



COLORADO

# Transportation Investment Office

## REQUEST FOR PROPOSAL

**SUBMISSION DEADLINE: March 17, 2022**

Proposals submitted to: CTIO; 2829 W. Howard Place, 5th Floor; Denver, CO 80204

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NOTE: Vendors delivering their proposal in person must check into the CDOT's Headquarters Building before being allowed to proceed to the **fifth floor** to submit their proposals. Vendors should allow approximately 10 minutes in advance of proposal deadline for the check-in procedure. CTIO reserves the right to reject any and all proposals or parts thereof, and to waive informalities or irregularities. By submission of a proposal, vendor agrees to the State of Colorado terms and conditions.

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### **Tolling Back Office Procurement Counsel**

The Colorado High-Performance Transportation Enterprise, doing business as the Colorado Transportation Investment Office (CTIO), a division of the Colorado Department of Transportation (CDOT), is requesting proposals from a qualified law firm interested in providing tolling back-office procurement legal services for CTIO activities for the next five (5) years concluding on or around December 31, 2026.

Attorneys providing services under the contract must be licensed to practice law in Colorado or are associated (in your firm or otherwise) with attorneys licensed to practice law in the State of Colorado. Attorneys shall not engage in the unauthorized practice of law pursuant to applicable rules of professional conduct. The selected attorneys may also be designated as Special Assistant Attorneys General with the Department of Law and will work closely with representatives of the Office of the Attorney General.

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Read this Request for Proposal (RFP) thoroughly before responding. Telegraphic or electronic bids (Fax, Western Union, Telex, etc.) cannot be accepted as a sealed bid. Illegible responses may be rejected as non-responsive.

**CTIO reserves the right to reject any and all bids or parts thereof, and to waive informalities or irregularities. By submission of a bid, Contractor agrees to the State of Colorado terms and conditions.**

### **By submission of a proposal, bid or quote, Contractor agrees as follows:**

- Except as replaced, modified, or supplemented by CTIO for this solicitation, all items in the State of Colorado Solicitation Instructions/Terms and Conditions are considered part of, and are incorporated by reference into this document.
- Contractor testifies that bid prices were arrived at independently and there was no collusion involved.
- The Contractor guarantees to the State that they understand and agree to the terms and conditions of this RFP and that they will not default from performance by virtue of a mistake or misunderstanding. Contractors shall seek clarification from CTIO of any specifications, terms and/or conditions that they determine to be unclear. The failure of a Contractor to seek clarification may be deemed a waiver of any such clarification.
- Low tie bids shall be decided in accordance with the provision of C.R.S. Section 24-103-202.5, as it currently exists or is hereafter amended, which gives a preference to resident Contractors. Any Contractor who wishes to be considered a "resident Contractor" for purposes of the tie bid procedure provided in C.R.S. Section 24-103-202.5 shall include with their bid, proof that they meet the definition of resident Contractor as set forth in either C.R.S. Section 24-103-101(6)(a) or C.R.S. Section 24-103-101(6)(b).

- Pursuant to CRS 24-30-202.4 (as amended), the State controller may withhold debts owed to State agencies under the vendor offset intercept system for: (a) unpaid child support debt or child support arrearages; (b) unpaid balance of tax, accrued interest, or other charges specified in Article 22, Title 39, CRS; (c) unpaid loans due to the student loan division of the department of higher education; (d) owed amounts required to be paid to the unemployment compensation fund; and (e) other unpaid debts owing to the State or any agency thereof, the amount of which is found to be owing as a result of final agency determination or reduced to judgment as certified by the controller.
- ***This award shall be available primarily for use by CTIO. Other State Agencies and Institutions, and Local Governments and Political sub-divisions in the State of Colorado may be allowed to access use of this award ONLY if approved by State Purchasing and such use does not conflict with the work required under any contract with CTIO.***

All proposals must be submitted on this form and signed in ink by an authorized officer or agent of the firm.

Vendor Name \_\_\_\_\_ Signature \_\_\_\_\_  
 Vendor \_\_\_\_\_ Address \_\_\_\_\_  
 Name(Print) \_\_\_\_\_  
 City, State, Zip \_\_\_\_\_ Title \_\_\_\_\_ Date \_\_\_\_\_  
 Vendor Phone \_\_\_\_\_ Fax \_\_\_\_\_ F.E.I.N./SSN \_\_\_\_\_

**NOTE: Results will be posted on the CTIO web site and/or sent via postal system but will not be discussed by phone except as noted in the RFP document.**

# REQUEST FOR PROPOSAL COLORADO TRANSPORTATION INVESTMENT OFFICE

## SECTION 1 ADMINISTRATIVE INFORMATION

### 1.1 ISSUING OFFICE:

This request for proposal is issued for the State of Colorado by the Colorado Transportation Investment Office (CTIO). All contact regarding this Request for Proposal (RFP) is to be directed to:

Mrs. Kelly Brown, Tolling Operations Manager  
Colorado Transportation Investment Office  
2829 W. Howard Place, 5th Floor  
Denver, CO 80204  
(303) 877-4005  
kelly.brown@state.co.us

### 1.2 PURPOSE:

The purpose of this RFP is to obtain competitive bid proposals from qualified law firms interested in providing tolling back office procurement services generally for CTIO activities for the next five (5) years.

This RFP provides prospective proposers (also referred to as “Contractor”) with sufficient information to enable them to prepare and submit proposals for consideration by CTIO to satisfy the needs as outlined in the Scope of Work.

### 1.3

<b>SCHEDULE OF ACTIVITIES:</b>	<b>DATE</b>	<b>TIME (MST)</b>
A. RFP Published on CTIO Website	FEB. 16	2PM
B. Prospective Proposers' Inquiry Deadline	FEB. 23	4PM
C. Response to Proposer Questions	MAR. 4	4PM
D. <b>PROPOSAL SUBMISSION DEADLINE</b>	<b>MAR. 17</b>	<b>4PM</b>
E. Evaluation of Proposals	MAR. 17 – 28	N/A
F. Top Consultants Selected and Notified of Interview (estimate) <i>if determined necessary.</i>	MAR. 29	4 PM
G. Interviews with short list of Consultants (estimate), <i>necessary.</i>	APRIL 5	9AM
H. Consultant Selection (estimate)	APRIL 6	12PM

### 1.4 PROPOSAL SUBMISSION:

All proposals must be received by CTIO, 2829 W. Howard Place, 5th Floor, Denver, CO 80204, no later than the date and time shown in the Schedule of Activities, Proposal Submission Deadline for receipt of proposals. Each proposal shall consist of **one (1) original** (identified as such) and **four (4) copies** of the proposer's complete proposal. In addition, one complete copy of the proposal shall be submitted in electronic format (via protected PDF) via Google Drive. It is the responsibility of the proposer to ensure that their proposal is received by CTIO prior to the deadline. Proposers mailing their documents should allow ample mail delivery time to ensure timely receipt of their proposals. PROPOSALS RECEIVED AFTER THE ABOVE DATE AND TIME WILL NOT BE CONSIDERED. Proposals must be clearly identified as a proposal for **CTIO Tolling Back Office Procurement Counsel** and shall show such information on the **outside** of the proposal packet. Proposals will not be accepted by facsimile or electronic mail transmittal.

Proposals shall not be longer than fifteen (15) pages, not including the covers, index, tab sheets, required forms or certifications, resumes and appropriate appendices.

Proposers are advised that CTIO desires that proposals prepared in response to this RFP be submitted on recycled paper, and that all copies be printed on both sides of paper. While the appearance of proposals is important, and professionalism in proposal presentation should not be neglected, non-recyclable, non-recycled glossy materials and clear plastic covers shall not be used. **In addition, proposals should be in flat bound form to facilitate filing.**

**PLEASE NOTE: Proposals submitted in loose-leaf binders or 3-ring binders will NOT be accepted.**

**1.5 INQUIRIES:**

Prospective proposers may make written inquiries concerning this RFP to obtain clarification of requirements. No inquiries will be accepted after the date(s) and time(s) specified in the Schedule of Activities, Section 1.3. Questions must be submitted in writing on the proposer's letterhead to:

Mrs. Kelly Brown, Tolling Operations Manager  
Colorado Transportation Investment Office  
2829 W. Howard Place, 5th Floor  
Denver, CO 80204  
(303) 877-4005  
kelly.brown@state.co.us

All envelopes containing questions must be clearly labeled "**Inquiry for CTIO Tolling Back Office Procurement Counsel**" to facilitate handling and distribution. Inquiries sent by fax will be accepted (fax number (303) 757-9656). Email inquiries must be clearly identified and marked "**Inquiry for CTIO Tolling Back Office Procurement Counsel**" in the Subject Line. An addendum will be published onto the CTIO website, at <https://www.codot.gov/programs/hpte/procurement/procurement>, responding to questions submitted regarding this RFP.

**1.6 AMENDMENTS TO RFP:**

In the event it should be necessary to revise any portion of this RFP, addenda will be published on the CTIO website. It is the prospective proposer's sole responsibility to monitor the internet site, at <https://www.codot.gov/programs/hpte/procurement/procurement>, and to acknowledge and/or comply with all addenda to this RFP.

**1.7 RESPONSE MATERIAL OWNERSHIP:**

All material submitted pursuant to this RFP becomes the property of the State of Colorado. Proposals may be reviewed by any person after the "Notice of Intent to Make an Award" letter has been issued, subject to the terms of Section 24-72-201 et. seq., C.R.S., as amended.

**1.8 PROPRIETARY INFORMATION:**

All material submitted in response to this RFP may become public record and may be subject to inspection after CTIO executes a contract with the preferred proposer. Any material requested for treatment as proprietary and/or confidential must be clearly identified and easily separable from the rest of the proposal. Such request must include justification for the request. The request will be reviewed and either approved or denied by the CTIO Director. If denied, the proposer will have the opportunity to withdraw its entire proposal, or to remove the proprietary restrictions. Refer to Section 1.32 of this RFP for submission of Confidential/Proprietary information.

**1.9 REJECTION OF PROPOSALS:**

CTIO reserves the right to reject any or all proposals received in response to this RFP, or to cancel this RFP if it is in the best interest of the State to do so. Failure to furnish all information or to follow the proposal format, requested in this RFP may disqualify the proposal. Any exceptions to the Scope of Work must be clearly identified and supported in the proposal. Inclusion of such exceptions does not guarantee acceptance by CTIO of such variation, and may instead lead to rejection of the proposal as non-responsive.

In the event that award is NOT made to any proposer, or CTIO cancels the RFP solicitation, all received proposals must remain confidential and not open for public inspection. The purpose for this condition is to prevent any future potential proposers an opportunity to review other bidders' proposals and thereby gain any unfair advantage in submitting future proposals.

Any cancellations occurring before the submittal due date will be returned unopened to the appropriate bidder with a notice of cancellation letter.

**1.10 ORAL PRESENTATION/SITE VISITS:**

Proposers *may be* asked to make oral presentations, and participate in a question and answer period conducted by the evaluation committee, to insure that the proposers have the abilities offered in their proposal, to provide the services solicited specifically by CTIO and, potentially, other State agencies. The *optional* oral presentation stage of the RFP selection process is designed solely for the benefit of the evaluation committee towards assisting it in making a final proposal selection. Oral presentations will be conducted at the sole discretion of the committee, and be at the proposer's expense. If invited to make a presentation, the proposer should be prepared to answer any possible questions of clarification related to the RFP requirements or the proposal submitted in response to this RFP solicitation. If invited to make an oral presentation, proposer must ensure attendance by those primary staff members anticipated to provide services under any resulting contract, and any other personnel identified by CTIO at the time of invitation.

**1.11 PARENT COMPANY:**

If a proposer is owned or controlled by a parent company, the name, main office address and parent company's tax identification number must be provided in the proposal.

**1.12 EVALUATION CRITERIA:**

An evaluation will be made by a committee to determine the merit of proposals received in accordance with the evaluation criteria defined herein. The recommendations of this group will be forwarded to the CTIO Director for approval.

1.12.1 Failure of the proposer to provide in their proposal any information requested in this RFP may result in disqualification of the proposal and shall be the responsibility of the proposing individual or firm.

1.12.2 During the evaluation process, discussions may be conducted with proposers who submit proposals determined to be realistic candidates for the award. It will be the recommendation of the evaluation committee if discussions for clarification are needed, based on their experience with application of these services to CTIO specific projects.

1.12.3 The sole responsibility of the committee will be to recommend the bidders whose proposal is most responsive to the State's needs while within the available resources. The specifications within this RFP represent the minimum performance necessary for response.

1.12.4 Specific evaluation criteria are outlined in Section 3 entitled Evaluation Criteria.

**1.13 PROPOSAL CONTENT / ACCEPTANCE OF RFP TERMS:**

A proposal submitted in response to the RFP shall constitute a binding offer. Acknowledgment of this condition shall be indicated by the autographic signature of the proposer, or an officer of the proposer legally authorized to execute contractual obligations. A submission in response to the RFP acknowledges acceptance by the proposer of all terms and conditions including compensation, as set forth herein. Proposer shall identify clearly and thoroughly any variations between its proposal and the RFP. Failure to do so shall be deemed a waiver of any rights to subsequently request modification of the terms of performance, except as outlined or specified in the RFP.

**1.14 PROVISION FOR REQUIRED INSURANCE:**

Award of a contract will be contingent upon the successful proposer submitting certificates of insurance in accordance with the provisions of the attached Provision for Required Insurance, provided in the Sample Contract, Attachment B to this RFP.

**1.15 CONSULTANT CERTIFICATION:**

Proposers must submit a signed Consultant Certification Form with their proposal, provided as Attachment A to this RFP.

**1.16 CONFLICT OF INTEREST:**

By submission of a proposal, proposer agrees that, at the time of contracting, the proposer has no interest, direct or indirect, that would conflict in any manner or degree with the performance of the required services. The proposer shall further covenant that, in the performance of the contract, they shall not employ any person having any such known interest. Any firm affiliated or related to an employee of the [Transportation Commission](#), the [CTIO Board](#), or [CTIO](#) shall be ineligible to submit a proposal for the required services (please run conflict checks on each name in the links provided).

**1.17 PROPOSAL PRICES:**

Proposed cost information must include, at a minimum, rates associated with each staff position anticipated to work on this Project and any/all overhead multipliers. Although proposers are not asked to provide binding, specific costs at this time, they are urged to submit prices reflective of as accurate and reasonable a prediction of estimated costs as possible based upon the scope of work described in this RFP and the estimate of staff time required to complete. CTIO anticipates negotiating with the successful bidders through the task order process. This will result in final details for each task order in areas such as a detailed work plan, a delivery schedule, the specific work product(s) and compensation amounts which may include a success fee component. Proposers are alerted that any revisions, including costs, will be closely evaluated by the committee and /or licensed professional, to insure the elimination of any inequities and unacceptable conditions. In addition, proposers are advised that if, in the course of performance of a contract resulting from this RFP solicitation, any travel or per diem is required, those costs will be reimbursed at the rates outlined in the State of Colorado Fiscal Rules.

**1.18 REQUEST FOR PROPOSAL/INVITATION FOR BID:**

**The Request For Proposal/Invitation for Bid Form - the cover page of this RFP - must be signed, in ink, by a person authorized to bind the proposer, and returned with the proposal. In addition, any subsequent amendments (such as Responses to Inquiries), made to the RFP as per Section 1.6 must be acknowledged with signature by a person authorized to bind the proposer, and returned with the proposal.**

**1.19 BUDGETED FUNDS:**

As the intent is to issue this as a task order contract, overall funds for the contract are not disclosed at this time. Based upon the pricing agreed upon in concluding this contract, task orders will be budgeted and issued as appropriate. Prior to issuing a task order, CTIO will issue a scope of work to the pool of qualified firms and will give no more than two weeks for a bid. CTIO will select the bid that is determined most advantageous to CTIO's need(s), and not necessarily the lowest cost.

**1.20 INCURRED COSTS:**

CTIO is not liable for any cost incurred by proposers prior to issuance of a legally executed contract or procurement document. No property interest of any nature shall occur until a contract is awarded and signed by all concerned parties.

**1.21 INTENT TO AWARD:**

After proposers are selected, an "Intent to Award" letter will be emailed to all firms who submitted a proposal. After Intent to Award has been issued, interested parties may review their proposal's evaluation scores by making an appointment with:

Mr. Simon Logan, CTIO Liaison & Program Coordinator  
Colorado Transportation Investment Office  
2829 W. Howard Place, 5th Floor  
Denver, CO 80204

**1.22 PROTESTED SOLICITATIONS AND AWARDS:**

Any actual or prospective proposer or contractor who is aggrieved in connection with the solicitation or award of a contract may protest to the CTIO Director, Mr. Nicholas Farber. The protest shall be submitted in writing within seven (7) working days after such aggrieved person knows, or should have known, of the facts giving rise thereto. Ref. Section 24-109-101 et seq., C.R.S., as amended; Section 24-109-201 et seq., C.R.S. as amended; Section R-24-109-101 through R-24-109-206, Colorado Procurement Rules. Protests received after the seven-working-day period shall not be considered. Although CTIO is exempt from the Procurement Code, it will use its best efforts to adhere to the Procurement Code as related to protests only. The written protest shall include, as a minimum, the following:

- A. The name and address of the protestor;
- B. Appropriate identification of the procurement by bid, RFP, or award number;
- C. A statement of the reasons for the protest; and
- D. Any available exhibits, evidence or documents substantiating the protest.

**1.23 STANDARD CONTRACT:**

CTIO will incorporate standard State contract provisions into any contract resulting from this RFP (see Attachment B, Sample Contract). CTIO anticipates issuing a task order contract for a five year term.

**1.24 SELECTION OF PROPOSAL:**

All proposers will be notified in writing regarding the results of the RFP selection. Upon review and approval of the evaluation committee's recommendation for award, CTIO will issue a "Notice of Intent to Make an Award" letter to the apparent successful proposers. Provided, however, that all proposers understand that such letter, by itself, does not grant any property interest or right of any nature in the RFP work/services or to a contract for the performance of such work/services. Contract terms that are consistent with the RFP and that are acceptable to the State must first be discussed, and a contract must then be completed and signed by all parties and the State Controller, before any such right exists. Therefore, the apparent successful proposer receiving a "Notice of Intent to Make an Award" letter shall not rely on that letter to make commitments to third parties, and the apparent successful proposer shall not take any actions(s) to prepare for, or start, the performance of the RFP work/services until a contract is so discussed and executed. If the parties are unable to agree on negotiated terms, for the contract, or if this desired schedule date is not met through no fault of CTIO, CTIO may elect to cancel the "Notice of Intent to Make an Award" letter and make the award to the next most advantageous proposer.

**1.25 AWARD OF CONTRACT - MERIT:**

The award will be made to that proposer whose proposal conforms to the RFP terms and conditions and is judged by the committee to be the most advantageous to the State of Colorado and CTIO, price and other factors considered, subject to negotiation, successful discussion, and final execution of an acceptable contract as described above.

**1.26 AWARD OF CONTRACT - TIMELINE:**

It is the intent of CTIO to select a preferred proposal within 60 days of the deadline for receipt of proposals. However, as the evaluation process is dependent upon the number of proposals received, their length, and committee member's schedules, the schedule of activities after the proposal submission deadline, is strictly estimated and therefore, bid proposals must be firm and valid for award for at least 90 days after the deadline for receipt of proposals.

**1.27 NEWS RELEASES:**

News releases pertaining to this RFP shall NOT be made prior to execution of a contract, and then are to be made only with the approval of CTIO. Selected proposer will not be allowed to discuss this information or to copy records to third parties per State regulation.

**1.28 CERTIFICATION OF INDEPENDENT PRICE DETERMINATION:**

1.28.1. By submission of this proposal each proposer certifies and, in the case of a joint proposal, each party thereto certifies as to its own organization, that in connection with this procurement:

- (a) The prices in this proposal have been arrived at independently, without consultation, communication, or agreement, for the purpose of restricting competition, as to any matter relating to such prices with any other proposer or with any competitor;
- (b) Unless otherwise required by law, the prices which have been quoted in this proposal have not been knowingly disclosed by the proposer and will not knowingly be disclosed by the proposer prior to opening, directly or indirectly to any other proposer or to any competitor; and
- (c) No attempt has been made by the proposer to induce any other person or firm to submit or not to submit a proposal for the purpose of restricting competition.

1.28.2 Each person signing the Request for Proposal / Invitation For Bid form of this RFP certifies that: He/she is the person in the proposer's organization responsible within that organization for the decision as to the prices being offered herein and that he/she has not participated, and will not participate, in any action contrary to 1.28.1 (a) through (c) above.

**OR**

He/she is not the person in the proposer's organization responsible within that organization for the decision as to the prices being offered herein but that he/she has been authorized in writing to act as agent for the persons responsible for such decision in certifying that such persons have not participated, and will not participate, in any action contrary to 1.28.1 (a) through (c) above, and as their agent does hereby so certify; and he/she has not participated, and will not participate, in any action contrary to 1.28.1 (a) through (c) above.

1.28.3 A proposal will not be considered for award where 1.28.1 (a) and (c), and/or 1.28.2 above have been deleted or modified. Where 1.28.1 (b) above has been deleted or modified, the proposal will not be considered for award unless the proposer furnishes with the proposal a signed statement which sets forth in detail the circumstances of the disclosure and the head of CTIO, or designee, determines that such disclosure was not made for the purpose of restricting competition.

**1.29 TAXES:**

The Proposer is hereby notified that when materials are purchased in certain political subdivisions the Proposer may be required to pay sales tax even though the ultimate product or service is provided to the State of Colorado. This sales tax will not be reimbursed by the State.

**1.30 PROJECT SERVICES AND FUNDING AVAILABILITY:**

Financial obligations of the State payable after the current fiscal year are contingent upon funds for that purpose being appropriated, budgeted, and otherwise made available. In the event funds are not appropriated, any resulting contract will become null and void, without penalty to the State of Colorado.

**1.31 INTELLECTUAL PROPERTY AND OWNERSHIP RIGHTS:**

All original materials, including any reports, studies, designs, drawings, specifications, notes, documents, software and documentation, computer-based training modules, electronically or magnetically recorded material and related intellectual property developed or created by the successful Contractor pursuant to the services sought by this RFP, and subsequently provided and integrated by contract between CTIO and the successful proposer, shall become the sole property of the State. Any commercial off-the-shelf software (COTS), required by successful proposer to complete the works described for this Contract, will be licensed to CTIO at CTIO's expense either directly by CTIO, or on behalf of CTIO, by the successful proposer.

**1.32 SUBMISSION OF CONFIDENTIAL/PROPRIETARY INFORMATION:**

The State neither requests nor encourages the submission of confidential/proprietary information in response to this RFP. Information submitted will be open for public inspection. However, written requests for confidentiality can be submitted to the CTIO Director, provided that the submission must be in STRICT accordance with the following procedures. Adherence to these procedures remains the SOLE RESPONSIBILITY of the proposer.

**PROCEDURES FOR SUBMISSION OF CONFIDENTIAL/PROPRIETARY INFORMATION:**

- A. Written request for confidentiality shall be submitted, by the proposer, with the proposal documents.
- B. The written request will be enclosed in an envelope marked "REQUEST FOR CONFIDENTIALITY", and attached to the cover of the ORIGINAL copy of the proposer's proposal that contains the CTIO invitation for proposal page with the proposer's ORIGINAL autographic signature.



- C. The written request must state SPECIFICALLY AND IDENTIFY BY PAGE NUMBER, what elements of the proposal are to remain confidential. The request must also IDENTIFY THE BASIS for the claim of confidentiality, OTHER than a recitation of a SPECIFIC State or Federal statute.
- D. Confidential/Proprietary information MUST be readily IDENTIFIED, MARKED and SEPARATED /PACKAGED from the rest of the proposal. Co-mingling of confidential/propriety information and other information is NOT acceptable.
- E. The CTIO Director will make a written determination as to the apparent validity of any request for confidentiality. The written determination of the Director will be sent to the proposer.
- F. Proposals that are determined to be at variance with this procedure may be declared non-responsive by the Director, and not given further consideration.

**1.33 ASSIGNMENT AND DELEGATION:**

Except for assignment of antitrust claims, neither party to any resulting contract stemming from this RFP, may assign or delegate any portion of the Contract without the prior written consent of the other party. This restriction includes contractor use of “out-of-state” personnel that may not have the ability to comply fully with CTIO Project scheduling constraints.

**1.34 VENUE:**

The laws of the State of Colorado shall govern in connection with the formation, performance and the legal enforcement of any resulting contract.

**1.35 BACKGROUND, OVERVIEW AND GOALS:**

A. CTIO Overview

In 2009, the Funding Advancements for Surface Transportation and Economic Recovery, otherwise known as FASTER, which established, in part, HPTE, now doing business as CTIO. The General Assembly found and determined in FASTER (Section 43-4-806(1), C.R.S.) that it is necessary, appropriate, and in the best interests of the state to aggressively pursue innovative means of more efficiently financing important surface transportation infrastructure projects that will improve the safety, capacity, and accessibility of the surface transportation system, can feasibly be commenced in reasonable amount of time, will allow more efficient movement of people, goods, and information throughout the state, and will accelerate the economic recovery of the state. CTIO’s legislation listed innovative means of financing projects to include, but not limited to, public-private partnerships, operating concession agreements, user fee-based project financing, and availability payment and design-build contracting.

Since it was created in 2009, CTIO has been building its capacity for Express Lane operations. It currently has 108 lane miles of Express Lanes in operation and 115 lane miles of Express Lanes under construction. Express Lanes increase roadway capacity and help manage congestion on Colorado highways by adding lanes that provide a choice to drivers.

Nine out of ten CTIO projects have used some form of innovative financing (including two public-private partnerships). Innovative financing enabled by CTIO, through Express Lanes, has helped deliver more than \$3 billion in projects in the last five years. CTIO has:

- Helped secure \$130 million in federal grant dollars
- Directly attracted \$125 million in private investment
- Leveraged more than \$1 billion of bond proceeds and other loans to contribute to projects in the state’s most congested regions

Without the use of Express Lanes as a financing tool, the state of Colorado would have had to find an additional \$1.27 billion in funds to deliver these projects. Otherwise, the projects would have been significantly delayed, scope would have been reduced substantially, or money would have been reallocated from other projects around the state to fill the funding gaps. Without the use of Express Lanes as a financing tool, CTIO and CDOT would not have been able to deliver nine projects in five years, totaling more than \$3 billion in project value. Instead, without the Express Lanes, CDOT would have been able to deliver one, or possibly two, of the projects, with a value well under \$1 billion.

The Colorado Tolling Enterprise (CTE, CTIO's predecessor) and CTIO have a 15-year history with the E-470 Public Highway Authority ("Authority" or E-470):

- In 2006, CTE entered into a pass-through cost contract with the Authority for the I-25 Central Reversible Express Lanes.
- In 2015, CTIO entered into a five-year Tolling Services Agreement (TSA) for tolling equipment installation, maintenance of certain aspects of our tolling equipment, and other tolling back-office services.
- In 2018, CTIO extended the TSA by three years (from a June 2020 Expiration Date to June 2023).
- After the extension both parties focused on the procurement and CTIO's eventual selection of Electronic Transaction Consultants (ETC), effective August 18, 2020.

E-470 notified CTIO soon after the TSA extension that it was no longer going to install toll equipment for CTIO. On September 5, 2018, E-470 invited CTIO to join its Next Generation Lane Tolling System (NGLTS) RFP process, which resulted in the selection of ETC as vendor. Because CTIO needed a tolling equipment vendor for the upcoming Express Lanes, i.e., WB PPSL, Gap, etc., the Commercial Back-Office Service (CBOS) RFP was put on hold and all efforts were focused on the NGLTS RFP procurement process.

#### E-470 Public Highway Authority

The E-470 Public Highway Authority is a 47-mile semi-circular all electronic toll road to the east of the Denver Metro Area. E-470 is a political subdivision of the state under 43-4-502 C.R.S. with a Board of Directors consisting of the eight political subdivisions that the road bisects. The road opened in 1991 and transitioned to all electronic tolling in 2009.

ETC is CTIO's current tolling roadside equipment vendor. ETC is responsible for procuring, installing, and integrating all roadside tolling equipment. ETC also provides operational back-office services including trip building, dynamic pricing, and forming complete financial transactions. ETC provides maintenance services for tolling equipment and software.

#### B. CTIO's Goals for a Future CBOS

Since early this year, CTIO has been contemplating its needs regarding its future CBOS and has identified seven goals for a future CBOS. Those goals are:

1. Flexible, robust, and scalable CBOS;
2. Full and unrestricted access to all CTIO transactional data;
3. Full access and visibility of all processes;
4. Full access to cost model's native electronic files;
5. Performance-based contract;
6. Follow a competitive procurement; and
7. Fully auditable CBOS.

- C. We anticipate starting the procurement process in, issue a RFQ by summer 2022 and complete the RFP development by December 2022.

#### D. Responsibilities

The preferred proposer will work closely with the CTIO's staff, the CTIO Board Subcommittee on the Commercial Back Office Procurement, CTIO's tolling advisor (Atkins and KPMG), and the Attorney

General's Office to provide necessary legal advice and assistance with the CTIO's procurement of a CBOS. These services include, but are not limited to:

- Assist in preparation of documentation regarding the CTIO's CBOS requirements, business rules, intellectual property requirements, and policies to be approved by the CTIO Board.
- Ensure compliance with Colorado Revised Statutes, the state's procurement laws and policies, federal intellectual property laws, as applicable, and other related laws and regulations (including but not limited to PII, PCI, and cybersecurity state regulations and policies).
- Assist in the preparation of documentation, such as the Request for Information (if used), the Request for Qualifications, and the Request for Proposals.
- Assist in the preparation of the evaluation materials for the RFI, RFQ, and RFP.
- Assist in overseeing any demonstration of potential tolling technologies or a potential proof of concept.
- Assist in drafting a contract template
- Participate in the negotiation of contract terms, including state specific terms and intellectual property terms, with preferred proposer.
- Participate in the negotiation of the Tolling Services Agreement terms with the E-470 Public Highway Authority and its outside counsel.
- Support CTIO on ExpressToll brand negotiation with E-470 or CTIO own branded transponder development
- Provide legal support on interagency agreements, third party entities engagements (collection agencies, image review, ..etc.\_ or other states Department of Motor Vehicle (DMV) negotiations
- Assist with interoperable collection program negotiations (e.g. E-Zpass). Furnish necessary legal memoranda and render necessary opinions as appropriate.
- Attend CTIO Board and/or Transportation Commission meetings to the extent required or requested.
- Provide on-going legal support and advice for the procurement process as may be required by CTIO. Such work could include, but is not limited to, negotiating a new wind-down contractual mechanism with E-470.
- Provide support on any vendor protests.
- Assist in drafting the software escrow agreement.
- Assist in the development of violation enforcement process and related data retention requirements.

#### E. Personnel Assigned to the Engagement

Biographical information for the individuals that will be assigned to this engagement should be included with the proposal as an appendix (will not count towards page count). For lead members of your team, please identify their past experience on specific projects that involved advising toll providers. Please clearly identify the roles played by key members of your team through an organization chart showing the internal roles and relationships among team members. Proposers will be prohibited from making personnel changes during the engagement without CTIO's approval.

#### F. Case Studies

Provide up to three (3) examples of past work by your team in supporting toll providers procuring a new tolling and commercial back-office (within the last seven years). A brief description of these examples should be included in the main section of the proposal with limited additional information presented as an appendix, which will not count towards the page limit. Also, provide three (3) references for each case study that CTIO can contact.

#### G. Communications and Inquiries

Any and all inquiries associated with this request for proposals should be directed to:

Mrs. Kelly Brown, Tolling Operations Manager  
Colorado Transportation Investment Office  
2829 W. Howard Place, 5th Floor

Denver, CO 80204  
(303) 877-4005  
kelly.brown@state.co.us

All communications between a proposer and the CTIO contact person above must be by written or electronic communication. Any firm or person associated with a proposing team is prohibited from contacting any person at CTIO or CDOT on the subject of this RFP. Such communication will be considered as creating an unfair process and any firm violating this prohibition will be subject to disqualification.

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## SECTION 2

### INFORMATION REQUIRED FROM PROPOSERS

#### GENERAL OFFEROR RESPONSE – SUBMISSION GUIDELINES

#### 2.0 GENERAL SUBMISSION GUIDELINES:

A “proposal” is a responsive, conforming, unconditional, complete, legible and properly executed offer from a qualified, responsible party interested in providing the services called for, and solicited by, this RFP. It shall be the sole responsibility of the proposer to ensure that the proposal is in the proper form and in CTIO’s possession at the designated location before the scheduled time on the due date of receipt. Proposals will not be returned unless the RFP solicitation is cancelled prior to the submittal due date, in which case such proposals will be returned unopened, or opened for identification purposes only. Any proposal received AFTER the submittal due date and time will be returned unopened, or opened for identification purposes only. It is the primary proposer’s further responsibility to identify any anticipated subcontractors, and their anticipated work responsibilities.

#### 2.1 PROPOSAL REQUIREMENTS:

Proposals must provide details of how your organization anticipates providing the services required. This format will allow for more efficient evaluation by the committee and provide proposers with a means of ensuring all requested information is included as part of the submitted documentation. Proposals must detail the proposer’s understanding of, and approach to, the Project, including how each element of section 1.35(D) will be accomplished, identification of any work to be performed, or anticipated to be performed, by subcontractors. This section of the proposal should contain information amounting to more than a mere duplication or rephrasing of the RFP, instead, the proposer should demonstrate an understanding of the State’s needs and objectives. In other words, answer the question: What is the reason for this solicitation and work described herein?

Proposers should organize their material in the following sequence.

- Cover letter and executive summary (**won’t count against page limit**);
- Identification and brief description of the firm or firms included;
- Individuals assigned to the engagement and an organization chart;
- Relevant experience and skills of the team members;
- Case studies from experience acting as counsel for a public owner’s tolling back-office procurement.;
- Background / Approach to staffing the project;
- Hourly rates;
- Identification of any existing contract or relationship with CTIO, CDOT, E-470 Public Highway Authority, or other relevant stakeholder entity or group.

***The basic response may not exceed fifteen (15) pages. One page shall equal one side of an 8 ½ X 11 inch sheet of paper, one column, single spaced.*** Describe in full the subject item. The description may be in narrative or outline format, while remaining as brief and concise as possible. Proposers are requested to avoid inclusion of general marketing material or place it in a clearly marked appendix. Resumes of key staff should be included as appendices to the proposal and will not count towards the page limit.

#### 2.2 BACKGROUND / APPROACH TO PROJECT:

This section of the proposal, should demonstrate the proposer’s understanding of, and approach to, the described services, specifically addressing how *each element* of the Key Goals will be accomplished.

The proposer must not simply duplicate or rephrase this RFP, but rather submit a response containing information that demonstrates a good understanding of CTIO needs and objectives and how the proposer will attain those needs and objectives.

The goal of the proposer in responding to this section of the RFP is to provide the CTIO evaluation panel enough information to properly review and score in accordance with the criteria presented in Section 3.3.

The proposal should list and describe all relevant work experience and qualifications, including but not limited to:

- A. Why your firm is well qualified to provide the legal services that have been described in this RFP.
  - a. Please submit the name of the lead partner, the other partners, and the associates who will be assigned to the engagement. Please include résumé and state their relevant experience with past CBOS procurements. Please include the state or federal bar(s) to which he or she is admitted to practice and a listing of all courts before which he or she is actively practicing. Please note that if a firm elects to change the lead partner on the Project, CTIO will have to approve.
  - b. Provide the availability and percentage of time that the individuals will be assigned to the engagement;
- B. Recent experience in providing such legal services (please tailor your answers to what your firm is proposing). In particular, describe:
  - a. Your firm's relevant knowledge, including a description of your firm's expertise and experience in representing government entities on CBOS procurements (again, we want to know your firm's specific roles).
  - b. Your firm or team's experience with tolling back office intellectual property law.
  - c. Your firm's experience with the Colorado Taxpayer's Bill of Rights; Colorado State Statutes and Fiscal Rules the Colorado State Procurement Code—please be specific.
- C. Briefly describe your perspective on the key legal issues CTIO will likely face on this procurement;
- D. Briefly describe how your firm resolved particularly challenging legal issues in similar engagements such as this one;
- E. The steps that will be taken and procedures routinely used to ensure that any legal representation provided to CTIO will be provided in a cost effective manner;
- F. Your firm's resources and accessibility including a statement regarding the factual/legal resources available to your firm and the level of accessibility CTIO will have to your firm's services including the name(s) of the individual(s) that would be available to provide the requested legal service in the event the primary attorney is temporarily unavailable.

Please attach the biography and/or curriculum vitae of any paralegal or other employee who would bill time for any matter assigned to your firm.

Please provide at least three (3) references CTIO may contact at its discretion. The references should be selected to discuss the proposer's breadth of expertise.

Each reference must include contact names, email addresses, and telephone numbers for individuals familiar with the firms' or lead firm's work on similar projects.

### **2.3 CONFLICT IDENTIFICATION:**

Proposals must identify all current and former contract activity with any existing State agency or transportation authority, reasonably related to the work described in this RFP. Indicate when involvement occurred and length of such involvement, the specific type of activity with identified agency and/or transportation authority, and indicate the extent of involvement with such entities.

### **2.4 PERSONNEL QUALIFICATIONS:**

Proposal must identify all key personnel anticipated to be assigned to work. Those identified personnel must meet the minimum qualifications as described in this RFP. For each individual identified, qualifications and background must be provided, supplemented with resumes on each individual listed, and an estimate of the extent to which such individual will participate in the Project analysis. Staff positions must also be identified for personnel anticipated to be assigned.

Please provide the same information for any sub-contractors identified as members of a proposing team. (Sub-contractors subsequently added to a team will be subject to review and approval by CTIO).

Proposal will clearly define a strategy for replacement of team members who are no longer working on the Project. Any changes to staff, either before or during the term of the resulting contract, must be provided in writing to CTIO *prior to* their beginning work as part of the proposer's staff assigned to this Project.

**2.5 FEE:**

Please propose the **government fees** your firm would charge for the legal services generally described in Section 1.35. You are encouraged to propose innovative fee structures. The following are examples of fee arrangements that may be considered:

- Individual hourly fees for legal services, with a not to exceed fee cap, and/or a deferred fee arrangement;
- Reduced hourly rates with a success or completion fee; and/or
- Blended or staged fees.

Please also include the expense reimbursements you require (subject to the State Fiscal Rules).

Finally, please include in your proposal the hourly fees associated with the individual lawyers you expect to assign to the engagement (by percentage, if appropriate) such individuals are expected to be involved.

Any changes to staff, either before or during the term of the resulting contract, must be provided in writing, to the State *prior to* their beginning work as part of the proposer's staff assigned to this project. In addition, all cost adjustments/modifications (if any) resulting from such staff changes must be submitted for approval by the State. (other than an agreed upon an hourly rate escalation on a yearly basis).

**2.6 PROPOSER'S ORGANIZATION:**

Proposer is encouraged to provide information regarding its organization which has not been specifically requested, but which the proposer believes relevant and of benefit to CTIO.

**2.7 MBE/WBE PARTICIPATION:**

The State encourages State agencies to utilize minority-owned and women-owned businesses to the greatest extent possible without sacrificing adequate competition. Proposers are reminded of the illegality of discrimination.

**2.8 OTHER**

1. Include a certification that the attorneys providing services are licensed to practice law in the State of Colorado or are associated (in your firm or otherwise) with attorneys licensed to practice law in the State of Colorado. Attorneys shall not engage in the unauthorized practice of law pursuant to applicable rules of professional conduct. CTIO will not select Colorado counsel for firms without either Colorado licensed attorney or a Colorado location. Proposers must team with firms that meet this requirement.
2. Please provide the form and amount of your firm's malpractice insurance coverage as an appendix. The Contractor named in this State Contract promises and agrees to maintain in full force and effect a Professional Liability Insurance Policy in the minimum amount of \$3,000,000.00 (Three Million Dollars) that provides coverage for work undertaken pursuant to this RFP, however nothing in this requirement shall limit any greater obligation imposed upon proposer by law for professional liability insurance.

## SECTION 3 EVALUATION CRITERIA

### 3.1 AWARD OF BID:

This section will outline the specific evaluation criteria to be used by the evaluation committee in the review and selection of submitted proposals. At the conclusion of the evaluation, CTIO may request oral presentations from the top-ranked proposals. The **possible** interview of those top ranked proposals will be held at CDOT Headquarters, with each proposer given fair and equal treatment in this **possible** second phase of the evaluation.

Based on final review and discussion of the proposals, and interview evaluations (IF conducted), the evaluation committee will recommend proposer to enter into contract discussions with CTIO. Upon review and approval of the evaluation committee's recommendation for award, CTIO will issue a "Notice of Intent to Make an Award" letter to the apparent successful proposer. It is the intent of CTIO to award a contract to that proposers whose proposal is deemed to be most advantageous to the State of Colorado, price and other factors considered.

### 3.2 EVALUATION PROCESS:

3.2.1 An evaluation committee will independently evaluate the merit of proposals received in accordance with the evaluation factors defined in the RFP. The recommendations of this committee will be forwarded to the CTIO Director for review and approval.

3.2.2 Failure of the proposer to provide any information requested in the RFP may result in disqualification of the proposal as non-responsive. It is the responsibility of the proposer to provide all information required by this RFP.

3.2.3 The sole objective of the evaluation committee will be to recommend the proposals most responsive to CTIO's needs. The specifications detailed in this RFP represent the minimum performance necessary for such response.

3.2.4 The proposals deemed most advantageous for CTIO will be recommended for award.

#### 3.2.5 Proposal Scoring:

The sole objective of the evaluation committee will be to score the proposals and recommend the proposers whose response are determined most advantageous to the CTIO, taking into consideration the price and all evaluation factors set forth herein.

#### Oral Presentation:

At the conclusion of evaluation and discussion of the written proposals, CTIO may (at the committee's sole discretion) conduct oral interviews.

**IF** the evaluation committee determines oral presentations will assist them in making a final proposal selection, the committee will conduct oral interviews for the purpose of:

Allowing the proposer an opportunity to verbally present its proposal to the evaluation committee;

Allowing the committee an opportunity to obtain further definition of proposal aspects and attempt to resolve any uncertainties;

Resolving suspected mistakes by calling such perceived errors to proposer's attention without disclosing information concerning other proposers' proposals; and

Allowing the committee an opportunity to ask specific questions of the proposer, regarding its proposal offer.

### 3.3 EVALUATION CRITERIA:

The complete proposal package will include, **but not be limited to**, evaluation using the factors listed below. These factors are designed to incorporate specific evaluation of the items described in Sections 1.35, 2.2, 2.4, 2.5 and 2.6 of this RFP.

As stated in Section 2.1, proposals should not simply repeat what is written in any Section of this RFP, but rather present evidence to the State as to the proposer's understanding of the RFP requirements, terms and conditions, and its ability to provide the services needed

During the evaluation phase, the committee will independently review each proposal and assign a total maximum score within each category, determined solely through the proposer's response to the criteria



detailed in the following sections. The evaluation of each proposal will be scored based upon a comparison of the information submitted by each proposer (as described in Sections 1.35 and as requested in Section 2) against the specific evaluation criteria outlined below.

### 3.3.1 Understanding of Required Services

Understanding and knowledge of legal and financial issues relating to the CTIO, including but not limited to, familiarity with basic state constitutional and statutory issues, and intellectual property law that are germane for the procurement a new tolling back-office.

### 3.3.2 Overall Experience and Capabilities

- Experience in serving as CBOS procurement counsel in the United States, including favorable references from other governmental entities.
- Relevant experience on assisting public owners on a tolling back-office procurement.
- Strong understanding of Colorado law, TABOR (and its implications to CTIO's interaction with CDOT).
- Strong understanding of intellectual property law, especially as it relates to tolling back office systems, ITS, or related areas.
- General knowledge of, and experience with, procurement and contract law.
- Demonstrated, first-hand knowledge of international and U.S. precedents and practices for assisting public owners on a tolling back-office procurement. Demonstrated, first-hand experience of domestic precedents and practices for similar projects.

### 3.3.3 Qualifications and Ability to provide Services

Qualification and commitment of personnel, including an experienced lead and as appropriate intellectual property, local law, and tax attorney from the firm.

### 3.3.4 Budget and Narrative

- Information is provided as requested in Section 2.5. Fee proposal must outline proposer's fees for the entire terms of the contract with CTIO;

### 3.3.5 Feasibility and Completeness and References

- The proposal is both comprehensive and complete, as defined by this RFP.
- The proposal inspires confidence that the quality of work and deliverables solicited by the RFP will be provided by the proposer,
- The proposal includes no unacceptable modification to the State's standard and special terms and conditions.

Understanding of Required Services	25%
Overall Experience & Capabilities	25%
Qualifications and Ability of Assigned Staff to Provide Services	20%
Budget & Narrative	20%
Feasibility, Completeness and References	10%

## SECTION 4 TERMS OF CONTRACT

### 4.1 CONTRACT:

The successful proposers will be required to enter into a formal contract with CTIO. The contract will incorporate the RFP, standard contract terms, Colorado State Special Provisions, any published addenda and the response/proposal of the successful proposer. Any contract resulting from this RFP may not be modified, amended, extended or augmented except through an authorized contract modification executed by the parties hereto, and any breach or default by a party shall not be waived or released other than in writing signed by the other party. CTIO reserves the right to eliminate or exclude aspects of the successful proposal which may be determined by CTIO as unnecessary, or those aspects CTIO decides to assume itself, or let out by separate contract.

### 4.2 CONTRACT TERMS:

Standard State of Colorado contract terms outside of the Scope of Work are not negotiable. Contract terms within the Scope of Work *may be* discussed **only if** the proposal includes specific and express requests for modification, including a detailed description for all such requests. If the proposal fails to raise a modification request for discussion, those non-identified portions of the Scope of Work will be considered acceptable to the proposer, and incorporated into the final contract. Submittal of exceptions does not guarantee their acceptance by the State, however, and may, in fact, result in a lower final score, and the State may, in its *sole discretion*, waive the required application of any such term(s), if the State determines that is in its best interests under the circumstances to do so.

The contract will also stipulate that CTIO will be provided with monthly invoices of actual hours of service and associated costs, and a monthly work statement providing a brief description of the services invoiced, specifically identifying staff member/positions assigned to the Work. The State may make payment to the successful proposer for monthly work actually and satisfactorily performed, such payments subject to the State's receipt and approval of the above mentioned invoices and work statements.

### 4.3 LENGTH OF CONTRACT:

The term of this contract shall begin on the date indicating Controller approval, and shall extend no more than five years from that date unless otherwise specified, earlier terminated, or extended pursuant to state fiscal rules provided that the vendor shall remain responsible for contract obligations which necessarily continue beyond such termination date, including final audit. CTIO anticipates this engagement taking five years from notice to proceed.

## ATTACHMENT A

**COMPLETE & SIGN TOP PORTION – INCLUDE AS PART OF RFP PROPOSAL**

### COLORADO TRANSPORTATION INVESTMENT OFFICE Consultant CERTIFICATION

Consultant firm name	
Consultant firm complete address	
Authorized representative name (print)	Title
<p>I certify that neither I nor the above firm I represent has:</p> <ul style="list-style-type: none"> <li>- employed or retained for a commission, percentage, brokerage, gift, contingent fee or other consideration, any firm or person (other than a bona fide employee working solely for me or the above Consultant) contingent upon or resulting from the award or making of this contract, or to solicit or secure this contract;</li> <li>- agreed as a known or implied condition for obtaining this contract, to employ or retain the services of any firm or person in connection with carrying out the contract; or</li> <li>- paid, or agreed to pay, to any firm, organization or person (other than a bona fide employee working solely for me or the above Consultant) any fee, contribution, donation, or consideration of any kind for, or in connection with, procuring or carrying out the contract;</li> </ul> <p>I further certify that:</p> <ul style="list-style-type: none"> <li>- any exceptions to the conditions listed above are:</li> </ul>     <p>- wage rates and other factual unit costs supporting the compensation to be paid under this contract are accurate, complete and current.</p> <p>I acknowledge that this certificate is to be furnished to the Colorado Department of Transportation and the Federal Highway Administration, U.S. Department of Transportation, in connection with this contract involving participation of Federal Aid highway funds, and is subject to applicable State and Federal laws, both criminal and civil.</p> <p>I DECLARE UNDER PENALTY OF PERJURY IN THE SECOND DEGREE, AND ANY OTHER APPLICABLE STATE OR FEDERAL LAWS THAT THE STATEMENTS MADE ON THIS DOCUMENT ARE TRUE AND COMPLETE TO THE BEST OF MY KNOWLEDGE.</p>	
Firm representative signature	Date

### COLORADO TRANSPORTATION INVESTMENT OFFICE

<p>I certify that I am the duly authorized representative of the Colorado Transportation Investment Office and, that the above Consulting firm or its representative has not been required, directly or indirectly as a known or implied condition in connection with obtaining or carrying out this contract to:</p> <ul style="list-style-type: none"> <li>- employ or retain, or agree to employ or retain, any firm or person; or</li> <li>- pay, or agree to pay, any firm, person, or organization, any fee, contribution, donation, or consideration of any kind;</li> </ul> <p>I further certify that:</p> <ul style="list-style-type: none"> <li>- any exception to the conditions listed above are:</li> </ul>     <p>I acknowledge that this certificate is to be furnished the Federal Highway Administration, U.S. Department of Transportation, in connection with this contract involving participation of Federal Aid highway funds, and is subject to applicable State and Federal laws, both criminal and civil.</p>	
CTIO representative signature and title	Date

## **ATTACHMENT B SAMPLE CONTRACT**

**Note: Attached is a DRAFT State Contract similar to one which the selected Vendor will be required to enter into. It contains terms and conditions that are typical and/or required on State contracts. The terms and conditions contained in the FINAL contract may deviate from this draft depending on the outcome of the Request for Proposal. The State reserves the right to add or delete terms and conditions in accordance with the needs of the State or as may be mandated by State Statute.**