



COLORADO
**Transportation
Investment Office**

COLORADO TRANSPORTATION INVESTMENT OFFICE

**REQUEST FOR QUALIFICATIONS – COMMERCIAL TOLLING BACK-OFFICE
SYSTEM AND OPERATIONS
SUBMISSION DEADLINE: AUGUST 29, 2022**

Statements of qualifications submitted to: CTIO, 2829 W. Howard Place, Denver, CO 80204

The Colorado High Performance Transportation Enterprise (HPTE), doing business as the Colorado Transportation Investment Office (CTIO), a government-owned business within the Colorado Department of Transportation (CDOT), requests statements of qualifications (SOQs) from vendors (Proposers) interested in providing a new commercial back-office system (CBO) and customer service center (CSC) for CTIO tolling activities within the State of Colorado. This is the first step in a two-step procurement process to engage a qualified provider to team with CTIO on this project. Interested firms are requested to provide a short and concise SOQ providing the information described in this RFQ. CTIO intends to short list a certain number of qualified firms to move onto the Request for Proposal (RFP) process.

Read this Request for Qualifications (RFQ) thoroughly before responding. Telegraphic SOQs (Fax, Western Union, Telex) cannot be accepted. Illegible responses are non-responsive and may be rejected at CTIO's sole discretion.

CTIO reserves the right to reject any and all SOQs or parts thereof to waive informalities or irregularities, and to cancel or reschedule this procurement for any or no reason, in its sole discretion. By submission of a SOQ, Proposers agree to the State of Colorado terms and conditions.

By submission of a SOQ, Proposers agree 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 into this document by reference.
- Proposers warrants and represents any information contained in its SOQ was developed independently of other Proposers and there was no collusion involved.
- Proposer(s) warrants and represents it understands the terms and conditions of this RFQ and will not default from the performance obligations hereunder by virtue of a mistake or misunderstanding. Proposer(s) shall seek clarification from CTIO of any specifications, terms, and/or conditions they determine to be ambiguous or unclear. Failure to seek clarification may be deemed a waiver of any such ambiguity or need for clarification.
- Proposers desiring to be considered a "resident" for purposes of C.R.S. § 24-103-202.5's tie procedures must include with their SOQ, proof they meet the definition of "resident" as set forth in either C.R.S. §§ 24-103-101(6)(a) or 24-103-101(6)(b).
- Per CRS § 24-30-202.4 (as amended), the State of Colorado ("State") Controller may withhold debts owed to State agencies under its 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.
- ***The award of this solicitation shall be available primarily for use by CTIO and CDOT. 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.***

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 RFQ document.

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1. Executive Summary/Introduction

1.1 Overview

The CTIO is seeking Proposers interested in submitting SOQs to provide, operate, manage, and maintain a tolling CBO system and customer service operations for the CTIO Express Lanes System (the “Project”).

1.2 CTIO Background

The Funding Advancement for Surface Transportation and Economic Recovery Act (Part 8 of Article 4, Title 43, Colorado Revised Statutes), otherwise known as FASTER, created the Colorado High Performance Transportation Enterprise (HPTE), now doing business as the Colorado Transportation Investment Office (CTIO), in 2009 as an independent, government-owned business within CDOT.

CTIO has the legal responsibility to aggressively seek out opportunities for innovative and efficient means of financing and delivering important surface transportation infrastructure projects in the state. It has the statutory power, among others, to impose tolls and other user fees, to issue bonds, and to enter into contracts with public and private entities to facilitate Public-Private Partnerships (P3s).

CTIO is an “enterprise” for purposes of Section 20 of Article X of the State Constitution as long as it retains the authority to issue revenue bonds and receives less than 10 percent of its total revenues in grants from the state and local governments. CTIO operates as a government-owned business within CDOT but is overseen by a separate Board of Directors that includes external stakeholders from four geographic regions appointed by the Governor.

Through Express Lanes, CTIO has helped deliver more than \$3 billion in projects in the last five years. In fact, without Express Lanes as a financing tool, Colorado would have had to find an additional \$1.27 billion in funds to deliver the projects it delivered as of 2018.

1.3 Project Goals

Goals for the Project (which are not listed in order of importance) include:

- **Goal 1.** Flexible, robust, and future-proof back-office system that is secure, reliable, and capable of integration of new Express Lanes facilities seamlessly and expeditiously, scaling up systems and operations to accommodate CTIO’s growth, integrating with third-party systems including interoperable toll agencies/hubs, transit, and parking, and adapting seamlessly to changes in business rules and technologies.
- **Goal 2.** Full and unrestricted ownership and access to all generated data (e.g., accounts, operations, finance, reconciliation, testing data, etc.) including raw, aggregated, and archived data with the ability to securely transmit data to CTIO’s cloud and other trusted third-party providers.
- **Goal 3.** Full access and visibility over all processes controlled by the system including but not limited to system maintenance, system upgrades, staffing management, system security, testing procedures, and change management, etc.
- **Goal 4.** Incorporation of performance-based metrics established by CTIO including but not limited to systems service levels and customer service and customer experience key performance indicators.
- **Goal 5.** A fully auditable system that can track end-to-end transactions with traceability and accountability of transactions throughout the life cycle of a tolling transaction.
- **Goal 6.** A CBO competitively procured under State procurement procedures in order to potentially have access to Federal aid.

1.4 CTIO's Express Lanes System

CTIO currently manages and operates 5 Express Lanes including I-70 EB Mountain Express Lanes, I-25 Segment 2 Express Lanes, I-25 Segment 3 Express Lane, C-470 Express Lanes, and I-70 WB Express Lanes. Three additional Express Lanes are currently under construction, and three more are in the planning and design phases (see below). The E-470 Public Highway Authority ("E-470") procured, installed, and integrated on behalf of CTIO roadside toll collection system (RTCS) until 2019. In 2019, CTIO contracted with Electronic Transaction Consultants, LLC (ETC), a toll integrator for its RTCS. ETC also provides/operates CTIO's Operational Back Office (OBO) that involves the creation of the billable transactions that are eventually submitted to a Commercial Back Office (CBO) at E-470. The E-470 back office also performs image review of the roadside license plate images produced by ETC. After the image review, the plate number results are sent back to the CTIO OBO for use in creating the image-based billable transactions. Four Express Lanes (I-70 EB MEXL, I-25 Segment 2, I-25 Segment 3, and C-470 Express Lanes) with legacy RTCS installed by E-470 are anticipated to be life-cycled to the ETC RTCS by 2024. By 2027 it is anticipated that CTIO's Express Lanes will generate approximately 45 million transactions a year.

Express Lanes in Operations:

- **I-70 EB Mountain Express Lanes (EB MEXL):** The east bound Mountain Express Lane is a seasonal lane that operates only during peak demand, i.e., weekends and holidays. The EB MEXL extends over 11 miles in the eastbound direction and uses the shoulder as a travel lane. Access to the EB MEXL is controlled with Active Traffic Management (ATM). The EB MEXL became operational in December of 2015 and tolls may range between \$3 and \$30 (to-date tolls have varied between \$4.00 and \$9.00). It is anticipated that the current roadside tolling equipment will be fully life-cycled by 2024 and the tolling scheme will then become dynamic pricing. The I-70 EB MEXL does not provide HOV discounts and trailers and vehicles over 2-axles or over 25 ft are not allowed in the lane. In 2022, House Bill 20-1074 passed allowing CTIO to electronically enforce oversize vehicles' use of the EB MEXL and the use of the EB MEXL when it is closed.
- **I-25 Segment 2 Express Lanes:** The I-25 Segment 2 Express Lanes are directional Express Lanes, i.e., one Express Lane in the NB direction and one Express Lane in the SB direction. Segment 2 extends over 6 miles between US 36 and 120th Ave. Segment 2 opened for operations in July of 2016. Toll rates currently follow a time-of-day scheme with toll rates ranging from 19 cents to 54 cents per mile. It is anticipated that the current roadside tolling equipment will be fully life-cycled by 2024 and the tolling scheme will become dynamic pricing. HOV 3+ drive for free and vehicles with over 3 axles are assessed a \$25 surcharge.
- **I-25 Segment 3 Express Lanes:** The I-25 Segment 3 Express Lanes are directional Express Lanes, i.e., one Express Lane in NB and one Express Lane SB. Segment 3 extends over 7 miles between 120th Ave. and E-470. Segment 3 opened for operations in June of 2020. Toll rates currently follow a time-of-day scheme with toll rates ranging from 19 cents to 51 cents per mile. It is anticipated that the current roadside tolling equipment will be fully life-cycled by 2024 and the tolling scheme will become dynamic pricing. HOV 3+ drive for free and vehicles with over 3 axles are assessed a \$25 surcharge.
- **C-470 Express Lanes:** The C-470 Express Lane Project includes a painted buffer-separated tolled Express Lane in each direction between I-25/E-470 and Kipling Parkway (for the ultimate configuration; the interim configuration ends at Wadsworth Boulevard) extending over 12 miles. C-470 Express Lanes, in the interim configuration, opened for operations in August of 2020. Toll rates currently follow a time-of-day scheme with toll rates ranging from 20 cents to 53 cents per mile. It is anticipated that the current roadside tolling equipment will be fully life-cycled by 2024 and the tolling scheme will become dynamic pricing. C-470 Express Lanes do not offer an HOV discount and vehicles with over 3 axles are assessed a \$25 surcharge.
- **I-70 WB Mountain Express Lanes (WB MEXL):** The west bound Mountain Express Lane is a seasonal lane that operates only during peak demand, i.e., weekends and holidays. The WB MEXL extends over 11 miles in the westbound direction and uses the shoulder as a travel lane. Access to the MEXL is controlled with Active Traffic Management (ATM). The WB MEXL is currently open to traffic and undergoing final testing with an anticipated go-live July 7, 2022. The I-70 WB MEXL does not provide HOV discounts and trailers and vehicles over 2-axles or over 25 ft are not allowed in the lane. In 2022, House Bill 20-1074 passed allowing CTIO to electronically enforce oversize vehicles use of the WB MEXL and the use of the WB MEXL when it is closed.



Express Lanes Under Construction:

- **I-25 South Gap Express Lanes:** The I-25 South Gap Express Lanes include one painted, buffer-separated Express Lane in each direction that extends over 18 miles. The I-25 South Gap Express Lanes are scheduled to start operations in January of 2023. At go-live, it is anticipated to implement a time-of-day tolling scheme for a period that does not exceed six months while the dynamic pricing algorithm is calibrated. HOV 3+ drive for free and vehicles with over 3 axles are assessed a \$25 surcharge.
- **I-70 Central Express Lanes:** The Central 70 Express Lanes include one painted, buffer-separated Express Lane in each direction that extends over 10 miles. The future ultimate road template will include two Express Lanes in each direction. The Central 70 Express Lanes are scheduled to start operations in early 2023. At go-live, it is anticipated to implement a time-of-day tolling scheme for a period that does not exceed six months while the dynamic pricing algorithm is calibrated. The Central 70 Express Lanes will include a discount program for qualified low-income residents. HOV 3+ drive for free and vehicles with over 3 axles are assessed a \$25 surcharge.

- **I-25 North Segments 6/7/8 Express Lanes:** The I-25 North Segments 6/7/8 Express Lanes include one painted, buffer-separated Express Lane in each direction that extends over 19 miles. The I-25 North Segments 6/7/8 Express Lanes are scheduled to start operations in early 2024. At go-live, it is anticipated to implement a time-of-day tolling scheme for a period that does not exceed six months while the dynamic pricing algorithm is calibrated. HOV 3+ drive for free and vehicles with over 3 axles are assessed a \$25 surcharge.

Express Lanes in Planning/Design:

- **I-70 Floyd Hill:** The I-70 Floyd Hill Express Lanes extends approximately 8 miles and construction is anticipated to be complete by 2027. Initially, the Express Lanes will include one painted, buffer-separated Express Lane in the west bound direction. Tolling go-live is anticipated to start in 2027. At go-live, it is anticipated to implement a time-of-day tolling scheme for a period that does not exceed six months while the dynamic pricing algorithm is calibrated.
- **I-270 Express Lanes:** The I-270 Express Lanes extend over 7.1 miles from I-70 to I-25. The project includes a buffer separated Express Lane per direction. Currently there is no expected go-live data for this project. At go-live, it is anticipated to implement a time-of-day tolling scheme for a period that does not exceed six months while the dynamic pricing algorithm is calibrated.
- **C-470 Segment 2 Express Lanes:** The C-470 Express Lane extend over 13 miles from I-70 to Wadsworth Boulevard. The project includes a buffer separated Express Lane per direction. Currently there is no expected go-live data for this project. At go-live, it is anticipated to implement a time-of-day tolling scheme for a period that does not exceed six months while the dynamic pricing algorithm is calibrated.

Express Lanes Operated by Others:

- **I-25 Central Express Lanes:** The I-25 Central Express Lanes are a two-lane barrier separated reversible facility. I-25 Central is operated by Plenary Roads Denver (PRD). Three Variable Message Signs (VMS) are located along North I-25 to provide southbound drivers with information regarding the I-25 Express Lanes (such as open/closed status and toll rate). HOV 3+ drive for free and vehicles with over 3 axles are assessed a \$25 surcharge.
- **US 36 Express Lanes:** US 36 Express Lanes Project is a multi-modal project that began in summer 2012 and was completed in 2016 in two phases. US 36 Express Lanes are operated by PRD. US 36 Express Lanes are directional Express Lanes, separated by a four-foot painted buffer from the General-Purpose lanes.

1.5 General Scope of Services

The Toll Services Provider will be responsible for provisioning, system integration, implementation, operation and maintenance of a multi-modal CBO that will perform all typical functions of a tolling CBO, including at least the following:

- Customer relationship management
- Account registration
- Tolling transponder management (inventory and distribution)
- Transaction processing (e.g., tolling, parking, transit, etc.)
- Payment processing (including external third-party channels)
- Invoicing of unregistered customers (pay-by-plate)
- Processing tolling from third-party roadside OBO and other mobility systems (e.g., parking)
- Financial reconciliation with existing CDOT ERP system and other interoperable partners
- Back-office customer service, case management, and other customer-facing activities such as correspondence management (mail and electronic), website as well as traditional support operations that may include activities such as print and mail, lockbox and collections
- Robust data warehousing, reporting and dashboarding
- Secure, reliable system hosting and network connectivity with all CBO, CSC and external customer service support functions

The responsibilities do not include RTCS/OBO functionality such as dynamic pricing and trip building. Complete toll transactions will be submitted to the CBO for processing and reconciliation.

The Toll Services Provider shall be responsible for: all CBO operations including software, hardware, disaster recovery, information security, and staffing; all customer service centers and their operations hardware and software; walk-up centers and their staffing and operations, hardware and software. The Toll Services Provider shall coordinate with the

contractor(s) providing the RTCS (individually and collectively, the “ETC Contractor”), each of which has been or will be procured through separate procurement processes, in order to deliver the Project.

CTIO does not intend to “develop” a new back-office solution from the ground up, but rather desires to utilize an existing system that is in current operation. Therefore, the CTIO intends to partner with the Toll Services Provider to develop and implement business processes as much as reasonably possible in a manner that will minimize modifications to the Toll Services Provider’s existing back-office system. However, CTIO, in its sole discretion, may consider a back-office solution in development meeting all RFP requirements that can be delivered in phases with specific milestones and delivery timeframes.

1.6 Joint Ventures Must Agree to Joint and Several Liability; Guarantors

Sole proposing Proposers or joint ventures interested in being selected as the Toll Services Provider may respond to this RFQ. In the case of joint ventures, the individual companies that are forming a joint venture must agree to “joint and several liability” for their joint venture regardless of the legal structure of the newly created venture. CTIO’s determination of the acceptability of the “joint and several liability” provisions/structure proposed by the Toll Services Provider shall be within CTIO’s sole discretion and shall be conclusive. The Toll Services Provider will be able to subcontract for portions of the scope of work and those subs will not have to agree to joint and several liability.

A guaranty of Toll Services Provider’s obligations under the Project Agreement shall be required under the following circumstances: (i) Proposer was advised by CTIO that a guaranty would be required as a condition to identification of Proposer as a Qualified Proposer, (ii) Toll Services Provider’s organization is a newly formed corporation or a limited liability entity, (iii) Proposer (or an equity member if Proposer is a partnership, joint venture or limited liability company) is not the ultimate parent entity in its organizational/corporate structure, (iv) the form of organization of a Qualified Proposer changes after short-listing and CTIO determines, in its sole discretion, to require a guarantor as a condition to approving such change; (v) if financial statements of a Financially Responsible Party are provided to demonstrate financial capability of Proposer or an equity member; or (vi) a Qualified Proposer’s financial capability adversely changes between short-listing and the due date for the Proposal, as determined by CTIO, in its sole discretion. In the event a guaranty is required, it must come from the ultimate parent or another entity acceptable to CTIO, which will be determined before the Proposal submittal deadline. Additional details regarding the guaranties and responsibilities shall be included in the RFP.

1.7 Proposer Team Exclusivity Limitations

A. Lead Firm and Major Subcontractors

Lead Firms and Major Subcontractors may only participate on a single Proposer team except as set forth in Section 1.7(C).

B. Minor Subcontractors and DBEs

CTIO intends to promote competition by allowing Minor Subcontractors and DBE firms to remain non-exclusive on their teaming arrangements with any Proposer. Therefore, Proposers are prohibited from entering into and maintaining exclusivity agreements with any Minor Subcontractor and/or any DBE firm which is not a Major Subcontractor. Minor Subcontractors and DBE Firms which are not Major Subcontractors may participate on more than one Proposer team.

C. Software Providers

Software Providers may participate in the procurement as a Lead Firm or Major Subcontractor and may also participate on other Proposer teams, but may only provide software licenses to such other Proposer teams (and may not provide any other services or perform any other scope of work).

D. Proposers not Shortlisted

If a Lead Firm, Major Subcontractor, Minor Subcontractor or Software Provider participating on a Proposer team is not selected as a Qualified Proposer, then following public announcement of the identity of the Qualified Proposers, such entity will be permitted to be added to one or more Qualified Proposer teams, subject to compliance with the requirements of this Section 1.7 and Section 5.6 of this RFQ and any additional requirements set forth in the RFP.

1.8 Project Modification(s) by CTIO

CTIO reserves the right to modify the project described in this RFQ after the selection of the Qualified Proposers and prior to the issuance of a Request for Proposal.

2. General Toll Services Provider Responsibilities; Federal Requirements; DBE

2.1 General Scope of Work Description

The major elements of Toll Services Provider Scope of Work are listed below. These elements will be described in further detail in the RFP.

- ETC prepaid and postpaid account management system (includes billing system)
- Customer contact platform and integrated voice response system
- Local area network services and network connectivity to all CBO support operations
- Data and image storage and near-real time data replication and back-up for CTIO
- Disaster recovery systems
- Operations and financial reports, dashboards and other business intelligence analytics
- Transponder inventory, fulfillment and management
- Banking services (including lockbox and Check 21 functionality)
- Interoperability with CUSIOP or other public or private interoperable partners
- Website and mobile application for customer account and payment management and other support services
- Integration with third-party payment providers and processors
- Image review, violations and collections processing including collections and system interface to required courts including possible enforcement management and representation of CTIO
- Administrative hearing package development and tracking system and traffic court package development and tracking interface
- Department of Motor Vehicles (DMV) and Bureau of Motor Vehicles (BMV) license plate lookups, address standardization, and skip tracing
- CBO operations staffing and management (main and remote facilities)
- Maintenance of CBO system and network support services
- CBO back-office system and contact center system monitoring
- System and operations training
- Commercial and non-revenue account management
- Retail sales and replenishment
- Marketing/communications support
- Quality assurance and quality control program

The Toll Services Provider shall be required to coordinate and work with the ETC contractor to successfully deliver a complete tolling system and its associated operational components to efficiently collect revenue.

The RFP, and form of the Project Agreement, will provide further details concerning, among other things, Toll Service Provider's installation, integration, operations, and maintenance of an existing toll collection system currently in operation.

2.2 Federal Requirements

Proposers are advised that the RFP will be drafted based on the assumption that the Project will remain eligible for federal-aid funds. Accordingly, CTIO cannot use local or geographical preferences in the evaluation of SOQs or Proposals for the Project. In addition, the procurement documents and Project Agreement will conform to requirements of applicable federal law and FHWA regulations, including, but not limited to, Buy America requirements, Title VI of the Civil Rights Act of 1964, as amended, regarding Equal Employment Opportunity ("EEO"), and Title 49 Code of Federal Regulations Part 26, as amended, regarding Disadvantaged Business Enterprise ("DBEs"), as well as other applicable federal contractual requirements, including those set forth in FHWA Form 1273. Form 1273 is located at: <http://www.fhwa.dot.gov/programadmin/contracts/1273/1273.pdf>.

Non-discrimination: Proposers, with regard to the work performed by it during the contract term, will not discriminate on the grounds of race, color, or national origin in the selection and retention of subconsultants, including procurement

of materials and leases of equipment. Proposers will not participate either directly or indirectly in the discrimination prohibited by the Acts and the Regulations, including employment practices when the contract covers any activity, project, or program set forth in Appendix B of 49 CFR Part 21.

2.3 DBE Requirements

This solicitation is subject to the U.S. Department of Transportation's Disadvantaged Business Enterprise (DBE) Program, set forth in Title 49 CFR Part 26. Proposers shall be fully informed of the requirements of the regulations and Authority's DBE Program developed pursuant to these regulations. Proposers involved in the performance of work resulting from this RFQ shall take all necessary and reasonable steps to ensure that DBEs have the maximum opportunity to compete for and perform on this contract. At this time, a 0% goal has been established for the Project. However, creative efforts to expand inclusion of disadvantaged, minority, and women-owned firms and workers shall be encouraged.

In responding to this RFQ, a Proposer is not required to include team members to satisfy DBE goals, if applicable.

All project-specific DBE requirements will be set out in the RFP.

3. Description of Procurement Process

3.1 Procurement Process

CTIO will use a two (2) step process to select the Toll Services Provider (an RFQ followed by an RFP). This RFQ represents the first step in the process. The CTIO will evaluate the SOQs received in response to this RFQ and intends, but is not bound to, qualify shortlisted Proposers (“Qualified Proposers”) in accordance with the procedures and evaluation criteria described in Section 5 of this RFQ.

CTIO intends to invite the Qualified Proposers to submit Proposals and select one (1) of the Qualified Proposers in accordance with the criteria and procedures set forth in the RFP.

Responding to this RFQ and successfully qualifying through this RFQ will be the only opportunity for a Proposer to be eligible to submit a proposal as a Toll Services Provider in response to CTIO’s CBO Systems and Operations RFP. There will be NO other opportunity to engage CTIO directly as a Toll Services Provider for the RFP, once the RFQ due date has passed.

Following the shortlisting of Qualified Proposers, CTIO may require each of the Qualified Proposers to facilitate a CBO immersion at an agency deploying their CBO with a similar scope to CTIO. CTIO staff will visit respective agencies and observe CBO systems and operations for a duration of two to three days. Agency visits will occur before the final RFP is released. The back-office immersion will not count towards scoring in this procurement and the purpose of those visits will be limited to data collection to be incorporated into the final RFP.

Additionally, and as part of the RFP scoring process, CTIO may require some of the top ranked Qualified Proposers on the RFP to complete a proof of concept. The proof of concept will be based on certain use cases to be provided during the development of the RFP.

Schedule of Activities	Date
Pre-Solicitation Notice Published on CTIO’s Website	March 11, 2022
Solicitation Delay Notification Published on CTIO’s Website	May 31, 2022
Informal 1:1 Discussions with interested parties	March 1 – June 17, 2022
RFQ Published on CTIO Website	June 22, 2022
Virtual Industry Forum	June 29, 2022 from 1:00PM to 3:00PM (Mountain Time)
Deadline for 1st round of questions regarding the RFQ	July 1, 2022 at 12:00PM (Mountain Time)
Schedule Update Published on CTIO Website	July 11, 2022
Target for Issuance of Addendum 1, Answers to 1st Round of Questions, and Updated Forms	July 19, 2022
Deadline for 2nd round of questions regarding the RFQ	July 25, 2022 at 12:00PM (Mountain Time)
Target for Issuance of Addendum 2 (if necessary), Answers to 2nd Round of Questions, and Updated Forms (if necessary)	August 9, 2022
SOQ SUBMISSION DEADLINE	August 29, 2022 at 12:00PM (Mountain Time)
NOTIFICATION OF SHORTLIST (ESTIMATE)	5-6 weeks following the SOQ Submission Deadline

This schedule is subject to modification at the sole discretion of the CTIO. Proposers may be notified of any change in the schedule for the RFQ phase by an addendum to this RFQ.

The schedule of events set out herein represents the CTIO’s best estimate of the schedule that will be followed. However, delays to the process may occur which may necessitate adjustments to the proposed schedule. If a component of this schedule, such as the close date, is delayed, the rest of the schedule may be shifted as appropriate. Any changes to the dates up to the closing date of the RFQ will be publicly posted prior to the closing date of this RFQ. After the close of the RFQ, the CTIO reserves the right to adjust the remainder of the proposed dates, including the dates for evaluation and posting of qualified Proposers on an as needed basis with or without notice.

3.2 Vendors Only Virtual Industry Forum

CTIO intends to hold a virtual industry forum during the date and time specified in Section 3.1. This forum will be open to vendors only and will not be open to the public. This forum will allow for comment and questions from interested Proposers and response from CTIO staff. Interested Proposers may request a link to join the public forum by sending an email to dot_hpte@state.co.us with the Subject Line: “**RFQ – CBOS – Virtual Industry Forum Link Request.**” In the body of the email request, interested Proposer’s must specify the following: i) Sender’s name, and ii) Firm’s Legal Name.

3.3 Payment for SOQ

All costs and expenses incurred by a Proposer in preparing an SOQ will be borne solely by the Proposer.

3.4 Questions and Requests for Clarification; Addenda

Proposers may make written inquiries concerning this RFQ to obtain clarification of requirements. No inquiries will be accepted after the date(s) and time(s) specified in Section 3.1. Questions must be submitted in writing by electronic mail:

Kelly Brown
Chief Toll Operations Officer, CTIO
kelly.brown@state.co.us

Email inquiries must be clearly identified and marked “**Inquiry for CTIO Commercial Tolling Back-Office System & Operations RFQ**” in the subject line. An addendum may be published onto the CTIO website, at <https://www.codot.gov/programs/ctio/procurement/procurement>, responding to questions submitted regarding this RFQ.

All communications between a Proposer and the CTIO contact person above must be by electronic communication. Except as provided above, any firm or person associated with a Proposer is prohibited from contacting any person at CTIO or CDOT on the subject of this RFQ. Any such communications will be considered as creating an unfair process and any firm violating this prohibition will be subject to disqualification.

In the event it should be necessary to revise any portion of this RFQ, addenda will be published on the CTIO website. It is the Proposer’s sole responsibility to monitor the internet site, at <https://www.codot.gov/programs/ctio/procurement/procurement>, and to acknowledge and/or comply with all addenda to this RFQ. Proposers should monitor the website for information concerning this procurement and will be required to acknowledge in their transmittal letter (**Form A**) that they have received and reviewed all relevant materials posted thereon.

3.5 Response Material Ownership

All material submitted pursuant to this RFQ becomes the property of the State of Colorado. Proposals may be reviewed by any person after the “Shortlisting Notification” letter has been issued, subject to the terms of Section 24-72-201 et. seq., C.R.S., as amended, Public (open) Records.

3.6 Proprietary Information

CTIO neither requests nor encourages the submission of confidential/proprietary information in response to this RFQ. Information submitted will be open for public inspection. However, the Colorado Open Records Act (CORA) protects certain information as confidential, including commercial and financial data or privileged, proprietary, or copyrighted information, or which describes trade secrets. This information is exempt from public disclosure. Proposers may designate portions of its proposal as meeting CORA’s definition of confidential through the following procedures:

- Mark the cover page as follows: “This response to the Request for Qualifications includes trade secrets or other proprietary data.”
- Mark each sheet or data to be restricted with the following: “Confidential: Use or disclosure of data contained on this sheet is subject to the restriction on the cover page of this response to the Request for Qualifications.”

- You must provide a separate file on the USB described in Section 4.3 with a redacted copy of your entire response to this RFQ, which may be used as CTIO as the publicly available version of the SOQ, which may be used by CTIO as the publicly available version of the SOQ, if requested under CORA. Proposers are responsible for properly and adequately redacting any data which Proposers desires to remain confidential. If entire pages or sections are removed, a page indicating that the page or data has been redacted must represent the redacted pages. Failure to provide an additional upload with a redacted copy may result in inadvertent disclosure of an unredacted copy under CORA.
- Provide a written explanation of the basis under which each redacted item has been deemed confidential, making reference to the exception under CORA and/or any other law restricting disclosure.

A request for non-disclosure of your SOQ under the guidelines stated above does not guarantee it is not subject to disclosure under CORA. Proposers' opinion as to what constitutes confidential or proprietary information is not binding on CTIO in responding to a CORA request. Where a request is made to inspect or copy proposals or other documents related to this opportunity, any disclosure of information by CTIO will be consistent with the provisions of CORA. CTIO has sole discretion to determine whether information or records must be provided under CORA and neither the State nor CTIO shall be liable for release of responsive records Proposers contend are protected under CORA and CTIO disagrees.

In the event of a request to CTIO for disclosure of such information, time, and circumstances permitting, CTIO will make a good faith effort to advise Proposers of such request and provide an opportunity to identify and object to disclosure of any material Proposers consider confidential, proprietary, or otherwise exempt from disclosure pursuant to CORA. In the event Proposers object to disclosure, CTIO, in its sole and absolute discretion, or the Proposer(s) may file an application to the Denver District Court for determination of whether disclosure is required or exempted as provided for in CORA. In the event a lawsuit to compel disclosure is filed prior to CTIO's application, CTIO will tender all such requested material to the court for judicial determination and Proposers may seek to intervene if they object to the production of the material. Proposers agree to defend, indemnify, and hold harmless CTIO, its officers, agents, and employees from any claim, damages, expense, loss, or costs arising out of an objection to disclosure including prompt reimbursement to CTIO of all reasonable attorney fees, costs, and damages CTIO may incur directly or may be ordered to pay by such court if CTIO withheld information or records at the Proposer's request.

SOQs that are determined to be at variance with this procedure are non-responsive and will not be given further consideration.

4. SOQ Content and Submittal Requirements

4.1 General

CTIO expects SOQs submitted in response to this RFQ to provide enough information about the requested items so as to allow the CTIO to evaluate Proposers based on the criteria set forth herein. SOQs shall be submitted exclusively in the English language inclusive of English units of measure, and cost terms in United States of America dollar denominations.

Each submission shall consist of an electronic copy saved on a single USB flash drive as described in Sections 4.2 and 4.3 below.

4.2 Format

SOQ submissions shall sequentially number all pages and not exceed 25 pages. The following do not count toward the 25 pages and need not be sequentially numbered:

- Cover page;
- Tables of Contents;
- the Executive Summary;
- the Confidential Contents Index;
- **Form A** and any letters required to be appended to **Form A**;
- **Forms B-F, inclusive**–;
- The disclosures provided in response to Section 6;
- The disclosures provided in response to Section 8.6 Legal Information; and
- The materials and forms provided in response to Section 9.

Forms A-F, inclusive, any letters required to be appended to **Form A**, the disclosures provided in response to Section 6, and the disclosures provided in response to Section 8.6 Legal Information shall be submitted as a single Forms and Disclosures appendix.

The materials and forms provided in response to Section 9 shall be submitted as an appendix separate from the Forms and Disclosures Appendix.

The font size shall be no smaller than twelve-point (except Proposers may use the font size in any Forms where a different font sized is used), provided the font in footers, organizational charts, graphics and tables may be ten-point so long as the organizational charts, graphics and tables are legible. Standard corporate brochures, awards, licenses, and marketing materials shall not be included in a SOQ.

Proposers must use paper no larger than 8 ½ x 11 inch paper, except that up to three one-sided 11 x 17 pages (each of which shall count as a page) may be used for organizational charts or graphics. Narrative text cannot be included on such 11” x 17” pages, except for brief captions necessary to title or describe graphics.

SOQs shall be submitted in searchable and printable Portable Document Format (.pdf) as described in Section 4.3 below.

4.3 SOQ Submittal Requirements

Proposers shall submit an electronic copy of the SOQ (both full and redacted versions) on a single USB flash drive that contains no other materials. The flash drive must be hand delivered to CTIO (2829 W. Howard Place, Denver, CO 80204) or received by mail, no later than the date and time shown in the Section 3.1, SOQ Submission Deadline.

It is the responsibility of the Proposer to ensure that their SOQ submittals are received by CTIO prior to the deadline. SOQs received after the above date and time will not be considered by CTIO for evaluation or shortlisting. CTIO will time stamp each SOQ internally received in order to determine eligibility for further consideration.

Acknowledgment of receipt of SOQs will be evidenced by the issuance of a receipt reply email by a member of CTIO staff. Proposers are solely responsible for ensuring that CTIO receives submittals by the SOQ deadline. Postmarking prior to the SOQ Submission Deadline will not itself evidence compliance by a Proposer, such compliance shall only be evidenced by the issuance of CTIO's receipt reply email.

5. Evaluation Process and Criteria

5.1 Responsiveness

Each SOQ will be reviewed for:

- a) The responsiveness of the Proposer to the requirements set forth in this RFQ; and
- b) Conformance to the RFQ instructions regarding organization and format.

At any time during the evaluation for Responsiveness, CTIO may issue one or more requests for written clarification or additional information to a Proposer in order to ensure the SOQ complies with all items set out in **Form E** as independently verified by CTIO.

Those SOQs not responsive to this RFQ may be excluded from further consideration and the Proposer will be notified. CTIO may also exclude from consideration any Proposer whose response contains a material misrepresentation.

5.2 Pass/Fail Review

Following or in conjunction with evaluation of each SOQ for responsiveness, CTIO will evaluate each SOQ based upon the pass/fail criteria set forth below. A Proposer must obtain a “pass” on all pass/fail items in order for its SOQ to be evaluated qualitatively under Section 5.3.

- a) The SOQ contains an executed transmittal letter as described in Section 8.1.
- b) Neither Proposer nor any other entity that has submitted **Form D** as required by this RFQ is currently disqualified, removed, debarred, or suspended from performing or bidding on work for the federal government or any state and local government.
- c) The SOQ complies with all Responsiveness Criteria set out in **Form E** of the RFQ, as independently verified by CTIO.
- d) Proposer has the financial capability to carry out the responsibilities potentially allocated to it as demonstrated by the materials provided in the Appendix of the SOQ.
- e) The information disclosed in **Form D** and pursuant to Section 8.6 does not materially adversely affect Proposer’s ability to carry out the Project responsibilities potentially allocated to it.

Those SOQs that do not pass all of the pass-fail criteria may be excluded from further consideration and the Proposer will be notified.

5.3 SOQ Evaluation Criteria and Weighting

Each responsive submittal passing all of the “pass/fail” qualification requirements set forth above in Section 5.2 will be evaluated and scored according to the criteria set forth below. The relative weighting or importance of the evaluation criteria within each category is also described below.

Associated Section(s)	Total Weighting (Points)	Evaluation Criteria
Section 8.2	30	<p>Proposer’s relevant experience (inclusive of Proposer, the Lead Firm and its Major Subcontractors), within the period of 2017-2022, of (i) implementing a CBO of a similar size for public tolling agencies and concessionaires/owners of toll facilities (express lane experience preferred); (ii) operating and maintaining CBO of a similar size for public tolling agencies and concessionaires/owners of toll facilities (express lane experience preferred); and (iii) customer center staffing and operations for public tolling agencies and concessionaires/owners of toll facilities (express lane experience preferred).</p> <p>CTIO’s consideration of such experience will include, but not be limited to, reference to (i) CBO features and activities as described in Section 2.1 of this RFQ and (ii) those similar CBO features and activities provided for similar projects as described in Section 1.5 of this RFQ.</p>

Section 8.3	30	Proposer's general approach to implementing a CBO and addressing technical criteria that will form the basis of the CBO to be provided under this scope of work. CTIO will consider, but not be limited to, the following criteria when conducting such evaluation and scoring: (i) whether the approach indicates the Proposer understands the specific challenges of this implementation, and how their approach would address these specific challenges and (ii) how proposer's approach focuses on quality, system functionality, adequate level of resources, schedule management. CTIO will consider the structure of the Proposer team.
Section 8.4	20	Based on the quality of feedback from references provided, Proposer's (inclusive of Proposer, the Lead Firm and its Major Subcontractors) past performance regarding the demonstrated ability to provide effective services on programs comparable in complexity, size, and function.
Section 8.5	15	Proposer's Project Management Team experience
Section 8.5	5	Proposer's Project Management Team's other projects commitments
Total	100	

Proposer responses to the requirements set forth in Section 8, along with each response's supporting documentation, will be scored based on the consensus opinion of the Evaluation Committee as to how responsive the Proposer's information is to the criteria set forth in the RFQ requirements and how relevant the response, stated experience and referenced project information is to CTIO's project goals.

5.4 SOQ Evaluation Procedure

CTIO anticipates utilizing one or more committees to review and evaluate the SOQs in accordance with the above criteria. CTIO may, at any time, request additional information or clarification from Proposers, or may request Proposers verify or certify certain aspects of its SOQ. Proposers shall provide the requested information in writing via email by the date and time indicated in the request for clarification. If the requested information is not timely received, the Proposer's score may be adversely affected and/or the SOQ may be declared non-responsive and disqualified from further consideration. Evaluations and rankings of SOQs are subject to the sole discretion of CTIO. CTIO will make the final determinations of the Proposers to be shortlisted in its sole discretion, and in the best interests of the State of Colorado.

CTIO may also schedule interviews with one or more Proposers on a one-on-one basis for the purpose of enhancing CTIO's understanding of the SOQs and obtaining clarifications of the terms contained in the SOQs.

Proposers are further advised that the evaluation and weightings for the evaluation of the submissions under future solicitation documents may differ from the criteria set forth in this RFQ for the evaluation of SOQs.

5.5 Fair and Unbiased Scoring Process

This RFQ shall not be construed as a determination of any kind that is binding on CTIO. Further, this RFQ shall not be construed to mean that any bidder is capable of performing the work that will be the subject of the RFP. Rather, the criteria set forth herein are intended to identify Proposers based on their prior experience in providing similar or related services qualified to potentially undertake responsibilities for CTIO's anticipated back-office system and customer service center.

5.6 Changes in Proposer Organization

Subject to the limitations herein, CTIO may permit Proposers to add, delete or substitute team members and reorganize their teams during the procurement process unless the change results in actual or potential organizational conflicts of interest or renders the Proposer, in the sole determination of the CTIO, less qualified to undertake the Project. Notwithstanding the foregoing, following submittal of the SOQs, the following actions may not be undertaken without the prior written consent of the CTIO, in its sole discretion:

- a) Deletion or substitution of a member of the Proposer's Management Team identified in the SOQ or a change in the role or scope of work of such member of the Management Team;
- b) Deletion or substitution of an entity of the Proposer, a Financially Responsible Party or any other entity that will guaranty or bear financial responsibility or liability for the performance of the Proposer; and
- c) Other changes in the ownership or team membership of a Proposer, including the addition of new Subcontractors and other Team Members not identified in the SOQ, or a change in the role or scope of work of a Subcontractor or other Team Member.

6. Communications, Public Information and Organizational Conflicts of Interest

Proposer news releases pertaining to this RFQ shall not be made prior to execution of a contract resulting from this procurement, and then are to be made only with the approval of CTIO. Proposers will not be allowed to discuss this information or copy records to third parties per State Regulation.

By submission of an SOQ, Proposers agree that, at the time of submission, Proposer has no interest, direct or indirect, that would conflict in any manner or degree with the performance of the required services. As part of the Project Agreement, Proposers shall further covenant that, in the performance of any award of the Project Agreement, they shall not employ any person having any such known interest. Any firm affiliated or related to an employee of the Colorado Transportation Commission, the CTIO Board, CDOT, and CTIO, shall be ineligible to submit a proposal for the required services. Any proposal submitted by such Proposers shall be non-responsive.

In addition to the foregoing, the organizational conflict of interest rules found in 23 CFR Part 636, Subpart A, including 23 CFR § 636.116, also apply to this procurement. 23 CFR § 636.103 defines an "organizational conflict of interest" as follows:

"Organizational conflict of interest means that because of other activities or relationships with other persons, a person is unable or potentially unable to render impartial assistance or advice to the owner, or the person's objectivity in performing the contract work is or might be otherwise impaired, or a person has an unfair competitive advantage."

Proposer shall provide information concerning the organizational conflict of interest and disclose all relevant facts concerning any past, present or currently planned interests which may present an organizational conflict of interest. Proposer shall state how its interests or those of any of its team members, consultants, contractors or Subcontractors, including the interests of any chief executives, directors or the Management Team, may result in, or could be viewed as, an organizational conflict of interest. Such information should be provided in Appendix 1. If no information is necessary or provided, please indicate "None" in Appendix 1.

Proposer is prohibited from teaming with, receiving any advice or discussing any aspect relating to the Project or the procurement of the Project with any person or entity with an organizational conflict of interest, including, but not limited to:

- Atkins North America, Inc.;
- KPMG LLP; and
- Nossaman LLP;

7. Protest Procedures

Any actual or prospective Proposers who are aggrieved in connection with the solicitation or award of a contract may submit a protest to a Procurement Official at dot_procurement@state.co.us. The protest shall be submitted in writing within ten (10) business days after such aggrieved person knows, or should have known, of the facts giving rise thereto per § 24-109-102, C.R.S. Protests received after the ten-business-day period shall not be considered.

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 proposal, RFQ, or award number;
- c) A statement of the reasons for the protest; and
- d) Any available exhibits, evidence or documents substantiating the protest.

8. Technical and Legal Qualifications

Respondents are required to assemble their SOQ in the order prescribed and following the outline form contained in this Section 8.

8.1 Introductory Materials (Page limitation for Executive Summary only)

- a) **Form A (Transmittal Letter):** A duly authorized official of the Proposer or Lead Firm must execute the transmittal letter. For Proposers that are joint ventures, partnerships, limited liability companies or other associations, the transmittal shall be appended with letters on the letterhead stationery of each entity holding an equity interest in Proposer, stating that representations, statements, and commitments made in the SOQ on behalf of the equity members have been authorized by, are correct, and accurately represent the role of the equity member's firm in Proposer team.
- b) **Executive Summary:** An Executive Summary, not exceeding 2 pages. The Executive Summary shall be written in a non-technical style and shall contain sufficient information for reviewers with both technical and non-technical backgrounds to become familiar with Proposer's SOQ and its ability to satisfy the financial and technical requirements of the Project.
- c) **Confidential Contents Index:** A page executed by the Proposer that sets forth the specific items (and the section and page numbers within the SOQ at which such items are located) that Proposer deems trade secret or other confidential information protected by CORA. Blanket designations that do not identify the specific information shall not be acceptable and may be cause for CTIO to treat the entire SOQ as public information. Notwithstanding the foregoing, the list required under this Section 8.1 (c) is intended to provide input to CTIO as to the confidential nature of a Proposer's SOQ, but in no event shall such list be binding on CTIO, determinative of any issue relating to confidentiality or a request under the Public Records Act or other applicable law or override or modify the provisions of the Statute or the responsibilities of CTIO and the State's Parties thereunder.

8.2 Relevant Experience (7 pages maximum)

Proposers shall provide a description of tolling industry projects and clients awarded, implemented, or operated during the period of 2017-2022 by completing **Form B**. Selected projects should be those that involve (i) implementing a CBO of a similar size for public tolling agencies and concessionaires/owners of toll facilities; (ii) operating and maintaining CBO of a similar size for public tolling agencies and concessionaires/owners of toll facilities; and (iii) provided both of the services described in clauses (i)-(ii) of this paragraph. CTIO is particularly interested in projects involving express lanes and where both of the services described in clauses (i)-(ii) of this paragraph have been performed. Proposers may submit up to 5 projects, of which no more than 3 may be projects just involving implementation of a CBO (clause (i) above) and no more than 2 may be projects just involving operations and maintenance of a CBO (clause (ii) above). Projects included may involve Proposer or any Team Member, including Affiliates thereof.

From the project list completed on **Form B**, Proposers shall select the three (3) projects that most successfully demonstrate the Proposer team's ability to perform the outlined scope of services described in Section 1.5. The projects selected for **Form C** shall include no more than 2 projects just involving implementation of a CBO (clause (i) above) and no more than 1 project just involving operations and maintenance of a CBO (clause (ii) above). The restriction in the preceding sentence shall not apply to a project involving both implementation and operations and maintenance of a CBO (e.g., 3 projects involving both implementation and operations and maintenance would be permissible even though that would result in 3 implementation of CBO projects and 3 operations and maintenance of CBO projects).

Using **Form C**, the Proposer shall provide a detailed description of the three (3) selected projects listed from **Form B** that Proposer wishes CTIO to consider as the most relevant for the Project and the CTIO's evaluation of a Proposer's SOQ.

Proposers shall provide up to a total seven (7) page narrative including each of these projects selected for use to supplement the information provided on **Form C**. Proposers shall note that **Forms B and C**, which shall be included in an appendix, will not count toward the seven (7) page limit for Section 8.2. Detailed descriptions shall include additional information required to clarify or elaborate on the project and its performance. Proposers shall provide their experience, knowledge and understanding of the various aspects of the Scope of Work provided in Section 1.5 and with reference to the Evaluation Criteria provided in Section 5.3.

If the specific entity that undertook an identified project is not the Proposer or a Team Member, but, rather an Affiliate of such entity, please expressly indicate and identify the entity and its relationship to the Proposer or the Team Member,

as applicable, and briefly describe why such project experience is relevant to the Proposer team, CTIO and the Project. At CTIO's sole discretion, such Affiliate may be required to be a Financially Responsible Party and provide a guaranty of Toll Services Provider under the Project Agreement.

8.3 Project Approach (11 pages maximum)

Proposers shall provide a narrative of the Proposer's technical approach to the Project. This narrative shall include, but not be limited to, the Proposer's understanding and approach to implementation of the CBO, implementation of the CSC, managing retail-walk-up centers, the integration of the CBO, potential development and issuance of CTIO-branded transponders, and the on-going system maintenance associated with each.

Proposer shall also discuss the availability of qualified resources sufficient to implement the Project, operations and maintenance work and associated responsibilities, as well as the Proposer's backlog and other project schedules during critical overlapping timeframes.

Proposer shall also detail its approach to successfully managing all components of the launch of a new CBO and ensuring resources are appropriately allocated for each component of the work. Proposer shall explain how it will ensure that the Project will not be impacted by resource availability.

Proposer shall describe the production and testing facilities that the Proposer anticipates using during the term of the Project Agreement. Proposer shall indicate whether such facilities are open for visits and inspections by the CTIO and their respective representatives (including staff and consultants), as well as any caveats or preconditions on such visits/inspections.

8.4 References (No page limitation)

Owner references are required for any project listed pursuant to **Forms B and C**. Each reference shall include the name, position, company or agency, current postal and email addresses, and phone number, as indicated in the appropriate areas on **Forms B and C**. A separate submission is not required for this section. Proposers are requested to verify that contact information is correct and are advised that if the contact information provided is not current or the reference is not responsive, CTIO may elect to exclude the experience represented in determining qualifications. Completion of **Forms B and C** will evidence response to the requirements set forth within this Section 8.4.

8.5 Proposer Overview and Project Management Team's Information (7 pages maximum)

Proposers shall provide information relevant to qualifications of Proposer and all Team Members. Proposers may also optionally provide information relevant to the qualifications regarding Minor Subcontractors that Proposer wishes to identify in its SOQ. If any work will be performed by the Proposer or an entity holding an equity interest in the Proposer and not by a Subcontractor, please so indicate. Additional information may be requested during the RFP to finalize the list of Subcontractors.

Proposers shall provide a narrative describing the Proposer's teaming arrangements and its management structure. The narrative should include, at a minimum, a discussion of the following: (i) the legal name of the Proposer, its nature, and the state of its organization; (ii) a single point of contact (a real person) that includes name, title, address, telephone, and email address; (iii) if a Proposer has branch offices, which office will be performing the majority of the work. This information shall also be provided for each Major Subcontractor of the Proposer.

Proposers shall provide an organizational chart which sets forth Proposer structure, teaming arrangements (including Major Subcontractors) and reporting requirements. Proposers shall include an organizational chart identifying the names of the Project Management Team. Proposers shall provide a description of Project Management Team's prior experience and other projects commitments which might limit their ability to deliver the Project.

8.6 Legal Information (No page limitation)

The following information regarding legal issues affecting Proposer and its team members shall be submitted:

Legal Liabilities

Provide a list and a brief description of all instances during the last five (5) years involving transportation projects (including toll projects) in North America and in connection with those projects listed pursuant to Section 8.2 in which Proposer, any Team Member or any Affiliate of the foregoing was (i) determined, pursuant to a determination in a court of law, arbitration proceeding or other dispute resolution proceeding, to be liable for a material breach of contract, or (ii) terminated for cause. For each instance, identify an owner's representative with a current phone and e-mail address if available. If an e-mail address is not available, so state. If there are no such instances, provide a statement to that effect.

Legal Proceedings

Provide a list and a brief description (including the resolution) of each arbitration, litigation, dispute review board and other formal dispute resolution proceeding occurring during the last five (5) years related to a transportation project (including toll projects) in North America and those projects listed pursuant to Section 8.2 involving a claim or dispute between the project owner and the Proposer, any Team Member or any Affiliate of the foregoing involving an amount in excess of the smaller of (a) 2% of the original contract value or (b) \$500,000 on projects with a contract value in excess of \$15 million. Include items that were subject to arbitration, litigation, dispute review board or other formal dispute resolution proceedings even if settled without completion of the proceeding.

Include a similar list and description for all projects included in the response to Section 8.2 involving an amount in excess of \$100,000, regardless of the contract value. For each instance, identify an owner's representative with a current phone and e-mail address if available. If an e-mail address is not available, so state. If there are no such matters to report, provide a statement to that effect.

Form D

Proposer shall include executed copies of **Form D** for Proposer and each Team Member. Proposers shall note that executed copies of **Form D** must be submitted in addition to the Legal Liabilities and Legal Proceedings requirements specified in this Section 8.6 above.

With respect to the information solicited in this Section 8.6, failure to fully disclose this information, conditional or qualified submissions (i.e., "to our knowledge", "to the extent of available information," "such information is not readily available," "such information is not maintained in the manner requested," etc.) to requests or questions posed, incomplete or inaccurate submissions or non-responsive submissions, or failure to provide information enabling CTIO to contact owner representatives may, in the sole discretion of the CTIO, lead to a "fail" rating for the team or disqualification from the procurement process.

8.7 SOQ Responsiveness Verification (No page limitation)

Proposer shall include executed copies of **Form E** :

9. Financial Capacity

9.1 Identification of Financially Responsible Party

The Proposer shall provide a completed **Form F**, signed (PDF, photocopied, or wet signatures are permitted) by a duly authorized officer of the Proposer, that identifies the Proposer's full legal name, Proposer's Team Members, and clearly identifies the entity(ies) that will guarantee the Proposer's financial obligations (Financially Responsible Party) under the Project Agreement. The Financially Responsible Party could be: i) the Proposer itself; or ii) parent company(ies) or Affiliate(s) of any of the equity members of the Proposer that will support and guarantee the Proposer's obligations under the Project Agreement.

The Proposer shall provide the Financially Responsible Party's financial statements and accompanying information described in Sections 9.2, Section 9.3, and Section 9.4 below. CTIO will rely solely on the financial statements and accompanying information of the Financially Responsible Party to determine whether the Proposer has the financial capability to perform. In addition, CTIO may, in its discretion based upon the review of the information provided, specify that an additional acceptable Financially Responsible Party is required as a condition of shortlisting, in which case the information required of such Financially Responsible Party shall be submitted upon the request of CTIO.

9.2 Financial Statements

The Proposer must provide the applicable financial statements for the entity(s) identified by the Proposer in Section 9.1. for the three most recently completed fiscal years. If the entity has been in existence for less than three (3) fiscal years, Respondent shall expressly state that such entity has been in existence for less than three (3) fiscal years and shall provide financial statements for the number of fiscal years it has been in existence. If the entity has not produced audited financial statements for the three most recently completed fiscal years, Proposer shall expressly state that such entity has not produced audited financial statements for the three most recently completed fiscal years (and explain why) and shall note those fiscal years for which it has produced audited financial statements. Proposer shall provide audited financial statements for the fiscal years in which audited financial statements have been produced.

Financial statement information must be consolidated where required by generally accepted accounting principles (GAAP) or International Financial Reporting Standards (IFRS) and must include:

- i. Opinion Letter (Auditor's Report)
- ii. Balance Sheet
- iii. Income Statement or Statement of Comprehensive Income
- iv. Statement of Changes in Cash Flow
- v. Footnotes to Financial Statements

In addition, Financial Statements must meet the following requirements:

- i. **GAAP/IFRS:** Financial Statements must be prepared in accordance with U.S. GAAP or IFRS.
- ii. **U.S. Dollars:** Financial statements should be provided in U.S. dollars.
- iii. **Audited:** Financial statements must be audited by an independent party qualified to render audit opinions (e.g., a certified public accountant). If audited financials are not available, unaudited financial statements for such entity shall be provided, certified as true, correct, and accurate by the Chief Financial Officer ("CFO"), treasurer or equivalent officer of the entity.
- iv. **English:** Financial statement information must be prepared in English. If audited financial statements are prepared in a language other than English, translations of all financial statement information must be provided.

- V. **SEC Filings:** If any entity for which financial information is submitted hereby files reports with the Securities and Exchange Commission, then such financial statements shall be provided through a copy of their most recent annual report on Form 10K.

9.3 Credit Ratings

The Proposer (or Financially Responsible Party) shall provide its most recent credit rating from agencies such as Moody's Investor Services, Standard & Poor's, or Fitch Ratings, to the extent such entities have credit ratings. If no credit ratings exist, then the Proposer (or Financially Responsible Party) shall provide a written statement specifying that no credit ratings exist for the Proposer (or Financially Responsible Party).

9.4 Off-Balance Sheet Liabilities

The Proposer shall provide a list describing all off-balance sheet liabilities and commitments for either the Proposer or Financially Responsible Party, if applicable, for the three most recently completed years and anticipated for the next reporting period. If the off-balance sheet liabilities and commitments are included in the notes to the financial statements, then the Proposer is not required to provide a separate listing. If no off-balance sheet liabilities exist, then a written statement signed by a duly authorized officer of the entity must be provided, certifying that no off-balance sheet liabilities exist.

9.5 Surety or Bank/Financial Institution Letter

At the RFP stage, Proposer must submit a letter from an Eligible Surety or Eligible Financial Institution which shall be addressed to CTIO and shall state that the Proposer is capable of obtaining separate performance bonds and payment bonds for each of the implementation and operations and maintenance phases of the Project Agreement. The bond amounts shall be in an amount equal to 100% of the contract price for each applicable phase.

A cyber security bond or cyber security insurance will be also required at the RFP stage to cover unauthorized use of technology, computer programs or misplaced Personally Identifiable Information (PII) and Media Liability.

Finally, at the RFP stage, the Proposer must submit a Proposal Bond. Specific provisions concerning bonding, letters of credit (if allowed), insurance, bonding/letter of credit and insurance amounts, and indemnity will be set forth in the RFP.

Exhibit I: Glossary

Acts and the Regulations – “Acts” shall the provisions of title VI of the Civil Rights Act of 1964. “Regulations” shall refer to rules made by executive departments and agencies, and are arranged by subject in the Code of Federal Regulations.

Affiliate – Means and includes parent companies at any tier, subsidiary companies at any tier, entities under common ownership, joint ventures and partnerships involving Proposer or any Team Member (but, if related to a joint venture or a partnership, only as to activities of joint ventures and partnerships involving the Proposer or any Team Member as a joint venturer or partner and not to activities of other joint venturers or partners not involving the Proposer or such Team Member), that, (a) within the past five (5) years have engaged in business or investment in North America or (b) have been involved in any project listed by pursuant to Section 8.2.

CBO – Means Commercial Back-Office, a central processing system server location(s) where all functions related to toll collection data management (e.g., database processes, clearing and settlement, network maintenance and system administration), and related non-customer-facing activities.

CDOT – Means Colorado Department of Transportation

CORA – Means the Colorado Open Records Act, C.R.S. §§ 24-72-101, et seq.

CTIO – Means Colorado High Performance Transportation Office, doing business as the Colorado Transportation Investment Office.

Eligible Financial Institution - Means a bank or financial institution: (a) having an office in Denver, Colorado or New York, New York at which a letter of credit issued by it can be presented for payment, including by electronic means or fax; and (b) having a Minimum Issuer Rating from at least two Rating Agencies.

For purposes of this definition “Minimum Issuer Rating” means a long- term unsecured debt rating of at least: (i) "A-" by Standard & Poor's Ratings Services; (ii) "A-" by Fitch, Inc.; (iii) "A3" by Moody's Investors Service, Inc.; or (iv) "A low" by DBRS, Inc., in each case with an outlook of “stable” or better.

Eligible Surety - Means a surety authorized to issue bonds in the State having either: (a) a Minimum Surety Rating from at least two Rating Agencies; or (b) a rating of at least “A” and “Class VIII” from A.M. Best Company, Inc. (but only if it is at the relevant time a Registered Rating Agency).

For purposes of this definition “Minimum Surety Rating” means a long- term unsecured debt rating of at least: (i) "A" by Standard & Poor's Rating Services; (ii) "A" by Fitch, Inc.; (iii) "A2" by Moody's Investors Service, Inc.; or (iv) "A" by DBRS, Inc., in each case with an outlook of “stable” or better.

Evaluation Committee – Means a group selected by CTIO to evaluate and score SOQs in accordance with Section 5 in order to select the Proposer’s that are the most qualified and likely to provide the best overall value to CTIO. The Evaluation Committee’s selection is not subject to challenge or protest.

Financially Responsible Party - Means i) the Proposer itself; or ii) parent companies or Affiliate(s) of any of the equity members of the Proposer that will support and guarantee the Proposer’s obligations under the Project Agreement.

Lead Firm - Means the single entity or joint venture that will be primarily responsible for delivery of the Project. If this role will be performed by a joint venture, then all members or partners of that joint venture will be considered to be the Lead Firm.

Major Subcontractors - Means, except for Team Members that hold an equity interest in the Proposer, any entity or person with whom Proposer intends to enter into any subcontract to perform any part of the Project or to provide any materials, equipment or supplies for the Project on behalf of Proposer, with a contract valued at greater than or equal to 15% of the anticipated overall costs to (i) design and implement the CBO and CSC functions; and (ii) operate the CBO and CSC for an initial period of 5 years.

Management Team - Means the following personnel: project principal, project manager, technical delivery manager, QA/QC manager, operations manager designated for the Project.

Minor Subcontractor – Means firms with whom Proposer intends to enter into any subcontract to perform any part of the Project that are not Major Subcontractors.

Project – Has the meaning given to it in Section 1.1.

Project Agreement – Means an Agreement between CTIO and the Toll Services Provider establishing the commercial and other legal terms and conditions of the Toll Services Provider’s performance of services identified in the RFP.

Proposer - Means the consortium, joint venture, or entity, whether or not yet formed, responding to this RFQ and that is intended to act as Toll Services Provider for the Project.

Qualified Proposer - Means the Proposers selected as eligible to respond to an RFP pursuant to this RFQ (each a “Qualified Proposer” and, collectively, the “Qualified Proposers”).

RFP - Means Request for Proposal for the Project

RFQ - Means this Request for Qualifications

Shortlisting Notification – Means the event during which CTIO announces its selection of Qualified Proposers by issuance of a publicly available letter.

Software Provider – Means firms that grant software licenses to third parties.

SOQs - Means Statement of Qualifications

Subcontractor – Means firms engaged to provide any materials, equipment or supplies for the Project on behalf of Proposer. Subcontractors can be Major Subcontractors or Minor Subcontractors.

System Integrator – Means firms considered either a (i) Team Member or (ii) Minor Subcontractor responsible for the implementation and integration of the CBO system on behalf of Proposer.

Team Member – Means each of: (a) the equity members; (b) the Lead Firm; (c) Major Subcontractors; and (d) any Financially Responsible Party.

Toll Services Provider – Means the Qualified Proposer selected by CTIO pursuant to the RFP to enter into a Project Agreement.

Exhibit II: Forms

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FORM A: Transmittal Letter

PROPOSER: _____

SOQ Date:

CTIO

Attention:

The undersigned (“Proposer”) submits this statement of qualifications (this “SOQ”) in response to the Request for Qualifications dated June 21, 2022 (as amended, the “RFQ”), issued by the CTIO (“CTIO”), to provide a turnkey Commercial Back Office System (CBO) and its operations and maintenance, including providing customer service, and associated interfaces to payment channels, and other external service providers to ensure a high revenue efficiency.

Capitalized terms not otherwise defined herein shall have the meanings set forth in the RFQ.

Enclosed, and by this reference incorporated herein and made a part of this SOQ, are the following:

SOQ: Cover page, Table of Contents, Executive Summary, Confidential Information List, Technical and Legal Qualifications

Appendices: **Forms A-F**, the disclosures provided in response to Section 6, and the disclosures provided in response to Section 8.6 Legal Information ; and

Financial Qualifications.

Proposer acknowledges access to all materials posted on the following website with respect to the Project: Commercial Tolling Back-Office System And Operations and the following addenda and sets of questions and answers to the RFQ:

Addendum #1 issued on July ____, 2022;

Q&A Matrix #1 issued on July ____, 2022

[Proposer to list any other addenda to this RFQ and sets of questions and answers by dates and numbers prior to executing **Form A**]

Proposer represents and warrants that it has read the RFQ and agrees to abide by the contents and terms of the RFQ and the SOQ.

Proposer understands that the CTIO is not bound to qualify any Proposer and may reject each SOQ that CTIO may receive.

Proposer further understands that all costs and expenses incurred by it in preparing this SOQ and participating in the Project procurement process will be borne solely by Proposer.

Proposer agrees that CTIO will not be responsible for any errors, omissions, inaccuracies, or incomplete statements in the RFQ.

Proposer acknowledges and agrees to the protest provisions and understands that it limits Proposer’s rights and remedies to protest or challenge the RFQ or any determination or qualification thereunder.

This SOQ shall be governed by and construed in all respects according to the laws of the State of Colorado.

Proposer's business address:

(No.)	(Street)	(Floor or Suite)
-------	----------	------------------

(City)	(State or Province)	(ZIP or Postal Code)	(Country)
--------	---------------------	----------------------	-----------

State or Country of Incorporation/Formation/Organization: _____

[insert appropriate signature block from following pages]

1. Sample signature block for corporation or limited liability company:

[Insert Proposer's name]

By: _____

Print Name: _____

Title: _____

2. Sample signature block for partnership or joint venture:

[Insert Proposer's name]

By: *[Insert general partner's or member's name]*

By: _____

Print Name: _____

Title: _____

[Add signatures of additional general partners or members as appropriate]

3. Sample signature block for attorney in fact:

[Insert Proposer's name]

Print Name: _____

Title: _____

Attorney in Fact

FORM B: Projects & Clients List

Use the format below to provide a projects and clients list for no more than 5 tolling industry projects awarded, implemented or operated during the period 2017-2022. See Section 8.2 for description of projects and limitations on projects listed. These are all meant to be single line answers. Do NOT expand. Also, please indicate what type of project the Proposer or Team Member was awarded using the terminology of CBO for indication that such entity provided a CBO to the project, CSC for indication that such entity provided installation and operations of a customer service center; O&M for indication such entity provided operation and maintenance services; and Equipment Only for indication that such entity only provided equipment to the project such as transponders, readers, antennas, etc. Proposer must identify in the table whether the project highlighted represents work undertaken by the entirety of the Proposer team or a specific Team Member, or Affiliate of the foregoing. If an Affiliate's project is being used, identify the Affiliate and identify in parentheses the applicable Team Member related to the Affiliate. Duplicate the below table for each project identified (up to 5 as set forth in Section 8.2).

Project 1	
Project Name	
Project Description	
Type of Project (CBO, CSC, O&M, Equipment only)	
Proposer or Team Member (if Team Member, identify role (e.g., Lead Firm or Major Subcontractor)	
Client Name	
Client Contact Person	
Client Phone Number	
Client Email Address	
Award Date	
Status of Project	
Project Award Contract Value	
Current Contract Value	
Contracted Delivery Date	
On Schedule (Yes or No)	
In no, explain briefly	

FORM C: Detailed Project Descriptions

Of the projects that were previously listed on **Form B**, please select 3 (three) projects that Proposer would like to highlight that are most relevant to this procurement, subject to the limitations set forth in Section 8.2. Proposer must identify in the table whether the project highlighted represents work undertaken by the entirety of the Proposer team or a specific Team Member, or Affiliate of the foregoing. If an Affiliate's project is being used, identify the Affiliate and identify in parentheses the applicable Team Member related to the Affiliate. Please note that if a portion of the questions are not applicable to the project Proposer has selected to highlight, please indicate with "N/A." Duplicate the below table for each project identified (up to 3 as set forth in Section 8.2).

[See table on next page]

Project 1

Client/Operator Name	
Proposer or Team Member (if Team Member, identify role (e.g., Lead Firm or Major Subcontractor))	
Project Name	
Project Description	
Project Pricing/Budget	
Team Member's Contract Value	

Client Contact Information

Name of Client Contact	
Email	
Phone	

Number of Accounts

Prepaid	
Post Paid	

Lanes

Number of Tolled Equipment Lanes	
----------------------------------	--

Equipment

Contract Value of Equipment (if supplied by Team Member)	Type	Protocol(s) if applicable
Transponder		
Servers (note cloud provider if cloud based)		
Workstations (quantity and manufacturer model)		
IVR Systems (note cloud provider if cloud based)		

Customer Service Center (CSC) Value of Number

Contract Value of CSC Startup	
Contract Value of CSC Annual Operations	
Number of CSRs (include supervisors) provided by Team Member	
Number of Image Reviewers provided by Team Member	
Total Number of Staff supplied by Team Member	

Back Office System Yes/No

Contract Value of CBO		
Integrate with 3 rd Party System		
Integrate with Team Member's System		

Violations/Pay by Plate Processing Value or Number Yes/No

Contract Value of Violations/Pay by Plate Processing		
# of Violations/Pay by Plate (front and rear image(s) considered as one)		
Integrated with Team Member's collection system? (Yes or No)		

FORM D: Certification (Required for Proposer and each Team Member)

Proposer: _____

Name of Firm Completing Form D: _____

1. Has the firm or any affiliate,* or any current officer, director, or employee of either the firm or any affiliate, been indicted or convicted of bid (i.e., fraud, bribery, collusion, conspiracy, antitrust, etc.) or other contract related crimes or violations or any other felony or serious misdemeanor within the past ten years?

Yes No

If yes, please explain:

2. Has the firm or any affiliate* ever sought protection under any provision of any bankruptcy act within the past ten years?

Yes No

If yes, please explain:

3. Has the firm or any affiliate* ever been disqualified, removed, debarred, or suspended from performing work for the federal government, any state or local government, or any foreign governmental entity within the past ten years?

Yes No

If yes, please explain:

4. Has the firm or any affiliate* ever been found liable in a civil suit or found guilty in a criminal action for making any false claim or other material misrepresentation to a public entity within the past ten years?

Yes No

If yes, as to each such inquiry, state the name of the public agency, the date of the inquiry, the grounds on which the public agency based the inquiry, and the result of the inquiry.

5. Has any project performed or managed by the firm or, to the knowledge of the undersigned, any affiliate* involved repeated or multiple failures to comply with safety rules, regulations, or requirements within the past ten years?

Yes No

If yes, please identify the team members and the projects, provide an explanation of the circumstances, and provide owner contact information including telephone numbers.

6. Has the firm or any affiliate* been found, adjudicated, or determined by any state court, state administrative agency, including, but not limited to, the Colorado Department of Labor, federal court or federal agency, to have violated or failed to comply with any law or regulation of the United States or any state within the past ten years governing prevailing wages (including but not limited to payment for health and welfare, pension, vacation, travel time, subsistence, apprenticeship or other training, or other fringe benefits) or overtime compensation?

Yes No

If yes, please explain:

7. With respect to each of Questions 1-6 above, if not previously answered or included in a prior response on this form, is any proceeding, claim, matter, suit, indictment, etc. currently pending against the firm that could result in the firm being found liable, guilty or in violation of the matters referenced in Questions 1-7 above and/or subject to debarment, suspension, removal, or disqualification by the federal government, any state or local government, or any foreign governmental entity?

Yes No

If yes, please explain and provide the information requested as to such similar items set forth in Questions 1-7 above.

8. In the past five (5) years, has the firm of an affiliate* or any proposed subconsultants ever been removed from a contract or failed to complete a contract as assigned? Submit full details of the terms for removal from the contract. Identify the other party, its name, address, and telephone number. Present the position of the firm or affiliate* on the matter. If the firm and affiliates* have experienced no such termination for default in the past five (5) years, indicate accordingly.

Yes No

If yes, please explain: _____

* The term "Affiliate" is as defined in the RFQ.

Under penalty of perjury, I certify that the foregoing is true and correct, and that I am the firm's Official Representative:

By: _____

Print Name: _____

Title: _____

Date: _____

FORM E: SOQ Responsiveness Verification

No.	Responsiveness Criteria	RFQ Reference	Satisfied ¹
(1)	SOQ conforms to all RFQ instructions regarding organization, format and content, including page limitations	Section 4	<input type="checkbox"/>
(2)	SOQ includes each of the following:		<input type="checkbox"/>
	(a) Cover Page and Table of Contents		<input type="checkbox"/>
	(b) Executive Summary	Section 8	<input type="checkbox"/>
	(c) Confidential Contents Index	Section 8	<input type="checkbox"/>
	(d) Relevant Experience	Section 8.2	<input type="checkbox"/>
	(e) Project Approach	Section 8.3	<input type="checkbox"/>
	(f) References	Section 8.4	<input type="checkbox"/>
	(g) Proposer Overview and Project Management Team Information	Section 8.5	<input type="checkbox"/>
	(h) Organizational Chart	Section 8.5	<input type="checkbox"/>
	(k) Statement of Project Approach	Section 8.3	<input type="checkbox"/>
(3)	Appendix #1 to the SOQ includes each of the following:		<input type="checkbox"/>
	(a) Transmittal Letter (<u>Form A</u>)	Section 8	<input type="checkbox"/>
	(b) Completed <u>Form B (Projects & Clients List)</u> and <u>Form C (Detailed Project Descriptions)</u>	Section 8.2	<input type="checkbox"/>
	(c) Conflict of Interest Disclosures Either: (i) confirmation of absence of any organizational conflicts of interest; or (ii) narrative description of any such organizational conflicts of interest (if disclosure, include in appendix)	Section 6	<input type="checkbox"/>
	(d) Legal Disclosures	Section 8.6	<input type="checkbox"/>
	(e) Completed <u>Form D (Legal Disclosures)</u>	Section 8.6	<input type="checkbox"/>
	(f) Completed Form E	Section 8.7	<input type="checkbox"/>
(4)	Appendix #2 to the SOQ includes each of the following:		<input type="checkbox"/>

¹ Proposer should check each box to confirm that it believes the relevant Pass/Fail Evaluation Criteria has been satisfied.

(a) Identification of a Financially Responsible Party, as evidenced through completion of <u>Form F</u> (<i>Information Regarding Proposer Team and Financially Responsible Party</i>)	Section 9.1	<input type="checkbox"/>
(b) Financial Statements	Section 9.2	<input type="checkbox"/>
(c) All rating information and materials for the Proposer or Financially Responsible Party	Section 9.3	<input type="checkbox"/>
(d) Identification of off-balance sheet liabilities, or confirmation of the absence of such liabilities	Section 9.4	<input type="checkbox"/>

Submitted and verified by:

PROPOSER: _____

By: _____

Print Name: _____

Title: _____

Date:

FORM F: Information Regarding Proposer Team and Financially Responsible Party

Name of Proposer:

Proposer's Official Representative:

Title:

Telephone Number:

Email Address:

List each Team Member and Indicate Role (Equity Member, Lead Firm, Major Subcontractor, etc.):

Identify the Proposer's Financially Responsible Party(ies):

Submitted and verified by:

PROPOSER: _____

By: _____

Print Name: _____

Title: _____

Date: