in one (1) page or less including the following information:
- Proposed position
 - Description of the individual's relevant experience and how it is applicable to their proposed role
 - Identification of the individual's anticipated full time equivalency for the duration within the following project phases: program design and development, installation and testing, operations and maintenance

Proposal Section 2.3.3 – Project Descriptions & References

The proposer shall demonstrate successful past performance through submission of documentation reflecting relevant qualifications and experience using a brief narrative and completion of RFP Form B Proposer Project Experience.

- 1) The proposer's narrative shall be limited to two (2) pages total (not per project), not including the required forms. The narrative shall describe any experience that is particularly relevant to BAIFA's project or illustrates any relevant proposer-initiated cost savings, operational efficiencies, or accelerated delivery methods that were used on projects.
- 2) The Proposer Project Experience (Form B) shall be completed for three (3) projects for the prime proposer and for three (3) projects for each subcontractor on the proposer's team.

4. Proposed Project Schedule

The proposed project schedule which may be high-level, shall demonstrate the understanding of all tasks required to deliver the project with an emphasis on the critical path. The proposer shall include a Gantt schedule on 11- by 17-inch fan-folded paper. The Gantt schedule is not included in the page limit.

Proposal Section 2.4 shall specifically:

- 1) Provide a preliminary project schedule in GANTT format that meets BAIFA's schedule for milestones as specified in Attachment B, Schedule & Project Milestone Dates; and
- 2) Include on the schedule the Work Breakdown Structure identification number with each activity. This can be included at the summary activity level.

In addition to the schedule, include a narrative that:

1. Identifies specific tasks, durations and logic to deliver each Qualifying Event and interim deliverables associated with the Implementation Payment Milestones shown in Attachment B;
2. Describes the project schedule and the critical assumptions in detail;
3. Identifies the schedule management tool;
4. Identifies the largest risk areas within the schedule and describe proposed techniques to manage that risk; and
5. Identifies and describes techniques for schedule acceleration.

The proposed project schedule, including Guaranteed Completion Dates for Implementation Milestones, will be included in the Agreement (Attachment B Schedule & Project Milestone Dates) as submitted.

5. Required Supplemental Documentation

The proposer shall include the following documentation in Proposal Section 2.5:

- Proposal Section 2.5.1 shall include system report description or samples as requested under instructions for Proposal Section 2.2.1 – Tolling System.
- Proposal Section 2.5.2 shall include the System Design Work Plan as requested under instructions for Proposal Section 2.2.3 – Implementation and Testing.
- Proposal Section 2.5.3 shall include a sample Project Management Plan as requested under instructions for Proposal Section 2.2.3 – Implementation and Testing.
- Proposal Section 2.5.4 shall include a Subcontractor Management Plan as requested under instructions for Proposal Section 2.2.3 – Implementation and Testing.
- Proposal Section 2.5.5 shall include a sample Maintenance Management Plan as requested under instructions for Proposal Section 2.2.4 – Operations & Maintenance

C. Proposal Section 3: Proposer Affirmations

This section should contain the following forms provided in Appendix 2, Required Proposal Forms, completed according to the instructions provided. All forms requiring signature shall be signed by the person or persons authorized to submit the proposal and enter into contracts on behalf of the proposer.

1. California Levine Act Statement

Submit a signed Levine Act statement (Form D of Appendix 2).

2. Iran Contracting Act

Submit a signed Iran Contracting Act statement. (Form E of *Appendix 2*).

3. Acknowledgement of Rights in Data Provisions

Submit a signed acknowledgment (Form F of *Appendix 2*) of the terms of the Agreement related to Article 4, Rights in Data in *Appendix 3*, Agreement for BAIFA Express Lane Network Toll System Integration & Maintenance.

4. Disclosure of Past and Pending Notices, Claims, and Legal Actions

Submit a written and signed disclosure of past and pending legal actions (Form H of *Appendix 2*). If there are none, include a statement stating such and submit the signed form.

5. Insurance & Bond Provisions Acknowledgement

Submit a signed acknowledgment that your firm agrees to provide the required certificates of insurance providing verification of the minimum insurance requirements listed in *Appendix 3*, Agreement for BAIFA Express Lane Network Toll System Integration & Maintenance Article 11, Insurance Requirements and submit them, along with the requisite performance and payment bonds, to BAIFA within ten (10) business days of BAIFA's notice to firm that it is the successful proposer. Use Form I, Insurance Provisions Acknowledgement, of *Appendix 2*, Required Proposal Forms.

D. Proposal Section 4: Cost Proposal

In a separate sealed envelope, the proposer shall submit completed RFP Form "C" Series provided in *Appendix 2* within this section of their proposal.

The prices in RFP Form "C" Series shall represent the proposer's full proposed compensation (including all applicable surcharges such as taxes, insurance, and fringe benefits, as well as indirect costs, overhead and profit allowance, subcontractor's costs, travel and ordinary materials and supplies) for all work performed under the resulting Agreement.

With the exception of Form C-6 (Hypothetical Project Estimate) which shall not be evaluated but is included in the Proposal as a basis to use unit pricing for determining future corridor costs, the Form "C" Series shall become Attachment C, Compensation and Method of Payment to the Agreement.

E. Proposal Section 5: Financial Statements

In a separate sealed envelope, the proposer shall provide the two most recently completed annual financial statements audited in accordance with generally accepted accounting principles (GAAP). The financial statements shall include an opinion of the Certified Public Accountant on the statement(s). BAIFA will review the statements to determine financial responsibility only. Based on the financial statements, BAIFA may find the proposer not responsible. BAIFA reserves the right to request additional information if necessary to determine financial responsibility. If the response is from a Joint Venture, the Joint Venture partners must each provide the requested financial information.

Each proposer's financial statements will be returned prior to selection.

X. Proposal Evaluation

A. Verification of Minimum Qualifications & Review for General Responsiveness

The BAIFA Project Manager will review proposals to ensure that each Proposal meets the Minimum Qualifications set out in Section III, Proposer Minimum Qualifications of this RFP. Proposals that do not demonstrate that the proposer meets the Minimum Qualifications will not be considered. Also, the BAIFA Project Manager will conduct an initial review of the proposals for general responsiveness. Any Proposal that does not include enough information to permit the evaluators to rate the Proposal in any one of the evaluation factors listed below will be considered non-responsive and will not be evaluated. A Proposal that fails to include one or more items requested in the Form of Proposal may be considered responsive if evaluation in every criterion is possible. BAIFA reserves the right to request additional information from responsive proposers prior to evaluation.

The BAIFA Project Manager will notify proposer if the submitted Proposal is found to be non-responsive or fails to demonstrate the proposer's Minimum Qualifications.

B. Evaluation Panel and Evaluation Criteria

Responsive proposals will then be evaluated by an evaluation panel determined by BAIFA staff. The evaluation of the proposals shall be within the sole judgment and discretion of the evaluation panel. The evaluation panel may use the expertise of technical advisors.

All contact during the evaluation phase shall be through the BAIFA Project Manager only. Proposers shall neither contact nor lobby any evaluation panel members or BAIFA staff during the evaluation process. Attempts by proposer to contact and/or influence members of the evaluation panel may result in disqualification of proposer. For more information on *ex parte* communications, see Section XI.I *Ex Parte* Communications.

Responsive proposals shall be evaluated with their relative importance indicated by percentages:

1. Technical Proposal (65%)
2. Cost Proposal (35%)

Only Technical Proposals that meet a minimum threshold will be considered for Cost Proposal evaluation. BAIFA will not open cost proposals that do not meet the minimum threshold score for the Technical Proposal.

Technical Proposals will be evaluated on the basis of the following three evaluation factors, which are of equal importance. Listed under each evaluation factor are aspects of the proposals that the panel will consider in its evaluation. These aspects are not weighted.

Proposed Technical Approach

In carrying out the tasks listed in *Appendix 1, Scope of Work*:

- Thoroughness, clarity, logic, innovativeness and appropriateness of the proposer's approach
- Understanding and strategy to address risk
- Thoroughness of approach to testing
- Thoroughness and quality of the response to and compliance with the requirements and scope of work
- Quality of materials proposed to meet the requirements and Scope of Work
- Demonstration of project management capabilities, including appropriateness of communication strategies with BAIFA that ensure transparency

Proposed Schedule

- Logic, risk and appropriateness of proposed schedule
- Thoroughness of defined activities, events, and durations
- Sufficiency of the proposed resources to meet the schedule

Firm & Team Qualifications

- Depth, applicability and demonstrated capability
- Depth and relevance of proposed team/firm qualifications
- Past performance of team/firm based on references
- Proposed team allocation and availability, specifically for Key Personnel
- Risk posed to BAIFA based on the information obtained from references, financials, and past and pending notices of default, claims and legal actions

Cost proposals shall be evaluated based on the combined total cost of implementation and maintenance (Row E-32 on Cost Proposal Form C-1, Implementation plus Row entitled "Total Agreement Maintenance Costs" on Cost Proposal Form C-2, Maintenance).

Following the initial evaluation, the evaluation panel may elect to recommend award to a particular proposer based on written proposals alone (with or without interviews). Accordingly, each initial proposal should be submitted on the most favorable terms from a price and technical viewpoint. The panel may also elect to enter into discussions with a "short list" of proposers, consisting of those proposers reasonably likely, in the opinion of the panel, to be awarded the contract.

C. Interviews

Interviews, if held will consist of a contractor presentation and an introduction to key staff, who shall be expected to be present and respond to questions. During the interview, the contractor may be asked to provide a system demonstration to validate asserted system functionality.

D. Proposer Discussions

The purpose of discussions with a proposer on the “short list” will be to identify and communicate to the proposer its Proposal’s specific deficiencies and weaknesses and to provide the proposer with the opportunity to consider possible approaches to alleviating or eliminating them. These deficiencies or weaknesses may include such things as technical issues, management approach, schedule, cost, or team composition. Discussions may take place through written correspondence (including email) and/or during face-to-face meetings. The proposer’s Project Manager, as well as other Key Personnel identified by the evaluation panel, will be expected to participate in any discussions. The format of the discussions will be determined by the evaluation panel.

E. Request for Best and Final Offer

Following discussions, if held, proposers on the “short list” will be given the opportunity to revise their written proposals to address the questions and concerns raised during discussions or to make any other changes through BAIFA’s issuance of a Request for Best and Final Offer (BAFO). Following receipt of the BAFOs, the evaluation panel will evaluate the BAFOs against the evaluation criteria.

F. Recommendation for Award

The evaluation panel will recommend a consultant to the BAIFA Executive Director, based on their evaluation of the written proposals or BAFOs and interviews and discussions (if held). The Executive Director will review the recommendation and, if he agrees, will forward the recommendation to BAIFA for approval.

XI. General Conditions

A. Award

Any award made will be to the proposer whose proposal is most advantageous to BAIFA based on the evaluation criteria defined in Section X, Proposal Evaluation. If the selected firm fails to enter into an agreement with BAIFA within thirty (30) calendar days, in accordance with the terms and conditions of this RFP, BAIFA reserves the right to reject the proposal of the selected firm and enter into an agreement with the next highest scoring firm.

B. Agreement Arrangements

BAIFA’s Agreement for BAIFA Express Lane Network Toll System Integration & Maintenance is attached hereto as *Appendix 3*. If a proposer wishes to propose a change to any contract provision, the provision and the proposed alternative language must be submitted prior to the closing date for receipt of requests for clarifications/exceptions. If no such change is requested, the proposer will be deemed to accept BAIFA’s contract provisions.

The selected consultant will be required to maintain insurance coverage during the term of the contract at the levels described in *Appendix 3-1, Insurance Requirements*. The proposer agrees to

provide the required certificates of insurance providing verification of the minimum insurance requirements in *Appendix 3-1*, within ten (10) business days of BAIFA's notice that it is the successful proposer. Requests to change BAIFA's insurance requirements must be submitted on or prior to the closing date for receipt of requests for clarifications/exceptions. BAIFA will review the requests and issue an addendum if material changes requested by a prospective proposer are acceptable. Objections to BAIFA determinations on requests to change insurance requirements pursuant to the protest provisions of this RFP must be brought to BAIFA's attention no later than the deadline for protesting RFP provisions or compliance with all material insurance requirements will be assumed.

C. Selection Disputes

A proposer may object to a provision of the RFP on the grounds that it is arbitrary, biased, or unduly restrictive, that it should have been found to have met minimum qualifications or to be responsive, or to the selection of a particular consultant on the grounds that BAIFA procedures, the provisions of the RFP or applicable provisions of federal, state or local law have been violated or inaccurately or inappropriately applied. To object, the proposer shall submit to the BAIFA Project Manager a written explanation of the basis for the protest:

1. No later than 4:00 p.m. on the fifth business day after the date the final pre-proposal addendum is issued, for objections to RFP provisions on the grounds that they are arbitrary, biased, or discriminatory. The final addendum will be clearly marked as such.
2. No later than 4:00 p.m. on the third business day after the date the firm is notified that it did not meet the minimum qualifications or was found to be non-responsive; or
3. No later than 4:00 p.m. on the third business day after the date on which the firm is notified that it was not selected or the date BAIFA authorizes award, whichever is later, for objections to consultant selection.

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

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

The BAIFA 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 BAIFA Executive Director, it may file a written appeal with BAIFA, no later than 4:00 p.m. on the third business day after receipt of the written response from the BAIFA Executive Director. BAIFA's decision will be the final agency decision.

Authorization to award an agreement to a particular consultant by BAIFA 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 BAIFA Executive Director or, if the decision of the BAIFA Executive Director is appealed, the issuance of BAIFA's decision.

D. Public Records

This RFP and any material submitted in response to this RFP are subject to public inspection under the California Public Records Act (Government Code § 6250 *et seq.*), unless exempt by law. Other than proprietary information or other information exempt from disclosure by law, the content of proposals submitted to BAIFA will be made available for inspection consistent with its policy regarding Public Records Act requests.

If the proposer believes any proposal content 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 may request that BAIFA withhold from disclosure such proprietary materials by marking each page containing proprietary information, including financial information submitted under Section IX.E. of this RFP, as confidential and shall include the following notice at the front of its proposal:

“The data on the following pages of this proposal, including financial information submitted under Section IX.E. of this RFP 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 BAIFA only, but understands that exemption from disclosure will be limited by BAIFA's obligations under the California Public Records Act. If an agreement is awarded to the proposer submitting this proposal, BAIFA 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. Consequently, any language purporting to render any proposal forms or the cost proposal as confidential or proprietary will be regarded as ineffective and will be disregarded.**

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 BAIFA withhold such data from disclosure and BAIFA complies with the proposer's request, the proposer shall assume all responsibility for any challenges resulting from the non-disclosure; indemnify and defend BAIFA and hold it harmless from and against all claims, legal proceedings, and resulting damages and costs (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 mark each page containing proprietary information as confidential, does not include the statement described above at the front of its Proposal, and does not request that BAIFA withhold information marked as confidential and requested under the California Public Records Act, BAIFA 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 BAIFA or its commissioners, officers, employees or agents in connection with such disclosure.

E. Key Personnel & Subcontractors

Key Personnel and subcontractors assigned to the project are expected to remain on the project. Any change in Key Personnel or subcontractors on the proposed project team is subject to prior written approval of BAIFA. Removal or replacement of any Key Personnel or subcontractors identified in the proposal without written consent of the BAIFA Project Manager may be considered a material breach of contract.

F. Conflicts Of Interest

By submitting a Proposal, the proposer represents and warrants that no commissioner, officer or employee of BAIFA 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.

Whenever BAIFA is awarding an agreement 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 BAIFA and the proposer. If the conflict cannot be mitigated acceptably, BAIFA may disqualify the proposer. After award, the proposer shall take all reasonable measures to preclude the existence or development of an organizational conflict of interest in connection with work performed under the agreement resulting from this and other BAIFA solicitations. 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 BAIFA; 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 an agreement as a result of information gained in performance of this or some other project.

The proposer shall not engage the services of any subcontractor or independent contractor on any work under this RFP 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 RFP.

G. Personally Identifiable Information

The proposer agrees to comply with the special provisions related to the access and protection of personally identifiable information set forth in Article 4.4, Personally Identifiable Information of Appendix 3, Agreement for BAIFA Express Lane Network Toll System Integration & Maintenance.

H. Bond Requirements

The proposer awarded the Agreement shall be required to furnish a Performance Bond and a Payment Bond in a form satisfactory to BAIFA at the time of Agreement execution.

Performance Bond. The proposer to whom the Agreement is awarded shall provide a Performance Bond in an amount not less than one hundred percent (100%) of the total cumulative total price of the Agreement. This amount shall be calculated by adding the total amounts inserted by proposer for the Total TCS Implementation Cost on Form C-1 (after subtracting Rows 3, Payment Bond and 4 Performance Bond) and the Total Agreement Maintenance Costs on Form C-2. The Performance Bond shall guarantee the TSI's faithful performance of the Agreement in compliance with all terms, conditions, and requirements specified in the Agreement. The Performance Bond is intended to secure but not cap nor limit any liability of the TSI for damages.

Payment Bond. The successful proposer shall also provide a Payment Bond in the same penal amount as the Performance Bond. The Payment Bond shall provide BAIFA with security for the TSI's full payment to all subcontractors for costs of materials, equipment, supplies, and labor furnished in the course of performing any work that may be required under the Agreement.

The Performance and Payment Bonds shall remain in full force and effect until Project Completion. Sixty (60) days following approval of the Operations Test Milestone for each Corridor and following the System Acceptance Milestone, the penal amounts of the bonds may be reduced to no less than 100% of the remaining value of the Agreement, including maintenance, with the consent of the surety.

I. Ex Parte Communications

Proposers and proposers' representatives may not communicate with an officer, director, commissioner, employee or agent of BAIFA, with the exception of the BAIFA Project Manager, regarding this procurement until a recommendation to award has been approved by BAIFA. Proposers and their representatives are not prohibited, however, from making oral statements or presentations regarding the procurement in public to one or more representatives of BAIFA during a public meeting.

In the context of these instructions to proposers, an "*ex parte* communication" is any communication between a proposer (or the proposer's representative) and the BAIFA Executive Director, Commission member, or other BAIFA officer or employee regarding the procurement regardless of who initiates the communication, before BAIFA has approved the recommendation

to award. A “proposer or proposer’s representative” includes all of the proposer’s employees, officers, directors, consultants and agents, any subcontractors or suppliers listed in the proposer’s proposal, and any individual or entity who has been requested by the proposer to contact BAIFA on the proposer’s behalf. Any written *ex parte* communication between a proposer (or the proposer’s representative) and BAIFA or its representatives will be subject to disclosure pursuant to the California Public Records Act.

APPENDIX 1, SCOPE OF WORK

The successful TSI's scope of work is listed within this *Appendix 1* to the Request for Proposals. The following index is provided for the documents attached hereto. These documents collectively comprise the Scope of Work:

Attachment A	General Scope of Work
Attachment A-1	System Requirements
Attachment A-2	Implementation Requirements
Attachment A-3	Maintenance & Warranty Requirements
Attachment A-4	Business Rules
Attachment B	Schedule & Project Milestone Dates
Attachment C	Performance Requirements & Penalties
Reference 1	Project Glossary
Reference 2	Diagrams, Drawings and Schematics
Reference 3	Conceptual Communications Network
Reference 4	I-680 Civil Design Documents
Reference 5	I-880/SR92/SR84 Civil Design Documents
Reference 6	I-80 Civil Design Documents
Reference 7	Preliminary Work Breakdown Structure
Reference 8	System Interface Documentation

APPENDIX 2, REQUIRED PROPOSAL FORMS

Form A	Requests for Clarifications & Exceptions
Form B	Proposer Project Experience
Form C-1	Implementation Cost Proposal
Form C-2	Maintenance Cost Proposal
Form C-3	Unit Prices Cost Proposal
Form C-4	Hourly Labor Rates Cost Proposal
Form C-5	Implementation Milestone Payments Cost Proposal
Form C-6	Hypothetical Project Estimate
Form D	California Levine Act
Form E	Iran Contracting Act
Form F	Acknowledgement of Rights in Data Provisions
Form G	Disposition/Issues Matrix
Form H	Disclosure of Past and Pending Notices, Claims and Legal Actions
Form I	Insurance Provisions Acknowledgement

**APPENDIX 3 AGREEMENT FOR BAIFA EXPRESS LANE NETWORK TOLL
SYSTEM INTEGRATION & MAINTENANCE**

APPENDIX 4, RFP REFERENCE DOCUMENTS

4-1 | Express Lane Network Concept of Operations